

*Sant'Elpidio a Mare, April 27<sup>th</sup> 2022*

**TOD'S S.p.A.: approval of FY2021 Annual Report. Integrated the Board of Directors and appointed the Board of Statutory Auditors for the three-year period 2022-2024.**

Today the shareholders of Tod's S.p.A., the Italian company listed on the Euronext Milan and holding of the homonymous luxury goods group, operating in the design, production and distribution of luxury and quality shoes, accessories and apparel under the brands Tod's, Roger Vivier, Hogan and Fay, were called in the ordinary meeting on first call.

The shareholders approved by majority the Financial Statements for the year ended December 31<sup>st</sup>, 2021, in the draft approved by the Board of Directors on March 10<sup>th</sup>, 2022, whose key figures had already been communicated to the market on the same date by a separate press release.

The shareholders' meeting resolved to cover the loss for the year, equal to Euro 13.038.103,25, by using the extraordinary reserve.

The shareholders' meeting further resolved:

- to authorize the Board of Directors to purchase ordinary treasury shares, in one or more tranches, up to a maximum of 20% of share capital, for a period of eighteen (18) months from the present date. For more details on the reasons which induced the request for authorization, and on the purchase execution and the maximum price allowed, please refer to the Report of the Board of Directors on the items of the agenda, prepared pursuant to art. 125-ter of Legislative Decree no. 58 of 24 February 1998 ("Consolidated Law on Finance"), which is available at the registered office of the Company, on the corporate website [www.todsgroup.com](http://www.todsgroup.com). and in the authorized storage device Iinfo at [www.linfo.it](http://www.linfo.it). It is specified that, as of today neither Tod's S.p.A. nor any of its subsidiaries own treasury shares;
- to give a favorable opinion to the second section of the Report on remuneration policy and fees paid, issued by the Board of Director pursuant to Article 123-ter of Legislative Decree no. 58/98 ("TUF");
- having re-determined the number of members of the Board of Directors at 14, in compliance with the Articles of Association in force, integrated the Board of Directors by appointing Mr. Michele Scannavini, who was already co-opted by the Board of Directors on 7 June 2021, as director until the expiry of the term of office of the current administrative body;
- to appoint Mr. Pier Luigi Pace (President), Mrs. Piera Tula and Mr. Fabrizio Redaelli as members of the Board of Statutory Auditors for the three-year period 2022-2024 and as alternate auditors Mr. Enrico Colombo and Mrs. Myriam Amato; Mr. Pier Luigi Pace and Mrs. Myriam Amato have been drawn from the list submitted by certain minority shareholders, which received the second highest number of votes (jointly owners of an interest equal to 1,466% of the share capital), which has obtained favorable votes equal to about 4,14% of the present and voting capital; the other members have been drawn from the list submitted by the majority shareholder DI.VI. Finanziaria di Diego Della Valle & C. S.r.l. (owner of an interest equal to

50,291% of the share capital) which has obtained favorable votes equal to about 95,83% of the present and voting capital.

Mr. Pier Luigi Pace - member drawn from the list submitted by the minority shareholders – has been appointed Chairman of the Board of Statutory Auditors, pursuant to article 27 of the Articles of Association.

The *curricula vitae* of the members of the Board of Statutory Auditors and of the Board of Directors are available in the section *corporate governance* of the Company's website at [www.todsgroup.com](http://www.todsgroup.com), and in the authorized storage device Iinfo at [www.linfo.it](http://www.linfo.it). It is specified that on the date of appointment, in accordance with the available information: standing Statutory Auditor Mr. Fabrizio Redaelli holds 750 shares of the company; none of the other appointed Statutory Auditors holds any shares of the company.

At the end of the shareholders' meeting, the Board of Statutory Auditors verified the regularity of its composition, also in accordance with the provisions provided by law on gender balance, and checked the independence requirements of its members provided for by article 148, of TUF and, since the Statutory Auditors' independence is deemed to be already assured by compliance with the applicable legislation and the Articles of Association, it has not deemed necessary to verify also the independence criteria set out in Recommendation No. 7 of the Corporate Governance Code.

The summary report of the votes containing the number of shares and the corresponding voting rights represented at the Shareholders' Meeting and the shares for which the vote was expressed, the percentage of capital with voting rights that these shares represent, as well as the number of favorable votes and contrary to the resolutions and the number of abstentions, will be made available on the Company's website within the terms established by current legislation. The minutes of today's Ordinary Shareholders' Meeting too will be made available to the public in the manner and within the terms established by current legislation.

*The manager responsible for preparing the company's financial reports, Mr. Rodolfo Ubaldi, declares, pursuant to paragraph 2 of Article 154-bis of the Consolidated Law on Finance, that the accounting information contained in this press release corresponds to the document results, books and accounting records.*

Should you need any explanations, 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)