



BRUNELLO CUCINELLI

BRUNELLO CUCINELLI S.P.A.
Registered office: Corciano (PG), Solomeo, Viale Parco dell'Industria 5, Italy
Fully paid-up share capital: €13,600,000
Tax code, VAT number and Perugia Companies Register no. 01886120540
R.E.A. no. 165936

NOTICE OF CALL OF ORDINARY SHAREHOLDERS' MEETING

Shareholders entitled to attend and exercise their voting rights are called to an ordinary Shareholders' Meeting to be held at the Cucinelli Theatre in Via Giovine Italia 2, Solomeo (PG), Italy, in first call **at 10.00 a.m. on 20th April 2017** and, if necessary, in second call on 27th April 2017 at the same time and place, to discuss and adopt resolutions on the following

Agenda:

1. Financial statements for the year ended 31st December 2016, the reports of the Directors, of the Board of Statutory Auditors and of the external Auditors; presentation of the consolidated financial statements for the year ended 31st December 2016; resolutions pertaining thereto and resulting therefrom.
2. Proposal for the allocation of net income; resolutions pertaining thereto and resulting therefrom.
3. Remuneration Report pursuant to article 123-*ter* of Italian Legislative Decree no. 58/1998; resolutions pertaining thereto and resulting therefrom.
4. Appointment of the Board of Directors pursuant to article 147-*ter* of Italian Legislative Decree no. 58/1998 and to articles 13 et seq. of the Bylaws; determination of the number of members of the Board and of the term of their office and determination of the remuneration of the Directors; resolutions pertaining thereto and resulting therefrom.
5. Appointment of the Board of Statutory Auditors pursuant to article 148 of Italian Legislative Decree no. 58/1998, to articles 144-*quinquies* et seq. of the CONSOB guidelines (Regolamento Emittenti) and of article 20 et seq. of the Bylaw; determination of the remuneration of the Statutory Auditors; resolutions pertaining thereto and resulting therefrom.

Information on the share capital of Brunello Cucinelli S.p.A.

At the time of issuance of this notice, the subscribed and paid-up share capital of Brunello Cucinelli S.p.A. is €13,600,000, consisting of 68,000,000 ordinary shares without nominal value, each of which gives the holder the right to cast one vote at the Company's ordinary and extraordinary Shareholders' Meeting. The Company does not own any treasury shares.

Attendance at the Shareholders' Meeting

Pursuant to article 10 of the Company's Bylaws and in compliance with the requirements of current legislation, anyone entitled to vote may attend the Shareholders' Meeting. Entitlement to attend the Shareholders' Meeting and exercise a voting rights is attested by a statement sent to the Company, by the intermediary on behalf of the person holding the voting rights on the basis of the evidence relating to the end of the accounting day of the seventh open market day (the "*Record Date*") prior to the date set for the Shareholders' Meeting in first call (namely 7th April 2017). Debit and credit entries recorded in the accounts



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subsequent to the *Record Date* are not taken into account for the purposes of the entitlement to attend the Shareholders' Meeting and exercise a voting rights. The intermediary's statement referred to above must be received by the Company by the end of the third open market day prior to the date set for the Shareholders' Meeting in first call (namely 13th April 2017). Nevertheless the entitlement to attend the Meeting and exercise a vote shall remain valid for notifications received by the Company after the above deadlines, provided that they arrive earlier than the scheduled time of the Meeting.

People entitled to attend are kindly requested to arrive earlier than the scheduled time of the Meeting.

Representation at the Shareholders' Meeting

Anyone entitled to attend the Shareholders' Meeting may be represented by another person through the use of a proxy. The proxy form is made available at the Company's registered office in Solomeo and on its website <http://investor.brunellocucinelli.com>.

The proxy may be sent to the Company by registered letter with return receipt to the following address: Brunello Cucinelli S.p.A. – Legal and Corporate Affairs Department, Viale Parco dell'Industria 5, 06073 Solomeo (PG), Italy, or by certified electronic mail to the following address: brunellocucinelli.spa@legalmail.it.

If the representative delivers or sends to the Company a copy of the proxy, he or she must, under his or her own responsibility, attest to the identity of the delegating Shareholder and certify that the copy of the proxy conforms to the original.

The proxy containing voting instructions on all or some of the proposals on the agenda may be granted, without any cost to be borne by the delegating Shareholder, other than transmission or delivery expenses, to Società per Amministrazioni Fiduciarie "SPAFID" S.p.A. for the purpose designated by the Company pursuant to article 135-*undecies* of Italian Legislative Decree no. 58/1998.

The proxy has to be given by signing, either via signature or qualified electronic signature or digital signature, according to the laws and regulations in force, the applicable form available on the Company's web site <http://investor.brunellocucinelli.com> and at the Company's registered office and must arrive in original by the end of the second open market day prior to the date set for the Shareholders' Meeting, even if in second call (that is by the 18th April 2017 or, if the Meeting will be held in second call, by the 25th April 2017) together with a copy of the delegator's valid identity card or, in case the delegator is a legal entity, of the *pro tempore* legal representative or rather of any person with adequate entitlements, along with the adequate documentation to assess entitlements and powers to Spafid S.p.A. i) for proxies by signature via delivery or shipment by courier or registered letter (Foro Buonaparte 10, 20121 Milano) ii) for proxies by qualified electronic signature or digital signature via certified electronic mail to the address assemblee@pec.spafid.it. Within the same deadline, the proxy and the voting instructions are revocable. The proxy is not valid with regard to proposals for which have not been given voting instructions.

Exercising voting rights by correspondence

In compliance with article 11.2 of the Company's Bylaws, voting rights may be exercised by correspondence. The ballot papers are made available at the Company's registered office in Solomeo or on the Company's website <http://investor.brunellocucinelli.com>.

The vote by correspondence is cast directly by the holder, separately for each of the proposed resolutions.

The completed and signed ballot papers must be received in a closed envelope by the Company within the end of the day preceding the Shareholders' Meeting in first call (namely by the 19th April 2017) by registered letter with return receipt to the following address: Brunello Cucinelli S.p.A. - Legal and Corporate Affairs Department, Viale Parco dell'Industria 5, 06073 Solomeo (PG), Italy, or by certified electronic mail to the following address: brunellocucinelli.spa@legalmail.it.

Ballot papers arriving after the abovementioned deadline or unsigned will not be taken into account in determining whether the Meeting is duly formed or for voting purposes.

A vote may be revoked by means of a written statement brought to the Company's attention at least the day prior to the Shareholders' Meeting in first call sent via registered letter with return receipt to the following



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address: Brunello Cucinelli S.p.A. - Legal and Corporate Affairs Department, Viale Parco dell'Industria 5, 06073 Solomeo (PG), Italy or by an explicit declaration made by the person concerned in the Meeting.

Additions to the agenda

Pursuant to article 126-*bis* of Italian Legislative Decree no. 58/1998, Shareholders who, also jointly, represent at least one fortieth of Company share capital may, within ten days from the publication of this notice of call of ordinary Shareholders' Meeting, ask for additional matters to be added to the agenda or proposals about the matters already included in the agenda, stating in their request the matters they are proposing to. Requests must be made in writing by registered letter with return receipt to the following address: Brunello Cucinelli S.p.A. - Legal and Corporate Affairs Department, Viale Parco dell'Industria 5, 06073 Solomeo (PG), Italy or by certified electronic mail to brunellocucinelli.spa@legalmail.it.

The request must be accompanied by the information needed to identify the Shareholders making the request and their total shareholding percentage, and a statement issued by the intermediaries pursuant to current legislation attesting the ownership of this holding. The Shareholders requesting additions to the agenda must prepare a report on the matters and/or on the proposals they are proposing for discussion. This report must be delivered to the Board of Directors by the final deadline provided for the filing of the request for additions. In case of additions to the agenda, the updated list of the matters to be discussed at the Shareholders' Meeting will be published by the same means of the notice hereby at least fifteen days prior to the date set for the Shareholders' Meeting in first call (namely 5th April 2017).

Additions to the agenda cannot be admitted for matters on which the Shareholders' Meeting adopts resolutions, according to law, on proposals of Directors or on the basis of a plan or report the Directors have drawn up.

Right to raise questions

Pursuant to article 127-*ter* of Italian Legislative Decree no. 58/1998 Shareholders may also raise questions on matters on the agenda prior to the Shareholders' Meeting by sending these by registered letter to the following address: Brunello Cucinelli S.p.A. - Legal and Corporate Affairs Department, Viale Parco dell'Industria 5, 06073 Solomeo (PG), Italy or by notification made to the following certified electronic mail address: brunellocucinelli.spa@legalmail.it.

The request must be accompanied by the information necessary to identify the Shareholders making the request and a statement issued by the intermediaries pursuant to current legislation attesting that they are Shareholders.

Replies will be provided to the questions received before the Shareholders' Meeting at the latest during the Meeting itself.

In order to facilitate proceedings at the Shareholders' Meeting and the preparation of the Meeting, questions should be lodged by the 17th April 2017.

Appointment of Board of Directors

As to the renewal of the board of directors referred to in item 4 of the agenda, please note that the appointment of the Directors, pursuant to article 14 of the By-laws of the Company, will have to be made on the basis of lists of candidates.

The lists of candidates may be submitted only by shareholders who, at the time of submission of the list, even jointly, hold an interest of at least 1% of the share capital represented by ordinary shares of the Company, as established by CONSOB, pursuant to article 147-*ter*, paragraph 1, of the Legislative Decree no. 58/1998.

The lists must indicate not less than 5 (five) and not more than twenty-one (21) candidates to be gradually listed by number. The lists thus formed and signed by the shareholders who submit the same, must be deposited with the registered office of the Company by 26 March 2017, to be deemed extended to the following business day, 27 March 2017, through one of the following manners:



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- by hand at the registered office of the Company, from Monday to Friday from 8.00 a.m. to 5.30 p.m.;
- by registered mail with return receipt sent to the registered office of the Company;
- through a certified mail, at brunellocucinelli.spa@legalmail.it.

It remains understood that: (i) each shareholder, (ii) the shareholders belonging to the same group, and (iii) shareholders who are parties to a shareholders' agreement regarding the shares of the Company, may not submit, or vote for, more than one list, even if through a third party or a trust company; furthermore, each candidate may be present in one list only under penalty of ineligibility; in addition candidates who do not comply with the maximum number of mandates established by law and its implementing regulations cannot be included in the lists.

Each list must contain the minimum number of candidates possessing the independence requirements as set forth by law and applicable regulations.

It must be also pointed out that the By-laws provide that the composition of the board of directors and board of statutory auditors has to ensure gender balance in accordance with the applicable regulations as laid down in Law of 12 July 2011 no. 120 (so-called "Law on the balance of genres").

Therefore, each list containing a number of candidates equal to, or more than, three will be composed of candidates belonging to both genders, so that at least one third of the candidates (rounded up to the superior unit) belongs to the less represented gender.

Upon filing, the lists must be accompanied by the following documentation:

- acceptance of the application by each candidate;
- declarations by which each candidate certifies, under their own responsibility, that there are no causes for ineligibility and/or incompatibility, and that they possess the requirements prescribed by the applicable laws and regulations, also in terms of integrity and, where required, independence;
- the curriculum vitae of each candidate, indicating their personal and professional profiles, as well as of the management and control positions held in other companies and of their eligibility to qualify as independent directors in accordance with the criteria established by the law or adopted by the Company;
- the documentation issued by an intermediary in accordance with the law, proving ownership of the number of shares required to submit lists as of the date on which the lists are filed.

It has to be pointed out that the lists for which the foregoing conditions are not met, will be disregarded.

Further information concerning the appointment of the members of the Board of Directors are set out in the By-laws of the Company and in the Directors' Report on the matters on the agenda, prepared pursuant to article 125-ter of the Legislative Decree. no. 58/98 (to which reference is made), which is made available to the public today at the registered office and on the internet site of the Company <http://investor.brunellocucinelli.com/it>.

Appointment of the Board of Statutory Auditors

As to the renewal of the control body referred to in item 5 of the agenda, please note that the appointment of the Statutory Auditors (standing and substitute), pursuant to article 21 of the By-laws of the Company, will have to be made on the basis of lists of candidates.

The lists can be submitted only by shareholders who, at the time of submission of the list, even jointly, hold an interest of at least 1% of the share capital represented by ordinary shares of the Company, as established by CONSOB, pursuant to article 147-ter, paragraph 1, of the Legislative Decree no. 58/1998.

The lists will be composed of two sections: one for the appointment of standing statutory auditors, the other for the appointment of the substitute statutory auditors. The first candidate in each section must be selected from among the "*revisori legali*" enrolled in the appropriate register and possessing the requirements of the applicable regulations.

The lists thus formed and signed by the shareholders who submit the same, must be deposited with the registered office of the Company by 26 March 2017, to be deemed extended to the following business day, 27 March 2017, through one of the manners set out below:

- by hand at the registered office of the Company, from Monday to Friday from 8.00 a.m. to 5.30 p.m.;
- by registered mail return receipt sent to the registered office of the Company;
- through a certified mail, at brunellocucinelli.spa@legalmail.it.



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It is understood that: (i) each shareholder, (ii) the shareholders belonging to the same group, and (iii) shareholders who are parties to a shareholders' agreement regarding the shares of the Company, may not submit, or vote for, more than one list, even if through a third party or a trust company. Furthermore, each candidate may be present in one list only under penalty of ineligibility; in addition candidates who do not comply with the maximum number of mandates established by law and its implementing regulations cannot be included in the lists.

It must be also pointed out that the By-laws provide that the composition of the board of directors and board of statutory auditors has to ensure gender balance in accordance with the applicable regulations as laid down in the mentioned Law on the balance of genres. Therefore, each list containing a number of candidates equal to, or more than, three will be composed of candidates belonging to both genders, so that at least one third of the candidates (rounded up to the superior unit) belongs to the less represented gender.

Given the need to respect the balance between genders also in case of replacement of the auditors during their mandate, each list containing a number of candidates equal to or greater than three must be composed in such a way that at least one standing auditor and one substitute auditor belong to the less represented gender.

Upon filing, the lists must be accompanied by the following documentation:

- (i) information on the identity of the shareholders who have submitted the lists, with an indication of the percentage of shares owned and a certification of ownership of those shares;
- (ii) the declaration by which each candidate accepts their candidacy and certifies, under their own responsibility, that there are no grounds for incompatibility and that they possess the requirements prescribed by the law for the office;
- (iii) the curriculum vitae containing the personal and professional profiles of each candidate, including positions held in the management and control bodies of other companies;
- (iv) the declaration of the shareholders other than those who hold, even jointly, a controlling or a majority interest, certifying the absence of any connection with the latter, pursuant to article 144-quinquies of CONSOB Regulation no. 11971/99 (i.e. in case of presentation of minority lists).

If within the deadline specified above (i.e. 27 March 2017) only one list or only lists linked to each other, pursuant to article 144-sexies, paragraph 5, of the Consob Regulation no. 11971/99, are submitted, then further lists may be submitted until the third day following the first deadline (i.e. until 30 March 2017, before 5 p.m.; it is important to comply with this deadline in order to allow the Company to publish any list deposited by the shareholders by the same date of 30 March 2017). In this case, the threshold of the share capital required for submission of lists will be reduced by half (and then to 0.5%).

It is recalled that the lists for which the foregoing conditions are not met, will be disregarded.

Further information concerning the appointment of the Board of Auditors are contained in the By-laws of the Company and in the Directors' Report on the matters on the agenda, prepared pursuant to article 125-ter of Legislative Decree. N. 58/98 (to which reference is made), which is made available to the public today at the registered office and on the internet site of the Company <http://investor.brunellocucinelli.com/it>.

Documentation

The documentation relating to matters on the agenda, including the Board of Directors' and related proposals, will be available in accordance with the procedures and time limits required by law at the Company's registered office in Solomeo at Viale Parco dell'Industria 5, 06073 Solomeo (PG), Italy, and at the Company's website <http://investor.brunellocucinelli.com> as well as on the "eMarket Storage" circuit (www.emarketstorage.com).

In particular, the Annual Financial Report together with the other documents referred to article 154-ter and 123-bis of the Italian Legislative Decree no. 58/1998 and the Remuneration Report will be published by 29 March 2017.

Shareholders are entitled to obtain a copy.



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The Company's registered office in Solomeo is open to the public for consultation and/or for delivery of copies of the above mentioned documents between 8.00 a.m. to 5.30 p.m. on working days from Monday to Friday. The notice hereby has also been published on the Company's website <http://investor.brunellocucinelli.com>, on the "eMarket Storage" circuit (www.emarketstorage.com) and, in excerpt, on the newspapers "Il Sole 24 Ore" and "MF-Milano Finanza".

Solomeo, 10th March 2017

On behalf of the Board of Directors
The Chairman and CEO
(Cav. Lav. Brunello Cucinelli)