

# 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.

Tax code, VAT no. and Florence Companies Register no. 02175200480

Florence R.E.A. no. 464724

Internet site [www.ferragamo.com](http://www.ferragamo.com)

### **NOTICE OF CALL OF THE ORDINARY AND THE EXTRAORDINARY SHAREHOLDERS MEETING**

The Shareholders of Salvatore Ferragamo S.p.A. ("**Ferragamo**" or the "**Company**") are hereby called to the Ordinary and Extraordinary Shareholders' Meeting, to be held on 26 April 2023, at 9:00 a.m., in a single call, to discuss and resolve on the following:

#### **Agenda**

##### **Ordinary Part**

- 1) Financial Statements of Salvatore Ferragamo S.p.A. as of December, 31 2022, accompanied by the Directors' Report on Operations for the year 2022, including the consolidated statement containing non-financial information pursuant to Legislative Decree No. 254 of 30 December 2016 relating to the year 2022, the Report of the Board of Statutory Auditors and the Independent Auditors. Presentation of the Consolidated Financial Statements as of December, 31 2022. 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) Approval, pursuant to Article 114-bis of Legislative Decree No. 58 of 24 February 1998, of an incentive plan called "*Performance Plan and Restricted Shares 2023-2025*", reserved for directors and/or employees and/or collaborators of the Company and the companies of the Salvatore Ferragamo Group. Related and consequent resolutions.
- 4) Amendment to the "*Restricted Shares*" Plan, approved by the Shareholders' Meeting of 14 December 2021, in favour of the Chief Executive Officer and General Manager and additional beneficiaries: updating of the *underpins* to align them with the more challenging objectives of the Strategic Plan and amendments to the Plan. Related and consequent resolutions.
- 5) Report on remuneration policy and compensation paid:
  - 5.1 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**");
  - 5.2 Resolutions referred to in the second section of the report pursuant to Article 123-ter, paragraph 6, of the TUF.
- 6) Appointment of the Board of Statutory Auditors:
  - 6.1 Appointment of the members of the Board of Statutory Auditors. Related and consequent resolutions;
  - 6.2 Appointment of the Chairman of the Board of Statutory Auditors. Related and consequent resolutions;
  - 6.3 Determination of the remuneration of the Board of Statutory Auditors. Related and consequent resolutions.

# FERRAGAMO

- 7) Appointment of a board member following the resignation of a board member. Any resolutions pursuant to Article 2390 of the Italian Civil Code. Related and consequent resolutions.
- 8) Integration, 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.

## **Extraordinary Part**

- 1) Proposal to amend the Articles of Association with reference to Article 5, subject to revocation of the resolutions referred to in points 1 and 2 taken by the Extraordinary Shareholders' Meeting on April, 21 2016. Related and consequent resolutions.

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The Company has decided to make use of the faculty - pursuant to Article 106 of Law Decree No. 18/2020 (converted by Law No. 27/2020 (the "Decree"), as last extended by Law Decree No. 198/2022 (converted by Law No. 14/2023) – according to which shareholders' participation in the Shareholders' Meeting may only take place through the Appointed Representative pursuant to Article *135-undecies* of Legislative Decree No. 58/98 ("TUF"). Notwithstanding Article *135-undecies of the Consolidate Law on Finance*, the Appointed Representative may also be granted proxies or sub-delegations pursuant to Article *135-novies* of the Consolidated Law on Finance.

Attendance at the Shareholders' Meeting by authorised persons other than those who have the right to vote (e.g. members of 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 need for the Chairman of the Shareholders' Meeting and the person in charge of the minutes (secretary or notary) to be in the same place. The instructions for attending 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 regulations in force.

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## **Information on share capital**

At date of this notice of call, pursuant to Article 5 of Articles of Association, Ferragamo's share capital is equal to Euro 16,879,000.00, divided into 168,790,000 ordinary shares with a par value of Euro 0.10 each. No shares other than ordinary shares have been issued.

Shares are indivisible.

Notwithstanding 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 Legislative Decree No. 58 of 24 February 1998, no. 58, each share entitles the holder to a double vote (and thus to two votes per share) if both of the following conditions are met (a) the share has belonged to the same person, by virtue of a right legitimizing

# FERRAGAMO

the exercise of voting rights (full ownership with voting rights or nude 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>, Governance/Shareholding. As of today's date, following the increase in voting rights, the number of shares with increased voting rights is 109,456,954 for a total of 278,246,954.

As of today's date, 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 Assembly**

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 Designated Representative (as identified *below*), are entitled to vote who are so entitled on the basis of a communication to the Company made by the intermediary authorized 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. **17 April 2023** (*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 Designated Representative (as identified *below*).

The intermediary's communication must be delivered to the Company by the end of the third trading day prior to the date of the Shareholders' Meeting in single call, i.e. by **21 April 2023**. The legitimacy to attend and vote, again exclusively through the Designated Representative, remains unaffected if the communications are received by the Company after the terms 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 authorized intermediary at the request of the person to whom the right is assigned. Holders of voting rights are requested to give instructions to the authorized intermediary that holds the relevant accounts, so that the aforementioned communication is made to the Company. Any requests for notice by the authorized 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 Designated 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*

# FERRAGAMO

of the Consolidated Law on Finance (the "**Designated 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 **24 April 2023**.

The proxy, with voting instructions, must be received by the Appointed Representative, together with a copy of a 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 2023 Shareholders' Meeting*") from one's own certified mailbox (or, failing that, 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 Services area at Monte Titoli S.p.A., Milan (20123), Piazza degli Affari 6 (subject: "*Proxy of Salvatore Ferragamo 2023 Shareholders' Meeting*"), in advance a copy reproduced electronically (PDF) by ordinary e-mail to the following e-mail address: RD@pec.euronext.com (subject: "*Proxy of Salvatore Ferragamo 2023 Shareholders' Meeting*").

The proxy and voting instructions are revocable by the aforementioned deadline (i.e. by **24 April 2023**) 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 Consolidated Law on Finance, may alternatively intervene by conferring upon the Designated Representative, without expenses borne by the delegating party, 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.

Such proxy or sub-delegation pursuant to Art. 135-novies of the TUF, with the voting instructions, must be received by the Designated Representative, together with a copy of a valid identity document of the Proxy Granter or, if the Proxy Granter is a legal person, of the *pro tempore* legal representative or other person duly empowered, together with suitable documentation attesting to the latter's qualification and powers (copy of

# FERRAGAMO

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 **25 April 2023**) in the same manner as above.

The proxy and voting instructions pursuant to Article *135-novies* of the Consolidated Law on Finance are revocable within the aforementioned deadline (i.e. by **25 April 2023**) in the manner indicated above.

Proxy forms pursuant to Articles *135-undecies* and *135-noves* of the Consolidated Law on Finance and related instructions are available on the Company's *website* <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 Sesto Fiorentino (FI).

Proxies/sub-delegations to the Designated Representative have no effect regarding proposals for which no voting instructions have been given.

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

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

## **Right to ask questions before the Assembly**

Pursuant to Article *127-ter* of the Consolidated Law on Finance, 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* i.e. by **17 April 2023**).

Applications can be sent to the certified e-mail address [salvatore.ferragamo@legalmail.it](mailto:salvatore.ferragamo@legalmail.it) (subject '*Questions Salvatore Ferragamo 2023 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 entitlement to vote may also be attested after the submission of applications as long as it is no later than the third day following the seventh trading day prior to the Shareholders' Meeting, i.e. **20 April 2023**.

Questions received prior to the Shareholders' Meeting within the aforementioned deadline shall, after verifying their relevance and the legitimacy of the applicant, be answered within four days prior to the Shareholders' Meeting (i.e. on 22 April 2023) also by means of publication on the Company's *website* <https://group.ferragamo.com>, Section Governance/Shareholders' Meeting 2023. The Company may provide a unified response to questions with the same content.

# FERRAGAMO

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 reply is due, not even at the Shareholders' Meeting, to the questions asked before the same, when the requested information is already available in a "question and answer" format on a special space that may be set up and available 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 (1) 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, 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 **26 March 2023**, 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.

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 share required above, must be submitted to the certified e-mail address [salvatore.ferragamo@legalmail.it](mailto:salvatore.ferragamo@legalmail.it) (subject "*Integration of the agenda pursuant to Article 126-bis, paragraph 1, Consolidated Law on Finance Salvatore Ferragamo 2023 Shareholders' Meeting*").

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

Notice of additions or the submission of motions admitted by the Board of Directors will be given at least fifteen days before the Shareholders' Meeting by the Company (i.e. by **11 April 2023**) in the same manner as this notice of call. Within the same term, the report of the requesting or proposing shareholders, accompanied by the Board of Directors' assessments, 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 2023.

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

# FERRAGAMO

is rejected, shall the shareholders' proposals be put to the vote. These proposals, even in the case of the absence of a proposal by 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 share capital represented shall be put to the vote.

## **Power to individually submit motions before the Assembly**

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 in advance, by **11 April 2023** to the certified e-mail address [salvatore.ferragamo@legalmail.it](mailto:salvatore.ferragamo@legalmail.it) (subject "*Supplementary agenda pursuant to Article 126-bis, paragraph 1, penultimate sentence, of the Consolidated Law on Financial Intermediation, Salvatore Ferragamo 2023 Shareholders' Meeting*").

Such proposals shall be published on the Company's website by **12 April 2023**, to enable those entitled to vote to express themselves in an informed manner also considering such new proposals and to enable the Appointed Representative to collect voting instructions on them, if necessary.

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 Statutory Auditors**

Pursuant to Article 148 of the TUF and Article 30 of the Articles of Association, the Board of Statutory Auditors consists of three standing members and two alternate members appointed by the Shareholders' Meeting on the basis of lists submitted by the shareholders. The preparation, filing and publication of the lists must take place in accordance with the procedures and terms provided for or referred to in Article 30 of the Articles of Association, to which reference is made in full for anything not expressly indicated below.

In particular, in order to ensure that minority shareholders are able to elect a statutory auditor and an alternate auditor, the Board of Statutory Auditors will be appointed on the basis of lists submitted by the Shareholders in which the candidates must be listed by means of a progressive number. The list shall consist of two sections: one for candidates for the office of Standing Auditor, the other for candidates for the office of Alternate Auditor.

Pursuant to Consob Resolution No. 76 of 31 January 2023, shareholders representing, even jointly, at least 1% of the share capital are entitled to submit lists. Ownership of the minimum share capital required for the submission of lists is determined by taking into consideration the shares that are registered in favor of the Shareholder on the day in which the same lists are deposited at the Company's registered office. In order to prove ownership of the number of shares required to submit lists, shareholders submitting or participating

# FERRAGAMO

in the submission of lists must submit and/or have a copy of the appropriate certificate issued by the intermediary authorised pursuant to applicable laws and regulations delivered to the Company's registered office by the deadline for filing the lists, i.e. by **1 April 2023**.

Each shareholder, as well as shareholders belonging to the same group, adhering to the same shareholders' agreement pursuant to Article 122 of the Consolidated Law on Finance, the controlling entity, subsidiaries and companies subject to joint control pursuant to Article 93 of the Consolidated Law on Finance, 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.

The lists must be deposited at the Company's registered office at least twenty-five days before the date scheduled for the Shareholders' Meeting on single call, i.e. by **1 April 2023**.

Taking into account the provisions of article *144-sexies*, paragraph *4-ter*, of the Issuers' Regulations, the lists and the copy of the documentation required to accompany them may be (i) delivered by hand to Salvatore Ferragamo S.p.A. - Ufficio Affari Societari - Via Mercalli 205 - 207, 50019 Sesto Fiorentino (FI) or (ii) sent to the certified e-mail address [salvatore.ferragamo@legalmail.it](mailto:salvatore.ferragamo@legalmail.it), indicating as reference or subject: "*Lists for appointment of Salvatore Ferragamo statutory auditors 2023*", together with the information allowing the identification of the person filing the lists, also indicating a telephone number.

Please note that Article 30 of the Articles of Association provides that the composition of the Board of Statutory Auditors must ensure gender balance pursuant to applicable laws. In particular, pursuant to Article 148, paragraph 1-bis of the Consolidated Law on Finance, each list containing a number of candidates equal to or greater than three must be composed in such a way that at least two-fifths of the standing members of the Board of Statutory Auditors belong to the least represented gender - typically women. As specified in Consob Communication No. 1/20 of 30 January 2020, the criterion of rounding up to the next higher unit provided for in Article *144-undecies.1*, paragraph 3, of the Issuers' Regulations is inapplicable due to arithmetic impossibility to corporate bodies made up of three members. In these cases, Consob has deemed applicable, in line with the new rules, the rounding down to the lower unit. Consequently, since the Company's Board of Statutory Auditors is made up of three standing auditors and two alternate members, and since compliance with the regulations on gender balance must be ensured even in the event of the replacement of a statutory auditor, Shareholders who intend to submit a list that includes a number of candidates, between standing and alternate members, equal to or greater than three must include, in the section of standing auditors, candidates of different gender. If the section of Alternate Auditors includes two candidates, they must belong to different genders.

Together with each list, the following must be filed: (i) information on the identity of the shareholders submitting the list and the percentage of the shareholding they hold overall; (ii) declarations by which the individual candidates accept their candidacy and certify, under their own responsibility, the non-existence of causes of ineligibility and incompatibility, including the limit on the accumulation of offices, as well as the existence of the regulatory and statutory requirements prescribed for their respective offices (iii) a



# FERRAGAMO

declaration of the shareholders other than those who hold, even jointly, a controlling or relative majority interest, certifying the absence of relations of connection with the latter, as provided for by applicable laws and regulations; and (iv) the *curriculum vitae* of each candidate, containing exhaustive information on the personal and professional characteristics of each candidate, with an indication of the administration and control positions held in other companies.

Lists submitted without complying with the above provisions shall be deemed not to have been submitted.

Reference is also made to Consob Communication no. DEM/9017893 of 26 February 2009, in which the Authority recommended that Shareholders submitting a minority list declaring the absence of relations of connection pursuant to Article 144-*quinquies* of the Issuers' Regulation should also certify in the aforesaid declaration the absence of the significant relations, indicated in the same Communication, with Shareholders holding even jointly, a controlling or relative majority shareholding, or, if this is not the case, to indicate the significant relations that exist and the reasons why they have not been considered decisive for the existence of the relations of connection referred to in Article 148, paragraph 2, of the Consolidated Law on Finance and Article 144-*quinquies* of the Issuers' Regulation.

If only one list or only linked lists are submitted by the deadline indicated above (i.e. **1 April 2023**), pursuant to Article 144-*sexies*, paragraph 5, of the Issuers' Regulations and Article 30 of the Articles of Association, additional lists may be submitted up to the third day following that date (i.e. **4 April 2023**), in which case the share capital threshold required to submit lists will be reduced by half (i.e. 0.5%).

Finally, it should be noted that, in accordance with the law and the Articles of Association, the Chairman of the Board of Statutory Auditors is the statutory auditor drawn from the minority lists.

If only one list or no list is submitted, all the candidates for such office indicated in the list itself or respectively those voted by the Shareholders' Meeting shall be elected as standing and alternate auditors, provided that they obtain a relative majority of the votes cast at the Shareholders' Meeting. In any case, compliance with the regulations in force on gender balance remains in force. It is therefore recommended that, where possible, complete lists be submitted and that the candidate for the office of Chairman be indicated.

Candidates for the office of auditor must meet the independence requirements prescribed by Article 148, paragraph 3, of the TUF, as well as the requirements of honourableness and professionalism set forth in Decree No. 162 of the Minister of Justice of 30 March 2000. Shareholders are also invited to take into account the independence requirements prescribed for statutory auditors by the Corporate Governance Code approved by the Corporate Governance Committee set up at Borsa Italiana S.p.A., as well as the significance criteria approved by Ferragamo's Board of Directors and lastly confirmed on 26 January 2023 pursuant to Recommendation No. 7 to the aforesaid Code (see the Rules of the Board of Directors available on the Company's website at <https://group.ferragamo.com>, Governance/Board of Directors Section). Furthermore, the auditors must comply with the limit on the accumulation of offices established by Consob in Article 144-*terdecies* of the Issuers' Regulations.

# FERRAGAMO

Further information on the appointment of the members of the Board of Statutory Auditors is contained in Article 30 of the Articles of Association and in the Report on the items on the agenda prepared pursuant to Article 125-ter of the TUF, to which reference should be made. The aforesaid Report will be made available to the public within the terms of law at the Company's registered office and on the Company's website at <https://group.ferragamo.com>, Section Governance/Shareholders' Meeting 2023.

## **Appointment of a board member following the resignation of a board member**

Following the resignation of a director, it is necessary to proceed with the appointment of a director to integrate the composition of the Board of Directors. It should be noted that, based on the provisions of Article 20 of the Articles of Association, the list voting mechanism will not be applied for this integration and the Shareholders' Meeting will proceed with the legal majorities, ensuring, however, compliance with the requirements of independence as well as the regulations in force on gender balance.

Shareholders must submit any proposed resolutions by: (i) hand delivery to Salvatore Ferragamo S.p.A. - Corporate Affairs Office - Via Mercalli 205 - 207, 50019 Sesto Fiorentino (FI), or (ii) sending them to the certified e-mail address [salvatore.ferragamo@legalmail.it](mailto:salvatore.ferragamo@legalmail.it), indicating as reference or subject: "*Submission of candidacy for the office of director - Salvatore Ferragamo 2023 Shareholders' Meeting*".

Bearing in mind that Shareholders' participation in the Shareholders' Meeting is envisaged exclusively through the Appointed Representative, Shareholders are invited to submit nominations by the date for the submission of the list for the renewal of the Board of Statutory Auditors (**1 April 2023**), it being understood that nominations received later, hopefully by the deadline of **11 April 2023**, will also be accepted.

Nominations must be accompanied by: (i) information on the identity of the shareholders submitting the candidacy, as well as a copy of the appropriate certification issued by the qualified intermediary pursuant to the applicable laws and regulations attesting to the ownership of the shares; (ii) the declarations with which the individual candidates accept their candidacy and attest, under their own responsibility, the non-existence of causes of ineligibility and incompatibility, as well as the existence of the requirements prescribed by the applicable laws and regulations for assuming the office of director of the Company (iii) the declarations of independence issued pursuant to the applicable laws and regulations; and (iv) the candidate's curriculum vitae, containing exhaustive information on personal and professional characteristics with an indication of the positions held as board member or statutory auditor.

In order to comply with the legal and regulatory provisions on gender balance, which provides for that the less represented gender (in this case, the female gender) must obtain at least two-fifths of the elected directors, only nominations of persons representing the less represented gender will be accepted.

The Company will promptly publish the nomination proposals on the Company's website at <https://group.ferragamo.com>, Section Governance/Shareholders' Meeting 2023 as well as at the authorized eMarket Storage mechanism (<https://www.emarketstorage.it/>).

# FERRAGAMO

Further information is contained in the Report on the items on the agenda prepared pursuant to Article 125-ter of the TUF, to which reference is made. The aforesaid Report will be made available to the public within the terms of law at the Company's registered office and on the Company's website at <https://group.ferragamo.com>, Governance/Shareholders' Meeting 2023 section.

## **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 2023.

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 2023) and at the authorised eMarket Storage mechanism (<https://www.emarketstorage.it/>), as well as in excerpts in the daily newspaper Milano Finanza on 17 March 2023.

Florence, 16 March 2023

***The Chairman of the Board of Directors  
Leonardo Ferragamo***