



MONCLER S.p.A.

Registered office at Via Stendhal no. 47, Milan
Share Capital Euro 54.961.190,80 fully paid-in
Companies' Register of Milan, taxpayer's code and VAT number 04642290961
Economic and Administrative Repertory number 1763158

**DIRECTORS' EXPLANATORY REPORT ON THE FIRST ITEM ON THE
AGENDA OF THE ORDINARY SHAREHOLDERS' MEETING
SCHEDULED ON 16 APRIL 2025 ON SINGLE CALL**

ITEM NO. 1 ON THE AGENDA – Financial Statements for the Fiscal Year as of 31 December 2024 and allocation of the Fiscal Year operating result:

- 1.1 Approval of the Financial Statements for the Fiscal Year as of 31 December 2024 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. Presentation of the Consolidated Financial Statements as of 31 December 2024 including the consolidated sustainability statement pursuant to Legislative Decree no. 125/2024. Related and consequent resolutions;**
- 1.2 Allocation of the results of the Fiscal Year. Related and consequent resolutions.**

Dear Shareholders,

We are submitting to your approval the Draft Financial Statements as of 31 December 2024 (made up by of Statement of Financial Position, Income Statement, Statement of Comprehensive Income, Changes in Equity, Statement of Cash Flows, and Explanatory Note to the Separate Financial Statements, and accompanied by the related Management Report of the Board of Directors), reviewed and approved by the Board of Directors of Moncler S.p.A. (**Moncler** or the **Company**) on 13 February 2025, which closed with a fiscal year operating result of Euro 651.885.757.

We also submit to your exam the Consolidated Financial Statements as of 31 December 2024, which close with a net profit, equal to the profit attributable to the Group, of Euro 639.596 thousand.

Please note that the Management Report of the Board of Directors includes the consolidated sustainability statement referred to in Legislative Decree no. 125/2024, containing information on the impact of the Company and the Group on sustainability issues and how these issues affect the performance, results and situation of the Company and the Group.

We propose to resolve upon the distribution of a dividend to the Shareholders equal to Euro 1,30 for each share, gross of the withholding tax, equal in aggregate to Euro 351.788.377, with date for the coupon-detachment (*ex date*) 19 May 2025, payment date 21 May 2025, and record date for determining the right to the dividend on 20 May 2025, under Art. 83-*terdecies* of Legislative Decree no. 58/1998.

The dividend will be distributed through part of the result for the fiscal year resulting from the Draft Financial Statements as of 31 December 2024 equal to Euro 651.885.757.

We hereby propose to:

- (a) allocate the result for the fiscal year equal to Euro 651.885.757 as follows:
 - Euro 351.788.377 as distribution of dividends to the Shareholders;
 - Euro 300.097.380 as reserve for carried forward profit;
- (b) distribute to the Shareholders a dividend equal in aggregate to Euro 351.788.377, as result for the fiscal year.

The overall amount of the dividend is calculated on the basis of the number of shares issued as of 31 December 2024 and net of the treasury shares as of the same date: therefore, such amount will change as a result of the use of treasury shares to serve the share plans and purchase additional treasury shares.

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 31 December 2024, approved by the Board of Directors on 13 February 2025,
- the Management Report of the Board of Directors, including the consolidated sustainability statement pursuant to Legislative Decree no. 125/2024, and
- the statements pursuant to Art. 154-*bis*, paragraphs 5 and 5-*ter*, of Legislative Decree no. 58/1998,

that, together with (i) the Report of the Board of Statutory Auditors, (ii) the Report of the Auditing Firm and (iii) the Report of the independent auditor firm on the limited review of the consolidated sustainability statement under Art. 14-*bis* of Legislative Decree no. 39/2010, will be deposited and made available to the public pursuant to the manners and within the terms provided for by the applicable laws.

The Annual Financial Report has been drawn up, in accordance with the Transparency Directive, in the European Single Electronic Format (ESEF) in line with the principles set out in Delegated Regulation (EU) 2019/815. The Report will also be published in PDF format for ease of reading, it being understood that only the ESEF-format version will have legal value.

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Dear Shareholders,

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

First proposed resolution

"The Ordinary Shareholders' Meeting of Moncler S.p.A.,

- *having heard and approved the explanation by the Board of Directors,*
- *having reviewed the explanatory Report drafted by the Board of Directors,*
- *having examined the Draft Financial Statements of Moncler S.p.A. as of 31 December 2024, which closes with a result for the fiscal year of Euro 651.885.757, and the Management Report of the Board of Directors,*
- *having acknowledged the Report of the Board of Statutory Auditors, the Report of the Auditing Firm and the Report of the independent auditor firm on the limited review of the consolidated sustainability statement under Art. 14-bis of Legislative Decree no. 39/2010,*
- *having examined the Consolidated Financial Statements of the Company as of 31 December 2024 and the consolidated sustainability report pursuant to Legislative Decree no. 125/2024,*

RESOLVES

1. *to approve the Financial Statements of Moncler S.p.A. as of 31 December 2024, together with the Management Report of the Board of Directors, relating to the same financial statements, from which a result for the fiscal year of Euro 651.885.757 emerges;*
2. *to acknowledge the Consolidated Financial Statements as of 31 December 2024, from which a net profit, equal to the profit attributable to the Group, of Euro 639.596 thousand emerges, and the consolidated sustainability statement pursuant to Legislative Decree no. 125/2024;*
3. *to grant mandate to the Chairman of the Board of Directors and Chief Executive Officer – also acting through special attorneys in fact – to carry out all the*

related activities, consequent to or in connection with the implementation of the above resolutions”.

Second proposed resolution

“The Ordinary Shareholders’ Meeting of Moncler S.p.A.,

- having heard and approved the explanation by the Board of Directors,*
- having examined the Explanatory Report of the Board of Directors,*
- having acknowledged the Report of the Board of Statutory Auditors and the Report of the Auditing Firm,*

RESOLVES

- 1. to allocate the profit of the 2024 financial year, equal to Euro 651.885.757, as follows:*
 - Euro 351.788.377 as distribution of dividends to the Shareholders;*
 - Euro 300.097.380 as reserve for carried forward profit;*
- 2. to distribute a dividend per share equal to Euro 1,30, gross of the withholding tax, with date for the coupon-detachment (ex date) 19 May 2025, and payment date 21 May 2025, and record date for determining the right to the dividend, under Article 83-terdecies of Legislative Decree no. 58/1998, on 20 May 2025, for an overall amount, considering the shares issued as of 31 December 2024, net of the treasury shares owned by the Company, equal to Euro 351.788.377, as result for the fiscal year;*
- 3. to grant mandate to the Chairman of the Board of Directors and Chief Executive Officer – also acting through special attorneys in fact – to carry out all the activities related, consequent to or in connection with the implementation of the above resolutions”.*

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Milan, 13 February 2025

For the Board of Directors

The Chairman, Remo Ruffini