



SAFILO GROUP S.p.A.

Sede Legale: 32044 Pieve di Cadore (BL), Piazza Tiziano n. 8

Capitale Sociale Euro 71.348.532,00 interamente versato

C.F., P.IVA e Registro Imprese di Belluno 03032950242 - R.E.A. della CCIAA di Belluno 90811

**RETRACTION OF THE NOTICE OF CALL OF THE EXTRAORDINARY
SHAREHOLDERS' MEETING FOR 23RD, 24TH, AND 30TH NOVEMBER 2009**

With reference to the extraordinary Shareholders' Meeting called for 23rd November 2009 at 11.00am, in first call, 24th November 2009 at 11.00am in second call, and 30th November 2009 at 11.00am, in third call, to be held at the Company's secondary offices in Padova, Settima Strada 15, as published in the newspaper "Corriere della Sera", it is communicated that, in consideration of the fact that on 9th November 2009 antitrust authorisation from the European Commission regarding the operation with the partner HAL HOLDING NV to strengthen the capital and financial structure of the Company and Group was requested, and that the term for the relative decision will therefore expire on 14th December 2009, it is considered necessary to retract this notice of call and proceed to issuing a new call for the Shareholders' Meeting for a later date in order to discuss and deliberate the same agenda, with some amendments which will be therein specified.

**This communication is therefore to be considered formal retraction of the
aforementioned notice of call.**

Padova, 12th November 2009

Chairman of the Board of Directors
Vittorio Tabacchi



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NOTICE OF CALL OF EXTRAORDINARY SHAREHOLDERS' MEETING

Further to the retraction of the call of the Extraordinary Shareholders' Meeting, planned to be held on 23rd, 24th, and 30th November 2009 (as communicated in the notice of call issued on 11th November 2009), the invitation to Shareholders to attend the Shareholders' Meeting is renewed for 14th December at 5.00pm, in first call, 15th December 2009 at 11.00am, in second call, and 16th December 2009 at 11.00am, in third call, to be held at the Company's secondary offices in Padova, Settima Strada 15, to discuss and deliberate the following:

Agenda:

1. *Amendments to the Articles of Association – Related and consequent matters*
2. *Proposals for:*
 - a. *A reserved capital increase, against payment, of a total amount of 12,842,735.40 Euro (inclusive of share premium), and therefore within the limit of 10% of the pre-existing share capital, to HAL Holding N.V., and therefore with exclusion of the right of first refusal according to article 2441, comma 4, second part, Italian Civil Code, through the issue of 28,539,412 ordinary shares, at a subscription price of 0.45 Euro per share, of which 0.25 Euro is the nominal value and 0.20 is the share premium, whose characteristics are identical to those of the outstanding shares at the time of their issue, and which will benefit from the right of first refusal deriving from the subsequent capital increase, whose reserved increase must be carried out by 31st December 2010 – Related and consequent matters*
 - b. *Rights issue, against payment, of a total amount up to a maximum of 250.041.754 Euro (inclusive of share premium), to take place in various stages, to be offered in option rights to all the Company's*



shareholders, according to article 2441, comma 1, Italian Civil Code, through the issue of 822.505.770 ordinary shares, at a subscription price per share of 0.304 Euro, of which 0.25 Euro is the nominal value and 0.054 is the share premium, whose characteristics are identical to those of the outstanding shares at the time of their issue, and whose share increase must be carried out by 31st December 2010 - Related and consequent matters

It is to be noted that the amount related to the capital increase to be offered in option rights to all of the Company's Shareholders - originally foreseen for a total of Euro 250.000.000 (inclusive of share premium) has been modified to a total of Euro 250.041.754 (inclusive of share premium). This modification has been applied with the aim of providing for an option ratio which facilitates as much as possible the ways in which all the shareholders can adhere to the offer.

In accordance with article 126-bis of the Legislative Decree n. 58/1998, shareholders who, alone or jointly, represent at least 2.5% of share capital may request, within 5 working days of the publication of this notice, that additional items be placed on the agenda, specifying in such request the additional proposed subjects for discussion.

In accordance with the law and article 10 of the Articles of association, shareholders are entitled to take part in the Shareholders' Meeting if they have deposited the appropriate communication issued by authorised intermediaries at the Company's registered office at least two working days before the date of the Shareholders' Meeting and have not withdrawn it before the Meeting takes place, pursuant to article 85, 4 co. of Legislative Decree 24/02/1998 n. 58, and nevertheless in accordance with applicable regulations. Every shareholder may be represented in the Meeting by written proxy, in the cases and to the extent allowed by law. More specifically, legal entities and companies may be represented, other than by their legal representative, by a special proxy holding a written mandate, which may be a simple letter signed by the legal representative. The form at the bottom of the communication authorised by the intermediary may be used as a mandate.

The share capital is divided into 285,394,128 ordinary shares, each one equivalent to 0.25 Euro; each share gives the right to one vote.



The Articles of Association and the Shareholders' Meeting Regulations, whose current contents can be consulted by shareholders at the Company's registered offices, are published online at: www.safilo.com/it/investors.html.

Documentation regarding the subjects on the agenda will be made available to the public, within the terms prescribed by the current regulations in force, at the Company's registered office and at the Italian stock exchange, Borsa Italiana S.p.A., and will also be available on the company's website at www.safilo.com in the "Investor Relations" section. Shareholders may obtain a copy.

In view of the share composition of the Company and what has occurred on previous occasions, it is foreseen that the Shareholders' Meeting should convene and deliberate in second or third call.

Padova, 12th November 2009

Chairman of the Board of Directors
Vittorio Tabacchi