



# BRUNELLO CUCINELLI

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

**Registered office: Corciano (PG), fraz. Solomeo, Via 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 AN ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETING**

Shareholders entitled to attend and exercise their voting rights are called to an ordinary and extraordinary shareholders' meeting to be held at the Cucinelli Theatre in Via Giovine Italia 2, Solomeo di Corciano (PG), Italy in first call **at 10.00 a.m. on 18th April 2013** and, as necessary, in second call **on 24th April 2013** at the same time and place to discuss and adopt resolutions on the following

### **Agenda:**

#### **Ordinary part**

1. Financial statements for the year ended 31st December 2012, the reports of the directors, the board of statutory auditors and the external auditors and the proposal for the allocation of profit for the year. Presentation of the consolidated financial statements for the year ended 31st December 2012. Resolutions pertaining thereto and resulting therefrom.
2. Resolution pursuant to article 2386, paragraph 1 of the Italian civil code.
3. Remuneration Report pursuant to article 123-ter of Legislative Decree no. 58/1998. Resolutions pertaining thereto and resulting therefrom.

#### **Extraordinary part**

1. Proposal to amend the following articles of the Company's bylaws: article 14 (Procedure for Appointing the Board of Directors) and article 21 (Procedure for Appointing the Board of Statutory Auditors). Resolutions pertaining thereto and resulting therefrom.

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

At the date of publication of this notice, the subscribed and paid-up share capital of Brunello Cucinelli S.p.A. was €13,600,000, consisting of 68,000,000 ordinary shares without nominal value, each of which gives the holder the right to one vote at a 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 a shareholders' meeting. Entitlement to attend a shareholders' meeting and exercise a voting right is attested by a statement sent to the Company by the intermediary on behalf of the person holding the voting right 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 9th April 2013). Debit and credit entries recorded in the accounts subsequent to the record date are not taken into account for the purposes of the entitlement to attend a shareholders' meeting and exercise a voting right. 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 (namely 15th April 2013). Nevertheless the entitlement to attend a meeting and exercise a vote shall remain valid for notifications received by the Company after the above deadlines provided they arrive before the start of the proceedings of the meeting.



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### **Voting by proxy**

Anyone entitled to attend the shareholders' meeting may be represented by another person through the use of a proxy. The proxy form available at the Company's registered office in Solomeo and on its website [www.brunellocucinelli.it](http://www.brunellocucinelli.it) may be used for this purpose.

The proxy may be sent to the Company by registered letter to the following address: Brunello Cucinelli S.p.A. – Legal and Corporate Affairs Department, Via Dell'Industria 5, 06073 Solomeo di Corciano (PG), Italy or by a notification sent to the following electronic mail address: [info.assemblea@brunellocucinelli.it](mailto:info.assemblea@brunellocucinelli.it). If the representative delivers or sends 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.

### **Designated representative**

A proxy containing voting instructions on all or some of the proposals on the agenda may be given, without any cost to 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 Legislative Decree no. 58/1998, provided it is received by that company by courier or registered letter with return receipt at the domicile elected for that purpose, Foro Buonaparte 10, 20121 Milan, Italy, by the end of the second open market day prior to the date set for the shareholders' meeting (namely 16th April 2013 or if the shareholders' meeting is held in second call 22nd April 2013). The proxy form may be found on the Company's website [www.brunellocucinelli.it](http://www.brunellocucinelli.it). The proxy is only effective for proposals for which voting instructions are given. The proxy and the voting instructions may always be revoked by the deadlines stated above (namely by 16th April 2013 or by 22nd April 2013).

### **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 paper available at the Company's registered office in Solomeo or on the Company's website at the address [www.brunellocucinelli.it](http://www.brunellocucinelli.it) may be used for this purpose. Ballot papers are provided on request to anyone entitled to attend the shareholders' meeting.

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

The completed and signed ballot paper must be sent in a closed envelope to the Company by the end of the day preceding the shareholders' meeting in first call (namely 17th April 2013) by registered letter with return receipt to the following address: Brunello Cucinelli S.p.A. - Legal and Corporate Affairs Department, Via Dell'Industria 5, 06073 Solomeo di Corciano (PG), Italy. Ballot papers arriving after the above 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 that is included in a registered letter with return receipt sent to the following address: Brunello Cucinelli S.p.A. - Legal and Corporate Affairs Department, Via Dell'Industria 5, 06073 Solomeo di Corciano (PG), Italy or by an explicit statement made by the person concerned at the meeting itself.

### **Additions to the agenda**

Pursuant to article 126-bis of Legislative Decree no. 58/1998, shareholders who, also jointly, represent at least one fortieth of share capital may, within ten days of the publication of this notice of a shareholders' meeting, ask for additional matters to be added to the agenda, including in their request the matters they are proposing. 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, Via Dell'Industria 5, 06073 Solomeo di Corciano (PG), Italy or by electronic mail to [info.assemblea@brunellocucinelli.it](mailto:info.assemblea@brunellocucinelli.it). The request must be accompanied by the information needed to identify the shareholders making the request and their total percentage shareholding, and a statement issued by the intermediaries pursuant to current legislation attesting the ownership of this holding. The shareholders requesting additions to be made to the agenda must prepare a report on the matters they are proposing for discussion. This report must be delivered to the management body by the final deadline for the filing of the request for additions to be made. In the 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 as this present notice at least fifteen days prior to the date set for the shareholders' meeting in first call (namely 3rd April 2013).



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Additions to the agenda may not be made for matters on which by law the shareholders' meeting adopts resolutions on proposals made by the directors or proposals made on the basis of a plan or report the directors have drawn up.

### **Right to raise questions**

Pursuant to article 127-ter of 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, Via Dell'Industria 5, 06073 Solomeo di Corciano (PG), Italy or by notification made to the following electronic mail address: [info.assemblea@brunellocucinelli.it](mailto:info.assemblea@brunellocucinelli.it). The persons concerned must provide information to enable them to be identified. 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.

To facilitate proceedings at the shareholders' meeting and the preparation of the meeting, questions should be lodged by the end of the second open market day prior to the date set for the shareholders' meeting in first call (namely 16th April 2013).

### **Documentation**

The documentation relating to matters on the agenda, including the Board of Directors' illustrative reports and the related proposed resolutions, will be made available to the public in accordance with the procedures and time limits laid down by law at the Company's registered office in Solomeo at Via Dell'Industria 5, 06073 Solomeo di Corciano (PG), Italy and at Borsa Italiana S.p.A., and on the Company's website [www.brunellocucinelli.it](http://www.brunellocucinelli.it). The annual financial report together with the other documents referred to in article 154-ter of the Consolidated Finance Law (TUF), the Remuneration Report and the Directors' Report on the matter to be discussed in the extraordinary part of the meeting will all be published at least 21 days prior to the shareholders' meeting.

Shareholders' are entitled to receive a copy.

The Company's registered office in Solomeo is open to the public for consultation and/or for handing in copies of the above-mentioned documentation between 8.00 a.m. and 5.30 p.m. on working days from Monday to Friday. This notice has also been published on the Company's website.

Solomeo, 15th March 2013

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