

Sent by registered letter  
or by email to the address: [safilogroupspa@legalmail.it](mailto:safilogroupspa@legalmail.it)

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

and

Secondary Offices  
Settima Strada No. 15  
35129 - Padova

**Attention of Legal and Corporate Department**

[Place and Date].....

**SHAREHOLDERS' MEETING  
FORM FOR THE PARTICIPATION AND THE ATTENDANCE BY PROXY TO THE ORDINARY AND EXTRAORDINARY  
SHAREHOLDERS' MEETING**

I the undersigned <sup>1</sup>

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

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

\*Tax Code.....

\*Address or Registered Office .....

Entitled to attend and vote at the Ordinary and Extraordinary Shareholders' Meeting of SAFILO GROUP S.p.A. convened on April 26, 2017, 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;

\_\_\_\_\_ <sup>2</sup>

Entitled to vote with no. \_\_\_\_\_ ordinary shares of SAFILO GROUP S.p.A., registered in favour of

\_\_\_\_\_ <sup>3</sup>

Authorise/Appoint as my proxy \_\_\_\_\_ <sup>4</sup>

<sup>1</sup> Full name of the shareholder as it appears on the copy of the communication for the participation in the Shareholders' Meeting, released by an authorized intermediary, in accordance with Article 83-sexies of the Legislative Decree no. 58 of February 28, 1998.

<sup>2</sup> Indicate the legal title by virtue of which the voting rights are granted to a person other than the owner of the shares (i.e., pledgee, beneficial owner, etc.).

<sup>3</sup> To be filled in only if the shares are registered in favour of a person other than the person who undersigns the proxy.

<sup>4</sup> To be indicated the name and surname or company name of the proxy, tax code (or other equivalent international code), complete address of the domicile or of the registered office of the proxy.

who may be substituted by \_\_\_\_\_

to represent me for all the shares for which I have the right to vote in the Ordinary and Extraordinary Shareholders' Meeting of SAFILO GROUP S.p.A. convened on April 26, 2017 at 10.00 a.m. in single call, with the following agenda:

**ORDINARY SESSION**

1. **Separate Financial statements as at December 31, 2016; Presentation of the consolidated financial statements as at December 31, 2016; Reports of the Directors, the Board of Statutory Auditors and the Auditing Company; inherent and consequent resolutions**
2. **Report to the Shareholders' Meeting on the Group's Remuneration Policy**
3. **Appointment of the Board of Statutory Auditors and its Chairman, with the previous determination of their remunerations for the entire term of their office; inherent and consequent resolutions**
4. **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 the relevant implementing provisions; inherent and consequent resolutions**
5. **Proposal for the approval of a new Stock Option Plan 2017-2020 reserved to certain directors and/or employees of SAFILO GROUP S.p.A. and/or other companies within the Safilo Group; inherent and consequent resolutions**

**EXTRAORDINARY SESSION**

1. **Proposal for a capital increase in cash and in more tranches, 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) reserved to certain directors and/or employees of SAFILO GROUP S.p.A. and/or other companies within the Safilo Group, up to a maximum number of 2,500,000 ordinary shares with par value of Euro 5 (five) each, and thus for a maximum amount of Euro 12,500,000.00; consequent amendments to Article 5 of the Articles of Association; inherent and consequent resolutions**
2. **Transfer of the Company's registered office; consequent amendment to Article 2 of the Article 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)**

**ORDINARY SESSION**

1. ....
2. ....
3. ....
4. ....
5. ....

<sup>5</sup> Please indicate the name and surname or company name of the substitute of the proxy, tax code (or other equivalent international code), complete address of the domicile or of the registered office of the substitute.

**EXTRAORDINARY SESSION**

- 1. ....
- 2. ....
- 3. ....
- 4. ....
- 5. ....

**Conflict of interest (incidental)<sup>6</sup>**

The appointed proxy has a conflict of interest with regard to the following item/s 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; he/she shall be liable for such information.

The documents, also including the herein proxy form, shall be sent to the Company by registered letter to the secondary offices in Padova, Settima Strada No. 15, or by email to the address [safilogroupspa@legalmail.it](mailto:safilogroupspa@legalmail.it).

*Annexes:*

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

<sup>6</sup> Pursuant to Article 135-decies of the Legislative Decree no. 58 of February 24, 1998, should the proxy have any conflict of interest, it is necessary that the undersigned state in the previous paragraph the voting instruction.

## NOTES ON COMPLETION OF PROXY FORM

In case it is not possible to attend the Shareholders' Meeting, the individuals/entities entitled to attend and vote may appoint 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) proxy granted by a company, association, a foundation, a corporation or an institution ("Entity") to an employee;
3. In the cases mentioned under points 2.(i) and 2.(ii) and when the individuals/entities entitled to attend and vote are 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 collaborator;
5. A proxy may be granted even to a person who is not a shareholder of SAFILO GROUP S.p.A.;
6. If shares are owned 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. the individuals/entities entitled to attend and vote and their proxies are kindly requested to take into account Article 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 Shareholder's Meeting of SAFILO GROUP S.p.A., please contact the Corporate and Legal Affairs Department (tel.: 0039 049 6985111 e-mail: [safilogroupspa@legalmail.it](mailto:safilogroupspa@legalmail.it))

## PRIVACY POLICY

In accordance with Article 13 of the Legislative Decree 196/2003, the personal data contained in the proxy form shall be processed by the Company – data controller – only 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; it shall not be possible to let the proxy attend and vote at the Shareholders' Meeting without the data marked as compulsory (\*).

Pursuant to Article 7 of the Legislative Decree 196/2003, persons concerned have the right to know, at any time, what data concerning them the Company has, its origin and how it 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 sent to the Company, marking the envelope with "Legislative Decree 196/2003" or "Privacy", or by email to the following address [safilogroupspa@legalmail.it](mailto:safilogroupspa@legalmail.it).