

## TOD'S S.p.A.

SHARE CAPITAL EURO 66,187,078 FULLY PAID IN  
REGISTERED OFFICE IN SANT'ELPIDIO A MARE (FM) – VIA FILIPPO DELLA VALLE N. 1  
TAXPAYER IDENTIFICATION NUMBER AND FERMO COMPANIES REGISTER NUMBER 01113570442

### NOTICE OF CALL ORDINARY SHAREHOLDERS' MEETING

The Shareholders are called to the Ordinary Shareholders' Meeting called at the head office of the Company in Sant'Elpidio a Mare (FM), Via Filippo Della Valle n. 1, on its first call on **April 19<sup>th</sup>, 2018** at 11:00 a.m. and, if necessary, on second call, on April 26<sup>th</sup>, 2018, at the same place and time, to resolve on the following

#### AGENDA

1. *Statutory Financial Statements at December 31<sup>st</sup>, 2017; Report of the Board of Directors on Operations; Report of the Board of Statutory Auditors and Report of the Independent Auditors; allocation of profits; related and consequent resolutions.*
2. *Authorisation for acquisition and disposal of treasury shares pursuant to Articles 2357 and ff. of Italian Civil Code, as well as Article 132 of Legislative Decree 58 of February 24<sup>th</sup>, 1998, following revocation of the resolution approved by the Shareholders' Meeting on April 21<sup>st</sup>, 2017 for what has not been used; related and consequent resolutions.*
3. *Remuneration Report pursuant to Article 123-ter of Legislative Decree 58 of February 24<sup>th</sup>, 1998; related and consequent resolutions.*
4. *Renewal of the Board of Directors for the period 2018-2020 upon determination of the number of members; determination of the remuneration; authorization pursuant to Article 2390 of the Italian Civil Code; related and consequent resolutions.*

#### ENTITLEMENT TO ATTEND, AND VOTE AT, THE SHAREHOLDERS' MEETING

Pursuant to Article 83-sexies of Legislative Decree no. 58/1998 and related implementing provisions, the persons who will be entitled to attend, and vote at, the Shareholders' Meeting will be those for whom the authorized intermediaries have given - within the time limits prescribed by law and regulations – the required notice to the Company, in accordance with their own accounting records, attesting to the entitlement to the right at the end of the day falling on **10 April 2018**, i.e. the **record date** corresponding to the seventh trading day before the date set for the Shareholders' Meeting to be held on first call. Under the current regulations, those who become shareholders only after said date will not be entitled to attend and vote at the Shareholders' Meeting. The intermediary's notice shall be received by the Company by the end of the third trading day before the date set for the Shareholders' Meeting to be held on first call (i.e. by 16 April 2018); however, if the notices are received by the Company after said deadline, shareholders will still be entitled to attend and vote at the Shareholders' Meeting provided that said notices are given prior to the beginning of the proceedings of each individual session of the Shareholders' Meeting.

It should be pointed out that the notice to the Company is given by the intermediary at the request of the person entitled to the right. Those who are entitled to voting rights are required

to give instructions to the intermediary who keeps the related accounts, so that the intermediary may give the aforesaid notice to the Company.

### **QUESTIONS ON THE ISSUES ON THE AGENDA**

Pursuant to Article 127-*ter* of Legislative Decree no. 58/1998, the persons entitled to voting rights may ask questions on the issues on the agenda even before the Shareholders' Meeting takes place, by sending them by registered letter with return receipt to the Company's registered office (for the attention of the Chairman of the Board of Directors), or even by certified email, forwarding them to the following certified email address: [segreteria.azionisti@pec.todsgroup.com](mailto:segreteria.azionisti@pec.todsgroup.com).. The entitlement to exercise voting rights is proved by sending the Company such appropriate documentation as is issued by the authorised intermediaries in accordance with their own accounting records.

The questions posed before the Shareholders' Meeting shall be received by the Company by no later than 16 April 2018. The questions that are duly received before the Shareholders' Meeting will be given a reply at the latest during the meeting. The Company may give a single reply to the questions relating to the same matter. The reply in hard copy that is made available to each of those who are entitled to voting rights at the beginning of the proceedings shall be deemed to have been provided during the Shareholders' Meeting.

### **ADDITIONS TO THE AGENDA OF THE SHAREHOLDERS' MEETING AND PROPOSED RESOLUTIONS ON THE ISSUES ON THE AGENDA OF THE SHAREHOLDERS' MEETING**

It should be pointed out that, pursuant to Article 126-*bis* of Legislative Decree no. 58/1998, the Shareholders who represent, even collectively, at least one fortieth of the share capital may ask, within ten days from the publication of the notice of call for the Shareholders' Meeting, to add items to the list of issues to be discussed, specifying, in their request, the additional issues that they propose to consider, or may submit proposed resolutions on those issues that are already on the agenda. It is not permitted to make additions to the agenda in relation to the issues on which resolutions are passed by the Shareholders' Meeting, in accordance with the law, at the proposal of the Board of Directors or on the basis of a project or a report, other than that referred to in Article 125-*ter*, paragraph 1, of Legislative Decree no. 58/1998, prepared by the Board.

The requests, together with the documentation attesting to the ownership of the shareholding, shall be submitted in writing, by registered letter with return receipt to be sent to the Company's registered office (for the attention of the Chairman of the Board of Directors), or even by certified email, forwarding them to the following certified email address: [segreteria.azionisti@pec.todsgroup.com](mailto:segreteria.azionisti@pec.todsgroup.com).. The Shareholders who ask to add items to the agenda must prepare a report stating the reasons for the proposed resolutions on the new issues that they propose to consider or the reasons for any additional proposed resolutions submitted for those issues that are already on the agenda; this report must be forwarded to the Board of Directors, according to the abovementioned procedures and by the deadline set for the submission of requests for additions to the agenda.

Any possible additions to the agenda or the submission of additional proposed resolutions on those issues that are already on the agenda will be notified according to the same procedures as those adopted for the publication of this notice, at least fifteen days before the date set for the Shareholders' Meeting (by 4 April 2018); at the same time, any additional proposed resolutions submitted by the Shareholders and the reports prepared by them, together with any possible evaluations made by the Board of Directors, shall be made available to the public

at the Company's registered office and in the Company's website ([www.todsgroup.com](http://www.todsgroup.com)), as well as in the authorised storage system 1Info ([www.1info.it](http://www.1info.it)).

You are informed that any person who is entitled to voting rights may also submit proposed resolutions at the Shareholders' Meeting individually.

#### **RENEWAL OF THE BOARD OF DIRECTORS**

With reference to point 4 on the agenda, as pursuant to Article 17 of the Company's bylaws please note that the appointment of the members of the Board of Directors will be made on the basis of lists of candidates submitted at the registered office of the Company at least twenty five days before the date set for the Shareholders' Meeting; it is noted that, since March 25<sup>th</sup> 2018 is public holiday, the deadline for submitting the lists is extended to the first following working day, that is **March 26<sup>th</sup>, 2018**.

Lists can be submitted also by certified e-mail sent to the following certified electronic mail address: [segreteria.azionisti@pec.todsgroup.com](mailto:segreteria.azionisti@pec.todsgroup.com).

Pursuant to Article 17 of the Company's bylaws Shareholders representing at least **1%** of the ordinary share capital may submit a list containing a number of candidates up to a maximum of fifteen, listed in numerical sequence; at least two candidates, indicated at least at the second and seventh position of each list, must be in possession of the independence requirements pursuant to the law.

Please note that Article 17 of the Company's bylaws, in implementation of Law July 12<sup>th</sup>, 2011, n. 120 provides that the composition of the Board of Directors shall in any case ensure gender balance in accordance with the rules and regulations in force at the time.

Therefore, since this is the second term following August 12<sup>th</sup>, 2012, each list containing a number of candidates equal to or greater than three should be composed in such a way to ensure to the less represented gender - typically female - a quota of at least one third of the appointed Directors. Where application of the criterion of apportionment between genders does not result in a whole number of members of the Board of Directors belonging to the less represented gender, this number is rounded up to the next higher.

The following documents as required by the Laws and by Article 17 of the Company's bylaws, must be filed together with each list: (i) information related to the identity of the Shareholders who submitted the list and the total percentage of shares they hold; (ii) the relevant documentation issued by a qualified intermediary proving ownership of the number of shares required to submit the list with reference to the day when the lists are filed (iii) a *curriculum vitae* with personal and professional qualifications of each candidate, and (iv) the declarations in which each candidate accepts the nomination and certifies, under his own responsibility and penalty of exclusion from the list, the absence of reasons for ineligibility and that the existence of the requirements established by law and the Company's bylaws for the office of Director, as well as (if applicable) the possession of the independence requirements established by law for Auditors and the possibility to qualify as independent in accordance with the Corporate Governance Code for Listed Companies.

It is reminded that, pursuant to Article 17 of the Company's bylaws, each candidate may be included in one list only, under penalty of ineligibility, and that candidates who do not meet the requirements established by law, the Company's bylaws or other provisions on eligibility, cannot be included in any lists (without prejudice to any other cause of ineligibility or forfeiture).

The appropriate documentation of an intermediary proving ownership of the number of shares required to submit lists can also be produced after the deposit, but at least twenty-one days before the date of the Meeting (29 March 2018).

Please note that lists that do not fulfil the above provisions will be considered as not submitted.

Reference is also made to Communication no. DEM/9017893 issued by Consob (the Italian Securities and Exchange Commission) on 26 February 2009, in which the Supervisory Authority recommended that Shareholders who submit a “minority list” file, together with the list, a specific declaration attesting the absence of links (even indirect links), as referred to in article 147-ter, paragraph 3, of the T.U.F. and article 144-quinquies of Regulations adopted with Consob resolution n. 11971/99 (“**Issuer Regulations**”) with Shareholders who, even jointly, hold a controlling or relative majority shareholding, as well as the absence of significant relationships indicated in the aforementioned Communication, or that specifies, where existing, the significant relationships indicated in the abovementioned Communication and the reasons why they’ve been considered not significant for the presence of any relationships.

Additional information relating to the appointment of the Directors are included in the Report on the matters on the agenda prepared pursuant to Article 125-ter of Legislative Decree 58/98, to which reference is made, which is made available to the public today at the registered office, on the Company's website at [www.todsgroup.com](http://www.todsgroup.com) and on the authorized storage device 1Info at [www.1info.it](http://www.1info.it).

We recommend to Shareholders who wish to submit a list to prepare and submit, together with the list, a proposal for a shareholders' resolution on item 4 on the agenda (regarding the number of Board members and, possibly, to their remuneration).

#### **EXERCISE OF VOTING RIGHTS BY PROXY**

Pursuant to Article 13 of the Company's current Articles of Association and in accordance with the applicable regulations, the persons entitled to voting rights may grant a proxy for representation at the Shareholders' Meeting even electronically, in compliance with the legislation - including regulatory provisions - in force. The form to be used to appoint a proxy to attend the Shareholders' Meeting can be found in the Company' website at [www.todsgroup.com](http://www.todsgroup.com) (in the section on “*Corporate Governance/Shareholders' Meeting/Documents for the Shareholders' Meeting (April 19<sup>th</sup>, 2018)*”). The proxies may be notified to the Company by registered letter with return receipt to be sent to the Company's registered office (for the attention of the Shareholders' Secretary's Office), or even by certified email, forwarding them to the following certified email address: [segreteria.azionisti@pec.todsgroup.com](mailto:segreteria.azionisti@pec.todsgroup.com).

It should be pointed out that, pursuant to Article 13 of the Company's Articles of Association, the Company does not appoint representatives to whom the persons entitled to voting rights may grant a proxy with voting instructions.

#### **INFORMATION ON THE SHARE CAPITAL**

Pursuant to Article 125-*quater*, paragraph 1, letter *c*), of Legislative Decree no. 58/1998, it is informed that, as of today, the share capital (fully subscribed and paid up) of Tod's S.p.A. is equal to Euro 66,187,078 (sixty-six million, one hundred and eighty-seven thousand, seventy eight) and is divided into 33,093,539 (thirty-three million, ninety-three thousand, five hundred and thirty nine) ordinary shares, with a par value of Euro 2 (two) each; there are no classes of shares other than ordinary shares; each ordinary share will entitle to one vote at the Shareholders' Meeting (since there are no shares, as of today, that have vested or that will vest on the abovementioned record date, the benefit of the increase in voting rights pursuant to Article 127-*quinquies* of TUF and Article 7 of Company's Articles of Association).

As of today the Company does not hold own shares.

## **INFORMATION DOCUMENT**

The Report on the items on the agenda prepared pursuant to Article 125-*ter* of Legislative Decree no. 58/1998 (including the proposed resolutions on the items on the agenda of the ordinary and the extraordinary meeting) is made available to the public as of today's date at the Company's registered office, in the Company's website ([www.todsgroup.com](http://www.todsgroup.com)) and in the authorised storage device 1info ([www.1info.it](http://www.1info.it)).

It is specified that the Annual Financial Report (including, among other things, the Financial Statements at 31.12.2017, the Directors' Report on Operations, the proposed resolution on the first item of the agenda, as well as the non-financial statement pursuant to Legislative Decree no. 254/16), the Board of Statutory Auditors' and the Independent Auditors' Reports, the Report on Corporate Governance and Ownership Structures, the Remuneration Report prepared pursuant to Article 123-*ter* of Legislative Decree no. 58/1998 shall be made available to the public at least twenty-one days before the date of the Shareholders' Meeting (by 29 March 2018) at the Company's registered office, in the Company's website ([www.todsgroup.com](http://www.todsgroup.com)) and in the authorised storage device1info ([www.1info.it](http://www.1info.it)).

Any additional document required by the legislation, including regulatory provisions, in force, as well as the minutes of the shareholders' meeting, shall be published according to the procedures and within the time limits prescribed by law and regulations.

The Shareholders are entitled to obtain copies of the filed documentation.

The Shareholders are kindly invited to arrive well in advance of the time set for the Shareholders' Meeting, in order to facilitate the registration procedures.

Sant'Elpidio a Mare, March 7 2018

For the Board of Directors  
The Chairman  
Diego Della Valle

# **TOD'S S.p.A.**

SHARE CAPITAL: EURO 66,187,078 FULLY PAID-UP

REGISTERED OFFICE: SANT'ELPIDIO A MARE (FM) – VIA FILIPPO DELLA VALLE NO. 1

TAX CODE AND FERMO REGISTER OF COMPANIES NO. 01113570442

## **DIRECTORS' REPORT OF TOD'S S.p.A.**

### **ON THE ITEMS ON THE AGENDA OF THE SHAREHOLDERS' MEETING**

### **PURSUANT TO ARTICLE 125-TER OF LEGISLATIVE DECREE NO. 58**

**OF 24 FEBRUARY 1998**

*Shareholders,*

*In compliance with Article 125-ter of Legislative Decree no. 58 of February 24, 1998 (the “Consolidated Finance Law” or “T.U.F.”), as amended and integrated, and Articles 73 and 84-ter of Consob Resolution no. 11971/99 (the “**Issuers Regulation**”), as amended and integrated, also in accordance with Annex 3A of the Issuers Regulation, the Board of Directors of Tod's S.p.A. (hereinafter, the “Company” or the “Issuer”) submits to you the report illustrating the matters on the agenda of the Shareholders’ Meeting convened at the registered office of the company in Sant’Elpidio a Mare (FM), Via Filippo Della Valle n. 1, on its first call for April 19, 2018 at 11:00 a.m. and, as necessary, on the second call, on April 26, 2018, at the same place and time.*

*The agenda of the aforementioned Shareholders’ Meeting is as follows:*

- 1. Statutory Financial Statements at December 31, 2017; Report of the Board of Directors on Operations; Report of the Board of Statutory Auditors and Report of the Independent Auditors; allocation of profits; related and consequent resolutions.*
- 2. Authorisation for acquisition and disposal of treasury shares pursuant to Sections 2357 et seq. Italian Civil Code, and Article 132 of Legislative Decree 58 of February 24, 1998, following revocation of the resolution approved by the Shareholders’ Meeting on April 21, 2017 for what*

*has not been used; related and consequent resolutions.*

3. *Remuneration Report pursuant to Article 123-ter of Legislative Decree 58 of February 24, 1998; related and consequent resolutions.*
4. *Renewal of the Board of Directors for the period 2018-2020 upon determination of the number of members; determination of the remuneration; authorization pursuant to Article 2390 of the Italian Civil Code; related and consequent resolutions.*

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**1    *Statutory Financial Statements at December 31, 2017; Report of the Board of Directors on Operations; Report of the Board of Statutory Auditors and Report of the Independent Auditors; allocation of profits; related and consequent resolutions.***

*Shareholders,*

*all comments regarding the first item on the agenda, including the relevant motion for resolution, are illustrated in detail in the Annual Financial Report, including the Statutory Financial Statements and the Consolidated Financial Statements at December 31, 2017, the Report of the Board of Directors on Operations, and the certification pursuant to Article 154-bis, paragraph 5, of Legislative Decree 58/98 (“T.U.F.”), and the non-financial statement pursuant to Legislative Decree no. 254/16, which will be filed and made available to the public at least twenty-one days before the Shareholder’s meeting on its first call and so by March 29, 2018 at the registered office of the Company, on the Company’s website at [www.todsgroup.com](http://www.todsgroup.com) and in the authorised storage device 1info at [www.1info.it](http://www.1info.it), together with the additional documentation required by applicable laws and regulations; the Report of the Board of Statutory Auditors and the Report of Independent Auditors will be made available to the public within the same term and by the same modalities provided by law.*

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**2. Authorisation for acquisition and disposal of treasury shares pursuant to Sections 2357 et seq. Italian Civil Code, and Article 132 of Legislative Decree 58 of February 24, 1998, following revocation of the resolution approved by the Shareholders' Meeting on April 21, 2017 for what has not been used; related and consequent resolutions.**

To the Shareholders,

with the resolution passed on 21 April 2017, you authorised the purchase of ordinary treasury shares corresponding to an amount not exceeding one tenth of the Share Capital, and namely, up to a maximum of 3,309,354 (in words: three million, three hundred and nine thousand, three hundred and fifty four) shares, for a period of 18 (eighteen) months from the date of the resolution. The foregoing authorisation will expire next 21<sup>st</sup> October 2018.

Therefore, we deem it appropriate to use the opportunity of this Meeting, and to avoid convening a special Meeting, if any, shortly before the foregoing deadline, in order to submit to your approval a new proposal to authorise the Company's purchase and disposal of treasury shares, following revocation of the resolution passed by the Meeting held on 21<sup>st</sup> April 2017, for the portion not utilised.

### **2.1 Reasons for requesting authorisation to purchase and dispose of treasury shares.**

As per the best practice of the issuers, the request to the Shareholders' Meeting for authorisation to purchase treasury shares and to dispose of treasury shares at given conditions, in compliance with the equal treatment of Shareholders and the applicable legislation and regulatory provisions, included the EU Regulation n. 596/2014 of the European Parliament and the resolution of 16<sup>th</sup> April 2014 on market abuse and the relevant regulatory technical standards, is based on the opportunity to allow the Company to:

- buy, sell and/or allocate treasury shares or options in connection with (i) compensation plans based on financial instrument pursuant to Article 114-bis of Legislative Decree no. 58 of February 24, 1998 in

avour of directors, employees, partners, Company's advisors, (ii) issuing other financial instruments convertible into shares and (iii) plans for free allocation of shares to the Shareholders;

(ii) use the treasury shares in the framework of transactions associated with industrial or commercial projects of interest for the Company or the Group in relation to which the opportunity arises to swap or sell parcels of shares or constitute security over them;

(iii) be able to intervene in the Company's interests, and in the interests of all Shareholders, in relation to contingent market situations, in order to engage in activities which enhance the liquidity of the share concerned;

(iv) invest in Company shares, if the trend of stock market quotations or the amount of available liquidity can render such transaction beneficial from the economic aspect;

All the above of course in compliance with the applicable laws and regulations, even European, concerning "market abuse" and the principle of equal treatment among shareholders.

## **2.2 Maximum number, class and par value of the shares to which the proposed authorisation refers.**

The authorisation that the Board requests from the Meeting concerns the instruments to purchase the Company's shares, also to be executed in several sessions, corresponding to an amount not exceeding one tenth of the Share Capital, and therefore, totalling a maximum of 3,309,354 (in words: three million, three hundred and nine thousand, three hundred and fifty four) ordinary shares without nominal value—taking due account of the shares owned by the Company and by its subsidiaries – and, in any case, within the limits of the profits which are eligible for distribution and the available reserves reported in the last regularly approved Financial Statements. The authorisation requested includes the power to dispose, in one or more tranches, of the shares held in portfolio at a later date, even before having completed the purchases, and possibly to buy back the shares concerned, always in compliance with the limits and the terms and conditions established in this authorisation.

**2.3 Information useful to determine compliance with the provision envisaged under Article 2357, paragraph 3, of the Italian Civil Code.**

*As said above, the par value of the shares for which the authorisation to purchase is requested cannot exceed the limit corresponding to one tenth of the Company's Share Capital, also taking due account, for this purpose, of the shares already owned, which may be purchased by the subsidiary companies.*

*However, the subsidiary companies will be given specific instructions so they notify promptly any purchase of shares made, pursuant to Article 2359-bis and following articles of the Italian Civil Code.*

*To-date, neither Tod's S.p.A., nor any of the subsidiaries of Tod's S.p.A., - even through nominees or trustees - own the Company's shares.*

**2.4 Duration of requested authorisation.**

*The authorisation to purchase treasury shares is requested for a period of 18 (eighteen) months starting from the date on which the Meeting will pass the corresponding resolution.*

*The authorisation to dispose of treasury shares, even before the purchases are completed, is requested without imposing any time limits.*

**2.5 Minimum and maximum price and market valuation.**

**Purchase of treasury shares**

*The purchase price for each of the treasury shares, including the accessory purchase charges, shall be a minimum of no less than 15% (fifteen percent) and a maximum of no more than 15% (fifteen percent) of the average of the official trading prices recorded on the 'Mercato Telematico Azionario' (Italian Electronic Stock Exchange) in the three trading sessions preceding the purchase.*

**Disposition of treasury shares**

*As regards the subsequent disposal of the purchased shares, the only limit defined refers to the minimum price for sale to third parties, which however, shall not be less than 95% (ninety-five percent) of the average of the official prices recorded on the 'Mercato Telematico Azionario' (Italian Electronic Stock Exchange) during the three days prior to the sale. This price limit may be departed from in the case of swaps or sales (or constitution of security) of treasury shares in the framework of industrial and/or commercial projects of interest for the Company or the Group and in the case of allocating and/or selling shares or options in connection with compensation plans based on financial instruments and/or with issuing other financial instruments convertible into shares and/or in connections with plans for free allocation of shares to the Shareholders.*

## **2.6 Procedures to purchase and dispose of treasury shares.**

*The purchase transactions shall be made in accordance with Article 5 of UE Regulation n. 596/2014, with Article 132 of TUF, with Article 144-bis of the Issuers' Regulation and in accordance with the accepted market practises, and therefore: (i) through a public purchase or swap offer, or (ii) on the market, or if necessary on multilateral trading facility, in accordance with the operating procedures established by the market management company, which do not permit the direct matching of purchase proposals with predetermined sales proposals, or (iii) through the purchase and sale of derivative instruments negotiated on regulated markets or if necessary on multilateral trading facility, which envisage the physical delivery of the underlying shares, in compliance with the applicable regulatory provisions, or (iv) by way of allotment to the shareholders, in proportion to the shares they hold, of a put option to be exercised within 18 (eighteen) months starting from the date on which the Shareholders meeting will pass the corresponding resolution ,or (v) in accordance with the procedures established by the market practise approved by Consob, pursuant to Article 13 of UE Regulation n. 596/2014, and, in any case, in such a way that assures the equal treatment among Shareholders and compliance with every applicable law, including the EU regulations (in particular the regulatory technical standards of the EU Regulation n. 596/2014).*

*The purchase of treasury shares shall take place in ways other than those listed above, where permitted, in accordance with the legislation in force from time to time, taking into account the need to comply the principle of equal treatment among shareholders.*

*The purchases may be made in one or more tranches.*

*With regard to the disposal of the shares in question, such disposal may be performed in one or more tranches, even before having completed the purchases; the sale will be made by disposal on the stock market, off market, by swapping with equity investments or other assets or by constitution of security in the framework of industrial and/or commercial projects of interest for the Issuer or the Group, to implement compensation plans based on financial instruments or in any case plans pursuant to art. 114-bis of the Legislative Decree No. 58/98 in connection with issuing other financial instruments convertible into shares, through plans for free allocation of shares or also through a public sale or swap offer.*

*The shares may also be disposed of by matching with other financial instruments.*

*The disposal of treasury shares shall take place in ways other than those listed above, where permitted, in accordance with the legislation in force from time to time.*

## ***2.7 Information concerning the instrumental aspect of the purchase to reduce the Share Capital.***

*It is important to note that the above-mentioned purchase of treasury shares is not instrumental to a reduction of the Share Capital.*

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*The Shareholders' Meeting is therefore called to resolve upon the following:*

*"The Shareholders' Meeting:*

- *having acknowledged the Report of the Board of Directors and the applicable statutory and regulatory provisions*

**RESOLVES**

- a) *to revoke the resolution passed by the Meeting held on 21<sup>st</sup> April 2017 that authorised the purchase and disposal of treasury shares, for the portion not utilised;*
- b) *to approve the transactions to purchase and dispose of treasury shares for the purposes set out in the foregoing Directors' Report, in accordance with the following procedures, terms and conditions:*
  - the purchase may be made in one or more tranches, for an amount not exceeding one tenth of the Share Capital, and namely, for a maximum of 3,309,354 (in words: three million, three hundred and nine thousand, three hundred and fifty four) ordinary shares – taking due account of the shares owned by the Company and by its subsidiaries – and within the limits of the profits eligible to be distributed and the available reserves based on the last regularly approved Financial Statements;*
  - the authorisation to purchase treasury shares is resolved for a period of 18 (eighteen) months starting from today;*
  - the authorisation includes the power to dispose, in one or more tranches, of the shares held in portfolio at a later date, even before having completed the purchases, and possibly to buy back the shares concerned, always in accordance with the limits and the terms and conditions established in this authorisation;*
  - the purchase transactions shall be made in accordance with Article 5 of UE Regulation n. 596/2014, with Article 132 of Legislative Decree No. 58 dated 24th February 1998 and with Article 144-bis of Consob Regulation No. 11971/99 and with the accepted market practises and therefore : (i) through a public purchase or swap offer, (ii) on the market, or if necessary on multilateral trading facility, in accordance with the operating procedures established by the market management company, (iii) through purchasing and selling derivative instruments negotiated on regulated markets, or if necessary on multilateral trading facility which envisage the physical delivery of the underlying shares, in accordance with the regulatory provisions applicable from time to time; (iv) by granting shareholders, in relation to the shares*

they hold, a put option to be exercised within a period of 18 (eighteen) months from today; (v) in accordance with the procedures established by the market practise approved by Consob, pursuant to Article 13 of UE Regulation n. 596/2014, (vi) thought any other way permitted in accordance with the legislation in force from time to time; in any event, equal treatment among Shareholders and compliance with all applicable laws, including EU regulations, shall be assured;

- the purchase price of each of the treasury shares shall be a minimum of no less than 15% (fifteen percent) and shall be a maximum of no more than 15% (fifteen percent) of the average of the official trading prices recorded on the 'Mercato Telematico Azionario' (Italian Electronic Stock Exchange) during the three trading sessions preceding the purchase;
- the price for sale to third parties shall not be less than 95% (ninety-five percent) of the average of the official prices recorded on the 'Mercato Telematico Azionario' (Italian Electronic Stock Exchange) during the three days prior to the sale. This price limit may be departed from in the case of swaps or sales (or constitution of security) of treasury shares in the framework of industrial projects and/or commercial projects of interest for the Company or the Group and in the case of allocating and/or selling shares or options in connection with compensation plans based on financial instruments and/or in connection with issuing other financial instruments convertible into shares and/or in connection with free allocation of shares plans;
- the authorisation to dispose of treasury shares, even before the purchases have been completed, is given without imposing time limits".

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**3. Remuneration Report pursuant to Article 123-ter of Legislative Decree 58 of February 24, 1998; related and consequent resolutions.**

Shareholders,

*All comments regarding the third item on the agenda are illustrated in detail in the Remuneration Report, prepared pursuant to Article 123-ter T.U.F., which will be filed and made available to the public*

at least twenty-one days before the Shareholder's meeting on its first call (by March 29, 2018) at the registered office of the Company, on the Company's website at [www.todsgroup.com](http://www.todsgroup.com) and in the authorised storage device 1info at [www.1info.it](http://www.1info.it).

The Remuneration Report contains two sections: (i) one dedicated to illustration of the remuneration policy applicable to the Board of Directors, the General Managers, and the Executives with strategic responsibilities in regard to the financial year 2018, and the procedures used for adoption and implementation of this policy; (ii) the other aimed at providing an adequate representation of each of the items that compose the remuneration of the Board of Directors and the Board of Statutory Auditors, the General Managers, and the executives with strategic responsibilities and describing the compensation paid during the year 2017 to the members.

Pursuant to Article 123-ter (6) T.U.F., the Shareholders' Meeting will be asked to resolve in favour or against the first section of the Remuneration Report envisaged in Article 123-ter (3) T.U.F.; this resolution shall not be binding.

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The Shareholders' Meeting is therefore called to resolve upon the following:

"The Shareholders' Meeting:

- considered the Articles 123-ter of Legislative Decree 58 of February 24, 1998 and 84-quarter of Regulation approved by Consob resolution No. 11971/99;
- having acknowledged the Remuneration Report of the Board of Directors;
- given that, pursuant to Article 123-ter, paragraph 6, of Legislative Decree 58 of February 24, 1998, this resolution shall not be binding for the Board of Directors;

**RESOLVES**

a) to approve the first section of the Remuneration Report of the Board of Directors, pursuant to Article 123-ter of Legislative Decree 58 of February 24, 1998, particularly with regard to the remuneration policy of Tod's S.p.A. ".

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**4. Renewal of the Board of Directors for the period 2018-2020 upon determination of the number of members; determination of the remuneration; authorisation pursuant to Article 2390 of the Italian Civil Code; related and consequent resolutions.**

Dear Shareholders,

the term of office of the present Board of Directors will expire at the next Shareholders' Meeting called to approve the 2017 Financial Statements; therefore, the Board of Directors has also called the Shareholders' Meeting to propose the appointment of the new Directors.

In this regard, it should be noted that, pursuant to section 17 of the Company's Articles of Association, the new Board of Directors will be appointed on the basis of lists of candidates that shall be filed with the Company's registered office at least twenty five days before the date set for the Shareholders' Meeting on its first call; it is noted that, since March 25<sup>th</sup> 2018 is public holiday, the deadline for submitting the lists is extended to the first following working day, that is **March 26<sup>th</sup>, 2018**.

The lists for the renewal of the Board of Directors may also be filed by certified email, at the following address: [segreteria.azionisti@pec.todsgroup.com.](mailto:segreteria.azionisti@pec.todsgroup.com.)

Pursuant to Article 17 of the Company's bylaws Shareholders representing at least **1%** of the ordinary share capital may present a list containing up to at most fifteen candidates ranked by number; at least two candidates, who must always be ranked at the lowest in the second and seventh place in each list, must meet independence requirements laid down in articles 147-ter, paragraph 4, and 148, paragraph 3, of T.U.F..

It should be pointed out that, in the implementation of Law no. 120 of 12 July 2011, section 17

of the Company's Articles of Association provides that, for three successive terms of office from the first renewal of the governing body after 12 August 2012, all lists containing three or more candidates must be composed in such a way as to ensure gender balance on the Board of Directors to an extent at least equal to the minimum quota required by the laws and regulations in force for the time being. Since this is the governing body's second term of office after 12 August 2012, all lists containing three or more candidates must be composed in such a way as to ensure that the less represented gender - generally the feminine gender – shall obtain a quota of at least one-third of the Directors elected to the Board of Directors. If a whole number of members of the Board of Directors belonging to the less represented gender is not chosen as a result of the criterion for distributing positions between the genders, this number is rounded up to the next higher unit.

The following documents, as required by the Laws and by Article 17 of the Company's bylaws, must be filed together with each list : (i) information related to the identity of the Shareholders who submitted the list and the total percentage of shares they hold; (ii) the appropriate documentation issued by an intermediary authorised by law, which proves the ownership of as many shares as are necessary to submit lists with reference to the day when the lists are filed with the Company's registered office; (iii) CVs with exhaustive details regarding the candidates' personal and professional characteristics; and (iii) declarations by each person on the list to the effect that they agree to their candidature and affirm, on their own responsibility and on pain of exclusion from the list, that there are no grounds for their ineligibility and that they meet the requirements laid down by law and in the Company's Articles of Association for filling the position of Director, as well as that they meet independence requirements laid down by law as regards Statutory Auditors, if applicable, and that they are eligible to be considered as independent members in accordance with the Self-Regulatory Code of Listed Companies which the Company complies with.

It should be noted that, pursuant to section 17 of the Company's Articles of Association, candidates may only stand in one list on pain of ineligibility and candidates may not be included in lists (without prejudice to any other grounds for ineligibility or removal from office) if they do not meet the

*requirements laid down by law, the Articles of Association or any other applicable provisions as to taking on the position.*

*The appropriate documentation issued by the intermediary, which proves the ownership of as many shares as are necessary to submit lists, may also be produced after the filing, provided that it occurs within the time limit of twenty-one days before the date of the Shareholders' Meeting (29 March 2018).*

*The list for which the above provisions are not complied with shall be considered as not submitted.*

*Reference is also made to Communication no. DEM/9017893 issued by Consob (the Italian Securities and Exchange Commission) on 26 February 2009, in which the Supervisory Authority recommended that Shareholders who submit a "minority list" file, together with the list, a specific declaration attesting the absence of links (even indirect links), as referred to in article 147-ter, paragraph 3, of the T.U.F. and article 144-quinquies of the Issuers' Regulation - with Shareholders who, even jointly, hold a controlling or relative majority shareholding, as well as the absence of significant relationships indicated in the aforementioned Communication, or that specifies, where existing, the significant relationships indicated in the abovementioned Communication and the reasons why they've been considered not significant for the presence of any relationships.*

*It is recommended that Shareholders who intend to submit a list for the renewal of the Board of Directors prepare and file, together with the list, proposed resolutions to be passed by the Shareholders' Meeting on the fourth item on the agenda (at least as regards the number of members of the Board and their fees as well as the potential authorization pursuant to Article 2390 of the Italian Civil Code).*

*As regards the composition of the lists, the Board of Directors, having regard to the outcome of their views regarding the size, composition and functioning of the Board and of its Committees and to the diversity policy adopted by the governing body, also recommends that Shareholders who intend to submit a list:*

*(i) include in the lists candidates with a managerial and/or professional and/or academic and/or institutional profile in order to create a mix of different and complementary skills and experiences. In*

*particular;*

- a. managerial profiles should have acquired skills and experience in positions of responsibility in the luxury business area or in sectors of activity strictly related to those of the Company, or in any case within industrial groups of significant size and/or complexity, as well as possessing a high orientation to strategies and results in compliance with the principles of correct corporate and business management, with regard to issues of social sustainability and digital innovation as well;*
- b. professional profiles should have acquired skills and experience in positions of responsibility inside accredited professional firms, consultancies or other organizations and have carried out their professional activity in economic, accounting and legal matters (with particular reference to the fields of commercial law, corporate, tax and financial markets), financial, as well as in the field of risk management and / or remuneration policies, with particular relevance to the activity of companies;*
- c. academic and / or institutional profiles should possess skills and experience that may be useful for the business consolidation of Tod's Group;*

*(ii) include in the lists an adequate number of candidates who meet independence requirements, so that at least a third of the Board of Directors is composed of independent Directors;*

*(iii) include candidates of different age groups, in order to allow a balanced plurality of perspectives and managerial and professional experiences within the Board of Directors;*

*(iv) include in each list containing three or more candidates, candidates of both genders in order to ensure gender balance on the Board of Directors to the extent required by article 147-ter, paragraph 1-ter of TUF (the less represented gender must obtain a quota of at least one-third of the Directors elected to the Board);*

*The Board of Directors considers particularly desirable that there should be persons with the characteristics referred to above among its members in the conviction that professionals with heterogeneous backgrounds and high qualifications, called upon to contribute to the work of this governing body, as well as the balanced mix of gender and age groups can analyse the various subjects for discussion from different angles, thus helping to encourage exchanges of view in the Board, which is the basis for all well-thought out*

and conscious collective decisions.

*The procedure for electing Directors will be as follows:*

- all the Directors to be elected but one will be taken from the list that obtains the highest number of votes cast by the Shareholders in the order of their rankings in the list itself;*
- the remaining Director will be taken from the list that obtains the next highest number of votes at the Shareholders' Meeting; this list must not be linked, even indirectly, with the Shareholders that submitted the list that obtains the highest number of votes.*

*If the composition of the Board of Directors at the end of voting does not respect gender balance required by the current regulations referred to above, the candidate of the more represented gender who is the last elected in the list that obtains most votes will be replaced by the highest ranked candidate of the less represented gender that has not been elected in the same list according to the consecutive order, subject to compliance with the minimum number of Directors who meet the independence requirements laid down by law. This replacement process will be repeated until the composition of the Board of Directors conforms to the current above-mentioned regulations. Finally, if this procedure does not achieve this result, the Shareholders' Meeting will make the necessary additions, resolving by the statutory majority.*

*If only one list is presented or accepted for voting, the candidates of this list will be appointed as Directors according to their rankings in the list. If necessary, the procedure described in the previous paragraph shall apply.*

*If no list is presented, the Shareholders' Meeting will resolve by statutory majority without following the procedure provided for above, subject to compliance with the current laws and regulations governing gender balance.*

*It should be noted that, pursuant to section 17 of the Company's Articles of Association, the Directors may not be appointed for a term of office of more than three financial years and may always be re-elected.*

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*Sant'Elpidio a Mare, 6 March 2018*

*For the Board of Directors*

*The Chairman*

*Diego Della Valle*