

GUIDELINES ON THE CHARACTERISTICS RELEVANT TO THE NEW BOARD OF
STATUTORY AUDITORS
SAFILO GROUP S.P.A.
TO BE APPOINTED BY THE UPCOMING SHAREHOLDERS' MEETING

Document approved by the outgoing Board of Statutory Auditors during the meeting of February 22, 2023 based on the 2020 pursuant to the Rules of Conduct of the Boards of Statutory Auditors for listed companies by the National Council of Chartered Accountants and Accounting Experts issued on April 26, 2018.

Dear Shareholders,

with the approval of the financial statements as at December 31, 2022, the mandate of the current Board of Statutory Auditors expires and the next Shareholders' Meeting shall therefore resolve upon the renewal of the Board of Statutory Auditors:

1. INTRODUCTION AND REFERENCE CONTEXT

The “*Rules of Conduct of the Boards of Statutory Auditors for listed companies*” by the National Council of Chartered Accountants and Accounting Experts issued on April 26, 2018 recommend, *inter alia*, to the Statutory Auditors to send to the Issuer, in view of the renewal of the Board of Statutory Auditors, a summary document of the activities carried out, indicating the number of meetings and the commitment required, in order to allow the Shareholders and candidates for Statutory Auditors to evaluate the characteristics, skills and professionalism deemed as appropriate for the role, the commitment and time required and the adequacy of the related remuneration for the performance of the office (Rule Q.1.6).

Therefore, the current Board of Statutory Auditors of Safilo Group S.p.A. based on its own experience and following the self-assessment process carried out, hereby makes available to the Shareholders and to the candidates for Statutory Auditors this document containing “Guidelines on the Characteristics Relevant to the New Board of Statutory Auditors” which includes a summary of skills and competences additional to those set forth by the law and in line with the “Diversity Policy of the Board of Statutory Auditors”, approved by the Board of Directors on December 10, 2018, that can contribute to the efficient and effective functioning of the Board of Statutory Auditors, as well a summary of the activities carried out and the commitment required.

* * *

2. COMPOSITION OF THE BOARD OF STATUTORY AUDITORS – RELEVANT CHARACTERISTICS

Based on its own experience, the outgoing Board of Directors identifies as a first element of fundamental importance in the adequate availability of time to devote to an effective performance of the role.

In order to monitor the concrete functioning of the internal control and risk management system, in addition to adequate planning of the Board of Statutory Auditor's own activities and periodic meetings (individual or joint with the Control and Risk Committee), the participation in the Board of Directors Committees is essential, which allow the in-depth analysis of the issues and decision-making topics presented more briefly to the Board of Directors.

The Board of Statutory Auditors of Safilo Group participates in its entire composition, except for justified absences, to all the internal committees, even if the regulations of the same deems the mere presence of the Chairman of the Board of Statutory Auditors as sufficient.

Competence; professionalism and experience of the members of the Board of Statutory Auditors are also fundamental: the responsibilities attributed to the supervisory activity of the body, also as an Internal Control and Audit Committee, require that the selected professionals have adequate experience in the corporate governance of listed companies and, possibly, awareness of the relevant issues posed both by sustainability and by the evolution underway in the sector in which the company operates.

In line with the "Diversity Policy of the Board of Statutory Auditors" approved by the Board of Directors on December 10, 2018, the Board of Statutory Auditors also recognizes the value of diversity in its composition both as regards gender, as provided for by the law, and with reference to professional diversity, while also maintaining a balanced combination of seniority and age, to be able to strike a balance between continuity and innovation needs in the management.

The Board of Statutory Auditors reminds that, based on the Articles of Association (Article 27) and with regard to the experience requirements under Article 1 of Ministry of Justice Decree 162 dated 30 March 2000, "*activities that are considered strictly pertinent to those of the Company are those matters concerning commercial or tax law, economics or corporate finance and the sectors of activity listed in Article 4 above and the sectors of fashion, luxury goods, manufacturing industry, finance, banking and insurance.*"

The Board of Statutory Auditors has also identified teamwork as another fundamental element for its efficient and effective functioning, which is expressed in a constant comparison of opinions and sharing of the work program and the methods of recording contents. If the Chairman of the Board of Statutory Auditors can be the first interface in relations with the other Corporate Bodies and with corporate entities in general, and in particular with those responsible

for managing the internal control and risk management system, it is only in the coordination of action and in the spirit of cohesion within the Board of Statutory Auditors that it is possible to address the complexities of the role in a constructive and balanced way.

* * *

3. ACTIVITES CARRIED OUT AND REQUIRED COMMITMENT

The Board of Statutory Auditors in office consists of the Chairman of the Board of Auditors and 2 Standing Statutory Auditors, in office for the entire three-year period 2020-2022.

As required by the “Rules of Conduct of the Boards of Statutory Auditors for listed companies” (issued by the National Council of Chartered Accountants and Accounting Experts), the Board of Statutory Auditors deems it appropriate to provide some guidelines in order to allow the Shareholders and candidates for Statutory Auditors to assess the adequacy of the remuneration for the office as Statutory Auditor, also in relation to the time commitment for the performance of their office and to the required professional skills and experience.

Taking into account the 2022 financial year, for the ordinary part of the activities of the supervisory body (with the exception of extraordinary activities linked to the selection process for the appointment of the Independent Auditors for the nine-year period 2023-2031), the Board of Statutory Auditors held the following number of meetings during 2022 (without counting participation in the Internal Committees):

- no. 8 meetings that were recorded by means of minutes, during which the Independent Auditors were frequently involved.

The average duration of the meetings of the Board of Statutory Auditors was approximately 2 hours and 25 minutes.

The Standing Statutory Auditors are also members of the company’s Supervisory Board (ODV) and the Chairman of the Board of Statutory Auditors also participates in its meetings (100% of the meetings).

The degree of participation of the Statutory Auditors in the meetings is 100% and, in the performance of their duties, no assistants have been used.

In addition, the Chairman of the Board of Statutory Auditors and the Standing Statutory Auditors participated in all the meetings of the Board of Directors and of the Internal Committees established by Safilo Group S.p.A. and the Shareholders’ Meeting during 2022, as follows:

- Board of Directors: 8 meetings (96% attendance);
- Control and Risk Committee: 5 meetings (100% attendance);
- Remuneration and Nomination Committee: 2 meetings (100% attendance);
- Related Parties Transactions Committee: one meeting (67% attendance);

- Sustainability Committee: 3 (100% presence);
- Shareholders' Meeting: no. 1 Ordinary Shareholders' Meeting (100% attendance).

The Board of Statutory Auditors does not hold joint meetings with the Control and Risk Committee, and all the members of the Board of Statutory Auditors have participated in its meetings.

It should also be taken into account the time dedicated to the preparation of the meetings, which includes the prior analysis of copious documentation, the subsequent revision of the various minutes and the frequent informal meetings.

The number of meetings, and the consequent time commitment required of the Statutory Auditors, may be higher in financial years characterized by extraordinary situations, as in the case of the 2022 financial year affected by the selection process for the Independent Auditors to be appointed for the nine-year period 2023-2031, or as in the case of financial years affected by M&A transactions.

In line with the provisions of the Corporate Governance Code, the Rules of Conduct of the Boards of Statutory Auditors for listed companies state that the determination of the remuneration of the members of the Board of Statutory Auditors must be adequate and in any case determined with regard to the competence, professionalism and time commitment required for their assignment, taking into account the complexity of the same, also in relation to the size and activity carried out by the issuer, as well as the extension and articulation of the organizational structure of the same.

Particular attention must also be paid to the constant commitment of the Statutory Auditors in their activities and in their active participation in the meetings of the internal committees.

In this regard, the outgoing Board of Statutory Auditors considers that all the above criteria have been taken into due consideration in determining their remuneration.

Padova, February 22, 2023

The Board of Statutory Auditors of Safilo Group S.p.A.

Carmen Pezzuto – Chairman

Roberto Padova – Standing Statutory Auditor

Bettina Solimando – Standing Statutory Auditor