

Bit Market Services

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Oggetto : Notice of call of ordinary shareholder's
meeting

Testo del comunicato

Vedi allegato.

MOLESKINE

MOLESKINE S.p.A.

NOTICE OF CALL OF ORDINARY SHAREHOLDERS' MEETING

Notice is hereby given that an Ordinary Shareholders' Meeting will be held at Mediobanca S.p.A., Via Filodrammatici 3, Milan (Italy) on **April 14, 2016**, at 2:30 pm, in single call, to discuss and pass resolutions on the following

AGENDA

- 1) Separate financial statements of Moleskine S.p.A. as of December 31, 2015; Management Report; Report of the Board of Statutory Auditors; Independent Auditors' Report; proposed profit allocation; resolutions related thereto. Presentation of the consolidated financial statements as at December 31, 2015 of the Moleskine Group;
- 2) Remuneration Report pursuant to art. 123-ter of Italian Legislative Decree 58/1998 ("TUF"); resolutions related thereto;
- 3) Appointment of the Board of Directors, after having determined the number of members and term of office; determination of remuneration; resolutions related thereto;
- 4) Appointment of Board of Statutory Auditors and its Chairman; determination of remuneration; resolutions related thereto;
- 5) Stock Option Plan involving the ordinary shares of Moleskine S.p.A. reserved for executive directors and employees of Moleskine S.p.A. and of its subsidiaries; resolutions related thereto;
- 6) Authorization to buy and sell treasury shares, pursuant to the combined provisions of articles 2357 and 2357-ter of the Italian Civil Code, and article 132 of Legislative Decree 58/1998 and the relevant implementing provisions, subject to withdrawal of the authorization granted by the Ordinary Shareholders' Meeting on April 15, 2015; resolutions related thereto.

Information on share capital

The share capital of the company is €2,121,802.05, divided into 212,180,205 ordinary shares, with no nominal value per share. As of the date of this notice, the Company holds no. 244,725 treasury shares, for which the right to vote is suspended pursuant to Article 2357-ter of the Italian Civil Code. Further information is available on the share capital, its composition and breakdown, on the Company's website www.moleskine.com (Investor Relations section).

Attendance at the Shareholders' Meeting

Each ordinary share gives the right to one vote at the Ordinary Shareholders' Meetings of the Company. In accordance with Article 125-bis of Italian Legislative Decree no. 58/1998, as amended (the "TUF"), the following information is provided:

- pursuant to Article 83-sexies of the TUF, entitlement to attend the Shareholders' Meeting and to exercise voting rights is confirmed by a statement to the Company from the intermediary, in compliance with intermediary accounting records, on behalf of the person with the right to vote, on the basis of balances recorded at the end of the seventh trading day prior to the date of the shareholders' meeting in single call, i.e. April 5, 2016 (the "record date"); any person proving to be owners of shares only after that date shall not have the right to attend and vote at the shareholders' meeting. The statement from the intermediary must reach the Company by the end of the third trading day prior to the date of the shareholders' meeting on first call (i.e. by April 11, 2016). However, the right to attend and vote shall be legitimate if the statements are received by the Company after the deadlines indicated, provided they are received before the opening of a shareholders' meeting;
- each person entitled to attend to the Shareholders' Meeting may be represented by written proxy in accordance with current laws, with the option to sign the proxy form available at the Company's Website www.moleskine.com (Investor Relations Section - Corporate Governance/Shareholders' Meetings); the proxy may be delivered to the Company via registered letter at the registered office in Viale Stelvio 66, Milan, Italy, or via email to the certified email address legale@pec.moleskine.com. The proxy may be granted by means of a document in electronic format with a digital signature in accordance with Article 21.2 of Legislative Decree no. 82 of March 7, 2005;
- pursuant to Article 10.2 of the Articles of Association, the Company opts not to appoint a person upon whom all shareholders may confer proxy, with voting instructions on all or some of the items on the agenda of the Shareholders' Meeting in accordance with Article 135-undecies of the TUF;
- no voting procedures by post or via electronic means are provided.

Right to request additions to the agenda and to submit new resolution proposals

Pursuant to Article 126-bis of the TUF, shareholders who, individually or jointly, represent at least one fortieth of the share capital may request, within ten days of publication of the notice of call to the shareholders' meeting (i.e. by March 14, 2016), additions to the list of items on the agenda, indicating the additional matters proposed in their request, or submit resolution proposals on items already on the agenda. Entitlement to exercise said right is attested by a notice to the Company by the authorized intermediary in accordance with Article 23, Paragraph 1, of the Bank of Italy–CONSOB Instruction of February 22, 2008, as subsequently amended (the "**Joint Regulation**"). The request must be submitted in writing via registered letter to the registered office at Viale Stelvio 66, Milan, Italy, or to the certified email address legale@pec.moleskine.com, provided it reaches the Company no later than the aforesaid date and time; the Shareholders making the proposals shall deliver, no later than said date and time and by the same delivery methods, a report setting out the reason for the proposed resolutions on the new topics they propose for discussion, or the reason for the additional resolution proposals submitted

on items already on the agenda. Additions to the agenda or the submission of additional resolution proposals on items already on the agenda are disclosed, by the same methods prescribed for publication of the call notice, at least fifteen days before the date set for the Shareholders' Meeting in single call (i.e. by March 30, 2016). Simultaneously with the publication of the notice of addition or submission, the report prepared by the requesting Shareholders, accompanied by any assessments by the administrative body, shall be made available to the public in the same manner prescribed for documentation pertaining to the Shareholders' Meeting.

No additions are allowed for items on which the Shareholders' Meeting passes resolutions, in accordance with the law, upon the Directors' proposal or on the basis of a plan or a report prepared by them, other than those per Article 125-ter, paragraph 1, of the TUF.

Right to ask questions related to items on the agenda

Any person entitled to vote may ask questions on the items on the agenda prior to the Shareholders' Meeting, and in any case no later than April 11, 2016, by sending the questions via registered letter to the registered office, Viale Stelvio 66, Milan, Italy, or via email to the certified email address legale@pec.moleskine.com. Entitlement to exercise said right is attested by a notice to the Company by the authorized intermediary in accordance with Article 23.1 of the Joint Regulation. However, this notice is not necessary if the Company receives from said intermediary the required notice for attendance at the Shareholders' Meeting. Questions submitted before the Shareholders' Meeting shall be answered, at the latest, during the Meeting, and the Company may provide a joint answer to questions having the same content.

Appointment of the Board of Directors

Pursuant to Article 13 of the Articles of Association, the Board of Directors shall be appointed, in compliance with currently effective legal regulations pertaining to gender equality and on the basis of lists submitted by shareholders according to the procedures indicated below.

Lists can only be presented by shareholders who, either alone or in combination with other shareholders, own shares representing the percent of the share capital established by provisions of law or regulations. With respect to the above, with resolution no. 19499 of January 28, 2016, CONSOB established that 4.5% of share capital is the minimum qualifying share for presentation of a list for the appointment of the board of directors.

Lists must be filed at the Company's registered office in Viale Stelvio 66, Milan, Italy by **12:00 pm on Monday, March 21, 2016**, which is the twenty-fifth day prior to the date of the Shareholders' meeting in single call, as one day is a holiday.

Lists may be filed electronically by sending them to the certified email address legale@pec.moleskine.com. If lists are submitted by certified e-mail, a copy of a valid identification document of those submitting it must also be sent.

The specific certification demonstrating title to the necessary number of shares for the presentation of the list, issued by a legally authorized intermediary, pursuant to Article 23 of the Joint Regulation, must also be filed within the time limits set by the relative regulations – and therefore, even after the list has been filed, as long as it is twenty one days before the scheduled date of the Shareholders' meeting, in single call, i.e. not later than March 24, 2016 – at the time when the list is filed at the Company. Ownership of the percentage of share capital is determined

having regard to the shares registered in favor of the shareholder on the day on which the lists are filed with the Company.

Directors must meet the requirements of applicable law and the Articles of Association.

As this is the first renewal of the Board after the Company's ordinary shares were admitted to trading on the screen-based market ("**MTA**") organized and managed by Borsa Italiana S.p.A. - pursuant to the combined provisions of Article 147-ter, paragraph 1-ter, of the TUF and Article 2 of Law no. 120/2011, as well as taking account of CONSOB Communication DIE no. 0061499 of July 18, 2013 - lists containing a number of candidates equal to or greater than three must be composed of candidates belonging to both genders, so that a percentage of at least one fifth (rounded up) of the candidates belongs to the least represented gender.

For more information on the procedures and deadlines, as well as on the documentation to be filed for submitting lists, please see the Directors' Report on the third item on the agenda and, in general, the provisions of applicable law and the Articles of Association.

Lists that are presented but are not in accordance with the above provisions will be considered as not presented.

The lists will also be subject to other forms of publicity in accordance with laws and regulations in force at the time. The lists shall be made available to the public at the registered office, on the Company's website and by other means established by CONSOB regulations at least twenty-one days prior to the Shareholders' meeting (Thursday, March 24, 2016).

Appointment of Board of Statutory Auditors

Pursuant to Article 24 of the Articles of Association, the Board of Statutory Auditors shall be appointed, in compliance with currently effective legal regulations pertaining to gender equality, on the basis of lists submitted by shareholders according to the procedures indicated below.

Lists can only be presented by shareholders who, either alone or in combination with other shareholders, own shares representing the percent of the share capital established by provisions of law or regulations. With respect to the above, with resolution no. 19499 of January 28, 2016, CONSOB established that 4.5% of share capital is the minimum qualifying share for presentation of a list for the appointment of the Company's governance body.

Lists must be filed at the Company's registered office in Viale Stelvio 66, Milan, Italy by **12:00 pm on Monday, March 21, 2016**, which is the twenty-fifth day prior to the date of the Shareholders' meeting in single call as one day is a holiday.

Lists may be filed electronically by sending them to the certified email address legale@pec.moleskine.com. If lists are submitted by certified e-mail, a copy of a valid identification document of those submitting it must also be sent.

Pursuant to Article 144-sexies, paragraph 4-quarter of CONSOB regulation no. 11971/1999, as amended (the "**Issuers' Regulation**"), the ownership all shareholdings held by the Shareholders presenting the list is confirmed by a notice to the Company, by the intermediary in accordance with Article 23 of the Joint Regulation, even after the list has been filed, at least twenty-one days prior to the date set for the Shareholders' meeting, in single call, i.e. by March 24, 2016 (article 144-sexies, paragraph 4-quarter, of the Issuers' Regulation). Ownership of the percentage of share

capital is determined having regard to the shares registered in favor of the shareholder on the day on which the lists are filed with the Company.

Pursuant to the provisions of Article 144-sexies, paragraph 5, of the Issuers' Regulation, if on the deadline for the submission of lists, as indicated above (Monday, March 21, 2016 at 12:00 pm) only one list has been submitted, or the only lists submitted were by shareholders who have significant relations contemplated under the applicable statutory laws and regulations, lists may be presented up to the third (3) day after this date, i.e. by (and no later than) Thursday, March 24, 2016 at 12:00 pm ("**Extension of Deadline**"); in the case of an Extension of Deadline, the minimum threshold for presenting lists is reduced to one half, i.e. 2.25% of the share capital.

Statutory Auditors must meet the requirements of applicable law and the Articles of Association.

For more information on the procedures and deadlines, as well as on the documentation to be filed for submitting lists, please see the Directors' Report on the fourth item on the agenda of the ordinary session and, in general, the provisions of applicable law and the Articles of Association.

Lists that are presented but are not in accordance with the above provisions will be considered as not presented.

The lists will also be subject to the forms of publicity prescribed by the laws and regulations in force at the time. The lists shall be made available to the public at the registered office, on the Company's website and by other means established by CONSOB regulations at least twenty-one days prior to the Shareholders' meeting (Thursday, March 24, 2016).

However, in the event of an Extension of Deadline in accordance with Article 144-sexies, paragraph 5 of the Issuers' Regulation, the lists presented for the appointment of the Board of Statutory Auditors shall be made available to the public at the registered office, on the Company's website and by the other means established by CONSOB regulations after 12:00 pm on Thursday, March 24, 2016 and, at any rate, no later than 6:00 pm on the same day. In case of an Extension of Deadline, eligible persons are requested to send to the Company the notice provided for in Article 23 of the Joint Regulation together with the lists and, however, by and no later than 6:00 pm on Thursday, March 24, 2016 so that these lists can be published.

Documentation

Documentation pertaining to the Shareholders' Meeting, prescribed by current laws and regulations, shall be made available to the public at the registered office in Viale Stelvio 66, Milan, Italy, at the authorized storage mechanism "eMarket Storage", managed by Bit Market Services and available at www.emarketstorage.com, on the website of Borsa Italiana S.p.A. and on the Company's website, www.moleskine.com (*Investor Relations Section - Corporate Governance/Shareholders' Meeting*) by the following dates:

- at least 40 days before the date of the Shareholders' Meeting, namely on March 5, 2016, the Directors' Report on items no. 3 and 4 on the agenda;
- at least 30 days before the date of the Shareholders' Meeting, namely on March 15, 2016, the Directors' Report on items no. 1, 2, 5 and 6 on the agenda;
- at least 21 days before the date of the Shareholders' Meeting, namely on March 24, 2016, the documentation specified in Article 154-ter of the TUF, concerning item no. 1 on the agenda, and the Remuneration Report pursuant to Article 123-ter of the TUF, referred to in item no. 2 on the agenda;

- at least 15 days before the date of the Shareholders' Meeting, namely on March 30, 2016, the documentation under Article 77, paragraph 2-bis of the Issuers' Regulation and Article 36, paragraph 1, letter a) of the Market Regulation adopted by CONSOB resolution no. 16191/2007, provided, however, that such documentation will be made available only at the Company's registered office.

This notice is being published, in accordance with Article 125-bis of the TUF and Article 84 of the Issuers' regulation, and in accordance with Article 8 of the Articles of Association, at the Company's website www.moleskine.com (*Investor Relations Section - Corporate Governance/Shareholders' Meeting*), and, as an extract, on the daily newspaper "Milano Finanza", and it is also sent to Borsa Italiana S.p.A. and it is available at the authorized storage mechanism "eMarket Storage", managed by Bit Market Service and available on the website www.emarketstorage.com.

Milan, March 1, 2016

On behalf of the Board of Directors

The Chairman, Marco Ariello

Fine Comunicato n.1513-12

Numero di Pagine: 8