

Notary File no. 7.305

Folder no. 5.533

**MINUTES OF ORDINARY AND EXTRAORDINARY GENERAL MEETING OF  
THE COMPANY "SAFILO GROUP S.P.A."**

REPUBLIC OF ITALY

On the fifth of May two thousand and seventeen at thirteen forty-five in Padua, Via Settima Strada no. 15, at the secondary office of the above-mentioned Company.

Before me, **Alessandro NAZARI**, Notary in Padua, with offices in Piazza De Gasperi 32 and registered with the Notary College of the District of Padua,

is Mr.:

- **RAZELLI Eugenio**, born in Genoa (GE) on 18<sup>th</sup> June 1950, fiscal code RZL GNE 50H18 D969M, who appears in this record in his capacity as Chairman of the Board of Directors and therefore as legal representative of the Company "**SAFILO GROUP S.P.A.**", with its registered office in Pieve di Cadore (BL), Piazza Tiziano no. 8 and with a secondary office in Padua (PD), Zona Industriale VII Strada no. 15, where he is domiciled for the purposes of his office, fully subscribed and paid-in share capital Euro 313,299,825 (three hundred and thirteen million two hundred and ninety nine thousand eight hundred and twenty five), authorised share capital Euro 474,699,825 (four hundred and seventy four million six hundred and ninety nine thousand eight hundred and twenty five), Fiscal Code and registration number with the Company Register of Belluno 03032950242, REA: BL-90811, an Italian company, established in Italy, listed on the Mercato Telematico Azionario managed by Borsa Italiana S.p.a..

**Of whose personal identity, I am certain.**

GIVEN THAT:

- on 26<sup>th</sup> (twenty sixth) April 2017 (two thousand and seventeen), the Ordinary and Extraordinary General Meeting of the shareholders of the aforementioned Company has taken place in Padua (PD), Via Settima Strada no. 15, at the secondary office of the same Company, therein convened in single call at 10 (ten) o'clock;

- Mr. RAZELLI Eugenio, after the clarification below, has taken on the role of Chairman of the meeting and retained the same until the end;

- I as Notary, also present at the above-mentioned meeting, have been charged with writing the minutes as it is apparent from the report that follows.

In light of the above (according to Article 2375 of the Italian Civil Code and in accordance with other applicable provisions, and Company condition which is listed on the Mercato Telematico Azionario managed by Borsa Italiana S.p.A.), this is a record of the proceedings of the shareholders' Ordinary and Extraordinary General Meeting of the aforementioned Company, on 26<sup>th</sup> April 2017: "An Ordinary and Extraordinary General Meeting of the shareholders of the Company has been held on the twenty sixth of April two thousand and seventeen, at 10 o'clock, in Padua, Via

Settima Strada no. 15, at the secondary office of the above-mentioned Company,

**"SAFILO GROUP S.P.A."**

with registered office in Pieve di Cadore (BL), Piazza Tiziano no. 8 and a secondary office in Padua (PD), Zona Industriale VII Strada no. 15, fully subscribed and paid-in share capital of Euro 313,299,825 (three hundred and thirteen million two hundred and ninety nine thousand eight hundred and twenty five), authorised share capital of Euro 474,699,825 (four hundred and seventy four million six hundred and ninety nine thousand eight hundred and twenty five), Fiscal Code and Belluno Companies' register number 03032950242, REA: BL-90811, an Italian company, established in Italy, listed on the Mercato Telematico Azionario managed by Borsa Italiana S.p.A..

Mr. POLET Robert, born in Kuala-Lumpur (Malaysia) on 25<sup>th</sup> July 1955, is the first to address the meeting and, after having welcomed all the attendees of SAFILO GROUP S.P.A. Shareholders' Meeting, informs the Shareholders' Meeting of his decision, as a result of other increasing professional commitments, to resign from the position of Chairman of the Board of Directors. His resignation was forwarded by letter to the Board of Statutory Auditors on the 19<sup>th</sup> April 2017, coming into effect on today's date of the Shareholders' Meeting. He will, however retain his office as Director of the Board.

Mr. POLET Robert then states that, following his decision, the Board of Directors, during an emergency meeting held this morning, has appointed the Board Director RAZELLI Eugenio new Chairman for the remaining duration of the current Board's mandate and therefore until the date of the Shareholders' Meeting, called to approve the financial statements as at 31<sup>st</sup> December 2017.

Mr. POLET Robert, therefore, asks the Shareholders' Meeting to take note of the Board's decision and to welcome the new Chairman who (according to Article 11 of the Articles of Association) will take then also the Chair of the current Shareholders' Meeting. Mr. Eugenio RAZELLI addresses the Meeting and on behalf of all, thanks the outgoing Chairman for his commitment to the Company to date and to the Board Members for their trust, thereafter assuming the Chair of the Shareholders' Meeting, according to Article 11 of the Articles of Association, in his capacity of Chairman of the Board of Directors.

With the support of Chief Executive Officer DEPLAZES DE ANDRADE DELGADO Luisa, Mr. RAZELLI Eugenio starts the work of the Shareholders' Meeting at 10:05.

The Chairman invites the Notary Alessandro NAZARI to act as Secretary of this Shareholders' Meeting and to draft the related minutes, having asked the Shareholders' Meeting and received its approval.

The Chairman advises that:

- a recording system is in place for the purpose of recording the progress of the Shareholders' Meeting and facilitating, if

necessary, the formulation of the answers to any questions and the successive drafting of the minutes; he also invites the attendees not to introduce any recording instruments, cameras or similar equipment into the proceedings;

- pursuant to Legislative Decree no. 196/2003 (on data privacy protection), attendees' data will be collected and processed by the Company exclusively for the accomplishment of the mandatory corporate requirements;

- regarding the current Shareholders' Meeting, no proxy solicitation has been carried out pursuant to Article 136 and subsequent of the Legislative Decree no. 58/1998 (T.U.F.);

- to date the number of attendees is 7 (seven), in person and in their capacity as shareholders' and 124 (one hundred and twenty-four) proxies, holding 43,571,441 (forty-three million five hundred and seventy-one thousand four hundred and forty-one) shares, all duly filed according to the procedures and within the deadlines required by law, equal to 69.536332% (sixty-nine point five three six three three two percent) of the share capital;

- notice of this Annual Shareholders' Meeting was given on 16<sup>th</sup> March 2017 on the Company's website ([www.safilogroup.com/it/investors.html](http://www.safilogroup.com/it/investors.html)) and on 17<sup>th</sup> March 2017 on the newspaper "La Repubblica" and was made available on the authorised storage mechanism: lInfo, at [www.linfo.it](http://www.linfo.it);

- the agenda is divided into the following:

#### **ORDINARY MEETING**

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 remuneration for the entire term of their office; inherent and consequent resolutions

4. Authorisation to the purchase and disposal of treasury shares pursuant to Article 2357 and following Articles of the Italian Civil Code as well as Article 132 of Legislative Decree 58/1998 and the relevant implementing provisions; inherent and consequent resolutions

5. Proposal for the approval 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 MEETING**

1. Proposal for a capital increase in cash and in more tranches, with the exclusion of option right pursuant to Article 2441, 4<sup>th</sup> paragraph, second part, of the Italian Civil Code, at the service of the 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 SAFILO Group, up to a maximum of

2,500,000 ordinary shares with a nominal value with par value of Euro 5,00 (five) each, and thus for a maximum amount of Euro 12,500,000.00; consequential amendments to the 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 Articles of Association; related and consequent resolutions"**

- No request has been received by the Company for integration to the agenda, pursuant to the Article 126 bis of Legislative Decree no. 58/1998 (T.U.F.);

- A question has been received on agenda items, as required by Article 127 ter T.U.F., from the shareholder Andrea MARAMOTTI sent through PEC on 21<sup>st</sup> April 2017, which will be answered during the current Shareholders' Meeting;

- besides the Chairman of the Board of Directors Mr. RAZELLI Eugenio, the Chief Executive Officer Ms. DEPLAZES DE ANDRADE DELGADO Luisa and Directors Messrs. POLET Robert, GROOT Melchert Frans, GUZZETTI Guido, COLE Jeffrey Alan and Ms. MAZZILLI Ines Maria Lina are present, representing the Board of Directors;

- the Chairman Mr. NICOLAI Paolo and standing Statutory Auditors CORGNATI Franco and SOLIMANDO Bettina, are present, representing the outgoing Board of Statutory Auditors;

- Share capital recorded at Register of Companies is currently: authorised Euro 474,699,825 (four hundred and seventy four million six hundred and ninety nine thousand eight hundred and twenty five), subscribed and fully paid-in Euro 313,299,825 (three hundred and thirteen million two hundred and ninety nine thousand eight hundred and twenty five), divided into 62,659,965 ordinary shares of nominal value of Euro 5 (five) each, having attendance and voting rights for the current Shareholders' Meeting;

- Company shares are admitted to trading on the Mercato Telematico Azionario organized and managed by Borsa Italiana S.p.A.;

- with reference to the last recording of shareholder members on 13<sup>th</sup> April 2017 the number of registered shareholders is equal to 315 (three hundred and fifteen);

- the Company does not hold treasury shares in its portfolio;

- the list attendees at the current Shareholders' Meeting, in person or by proxy, including the number of shares represented by each, the indication of any members delegating, as well as potential voters as pledgees and beneficial owners, is attached in the attendance sheet;

- a summary of the interventions, with the names of speakers, answers given and any statements and comments, will be reported in the minutes of meeting;

- names of voters against proposals, abstentions or any attendees leaving before the vote, and the relative number of shares owned and/or represented, will be reported in a document attached to the minutes of the meeting;

- based on the Shareholders' Ledger, and communications received

according to Article 120 of the "TUF", as well as from other information available to the Company, attendees holding directly or indirectly more than 3% (three percent) of subscribed share capital, represented by shares with voting rights, are the following:

**Registrant**

HAL HOLDING NV

**Direct Shareholder**

MULTIBRANDS ITALY NV

Dutch nationality

**Number of shares**

26,073,783

**% of total shares with voting rights (62,659,965)**

41.612%

**Registrant**

BDL CAPITAL MANAGEMENT

**Direct Shareholder**

FCP BDL REMPART EUROPE

**Number of shares**

4,913,689

**% of total shares with voting rights (62,659,965)**

7.84%

**Registrant**

TABACCHI VITTORIO

**Direct Shareholder**

ONLY 3T. S.R.L.

Italian nationality

**Number of shares**

4,823,638

**% of total shares with voting rights (62,659,965)**

7.7%

**Direct Shareholder**

M+G INVESTMENTS FUNDS (7)- M+G EUROPEAN STRATEGIC VALUE FUND

**Number of shares**

2,614,335

**% of total shares with voting rights (62,659,965)**

4.17%

- all 62,659,965 shares are deposited at Monte Titoli S.p.A. in dematerialised form;

- major deposits for the attendance at this Shareholders' Meeting are:

**Shareholder**

MULTIBRANDS ITALY BV

Dutch nationality

**Number of shares**

26,073,783

**% of total shares with voting rights (62,659,965)**

41.612%

**Shareholder**

FCP BLD REMPART EUROPE

**Number of shares**

4,913,689

**% of total shares with voting rights (62,659,965)**

7.84%

**Shareholder**

ONLY 3T. S.R.L.

Italian nationality

**Number of shares**

4,823,638

**% of total shares with voting rights (62,659,965)**

7.7%

**Shareholder**

M+G INVESTMENTS FUNDS (7)- M+G EUROPEAN STRATEGIC VALUE FUND

**Number of shares**

2,614,335

**% of total shares with voting rights (62,659,965)**

4.17%.

The Chairman, having asked the shareholders to ascertain any possible grounds for exclusion from voting or ineligibility to vote according to legislation in force, states that the Company is aware of the existence of a shareholders' agreement between MULTIBRANDS Italy B.V., Dutch company, with registered office in Rotterdam, NL, holder of 26,073,783 ordinary shares and DEPLAZES DE ANDRADE DELGADO Luisa, current Chief Executive Officer of the Company, concerning, *inter alia*, the submission of a list of proposed appointments to the Company's Board of Directors and the exercise of voting rights at the Ordinary Shareholders' Meeting of the Company. This agreement, originally signed on 15<sup>th</sup> September 2013, following its expiry, was renewed on 18<sup>th</sup> October 2016 until 14<sup>th</sup> September 2019.

The Chairman advises that, for operational reasons, some Company employees have been admitted as observers.

Mr. Francesco Gianni, Secretary of the Board and Dr. GRAEHSLER Gerd, *Chief Financial Officer* of the Group, and other managers of SAFILO Group are also in attendance.

The Chairman announces that:

- compliance checks for proxies have been conducted according to Article 2372 of the Italian Civil Code and of the current Articles of Association;
- regarding Agenda items, the Company has properly met disclosure requirements according to currently applicable legislation and regulations, meaning that documentation was filed within the deadlines and in the manner established by law;
- in particular, documentation relating to this Shareholders' Meeting, including the documentation required by Article 125-ter T.U.F. (namely explanatory reports on the items on the agenda), the financial statements (including annual financial reports as well as those of the Board of Statutory Auditors and independent Auditors) and the Report on Remuneration have been filed in compliance with current regulations and legislation; in

particular they have been sent to Consob, filed at the registered office, the secondary office, published on a specific section of the Company website and made available at the central storage of regulated information;

- additionally, filed in compliance with current regulations and legislation: lists for the appointment to the Board of Statutory Auditors, presented by the shareholders MULTIBRANDS B.V. and ONLY 3T. S.r.l., respectively. These have also been filed within legal deadlines at the Company's registered office and secondary office, published on a specific section of the Company website and made available at the central storage of regulated information;

- furthermore, the above-mentioned documentation is available and has been distributed to shareholders, or to their delegates attending the meeting;

- this ordinary and extraordinary shareholder's meeting has been convened in single call.

The Chairman reminds the Shareholders' Meeting that, in accordance with legal and statutory regulations, the quorum for the Ordinary Shareholders' Meeting convened in single call, is constituted irrespective of the proportion of share capital represented, whereas the quorum for the Extraordinary Shareholders' Meeting convened in single call, is regularly constituted with the presence of at least one fifth of the share capital.

Given the above, the Chairman declares Ordinary Shareholders' Meeting - in single call - validly convened, according to law and the Articles of Association, to discuss and resolve on the items on the agenda.

Those present are also informed about the procedures for discussions during the Shareholders' Meeting, with clarification that, after the presentation of each item on the agenda, shareholders who want to intervene, will be given the floor; the chairman asks all those wishing to be heard to raise their hand and give their name. With regard to the contributions that will follow and questions relating to them, the Chairman requests that all contributions be made first, and that any questions arising be collected.

The Chairman recommends those present to keep presentations brief and relevant to the item under discussion; each intervention shall not exceed 5 (five) minutes approximately, whilst reserving the possibility of extending the time for presentation, taking into account the importance of each item and the number of attendees requesting the floor.

On request, after clarifications and answers to questions have been given, shareholders will be able to give a brief reply limited preferably to 3 (three) minutes, whilst reserving the right to allow an extended discussion under the above-mentioned conditions.

He asks the shareholders, as far as possible, not to leave the

room, during the Meeting, at least until voting is complete and the results of the voting have been communicated, since, according to Consob regulations, the names of the shareholders who leave before each vote (and their corresponding number of shares) must be recorded in the minutes. Anyone who wishes to leave the room, even temporarily, must therefore give notice to the relevant staff in the room to ensure the regulatory compliance of the Meeting and the voting process; staff will record the exit and the entry time.

The Chairman reminds the Meeting that:

- before each vote, the shareholders present will be noted, ascertaining those who declare their wish not to vote;
- voting on an agenda item will take place by a show of hands and shareholders against the proposal and/or abstaining should report their names for the purpose of the minutes.

Lastly, before proceeding with the agenda, the Chairman also announces that, in accordance with Consob requirements, the fees payable to the auditing firm Deloitte & Touche S.p.A. are the following:

- review of separate financial statements 2016 - Euro 12,000 (twelve thousand) (plus VAT and expenses) for 140 (one hundred and forty) worked hours;
- review of consolidated financial statements 2016 -Euro 29,800 (twenty-nine thousand eight hundred) (plus VAT and expenses) for 510 (five hundred and ten) worked hours;
- review of half-year financial report - Euro 12,750 (twelve thousand seven hundred and fifty) (plus VAT and expenses) for 198 (one hundred and ninety) worked hours;
- checking that accounting records are accurately kept and administrative facts correctly presented - Euro 3,500 (three thousand five hundred) (plus VAT and expenses) for 52 (fifty-two) worked hours;
- opinion on consistency across the separate financial statements as at December 31<sup>st</sup>, 2016 with the report on operations and to report that no irregularities ("no remarks") according to article 123-bis paragraph 1, letter c), d), f), l) and m) and paragraph 2, letter b) of TUF were found in the data in the Report on Corporate Governance and Ownership Structure: such activity is included in the audit of separate and consolidated financial statements and is considered to be an integral part of the Independent Auditors' report. No additional remuneration is therefore due.

The Chairman, then, initiates discussion of the first item on the agenda - Ordinary session - that he reminds those present being the following:

**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**

The Chairman makes known that:

- as provided by current legislation the consolidated financial statements have been made available to the shareholders at the registered office, the secondary office, on the Company website as well as at the central storage of regulated information 1Info within the deadlines set forth by the law, together with draft separate financial statements and other required documents;
- only separate financial statements are submitted to the Shareholders' Meeting for its approval, pursuant to Article 2364, no. 1, of the Italian Civil Code, whereas the consolidated financial statements are made known to the shareholders but shall not be approved by the Shareholders' Meeting.

At this stage Ms. Elena ZANELLATO takes the floor as proxy representative of the shareholder MULTIBRANDS ITALY B.V. In order to streamline the proceedings of the Meeting, and considering that all the documentation related to the separate financial statements of the Company and the Group consolidated Financial Statements as at 31<sup>st</sup> December 2016 have been made available to shareholders in accordance with the Italian Civil Code and the T.U.F., she proposes to omit their reading in full and to proceed with an illustration of the data and the main financial information included in the Group Director's Report on Operations of the and in the Director's Report on Operations to the separate and consolidated financial statements, with particular reference, for the latter, to the section entitled "Resolutions regarding the result of the year", and then proceed directly to the discussion.

The Chairman asks the Meeting, for comments on the proposal from the MULTIBRANDS ITALY B.V. shareholder's delegate.

The Shareholders' Meeting approves the proposal.

The Chairman then reads and elucidates the financial statements main data and information included in the Director's Report on Operations.

In particular, the Chairman gives a faithful reading to the Shareholders' Meeting of the " Report on Operations", "Significant events after year-end and outlook" and "Resolution regarding the result of the year", as per the financial statements made available and published.

Having finished the presentation, the Chairman then opens the discussion on the first item on the agenda of the Ordinary Shareholders' Meeting.

The Chairman invites those present to indicate any request to address the meeting by raising a hand, in order to determine the order of speakers and specifies that, if there are any technical questions, it will be within his power to request the suspension of the Shareholders' Meeting for the time necessary to allow answers to be formulated.

The shareholder LUSCIA Luigi Francesco is the first to take the floor and, having thanked the Chairman for the welcome received, asks for clarifications on the establishment of the new Company

SAFILO INDUSTRIAL SRL and on the Directors' remuneration which, in his opinion, is not in line with the policy of reducing operating costs.

In particular, the shareholder LUSCIA Luigi Francesco requests cost data for establishing the above-mentioned new Company and how many Directors are in office, stating that in his view, other similar-sized companies would adopt more simplified management models.

LUSCIA Luigi Francesco asks for Directors' remuneration to reflect criteria based on merit and results. He further asks how remuneration is allocated by employee category (directors, managers, other employees). He closes by saying that, as in the past, the shareholders have not received any dividends from this management.

Then the shareholder Mr. MARAMOTTI Andrea takes the floor, and comments on the Company management over recent years, expressing his concern in particular about licenses.

The shareholder MARAMOTTI Andrea, says that remuneration of Directors and the Chief Executive Officer, in his opinion, is not in line with those of other listed companies.

There being no other requests to speak and hence questions, the Chairman gives the floor to the Chief Executive Luisa DEPLAZES DE ANDRADE DELGADO who, with reference to the first request made by the shareholder LUSCIA Luigi Francesco, answers highlighting the reduction in 2016 in the number of Companies, globally, belonging to the Group. Furthermore, she clarifies that the choice to establish SAFILO INDUSTRIAL SRL is intended to facilitate control over and transparency of all production parameters, thereby allowing more effective and immediate monitoring of results and performance of other, now separate, business functions. The Chief Executive Officer specifies that, following reorganisation, the three Companies SAFILO S.P.A, SAFILO INDUSTRIAL SRL e SAFILO GROUP S.P.A. have now unique and differentiated roles and that SAFILO GROUP S.P.A. has become a true holding company, whereas SAFILO S.P.A. has a better defined and clearer strategic role in governing major global business functions, namely brand management, design and product creation, sourcing, quality control, sales operations as well as delivery and logistics. SAFILO INDUSTRIAL SRL finally represents the principle production centre.

In order to reply on management costs, GRAEHSLER Gerd takes the floor, pointing out that those costs remain unchanged, also stating that the Board of Directors of SAFILO S.P.A., has been removed and it is now managed by a Sole Director in the person of DEPLAZES DE ANDRADE DELGADO Luisa. The latter also serves as a "Sole Director" of SAFILO INDUSTRIAL SRL, without any additional specific remuneration.

The Chief Executive Officer takes again the floor and notes that, in terms of operating costs, the total number of managers has overall remained unchanged and that new managers have been

promoted from within, based on performance and leadership criteria.

Mr. GRAEHSLER Gerd provides additional information with regard to margins and the impact of the termination of certain licenses, to going forward brand portfolio, to goodwill impairment and regarding the replacement of the reduced Gucci sales by a going forward brand portfolio.

The Chief Executive Officer again takes the floor explaining the strategy of diversifying and balancing the portfolio, recalling and clarifying that 2016 and 2017 have always been considered years of transition.

The Chairman RAZELLI Eugenio takes the floor and reminds the Meeting that all documentation on the remuneration of the directors has been made public.

The shareholder MARAMOTTI Andrea takes the floor asking for clarification about the remuneration policy of the Board of Directors and Chairman RAZELLI Eugenio answers specifying that compensation consists of a fixed base and a variable part linked to objectives.

The Shareholder MARAMOTTI Andrea finally observed that, in his opinion, the remuneration levels for the top managers of the Company are not proportionate to the size of the Company.

The Shareholder Mr. LUSCIA Luigi Francesco asks to speak and requests further information regarding the questions already formulated.

Mr. GRAEHSLER Gerd, specifying the cost of founding the new company SAFILO INDUSTRIAL SRL, concludes that the Group's overall result is positive.

The Chairman finally gives an answer to the question presented by PEC from shareholder Andrea MARAMOTTI on 21<sup>st</sup> April 2017, concerning the request for a more detailed explanation of Director's 2016 compensation for SAFILO S.p.A. and SAFILO Group S.p.A..

In this regard, he reports that an indication of details of the compensation paid, can be found at the end of the Remuneration Report. In particular, the item "OTHER COMPENSATION" includes the preliminary Long Term bonus for the Chief Executive Officer, referring to 2013, 2014, 2015 and 2016 and linked to the achievement of a certain level of consolidated EBITDA, as detailed in the chart footnotes of the aforementioned Report. In addition, some benefits are detailed which are part of the employment contract of the Chief Executive Officer, expressed in Euro as well as those of Managers with strategic responsibility.

The Chairman declares the discussion closed on this agenda item and proposes to adopt the following resolution:

"The Ordinary Shareholders' General Meeting of SAFILO Group S.p.A., acknowledges the Reports of the Board of Directors' reports, the Auditing Company and of the Board of Statutory Auditors, regarding the separate financial statements closing on 31<sup>st</sup> December 2016 and drawn up in accordance with International

Financial Reporting Standards IFRS, which show a loss of Euro 5,805,119 (five million eight hundred and five thousand one hundred and nineteen)

**resolves**

a) to approve the separate financial statements as at 31<sup>st</sup> December 2016 as a whole and their individual entries, as well as the Board of Directors' review on operations relating to the 2016 financial period;

b) to carry forward the loss, generated in the year, amounting to Euro 5,805,119 (five million eight hundred and five thousand one hundred and nineteen);

c) to acknowledge the Consolidated Financial Statements 2016 for the Group, accompanied by the Report of the Board of Directors as well as the reports of the supervisory bodies."

Before putting the proposal to vote, the Chairman asks to report to the staff any variations in attendance, and also to point out any lack of entitlement to vote according to current legislation. The Chairman updates the attendance list. Precisely 8 (eight) representing in person or by proxy 125 (one hundred and twenty-five) shareholders, holding 43,611,441 (forty-three million six hundred and eleven thousand four hundred and forty one) shares, all duly filed in the manner and within the deadlines defined by law, equal to 69.600168% (sixty-nine point six zero zero one six eight percent) of the share capital.

At this point the Chairman puts the proposal to the vote:

Requests those opposed to the proposal to raise their hands.

Requests abstentions to raise their hands.

Requests those in favour to raise their hands.

Invites those who have voted against or abstained to communicate their names, the name of any delegate and the number of shares represented in person and/or by proxy in order for the details to be registered.

The Chairman announces that the proposal has been approved by the Shareholders' Meeting with the following result: participated in the vote 125 (one hundred and twenty-five) shareholders holding 43,611,441 shares (forty-three million six hundred and eleven thousand four hundred and forty-one) all of which bear voting rights, equal to 69.600168% (sixty-nine point six zero zero one six eight percent) of the share capital.

Result:

- votes in favour - 38,785,228 (thirty-eight million seven hundred and eighty-five thousand two hundred and twenty-eight) equal to 88.933608% (eighty-eight point nine three three six zero eight percent) of the voting capital;

- votes against - 4,826,213 (four million eight hundred and twenty-six thousand two hundred and thirteen) equal to 11.066392% (eleven point zero six six three nine two) of the voting capital;

- abstentions - 0 (zero) = 0% (zero percent) of the voting capital;

- non-voters - 0 (zero) = 0% (zero percent) of the voting capital.

Then the Chairman passes to treat the second item on the agenda

- ordinary session - pro memoria - as follows:

## **2. Report to the Shareholders' Meeting on the Group's Remuneration policy**

The Chairman reminds that:

- the Report on Remuneration has been drawn up and filed according to the Article 123-ter of the T.U.F. and of Article 84-"quarter" of the Issuers' regulations and in conformity with the provisions of the Corporate Governance Code of the Italian Stock Exchange (Borsa Italiana S.p.A.);
- the Shareholders' Meeting is called, according to Article 123-ter T.U.F. to express its advisory opinion regarding the Company's remuneration policy for its officers and Managers with strategic responsibilities and on the procedures used for the adoption and implementation of this policy;
- according to Article 123-"ter" point 6, of the T.U.F., the Shareholders' Meeting is called to cast their vote in favour or against, the first section of the Remuneration Report;
- the resolution is not binding.

At this point Ms. Elena ZANELLATO takes the floor declaring to act as proxy for the shareholder MULTIBRANDS ITALY B.V., who in consideration of the fact that the above-mentioned Report on Remuneration was made available to shareholders within the terms of the T.U.F. and applicable regulatory requirements, proposes to omit reading it.

The Chairman asks the Shareholders' Meeting, whether it agrees, as proposed by the shareholder delegate MULTIBRANDS Italy B.V., to omit reading the document aloud.

The Shareholders' Meeting approves the proposal.

The Chairman then reads the proposed shareholder resolution only, to be followed by discussions.

"The Ordinary Shareholders' Meeting of SAFILO Group S.p.A., has taken note of the Report on Remuneration and considered the applicable regulations regarding Reports on Remuneration,

### **resolves**

- to approve the first section of the Report on Remuneration, according to Article 123 ter, point 6, of the legislative decree. no. 58/1998".

The Chairman then opens the discussion on the second item on the agenda - Ordinary Session.

The Chairman invites those present to indicate any request to speak by raising a hand, in order to determine the order of speakers and specifies that, if there are any technical questions, it will be within his power to request the suspension of the Shareholders' Meeting for the time necessary to allow answers to be formulated. The shareholder LUSCIA Luigi Francesco asks to address the meeting, demanding a cut of bonuses and a reduction of the costs of executives.

Then Mr. MARAMOTTI Andrea takes the floor, requesting a possible change in the assessment of the base price of the stock option plan.

No other remarks being brought out, the Chairman declares the discussion on this agenda item closed.

Before putting the proposal to vote, the Chairman asks to report to the staff any variations in attendance and also to point out any lack of entitlement to vote according to current legislation. Since there have been no remarks from the floor, the Chairman considers that there are no variations in attendance, nor ineligibility to vote.

He puts the proposal to the vote.

He requests those opposed to the proposal to raise their hands.

He requests abstentions to raise their hands.

He requests those in favour to raise their hands.

The Chairman invites those who have voted against or abstained to communicate their names, the name of any delegate and the number of shares represented in person and/or by proxy in order for the details to be registered.

The Chairman announces that the proposal has been approved by the Shareholders' Meeting with the following result:

- votes in favour - 35,114,645 (thirty-five million one hundred and fourteen thousand six hundred and forty-five) equal to 80.517048% (eighty point five one seven zero four eight percent) of the voting capital;

- votes against - 3,673,158 (three million six hundred and seventy-three thousand one hundred and fifty-eight) equal to 8.422464% (eight point four two two four six four percent) of the voting capital;

- abstentions - 4,823,638 (four million eight hundred and twenty-three thousand six hundred and thirty-eight) equal to 11.060488% (eleven point zero six zero four eight eight percent) of the voting capital.

The Chairman then moves on to the third item on the agenda - Ordinary session - pro memoria - as follows:

**3. Appointment of the Board of Statutory Auditors and its Chairman, with the previous determination of their remuneration for the entire term of their office; inherent and consequent resolutions**

The Chairman reminds the Meeting that with the approval of the Financial Statements of the Company as at 31<sup>st</sup> December 2016, the mandate of the Board of Statutory Auditors expires and he, therefore, invites proposals to appoint the new supervisory body which will be composed of three standing auditors and two alternate auditors who will remain in office for the three years: 2017-2018-2019.

Notwithstanding the provisions of the notice convening the Shareholders' Meeting, the same is reminded that the appointment of the Board of Statutory Auditors takes place according to the "voting list mechanism", according to Article 27 of the Articles of Association, published in full on the Company website.

The Chairman informs that 2 (two) lists have been presented within the legal terms:

\* List no. 1 (one) presented by the shareholder MULTIBRANDS Italy B.V., holder of a total of 26,073,783 (twenty-six million seventy-three thousand seven hundred and eighty-three) ordinary shares, equal to 41.6% (forty-one point six percent) of the share capital with voting rights at the meeting and,

\* List no. 2 (two) presented by the shareholder Only 3T. S.r.l., holder of a total of 4,823,638 (four million eight hundred and twenty-three thousand six hundred and thirty-eight) ordinary shares, equal to 7.7% (seven point seven percent) of the share capital with voting rights at the Shareholders' Meeting.

List 1 (one), presented by MULTIBRANDS Italy B.V., consists of the following persons:

Standing Statutory Auditors:

- 1 Franco Corgnati
- 2 Bettina Solimando
- 3 Yuri Zugolaro

Alternate Statutory Auditors:

- 1 Marzia Barbara Reginato
- 2 Luca Valdameri

List no. 2 (two), presented by the shareholder ONLY 3T. S.R.L., consists of the following persons:

Standing Statutory Auditor:

- 1 Carmen Pezzuto

Deputy Statutory Auditor:

- 1 Gianfranco Gaudio

The Chairman points out that the shareholder Only 3T. S.r.l. expressly brought to the attention of the Shareholders' Meeting the absence of relevant relationships, with shareholders, holding a controlling interest or relative majority, in conformity with current legislation and as recommended by Consob in Communication DEM/9017893 of the 26<sup>th</sup> February 2009.

The documentation relating to the presented lists, required by current regulations, as well as by the Articles of Association, including full information on the personal and professional details of the candidates, a list of offices held and declarations of independence for each of them according to currently applicable regulations, has been filed at the registered office of the Company and made available on the Company website on 5<sup>th</sup> April 2017. The Chairman specifies that, together with the lists, the following have been filed:

- documentation proving the ownership of shares necessary to submit a "list";
- full personal and professional details of the candidates together with a list of directorships and supervisory positions held in other companies;
- statements with which individual candidates accept the candidacy and attest under their own responsibility, the absence of legal impediment and conflict of incompatibility, as well as the fulfilment of statutory and legal requirements for the positions.

In the file made available for consultation by the participants of today's Shareholders' Meeting, also all the main documents have been reproduced, including the curriculum vitae of each candidate.

Given that the documents outlined above have been made public according to law and made available to those present, the Chairman, if the Shareholders' Meeting agrees, proposes to omit reading them.

The Shareholders' Meeting approves the proposal.

The Chairman invites the shareholders attending the Meeting, who have not filed any list, to declare any relationship with shareholders who have filed the "lists" or with those who hold, also jointly, a controlling interest or a relative majority as required by Article 144 "quinquies", paragraph 1, of Consob Regulations 11971/1999. None of the shareholders comments.

The Chairman reads only the proposal of the Shareholders' Meeting resolution, which will be followed by discussion.

On behalf of the other directors, he warmly thanks the outgoing auditors for their contribution to the Company and then opens the discussion on the third item on the agenda - ordinary session. The Chairman invites those present to indicate any request to speak by raising their hand, in order to determine the order of speakers and specifies that, if there are any technical questions, it will be within his power to request the suspension of the Shareholders' Meeting for the time necessary to allow answers to be formulated.

No remarks being brought out from the floor, the Chairman then declares the discussion on this agenda item closed. Before putting the proposal to vote, the Chairman asks to report to the staff any variations in attendance and also to point out any lack of entitlement to vote according to current legislation.

There being no response, the Chairman considers that there are no variations in attendance, nor ineligibility to vote.

Then the Chairman invites the Shareholders' Meeting:

- to vote either for List no. 1 (one) or the List no. 2 (two) and otherwise against or abstaining from voting all the lists and
- to take note that, the Standing Statutory Auditor will be appointed Chairman of the Statutory Auditors from the minority list, in accordance with the provisions of current as well as the Articles of Association's regulations.

He asks those favourable to List no. 1 (one) to raise a hand and to give their names, the name of any delegator and the number of shares represented in person and/or by proxy.

He asks those favourable to the List no. 2 (two) to raise a hand and to give their names, the name of any delegator and the number of shares represented in person and/or by proxy.

He asks those against to raise a hand.

He asks abstentions to raise a hand.

He invites those who have voted against or abstentions to give their names, the name of any delegator and the number of shares

represented in person and/or by proxy.

The Chairman announces that the proposal has been approved by the Shareholders' Meeting with the following result:

- votes in favour of List no. 1 - 34,486,605 (thirty-four million four hundred and eighty-six thousand six hundred and five) equal to 79.076967% (seventy-nine point zero seven six nine six seven percent) of the voting capital;

- votes in favour of List no. 2 - 9,116,144 (nine million one hundred and sixteen thousand one hundred and forty-four) equal to 20.903102% (twenty point nine zero three one zero two percent) of the voting capital;

- votes against both lists - 6,817 (six thousand eight hundred and seventeen) equal to 0.015631% (zero point zero one five six three one percent) of the voting capital;

- abstentions - 1,875 (one thousand eight hundred and seventy-five) equal to 0.004299% (zero point zero zero four two nine nine) of the voting capital.

The Chairman, after proclaiming the result that the resolution has been passed, specifies that:

- the Board of Statutory Auditors for the fiscal years 2017-2018-2019, has been appointed as follows:

Standing Statutory Auditors:

1 **PEZZUTO Carmen**, born in Sacile (PN) on 22<sup>nd</sup> November 1967, with domicile in Padua (PD), Riviera A. Mussato no. 97, fiscal code PZZ CMN 67S62 H657R, listed in the Register of Auditors no. 114043 as per D. M. 31<sup>st</sup> December 1999, G.U. No. 14 of 18<sup>th</sup> February 2000;

2 **SOLIMANDO Bettina**, born in San Severo (FG) on 7<sup>th</sup> August 1974, with domicile in Milan (MI), via Vittor Pisani no. 16, fiscal code SLM BTN 74M47 I158F, listed in the Register of Auditors no. 126817 as per D. M. 23<sup>rd</sup> July 2002, G.U. no. 60 of 30<sup>th</sup> July 2002;

3 **CORGNATI Franco**, born in Milan (MI) on 10<sup>th</sup> July 1942, with domicile in Arcugnano (VI), via Cazzale no. 12, fiscal code CRG FNC 42L10 F205A, listed in the Register of Auditors no. 15999 as per D. M. 12<sup>th</sup> April 1995, G.U. no. 31-bis on 21<sup>st</sup> April 1995;

Alternate Statutory Auditors:

1 **REGINATO Marzia Barbara**, born in Genoa (GE) on 17<sup>th</sup> August 1959, with domicile in Padua (PD), Corso Milano no. 26, fiscal code RGN MZB 59M57 D969B;

2 **GAUDIOSO Gianfranco**, born in Padua (PD) on 4<sup>th</sup> April 1959, with domicile in Padua (PD), Riviera A. Mussato no. 97, fiscal code GDS GFR 59D04 G224W, listed in the Register of Auditors no. 26814 as per D. M. 12<sup>th</sup> April 1995, G.U. no. 31bis on 21<sup>th</sup> April 1995;

- pursuant to and for the purposes of the current regulations and Article 27 of the Articles of Association, Dr. Carmen PEZZUTO is elected Chairman of the Board of Statutory Auditors, being a Standing Auditor mentioned in the "Minority" List of Auditors, who is not connected to those who presented and voted for the majority list;

- the Board of Statutory Auditors will remain in office for three financial years and, thus, until the date of the Shareholders'

Meeting called to approve the financial statements as at 31<sup>st</sup> December 2019 and, at any event, until the Board of Statutory Auditors has not been reconstituted.

The Board of Statutory Auditors will proceed, in accordance with the law, with the formal verification that the Auditors are in possession of the prescribed requirements, giving a written statement to the Board of Directors for public disclosure, as required by law.

Finally, the Chairman states that it is necessary to determine the remuneration of the Board of Statutory Auditors.

At this point Ms. Elena ZANELLATO asks to take the floor, declaring that she is acting as proxy for the shareholder MULTIBRANDS ITALY B.V., who proposes to grant to the Chairman and the other two Standing Statutory Auditors, an annual fee in line with that paid in the past by the Company, plus reimbursement of expenses incurred in the exercise of their duties and that the fee will be formally determined, on this basis, by the Chief Executive Officer.

Before declaring the discussion closed, the Chairman RAZELLI Eugenio announces the current compensation for the Chairman of the Board of Statutory Auditors and the Standing Statutory Auditors.

The Chairman then declares the discussion on this agenda sub-item closed and before putting the proposal to the vote, the Chairman asks to report to the staff any variations in attendance and also to point out any lack of entitlement to vote according to current legislation.

There being no response, the Chairman considers that there are no variations in attendance, nor lack in eligibility to vote.

He puts the proposal to the vote.

He asks those in opposition to raise a hand.

He asks abstentions to raise a hand.

He asks those in favour to raise a hand.

He announces that the proposal has been accepted with the following result:

- votes in favour - 43,604,624 (forty-three million six hundred and four thousand six hundred and twenty-four) equal to 99.984369% (ninety-nine point nine eight four three six nine percent) of the voting capital;

- votes against - 6,817 (six thousand eight hundred and seventeen) equal to 0.015631% (zero point zero one five six three one percent) of the voting capital.

The Chairman proceeds with discussion of the fourth item on the agenda - ordinary session - pro memoria - as follows:

**4. Authorization to the purchase and disposal of treasury shares according 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**

The Chairman reminds the Shareholders' Meeting that:

- the proposal to authorize Safilo Group S.p.A. to purchase and dispose of its own ordinary shares, has been drawn up and filed according to Articles 2357 and following Articles of the Italian Civil Code, according to Article 132 of the T.U.F. and Articles 73, 144-bis, as well as Annex 3A Scheme no. 4 of the Issuers' Regulations;

- The Shareholders' Meeting is asked to deliberate the proposal to authorize the purchase, even in multiple tranches, of Safilo Group ordinary shares with par value equal to Euro 5.00 each, up to a maximum amount of 2,500,000, provided that, the number of Safilo Group ordinary shares held from time to time in the portfolio of the Company and its subsidiaries, shall not exceed 10% (ten) of the Company's share capital, pursuant to Article 2357, paragraph 3 of the Italian Civil Code, or, if lower, the limit permitted by applicable law in force at the time of the purchase.

At this point Ms. Elena ZANELLATO asks to take the floor, declaring that she is acting as proxy for the shareholder MULTIBRANDS ITALY B.V., who, in consideration of the fact that the aforementioned report, drawn up under Article 114-bis of the T.U.F. and under Article 84-bis of the Issuers' Regulation, was made available to shareholders within the terms prescribed by the T.U.F. and by the current regulatory law, proposes to omit reading the documents. The Chairman asks the Shareholders' Meeting if it agrees, as proposed by the shareholder delegate MULTIBRANDS ITALY B.V., to omit reading the documents.

The Shareholders' Meeting approves the proposal.

The Chairman then reads only the resolution proposed to be followed by discussion.

"Safilo Group S.p.A. Shareholders' Meeting in ordinary session:

- having considered the Illustrative Report of the Board of Directors;
- having taken into account the opportunity to proceed for the purposes and in the manner illustrated above in the Report as previously made available according to law;
- having approved the financial statements at 31<sup>st</sup> December 2016;
- taking into account the provisions of Article 2357 and following Articles of the Italian Civil Code;
- acknowledging that the Company does not currently hold, treasury ordinary shares - either directly or indirectly, through its subsidiaries;

#### **resolves**

**A)** to authorize the purchase and sale, disposal and/or use of ordinary treasury shares, to be performed directly by the Company and/or indirectly through its subsidiaries for the purposes set out in the Report of the Board of Directors and therefore:

**1)** to approve, in accordance with Article 2357 of the Italian Civil Code, as well as in accordance with Article 132 of Legislative Decree no. 58 of February 24, 1998, the purchase, in one or more tranches, for a period of 18 months from the date of this

resolution, of the Company's ordinary shares, up to a maximum of 2,500,000 shares, taking into account the ordinary shares of Safilo Group at any time held in portfolio by the Company and by its subsidiaries, that does not in total exceed 10% of the share capital or, if lower within the limit set by applicable legislation in force, giving mandate to the Board of Directors to identify the amount of shares to be purchased in relation to each of the above purposes, prior to the start of each individual purchase program, pursuant to the terms and conditions of this resolution, including at a price not higher than the higher of the price of the last independent trade and the highest current independent purchase bid in the trading venue where the purchase is carried out. It being understood that the purchase price of each share shall not be in its minimum more than 10% below and, in its maximum more than 5% above the arithmetic average of the official prices of Safilo Group shares on the Italian Stock Exchange organized and managed by Borsa Italiana S.p.A. (Mercato Telematico Azionario) over the five trading days prior to the date of the purchase trade and, in any case, it shall not exceed a purchase price of Euro 10.00 per share;

2) to give mandate to the Board of Directors, and on its behalf to the Chairman and to the Chief Executive Officer, severally and with full powers, including the powers to sub-delegate, to proceed with the purchase of shares under the conditions and for the purposes mentioned above, granting them with the broadest powers, severally, to carry out the purchase transactions pursuant to this resolution and any other formalities relating to the same, including any assignments to intermediaries qualified in accordance with the law and with the right to appoint special attorneys, at the pace meeting the interests of the Company, pursuant to the provisions of the current legislation, and in particular pursuant to Articles 132 and 144-bis of CONSOB Regulation 11971/1999, as amended, taking into account the Italian and European laws regarding market abuses, as well as the market practices regarding the purchase of treasury shares permitted by Consob pursuant to Article 180, paragraph 1 c) of T.U.F., through Resolution no. 16839 of March 19, 2009, if applicable, as well as pursuant to European Regulation no. 596/2014 of April 16, 2014 and the relevant implementing provisions, if applicable;

3) to authorize the Board of Directors, and on its behalf the Chairman and the Chief Executive Officer, severally and with the powers to sub-delegate, pursuant to and in accordance with Article 2357-ter of the Italian Civil Code, that they may sell, dispose and/or use, at any time, in whole or in part, in one or more tranches, of the treasury shares purchased pursuant to this resolution and to the terms and conditions of the transaction acts deemed appropriate in the interests of the Company in compliance with the laws and regulatory provisions in force at the time and to pursue the purposes set forth in this resolution, attributing

the broadest powers to carry out disposal transactions pursuant to this resolution, as well as any other related formalities, including any assignments to intermediaries qualified in accordance with the law and with the right to appoint special attorneys. The authorization referred to in this point (A) 3) is given without a time limit.

**B)** to establish, pursuant to the law, that purchases under this authorization occur within the limits of distributable earnings and available reserves resulting from the latest available financial statements of the Company approved at the time of each transaction and that, upon purchase and disposal of treasury shares, the required accounting entries are made, in compliance with the provisions of the law and applicable accounting standards;

**C)** to grant the Chairman and the Chief Executive Officer, severally and with full power of sub-delegation for single acts or categories of acts, all powers, none being excluded, to implement the above resolutions, through any act required, appropriate, instrumental, connected and/or useful for the positive outcome of the same and of the authorizations provided therein"

The Chairman then opens the discussion on the fourth item on the agenda - ordinary session.

The Chairman invites those present to indicate any request to address the Shareholders' Meeting by raising a hand, in order to determine the order of speakers and specifies that, if there are any technical questions, it will be within his power to request the suspension of the Shareholders' Meeting for the time necessary to allow answers to be formulated.

The shareholder MARAMOTTI Andrea takes the floor and wishes the current limit for purchasing treasury shares was eliminated.

There being no other remarks from the floor, the Chairman declares the discussion on this agenda item closed. Before putting the proposal to the vote, the Chairman asks to report to the staff any variations in attendance and also to point out any lack of entitlement to vote according to current legislation.

Since there are no remarks from the floor, the Chairman considers that there are no variations in attendance, nor ineligibilities to vote.

He puts the proposal to the vote.

He asks those against to raise a hand.

He asks abstentions to raise a hand.

He asks those in favour to raise a hand.

He invites those who have voted against or abstained to give their names, the name of any delegator and the number of shares represented in person and/or by proxy in order for the details to be registered.

The Chairman announces that the proposal has been approved with the following result:

- votes in favour - 35,613,103 (thirty-five million six hundred

and thirteen thousand one hundred and three) equal to 81.660001% (eighty-one point six six zero zero zero one percent) of the voting capital;

- votes against - 2,279,559 (two million two hundred and seventy-nine thousand five hundred and fifty-nine) equal to 5.226975% (five point two two six nine seven five percent) of the voting capital;

- abstentions - 5,718,779 (five million seven hundred and eighteen thousand seven hundred and seventy-nine) equal to 13.113025% (thirteen point one one three zero two five percent) of the voting capital.

The Chairman then proceeds with the discussion of the fifth item on the agenda - ordinary session - pro-memoria - as follows:

**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**

The Chairman reminds the Shareholders' Meeting that:

- The following documents have been drawn up and filed: the Report pursuant to Article 125-ter of the T.U.F. and in accordance with Article 73 of the Issuers' Regulations and the attachment to the above-mentioned Report, an Informative Document drawn up in compliance with Article 84-bis of the Issuers' Regulations and in conformity with the Scheme no. 7 of Annex 3A of the same Regulations;

- The Shareholders' Meeting is called to approve, pursuant to Article 114-bis of the T.U.F., the adoption of an incentive and retention plan, to be implemented, in several tranches, through a free-of-charge allocation of a maximum of 2,500,000 (two million five hundred thousand) options to a selected number of Directors and/or Company employees and/or companies belonging to Safilo Group, the beneficiaries to be identified, even on more than one occasion, by the Company's Board of Directors, based on the recommendations of the Remuneration and Nomination Committee. The Options will entitle each holder to subscribe newly issued ordinary Company shares, with a par value of 5.00 (five point zero zero) Euro each, arising from a paid and separable capital increase, excluding option rights pursuant to Article 2441, paragraph four, second part, of the Italian Civil Code, at the rate of no. 1 (one) share per Option. Alternatively, and/or in addition to the above mentioned newly issued shares, the Company shall be entitled to fulfill -in all or in part - its obligations under the Plan, by assigning to beneficiaries treasury shares resulting from possible buy-back plans implemented by the Company, it being understood that the total number of shares attributable to all beneficiaries in accordance with the Plan will not exceed the maximum amount of 2,500,000 (two million and five hundred thousand);

- the conditions, terms and procedures of implementation of the Plan are better closely defined in the Informative Document drawn

up according to Article 84-bis of the Regulation of Issuers and in accordance with Scheme no. 7 of Annex 3A to the Issuers' Regulations, attached to the Report.

At this point Ms. Elena ZANELLATO asks to address the Meeting, declaring that she is acting as proxy for the shareholder MULTIBRANDS ITALY B.V. In view of the fact that the aforementioned report has been drawn up in compliance with Article 125-ter of the T.U.F. and Article 73 of the Issuers' Regulation as well as being attached to the above mentioned Report, the Information Document having been drawn up in compliance with Article 84-bis of the Issuers' Regulations in accordance with Scheme no. 7 of Annex 3A of the Issuers' Regulations has been made available to shareholders within the deadlines set by the T.U.F. and by the current regulatory law, MULTIBRANDS ITALY B.V. proposes to omit reading the documents.

The Chairman asks the Shareholders' Meeting, whether it agrees, as proposed by the shareholder delegate MULTIBRANDS Italy B.V., to omit reading the document.

The Shareholders' Meeting approves the proposal.

The Chairman then reads the proposed shareholder resolution only, to be followed by discussions.

"Safilo Group S.p.A. ordinary shareholders' meeting, on the basis of the related report of the Board of Directors, having regard to Article 114-bis of the Legislative Decree 24 February 1998 no. 58 and the regulations issued by Consob and by the Italian Stock Exchange, taken note of the favorable opinion of the Board of Statutory Auditors and having examined the Informative Document made available to the public pursuant to the applicable law

**resolves**

1) to approve, according to Article 114-bis of the Legislative Decree 24 February 1998, no. 58, the adoption of a stock option plan named "Safilo Group S.p.A. Stock Option Plan 2017 - 2020" for the grant of a maximum of 2,500,000 options which confer the right to any Beneficiary to subscribe newly issued ordinary shares of the Company par value Euro 5.00 each, at the rate of no. 1 share for each option, aimed at directors and/or employees of the Company and/or companies directly or indirectly controlled by the Company itself, to be identified by name, even on several occasions, by the Board of Directors, pursuant to the proposal of the Remuneration and Nomination Committee, in accordance with the guidelines outlined in the report of Board of Directors and in the informative document attached thereto, published pursuant to the law and filed with the Company's records, instructing the Board to adopt the related regulations;

2) to grant the Board of Directors, with express power of sub-delegation, with any powers necessary or appropriate to give full and complete effect to the "Safilo Group S.p.A. Stock Option Plan 2017 - 2020 " and, in particular and among other things, the power to identify the beneficiaries, pursuant to the proposal of the Remuneration and Nomination Committee, and to determine the

quantity of options to be granted to each of them, to proceed with the grant to the beneficiaries, and to carry out any act, requirement, formality or communication as needed for the management and/or implementation of the Plan, with the authority to delegate its powers, duties and responsibilities concerning the implementation and enforcement of the plan to the Chairman and/or to the Chief Executive Officer of the Company, also separately. It is understood that any decision related to the grant of the options to the beneficiaries who are also the Chairman and/or the Chief Executive Officer of Safilo Group S.p.A. (like every other decision related to the management and/or implementation of the plan towards them) will be at the exclusive competence of the Board of Directors."

The Chairman then opens the discussion on the fifth item on the agenda- ordinary session.

The Chairman invites to formulate any requests for intervention by a show of hands booking, to determine the order of the interventions and specifies that, if there were technical questions, it will be his power to request the Shareholders' Meeting suspension for the time necessary to allow the formulation of the related answers.

Since there have been no remarks from the floor, the Chairman then declares closed the discussion on the item on the agenda and before putting the proposal to vote, asked to report any changes in personnel attendance by anyone found and to report any lack of legitimacy to vote pursuant to the regulations in force.

No-one having intervened, the Chairman believes that there are no variations in attendance, nor ineligibilities to vote.

He puts the proposal to vote.

He asks those against to raise their hands.

He asks abstentions to raise their hands.

He asks those in favor to raise their hands.

He invites those who have voted against or abstentions to give their names, the name of any delegator and the number of shares represented in person and/or by proxy in order to take note of this.

The Chairman informs that the proposal has been approved with the following result:

- n. 35,531,059 (thirty-five million and five hundred and thirty-one thousand and fifty-nine) votes in favor, equal to 81.471876% (eighty-one point four seven one eight seven six percent) of the voting capital;

- n. 8,080,382 (eight million and eighty thousand and three hundred and eighty-two) votes against, equal to 18.528124% (eighteen point five two eight one two four) of the voting capital.

The Chairman, completed the discussion of the agenda of the ordinary session, proceeds with the discussion of the extraordinary session.

The Chairman recalls all the communications and clarifications

given during the opening of the meeting and confirms that the shareholders' meeting is still validly constituted in its extraordinary session, being at the moment present no. 8 (eight) subjects, representatives in person or by proxy no. 125 (one hundred and twenty-five) shareholders, holder of no. 43,611,441 (forty-three million and six hundred and eleven thousand and four hundred and forty-one) shares, equal to 69.600168% (sixty-nine point six zero zero one six eight) of the share capital.

The Chairman then proceeds with the discussion of the first item on the agenda - extraordinary session - pro memoria - as follows:

**1. Proposal for a capital increase in cash and in more tranches, with the exclusion of the option right pursuant to Article 2441, 4<sup>th</sup> paragraph, second part, of the Italian Civil Code, at the service of 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 Safilo Group, up to a maximum number of 2,500,000 ordinary shares with par value of Euro 5,00 (five) each, and thus for a maximum amount Euro 12,500,000.00; consequent amendments to Article 5 of the Articles of Associations; inherent and consequent resolutions**

The Chairman reminds that:

- it has been drawn up and filed in accordance with the law the Report under Article 125-ter of the T.U.F. and under Article 72 of the Regulation of Issuers - in accordance to the Scheme No. 2 of the Annex 3A of the Regulation of Issuers;
- the Assembly is called to resolve upon the proposal to increase the share capital, with payment and in tranches, for a maximum nominal amount of Euro 12,500,000 (twelve million and five hundred thousand) attributable in full to the share capital, excluding pre-emption rights under Article 2441, fourth paragraph, second part, of the Italian Civil Code, by issuing up to a maximum of 2,500,000 (two million and five hundred thousand) new ordinary shares of the Company, of the nominal value of Euro 5.00 (five) each one, enjoying regular rights, for the purpose of the 2017-2020 Stock Option Plan reserved for subscription to some directors and/or Company employees and/or companies of Safilo Group, to be subscribed no later than 31<sup>st</sup> May 2028, drawn up pursuant to Article 72 of the Issuers' Regulation and, in particular, in accordance with Annex 3A, Schemes no. 2 e no. 3, of the Issuers' Regulations;
- the procedure concerning the capital increase will result in the insertion in Article 5 of the Articles of Association of the following new paragraph: " On April 26, 2017 the extraordinary general meeting resolved to increase the share capital, in cash and in more tranches, by a maximum nominal value of Euro 12,500,000.00 (twelve million five hundred thousand/00) attributable to the entire share capital by issuing new ordinary shares for an amount up to a maximum of no. 2,500,000 (two million five hundred thousand) of a par value Euro 5,00 (five/00) each, having the same characteristics as those already issued, with

regular enjoyment, with the exclusion of the option right pursuant to article 2441, paragraph 4, second part of the Italian Civil Code, to be offered for subscription to the beneficiaries of the 2017-2020 Stock Option Plan, at a certain exercise price, equal to the volume weighted average of the official price of the Safilo Group's shares registered on the Italian Stock Exchange organized and managed by Borsa Italiana S.p.A. (Mercato Telematico Azionario) for the preceding month leading up to granting of options (therefore the period starting from the day preceding the Board of Directors' meeting which resolves the granting of options under the Plan and ending on the same day of the previous calendar month, it being understood that, during the aforesaid period, only trading days will be taken into account to determine the weighted average). "

At this point Ms. Elena ZANELLATO asks to speak and states to act as proxy for the shareholder MULTIBRANDS ITALY B.V., who, in consideration of the fact that the aforesaid Report under Article 125-ter of the T.U.F. and under Article 72 of the Issuers' Regulation - in accordance with the Scheme no. 2 of the Annex 3A of the Issuers' Regulations was made available to shareholders within the terms set forth by the T.U.F. and by the current regulatory law, proposes to omit reading it.

The Chairman asks the Shareholders' Meeting that if it agrees, as proposed by the shareholders delegate MULTIBRAND ITALY B.V., he would omit its reading and asks if it agrees.

The Shareholders' Meeting approves the proposal.

The Chairman then only reads the proposed shareholders' meeting resolution, which will be followed by a discussion.

"The Extraordinary Shareholders' Meeting of Safilo Group S.p.A., \* taken note of the approval by the Ordinary Shareholder's Meeting of the Company held on [April 26, 2017], pursuant to Article 114-bis of the Legislative Decree no. 58 of February 24, 1998, of the stock option plan named "Stock Option Plan of Safilo Group S.p.A. 2017-2020";

\* taken note of the report of the Board of Directors concerning the capital increase proposal with exclusion of the option right, drawn-up pursuant to Article 72 and of Annex 3A, Scheme 2 and 3 of the Consob Regulation no. 11971 of May 14, 1999 and subsequent integrations and amendments;

\* taken note of the report of the Audit Company and the favorable opinion of the Board of Statutory Auditors;

\* taken note that the share capital is Euro 313,299,825.00, fully subscribed and paid in, represented by no. 62,659,965 ordinary shares of a par value of Euro 5.00 (five/00) each.

**resolves**

1) to increase the capital of the Company, payable and separable, of a nominal value up to Euro 12,500,000.00 (twelve million five hundred thousand/00), according to Article 2441, paragraph 4 second part of the Italian Civil Code and to Article 5 of the Articles of Association, by means of the issuance of a maximum

of 2,500,000 (two million five hundred thousand/00) new ordinary shares, par value 5 Euro each with the same characteristics and the same rights as the outstanding share capital. The shares are reserved for subscription to the directors and/or employees of the Company and/or its subsidiaries, at the price and at the terms and conditions decided by the Board of Directors for the implementation of the Plan as illustrated by the Chairman, stating that according to Article 2439, paragraph 2, of the Italian Civil Code, the deadline for the subscription is May 31, 2028, and providing that should the capital increase not be fully subscribed according to the terms and conditions herein and by the set deadline, the share capital will be increased by an amount equal to the subscriptions received;

2) to confer to the Board of Directors the right to set the issue price of the shares that will be equal to the volume weighted average of the official price of the shares of the Company registered on the Italian Stock Exchange (Mercato Telematico Azionario) organized and managed by Borsa Italiana S.p.A. for the preceding month leading up to the day on which the Board of Directors resolves the granting of the subscription rights (the preceding month is the period from the day preceding the Board of Directors' meeting which resolves the granting of the rights to the same day of the previous calendar month. For the purposes of calculating the volume weighted average, only the trading days will be taken into account);

3) to confer to the Board of Directors any power in order to implement this resolution, including without limitation, the right to determine the time of the granting of the subscription rights, to identify the beneficiaries as proposed by the Remuneration and Nomination Committee and determine the quantity of subscription rights to be granted to each of them, also in more tranches, the potential period from the grant over which the options become exercisable, the future of the subscription rights not yet exercised or not yet exercisable at the time of extinction of the relationship - for whatever reason - between the beneficiaries and the Company and/or its subsidiaries, the amendments in case of a change in the social security legislation or taxation or otherwise relevant for the implementation of stock option plans, already approved or future and potential;

4) to amend accordingly the text of Article 5 of the Company's Articles of Association and adding a new chapter with the following text: "Share capital amounts to Euro 313,299,825.00 (three hundred thirteen million two hundred ninety-nine thousand eight hundred twenty-five/00) divided into no. 62,659,965 (sixty-two million six hundred fifty-nine thousand nine hundred sixty-five) ordinary shares of a par value of Euro 5.00 (five/00) each. Option rights may be excluded, in respect of the capital increase, up to the limit of ten per cent of existing capital, on the condition that the issue price corresponds to the market value and this is confirmed in a report by the Company's auditors,

pursuant to Article 2441, paragraph 4, point 2, of the Italian Civil Code. By virtue of what has been specified, the extraordinary meeting of November 5, 2010 resolved to increase the share capital by a maximum nominal value of Euro 8,500,000.00 by issuing new ordinary shares for an amount up to a maximum of no n.1,700,000, par value Euro 5,00 (five/00) each, to be offered for subscription to directors and/or employees of the Company and its subsidiaries. By virtue of what has been specified above, the extraordinary meeting of April 15th, 2014 resolved to increase the share capital by a maximum nominal value of Euro 7,500,000.00 (seven million five hundred thousand/00) by issuing new ordinary shares for an amount up to a maximum of no. 1,500,000 (one million five hundred thousand/00) of a par value Euro 5,00 (five/00) each, to be offered for subscription to directors and/or employees of the Company and its subsidiaries. The extraordinary general meeting of July 10th, 2014 has resolved to increase the capital in cash, payable and in divisible form, with the exclusion of the pre-emption right pursuant to Article 2441, paragraph 5, of the Italian Civil Code, for a maximum amount of Euro 150,000,000 (one hundred and fifty million), inclusive of any possible share premium, to be issued in one or more times by means of issue of ordinary shares of the Company with a nominal value of Euro 5,00 (five/00) each, having the same characteristics of the outstanding ordinary shares, exclusively and irrevocably reserved to the conversion of the equity linked bond, of an amount equal to Euro 150,000,000 (one hundred and fifty million), with due date May 22nd, 2019, reserved to qualified investors, named "Safilo Group Euro 150 million, 1.25 per cent Guaranteed Equity-Linked bonds due 2019", it being understood that the last possible due date for the underwriting of the newly issued ordinary shares is on June 30th, 2019, and that, in the event that on that date the capital increase is not completely underwritten, the capital in any case shall be considered increased by an amount equal to the collected underwritings and since the underwritings, expressly authorizing the directors to issue new shares every time the shares are underwritten. On April 26, 2017 the extraordinary meeting resolved to increase the share capital, in cash and in more tranches, by a maximum nominal value of Euro 12,500,000.00 (twelve million five hundred thousand/00) attributable to the entire share capital by issuing new ordinary shares for an amount up to a maximum of no. 2,500,000 (two million five hundred thousand) of a par value Euro 5,00 (five/00) each, having the same characteristics as those already issued, with regular enjoyment, with the exclusion of the option right pursuant to Article 2441, paragraph 4, second part of the Italian Civil Code, to be offered for subscription to the beneficiaries of the 2017-2020 Stock Option Plan, at a certain exercise price, equal to the volume weighted average of the official price of the Safilo Group's shares registered on the Italian Stock Exchange organized and managed by Borsa Italiana S.p.A. (Mercato Telematico Azionario)

for the preceding month leading up to granting of options (therefore the period starting from the day preceding the Board of Directors' meeting which resolves the granting of options under the Plan and ending on the same day of the previous calendar month, it being understood that, during the aforesaid period, only trading days will be taken into account to determine the weighted average)";

5) to grant the Chief Executive Officer, who can sub-delegate someone else, with the any power necessary to implement the above resolutions as well as to take care of the required and/or appropriate formalities needed, with the power to make any non-substantial amendments, adjustments that might be appropriate or required by the competent Authority, even upon filing and in general for the precise execution of the present resolutions, with the right to amend, following the full and/or partial exercise of the options and related full and/or partial execution of the capital increase in favor of the Plan, Article 5 of the Company's Articles of Association, every time this is required, and provide for the related official registration, pursuant to Article 2436, paragraph 2, of the Italian Civil Code". The Chairman then proceeds with the discussion of the first item on the agenda - extraordinary session.

The Chairman invites those present to indicate any request to address the Meeting by raising a hand, in order to determine the order of speakers and specifies that, if there are any technical questions, it will be within his power to request the suspension of the Shareholders' Meeting for the time necessary to allow answers to be formulated.

There being no other remarks from the floor, the Chairman declares the discussion on this agenda item closed. Before putting the proposal to the vote, the Chairman asks to report to the staff any variations in attendance and also to point out any lack of entitlement to vote according to current legislation.

Since there are no remarks from the floor, the Chairman considers that there are no variations in attendance, nor ineligibilities to vote.

He puts the proposal to the vote.

He asks those against to raise a hand.

He asks abstentions to raise a hand.

He asks those in favour to raise a hand.

He invites those who have voted against or abstained to give their names, the name of any delegator and the number of shares represented in person and/or by proxy in order for the details to be registered.

The Chairman announces that the proposal has been approved with the following result:

- votes in favour - 35,531,002 (thirty five million five hundred and thirty one thousand and two) equal to 81.471745% (eighty one point four seven one seven four five percent) of the voting capital;

- votes against 8,080,439 (eight million and eighty thousand four hundred and thirty-nine) equal to 18.528255% (eighteen point five two eight two five five percent) of the voting capital.

The Chairman then proceeds with discussion of the second item on the agenda - extraordinary session- pro memoria - as follows:

**2. Transfer of the Company's registered office; consequent amendment to Article 2 of the Articles of Association; inherent and consequent resolutions**

The Chairman reminds the Meeting of the following:

- a Report pursuant to Article 125-ter of the T.U.F. and Article 72 of the Issuers' Regulations - in accordance with the Scheme no. 3 of Annex 3A of the Issuers' Regulations, has been drawn up and filed according to the law;

- The Shareholders' Meeting is called to approve the proposed transfer of the Company registered office from Pieve di Cadore (BL), Piazza Tiziano no. 8 to Padua (PD), Settima Strada no. 15, where the Company currently has its secondary office. Since the subsidiaries Safilo S.p.A. and Safilo Industrial S.r.l. also have their registered offices in Padua at this address, operational efficiency will be enhanced and costs rationalized;

- following the aforementioned registered office transfer, Article 2 of the Articles of Association would be amended as follows: "*The Company has registered office is in Padua*" and the *secondary office located in Padua (PD), Settima Strada no. 15 would be eliminated to become the official registered office.*

At this point Ms. ZANELLATO Elena asks to address the Meeting, declaring that she is acting as proxy for the shareholder MULTIBRANDS ITALY B.V.

Taking into consideration that the aforementioned report has been drawn up in compliance with Article 125-ter of the T.U.F. and Article 72 of the Issuers' Regulations and in accordance with Scheme no. 3 of Annex 3A of the Issuers' Regulations and the report has been made available to shareholders within the deadlines set forth by the T.U.F. and by the current regulatory law, MULTIBRANDS ITALY B.V. proposes to omit reading the document.

The Chairman asks the Shareholders' Meeting, whether it agrees, as proposed by the shareholder delegate MULTIBRANDS Italy B.V., to omit reading the document.

The Shareholders' Meeting approves the proposal.

The Chairman then reads the proposed shareholder resolution only, which will be followed by discussion.

"The Extraordinary Shareholders' Meeting of Safilo Group S.p.A.,  
**resolves**

1. to amend Article 2 of the Articles of Association as follows:

"The Company's registered office is in Padua. Under the terms of law the Company may:

(a) Establish and close down secondary offices, branches and agencies both in Italy and abroad;

(b) Move the operating headquarters elsewhere and change the address of the registered office.

2. to give mandate to the Chairman of the Board of Directors for the execution of the fulfilments and formalities related or consequential to this resolution and for the filing of this resolution and of the Articles of Association with the Company Register, with the power to make any non-substantial amendments that might be necessary or appropriate in order to complete such filing."

The Chairman invites those present to indicate any request to address the Shareholders' Meeting by raising a hand, in order to determine the order of speakers and specifies that, if there are any technical questions, it will be within his power to request the suspension of the Shareholders' Meeting for the time necessary to allow answers to be formulated.

The shareholder Mr. LUSCIA Luigi Francesco takes the floor and hopes for of all the companies to be merged.

There being no other remarks from the floor, the Chairman declares the discussion on this agenda item closed. Before putting the proposal to the vote, the Chairman asks to report to the staff any variations in attendance and also to point out any lack of entitlement to vote according to current legislation.

Since there are no remarks from the floor, the Chairman considers that there are no variations in attendance, nor ineligibility to vote.

He puts the proposal to the vote.

He asks those against to raise a hand.

He asks abstentions to raise a hand.

He asks those in favour to raise a hand.

He invites those who have voted against or abstained to give their names, the name of any delegator and the number of shares represented in person and/or by proxy in order for the details to be registered.

He announces that the proposal has been approved with the following result:

- votes in favour 38,567,803 (thirty-eight million five hundred and sixty-seven thousand eight hundred and three) equal to 88.435058% (eighty-eight point four three five zero five eight percent) of the voting capital;

- votes against 5,043,638 (five million and forty-three thousand six hundred and thirty-eight) equal to 11.564942% (eleven point five six four nine four two percent) of the voting capital.

There being no further items on the agenda, the Chairman thanks the Shareholders for taking part in the meeting, which he declares closed at 12:30."

At the request of the applicant the following appendices are to be attached to these minutes:

- under letter **"A"**, in a single file, the situation at the establishment of the Ordinary Shareholders' Meeting, an update on the constitution of the Ordinary Shareholders' Meeting and the attendance sheet;

- under letter **"B"**, in a single file, documents including voting

results and the attendance sheet related to the first item on the agenda of the ordinary session (approval of the Financial Statements as at December 31, 2016)

- under the letter "C", in a single file, documents with the attendance sheet and voting results related to the second item on the agenda of the ordinary session (Report on Remuneration);

- under the letter "D", in a single file, documents with the attendance sheet and voting results on the third item on the agenda of the ordinary session (appointment of Board of Statutory Auditors and Chairman);

- under the letter "E", in a single file, documents with the attendance sheet and voting results related to the item regarding the Board of Statutory Auditors fee;

- under the letter "F", in a single file, documents with the attendance sheet and voting results related to the fourth item on the agenda of the ordinary session (share purchase and disposal);

- under the letter "G", in a single file, documents with the attendance sheet and voting results on the fifth item on the agenda of the Ordinary Session (Stock Option Plan);

- under the letter "H", situation at the moment of establishing the Extraordinary Shareholders' Meeting;

- under the letter "I", in a single file, documents with the attendance sheet and voting results related to the first item on the agenda of the extraordinary session (share capital increase);

- under the letter "L", in a single file, documents with the attendance sheet and voting results related to the second item on the agenda of the extraordinary session (registered office transfer);

- under the letter "M", in a single file, the list of Annual General Meeting attendees, with all voting results;

- under the letter "N", the complete text of the Articles of Association with all the modifications approved by the Shareholders' Meeting.

Costs of this act are borne by the Company.

**The Company representative, undersigned, releases me, the Notary, from the obligation of reading the attached annexes.**

Enacted, written by electronic means and completed by pen by a person of trust, I have read the details to the applicant who approves and hereby signs it with me, Notary of Law at 14.30.

The act is composed of nine sheets which occupies thirty-five full pages and up here of the present.

Signed

Eugenio Razelli

Alessandro Nazari (seal)

Assemblea Ordinaria del 26 aprile 2017

(2<sup>a</sup> Convocazione del )

Allegato " A " all'atto

n° 4305 di rep. e n° 5533 di racc

SITUAZIONE ALL'ATTO DELLA COSTITUZIONE

Sono ora presenti n. 7 soggetti, rappresentanti in proprio e per delega  
n. 124 azionisti, titolari di n. 43.571.441 azioni,  
pari al 69,536332% del capitale sociale

*Eugenio Roselli*



Assemblea Ordinaria del 26 aprile 2017  
(2^ Convocazione del )

AGGIORNAMENTO SITUAZIONE ALL'ATTO DELLA COSTITUZIONE  
(Presenti in aula)

Sono ora presenti n. 8 soggetti, rappresentanti in proprio e per delega  
n. 125 azionisti, titolari di n. 43.611.441 azioni,  
pari al 69,600168% del capitale sociale

*Legato*

*A. ...*



## Elenco Interventuti (Tutti ordinati cronologicamente)

## Assemblea Ordinaria/Straordinaria

Badge	Titolare	Tipo Rap.	Deleganti / Rappresentati legalmente	Ordinaria	Straordinaria
1	CARRARO FERDINANDO			0	0
1	D ONLY 3T SRL			4.823.638	4.823.638
	<i>di cui 4.823.638 azioni in garanzia a CASSA DI RISPARMIO DEL VENETO;</i>				
	<b>Totale azioni</b>			<b>4.823.638</b>	<b>4.823.638</b>
				7,698118%	7,698118%
2	ZANELATO ELENA			0	0
1	D MULTIBRANDS ITALY B.V.			26.073.783	26.073.783
	<b>Totale azioni</b>			<b>26.073.783</b>	<b>26.073.783</b>
				41,611551%	41,611551%
3	BACCARIN ANDREA			0	0
1	D GRAEHLER GERD			1.700	1.700
2	D DEPLAZES DE ANDRADE DELGADO LUISA			38.008	38.008
	<b>Totale azioni</b>			<b>39.708</b>	<b>39.708</b>
				0,063371%	0,063371%
4	BAGGIO ANNA			0	0
1	D FPA INTERNATIONAL VALUE FUND			504.679	504.679
2	D CC&L Q MARKET NEUTRAL FUND			1.900	1.900
3	D FIDELITY SAL ST T SPARTAN TOTAL INT IN F			143	143
4	D MERCER UNHEDGED OVERSEAS SHARES TRUST			10.602	10.602
5	D THE BOEING COMPANY EMPLOYEE RETIREMENT P			7.417	7.417
6	D BLACKROCK INDEXED ALL-COUNTRY EQUITY FUN			325	325
7	D PUBLIC EMPLOYEES RETIREMENT SYSTEM OF OHIO			3	3
8	D GOVERNMENT SUPERANNUATION FUND			75.277	75.277
9	D NATIONAL PROVIDENT FUND AS TRUSTEE OF TH			6.001	6.001
10	D STICHTING PENSIOENFONDS VOOR HUISARTSEN			2.847	2.847
11	D NEW MEXICO STATE INVESTMENT COUNCIL			1.988	1.988
12	D MULTI FUND 10 UMBRELLA SICAV - KINSALE NAVIGATOR FUND			73.880	73.880
13	D VANGUARD EUROPEAN STOCK INDEX FUND			3.173	3.173
14	D VANGUARD DEVELOPED MARKETS INDEX FUND			6.294	6.294
15	D SCHWAB FUNDAM INTER SMALL- COMP INDEX FD			25.952	25.952
16	D VANGUARD TOTAL WORLD STOCK INDEX FUND			3.221	3.221
17	D VANGUARD FTSE ALL WORLD SMALL CAP IND FU			67.077	67.077
18	D VANGUARD INVESTMENT SERIES, PLC			6.528	6.528
19	D FCP CIC EURO OPPORTUNITES			500.000	500.000
20	D VANGUARD INTERNATIONAL SMALL COMPANIES I			1.816	1.816
21	D ONEPATH GLOBAL SHARES - SMALL CAP INDEX			440	440
22	D VANGUARD TOTAL INTERNATIONAL STOCK INDEX			304.445	304.445
23	D HENDERS.EURO.SMALLER COMPANIES FUND			98.759	98.759
24	D HENDERSON HORIZON FUND SICAV			344.387	344.387
25	D HENDERSON GARTMORE FUND			230.953	230.953
26	D TR EUROPEAN GROWTH TRUST PLC			346.559	346.559
27	D PS FTSERAFI EUSM UCITS ETF BNYMTCIL			1.828	1.828
28	D PS FR DEVEL MARK EX US SMALL PORT			8.728	8.728
29	D CTJ RE STANLIB GLOBAL EQ ARR USD			53.414	53.414
30	D DEUTSCHE XTRK MSCI EMU HDG BQ ETF			46	46
31	D PS6F GOTHAM 400 INTL			1	1
32	D ROWF GT ALPHAEXTEAFE			8.052	8.052
33	D RWSF CIT ACWI			27.541	27.541
34	D ALASKA PERMANENT FUND CORPORATION			55	55
35	D AST GS MULTI ASSET PORT LIQ PDHB			2.483	2.483

*E. Guadagnoli*

*Al. ...*



## Elenco Interventuti (Tutti ordinati cronologicamente)

## Assemblea Ordinaria/Straordinaria

Badge	Titolare	Tipo Rap.	Deleganti / Rappresentati legalmente	Ordinaria	Straordinaria
36	D		PHC NT SMALL CAP	2.630	2.630
37	D		FLORIDA RETIREMENT SYSTEM .	18.083	18.083
38	D		PENSION RESERVES INVESTMENT TRUST FUND	1	1
39	D		INDIANA PUBLIC RETIREMENT SYSTEM	1	1
40	D		PUBLIC EMPLOYEES RETIREMENT ASSOCIATION OF NEW MEXICO	1.613	1.613
41	D		SOUTH CAROLINA RETIREMENT SYSTEMS GROUP TRUST	980	980
42	D		UMC BENEFIT BOARD, INC	638	638
43	D		SEI GLOBAL MASTER FUND PLC	25.852	25.852
44	D		SEI LUPUS ALPHA PAN EUROPEAN	23.661	23.661
45	D		UBS FUND MGT (CH) AG CH0516/UBSCHIF2-EGSCPII	6.702	6.702
46	D		CH0526 - UBS (CH) INSTITUTIONAL FUND - EQUITIES GLOBAL SMALL CAP PASSIVE II	633	633
47	D		GOVERNMENT OF NORWAY	270.748	270.748
48	D		GOTHAM CAPITAL V LLC	56	56
49	D		LEGAL AND GENERAL ASSURANCE PENSIONS MANAGEMENT LIMITED	1.642	1.642
50	D		LEGAL AND GENERAL COLLECTIVE INVESTMENT TRUST	631	631
51	D		TWO SIGMA ABSOLUTE RETURN PORTFOLIO LLC CORPORATION SERV.COMP.2	200	200
52	D		TWO SIGMA SPECTRUM PORTFOLIO LLC.	4.299	4.299
53	D		SCHWAB INTERNATIONAL SMALL-CAP EQUITY ETF	15.248	15.248
54	D		SCHWAB FUNDAMENTAL INTERNATIONAL SMALL COMPANY ETF	45.407	45.407
55	D		OREGON PUBLIC EMPLOYEES RETIREMENT SYSTEM	28.188	28.188
56	D		INTERNATIONAL MONETARY FUND	196	196
57	D		BERNSTEIN FUND, INC.- INTERNATIONAL SMALL CAP PORTFOLIO	90.170	90.170
58	D		ARROWSTREET MULTI STRATEGY UMBRELLA PLC	52.438	52.438
59	D		ARROWSTREET GLOBAL EQUITY ACWI TRUST FUND	15.030	15.030
60	D		DIGNITY HEALTH	4.415	4.415
61	D		THE REGENTS OF THE UNIVERSITY OF CALIFORNIA	108	108
62	D		MM SELECT EQUITY ASSET FUND	451	451
63	D		CONSOLIDATED EDISON RETIREMENT PLAN	29.966	29.966
64	D		MARYLAND STATE RETIREMENT & PENSION SYSTEM	274	274
65	D		MGI FUNDS PLC	28.199	28.199
66	D		MERCER QIF CCF	123.959	123.959
67	D		CITY OF NEW YORK GROUP TRUST	10.768	10.768
68	D		CALIFORNIA PUBLIC EMPLOYEES RETIREMENT SYSTEM	2	2
69	D		CALIFORNIA STATE TEACHERS RETIREMENT SYSTEM	6.817	6.817
70	D		UAW RETIREE MEDICAL BENEFITS TRUST	5.578	5.578
71	D		VANGUARD FTSE DEVELOPED EUROPE ALL CAP INDEX ETF	371	371
72	D		VANGUARD FTSE DEVELOPED ALL CAP EX NORTH AMERICA INDEX ETF	96	96
73	D		WASHINGTON STATE INVESTMENT BOARD	4.335	4.335
74	D		WASHINGTON STATE INVESTMENT BOARD	10	10
75	D		SSGA RUSSELL FD GL EX-US INDEX NONLENDING QP COMMON TRUST FUND	1.043	1.043
76	D		SS BK AND TRUST COMPANY INV FUNDS FOR TAXEXEMPT RETIREMENT PL	46.600	46.600
77	D		GOLDMAN SACHS FUNDS	70	70
78	D		UBS ETF	4.639	4.639

*Agostino D'Amico*  
*Alfredo*



## Elenco Intervenuti (Tutti ordinati cronologicamente)

## Assemblea Ordinaria/Straordinaria

Badge	Titolare		Ordinaria	Straordinaria
	Tipo Rap.	Deleganti / Rappresentati legalmente		
79	D	ISHARES MSCI EAFE SMALL CAP ETF	65.678	65.678
80	D	ISHARES MSCI EUROPE SMALL-CAP ETF	2.747	2.747
81	D	ISHARES CORE MSCI EAFE ETF	76.912	76.912
82	D	BLACKROCK INST TRUST CO NA INV FUNDSFOR EMPLOYEE BENEFIT TR	91.493	91.493
83	D	BGI MSCI EAFE SMALL CAP EQUITY INDEX FUND B	2.340	2.340
84	D	STATE OF ALASKA RETIREMENT AND BENEFITS PLANS	488	488
85	D	COLLEGE RETIREMENT EQUITIES FUND	24.613	24.613
86	D	SPDR S&P INTERNATIONAL SMALL CAP ETF	6.624	6.624
87	D	MSCI EAFE SMALL CAP PROV INDEX SEC COMMON TR F	7.356	7.356
88	D	ISHARES VII PLC	29.030	29.030
89	D	BLACKROCK AM SCH AG OBO BIFS WORLD EX SW SMALL CAP EQ INDEX F	156	156
90	D	M+G INVESTMENT FUNDS (7)- M+G EUROPEAN STRATEGIC VALUE FUND	2.614.335	2.614.335
91	D	STICHTING PHILIPS PENSIOENFONDS	5.028	5.028
92	D	ARROWSTREET (CANADA) GLOBAL ALL-COUNTRY ALPHA EXTENSIONE FUND I	10.280	10.280
93	D	ARROWSTREET CAPITAL GLOBAL ALL COUNTRY ALPHA EXTENSIONE FUND	42.550	42.550
94	D	TWO SIGMA EQUITY PORTFOLIO, LLC	14.143	14.143
95	D	ARROWSTREET INTERNATIONAL EQUITY EAFE ALPHA EXTENSION FUND CIT	7.352	7.352
96	D	ARROWSTREET INTERNATIONAL EQUITY- EAFE ALPHA EXTENSION FUND	13.238	13.238
97	D	ARROWSTREET GLOBAL MINIMUM VOLATILITY FUND VI	18.413	18.413
98	D	FORD MOTOR COMPANY DEFINED BENEFIT MASTER TRUST	2.443	2.443
99	D	WHEELS COMMON INVESTMENT FUND	330	330
100	D	NTGI-QM COMMON DAILY ALL COUNWD EX-US INV MKT INDEX F NONLEND	838	838
101	D	NATIONAL COUNCIL FOR SOCIAL SECURITY FUND, P.R.C	2.926	2.926
102	D	NEW ZEALAND SUPERANNUATION FUND	2.544	2.544
103	D	NORTHERN TRUST GLOBAL INVESTMENTS COLLECTIVE FUNDS TRUST	22.559	22.559
104	D	TEXAS SCOTTISH RITE HOSPITAL FOR CRIPPLED CHILDREN	1.500	1.500
105	D	UTAH STATE RETIREMENT SYSTEMS	4.689	4.689
106	D	FORD MOTOR COMPANY OF CANADA, LIMITED PENSION TRUST	154	154
107	D	STICHTING PENSIOENFONDS APF	703	703
108	D	MUNICIPAL EMPLOYEES' ANNUITY AND BENEFIT FUND OF CHICAGO	2.492	2.492
109	D	ILLINOIS STATE BOARD OF INVESTMENT	6.106	6.106
110	D	ABU DHABI RETIREMENT PENSIONS AND BENEFITS FUND	4.091	4.091
111	D	STG PFDS V.D. GRAFISCHE	8.043	8.043
112	D	FCP BDL REMPART EUROPE	4.913.689	4.913.689
113	D	BDL CONVICTIONS	805.090	805.090
114	D	BNY MELLON EMPLOYEE BENEFIT COLLECTIVE INVESTMENT FUND PLAN	1.201	1.201
115	D	CF DV ACWI EX-U.S. IMI FUND	1	1
			<b>Totale azioni</b>	
			12.411.737	12.411.737
			19,808082%	19,808082
5	LUSCIA LUIGI FRANCESCO		700	700



## Elenco Intervenuti (Tutti ordinati cronologicamente)

## Assemblea Ordinaria/Straordinaria

Badge	Titolare	Tipo Rap.	Deleganti / Rappresentati legalmente	Ordinaria	Straordinaria
6	DA RIN PAGNETTO VALTER			0,001117%	0,001117%
				220.000	220.000
				0,351101%	0,351101%
7	MARAMOTTI ANDREA			0	0
1	D CARINI LUISA			750	750
2	D LOTTI GIUSEPPE			375	375
3	D LOTTI MONICA			750	750
			<b>Totale azioni</b>	<b>1.875</b>	<b>1.875</b>
				0,002992%	0,002992%
8	MORELLI MARCO			0	0
1	D GENERALI ITALIA SPA			40.000	40.000
			<b>Totale azioni</b>	<b>40.000</b>	<b>40.000</b>
				0,063837%	0,063837%
<b>Totale azioni in proprio</b>				220.700	220.700
<b>Totale azioni in delega</b>				43.390.741	43.390.741
<b>Totale azioni in rappresentanza legale</b>				0	0
<b>TOTALE AZIONI</b>				43.611.441	43.611.441
				69,600168%	69,600168%
<b>Totale azionisti in proprio</b>				2	2
<b>Totale azionisti in delega</b>				123	123
<b>Totale azionisti in rappresentanza legale</b>				0	0
<b>TOTALE AZIONISTI</b>				125	125
<b>TOTALE PERSONE INTERVENUTE</b>				8	8





Legenda:

D: Delegante

R: Rappresentato legalmente

Assemblea Ordinaria del 26 aprile 2017

Allegato " B " all'atto  
 n° 7305 di rep. e n° 5533 di racc

ESITO VOTAZIONE

Oggetto : **APPROVAZIONE BILANCIO ESERCIZIO 2016**

**Hanno partecipato alla votazione:**

-n° 125 azionisti, portatori di n° 43.611.441 azioni  
 ordinarie, di cui n° 43.611.441 ammesse al voto,  
 pari al 69,600168% del capitale sociale.

**Hanno votato:**

		% Azioni Ordinarie Rappresentate (Quorum deliberativo)	% Azioni Ammesse al voto	%Cap. Soc.
Favorevoli	38.785.228	88,933608	88,933608	61,897941
Contrari	4.826.213	11,066392	11,066392	7,702227
Sub Totale	43.611.441	100,000000	100,000000	69,600168
Astenuti	0	0,000000	0,000000	0,000000
Non Votanti	0	0,000000	0,000000	0,000000
Sub totale	0	0,000000	0,000000	0,000000
<b>Totale</b>	<b>43.611.441</b>	<b>100,000000</b>	<b>100,000000</b>	<b>69,600168</b>



Assemblea Ordinaria del 26 aprile 2017  
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LISTA ESITO DELLE VOTAZIONI  
Oggetto: **APPROVAZIONE BILANCIO ESERCIZIO 2016**

Badge	Ragione Sociale	Proprio	Delega	Totale
1	CARRARO FERDINANDO	0	0	0
**D	ONLY 3T SRL	0	4.823.638	4.823.638
5	LUSCIA LUIGI FRANCESCO	700	0	700
7	MARAMOTTI ANDREA	0	0	0
***	CARINI LUISA	0	750	750
***	LOTTI GIUSEPPE	0	375	375
***	LOTTI MONICA	0	750	750

Totale voti 4.826.213  
 Percentuale votanti % 11,066392  
 Percentuale Capitale % 7,702227

**CONTRARI**




Azionisti: 5 Teste:  
 Azionisti in proprio: 1 Azionisti in delega:

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LISTA ESITO DELLE VOTAZIONE  
Oggetto: **APPROVAZIONE BILANCIO ESERCIZIO 2016**

Proprio Delega Totale

**ASTENUTI**

Badge Ragione Sociale  
Totale voti 0  
Percentuale votanti % 0,000000  
Percentuale Capitale % 0,000000



SAFILO GROUP S.P.A.

26 aprile 2017 11.25.38

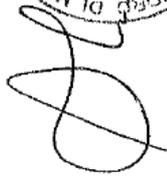
Assemblea Ordinaria del 26 aprile 2017  
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LISTA ESITO DELLE VOTAZIONE  
Oggetto: **APPROVAZIONE BILANCIO ESERCIZIO 2016**

Badge	Ragione Sociale
Totale voti	0
Percentuale votanti %	0,000000
Percentuale Capitale %	0,000000

**NON VOTANTI**

Proprio	Delega	Totale
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Azionisti:	0	Teste:	0
Azionisti in proprio:	0	Azionisti in delega:	0

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LISTA ESITO DELLE VOTAZIONE  
Oggetto: APPROVAZIONE BILANCIO ESERCIZIO 2016

## FAVOREVOLI

Badge	Ragione Sociale	Proprio	Delega	Totale
2	ZANELLIATO ELENA	0	0	0
DE*	MULTIBRANDS ITALY B.V.	0	26.073.783	26.073.783
3	BACCARIN ANDREA	0	39.708	39.708
4	BAGGIO ANNA	0	0	0
**D	FPA INTERNATIONAL VALUE FUND	0	504.679	504.679
**D	CC&L Q MARKET NEUTRAL FUND	0	1.900	1.900
**D	FIDELITY SAL ST T SPARTAN TOTAL INT IN F	0	143	143
**D	MERCER UNHEDGED OVERSEAS SHARES TRUST	0	10.602	10.602
**D	THE BOEING COMPANY EMPLOYEE RETIREMENT P	0	7.417	7.417
**D	BLACKROCK INDEXED ALL-COUNTRY EQUITY FUN	0	325	325
**D	PUBLIC EMPLOYERS RETIREMENT SYSTEM OF OHIO	0	3	3
**D	GOVERNMENT SUPERANNUATION FUND	0	75.277	75.277
**D	NATIONAL PROVIDENT FUND AS TRUSTEE OF TH	0	6.001	6.001
**D	STICHTING PENSIOENFONDS VOOR HUISARTSEN	0	2.847	2.847
**D	NEW MEXICO STATE INVESTMENT COUNCIL	0	1.988	1.988
**D	MULTI FUND 10 UMBRELLA SICAV - KINSALE NAVIGATOR FUND	0	73.880	73.880
**D	VANGUARD EUROPEAN STOCK INDEX FUND	0	3.173	3.173
**D	VANGUARD DEVELOPED MARKETS INDEX FUND	0	6.294	6.294
**D	SCHWAB FUNDAM INTER SMALL- COME INDEX FD	0	25.952	25.952
**D	VANGUARD TOTAL WORLD STOCK INDEX FUND	0	3.221	3.221
**D	VANGUARD FTSE ALL WORLD SMALL CAP IND FU	0	67.077	67.077
**D	VANGUARD INVESTMENT SERIES, PLC	0	6.528	6.528
**D	FCP CIC EURO OPPORTUNITES	0	500.000	500.000
**D	VANGUARD INTERNATIONAL SMALL COMPANIES I	0	1.816	1.816
**D	ONEPATH GLOBAL SHARES - SMALL CAP INDEX	0	440	440
**D	VANGUARD TOTAL INTERNATIONAL STOCK INDEX	0	304.445	304.445
**D	HENDERS.EURO.SMALLER COMPANIES FUND	0	98.759	98.759
**D	HENDERSON HORIZON FUND SICAV	0	344.387	344.387
**D	HENDERSON GARTMORE FUND	0	230.953	230.953
**D	TR EUROPEAN GROWTH TRUST PLC	0	346.559	346.559
**D	FS FTSE4FI EUSM UCITS ETF BNYMTCIL	0	1.828	1.828
**D	PS FR DEVEL MARK EX US SMALL PORT	0	8.728	8.728
**D	CTU RE STANLIB GLOBAL EQ ARR USD	0	53.414	53.414
**D	DEUTSCHE XTRK MSCI EMU HDG EQ ETF	0	46	46
**D	PS6F GOTHAM 400 INTL	0	1	1
**D	ROWF GT ALPHARETEAFE	0	8.052	8.052
**D	RWSF CIT ACWI	0	27.541	27.541
**D	ALASKA PERMANENT FUND CORPORATION	0	55	55
**D	AST GS MULTI ASSET PORT LIQ PDHB	0	2.483	2.483
**D	PHC NT SMALL CAP	0	2.630	2.630
**D	FLORIDA RETIREMENT SYSTEM .	0	18.083	18.083
**D	PENSION RESERVES INVESTMENT TRUST FUND	0	1	1
**D	INDIANA PUBLIC RETIREMENT SYSTEM	0	1	1

*Agnew*



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LISTA ESITO DELLE VOTAZIONE  
Oggetto: **APPROVAZIONE BILANCIO ESERCIZIO 2016**

**FAVOREVOLI**

Badge	Ragione Sociale	Proprio	Delega	Totale
**D	PUBLIC EMPLOYEES RETIREMENT ASSOCIATION OF NEW MEXICO	0	1.613	1.613
**D	SOUTH CAROLINA RETIREMENT SYSTEMS GROUP TRUST	0	980	980
**D	UMC BENEFIT BOARD, INC	0	638	638
**D	SEI GLOBAL MASTER FUND PLC	0	25.852	25.852
**D	SEI LUPUS ALPHA PAN EUROPEAN	0	23.661	23.661
**D	UBS FUND MGT (CH) AG CH0516/UBSCHIE2-EGSCP11	0	6.702	6.702
**D	CH0526 - UBS (CH) INSTITUTIONAL FUND - ECQUITIES GLOBAL SMALL CAP PASSIVE II	0	633	633
**D	GOVERNMENT OF NORWAY	0	270.748	270.748
**D	GOTHAM CAPITAL V LLC	0	56	56
**D	LEGAL AND GENERAL ASSURANCE PENSIONS MANAGEMENT LIMITED	0	1.642	1.642
**D	LEGAL AND GENERAL COLLECTIVE INVESTMENT TRUST	0	631	631
**D	TWO SIGMA ABSOLUTE RETURN PORTFOLIO LLC CORPORATION SERV.COMP.2	0	200	200
**D	TWO SIGMA SPECTRUM PORTFOLIO LLC.	0	4.299	4.299
**D	SCHWAB INTERNATIONAL SMALL-CAP EQUITY ETF	0	15.248	15.248
**D	SCHWAB FUNDAMENTAL INTERNATIONAL SMALL COMPANY ETF	0	45.407	45.407
**D	OREGON PUBLIC EMPLOYEES RETIREMENT SYSTEM	0	28.188	28.188
**D	INTERNATIONAL MONETARY FUND	0	196	196
**D	BERNSTEIN FUND, INC.- INTERNATIONAL SMALL CAP PORTFOLIO	0	90.170	90.170
**D	ARROWSTREET MULTI STRATEGY UMBRELLA PLC	0	52.438	52.438
**D	ARROWSTREET GLOBAL EQUITY ACWI TRUST FUND	0	15.030	15.030
**D	DIGNITY HEALTH	0	4.415	4.415
**D	THE REGENTS OF THE UNIVERSITY OF CALIFORNIA	0	108	108
**D	NM SELECT EQUITY ASSET FUND	0	451	451
**D	CONSOLIDATED EDISON RETIREMENT PLAN	0	29.966	29.966
**D	MARYLAND STATE RETIREMENT & PENSION SYSTEM	0	274	274
**D	MGI FUNDS PLC	0	28.199	28.199
**D	MERCER QIF CCF	0	123.959	123.959
**D	CITY OF NEW YORK GROUP TRUST	0	10.768	10.768
**D	CALIFORNIA PUBLIC EMPLOYEES RETIREMENT SYSTEM	0	2	2
**D	CALIFORNIA STATE TEACHERS RETIREMENT SYSTEM	0	6.817	6.817
**D	UAW RETIREE MEDICAL BENEFITS TRUST	0	5.578	5.578
**D	VANGUARD FTSE DEVELOPED EUROPE ALL CAP INDEX ETF	0	371	371
**D	VANGUARD FTSE DEVELOPED ALL CAP EX NORTH AMERICA INDEX ETF	0	96	96
**D	WASHINGTON STATE INVESTMENT BOARD	0	4.335	4.335
**D	WASHINGTON STATE INVESTMENT BOARD	0	10	10
**D	SSCA RUSSELL FD GL EX-US INDEX NONLENDING OP COMMON TRUST FUND	0	1.043	1.043
**D	SS BK AND TRUST COMPANY INV FUNDS FOR TAXEXEMPT RETIREMENT PL	0	46.600	46.600
**D	GOLDMAN SACHS FUNDS	0	70	70
**D	UBS ETF	0	4.639	4.639
**D	ISHARES MSCI EAFE SMALL CAP ETF	0	65.678	65.678
**D	ISHARES MSCI EUROPE SMALL-CAP ETF	0	2.747	2.747
**D	ISHARES CORE MSCI EAFE ETF	0	76.912	76.912
**D	BLACKROCK INST TRUST CO NA INV FUNDSFOR EMPLOYEE BENEFIT TR	0	91.493	91.493

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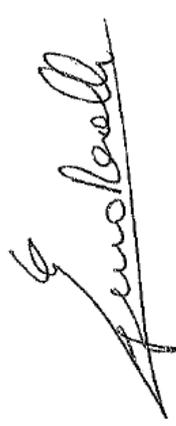


(2^ Convocazione del )

LISTA ESITO DELLE VOTAZIONE  
 Oggetto: APPROVAZIONE BILANCIO ESERCIZIO 2016

## FAVOREVOLI

Badge	Ragione Sociale	Proprio	Delega	Totale
**D	EGI MSCI EAFE SMALL CAP EQUITY INDEX FUND B	0	2.340	2.340
**D	STATE OF ALASKA RETIREMENT AND BENEFITS PLANS	0	488	488
**D	COLLEGE RETIREMENT EQUITIES FUND	0	24.613	24.613
**D	SPDR S&P INTERNATIONAL SMALL CAP ETF	0	6.624	6.624
**D	MSCI EAFE SMALL CAP PROV INDEX SEC COMMON TR F	0	7.356	7.356
**D	ISHARES VII PLC	0	29.030	29.030
**D	BLACKROCK AM SCH AG OBO BIFS WORLD EX SW SMALL CAP EQ INDEX F	0	156	156
**D	M+G INVESTMENT FUNDS (7)-M+G EUROPEAN STRATEGIC VALUE FUND	0	2.614.335	2.614.335
**D	STICHTING PHILIPS PENSIOENFONDS	0	5.028	5.028
**D	ARROWSTREET (CANADA) GLOBAL ALL-COUNTRY ALPHA EXTENSIONE FUND I	0	10.280	10.280
**D	ARROWSTREET CAPITAL GLOBAL ALL COUNTRY ALPHA EXTENSIONE FUND	0	42.550	42.550
**D	TWO SIGMA EQUITY FORTFOLIO, LLC	0	14.143	14.143
**D	ARROWSTREET INTERNATIONAL EQUITY EAFE ALPHA EXTENSION FUND CIT	0	7.352	7.352
**D	ARROWSTREET INTERNATIONAL EQUITY - EAFE ALPHA EXTENSION FUND	0	13.238	13.238
**D	ARROWSTREET GLOBAL MINIMUM VOLATILITY FUND VI	0	18.413	18.413
**D	FORD MOTOR COMPANY DEFINED BENEFIT MASTER TRUST	0	2.443	2.443
**D	WHEELS COMMON INVESTMENT FUND	0	330	330
**D	NETGI-OM COMMON DAILY ALL COUNWD EX-US INV MKT INDEX F NONLEND	0	838	838
**D	NATIONAL COUNCIL FOR SOCIAL SECURITY FUND, P.R.C	0	2.926	2.926
**D	NEW ZEALAND SUPERANNUATION FUND	0	2.544	2.544
**D	NORTHERN TRUST GLOBAL INVESTMENTS COLLECTIVE FUNDS TRUST	0	22.559	22.559
**D	TEXAS SCOTTISH RITE HOSPITAL FOR CRIPPLED CHILDREN	0	1.500	1.500
**D	UTAH STATE RETIREMENT SYSTEMS	0	4.689	4.689
**D	FORD MOTOR COMPANY OF CANADA, LIMITED PENSION TRUST	0	154	154
**D	STICHTING PENSIOENFONDS APP	0	703	703
**D	MUNICIPAL EMPLOYERS' ANNUITY AND BENEFIT FUND OF CHICAGO	0	2.492	2.492
**D	ILLINOIS STATE BOARD OF INVESTMENT	0	6.106	6.106
**D	ABU DHABI RETIREMENT PENSIONS AND BENEFITS FUND	0	4.091	4.091
**D	STG BEDS V.D. GRAFISCHE	0	8.043	8.043
**D	FCP BDL REMPART EUROPE	0	4.913.689	4.913.689
**D	BOL CONVICTIONS	0	805.090	805.090
**D	BNY MELLON EMPLOYEE BENEFIT COLLECTIVE INVESTMENT FUND PLAN	0	1.201	1.201
**D	CF DV ACWI EX-U.S. INT FUND	0	1	1
6	DA RIN PAGNETTO VALTER	220.000	0	220.000
8	MORELLI MARCO	0	0	0
DE*	GENERALI ITALIA SPA	0	40.000	40.000
<b>Totale voti</b>			<b>38.785.228</b>	
<b>Percentuale votanti %</b>			<b>88,933608</b>	
<b>Percentuale Capitale %</b>			<b>61,897941</b>	





Assemblea Ordinaria del 26 aprile 2017

Allegato " C " all'atto  
 n° 7305 di rep. e n° 5533 di racc

**ESITO VOTAZIONE**

Oggetto : **RELAZIONE SULLA REMUNERAZIONE**

**Hanno partecipato alla votazione:**

-n° 125 azionisti, portatori di n° 43.611.441 azioni  
 ordinarie, di cui n° 43.611.441 ammesse al voto,  
 pari al 69,600168% del capitale sociale.

**Hanno votato:**

		% Azioni Ordinarie Rappresentate (Quorum deliberativo)	% Azioni Ammesse al voto	%Cap. Soc.
Favorevoli	35.114.645	80,517048	80,517048	56,040001
Contrari	3.673.158	8,422464	8,422464	5,862049
Sub Totale	38.787.803	88,939512	88,939512	61,902050
Astenuti	4.823.638	11,060488	11,060488	7,698118
Non Votanti	0	0,000000	0,000000	0,000000
Sub totale	4.823.638	11,060488	11,060488	7,698118
<b>Totale</b>	<b>43.611.441</b>	<b>100,000000</b>	<b>100,000000</b>	<b>69,600168</b>



Assemblea Ordinaria del 26 aprile 2017  
(2^ Convocazione del )

LISTA ESITO DELLE VOTAZIONE  
Oggetto: RELAZIONE SULLA REMUNERAZIONE

CONTRARI

Badge	Ragione Sociale	Proprio	Delega	Totale
4	BAGGIO ANNA	0	0	0
**D	FPA INTERNATIONAL VALUE FUND	0	504.679	504.679
**D	CC&L Q MARKET NEUTRAL FUND	0	1.900	1.900
**D	FIDELITY SAL ST T SPARTAN TOTAL INT IN F	0	143	143
**D	MERCER UNHEGEDGED OVERSEAS SHARES TRUST	0	10.602	10.602
**D	THE BOEING COMPANY EMPLOYEE RETIREMENT P	0	7.417	7.417
**D	BLACKROCK INDEXED ALL-COUNTRY EQUITY FUN	0	325	325
**D	PUBLIC EMPLOYEES RETIREMENT SYSTEM OF OHIO	0	3	3
**D	GOVERNMENT SUPERANNUATION FUND	0	75.277	75.277
**D	NATIONAL PROVIDENT FUND AS TRUSTEE OF TH	0	6.001	6.001
**D	STICHTING PENSIOENFONDS VOOR HUISARTSEN	0	2.847	2.847
**D	NEW MEXICO STATE INVESTMENT COUNCIL	0	1.988	1.988
**D	MULTI FUND 10 UMBRELLA SICAV - KINSALE NAVIGATOR FUND	0	73.880	73.880
**D	SCHWAB FUNDAM INTER SMALL- COME INDEX FD	0	25.952	25.952
**D	FCP CIC EURO OPPORTUNITIES	0	500.000	500.000
**D	HENDERS.EURO.SMALLER COMPANIES FUND	0	98.759	98.759
**D	HENDERSON HORIZON FUND SICAV	0	344.387	344.387
**D	HENDERSON GARTMORE FUND	0	230.953	230.953
**D	TR EUROPEAN GROWTH TRUST PLC	0	346.559	346.559
**D	ES FTSE4F1 EUSM UCITS ETF BNYMTCIL	0	1.828	1.828
**D	PS FR DEVEL MARK EK US SMALL PORT	0	8.728	8.728
**D	CTV RE STANLIB GLOBAL EQ ARR USD	0	53.414	53.414
**D	DEUTSCHE XTRK MSCI EMU HDG EQ ETF	0	46	46
**D	FS6F GOTHAM 400 INTL	0	1	1
**D	ROWF GT ALPHATEXTEAFE	0	8.052	8.052
**D	RNSP CIT ACWI	0	27.541	27.541
**D	ALASKA PERMANENT FUND CORPORATION	0	55	55
**D	AST GS MULTI ASSET PORT LIQ PDHB	0	2.483	2.483
**D	PEC NT SMALL CAP	0	2.630	2.630
**D	FLORIDA RETIREMENT SYSTEM	0	18.083	18.083
**D	PENSION RESERVES INVESTMENT TRUST FUND	0	1	1
**D	INDIANA PUBLIC RETIREMENT SYSTEM	0	1	1
**D	PUBLIC EMPLOYEES RETIREMENT ASSOCIATION OF NEW MEXICO	0	1.613	1.613
**D	SOUTH CAROLINA RETIREMENT SYSTEMS GROUP TRUST	0	980	980
**D	UMC BENEFIT BOARD, INC	0	638	638
**D	SEI GLOBAL MASTER FUND PIC	0	25.852	25.852
**D	SEI LUPUS ALPHA FAN EUROPEAN	0	23.661	23.661
**D	UBS FUND MGT (CH) AG CH0516/UBSCHIF2-EGSCPTII	0	6.702	6.702
**D	CH0526 - UBS (CH) INSTITUTIONAL FUND - EQUITIES GLOBAL SMALL CAP PASSIVE II	0	633	633
**D	GOVERNMENT OF NORWAY	0	270.748	270.748
**D	GOTHAM CAPITAL V LLC	0	56	56
**D	LEGAL AND GENERAL ASSURANCE PENSIONS MANAGEMENT LIMITED	0	1.642	1.642
**D	LEGAL AND GENERAL COLLECTIVE INVESTMENT TRUST	0	631	631

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Assemblea Ordinaria del 26 aprile 2017  
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LISTA ESITO DELLE VOTAZIONE  
Oggetto: RELAZIONE SULLA REMUNERAZIONE

CONTRARI

Badge	Ragione Sociale	Proprio	Delega	Totale
***D	TWO SIGMA ABSOLUTE RETURN PORTFOLIO LLC CORPORATION SERV.COMP.2	0	200	200
***D	TWO SIGMA SPECTRUM PORTFOLIO LLC.	0	4.299	4.299
***D	SCHWAB INTERNATIONAL SMALL-CAP EQUITY ETF	0	15.248	15.248
***D	SCHWAB FUNDAMENTAL INTERNATIONAL SMALL COMPANY ETF	0	45.407	45.407
***D	OREGON PUBLIC EMPLOYEES RETIREMENT SYSTEM	0	28.188	28.188
***D	INTERNATIONAL MONETARY FUND	0	196	196
***D	BERNSTEIN FUND, INC.- INTERNATIONAL SMALL CAP PORTFOLIO	0	90.170	90.170
***D	ARROWSTREET MULTI STRATEGY UMBRELLA PLC	0	52.438	52.438
***D	ARROWSTREET GLOBAL EQUITY ACWI TRUST FUND	0	15.030	15.030
***D	DIGNITY HEALTH	0	4.415	4.415
***D	THE REGENTS OF THE UNIVERSITY OF CALIFORNIA	0	108	108
***D	NY SELECT EQUITY ASSET FUND	0	451	451
***D	MARYLAND STATE RETIREMENT & PENSION SYSTEM	0	274	274
***D	MGI FUNDS PLC	0	28.199	28.199
***D	MERCER QIF CCF	0	123.959	123.959
***D	CITY OF NEW YORK GROUP TRUST	0	10.768	10.768
***D	CALIFORNIA PUBLIC EMPLOYEES RETIREMENT SYSTEM	0	2	2
***D	CALIFORNIA STATE TEACHERS RETIREMENT SYSTEM	0	6.817	6.817
***D	UAW RETIREE MEDICAL BENEFITS TRUST	0	5.578	5.578
***D	WASHINGTON STATE INVESTMENT BOARD	0	4.335	4.335
***D	WASHINGTON STATE INVESTMENT BOARD	0	10	10
***D	SSGA RUSSELL FD GL EX-US INDEX NONLENDING OF COMMON TRUST FUND	0	1.043	1.043
***D	SS BK AND TRUST COMPANY INV FUNDS FOR TAXEXEMPT RETIREMENT PL	0	46.600	46.600
***D	GOLDMAN SACHS FUNDS	0	70	70
***D	UBS ETF	0	4.639	4.639
***D	ISHARES MSCI EAFE SMALL CAP ETF	0	65.678	65.678
***D	ISHARES MSCI EUROPE SMALL-CAP ETF	0	2.747	2.747
***D	ISHARES CORE MSCI EAFE ETF	0	76.912	76.912
***D	BLACKROCK INST TRUST CO NA INV FUNDSTOR EMPLOYEE BENEFIT TR	0	91.493	91.493
***D	BGI MSCI EAFE SMALL CAP EQUITY INDEX FUND B	0	2.340	2.340
***D	STATE OF ALASKA RETIREMENT AND BENEFITS PLANS	0	488	488
***D	SPDR S&P INTERNATIONAL SMALL CAP ETF	0	6.624	6.624
***D	MSCI EAFE SMALL CAP PROV INDEX SEC COMMON TR F	0	7.356	7.356
***D	ISHARES VII PLC	0	29.030	29.030
***D	BLACKROCK AM SCH AG OBO BILFS WORLD EX SW SMALL CAP EQ INDEX F	0	156	156
***D	STICHTING PHILIPS PENSIONFONDS	0	5.028	5.028
***D	ARROWSTREET (CANADA) GLOBAL ALL-COUNTRY ALPHA EXTENSIONE FUND I	0	10.280	10.280
***D	ARROWSTREET CAPITAL GLOBAL ALL COUNTRY ALPHA EXTENSIONE FUND	0	42.550	42.550
***D	TWO SIGMA EQUITY PORTFOLIO, LLC	0	14.143	14.143
***D	ARROWSTREET INTERNATIONAL EQUITY EAFE ALPHA EXTENSION FUND CIT	0	7.352	7.352
***D	ARROWSTREET INTERNATIONAL EQUITY- EAFE ALPHA EXTENSION FUND	0	13.238	13.238
***D	ARROWSTREET GLOBAL MINIMUM VOLATILITY FUND VI	0	18.413	18.413
***D	FORD MOTOR COMPANY DEFINED BENEFIT MASTER TRUST	0	2.443	2.443

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LISTA ESITO DELLE VOTAZIONE  
Oggetto: RELAZIONE SULLA REMUNERAZIONE

## CONTRARI

Badge	Ragione Sociale	Proprio	Delega	Totale
**D	WHEELS COMMON INVESTMENT FUND	0	330	330
**D	NTGI-CM COMMON DAILY ALL COUNWD EX-US INV MKT INDEX F NONLEND	0	838	838
**D	NATIONAL COUNCIL FOR SOCIAL SECURITY FUND, P.R.C	0	2.926	2.926
**D	NEW ZEALAND SUPERANNUATION FUND	0	2.544	2.544
**D	NORTHERN TRUST GLOBAL INVESTMENTS COLLECTIVE FUNDS TRUST	0	22.559	22.559
**D	TEXAS SCOTTISH RITE HOSPITAL FOR CRIPPLED CHILDREN	0	1.500	1.500
**D	UTAH STATE RETIREMENT SYSTEMS	0	4.689	4.689
**D	FORD MOTOR COMPANY OF CANADA, LIMITED PENSION TRUST	0	154	154
**D	STICHTING PENSIOENFONDS APF	0	703	703
**D	MUNICIPAL EMPLOYEES' ANNUITY AND BENEFIT FUND OF CHICAGO	0	2.492	2.492
**D	ILLINOIS STATE BOARD OF INVESTMENT	0	6.106	6.106
**D	ABU DHABI RETIREMENT PENSIONS AND BENEFITS FUND	0	4.091	4.091
**D	STG FDS V.D. GRAFISCHE	0	8.043	8.043
**D	BNY MELLON EMPLOYEE BENEFIT COLLECTIVE INVESTMENT FUND PLAN	0	1.201	1.201
**D	CF DV ACWI EX-U.S. IMI FUND	0	1	1
5	LUSCIA LUIGI FRANCESCO	700	0	700
7	MARAMOTTI ANDREA	0	0	0
***	CARINI LUISA	0	750	750
***	LOTTI GIUSEPPE	0	375	375
***	LOTTI MONICA	0	750	750
8	MORELLI MARCO	0	0	0
**D	GENERALI ITALIA SPA	0	40.000	40.000
<b>Totale voti</b>				
<b>Percentuale votanti %</b>				
<b>Percentuale Capitale %</b>				

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Assemblea Ordinaria del 26 aprile 2017  
(2^ Convocazione del )

LISTA ESITO DELLE VOTAZIONE  
Oggetto: **RELAZIONE SULLA REMUNERAZIONE**

Badge	Ragione Sociale	
1	CARRARO FERDINANDO	
**D	ONLY 3T SRL	
<b>Totale voti</b>	<b>4.823.638</b>	
<b>Percentuale votanti %</b>	<b>11,060488</b>	
<b>Percentuale Capitale %</b>	<b>7,698118</b>	

<b>Proprio</b>	<b>Delega</b>	<b>Totale</b>
0	0	0
0	4.823.638	4.823.638

**ASTENUTI**

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Azionisti: 1 Teste: 1  
 Azionisti in proprio: 0 Azionisti in delega: 1

Assemblea Ordinaria del 26 aprile 2017  
(2^ Convocazione del )

LISTA ESITO DELLE VOTAZIONI  
Oggetto: RELAZIONE SULLA REMUNERAZIONE

Badge	Ragione Sociale	Proprio	Delega	Totale
Totale voti				
Percentuale votanti %				
Percentuale Capitale %				

NON VOTANTI

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Azionisti in proprio: 0  
Azionisti in delega: 0  
Teste: 0

Assemblea Ordinaria del 26 aprile 2017  
(2^ Convocazione del )

LISTA ESITO DELLE VOTAZIONE  
Oggetto: RELAZIONE SULLA REMUNERAZIONE

## FAVOREVOLI

Badge	Ragione Sociale	Proprio	Delega	Totale
2	ZANELLIATO ELEVA	0	0	0
DE*	MULTIBRANDS ITALY B.V.	0	26.073.783	26.073.783
3	BACCARIN ANDREA	0	39.708	39.708
4	BAGGIO ANNA	0	0	0
**D	VANGUARD EUROPEAN STOCK INDEX FUND	0	3.173	3.173
**D	VANGUARD DEVELOPED MARKETS INDEX FUND	0	6.294	6.294
**D	VANGUARD TOTAL WORLD STOCK INDEX FUND	0	3.221	3.221
**D	VANGUARD FTSE ALL WORLD SMALL CAP IND FU	0	67.077	67.077
**D	VANGUARD INVESTMENT SERIES, PLC	0	6.528	6.528
**D	VANGUARD INTERNATIONAL SMALL COMPANIES I	0	1.816	1.816
**D	ONEPATH GLOBAL SHARES - SMALL CAP INDEX	0	440	440
**D	VANGUARD TOTAL INTERNATIONAL STOCK INDEX	0	304.445	304.445
**D	CONSOLIDATED EDISON RETIREMENT PLAN	0	29.966	29.966
**D	VANGUARD FTSE DEVELOPED EUROPE ALL CAP INDEX ETF	0	371	371
**D	VANGUARD FTSE DEVELOPED ALL CAP EX NORTH AMERICA INDEX ETF	0	96	96
**D	COLLEGE RETIREMENT EQUITIES FUND	0	24.613	24.613
**D	M+G INVESTMENT FUNDS (7) - M+G EUROPEAN STRATEGIC VALUE FUND	0	2.614.335	2.614.335
**D	FCP BDL REMPLART EUROPE	0	4.913.689	4.913.689
**D	BDL CONVICTIONS	0	805.090	805.090
6	DA RIN PAGNETTO VALTER	220.000	0	220.000

Totale voti 35.114.645  
Percentuale votanti % 80,517048  
Percentuale Capitale % 56,040001

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Azionisti: 19 Teste: 4  
Azionisti in proprio: 1 Azionisti in delega: 18

Assemblea Ordinaria del 26 aprile 2017

Allegato " D " all'atto  
 n° 7205 di rep. e n° 5533 di racc

ESITO VOTAZIONE

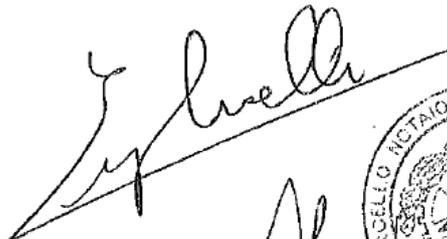
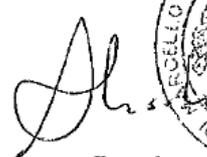
Oggetto : **NOMINA CS E PRESIDENTE**

**Hanno partecipato alla votazione:**

-n° **125** azionisti, portatori di n° **43.611.441** azioni  
 ordinarie, di cui n° **43.611.441** ammesse al voto,  
 pari al **69,600168%** del capitale sociale.

**Hanno votato:**

		% Azioni Ordinarie Rappresentate (Quorum deliberativo)	% Azioni Ammesse al voto	%Cap. Soc.
<b>LISTA 1</b>	34.486.605	79,076967	79,076967	55,037702
<b>LISTA 2</b>	9.116.144	20,903102	20,903102	14,548594
<b>SubTotale</b>	43.602.749	99,980069	99,980069	69,586296
<b>Contrari</b>	6.817	0,015631	0,015631	0,010879
<b>Sub Totale</b>	43.609.566	99,995701	99,995701	69,597176
<b>Astenuti</b>	1.875	0,004299	0,004299	0,002992
<b>Non Votanti</b>	0	0,000000	0,000000	0,000000
<b>Sub totale</b>	1.875	0,004299	0,004299	0,002992
<b>Totale</b>	43.611.441	100,000000	100,000000	69,600168


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SAFILO GROUP S.P.A.

26 aprile 2017 11.40.27

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LISTA ESITO DELLE VOTAZIONE  
Oggetto: **NOMINA CS E PRESIDENTE**

Badge Ragione Sociale  
4 BAGGIO ANNA  
\*\*D CALIFORNIA STATE TEACHERS RETIREMENT SYSTEM  
Totale voti 6.817  
Percentuale votanti % 0,015631  
Percentuale Capitale % 0,010879

**CONTRARI**

Proprio	Delega	Totale
0	0	0
0	6.817	6.817

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*[Signature]*  


Azionisti: 1 Teste: 1 Pagina 1  
Azionisti in proprio: 0 Azionisti in delega: 1

Assemblea Ordinaria del 26 aprile 2017  
(2^ Convocazione del )

LISTA ESITO DELLE VOTAZIONE  
Oggetto: NOMINA CS E PRESIDENTE

Badge	Ragione Sociale	Totale voti
7	MIRAMOTTI ANDREA	1.875
***	CARINI LUISA	0,004299
***	LOTTI GIUSEPPE	0,002992
***	LOTTI MONICA	

Proprio	Delega	Totale
0	0	0
0	750	750
0	375	375
0	750	750

ASTENUTI

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Azionisti:  
Azionisti in proprio:

3 Teste:  
0 Azionisti in delega:

1  
3

Assemblea Ordinaria del 26 aprile 2017  
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LISTA ESITO DELLE VOTAZIONE  
Oggetto: **NOMINA CS E PRESIDENTE**

Badge	Ragione Sociale	Proprio	Delega	Totale
Totale voti	0			
Percentuale votanti %	0,000000			
Percentuale Capitale %	0,000000			

**NON VOTANTI**

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Azionisti:  
Azionisti in proprio:

0 Teste:  
0 Azionisti in delega:

Assemblea Ordinaria del 26 aprile 2017  
(2^ Convocazione del )

LISTA ESITO DELLE VOTAZIONE  
Oggetto: NOMINA CS E PRESIDENTE

FAVOREVOLI alla LISTA 1

Badge	Ragione Sociale	Proprio	Delega	Totale
2	ZANELLIATO ELENA	0	0	0
**D	MULTIBRANDS ITALY B.V.	0	26.073.783	26.073.783
3	BACCARIN ANDREA	0	0	0
***	GRAEHLER GERD	0	1.700	1.700
***	DEPLAZES DE ANDRADE DELGADO LUISA	0	38.008	38.008
4	BAGGIO ANNA	0	0	0
**D	M+G INVESTMENT FUNDS (7) - M+G EUROPEAN STRATEGIC VALUE FUND	0	2.614.335	2.614.335
**D	FCP BDL REMPART EUROPE	0	4.913.689	4.913.689
**D	BDL CONVICTIONS	0	805.090	805.090
8	MORELLI MARCO	0	0	0
**D	GENERALI ITALIA SPA	0	40.000	40.000

Totale voti 34.486.605  
Percentuale votanti % 79,076967  
Percentuale Capitale % 55,037702

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Azionisti: 7 Teste: 4  
Azionisti in proprio: 0 Azionisti in delega: 7

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(2^ Convocazione del )

## LISTA ESITO DELLE VOTAZIONE

Oggetto: NOMINA CS E PRESIDENTE

## FAVOREVOLI alla LISTA 2

Badge	Ragione Sociale	Proprio	Delega	Totale
1	CARRARO FERDINANDO	0	0	0
**D	ONLY 3T SRL	0	4.823.638	4.823.638
4	BAGGIO ANNA	0	0	0
**D	FEA INTERNATIONAL VALDE FUND	0	504.679	504.679
**D	CC&L Q MARKET NEUTRAL FUND	0	1.900	1.900
**D	FIDELITY SAL ST T SPARTAN TOTAL INT IN F	0	143	143
**D	MERCER UNHEGED OVERSEAS SHARES TRUST	0	10.602	10.602
**D	THE BOEING COMPANY EMPLOYEE RETIREMENT P	0	7.417	7.417
**D	BLACKROCK INDEXED ALL-COUNTRY EQUITY FUN	0	325	325
**D	PUBLIC EMPLOYEES RETIREMENT SYSTEM OF OHIO	0	3	3
**D	GOVERNMENT SUPERANNUATION FUND	0	75.277	75.277
**D	NATIONAL PROVIDENT FUND AS TRUSTEE OF TH	0	6.001	6.001
**D	STICHTING PENSIOENFONDS VOOR HUISARTSEN	0	2.847	2.847
**D	NEW MEXICO STATE INVESTMENT COUNCIL	0	1.988	1.988
**D	MULTI FUND 10 UMBRELLA SICAV - KINSALE NAVIGATOR FUND	0	73.880	73.880
**D	VANGUARD EUROPEAN STOCK INDEX FUND	0	3.173	3.173
**D	VANGUARD DEVELOPED MARKETS INDEX FUND	0	6.294	6.294
**D	SCHWAB FUNDAM INTER SMALL- COMP INDEX FD	0	25.952	25.952
**D	VANGUARD TOTAL WORLD STOCK INDEX FUND	0	3.221	3.221
**D	VANGUARD FTSE ALL WORLD SMALL CAP IND FU	0	67.077	67.077
**D	VANGUARD INVESTMENT SERIES, PLC	0	6.528	6.528
**D	FCP CIC EURO OPPORTUNITES	0	500.000	500.000
**D	VANGUARD INTERNATIONAL SMALL COMPANIES I	0	1.816	1.816
**D	ONEPATH GLOBAL SHARES - SMALL CAP INDEX	0	440	440
**D	VANGUARD TOTAL INTERNATIONAL STOCK INDEX	0	304.445	304.445
**D	HENDERS.EURO.SMALLER COMPANIES FUND	0	98.759	98.759
**D	HENDERSON HORIZON FUND SICAV	0	344.387	344.387
**D	HENDERSON GARTMORE FUND	0	230.953	230.953
**D	TR EUROPEAN GROWTH TRUST PLC	0	346.559	346.559
**D	FS FTSE RAFI EUSM UCITS ETF BNYMCCIL	0	1.828	1.828
**D	FS FR DEVEL MARK EX US SMALL PORT	0	8.728	8.728
**D	CIJ RE STANLIB GLOBAL EQ ARR USD	0	53.414	53.414
**D	DEUTSCHE XTRK MSCI EMU HDG EQ ETF	0	46	46
**D	PS&F GOTHAM 400 INTL	0	1	1
**D	ROWF GT ALPHAEUTEAFE	0	8.052	8.052
**D	RWSF CIT ACWI	0	27.541	27.541
**D	ALASKA PERMANENT FUND CORPORATION	0	55	55
**D	AST GS MULTI ASSET PORT LIQ FDBB	0	2.483	2.483
**D	PHC NT SMALL CAP	0	2.630	2.630
**D	FLORIDA RETIREMENT SYSTEM	0	18.083	18.083
**D	PENSION RESERVES INVESTMENT TRUST FUND	0	1	1
**D	INDIANA PUBLIC RETIREMENT SYSTEM	0	1	1
**D	PUBLIC EMPLOYEES RETIREMENT ASSOCIATION OF NEW MEXICO	0	1.613	1.613

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Azionisti:

114

Teste:

4

Azionisti in proprio:

2

Azionisti in delega:

112

LISTA ESITO DELLE VOTAZIONE  
Oggetto: NOMINA CS E PRESIDENTE

## FAVOREVOLI alla LISTA 2

Badge	Ragione Sociale	Proprio	Delega	Totale
**D	SOUTH CAROLINA RETIREMENT SYSTEMS GROUP TRUST	0	980	980
**D	UMC BENEFIT BOARD, INC	0	638	638
**D	SEI GLOBAL MASTER FUND PLC	0	25.852	25.852
**D	SEI LUFTS ALPHA PAN EUROPEAN	0	23.661	23.661
**D	UBS FUND MGT (CH) AC CH0516/UBSCHIF2-EGSCP11	0	6.702	6.702
**D	CH0526 - UBS (CH) INSTITUTIONAL FUND - EQUITIES GLOBAL SMALL CAP PASSIVE II	0	633	633
**D	GOVERNMENT OF NORWAY	0	270.748	270.748
**D	GOTHAM CAPITAL V LLC	0	56	56
**D	LEGAL AND GENERAL ASSURANCE PENSIONS MANAGEMENT LIMITED	0	1.642	1.642
**D	LEGAL AND GENERAL COLLECTIVE INVESTMENT TRUST	0	631	631
**D	TWO SIGMA ABSOLUTE RETURN PORTFOLIO LLC CORPORATION SERV.COMP.2	0	200	200
**D	TWO SIGMA SPECTRUM PORTFOLIO LLC.	0	4.299	4.299
**D	SCHWAB INTERNATIONAL SMALL-CAP EQUITY ETF	0	15.248	15.248
**D	SCHWAB FUNDAMENTAL INTERNATIONAL SMALL COMPANY ETF	0	45.407	45.407
**D	OREGON PUBLIC EMPLOYEES RETIREMENT SYSTEM	0	28.188	28.188
**D	INTERNATIONAL MONETARY FUND	0	196	196
**D	BERNSTEIN FUND, INC. - INTERNATIONAL SMALL CAP PORTFOLIO	0	90.170	90.170
**D	ARROWSTREET MULTI STRATEGY UMBRELLA PLC	0	52.438	52.438
**D	ARROWSTREET GLOBAL EQUITY ACWI TRUST FUND	0	15.030	15.030
**D	DIGNITY HEALTH	0	4.415	4.415
**D	THE REGENTS OF THE UNIVERSITY OF CALIFORNIA	0	108	108
**D	MM SELECT EQUITY ASSET FUND	0	451	451
**D	CONSOLIDATED EDISON RETIREMENT PLAN	0	29.966	29.966
**D	MARYLAND STATE RETIREMENT & PENSION SYSTEM	0	274	274
**D	MGI FUNDS PLC	0	28.199	28.199
**D	MERCER QIF CCF	0	123.959	123.959
**D	CITY OF NEW YORK GROUP TRUST	0	10.768	10.768
**D	CALIFORNIA PUBLIC EMPLOYEES RETIREMENT SYSTEM	0	2	2
**D	UAW RETIREE MEDICAL BENEFITS TRUST	0	5.578	5.578
**D	VANGUARD FTSE DEVELOPED EUROPE ALL CAP INDEX ETF	0	371	371
**D	VANGUARD FTSE DEVELOPED ALL CAP EX NORTH AMERICA INDEX ETF	0	96	96
**D	WASHINGTON STATE INVESTMENT BOARD	0	4.335	4.335
**D	WASHINGTON STATE INVESTMENT BOARD	0	10	10
**D	SSGA RUSSELL FD GL EX-US INDEX NONLENDING OP COMMON TRUST FUND	0	1.043	1.043
**D	SS BK AND TRUST COMPANY INV FUNDS FOR TAXEXEMPT RETIREMENT PL	0	46.600	46.600
**D	GOLDMAN SACHS FUNDS	0	70	70
**D	UBS ETF	0	4.639	4.639
**D	ISHARES MSCI EAFE SMALL CAP ETF	0	65.678	65.678
**D	ISHARES MSCI EUROPE SMALL-CAP ETF	0	2.747	2.747
**D	ISHARES CORE MSCI EAFE ETF	0	76.912	76.912
**D	BLACKROCK INST TRUST CO NA INV FUNDSFOR EMPLOYEE BENEFIT TR	0	91.493	91.493
**D	BGI MSCI EAFE SMALL CAP EQUITY INDEX FUND B	0	2.340	2.340
**D	STATE OF ALASKA RETIREMENT AND BENEFITS PLANS	0	488	488

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Azionisti: 114 Teste: 4  
Azionisti in proprio: 2 Azionisti in delega: 112

Assemblea Ordinaria del 26 aprile 2017  
(2^ Convocazione del )

LISTA ESITO DELLE VOTAZIONE  
Oggetto: NOMINA CS E PRESIDENTE

## FAVOREVOLI alla LISTA 2

Badge	Ragione Sociale	Proprio	Delega	Totale
**D	COLLEGE RETIREMENT EQUITIES FUND	0	24.613	24.613
**D	SPDR S&P INTERNATIONAL SMALL CAP ETF	0	6.624	6.624
**D	MSCI EAFE SMALL CAP PROV INDEX SEC COMMON TR F	0	7.356	7.356
**D	ISHARES VII PLC	0	29.030	29.030
**D	BLACKROCK AM SCH AG OBO BIFS WORLD EX SW SMALL CAP EQ INDEX F	0	156	156
**D	STICHTING PHILIPS PENSIOENFONDS	0	5.028	5.028
**D	ARROWSTREET (CANADA) GLOBAL ALL-COUNTRY ALPHA EXTENSIONE FUND I	0	10.280	10.280
**D	ARROWSTREET CAPITAL GLOBAL ALL COUNTRY ALPHA EXTENSIONE FUND	0	42.550	42.550
**D	TWO SIGMA EQUITY PORTFOLIO, LLC	0	14.143	14.143
**D	ARROWSTREET INTERNATIONAL EQUITY EAFE ALPHA EXTENSION FUND CIT	0	7.352	7.352
**D	ARROWSTREET INTERNATIONAL EQUITY- EAFE ALPHA EXTENSION FUND	0	13.238	13.238
**D	ARROWSTREET GLOBAL MINIMUM VOLATILITY FUND VI	0	18.413	18.413
**D	FORD MOTOR COMPANY DEFINED BENEFIT MASTER TRUST	0	2.443	2.443
**D	WHEELS COMMON INVESTMENT FUND	0	330	330
**D	NTGI-QM COMMON DAILY ALL COUNWD EX-US INV MKT INDEX F NONLEND	0	838	838
**D	NATIONAL COUNCIL FOR SOCIAL SECURITY FUND, P.R.C	0	2.926	2.926
**D	NEW ZEALAND SUPERANNUATION FUND	0	2.544	2.544
**D	NORTHERN TRUST GLOBAL INVESTMENTS COLLECTIVE FUNDS TRUST	0	22.559	22.559
**D	TEXAS SCOTTISH RITE HOSPITAL FOR CRIPPLED CHILDREN	0	1.500	1.500
**D	UTAH STATE RETIREMENT SYSTEMS	0	4.689	4.689
**D	FORD MOTOR COMPANY OF CANADA, LIMITED PENSION TRUST	0	154	154
**D	STICHTING PENSIOENFONDS APF	0	703	703
**D	MUNICIPAL EMPLOYEES' ANNUITY AND BENEFIT FUND OF CHICAGO	0	2.492	2.492
**D	ILLINOIS STATE BOARD OF INVESTMENT	0	6.106	6.106
**D	ABU DHABI RETIREMENT PENSIONS AND BENEFITS FUND	0	4.091	4.091
**D	STG PFDS V.D. GRAFISCHE	0	8.043	8.043
**D	BNY MELLON EMPLOYEE BENEFIT COLLECTIVE INVESTMENT FUND PLAN	0	1.201	1.201
**D	CF DV ACWI EX-U.S. IMI FUND	0	1	1
5	LUSCIA LUIGI FRANCESCO	700	0	700
6	DA RIN PAGNETTO VALTER	220.000	0	220.000
<b>Totale voti</b>				
<b>Percentuale votanti %</b>				
<b>Percentuale Capitale %</b>				

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Azionisti:  
Azionisti in proprio:

114 Teste:  
2 Azionisti in delega:

4  
112

Assemblea Ordinaria del 26 aprile 2017

Allegato " E " all'atto  
 n° 7305 di rep. e n° 5533 di racc

**ESITO VOTAZIONE**Oggetto : **COMPENSO CS****Hanno partecipato alla votazione:**

-n° 125 azionisti, portatori di n° 43.611.441 azioni  
 ordinarie, di cui n° 43.611.441 ammesse al voto,  
 pari al 69,600168% del capitale sociale.

**Hanno votato:**

		% Azioni Ordinarie Rappresentate (Quorum deliberativo)	% Azioni Ammesse al voto	%Cap. Soc.
Favorevoli	43.604.624	99,984369	99,984369	69,589289
Contrari	6.817	0,015631	0,015631	0,010879
Sub Totale	<u>43.611.441</u>	100,000000	100,000000	69,600168
Astenuti	0	0,000000	0,000000	0,000000
Non Votanti	0	0,000000	0,000000	0,000000
Sub totale	<u>0</u>	0,000000	0,000000	0,000000
<b>Totale</b>	<u>43.611.441</u>	100,000000	100,000000	69,600168

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LISTA ESITO DELLE VOTAZIONE  
Oggetto: **COMPENSO CS**

Badge	Ragione Sociale
4	BAGGIO ANNA
**D	CALIFORNIA STATE TEACHERS RETIREMENT SYSTEM
<b>Totali voti</b>	6.817
<b>Percentuale votanti %</b>	0,015631
<b>Percentuale Capitale %</b>	0,010879

**CONTRARI**

Proprio	Delega	Totale
0	0	0
0	6.817	6.817

*Spontanea*



Azionisti: 1 Teste: 1  
 Azionisti in proprio: 0 Azionisti in delega: 1

Assemblea Ordinaria del 26 aprile 2017  
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LISTA ESITO DELLE VOTAZIONE  
Oggetto: **COMPENSO CS**

Badge	Ragione Sociale	Proprio	Delega	Totale
Totale voti	0			
Percentuale votanti %	0,000000			
Percentuale Capitale %	0,000000			

**ASTENUTI**

*6*  
*Garbelli*



Azionisti: 0 Teste: 0  
 Azionisti in proprio: 0 Azionisti in delega: 0

Pagina 2

26 aprile 2017 11.46.21

SAFILO GROUP S.P.A.

Assemblea Ordinaria del 26 aprile 2017  
(2<sup>a</sup> Convocazione del )

LISTA ESITO DELLE VOTAZIONE  
Oggetto: **COMPENSO CS**

**NON VOTANTI**

Badge	Ragione Sociale	Proprio	Delega	Totale
Totale voti	0			
Percentuale votanti %	0,000000			
Percentuale Capitale %	0,000000			

*[Handwritten signature]*

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Azionisti: 0  
 Azionisti in proprio: 0  
 Teste: 0  
 Azionisti in delega: 0

LISTA ESITO DELLE VOTAZIONE  
Oggetto: **COMPENSO CS**

**FAVOREVOLI**

Badge	Ragione Sociale	Proprio	Delega	Totale
1	CARRARO FERDINANDO	0	0	0
DE*	ONLY 3T SRL	0	4.823.638	4.823.638
2	ZANELLIATO ELENA	0	0	0
DE*	MELTIBRANDS ITALY B.V.	0	26.073.783	26.073.783
3	BACCARIN ANDREA	0	39.708	39.708
4	BAGGIO ANNA	0	0	0
**D	FPA INTERNATIONAL VALUE FUND	0	504.679	504.679
**D	CC&L Q MARKET NEUTRAL FUND	0	1.900	1.900
**D	FIDELITY SAL ST T SPARTAN TOTAL INT IN F	0	143	143
**D	MERGER UNHEDGED OVERSEAS SHARES TRUST	0	10.602	10.602
**D	THE BOEING COMPANY EMPLOYEE RETIREMENT P	0	7.417	7.417
**D	BLACKROCK INDEXED ALL-COUNTRY EQUITY FUN	0	325	325
**D	PUBLIC EMPLOYEES RETIREMENT SYSTEM OF OHIO	0	3	3
**D	GOVERNMENT SUPERANNUATION FUND	0	75.277	75.277
**D	NATIONAL PROVIDENT FUND AS TRUSTEE OF TH	0	6.001	6.001
**D	STITCHING PENSIONFONDS VOOR HUISARTSEN	0	2.847	2.847
**D	NEW MEXICO STATE INVESTMENT COUNCIL	0	1.988	1.988
**D	MULTI FUND 10 UMBRELLA SICAV - KINSALE NAVIGATOR FUND	0	73.880	73.880
**D	VANGUARD EUROPEAN STOCK INDEX FUND	0	3.173	3.173
**D	VANGUARD DEVELOPED MARKETS INDEX FUND	0	6.294	6.294
**D	SCHWAB FUNDAM INTER SMALL- COMP INDEX FD	0	25.952	25.952
**D	VANGUARD TOTAL WORLD STOCK INDEX FUND	0	3.221	3.221
**D	VANGUARD FTSE ALL WORLD SMALL CAP IND FU	0	67.077	67.077
**D	VANGUARD INVESTMENT SERIES, PLC	0	6.528	6.528
**D	ECP CIC EURO OPPORTUNITES	0	500.000	500.000
**D	VANGUARD INTERNATIONAL SMALL COMPANIES I	0	1.816	1.816
**D	ONEPATH GLOBAL SHARES - SMALL CAP INDEX	0	440	440
**D	VANGUARD TOTAL INTERNATIONAL STOCK INDEX	0	304.445	304.445
**D	HENDERS.EURO.SMALLER COMPANIES FUND	0	98.759	98.759
**D	HENDERSON HORIZON FUND SICAV	0	344.387	344.387
**D	HENDERSON GARTMORE FUND	0	230.953	230.953
**D	TR EUROPEAN GROWTH TRUST PLC	0	346.559	346.559
**D	PS FTSE/RAI EUSM UCITS EFF ENMFICIL	0	1.828	1.828
**D	PS FR DEVEL MARK EX US SMALL PORT	0	8.728	8.728
**D	CTJ RE STANLIE GLOBAL EQ ARR USD	0	53.414	53.414
**D	DEUTSCHE XTRK MSCI EMC HDG EQ ETF	0	46	46
**D	PS6F GOTHAM 400 INTL	0	1	1
**D	ROWF GT ALPHAXTEREAF	0	8.052	8.052
**D	RMSF CIT ACWI	0	27.541	27.541
**D	ALASKA PERMANENT FUND CORPORATION	0	55	55
**D	AST GS MULTI ASSET PORT LIQ PDHE	0	2.483	2.483
**D	PHC NT SMALL CAP	0	2.630	2.630
**D	FLORIDA RETIREMENT SYSTEM	0	18.083	18.083

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LISTA ESITO DELLE VOTAZIONE  
Oggetto: COMPENSO CS

FAVOREVOLI

Badge	Ragione Sociale	Proprio	Delega	Totale
**D	PENSION RESERVES INVESTMENT TRUST FUND	0	1	1
**D	INDIANA PUBLIC RETIREMENT SYSTEM	0	1	1
**D	PUBLIC EMPLOYEES RETIREMENT ASSOCIATION OF NEW MEXICO	0	1.613	1.613
**D	SOUTH CAROLINA RETIREMENT SYSTEMS GROUP TRUST	0	980	980
**D	UMC BENEFIT BOARD, INC	0	638	638
**D	SEI GLOBAL MASTER FUND PLC	0	25.852	25.852
**D	SEI LUPUS ALPHA PAN EUROPEAN	0	23.661	23.661
**D	UBS FUND MGT (CH) AG CH0516/UBSCHLF2-EGSCFII	0	6.702	6.702
**D	CH0526 - UBS (CH) INSTITUTIONAL FUND - EQUITIES GLOBAL SMALL CAP PASSIVE II	0	633	633
**D	GOVERNMENT OF NORWAY	0	270.748	270.748
**D	GOTHAM CAPITAL V LLC	0	56	56
**D	LEGAL AND GENERAL ASSURANCE PENSIONS MANAGEMENT LIMITED	0	1.642	1.642
**D	LEGAL AND GENERAL COLLECTIVE INVESTMENT TRUST	0	631	631
**D	TWO SIGMA ABSOLUTE RETURN PORTFOLIO LLC CORPORATION SERV.COMP.2	0	200	200
**D	TWO SIGMA SPECTRUM PORTFOLIO LLC.	0	4.299	4.299
**D	SCHWAB INTERNATIONAL SMALL-CAP EQUITY ETF	0	15.248	15.248
**D	SCHWAB FUNDAMENTAL INTERNATIONAL SMALL COMPANY ETF	0	45.407	45.407
**D	ORION PUBLIC EMPLOYEES RETIREMENT SYSTEM	0	28.188	28.188
**D	INTERNATIONAL MONETARY FUND	0	196	196
**D	BERNSTEIN FUND, INC.- INTERNATIONAL SMALL CAP PORTFOLIO	0	90.170	90.170
**D	ARROWSTREET MULTI STRATEGY UMBRELLA PLC	0	52.438	52.438
**D	ARROWSTREET GLOBAL EQUITY ACWI TRUST FUND	0	15.030	15.030
**D	DIGNITY HEALTH	0	4.415	4.415
**D	THE REGENTS OF THE UNIVERSITY OF CALIFORNIA	0	108	108
**D	MM SELECT EQUITY ASSET FUND	0	451	451
**D	CONSOLIDATED EDISON RETIREMENT PLAN	0	29.966	29.966
**D	MARYLAND STATE RETIREMENT & PENSION SYSTEM	0	274	274
**D	MGI FUNDS PLC	0	28.199	28.199
**D	MERCER QIF CCF	0	123.959	123.959
**D	CITY OF NEW YORK GROUP TRUST	0	10.768	10.768
**D	CALIFORNIA PUBLIC EMPLOYEES RETIREMENT SYSTEM	0	2	2
**D	UAW RETIREE MEDICAL BENEFITS TRUST	0	5.578	5.578
**D	VANGUARD FTSE DEVELOPED EUROPE ALL CAP INDEX ETF	0	371	371
**D	VANGUARD FTSE DEVELOPED ALL CAP EX NORTH AMERICA INDEX	0	96	96
**D	WASHINGTON STATE INVESTMENT BOARD	0	4.335	4.335
**D	WASHINGTON STATE INVESTMENT BOARD	0	10	10
**D	SSGA RUSSELL FD GL EX-US INDEX NONLENDING QP COMMON TRUST FUND	0	1.043	1.043
**D	SS BK AND TRUST COMPANY INV FUNDS FOR TAXEXEMPT RETIREMENT FL	0	46.600	46.600
**D	GOLDMAN SACHS FUNDS	0	70	70
**D	UBS ETF	0	4.639	4.639
**D	ISHARES MSCI EAFE SMALL CAP ETF	0	65.678	65.678
**D	ISHARES MSCI EUROPE SMALL-CAP ETF	0	2.747	2.747
**D	ISHARES CORE MSCI EAFE ETF	0	76.912	76.912

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LISTA ESITO DELLE VOTAZIONE  
Oggetto: COMPENSO CS

FAVOREVOLI

Badge	Ragione Sociale	Proprio	Delega	Totale
**D	BLACKROCK INST TRUST CO NA INV FUNDSFOR EMPLOYEE BENEFIT TR	0	91.493	91.493
**D	BGI MSCI EAFE SMALL CAP EQUITY INDEX FUND B	0	2.340	2.340
**D	STATE OF ALASKA RETIREMENT AND BENEFITS PLANS	0	488	488
**D	COLLEGE RETIREMENT EQUITIES FUND	0	24.613	24.613
**D	SPDR S&P INTERNATIONAL SMALL CAP ETF	0	6.624	6.624
**D	MSCI EAFE SMALL CAP PROV INDEX SEC COMMON TR F	0	7.356	7.356
**D	ISHARES VII PLC	0	29.030	29.030
**D	BLACKROCK AM SCH AG OBO BIFS WORLD EX SW SMALL CAP EQ INDEX F	0	156	156
**D	M+G INVESTMENT FUNDS (7) - M+G EUROPEAN STRATEGIC VALUE FUND	0	2.614.335	2.614.335
**D	STICHTING PHILLIPS PENSIONFONDS	0	5.028	5.028
**D	ARROWSTREET (CANADA) GLOBAL ALL-COUNTRY ALPHA EXTENSION FUND I	0	10.280	10.280
**D	ARROWSTREET CAPITAL GLOBAL ALL COUNTRY ALPHA EXTENSION FUND	0	42.550	42.550
**D	TWO SIGMA EQUITY PORTFOLIO, LLC	0	14.143	14.143
**D	ARROWSTREET INTERNATIONAL EQUITY EAFE ALPHA EXTENSION FUND CIT	0	7.352	7.352
**D	ARROWSTREET INTERNATIONAL EQUITY- EAFE ALPHA EXTENSION FUND	0	13.238	13.238
**D	ARROWSTREET GLOBAL MINIMUM VOLATILITY FUND VI	0	18.413	18.413
**D	FORD MOTOR COMPANY DEFINED BENEFIT MASTER TRUST	0	2.443	2.443
**D	WHEELS COMMON INVESTMENT FUND	0	330	330
**D	NIIGI-OM COMMON DAILY ALL COUNWD EX-US INV MKT INDEX F NONLEND	0	838	838
**D	NATIONAL COUNCIL FOR SOCIAL SECURITY FUND, P.R.C	0	2.926	2.926
**D	NEW ZEALAND SUPERANNUATION FUND	0	2.544	2.544
**D	NORTHERN TRUST GLOBAL INVESTMENTS COLLECTIVE FUNDS TRUST	0	22.559	22.559
**D	TEXAS SCOTTISH RITE HOSPITAL FOR CRIPPLED CHILDREN	0	1.500	1.500
**D	UTAH STATE RETIREMENT SYSTEMS	0	4.689	4.689
**D	FORD MOTOR COMPANY OF CANADA, LIMITED PENSION TRUST	0	154	154
**D	STICHTING PENSIONFONDS REF	0	703	703
**D	MUNICIPAL EMPLOYEES' ANNUITY AND BENEFIT FUND OF CHICAGO	0	2.492	2.492
**D	ILLINOIS STATE BOARD OF INVESTMENT	0	6.106	6.106
**D	ABU DHABI RETIREMENT PENSIONS AND BENEFITS FUND	0	4.091	4.091
**D	STG PDS V.D. GRAFISCHE	0	8.043	8.043
**D	FCP BDL REMPART EUROPE	0	4.913.689	4.913.689
**D	BDL CONVICTIONS	0	805.090	805.090
**D	BNY MELLON EMPLOYEE BENEFIT COLLECTIVE INVESTMENT FUND PLAN	0	1.201	1.201
**D	CF DV ACWI EX-U.S. IMI FUND	0	1	1
5	LUSCIA LUIGI FRANCESCO	700	0	700
6	DA RIN PAGNETTO VALTER	220.000	0	220.000
7	MARAMOTTI ANDREA	0	1.875	1.875
8	MORELLI MARCO	0	0	0
DE*	GENERALI ITALIA SPA	0	40.000	40.000
Totale voti			43.604.624	
Percentuale votanti %			99,984369	
Percentuale Capitale %			69,589289	

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Azionisti: 124 Teste: 8  
Azionisti in proprio: 2 Azionisti in delega: 122

SAFILO GROUP S.P.A.

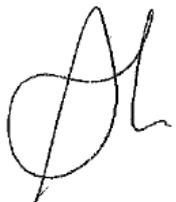
26 aprile 2017 11.46.21

Assemblea Ordinaria del 26 aprile 2017  
(2^ Convocazione del )

LISTA ESITO DELLE VOTAZIONE  
Oggetto: **COMPENSO CS**

**FAVOREVOLI**

Badge Ragione Sociale Proprio Delega Totale



Azionisti:  
Azionisti in proprio:

124  
2

Teste:  
Azionisti in delega:

8  
122

Pagina 7

Assemblea Ordinaria del 26 aprile 2017

Allegato " F " all'atto  
 n° 7305 di rep. e n° 5533 di racc.

**ESITO VOTAZIONE**

Oggetto : **ACQUISTO E DISPOSIZIONE AZIONI**

**Hanno partecipato alla votazione:**

-n° 125 azionisti, portatori di n° 43.611.441 azioni  
 ordinarie, di cui n° 43.611.441 ammesse al voto,  
 pari al 69,600168% del capitale sociale.

**Hanno votato:**

		% Azioni Ordinarie Rappresentate (Quorum deliberativo)	% Azioni Ammesse al voto	%Cap. Soc.
Favorevoli	35.613.103	81,660001	81,660001	56,835498
Contrari	2.279.559	5,226975	5,226975	3,637983
Sub Totale	37.892.662	86,886975	86,886975	60,473481
Astenuti	5.718.779	13,113025	13,113025	9,126687
Non Votanti	0	0,000000	0,000000	0,000000
Sub totale	5.718.779	13,113025	13,113025	9,126687
<b>Totale</b>	<b>43.611.441</b>	<b>100,000000</b>	<b>100,000000</b>	<b>69,600168</b>

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LISTA ESITO DELLE VOTAZIONE  
Oggetto: ACQUISTO E DISPOSIZIONE AZIONI

## CONTRARI

Badge	Ragione Sociale	Proprio	Delega	Totale
4	BAGGIO ANNA	0	0	0
**D	CC&L Q MARKET NEUTRAL FUND	0	1.900	1.900
**D	MERCER UNHEGED OVERSEAS SHARES TRUST	0	10.602	10.602
**D	THE BOEING COMPANY EMPLOYEE RETIREMENT P	0	7.417	7.417
**D	GOVERNMENT SUPERANNUATION FUND	0	75.277	75.277
**D	NATIONAL PROVIDENT FUND AS TRUSTEE OF TH	0	6.001	6.001
**D	STICHTING PENSIOENFONDS VOOR HUISARTSEN	0	2.847	2.847
**D	FCP CIC EURO OPPORTUNITES	0	500.000	500.000
**D	HENDERS.EURO.SMALLER COMPANIES FUND	0	98.759	98.759
**D	HENDERSON HORIZON FUND SICAV	0	344.387	344.387
**D	HENDERSON GARTMORE FUND	0	230.953	230.953
**D	TR EUROPEAN GROWTH TRUST PLC	0	346.559	346.559
**D	PS FTSE RAFI EUSM UCITS ETF BNYMTCIL	0	1.828	1.828
**D	PS FR DEVEL MARK EX US SMALL PORT	0	8.728	8.728
**D	CTJ RE STANLIB GLOBAL EQ ARR USD	0	53.414	53.414
**D	ROWF GT ALPHARETEAFE	0	8.052	8.052
**D	RWSF CIT ACWI	0	27.541	27.541
**D	ALASKA PERMANENT FUND CORPORATION	0	55	55
**D	PHC NT SMALL CAP	0	2.630	2.630
**D	FLORIDA RETIREMENT SYSTEM	0	18.083	18.083
**D	PENSION RESERVES INVESTMENT TRUST FUND	0	1	1
**D	PUBLIC EMPLOYEES RETIREMENT ASSOCIATION OF NEW MEXICO	0	1.613	1.613
**D	SOUTH CAROLINA RETIREMENT SYSTEMS GROUP TRUST	0	980	980
**D	SEI GLOBAL MASTER FUND PLC	0	25.852	25.852
**D	SEI LUPUS ALPHA PAN EUROPEAN	0	23.661	23.661
**D	UBS FUND MGT (CH) AG CH0516/UBSCHIF2-EGSCPII	0	6.702	6.702
**D	CH0526 - UBS (CH) INSTITUTIONAL FUND - EQUITIES GLOBAL SMALL CAP PASSIVE II	0	633	633
**D	LEGAL AND GENERAL ASSURANCE PENSIONS MANAGEMENT LIMITED	0	1.642	1.642
**D	LEGAL AND GENERAL COLLECTIVE INVESTMENT TRUST	0	631	631
**D	TWO SIGMA ABSOLUTE RETURN PORTFOLIO LLC CORPORATION SERV.COMF.2	0	200	200
**D	INTERNATIONAL MONETARY FUND	0	4.299	4.299
**D	ARROWSTREET MULTI STRATEGY UMBRELLA PLC	0	196	196
**D	ARROWSTREET GLOBAL EQUITY ACWI TRUST FUND	0	52.438	52.438
**D	DIGNITY HEALTH	0	15.030	15.030
**D	THE REGENTS OF THE UNIVERSITY OF CALIFORNIA	0	4.415	4.415
**D	MM SELECT EQUITY ASSET FUND	0	108	108
**D	MARYLAND STATE RETIREMENT & PENSION SYSTEM	0	451	451
**D	MGI FUNDS PLC	0	274	274
**D	MERCER QIF CCF	0	28.199	28.199
**D	CITY OF NEW YORK GROUP TRUST	0	123.959	123.959
**D	UAW RETIRE MEDICAL BENEFITS TRUST	0	10.768	10.768
**D	WASHINGTON STATE INVESTMENT BOARD	0	5.578	5.578
		0	4.335	4.335

A handwritten signature in black ink is written over a circular stamp. The stamp contains the text 'ALESSANDRO DI MARCO NOTAIO IN PADOVA' around the perimeter and 'ALESSANDRO DI MARCO' in the center. The signature appears to be 'Alessandro Di Marco'.

Assemblea Ordinaria del 26 aprile 2017  
(2^ Convocazione del )

**LISTA ESITO DELLE VOTAZIONE**  
**Oggetto: ACQUISTO E DISPOSIZIONE AZIONI**

**CONTRARI**

Badge	Ragione Sociale	Proprio	Delega	Totale
**D	WASHINGTON STATE INVESTMENT BOARD	0	10	10
**D	SSGA RUSSELL FD GL EX-US INDEX NONLENDING QP COMMON TRUST FUND	0	1.043	1.043
**D	SS BK AND TRUST COMPANY INV FUNDS FOR TAXEXEMPT RETIREMENT PL	0	46.600	46.600
**D	UES ETF	0	4.639	4.639
**D	STATE OF ALASKA RETIREMENT AND BENEFITS PLANS	0	488	488
**D	SPDR S&P INTERNATIONAL SMALL CAP ETF	0	6.624	6.624
**D	MSCI EAFE SMALL CAP PROV INDEX SEC COMMON TR F	0	7.356	7.356
**D	ARROWSTREET (CANADA) GLOBAL ALL-COUNTRY ALPHA EXTENSIONE FUND I	0	10.280	10.280
**D	ARROWSTREET CAPITAL GLOBAL ALL COUNTRY ALPHA EXTENSIONE FUND	0	42.550	42.550
**D	TWO SIGMA EQUITY PORTFOLIO, LLC	0	14.143	14.143
**D	ARROWSTREET INTERNATIONAL EQUITY EAFE ALPHA EXTENSION FUND CIT	0	7.352	7.352
**D	ARROWSTREET INTERNATIONAL EQUITY- EAFE ALPHA EXTENSION FUND	0	13.238	13.238
**D	ARROWSTREET GLOBAL MINIMUM VOLATILITY FUND VI	0	18.413	18.413
**D	FORD MOTOR COMPANY DEFINED BENEFIT MASTER TRUST	0	2.443	2.443
**D	WHEELS COMMON INVESTMENT FUND	0	330	330
**D	NIGI-QM COMMON DAILY ALL COUNWD EX-US INV MKT INDEX F NONLEND	0	838	838
**D	NATIONAL COUNCIL FOR SOCIAL SECURITY FUND, P.R.C	0	2.926	2.926
**D	NEW ZEALAND SUPERANNUATION FUND	0	2.544	2.544
**D	NORTHERN TRUST GLOBAL INVESTMENTS COLLECTIVE FUNDS TRUST	0	22.559	22.559
**D	TEXAS SCOTTISH RITE HOSPITAL FOR CRIPPLED CHILDREN	0	1.500	1.500
**D	FORD MOTOR COMPANY OF CANADA, LIMITED PENSION TRUST	0	154	154
**D	STICHTING PENSIOENFONDS APF	0	703	703
**D	MUNICIPAL EMPLOYEES' ANNUITY AND BENEFIT FUND OF CHICAGO	0	2.492	2.492
**D	ABU DHABI RETIREMENT PENSIONS AND BENEFITS FUND	0	4.091	4.091
**D	STG PFDS V.D. GRAFISCHE	0	8.043	8.043
**D	BNY MELLON EMPLOYEE BENEFIT COLLECTIVE INVESTMENT FUND PLAN	0	1.201	1.201
**D	CF DV ACWI EX-U.S. INI FUND	0	1	1
<b>Totale voti</b>				<b>2.279.559</b>
<b>Percentuale votanti %</b>				<b>5,226975</b>
<b>Percentuale Capitale %</b>				<b>3,637983</b>

*[Signature]*

*[Signature]*



Assemblea Ordinaria del 26 aprile 2017  
(2^ Convocazione del )

**LISTA ESITO DELLE VOTAZIONE**  
**Oggetto: ACQUISTO E DISPOSIZIONE AZIONI**

Badge	Ragione Sociale	
4	BAGGIO ANNA	
**D	FCP BDL REMPLART EUROPE	
**D	BDL CONVICTIONS	
<b>Totale voti</b>	<b>5.718.779</b>	
<b>Percentuale votanti %</b>	<b>13,113025</b>	
<b>Percentuale Capitale %</b>	<b>9,126687</b>	

**ASTENUTI**

Proprio	Delega	Totale
0	0	0
0	4.913.689	4.913.689
0	805.090	805.090

*Handwritten signature: G. Bertella*

*Handwritten signature: Rossi*



Azionisti: 2 Teste: 0 Azionisti in delega: 2

Assemblea Ordinaria del 26 aprile 2017  
(2^ Convocazione del )

LISTA ESITO DELLE VOTAZIONE  
Oggetto: **ACQUISTO E DISPOSIZIONE AZIONI**

Badge	Ragione Sociale
Totale voti	0
Percentuale votanti %	0,000000
Percentuale Capitale %	0,000000

**NON VOTANTI**

Proprio	Delega	Totale
---------	--------	--------

*Eugenio Pavella*

*[Signature]*



Azionisti:	0	Teste:	0
Azionisti in proprio:	0	Azionisti in delega:	0

LISTA ESITO DELLE VOTAZIONE  
Oggetto: ACQUISTO E DISPOSIZIONE AZIONI

## FAVOREVOLI

Badge	Ragione Sociale	Proprio	Delega	Totale
1	CARRARO FERRINANDO	0	0	0
DE*	ONLY 3T SRL	0	4.823.638	4.823.638
2	ZANELLATO ELENA	0	0	0
DE*	MULTIBRANDS ITALY B.V.	0	26.073.783	26.073.783
3	BACCARIN ANDREA	0	39.708	39.708
4	BACCIO ANNA	0	0	0
**D	FEA INTERNATIONAL VALUE FUND	0	504.679	504.679
**D	FIDELITY SAL ST T SPARTAN TOTAL INT IN F	0	143	143
**D	BLACKROCK INDEXED ALL-COUNTRY EQUITY FUN	0	325	325
**D	PUBLIC EMPLOYEES RETIREMENT SYSTEM OF OHIO	0	3	3
**D	NEW MEXICO STATE INVESTMENT COUNCIL	0	1.988	1.988
**D	MULTI FUND 10 UMBRELLA SICAV - KINSALE NAVIGATOR FUND	0	73.880	73.880
**D	VANGUARD EUROPEAN STOCK INDEX FUND	0	3.173	3.173
**D	VANGUARD DEVELOPED MARKETS INDEX FUND	0	6.294	6.294
**D	SCHWAB FUNDAM INTER SMALL- COMP INDEX FD	0	25.952	25.952
**D	VANGUARD TOTAL WORLD STOCK INDEX FUND	0	3.221	3.221
**D	VANGUARD FTSE ALL WORLD SMALL CAP IND FU	0	67.077	67.077
**D	VANGUARD INVESTMENT SERIES, PLC	0	6.528	6.528
**D	VANGUARD INTERNATIONAL SMALL COMPANIES I	0	1.816	1.816
**D	ONEPATH GLOBAL SHARES - SMALL CAP INDEX	0	440	440
**D	VANGUARD TOTAL INTERNATIONAL STOCK INDEX	0	304.445	304.445
**D	DEUTSCHE XTRK MSCI EMU HDG EQ ETF	0	46	46
**D	FS6F GOTHAM 400 INVL	0	1	1
**D	AST GS MULTI ASSET PORT LIQ PDRB	0	2.483	2.483
**D	INDIANA PUBLIC RETIREMENT SYSTEM	0	1	1
**D	UMC BENEFIT BOARD, INC	0	638	638
**D	GOVERNMENT OF NORWAY	0	270.748	270.748
**D	GOTHAM CAPITAL V LLC	0	56	56
**D	SCHWAB INTERNATIONAL SMALL-CAP EQUITY ETF	0	15.248	15.248
**D	SCHWAB FUNDAMENTAL INTERNATIONAL SMALL COMPANY ETF	0	45.407	45.407
**D	OREGON PUBLIC EMPLOYEES RETIREMENT SYSTEM	0	28.188	28.188
**D	BERNSTEIN FUND, INC.- INTERNATIONAL SMALL CAP PORTFOLIO	0	90.170	90.170
**D	CONSOLIDATED EDISON RETIREMENT PLAN	0	29.966	29.966
**D	CALIFORNIA PUBLIC EMPLOYEES RETIREMENT SYSTEM	0	2	2
**D	CALIFORNIA STATE TEACHERS RETIREMENT SYSTEM	0	6.817	6.817
**D	VANGUARD FTSE DEVELOPED EUROPE ALL CAP INDEX ETF	0	371	371
**D	VANGUARD FTSE DEVELOPED ALL CAP EX NORTH AMERICA INDEX ETF	0	96	96
**D	GOLDMAN SACHS FUNDS	0	70	70
**D	ISHARES MSCI EAFE SMALL CAP ETF	0	65.678	65.678
**D	ISHARES MSCI EUROPE SMALL-CAP ETF	0	2.747	2.747
**D	ISHARES CORE MSCI EAFE ETF	0	76.912	76.912
**D	BLACKROCK INST TRUST CO NA INV FUNDSFOR EMPLOYEE BENEFIT TR	0	91.493	91.493
**D	BGI MSCI EAFE SMALL CAP EQUITY INDEX FUND B	0	2.340	2.340

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Assemblea Ordinaria del 26 aprile 2017  
(2^ Convocazione del )

LISTA ESITO DELLE VOTAZIONE  
Oggetto: ACQUISTO E DISPOSIZIONE AZIONI

## FAVOREVOLI

Badge	Ragione Sociale	Proprio	Delega	Totale
**D	COLLEGE RETIREMENT EQUITIES FUND	0	24.613	24.613
**D	ISHARES VII PLC	0	29.030	29.030
**D	BLACKROCK AM SCH AG OBO BIFS WORLD EX SW SMALL CAP EQ INDEX F	0	156	156
**D	M+G INVESTMENT FUNDS (7) - M+G EUROPEAN STRATEGIC VALUE FUND	0	2.614.335	2.614.335
**D	STICHTING PHILIPS PENSIOENFONDS	0	5.028	5.028
**D	UTAH STATE RETIREMENT SYSTEMS	0	4.689	4.689
**D	ILLINOIS STATE BOARD OF INVESTMENT	0	6.106	6.106
5	LUSCIA LUIGI FRANCESCO	700	0	700
6	DA RIN PAGNETTO VALTER	220.000	0	220.000
7	MARAMOTTI ANDREA	0	1.875	1.875
8	MORELLI MARCO	0	0	0
DE*	GENERALI ITALIA SPA	0	40.000	40.000

Totale voti 35.613.103  
Percentuale votanti % 81,660001  
Percentuale Capitale % 56,835498

*Giulivella*

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Azionisti:  
Azionisti in proprio:

54 Testi:  
2 Azionisti in delega:

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52

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Allegato " G " all'atto  
n° 7305 di rep. e n° 5533 di racc

ESITO VOTAZIONE

Oggetto : PIANO INCENTIVAZIONE

**Hanno partecipato alla votazione:**

-n° 125 azionisti, portatori di n° 43.611.441 azioni  
ordinarie, di cui n° 43.611.441 ammesse al voto,  
pari al 69,600168% del capitale sociale.


**Hanno votato:**

		% Azioni Ordinarie Rappresentate (Quorum deliberativo)	% Azioni Ammesse al voto	%Cap. Soc.
Favorevoli	35.531.059	81,471876	81,471876	56,704562
Contrari	8.080.382	18,528124	18,528124	12,895606
Sub Totale	43.611.441	100,000000	100,000000	69,600168
Astenuti	0	0,000000	0,000000	0,000000
Non Votanti	0	0,000000	0,000000	0,000000
Sub totale	0	0,000000	0,000000	0,000000
<b>Totale</b>	<b>43.611.441</b>	<b>100,000000</b>	<b>100,000000</b>	<b>69,600168</b>



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(2^ Convocazione del )

LISTA ESITO DELLE VOTAZIONE  
Oggetto: PIANO INCENTIVAZIONE

**CONTRARI**

Badge	Ragione Sociale	Proprio	Delega	Totale
**D	BERNSTEIN FUND, INC.- INTERNATIONAL SMALL CAP PORTFOLIO	0	90.170	90.170
**D	ARROWSTREET MULTI STRATEGY UMBRELLA PLC	0	52.438	52.438
**D	ARROWSTREET GLOBAL EQUITY ACWI TRUST FUND	0	15.030	15.030
**D	DIGNITY HEALTH	0	4.415	4.415
**D	THE REGENTS OF THE UNIVERSITY OF CALIFORNIA	0	108	108
**D	MARYLAND STATE RETIREMENT & PENSION SYSTEM	0	274	274
**D	MGI FUNDS PLC	0	28.199	28.199
**D	MERCER QIF CCF	0	123.959	123.959
**D	CALIFORNIA PUBLIC EMPLOYEES RETIREMENT SYSTEM	0	2	2
**D	CALIFORNIA STATE TEACHERS RETIREMENT SYSTEM	0	6.817	6.817
**D	UAW RETIREE MEDICAL BENEFITS TRUST	0	5.578	5.578
**D	WASHINGTON STATE INVESTMENT BOARD	0	10	10
**D	GOLDMAN SACHS FUNDS	0	70	70
**D	UBS ETF	0	4.639	4.639
**D	ISHARES MSCI EAFE SMALL CAP ETF	0	65.678	65.678
**D	ISHARES MSCI EUROPE SMALL-CAP ETF	0	2.747	2.747
**D	ISHARES CORE MSCI EAFE ETF	0	76.912	76.912
**D	BLACKROCK INST TRUST CO NA INV FUNDSFOR EMPLOYEE BENEFIT TR	0	91.493	91.493
**D	BGI MSCI EAFE SMALL CAP EQUITY INDEX FUND B	0	2.340	2.340
**D	COLLEGE RETIREMENT EQUITIES FUND	0	24.613	24.613
**D	ISHARES VII PLC	0	29.030	29.030
**D	BLACKROCK AM SCH AG ORO BIFS WORLD EX SW SMALL CAP EQ INDEX F	0	156	156
**D	STICHTING PHILIPS PENSIONFONDS	0	5.028	5.028
**D	ARROWSTREET (CANADA) GLOBAL ALL-COUNTRY ALPHA EXTENSIONE FUND I	0	10.280	10.280
**D	ARROWSTREET CAPITAL GLOBAL ALL COUNTRY ALPHA EXTENSIONE FUND	0	42.550	42.550
**D	TWO SIGMA EQUITY PORTFOLIO, LLC	0	14.143	14.143
**D	ARROWSTREET INTERNATIONAL EQUITY EAFE ALPHA EXTENSION FUND CIT	0	7.352	7.352
**D	ARROWSTREET INTERNATIONAL EQUITY- EAFE ALPHA EXTENSION FUND	0	13.238	13.238
**D	ARROWSTREET GLOBAL MINIMUM VOLATILITY FUND VI	0	18.413	18.413
**D	UTAH STATE RETIREMENT SYSTEMS	0	4.689	4.689
**D	STICHTING PENSIONFONDS APF	0	703	703
**D	ILLINOIS STATE BOARD OF INVESTMENT	0	6.106	6.106
**D	BNY MELLON EMPLOYEE BENEFIT COLLECTIVE INVESTMENT FUND PLAN	0	1.201	1.201
**D	CF DV ACWI EX-U.S. IMI FUND	0	1	1
5	LUSCIA LUIGI FRANCESCO	700	0	700
7	MARAMOTTI ANDREA	0	0	0
***	CARINI LUISA	0	750	750
***	LOTTI GIUSEPPE	0	375	375
***	LOTTI MONICA	0	750	750
<b>Totale voti</b>			<b>8.080.382</b>	
<b>Percentuale votanti %</b>			<b>18,528124</b>	
<b>Percentuale Capitale %</b>			<b>12,895606</b>	

Azionisti:  
Azionisti in proprio: 79    Teste: 4  
Azionisti in delega: 1    Azionisti in delega: 78

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LISTA ESITO DELLE VOTAZIONE  
Oggetto: **PIANO INCENTIVAZIONE**

**ASTENUTI**

Badge	Ragione Sociale
Totale voti	0
Percentuale votanti %	0,000000
Percentuale Capitale %	0,000000

Proprio	Delega	Totale
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0	0
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0	0
0	0

Azionisti:	Azionisti in delega:
Azionisti in proprio:	

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LISTA ESITO DELLE VOTAZIONE  
Oggetto: **PIANO INCENTIVAZIONE**

**NON VOTANTI**

Badge	Ragione Sociale	Proprio	Delega	Totale
Totale voti	0			
Percentuale votanti %	0,000000			
Percentuale Capitale %	0,000000			

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LISTA ESITO DELLE VOTAZIONE  
Oggetto: PIANO INCENTIVAZIONE

**FAVOREVOLI**

Badge	Ragione Sociale	Proprio	Delega	Totale
2	ZANELLIATO ELENA	0	0	0
DE*	MULTIBRANDS ITALY B.V.	0	26.073.783	26.073.783
3	BACCARIN ANDREA	0	39.708	39.708
4	BAGGIO ANNA	0	0	0
**D	FIDELITY SAL ST T SPARTAN TOTAL INT IN F	0	143	143
**D	VANGUARD EUROPEAN STOCK INDEX FUND	0	3.173	3.173
**D	VANGUARD DEVELOPED MARKETS INDEX FUND	0	6.294	6.294
**D	VANGUARD TOTAL WORLD STOCK INDEX FUND	0	3.221	3.221
**D	VANGUARD FTSE ALL WORLD SMALL CAP IND FU	0	67.077	67.077
**D	VANGUARD INVESTMENT SERIES, PLC	0	6.528	6.528
**D	VANGUARD INTERNATIONAL SMALL COMPANIES I	0	1.816	1.816
**D	ONEPATH GLOBAL SHARES - SMALL CAP INDEX	0	440	440
**D	VANGUARD TOTAL INTERNATIONAL STOCK INDEX	0	304.445	304.445
**D	ES6F GOTHAM 400 INTL	0	1	1
**D	ALASKA PERMANENT FUND CORPORATION	0	55	55
**D	PHC NT SMALL CAP	0	2.630	2.630
**D	PUBLIC EMPLOYEES RETIREMENT ASSOCIATION OF NEW MEXICO	0	1.613	1.613
**D	GOVERNMENT OF NORWAY	0	270.748	270.748
**D	GOHAM CAPITAL V LLC	0	56	56
**D	INTERNATIONAL MONETARY FUND	0	196	196
**D	MM SELECT EQUITY ASSET FUND	0	451	451
**D	CONSOLIDATED EDISON RETIREMENT PLAN	0	29.966	29.966
**D	CITY OF NEW YORK GROUP TRUST	0	10.768	10.768
**D	VANGUARD FTSE DEVELOPED EUROPE ALL CAP INDEX ETF	0	371	371
**D	VANGUARD FTSE DEVELOPED ALL CAP EX NORTH AMERICA INDEX ETF	0	96	96
**D	WASHINGTON STATE INVESTMENT BOARD	0	4.335	4.335
**D	SSGA RUSSELL FD GL EX-US INDEX NONLENDING QP COMMON TRUST FUND	0	1.043	1.043
**D	SS BK AND TRUST COMPANY INV FUNDS FOR TAXEXEMPT RETIREMENT PL	0	46.600	46.600
**D	STATE OF ALASKA RETIREMENT AND BENEFITS PLANS	0	488	488
**D	SPDR S&P INTERNATIONAL SMALL CAP ETF	0	6.624	6.624
**D	MSCI EAFE SMALL CAP PROV INDEX SEC COMMON TR F	0	7.356	7.356
**D	M+G INVESTMENT FUNDS (7) - M+G EUROPEAN STRATEGIC VALUE FUND	0	2.614.335	2.614.335
**D	FORD MOTOR COMPANY DEFINED BENEFIT MASTER TRUST	0	2.443	2.443
**D	WHEELS COMMON INVESTMENT FUND	0	330	330
**D	NTGT-QM COMMON DAILY ALL COUNWD EX-US INV MKT INDEX F NONLEND	0	838	838
**D	NATIONAL COUNCIL FOR SOCIAL SECURITY FUND, P.R.C	0	2.926	2.926
**D	NEW ZEALAND SUPERANNUATION FUND	0	2.544	2.544
**D	NORTHERN TRUST GLOBAL INVESTMENTS COLLECTIVE FUNDS TRUST	0	22.559	22.559
**D	TEXAS SCOTTISH RITE HOSPITAL FOR CRIPPLED CHILDREN	0	1.500	1.500
**D	FORD MOTOR COMPANY OF CANADA, LIMITED PENSION TRUST	0	154	154
**D	MUNICIPAL EMPLOYEES' ANNUITY AND BENEFIT FUND OF CHICAGO	0	2.492	2.492
**D	ABU DHABI RETIREMENT PENSIONS AND BENEFITS FUND	0	4.091	4.091
**D	STG PDS V.D. GRAFISCHE	0	8.043	8.043





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LISTA ESITO DELLE VOTAZIONE  
Oggetto: PIANO INCENTIVAZIONE

Badge	Ragione Sociale
**D	FCP EDL FEMFART EUROPE
**D	BDL CONVICTIONS
6	DA RIN FAGNETTO VALTER
8	MORELLI MARGO
DE*	GENERALI ITALIA SPA

Totale voti 35.531.059  
 Percentuale votanti % 81,471876  
 Percentuale Capitale % 56,704562

Proprio	Delega	Totale
0	4.913.689	4.913.689
0	805.090	805.090
220.000	0	220.000
0	0	0
0	40.000	40.000

FAVOREVOLI





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Allegato " H " all'atto

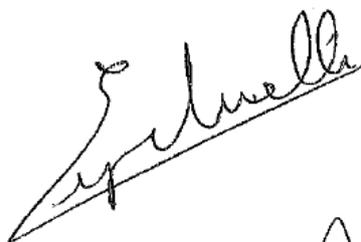
n° 7305 di rep. e n° 5533 di racc

SITUAZIONE ALL'ATTO DELLA COSTITUZIONE

Sono ora presenti n. 8 soggetti, rappresentanti in proprio e per delega

n. 125 azionisti, titolari di n. 43.611.441 azioni,

pari al 69,600168% del capitale sociale



Assemblea Straordinaria del 26 aprile 2017  
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**ESITO VOTAZIONE**

Oggetto : **AUMENTO CAPITALE SOCIALE**

**Hanno partecipato alla votazione:**

-n° 125 azionisti, portatori di n° 43.611.441 azioni  
 ordinarie, di cui n° 43.611.441 ammesse al voto,  
 pari al 69,600168% del capitale sociale.

**Hanno votato:**

		% Azioni Ordinarie Rappresentate (Quorum deliberativo)	% Azioni Ammesse al voto	%Cap. Soc.
Favorevoli	35.531.002	81,471745	81,471745	56,704472
Contrari	8.080.439	18,528255	18,528255	12,895697
Sub Totale	43.611.441	100,000000	100,000000	69,600168
Astenuti	0	0,000000	0,000000	0,000000
Non Votanti	0	0,000000	0,000000	0,000000
Sub totale	0	0,000000	0,000000	0,000000
<b>Totale</b>	<b>43.611.441</b>	<b>100,000000</b>	<b>100,000000</b>	<b>69,600168</b>

*Giubelli*

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Assemblea Straordinaria del 26 aprile 2017  
(2^ Convocazione del )

**LISTA ESITO DELLE VOTAZIONE**  
**Oggetto: AUMENTO CAPITALE SOCIALE**

**CONTRARI**

Badge	Ragione Sociale	Proprio	Delega	Totale
1	CAREARO FERDINANDO	0	0	0
**D	ONLY 3T SEL	0	4.823.638	4.823.638
4	BAGGIO ANNA	0	0	0
**D	FPA INTERNATIONAL VALUE FUND	0	504.679	504.679
**D	CC&L Q MARKET NEUTRAL FUND	0	1.900	1.900
**D	MERCER UNHEDGED OVERSEAS SHARES TRUST	0	10.602	10.602
**D	THE BOEING COMPANY EMPLOYEE RETIREMENT P	0	7.417	7.417
**D	BLACKROCK INDEXED ALL-COUNTRY EQUITY FUN	0	325	325
**D	PUBLIC EMPLOYEES RETIREMENT SYSTEM OF OHIO	0	3	3
**D	GOVERNMENT SUPERANNUATION FUND	0	75.277	75.277
**D	NATIONAL PROVIDENT FUND AS TRUSTEE OF TH	0	6.001	6.001
**D	STICHTING PENSIOENFONDS VOOR HUISARTSEN	0	2.847	2.847
**D	NEW MEXICO STATE INVESTMENT COUNCIL	0	1.988	1.988
**D	MULTI FUND 10 UMBRELLA SICAV - KINSALE NAVIGATOR FUND	0	73.880	73.880
**D	SCHWAB FUNDAM INTER SMALL- COMP INDEX FD	0	25.952	25.952
**D	FCP CIC EURC OPPORTUNITES	0	500.000	500.000
**D	HENDERS.EURO.SMALLER COMPANIES FUND	0	98.759	98.759
**D	HENDERSON HORIZON FUND SICAV	0	344.387	344.387
**D	HENDERSON GARTMORE FUND	0	230.953	230.953
**D	TR EUROPEAN GROWTH TRUST PLC	0	346.559	346.559
**D	PS FTSE RAFI EUSM UCITS ETF BNYMTCIL	0	1.828	1.828
**D	PS FR DEVEL MARK EX US SMALL PORT	0	8.728	8.728
**D	CTJ RE STANLIB GLOBAL EQ ARR USD	0	53.414	53.414
**D	DEUTSCHE XTRK MSCI EMU HDG EQ ETF	0	46	46
**D	PS6F GOTHAM 400 INTL	0	1	1
**D	ROWF CT ALPHAEXTEAPE	0	8.052	8.052
**D	RWSE C1P ACWI	0	27.541	27.541
**D	AST GS MULTI ASSET PORT LIQ PDHB	0	2.483	2.483
**D	FLORIDA RETIREMENT SYSTEM	0	18.083	18.083
**D	PENSION RESERVES INVESTMENT TRUST FUND	0	1	1
**D	INDIANA PUBLIC RETIREMENT SYSTEM	0	1	1
**D	SOUTH CAROLINA RETIREMENT SYSTEMS GROUP TRUST	0	980	980
**D	UMC BENEFIT BOARD, INC	0	638	638
**D	SEI GLOBAL MASTER FUND PLC	0	25.852	25.852
**D	SEI LOPUS ALPHA PAN EUROPEAN	0	23.661	23.661
**D	UBS FUND MGT (CH) AG CH0516/UBSCHIF2-EGSCPII	0	6.702	6.702
**D	CH0526 - UBS (CH) INSTITUTIONAL FUND - EQUITIES GLOBAL SMALL CAP PASSIVE II	0	633	633
**D	GOTHAM CAPITAL V LLC	0	56	56
**D	LEGAL AND GENERAL ASSURANCE PENSIONS MANAGEMENT LIMITED	0	1.642	1.642
**D	LEGAL AND GENERAL COLLECTIVE INVESTMENT TRUST	0	631	631
**D	TWO SIGMA ABSOLUTE RETURN PORTFOLIO LLC CORECORATION SERV.COMP.2	0	200	200
**D	TWO SIGMA SPECTRUM PORTFOLIO LLC.	0	4.299	4.299
**D	SCHWAB INTERNATIONAL SMALL-CAP EQUITY ETF	0	15.248	15.248

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Assemblea Straordinaria del 26 aprile 2017  
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LISTA ESITO DELLE VOTAZIONE  
Oggetto: AUMENTO CAPITALE SOCIALE

CONTRARI

Badge	Ragione Sociale	Proprio	Delega	Totale
**D	SCHWAB FUNDAMENTAL INTERNATIONAL SMALL COMPANY ETF	0	45.407	45.407
**D	OREGON PUBLIC EMPLOYEES RETIREMENT SYSTEM	0	28.188	28.188
**D	BERNSTEIN FUND, INC.- INTERNATIONAL SMALL CAP PORTFOLIO	0	90.170	90.170
**D	ARROWSTREET MULTI STRATEGY UBERELLA PLC	0	52.438	52.438
**D	ARROWSTREET GLOBAL EQUITY ACWI TRUST FUND	0	15.030	15.030
**D	DIGNITY HEALTH	0	4.415	4.415
**D	THE REGENTS OF THE UNIVERSITY OF CALIFORNIA	0	108	108
**D	MARYLAND STATE RETIREMENT & PENSION SYSTEM	0	274	274
**D	MGI FUNDS PLC	0	28.199	28.199
**D	MERCER QIF CCF	0	123.959	123.959
**D	CALIFORNIA PUBLIC EMPLOYERS RETIREMENT SYSTEM	0	2	2
**D	CALIFORNIA STATE TEACHERS RETIREMENT SYSTEM	0	6.817	6.817
**D	UAW RETIREE MEDICAL BENEFITS TRUST	0	5.578	5.578
**D	WASHINGTON STATE INVESTMENT BOARD	0	10	10
**D	GOLDMAN SACHS FUNDS	0	70	70
**D	UBS ETF	0	4.639	4.639
**D	ISHARES MSCI EAFE SMALL CAP ETF	0	65.678	65.678
**D	ISHARES EUROPE SMALL-CAP ETF	0	2.747	2.747
**D	ISHARES CORE MSCI EAFE ETF	0	76.912	76.912
**D	BLACKROCK INST TRUST CO NA INV FUNDSFOR EMPLOYEE BENEFIT TR	0	91.493	91.493
**D	BGI MSCI EAFE SMALL CAP EQUITY INDEX FUND B	0	2.340	2.340
**D	COLLEGE RETIREMENT EQUITIES FUND	0	24.613	24.613
**D	ISHARES VII PLC	0	29.030	29.030
**D	BLACKROCK AM SCH AG OEO BIFS WORLD EX SW SMALL CAP EQ INDEX F	0	156	156
**D	STICHTING PHILIPS PENSIONFONDS	0	5.028	5.028
**D	ARROWSTREET (CANADA) GLOBAL ALL-COUNTRY ALPHA EXTENSION FUND I	0	10.280	10.280
**D	ARROWSTREET CAPITAL GLOBAL ALL COUNTRY ALPHA EXTENSION FUND	0	42.550	42.550
**D	TWO SIGMA EQUITY PORTFOLIO, LLC	0	14.143	14.143
**D	ARROWSTREET INTERNATIONAL EQUITY EAFE ALPHA EXTENSION FUND CIT	0	7.352	7.352
**D	ARROWSTREET INTERNATIONAL EQUITY - EAFE ALPHA EXTENSION FUND	0	13.238	13.238
**D	ARROWSTREET GLOBAL MINIMUM VOLATILITY FUND VI	0	18.413	18.413
**D	UTAH STATE RETIREMENT SYSTEMS	0	4.689	4.689
**D	STICHTING PENSIONFONDS APF	0	703	703
**D	ILLINOIS STATE BOARD OF INVESTMENT	0	6.106	6.106
**D	BNY MELLON EMPLOYEE BENEFIT COLLECTIVE INVESTMENT FUND PLAN	0	1.201	1.201
**D	CF DV ACWI EX-U.S. IMI FUND	0	1	1
5	LUSCIA LUIGI FRANCESCO	700	0	700
7	MARAMOTTI ANDREA	0	0	0
***	CARINI LOISA	0	750	750
***	LOTTI GIUSEPPE	0	375	375
***	LOTTI MONICA	0	750	750
<b>Totale voti</b>			8.080.439	

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SAFILO GROUP S.P.A.

Assemblea Straordinaria del 26 aprile 2017  
(2^ Convocazione del )

LISTA ESITO DELLE VOTAZIONE  
Oggetto: **AUMENTO CAPITALE SOCIALE**

Ragione Sociale  
Percentuale votanti % 18,528255  
Percentuale Capitale % 12,895697

**CONTRARI**

Proprio Delega Totale

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SAFILO GROUP S.P.A.

Assemblea Straordinaria del 26 aprile 2017  
(2^ Convocazione del )

LISTA ESITO DELLE VOTAZIONE  
Oggetto: AUMENTO CAPITALE SOCIALE

Badge	Ragione Sociale	Proprio	Delega	Totale
Totale voti	0			
Percentuale votanti %	0,000000			
Percentuale Capitale %	0,000000			

ASTENUTI

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0 Teste:  
0 Azionisti in delega:

Azionisti:  
Azionisti in proprio:

Assemblea Straordinaria del 26 aprile 2017  
(2^ Convocazione del )

LISTA ESITO DELLE VOTAZIONI  
Oggetto: **AUMENTO CAPITALE SOCIALE**

Badge	Ragione Sociale
Totale voti	0
Percentuale votanti %	0,000000
Percentuale Capitale %	0,000000

**NON VOTANTI**

Proprio	Delega	Totale
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Azionisti:	0	Teste:	0
Azionisti in proprio:	0	Azionisti in delega:	0

Assemblea Straordinaria del 26 aprile 2017  
(2^ Convocazione del )

LISTA ESITO DELLE VOTAZIONE  
Oggetto: AUMENTO CAPITALE SOCIALE

FAVOREVOLI

Badge	Ragione Sociale	Proprio	Delega	Totale
2	ZANELLIATO ELENA	0	0	0
DE*	MULTIBRANDS ITALY B.V.	0	26.073.783	26.073.783
3	BACCARIN ANDREA	0	39.708	39.708
4	BAGGIO ANNA	0	0	0
**D	FIDELITY SAL ST T SPARTAN TOTAL INT IN F	0	143	143
**D	FIDELITY EUROPEAN STOCK INDEX FUND	0	3.173	3.173
**D	VANGUARD DEVELOPED MARKETS INDEX FUND	0	6.294	6.294
**D	VANGUARD TOTAL WORLD STOCK INDEX FUND	0	3.221	3.221
**D	VANGUARD FTSE ALL WORLD SMALL CAP IND FU	0	67.077	67.077
**D	VANGUARD INVESTMENT SERIES, PLC	0	6.528	6.528
**D	VANGUARD INTERNATIONAL SMALL COMPANIES I	0	1.816	1.816
**D	ONEPATH GLOBAL SHARES - SMALL CAP INDEX	0	440	440
**D	VANGUARD TOTAL INTERNATIONAL STOCK INDEX	0	304.445	304.445
**D	ALASKA PERMANENT FUND CORPORATION	0	55	55
**D	PHC MT SMALL CAP	0	2.630	2.630
**D	PUBLIC EMPLOYEES RETIREMENT ASSOCIATION OF NEW MEXICO	0	1.613	1.613
**D	GOVERNMENT OF NORWAY	0	270.748	270.748
**D	INTERNATIONAL MONETARY FUND	0	196	196
**D	MM SELECT EQUITY ASSET FUND	0	451	451
**D	CONSOLIDATED EDISON RETIREMENT PLAN	0	29.966	29.966
**D	CITY OF NEW YORK GROUP TRUST	0	10.768	10.768
**D	VANGUARD FTSE DEVELOPED EUROPE ALL CAP INDEX ETF	0	371	371
**D	VANGUARD FTSE DEVELOPED ALL CAP EX NORTH AMERICA INDEX ETF	0	96	96
**D	WASHINGTON STATE INVESTMENT BOARD	0	4.335	4.335
**D	SSGA RUSSELL FD GL EX-US INDEX NOMLENDING OP COMMON TR F	0	1.043	1.043
**D	SS BK AND TRUST COMPANY INV FUNDS FOR TAXEXEMPT RETIREMENT PL	0	46.600	46.600
**D	STATE OF ALASKA RETIREMENT AND BENEFITS PLANS	0	488	488
**D	SPDR S&P INTERNATIONAL SMALL CAP ETF	0	6.624	6.624
**D	M&G INVESTMENT FUNDS (7) - M+G EUROPEAN STRATEGIC VALUE FUND	0	7.356	7.356
**D	FORD MOTOR COMPANY DEFINED BENEFIT MASTER TRUST	0	2.614.335	2.614.335
**D	WHEELS COMMON INVESTMENT FUND	0	2.443	2.443
**D	RTGI-QM COMMON DAILY ALL COUNWD EX-US INV MKT INDEX F NONLEND	0	330	330
**D	NATIONAL COUNCIL FOR SOCIAL SECURITY FUND, P.R.C	0	838	838
**D	NEW ZEALAND SUPERANNUATION FUND	0	2.926	2.926
**D	NORTHERN TRUST GLOBAL INVESTMENTS COLLECTIVE FUNDS TRUST	0	2.544	2.544
**D	TEXAS SCOTTISH RITE HOSPITAL FOR CRIPPELED CHILDREN	0	22.559	22.559
**D	FORD MOTOR COMPANY OF CANADA, LIMITED PENSION TRUST	0	1.500	1.500
**D	MUNICIPAL EMPLOYEES' ANNUITY AND BENEFIT FUND OF CHICAGO	0	154	154
**D	ABU DHABI RETIREMENT PENSIONS AND BENEFITS FUND	0	2.492	2.492
**D	STG PFDS V.D. GRAFISCHE	0	4.091	4.091
**D	FCP BDL REMPART EUROPE	0	8.043	8.043
**D	BDL CONVICTIONS	0	4.913.689	4.913.689
**D		0	805.090	805.090

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Assemblea Straordinaria del 26 aprile 2017  
(2^ Convocazione del )

LISTA ESITO DELLE VOTAZIONE  
Oggetto: **AUMENTO CAPITALE SOCIALE**

Badge	Ragione Sociale	
6	DA RIN PAGNETTO VALTER	
8	MORELLI MARCO	
DE*	GENERALI ITALIA SPA	
<b>Totale voti</b>	<b>35.531.002</b>	
<b>Percentuale votanti %</b>	<b>81,471745</b>	
<b>Percentuale Capitale %</b>	<b>56,704472</b>	

**FAVOREVOLI**

Proprio	Delega	Totale
220.000	0	220.000
0	0	0
0	40.000	40.000





Azionisti: 44 Teste: 5  
Azionisti in proprio: 1 Azionisti in delega: 43

**ESITO VOTAZIONE**Oggetto : **TRASFERIMENTO SEDE LEGALE****Hanno partecipato alla votazione:**

-n° 125 azionisti, portatori di n° 43.611.441 azioni

ordinarie, di cui n° 43.611.441 ammesse al voto,

pari al 69,600168% del capitale sociale.

**Hanno votato:**

		% Azioni Ordinarie Rappresentate (Quorum deliberativo)	% Azioni Ammesse al voto	%Cap. Soc.
Favorevoli	38.567.803	88,435058	88,435058	61,550949
Contrari	5.043.638	11,564942	11,564942	8,049219
Sub Totale	43.611.441	100,000000	100,000000	69,600168
Astenuti	0	0,000000	0,000000	0,000000
Non Votanti	0	0,000000	0,000000	0,000000
Sub totale	0	0,000000	0,000000	0,000000
<b>Totale</b>	<b>43.611.441</b>	<b>100,000000</b>	<b>100,000000</b>	<b>69,600168</b>

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Assemblea Straordinaria del 26 aprile 2017  
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LISTA ESITO DELLE VOTAZIONE  
Oggetto: TRASFERIMENTO SEDE LEGALE

Badge Regione Sociale  
1 CARRARO FERDINANDO  
\*\*D ONLY 3T SRL  
6 DA RIN PAGNETTO VALTER  
Totale voti 5.043.638  
Percentuale votanti % 11,564942  
Percentuale Capitale % 8,049219

CONTRARI

Proprio	Delega	Totale
0	0	0
0	4.823.638	4.823.638
220.000	0	220.000




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LISTA ESITO DELLE VOTAZIONE  
Oggetto: **TRASFERIMENTO SEDE LEGALE**

**ASTENUTI**

Badge	Ragione Sociale	Proprio	Delega	Totale
Totale voti	0			
Percentuale votanti %	0,000000			
Percentuale Capitale %	0,000000			

*Sh*




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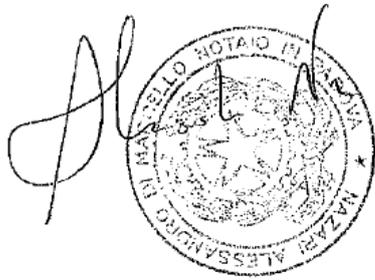
LISTA ESITO DELLE VOTAZIONE  
Oggetto: **TRASFERIMENTO SEDE LEGALE**

**NON VOTANTI**

Badge	Ragione Sociale	Proprio	Delega	Totale
Totale voti				
Percentuale votanti %				
Percentuale Capitale %				

0  
0,000000  
0,000000

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Azionisti: 0  
Azionisti in proprio: 0  
Teste: 0  
Azionisti in delega: 0

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LISTA ESITO DELLE VOTAZIONE  
Oggetto: TRASFERIMENTO SEDE LEGALE

## FAVOREVOLI

Badge	Ragione Sociale	Proprio	Delega	Totale
2	ZANELLATO ELENA	0	0	0
DE*	MULTIBRANDS ITALY B.V.	0	26.073.783	26.073.783
3	BACCARIN ANDREA	0	39.708	39.708
4	BAGGIO ANNA	0	0	0
**D	EPA INTERNATIONAL VALUE FUND	0	504.679	504.679
**D	CC&L Q MARKET NEUTRAL FUND	0	1.900	1.900
**D	FIDELITY SAL ST T SPARTAN TOTAL INT IN F	0	143	143
**D	MERCER UNHEDGED OVERSEAS SHARES TRUST	0	10.602	10.602
**D	THE BOJING COMPANY EMPLOYEE RETIREMENT P	0	7.417	7.417
**D	BLACKROCK INDEXED ALL-COUNTRY EQUITY FUN	0	325	325
**D	PUBLIC EMPLOYEES RETIREMENT SYSTEM OF OHIO	0	3	3
**D	GOVERNMENT SUPERANNUATION FUND	0	75.277	75.277
**D	NATIONAL PROVIDENT FUND AS TRUSTEE OF TR	0	6.001	6.001
**D	STICHTING PENSIOENFONDS VOOR HUISARTSEN	0	2.847	2.847
**D	NEW MEXICO STATE INVESTMENT COUNCIL	0	1.988	1.988
**D	MULTI FUND 10 UMBRELLA SICAV - KINSALE NAVIGATOR FUND	0	73.880	73.880
**D	VANGUARD EUROPEAN STOCK INDEX FUND	0	3.173	3.173
**D	VANGUARD DEVELOPED MARKETS INDEX FUND	0	6.294	6.294
**D	SCHWAB FUNDAM INTER SMALL- COMP INDEX FD	0	25.952	25.952
**D	VANGUARD TOTAL WORLD STOCK INDEX FUND	0	3.221	3.221
**D	VANGUARD FTSE ALL WORLD SMALL CAP IND FU	0	67.077	67.077
**D	VANGUARD INVESTMENT SERIES, PLC	0	6.528	6.528
**D	FCP CIC EURO OPPORTUNITES	0	500.000	500.000
**D	VANGUARD INTERNATIONAL SMALL COMPANIES I	0	1.816	1.816
**D	ONEFATH GLOBAL SHARES - SMALL CAP INDEX	0	440	440
**D	VANGUARD TOTAL INTERNATIONAL STOCK INDEX	0	304.445	304.445
**D	HENDERS.EURO.SMALLER COMPANIES FUND	0	98.759	98.759
**D	HENDERSON HORIZON FUND SICAV	0	344.387	344.387
**D	HENDERSON GARTMORE FUND	0	230.953	230.953
**D	TR EUROFEN GROWTH TRUST PLC	0	346.559	346.559
**D	PS FTSE RAFI EUSM UCITS ETF BNYMFCIL	0	1.828	1.828
**D	PS FR DEVEL MARK EX US SMALL PORT	0	8.728	8.728
**D	CITJ RE STANLIB GLOBAL EQ ARR USD	0	53.414	53.414
**D	DEUTSCHE XTRK MSCI EMU HDG EQ ETF	0	46	46
**D	PS6F GOTHAM 400 INTL	0	1	1
**D	ROWF GT ALPHAEKTEAPE	0	8.052	8.052
**D	RWSF CIT ACWI	0	27.541	27.541
**D	ALASKA PERMANENT FUND CORPORATION	0	55	55
**D	AST GS MULTI ASSET PORT LIQ PDHB	0	2.483	2.483
**D	PHC NT SMALL CAP	0	2.630	2.630
**D	FLORIDA RETIREMENT SYSTEM	0	18.083	18.083
**D	PENSION RESERVES INVESTMENT TRUST FUND	0	1	1
**D	INDIANA PUBLIC RETIREMENT SYSTEM	0	1	1

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Azionisti: 123  
Azionisti in proprio: 1

Testi: 6  
Azionisti in delega: 122

SAFILO GROUP S.P.A.

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(2<sup>a</sup> Convocazione del )

LISTA ESITO DELLE VOIAZIONE  
Oggetto: TRASFERIMENTO SEDE LEGALE

FAVOREVOLI

Badge	Ragione Sociale	Proprio	Delega	Totale
**D	PUBLIC EMPLOYERS RETIREMENT ASSOCIATION OF NEW MEXICO	0	1.613	1.613
**D	SOUTH CAROLINA RETIREMENT SYSTEMS GROUP TRUST	0	980	980
**D	UMC BENEFIT BOARD, INC	0	638	638
**D	SEI GLOBAL MASTER FUND PLC	0	25.852	25.852
**D	SEI LUPUS ALPHA FAN EUROPEAN	0	23.661	23.661
**D	UBS FUND MGT (CH) AG CH0516/UBSCHLIF2-EGSCP11	0	6.702	6.702
**D	CH0526 - UBS (CH) INSTITUTIONAL FUND - EQUITIES GLOBAL SMALL CAP PASSIVE II	0	633	633
**D	GOVERNMENT OF NORWAY	0	270.748	270.748
**D	56	0	56	56
**D	1.642	0	1.642	1.642
**D	631	0	631	631
**D	200	0	200	200
**D	4.299	0	4.299	4.299
**D	15.248	0	15.248	15.248
**D	45.407	0	45.407	45.407
**D	28.188	0	28.188	28.188
**D	196	0	196	196
**D	90.170	0	90.170	90.170
**D	52.438	0	52.438	52.438
**D	15.030	0	15.030	15.030
**D	4.415	0	4.415	4.415
**D	108	0	108	108
**D	451	0	451	451
**D	29.966	0	29.966	29.966
**D	274	0	274	274
**D	28.199	0	28.199	28.199
**D	123.959	0	123.959	123.959
**D	10.768	0	10.768	10.768
**D	2	0	2	2
**D	6.817	0	6.817	6.817
**D	5.578	0	5.578	5.578
**D	371	0	371	371
**D	96	0	96	96
**D	4.335	0	4.335	4.335
**D	10	0	10	10
**D	1.043	0	1.043	1.043
**D	46.600	0	46.600	46.600
**D	70	0	70	70
**D	4.639	0	4.639	4.639
**D	65.678	0	65.678	65.678
**D	2.747	0	2.747	2.747
**D	76.912	0	76.912	76.912
**D	91.493	0	91.493	91.493

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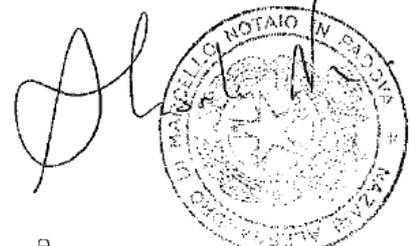
Assemblea Straordinaria del 26 aprile 2017  
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LISTA ESITO DELLE VOTAZIONE  
Oggetto: TRASFERIMENTO SEDE LEGALE

FAVOREVOLI

Badge	Ragione Sociale	Proprio	Delega	Totale
**D	BGI MSCI EAFE SMALL CAP EQUITY INDEX FUND B	0	2.340	2.340
**D	STATE OF ALASKA RETIREMENT AND BENEFITS PLANS	0	488	488
**D	COLLEGE RETIREMENT EQUITIES FUND	0	24.613	24.613
**D	SPDR S&P INTERNATIONAL SMALL CAP ETF	0	6.624	6.624
**D	MSCI EAFE SMALL CAP PROV INDEX SEC COMMON TR F	0	7.356	7.356
**D	ISHARES VII PLC	0	29.030	29.030
**D	BLACKROCK AM SCH AG OBO BIFS WORLD EX SW SMALL CAP EQ INDEX F	0	156	156
**D	M+G INVESTMENT FUNDS (7)- M+G EUROPEAN STRATEGIC VALUE FUND	0	2.614.335	2.614.335
**D	STICHTING PHILIPS PENSIOENFONDS	0	5.028	5.028
**D	ARROWSTREET (CANADA) GLOBAL ALL-COUNTRY ALPHA EXTENSIONE FUND I	0	10.280	10.280
**D	ARROWSTREET CAPITAL GLOBAL ALL COUNTRY ALPHA EXTENSIONE FUND	0	42.550	42.550
**D	TWO SIGMA EQUITY PORTFOLIO, LLC	0	14.143	14.143
**D	ARROWSTREET INTERNATIONAL EQUITY EAFE ALPHA EXTENSION FUND CIT	0	7.352	7.352
**D	ARROWSTREET INTERNATIONAL EQUITY- EAFE ALPHA EXTENSION FUND	0	13.238	13.238
**D	ARROWSTREET GLOBAL MINIMUM VOLATILITY FUND VI	0	18.413	18.413
**D	FORD MOTOR COMPANY DEFINED BENEFIT MASTER TRUST	0	2.443	2.443
**D	WHEELS COMMON INVESTMENT FUND	0	330	330
**D	NFTI-OM COMMON DAILY ALL COUNWD EX-US INV MKT INDEX F NONLEND	0	838	838
**D	NATIONAL COUNCIL FOR SOCIAL SECURITY FUND, P.R.C	0	2.926	2.926
**D	NEW ZEALAND SUPERANNUATION FUND	0	2.544	2.544
**D	NORTHERN TRUST GLOBAL INVESTMENTS COLLECTIVE FUNDS TRUST	0	22.559	22.559
**D	TEXAS SCOTTISH RITE HOSPITAL FOR CRIPPLED CHILDREN	0	1.500	1.500
**D	UTAH STATE RETIREMENT SYSTEMS	0	4.689	4.689
**D	FORD MOTOR COMPANY OF CANADA, LIMITED PENSION TRUST	0	154	154
**D	STICHTING PENSIOENFONDS APF	0	703	703
**D	MUNICIPAL EMPLOYERS' ANNUITY AND BENEFIT FUND OF CHICAGO	0	2.492	2.492
**D	ILLINOIS STATE BOARD OF INVESTMENT	0	6.106	6.106
**D	ABU DHABI RETIREMENT PENSIONS AND BENEFITS FUND	0	4.091	4.091
**D	STG PDS V.D. GRAFISCHE	0	8.043	8.043
**D	FCP BDL REMPART EUROPE	0	4.913.689	4.913.689
**D	BDL CONVICTIONS	0	805.090	805.090
**D	BNY MELLON EMPLOYEE BENEFIT COLLECTIVE INVESTMENT FUND PLAN	0	1.201	1.201
**D	CF DV ACWI EX-U.S. IMI FUND	0	1	1
5	LUSCIA LUIGI FRANCESCO	700	0	700
7	MARAMOTTI ANDREA	0	1.875	1.875
8	MORELLI MARCO	0	0	0
DE*	GENERALI ITALIA SPA	0	40.000	40.000
<b>Totale voti</b>			<b>38.567.803</b>	
<b>Percentuale votanti %</b>			<b>88,45058</b>	
<b>Percentuale Capitale %</b>			<b>61,550949</b>	

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Assemblea Straordinaria del 26 aprile 2017  
(2^ Convocazione del )

LISTA ESITO DELLE VOTAZIONI  
Oggetto: TRASFERIMENTO SEDE LEGALE

FAVOREVOLI

Badge	Ragione Sociale	Proprio	Delega	Totale
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Azionisti: 123  
 Azionisti in proprio: 1  
 Azionisti in delega: 6  
 122

## ELENCO PARTECIPANTI

## NOMINATIVO PARTECIPANTE

## DELEGANTI E RAPPRESENTATI

BACCARIN ANDREA

- PER DELEGA DI

GRAEHLER GERD

DEPLAZES DE ANDRADE DELGADO LUISA

BAGGIO ANNA

- PER DELEGA DI

FPA INTERNATIONAL VALUE FUND

STICHTING PENSIOENFONDS VOOR HUISARTSEN AGENTE:JP MORGAN CHASE BANK

NTGI-QM COMMON DAILY ALL COUNWD EX-US INV MKT INDEX F NONLEND AGENTE:NORTHERN TRUST COMPANY

NATIONAL COUNCIL FOR SOCIAL SECURITY FUND, P.R.C AGENTE:NORTHERN TRUST COMPANY

NEW ZEALAND SUPERANNUATION FUND AGENTE:NORTHERN TRUST COMPANY

NORTHERN TRUST GLOBAL INVESTMENTS COLLECTIVE FUNDS TRUST AGENTE:NORTHERN TRUST COMPANY

TEXAS SCOTTISH RITE HOSPITAL FOR CRIPPLED CHILDREN AGENTE:NORTHERN TRUST COMPANY

UTAH STATE RETIREMENT SYSTEMS AGENTE:NORTHERN TRUST COMPANY

FORD MOTOR COMPANY OF CANADA, LIMITED PENSION TRUST AGENTE:NORTHERN TRUST COMPANY

STICHTING PENSIOENFONDS APF AGENTE:NORTHERN TRUST COMPANY

MUNICIPAL EMPLOYEES' ANNUITY AND BENEFIT FUND OF CHICAGO AGENTE:NORTHERN TRUST COMPANY

ILLINOIS STATE BOARD OF INVESTMENT AGENTE:NORTHERN TRUST COMPANY

NEW MEXICO STATE INVESTMENT COUNCIL AGENTE:JP MORGAN CHASE BANK

ABU DHABI RETIREMENT PENSIONS AND BENEFITS FUND AGENTE:NORTHERN TRUST GLOBAL SERVICES LTD

STG PFDS V.D. GRAFISCHE

FCP BDL REMPART EUROPE

BDL CONVICTIONS

BNY MELLON EMPLOYEE BENEFIT COLLECTIVE INVESTMENT FUND PLAN

CF DV ACWI EX-U.S. IMI FUND

MULTI FUND 10 UMBRELLA SICAV - KINSALE NAVIGATOR FUND AGENTE:BROWN BROTHERS HA-LU

VANGUARD EUROPEAN STOCK INDEX FUND AGENTE:BROWN BROTHERS HARR

VANGUARD DEVELOPED MARKETS INDEX FUND AGENTE:BROWN BROTHERS HARR

SCHWAB FUNDAM INTER SMALL- COMP INDEX FD AGENTE:BROWN BROTHERS HARR

VANGUARD TOTAL WORLD STOCK INDEX FUND AGENTE:BROWN BROTHERS HARR

VANGUARD FTSE ALL WORLD SMALL CAP IND FU AGENTE:BROWN BROTHERS HARR

VANGUARD INVESTMENT SERIES, PLC AGENTE:BROWN BROTHERS HARR

FCP CIC EURO OPPORTUNITES AGENTE:BQUE FEDERATIVE-STR

CC&amp;L Q MARKET NEUTRAL FUND AGENTE:THE BANK OF NOVA SCOTIA

VANGUARD INTERNATIONAL SMALL COMPANIES 1 AGENTE:JP MORGAN CHASE BANK

ONEPATH GLOBAL SHARES - SMALL CAP INDEX AGENTE:JP MORGAN CHASE BANK

VANGUARD TOTAL INTERNATIONAL STOCK INDEX AGENTE:JP MORGAN CHASE BANK

HENDERS.EURO.SMALLER COMPANIES FUND AGENTE:BNP PARIBAS 2S-PARIS

HENDERSON HORIZON FUND SICAV AGENTE:BP2S LUXEMBOURG

HENDERSON GARTMORE FUND AGENTE:BP2S LUXEMBOURG

TR EUROPEAN GROWTH TRUST PLC AGENTE:HSBC BANK PLC

PS FTSE RAFI EUSM UCITS ETF BNYMTCIL

Partecipante

Totale

## RISULTATI ALLE VOTAZIONI

Ordinaria

Strordinaria

	1	2	3	4	5	6	7	8
	F	F	1	F	F	F	F	F
	F	F	1	F	F	F	F	F
39.708								
	F	C	2	F	F	C	C	F
	F	C	2	F	C	C	C	F
	F	C	2	F	C	F	F	F
	F	C	2	F	C	F	F	F
	F	C	2	F	C	F	F	F
	F	C	2	F	C	F	F	F
	F	C	2	F	C	F	F	F
	F	C	2	F	C	F	F	F
	F	C	2	F	C	C	C	F
	F	C	2	F	C	F	F	F
	F	C	2	F	F	C	C	F
	F	C	2	F	F	C	C	F
	F	C	2	F	C	F	F	F
	F	C	2	F	C	F	F	F
	F	C	2	F	C	F	F	F
	F	C	2	F	C	C	C	F
	F	C	2	F	C	C	C	F
	F	F	2	F	F	F	F	F
	F	F	2	F	F	F	F	F
	F	F	2	F	F	F	F	F
	F	F	2	F	F	F	F	F
	F	C	2	F	C	C	C	F
	F	C	2	F	C	C	C	F
	F	F	2	F	F	F	F	F
	F	F	2	F	F	F	F	F
	F	C	2	F	C	C	C	F
	F	C	2	F	C	C	C	F
	F	C	2	F	C	C	C	F
	F	C	2	F	C	C	C	F







**ELENCO PARTECIPANTI**

**NOMINATIVO PARTECIPANTE**

	Parziale	Totale
<b>DELEGANTI E RAPPRESENTATI</b>		
<b>ONLY 3T SRL RICHIEDENTE: TABACCHI VITTORIO</b>	4.823.638	
<i>di cui 4.823.638 azioni in garanzia a :CASSA DI RISPARMIO DEL VENETO;</i>		
<b>DA RIN PAGNETTO VALTER</b>	220.000	4.823.638
<b>LUSCIA LUIGI FRANCESCO</b>	700	220.000
<b>MARAMOTTI ANDREA</b>	0	700
- PER DELEGA DI		
<b>CARINI LUISA</b>	750	
<b>LOTTI GIUSEPPE</b>	375	
<b>LOTTI MONICA</b>	750	1.875
<b>MORELLI MARCO</b>	0	
- PER DELEGA DI		
<b>GENERALI ITALIA SPA</b>	40.000	40.000
<b>ZANELLATO ELENA</b>	0	
- PER DELEGA DI		
<b>MULTIBRANDS ITALY B.V.</b>	26.073.783	26.073.783

*Legenda*

RISULTATI ALLE VOTAZIONI							
Ordinaria						Straordinaria	
1	2	3	4	5	6	7	8
C	A	2	F	F	C	C	C
F	F	2	F	F	F	F	C
C	C	2	F	F	C	C	F
C	C	A	F	F	C	C	F
C	C	A	F	F	C	C	F
C	C	A	F	F	C	C	F
F	C	1	F	F	F	F	F
F	F	1	F	F	F	F	F

**Legenda:**

- |  |                                 |
|--|---------------------------------|
| 1 APPROVAZIONE BILANCIO ESERCIZIO 2016 | 2 RELAZIONE SULLA REMUNERAZIONE |
| 3 NOMINA CS E PRESIDENTE               | 4 COMPENSO CS                   |
| 5 ACQUISTO E DISPOSIZIONE AZIONI       | 6 PIANO INCENTIVAZIONE          |
| 7 AUMENTO CAPITALE SOCIALE             | 8 TRASFERIMENTO SEDE LEGALE     |

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----- STATUTO DELLA SAFILO GROUP S.P.A. -----
----- COSTITUZIONE - SEDE - DURATA -----
----- <u>Articolo 1)</u> -----
E' costituita una società per azioni denominata "SAFILO GROUP S.P.A.". -----
----- <u>Articolo 2)</u> -----
La società ha sede legale in Padova. Nelle forme di legge la Società potrà: -----
(a) istituire o sopprimere sedi secondarie, filiali, succursali, in Italia ed all'estero; -----
(b) trasferire altrove la sede sociale, nonché l'indirizzo della sede legale. -----
----- <u>Articolo 3)</u> -----
La durata della Società è fissata a tutto il 31 (trentuno) dicembre 2100 (duemilacent) e potrà essere modificata con deliberazione dell'Assemblea straordinaria. -----
----- <u>OGGETTO</u> -----
----- <u>Articolo 4)</u> -----
La Società ha per oggetto sociale: -----
(a) l'esercizio, sia direttamente, che indirettamente attraverso la partecipazione in società ed enti, di attività, in Italia e all'estero nei settori della creazione, della realizzazione, della fabbricazione, e del commercio di montature per occhiali da vista e occhiali da sole, occhiali per lo sport, lenti, macchine ed attrezzature per l'occhialeria e di qualsiasi altro accessorio per l'ottica, attrezzi e articoli per lo sport e il tempo libero; -----
(b) l'assunzione, la negoziazione e la gestione di partecipazioni in società operanti, direttamente o attraverso società controllate, nei settori indicati nella lettera a), o connessi o complementari; il compimento di operazioni finanziarie, il finanziamento della società cui partecipa anche indirettamente e la conclusione di accordi finanziari per il coordinamento tecnico e finanziario della attività delle stesse; si precisa che tutte le attività qualificate dalla legge come finanziarie non saranno svolte nei confronti del pubblico ma nell'ambito di società del gruppo di appartenenza; -----
(c) l'assistenza allo sviluppo della programmazione economica, amministrativa, organizzativa e commerciale di interi settori di mercato o di singole aziende la loro ristrutturazione, studi di fattibilità per acquisizione di aziende, nonché la gestione di programmi di sviluppo delle relazioni economico commerciali con l'estero e gestione di aziende industriali e commerciali nei settori indicati nella lettera a), o connessi o complementari. -----
La Società può compiere tutte le operazioni commerciali, industriali, immobiliari e mobiliari ritenute dall'organo amministrativo necessarie od utili per il conseguimento dell'oggetto sociale, nonché per la migliore gestione delle proprie risorse, in particolare di quelle finanziarie; essa può rice-

vere finanziamenti dai soci, nonché effettuare e ricevere finanziamenti infragruppo; essa può anche prestare avalli, fidejussioni ed ogni altra garanzia in genere, anche a favore di terzi; può altresì prendere rappresentanze di imprese nazionali od estere; e può assumere, sia direttamente che indirettamente, interessenze e partecipazioni in altre società, consorzi, associazioni ed imprese aventi oggetto analogo od affine o connesso al proprio. -----

Rimane comunque escluso l'esercizio nei confronti del pubblico di attività qualificate dalla legge come finanziarie. ----

Rimangono pure escluse tutte le attività relative alla raccolta del risparmio ed ogni altra attività riservata a norma di legge. Sono inoltre escluse le attività professionali riservate. -----

----- **CAPITALE SOCIALE - AZIONI - OBBLIGAZIONI - SOCI** -----

----- **Articolo 5)** -----

Il capitale sociale è di Euro 313.299.825,00 (trecentotredicimilioni duecentonovantanovemila ottocentoventicinque/00) ed è suddiviso in n. 62.659.965 (sessantaduemilioni seicentocinquantanovemila novecentosessantacinque) azioni ordinarie da nominali Euro 5,00 (cinque/00) ciascuna. -----

Il diritto di opzione può essere escluso in relazione all'aumento del capitale sociale, nel limite del dieci per cento del capitale preesistente, a condizione che il prezzo di emissione corrisponda al valore di mercato e ciò sia confermato in apposita relazione della società incaricata della revisione contabile, a norma dell'articolo 2441, quarto comma, secondo periodo, del codice civile. -----

In virtù di quanto qui sopra previsto, l'assemblea straordinaria del 5 novembre 2010 ha deliberato di aumentare il capitale sociale per massimi nominali Euro 8.500.000,00 (ottomilioni cinquecentomila/00) mediante emissione di nuove azioni ordinarie pari ad un massimo di n. 1.700.000 (unmilionesettecentomila) del valore nominale di Euro 5,00 (cinque/00) ciascuna, ciascuna da offrire in sottoscrizione ad amministratori e/o dipendenti della Società e delle società dalla stessa controllate. -----

In virtù di quanto qui sopra previsto, l'assemblea straordinaria del 15 aprile 2014 ha deliberato di aumentare il capitale sociale per massimi nominali Euro 7.500.000,00 (settemilionicinquecentomila/00) mediante emissione di nuove azioni ordinarie pari ad un massimo di n. 1.500.000 (unmilione cinquecentomila) del valore nominale di Euro 5,00 (cinque/00) ciascuna, ciascuna da offrire in sottoscrizione ad amministratori e/o dipendenti della Società e delle società dalla stessa controllate. -----

L'assemblea straordinaria del 10 luglio 2014 ha deliberato di aumentare il capitale sociale in denaro, a pagamento ed in via scindibile, con esclusione del diritto di opzione ai sensi dell'art. 2441, comma 5, del codice civile, per un im-

porto massimo di Euro 150.000.000,00 (centocinquantamilionini), comprensivi dell'eventuale sovrapprezzo, da liberarsi in una o più volte mediante emissione di azioni ordinarie della Società del valore nominale di Euro 5,00 (cinque/00) ciascuna, aventi le medesime caratteristiche delle azioni ordinarie in circolazione, riservato esclusivamente ed irrevocabilmente a servizio della conversione del prestito obbligazionario equity-linked, di importo pari ad Euro 150.000.000 (centocinquanta milioni), con scadenza il 22 maggio 2019, riservato a investitori qualificati, denominato "Safilo Group Euro 150 million, 1.25 per cent Guaranteed Equity-Linked Bonds due 2019", fermo restando che il termine ultimo di sottoscrizione delle azioni di nuova emissione è fissato al 30 giugno 2019 e che, nel caso in cui a tale data l'aumento di capitale non fosse stato integralmente sottoscritto, lo stesso si intenderà comunque aumentato per un importo pari alle sottoscrizioni raccolte ed a far tempo dalle medesime, con espressa autorizzazione agli amministratori a emettere le nuove azioni via via che esse saranno sottoscritte. -----

In data 26 aprile 2017, l'assemblea straordinaria ha deliberato di aumentare il capitale sociale a pagamento e in via scindibile per massimi nominali Euro 12.500.000,00 (dodicimilionicinquecentomila/00) da imputare per intero a capitale mediante emissione di nuove azioni ordinarie pari ad un massimo di n. 2.500.000 (duemilionicinquecentomila) del valore nominale di Euro 5,00 (cinque/00) cadauna aventi le stesse caratteristiche di quelle già in circolazione, con godimento regolare, con esclusione del diritto di opzione ai sensi dell'art. 2441, comma 4 secondo periodo codice civile, da riservare in sottoscrizione ai beneficiari del Piano di Stock Option 2017-2020 ad un prezzo di emissione corrispondente alla media ponderata dei prezzi ufficiali registrati dalle azioni ordinarie Safilo Group presso il Mercato Telematico Azionario organizzato e gestito da Borsa Italiana S.p.A. nel mese precedente la data di attribuzione dei diritti di opzione (intendendosi per mese precedente il periodo che va dal giorno precedente la seduta del Consiglio di Amministrazione che procede all'attribuzione delle opzioni allo stesso giorno del mese solare precedente, e fermo restando che in detto periodo, ai fini della determinazione della media ponderata, si terrà conto solo dei giorni di Borsa aperta). -----

----- **Articolo 6)** -----

Le azioni sono nominative e indivisibili. Le azioni sono liberamente trasferibili. Sono parimenti nominative e indivisibili le obbligazioni convertibili in azioni che siano emesse dalla Società. -----

----- **Articolo 7)** -----

Il diritto di recesso spetta nei casi previsti da norme inderogabili ed è esercitato con le modalità di legge. -----

Il diritto di recesso non spetta per le delibere di proroga

della durata della Società e di introduzione, modificazione, rimozione di vincoli alla circolazione delle azioni. -----

----- ASSEMBLEE -----

----- Articolo 8) -----

L'Assemblea è convocata in conformità alle applicabili disposizioni di legge e regolamentari dal Consiglio di Amministrazione della Società nella sede sociale o altrove, in Italia, secondo quanto indicato nell'avviso di convocazione. -----

Gli amministratori convocano senza ritardo l'Assemblea, quando ne sia fatta richiesta da parte dei soci, in conformità alle applicabili disposizioni di legge e regolamentari. I soci che richiedono la convocazione devono predisporre ed inviare al Consiglio di Amministrazione, contestualmente alla richiesta, una relazione sulle proposte concernenti le materie da trattare. Il Consiglio di amministrazione mette a disposizione del pubblico una relazione, accompagnata dalle proprie eventuali valutazioni, contestualmente alla pubblicazione dell'avviso di convocazione dell'Assemblea, nei termini e con le modalità stabilite dalla normativa legislativa e/o regolamentare vigente. -----

L'Assemblea deve essere convocata, nei termini di legge, mediante avviso contenente l'indicazione del giorno, dell'ora, del luogo, l'elenco delle materie da trattare e le altre informazioni richieste dalle disposizioni di legge e regolamentari vigenti, da pubblicarsi nel sito internet della Società e con le ulteriori modalità previste dalle disposizioni di legge e regolamentari di volta in volta applicabili. -----

----- Articolo 9) -----

L'Assemblea è ordinaria e straordinaria. -----

L'Assemblea ordinaria è convocata almeno una volta l'anno entro 120 giorni dalla chiusura dell'esercizio sociale. Quando ricorrano i presupposti di legge, l'Assemblea ordinaria annuale può essere convocata entro 180 giorni dalla chiusura dell'esercizio sociale; in tale caso, gli Amministratori segnalano, nella relazione sulla gestione a corredo del bilancio, le ragioni della dilazione. -----

L'Assemblea si svolge in unica convocazione, salvo che il Consiglio di amministrazione, per una determinata Assemblea, abbia deliberato di fissare una data per la seconda e, eventualmente, per la terza convocazione dell'Assemblea, dandone notizia nell'avviso di convocazione. -----

Gli azionisti che, anche congiuntamente, rappresentino almeno il 2,5% (due virgola cinque per cento) del capitale sociale possono chiedere per iscritto, entro 10 (dieci) giorni dalla pubblicazione dell'avviso di convocazione dell'Assemblea, salvo diverso termine stabilito dalla legge, nei limiti e con le modalità previste dalle norme di legge e regolamentari applicabili, l'integrazione dell'elenco delle materie da trattare, indicando nella domanda gli ulteriori argomenti essi proposti. Delle integrazioni dell'elenco delle ma-

terie che l'Assemblea dovrà trattare a seguito delle predette richieste è data notizia nelle forme e nei termini previsti dalla normativa applicabile. -----

Gli azionisti richiedenti, entro il termine ultimo per la presentazione della richiesta d'integrazione, dovranno consegnare al Consiglio di amministrazione una relazione sulle materie di cui essi propongono la trattazione. Il Consiglio di amministrazione mette a disposizione del pubblico la relazione, accompagnata dalle proprie eventuali valutazioni, contestualmente alla notizia di integrazione, con le modalità sopra indicate. -----

L'integrazione dell'elenco delle materie da trattare non è ammessa per gli argomenti sui quali l'Assemblea delibera, a norma di legge, su proposta del Consiglio di amministrazione o sulla base di un progetto o di una relazione da esso predisposta, diversa dalle relazioni ordinariamente predisposte dal Consiglio di amministrazione sulle materie all'ordine del giorno. -----

----- **Articolo 10)** -----

Ogni azione dà diritto ad un voto. -----

La legittimazione all'intervento in Assemblea e all'esercizio del diritto di voto è attestata da apposita comunicazione alla Società, effettuata ai sensi di legge da un intermediario abilitato in conformità alle proprie scritture contabili, in favore del soggetto cui spetta il diritto di voto sulla base delle evidenze relative al termine della giornata contabile del settimo giorno di mercato aperto precedente la data fissata per l'Assemblea in unica o in prima convocazione o nel diverso termine stabilito dalle disposizioni di legge e regolamentari di volta in volta applicabili. -----

Le suddette comunicazioni dovranno pervenire alla Società dall'intermediario entro i termini stabiliti dalla normativa vigente. -----

Coloro ai quali spetta il diritto di voto possono farsi rappresentare in Assemblea ai sensi di legge, mediante delega scritta, nei casi e nei limiti previsti dalla legge e dalle disposizioni regolamentari vigenti. La delega può essere notificata per via elettronica, a mezzo posta elettronica certificata (PEC), o con altra modalità tecnica che possa essere adottata ai sensi delle disposizioni di legge e regolamentari applicabili. -----

La Società, avvalendosi della facoltà prevista dalla legge, non designa il rappresentante di cui all'articolo 135-undecies del D. Lgs. 24 febbraio 1998 n. 58. -----

----- **Articolo 11)** -----

L'Assemblea è presieduta dal Presidente del Consiglio di Amministrazione ovvero, in caso di impedimento o di assenza di questi da altra persona scelta dall'Assemblea a maggioranza dei presenti. -----

Il Presidente dell'Assemblea è assistito da un segretario an-

che non socio designato dall'Assemblea ovvero, nei casi di legge o quando ciò sia stabilito dal Presidente dell'Assemblea, da un notaio. L'assistenza del segretario non è necessaria quando il verbale dell'Assemblea sia redatto da un notaio. -----

Il Presidente dell'Assemblea accerta la regolarità della convocazione ed il diritto dei soggetti legittimati a partecipare all'Assemblea, dirige e regola la discussione e stabilisce le modalità delle votazioni. -----

----- Articolo 12) -----

Alle Assemblee ordinarie e straordinarie si applicano le norme di legge, sia per quanto riguarda la regolare costituzione delle stesse, sia per quanto riguarda la validità delle deliberazioni da assumere. -----

----- Articolo 13) -----

Lo svolgimento dell'Assemblea è disciplinato dall'apposito regolamento dei lavori assembleari, approvato con delibera dell'Assemblea ordinaria. -----

----- CONSIGLIO DI AMMINISTRAZIONE -----

----- Articolo 14) -----

La Società è amministrata da un Consiglio di Amministrazione composto da sei membri fino a quindici membri, anche non soci. -----

Il numero dei componenti il Consiglio è determinato dall'Assemblea. -----

I membri del Consiglio di Amministrazione restano in carica per tre esercizi e sono rieleggibili. -----

Gli Amministratori debbono essere in possesso dei requisiti di eleggibilità, professionalità ed onorabilità previsti dalla legge e dalle altre disposizioni applicabili. Almeno uno dei componenti del Consiglio di Amministrazione, ovvero due se il Consiglio di Amministrazione è composto da più di sette componenti, deve essere in possesso dei requisiti di indipendenza stabiliti per i sindaci dalle vigenti disposizioni di legge. -----

Ai sensi di quanto disposto dall'articolo 147-ter del D. Lgs. 24 febbraio 1998 n. 58: -----

(i) al fine di assicurare alla minoranza l'elezione di un membro del Consiglio di Amministrazione della Società, la nomina del Consiglio di Amministrazione avviene sulla base di liste presentate dai soci nelle quali i candidati, in numero non superiore a 15, sono elencati mediante un numero progressivo; e -----

(ii) all'ulteriore fine di assicurare l'equilibrio di generi (maschile e femminile) all'interno del Consiglio di Amministrazione, il meccanismo di elezione del Consiglio di Amministrazione di cui al presente Articolo 14 assicura che il genere (maschile o femminile) meno rappresentato ottenga almeno un terzo ("**Quota Piena**"), ovvero, ove applicabile, un quinto ("**Quota Ridotta**"), degli Amministratori eletti. -----

**A) Presentazione delle liste** Hanno diritto di presentare le liste di candidati soltanto i soci che, singolarmente o unitamente ad altri soci, al momento della presentazione della lista, siano titolari almeno della percentuale di azioni con diritto di voto nell'Assemblea ordinaria prevista dalle applicabili disposizioni legislative e regolamentari che disciplinano la nomina del Consiglio di Amministrazione. Detta soglia sarà indicata nell'avviso di convocazione dell'assemblea chiamata a deliberare sulla nomina del Consiglio di Amministrazione. Anche il Consiglio di Amministrazione uscente può presentare una sua lista. -----

Ogni soggetto legittimato a intervenire e votare in Assemblea, i soci aderenti ad un patto parasociale avente ad oggetto azioni della Società ai sensi dell'articolo 122 del D. Lgs. 24 febbraio 1998 n. 58, il soggetto controllante, le società controllate e quelle sottoposte a comune controllo ai sensi dell'articolo 93 del D. Lgs. 24 febbraio 1998 n. 58, non possono presentare o votare più di una lista, anche se per interposta persona o per il tramite di società fiduciarie. -----

Ogni candidato può presentarsi in una sola lista a pena di ineleggibilità. -----

In caso di violazione delle disposizioni che precedono da parte di uno o più soggetti legittimati ad intervenire e votare in assemblea, del relativo voto non si tiene conto rispetto ad alcuna delle liste presentate. -----

Le liste presentate devono essere depositate presso la sede della Società entro il venticinquesimo giorno precedente la data dell'Assemblea in unica o in prima convocazione o entro il diverso termine stabilito dalla normativa di volta in volta vigente e di ciò viene fatta menzione nell'avviso di convocazione, salva ogni eventuale ulteriore forma di pubblicità stabilita dalla disciplina *pro-tempore* vigente. -----

Unitamente a ciascuna lista, sottoscritta dai soci che l'hanno presentata, entro il termine sopra indicato, sono depositari presso la sede della società (i) i *curricula* professionali dei candidati, nonché (ii) le dichiarazioni con le quali i singoli candidati accettano la candidatura e attestano, sotto la propria responsabilità, l'inesistenza di cause di ineleggibilità e/o di incompatibilità previste dalla legge, nonché il possesso dei requisiti prescritti dalla legge e dai regolamenti per i membri del Consiglio di Amministrazione. -----

I candidati per i quali non sono osservate le regole di cui sopra non sono eleggibili. -----

Le liste depositate sono messe a disposizione del pubblico presso la sede sociale, nel sito internet della Società e con le altre modalità previste dalle disposizioni di legge e regolamentari applicabili almeno ventuno giorni prima dell'Assemblea, in unica o in prima convocazione, chiamata a de-

liberare sulla nomina dei membri del Consiglio di amministrazione o entro il diverso termine stabilito dalla normativa di volta in volta vigente. -----

Nello stesso termine previsto per la presentazione delle liste, i soci che presentano una lista di candidati comunicano alla Società le informazioni relative alla propria identità e la percentuale di partecipazione dagli stessi detenuta. La certificazione comprovante la titolarità della quota minima necessaria alla presentazione delle liste, determinata avendo riguardo alle azioni che risultano registrate a favore del socio nel giorno in cui le liste sono depositate presso la Società, potrà essere prodotta alla Società anche successivamente al deposito purché almeno ventuno giorni prima della data dell'Assemblea, o entro il diverso termine stabilito dalla normativa di volta in volta vigente. -----

In conformità con quanto previsto dalle disposizioni di legge e regolamentari vigenti, oltre che dal Codice di Autodisciplina predisposto dal Comitato per la Corporate Governance vigente, ciascuna lista dovrà includere un numero di candidati in possesso dei requisiti di indipendenza stabiliti per i sindaci dall'art. 148, comma 3, D. Lgs. 24 febbraio 1998 n. 58, indicandoli distintamente. -----

Se e fino a quando espressamente previsto da norme inderogabili di legge e/o regolamentari, ciascuna lista, fatta eccezione per le liste contenenti un numero di candidati inferiore a tre, dovrà essere composta da un numero di candidati appartenenti al genere (maschile e femminile) meno rappresentato tale per cui, ove tale lista risulti essere la Lista Amministratori di Maggioranza (come di seguito definita), dalla stessa siano tratti un numero di Amministratori del genere meno rappresentato almeno pari alla Quota Piena, ovvero, ove applicabile, alla Quota Ridotta. -----

Le liste per le quali non sono osservate le statuizioni di cui sopra, sono considerate come non presentate. -----

#### **B) votazione** -----

Il voto di ciascun soggetto legittimato riguarderà la lista e dunque automaticamente tutti i candidati in essa elencati, senza possibilità di variazioni, aggiunte o esclusioni. -----

Determinato da parte dell'Assemblea il numero degli amministratori da eleggere, si procede come segue: -----

1) dalla lista che avrà ottenuto il maggior numero di voti espressi dai soggetti legittimati ad intervenire e votare in Assemblea ("**Lista Amministratori di Maggioranza**") sono eletti, in base all'ordine progressivo con il quale sono elencati nella lista stessa, tutti gli amministratori da eleggere tranne uno; -----

2) dalla seconda lista che avrà ottenuto il maggior numero di voti, che non sia collegata in alcun modo, neppure indirettamente, con i soggetti che hanno presentato e/o votato la Lista Amministratori di Maggioranza ("**Lista Amministrato-**

ri di Minoranza"), è eletto, in conformità alle disposizioni di legge, un Amministratore in base all'ordine progressivo con il quale i candidati sono stati elencati nella lista. Tuttavia, qualora all'interno della Lista Amministratori di Maggioranza non risulti eletto nemmeno un amministratore indipendente, risulterà eletto, in luogo del capolista della Lista Amministratori di Minoranza, il primo amministratore indipendente della Lista Amministratori di Minoranza. -----

In caso di parità di voti tra liste, si procederà a successive votazioni da parte dell'intera Assemblea al fine di ottenere un risultato inequivocabile. -----

Al candidato elencato al primo posto nella Lista Amministratori di Maggioranza spetta la carica di Presidente del Consiglio di Amministrazione. -----

Non si tiene conto delle liste che abbiano conseguito in Assemblea una percentuale di voti inferiore alla metà di quella richiesta dal presente articolo per la presentazione delle liste. -----

Qualora sia stata presentata, ovvero sia stata ammessa alla votazione, una sola lista, l'Assemblea esprime il proprio voto su di essa e qualora la stessa ottenga la maggioranza relativa, risultano eletti amministratori i candidati in essa elencati secondo l'ordine progressivo di elencazione di tali candidati, fino alla concorrenza del numero fissato dall'Assemblea e fermo restando il rispetto della proporzione tra generi (maschile e femminile), se e fino a quando espressamente previsto da norme inderogabili di legge e/o regolamentari. -----

La Lista Amministratori di Maggioranza o l'unica lista (a seconda dei casi) deve garantire il rispetto della Quota Piena ovvero, ove applicabile, della Quota Ridotta. In particolare, nel caso in cui la composizione dell'organo amministrativo, determinata sulla base dei numeri progressivi attribuiti ai candidati della suddetta lista, tenuto anche conto, nel caso della Lista Amministratori di Maggioranza, del genere (maschile o femminile) del candidato nominato nella Lista Amministratori di Minoranza, non includa un numero sufficiente di componenti del genere (maschile o femminile) meno rappresentato, i candidati aventi il numero progressivo più basso, appartenenti al genere (maschile o femminile) maggiormente rappresentato saranno automaticamente sostituiti dai candidati del genere (maschile o femminile) meno rappresentato aventi il numero progressivo più alto, fino a che non sia raggiunta la Quota Piena ovvero, ove applicabile, la Quota Ridotta di Amministratori da eleggere. -----

In mancanza di liste o di un numero di candidati sufficienti (anche sotto il profilo del genere, maschile o femminile, meno rappresentato) ad eleggere l'intero organo amministrativo, il Consiglio di Amministrazione ovvero, a seconda dei casi, gli amministratori ulteriori da eleggere per raggiungere

il numero dei componenti del Consiglio di Amministrazione stabilito dall'Assemblea, viene nominato dall'Assemblea medesima con la maggioranza di legge, avendo in ogni caso cura di garantire la presenza nel Consiglio di Amministrazione del numero necessario di componenti in possesso dei requisiti richiesti dalle disposizioni legislative e regolamentari vigenti, ripartiti in maniera tale da assicurare la presenza della Quota Piena, ovvero, ove applicabile, della Quota Ridotta di componenti appartenenti al genere (maschile o femminile) meno rappresentato. -----

----- Articolo 15) -----

Qualora nel corso dell'esercizio vengano a mancare uno o più Amministratori si procederà alla loro sostituzione ai sensi dell'articolo 2386 del codice civile, secondo quanto appresso indicato: -----

a) il Consiglio di Amministrazione nomina i sostituti, mediante cooptazione di soggetti facenti parte della medesima lista cui appartenevano gli Amministratori cessati. Se e fino a quando espressamente previsto da norme inderogabili di legge e/o regolamentari, il Consiglio di Amministrazione nomina come sostituti candidati appartenenti allo stesso genere (maschile o femminile) degli Amministratori cessati, in maniera tale che sia sempre assicurato il rispetto della Quota Piena ovvero, ove applicabile, della Quota Ridotta di Amministratori appartenenti al genere (maschile o femminile) meno rappresentato, avendo altresì cura di garantire, in ogni caso, la presenza nel Consiglio di Amministrazione del numero necessario di componenti in possesso dei requisiti di indipendenza prescritti dalle disposizioni legislative e regolamentari vigenti. -----

L'Assemblea, nel confermare/sostituire gli amministratori cooptati o, in mancanza di cooptazione, nel procedere direttamente alla nomina dei sostituti, delibera, con le maggioranze di legge, rispettando gli stessi principi di cui sopra; --

b) qualora non residuino nella predetta lista candidati non eletti in precedenza, il Consiglio di Amministrazione provvede alla sostituzione senza l'osservanza di quanto indicato al punto (a) così come provvede l'Assemblea, sempre con le maggioranze di legge, ed avendo entrambi gli organi sociali cura di garantire, in ogni caso, la presenza nel Consiglio di Amministrazione del numero necessario di componenti in possesso dei requisiti di indipendenza prescritti dalle disposizioni legislative e regolamentari vigenti, e, se e fino a quando espressamente previsto da norme inderogabili di legge e/o regolamentari, del numero necessario di componenti appartenenti al genere (maschile o femminile) meno rappresentato. -----

Qualora, per rinuncia o per qualsiasi altra causa, vengano a cessare dalla carica due o più Amministratori, l'intero Consiglio si intende decaduto con effetto dal momento della sua

ricostituzione. -----

**Articolo 16)** -----

Il Consiglio di Amministrazione, ove non sia stata presentata alcuna lista e non vi abbia provveduto l'Assemblea, nomina il suo Presidente. -----

Il Consiglio può nominare uno o più Vicepresidenti, come pure uno o più Amministratori Delegati, che avranno anche funzioni vicarie del Presidente. -----

Il Consiglio nomina un Segretario, che può essere anche esterno al Consiglio. -----

**Articolo 17)** -----

Il Consiglio di Amministrazione si raduna tutte le volte che il Presidente lo ritiene opportuno, oppure quando ne sia fatta richiesta da almeno due dei suoi membri, o da un Amministratore Delegato, o da almeno un membro del Collegio Sindacale. -----

La convocazione del Consiglio di Amministrazione è effettuata dal Presidente o da chi ne svolge le funzioni, nella sede sociale o altrove, in Italia o in altro paese estero (anche non appartenente all'Unione Europea), mediante avviso indicante la data, il luogo e l'ora della riunione, nonché gli argomenti in trattazione, inviata per lettera, telefax, posta elettronica, o qualsiasi altro mezzo di cui sia comprovabile il ricevimento, spediti almeno sette giorni prima dell'adunanza, al domicilio di ciascun Amministratore e Sindaco effettivo. In caso di urgenza, la convocazione potrà essere fatta con avviso da spedirsi, con le modalità di cui sopra, almeno due giorni prima dell'adunanza. -----

Le riunioni del Consiglio di Amministrazione sono validamente costituite anche quando tenute a mezzo di teleconferenza o videoconferenza, a condizione che tutti i partecipanti possano essere identificati dal presidente della riunione e da tutti gli altri intervenuti, che sia loro consentito di seguire la discussione e di intervenire in tempo reale nella trattazione degli argomenti, e che di tutto quanto sopra venga dato atto nel relativo verbale. Verificandosi tali presupposti, la riunione del Consiglio si considera tenuta nel luogo in cui si trovano il presidente e il segretario della riunione, onde consentire la stesura del relativo verbale. -----

In mancanza di convocazione, il Consiglio di Amministrazione può deliberare quando sono intervenuti, anche mediante partecipazione a mezzo teleconferenza e/o videoconferenza, tutti gli Amministratori e i Sindaci effettivi in carica. -----

**Articolo 18)** -----

Le riunioni del Consiglio di Amministrazione sono presiedute dal Presidente del Consiglio di Amministrazione o, in mancanza, da un Vicepresidente o da un Amministratore Delegato o, in mancanza, da altro Amministratore, a seconda di quanto stabilito dal Consiglio stesso. -----

**Articolo 19)** -----

*Scorsone*

*Scorsone*



Per la validità delle deliberazioni del Consiglio di Amministrazione è necessaria la presenza della maggioranza degli Amministratori in carica. -----

Il Consiglio di Amministrazione delibera con il voto favorevole della maggioranza degli Amministratori presenti. -----

Nell'ipotesi in cui il Consiglio di Amministrazione sia composto da un numero pari di membri, in caso di parità di voti prevale la decisione che abbia ottenuto il voto del Presidente. -----

Articolo 20) -----

Il Consiglio di Amministrazione è fornito dei più ampi poteri per la gestione ordinaria e straordinaria della Società senza alcuna limitazione, salvo quanto per legge non sia riservato alla competenza dell'Assemblea dei soci. -----

Spettano inoltre alla competenza del Consiglio di Amministrazione le deliberazioni concernenti la fusione nei casi previsti dagli articoli 2505 e 2505 bis codice civile, la scissione nell'ipotesi dell'articolo 2505 bis quale richiamato nell'articolo 2506 ter codice civile, l'istituzione o la soppressione di sedi secondarie, la riduzione del capitale in caso di recesso del socio, gli adeguamenti dello statuto a disposizioni normative nonché il trasferimento della sede sociale nel territorio nazionale. -----

Il Consiglio di Amministrazione, anche attraverso amministratori cui siano delegati poteri, provvede ad effettuare le informative di legge e, in tale quadro, riferisce al Collegio Sindacale sull'attività svolta e sulle operazioni di maggior rilievo economico, finanziario e patrimoniale effettuate dalla Società e dalle società da essa controllate, e in particolare riferisce sulle operazioni nelle quali gli amministratori abbiano un interesse per conto proprio o di terzi, o che siano influenzate dal soggetto che esercita l'attività di direzione e coordinamento, ove esistente; la comunicazione viene effettuata in occasione delle riunioni del Consiglio di Amministrazione e, comunque, con periodicità almeno trimestrale. -----

Articolo 21) -----

Il Consiglio di Amministrazione può delegare i poteri di cui all'articolo 2381 del codice civile ad un Comitato esecutivo, come pure ad uno o più dei membri del Consiglio di Amministrazione. -----

La convocazione, le riunioni e le deliberazioni del Comitato esecutivo, ove nominato, sono regolate dalle stesse disposizioni di cui agli articoli 17, 18 e 19 che precedono. -----

Al Consiglio di amministrazione, previo parere obbligatorio ma non vincolante del Collegio sindacale, competono la nomina e la revoca di un dirigente preposto alla redazione dei documenti contabili societari, in conformità alle disposizioni di cui all'art. 154-bis del D. Lgs. 24 febbraio 1998 n. 58. Il Consiglio di amministrazione vigila affinché il diri-

gente preposto alla redazione dei documenti contabili societari disponga gli adeguati poteri e mezzi per l'esercizio dei compiti a lui attribuiti ai sensi della vigente normativa e stabilisce la durata dell'incarico e il compenso. Il dirigente preposto alla redazione dei documenti contabili societari è scelto tra soggetti che posseggano requisiti di professionalità caratterizzati da specifiche competenze nonché da un'esperienza pluriennale in materia contabile e finanziaria e gli eventuali ulteriori requisiti stabiliti dal Consiglio di Amministrazione e/o dalla disciplina vigente. -----

Inoltre, è ammessa la nomina da parte del Consiglio di Amministrazione della Società di procuratori, anche in forma stabile, per singoli atti od operazioni ovvero per categorie di atti od operazioni. -----

----- **Articolo 22)** -----

La rappresentanza e la firma sociale, salve le deleghe conferite, spettano al Presidente del Consiglio di Amministrazione ed a ciascuno degli amministratori delegati, se nominati, anche in via disgiuntiva tra loro, a seconda di quanto sia deciso dal Consiglio di Amministrazione che procede alla loro nomina e che determina i loro poteri e le loro attribuzioni. -----

----- **Articolo 23)** -----

Ai Consiglieri di amministrazione e ai membri del comitato esecutivo spetterà il compenso determinato dall'Assemblea. -----  
Inoltre, agli Amministratori investiti di particolari cariche spetteranno i compensi stabiliti dal Consiglio di Amministrazione, sentito il Collegio Sindacale. -----

In alternativa, l'Assemblea può deliberare un importo complessivo per la remunerazione di tutti gli amministratori, inclusi quelli investiti di particolari cariche, da suddividersi a cura del Consiglio di amministrazione con deliberazione adottata sentito il Collegio sindacale. -----

----- **OPERAZIONI CON PARTI CORRELATE** -----

----- **Articolo 24)** -----

La Società approva le operazioni con parti correlate in conformità alle previsioni di legge e regolamentari vigenti, nonché alle disposizioni del presente Statuto e alle procedure e regolamenti interni adottati in materia dalla Società. -----

----- **Articolo 25)** -----

Le procedure interne adottate dalla Società in relazione alle operazioni con parti correlate possono prevedere che il Consiglio di Amministrazione approvi le operazioni di maggior rilevanza nonostante l'avviso contrario degli amministratori indipendenti, purché il compimento di tali operazioni sia autorizzato dall'Assemblea ai sensi dell'art. 2364, comma 1, numero 5), c.c. -----

Nell'ipotesi di cui al precedente capoverso, l'Assemblea può concedere l'autorizzazione al compimento dell'operazione de-

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liberando a maggioranza di legge, a meno che, ove siano presenti o rappresentati in Assemblea soci non correlati che rappresentino almeno il 10% del capitale sociale con diritto di voto, la maggioranza dei soci non correlati votanti abbia espresso voto contrario all'operazione in questione. -----

**Articolo 26)** -----

Le procedure interne adottate dalla Società in relazione alle operazioni con parti correlate possono prevedere l'esclusione dal loro ambito applicativo delle operazioni urgenti, anche di competenza assembleare, nei limiti di quanto consentito dalle disposizioni di legge e regolamentari applicabili.

**COLLEGIO SINDACALE - REVISIONE LEGALE DEI CONTI** -----

**Articolo 27)** -----

Il Collegio Sindacale è costituito da tre Sindaci effettivi e da due supplenti, che durano in carica tre esercizi e sono rieleggibili. Per i requisiti di eleggibilità, onorabilità, professionalità e indipendenza dei sindaci, per le loro attribuzioni, per la determinazione della loro retribuzione e la durata dell'ufficio si osservano le norme vigenti; in particolare, ai fini dei requisiti di professionalità di cui all'articolo 1 del decreto del Ministero della Giustizia 30 marzo 2000, n. 162, si considerano strettamente attinenti all'attività della Società le materie inerenti il diritto commerciale o tributario e l'economia o la finanza aziendale nonché i settori di attività di cui al precedente articolo 4, i settori della moda, del lusso, dell'industria manifatturiera, e quelli finanziario, creditizio e assicurativo. -----

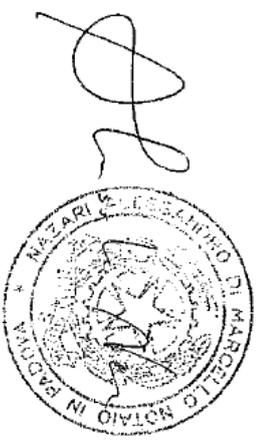
La nomina dei Sindaci da parte dell'Assemblea avverrà sulla base di liste presentate dai soci, secondo la procedura di seguito descritta, al fine di assicurare: (a) alla minoranza la nomina di un Sindaco effettivo e di un Sindaco supplente, e (b) l'equilibrio di generi (maschile e femminile) all'interno del Collegio Sindacale. -----

Le liste contengono un numero di candidati non superiore al numero dei membri da eleggere, elencati mediante un numero progressivo. Inoltre, se e fino a quando espressamente previsto da norme inderogabili di legge e/o regolamentari, ciascuna lista, fatta eccezione per le liste contenenti un numero di candidati inferiore a tre, dovrà essere composta da un numero di candidati appartenenti al genere (maschile e femminile) meno rappresentato tale per cui, ove tale lista risulti essere la Lista Sindaci di Maggioranza (come di seguito definita), dalla stessa siano tratti un numero di Sindaci del genere meno rappresentato almeno pari alla Quota Piena, ovvero, ove applicabile, alla Quota Ridotta. -----

Ogni candidato può presentarsi in una sola lista a pena di ineleggibilità. -----

**A) Presentazione delle liste** -----

Hanno diritto di presentare le liste soltanto i soci che singolarmente o unitamente ad altri soci, al momento della pre-



sentazione della lista, siano complessivamente titolari almeno della percentuale di azioni con diritto di voto nell'Assemblea ordinaria prevista dalle applicabili disposizioni legislative e regolamentari che disciplinano la nomina del Collegio Sindacale. Di tale percentuale e delle procedure di nomina viene data informativa nell'avviso di convocazione dell'Assemblea. -----

Ogni soggetto legittimato a intervenire e votare in Assemblea, i soci aderenti ad un patto parasociale ai sensi dell'articolo 122 del D. Lgs. 24 febbraio 1998 n. 58, il soggetto controllante, le società controllate e quelle sottoposte a comune controllo ai sensi dell'articolo 93 del D. Lgs. 24 febbraio 1998 n. 58, non possono presentare né votare, direttamente, per interposta persona o a mezzo di società fiduciaria, più di una lista. -----

In caso di violazione delle disposizioni che precedono da parte di uno o più soggetti legittimati ad intervenire e votare in Assemblea, del relativo voto non si tiene conto rispetto ad alcuna delle liste presentate. -----

Le liste, indicanti i nominativi dei candidati alla carica di Sindaco effettivo e di Sindaco supplente, predisposte nel rispetto della Quota Piena ovvero, ove applicabili, della Quota Ridotta di Sindaci da eleggere, e sottoscritte dai soci che le hanno presentato, dovranno essere depositate presso la sede sociale almeno venticinque (25) giorni prima di quello fissato per l'Assemblea in unica o in prima convocazione o entro il diverso termine stabilito dalla normativa di volta in volta vigente, salva ogni eventuale ulteriore forma di pubblicità stabilita dalla disciplina *pro tempore* vigente, e dovranno essere corredate: -----

(i) delle informazioni relative all'identità dei soci che hanno presentato le liste, con indicazione della percentuale di partecipazione complessivamente detenuta. -----

La certificazione comprovante la titolarità della quota minima necessaria alla presentazione delle liste, determinata avendo riguardo alle azioni che risultano registrate a favore del socio nel giorno in cui le liste sono depositate presso la Società, potrà essere prodotta alla Società anche successivamente al deposito purché almeno ventuno giorni prima della data dell'Assemblea, o entro il diverso termine stabilito dalla normativa di volta in volta vigente; -----

(ii) di una dichiarazione dei soci, diversi da quelli che detengono, anche congiuntamente, una partecipazione di controllo o di maggioranza relativa, attestante l'assenza di rapporti di collegamento previsti dall'art. 144 *quinquies* con questi ultimi; -----

(iii) di un'esauriente informativa sulle caratteristiche personali e professionali dei candidati; -----

(iv) di una dichiarazione dei medesimi candidati attestante il possesso dei requisiti previsti dalla legge, l'inesisten-

*Enrico Rocca*

*Di*



za di cause di ineleggibilità e di incompatibilità previste dalla legge, nonché l'esistenza di requisiti di onorabilità e professionalità prescritti dalla legge per i membri del Collegio Sindacale; -----

(v) della dichiarazione dei candidati in merito all'accettazione della candidatura ed in merito al numero di incarichi di amministrazione e controllo ricoperti presso altre società, con l'impegno ad aggiornare tale elenco alla data dell'Assemblea; -----

(vi) di eventuali ulteriori informazioni richieste ai sensi della normativa legislativa e regolamentare vigente. -----

Le liste per le quali non sono osservate le disposizioni di cui sopra sono considerate come non presentate. -----

Le liste depositate sono messe a disposizione del pubblico presso la sede sociale, sul sito internet della Società e con le altre modalità previste dalle disposizioni di legge e regolamentari applicabili almeno ventuno giorni prima dell'Assemblea in unica o prima convocazione chiamata a deliberare sulla nomina dei membri del Collegio sindacale, o entro il diverso termine stabilito dalla normativa di volta in volta vigente. -----

**B) Votazione** -----

Ogni avente diritto al voto potrà votare, anche se per interposta persona o tramite società fiduciaria, una sola lista. -

Dalla lista che avrà ottenuto il maggior numero di voti espressi dai soggetti legittimati ad intervenire e votare in Assemblea ("**Lista Sindaci di Maggioranza**") saranno tratti, nell'ordine progressivo con il quale sono elencati nella lista stessa, due Sindaci effettivi e un Sindaco supplente. ----

Il terzo Sindaco effettivo e il secondo Sindaco supplente saranno tratti dalla lista che avrà riportato il maggior numero di voti dopo la prima tra le liste presentate e votate da parte di soggetti che non siano collegati ai soci di riferimento ai sensi dell'art. 148, comma 2, del D. Lgs. 24 febbraio 1998 n. 58 ("**Lista Sindaci di Minoranza**"), eleggendo rispettivamente il primo ed il secondo candidato della lista, nell'ordine progressivo con il quale essi sono elencati nella lista stessa. -----

In caso di parità di voti tra liste si procederà a successive votazioni da parte dell'intera Assemblea al fine di ottenere un risultato inequivocabile. -----

L'Assemblea nomina quale Presidente del Collegio Sindacale il Sindaco effettivo espresso dalla Lista Sindaci di Minoranza. -----

Fatto salvo quanto sopra, per la presentazione, il deposito e la pubblicazione delle liste, ivi comprese le ipotesi in cui, alla scadenza del termine per il deposito delle liste, venisse presentata un'unica lista, ovvero soltanto liste presentate da soci che risultino tra loro collegati ai sensi dell'articolo 148, comma 2, del D. Lgs. 24 febbraio 1998 n.

58, si applicano le norme legislative e regolamentari di volta in volta vigenti. In ogni caso, qualora dovesse essere presentata, ovvero venisse ammessa alla votazione una sola lista, i candidati di detta lista verranno nominati Sindaci effettivi, nel rispetto della proporzione tra generi (maschile e femminile) prevista dalla legge, e Sindaci supplenti secondo il numero progressivo con il quale i candidati sono stati elencati nella lista stessa nelle rispettive sezioni. - La Lista Sindaci di Maggioranza o l'unica lista (a seconda dei casi) deve garantire il rispetto della Quota Piena ovvero, ove applicabile, della Quota Ridotta di Sindaci da eleggere. In particolare, ove la composizione dell'organo di controllo determinata sulla base dei numeri progressivi attribuiti ai candidati della suddetta lista, tenuto anche conto, nel caso della Lista Sindaci di Maggioranza, del genere del candidato nominato dalla Lista Sindaci di Minoranza, non includa un numero sufficiente di componenti del genere (maschile o femminile) meno rappresentato, i candidati aventi il numero progressivo più basso, appartenenti al genere (maschile o femminile) maggiormente rappresentato, saranno sostituiti dai candidati del genere (maschile o femminile) meno rappresentato aventi il numero progressivo più alto, fino a che non sia raggiunta la Quota Piena ovvero, ove applicabile, la Quota Ridotta di Sindaci da eleggere. -----

In caso di mancata presentazione di liste ovvero qualora non fosse possibile procedere alla nomina di uno o più Sindaci con il metodo del voto di lista, l'Assemblea delibererà con le maggioranze di legge avendo cura di assicurare, in ogni caso, la presenza del numero necessario di componenti appartenente al genere (maschile o femminile) meno rappresentato tra i Sindaci effettivi tale da garantire il rispetto della Quota Piena ovvero, ove applicabile, della Quota ridotta di Sindaci da eleggere. -----

#### C) Sostituzione -----

In caso di sostituzione dalla carica di un Sindaco effettivo, subentra il supplente appartenente: (i) alla medesima lista; e, (ii) se e fino a quando ciò sia necessario al fine di assicurare all'interno del Collegio Sindacale il rispetto della proporzione tra generi (maschile e femminile) sulla base della Quota Piena ovvero, ove applicabile, della Quota Ridotta di Sindaci appartenenti al genere (maschile o femminile) meno rappresentato, al medesimo genere cui apparteneva il Sindaco sostituito, secondo l'ordine ivi indicato. Sono fatte salve ulteriori procedure di sostituzione stabilite dal disposizioni di legge o regolamentari vigenti. -----

L'Assemblea prevista dall'art. 2401, comma 1 c.c. procede alla nomina o alla sostituzione nel rispetto del principio di necessaria rappresentanza delle minoranze e, se e fino a quando necessario, in modo tale da assicurare la presenza nel Collegio Sindacale della proporzione tra generi (maschi-

le o femminile) sulla base della Quota Piena ovvero, ove applicabile, della Quota Ridotta di Sindaci appartenenti al genere (maschile o femminile) meno rappresentato. -----

\*\*\*

I poteri, i doveri e la durata dell'incarico dei Sindaci sono quelli stabiliti dalla legge. -----

I Sindaci possono, anche individualmente, chiedere agli Amministratori notizie e chiarimenti sulle informazioni trasmesse loro e più in generale sull'andamento delle operazioni sociali o su determinati affari, nonché procedere in qualsiasi momento ad atti di ispezione e controllo. -----

I componenti il Collegio Sindacale non possono ricoprire cariche analoghe in più di cinque società quotate. Si applicano agli stessi i limiti al cumulo degli incarichi di amministrazione e controllo stabiliti dall'art. 148-bis del D. Lgs. 24 febbraio 1998 n. 58 e relativa normativa regolamentare di attuazione. -----

Ciascun Sindaco effettivo e supplente non potrà essere Amministratore o dipendente di società o enti che controllano la Società; sono fatti salvi gli ulteriori limiti al cumulo degli incarichi eventualmente stabiliti dalle disposizioni di legge o regolamentari vigenti. -----

Le riunioni del Collegio Sindacale possono tenersi per teleconferenza o videoconferenza, nel rispetto dei principi di cui all'articolo 17. -----

#### Articolo 28)

La revisione legale dei conti è esercitata da società di revisione. Per la nomina, i compiti, i poteri e le responsabilità si applicano le previsioni di legge in materia. -----

#### BILANCIO ED UTILI

#### Articolo 29)

L'esercizio sociale va dall'1 gennaio al 31 dicembre di ogni anno. Il Consiglio di Amministrazione della Società provvede alla redazione del bilancio così come previsto dalla legge. -----

#### Articolo 30)

Gli utili netti, risultanti dal bilancio approvato dall'Assemblea, e previo accantonamento alla riserva legale del cinque per cento del loro ammontare fino al raggiungimento del quinto del capitale sociale, sono destinati secondo la determinazione che assumerà l'Assemblea. -----

Il Consiglio di Amministrazione potrà deliberare, ricorrendone i presupposti ed alle condizioni di legge, la distribuzione di acconti sul dividendo. -----

Gli utili non riscossi si prescrivono a favore della riserva legale, dopo cinque anni dalla data in cui diverranno esigibili. -----

#### SCIoglimento E LIQUIDAZIONE

#### Articolo 31)

In caso di scioglimento della Società, le modalità per la liquidazione, la nomina del o dei liquidatori, la determinazio-

*Agostino Poella*

*[Signature]*



ne dei loro poteri e compensi saranno stabiliti dall'Assemblea straordinaria. -----

----- **NOMINA DI UN PRESIDENTE ONORARIO** -----

----- **Articolo 32)** -----

Il Consiglio di Amministrazione, ove lo ritenga opportuno e già non vi abbia provveduto l'Assemblea ordinaria, può nominare, al di fuori dei propri membri, un Presidente Onorario che non farà parte del Consiglio di Amministrazione e che avrà esclusivamente diritti di partecipare alle riunioni del solo Consiglio di Amministrazione, senza diritto di voto, previo invito del Presidente dello stesso Consiglio di Amministrazione. -----

Il Presidente Onorario ha le funzioni che gli saranno di volta in volta attribuite dal Consiglio di Amministrazione. ----

Il Presidente Onorario durerà nella carica per lo stesso tempo della durata del Consiglio di Amministrazione in carica.

Il Presidente Onorario è rieleggibile. -----

Il Consiglio di Amministrazione determina l'emolumento spettante al Presidente Onorario.

*Genio Balle*



*Approved by the Extraordinary Shareholders' Meeting on April 26<sup>th</sup>, 2017 and filed with the Company Register of Padova on May 11<sup>th</sup>, 2017.*

**ARTICLES OF ASSOCIATION OF SAFILO GROUP S.P.A.**

**ESTABLISHMENT - REGISTERED OFFICE - DURATION**

**Article 1)**

A joint stock company is hereby established under the name of "SAFILO GROUP S.p.A. " .

**Article 2)**

The Company's registered office is in ~~Pieve di Cadore (Belluno Italy)~~ and ~~its secondary headquarters are in~~ Padua. Under the terms of law the Company may:

- (a) Establish and close down secondary offices, branches and agencies both in Italy and abroad;
- (b) Move the operating headquarters elsewhere and change the address of the registered office.

**Article 3)**

The duration of the Company is established up to 31 (thirty first) December 2100 (twenty one hundred) and can be amended by resolution of the Extraordinary Shareholders' Meeting.

**BUSINESS PURPOSE**

**Article 4)**

The Company's business purpose is:

- a) The direct and indirect management, through shareholdings in companies and entities, of activities in Italy and abroad for the creation, realization, production and marketing of prescription frames and sunglasses, sports eyewear, lenses, machinery and equipment for the eyewear trade and any other accessories for optical use, equipment and items for sport and leisure;
- (b) The assumption, negotiation and management of shareholdings in companies which operate directly or through subsidiary companies, in the sectors specified in a) above, or connected or complementary thereto; the Company may perform financial transactions, finance companies in which it has directly or indirectly invested and make financial agreements for the technical and financial coordination of the same; all activities defined in law as being financial ones shall be conducted solely

in respect of group companies and not in respect of the general public;

(c) The provision of assistance in developing economic, administrative, organizational and commercial planning of entire market segments or restructuring of individual companies, feasibility studies for company acquisitions, and in managing programmes for developing economic and commercial relationships abroad and in managing industrial and commercial companies in the sectors listed in a) above, or connected or complementary thereto.

The Company may perform all commercial, industrial, real estate and securities transactions that its governing body considers fit or necessary for achieving its business purpose and for improving management of its resources, particularly financial ones; the Company may receive loans from shareholders and make and receive intragroup loans; the Company may grant endorsements, sureties and any other type of guarantee, including to third parties; the Company may become an agent for Italian or foreign companies; the Company may directly or indirectly undertake shareholdings and interests in other companies, consortia, associations and enterprises whose business purpose is similar, related or nonetheless associated with the Company's own.

The Company may not conduct any activities defined in law as financial ones with the general public.

The Company may not perform any deposit-taking activities or any other legally controlled activities. Restricted professional activities are likewise excluded.

#### **SHARE CAPITAL - SHARES - BONDS - SHAREHOLDERS**

##### **Article 5)**

Share capital amounts to Euro 313,299,825.00 (three hundred thirteen million two hundred ninety-nine thousand eight hundred twenty-five/00) divided into no. 62,659,965 (sixty-two million six hundred fifty-nine thousand nine hundred sixty-five) ordinary shares of a par value of Euro 5.00 (five/00) each.

Option rights may be excluded, in respect of the capital increase, up to the limit of ten per cent of existing capital, on the condition that the issue price corresponds to the market value and this is confirmed in a report by the Company's auditors, pursuant to article 2441, paragraph 4, point 2, of the Italian Civil Code.

By virtue of what has been specified, the extraordinary meeting of November 5, 2010 resolved to increase the share capital by a

maximum nominal value of Euro 8.500.000,00 by issuing new ordinary shares for an amount up to a maximum of no n. 1.700.000, par value Euro 5,00 (five/00) each, to be offered for subscription to directors and/or employees of the Company and its subsidiaries.

By virtue of what has been specified above, the extraordinary meeting of April 15th, 2014 resolved to increase the share capital by a maximum nominal value of Euro 7,500,000.00 (seven million five hundred thousand/00) by issuing new ordinary shares for an amount up to a maximum of no. 1,500,000 (one million five hundred thousand/00) of a par value Euro 5,00 (five/00) each, to be offered for subscription to directors and/or employees of the Company and its subsidiaries.

The extraordinary general meeting of July 10th, 2014 has resolved to increase the capital in cash, payable and in divisible form, with the exclusion of the pre-emption right pursuant to article 2441, paragraph 5, of the Italian Civil Code, for a maximum amount of Euro 150,000,000 (one hundred and fifty million), inclusive of any possible share premium, to be issued in one or more times by means of issue of ordinary shares of the Company with a nominal value of Euro 5,00 (five/00) each, having the same characteristics of the outstanding ordinary shares, exclusively and irrevocably reserved to the conversion of the equity linked bond, of an amount equal to Euro 150,000,000 (one hundred and fifty million), with due date May 22nd, 2019, reserved to qualified investors, named "Safilo Group Euro 150 million, 1.25 per cent Guaranteed Equity-Linked bonds due 2019", it being understood that the last possible due date for the underwriting of the newly issued ordinary shares is on June 30th, 2019, and that, in the event that on that date the capital increase is not completely underwritten, the capital in any case shall be considered increased by an amount equal to the collected underwritings and since the underwritings, expressly authorising the directors to issue new shares every time the shares are underwritten.

On April 26, 2017, the extraordinary general meeting resolved to increase the share capital, in cash and in more tranches, by a maximum nominal value of Euro 12,500,000.00 (twelve million five hundred thousand/00) attributable to the entire share capital by issuing new ordinary shares for an amount up to a maximum of no. 2,500,000 (two million five hundred thousand) of a par value Euro 5,00 (five/00) each, having the same characteristics as those already issued, with regular enjoyment, with the exclusion of the option right pursuant to article 2441, paragraph 4, second part

of the Italian Civil Code, to be offered for subscription to the beneficiaries of the 2017-2020 Stock Option Plan, at a certain exercise price, equal to the volume weighted average of the official price of the Safilo Group's shares registered on the Italian Stock Exchange organized and managed by Borsa Italiana S.p.A. (Mercato Telematico Azionario) for the preceding month leading up to the granting of options (therefore the period starting from the day preceding the Board of Directors' meeting which resolves the granting of options and ending on the same day of the previous calendar month, it being understood that, during the aforesaid period, only trading days will be taken into account to determine the weighted average).

**Article 6)**

Shares are registered and indivisible and can be freely transferred. Likewise convertible bonds issued by the Company are registered and indivisible and may be converted into its shares.

**Article 7)**

The right to withdrawal may be exercised in those cases established by binding legal provisions and in the manner set out in law.

The right of withdrawal may not be exercised for resolutions to prolong the Company's duration or to introduce, amend or remove constraints on the circulation of shares.

**SHAREHOLDERS' MEETINGS**

**Article 8)**

Shareholders' Meetings are called in accordance with applicable law and regulations by the Company's Board of Directors at the Company's registered office or elsewhere, provided in Italy, in the place indicated in the meeting's notice.

The Directors call without delay the Shareholders' Meetings when so requested by the shareholders in accordance with applicable law and regulations. The shareholders requesting the call of the Shareholders' Meetings prepare and submit to the Board of Directors, contextually with their request, a report on the proposals concerning the items to be discussed at such Shareholders' Meetings. The Board of Directors makes available to the public the aforesaid report along with its own evaluations thereon simultaneously with the publication of the notice of call

of the relevant Shareholders' Meetings in accordance with applicable law and/or regulations.

Shareholders' Meetings are convened, pursuant to the provisions of law, through a notice of call containing an indication on the date, time, place and agenda of each such Shareholders' Meeting, as well as any other information required pursuant to applicable law and regulation, to be published on the website of the Company and through the additional modalities which may be provided for pursuant to applicable law and regulations.

#### **Article 9)**

Shareholders' Meetings can be held in either ordinary or extraordinary session.

An Ordinary Shareholders' Meeting must be called at least once a year within 120 days of the end of the Company's financial year. When so entitled by law, the annual Shareholders' Meeting can be convened within 180 days of the end of the Company's financial year; in this case the Directors outline the reasons of the delay in the directors' report accompanying the annual financial statements.

Shareholders' Meetings are convened in one single call, unless, with respect to a specific Shareholders' Meeting, the Board of Directors has resolved to fix a date for the second and, eventually, the third call, informing the shareholders of such circumstance in the relevant notice of call.

Shareholders who, alone or jointly with others, represent at least 2.5% (two point five percent) of share capital may request in writing, within 10 (ten) days of publication of the notice convening the Shareholders' Meeting, or the different term set forth by law within the limits and in accordance with the modalities provided by applicable law and regulations, that additional items be placed on the agenda, specifying in such request the additional proposed topics for discussion. Any additions to the meeting's agenda following requests of this kind shall be published in the manner and terms established by the applicable law.

Within the deadline for the presentation of their request to integrate the items on the agenda, the requesting shareholders submit to the Board of Directors a report on such additional items. The Board of Directors makes available to the public the aforesaid report along with its own evaluations thereon simultaneously with the notice of integration of the agenda through the above mentioned modalities.

No integrations to the Shareholders' Meetings' agenda are permitted with respect to those items on which, by operation of law, same Shareholders' Meetings are called to resolve by the Board of Directors or on the basis of a plan or report prepared by same Board of Directors, other than the reports which are ordinarily prepared by the Board on the items of the agenda.

#### **Article 10)**

Each share carries the right to one vote.

The entitlement to attend and vote at the Shareholders' Meetings is attested by an apposite certificate delivered to the Company by an authorized intermediary in accordance with its accounting books, issued in favour of the individual/entity which is entitled to vote on the basis of the participation owned by his/her/it at the end of the seventh trading day preceding the date of single call or first call of the concerned Shareholders' Meeting or at the different term set forth by applicable law or regulations.

The above mentioned certificate shall be delivered to the Company by the authorized intermediary within the deadlines set forth by law.

The individuals/entities entitled to vote may be represented in the relevant Shareholders' Meetings by written proxy, in the cases and to the extent allowed by applicable law and regulations. The proxy may be submitted to the Company in an electronic way, through a certified email account (PEC) or any other technical modalities which may be contemplated by applicable law or regulations.

The Company, availing itself of the possibility set forth by law, elect not to appoint the representative provided for by article 135-undecies of the Decree 58/1998.

#### **Article 11)**

Shareholders' Meetings shall be chaired by the Chairman of the Board of Directors or, if absent or unable, by another individual selected by majority vote of those attending the Shareholders' Meeting.

The Chairman is assisted by a secretary, who need not be a shareholder, designated by the Meeting or by a notary in the cases established by law or when so decided by the meeting's Chairman. A secretary is not necessary when the minutes of the meeting are prepared by a notary.

The Chairman confirms that the meeting has been properly called and that the individuals/entities in attendance are entitled to

take part thereto; he directs and controls the debate and establishes the methods of voting.

**Article 12)**

The provisions of law apply to both ordinary and extraordinary Shareholders' Meetings, both as regards their proper formation and the validity of the resolutions adopted.

**Article 13)**

Shareholders' Meetings are conducted in accordance with a specific set of procedures, approved by resolution of the Ordinary Shareholders' Meeting.

**BOARD OF DIRECTORS**

**Article 14)**

The Company shall be managed by a Board of Directors consisting of between six and fifteen members, who need not be shareholders. The size of the Board of Directors shall be determined by the Shareholders' Meeting.

Members of the Board of Directors shall remain in office for three financial years and are eligible for re-election.

The directors must satisfy the requirements of eligibility, experience and integrity established by law and other applicable regulations. At least one of the members of the Board of Directors, or two if the Board has more than seven members, must satisfy the independence requirements applying to statutory auditors under current legislation.

In accordance with the provisions of article 147-ter of the Legislative Decree no. 58 of 24 February 1998:

(i) to the purpose of ensuring that minority shareholders are represented by one member on the Board of Directors, the Board of Directors is appointed on the basis of lists presented by shareholders containing a maximum of 15 candidates, all listed with a sequential number; and

(ii) to the additional purpose of ensuring the balanced representation of genders (masculine or feminine) within the Board of Directors, the mechanism for the election of the Board of Directors set forth in this Article 14 ensures that the underrepresented gender (masculine or feminine) shall obtain at least one third (the "**Full Quota**") or, if applicable, one fifth (the "**Reduced Quota**"), of the elected Directors.

**A) Presentation of lists**

Lists may be presented only by those shareholders who own, alone or together with others, at the time of presenting the list, at least a percentage of share capital, consisting of shares with voting rights at Ordinary Shareholders' Meetings, set forth by applicable law or regulations governing the directors' appointments. This percentage shall be specified in the notice convening the Shareholders' Meeting called to resolve on the appointment of the Board of Directors. The outgoing Board of Directors can also present a list of its own.

No individual/entity attending the meeting, none of the shareholders belonging to a shareholder syndicate relating to the Company's shares as defined by article 122 of Decree 58/1998, nor the parent company, subsidiaries or companies under common control pursuant to article 93 of Decree 58/1998, 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 they will be disqualified.

If the above rules are not observed by one or more individuals/entities entitled to attend and vote at the Shareholders' Meetings, their vote for any of the lists presented is discounted.

The lists presented must be filed at the Company's registered office at least 25 (twenty-five) days in advance of the date set for the single call or first call of the Shareholders' Meeting or within the different deadline set forth by applicable law in force from time to time. This requirement must be mentioned in the notice convening the meeting, without prejudice to any other form of publicity established by legislation in force from time to time.

Each list must be signed by those presenting it and filed within the term specified above at the Company's registered office, accompanied by (i) the professional curricula of the candidates, and (ii) statements by each individual candidate accepting their candidacy and confirming, under their own responsibility, that they are in possession of the requirements envisaged by prevailing statutory and regulatory provisions for members of the Board of Directors and the absence of any reasons for incompatibility and/or ineligibility contained in law.

Candidates for whom the above rules are not observed are disqualified.

The lists presented are made available to the public at the Company's office, on its website and through the other modalities provided for by applicable law and regulations, at least 21 (twenty-one) days before the date of single call or first call of

the Shareholders' Meeting convened to resolve on the appointment of the Board of Directors or within the different deadline provided for by applicable law and regulations in force from time to time.

Shareholders presenting a list of candidates must also provide the Company, within the deadline for presentation of the list, with the information concerning their own identity and percentage of shares held. 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 deposited with the Company, can be delivered to same Company also after the deposit of the lists, provided that such certificate is delivered at least 21 (twenty-one) days before the date of first call of the relevant Shareholders' Meeting or within the different deadline provided for by the applicable law in force from time to time.

In compliance with the current legislative and regulatory provisions as well as the latest version of the Corporate Governance Code issued by the Corporate Governance Committee, each list shall contain a number of candidates who satisfy the independence requirements for statutory auditors established in article 148, paragraph 3, of the Legislative Decree no. 58 of 24 February 1998, specifying such candidates clearly.

If and until expressly provided by mandatory law and/or regulatory provisions, 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 below), from such list a number of Directors belonging to the underrepresented gender are elected equal to, at least, the Full Quota, or, if applicable, the Reduced Quota.

Lists for which the above provisions are not observed shall be treated as if they had not been presented.

#### **B) Voting**

The vote of each entitled individual/entity shall refer to the list and hence all the candidates appearing therein, without the possibility of making any changes, additions or exclusions.

Once the Shareholders' Meeting has decided the number of directors to be elected, the procedures are as follows:

- 1) all the Directors requiring election, but one, shall be elected from the list obtaining the highest number of votes

("Directors Majority List"), in the sequential order in which they appear on that list;

2) one Director shall be elected, in compliance with statutory provisions, from the list obtaining the second highest number of votes ("Directors Minority List"), which shall not be associated in any way, even indirectly, with the individuals/entities who presented and/or voted for the Majority List; the Director elected in this case shall be the candidate at the head of this list. However, if not even one independent Director is elected from the Directors Majority List, then the first independent Director appearing on the Directors Minority List shall be elected in place of the candidate at the head of this list.

In the event of a tie, the entire Shareholders' Meeting will vote again until an unequivocal result is achieved.

The Chairman of the Board of Directors shall be the first candidate appearing on the Directors Majority List.

No account is taken of lists that obtain a percentage of votes corresponding to less than half of that required by this article for their presentation.

If only one list is presented, or admitted to voting, the Shareholders' Meeting shall vote on this. If this list obtains the required majority vote, the number of directors established by the Shareholders' Meeting shall be elected from it in the sequential order in which the candidates appear therein and subject to compliance, if and until expressly provided by mandatory law and/or regulatory provisions, with the required balance between genders (masculine or feminine) within the Board of Directors.

The Directors Majority List or the only list (as the case may be) shall ensure compliance with the Full Quota or, where applicable, the Reduced Quota. In particular, if the composition of the managing body, determined on the basis of the sequence numbers assigned to the candidates of such list, does not include a sufficient number of components of the underrepresented gender (masculine or feminine) - taking also into account, in case of the Directors Majority List, the gender (masculine or feminine) of the candidate elected by the Directors Minority List -, candidates having the lowest sequence number, belonging to the mainly represented gender (masculine or feminine) will be automatically replaced by candidates of the underrepresented gender (masculine or feminine) with the highest sequence number, until the Full Quota, or the Reduced Quota, if applicable, of directors to be elected has been reached.

If no list is presented or the list(s) presented contain(s) a number of candidates (also in terms of underrepresented gender, masculine or feminine) not sufficient to elect the entire managing body, the Board of Directors or, as appropriate, the additional Directors to be elected in order to reach the number of members of the Board of Directors established by the Shareholders' Meeting, shall be appointed by same Shareholders' Meeting with the voting majorities required by law. In each case, it shall be carefully ensured the presence within the Board of Directors of the necessary number of members having all the requirements set forth by applicable laws and regulations, who shall also be selected in such a way as to ensure the presence in the Board of Directors of the Full Quota, or, where applicable, the Reduced Quota, of components belonging to the underrepresented gender (masculine or feminine).

**Article 15)**

If one or more directors should vacate office during the year, the following procedures shall be adopted for their replacement in accordance with article 2386 of the Italian Civil Code:

a) the Board of Directors shall appoint replacements by way of co-option of individuals belonging to the same list of the resigned Directors; the next Shareholders' Meeting shall vote with the legally required majorities, in compliance with the same principle and nonetheless ensuring that the Board of Directors contains the correct number of directors qualifying as independent required by current statutory and regulatory provisions. If and until expressly provided by mandatory law and/or regulatory provisions, the Board of Directors shall appoint replacements of the same gender (masculine or feminine) of the ceased Directors, so to ensure the compliance with the Full Quota or, if applicable, the Reduced Quota of Directors belonging to the underrepresented gender (masculine or feminine), having also care to ensure that the Board of Directors contains the correct number of Directors having the independency requirements set forth by current statutory and regulatory provisions.

The Shareholders' Meeting, in confirming/replacing the coopted Directors or, in the absence of co-option, in directly proceeding with the appointment of replacements, resolves with the voting majorities set forth by law, having however care of complying with the same principles referred above;

b) if the list no longer contains previously unelected candidates, the Board of Directors shall make the replacement without observing the procedure set out in point (a) above.

Similarly, the related vote by the next Shareholders' Meeting, again with the legally required majorities, shall nonetheless ensure that the Board of Directors contains the correct number of Directors qualifying as independent required by current statutory and regulatory provisions and, if and until expressly provided by mandatory law and/or regulatory provisions, the required number of Directors belonging to the underrepresented gender (masculine or feminine).

If two or more Directors resign or leave the Board of Directors for any other reason, the entire Board will be considered replaced from the date on which the new Board takes office.

#### **Article 16)**

If no list has been presented and if the Shareholders' Meeting has not already done so, the Board of Directors shall appoint its own Chairman.

The Board can appoint one or more Vice Chairmen, and one or more Chief Executive Officers, who also have deputizing functions to the Chairman.

The Board shall appoint a Secretary, who does not have to be one of its members.

#### **Article 17)**

The Board of Directors shall meet whenever the Chairman considers it appropriate, or at the request of at least two directors, or one of the Chief Executive Officers, or at least one member of the Board of Statutory Auditors.

The Chairman or whoever is deputizing for him shall convene the Board of Directors at the registered office or elsewhere in Italy or abroad in any Country (even if it is not a member of the European Union), by sending a notice containing the meeting's date, time, place and agenda; such notice shall be sent at least seven days before the date of the meeting via letter, fax, e-mail or any other method that guarantees proof of receipt, to the domicile of each director and standing statutory auditor. In the event of having to convene the Board urgently, the notice may be sent in the same manner at least two days before the date of the meeting.

Board meetings are valid even when they are held by teleconference or videoconference, provided that all participants can be identified by the Chairman and all the others attending, and they are able to follow the discussion or intervene in real time, and that all the proceedings are recorded in the minutes. If these conditions are met, the meeting is considered as being

held in the place where the Chairman and Secretary are both located for the purposes of preparing the minutes.

Board meetings are valid even when not duly convened provided all the directors and statutory auditors in office are present, including in teleconference or videoconference.

**Article 18)**

Board meetings are chaired by the Chairman or, if absent, by a Vice Chairman or Chief Executive Officer or, if absent, by another director as appointed by the Board.

**Article 19)**

The majority of directors in office must be present for Board resolutions to be valid.

Board resolutions are adopted by majority vote of the directors in attendance. Should the Board of Directors consist of an even number of members, the Chairman shall have the casting vote in the event of a tie.

**Article 20)**

The Board of Directors is invested with the widest possible powers for the ordinary and extraordinary administration of the Company, excluding only those powers that by law are the prerogative of the Shareholders' Meeting.

The Board of Directors is also assigned responsibility for decisions concerning mergers in the cases envisaged by articles 2505 and 2505-*bis* of the Italian Civil Code, demergers in the case of article 2505-*bis* mentioned in article 2506-*ter* of the Italian Civil Code, the opening or closure of secondary headquarters, the reduction of share capital in the event of shareholder withdrawal, amendments to the Articles of Association to update them for statutory and regulatory requirements and the transfer of the Company's registered office within Italy.

The Board of Directors, or its members invested with specific powers, shall comply with all legal reporting requirements, informing the Board of Statutory Auditors of its activities and of the more important economic, financial and equity operations carried out by the Company or its subsidiaries; they specifically report on transactions in which they have an interest, on their own account or that of third parties, or which are influenced by any body exercising direction and coordination of the Company; this report is made at least every three months during meetings of the Board of Directors.

**Article 21)**

In compliance with article 2381 of the Italian Civil Code, the Board of Directors can delegate its powers to an executive committee, and to one or more of the directors.

The notice of call, the meetings and resolutions of the executive committee, when appointed, are governed by the same provisions as in articles 17, 18 and 19 above.

The Board of Directors shall be responsible for making and annulling the appointment of the Company's Financial Reporting Officer, in compliance with the provisions of article 154-bis of Decree 58/1998. Such appointment and annulment shall be made by the Board of Directors after having sought the compulsory but not binding opinion of the Board of Statutory Auditors on this matter. The Board of Directors shall ensure that the Financial Reporting Officer has suitable powers and resources for carrying out the duties entrusted under current legislation and shall establish the term in office and related remuneration. The Financial Reporting Officer shall be chosen from persons in possession of professional qualifications involving specific expertise and long experience in the accounting and financial field and any other requirements established by the Board of Directors and/or current legislation.

The Board of Directors also has the right to appoint proxies, who may be permanent or temporary, for individual deeds or transactions or for categories of deed or transaction.

**Article 22)**

Except for authority otherwise granted, the Chairman of the Board of Directors and each of the Chief Executive Officers, if appointed, shall be entitled to sign jointly or severally on the Company's behalf, as decided by the Board of Directors which appointed them and established their powers and duties.

**Article 23)**

The directors and the members of the executive committee shall receive such remuneration as determined by the Shareholders' Meeting.

Directors invested with special office will also receive the remuneration established by the Board of Directors, after having consulted with the Board of Statutory Auditors.

Alternatively, the Shareholders' Meeting may determine a global amount for the remuneration of all Directors, including the executive ones, to be allocated to each single Director through a

resolution to be taken by the Board of Directors after having consulted with the Board of Statutory Auditors.

#### **RELATED-PARTY TRANSACTIONS**

##### **Article 24)**

The Company approves any related-party transactions in accordance with the provisions of law or regulations in force from time to time, as well as pursuant to the provisions of these by-laws and the internal procedures and rules adopted by the Company in connection therewith.

##### **Article 25)**

The internal procedures adopted by the Company on related-party transactions can provide for the possibility of the Board of Directors to approve related-party transactions of major relevance notwithstanding the advice of the independent directors to the contrary, provided that the implementation of such transactions is previously authorized by the Shareholders' Meeting pursuant to article 2364, paragraph 1, number 5), of the Italian Civil Code.

In the above circumstance the Shareholders' Meeting may give its authorization to the transaction resolving with the majorities set forth by law, unless, should the non-related shareholders in attendance to the meeting represent at least 10% of the share capital with voting right, the majority of the non-related shareholders voting at such meeting expresses its vote against the transaction.

##### **Article 26)**

Within the limits set forth by applicable provisions of law and regulations, the internal procedures adopted by the Company on related-party transactions can provide for an exemption to their application in relation to urgent transactions, even if such transactions should be submitted to the competence of the Shareholders' Meeting.

#### **BOARD OF STATUTORY AUDITORS - LEGAL AUDITING OF THE COMPANY'S ACCOUNTS**

##### **Article 27)**

The Board of Statutory Auditors shall consist of three standing members and two alternate members, who remain in office for three financial years and are eligible for re-election. Current laws

shall apply to statutory auditors' requirements for eligibility, integrity, experience and independence, to their duties, the determination of their remuneration and their term in office; more specifically, with regard to the experience requirements under article 1 of Ministry of Justice Decree 162 dated 30 March 2000, activities that are considered strictly pertinent to those of the Company are those matters concerning commercial or tax law, economics or corporate finance and the sectors of activity listed in article 4 above and the sectors of fashion, luxury goods, manufacturing industry, finance, banking and insurance.

The Board of Statutory Auditors shall be appointed by the Shareholders' Meeting on the basis of lists presented by shareholders, with the procedures described below, so as to: (a) allow the minority to appoint one standing member and one alternate member, and (b) ensure the balance between genders (masculine and feminine) represented within the Board of Statutory Auditors.

The number of candidates appearing in the lists may not exceed the number of members up for election. Each candidate shall be listed with a sequential number. Furthermore, if and until expressly provided by mandatory law and/or regulatory provisions, 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 Statutory Auditors Majority List (as defined below), from such list a number of statutory auditors belonging to the underrepresented gender are elected equal to, at least, the Full Quota, or, if applicable, the Reduced Quota.

No candidate may appear in more than one list, otherwise they will be disqualified.

#### **A) Presentation of lists**

Lists may be presented only by those shareholders who own, alone or together with others, at the time of presentation of the list, at least the percentage of share capital consisting of shares with voting rights at Ordinary Shareholders' Meetings, set forth by applicable law or regulations governing the appointment of the Board of Statutory Auditors. Details of this percentage and of the appointment procedures shall be provided in the notice convening the Shareholders' Meeting.

No individual/entity attending the meeting, none of the shareholders belonging to a shareholder syndicate as defined by article 122 of Decree 58/1998, nor the parent company, subsidiaries and companies under common control pursuant to article 93 of Decree 58/1998, may present or vote for more than

one list, either directly or through a third party or trust company.

If the above rules are not observed by one or more individuals/entities entitled to attend and vote at the Shareholders' meeting, their vote for any of the lists presented is discounted.

The lists, containing the names of the candidates for the office of standing statutory auditor and alternate statutory auditor, prepared in compliance with the Full Quota or, if applicable, the Reduced Quota of Statutory Auditors to be elected, shall be signed by the shareholders presenting them and filed at the Company's registered offices at least 25 (twenty-five) days in advance of the date set for the single call or first call of the related Shareholders' Meeting or within the different deadline set forth by applicable law in force from time to time, without prejudice to any other form of publicity established by applicable legislation. The lists must be accompanied by:

(i) information on the identity of the shareholders who have presented the lists, specifying their overall percentage interest in share capital, and a certificate confirming them as the owners of such interest. 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 deposited with the Company, can be delivered to same Company also after the deposit of the lists, provided that such certificate is delivered at least 21 (twenty-one) days before the date of first call of the relevant Shareholders' Meeting or within the different deadline provided for by the applicable law in force from time to time;

(ii) a statement by the shareholders, other than those who individually or jointly own a controlling or majority interest, confirming the absence of relationships connecting them to the latter, as defined by article 144-*quinquies* of the regulations implementing Decree 58/1998;

(iii) comprehensive details on the personal characteristics and experience of the candidates;

(iv) a statement by the candidates themselves confirming that they are in possession of the requirements envisaged by law, that there are no reasons of ineligibility and incompatibility against them holding office and that they meet the requirements of integrity and experience established by law for members of the Board of Statutory Auditors;

(v) statements by the candidates in which they accept their candidacy and provide details of the number of their appointments as directors or statutory auditors in other companies, with the undertaking to update this list at the date of the Shareholders' Meeting.

(vi) any other information required by current statutory and regulatory provisions.

Lists for which the above provisions are not observed shall be treated as if they had not been presented.

The lists presented are made available to the public at the Company's office, on its website and through the other modalities provided for by applicable law and regulations, at least 21 (twenty-one) days before the date of single call or first call of the Shareholders' Meeting convened to resolve on the appointment of the Board of Statutory Auditors or within the different deadline provided for by applicable law and regulations in force from time to time.

#### **B) Voting**

Every shareholder entitled to vote may vote for only one list, including through a third party or trust company.

Two standing members and one alternate member shall be elected from the list that obtains the highest number of votes ("Statutory Auditors Majority List") in the sequential order in which they appear on this list.

The third standing member and the second alternate member shall be taken from the list obtaining the second highest number of votes and presented and voted by entitled individuals/entities who are not associated with the majority shareholders as defined by par. 2, article 148 of Decree 58/1998 ("Statutory Auditors Minority List"). The first and second candidates appearing on this list shall be elected in the sequential order in which they appear therein.

In the event of a tied vote, further ballots shall be taken involving the entire Shareholders' Meeting in order to obtain an unequivocal result.

The Shareholders' Meeting shall appoint the standing member elected on the Statutory Auditors Minority List as the Chairman of the Board of Statutory Auditors.

Without prejudice to the above, the provisions of law and regulations in force from time to time apply to the presentation, deposit and publication of the lists, including in the cases where only one list is presented, or the lists are presented by shareholders associated one with the others as per par. 2 of article 148 of Decree 58/1998.

In any event, even if only one list has been presented or admitted to voting, the candidates on this list shall be appointed as standing statutory auditors, in compliance, if and until expressly provided by mandatory law and/or regulatory provisions, with the required balance between genders (masculine or feminine, and alternate statutory auditors in accordance with the sequential number in which they appear in the respective sections of this list.

The Statutory Auditors Majority List or the only list (as the case may be) shall ensure compliance with the Full Quota or, where applicable, the Reduced Quota of statutory auditors to be elected. In particular, if the composition of the controlling body, determined on the basis of the sequence numbers assigned to the candidates of such list, does not include a sufficient number of candidates of the underrepresented gender (masculine or feminine) - taking also into account, in case of the Statutory Auditors Majority List, the gender (masculine or feminine) of the candidate elected by the Statutory Auditors Minority List -, candidates having the lowest sequence number, belonging to the mainly represented gender (masculine or feminine), will be automatically replaced by candidates of the underrepresented gender (masculine or feminine) with the highest sequence number, until the Full Quota, or the Reduced Quota, if applicable, of statutory auditors to be elected has been reached.

If no list is presented or if it is not possible to appoint one or more statutory auditors using the list voting system, the Shareholders' Meeting shall decide with the majorities required by law and ensuring, in any case, the presence of the required number of members belonging to the underrepresented gender (masculine or feminine) between the standing members of the Board of Statutory Auditors, such as to comply with the Full Quota, or, where applicable, the Reduced Quota, of statutory auditors to be elected.

### **C) Replacement**

In the event of having to replace a statutory auditor, the replacement shall be an alternate statutory auditor belonging to: (i) the same list and (ii) if and until it is necessary in order to ensure the proportion between genders (masculine and feminine) within the Board of Statutory Auditors in compliance with the Full Quota or, if applicable, the Reduced Quota, of statutory auditors belonging to the underrepresented gender (masculine or feminine), the same gender as the ceased statutory auditor, in the order specified therein.

This is without prejudice to other replacement procedures established by current statutory or regulatory provisions.

The Shareholders' Meeting called under par. 1, article 2401 of the Italian Civil Code shall make the appointment or replacement in compliance with the principle of having the required minority representation and, if and until it is necessary, in order to ensure the balance between genders (masculine and feminine) within the Board of Statutory Auditors, in compliance with the Full Quota or, if applicable, the Reduced Quota, of statutory auditors belonging to the underrepresented gender (masculine or feminine).

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The powers, duties and term in office of the statutory auditors are those established by law.

The statutory auditors may, individually or jointly, request the Board of Directors to provide details and explanations about the information they have received and about general business trends or specific transactions, and may carry out inspections and controls at any time.

Members of the Board of Statutory Auditors may not hold similar appointments in more than five companies that are quoted on the stock exchange. The statutory auditors shall comply with the limits on the number of appointments as a director or statutory auditor established by article 148-bis of Decree 58/1998 and related regulations for its implementation.

No standing or alternate statutory auditor may be a director or employee of companies or entities that control the Company; this is without prejudice to the other limitations on the number of appointments that may be held under current statutory or regulatory provisions.

Meetings of the Board of Statutory Auditors may be held via teleconference or videoconference, in accordance with the terms stated in article 17.

#### **Article 28)**

The legal auditing of the Company's accounts is made by an auditing firm, whose appointment, duties, powers and responsibilities are governed by the provisions of specific laws.

### **FINANCIAL STATEMENTS AND PROFITS**

#### **Article 29)**

The Company's financial year runs from 1 January to 31 December of each year. The financial statements are prepared by the Board of Directors as required by current legislation.

**Article 30)**

Five percent of net income resulting from the financial statements approved by the Shareholders' Meeting must be allocated to the legal reserve until this equals one-fifth of share capital. The remainder of net income may then be allocated in the manner decided by the Shareholders' Meeting.

The Board of Directors may resolve to distribute interim dividends, if the legal requirements and conditions exist.

Dividends not collected within a five-year period from their payment date shall become statute-barred and be reaccredited to the legal reserve.

**WINDING-UP AND LIQUIDATION**

**Article 31)**

In the event the Company is wound up, the Extraordinary Shareholders' Meeting shall determine how the liquidation will be conducted, appoint one or more liquidators, determine their powers and fix their remuneration.

**APPOINTMENT OF AN HONORARY CHAIRMAN**

**Article 32)**

Should the Board of Directors consider it necessary, and insofar as the Ordinary Shareholders' Meeting has not made provisions there for, the Board of Directors can nominate an Honorary Chairman, who will not be a member of the Board of Directors, and who will only attend meetings of the Board of Directors upon invitation by the Chairman of the Board. The Honorary Chairman does not have the right to vote in the meetings of the Board of Directors.

The Honorary Chairman shall carry out the duties assigned from time to time by the Board of Directors.

The Honorary Chairman shall serve the same term as the Board of Directors in office at the time. The Honorary Chairman can be re-elected.

The Board of Directors shall determine the remuneration of the Honorary Chairman.