



SPAFID  
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Societa' : MONCLER S.P.A.  
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Regolamentata  
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Data/Ora Inizio : 04 Marzo 2021 17:48:33  
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 51,670,524.80 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 ORDINARY SHAREHOLDERS' MEETING

All the Shareholders entitled to participate and vote are hereby invited to attend the Ordinary Shareholders' Meeting on 22 April 2021, at 11:30, 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, 2020 and allocation of the Fiscal Year profits:
  - 1.1 approval of the Financial Statements for the fiscal year as of December 31, 2020 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, 2020. 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 Fiscal Year profits. Related and consequent resolutions.
2. Resolution on the second section of the Report on the policy regarding remuneration and fees paid of Moncler S.p.A., drawn up pursuant to art. 123-ter, paragraph 6, of the Legislative Decree of February 24, 1998 no. 58.
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 June 11, 2020. Related and consequent resolutions.
4. Engagement of the audit firm for financials years 2022 – 2030 pursuant to Legislative Decree 39/2020 and Regulation (EU) no. 537/2014. Related and consequent resolutions.
5. Composition of the Board of Directors:
  - 5.1 Revision of the number of members of the Board of Directors;
  - 5.2 Appointment of a new Director;
  - 5.3 Revision of the remuneration of the Board of Directors.

#### 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 183/2020, paragraph 6, converted with amendments by Law 26 February 2021 n. 21, 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 and the Designated Representative 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 51,670,524.80, divided into 258,352,624 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 – 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 **13 April 2021** (*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 **19 April 2021**. 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 Spafid, the Designated Representative appointed by the Company, 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 **20 April 2021**), 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 methods: (i) transmission of a copy reproduced electronically (PDF) to the certified e-

mail address [assemblee@pec.spafid.it](mailto:assemblee@pec.spafid.it) (subject "Moncler Shareholders' Meeting 2021") from one's certified e-mail address (or, failing that, from one's ordinary e-mail address, in this case the proxy with the voting instructions must be signed with a qualified electronic or digital signature); (ii) original transmission, by courier or registered A / R, to Spafid S.p.A., Foro Buonaparte n. 10, 20121 Milan (Ref. "Moncler 2021 Shareholders 'Meeting Proxy") by anticipating a copy reproduced electronically (PDF) by ordinary e-mail to [assemblee@pec.spafid.it](mailto:assemblee@pec.spafid.it) (subject "Moncler Shareholders' Meeting 2021"). The proxy and voting instructions may be revoked by the aforesaid deadline (*i.e.*, by 20 April 2021). 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 set forth above and 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](mailto:confidential@spafid.it) or at the following phone numbers +39 0280687.319 and (+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 NEWPROPOSALS 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 14 March 2021, 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](mailto: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 **7 April 2021**, 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 **8 April 2021**, 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 **13 April 2021**), 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 three days prior to the Shareholders' Meeting (*i.e.*, by 19 April 2021), 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](mailto: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 16, 2021). The Company may provide single answers to questions having the same contents.

### **SECOND SECTION OF THE REPORT ON THE POLICY REGARDING REMUNERATION AND FEES PAID**

Pursuant to art. 123-ter, paragraphs 3-bis, of the Consolidated Law on Finance, the Ordinary Shareholders' Meeting will have to resolve in favour or contrary to the Report on the Policy Regarding Remuneration and Fees Paid with a non-binding resolution.

The meeting of Company's Board of Directors held on 18 February 2021 revised Moncler's Remuneration Policy approved by the ordinary Shareholders' Meeting of 11 June 2020 to adapt it to the new applicable regulations without altering the principles. Therefore, the Moncler Remuneration Policy, whose term is aligned with that of the current Board of Directors, will not be submitted to the binding vote of the Shareholders' Meeting convened on 22 April 2021.

### **APPOINTMENT OF A NEW DIRECTOR**

With reference to the fifth item on the agenda it should be noted that the slate voting procedure is not applicable for the adoption of the resolution and, therefore, as provided for by Art. 13.3 of the By-laws of Moncler, the Shareholders' Meeting will with the majorities required by law. For any further information, reference should be made to the Explanatory Report prepared by the Board of Directors.

### **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 5 March 2021.

### **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, 4 March 2021

For the Board of Directors  
The Chairman, Remo Ruffini

Fine Comunicato n.1218-21

Numero di Pagine: 7