

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 AND EXTRAORDINARY SHAREHOLDERS' MEETING

The Ordinary and Extraordinary 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 21st 2017** at **11:00 a.m.** and, if necessary, on second call on April 27th 2017, at the same time and place, in order to pass resolutions on the following

AGENDA

Ordinary meeting

1. *Financial Statements at 31.12.2016; Directors' Report on Operations; Board of Statutory Auditors' and Independent Auditors' Reports; allocation of profits; any related and consequent resolutions.*
2. *Authorisation of 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, subject to the prior revocation of the resolution passed by the Shareholders' Meeting on April 20th 2016 for what has not been used; any related and consequent resolutions.*
3. *Remuneration Report pursuant to Article 123-ter of Legislative Decree no. 58 of 24 February 1998; any related and consequent resolutions.*

Extraordinary meeting

1. *Proposals for modification of articles 5, 7 and 11 of the Articles of Association; any related and consequent resolutions.*

ENTITLEMENT TO ATTEND, AND VOTE AT, THE SHAREHOLDERS' MEETING

The persons who will be entitled to attend and vote at the Shareholders' Meeting will be those for whom the authorized intermediaries have given the required notice to the Company, attesting the entitlement to the right at the end of the day falling on **10 April 2017**, i.e. the **record date**. 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 (also by proxy), (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 device 1info (www.1info.it).

INFORMATION DOCUMENT

The Annual Financial Report at 31.12.2016, the Board of Statutory Auditors' and the Independent Auditors' Reports, the Report on Corporate Governance and Ownership Structures, the Remuneration Report, shall be made available to the public by **March 31st 2017** at the Company's registered office, in the Company's website (www.todsgroup.com) and in the authorised storage device 1info (www.1info.it). With the same modalities, the Report on the items on the agenda prepared pursuant to Article 125-ter of Legislative Decree no. 58/1998, is made available to the public.

Sant'Elpidio a Mare, 20 March 2017

For the Board of Directors
The Chairman
Diego Della Valle