

*Sant'Elpidio a Mare, April 19<sup>th</sup> 2018*

**TOD'S S.p.A.: Approval of FY2017 Annual Report. Confirmed the distribution of a 1,40 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 meeting by a majority approved the Financial Statements for the year ended December 31<sup>th</sup>, 2017, in the draft approved by the Board of Directors on March 13<sup>th</sup>, 2018, whose key figures had already been communicated to the market on the same date by a separate press release.

In particular, in 2017 the parent company Tod's S.p.A. registered 963,3 million Euros of sales revenues, a decrease of 4,1% compared to 2016, and 71 million Euros of net profit (equal to 12,8% of sales revenues).

The shareholders' meeting resolved:

- the distribution of a dividend of Euro 1,40 per share, gross of any due withholding tax, corresponding to a pay-out of 65,2% calculated of the net profit of the Group. The detachment of dividend coupon nr. 19 is scheduled on May 21<sup>st</sup> 2018, record date on May 22<sup>nd</sup>, 2018, for the dividend payment by 23<sup>rd</sup> May, 2018;
- to allocate Euro 693.615,41 equal to 1% of net profit for the Tod's group, to a special reserve fund attended to be used to pursue solidarity projects 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 on the items of the agenda, which is available at the registered office of the Company, on the corporate website [www.todsgroup.com](http://www.todsgroup.com), and in the authorized storage device 1info at [www.1info.it](http://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 the new Board of Directors that, in accordance with the applicable Articles of Association, have been drawn, as regards 14 members, from the list submitted by the majority shareholder Di. Vi. Finanziaria di Diego Della Valle & C. S.r.l. (owner of an interest equal to 50,291% of the share capital) which has obtained favorable votes equal to 78,802% of the present and voting capital; as regards to one member (Gabriele Del Torchio), from the list submitted by the minority shareholder Global Luxury Investments S.à.r.l. (owner of an interest equal to 3,004% of the share capital) which has obtained favorable votes equal to 13,023% of the present and voting capital. The new administrative body 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 (Luigi Abete, Marilù Capparelli, Sveva Dalmasso, Gabriele Del Torchio, Romina Guglielmetti, Vincenzo Manes, Emanuela Prandelli and Pierfrancesco Saviotti). 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 Umberto Macchi di Cellere 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: Luigi Abete, Marilù Capparelli, Sveva Dalmasso, Gabriele Del Torchio, Romina Guglielmetti, Vincenzo Manes, Emanuela Prandelli and Pierfrancesco Saviotti<sup>1</sup>;

(iii) re-appointed the following committees:

**Executive Committee:**

Diego Della Valle (Chairman)

Andrea Della Valle

Umberto Macchi di Cellere

Emilio Macellari

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<sup>1</sup> In order to evaluate the independence, please refer to the Annual Report on Corporate Governance and ownership structure for the year 2017, which was published on 29<sup>th</sup> March, 2018, on the corporate website [www.todsgroup.com](http://www.todsgroup.com), and in the authorized storage device 1info at [www.1info.it](http://www.1info.it), and has been approved today by the shareholders' meeting.

**Control and Risk Committee:**

Romina Guglielmetti (Chairman)

Vincenzo Manes

Maurizio Boscarato

**Remuneration Committee:**

Vincenzo Manes (Chairman)

Luigi Abete

Sveva Dalmasso

**Independent Directors Committee:**

Vincenzo Manes (Chairman)

Romina Guglielmetti

Sveva Dalmasso.

Shares in the company held by Directors on the date of appointment, based on the information declared by the Company, are as follows:

	<b>Name</b>	<b>Office</b>	<b>No. of shares on the date of appointment</b>
1	Diego Della Valle	Chairman and CEO	20.075.647
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	Marilù Capparelli	Independent and non executive director	-
6	Sveva Dalmasso	Independent and non executive director	580
7	Emanuele Della Valle	Non executive director	5.000
8	Gabriele Del Torchio	Independent and non executive director	-

9	Romina Guglielmetti	Independent and non executive director	-
10	Umberto Macchi di Cellere	CEO	-
11	Emilio Macellari	Executive director with delegate powers	5.000
12	Vincenzo Manes	Independent and non executive director	-
13	Cinzia Oglio	Non executive director	-
14	Emanuela Prandelli	Independent and non executive director	-
15	Pierfrancesco Saviotti	Independent and non executive director	3.200

The curricula 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](http://www.todsgroup.com), and in the authorized storage device 1info at [www.1info.it](http://www.1info.it).

Following what was communicated on March 13<sup>th</sup>, 2018, notice is hereby given that today the Company signed the agreement with Mr. Stefano Sincini (which will be followed on May 4<sup>th</sup>, 2018 by the signing of the related settlement report), in order to reflect the conditions disclosed to the market as of March 13<sup>th</sup>, 2018. The payment of approximately 0.6 million euros (equal to the total emoluments received for the administration office vested over a 12-month period) will be made by 19 May 2018, while the amount of 1 million euros (equal to 24 months of the gross annual fixed remuneration for the General Manager's relationship, which will cease at the end of the current month of April), and the indemnity compensation replacing the notice, as well as the severance indemnity and other responsibilities will be paid by May 31, 2018. The consideration for the non-competition and transfer ban agreement be paid in three tranches (the first, by € 650 thousand by 30 June 2018; the second, of € 650 thousand, by December 31, 2018 and the third, of € 500 thousand, by December 31, 2019).

*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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**Corporate website: [www.todsgroup.com](http://www.todsgroup.com)**