

Attachment "A" to Rep.NO. 55.667/17982

## **GENERAL MEETING REGULATIONS**

### **BRUNELLO CUCINELLI S.P.A.**

#### **First Item - Preliminary Disposition**

##### **Article 1**

The present regulation governs the course of the ordinary and extraordinary general meeting of the BRUNELLO CUCINELLI SpA, with its office in Perugia (PG), fraction of Solomeo (later on the "Company"). For what is not expressly regulated in this document, are recalled the rules of the current statute regarding the general meeting of the Company that, in case of conflict with the provisions contained in this regulation, prevails over the over the latter.

##### **Article 2**

This regulation is available to the shareholders and those who are entitled to attend and exercise their right to vote at the corporate office of the company, on its website and at the places where the meetings are performed.

#### **Second Item - About the General Meeting Constitution**

##### **Article 3**

At the general Meeting can attend who is entitled to participate in accordance with the law and the Statute (later on, the "**Entitled to attend**"). Is allowed to take action by representative in accordance with the law and the statute. The shareholders are entitled to notify to the Company with the proxy of attendance in the General Meeting by its delivery to the email address indicated in the notice of the meeting call. In all of the circumstances, the person who attends to the Meeting in person or by a proxy must identify himself by presenting an eligible document, including the powers due in any eventual corporate body.

#### **Article 4**

During the work performance can also attend, as a simple auditor and without rights of vote and intervention, the employees of the Company and other persons (later on the "**Guests**"), if invited by the Chairman.

Moreover, can attend to the General Meeting without being able to speak, the clerks and the eventual non-shareholders tellers to perform the functions specified in the following articles of this Regulation.

Normally, the Chairman of the Board of Directors admits the presence, as guests, of experts and financial analysts, of the statutory auditor or representatives of the statutory audit company as well as journalists working on behalf of newspapers and magazines and radio television networks, in accordance with the law or regulation and / or the

recommendations from the Consob. Its accreditation must be received at the corporate office before the general meeting opens.

When required by one or more Entitled to Attend the Chairman of the General Meeting (as found in the art. 8 – later on, the "**Chairman**") reads out during the preliminary meeting operations the name list of the Guests and their qualifications.

#### **Article 5**

The right to participate in the General Meeting and the exercise of the right to vote is established by a notice to the Company, made by the intermediary in favour of the person who has the right to vote, based on the evidence related to the end of the accounting day at the seventh market day preceding the date fixed for the General Meeting first call. The subjects for which the Company has received the communication mentioned above by the end of the third market day preceding the date fixed for the general meeting on first call, as according to the law and regulations existing time to time are entitled to withdraw the ballot-papers for the vote, to keep it for the duration of the general meeting, to be produced for inspection and to be returned anyway if someone leave before the end of the General Meeting.

The right to action and to vote is without prejudice when the communications mentioned above have been made to the Company after the terms listed above, but provided by the

beginning of the general meeting of the single call.

In any case of dispute on the right to attend to the General Meeting the Chairman will decide.

The Guests must identify themselves to the Company's officers located at the entrance of the premises where the General Meeting is performing and collect, if required, the appropriate control label.

#### **Article 6**

The Chairman may decide that the General Meeting will be video or audio recorded for the sole purpose of making easier the preparation of the minutes of the General Meeting.

They cannot be brought into the General Meeting premises, neither by the Entitled to Attend nor the Invited, recording devices of any kind, cameras and similar devices, without a specific prior authorization from the Chairman.

#### **Article 7**

All the Entitled to Attend that, for whatever reason, leave the premises of the General Meeting are required to notify the Delegates. To be readmitted, they must show the counter-ticket for the admission.

#### **Article 8**

At the time set in the notice, unless a justified delay within one-hour, the presidency of the General Meeting is assumed by the Chairman of the Board of Directors or, in case of his incapacity

or absence, the person designated by the attendees.

Then, the Chairman informs the General Meeting on the names of the members of the Board of Directors and the Board of Auditors present.

### **Article 9**

The Chairman is assisted by the Secretary of the General Meeting (as found in art. 10, later on the "**Secretary**"), from other directors, the auditors, the notary as provided for by the law in the art. 10, first paragraph, and by the employees of the Company admitted as Guests.

Based on the admission tickets delivered by the Delegates at the entrance, the Chairman, with the help of the Secretary, shall inform the General Meeting on the number of the present Entitled to Attend and the number of votes they are rights to.

The Chairman, with the help of the Delegates, checks the validity of the proxies and the right of those present to attend the General Meeting and notifies the General Meeting on the check outcomes. If the Chairman considers irregular one or more proxies, he may exclude the right to attend and to vote of the shareholder or his representative that exhibited irregular proxies.

The lists of the Entitled to Attend, with the indication of those actually present when voting, become integral part of the minutes of the general meeting together with the proxies.

After reaching the quorum provided by the statute, the Chairman declares that the General Meeting is effectively constituted and starts the work; otherwise, not before an hour since the starting time set for the General Meeting, proclaims as deserted the General Meeting itself and refers to another eventual call. If the General Meeting is deserted, the minutes are drawn up and signed by the Chairman and, if present, by an auditor.

#### **Article 10**

The Chairman, determining that the General Meeting is validly constituted and reading out the agenda, proposes to the General Meeting itself the appointment of the Secretary in charge of drawing up the minutes, always if provided by law or by final judgment of the Chairman the task is not assigned to a notary, previously charged by the Chairman himself. If the function of secretary is not assigned to a notary as required by the law, the minute is not drawn by a public deed, unless otherwise decided by the Chairman and communicated to the General Meeting.

The Secretary may be assisted by the Delegates, by employees of the Company or his own employees, if Guests.

#### **Article 11**

The Chairman may avail himself of assistants for the management of the voting procedure, in particular to verify of the validity of the ballot

papers received by those who have exercised their vote by mail.

The Chairman may require the presence of an order service performed by clerks, provided with proper identification marks.

#### **Article 12**

The Chairman, if decided that is voted with the use of ballot papers, appoints two tellers, chosen between the Entitled to Attend, who are called to scrutinise.

#### **Article 13**

The work of the General Meeting are carried, usually, in a single session, during which the Chairman may, if he thinks it's convenient and the General Meeting (by simple majority) does not object, can interrupt the proceedings for no longer than two hours (for each interruption).

Standing still what provided by the art. 2374 cod. civ., the General Meeting - with the resolution passed by simple majority - may decide to update the proceedings whenever he thinks it's convenient, by fixing both the day and time for the prosecution of those proceedings within a time, even more than five days, however adequate to the grounds of the update.

#### **Third Item - Of Discussion**

#### **Article 14**

The Chairman and, upon his invitation, the other directors and

auditors as to their competence, explain the items from the agenda. The order of the topics, as resulting on the convening notice, may be varied by the Chairman by authority received from the General Meeting (taken by simple majority) where one or more Entitled to Attend are opposed.

On prior request from the Entitled to Attend interested in, according to the art. 2375, are summarized in the minutes.

#### **Article 15**

The Chairman moderates discussion, giving the turn to speak to the Entitled to Attend who have asked to floor according to the art.16, second paragraph, to the administrators, the auditors and the Secretary.

The Chairman may grant the Entitled to Attend who have required, by law and by the Statute, the integration of the topics to be discussed at the General Meeting, a time not exceeding 20 minutes to explain the relevant resolution proposals and their supporting reasons.

While exercising this function, the Chairman keeps to the principle that all the Entitled to Attend, the administrators, the auditors and the Secretary have rights to freely express themselves on the topics of interest to the general meeting, under the provisions of the law, statute and of the present regulation.

#### **Article 16**



The Entitled to Attend, the administrators and the auditors have the rights to speak on each of the topics discussed and make appropriate suggestions.

The Entitled to Attend that wish to speak should submit a request to the Chairman, not before the topic on the agenda to which the request refers was read and before the discussion on that topic it's declared as closed. The request must be made by a show of hands, if the Chairman has not decided to proceed through written requests. If proceeding with a show of hands, the Chairman gives the floor to those who have raised their hand first; where unable to determine this accurately, the Chairman gives the floor following the order established unquestionably by himself. If proceeding through written requests, the Chairman gives the floor following the alphabetical order of the applicants.

#### **Article 17**

The Chairman and /or, upon his invitation, the directors and the auditors, based on their competence or considered as necessary by the Chairman in relation to the topic discussed, reply to the Entitled to Attend after each of their intervention, either after all the intervention on each topic on the agenda, as required by the Chairman, taking into account also any eventual questions made by the shareholders before the General Meeting that the Company didn't

already reply to.

#### **Article 18**

The Entitled to Attend have the right to intervene only once on each topic on the agenda, unless any eventual objection and declaration of vote, each lasting no longer than five minutes.

#### **Article 19**

The Chairman, taking into account the nature and importance of the individual topics on the agenda, as well as eventual questions made by the shareholders before the General Meeting that the Company didn't already reply to, shall indicate, generally not less than 5 minutes and no more than 10 minutes, the time available for each Entitled to Attend to intervene. After the established time, the Chairman may invite the Entitled to Attend to conclude within the following five minutes. Subsequently, if the intervention is not yet concluded, the Chairman proceeds as requested by the second paragraph, letter a) of the art. 20.

#### **Article 20**

The Chairman is responsible for maintaining order during the General Meeting, to ensure the correct proceeding and to avoid the abuse of the right of intervention.

For this purposes, he may interrupt if:

a) the Entitled to Attend talks when is not allowed to, or continues to speak after the time assigned is ended;

- b) following a warning, due to the intervention is clearly and obviously irrelevant to the topic under discussion;
- c) the Entitled to Attend use words, sentences or expresses improper or insulting opinions;
- d) in circumstances of incitement to violence or disorder.

#### **Article 21**

If one or more people attending the General Meeting obstacle the proper conduct of the proceedings, the Chairman recalls them to observe the present regulation.

If this warning is in vain, the Chairman expels the persons previously warned from the premises where the General Meeting is ongoing for all the period of the discussion.

The excluded person, if belonging to the Entitled to Attend, may appeal from the exclusion to the General Meeting, which decides about the matter by a simple majority.

#### **Article 22**

After the end of all the interventions, the replies objections, the Chairman concludes by declaring closed the debate.

After the debate closure, no Entitled to Attend can take the floor for further interventions.

### **Fourth Head - Of Vote**

#### **Article 23**

Before starting the vote, the Chairman readmits at the General Meeting those who have been excluded according to the art. 21 and verifies the number of the Entitled to Attend who are present and the number of votes they have rights for. The acts referring to the arts. 20 and 21 of the present regulation may be adopted, under verified assumptions, even during the vote.

#### **Article 24**

The Chairman establishes the order of vote on the different resolutions proposed on the agenda.

The Chairman may decide that the vote takes place after the close of the discussion of each topic on the agenda, or at the end of the discussion of all the topics on the agenda.

#### **Article 25**

The votes of the General Meeting are taken by an open ballot. The Chairman determines which of the following methods of voting are adopted: (i) by a show of hands, with a request by the Chairman or the Secretary of the expression of all the favourable votes, all the opposite votes and the abstentions, after the identification of each Entitled to Attend who is voting, (ii) by roll-call, by calling and expressing of votes by each Entitled to Attend, (iii) using ballot-papers, in which circumstance the Chairman decide the time limit within the Entitled to Attend may express their vote by submitting the drawn ballot-papers

to the scrutinisers, which put them in a ballot-box which is placed in the premises where the General Meeting is ongoing.

Te Entitled to Attend who, despite being present, despite the invitation of the Chairman have not raised their hands or replied to the roll-call and have declared their votes, without submitting the ballot-papers to the scrutinisers, are considered as abstainers.

#### **Article 26**

The ballot-papers are a voting instrument and, therefore, are prepared by the Company based on a uniform format. The ballot-papers are filled by the Delegates indicating the name of the shareholder whose the rights for votes are inherent and the corresponding number of votes. The ballot-papers must show a different number for each of the topics on which the General Meeting is call to deliberate; in alternative the ballot-papers may have a different colour for each of the topics on which the General Meeting is call to deliberate, considering that the same ballot-papers shall include the indication of the number of votes compiled by the Delegates. The votes expressed on uncertified ballot-papers are spoiled.

The ballot-papers are delivered by the Delegates at the entrance of the premises where the General Meeting is organised.

#### **Article 27**

The nominations for the social officers must be submitted within the

prescribed ways and times, as requested by the law and the statute.

Before starting to vote for the social offices, the Chairman: (i) reads out the list presented for the assignment of the Board of Auditors and the names of the shareholders who have submitted those, (ii) reads out the lists presented for the assignment of the Board of Directors and the names of the shareholders who have submitted their applications, (iii) reads out the *curriculum vitae* presented that shall contain a detailed information on the personal and professional qualifications of each candidate, (iv) provides which lists and / or which applications must be considered as not submitted and the related reasons.

#### **Article 28**

The vote by mail (or, if required by the statute, a vote by electronic system) is exercised as provided in the notice, in observance of the law and the statute.

#### **Article 29**

If the vote is made by ballot-papers, within the time period established by the Chairman for their delivery, the scrutinisers proceed with the scrutiny of the ballot-papers and report the relating result to the Chairman.

After conclusion of votes the Chairman proclaims the result, declaring as approved the proposal that received the favourable vote with a *quorum* which is enacted by law or by statute. In case of assignment of

the Board of Directors and the Statutory Auditors, the Chairman declares as elected the candidates who result winners based on the arrangements provided, respectively, by the art. 14 and art. 21 of the Statute.

### **Article 30**

When the agenda is settled, the Chairman declares the meeting closure.

### **Fifth Item- Final Arrangements**

### **Article 31**

The present regulations may be modified by the ordinary General Meeting of the shareholders with the stock-holding majority in compliance with the regulations in force.

The ordinary General Meeting may also delegate to the Board of Directors the modification or the integration of this regulation or its individual items.

F.to Brunello Cucinelli

F.to Adriano Crispolti Notary