

Moncler S.p.A.
Registered Office in Milan (Italy), Via Stendhal, no. 47, 20144
Share Capital Euro 50,046,395.20 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 SHAREHOLDERS' MEETING

All the shareholders entitled to participate and vote are summoned to the Ordinary Shareholders' Meeting on April 20, 2017, 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 no. 33, to discuss and resolve upon the following

AGENDA

- 1. 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.**
- 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. Appointment of one Director pursuant to article 2386, first paragraph, of the Italian Civil Code and article 13.4 of the By-laws. Any relevant and consequent resolutions.**
- 4. Appointment of the Board of Statutory Auditors for the three-year term 2017-2019.**
 - 4.1 Appointment of three Effective Statutory Auditors and two Deputy Statutory Auditors; appointment of the Chairman of the Board of Statutory Auditors.**
 - 4.2 Determination of the Effective Statutory Auditors' remuneration.**
- 5. 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 article 144-bis of the CONSOB Regulation adopted with Resolution no. 11971 of May 14, 1999, upon the revocation of the authorization resolved on the ordinary Shareholders' meeting on April 20, 2016. Any relevant and consequent resolutions.**

SHARE CAPITAL AND SHARES WITH VOTING RIGHTS

The share capital of Moncler S.p.A., subscribed and fully paid-in, is equal to Euro 50,046,395.20, divided into 250,231,976 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 **7 April 2017** (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 **13 April 2017**. 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 13 April 2017, 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.

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 20 March 2017, 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 2017 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 17 April 2017, 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 A MEMBER OF THE BOARD OF DIRECTORS PURSUANT TO ART. 2386 OF THE ITALIAN CIVIL CODE AND ART. 13 OF THE BY-LAWS.

With reference to the third item on the agenda, please note that, as this is a mere integration of the Board of Directors pursuant to Art. 2386 of the Italian Civil Code and Art. 13.4 of the By-Laws, the Shareholders' Meeting shall resolve by the prescribed majorities and in compliance with the Board's composition principles established by the law, without application of legislative and statutory provisions concerning the voting list mechanism.

In this regard it is reminded that the Board of Directors of Moncler S.p.A. it is currently composed of 11 members. Six of them are qualify as independent Directors and three belong to the less represented gender. The Director Juan Carlos Torres Carretero has been co-opted by the Board of Directors, pursuant to Art. 2386 of the Italian Civil Code, following Mrs.'s Vivianne Akriche resignation, member of the Control, Risk and Sustainability Committee, with resolution of 8 November 2016, and, therefore, holds office until the date of the Shareholders' Meeting.

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.

APPOINTMENT OF THE BOARD OF STATUTORY AUDITORS

The Board of Statutory Auditors consists of three Statutory Auditors, appointed by the Shareholders' Meeting that determines their remuneration. The Shareholders' Meeting appoints also two Deputy Statutory Auditors.

Pursuant to Article 24 of the By-laws, the appointment of Statutory Auditors takes place based on lists of candidates in which they must be listed in numerical order and they must not exceed the number of members that have to be elected. Each list shall be made of two sections: one for the appointment of the Statutory Auditors and the other one for the appointment of the Deputy Statutory Auditors. The first candidate of each section must be selected within the Legal Auditors list contained in the relevant Register set forth by Article 2397 of Italian Civil Code.

Only those shareholders which, solely or together with other Shareholders, are holding at least 1% of the corporate capital, will have the right to present a list of candidates, in compliance with CONSOB's resolution no. 19856 of 25 January 2017.

The lists containing a number of candidates which is equal to or higher than three (3) shall have to be composed of candidates belonging to both genders, so that at least one third (rounded up) of both the candidates to become a Statutory Auditors and the candidates to become Deputy Statutory Auditors belong to the less represented gender.

Candidates must satisfy the requirements of good standing and professionalism set forth in the applicable regulations and particularly in Decree no. 162 dated March 30, 2000. Pursuant to Art. 1 of said Decree, the matters relating to commercial law and tax law, business economics and corporate finance, as well as the matters and areas related to the activities of the Company are considered strictly pertinent to the scope of the Company itself. Candidates must also satisfy the independence requirements in accordance with the applicable legislation and the Code of Conduct for listed companies. As for situations of ineligibility and limits on the accumulation of directorships and audit appointments that can be held by Statutory Auditors, the current dispositions of law and regulation find full application.

The lists of candidates shall be filed by the Shareholders at least 25 days before the Shareholders' meeting date, which is by 26 March 2017, (i) by hands at the Company's registered offices, Legal and Corporate Affairs Secretary, Via Stendhal, n. 47, 20144 Milano, during office hours, or (ii) by certified e-mail at the following address: moncler@legalmail.it. The ownership of the minimum shareholding required for the submission of the lists, to the extent indicated above, is determined with regard to the shares registered in favor of the shareholder the day on which the lists are filed with the company. The relevant certification can be also provided after the filing of the list, as long as within the deadline for the publication of the lists by the company (30 March 2017), by notice issued by an authorized intermediary by the terms and means set by law.

The lists must be filed - within the time limits mentioned above (26 March 2017) - accompanied by the following documents and information: (i) statements of the candidates for the acceptance of their candidacy attesting, under their own responsibility, the inexistence of any causes of ineligibility and incompatibility, as well as the existence of the requirements provided for by the applicable law, regulations and statutory rules; (ii) the curriculum vitae regarding the personal and professional characteristics of each candidate, including the list of administration and control roles held in other companies by the candidate; (iii) information on the identity of the shareholders who have submitted them, with the indication of the percentage held and the certification attesting to the ownership of such shares issued by an authorized intermediary; and (iv) a statement of Shareholders other than those holding, even jointly, a controlling participation in the Company or a relative majority therein, confirming the absence of any connection with the latter pursuant to Article art. 144-quinquies of CONSOB Regulation no. 11971 of May 14, 1999, also taking account of the recommendations made by CONSOB with Communication no. DEM / 9017893 of February 26, 2009.

In the event of – upon the expiry of the aforementioned term for filing the lists (26 March 2017) – only one list has been filed or only those lists which are filed by Shareholders connected to each other pursuant to and in accordance with legislative and regulatory framework have been filed, other lists may be filed until the third day subsequent to said date (i.e. by 29 March 2017). In such event the threshold of participation in the corporate capital set forth for the filing of the lists shall be reduced by 50% and shall be therefore equal to 0,50% of the corporate capital.

Lists not compliant with the aforementioned rules shall be deemed as not filed.

For further information on the appointment of the Board of Statutory Auditors please see the report on the first item on the agenda, prepared by the Board of Directors pursuant to Article 125-ter of Italian Legislative Decree no. 58/98, available to the public in compliance with the terms and conditions set forth by the applicable 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 "Info".

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 "Info", as well as, as an abstract, on the newspaper "Milano Finanza" on 11 March 2017.

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 10.30 a.m..

Milan, 10 March 2017

For the Board of Directors

The Chairman, Remo Ruffini