

DI.VI. FINANZIARIA DI DIEGO DELLA VALLE & C. S.R.L.

Tod's S.p.A.

Via Filippo della Valle, 1

Sant'Elpidio a Mare (FM)

By PEC to segreteria.azionisti@pec.todsgroup.com

To the kind attention of the Board of Directors

Sant'Elpidio a Mare, April 15th 2022

OBJECT: ORDINARY SHAREHOLDERS' MEETING OF TOD'S S.P.A. - SUBMISSION OF A CANDIDACY FOR THE ADDITIONS TO THE BOARD OF DIRECTORS

Dear Sirs

with reference to the fifth item on the agenda of the Shareholders' Meeting of Tod's S.p.A. (the "Company"), convened on first call on April 27th 2022 at 11:00 a.m. and, if necessary, on second call on April 28th 2022, Di Vi Finanziaria di Diego Della Valle & C. S.r.l. - in compliance with the recommendations contained in the Directors' Report on the items on the agenda prepared pursuant to Article 125-ter of Legislative Decree no. 58/98 and the current Board of Directors Diversity Policy - as Shareholder holding 50.291% of the share capital of the Company

SUBMITS

in order to make additions to the administrative body in office, pursuant to Article 2386 of the Italian Civil Code, until the Shareholders' Meeting called to approve the financial statements at 31 December 2023, the candidate Michele Scannavini, born in Ferrara (FE) on 21 April 1959, Fiscal Code: SCNMHL59D21D548O

ALL THE FOREGOING

Di Vi Finanziaria di Diego Della Valle & C. S.r.l. invites the Shareholders' Meeting to approve the following proposed resolution:

5.2) additions to the Board of Directors for the financial years 2022-2023;

"The Shareholders' Meeting

RESOLVES

to make additions to the Board of Directors in office by appointing as Director, until the expiry of the current Board of Directors and, therefore, until the Shareholders' Meeting called to approve the financial statements for the year ended 31 December 2023, Mr. Michele Scannavini, born in Ferrara (FE) on 21 April 1959, Fiscal Code: SCNMHL59D21D548O".

Insofar as may be necessary, the undersigned Di Vi Finanziaria di Diego Della Valle & C. S.r.l., with reference to the fifth item on the agenda of the aforesaid Shareholders' Meeting, hereby agrees with the resolution proposals made by the Board of Directors in the Directors' Report on the items on the agenda prepared pursuant to Article 125-ter of Legislative Decree no. 58/98 (i.e., 5.1. to resetting the number of members of the Board of Directors appointed by the Ordinary Shareholders' Meeting of 21 April 2021; 5.3. to confirm the remuneration approved by the Shareholders' Meeting of 21 April 2021 in favour of the appointed Director Michele Scannavini; 5.4. to authorise the appointed Director Michele Scannavini to take on offices, acquire shareholdings and carry out activities in derogation of the prohibition set out in Article 2390 of the Italian Civil Code).

Pursuant to the Company's Articles of Association and current regulations, the following documentation is attached:

(i) curriculum vitae of the candidate containing an exhaustive description of personal and professional characteristics;

DI.VI. FINANZIARIA DI DIEGO DELLA VALLE & C. S.R.L.

(ii) a declaration of acceptance of the candidacy attesting also, under his own responsibility, that there are no grounds for ineligibility and incompatibility prescribed by law, as well as that the requirements prescribed by law and by the Articles of Association are met for the position of Director;

(iii) certification issued by the intermediary attesting that Di Vi Finanziaria di Diego Della Valle & C. S.r.l. owns 50.291% of Tod's S.p.A.'s share capital.

Best regards.

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

MICHELE SCANNAVINI – BIOGRAPHY

Born in Italy, Leaving in Milano, married with two kids

Address : Via Mercato 14, 20121 Milano

e-mail: Michele.scannavini@gmail.com

2021 – todate TOD’S – BOARD MEMBER AND ADVISOR

2019 – todate FSI (Private Equity) – INDUSTRIAL PARTNER

2019 – todate E-NOVIA (holding of deep tech start-ups) – CHAIRMAN and INVESTOR

2019 – todate INTERCOS – BOARD MEMBER

2019 – todate SAVE THE CHILDREN (NGO) – BOARD MEMBER

2018 – 2021 LUMSON(cosmetic packaging) – BOARD MEMBER

2016 – 2018 ITALIAN TRADE AGENCY - CHAIRMAN

ITA is the government organization which Made in Italy in the world, to help Small/medium enterprises to grow in the international markets and to attract foreign investment to Italy.

2015-2018 Board Director and Business Advisor Tod’s (fashion)

2002-2014 COTY

Global top player in the cosmetic industry; \$4.7bn revenues, 16% EBITDA

Leader in perfume, strong position in color cosmetic and skin care.

2012-2014 COTY CEO (New York)

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 (Paris)

Key Achievements:

- net revenues and profit materially increased
- acquisition and integration of Unilever beauty division, including brands such as Calvin Klein and Chloe
- numerous new licensing contracts, including top designers such as Marc Jacobs, Bottega Veneta, Miu Miu, Cavalli, Balenciaga.

1999-2002 FILA - CEO

Fila was a top player in the sport-fashion industry listed at NYSE

Key achievements:

- material reduction of operating losses
- repositioning of the brand
- start-up of retail program including Flagship stores and franchising stores

1992-1999 FERRARI - VP Marketing and sales

Global leader in sport and luxury car industry.

Key achievements:

- Opened several emerging markets, including China.
- Start up car personalization program
- Led expansion licensing program

1990-1992 GALBANI – MARKETING DIRECTOR

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

1984-1990 PROCTER and GAMBLE – BRAND MANAGER

Brand management in health and beauty care and household cleaning products

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)

Milan, 20th April 2022

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 (Italy), on 21st April 1959, Fiscal Code SCNMHL59D21D548O, nominated for the office of member of Board of Directors 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 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 2, recommendation 7, of the Corporate Governance Code;*
- 4) to be able to dedicate to my duties as Company Director the time necessary for an effective and diligent performance of the same;*
- 5) to undertake to produce, at the request of the Company, the appropriate documentation to confirm the accuracy of the data declared and the information required by the internal company procedures;*
- 6) to authorize my personal data processing and publication by the Company also by means of computer tools.*

In witness whereof,

Michele Scannavini

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

Milano, 13 aprile 2022

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n. prog. annuo

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codice cliente

DI.VI. FINANZIARIA DI DIEGO
DELLA VALLE & C. S.R.L.

nominativo

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 **28/04/2022**, attesta la partecipazione al sistema di gestione accentrata del nominativo sopra indicato con i seguenti strumenti finanziari:

IT0005366700

codice

TOD'S-AZIONI ORDINARIE VOTO MAGGIORATO

descrizione strumenti finanziari

16.643.057

quantità

Su detti strumenti risultano le seguenti annotazioni:

-/-

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

**ESERCIZIO DEL DIRITTO DI PRESENTAZIONE DI CANDIDATURA PER L'INTEGRAZIONE DEL
CONSIGLIO DI AMMINISTRAZIONE 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.

