



SAFILO GROUP S.p.A.

Registered office: 35129 Padua, Settima Strada no. 15

Share capital equal to Euro 349,943,372.53 fully paid in

Fiscal code, VAT number and registration number with the Companies' Register of Padua

03032950242 - R.E.A. of the Padua CCIAA 358600

NOTICE OF CALL OF THE ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETING

The shareholders are hereby invited to attend the Ordinary and Extraordinary Shareholders' Meeting of SAFILO GROUP S.p.A. (hereinafter, the "**Company**") at its registered office located in Padua, at Settima Strada no. 15, to be held on April 30, 2019 at 10.00 a.m., in single call, to discuss and resolve upon the following:

AGENDA

ORDINARY SESSION

- 1. Separate Financial statements as at December 31, 2018; Presentation of the consolidated financial statements as at December 31, 2018; Reports of the Directors, the Board of Statutory Auditors and the Auditing Company; related and consequent resolutions**
- 2. Exam of the Remuneration Report; resolutions pursuant to Article 123-ter of Legislative Decree 58/98**
- 3. Authorization to the purchase and disposal of treasury shares pursuant to Article 2357 and following Articles of the Italian Civil Code as well as to Article 132 of Legislative Decree 58/1998 and related implementing provisions, subject to revocation of the authorisation granted by the ordinary Shareholders' meeting of April 24, 2018; related and consequent resolutions**
- 4. Proposal for the amendment of some terms and conditions of the Stock Option Plan 2017-2020; related and consequent resolutions**

EXTRAORDINARY SESSION

- 1. Proposal for the revocation of the resolution of the extraordinary Shareholders' Meeting of April 24, 2018 for the integration of the resolution of the capital increase, with exclusion of the option right pursuant to Article 2441, 4th paragraph, second part, of the Italian Civil Code, at the service of a stock option plan (Stock Option Plan 2017-2020) approved by the extraordinary Shareholders' Meeting on April 26, 2017; related and consequent resolutions**



Share capital and voting rights

The share capital of the Company, equal to Euro 349,943,372.53, is divided into no. 275,703,846 ordinary shares without any indication of par value; every share gives the right to express one vote in the ordinary and extraordinary shareholders' meeting 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 a notice to be delivered to the Company, in accordance with applicable law, by an authorized intermediary, on the basis of 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 17, 2019 (so called *record date*).

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 Meeting starts.

The above-mentioned notices shall be received by the Company from the authorized intermediary within the end of the third trading day prior to the date of the convened Meeting (i.e. by April 25, 2019). 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 Meeting starts.

The attendance to the Meeting is governed by the provisions of law and applicable regulations, as well as by the provisions of the "Shareholders' Meeting Regulations", available on the following website www.safilogroup.com, Investor Relations section.

Right to ask questions before the Meeting

The individuals/entities entitled to vote can submit questions on the items on the agenda, also before the day of the Meeting, by serving such questions within April 26, 2019 through registered letter to the registered office of the Company (to the attention of the Legal and Corporate Affairs Department) or by email at the following email address safilogroupspa@legalmail.it, together with the notice attesting ownership of the shares to be delivered by the intermediary where the stockholder's shares are held.

The questions submitted before the Meeting will be answered during the Meeting at the latest. The Company can give a sole answer to questions having the same content.



Integration of the agenda and submission of new resolution proposals

Pursuant to Article 126-bis of TUF, shareholders which, also jointly among them, represent at least one fortieth of the share capital, may request in writing, within ten days from the publication of this notice, an integration of the items to be discussed at the Meeting, specifying in the request the additional proposed topics for discussion, or present resolution proposals on items already included in the agenda. The requests, together with the notice attesting ownership of the shares, are presented in writing through registered letter to the registered office of the Company (to the attention of the Legal and Corporate Affairs Department) or by email at the following email address safilogroupspa@legalmail.it.

Within the deadline for the presentation of their request to integrate the items on the agenda and with the same modalities, the requesting shareholders shall submit to the Board of Directors a report on such additional items or on the additional resolution proposals on items already included in the agenda.

The possible integrated list of items to be discussed at the Shareholder's Meeting or the additional resolution proposals on items already included in the agenda will be made available to the public in the same ways as prescribed for the publication of this notice, at least fifteen days prior to the date scheduled for the Meeting.

No integrations of the agenda are permitted with respect to those items upon which, pursuant to the law, the same Meeting is called to resolve based on the proposal of the Board of Directors or based on a plan or report drawn up by same Board of Directors, other than the reports which are ordinarily drawn up by the Board on the items on the agenda.

Proxies

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.safilogroup.com, Investor Relations section, as well as at the registered office. The proxy can be delivered by means of registered letter to the registered office of the Company (to the attention of the Legal and Corporate Affairs Department) or by email at the following email address safilogroupspa@legalmail.it.

In place of the original, the representative may deliver or transmit a copy of the proxy, also in electronic format, confirming the compliance of the proxy form to the original and the identity of the delegating party.

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 article 135-undecies of TUF.



Documentation

The Articles of Association of the Company and the Shareholders' Meetings Regulations are available for the shareholders at the registered office of the Company and are also published on the following website www.safilogroup.com, Investor Relations section.

The documentation relating to the convened Shareholders' Meeting, including the Board of Directors' reports on the items of the agenda, will be made available to the public, within the deadlines set forth by applicable law, at the registered office of the Company, at the central storage of regulated information www.1info.it as well as on the Company's website at the following web address www.safilogroup.com, Investor Relations section.

The shareholders are entitled to obtain a copy thereof.

Padua, March 29, 2019

**For the Board of Directors
Eugenio Razelli
Chairman**