

Milan – Novembre 22<sup>nd</sup>, 2015

## **TOD'S S.p.A.: Tod's purchases the Roger Vivier trademark for EUR 415 million**

The seller, Gousson – an Italian company controlled by Diego and Andrea Della Valle - reinvests EUR 207.5 million in Tod's through a reserved capital increase

The shares will be subscribed at EUR 83.53 per share (incorporating a EUR 4.42 premium per share on the last official stock exchange price)

Tod's makes the completion of the transaction conditional upon a voluntary white-wash procedure

Tod's shareholders' meeting will be convened on January 13<sup>th</sup>, 2016, on first call and, if needed, on January 18<sup>th</sup>, 2016, on second call. According to applicable regulations, the transaction is a significant related parties transaction as well as a significant acquisition

Tod's S.p.A. ("Tod's") and Gousson Consultadoria e Marketing S.r.l., a company incorporated under Italian law and indirectly controlled by Diego and Andrea Della Valle ("Gousson"), have entered into an agreement (the "Agreement") for the purchase by Tod's - through its subsidiary Partecipazioni Internazionali S.r.l. - of the Roger Vivier trademark, currently licensed to Tod's by Gousson.

The purchase price agreed by the parties for the trademark is EUR 415 million (plus VAT).

Gousson undertook to reinvest EUR 207.5 million by subscribing a reserved capital increase of Tod's.

As part of the transaction, Tod's subsidiary Roger Vivier France Sas, secured the possibility of simultaneously purchase Roger Vivier Paris Sas, the company managing the flagship store in Paris, Rue du Faubourg Saint-Honoré, 29, for EUR 20 million, which includes a Net Financial Position of at least EUR 2.5 million.

To pay the purchase price, the Tod's Group will use existing credit lines and available cash.

The transaction has been approved with the unanimous favourable opinion of the Independent Directors Committee.

The Board of Directors decided - with the aim of involving as many shareholders as possible - to submit the transaction to a voluntary white-wash procedure. The Board therefore resolved that, regardless of the controlling shareholder's vote, the transaction cannot be executed if the majority of the non-related

shareholders attending the meeting votes against the capital increase reserved to Gousson. Such limitation will apply only if the non-related shareholders attending the meeting represent at least 10% of the share capital.

### Purpose of the transaction

By carrying out the transaction, Tod's intends to definitively ensure the Group fully owns the trademark, thus removing the uncertainties connected to any licence agreement. From a financial point of view, the capital increase is aimed to reduce the effects of the purchase on the Group's financial position.

Tod's maintains that the purchase of the trademark should be of great strategic value to the Group. Indeed, the Roger Vivier trademark is positioned at the top end of the luxury pyramid and, consequently, perfectly complements the Group's other trademarks, offering products (footwear, leather goods and accessories) targeted at highly sophisticated clients. At the same time, the transaction will allow Tod's to have full control over the long-term planning of strategies and activities concerning the trademark, with the aim to improve the expected results and capitalise on its growth potential and increase in value.

Therefore, the transaction represents an important opportunity for growth and development of the Group's business.

### Capital increase reserved to Gousson

The Board of Directors resolved to submit to the next extraordinary shareholders' meeting a capital increase reserved to the related party Gousson, for an amount corresponding to approximately 50% of the trademark purchase price and, precisely, EUR 207,500,047.14 (including share premium), by issuing 2,484,138 new shares at EUR 83.53 each. The issue price corresponds to the volume weighted average of the official prices registered by Tod's shares over the last six months and includes a EUR 4.42 premium per share (+5.6%) on the last available official price of EUR 79.11 (registered on 20 November 2015).

Following the capital increase, Gousson will hold 7.51% of Tod's share capital, whilst all shareholders other than Diego Della Valle will be diluted of 7.51%. Given that Gousson is controlled by Diego Della Valle, the aggregate interest in Tod's directly and indirectly held by Diego Della Valle will increase from 57.47% to 60.66%.

The Board of Directors mandated to call an extraordinary shareholders' meeting, which will be held on January 13<sup>th</sup>, 2016, on first call and, if needed, on January 18<sup>th</sup>, 2016, on second call. Should the transaction be approved by the extraordinary shareholders' meeting, closing is expected by the end of January 2016.

### Other provisions of the Agreement

The Agreement also provides that:

1. Tod's and the purchasers are vested of a withdrawal right if, by the completion date, any event or circumstance that (i) negatively affect the assets due to be purchased, or (ii) have a negative impact on the domestic or international financial and/or capital markets, capable of negatively affect the transaction or its purposes, arises;
2. Gousson is subject to a two-year non-compete clause;
3. if the transaction is completed, no royalty will accrue in favour of Gousson starting from January 1<sup>st</sup>, 2016; and
4. Gousson undertakes to pay Tod's an amount of EUR 25 million for the limitations previously convened, under the licence agreement, on the distribution procedures of Roger Vivier products with reference to the distribution channels.

The effectiveness of the Agreement is conditional upon: (1) the submittal by Gousson of the appraisal report issued by the independent expert appointed by it, attesting that the value of the purchased assets is not lower than the purchase price agreed by the parties; (2) the issuance of Tod's auditing firm's opinion in accordance with Article 158 of Legislative Decree No. 58/98 ("TUF"), attesting the fairness of the issue price of the new shares; and (3) the approval by Tod's extraordinary shareholders' meeting of the capital increase reserved to Gousson with favourable outcome of the voluntary white-wash procedure mentioned above.

### Related parties transaction

The Agreement rules a related parties transaction under Consob Regulation No. 17721/2010, as subsequently amended ("Related Parties Transactions Regulation"), and under Tod's procedure regulating related parties transactions (the "Procedure"). Indeed: (1) Diego Della Valle indirectly controls Gousson and Andrea Della Valle also holds an equity interest in Gousson; (2) Diego Della Valle controls Tod's, under Article 93 of the TUF; and (3) Diego Della Valle and Andrea Della Vale are Chairman and Vice

Chairman, respectively, of Tod's Board of Directors, and are also managing directors and members of the Executive Committee of Tod's.

The transaction is: (i) a significant transaction, as defined under Article 4, paragraph 1, letter a) of the Related Parties Transactions Regulation and Article 1 of the Procedure; and (ii) a significant acquisition, as defined under Article 71 of Consob Regulation No. 11971/1999, as subsequently amended (the "Issuers' Regulation"). Therefore, the company will make available to the public, within the timeframe required by the applicable regulations, the information document relating to significant transactions prepared in accordance with Annex 4 to the Related Parties Transactions Regulation and the information document relating to significant acquisitions prepared in accordance with Annex 3B to the Issuers' Regulation.

### Procedure

The transaction was approved by Tod's Board of Directors following the favourable unanimous opinion of the Independent Directors Committee.

Tod's Board of Directors was assisted by UniCredit S.p.A. as financial advisor and by an independent expert.

The Independent Directors Committee availed itself of its own independent expert (Citigroup).

Gousson was assisted by Mediobanca - Banca di Credito Finanziario S.p.A. as financial advisor and by an independent expert.

***The documentation concerning the transaction will be made available at the company's registered office, at Sant'Elpidio a Mare (FM), Via Filippo Della Valle 1, on the company's website [www.todsgroup.com](http://www.todsgroup.com), under the "Corporate Governance" section, and on the authorised central storage mechanism 1Info ([www.1info.it](http://www.1info.it)).***

Should you need explanations, please contact: Investor Relations Office - tel. +39 02 77 22 51  
e-mail: [c.oglio@todsgroup.com](mailto:c.oglio@todsgroup.com)  
Corporate website: [www.todsgroup.com](http://www.todsgroup.com)