



**PROCEDURE GOVERNING
TRANSACTIONS WITH RELATED PARTIES**

MONCLER S.P.A.

Latest update as of 14 June 2021

ARTICLE 1

Scope

- 1.1 This procedure (the “**Procedure**”) is adopted by Moncler S.p.A. (“**Moncler**” or the “**Company**”) pursuant to Article 2391-*bis* of the Italian Civil Code and the related party transaction regulation adopted by Consob with Resolution no. 17221 of 12 March 2010, as subsequently amended (the “**RPT Regulation**”), in consideration of the instructions and guidelines for the application of the RPT Regulation provided for by CONSOB with notice no. DEM/10078683 of 24 September 2010¹. This Procedure also identifies the rules governing the approval and execution of transactions with related parties put in place by Moncler, directly or through subsidiaries (the “**Subsidiaries**”) pursuant to Article 93 of Italian Legislative Decree no. 58 of 24 February 1998, as subsequently amended (the “**Consolidated Law on Finance**”), in order to guarantee the transparency and substantial and procedural fairness of such transactions.

ARTICLE 2

Definitions

- 2.1 In this Procedure, the following terms have the meanings given here:
- a) “**Directors Involved in the Transaction**”: the directors who have an interest in the transaction, be it their own or that of third parties, in conflict with that of the Company;
 - b) “**Independent Directors**”: the directors of Moncler in possession of the independence requirements provided for under Article 148, paragraph 3, of the Consolidated Law on Finance and the Code of Self-Governance adopted by Moncler;
 - c) “**Non-Related Directors**”: the Directors of Moncler that do not represent a counterparty in a specific Transaction and its Related Parties;
 - d) “**Code of Corporate Governance**”: the Code of Corporate Governance of listed companies approved by the Listed Companies Corporate Governance Committee established by Borsa Italiana S.p.A. as applicable from time to time, and to which the Company adheres;
 - e) “**Related Party Transaction Committee**” or “**Committee**”: the committee envisaged in Article 5 hereunder;
 - f) “**Standard Market Conditions or Standards**”: conditions that are analogous to those that are usually applied to non-related parties for transactions of corresponding nature, size and risk, or based on regulated rates or on prices that are set, or applied to parties with which Moncler (or the Subsidiaries) is obliged by law to contract at a specific price;
 - g) “**Significance Thresholds**”: the significance thresholds set out in Annex 3 of the RPT Regulation used to identify Transactions of Greater Importance;
 - h) “**Significant Interest**”: the interest of a Related Party of the Company which could lead an independent party acting with professional diligence to assume that said Related Party may directly or indirectly obtain an advantage or disadvantage of any kind from the execution of a Transaction with Related Parties of the Company. Those interests resulting from the mere sharing of one or more directors or other key managers between the Company and the Subsidiaries and affiliated companies are not considered Significant Interests;
 - i) “**Transaction(s) with Related Party/Parties**” “**Related Party Transaction(s)**” or “**Transaction(s)**”: those transactions defined as such by the international accounting principles

¹ Consob notice no. DEM/10078683 of 24 September 2010 may be accessed Consob’s website (www.consob.it).

adopted according to the procedure referred to in Article 6 of Regulation (EU) no. 1606/2002 and listed under Annex 1 of this Procedure;

- j) **“Transactions of Limited Value”**: the Transactions that have a value or in any case an aggregate value per single transaction not exceeding Euro 250,000, if the Related Party is a legal person, or not exceeding Euro 250,000 if the Related Party is a natural person;
- k) **“Transactions of Greater Importance”**: the Transactions – including homogeneous transactions or transactions executed in implementation of a single program with the same Related Party or parties related to the latter and to the Company – where at least one of the Significance Thresholds indicated in Annex 3 of the RPT Regulation has been exceeded;
- l) **“Transactions of Lesser Importance”**: the Transactions that are not Transactions of Greater Importance or Transactions of Limited Value;
- m) **“Ordinary Transactions”**: the Transactions that fall within the ordinary operating activities and related financial activity of the Company and/or the companies included in the consolidated financial statements prepared by Moncler;
- n) **“Related Parties”**: the parties described in Article 3 hereunder;
- o) **“Issuers’ Regulation”**: the regulation containing provisions relating to issuers adopted by Consob with Resolution no. 11971 of 14 May 1999, as later amended and supplemented;
- p) **“Non-Related Parties”**: the parties with voting rights other than counterparties in a specific Transaction and the Related Parties of both the counterparty in a specific Transaction and the Company.

2.2 The terms that are not specifically defined in this Procedure have the meaning given to them in the RPT Regulation. Please refer to the RPT Regulation for further details.

ARTICLE 3

Identification of Related Parties

- 3.1 For the purpose of this Procedure, the following are considered Related Parties of Moncler: parties defined as such by the international accounting standards adopted according to the procedure set forth in article 6 of EC Regulation no. 1606/2002 and listed under Annex 1 of this Procedure.
- 3.2 The Chairman of the Board of Directors and the Manager in Charge of Preparing the Accounting Documents of Moncler shall settle the cases where the identification of a Related Party is disputed on the basis of the related definition provided by reference under Article 3.1 above. If the Chairman of the Board of Directors is a Related Party in a specific Transaction, the controls and decisions provided under this Article shall be adopted by the Deputy Chairman of the Board of Directors and the Manager in Charge of Preparing the Accounting Documents of Moncler, or by a non-related Independent Director and by the Manager in Charge of Preparing the Accounting Documents of Moncler, if the Deputy Chairman is a Related Party in the same Transaction.
- 3.3 Pursuant to Article 4, paragraph 2, of the RPT Regulation, the Company decided not to extend the application of the Procedure to persons other than the Related Parties identified pursuant to Article 3.1 above.

ARTICLE 4

Register of Related Parties and identification of the Transactions of Greater Importance

- 4.1 Moncler shall set up a dedicated register in which the Related Parties identified pursuant to Article 3 hereinabove (the “**Register of Related Parties**”) will be registered.
- 4.2 The Register of Related Parties shall be set up and updated by the Moncler Legal and Corporate Affairs Secretariat, with the support of the other competent corporate departments, and in collaboration with the Manager in Charge of Preparing the Accounting Documents of Moncler.
- 4.3 The Moncler Legal and Corporate Affairs Secretariat shall give written notice to each Director and Standing Statutory Auditor and to the key managers of Moncler or any entity that eventually controls Moncler that they have been registered in the Register of Related Parties. The Moncler Legal and Corporate Affairs Secretariat shall concurrently ask each interested person to submit the required information on their close family members, or on the entities that they or their close family members control, either separately or jointly, or over which they have a significant influence, or in which they have a significant shareholding that entitles them to no less than 20% of the voting rights, all as identified pursuant to Article 3.1 above.
- 4.4 The Directors and Standing Statutory Auditors, and the key manager of Moncler or any entity that might control Moncler, must promptly notify the Moncler Legal and Corporate Affairs Secretariat of any material change concerning the persons and entities to which they are related. In any event, the Moncler Legal and Corporate Affairs Secretariat shall update the Register of Related Parties at least once every six months.
- 4.5 For the purpose of identifying Transactions of Greater Importance, the Manager in Charge of Preparing the Accounting Documents of Moncler:
 - (i) periodically identifies the Company capitalization values on the basis of the data published by Borsa Italiana S.p.A, and the consolidated equity of the group, on the basis of the last published periodical accounting document, on the basis of which shall be calculated the Significance Thresholds; and
 - (ii) registers and updates the corresponding values of homogeneous Transactions or those executed as part of the same program with the same Related Party of the Company or with parties related to the latter and the Company, unless the exemptions envisaged in Article 13 apply.

ARTICLE 5

Related-Party Transaction Committee

- 5.1 The Board of Directors of the Company shall establish a Committee for Transactions with Related Parties (the “**Related Party Transaction Committee**”) composed exclusively by non-executive Directors, in majority Independent Directors.
- 5.2 The members of the Related Party Transaction Committee shall be appointed and may be dismissed with a justified resolution of the Board of Directors. Unless otherwise decided by the Board of Directors upon their appointment, the mandate of the members of the Related Party Transaction Committee shall have the same duration as that of the Board of Directors to which they belong. Should members of the Board of Directors vacate their seats on that board for any reason whatsoever, they shall immediately lose their seats in the Related Party Transaction Committee as well. If a seat in the Related Party Transaction Committee is vacated for any reason whatsoever, the Board of Directors shall appoint a new member in compliance with the provisions of this Article.
- 5.3 The Board of Directors may also resolve that the duties of the Related Party Transaction Committee be performed by one of the other committees set up by the Board of Directors, provided that the composition and operating requirements provided under this Article 5 are met.
- 5.4 Should the Related Party Transaction Committee not have at least three (3) Independent Directors in office, the resolutions pertaining to the adoption of, and amendment to, the Procedure shall be approved with the favorable opinion of the Independent Director(s) in office within the Related Party Transaction Committee and of the other Independent Directors appointed as an integration of the Related Party Transaction

Committee by the Board of Directors.

If there are not at least three (3) Independent Directors in office, the resolutions pertaining to the adoption of, and amendment to, the Procedure shall be approved after obtaining the approval of the Independent Directors in office or, if they are absent, after obtaining the non-binding opinion of an independent expert.

- 5.5 With specific reference to Transactions of Greater Importance, whenever the Related Party Transaction Committee has less than three (3) non-related Independent Directors in office, the members of the Related Party Transaction Committee shall promptly inform the Chair of the Board of Directors with the purpose of enabling the Board of Directors to integrate the Related Party Transaction Committee with the number of Independent Directors required to perform the duties and release the opinion pursuant to Article 8 of the Procedure and the RPT Regulation.
- 5.6 If there are not at least two (2) non-related Independent Directors in office in relation to a specific Transaction of Lesser Importance, or at least three (3) non-related Independent Directors in office in relation to a specific Transaction of Greater Importance, the members of the Related Party Transaction Committee shall promptly inform the Chairman of the Board of Directors and the activities and the opinion pertaining to such specific Transaction, in order to protect the substantial fairness of the Transaction, shall respectively be carried out and released by the non-related Independent Directors in office selected by the Board of Directors or, if they are absent, by the Board of Statutory Auditors or by an independent expert.
- 5.7 If the Board of Directors asks for the opinion of the Board of Statutory Auditors, the members of the Board of Statutory Auditors, holding an interest in the Transaction, either directly or on behalf of third parties, shall notify such circumstance to the other Statutory Auditors, specifying the nature, terms, origin and scope thereof.
- 5.8 The Related Party Transaction Committee shall perform the duties set out in the Procedure, in the RPT Regulation and in the laws and regulations in force from time to time, and namely the Committee:
 - (i). expresses its prior opinion on the approval of, and amendment to, the Procedure, and on the proposals to be submitted to the Shareholders' Meeting of the Company regarding any amendments to the Bylaws identified as necessary by the Board of Directors in relation to the definition of the RPT Procedure;
 - (ii). expresses its reasoned and binding opinion on the Transactions of Greater Importance and expresses its reasoned and non-binding opinion on the Transactions of Lesser Importance;
 - (iii). participates immediately in the negotiations and investigation of Transactions of Greater Importance, by receiving a complete and updated flow of information, with the right to request information and make observations to the delegated bodies and persons engaged to conduct the negotiations or investigation; and
 - (iv). supports the competent corporate functions and departments responsible for the preliminary investigations to determine the Related Parties and Related Party Transactions pursuant to the Procedure and the laws and regulations in force from time to time.
- 5.9 If the nature, size and features of the Transaction so entail, the Related Party Transaction Committee or, as applicable, the persons alternatively acting on its behalf pursuant to Article 5 and the RPT Regulation, may be assisted, at the expense of the Company, by one or more independent experts of their choice (who must have recognized professional expertise on the relevant subject-matters and whose independence and lack of conflict of interest must have been ascertained), including by requesting special appraisals and/or fairness and/or legal opinions. Such appraisals and/or fairness and/or legal opinions shall be sent to the Related Party Transaction Committee (or, as applicable, to the persons alternatively acting on its behalf of the Related-Party Transaction Committee pursuant to Article 5 and the RPT Regulation) few days before the meeting of the Related-Party Transaction Committee itself, in sufficient time before such meeting.
- 5.10 No counterparties to the Transaction or Related Parties of the Company or of a counterparty to the Transaction may be engaged as independent experts. Appointed independent experts shall declare to be

independent upon their appointment, thus explaining the reasons why any economic, equity and/or financial relations with: (i) the Related Party, the companies controlled by it, the entities controlling it, the companies under common control and the managers of the aforementioned companies, and (ii) Moncler, the companies controlled by it, the entities controlling it, the companies under common control and the managers of the aforementioned companies, are not material to determine their independence.

ARTICLE 6

Reservation of powers and limitations for granting proxies

- 6.1 The Transactions with Related Parties which are not reserved to the Shareholders' Meeting are approved and/or executed by the Board of Directors or by the delegated bodies or by the other persons authorized to approve and/or execute such transactions pursuant to the delegations of powers and corporate governance rules adopted by the Company.
- 6.2 If there is any relation with the delegated body or any other authorized persons or with a Related Party through such delegated body, all aforementioned entities the latter shall refrain from executing the Transaction and shall delegate accordingly the Board of Directors. In any case, where the transaction must be approved by the Board of Directors, the Directors Involved in the Transaction abstain from voting thereon.
- 6.3 Transactions of Greater Importance and transactions not executed at Standard Market Conditions or Standards shall be the exclusive competence of the Board of Directors, except where such transactions pertain to matters reserved by law and/or the Bylaws for the Shareholders' Meeting.

ARTICLE 7

Examination of the Transaction and reporting to the Related Party Transaction Committee

- 7.1 The competent parties intended to carry out a transaction must first ascertain whether the counterparty to that transaction is listed in the Register of Related Parties before initiating negotiations. Accordingly, if the direct counterparty to the transaction is a party acting on behalf of third parties, the Chairman of the Board of Directors of the Company (or, alternatively, the person vested with the authority to execute the relevant transaction) shall determine whether the ultimate beneficiary of the transaction is listed in the Register of Related Parties.
- 7.2 Unless the transaction is exempted pursuant to Article 13 hereunder, the person intending to execute a transaction, identified in accordance with the preceding paragraph, promptly informs the Chairman of the Board of Directors of the Company, by notifying his/her (i) intention to undertake negotiations with the view to execute the transaction, (ii) the identification data of the counterparty and the nature of the relation as verified on the basis of what is envisaged by the Register of Related Parties, (iii) the type, object, economic conditions (even if approximate) and estimated timeline of the transaction; (iv) the reasons of the transaction; and (v) any other transactions eventually executed with the same Related Party or with persons or entities related to it. If the conditions of the transaction are defined as Standard Market Conditions or Standard, the prepared documents contain objective confirmation elements. The disclosure to be made by the person that wishes to execute a transaction may be made in several stages, if the progress of negotiations does not allow prompt and complete notification of all necessary information. The Related-Party Transaction Committee may submit requests for details and explanations.
- 7.3 After receiving the notice, the Chairman of the Board of Directors, supported by the Moncler Legal and Corporate Affairs Secretariat and consulting with the Related-Party Transaction Committee, conducts the necessary verifications and assesses whether (a) the proposed transaction qualifies as a Related-Party Transaction pursuant to the OPC Regulation and the Procedure, while also checking whether it qualifies as a Transaction of Greater Importance or a Transaction of Lesser Importance; or whether (b) the proposed transaction qualifies for one of the exemptions envisaged by this Procedure pursuant to Article 13 hereunder.

- 7.4 If, after the verifications performed in accordance with Article 7.3 hereunder, a transaction qualifies as a Related-Party Transaction and it does not fall under any exemption, the Chairman of the Board of Directors of the Company, supported by the Moncler Legal and Corporate Affairs Secretariat, shall promptly satisfy the obligations envisaged by the Procedure and applicable laws and regulations, and shall promptly send a written report to the Related-Party Transaction Committee containing a summary of the Transaction and all information needed in order to assess the reasons, terms and conditions of the Transaction, while specifically indicating:
- (i). the Related Party of the Company that is the counterparty to the Transaction;
 - (ii). the nature of the relation;
 - (iii). if it is a Transaction of Greater Importance or a Transaction of Lesser Importance;
 - (iv). the terms and conditions of the Transaction, including the procedures for executing it, the economic conditions, the procedures for determining them, and the price and payment terms;
 - (v). the interest of the Company in executing the Transaction;
 - (vi). the reasons below the Transaction and any risks that might result from it being carried out; and
 - (vii). all available documentation concerning the Transaction.

ARTICLE 8

Procedures relating to the Transactions of Greater Importance and the Transactions of Lesser Importance falling under the competence of the Board of Directors or the delegated bodies

- 8.1 The Transactions of Greater Importance are exclusively reserved to the approval of the Board of Directors, which resolves upon them in accordance with the Procedure, the OPC Regulation and the laws and regulations in force from time to time, after obtaining the favorable and binding opinion of the Related-Party Transaction Committee – which intervenes during the negotiations and the review of Transactions of Greater Importance pursuant to Article 5.7 (iii) hereinabove – on behalf of the Company on the execution of the transaction and on the adequacy and substantial fairness of its conditions, detailing – in the case of Related-Party Transactions influenced by any management and coordination exercised by the Company – the reasons and advantages of the Transaction, if appropriate even in light of the overall result of management and coordination or of transactions aimed at fully eliminating the damage resulting from the individual Related-Party Transaction. The Company Directors with executive powers shall give prior notice of the Transactions of Greater Importance to the Company's Chairman of the Board of Directors and the Moncler Legal and Corporate Affairs Secretariat, as applicable, and they shall inform the Related-Party Transaction Committee.
- 8.2 In the case of Transactions of Lesser Importance, upon receiving prompt, complete and adequate information from the delegated corporate bodies and departments on the features of the Transaction that the Company intends to execute, the Related Party Transaction Committee or the entities alternatively acting on its behalf pursuant to Article 5 above and of the RPT Regulation shall send to the Board of Directors (and/or the delegated body or the other delegated person vested with the authority to execute specific Transactions), before the approval of the Transaction, their reasoned and non-binding opinion on the Company's interest in executing the Transaction, on its advantages and on the substantial fairness of its conditions. Related Party Transaction Committee's opinions released with respect to Related Party Transactions impacted by the management and coordination activities possibly exercised on the Company must detail the reasons underlying, and the advantages arising from the Transaction, including in light – where relevant – of the overall result of the management and coordination activities or of transactions aimed at fully eliminating the damages resulting from the individual Related Party Transaction.
- 8.3 If the Committee expresses a negative opinion on a Transaction of Lesser Importance, without prejudice to the provisions of Article 17 of Regulation (EU) No 596/2014, the Company (within fifteen (15) days

from the end of each quarter of the fiscal year) shall disclose to the public (at its registered office and in accordance with the terms and conditions indicated in Part III, Title II, Chapter I of the Issuers' Regulation a document containing the name of the counterparty, the subject-matter and price of the Transactions of Lesser Importance approved during such quarterly period in spite of the aforementioned negative opinion, and the reasons underlying the Company's decision not to adhere to that opinion. Within the same deadline, the opinion of the Related Party Transaction Committee shall be published as an annex to the disclosure document or on the Company's website.

- 8.4 The Related Party Transaction Committee shall send the opinion referred to in Articles 8.1 and 8.2 above, except for demonstrated reasons (including any requests for details and clarifications made by the Related Party Transaction Committee), no later than three (3) days before the date scheduled for the approval or execution of the Transaction. The Related Party Transaction Committee shall hold a meeting in due time before the date scheduled for the approval of the Transaction. As indicated by the Chairman, other members of the Board of Directors and the members of the Board of Statutory Auditors, the general counsel, the chairman of the supervisory body established pursuant to Legislative Decree no. 231/2001, the senior managers and heads of the bodies and departments of the Company and its Subsidiaries or other members of corporate bodies and departments and third parties may be invited to participate in the meeting, as deemed necessary or useful by the Related Party Transaction Committee in relation to the Transaction. The opinion issued by the Committee must be attached to the minutes of the Committee's meeting.
- 8.5 If the Transaction is reserved for the competence of the Board of Directors, the minutes of the resolutions approving the Transaction must contain adequate justifications of the interest of the Company in executing the Transaction and of the advantages and substantial fairness of its conditions. If the Transaction is reserved for the Chief Executive Officer or other directors or persons who have been delegated with the relevant authority, the Chief Executive Office shall provide the information on the interest of the Company in executing the Transaction and the advantages and substantial fairness of its conditions to the Board of Directors and the Board of Statutory Auditors, pursuant to the terms and conditions provided for under Article 12 hereof.
- 8.6 If a Related Party Transaction, made with or without the participation of the Subsidiaries, is disclosed by means of the release of a communication pursuant to Article 17 of Regulation (EU) no. 596/2014, the communication must contain, in addition to the other information required under such regulation, at least the following information:
- a) description of the transaction;
 - b) indication that the counterparty to the transaction is a Related Party and description of the relation;
 - c) company name or name of the counterparty to the transaction;
 - d) whether or not the transaction exceeds the Significance Thresholds and information about any subsequent publication of a disclosure document pursuant to Article 5 of the RPT Regulation;
 - e) procedure implemented for the approval of the transaction and, in particular, whether the Company exercised an exclusion as envisaged in this Procedure pursuant to Articles 13 and 14 of the RPT Regulation;
 - f) any transaction approved notwithstanding the negative opinion of the Related Party Transaction Committee.

ARTICLE 9

Transactions falling within the remit of the Shareholders' Meeting

- 9.1 If the prospective Transaction falls within the competence of the Shareholders' Meeting or must be authorized by the latter, the procedures indicated in Articles 7 and 8 above shall be followed *mutatis mutandis*,

distinguishing on a case-by-case basis whether they involve a Transaction of Greater Importance or a Transaction of Lesser Importance. In this case, the Related Party Transaction Committee shall express its opinion as envisaged in Articles 8.1 and 8.2 hereof, upon approval by the Board of Directors of the Company of the proposed resolution to be submitted to the Shareholders' Meeting.

- 9.2 The opinions of the Committee and any designated independent experts shall be attached to the proposed resolution approved by the Board of Directors of the Company.
- 9.3 If, in relation to a Transaction of Greater Importance, the proposed resolution submitted to the Shareholders' Meeting is approved by the Board of Directors notwithstanding the negative opinion of the Related Party Transaction Committee, the Transaction – if so required by the Company's Bylaws and without prejudice to the quorum for convening Shareholders' Meetings and passing ordinary and extraordinary resolutions – may not be carried out unless approved with, *inter alia*, the favorable vote of the majority of non-related shareholders, which must represent at least 10% of the voting shares at the Shareholders' Meeting. Accordingly, before the Shareholders' Meeting begins, voting shareholders must report the existence of any relations in connection with the specific Transaction on the agenda.
- 9.4 Should there be relevant updates to the disclosure document published pursuant to Article 12.1 below, the Company, by the twenty-first day before the Shareholders' Meeting, shall make available to the public at the registered office and as per the formalities described in Part III, Title II, Chapter I, of the Issuers' Regulation, a new version of the document, and may include by reference the information already published.

ARTICLE 10

Transactions carried out through Subsidiaries

- 10.1 The procedures specified in Articles 7 and 8 above shall apply even if a Related Party Transaction is executed by a Subsidiary, and the Company's Board of Directors or the Chairman of the Board of Directors of the Company (or another person vested with the authority to execute specific transactions), at their free choice, in compliance with the recommendations set out in the Code of Corporate Governance or pursuant to statutory or regulatory obligations, shall first examine and approve the transaction to be carried out.
- 10.2 The Chairman of the Board of Directors (and/or the person vested with authority to execute specific transactions), after consulting with the Related Party Transaction Committee, may periodically propose to the Company's Board of Directors that the procedures described in Articles 7 and 8 above be applied by the Company even for the Transactions with Related Parties executed autonomously by the Subsidiaries.

ARTICLE 11

Framework resolutions

- 11.1 For the purposes of this Procedure, framework resolutions may be adopted concerning a series of homogeneous Transactions to be carried out by the Company, either directly or through direct and/or indirect Subsidiaries, with specific categories of Related Parties to be identified by the Board of Directors of Moncler. In this case, the framework resolutions:
- a) shall be valid for no more than one year; and
 - b) shall refer to sufficiently specific Transactions, indicating at least the maximum expected value of the Transactions to be carried out during the reference period and the reason underlying the relevant conditions.
- 11.2 Framework resolutions shall be adopted in accordance with the provisions of Articles 7 and 8 above, on the basis of the maximum expected value of the Transactions covered by the framework resolution, considered cumulatively.

- 11.3 The Chairman of the Board of Directors, in drawing up the period reports on business performances pursuant to the law and the Bylaws for the benefit of the Board of Directors and the Board of Statutory Auditors at least on a quarterly basis, shall provide a comprehensive update on the status of implementation of the framework resolutions.
- 11.4 Upon approval of a framework resolution by the Board of Directors, Moncler shall publish a disclosure document pursuant to Article 5 of the RPT Regulation if the maximum expected value of the Transactions to be carried out during the reference period identified in the framework resolution exceeds any of the Significance Thresholds.
- 11.5 The provisions of Articles 7 and 8 above shall not apply to individual Related Party Transactions executed in implementation of a framework resolution.

ARTICLE 12

Actions required after the execution of Transactions and reports to the public and CONSOB

- 12.1 In accordance with the provisions set out in Article 5 of the RPT Regulation, in carrying out Transactions of Greater Importance the Company shall prepare a disclosure document in compliance with Annex 4 of the RPT Regulation.
- 12.2 At least on a quarterly basis, the Chairman of the Board of Directors shall send the Related Party Transaction Committee, the Board of Directors and the Board of Statutory Auditors a detailed report on the Transactions previously approved by the Board of Directors and/or executed by delegated bodies (or by another person delegated by the Company to execute specific transactions), including the individual Transactions carried out in implementation of the framework resolutions previously approved by the Board of Directors pursuant to Article 11 hereof.
- 12.3 In particular, the Related Party Transaction Committee and the Board of Directors shall be notified of any changes made to the Transactions in order to ensure the compliance with any condition indicated by the Related Party Transaction Committee in the prior opinion issued on the Transaction.
- 12.4 In addition, the Committee shall receive, at least annually, information regarding the application of the cases of exemptions identified in Article 13 below. Such information shall be provided at least with reference to Transactions of Greater Importance, by a report prepared by the Manager in Charge of Preparing the Accounting Documents of Moncler.
- 12.5 The Committee shall verify the correct application of the conditions of exemption to the Transactions of Greater Importance defined as Ordinary and concluded at Standard Market Conditions or Standards as per Article 13, paragraph 4, letter c) of this Procedure, within 7 days from the approval of the Transaction itself by the competent body or within the different term established by Article 5, paragraph 3, of the RPT Regulation.
- 12.6 To ensure the coordination with the administrative and accounting procedures prescribed by Article 154-*bis* of the Consolidated Law on Finance, periodic reports on Transactions of Greater Importance, Transactions of Lesser Importance and Transactions executed through Subsidiaries as envisaged in the preceding Articles shall also be provided to the Manager in Charge of Preparing the Accounting Documents of Moncler.
- 12.7 The persons in charge of executing Transactions with Related Parties – upon fulfilling the obligations set forth by the Procedure – shall promptly notify the Chairman of the Board of Directors and the Manager in Charge of Preparing the Accounting Documents of the Company of the executed Transactions. The Manager in Charge of Preparing the Accounting Documents of the Company shall notify the Legal and Corporate Affairs Secretariat so that the Register of Related-Party Transactions is updated accordingly.
- 12.8 The Manager in Charge of Preparing the Accounting Documents of the Company shall collect the information necessary to comply with the requirements on reporting to the public and to Consob as

provided for under Articles 5, 6, 12(2) and 13(3)(c) of the RPT Regulation, if applicable, in compliance with the terms and conditions and the deadlines provided therein.

- 12.9 To allow the Company to fulfil its reporting obligations, Subsidiaries shall promptly provide all the information required by Articles 5 and 6 of the RPT Regulation. In particular, the Subsidiaries shall send the Manager in Charge of Preparing the Accounting Documents of the Company:
- (i) by the tenth (10th) day after the end of each calendar quarter, a note on the Transactions with Related Parties completed during the reference period;
 - (ii) within five (5) days after the approval of the transaction or the execution of the agreement that caused at least one of the Significance Thresholds to be exceeded, the information, including on an aggregate basis, on transactions of homogeneous nature, relating to Transactions with Related Parties that, when considered cumulatively, exceeded at least one of the Significance Thresholds.

ARTICLE 13

Transactions excluded from the scope of the Procedure

- 13.1 The provisions of this Procedure shall not apply to the shareholders' resolutions envisaged in Article 2389(1) of the Italian Civil Code relating to compensations owed to members of Moncler's Board of Directors, nor to resolutions concerning the remuneration of Directors holding a special office falling within the overall amount that might be determined by the Shareholders' Meeting pursuant to Article 2389(3) of the Italian Civil Code and the Bylaws of the Company, nor to the shareholders' resolutions envisaged in Article 2402 of the Italian Civil Code concerning the compensation owed to members of Moncler's Board of Statutory Auditors.
- 13.2 The provisions of this Procedure shall not apply, also:
- 1. to Transactions approved by Moncler and intended for all the shareholders, all condition being equal, therein including:
 - a) capital increases with rights offering, including for servicing the conversion of financial instruments, and the gratuitous capital increases envisaged by Article 2442 of the Italian Civile Code;
 - b) demergers in the strictest sense, in whole or in part, with assignment of shares on a proportional basis;
 - c) share capital reductions by means of reimbursement to shareholders, as provided for by Article 2445 of the Italian Civile Code, and purchases of own shares in accordance with Article 132 of the Consolidated Law on Finance;
 - 2. to Transactions of Limited Value.
- 13.3 Without prejudice to the periodic accounting reporting obligations imposed by Article 5(8) of the RPT Regulation, neither shall the provisions of this Procedure apply to:
- 1. compensation plans based on financial instruments approved by the Shareholders' Meeting of Moncler pursuant to Article 114-*bis* of the Consolidated Law on Finance and the related transactions in execution thereof;
 - 2. resolutions, other than those envisaged in Article 13.1 above, concerning the remuneration of Moncler's Directors holding a special office and of key managers, provided that:
 - (i). Moncler has adopted a remuneration policy approved by the Shareholders' Meeting,

- (ii). a committee made exclusively of non-executive directors, the majority of which are independent, has participated in the drawing up of the remuneration policy,
- (iii). the assigned remuneration is consistent with that policy and quantified on the basis of criteria that do not imply discretionary evaluations;

- 3. Ordinary Transactions executed at Standard Market Conditions or Standards. In case this exclusion applies, the Company shall only be bound by the reporting obligations envisaged in Article 5(8) and Article 13(3)(c)(i)(ii) of the RPT Regulation, without prejudice to the reporting obligations under Article 17 of Regulation (EU) no. 596/2014;
- 4. Transactions entered into by Moncler with or between Subsidiaries, separately or jointly, and Transactions entered into with affiliated companies of Moncler, provided that there are no Material Interests of another Related Party in the Subsidiaries or affiliated companies that are counterparties of the Transaction.

13.4 In urgent situations and where permitted by the Company's Bylaws, Related Party Transactions that do not have to be decided by the Shareholders' Meeting of Moncler pursuant to the law or the Bylaws and that shall not be authorized by it, may be executed by the Board of Directors or by the delegated body (except, in this last case, in the case envisaged in Article 6.2 above), notwithstanding the provisions of Articles 7 and 8 above – without prejudice to the right of approval of the Board of Directors in the event of a Transaction of Greater Importance, pursuant to Article 8.1 above, and to the disclosure obligations envisaged in Article 5 of the RPT Regulation – provided that:

- 1. when these involve Transactions that fall within the competence area of directors delegated with specific duties, the Chairman of the Board of Directors or the Deputy Chairman of the Board of Directors shall be informed of the reasons for urgent action immediately and, in any case, before such Transactions are executed;
- 2. the Transactions in question are subsequently approved, without prejudice to their validity, with a non-binding resolution by the first Ordinary Shareholders' Meeting of Moncler;
- 3. in calling the Shareholders' Meeting envisaged in sub-paragraph b) hereinabove, the Board of Directors of Moncler prepares a report giving a detailed account of the reasons for urgent action. In this case, Moncler's Board of Statutory Auditors reports to the Shareholders' Meeting mentioned in sub-paragraph b) hereinabove in regard to its own findings concerning the reasons for taking urgent action;
- 4. the report and the evaluations mentioned in Sub-paragraph c) above are published at least twenty-one (21) days before the date scheduled for the Shareholders' Meeting to be held at the registered office of Moncler and in accordance with the terms and conditions indicated under Part III, Title II, Chapter I, of the Issuers' Regulation, or they are provided through inclusion in the disclosure document on Transactions of Greater Importance to be published pursuant to Article 5(1) of the RPT Regulation;
- 5. by the day after the Shareholders' Meeting, Moncler publishes the information about the results of the vote in accordance with the terms and conditions envisaged under Part III, Title II, Chapter I, of the Issuers' Regulation, especially regarding the total number of votes expressed by Non-Related Parties.

13.5 In urgent situations related to corporate crises and whenever the Company's Bylaws so permit, Related Party Transactions attributed to the Shareholders' Meeting, may be executed by the Board of Directors or by the delegated body (except, in this last case, for the situations envisaged in Article 6.2 above), notwithstanding the provisions of Articles 9.1, 9.2 and 9.3 above – and without prejudice to the disclosure obligations envisaged in Article 5 of the RPT Regulation – provided that the provisions of Sub-paragraphs 3) and 4) of Article 13.4 above are met. Should the evaluations of the Board of Statutory Auditors, pursuant to Article 13.4(3) above, be negative, the Shareholders' Meeting shall resolve according to the procedures described in Article 9.3 above; otherwise, Article 13.4(5) shall apply.

- 13.6 The exclusion cases envisaged in this Article 13 shall also apply to Transactions executed through Subsidiaries pursuant to Article 10 above.

ARTICLE 14

Final provisions

- 14.1 The Procedure, and any amendment thereto, shall be approved by Moncler's Board of Directors, once the Related Party Transaction Committee has expressed its favorable opinion pursuant to Article 5 of the Procedure and Article 4 of the RPT Regulation.
- 14.2 Moncler's Board of Directors shall periodically, and at least every three years, evaluate whether to revise this Procedure by taking into consideration, *inter alia*, any legislative and regulatory amendments, the effectiveness of the Procedure in its practical application, and any changes in the shareholding structure of the Company.
- 14.3 The Legal and Corporate Affairs Secretariat shall send the Procedure, together with the list of the persons included in the Register of Related Parties, to the Manager in Charge of Preparing the Accounting Documents of the Company, to the Administration, Finance and Control Department, and to the principal corporate bodies and departments of Moncler, and to the Departments in charge with monitoring the compliance with the Procedure (*e.g.* Internal Audit Department and Board of Statutory Auditors).
- 14.4 The Legal and Corporate Affairs Secretariat shall also send this Procedure to the directors and the main corporate bodies and departments of the Subsidiaries, so that they review it and, according to their responsibilities or duties, comply with it. Accordingly, the Chairman of the Board of Directors of the Company shall send a letter to the management bodies of the Subsidiaries, by attaching the Procedure, that illustrates the instructions concerning the main obligations imposed upon the Subsidiaries, in order to guarantee the effectiveness of the processes provided for by the Procedure. The management bodies shall sign and send a letter in acceptance to the Chairman of the Board of Directors of the Company, in which they confirm their acceptance of the received instructions and undertake to comply, to the extent of their responsibilities, with all the obligations envisaged by the Procedure and to distribute the Procedure within the Company bodies and to any companies which might be controlled by the Subsidiaries pursuant to the applicable laws and regulations.
- 14.5 The Board of Statutory Auditors of Moncler shall monitor the compliance of this Procedure with the obligations of the RPT Regulation and the laws and regulations in force from time to time, and also its compliance, and shall report on this to the Shareholders' Meeting of the Company pursuant to Article 153 of the Consolidated Law on Finance.
- 14.6 This Procedure shall be made available to the public on the Company's website in the "Investor Relations" section and referenced, by referring to the website, in the annual directors' report on operations, which provides information about the Related Party Transactions made during the reference year and any modification or development of the Related Party Transactions described in the last annual report that had a significant impact on the balance sheet and results of the Company during the reference period.
- 14.7 The provisions of law and regulations in force from time to time shall apply to any aspect not specifically covered in this Procedure.

Annex 1

DEFINITIONS OF RELATED PARTIES AND TRANSACTIONS WITH RELATED PARTIES PURSUANT TO IAS 24

Related Parties

A related party is a person or entity that is related to the entity that is preparing its financial statements (“reporting entity”).

- (a) A person or close member of that person’s family is related to a reporting entity if that person:
- i) has control or joint control over the reporting entity;
 - ii) has significant influence over the reporting entity;
 - iii) is a member of the key management personnel of the reporting entity or of a parent of the reporting entity.
- (b) An entity is related to a reporting entity if any of the following conditions applies:
- i) the entity and the reporting entity are members of the same group (which means that each parent, subsidiary and fellow subsidiary is related to the others);
 - ii) one entity is an associate or joint venture of the other entity (or an associate or joint venture of a member of a group of which the other entity is a member);
 - iii) both entities are joint venture of the same third party;
 - iv) one entity is a joint venture of a third entity and the other entity is an associate of the third entity;
 - v) the entity is a post-employment defined benefit plan for the benefit of employees of either the reporting entity or an entity related to the reporting entity;
 - vi) the entity is controlled or jointly controlled by a person identified in (a);
 - vii) a person identified in (a)(i) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity) **[IAS 24, paragraph 9]**.

In the definition of related party, an associate includes the subsidiaries of the associate and a joint venture includes the subsidiaries of the joint venture. Therefore, for example, a subsidiary of an associate and the investor that has significant influence over the associate are related to each other **[IAS 24, paragraph 12]**.

Transactions with Related Parties

A related party transaction is a transfer of resources, services or obligations between related parties, regardless of whether a price is charged **[IAS 24, paragrapho 9]**².

FUNCTIONAL DEFINITIONS TO THOSE OF “RELATED PARTIES” AND “TRANSACTIONS WITH RELATED PARTIES” ACCORDING TO INTERNATIONAL ACCOUNTING PRINCIPLES

Control, joint control and significant influence

The notions of “control”, “joint control”, “significant influence”, are defined in IFRS 10, IFRS 11 (Joint arrangements) and in IAS 28 (Investments in associates and joint ventures) and are used with the meanings specified in those IFRS **[IAS 24, paragraph 9]**.

² These transactions include:

- mergers, demergers by incorporation or non-proportional demergers in the strictest sense, if carried out with related parties;
- decisions regarding the assignment of remunerations and financial benefits, in any form whatsoever, to the members of management and control bodies and of key management personnel.

Key management personnel

Key management personnel are those persons who have the power and responsibility, directly or indirectly, for planning, directing and controlling activities of the company, including directors (whether executive or otherwise) of the company **[IAS 24, paragraph 9]**.

Close relatives

Close relatives of an individual are those family members who may be expected to influence, or be influenced by, that individual in their dealings with the company, and include:

- (a) the individual's children and spouse or domestic partner;
- (b) children of the individual's spouse or domestic partner;
- (c) dependants of the individual or the individual's domestic partner **[IAS 24, paragraph 9]**.