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SAFILO GROUP S.p.A.

Registered office: 35129 Padua, Settima Strada no. 15

Share capital equal to Euro 384,848,530.05 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 27, 2023 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, 2022:**
 - 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. Allocation of reserves to cover losses**
- 4. Proposal for the approval of a new Stock Option Plan 2023-2025 of Safilo Group S.p.A. and Safilo S.p.A. reserved to executive directors who are also employees and other employees of Safilo Group S.p.A. and/or other companies within the Safilo Group**
- 5. Appointment of the Board of Statutory Auditors for the 2023-2025 term**
 - 5.1 Appointment of the members of the Board of Statutory Auditors and its Chairman**
 - 5.2 Determination of the annual remuneration of the Board of Statutory Auditors**
- 6. Appointment of the statutory audit assignment for the period 2023-2031 and determination of the consideration pursuant to Legislative Decree no. 39/2010**

EXTRAORDINARY SESSION

- 1. Proposal of issuance in cash up to a maximum number of 11,000,000 ordinary shares without any indication of par value, with exclusion of the preemption right pursuant to Article 2441, Paragraph 8, of the Italian Civil Code, at the service of a stock option plan (Stock Option Plan 2023-2025 of Safilo Group S.p.A. and Safilo S.p.A.) reserved to executive directors who are also employees and other employees of Safilo Group S.p.A.**



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and/or other companies within the Safilo Group; consequent amendments to Article 5 of the Articles of Association

Share capital and voting rights

The share capital of the Company, equal to Euro 384,848,530.05, is divided into no. 413,698,874 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 18, 2023 (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 by Article 3, paragraph 6 of Decree Law No. 183 of 31 December 2020, converted, with amendments, by Law No. 21 of 26 February 2021 (the so-called "*Cura Italia*" Decree) and subsequently amended and as most recently extended by Article 3, paragraph 10-undecies, of the Law Decree No. 198 of 29 December 2022, 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 25, 2023); within the same term the proxy may also be revoked.



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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 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 by 12.00 noon on April 26, 2023). 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 6833 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 21 April 2023). 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 25 April 2023 at the latest. The Company can give an overall answer to questions having the same content.



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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 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 12 April 2023, 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 18 April 2023.

The Company will publish these proposals on the Company's website www.safilogroup.com, Governance-Shareholders' Meeting section, by 13 April 2023 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



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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 Statutory Auditors

With regard to the appointment of the Board of Statutory Auditors, this shall be performed on a list basis, pursuant to Article 27 of the company Articles of Association and the applicable laws and regulations in force.

Further information is made available to shareholders in the relative Directors' Report on this point which is also available on the Company website (www.safilogroup.com, Governance-Shareholders' Meeting section).

It should be recalled in particular that only shareholders who, individually or together with other shareholders submitting slates, hold total shares representing at least 2.5% of the voting capital in the Ordinary Shareholders' Meeting have the right to submit the lists.

The lists, accompanied by the documentation required by the company Articles of Association and the applicable legislation and regulations, signed by those submitting them, must be delivered by registered letter to the registered office of the Company, to the attention of the Legal and Corporate Affairs Department or sent by email from a certified address to the address safilogroupspa@legalmail.it, at least 25 days prior to the date set for the Shareholders' Meeting, however, in consideration of the fact that this term expires on a non-business day (i.e., Sunday April 2, 2023) it is to be considered postponed to the first following working day, (i.e. April 3, 2023), except for communications from qualified intermediaries, certifying the percentage of the total shares held on the date when the list is deposited, which may be produced to the Company not later than 6 April 2023 (which is the latest date set for the publication of the lists by the Company).

In the event of only one list or only lists presented by shareholders related to each other having been presented within the time limits just mentioned, the time limit for the presentation of lists shall be extended by three calendar days (i.e., not later than 6 April 2023). In such case, the minimum percentage for the presentation of lists shall be reduced by half (i.e. to 1.25%).

Lists or individual candidates which do not comply with the above requirements are considered as not having been presented.

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>).



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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 17, 2023

For the Board of Directors
Eugenio Razelli
Chairman