

TOD'S S.p.A.: Approval of FY2014 Annual Report. Confirmed the distribution of a 2 Euro dividend per share. Renewal of the Board of Directors.

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

The shareholders approved the Financial Statements for the year ended December 31th, 2014, in the draft approved by the Board of Directors on March 12th, 2015, whose key figures had already been communicated to the market on the same date by a separate press release.

In particular, in 2014 the parent company Tod's S.p.A. registered 672,3 million Euros of sales revenues, an increase of 3,1% compared to 2013, and 78,4 million Euros of net profit (equal to 11,7% of sales revenues).

The shareholders' meeting resolved:

- the distribution of a dividend of Euro 2 per share, gross of any due withholding tax, corresponding to a pay-out of 63% of the net profit of the Group. The detachment of dividend coupon nr. 16 is scheduled on May 18th 2015, record date on May 19th, 2015, for the dividend payment by 20th May, 2015;
- to allocate Euro 967.611,49 equal to 1% of net profit for the Tod's group, to a special reserve fund intended to be used to pursue solidarity project on local territory.

Furthermore, the shareholders meeting resolved:

- to renew the authorization to the Board of Directors in order to purchase ordinary treasury shares, in one or more tranches, 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, and on the purchase execution and the maximum price allowed, please refer to the Report of the Board of Directors, which is available at the registered office of the Company, on the corporate website www.todsgroup.com, and in the authorized storage device Iinfo at www.linfo.it. It is specified that, as of today neither Tod's S.p.A. nor any of its subsidiaries own treasury shares;
- to give a favorable opinion to the first section of the Remuneration Report, issued by the Board of Director pursuant to Article 123-ter of Legislative Decree no. 58/98 ("TUF").
- to appoint the new Board of Directors that, in accordance with the applicable Articles of Association, have been drawn from the list submitted by the majority shareholder Di. Vi. Finanziaria di Diego Della Valle & C. S.r.l. and it is composed by 15 members, of which 8 have been declared to satisfy the independence requirements established by the applicable law and by the Corporate Governance Code for Listed Companies.

It is specified that the meeting of the Board of Directors, that had been held at the end of the ordinary shareholders' meeting, after having verified the regularity of its composition, also in accordance with the provisions provided by law on gender balance, among other things:

(i) conferred the delegate powers to the Chairman Diego Della Valle, to the Vice-Chairman Andrea Della Valle, to the CEO Stefano Sincini and to the director Emilio Macellari;

(ii) ascertained the existence of the independence requirements pursuant to article 148 of TUF and article 3 of Corporate Governance Code for Listed Companies with reference to the following directors: Abete, Cambri, Cordero di Montezemolo, Saviotti, Manes, Scannavini, Guglielmetti and Dalmasso¹;

(iii) re-appointed the following committees:

Executive Committee:

Diego Della Valle (Chairman)

Andrea Della Valle

Stefano Sincini

Emilio Macellari

Control and Risk Committee:

Luigi Cambri (Chairman)

Maurizio Boscarato

Romina Guglielmetti

¹ In order to evaluate the independence, please refer to the Annual Report on Corporate Governance and ownership structure for the year 2014, which was published on 31st March, 2015, on the corporate website www.todsgroup.com, and in the authorized storage device Info at www.linfo.it, and has been approved today by the shareholders' meeting.

Remuneration Committee:

Luigi Abete (Chairman)

Sveva Dalmasso

Vincenzo Manes

Independent Directors Committee:

Vincenzo Manes (Chairman)

Romina Guglielmetti

Pierfrancesco Saviotti

Shares in the company held by Directors on the date of appointment are as follows:

	Name	Office	No. of shares on the date of appointment
1	Diego Della Valle	Chairman and CEO	17.591.509
2	Andrea Della Valle	Vice-Chairman and CEO	268.716
3	Luigi Abete	Independent and non executive director	-
4	Maurizio Boscarato	Non executive director	-
5	Luca Cordero di Montezemolo	Independent and non executive director	233.200
6	Emanuele Della Valle	Non executive director	5.000
7	Emilio Macellari	Executive director with delegate powers	5.000
8	Pierfrancesco Saviotti	Independent and non executive director	3.200
9	Stefano Sincini	CEO	-
10	Vincenzo Manes	Independent and non executive director	-
11	Michele Scannavini	Independent and non executive director	-
12	Luigi Cambri	Independent and non executive director	480
13	Cinzia Oglio	Non executive director	-
14	Romina Guglielmetti	Independent and non executive director	-
15	Sveva Dalmasso	Independent and non executive director	580

The curriculum vitae of the Directors appointed today by the shareholders' meeting are available at the registered office of the Company, on the corporate website www.todsgroup.com, and in the authorized storage device Iinfo at www.linfo.it.

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**