

**MINUTES OF THE ORDINARY SHAREHOLDERS' MEETING  
OF DAVIDE CAMPARI-MILANO S.p.A. OF 30 APRIL 2013**

The ordinary shareholders' meeting of Davide Campari-Milano S.p.A., with registered office at 20, Via Franco Sacchetti, 20099 Sesto San Giovanni (Milan), share capital of € 58,080,000.00 (fully paid up), tax and VAT code and registration number in the Milan Companies' Register 06672120158, took place at single call at 9:30 on 30 April 2013, at the registered office, to discuss and pass resolutions on the following

Agenda

1. **Approval of the annual financial statements** for the year ending 31 December 2012 and related resolutions;
2. **Appointment of the Board of Directors;**
3. **Appointment of the Board of Statutory Auditors;**
4. Approval of the **remuneration report** pursuant to art. 123-ter of Legislative Decree 58/98;
5. Approval of the **stock option** plan pursuant to art. 114-bis of Legislative Decree 58/98;
6. Authorisation to buy and/or sell own shares.

At approximately 9:30, in accordance with the law, the articles of association and the shareholders' meeting regulations, the Chairman of the Board of Directors, Luca Garavoglia, assumed chairmanship of the shareholders' meeting, and proposed that Stefano Saccardi and the officials of Simon Fiduciaria S.p.A. be appointed respectively as meeting secretary and meeting scrutineers.

No shareholder having objected, Stefano Saccardi and officials of Simon Fiduciaria S.p.A. assumed the respective roles of meeting secretary and meeting scrutineers.

The Chairman stated that **the Board of Directors was represented** by the Chairman himself and members Eugenio Barcellona, Karen Guerra, Robert Kunze-Concewitz, Paolo Marchesini, Marco Pasquale Perelli-Cippo and Stefano Saccardi.

Enrico Corradi and Thomas Ingelfinger had sent their apologies for their absence.

The Chairman also stated that **the entire Board of Statutory Auditors was present**, i.e. Pellegrino Libroia (Chairman), Enrico Colombo and Carlo Lazzarini.

The Chairman also explained that:

- pursuant to the provisions of law and the articles of association, the shareholders' meeting was duly convened via the notice published on the Company website on 20 March 2013, and, as an excerpt, in national daily newspaper *Il Sole-24 Ore* on 22 March 2013.
- the ordinary shareholders' meeting had been convened via this notice, at this location, at single call, for 9:30 on 30 April 2013;
- the meeting notice had also informed recipients, pursuant to Consob Resolution 17002 of 17 August 2009, that all documentation relating to the meeting prescribed under the legislation in force had been made available to the public via publication on the Company's website and filed at the registered office and with Borsa Italiana S.p.A., on the same date.

Specifically:

(i) the annual report – including the draft separate financial statements, the consolidated financial statements, the Report on Operations and the declaration pursuant to art. 154-*bis*, para. 5, of Legislative Decree 58 of 24 February 1998 (the “TUF”), together with the related reports of the Board of Statutory Auditors and the external auditing company;

(ii) the annual report on corporate governance and ownership structure;

(iii) the Remuneration Report, pursuant to art. 123-*ter* of the TUF; and

(iv) explanatory Directors’ reports relating to the proposal to buy and/or sell own shares, the stock option plan pursuant to art. 114-*bis* of the TUF, and the agenda items pursuant to art. 125-*ter* of the TUF;

- the meeting notice also stated that summary statements of key figures from the latest financial statements of the subsidiaries and affiliates would be made available to the public solely at the registered office no later than 15 days before the meeting;

- shareholders in attendance at the shareholders' meeting had been provided with a folder containing, *inter alia*: (i) a photocopy of the meeting notice published on the Company website; (ii) the consolidated financial statements and the draft separate financial statements for the year to 31 December 2012; (iii) the Board of Statutory Auditors’ report on the draft separate financial statements to 31 December 2012; (iv) the external auditing company’s report on the draft separate financial statements to 31 December 2012; (v) the external auditing company’s report on the consolidated financial statements to 31 December 2012; (vi) the summary statement of key figures from the latest financial statements of the subsidiaries; (vii) the summary statement of key figures from the latest

financial statements of the affiliates; (viii) the report on corporate governance and ownership structure; (ix) the Board of Directors' report on the agenda of the shareholders' meeting of 30 April 2013; (x) lists of candidates for the post of Director; (xi) list of candidates for the post of Standing Auditor and Alternate Auditor; (xii) the Board of Directors' report on the stock option plan, pursuant to art. 114-*bis* of the TUF; (xiii) the explanatory report of the Directors to the shareholders' meeting relating to the approval of the proposal to buy and/or sell own shares; (xiv) the Remuneration Report, pursuant to art. 123-*ter* of the TUF; and (xv) the shareholders' meeting regulations;

- also pursuant to Consob Resolution 11971 of 14 May 1999 (hereinafter the "Issuer Regulation"), the meeting was notified that, according to information in the shareholders' register, which had been included in the notifications received pursuant to art. 120 of the TUF, the following shareholders held equity interests of more than 2% of the share capital:

- Alicros S.p.A.: 296,208,000 shares, representing 51% of the share capital;
- Cedar Rock Capital Ltd.: 62,936,560 shares, representing approx. 10.84% of the share capital;
- Morgan Stanley Investment Management Ltd.: 11,868,704 shares, representing approx. 2.04% of the share capital;
- Independent Franchise Partners LLP: 11,754,665 shares, representing approx. 2.02% of the share capital;

- with regard to the auditing of the financial statements, pursuant to Consob Communication DAC/RM/96003558 of 18 April 1996, the meeting was notified that:

(i) PricewaterhouseCoopers S.p.A. spent 2,780 working hours on the audit of the draft separate financial statements and the consolidated financial statements to 31 December 2012, broken down as follows: statutory audit of the separate annual financial statements and review of the accounting procedures, pursuant to arts. 14 and 16 of Legislative Decree 39 of 27 January 2010, 2,130 hours; and statutory audit of the consolidated financial statements, 650 hours;

(ii) the projected invoiced amount was € 164,900, of which € 125,500 for the audit of the separate financial statements and € 39,400 for the audit of the consolidated financial statements, in accordance with the resolution of the shareholders' meeting that conferred the auditing assignment;

- shareholders eligible to exercise voting rights had issued a proxy for 200 shares to the Company's designated representative, and, therefore, pursuant to para. 3 of art. 135-*undecies* of the TUF, the shares for which a proxy had been authorised, including a partial proxy, had to be counted for the purposes of determining that the shareholders' meeting was duly constituted, while shares for which no voting instructions had been given in relation to the agenda items were not counted in the calculation of the majority and the portion of the capital required for approval of the related resolution.

The Chairman reminded the meeting that, pursuant to art.11 of the articles of association and art. 83-*sexies* of the TUF, the right to take part in the

shareholders' meeting was established via notification by the intermediary with which the share was registered, in favour of the party to which – based on the accounting records on the seventh trading day prior to the date set for the shareholders' meeting at first call – the voting right pertained, with the proviso that the Company had to be in receipt of this notification no later than the end of the third trading day prior to the date set for the shareholders meeting at first call, although the individual would also be considered entitled to vote if such notification arrived no later than the start of the meeting proceedings, in accordance with art. 83-sexies, para. 4 of the TUF.

The Chairman confirmed that no requests had been made to the Company for inclusions in the list of items on the agenda, pursuant to art. 126-*bis* of the TUF; some questions had, however, been received on the agenda items, pursuant to art. 127-ter of the TUF, to which answers would be given when discussing the resolution relating to the approval of the financial statements.

The Chairman stated that, as at 9:41, 365 shareholders were present, either in person or by proxy, representing a total of 462,083,748 ordinary shares (equal to approx. 79.56% of the share capital), of which 296,237,420 were represented in person and 165,846,328 by proxy (nine people in total) and that the abovementioned notification had been duly presented for all of these shares.

The Chairman reminded the meeting that, also pursuant to regulations approved by Consob, a list of the names of the meeting participants

present, either in person or by proxy, with the required information, would be attached to the minutes.

To make it easier to record the meeting participants, the Chairman asked shareholders intending to leave the meeting before the end of the proceedings to kindly record their departure with the meeting officials and to hand back their forms at the appropriate table at the entrance to the hall. The Chairman also reminded shareholders that they had been given the forms that would be used to count the votes when they had entered the hall.

In view of the above, the Chairman declared that the shareholders' meeting was duly constituted and that it could validly pass resolutions on the items on the agenda, and opened the floor for discussion as follows.

**Regarding item 1 on the agenda**

Pursuant to point 6.2 of the shareholders' meeting regulations, the Chairman informed those present that, in the absence of any specific request approved by the shareholders' meeting, the documents relating to the financial statements for which approval was proposed today would not be read out, since all of these documents had been filed.

The Chairman then opened the floor for discussion of the proposal to approve the separate financial statements to 31 December 2012, including the accounting statements and the Directors' explanatory notes and remarks, as approved by the Board of Directors on 7 March 2013 and made available to shareholders at the Company's registered office and at Borsa Italiana S.p.A., and to allocate earnings for the year of € 82.9 million as follows:

- a dividend of € 39,848,006, equal to € 0.07 for each ordinary share in issue, except for own shares currently held by the Company (11,452,776 shares);
- the remaining amount of € 43,052,122 to be carried forward as retained earnings.

The above dividend would be paid as from 23 May 2013, with an ex-date for coupon 10 of 20 May 2013. The record date for payment, pursuant to art. 83-*terdecies* of the TUF, would be 22 May 2013.

Before proceeding to the vote, the Chairman read out the questions received at the certified email address from shareholder Carlo Fabris, pursuant to art. 127-*ter* of the TUF, and gave answers to them.

The Chairman read out the first question: “Who prepared the meeting notice? Did we use external consultants? If so, who are they and how much did they cost?”

The shareholder found this fact to be grounds for an objection, also pursuant to art. 2408 of the Italian Civil Code, since the meeting notice stipulated that questions should be delivered no later than the end of the third trading day prior to the date set for the shareholders' meeting, whereas art. 127-*ter* of the TUF stated that: “The deadline may not be earlier than three days prior to the date of the shareholders' meeting at first or single call...”.

The Chairman replied that the meeting notice had been prepared by the Company's administrative office. He said that it had been formulated in compliance with the regulatory ratio and according to the time that the Company needed to prepare the responses adequately. In any case, the



right to ask questions had not been prejudiced, since shareholders were also able (as stipulated by the regulations in force) to submit questions during the shareholders' meeting.

The Chairman read out the following questions: "How much do the services of the party in charge of collecting proxies cost? How much does the service of managing the shareholders' register and the shareholders' meeting cost (inclusive of both direct and indirect costs of the shareholders' meeting)?"

The Chairman replied that the party in charge of collecting proxies was Simon Fiduciaria S.p.A., whose registered office was at 10, Via del Carmine, Turin. To date no specific charge was attached to this service, since it was part of the total cost of managing the shareholders' meeting. The cost of keeping the shareholders' register varied according to the number of shareholders registered: the fee for the previous year, with approximately 12,000 shareholders registered, had been approximately € 36,000. The overall shareholders' meeting costs payable to the abovementioned company was around € 25,000.

The Chairman read out the following questions: "How much does the external auditing company charge for signing tax declarations? How much is the supervision fee paid to Consob through the external auditing company?".

The Chairman informed the meeting that the fee for signing tax declarations was included in the payment for the quarterly checks carried out by the external auditing company for Group companies with registered

offices in Italy, and amounted to € 13,100. He said that fees paid to Consob for auditing activities amounted to € 36,700.

The Chairman read out the following question: “What is the minimum, maximum and average debt of the Parent Company and the Group?”

The Chairman replied that, as regards the consolidated position, minimum debt was € 589 million, average debt € 682 million and maximum debt € 875 million; while for the Company alone, minimum debt was € 683 million, average debt € 802 million and maximum debt € 1,054 million.

The Chairman read out the following questions: “Could we have an update on litigation involving the Parent Company and the Group, both cases brought against the Company and by the Company, and what amounts are involved, irrespective of the BoD’s assessment. Could we also have an update, again in terms of the Parent Company and the Group, on the tax dispute. Which tax year is it? Specifically with regard to the value added tax (ICMS) dispute (Brazil).”

The Chairman replied that, regarding litigation against the Group, the amounts that might have to be paid should the Group lose the lawsuits were recorded in the respective risk provisions, and that an update of the Group's litigation was provided in the consolidated financial statements under note 40 -“Provisions for risks”, and in the draft separate financial statements under note 34 – “Provisions for risks”.

Details of litigation relating to loan recovery and the amount of bad debt were provided under note 26 of the draft separate financial statements.

An update on the Group’s tax risks was provided in the “Tax risks” section of the Report on Operations, and, in relation to the dispute in Brazil, under

note 40 – “Tax risks” in the consolidated financial statements. An update on the Parent Company’s tax risks was also provided under note 34 - "Tax risks" in the draft separate financial statements.

With regard to the Italian companies, in general terms, since notices of a tax inspection have to be delivered by 31 December of the fourth year following the year in which the tax declaration is filed, the tax periods not yet closed were the 2008 tax year and subsequent tax years; 2007 and previous years were therefore not subject to an inspection, except in the case of ongoing disputes.

The Chairman read out the following questions: “Which, if any, of the Directors are also employees of the Company or employees of Group companies? How much does the Board of Directors cost us in total (including payments, expenses, bonuses, etc.)? Which Directors are also Directors of subsidiaries? Have insurance policies been arranged for the Directors? Has a termination employment benefit been approved?”

The Chairman replied that the following Directors were employees of the Parent Company: Robert Kunze-Concewitz, Paolo Marchesini and Stefano Saccardi. For information on the costs associated with the Board of Directors, he referred shareholders to Part II, Section II, Table 1 of the Remuneration Report.

As indicated on page 9 of the Corporate Governance Report, Paolo Marchesini is a member of the board of directors of Gregson’s S.A. and Sella & Mosca S.p.A., while Stefano Saccardi is chairman of the board of directors of Campari Wines S.r.l. and Lascelles deMercado & Co Ltd., and

also a member of the board of directors of Campari Australia Pty Ltd. and Sella&Mosca S.p.A.

Ordinary insurance policies had been arranged for Directors (life, accident and medical expenses), as part of an insurance plan for all employees, and an appropriate professional liability insurance policy had also been taken out to enable them to perform their duties.

As indicated in letter I) of the Remuneration Report, no specific indemnity was provided for in the event of early termination of Company Directors' employment.

The Chairman read out the following question: "Do we have an inventory risk? Are we holding obsolete goods in our inventory?"

The Chairman replied that the costs of writing down obsolete goods at Group level was low, and within the limits of normal operating activity, referring shareholders to note 29 – "Inventories and current biological assets" in the consolidated financial statements, and note 25 – "Inventories" in the draft separate financial statements.

The Chairman referred to questions regarding the cost to the Company of the stock option plan, pursuant to art. 114-bis of the TUF and the tax treatment of the difference between the value of the shares at the option exercise date and the corresponding exercise price.

Under IFRS, the total fair value of the stock options on the allocation date was reported as a cost in the income statement, with an increase in the respective shareholders' equity reserve, in the period beginning at the time of allocation and ending on the date on which the employees, directors and individuals regularly working for one or more Group companies became

fully entitled to receive the stock options. The fair value of stock options was represented by the value of the option determined by applying the Black-Scholes model, which took into account the conditions for exercising the option, as well as the current share price, expected volatility and the risk-free rate. The stock options were recorded at fair value with a offsetting entry under the stock option reserve.

The tax treatment of the difference between the value of the shares at the option exercise date and the corresponding exercise price fully complied with the applicable tax legislation.

Tax deductibility was permitted in respect of the Company for direct taxation purposes, primarily by art. 83 of the consolidated law on corporate income tax (TUIR) and also by para. 1, art. 6 of Ministerial Decree of 8 June 2011 of the Ministry of Economy and Finance, which established that negative items recorded in the income statement as expenses relating to services, pursuant to IFRS 2 – Share-based Payments, were relevant for tax purposes based on temporary charges recorded in the financial statements as personnel costs. The Chairman then read out the final questions relating to the purchase and/or sale of own shares, which sought information on the current position with regard to the number of own shares in the Company's portfolio and the carrying value, changes during the year, gains and/or losses realised, as well as who had been delegated powers to transact on these shares.

The Chairman informed the shareholders' meeting that changes in own shares, the relative valuation and the gains and/or losses realised during the year were provided in note 44 - "Stock option plan" in the consolidated

financial statements and in note 37 - "Stock option plan" in the draft separate financial statements. Changes after the reporting date, and up until publication of the financial statements was approved, were recorded in the section entitled "Other information – Ownership and purchase of own shares and shares of the Parent Company" in the Report on Operations, and under note 35 – "Shareholders' equity" in the consolidated financial statements.

At the date of the shareholders' meeting, the positions was as follows: the number of shares was 11,542,776, and the carrying value was € 5.85. The change in own shares was assigned to the Managing Directors with authority to delegate.

These replies having been provided and no request to speak having been made, the proposal under discussion was put to the vote.

The vote having taken place, the Chairman declared the proposal in question approved, with a broadly unanimous vote, i.e. with 462,080,225 votes in favour (representing approx. 100% of the capital present and approx. 79.56% of the share capital), 200 votes against (representing approx. 0.00% of the capital present and approx. 0.00% of the share capital) and 3,323 abstentions (representing approx. 0.00% of the capital present and approx. 0.00% of the share capital).

#### **Regarding item 2 on the agenda**

The Chairman pointed out that, with the approval of the financial statements to 31 December 2012, the three-year term of office of the Board of Directors had duly expired, and that it was necessary to renew it.

The shareholders' meeting was therefore invited to approve the appointment of a new Board of Directors, after determining the number of its members.

The Chairman reminded the shareholders' meeting in this regard that, according to art. 14 of the articles of association, the Board of Directors could comprise between three and 15 members, as decided by the shareholders' meeting.

Having reminded the shareholders' meeting of the independence and general requirements for candidates for the role of director, the Chairman also noted that shareholders representing 1% of the share capital could submit lists, pursuant to art. 144-*quater* of the Issuer Regulation and Consob Resolution 18452 of 30 January 2013.

The Chairman informed the shareholders' meeting that shareholder Alicros S.p.A., holder of a 51% interest in the Company's capital, had filed a list in accordance with the law (on 4 April 2013), accompanied by the detailed curricula vitae of the candidates, containing the following nine names:

1. Eugenio Barcellona;
2. Camilla Cionini-Visani;
3. Luca Garavoglia;
4. Thomas Ingelfinger;
5. Robert Kunze-Concewitz;
6. Paolo Marchesini;
7. Marco Pasquale Perelli-Cippo;
8. Stefano Saccardi;
9. Francesca Tarabbo.

In respect of the list filed by shareholder Alicros S.p.A., the Chairman pointed out to the shareholders' meeting that:

- it proposed keeping the number of Directors at nine;
- it contained four executive and therefore non-independent Directors (Luca Garavoglia, Robert Kunze-Concewitz, Paolo Marchesini and Stefano Saccardi), three non-executive but non-independent Directors (Eugenio Barcellona, Francesca Tarabbo and Marco Pasquale Perelli-Cippo) and two non-executive and independent Directors (Camilla Cionini-Visani and Thomas Ingelfinger);
- all the proposed Directors had declared, in accepting their candidacy, that they met the legal requirements to take on the position, and, in respect of Camilla Cionini-Visani and Thomas Ingelfinger, that they met the requirements for independence stipulated by law and by the Code of Conduct for Listed Companies;
- in the event of election of the list, regulations on gender quotas, as set out in Law 120 of 12 July 2011, would be complied with.

The Chairman also informed the shareholders' meeting that Cedar Rock Capital Ltd., holder of an interest of approximately 10.84% in the Company's capital, had filed a list in accordance with the law (on 28 March 2013), accompanied by a full CV of the candidate, containing the following name:

- Karen Guerra.

In respect of the list filed by shareholder Cedar Rock Capital Ltd., the Chairman pointed out that:



- the proposed Director had declared, in accepting her candidacy, that she met the legal requirements to take on the role, and that she met the requirements for independence stipulated by law and by the Code of Conduct for Listed Companies;
- that a declaration of the absence of relations with majority shareholder Alicros S.p.A., pursuant to art. 147-*ter*, para. 3 of the TUF and art. 144-*quinquies*, para. 3 of the Issuer Regulation, had been submitted.

The above lists had been published by Consob and Borsa Italiana S.p.A. and on the Company website under the conditions stipulated by law and the regulations in force.

Since Enrico Corradi had not been renominated on either of the lists submitted, the Chairman thanked him warmly for the work he had done for the Group during these years of an extremely profitable collaboration.

Board member Eugenio Barcellona then took the floor to say that it would be opportune, pursuant to art. 16 of the articles of association, for the shareholders' meeting to approve the appointment of the Chairman of the Board of Directors. He proposed that Luca Garavoglia's term of office as Chairman be renewed, with the powers provided for by law and by the articles of association.

Finally, pursuant to the law and art. 26 of the articles of association, the Chairman pointed out that the annual remuneration of the Board members should also be set, proposing that the current amount of € 25,000, before any statutory deductions, for each Board member be maintained for each financial year, payable in one or more instalments during the financial year.

The Chairman then opened the floor for discussion of the above proposals and, since no request to speak was made, the lists submitted were put to the vote.

On the basis of the documents provided by Simon Fiduciaria, the Chairman announced the results of the vote, stating:

- the number of votes in favour obtained by the list presented by shareholder Alicros S.p.A. and as a percentage of the total capital and of the capital represented at the shareholders' meeting (311,563,859 votes, representing approx. 53.64% of the share capital and 67.43% of the shares eligible to vote present or represented at the shareholders' meeting);
- the number of votes in favour obtained by the list presented by shareholder Cedar Rock Ltd. and as a percentage of the total capital and of the capital represented at the shareholders' meeting (148,300,746 votes, representing approx. 25.53% of the share capital and around 32.09% of the shares eligible to vote present or represented at the shareholders' meeting);
- the number of votes against and as a percentage of the total capital and of the capital represented at the shareholders' meeting (1,288,186 votes, representing approx. 0.22% of the share capital and approx. 0.28% of the shares eligible to vote present or represented at the shareholders' meeting);
- the number of abstentions and as a percentage of the total capital and of the capital represented at the shareholders' meeting (930,957 votes, representing approx. 0.16% of the share capital and approx. 0.20% of the

shares eligible to vote present or represented at the shareholders' meeting). In light of these results, pursuant to art. 15 of the articles of association, the Chairman announced:

a) that the number of those called to take up the position of Director for the three-year period 2013-2014-2015, and until approval of the final set of financial statements in this three-year period, would remain at nine;

b) that the following had been appointed to the position of Director for the three-year period 2013-2014-2015, and until approval of the final set of financial statements in this three-year period:

1. Eugenio Barcellona;
2. Camilla Cionini-Visani;
3. Luca Garavoglia;
4. Thomas Ingelfinger;
5. Robert Kunze-Concewitz;
6. Paolo Marchesini;
7. Marco Pasquale Perelli-Cippo;
8. Stefano Saccardi;
9. Karen Guerra.

It was announced that the first eight (i.e. Eugenio Barcellona, Camilla Cionini Visani, Luca Garavoglia, Thomas Ingelfinger, Robert Kunze-Concewitz, Paolo Marchesini, Marco Pasquale Perelli-Cippo and Stefano Saccardi) had been drawn from the list submitted by shareholder Alicros S.p.A., and that the ninth, Karen Guerra, had been drawn from the list submitted by shareholder Cedar Rock Capital Ltd., expressly exempting them from the exclusions pursuant to art. 2390 of the Civil Code, limited to

all direct or indirect subsidiaries, affiliates, parent companies and joint ventures with the Company.

The appointed Directors present – Eugenio Barcellona, Camilla Cionini Visani, Luca Garavoglia, Karen Guerra, Thomas Ingelfinger, Robert Kunze-Concewitz, Paolo Marchesini, Marco Pasquale Perelli-Cippo and Stefano Saccardi – declared that they accepted the positions and thanked the shareholders' meeting.

The Chairman recapped the final proposals to be put to the vote, as follows:

- a) payment to each Director of annual remuneration, before any statutory deductions, of € 25,000 for each financial year, payable in one or more instalments during the financial year;
- b) under the power set out in art. 16 of the articles of association, the renewal of Luca Garavoglia's term of office as Chairman of the Board of Directors for the three-year period 2013-2014-2015, and until approval of the final set of financial statements in this three-year period, with the powers provided for by law and by the articles of association.

The vote having taken place, the Chairman declared the proposal in question approved by a majority of the shares eligible to vote, with 459,864,405 votes in favour (representing approx. 79.18% of the share capital and approx. 99.52% of the shares eligible to vote present or represented at the shareholders' meeting), 1,288,186 votes against (representing approx. 0.22% of the share capital and approx. 0.28% of the shares eligible to vote present or represented at the shareholders' meeting) 930,957 abstentions (representing approx. 0.16% of the share

capital and approx. 0.20% of the shares eligible to vote present or represented at the shareholders' meeting).

Luca Garavoglia declared that he accepted the position of Chairman of the Board of Directors and thanked the shareholders' meeting.

### **Regarding item 3 on the agenda**

The Chairman explained that the term of office of the Board of Statutory Auditors had also expired with the approval of the financial statements to 31 December 2012, due to the completion of the term, and that the shareholders' meeting was therefore invited to approve the appointment of a new Board of Statutory Auditors. In this regard, the Chairman summarised the provisions of art. 27 of the articles of association in respect of the composition, term, remuneration, re-electability and election procedures for the Board of Statutory Auditors.

The Chairman reminded the shareholders' meeting that shareholders representing 1% of the capital were entitled to submit lists, pursuant to art. 144-sexies, para. 2 of the Issuer Regulation and Consob Resolution 18452 of 30 January 2013.

The Chairman informed the shareholders' meeting that shareholder Alicros S.p.A., holder of 51% of the Company's capital, had submitted in accordance with the law (on 4 April 2013) a list of candidates for the post of statutory auditor, with declarations by the individual candidates accepting their candidacy and stating, under their own responsibility, that there were no grounds for ineligibility or incompatibility, and that they met the requirements prescribed by law and the articles of association.

The list submitted by shareholder Alicros S.p.A. was composed as follows:

First section (candidates for Standing Auditor positions):

1. Enrico Maria Colombo;
2. Chiara Lazzarini;
3. Alessandro Masala;

Second section (candidates for Alternate Auditor positions):

1. Piera Tula;
2. Giovanni Bandera;
3. Giampaolo Porcu.

The Chairman informed the shareholders' meeting that shareholder Cedar Rock Capital Ltd., holder of 10.84% of the Company's capital, had submitted in accordance with the law (on 28 March 2013) a list of candidates for the post of statutory auditor, with declarations by the individual candidates accepting their candidacy and stating, under their own responsibility that there were no grounds for ineligibility or incompatibility, and that they met the requirements prescribed by law and the articles of association.

The list submitted by shareholder Cedar Rock Ltd. was composed as follows.

First section (candidates for Standing Auditor positions):

1. Pellegrino Libroia;

Second section (candidates for Alternate Auditor positions):

1. Graziano Gallo.

Pursuant to art. 148 of the TUF and 144-quinquies of the Issuer Regulation, a declaration was attached to the list submitted by Cedar Rock Ltd stating that no relations existed with the majority shareholder.

The above lists had been made public by sending them to Consob and Borsa Italiana S.p.A. and had been published on the Company website under the conditions stipulated by law and the regulations in force.

Since Carlo Lazzarini had not been renominated on either of the lists submitted, the Chairman thanked him warmly for the work he had done for the Group during these years of an extremely profitable collaboration.

The Chairman then pointed out that the annual compensation of the Board of Statutory Auditors should also be established, and that art. 148, para. 2-*bis* of the TUF applied as regards appointing the chairman; this legislation stipulates that “the chairman of the board of statutory auditors shall be appointed by the shareholders' meeting from among the auditors elected by the minority shareholders”.

It was proposed that the remuneration of the members of the Board of Statutory Auditors be fixed as follows: payment to the Chairman and to each Standing Auditor of annual remuneration, before any statutory deductions, of € 75,000.00 and of € 50,000.00 respectively for each financial year, payable in one or more instalments during the financial year. The Chairman then opened the floor for discussion of the above proposals and, since no request to speak was made, the lists submitted were put to the vote.

On the basis of the documents provided by Simon Fiduciaria S.p.A., the Chairman announced the results of the vote, stating:

- the number of votes in favour obtained by the list submitted by shareholder Alicros S.p.A. and as a percentage of the total capital and of the capital represented at the shareholders' meeting (311,609,989 votes,

representing approx. 53.65% of the share capital and 67.44% of the shares eligible to vote present or represented at the shareholders' meeting);

- the number of votes in favour obtained by the list presented by shareholder Cedar Rock Ltd. and the votes in favour as a percentage of the total capital and of the capital represented at the shareholders' meeting (148,471,635 votes, representing approx. 25.56% of the share capital and 32.13% of the shares eligible to vote either present or represented at the shareholders' meeting);

- the number of votes against (1,064,767, representing approx. 0.18% of the share capital and approx. 0.23% of the shares eligible to vote present or represented at the shareholders' meeting);

- the number of abstentions, and as a percentage of the total capital and of the capital represented at the shareholders' meeting (937,357 votes, representing approx. 0.16% of the share capital and approx. 0.20% of the shares eligible to vote either present or represented at the shareholders' meeting);

In light of the above results, pursuant to art. 27 of the articles of association, the following was declared:

a) the appointment as Standing Auditors for the three-year period 2013-2014-2015, and until approval of the last set of financial statements in this three-year period, of:

1. Pellegrino Libroia;
2. Enrico Maria Colombo;
3. Chiara Lazzarini.



b) the appointment as Alternate Auditors for the three-year period 2013-2014-2015, and until approval of the last set of financial statements in this three-year period, of:

1. Piera Tula;
2. Giovanni Bandera;
3. Graziano Gallo.

Pursuant to the abovementioned art. 148, para. 2-*bis* of the TUF, the shareholders' meeting appointed Pellegrino Libroia as Chairman of the Board of Statutory Auditors.

The appointed Standing Auditors declared that they accepted the position, and thanked the shareholders' meeting.

The Chairman recapped the final proposal to be put to the vote, which was to fix the remuneration of the Board of Statutory Auditors as follows: payment to the Chairman and to each Standing Auditor of annual remuneration, before any statutory deductions, of € 75,000.00 and of € 50,000.00 respectively for each financial year, payable in one or more instalments during the financial year.

The vote having taken place, the Chairman declared the proposal in question approved by a majority of the shares eligible to vote, with 460,087,824 votes in favour (representing approx. 79.22% of the share capital and approx. 99.57% of the shares eligible to vote present or represented at the shareholders' meeting), 1,064,767 votes against (representing approx. 0.18% of the share capital and approx. 0.23% of the shares eligible to vote present or represented at the shareholders' meeting) 930,957 abstentions (representing approx. 0.16% of the share

capital and approx. 0.20% of the shares eligible to vote present or represented at the shareholders' meeting).

#### **Regarding item 4 on the agenda**

The Chairman informed the shareholders' meeting that, pursuant to art. 123-*ter* of the TUF, the Remuneration Report had been made available to the public in accordance with the law and published on the Company's website. The report was divided into two sections: the first dealt with the remuneration of the abovementioned parties and the second with compensation of any kind to these parties.

For a more detailed description of the above, the Chairman referred shareholders to the contents of the Remuneration Report, prepared pursuant to art. 84-*quater* of the Issuer Regulation and approved by the Board of Directors on 7 March 2013.

Section 1 of the Remuneration Report was then to be put to a non-binding vote by the shareholders' meeting, pursuant to art. 123-*ter*, para. 6 of the TUF.

The Chairman then opened the floor for discussion and, since no request to speak was made, the proposal was put to the vote, which entailed the submission of Section 1 of the remuneration report to a consultative vote.

The vote having taken place, the Chairman declared the proposal in question approved unanimously, i.e. with 391,071,674 votes in favour (representing approx. 84.63% of the capital present and approx. 67.33% of the share capital), 70,527,889 votes against (representing approx. 15.26% of the capital present and approx. 12.14% of the share capital) and

484,185 abstentions (representing approx. 0.10% of the capital present and approx. 0.08% of the share capital).

**Regarding item 5 on the agenda**

The Chairman explained that, as described in the Board of Directors' report to the shareholders' meeting on the stock option plan, pursuant to art. 114-*bis* of the TUF, which had been made available to the shareholders, the Board of Directors was submitting for the approval of the shareholders' meeting a stock option plan for a maximum number of 2,000,000 shares that may be assigned to any category of beneficiary other than members of the Board of Directors of the Company or other parties whose details are required to be disclosed in relation to the options assigned.

The options may be exercised during the two-year period after the end of the seventh year following the assignment date, and the relevant bodies are granted all necessary powers to implement the plan by 30 June 2014.

For a more detailed description of the purposes of the plan, the meeting was referred to the Board of Directors' report on the stock option plan, prepared pursuant to art. 114-*bis* of the TUF and already made available to the public.

The Chairman then opened the floor for discussion of the item and, since no request to speak was made, the proposal to approve the stock option plan was put to the vote.

The vote having taken place, the Chairman declared the proposal in question approved by a majority vote, i.e. with 403,491,280 votes in favour (representing approx. 87.32% of the capital present and approx. 69.47% of the share capital), 58,108,483 votes against (representing approx. 12.58%

of the capital present and approx. 10% of the share capital) and 483,985 abstentions (representing approx. 0.10% of the capital present and approx. 0.08% of the share capital).

#### **Regarding item 6 on the agenda**

The Chairman explained that the Board of Directors required the shareholders' meeting to authorise the purchase, in one or more transactions, of a maximum number of own shares which, when added to the own shares already held by the Company, did not exceed 10% of the share capital. It also required authorisation to sell, in one or more transactions, all own shares held or a quantity of shares that would be determined by the Board of Directors. The authorisation was required until 30 June 2014.

For a more detailed description of the purposes and procedures of the authorisation, the Chairman referred the shareholders' meeting to the "Explanatory report of the Directors to the shareholders' meeting relating to the approval of the proposal to buy and/or sell own shares", prepared pursuant to art. 73 of the Issuer Regulation and already made available to the public.

The Chairman then opened the floor for discussion of the item and, since no request to speak was made, put the proposals discussed to the vote. The proposals entailed the authorisation of the Board of Directors to buy and/or sell own shares, under the conditions stipulated.

The vote having taken place, the Chairman announced that the proposal in question had been approved by a majority vote, i.e. with 402,691,591 votes in favour (representing approx. 87.15% of the capital present and

approx. 69.33% of the share capital), 58,908,172 votes against (representing approx. 12.75% of the capital present and approx. 10.14% of the share capital) and 483,985 abstentions (representing approx. 0.10% of the capital present and approx. 0.08% of the share capital).

Since there were no other items on the agenda and no other requests to speak, the Chairman thanked the meeting participants and declared the shareholders' meeting closed at approximately 10:40.

The Chairman  
(Luca Garavoglia)

The Secretary  
(Stefano Saccardi)