



MONCLER S.P.A.

**SHAREHOLDERS APPROVED THE 2014 FINANCIAL STATEMENTS AND
DISTRIBUTION OF A DIVIDEND OF €0.12 PER SHARE**

The shareholders also approved:

- **The appointment of two directors in accordance with Article 2386 of the civil code**
- **The new stock option plan titled “2015 Performance Stock Option Plan”**
- **A share capital increase serving said stock options plan**
- **The proposal to authorize the purchase and disposal of own shares**

Milan, April 23, 2015 – The shareholders of Moncler S.p.A. held ordinary and extraordinary meetings today, in a single call and chaired by the Company's Chairman and CEO, Remo Ruffini.

Approval of the Financial Statements

During the ordinary session, the shareholders approved the Moncler S.p.A. financial statements as at December 31, 2014, and approved the distribution of a dividend in the amount of 0.12 euros per share for a total of 30 million euros, with a coupon date of May 18, 2015, and payment date of May 20, 2015. The shareholders further approved to carry forward the earnings' remainder in the amount of 34.2 million euros.

The consolidated financial statements as at December 31, 2014, which showed consolidated revenues of 694.2 million euros (+20%) and net income of 130.3 million euros (as compared to 76.1 million euros for 2013), were also presented at the meeting.

Report on Remuneration

During the ordinary session the shareholders also approved the first section of the Report on Remuneration prepared by the Board of Directors in accordance with Article 123-ter of Italian Legislative Decree no. 58 of 24 February 1998 (the Consolidated Finance Act) and Article 84-quater of CONSOB Regulation no. 11971/1999 (the "**Issuers' Regulation**") concerning the Company's remuneration policy for the members of the Board of Directors and Key Managers, and related procedures for adopting and implementing said policy.

The Report on Remuneration is available on the Company's web site (www.monclergroup.com) in the section Governance / Shareholders' Meeting.

Appointment of two directors in accordance with Article 2386 of the Italian civil code

During the ordinary session the shareholders approved the appointment of Gabriele Galateri di Genola and Diva Moriani to the Company's Board of Directors in accordance with Article 2386 of the civil code and Article 13.4 of the Company's articles of association. Said directors were coopted onto the Board of Directors on July 7, 2014, and December 15, 2014, respectively. Mr. Galateri di Genola and Ms. Moriani will remain in charge until the end of the term for the board members currently in office, i.e. until the date of the meeting of shareholders called to approve the financial statements for the year ending on December 31, 2015. The shareholders also set the remuneration for the directors Gabriele Galateri di Genola and Diva Moriani to the same remuneration already set for the other members of the board currently in office, as approved by the shareholders and the Board of Directors on November 4, 2013.

The CVs of Mr. Galateri di Genola and Ms. Moriani are available on the Company's website (www.monclergroup.com) in the section Governance / Board of Directors.

Based on the information available to the Company, Mr. Galateri di Genola and Ms. Moriani do not currently hold any shares in Moncler.

Approval of the "2015 Performance Stock Option Plan"

The shareholders, during the ordinary session of the meeting and in accordance with Article 114-*bis* of the Consolidated Finance Act, approved the adoption of the equity-based incentive plan "2015 Performance Stock Option Plan" (or the "**2015 Plan**") with the characteristics (including relevant terms and conditions) as described in the Directors' report and in the Plan's information document prepared in accordance with Article 84-*bis* of the Issuers' Regulation, both of which are available on the Company's website (www.monclergroup.com) in the section *Governance / Shareholders' Meeting*.

The 2015 Plan is intended for executive directors and/or Key-managers with strategic responsibilities and/or employees and/or external consultants and other collaborators of Moncler and its subsidiaries which are considered as having a strategic importance or are otherwise able to make a significant contribution to achieving Moncler's strategic objectives as determined by the Board of Directors based on the opinion of the Nomination and Remuneration Committee.

The 2015 Plan sets forth the assignment, free of charge, of options that allow for the subsequent subscription of the Company's ordinary shares at the established conditions. More specifically, each option granted gives the right for the beneficiary to purchase one (1) share by paying the Company the exercise price.

The shareholders also granted the Board of Directors with all powers necessary or appropriate, including the power to grant proxy, in order to execute the 2015 Plan. This includes all powers needed in order to select the beneficiaries and determine the number of options to be assigned to each beneficiary, to actually assign the options, to prepare the rules of implementation of the 2015 Plan, and to meet all related disclosure and other obligations.

Approval of a share capital increase serving the 2015 Performance Stock Option Plan

Having reviewed and approved the Board of Directors' report prepared in accordance with Article 125-*ter* of the Consolidated Finance Act and Article 72 of the Issuers' Regulation, as well as the report issued by the auditing firm KPMG S.p.A. in accordance with Article 2441(4) of the Italian civil code, both of which are available on

the Company's website (www.monclergroup.com) in the section *Governance / Shareholders' Meetings*, during the extraordinary session the shareholders approved:

1) revocation of (i) authorization to the Board of Directors to increase the share capital in accordance with Article 2443 of the civil code as granted by the extraordinary shareholders' meeting of October 1, 2013 (the "**2013 Authorization**"), for the portion still to be exercised; (ii) the previous authorizations to increase share capital as approved by the Board of Directors on February 28, 2014, as a partial execution of the 2013 Authorization and in order to serve the 2014-2018 stock option plan for top management and other key people and the 2014-2018 stock option plan for Italian corporate structures, as approved by the shareholders on said date; and

2) the paid and divisible share capital increase in accordance with Article 2439(2) of the civil code, and without option rights in accordance with Article 2441(4) of the civil code for a maximum nominal value of €509,645 to be executed by and no later than June 30, 2022, through the issue in one or more *tranches* of up to 2,548,225 ordinary shares without specified par value and with the same characteristics as the ordinary shares circulating on the date of issue, and with ordinary rights, serving the 2015 Plan (hereinafter the "**Capital Increase**").

The issue price for the shares resulting from the Capital Increase is to be determined by the Company's Board of Directors based on the opinion of the Nomination and Remuneration Committee and equal to the arithmetic average of the official prices of the Company's stock on the screen-based market organized and managed by Borsa Italian S.p.A., *Mercato Telematico Azionario* (MTA), over the thirty days prior to the meeting of the Board of Directors in order to assign the options to the beneficiaries of the 2015 Plan and determine the number of options to be assigned to each beneficiary. Of this issue price, an amount equal to (or no higher than) €0.20 per share is to be allocated to capital and the remainder being allocated to the share premium reserve.

Approval of the proposal to authorize the purchase and disposal of own shares

Having revoked the authorization to purchase and dispose of the Company's own shares as granted by the shareholders' meeting on October 1, 2013, and effective as of December 16, 2013, the shareholders, during the meeting's ordinary session and in accordance with Article 2357 *et seq.* of the Italian civil code and Article 132 of the Consolidated Finance Act, authorized the purchase, in one or more *tranches*, of the Company's own shares over a period of 18 months from the date of said shareholder authorization and the disposal, without limit in terms of time, of said own shares, in accordance with the terms and conditions set in the proposal approved by the Board of Directors on March 4, 2015, and as described in the related report prepared by the Board of Directors in accordance with Article 125-*ter* of the Consolidated Finance Act and Article 73 of the Rules for Issuers.

The purpose of today's authorization by the shareholders is to enable the Company to purchase and dispose of ordinary shares in accordance with applicable Italian and EU laws and regulations and with market practice acknowledged by CONSOB in accordance with Article 180, paragraph 1, letter c, of the Consolidated Finance Act in its resolution no. 16839 of March 19, 2009.

The purchase price for each share must be no lower than the official market price of Moncler stock on the day prior to such purchase reduced by 20%, and no greater than the official market price on the day prior to the purchase plus 10%, without prejudice to the further terms and conditions established under Article 5 of EC Regulation no. 2273/2003.

The maximum number of shares purchased may not have a total nominal value higher than one-fifth of the Company's share capital on the date of today's shareholder resolution, including any shares held by subsidiaries.

Finally, it should be noted that the Company currently holds no own shares.

For more information, reference can be made to the Board of Directors' explanatory report, which is available on the Company's website (www.monclergroup.com), section *Governance / Shareholders' Meeting*, and the previous press release of March 4, 2015, in relation to the approval by the Company's Board of Directors of the proposal approved today by the shareholders.

The summary statement of voting will be made available on the Company's website pursuant to art. 124-quater, of the Legislative Decree no. 58/1998, within 5 days as of the shareholders' meeting.

The Company's manager in charge of preparing corporate accounting documents, Luciano Santel, hereby declares, in accordance with Article 154-bis, paragraph 2, of Italian Legislative Decree no. 58 of 1998, that the information provided in this press release corresponds to the accounting entries, ledgers and related documentation.

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About Moncler

Moncler was founded at Monestier-de-Clermont, Grenoble, France, in 1952 and is currently headquartered in Italy. Over the years the brand has combined style with constant technological research assisted by experts in activities linked to the world of the mountain. The Moncler outerwear collections marry the extreme demands of nature with those of city life. In 2003 Remo Ruffini took over the company, of which he is currently Chairman and CEO. Moncler manufactures and directly distributes the Moncler clothing and accessories collections Moncler Gamme Rouge, Moncler Gamme Bleu, Moncler Grenoble and Moncler Enfant through its boutiques and in exclusive international department stores and multi-brand outlets.