

Moncler S.p.A.
Registered Office in Milan (Italy), Via Stendhal, no. 47, 20144
Share Capital Euro 51,164,024.80 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 16, 2019, at 3.00 p.m., with a single call, at the offices of Moncler S.p.A. (“**Moncler**” or the “**Company**”) in Milan (Italy), at Via Andrea Solari no. 33, to discuss and resolve upon the following

AGENDA

1. Approval of the Financial Statements for the fiscal year as of December 31, 2018 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, 2018. Presentation of the Consolidated non-Financial Declaration prepared in accordance with Legislative Decree n. 254/16.
2. Report on remuneration pursuant to art. 123-*ter* of Legislative Decree of February 24, 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. Authorization to the purchase and disposal of treasury shares pursuant to artt. 2357, 2357-*ter* of the Italian Civil Code, art. 132 of the Legislative Decree of February 24, 1998, no. 58 and art. 144-*bis* of the CONSOB Regulation adopted with Resolution no. 11971 of May 14, 1999, after revocation, for the portion not implemented, of the resolution on the authorization approved by the ordinary Shareholders' Meeting on April 16, 2018. Related and consequent resolutions.

SHARE CAPITAL AND SHARES WITH VOTING RIGHTS

The share capital of Moncler, subscribed and fully paid-in, is equal to Euro 51,164,024.80, divided into 255,820,124 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 **April 5, 2019** (*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 **April 11, 2019**. 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 April 11, 2019, 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 Company's by-laws (the "**By-laws**") and the rules of Shareholders' Meeting, made available on the Company's website (<http://www.monclergroup.com>, under the section "*Governance/ Documents and procedures*").

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 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 42203500.

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., Corporate Affairs Secretary, Via Andrea Solari, no. 33, 20144 Milan (Italy), e-mail moncler@legalmail.it.

Any 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 **March 16, 2019**, 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 submit 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 submit new proposals for resolutions.

The requests of addition must be made in writing and must be received by the Company no later than **March 16, 2019** by means of registered mail or certified e-mail to the following addresses: Moncler S.p.A., 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 submission 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, together with 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 February 24, 1998, no. 58, as subsequently amended and integrated (the "**Consolidated Law on Finance**").

RIGHT TO SUBMIT 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 **April**

13, 2019, by sending their questions by means of registered mail or certified e-mail to the following address: Moncler S.p.A., 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 the Consolidated Law on Finance, 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 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 art. 123-ter, paragraph 6, of the Consolidated Law on Finance, 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 art. 13 of the By-laws, which is available on the Company's website (www.monclergroup.com section "*Governance/ Documents and procedures*"). 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. 13 issued on January 24, 2019. In addition, Shareholders entitled to submit lists are also invited to review the Board of Directors' and the Board of Statutory Auditors' Diversity Policy and the Guidance provided by the Board of Directors on the size and composition of the Board of Directors, which are available on the Company's website (www.monclergroup.com, under section "*Governance/ Shareholders' Meeting*").

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 art. 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 law and regulations provisions 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 so that at least one third (rounded up) of the candidates belongs to the gender less well represented.

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 **March 22, 2019**), by means of: (i) hand delivery to the Corporate 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 submit 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 **March 26, 2019**), 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) *curriculum 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 by the Corporate Governance Code of listed companies; iii) information regarding the identity of the Shareholders submitting 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 February 26, 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 Art. 125-*ter* of Consolidated Law on Finance 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/Documents and procedures*").

This notice of call is published in full today, according to Art. 125-*bis* of the Consolidated Law on Finance and Art. 8.3 of the By-laws, on the Company's website (<http://www.monclergroup.com>, under 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" on March 7, 2019.

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 2.00 p.m.

Milano, March 6, 2019

For the Board of Directors

The Chairman, Remo Ruffini