

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 22nd, 2015 at 9:00 a.m. and, as necessary, on the second call, on April 29th, 2015, at the same place and time, to resolve on the following

AGENDA

1. Statutory Financial Statements at December 31st, 2014; 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 24th, 1998, following revocation of the resolution approved by the Shareholders' Meeting on April 17th, 2014 for what has not been used; related and consequent resolutions.
3. Remuneration Report pursuant to Article 123-ter of Legislative Decree 58 of February 24th, 1998; related and consequent resolutions.
4. Renewal of the Board of Directors for the period 2015-2017 upon determination of the number of members; determination of the remuneration; authorization of the directors to hold offices pursuant to article 2390 of the Italian Civil Code; related and consequent resolutions.

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 13th, 2015 (record date); those persons who became shareholders after this date are not entitled to participate 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) 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 web site www.todsgroup.com and on the authorized storage device 1Info at www.1info.it.

With reference to point 4 on the agenda, please note that the appointment of the members of the Board of Directors will be made pursuant to Article 17 of the Company's bylaws on the basis of lists of candidates submitted at the registered office of the Company by March 28th, 2015 by as many shareholders representing at least 1% of the ordinary share capital, with the modalities indicated in the full version of the notice of call and in the Management Report on the agenda of the Shareholders' Meeting pursuant to Art. 125-ter of Legislative Decree 58/98 made available at the Company registered office, on its institutional web site www.todsgroup.com and on the authorized storage device 1Info at www.1info.it.

LISTS OF CANDIDATES TO BE SUBMITTED FOR THE RENEWAL OF THE BOARD OF DIRECTORS

With reference to point 4 on the agenda, please note that the appointment of the members of the Board of Directors will be made pursuant to Article 17 of the Company's bylaws on the basis of lists of candidates submitted at the registered office of the Company by March 26th, 2018 by as many shareholders representing at least 1% of the ordinary share capital, with the modalities indicated in the full version of the notice of call and in the Management Report on the agenda of the Shareholders' Meeting pursuant to Art. 125^{ter} of Legislative Decree 58/98 made available at the Company registered office, on its institutional web site www.todsgroup.com and on the authorized storage device IInfo at www.linfo.it

INFORMATION DOCUMENT

The Annual Financial Report at 31.12.2017 (including non-financial statement pursuant to Legislative Decree no. 254/16) the Board of Statutory Auditors' and the Independent Auditors' Reports, the Report on Corporate Governance and Ownership Structures, the Remuneration Report, as well as the lists submitted for the renewal of the Board of Directors, shall be made available to the public by March 29th 2018 at the Company's registered office, in the Company's website (www.todsgroup.com) and in the authorised storage device Iinfo (www.linfo.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, 7 March 2018

For the Board of Directors
The Chairman
Diego Della Valle