

TOD'S S.p.A.

SHARE CAPITAL EURO 66.187.078 ENTIRELY PAID
REGISTERED OFFICE IN SANT'ELPIDIO A MARE (FM) – VIA FILIPPO DELLA VALLE NO. 1
FISCAL CODE AND REGISTRATION NUMBER WITH THE COMPANY REGISTER OF FERMO 01113570442

NOTICE PURSUANT TO ARTICLE 84 OF CONSOB REGULATION N. 11971/99

Tod's S.p.A. (the "Company") hereby informs that, pursuant to the applicable laws and regulations, the plan for the cross-border merger by incorporation of the wholly owned subsidiary Holpaf B.V. into Tod's S.p.A. was filed with the registered office, together with the additional documentation required by laws.

On May 21st 2019 the merger plan has been filed for registration also with the Company Registers of Fermo, pursuant to the applicable laws.

Pursuant to the applicable laws and regulations, the merger plan, together with the financial statements as of 31 December 2018 and the common directors' report of the companies involved, are available at the registered office of the Company, as well as on the website www.todsgroup.com and in the authorized storage device 1Info at www.1info.it.

The above merger will be submitted to the Board of Directors of Tod's S.p.A. for approval pursuant to article 2505, paragraph 2, of the Italian Civil Code, as also permitted by article 24 of the Company's by-laws, subject to the right of the Company's shareholders representing at least 5% of the share capital to request by May 29th 2019 - by registered letter with return receipt to be sent to registered office of the Company (for the attention of the Chairman of the Board of Directors) or by certified electronic mail at the following address segreteria.azionisti@pec.todsgroup.com - that the decision to approve the merger is adopted by the Shareholders' Meeting, pursuant to article 2505, paragraph 3, of the Italian Civil Code.

The further documentation relating to the merger required by the law, including the financial statements of the last three financial years and the minutes of the merger resolutions, is (or will be) made available to the public with the modalities and within the terms provided by laws and regulations.

Sant'Elpidio a Mare, May 21st, 2019

On behalf of the Board of Directors
The Chairman
Diego Della Valle