

FERRAGAMO

REPORT OF THE BOARD OF DIRECTORS ON THE PROPOSAL UNDER ITEM 2 ON THE AGENDA OF THE SHAREHOLDERS' MEETING OF SALVATORE FERRAGAMO S.P.A., CONVENED IN A SINGLE CALL, IN ORDINARY AND EXTRAORDINARY SESSION, FOR NOVEMBER 26, 2024

- 1. Resolutions regarding the appointment of a Director 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.**

1.1. Appointment of a Director pursuant to Article 2386 of the Civil Code and determination of remuneration.

Shareholders,

with reference to this item on the agenda, you have been convened to deliberate on the appointment of a Director to supplement the Board of Directors of Salvatore Ferragamo S.p.A. (the "**Company**") following co-option pursuant to Article 2386 of the Italian Civil Code.

In this regard, it should be noted that the Shareholders' Meeting of April 23, 2024 had resolved to set the number of members of the Company's Board of Directors at 10 (ten) and to appoint the new Board of Directors for a period of three fiscal years (2024 - 2025 - 2026), expiring on the date of the Shareholders' Meeting convened to approve the financial statements for the year ending December 31, 2026.

The need to provide for the integration of the board of directors arose because on May 7, 2024, Mr. Fabio Gallia - a non-executive and independent director drawn from the majority list at the aforementioned Shareholders' Meeting - suddenly passed away.

The Board of Directors, in its meeting of May 9, 2024, as communicated to the market on the same date, in view of the sudden and unexpected nature of the event, resolved to postpone any determination to a subsequent board meeting in order to allow for appropriate evaluations regarding the identification of a replacement, also in view of the fact that Director Fabio Gallia had been elected from the majority list.

On June 19, 2024, the only non-elected candidate on the majority list made it known to the Chairman - who reported it to the Board- that she was unavailable to take on any duties due to unforeseen work commitments.

That being said, on October 15, 2024, the Board of Directors resolved to co-opt - subject to the favorable opinion of the Remuneration and Appointments Committee and subject to the approval of the Board of Statutory Auditors - a new director in the person of Mr. Ernesto Greco in relation to whom it ascertained

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the absence of causes of ineligibility and incompatibility as well as the existence of the requirements prescribed by current regulations for assuming the office of director of the Company, and compliance with the maximum number of positions, as governed by the Board of Directors' Regulation (Article 2) as amended on January 26, 2023 and available on the Company's website at the link <https://group.ferragamo.com/en/governance/board-of-directors>.

In accordance with the law, the said director will remain in office until the next Shareholders' Meeting and, therefore, in this case until the Shareholders' Meeting convened for November 26, 2024.

In light of the above, the Board of Directors proposes to the Shareholders' Meeting that the composition of the administrative body be supplemented until the number of 10 (ten) Directors determined by the Shareholders' Meeting of April 23, 2024 is reached, confirming Mr. Ernesto Greco in the office.

The Director thus appointed will serve for the term of the current Board of Directors and thus until the Shareholders' Meeting approving the financial statements as of December 31, 2026.

The emolument for the office of the new director will be equal to that of the other directors and will be included in the total amount as determined by the Ordinary Shareholders' Meeting on April 23, 2024.

The *curriculum vitae* of Mr. Ernesto Greco, as well as the statement issued by him regarding: (i) his willingness to accept the office; (ii) the non-existence of causes of ineligibility and incompatibility under current regulations; (iii) the possession of the requirements prescribed by current regulations for assuming the office of director of the Company; are available at the Company's registered office and on the website at <https://group.ferragamo.com>, Investor Relations/Governance/Shareholders' Meeting 2024, together with his *curriculum vitae*.

It should also be noted that the proposed composition complies with the minimum number of independent directors required by the Consolidated Law on Finance and the Corporate Governance Code (3 directors out of a total of 10)¹ and with current statutory and regulatory provisions on gender balance in that 4 directors, out of a total of 10, belonging to the least represented gender remain in office.

For the appointment by the Shareholders' Meeting, it should be noted that, pursuant to Article 20 of the Bylaws, the slate voting mechanism does not apply and the Shareholders' Meeting passes resolutions by legal majorities.

¹ Please note that according to what is stated in the "Functional Q&A for the application of the Corporate Governance Code" "If the quota of independent directors corresponds to a non-integer number, the latter is rounded, according to the arithmetic criterion: rounding is carried out to the lower unit, where the decimal digit is less than 5; vice versa, rounding is carried out to the higher unit, where the decimal digit is equal to or greater than 5."

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The Board of Directors then presents the following proposed resolutions:

"1.1. *The Shareholders' Meeting of Salvatore Ferragamo S.p.A. convened in ordinary session,*

- *examined the illustrative report of the Board of Directors,*
- *noting the termination of a Director and the provisions of the Bylaws and Article 2386 of the Civil Code,*
- *noted that the Company's Board of Directors, on October 15, 2024, appointed by co-optation Mr. Ernesto Greco to replace Mr. Fabio Gallia;*

resolves

- *to appoint Mr. Ernesto Greco as a Director of the Company, pursuant to Article 2386 of the Civil Code, whose term of office will expire together with the Directors in office and thus on the date of approval of the financial statements for the year 2026;*
- *to confirm the compensation award of 50,000 euros approved by the Shareholders' Meeting of April 23, 2024."*

1.2. Signing of a consulting agreement with a Director.

It should also be noted that the Company had entered into, on October 7, 2024, a collaboration agreement with Mr. Ernesto Greco, having as its object the provision by the latter in favor of the Company of specialized consulting activities in accounting, administrative and financial; on October 15, 2024, given the co-optation of Mr. Ernesto Greco as a director of the Company, the aforementioned agreement was immediately terminated. That being said, the Company is evaluating the possible signing with Mr. Ernesto Greco of a consulting agreement with the same object, valid until the Shareholders' Meeting to approve the Financial Statements as of December 31, 2024, against which a maximum amount of 150,000 (one hundred and fifty thousand/00) euros is envisaged. Therefore, it is intended to request Shareholders' approval, as far as may be necessary, to enter into the contract described above.

The Board of Directors then presents the following proposed resolutions:

"1.2. *The Shareholders' Meeting of Salvatore Ferragamo S.p.A. convened in ordinary session,*

- *examined the illustrative report of the Board of Directors,*
- *taking into account the appointment of Mr. Ernesto Greco as a Director of the Company by virtue of the resolution under item 1.1. on the agenda,*

resolves

- *to approve, as far as may be necessary, the signing of a consulting contract covering specialized activities in the fields of*

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accounting, administration and finance, with a duration until the Shareholders' Meeting to approve the Financial Statements as of December 31, 2024, for a fee not exceeding 150,000 euros."

Florence, October 24, 2024

Salvatore Ferragamo S.p.A.

For the Board of Directors

The Chairman

Leonardo Ferragamo

C.V. Ernesto Greco

Graduated in Mechanical Engineering from "La Sapienza" University of Rome and Master's degree in business economics and finance from CuoA.

He began his corporate work at large groups in both the chemical sector - Montedison and Eni - and in information technology - Hewlett Packard and Wang Computers - holding a wide range of positions.

In 1989 he was at Bulgari as Group CFO, a position he held until 2006 to move to Natuzzi assuming the role of Group CEO.

Starting in late 2007, he worked at Ferragamo holding the position of General Manager until he left the company in 2017 to pursue consulting activities.

DECLARATION OF ACCEPTANCE OF CANDIDACY AS A MEMBER
OF THE BOARD OF DIRECTORS WITH ATTESTATION THAT THE
LEGAL AND INDEPENDENCE REQUIREMENTS ARE MET

The undersigned Ernesto Greco, born in Olevano Romano (RM), September 5, 1950, tax code GRCRST50P05G022Y, residing in Rome, via Epicarmo, no. 6

WHEREAS.

- A) Has been a candidate for director of Salvatore Ferragamo S.p.A. ("Company");
- B) is aware of the requirements set forth in applicable laws and regulations, the Company's Articles of Association ("Bylaws") and the Rules of the Board of Directors for serving as a director of the Company, the requirements set forth in the Corporate Governance Code promoted by the *Corporate Governance* Committee ("Corporate Governance Code");

all of the above,

I, the undersigned, under my sole and exclusive responsibility, pursuant to and for the purposes of Article 76 of Presidential Decree No. 445 of December 28, 2000, for the hypotheses of falsity in deeds and false statements

declares

- the non-existence of causes of ineligibility, disqualification and incompatibility to hold the office of Director of the Company (also pursuant to Articles 2382 and 2387 of the Civil Code);
- the inexistence against him of disqualifications from the office of director adopted against him in a member state dell European Union (art. 2383 Civil Code);
- to possess all the requirements provided for and indicated by the law, including regulations, in force, and by the Bylaws, including the requirements of honorability *pursuant to* art. 147-quinquies, paragraph 1, of the TUF (as also identified by art. 2 of Ministerial Decree No. 162 of March 30, 2000);
- not to fall under the non-competition provision of Article 2390 of the Civil Code;
- to comply with the limit on the accumulation of positions as provided for in accordance with the law and the Articles of Association, the Regulations of the Board of Directors of the Company and, more generally, in accordance with current regulations;
- to be able to devote the necessary time to the diligent performance of their duties, even taking into account the commitment associated with their own work and professional activities;
- to file a *curriculum vitae*, containing an informatiua on personal and professional characteristics, as well as a copy of an identity document;

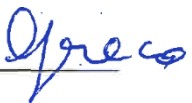
- To not hold positions in other companies or entities (anche foreign);
- to undertake to promptly notify the Company and, on its behalf, the Board of Directors of any changes in the information given in the declaration and relating to their personal and professional characteristics;
- to undertake to produce, upon request of the Company, appropriate documentation to confirm the truthfulness of the declared data;
- to be informed, and to accept, pursuant to and for the purposes of the General Regulation on the Protection of Personal Data - Regulation (EU) 2016/679 and the legislation *pro tempore* in force, that the personal data collected will be processed by the Company, including by means of computer tools, exclusively in the context of the procedure for which this statement is made authorizing it to proceed with the publications required by law for this purpose

finally declares

To irrevocably accept candidacy for the office of director of the Company and eventual appointment to the office of director of the Company.

In faith,

Signature:

_____  Place

and Date:

Rome, October 23, 2024

Attachments:

- resume
- ID and social security number

REPUBBLICA ITALIANA
MINISTERO DELL'INTERNO
CA65084QW

CARTA DI IDENTITÀ / IDENTITY CARD
COMUNE DI / MUNICIPALITY
FIRENZE



COGNOME / SURNAME
GRECO
NOME / NAME
ERNESTO
LUOGO E DATA DI NASCITA
PLACE AND DATE OF BIRTH
OLEVANO ROMANO (RM) 06.09.1950
SESSO / SEX
M
STATURA / HEIGHT
182
CITTADINANZA / NATIONALITY
ITA
EMISSIONE / ISSUING
05.12.2023
SCADENZA / EXPIRY
05.09.2033
FIRMA DEL TITOLARE / HOLDER'S SIGNATURE
Ernesto Greco

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