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SAFILO GROUP S.p.A.
Registered Officer
Piazza Tiziano No. 8
32044 - Pieve di Cadore (BL)

and

Secondary Office
Settima Strada No. 15
35129 - Padova

Attention of Legal and Corporate Department

[Place and Date].....

SHAREHOLDERS' MEETING

FORM TO PARTICIPATION BY PROXY IN THE EXTRAORDINARY SHAREHOLDERS' MEETING

I the undersigned ¹

*Surname or Company's Name.....*Name.....

*Born in..... Country..... *On.....

*Tax Code.....

*Address or Registered Office

- the individual entitled to attend and vote at the Shareholders' Meetings of SAFILO GROUP S.p.A. convened on July 10th, 2014, in single call, as owner of shares of SAFILO GROUP S.p.A. hereinafter stated, at the end of the seventh trading day preceding the date of the Shareholders' Meeting in single call;
- Individual/entity who has the right to vote on the shares of SAFILO GROUP S.p.A. as _____²

Entitled to vote with no. _____ ordinary shares of SAFILO GROUP S.p.A.

Authorise/Appoint as my proxy

Name and Surname or Company's Name

who may be substituted by

Name and Surname or Company's Name

to represent me for all the shares for which I have the right to vote in the Extraordinary Shareholders' Meeting of SAFILO GROUP S.p.A. convened on July 10th, 2014 at 3:00pm in single call, with the following agenda:

¹ Full name of the shareholder as it appears on the copy of the communication for the participation in the Shareholders' Meeting in accordance with art.83-sexies of the 28 February 1998 Legislative Decree

² Indicate the role which entitles the individual to exercise the right to vote (i.e. pledgee, beneficial owner, etc.)

1. **Authorization of the convertibility, of the equity-linked bond named “Safilo Group S.p.A. Euro 150 million, 1.25 per cent Guaranteed Equity-Linked Bonds due 2019”, and capital increase, payable and in a divisible form, with the exclusion of pre-emption rights pursuant to article 2441, paragraph 5 of the Italian Civil Code, by serving the conversion of the abovementioned bond by a maximum amount of Euro 150 million, inclusive of any possible share premium, by issuing ordinary shares of Safilo Group S.p.A. with a nominal value of Euro 5.00 each; amendments to article 5 of the Articles of Association; inherent and consequent resolutions.with full approval of his/her/its action on conclusion of the discussion at the Shareholders’ Meeting.**

Voting instructions (incidental)

1.

Conflict of interest (incidental)³

The appointed proxy has a conflict of interest with regard to the following item on the agenda and to the following circumstances:.....

.....
.....
.....

Date

Signature

We kindly ask the individuals/entities entitled to attend and vote, in order to facilitate the participation in the Shareholders’ Meeting, to anticipate the herein proxy form and any supporting document, proving the powers of the signatory, as soon as possible. In place of the original, the proxy may deliver or transmit a copy of the proxy, also in electronic format, confirming the compliance of the copy to the original and the identity of the delegating party; of such information he/she is liable.

The documents, also including the herein proxy form, shall be sent to the Company by registered letter to the registered officer of the Company in Pieve di Cadore (BL), Piazza Tiziano No. 8, or to the secondary office in Padova, Settima Strada No. 15, or by email to the address safilogroupspa@legalmail.it.

Annexes:

- *Notes on completion of the proxy form*
- *Privacy Policy*

³Should the proxy have any conflict of interest, it is necessary that the undersigned states in the previous paragraph the voting instruction.

NOTES ON COMPLETION OF PROXY FORM

In case it is impossible to attend at the Shareholders' Meeting, the individuals/entities entitled to attend and vote may nominate a person to act as a proxy to attend and vote.

1. The proxy must be issued in written form, dated and signed and the name of the appointed proxy must be inserted by the individuals/entities entitled to attend and vote and not by third parties. The individuals/entities entitled to attend and vote may indicate substitutes for the proxy;
2. The proxy can be appointed only for a single Shareholders' Meeting, except for:
 - (i) general proxy; or
 - (ii) the proxy is appointed by a company, association, a foundation, a corporation or an institution ("Entity") to an employee;
3. In the cases mentioned at points 2.(i) and 2.(ii) and when the individuals/entities entitled to attend and vote is an Entity, copy of the documentation attesting the power-of attorney of the undersigned shall be attached to the proxy form for the Company's records;
4. If the proxy is an Entity, it can appoint only an employee or co-operator;
5. A proxy may be issued even to a person who is not a shareholder of SAFILO GROUP S.p.A.;
6. If share are owner jointly, the proxy form shall be signed by all the joint owners even if the proxy is in fact one of those joint owners;
7. It is kindly requested the individuals/entities entitled to attend and vote and their proxies to take into account art. 135-decies of the Legislative Decree 24 February 1998, no. 58 concerning the conflict of interest of the appointed proxy.

For any further information relating to the rules of participation in the Assembly of SAFILO GROUP S.p.A., please contact the Corporate and Legal Affairs Department (tel: +39 049 6985111 e-mail: safilogroupspa@legalmail.it)

PRIVACY POLICY

In accordance with the article 13 of the Legislative Decree 196/2003, the personal data contained in the proxy form shall be processed by the Company – data controller – in order to manage operations in relation to the Shareholders' Meeting, in compliance with the current laws relating to the protection of personal data.

The above mentioned data may be known by our co-operators who are specifically authorised to process it, as (Data Processor or Person in charge of the processing), in order to pursue the above aims; this data shall be disclosed or communicated to specific parties in compliance with a law, regulation or a European regulation, or on the basis of provisions given by an authority legally entitled to issue them or by supervisory and control bodies; without the data marked as compulsory (*) it shall not be possible to let the proxy attend at the Shareholders' Meeting.

Persons concerned have the right to know, at any time, what data concerning them the Company has, its origin and how its is used; they also have the right to require updating, amendments, implementation or deleting, blockage and to oppose processing of the data.

The individual concerned shall exercise those rights through a written request to be send to the Company, marking the envelope with "Legislative Decree 196/2003" or "Privacy", or by email to the following address safilogroupspa@legalmail.it.