

**SAFILO GROUP S.p.A.**

**Registered Office in Stradella dell'Isola, 1, Vicenza**

**Share Capital 70,843,213.00 Euro, fully paid up**

**Tax Code - VAT no. and Vicenza Business Register registration no. 03032950242**

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**ORDINARY SHAREHOLDERS' MEETING OF 3 MAY, 2006**

Having been duly called, the Ordinary Shareholders' Meeting of SAFILO GROUP S.p.A was held today, 3 May 2006, at 11.10 am, in Settima Strada 15, Padova, Italy.

Pursuant to art. 2371 of the Italian Civil Code and art. 11 of the Company By-Laws, the Shareholders' Meeting was chaired by the Chairman of the Board of Directors, Mr. Vittorio Tabacchi, who declared the Meeting open in second call.

At the proposal of the Chairman and with the unanimous consent of those present, pursuant to article 2371 of the Italian Civil Code and article 5.2 of the Shareholders' Meeting Regulations, Katia Buja is asked to act as the meeting's Secretary.

The Chairman informed the meeting that:

- as specified by art. 2366 of the Italian Civil Code and article 8 of the Company By-laws, the notice calling the Shareholders' Meeting had been published in the "MF/Milano Finanza" daily newspaper on 25 March, 2006;
- the deferral to the second call, because of the uncertainty over the number of confirmed attendances for the Meeting received by the Company, was published in the "MF/Milano Finanza" daily newspaper on 25 April, 2006;
- the document publication obligations specified by article 2429 of the Italian Civil Code and article 3 of Italian Ministerial Decree 437/98 had been duly satisfied, by making the required documentation available from 12 April last, at the Company's registered office, at Borsa Italiana S.p.A. and on the Company's website at [www.safilo.com](http://www.safilo.com).

With regard to the Consob Authority regulations contained in Resolution no. 11971 of 14.05.1999 and subsequent modifications and integrations, the Chairman invited the shareholders to declare any defect in their entitlement to vote pursuant to article 120, clause 5, of Italian Legislative Decree no. 58/98 with regard to significant shareholdings, and in accordance with article 122, clause 4, with regard to agreements between shareholders.

None of those present declared such defects.

The Chairman then informed the meeting that:

- the following Directors were present: Giannino Lorenzon, Roberto Vedovotto, Massimiliano Tabacchi, Carlo Gilardi, while the Directors Ennio Doris and Riccardo Ruggiero were absent with justification;
- the following members of the Board of Auditors were present: the Chairman Franco Corgnati, Paolo Mazzi and Nicola Gianese, Standing Auditors;
- the Company's share capital amounts to 70,843,213.00 Euro and is divided into 283,372,852 ordinary shares with a par value of 0.25 Euro each;
- the Shareholders' Register, updated to the nearest date possible to the Shareholders' Meeting, i.e., 31 March, 2006, listed 41,347 shareholders;
- as per the details in the Shareholders' Register, as well as the notices received as per article 120 of Italian Legislative Decree 58/98 and other information available to the Company, the shareholders attending who had a direct or indirect stake of more than 2% of the subscribed share capital, represented by shares with voting rights were as follows:

	<i>Shareholder</i>	<i>No. of Shares</i>	<i>% of the total shares with voting rights (283,372,852)</i>
1.	<i>Only 3T. S.p.A</i> Nationality: Italy.	104,283,160	36.80%
2.	<i>Fidelity International Limited</i> Nationality: Bermuda	21,399,004	7.55%
3.	<i>SunlightLuxco III S.à.r.l.</i> Nationality: Luxemburg	21,075,394	7.44%
4.	<i>SunlightLuxco A S.à.r.l.</i> Nationality: Luxemburg	6,035,627	2.13%

- all the 283,372,852 shares were deposited at Monte Titoli S.p.A., in a dematerialised form;
- the highest deposits for participation in today's Shareholders' Meeting were:

<i>Shareholder</i>	<i>No. of Shares</i>	<i>% of the total shares with voting rights (283,372,852)</i>
<b><i>Only 3T. S.p.A</i></b> Nationality: Italy	104,283,160	36.80%
<b><i>SunlightLuxco III S.à.r.l.</i></b> Nationality: Luxemburg	21,075,394	7.44%
<b><i>Fidelity International Ltd.</i></b> Nationality: Bermuda	7,760,533	2.74%
<b><i>SunlightLuxco A S.à.r.l.</i></b> Nationality: Luxemburg	6,035,627	2.13%

- 10 individuals were present, on their own account or under proxy, representing 20 Shareholders accounting for 142,412,530 ordinary shares, corresponding to about 50.3% of the share capital;
- personnel authorised by the Chairman had checked the entitlement of the Shareholders present to take part in the Shareholders' Meeting. More specifically, it had been checked that the proxies given by shareholders to other shareholders or to third parties to take part in today's Shareholders' Meeting complied with the requirements of article 2372 of the Italian Civil Code;
- he was not aware of the existence of any shareholder agreements under art. 122 of Italian Legislative Decree 58/1998;
- the list of names of the shareholders taking part in the Shareholders' Meeting on their own account or under proxy, and the number of their respective shares, was attached to the Minutes of this Shareholders' Meeting as Appendix A);
- the following were present at the Shareholders' Meeting: Dr. Lorenzo Lago, Standing Auditor of the subsidiary company Safilo S.p.A.; Dr. Antonio Taverna, partner of the Auditing company PricewaterhouseCoopers S.p.A.; Attorney Giuseppe Forni, Company consultant. For technical and organisational requirements, the following Group Managers were present at the Shareholders' Meeting: Dr. Francesco Tagliapietra, Director of Administration and Control, and Dr. Christian De Felice, Director of Finance.

The Chairman then declared the Shareholders' Meeting validly constituted in accordance with the law and the Company By-laws.

The Agenda was read out:

- 1) Financial statements for the year ended 31 December, 2005; Presentation of the consolidated financial statements at 31 December, 2005; Reports by the Directors, the Board of Auditors and the Auditing company; Related and consequent matters**
- 2) Determination of the number of members of the Board of Directors and possible appointment of Directors**

Before turning to the agenda, the Chairman informed those present that the company PricewaterhouseCoopers S.p.A. in Padova, has spent 210 hours on the audit and certification of the Company's statutory financial statements and the consolidated financial statements for the financial year 2005, for a total fee of 25,000.00 Euro (twenty five thousand Euros /00).

The Chairman informed the meeting: (i) that the Shareholders' Meeting is recorded for the sole purpose of assisting the drafting of the Minutes and the relative recording, therefore, will be kept for the time strictly necessary for the drafting of the Minutes; ii) that, notwithstanding the above, the use of recording devices, photographic devices and suchlike of any kind is not permitted for any reason; (iii) that, as per regulatory provisions, the Minutes of this Shareholders' Meeting will contain a summary of the work, with an indication of the names of the speakers, the answers provided and any comments.

The Chairman then informed those present about the methods for discussing the items on the Agenda:

- he invited all those who intend to speak to notify their names after the presentation of the item on the Agenda. He recommended that the speeches and relative questions be as brief as possible, proposing that each speech should last no longer than 2 minutes, in compliance with the indications in art. 8.3 of the Shareholders' Meeting Regulations;
- after the presentation of the items on the Agenda, the floor would be given to the Shareholders who wish to speak; in this regard, the Chairman proposed that all the speeches be made first, followed by all the questions that might be asked;
- after the clarifications and the answers to the questions presented, on request, it would be possible for the Shareholders to reply briefly, again taking no more than 2 minutes.

Lastly, the Chairman reminded the meeting of the technical methods and voting procedures, and in particular:

- he reminded the attendants that upon registering for admission to the Shareholders' Meeting, each Shareholder or delegate had received one participation form, or several forms, should they be representing other shareholders by proxy and/or if they had manifested the intention to express a divergent vote;
- he asked those present, whether attending on their own account or under proxy, not to leave the Meeting Room, if possible, until the end of the voting operations and until the results had been declared, as the Consob Authority Regulations state that the Minutes must indicate the names of the Shareholders who leave before each vote and specify the relative number of shares owned;
- he asked attendants who had to leave the Shareholders' Meeting temporarily or permanently to inform the personnel in charge about this, returning the participation form: the procedure would record the time of departure and the time of any return;
- the number of Shareholders present must be confirmed before every vote, by verifying the details of those who had declared that they did not intend to take part in the vote;
- voting on the items on the Agenda should take place by show of hands and the Shareholders who dissented and/or who abstained must state their names for the purposes of the Minutes.

The Chairman then turned to the first item on the Agenda.

**1) Financial statements for the year ended 31 December 2005; Presentation of the consolidated financial statements at 31 December 2005; Reports by the Directors, the Board of Auditors and the Auditing company; Related and consequent matters**

Attorney Daniele Bonvicini, representative by proxy of the shareholder Only 3T. S.p.A. took the floor. On the basis of the consideration that (i) the Management Report, the financial statements with the Explanatory Note and the requirements of art. 2429 of the Italian Civil Code and the auditor's certification report, (ii) the Reports by the Directors on the financial statements and the consolidated financial statements and the auditor's certification report and, finally, (iii) the Report of the Board of Auditors on Group operations, all at 31 December 2005, have been made available to the Shareholders within the deadlines required by the

Italian Civil Code and by Italian Legislative Decree no. 58/98, Attorney Bonvincini proposed limiting the reading:

- to the Chairman's Letter to the Shareholders on page 5;
- with regard to the Report on the Safilo Group operations, to the paragraphs relative to 'Information on operations, 'Economic trends', 'The asset and equity situation and investments' and 'The financial situation, on pages 19 to 26, and, lastly, the paragraph entitled 'Significant events after the year end outlook and foreseeable management developments' on page 31;
- with regard to the Operations Report in the financial statements, to the paragraph entitled 'Economic results' on pages 120 and 121 and the paragraph 'Decisions relating to net income for the year' on page 136,

and to omit reading of the rest of the documents presented, taking it for granted that they had been read, and to proceed directly to the discussion thereof.

The Chairman put the proposal of the shareholder Only 3T. S.p.A. to the vote. It was approved unanimously by the Shareholders' Meeting.

After the reading of the documents as indicated above, the Chairman declared discussions of the first item on the Agenda open and asked the Secretary to notify him of any requests to speak, in order to establish the speaking order.

The following took the floor: (1) the Shareholder Walter Rodinò who, after approving the results for the first quarter of 2006, asked for clarification on exchange rate differences; (2) the Shareholder Davide Giorgio Reale who, already a shareholder at the time of the first listing, expressed his trust in the entrepreneur and hope that the good results for the quarter would continue and, finally, asked the Chairman for his opinion on the counterfeiting problem, with particular reference to China; lastly, (3) the Shareholder Renzo Grego, who asked at what percentage dividends would be distributed to shareholders in the future.

The Chairman and the CEO then answered. More specifically, as regards the counterfeiting matter, the Chairman declared that it was a particularly sensitive point and that Safilo, also in collaboration with its main licence holders, intends to dedicate considerable resources to this issue and multiply its counter actions, in field with special investigative staff and hands-on by taking active part in governmental/legislative anti-counterfeiting initiatives.

The CEO then took the floor and, asked to do so by the Chairman, informed the meeting about the main medium term coverage instruments used in order to reduce the effects caused by the fluctuation in the exchange rates and, answering the question about the future

dividends, confirmed that the dividend distribution policy will be in line with that adopted by leading companies in the sector.

At the end of the answers, the Shareholders who had spoken declared that they were satisfied with the replies given.

Then, as no other Shareholder asked to speak, at the Chairman's proposal, the Shareholders' Meeting unanimously

**resolved:**

1. to approve the Board of Directors' Report on operations for the financial year 2005 and the Company's financial statements at 31 December, 2005;
2. to approve the proposal to carry forward losses for the year amounting to 7,345,516 Euros, as proposed by the Board of Directors.

The Chairman then turned to the second item on the Agenda.

**2) Determination of the number of members of the Board of Directors and possible appointment of Directors**

The Chairman reminded those present during the Meeting on 16 February last, that the Board of Directors acknowledged the resignation of the non-executive Directors Colin Taylor, Charles Paul Pieper, Thompson Dean and Julian Master, tendered to the competent bodies on 15 February 2006, with effect from the same date. As a result, the Board of Directors decided to ask the Shareholders' Meeting to vote on resolution regarding the appointment of the new Company Directors to replace the outgoing Directors, and/or any different numerical composition of the Board of Directors, proposing the possible reduction of the number of members from eleven to seven.

The Chairman reminded the Shareholders that the above resignations fall within the scope of covenants relating to the Company's shareholder agreement signed between its shareholders Only 3T. S.p.A., on the one hand, and SunlightLuxco A S.à.r.l. and SunlightLuxco III S.à.r.l., on the other (hereinafter, the "Agreement"), on 25 October 2005. Said agreement took effect between these parties from 9 December 2005 and was rescinded due to the occurrence of the termination condition specified in article 7.3 of the Agreement, i.e., the reduction of the overall stake of the shareholders SunlightLuxco A S.à.r.l. and SunlightLuxco III S.à.r.l. below 10% of the Company's share capital. As a result, and in the enforcement of the provisions in article 7.4 of the Agreement, the Directors Colin Taylor, Julian Masters, Charles Paul Pieper and Thompson Dean, appointed at the time by the shareholders SunlightLuxco A S.à.r.l. and

SunlightLuxco III S.à.r.l., resigned from their positions covered both in the Company and in the subsidiary company Safilo S.p.A.

The Chairman informed the Shareholders that, in view of the above, the Board of Directors decided to submit the proposal to reduce the number of members of the Board of Directors from the current eleven to seven to this Shareholders' Meeting pursuant to the indications in article 14 of the Company By-laws, which states that the Company Board of Directors may consist of 7 to 15 members. The Meeting will also be asked to confirm the mandate for the current members of the Board of Directors. Hence, the Board of Directors now made up of 7 members, appears, in fact, to be perfectly able to guarantee effective company management despite having less member than the number decided by the Shareholders' Meeting on 24 October, 2005.

The Chairman proposed that the Shareholders' Meeting:

1. reduce the number of members of the Board of Directors from 11 to 7;
2. confirm the current composition of the Board of Directors and the positions assigned by the Board of Directors on 24 October 2005, in particular:

- Vittorio Tabacchi	Chairman
- Giannino Lorenzon	Vice Chairman
- Roberto Vedovotto	CEO
- Massimiliano Tabacchi	Director and Chief Operating Officer
- Carlo Gilardi	Independent Director
- Riccardo Ruggiero	Independent Director
- Ennio Doris	Independent Director

The Chairman then put the proposal to the vote. It was approved by the Shareholders' Meeting with a majority of votes, with the sole abstention of the Shareholders Alaska Electrical Pension Fund and IAM National Pension Fund, who respectively hold 1,107 and 60,975 ordinary shares for a total of 62,082 ordinary shares, represented by Mr. Giulio De Nicola (form 5 in Appendix A) to these Minutes).

Lastly, the Chairman proposed to omit reading the report prepared by the Board of Directors on the corporate governance system adopted by the Company, giving the opportunity for anyone to take the floor or ask questions, as this report had been made available to the Shareholders in compliance with the legal forms and deadlines.



The Chairman then put the proposal to the vote receiving unanimous approval.

The Chairman thanked the Shareholders for attending the Meeting, which he then declared closed at 12.30 pm.

The Secretary

Katia Buja

The Chairman

Vittorio Tabacchi