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Societa' : MONCLER

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Oggetto : Notice of call of the Ordinary Shareholders' Meeting of 16 April 2025

*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 16 April 2025, 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 2024 and allocation of the Fiscal Year operating result:**
  - 1.1. **Approval of the Financial Statements for the Fiscal Year as of 31 December 2024 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 31 December 2024 including the consolidated sustainability statement pursuant to Legislative Decree no. 125/2024. Related and consequent resolutions;**
  - 1.2. **Allocation of the results of the Fiscal Year. Related and consequent resolutions.**
2. **Report on Moncler's Policy regarding remuneration and fees paid, pursuant to Art. 123-ter of Legislative Decree no. 58/1998 and Art. 84-quater of Consob Regulation no. 11971/1999:**
  - 2.1 **Binding resolution on the first Section regarding remuneration policy pursuant to Art. 123-ter, paragraph 3, of Legislative Decree no. 58/1998. Related and consequent resolutions;**
  - 2.2 **Non-binding resolution on the second Section regarding fees paid pursuant to Art. 123-ter, paragraph 4, of Legislative Decree no. 58/1998. Related and consequent resolutions.**
3. **Authorization to the purchase and disposal of treasury shares pursuant to and in accordance with Articles 2357 and 2357-ter of the Italian Civil Code, Art. 132 of the Legislative Decree no. 58/1998 and Art. 144-bis of Consob Regulation no. 11971/1999, after revocation, for the portion not implemented, of the resolution on the authorization approved by the Ordinary Shareholders' Meeting on 24 April 2024. Related and consequent resolutions.**

4. **Appointment of the Board of Directors:**
  - 4.1 **Determination of the number of members of the Board of Directors;**
  - 4.2 **Determination of the duration of the appointment of the Board of Directors;**
  - 4.3 **Possible authorizations pursuant to Art. 2390 of the Italian Civil Code;**
  - 4.4 **Appointment of the members of the Board of Directors;**
  - 4.5 **Determination of the remuneration of the members of the Board of Directors.**

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

Pursuant to Art. 106, paragraph 4, of Decree Law no. 18/2020 (the **Decree**) converted by Law no. 27/2020 (which effects have been last extended by Decree Law no. 202/2024 converted with amendments by Law no. 15/2025), 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 (MI – 20123), Piazza degli Affari n. 6, as designated representative (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 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 is 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 (*record date*), which is **7 April 2025**. 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 **11 April 2025**. 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 of **11 April 2025**, provided that it is received prior to the beginning of the Shareholders' Meeting works.

### DESIGNATED REPRESENTATIVE

Pursuant to Art. 106, paragraph 4, 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>, Section "Governance/Shareholders' Meetings of 16 April 2025").

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 **14 April 2025**), 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 aprile 2025") 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 the area Register Services, at Monte Titoli S.p.A., Piazza degli Affari n. 6, 20123 Milano (Ref. "Delega Assemblea Moncler aprile 2025") anticipating an informatic (PDF) copy through ordinary email address [RD@pec.euronext.com](mailto:RD@pec.euronext.com) -subject "Delega Assemblea Moncler aprile 2025").

The proxy and voting instructions may be revoked by the aforesaid deadline (*i.e.*, by **14 April 2025**). The proxy shall not be effective for those proposals for which voting instructions have not 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*, paragraph 4, of the Consolidated Law on Finance, 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>, Section "Governance/Shareholders' Meetings of 16 April 2025").

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 pm 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 SHAREHOLDERS' MEETING AND TO SUBMIT NEW PROPOSALS FOR RESOLUTIONS**

Pursuant to Art. 126-*bis*, paragraph 1, first period, of the Consolidated Law on Finance, 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.

Only those Shareholders in favour 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, and received by, the Company within ten days of the publication of this notice (*i.e.*, within **16 March 2025**) and must be sent by means of registered mail or certified e-mail to the following addresses: Moncler S.p.A., 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 integration to the agenda is permitted for the items upon which the Shareholders' Meeting resolves, pursuant to applicable laws, 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.

### **RIGHT TO INDIVIDUALLY REQUEST ADDITIONS TO THE AGENDA OF THE MEETING AND TO SUBMIT NEW PROPOSALS FOR RESOLUTIONS**

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 **1 April 2025** (fifteenth day before the Shareholders Meeting), 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 **3 April 2025**, 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 also prior to the Shareholders' Meeting, and, in any case, within the record date (*i.e.*, within **7 April 2025**), 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.*, within **13 April 2025**), through publication on the Company's website (<http://www.monclergroup.com>, Section "Governance /Shareholders' Meeting").

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., Via Andrea Solari no. 33, 20144 Milan (Italy), e-mail [moncler@legalmail.it](mailto:moncler@legalmail.it), at the Corporate Affairs Secretary's attention.

The Company may give a single response to questions regarding the same matters.

A response shall not be due, not even during the Shareholders' Meeting, to questions submitted before it, if the requested information is already made available by the Company in the format "Questions and Answers" on the Company's website (<http://www.monclergroup.com>, Section "Governance/Shareholders' Meeting"), or if the response has already been published in the same Section.

### **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 is called to resolve in favour or contrary to:

- (i) the first Section of the Report on the Policy regarding remuneration and fees paid, which outlines the Company's remuneration policy for the members of the governing bodies and Managers with Strategic Responsibilities and, without prejudice to the provisions of Art. 2402 of the Italian Civil Code, of the statutory auditors, as well as the procedures used for the adoption and implementation of said Policy, in accordance with the frequency required by the duration of the policy as defined pursuant to Art. 123-*ter*, paragraph 3, letter a), of the Consolidated Law on Finance, and at least every three years. Such resolution is binding;
- (ii) the second Section of the Report on the Policy regarding remuneration and fees paid intended for the members of the administrative and control bodies and Managers with Strategic Responsibilities which illustrates in particular: (i) each of the items making up the remuneration, including treatment provided for in the event of termination of office or termination of the relationship, highlighting its consistency with the Policy; (ii) the fees paid during the financial year of reference for any title and in any form by the Company and its subsidiaries, indicating any components of the above-mentioned remuneration that relate to activities performed in financial years preceding the year of reference; (iii) the

fees to be paid in one or more subsequent years in exchange for the work performed in the year of reference, indicating, if necessary, an estimated value for the components that cannot be objectively quantified in the financial 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. Such resolution is not binding.

## APPOINTMENT OF THE BOARD OF DIRECTORS

### Composition

The Shareholders' Meeting shall appoint a Board of Directors composed of a number of directors between - pursuant to the wording of Art. 13, paragraph 1, of the Bylaws in force as of the date of this notice of call - no less than 9 and no more than 15 members and shall determine their number thereof, subject to the aforesaid limits, prior to their appointment.

Please note that on 13 February 2025, the Board of Directors resolved to convene an Extraordinary Shareholders' Meeting of 20 March 2025 whose agenda includes, among other things, the amendment of Art. 13, paragraph 1, of the Bylaws, providing that the minimum number of Directors shall not be less than 7 while the maximum number of members remains unchanged. Should this amendment to the Bylaws be approved by the Extraordinary Shareholders' Meeting, the appointment of the Board of Directors by the Ordinary Shareholders' Meeting of 16 April 2025 shall be made in accordance with the new Art. 13, paragraph 1, of the Bylaws and, therefore, the number of Directors to be appointed shall be between a minimum of 7 and a maximum of 15.

Please refer to the documentation made available to Shareholders for the Extraordinary Shareholders' Meeting available at [www.monclergroup.com](http://www.monclergroup.com) in the Section dedicated to the Shareholders' Meeting of 20 March 2025 under "Governance/Shareholders' Meeting".

### Lists

Pursuant to applicable laws and regulations, as well as pursuant to Art. 13 of the Bylaws, the appointment of the Board of Directors by the Shareholders' Meeting shall take place with the presentation of lists of candidates, pursuant to the procedure described in Art. 13 of the Bylaws, which is available on the Company's website ([www.monclergroup.com](http://www.monclergroup.com) Section "Governance/Documents and Procedures").

Pursuant to Art. 13 of the Bylaws, Directors are appointed by the Shareholders' meeting, in accordance with the *pro tempore* regulations concerning gender balance, on the basis of lists of candidates submitted by the Shareholders pursuant to the legal and regulatory provisions in force from time to time, according to which no more than 15 candidates who fulfil the requirements provided for by the legal and regulatory provisions in effect from time to time are to be listed with an assigned sequence number.

Shareholders entitled to submit lists are also invited to review the Board of Directors' and the Board of Statutory Auditors' Diversity Policy and the Guidelines provided by the Board of Directors on the size and composition of the Board of Directors - containing also an indication of the quantitative and qualitative criteria identified to assess the significance of relationships, including economic ones, capable of compromising the independence of the members of the Board of Directors, as well as the maximum number of offices considered compatible with an effective performance of the role of Director of Moncler -, which are available on the Company's website (<http://www.monclergroup.com>, under Section "Governance/Shareholders' Meeting").

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 the Consob Resolution no. 123 issued on 28 January 2025.



Each Shareholder may submit or participate to the submission of only one list and each candidate may be presented only in one list, otherwise ineligibility will occur.

Pursuant to Art. 13.3 of the Bylaws, the majority of the Directors must qualify as independent under the legal or regulatory provisions and the provisions of the Corporate Governance Code for listed companies approved by the Corporate Governance Committee. Each list must indicate which candidates possess the requisite of independence.

Lists with a number of candidates equal to or higher than three must include candidates of both genders, so that at least two fifths (rounded up) of the candidates belong to the least represented gender.

The lists of candidates must be filed within Saturday 22 March 2025 by the Shareholder or by the Shareholders:

- (i) delivery by hand at the registered office of the Company (at the "Corporate Affairs Secretary", Via Stendhal, no. 47, 20144 – Milan), from Monday to Friday from 9:30 a.m. to 6:00 p.m. (closed on Saturdays and Sundays); or
- (ii) by certified electronic mail to the address [moncler@legalmail.it](mailto:moncler@legalmail.it). In the case of submission of lists by certified electronic mail, a copy of a valid identity document of the presenters must also be transmitted.

The ownership of the minimum capital share necessary in order to submit the lists, in the percentage referred to above, is ascertained on the basis of the shares resulting registered in the Shareholder's name at the date on which the lists are filed with the Company. The relevant evidence of ownership may be also provided after the filing of the lists, but in any case, within the term provided by the Company for the publishing of the lists (*i.e.*, within 26 March 2025), by means of a communication issued by an authorized intermediary pursuant to the regulations in force.

By the terms set forth as above, the following documents must also be filed together with each list: (i) statements with which 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 the laws and regulations in force for the respective positions; (ii) *curriculum vitae* relating to each candidate's personal and professional characteristics, indicating the candidate's potential suitability to be classified as independent according to the definitions provided by the legal and regulatory provisions in force and by the Corporate Governance Code for listed companies approved by the Corporate Governance Committee; (iii) information regarding the identity of the Shareholders presenting the lists, with the indication of the aggregate share capital owned, certified by adequate documentation provided by an authorized intermediary pursuant to applicable law. Shareholders are invited to attach a list of directorships and control positions held by the candidates in other companies, also for the purposes of compliance with the limits on the accumulation of positions and any possible resolutions to be taken pursuant to Art. 2390 of the Italian Civil Code.

Lists which do not meet the above requirements shall be treated as not submitted.

It is hereby reminded that Shareholders submitting a "minority list" should follow the recommendations provided by Consob with the Communication no. DEM/9017893 of 26 February 2009.

### **Election of candidates**

The manner in which candidates are elected is governed by Art. 13, paragraph 3, of the Bylaws to which reference is made. In this regard, it should be noted that the Extraordinary Shareholders' Meeting of 20 March 2025 will be asked to amend this Article and, in particular, the provision governing the procedures for the election of the Board of Directors with specific reference to the appointment of directors taken from the minority list, providing, in particular, that (i) in the event of a Board of Directors



comprising between 7 and 12 members, 1 director will be drawn from the minority list while (ii) in the event of a Board of Directors composed of a number of members greater than 12, not only 1, but 2 directors will be drawn from the minority list, if the minority list contains the first two places of candidates of different gender (it being understood that if the minority list contains only one candidate or several candidates all of the same gender or several candidates, even of different gender, without however complying with the above requirement, 1 director shall be drawn from the minority list).

In this regard, please refer to the Directors' report available on the website [www.monclergroup.com](http://www.monclergroup.com) in the Section dedicated to this Extraordinary Shareholders' Meeting present in "Governance/Shareholders' Meeting".

For further information on the appointment of the Board of Directors, please refer to the illustrative report drawn up by the Board of Directors in accordance with Art. 125-*ter* of the Consolidated Law on Finance made available to the public by the terms and means set by law.

## DOCUMENTS

The reports of the Directors including the full text of the proposed resolutions and the further documents regarding the Shareholders' Meeting set forth by the applicable laws will be made available to the public within the terms provided for by the applicable laws, at the Company's registered offices in Via Stendhal 47, 20144 Milan (Italy) and on the Company's website (<http://www.monclergroup.com>, Section "Governance/Shareholders' Meeting"), 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>, Section "Governance/Documents and Procedures").

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 Bylaws, on the Company's website (<http://www.monclergroup.com>, Section "Governance/Shareholders' Meeting") and at the mechanism for the central storage of regulated information "eMarket STORAGE", as well as, as an abstract, on the newspaper "Milano Finanza".

Milan, 6 March 2025

For the Board of Directors

The Chairman, Remo Ruffini

Fine Comunicato n.1218-48-2025

Numero di Pagine: 10