

FERRAGAMO

REPORT OF THE BOARD OF DIRECTORS ON THE PROPOSAL UNDER ITEM 3 ON THE AGENDA OF THE SHAREHOLDERS' MEETING OF SALVATORE FERRAGAMO S.P.A., CONVENEED IN A SINGLE CALL, IN ORDINARY SESSION, FOR APRIL 23, 2024

3. Report on remuneration policy and compensation paid. Related and consequent resolutions:

3.1 resolutions concerning the Company's remuneration policy set forth in the first section of the report pursuant to Article 123-ter, paragraphs 3-bis and 3-ter, of Legislative Decree No. 58 of 24 February 1998 ("TUF");

3.2 resolutions referred to in the second section of the report pursuant to Article 123-ter, paragraph 6, of the TUF.

Shareholders,

this report (the "**Report**") has been prepared pursuant to Article 125-ter, paragraph 1, of Legislative Decree No. 58 of February 24, 1998, as amended and supplemented (the "**TUF**") and Article 84-ter of the Regulations adopted by Consob Resolution No. 11971 of May 14, 1999, as amended and supplemented (the "**Issuers' Regulations**").

The Board of Directors presents the report on the remuneration policy and compensation paid (the "**Remuneration Report**") prepared in accordance with the provisions of Article 123-ter of the TUF, Article 84-*quater* and Annex 3A, Schedule 7-*bis* of the Issuers' Regulations and Article 5 of the Corporate Governance Code adopted by the Corporate Governance Committee of Borsa Italiana S.p.A. (the "**Corporate Governance Code**").

Pursuant to Article 123-ter of the TUF, the Remuneration Report is divided into two sections, which are subject to two separate votes (on the first section, the resolution of the Shareholders' Meeting is binding pursuant to Article 123-ter, paragraphs 3-*bis* and 3-*ter* of the TUF, while on the second section, the resolution of the Shareholders' Meeting is non-binding and advisory pursuant to Article 123-ter, paragraph 6, of the TUF):

(a) the first section sets out, among others, the Company's policy on the remuneration of the members of the Board of Directors, managers with strategic responsibilities, top management and, subject to the provisions of Article 2402 of the Italian Civil Code, the members of the Board of Statutory Auditors for the year 2024 (the "**Remuneration Policy**"), as well as the procedures used for the adoption and implementation of such Remuneration Policy;

(b) the second section, among other information, provides:

FERRAGAMO

- (i) an adequate representation of each of the items that make up the remuneration paid during the financial year ending December 31, 2023 (the "FY2023") in favor of the members of the Company's management and supervisory bodies and, in aggregate, of the Company's managers with strategic responsibilities, highlighting their consistency with the Company's remuneration policy related to the FY2023;
- (ii) an analytical representation of the compensation paid during the FY2023 to the aforementioned persons in any capacity and in any form by the Company and its affiliates or subsidiaries, and illustrates how the Company took into account the vote cast given in the previous year on the second section of the Remuneration Report.

The Remuneration Policy prepared by the Board of Directors with the support of the Remuneration and Appointment Committee has been updated, compared to the remuneration policy approved by the Shareholders' Meeting on April 26, 2023, in order to be more aligned with the indications of proxy advisors, investors and market practices, making reference to benchmarks of comparable companies and ensuring adequate transparency of disclosure.

It is particularly highlighted:

- the introduction of a gender pay gap section, reflecting the Company's commitment to promoting gender equity and ensuring equal opportunity within the organization. This section provides an overview of achievements in terms of measurement and of the commitment to future pay gap reduction;
- a dedicated focus on the consistency of compensation strategy applicable to the entire corporate population;
- the further improvement of the level of disclosure, with the inclusion of reference also to the policy adopted for top management.

For details on the above, please make reference to the Remuneration Report made available to the public, within the terms of the law and regulations, at the Company's registered office, Via Tornabuoni No. 2, 50123 Florence (FI), on the Company's website at <https://group.ferragamo.com>, Governance/Shareholders' Meeting 2024 Section, at the authorized eMarket Storage mechanism (<https://www.emarketstorage.it/>), as well as by other means required by current regulations.

The Shareholders' Meeting is, therefore, called upon to deliberate: (i) with a binding vote, on the Remuneration Policy outlined in the first section of the Remuneration Report; and (ii) in favor or against (thus with a non-binding but advisory vote) on the second section thereof.

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FERRAGAMO

In light of the above, we therefore submit the following proposed resolutions for your approval:

3.1 Resolution proposal regarding the Company's Remuneration Policy referred to in the first section of the Remuneration Report pursuant to Article 123-ter, paragraphs 3-bis and 3-ter, of the TUF.

"The Ordinary Shareholders' Meeting of Salvatore Ferragamo S.p.A., (i) having examined the report of the Board of Directors prepared pursuant to Article 125-ter of Legislative Decree No. 58 of February 24, 1998 (the "TUF"), and (ii) having examined the first section of the report on the remuneration policy and compensation paid adopted by the Company and prepared pursuant to Articles 123-ter of the TUF and 84-quater of the regulations adopted by Consob resolution No. 11971/1999 (the "Issuers' Regulations") as well as pursuant to Annex 3A, Schedule 7-bis of the Issuers' Regulations

resolves

- *to approve, pursuant to and in accordance with Art. 123-ter, paragraphs 3-bis and 3-ter of the TUF, the first section of the report on the remuneration policy and compensation paid adopted by the Company and prepared pursuant to Articles 123-ter of the TUF and 84-quater of the Issuers' Regulations, which illustrates the Company's policy on the remuneration of members of the management and supervisory bodies, general managers, managers with strategic responsibilities and top management with reference to the financial year 2024, as well as the procedures used for the adoption and implementation of this policy."*

3.2 Resolution proposal concerning the second section of the Remuneration Report pursuant to Article 123-ter, paragraph 6, of the TUF.

"The Ordinary Shareholders' Meeting of Salvatore Ferragamo S.p.A., (i) having examined the report of the Board of Directors prepared pursuant to Article 125-ter of Legislative Decree No. 58 of February 24, 1998 (the "TUF"), and (ii) having examined the second section of the report on the remuneration policy and compensation paid adopted by the Company and prepared pursuant to Articles 123-ter of the TUF and 84-quater of the Issuers' Regulations, as well as pursuant to Annex 3A, Schedule 7-bis of the Issuers' Regulations,

resolves

- *to express a favorable opinion, pursuant to and for the purposes of Article 123-ter, paragraph 6, of the TUF, on the second section of the report on the remuneration policy and compensation paid adopted by the Company and prepared pursuant to Articles 123-ter of the TUF and 84-quater of the Issuers' Regulations, which illustrates each of the items that make up the remuneration of the*

FERRAGAMO

members of the management and supervisory bodies, managers with strategic responsibilities of the Company as well as the compensation paid to them for any reason and in any form in the financial year ending December 31, 2023."

Florence, March 14, 2024

For the Board of Directors

The Chairman

Leonardo Ferragamo