



REGULATIONS **OF THE** **TRANSACTIONS WITH RELATED PARTIES COMMITTEE**

ARTICLE 1 - PRELIMINARY PROVISIONS

These Regulations ("**Regulations**") define the composition, the appointment, the duties and the operating rules of the Transactions with Related Parties Committee ("**Committee**"), that was formed within the Board of Directors of SAFILO GROUP S.p.A (the "**Company**").

ARTICLE 2 - COMPOSITION

The members of the Committee are appointed and may be dismissed by means of a resolution of the Board of Directors.

The Committee is composed by three independent directors. Except for resignation or revocation, the members of the Committee remain in office for a three-year period, corresponding to the office term of the Board of Directors that appointed them. Any directors appointed as replacement of the original members will expire together with those in office at the time of their appointment.

ARTICLE 3 - CHAIRMANSHIP

The Transactions with Related Parties Committee appoints among its members a Chairman whose responsibility is to convene and lead the meetings of the Committee, coordinating and planning the activities of the Committee.

ARTICLE 4 – MEETINGS

The Committee is convened, for the performance of its its duties, by the Chairman any time he/she deems it necessary - on his/her initiative or following a written request from at least one of its members or any time the Chairman of the Board of Statutory Auditors or the Chairman of the Board of Directors or the Chief Executive Officer request for a meeting of the Committee.

The meetings are held at the registered office of the Company or in another location indicated by the Chairman or exclusively by means of teleconference and/or videoconference (and, therefore, not in a specific physical place) in compliance with the conditions set forth below.

The notice, including the date, time and location, if any, of the meeting as well as the list of the items to be

discussed, shall be sent by e-mail to each one of the members with at least a 5 day notice, or at least a 2 day notice in case of an emergency.

The Committee may however take valid decisions, even without a formal notice of call, if all the members are present.

The Chairman presides over the Committee meetings, in his/her absence or impediment the oldest member will take the chair; participation to the Committee meetings via video or teleconference is permitted (of some or of all its members, in case the meeting is convened exclusively by means of teleconference and/or videoconference), on condition that it is possible to identify all participants (and such identification must be reported in the related minutes) and they must be able to follow the discussion of the items on the agenda and intervene in real time and exchange, if it is the case, documents.

The members of the Board of Statutory Auditors may attend the meetings of the Committee.

The Chairman may invite to attend the meetings of the Committee, without voting rights, the Chairman of the Board of Directors, the Chief Executive Officer, other Directors as well as external third parties whose presence may be of help in the better performance of the Committee's functions, and also, by informing the Chief Executive Officer, the managers of the corporate functions, competent with reference to the topics on the agenda.

The supporting documentation shall be made available to the members of the Committee on the same date the meeting notice of call is sent out, when possible, and in any case at least two days before the Committee meeting, save for exceptional justified cases when the documentation can be provided directly during the meeting.

The confidentiality of the documentation supporting Committee meetings is guaranteed through the use of a dedicated online platform where the documentation to be discussed during the Committee is uploaded, with password-protected access.

In the performance of its duties, the Committee is entitled to have access to the Company information and functions necessary for the performance of its tasks, as well as to consult with external advisors of its choice and at the Company's expenses, provided that they are bound by a confidentiality agreement and on condition that their independence and lack of conflicts of interests have been verified, chosen among subjects of renowned professionalism and competence.

ARTICLE 5 - ESTABLISHMENT AND RESOLUTIONS

The Committee meetings are validly held if the majority of its members are in attendance.

In case one or more than one member of the Committee is a related party in a transaction under evaluation, they shall timely inform the Committee; should that be the case, the alternative procedure set forth in the TRP Regulations (s defined below) shall apply.

The resolutions of the Committee are considered valid with a favourable vote from the majority of the members in attendance. Should the votes be equal, the person chairing the meeting will have the casting vote.

ARTICLE 6- MINUTES

Minutes must be taken of the meetings of the Committee which, transcribed in the book held for this purpose, must be signed by the person chairing the meeting and the secretary appointed from time to time, even from among those who are not members of the Committee.

In case the Committee is asked to resolve upon a Transaction with Related Party of Greater Importance, the minutes shall report that at least one of its members was involved in the negotiation phase and the initial inquiries and that the Committee timely received complete and adequate information. The minutes of the meetings of the Committee are filed in chronological order. Copy of the minutes shall be sent to the members of the Committee and to the members of the Board of Statutory Auditors.

ARTICLE 7 - NOTIFYING THE BOARD OF DIRECTORS

The Chairman of the Committee notifies the Board of Directors of all activities it carries out at the first possible Board meeting.

ARTICLE 8 - REMUNERATION

The members of the Committee have the right to be reimbursed for expenses incurred for reasons relating to their office. The Board of Directors may award additional remuneration to the members.

ARTICLE 9 – FINANCIAL RESOURCES

Financial resources, adequate to the performance of its duties, shall be made available to the Committee. To this end, the Board of Directors may alternatively resolve to allocate an ad hoc budget to the Committee or, from time to time, to pay for expenses that could be needed.

ARTICLE 10 - DUTIES OF THE TRANSACTIONS WITH RELATED PARTIES COMMITTEE

The Committee shall perform the functions assigned to it by the Regulations for Transactions with Related Parties (“**TRP Regulations**”), adopted by the Company in compliance with the provisions of CONSOB Regulation no. 17221 of March 12, 2010, as subsequently amended, containing provisions regarding transactions with related parties.

In particular, based on the TRP Regulations, the Committee’s main duty is to express specific reasoned opinions on the interest of Safilo – as well as of the companies involved from time to time directly or indirectly controlled by the same – in Transactions with Related Parties, of Greater and of Lesser Importance, expressing its opinion, based on timely and adequate information flows, on the convenience and substantial correctness of the related terms and conditions.

In the case of Transactions with Related Parties of Greater Importance, the Committee takes part in the negotiation and the initial inquiries by means of a complete and timely information flow and may also address to the Chief Executive Officer and to the subjects involved in the negotiations or in the preliminary activities requests for information or remarks related to the Transaction.

Furthermore, the Committee shall clarify cases, submitted to its attention, where the identification of a

related party, that is the ordinary nature of a transaction, is controversial.

The Committee must finally issue a prior favorable opinion to the Board of Directors called to resolve upon any amendments to the TRP Regulation.

ARTICLE 11 - AMENDMENTS

These Regulations may be amended by resolution of the Board of Directors, which may, from time to time, delegate to its members any power to amend these Regulations, within specific limits of their powers.

The Committee periodically verifies the adequacy of the present Regulations and submits to the Board of Directors any proposal for amendment or integration.