

## **TOD'S S.P.A.**

SHARE CAPITAL EURO 61,218,802 FULLY PAID IN  
REGISTERED OFFICE IN SANT'ELPIDIO A MARE (FM) –VIA FILIPPO DELLA VALLE N. 1  
TAXPAYER IDENTIFICATION NUMBER AND FERMO COMPANIES REGISTER NUMBER 01113570442

### **NOTICE OF CALL ORDINARY SHAREHOLDERS' MEETING**

The Shareholders are called to the Ordinary Shareholders' Meeting called at the head office of the company in Sant'Elpidio a Mare (FM), Via Filippo Della Valle n. 1, on its first call on April 19, 2013 at 9:00 a.m. and, as necessary, on the second call, on April 26, 2013, at the same place and time, to resolve on the following

#### **AGENDA**

1. Annual Financial Report at December 31, 2012; Report of the Board of Directors on Operations; Report of the Board of Statutory Auditors and Report of the Independent Auditors; allocation of profits; related and consequent resolutions.
2. Authorisation for acquisition and disposal of treasury shares pursuant to Sections 2357 et seq. Italian Civil Code, and Article 132 of Legislative Decree 58 of February 24, 1998, following revocation of the resolution approved by the Shareholders' Meeting on April 19, 2012 for what has not been used; related and consequent resolutions.
3. Remuneration Report pursuant to Article 123-ter of Legislative Decree 58 of February 24, 1998; related and consequent resolutions.
4. Appointment of new Board of Statutory Auditors for the three-year period 2013-2015; determination of Statutory Auditors remuneration; related and consequent resolutions.

The voting shareholders may attend the Shareholders' Meeting if they have been certified by the authorised intermediaries to the Company on the basis of their own ledger entries at April 10, 2013 (record date); those persons who are certified as only having become shareholders after that date may not participate and vote at the Shareholders' Meeting.

Additional information concerning (i) the modalities to attend the Shareholders' Meeting (also by way of proxy); (ii) the right to ask questions on the items listed on the agenda and (iii) the right to propose additional items on the agenda or to submit motions for resolution on items already listed therein, is found in the integral text of the notice of call which is available to the public on the institutional website of the company [www.todsgroup.com](http://www.todsgroup.com), to which reference is made here.

In regard to item 4 on the agenda, pursuant to Article 27 of the Articles of Association, the Board of Statutory Auditors shall be elected from the slates of nominees that must be filed by March 25, 2013 from those Shareholders representing at least 1% of the ordinary share capital, in accordance with the modalities referred to in the integral text of the notice of call, which is available on the institutional website of the company [www.todsgroup.com](http://www.todsgroup.com). If just one slate or only slates that are related to each other are submitted by the deadline indicated hereinabove,

additional slates may be submitted until March 28, 2013 and in this case, the threshold of share capital necessary to submit the slates is reduced by one-half (0.5%).

It is hereby noticed that (i) the Management Report of Tod's S.p.A. on the agenda of the Shareholders' Meeting pursuant to Art. 125-*ter* of Legislative Decree 58/98 is available to the public beginning today at the Company registered office and on its institutional web site [www.todsgroup.com](http://www.todsgroup.com); (ii) the Annual Financial Report, the Reports of the Board of Statutory Auditors and Independent Auditors, the Corporate Governance and Ownership Structure Report, the Remuneration Report and the slates of nominees to the Board of Statutory Auditors shall be published by March 28, 2013 pursuant to applicable statutory and regulatory provisions.

Sant'Elpidio a Mare, March 8, 2013

For the Board of Directors  
by the Chairman  
Dr. Diego Della Valle