

FERRAGAMO

SALVATORE FERRAGAMO S.p.A.

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

Share Capital: Euro 16,879,000.00 fully paid up.

Fiscal Code, VAT No. and Registration with the Register of Companies of Florence 02175200480

Florence R.E.A. no. 464724

Internet site www.ferragamo.com

NOTICE OF CALL OF THE ORDINARY SHAREHOLDERS MEETING

The Shareholders of Salvatore Ferragamo S.p.A. ("**Ferragamo**" or the "**Company**") are hereby called to the Ordinary Shareholders' Meeting to be held on 23 April 2024, at 9:00 a.m., in a single call, to discuss and resolve on the following:

Agenda

- 1) Financial Statements of Salvatore Ferragamo S.p.A. as of December 31, 2023, accompanied by the Directors' Report on operations for the year 2023, including the consolidated statement containing non-financial information pursuant to Legislative Decree No. 254 of 30 December 2016 relating to the year 2023, the Report of the Board of Statutory Auditors and the Independent Auditors. Presentation of the Consolidated Financial Statements as of December 31, 2023. Related and consequent resolutions.
- 2) Allocation of the profit for the year and distribution of part of the Extraordinary Reserve. Related and consequent resolutions.
- 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.
- 4) Appointment of the Board of Directors, upon determination of the number of members, term of office and determination of remuneration. Appointment of the Chairman and Vice Chairman. Related and consequent resolutions:
 - 4.1 determination of the number of members of the Board of Directors;
 - 4.2 determination of the term of office of Directors;
 - 4.3 appointment of Directors;
 - 4.4 determination of remuneration of the members of the Board of Directors;
 - 4.5 appointment of the Chairman of the Board of Directors;
 - 4.6 appointment of the Vice Chairman of the Board of Directors;
 - 4.7 any resolutions pursuant to Article 2390 of the Italian Civil Code.
- 5) Modification in reduction, upon motivated proposal of the Board of Statutory Auditors, of the remuneration of the auditing firm KPMG S.p.A., competent for the legal audit of the accounts for the period 2020-2028. Related and consequent resolutions.

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The Company has decided to make use of the faculty - pursuant to Article 106, paragraph 7, of Law Decree No. 18/2020 (converted by Law No. 27/2020 (the "**Decree**"), as last extended by Law No. 18/2024 - according

FERRAGAMO

to which shareholders' participation in the Shareholders' Meeting may only take place through the Appointed Representative pursuant to Article *135-undecies* of the TUF. Notwithstanding Article *135-undecies* of the TUF, the Appointed Representative may also be granted proxies or sub-delegations pursuant to Article *135-novies* of the TUF.

Attendance at the Shareholders' Meeting by authorised persons other than those who have the right to vote (e.g. members of the corporate bodies, the appointed secretary, the Appointed Representative and representatives of the auditing firm) may also take place by means of telecommunications that guarantee their identification, without the Chairman of the Shareholders' Meeting and the person in charge of the minutes (secretary or notary) having to be in the same place. The instructions for participation in the Shareholders' Meeting will be made known by the Company to the aforementioned persons.

Any amendment and/or additions to the information contained in this notice of call will be promptly made available through the Company's website and with the other modalities provided for by the applicable laws.

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Information on share capital

As of the date of this notice of call, pursuant to Article 5 of the Company's Bylaws, Ferragamo's share capital is equal to Euro 16,879,000.00, divided into 168,790,000 ordinary shares with no par value. No shares other than ordinary shares have been issued.

Shares are indivisible.

As an exception to the general rule whereby each share gives the right to one vote, pursuant to Article 6 of the Articles of Association, in accordance with Article *127-quinquies* of the TUF, each share gives the right to a double vote (and thus to two votes for each share) if both of the following conditions are met (a) the share has belonged to the same person, by virtue of a real right legitimizing the exercise of voting rights (full ownership with voting rights or bare ownership with voting rights or usufruct with voting rights) for a continuous period of at least twenty-four months (the "**Period**"); (b) the recurrence of the condition under (a) is attested by the continuous registration for the Period in the special list specifically established, kept and updated by the Company (the "**Special List**"). Pursuant to Article *143-quater*, paragraph 5, of the regulation adopted by Consob resolution No. 11971 of 14 May 1999, as subsequently amended and supplemented (the "**Issuers' Regulation**"), the number of shares with the right to the increased voting right is available on the Company's website at <https://group.ferragamo.com>, Section Investor Relations/Governance/Shareholding. As of today's date, following the increase in voting rights, the number of shares with increased voting rights is 109,558,220 for a total number of voting rights equal to 278,348,220.

On the date of publication of this notice of call, the Company holds 3,261,034 treasury shares, equal to 1.932% of the share capital for which voting rights are suspended pursuant to law. These shares are counted for the purpose of the regular constitution of the Shareholders' Meeting, but not for the purpose of calculating the majority required for the approval of the resolutions on the agenda.

Participation in the Shareholders' Meeting

Pursuant to Article *83-sexies* of the TUF and Article 13 of the Articles of Association, persons entitled to attend the Shareholders' Meeting and exercise their voting rights, exclusively through the Appointed Representative

FERRAGAMO

(as identified below), are those so entitled on the basis of a communication to the Company made by the intermediary authorised to keep accounts pursuant to law, on the basis of the evidence in their accounting records relating to the end of the accounting day of the seventh trading day prior to the date set for the Shareholders' Meeting on single call, i.e. **12 April 2024** (*record date*). Those who hold shares only after the *record date* are not entitled to attend and vote at the Shareholders' Meeting and, therefore, may not grant proxy to the Appointed Representative (as identified below).

The intermediary's communication must be received by the Company by the end of the third trading day prior to the date of the Shareholders' Meeting in single call, i.e. by **18 April 2024**. The legitimacy to attend and vote, again exclusively through the Appointed Representative, remains unaffected if the communications are received by the Company after the deadlines indicated herein, provided that they are received before the beginning of the Shareholders' Meeting proceedings.

It should be noted that the aforementioned communication to the Company is made by the authorised intermediary at the request of the person to whom the right is assigned. Holders of voting rights are requested to give instructions to the authorised intermediary that holds the relevant accounts, so that the aforementioned communication is made to the Company. Any requests for notice by the authorised intermediary or financial charges for the fulfilment of the latter's duties are not attributable to the Company.

Participation in the Shareholders' Meeting by proxy vote of the Appointed Representative

Participation in the Shareholders' Meeting of those with voting rights is permitted **exclusively** through Monte Titoli S.p.A., the Shareholders' representative designated by the Company pursuant to Article 135-*undecies* of the TUF (the "**Appointed Representative**").

The Appointed Representative may be granted, without expenses to be borne by the proxy holder (except for any postage expenses), with voting instructions, written proxy on all or some of the proposals on the agenda of the Shareholders' Meeting, provided that it is received, in the manner indicated below, by the aforementioned Appointed Representative by the end of the second trading day prior to the date set for the Shareholders' Meeting in single call, i.e. by **19 April 2024**.

The proxy, with voting instructions, must be received by the Appointed Representative, together with a copy of a currently valid identity document of the delegating party or, if the delegating party is a legal person, of the *pro tempore* legal representative or other person with the appropriate powers, together with the appropriate documentation attesting to the latter's qualification and powers (copy of Chamber of Commerce certificate or similar), by one of the following alternative methods:

- (i) transmission of an electronically reproduced copy (PDF) to the certified e-mail address RD@pec.euronext.com (subject: "*Proxy for the Salvatore Ferragamo Shareholders' Meeting April 2024*") from one's own certified mailbox (or, in absence of it, from one's own ordinary mailbox, in which case the proxy with the voting instructions must be signed with a qualified electronic or digital signature);
- (ii) transmission of the original, by courier or registered letter with advice of receipt, to the Register

FERRAGAMO

Services area at Monte Titoli S.p.A., Milan (20123), Piazza degli Affari 6 (subject: "*Proxy for the Salvatore Ferragamo Shareholders' Meeting April 2024*"), by anticipating a copy reproduced electronically (PDF) by ordinary e-mail to the e-mail address RD@pec.euronext.com (subject: "*Proxy for the Salvatore Ferragamo Shareholders' Meeting April 2024*").

The proxy and voting instructions are revocable by the aforementioned deadline (i.e. by **19 April 2024**) in the manner indicated above.

Shares for which a proxy has been conferred, even partially, are counted for the purpose of due constitution of the Shareholders' Meeting. With regard to proposals for which no voting instructions have been given, the shares are not counted for the purpose of calculating the majority and the share of capital required for the approval of resolutions.

As an exception to Article 135-undecies, paragraph 4, of the TUF, those who do not intend to avail themselves of the intervention method envisaged by Article 135-undecies of the TUF, may alternatively intervene by conferring on the Appointed Representative, without expenses borne by the delegating party, a proxy or sub-delegation pursuant to Article 135-novies of the TUF, containing voting instructions on all or some of the proposals on the agenda.

Such proxy or sub-delegation pursuant to Art. 135-novies of the TUF, with the voting instructions, must be received by the Appointed Representative, together with a copy of a currently valid identity document of the delegating party or, if the delegating party is a legal person, of the *pro tempore* legal representative or other person with the appropriate powers, together with suitable documentation attesting the latter's qualification and powers (copy of a Chamber of Commerce certificate or similar), no later than 6:00 p.m. on the day prior to the date of the Shareholders' Meeting (i.e. no later than **22 April 2024**) in the same manner as above.

The proxy and voting instructions pursuant to Art. 135-novies of the TUF are revocable within the aforementioned deadline (i.e. by **22 April 2024**) in the manner indicated above.

Proxy forms pursuant to Articles 135-undecies and 135-novies of the TUF and related instructions are available on the Company's website <https://group.ferragamo.com>, Investor Relations/Governance/Shareholders Meeting 2024 Section, as well as at Salvatore Ferragamo S.p.A. - Corporate Affairs Office - Via Mercalli 205 - 207, 50019 Sesto Fiorentino (FI).

Proxies/sub-delegations to the Appointed Representative have no effect with regard to proposals for which no voting instructions have been given.

For any clarifications concerning the granting of proxy to the Appointed Representative (and in particular concerning the filling in of the proxy form and the voting instructions and their transmission), please contact Monte Titoli S.p.A. by e-mail at RegisterServices@euronext.com or at the number (+39) 02.33635810 during business days, from 9:00 a.m. to 5:00 p.m.

FERRAGAMO

Please note that there is no voting procedure by electronic means.

Right to ask questions before the Shareholders' Meeting

Pursuant to Article 127-ter of the TUF, those entitled to vote may submit questions on the items on the agenda, also prior to the Shareholders' Meeting. Questions must be received within 7 (seven) trading days prior to the date of the Shareholders' Meeting (i.e., the *record date* and, therefore, by **12 April 2024**).

Questions may be sent to the certified e-mail address salvatore.ferragamo@legalmail.it (subject '*Questions Salvatore Ferragamo 2024 Shareholders' Meeting*').

The exercise of the right shall only be considered validly carried out if it is accompanied by the intermediary's certification proving the shareholder's status, unless the Company has already received the intermediary's communication required for participation in the Shareholders' Meeting.

The ownership of the voting right can also be attested after the submission of questions as long as it is no later than the third day following the seventh trading day prior to the Shareholders' Meeting, i.e. **15 April 2024**.

Questions received prior to the Shareholders' Meeting within the aforementioned deadline, after verification of their relevance and the legitimacy of the applicant, shall be answered within 3 days prior to the Shareholders' Meeting (i.e. on **20 April 2024**), including by means of publication on the Company's *website* <https://group.ferragamo.com>, Section Governance/ Shareholders' Meeting 2024. The Company may provide a unified response to questions with the same content.

Please expressly indicate the item on the agenda to which the individual questions refer. The Company will not consider questions received that are not relevant to the items on the agenda of the Shareholders' Meeting.

It should be noted that, pursuant to the aforementioned Article 127-ter of the TUF, no answer is due, not even at the Shareholders' Meeting, to the questions asked before the Shareholders' Meeting, when the requested information is already available in a "question and answer" format on a special space that may be set up and accessible on the Company's website or when the answer has been published on the same website.

Right to add items to the agenda and submit new resolution proposals pursuant to Article 126-bis, paragraph 1, of the TUF

Pursuant to Article 126-bis of the TUF and Article 12 of the Articles of Association, persons entitled to vote who represent, also jointly, at least one fortieth of the share capital may request, within ten calendar days of the publication of the notice of call of the Shareholders' Meeting, i.e. by **24 March 2024**, the integration of the list of items to be discussed, indicating in the request the additional items proposed, or submit resolution proposals on items already on the agenda.

FERRAGAMO

The request for integration of the agenda or the submission of new resolution proposals on items on the agenda, together with the appropriate documentation proving the ownership of the share capital requested above, must be submitted to the certified e-mail address salvatore.ferragamo@legalmail.it (subject "*Integration of the agenda pursuant to Article 126-bis, paragraph 1, TUF Salvatore Ferragamo 2024 Shareholders' Meeting*").

The request must be accompanied by a report on the matters whose discussion is requested. It should be noted that integration is not allowed for matters on which the Shareholders' Meeting resolves, pursuant to law, on the proposal of the Directors or on the basis of a draft or a report prepared by them other than that referred to in Article 125-ter, paragraph 1, of the TUF.

Notice of integrations or of the submission of proposals of resolution admitted by the Board of Directors will be given at least fifteen days before the Shareholders' Meeting by the Company (i.e. by **8 April 2024**) in the same manner as this notice of call. Within the same deadline, the report of the requesting or proposing Shareholders, accompanied by the Board of Directors' evaluations, if any, will be made available to the public at the Company's registered office, at the authorised eMarket Storage mechanism (<https://www.emarketstorage.it/>) and on the Company's website <https://group.ferragamo.com>, Section Governance/Shareholders Meeting 2024.

For the purposes of the above, the Company reserves the right to verify the relevance of the proposals with respect to the items on the agenda, their completeness and their compliance with applicable regulations, as well as the legitimacy of the proposers.

In the event of proposals for resolutions on items on the agenda that are alternative to those formulated by the Board, the Board's proposal shall be put to the vote first (unless it is withdrawn) and, only if that proposal is rejected, shall the shareholders' proposals be put to the vote. These proposals, even if there is no proposal from the Board, shall be submitted to the Shareholders' Meeting starting with the proposal submitted by the shareholders representing the largest percentage of the capital. Only if the proposal put to the vote is rejected, the next proposal in order of capital represented shall be put to the vote.

Power to individually submit proposals of resolution before the Shareholders' Meeting

In addition to the foregoing, considering that participation in the Shareholders' Meeting is envisaged exclusively through the Appointed Representative, persons entitled to participate in the Shareholders' Meeting who intend to submit resolution proposals on the items on the agenda - pursuant to Article 126-bis, paragraph 1, penultimate sentence, of the TUF - are invited to submit them at least 15 (fifteen) days prior to the Shareholders' Meeting and therefore by **8 April 2024** to the certified e-mail address salvatore.ferragamo@legalmail.it (subject "*Integrations to the agenda pursuant to Article 126-bis, paragraph 1, penultimate sentence, of the TUF, Salvatore Ferragamo 2024 Shareholders' Meeting*").

These proposals will be published on the Company's website by **9 April 2024** at the latest, in order to enable those entitled to vote to express themselves in an informed manner also taking into account these new proposals and to enable the Appointed Representative to collect voting instructions on them, if necessary.

FERRAGAMO

For the purposes of the above, the Company reserves the right to verify the relevance of the proposals with respect to the items on the agenda, their completeness and their compliance with applicable regulations, as well as the legitimacy of the proposers.

Appointment of the Board of Directors

With reference to the appointment of the Board of Directors, it should be noted that, pursuant to Article 147-ter of the TUF and Article 20 of the Articles of Association, Directors are appointed on the basis of lists submitted by Shareholders in which the candidates must be listed in sequential order, in a number not exceeding the number of those to be elected. Only as many Shareholders as represent, even jointly, at least 1% of the share capital, as per Consob Determination No. 92/2024, are entitled to submit lists.

Each Shareholder, as well as Shareholders belonging to the same group, adhering to the same shareholders' agreement pursuant to Article 122 of the TUF, as well as the controlling entity, the subsidiaries and those subject to joint control pursuant to Article 93 of the TUF, may not submit or participate in the submission, not even through a third party or trust company, of more than one list, nor may they vote for different lists, and each candidate may only appear on one list, under penalty of ineligibility.

Pursuant to Article 147-ter of the TUF and Article 20 of the Articles of Association, the lists must be deposited at the Company's registered office at least 25 days before the date scheduled for the Shareholders' Meeting in a single call (*i.e.* **by Friday 29 March 2024**), where possible accompanied by the relevant proposed resolutions considering that the Board of Directors did not make any proposal of resolution in relation to the item on the agenda which, as indicated above, provides for the determination of the number of Directors, term of office, remuneration for the office, appointment of the Chairman and Vice Chairman.

The lists must also be made available to the public at the Company's registered office, on the Company's website and at the authorised eMarket Storage mechanism (<https://www.emarketstorage.it/>) and in any other manner required by the applicable legal and regulatory provisions at least 21 days before the date set for the Shareholders' Meeting on first call (*i.e.* **Tuesday, 2 April 2024**).

Ownership of the minimum number of shares required to submit lists is determined by taking into account the shares that are registered in favour of the Shareholder on the day the lists are filed at the Company's registered office. In order to prove ownership of the number of shares required to present the lists, Shareholders participating in the presentation of the lists must present or have a copy of the appropriate certification issued by the intermediary authorised by law delivered to the Company's registered office within the deadline set for the publication of the lists of 21 days before the date set for the Shareholders' Meeting in a single call (*i.e.* **Tuesday 2 April 2024**). Together with each list, the following must be filed: (a) the information regarding the identity of the Shareholders submitting the list and the percentage of the shareholding they hold overall; (b) the declarations with which the individual candidates accept the candidacy and certify, under their own responsibility, the non-existence of causes of ineligibility and incompatibility, as well as the existence of the requirements prescribed by the regulations in force for assuming the office; c) the declarations of independence issued pursuant to the applicable laws and

FERRAGAMO

regulations; and d) the *curriculum vitae* of each candidate, containing exhaustive information on their personal and professional characteristics with an indication of the administration and control positions held. The lists and the copy of the documentation required to accompany them must be filed by the aforementioned deadline of 29 March 2024 with Salvatore Ferragamo S.p.A. - Corporate Affairs Office - Via Mercalli 205 - 207, 50019 Sesto Fiorentino (FI) or by *e-mail* to the certified e-mail address salvatore.ferragamo@legalmail.it together with the information allowing the identification of the person filing the lists, also indicating a telephone number.

Please note that Article 20 of the Articles of Association and Article 147-ter, paragraph 1-ter, of the TUF provide that the composition of the Board of Directors must ensure a balance between genders in accordance with the laws in force. In particular, at least two-fifths of the Directors must be elected from among those of the less represented gender; in the event that, in consideration of the total number of members of the Board of Directors established by the Shareholders' Meeting, the number of members of the less represented gender to be elected is not a whole number, the latter shall be rounded up to the next higher unit. Shareholders who intend to submit a list for the renewal of the Board of Directors with three or more candidates are required to include in the list a number of candidates belonging to the least represented gender equal to at least two fifths of the candidates (the number of candidates is rounded up to the next higher unit, except for lists consisting of three candidates for which rounding down to the next lower unit). Please note that those submitting a minority list are addressees of the recommendations formulated by Consob in its Communication No. DEM/9017893 of 26 February 2009. Lastly, it should be noted that, pursuant to Article 20 of the Articles of Association, for the purposes of the allocation of the Directors to be elected, lists that did not obtain a percentage of votes equal to at least half of that required for the presentation of the lists themselves are not taken into account. Further information on the appointment of the members of the Board of Directors is contained in the related Report prepared by the Board of Directors pursuant to Article 125-ter of the TUF, to which reference should be made, which is made available to the public today at the Company's registered office and on the Company's website at <https://group.ferragamo.com>, Section Investor Relations/Shareholders' Meeting 2024.

Documentation

Information on the amount of the share capital, forms that can be used for proxy voting as well as the Reports on the items on the agenda pursuant to Article 125-ter of the TUF and further documentation on the items on the agenda together with the related resolution proposals, which will also be made available on the authorised eMarket Storage mechanism (<https://www.emarketstorage.it/>), are made available to the public within the terms of the law, at the registered office and on the Company's website at <https://group.ferragamo.com>, Section Governance/Shareholders Meeting 2024.

Shareholders are entitled to inspect and obtain copies of all deposited documents.

The Articles of Association and Shareholders' Meeting Regulations are available on the Company's website (<https://group.ferragamo.com>).

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This notice of call is published today, in its entirety, in accordance with Article 125-bis of the TUF, on the Company's website (<https://group.ferragamo.com>, Section Governance/Shareholders Meeting 2024) and at

FERRAGAMO

the authorised eMarket Storage mechanism (<https://www.emarketstorage.it/>), as well as in excerpts in the daily newspaper Milano Finanza on **14 March 2024**.

Florence, 14 March 2024

The Chairman of the Board of Directors
Leonardo Ferragamo