

Informazione Regolamentata n. 1218-12-2023	Data/Ora Ricezione 08 Marzo 2023 19:23:48	Euronext Milan
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Data/Ora Ricezione : 08 Marzo 2023 19:23:48  
Data/Ora Inizio : 08 Marzo 2023 19:23:49  
Diffusione presunta  
Oggetto : Notice of call of the Ordinary Shareholders  
meeting of 18 April 2023

*Testo del comunicato*

Vedi allegato.



**Moncler S.p.A.**  
**Registered Office in Milan (Italy), Via Stendhal, no. 47, 20144**  
**Share Capital Euro 54,925,534.60 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 April 18, 2023, at 11:30 a.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 Statement for the fiscal year as of December 31, 2022 and allocation of the Fiscal Year operating result:
  - 1.1. Approval of the Financial Statements for the fiscal year as of December 31, 2022 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 Statement as of December 31, 2022. Presentation of the Consolidated non-Financial Declaration prepared in accordance with Legislative Decree n. 254/16. Related and consequent resolutions.
  - 1.2. Allocation of the results of the Fiscal Year. Related and consequent resolutions.
2. Non-binding resolution on the second section of the Report on the policy regarding remuneration and fees paid of Moncler, drawn up pursuant to Art. 123-ter, paragraph 4, of Legislative Decree of February 24, 1998, no. 58 and Art. 84-quater of the CONSOB Regulation no. 11971/1999.
3. Authorization to the purchase and disposal of treasury shares pursuant to Arts. 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 21, 2022. Related and consequent resolutions.
4. Appointment of the Board of Statutory Auditors for the three-year period 2023-2025:
  - 4.1 Appointment of three Statutory Auditors and two Alternate Auditors;
  - 4.2 Appointment of the Chairman of the Board of Statutory Auditors;
  - 4.3 Determination of the annual compensation of the members of the Board of Statutory Auditors.

## 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 Decree Law no- 198 of December 29, 2022, converted with amendments by Law no. 14 of February 24, 2023, 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 Monte Titoli S.p.A. ("**Monte Titoli**"), 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 54.925.534,60, divided into 274.627.673 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 concerning the amount of the share capital with specification of the number of shares it is divided into are 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 **April 5, 2023** (*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 13, 2023**. 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 **April 14, 2023**), 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 [RD@pec.euronext.com](mailto:RD@pec.euronext.com), indicating in the subject "Delega Assemblea Moncler 2023" 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: Monte Titoli S.p.A., for the attention of Ufficio Register & AGM Services, Piazza degli Affari n. 6, 20123 Milano, Ref. "Delega Assemblea Moncler 2023" anticipating an informatic (PDF) copy through ordinary email address [RD@pec.euronext.com](mailto:RD@pec.euronext.com) (subject "Delega Assemblea Moncler 2023").

The proxy and voting instructions may be revoked by the aforesaid deadline (*i.e.*, by April 14, 2023). 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 Monte Titoli by e-mail at [RegisterServices@euronext.com](mailto:RegisterServices@euronext.com) or at the following phone numbers (+39) 02.33635810 (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 within ten days as of the publication of this notice (taking into account that this deadline would expire on Saturday, March 18, 2023, it shall be postponed to the first working day thereafter, *i.e.*, Monday, **March 20, 2023**) 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 **April 3, 2023**, 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 **April 4, 2023**, 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 **April 5, 2023**), 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 (taking into account that the deadline would expire on a non-business day (*i.e.*, Sunday, April 16, 2023), it has been anticipated to **April 14, 2023**), 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 (taking into account that this deadline would expire on Saturday, April 8, 2023, it shall be postponed to the first working day thereafter, *i.e.*, Tuesday, April 11, 2023). 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*, paragraph 6, of the Consolidated Law on Finance, the Shareholders' Meeting called for the approval of the financial statements is required to resolve in favor or against the second section of the Report on the policy regarding remuneration and fees paid.

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 making up the remuneration, including treatment provided for in the event of termination 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 its subsidiaries or affiliates; (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.

Please note that the first section of the Report on the Policy regarding remuneration and fees paid, which regards the illustration of the Company's remuneration policy for directors and key managers, as well as the procedures followed for the adoption and implementation of such policy, was submitted for approval at the Shareholders' Meeting of April 21, 2022 and shall apply until the date of approval of the financial statements as at December 31, 2024, since its duration is expected to be aligned with the term of office of the Board of Directors appointed by the same Shareholders' Meeting.

## **APPOINTMENT OF BOARD OF STATUTORY AUDITORS 2023-2025**

The Board of Statutory Auditors is composed by three Statutory Auditors, appointed by the Shareholders' Meeting. The Shareholders' Meeting also determines the compensation of the Statutory Auditors and appoints two Alternate Auditors.

The appointment of Statutory Auditors is based on lists submitted by the Shareholders, in compliance with the procedure set forth in Art. 24 of the By-laws. Each Shareholder may submit or participate to the submission of only one list.

Only Shareholders holding, individually or jointly with other Shareholders, at least 1% of the Company's share capital are entitled to submit lists, as established by CONSOB under Determination no. 76 of January 30, 2023.

The lists shall be filed, alternatively, (i) by hand delivery at the Corporate Affairs Office, Via Andrea Solari, no. 33, 20144 Milan, during office hours, or (ii) 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 24, 2023). In the event that at the expiry of the deadline only one list has been filed or only lists presented by Shareholders related to each other pursuant to Art. 144-*quinquies* of CONSOB Regulation no. 11971/1999 (the "**Issuers' Regulations**"), the deadline for filing additional lists will be reopened until the third day following that date (i.e. by March 27, 2023) and the threshold for the submission of lists will be reduced to the possession of 0.50% of the Company's share capital.

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

The lists are to be filed along with:

- a) 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, proven by appropriate documentation issued by an intermediary authorized by law;
- b) 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;
- c) 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.

Outgoing Statutory Auditors are eligible for re-election.

For further information on the appointment of the Board of Statutory Auditors, please refer to the illustrative report drawn up by the Board of Directors in accordance with Art. 125-*ter* of Consolidated Law on Finance, which will be made available to the public by the terms and means set by existing 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 March 9, 2023.

### **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, March 8, 2023

For the Board of Directors

The Chairman, Remo Ruffini



Fine Comunicato n.1218-12

Numero di Pagine: 9