



SAFILO GROUP S.p.A.

Registered office: 35129 Padua, Settima Strada no. 15

Share capital equal to Euro 313,299,825.00 fully paid in

Fiscal code, VAT number and registration number with the Companies' Register of Padua
03032950242 - R.E.A. of the Padua CCIAA 358600

NOTICE OF CALL OF THE ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETING

The shareholders are hereby invited to attend the Ordinary and Extraordinary Shareholders' Meeting of SAFILO GROUP S.p.A. (hereinafter, the "**Company**") at its registered office located in Padua, at Settima Strada no. 15, to be held on April 24, 2018 at 10.00 a.m., in single call, to discuss and resolve upon the following:

AGENDA

ORDINARY SESSION

- 1. Separate Financial statements as at December 31, 2017; Presentation of the consolidated financial statements as at December 31, 2017; Reports of the Directors, the Board of Statutory Auditors and the Auditing Company; related and consequent resolutions**
- 2. Exam of the Remuneration Report; resolutions pursuant to Article 123-ter of Legislative Decree 58/98**
- 3. Appointment of the Board of Directors, with the previous determination of the number of members; Determination of their remunerations for the entire term of their office; related and consequent resolutions**
- 4. Authorization to the purchase and disposal of treasury shares pursuant to Article 2357 and following Articles of the Italian Civil Code as well as to Article 132 of Legislative Decree 58/1998 and related implementing provisions, subject to revocation of the authorisation granted by the ordinary Shareholders' meeting of April 26, 2017; related and consequent resolutions**
- 5. Proposal for the amendment of some terms and conditions of the Stock Option Plan 2017/2020; related and consequent resolutions**

EXTRAORDINARY SESSION

- 1. Proposal for the integration of the resolution of the capital increase, with exclusion of the option right pursuant to Article 2441, 4th paragraph, second part, of the Italian Civil Code, at the service of a stock option plan (Stock Option Plan 2017-2020) approved by the extraordinary Shareholders' Meeting on April 26, 2017, with the inclusion of a**



minimum issuance price; consequent amendments to Article 5 of the Articles of Association; related and consequent resolutions

Share capital and voting rights

The share capital of the Company, equal to Euro 313,299,825.00, is divided into no. 62,659,965 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' meeting 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 a notice to be delivered to the Company, in accordance with applicable law, by an authorized intermediary, on the basis of 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. April 13, 2018 (so called *record date*).

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 Meeting starts.

The above-mentioned notices shall be received by the Company from the authorized intermediary within the end of the third trading day prior to the date of the convened Meeting (i.e. by April 19, 2018). 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 Meeting starts.

The attendance to the Meeting is governed by the provisions of law and applicable regulations, as well as by the provisions of the "Shareholders' Meeting Regulations", available on the following website www.safilogroup.com/investors-eng.html.

Right to ask questions before the Meeting

The individuals/entities entitled to vote can submit questions on the items on the agenda, also before the day of the Meeting, by serving such questions within April 20, 2018 through registered letter to the registered office of the Company (to the attention of the Legal and Corporate Affairs Department) or by email at the following email address safilogroupspa@legalmail.it, together with



the notice attesting ownership of the shares to be delivered by the intermediary where the stockholder's shares are held.

The questions submitted before the Meeting will be answered during the Meeting at the latest. The Company can give a sole answer to questions having the same content.

Integration of the agenda and submission of new resolution proposals

Pursuant to Article 126-bis of TUF, shareholders which, also jointly among them, represent at least one fortieth of the share capital, may request in writing, within ten days from the publication of this notice, an integration of the items to be discussed at the Meeting, specifying in the request the additional proposed topics for discussion, or present resolution proposals on items already included in the present notice. The requests, together with the notice attesting ownership of the shares, are presented in writing through registered letter to the registered office of the Company (to the attention of the Legal and Corporate Affairs Department) or by email at the following email address safilogroupspa@legalmail.it.

Within the deadline for the presentation of their request to integrate the items on the agenda and with the same modalities, the requesting shareholders shall submit to the Board of Directors a report on such additional items or on the additional resolution proposals on items already included in the agenda.

The possible integrated list of items to be discussed at the Shareholder's Meeting or the additional resolution proposals on items already included in the agenda will be made available to the public in the same ways as prescribed for the publication of this notice, at least fifteen days prior to the date scheduled for the Meeting.

No integrations of the agenda are permitted with respect to those items upon which, pursuant to the law, the same Meeting is called to resolve based on the proposal of the Board of Directors or based on a plan or report drawn up by same Board of Directors, other than the reports which are ordinarily drawn up by the Board on the items on the agenda.

Proxies

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.safilogroup.com/investors-eng.html as well as at the registered office. The proxy can be delivered by means of registered letter to the registered office of the Company (to the attention of the Legal and Corporate Affairs Department) or by email at the following email address safilogroupspa@legalmail.it.



In place of the original, the representative may deliver or transmit a copy of the proxy, also in electronic format, confirming the compliance of the proxy form to the original and the identity of the delegating party.

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 article 135-undecies of TUF.

Appointment of the Board of Directors

With reference to item no. 3 on the agenda – ordinary session – please note that, as set forth by Article 14 of the Articles of Association:

- the Board of Directors shall be appointed on the basis of lists presented by shareholders which, alone or together with others, at the moment of presentation of the list, own a number of shares representing at least 4.5% of share capital. The certificate attesting the ownership of at least the minimum shareholding required to present a list of candidates, determined having regard to the amount of shares registered in favour of the concerned shareholders on the same day when the lists are deposited with the Company, can be delivered to same Company also after the deposit of the lists, provided that such certificate is delivered at least 21 days before the date of the Shareholders' Meeting (i.e., by April 3, 2018);
- The lists, containing the names of the candidates in a progressive order up to 15 candidates and duly signed by the shareholders presenting them, shall be filed at the Company's registered office at least 25 days before the date of the Shareholders' Meeting (i.e., by March 30, 2018). The presented lists shall be accompanied by the documentation and declarations detailed under Article 14, letter A), of the Articles of Association.
- the candidates' lists shall be made available to the public by April 3, 2018 at the registered office of the Company, at the central storage of regulated information www.1info.it as well as on the Company's website www.safilogroup.com/investors-eng.html;
- no individual/entity attending the meeting, none of the shareholders belonging to a shareholders' agreement relating to the Company's shares as defined by Article 122 of TUF, nor the parent company, subsidiaries or companies under common control pursuant to article 93 of TUF, may present or vote for more than one list, including through a third party or trust companies;
- no candidate may appear in more than one list, otherwise he/she will be disqualified.



The lists filed without complying with the provisions of Article 14, letter A), of the Articles of Association will be deemed as not filed.

Each list shall contain a number of candidates who satisfy the independence requirements for statutory auditors established in Article 148, paragraph 3, of TUF, specifying such candidates clearly.

In addition each list, except for those containing less than three candidates, shall be composed of a number of candidates belonging to the underrepresented gender (masculine or feminine) so that, should such list result as the Directors Majority List (as defined by the Articles of Association), from such list a number of directors belonging to the underrepresented gender are elected equal to, at least, one third of the elected Directors.

For any other information concerning the modalities of preparation, presentation and voting of the lists, reference is made to the provisions of Article 14 of the Articles of Association available at the registered office of the Company and published on the website at the following address www.safilogroup.com/investors-eng.html, as well as to the illustrative report to the Board of Directors, available at the central storage of regulated information www.1info.it as well as on the Company's website www.safilogroup.com/investors-eng.html.

In order to allow the Company to identify the depositing shareholders, such deposit of the lists, along with the ancillary documentation, can be made through (i) delivery by registered letter to the registered office of the Company (to the attention of the Legal and Corporate Affairs Department), or (ii) by email to the following email address safilogroupspa@legalmail.it.

Documentation

The Articles of Association of the Company and the Shareholders' Meetings Regulations are available for the shareholders at the registered office of the Company and are also published on the following website www.safilogroup.com/investors-en.html.

The documentation relating to the convened Shareholders' Meeting, including the Board of Directors' reports on the items of the agenda, will be made available to the public, within the deadlines set forth by applicable law, at the registered office of the Company, at the central storage of regulated information www.1info.it as well as on the Company's website at the following web address www.safilogroup.com/investors-en.html.

The shareholders are entitled to obtain a copy thereof.

Padua, March 15, 2018

For the Board of Directors
Eugenio Razelli
Chairman