

## **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

THIS NOTICE CANCELS AND REPLACES THE PREVIOUS CALL FOR 22 APRIL 2020

### **NOTICE OF CALL FOR THE ORDINARY SHAREHOLDERS' MEETING**

The Ordinary Shareholders' Meeting is hereby convened at the Company's registered office located in Sant'Elpidio a Mare (in the province of Fermo), at Via Filippo Della Valle no. 1, on first call on **3 June 2020 at 11:00 a.m.** and, if necessary, on second call on 26 June 2020, at the same time and place, in order to pass resolutions on the following

#### **AGENDA**

1. *Financial Statements at 31.12.2019; Directors' Report on Operations; Board of Statutory Auditors' and Independent Auditors' Reports; allocation of profits; any related and consequent resolutions.*
2. *Authorisation of the purchase and disposition of own shares pursuant to Articles 2357 and ff. of the Italian Civil Code, as well as Article 132 of Legislative Decree no. 58 of 24 February 1998, subject to the prior revocation of the resolution passed by the Shareholders' Meeting on 19 April 2018 for what has not been used; any related and consequent resolutions.*
3. *Remuneration Policy pursuant to Article 123-ter of Legislative Decree no. 58 of 24 February 1998; Report on the remuneration policy and on the compensations paid pursuant to Article 123-ter of Legislative Decree no. 58 of 24 February 1998; any related and consequent resolutions.*
4. *Appointment of the Independent Auditor for the period 2021-2029; fixing of related fees; any 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, exclusively through the representative appointed by the Company as specified below, 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 **25 May 2020**, 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 29 May 2020); 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.

Taking into account the containment measures in place in order to face the exceptional epidemiological emergency situation by Covid-19, pursuant to art. 106, paragraph 4 of the Law Decree of 17 March 2020 n. 18 (the so-called "**Italian Care Decree**" passed into law on 24 April 2020), **the participation in the Shareholders' Meeting of those who have the right to vote is only allowed through the representative appointed by the Company** pursuant to art. 135-*undecies* of the TUF, to which proxy or sub delegation must be conferred, with the methods and conditions indicated below.

The Company has designated Computershare S.p.A. - with registered office in Milan, via Mascheroni n. 19, 20145 - to represent the Shareholders pursuant to art. 135-*undecies* of the TUF ("**Designated Representative**").

In consideration of the current epidemiological emergency situation from Covid-19 and in compliance with the fundamental principles of health protection, the Directors, Auditors, the Designated Representative, as well as other legitimate subjects other than those who have the right to vote ( who will have to delegate powers to the Designated Representative), will be able to take part in the Shareholders' Meeting through telecommunication means which also guarantee their identification, in compliance with the provisions of art. 106, paragraph 2 of the Cura Italia Decree. The instructions for participation in the Shareholders' Meeting by telecommunication means will be disclosed by the Company to the interested parties.

#### **PROXY TO BE CONFERRED TO THE DESIGNATED REPRESENTATIVE**

Pursuant to art. 106, paragraph 4 of the Cura Italia Decree, the subjects entitled to vote who intend to attend the Shareholders' Meeting must alternatively confer to the Designated Representative:

- (i) proxy - with voting instructions - on all or some of the proposed resolutions on the items on the agenda, in compliance with the provisions of art. 135-*undecies* of the TUF, using the specific proxy form prepared by the same Designated Representative in accordance with the Company, available on the Company's website at [www.todsgroup.com](http://www.todsgroup.com) (section "Governance / Shareholders' Meeting / Documents for Shareholders' Meeting of June 3, 2020 "). This proxy form with voting instructions, together with a copy of a valid document, must be sent to the Designated Representative at the certified e-mail address [ufficiomilano@pecserviziotitoli.it](mailto:ufficiomilano@pecserviziotitoli.it) , or by following the instructions on the form itself, within the end of the second open market day before the date set for the Shareholders' Meeting (i.e. by 1 June 2020 in relation to the first call or by 24 June 2020 in relation to the second call) and within the same terms it may be revoked. The proxy thus conferred has effect only for the proposals in relation to which voting instructions have been granted.
- (ii) proxy or sub delegation in the manner provided by the legislation - including regulatory - in force, in compliance with the provisions of art. 135-*novies* of the TUF and by way of derogation from art. 135-*undecies*, paragraph 4 of the TUF. For this purpose, a form to be used for conferring the proxy / sub delegation may be found on the Company's website at [www.todsgroup.com](http://www.todsgroup.com) (section "Governance / Shareholders' Meeting / Documents for the Shareholders' Meeting of June 3, 2020") for the participation and the vote in the Shareholders' Meeting. The proxies / sub delegations, together with a copy of a valid document and the necessary voting instructions, must be sent to the Designated Representative at the certified email address [ufficiomilano@pecserviziotitoli.it](mailto:ufficiomilano@pecserviziotitoli.it) , or by following the instructions on the form itself within 2 June 2020 (or within 25 June 2020).

The granting of the proxy to the Designated Representative does not involve expenses for the delegating party (except for any shipping costs).

It should be noted that the shares for which the delegation, even partial, has been conferred, are counted for the purposes of the regular constitution of the Shareholders' Meeting. In relation to the proposals for which voting instructions have not been given, the shares are not counted for the purpose of calculating the majority and the share of capital required for the approval of the resolutions.

The Designated Representative will be available for clarification or information on 02-46776814 or to the email address [ufficiomi@computershare.it](mailto:ufficiomi@computershare.it).

## **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 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 - by the third day after the record date (i.e. by 28 May 2020) 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 25 May 2020 corresponding to the seventh trading day before the date set for the Shareholders' Meeting on first call (record date). Answers to questions duly received by 25 May 2020 will be provided by the Company by 12.00 on 1 June 2020 through publication on the Company's website at [www.todsgroup.com](http://www.todsgroup.com) (Governance section / Shareholders' Meeting / Documents for Shareholders' Meeting dated June 3, 2020) in order to enable those entitled to vote to knowingly express themselves on the items on the agenda.

The Company may give a single reply to the questions relating to the same matter.

## **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 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 19 May 2020); 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)).

## **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 no par value; there are no classes of shares other than ordinary shares.

The total amount of voting rights will be published on the Company's website in the terms set out in art. 85-bis of Consob Regulation no. 11971/99

As of today the Company does not hold own shares.

## **INFORMATION DOCUMENT**

The Report on the items first, third and fourth on the agenda prepared pursuant to Article 125-*ter* of Legislative Decree no. 58/1998 (including the proposed resolutions on items 3 and 4 on the agenda as well as the motions with reasons by the Board of Statutory Auditors pursuant to Article 16 of EU Regulation no. 537/2014) 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 system 1Info ([www.1info.it](http://www.1info.it)).

In the same way, the Report of the Board of Directors on the second item on the agenda prepared pursuant to art. 125-*ter* of TUF (including the related resolution proposal), will be made available to the public at least twenty one days before the Shareholders' Meeting (i.e. by 13 May 2020)

It is specified that the Annual Financial Report as at 31.12.2019 (including, among other things, the Financial Statements at 31.12.2019, the Directors' Report on Operations and the proposed resolution on item 1 on the agenda as well as the non-financial statement pursuant to Legislative Decree no. 254/2016), the Board of Statutory Auditors' and the Independent Auditors' Reports, the Report on Corporate Governance and Ownership Structures and the Report on the remuneration policy and on the compensations paid pursuant to Article 123-*ter* of Legislative Decree no. 58/1998 have been made available to the public since 14 April 2020 at the Company's registered office, in the Company's website ([www.todsgroup.com](http://www.todsgroup.com)) and in the authorised storage system 1Info ([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, 4 May 2020

For the Board of Directors  
The Chairman  
Diego Della Valle