



SPAFID
CONNECT

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Data/Ora Inizio : 11 Marzo 2022 20:08:37
Diffusione presunta
Oggetto : Notice of call of the Ordinary shareholders'
meeting

Testo del comunicato

Vedi allegato.



Moncler S.p.A.
Registered Office in Milan (Italy), Via Stendhal, no. 47, 20144
Share Capital Euro 54,736,558.00 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 ORDINARY SHAREHOLDERS' MEETING

All the Shareholders entitled to participate and vote are hereby invited to attend the Ordinary Shareholders' Meeting on 21 April 2022, at 2:00 p.m., with a single call, which shall be deemed to be held 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. Financial Statements for the fiscal year as of December 31, 2021 and allocation of the Fiscal Year profits:
 - 1.1 approval of the Financial Statements for the fiscal year as of December 31, 2021 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. Presentation of the Consolidated Financial Statements as of December 31, 2021. Presentation of the Consolidated non-Financial Statements prepared in accordance with Legislative Decree no. 254/16; Related and consequent resolutions;
 - 1.2 allocation of the results of the Fiscal Year. Related and consequent resolutions.
2. Report on the policy regarding remuneration and fees paid of Moncler, drawn up pursuant to Art. 123-ter, of the Legislative Decree of February 24, 1998 no. 58 and of Art. 84-quater of Consob Regulation No. 11971/1999:
 - 2.1 Binding resolution on the first section relating to the remuneration policy, drawn up pursuant to Art. 123-ter, paragraph 3, of the Legislative Decree of February 24, 1998 no. 58; Related and consequent resolutions;
 - 2.2 Non-binding resolution on the second section relating to the fees paid, drawn up pursuant to Art. 123-ter, paragraph 4, of the Legislative Decree of February 24, 1998 no. 58; Related and consequent resolutions.
3. 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 no. 58/1998 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 22, 2021. Related and consequent resolutions.

4. Appointment of the Board of Directors:
 - 4.1 Determination of the number of members of the Board of Directors;
 - 4.2 Determination of the duration of the appointment of the Board of Directors;
 - 4.3 Appointment of the members of the Board of Directors;
 - 4.4 Appointment of the Chairman;
 - 4.5 Appointment of the Vice Chairman;
 - 4.6 Determination of the remuneration of the members of the Board of Directors.

5. Incentive plan on ordinary shares of Moncler S.p.A., named "Performance Shares Plan 2022", reserved to executive directors, employees and/or collaborators and/or consultants of Moncler and of its subsidiaries. Related and consequent resolutions.

PARTICIPATION IN THE SHAREHOLDERS' MEETING THROUGH THE DESIGNATED REPRESENTATIVE

Pursuant to Art. 106, paragraph 4, of Decree Law no. 18 of March 17, 2020 on the "Measures to strengthen the NHS and on economic aid to households, workers and businesses related to the Covid-19 health emergency" (the "**Cura Italia Decree**"), converted with amendments by Law no. 27 of April 24, 2020 and as extended by effect of Art. 3, Legislative Decree 228/2021, paragraph 1, as converted with amendments by Law No. 15/2022, participation in the Shareholders' Meeting of those entitled to vote shall take place exclusively through the designated representative pursuant to Art. 135-undecies of Legislative Decree no. 58/1998 as subsequently amended and integrated (the "**Consolidated Law on Finance**"). For this purpose, the Company has appointed Spafid S.p.A. ("**Spafid**"), having its registered office in Milan, as the "**Designated Representative**", which shall be granted with a proxy in the manner and under the conditions indicated below.

The Designated Representative may also be granted with proxies or sub-proxies pursuant to Art. 135-novies of the Consolidated Law on Finance, as an exception to Art. 135-undecies, paragraph 4, of the Consolidated Law on Finance.

Attendance at the Shareholders' Meeting will be made without physical participation by the Shareholders.

Directors, Statutory Auditors, the Designated Representative, the Secretary of the meeting and the representatives of the external auditor as well as other subjects entitled to attend according to the law, other than those entitled to express their vote shall be entitled to attend the Shareholders' Meeting only by telecommunication means allowing their identification. Directors, Statutory Auditors, and those entitled to attend the Shareholders' Meeting, other than those who have the right to vote, shall receive by the Company instructions for the use of means of telecommunication in order to attend the Meeting.

SHARE CAPITAL AND SHARES WITH VOTING RIGHTS

The share capital of Moncler, subscribed and fully paid-in, is equal to Euro 54,736,558.00, divided into 273,682,790 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. Information relating to the share capital and an indication of the number of shares is available on the Company's website (<http://www.monclergroup.com>).

RIGHT TO INTERVENE AND VOTE

The right to intervene in the Shareholders' Meeting and to exercise the right to vote – which may only be exercised through the Designated Representative – is attested by a communication made to the Company by the approved intermediary, upon request of those entitled to participate to the Shareholders' Meeting, 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 **8 April 2022** (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 **14 April 2022**. Nevertheless, the right to intervene and vote, in the aforementioned terms and in compliance with the terms for granting the proxies to the Designated Representative, will be granted also to those whose relevant communication is received by the Company after the aforementioned term, provided that it is received prior to the beginning of the Shareholders' Meeting works.

DESIGNATED REPRESENTATIVE

Pursuant to Art. 106, paragraph 4 of the Cura Italia Decree, participation in the Shareholders' Meeting of those entitled to vote shall take place exclusively through the Designated Representative, which shall be granted with a proxy, without charge for the delegating party (except for any shipping costs), with voting instructions, on all or some of the proposals on the Agenda of the Shareholders' Meeting, through the specific forms available, together with the accompanying instructions for its preparation and notification on the Company's website (<http://www.monclergroup.com>, "Governance/Shareholders' Meetings" Section).

The proxy, pursuant to Art. 135-undecies of the Consolidated Law on Finance, with the voting instructions, shall be received by the end of the second trading day prior to the date set for the Shareholders' Meeting (i.e., by 11:59 p.m. on **19 April 2022**), along with a copy of the delegating Shareholder's valid identification document or, if the delegating Shareholder is a legal entity, that of the pro tempore legal representative or other authorized person, along with adequate documentation certifying their qualification and powers to the Designated Representative, with the following alternative options: (i) transmission of an informatic (PDF) copy to the certified e-mail address assemblee@pec.spafid.it, indicating in the subject "Delega Assemblea Moncler 2022" from a certified e-mail address (or, absent a certified email address, from an ordinary email address, in which case a proxy with voting instructions shall be signed through qualified electronic or digital signature); (ii) transmission in original, through courier or registered letter (with return receipt) at the following address: Spafid S.p.A.,

Foro Buonaparte, 10, 20121 Milano, Ref. "Delega Assemblea Moncler 2022" anticipating an informatic (PDF) copy through ordinary email address assemblee@pec.spafid.it (subject "Delega Assemblea Moncler 2022").

The proxy and voting instructions may be revoked by the aforesaid deadline (i.e., by 19 April 2022). The proxy shall only be effective for those proposals for which voting instructions have been given. The shares of the Company for which, even if partial, the proxy has been granted, are counted for the purposes of the quorum required for the Shareholders' Meeting.

Those who do not intend to avail themselves of the provisions of Art. 135-undecies of the Consolidated Law on Finance, may, alternatively, grant the same Designated Representative with a proxy or sub-proxy pursuant to Art. 135-novies of the Consolidated Law on Finance, as an exception to Art. 135-undecies, which shall necessarily contain voting instructions on all or some of the proposals on the agenda, by using the appropriate proxy/sub-proxy form, available on the Company's website (<http://www.monclergroup.com>, "Governance/Shareholders' Meetings" Section). To grant and notify proxies or sub-proxies, also through electronic means, the procedures indicated in the proxy form shall be followed. The proxy shall be received by 6:00 p.m. on the day before the Shareholders' Meeting (and in any case by the beginning of the meeting). The proxy and voting instructions may always be revoked within the above time limit.

Without the communication from the authorized intermediary certifying the entitlement to attend the Shareholders' Meeting, the proxy shall be considered ineffective.

Any clarification concerning the granting of the proxy to the Designated Representative (particularly with respect to the filling in of proxy, the voting instructions and their transmission), may be requested to Spafid by e-mail at confidential@spafid.it or at the following phone numbers +39 0280687.319 or +39 0280687.335 (on business days from 9am to 5pm).

Company reserves the right to supplement and/or modify the above instructions due to any intervening need arising out of the current emergency and its unforeseeable developments

It will not be possible to participate in the Shareholders' Meeting by electronic means nor to vote by correspondence.

RIGHT TO REQUEST ADDITIONS TO THE AGENDA OF THE MEETING AND TO SUBMIT NEW PROPOSALS FOR RESOLUTIONS

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. Such inclusion of additional items in the agenda of the Shareholders' Meeting can be requested within ten days as of the publication of this notice.

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 submitted in writing to the Company by **21 March 2022**, and must be sent 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 at the Corporate Affairs Secretary's attention. By the same deadline and in the same ways, the proposing Shareholders have to submit a report to the Board of Directors which sets forth the reasons for the motions to resolve on the new matters that they are proposing for discussion or the reasons for the additional motions submitted on matters already placed on the agenda.

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 the Consolidated Law on Finance.

POWER TO INDIVIDUALLY SUBMIT MOTIONS OF RESOLUTIONS BEFORE THE SHAREHOLDERS' MEETING

In addition to the above, taking into account that the attendance to the Shareholders' Meeting is allowed exclusively through the Designated Representative, those entitled to participate to the Shareholders' Meeting which intend to submit motions of resolutions on the matters on the agenda are kindly invited to submit them beforehand, by **6 April 2022**, with the same manners set out in the previous paragraph. Such motions will be made available to the public on the website of the Company within **7 April 2022**, in order to allow those entitled to vote consciously also taking into account such new motions and allow the Representative to collect voting instructions also on those. The requiring person shall exhibit suitable documentation proving the legitimacy to participate to the Shareholders' Meeting and the granting of the proxy to the Designated Representative for the participation to the same Meeting.

RIGHT TO SUBMIT QUESTIONS ON THE ITEMS ON THE AGENDA

In accordance with Art. 127-ter of the Consolidated Law on Finance, anyone with voting rights may submit questions on matters on the agenda, including prior to the Shareholders' Meeting, and, in any case, by the record date (i.e., by **8 April 2022**), to which the Company, having verified their relevance to the matters on the agenda and the legitimacy of the party submitting them, shall provide a response, waiving the minimum term provided by Art. 127-ter, paragraph 1-bis, of the Consolidated Law on Finance, at least two days prior to the Shareholders' Meeting (i.e., by 19 April 2022), through publication on an ad hoc section of the Company's website (<http://www.monclergroup.com>, "Governance /Shareholders' Meeting" Section), in order to allow those entitled to vote consciously on the matter on the agenda.

Such questions - accompanied by the related notice, issued by the legally-authorized intermediary, attesting the Shareholder's entitlement to exercise this right - must be sent via registered letter or certified email to the following addresses: Moncler S.p.A., Corporate Affairs Secretary Via Andrea Solari no. 33, 20144 Milan (Italy), e-mail moncler@legalmail.it, at the attention of the Corporate Affairs Secretary.

Ownership of the right to vote can be confirmed even after the sending of the questions provided that this takes place by the third day following the record date (i.e., by April 11, 2022). 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 Ordinary 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 board of directors and the executives with strategic responsibilities, whose term of office is aligned with that of the Board of Directors that will be appointed by the Shareholders' Meeting on April 21, 2022 and, therefore, until the approval of the financial statements as at December 31, 2024; 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 favor or contrary to the Report on fees paid by the Company relating to 2021, with a non-binding resolution.

APPOINTMENT OF THE BOARD OF DIRECTORS

The Board of Directors is composed by a minimum of 9 and a maximum of 15 members; the Shareholders' Meeting shall determine the number of members, within the above limits, prior to their appointment. Directors are appointed by the Shareholders' Meeting on the basis of lists submitted by the Shareholders in accordance with the procedure described in Art. 13 of the By-laws, which is available on the Company's website (www.monclergroup.com section "Governance/Documents and procedures"). Only Shareholders holding, individually or jointly with other Shareholders, at least 0.5% of the Company's share capital are entitled to submit lists, as established by the CONSOB

resolution no. 60 issued on 28 January 2022. In addition, Shareholders entitled to submit lists are also invited to review the Board of Directors' and the Board of Statutory Auditors' Diversity Policy and the Guidance provided by the Board of Directors on the size and composition of the Board of Directors, which are available on the Company's website (www.monclergroup.com, under section "Governance/Shareholders' Meeting"). Each Shareholder may submit, or participate to the submission of only one list and each candidate may be presented only in one list, otherwise ineligibility will occur.

Pursuant to Art. 13.3 of the By-laws, the majority of the Directors must qualify as independent under the legal or regulatory provisions and the provisions of the Corporate Governance Code for listed companies approved by the Corporate Governance Committee. Each list must indicate which candidates possess the requisite of independence established by law and regulations provisions in force from time to time. Lists with a number of candidates equal to or higher than three must include candidates of both genders in compliance with the applicable rules relating to gender balance.

The lists of candidates must be filed by the Shareholder or by the Shareholders at the registered office of the Company at least 25 calendar days prior to the date on which the Shareholder's Meeting is convened (i.e., within 27 March 2022, postponed to 28 March 2022 as it falls on a non-working day), by means of: (i) hand delivery to the Corporate Affairs Secretary, in Via Andrea Solari no. 33, 20144 - Milan, Italy, during the ordinary business hours, or (ii) by certified electronic mail at the address moncler@legalmail.it. The ownership of the minimum capital share necessary in order to submit the lists, in the percentage referred to above, is ascertained on the basis of the shares resulting registered in the Shareholder's name at the date on which the lists are filed with the Company. Proof of ownership may be produced after the lists have been filed, but within the term prescribed for the publishing of the lists by the Company (i.e., within 31 March 2022), by means of a communication released by an intermediary authorized in accordance with the regulations in force.

By the terms set forth as above, the following documents must also be filed together with each list: statements by which 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 the laws and regulations in force for the respective positions, and curriculum vitae relating to each candidate's personal and professional characteristics, indicating the candidate's potential suitability to be classified as independent according to the definitions provided by the legal and regulatory provisions in force and by the Corporate Governance Code of listed companies.

It is hereby reminded that Shareholders submitting a "minority list" should follow the recommendations provided by CONSOB with the Communication no. DEM/9017893 issued on 26 February 2009.

Lists which do not meet the above requirements shall be treated as not submitted.

For further information on the appointment of the Board of Directors, please refer to the illustrative report drawn up by the Board of Directors in accordance with Art. 125-ter of Consolidated Law on Finance made available to the public by the terms and means set by 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 "Governance/Shareholders' Meeting" Section), as well as at the mechanism for the central storage of regulated information "eMarket STORAGE". The documentation may be consulted at the registered office only if so permitted by applicable regulations. The By-laws and the rules of Shareholders' Meeting are available on the Company's website (<http://www.monclergroup.com>, under the "Governance/Documents and procedures" Section).

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 the "Governance/Shareholders' Meeting" Section) and at the mechanism for the central storage of regulated information "eMarket STORAGE", as well as, as an abstract, on the newspaper "Milano Finanza" on 12 March 2022.

OTHER INFORMATION

Lastly, the Company reserves the right to integrate and/or modify the content of this notice, should it become necessary consequently to the evolution of the current emergency situation.

Milan, 11 March 2022

For the Board of Directors

The Chairman, Remo Ruffini

Fine Comunicato n.1218-10

Numero di Pagine: 10