



SAFILO GROUP S.p.A.

Registered office: 32044 Pieve di Cadore (BL), Piazza Tiziano no. 8

Share capital equal to Euro 284,109,825.00 fully paid in

Fiscal code, VAT number and registration number with the Companies' Register of Belluno
03032950242 - R.E.A. of the Belluno CCIAA 90811

NOTICE OF CALL OF THE ORDINARY SHAREHOLDERS' MEETING

The shareholders are hereby invited to attend the ordinary shareholders' Meeting of Safilo Group S.p.A. (hereinafter, the "**Company**") at its secondary office, located in Padua, at Settima Strada no. 15, to be held on October 5, 2011, at 11:00 am, in single call, to discuss and resolve upon the following:

AGENDA

- 1. Proposal to increase the number of the members of the Board of Directors from seven to eight; appointment of a new director; determination of the relevant remuneration; pertinent and consequent resolutions***
- 2. Appointment of the Chairman of the Board of Directors; pertinent and consequent resolutions***

Share capital and voting rights

The share capital of the Company is divided into no. 56,821,965 ordinary shares having a nominal value of Euro 5.00 each; every share gives the right to express one vote in the ordinary and extraordinary shareholders' Meetings of the Company.

Attendance to the Meeting

Pursuant to the provisions of law and article 10 of the Articles of Association, the entitlement to attend the Meeting and to exercise the voting right is certified by an apposite notice to be delivered to the Company, in accordance with applicable law, by an authorized intermediary, on the basis of the evidence coming from its accounting books and records, in favour of the individual/entity who/which results to be entitled to vote as

at the end of the seventh trading day prior to the date of the convened Meeting, *i.e.* September 26, 2011.

The individuals/entities who/which result as the owners of the shares after the above mentioned deadline shall not be entitled to attend and vote at the Meeting. Therefore, all crediting and debiting entries made on the accounts after the aforesaid deadline shall have no relevance for the purpose of the entitlement to the voting right at the Meeting.

In order to facilitate the verification on the entitlement, the concerned individuals/entities who/which have a copy of the notice delivered to the Company by their authorized intermediaries are invited to show such copy before the beginning of the Meeting.

The above mentioned notices shall be received by the Company from the authorized intermediary within the terms set forth by applicable law, *i.e.*, by the end of the third trading day prior to the date of the convened Meeting. The entitlement to attend and vote at the Meeting is however not prejudiced if and to the extent that the notices are received by the Company after the above mentioned deadline, but still before the actual beginning of the Meeting.

The attendance to the Meeting is governed by the provisions of law and applicable regulations, as well as by the provisions of the “Rules for the conduct of the shareholders’ Meetings” currently in force and available on the following website www.safilo.com/investors-eng.html.

The individuals/entities entitled to vote can be represented at the Meeting through a written proxy, in the cases and within the limits set forth by applicable law and regulations. A form for the proxy is also available on the Company’s website at the following address www.safilo.com/investors-eng.html as well as at the registered and secondary offices. The proxy can be delivered to the Company, at its registered office, by means of registered letter or by certified email (*posta elettronica certificata* - PEC) to be sent to the following email address: safilogroupspa@legalmail.it.

Please be informed that the Company, availing itself of the faculty granted by law and in accordance with article 10 of the Articles of Association, does not appoint a representative for the purposes of section 135-*undecies* of Italian Financial Act (“**T.U.F.**”).

Pursuant to article 127-ter of T.U.F., the shareholders can submit questions on the items on the agenda, also before the day of the Meeting, by serving such questions through registered letter to the registered office of the Company or by email at the following email address safilogroupspa@legalmail.it; the questions submitted before the Meeting will be answered during the Meeting at latest. The Company can give a sole answer to questions having the same content.

Integration of the agenda

Pursuant to section 126-bis of T.U.F., shareholders which, also jointly among them, represent at least 2.5% of the share capital may request in writing, within 10 days from the publication of this notice of call, an integration of the items to be discussed at the Meeting, specifying in the request the additional proposed topics for discussion. Within the deadline for the presentation of their request to integrate the items on the agenda, the requesting shareholders shall submit to the Board of Directors a report on such additional items. No integrations to the agenda are permitted with respect to those items on which, by operation of law, same Meeting is called to resolve by the Board of Directors or on the basis of a plan or report prepared by same Board of Directors, other than the reports which are ordinarily prepared by the Board on the items on the agenda.

With reference to the right of the shareholders to integrate the items on the agenda, reference is made, in any case, to the provisions of article 9 of the Articles of Association, available on the Company's website www.safilo.com/investors-en.html, and of applicable laws and regulations.

Proposal to increase the number of members of the Board of Directors from seven to eight and appointment of a new director.

With reference to the first item on the agenda, reference is made to what is illustrated under the directors' report on the items of the agenda, which will be made available to the public simultaneously with the publication of this notice of call.

It is specified, in particular, that, in relation to the appointment of only one member of the Board of the Directors, the "voting list" mechanism set forth in article 14 of the Company's Articles of Association shall not be applicable, and, therefore, the appointment of such

additional member will take place through a resolution adopted in accordance with the majorities set forth by the law.

The shareholders that intend to submit proposals relating to the appointment of an additional member of the Board of Directors are invited to submit the relevant candidacies along with: (i) the professional *curricula* of the candidates, (ii) the statements whereby the single candidates accept their candidacy and attest, under their own responsibility, that there is no cause of non-eligibility and/or incompatibility set forth by the law, as well as the possession of the requirements set forth by the law and regulations for the members of the Board of Directors, including the specification of the possible suitability of the same to be qualified as independent pursuant to article 3 of the Corporate Governance Code, as well as article 148 paragraph 3 of T.U.F., and (iii) adequate documentation that attests the entitlement to submit the candidacy.

The abovementioned shareholders are invited to deposit possible candidacy proposals, along with the abovementioned ancillary documentation, (i) by means of registered letter to SAFILO GROUP S.p.A. - Legal and Corporate Department – Settima Strada n. 15, 35129 Padova, or (ii) certified email (PEC) to be sent to the following email address safilogroupspa@legalmail.it possibly within the [tenth] day prior to the date of the Meeting, in order to allow the Company to make available to the public the abovementioned documentation.

Appointment of the Chairman of the Board of Directors.

With reference to the second item on the agenda, reference is made to what is illustrated under the directors' report on the items on the agenda, which will be made available to the public, simultaneously with the publication of this notice of call.

It is specified, in particular: (i) that, the current Chairman of the Board of Directors has resigned from his office, with no prejudice to his office as member of the Board of Directors of the Company, with effect starting from the date of his own possible replacement; and (ii) that the appointment of the new Chairman will take place in accordance with the majorities provided by the law, also because in relation to the appointment of the Chairman the voting list mechanism under article 14 of the Articles of

Association is not applicable.

Documentation

The Articles of Association of the Company and the “Rules for the conduct of the shareholders’ Meetings”, which are available for the shareholders at the registered office of the Company, are also published on the following website www.safilo.com/investors-en.html. On the same website the documents and information referred to under section 125-*quarter* of T.U.F. are also published.

The documentation relating to the convened Meeting, including the documentation referred to under 125-*ter* of T.U.F. (the report on the items on the agenda), will be made available to the public, simultaneously with the publication of this notice of call, at the registered and secondary offices of the Company and at Borsa Italiana S.p.A., as well as on the Company’s website at the following web address www.safilo.com/investors-en.html. The shareholders are entitled to obtain a copy thereof.

Padua, August 4th, 2011

**For the Board of Directors
Melchert Frans Groot
Chairman**

This notice of call, in Italian language, is also published by the Company, on the daily newspaper “La Repubblica” of August 4th, 2011.