

Informazione Regolamentata n. 1220-20-2025	Data/Ora Inizio Diffusione 16 Aprile 2025 15:48:55	Euronext Milan
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Societa' : SALVATORE FERRAGAMO

Identificativo Informazione : 204289
Regolamentata

Utenza - referente : FERRAGAMON06 - Benocci

Tipologia : 1.1; REGEM; 3.1

Data/Ora Ricezione : 16 Aprile 2025 15:48:55

Data/Ora Inizio Diffusione : 16 Aprile 2025 15:48:55

Oggetto : Shareholders' Meeting April 16, 2025

Testo del comunicato

Vedi allegato

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PRESS RELEASE

Salvatore Ferragamo S.p.A.: Ordinary and Extraordinary Shareholders' Meeting of April 16, 2025

- **Approved the Financial Statements as of December 31, 2024 and resolved to fully cover the loss for the year by using the Extraordinary Reserve.**
- **Redetermined the number of current Board members.**
- **Approved the Remuneration Policy.**
- **Determined the maximum limit of remuneration for directors holding special offices.**
- **Approved the amendment of Articles 21, 22 and 32 of the Bylaws.**

Florence, April 16, 2025 - The Ordinary and Extraordinary Shareholders' Meeting of Salvatore Ferragamo S.p.A. (Euronext Milan: SFER) met today in a single call under the Chairmanship of Leonardo Ferragamo.

The outcome of voting on the agenda items is shown below.

- Ordinary Part -

Approval of the 2024 Financial Statements and coverage of the operating loss achieved

The Ordinary Shareholders' Meeting, with the favorable vote of 99.987% of the votes represented at the Shareholders' Meeting, amounting to 84.503% of the total voting rights, approved the Financial Statements as of December 31, 2024 of Salvatore Ferragamo S.p.A, as presented by the

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Board of Directors on last March 6, 2025, which shows a loss for the year of 70,534,828 euros, including the negative effect of the *Impairment Test*, and also approved with the favorable vote of 99.999% of the votes represented at the Meeting, equal to 84.513% of the total voting rights, the full coverage of the loss for the year resulting from the financial statements as of December 31, 2024 through the use of the Extraordinary Reserve for the same amount.

The Salvatore Ferragamo Group's Consolidated Financial Statements for the year 2024 and the Sustainability Report for the year 2024 prepared in accordance with Legislative Decree 125/2024 were also presented at the Meeting.

Redetermination of the number of current Board members

Following the resignation of Chief Executive Officer Mr. Marco Gobbetti - tendered in execution of a mutual termination agreement of the administration and employment relationships signed with Salvatore Ferragamo S.p.A. effective March 6, 2025 - the Ordinary Shareholders' Meeting, with the favorable vote of 99.998% of the votes represented at the Meeting, equal to 84.512% of the total voting rights, upon the proposal of the controlling shareholder Ferragamo Finanziaria S.p.A, in amendment of the resolution passed at the Shareholders' Meeting held on April 23, 2024, redetermined the number of members of the Board of Directors in office at 9 (nine) (compared with the previous 10).

Approval of the Remuneration Policy

Pursuant to Article 123-ter paragraph 3-ter, of the Legislative Decree No. 58 of February 24, 1998 (“TUF”), the Ordinary Shareholders' Meeting, with the favorable vote of 95.867% of the votes represented at the Shareholders' Meeting, amounting to 81.020% of the total voting rights, approved the Company's policy on the remuneration of members of the administrative bodies, executives with strategic responsibilities and members of the control bodies with reference to the Financial Year 2025 as set out in the first section of the report on Remuneration Policy and compensation paid.

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The Ordinary Shareholders' Meeting, with the favorable vote of 98.897% of the votes represented at the Shareholders' Meeting, representing 83.581% of the total voting rights, also expressed a favorable opinion, pursuant to and for the purposes of Article 123-ter, paragraph 6, of the TUF, on the second section of the aforementioned report containing, among other things, an account of the compensation paid in the Financial Year ending on December 31, 2024.

Determining the maximum limit of remuneration for directors holding special offices

The Ordinary Shareholders' Meeting, with the affirmative vote of 96.944% of the votes represented at the Shareholders' Meeting, representing 81.930% of the total voting rights, passed a resolution pursuant to Article 27, paragraph 2 of the Bylaws, on the maximum limit of the remuneration payable to directors holding special offices pursuant to Article 2389, paragraph 3, of the Italian Civil Code.

- Extraordinary Part -

Approval of the amendment of Articles 21, 22 and 32 of the Bylaws

The Extraordinary Shareholders' Meeting, with the affirmative vote of 99.999% of the votes represented at the Meeting, equal to 84.513% of the total voting rights, resolved to amend Article 21 of the Bylaws in order to: *i)* introduce the possibility for the Board of Directors to also appoint more than one Vice Chairman; and *ii)* determine the precedence criteria if more than one Vice Chairman is actually appointed.

In addition, the Extraordinary Shareholders' Meeting, with the favorable vote of 99.999% of the votes represented at the Meeting, amounting to 84.513% of the total voting rights, resolved to amend Article 22 of the Bylaws, in order to link its text with the new text of Article 21 as approved above, thereby also inserting in Article 22 of the Bylaws the precedence criteria to be applied in

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assigning the chairmanship of Board meetings, in case the Chairman is prevented or absent, if more than one Vice Chairman has been appointed.

Finally, the Extraordinary Shareholders' Meeting, with the favorable vote of 99.999% of the votes represented at the Shareholders' Meeting, equal to 84.513% of the total voting rights, resolved to amend Article 32 of the Bylaws in order to align its clause with the provision set forth in Article 154-bis, paragraph 5-ter of the TUF, introduced by Legislative Decree No. 125 of September 6, 2024, implementing Directive 2022/2464/EU of the European Parliament and of the Council of December 14, 2022 ("**CSRD**") and, therefore, introducing in the text of the Bylaws the power for the Board of Directors, subject to the mandatory but non-binding opinion of the Board of Statutory Auditors, to appoint for the future a manager, other than the manager in charge of drafting corporate accounting documents, to attest sustainability reporting.

The summary voting record and the minute of Ordinary and Extraordinary Shareholders' Meeting will be made available to the public within the terms and in the manner prescribed by relevant regulations.

Salvatore Ferragamo S.p.A.

Salvatore Ferragamo S.p.A. is the parent company of the Salvatore Ferragamo Group, one of the leading players in the luxury industry, whose origins date back to 1927.

Salvatore Ferragamo is renowned for the creation, production, and worldwide distribution of luxury collections of shoes, leather goods, clothing, silk products, and other accessories for men and women, including eyewear, watches, and perfumes made under license.

Ferragamo continues to reinterpret and evolve its Founder's spirit and heritage with creativity, innovation and a sustainable approach. Uniqueness and exclusivity, along with the perfect combination of style and refined Made in Italy savoir-faire, are the hallmarks of all Ferragamo products.

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