

Sant'Elpidio a Mare - April 19th, 2013

TOD'S S.p.A.: Shareholder's meeting approved FY2012 Annual Report, confirmed the distribution of a 2.7 Euro dividend per share, appointed the new Board of Statutory Auditors.

TOD'S – It has been held today, on first call, the shareholders' meeting of Tod's S.p.A., the Italian company listed on the Milan Stock Exchange and holding of the homonymous Italian luxury group, operating in the design, production and distribution of luxury and quality shoes, accessories and apparel with Tod's, Hogan, Fay and Roger Vivier brands.

The shareholders' meeting approved the Annual Report for the financial year ended December 31st, 2012, in the draft approved by the Board of Directors on March 13th, 2013, whose key figures had already been communicated to the market on the same date by a separate press release.

In particular, in 2012 the parent company Tod's SpA achieved sales revenues of 674,3 million Euro, with an increase of 1.4% compared to FY 2011, and net profit of 105 million Euro (equal to 15.6% of sales revenues).

The shareholders' meeting approved the distribution of a dividend of Euro 2.7 per share, gross of any due withholding tax, corresponding to a *pay-out* of about 56% of the net profit of the Group.

The detachment of dividend coupon nr. 14 is scheduled on May 20th, 2013 (with *record date* May 22nd, 2013) and dividend payment will start from May 23rd, 2013.

The shareholders' meeting also resolved:

- to renew the authorization to the Board of Directors to purchase treasury shares, in one or more tranches, up to a maximum of 10% of the share capital, for a period of eighteen (18) months from today. For more detailed information on the reasons of the

- authorization - which also includes provisions on the power to subsequently dispose of the shares held in portfolio, as well as on the modalities of purchase and on the maximum consideration - please refer to the Report of the Board of Directors. As of today, neither Tod's Spa nor any of its subsidiaries own treasury shares;
- to express a favorable opinion on the first section of the Remuneration Report, drafted by the Board of Directors pursuant to Article 123-*ter* of Legislative Decree 24 February 1998 no. 58;
 - to appoint Mrs. Giulia Pusterla, Mr. Enrico Colombo and Mr. Fabrizio Redaelli as new members of the Board of Statutory Auditors for the three-year period 2013-2015; the first member has been drawn from the list that obtained the second highest number of votes, submitted by certain minority shareholders; the other two members have been drawn from the list submitted by the majority shareholder D.I.V.I. Finanziaria S.r.l.. Mrs. Giulia Pusterla - member drawn from the list submitted by the minority shareholders - has been appointed Chairman of the Board of Statutory Auditors, pursuant to article 27 of the Articles of Association. The *curricula vitae* of the members of the Board of Statutory Auditors are available in the section *corporate governance* of the Company's website at www.todsgroup.com. At the end of the shareholders' meeting, the Board of Statutory Auditors verified the meeting by its members of the independence requirements provided by article 148, paragraph 3, of Legislative Decree no. 58/98;
 - on proposal of the majority shareholder D.I.V.I. Finanziaria S.r.l. to allocate Euro 1,457,373.76, equal to 1% of the Group's 2012 net profits, to a special reserve fund to be used to pursue solidarity projects, granting the broadest powers to the Board of Directors of the Company - also by means of special proxy to be granted to one or more directors to identify spending modalities and types of intervention.

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 any explanations, please contact: Investor Relations Office - tel. +39 02 77 22 51
e-mail: c.oglio@todsgroup.com

Corporate website: www.todsgroup.com