

# FERRAGAMO

REPORT OF THE BOARD OF DIRECTORS PREPARED PURSUANT TO ART. 125-TER, PARAGRAPH 1, OF LEGISLATIVE DECREE NO. 58 OF FEBRUARY 24, 1998 (“TUF”) AND ART. 84-TER OF THE REGULATION ADOPTED BY CONSOB RESOLUTION NO. 11971 OF MAY 14, 1999, AND SUBSEQUENT AMENDMENTS AND ADDITIONS (“ISSUERS’ REGULATION”) ON THE PROPOSAL UNDER ITEM 5 ON THE AGENDA OF THE ORDINARY SHAREHOLDERS’ MEETING OF SALVATORE FERRAGAMO S.P.A. (“SALVATORE FERRAGAMO” OR “COMPANY”), CONVENED IN A SINGLE CALL, FOR APRIL 23, 2026.

**5. Report on remuneration policy and compensation paid. Related and consequent resolutions:**

**5.1 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 the TUF;**

**5.2 resolutions referred to in the second section of the report pursuant to Article 123-ter, paragraph 6, of the TUF.**

Shareholders,

the Board of Directors presents the report on remuneration policy and compensation paid (the “**Remuneration Report**”) prepared in accordance with the provisions of Article 123-ter of the TUF, Article 84-quater and Annex 3A, Schedule 7-bis of the Issuers’ Regulations and Article 5 of the Corporate Governance Code adopted by the Corporate Governance Committee of Borsa Italiana S.p.A..

Pursuant to Article 123-ter of the TUF, the Remuneration Report is divided into two sections, which are subject to two separate votes (on the first section, the resolution of the Shareholders’ Meeting is binding pursuant to Article 123-ter, paragraphs 3-bis and 3-ter of the TUF, while on the second section, the resolution of the Shareholders’ Meeting is non-binding and advisory pursuant to Article 123-ter, paragraph 6, of the TUF):

(a) the first section sets forth, among others, the Company’s policy on the remuneration of members of the Board of Directors, managers with strategic responsibilities, top management and, subject to the provisions of Article 2402 of the Italian Civil Code, the members of the Board of Statutory Auditors for the financial year 2026 (the “**Remuneration Policy**”), as well as the procedures used for the adoption and implementation of this Remuneration Policy;

(b) the second section, among other information, provides:

- (i) an adequate representation of each of the items that make up the remuneration paid in the financial year ending December 31, 2025 (the “**FY 2025**”) in favor of the members of the Company’s management and supervisory bodies and, in aggregate, to the Company’s managers with strategic responsibilities, highlighting their consistency with the Company’s remuneration policy related to the FY 2025;

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- (ii) an analytical representation of the compensation paid during the FY 2025 to the aforementioned persons in any capacity and in any form by the Company and its affiliates or subsidiaries, and illustrates how the Company took into account the vote cast given in the previous year on the second section of the Remuneration Report.

For detailed information, please refer to the Remuneration Report made available to the public, within the terms of the law and regulations, at the Company's registered office, Via Tornabuoni No. 2, 50123 Florence (FI), on the Company's website at <https://group.ferragamo.com>, Governance/Shareholders' Meeting/2026 Section, at the authorized eMarket Storage mechanism (<https://www.emarketstorage.it/>), as well as by other means required by current regulations.

The Shareholders' Meeting is therefore called upon to deliberate: (i) with a binding vote, on the Remuneration Policy outlined in the first section of the Remuneration Report; and (ii) in favor or against (thus with a non-binding but advisory vote) on the second section thereof.

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In light of the above, we therefore submit the following proposed resolutions for your approval:

## **5.1 Resolution proposal regarding the Company's Remuneration Policy referred to in the first section of the Remuneration Report pursuant to Article 123-ter, paragraphs 3-bis and 3-ter, of the TUF.**

*"The Ordinary Shareholders' Meeting of Salvatore Ferragamo, (i) having examined the report of the Board of Directors prepared pursuant to Article 125-ter of the TUF, and (ii) having examined the first section of the report on the remuneration policy and compensation paid adopted by the Company and prepared pursuant to Articles 123-ter of the TUF and 84-quater of the Issuers' Regulations as well as pursuant to Annex 3A, Schedule 7-bis of the Issuers' Regulations, amending any previous determination on this point*

*resolves*

- *to approve, pursuant to and for the purposes of Article 123-ter, paragraphs 3-bis and 3-ter of the TUF, the first section of the report on remuneration policy and compensation paid adopted by the Company and prepared pursuant to Articles 123-ter of the TUF and 84-quater of the Issuers' Regulations, which illustrates the Company's policy on the remuneration of members of the management and supervisory bodies, general managers, managers with strategic responsibilities and top management with reference to the financial year 2026 and members of the control bodies, as well as the procedures used for the adoption and implementation of this policy."*

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## **5.2 Resolution proposal concerning the second section of the Remuneration Report pursuant to Article 123-ter, paragraph 6, of the TUF.**

*"The Ordinary Shareholders' Meeting of Salvatore Ferragamo, (i) having examined the report of the Board of Directors prepared pursuant to Article 125-ter of the TUF, and (ii) having examined the second section of the report on the remuneration policy and compensation paid adopted by the Company and prepared pursuant to Articles 123-ter of the TUF and 84-quater of the Issuers' Regulations, as well as pursuant to Annex 3A, Schedule 7-bis of the Issuers' Regulations,*

*resolves*

- *to express a favorable opinion, pursuant to and for the purposes of Article 123-ter, paragraph 6, of the TUF, on the second section of the report on remuneration policy and compensation paid, adopted by the Company and prepared pursuant to Articles 123-ter of the TUF and 84-quater of the Issuers' Regulations, which illustrates each of the items that make up the remuneration of the members of the management and supervisory bodies, general managers and managers with strategic responsibilities of the Company, as well as the compensation paid to them for any reason and in any form during the financial year ending December 31, 2025."*

Florence, March 23, 2026

**Salvatore Ferragamo S.p.A.**

For the Board of Directors

The Chairman

Leonardo Ferragamo