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Oggetto : Extraordinary Shareholders' Meeting

Testo del comunicato

Vedi allegato

MONCLER

GROUP

THE EXTRAORDINARY SHAREHOLDERS' MEETING APPROVED THE PROPOSED AMENDMENTS TO THE BYLAWS

Milan, 20 March 2025 - The Extraordinary Shareholders' Meeting of Moncler S.p.A. (**Moncler** or the **Company**) met today in a single call, under the chairmanship of Remo Ruffini.

The Extraordinary Shareholders' Meeting approved the proposed amendments to the Bylaws and, in particular, of:

- Art. 13 to:
 - reduce the minimum number of directors composing the Board of Directors from 9 to 7 (Art. 13, paragraph 1);
 - provide that only shareholders holding the minimum shareholding in the share capital established, on a case-by-case basis, by Consob may submit lists for the appointment of the Board of Directors (Art. 13, paragraph 3, fourth subparagraph);
 - amend the procedures for the election of the Board of Directors with specific reference to the appointment of Directors drawn from the minority list, providing that (i) in the case of a Board of Directors comprising between 7 and 12 members, 1 Director shall be drawn from the minority list, while (ii) in the case of a Board of Directors composed of more than 12 members, 2 Directors shall be drawn from the minority list, if the minority list contains in the first two places candidates of different genders from each other (it being understood that if the minority list contains only one candidate or several candidates all of the same gender or several candidates, including of different genders, but without complying with the above requirement, 1 Director shall be drawn from the minority list) (Art. 13, paragraph 3, seventh subparagraph);
- Art. 14 to clarify the competence of the Board of Directors in relation to the appointment of its Chairman and Vice Chairman, if the Shareholders' Meeting does not resolve on the matter, thus specifying what is already provided for in Art. 2380-*bis*, paragraph 5, of the Italian Civil Code;
- Art. 15 to allow the meetings of the Board of Directors to be held exclusively by means of telecommunication, omitting the indication of the physical location where they are to be held;
- Art. 19 to provide for the competence of the Board of Directors in relation to the appointment and dismissal of the manager in charge of certifying the sustainability statement (in order to implement the regulations on sustainability reporting introduced by Legislative Decree 125/2024 implementing Directive 2022/2464/EU);
- Art. 24 in order to amend the regulations provided by the Bylaws for the Board of Statutory Auditors with respect to (i) the submission of lists for appointment and (ii) the manner in which meetings are held by means of telecommunications, in accordance with the provisions for the Board of Directors (Art. 13, paragraph 3, fourth subparagraph and Art. 15).

The resolution of the Extraordinary Shareholders' Meeting will take effect from the date of registration of the relevant amendments to the Bylaws with the Milan Companies Register.

The summary voting record and the minutes of the Extraordinary Shareholders Meeting will be made available to the public in the manner and within the time limits prescribed by law.

FOR ADDITIONAL INFORMATION:**INVESTORS**

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About Moncler

With its brands Moncler and Stone Island, the latter acquired in March 2021, Moncler Group represents the expression of a new concept of luxury. True to its philosophy "Beyond Fashion, Beyond Luxury", the Group strategy is centered on experience, a strong sense of purpose and belonging to a community while taking inspiration from the worlds of art, culture, music, and sports. Alongside supporting the individual brands sharing corporate services and knowledge, Moncler Group aims to maintain its brands' strong independent identities based on authenticity, constant quest for uniqueness, and formidable ties with their consumer's communities. Operating in all key international markets, the Group distributes its brands' collections in more than 70 countries through directly operated physical and digital stores as well as selected multi-brand doors, department stores and e-tailers.

