

Tod's S.p.A.
Via Filippo della Valle, 1
63811 Sant'Elpidio a Mare (FM)
To the kind of the Board of Directors

Sant'Elpidio a Mare, March 28th, 2018

Subject: **Deposit of the list for the appointment of the members of the Board of Directors**

Sirs,

in its quality as shareholder holding a stake of 50.291% of the share capital of Tod's S.p.A., Di.Vi. Finanziaria di Diego Della Valle & C. S.r.l. - taken into account the report illustrating the matters on the agenda of the Shareholders' meeting, prepared pursuant to art. 125-ter of Legislative Decree no. 58/1998 - hereby presents the following list of candidates for the appointment of the members of the Board of Directors of Tod's S.p.A., the renewal of which is the fourth item on the agenda of the next Shareholders' Meeting, convened at the registered office of the Company on April 19th, 2018 on first call and, if necessary, on April 26th, 2018 on second call:

**List of candidates for the office of member of the Board of Directors of Tod's SpA
for financial years 2018-2020**

- 1) Diego Della Valle, born in Sant'Elpidio a Mare (FM), on 30/12/1953, Fiscal Code DLLDGI53T30I324E;
- 2) Vincenzo Manes, born in Venafro (IS), on 01/04/1960, Fiscal Code MNSVCN60D01L725R;
- 3) Andrea Della Valle, born in Sant'Elpidio a Mare (FM), on 26/09/1965, Fiscal Code DLLNDR65P26I324V;
- 4) Luigi Abete, born in Rome on 17/02/1947, Fiscal Code BTALGU47B17H501Q;

- 5) Maurizio Boscarato, born in Ancona (AN), on 27/03/1941, Fiscal Code BSCMRZ41C27A271K;
- 6) Sveva Dalmasso, born in Rome (RM), on 09/11/1956, Fiscal Code DLMSVV56S49H501F.
- 7) Romina Guglielmetti, born in Piacenza (PC), on 18/03/1973, Fiscal Code GGLRMN73C58G535B;
- 8) Emanuele Della Valle, born in Macerata (MC), on 11/06/1975, Fiscal Code DLLMNL75H11E783L;
- 9) Umberto Macchi Di Cellere, born in Rome (RM), on 05/10/1964, C.F. MCCMRT64R05H501U;
- 10) Emilio Macellari, born in Civitanova Marche (MC), on 11/03/1958, Fiscal Code MCLMLE58C11C770U;
- 11) Cinzia Ogglio, born in Vigevano (PV), on 05/12/1970, Fiscal Code GLOCNZ70T45L872S;
- 12) Pierfrancesco Saviotti, born in Alexandria (AL), on 16/06/1942, Fiscal Code SVTPFR42H16A182T;
- 13) Michele Scannavini, born in Ferrara (FE), on 21/04/1959, Fiscal Code SCNMHL59D21D548O;
- 14) Emanuela Prandelli, born in Lecco (LC), on 17/07/1970, Fiscal Code PRNMNL70L57E507E;
- 15) Marilù Capparelli, born in Naples (NA) on 11/06/1974, Fiscal Code CPPMRA74H51F839E.

Pursuant to Article 148, subsection 3, of Legislative Decree 58/98 and to Article 3 of the Corporate Governance Code of Listed Companies, the following candidates qualify as independent directors: Vincenzo Manes, Luigi Abete, Sveva Dalmasso, Romina Guglielmetti, Pierfrancesco Saviotti, Michele Scannavini, Emanuela Prandelli and Marilù Capparelli.

The following documentation is attached hereto with reference to each candidate:

- i) declaration of acceptance of nomination and relative appointment, including the statement regarding the absence of grounds for incompatibility and ineligibility in

accordance with the applicable law for the office of Company director, the declaration of the existence of the requirements prescribed by applicable law and regulations for the office, including the possible eligibility to qualify as "independent" pursuant to Article 148, subsection 3, of Legislative Decree 58/98 and/or pursuant to Article 3 of the Corporate Governance Code of Listed Companies and

ii) *curriculum vitae*.

We also attach the documentation issued by an authorized intermediary certifying the ownership by Di.Vi. Finanziaria di Diego Della Valle & C. S.r.l. of a percentage of share capital exceeding 1%.

The Shareholders' Meeting is therefore invited to approve the following proposed resolutions:

1) "The Shareholders' Meeting:

RESOLVES

- to determine the number of members of the Board of Directors in fifteen;
- to determine the period of the appointment of Board of Directors in three years, and so until the Shareholders' Meeting convened to approve the financial statement as of 31th December 2020";

2) " The Shareholders' Meeting:

RESOLVES

to appoint as members of the Board of Directors the following candidates taken from the list submitted by the shareholder Di.Vi. Finanziaria di Diego Della Valle & C. S.r.l.

- 1) *Diego Della Valle, born in Sant'Elpidio a Mare (FM), on 30/12/1953, Fiscal Code DLLDGI53T30I324E;*
- 2) *Vincenzo Manes, born in Venafro (IS), on 01/04/1960, Fiscal Code MNSVCN60D01L725R;*

- 3) *Andrea Della Valle, born in Sant'Elpidio a Mare (FM), on 26/09/1965, Fiscal Code DLLNDR65P26I324V;*
- 4) *Luigi Abete, born in Rome on 17/02/1947, Fiscal Code BTALGU47B17H501Q;*
- 5) *Maurizio Boscarato, born in Ancona (AN), on 27/03/1941, Fiscal Code BSCMRZ41C27A271K;*
- 6) *Sveva Dalmasso, born in Rome (RM), on 09/11/1956, Fiscal Code DLMSVV56S49H501F;*
- 7) *Romina Guglielmetti, born in Piacenza (PC), on 18/03/1973, Fiscal Code GGLRMN73C58G535B;*
- 8) *Emanuele Della Valle, born in Macerata (MC), on 11/06/1975, Fiscal Code DLLMNL75H11E783L;*
- 9) *Umberto Macchi Di Cellere, born in Rome (RM), on 05/10/1964, C.F. MCCMRT64R05H501U;*
- 10) *Emilio Macellari, born in Civitanova Marche (MC), on 11/03/1958, Fiscal Code MCLMLE58C11C770U;*
- 11) *Cinzia Oglia, born in Vigevano (PV), on 05/12/1970, Fiscal Code GLOCNZ70T45L872S;*
- 12) *Pierfrancesco Saviotti, born in Alexandria (AL), on 16/06/1942, Fiscal Code SVTPFR42H16A182T;*
- 13) *Michele Scannavini, born in Ferrara (FE), on 21/04/1959, Fiscal Code SCNMHL59D21D548O;*
- 14) *Emanuela Prandelli, born in Lecco (LC), on 17/07/1970, Fiscal Code PRNMNL70L57E507E;*
- 15) *Marilù Capparelli, born in Naples (NA) on 11/06/1974, Fiscal Code CPPMRA74H51F839E.*

3) "The Shareholders' Meeting:

RESOLVES

to determine in:

- Euro 36,000.00 the gross annual remuneration to be assigned to each member of the Board of Directors;

- Euro 9,000.00 the gross annual remuneration to be assigned to each member of the Executive Committee, if established;

- Euro 350.00 the attendance fee for each meeting of the Board of Directors and Executive Committee, if established;

subject to the provisions of Article 2389, subsection 3, of the Italian Civil Code for the assignment of special duties";

4) "The Shareholders' Meeting:

RESOLVES

to authorize all the appointed directors to assume shareholdings, offices and carry out activities in derogation of the limit set by article 2390 of the Italian Civil Code."

Di.Vi. Finanziaria di Diego Della Valle & C. S.r.l.



CREDIT SUISSE (ITALY) S.p.A.

Via Santa Margherita, 3
20121 Milano (MI)
Italia

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S.W.I.F.T. CRESITMM
www.credit-suisse.it

**CERTIFICAZIONE DI PARTECIPAZIONE
AL SISTEMA DI GESTIONE ACCENTRATA**
(D. Lgs. 24 febbraio 1998, n. 58 e D. Lgs. 24 giugno 1998, n.213)

Data: 21 marzo 2018

n. progr. annuo	codice cliente	nominativo, codice fiscale e indirizzo del partecipante al sistema
651		DI.VI.FIN DI DIEGO DELLA VALLE&C SRL PARTITA IVA: 01732500440 VIA SETTECAMINI, 116 63019 - SANT'ELPIDIO A MARE
a richiesta di DELLA STESSA	luogo e data di nascita	

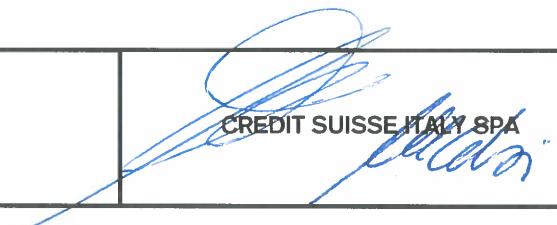
La presente certificazione, con efficacia **IMMEDIATA FINO AL 26/04/2018** attesta
la partecipazione al sistema di gestione accentrata del nominativo sopra indicato con i seguenti strumenti finanziari

codice isin	descrizione strumenti finanziari	quantita'
XXITV0000628	TOD'S ISCR. V. M.	16.643.057

Su detti strumenti finanziari risultano le seguenti annotazioni:

La presente certificazione viene rilasciata per l'esercizio del seguente diritto:

CERTIFICAZIONE ATTESTANTE IL POSSESSO DELLE AZIONI EMESSA ALLO SCOPO DI
PRESENTARE ALL'ASSEMBLEA DEGLI AZIONISTI DI TOD'S SPA CONVOCATA PER IL 19
APRILE 2018 UNA LISTA DI CANDIDATI AL CONSIGLIO DI AMMINISTRAZIONE DELLA
SOCIETA'.


CREDIT SUISSE ITALY SPA

Tod's S.p.A.
Via Filippo Della Valle, 1
63811 Sant'Elpidio a Mare (FM)

Candidacy for the office of member of the Board of Directors of Tod's S.p.A.

I, the undersigned Diego Della Valle, born in Sant'Elpidio a Mare, on 30/12/1953, Fiscal Code DLLDGI53T30I324E, nominated for the office of member of Board of Directors of Tod's S.p.A. by the Shareholder DI.VI. Finanziaria di Diego Della Valle & C. S.r.l.

CERTIFY

- 1) *to accept the nomination and therefore to accept from now the office of Director of Tod's S.p.A. should I be appointed by the Company Shareholders' Meeting;*
- 2) *to meet the requirements in accordance with the applicable law and regulations for the appointment as Director, and that there are no reason of incompatibility or ineligibility in accordance with the provisions of law for the appointment as Director;*
- 3) *that I consider myself not in possession of the independence requirements pursuant to Article 148, subsection 3, of Legislative Decree 58/98 and Article 3 of the Corporate Governance Code of Listed Companies.*

In witness whereof,



March 23rd 2018



DIEGO DELLA VALLE

Diego Della Valle was born in 1953, in Casette D'Ete, in the Italian region Le Marche, located on the Adriatic coast in the center of Italy.

After studying law in Bologna and a brief period working in the USA, he joined his father in the family shoemaking business in 1975.

As well as gaining valuable knowledge of the shoe production process, Diego Della Valle also had a leading role in determining the company strategy and in the creation of brands to identify the company's products. He developed an innovative marketing plan, that became the model for the worldwide expansion of the family business, and this has since been followed by many others in the luxury goods industry.

Since October 2000, Diego Della Valle has been the President and CEO of Tod's S.p.A., the new Group he founded. Tod's S.p.A. is now quoted on the Milan stock exchange and is a world leader in the luxury accessories sector. Its brands include Tod's, Hogan, Fay and Roger Vivier.

In 1996 Diego Della Valle has been nominated Cavaliere del Lavoro (the highest honor the Italian Republic bestows for professional achievement) and in 2000 he received an honorary degree in Business and Economics from the University of Ancona.

Diego Della Valle was on the board of several companies including Ferrari and Assicurazioni Generali, and he has currently a seat on the board of LVMH, one of the worldwide leaders in the luxury sector, and on that of RCS.

Together with his brother Andrea, Diego Della Valle is a shareholder of Piaggio, Cinecittà, Fondo Charme, NTV Nuovo Trasporto Viaggiatori and of the football club ACF Fiorentina.

Diego Della Valle is a member of the fundraising committee of the Umberto Veronesi Cancer Research Foundation and President of the Board of Directors of the Della Valle Foundation, a charity engaged in funding schooling for children.

Tod's S.p.A.
Via Filippo Della Valle, 1
63811 Sant'Elpidio a Mare (FM)

Candidacy for the office of member of the Board of Directors of Tod's S.p.A.

*I, the undersigned **MANES VINCENZO** born in Venafro (IS), on 01/04/1960, Fiscal Code **MNS VCN 60D01 L725R**, nominated for the office of member of Board of Directors of Tod's S.p.A. by the Shareholder **DI.VI. Finanziaria di Diego Della Valle & C. S.r.l.***

CERTIFY

- 1) *to accept the nomination and therefore to accept from now the office of Director of Tod's S.p.A. should I be appointed by the Company Shareholders' Meeting;*
- 2) *to meet the requirements in accordance with the applicable law and regulations for the appointment as Director, and that there are no reason of incompatibility or ineligibility in accordance with the provisions of law for the appointment as Director;*
- 3) *that I consider myself in possession of the independence requirements pursuant to Article 148, subsection 3, of Legislative Decree 58/98 and Article 3 of the Corporate Governance Code of Listed Companies.*

In witness whereof,



March 23rd 2018

Vincenzo Manes

- Laurea con lode in Economia e Commercio presso l'Università Luiss di Roma,
- Coniugato con tre figli

Azionista, Presidente e Amministratore Delegato della Società **INTEK GROUP**, holding di partecipazioni [fatturato consolidato di **2,5 miliardi** e con oltre **6000 addetti**] con la missione di gestire un portafoglio diversificato di partecipazioni finanziarie, industriali , di servizi.

Il Gruppo possiede partecipazioni nel settore del manufatti in rame, nei servizi avanzati, nell'immobiliare ed è presente oltre che sul territorio nazionale anche in Francia, Germania, Spagna, Inghilterra e Cina .

Dal 2013 è membro del consiglio di amministrazione della **FOUNDAZIONE OLIVETTI** e dall'aprile 2015 membro nel consiglio di amministrazione di **TOD'S GROUP** , della **COMPAGNIA IMMOBILIARE AZIONARIA** e di **CLASS EDITORI**.

E' fortemente impegnato in numerose attività filantropiche e, nel corso degli ultimi venti anni, ha dedicato un impegno crescente per lo sviluppo del terzo settore. Prima come venture philanthropist e poi prendendo direttamente l'iniziativa come imprenditore sociale. Nel 2003 costituisce **Fondazione Dynamo** con la missione di contribuire allo sviluppo della filantropia in Italia. Fondazione Dynamo è promotrice di **Dynamo Camp**: unico centro nazionale di Terapia Ricreativa che ospita gratuitamente bambini e ragazzi, dai 7 ai 17 anni, affetti da patologie gravi e croniche, provenienti da tutto il territorio italiano e da paesi stranieri. Nel tempo il progetto Dynamo si è progressivamente ampliato, generando un articolato sistema di soggetti che concorrono alla sostenibilità a lungo termine delle sue attività: **Dynamo Academy srl** , **Oasi Dynamo**.

Dal 1997 al 2017 è stato Presidente di **FOUNDAZIONE VITA** - azionista di maggioranza della Società Editoriale Vita S.p.a., la società editrice del giornale VITA, l'unico settimanale italiano dedicato interamente al mondo del non-profit.

Dal 2004 è Fondatore e Presidente della **Società Italiana di Filantropia**, società che finanzia dal 2008 la prima cattedra dedicata alla "Social Entrepreneurship" presso l'università Bocconi.

Già **Consigliere del Consiglio di indirizzo - FONDAZIONE UMANA MENTE** La Fondazione socio-assistenziale costituita dal Gruppo Allianz nel settembre 2001. Le sue attività si concentrano negli ambiti del disagio minorile e della disabilità intellettuale congenita, con il supporto e il finanziamento di progetti promossi da enti non profit distribuiti in tutto il territorio nazionale.

Dal 2009 è entrato , unico imprenditore Italiano, nel **Committee Encouraging Corporate Philanthropy (CECP)**, forum internazionale di origine americana, che raggruppa CEO e Presidenti delle più grandi aziende americane con attività di Corporate Philanthropy.

Dal dicembre 2017 è Presidente della **FOUNDAZIONE ITALIA SOCIALE** istituita con legge 106/16 con lo scopo di sostenere, mediante l'apporto di risorse finanziarie e di competenze gestionali la realizzazione e lo sviluppo di interventi innovativi da parte di enti del Terzo Settore.

Dal gennaio 2018 è entrato nel Comitato Direttivo della **FOUNDAZIONE LA TRIENNALE** in rappresentanza del Comune di Milano.

Vincenzo Manes è stato insignito nel 2013 del titolo di **Cavaliere del Lavoro** per le sue attività in campo imprenditoriale e per l'impegno etico e sociale volto al miglioramento delle condizioni di vita e di lavoro del Paese

Nel 2016 ha ricevuto lo **Special Robert Fitzgerald Kennedy Italy Award** .

Nel 2017 è stato insignito del **Premio Internazionale Dedalo Minosse alla Comittenza di Architettura – Premio speciale Cittadellarte – Fondazione Pistoletto**.

Nel settembre 2017 è stato insignito del **Premio Burgio "Dalla parte dei bambini"**, prima edizione, istituito dalla Scuola di Pediatria Pavese e dall'Università di Pavia in collaborazione con la Fondazione Policlinico S. Matteo, in memoria del Maestro della Pediatria italiana Roberto Burgio.

Tod's S.p.A.
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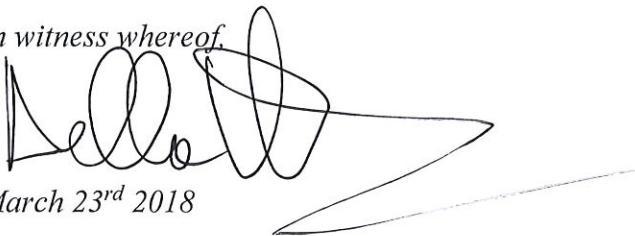
Candidacy for the office of member of the Board of Directors of Tod's S.p.A.

I, the undersigned Andrea Della Valle, born in Sant'Elpidio a Mare, on 26/09/1965, Fiscal Code DLLNDR65P26I324V, nominated for the office of member of Board of Directors of Tod's S.p.A. by the Shareholder DI.VI. Finanziaria di Diego Della Valle & C. S.r.l.

CERTIFY

- 1) *to accept the nomination and therefore to accept from now the office of Director of Tod's S.p.A. should I be appointed by the Company Shareholders' Meeting;*
- 2) *to meet the requirements in accordance with the applicable law and regulations for the appointment as Director, and that there are no reason of incompatibility or ineligibility in accordance with the provisions of law for the appointment as Director;*
- 3) *that I consider myself not in possession of the independence requirements pursuant to Article 148, subsection 3, of Legislative Decree 58/98 and Article 3 of the Corporate Governance Code of Listed Companies.*

In witness whereof,



March 23rd 2018

ANDREA DELLA VALLE

Andrea Della Valle was born in Sant'Elpidio a Mare (AP) on 26 September 1965 and completed his secondary school education in 1984.

After joining the company he began his training and preparation in the USA where he lived for several years coordinating activities aimed at penetrating the American market. He was responsible for the opening of the first "flagship store" in New York. He later began to share responsibility with Diego Della Valle for supervision of company operations.

He holds the position of general manager in several of the group's companies and is Chief Executive Officer of Tod's SpA and Deputy Chairman of the Company's Board of Directors.

From December 2004 to September 2009 he has been Chairman of ACF Fiorentina, the Florentine football club acquired by the family in August 2002, where he is currently Honorary Chairman.

Tod's S.p.A.
Via Filippo Della Valle, 1
63811 Sant'Elpidio a Mare (FM)

Candidacy for the office of member of the Board of Directors of Tod's S.p.A.

I, the undersigned Luigi Abete, born in Rome, on 17/2/1947, Fiscal Code BTALGU47B17H501Q, nominated for the office of member of Board of Directors of Tod's S.p.A. by the Shareholder DI.VI. Finanziaria di Diego Della Valle & C. S.r.l.

CERTIFY

- 1) *to accept the nomination and therefore to accept from now the office of Director of Tod's S.p.A. should I be appointed by the Company Shareholders' Meeting;*
- 2) *to meet the requirements in accordance with the applicable law and regulations for the appointment as Director, and that there are no reason of incompatibility or ineligibility in accordance with the provisions of law for the appointment as Director;*
- 3) *that I consider myself in possession of the independence requirements pursuant to Article 148, subsection 3, of Legislative Decree 58/98 and Article 3 of the Corporate Governance Code of Listed Companies.*

In witness whereof,


March 23rd 2018

LUIGI ABETE

Born in Rome, Italy, on February 17, 1947

Law degree

On June 2, 2000 has been granted the honorary title of “Cavaliere del Lavoro”.

On September 19, 2005 has been granted the honorary title of “Grande Ufficiale dell’Ordine al merito della Repubblica Italiana”.

On June 22, 2007 has obtained an honorary degree in Economics from Università del Sannio.

- from 1978 to 1982: President of “Comitato Nazionale Giovani Imprenditori” (National Committee of Young Entrepreneurs) of Confindustria;
- from 1983 to 1986: President of “Federazione Industriali del Lazio”;
- from 1992 to 1996: President of Confindustria;
- from 1993 to 2001: President of LUISS University of Guido Carli;
- from 2004 to 2006: Vice President of ABI - Associazione Bancaria Italiana;
- from 2004 to 2008 Chairman of UIR - Unione degli Industriali e delle imprese di Roma;
- from 2009 to 2013 President of ASSONIME - Associazione fra le Società Italiane per Azioni;
- presently:
 - Lifetime member of the Executive Board of Confindustria;
 - President of LUISS Business School;
 - CEO of “A.BE.T.E. SpA” (Azienda Beneventana Tipografica Editoriale), an investment company operating in the printing and publishing business;
 - CEO of IEN - Italian Entertainment Network;
 - President of Civita Cultura Holding;
 - Chairman of FeBAF - Federazione Banche Assicurazioni e Finanza;
 - from 1998 to present: Chairman of Banca Nazionale del Lavoro;
 - Member of the Board of Directors of Il Sole 24 Ore;
 - Member of the Board of Directors of Tod’s;
 - Member of the Board of Treccani.

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Candidacy for the office of member of the Board of Directors of Tod's S.p.A.

I, the undersigned Maurizio Boscarato, born in Ancona, on 27/03/1941, Fiscal Code BSCMRZ41C27A271K, nominated for the office of member of Board of Directors of Tod's S.p.A. by the Shareholder DI.VI. Finanziaria di Diego Della Valle & C. S.r.l.

CERTIFY

- 1) *to accept the nomination and therefore to accept from now the office of Director of Tod's S.p.A. should I be appointed by the Company Shareholders' Meeting;*
- 2) *to meet the requirements in accordance with the applicable law and regulations for the appointment as Director, and that there are no reason of incompatibility or ineligibility in accordance with the provisions of law for the appointment as Director;*
- 3) *that I consider myself in possession of the independence requirements pursuant to Article 148, subsection 3, of Legislative Decree 58/98 and Article 3 of the Corporate Governance Code of Listed Companies.*

In witness whereof,



March 23rd 2018

AVV. MAURIZIO BOSCARATO

Via Matteotti 54 - 60121 ANCONA

Tel. 071201098 - Telefax 07152261

info@studiodboscarato.it; m.boscarato@studiodboscarato.it

www.studioboscarato.it

Avv. Maurizio Boscarato, born in Ancona on 27.03.1941, is the senior lawyer in the legal practice named "Studio Legale Boscarato" situated in Via Matteotti 54 in Ancona.

Avv. Maurizio Boscarato deals with the commercial, company and bankruptcy sectors.

He provides consultancy and assistance to numerous high profile companies in Italy, as well as abroad.

He also deals with company and property settlements.

At a legal level, he is mainly concerned with the contentious procedure arising from company activities. He deals with employment and industrial matters (trade marks, patents and competition).

In the extrajudicial field, he deals with national and international contracts for companies.

In the bankruptcy field he has regularly been appointed, by the Tribunal of Ancona, as the Liquidator and Referee in important insolvency procedures.

He is a Director of the listed company Tod's S.p.A. of Sant' Elpidio a Mare, Director of the Università Politecnica delle Marche, Director of the Fondazione Teatro delle Muse in Ancona.

He is enrolled in the Register of Auditors, holding the post of Chairman of the Board of Auditors of Unicredit Leasing S.p.A., and Auditor of other several joint-stock companies.

Candidacy for the office of member of the Board of Directors of Tod's S.p.A.

I, the undersigned Sveva Dalmasso, born in Rome, on 9 november 1956, Fiscal Code DLMSVV56S49H501F, nominated for the office of member of Board of Directors of Tod's S.p.A. by the Shareholder DI.VI. Finanziaria di Diego Della Valle & C. S.r.l.

CERTIFY

- 1) *to accept the nomination and therefore to accept from now the office of Director of Tod's S.p.A. should I be appointed by the Company Shareholders' Meeting;*
- 2) *to meet the requirements in accordance with the applicable law and regulations for the appointment as Director, and that there are no reason of incompatibility or ineligibility in accordance with the provisions of law for the appointment as Director;*
- 3) *that I consider myself in possession of the independence requirements pursuant to Article 148, subsection 3, of Legislative Decree 58/98 and Article 3 of the Corporate Governance Code of Listed Companies.*

In witness whereof,

Sveva Dalmasso

March 23rd 2018

European Curriculum Vitae
Format



Personal information

Name DALMASSO SVEVA
Address 16, via Rasori, 20145, Milan, Italy
Telephone 0039 02 877351
Mobile phone 0039 335 6086932
Fax 0039 02 72020101
E-mail sdalmasso@notariato.it

Nationality Italian

Date of birth 09/11/1956

Work experience

- Up to the present time

Notary Public in Milan
Member of the Steering Committee (*Consiglio di Indirizzo*) of the European Library of Information and Culture (*Biblioteca Europea di Informazione e Cultura*, BEIC) Foundation
Member of The Board of Directors of Tod's S.p.A.
Member of the Remuneration Committee of Tod's S.p.A.
- Dates
From 18/05/2005 to 10/05/2010
- Occupation or position held

Lombardy Regional Councillor – President of the “*Per la Lombardia*” Group of Councillors
I have been a member of:
the 2nd Committee on Institutional Affairs
the Special Committee for the drafting of the Statute of the Lombardy Region
the Election Board Committee
the Committee of Inquiry into the reclamation of contaminated sites in the Lombardy Region, acting as Vice-Chair.

The Statute of the Lombardy Region was finally approved in 2008.
As a member of the Special Committee for the Statute, I took an active part in the drafting of the new Regional Statute, which enhanced women's role in particular. Setting old concepts aside, a new vision emerged in the preparatory work and in the Statute itself whereby parity is not merely seen as women's demand, but as a requirement of society as a whole, an issue that regards not only women but men too.
During my second mandate I presented:
12 Bills (5 of which were approved)
6 Agendas (5 of which were approved)
12 motions (10 of which were approved)
- Dates
From 05/06/2001 to 17/05/2005
- Occupation or position held

Lombardy Regional Councillor – President of the “*Per la Lombardia*” Group of Councillors
I have been a member of:
the 2nd Committee on Institutional Affairs
the Special Committee for the drafting of the Statute of the Lombardy Region
The Election Board Committee
- Dates
From 1998 to 2003

Standing Auditor of the National Notaries' Provident Fund
- Dates
From 1998 to 1999

National head of the UDR Party Women's Affairs Department
- Dates

Member of the MEP Party – *Movimento per l'Europa Popolare*

From 1998

• Dates

From 1994 to 1997

Member of the Assembly of Representatives of the Notaries' Provident Fund

• Dates

From 1985 to 1986

Legal Assistant in the Legal Relations and Constitutional Affairs department in the Office of the President of the Republic

Education and training

1981

Degree in law at the University of Cagliari, with a thesis on tax law, "The business income" (108/110)

1986

Passed competitive examination to practise as a Notary Public

1987

Passed competitive examination for the position of trainee judge (*uditore giudiziario*) – Judiciary - traineeship at the Court of Rome

1988

Enrolled on roll of Notaries - first practice in Vittorio Veneto (Province of Treviso), second and present practice in Milan

Personal skills and competences

Excellent organisational capacity acquired in the spheres of work, politics and the profession.

Pronounced aptitude for company law; in particular, in the context of my profession as a notary public I have acquired substantial experience in governance issues related to both listed and unlisted companies, often advising on corporate governance.

Tod's S.p.A.
Via Filippo Della Valle, 1
63811 Sant'Elpidio a Mare (FM)

Candidacy for the office of member of the Board of Directors of Tod's S.p.A.

I, the undersigned Romina Guglielmetti, born in Piacenza, on 18/03/1973, Fiscal Code GGLRMN73C58G535B, nominated for the office of member of Board of Directors of Tod's S.p.A. by the Shareholder DI.VI. Finanziaria di Diego Della Valle & C. S.r.l.

CERTIFY

- 1) *to accept the nomination and therefore to accept from now the office of Director of Tod's S.p.A. should I be appointed by the Company Shareholders' Meeting;*
- 2) *to meet the requirements in accordance with the applicable law and regulations for the appointment as Director, and that there are no reason of incompatibility or ineligibility in accordance with the provisions of law for the appointment as Director;*
- 3) *that I consider myself in possession of the independence requirements pursuant to Article 148, subsection 3, of Legislative Decree 58/98 and Article 3 of the Corporate Governance Code of Listed Companies.*

In witness whereof,



March 23rd 2018

Romina Guglielmetti

Corso Venezia no. 24
20121 Milano
02.780354
r.guglielmetti@starclex.it



*Born in Piacenza on March 18, 1973
married, two children*

CURRICULUM VITAE

She specialises in corporate governance, corporate law, banking and capital markets law and provides advice to listed and private companies, financial intermediaries and banks.

She advises companies on:

- ordinary corporate matters: creation and implementation of governance, and compliance & control systems, including through the drafting, analysis and updating of by-laws, compliance, control and internal dealing procedures, ethical codes and of the structure and functions of board committees. Romina assists listed companies on the legal and compliance aspects of their relationships with investors and regulatory bodies, with a specific focus on the completeness, coherence and correctness of their communications to the market and to the supervisory agencies. She assists companies and financial intermediaries in dealing with *Consob* and in structuring their control procedures and on compliance with Bank of Italy regulations;
- extraordinary corporate matters: she advises companies and financial intermediaries on extraordinary transactions such as IPOs, tender offers, M&A, spin offs and demergers.

Romina has considerable expertise on the corporate governance of listed and state controlled companies with a focus, *inter alia*, on control systems (both at individual and group level), gender diversity and succession plannings. She also specializes in corporate governance assessment.

Romina has also gained over ten years of professional experience in the banking sector by assisting leading operators on corporate governance and compliance issues. She also acquired (both as legal consultant and as independent director) a valuable experience and expertise in the following areas:

- corporate investment banking (since 2002, legal assistance to various market key players especially in extraordinary capital markets transactions);



Romina Guglielmetti

- wealth management (as Independent Director, Chairman as well as Chairman of the Control and Risk Committee of *Banca Esperia*);
- consumer banking (as Risk Committee Chairman of *Compass Banca S.p.A.*).

Professional Experiences

Romina is the founder of STARCLEX - *Studio Legale Associato Guglielmetti*, from 2013 to date. Before founding STARCLEX - Studio Legale Associato Guglielmetti, in 2013, she collaborated with of Studio Santa Maria, between 2007 to 2010 and, as a partner, from 2010 to 2013. Prior to that, she was of counsel for *Studio Notarile Marchetti* from 2004 to 2007 and senior associate of *Studio Legale Bonelli Erede* from 2000 to 2004.

Offices

- *Banca Esperia S.p.A.* (March 26, 2015 – April 7, 2017) - Independent Member of the Board of Directors and Member of the Control and Risk Committee; (April 7, 2017, December 1, 2017) Chairman of the Board of Directors and Chairman of the Risk and Internal Control Committee.
- *Tod's Group S.p.A.* (April 22, 2015 to date) - Independent Member of the Board of Directors. Member of the Control and Risk Committee and of the Independent Directors Committee.
- *Servizi Italia S.p.A.* (April 22, 2015 to date) - Independent Member of the Board of Directors. Chairman of the Control and Risk Committee and Member of the Remunerations and Nominations Committee.
- *Pininfarina S.p.A.* (April 29, 2015 to date) - Independent Member of the Board of Directors. Member of the Control and Risk Committee and of the Related Party Committee.
- *Compass Banca S.p.A.* (May 27, 2015 to date) - Independent Member of the Board of Directors and Chairman of the Risk Committee.
- *NTV S.p.A.* (December 9, 2015 – January 17, 2018) - Independent Member of the Board of Directors.
- *MBFACTA S.p.A.* (April 1, 2016 to date) - Independent Member of the Board of Directors.
- *Enel S.p.A.* (May 26, 2016 to date) - Statutory Auditor.



Romina Guglielmetti

- *ACF Fiorentina S.p.A.* (March 27, 2017 to date) - Independent Member of the Board of Directors.
- *Firenze Viola S.r.l.* (August 2, 2017 to date) - Independent Member of the Board of Directors.
- *Nedcommunity* (May 15, 2017 to date) - Member of the Board of Directors.

Academic activity

- Lecturer at ABI (Italian Banking Association), since 2014
- Lecturer at the Executive Master “Board Directors and Statutory Auditors of Public and Private Companies” (24oreBusiness School), April 2017
- Adjunct Professor of Corporate Governance and Corporate Finance at *LUISS Guido Carli* University - Department of Business and Management and Department of Economics and Finance

Other professional activities

- Consultant of the Italian Ministry of Equal Opportunities (*Ministero delle Pari Opportunità*)
- Coordinator and speaker at conferences in the field of corporate law, banking law and with a focus on corporate governance and internal controls systems

Education

- 1998 – Advanced Degree in Transactional Studies, University of *Trento*
- 1998 – Juris Doctor, University of *Parma* (Final score 110/110 *Magna Cum Laude*)
- 1993 – Classical High School Diploma, *Liceo Classico D. Manin* of *Cremona*, Italy

Associations and Institutions

- Milan Bar Association (since 2000)
- Nedcommunity
- ADGI (Italian Jurist Women’s Association, Milan)

Awards

2017 – Best Corporate Lawyer of the Year (Corporate M&A Awards - Legalcommunity)



Romina Guglielmetti

2018 – Most Influential Woman in Corporate Law 2018 (Global Excellence Awards – Acquisition International)

I authorize with the use of my personal data for the purposes pursuant to the Legislative Decree no. 196/2003.

A handwritten signature in black ink, appearing to read "Romina Guglielmetti".A handwritten signature in black ink, appearing to read "Romina Guglielmetti".

Tod's S.p.A.
Via Filippo Della Valle, 1
63811 Sant'Elpidio a Mare (FM)

Candidacy for the office of member of the Board of Directors of Tod's S.p.A.

I, the undersigned EMANUELE DELLA VALLE, born in Macerata, on 11/06/1975, Fiscal Code DLLMNL75H11E783L, nominated for the office of member of Board of Directors of Tod's S.p.A. by the Shareholder DI.VI. Finanziaria di Diego Della Valle & C. S.r.l.

CERTIFY

- 1) *to accept the nomination and therefore to accept from now the office of Director of Tod's S.p.A. should I be appointed by the Company Shareholders' Meeting;*
- 2) *to meet the requirements in accordance with the applicable law and regulations for the appointment as Director, and that there are no reason of incompatibility or ineligibility in accordance with the provisions of law for the appointment as Director;*
- 3) *that I consider myself not in possession of the independence requirements pursuant to Article 148, subsection 3, of Legislative Decree 58/98 and Article 3 of the Corporate Governance Code of Listed Companies.*

In witness whereof,



March 23rd 2018

EMANUELE DELLA VALLE

Born in Italy 1975

EDUCATION

Attended Boarding School at Le Rosey in Switzerland

EXPERIENCE

1995: Responsible for the Introduction of TOD's Boat Competition line with promotional event spanning the entire length of the Louis Vuitton Cup and America's Cup in San Diego California.

1997: Worked in Hong Kong for Joyce Department Store in various roles ranging from sales associate in Giorgio Armani to assisting the Senior buyer of different Luxury collections.

1998: Moved to NY to work as the assistant to the Publisher of Vogue magazine

1999: Worked for TOD's subsidiary in U.S. focusing on the marketing communications and Retail expansion.

2001: Moved to Italy to oversee worldwide marketing for TOD's group from Milan focusing on Advertising, Product design and large-scale events.

2003-2010: Created Formapura: a full service Marketing and Creative agency working mostly for the TOD's group as a supplier of a range of services, and 360 degree marketing projects: Product design concepts to advertising campaigns, catalogs to websites, and worldwide branding events to specific retailing events.

2010-Present

Founder and Chairman of Mediabend Inc, company that creates premium digital content in the lifestyle sector with e-commerce capabilities.

2015 – Present

Written and directed a feature film and set up a company for development of movies and branded content.

Currently sits on the Board of Directors at TOD's S.p.A. and Italian Entertainment Group S.p.A.

Tod's S.p.A.
Via Filippo Della Valle, 1
63811 Sant'Elpidio a Mare (FM)

Candidacy for the office of member of the Board of Directors of Tod's S.p.A.

I, the undersigned Umberto Macchi di Cellere, born in Rome (RM), on 05/10/1964, Fiscal Code MCCMRT64R05H501U, nominated for the office of member of Board of Directors of Tod's S.p.A. by the Shareholder DI.VI. Finanziaria di Diego Della Valle & C. S.r.l.

CERTIFY

- 1) *to accept the nomination and therefore to accept from now the office of Director of Tod's S.p.A. should I be appointed by the Company Shareholders' Meeting;*
- 2) *to meet the requirements in accordance with the applicable law and regulations for the appointment as Director, and that there are no reason of incompatibility or ineligibility in accordance with the provisions of law for the appointment as Director;*
- 3) *that I consider myself not in possession of the independence requirements pursuant to Article 148, subsection 3, of Legislative Decree 58/98 and Article 3 of the Corporate Governance Code of Listed Companies.*

In witness whereof,



March 23rd 2018

Umberto Macchi di Cellere

Umberto Macchi di Cellere was born in Rome, on October 5th 1964. After the Classical studies at school, he took a Degree cum laude in Business Administration (Economia e Commercio) at the public University of Rome 'La Sapienza'.

He is currently General Manager of the Tod's Group, which he joined in December 2017.

He was from 2001 to 2017 with Bulgari, Italian Multinational Company creating and selling Jewellery, Watches, Leather Goods and Fragrances, which was acquired by LVMH in 2011.

He was President and member of the Board of central and local Companies of the Bulgari Group, and had 3 main responsibilities over his time within the Bulgari Group:

The last one, from 2009 to 2017, as Worldwide Managing Director Sales for the entire Bulgari Brand. His task was to lead the Commercial development of the Brand, through a network of over 300 mono-brand boutiques, plus a selected group of high-end retailers.

He was leading the team made by the Country/Region Managing Directors, plus central functions like Store Design, Merchandising, High Jewellery, and Channel Management.

His focus was the upgrade of the Retail business and the lead of Marketing plans aimed at developing the Brand Image and desirability.

From 2003 to 2009 he was Worldwide Managing Director of the Watches Business Unit. His main tasks have been the upgrade of the product assortment and a vertical integration of the supply chain. He oversaw New Products Development, Marketing, Quality, Production, and of the acquisition and management of a network of Swiss ateliers and suppliers.

From 2001 to 2002 he has been Managing Director of Bulgari Parfums Italia, the local Affiliate managing the business of Fragrances and Cosmetics.

Before Bulgari, he was for 10 years in Johnson & Johnson, American Multinational Company commercializing Toiletries, Skincare and Personal care.

His last role was as International Business Development Director of the dermatological business of the EMEA region.

Previously, he spent 8 years within the Marketing department, covering progressive roles up to leading the Marketing Department of Johnson & Johnson Italy, taking care of Advertising, Media, Trade Marketing, Product development.

Milano, 19/3/2018

Tod's S.p.A.
Via Filippo Della Valle, 1
63811 Sant'Elpidio a Mare (FM)

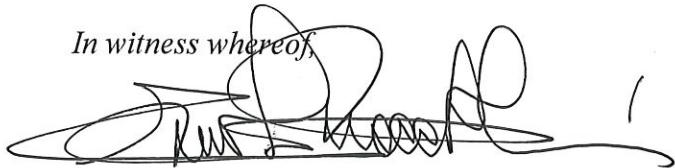
Candidacy for the office of member of the Board of Directors of Tod's S.p.A.

I, the undersigned EMILIO MACELLARI, born in Civitanova Marche, on 11/03/1958, Fiscal Code MCLMLE58C11C770U, nominated for the office of member of Board of Directors of Tod's S.p.A. by the Shareholder DI.VI. Finanziaria di Diego Della Valle & C. S.r.l.

CERTIFY

- 1) *to accept the nomination and therefore to accept from now the office of Director of Tod's S.p.A. should I be appointed by the Company Shareholders' Meeting;*
- 2) *to meet the requirements in accordance with the applicable law and regulations for the appointment as Director, and that there are no reason of incompatibility or ineligibility in accordance with the provisions of law for the appointment as Director;*
- 3) *that I consider myself not in possession of the independence requirements pursuant to Article 148, subsection 3, of Legislative Decree 58/98 and Article 3 of the Corporate Governance Code of Listed Companies.*

In witness whereof,



March 23rd 2018

EMILIO MACELLARI

Emilio Macellari was born in Civitanova Marche (MC) on March 11th 1958.

An accountant, he manages his own chartered accounting office in Civitanova Marche (MC), providing consultancy to small and medium-sized enterprises. In addition, he has degrees in Legal and Political Sciences; in the course of his professional activities he has acquired financial, corporate and fiscal skills. He has assisted important fashion groups, including extraordinary operations (Mergers & Acquisition).

Alongside his professional activities, he has co-operated with the Università degli Studi di Ancona and with the Università degli Studi di Macerata in educational activities.

He is a member of Board of Directors of many Italian and foreign companies.

Tod's S.p.A.
Via Filippo Della Valle, 1
63811 Sant'Elpidio a Mare (FM)

Candidacy for the office of member of the Board of Directors of Tod's S.p.A.

I, the undersigned Cinzia Oglio, born in Vigevano on December 5th, 1970, Fiscal Code GLOCNZ70T45L872S, nominated for the office of member of Board of Directors of Tod's S.p.A. by the Shareholder DI.VI. Finanziaria di Diego Della Valle & C. S.r.l.

CERTIFY

- 1) *to accept the nomination and therefore to accept from now the office of Director of Tod's S.p.A. should I be appointed by the Company Shareholders' Meeting;*
- 2) *to meet the requirements in accordance with the applicable law and regulations for the appointment as Director, and that there are no reason of incompatibility or ineligibility in accordance with the provisions of law for the appointment as Director;*
- 3) *that I consider myself not in possession of the independence requirements pursuant to Article 148, subsection 3, of Legislative Decree 58/98 and Article 3 of the Corporate Governance Code of Listed Companies.*

In witness whereof,



March 23rd 2018

Cinzia Oglio

Born in Vigevano on December 5th, 1970

PROFESSIONAL EXPERIENCES

Since 2001 **TOD'S Spa – INVESTOR RELATIONS MANAGER – Milan**

1999-2001 **BANCA COMMERCIALE ITALIANA – Milan Head Office - *Finance Department - Office of Equity Capital Market - Senior Analyst***

1997 -1999 **BANCA COMMERCIALE ITALIANA – Milan Head Office
*Office of Equity Investments – Senior Analyst***

1994-1997 **Westdeutsche Landesbank (Europa) AG – Milan Branch
*Corporate Finance – Analyst***

1994 **UNIVERSITA' COMMERCIALE "L. Bocconi" – Milan
*Finance Department – Prof. Bertoni – Assistant in Finance***

TRAINING

1994 Qualification to the profession of Chartered Accountant from Università Commerciale "L. Bocconi" , Milan

1993 Degree in Economics from Università Commerciale "L. Bocconi", Milan
- *Vote 110/110 cum laude*
Degree thesis: "Risk management of interest rate in the liability management of the industrial companies; tools and techniques of immunization in the latest theory and practice."
Relatore: Prof. Alberto Bertoni; Correlatore: Prof. Giorgio Bertinetti

1989 Scientific Maturity achieved at Liceo Scientifico Statale "Respighi" in Piacenza, *Vote 60/60*

FOREIGN LANGUAGES AND INFORMATIC TOOLS

- English: Fluent ; German: Scholastic.
- Mastery of the programs Microsoft Office (Powerpoint, Excel, Word); able to use Bloomberg/Thomson Reuters platforms

Tod's S.p.A.
Via Filippo Della Valle, 1
63811 Sant'Elpidio a Mare (FM)

Candidacy for the office of member of the Board of Directors of Tod's S.p.A.

I, the undersigned Pier Francesco Saviotti, born in Alessandria, on June 16th 1942, Fiscal Code SVTPFR42H16A182T, nominated for the office of member of Board of Directors of Tod's S.p.A. by the Shareholder DI.VI. Finanziaria di Diego Della Valle & C. S.r.l.

CERTIFY

- 1) *to accept the nomination and therefore to accept from now the office of Director of Tod's S.p.A. should I be appointed by the Company Shareholders' Meeting;*
- 2) *to meet the requirements in accordance with the applicable law and regulations for the appointment as Director, and that there are no reason of incompatibility or ineligibility in accordance with the provisions of law for the appointment as Director;*
- 3) *that I consider myself (not) in possession of the independence requirements pursuant to Article 148, subsection 3, of Legislative Decree 58/98 and Article 3 of the Corporate Governance Code of Listed Companies.*

In witness whereof,



March 23rd 2018

PIER FRANCESCO SAVIOTTI

Born in Alessandria on 16th June 1942

He lives in Milan, Via Marco de Marchi, 5

Married, with 1 child

Degree in Business Administration

Current positions

- Chairman of the Executive Committee and Member of Banco BPM S.p.A. since 1th January 2017
- Director of Tod's S.p.A. since 7th October 2000
- Member of the Board of the Italian Banking Association (ABI) since 18th March 2009

Previous experiences

- Chief Executive Officer of Banco Popolare from 7th December 2008 to 31st December 2016
- Member of the Executive Committee of the Italian Banking Association (ABI) from 18th March 2009 to 31st December 2016
- Director of Moncler S.p.A from 1st January 2009 to April 2016
- Director of Nuovo Trasporto Viaggiatori S.p.A. from 11th July 2008 to 2nd December 2014
- Director of Stefanel S.p.A. from 30th June 2000 (Member of the Executive Committee from 13th July 2000 to 27th June 2002) to 29th April 2014
- Director of Brembo S.p.A. from 29th April 2008 to 29th April 2014
- Director of F.C. Internazionale Milano S.p.A. from 30th January 2004 to 25th November 2013
- Vice Chairman of Merrill Lynch Europe and Senior Advisor for Italy of Merrill Lynch International from May 2006 to 9th December 2008
- General Manager of Banca Intesa S.p.A. in charge of the Credit area from July 2002 to December 2005
- In 2000, he set up the Luxembourg-based Private Equity fund Equinox
- Managing Director of Banca Commerciale Italiana S.p.A. from March 1998 to June 1999
- General Manager of Banca Commerciale Italiana S.p.A. from April 1997 to February 1998
- Director of Mediobanca S.p.A from 29th September 1997 to 4th August 1999

His banking career started in 1962 with Banca Commerciale Italiana, where he has built a more than thirty-year-long experience base spanning multiple disciplines, with a major focus on branch network activities and the Credit sector, and has since progressed to reach the top management positions described above. He has also filled various offices in listed and unlisted companies.

Verona, 27th March 2018



23 Marzo 2018

Tod's S.p.A.
Via Filippo Della Valle, 1
63811 Sant'Elpidio a Mare (FM)

Candidacy for the office of member of the Board of Directors of Tod's S.p.A.

I, the undersigned [Michele Scannavini •], born in [Ferrara •], on [21/04/1959 •], Fiscal Code [SCNMHL59D21D5480 •], nominated for the office of member of Board of Directors of Tod's S.p.A. by the Shareholder DI.VI. Finanziaria di Diego Della Valle & C. S.r.l.

CERTIFY

- 1) to accept the nomination and therefore to accept from now the office of Director of Tod's S.p.A. should I be appointed by the Company Shareholders' Meeting;*
- 2) to meet the requirements in accordance with the applicable law and regulations for the appointment as Director, and that there are no reason of incompatibility or ineligibility in accordance with the provisions of law for the appointment as Director;*
- 3) that I consider myself (not) in possession of the independence requirements pursuant to Article 148, subsection 3, of Legislative Decree 58/98 and Article 3 of the Corporate Governance Code of Listed Companies.*

In witness whereof,



March 23rd 2018

MICHELE SCANNAVINI – BIOGRAPHY

Address : Via Mercato 14, 20100 Milano
e-mail: Michele.scannavini@gmail.com

2016 up to the present time **PRESIDENT OF ITALIAN TRADE AGENCY – ICE**

Government agency for the promotion of Made in Italy in the world and the attraction of foreign investments in Italy.

2015 up to the present time **MEMBER OF THE BOARD OF DIRECTOR OF TOD'S S.P.A.**

2015 up to the present time **Investor and member of the investment committee for E-Novia, high-tech start-ups incubator**

2002-2014 COTY

Global top player in the cosmetic industry; \$4.7bn revenues, 16% EBIDTA
Leader in perfume, strong position in color cosmetic and skin care.

2012-2014 COTY CEO

Key achievements:

- IPO at NYSE in 2013
- Changed the organization design and operating model
- Accelerated development of Emerging Markets (from 23% to 28% of total business)
- Created the center of digital competence

2002-2012 PRESIDENT COTY PRESTIGE

- multiplied net revenues and profit
- acquisition and integration of Unilever beauty division
- numerous new licensing contracts, including top designers such as Marc Jacobs, Bottega Veneta, Miu Miu, Cavalli, Balenciaga.
- Development of a strong and innovative “faster,further,freer” culture.

1999-2002 FILA GROUP - CEO

A sport-fashion industry (apparel and shoes)

- material reduction of operating losses
- repositioning of the brand
- start-up of retailing program including Flagship stores (Milan and London) and franchised stores

1992-1999 FERRARI - VP Marketing and sales worldwide

Global leader in sport and luxury car industry.

1990-1992 GALBANI – MARKETING DIRECTOR

Galbani is leader in Italy in food industry (cheese and fresh dairy products)

1984-1990 PROCTER and GAMBLE – BRAND MANAGE

Global leader in different categories of goods

Graduated in Business management in Milano, Bocconi University in 1984

Languages spoken: Italian, English, French

Tod's S.p.A.
Via Filippo Della Valle, 1
63811 Sant'Elpidio a Mare (FM)

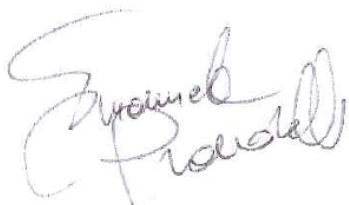
Candidacy for the office of member of the Board of Directors of Tod's S.p.A.

I, the undersigned Emanuela Prandelli, born in Lecco, on 17/07/1970, Fiscal Code PRNMNL70L57E507E, nominated for the office of member of Board of Directors of Tod's S.p.A. by the Shareholder DI.VI. Finanziaria di Diego Della Valle & C. S.r.l.

CERTIFY

- 1) *to accept the nomination and therefore to accept from now the office of Director of Tod's S.p.A. should I be appointed by the Company Shareholders' Meeting;*
- 2) *to meet the requirements in accordance with the applicable law and regulations for the appointment as Director, and that there are no reason of incompatibility or ineligibility in accordance with the provisions of law for the appointment as Director;*
- 3) *that I consider myself in possession of the independence requirements pursuant to Article 148, subsection 3, of Legislative Decree 58/98 and Article 3 of the Corporate Governance Code of Listed Companies.*

In witness whereof,



March 23rd 2018

EMANUELA PRANDELLI

LVMH Associate Professor of Fashion & Luxury Management
Department of Management & Technology – Bocconi University

Director of Master in Fashion, Design, & Experience
SDA Bocconi School of Management

Emanuela Prandelli is LVMH Associate Professor of Fashion & Luxury Management within the Department of Management & Technology of Bocconi University. She is the representative of affiliates of CRIOS, Center for Research on Innovation, Organization, and Strategy at Bocconi University.

She holds a Ph.D. in Management from Bocconi University and served as a Research Assistant at St.Gallen University and at the Research Center on Technology, Innovation, and eCommerce of the Kellogg School of Management, Northwestern University. She has also been Visiting Professor at the same Kellogg School of Management and at WU Vienna University of Economics and Business.

She is the Director of the Master in Fashion, Design, & Experience (MAFED) of SDA Bocconi School of Management, where she is the Leader of the Knowledge Center in Fashion and Design and Senior Lecturer within the Marketing Department. She teaches fashion and luxury management, innovation management, digital strategy, and marketing management. She has been coordinating ad-hoc initiatives for several companies, such as Artsana and Johnson & Johnson, in the fast moving consumer goods industry; RCS Group and Mondadori, in the publishing industry; Enel in the energy industry; Esprinet, IBM, and Philips, in the consumer electronics; Microsoft, Tim, and Vodafone, in the Telco.

She is responsible for the Fashion & Luxury Topic of Bocconi Alumni Association.

In 2012 she won the “Innovation Excellence Award” in custom executive programs. In 2008 she was prizred as the best teacher of the Marketing Department at SDA Bocconi in 2007.

She also teaches Marketing Management at the Executive Master in Marketing & Sales (EMMS), Marketing & CRM in Luxury and Digital & Interactive Marketing at the Master in Business Administration (MBA), and Marketing Management and Customer Relationship Management & Digital Strategy at the Master in Fashion, Design and Experience of SDA Bocconi.

Her research focus regards collaborative marketing and open innovation, digital business and social media marketing. She has a special interest in exploring these topics in the fashion and luxury industry and in the publishing industry. She permanently develops her research projects in collaboration with the Kellogg School of Management of Northwestern University and the User Innovation Group of the MIT, Boston.

She published several national and international books and articles in leading international journals, such as Journal of Marketing, Journal of Business Venturing, California Management Review, Organization Studies, Journal of Interactive Marketing, MIT Sloan Management Review, European Management Journal, Communications of the Association for Information Systems. She won the 2001 Accenture Award for the best paper published in California Management Review in 2000. She also was Runner-up for the Theo Scholler-Preis 2011, Munich Best Paper Award Innovation Management,

and for the JIM's 2006 Award for the Best Paper published in the Journal of Interactive Marketing in 2005.

Her Ph.D. Dissertation was prized by Booz Allen & Hamilton and financed by the Marketing Science Institute of Cambridge. She also got the award for distinctive academic research from Bocconi University for the results achieved during the periods 2001-2003, 2005-2007, and 2013-2014.

63811 Sant'Elpidio a Mare (FM)

Candidacy for the office of member of the Board of Directors of Tod's S.p.A.

*I, the undersigned Maria Capparelli], born in Napoli, on 11/06/1974 Fiscal Code
cppmra74h51f839e, nominated for the office of member of Board of Directors of Tod's
S.p.A. by the Shareholder DI.VI. Finanziaria di Diego Della Valle & C. S.r.l.*

CERTIFY

- 1) *to accept the nomination and therefore to accept from now the office of Director of Tod's S.p.A. should I be appointed by the Company Shareholders' Meeting;*
- 2) *to meet the requirements in accordance with the applicable law and regulations for the appointment as Director, and that there are no reason of incompatibility or ineligibility in accordance with the provisions of law for the appointment as Director;*
- 3) *that I consider myself in possession of the independence requirements pursuant to Article 148, subsection 3, of Legislative Decree 58/98 and Article 3 of the Corporate Governance Code of Listed Companies.*

In witness whereof,



March 26rd 2018



Marilù Capparelli
PhD, Attorney at Law
Director - Legal at Google

Email: marilucapparelli@gmail.com
Nationality: Italian

Marilù Capparelli is one of the managing directors of Google Legal Department in the EMEA area and she leads a team of lawyers located in different countries. Marilù is an Italian qualified lawyer with experience within major international law firms, at the Court of Justice of the European Union and inhouse. Before joining Google, she was Head of Legal and Government Affairs at eBay Inc., Skype and Paypal. She graduated and has a PhD at the University of Bologna where she used to be visiting lecturer in the Civil Law Department and she also specialized in EU law working at Court of Justice of the European Union and studying at the College of Europe. She has a lecture and executive committee member role at the Bocconi LLM program Law of Internet Technology, at the SDA Bocconi Executive Program on Digital Economy and Law and tax implications of new business models and at LUISS Executive program in European Data Protection Law. She is the author of several legal articles and she frequently gives speeches at legal and policy conferences. She has recently been selected amongst Italian leader in her sector by Harvard Law School to give a speech to the faculty on legal and policy challenges in the Digital Era. She is fluent in Italian, Spanish, French and English and she has basic knowledge of German. She has obtained several honors and international awards. She has been recently listed amongst the 30 most influential Italian women lawyers. In September 2016, she was appointed member of the Board of Director of RCS MediaGroup where she is currently a board independent director and she also covers the role of Lead Independent Director.