

## 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

### NOTICE OF CALL FOR THE ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETING

The Ordinary and Extraordinary 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 **April 21<sup>st</sup> 2021 at 11:00 a.m.** and, if necessary, on second call on April 28<sup>th</sup> 2021, at the same time and place, in order to pass resolutions on the following

#### AGENDA

##### Ordinary meeting

1. *Financial Statements at 31.12.2020; Directors' Report on Operations; Board of Statutory Auditors' and Independent Auditors' Reports; allocation of annual result; any related and consequent resolutions:*
  - 1.1 *approval of Financial Statements at 31.12.2020 and of the Directors' Report on Operations;*
  - 1.2 *allocation of annual result.*
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; 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 fees paid pursuant to Article 123-ter of Legislative Decree no. 58 of 24 February 1998; any related and consequent resolutions:*
  - 3.1 *approval of the Remuneration Policy described in the first section of the Report on the remuneration policy and on the fees paid;*
  - 3.2 *advisory vote on the second section of the Report on the remuneration policy and on the fees paid.*
4. *Renewal of the Board of Directors for the period 2021-2023 upon determination of the numbers of members; fixing of related fees; authorization pursuant to article 2390 of the Italian Civil Code; any related and consequent resolutions:*
  - 4.1 *determination of the number of members of the Board of Directors;*
  - 4.2 *determination of the term of office of the Board of Directors;*
  - 4.3 *appointment of Directors;*
  - 4.4 *fixing the fees of the members of the Board of Directors and of the Executive Committee;*
  - 4.5 *authorization pursuant to article 2390 of the Italian Civil Code.*

##### Extraordinary meeting

1. *Proposals for modification of articles 7, 11 and 22 of the Articles of Association; any related and consequent resolutions.*

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

The persons who will be entitled to attend and vote at the Shareholders' Meeting, exclusively through the representative appointed by the Company pursuant to Article 106, paragraph 4 of Legislative Decree n. 18/2020 (passed into Law n. 27/2020 as last modify by the Law Decree n. 183/2020), will be those for whom the authorized intermediaries have given the required notice to the Company, attesting the entitlement to the right at the end of the day falling on **12 April 2021**, i.e. the **record date**. Those persons who become shareholders after said date will not be entitled to attend and vote at the Shareholders' Meeting.

For any information regarding *(i)* the modalities to attend the meeting (allowed only through the representative appointed by the Company, Computershare S.p.A.), *(ii)* the right to ask questions on the matters listed on the agenda and *(iii)* the right to require the amendment of the list of matters to be discussed as well as to propose a further resolution, please make reference to the full version of the notice of call made available to the public 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)).

## **LISTS OF CANDIDATES TO BE SUBMITTED FOR THE RENEWAL OF THE BOARD OF DIRECTORS**

With reference to point 4 on the ordinary agenda, please note that the appointment of the members of the Board of Directors will be made pursuant to Article 17 of the Company's bylaws on the basis of lists of candidates submitted at the registered office of the Company by **March 27<sup>th</sup>, 2021** by as many shareholders representing at least **2,5%** of the ordinary share capital, with the modalities indicated in the full version of the notice of call and in the Directors' Report on the items on the agenda of the Shareholders' Meeting pursuant to Art. 125-*ter* of Legislative Decree 58/98 made available at the Company registered office, on its institutional web site [www.todsgroup.com](http://www.todsgroup.com) and on the authorized storage device 1Info at [www.1info.it](http://www.1info.it).

## **INFORMATION DOCUMENT**

The Annual Financial Report at 31.12.2020 (including 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 and the Report on the remuneration policy and on the compensations paid, as well as the lists submitted for the renewal of the Board of Directors, shall be made available to the public by **31 March 2021** 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)). With the same modalities, the Report on the items on the agenda prepared pursuant to Article 125-*ter* of Legislative Decree no. 58/1998, is made available to the public.

Sant'Elpidio a Mare, 11<sup>th</sup> March 2021

For the Board of Directors  
The Chairman  
Diego Della Valle