

## **TOD'S S.p.A.**

SHARE CAPITAL EURO 61.218.802 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

### **ANNUAL FINANCIAL REPORT AS OF 31 DECEMBER 2011**

Notice is hereby given that, pursuant to article 154-*ter*, first paragraph, of Legislative Decree no. 58 of 24 February 1998 ("TUF"), the Annual Financial Report as of 31 December 2011, including the draft Individual and Consolidated Financial Statements as of 31 December 2011, the Reports of the Board of Directors on the management and the certification referred to in Article 154-*bis*, paragraph 5, TUF, together with the Report on Corporate Governance and shareholding for financial year 2011, the Report on Remuneration as well as the Reports of the Statutory Auditors and Independent Auditors, have been deposited at the Company's registered office and Borsa Italiana S.p.A. and made available to Shareholders and the public in the section "Corporate Governance" of the Company's website [www.todsgroup.com](http://www.todsgroup.com).

### **NOTICE PURSUANT TO ARTICLE 84 OF CONSOB RESOLUTION NO. 11971/99**

Notice is hereby given that on 20 March 2012 the plan for the merger by incorporation of the wholly owned subsidiary Formapura S.r.l. into Tod's S.p.A. was filed for registration with the Company Registers of Fermo and Milan. The merger will be submitted to the Board of Directors of Tod's S.p.A. pursuant to article 2505, paragraph 2, of the Italian Civil Code, as also permitted by article 24 of the Company's bylaws, subject to the right under article 2505, paragraph 3, of the Italian Civil Code, to be exercised by 28 March 2012 by registered letter with return receipt to be sent to the registered office of the Company (to the attention of the Chairman of the Board of Directors). Pursuant to the applicable laws and regulations, the merger plan and the financial statements as of 31 December 2011 of the companies involved, is made available at the registered office of the Company and Borsa Italiana S.p.A., as well as on the website [www.todsgroup.com](http://www.todsgroup.com). 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.

Please note that the lists for the renewal of the Board of Directors will be published at least twenty-one days before the date of the Shareholders' Meeting with the modalities provided by the applicable laws and regulations.

Sant'Elpidio a Mare, 21 March 2012

On behalf of the Board of Directors

The Chairman

Diego Della Valle