



Salvatore Ferragamo S.p.A.

Registered office: Via Tornabuoni, 2, Florence, Italy

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

Tax code, VAT Code and Company Register of Florence No. 02175200480

Florence REA (Economic and Administrative Index) No. 464724

Website www.ferragamo.com

NOTICE OF CALL: SHAREHOLDERS' ORDINARY 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, 1, Florence, on 18 April 2019, at 9.00 a.m., in single call, to discuss and approve the following:

Agenda

- 1) Financial Statements of Salvatore Ferragamo S.p.A. as at 31 December 2018. Report of the Board of Directors for the 2018 financial year. Report of Board of Statutory Auditors and the Audit Firm. Presentation of the Consolidated Financial Statements as of 31 December 2018 and consolidated statement containing non-financial information under Legislative Decree No. 254 of 30 December 2016 concerning financial year 2018. Related and consequent resolutions.
- 2) Allocation of profits for the year.
- 3) Appointment of a director under Article 2386 of the Civil Code. Related and consequent resolutions.
- 4) Conferral of assignment to conduct the statutory audit for the years 2020-2018 Related and consequent resolutions.
- 5) Consultation on the Remuneration Policy for directors and managers with strategic responsibilities.

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 Euro. No shares other than ordinary shares have been issued.

Each share is indivisible.

By way of exception of the general rule under which each share entitles the shareholder to one vote, under Article 6 of the By-laws, and in compliance with Article 127-*quinquies* of Legislative Decree No. 58/1998 (Consolidated Law on Finance or "TUF"), each share shall entitle the holder thereof to two votes where both of the following conditions are met: (a) the share has been held by the same party, by virtue of a right in rem giving entitlement to the exercise of voting right (full ownership with voting right or bare ownership with voting right or usufruct with voting right) for an uninterrupted period of at least twenty-four months (the

“**Period**”); (b) evidence that the condition under (a) is attested by the party's uninterrupted registration, throughout the Period, in the special list created under this Article (the “**Special List**”), and by a separate communication attesting the ownership of the share with respect to the starting date of the Period, issued by the intermediary with whom the shares are deposited under the applicable laws and regulations.

On the date of this Notice of Call some shareholders are registered in the Special List to be entitled to the benefit of the double vote. On the date of this Notice of Call no shareholder has accrued such benefit. The list of the shareholders who, on 9 April 2019 (*record date*) have asked to be registered in said Special List shall be published on the Company's website within the deadlines provided under Article 85-bis of Consob Resolution No. 11971 of 14 May 1999, as amended and supplemented (the “**Issuers Regulation**”). As of this date the Company owns 50,000 treasury shares, equivalent to 0.03% of the share capital, for which, pursuant to the law, the voting right is suspended. Said shares are calculated for the purpose of the due constitution of the General Shareholders’ Meeting, but not for the purpose of calculating the majority required for the approval of the resolutions on the Agenda.

Attending the Shareholders’ Meeting

Pursuant to Article 83-*sexies* of the TUF and under Article 13 of the Company By-laws, the right to take part in the Meeting and to vote is certified by a notification to the Company, issued by the intermediary entrusted with keeping the accounts according to legal requirements, based on evidence contained in the accounting entries at the end of the seventh market trading day prior to the date established for the General Meeting in single call, and namely 9 April 2019 (*record date*). Those who hold shares only after the *record date* do not have the right to take part in or vote in 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. 15 April 2019, 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

Those who are entitled to take part and vote in the Meeting may be represented by written proxy under the applicable laws and regulations, by signing the ordinary proxy form, which can be downloaded from the Company’s website at www.ferragamo.com, 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), Italy.

The proxy may be sent via registered mail to Salvatore Ferragamo S.p.A. - Corporate Affairs Office - Via Mercalli 201, 50019 Sesto Fiorentino (FI) or via certified e-mail 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 in electronic form, certifying, under his/her own responsibility, the conformity of the copy to the original, and the identity of the person who has conferred the proxy.

Proxy granted to the representative appointed by the Company

La The Company has appointed as Representative of the Shareholders, pursuant to Article 35-*undecies* of the Consolidated Law on Finance, 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 on the Agenda of the Shareholders’ Meeting, provided that the original proxy reaches the aforesaid Representative by the end of the second market trading day before the date set for the Shareholders’ Meeting in single call (16 April 2019), using the following methods: via courier or registered letter with proof of receipt to the address selected for this purpose in Milan (20121), Foro Buonaparte, 10 - Ref. "Proxy for the Annual Meeting of Shareholders Salvatore Ferragamo 2019". The shares for which full or partial proxy is conferred are calculated for the purpose of determining that the Shareholders’ Meeting is duly constituted. As to any proposal for which no voting instructions were provided, the shares are not calculated for the purpose of calculating the majority and the share of capital required to approve resolutions. The proxy and the voting instructions can be revoked within the same time-limit detailed above. The form to confer a Proxy on the Representative of the Shareholders and the relative voting instructions are available on the Company’s website at www.ferragamo.com, 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), Italy.

Vote via post

Pursuant to Article 127 of the TUF and under Article 14 of the Company's By-Laws, the right to vote may be exercised including via post, in compliance with the applicable laws and regulations. The ballot forms and relative instructions to exercise the right to vote are available on the Company's website at 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), Italy. The ballot form, together with a copy of the communication required by law to be entitled to take part in the Meeting, must be received, in the original and in a sealed envelope, via registered mail with proof of receipt, by the day prior to the Meeting in single call, and namely by 17 April 2019, at Salvatore Ferragamo S.p.A. - Corporate Affairs Office - Via Mercalli 201, 50019, Sesto Fiorentino (FI), Italy. Please note that the ballot forms received after the above deadlines, or received without signatures, shall not be taken into consideration for the constitution of the Meeting or in the voting procedure.

Voting by post is a right that can be exercised solely by the shareholder, and votes are expressed separately for each of the proposals submitted for approval. Votes sent via post can be revoked by the shareholder by means of a personal declaration during the Meeting itself.

Voting through electronic means is not envisaged.

Right to ask questions prior to the Meeting

Under Article 127-ter of the TUF, Shareholders may ask questions on the orders of business on the Agenda, including prior to the Shareholders' Meeting, by sending them by registered post with proof of receipt to Salvatore Ferragamo S.p.A. - Corporate Affairs Office - Via Mercalli 201, 50019, Sesto Fiorentino (FI), Italy, or via certified e-mail to: salvatore.ferragamo@legalmail.it. The right to ask questions shall be deemed to have been legitimately exercised only if the questions are accompanied by the certification issued by the intermediary demonstrating the shareholder's right to take part and vote in the Meeting, unless the Company has already received such information from the intermediary. In order to ensure that the Meeting is properly conducted and prepared for, Shareholders are invited to submit their questions by 18:00 of the second market trading day prior to the date set for the Meeting (i.e. by 16 April 2019). 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 under 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 ten calendar days from the publication of the Notice of Call, and namely by 23 March 2019, to add items to the Agenda, giving an indication in their request of the additional items to be included, or submit 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, sending the original and signed copy thereof via registered letter with proof of receipt to Salvatore Ferragamo S.p.A. - Corporate Affairs Office - Via Mercalli 201, 50019 Sesto Fiorentino (FI) or via certified e-mail to the address salvatore.ferragamo@legalmail.it. The request must include a report on the items on the agenda proposed for discussion. Shareholders are reminded that such additions cannot include any items which, 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 other than that envisaged in article 125-ter, paragraph 1, of the TUF. 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 drawn up by the shareholders submitting a request or a proposal, accompanied by evaluations of the Board of Directors, if any, shall be made available to the general public at the Company's registered office and on its website at www.ferragamo.com, in the Investor Relations section, under Governance/Shareholders-Meetings.

Appointment of a Director

Under Article 20 of the Company's By-laws, in order to appoint a Director the Shareholders' Meeting shall adopt resolutions by the majorities requested by law on the proposals submitted to the Meeting, without applying the 'voting lists' mechanism.

The Company's Board of Directors is currently formed by 13 members, 4 of whom are qualified as independent directors, and 5 belonging to the least represented gender. Director Micaela Le Divelec Lemmi was co-opted, under Article 2386 of the Civil Code, by the Board of Directors, following the resignation of Director Raffaella Pedani, with resolution of 31 July 2018, and, thus, she will continue to be in office until the date of the Shareholders' Meeting called herein.

For further information regarding the filling of vacancies on the Board of Directors, please see the explanatory memorandum regarding this item on the Agenda, drawn up by the Board of Directors pursuant to Article 125-ter of the TUF, made available to the general public on this day within the Company's registered office and on its website at www.ferragamo.com, in the Investor Relations section, under Shareholders' Meeting.

Remuneration Report

Pursuant to Article 123-ter, paragraph 6, of the TUF, the Shareholders' Meeting called to approve the financial statements for the financial year is also called to approve or reject, by resolution, the first section of the remuneration report, which illustrates 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 said policy. Please note that, pursuant to the aforementioned Article 123-ter, paragraph 6, of the TUF, the above resolution shall not be binding.

Documentation

The Reports on items 3, and 4 of the Agenda and related proposed resolutions, together with information on the amount of the share capital and the forms to be used for proxy and voting by post have been made available to the public on the date of this Notice at the registered office of the Company and on its website at 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, 2, 50123, Florence (FI) Italy, and on the Company website at www.ferragamo.com, in the Investor Relations section under Governance/Shareholders' Meeting.

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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 TUF on the Company's website (www.ferragamo.com, in the Investor Relations section under Governance/Shareholders' Meeting) and on the storage mechanism eMarket STORAGE, available at www.emarketstorage.com, and an excerpt of the latter has also been published in the daily newspaper "Milano Finanza".

Florence, 12 March 2019

The Chairman of the Board of Directors
Ferruccio Ferragamo