

<p>Informazione Regolamentata n. 1220-10-2025</p>	<p>Data/Ora Inizio Diffusione 14 Marzo 2025 11:13:03</p>	<p>Euronext Milan</p>
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Societa' : SALVATORE FERRAGAMO

Identificativo Informazione Regolamentata : 202424

Utenza - Referente : FERRAGAMON08 - Capri Flaminia

Tipologia : REGEM

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Oggetto : Shareholders Meeting April 16, 2025: Notice of Call

Testo del comunicato

Vedi allegato

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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 Business Register Entry 02175200480

Florence R.E.A. No. 464724

Website www.ferragamo.com

NOTICE OF CALL OF 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 April 16, 2025 at 9:30 a.m., in a single call, to discuss and resolve on the following:

Agenda

Ordinary Part

- 1) 1.1 Financial Statements of Salvatore Ferragamo S.p.A. as of December 31, 2024, accompanied by the Directors' Report on operations for the year 2024, including the Sustainability Report for the year 2024 prepared pursuant to Legislative Decree 125/2024, the Report of the Board of Statutory Auditors and the Independent Auditors. Presentation of the Consolidated Financial Statements as of December 31, 2024. Related and consequent resolutions.
1.2 Proposal regarding the coverage of the operating loss. Related and consequent resolutions.
- 2) Appointment of a Director pursuant to Article 2386 of the Italian Civil Code or reduction in the number of members of the Board of Directors. Any resolutions pursuant to Article 2390 of the Italian Civil Code. Related and consequent resolutions.
- 3) Report on remuneration policy and compensation paid. Related and consequent resolutions:
3.1 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 February 24, 1998 ("**TUF**");
3.2 resolutions referred to in the second section of the report pursuant to Article 123-ter, paragraph 6, of the TUF.
- 4) Determination of the maximum limit for the remuneration of directors holding special offices. Related and consequent resolutions.

Extraordinary Part

- 1) Proposal to amend the Bylaws to: (i) introduce the possibility to appoint even more than one Vice Chairman; (ii) introduce the possibility to appoint a manager other than the manager responsible for preparing financial reports for the attestation referred to in Article 154-bis, paragraph 5-ter, of Legislative Decree No. 58 of February 24, 1998 ("**TUF**"). Related and consequent resolutions:
1.1 Amendment to Article 21.
1.2 Amendment to Article 22.

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1.3 Amendment to Article 32.

The Company has decided to avail itself of the option - provided by Article 14 of the Bylaws – to provide that the attendance of shareholders at the Shareholders' Meeting and the exercise of voting rights shall take place solely through the Appointed Representative referred to in Article 135-undecies of the TUF, without physical participation of the shareholders. Notwithstanding Article 135-undecies of the TUF, to the Appointed Representative may also be conferred proxies or sub-delegations pursuant to Article 135-novies of the TUF.

Attendance at the Shareholders' Meeting by eligible persons other than those who are entitled to vote (e.g., members of the corporate bodies, the secretary appointed and the Appointed Representative, and representatives of the auditing firm) may take place only 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 Shareholders' Meeting will be made known by the Company to the aforementioned individuals.

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

There are no procedures for voting by mail or electronic means.

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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.

The 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>, Governance/Shareholding/Loyalty Shares Section. As of today's date following the increase in voting rights, the number of shares with increased is number 108,784,220 for a total of voting rights 277,574,220.

On the date of publication of this notice of call, the Company holds 3,113,302 treasury shares, equal to

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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 to 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 Shareholders' Meeting on single call, i.e., **April 7, 2025** (record date). Those who hold shares only after the record *date* are not entitled to attend and vote at the Shareholders' Meeting and, therefore, will not be able to 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 **April 11, 2025**. 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 authorized intermediary or financial charges for the fulfillment of the latter's duties are not attributable to the Company.

Attendance at the Shareholders' Meeting by proxy vote to the Appointed Representative

Pursuant to Article 14 of the Bylaws and Article 135-undecies.1 of the TUF, attendance at the Shareholders' Meeting by those entitled to vote is permitted **exclusively** through Monte Titoli S.p.A., the Shareholders' representative appointed by the Company pursuant to Article 135-undecies of the TUF (the "**Appointed Representative**").

The Appointed Representative may be given, without expenses to 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 preceding the date prior to the date set for the Shareholders' Meeting in a single call, i.e., by **April 14, 2025**.

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 their qualification and powers (copy of Chamber of Commerce

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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 Salvatore Ferragamo Shareholders' Meeting April 2025*") from one's 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 Salvatore Ferragamo Shareholders' Meeting April 2025*") by anticipating an electronically reproduced copy (PDF) by ordinary e-mail to the e-mail address RD@pec.euronext.com (subject: "*Proxy Salvatore Ferragamo Shareholders' Meeting April 2025*").

The proxy and voting instructions are modifiable and/or revocable by the aforementioned deadline (i.e., by **April 14, 2025**) in the manner indicated above.

Shares for which proxy, even partially, has been conferred are counted for the purpose of due constitution of the Shareholders' Meeting. With regard to proposals for which voting instructions have not 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 Art. 135-undecies, paragraph 4, of the TUF, those who do not intend to avail themselves of the intervention method provided for in Article 135-undecies of the TUF, may, alternatively, intervene by conferring to the same Appointed Representative, without expenses to 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 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 appropriate documentation attesting to their qualification and powers (copy of Chamber of Commerce certificate or similar), by 6:00 p.m. of the day prior to the date of the Shareholders' Meeting (i.e. **April 15, 2025**), and in any case by the beginning of the Shareholders' Meeting's proceedings, in the same manner as above.

The proxy and voting instructions pursuant to Article 135-novies of the TUF are modifiable and/or revocable within the aforementioned deadline (i.e., by **April 15, 2025**) 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 <https://group.ferragamo.com>, Governance/Shareholders' Meeting/2025 Section, as well as at Salvatore Ferragamo S.p.A. - Corporate Affairs Office - Via Mercalli 205 - 207, 50019 Sesto Fiorentino (FI).

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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 about 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 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 Articles 127-ter and 135-undecies.1 of the TUF, those entitled to vote may submit questions on the items on the agenda 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 **April 7, 2025**).

Questions may be sent to the certified e-mail address salvatore.ferragamo@legalmail.it (subject: "*Questions Salvatore Ferragamo Shareholders' Meeting 2025*").

The exercise of the right will be considered validly carried out only 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 attendance at 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.*, **April 10, 2025**

Questions received prior to the Shareholders' Meeting within the above deadline, after verifying their relevance and the legitimacy of the applicant, will be answered within 3 days prior to the Shareholders' Meeting (*i.e.*, **April 13, 2025**), including by means of publication on the Company's website at <https://group.ferragamo.com>, Governance/Shareholders' Meeting/2025 Section. 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 when the requested information is already available in a "question and answer" format on a special space that may have been set up and can be consulted on the Company's website or when the answer has been published within the same website.

Right to add items to the agenda and submit new resolution proposals pursuant to Article 126-bis, paragraph 1, first sentence, of the TUF

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Pursuant to Article 126-bis, paragraph 1, first sentence, 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 **March 24, 2025**, the integration of 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 the 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 required above, must be submitted to the certified e-mail address salvatore.ferragamo@legalmail.it (subject: "*Integration of the agenda pursuant to art. 126-bis, paragraph 1, TUF Salvatore Ferragamo Shareholders' Meeting 2025*").

The request must be accompanied by a report on the matters whose discussion is requested. It should be noted that integration is not allowed for matters on which the Shareholders' Meeting resolves, in accordance with the 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 integration 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 **April 1, 2025**) 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 Director's evaluation, if any, will be made available to the public at the Company's registered office, at the authorized eMarket Storage mechanism (<https://www.emarketstorage.it/>), and on the Company's website <https://group.ferragamo.com, Governance/Shareholders' Meeting/2025> Section.

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.

Faculty to individually submit resolution proposals before the Shareholders' Meeting

In addition to the foregoing, considering that attendance at the Shareholders' Meeting is provided exclusively through the Appointed Representative, persons entitled to attend 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 - may submit them at least 15 (fifteen) days prior to the Shareholders' Meeting and therefore by **April 1, 2025** to the certified e-mail address salvatore.ferragamo@legalmail.it (subject line "*Integration of the agenda pursuant to Article 126-bis, paragraph 1, penultimate sentence, TUF Salvatore Ferragamo Shareholders' Meeting 2025*").

These proposals will be published on the Company's website by **April 2, 2025**, in order to enable those entitled to vote to make an informed decision also taking into account these new proposals and enable the Appointed Representative to collect voting instructions on them, if necessary.

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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, and the legitimacy of the proponents. The legitimacy of individual submission of resolution proposals is subject to the Company's receipt of the communication from the intermediary provided for in Article 83-sexies of the TUF.

In the event of resolution proposals on items of the agenda that are alternative to those made by the Board of Directors, the Board's proposal will be first put to vote (unless it is withdrawn) and, only in the event that such proposal is rejected, the proposals of the shareholders will be put to vote. Such proposals, even if there is no proposal from the Board, will be submitted to the Shareholders' Meeting starting with the proposal submitted by the members representing the largest percentage of the capital. Only if the proposal put to vote is rejected, the following proposal in order of capital represented will be put to vote.

[Appointment of a Director or reduction in the number of members of the Board of Directors. Any resolutions pursuant to Article 2390 of the Italian Civil Code. Related and consequent resolutions.]

Following the resignation of Director Marco Gobetti, it is necessary to appoint a Director to supplement the composition of the Board of Directors or, alternatively, to reduce the number of its members.

It should be noted that, based on the provisions of Article 20 of the Bylaws, the list voting mechanism would not apply to this addition, and the Shareholders' Meeting will proceed with the legal majorities, subject to compliance with the minimum number of directors meeting the requirements of independence as well as the current regulations on gender balance.

Therefore, Shareholders are invited to submit nomination proposals for the integration of the Board of Directors or for the reduction of the number of its members within the terms and in the manner set forth in this notice (see the paragraphs "Right to add items to the agenda and to submit new resolution proposals pursuant to Article 126-bis, paragraph 1, first sentence, of the TUF" and "Faculty to individually submit resolution proposals before the Shareholders' Meeting").

Any 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 laws and regulations; and (iv) the candidate's curriculum vitae, containing exhaustive information on personal and professional characteristics with an indication of the administration and control offices held.

The Company will promptly post the proposals received on its website at <https://group.ferragamo.com, Governance/Shareholder Meeting/2025> Section as well as at the authorized eMarket Storage mechanism (<https://www.emarketstorage.it/>).

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Further information can be found in the Report on the items on the agenda prepared 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>, Governance/Shareholders' Meeting/2025 Section and on the authorized eMarket Storage mechanism (<https://www.emarketstorage.it/>).

Documentation

Information on the amount of 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 authorized 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/2025 Section.

Shareholders are entitled to inspect and obtain copies of all deposited documents.

The Bylaws and the 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>, Governance/Shareholders' Meeting/2025 Section) and at the authorized eMarket Storage mechanism (<https://www.emarketstorage.it/>), as well as in excerpts in the daily newspaper Milano Finanza on **March 15, 2025**.

Florence, March 14, 2025

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

Fine Comunicato n.1220-10-2025

Numero di Pagine: 10