

Extract pursuant to Article 122 of Legislative Decree No. 58 of 24 February 1998 (the “Italian Consolidated Law on Finance” or “ICLF”) and Article 129 of the Regulation adopted by CONSOB Resolution No. 11971 of 14 May 1999 (the “Issuers’ Regulation”)

TOD’S S.P.A.

We hereby inform that, on 3 August 2022 (the “**Relevant Date**”), DI.VI. Finanziaria di Diego Della Valle & C. S.r.l. (“**DI.VI.**”) and DeVa Finance S.r.l. (“**DeVa**”), on the one hand, and Delphine S.A.S. (“**Delphine**” and, together DI.VI. and DeVa, collectively the “**Parties**”), on the other hand, entered into an agreement (the “**Agreement**”) relevant pursuant to Article 122, paragraphs 1 and 5, letters a), c) and d)-*bis* of the ICLF, aimed at governing: (i) certain obligations and commitments of the Parties in relation to the voluntary totalitarian tender offer pursuant to Articles 102 et *seq.* of the ICLF announced by DeVa, on the Relevant Date, and aimed at: (a) acquiring all the outstanding ordinary shares of Tod’s S.p.A. (respectively, the “**Shares**” and “**Tod’s**”), other than the Shares held by DI.VI., Diego Della Valle & C. S.r.l., Mr. Diego Della Valle, Mr. Andrea Della Valle and Delphine; and (b) obtaining the delisting of the Shares from Euronext Milan, an Italian regulated market organised and managed by Borsa Italiana S.p.A. (the “**Delisting**”); and (ii) certain provisions relating to the corporate governance of Tod’s and to the transfer of the Shares following the Delisting.

The objects of the Agreement are the Shares held by the Parties that, on the Relevant Date, amount to no. 19,952,957 Shares (representing 60.29% of the share capital of Tod’s). As a result of the voting right increase pursuant to Article 127-*quinquies* of the ICLF, provided for by Article 7 of Tod’s by-laws, said Shares grant no. 37,655,914 voting rights (representing 69.09% of voting rights exercisable at the shareholders’ meetings of Tod’s).

The Agreement is effective as of the Relevant Date and, without prejudice to what is otherwise provided for in the Agreement, it shall remain in force until the earlier of: (a) the third anniversary of the Relevant Date, if the Delisting is not achieved by that date; (b) the fifth anniversary of the Relevant Date; or (c) the date of the eventual re-admission to trading of the Shares on an European or US regulated market following the Delisting.

For more information about the Agreement, please see the essential information relating to the Agreement published pursuant to Article 130 of the Issuers’ Regulation on Tod’s website (www.todsgroup.com), section “*Governance - Shareholders’ agreements*”.

Milan, 5 August 2022