

MASSIMO ZANETTI BEVERAGE GROUP S.P.A.

With registered offices in Viale Gian Giacomo Felissent, 53, 31020 Villorba (Treviso, Italy)

Fully paid up share capital: € 34,300,000.00

Treviso Companies Register, Tax and VAT Code 02120510371 – Economic and Administrative Index No. TV-300188.

NOTICE OF CALLING OF THE ORDINARY SHAREHOLDERS' MEETING

The entitled to participate and vote are invited at the Ordinary Shareholders' Meeting convened on **10th April 2019** at 11:00, on single call, at the registered offices of Massimo Zanetti Beverage Group S.p.A., in Villorba (Treviso), Viale Gian Giacomo Felissent No. 53, to discuss and resolve upon the following

AGENDA

1. Approval of the financial statements at December 31, 2018, accompanied by the Directors' Report on Operations, the Statutory Auditors' Report and the Independent Auditors' Report. Allocation of the profit for the year and dividend distribution to the shareholders Related and consequent resolutions. Presentation of the consolidated financial statements at December 31, 2018.
2. Remuneration report pursuant to Art. 123-ter of Legislative Decree No. 58 of February 24, 1998 and article 84-quater of CONSOB Regulation No. 11971/1999. Resolutions on the Company remuneration policy as indicated in the first section of the report.
3. Appointment of a director following resignation and co-optation (pursuant to Article 2386 of the Italian Civil Code); consequent resolutions.

**SHARE CAPITAL AND SHARES WITH VOTING RIGHTS
(ARTICLE 125-QUATER OF LEGISLATIVE DECREE No. 58/98)**

To date, the share capital of Massimo Zanetti Beverage Group S.p.A. (hereinafter referred to as “**MZBG**” or the “**Company**”), subscribed and fully paid up, amounts to € 34,300,000.00, and is divided into 34,300,000 ordinary shares, without indication of their nominal value. Each share entitles its owner to one vote. At the date the Company does not hold own shares.

**ENTITLEMENT TO PARTICIPATE AND VOTE
(ARTICLE 83-SEXIES OF LEGISLATIVE DECREE No. 58/98)**

The entitlement to attend and exercise voting rights at Shareholders' Meeting is established pursuant to a notice to be made to the Company by an authorized intermediary, based on the latter's accounting records at the end of the seventh trading day preceding the date scheduled for the Shareholders' Meeting on single call, i.e., **April 1st, 2019** (*record date*). Any persons that prove to be shareholders of the Company following such date, based on accounting records, shall not

be entitled to participate or vote at the Shareholders' Meeting. The intermediary's notice must reach the Company by the end of the third trading day preceding the date scheduled for the Shareholders' Meeting, i.e., no later than **April 5, 2019**. This is without prejudice to legitimate attendance and voting if the notice is received by Company after the specified term of April 5, 2019, provided that it is received before the start of works of the meeting on single call.

The participation in the Shareholders' Meeting is governed by the applicable laws and regulations, and by the provisions of the Corporate By-laws and Procedural Rules for Shareholders' Meetings, which are available on the corporate website www.mzb-group.com, in the "IR/Corporate Governance/Company Bylaw" section and "IR/Corporate Governance/Procedures and Regulations" section, respectively.

PROXY VOTING

(ARTICLE 135-NOVIES OF LEGISLATIVE DECREE No. 58/98)

The owner of right of vote at the Shareholders' Meeting may be represented by a written proxy to be transmitted in accordance with the applicable laws provisions, with the possibility to sign the proxy form available in printable version on the Company's website www.mzb-group.com in the section "IR/Shareholder Information".

The voting proxies can be forwarded to the Company, together with a copy of an identity document of the proxy grantor, by registered letter with acknowledgment of receipt or certified electronic mail at the following addresses: Massimo Zanetti Beverage Group S.p.A., Ufficio Affari Legali e Societari (Legal and Corporate Affairs Department), Viale Gian Giacomo Felissent No. 53, Villorba (Treviso, Italy), e-mail: mzbgroup@legalmail.it.

An advance transmission of the proxy letter shall in no way exonerate the proxy holder from the obligation of attesting, under its responsibility, conformity of the copy previously transmitted with the original and identity of the proxy grantor. The representative shall retain the original of the proxy form and keep track of any voting instructions received for a period of one year from the end of the Shareholders' Meetings concerned.

Casting of votes by mail or using electronic means is not available.

Pursuant to Article 10.2 of the Company's Articles of Association, the Company does not avails itself of the ability, envisaged by law, to appoint a representative to whom Shareholders can give their proxies with instructions to vote on all or some of the items of the Agenda for the Shareholders' Meeting.

RIGHT TO REQUEST INTEGRATIONS TO THE SHAREHOLDERS' MEETING AGENDA AND PRESENT NEW PROPOSALS OF RESOLUTIONS

(ARTICLE 126-BIS OF LEGISLATIVE DECREE No. 58/98)

The Shareholders, who individually or jointly account for at least one fortieth of the share capital may request, within ten days of publication of this notice of calling, by March 18, 2019, the integration of the list of items on the Agenda, specifying in the request the additional proposed items, or present proposals of resolutions on items already on the Agenda.

Are entitled to request integration of the list of items on the agenda or present proposals of resolutions the Shareholder for whom the Company has received the notice from an authorized intermediary pursuant to the applicable laws.

The requests, together with the certificate attesting entitlement to participate, must be presented in writing and be submitted to the Company within to the deadline specified above by registered letter with acknowledgment of receipt or certified electronic mail at the following addresses: Massimo Zanetti Beverage Group S.p.A., Ufficio Affari Legali e Societari (Legal and Corporate Affairs Department), Viale Gian Giacomo Felissent No. 53, Villorba (Treviso, Italy), e-mail: mzbggroup@legalmail.it.

By the said deadline and in the same manner, the Shareholders shall submit to the Board of Directors a report giving a report for the proposals of resolutions on the new items for which they require discussion or for the proposal of resolutions presented on items already on the Agenda. Shareholders may individually present proposals of resolutions in the Shareholders' Meeting.

The notice of additional items placed on the Agenda or the presentation of further proposals of resolutions on items already on the Agenda is given in the same form prescribed for the publication of this notice of calling, at least fifteen days prior to the scheduled date of the Shareholders' Meeting, in single call.

Simultaneously with the publication of the notice of additional items placed on the Agenda or presentation of further proposals of resolutions on items already on the Agenda, a report drawn up by the requesting Shareholders, accompanied by any and all observations by the Board of Directors, shall be made available to the public in the same form prescribed for the dissemination of documents pertaining to Shareholders' Meetings.

The Agenda cannot be integrated with items on which, in accordance with the law, the Shareholders' Meeting resolves on proposal of the management body or on the basis of a project or report prepared by it, other than those specified under Article 125-ter, paragraph 1, of Legislative Decree No. 58 of 24th February 1998.

RIGHT TO ASK QUESTIONS ON ITEMS ON THE AGENDA (ARTICLE 127-TER OF LEGISLATIVE DECREE No. 58/98)

The Shareholders with voting rights and in relation to whom the Company has received a specific notice from an authorized intermediary pursuant to applicable regulations may ask questions concerning the items on the agenda prior to the Shareholders' Meeting, in any case no later than three days before the scheduled date of the Shareholders' Meeting, i.e., no later than **April 7, 2019**, by submitting them by registered letter with acknowledgement of receipt or by using the certified electronic mail to the following addresses: Massimo Zanetti Beverage Group S.p.A., Ufficio Affari Legali e Societari (Legal and Corporate Affairs Department), Viale Gian Giacomo Felissent No. 53, Villorba (Treviso, Italy), e-mail: mzbggroup@legalmail.it.

The questions received prior to the Shareholders' Meeting shall, at the latest, be answered during the Meeting. An answer is deemed given during the Meeting when it is made available at the beginning of the Meeting, in printed form, to each of those entitled to vote. No answer shall be given, even in the Shareholders' Meeting, to questions raised prior to it, where the information required is already available in "Question&Answer" format on the Company's website

www.mzb-group.com in the section "*IR/Shareholder Information*", or when the answer has been published in the same section. The Company may provide a single answer to questions with the same content.

REMUNERATION REPORT

Pursuant to Article 123-ter, paragraph 6, of Legislative Decree 58/98, the Shareholders' Meeting called to approve the financial statements for the year has also to pass a favorable or unfavorable vote on the first section of the Remuneration Report, dedicated to the illustration of the Company's policy regarding remuneration of the administrative body and key strategic managers, as well as the procedures used to adopt and implement such policy. It should be recalled that such resolution is not binding, pursuant to Article 123-ter, paragraph 6, of Legislative Decree No. 58/98.

DOCUMENTATION

The Directors' illustrative reports and the full text of the proposed resolutions, as well as other documents regarding the Shareholders' Meeting, as provided for by applicable laws, including the Annual Financial Report with a report on Corporate Governance and Proprietary Structure prepared in accordance with article 123-bis of Legislative Decree No. 58/1998, the Statutory Auditors' Report, the Legal Auditing Firms' Report, and the Remuneration Report pursuant to Article 123-ter of Legislative Decree 58/1998 shall be made available to the public, in accordance with the law, at the Company's registered office in Villorba (Treviso), Viale Gian Giacomo Felissent No. 53, on the Company's website at www.mzbgroupp.com in the section "*IR/Shareholder Information*", and on the authorised storage system "eMarket STORAGE".

The full text of this notice of calling has been published on today's date, in compliance with Article 125-bis of Legislative Decree No. 58 dated February 24, 1998 and Article 8.3 of the Company's Articles of Association, on the Company's website www.mzb-group.com in section "*IR/Shareholder Information*" and on the authorized storage system "eMarket STORAGE", and, as excerpt of the notice, on the newspaper "Il Sole 24 ORE".

Those entitled to attend the Shareholders' Meeting are invited to arrive duly in advance of the scheduled starting time of the Meeting, so as to facilitate registration and admission procedures.

Villorba (Treviso, Italy), March 8, 2019

On behalf of the Board of Directors

Massimo Zanetti

Chairman of the Board of Directors