



## **SAFILO GROUP S.p.A.**

Registered office in Pieve di Cadore (BL), Piazza Tiziano, n. 8 and secondary office in Padova (PD), Via Settima Strada n. 15  
Share Capital: Euro 71,348,532.00, subscribed and paid in Tax, VAT and Belluno Company's office registration number  
03032950242 – Belluno Chamber of Commerce no. 90811

### **NOTICE OF CALL OF ORDINARY SHAREHOLDERS' MEETING**

The Shareholders are hereby invited to attend the Shareholders' Meeting in Padova, Settima Strada 15, to be held on 27<sup>th</sup> March 2010 at 12.00am in first call, on 29<sup>th</sup> March at 12.00 am in second call, to discuss and deliberate the following:

#### **AGENDA**

***1. Appointment of the Board of Directors and its Chairman, following determination of the number of members and of remuneration for the entire duration of the period of office; Related and consequent matter***

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at the Company's registered office at least two working days before the date of the Shareholders' Meeting and have not withdrawn it before the Meeting takes place, pursuant to article 85, 4 co.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 313,933,540 ordinary shares, each one equivalent to 0.25 Euro; each share gives the right to one vote.

#### **List vote for the appointment of the Board of Directors**

With reference to subject on the agenda, it is hereby underlined that, as prescribed by article 14 of the Articles of Association:

- the Board of Directors is appointed on the basis of lists of candidate presented by shareholders who own, alone or together with others, at the time of presenting the list



and through until the date of the meeting, at least 2% of the share capital consisting of shares with voting rights at Ordinary Shareholders' Meetings, and who must give proof of their ownership of the number of shares required of list presentation by the same date;

- the lists of the candidates, listed with a sequential number up to 15, must be signed by those presenting them and filed at the Company's registered office at least 15 days in advance of the date set for the first calling of the Shareholders' Meeting;
- the documentation and the statements indicated in article n. 14, letter A) of the Articles of Association must be filed by the same deadline together with each list;
- each shareholder entitled to do so may present or participate in the presentation of only one list each candidate may appear in only one list, otherwise they will be not eligible. Lists presented which are not in accordance with the prescriptions contained in article 14 letter A), of the Articles of Association shall be treated as if they had not been presented.

For any information concerning the means of preparing, presenting and voting lists, please refer to article 14 of the Articles of Association, available at the Company's registered office, the secondary seat and published on the Company website [www.safilo.com/it/investors.html](http://www.safilo.com/it/investors.html).

To assist the checking of the documentation relative to lists for the appointment of the Board of Directors, shareholders filing lists are hereby invited to send the aforementioned documentation to SAFILO GROUP S.p.A. - Direzione Affari Legali e Societari - Settima Strada n. 15, 35129 Padova, by anticipating it by fax to fax no. 0039 049 698 7173

\*\*\*

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](http://www.safilo.com/it/investors.html).

Documentation regarding the subject 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/it/investors.html](http://www.safilo.com/it/investors.html). Shareholders may obtain a copy.

Padova, 25<sup>th</sup> February 2010

On behalf of the Board of Directors  
Chairman: Vittorio Tabacchi