

Sant'Elpidio a Mare – January 29th, 2016

NOTICE OF CHANGE IN SHARE CAPITAL

Under Article 85bis of the Italian Issuers' Regulation, adopted by Consob by resolution no. 11971 of May 14th, 1999, as amended and supplemented, and Article IA.2.3.4 of the Instructions accompanying Regulations of the Stock markets organized and managed by Borsa Italiana S.p.A..

We hereby notify the new composition of the fully paid-up share capital of Tod's S.p.A. ("Tod's") following the total subscription and payment of the capital increase by Gousson - Consultadoria e Marketing S.r.l., resolved by the extraordinary shareholders' meeting of Tod's on January 13th, 2016, and reserved for same Gousson - Consultadoria e Marketing S.r.l., occurred on January 27th, 2016, for a total amount of Euro 207,500,047.14, through the issue of 2,484,138 ordinary shares with a par value of Euro 2 each.

The minutes of the extraordinary shareholders' meeting of Tod's were filed with Companies' Register of Fermo on January 15th, 2016 and registered on the same date.

Said minutes and the amended Tod's' articles of association were made available to the public at the registered office of Tod's, in the company's website, as well as in the authorized storage system 1info (www.1info.it).

Under Article 2444 of the Italian Civil Code, the declaration of completion of the share capital increase was filed with Companies' Register of Fermo on January 28th, 2016.

SCHEDULE 1

	Current share capital			Previous share capital		
	<i>Euro</i>	<i>No. of shares</i>	<i>Unit par value</i>	<i>Euro</i>	<i>No. of shares</i>	<i>Unit par value</i>
Total	66,187,078	33.093.539	2	61,218,802	30,609,401	2
Of which:						
Ordinary shares (regular entitlement: 01/01/2015) Current coupon number: 17	66,187,078	33,093,539	2	61,218,802	30,609,401	2

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