

## TOD'S S.P.A.

SHARE CAPITAL: EURO 61,218,802 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

### EXCEPT OF NOTICE OF CALL FOR THE EXTRAORDINARY SHAREHOLDERS' MEETING

The 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 **13 January 2016 at 11:00 a.m.** and, if necessary, on second call on 18 January 2016, at the same time and place, in order to pass resolutions on the following

#### AGENDA

1. A capital increase reserved for Gousson - Consultadoria e Marketing S.r.l., to be carried out on a conditional basis (*inscindibile*) and with the exclusion of the option right, against payment of a total amount of Euro 207,500,047.14, of which Euro 4,968,276.00 as par value and Euro 202,531,771.14 as share premium, through the issue of 2,484,138 ordinary shares having the same characteristics as the Tod's outstanding ordinary shares and regular entitlement, with a par value of Euro 2.00 each, to be paid up in cash; amendment to article 5 of the Company's articles of association; any related and consequent resolutions.

The persons who will be entitled to attend, and vote at, the Shareholders' Meeting 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, in accordance with their own accounting records, attesting to the entitlement to the right at the end of the day falling on **4 January 2016 (record date)**. Those 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 on the Company website at [www.todsgroup.com](http://www.todsgroup.com) and on the authorized storage device 1info at [www.1info.it](http://www.1info.it).

Regardless of the vote cast by the majority shareholder, the resolution regarding the capital increase referred to in the sole item on the agenda may not be executed in the event of the majority of voting non-related shareholders casting a vote against the capital increase at the Shareholders' Meeting. The restriction referred to above shall apply provided that non-related shareholders attending the Shareholders' Meeting represent at least 10% of the share capital.

DOCUMENTATION

The Explanatory report prepared by the governing body pursuant to Article 2441, paragraph 6, of the Italian Civil Code, Article 72 of Consob Regulation no. 11971/1999, as amended and supplemented, and Article 125-*ter* of Legislative Decree no. 58/1998, and the fairness opinion on the issue price of the shares released by the independent auditors pursuant to Article 158 of Legislative Decree no. 58/1998, shall be made available to the public by 23 December 2015, at the registered office of Tod's S.p.A., in the Company's website at [www.todsgroup.com](http://www.todsgroup.com) – in the section on *Corporate Governance*” and on the authorized storage device 1info at [www.1info.it](http://www.1info.it).

Sant'Elpidio a Mare, 11 December 2015

For the Board of Directors  
The Chairman  
Diego Della Valle