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Oggetto : Ordinary Shareholders' Meeting

Testo del comunicato

Vedi allegato.

MONCLER

GROUP

THE ORDINARY SHAREHOLDERS' MEETING OF MONCLER S.P.A. APPROVED THE FINANCIAL STATEMENTS FOR FY 2022, A DIVIDEND DISTRIBUTION OF EUR 1.12 PER SHARE AND APPOINTED THE NEW BOARD OF STATUTORY AUDITORS

The Shareholders' Meeting also:

- voted in favor of the second section of the Remuneration Report on compensation paid in 2022;
- approved the authorisation to purchase and dispose of treasury shares.

Milan, 18 April 2023 – The Ordinary Shareholders' meeting of Moncler S.p.A. ("Moncler" or the "Company") was held today, in a single call, led by the Company's Chairman Remo Ruffini.

Financial Statements

The Ordinary Shareholders' Meeting approved the Financial Statements for the year ending 31 December 2022 and approved the distribution of a gross dividend of EUR 1.12 per share, for a total amount of EUR 301 million, without prejudice to the current number of shares entitled to payment to be determined on 23 May 2023. The coupon date will be 22 May 2023, with payment on 24 May 2023.

As already announced, in 2022, Moncler Group reached consolidated revenue of EUR 2,602.9 million up 25% at constant exchange rates compared to 2021. These results include Moncler brand revenue equal to EUR 2,201.8 million and Stone Island brand revenue equal to EUR 401.1 million. Group net income was EUR 606.7 million in 2022.

Report on the Policy regarding Remuneration and Fees Paid

The Ordinary Shareholders' Meeting expressed a favourable opinion on the second section of the Report on the Policy regarding Remuneration and Fees Paid prepared by the Board of Directors pursuant to Art. 123-ter of Legislative Decree no. 58 of 24 February 1998 (the "Consolidated Law on Finance") regarding the compensation paid in 2022.

The Report on the policy regarding remuneration and fees paid is available on the Company's website at www.monclergroup.com, in the Sections "Governance/Shareholders' Meeting" and "Governance/Remuneration".

Appointment of the Board of Statutory Auditors

The Ordinary Shareholders' Meeting appointed the Board of Statutory Auditors for the three-year period 2023-2025.

The new Board of Statutory Auditors, which will remain in office until the Shareholders' Meeting that will be called to approve the Financial Statements as of 31 December 2025, consists of 3 Standing Auditors and 2 Alternate Auditors.

Based on the two submitted lists, the members of the Board of Statutory Auditors appointed by the Shareholders' Meeting are:

- Riccardo Losi, as Chairman of the Board of Statutory Auditors, drawn from List no. 2 submitted by a group of international and domestic asset management companies and institutional investors (holding a representative stake of 1.47492% of Moncler's share capital, which obtained a voting percentage of 16.264%);
- Carolyn Dittmeier and Nadia Fontana, as Standing Auditors drawn from List no. 1, submitted by the shareholder Double R S.r.l. (holder of a representative interest of 23.7% of Moncler's share capital, which achieved a voting percentage of 83.3%);
- as well as Lorenzo Mauro Banfi and Federica Albizzati, as Alternate Auditors, drawn from List no. 1 and List No. 2, respectively.

The Shareholders' Meeting also set the compensation of the Standing Auditors at 60,000 EUR and the compensation of the Chairman of the Board of Statutory Auditors at 80,000 EUR.

The curricula vitae of the members of the Board of Statutory Auditors are available at the Company's website at www.monclergroup.com, Section "Governance/Shareholders' Meeting."

Based on the information available to the Company, as of today, none of the Statutory Auditors own shares in Moncler.

Authorisation to purchase and dispose of treasury shares

The Ordinary General Meeting of Shareholders revoked, for the unexecuted portion, the authorisation to purchase and dispose of the Company's ordinary shares granted by a resolution of the General Meeting of Shareholders on 21 April 2022 and, at the same time, approved a new authorisation to purchase the Company's ordinary shares in accordance with the terms and conditions set out in the resolution proposal approved by the Board of Directors on 28 February 2023 and explained in the report available on the Company's website www.monclergroup.com, Section "Governance/Shareholders' Meeting".

The purpose of the authorisation to purchase and dispose of treasury shares is to enable the Company to purchase and dispose of its ordinary shares for the purposes permitted by law, which include: (i) support of liquidity and market efficiency; (ii) preservation for subsequent uses, including: consideration in extraordinary transactions, including exchange or sale of equity investments to be achieved by means of exchange, contribution or other acts of disposition and/or use, with other parties, including use to service bonds convertible into shares of the Company or bonds with warrants; and (iii) use to service compensation plans based on financial instruments pursuant to Art. 114-bis of the Consolidated Law on Finance in favour of directors, employees or collaborators of the Company and/or its subsidiaries, as well as the free assignment of shares to Shareholders.

The authorisation provides for the purchase, also in several tranches, of ordinary shares without indication of nominal value, up to a maximum number that, taking into account the ordinary shares held from time to time in the portfolio by the Company and its subsidiaries, does not exceed 10% of the Company's share capital, it being understood that, within this overall maximum limit, purchases pursuant to Art. 144-*bis*, paragraph 1, letter c) of the Issuers' Regulations may be made up to a maximum number not exceeding 5% of the share capital.

It is envisaged that the purchase price of each share shall not be lower than the official stock market price of the Moncler share on the day prior to the day on which the purchase transaction will be carried out, decreased by 20%, and not higher than the official stock market price on the day prior to the day on which the purchase transaction will be carried out, increased by 10%, in compliance in any case with the terms and conditions established by Delegated Regulation (EU) No. 1052 of 8 March 2016 and by the accepted market practices from time to time, approved by the National Commission for Companies and the Stock Exchange, where applicable.

With reference to transactions involving the disposal of treasury shares, it is envisaged that they will be carried out in any manner deemed appropriate in the interest of the Company, in compliance with the laws and regulations in force at the time and in pursuit of the purposes set forth in the proposed resolution, including sales on regulated markets, in blocks and by means of an exchange or securities loan or free assignment.

The authorisation to purchase treasury shares is for 18 months from today's date. Authorisation for the disposal and/or use of treasury shares held in portfolio or that may be purchased is without time limits,

due, *inter alia*, to the opportunity to allow the Board of Directors to avail itself of the maximum flexibility, also in terms of time, to carry out the acts of disposal of the shares.

It should also be noted that, as of today, Moncler holds a total of n. 4,515,770 treasury shares, equal to 1.6% of the share capital.

The summary report of the votes and the minutes of today's Shareholders' Meeting will be made available as per the terms set out in current legislation.

FOR ADDITIONAL INFORMATION:

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About Moncler

With its brands Moncler and Stone Island, the latter acquired in March 2021, Moncler Group represents the expression of a new concept of luxury. True to its philosophy "Beyond Fashion, Beyond Luxury", the Group strategy is centered on experience, a strong sense of purpose and belonging to a community while taking inspiration from the worlds of art, culture, music, and sports. Alongside supporting the individual brands sharing corporate services and knowledge, Moncler Group aims to maintain its brands' strong independent identities based on authenticity, constant quest for uniqueness, and formidable ties with their consumer's communities. Operating in all key international markets, the Group distributes its brands' collections in more than 70 countries through directly operated physical and digital stores as well as selected multi-brand doors, department stores and e-tailers.

Fine Comunicato n.1218-21

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