

**Moncler S.p.A.**  
**Registered Office in Milan (Italy), Via Stendhal, no. 47, 20144**  
**Share Capital Euro 51,661,324.80 fully paid-in Companies' Register of Milan, taxpayer's**  
**code and VAT number 04642290961 Economic and Administrative Repertory number**  
**1763158**

## **NOTICE OF CALL OF THE EXTRAORDINARY SHAREHOLDERS' MEETING**

All the shareholders entitled to participate and vote are summoned to the Extraordinary Shareholders' Meeting on March 16, 2020, at 9.30, with a single call, at the offices of Moncler S.p.A. ("**Moncler**" or the "**Company**") in Milan (Italy), at Via Andrea Solari no. 33, to discuss and resolve upon the following

### **AGENDA**

1. Approval of the amendments to Articles 5, 8, 10, 12, 13 and 14 of the Company's by-laws. Related and consequent resolutions.

## **SHARE CAPITAL AND SHARES WITH VOTING RIGHTS**

The share capital of Moncler, subscribed and fully paid-in, is equal to Euro 51,661,324.80, divided into 258,306,624 ordinary shares, with no expressed par-value. Each ordinary share gives the right to one vote in the ordinary and extraordinary Shareholders' Meetings of the Company.

## **RIGHT TO INTERVENE AND VOTE**

The right to intervene in the Shareholders' Meeting and to exercise the right to vote is attested by a communication made to the Company by the approved intermediary, based on the accounting records as of the end of accounting day of the seventh trading day prior to the date on which the Shareholders' Meeting is convened, which is **March 5, 2020** (*record date*). Those resulting owners of shares of the Company after such date, based on the accounting records, will not be entitled to intervene and vote in the Shareholders' Meeting. The communication of the intermediary must be received by the Company within the end of the third trading day prior to the date on which the Shareholders' Meeting is convened, and, therefore, within **March 11, 2020**. Nevertheless, the right to intervene and vote will be granted also to those whose relevant communication is received by the Company after the aforementioned term of March 11, 2020, provided that it is received prior to the beginning of the Shareholders' Meeting works.

Intervention into the Shareholders' Meeting is regulated by the applicable laws and regulations, as well as by the provisions of the Company's by-laws (the "**By-laws**") and the rules of Shareholders' Meeting, made available on the Company's website (<http://www.monclergroup.com>, under the section "*Governance/ Documents and procedures*").

## VOTE BY PROXY

Those entitled to vote may be represented by means of a written proxy at the Shareholders' Meeting, or by an electronic document duly signed electronically pursuant to art 21, paragraph 2, of the Legislative Decree no. 82/2005, according to the current applicable laws, with faculty to execute the proxy form made available in printable form on the Company's website (<http://www.monclergroup.com>, under section "*Governance/Shareholders' Meeting*"). If the forms cannot be made available in electronic form due to technical reasons, they will be transmitted upon simple request to be made at the telephone number +39 02 42203500.

Proxies can be served to the Company, together with a copy of an identity document of the person granting the proxy, by registered mail or certified e-mail to the following address: Moncler S.p.A., Corporate Affairs Secretary, Via Andrea Solari, no. 33, 20144 Milan (Italy) e-mail [moncler@legalmail.it](mailto:moncler@legalmail.it).

Any prior notifications will not exempt the delegate from the obligation to certify, under his/her own responsibility, the conformity of the notified proxy to the original one and the identity of the person granting the proxy, at the time of his accreditation to access the Shareholders' Meeting works.

The delegate representative must preserve the original proxy and the voting instructions eventually received (if any) for one year after the end of the Shareholders' Meeting works.

No procedures for voting via correspondence or electronic means are available. Pursuant to Art. 10.2 of the By-laws, the Company does not avail itself of the faculty to appoint a representative to whom Shareholders can grant a proxy with voting instructions regarding all or any of the items on the agenda of the Shareholders' Meeting.

## RIGHT TO REQUEST ADDITIONS TO THE AGENDA OF THE MEETING AND TO SUBMIT NEWPROPOSALS FOR RESOLUTIONS

Within ten days as of the publication of this notice, and therefore within **February 20, 2020**, Shareholders representing (also jointly) at least one-fortieth of the share capital can request to integrate the list of the items to be discussed, by indicating also the additional items proposed by them, or submit proposals for resolutions regarding the items that have already been included in the agenda.

Only those Shareholders in favor of whom a communication by an authorized intermediary was made and received by the Company pursuant to the applicable laws will have the right to request integrations to the agenda or to submit new proposals for resolutions.

The requests of addition must be made in writing and must be received by the Company no later than **February 20, 2020** by means of registered mail or certified e-mail to the following addresses: Moncler S.p.A., Corporate Affairs Secretary, Via Andrea Solari no. 33, 20144 Milan, e-mail [moncler@legalmail.it](mailto:moncler@legalmail.it). Within the same term and using the same methods, the Shareholders making proposals are obliged to submit to the Board of Directors a report outlining the reasons why they are proposing new items to be discussed or the motivation for their additional request of resolutions regarding the items that have already been included in the agenda. Shareholders may present such proposals individually.

Information regarding the agenda's integrations or the submission of proposals for additional resolutions on the items that have already been included on the agenda shall be provided in the same form required for the publication of this notice of call, at least fifteen days prior to the date on which the Shareholders' Meeting is convened. Together with the publication of the information regarding the integration of the agenda or the presentation of proposals, will be made available to the public, with the same form provided for the documents regarding the Shareholders' Meeting, the report provided by the requesting Shareholders, together with the Board of Directors' eventual relevant notes.

No integrations to the agenda are permitted for the items upon which the Shareholders' Meeting resolves upon proposal by the Directors or based on a draft or report prepared by the same pursuant to the applicable laws that are different from those referred to under art. 125-ter, paragraph 1, of Legislative Decree of February 24, 1998, no. 58, as subsequently amended and integrated (the "**Consolidated Law on Finance**").

### **RIGHT TO SUBMIT QUESTIONS ON THE ITEMS ON THE AGENDA**

Those entitled to vote and whose communication made by an authorized intermediary was received by the Company pursuant to the applicable laws, are entitled to make questions regarding the items on the agenda even prior to the Shareholders' Meeting, but anyway no later than **March 9, 2020**, by sending their questions by means of registered mail or certified e-mail to the following address: Moncler S.p.A., Corporate Affairs Secretary, Via Andrea Solari no. 33, 20144 Milan (Italy), e-mail [moncler@legalmail.it](mailto:moncler@legalmail.it).

The answers to the questions received by the Company prior to the Shareholders' Meeting will be provided during the Shareholders' Meeting itself, at the latest. Answers provided in writing and made available to each of those entitled to vote at the beginning of the Shareholders' Meeting shall be deemed as provided during the Shareholders' Meeting. If the requested information has already been made available by the company in the "Question & Answer" section on the company's website (<http://www.monclergroup.com>, section "*Governance / Shareholders' Meeting*") or if the answer has already been published in the said section, no answer to the questions made prior to the Shareholders' Meeting will be provided, neither before nor during the same Meeting. The Company may provide single answers to questions having the same contents.

### **DOCUMENTS**

The report of the Directors and the full text of the proposed resolutions are made available to the public within the terms provided for by the applicable law at the Company's registered offices in Via Stendhal 47, 20144 Milan (Italy) and on the Company's website (<http://www.monclergroup.com>, under the Section "*Governance/ Shareholders' Meeting*"), as well as at the mechanism for the central storage of regulated information "1Info".

The By-laws and the rules of Shareholders' Meeting are available on the Company's website (<http://www.monclergroup.com>, under the Section "*Governance/ Documents and procedures*").

This notice of call is published in full today, according to Art. 125-bis of the Consolidated Law on Finance and Art. 8.3 of the By-laws, on the Company's website (<http://www.monclergroup.com>,

under section “*Governance/Shareholders’ Meeting*”) and at the mechanism for the central storage of regulated information “1Info”, as well as, as an abstract, on the newspaper “Milano Finanza” on February 11, 2020.

Those entitled to participate at the Shareholders’ Meeting are kindly requested to arrive in due time before the time at which the Meeting was called in order to facilitate the accreditation and recording operations, which will start at 8:30.

Milan, February 10, 2020

For the Board of Directors

The Chairman, Remo Ruffini