

(COURTESY TRANSLATION FOR THE CONVENIENCE OF INTERNATIONAL READERS
FOR THE OFFICIAL DOCUMENTS PLEASE REFER TO THE ITALIAN VERSION)

Tod's S.p.A.

Via Filippo della Valle, 1
Sant'Elpidio a Mare (FM)
To the kind of the Board of Directors

Sant'Elpidio a Mare, 1st April 2022

Subject: Deposit of the list for the appointment of the members of the Board of Statutory Auditors

Dear Sirs,

Di.Vi. Finanziaria di Diego Della Valle & C. S.r.l. as Shareholder holding 50,291% of the share capital of Tod's S.p.A. (the "Company"), - 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 and the criteria envisaged by the diversity policy of the control body of the Company - hereby presents the following list of candidates for the appointment of the members of the Board of Statutory Auditors of the Company., 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 27 April 2022 on first call and, if necessary, on 28 April 2022 on second call.

Together with the list, Di.Vi. Finanziaria di Diego Della Valle & C. S.r.l. hereby presents also the curriculum vitae of each candidate and the list of management and control offices held in other companies, considered that – pursuant to the article 2400 of the civil code – at the time of appointment and before the acceptance, the offices of management and control held in other companies have to be disclosed to the Shareholders' Meeting; the candidate will update the list until the day of the appointment by the Shareholders' Meeting.

**List of candidates for the office of member of the Board of Statutory Auditors of
Tod's S.p.A. for financial years 2022-2024**

Standing Statutory Auditors:

- 1) Redaelli Fabrizio, born in Milan (MI), on 29th January 1960, Fiscal Code RDLFRZ60A29F205L;
- 2) Tula Piera, born in Nuoro (NU), on 1st August 1967, Fiscal Code TLUPRI67M41F979O;
- 3) Gaetani Gilfredo, born in Civitanova Marche (MC), on 22nd September 1957, Fiscal Code GTNGFR57P22C770R.

Alternate Statutory Auditors:

- 4) Colombo Enrico Maria, born in Milan (MI), on 10th April 1959, Fiscal Code CLMNCM59D10F205O;
- 5) Gandini Ines, born in Rome (RM), on 4th November 1968, Fiscal Code GNDNSI68S44H501G.

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

- i)* declaration of acceptance of candidature and possible appointment, containing the statement regarding the absence of reasons of incompatibility and ineligibility provided by law for the office of auditors, and the statement of the existence of the requirements prescribed for the office by law, regulations and Articles of Association for the office of auditors;
- ii)* *curriculum vitae*, as well as the list of management and control offices held in other companies, pursuant to Article 2400, paragraph 4 of the civil code.

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 an interest of more than 1%.

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

2.1 Appointment of the Board of Statutory Auditors and its President.

1) *“The Shareholders' Meeting:*

RESOLVES

to appoint as members of the Board of Statutory Auditors for the financial years 2022-2024, and so until the Shareholders' Meeting convened to approve the financial statements as of 31 December 2024, the following candidates chosen from the list submitted by the shareholder Di Vi Finanziaria di Diego Della Valle & C. S.r.l.:

- 1) Redaelli Fabrizio, Fiscal Code RDLFRZ60A29F205L, *as Chairman;*
- 2) Tula Piera, Fiscal Code TLUPRI67M41F979O, *as Standing Auditor;*
- 3) Gaetani Gilfredo, Fiscal Code GTNGFR57P22C770R, *as Standing Auditor;*
- 4) Colombo Enrico Maria, Fiscal Code CLMNCM59D10F205O, *as Alternate Auditor;*
- 5) Gandini Ines, Fiscal Code GNDNSI68S44H501G, *as Alternate Auditor.*

2.3 Fixing the remuneration of the members of the Board of Statutory Auditors.

2) *“The Shareholders' Meeting:*

RESOLVES

to determine in:

- Euro 90.000,00 the gross annual remuneration to be assigned to the Chairman of the Board of Statutory Auditors;*
- Euro 60.000,00 the gross annual remuneration to be assigned to each Statutory Auditor.”*

without prejudice to the recognition of the insurance coverage provided for by the remuneration policy of Tod's S.p.A. in force from time to time”.

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

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

Subject: Candidacy for the office of member of the Board of Statutory Auditors of Tod's S.p.A.

I, the undersigned REDAELLI FABRIZIO, born in MILAN on 29 January 1960, Fiscal Code RDLFZRZ60A29F205L, nominated for the office of standing member of the Board of Statutory Auditors of Tod's S.p.A. (the "Company") 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 standing Statutory Auditor of Tod's S.p.A. should I be appointed by the Company Shareholders' Meeting;*
- 2) *not to be subject to any of the ineligibility or incompatibility circumstances provided by the applicable law and regulations which discipline acceptance of the office of Statutory Auditor;*
- 3) *to meet the requirements provided by the applicable law and regulations and by the Articles of Association in order to hold the office of Statutory Auditor, including, in particular, the professionalism, integrity and independence requirements;*
- 4) *to be informed, pursuant to and for the purposes of Regulation (EU) 2016/679 and the legislation pro tempore in force, that the personal data collected will be processed by the Company, including by computer, as part of the procedure for which this statement is made, and in the case of appointment for the purposes of the duties related to the position, authorizing the same to proceed with the publications of the law for that purpose.*

Milan, march 29th 2022

In witness whereof,



FABRIZIO REDAELLI

Chartered Accountant – Official Roll of the Jurisdiction of the Court of Milan and Lodi – no. 4084
Member of the Register of Accountants under number 93403 (Official Gazette of Italy no. 87 dated 2nd November 1999)
Senior Partner Redaelli & Associati – Professional Association

Fellow at the SDA Bocconi School of Management (SDA) Milan - Real estate, Corporate Finance, Administration and Auditing Department

<http://www.sdbocconi.it/it/faculty/redaelli-fabrizio>

BIOGRAPHICAL NOTES

Born in Milan, 29th January 1960

Degree in Business Economy awarded from the 'L. Bocconi' University of Milan
(Corporate Finance)

Contact details: Studio Redaelli & Associati
Via Senato, 15
20121 Milan (Italy)
Phone: +39 (02) 76.001.740
e-mail: fr@redaelliassociati.it

SDA Bocconi
Via Bocconi, 8
20100 Milan (Italy)
e-mail: fabrizio.redaelli@sdabocconi.it

ACTIVITIES AND EXPERTISES

As part of his business activity he provides advice to groups and to companies on financial, accounting and tax issues. He takes on corporate positions as Independent Director, Statutory Auditor, Supervisor member and Executive Director in the context of specific projects.

He also advises its clients on mergers and acquisitions, identifying new financing and financial restructuring (debt advisory) solutions, company valuations, fairness opinions, appraisals (corporate valuation) and corporate governance issues.

MAIN PROFESSIONAL OFFICES

Currently Director on the Board of the following companies:

Kedrion Spa (Pharma) – Lucca –
Holland Coordinator & Service Company Italia Spa (Holding) – Milano
Eagle Pictures Spa (Movies content provider) – Milano -
Prima TV Spa (Television Network) – Milano -
Siat Spa –(Packaging) – Como
ePrice Spa – (e commerce) – Milano - Titoli quotati MTA Borsa di Milano
Auliv Spa – (Holding– Prima Assicurazioni S.p.A.)

Currently member of the Board of Auditors of the following companies:

Tod's Spa (Lusso - calzature) – Sant'Elpidio a Mare (FM) – Listed shares at MTA Milano
Style Capital Sgr Spa (Private Equity) – Milano
Polis Sgr (Real Estate Investment Fund) – Milano -
Be Cause Sicaf Spa (Sicaf Litigation Fund – Milano)
Naviris Spa (Fincantieri – Naval Group) - Trieste
The Walt Disney Company Italia Spa (Multinational Media) – Milano
Vetrerie Riunite Spa (Industrial) – Verona
Fomas HOP Spa (Holding) - Monza
Caleffi Spa (Industrial) - Novara
Cristina Srl (Industrial) - Novara
IBF Spa –(Components oil & gas) – Monza - Tubacex Group (Bilbao - Spain)
Valeo Foods Italy Bidco Spa (Food) – Nerviano (MI)
Rivolta Carmignani (Textile) Monza (MB)
Wizkey Spa (Start-up tech) – Milano
Cova Montenapoleone Srl (Food) – LVMH - Milano
Pedini Spa (Furniture) – Pesaro
De Wave Spa (Nautical Furniture) – Genova
Casa di cura La Madonnina Spa (Health) – Milano
Ancorotti Cosmetics Spa (Cosmetics) – Crema (CR)
Università Vita-Salute San Raffaele – (University Education - Milano)

Currently Member of the Supervision Body Legislative Decree n.231/2001

The Walt Disney Company Italia Spa (Multinational Media)

ACADEMIC ACTIVITIES (Abstract)

SDA BOCCONI SCHOOL OF MANAGEMENT (Milan)

Appointed Professor at the EXECUTIVE MASTER IN FINANCE (From year 2016)

Appointed Professor at the MASTER DEGREE COURSE IN REAL ESTATE (From September 2005 to December 2014) and at the MASTER DEGREE COURSE IN CORPORATE FINANCE (May/June 2007)

ORDINE DEI DOTTORI COMMERCIALISTI di Milano

Advanced Training Program: (Years 2020- 2021): Technical advise in civil law trials: corporate governance and corporate finance.



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

**Subject: Candidacy for the office of member of the Board of Statutory Auditors of
Tod's S.p.A.**

I, the undersigned TULA PIERA, born in Nuoro (NU) on 1st August 1967, Fiscal Code TLUPRI67M41F979O, nominated for the office of standing member of the Board of Statutory Auditors 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 standing Statutory Auditor of Tod's S.p.A. should I be appointed by the Company Shareholders' Meeting;*
- 2) *not to be subject to any of the ineligibility or incompatibility circumstances provided by the applicable law and regulations which discipline acceptance of the office of Statutory Auditor;*
- 3) *to meet the requirements provided by the applicable law and regulations and by the Articles of Association in order to hold the office of Statutory Auditor, including, in particular, the professionalism, integrity and independence requirements.*

March, 29th 2022

In witness whereof,



CURRICULUM VITAE

PERSONAL INFORMATION

Name and Surname	Piera Tula
Address	Corso Europa no. 2, 20122 Milan (Italy)
Telephone	+39 02/7636931
Fax	+39 02/76015178
E-mail	piera.tula@sbnp.it
Nationality	Italian
Date of birth	1 August 1967

WORK EXPERIENCE

She has been a Chartered Accountant since 1994, and is a senior associate of Law and Tax Firm Biscozzi Nobili Piazza in Milan.

She provides professional tax advice to multinational companies and groups operating in the manufacturing and real estate sectors, and assists and represents clients in tax litigation.

Since 1992, she has been working as a professional consultant in accounting firms in Milan and in 2001 she joined the firm Biscozzi Nobili Piazza where she provides advice in the field of taxation and corporate affairs and in particular:

- day-to-day consultancy;
- drafting of opinions for the resolution of specific issues (including in English and French);
- assistance with extraordinary transactions (mergers, demergers, contributions, transformations, acquisitions, etc.);
- assistance with tax audits;
- preparation and discussion of appeals before Provincial and Regional Tax Boards for direct and indirect taxes;
- assistance with the preparation of organisational models under Legislative Decree 231/2001.

She has held and still holds positions on corporate bodies and supervisory boards of listed and unlisted companies under Legislative Decree 231/2001. Currently, she is:

- Chairman of the board of statutory auditors of Venini S.p.A. and Comitalia Società Fiduciaria S.p.A.;
- Standing statutory auditor of Ariadne Sicaf S.p.A., Campari International S.r.l., Camparino S.r.l., Triumplina 43 S.p.A., and SMART - società cooperativa S.r.l.;
- Sole statutory auditor of Immobiliare Miralto S.r.l., Duomo 25 S.r.l., Montenapoleone 10 S.r.l., Edera S.r.l. Impresa Sociale;
- Sole statutory auditor and independent auditor of L'Abilità Associazione Onlus;
- Member of the Supervisory Board of Davide Campari Milano NV and Campari International S.r.l. under Legislative Decree 231/2001.

She has held the position of standing statutory auditor in listed companies Davide Campari Milano NV and De Longhi S.p.A..

EDUCATION AND TRAINING

She graduated in Economics and Business with full marks (110 cum laude) from the Bocconi University in Milan in 1992.

She has been enrolled with the Association of Chartered Accountants and Accounting Experts of Milan since 1994.

She has been an Auditor (now Independent Auditor) since 1999.

She has attended Master's and advanced courses in tax law, company law and corporate governance, including the Workshop for the Members of Boards of Statutory Auditors and Control Bodies of Listed Companies – Foundation of Chartered Accountants of Milan in 2019.

LANGUAGE SKILLS

MOTHER TONGUE	Italian	
OTHER LANGUAGES	English	French
• Reading skills	excellent	excellent
• Writing skills	excellent	very good
• Verbal skills	very good	excellent

MEMBERSHIP ASSOCIATIONS

Member of Nedcommunity

Milan, 29 March 2022

I hereby authorise the processing of my personal data in accordance with GDPR 2016/679 of 27 April 2016 (European Regulation on the protection of natural persons with regard to the processing of personal data).

(Piera Tula)

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

Subject: Candidacy for the office of member of the Board of Statutory Auditors of Tod's S.p.A.

I, the undersigned GAETANI GILFREDO, born in CIVITANOVA MARCHE (MC) on 22 September 1957, Fiscal Code GTNGFR57P22C770R, nominated for the office of standing member of the Board of Statutory Auditors of Tod's S.p.A. (the "Company") by the Shareholder D.L.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 standing Statutory Auditor of Tod's S.p.A. should I be appointed by the Company Shareholders' Meeting;*
- 2) *not to be subject to any of the ineligibility or incompatibility circumstances provided by the applicable law and regulations which discipline acceptance of the office of Statutory Auditor;*
- 3) *to meet the requirements provided by the applicable law and regulations and by the Articles of Association in order to hold the office of Statutory Auditor, including, in particular, the professionalism, integrity and independence requirements;*
- 4) *to be informed, pursuant to and for the purposes of Regulation (EU) 2016/679 and the legislation pro tempore in force, that the personal data collected will be processed by the Company, including by computer, as part of the procedure for which this statement is made, and in the case of appointment for the purposes of the duties related to the position, authorizing the same to proceed with the publications of the law for that purpose.*

Civitanova Marche, 29/03/2022

In witness whereof,



GILFREDO GAETANI

PERSONAL DATA Born on 22/09/1957.

ADDRESS 39, Via XXX Giugno, 62012 Civitanova Marche (Italy)

CONTACT DETAILS gilfredo@libero.it

Tel: 0733/816441

Fax: 0733/810398

WORK EXPERIENCE

Registered with the Official Roll of Chartered Accountants and Expert Book-keepers of Macerata and Camerino since 23.2.1981 under no. 77/A. Previously Certified Accountant appointed Auditor by Italian Ministerial Decree dated 12.04.1995 published on the Official Gazette no. 31/bis, IV Special series on 21.4.1995. Previously Court-appointed Expert and registered with the Chamber of Arbitrators at the Macerata Chamber of Commerce. Professional civil mediator.

Member of the board of auditors of the following private companies:

DIEGO DELLA VALLE & C. S.R.L. – Sant’Elpidio a Mare (Italy)

ARTE LITO S.p.A. – Camerino (Italy) (*)

ROGER VIVIER S.p.A. – Sant’Elpidio a Mare (Italy)

NSC S.r.l. – Potenza Picena (Italy) (*)

Organismo Bilaterale Marche (*)

Alternate auditor for listed ar

Chairman of the board of statutory auditors for priv

INTERAUTO S.r.l. – Macerata (Italy) (*)

(*) also acting as auditor

Previously mentioned

the same Organisation, at the following work tables:

10 of 10

-Accounting principles

Offices concluded

Auditor – (1993-1998) at Macerata Chamber of Commerce – (1995-1999) Chairman of the Board of Auditors of C.F.I. (Comitato Fiere di Confindustria, Milan) – (until 2000) auditor in Tod's S.p.A. – A.C.O.M. S.p.A. – Advanced Centre Oncology Macerata (Mixed public-private capital company) – GENNY S.p.A. (Ancona) – GENNY MODA S.p.A. (Ancona) – BYBLOS S.p.A. (Ancona) – S.F.I. S.r.l. (Ancona)

Board of directors – IGM S.p.A. Chairman – Berdini Centro Commerciale S.r.l. Director – Confidi Confindustria Macerata – Macerata

1994-2000

Member of the Council of Rome Confindustria – Deputy Chairman of Confindustria Macerata – Treasurer A.N.C.I. (Associazione Nazionale dei Calzaturifici italiani – National Italian Association of Foowear Manufacturers)

1999-2001

Member of the Governing Board of A.N.C.I. (Associazione Nazionale dei Calzaturifici italiani – National Italian Association of Foowear Manufacturers)

2020-2021

FILANGIERI 29 S.r.l. – Sant'Elpidio a Mare (Italy) (*)

GRUPPO MODA ITALIA S.p.A. – Palermo (Italy) (*)

PUBLIC BODIES

Municipality of Montelparo - single auditor

EDUCATION

1976 - Accountant's diploma

SKILLS AND COMPETENCES

Good English

I hereby authorise the processing of my personal data in compliance with Italian Legislative decree no. 196/2003

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

**Subject: Candidacy for the office of member of the Board of Statutory Auditors of
Tod's S.p.A.**

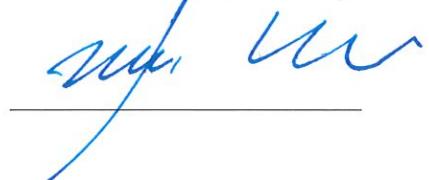
I, the undersigned COLOMBO MARIA ENRICO, born in MILAN on 10 April 1959, Fiscal Code CLMNCM59D10F205O, nominated for the office of alternate member of the Board of Statutory Auditors of Tod's S.p.A. (the "Company") by the Shareholder DI.VI. Finanziaria di Diego Della Valle & C S.r.l.

CERTIFY

- 1) *to accept the nomination and therefore to accept from now the office of alternate Statutory Auditor of Tod's S.p.A. should I be appointed by the Company Shareholders' Meeting;*
- 2) *not to be subject to any of the ineligibility or incompatibility circumstances provided by the applicable law and regulations which discipline acceptance of the office of Statutory Auditor;*
- 3) *to meet the requirements provided by the applicable law and regulations and by the Articles of Association in order to hold the office of Statutory Auditor, including, in particular, the professionalism, integrity and independence requirements;*
- 4) *to be informed, pursuant to and for the purposes of Regulation (EU) 2016/679 and the legislation pro tempore in force, that the personal data collected will be processed by the Company, including by computer, as part of the procedure for which this statement is made, and in the case of appointment for the purposes of the duties related to the position, authorizing the same to proceed with the publications of the law for that purpose.*

29/3/2022

In witness whereof,





CURRICULUM VITAE

ENRICO MARIA COLOMBO

Born in Milan on 10/04/1959. In 1983 he took his degree in Business Economics with first class honours at *Università Commerciale Luigi Bocconi* in Milan, he has been enrolled in the professional accountants' register of Milan since 1986. He has been enrolled in the auditors' register since 1995 under no. 15171 (by means of Ministerial Decree dated 12.04.1995, published on the Official Gazette no. 31 bis of 21.04.1995). He has been carrying out his activity as a partner in the firm *SCC – Studio per il Controllo Contabile Analisi e Valutazioni d'Azienda* as well as in the firm *Studio Legale e Tributario Biscozzi Nobili Piazza*. The areas of specialization include: business income, group taxation, extraordinary transactions such as mergers, demergers and contributions. Languages : Italian, English, French.

List of the standing appointments as of March 29 2022

COMPANY	APPOINTMENT
RCS MEDIAGROUP SPA	CHAIRMAN OF THE BOARD OF AUDITORS
FACTOR HOLDING SRL	CHAIRMAN OF THE BOARD OF AUDITORS
BOLTON GROUP SRL	CHAIRMAN OF THE BOARD OF AUDITORS
ROGER VIVIER SPA	CHAIRMAN OF THE BOARD OF AUDITORS
CAMPARI INTERNATIONAL SRL	CHAIRMAN OF THE BOARD OF AUDITORS AND MEBER OF THE SUPERVISORY AUDITOR
CAMPARINO SRL	CHAIRMAN OF THE BOARD OF AUDITORS
DIONISO SRL	STATUTORY AUDITOR
TOD'S SPA	STATUTORY AUDITOR AND MEMBER OF THE SUPERVISORY BODY
DAVIDE CAMPARI MILANO N.V.	MEMBER OF THE SUPERVISORY BODY

Milan, 29 March 2022

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

Subject: Candidacy for the office of member of the Board of Statutory Auditors of Tod's S.p.A.

I, the undersigned INES GANDINI, born in Rome (RM) on 4th November 1968, Fiscal Code GNDNSI68S44H501G, nominated for the office of alternate member of the Board of Statutory Auditors of Tod's S.p.A. (the "Company") 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 alternate Statutory Auditor of Tod's S.p.A. should I be appointed by the Company Shareholders' Meeting;*
- 2) *not to be subject to any of the ineligibility or incompatibility circumstances provided by the applicable law and regulations which discipline acceptance of the office of Statutory Auditor;*
- 3) *to meet the requirements provided by the applicable law and regulations and by the Articles of Association in order to hold the office of Statutory Auditor, including, in particular, the professionalism, integrity and independence requirements;*
- 4) *to be informed, pursuant to and for the purposes of Regulation (EU) 2016/679 and the legislation pro tempore in force, that the personal data collected will be processed by the Company, including by computer, as part of the procedure for which this statement is made, and in the case of appointment for the purposes of the duties related to the position, authorizing the same to proceed with the publications of the law for that purpose.*

March 30th 2022

In witness whereof,



CURRICULUM VITAE

INES GANDINI

Personal Data

Born in Rome, November 4, 1968
email inesgandini@yahoo.it

Qualifications

1999 **Statutory Auditor** – Entered in **Register of Statutory Auditors**, Ministerial Decree published on Official Journal of Italian Republic, 4th Special Series, No. 100 of 17.12.1999

1993 **Chartered Accountant** – Official qualification to practice the profession of Chartered Accountant

1993 **University of Rome “La Sapienza”** – Degree in **Economic and Commerce**, mark degree **110 cum laude**

Offices presently held

Since Jan. 2018 Non Executive Board Director and member of the Sustainability Committee of **Italo – Nuovo Trasporto Viaggatori SpA**, the Italian leading private high speed train operator controlled by the US infrastructure fund **Global Infrastructure Partners**

Since March 2019 Non Executive Board Director with the special appointment to monitor the activity and correct functioning of the risk management system of **Fideuram Vita**, life insurance operator of **Intesa Sanpaolo Group**

Since Dec. 2019 Non Executive Board Director of **Eurizon Capital Real Asset SGR**, the alternative asset class management company of **Intesa Sanpaolo Group**

Since Sept. 2020 Non Executive Director of **AS Roma SpA**, a listed company owner of Serie A soccer team Roma. Also member of Control and Risk Committee, of Related Parties Committee and of Nomination and Remuneration Committee,

Since Nov. 2018 Member of the Board of Statutory Auditors and member of the Supervisory Board ex L.D. 231/01 of **Leonardo Civiltà delle Macchine Foundation – Leonardo Company Group**

Since June 2020 Member of the Board of Statutory Auditors of **Cinecittà SpA**, a company fully owned by the Italian Ministry for Culture that controls the historic cinema production facilities Cinecittà in Rome and one of the biggest Italian audio visual historic archives

Since Jan. 2021 Member of the Supervisory and Compliance Board ex L.D. 231/01 of **Fondazione Milano Cortina 2026**, the body who takes care of the organisation of the Winter Olympic Games of 2026

Since Jan. 2021 Member of the Board of Statutory Auditors of **Nexive Network Srl**, a logistic company owned by **Gruppo Poste Italiane**

Since June 2021 Member of the Board of Statutory Auditors of **Holding Reti Autostradali SpA**, an holding company operating in the freeway sector controlled by **Gruppo Cassa Depositi e Prestiti**, together with **Macquaire and Blackstone**

Offices previously held

2019 – 2021 Chairman of the Board of Statutory Auditors of **Vitrociset SpA**, a company fully owned by **Leonardo SpA** which provides support, training and logistic activities in the defence,

CURRICULUM VITAE

INES GANDINI

security, space and transport markets

2019 – 2020	Chairman of the Board of Statutory Auditors of Davide Campari Milano SpA , one of the leading Italian company in the beverage sector
2016 – 2021	Member of the Board of Statutory Auditors of CDP Equity SpA, Cassa Depositi e Prestiti Group , the National Promotion Institution
2020 - 2021	Non Executive Board Director of EEMS SpA , a listed company which is active in trading of energy. Also member of Management Control Committee
2020	Non Executive Board Director of Biancamano SpA , a listed company which is active in waste management services. Also Chairman of Control and Risks Committee and of Related Parties Committee and member of Appointments and Compensation Committee
2007 - 2009	Member of the Board of Statutory Auditors of the Italian Tax Authority

Professional Experience

Since May 2016	Salvini e Soci, Boutique tax consultancy firm, founded by F.Gallo, former Secretary of Finance specialized in complex tax matters. Assistance and defense in front of the Tax Courts. Relations with Italian Tax Authorities about <i>International Rulings, Transfer Pricing, Cooperative Tax Compliance and Patent Box</i> procedures
2009 – 2016	Sciumè e Associati, Tax and Law firm Tax consultancy and assistance provided to companies and individuals
2006 – 2008	Special Advisor on tax matters to the Secretary of Economy and Finance, Department of Ministry of Economic and Finance
1997 – 2006	Chiomenti Law Firm Tax and law consultancy on corporate, financial and insurance sectors with the main focus on mergers and acquisitions, financing transactions, issuing of listed securities, project financing and securitization operations, establishment of private equity funds, setting of stock option plans.
1995 – 1997	International Law and Tax Firm Puoti, Rossi Ragazzi, Longobardi (Roma)

Professional training and updating

Novembre 2021	Luiss Business School – Board Academy , post degree program on Governance, Risk e Compliance
March 2021	Politecnico of Milano – ESG Analysis & Investing , specialising course on the methodology of integrating ESG factors in the analysis of financial investments
February 2021	Paradigma – specialising program on the corporate governance of industrial groups
January 2021	Paradigma – specialising program on the new Corporate Governance Code

CURRICULUM VITAE

INES GANDINI

January 2021 **Assogestioni** Catch up Programme “First comments on the Consob Regulation issued in connection of the implementation of the **Shareholder Rights Directive II**

December 2019 **Assonime/Assogestioni**
Induction session for board members and statutory auditors of Italian listed companies on **“European Central Bank and duties of prudential supervision”**

March 2019 **Assonime/Assogestioni**
Induction session for board members and statutory auditors of Italian listed companies on **“Sustainability and governance of the company”**

February 2017 **Assonime/Assogestioni**
Induction session for board members and statutory auditors on Italian corporate governance of Italian listed companies

July 2016 **Assonime/Assogestioni**
Induction session for board members and statutory auditors of Italian listed companies on **“Listed companies and risk management system”**

March 2016 **Assonime/Assogestioni**
Induction session for board members and statutory auditors of listed companies on **“Duties of reporting and financial reports of listed companies”**

2014 – 2015 **In the Boardroom**
12-months training program addressed to a restricted number of professional women with the aim to include them in the boards of directors of Italian listed companies pursuant to the diversity principle codified by Italian law, promoted by **Valore D** with the support of **Egon Zehnder e Linklaters**

1999 **Robert Kennedy University (Zurigo)**
Specialization course in **Comparative Tax Law** (European Countries and USA)

Other assignments

Since Oct. 2018 General Secretary of the Roman Chapter of **“Nedcommunity”** (www.nedcommunity.com), the Italian Association of Non Executive Directors. Also Coordinator of the Reflection Group **“The Board of Statutory Auditors’ role in the Corporate Governance”**

Since April 2015 Member of the Commission of Corporate Law, **Institute of Chartered Accountants of Rome**

2003 - 2006 Member of the Commission of Income Taxes, **Institute of Chartered Accountants of Rome**

Conferences

Promoter and moderator of the conference held in Rome on **“The impact of artificial intelligence on corporate governance and trends of the board of directors: risks and opportunities”** Nedcommunity, March 2022

Promoter and moderator of the Webinar on **“The companies’ policy for managing dialogue with the generality of shareholders and the engagement policies adopted by the institutional investors and asset managers”**, Nedcommunity, March 2021

Promoter and moderator of the Webinar on **“COVID 19 Emergency: any additional duties to be implemented by the Board of Statutory Auditors of listed companies?”**, Nedcommunity, May 2020

CURRICULUM VITAE

INES GANDINI

Promoter and moderator of the Webinar on “**The new challenges of the Supervisory Board ex LD 231/01: updating the Model 231/01 with the new tax criminal law matters and with the issues arising from the COVID 19 Emergency on the health and safety management system of the companies**”, Nedcommunity, May 2020

Conference on “**Pre-crisis and crisis state: the Rordorf Reform**” – Speech on “*The role of board members and of statutory auditors in preventing business failure*”, Institute of Chartered Accountants of Rome, 2019

Conference on “**Business Combinations**” – Speech on “*The Supervision of the Board of Statutory Auditors*”, Institute of Chartered Accountants of Rome, 2017

Lecturer at the Commission of Corporate Law on “*The on-going concern*”, Institute of Chartered Accountants of Rome, 2016

Lecturer at the specialization course on “**Corporate and tax legislation of M&A transaction**”, Regional Offices of the Italian Tax Authority, 2015

Conference on “**From securitisation to covered bonds: new opportunities of funding for banks**” – Speech on “*The Tax treatment of covered bonds and the SPVs*”, Synergia Formazione, 2009

Lecturer at several workshops on “**Italian Tax Reform of 2004 and the introduction of the new Italian Corporate Tax “IRES”**”, Institute of Chartered Accountants of Rome, 2005

I hereby authorize the processing of my personal data in accordance with UE Regulation No. 679/2016 and the applicable legislation.

Deutsche Bank

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Aderente al Fondo Nazionale di Garanzia ex art. 59 decreto legislativo n. 58/1998
Iscritta all'Albo delle Banche e Capogruppo del Gruppo Deutsche Bank iscritto all'Albo dei Gruppi Bancari.
Soggetta all'attività di direzione e coordinamento della Deutsche Bank AG - Cod. Az. 3104.7

COMUNICAZIONE DI PARTECIPAZIONE AL SISTEMA DI GESTIONE ACCENTRATA (D.Lgs 24/02/1998, n 58 e D.Lgs 24/06/1998, n 213 e Prov. B.I./Consob 22/02/2008)

Milano, 18 marzo 2022

22000021	460140770937000	DI.VI. FINANZIARIA DI DIEGO DELLA VALLE & C. S.R.L. nominativo
n. prog. annuo	codice cliente	01732500440 codice fiscale - partita IVA
		STRADA SETTE CAMINI 116 63811 SANT'ELPIDIO A MARE (FM) indirizzo
a richiesta di VV.SS.		- / - luogo e data di nascita

La presente comunicazione, con efficacia fino al 6/04/2022, attesta la partecipazione al sistema di gestione accentrata del nominativo sopra indicato con i seguenti strumenti finanziari:

IT0005366700	TOD'S-AZIONI ORDINARIE VOTO MAGGIORATO	16.643.057
codice	descrizione strumenti finanziari	quantità

Su detti strumenti risultano le seguenti annotazioni:

-/-

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

ESERCIZIO DEL DIRITTO DI PRESENTAZIONE LISTA PER
LA NOMINA DEL COLLEGIO SINDACALE IN RELAZIONE ALL'ASSEMBLEA
ORDINARIA DEI SOCI DI TOD'S S.P.A.
INDETTA IN PRIMA CONVOCAZIONE PER IL 27 APRILE 2022,
E IN SECONDA CONVOCAZIONE IL 28 APRILE 2022
ENTRAMBE ALLE ORE 11.00
IN SANT'ELPIDIO A MARE, VIA FILIPPO DELLA VALLE, 1.

Deutsche Bank S.p.A.

