



SALVATORE FERRAGAMO S.p.A.

Registered office: Florence (FI), Via Dei Tornabuoni no. 2

Share capital: EUR 16,879,000.00 fully paid-up

Tax code, VAT no. and Company Register of Florence no. 02175200480

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

Website: www.ferragamo.com

**NOTICE OF CALL: SHAREHOLDERS' ORDINARY AND EXTRAORDINARY ANNUAL
GENERAL MEETING**

Notice is hereby given to Shareholders of the Ordinary Annual General Meeting, convened at Sala Verde of Palazzo Incontri of Banca CR, Via Dei Pucci no.1, Florence – belonging to Banca CR - on 20 April 2018, at 9.00 a.m., in single call, to discuss and approve the following:

Agenda:

Ordinary part:

- 1) Financial Statements of Salvatore Ferragamo S.p.A. as at 31 December 2017. Report of the Board of Directors for the 2017 financial year. Report of Board of Statutory Auditors and the Audit Firm. Inherent and consequent decisions.
- 2) Allocation of profits for the year.
- 3) Integration of the Board of Statutory Auditors pursuant to article 2401 of the Italian Civil Code and article 30 of the Company By-laws, following the conclusion of the office of a Statutory Auditor, through:
 - 3.1) Appointment of a Statutory Auditor. Inherent and consequent decisions.
 - 3.2) Appointment of a Substitute Auditor.
- 4) Determination of the number of members of the Board of Directors.
- 5) Determination of the term of office of Directors.

- 6) Appointment of Directors.
- 7) Determination of the remuneration due to members of the Board of Directors.
- 8) Appointment of Honorary President. Inherent and consequent decisions.
- 9) Revocation of the resolution passed by the Shareholders' meeting on 27 April 2017 and approval of stock buyback action pursuant to and in accordance with articles 2357 *et seq.* of the Italian Civil Code, as well as article 132 of Italian Legislative Decree no.58 of 24 February 1998 and article 144-bis of CONSOB Regulation adopted with resolution no. 11971/1999 and subsequent amendments. Inherent and consequent decisions.
- 10) Proposal to integrate the fees of the External Auditors for the Financial Year 2017-2019. Inherent and consequent decisions.
- 11) Consultation of the Remuneration Policy for Directors and Managers with strategic responsibilities.

Extraordinary part:

- 1) Proposal to amend article 6 of the Company By-laws in order to introduce the vote increase. Inherent and consequent decisions.

Information on share capital

As required by article 5 of the Company By-laws, the Share Capital on the date of this Notice stands at EUR 16,879,000.00, divided into 168,790,000.00 ordinary shares, each with a par value of 0.10 Euros. In compliance with article 6 of the Company By-laws, each share is indivisible and gives the holder the right to one vote. On the date of this Notice, the Company does not possess any treasury shares.

Attending the Shareholders' Meeting

In compliance with article 83-*sexies* of Italian Legislative Decree no. 58/1998 (Italian Consolidated Finance Law, known as the "TUF") and article 13 of the Company By-laws, 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 entrusted 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 single call i.e. 11 April 2018 (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. 17 April 2018, 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 under Governance/Shareholders-Meetings, 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 via certified email to the address 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 responsibility, 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 Finance Law, the Società per Amministrazioni Fiduciarie "SPAFID S.p.A.", to whom may be conferred, at no cost for the delegating party, a written proxy, with voting instructions on the Items in the Agenda of Shareholders' Meeting, provided that the original proxy reaches the aforesaid Representative by the end of the second business day before the date set for the Shareholders' Meeting in single call (18 April 2018), using the following methods: via courier or registered letter with acknowledgement of receipt to the address selected for this purpose in Milan (20121), Foro Bonaparte no.10 - Ref. "Proxy Annual Meeting of Shareholders Salvatore Ferragamo 2018". The original proxy must be sent complete with voting instructions and it may also be sent via email to the following address: assemblee@pec.spafid.it. The sending of the proxy to the aforesaid email address, signed digitally pursuant to the laws in force, meets the requirement whereby documents must be in written form. The shares for which full or partial proxy is conferred are calculated for the purpose of determining the regular constitution of the shareholders' meeting. The shares are not calculated for the purposes of the calculation of the majority and the share in capital required in order to be able to approve resolutions for the proposals for which no voting instructions have been conferred. The proxy and voting instructions may be revoked within the above time-limit. The Proxy Form for the Shareholders' Representatives, and related instructions, is available for download on the Company's website, www.ferragamo.com, in the Investor Relations section under Governance/Shareholders-Meetings, 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 Consolidated Finance Law and article 14 of the Company By-laws, the right to vote can also be exercised by correspondence, in compliance with the laws in force. The ballot form, with instructions, is available for download on the Company's website, www.ferragamo.com, in the Investor Relations section under Governance/Shareholders-Meetings, and is also available from Salvatore Ferragamo S.p.A. - Corporate Affairs Office - Via Mercalli 201, 50019, Sesto Fiorentino (FI). The ballot form, together with a copy of the form certifying the shareholder's right to attend and vote in the General Meeting, exclusively in original and in a sealed envelope, must be sent via registered mail, by the date prior to the date fixed for the General Meeting convened at first call, i.e. by 19 April 2018, to Salvatore Ferragamo S.p.A. - Corporate Affairs Office - Via Mercalli 201, 50019, Sesto Fiorentino (FI). Shareholders are informed that 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 and a separate

ballot form shall be required for each of the proposals submitted for approval. Postal votes can be revoked by the shareholder by means of a personal declaration during the Meeting itself.

No procedure for electronic voting is envisaged.

Right to ask questions prior to the Meeting

In compliance with article 127-ter of the Consolidated Finance Law, 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 via 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 already 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 of the second market trading day prior to the date fixed for the Meeting (i.e. by 18 April 2018). 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 Consolidated Finance Law and article 12 of the Company By-laws, 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 19 March 2018, to add items to the Agenda, giving an indication in their request of the additional item(s) to be included, or submitting proposals for approval for items already on the agenda.

The request for additional item(s) or the submission of new proposals for approval for items on the agenda, together with documentation proving the ownership of the share capital as specified above, must be submitted in writing, in an original copy, via registered letter with acknowledgement of receipt to Salvatore Ferragamo S.p.A. - Corporate Affairs Office - Via Mercalli 201, 50019 Sesto Fiorentino (FI) or via certified email to the address salvatore.ferragamo@legalmail.it. The request must include a report on the items proposed for discussion on 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-ter, paragraph 1, of the Consolidated Finance Law. The additions or the submission of proposals for approval accepted by the Board of Directors shall be published by the Company according to the same procedures as this Notice of Call, at least fifteen days prior to the date of the Meeting. By the same deadline, the report of the requesting or proposing shareholder(s), together with a possible evaluation by the Board of Directors, will be available at the Company registered office and the Italian stock exchange, and will also be published on the Company's website www.ferragamo.com, in the Investor Relations section under Governance/Shareholders-Meetings.

Integration of the Board of Statutory Auditors

Following the resignations, handed in during the 2017 financial year, of one statutory Auditor that had been elected in the majority list submitted on the occasion of the Shareholders' Meeting of 27 April 2017 (who was replaced by the substitute Auditor taken from the same list), the Shareholders Meeting is called upon to take the measures referred to in art. 2401 of the Italian Civil Code and art. 30 of the Company By-laws for the purposes of reconstitution of the Board of Statutory Auditors. In

this regard, since the statutory Auditor no longer in office was elected from the majority list, pursuant to article 30 of the Company By-laws, the new appointment is to take place with a majority vote in accordance with the law, without the use of lists, where it is clearly understood that the laws in force on gender balance are to be respected.

In particular, the Shareholders' Meeting is called upon to decide on the appointment of one statutory Auditor and one substitute Auditor.

In consideration of the current composition of the Board of Statutory Auditors, in order to ensure compliance with the aforesaid regulations on gender balance, it shall be necessary that both the statutory Auditor and the substitute Auditor that the Shareholders are required to appoint belong to the less-represented gender.

The shareholders entitled to vote that intend to submit candidatures prior to the date scheduled for the Shareholders' Meeting must file the appropriate documentation containing the following at the registered office or also via email to the certified email address salvatore.ferragamo@legalmail.it – together with the information that enables the party filing the candidature to be identified and a telephone number at which the latter can be reached: i) the statements in which the individual candidates agree to their nomination and attest, under their own liability, that there are no grounds for their ineligibility and incompatibility, therein including the limits of plurality of the positions, as well as the existence of the possession of the requirements in accordance with the legal and statutory regulations prescribed for the respective positions; ii) the curriculum vitae of each candidate, containing the relevant personal and professional data on each candidate with an indication of the management and supervisory positions held in other companies. In this case timely information on the presentation of the proposal shall be provided on the Company website, in the section on the Shareholders' Meeting.

For further information on the integration of the Board of Statutory Auditors, Shareholders are to refer to the report on the related item on the agenda, drawn up by the Board of Directors pursuant to article 125-ter of the Consolidated Finance Act, available to the public at the registered office and on the Company website at the address www.ferragamo.com, in the section Investor Relations/Shareholders-Meetings.

Appointment of the Board of Directors

With reference to the appointment of the Board of Directors, Shareholders are reminded that, in compliance with article 147-ter of the Consolidated Finance Law and article 20 of the Company By-laws, Directors shall be elected by the Annual General Meeting based on lists submitted by shareholders in which each candidate is assigned a progressive number.

Only such shareholders who possess individually or jointly at least 1% of share capital shall have the right to submit lists of candidates, in compliance with CONSOB Resolution 20273 of 24 January 2018. No shareholder, including shareholders belonging to the same group, having entered into an agreement as envisaged in article 122 of the Consolidated Finance Law, nor the controlling party, the subsidiaries or those jointly controlled pursuant to article 93 of the Consolidated Finance Law, shall be entitled to submit, or participate in the submission, not even through a third party or a fiduciary, of more than one list, nor shall any shareholder vote for different lists, nor shall any candidate stand in more than one list, under penalty of exclusion.

In compliance with article 147-ter of the Consolidated Finance Law and article 20 of the Company By-laws, lists must be deposited at the Company's Registered Office at least 25 days prior to the date of General Meeting in single call, i.e. no later than 26 March 2018. Lists shall be made available at the Company registered office, at the company that manage the Italian stock exchange, on the Company's website and with the other methods set forth by law and applicable regulations, at

least 21 days prior to the date established for the General Meeting convened to appoint the Board of Directors, in other words no later than 30 March 2018.

Confirmation of the minimum requirements for presentation of candidate lists shall be established having regard to the shares registered under the property of the shareholder on the day on which the lists are submitted and deposited at the Company's Registered Office. In order to demonstrate the ownership of the number of shares required in order to submit a list, shareholders joining together in submitting a list must submit and/or deliver to the Registered Offices copies of the required certification of ownership issued by the intermediary authorised by law, showing clearly that they possess the required number of shares necessary to entitle them to submit a list; such certification must be issued by the time limit laid down for the publication of the lists, i.e. by 30 March 2018.

Each list submitted must be accompanied by: (a) information proving the identity of the shareholder(s) presenting the list and the overall percentage of shares in their possession; (b) statements by each candidate included on such lists, accepting the candidacy and further stating, under his/her own liability, that no objections can be raised against his/her eligibility and that no incompatibility exists, and further that he/she possesses all requirements envisaged in applicable law governing election to the office; (c) statements of independence issued in compliance with applicable laws and regulations; (d) the curriculum vitae of each candidate, including exhaustive information on personal and professional characteristics of each candidate, including information of executive offices held.

The lists, and a copy of the further documentation required, shall be submitted, no later than 26 March 2018, 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, to be sent jointly with all information necessary to prove the identity of the shareholder(s) submitting the list, which must also include a telephone number at which the shareholder(s) can be reached.

Shareholders are hereby informed that article 20 of the Company By-laws and article 147-ter, paragraph 1-ter, of the Consolidated Finance Law, issued in implementation of Italian Law no. 120 of 12 July 2011 (so-called "gender quotas law"), states that the composition of the Board of Directors must ensure gender balance in compliance with the legislation in force. As this is the second term of office since the aforementioned law came into force, at least one third of the Directors to be appointed shall be chosen from the less represented gender. Shareholders who intend to present a list for the renewal of the Board of Directors having a number of candidates greater than or equal to three are required to include in the list a number of candidates belonging to the less represented gender – typically female - of at least one third of the candidates (rounding up, if appropriate, to the higher unit).

Any lists presented without compliance with the above provisions shall be disregarded.

Shareholders are reminded that those who submit a minority list shall take into consideration CONSOB recommendations contained in its communication no. DEM/9017893 of 26 February 2009. As per article 20 of the Company By-laws, with regard to the appointment of Directors, the lists that do not reach the half of the percentage required to present the same lists will not be taken into consideration.

Further information on the appointment of the members of the Board of Directors is contained in article 20 of the Company By-laws and in the Report on the items of the agenda drawn up in compliance with art. 125-ter of the Consolidated Finance Law, which shall be published on the date of this Notice at the Company's registered office and on the Company website www.ferragamo.com, in the Investor Relations section under Governance/Shareholders-Meetings.

Remuneration Report

Pursuant to article 123-ter, paragraph 6, of the Consolidated Finance Law, the Shareholders' Meeting called to approve the Financial Statements for the financial 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 remuneration payable to the administrative bodies and managers with strategic responsibilities, and the procedures used to adopt and implement this policy. Please note that this resolution, pursuant to the above-mentioned article 123-ter, paragraph 6, of the Consolidated Finance Law is not binding.

Documentation

The report on items 3, 4, 5, 6, 7, 8 and 10 of the agenda and related proposed resolutions, together with the amount of the share capital and the forms to be used for proxy and voting by correspondence have been made available to the public on the date of this Notice at the registered office of the Company and on the website www.ferragamo.com, in the Investor Relations section under Governance/Shareholders-Meetings.

Further documentation on the items on the agenda provided for by the laws in force, including the annual financial report, the Board of Directors' Report on other items on the agenda and the proposed resolutions has been made available to the public, in accordance with the law, at the registered office of the Company in Via Dei Tornabuoni no. 2, 50123, Florence (FI) and on the Company website www.ferragamo.com, in the Investor Relations section under Governance/Shareholders-Meetings.

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

This notice of call has been published on the present date, in full, in compliance with article 125-bis of the Consolidated Finance Law on the website of the Company (www.ferragamo.com, Investor Relations section under Governance/Shareholders-Meetings) and on the storage mechanism eMarket STORAGE, available at the address www.emarketstorage.com, and an extract of the latter has also been published in the daily newspaper "Milano Finanza".

Florence, 9 March 2018

The Chairman of the Board of Directors

Ferruccio Ferragamo