

SAFILO GROUP S.p.A.

Registered office: 35129 Padua, Settima Strada no. 15

Share capital equal to Euro 384.857.848,45

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**") to be held on April 24, 2024 at 10.00 a.m., in single call, to discuss and resolve upon the following:

AGENDA

ORDINARY SESSION

- 1. Financial statements as at December 31, 2023:**
 - 1.1 Approval of the Separate Financial statements**
 - 1.2 Allocation of the results for the year**
- 2. Report on the remuneration policy and on the remuneration paid:**
 - 2.1 Approval of Section I of the report**
 - 2.2 Non-binding vote on Section II of the report**
- 3. Appointment of the Board of Directors for the 2024-2026 term**
 - 3.1 Determination of the number of members of the Board of Directors**
 - 3.2 Appointment of directors**
 - 3.3 Determination of the annual remuneration of the Board of Directors**

EXTRAORDINARY SESSION

- 1. Proposal to amend Articles 8, 10, 17 and 27 of the Articles of Association, relating to the procedures for participation and representation at the Shareholders' Meeting, as well as the procedures for convening and holding the meetings of the Board of Directors and the meetings of the Board of Statutory Auditors**

Share capital and voting rights

The share capital of the Company, equal to Euro 384,857,848.45, is divided into no. 413,745,466, ordinary shares without any indication of par value; every share gives the right to express one vote in the ordinary shareholders' meeting of the Company.

Attendance to the Meeting

The entitlement to attend and vote at the Meeting is certified by a notice to be delivered to the Company 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 15, 2024 (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.

Pursuant to Article 106, paragraph 4, of Decree Law No. 18 of 17 March 2020, converted with amendments into Law No. 27 of April 24, 2020, and amended and integrated (the so-called "*Cura Italia*" Decree), the Company has decided to avail itself of the right to convene the Shareholders' Meeting without the physical attendance of the shareholders and only through the appointed representative appointed by the Company pursuant to Article 135-undecies of Legislative Decree No. 58/98 (the "**TUF**").

Consequently, the Company commissioned Computershare S.p.A. - based in Milan, via Mascheroni 19, 20145 - to represent the shareholders pursuant to Article 135-undecies of the TUF. Shareholders wishing to attend the Shareholders' Meeting will therefore have to confer their proxy - with voting instructions - on all or some of the resolution proposals regarding the items on the agenda to the Appointed Representative, through the proxy form prepared by the same Appointed Representative in agreement with the Company, available on the Company's website www.safilogroup.com, Governance-Shareholders' Meeting Section.

The proxy form with the voting instructions shall be sent following the instructions contained in said proxy form within the second trading day prior to the Shareholders' Meeting (and, therefore, by April 22, 2024); within the same term the proxy may also be revoked.

The proxy thus conferred shall be valid only for the proposals in relation to which voting instructions have been given. In relation to the proposals for which no voting instructions have been given, the shares will not be counted for the purpose of calculating the majority and the share of capital required for the approval of the resolutions.

It should also be noted that the Appointed Representative may also be conferred proxies or sub-proxies pursuant to Article 135-novies of the TUF, by way of derogation from Article 135-undecies, paragraph 4, of the TUF, exclusively through the proxy form available on the Company's website www.safilogroup.com, Governance-Shareholders' Meeting section.

In the event of sub-delegation to the Appointed Representative, the sub-delegator must also send the latter, following the instructions on the form itself, a copy of the proxy received and the declaration certifying the conformity of the copy to the original and the identity of the delegating



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party. In order to allow the Company and the Appointed Representative to receive and verify the proxies and/or sub-delegations in advance of the start of the Shareholders' Meeting, it is recommended that the legitimate parties send their proxies and/or sub-delegations by 12.00 noon on the day prior to the date set for the Shareholders' Meeting (and therefore on April 23, 2024). The proxy and voting instructions may be revoked within the same terms and in the same manner as those provided for their sending. There are no procedures for voting by correspondence or electronic means.

The attendance at the Shareholders' Meeting by legitimate subjects (the members of the corporate bodies, the appointed Secretary and the Appointed Representative) will take place exclusively by video/teleconference, by means communicated to them individually.

The Appointed Representative can be reached for any clarification or information at the phone number +39 02 4677 6819/14 or at the email address ufficiomi@computershare.it.

Right to ask questions before the Meeting

Pursuant to Article 127-ter of the TUF, the persons entitled to vote at the Shareholders' Meetings may ask questions on the items on the agenda, also before the Shareholders' Meeting, by the record date, as set out above. Questions – accompanied by the relevant communication, issued by the authorized intermediary in accordance with applicable laws, certifying the entitlement to exercise the relevant right – must be submitted in writing to the following certified e-mail address: safilogroupspa@legalmail.it. It should be noted that the entitlement to voting rights may also be certified after the submission of applications, provided that it is no later than the third day following the record date (i.e. by 18 April 2024). The answers to the questions received before the Shareholders' Meeting shall be published on the Company's website www.safilogroup.com, Governance-Shareholders' Meeting section, by 22 April 2024 at the latest. The Company can give an overall 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 that, 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



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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.

In consideration of the fact that attendance to the Shareholders' Meeting is permitted exclusively through the Appointed Representative, with reference to the present Shareholders' Meeting it is envisaged that those who have the right to vote may individually submit resolution proposals to the Company on the items on the agenda - pursuant to Article 126-bis, paragraph 1, penultimate sentence, of TUF - by 9 April 2024, 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. Shareholders who submit proposals must certify their right to do so by sending the Company specific documentation issued in accordance with the applicable provisions by the intermediary certifying the entitlement to participate in the shareholders' meeting and to exercise the voting right no later than 15 April 2024.

The Company will publish these proposals on the Company's website www.safilogroup.com, Governance-Shareholders' Meeting section, by 10 April 2024 to allow all Shareholders to become acquainted with them and provide voting instructions to the Appointed Representative. For purposes of the above, the Company reserves the right to verify the relevance of the proposals with respect to the agenda items, their completeness and their compliance with applicable provisions, as well as the entitlement of the proposers. Proposals for which the entitlement of the proposing individual/entity has not been certified will be considered as not submitted, with the consequent cancellation of the same from the Company's website.

Appointment of the Board of Directors

With reference to item No. 3 on the agenda, please note that, as set forth by Article 14 of the Articles of Association:

- the Board of Directors shall be appointed on the basis of lists presented by shareholders which, alone or together with others, at the moment of presentation of the list, own a number of shares representing at least **4.5%** of share capital. The certificate attesting the ownership of at least the minimum shareholding required to present a list of candidates, determined having regard to the amount of shares registered in favour of the concerned shareholders on the same day when the lists are filed with the Company, can be delivered to same Company also



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after the deposit of the lists, provided that such certificate is delivered at least 21 days before the date of the Shareholders' Meeting (i.e., by April 3, 2024);

- the lists, containing the names of the candidates in a progressive order up to 15 candidates and duly signed by the shareholders presenting them, shall be filed at the Company's registered office at least 25 days before the date of the Shareholders' Meeting (i.e., by March 30, 2024). The presented lists shall be accompanied by the documentation and declarations detailed under Article 14, letter A), of the Articles of Association;
- the lists shall be made available to the public by April 3, 2024 at the registered office of the Company, on the Company's website <http://investors-it.safilogroup.com/corporate-governance/shareholders-meeting> as well as at the central storage of regulated information www.1info.it;
- no individual/entity attending the meeting, none of the shareholders belonging to a shareholders' agreement relating to the Company's shares as defined by Article 122 of TUF, nor the parent company, subsidiaries or companies under common control pursuant to Article 93 of TUF, may present or vote for more than one list, including through a third party or trust companies;
- no candidate may appear in more than one list, otherwise he will be disqualified.

Shareholders who have the right to present lists are also invited to read the Board of Directors' Diversity Policy on the size and composition of the Board of Directors, available on the Company's website www.safilogroup.com (Investor Relations section - Corporate governance).

It is also pointed out that those who present a "minority list" are the recipients of the recommendations formulated by Consob with Communication no. DEM/9017893 of 26 February 2009.

The lists presented without complying with the provisions of Article 14, letter A), of the Articles of Association will be deemed as not presented.

Each list shall contain a number of candidates who satisfy the independence requirements for statutory auditors established by applicable laws and regulations as well as the Corporate Governance Code.

In addition each list, except for those containing less than three candidates, shall be composed of a number of candidates belonging to the underrepresented gender (masculine or feminine) so that, should such list result as the Directors Majority List (as defined by the Articles of Association), from such list a number of Directors belonging to the underrepresented gender are elected in order to ensure balance between genders (masculine or feminine) within the Board of Directors in compliance with the applicable pro tempore legislation and regulations in force. In this regard, it should be noted that the legislation in force as of today requires that the less represented gender obtain at least **two fifths of the members of the board of directors**, with rounding up, in the event of a fractional number, to the higher unit.



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For any other information concerning the modalities of preparation, presentation and voting of the lists, reference is made to the provisions of Article 14 of the Articles of Association available at the registered office of the Company and published on the website at the following address <http://investors-it.safilogroup.com/corporate-governance/shareholders-meeting>, as well as to the illustrative report of the Board of Directors, available at the central storage of regulated information www.1info.it as well as on the Company's website <http://investors-it.safilogroup.com/corporate-governance/shareholders-meeting>.

In order to allow the Company to identify the shareholders filing the list, such filing of the lists, along with the ancillary documentation, can be made (i) by delivery by registered letter to the registered office of the Company (to the attention of the Legal and Corporate Affairs Department), or (ii) by email at the following email address safilogroupspa@legalmail.it.

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 Company's website (respectively <https://www.safilogroup.com/en/governance/system/articles-association> and <https://www.safilogroup.com/en/governance/shareholders-meeting>).

The documentation relating to the convened Shareholders' Meeting, including the Board of Directors' reports and the resolution proposals on the items of the agenda, will be made available to the public, according to the terms provided for by the rules of law and regulations, 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, Governance-Shareholders' Meeting section.

The shareholders are entitled to obtain a copy thereof.

Padua, March 15, 2024

For the Board of Directors
Eugenio Razelli
Chairman