

Moncler S.p.A.
Registered Office in Milan (Italy), Via Stendhal, no. 47, 20144
Share Capital Euro 50.024.891,60 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 AND EXTRAORDINARY SHAREHOLDERS' MEETING

All the shareholders entitled to participate and vote in the Ordinary and Extraordinary Shareholders' Meeting of Moncler S.p.A. are summoned to the Ordinary and Extraordinary Shareholders' Meeting on April 20, 2016, at 11.00 a.m., with a single call, at the offices of Moncler S.p.A. located in Milan (Italy), at Via Andrea Solari 33, to discuss and resolve upon the following

AGENDA

Ordinary Part

1. Approval of the Financial Statement as of 31 December 2015, accompanied by the Management Report of the Board of Directors, by the Report of the Board of Statutory Auditors and by the Report of the Auditing Firm. Allocation of the profits of the fiscal year. Any relevant and consequent resolutions. Presentation of the Consolidated Financial Statement as of December 31, 2015.
2. Report on remuneration pursuant to art. 123-ter of Legislative Decree of 24 February 1998, no. 58 and art. 84-ter of the CONSOB Regulation no. 11971/1999. Resolutions on the remuneration policy of the Company referred to in the first section of the report.
3. Appointment of the Board of Directors
 - 3.1 Determination of the number of members of the Board of Directors;
 - 3.2 Determination of the duration of the appointment of the Board of Directors;
 - 3.3 Appointment of the members of the Board of Directors;
 - 3.4 Appointment of the Chairman and of the Vice Chairman;
 - 3.5 Determination of the remuneration of the members of the Board of Directors.
4. Performance Shares Plan concerning the allocation of ordinary shares of Moncler S.p.A. named "2016-2018 *Performance Shares Plan*", reserved to executive directors, employees, collaborators and consultants of Moncler S.p.A. and of its subsidiaries; subsequent and related resolutions.
5. Authorization for the purchase and disposal of treasury shares, pursuant to articles 2357 and 2357-ter of the Italian Civil Code, subject to prior revocation of the authorization granted by the Ordinary Shareholders' Meeting on 23 April 2015. Any relevant and consequent resolutions.

Extraordinary Part

1. Proposal of amendment of article 5 of the By-laws of the company currently in force; any relevant and consequent resolutions.
2. Proposal to delegate the Board of Directors, pursuant to article 2443 of the Italian Civil Code, for a term of five years from the date of the relevant resolution, with the power to increase the share capital free of charge in tranches, pursuant to article 2349 of the Italian Civil Code, by issuing not more than 3.800.000 ordinary shares, for an amount not exceeding Euro 760.000, at a value equal to the par value of the Moncler's shares on the date of execution of the capital increase, to be entirely charged to the share capital, to be assigned to the employees of Moncler S.p.A. and of its subsidiaries, which are beneficiaries of the 2016-2018 incentive plan concerning the ordinary shares of Moncler S.p.A., named "2016-2018 Performance Shares Plan"; subsequent amendment of article 5 of the By-laws currently in force, prior revocation of the share capital increase resolved upon by the Extraordinary Shareholders' meeting of Moncler S.p.A. on 23 April 2015, for the portion that is no longer necessary to serve the options that are currently attributed to the beneficiaries under the 2015 Stock Option Plan currently in force, approved by the Ordinary Shareholders' Meeting of Moncler on 23 April 2015.

SHARE CAPITAL AND SHARES WITH VOTING RIGHTS

The share capital of Moncler S.p.A., subscribed and fully paid-in, is equal to Euro 50.024.891,60, divided into 250.124.458 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.

RIGHT TO INTERVENE AND VOTE

The right to intervene in the Shareholders' Meeting and to exercise the right to vote is attested by a communication made to the company by the approved intermediary, 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, which is **11 April 2016** (*record date*). 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 **15 April 2016**. Nevertheless, the right to intervene and vote will be granted also to those whose relevant communication is received by the company after the aforementioned term of 15 April 2016, provided that it is received prior to the beginning of the Shareholders' Meeting works.

Intervention into the Shareholders' Meeting is regulated by the applicable laws and regulations, as well as by the provisions of the By-laws and the Rules of Shareholders' Meeting, made available on the company's website (<http://www.monclergroup.com>, under the section "Governance/Corporate Documents").

VOTE BY PROXY

Those entitled to vote may be represented by means of a written proxy at the Shareholders' Meeting, or by an electronic document duly signed electronically pursuant to art 21, paragraph 2, of the Legislative Decree no. 82/2005, according to the current applicable laws, with faculty to execute the proxy form made available in printable form on the company's website (<http://www.monclergroup.com>, under the section "Governance/Shareholders' Meeting"). If the forms cannot be made available in electronic form due to technical reasons, they will be transmitted upon simple request to be made at the telephone number +39 02 42203574.

Proxies can be served to the company, together with a copy of an identity document of the person granting the proxy, by registered mail or certified e-mail to the following address: Moncler S.p.A., Legal and Corporate Affairs Secretary, Via Andrea Solari, n. 33, 20144 Milan (Italy), e-mail moncler@legalmail.it.

Eventual prior notifications will not exempt the delegate from the obligation to certify, under his/her own responsibility, the conformity of the notified proxy to the original one and the identity of the person granting the proxy, at the time of his accreditation to access the Shareholders' Meeting works.

The delegate representative must preserve the original proxy and the voting instructions eventually received (if any) for one year after the end of the Shareholders' Meeting works.

No procedures for voting via correspondence or electronic means are available. Pursuant to art. 10.2. of the By-laws, the company does not avail itself of the faculty to appoint a representative to whom Shareholders can grant a proxy with voting instructions regarding all or any of the items on the agenda of the Shareholders' Meeting.

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

Within ten days as of the publication of this notice, and therefore within 20 March 2016, Shareholders representing (also jointly) at least one-fortieth of the share capital can request to integrate the list of the items to be discussed, by indicating also the additional items proposed by them, or present proposals for resolutions regarding the items that have already been included in the agenda.

Only those Shareholders in favor 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 present new proposals for resolutions.

The requests must be made in writing and must be received by the company no later than 20 March 2016 by means of registered mail or certified e-mail to the following addresses: Moncler S.p.A., Legal and Corporate Affairs Secretary, Via Andrea Solari, no. 33, 20144 Milan, e-mail moncler@legalmail.it. Within the same term and using the same methods, the Shareholders making proposals are obliged to submit to the Board of Directors a report outlining the reasons why they are proposing new items to be discussed or the motivation for their additional request of resolutions regarding the items that have already been included in the agenda. Shareholders may present such proposals individually.

Information regarding the agenda's integrations or the presentation of proposals for additional resolutions on the items that have already been included on 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, will be made available to the public, with the same form provided for the documents regarding the Shareholders' Meeting, the report provided by the requesting Shareholders, accompanied by the Board of Directors' eventual relevant notes.

No integrations to the agenda are permitted for the items upon which the Shareholders' Meeting resolves upon proposal by the Directors or based on a draft or report prepared by the same pursuant to the applicable laws, that are different from those referred to under art. 125-ter, paragraph 1, of Legislative Decree of 24 February 1998, no. 58.

RIGHT TO PROPOSE QUESTIONS ON THE ITEMS ON THE AGENDA

Those entitled to vote and whose communication made by an authorized intermediary was received by the company pursuant to the applicable laws are entitled to make questions regarding the items on the agenda even prior to the Shareholders' Meeting, but anyway no later than 18 April 2016, by sending their questions by means of registered mail or certified e-mail to the following address: Moncler S.p.A., Legal and Corporate Affairs Secretary, Via Andrea Solari, no. 33, 20144 Milan (Italy), e-mail moncler@legalmail.it.

The answers to the questions received by the company prior to the Shareholders' Meeting will be provided during the Shareholders' Meeting itself, at the latest. Answers provided in writing and made available to each of those entitled to vote at the beginning of the Shareholders' Meeting shall be deemed as provided during the Shareholders' Meeting. If the requested information has already been made available by the company in the "Question & Answer" section on the company's website (<http://www.monclergroup.com>, section "Governance / Shareholders' Meeting") or if the answer has already been published in the said section, no answer to the questions made prior to the Shareholders' Meeting will be provided, neither before nor during the same Meeting. The company may provide single answers to questions having the same contents.

REPORT ON REMUNERATION

Pursuant to art. 123-ter, paragraph 6, of Legislative Decree. no. 58/98, the Shareholders' Meeting called for the approval of the financial statements is required to resolve in favor or against the first section of the report on remuneration, which regards the illustration of the company's remuneration policy for the directors and key managers, as well as the procedures followed for the adoption and implementation of such policy. It is hereby reminded that such resolution, pursuant to said article 123-ter, paragraph 6, of Legislative Decree no. 58/98, is

not binding.

APPOINTMENT OF BOARD OF DIRECTORS

The Board of Directors is composed by 11 or 13 members; the Shareholders' Meeting shall determine the number of members, within the above limits, prior to their appointment.

Directors are appointed by the Shareholders' Meeting on the basis of lists submitted by the Shareholders in accordance with the procedure described in Article 13 of the By-laws, which is available on the company's website (www.monclergroup.com section "Governance/Corporate Documents"). Only Shareholders holding, individually or jointly with other Shareholders, at least 1.0% of the company's share capital are entitled to submit lists, as established by the CONSOB resolution no. 19499 issued on 28 January 2016.

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 Article 13.3 of the By-laws, at least three Directors qualifying as independent under the legal or regulatory provisions in force must sit in the Board of Directors. Each list must indicate which candidates possess the requisite of independence established by the legal and regulatory rules in force from time to time. The independent candidates in each list must be indicated with the numbers 2/ 4/ 8 of the list, with the non-independent candidates. Lists with a number of candidates equal to or higher than three must include candidates of both genders. It is hereby reminded that, pursuant to art. 2 of Law no. 120 dated 12 July 2011 ("Law on the gender balance"), being this the first appointment granted in compliance with such law, the least represented gender shall be granted with at least one-fifth of the candidates (rounded upwards).

The lists of candidates must be filed by the Shareholder or by the Shareholders at the registered office of the company at least 25 calendar days prior to the date on which the Shareholder's Meeting is convened (i.e. within **Saturday, 26 March 2016**), by means of: (i) hand delivery to the Corporate and Legal Affairs Secretary, in Via Andrea Solari no. 33, 20144 - Milan, Italy, during the ordinary business hours, or (ii) by certified electronic mail at the address moncler@legalmail.it. The ownership of the minimum capital share necessary in order to present 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. Proof of ownership may be produced after the lists have been filed, but within the term prescribed for the publishing of the lists by the Company (i.e. within 30 March 2016), by means of a communication released by an intermediary authorized in accordance with the regulations in force.

By the terms set forth as above, the following documents must also be filed together with each list: i) statements by 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) *Curricula 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 the Code of Conduct of the listed companies; iii) information regarding the identity of the Shareholders presenting the lists, with the indication of the aggregate percentage interest owned, certified by the appropriate documentation issued by a legally authorized intermediary.

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 issued on 26 February 2009.

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 Article 125-ter of Italian Legislative Decree no. 58/98 made available to the public by the terms and means set by law.

DOCUMENTS

The reports of the Directors and the full text of the proposed resolutions and the further documents regarding the Shareholders' Meeting set forth by the applicable laws, including the annual financial report, are made available to the public within the terms provided for by the applicable law at the company's registered offices in Via Stendhal 47, 20144 Milan (Italy) and on the company's website (<http://www.monclergroup.com>, under the Section "Governance / Shareholders' Meeting"), as well as at the mechanism for the central storage of regulated information "1Info".

The By-laws and the Rules of Shareholders' Meeting are available on the company's website (<http://www.monclergroup.com>, under the Section "Governance / Corporate Documents").

This notice of call is published in full today, according to art. 125-bis of Legislative Decree of 24 February 1998, no. 58 and art. 8.3 of the By-laws, on the company's website (<http://www.monclergroup.com>, under the Section "Governance / Shareholders' Meeting") and at the mechanism for the central storage of regulated information "1Info", as well as, as an abstract, on the newspaper "Milano Finanza".

Those entitled to participate at the Shareholders' Meeting are kindly requested to arrive in due time before the time at which the Meeting was called in order to facilitate the accreditation and recording operations, which will start at 10.00 a.m. (CET).

Milan, 10 March 2016

For the Board of Directors

The Chairman, Remo Ruffini