

Milan, March 3<sup>rd</sup>, 2021

### **TOD'S S.p.A.: The Board of Directors resolved to convene the Shareholders' Meeting**

The Board of Directors of Tod's S.p.A., the Italian company listed on the Milan Stock Exchange and holding of the luxury goods group of the same name, operating in the design, production and distribution of luxury and quality shoes, accessories and apparel under the brands Tod's, Hogan, Fay and Roger Vivier, today resolved to convene the Ordinary and Extraordinary Shareholders' Meeting to be held at the registered office of the Company on April 21<sup>st</sup>, 2021 and, if necessary, on second call on April 28<sup>th</sup>, 2021.

The Extraordinary Shareholders' Meeting will be also required to resolve on the amendments to articles 7, 11 and 22 of the Articles of association concerning: (i) with regard to article 7, the adjustment of the regulations of the increased voting rights on Consob communication no. 0214548 of April 18<sup>th</sup>, 2019; (ii) with regard to articles 11 and 22, the elimination of the clause relating to the necessary co-presence of the Chairman and the secretary as a condition for the validity of the shareholders' and board meetings held with the use of audio-videoconferencing means, having regard to the most recent legislative and doctrinal developments.

The Ordinary Shareholders' meeting will be required to resolve, *inter alia*, on: the approval of the 2020 financial statements and the allocation of the result<sup>1</sup> as well as the renewal of the Board of Directors for the period 2021-2023, the authorization to purchase and dispose of Company's own shares, the approval of the Company's remuneration policy as described in the first section of the Report on remuneration policy and on the compensations paid, prepared pursuant to art. 123-ter, third paragraph, of Legislative Decree 58/98 ("TUF"), as well as to vote on the second section of the aforementioned Report on the remuneration policy and on the compensations paid.

The reasons behind the proposal to renew the authorization of the Shareholders' Meeting for the purchase and disposal of treasury shares shall be specifically detailed in the Report of the Board of Directors prepared pursuant to article 125-ter of TUF, to which reference should be made, which will be made available to the public together with the Shareholders' Meeting notice, at least 40 days before the Shareholders' Meeting, at the registered office, on the Company's website at [www.todsgroup.com](http://www.todsgroup.com) and in the authorised storage device 1info at [www.1info.it](http://www.1info.it).

The proposal provides that: the number of shares that can be purchased, for a period of 18 months, is equal to the maximum threshold provided by the applicable laws and regulations; purchases must be made

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<sup>1</sup> In accordance with the provisions of art. IA.2.1.3 of the Instructions to the Regulations of the Markets organized and managed by Borsa Italiana, in order to facilitate operations on the Market of derivative instruments (IDEM), it is specified that the payment of any dividend for 2020 financial year's results is expected to occur on June 2021. Tod's stresses that no decision has been taken regarding the possible distribution of the dividend and its payment, which is the exclusive competence of the Shareholders' Meeting of April 21<sup>st</sup>, 2021 called to approve the financial statements for the year 2020 on the basis of the proposals that will be formulated by the Board of Directors' meeting scheduled for March 10<sup>th</sup>, 2021. This communication is therefore made exclusively to comply with the requirements of Borsa Italiana S.p.A. and cannot be interpreted in any way as a forecast regarding the existence of the conditions for the distribution of dividends based on the results of the year 2020 or of future years.

according to the applicable European and Italian law and regulations (in order to benefit, where appropriate, from protection guaranteed by the Reg. EU no. 596/2014 or the accepted market practices), so as to ensure equal treatment of shareholders, at a purchase price between the minimum and the maximum price as set forth in the Report of the Board of Directors.

Please note that as of today neither Tod's S.p.A. nor any of its subsidiaries own treasury shares.

The meeting notice and the related documentation provided by the law and regulations will be made available to the public at the registered office of the Company and will be published on the Company's website at [www.todsgroup.com](http://www.todsgroup.com) and in the authorised storage device 1info at [www.1info.it](http://www.1info.it) within the terms provided by law and regulations; in compliance with the applicable law, the meeting notice will be published in extract form in the daily newspaper.

*For further information please contact: Investor Relations Office - tel. +39 02 77 22 51*

*e-mail: [c.oglio@todsgroup.com](mailto:c.oglio@todsgroup.com)*

*Corporate website: [www.todsgroup.com](http://www.todsgroup.com)*