



**Moncler S.p.A.**

Registered office: Milan, Via Stendhal, 47

Share capital: Euro 50,024,891.60 fully paid-in

Company Register of Milan and fiscal code No. 04642290961

**Board of Directors report on the first item of the agenda of the extraordinary Shareholders' meeting called for 20 April 2016, in single call**

## EXTRAORDINARY SHAREHOLDERS MEETING

*Item No. 1 of the agenda – Proposal of amendment of article 5 of the By-laws of the company currently in force; any relevant and consequent resolutions.*

Dear Sirs,

We hereby submit to your attention the proposed amendment of article 5 of the by-laws of Moncler S.p.A. (“**Moncler**” or the “**Company**”) including a new sixth paragraph, in order to provide – in accordance with art. 2349 of the Italian civil code – for the power to grant profits or reserves to employees of the Company or its subsidiaries by issuing shares of the Company to be gratuitously allocated to the same. The proposed amendment is aimed at providing the Company with a useful tool to strengthen the loyalty and incentive of employees of Moncler and its Subsidiaries (the “**Group**”), as permitted under the applicable laws.

In such respect, it is worth noting that the fourth item of the agenda of the Ordinary Shareholders’ meeting provides for an incentive and loyalty plan named “*Performance Shares Plan 2016-2018*” (the “**Plan**”) addressed to executive directors, executives with strategic responsibilities, employees, collaborators and consultants of Moncler S.p.A. (“**Moncler**” or the “**Company**”) and its subsidiaries pursuant to Article 93 of the Consolidated Financial Act to be executed through the gratuitous allocation of Moncler’s ordinary shares (the “**Shares**”), upon achievement of certain performance targets, and for the execution of which the Company will avail itself of both: (i) own shares reacquired by the Company upon authorization by the shareholders’ meeting; and (ii) shares resulting from a capital increase pursuant to article 2349 of the Italian civil code to be executed by virtue of a proxy granted to the Board of Directors pursuant to article 2443 of the Italian civil code (the “**Capital Increase**”).

The proposed capital increase pursuant to article 2349 of the Italian civil which serves the Plan, together with the description of the terms and conditions thereof, are clarified by a specific directors' report drafted in accordance with article 72 and Annex 3A, of the Regulation adopted by CONSOB with Resolution No. 11971 of 14 May 1999 and subsequent amendments and integrations (the “**Issuers’ Regulation**”), which will be publicly available on the Company’s website [www.monclergroup.com](http://www.monclergroup.com), in the section

“*Governance /Shareholders’ Meeting*” as well as on the storage mechanism [www.1info.it](http://www.1info.it) within the terms set forth by the sector regulations.

It is hereby pointed out that the proposed amendment to the by-laws does not grant to the Shareholders who do not vote in favor of such amendment the right to withdraw, since it does not ground any reason for their withdrawal pursuant to article 2437 of the Italian civil code.

Here below is the wording currently in force of article 5 of the by-laws of Moncler currently in force, against the wording hereby proposed by the Board of Directors (through the addition of a new paragraph).

Wording currently in force	Proposed wording
<p>5.1 The Company’s share capital shall consist of EUR 50,021,642.00 represented by 250,108,210 250,000,000 shares with no stated nominal value. The Company’s share capital may be increased by a Shareholders’ Meeting resolution, even by means of issuing shares having different rights from ordinary shares and with contributions other than in cash, to the extent permitted by law. In resolutions for a paid-up capital increase, preemptive rights may be excluded up to a maximum of 10% of the Company’s pre-existing share capital, provided that the issue price corresponds to the market price of the shares and this is confirmed by an appropriate report of a statutory auditor (<i>revisore legale</i>) or statutory audit firm (<i>società di revisione legale</i>).</p>	<p>Unchanged</p>
<p>5.2 The Shareholders’ Meeting of October 1, 2013 resolved to authorize the Board of</p>	<p>Unchanged</p>

Directors, pursuant to Italian Civil Code Article 2443, to increase the Company's share capital, on one or more occasions no later than five years from the effective date of the resolution, by a maximum nominal amount of EUR 1,500,000.00 (One Million Five Hundred Thousand), with preemptive rights excluded pursuant Article 2441, paragraphs 5 and 8 of the Civil Code, in order to service one or more incentive plans in favor of directors, employees and associates (*collaboratori*) of the Company and/or its subsidiaries, to be approved by the Shareholders' Meeting, with the additional right to establish, from time to time, the dividend rights and issue price of the shares (and thus the number of shares to be issued), as well as the portion of said price to be allocated to capital, without prejudice to the requirement that the issue price be determined in compliance with legal provisions and, in particular, for increases decided upon pursuant to Article 2441 (5) of the Civil Code, taking into account the performance of the price quotations for the shares over the last six months. On April 23, 2015, the Shareholders' Meeting resolved to revoke the proxy granted by the extraordinary Shareholders' Meeting on October 1, 2013 to the Board of Directors pursuant to art. 2443 of the Civil Code for the latter to increase the share capital, to the extent said

<p>proxy has not been exercised by the Board of Directors by means of the share capital increase resolutions adopted on February 28, 2014.</p>	
<p>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 October 1, 2013, the Board of Directors, in the meeting of February 28, 2014, 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 February 28, 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</p>	<p>Unchanged</p>

<p>October 15, 2018, the capital shall be considered to have been increased by an amount equal to the subscriptions collected. On April 23, 2015, the Shareholders' Meeting resolved to revoke the said share capital increase resolution, to the extent of nominal EUR 95,000.00. Consequently, the maximum amount of the share capital increase serving the "Stock Option Plan 2014-2018 Top Management and Key People" is limited to EUR 911,000,00, to be done by the issue of up to no. 4,555,000 ordinary shares without indication of the par value.</p>	
<p>5.4 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 October 1, 2013, the Board of Directors, in the meeting of February 28, 2014, resolved to make a paid divisible increase in the Company's share capital, before the final deadline of October 15, 2018, of a maximum sum of Euro 105,000, through the issuing, including in more than one occasion, of a maximum of 525,000 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</p>	<p>Unchanged</p>

<p>beneficiaries of the stock option plan named “Stock Option Plan 2014-2018 Italian Corporate Structures” approved by the ordinary shareholders’ assembly on February 28 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 October 15, 2018, the capital shall be considered to have been increased by an amount equal to the subscriptions collected. On April 23, 2015, the Shareholders’ Meeting resolved to revoke the said share capital increase resolution, to the extent of nominal EUR 25,645.00. Consequently, the maximum amount of the share capital increase serving the “Stock Option Plan 2014-2018 Corporate Structures Italy” is limited to EUR 79,354.20, to be done by the issue of up to no. 396,771 ordinary shares without indication of the par value.</p>	
<p>5.5 On April 23, 2015, the Shareholders’ Meeting resolved upon a paid divisible increase of the Company’s share capital to be done by and no later than June 30, 2022, up to a maximum amount of nominal EUR 509,645, by means of the issue, even in more than one <i>tranches</i>, of up to no. 2,548,225 ordinary shares without indication of the par value, having the same characteristics of the ordinary shares</p>	<p>Unchanged</p>

<p>circulating as of the date of issue, with regular entitlement and exclusion of the right of option according to art. 2441, paragraph 4, second line, of the Civil Code, to be reserved to the subscription of the beneficiaries of the stock options plan named “2015 Performance Stock Option Plan” approved by the Shareholders’ Meeting on April 23, 2015, at an issuing price equal to the average of the official Company shares’ price on the MTA during the thirty days preceding the meeting of the Board of Directors called to assign the options to the said stock option plan’s beneficiaries and determine the number of options to be assigned to each of them; of such issuing price, an amount equal to (or no higher than) EUR 0.20 will be computed as capital and the remaining part as markup. Pursuant to art. 2439, paragraph 2, of the Civil Code, if it is not subscribed in full by June 30, 2022, the share capital will be increased by an amount equal to the collected subscriptions.</p>	
<p>5.6 Shares shall be in registered form and freely transferable. Each share gives the right to one vote. Shares shall be issued and transferred in compliance with the laws and regulations in effect.</p>	<p><b><u>5.6 The employees of the Company or subsidiaries thereof may be granted, in the forms and at the conditions set forth by the applicable laws, with profits or reserves through the issuance of shares pursuant to paragraph 1 of article 2349 of the Italian civil code.</u></b></p>
<p>5.7 Status as a shareholder constitutes <i>per se</i> acceptance of these bylaws.</p>	<p>5.7 Shares shall be in registered form and freely transferable. Each share gives the</p>



	right to one vote. Shares shall be issued and transferred in compliance with the laws and regulations in effect.
	5.8 Status as a shareholder constitutes <i>per se</i> acceptance of these bylaws.

In consideration of the above, the Board of Directors hereby submits to your approval the following proposed resolution:

*“The Extraordinary Shareholders’ Meeting of Moncler, having examined the Directors’ Report of the Board of Directors drafted in accordance with article 125-ter of the Legislative Decree No. 58 of 24 February 1998 and article 72 as well as Annex 3A of the Consob Regulation No. 11971/99 and the proposals included therein*

***resolves***

1. *To amend article 5 (five) of the by-laws adding (with the renumbering of the subsequent paragraphs and without prejudice to any other resolutions adopted by the Extraordinary Shareholders’ Meeting) the new paragraph 5.6 (five point six) with the following wording: “The employees of the Company or subsidiaries thereof may be granted, in the forms and at the conditions set forth by the applicable laws, with profits or reserves through the issuance of shares pursuant to paragraph 1 of article 2349 of the Italian civil code.”:*
  
2. *To grant severally to the pro tempore legal representatives of the Company the broadest powers in order to fulfill any formality required for the adopted resolution to be filed at Register of Enterprises and in order to include in this resolution any amendments, changes or additions which may be necessary or requested by the competent authorities.”*

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Milan, 21 March 2016

On behalf of the Board of Directors

The Chairman, Remo Ruffini