

**DAVIDE CAMPARI – MILANO S.p.A. – Meeting dated 28 Gennaio 2015**  
**Proxy form and voting instructions to Simon Fiduciaria S.p.A.**

**Simon Fiduciaria S.p.A.**, represented by one of its employees or collaborator with a specific assignment, as Designated Representative in compliance with art. 135-undecies of Leg. Decree 58/98 (TUF) by **DAVIDE CAMPARI - MILANO S.p.A. (the Company)**, shall collect proxies for votes to the shareholders' meetings summoned in extraordinary session on 28<sup>th</sup> January 2015, in a combined shareholders' meeting with the modalities and within the terms described in the summoning document published on the internet website of the company "www.camparigroup.com" on 19<sup>th</sup> December 2014. The power of attorney, with voting instructions, which shall be submitted within **26<sup>th</sup> January 2015**, may be revoked within the aforementioned date with the same modalities used to submit them.

**The submission of proxy and voting instructions by signing and sending this form shall not lead to any expense for the delegating party, except for the expenses linked to its submission or dispatch.**

**Art. 135-decies TUF (conflict of interest of the representative and replacing person)**

**Simon Fiduciaria S.p.A.**, in its position as a Designated Representative, does not find itself in any situation in which conflict of interest arises in compliance with art. 135-decies of TUF. However, in case of unknown circumstances or in case of changes or integration of the proposals presented to the meeting, the company shall not express a vote that does not match the vote indicated in the following voting instructions.

**PROXY FORM**

*Please fill in the form with the requested information according to the Notes at the end of the page and submit them to the Company via Simon Fiduciaria S.p.A. (1)*

**\* compulsory information**

The underwriting \* ..... born in \* ..... on \* ..... Tax Code \* .....  
Residing/with legal office in (city) \* ..... (street, square) \* .....  
phone \* ..... e-mail .....  
with voting right on **19<sup>th</sup> January 2015** (record date) as: **(2)**  share owner -  legal representative -  attorney with power of further delegation to other parties -  pledgee -  contango broker -  beneficial owner -  custodian -  manager -  other (please specify) .....  
for \* ..... **ordinary shares**

**(3)** titled to ..... born in ..... on ..... Tax Code .....  
Residing in/legal office in (city) ..... (street square) .....  
Registered in the share account **(4)** n. .... at ..... ABI ..... CAB .....  
As per notification n. **(5)** ..... issued by (Bank) \* .....

**APPOINTS** the aforementioned Designated Representative as a delegated party, to participate and vote in the aforementioned meeting, with reference to the aforementioned shares, as per instructions submitted to the delegated party

**DECLARES** to be aware of the possibility that the proxy to the Designated Representative contains voting instructions only on some proposals on the agenda and that in such case, the vote shall be made only for the proposals for which voting instructions were given.

DATE ..... ID **(6)** \*(type) ..... issued by \* ..... n. \* ..... SIGNATURE .....

**Note: this proxy may not be submitted without voting instructions, which form may be found electronically via the website of the company and shall be given upon simple phone call to: 011/4310395.**

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**VOTING INSTRUCTIONS**

*(Part only for the Designated Representative to be submitted to Simon Fiduciaria S.p.A. – cross the chosen boxes following the notes at the end of the document)*

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The underwriting (7) .....

**APPOINTS** the Designated Representative as a delegated party, to vote according to the following voting instructions (8) at the mentioned shareholders' meeting:

**A) VOTING RESOLUTIONS (9)**

**Resolution:**

Amendment to the Art. 6 of the By Law of the Company

IN FAVOUR  OPPOSED  ABSTAINED

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**B) UNKNOWN CIRCUMSTANCES (11)**

In case of unknown circumstances upon issuance of the proxy the underwriting, with reference to:

**Resolution:**

Amendment to the Art. 6 of the By Law of the Company

- CONFIRMS INSTRUCTIONS
- CANCELS INSTRUCTIONS
- CHANGES INSTRUCTIONS

IN FAVOUR  OPPOSED  ABSTAINED

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**C) AMENDMENTS OR INTEGRATIONS (12)**

In case of voting on amendments or integrations of the aforementioned resolutions of the Board, the underwriter authorizes the Designated Representative to vote, if necessary also differently from the above instructions, according to the following, further indications.

**Resolution:**

Amendment to the Art. 6 of the By Law of the Company

- Amendment/integration proposed by the **Administrative Board (13)**
  - CONFIRMS INSTRUCTIONS
  - CANCELS INSTRUCTIONS
  - CHANGES INSTRUCTIONS
- Amendment/integration proposed by the **majority shareholder (14)**
  - CONFIRMS INSTRUCTIONS
  - CANCELS INSTRUCTIONS
  - CHANGES INSTRUCTIONS
- Amendment/integration proposed by the **minority shareholder (14)**
  - CONFIRMS INSTRUCTIONS
  - CANCELS INSTRUCTIONS
  - CHANGES INSTRUCTIONS

IN FAVOUR  OPPOSED  ABSTAINED

IN FAVOUR  OPPOSED  ABSTAINED

IN FAVOUR  OPPOSED  ABSTAINED

DATE .....

SIGNATURE .....

## DAVIDE CAMPARI – MILANO S.p.A. – Meeting dated 28 Gennaio 2015

### Proxy form and voting instructions to Simon Fiduciaria S.p.A.

#### Notes for filling out and submitting the document

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1. The **Proxy form**, to be submitted to the Company via the Designated Representative with the relevant **voting instructions**, needs to be submitted in their original copy (together with the documents proving signing authority as per following point) within **26<sup>th</sup> January 2015** to Simon Fiduciaria S.p.A., Via del Carmine n. 10, 10122 Torino, if possible by anticipating a copy, within the same date, with declaration that it is compliant with the original document, with one of the following methods:
  - fax at n. 011/4310197
  - attached to an email to email address [simonfidspa@legalmail.it](mailto:simonfidspa@legalmail.it).
2. Specify the quality of the signatory of the proxy and attach, if necessary, the documents proving signing authority.
3. To be completed only if the shareholder is different from the signatory of the proxy; in this case all personal details must be filled out.
4. Write the number of the stock accounts, ABI and CAB codes of the consignee, or his/her personal details, which may be found in the excerpt of the stock dossier.
5. Any reference to the communications of the intermediary and his/her details, if different from the consignee of the stock account as per point 4.
6. Write data of a valid ID of the signatory of the proxy.
7. Write surname and name of the signatory of the Proxy Form and the voting instructions.
8. In compliance with art. 135-undecies, par. 3, of Leg. Decree n. 58/98, "the shares for which the proxy was assigned, also partial, were counted to assure to legally convene the Shareholders' meeting. For what concerns the proposals for which voting instructions were not given, shares of the shareholders shall not be counted to calculate the majority of votes and the share of capital needed to approve the resolutions".
9. Resolutions proposed to the Meeting, summarized in this documents, are taken from the Public Reports published on the company's website "www.camparigroup.com". Simon Fiduciaria S.p.A., as a Designated Representative, does not have own interests, or third-party interests, vis-à-vis the mentioned proposals but in case of unknown circumstances or in case of amendments of integrations of the proposals to the Shareholders' Meeting, it does not intend to be authorized to express a vote that is different from the one indicated in the instructions.
10. (Notice applicable to the list vote, if approved in the Shareholders' Meeting): write the list published in the website of the company your intention to vote or abstain for all lists.
11. If there are relevant circumstances, that are unknown upon release of the proxy, which may not be communicated to the delegating party, the choice is the following: a) confirmation of the already expressed voting instruction; b) cancellation of the already expressed voting instruction; c) change in the already expressed voting instruction. If no choice is made, voting instructions as per par. A) shall be confirmed.
12. In case of changes or integrations of the resolution proposals addressed to the Meeting, the choices are the following: confirmation of the already expressed voting instruction; b) cancellation of the already expressed voting instruction; c) change (or submission) in the already expressed voting instruction. If no choice is made, voting instructions as per par. A) shall be confirmed.
13. If a resolution that replaces the initial one is being voted, presented to the Administrative Board, or proposed by the Chairman of the Meeting, independently from the proposing party, the voting instructions that are provided herein replace the previous ones.
14. In case a resolution that replaces one that was previously voted but that did not reach the majority of votes in favour needed to be approved is being voted, upon proposal of a shareholder, voting instructions, if present, shall integrate the previous ones; the delegating party may share voting intentions that are addressed to the alternative proposals that may be presented and such instructions are binding for the Designated Representative who shall express his/her vote only of the proposing party has the characteristics indicated in the voting instructions. The different voting intentions expressed in relation to the characteristics of the proposing parties may also be identical.

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**Leg Decree n. 58/98 (TUF)**

**Art. 135-decies**

*(Conflict of interest of the representative and substitutes)*

1. Granting proxy to a representative in conflict of interest is permitted provided that the representative informs the shareholder in writing of the circumstances giving rise to such conflict of interest and provided specific voting instructions are provided for each resolution in which the representative is expected to vote on behalf of the shareholder. The representative shall have the onus of proof regarding disclosure to the shareholder of the circumstances giving rise to the conflict of interest.
2. In any event, for the purposes of this article, conflict of interest exists where the representative or substitute:
  - a) Has sole or joint control of the company, or is controlled or is subject to joint control by that company;
  - b) Is associated with the company or exercises significant influence over that company;
  - c) Is a member of the administrative or control body of the company or of the persons indicated in paragraphs a) and b);
  - d) Is an employee or auditor of the company or of the persons indicated in paragraph a);
  - e) Is the spouse, close relative or is related by up to four times removed of the persons indicated in paragraphs a) to c);
  - f) Is bound to the company or to persons indicated in paragraphs a), b), c) and e) by independent or employee relations or other relations of a financial nature that compromise independence.
3. Replacement of the representative by a substitute in conflict of interest is permitted only if the substitute is indicated by the shareholder. In such cases, subsection 1 shall apply. Disclosure obligations and related onus of proof in any event remain with the representative.
4. This article shall also apply in cases of share transfer by proxy.

**Art. 135-undecies**

*(Designated representative of a listed company)*

1. Unless otherwise stated in the Articles of Association, for each shareholders' meeting listed companies shall appoint a person upon whom shareholders may confer proxy, with voting instructions on all or a number of items on the agenda, by the second trading day prior to the date established on first or single call of the shareholders' meeting. The proxy shall be valid only for proposals on which voting instructions are conferred.
2. Proxy is conferred by signing a proxy form, the content of which is governed by a Consob regulation. Conferring proxy shall be free of charge to the shareholder. The proxy and voting instructions may be cancelled within the time limit indicated in subsection 1.
3. Shares for which full or partial proxy is conferred are calculated for the purpose of determining due constitution of the shareholders' meeting. With regard to proposals for which no voting instructions are given, the shares of the shareholder concerned are not considered in calculating the majority and the percentage of capital required for the approval of resolutions.
4. The person Designated as representative shall notify any interest, personal or on behalf of third parties, that he or she may have with respect to the resolution proposals on the agenda. The representative must also maintain confidentiality of the content of voting instructions received until scrutiny commences, without prejudice to the option of disclosing such information to his or her employees or collaborators, who shall also be subject to confidentiality obligations.
5. By regulation pursuant to subsection 2, Consob may establish cases in which a representative failing to meet the terms of Article 135-decies may express a vote other than that indicated in the voting instructions.

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#### **PROTECTION OF INDIVIDUALS AND OTHER SUBJECTS IN RESPECT OF THE “PROCESSING OF PERSONAL DATA” INFORMATION DOCUMENT AS PER ART. 13 OF LEGISLATIVE DECREE NO. 196 OF 30 JUNE 2003**

Pursuant to Art. 3 of Legislative Decree no. 196 of 30 June 2003 (Personal Data Protection Code, hereinafter “the Code”), we wish to inform you about the Data Processing methods used by Simon Fiduciaria S.p.A. and about the rights that – as data subject – you are vested with.

#### **1. PURPOSE OF THE PROCESSING**

The Data supplied shall be processed by Simon Fiduciaria S.p.A. , whether or not by automatic means, for the following purposes:

- a) fulfilment of the requirements relating to representation in meetings and expression of the vote of the represented party in accordance with the instructions given by them to Simon Fiduciaria S.p.A.;
- b) fulfilment of the obligations set forth by laws, regulations and EC legislation or orders of Authorities or Supervisory bodies or administrative practices.

The provision and the processing of the Data by Simon Fiduciaria S.p.A., for the said purpose, necessary for the execution of the contractual relationship or connected with the fulfilment of obligations set forth by law, are compulsory and do not require an expressed consent, otherwise it would be impossible to start and manage the said relationship.

The Data are accessible exclusively to the persons that, in Simon Fiduciaria S.p.A., need to have access to them due to their activity or tasks, save as indicated under point 4, paragraph 2 of this information document. The said persons, the number of which shall be restricted to the minimum, shall act as “Data Processors”; they are also duly appointed and instructed in order to avoid the loss, destruction, unauthorized access or processing of the same Data.

Owner of treatment is Simon Fiduciaria S.p.A., based in Via del Carmine 10, Postal code 10122, Turin, represented by the member of the Board delegated for such function.

The person in charge of the treatment on behalf of SIMON FIDUCIARIA S.p.A. is the CEO, who shall answer to all potential requests made for treatment of personal data. At his office in the headquarters of Simon Fiduciaria S.p.A., the updated list of internal or external members in charge for such function is available.

#### **2. DISCLOSURE TO THIRD PARTIES**

Data may be disclosed by Simon Fiduciaria S.p.A., for the same reason for which they were collected, to:

- Authorities and Supervisory Bodies and control/majority bodies or other entities, due to provisions enforced by such bodies or enforced by law with or without electronic or automatic means.

#### **3. DATA DELIVERY ABROAD**

details of the interested party may be transferred abroad, within the UE, for the same reasons listed in point 1 above, with or without electronic or automatic means.

#### **4 PROCESSING METHOD**

Simon Fiduciaria S.p.A., processes the Data in a legal manner and in good faith in order to ensure their confidentiality and safety. The processing – including collection and any other operation included in the definition of “processing” pursuant to art. 4 of the Code (among which, for instance, the recording, the organization, the use, the disclosure, the storage, the destruction of the Data) – is performed manually, data processing, on line, by way of organisational and logic methods strictly connected to the said purposes.

The Data are stored for the period of time strictly necessary in respect of the purposes of their collection, in accordance with the applicable provisions of law and any possible decision of the Guarantee Authority.

#### **5 EXERCISE OF RIGHTS**

Pursuant to art. 7 of the Code, the data subject has the right to get access to his/her Data, obtain a copy of the information and, if necessary the updating and rectification or integration of the data, the cancellation, transformation in an anonymous way or the block of the data processed unlawfully.

The subject of data may have his/her rights fulfilled, according to the Law, by contacting SIMON FIDUCIARIA S.p.A., via del Carmine n. 10, 10122 TORINO, attention to the owner or the Head of data processing, as per information above.

The present information document has been updated to January 2011.

SIMON FIDUCIARIA S.p.A.