

TOD'S S.P.A.

SHARE CAPITAL: EURO 66,187,078 FULLY PAID-UP

REGISTERED OFFICE: SANT'ELPIDIO A MARE (FM) – VIA FILIPPO DELLA VALLE NO. 1

TAX CODE AND FERMO REGISTER OF COMPANIES NO. : 01113570442

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

NOTICE OF CALL FOR THE ORDINARY SHAREHOLDERS' MEETING

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

AGENDA

1. *Financial Statements at 31.12.2019; Directors' Report on Operations; Board of Statutory Auditors' and Independent Auditors' Reports; allocation of profits; any related and consequent resolutions.*
2. *Authorisation of the purchase and disposition of own shares pursuant to Articles 2357 and ff. of the Italian Civil Code, as well as Article 132 of Legislative Decree no. 58 of 24 February 1998, subject to the prior revocation of the resolution passed by the Shareholders' Meeting on 18 April 2019 for what has not been used; any related and consequent resolutions.*
3. *Remuneration Policy pursuant to Article 123-ter of Legislative Decree no. 58 of 24 February 1998; Report on the remuneration policy and on the compensations paid pursuant to Article 123-ter of Legislative Decree no. 58 of 24 February 1998; any related and consequent resolutions.*
4. *Appointment of the Independent Auditor for the period 2021-2029; fixing of related fees; any related and consequent resolutions.*

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

The persons who will be entitled to attend and vote at the Shareholders' Meeting, exclusively through the representative appointed by the Company pursuant to Article 106 of Legislative Decree n. 18/2020, will be those for whom the authorized intermediaries have given the required notice to the Company, attesting the entitlement to the right at the end of the day falling on **25 May 2020**, i.e. the **record date**. Those persons who become shareholders after said date will not be entitled to attend and vote at the Shareholders' Meeting.

For any information regarding (i) the modalities to attend the meeting (allowed only through the representative appointed by the Company, Computershare S.p.A.), (ii) the right to ask questions on the matters listed on the agenda and (iii) the right to require the amendment of the list of matters to be discussed as well as to propose a further resolution, please make reference to the full version of the notice of call made available to the public in the Company's website (www.todsgroup.com), as well as in the authorised storage system 1info (www.1info.it).

INFORMATION DOCUMENT

The Annual Financial Report at 31.12.2019 (including non-financial statement pursuant to Legislative Decree no. 254/16), the Board of Statutory Auditors' and the Independent Auditors' Reports, the Report on Corporate Governance and Ownership Structures and the Report on the remuneration policy and on the compensations paid have been made available to the public since **14 April 2020** at the Company's registered office, in the Company's website (www.todsgroup.com) and in the authorised storage system 1Info (www.1info.it). With the same modalities, the Report on the items on the agenda prepared pursuant to Article 125-ter of Legislative Decree no. 58/1998 (including the motion with reasons by the Board of Statutory Auditors pursuant to Article 16 of EU Regulation no. 537/2014), is made available to the public.

Sant'Elpidio a Mare, 4 May 2020

For the Board of Directors
The Chairman
Diego Della Valle