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Oggetto	:	Notice of call of the Ordinary Shareholders' Meeting of 21 April 2026

Testo del comunicato

Vedi allegato

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Notice of Call of the Ordinary Shareholders' Meeting

2026

MONCLER

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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

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NOTICE OF CALL OF THE ORDINARY SHAREHOLDERS' MEETING

All the Shareholders entitled to participate and vote are hereby invited to attend the Ordinary Shareholders' Meeting on 21 April 2026, at 10:00 a.m., with a single call, at the offices of Moncler S.p.A. (Moncler or the Company) in Milan (Italy), at in Viale Ortles no. 38, to discuss and resolve upon the following

AGENDA

1. Financial Statements for the Fiscal Year as of 31 December 2025 and allocation of the Fiscal Year operating result:

   1.1 Approval of the Financial Statements for the Fiscal Year as of 31 December 2025 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 2025 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.

2. Report on Moncler's Policy regarding remuneration and fees paid, pursuant to Art. 123-*ter* of Legislative Decree no. 58/1998 and Art. 84-*quater* of Consob Regulation no. 11971/1999:

   2.1 Binding resolution on the first Section regarding remuneration policy pursuant to Art. 123-*ter*, paragraph 3, of Legislative Decree no. 58/1998. Related and consequent resolutions;

   2.2 Non-binding resolution on the second Section regarding fees paid pursuant to Art. 123-*ter*, paragraph 4, of Legislative Decree no. 58/1998. Related and consequent resolutions.

3. Authorization to the purchase and disposal of treasury shares pursuant to and in accordance with Articles 2357 and 2357-ter of the Italian Civil Code, Art. 132 of the Legislative Decree no. 58/1998 and Art. 144-bis of Consob Regulation no. 11971/1999, after revocation, for the portion not implemented, of the resolution on the authorization approved by the Ordinary Shareholders' Meeting on 16 April 2025. Related and consequent resolutions.

4. Appointment of the Board of Statutory Auditors for the three-year period 2026-2028:

   4.1 Appointment of three Statutory Auditors and two Alternate Statutory Auditors;

   4.2 Appointment of the Chairman of the Board of Statutory Auditors;

   4.3 Determination of the annual remuneration of the Statutory members of the Board of Statutory Auditors.

5. Appointment of one Director pursuant to Art. 2386 of the Italian Civil Code and Art. 13.4 of the Company's Bylaws. Related and consequent resolutions.

6. Incentive plan based on Moncler ordinary shares named "2026 Performance Shares Plan", drawn up pursuant to Art. 114-*bis* of Legislative Decree no. 58/1998 and Art. 84-*bis* of Consob Regulation no. 11971/1999. Related and consequent resolutions.

7. Incentive plan based on Moncler ordinary shares named "2026 Restricted Shares Plan", drawn up pursuant to Art. 114-*bis* of Legislative Decree no. 58/1998 and Art. 84-*bis* of Consob Regulation no. 11971/1999. Related and consequent resolutions.

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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 is 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 an authorized intermediary, upon request of those entitled to participate to the Shareholders' Meeting, based on the accounting records as of the end of accounting day of the seventh trading day prior to the date on which the Shareholders' Meeting is convened (record date), which is 10 April 2026. 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 16 April 2026. 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 16 April 2026, provided that it is received prior to the beginning of the Shareholders' Meeting's 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 no. 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 Legislative Decree no. 82/2005 and in accordance with the applicable 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., Viale Ortles no. 38, 20139 Milan, certified e-mail moncler@legalmail.it, at the Corporate Affairs Secretary's attention.

Any prior notification of the proxy does not exempt the proxy holder, upon registration at 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 maintain a record for one year, from the conclusion of the Shareholders' Meeting's works, of any voting instructions received.

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

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*, paragraph 1, first period, of the Consolidated Law on Finance, the Shareholders that, even jointly, represent at least one-fortieth of the share capital can request to

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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 respect of whom a specific communication has been received by the Company from an authorized intermediary, pursuant to applicable laws, shall be entitled to request additions to the agenda or to submit new proposals for resolutions.

The requests for 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 March 2026, as 21 March falls on a Saturday) and must be sent by means of registered mail or certified e-mail to the following addresses: Moncler S.p.A., Viale Ortles no. 38, 20139 Milan, certified 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 integration to the agenda is 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 14 April 2026). Such questions – accompanied by the related notice, issued by the authorised 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., Viale Ortles no. 38, 20139 Milan, certified 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" on the Company's website (http://www.monclergroup.com, section "Governance/Shareholders' Meeting"), or if the response has already been published in the same Section.

REPORT ON THE POLICY REGARDING REMUNERATION AND FEES PAID

Pursuant to Art. 123-*ter*, paragraphs 3-*bis*, 3-*ter* and 6, of the Consolidated Law on Finance, the Shareholders' Meeting is called to resolve on:

(i) the first Section of the Report on the Policy regarding remuneration and fees paid, which outlines the Company's remuneration policy for the members of the administrative bodies and Managers with Strategic Responsibilities and, without prejudice to the provisions of Art. 2402 of the Italian Civil Code, of the control bodies, as well as the procedures used for the adoption and implementation of said Policy, in accordance with the frequency required by the duration of the Policy as defined pursuant to Art. 123-*ter*, paragraph 3, letter a), of the Consolidated Law on Finance, and at least every three years. Such resolution is binding;

(ii) the second Section of the Report on the Policy regarding remuneration and fees paid intended for the members of the administrative and control bodies and Managers with Strategic Responsibilities which illustrates in particular: (a) each of the items composing the remuneration, including the treatments provided in case of termination of office or relationship, highlighting their consistency with the Policy; (b) the fees paid in the financial year of reference for any reason and in any form by the Company and its subsidiaries, reporting any components of the aforementioned remuneration that may be connected to activities carried out in previous years to the reporting year; (c) the fees payable in one or more subsequent financial years in respect of the activity carried out in the financial year

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of reference, indicating, if necessary, an estimated value for the components that cannot be objectively quantified in the financial year of reference; and (c) how the Company has taken into account the vote expressed the previous year on the second Section of the Report. Such resolution is not binding.

APPOINTMENT OF THE BOARD OF STATUTORY AUDITORS 2026-2028

The Board of Statutory Auditors consists of three Statutory Auditors, appointed by the Shareholders' Meeting, which determines their remuneration. The Shareholders' Meeting also appoints two Alternate Statutory Auditors.

The appointment of Statutory Auditors is based on lists submitted by the Shareholders, in compliance with the procedure set forth in Art. 24 of the Bylaws. Each Shareholder may submit or participate to the submission of only one list.

The right to submit lists is reserved to Shareholders who, individually or together with other Shareholders, hold shares representing at least 0.5% of the Company's share capital, as established by Consob under Resolution no. 155 of 27 January 2026. The lists must be filed, using one of the following methods: (i) by hand delivery at the Corporate Affairs Office, Viale Ortles no. 38, 20139 Milan, during office hours, or (ii) by certified e-mail to the address moncler@legalmail.it within at least twenty-five days before the date of the Shareholders' meeting (i.e. within 27 March 2026). In the event that, upon expiry of the deadline only one list or only lists presented by Shareholders related to each other pursuant to Art. 144-*quinquies* of Consob Regulation no. 11971/1999 (the Issuers' Regulation) has/have been filed, the deadline for the submission of additional lists shall be reopened until the third day following such date (i.e., 30 March 2026) and the threshold for the submission of lists shall be reduced to the possession of 0.25% of the Company's share capital.

Each candidate may be presented in only one list, under penalty of ineligibility.

The lists filed must be accompanied by:

(i) the information related to the identity of the Shareholders who have submitted the lists, along with the indication of the total shareholding held, as evidenced by appropriate documentation issued by an authorized intermediary pursuant to applicable law;

(ii) the statement of the Shareholders who have submitted the list and who are different from those who hold, even jointly, a controlling interest or a relative majority, attesting the absence or existence of connections with the latter pursuant to Art. 144-quinquies of the Issuers' Regulation also taking into account the recommendations issued by Consob with Communication no. DEM/9017893 of 26 February 2009;

(iii) the curriculum vitae describing the personal and professional characteristics of each candidate, including a list of the administrative and control offices held by each candidate in other companies, as well as statements whereby each candidate accepts the candidacy and declares, under his/her own responsibility, the absence of any grounds of ineligibility or incompatibility and the existence of the requirements prescribed by law and by the Bylaws for the office.

Any list that does not comply with the provisions set forth above shall be deemed not to have been submitted.

The outgoing Statutory Auditors are eligible for re-election.

For further information on the appointment of the Board of Statutory Auditors, please refer to the illustrative report drawn up by the Board of Directors in accordance with Art. 125-*ter* of Consolidated Law on Finance, which will be made available to the public within the time limits and in accordance with the procedures set forth by applicable laws.

APPOINTMENT OF ONE DIRECTOR PURSUANT TO ART. 2386 OF THE ITALIAN CIVIL CODE AND ART. 13.4 OF THE COMPANY'S BYLAWS

With reference to the fifth item on the agenda, it is recalled that on 19 February 2026 the Board of Directors appointed by cooptation, pursuant to Art. 2386 of the Italian Civil Code and Art. 13.4 of the Bylaws, with the approval of the Board of Statutory Auditors, Bartolomeo "Leo" Rongone as new Director of the Company, with effect from 1 April 2026. At the same meeting, the Board appointed Bartolomeo Rongone as Chief Executive Officer of the Company.

Bartolomeo Rongone will cease to hold office as Director at the Shareholders' Meeting of 21 April 2026. It is recalled that, as this is a mere integration of the Board of Directors, the Shareholders' Meeting shall resolve with the majority provided by law, without list voting, pursuant to Art. 13 of the Bylaws.

For further information, please refer to the explanatory report drawn up by the Board of Directors in accordance with Art. 125-ter of Consolidated Law on Finance, which will be made available to the public within the time limits and in accordance with the procedures set forth by applicable laws.

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DOCUMENTS

The explanatory reports of the Directors along with the full text of the proposed resolutions and the further documents regarding the Shareholders' Meeting set forth by the applicable laws, including the annual financial report, will be made available to the public within the terms provided for by the applicable law at the Company's registered office, in Via Stendhal no. 47, 20144 Milan (Italy), and on the Company's website (http://www.monclergroup.com, under the "Governance/Shareholders' Meeting" Section), 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 Bylaws, on the Company's website (http://www.monclergroup.com, under the "Governance/Shareholders' Meeting" Section) and at the mechanism for the central storage of regulated information "eMarket STORAGE", and as an abstract on the newspaper "Milano Finanza".

Milan, 11 March 2026
For the Board of Directors
The Chairman, Remo Ruffini

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