



**SAFILO GROUP S.p.A.**

Registered office: 32044 Pieve di Cadore (BL), Piazza Tiziano no. 8

Share capital equal to Euro 284,109,825.00 fully paid in

Fiscal code, VAT number and registration number with the Companies' Register of Belluno  
03032950242 - R.E.A. of the Belluno CCIAA 90811

**NOTICE OF CALL OF THE ORDINARY SHAREHOLDERS' MEETING**

The shareholders are hereby invited to attend the ordinary shareholders' Meeting of Safilo Group S.p.A. (hereinafter, the "Company") at its secondary office, located in Padua, at Settima Strada no. 15, to be held on April 27th, 2012 at 9:00, in first call, and, if necessary, on May 4th, 2012, in second call, in the same place and at the same time, to discuss resolve upon the following:

**AGENDA**

- 1. Financial statements as at December 31, 2011 - Presentation of the consolidated financial statements as at December 31, 2011 – Reports of the Directors, the Board of Statutory Auditors and the Auditing Company – Pertinent and consequent resolutions***
- 2. Report to the Shareholders' Meeting on the Group's Remuneration Policy***

**Share capital and voting rights**

At present the paid up share capital of the Company is divided into no. 56,821,965 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' Meetings 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 an apposite notice to be delivered to the Company, in accordance with applicable law, by an authorized intermediary, on the basis of the evidence coming from 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 18th, 2012.

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 starting of the Meeting.

The above mentioned notices shall be received by the Company from the authorized intermediary within the terms set forth by applicable law, i.e., by the end of the third trading day prior to the date of the convened Meeting. 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 actual starting of the Meeting.

The attendance to the Meeting is governed by the provisions of law and applicable regulations, as well as by the provisions of the “Rules for the conduct of the shareholders’ Meetings” currently in force and available on the following website [www.safilo.com/investors-eng.html](http://www.safilo.com/investors-eng.html).

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.safilo.com/investors-eng.html](http://www.safilo.com/investors-eng.html) as well as at the registered and secondary offices. The proxy can be delivered to the Company, at its registered office, by means of registered letter or by certified email (posta elettronica certificata - PEC) to be sent to the following email address: [safilogroupspa@legalmail.it](mailto:safilogroupspa@legalmail.it).

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 section 135-*undecies* of Italian Financial Act (“**T.U.F.**”).

Pursuant to article 127-*ter* of T.U.F., the shareholders can submit questions on the items of the agenda, also before the day of the Meeting, by serving such questions through registered letter to the registered office of the Company or by email at the following email address [safilogroupspa@legalmail.it](mailto:safilogroupspa@legalmail.it); the questions submitted before the Meeting will be answered during the Meeting at latest. The Company can give a sole answer to questions having the same content.

### **Integration of the agenda**

Pursuant to section 126-bis of T.U.F., shareholders which, also jointly among them, represent at least 2.5% of the share capital may request in writing, within 10 days from the publication of this notice of call, an integration of the items to be discussed at the Meeting, specifying in the request the additional proposed topics for discussion. Within the deadline for the presentation of their request to integrate the items of the agenda, the requesting

shareholders shall submit to the Board of Directors a report on such additional items. No integrations to the agenda are permitted with respect to those items on which, by operation of law, same Meeting is called to resolve by the Board of Directors or on the basis of a plan or report prepared by same Board of Directors, other than the reports which are ordinarily prepared by the Board on the items on the agenda.

With reference to the right of the shareholders to integrate the items of the agenda, reference is made, in any case, to the provisions of article 9 of the Articles of Association, available on the Company's website [www.safilo.com/investors-en.html](http://www.safilo.com/investors-en.html), and of applicable laws and regulations.

### **Documentation**

The Articles of Association of the Company and the "Rules for the conduct of the Shareholders' Meetings", the texts of which are available for the shareholders at the registered office of the Company, are also published on the following website [www.safilo.com/investors-en.html](http://www.safilo.com/investors-en.html).

On the same website the documents and information referred to under section 125-*quater* of the T.U.F. are also published.

The documentation relating to the convened Meeting, including the documentation referred to under 125-*ter* of the T.U.F. (the report on the items on the agenda), will be made available to the public, simultaneously with the publication of this notice of call, at the registered and secondary offices of the Company and at Borsa Italiana S.p.A., as well as on the Company's website at the following web address [www.safilo.com/investors-en.html](http://www.safilo.com/investors-en.html). The documentation concerning the annual financial statements (including the annual financial report, the report of the accounting firm and the report of the statutory auditors) and the Report on the remuneration will be published within April 5th, 2012. The shareholders are entitled to obtain a copy thereof.

Padua, March 23rd, 2012

**For the Board of Directors**  
**Robert Polet**  
**Chairman**

This notice of call is also published by the Company, on the daily newspaper "La Repubblica" of March 24th, 2012.