

**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**

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**Moncler informs the Shareholders that in the event that the competent authorities issue further measures for the Covid-19 emergency, the date of the Shareholders' Meeting and the relevant procedures set out in this notice of call may change. In this case Moncler will promptly inform the Shareholders and the public.**

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**NOTICE OF CALL OF THE ORDINARY AND EXTRAORDINARY  
SHAREHOLDERS' MEETING**

All the shareholders entitled to participate and vote are summoned to the Ordinary and Extraordinary Shareholders' Meeting on April 22, 2020, at 10:00, 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**

**Ordinary session**

1. Approval of the Financial Statements for the fiscal year as of December 31, 2019 accompanied by the Management Report of the Board of Directors, the Report of the Board of Statutory Auditors and the Report of the Auditing Firm. Allocation of the Fiscal Year profits. Related and consequent resolutions. Presentation of the Consolidated Financial Statements as of December 31, 2019. Presentation of the Consolidated non-Financial Statements prepared in accordance with Legislative Decree no. 254/16.
2. Report on the policy regarding remuneration and fees paid pursuant to art. 123-ter, paragraphs 3-bis and 6 of Legislative Decree of February 24, 1998 no. 58:
  - 2.1. binding resolution on the first section concerning the remuneration policy prepared pursuant to art. 123-ter, paragraph 3, of Legislative Decree of February 24, 1998 no. 58;
  - 2.2. non-binding resolution on the second section on the policy regarding remuneration and fees paid prepared pursuant to art. 123-ter, paragraph 6, of Legislative Decree of February 24, 1998 no. 58.
3. Appointment of the Board of Statutory Auditors for the term 2020-2022:
  - 3.1 appointment of three Statutory Auditors and two Alternate Auditors;
  - 3.2 appointment of the Chairman of the Statutory Auditors;

3.3 determination of the annual compensation of the members of the Board of Statutory Auditors.

4. Incentive plan based on shares concerning the allocation of ordinary shares of Moncler S.p.A. named “2020 Performance Shares Plan”, reserved to executive directors, executives with strategic responsibility, employees and/or collaborators and/or consultants of Moncler S.p.A. and its subsidiaries. Subsequent and related resolutions.
5. Authorization to the purchase and disposal of treasury shares pursuant to artt. 2357, 2357-*ter* of the Italian Civil Code, art. 132 of the Legislative Decree of February 24, 1998 no. 58 and art. 144-*bis* of the CONSOB Regulation adopted with Resolution no. 11971 of May 14, 1999, after revocation, for the portion not implemented, of the resolution on the authorization approved by the ordinary Shareholders' Meeting on April 16, 2019. Related and consequent resolutions.

#### **Extraordinary session**

1. Proposal of delegation of powers to the Board of Directors, pursuant to art. 2443 of the Italian Civil Code, having a duration of five years as from the relevant resolution, to perform a capital increase, free of charge and divisible, in one or more tranches, pursuant to art. 2349 of the Italian Civil Code, in favor of the beneficiaries of the “2020 Performance Shares Plan”, through the issuance of maximum no. 2,000,000 ordinary shares, for an overall maximum amount of Euro 400,000, having a value equal to the par value of the Moncler's share at the date of their issuance. Subsequent amendment of art. 5 of the By-laws.

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

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 April 9, 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 April 17, 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 April 17, 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.

## **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 **March 23, 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 **March 23, 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 **April 15, 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.

## **REPORT ON THE POLICY REGARDING REMUNERATION AND FEES PAID**

Pursuant to art. 123-*ter*, paragraphs 3-*bis* and 6, of the Consolidated Law on Finance, the Shareholders' meeting called annually for the approval of the financial statements should resolve on the first and second sections of the Report on the policy regarding remuneration and fees paid.

Pursuant to art. 123-*ter*, paragraph 3, of the Consolidated Law on Finance, the first section relates to: (i) the policy of the Company on the remuneration of the members of the administrative bodies and the executives with strategic responsibilities, whose term of office is aligned with that of the Board of Directors and, therefore, until the approval of the financial statements as at December 31, 2021; and (ii) the procedures used for the adoption and the implementation of such policy.

Pursuant to art. 123-*ter*, paragraph 4, of the Consolidated Law on Finance, the second section, intended for the members of the administrative and auditing bodies and for executives with strategic responsibilities illustrates: (i) each of the items comprising remuneration, including treatment provided for in the event of cessation of office or termination of employment; (ii) the fees paid during the financial year of reference, for any title and in any form by the Company and by subsidiaries or associates; (iii) the fees to be paid in one or more subsequent years in exchange for the work performed in the year of reference; and (iv) how the company has taken account of the vote expressed the previous year on the second section of the report.

Pursuant to art. 123-*ter*, paragraph 3-*ter*, of the Consolidated Law on Finance, the resolution of the Shareholders' meeting on the first section is binding, while pursuant to the above mentioned art. 123-*ter*, paragraph 6, of the Consolidated Law on Finance, the Shareholders' meeting will have to resolve in favour or contrary to the policy of remuneration, with a non-binding resolution.

## **APPOINTMENT OF THE BOARD OF STATUTORY AUDITORS FOR THE TERM 2020-2022**

Pursuant to art. 24 of the By-laws, the Shareholders' meeting appoints the Board of Statutory Auditors, composed by three Statutory Auditors, and determines their compensation. The Shareholders' meeting appoints as well two alternate Statutory Auditors.

The lists indicate the candidates with a sequence number equal to the seat to be filled, distinguishing between the candidates for the office of Statutory Auditors and the candidates for the office of alternate Statutory Auditors.

Lists may be submitted only by Shareholders that, alone or together with other Shareholders, upon the submission of the list, own shares representing at least 1% of the share capital, pursuant to what CONSOB established under Determination no. 28 of January 30, 2020.

The lists shall be filed by hand delivery at the registered office of the Company (Corporate Affairs Secretary, Via Stendhal no. 47, 20144, Milan, Italy) or through certified e-mail (at [moncler@legalmail.it](mailto:moncler@legalmail.it)) within at least twenty-five days before the date of the Shareholders' meeting (i.e., by March 28, 2020).

It is reminded that, in the event where – upon the expiration of the above-mentioned deadline for the submission of the lists – only one list was filed, or only lists submitted by Shareholders that are connected to each other pursuant to art. 144-*quinquies* of the CONSOB Regulation no. 11971 of May 14, 1999 were filed, it is then possible to submit additional lists until the third day following such date (i.e., by March 31, 2020). In such case, the minimum participation to the share capital for the submission of the lists will be reduced and equal to 0.50% of the share capital.

Each Shareholder may submit or participate in the submission of one and only list.

The ownership of the minimum amount of shares required to submit the lists is determined with regard to the shares that are registered in favour of the Shareholder on the day when the lists are filed with the registered office of the Company. The Shareholders that submit the lists must exhibit and/or forward to the registered office of the Company a copy of the appropriate certification released by the intermediary qualified pursuant to the law, even after the filing of the lists, nonetheless at least twenty-one days before the date of the Shareholders' meeting.

Each list - composed by a section for the appointment of regular Statutory Auditors and one for the appointment of alternate Statutory Auditors - shall contain the names of the candidates, not higher than the number of the Board of Statutory Auditors members to be appointed, listed with an assigned sequence number. The first candidate in each section must be picked from among the statutory auditors (*revisori legali*) listed in the appropriate register referred to by art. 2397 of the Italian Civil Code.

Each candidate may be presented in only one list, under penalty of ineligibility.

In accordance to the gender balance regulations in effect from time to time, the lists that submit a total number of candidates higher than or equal to three must be composed of candidates belonging to both genders, in accordance with the *pro tempore* regulations in force regarding the balance between genders, as regards both candidates for the office of regular Statutory Auditor and candidates for the office of alternate Statutory Auditor.

The following may not be elected as Statutory Auditors, and if elected shall forfeit their position: those who exceed the limits on the cumulation of positions, or those for whom causes of ineligibility or forfeiture are present, or who do not possess the requirements of integrity and professionalism established by legal and regulatory provisions in effect. Candidates must satisfy the requirements of good standing and professionalism set forth in the applicable regulations and particularly in Decree no. 162 of March 30, 2000 of the Italian Ministry of Justice. Pursuant to Art. 1, paragraph 2 letters b) and c) of Decree no. 162 of March 30, 2000 of the Italian Ministry of Justice, the matters relating to commercial law and tax law, business administration and financial management, as well as the matters and areas related to the activities of the Company are considered strictly pertinent to the scope of the Company itself. Candidates must also satisfy the independence requirements in accordance with the applicable legislation and the Corporate Governance Code for listed companies. As for situations of ineligibility and limits on the accumulation of directorships and audit appointments that can be held by Statutory Auditors, the current dispositions of law and regulation find full application.

The lists are to be filed along with:

- the information related to the identity of the Shareholders that submitted the lists, along with the indication of the percentage of the share capital owned overall;
- the declaration of the Shareholders that submitted the list and others than those who own, also jointly, a controlling interest or a relative majority, confirming the absence of connections with the latter pursuant to art. 144-quinquies of the CONSOB Regulation no. 11971 of May 14, 1999 also taking account of the recommendations made by CONSOB with Communication no. DEM / 9017893 of February 26, 2009;
- the curriculum vitae relating to each candidate's personal and professional characteristics and including a list of the administrative and supervisory positions held by each candidate in other companies, as well the statements whereby the individual candidates accept their candidacies and declare, under their own responsibility, that no cause of ineligibility or incompatibility exists and that they possess the requisites prescribed by law, regulations and the By-laws.

The lists for which the provisions recalled above were not complied with are to be considered as not submitted.

The outgoing Auditors may be re-elected.

For further information on the appointment of the Board of Statutory Auditors please see the report on the first item on the agenda, prepared by the Board of Directors pursuant to Article 125-*ter* of Italian Legislative Decree of February 24, 1998 no. 58, available to the public in compliance with the terms and conditions set forth by the applicable law.

## **DOCUMENTS**

The reports of the Directors and the full text of the proposed resolutions and the further documents regarding the Shareholders' Meeting set forth by the applicable laws, including the annual financial report, will be 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 March 14, 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 9:00.

Milan, March 13, 2020

For the Board of Directors

The Chairman, Remo Ruffini