



**SALVATORE FERRAGAMO S.p.A.**

Registered office: Firenze (FI), Via Dei Tornabuoni n. 2

Share capital: Euro 16,841,000.00 fully paid up

Tax code, VAT no. and Registration no. with the Florence Business Register 02175200480

R.E.A. (Economic Administrative Index) of Florence no. 464724

Website [www.ferragamo.com](http://www.ferragamo.com)

**NOTICE OF CALL: SHAREHOLDERS' ANNUAL GENERAL MEETING**

Notice is hereby given to shareholders of the Annual General Meeting at the Meeting Hall in Palazzo Incontri in Florence (FI), Via Dei Pucci n. 1, on 29 April 2014, at 9.00 am, in a single call, in order to discuss and pass resolutions on the following:

**Agenda**

- 1) Financial statements of Salvatore Ferragamo S.p.A. for the year ended on 31 December 2013. Directors' Report on the management of the 2013 financial year and proposal for allocation of the profits of the financial year. Board of Statutory Auditors' Report and Independent Auditors' Report. Related and consequent resolutions. Presentation of the consolidated financial statements of the Ferragamo Group for the year ended on 31 December 2013 and relative reports.
- 2) Consultation on the Remuneration Policy for the directors and managers with strategic responsibilities.
- 3) Confirmation of a co-opted director in compliance with Article 2386 of the Italian Civil Code. Related and consequent resolutions.
- 4) Appointment of the Board of Statutory Auditors: appointment of the members and the Chairman; determination of the relative fees.

**Information on the share capital**

In compliance with Article 5 of the Articles of Association, the share capital at the date of this notice stands at Euro 16,841,000.00, split into 168,410,000 ordinary shares, each bearing the nominal value of Euro 0.10. In compliance with Article 6 of the Articles of Association, the shares are indivisible and each share carries the right to one vote. At the date of this Notice, the Company does not possess any shares of its own.

**Attending the Shareholders' Meeting**

In compliance with Article 83-*sexies* of Italian Legislative Decree no. 58/1998 (Italian Consolidated Law on Finance, known as the "TUF") and Article 13 of the Articles of Association, the right to attend the Meeting and to vote shall be certified by a notification to the Company, by means of a document issued by the intermediary charged with keeping the accounts according to legal requirements, based on evidence contained in the accounting entries on the seventh market trading day prior to the date established for the General Meeting in a single call i.e. 16 April 2014 (*record date*). Those who hold shares only after the Record Date do not have the right to attend or vote at the Meeting.

The notification from the intermediary must reach the Company by the end of the third market trading day

prior to the date established for the General Meeting in a single call, i.e. 24 April 2014, without prejudice to the right to take part and vote if the notifications reach the Company after the deadlines indicated herein, but before the start of the Meeting.

#### Ordinary proxy

The persons legally entitled to attend and vote at the Meeting may choose to be represented by means of a written proxy in compliance with legal provisions in force, by signing the ordinary proxy form available for download on the Company website [www.ferragamo.com](http://www.ferragamo.com), in the section on Investor Relations/Governance/Shareholders' Meeting, also available from Salvatore Ferragamo S.p.A. – Corporate Affairs Office - Via Mercalli 201, 50019 Sesto Fiorentino (FI).

The Proxy Form can be sent by registered post to Salvatore Ferragamo S.p.A. - Corporate Affairs Office - Via Mercalli 201, 50019 Sesto Fiorentino (FI), or by certified email to [salvatore.ferragamo@legalmail.it](mailto:salvatore.ferragamo@legalmail.it). The proxy holder may deliver or send a copy of the Proxy Form, *in lieu* of the original, also as an electronic document, certifying in writing, under his/her own liability, the identity of the person who has conferred the proxy and the conformity of the copy to the original.

#### Proxy conferred upon the representative designated by the Company

The Company has designated as the Shareholders' Representative, in compliance with Article 135-*undecies* of the TUF, the Fiduciary Administration Company “SPAFID S.p.A.” to whom proxies in writing may be entrusted, at no cost to the delegating person, with voting instructions regarding the proposals on the Meeting Agenda, as long as they are sent in an original copy to the to the aforementioned Shareholders' Representative by the second market trading day prior to the date established for the Shareholder's Meeting in a single call, i.e. by 25 April 2014, as follows: by courier or by registered post with return receipt to the address selected for this purpose, Foro Buonaparte 10, Milano (20121). The Proxy shall be valid exclusively for decisions on proposals on which the delegating shareholder has expressed voting instructions. The Proxy and the voting instructions may be revoked by the same deadline. The Proxy Form for the Shareholders' Representatives, and related instructions, is available for download on the Company website, [www.ferragamo.com](http://www.ferragamo.com), in the section on Investor Relations/Governance /Shareholders' Meeting, and is also available from Salvatore Ferragamo S.p.A. - Corporate Affairs Office - Via Mercalli 201, 50019 Sesto Fiorentino (FI).

#### Voting by correspondence

Pursuant to Article 127 of the TUF and Article 14 of the Articles of Association, the right to vote can also be exercised by correspondence, in compliance with relevant legal provisions. The voting ballot form, and related terms for exercising the right, is available for download on the Company website, [www.ferragamo.com](http://www.ferragamo.com), in the section on Investor Relations/Governance/Shareholders' Meeting, and is also available from Salvatore Ferragamo S.p.A. - Corporate Affairs Office - Via Mercalli 201, 50019 Sesto Fiorentino (FI). The voting ballot form, together with a copy of the notification envisaged by legislation in force certifying the shareholder's right to attend the Meeting, exclusively in original and in a sealed envelope, must be sent by registered post to Salvatore Ferragamo S.p.A. - Corporate Affairs Office - Via Mercalli 201, 50019 Sesto Fiorentino (FI) and reach the Company the day prior to the Meeting in a single call, i.e. by 28 April 2014. Shareholders are informed that voting ballot forms received after the above deadlines, or received without signatures, will not be taken into consideration for the constitution of the Meeting or in the voting procedure.

Voting by correspondence is a right that can be exercised solely by the shareholder in person; a separate postal ballot form shall be required for each of the proposals submitted for approval. Postal votes can be revoked by the shareholder in person, by means of a personal declaration, during the Meeting itself.

No procedure for electronic voting is envisaged.

#### Right to ask questions before the Meeting

In compliance with article 127-ter of the TUF, Shareholders may ask questions on the items on the agenda, also prior to the Shareholders' Meeting, by sending them by registered post with return receipt to Salvatore Ferragamo S.p.A. - Corporate Affairs Office - Via Mercalli 201, 50019 Sesto Fiorentino (FI), or by certified email to the address [salvatore.ferragamo@legalmail.it](mailto:salvatore.ferragamo@legalmail.it). The right to ask questions may be legitimately exercised only if the request is accompanied by the certification issued by the intermediary demonstrating the shareholder's right to attend and vote in the Meeting, unless the Company has previously received such information from the intermediary. In order to ensure that the Meeting can be properly conducted and prepared for, shareholders are requested to submit their questions by the end of the second market trading day prior to the date established for the Meeting (i.e. by 25 April 2014). Questions received prior to the Shareholders' Meeting will be answered at the latest during the course of the Meeting itself. The Company shall have the option of providing a single reply to questions on the same topic.

#### Right to add items to the Agenda

In compliance with article 126-bis of the TUF and Article 12 of the Articles of Association, Shareholders entitled to vote who, individually or jointly, represent at least one fortieth of the share capital may request, within 10 calendar days from the publication of the Notice of Call, i.e. by 22 March 2014, to add to the Agenda, giving an indication in their request of the additional item(s) to be included.

The request for additional item(s), together with documentation proving that the requester(s) represent sufficient share capital as specified above, must be submitted in writing, in an original copy, sent by registered post with return receipt, to Salvatore Ferragamo S.p.A. - Corporate Affairs Office - Via Mercalli 201, 50019 Sesto Fiorentino (FI), or by certified email to the address [salvatore.ferragamo@legalmail.it](mailto:salvatore.ferragamo@legalmail.it). The request shall include a report on the item(s) to be added to the Agenda. Shareholders are reminded that such additions cannot include those items that, by law, can only be included in the Agenda upon proposal of the directors, or based on a project or a report drawn up by the directors that is not of the type envisaged in article 125-bis of the TUF. The new Agenda, including such additional item(s), shall be published according to the same procedures as this Notice of Call, at least fifteen days prior to the date of the Meeting.

#### List vote for the appointment of the Board of Statutory Auditors

With reference to point 4 of the agenda, Shareholders are reminded that, in compliance with Art. 30 of the Articles of Association, in order to ensure that minority shareholders elect a statutory auditor and an alternate auditor, the appointment of the Board of Statutory Auditors shall be made based on lists presented by the Shareholders in which the candidate must be listed using a progressive number.

Each shareholder, as well as those belonging to the same group, adhering to the same shareholders' agreement pursuant to Art. 122 of the TUF, the controlling shareholders, subsidiaries and those subject to joint control pursuant to Art. 93 of the TUF, must not present or contribute to the presentation, even through a third party or a trust company, of more than one list and must not vote for different lists, and each candidate may stand on a single list only, under penalty of ineligibility. Only shareholders that represent, individually or jointly, at least 1% of the share capital have the right to vote, as per Consob resolution no. 18775 of 29 January 2014.

The lists must be filed at the Company's registered office at least 25 days prior to the date established for the Meeting in a single call, i.e. by 4 April 2014.

Ownership of the minimum shareholding required for presenting lists is calculated taking into account the shares registered in the shareholders' name on the day on which the actual lists are filed at the Company's registered office. In order to prove the ownership of the number of necessary shares for presenting lists, shareholders who present or contribute to presenting lists must present and/or send to the Company's registered office a copy of the relevant certification issued by the qualified intermediary pursuant to law by the deadline envisaged for the publication of the lists, i.e. by 8 April 2014.

Considering the provisions of Article 144-sexies, paragraph 4-ter, of Consob Regulation no. 11971 of 14 May 1999 as amended ("**Issuers' Regulations**"), the lists and a copy of the required accompanying documentation must also be filed by email to the certified email address [salvatore.ferragamo@legalmail.it](mailto:salvatore.ferragamo@legalmail.it), along with the information that enables the identification of the person filing the lists, also indicating a contact telephone number.

Each list comprises two sections: one for Statutory Auditor candidates and the other for Alternate Auditor candidates.

Shareholders are hereby informed that Art. 30 of the Articles of Association, in implementation of Italian Law no. 120 of 12 July 2011 (so-called “gender quotas” law), states that the composition of the Board of Statutory Auditors must ensure gender balance in compliance with legislation in force. As this is the first term of office since the aforementioned law came into force, shareholders who intend to present a list for the renewal of the Board of Statutory Auditors having a number of candidates greater than or equal to three are required to include in the Statutory Auditor section a number of candidates belonging to the less represented sex of at least one fifth of the candidates (rounding up, if appropriate, to the higher unit) and, if the Alternate Auditor section indicates two candidates, one for each sex.

The following must be filed, together with each list: (i) information regarding the identity of the shareholders presenting the list and the total percentage of share capital they own; (ii) declarations by which the individual candidates accept the candidacy and certify, under their own liability, that there are no causes for ineligibility or incompatibility, including therein the limit on the number of posts that can be held, and the existence of requirements in compliance with legislation and the Articles of Association for the respective posts; (iii) declaration by the shareholders other than those who hold, individually or jointly, a controlling interest or simple majority, certifying that there are no relationships connecting them with these shareholders as defined in applicable legislation, and (iv) the CV of each candidate, containing detailed information on the personal and professional characteristics of each candidate with an indication of the directorships and managerial positions held in other companies.

Finally, Shareholders are reminded that, in compliance with the law and the Articles of Association, the Statutory Auditor taken from the minority lists shall be appointed Chairman.

Any lists presented without compliance with the above provisions shall be considered as not submitted.

If, by the indicated deadline (4 April 2014), only one list has been presented, or only lists connected with each other, in application of Art. 144-*sexies*, paragraph 5, of the Issuers’ Regulations and Art. 30 of the Articles of Association, more lists may be presented until the third day following that date (i.e. until 7 April 2014) and in that case the necessary threshold of share capital for the presentation of the lists will be reduced to one half (0.5%).

Further information on the appointment of the members of the Board of Statutory Auditors is contained in the Report on the items of the agenda drawn up in compliance with Art. 125-*ter* of the TUF, to which reference is made, which shall be published on the date of this Notice at the Company’s registered office and on the Company website [www.ferragamo.com](http://www.ferragamo.com), in the Section on Investor Relations/Shareholders’ Meeting.

#### Documentation.

All reports on the items as per points 3 and 4 of the Agenda and related proposed resolutions, along with the information on the amount of the share capital and the forms to be used for proxy and voting by correspondence, shall be made available to the public on the date of this Notice at the Company's Registered Office and on the website [www.ferragamo.com](http://www.ferragamo.com), in the Section on Investor Relations/Governance/Shareholders’ Meeting.

All other documentation on the items on the agenda envisaged by legislation in force, including the annual financial report, explanatory reports by the Board of Directors on other items on the agenda and the related proposed resolutions, as well as the list of candidates for the appointment of the Board of Statutory Auditors, shall be made available to the public, in accordance with the law, at the Company's Registered Office in Via Dei Tornabuoni n. 2, 50125 Firenze (FI) and on the Company website [www.ferragamo.com](http://www.ferragamo.com), in the Section on Investor Relations/Governance/Shareholders’ Meeting.

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Shareholders are entitled to access all documentation filed and have the right to be provided with copies thereof.

An extract of this Notice of Call, in compliance with article 125-*bis* of the TUF, is also published in the daily newspaper “Milano Finanza”.

*For the Board of Directors*

*The Chairman*

*Ferruccio Ferragamo*

Florence, 12 March 2014

SALVATORE FERRAGAMO S.P.A.

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CAPITALE SOCIALE EURO 16.841.000,00 INT.VERSATO

CCIAA FIRENZE - REA 464724. COD. FISC., PART. IVA E ISCRIZ. REGISTRO IMPRESE DI FIRENZE N. 02175200480  
SOCIETÀ APPARTENENTE AL GRUPPO FERRAGAMO FINANZIARIA. SOGGETTA ALL'ATTIVITÀ DI DIREZIONE E COORDINAMENTO DELLA FERRAGAMO FINANZIARIA S.P.A. AI SENSI DELL'ART. 2497-BIS C.C.