

**Moncler S.p.A.**  
**Registered Office in Milan (Italy), Via Stendhal, no. 47, 20144**  
**Share Capital Euro 50,955,998.20 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 are summoned to the Ordinary and Extraordinary Shareholders' Meeting on April 16, 2018, at 10.00 a.m., with a single call, at the offices of Moncler S.p.A. in Milan (Italy), at Via Andrea Solari no. 33, to discuss and resolve upon the following

**AGENDA**

**Ordinary part**

1. Approval of the Financial Statements for the fiscal year ending December 31, 2017 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 resolutions. Presentation of the Consolidated Financial Statement as of December 31, 2017.
2. Report on remuneration pursuant to Article 123-ter of Legislative Decree of 24 February 1998, no. 58 and Article 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. Incentive plan on ordinary shares of Moncler S.p.A., named "2018-2020 Performance Shares Plan", reserved to executive directors, employees, collaborators and consultants of Moncler S.p.A. and of its subsidiaries; inherent and subsequent resolutions.
4. Authorization to the purchase and disposal of treasury shares pursuant to the articles 2357, 2357-ter of the Italian Civil Code, article 132 of the Legislative Decree of February 24, 1998, no. 58 and relevant implementing provisions; related resolutions.

**Extraordinary part**

1. Proposal of delegation of powers to the Board of Directors, pursuant to article 2443 of the Italian civil code, having a duration of five years as from the relevant resolution, to perform a capital increase, free of charge and divisible, in one or more tranches, pursuant to article 2349 of the Italian civil code, in favor of the beneficiaries of the "2018-2020 Performance Shares Plan", through the issuance of maximum no. 2,800,000 ordinary shares, for an overall maximum amount of Euro 560,000, having a value equal to the par value of the Moncler's share at the date of their issuance. Subsequent amendment of article 5 of the By-laws.

**SHARE CAPITAL AND SHARES WITH VOTING RIGHTS**

The share capital of Moncler S.p.A., subscribed and fully paid-in, is equal to Euro 50,955,998.20, divided into 254,779,991 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 5 April 2018 (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 11 April 2018. 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 11 April 2018, 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").

### **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](mailto: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 NEWPROPOSALS FOR RESOLUTIONS**

Within ten days as of the publication of this notice, and therefore within 24 March 2018, 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 24 March 2018 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](mailto: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 13 April 2018, 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](mailto: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.

### **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 "IInfo".

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

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 "IInfo", as well as, as an abstract, on the newspaper "Milano Finanza" on 15 March 2018.

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 9.00 a.m..

Milan, 14 March 2018

For the Board of Directors  
The Chairman, Remo Ruffini