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Informazione Regolamentata n. 1218-34-2021	Data/Ora Ricezione 25 Marzo 2021 12:08:55	MTA
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Informazione
Regolamentata
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Data/Ora Ricezione : 25 Marzo 2021 12:08:55
Data/Ora Inizio : 25 Marzo 2021 12:08:56
Diffusione presunta
Oggetto : Extraordinary Shareholders' Meeting

<i>Testo del comunicato</i>

Vedi allegato.



THE EXTRAORDINARY SHAREHOLDERS' MEETING APPROVED THE SHARE CAPITAL INCREASE RESERVED TO STONE ISLAND'S SHAREHOLDERS AND THE PROPOSAL OF AMENDMENTS TO THE COMPANY'S BY-LAWS

Milan, 25 March 2021- The Extraordinary Shareholders' meeting of Moncler S.p.A. met today in a single call, chaired by the Company's Chairman Remo Ruffini.

Reserved capital increase

The Extraordinary Shareholders' meeting approved the proposal to increase the share capital, against payment in cash and in divisible form, with the exclusion of pre-emptive right sets forth in Art. 2441, par. 5 and 6, of the Italian Civil Code, reserved to the shareholders of Sportswear Company S.p.A. ("SPW"), that holds Stone Island brand.

More specifically, the Shareholders' meeting approved the capital increase for a total maximum amount of Euro 575,000,800.2948 (of which Euro 3,066,033.2 as share capital and Euro 571,934,767.0948 as a premium), through the issue of a total maximum of no. 15,330,166 new Company's ordinary shares, with the same characteristics as those circulating at the date of the issue, at the subscription price of Euro 37.5078 (including share premium) for each share, reserved for subscription to Rivetex S.r.l., company linked to Carlo Rivetti, Mattia Rivetti Riccardi, Ginevra Alexandra Shapiro, Pietro Brando Shapiro, Alessandro Gilberti and Venezia Investments Pte Ltd. (vehicle fully indirectly controlled by Temasek Holdings (Private) Limited) to be paid also through compensation.

As a result of the approval of the reserved capital increase by the Extraordinary Shareholders' meeting, for the purpose of the closing which will be held on 31 March 2021, all the conditions precedent to the acquisition by Moncler of the entire corporate capital of SPW, disclosed to the market on 23 February 2021, have been fulfilled.

Amendments to the By-laws

The Extraordinary Shareholders' Meeting approved the single proposal of amendments to the Company's By-laws. In particular, the Shareholders' Meeting resolved upon amending:

- Artt. 8 and 12 to delete the quorums to convene meetings and pass resolutions for the approval by the Extraordinary Shareholders' Meeting of resolutions on certain matters and application of quorums provided by applicable law;
- Art. 13 to:
 - replace the fixed number of directors (11 or 13), with the indication of a minimum number of 9 directors and a maximum number of 15 directors, thus granting increased flexibility and adaptability in respect of the size and composition of the Board;
 - increase the number of independent directors who shall be the majority of board members, thus providing a quota that is higher than the minimum required by law (*i.e.*, 2 independent directors for boards of directors composed of more than 7 members) and higher than the quota recommended by the new Corporate Governance Code for listed companies applicable starting from 2021 (*i.e.*, at least half of the management body of large-size companies that do not have a concentrated ownership as Moncler);

The Extraordinary Shareholders' Meeting's resolution will be effective from the date of registration of the amendments with the Companies' Register of Milan.

The summary account of the votes and the minutes and the minutes of the Extraordinary Shareholders' meeting will be made available to the public by the terms and conditions provided for by applicable law.

FOR FURTHER INFORMATION:

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About Moncler

Moncler was founded at Monestier-de-Clermont, Grenoble, France, in 1952 and is currently headquartered in Italy. Over the years the brand has combined style with constant technological research assisted by experts in activities linked to the world of the mountain. The Moncler outerwear collections marry the extreme demands of nature with those of city life. In 2003 Remo Ruffini took over the company, of which he is currently Chairman and CEO. Moncler manufactures and directly distributes the clothing and accessories collections under the brand Moncler, through its boutiques and in exclusive international department stores and multi-brand outlets.

Fine Comunicato n.1218-34

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