

Sant'Elpidio a Mare, March 6<sup>th</sup>, 2023

### **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, Roger Vivier, Hogan and Fay, today resolved to convene the Ordinary Shareholders' Meeting to be held at the registered office of the Company on April 19<sup>th</sup>, 2023 and, if necessary, on second call on April 20<sup>th</sup>, 2023.

The Shareholders' meeting will be required to resolve, *inter alia*, on the approval of the 2022 financial statements and the allocation of the result<sup>1</sup>, the authorization to purchase and dispose of Company's own shares as well as to give its advisory vote on the second section of the Company's remuneration policy and the compensations paid prepared pursuant to art. 123-ter of Legislative Decree 58/98 ("TUF").

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 30 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 Iinfo at [www.linfo.it](http://www.linfo.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 according to the applicable European and Italian law 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 Iinfo at [www.linfo.it](http://www.linfo.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.

The Board of Directors of Tod's S.p.A., also on today's date, approved (i) the update of the "Sustainability Policy", together with the new "Sustainability Plan for the three-year period 2023-2025", which defines the programmatic and planning framework by means of which implementing the aforementioned "Sustainability Policy" in the reference period, and (ii) the "Policy for philanthropy, charity and community support initiatives", in line with the objectives promoted by the new "Sustainability Policy" and in compliance with the principles of integrity and transparency set out in the Group's Code of Ethics and Anti-Corruption Policy.

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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 2022 financial year's results is expected to occur on May 2023. 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 2022 or of future years. Any decision regarding the possible distribution of the dividend and its payment is left to the exclusive competence of the Shareholders' Meeting of April 19<sup>th</sup>, 2023 called to approve the financial statements for the year 2022 on the basis of the proposals that will be formulated by the Board of Directors' meeting scheduled for March 13<sup>th</sup>, 2023.