



BRUNELLO CUCINELLI

BRUNELLO CUCINELLI S.P.A.

Registered office: 5, Viale Parco dell'Industria, Solomeo, Corciano (PG), Italy

Fully paid-up share capital: Euro 13,600,000

Tax code, VAT code and registration number with the Register of Companies of Umbria 01886120540

R.E.A. no. 165936

REPORT OF THE BOARD OF DIRECTORS OF BRUNELLO CUCINELLI S.P.A. ON THE PROPOSAL RELATING TO THE FIRST AND ONLY ITEM ON THE AGENDA OF THE EXTRAORDINARY PART OF THE SHAREHOLDERS' MEETING CONVENED, IN SINGLE CALL, FOR 27 APRIL 2023.

Item 1 - Extraordinary part of the agenda - Proposal to amend Article 6 of the Company's Bylaws to introduce the increased voting right. Related and consequent resolutions.

(COURTESY TRANSLATION FOR THE CONVENIENCE OF INTERNATIONAL READERS)

Dear Shareholders,

The Board of Directors of Brunello Cucinelli S.p.A. ("**BC**" or the "**Company**") has convened you in extraordinary session to discuss and resolve on the proposed amendments and additions to Article 6 of the Company's Bylaws currently in force in order to introduce the increased voting right, pursuant to Article 127-*quinquies* of Legislative Decree no. 58/1998 (as subsequently amended) ("**TUF**").

The Board of Directors of BC believes that the proposed amendments outlined herein are consistent with the Company's principles and values; in particular, by introducing a mechanism that increases the voting right of shareholders willing to invest over the mid-long term, these proposals are in line with the idea of long-term sustainability of the company's activities.

This report (the "**Report**") is prepared pursuant to Article *125-ter* of the TUF and Article 72 of the Regulation issued by Consob with resolution No. 11971 of 14 May 1999 (as subsequently amended) ("**Consob Regulation on Issuers**") and in accordance with Schedule No. 3 of Annex 3A to the Consob Regulation on Issuers, also taking into account Recommendation No. 2 of the Corporate Governance Code for companies listed on the Euronext Milan regulated market organised and managed by Borsa Italiana S.p.A., in order to illustrate the proposed amendments to the Bylaws.

1. FOREWORD

Article 127-*quinquies* of the TUF introduces the possibility for companies with shares listed on a regulated market to provide, by means of a special amendment to the Bylaws, for the attribution of an increased vote '*up to a maximum of two votes, for each share*' to shareholders who maintain their shareholding for an uninterrupted period of not less than twenty-four months from the date of registration on a special list kept by the issuer.

The legislative amendment, introduced by Decree-Law No. 91 of 24 June 2014, is in line with the main foreign legal systems (which allow the increase of voting rights by means of multiple voting shares or loyalty shares - e.g., the United States, France, United Kingdom), and with EU legislation, in particular with the Action Plan on European Company Law and Corporate Governance adopted by the European Commission on 12 December 2012, which was followed by the adoption of Directive (EU) 2017/828, aiming to allow listed companies to put in place, where deemed appropriate by them, with an incentive mechanism for shareholders who privilege a mid-long term approach in the listed company, strengthening their role in the governance through the increase of voting rights.

Also for the purposes of Recommendation No. 2 of the Corporate Governance Code, the Board of Directors believes that shareholder stability represents a value for the Company not only because it allows for a lasting increase in share value, but also because it is aligned with the Company's aspiration to achieve long-term sustainable growth.

The introduction of the increased voting right will thus allow the Company to incentivise long-term

investments and will favour the stability of the shareholding structure, giving shareholders who intend to invest with a longer-term perspective greater weight in the Company's decisions. Furthermore, the Board of Directors believes that the mechanism of the increased voting right will limit the impact of negative effects on the shares, linked to *short-termism* phenomena.

This inclination towards shareholders who are more mid-long term committed also finds confirmation in the legal regulation of the mechanism in question, which, consistently, provides that the shares to which the benefit of the increased voting right applies do not constitute a special category of shares pursuant to Article 2348 of the Italian Civil Code (as clarified by Article 127-*quinquies*, paragraph 5, of the TUF) and does not recognise any right of exit for shareholders who did not take part in the resolution providing for the increased voting right (as clarified by Article 127-*quinquies*, paragraph 6, of the TUF).

At the date of this Report, Foro delle Arti s.r.l. holds 50.05% of the share capital and voting rights of the Company and therefore exercises legal control over the Company pursuant to Articles 2359, paragraph (1), number (1), and 93 of the TUF.

Accordingly, the Board of Directors confirm its intention to propose the introduction of the increased voting right pursuant to Article 127-*quinquies* of the TUF and the amendment of the Bylaws as per the terms detailed below.

2. MAJORITY COEFFICIENT AND VESTING PERIOD

Art. 127-*quinquies* of the TUF allows companies to determine in their Bylaws the extent of the increased voting right (up to a maximum of two votes per share) and the minimum period of ownership of the shares eligible to determine the acquisition of the increased voting right (provided that it is not less than 24 months from the date of registration in a special list kept by the Company).

With regard to the minimum period of ownership of the shares, the Board of Directors deems appropriate to propose that the increased voting right will be acquired upon expiry of the minimum period of 24 months required by law.

Similarly, with regard to the amount of the increased voting right, the Board of Directors deems appropriate to make full use of the option granted by Article 127-*quinquies* of the TUF and to set the maximum limit of the increase at two votes per share.

The Board of Directors believes, in fact, that a majority coefficient of two votes is appropriate to ensure that the increase rewards adequately shareholders who wish to participate, and that a vesting period of 24 months is coherent with the objective of ensuring stable and long-lasting investments in the Company.

3. SPECIAL LIST: REGISTRATION AND WAIVER

Pursuant to Article 127-*quinquies*, paragraph 2, of the TUF, the entitlement to benefit from the increased voting right requires the registration of shareholders who intend to benefit from such right in a special list, the content

of which is governed by Article 143-*quater* of the Consob Regulation on Issuers (“**Special List**”).

This list does not constitute a new company register, but is complementary to the shareholders' register and, therefore, it is subject to the rules of publicity applicable to the shareholders' register, including the right of inspection by shareholders pursuant to Article 2422 of the Civil Code.

Accordingly, the Board of Directors proposes to set up such Special List and to grant the Board of Directors the mandate and all related powers to (i) adopt the regulation for the increased voting right (the “**Regulation**”) aimed mainly at determining the procedures for the registration, maintenance and updating of the Special List, in compliance with applicable laws and regulations and, in particular, with the provisions of Article 143-*quater* of the Consob Regulation on Issuers; and to (ii) appoint the person in charge of maintaining the Special List.

The Board of Directors also proposes that the new Article 6 of the Bylaws should state that:

1. shareholders who intend to take advantage of the increased voting right must apply to be registered in the Special List supporting their application with:
 - a. an indication of the number of shares for which registration is required (which may also be limited to a part of the shares held);
 - b. a communication from the intermediary with whom the shares are deposited attesting to the ownership of the shares by the applicant;
 - c. any other documentation required by the regulations in force;
 - d. the specification, in the case of subject other than natural persons, of whether they are subject to direct or indirect control by third parties and the identification data of any controlling person (and the relevant chain of control);
2. following registration in the Special List, the registered party may, at any time, request in writing to the Company to be removed from the Special List for all or part of the registered shares, with the consequent loss of entitlement to the benefit of the increased voting right and, in any case, irrevocably waive, for all or part of the shares, the increased voting right already accrued, by means of a written notice to the Company;
3. it being understood that the increased voting right accrues automatically after twenty-four months from the date of entry in the Special List, the acquisition of the benefit of the increased voting right is ascertained on the earlier of the following dates:
 - (i) the fifth trading day of the calendar month following the month in which the conditions required by the Bylaws for obtaining the increased voting right have been fulfilled; or
 - (ii) the so-called *record date* of any shareholders' meeting, determined in accordance with applicable law, following the date on which the conditions required by the Bylaws for obtaining the increased voting right have been fulfilled;
4. the updates of the Special List are made by the fifth trading day following the end of each calendar month and, in any case, by the so-called *record date* provided for by the regulations in force in relation to the right to participate and vote in shareholders' meetings (i.e., at present, by the end of the accounting day of the seventh trading day prior to the date set for the shareholders' meeting of the

Company, pursuant to the current Article 83-*sexies* of the TUF), so as to be able to fulfil the obligations to notify Consob and the public of the total amount of voting rights, in accordance with the procedures and timing set forth in Article 85-*bis*, paragraph 4-*bis* of the Consob 'Regulations on Issuers;

5. updates to the Special List are made by the Company in accordance with the provisions of the Regulation to be adopted by the Company's Board of Directors.

4. LEGITIMISING RIGHT IN REM AND POSSIBLE TRANSFER

The Board of Directors proposes that it should be stated in the Bylaws that, for the purpose of the attribution of the increased voting right, the uninterrupted ownership referred to in Article 127-*quinquies* of the TUF, must be interpreted as referring to the shares whose voting rights have been held by the same person for the uninterrupted period of 24 months from the date of registration in the Special List by virtue of one of the following legitimising rights in rem:

- a. full ownership of the share with voting right;
- b. the bare ownership of the share with voting right;
- c. usufruct of the share with voting right.

Pursuant to Article 127-*quinquies*, paragraph 3, of the TUF, without prejudice to what is stated in the following paragraph, the benefit of the increased voting rights ceases to apply:

1. in the event of a transfer of the share for valuable consideration or free of charge, it being understood that "transfer" means any transaction involving the transfer of the share, as well as the establishment of a pledge, usufruct or other encumbrance on the share when such establishment entails the loss of the shareholder's voting right, as well as
2. in the event of the direct or indirect disposal of controlling interests in companies or entities holding shares with voting rights in excess of the threshold provided for in Article 120, paragraph 2, of the TUF or in subsequent regulations replacing it in whole or in part.

If, after the constitution of the encumbrances referred to in item 1 above, the voting right for the shares subject to the encumbrances is again granted to the shareholder, the increased voting right may be acquired again for such shares (also in part) with a new entry in the Special List and the full expiry of the uninterrupted period of ownership of not less than 24 months from the date of registration in the Special List.

In the event of a transfer for valuable consideration or free of charge involving only a part of the increased voting right shares, the transferor retains the increased voting right on the shares other than those transferred. The Board of Directors proposes to state in the Bylaws that the following do not entail the loss of the increased voting right or the restarting of the computation of the uninterrupted period of ownership necessary for the attribution of the benefit:

- a. succession due to death of the person registered in the Special List;
- b. the establishment, by the person registered in the Special List, of a pledge or usufruct or other lien on the shares (as long as the voting right remains with the shareholder);

- c. the merger or demerger of the entity registered in the Special List;
- d. a gratuitous transfer in favour of an entity such as, by way of example, a trust, estate fund or foundation of which the transferor himself or his heirs are beneficiaries;
- e. the transfer from one UCI to another UCI (or from one sub-fund to another sub-fund of the same UCI) managed by the same entity;
- f. where the legitimising right in rem is held through a trust or trust company, the change of trustee or trust company and the beneficiaries or trustees do not change.

5. PRESERVATION AND EXTENSION OF INCREASED VOTING RIGHTS

The Board of Directors, as allowed by Article 127-*quinquies* of the TUF, deems appropriate to provide within the Bylaws the extension of the benefit of the increased voting right in the following cases:

1. proportionally to the newly issued shares in the event of a capital increase, whether free or with new contributions;
2. to the shares allotted in exchange for those to which the increased voting right is attributed, in the event of merger or demerger if so provided by the relevant merger or demerger plan;
3. proportionally to the newly issued shares in the event of the exercise of the conversion right attached to convertible bonds and other debt securities, however structured, which so provide in their regulations.

In relation to the aforementioned cases, the Bylaws should specify that the new shares acquire the increased voting rights:

- (i) for newly issued shares to which the holder is entitled in relation to shares for which the increased voting right has already accrued, from the time of their registration in the Special List, without the need for a further uninterrupted holding period;
- (ii) for newly issued shares to which the holder is entitled in respect of shares for which the increased voting right has not already accrued (but is in the process of accruing), from the time of completion of the holding period calculated from the date of original registration in the Special List.

6. CALCULATION OF SHAREHOLDERS' MEETING QUORUMS

Pursuant to Article 127-*quinquies*, paragraph 8, of the TUF., the Board of Directors intends to propose that the increased voting right be counted for the purpose of calculating the quorums, constitutive and deliberative, of shareholders' meetings that refer to percentages of the share capital, it being understood that the increase has no effect on rights, other than voting rights, due by virtue of the possession of certain percentages of the share capital.

7. EFFECTS THAT THE INTRODUCTION OF INCREASED VOTING WOULD HAVE ON THE COMPANY'S OWNERSHIP STRUCTURE

It should be noted, also for the purposes of Recommendation No. 2 of the Corporate Governance Code, that as of the date of this Report the shareholders holding more than 3% of the share capital are as follows¹:

- Foro delle Arti S.r.l. (formerly Fedone s.r.l.) holds 50.05% of the Company's share capital. The entire shareholding of Foro delle Arti s.r.l. (formerly Fedone s.r.l.) (equal to 100% of the share capital) is held by Spafid Trust S.r.l. (formerly Esperia Trust Company S.r.l.), as trustee of the "Brunello Cucinelli Trust";
- FMR LLC (Fidelity) holding 9.483% of the share capital;
- Invesco LTD which holds 4.156% of the share capital.

The Board of Directors proposes to amend the Bylaws in order to provide that an increased voting right (two vote per share) shall be attributed to each share that has belonged to the same person for an uninterrupted period of not less than 24 months, starting from the registration in the Special List to be kept by the Company. In the event that the above-mentioned relevant shareholders were to request the increase of their voting rights with respect to their entire shareholding and no other shareholders were to request the increase of their voting rights, at the end of the 24 uninterrupted period of ownership, starting from the date of their registration in the Special List, such shareholders could exercise a percentage of their voting rights equal to 61.153%, 11.587% and 5.078%, respectively (these percentages are calculated by not eliminating own shares from the total voting rights referring to shares of the Company)².

Shareholder	Number of shares held	% of capital ³	Number of voting rights	% of voting rights ⁴
'Trust Brunello Cucinelli'	34,034,000	50.050%	68,068,000	61.153%
FMR LLC (Fidelity)	6,448,440	9.483%	12,896,880	11.587%
Invesco LTD	2,826,028	4.156%	5,652,056	5.078%

In light of the above, if the relevant shareholders indicated above should request the increased voting right with respect to the entire shareholding held by them and no other shareholder should request the increased

¹ The data on the percentage shareholding in the share capital of Foro delle Arti s.r.l., FMR LLC and Invesco LTD are sourced from Consob's institutional website www.consob.it, as well as from the notifications made to the Company pursuant to applicable legislation.

² It should be noted that pursuant to Articles 2357-ter, paragraph 2, and 2368, paragraph 3, of the Italian Civil Code, the own shares held by the Company from time to time are counted for the purpose of the regular constitution of the shareholders' meeting and are, instead, excluded for the purpose of calculating the majority and the portion of capital required for the approval of resolutions. At the date of this Report, the Company holds n. 47.250 own shares equal to 0.0695% of the share capital.

³ Please refer to note 2.

⁴ Please refer to note 2.

voting right, at the end of the 24 uninterrupted period of ownership, starting from the date of registration in the Special List, Foro delle Arti S.r.l. would maintain legal control over the Company pursuant to Articles 2359, paragraph (1), number (1), and 93 of the TUF

8. DECISION-MAKING PROCESS FOLLOWED IN THE FORMULATION OF PROPOSALS FOR STATUTORY AMENDMENTS

Also for the purposes of Recommendation No. 2 of the Corporate Governance Code, it should be noted that the proposal for amendments to the Bylaws referred to in this Report was approved by the Board of Directors on 15 March 2023, as it was a matter outside the competence of the internal committees. The decision was taken unanimously.

The reasons for this positive assessment are expressed in the preceding paragraphs of this Report.

* * * *

9. COMPARISON OF THE TEXT OF THE STATUTORY CLAUSE

The following table shows the article of the Company's Bylaws that is proposed to be amended, comparing the current text and the text that would result from the adoption of the proposed amendments

(bold = added text; strikethrough = deleted text)	
CURRENT TEXT	PROPOSED AMENDMENTS
<p>Article 6 - Capital</p> <p>6.1 The share capital is equal to 13,600,000 Euros (thirteen million six hundred thousand), divided in 68,000,000 (sixty-eight million) ordinary shares with no nominal value and can be increased. The General Meeting can assent to issue classes of share with different rights, in accordance with law prescriptions.</p> <p>6.2 The shares are registered, indivisible, freely transferable and confer on their holders equal rights. Each share entitles the holders to one vote. The shares are subject to the dematerialised and centralised management of the financial instrument traded on regulated markets.</p> <p>6.3 The share capital may also be increased, according to law, with assets of loans and kind.</p>	<p>Article 6 - Capital</p> <p>6.1 The share capital is equal to 13,600,000 Euros (thirteen million six hundred thousand), divided in 68,000,000 (sixty-eight million) ordinary shares with no nominal value and can be increased. The General Meeting can assent to issue classes of share with different rights, in accordance with law prescriptions.</p> <p>6.2 The shares are registered, indivisible, freely transferable and confer on their holders equal rights. Subject to paragraph 6.5, each share entitles the holders to one vote. The shares are subject to the dematerialised and centralised management of the financial instrument traded on regulated markets.</p> <p>6.3 The share capital may also be increased, according to law, with assets of loans and kind.</p>

(COURTESY TRANSLATION FOR THE CONVENIENCE OF INTERNATIONAL READERS)

6.4 In case of increase in cash capital, also by the issuance of convertible bonds, the right of option may be excluded by a General Meeting resolution, in the form and terms set forth by the art. 2441, sub-section four, second paragraph of the Italian Civil Code provided that the issue price corresponds to the market value of the shares and that is confirmed with a proper report by the legal auditor or by the Company assigned to the legal auditing of accounts .

6.4 In case of increase in cash capital, also by the issuance of convertible bonds, the right of option may be excluded by a General Meeting resolution, in the form and terms set forth by the art. 2441, sub-section four, second paragraph of the Italian Civil Code provided that the issue price corresponds to the market value of the shares and that is confirmed with a proper report by the legal auditor or by the Company assigned to the legal auditing of accounts .

6.5 Each share entitles the holder to a double vote (i.e. two votes for each share) if both of the following conditions are met:

- a) **the share has belonged to the same person by virtue of a right in rem legitimating the exercise of voting rights (full ownership with voting rights or bare ownership with voting rights or usufruct with voting rights) for an uninterrupted period of at least twenty-four months (the "Period");**
- b) **the recurrence of the condition under a) is attested by the uninterrupted registration for the Period in the special list set up by the Company and governed by this article (the "Special List").**

6.6 Notwithstanding the fact that the increased voting right accrues automatically upon the expiry of the twenty fourth month from the date of registration in the Special List, the acquisition of the benefit of the increased voting right will be ascertained on the earlier of the following dates:

- (i) **The fifth trading day of the calendar month following the month in which the conditions required by the Bylaws for the increased voting right have been fulfilled;**
or
- (ii) **the so-called record date of any shareholders' meeting, determined in accordance with applicable laws and regulations, subsequent to the date on which the conditions required by the Bylaws for the increase in voting right have been fulfilled.**

6.7 The Company establishes and maintains, in accordance with the forms and contents provided for by the applicable laws and regulations, the Special List to which shareholders who intend to benefit from the

increased voting right must register. In order to obtain registration in the Special List, the person entitled pursuant to this Article must submit a specific request, attaching a communication certifying share ownership issued by the intermediary with whom the shares are deposited pursuant to applicable regulations.

The increase voting right may also be requested for only part of the shares held by the shareholder. The applicant may at any time, by means of a special request, indicate additional shares for which it requests registration in the Special List.

In the case of entities other than natural persons, the request must specify whether the entity is subject to direct or indirect control by third parties and the identification data of the controlling person (if any) (and the relevant chain of control).

The Special List will be updated by the Company by the fifth trading day following the end of each calendar month and, in any case, by the so-called record date provided for by the regulations in force in relation to the right to attend and vote in shareholders' meetings.

The person registered in the Special List must notify and consent to the intermediary notifying the Company of any circumstance and event that results in the loss of the prerequisites for the increase of the voting right or affects the ownership of the legitimising right in rem and/or the relative voting right by the end of the month in which such circumstance occurs and in any case by the trading day preceding the so-called record date.

The provisions relating to the register of shareholders set forth in Article 2422 of the Italian Civil Code and any other relevant provisions in force apply to the Special List, *mutatis mutandis*.

6.8 The Company shall proceed to the removal from the Special List in the following cases:

- (i) waiver on the party concerned. The right of the person entitled to the increased voting right to irrevocably renounce the increased voting right at any time with respect to all or part of the shares for which registration in the Special List has been effected, by means of a written notice to be sent to the Company, is always recognised, it being understood that the increased voting right may be

reacquired with respect to the shares for which it was renounced with a new registration in the Special List and the full expiry of the uninterrupted Period of ownership of not less than 24 months;

- (ii) communication by the interested party or intermediary proving that the conditions for the increase of the voting right have ceased to exist or that the ownership of the legitimising right in rem and/or the related voting right has been lost;
- (iii) ex officio, if the Company becomes aware of the occurrence of facts entailing the loss of the prerequisites for the increase of the voting right or the loss of the ownership of the legitimising right in rem and/or of the relevant voting right.

6.9 Notwithstanding the provisions of the following paragraph, the increased voting right shall cease to apply:

- a) in the event of a transfer for consideration or free of charge of the share, it being understood that "transfer" shall mean any transaction involving the transfer of the share, as well as the constitution of a pledge, usufruct or other encumbrance on the share when such constitution entails the loss of the shareholder's voting right. The constitution of a pledge, usufruct or other encumbrance and the transfer of bare ownership with retention of the usufruct shall not result in the loss of the shareholder's entitlement to the increased voting right if the voting right is retained by the previous holder. If, following the establishment of the aforesaid encumbrances with loss of voting rights by the shareholder, subsequently the voting rights for the shares subject to the encumbrances are again attributed to the shareholder himself, the increased voting right may be acquired again for such shares (also in part) with a new entry in the Special List and the full expiry of the uninterrupted Period of ownership of not less than 24 months. In the event of a transfer for consideration or free of charge involving only part of the shares with increased voting right, the transferor retains the increased voting right on the shares other than those transferred;
- b) in the event of the direct or indirect disposal of controlling interests in

companies or entities that hold shares with increased voting right in excess of the threshold provided for pro tempore by Article 120(2) of Legislative Decree No. 58 of 24 February 1998, or by subsequent regulations replacing it in whole or in part.

6.10 The increased voting right, if already accrued, or, if not accrued, the period of ownership necessary to accrue the increased voting right shall be retained:

- a) in the event of succession at death in favour of the heir and/or legatee;
- b) in the event of a merger or demerger of the holder of the shares in favour of the company resulting from the merger or beneficiary of the demerger;
- c) in the case of a gratuitous transfer in favour of an entity, such as, by way of example, a trust, estate fund or foundation of which the transferor himself or his heirs are beneficiaries;
- d) in the event of a transfer from one UCI to another UCI (or from one sub-fund to another sub-fund of the same UCI) managed by the same entity;
- e) where the legitimising right in rem is held through a trust or trust company, the trustee or trust company changes and the beneficiaries or trustees do not change.

6.11 Increase voting right is extended, subject to the notifications by the intermediary provided for by the regulations in force and these Bylaws for the purpose of the increased voting right:

- a) proportionally to the newly issued shares in the event of a capital increase pursuant to Article 2442 of the Italian Civil Code and capital increase by means of new contributions;
- b) the shares allotted in exchange for those to which increased voting right is attributed, in the event of a merger or demerger, if so provided by the relevant plan;
- c) pro rata to the newly issued shares in the event of the exercise of the conversion right attached to convertible bonds and other debt securities, however structured, which so provide in their regulations.

In the cases referred to in sub-paragraphs a), b) and c) of the preceding paragraph, the new shares acquire the increased voting rights:

	<p>(i) in respect of newly issued shares to which the holder is entitled in relation to shares for which the increased voting right has already accrued, from the time of their registration in the Special List, without the need for a further uninterrupted period of ownership;</p> <p>(ii) in respect of newly issued shares to which the holder is entitled in relation to shares for which the increased voting right has not already accrued (but is in the process of accruing), from the time of completion of the Period calculated from the date of the original registration in the Special List.</p> <p>6.12 The increased voting right shall also be taken into account in the determination of the quorums for constitutive and deliberative resolutions that refer to percentages of the share capital, but shall have no effect on the rights, other than voting rights, accruing by virtue of the possession of certain percentages of the share capital.</p> <p>6.13 For the purposes of this Article, the notion of control is that provided for in Article 93 TUF.</p>
--	--

The Company's Board of Directors points out that, in accordance with the provisions of Article 127-*quinquies*, paragraph 6 of the TUF, the proposed amendment to the Bylaws does not grant shareholders the right of withdrawal pursuant to Article 2437 of the Italian Civil Code.

* * * * *

Shareholders,

In view of the foregoing, if you agree with the proposed amendments outlined above, we invite you to adopt the resolutions proposed below.

- **as to the amendments to Article 6 (Capital) of the Bylaws:**

"The Extraordinary Shareholders' Meeting of Brunello Cucinelli S.p.A.,

- Having regard to the Report prepared by the Board of Directors and the amendments to the Bylaws proposed and analytically reported therein

- Having regard to the text of the Bylaws currently in force,

resolves

(COURTESY TRANSLATION FOR THE CONVENIENCE OF INTERNATIONAL READERS)

1) to approve the amendments proposed by the Board of Directors to Article 6 of the Company's Bylaws currently in force, which will have the following wording as a result of the amendments

“Article 6 - Capital

6.1 The share capital is equal to 13,600,000 Euros (thirteen million six hundred thousand), divided in 68,000,000 (sixty-eight million) ordinary shares with no nominal value and can be increased. The General Meeting can assent to issue classes of share with different rights, in accordance with law prescriptions.

6.2 The shares are registered, indivisible, freely transferable and confer on their holders equal rights. Subject to paragraph 6.5, each share entitles the holders to one vote. The shares are subject to the dematerialised and centralised management of the financial instrument traded on regulated markets.

6.3 The share capital may also be increased, according to law, with assets of loans and kind.

6.4 In case of increase in cash capital, also by the issuance of convertible bonds, the right of option may be excluded by a General Meeting resolution, in the form and terms set forth by the art. 2441, sub-section four, second paragraph of the Italian Civil Code provided that the issue price corresponds to the market value of the shares and that is confirmed with a proper report by the legal auditor or by the Company assigned to the legal auditing of accounts.

6.5 Each share entitles the holder to a double vote (i.e. two votes for each share) if both of the following conditions are met:

- a) the share has belonged to the same person by virtue of a right in rem legitimating the exercise of voting rights (full ownership with voting rights or bare ownership with voting rights or usufruct with voting rights) for an uninterrupted period of at least twenty-four months (the "Period");
- b) the recurrence of the condition under a) is attested by the uninterrupted registration for the Period in the special list set up by the Company and governed by this article (the "Special List").

6.6 Notwithstanding the fact that the increased voting right accrues automatically upon the expiry of the twenty fourth month from the date of registration in the Special List, the acquisition of the benefit of the increased voting right will be ascertained on the earlier of the following dates:

- (i) The fifth trading day of the calendar month following the month in which the conditions required by the Bylaws for the increased voting right have been fulfilled; or
- (ii) the so-called record date of any shareholders' meeting, determined in accordance with applicable laws and regulations, subsequent to the date on which the conditions required by the Bylaws for the increase in voting right have been fulfilled.

6.7 The Company establishes and maintains, in accordance with the forms and contents provided for by the applicable laws and regulations, the Special List to which shareholders who intend to benefit from the increased voting right must register. In order to obtain registration in the Special List, the person entitled pursuant to this Article must submit a specific request, attaching a communication certifying share ownership issued by the intermediary with whom the shares are deposited pursuant to applicable regulations.

The increase voting right may also be requested for only part of the shares held by the shareholder. The applicant may at any time, by means of a special request, indicate additional shares for which it requests registration in the Special List.

In the case of entities other than natural persons, the request must specify whether the entity is subject to direct or indirect control by third parties and the identification data of the controlling entity (if any) (and the relevant chain of control).

The Special List will be updated by the Company by the fifth trading day following the end of each calendar month and, in any case, by the so-called record date provided for by the regulations in force in relation to the right to attend and vote in shareholders' meetings.

The person registered in the Special List must notify and consent to the intermediary notifying the Company of any circumstance and event that results in the loss of the prerequisites for the increase of the voting right or affects the ownership of the legitimising right in rem and/or the relative voting right by the end of the

month in which such circumstance occurs and in any case by the trading day preceding the so-called record date.

The provisions relating to the register of shareholders set forth in Article 2422 of the Italian Civil Code and any other relevant provisions in force apply to the Special List, *mutatis mutandis*.

6.8 The Company shall proceed to the removal from the Special List in the following cases:

- (i) waiver on the party concerned. The right of the person entitled to the increased voting right to irrevocably renounce the increased voting right at any time, with respect to all or part of the shares for which registration in the Special List has been effected, by means of a written notice to be sent to the Company, is always recognised, it being understood that the increased voting right may be reacquired with respect to the shares for which it was renounced with a new registration in the Special List and the full expiry of the uninterrupted Period of ownership of not less than 24 months;
- (ii) communication by the interested party or intermediary proving that the conditions for the increase of the voting right have ceased to exist or that the ownership of the legitimising right in rem and/or the related voting right has been lost;
- (iii) ex officio, if the Company becomes aware of the occurrence of facts entailing the loss of the prerequisites for the increase of the voting right or the loss of the ownership of the legitimising right in rem and/or of the relevant voting right.

6.9 Notwithstanding the provisions of the following paragraph, the increased voting right shall cease to apply:

- a) in the event of a transfer for consideration or free of charge of the share, it being understood that "transfer" shall mean any transaction involving the transfer of the share, as well as the constitution of a pledge, usufruct or other encumbrance on the share when such constitution entails the loss of the shareholder's voting right. The constitution of a pledge, usufruct or other encumbrance and the transfer of bare ownership with retention of the usufruct shall not result in the loss of the shareholder's entitlement to the increased voting right if the voting right is retained by the previous holder. If, following the establishment of the aforesaid encumbrances with loss of voting rights by the shareholder, subsequently the voting rights for the shares subject to the encumbrances are again attributed to the shareholder himself, the increased voting right may be acquired again for such shares (also in part) with a new entry in the Special List and the full expiry of the uninterrupted Period of ownership of not less than 24 months. In the event of a transfer for consideration or free of charge involving only part of the shares with increased voting right, the transferor retains the increased voting right on the shares other than those transferred;
- b) in the event of the direct or indirect disposal of controlling interests in companies or entities that hold shares with increased voting right in excess of the threshold provided for pro tempore by Article 120(2) of Legislative Decree No. 58 of 24 February 1998, or by subsequent regulations replacing it in whole or in part.

6.10 The increased voting right, if already accrued, or, if not accrued, the period of ownership necessary to accrue the increased voting right shall be retained:

- a) in the event of succession at death in favour of the heir and/or legatee;
- b) in the event of a merger or demerger of the holder of the shares in favour of the company resulting from the merger or beneficiary of the demerger;
- c) in the case of a gratuitous transfer in favour of an entity, such as, by way of example, a trust, estate fund or foundation of which the transferor himself or his heirs are beneficiaries;
- d) in the event of a transfer from one UCI to another UCI (or from one sub-fund to another sub-fund of the same UCI) managed by the same entity;
- e) where the legitimising right in rem is held through a trust or trust company, the trustee or trust company changes and the beneficiaries or trustees do not change.

6.11 Increase voting right is extended, subject to the notifications by the intermediary provided for by the regulations in force and these Bylaws for the purpose of the increased voting right:

- a) proportionally to the newly issued shares in the event of a capital increase pursuant to Article 2442 of the Italian Civil Code and capital increase by means of new contributions;

- b) the shares allotted in exchange for those to which increased voting right is attributed, in the event of a merger or demerger, if so provided by the relevant plan;
- c) pro rata to the newly issued shares in the event of the exercise of the conversion right attached to convertible bonds and other debt securities, however structured, which so provide in their regulations.

In the cases referred to in sub-paragraphs a), b) and c) of the preceding paragraph, the new shares acquire the increased voting rights:

- (i) in respect of newly issued shares to which the holder is entitled in relation to shares for which the increased voting right has already accrued, from the time of their registration in the Special List, without the need for a further uninterrupted period of ownership;
- (ii) in respect of newly issued shares to which the holder is entitled in relation to shares for which the increased voting right has not already accrued (but is in the process of accruing), from the time of completion of the Period calculated from the date of the original registration in the Special List.

6.12 The increased voting right shall also be taken into account in the determination of the quorums for constitutive and deliberative resolutions that refer to percentages of the share capital, but shall have no effect on the rights, other than voting rights, accruing by virtue of the possession of certain percentages of the share capital.

6.13 For the purposes of this Article, the notion of control is that provided for in Article 93 TUF. ”

- 2) *to authorise the Board of Directors, with the power to delegate, the possible adoption of a regulation for the management of the special list referred to in Article 143-quater of the Consob Regulation on Issuers, which would regulate the procedures for its registration, maintenance and updating in compliance with the applicable rules and regulations and, in any case, such as to ensure the timely exchange of information between shareholders, issuer and intermediary and for the appointment of the person in charge of maintaining the Special List;*
- 3) *to vest the Board of Directors, with the power to delegate, with the broadest powers necessary or appropriate to execute the above resolutions and to fulfil all the obligations provided for by the laws in force at the time, as well as to execute the acts and transactions necessary or appropriate to this end, including, but not limited to, those related to*
 - *the management of relations with any competent body and/or authority;*
 - *obtaining legal approval for the above-mentioned resolutions, with the power to introduce any amendments that could be required by the competent Authorities and/or by the Register of Companies at the time of their registration and to carry out any necessary fulfilment”.*

Solomeo, 15 March 2023

For the Board of Directors

The Chairman

Cav. Lav. Brunello Cucinelli