

Informazione Regolamentata n. 1218-18-2025	Data/Ora Inizio Diffusione 13 Febbraio 2025 18:03:54	Euronext Milan
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Societa' : MONCLER

Identificativo Informazione : 201388
Regolamentata

Utenza - Referente : MONCLERN04 - Bonante

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Oggetto : Notice of call of the Extraordinary Shareholders'
Meeting of 20 March 2025

Testo del comunicato

Vedi allegato



Moncler S.p.A.
 Registered Office in Milan (Italy), Via Stendhal, no. 47, 20144
 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

NOTICE OF CALL OF THE EXTRAORDINARY SHAREHOLDERS' MEETING

All the Shareholders entitled to participate and vote are hereby invited to attend the Extraordinary Shareholders' Meeting on 20 March 2025, at 11:00 a.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) **Proposal to amend Articles 13, 14, 15, 19 and 24 of the Bylaws. 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 54,961,190.80, divided into 274,805,954 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. Information concerning the amount of the share capital with specification of the number of shares it is divided into are available on the Company's website (<http://www.monclergroup.com>).

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, upon request of those entitled to participate to the Shareholders' Meeting, based on the accounting records as of the end of the accounting day of the seventh trading day prior to the date on which the Shareholders' Meeting is convened, which is **11 March 2025** (*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 **17 March 2025**. 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 **17 March 2025**, provided that it is received prior to the beginning of the Shareholders' Meeting works.

Intervention at the Shareholders' Meeting is governed by the relevant laws and regulations, as well as by the provisions contained in the Company's bylaws (the **Bylaws**) and the rules of Shareholders' Meetings, which are available on the Company's website (<http://www.monclergroup.com>, Section "Governance/Documents and Procedures").

VOTING BY PROXY

Pursuant to Art. 135-*novies* of Legislative Decree n. 58/1998 and consequent amendments (the **Consolidated Law on Finance**), the holder of the voting right - subject to the incompatibilities and limitations provided for by the regulations in force - may be represented at the Shareholders' Meeting by means of a written proxy, or by a digital document signed in electronic form pursuant to the applicable laws of Legislative Decree no. 82/2005 and in accordance with the provisions of laws in force, with the right to sign the proxy form available in printable version on the Company's website (<http://www.monclergroup.com>, Section "Governance/Shareholders' Meeting"). If the forms cannot be made available in electronic form for technical reasons, they will be transmitted upon simple request to +39 02 42203500.

Voting proxies may be notified to the Company, accompanied by a copy of the delegating shareholder's identification document, by registered letter or certified e-mail to the following addresses: Moncler S.p.A., Via Andrea Solari, no. 33, 20144 Milan, e-mail moncler@legalmail.it, at the Corporate Affairs Secretary's attention.

Any prior notification of the proxy does not exempt the proxy holder, when accrediting to the Shareholders' Meeting, from the obligation to certify under his/her own responsibility the compliance of the notified proxy to the original and the identity of the delegating shareholder, by exhibiting a copy of the valid identification document of the delegating shareholder or, if the delegating shareholder is a legal entity, of the *pro tempore* legal representative or another authorized person, together with the appropriate documentation certifying their qualification and powers.

The proxy holder shall keep the original proxy and keep records for one year, from the conclusion of the Shareholders' Meeting works, of any voting instructions received.

It will not be possible to vote in the Shareholders' Meeting by electronic means nor by correspondence.

Pursuant to Art. 10.2 of the Bylaws, the Company does not avail itself of the possibility provided by law to appoint a designated representative to whom the Shareholders may grant proxy with voting instructions on all or some of the proposals on the agenda of the Shareholders' Meeting.

RIGHT TO REQUEST ADDITIONS TO THE AGENDA OF THE SHAREHOLDERS' MEETING AND TO SUBMIT NEW PROPOSALS FOR RESOLUTIONS

Pursuant to Art. 126-*bis* of the Consolidated Law on Finance, Shareholders that, even jointly, represent at least one-fortieth of the share capital can request to integrate the list of the items to be discussed, by indicating the additional items they propose, or submit proposals for resolutions regarding the items already 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 submitted in writing to, and received by, the Company within ten days of the publication of this notice (*i.e.*, within **23 February 2025**) and must be sent by means of registered mail or certified e-mail to the following addresses: Moncler S.p.A., Via Andrea Solari no. 33, 20144 Milan, e-mail moncler@legalmail.it at the Corporate Affairs Secretary's attention. By the same deadline and in the same ways, the proposing Shareholders have to submit a report to the Board of Directors which sets forth the reasons for the proposed resolutions on the new matters that they are proposing for discussion or the reasons for the additional resolutions submitted on items already in the agenda.

Information regarding the agenda's integrations or the submission of proposals for additional resolutions on the items that have already been included in 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, the report provided by the requesting Shareholders, together with any evaluations of the Board of Directors', will be made available to the public, in the same form as the documents regarding the Shareholders' Meeting.

No integrations to the agenda are permitted for the items upon which the Shareholders' Meeting resolves, pursuant to applicable laws, upon proposal by the Directors or based on a report prepared by the Board of Directors other than the ones referred to under Art. 125-*ter*, paragraph 1, of the Consolidated Law on Finance.

RIGHT TO SUBMIT QUESTIONS ON THE ITEMS ON THE AGENDA

In accordance with Art. 127-*ter* of the Consolidated Law on Finance, anyone with voting rights may submit questions on matters on the agenda also prior to the Shareholders' Meeting, and, in any case, within five trading days prior to the date of the Shareholders' Meeting (therefore within **13 March 2025**). Such questions - accompanied by the related notice, issued by the legally-authorized intermediary, attesting the Shareholder's entitlement to exercise the right - must be sent via registered letter or certified email to the following addresses: Moncler S.p.A., Via Andrea Solari no. 33, 20144 Milan (Italy), e-mail moncler@legalmail.it, at the Corporate Affairs Secretary's attention.

The Company, having verified the relevance of such questions to the matters on the agenda and the legitimacy of the party submitting them, shall provide a response at the latest during the Shareholders' Meeting. The Company may give a single response to questions regarding the same matters. A response made available in hard copy for each shareholder with voting rights at the beginning of the Meeting shall be considered as given during the Shareholders' Meeting. A response shall not be due, not even during the Shareholders' Meeting, to questions submitted before it, if the requested information is already made available by the Company in the format "Questions and Answers" in the Company's website (<http://www.monclergroup.com>, Section "Governance /Shareholders' Meeting"), or if the response has already been published in the same Section.

DOCUMENTS

The report of the Directors including the full text of the proposed resolutions and the further documents regarding the Shareholders' Meeting set forth by the applicable laws will be made available to the public within the terms provided for by the applicable laws, at the Company's registered offices in Via Stendhal 47, 20144 Milan (Italy) and on the Company's website (<http://www.monclergroup.com>, Section "Governance/Shareholders' Meeting"), as well as at the mechanism for the central storage of regulated information "eMarket STORAGE".

The Bylaws and the rules of Shareholders' Meeting are available on the Company's website (<http://www.monclergroup.com>, 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>, Section "Governance/Shareholders' Meeting") and at the mechanism for the central storage of regulated information "eMarket STORAGE", as well as, as an abstract, on the newspaper "Milano Finanza".

Milan, 13 February 2025

For the Board of Directors

The Chairman, Remo Ruffini

