

# FERRAGAMO

## SALVATORE FERRAGAMO S.p.A.

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

Share capital: 16,879,000.00 euros, fully paid up.

Fiscal Code, VAT Number and Florence Companies Register No. 02175200480

Florence R.E.A. No. 464724

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

### **NOTICE OF CALL OF THE ORDINARY AND 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 November 26, 2024, at 9:00 a.m., in a single call, to discuss and resolve on the following:

#### **Agenda.**

##### **Ordinary Part**

- 1) Resolutions regarding the appointment of a Director the and signing of a consulting agreement. Related and consequent resolutions:
  - 1.1 Appointment of a Director pursuant to Article 2386 of the Civil Code and determination of remuneration.
  - 1.2 Signing of a consulting agreement with a Director.
- 2) Proposal to adopt a new text of the Shareholders' Meeting Regulation to replace the current one. Related and consequent resolutions.

##### **Extraordinary Part**

- 1) Proposal to amend the Bylaws regarding, among other things, the procedures for attendance, voting and representation at the Shareholders' Meeting, the procedures for convening and operating board meetings and the Board of Statutory Auditors, as well as the procedures for replacing terminated directors. Related and consequent resolutions:
  - 1.1 Amendment of Article 12.
  - 1.2 Amendment of Article 13.
  - 1.3 Amendment of Article 14.
  - 1.4 Amendment of Article 20.
  - 1.5 Amendment of Article 22.
  - 1.6 Amendment of Article 30.

\* \* \*

The Company has decided to avail itself of the option - set forth in Article 106 of Decree-Law No. 18/2020 (converted by Law No. 27/2020 (the "**Decree**")), as most recently extended by Law No. 21/2024 - to envisage that shareholder intervention at the Shareholders' Meeting shall take place exclusively through the Appointed Representative pursuant to Article 135-*undecies* of Legislative Decree No. 58/98 ("**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.

# FERRAGAMO

Attendance at the Shareholders' Meeting by eligible persons other than those who are entitled to vote (e.g., members of the corporate bodies, the appointed secretary and 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 in any case. Instructions for attending the Meeting will be made known by the Company to the aforementioned individuals.

Any changes and/or additions to the information in this notice of meeting will be made available in a timely manner through the Company's website and in other ways required by applicable regulations.

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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 16,879,000.00 euros, 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 Bylaws, 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 regulations adopted by Consob Resolution No. 11971 of May 14, 1999, as subsequently amended and supplemented, (the "**Issuers' Regulations**"), the number of shares with the right to the increased voting right is available on the Company's website at <https://group.ferragamo.com>, Investor Relations/Governance/Shareholding. As of today's date, following the increase in voting rights, the number of shares with increased voting rights is 108,784,220 for a total of 277,574,220.

On the date of publication of this notice of call, the Company holds 3,113,302 treasury shares, equal to 1.845% of the share capital for which, in accordance with the law, 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.

## **Attendance at the Shareholders' Meeting**

Pursuant to Article 83-*sexies* of the TUF and Article 13 of the Bylaws, persons entitled to attend the Shareholders' Meeting and exercise their voting rights, exclusively through the Appointed Representative (as identified *below*), are those 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

# FERRAGAMO

Shareholders' Meeting on single call, i.e., **November 15, 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 **November 21, 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 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 authorised intermediary or financial charges for the fulfilment of the latter's duties are not attributable to the Company.

## **Attendance at the Shareholders' Meeting by proxy vote of the Appointed Representative**

Attendance at 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 **November 22, 2024**.

The proxy, 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 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](mailto:RD@pec.euronext.com) (subject: "*Proxy for the Salvatore Ferragamo Shareholders' Meeting November 2024*") one's own certified mailbox (or, in absence of it, from one's own ordinary mailbox, in which case the proxy with 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 for the Salvatore Ferragamo Shareholders' Meeting November 2024*") by anticipating a copy reproduced electronically (PDF) by ordinary e-mail to email address [RD@pec.euronext.com](mailto:RD@pec.euronext.com) (subject: "*Proxy for the Salvatore Ferragamo Shareholders' Meeting November 2024*").

# FERRAGAMO

The proxy and voting instructions are revocable by the aforementioned deadline (i.e., by **November 22, 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 Article 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 **November 25, 2024**) in the same manner as above.

The proxy and voting instructions pursuant to Article 135-*novies* of the TUF are revocable within the aforementioned deadline (i.e., by **November 25, 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* at <https://group.ferragamo.com>, Investor Relations/Governance/Shareholders' Meeting 2024/26 November 2024, as well as at Salvatore Ferragamo S.p.A. - Corporate Affairs Office - Via Mercalli 205 - 207, 50019 Sesto Fiorentino (FI).

Proxies/subdelegations 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](mailto:RegisterServices@euronext.com) or at the number (+39) 02.33635810 during business 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 Shareholders' Meeting**

Pursuant to Article 127-*ter* of the TUF, those entitled to vote may submit questions on the items on the

# FERRAGAMO

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 **November 15, 2024**).

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

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 voting rights 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.*, **November 18, 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 trading days prior to the Shareholders' Meeting (*i.e.* on **November 21, 2024**), including by means of publication on the Company's website <https://group.ferragamo.com>, Governance/Shareholders' Meeting 2024/26 November 2024. The Company may provide a unified response to questions with the same content.

Please expressly indicate the item on the agenda to which 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 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, TUF**

Pursuant to Article 126-bis of the TUF and Article 12 of the Bylaws, persons entitled to vote who represent, also jointly, at least one fortieth of the share capital may request, within ten calendar days following the publication of the notice of call of the Shareholders' Meeting, *i.e.*, by **November 3, 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.

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](mailto:salvatore.ferragamo@legalmail.it) (subject: "*Integration of the agenda pursuant to Article 126-bis, paragraph 1, TUF Salvatore Ferragamo Shareholders' Meeting November 2024*").

# FERRAGAMO

The request must be accompanied by a report on the matters whose treatment 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 **November 11, 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>, Governance/Shareholders' Meeting 2024/26 November 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.

## **Faculty 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 **November 11, 2024** 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, penultimate sentence, TUF Salvatore Ferragamo Shareholders' Meeting November 2024*").

These proposals will be published on the Company's website by **November 12, 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.

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 proponents.

# FERRAGAMO

## **Appointment of a Director pursuant to Article 2386 of the Civil Code.**

Considering the disappearance of a Director, on October 15, 2024, the Board of Directors proceeded to co-opt - subject to the favorable opinion of the Nomination and Remuneration Committee and subject to the approval of the Board of Statutory Auditors - a new director in the person of Mr. Ernesto Greco, who will remain in office, in accordance with the law, until the Shareholders' Meeting convened with this notice of call. It is therefore necessary to proceed with the appointment of a Director to integrate the composition of the Board of Directors. Please note that, based on the provisions of Article 20 of the Bylaws, the slate voting mechanism will not be applied for this integration and the Shareholders' Meeting will proceed with the legal majorities, subject to compliance with the requirements of independence as well as the current regulations on gender balance.

The Board of Directors has proposed to confirm Mr. Ernesto Greco in the office. Shareholders may still submit resolution proposals by 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 Shareholders' Meeting November 2024*" within the terms provided in this notice.

Nominations must be accompanied by: (i) information regarding the identity of the shareholders who have submitted the candidacy as well as a copy of the appropriate certification issued by the authorized intermediary pursuant to the applicable laws and regulations attesting to the ownership of the shares; (ii) statements by which the individual candidates accept their 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 applicable laws and regulations for assuming the office of director of the Company; (iii) where applicable, the declarations of independence issued pursuant to the applicable legislative and regulatory provisions; and (iv) the candidate's curriculum vitae, containing exhaustive information on personal and professional characteristics with an indication of the positions of administration and control held.

Further information can be found in the related Report prepared by the Board of Directors pursuant to Article 125-ter of the TUF, to which please refer. The aforementioned Report will be made available to the public within the terms of the law at the Company's registered office, on the Company's website at <https://group.ferragamo.com>, Section Governance/Shareholders' Meeting 2024/26 November 2024 and on the authorized eMarket Storage mechanism (<https://www.emarketstorage.it/>).

## **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>, Governance/Shareholders' Meeting 2024/26 November 2024. Shareholders are entitled to inspect and obtain copies of all deposited documents.

# FERRAGAMO

The Bylaws and Shareholders' Meeting Regulation 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 2024/26 November 2024) and at the authorised eMarket Storage mechanism (<https://www.emarketstorage.it/>), as well as in excerpts in the daily newspaper Milano Finanza on **October 25, 2024**.

Florence, October 24, 2024

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