



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

Head Office: Firenze, Via Dei Tornabuoni 2

Share Capital: Euros 16,841,000.00 fully paid-up

Italian Tax ID, VAT ID and ID number in Florence Company Registry: 02175200480

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

Website: www.ferragamo.com

**NOTICE OF CALL:**

**SHAREHOLDERS' ANNUAL GENERAL MEETING**

Notice is hereby given to Shareholders of the Annual General Meeting, convened at the Assembly Hall in Palazzo Incontri, Via Dei Pucci, 1, Florence, on 23 April 2013, at 9.00 a.m., in a single call, to discuss and deliberate on the following:

**Agenda**

- 1) Financial Statement of Salvatore Ferragamo S.p.A. for the year ending on 31 December 2012. Report by Board of Directors on financial year 2012 and proposal for allocation of 2012 profits. Report by Board of Statutory Auditors and External Auditors. Related and consequent decisions. Presentation of the annual consolidated accounts for the year ended on 31 December 2012 and reports thereon.
- 2) Consultation of Shareholders on the Remuneration Policy for directors and managers with strategic responsibilities.

**Disclosure on Share Capital**

As required by article 5 of the Articles of Association, the Share Capital at the date of this Notice stands at 16,841,000.00 Euros, subdivided into 168.410.000 ordinary shares, each bearing the nominal value of 0,10 Euros. In compliance with article 6 of the Company's Articles of Association, each share is indivisible and gives the holder the right to one vote. At the date of this Notice, the Company does not possess any shares of its own.

**Attending the Shareholders' Meeting**

In compliance with article 83-*sexies* of Italian Legislative Decree 58/1998 (Italian Consolidated Law on Finance, known as “TUF”) and article 13 of the Company's Articles of Association, the right to attend the General Meeting and to vote shall be certified by the Company, by means of a document issued by the intermediary charged with keeping the accounts according to legal requirements, based on evidence contained in the accounts books on the seventh market trading day prior to the date established for the single call General Meeting, i.e. 12 April 2013 (*Record Date*). Those who hold shares only after the Record Date do not have the right to attend or vote in the General Meeting.

The notice from the intermediary shall be communicated to the company within the end of the third market trading day prior to the date established for the single call General Meeting, i.e. 18 April 2013. It is however allowed the attendance and the right of vote even if the said notices are not communicated to the Company within the above mentioned terms, but within the Shareholders' Meeting start.

### *Ordinary Proxy*

Shareholders having the right to attend and vote in the General Meeting may choose to be represented by proxy, by submitting a written Proxy Form, in compliance with the applicable law provisions, filling in and signing the ordinary Proxy Form available for download on the Company's website, [www.ferragamo.com](http://www.ferragamo.com), in the section on Investor Relations/Governance/Shareholders' General Meeting, and 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 mail to Salvatore Ferragamo S.p.A. - Corporate Affairs Office - Via Mercalli 201, 50019 Sesto Fiorentino (FI), or by certified electronic mail to [salvatore.ferragamo@legalmail.it](mailto:salvatore.ferragamo@legalmail.it). The proxyholder 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 liability, the identity of the person who has conferred the proxy and the conformity of the copy to the original.

### *Proxy conferred upon the representative designated by the Company*

The Company has designated as the Shareholders' Representative, in compliance with article 135-*undecies* of the TUF, the Fiduciary Administration Company "SPAFID S.p.A.". Proxies in writing may be entrusted to the Shareholders' Representative, at no cost to the delegating person, and shall include instructions as to voting preferences and opinions on the General Meeting agenda; they may be conferred up until closing of business on the second market trading day prior to the date established for the single call General Meeting, in other words by 19 April 2013. Such proxies in writing shall be delivered as follows: sent by special overnight courier or by registered post with return receipt to the address selected for this purpose, SPAFID S.p.A., Foro Buonaparte 10, Milano (20121). The Proxy shall be valid exclusively for decisions on proposals on which the delegating shareholder has expressed instructions. The Proxy and the voting instructions may be revoked within the same deadline. The Proxy Form for the Shareholders' Representatives, and related instructions, is available for download on the Company's website, [www.ferragamo.com](http://www.ferragamo.com), in the section on Investor Relations/Governance /Shareholders' General Meeting, and is also available from Salvatore Ferragamo S.p.A. - Corporate Affairs Office - Via Mercalli 201, 50019 Sesto Fiorentino (FI).

### *Voting by correspondence: postal voting*

Pursuant to article 127 of the TUF and article 14 of the Company's Articles of Association, the right to vote can also be exercised by correspondence, in compliance with existing legal provisions.

Voting ballots form, with instructions, are available on the Company's website, [www.ferragamo.com](http://www.ferragamo.com), in the section on Investor Relations/Governance/Shareholders' General Meeting, and also from Salvatore Ferragamo S.p.A. - Corporate Affairs Office - Via Mercalli 201, 50019 Sesto Fiorentino (FI). The voting 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 by registered mail to Salvatore Ferragamo S.p.A. - Corporate Affairs Office - Via Mercalli 201, 50019 Sesto Fiorentino (FI) and reach the Company the day prior to the General Meeting convened in a single call. Shareholders are informed that voting ballot forms received after expiry of the above deadline, or received without signatures, will not be taken into consideration in the deliberations or in the voting procedure.

Voting by correspondence is a right that can be exercised solely by the shareholder in person; a separate postal ballot form shall be required for each of the proposals submitted for approval. Postal votes can be revoked by the shareholder in person, by means of a personal declaration, during the General Meeting itself.

No procedure for electronic voting is envisaged.

### *Right to ask questions before the General Meeting*

In compliance with article 127-*ter* of the TUF, Shareholders may ask questions on the items on the agenda, including prior to the General Meeting, by means of a registered mail with return receipt, to be sent to Salvatore Ferragamo S.p.A. - Corporate Affairs Office - Via Mercalli 201, 50019 Sesto Fiorentino (FI), or by certified electronic mail to the address: [salvatore.ferragamo@legalmail.it](mailto: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 General Meeting, unless the Company has previously received such information from the intermediary. In order to ensure that the General Meeting can be properly organized and managed, shareholders are requested to submit their questions by close of business on the second market trading day prior to the date established for the General Meeting (in other words, by 19 April 2013). Questions received prior to the General 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 article 12 of the Company's Articles of Association, shareholders entitled to the right to vote who represent – individually or jointly – at least one fortieth of the share capital may request, within 10 calendar days from the Notice of Call, in other words within 1 April 2013, to add one or more items to the Agenda, giving indication in their request of the additional item(s) to be included.

The request for additional item(s), together with documentation proving that the requester(s) represent sufficient share capital as specified above, must be submitted in writing, in the original, and sent by registered mail with return receipt, to Salvatore Ferragamo S.p.A. - Corporate Affairs Office - Via Mercalli 201, 50019 Sesto Fiorentino (FI), or by certified electronic mail to the address: [salvatore.ferragamo@legalmail.it](mailto:salvatore.ferragamo@legalmail.it). The request shall include a report on the item(s) to be added to 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 Board of Directors, or pursuant to a project or a report drawn up by Board of Directors that is not of the type envisaged in article 125-*bis* of Italian Legislative Decree 58/98. The new Agenda, including such additional item(s), shall be made public according to the same procedures as this Notice of Call, at least fifteen days prior to the date of the General Meeting.

#### Disclosures.

All disclosures related to the items on the Agenda, in compliance with legal obligations, and including the annual Financial Statement, the Board of Director's reports on the items on the Agenda and related proposed resolutions, shall be made available to the public, according to the terms laid down in the law, at the Company's Registered Offices, Via Dei Tornabuoni 2, 50125 Firenze (FI), at Borsa Italiana S.p.A., and shall also be published on the Company's website, [www.ferragamo.com](http://www.ferragamo.com), in the section on Investor Relations/Governance /Shareholders' General Meeting.

Shareholders are entitled to access any and all disclosure documentation and have the right to be provided with copies thereof.

***For the Board of Directors***

***The Chairman***

***Ferruccio Ferragamo***

Firenze, 22 March 2013

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This Notice of Call, in compliance with article 125-*bis* of the TUF, is published on the Company's website, [www.ferragamo.com](http://www.ferragamo.com), in the section on Investor Relations/Governance/Shareholders' General Meeting, as well as in the daily MF - Milano Finanza.