



MONCLER S.p.A.

*Registered office at Via Stendhal 47, Milan - fully-paid share capital Euro 50,046,395.20
Milan Companies Register, tax code and VAT no. 04642290961 - REA no. 1763158*

**Directors' explanatory report on the first item on the agenda of the ordinary
Shareholders' meeting scheduled on April 20, 2017 in single call.**

Item no. 1 on the agenda – **Approval of the Financial Statement for the fiscal year as of December 31, 2016 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. Allocation of the Fiscal Year profits. Related and consequent resolutions. Presentation of the Consolidated Financial Statement as of December 31, 2016.**

Dear Shareholders,

we are submitting to your approval the Draft Financial Statements as of December 31, 2016, approved by the Board of Directors on February 28, 2017.

The financial year as of December 31, 2016 closes with a profit of Euro 81,544,489.00, which we propose you to allocate as follows:

- Euro 44,861,756.00, considering the shares currently issued, net of the treasury shares owned by the Company, for distribution to the shareholders of a gross dividend equal to Euro 0.18 for each share, with date for the coupon-detachment (*ex date*) May 22, 2017, payment date May 24, 2017, and record date for determining the right to the dividend, under article 83-*terdecies* of Legislative Decree of February 24, 1998, no. 58, May 23, 2017;
- remaining Euro 36,682,733.00 as carried forward profit.

For all the information and details on the financial statements, reference is made to the Annual Financial Report, which includes the draft Financial Statements and the Consolidated Financial Statements as of December 31, 2016, approved by the Board of Directors on February 28, 2017, the Management Report of the Directors and the statement pursuant to article 154-*bis*, paragraph 5, of the Legislative Decree of February 24, 1998, no. 58, that will be filed and made available to the public by March 28, 2017, together with the Report of the Board of Statutory Auditors and the Report of the Auditing Firm.

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Proposed resolution:

Dear Shareholders,

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

“the Shareholders’ meeting of Moncler S.p.A.

- having heard and approved the explanation by the Board of Directors;*
- having examined the Draft Financial Statements of Moncler S.p.A. as of December 31, 2016 with a profit of Euro 81,544,489.00, and the Management Report prepared by the Board of Directors;*
- having acknowledged the Report of the Board of Statutory Auditors and the Report of the Auditing Firm;*

resolves

- 1. to approve the Financial Statements of Moncler S.p.A. as of December 31, 2016;*
- 2. to allocate the profit of the 2016 financial year, equal to Euro 81,544,489.00, as follows:*
 - Euro 44,861,756.00 for distribution to the shareholders of a gross dividend equal to Euro 0.18 for each share, payment date May 24, 2017, with date for the coupon-detachment (ex date) May 22, 2017 and record date for determining the right to the dividend, under article 83-terdecies of Legislative Decree of February 24, 1998, no. 58, May 23, 2017;*
 - remaining Euro 36,682,733.00 as carried forward profit.*
- 3. to grant mandate to the Chairman of the Board of Directors and Managing Director – also acting through special attorneys in fact – to carry out all the activities related, consequent to or in connection with the implementation of the resolutions pursuant to the above items no. 1) and 2)”.*

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Milan, February 28, 2017

For the Board of Directors

The Chairman, Remo Ruffini