



**SALVATORE FERRAGAMO S.p.A.**

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

Share Capital: Euro 16.879.000,00 fully paid-in

Tax code, VAT number and enrolment with the Florence Register of Companies 02175200480

Adm. and Econ. Index of Florence no. 464724

Website: [www.ferragamo.com](http://www.ferragamo.com)

**NOTICE OF CALL OF THE ORDINARY SHAREHOLDERS' MEETING**

Shareholders are hereby called to the Ordinary Shareholders' Meeting to be held on 12 April 2022, at 9:00, in a single call, at the office of Notary Public, Mr Francesco Steidl in Via Giambologna no. 4, 50132, Florence, to discuss and resolve on the following

**Agenda**

- 1) Financial Statements of Salvatore Ferragamo S.p.A. as of December 31, 2021, accompanied by the Directors' Report on Operations for the year 2021 including the consolidated statement containing non-financial information pursuant to Legislative Decree No. 254 of December 30, 2016 relating to the year 2021, the Report of the Board of Statutory Auditors and the Independent Auditors. Presentation of the Consolidated Financial Statements as of December 31, 2021. Related and consequent resolutions.
- 2) Allocation and distribution of profit for the year;
- 3) Report on remuneration policy and remuneration paid:
  - 3.1 resolutions concerning the Company's remuneration policy, as described in the first section of the report pursuant to art. 123-ter, paragraphs 3-bis and 3-ter of Legislative Decree no. 58 of 24 February 1998
  - 3.2 Resolutions referred to in the second section of the report pursuant to art. 123-ter, paragraph 6 of Legislative Decree no. 58 of 24 February 1998.
- 4) Authorization for stock buyback and disposal pursuant to article 2357 of the Italian Civil Code, and subsequent modifications, as well as to the article 132 of the Legislative Decree no. 58 of February 24, 1998 and to the article 144-bis of Consob Regulation adopted by resolution no. 11971/1999 and subsequent modifications. Related and consequent resolutions.
- 5) Appointment of a new Director following co-option pursuant to article 2386 of the Italian Civil Code. Relevant and ensuing resolutions.

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The Company has decided to make use of the option – pursuant to article 106 of Decree-Law no. 18 of 17 March 2020 (the "**Decree**"), as extended by Decree-Law no. 228 of 30 December 2021, ratified with amendments by Law no. 15 of 25 February 2022 – that provides for the participation of the shareholders at the Shareholders' Meeting **solely through an Appointed Representative** pursuant to article 135-*undecies* of Legislative Decree no. 58/98 ("**TUF**" - Consolidated Law on Finance). In derogation from article 135-*undecies*, the Appointed Representative may also be granted proxies or sub-delegations pursuant to article 135-*novies* of the Consolidated Law on Finance.

The participation in the Shareholders' Meeting of the entitled persons other than those who have the right to vote (the members of the corporate bodies, the appointed secretary, the designated representative and the representatives of the auditing company), may also take place by means of telecommunication that ensure their identification, without it being necessary for the Chairman of the Meeting and the subject in charge of drawing up the minutes (secretary or notary) to be in the same place. The instructions for attending the Meeting will be notified by the Company to the said subjects.

Any amendment and/or integration of 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 regulations in force.

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### **Participation in the Shareholders' Meeting**

Pursuant to article 83-*sexies* of the Consolidated Law on Finance and article 13 of the Articles of Association, the entitlement to attend the Shareholders' Meeting and exercise voting rights – which may take place solely through the representative appointed *–infra–* must be certified by a communication sent to the Company by the intermediary authorised to keep accounts, pursuant to the law, that certifies the ownership of the shares on the basis of the evidence in its records as of the end of the accounting day of the seventh trading day prior to the date set for the Shareholders' Meeting in a single call i.e. **1 April 2022** (*record date*). Credit and debit entries made to the accounts after that date do not provide entitlement to exercise voting rights at the Shareholders' Meeting. Those who become owners of the shares only after the record date are not entitled to attend and vote at the Meeting.

The communication from the intermediary must be received by the Company by the end of the third trading day preceding the date of the Shareholders' Meeting in single call, i.e., by **7 April 2022**. The right to attend and vote shall remain valid if communications are received by the Company after the afore-mentioned deadline, provided that they are received before the start of the Meeting proceedings.

### **Participation in the meeting by voting through the proxy issued to the Appointed Representative**

The participation in the Shareholders' Meeting of those who have the right to vote is allowed exclusively through Società per Amministrazioni Fiduciarie "SPAFID" S.p.A. - with registered office in Milan ("**Spafid**") - i.e., the shareholders' representative appointed by the Company pursuant to article 135-undecies of the Consolidated Law on Finance (the "**Appointed Representative**").

The proxy may be conferred, free of charge for the delegating party (except for any postage costs), with voting instructions on all or some of the proposals on the agenda.

The proxy form for the Appointed Representative and the related instructions are available on the Company's website at <https://group.ferragamo.com>, Governance/Shareholders' Meeting section, as well as at Salvatore Ferragamo S.p.A. - Corporate Affairs Office, Via Mercalli 205 - 207, 50019, Osmannoro, Sesto Fiorentino (FI).

The proxy, with the voting instructions, must be received by the Appointed Representative, by the end of the second trading day prior to the date of the Shareholders' Meeting (i.e. by **8 April 2022**), together with a copy of a currently valid identity document of the principal or, if the principal is a legal person, of its *pro tempore* legal representative or other person with the required powers, together with appropriate documentation attesting to the principal's qualifications and powers, by one of the following alternative means: (i) transmission of a copy reproduced electronically (PDF) to the certified email address [assemblee@pec.spafid.it](mailto:assemblee@pec.spafid.it) (subject "Proxy for Salvatore Ferragamo 2022 Shareholders' Meeting 2022") from your own certified email address (or, as an alternative, from your own ordinary email address, in which case the proxy with voting instructions must be signed with an approved electronic or digital signature); (ii) transmission of the original, by courier or registered mail with return receipt, to the address Spafid S.p.A., Foro Buonaparte n. 10, 20121 Milan (subject "Proxy for Salvatore Ferragamo 2022 Shareholders' Meeting"), sending in advance an electronically reproduced copy (PDF) by ordinary e-mail to [assemblee@pec.spafid.it](mailto:assemblee@pec.spafid.it) (oggetto "Delega Assemblea Salvatore Ferragamo 2022").

The proxy and voting instructions may be revoked by the end of the second trading day preceding the date set for the Shareholders' Meeting (i.e., by **8 April 2022**) in the manner described above.

The shares for which proxy has been issued, even partially, are counted for the purpose of the regular constitution of the Shareholders' Meeting. The proxy shall have no effect with regard to proposals for which no voting instructions have been provided.

As allowed by the Decree and as an exception to article 135-undecies, paragraph 4, of the Consolidated Law on Finance, those who do not intend to use the participation method provided for by article 135-undecies of the Consolidated Law on Finance, may alternatively participate only by issuing to the Appointed Representative a proxy or sub-delegation pursuant to article 135-novies of the Consolidated Law on Finance, containing voting instructions on all or some of the proposals on the agenda, by using the ordinary proxy/sub-delegation form, available on the Company's website at <https://group.ferragamo.com>, Governance/Shareholders' Meeting section.

Said proxies/sub-delegations, with the voting instructions, must be received, together with a copy

of a currently valid identity document of the principal or, if the principal is a legal person, of its pro tempore legal representative or other person with the required powers, together with appropriate documentation attesting to the principal's qualifications and powers, by 6:00pm of the day preceding the Shareholders' Meeting (and in any case, before the beginning of the Meeting) by one of the following alternative means: (i) transmission of a copy reproduced electronically (PDF) to the certified email address [assemblee@pec.spafid.it](mailto:assemblee@pec.spafid.it) (subject "Proxy for Salvatore Ferragamo 2022 Shareholders' Meeting") from your own certified email address (or, as an alternative, from your own ordinary email address, in which case the proxy with voting instructions must be signed with an approved electronic or digital signature); (ii) transmission of the original, by courier or registered mail with return receipt, to the address Spafid S.p.A., Foro Buonaparte n. 10, 20121 Milan (subject "Proxy for Salvatore Ferragamo 2022 Shareholders' Meeting"), sending in advance an electronically reproduced copy (PDF) by ordinary e-mail to [assemblee@pec.spafid.it](mailto:assemblee@pec.spafid.it) (subject "Proxy for Salvatore Ferragamo 2022 Shareholders' Meeting").

Proxies and voting instructions may be revoked within the same time frame and in the same manner.

For any clarifications regarding the granting of proxy to the Appointed Representative (and in particular regarding the completion of the proxy form and the voting Instructions and their transmission), please contact Spafid by e-mail at [confidential@spafid.it](mailto:confidential@spafid.it) or at the following telephone number (+39) 0280687.335 - 0280687.319 (on the office business hours, from 9:00 a.m. to 5:00 p.m.).

No postal or electronic voting procedures are envisaged for the Shareholders' Meeting.

### **Right to ask questions before the Shareholders' Meeting**

Pursuant to article 127-ter of the Consolidated Law on Finance, Shareholders may submit questions on the items on the agenda by the seventh trading day prior to the Shareholders' Meeting, i.e., **1 April 2022**. Questions must be sent by registered mail with return receipt to Salvatore Ferragamo S.p.A. - Corporate Affairs Office, Via Mercalli 205 - 207, 50019, Osmannoro, Sesto Fiorentino (FI) or by certified e-mail to the following address [salvatore.ferragamo@legalmail.it](mailto:salvatore.ferragamo@legalmail.it). The exercise of this right shall only be considered validly carried out if it is accompanied by the representative's certification proving the shareholder status of the requester, unless the Company has already received the representative's communication required for participating in the Shareholders' Meeting. The right to vote may also be established after the submission of questions, provided that it is no later than the third day following the seventh trading day prior to the Shareholders' Meeting, i.e., the **4 April 2022**. Questions received before the Shareholders' Meeting within the above deadline will be answered within five days before the Meeting, after verification of their relevance and the legitimacy of the applicant (i.e., **7 Aprile 2022**) including publication on the Internet site of the Company <https://group.ferragamo.com>, Section Governance/Shareholders' Meeting. The Company may provide a single answer to questions with the same content.

The agenda item to which the individual questions refer must be indicated. The Company shall

not consider any question that is not strictly 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 Consolidated Law on Finance, no reply is due, not even at the Shareholders' Meeting, to questions asked before the meeting, when the information requested is already available in question-and-answer format on a specific area that may be set up and accessible on the Company's *website* or when the reply has been posted on the *website*.

**Right to make additions to the Agenda and to submit new resolution proposals pursuant to article 126-bis, paragraph 1, first sentence, of the Consolidated Law on Finance**

Pursuant to article 126-bis of the Consolidated Law on Finance and article 12 of the Articles of Association, those entitled to vote who represent, also jointly, at least one fortieth of the share capital may request, within ten calendar days from the publication of this Notice of Call of the Shareholders' Meeting, i.e. by **18 March 2022**, an addition to the list of items to be discussed, indicating in the request the additional items proposed, or they may submit proposals for resolutions on items already included in the agenda of this Notice of Call.

The request for additions to the agenda or the submission of new resolution proposals on items on the agenda, together with the appropriate documentation proving the shareholder status as explained above, must be submitted in writing, indicating as reference "Additions to the agenda pursuant to article "Addition to the agenda pursuant to article 126-bis, paragraph 1, first sentence of the Consolidated Law on Finance" and/or "Resolution proposals pursuant to article 126-bis, paragraph 1, first sentence of the Consolidated Law on Finance", by registered mail with return receipt, signed in original, to Salvatore Ferragamo S.p.A. - Corporate Affairs Office, Via Mercalli 205 - 207, 50019, Osmannoro, Sesto Fiorentino (FI) or by certified e-mail to the address [salvatore.ferragamo@legalmail.it](mailto:salvatore.ferragamo@legalmail.it)

The request must be accompanied by a report stating the reasons for resolution proposals on new matters the shareholders wish to discuss or the reasons for the additional resolution proposals on matters already included in the agenda. It should be noted that additions are not permitted for matters on which the Shareholders' Meeting resolves, pursuant to the law, on the proposal submitted by the Directors or on the basis of a project or a report prepared by them, other than that referred to in article 125-ter, paragraph 1, of the Consolidated Law on Finance.

Information on any additions or the submission of resolution proposals approved by the Board of Directors shall be sent at least fifteen days before the Shareholders' Meeting by the Company in the same manner as this Notice. Within the same period, in the same form as the documents relating to the Meeting, shall be made available to the public at the Company's registered office, at Borsa Italiana and on the Company's website [https://group.ferragamo.com, Governance/Shareholders' Meeting](https://group.ferragamo.com/Governance/Shareholders%20Meeting) section.

**Right to submit new resolution proposals pursuant to article 126-bis, paragraph 1, sentence before last, of the Consolidated Law on Finance**

Since the Company has decided to make use of the option set forth in article 106, paragraph 4, of the Decree which provides that the participation of the shareholders in the Shareholders' Meeting shall take place exclusively through the Appointed Representative, without physical participation by the shareholders, for the sole purpose of this Shareholders' Meeting, it is established that those who have the right to vote may submit individually to the Company proposals for resolutions on the agenda items – pursuant to article 126-bis, paragraph 1, sentence before last, of the Consolidated Law on Finance – by **28 March 2022**.

The submission of new resolution proposals on items on the agenda, together with the appropriate documentation proving the shareholder status as explained above, must be submitted in writing, indicating as reference "Resolution proposals pursuant to article 126-bis, paragraph 1, sentence before last of the Consolidated Law on Finance", by registered mail with return receipt, signed in original, to Salvatore Ferragamo S.p.A. - Corporate Affairs Office, Via Mercalli 205 - 207, 50019, Osmannoro, Sesto Fiorentino (FI) or by certified e-mail to the address [salvatore.ferragamo@legalmail.it](mailto:salvatore.ferragamo@legalmail.it). Such proposals, formulated clearly and completely, shall indicate the item on the agenda of the Shareholders' Meeting to which they refer and the text of the proposed resolution.

Resolution proposals received by the Company within the terms and according to the procedures described above shall be posted on the Company's website, <https://group.ferragamo.com>, Governance/Shareholders' Meeting section, by **30 March 2022**, so that the holders of voting rights can review them for the purpose of granting proxies and/or sub-delegations, with related voting instructions, to the Appointed Representative.

Given the above, as well as in relation to the proceedings of the meeting, 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 proposing subjects.

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 in the absence of a 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, will the next proposal be put to the vote in order of capital represented.

**Documentation**

Information on the amount of share capital, the forms that must be used to vote by proxy as well as the Reports and the other documentation concerning the items on the agenda together with the related resolution proposals, which will also be stored on eMarket Storage, will be available to the

public - in accordance with the time limits provided for by current legislation - at the Company's registered office and on the Company's website at <https://group.ferragamo.com>, Governance/Shareholders' Meeting section.

### **Information on the share capital**

At the date of this Notice of call, pursuant to article 5 of the Articles of Association, the share capital is € 16,879,000.00, divided into 168,790,000 ordinary shares with a nominal value of € 0.10 each. No shares other than ordinary shares were issued. The shares are indivisible. As an exception to the general rule that 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 Consolidated Law on Finance, each share gives the right to a double vote (and therefore two votes for each share) if the conditions set forth in the afore-mentioned provision of the Articles of Association are met. As of today's date, the number of shares with bonus rights is 109.456.954 for a total of n. 278.246.954 voting rights. As of today date, the Company holds n. 1.687.900 treasury shares, equal to 1% of the share capital, for which voting rights are suspended in accordance with the law. These shares are counted for the purpose of the regular constitution of the Shareholders' Meeting, but not for the calculation of the majority required for the approval of the resolutions on the agenda.

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Shareholders are entitled to review and obtain copies of all documents filed. Any documentation in paper form relating to the Shareholders' Meeting may not be consulted at and/or hand delivered to the offices of the registered office.

This Notice of call is posted today, in full, in accordance with article 125-bis of the Consolidated Law on Finance on the Company's website (<https://group.ferragamo.com>, Investor Relations/Governance/Shareholders' Meeting section) and at the SDIR eMarket storage mechanism at [www.emarketstorage.com](http://www.emarketstorage.com), as well as in an abstract form, in the newspaper Milano Finanza on 9 March 2022.

Florence, 8 March 2022

*The Chairman of the Board of Directors*

*Leonardo Ferragamo*