

Sant'Elpidio a Mare - April 19th, 2012

TOD'S S.p.A.: Approval of FY2011 Annual Report and of the 2.5 Euro dividend per share. Confirmation of the Board of Directors. Appointment of PriceWaterhouse Coopers as new independent auditors.

TOD'S – Today the shareholders of Tod's S.p.A., the Italian company listed on the Milan Stock Exchange and holding of the luxury goods group of the same name operating in luxury and quality shoes, accessories and apparel with the Tod's, Hogan, Fay and Roger Vivier brands, were called in the ordinary meeting, on first call.

The shareholders approved the Financial Statements for the year ending December 31st, 2011, which had been already approved by the Board of Directors on March 13th, 2012, and whose main figures had already been communicated to the market via a separate press release issued in the same date. In particular, in 2011 the parent company Tod's SpA registered 665.2 million Euros of revenues (up 15.3% from FY 2010) and 121.6 million Euros of net income (18.3% of sales).

In line with the proposal submitted by the Board of Directors, the shareholders' meeting approved the distribution of a dividend of Euro 2.5 per share, gross of withholding tax, if due. The proposed dividend corresponds to a pay-out of 56.7%, calculated on the Group's net income.

The clipping of the coupon nr. 13 is scheduled on May 21nd, 2012 for the dividend payment on May 24th, 2012.

Furthermore, the shareholders' meeting resolved:

- to renew the authorization to the Board of Directors in order to purchase ordinary treasury shares, also to be executed in several sessions, up to a maximum of 10% of share capital, for a period of eighteen (18) months from the date of the resolution. For more

details on the reasons which induced to resubmit the request for authorization, including also the power to dispose of the shares held in portfolio at a later date, and on the purchase execution and the maximum amount allowed, please refer to the Report of the Board of Directors, which has been published in compliance with the law provisions and is available on the corporate website www.todsgroup.com.; as of today, neither Tod's Spa nor any of the subsidiaries of Tod's Spa, own the Company's share.

- to give a favourable opinion to the first section of the Remuneration Report, issued by the Board of Directors pursuant to Article 123-ter T.U.F.;
- to appoint the new Board of Directors, by approving the proposal of the majority shareholder DI.VI. Finanziaria Sapa to confirm all the current board members for a further three-year period. The Board of Directors is composed by twelve members, out of which four are qualified as independent; further information regarding the composition of the Board of Directors will be disclosed after the first meeting of the Board;
- to ratify Mr. Gilfredo Gaetani, who entered the Board on November 25, 2011, as Acting Statutory Auditor until the approval of 2012 annual report and to appoint Mr. Aldo Bisioli as Substitute Auditor for the same period;
- to grant PricewaterhouseCoopers S.p.A. the mandate for independent auditors for the next nine years, after that the mandate as independent auditors granted to Deloitte & Touche S.p.A. expired, without the possibility of renewal pursuant to law.

The manager responsible for preparing the company's financial reports, Mr. Rodolfo Ubaldi, declares, pursuant to paragraph 2 of Article 154-bis of the Consolidated Law on Finance, that the accounting information contained in this press release corresponds to the document results, books and accounting records.

Should you need explanations, please contact: Investor Relations Office - tel. +39 02 77 22 51
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