



SALVATORE FERRAGAMO S.p.A.

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

Share capital: Euro 16,879,000.00 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

NOTICE OF CALL: SHAREHOLDERS' ANNUAL GENERAL MEETING

Notice is hereby given to shareholders of both Ordinary and Extraordinary Meeting at the Meeting Hall in Palazzo Incontri in Florence (FI), Via Dei Pucci n. 1, on 21 April 2016, at 9.00 am, in a single call, in order to discuss and pass resolutions on the following:

Agenda

For the Ordinary Meeting:

- 1) Annual Accounts of Salvatore Ferragamo S.p.A. for the year ended 31 December 2015. Notes of the directors on the management for the year 2015. Notes of the Board of Statutory Auditors and Auditing Firm. Inherent and consequent decisions.
- 2) Profit allocation.
- 3) Debate on the Remuneration Policy for the company directors and managers with strategic responsibility.
- 4) Approval, in accordance with Article 114-bis of Law Decree no. 58/1998, of the Stock Grant Plan for the years 2016 - 2020 concerning the free-of-charge assignment of a maximum number of 600,000 common stocks of the company to the management of the Ferragamo Group. Inherent and consequent decisions.
- 5) Allotment of a special profit reserve limited to capital increases that are performed free of charge for the members of the Ferragamo Group management in accordance with the Stock Grant Plan for the period from 2016 until 2020 (see point 4). Inherent and consequent decisions.
- 6) Approval of the acquisition and assignment of own stocks in accordance with Article 2357 and following ones of the Italian Civil Code, as well as Article 132 of Law Decree no. 58 of 24 February 1998, and Article 144-bis of the Consob Regulation no. 11971/1999 and following modifications. Inherent and consequent decisions.

For the Extraordinary Meeting:

- 1) Free-of-charge capital increase in accordance with Article 2349 of the Italian Civil Code, and more precisely the execution of a disjoint, nominal, maximum capital payment of Euro 60,000 corresponding to maximum 600,000 common stocks of a nominal par value of Euro 0,10 each, to be issued by the Board (also at different times) and assigned to the Management of the Ferragamo Group according to the terms and conditions set forth in the Stock Grant Plan for the period 2016-2020, whereas capital payment would be performed out of an earmarked reserve as decided by the Ordinary Meeting to above Point 5. Assigning the powers of issuing the new corporate stocks to the Board. Inherent and consequent decisions.
- 2) Modification of Article 5 of the company's By-laws further to the approval of the capital increase under Point 1 of the Extraordinary Agenda. Inherent and consequent decisions.

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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 16,879,000.00, split into 168,790,000 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. 12 April 2016 (*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. 18 April 2016, 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, in the Investor Relations section/Governance/Shareholders' Meeting, and is 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. 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 granted to the representative appointed by the Company

The Company has appointed as Representative of the Shareholders, pursuant to Article 35-*undecies* of the Consolidated Law on Finance (TUF), Società per Amministrazioni Fiduciarie “SPAFID S.p.A.”, to whom may be conferred, at no cost for the delegating party, with voting instructions, written proxy on the Items in the Agenda of Shareholders Meetings. The proxy must be conferred by signing, with hand-written or electronic signature, in compliance with the Italian regulations applicable, the specific proxy form available on the Company's website www.ferragamo.com, following the link to Investor Relations/Governance/Shareholders Meetings or at the Company's headquarters, and must be received in original copy by and no later than the second business day before the date set for the Shareholders Meeting (19 April, 2016), together with a copy of a valid ID of the Delegating Shareholder, or, in case the Delegating Shareholder is a legal person, of the interim legal representative or other person having the required powers or representation, together with the documentation attesting said qualification and powers, to Spafid S.p.A. i) for proxies signed by hand, by hand-delivery or delivery via courier or registered mail (to the address: Foro Buonaparte, 10, 20121 Milan, Italy) ii) for proxies signed through qualified electronic or digital signature, via certified electronic mail to the address assemblee@pec.spafid.it. The proxy and voting instructions may be revocable if provided within the above time-limit. The proxy does not have any effect with regard to any proposals for which no voting instructions have been conferred.

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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, in the Investor Relations section/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 20 April 2016. 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. 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 18:00 p.m. of the second market trading day prior to the date established for the Meeting (i.e. by 19 April 2016). 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 28 March 2016, 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. 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. In the same deadline, the report of the requester or proposer shareholder(s), jointly with the Board of Directors eventual evaluation, will be available at the Company registered office, at the company that manage the Italian stock exchange and will also be published on the Company's website www.ferragamo.com, in the Investor Relations section/Governance/Shareholders' Meetings.

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Remuneration Report

Pursuant to Article 123-ter, paragraph 6, of the Consolidated Law on Finance (TUF), the Shareholders Meeting called to approve the Financial Statements for the fiscal year is called to approve or reject, by resolution, the first section of the Remuneration Report, providing an overview of the Company's policy governing the compensation payable to the administrative bodies and managers with strategic responsibilities, and the procedures used to adopt and implement such policy. Please remember that such resolution, pursuant to the above-mentioned Article 123-ter, paragraph 6, of the Consolidated Law on Finance (TUF), is not binding.

Documentation.

The report on item 4 of the Agenda and related proposed resolution, the informative document on the Stock Grant Plan as per article 84-bis of Consob regulation number 11971/1999, 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, in the Investor Relations section/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 shall be made available to the public, in accordance with the law, at the Company's Registered Office in Via Dei Tornabuoni n. 2, 50123 Firenze (FI) and on the Company website www.ferragamo.com, in the Investor Relations section/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.

In compliance with article 125-bis of the TUF, the present Notice of Call is published at the date hereof on the Company website www.ferragamo.com, in the Investor Relations section/Governance/Shareholders' Meeting, on the authorised storage mechanism BIt Market Services S.p.A. (www.emarketstorage.com) and an extract of the same is also published in the daily newspaper "Milano Finanza".

Florence, 18 March 2016

The Chairman of the Board of Directors

Ferruccio Ferragamo

SALVATORE FERRAGAMO S.P.A.
SEDE LEGALE, PRESIDENZA E SHOW ROOMS - VIA DEI TORNABUONI 2 - 50123 FIRENZE - DIREZIONE GENERALE - VIA MERCALLI 201 - OSMANNORO 50019 - SESTO FIORENTINO (FI)
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CAPITALE SOCIALE EURO 16.879.000,00 INT. VERSATO
CCIAA FIRENZE - REA 464724. COD. FISC., PART. IVA E ISCRIZ. REGISTRO IMPRESE DI FIRENZE N. 02175200480
SOCIETÀ SOGGETTA ALL'ATTIVITÀ DI DIREZIONE E COORDINAMENTO DELLA FERRAGAMO FINANZIARIA S.P.A. AI SENSI DELL'ART. 2497-BIS C.C.

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