

## SALVATORE FERRAGAMO ITALIA S.P.A.

\*\*\*

## **Shareholders' Meetings Regulation**

\*\*\*

#### **SECTION ONE - PRELIMINARY PROVISIONS**

#### Article 1

These Regulations (the "**Regulations**") govern the running of the ordinary and extraordinary Shareholders Meetings of Salvatore Ferragamo S.p.A., with registered office in Florence, Via Tornabuoni no.2 (hereinafter the "**Company**"), effective as of the trading of the Companys shares on the Italian Stock Exchange (now Euronext Milan) organised and managed by Borsa Italiana S.p.A.

For any matters not specifically provided for in these Regulations, reference is to be made to the current regulations of the company by-laws regarding the Shareholders Meeting of the Company, which, in the event of any conflict with the provisions contained in these Regulations, will prevail over the latter.

### Article 2

The Regulations, approved by the Ordinary Shareholders' Meeting, most recently on November 26, 2024, are available to shareholders at the Company's registered office, as well as on the Company's website at https://group.ferragamo.com/en/governance/shareholders-meetings.

## SECTION TWO - OF THE CONSTITUTION OF THE SHAREHOLDERS' MEETING

### Article 3

All parties that are entitled to attend and vote the meeting pursuant to the laws in force and the company bylaws may attend and vote the Shareholders Meeting (hereinafter "Parties Entitled to Attend").

The Parties Entitled to Attend may be represented by another person, natural or legal, including those who are not shareholders, or by the representative appointed by the



Company, as provided in the notice of call and in accordance with the legal and/or regulatory provisions in force pro tempore (hereinafter, depending on the casis may be, the "Representatives").

Where provided for and/or permitted by law and/or pro tempore regulatory provisions in force, the notice of call of the Shareholders' Meeting may provide that attendance and exercise of voting rights at the Shareholders' Meeting by Parties Entitled to Attend shall take place exclusively through the granting of proxy or sub-delegation of voting rights to the representative appointed by the Company (hereinafter, the "Exclusively Appointed Representative") in the manner provided for by the same laws and/or regulatory provisions.

In the case of attendance at the meeting by means of an Exclusively Appointed Representative, the articles of this Regulation governing attendance and intervention in the physical presence of shareholders do not apply.

In any case all persons attending the Shareholders Meeting, either personally or via proxy, must identify themselves via the presentation of a suitable identity document and specify their powers if they represent legal persons, as better specified in the notice of call of the Shareholders' Meeting.

### Article 4

Members of the board of directors and the board of statutory auditors are admitted to the Shareholders' Meeting without any formalities.

Employees of the Company and other persons (hereinafter the "Guests") may attend the Shareholders' Meeting, as mere listeners without any voting and participation rights, if their attendance at the Shareholders' Meeting is deemed useful by the chairman (as identified in art.9 below, the "Chairman") in connection with the issues to be dealt with or for the running of the Shareholders' Meeting.

Staff and any scrutineers that are not shareholders may attend the Meeting, without the right to speak, in order to perform the functions described in the following articles of these Regulation.

The Chairperson of the Shareholders' Meeting will allow the attendance, as Guests, of financial experts and analysts, representatives of the audit firm entrusted with the



auditing of the financial statements and the six-monthly and annual reports, as well as journalists acting on behalf of daily newspapers, periodicals and radio and television networks, in compliance with the recommendations issued by Consob in this regard.

The attendance at the Meeting of the Invitees, if any, shall take place in the modalities determined by the Chairman.

The list of names of Guests and their titles is attached to the minutes of the shareholders' meeting proceedings.

#### Article 5

On the instructions of the Chairman of the Shareholders' Meeting, consistent with the provisions of Article 10, Paragraph 6, the personal identification and verification of the entitlement to attend the Shareholders' Meeting shall begin at the place where the meeting is to be held, 1 (one) hour before the time set for the Shareholders' Meeting, unless a different time limit is established in the notice of call of the shareholders' meeting.

If the Shareholders' Meeting, in compliance with applicable legal or regulatory provisions, is held by means of Exclusive Appointed Representative or by means of teleconferencing or videoconferencing, personal identification and verification of the entitlement to attend shall take place in the manner and within the time limits set forth in the notice of call of the Shareholders' Meeting.

In order to facilitate the verification of their representative powers, those attending the meeting and exercising voting rights as representatives of Parties Entitled to Attend may submit documentation proving such powers prior to the meeting, in the manner and timing indicated in the notice of call of the meeting.

## Article 6

Access to the Shareholders' Meeting premises is permitted after personal identification and verification of entitlement to attend.

The Parties Entitled to Attend, or their Representatives, must collect from the Company's appointees placed at the entrance of the premises where the Shareholders' Meeting is being held (hereinafter, the "**Appointees**") the admission ticket and the appropriate card



or other instrument of participation in the voting, to be kept for the entire duration of the Shareholders' Meeting proceedings, to be exhibited for any checks and in any case to be returned in case the Parties Entitled to Attend leave the Shareholders' Meeting before the end of the Meeting.

In any case of dispute over the right to participate to the shareholders' meeting, the chairman decides, after hearing the chairman of the board of statutory auditors or, in the absence, the vice chairman or, in absence, the most senior in age of the members of the board of statutory auditors present.

#### Article 7

The proceedings of the Shareholders' Meeting may be video recorded or audio recorded by the Company or by persons appointed for this purpose, subject to the Chairman's instructions, solely for the purpose of preparing the minutes of the Shareholders' Meeting.

The use of photoreproduction, video-reproduction or similar devices as well as the use of recording instruments of any kind, mobile or similar devices is not permitted on the premises where the Shareholders' Meeting proceedings are held.

## Article 8

All Parties Entitled Attendees or their Representatives who, for any reason, leave the premises where the Shareholders' Meeting is held, or interrupt their participation in the same where connected by means of teleconferencing or videoconferencing, are required to notify those in charge or in the manner communicated by the Chairman of the Shareholders' Meeting.

In the event that the Meeting is held exclusively through the Exclusively Appointed Representative, the latter may not interrupt the audio connection to the Shareholders' Meeting; in the event that, due to connection problems, the connection to the Shareholders' Meeting is interrupted, the provisions of Article 13 of these Regulation shall apply.

## Article 9

At the time set in the notice of call of the Shareholders' Meeting, the person specified in the bylaws takes the chair of the meeting.



Then the Chairman informs the Shareholders' Meeting of the names of the members of the board of directors and the board of statutory auditors present.

#### Article 10

The Chairman shall be assisted in the preparation of the minutes, when this is not entrusted to a notary, by a secretary, who may or may not be a shareholder, designated by the Meeting by a simple majority of the capital present (hereinafter, the "**Secretary**"), as well as by the directors, auditors, and employees of the Company admitted as Invitees.

If the role of Secretary is not entrusted to a notary public by law, the minutes will not be drawn up as a public deed, unless decided otherwise by the Chairman.

The Secretary can be assisted by the Appointed Personnel, Company employees or his/her colleagues, provided they have been duly invited.

The Chairman may be assisted by Guests, also instructing them to explain items on the agenda, and to answer questions posed in connection with specific topics.

Based on the records made, the Chairman, with the assistance of the Secretary, informs the Shareholders' Meeting of the number of Parties Entitle to Attend present and the number of votes to which they are entitled.

Without prejudice to the provisions of Bylaws 5, Paragraph 1, the Chairman, with the assistance of the Appointees, shall verify the regularity of the proxies and the right of those present to attend the Shareholders' Meeting and shall inform the Shareholders' Meeting of the outcome of such verification. If the Chairman deems one or more proxies to be irregular, he may exclude the right to attend and vote of the shareholder or his Representative who exhibited irregular proxies.

The lists of names of Parties Entitle to Attend attending the meeting, in person or by proxy, are an integral part of the meeting minutes.

If the quorums provided for in the bylaws are reached, the Chairman declares the Shareholders' Meeting validly constituted and open for business; otherwise, not earlier than 1 (one) hour from the time set for the beginning of the Shareholders' Meeting, he proclaims the Shareholders' Meeting itself deserted and adjourns to another possible



convocation. In case the Meeting has been deserted, special minutes shall be drawn up and signed by the Chairman and the Secretary.

### Article 11

The Chairman may order the presence of a security service provided by staff wearing the necessary ID badges.

#### Article 12

The Shareholders' Meeting, where the Chairman directs that voting will take place using voting cards, shall proceed by a simple majority of the share capital present to appoint two scrutineers, who may or may not be shareholders, to carry out the counting.

#### Article 13

The business of the Meeting is usually conducted in a single session, during the course of which the Chairperson, if deemed necessary and if the Meeting (by a simple majority vote) does not object, may suspend the Meeting even on several occasions for a period of time not in excess of two hours (for each suspension).

Notwithstanding the foregoing, if the Shareholders' Meeting, in compliance with the applicable provisions of law or regulations, is held by means of Exclusively Appointed Representative or by means of teleconferencing or videoconferencing and the connection fails during the course of the Shareholders' Meeting proceedings, the Chairman may suspend the Shareholders' Meeting and, if it is possible to remedy the interruption of the connection in a time frame not exceeding 2 (two) hours (for each interruption), the Shareholders' Meeting proceedings shall continue after the interruption. If, on the other hand, the interruption caused by malfunctioning of the teleconferencing or videoconferencing means is prolonged and it is not possible to remedy the connection failure in the time frame identified above, the Chairman may declare the meeting dissolved due to inability to function, with the consequent need to reconvene the same and possibly subject to the resolutions already approved or, alternatively, postpone the meeting to another date for its continuation.

Without prejudice to the provisions of art.2374 of the Italian Civil Code, the Shareholders Meeting, with the resolution approved by a simple majority vote, on the proposal of the Chairperson or of the attendees representing at least 15% of the share capital, may



decide to adjourn the Meeting each time it is considered necessary, at the same time fixing the date and time for the new meeting to continue the unfinished business and a time limit, even exceeding five days but in any case consistent with the grounds for the adjournment.

#### **SECTION THREE - OF THE DISCUSSION**

#### Article 14

The Chairperson, as well as, if requested by the latter, the other parties authorised under these Regulations, and the directors and auditors each to the extent of their competence, will explain the items on the agenda.

In discussing these issues and proposals, the President, subject to the approval of the Shareholders Meeting (reached by a simple majority vote) may follow a different order than the one appearing in the notice of call and may order the joint discussion of one or several of the items on the agenda.

Unless the Chairman deems it appropriate or an express request is made and approved by the Shareholders' Meeting by a simple majority of the capital present, the documents that the Company has previously made available to interested parties, as indicated in the notice of call of the Shareholders' Meeting, shall not be read.

All interventions of the Parties Entitled to Attend or of their Representatives will be summarised in the minutes in accordance with art.2375 of the Italian Civil Code.

## Article 15

It is the responsibility of the Chairman of the Shareholders' Meeting to direct the proceedings by ensuring the regularity of the discussion and the right to speak, also in order to avoid abuse or disruption to the proper, regular and orderly conduct of the Shareholders' Meeting.

The Chairperson will monitor the discussion by giving the floor to the Parties Entitled to Attend that have requested to do so in accordance with subsequent article 16, paragraph 2, or to their Representatives, and to the directors, auditors and the Secretary. In fulfilling this duty, the Chairperson will comply with the principle under which all the Parties Entitled to Attend, the directors, auditors and the Secretary are entitled to speak freely



about any issues on the Shareholders' Meeting agenda, in compliance with the provisions of law, the by-laws and this Regulation.

#### Article 16

The Parties Entitled to Attend and/or their Representatives, as well as the directors and the auditors, will be entitled to take the floor on each of the issues for discussion and to put forward proposals related to the latter in the modalities and within the time limits provided by the notice of call of the Shareholders' Meeting.

The Parties Entitled to Attend and/or their Representatives that intend to take the floor must make the relevant request with the modalities indicated by Chairperson after having read the items on the agenda referring to the request for participation and after the discussion has been opened and before the Chairperson declares the discussion on the issue closed.

The Chairman shall regulate the debate by giving the floor to those who have requested it, according to the order of reservation of requests to speak, or according to the alphabetical order of the applicants' surnames, in case of several requests submitted at the same time.

The Parties Entitled to Attend or their Representatives shall have the right to make one intervention on each item on the agenda for the duration of not more than 10 (ten) minutes.

The Chairman, taking into account the subject matter and importance of the individual items on the agenda, shall indicate, as a rule no less than 5 (five) minutes and no more than 10 (ten) minutes, the amount of time available for each Party Entitled to Attend or the Representative to make their intervention. Parties Entitled to Attend or their Representatives who have already spoken in the discussion shall have the right to reply once only and for the maximum duration of 5 (five) minutes. After the time set, the Chairman may invite the Party Entitled to Attend or his/her Representative to conclude in the next 5 (five) minutes.

Thereafter, if the Intervention has not yet ended, the Chairman shall proceed in accordance with the second paragraph, letter a) of Article 18.



In the event that, in accordance with the provisions of the law or regulations pro tempore in force, the intervention at the Shareholders' Meeting of the Parties Entitled to Attend and the exercise of the right to vote take place through the Exclusively Appointed Representative, the latter may read out and deliver to the Chairman for the record any interventions and/or statements submitted by the Parties Entitled to Attend through proxy or sub-delegation, it being understood that, also as an exception to the provisions of the preceding paragraphs of this article, no motions may be presented at the Shareholders' Meeting and the right to ask questions on the items on the agenda may only be exercised prior to the Shareholders' Meeting, in accordance with the procedures and timing set forth in the notice of meeting and in compliance with the provisions of the law or regulations in force pro tempore.

### Article 17

The Chairperson and/or, if requested by the latter, the directors, and statutory auditors and the Company's employees, each to the extent of their competence or if considered useful by the Chairperson in connection with the issues to be dealt with, will reply normally to the Parties Entitled to Attend and/or their Representatives after each one of them has made their contribution, or once all the contributions have been made to all the items on the agenda, in accordance with the arrangements made by the Chairperson and also taking into account any questions formulated by the shareholders prior to the Shareholders' Meeting.

## Article 18

The Chairman will be responsible for maintaining order in the Shareholders' Meeting, as well as guaranteeing the correct running of the meeting and avoiding any abuses of the right to take the floor.

For this purpose, he/she may prevent speakers from continuing in the following circumstances:

- a) if the Party Entitled to Attend is not entitled to speak or continues speaking beyond the allocated time in accordance with this Regulation;
- b) following a warning, if the contribution is clearly and obviously unrelated to the matter under discussion;



- c) if the words or behaviour of the Party Entitled to Attend are inappropriate or offensive;
- d) if the speaker incites violence or riotous behavior.

#### Article 19

If one or more people attending the Shareholders Meeting impedes the normal conducting of the Shareholders' Meeting, the Chairman will rebuke the aforesaid people and request them to comply with this Regulation.

If this invitation is ignored, the Chairman will order the people admonished previously to leave the premises where the Shareholders' Meeting is being held for the entire discussion period.

In this case if the excluded person is a Party Entitled to Attend, he/she may appeal to the Shareholders' Meeting, which will pass resolution on the matter by a simple majority vote.

### Article 20

Once all the discussions have been completed and all the answers and replies given, the Chairman will conclude by declaring the discussion closed.

After the closing of the discussion, under no circumstances may any Party Entitled to Attend take the floor to make any further speeches.

## Article 21

Before starting the voting process, the Chairman allows those ejected pursuant to art. 19 above to return to the Shareholders' Meeting and checks the number of Parties Entitled to Attend actually in attendance and the number of votes attributed to each of them. The measures referred to in articles 18 and 19 above may also be adopted, if required by the circumstances, also during the voting process.

#### Article 22

Depending on the circumstances, the Chairman may arrange for voting on the individual items on the agenda immediately after the closure of each item on the agenda or at the end of the discussion of all the items on the agenda.



#### **SECTION FOUR - OF VOTING**

#### Article 23

Voting at the Shareholders' Meeting is conducted by open ballot. Prior to voting, the Chairman shall determine the modality in which votes are to be cast, recorded and counted.

For the purpose of aiding the recording of votes in favor, votes against, and abstentions, or of only one or more of these categories, or even for the mere purpose of counterevidence of the counting of votes, electronic equipment involving the use of magnetic cards or other electronic devices may be used.

### Article 24

Voting cards may be an instrument for voting and, if so, are prepared by the Company according to a uniform template. The voting cards are handed out by the Appointees at the entrance of the premises where the Shareholders' Meeting is held.

### Article 25

Voting may be expressed by mail or by electronic means, in the cases and in the modalities specified in the notice of call of the Shareholders' Meeting, in compliance with bylaws and applicable provisions.

#### Article 26

All candidacies for corporate offices must be submitted within the time limits and following the procedures provided for in the bylaws.

Prior to starting the voting procedure for the appointment of corporate offices, the Chairman: (i) will read any lists, where provided for, submitted for the appointment and the names of the shareholders submitting them; (ii) will announce which lists and/or candidacies are tobe considered as not submitted and the related reasons.

## Article 27

If the voting procedure is carried out using voting cards, once the time fixed by the Chairman for their respective delivery has elapsed, the scrutineers will count the votes and report the related results to the Chairman.



On the outcome of the voting procedure the Chairman will announce the results, declaring the proposal that obtained the vote in favour with the quorums established by law and the bylaws as approved.

### Article 28

Once the discussion and the voting on the items on the agenda has been completed, the Chairman will declare the meeting closed.

### **SECTION FIVE - FINAL PROVISIONS**

## Article 29

This Regulation may be amended by the Ordinary Shareholders' Meeting with the majorities established by the provisions in force.

Amendments to this Regulation necessary to adapt the provisions hereof that become incompatible with new mandatory regulatory provisions shall be the responsibility of the board of directors.