



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 ON THE PROPOSALS CONCERNING THE FIRST AND SECOND ITEMS ON THE AGENDA OF THE ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETING OF BRUNELLO CUCINELLI S.P.A. CONVENED, IN A SINGLE CALL, FOR 23RD APRIL 2026.

Item No. 1 on the agenda - *Financial statements of the Company as of December 31, 2025; reports of the Directors, of the Board of Statutory Auditors and the Auditing Firm. Presentation of the consolidated financial statements of the Brunello Cucinelli Group as of December 31, 2025, including the consolidated sustainability reporting as of December 31, 2025, pursuant to the Italian Legislative Decree No. 125/2024, implementing Directive (EU) 2022/2464 Corporate Sustainability Reporting Directive (CSRD). Resolutions pertaining thereto and resulting therefrom*

Item No. 2 on the agenda - *Proposal for the allocation of the results of the Fiscal Year. Resolutions pertaining thereto and resulting therefrom.*

(COURTESY TRANSLATION FOR THE CONVENIENCE OF INTERNATIONAL READERS)

Dear Shareholders,

We submit for your approval the Draft Financial Statements for the year ended on December 31st, 2025, approved by the Board of Directors on February 18th, 2026, available to anyone upon request at the registered office of Brunello Cucinelli S.p.A. (the "**Company**"), at the authorised "eMarket Storage" (www.emarketstorage.com) and on the website <http://investor.brunellocucinelli.com>. The Draft Financial Statements are commented on in the Board of Directors' Report on operations and are also accompanied by the other related documents made available to provide a broader representation of the performance of the Company and the Group.

Please be advised that all comments relating to the first item on the agenda are fully contained in the Annual Financial Report, including the Draft Financial Statements and the Consolidated Financial Statements as at December 31st, 2025, the Board of Directors' Report on operations, which includes the consolidated sustainability reporting as of December 31st, 2025, prepared pursuant to Legislative Decree 125/2024, implementing Directive (EU) 2022/2464 Corporate Sustainability Reporting Directive (CSRD) and the certification referred to Article 154-bis, paragraph 5, Legislative Decree no. 58/1998, as subsequently amended (the "**TUF**").

The Annual Financial Report will be filed and made available to the public at least 21 (twenty-one) days prior to the date of the Shareholders' Meeting in the manner required by law, together with the additional documentation required by the regulations in force.

The Report of the Board of Statutory Auditors and the Report of the Auditing Firm will be made available in the manner and within the terms required by law.

As to the proposed allocation of the result for the year, please note that the Draft Financial Statements approved by the Company's Board of Directors on February 18th, 2026, show a profit for the year of EUR 97,020,312, which we propose to allocate as follows:

- EUR 26,300,312 to be carried forward as retained earnings;
- EUR 70,720,000 to be assigned to the shareholders as a dividend of EUR 1.04 per each eligible ordinary share, setting May 18th, 2026, as the ex-dividend date and May 20th, 2026, as the date from which the dividend is payable (with the *Record Date* set at May 19th, 2026).

Proposed resolutions:

Dear Shareholders,

if you agree with our proposal, we invite you to adopt the following resolutions:

(COURTESY TRANSLATION FOR THE CONVENIENCE OF INTERNATIONAL READERS)

“The Ordinary Shareholders’ Meeting of Brunello Cucinelli S.p.A.,

resolves

1. *to approve the Draft Financial Statements of Brunello Cucinelli S.p.A. as at December 31st, 2025, and the accompanying reports;*
2. *to allocate the net profit for the year 2025, amounting to EUR 97,020,312, as follows:*
 - a) *allocation of EUR 26,300,312 to retained earnings;*
 - b) *allocation to the shareholders of a dividend, for the fiscal year 2025, equal to EUR 1.04 for each ordinary share, payable from May 20th, 2026, gross of taxes; the total disbursement will amount to EUR 70,720,000. This amount will come from the profit for the fiscal year 2025;*

and further resolves

- *to grant to the Chairman of the Board of Directors and to each of the Managing Directors, severally (with single signature) - also through special attorneys and/or legal representatives of the Company - a broad mandate to carry out all acts consequent and inherent to the implementation of these resolutions".*

Solomeo, February 18th, 2026

For the Board of Directors
The Chairman
Cav. Lav. Brunello Cucinelli