



# BRUNELLO CUCINELLI

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

**R.E.A. no. 165936**

## **NOTICE OF CALL OF ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETING**

Shareholders entitled to attend and exercise their voting rights are called to attend the ordinary and extraordinary Shareholders' Meeting of Brunello Cucinelli S.p.A. (the "**Company**") at the Cucinelli Theatre in Solomeo di Corciano (PG), Via Giovine Italia no. 2, in a single call, **on 23 April 2026 at 10:00 a.m.**, to discuss and deliberate on the following

### **Agenda:**

#### ***Ordinary part***

1. 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.
2. Proposal for the allocation of the results of the Fiscal Year. Resolutions pertaining thereto and resulting therefrom.
3. Resolution pursuant to Article 123-ter, paragraph 6, of Italian Legislative Decree No. 58 of 24 February 1998, on the second section of the Report on the policy regarding remuneration and fees paid pursuant to Article 123-ter of Italian Legislative Decree No. 58 of 24 February 1998.
4. Authorisation to purchase and dispose of treasury shares pursuant to Articles 2357 and 2357-ter of the Italian Civil Code, Article 132 of the Italian Legislative Decree No. 58 of 24 February 1998 and Article 144-bis of the Consob Regulation adopted by Resolution No. 11971 of 14 May 1999, subject to revocation, for the portion not implemented of the resolution of the authorisation approved by the Shareholders' Meeting on April 29, 2025. Resolutions pertaining thereto and resulting therefrom.
5. Appointment of the Board of Directors pursuant to Article 147-ter of Italian Legislative Decree No. 58 of 24 February 1998 and Articles 13 et seq. of the Company's Bylaws.
  - 5.1. Determination of the number of members of the Board of Directors;
  - 5.2. Determination of the term of the Board of Directors' office;
  - 5.3. Appointment of the members of the Board of Directors;
  - 5.4. Appointment of the Chairman of the Board of Directors;
  - 5.5. Determination of the remuneration of the members of the Board of Directors.

(COURTESY TRANSLATION FOR THE CONVENIENCE OF INTERNATIONAL READERS)

6. Appointment of the Board of Statutory Auditors pursuant to Article 148 of Italian Legislative Decree No. 58 of 24 February 1998, Article 144-quinquies et seq. of the Consob Regulation adopted by Resolution No. 11971 of 14 May 1999 and Article 20 et seq. of the Company's Bylaws.
- 6.1. Appointment of three Statutory Auditors and two Alternate Auditors;
- 6.2. Appointment of the President of the Board of Statutory Auditors;
- 6.3. Determination of the remuneration of the members of the Statutory Auditors.

### ***Extraordinary part***

Proposal to increase the share capital free of charge, pursuant to Article 2442 of the Italian Civil Code, up to a total amount of Euro 200,000,000 through the transfer to share capital of Euro 186,400,000 taken from reserves recorded in the financial statements, allocation to the legal reserve in accordance with the law and consequent amendment of Article 6.1 of the Company's Bylaws. Resolutions pertaining thereto and resulting therefrom.

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

As of the date of publication of this notice of call, pursuant to Article 6 of the Company's Bylaws ("**Bylaws**"), the subscribed and paid-up share capital of Brunello Cucinelli S.p.A. is €13,600,000, divided into 68,000,000 ordinary shares with no par value.

Notwithstanding the general rule that each share entitles the holder to one vote, pursuant to Article 6.5 of the Bylaws, in accordance with Article 127-quinquies of Italian Legislative Decree 58/1998 of February 24, 1998 (the "**Consolidated Law on Finance**" or "**TUF**"), each share entitles the holder to a double vote (and therefore two votes per share) if both of the following conditions are met:

(a) the share has belonged to the same subject, by virtue of a real right entitling the holder to exercise voting rights (full ownership with voting rights or bare ownership with voting rights or usufruct with voting rights) for a continuous period of at least twenty-four months (the "**Period**"); (b) the recurrence of the condition under (a) is certified by continuous registration for the Period in the special list specifically kept by the Company (the "**Special List**"). The communication prepared pursuant to Article 143-querter, paragraph 5, of the regulation adopted by Consob Resolution No. 11971 of 14 May 1999, as subsequently amended and supplemented (the "**Issuers' Regulation**") is available on the Company's website at <https://investor.brunellocucinelli.com/en/services/archive/governance/increased-voting-right>.

As of today, the number of shares entitled to the increased voting rights amounts to 36,870,583, corresponding to 73,741,166 voting rights; the total number of voting rights therefore amounts to 104,870,583.

As of today, the Company does not own any treasury shares.

### **Attendance at the Shareholders' Meeting**

Pursuant to Article 10 of the Bylaws and in accordance with the provisions of current legislation, those entitled to vote may attend the Shareholders' Meeting.

The right to attend the Shareholders' Meeting and exercise voting rights is certified by a communication to the Company, in favor of the person entitled to vote, made by the intermediary on the basis of evidence relating to the end of the accounting day of the seventh trading day (*the "Record Date"*) prior to the date set for the Shareholders' Meeting in single call (namely, **14 April 2026**). Credit and debit entries recorded on accounts after the *Record Date* are not taken into account for the purposes of entitlement to attend and exercise voting rights at the Shareholders' Meeting. The above-mentioned communication from the intermediary must be received by the Company by the end of the third trading day preceding the date set for the Shareholders' Meeting in single call (namely, by **20 April 2026**). However, the right to attend and vote remains valid if the communications are received by the Company after the above-mentioned deadlines, provided that they arrive earlier than the scheduled time of the Meeting.

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

### **Representation at the Meeting**

Those entitled to attend the Shareholders' Meeting may be represented by proxy by another person. For this purpose, the proxy form available at the Company's registered office and on the Company's website at <http://investor.brunellocucinelli.com>, under the section 'Corporate Governance/Shareholders' Meeting/2026/Notifications and Forms', may be used.

The proxy form may be sent by registered letter with recorded delivery to the following address: Brunello Cucinelli S.p.A. – Legal and Corporate Affairs Department, Viale Parco dell'Industria n. 5, 06073 Solomeo di

Corciano, Perugia (PG), Italy or by certified email to the following address: [brunellocucinelli.spa@legalmail.it](mailto:brunellocucinelli.spa@legalmail.it). If the representative delivers or sends a copy of the proxy to the Company, they must certify under their own responsibility that the proxy is a true copy of the original and that it accurately reflects the identity of the person granting the proxy.

#### **Participation in the Meeting by voting by proxy to the appointed representative**

The proxy may be granted, at no cost to the delegating party (except for any shipping costs), with voting instructions on all or some of the items on the agenda, to Società per Amministrazioni Fiduciarie "SPAFID" S.p.A. ("**Spafid**" or the "**Appointed Representative**"), with registered office in Milan.

The proxy to the Appointed Representative must be granted using the specific proxy form available, with the relevant instructions for completion and transmission, on the Company's website (at <http://investor.brunellocucinelli.com>, section "Corporate Governance/Shareholders' Meeting/2026/Notifications and Forms") and must be received by Spafid together with a copy of a valid identity document of the Delegating Party or, if the Delegating Party is a legal entity, of the *pro tempore* legal representative or other legally authorized person, together with appropriate documentation detailing his/her title and powers by the end, by the end of the second trading day prior to the date of the Shareholders' Meeting (i.e. by 11:59 p.m. on **21 April 2026**), in one of the following alternative ways: (i) by sending a scanned copy (PDF) to the certified email address [corporateactions@pec.spafid.it](mailto:corporateactions@pec.spafid.it) (RE: "Proxy for Brunello Cucinelli 2026 Shareholders' Meeting ") from their certified email address (or, failing that, from their ordinary email address, in this case proxies with voting instructions must be signed with a qualified electronic or digital signature); (ii) sending the original by courier or registered mail with recorded delivery to Spafid S.p.A., Foro Buonaparte 10, 20121 Milan (RE: "Proxy for Brunello Cucinelli 2026 Shareholders' Meeting ' Meeting Proxy") with a copy reproduced electronically (PDF) sent in advance by ordinary email to [corporateactions@pec.spafid.it](mailto:corporateactions@pec.spafid.it) (RE: "Proxy for Brunello Cucinelli 2026 Shareholders' Meeting").

Within the same deadline (i.e. by **21 April 2026**) and using the same methods, the proxy and voting instructions may be revoked. The proxy shall have no effect with regard to proposals for which no voting instructions have been given.

For any clarification regarding the granting of proxy to the Appointed Representative (and, in particular, regarding the completion of the proxy form and voting instructions and their transmission), please contact Spafid by email at [confidential@spafid.it](mailto:confidential@spafid.it) or by telephone on +39 02 80687430 (during office business hours: from 9 a.m. to 1 p.m. and from 2 p.m. to 6 p.m.).

#### **Exercising voting rights by correspondence**

In accordance with Article 11.2 of the Bylaws, voting rights may be exercised by correspondence. To this end, the voting form available at the Company's registered office and on the Company's website at <http://investor.brunellocucinelli.com>, under the section 'Corporate Governance/Shareholders' Meeting/2026/Notifications and Forms', may be used.

Voting by correspondence is exercised directly by the holder and is expressed separately for each of the proposed resolutions.

The completed and signed ballot papers must be sent in a sealed envelope to the Company by the day before the Shareholders' Meeting in single call (i.e. by **22 April 2026**) by registered letter with recorded delivery to the following address: Brunello Cucinelli S.p.A. - Legal and Corporate Affairs Department, Viale Parco dell'Industria n. 5, 06073 Solomeo di Corciano, Perugia (PG), Italy or by certified email to the following address: [brunellocucinelli.spa@legalmail.it](mailto:brunellocucinelli.spa@legalmail.it). The ballot paper shall be sent along with a copy of the certification issued by the authorized intermediary for the participation in the Shareholders' Meeting attesting the participation (please refer to the "Attendance at the Shareholders' Meeting" section above). Ballot papers received after the aforementioned deadline, or without a signature, or not accompanied by a copy of the notice of participation in the meeting issued by the intermediary, will not be taken into consideration for the purposes of constituting the meeting or for voting.

Votes may be revoked by means of a written statement sent to the Company at least one day prior to the Shareholders' Meeting in single call by post (by registered mail with recorded delivery) to the following address: Brunello Cucinelli S.p.A. - Legal and Corporate Affairs Department, Viale Parco dell'Industria n. 5, 06073 Solomeo di Corciano, Perugia (PG), Italy or by certified email to: [brunellocucinelli.spa@legalmail.it](mailto:brunellocucinelli.spa@legalmail.it) or by means of an express declaration made by the interested party during the Shareholders' Meeting itself.

#### **Additions to the agenda and submission of new proposals for resolutions**

Pursuant to Article 126-bis of the Italian Consolidated Law on Finance, shareholders who, individually or jointly, represent at least one-fortieth of the share capital may request, within ten days of the publication of this notice of call of the Meeting (i.e. by **23 March 2026**), the addition of items to the agenda or submit proposals for resolutions on items already on the agenda, indicating in their request the additional items they propose. Requests must be submitted in writing by registered letter with recorded delivery to the following address: Brunello Cucinelli S.p.A. - Legal and Corporate Affairs Department, Viale Parco dell'Industria n. 5, 06073 Solomeo di Corciano, Perugia (PG), Italy or by certified email to [brunellocucinelli.spa@legalmail.it](mailto:brunellocucinelli.spa@legalmail.it). The request must be accompanied by information identifying the submitting Shareholders and the total percentage of shares held, as well as the communication issued in accordance with current regulations by intermediaries certifying ownership of the aforementioned share. Shareholders requesting additions to the agenda or proposing further resolutions on items already on the agenda shall prepare a specific report. This report shall be delivered to the administrative body by the deadline for submitting requests for additions (i.e. by **23 March 2026**). Additions to the agenda or the submission of further proposals for resolutions on items already on the agenda shall be announced in the same manner as this notice of call at least fifteen days before the date set for the Shareholders' Meeting in single call (i.e. by **8 April 2026**).

Additions to the agenda are not permitted for items on which the Shareholders' Meeting resolves, in accordance with the law, on the proposal of the Directors or on the basis of a draft or report prepared by them.

#### **Right to raise questions on items on the agenda**

Pursuant to Article 127-ter of the Consolidated Law on Finance, Shareholders may raise questions on the items on the agenda even before the Shareholders' Meeting by sending them by registered letter with recorded delivery to the following address: Brunello Cucinelli S.p.A. - Legal and Corporate Affairs Department, Viale Parco dell'Industria n. 5, 06073, Solomeo di Corciano, Perugia (PG), Italy or by email to: [brunellocucinelli.spa@legalmail.it](mailto:brunellocucinelli.spa@legalmail.it). The request must be accompanied by information identifying the submitting shareholders and by communication issued in accordance with current regulations by intermediaries certifying their status as shareholders.

Questions received before the Meeting will be answered at the latest during the Meeting itself.

Questions must be submitted by **20 April 2026**. Only questions received by that date, strictly relevant to the items on the agenda and submitted by those who are entitled to vote on 14 April 2026 (*Record Date*) will be considered.

#### **Section two of the remuneration policy and fees paid**

Pursuant to Article 123-ter, paragraph 6, of the Consolidated Law on Finance, the Shareholders' Meeting is called upon to vote in favor of or against the second section of the report on the Company's remuneration policy and compensation paid for the 2025 financial year (the "**Report**"). The resolution is not binding.

The first section of the Report, containing the remuneration policy approved by binding resolution of the Shareholders' Meeting on April 29, 2025, has not been amended and continues to be applied. Therefore, this section is not subject to a binding vote by the Shareholders' Meeting convened for 23 April 2026.

#### **Appointment of the Board of Directors**

With regard to the renewal of the administrative body referred to in item 5 of the ordinary part of the agenda, the appointment of Directors, pursuant to Article 14 of the Bylaws, will be made on the basis of lists of candidates. Only shareholders who, at the time of submission of the list, either individually or jointly, hold at least 1% of the share capital consisting of ordinary shares, are eligible to submit the above lists. In light of Article 144-undecies.1 of the Issuers' Regulations and in accordance with Article 14.1 of the Bylaws, lists with no more than 15 (fifteen) candidates will be accepted. The lists, signed by the Shareholders submitting them, must be filed at the Company's registered office no later than the twenty-fifth day prior to the date of the Shareholders' Meeting in single call (i.e. by **29 March 2026**), using one of the methods indicated below:

- hand delivery to the Company's registered office, Monday to Friday from 8:00 a.m. to 5:30 p.m.;
- by registered letter with recorded delivery to the Company's registered office;
- by certified email to [brunellocucinelli.spa@legalmail.it](mailto:brunellocucinelli.spa@legalmail.it).

It is understood that (i) each Shareholder, (ii) Shareholders belonging to the same group and (iii) Shareholders who are party to a shareholders' agreement concerning the Company's shares may not submit or vote for more than one list, even if through a proxy or trust company; furthermore, each candidate may only be included in one list, under penalty of ineligibility, and candidates who do not comply with the limits on the number of positions that may be held, as established by law and the relevant implementing provisions in force, may not be included in the lists. Each list must contain the candidacy of the minimum number of persons meeting the independence requirements as established by applicable laws and regulations. The lists must be drawn up in

compliance with the *pro tempore* regulations in force concerning gender balance. Upon submission, the lists must be accompanied by the following documentation:

- (i) acceptance of the candidacy by the individual candidates;
- (ii) statements by the individual candidates certifying, under their own responsibility, that there are no grounds for ineligibility and/or incompatibility, and that they meet the requirements laid down by the relevant laws and regulations, including those relating to integrity and, where applicable, independence;
- (iii) the *curriculum vitae* of each candidate, indicating their personal and professional characteristics, as well as any administrative and control positions held in other companies and their eligibility to qualify as independent, in accordance with the criteria imposed by law or adopted by the Company;
- (iv) the specific certification issued by an intermediary authorised by law proving ownership of the number of shares required to submit the lists with reference to the date on which the lists are filed. This certification may also be produced after the filing, provided that it is within the deadline set for the publication of the lists by the Company (**2 April 2026**).

Further information regarding the election of members of the Board of Directors is contained in the Bylaws and in the Report on the items on the agenda, prepared in accordance with Article 125-ter of the Consolidated Law on Finance (to which reference should be made), which is made available to the public today at the Company's registered office and on the Company's website at: <http://investor.brunellocucinelli.com/it>, section "Corporate Governance/Shareholders' Meeting/2026/Meeting Documents".

#### **Appointment of the Board of Statutory Auditors**

With reference to the renewal of the control body referred to in item 6 of the ordinary part of the agenda, the appointment of Statutory Auditors (statutory and alternate), pursuant to Article 21 of the Bylaws, will be made on the basis of lists of candidates. Only shareholders who, at the time of submission of the list, either individually or jointly, hold at least 1% of the share capital consisting of ordinary shares, are eligible to submit the above lists. The lists must consist of two sections: one for the appointment of statutory auditors and the other for the appointment of alternate auditors. The first candidate in each section must be selected amongst certified public auditors registered into the relevant register and meeting the requirements of the applicable legislation. The lists, signed by the shareholders submitting them, must be filed at the Company's registered office no later than the twenty-fifth day prior to the date of the Shareholders' Meeting in single call (i.e. by **29 March 2026**), using one of the methods indicated below:

- hand delivery to the Company's registered office, Monday to Friday from 8:00 a.m. to 5:30 p.m.;
- by registered letter with recorded delivery to the Company's registered office;
- by certified email to [brunellocucinelli.spa@legalmail.it](mailto:brunellocucinelli.spa@legalmail.it).

It is understood that (i) each Shareholder, (ii) Shareholders belonging to the same group and (iii) Shareholders who are party to a shareholders' agreement concerning the Company's shares may not submit or vote for more than one list, even if through a proxy or trust company; furthermore, each candidate may only appear on one list, under penalty of ineligibility, and candidates who do not comply with the limits on the number of positions that may be held, as established by law and the relevant implementing provisions in force, may not be included on the lists. It should also be noted that the Bylaws stipulate that the composition of the control body must, in any case, ensure gender balance in accordance with the regulations in force at the time.

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

- (i) information on the identity of the Shareholders who submitted them, indicating the total percentage of shares held and certification issued by an authorised intermediary in accordance with the law proving ownership of the number of shares required for the submission of the lists with reference to the date on which the lists are filed. This certification may also be produced after filing, provided that it is done within the deadline set for the publication of the lists by the Company (i.e. **2 April 2026**);
- (ii) a statement in which the individual candidates accept their candidacy and certify, under their own responsibility, that there are no grounds for incompatibility and that they meet the requirements prescribed by current legislation for the position;
- (iii) the *curriculum vitae* containing the personal and professional characteristics of each candidate, including the positions held in the administrative and control bodies of other companies;
- (iv) the declaration by Shareholders other than those who hold, even jointly, a controlling or relative majority interest, certifying the absence of any relationship with the latter, pursuant to Article 144-quinquies of the Issuers' Regulations (i.e. in the case of the submission of minority lists). If, by the above deadline (i.e. **29 March 2026**), only one list or only related lists are submitted, in accordance with Article 144-sexies, paragraph 5, of the Issuers' Regulations, additional lists may be submitted

until the third day following that date (i.e. until **1 April 2026**), and, in this case, the share capital threshold required for the submission of lists will be reduced by half (i.e. to 0.5%).

Further information regarding the election of the members of the Board of Statutory Auditors is contained in the Bylaws and in the Report on the items on the agenda, prepared in accordance with Article 125-ter of the Consolidated Law on Finance (to which reference should be made), which is made available to the public today at the Company's registered office and on the Company's website at: <http://investor.brunellocucinelli.com/it>, section "Corporate Governance/Shareholders' Meeting/2026/Meeting Documents".

### **Documentation**

The documentation relating to the items on the agenda, including the explanatory reports of the Board of Directors and related proposals for resolution, will be made available to the public in accordance with the terms and conditions of the law, at the registered office in Viale Parco dell'Industria n. 5, 06073 Solomeo di Corciano, Perugia (PG), Italy as well as on the Company's website at: <http://investor.brunellocucinelli.com>, section "Corporate governance/Shareholders' meeting/2026/Shareholders' meeting documents" and at the authorised storage mechanism "eMarket Storage" ([www.emarketstorage.com](http://www.emarketstorage.com)).

In particular, the 2025 Financial Statement, including the other documents referred to in Articles *154-ter* and *123-bis* of the Consolidated Law on Finance, as well as the management report and the consolidated financial statements, the integrated consolidated sustainability reporting and the Report on the policy regarding remuneration and fees paid will be published by **1 April 2026**. Shareholders are entitled to obtain a copy.

The offices of the Company's registered office are open to the public for consultation and/or delivery of copies of the above-mentioned documentation on weekdays from Monday to Friday from 8:00 a.m. to 5:30 p.m. This notice is published on the Company's website at: <http://investor.brunellocucinelli.com>, in the section "Corporate Governance/Shareholders' Meeting/2026/Notifications and Forms" at the authorised storage mechanism "eMarket STORAGE" ([www.emarketstorage.com](http://www.emarketstorage.com)) and, as an abstract, in the newspapers "Il Sole 24 Ore" and "MF-Milano Finanza".

Solomeo, 13 March 2026

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