



**MONCLER S.p.A.**

*Registered offices in Milan, Via Stendhal, n. 47 – company capital euro 50,000,000.00 entirely paid-in  
Companies Register of Milan, fiscal code and VAT number 04642290961 - REA n. 1763158*

**Board of Directors report, prepared pursuant to article 72, paragraphs 1 and 6, and Annex 3A, Templates 2 and 3, of the regulations adopted by CONSOB with resolution n. 11971 of 14 May 1999, on the exercising of the authorisation pursuant to article 2443 of the Italian Civil Code for a paid divisible increase in the share capital by a maximum nominal sum of Euro 1,006,000, with the exclusion of options pursuant to article 2441, fifth, sixth and eighth paragraphs of the Italian Civil Code, to be reserved for the subscription of the beneficiaries of the “Stock Option Plan 2014-2018 Top Management and Key People”**

Dear Board Members, dear Statutory Auditors,

The Shareholders' Assembly of 1 October 2013, relating to the procedure for the listing of the ordinary shares of Moncler S.p.A. ("**Moncler**" or the "**Company**") on the Stock Exchange organised and managed by Borsa Italiana, resolved to grant the Board of Directors, pursuant to art. 2443 of the Italian Civil Code, the right to increase the share capital of the Company, in one or more occasions, within a maximum timeframe of five years from the date of effectiveness of the resolution, which is established as the starting date of the negotiations for the shares on the Stock Exchange, that took place on 16 December 2013, for a maximum nominal value of Euro 1,500,000.00, with the exclusion of options pursuant to art. 2441, fifth and sixth paragraph, of the Italian Civil Code, for one or more incentive plans for directors, employees and collaborators of the Company and/or its subsidiaries to be approved by the Shareholders' Assembly. The Board of Directors also has the right to establish, on each occasion, the dividend rights and the issue price of the shares (and thus the number of shares to be issued), as well as the portion of said price to be credited to capital, without prejudice to the fact that the issue price must be determined in accordance with the legal provisions and in particular, for increases resolved pursuant to art. 2441, fifth paragraph, of the Italian Civil Code, considering, where applicable, the performance of the shares in the last semester.

The Board of Directors intends to partially exercise the above mentioned authorisation through a paid divisible increase in the share capital of the Company by a maximum nominal value of Euro 1,006,000, with the exclusion of options pursuant to art. 2441, fifth, sixth and eighth paragraph, of the Italian Civil Code, by issuing a maximum of 5,030,000 new ordinary shares of Moncler, with no par value, with the same characteristics as those in circulation at the issue date, with regular dividend rights, for the incentive and loyalty plan named "*Stock Option Plan 2014-2018 Top Management and Key People*" (the "**Top Management Stock Option Plan**" or the "**Plan**") reserved for executive directors, employees and collaborators, including external consultants, of Moncler and its subsidiaries ((the "**Subsidiaries**") pursuant to art. 93 of legislative decree 24 February 1998 n. 58 and as amended (the "**Consolidating Act on Finance** ").

### **1. Purpose and allocation of the increase in share capital**

The purpose of the prospective increase in share capital is to create the provision of ordinary shares for the Top Management Stock Option Plan, which is subject to the approval of the ordinary Assembly convened on 28 February 2014 on first call pursuant to art. 114-*bis* of the Consolidating Act on Finance. The exercising by the Board of Directors of the authorisation to increase the share capital is therefore dependent on the approval of the Plan by the Assembly.

The Top Management Stock Option Plan relates to the awarding free of charge of a maximum of 5,030,000 options (the "**Options**"), valid for the subscription of 5,030,000 ordinary shares of Moncler, in the ratio of 1 (one) ordinary share for every 1 (one) Option awarded in accordance with the terms and conditions established by the Plan.

The Options shall be awarded free of charge to the beneficiaries identified by the Board of Directors, following a consultation with the Committee for Appointments and Remuneration, with the number of Options awarded on the basis of the strategic importance of each beneficiary in terms of the creation of new value, in consideration of the following factors: (i) organisational importance of the role; (ii) *performance track* of the holder of the role; (iii) retention importance; (iv) organisational fit and trust; (v) succession planning; and (vi) talent and potential

The proposal relating to the adoption of the Top Management Stock Option Plan was presented to the Assembly with the resolution of the Board of Directors, adopted on 24 January 2014, following the favourable opinion of the Committee for Appointments and Remuneration.

For more details on the proposal for the adoption of the Top Management Stock Option Plan, please see the board report prepared pursuant to articles 114-*bis* and 125-*ter* del Consolidating Act on Finance and the memorandum on the Plan, which was prepared pursuant to article 84-*bis* of the regulations for issuers adopted by CONSOB with resolution n. 11971 of 14 May 1999 and as amended (the “**Issuer Regulations**”), and made available to the general public in the required legal timeframe and visible on the Company’s website [www.monclergroup.com](http://www.monclergroup.com), in the Section “*Governance>Shareholders’ Meeting*”.

## **2. Reasons for the exclusion of option rights**

As already outlined in the report prepared by the Board of Directors, pursuant to the combined provisions of articles 2441, sixth paragraph, and 2443, first paragraph of the Italian Civil Code, that was presented to the shareholders’ Assembly of 1 October 2013 (and attached to the respective minutes) for the purposes of granting that authorisation to increase the share capital that we hereby propose to exercise, the exclusion of options is justified on the basis of the aims of the operation for the increase in capital for the Top Management Stock Option Plan. The authorisation to increase the share capital with the exclusion of options pursuant to art. 2441, fifth, sixth and eighth paragraph of the Italian Civil Code, granted by the Assembly of 1 October 2013, was in fact justified based on the context of the listing procedure of the ordinary shares of Moncler on the Stock Exchange with the resulting interest by the Company in effectively implementing share incentive plans. These plans, in accordance with the best market practices of listed companies at both a national and international level, represent an effective instrument for incentivising and creating loyalty for employees in order to maintain and improve performance levels and contribute to increasing the growth and success of the company.

The adoption of remuneration plans based on shares also complies with the recommendations of the Code of Self-governance of Listed Companies, where art. 6 recognises that said plans represent a suitable instrument for aligning the interests of the executive directors and managers with strategic responsibilities of listed companies with the interests of shareholders, thus allowing the pursuit of the principal objective of creating value in the medium-long-term

These objectives form the basis for the proposal for the adoption of the Plan and the respective increase in capital that we propose to adopt, including to reward key persons, employees and collaborators of the Company and Subsidiaries for their effort in contributing to the growth of the Group in recent years, which resulted in the success of the listing procedure of the shares on the Stock Exchange

**3. Characteristics of the increase in capital reserved for beneficiaries of the Top Management Stock Option Plan.**

The Top Management Stock Option Plan involves the awarding free of charge of a maximum of 5,030,000 Options, valid for the subscription of 5,030,000 Moncler ordinary shares, in a ratio of 1 (one) ordinary share every 1 (one) Option awarded in accordance with the terms and conditions established by the Plan.

For the Top Management Stock Option Plan we therefore propose a paid divisible increase in share capital, before the final deadline of 15 October 2018, by a maximum sum of Euro 1,006,000, with the exclusion of options, pursuant to art. 2441, fifth, sixth and eighth paragraphs, of the Italian Civil Code, through the issuing of a maximum of 5,030,000 newly issued Moncler ordinary shares, with no par value, with the same characteristics as those in circulation at the issue date, with regular dividend rights, to be reserved for the subscription of the beneficiaries of the Top Management Stock Option Plan at a subscription price of Euro 10.20 per share, of which Euro 0.20 is to be credited as capital and Euro 10 as share premium.

The entirely subscribed and paid-in share capital of Moncler is equal to Euro 50,000,000, which is divided into 250,000,000 ordinary shares, with no express par value.

**4. Credit guarantee and/or placement consortia, respective composition. Terms and conditions of their involvement.**

The establishment of credit guarantee and/or placement consortia is not planned.

**5. Any other planned forms of placement.**

The exact number of the Company's shares to be issued in the context of increase in capital shall be resolved, in accordance with the above, by the Board of Directors.

The shares to be issued in the context of the increase in capital shall be reserved for the subscription of beneficiaries of the Top Management Stock Option Plan who have exercised the Options.

No other forms of placement are planned at present.

**6. Determination of the issue price of the shares for the exercising of the Options and awarding ratio.**

The issue price of the newly issued ordinary shares of Moncler relating to the increase in capital is Euro 10.20 per share, which corresponds to the sale offer price of the ordinary shares of Moncler during the listing of

the shares on the Stock Exchange which took place between 27 November 2013 and 11 December 2013, on whose basis the ordinary shares of Moncler have been listed and negotiated on the Stock Exchange since 16 December 2013, and thus the authorisation granted to the Board of Directors by the Assembly on 1 October 2013 to increase the share capital for incentive plans has become effective. The definition of the price was made by the Board of Directors in conformity with the criteria established by the law and by the Assembly on 1 October 2013, in consideration of the aims of the Top Management Stock Option Plan, for the purposes of the listing procedure of the ordinary shares of the Company, on the basis of the value of the Company's equity, in consideration of the fact that the placement price of the shares suitably represents the market value of the shares. That was in fact determined during the offer of sale procedure targeting institutional investors and the general public, for the purpose of listing the shares on the Stock Exchange, which aimed *inter alia* to ensure (i) the logical process in defining the market value of the shares between the market (i.e. institutional investors making purchases in the context of the offer) and the investment proposers (i.e. in the case in question the selling shareholders), as well as (ii) transparency and protection of investors. Consideration was also given to the fact that the different listing values of the shares over the course of the limited period of their negotiation on the Stock Exchange are subject to volatility and instability which are connected also to the recent listing and which lead to us to consider it to be appropriate to refer to said values

The auditing firm KPMG S.p.A., which has been appointed as Moncler's auditor, is to express its opinion on the suitability of the issue price of the shares pursuant to the combined provisions of articles 2443 and 2441, sixth paragraph, of the Italian Civil Code and article 158 of the Consolidating Act on Finance. Its opinion shall be made available to the general public, in accordance with the applicable terms and conditions, along with the present Report.

#### **7. Period envisaged for the execution of the operation.**

The Board of Directors shall establish the execution period of the increase in capital, without prejudice to the fact that this must be, partially or entirely, subscribed and carried out, on the basis of subscription requests presented by the beneficiaries of the Top Management Stock Option Plan who have exercised the Options, before the deadline of 15 October 2018.

#### **8. Dividend entitlement date and characteristics of the newly issued shares.**

The newly issued shares resulting from the increase in capital subscribed by the beneficiaries of the Top Management Stock Option Plan following the exercising of the Options shall have regular dividend rights and grant their holders equal rights to the ordinary Moncler shares in circulation at their issue date.

#### **9. Additional information.**

##### **9.1 Pro-forma economic and financial effects on the Company's economic performance and financial position resulting from the execution of the increase in capital**

At the date of completion of the present report, the Company has not yet published the financial statement relating to the financial year ended on 31 December 2013 and therefore information on the pro-forma economic and financial effects on the Company's economic performance and financial position resulting from the execution of the increase in capital are hereby provided on the basis of the most recent available financial data as of 30 September 2013.

The following is a summary of the main effects resulting from the increase in capital:

Current share capital	Euro 50,000,000
Current number of shares	250,000,000
Company shareholders' equity at 30 September 2013	Euro 214,617,969
Consolidated shareholders' equity at 30 September 2013	Euro 272,627,000
Strike price of the Options and subscription price of the newly issued shares for the Plan	Euro 10.20
Maximum number of Options	5,030,000
Maximum number of newly issued shares for the Plan	5,030,000

Assuming all of the Options are exercised, the share capital would increase by Euro 1,006,000, while the share premium reserve would increase by Euro 50,300,000; therefore, the Company's shareholders' equity would increase by a total of Euro 51,306,000, from a level of Euro 214,617,969 (as of 30 September) to Euro 265,923,969, while the consolidated shareholders' equity, measured at the same date, would increase from Euro 272.6 million to Euro 323.9 million.

This operation would result in an increase of the net financial liquidity by a sum equal to the increase of the shareholders' equity, i.e. Euro 51,306,000.

With regard to the economic effects of the execution of the increase in capital for the Plan, please note that the latter shall be entered in accordance with the procedures envisaged by IFRS 2 for "Equity settled" type plans, i.e. with the recording in the income statement of the fair value split over the duration of the Plan. This fair value must be determined at the date the Options are awarded, which will occur only after the approval by the

Assembly and the resulting exercising of the authorisation by the Board to make the increase in capital for the Plan, and shall be affected by the volatility of the price of the shares serving the Plan, which represents one of the main components of the Fair Value itself.

For completeness of information, please also note that at the same time as the increase in capital, the Board of Directors intends to partially exercise the authorisation granted by the assembly on 1 October 2013 to make a paid divisible increase in the share capital before the deadline of 15 October 2018 by a further maximum nominal value of Euro 105,000, with the exclusion of options, pursuant to art. 2441, paragraphs fifth, sixth and eighth, of the Italian Civil Code, through issuing a maximum of 525,000 newly issued ordinary shares, with no par value and the same characteristics as those in circulation, regular dividend rights, at a subscription price of Euro 10.20 per share, of which Euro 0.20 is to be credited to capital and Euro 10 is to be credited to share premium, for the “Stock Option Plan 2014-2018 Italian Corporate Structures” (the “**Employee Stock Option Plan**”), which will also be submitted for the approval of the ordinary assembly convened on 28 February 2014 on single call pursuant to art. 114-*bis* of the Consolidating Act on Finance.

If we also assume the complete exercising of the 525,000 Options relating to the Employee Stock Option Plan, the share capital of the Company would increase by a further Euro 105,000, while the share premium reserve would increase by an additional Euro 5,250,000. Therefore, the shareholders’ equity of the Company will increase by an additional overall value of Euro 5,355,000, going from Euro 214,617,969 (as of 30 September 2013) to Euro 271,278,969 (which includes the increase deriving from the execution of the increase in capital for the Top Management Stock Option Plan and the increase in capital for the Employee Stock Option Plan), while the consolidated shareholders’ equity, measured at the same date, would go from Euro 272.6 million to Euro 329.3 million (which includes the increase deriving from the execution of the increase in capital for the Top Management Stock Option Plan and the increase in capital for the Employee Stock Option Plan).

The complete execution of two increases in capital for the Employee Stock Option Plan and the Top Management Stock Option Plan will therefore result in an increase in the net financial liquidity, by a sum that is equal to the overall increase in the shareholders’ equity, i.e. a total of Euro 56,661,000.

For more information on the proposal for the adoption of the Employee Stock Option Plan and the exercising of the authorisation to increase the share capital for the latter, please refer to the board report prepared pursuant to articles 114-*bis* and 125-*ter* of the Consolidating Act on Finance, the memorandum on the Employee Stock Option Plan, prepared pursuant to article 84-*bis* of the Issuer Regulations, and the board report on the increase in capital prepared pursuant to article 72 and Annex 3A, Templates 2 and 3, of the Issuer Regulations, made available to general public in accordance with the legal timeframes and visible on the Company’s website [www.monclergroup.com](http://www.monclergroup.com), in the Section “*Governance > Shareholders’ Meeting*”.

## **9.2. Effect on the unit value of the shares from the potential dilution of said value**

The increase in the share capital for the Top Management Stock Option Plan, in the event of the complete subscription of the latter following the exercising of all the Options and assuming that no additional increases in capital are made, would result in a dilution of 1.97 % in the current share capital.

As a result of the complete execution of the increase in capital, the consolidated shareholders' equity would increase by Euro 51,306,000, and therefore the value of the shareholders' equity for each Moncler S.p.A. share would increase from Euro 1.0905 to Euro 1.2702.

Please note that there are no different categories of shares.

For the sake of completeness we report that, assuming also the complete execution of the increase in capital for the Employee Stock Option Plan, the overall dilution effect deriving from the execution of the two increases in capital for the Employee Stock Option Plan and the Top Management Stock Option Plan would amount to 2.17% of the share capital, while the consolidated shareholders' equity would increase by Euro 56,661,000, and therefore the value of the shareholders' equity for each Moncler share would increase from Euro 1.0905 to Euro 1.2885.

#### **10. Estimate of the results of the financial year ended 31 December 2013 and general information on the business outlook for the current financial year**

At the date of the present Report, the Company has not yet published the financial statement relating to the financial year ended on 31 December 2013. The Board of Directors is due to meet on 24 February 2014 for the approval of the preliminary results relating to the 2013 financial year, and on 28 March 2014 for the approval of the draft financial statement and consolidated financial statement for the 2013 financial year. At the present moment it is not possible to provide estimates on the likely results of the last financial year, and we refer the reader to the information that will be made available to the general public following the above meetings, the first of which will in fact take place before the Assembly convened on 28 February 2014 for the approval of the Plan. With regard to the business outlook for the current year we can state that this appears to be in line with the previous financial years.

#### **11. Amendments to art. 5 of the Articles of Association and withdrawal right**

As a result of the exercising of the authorisation to increase the share capital as illustrated above, it will be necessary to amend article 5 of the articles of association, by introducing a paragraph which reflects the passing of the respective resolution by the Board of Directors, in accordance with the terms described above.

The chart below compares the text of the current article 5 of the articles of association with the text that the Board of Directors proposes to adopt. The amendments relating to the exercising of the authorisation to increase the share capital as per the above description are shown in bold.

ARTICLES OF ASSOCIATION	
CURRENT TEXT	PROPOSED TEXT
<p><b>TITLE III</b></p> <p><b>CAPITAL – SHARES – WITHDRAWAL – OBLIGATIONS</b></p> <p><b>Article 55</b></p>	<p><b>TITLE III</b></p> <p><b>CAPITAL – SHARES – WITHDRAWAL – OBLIGATIONS</b></p> <p><b>Article 5</b></p>
<p>5.1. The share capital is euro 50,000,000, represented by 250,000,000 ordinary shares with no par value. The share capital can be increased by resolutions of the Shareholders' Assembly, including through the issuing of shares with different rights to the ordinary shares and with contributions other than in cash, in conformity with that which is permitted by the law. In the resolutions for paid share capital increases, options can be excluded to a maximum extent of 10% of the pre-existing share capital, on condition that the issue price corresponds to the market value of the shares and this is confirmed by a report prepared by the auditor or a recognised auditing firm.</p> <p>5.2 The Assembly of 1 October 2013 resolved to grant to the Board of Directors, pursuant to art. 2443 of the Italian Civil Code, the right to increase the Company's share capital in one or more occasions within a maximum timeframe of five years from the date of effectiveness of the resolution, by a maximum nominal sum of Euro 1,500,000 (one-million five-hundred thousand only), with the exclusion of options pursuant to art. 2441, fifth and eighth paragraph of the Italian Civil Code, for one or more incentive plans in favour of directors, employees and collaborators of the Company and/or its subsidiaries to be approved by the shareholders' Assembly, with the additional right to establish, on each occasion, the dividend rights and the issue price of the shares (and thus the number of the shares to be issued), as well as the portion of said price to be credited to capital, without prejudice to the fact that the issue price must be determined in accordance with the legal provisions and in particular, for increases resolved pursuant to art. 2441, fifth paragraph, of the Italian Civil Code, considering, where applicable, the performance of the shares in the last semester.</p> <p>5.3 The shares are nominal and freely transferable; every share gives the right to one vote. The issuing and circulation of the shares is governed by the prevailing legislation.</p> <p>5.4 The status of shareholder in itself implies adherence to the present articles of association.</p>	<p>5.1. The share capital is euro 50,000,000, represented by 250,000,000 ordinary shares with no par value. The share capital can be increased by resolutions of the Shareholders' Assembly, including through the issuing of shares with different rights to the ordinary shares and with contributions other than in cash, in conformity with that which is permitted by the law. In the resolutions for paid share capital increases, options can be excluded to a maximum extent of 10% of the pre-existing share capital, on condition that the issue price corresponds to the market value of the shares and this is confirmed by a report prepared by the auditor or a recognised auditing firm.</p> <p>5.2 The Assembly of 1 October 2013 resolved to grant to the Board of Directors, pursuant to art. 2443 of the Italian Civil Code, the right to increase the Company's share capital in one or more occasions within a maximum timeframe of five years from the date of effectiveness of the resolution, by a maximum nominal sum of Euro 1,500,000 (one-million five-hundred thousand only), with the exclusion of options pursuant to art. 2441, fifth and eighth paragraph of the Italian Civil Code, for one or more incentive plans in favour of directors, employees and collaborators of the Company and/or its subsidiaries to be approved by the shareholders' Assembly, with the additional right to establish, on each occasion, the dividend rights and the issue price of the shares (and thus the number of the shares to be issued), as well as the portion of said price to be credited to capital, without prejudice to the fact that the issue price must be determined in accordance with the legal provisions and in particular, for increases resolved pursuant to art. 2441, fifth paragraph, of the Italian Civil Code, considering, where applicable, the performance of the shares in the last semester.</p> <p><b><u>5.3. In partial execution of the authorisation granted pursuant to art. 2443 of the Italian Civil Code, to the Board of Directors by the Extraordinary Shareholders' Assembly of 1 October 2013, the Board of Directors, in the meeting of [●], resolved to make a paid divisible increase in the Company's share capital, before the final</u></b></p>

	<p><b><u>deadline of 15 October 2018, of a maximum sum of Euro 1,006,000, through the issuing, including in more than one occasion, of a maximum of 5,030,000 ordinary shares, with no par value, with the same characteristics as the ordinary shares in circulation at the issue date, with regular dividend rights, with the exclusion of options pursuant to art. 2441, paragraphs 5, 6 and 8, of the Italian Civil Code, to be reserved for the subscription of the beneficiaries of the stock option plan named “Stock Option Plan 2014-2018 Top Management and Key People” approved by the ordinary shareholders’ assembly on [28 February 2014], at an issue price of Euro 10.20 per share, of which Euro 0.20 is to be credited as capital and Euro 10 as share premium. Pursuant to art. 2439, paragraph 2, of the Italian Civil Code, we are not entirely subscribed before the final deadline of 15 October 2018, the capital shall be considered to have been increased by an amount equal to the subscriptions collected.</u></b></p> <p>5.3 <u>4</u> The shares are nominal and freely transferable; every share gives the right to one vote. The issuing and circulation of the shares is governed by the prevailing legislation.</p> <p>5.4 <u>5</u> The status of shareholder in itself implies adherence to the present articles of association</p>
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According to the Board of Directors, the amendments to the articles of association in question do not fall within any of the cases for which the applicable legislation grants shareholders the right to withdraw.

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#### RESOLUTION PROPOSAL

*Dear Board Members, dear Statutory Auditors,*

In light of that which has been outlined above we propose the passing of the following resolutions:

*“The Board of Directors of Moncler S.p.A.*

- having acknowledged the approval by the Company’s Ordinary Shareholders’ Assembly on [28 February 2014], pursuant to art. 114-bis of legislative decree 24 February 1998 n. 58, of the stock option plan named “Stock Option Plan 2014-2018 Top Management and Key People”;*

- following an examination of the report prepared by the Board of Directors pursuant to art. 72 and Annex 3A, Templates 2 and 3 of the regulations for issuers adopted by CONSOB with resolution n. 11971 of 14 May 1999 and as amended (the “Board Report”);
- having acknowledged the opinion provided on [●] by KPMG S.p.A., in its role as the Company's auditor;
- having acknowledged that the share capital is euro 50,000,000.00, entirely subscribed and paid-up, and is represented by 250,000,000 ordinary shares with no par value

## **RESOLVES**

1. to partially execute the authorisation granted pursuant to art. 2443 of the Italian Civil Code by the Extraordinary Shareholders' Assembly on 1 October 2013 and as a result:
  - (i) to make a paid increase, before the final deadline of 15 October 2018, of the Company's share capital by a maximum of Euro 1,006,000, through the issuing, including in more than one occasion, of a maximum of 5,030,000 ordinary shares with no par value, with the same characteristics as the ordinary shares in circulation at the issue date, with regular dividend rights, with exclusion of options pursuant to art. 2441, paragraphs 5, 6 and 8, of the Italian Civil Code, to be reserved for the subscription of the beneficiaries of the stock option plan named “Stock Option Plan 2014-2018 Top Management and Key People” approved by the Ordinary Shareholders' Assembly on [28 February 2014], at an issue price of Euro 10.20 per share, of which Euro 0.20 is to be credited as capital and Euro 10 as share premium;
  - (ii) to establish, pursuant to art. 2439, paragraph 2, of the Civil Code, that the increase in capital in the previous paragraph is divisible and, therefore, in the event of this not being entirely subscribed by the final deadline of 15 October 2018, the capital shall be understood to have been increased by a value equal to that of subscriptions collected by said timeframe;
2. to amend article 5 of the articles of association by the insertion (with the resulting renumbering of the subsequent paragraphs) of the following new third paragraph: “In partial execution of the authorisation granted pursuant to art. 2443 of the Italian Civil Code, to the Board of Directors by the Extraordinary Shareholders' Assembly of 1 October 2013, the Board of Directors, in the meeting of [●], resolved to make a paid divisible increase in the Company's share capital, before the final deadline of 15 October 2018, of a maximum sum of Euro 1,006,000, through the issuing, including in more than one occasion, of a maximum of 5,030,000 ordinary shares, with no par value, with the same characteristics as the ordinary shares in circulation at the issue date, with regular dividend rights, with the exclusion of options pursuant to art. 2441, paragraphs 5, 6 and 8, of the Italian Civil Code, to be reserved for the subscription of the beneficiaries of the stock option plan named “Stock Option Plan 2014-2018 Top Management and Key People” approved by the ordinary shareholders' assembly on [28 February 2014], at an issue price of Euro 10.20 per share, of which Euro 0.20 is to be credited as capital and Euro 10 as share premium. Pursuant to art. 2439, paragraph 2, of the Italian Civil Code, we are not entirely subscribed before the final deadline of 15 October 2018, the capital shall be considered to have been increased by an amount equal to the subscriptions collected;

3. *to grant a mandate to the Chairman of the Board of Directors, so that the latter may proceed, including through proxies, with that which is requested, necessary or useful to fulfil the necessary formalities so that the resolutions are registered in the Companies Register, with the right to introduce any material and non-substantive amendments, corrections or additions that might be suitable for said purposes or requested by the competent authorities, including during the registration phase and, in general, to carry out everything that may be necessary for the complete execution of the resolutions themselves, with every and any power necessary or appropriate for said purpose, with no exclusions or exceptions, as well as to proceed with the depositing and publication, in accordance with the law, of the updated text of the articles of association with the respective amendments, following the adoption of the present resolutions and following their execution.”*

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Milan, January 29, 2014

For the Board of Directors

The Chairman, Remo Ruffini