



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

Registered office 35129 – Padova, Settima Strada no. 15

Share capital of Euro 349,943,372.53

Registration number with the Company Register of Padua, Fiscal Code and VAT No. 03032950242

Company Register of Padua REA: PD-358600

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**NOTICE OF THE OPTION RIGHTS OFFERING OF A MAXIMUM OF 137,851,923 SAFILO GROUP S.P.A. SHARES PURSUANT TO ART. 2441, PARAGRAPH 2, OF THE ITALIAN CIVIL CODE**

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On 30 July 2021 the Extraordinary Shareholders' Meeting of Safilo Group S.p.A. ( "**Safilo Group**" or the "**Company**") resolved, *inter alia*, to approve the proposal to increase the share capital for consideration, up to a maximum amount of Euro 135 million, including any share premium, to be performed divisibly, through the issue of new ordinary shares without any indication of par value with the same characteristics as those already issued and paying regular dividends (the "**New Shares**"), to be offered in option to Company shareholders, pursuant to Article 2441, paragraphs 1, 2 and 3 of the Italian Civil Code (the "**Share Capital Increase**"). On 4 October 2021, the Board of Directors has approved the terms and conditions of the capital increase in execution of the abovementioned resolution. All that being stated, Safilo Group

**RIGHTS OFFERING TO THE SHAREHOLDERS OF SAFILO GROUP PURSUANT TO ARTICLE 2441, PARAGRAPH 2 OF THE ITALIAN CIVIL CODE, NEW SHARES UNDER THE FOLLOWING CONDITIONS (THE "OFFER"):**

**Procedures, terms of the transaction and price of the Offer.** The Offer consists of a rights offering to the Company's shareholders of a maximum of 137,851,923 newly issued ordinary shares of Safilo Group, without any indication of par value with the same characteristics as those already issued and paying regular dividends, arising from the Capital Increase resolved by the Extraordinary Shareholders' Meeting held on 30 July 2021. The New Shares are offered on a pre-emptive right basis on the basis of the option ratio of no. 1 New Share for every no. 2 ordinary shares held (the "**Option Rights**") pursuant to Article 2441, paragraphs one of the Italian Civil Code for an overall amount of Euro 134,957,032.62 of which Euro 34,876,536.52 to be allocated as share capital and Euro 100,080,496.10 to be allocated as share premium reserve.

**Price of the Shares.** the subscription price of each new ordinary share is equal to Euro 0.979, of which Euro 0.253 to be allocated as share capital and Euro 0.726 to be allocated as share premium reserve (the "**Offer Price**"). The Offer Price includes a discount of approximately 23.7% compared with the Theoretical Ex- Right Price (TERP) of Safilo Group ordinary shares, calculated on the basis of the reference price of Borsa Italiana on the day of this meeting equal to Euro 1.434.

**Characteristics of the New Shares.** The New Shares, which will be fungible with the ordinary shares of Safilo Group traded on the Mercato Telematico Azionario, organised and managed by Borsa Italiana S.p.A. which from 25 October 2021 will be called Euronext Milan (the "**Mercato Telematico Azionario**"). The Option Rights will bear coupon No. 2. Therefore, the New Shares will bear coupon No. 3 and following and the ISIN code attributed to them will be IT0004604762. During the Option Period (including the trading of the Option Rights on the Mercato Telematico Azionario), the Option Rights for the subscription of the New Shares have been attributed the ISIN code IT0005456626.

**Offer Period and terms of subscription.** The Option Rights valid for the subscription of the New Shares must be exercised, on pain of forfeiture, from 11 October 2021 to 28 October 2021 included (the "Option

Period”). The Option Rights will be tradable on the Mercato Telematico Azionario from 11 October 2021 to 22 October 2021 included. In the event of failure to sell on the market and/or to exercise the Option Rights by the end of the trading period and the end of the Option Period, respectively, the holder of the Option Right will forfeit their right to sell on the market and/or exercise each Option Right, without being entitled to any compensation, reimbursement of expenses or economic benefit of any kind. The Option Rights not exercised by the end of the Option Period shall be offered by the Company on the Mercato Telematico Azionario, by the month following the end of the Option Period, for at least two open market days, unless they have already been fully sold, pursuant to Article 2441, paragraph 3 of the Italian Civil Code. Acceptance of the Offer shall be made by signing the forms, including by electronic means, specifically prepared by authorised intermediaries belonging to the centralised management system of Monte Titoli S.p.A... Full payment for the New Shares must be made at the time of subscription of the New Shares to the authorised intermediary with whom the subscription request of subscription by exercising the relevant Option Rights has been submitted. No additional charges or expenses will be payable to the Company by subscribers. The New Shares subscribed by the end of the Option Period will be credited to the accounts of the intermediaries participating in the centralised management system managed by Monte Titoli at the end of the accounting day of the last day of the Option Period, with availability on the same date.

**Recipients.** The Offer is promoted in the form of an offering to the public exclusively in Italy and on the basis of the prospectus relating to the Offer (which together constitute the “**Prospectus**”). The New Shares and the Option Rights have not been, and will not be, registered under the United States Securities Act of 1933, as amended (the “**Securities Act**”), or under the laws of Canada, Japan, Australia or in any other foreign country in which the Offer is not permitted in the absence of specific authorisation by the competent Authorities in accordance with applicable laws and regulations or in derogation from such provisions (collectively, the “**Other Jurisdictions**”), and therefore may not be offered, sold or otherwise delivered directly or indirectly in the United States of America, Canada, Japan, Australia or the Other Jurisdictions, without specific authorisation from the competent Authorities in accordance with applicable legal and regulatory provisions or by way of derogation from registration under the Securities Act.

**Admission to trading.** The New Shares will be automatically admitted to trading on the Mercato Telematico Azionario, in accordance with article 2.4.1 of the Regulation of the markets organised and managed by Borsa Italiana S.p.A., in the same way as the Safilo Group’s shares outstanding as of today.

**Places where the Prospectus is available.** The Prospectus is available to the public in accordance with applicable laws and regulations and is available at Safilo Group’s registered office in in Padova, Settima Strada n. 15, as well as on the Company’s website [www.safilogroup.com](http://www.safilogroup.com). The publication has been made known to the public in the manner and terms prescribed by law. For further information and details on the transaction, please refer to the Prospectus.

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This notice is filed with the Companies’ Register of Padova pursuant to Article 2441, paragraphs two of the Italian Civil Code and made available to the public at Safilo Group’s registered office in Padova, Settima Strada n. 15, on the Company’s website [www.safilogroup.com](http://www.safilogroup.com) as well as at the authorised storage mechanism [www.linfo.it](http://www.linfo.it). This notice will be published in the daily newspaper “La Repubblica” on October 8<sup>th</sup>, 2021.

Padova, October 7<sup>th</sup>, 2021

Safilo Group S.p.A.  
The Chief Executive Officer  
Angelo Trocchia