

**SAFILO GROUP SPA**  
**SHAREHOLDERS' MEETING REGULATIONS**

**Article 1**

These Regulations discipline the procedures of the Company's ordinary and extraordinary Shareholders' Meetings.

**Article 2**

**2.1** The shareholders and others holding the right to vote pursuant to law and the Company's Articles of Association may participate in the Shareholders' Meetings.

**2.2** Representation by proxy is possible in cases allowed by law and the Company's Articles of Association.

**Article 3**

**3.1** Those managers, employees, collaborators or consultants of the Company, as well as the Directors, Statutory Auditors, managers, employees, collaborators or consultants of other companies of the Group, whose presence is deemed as useful with regard to the issues to be discussed and for the execution of the activities of the Shareholders' Meeting, may attend the said Meetings, in as much as authorised by the Chairperson.

**3.2** Representatives of the auditing firm on whom the mandate for the audit of the financial statement has been conferred, may also attend the Shareholders' Meetings.

**3.3** Experts and financial analysts, as well as accredited journalists, may also attend the Shareholders' Meetings, in as much as invited or authorised by the Chairperson.

#### **Article 4**

**4.1** Those with the right to participate in the Shareholders' Meetings pursuant to article 2 herein above, must show the staff in charge at the entrance of the premises where the Shareholders' Meeting is held the documentation prescribed by the legal and statutory provisions in force. The documentation shall be withheld by the said staff in charge who shall give the persons concerned a special card, valid for participation and for exercise of the right to vote, to be shown on demand in the case of any inspection.

**4.2.** If a person leaves the Meeting before the end, he/she must hand over the aforesaid card to the staff in charge. If a person leaves the meeting momentarily, the staff in charge will return the aforementioned card to the person when he/she returns to the Meeting room.

**4.3** Those who can participate or attend the Shareholders' Meeting, pursuant to article 3 herein above, must prove their identity to the staff in charge at the entrance to the premises where the Meeting is held.

#### **Article 5**

**5.1** The Chair of the Shareholders' Meeting is taken by the person indicated in the Company's Articles of Association.

**5.2** The Chairperson is assisted by a Secretary appointed pursuant to the relative provisions of the Company's Articles of Association.

- 5.3** The Secretary's assistance is not necessary when the minutes of the Shareholders' Meeting are drawn up by a Notary Public.
- 5.4** The Chairperson may also decide to have the minutes of the ordinary Shareholders' Meeting drawn up by a Notary Public.
- 5.5** The Secretary, or the Notary Public, may choose to be assisted by a person they trust and may make use of recording devices to aid them in drawing up the minutes.
- 5.6** The Chairperson, also making use of the staff in charge, shall ascertain rights to participate and vote, the regularity of the delegations, and the correct constitution of the Shareholders' Meeting.
- 5.7** During the course of the Shareholders' Meeting, the Chairperson, whenever necessary, shall ascertain the right of those present to participate in the debate and to vote on the points under discussion.
- 5.8** The Chairperson may choose to be assisted by the subjects participating in the Meeting pursuant to article 3.1, and may also request them to illustrate the matters on the agenda and to answer the questions asked on specific issues.
- 5.9** If the Chairperson deems it appropriate, he/she shall appoint two observers.

## **Article 6**

- 6.1** After having ascertained the regular constitution of the Shareholders' Meeting and before going on to deal with the matters on the agenda, the Chairperson shall make all the declarations and communications prescribed by

law and regulations or that he/she may deem as appropriate for the execution of the activities of the Meeting.

- 6.2** If the number of participants necessary for the valid constitution of the Shareholders' Meeting is not reached within a certain period of time established by the Chairperson from the time indicated in the convocation notice, the Chairperson shall postpone discussion of the matters on the agenda until the subsequent convocation.

#### **Article 7**

- 7.1** The Chairperson and, at his/her invitation, the Directors or those who assist him/her pursuant to Article 5.8 above, shall illustrate to the Meeting the matters on the agenda and the proposals.
- 7.2** Providing the Shareholders' Meeting does not object, the matters on the agenda may be discussed and dealt with in an order different from that indicated in the convocation notice, or some or all of the said matters may be treated together as a single issue.
- 7.3** The Chairperson has the faculty to accept proposals, even if not ensuing from the matters on the agenda, that regard exclusively the modalities of executing the activities of the Meeting.
- 7.4** The Chairperson shall control the debate, giving leave to speak to the Directors, the Statutory Auditors, and all those who have requested to do so pursuant to article 8 herein below.
- 7.5** With no prejudice to the fact that all corporate documents of the Shareholders' Meeting required by applicable laws or regulations will be drafted in Italian, the description and the discussion upon the items of the agenda, the

comments of the individuals attending the meeting, the requests for information, the observations, clarifications and/or proposals to the Shareholders' Meeting, the voting statements, the relevant certificates, as well as the enactments of the resolutions, may be, respectively, carried out and/or expressed, by each of the subjects so entitled, also in English. In this respect, the individuals entitled to attend the Shareholders' Meeting pursuant to articles 2 and 3 above will be provided, during the course of the meeting, with a real-time translation service in Italian (at the expense of the Company), in order to, *inter alia*:

- (a) allow each of the above mentioned subjects to promptly know and fully understand in Italian any statement, request and/or comment made in English during the Meeting;
- (b) allow the Secretary or the Notary Public, depending on the case, to adequately understand the discussion taking place and the resolutions to be registered in the Italian version of the minutes of the Shareholders' Meeting; and
- (c) allow all those in attendance to participate and intervene in real time in the discussion of the items of the agenda.

## **Article 8**

**8.1** Those who participate pursuant to article 2 herein above, may request the floor on the matters under discussion, making observations and asking for information, and may also present proposals and declarations for vote.

**8.2** The Chairperson establishes the times and means of requesting the floor, as well as the order of the interventions. However, interventions cannot be requested related to a specific subject after the Chairperson has declared the discussion on the subject closed.

**8.3** In particular, the Chairperson, taking into account the subject and the importance of the single matters on the agenda and the number of persons requesting the floor, may establish the period of time available to each speaker for his/her intervention. When the said period of time has passed, the Chairperson may invite the speaker to conclude.

## **Article 9**

**9.1** The activities of the Shareholders' Meeting are generally carried out in a single session.

**9.2** During the course of the said session, if the Chairperson deems it opportune and if the Meeting does not object, the said Chairperson may interrupt the works for a predetermined period of time, giving the reasons for such a decision.

## **Article 10**

**10.1** The Chairperson has the power to maintain order at the Shareholders' Meeting, in order to guarantee the correct execution of the activities and the exercise of the rights of those present.

**10.2** To this purpose, the Chairperson may cut a speaker short if he deems this necessary for the aforesaid purpose, and including the following cases:

- if the person speaking does not have the faculty to do so or continues to speak after the time allocated to him/her;
- after a warning, if what is said has clearly and obviously no pertinence with the matter under discussion;
- in all cases in which a person speaks or acts in an indecorous or insulting manner.

**10.3** If one or more persons present prevent others from speaking, or use behaviour apt to provoke a situation such as to prevent the correct execution of the Meeting, the Chairperson shall warn those concerned to desist from such conduct.

**10.4** If this warning is not heeded, the Chairperson may order for the persons concerned to be removed from the meeting room for the entire duration of the discussion.

## **Article 11**

**11.1** After the interventions and the possible replies, the Chairperson shall declare the discussion closed.

**11.2** The Chairperson, depending on the circumstances, may arrange voting on each single issue either after closure of the relative discussion, or at the end of the discussion of all or some of the matters on the agenda.

**11.3** For each point on the agenda, the Chairperson establishes the modalities for the expression, reporting and counting of the votes, also allowing for the use of electronic systems, and may fix a maximum term within which the vote must be expressed.

**11.4** Once voting has ended, and after the relative count, also making use of the services of the Secretary or the Notary Public, of the staff in charge and the observers, if appointed, the Chairperson shall announce the results.

**11.5** When the matters on the agenda and the relative voting have been concluded, the Chairperson shall declare the Meeting closed.

**Article 12**

**12.1** For all questions not expressly disciplined by these Regulations, the Chairperson may adopt the measures and provisions that he/she considers the most opportune in order to guarantee the correct execution of the activities of the Shareholders' Meeting and the exercise of the rights of those present.

**12.2** These Regulations may be modified by a resolution of the ordinary Shareholders' Meeting.