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Oggetto : Ordinary Shareholders' Meeting

Testo del comunicato

Vedi allegato

MONCLER

GROUP

THE ORDINARY SHAREHOLDERS' MEETING OF MONCLER S.P.A. APPROVED THE 2024 FINANCIAL STATEMENTS, A DIVIDEND DISTRIBUTION OF EURO 1.30 PER SHARE AND APPOINTED THE NEW BOARD OF DIRECTORS.

The Shareholders' Meeting also:

- approved the first Section of the Report regarding the Remuneration Policy for the year 2025;
- voted in favour of the second Section of the Report regarding the Remuneration Policy in relation to remuneration paid in 2024;
- approved the authorization to purchase and dispose of treasury shares.

The Consolidated Financial Statements as of 31 December 2024, including the consolidated sustainability statement pursuant to Legislative Decree no. 125/2024, was also presented to the Shareholders' Meeting.

Milan, 16 April 2025 - The Ordinary Shareholders' Meeting of Moncler S.p.A. (**Moncler** or the **Company**) was held today in a single call, chaired by Remo Ruffini.

Appointment of the new Board of Directors

The Ordinary Shareholders' Meeting appointed the Board of Directors, composed of 15 members, for the three-year period 2025-2027, which will remain in office until the Shareholders' Meeting called for the approval of the Financial Statements as of 31 December 2027.

On the basis of the two lists that were submitted, the following Directors have been appointed:

- 1) Remo Ruffini;
- 2) Marco De Benedetti;
- 3) Robert Philippe Eggs;
- 4) Luciano Santel;
- 5) Alexandre Arnault;
- 6) Bettina Fetzer (Independent Director);
- 7) Alessandra Gritti (Independent Director);
- 8) Diva Moriani;
- 9) Sue Nabi (Independent Director);
- 10) François-Henri Bennaïm (Independent Director);
- 11) Geoffroy van Raemdonck (Independent Director);
- 12) Gabriele Galateri di Genola;

13) Maria Sharapova (Independent Director);

drawn from the list submitted by the shareholder Double R S.r.l., owning a shareholding representing 16,87% of Moncler's share capital, which received 58.365% of the votes, and

1) Cesare Conti (Independent Director);

2) Anna Zanardi (Independent Director);

drawn from the list submitted by a group of asset management companies and domestic and international institutional investors, owning in aggregate a shareholding representing 1.58 % of Moncler's share capital, which received 41.143% of the votes.

The lists, together with the documentation required by applicable regulations filed along with them, including *curricula vitae* of the members of the Board of Directors, are available at the Company's registered office in Milan, Via Stendhal 47, as well as on the Company's website at www.monclergroup.com, Section "Governance/Shareholders' Meeting".

The Shareholders' Meeting also resolved on the remuneration to be granted to the Board of Directors and set the maximum annual gross remuneration to be granted to the Board of Directors at Euro 1,530,000 (of which Euro 20,000 for each Executive Director, Euro 100,000 for each Non-Executive Director, and a further maximum of Euro 30,000 per member for the participation in each internal Committees of the Board), which does not include the remuneration of Directors vested with particular offices.

To the best of the Company's knowledge, as of today, the following Directors hold shares in the Company: Remo Ruffini holds, through Double R S.r.l.¹, 46,356,556 shares and, directly, 297,032 shares; Roberto Eggs holds 182,439 shares; Gabriele Galateri di Genola holds 1,420 shares; Luciano Santel holds 130,434 shares.

Financial Statements and Consolidated Financial Statements

The Ordinary Shareholders' Meeting approved the Financial Statements as of 31 December 2024 and approved the distribution of a gross dividend of Euro 1.30 per share, for a total amount of Euro 351,788,377, without prejudice to the current number of shares entitled to payment to be determined on 20 May 2025.

The coupon detachment (*ex date*) date will be 19 May 2025, with payment on 21 May 2025.

The Consolidated Financial Statements as of 31 December 2024 were also presented during the Shareholders' Meeting, showing revenues of EUR 3,108.9 million in 2024, an increase of 7% at constant exchange rates, cFX, (+4% at current exchange rates) compared with EUR 2,984.2 million in 2023. These results include Moncler brand revenues equal to Euro 2,707.3 million and Stone Island brand revenues equal to Euro 401.6 million.

Consolidated Sustainability Statement

The Consolidated Sustainability Statement contained in the Management Report of the Board of Directors, accompanying the Consolidated Financial Statements as of 31 December 2024, was presented to the Ordinary Shareholders' Meeting pursuant to Legislative Decree no. 125/2024.

The Consolidated Sustainability Statement, prepared in compliance with the European Sustainability Reporting Standards (ESRS), contains qualitative and quantitative data and information on the impact of the Company and the Group on sustainability issues and how these issues affect the performance,

¹ The indirect shareholding is held through the company Double R S.r.l., 85.63% owned by Ruffini Partecipazioni Holding S.r.l., a company whose share capital is wholly owned by Remo Ruffini.

results and situation of the Company and the Group, with respect to the fiscal year ended 31 December 2024.

Report regarding the Remuneration Policy

The Ordinary Shareholders' Meeting approved the first Section of the Report regarding remuneration and fees paid prepared by the Board of Directors pursuant to Article 123-*ter* of Legislative Decree no. 58 of 24 February 1998 (the **Consolidated Law on Finance**) concerning the remuneration policy for the year 2025 and expressed a favorable opinion on the second Section of the same Report relating to remuneration paid in 2024.

The Report on the Policy regarding remuneration and fees paid is available on the Company's website at www.monclergroup.com, in the Sections "Governance/Shareholders' Meeting" and "Governance/Remuneration".

Authorization to the purchase and disposal of treasury shares

The Ordinary Shareholders' Meeting revoked, for the unexecuted portion, the authorization to purchase and dispose of the Company's treasury shares granted by the resolution of the Ordinary Shareholders' Meeting on 24 April 2024 and, at the same time, approved a new authorization to purchase and dispose of the Company's treasury shares in accordance with the terms and conditions set forth in the resolution proposal approved by the Board of Directors on 13 February 2025 and explained in the report available on the Company's website www.monclergroup.com, Section "Governance/Shareholders' Meeting".

The purpose of the authorization to purchase and dispose of treasury shares is to enable the Company to purchase and dispose of its ordinary shares for the purposes permitted by law, which include (i) supporting the liquidity and efficiency of the market; (ii) storing treasury shares for future use, including: as consideration in extraordinary transactions, including the exchange or sale of shares to be carried out by means of an exchange, contribution or other act of disposition and/or use with third parties, including the allocation of convertible bonds into shares of the Company or bonds with warrants; and (iii) serving compensation plans based on financial instruments pursuant to Article 114-*bis* of the Consolidated Law on Finance in favour of directors, employees or collaborators of the Company and/or its subsidiaries, as well as programs for the free assignment of shares to Shareholders.

The authorization provides for the purchase, also in multiple *tranches*, of ordinary shares with no par value, up to a maximum number that, taking into account the ordinary shares held from time to time in the portfolio by the Company and its subsidiaries, does not exceed a total of 10% of the Company's share capital, it being understood that, within this overall maximum limit, purchases pursuant to Article 144-*bis*, paragraph 1, letter c) of the Issuers' Regulation may be made up to a maximum number not exceeding 5% of the share capital.

It is envisaged that the purchase price of each share shall not be lower than the official Stock Exchange price of the Moncler shares on the day prior to the day on which the purchase transaction is carried out, less 20%, and not higher than the official Stock Exchange price on the day prior to the day on which the purchase transaction is carried out, plus 10%, subject to the further terms and conditions set forth by the Delegated Regulation (EU) no. 1052 of 8 March 2016 and the accepted market practices from time to time, approved by the National Commission for Companies and the Stock Exchange, where applicable.

With reference to transactions involving the disposition of treasury shares, it is envisaged that such transactions will be carried out in any manner deemed appropriate in the interest of the Company, in compliance with the current legal and regulatory provisions and for the pursuit of the purposes set forth in the proposed resolution, including sales on regulated markets, in blocks and by way of exchange or securities lending or free assignment.

The authorization to purchase treasury shares is for 18 months from today's date. On the other hand, the authorization for the disposal and/or use of treasury shares held in the portfolio or that may be purchased is without time limit, due, *inter alia*, to the opportunity to allow the Board of Directors to avail itself of maximum flexibility, including, also in terms of timing, to carry out acts of disposal of the shares.

It should also be noted that, as of today, Moncler holds a total of 3,237,238 treasury shares in its portfolio, equal to 1,2% of the share capital.

The summary report of the voting and the minutes of today's Shareholders' Meeting will be made available to the public as per the procedures and terms set out in current legislation.

The manager in charge of preparing corporate accounting documents Luciano Santel declares, pursuant to paragraph 2 of Article 154-*bis*, of the Consolidated Law on Finance, that the accounting information contained in this press release corresponds to the accounting figures, books and records.

FOR ADDITIONAL INFORMATION:

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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.

