



**MONCLER S.p.A.**

*Registered office in Milan, Via Stendhal, no. 47 – share capital Euro 50,000,000.00 fully paid-up.  
Companies' Register of Milan, taxpayer's code and VAT number 04642290961 - REA no.  
1763158*

**Directors' explanatory report on item no. fifth on the agenda of the ordinary part of the ordinary and extraordinary shareholders' meeting scheduled on 23 April 2015 in single call.**

**Item no. 5 on the agenda of the ordinary part – Authorization for the purchase and disposal of own-shares pursuant to articles 2357, 2357-ter of the Italian civil code, subject to prior revocation of the authorization granted by the Ordinary Shareholders’ Meeting on 1 October 2013. Any relevant and consequent resolutions.**

Dear Shareholders,

the Board of Directors has called you to an ordinary Shareholders’ Meeting to examine and approve the proposal of authorization to purchase and dispose of the ordinary shares of the Company, pursuant to articles 2357 and 2357-ter of the Italian Civil Code.

It is hereby recalled that, through a resolution approved on 1 October 2013, the Shareholders’ Meeting has authorized the purchase and disposal of the ordinary shares of the Company by the Board of Directors. The authorization to the purchase of shares had a duration of 18 months from the starting date of the trading of the ordinary shares of Moncler on the *Mercato Telematico Azionario* organized and managed by Borsa Italiana S.p.A. (on 16 December 2013) and, therefore, will expire on 16 June 2015, while the authorization to the disposal of shares was granted without any time limits. From 16 December 2013 until today, no purchases of treasury shares have been performed pursuant to the authorization granted by the Shareholders’ Meeting on 1 October 2013.

Considering the appropriateness to renew the authorization, for the reasons and under the terms that will be explained in detail in this Report, which is prepared pursuant to article 125-ter of Legislative Decree of 24 February 1998, no. 58, as subsequently amended (the “**Financial Act**”) and article 73 of the regulation approved by Consob with resolution no. 11971 of 14 May 1999, as subsequently amended (the “**Issuers’ Regulation**”), we propose you to revoke the authorization granted through the resolution of 1 October 2013 and to simultaneously resolve on a new authorization to the purchase and disposal of ordinary shares of the Company under the terms explained in this Report.

### **1. Reasons for which the authorization to the purchase and disposal of treasury shares has been requested.**

The request of authorization to the purchase and disposal of treasury shares, subject of the present proposal, is aimed at allowing the Company to purchase and dispose of the ordinary shares in full compliance with the applicable EU and national provisions and the admitted market practices acknowledged by the *Commissione Nazionale per le Società e la Borsa* (“**Consob**”) pursuant to article 180, paragraph 1, letter c), of the Financial Act through resolution no. 16839 of 19 March 2009 (the “**Admitted Practices**”) for the following purposes:

(i) to support the market liquidity and efficiency and the formation of the so called “securities stock”, including the use of the purchased treasury shares;

(ii) as compensation in extraordinary transactions, including the exchange of shares, with other subjects in the context of transactions of interest of the Company, including the allocation to serve the issuance by the Company of convertible bonds or bonds with warrants; and

(iii) to perform the obligations to deliver the shares arising from programs of distribution, for payment or for free, of options or shares of the Company to directors, employees and collaborators of the Company or the relevant subsidiaries, as well as arising from programs for the free allocation of shares to the shareholders.

## **2. Maximum number, category and par value of the shares covered by the authorization.**

The authorization is requested for the purchase, also in multiple tranches, of Moncler ordinary shares with no par value, up to a maximum amount that, taking into account the Moncler ordinary shares held from time to time in the portfolio of the Company and its subsidiaries, does not exceed, in the aggregate, one fifth of the share capital of the Company pursuant to article 2357, paragraph 3, of the Italian Civil Code.

As of the date of this Report, the share capital of Moncler is equal to Euro 50,000,000.00 (fifty million/00) and is divided in no. 250,000,000 ordinary shares with no par value and the Company does not own any treasury shares in its portfolio. As of the date of this Report, the subsidiaries of Moncler do not own shares of the same.

## **3. Useful information to fully assess the compliance with the provisions of article 2357, paragraph 3, of the Italian Civil Code.**

Pursuant to article 2357, paragraph 3 of the Italian Civil Code, the purchases of the treasury shares shall be carried out within the thresholds of the distributable profits and the available reserves resulting from the last approved financial statements at the moment of the carrying out of each transaction. Only shares fully paid-up may be purchased.

The compensation paid or received pursuant to the sale and purchase transactions of treasury shares will be recorded directly in the net assets pursuant to the Accounting Principle “IAS 32” and, in any case, they shall be accounted through the modalities provided for by the laws and regulations applicable from time to time.

The Board of Directors shall assess the compliance with the thresholds set forth by article 2357, paragraphs 1 and 3 of the Italian Civil Code, prior to the start of each purchase of ordinary shares for the purposes mentioned under paragraph 1 above. In order to allow the assessments on the subsidiaries, the same will be instructed with specific directives for the prompt notice to the Company of any possible purchase of ordinary shares of the controlling company carried out pursuant to article 2359-*bis* of the Italian Civil Code.

## **4. Term for which the authorization has been requested.**

The authorization for the purchase of treasury shares is requested for the maximum term permitted by the applicable laws, that article 2357, paragraph 2 of the Italian Civil Code sets forth in a period of eighteen months, starting from the date of the possible resolution of approval of this proposal by the Shareholders’ Meeting. Therefore, within the term of the authorization possibly granted, the Board of Directors may perform share purchases in one or more tranches and at any time, pursuant to the extent and timing freely determined in compliance with the applicable provisions and as gradually as it seems appropriate in the interest of the Company. The authorization to the disposal of treasury shares possibly purchased is requested without any time limit, because of the absence of time limits pursuant to the applicable provisions and the

appropriateness to allow the Board of Directors to dispose of the shares with the maximum flexibility, also in terms of timing.

#### **5. Minimum and maximum purchase price for the treasury shares.**

The Board of Directors proposes that the purchase price for each share shall not purchase price of each share shall not be lower than the official Stock Exchange price of the Moncler title on the day before the one on which the purchase will be carried out, reduced by 20%, and not higher than the official Stock Exchange price of the Moncler title on the day before the one on which the purchase will be carried out, increased by 10%, subject to the further terms and conditions set forth by the EC Regulation no. 2273/2003 and the Admitted Practices, where applicable, and in particular:

- the shares may not be purchased at a price higher than the highest between the price of the last independent transaction and the current price of the highest independent offer on the market;

- with reference to the trading volumes, the daily quantities to be purchased may not exceed 25% of the average daily volume of the trading of Moncler shares in the 20 days of trading prior to the dates of purchase.

The Board of Directors proposes to be authorized to sell, dispose of and/or use, pursuant to article 2357-*ter* of the Italian Civil Code, for any reason and at any time, wholly or partially, in one or more tranches, the treasury shares purchased pursuant to the authorization possibly granted by this Shareholders' Meeting, for the purposes mentioned under paragraph 1 above, pursuant to modalities, terms and conditions determined by the Board of Directors from time to time, taking into account the modalities of implementation actually adopted, the price trend of the Moncler title and the best interest of the Company, it being understood that the proceeds of any possible act of disposal of the treasury shares might be used for further purchases of shares until the expiration of the requested shareholders' authorization, within the restrictions set forth by the same and the applicable legal provisions.

#### **6. Modalities through which the purchases and disposals will be carried out.**

The transactions of purchase of treasury shares shall be performed on regulated markets, pursuant to the operating modalities set forth in the regulations of organization and management of the same markets, also through the trading of options or derivatives on the Moncler title, in compliance with the applicable provisions and, in particular, pursuant to article 144-*bis* of the Issuers' Regulation and any other applicable provisions, with particular reference to the principle of equal treatment of the shareholders as provided for by article 132 of the Financial Act and the EU and national market abuse provisions and the Admitted Practices.

With reference to the transactions of disposal of treasury shares, the Board of Directors proposes to perform the same through any means deemed appropriate in the interest of the Company, in compliance with the laws and regulations applicable from time to time and for the purposes of this resolution proposal, including sales on regulated markets, block sales or by exchange or securities lending.

#### **7. Information in case the purchase transaction is instrumental to a share capital reduction.**

The authorization to the purchase of treasury shares is not instrumental to the reduction of the share capital through cancellation of the purchased treasury shares, it being understood that the Company, in case of approval by the Shareholders' Meeting of a share capital reduction in the future, shall have the authority to carry out the same also through a cancellation of the treasury shares held in its portfolio.

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Dear Shareholders,

in light of the above explanation, the Board of Directors proposes to you to approve the following resolutions:

*“The Shareholders' Meeting of Moncler S.p.A.:*

- having examined and discussed the explanatory report prepared by the Board of Directors;*
- having read the financial statements as of 31 December 2014, approved by today's Shareholders' Meeting;*
- having taken into account the proposed resolutions;*

*resolves*

- 1. to revoke, effective from the date of this resolution, the resolution of authorization of the purchase and disposal of treasury shares approved by the Shareholders' Meeting on 1 October 2013;*
- 2. to authorize pursuant to articles 2357 and seq. of the Italian Civil Code, the purchase of treasury shares of the Company, in one or more tranches, for a period of 18 months from the date of this resolution, pursuant to the following terms and conditions:*
  - (i) the purchase may be performed:*
    - to support the liquidity and efficiency of the market and the formation of the so called “securities stock”;*
    - as compensation in extraordinary transactions, including the exchange of shares, with other subjects in the context of transactions of interest of the Company, including the allocation to serve the issuance by the Company of convertible bonds or bonds with warrants; and*
    - to perform the obligations to deliver the shares arising from programs of distribution, for payment or for free, of options or shares of the Company to directors, employees and collaborators of the Company or the relevant subsidiaries, as well as arising from programs for the free allocation of shares to the shareholders;*
  - (ii) the purchase may be performed pursuant to the applicable law provisions and, in particular, article 132 of the Financial Act, article 144-bis of the Consob Regulation no. 11971/1999, EC Regulation no. 2273/2003, and the market practices pursuant to article 180, paragraph 1, letter c) of the Financial Act, approved through Consob*

*Regulation no. 16839 of 19 March 2009 and may be carried out pursuant to one or more modalities set forth by article 144-bis, paragraph 1 of the Consob Regulation no. 11971/1999;*

- (iii) the purchase price for each share shall not be lower than the official Stock Exchange price of the Moncler title of the day before the one on which the purchase will be carried out, reduced by 20%, and not higher than the official Stock Exchange price of the Moncler title of the day before the one on which the purchase will be carried out, increased by 10%, subject to the application of the further terms and conditions set forth by article 5 of EC Regulation no. 2273/2003 and, in particular:*
- the shares may not be purchased at a price higher than the highest between the price of the last independent transaction and the current price of the highest independent offer on the market;*
  - with reference to the trading volumes, the daily quantities to be purchased may not exceed 25% of the average daily volume of the trading of Moncler shares in the 20 days of trading prior to the dates of purchase;*
- (iv) the maximum number of the purchased shares shall not have a nominal aggregate value exceeding one fifth of the share capital of the Company as of the date of this resolution, including any possible shares owned by the subsidiaries;*
- 3. to authorize the Board of Directors, pursuant to article 2357-ter of the Italian Civil Code to dispose, wholly and/or partially, without any time limits, of the purchased treasury shares even before having completed the relevant purchases, determining the price and modalities of disposal and performing any necessary or appropriate accounting record, in compliance with the laws and regulations and the accounting principles applicable from time to time;*
- 4. to grant the Board of Directors and, through it, the Chairman and Managing Director, with all the powers and authority necessary or appropriate to perform the purchases of treasury shares, as well as for the performance of sale, disposal and/or use of all or part of the purchased treasury shares and in any case to implement the above resolutions, also through attorneys-in-fact, also approving each and any action implementing the relevant purchase program and in compliance with any requirement of the competent Authorities.”*

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Milan, March 4, 2015

For the Board of Directors

The Chairman, Mr. Remo Ruffini