

**TOD'S** s.p.a.

**2023 IAS/IFRS Half Year Financial Report**

**(Translation of the 2023 Half Year Report, approved in Italian,  
solely for the convenience of international readers)**

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## Company's data

### Registered office of the Parent Company

TOD'S S.p.A.  
Via Filippo Della Valle, 1  
63811 Sant'Elpidio a Mare (Fermo) - Italy  
Tel. +39 0734 8661

### Legal data of the Parent Company

Share capital resolved euro 66,187,078  
Share capital subscribed and paid euro 66,187,078  
Tax code and registration no.: 01113570442 of the Reg. of Companies at Marche Chamber of Commerce  
Reg. Marche Chamber of Commerce under Economic and Administrative Index (REA) no. 114030

### Offices and Showrooms

Munich – Domagkstrasse, 1/b, 2  
Hong Kong – 35/F Lee Garden One, 33 Hysan Avenue, Causeway Bay  
London – Wilder Walk, 1  
Milan – Corso Venezia, 30  
Milan – Via Savona, 56  
Milan – Via Serbelloni, 1-4  
New York – 555, Madison Avenue  
Paris – Rue de Faubourg Saint-Honore, 29  
Paris – Rue du Général FOY, 22  
Paris – Rue Royale, 25  
Seoul – 11/F Pax Tower 609, Eonju-ro, Gangnam-gu  
Shanghai – 1717 Nanjing West Road, Wheelock Square, 45/F  
Tokyo – 1-5-8 Jingumae Shibuya Ku  
Singapore – 391B Orchard Road, 17-08/09 Ngee Ann City Tower B  
Dubai – Design District, building 6

### Group's Headquarters and main production site

Via Filippo Della Valle, 1  
63811 Sant'Elpidio a Mare (Fermo) – Italy

### Other production facilities

Arquata del Tronto (AP) – zona Industriale Pescara del Tronto  
Pontassieve (FI) - Via Tifariti, 10  
Comunanza (AP) - Via S. Maria, 2-4-6  
Comunanza (AP) - Via Merloni, 7  
Durrës (Albania) – Rr. Jakov Xoxa Prane – Nish Goma – Shkozë  
Tolentino (MC) - Via Sacharov 41/43

## Corporate Governance bodies

<b>Board of Directors<sup>(1)</sup></b>	Diego Della Valle	Chairman
	Andrea Della Valle	Vice-Chairman
	Luigi Abete	
	Marilù Capparelli	
	Luca Cordero di Montezemolo	
	Sveva Dalmasso	
	Chiara Ferragni	
	Romina Guglielmetti	
	Emilio Macellari	
	Vincenzo Manes	
	Cinzia Oglio	
	Emanuela Prandelli	
	Pierfrancesco Saviotti	
	Michele Scannavini	
<b>Executive Committee</b>	Diego Della Valle	Chairman
	Andrea Della Valle	
	Emilio Macellari	
<b>Appointments and Remuneration Committee</b>	Vincenzo Manes	Chairman
	Sveva Dalmasso	
	Luigi Abete	
<b>Control and Risk Committee</b>	Romina Guglielmetti	Chairman
	Vincenzo Manes	
	Emanuela Prandelli	
<b>Board of Statutory Auditors <sup>(2)</sup></b>	Pier Luigi Pace	Chairman
	Fabrizio Redaelli	Acting auditor
	Piera Tula	Acting auditor
	Enrico Maria Colombo	Substitute auditor
	Myriam Amato	Substitute auditor
<b>Independent Auditors <sup>(3)</sup></b>	Deloitte & Touche S.p.A.	
<b>Financial Reporting Manager</b>	Rodolfo Ubaldi	

<sup>(1)</sup> Term of the office: 2021-2023 (resolution of the Shareholders' meeting of 21 April 2021)

<sup>(2)</sup> Term of the office: 2022-2024 (resolution of the Shareholders' meeting of 21 April 2022)

<sup>(3)</sup> Term of the office: 2021-2029 (resolution of the Shareholders' meeting of 3 June 2020)

## Group structure

### **TOD'S S.p.A.**

Parent Company, owner of TOD'S, HOGAN, FAY brands and ROGER VIVIER brand under a licence agreement. It operates DOS in Italy and online sales.

### **TOD'S International B.V.**

Sub-holding for operation of international subsidiaries and DOS in the Netherlands

### **An.Del. Usa Inc.**

Sub-holding for operation of subsidiaries in the United States

### **Gen.del. SA**

Company that operates DOS in Switzerland

### **TOD'S Belgique S.p.r.l.**

Company that operates DOS in Belgium

### **TOD'S Deutschland GmbH**

Company that manages DOS in Germany

### **TOD'S Espana SL**

Company that operates DOS in Spain

### **TOD'S France Sas**

Company that operates DOS in France

### **TOD'S Japan KK**

Company that operates DOS in Japan and online sales

### **TOD'S Macao Ltd**

Company that operates DOS in Macao

### **TOD'S Hong Kong Ltd**

Company that manages DOS in Hong Kong. Sub-holding for operation of international subsidiaries in Asia

### **TOD'S Korea Inc.**

Company that distributes and promotes products in Korea, operates DOS and online sales in Korea

### **TOD'S Retail India Private Ltd**

Not operating company

### **TOD'S (Shanghai) Trading Co. Ltd**

Company that distributes and promotes products in China, operates DOS and on line sales in China

### **TOD'S Singapore Pte Ltd**

Company that operates DOS in Singapore

### **TOD'S UK Ltd**

Company that operates DOS in Great Britain

### **Cal.Del. Usa Inc.**

Company that operates DOS in California (USA)

### **Deva Inc.**

Company that distributes and promotes products in North America, and manages DOS in the State of NY (USA)

### **Flor. Del. Usa Inc.**

Company that operates DOS in Florida (USA)

### **Hono. Del. Inc.**

Company that operates DOS in Hawaii (USA)

### **Il. Del. Usa Inc.**

Company that operates DOS in Illinois (USA)

### **Neva. Del. Inc.**

Company that operates DOS in Nevada (USA)

### **Or. Del. Usa Inc.**

Company that operates DOS in California (USA)

### **TOD'S Tex. Del. Usa Inc.**

Company that operates DOS in Texas (USA)

### **Alban.Del Sh.p.k.**

Production company

### **Un.Del. Kft**

Production company

### **Re.Se.Del. S.r.l.**

Company for services

### **Roger Vivier S.p.A.**

Owner of ROGER VIVIER brand and Sub-holding for operation of international subsidiaries and DOS in Italy

### **Roger Vivier Hong Kong Ltd**

Company that manages DOS in Hong Kong. Sub-holding for operation of subsidiaries in Asia

### **Roger Vivier Singapore Pte Ltd**

Company that operates DOS in Singapore

### **Roger Vivier (Shanghai) Trading Co. Ltd**

Company that operates in China and online sales

### **Roger Vivier UK Ltd**

Company that operates DOS in Great Britain

### **TOD'S Georgia Inc.**

Not operating company

### **Roger Vivier France Sas**

Company that operates DOS in France

### **Roger Vivier Korea Inc.**

Company that operates DOS and online sales in Korea and that distributes and promotes products in Korea

### **Roger Vivier Switzerland S.A.**

Not operating company

### **Roger Vivier Macau Ltd**

Company that operates DOS in Macao

### **Roger Vivier Japan KK**

Company that operates DOS in Japan and online sales

### **TOD'S Austria GMBH**

Company that operates DOS in Austria

### **TOD'S Washington Inc.**

Company that operates DOS in Washington (USA)

### **Ala Del Inc.**

Company that operates DOS in California (USA)

### **TOD'S Massachusetts Inc.**

Company that operates DOS in Massachusetts (USA)

### **Roger Vivier Paris Sas**

Company that operates DOS in France

### **Roger Vivier Deutschland GmbH**

Company that operates DOS in Germany

### **Roger Vivier Espana SL**

Company that operates DOS in Spain

### **Roger Vivier Australia PTY Ltd**

Company that operates DOS in Australia

### **TOD'S Australia PTY Ltd**

Company that operates DOS in Australia

### **Roger Vivier Canada Ltd**

Company that operates DOS in Canada

### **Italiantouch USA Inc.**

Company that manages online sales in the USA market.

### **TOD'S New Jersey Inc.**

Company that operates DOS in New Jersey (USA)

### **TOD'S OAK Ltd.**

Company under liquidation

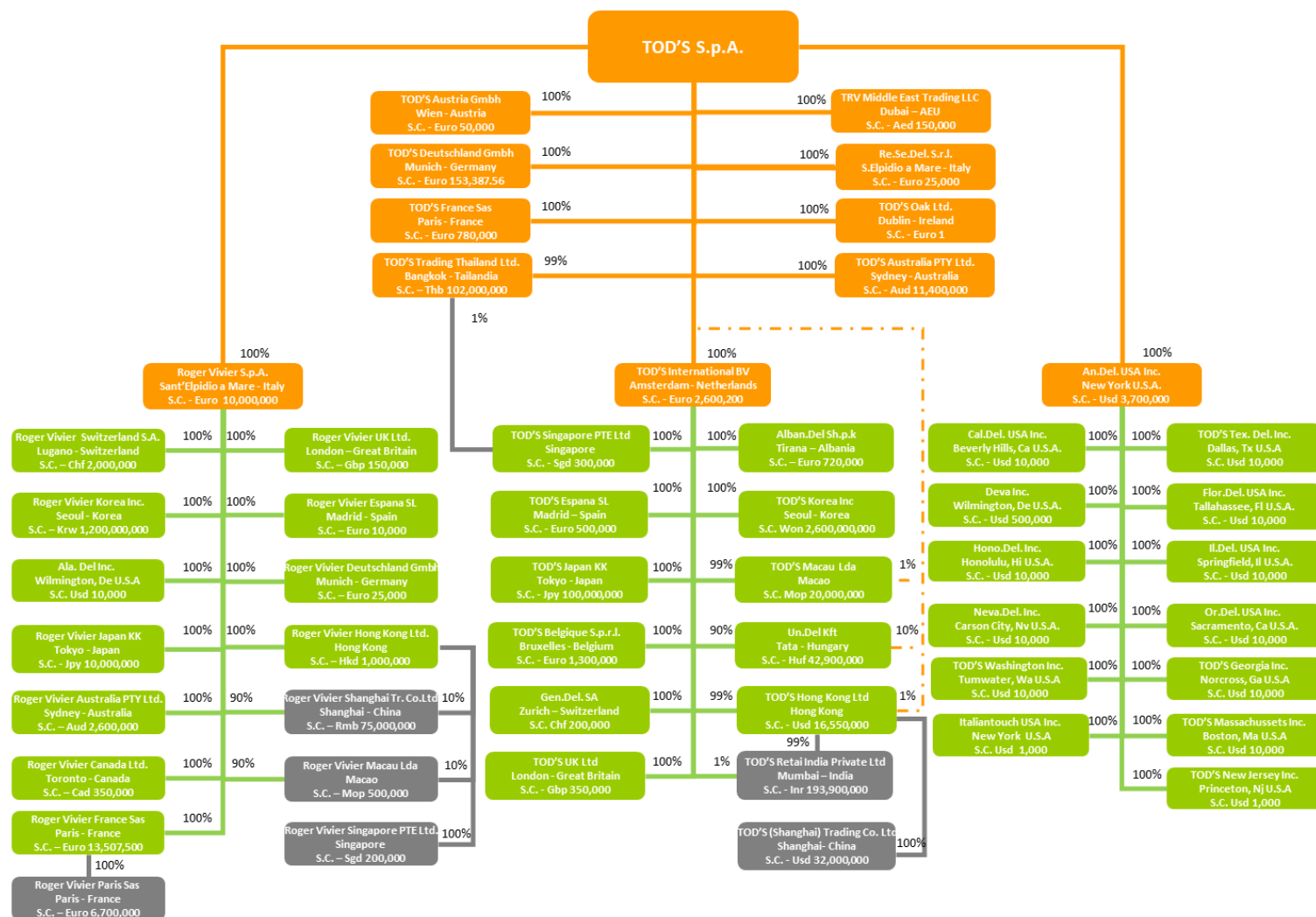
### **TRV Middle East Trading LLC**

Company that operates DOS in United Arab Emirates

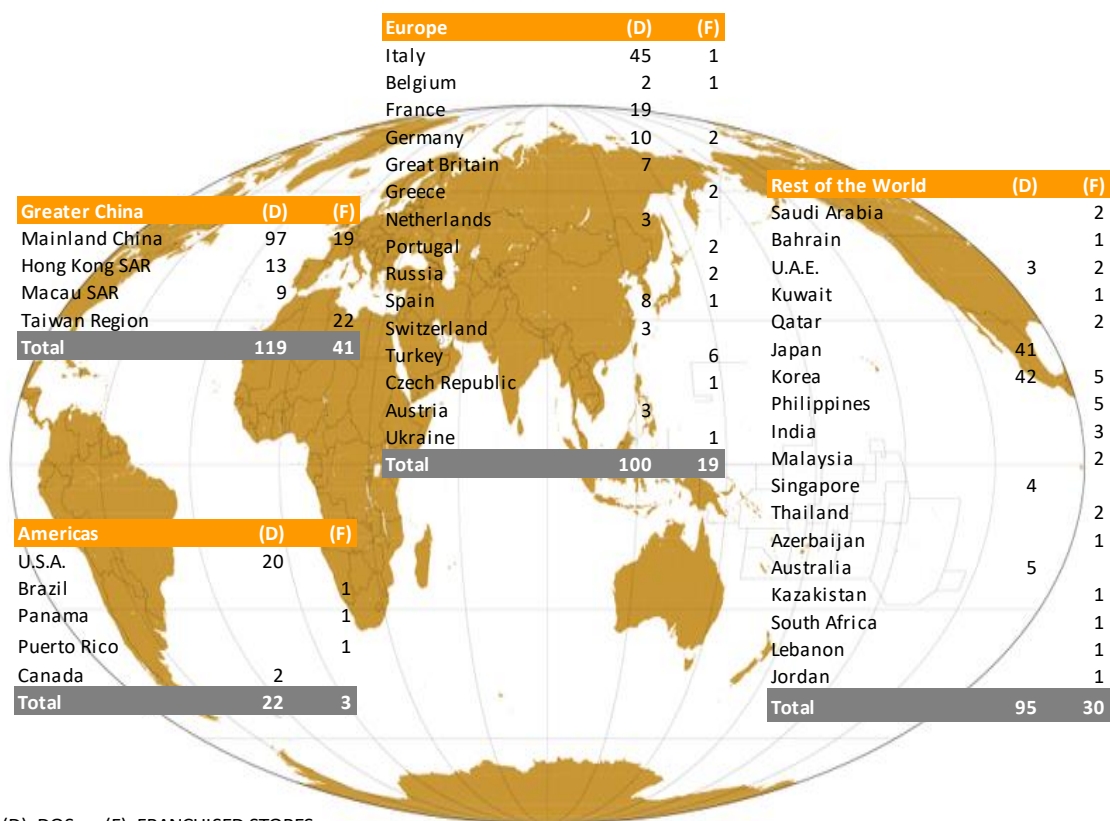
### **TOD'S Trading Thailand Ltd.**

Inoperative company

## Group's organizational chart



## Distribution network as of 30 June 2023



(D)=DOS (F)=FRANCHISED STORES

### DOS, 2023 new openings

#### Greater China

Hangzhou	(China)
Changsha	(China)
Lanzhou	(China)
Macao	(Macao SAR)

#### Rest of the World

Yeoju	(South Korea)
Kobe	(Japan)

#### Europe

Paris	(France)
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### Franchised stores, 2023 new openings

#### Greater China

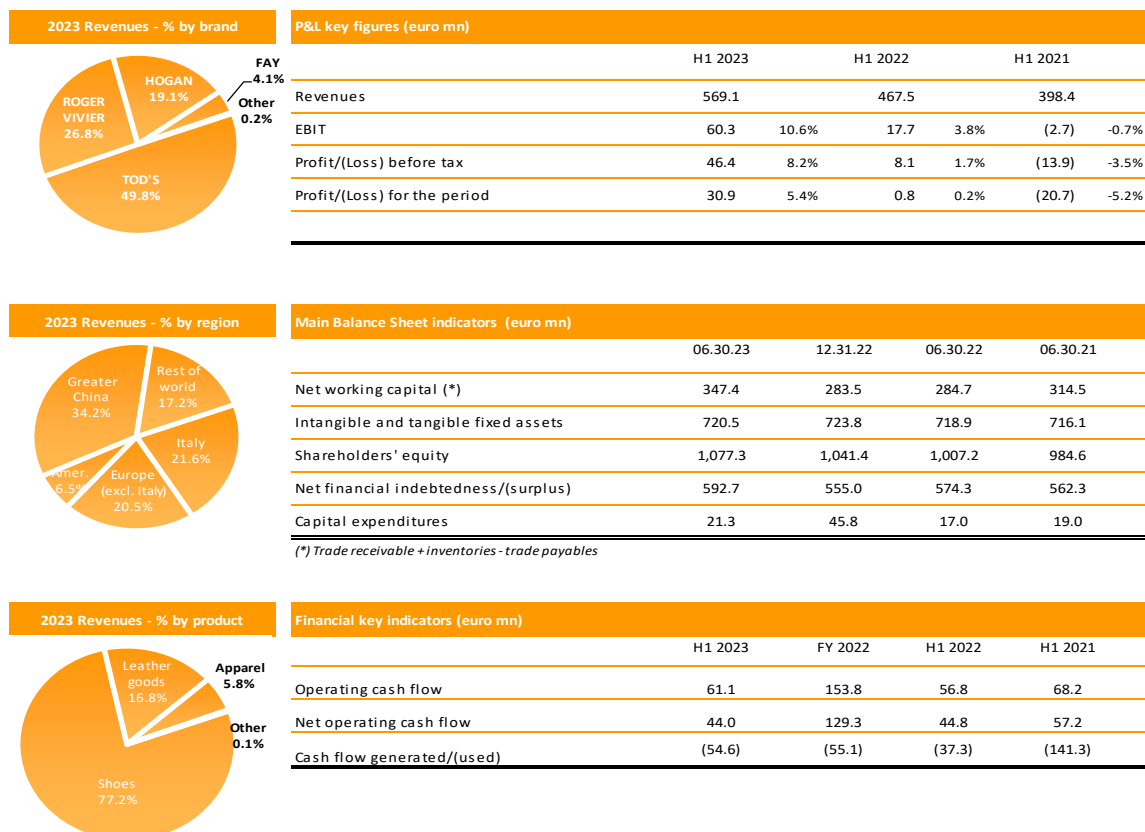
Taoyuan	(Taiwan Region)
Kaohsiung	(Taiwan Region)
Wuhan	(China)
Nanchang	(China)

#### Rest of the World

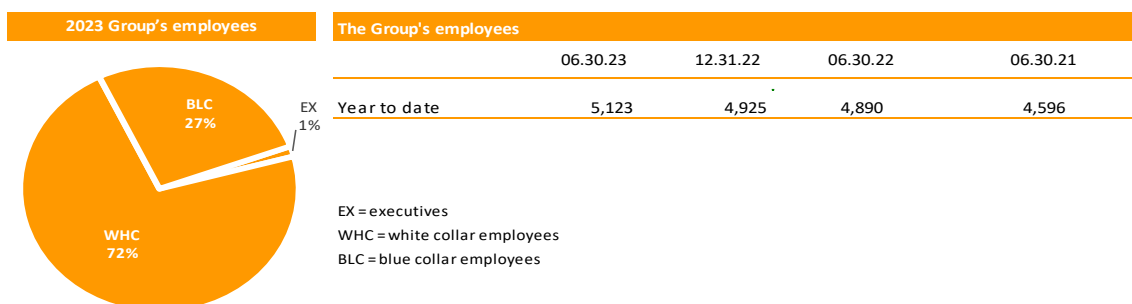
Izmir	(Turkey)
Beirut	(Lebanon)

For a complete list of retail outlets operated by the DOS and franchising network, reference should be made to the corporate website [www.todsgroup.com](http://www.todsgroup.com).

## Key consolidated financial figures

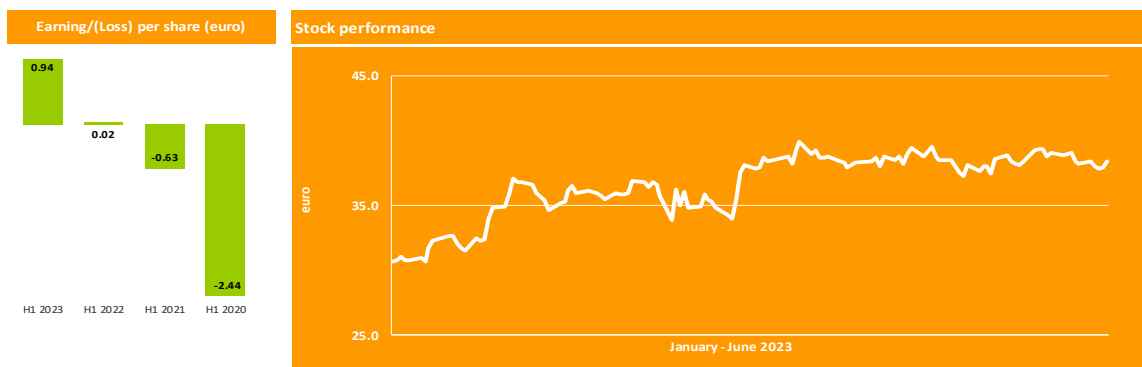






### Main stock Market indicators

Official price at 01.02.2023 (euro)	30.70
Official price at 06.30.2023 (euro)	38.30
Minimum price (euro)	30.70
Maximum price (euro)	39.96
Market capitalization at 01.02.2023 (euro)	1,015,971,647.30
Market capitalization at 06.30.2023 (euro)	1,267,548,068.91
Number of outstanding shares at 06.30.23	33,093,539



## Highlights of results

**Revenues:** 569.1 million euros in turnover in the first half of 2023, up 21.7% on H1 2022 (the effect of the change in average exchange rates was negative by 5.0 million). Sales in the retail channel amounted to 430.8 million.

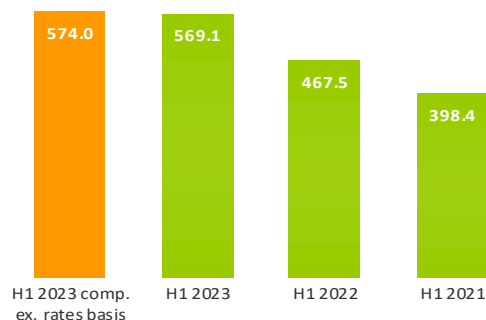
**EBIT:** positive for 60.3 million euros (17.7 million euros at 30 June 2022). At constant exchange rates, EBIT would have amounted to 58.7 million euros.

**Net financial indebtedness (NFI):** NFI totalled 592.7 million euros as at 30 June 2023 (574.3 million euros at 30 June 2022). Excluding lease liabilities the NFI would be 94 million euros (85 million euros at 30 June 2022). Net cash and cash equivalents amounted to 106.0 million euros (178.4 million at 30 June 2022).

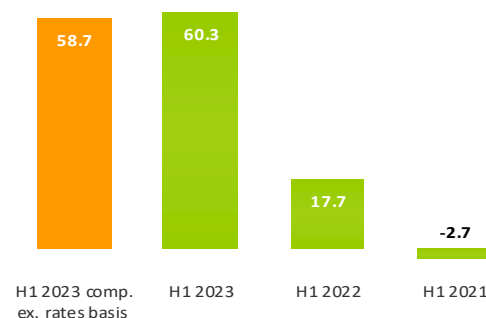
**Capital expenditures:** 21.3 million euros for capital expenditures in the first half of 2023; they were 17 million euros at 30 June 2022.

**Distribution network:** as at 30 June 2023, the store distribution network comprised 336 DOS and 93 Franchised stores.

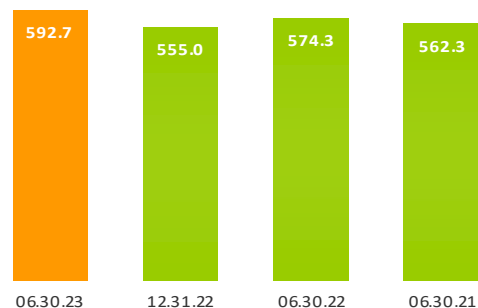
### Revenues (euro mn)



### EBIT (euro mn)



### Net financial indebtedness/(surplus) (Euro mn)



TOD

TOD'S Group

D'S Group

Interim report on operations

## The Group's business

TOD'S Group (hereinafter also the "Group") operates in the luxury sector under the brands TOD'S, VIVIER, HOGAN and FAY. It actively creates, produces and distributes shoes, leather goods and accessories, and apparel. The firm's mission is to offer global customers top-quality products that satisfy their functional requirements and aspirations.

**The Group's organisational structure.** The Group's organisational configuration revolves around the parent company TOD'S S.p.A. (hereinafter also referred to as the "Company"), the Group's production and distribution hub, owner of the TOD'S, HOGAN, and FAY brands, and licensee of the ROGER VIVIER brand, the latter owned by the wholly owned subsidiary Roger Vivier S.p.A. The parent company's activities also include a number of activities relating to retail distribution, specifically dedicated to the management of most of the direct stores (DOS) located in Italy and on-line sales mainly in Italy and Europe.

The Group's organisation is completed, also through a number of sub-holdings, by a series of commercial companies to which retail distribution activities are delegated in the rest of the geographical areas in which the Group operates, both through directly managed stores and through the on-line channel. Certain of them, strategically located on international markets, are assigned major roles in product distribution, marketing and promotion, and public relations processes along the "value chain", while simultaneously guaranteeing the uniform image that Group brands must have worldwide.

**The organisation of production.** The Group's production structure is based on complete control of the production process, from creation of the collections to production and then distribution of the products. This approach is considered key to assuring the prestige of its brands. The production of footwear and leather goods is carried out in internal facilities and workshops owned by the Group or in specialised external workshops. All of these outsourcers are located in areas with a strong tradition of shoe and leather good production. This preference reflects the fact that an extremely high standard of professional quality is required to make these items, with a significantly high level of added value contributed to the final product by manual work. The Group relies exclusively on selected specialised outsourcers, which enables it to exploit their respective specialisations in crafting the individual products sold as part of the apparel line.

**Distribution.** The prestige of the Group's brands and the high degree of specialisation necessary to offer the respective products to customers entails distribution through a network of similarly specialised stores. To this end, the Group mainly uses the following distribution channels: DOS (Directly Operated Stores), the e-commerce channel, franchised stores and a series of selected

independent multi-brand stores. The e-commerce channel, in particular, is assuming, in line with the rapid dynamics of the sector, an increasingly central role in the Group's distribution strategy, with the presence of the e-commerce sites of the Group's brands in 37 countries around the world.

The online sales channel and that of directly operated stores, however, have now evolved towards a concept of "omni-channel", in which the commercial and distribution interrelationships of the two channels make it possible to offer innovative services and have a privileged and direct contact with the customer, in order to meet their expectations and build lasting relationships and trust.

### The Group's brands



An icon of Made in Italy, the **TOD'S** brand represents a lifestyle that combines timeless elegance and uncompromising quality. A lifestyle intrinsically linked to the concept of Italian spirit, good taste and *savoir-vivre*. Synonymous worldwide with an unmistakable, discreet and sophisticated style, in its women's and men's collections of shoes and leather goods, TOD'S has created, throughout its history, models that have become true style icons of modern luxury. First and foremost the *Gommino* in its various versions, the D Bag and many others.

Each product is manufactured using the precise techniques of the finest Italian craftsmanship, which enable the creation of extraordinary objects that are imitated and sought-after all over the planet. Through a meticulous series of checks and controls, exclusive products, loved by celebrities and leaders around the world, are produced every day.



Monsieur **ROGER VIVIER**, who created the first stiletto heel in the '50s, designed extravagant and luxuriously embellished shoes that he described as sculptures. A skilled artisan who loved feminine elegance, Vivier elevated shoes to art objects through the *savoir-faire* of French embroidery houses. The artistic heritage and excellent traditional roots of the Vivier fashion house have been given a new lease of life: thanks to the Group's work, Monsieur Roger Vivier's creativity and vision live on and new chapters are added to this unique story every season, which goes beyond footwear expertise and includes bags, small leather goods and jewellery.

Today, ROGER VIVIER's womenswear is sophisticated and elegant, yet slightly eccentric: it is designed for a woman who tries, through her accessories, to express her timeless elegance, without forgetting to add a cheeky, extravagant touch.



In 1986, **HOGAN** was founded together with a new concept of footwear: luxury sneakers that harmoniously combine sporty features and urban elegance. Today as then, the brand represents a pioneering vision of the concept of casual luxury with its exclusive lifestyle, suitable for any occasion: contemporary and dynamic, informal yet sophisticated.

The brand has been a trendsetter since the early '90s with the "Interactive" sneakers: this icon is still one of the most imitated HOGAN models, the innovative brainchild that made the distinctive "H" code the brand's global symbol.

An Italian brand with a strong international appeal, HOGAN loves to combine tradition and aesthetic innovation with the quality of the best materials. This combination distinguishes the timeless approach embodied by the brand's iconic products: objects designed to preserve their value over time, interpreting the wearer's lifestyle with a highly contemporary look.



The **FAY** brand's history dates back to the early '80s, in the United States, when Diego and Andrea Della Valle discovered the work jackets worn by firefighters in Maine. Realising its potential, they took over the FAY brand, specialised in technical clothing for fishermen and firefighters, introducing it in Italy with a precise idea: to offer workwear for urban use.

The work jacket thus became an ideal city garment and the 4 Ganci FAY soon gained cult status in international capitals. This iconic jacket has been constantly reinterpreted and is accompanied by a line of clothing, predominantly outerwear, which is distinguished by its technical treatment of fabrics, attention to detail and extremely functional garments.

Strongly linked to the tradition and elegance of Made in Italy, today FAY continues to communicate its distinctive spirit, combining innovative materials and the timeless characteristics of authentic Italian outerwear: style, excellence and versatility.

### Main events and operations during the period

The first half of 2023 was still characterised by a challenging macroeconomic environment, affected by strong inflationary pressure and turbulence in the financial markets, marked by rising

interest rates, mainly as a result of the monetary policies implemented by the major central banks to counter inflation. This situation, also linked to the consequences of the reopening of the post-pandemic markets and the continuing conflict between Russia and Ukraine, continues to fuel a climate of uncertainty and volatility in international markets, with risks of possible recession for the major economies.

In this rather unique and complex context, the results recorded by the Group in the first half of 2023 were very satisfactory, showing a 21.7% growth in revenues compared to the first six months of the previous period, with solid double-digit growth of all Group brands. The results of TOD'S and ROGER VIVIER were particularly brilliant, confirming the increasing appreciation by customers for the very high quality of their products, their craftsmanship and their style. The strong international connotation of these brands, and the strength of the direct distribution network, has allowed them to excel above all in the Asian markets and, in particular, in Greater China, a market that also benefited from the full resumption of business, after the restrictions imposed by local governments during the previous year, especially in mainland China, to counter the new wave of Covid-19.

The Mainland Chinese market, which will continue to be an important driver of growth for the luxury sector in the medium term, presents, on the other hand, an element of uncertainty regarding performance in the short term, due to signs of a slowdown in the Chinese economy that could affect the spending power and propensity to consume of customers.

Chinese customers, however, are still absent in Western markets; this represents an opportunity for a possible acceleration of growth in the markets of Europe and the Americas in the near future, but the timing of the recovery of these tourist flows is not yet clear. Despite the absence of Chinese tourism, and the limited presence of Asian tourists, the European market performed well, supported by local demand, which had already shown a strong recovery in the previous year, and the presence of American customers. Although the US cluster did not particularly support the domestic market, it certainly contributed to the Group's results in Europe and Italy, which recorded double digit growth rates.

On the distribution channel front, there was further growth, again double-digit, in sales in the online channel, whose integration with the physical channel continues to bring benefits to the Group in terms of revenues and profitability, also thanks to greater distribution efficiency. With reference to the retail distribution structure, we note the increase, compared to the first half of 2022, of the resources allocated to investments in the direct distribution network, continuing the strategy of enhancing the Group's DOS network, with 7 new openings, selected and functional to the growth of the direct channel and brand communication strategies. There were also several enhancements of existing boutiques, either through renovation or relocation, consistent with the business strategies of each brand.

With regard to business strategies, there was also a further increase in communication expenses, increasingly focused on integrated activities between traditional and digital channels, and those related to production, which returned to full capacity after the pandemic years and was characterised by a physiological increase in volumes.

Finally, also in the first half of 2023, the TOD'S Group extended and strengthened its sustainability strategy, defining a new 2023 - 2025 Sustainability Plan (approved by the Board of Directors on 6 March 2023), which involves all corporate processes.

In 2023, the Group also completed its membership of some important multistakeholder organisations, in order to speed up, through these partnerships, the implementation of its sustainability strategies, promoting sustainable development through a common vision and shared objectives. These partnerships include: i) membership of the Leather Working Group (LWG) programme, a non-profit organisation that involves the main players in the tanning sector; ii ) membership, as a promoting member, of the RE.CREA Consortium, set up with the coordination of Camera Nazionale della Moda Italiana, in order to organise the management of end-of-life products and to promote the research and development of innovative recycling solutions; iii ) participation in the Monitor for Circular Fashion research and development programme promoted by the SDA Bocconi Sustainability Lab, an initiative in which leading companies in the fashion sector and players in the supply chain take part, in order to spread good circular fashion practices; and iv) the signing of the Charter for Equal Opportunity and Equality at Work, in order to further promote the fight against all forms of discrimination in the workplace, while committing to enhance diversity within the company organisation.

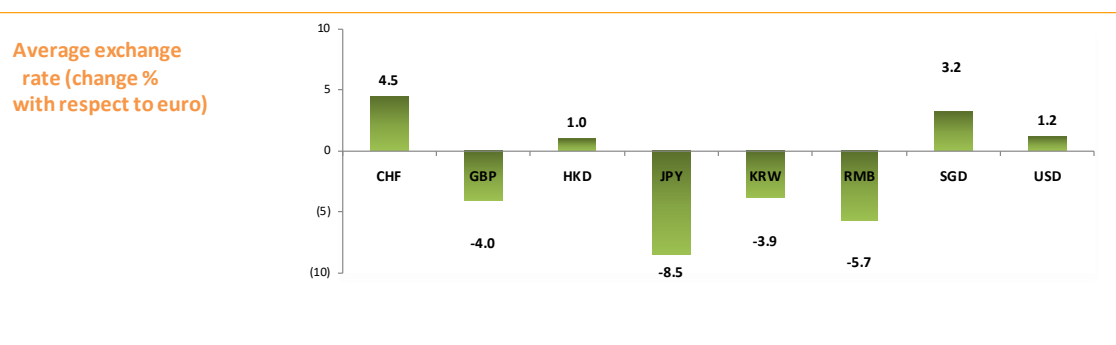
During the period, the TOD'S Group also finalised its path towards adherence to the United Nations Global Compact, to promote respect for fundamental principles in the areas of human rights protection, labour standards, environmental protection and the fight against corruption.

### Foreign currency markets

As mentioned, the first six months of 2023 were characterised by the tightening of the monetary policies of the Central Banks, especially the ECB and the FED, which led to the gradual raising of interest rates, both in the euro area and in the US, also influencing the trends of the various currencies during the six-month period.

The average exchange rate trends for the first six months of 2023, compared to the same period in 2022, see, in particular, a general strengthening of the euro against the main currencies with which the Group operates, excluding the Swiss franc, Hong Kong dollar, Singapore dollar and US dollar.





## Group results in H1 2023

### Period results

The Group's consolidated turnover amounted to 569.1 million euros in the first half of 2023, an increase of 21.7% compared to H1 2022. The effect produced by the change in average exchange rates was negative for 5 million euros; therefore, on a constant cross rate basis, revenues would amount to 574.0 million euros, marking an increase of 22.8% compared to H1 2022.

The gross operating result (EBITDA) and the net operating result (EBIT) both visibly improved, compared to the previous period, and amounted, respectively, to 138.8 million euros and 60.3 million euros, accounting for 24.4% and 10.6% of revenues. Exchange rate movements during the period had a positive effect on these indicators, which, on a constant cross rate basis, would amount to 138.4 million euros and 58.7 million euros, respectively.

FY 22	euro 000's Main economic indicators	H1 2023	H1 2022	Change	%
1,006,979	Sales Revenues	569,058	467,539	101,519	21.7
(948,751)	Operating costs and other income	(508,716)	(449,862)	58,854	13.1
58,228	EBIT	60,342	17,677	42,665	n.s.
29,036	Profit/(Loss) before taxes	46,440	8,062	38,378	n.s.
23,065	Profit/(Loss) for the period	30,949	755	30,194	n.s.
	Foreign exchange impact on revenues	4,978			
	Sales Revenues at constant exchange rates	574,036	467,539	106,498	22.8
	Foreign exchange impact on operating costs and other income	(6,573)			
	EBIT at constant exchange rates	58,747	17,677	41,071	n.s.
	EBIT %	10.6	3.8		
	EBIT % at constant exchange rates	10.2	3.8		

FY 22	euro 000's EBITDA reconciliation	H1 2023	H1 2022	Change	%
58,228	EBIT	60,342	17,677	42,665	n.s.
147,794	Amortisations and depreciations	78,477	72,887	5,590	7.7
1,147	Impairment/Reversing of fixed assets				
207,168	EBITDA	138,819	90,563	48,256	53.3
20.6	EBITDA %	24.4	19.4		
207,168	EBITDA at constant exchange rates	138,367	90,563	47,804	52.8
20.6	EBITDA % at constant exchange rates	24.1	19.4		

06.30.22	euro 000's Main Balance Sheet Indicators	06.30.23	12.31.22	Change
284,684	Net working capital (*)	347,374	283,494	63,880
474,814	Right of use assets	479,359	467,787	11,572
718,914	Intangible and tangible fixed assets	720,523	723,830	(3,307)
103,061	Other current assets/liabilities	122,683	121,335	1,349
<b>1,581,473</b>	<b>Invested capital (A)</b>	<b>1,669,939</b>	<b>1,596,445</b>	<b>73,494</b>
574,311	Net financial indebtedness/(surplus) (B)	592,655	555,020	37,635
<b>1,007,162</b>	<b>Shareholders' equity (A) - (B)</b>	<b>1,077,284</b>	<b>1,041,425</b>	<b>35,859</b>
16,963	Capital expenditures (**)	21,271	45,845	(24,574)
44,791	Net cash flows from operating activities	44,017	129,333	(85,316)
(37,260)	Cash flow generated/(used)	(54,630)	(55,059)	429

(\*) Trade receivable + inventories - trade payables

(\*\*) Right of use assets are not included

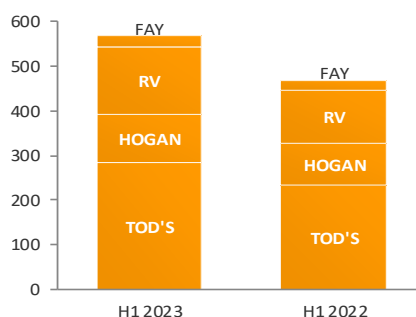
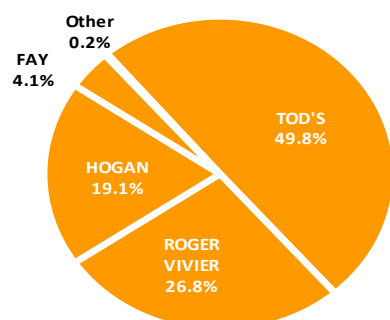
**Revenues.** All the Group's brands recorded solid double-digit revenue growth in the first half of 2023; the specific performance of each is obviously influenced by the geographical and distribution composition of its sales.

The results of TOD'S and ROGER VIVIER were excellent in all product categories, confirming the strong appreciation by customers for the quality, craftsmanship and desirability of their products.

The TOD'S brand grew by 21.3% in the first half of 2023, compared to the same period of the previous year, reaching revenues of 283.3 million euros (H1 2022: 233.5 million euros).

The ROGER VIVIER brand posted revenues of 152.5 million euros in the first half of 2023 (118.7 million euros in H1 2022), up 28.4% year-on-year.

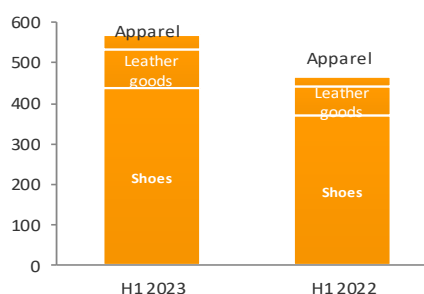
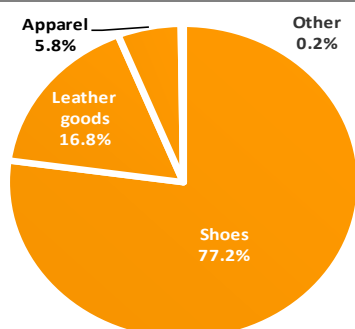
(euro mn)	H1 2023	%	H1 2022	%	% current exch. rates	H1 2023 constant rates	% constant exch. rates
TOD'S	283.3	49.8	233.5	49.9	21.3	286.5	22.7
ROGER VIVIER	152.5	26.8	118.7	25.4	28.4	154.0	29.7
HOGAN	108.5	19.1	95.0	20.3	14.3	108.7	14.4
FAY	23.5	4.1	19.6	4.2	19.8	23.5	19.6
Other	1.3	0.2	0.7	0.2	n.s.	1.3	n.s.
<b>Total</b>	<b>569.1</b>	<b>100.0</b>	<b>467.5</b>	<b>100.0</b>	<b>21.7</b>	<b>574.0</b>	<b>22.8</b>



The HOGAN and FAY brands recorded double-digit growth in the first half of 2023, at 14.3% and 19.8% respectively.

All product categories recorded solid double-digit sales growth. The “leather goods and accessories” revenue results were excellent, driven by the excellent reception by customers worldwide for the Group's product families.

(euro mn)	H1 2023	%	H1 2022	%	% current exch. rates	H1 2023 constant rates	% constant exch. rates
Shoes	439.3	77.2	369.3	79.0	18.9	442.4	19.8
Leather goods	95.4	16.8	71.8	15.4	32.9	97.1	35.3
Apparel	33.1	5.8	25.7	5.5	28.7	33.2	29.0
Other	1.3	0.2	0.7	0.1	n.s.	1.3	n.s.
<b>Total</b>	<b>569.1</b>	<b>100.0</b>	<b>467.5</b>	<b>100.0</b>	<b>21.7</b>	<b>574.0</b>	<b>22.8</b>



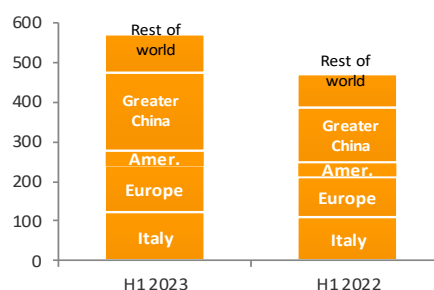
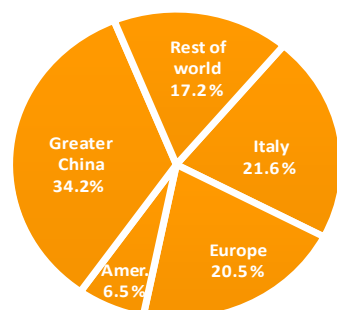
“Shoes” posted revenue of 439.3 million euros in the first half of 2023 (369.3 million euros in H1 2022), up 18.9% compared with the same period of the previous year.

The “leather goods and accessories” category grew by 32.9% to 95.4 million euros in revenues in the first half of 2023 (71.8 million euros in H1 2022).

The “clothing” category also showed significant growth of 28.7% in the first half of 2023, compared to the same period last year.

The domestic and European markets confirmed the dynamism of demand already highlighted in recent months, both in terms of local consumption and tourist purchases. Sales in Italy and Europe, respectively, grew by 12.2% and 14% compared to the same period last year.

(Euro mn)	H1 2023	%	H1 2022	%	% current exch. rates	H1 2023 constant rates	% constant exch. rates
Italy	122.9	21.6	109.5	23.4	12.2	122.9	12.2
Europe (excl. Italy)	116.7	20.5	102.3	21.9	14.0	116.6	14.0
Americas	37.2	6.5	38.0	8.1	(1.8)	36.7	(3.3)
Greater China	194.4	34.2	135.7	29.0	43.2	196.2	44.6
Rest of world	97.9	17.2	82.0	17.5	19.3	101.6	23.9
<b>Total</b>	<b>569.1</b>	<b>100.0</b>	<b>467.5</b>	<b>100.0</b>	<b>21.7</b>	<b>574.0</b>	<b>22.8</b>



The “Americas” market declined by 1.8% in the first half of 2023 compared to the same period last year. Domestic demand remained weak, partly due to the shift of purchases abroad by US customers.

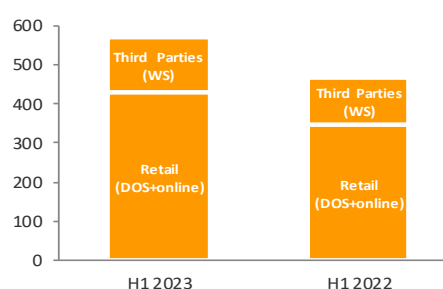
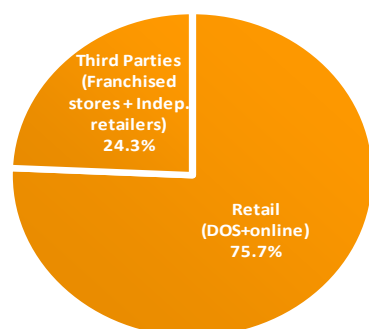
Very positive results were recorded by the “Greater China” region, which registered revenues of 194.4 million euros in the first half of 2023 (135.7 million euros in H1 2022), showing growth of 43.2%. This performance also benefited from the complete resumption of business after the restrictions imposed by local governments during the previous year, particularly in mainland China, to counter the new wave of Covid-19.

The “Rest of the World” area remains very strong, even after the normalisation of the growth rate, starting in the second quarter, mainly due to the more challenging comparison basis of 2022. Japan did particularly well. Revenues from the geographical area “Rest of the World”

amounted to 97.9 million euros in the first half of 2023 (they were 82.0 million euros in H1 2022), registering growth of 19.3%.

Both sales channels recorded solid double-digit sales growth. The retail channel, which accounts for more than 75% of the Group's turnover, grew by 23.6% compared to the same period last year. The e-commerce channel also did well, consolidating the results of the significant investments made by the Group in the digital world. Revenues from the “retail” channel amounted to 430.8 million euros in the first half of 2023 (348.6 million euros in H1 2022).

(euro mn)	H1 2023	%	H1 2022	%	% current exch. rates	H1 2023 constant rates	% constant exch. rates
Retail (DOS+online)	430.8	75.7	348.6	74.6	23.6	436.8	25.3
Third Parties (Franchised stores + Indep. retailers)	138.3	24.3	118.9	25.4	16.2	137.2	15.4
<b>Total</b>	<b>569.1</b>	<b>100.0</b>	<b>467.5</b>	<b>100.0</b>	<b>21.7</b>	<b>574.0</b>	<b>22.8</b>



As at 30 June 2023 the Group's distribution network included 336 DOS and 93 franchised stores, compared to 318 DOS and 85 franchised stores at 30 June 2022.

Revenues in the wholesale channel also grew double-digit in the half-year period; as mentioned several times, it is not meaningful to analyse the individual quarterly performance of this channel, which is profoundly influenced by the different timing of shipments in different years.

**Operating results.** The operating results recorded by the Group in the first half of 2023 improved significantly, thanks to the trend in sales revenue and an increase in the gross margin, which benefited from excellent revenue performance in higher-margin geographical areas.

Transport costs rose physiologically, in connection with the increase in sales volumes, although the percentage weight on the Group's turnover was decreasing. In the first half of the previous year, the effect of the increase in costs related to the energy market had had a greater impact.

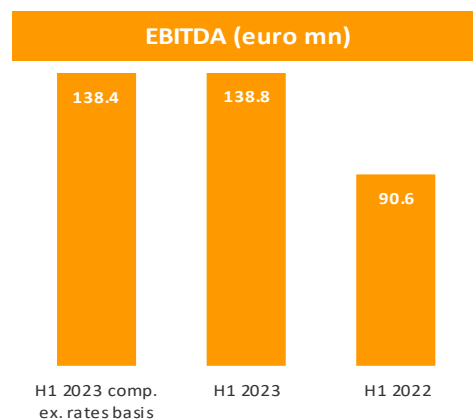
The increase in service costs is a direct and physiological consequence of normal business dynamics. Although some streamlining activities continued in the current year, in order to preserve margins in the complex and uncertain reference context, the increase in communication

expenses, in support of the activities to promote individual brands and new collections, and those related to production, which returned to full capacity after the years impacted by the Covid-19 pandemic, were highlighted during the period. Also contributing to the increase in costs for production-related services were a number of production process efficiency projects, which allowed some of the production of the new collection to be brought forward. The ratio of costs for services to revenue in the period went from 27% in H1 2022 to 28.5% in H1 2023.

Costs for the use of third party assets went from 31.6 million euros at 30 June 2022 to 37.4 million euros at 30 June 2023. The increase, compared to the first half of the previous year, is mainly due to leases with variable consideration based on sales. The first half of the previous year had also benefited from concessions amounting to 2.2 million euros from the renegotiation of rents, following the closure periods due to the COVID-19 pandemic.

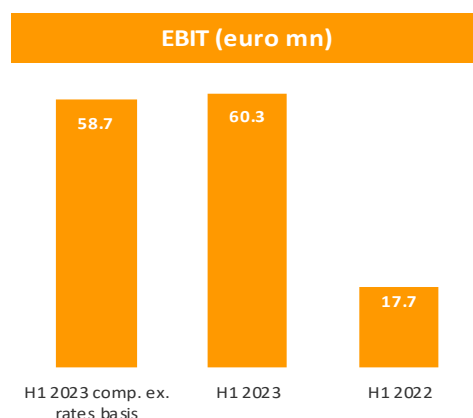
The cost incurred for the remuneration of Group employees increased in absolute terms from 115.7 million euros in the first six months of 2022 to 127.3 million euros as at 30 June 2023, mainly due to the variable component linked to sales and the strengthening of the Group's workforce, both in corporate functions and with reference to the expansion of the retail channel. As a percentage of sales, however, it decreased from 24.7%, in the first six months of 2022, to 22.4%, in the first six months of 2023, benefiting from revenue growth. As at 30 June 2023, the Group's workforce included 5,123 employees, up by 198 compared to 31 December 2022 and by 233 compared to 30 June 2022.

As a result of the aforementioned trends, EBITDA for the first six months of 2023 was positive at 138.8 million euros and accounted for 24.4% of consolidated sales, whereas it amounted to 90.6 million euros in H1 2022, accounting for 19.4%. At constant exchange rates, EBITDA in the first half of 2023 would have amounted to 138.4 million euros, accounting for 24.1% of consolidated revenue.



Amortisation and depreciation of fixed assets came to 78.5 million euros (72.9 million euros in H1 2022), including amortisation of rights of use (IFRS 16) for 56.9 million euros (52 million euros at 30 June 2022). As a percentage of revenue, it was 13.8% as at 30 June 2023, and 15.6% at 30 June 2022.

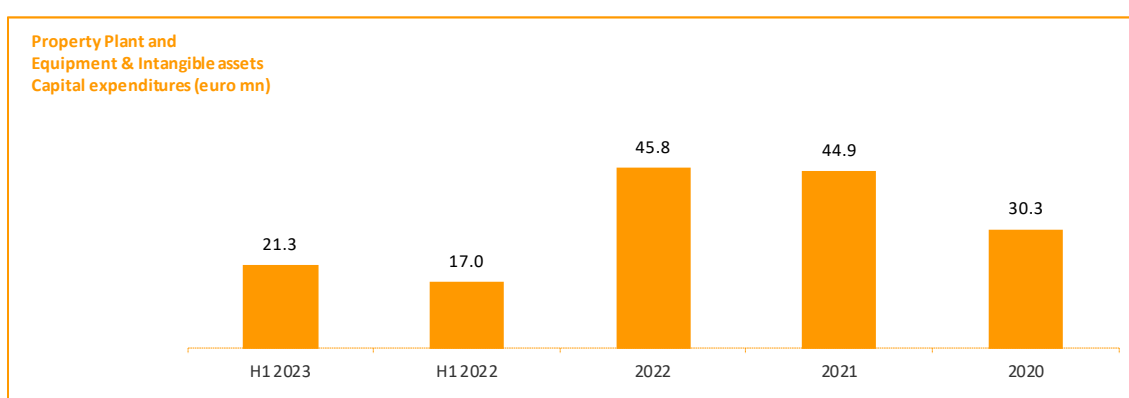
Net of additional operating write-downs of 0.2 million euros, EBIT in the first half of 2023 posted 60.3 million euros (17.7 million at 30 June 2022). At constant exchange rates, period EBIT would have amounted to 58.7 million euros.



The balance of financial operations was negative by 13.9 million euros, whereas it was negative by 9.6 million euros on 30 June of the previous year. The change is mainly related to financial expenses accrued on leasing liabilities (up from 6.2 million euros to 9.2 million euros). The balance of financial operations includes interest expense, on outstanding loans, of 1.7 million (2.4 million as at 30 June 2022), net of the positive effects of the hedging contracts in place on these loans.

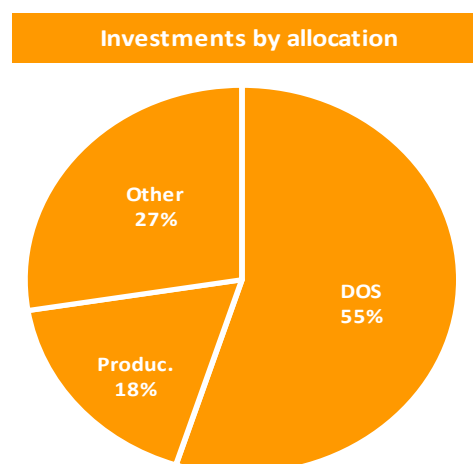
The above trends resulted in a positive consolidated result for the first half of 2023, net of current and deferred taxation for the year, i.e. a gain of 30.9 million euros, while in H1 2022 it was 0.8 million euros.

**Capital expenditure.** Capital expenditure in the first six months of 2023 amounted to 21.3 million euros, up from 17 million euros in H1 2022.



Approximately 11.7 million euros (8.4 million in H1 2022) were invested in the DOS network, mainly dedicated to the fitting out of new shops, which were inaugurated during the period, and to the usual renovation of some historical boutiques.

Notable among these is the fitting out of the new TOD'S flagship store in Milan, which has undergone a strategic repositioning within the renowned Galleria Vittorio Emanuele II. The remainder of the capital expenditure for the period, in addition to the normal modernisation of structures and industrial equipment (mainly shapes, dies and moulds), was allocated to the development of the digital channel, as well as the company's management systems (software).



**Net financial indebtedness.** At 30 June 2023, net financial indebtedness amounted to 592.7 million euros (555 million euros at 31 December 2022) and included lease liabilities arising from the adoption of IFRS 16, equal to 498.7 million euros (483.9 million euros at 31 December 2022); therefore, net of the latter items, net financial debt would have been 94 million euros (71.1 million euros at 31 December 2022). Financial debt as at 30 June 2022 amounted to 574.3 million euros, when it included leasing liabilities of 489.4 million euros.

As at 30 June 2023, cash and cash equivalents (cash and bank deposits) come to 112.4 million euros (106 million euros in cash and cash equivalents net of current account overdrafts).

euro 000's				
06.30.22	Net financial indebtedness	06.30.23	12.31.22	Change
185,517	Cash and cash equivalents	112,434	167,709	(55,275)
2,189	Other current financial assets	6,893	6,597	296
(86,177)	Current financial liabilities	(71,928)	(88,176)	16,249
(186,482)	Non current financial liabilities	(141,380)	(157,235)	15,855
<b>(84,953)</b>	<b>(Net financial liabilities)/surplus</b>	<b>(93,981)</b>	<b>(71,104)</b>	<b>(22,877)</b>
(489,358)	Lease liabilities	(498,674)	(483,916)	(14,759)
<b>(574,311)</b>	<b>(Total net financial indebtedness)/surplus</b>	<b>(592,655)</b>	<b>(555,020)</b>	<b>(37,635)</b>

euro 000's			
Statement of cash flows		H1 2023	H1 2022
<b>Net Cash and cash equivalents at the beginning of the period</b>		<b>160,647</b>	<b>215,706</b>
Cash flows from operating activities		61,067	56,782
Interests and taxes collected/(paid)		(17,050)	(11,991)
<b>Net cash flows from operating activities</b>		<b>44,017</b>	<b>44,791</b>
<b>Cash flow generated (used) in investing activities</b>		<b>(20,610)</b>	<b>(16,307)</b>
<b>Cash flow generated (used) in financing activities</b>		<b>(82,751)</b>	<b>(69,847)</b>
Translation differences		4,714	4,103
<b>Net Cash and cash equivalents at the end of the period</b>		<b>106,017</b>	<b>178,446</b>



Operations during the period generated cash of 61.1 million euros, while they came to 56.8 million euros in liquidity generated during the first half of the previous year. The greater liquidity generated, compared to the first half of 2022, as a result of the improvement in the Group's performance, was partly reabsorbed by the increase in inventories, especially with reference to finished products of the next sales season; in particular, the aforementioned projects to streamline production activities, allowed for a further anticipation of part of the production of the new collection, compared to the corresponding period of the previous year. These inventories will allow liquidity to be generated in the second half of the year.

Cash flow from financing activities in the first half of 2023 mainly includes the payment of the nominal value of the leasing liabilities, amounting to 52.8 million euros, and the repayments of the outstanding pool loan in place, for 30 million euros.

#### **Items or transactions resulting from unusual and/or exceptional transactions**

There were no items or transactions resulting from unusual and/or exceptional transactions during the first half of the year.

#### **Business outlook**

Despite a geopolitical and macroeconomic context characterised by extreme uncertainty and volatility, considering the results, in terms of revenues and profitability, achieved in the first half of the year, and the continuation of the business strategies being implemented, it is possible to confirm expectations of solid growth for the entire year.

Milan, 6 September 2023

The Chairman of the Board of Directors  
Diego Della Valle

TOD'S Group

2023 Half Year Condensed Financial Statements

Group

## Consolidated Income Statement

euro 000's	Note	H1 2023	H1 2022
<b>Revenue</b>			
Sales revenue	9.1	569,058	467,539
Other income		6,900	8,493
<b>Total revenue and income</b>		<b>575,958</b>	<b>476,031</b>
<b>Operating Costs</b>			
Change in inventories of work in progress and finished goods		48,264	18,188
Cost of raw materials, supplies and materials for consumption		(140,621)	(114,971)
Costs for services	9.2	(162,098)	(126,464)
Costs of use of third party assets	9.3	(37,430)	(31,581)
Personnel costs	9.4	(127,286)	(115,694)
Other operating charges		(17,819)	(14,697)
Amortisation and depreciation	9.5	(78,477)	(72,887)
Write downs/Reversing of assets	12-15	(150)	(250)
<b>Total operating costs</b>		<b>(515,617)</b>	<b>(458,355)</b>
<b>Operating profit</b>		<b>60,342</b>	<b>17,677</b>
<b>Financial income and expenses</b>			
Financial income	9.6	26,508	20,604
Financial expenses	9.6	(40,410)	(30,219)
<b>Total financial income (expenses)</b>		<b>(13,902)</b>	<b>(9,615)</b>
Income (losses) from equity investments			
<b>Profit before taxes</b>		<b>46,440</b>	<b>8,062</b>
Income taxes	13	(15,491)	(7,307)
<b>Profit/(loss) for the period</b>		<b>30,949</b>	<b>755</b>
Non-controlling interests			
<b>Profit/(loss) of the Group</b>		<b>30,949</b>	<b>755</b>
Basic Earnings/(Loss) per share (in euro)	19	0.94	0.02
Diluted Earnings/(Loss) per share (in euro)	19	0.94	0.02

## Consolidated Statement of Comprehensive Income

euro 000's	H1 2023	H1 2022
<b>Profit (loss) for the period (A)</b>	<b>30,949</b>	<b>755</b>
<b>Other comprehensive income that will be reclassified subsequently to profit and loss:</b>		
Gains/(Losses) on derivative financial instruments (cash flow hedge)	1,300	4,244
Gains/(Losses) on currency translation of foreign subsidiaries	5,088	4,539
Gains/(Losses) on net investments in foreign operations	(1,277)	(1,680)
<b>Total other comprehensive income that will be reclassified subsequently to profit and loss (B)</b>	<b>5,111</b>	<b>7,102</b>
<b>Other comprehensive income that will not be reclassified subsequently to profit and loss:</b>		
Cumulated actuarial gains/(losses) on defined benefit plans	33	769
<b>Total other comprehensive income that will not be reclassified subsequently to profit and loss (C)</b>	<b>33</b>	<b>769</b>
<b>Total Comprehensive Income (A) + (B) + (C)</b>	<b>36,093</b>	<b>8,627</b>
Of which:		
Attributable to Shareholders of the Parent company	36,093	8,627
Attributable to non-controlling interests		

## Consolidated Statement of Financial Position

euro 000's				
	Note	06.30.23	12.31.22	06.30.22
<b>Non current assets</b>				
<i>Right of use assets</i>				
Right of use assets	10	479,359	467,787	474,814
<b>Total Right of use assets</b>		<b>479,359</b>	<b>467,787</b>	<b>474,814</b>
<i>Intangible fixed assets</i>				
Assets with indefinite useful life	11	554,234	554,234	554,236
Other intangible assets	11	27,897	28,012	27,559
<b>Total Intangible fixed assets</b>		<b>582,130</b>	<b>582,245</b>	<b>581,795</b>
<i>Tangible fixed assets</i>				
Buildings and land	11	51,406	52,307	53,051
Plant and machinery	11	9,867	8,909	9,264
Equipment	11	11,213	11,345	11,275
Leasehold improvement	11	33,630	33,007	31,288
Others	11	32,277	36,016	32,241
<b>Total Tangible fixed assets</b>		<b>138,393</b>	<b>141,584</b>	<b>137,119</b>
<i>Other assets</i>				
Investment properties		3	5	6
Deferred tax assets	13	104,418	110,601	108,185
Others		23,117	22,902	23,904
Derivative financial instruments		4,315	6,472	5,693
<b>Total other assets</b>		<b>131,853</b>	<b>139,979</b>	<b>137,789</b>
<b>Total non current assets</b>		<b>1,331,735</b>	<b>1,331,596</b>	<b>1,331,517</b>
<b>Current assets</b>				
Inventories	14	406,278	357,660	336,759
Trade receivables	15	92,875	96,432	88,215
Tax receivables		15,524	16,587	13,077
Derivative financial instruments		18,980	9,877	3,772
Others		88,227	81,707	79,695
Cash and cash equivalents	18	112,434	167,709	185,517
<b>Total current assets</b>		<b>734,317</b>	<b>729,971</b>	<b>707,036</b>
<b>Total assets</b>		<b>2,066,052</b>	<b>2,061,566</b>	<b>2,038,552</b>

*to be continued*

euro 000's (continuing)	Note	06.30.23	12.31.22	06.30.22
<b>Equity</b>				
Share capital	16	66,187	66,187	66,187
Capital reserves	16	416,588	416,588	416,588
Hedging and translation reserves	16	39,230	34,119	22,360
Other reserves	16	524,330	501,466	501,272
Profit/(loss) for the period	16	30,949	23,065	755
<b>Total Equity</b>		<b>1,077,284</b>	<b>1,041,425</b>	<b>1,007,162</b>
<b>Non-current liabilities</b>				
Provisions for risks	17	15,879	15,863	16,692
Deferred tax liabilities	13	19,519	16,218	12,876
Employee benefits		14,391	17,559	16,517
Non current borrowings	18	134,226	148,897	178,534
Non-current lease liabilities	10	396,913	387,133	391,378
Others		10,440	11,540	11,748
<b>Total non-current liabilities</b>		<b>591,367</b>	<b>597,210</b>	<b>627,746</b>
<b>Current liabilities</b>				
Trade payables		151,778	170,597	140,290
Tax payables		10,753	13,839	12,599
Derivative financial instruments		1,203	1,845	7,767
Others		59,585	51,533	65,431
Current borrowings	18	70,725	86,331	78,410
Current lease liabilities	10	101,762	96,783	97,980
Provisions for risks		1,596	2,003	1,168
<b>Total current liabilities</b>		<b>397,401</b>	<b>422,932</b>	<b>403,645</b>
<b>Total Equity and liabilities</b>		<b>2,066,052</b>	<b>2,061,566</b>	<b>2,038,552</b>

## Consolidated Statement of Cash Flows

euro 000's	Jan.-Jun. 23	Jan.-Jun. 22
<b>Profit/(Loss) for the period</b>	<b>30,949</b>	<b>755</b>
<b>Adjustments to reconcile net profit (loss) to net cash provided by (used in) operating activities:</b>		
Amortizat., deprec., revaluat., and write-downs	80,472	71,927
Other non monetary expenses/(income)	5,160	3,096
Income taxes for the period	15,491	7,307
<b>Changes in operating assets and liabilities:</b>		
Trade receivables	3,559	(933)
Inventories	(50,615)	(28,626)
Tax receivables and tax payables	(2,344)	(3,057)
Trade payables	(18,819)	8,055
Other assets and liabilities	(3,440)	(2,212)
Change in reserve for employee	654	472
<b>Cash flows from operating activities</b>	<b>61,067</b>	<b>56,782</b>
Interests (paid)/collected	(2,669)	(2,563)
Interests (paid) on lease liabilities	(8,693)	(6,055)
Income taxes (paid)/refunded	(5,688)	(3,373)
<b>Net cash flows from operating activities (A)</b>	<b>44,017</b>	<b>44,791</b>
Acquisitions of intangible and tangible fixed assets	(21,271)	(16,960)
Transfers of intangible and tangible fixed assets	661	653
<b>Cash flows generated (used) in investing activities (B)</b>	<b>(20,610)</b>	<b>(16,307)</b>
Repayments of lease liabilities	(52,751)	(48,700)
Repayments of financial liabilities	(50,000)	(21,147)
Proceeds from financial liabilities	20,000	
<b>Cash flows generated (used) in financing (C)</b>	<b>(82,751)</b>	<b>(69,847)</b>
Translation differences (D)	4,714	4,103
<b>Cash flows from continuing operations (E)=(A)+(B)+(C)+(D)</b>	<b>(54,630)</b>	<b>(37,260)</b>
Cash flow from assets held for sale (F)		
<b>Cash flows generated (used) (G)=(E)+(F)</b>	<b>(54,630)</b>	<b>(37,260)</b>
Net cash and cash equivalents at the beginning of the period	160,647	215,706
Net cash and cash equivalents at the end of the period	106,017	178,446
<b>Change in net cash and cash equivalents</b>	<b>(54,630)</b>	<b>(37,260)</b>

## Consolidated Statement of Changes in Equity

January-June 2023 euro 000's							
	Share Capital	Capital reserves	Hedging and reserve for translation	Retained earnings	Group interests	Non- controlling interests	Total
<b>Balances as of 01.01.23</b>	<b>66,187</b>	<b>416,588</b>	<b>34,119</b>	<b>524,532</b>	<b>1,041,425</b>		<b>1,041,425</b>
Profit & Loss account				30,949	30,949		30,949
Directly in equity			5,111	33	5,144		5,144
<b>Total Comprehensive Income</b>			<b>5,111</b>	<b>30,981</b>	<b>36,093</b>		<b>36,093</b>
Dividend paid							
Capital increase							
Share based payments							
Other <sup>(1)</sup>				(234)	(234)		(234)
<b>Balances as of 06.30.23</b>	<b>66,187</b>	<b>416,588</b>	<b>39,230</b>	<b>555,279</b>	<b>1,077,284</b>		<b>1,077,284</b>

January-June 2022 euro 000's							
	Share Capital	Capital reserves	Hedging and reserve for translation	Retained earnings	Group interests	Non- controlling interests	Total
<b>Balances as of 01.01.22</b>	<b>66,187</b>	<b>416,588</b>	<b>15,258</b>	<b>500,503</b>	<b>998,535</b>		<b>998,535</b>
Profit & Loss account				755	755		755
Directly in equity			7,102	769	7,872		7,872
<b>Total Comprehensive Income</b>			<b>7,102</b>	<b>1,524</b>	<b>8,627</b>		<b>8,627</b>
Dividend paid							
Capital increase							
Share based payments							
Other							
<b>Balances as of 06.30.22</b>	<b>66,187</b>	<b>416,588</b>	<b>22,360</b>	<b>502,027</b>	<b>1,007,162</b>		<b>1,007,162</b>

(1) These include use of the reserve for the pursuit of solidarity projects at a local level.



TOD'S Group

Notes to the half year Condensed  
Financial Statements

D'S Group

## **1. General notes**

TOD'S Group operates in the luxury sector under its own brands (TOD'S, ROGER VIVIER, HOGAN and FAY). It actively creates, produces and distributes shoes, leather goods and accessories, and apparel. The firm's mission is to offer global customers top-quality products that satisfy their functional requirements and aspirations.

The parent company TOD'S S.p.A., with registered office in Sant'Elpidio a Mare (Fermo) at Via Filippo Della Valle 1, is listed on the Euronext Milan (EXM) market of Borsa Italiana S.p.A.

As at 30 June 2023, TOD'S S.p.A. share capital is owned (for 50.291%) by DI.VI. FINANZIARIA DI DIEGO DELLA VALLE & C. S.r.l..

The half-year condensed consolidated financial statements as at 30 June 2023 were approved by the Board of Directors of TOD'S S.p.A. on 6 September 2023. They undergo a limited audit by the auditing firm DELOITTE & TOUCHE S.p.A..

## **2. Basis of preparation**

The Half-Year Financial Report, which includes the half-year condensed consolidated financial statements of the TOD'S Group as at 30 June 2023, is prepared pursuant to Article 154-ter, paragraphs 2, 3 and 4 of the Consolidated Finance Act ("CFA") introduced by Legislative Decree no. 195/2007 implementing Directive 2004/109/EC (the "Transparency" Directive), and amended by Legislative Decree no. 25/2016 implementing Directive 2013/50/EU. These half-year condensed consolidated financial statements comply with International Accounting Standard 34 (IAS 34) - Interim Financial Reporting - adopted according to the procedure set forth in Article 6 of Regulation (EC) No. 1606/2002; therefore, they do not include all the information required by the annual financial statements and must be read in conjunction with the same prepared for the financial year ending 31 December 2022.

The half-year condensed consolidated financial statements include the balance sheet and profit and loss account of TOD'S S.p.A. and its Italian and foreign subsidiaries, together identified as the TOD'S Group, drafted with a reference date of 30 June 2023 (1 January - 30 June).

The consolidated financial statements (consolidated income statement, consolidated statement of comprehensive income, consolidated statement of financial position, consolidated statement of cash flows and consolidated statement of changes in equity) are prepared in expanded form and are the same as those adopted for the Consolidated Financial Statements as at 31 December 2022.

The notes to the financial statements, as required by IAS 34, are instead prepared in summary form, and refer exclusively to the components of the income statement, statement of financial position and statement of cash flows, whose composition or changes, by amount or nature, are

significant and therefore identify additional information, for a correct understanding of the Group's financial position as at 30 June 2023.

Pursuant to art. 3 of Consob Resolution no. 18079 of 20 January 2012, notice is hereby given that the Company avails itself of the waiver provided for in articles 70, paragraph 8, and 71, paragraph 1-bis, of Consob Reg. no. 11971/99 (and subsequent amendments and additions) with reference to making available to the public at the registered office the documentation relating to mergers, spin-offs, capital increases, acquisitions and disposals.

In case, for the application of a new accounting standards, there is a change in the nature of the operations or re-examination of the half-year condensed consolidated financial statements and it is necessary or more appropriate to modify some figures to provide a clearer information to the stakeholders, the comparative figures will be reclassified in order to improve the comparability of the information between the periods. In such a case, if significant, appropriate information in the notes to the separate financial statements is provided.

The condensed consolidated financial statements of the TOD'S Group as at 30 June 2023 have been prepared on a going concern basis.

### 3. Accounting standards

The accounting standards and principles of consolidation applied to the preparation of these half-year condensed consolidated financial statements are consistent with those applied to the preparation of the consolidated financial statements at 31 December 2022, with the exception of the new standards or interpretations endorsed by the European Union and applicable from 1 January 2023.

**Accounting standards, amendments and interpretations endorsed by the European Union, applicable from 1 January 2023, which were applied on first-time adoption in the TOD'S Group's half-year condensed consolidated financial statements at 30 June 2023**

- On 7 May 2021 the IASB published an amendment called "Amendments to IAS 12 Income Taxes: Deferred Tax related to Assets and Liabilities arising from a Single Transaction". The document clarifies how deferred taxes should be accounted for on certain transactions that can generate assets and liabilities of equal amounts, such as leases and decommissioning obligations;
- On 12 February 2021, the IASB published two amendments entitled "Disclosure of Accounting Policies-Amendments to IAS 1 and IFRS Practice Statement 2" and "Definition of Accounting Estimates-Amendments to IAS 8". The changes are intended to improve disclosure on accounting policies to provide more useful information to investors and other primary users of financial statements, and to help companies distinguish between changes in accounting estimates and changes in accounting policies.

The adoption of this amendment did not have any impact on the Group's half-year condensed consolidated financial statements.

**Accounting standards, amendments and interpretations IFRS and IFRIC endorsed by the European Union, not yet applicable on a mandatory basis and not adopted early in the half-year condensed consolidated financial statements of the TOD'S Group at 30 June 2023**

There are no new accounting standards, amendments and interpretations IFRS and IFRIC endorsed by the European Union, not yet applicable on a mandatory basis and not adopted early in the half-year condensed consolidated financial statements of the TOD'S Group at 30 June 2023.

**Accounting standards, amendments and IFRS interpretations not yet endorsed by the European Union**

As at the date of this document, the competent bodies of the European Union have not yet completed the endorsement process necessary for the adoption of the amendments and standards described below.

- On 23 January 2020 the IASB published “Amendments to IAS 1 - Presentation of Financial Statements: Classification of Liabilities as Current or Non-current” and on 31 October 2022 published an amendment entitled “Amendments to IAS 1 Presentation of Financial Statements: Non-Current Liabilities with Covenants”. The purpose of the documents is to clarify how to classify payables and other liabilities among short- or long-term items. The amendments will become applicable from 1 January 2024, with early adoption permitted. The Directors do not expect a material effect on the Group's consolidated financial statements from the adoption of this amendment;
- On 22 September 2022 the IASB published an amendment called “Amendments to IFRS 16 Leases: Lease Liability in a Sale and Leaseback”. The document requires the seller-lessee to measure the lease liability arising from a sale and leaseback transaction so as not to recognise an income or loss that relates to the retained right of use. The amendments will apply from 1 January 2024, with early adoption permitted. The Directors do not expect a material effect on the Group's consolidated financial statements from the adoption of this amendment;
- On 23 May 2023 the IASB published an amendment called “Amendments to IAS 12 Income Taxes: International Tax Reform – Pillar Two Model Rules”. The document introduces a temporary exception to the recognition and disclosure requirements for deferred tax assets and liabilities related to the Pillar Two Model Rules and provides for specific disclosure requirements for entities affected by the relevant International Tax Reform. The document provides for the immediate application of the temporary exception, while the disclosure requirements will only be applicable to annual financial statements commencing on or after 1

January 2023, but not to interim financial statements with a closing date prior to 31 December 2023. The Directors are currently evaluating the possible effects of the introduction of this amendment on the Group's consolidated financial statements;

- On 25 May 2023 the IASB published "Amendments to IAS 7 Statement of Cash Flows and IFRS 7 Financial Instruments: Disclosures: Supplier Finance Arrangements". This requires an entity to provide additional disclosures about reverse factoring arrangements that enable users of financial statements to evaluate how financial arrangements with suppliers may affect the entity's liabilities and cash flows and to understand the effect of those arrangements on the entity's exposure to liquidity risk. The amendments will apply from 1 January 2024, with early adoption permitted. The Directors do not expect a material effect on the Group's consolidated financial statements from the adoption of this amendment.

**Use of estimates.** The preparation of the condensed interim consolidated financial statements requires the use of estimates and assumptions based on management's best judgement. Estimates and assumptions are reviewed regularly. Should these estimates and assumptions differ from the actual circumstances in the future, they will be amended.

In particular, the Management has updated its estimates and assumptions, compared to the financial statements as at 31 December 2022, mainly in relation to the assessment of the recoverable amount of goodwill and other assets with an indefinite useful life (proprietary brands), the bad debt provision, the inventory provision, the recoverability of prepaid taxes, right-of-use assets and related financial liabilities.

In particular, with reference to the determination of any impairment of fixed assets, it should be noted that the tests are carried out in full only at the time of the annual financial statements, except in cases where there are indicators of impairment that require an immediate assessment of possible impairment, or where events have occurred that otherwise require the procedure to be repeated. In this regard, it should be noted that the analysis conducted by the Directors did not lead to the identification of any indicators of possible impairment as at 30 June 2023 (referred to as "trigger events") and, consequently, no impairment test was performed (Note 12).

**Foreign currency balance sheet exposure.** The rates applied in translating the financial statements of consolidated entities, expressed in a functional currency different from the consolidation currency, compared with those used in the previous period, are shown in the table below:

	H1 2023		H1 2022	
	Exch. rates as of end of period	Average exch. rate	Exch. rates as of end of period	Average exch. rate
U.S. dollar	1.09	1.08	1.04	1.09
British pound	0.86	0.88	0.86	0.84
Swiss franc	0.98	0.99	1.00	1.03
Hong Kong dollar	8.52	8.47	8.15	8.56
Japanese yen	157.16	145.76	141.54	134.31
Hungarian forint	371.93	380.85	397.04	375.13
Singapor dollar	1.47	1.44	1.45	1.49
Korean won	1,435.88	1,400.43	1,351.60	1,347.84
Macao pataca	8.77	8.73	8.39	8.81
Chinese renmimbi	7.90	7.49	6.96	7.08
Indian rupee	89.21	88.84	82.11	83.32
Albanian lek	106.49	112.83	118.62	121.14
Canadian dollar	1.44	1.46	1.34	1.39
Australian dollar	1.64	1.60	1.51	1.52
United Arab Emirates Dirham	3.99	3.97	3.81	4.02

#### 4. Seasonal or cyclical nature of interim transactions

It should be noted that the TOD'S Group engages in an activity that, although it is affected by the imperfect homogeneity in the various months of the year of the flow of revenues and costs stemming from its industrial activity, it does not show profound seasonal or cyclical variations in overall annual sales.

#### 5. Alternative indicators of performance

In order to strip the results for the period January-June 2023 of the effects produced by changes in exchange rates, compared to the average values for the first six months of the previous year, the economic indicators typically referred to (Revenues, EBITDA and EBIT) in the Interim Report on Operations, have been restated by applying the average exchange rates for the first half of 2022, making these economic indicators fully comparable with those of the previous comparison period.

It should be noted that these alternative performance measurement criteria should not be considered as substitutes for those outlined by IAS/IFRS and represented in the Financial Statements.

Moreover, considering that, as already mentioned in the previous paragraph, during the various quarters of the year, the Group's activities are affected by the imperfect homogeneity of the flow of revenues and costs, mainly deriving from the industrial activity, the analysis of the interim results and economic-financial indicators (EBITDA, EBIT, net financial indebtedness, working

capital) cannot be considered fully representative, and it would therefore be wrong to consider the indicators of the period referred to, as a proportional share of the entire year.

## 6. Scope of consolidation

The scope of consolidation as at 30 June 2023 changed from the scope at 30 June 2022 due to the 24 May 2023 incorporation of the company TOD'S Trading Thailand Ltd., 99% owned by TOD'S S.p.A. and 1% owned by TOD'S Singapore Ltd. This company, which will manage DOS in Thailand, was not yet operational as at 30 June 2023.

In addition to the above transaction, it should be noted that the liquidation processes of Webcover Ltd. and Italiantouch Shanghai Trading Co. Ltd, both already non-operational, were completed in the first half of 2023.

Compared to the financial statements for the year ended 31 December 2022, the changes in the scope of consolidation are the same as those discussed above.

A full explanation of the scope of consolidation, as at 30 June 2023, is provided below:

### Parent Company

#### TOD'S S.p.A.

S.Elpidio a Mare - Italy

Share Capital (S.C.) - Euro 66,187,078

### Direct Subsidiaries

<b>TOD'S Deutsch. GmbH</b> Munich - Germany S.C. - Euro 153,387.56 % held: 100%	<b>TOD'S France Sas</b> Paris - France S.C. - Euro 780,000 % held: 100%	<b>An.Del. USA Inc.</b> New York - U.S.A S.C. - USD 3,700,000 % held: 100%	<b>TOD'S International BV</b> Amsterdam - Netherlands S.C. - Euro 2,600,200 % held: 100%
<b>Roger Vivier S.p.A.</b> S.Elpidio a Mare - Italy S.C. - Euro 10,000,000 % held: 100%	<b>TOD'S Austria GmbH</b> Vienna - Austria S.C. - Euro 50,000 % held: 100%	<b>TOD'S Australia PTY Ltd.</b> Sydney - Australia S.C. - AUD 11,400,000 % held: 100%	<b>Re.Se.Del. S.r.l.</b> S.Elpidio a Mare- Italy S.C. - Euro 25,000 % held: 100%
<b>TOD'S Oak Ltd.</b> Dublin - Ireland S.C. - Euro 1 % held: 100%	<b>TRV Middle East Trad.</b> Dubai - UAE S.C. - AED 150,000 % held: 100%	<b>TOD'S Trading Thailand Ltd.</b> Bangkok - Thailand S.C. - Thb 102,000,000 % held: 100% <sup>(1)</sup>	

### Indirect subsidiaries

<b>Cal.Del. USA Inc.</b> Beverly Hills, Ca - U.S.A. S.C. - USD 10,000 % held: 100%	<b>TOD'S Tex Del USA Inc.</b> Dallas, Tx - U.S.A S.C. - USD 10,000 % held: 100%	<b>Deva Inc.</b> Wilmington, DE - U.S.A. S.C. - USD 500,000 % held: 100%	<b>Flor.Del. USA Inc.</b> Tallahassee, Fl - U.S.A. S.C. - USD 10,000 % held: 100%
<b>Hono.Del. Inc.</b> Honolulu, Hi - U.S.A. S.C. - USD 10,000 % held: 100%	<b>Il.Del. USA Inc.</b> Springfield, Il - U.S.A. S.C. - USD 10,000 % held: 100%	<b>Neva.Del. Inc.</b> Carson City, Nv - U.S.A. S.C. - USD 10,000 % held: 100%	<b>Or.Del. USA Inc.</b> Sacramento, Ca - U.S.A. S.C. - USD 10,000 % held: 100%

(1) 1% of the shares representing the share capital of TOD'S Trading Thailand Ltd. are held by TOD'S Singapore Ltd. and 99% by TOD'S S.p.A.

<b>Indirect subsidiaries</b>			
<b>Gen.Del SA</b> Zurich - Switzerland S.C. - CHF 200,000 % held: 100%	<b>TOD'S Belgique S.p.r.l.</b> Brussels - Belgium S.C. - Euro 1,300,000 % held: 100%	<b>TOD'S Espana SL</b> Madrid - Spain S.C. - Euro 500,000 % held: 100%	<b>TOD'S New Jersey Inc.</b> Princeton, NJ - USA S.C. - USD 1,000 % held: 100%
<b>TOD'S Hong Kong Ltd Ltd</b> Hong Kong S.C. - USD 16,550,000 % held: 100%	<b>TOD'S Japan KK</b> Tokyo - Japan S.C. - JPY 100,000,000 % held: 100%	<b>Alban.Del Sh.p.k.</b> Tirana - Albania S.C. - Euro 720,000 % held: 100%	<b>TOD'S Retail India Pte</b> Mumbai - India S.C. - INR 193,900,000 % held: 100%
<b>TOD'S Singapore Pte Ltd</b> Singapore S.C. - SGD 300,000 % held: 100%	<b>Un.Del Kft</b> Tata - Hungary S.C. - HUF 42,900,000 % held: 100%	<b>TOD'S UK Ltd</b> London - England S.C. - GBP 350,000 % held: 100%	<b>Roger Vivier Canada Ltd.</b> Toronto - Canada S.C. - CAD 350,000 % held: 100%
<b>Roger Vivier Paris Sas Ltd</b> Paris - France S.C. - Euro 6,700,000 % held: 100%	<b>TOD'S Korea Inc.</b> Seoul - Korea S.C. - Won 2,600,000,000 % held: 100%	<b>TOD'S Macao Ltd</b> Macao S.C. - MOP 20,000,000 % held: 100%	<b>TOD'S (Shanghai) Tr. Co</b> Shanghai - China S.C. - USD 32,000,000 % held: 100%
<b>Roger Vivier Japan KK</b> Tokyo - Japan S.C. - JPY 10,000,000 % held: 100%	<b>Italiantouch USA Inc.</b> New York - USA S.C. - USD 1,000 % held: 100%	<b>Roger Vivier Espana SL</b> Madrid - Spain S.C. - Euro 10,000 % held: 100%	<b>Roger Vivier Deutsch.</b> Munich - Germany S.C. - Euro 25,000 % held: 100%
<b>Roger Vivier Hong Kong</b> Hong Kong S.C. - HKD 1,000,000 % held: 100%	<b>Roger Vivier Sing. PTE Ltd</b> Singapore S.C. - SGD 200,000 % held: 100%	<b>Roger Vivier (Shan.) Tr.Co.</b> Shanghai - China S.C. - Rmb 75,000,000 % held: 100%	<b>Roger Vivier UK Ltd</b> London - England S.C. - GBP 150,000 % held: 100%
<b>TOD'S Georgia Inc.</b> Norcross, GA - USA S.C. - USD 10,000 % held: 100%	<b>Roger Vivier France Sas</b> Paris - France S.C. - Euro 3,507,500 % held: 100%	<b>Roger Vivier Korea Inc.</b> Seoul - Korea S.C. - Won 1,200,000,000 % held: 100%	<b>Roger Vivier Switzerland</b> Lugano - Switzerland S.C. - CHF 2,000,000 % held: 100%
<b>Roger Vivier Macau Lda</b> Macao S.C. - MOP 500,000 % held: 100%	<b>TOD'S Washington Inc.</b> Tumwater, Wa - U.S.A. S.C. - USD 10,000 % held: 100%	<b>Ala. Del. Inc.</b> Wilmington, De - U.S.A. S.C. - USD 10,000 % held: 100%	<b>TOD'S Massachusetts</b> Boston, Ma - U.S.A. S.C. - USD 10,000 % held: 100%
<b>Roger Vivier Australia</b> Sydney - Australia S.C. - AUD 2,600,000 % held: 100%			

## 7. Segment reporting

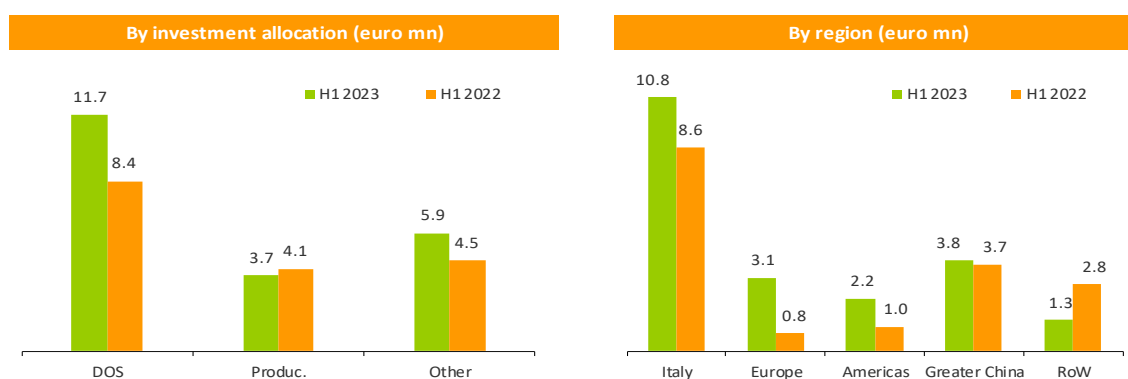
The search for higher levels of operating efficiency has identified, as key element for maximising profitability, the sharing of a significant portion of service activities (first and foremost production), both at the central and peripheral levels; on the contrary, segmentation of the business appears uneconomical, under current circumstances.

At the operating level, the Group's organisation is based on an articulated matrix structure according to the different functions/activities in the value chain, alternatively according to



brand, product, channel and geographical area. The overall organisation envisages a unified strategic vision of the business. This type of organisation is reflected in the ways in which management monitors and strategically focuses the Group's activities. In order to have a more detailed examination, the Interim Report on Operations, to which reference is made, includes operating information, including a breakdown of consolidated revenues by BRAND, CHANNEL, PRODUCT and REGION. Below are further details for completion.

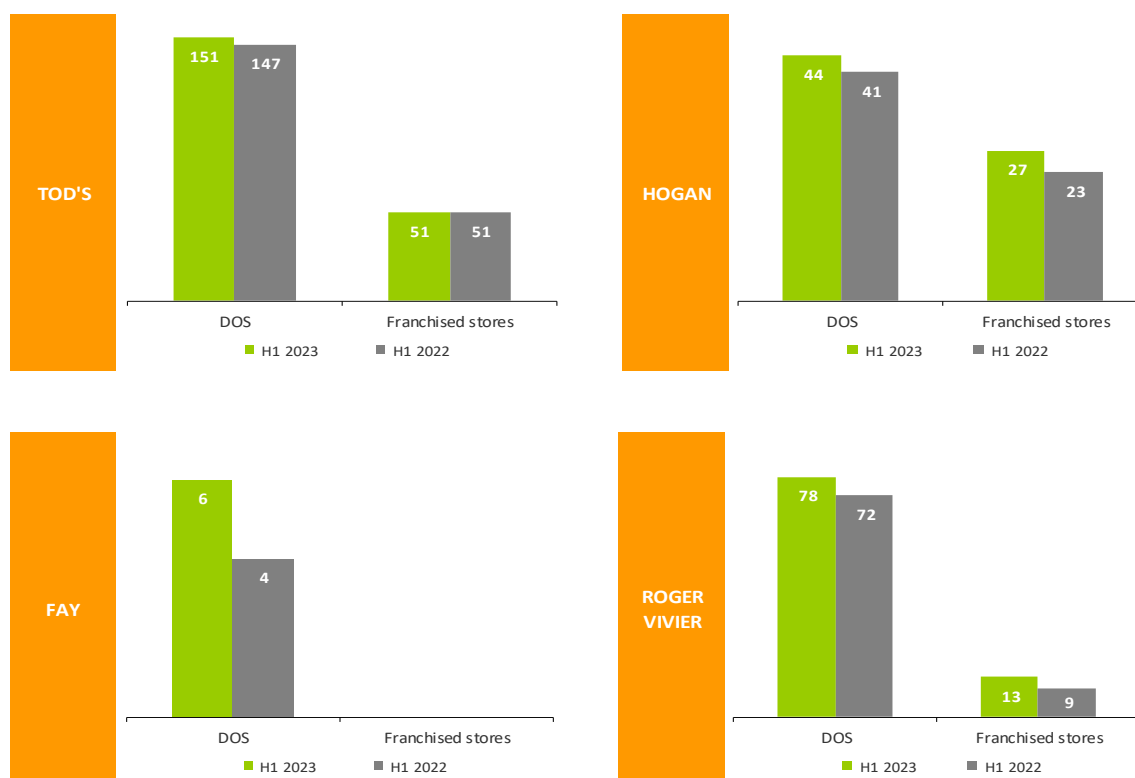
#### Capital expenditure as at 30 June 2023



#### Distribution network

TOD'S Group - Distribution channel		H1 2023	H1 2022
Italy	DOS	45	43
	FRANCHISED STORES	1	1
Europe	DOS	55	53
	FRANCHISED STORES	18	18
Americas	DOS	22	23
	FRANCHISED STORES	3	3
Greater China	DOS	119	108
	FRANCHISED STORES	41	33
RoW	DOS	95	91
	FRANCHISED STORES	30	30
<b>Total DOS</b>		<b>336</b>	<b>318</b>
<b>Total FRANCHISED STORES</b>		<b>93</b>	<b>85</b>

The table below, which shows the breakdown of the distribution network by brand, does not include the DOS which sell products of more than one brand of the Group.



## 8. Management of financial risks

The TOD'S Group has implemented a system for monitoring its financial risks in accordance with the guidelines set out in the Corporate Governance Code of Listed Companies. As part of this policy, the Group constantly monitors the financial risks connected with its operations, in order to assess their potential negative impact and undertake appropriate action to mitigate them. Below is an analysis of the risks to which the TOD'S Group is exposed, highlighting the level of exposure:

i. **Credit risk.** This represents the exposure of the TOD'S Group to potential losses stemming from failure to discharge its obligations towards trading counterparties. Sales revenues resulting from the wholesale channel are 24.3% of total sales in the half-year. For sales to third party customers, the Group adopts a policy aimed at optimising credit management and reducing the associated risk, through credit insurance operations and the opening of letters of credit to protect collections. In particular, the Group's policy does not envisage granting credit to customers, with periodic analyses of the creditworthiness of all of them, both long-standing and potential ones, in order to monitor and prevent possible solvency crises. Below is an illustration of the ageing of trade receivables outstanding as at 30 June 2023 gross of allowance for doubtful accounts, compared with that relating to 31 December 2022:

06.30.23	Overdue				Total
euro 000's	Current	0 > 60	60 > 120	Over	
From third parties	75,286	8,275	8,354	5,193	97,108

12.31.22	Overdue				Total
euro 000's	Current	0 > 60	60 > 120	Over	
From third parties	76,193	15,093	5,565	3,817	100,667

The Group's risk exposure, in terms of the ageing of past due receivables, improved compared to 31 December 2022 (22.5% the percentage weight of past due trade receivables as at 30 June 2023, while it was 24.3% at 31 December 2022). In relative terms, there is a different distribution among the overdue brackets, which, however, does not reflect a general deterioration in credit quality.

The allowance for doubtful accounts recorded in the financial statements as at 30 June 2023, amounting to 4.2 million euros (4.2 million euros at 31 December 2022), fully and accurately reflects the risk estimated by the Group regarding credit exposure to third parties, also taking into account the current economic climate and uncertainties relating to the foreseeable future.

ii. **Liquidity risk.** The liquidity risk represents the risk stemming from the unavailability of financial resources as necessary to meet the short-term commitments assumed by the Group and its own financial requirements.

The main factors that determine the Group's degree of liquidity are the resources generated or used by operating and investment activities and, on the other hand, the due dates or renewal dates of its payables or the liquidity of its financial investments and market conditions.

This risk is limited by taking actions aimed at ensuring a balanced structure of the Group's capital and by maintaining such a level of cash and cash equivalents as is required to meet its financial debt requirements at the relevant maturity dates in an adequate manner. Particular attention is paid to the definition of the credit counterparty that is considered to be suitable for cash operations and that is identified according to increasingly selective liquidity, security and yield criteria and in line with the Management's instructions.

The Revolving Credit Facility, which is part of the more extensive loan signed with a pool of banks, coordinated by Intesa Sanpaolo S.p.A. - through the IMI Corporate and Investment Banking Division, is still available for the full amount of 250 million euros, having never yet been utilised.

The breakdown of net financial debt by maturity is shown below:

euro 000's	Within 1 year	Between 1 and 5 years	Beyond 5 years	Total
<b>06.30.2023</b>				
Non current borrowings		134,226		134,226
Other non-current liabilities		7,153		7,153
Trade payables	151,778			151,778
Current borrowings	70,725			70,725
Derivative financial instruments	1,203			1,203
Other current liabilities	1,533			1,533
<b>Total</b>	<b>225,239</b>	<b>141,380</b>		<b>366,618</b>
Cash and cash equivalents	(112,434)			(112,434)
Cash and self-liquidating credit lines	(392,512)			(392,512)
<b>Total</b>	<b>(504,946)</b>			<b>(504,946)</b>
<b>Total net financial liabilities</b>	<b>(279,707)</b>	<b>141,380</b>		<b>(138,327)</b>

euro 000's	Within 1 year	Between 1 and 5 years	Beyond 5 years	Total
<b>06.30.2023</b>				
Lease liabilities	101,762	253,230	143,682	498,674
<b>Total</b>	<b>101,762</b>	<b>253,230</b>	<b>143,682</b>	<b>498,674</b>

The table below shows the composition of the available self-liquidating cash lines:

Credit lines euro 000's	Cash Credit lines	Self-liquidating Credit lines	Financial Credit lines	Total
<b>06.30.2023</b>				
Credit lines	51,621	16,741	330,500	398,862
Utilizations	(6,350)			(6,350)
<b>Total</b>	<b>45,271</b>	<b>16,741</b>	<b>330,500</b>	<b>392,512</b>
<b>12.31.22</b>				
Credit lines	43,662	13,941	325,500	383,103
Utilizations	(7,062)			(7,062)
<b>Total</b>	<b>36,600</b>	<b>13,941</b>	<b>325,500</b>	<b>376,041</b>

Finally, with reference to financial assets, the Group's policy is to keep all available liquidity invested in bank deposits at sight, or with short-term liquidity, without resorting to the use of financial instruments, including the money market, by splitting the deposits on an adequate number of banking counterparties, carefully selected taking into account the remuneration of deposits, as well as on the basis of their reliability.

iii. **Market risk.** IFRS 7 includes in this category all risks that are directly or indirectly connected with the fluctuation in prices on physical and financial markets to which the company is exposed:

- exchange rate risk;
- interest rate risk;
- commodity risk, associated with the volatility of the prices of raw materials used within the scope of the production process.

The TOD'S Group is exposed to exchange rate and interest rate risk, since there is no physical market subject to actual fluctuations in the purchase prices for raw materials used in the production process.

**Exchange rate risk.** Due to its commercial operations, the Group is exposed to fluctuations in the exchange rates for currencies in which some of its commercial transactions are denominated (particularly USD, GBP, CHF and currencies of Far East countries), against a cost structure that is concentrated principally in the eurozone. The TOD'S Group realises greater revenues than costs in all these currencies; therefore, changes in the exchange rate between the euro and the aforementioned currencies can impact the Group's results.

Moreover, due to the geographical composition of the Group structure, which is formed by subsidiaries with different currencies, the Group is exposed to exchange rate risk related to intercompany financial flows (mainly dividends, loans, transactions on share capital).

Finally, the Group is exposed to "translation risk". This risk stems from the fact that the assets and liabilities of consolidated companies whose functional currency is different from the euro can have different countervalues in euros according to changes in foreign exchange rates. The measured amount of this risk is recognised in the "translation reserve" in equity. The Group monitors the changes in the exposure. No hedges of this risk existed at the reporting date. Governance of individual foreign currency operations by the Group's subsidiaries is highly simplified by the fact that they are wholly owned by the parent company.

The general objective of the risk management policy adopted by the Group involves minimising the economic and transaction exchange risk realised through the conversion into euro of sales receipts in foreign currency, made during each season, net of reference costs, based on an average exchange rate, in line with the relative exchange rate changes, together with the timely conversion into euro of present and future foreign currency cash flows (e.g.: bank loans, intercompany loans, etc.) based on interest rates market change. The Group pursues these aims by entering into forward contracts for each individual currency to hedge a specific percentage of the expected revenue (and cost) volumes in the individual currencies other than the functional currency. These positions are not hedged for speculative or trading purposes, consistently with the strategic policies adopted for prudent management of cash flows.

The Group defines commercial hedging activities for single season based on the progress of the sales budgeting process and costs in currencies other than the euro. The process of hedging exchange rate risk inside the Group is broken down into a series of activities that can be grouped into the following distinct phases:

- definition of operating limits;
- identification and quantification of exposure;
- definition of hedging transactions and relative executions in the markets;
- monitoring of positions and alert procedures.

In connection with the exchange rate risk on financial intercompany transactions, the Group monitors the risk underlying outstanding liabilities (loans) and forecast liabilities (dividends and capital increases), in view of guaranteeing that no material operating and financial impact for the entities involved results from these transactions in relation to fluctuations in exchange rates. These goals are pursued by the Group through monitoring the foreign exchange rate trends related to outstanding or expected capital transactions and entering into forward contracts if they will have material contingent effects. These forward contracts are made to hedge the individual transactions, and not for speculation or trading. This is consistent with the strategic policies focused on prudent management of cash flows.

**Interest rate risk.** The TOD'S Group is exposed to interest rate fluctuations, limited to its variable-rate debt instruments. Interest rate risk is managed in conformity to long-established practice with the aim of cutting down the risk of interest rate volatility, at the same time pursuing the goal of reducing the financial costs involved to a minimum. The Group has two variable-rate loans outstanding:

- a syndicated loan disbursed to the benefit of the parent company TOD'S S.p.A. for 250 million euros (part of the term loan), repayable in six-monthly instalments starting on 30 June 2022 and maturing in December 2025, on which variable rate interest accrues contractually, equal to 6M EURIBOR + 250 basis points . The spread is subject to changes based on trends in the financial and sustainability indicators provided for in the contract and, as at 30 June 2023, came to 168 basis points (Note 18);
- a loan, renewed on 29 May 2023, for the benefit of the parent company TOD'S S.p.A., for 20 million euros, repayable in full at maturity, which will occur on 30 November 2024, on which contractually envisaged interest accrues at a variable rate equal to EURIBOR 1 month + 55 basis points (Note 18);

In order to hedge the risk deriving from possible fluctuations of interest rates on the syndicated loan, six derivative contracts (interest rate swaps - IRS) are in place, each in relation to the participating banks' share of the syndicate, for a notional value equal to the amount of the Term Loan. These derivatives protect the Group from the risk of a generalised rise in interest rates, swapping the variable rate on the loan for a contractually fixed rate (-0.185% + spread).

The above hedging transaction is accounted for according to the cash flow hedge method, as provided for by IFRS 9 and, as at 30 June 2023, the fair value is positive for 11,207 thousand euros. The corresponding derivative asset was recognised, in the amount of 6,893 thousand euros, under current assets and, in the amount of 4,315 thousand euros, under non-current assets.

The loan, amounting to 20 million euros, was not hedged at this time, considering both the trend of the financial markets and its short duration; therefore, the Group did not consider the interest rate risk on this loan to be significant. It should be remembered that the Group monitors interest

rate risks on an ongoing basis, and, if an increase of risks from potential substantial effects arising under the loan agreement should be noted, the Group would put in place appropriate hedging instruments in accordance with the Company practice well-established over time.

#### 8.1 Categories of measurement at fair value

The fair value of derivative financial instruments outstanding as at 30 June 2023 is classifiable as Level 2 and was determined using official rates quoted in active markets.

Note that during the period there have not been any transfers between fair value levels indicated by the IFRS 13.

### 9. Comments on the main income statement figures

#### 9.1 Sales revenue

Sales revenue as at 30 June 2023 were equal to 569,058 thousand euros, compared to 467,539 thousand euros at 30 June 2022. For more comments, refer to the Interim Report on Operations.

#### 9.2 Costs for services

Service expenses increased from 126,464 thousand euros at 30 June 2022 to 162,098 thousand euros at 30 June 2023. The increase is mainly related to normal business dynamics, which led to both an increase in communication expenses, to support the activities to enhance the value of individual brands and new collections, and an increase in services related to production, to the growth of which some production process efficiency projects also contributed, which allowed part of the production of the new collection to be brought forward. The service costs as a percentage of sales rose from 27% in the first six months of 2022 to 28.5% in the first six months of 2023.

#### 9.3 Costs of use of third party assets

As at 30 June 2023, costs for the use of third-party assets amounted to 37,430 thousand euros, accounting for 6.6% of revenue for the period, while at 30 June 2022 they amounted to 31,581 thousand euros, accounting for 6.8%. The increase, compared to the first half of the previous year, is mainly due to leases with variable consideration based on sales. The first half of the previous year had also benefited from concessions amounting to 2.2 million euros from the renegotiation of rents, following the closure periods due to the COVID-19 pandemic.

#### 9.4 Personnel costs

The cost incurred for the remuneration of Group employees increased from 115,694 thousand euros in the first six months of 2022 to 127,286 thousand euros as at 30 June 2023, mainly due to the variable component linked to sales and following the strengthening of the Group's workforce, both in corporate functions and with reference to the expansion of the retail channel. As a percentage of sales, it went from 24.7%, in the first six months of 2022, to 22.4%, in the first six months of 2023, benefiting from revenue growth. As at 30 June 2023, the Group's workforce included 5,123 employees, up by 198 compared to 31 December 2022 and by 233 compared to 30 June 2022.

#### 9.5 Depreciation and amortisation

Amortisation and depreciation are summarised below:

euro 000's	H1 2023	H1 2022	Change
Amortisation of intangible assets	3,927	3,901	26
Depreciation of tangible assets	17,645	16,948	697
Depreciation of right of use assets	56,905	52,037	4,868
<b>Total</b>	<b>78,477</b>	<b>72,887</b>	<b>5,590</b>

#### 9.6 Financial income and expenses

The breakdown of financial income and expenses is as follows:

euro 000's	H1 2023	H1 2022	Change
<b>Income</b>			
Interest income on bank account	424	116	308
Foreign exchange gains	25,993	20,459	5,534
Other	90	28	62
<b>Total income</b>	<b>26,508</b>	<b>20,604</b>	<b>5,904</b>
<b>Expenses</b>			
Interest on medium-long term financing	(1,678)	(2,440)	762
Interest on short term borrowings	(40)	(57)	17
Interest expenses on leases	(9,155)	(6,238)	(2,917)
Foreign exchange losses	(28,184)	(19,575)	(8,609)
Other	(1,353)	(1,909)	556
<b>Total expenses</b>	<b>(40,410)</b>	<b>(30,219)</b>	<b>(10,191)</b>
<b>Total net financial income and expenses</b>	<b>(13,902)</b>	<b>(9,615)</b>	<b>(4,287)</b>

#### 10. IFRS 16

IFRS 16 defines the principles for the recognition, measurement, presentation and disclosure of leases (contracts that give the right to use third-party assets) and requires lessees to account for all lease agreements in accordance with the methodology envisaged for financial leases by the



old accounting standard IAS 17, effectively eliminating the previous dichotomy between operating and financial leases.

The application of IFRS 16 has a significant impact on the financial statements of the TOD'S Group as a consequence of the operational activity linked to the retail distribution network which represents the main part of the business. DOS leases represent the main category, accounting, in fact, for approximately 86% of total lease liabilities.

Right-of-use assets, as at 30 June 2023, amounted to 479,359 thousand euros, whereas, at 31 December 2022, they amounted to 467,787 thousand euros. Net additions for the period, as a result of new lease agreements entered into during the first half of the year and contractual amendments to existing agreements, amounted to 72,100 thousand euros, while depreciation for the first half of the year amounted to 56,905 thousand euros.

Lease liabilities, as at 30 June 2023, excluding accrued interest, amounted to 495,904 thousand euros, whereas, at 31 December 2022, they amounted to 481,511 thousand euros. Period increases were equal to 71,841 thousand euros, while payments were 52,751 thousand euros.

Lease financial charges were equal to 9,155 thousand euros as at 30 June 2023, compared to 6,238 thousand euros at 30 June 2022.

In addition to the information provided above it is noted that:

- lease payments included in the definition of short-term leases envisaged by IFRS 16 amounted to 3,434 thousand euros (3,171 thousand euros at 30 June 2022);
- lease payments relating to those assets included in the definition of low-value assets envisaged by IFRS 16 amounted to 578 thousand euros (483 thousand euros at 30 June 2022);
- lease payments relating to those contracts which provide for a variable fee and which therefore were not included in the valuation of the lease liability amounted to 28,876 thousand euros (25,295 thousand euros at 30 June 2022).

## 11. Intangible and Tangible fixed assets

Intangible assets with an indefinite useful life, which mainly represent the value of the Group's proprietary trademarks, amounted to 554,234 thousand euros (554,234 thousand euros at 31 December 2022).

Other intangible assets with a finite useful life include charges of a lasting nature for the protection of the Group's proprietary brands, software and other assets. This item includes, for 2,712 thousand euros, the net book value of the intangible asset recognised in relation to the agreement entered into by the parent company TOD'S S.p.A. to finance restoration work on the Coliseum.

The increase in intangible assets for the period amounted to 3,910 thousand euros, mainly referring to the development of the digital channel and corporate management systems (software).

Capital expenditure on tangible assets during the period amounted to 17,361 thousand euros. Of these, some 11,683 thousand euros were invested in the direct shop network, both for the fitting out of new DOS and for the renovation of existing shops. Notable among these is the fitting out of the new TOD'S flagship store in Milan, which has undergone a strategic repositioning within the renowned Galleria Vittorio Emanuele II.

The remainder of the period investments mainly refers to costs incurred for the normal processes of modernising the facilities and industrial equipment (mainly shapes, dies and moulds).

## 12. Impairment losses

Assets with an indefinite useful life (proprietary trademarks and goodwill) are not subject to the normal amortisation process but, in accordance with IAS 36, the directors assess whether there are any indicators of impairment.

In this regard, it should be noted that the results achieved in the half-year just ended, the updated estimates for the remainder of the year and the forecasts available regarding trends in the foreseeable future, are consistent with the assumptions and hypotheses used when preparing the impairment test for the Group's consolidated financial statements at 31 December 2022. In view of these elements, despite the increase in interest rates, which occurred in the first half of the year, on the discount rate (WACC), which was also taken into account, no indicators of possible impairment losses as at 30 June 2023 were identified (referred to as "trigger events") and, consequently, no impairment test was performed.

Moreover, it should be noted that the value of stock market capitalisation of TOD'S S.p.A. as at 30 June 2023, totalling approximately 1,267.6 million euros, is far greater than the value of consolidated shareholders' equity at the same date, totalling 1,077.3 million euros, confirming the absence of exogenous signs of impairment.

## 13. Deferred taxes

As at 30 June 2023, recognition of the effects of deferred tax assets, determined on the basis of temporary differences between the carrying amount of assets/liabilities and its tax base, lead to the following tax assets and liabilities:

euro 000's	06.30.23	12.31.22	Change
Deferred tax assets	104,418	110,601	(6,183)
Deferred tax liabilities	(19,519)	(16,218)	(3,301)
<b>Net Balance</b>	<b>84,900</b>	<b>94,383</b>	<b>(9,484)</b>

Deferred tax assets, recognised on fiscal losses that can be carried forward pursuant to local tax laws, and taking into account the results recorded as at 30 June 2023, totalled 31,021 million euros (39,265 thousand euros at 31 December 2022). The recoverability of these deferred tax assets, mainly attributable to the parent company, was assessed on the basis of the updated analysis, conducted at 31 December 2022, prepared taking into account income forecasts for the period 2023-2027. No write-downs were necessary in the period in respect of deferred tax assets on losses allocated in previous years, nor were deferred tax assets previously written off restored. Deferred assets on prudently unrecognised carry-forward losses, as, on the basis of the analyses carried out, there is no reasonable certainty of recovery through future taxable income during the specified time-frame, amount to a total of 40,098 thousand euros.

#### 14. Inventories

As at 30 June 2023, these amounted to 406,278 thousand euros (357,660 thousand euros at 31 December 2022). The increase in inventories mainly refers not only to current season goods present in the distribution network, but also to finished products of the next sales season, the production of which was brought forward, thanks to the implementation of certain projects to make production processes more efficient. The increase is also physiologically related to the increase in production volumes and the inflationary phenomena that are characterising the current market environment.

The allowance for inventory write-downs at the end of the period reasonably reflects technical and stylistic obsolescence identified in the Group's inventories.

euro 000's	06.30.23	12.31.22
<b>Opening balance</b>	<b>97,406</b>	<b>106,389</b>
Increase	6,932	12,897
Utilization/reversal	(4,945)	(21,916)
Translation effects	9	36
<b>Closing balance</b>	<b>99,402</b>	<b>97,406</b>

#### 15. Trade receivables

As at 30 June 2023, trade receivables were made up as shown below:

euro 000's	06.30.23	12.31.22	Change
Trade receivables	97,108	100,667	(3,559)
Allowances for doubtful accounts	(4,233)	(4,235)	2
<b>Net trade receivables</b>	<b>92,875</b>	<b>96,432</b>	<b>(3,557)</b>

The amount of the allowance for doubtful accounts as at 30 June 2023 was determined by adopting an Expected credit loss logic (as required by the relevant IFRS 9), both by taking into consideration past due receivables, whose write-down is determined on the basis of a specific analysis of the items that are difficult to recover and taking into consideration receivables not yet due at the date of the financial statements, and therefore determining a generic write-down estimated on the basis of the data and historical experience of the credit losses recorded by the Group, adjusted to take account of specific forecast factors relating to debtors and the macroeconomic environment. The provision for the first half of 2023 was 150 thousand euros (250 thousand euros in H1 2022).

## 16. Shareholders' equity

### 16.1 Share capital

As at 30 June 2023, the share capital of the parent company TOD'S S.p.A. was 66,187,078 euros, divided into 33,093,539 shares, fully subscribed and paid-up.

The Group does not hold any treasury shares in its portfolio, nor did it trade in the same shares during the first half of the year.

## 17. Provisions for risks and charges

They include the estimate of liabilities, with uncertain maturity date or amount, on which the Group might incur in case of a legal or constructive obligation in connection with a past event. The figure mainly includes provisions related to both lawsuits, risks and costs for employees and reinstatement costs.

The following schedule illustrates the changes occurred:

euro 000's	06.30.23	12.31.22
<b>Provisions for risks - non current</b>		
<b>Opening balance</b>	<b>15,863</b>	<b>15,778</b>
Increase	1,345	1,595
Utilization	(348)	(915)
Reversal	(713)	
Translation effects	(282)	(39)
Other	14	(556)
<b>Closing balance</b>	<b>15,879</b>	<b>15,863</b>
<b>Provisions for risks - current</b>		
<b>Opening balance</b>	<b>2,003</b>	<b>1,167</b>
Increase	497	548
Utilization	(865)	(148)
Reversal		
Translation effects	(25)	(18)
Other	(14)	455
<b>Closing balance</b>	<b>1,596</b>	<b>2,003</b>

The non-current portion of provisions for risks and charges includes 13 million euros for the estimated cost of restoring leased assets.

## 18. Net financial indebtedness

As at 30 June 2023, net financial indebtedness amounted to 592,655 thousand euros (555,020 thousand euros at 31 December 2022 but 574,311 thousand euros at 30 June 2022). Cash and cash equivalents (cash on hand and bank deposits) amount to 112,434 thousand euros, whilst liabilities amount to 711,982 thousand euros, including 538,292 thousand euros for medium/long-term exposure. Net debt includes current and non-current lease liabilities totalling 498,674 thousand euros (see Note 10).

The net financial indebtedness, as defined by the ESMA guidelines on disclosure requirements under the Prospectus Regulation of 4 March 2021 (Consob warning notice no. 5/21), is shown below:

euro 000's			
Net financial indebtedness	06.30.23	12.31.22	Change
Cash (A)	112,434	167,709	(55,275)
Cash equivalents (B)			
Other current financial assets (C)	6,893	6,597	296
<b>Liquidity (D) = (A) + (B) + (C)</b>	<b>119,326</b>	<b>174,306</b>	<b>(54,980)</b>
Current financial debt (E)	7,620	8,907	(1,287)
Current portion of non-current financial debt (F)	166,070	176,051	(9,981)
<b>Current financial indebtedness (G) = (E) + (F)</b>	<b>173,689</b>	<b>184,958</b>	<b>(11,269)</b>
<b>Net current financial indebtedness/(surplus) (H) = (G) - (D)</b>	<b>54,363</b>	<b>10,652</b>	<b>43,711</b>
Non-current financial debt (I)	531,139	536,030	(4,891)
Debt instruments (J)			
Non-current trade and other payables (K)	7,153	8,338	(1,185)
<b>Non-current financial indebtedness (L) = (I) + (J) + (K)</b>	<b>538,292</b>	<b>544,368</b>	<b>(6,076)</b>
<b>Total Net financial indebtedness/(surplus) (H) + (L)</b>	<b>592,655</b>	<b>555,020</b>	<b>37,635</b>

The composition of the financial debt is summarised below:

euro 000's			
Breakdown of financial indebtedness	06.30.23	12.31.22	Change
Bank overdraft (A)	6,416	7,062	(646)
Short Term loan (B)	0	0	0
<b>Current financial debts (C) = (A) + (B)</b>	<b>6,416</b>	<b>7,062</b>	<b>(646)</b>
Current portion of m/l loan (D)	64,308	79,252	(14,944)
Other current financial liabilities (E)	0	17	(17)
<b>Current financial liabilities (F) = (C) + (D) + (E)</b>	<b>70,725</b>	<b>86,330</b>	<b>(15,605)</b>
Current lease liabilities (G)	101,762	96,783	4,979
Derivative financial instruments (H)	1,203	1,845	(642)
<b>Current financial indebtedness (F) + (G) + (H)</b>	<b>173,689</b>	<b>184,958</b>	<b>(11,268)</b>
Non-current portion of m/l loan	134,226	148,897	(14,671)
Non-current lease liabilities	396,913	387,133	9,780
Other non-current liabilities	7,153	8,338	(1,185)
<b>Non-current financial indebtedness</b>	<b>538,292</b>	<b>544,368</b>	<b>(6,076)</b>

Medium- and long-term loans, totalling 134,226 thousand euros as at 30 June 2023, comprise the following positions:

- the loan agreement, signed on 22 January 2021, coordinated by Intesa Sanpaolo S.p.A., through the IMI Corporate and Investment Banking Division, consisting of a Term Loan portion, disbursed for 250 million euros, and a Revolving Credit Facility portion, entirely unused as at 30 June 2023, available for a further 250 million euros. The loan is due to mature on 31 December 2025 and the repayment of the Term Loan portion takes place in increasing six-monthly instalments, which started from 30 June 2022. This loan accrues contractual interest at a floating rate equal to 6-month EURIBOR + 250 basis points. The spread is subject to changes on the basis of trends in the financial and sustainability indicators provided for in the contract and, as at 30 June 2023, came to 168 basis points following the achievement of all the objectives provided for in the contract. In order to

hedge the risk deriving from possible fluctuations of interest rates on this syndicated loan, there are derivative contracts (interest rate swaps - IRS) with a notional value over time equal to the amount of the residual debt of the Term Loan (Note 8);

- loan with Cassa di Risparmio di Fermo S.p.A., renewed on 29 May 2023, for an amount of 20 million euros, repayable in full at maturity on 30 November 2024. The variable interest rate is EURIBOR 1M + 55 basis points and is payable monthly, pre-amortisation.

For the sake of completeness, it should be noted that, in light of the reference best practice, financial indebtedness includes liabilities for derivatives and, where they refer to financial liabilities within net financial debt, assets for derivatives.

The contractual repayment schedule for all medium- and long-term loans is shown below (amounts due after 30 June 2023):

euro 000's	Medium and long term pool loan IntesaSanPaolo - Crédit Agricole - BPM - BNL - Unicredit	Cassa di Risparmio di Fermo	Total
2023	30,000		30,000
2024	70,000	20,000	90,000
2025	80,000		80,000
2026			
oltre 5 anni			
<b>Total</b>	<b>180,000</b>	<b>20,000</b>	<b>200,000</b>

It should be noted that, to date, the contractually agreed financial covenants have been met.

## 19. Earnings/(Losses) per share

The calculation of base and diluted earnings/(loss) per share is based on the following:

### i. Reference profit/(loss)

euro 000's		
<b>For continuing and discontinued operations</b>	<b>H1 2023</b>	<b>H1 2022</b>
Profit/(loss) used to determine basic earning/(loss) per share	30,949	755
Dilution effects		
<b>Profit/(loss) used to determine diluted earning/(loss) per share</b>	<b>30,949</b>	<b>755</b>

euro 000's		
For continuing operations	H1 2023	H1 2022
Profit/(loss) for the year	30,949	755
Income/(Loss) from discontinued operations		
<b>Profit/(loss) used to determine basic earning/(loss) per share</b>	<b>30,949</b>	<b>755</b>
Dilution effects		
<b>Profit/(loss) used to determine diluted earning/(loss) per share</b>	<b>30,949</b>	<b>755</b>

In both periods, H1 2023 and 2022, there were no dilutions of net consolidated earnings/(loss), partly as a result of activities that were discontinued during the periods in question.

ii. Reference number of shares

	H1 2023	H1 2022
Weighted average number of shares to determine basic earning/(loss) per share	33,093,539	33,093,539
Share Options		
Weighted average number of shares to determine diluted earning/(loss) per share	33,093,539	33,093,539

## 20. Transactions with related parties

The Group's related parties transactions were executed in compliance with the procedural sequence and implementing procedures set out in the Related Parties Transactions Procedure approved by the TOD'S S.p.A. Board of Directors in implementation of the Related Parties Regulation adopted by CONSOB with Resolution no. 17221 of 12 March 2010, as subsequently amended. The procedure on related party transactions can be found on the corporate website [www.todsgroup.com](http://www.todsgroup.com), in the "Governance" section.

In accordance with market best practices, significant related party transactions are subject to an in-depth review involving, *inter alia*:

- i) complete and timely transmission of relevant information to the competent Control and Risk Committee, comprised exclusively of non-executive and independent Directors to which, with Board resolution of 21 April 2021, the tasks envisaged by current regulations on related party transactions and the RPT Procedure adopted by TOD'S S.p.A. have been assigned with regard to both less material transactions and more material transactions with related parties, with the sole exclusion of non-exempt related party transactions regarding the remuneration of Directors and other Key Managers, which are the responsibility of the Appointments and Remuneration Committee (also comprised exclusively of non-executive and independent Directors); in exercising its functions regarding related party transactions, each Committee may also rely on the assistance of appropriate independent experts;
- ii) the issuance of an opinion (either binding or non-binding, as applicable) before approval of the transaction by the Board of Directors (or, if appropriate, by the body delegated to approve the transaction).



All transactions – which are connected with the normal operations of TOD'S Group companies – were executed solely on behalf of the TOD'S Group by applying contractual conditions consistent with those that can theoretically be obtained on an arm's length basis.

**Most significant transactions concluded during the period.**

No significant transactions took place during the period. With regard to new transactions of lesser importance, the following transactions should be noted:

- the renewal by the parent company of the existing real estate lease agreement with the related company Immobiliare De.IM. S.r.l., relating to the commercial spaces, located at Via Tornabuoni n. 60/r, which house the TOD'S brand 's single-brand boutique; the transaction is configured as a transaction between related parties, since Immobiliare De.IM. S.r.l. is a company controlled by Diego Della Valle who, in addition to being Chairman of the Board of Directors and indirect controlling shareholder of Tod's S.p.A., holds 56.4% of its share capital, while the remaining 43.6% of the capital of Immobiliare De.IM. S.r.l. is held by the Deputy Chairman of Tod's S.p.A., Andrea Della Valle;
- the signing of an agreement relating to a real estate transaction concluded between TOD'S France Sas, a Group company that manages DOS in France, the related company Difran Sas, a company owned by the Chairman of the Board of Directors and majority shareholder of Tod's S.p.A., Diego Della Valle, and a third company. In particular, pursuant to this agreement, the commercial spaces, which were the subject of an existing lease agreement between TOD'S France Sas and Difran Sas, on which the TOD'S shop in Saint Tropez was located, are sub-let, effective 1 May 2023, and until 30 April 2032, to this third party company, which is interested in those commercial spaces. The agreement establishes that, in exchange, this third party company will sub-let to Tod's France some commercial spaces located near the transferred location , with the same effective date and duration, having the availability of them by virtue of a lease agreement entered into with a lessor, which is also a third party. Through this overall agreement, the Group relocated its TOD'S shop in Saint Tropez, from No. 52 to No. 62 Rue F. Sibilli, at the same rent paid to Difran Sas. The set-up costs of the Group's new boutique, again under this agreement, are fully reimbursed by the third party company to which Tod's France has granted the sub-lease;
- The renewal of the consulting agreement in place between the parent company and the director Michele Scannavini, concerning the provision of certain general consulting services to be provided, in support of the Chairman of the Board of Directors and the Group's top management; the renewal takes effect as of 14 June 2023, for a duration of one year, under the same economic conditions as the contract that has now expired. The transaction qualifies as a transaction between related parties, as Michele Scannavini is a member of the Board of

Directors of TOD'S S.p.A. and, as such, a related party of the Company pursuant to IAS 24 and Article 2.1, letter (a) of the Related Party Transaction Procedure;

- The renewal of the existing consultancy agreement between the parent company and the related company FV&C S.r.l., effective as of 1 March 2023 and with a duration of two years, concerning the organisation, management and coordination of a series of editorial/digital, marketing & communication projects for the TOD'S brand. The previous consulting agreement, expiring on 31 August 2023, was terminated by mutual consent, effective 28 February 2023, and replaced, with novative effect, by the new agreement that, with respect to the previous one, also added the exclusivity of the services provided by FV&C S.r.l. in favour of Tod's S.p.A.. The consideration agreed upon between the parties is commensurate in percentage, with respect to the value of the costs sustained for the realisation of the single projects managed and coordinated by the associate. The transaction takes the form of a transaction between related parties, since FV&C S.r.l. is a company wholly owned by Diego Della Valle, Chairman of the Board of Directors and controlling shareholder of Tod's S.p.A..

#### Related party transactions at 30 June 2023.

With the continuation of the contracts in place during the previous year, in H1 2023, the TOD'S Group continued to maintain a series of contractual relationships with related parties (directors/controllers or significant shareholders). The transactions mainly involve the sale of products, the leasing of premises to be used as shops, showrooms and offices.

#### i. Commercial transactions with related parties – Revenues

euro 000's	Sales of products	Rendering of services	Royalties	Operating lease	Other operations
<b>06.30.23</b>					
Parent Company (*)	709	8		5	4
<b>Total</b>	<b>709</b>	<b>8</b>	<b>-</b>	<b>5</b>	<b>4</b>
<b>06.30.22</b>					
Parent Company (*)	420	6		5	
<b>Total</b>	<b>420</b>	<b>6</b>	<b>-</b>	<b>5</b>	<b>-</b>

(\*) Companies directly or indirectly controlled by Chairman of the Board of Directors Diego Della Valle.

ii. Commercial transactions with related parties – Costs

euro 000's	Purchases of products	Rendering of services	Royalties	Operating lease	Other operations
<b>06.30.23</b>					
Parent Company (*)	4	504		3,818	1
<b>Total</b>	<b>4</b>	<b>504</b>	<b>-</b>	<b>3,818</b>	<b>1</b>
<b>06.30.22</b>					
Parent Company (*)	2	468		2,267	10
<b>Total</b>	<b>2</b>	<b>468</b>	<b>-</b>	<b>2,267</b>	<b>10</b>

(\*) Companies directly or indirectly controlled by Chairman of the Board of Directors Diego Della Valle.

iii. Commercial transactions with related parties – Receivables and payables

euro 000's	06.30.23				06.30.22			
	Asset		Liabilities		Asset		Liabilities	
	Right of use	Trade Receivables	Leasing liability	Trade Payables	Right of use	Trade Receivables	Leasing liability	Trade Payables
Parent Company (*)	52,896	300	53,832	796	48,487	416	48,753	463
<b>Total</b>	<b>52,896</b>	<b>300</b>	<b>53,832</b>	<b>796</b>	<b>48,487</b>	<b>416</b>	<b>48,753</b>	<b>463</b>

(\*) Companies directly or indirectly controlled by Chairman of the Board of Directors Diego Della Valle.

The figure Intangible assets with indefinite useful life, for 415 million euros, include the carrying amount of ROGER VIVIER brand purchased by Roger Vivier S.p.A. on January 2016 through a related party transaction with Gousson Consultadoria e Marketing S.r.l., a company owned by the Chairman of the Board of Directors Mr. Diego Della Valle.

Transactions between Group companies included in the scope of consolidation have been eliminated from the consolidated financial statements. Consequently, they have not been highlighted in these notes.

**Fee due to Directors, Statutory Auditors, and General Managers**

Fees to Directors and Key Managers of TOD'S S.p.A. is determined in accordance with the Remuneration Policy adopted by resolution of the Board of Directors of TOD'S S.p.A. held on 13 March 2023 and approved by the Shareholders' Meeting on 19 April 2023. In the first half of 2023, the remuneration accrued (also for activities performed at the Group's subsidiaries) for Directors and Key Managers amounted to 3.8 million euros and 1 million euros, respectively.

The fees accrued for the Board of Statutory Auditors of TOD'S S.p.A., as at 30 June 2023, amounted to 0.1 million euros.

**21. Events and significant non-recurring transactions**

There were no significant non-recurring events and transactions in the first half of 2023.

**22. Significant events occurred after the reporting period**

No significant events occurred after the end of the period that concerned management.

**Certification of the Half-Year Condensed Consolidated Financial Statements of the TOD'S Group pursuant to Article 154-bis of Legislative Decree no. 58/98 and Article 81-ter of Consob Regulation no. 11971 of 14 May 1999 as amended and supplemented**

1. The undersigned Diego Della Valle, Chief Executive Officer of TOD'S S.p.A., and Rodolfo Ubaldi, Financial Reporting Manager of TOD'S S.p.A., certify, in accordance with the provisions of Article 154-bis, subsections 3 and 4, of Legislative Decree no. 58 of 24 February 1998:

- the adequacy in terms of the company's characteristics and
- the effective application

of administrative and accounting procedures for preparation of the Half-Year Condensed Consolidated Financial Statements during the period 1 January 2023 to 30 June 2023.

2. They also certify that the Half-Year Condensed Consolidated Financial Statements:

- a) have been prepared in compliance with the International Financial Reporting Standards recognised in the European Union pursuant to Regulation EC 1606/2002 of the European Parliament and Council of 19 July 2002;
- b) correspond with the account books and ledger entries;
- c) give a true and fair view of the assets, liabilities, income and financial position of the issuer and entities included in the scope of consolidation.

3. The interim report on operations includes a reliable analysis of references to important events that occurred in the first six months of the financial year and their impact on the condensed interim consolidated financial statements, together with a description of the main risks and uncertainties for the remaining six months of the financial year. The interim report on operations also includes a reliable analysis of information on material related party transactions.

Milan, 6 September 2023

The Chief Executive Officer Manager  
Diego Della Valle

The Financial Reporting  
Rodolfo Ubaldi

TOD'S

TOD'S Group

D'S Group

Independent auditor's report

## REPORT ON REVIEW OF THE HALF-YEARLY CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

To the Shareholders of  
TOD'S S.p.A.

### Introduction

We have reviewed the accompanying half-yearly condensed consolidated financial statements of TOD'S S.p.A. and subsidiaries (the "TOD'S Group"), which comprise the consolidated statement of financial position as of June 30, 2023 and the consolidated income statement, consolidated statement of comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the six month period then ended, and a summary of significant accounting policies and other explanatory notes. The Directors are responsible for the preparation of the half-yearly condensed consolidated financial statements in accordance with the International Accounting Standard applicable to the interim financial reporting (IAS 34) as adopted by the European Union. Our responsibility is to express a conclusion on the half-yearly condensed consolidated financial statements based on our review.

### Scope of Review

We conducted our review in accordance with the criteria recommended by the Italian Regulatory Commission for Companies and the Stock Exchange ("Consob") for the review of the half-yearly financial statements under Resolution n° 10867 of July 31, 1997. A review of half-yearly condensed consolidated financial statements consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with International Standards on Auditing (ISA Italia) and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

**Conclusion**

Based on our review, nothing has come to our attention that causes us to believe that the accompanying half-yearly condensed consolidated financial statements of the TOD'S Group as at June 30, 2023 are not prepared, in all material respects, in accordance with the International Accounting Standard applicable to the interim financial reporting (IAS 34) as adopted by the European Union.

DELOITTE & TOUCHE S.p.A.

*Signed by*

**Jessica Lanari**

Partner

Ancona, Italy

September 6, 2023

*This independent auditor's report has been translated into the English language solely for the convenience of international readers. Accordingly, only the original text in Italian language is authoritative.*