

Sant'Elpidio a Mare, April 20th 2016

TOD'S S.p.A.: Unanimous approval of FY2015 Annual Report. Confirmed the distribution of a 2 Euro dividend per share. Renewal of the Board of Statutory Auditors.

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 unanimously approved the Financial Statements for the year ended December 31st, 2015, in the draft approved by the Board of Directors on March 14th, 2016, whose key figures had already been communicated to the market on the same date by a separate press release.

In particular, in 2015 the parent company Tod's S.p.A. registered 721,8 million Euros of sales revenues, an increase of 7,4% compared to 2014, and 85,7 million Euros of net profit (equal to 11,9% 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 71,4% including also the shares issued on January 2016 and calculated on the Group's net income. The detachment of dividend coupon nr. 17 is scheduled on May 23rd, 2016, record date on May 24th, 2016, for the dividend payment by 25th May, 2016;
- to allocate Euro 920.883,47, 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 1info at www.1info.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 Directors pursuant to Article 123-*ter* of Legislative Decree no. 58/98 ("TUF");
- 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 2016-2018 and as alternate auditors Mr. Gilfredo Gaetani and Mrs. Myriam Amato; Mrs. Giulia Pusterla and Myriam Amato have been drawn from the list that obtained the second highest number of votes, submitted by certain minority

shareholders; the other members have been drawn from the list submitted by the majority shareholder DI.VI. 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, and in the authorized storage device 1info at www.1info.it. It is specified that on the date of appointment, in accordance with the available information: standing Statutory Auditor Mr. Fabrizio Redaelli holds 750 shares of the company; none of the other appointed Statutory Auditors holds any shares of the company. At the end of the shareholders' meeting, the Board of Statutory Auditors checked the independence requirements of its members provided for by article 148, of TUF and, since the Statutory Auditors' independence is deemed to be already assured by compliance with the applicable legislation and the Articles of Association, it has not deemed necessary to verify also the independence criteria set out in article 3 of the Corporate Governance Code;

- set to 14 the number of the members of the Board of Directors who will be appointed until the approval of FY2017 Financial Statements;
- approved the proposal of the Board of Directors to adopt a phantom stock option plan in favour of the CEO Mr. Stefano Sincini.

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

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