



SAFILO GROUP S.p.A.

Registered office: 35129 Padua, Settima Strada no. 15
Share capital equal to Euro 349,943,372.53 fully paid in
Fiscal code, VAT number and registration number with the Companies' Register of Padua
03032950242 - R.E.A. of the Padua CCIAA 358600

NOTICE OF CALL OF THE ORDINARY SHAREHOLDERS' MEETING

The shareholders are hereby invited to attend the Ordinary Shareholders' Meeting of SAFILO GROUP S.p.A. (hereinafter, the "**Company**") at its registered office located in Padua, at Settima Strada no. 15, to be held on April 28, 2020 at 10.00 a.m., in single call, to discuss and resolve upon the following:

AGENDA

1. Appointment of the Board of Statutory Auditors for the 2020-2022 term

1.1 Appointment of the members of the Board of Statutory Auditors and its Chairman

1.2 Determination of the annual remuneration of the Board of Statutory Auditors

Share capital and voting rights

The share capital of the Company, equal to Euro 349,943,372.53, is divided into no. 275,703,846 ordinary shares without any indication of par value; every share gives the right to express one vote in the ordinary and extraordinary shareholders' meeting of the Company.

Attendance to the Meeting

Pursuant to the provisions of law and Article 10 of the Articles of Association, the entitlement to attend the Meeting and to exercise the voting right is certified by a notice to be delivered to the Company, in accordance with applicable law, by an authorized intermediary, on the basis of its accounting books and records, in favour of the individual/entity who/which results to be entitled to vote as at the end of the seventh trading day prior to the date of the convened Meeting, i.e. April 17, 2020 (so called *record date*).

The individuals/entities who/which result as the owners of the shares after the above-mentioned deadline shall not be entitled to attend and vote at the Meeting. Therefore, all crediting and debiting entries made on the accounts after the aforesaid deadline shall have no relevance for the purpose of the entitlement to the voting right at the Meeting.



In order to facilitate the verification on the entitlement, the concerned individuals/entities who/which have a copy of the notice delivered to the Company by their authorized intermediaries are invited to show such copy before the Meeting starts.

The above-mentioned notices shall be received by the Company from the authorized intermediary within the end of the third trading day prior to the date of the convened Meeting (i.e. by April 23, 2020). The entitlement to attend and vote at the Meeting is however not prejudiced if and to the extent that the notices are received by the Company after the above-mentioned deadline, but still before the Meeting starts.

The attendance to the Meeting is governed by the provisions of law and applicable regulations, as well as by the provisions of the "Shareholders' Meeting Regulations", available on the following website www.safilogroup.com, Investor Relations section.

Right to ask questions before the Meeting

The individuals/entities entitled to vote can submit questions on the items on the agenda, also before the day of the Meeting, by serving such questions within April 21, 2020 through registered letter to the registered office of the Company (to the attention of the Legal and Corporate Affairs Department) or by email at the following email address safilogroupspa@legalmail.it, together with the notice attesting ownership of the shares to be delivered by the intermediary where the stockholder's shares are held.

The questions submitted before the Meeting will be answered during the Meeting at the latest. The Company can give an overall answer to questions having the same content.

Integration of the agenda and submission of new resolution proposals

Pursuant to Article 126-bis of TUF, shareholders which, also jointly among them, represent at least one fortieth of the share capital, may request in writing, within ten days from the publication of this notice, an integration of the items to be discussed at the Meeting, specifying in the request the additional proposed topics for discussion, or present resolution proposals on items already included in the agenda. The requests, together with the notice attesting ownership of the shares, are presented in writing through registered letter to the registered office of the Company (to the attention of the Legal and Corporate Affairs Department) or by email at the following email address safilogroupspa@legalmail.it.

Within the deadline for the presentation of their request to integrate the items on the agenda and with the same modalities, the requesting shareholders shall submit to the Board of Directors a report on such additional items or on the additional resolution proposals on items already included in the agenda.

The possible integrated list of items to be discussed at the Shareholder's Meeting or the additional resolution proposals on items already included in the agenda will be made available to the public



in the same ways as prescribed for the publication of this notice, at least fifteen days prior to the date scheduled for the Meeting.

No integrations of the agenda are permitted with respect to those items upon which, pursuant to the law, the same Meeting is called to resolve based on the proposal of the Board of Directors or based on a plan or report drawn up by same Board of Directors, other than the reports which are ordinarily drawn up by the Board on the items on the agenda.

Proxies

The individuals/entities entitled to vote can be represented at the Meeting through a written proxy, in the cases and within the limits set forth by applicable law and regulations. A form for the proxy is also available on the Company's website at the following address www.safilogroup.com, Investor Relations section, as well as at the registered office. The proxy can be delivered by means of registered letter to the registered office of the Company (to the attention of the Legal and Corporate Affairs Department) or by email at the following email address safilogroupspa@legalmail.it.

In place of the original, the representative may deliver or transmit a copy of the proxy, also in electronic format, confirming the compliance of the proxy form to the original and the identity of the delegating party.

Please be informed that the Company, availing itself of the faculty granted by law and in accordance with Article 10 of the Articles of Association, does not appoint a representative for the purposes of article 135-undecies of TUF.

Voting list mechanism for the appointment of the Board of Statutory Auditors

With reference to item no. 1 on the agenda, please note that, as set forth by Article 27 of the Articles of Association:

- the Board of Statutory Auditors shall be appointed on the basis of lists according to the following procedure, so as to allow (a) 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 lists can be presented by shareholders which, alone or together with others, at the moment of presentation of the list, own a number of shares representing at least **4.5% of the share capital**. The certificate attesting the ownership of at least the minimum shareholding required to present a list of candidates, determined having regard to the amount of shares registered in favour of the concerned shareholders on the same day when the lists are 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 days before the date of the Shareholders' Meeting (i.e., by April 7, 2020);
- the lists of the candidates, listed in a progressive order not higher than 3, for the standing statutory auditors, and 2 for the alternate statutory auditors, shall be duly signed by the shareholders presenting them and filed at the Company's registered offices at least 25 days in advance of the date set for the Shareholders' Meeting (i.e., by April 3, 2020). The presented lists shall be accompanied by the documentation and declarations detailed under Article 27, letter A), of the Articles of Association;
 - if no list is filed within the deadline for filing the lists, or only one list or only lists presented by shareholders who are connected to each other pursuant to Article 144-quinquies of the Consob Regulations are filed, notice will be given without delay and the deadline for the presentation of the lists will be extended by a further 3 (three) days, therefore the lists can be filed until April 6, 2020 and the ownership of the minimum shareholding required to present a list of candidates will be reduced to half, and therefore to 2.25% of the share capital;
 - the lists shall be made available to the public by April 7, 2020 at the registered offices of the Company, on the Company's website www.safilogroup.com/investors-eng.html and at the central storage of regulated information www.1info.it;
 - no individual/entity entitled to vote, none of the shareholders belonging to a shareholder syndicate as defined by Article 122 of TUF, nor the parent company, subsidiaries and companies under common control pursuant to Article 93 of TUF., may present or vote for more than one list, either directly or through a third party or trust company;
 - no candidate may appear in more than one list, otherwise they will be disqualified.

The lists presented without complying with the provisions of Article 27, letter A), of the Articles of Association will be deemed as not presented.

Pursuant to the mandatory law concerning the balance between genders, 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 by the Articles of Association), from such list a number of statutory auditors belonging to the underrepresented gender are elected so as to ensure compliance with the applicable pro tempore legislation and regulations in force regarding balance between genders; in this regard, it should be noted that the legislation in force as of today requires that the less represented gender obtain at least two fifths of the standing members of the board of statutory auditors, with rounding down, in the event of a fractional number, to the lower unit.



Shareholders who intend to submit a list for the appointment of the Board of Statutory Auditors are invited to comply with the recommendations provided by the Consob Communication No. DEM/9017893 of February 26, 2009, to which reference is made. In this regard, it should be noted that the lists presented by shareholders other than those who individually or jointly own a controlling or majority interest, must be accompanied by a statement confirming the absence of relationships connecting them to the latter referred to in Article 148, paragraph 2, of the TUF and Article 144-quinquies of the Consob Regulations.

Shareholders who intend to submit a list for the appointment of the Board of Statutory Auditors are also invited to refer to the diversity policy of the Board of Statutory Auditors, adopted by the Company on 10 December 2018 and available on the Company's website www.safilogroup.com/investors-eng.html.

For any other information concerning the modalities of preparation, presentation and voting of the lists, reference is made to the provisions of Article 27 of the Articles of Association available at the registered office of the Company and published on the website at the following address www.safilogroup.com/investors-eng.html, as well as to the related illustrative report to the Board of Directors, available at the central storage of regulated information www.1info.it as well as on the Company's website www.safilogroup.com/investors-eng.html.

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

Documentation

The Articles of Association of the Company and the Shareholders' Meetings Regulations are available for the shareholders at the registered office of the Company and are also published on the following website www.safilogroup.com, Investor Relations section.

The documentation relating to the convened Shareholders' Meeting, including the Board of Directors' report on the item of the agenda, will be made available to the public, within the deadlines set forth by applicable law, at the registered office of the Company, at the central storage of regulated information www.1info.it as well as on the Company's website at the following web address www.safilogroup.com, Investor Relations section.

The shareholders are entitled to obtain a copy thereof.

Padua, March 18, 2020

For the Board of Directors
Eugenio Razelli
Chairman