

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

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 **April 27th 2022 at 11:00 a.m.** and, if necessary, on second call on April 28th 2022, at the same time and place, in order to pass resolutions on the following

AGENDA

1. *Financial Statements at 31.12.2021; Directors' Report on Operations; Board of Statutory Auditors' and Independent Auditors' Reports; allocation of annual result; any related and consequent resolutions:*
 - 1.1 *approval of Financial Statements at 31.12.2021 and of the Directors' Report on Operations;*
 - 1.2 *allocation of annual result.*
2. *Authorisation to 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 upon revocation of the resolution adopted by the Shareholders' meeting of 21 April 2021 for what has not been used; any related and consequent resolutions.*
3. *Report on the remuneration policy and on the fees paid pursuant to Article 123-ter of Legislative Decree no. 58 of 24 February 1998; advisory vote on the second section of the Report; any related and consequent resolutions.*
4. *Renewal of the Board of Statutory Auditors for the period 2022-2024; fixing of related fees; any related and consequent resolutions:*
 - 4.1 *appointment of the Board of Statutory Auditors and of its President;*
 - 4.2 *fixing the fees of the members of the Board of Statutory Auditors.*
5. *Supplements to the Board of Directors for the financial years 2022-2023 upon re-determination in 14 (fourteen) of the numbers of its members; fixing of related fees; authorization pursuant to Article 2390 of the Italian Civil Code; any related and consequent resolutions:*
 - 5.1 *re-determination in 14 (fourteen) of the number of members of the Board of Directors;*
 - 5.2 *supplements to the Board of Directors for the financial years 2022-2023;*
 - 5.3 *fixing of related fees;*
 - 5.4 *authorization pursuant to Article 2390 of the Italian Civil Code.*

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, as better specify below, will be those for whom the authorized intermediaries have given - within the time limits prescribed by law and regulations – the required notice to the Company, attesting the entitlement to the right at the end of the day falling on **14 April 2022**, i.e. the **record date**, corresponding to the seventh trading day before the date set for the Shareholders' Meeting to be held on first call. 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).

LISTS OF CANDIDATES TO BE SUBMITTED FOR THE RENEWAL OF THE BOARD OF STATUTORY AUDITORS

With reference to point 4 on the agenda, please note that the appointment of the members of the Board of Statutory Auditors will be made pursuant to Article 27 of the Company's bylaws on the basis of lists of candidates submitted by **April 2nd, 2022** by as many shareholders representing at least **1%** of the ordinary share capital, with the modalities indicated in the full version of the notice of call and in the Directors' Report on the items on the agenda of the Shareholders' Meeting pursuant to Art. 125-*ter* of Legislative Decree 58/98 made available at the Company registered office, on its institutional web site www.todsgroup.com and on the authorized storage device 1Info at www.1info.it. Should only one list have been presented by this deadline, or only lists presented by Shareholders that are connected with each other pursuant to the applicable legislation - also regulatory-, additional lists may be presented by as many Shareholders as representing at least **0,5%** of the ordinary share capital, until **5 April 2022**.

SUPPLEMENTS TO THE BOARD OF DIRECTORS

With reference to item 5 on the agenda, it should be noted that the list voting mechanism will not apply and the Shareholders' Meeting will be called to resolve by majority vote on the integration of the Board of Directors, upon re-determination in fourteen of the numbers of Directors.

For any information regarding the modalities for the submission of the lists of candidates, please make reference to the full version of the notice of call as well as the Directors' Report on the items on the agenda of the Shareholders' Meeting pursuant to Art. 125-*ter* of Legislative Decree 58/98.

INFORMATION DOCUMENT

The Annual Financial Report at 31.12.2021 (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, as well as the lists submitted for the renewal of the Board of Statutory Auditors, shall be made available to the public by 6 April 2022 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: (i) the Report prepared pursuant to Article 125-*ter* of Legislative Decree no. 58/1998 is made available to the public today and (ii) the lists of candidates submitted for the integration of the Board of Directors will be made available to the public.

Sant'Elpidio a Mare, 14 March 2022

For the Board of Directors
The Chairman
Diego Della Valle