

Informazione Regolamentata n. 1218-25-2024	Data/Ora Inizio Diffusione 25 Marzo 2024 07:24:38	Euronext Milan
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Societa' : MONCLER

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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 54.961.190,80 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 24 April 2024, at 10:00 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 Statements for the fiscal year as of 31 December 2023 and allocation of the Fiscal Year operating result:
  - 1.1. Approval of the Financial Statements for the fiscal year as of 31 December 2023 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 31 December 2023. 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 14 May 1999, after revocation, for the portion not implemented, of the resolution on the authorization approved by the ordinary Shareholders' Meeting on 18 April 2023. Related and consequent resolutions.
4. Incentive plan on Moncler ordinary shares called "2024 Performance Shares Plan" reserved for Executive Directors, Managers with Strategic Responsibilities, employees and/or collaborators and/or consultants of Moncler and its subsidiaries. Related and consequent resolutions.

### PARTICIPATION IN THE SHAREHOLDERS' MEETING THROUGH THE DESIGNATED REPRESENTATIVE

Pursuant to Art. 106, paragraph 7, of Decree Law No. 18/2020 (the **Decree**) converted with Law no. 27/2020 (its effects have been extended by Decree Law no. 215/2023

converted with amendments by Law no. 18/2024), 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.

The Shareholders' Meeting will, thus, be held without the physical participation of 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 54,961,190.80, divided into 274,805,954 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 **15 April 2024** (*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 2024**. 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 7, of the 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, 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 **22 April 2024**), 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 2024" 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 attention of area Register Services, at Monte Titoli S.p.A., Piazza degli Affari n. 6, 20123 Milano, (Ref. "Delega Assemblea Moncler 2024") anticipating an informatic (PDF) copy through ordinary email address [RD@pec.euronext.com](mailto:RD@pec.euronext.com) (subject "Delega Assemblea Moncler 2024").

The proxy and voting instructions may be revoked by the aforesaid deadline (*i.e.*, by 22 April 2024). 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 participation mechanism provided by 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 must 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 the 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).

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 NEW PROPOSALS FOR RESOLUTIONS**

Shareholders that, even jointly, represent at least one-fortieth of the share capital can request to integrate the list of the items to be discussed, by indicating the additional items they propose, or submit proposals for resolutions regarding the items already in the agenda. Such inclusion of additional items in the agenda can be requested within ten days from 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 of the publication of this notice (*i.e.*, within **4 April 2024**) 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 proposed resolutions on the new matters that they are proposing for discussion or the reasons for the additional resolutions submitted on items already in the agenda.

Information regarding the agenda's integrations or the submission of proposals for additional resolutions on the items that have already been included in 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, the report provided by the requesting Shareholders, together with any evaluations of the Board of Directors', will be made available to the public, in the same form as the documents regarding the Shareholders' Meeting.

No integrations to the agenda are permitted for the items upon which the Shareholders' Meeting resolves, pursuant to applicable law, upon proposal by the Directors or based on a report prepared by the Board of Directors other than the ones referred to under Art. 125-*ter*, paragraph 1, of the Consolidated Law on Finance.

### **POWER TO INDIVIDUALLY SUBMIT PROPOSALS FOR 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 who intend to submit proposals for resolutions on the matters on the agenda are kindly invited to submit them beforehand, by **9 April 2024**, with the same manners set out in the previous paragraph. Such proposals will be made available to the public on the website of the Company by **10 April 2024**, in order to allow those entitled to vote in an informed manner also taking into account such new proposals and to allow the Designated Representative to collect voting instructions also on such proposals, if any. The requiring person shall provide suitable documentation proving the legitimacy to intervene in 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 prior to the Shareholders' Meeting, and, in any case, by the record date (*i.e.*, by **15 April 2024**), 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 at least three days prior to the Shareholders' Meeting (*i.e.*, by Sunday 21 April 2024, anticipated to **Friday 19 April 2024**), 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 to express themselves in an informed manner on the items on the agenda.

Such questions - accompanied by the related notice, issued by the legally-authorized intermediary, attesting the Shareholder's entitlement to exercise the 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.*, **18 April 2024**). 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 managers 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 21 April 2022 and shall apply until the date of approval of the financial statements as at 31 December 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.

## **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 Bylaws 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 "Il Sole 24 Ore".

Milan, 25 March 2024

For the Board of Directors

The Chairman, Remo Ruffini

Fine Comunicato n.1218-25-2024

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