

*Sant'Elpidio a Mare – January 13<sup>th</sup>, 2016*

**TOD'S S.p.A.: The extraordinary shareholders' meeting of Tod's resolves to increase the share capital to be reserved for subscription by Gousson with successful outcome of the voluntary whitewash procedure and the favourable vote by 99,75% of voting non-related shareholders**

The extraordinary shareholders' meeting of Tod's has resolved the proposed resolution to increase the share capital on a conditional basis (*inscindibile*), against payment of a total amount of Euro 207,500,047.14, of which Euro 4,968,276.00 as par value and Euro 202,531,771.14 as share premium, through the issue of no. 2,484,138 ordinary shares, at a price of Euro 83.53 - to be reserved for subscription – pursuant to Article 2441, paragraph 5, of the Italian Civil Code – by Gousson - Consultadoria e Marketing S.r.l.. The new shares will have the same characteristics as the already outstanding Tod's ordinary shares and regular entitlement.

The capital increase is part of the broader transaction, announced on November 22<sup>nd</sup>, 2015, which is aimed at purchasing from the related party Gousson of the Roger Vivier trademark and Roger Vivier Paris S.a.s., the company, wholly owned by Gousson, which manages the flagship store in Paris, Rue du Faubourg Saint-Honoré, 29.

The innovative whitewash procedure, applied to the transaction on a voluntary basis by Tod's with the aim of involving the widest possible shareholders base, was therefore successfully concluded. Indeed, the voting non-related shareholders voted in favour of the transaction as well.

Since all the conditions precedents to the transaction have been satisfied, it is expected that the closing of the transaction shall occur within January 31<sup>st</sup>, 2016. As of the closing date, the new shares will be admitted to trading on the Stock Market (Mercato Telematico Azionario) organized and operated by Borsa Italiana S.p.A..

Mr. Diego Della Valle, President and Chief Executive Officer of Tod's, remarked:

*"I was pleased to notice the high attendance to the shareholders' meeting on the part of minority shareholders, that is definitely higher than the average attendance to our shareholders' meetings. This is a clear sign of appreciation of our decision to submit the transaction to the innovative whitewash procedure that Tod's has voluntarily decided to apply, considering the nature of related parties transaction, even absent any obligation in this respect.*

*I am clearly very pleased that so many minority shareholders attending the shareholders' meeting have approved the transaction by such a large majority and without any dissenting vote: this confirms the rightness and strategic importance for the Tod's Group that the Roger Vivier trademark can have in the future.*

*I wish to pay my compliments to the Board members and the professionals that have worked on this transaction and that demonstrated expertise, fairness and absolute independence, acting in the interest of Tod's and of all its shareholders.*

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