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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 ORDINARY AND 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 April 15th, 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 Ordinary and Extraordinary Shareholders' Meeting of SAFILO GROUP S.p.A. convened on April 15th, 2014 at 10:00am 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.)

ORDINARY SESSION

1. **Financial statements as at December 31, 2013; Presentation of the consolidated financial statements as at December 31, 2013; 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. **Proposal for the approval of a new stock option plan 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**
4. **Appointment of the independent auditors for the years 2014-2022; inherent and consequent resolutions**
5. **Appointment of the Board of Statutory Auditors and its Chairman, with the previous determination of their remunerations for the entire term of their office**
6. **Proposal to reduce the number of the members of the Board of Directors from nine to eight; pertinent 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, 4 paragraph, second part, of the Italian Civil Code, in the service of a stock option plan reserved to certain directors and/or employees of SAFILO GROUP SPA and/or other companies within the SAFILO GROUP, up to a maximum number of 1,500,000 ordinary shares with par value of Euro 5 (five) each, and thus for a maximum amount of Euro 7,500,000; Consequent 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)

ORDINARY SESSION

1.
2.
3.
4.
5.
6.

EXTRAORDINARY SESSION

1.

Conflict of interest (incidental)³

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

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*

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 sent to the Company, marking the envelope with "Legislative Decree 196/2003" or "Privacy", or by email to the following address safilogroupspa@legalmail.it.