



## **Davide Campari-Milano SpA**

### ***Independent auditor's report***

*in accordance with article 14 of Legislative Decree 39 of 27 January 2010 and article 10 of Regulation (EU) 537/2014*

Consolidated financial statements as of 31 December 2017



## **Independent auditor's report**

*in accordance with article 14 of Legislative Decree 39 of 27 January 2010 and article 10 of Regulation (EU) 537/2014*

To the shareholders of Davide Campari-Milano SpA

### **Report on the Audit of the Consolidated Financial Statements**

#### **Opinion**

We have audited the consolidated financial statements of Davide Campari-Milano SpA and its subsidiaries (Campari group), which comprise the statement of financial position as of 31 December 2017, the income statement, the statement of comprehensive income, the statement of changes in shareholders' equity and the statement of cash flows for the year then ended, and the notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the consolidated financial statements give a true and fair view of the financial position of the Campari group as of 31 December 2017, and of the result of its operations and cash flows for the year then ended in accordance with International Financial Reporting Standards as adopted by the European Union, and with the regulations issued to implement article 9 of Legislative Decree 38/05.

#### **Basis for Opinion**

We conducted our audit in accordance with International Standards on Auditing (ISA Italia). Our responsibilities under those standards are further described in section Auditor's Responsibilities for the Audit of the Consolidated Financial Statements of this report. We are independent of Davide Campari-Milano SpA (the Company) based on ethic and independence regulations and standards applicable to audits of financial statements under Italian law. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

#### **Key Audit Matters**

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

#### **PricewaterhouseCoopers SpA**

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### **Key Audit Matter**

### **How our audit addressed the key audit matter**

#### **Recoverability of goodwill and brands with indefinite useful life**

*Note 25 "Goodwill and brands" and note 26 "Impairment".*

As of 31 December 2017 goodwill and brands with indefinite useful life amount to € 1,297 million and € 989.7 million, respectively.

Recoverability of the carrying amount of goodwill and brands was tested for impairment at year-end, in accordance with IAS36 – Impairment of Assets.

The recoverable amount of goodwill and brands is based on value in use.

The value in use of the groups of cash generating units – CGU, to which goodwill is allocated, is measured based on the expected future cash flows of the groups of CGU. The value in use of individual brands is measured based on the estimate of future earnings attributable to the brands, net of the contribution assigned to other supporting assets - multi-period excess earnings method.

The value in use of the groups of CGU to which goodwill is allocated is compared with their carrying amount, inclusive of brands and goodwill. The value in use of individual brands is compared with their carrying amount.

Recoverability of goodwill and brands with indefinite useful life represented a key matter in the audit of the consolidated financial statements, considering the magnitude of the carrying amount and the judgment used in determining the assumptions underlying the value in use calculation.

We have performed an understanding and evaluation of the internal controls over the key matter identified.

We have verified, with the support of PwC experts:

- the adequacy of the impairment testing process in accordance with the requirement of the accounting standard;
- the allocation of goodwill to the groups of CGU;
- the reasonableness of the assumptions used in determining the value in use, with specific reference to growth rates and discount rates, including benchmarking and comparison with historical trend;
- the accuracy of the amounts of assets and liabilities attributable to the groups of CGU to which goodwill is allocated;
- the mathematical accuracy of the calculation model used.

We have assessed variances between projections used in previous years and actual results to evaluate the reliability and consistency with the market trend.

We have assessed the accuracy and completeness of the disclosure presented in the notes to the consolidated financial statements.

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### **Key Audit Matter**

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### **How our audit addressed the key audit matter**

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#### **Revenue recognition**

##### *Note 3 "Summary of accounting principles"*

Revenue recognition, considering the high volume of sales transactions, carried out through a global distribution network, different channels, with variable conditions for different markets, represented a key matter in the audit of the consolidated financial statements.

We have performed, for the major revenues streams, an understanding, evaluating and validating of the relevant controls over revenue and receivables process.

We have focused our procedures on existence, completeness, accuracy and proper period of sales transactions.

We have tested, on a sample basis, the supporting documentation and the contractual terms of sales transactions.

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#### **Tax Reform – United States**

##### *Note 20 "Income taxes".*

On 22 December 2017 the US tax reform was enacted. The reform includes several and significant changes to the taxation of companies resident in the United States of America, which is the main market for the Campari group.

The main effects of the US tax reform will take place in 2018 and onwards. The consolidated financial statements as at 31 December 2017 include an income tax benefit of € 81.9 million for the release to income of part of the deferred tax liability recorded in previous years, as a result of the reduction of the tax rate from 35% to 21%.

Considering the complexity and the number of changes introduced by the reform, the impact of the US tax reform represented a key matter in the audit of the consolidated financial statements.

We have verified, with the support of our US tax specialists, the changes introduced by new tax reform to assess the impact on the consolidated financial statements.

We examined the tax calculation for the financial year 2017 to verify the proper recognition of the changes of the US tax reform.



### ***Responsibilities of Management and Those Charged with Governance for the Consolidated Financial Statements***

Management is responsible for the preparation of consolidated financial statements that give a true and fair view in accordance with International Financial Reporting Standards as adopted by the European Union, and with the regulations issued to implement article 9 of Legislative Decree 38/05 and, in the terms prescribed by law, for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

Management is responsible for assessing the group ability to continue as a going concern and, in preparing the consolidated financial statements, for the appropriate application of the going concern basis of accounting, and for disclosing matters related to going concern. In preparing the consolidated financial statements, management uses the going concern basis of accounting unless management intends either to liquidate Davide Campari-Milano SpA or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing, in the terms prescribed by law, the group financial reporting process.

### ***Auditor's Responsibilities for the Audit of the Consolidated Financial Statements***

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with International Standards on Auditing (ISA Italia) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of the consolidated financial statements.

As part of an audit conducted in accordance with International Standards on Auditing (ISA Italia), we exercise professional judgment and maintain professional scepticism throughout the audit. Furthermore:

- we identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error; we design and perform audit procedures responsive to those risks; we obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control;
- we obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the group internal control;
- we evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management;
- we conclude on the appropriateness of management use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists

related to events or conditions that may cast significant doubt on the group ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the group to cease to continue as a going concern;

- we evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation;
- we obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion on the consolidated financial statements.

We communicate with those charged with governance, identified at an appropriate level as required by ISA Italia regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we complied with the regulations and standards on ethics and independence applicable under Italian law and communicate with them all relationships and other matters that may reasonably be thought to bear on our independence and, where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that are of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our report.

#### ***Additional Disclosures required by Article 10 of Regulation (EU) 537/2014***

We were appointed by the shareholders of Davide Campari-Milano SpA at the general meeting held on 30 April 2010 to perform the audit of the Company consolidated and separate financial statements for the years ending 31 December 2010 through 31 December 2018.

We declare that we did not provide any prohibited non-audit services referred to in article 5, paragraph 1, of Regulation (EU) 537/2014 and that we remained independent of the Company in conducting the audit.

We confirm that the opinion on the consolidated financial statements expressed in this report is consistent with the additional report to those charged with governance, in their capacity as audit committee, prepared pursuant to article 11 of the aforementioned Regulation.



## ***Report on Compliance with other Laws and Regulations***

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### ***Opinion in accordance with Article 14, paragraph 2, letter e), of Legislative Decree 39/10 and Article 123-bis, paragraph 4, of Legislative Decree 58/98***

Management of Davide Campari-Milano SpA is responsible for preparing a report on operations and a report on the corporate governance and ownership structure of the Campari group as of 31 December 2017, including their consistency with the relevant consolidated financial statements and their compliance with the law.

We have performed the procedures required under auditing standard (SA Italia) 720B to express an opinion on the consistency of the report on operations and of the specific information included in the report on corporate governance and ownership structure referred to in article 123-bis, paragraph 4, of Legislative Decree 58/98, with the consolidated financial statements of the Campari group as of 31 December 2017 and on their compliance with the law, as well as to issue a statement on material misstatements, if any.

In our opinion, the report on operations and the specific information included in the report on corporate governance and ownership structure mentioned above are consistent with the consolidated financial statements of the Campari group as of 31 December 2017 and are prepared in compliance with the law.

With reference to the statement referred to in article 14, paragraph 2, letter e), of Legislative Decree 39/10, issued on the basis of our knowledge and understanding of the group obtained in the course of the audit, we have nothing to report.

### ***Statement in accordance with article 4 of Consob Regulation implementing Legislative Decree 254 of 30 December 2016***

Management of Davide Campari-Milano SpA is responsible for the preparation of the non-financial disclosure pursuant to Legislative Decree 254 of 30 December 2016. We have verified that the non-financial disclosure was approved by the board of directors.

Pursuant to article 3, paragraph 10, of Legislative Decree 254 of 30 December 2016, the non-financial disclosure is subject to separate audit reporting by our firm.

Milan, 13 March 2018

PricewaterhouseCoopers SpA

*Signed by*

Paolo Caccini  
(Partner)

*This report has been translated into English from the Italian original solely for the convenience of international readers*