



**REPORTS OF THE DIRECTORS FOR THE ORDINARY AND EXTRAORDINARY
SHAREHOLDERS' MEETING OF SAFILO GROUP S.p.A.
CALLED ON APRIL 26, 2017, IN SINGLE CALL**

Item No. 4 on the agenda – Ordinary Session: Report drafted pursuant to Article 114-bis of the T.U.F. and pursuant to Article 84-bis of the Issuer's Regulation – in compliance with Scheme no. 7 of the Annex 3A of the Issuer's Regulation

Item No. 1 on the agenda – Extraordinary Session: Report drafted pursuant to Article 125-ter of the T.U.F. and pursuant to Article 72 of the Issuer's Regulation – in compliance with Scheme no. 2 of the Annex 3A of the Issuer's Regulation

Item No. 2 on the agenda – Extraordinary Session: Report drafted pursuant to Article 125-ter of the T.U.F. and pursuant to Article 72 of the Issuer's Regulation – in compliance with Scheme no. 3 of the Annex 3A of the Issuer's Regulation

This document cancels and substitutes the previous document, stored on 05/04/2017 at 18:26, "REPORTS OF THE DIRECTORS FOR THE ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETING ON 26 APRIL 2017", protocol 50176_oneinfo, in the following parts:

Page 5: *"As mentioned above in paragraph 2, the maximum number of shares held by Safilo Group and/or by controlled companies shall never exceed the threshold of 2,500,000 shares currently equal to approximately 4% of the share capital, subject to the threshold set forth by the applicable legislation in force."* amended as follows: *"As mentioned above in paragraph 2, the maximum number of shares held by Safilo Group and/or by controlled companies shall never exceed the threshold of 2,500,000 shares currently equal to approximately 4% of the share capital, that shall not in total exceed 10% of the share capital of the Company, pursuant to Article 2357, paragraph 3 of the Italian Civil Code or, if lower within the limit set by applicable legislation in force."*

Page 11: *"The share capital increase at the service of the Plan, in case of full subscription of the same following the exercise of all the Options, will determine for the shareholders of the Company a dilution of the current share capital of the Company to the extent of 3.8%."* amended as follows: *"The share capital increase at the service of the Plan, in case of full subscription of the same following the exercise of all the Options, will determine for the shareholders of the Company a dilution of 3.8% of the shareholding percentage of the share capital of the Company."*

Page 14-15 and 17: *“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) in the thirty trading days preceding the granting of the options.” amended as follows: “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).”.*

REPORTS

Dear Shareholders,

The Board of Directors of Safilo Group S.p.A. (the “**Company**”) held on March 15, 2017, resolved to submit to the Ordinary and Extraordinary Shareholders’ Meeting of the Company, called –at the secondary office of the Company, in Padua, Settima Strada no. 15, on April 26, 2017, at 10:00am, in single call, to discuss and resolve upon the following

AGENDA

ORDINARY SESSION

- 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** *[Please refer to the separate report drafted by the Board of Directors pursuant to article 125-ter of the T.U.F. and article 84-ter of the Issuer’s Regulation]*
- 2. Report to the Shareholders’ Meeting on the Group’s Remuneration Policy***[Please refer to the separate report drafted by the Board of Directors pursuant to article 125-ter of the T.U.F. and article 84-ter of the Issuers’ Regulation]*
- 3. Appointment of the Board of Statutory Auditors and its Chairman, with the previous determination of their remunerations for the entire term of their office; inherent and consequent resolutions** *[Please refer to the separate report drafted by the Board of Directors pursuant to article 125-ter of the T.U.F. and article 84-ter of the Consob Regulation]*
- 4. Authorization to the purchase and disposal of treasury shares pursuant 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**
- 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** *[Please refer to the separate report drafted by the Board of Directors pursuant to Article 125-ter of the T.U.F. and pursuant to Articles 73 of the Issuers’ Regulation – in compliance with Scheme no. 7 of the Annex 3A of the Issuer’s Regulation]*

EXTRAORDINARY SESSION

- 1. Proposal for a capital increase in cash and in more tranches, with exclusion of the option right pursuant to Article 2441, 4th paragraph, second part, of the Italian Civil Code, at the service of a 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 the Safilo Group,**

up to a maximum number of 2,500,000 ordinary shares with par value of Euro 5 (five) each, and thus for a maximum amount of Euro 12,500,000; consequent amendments to 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 Article of Association; inherent and consequent resolutions**

Fourth item on the agenda – Ordinary session

Authorization to the purchase and disposal of treasury shares pursuant 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 Board of Directors hereby submits to the attention of the shareholders the proposal to authorize the purchase and disposal of ordinary shares of Safilo Group S.p.A., pursuant to Article 2375 and following Articles of the Italian Civil Code, to Article 132 of T.U.F. and Articles 73, 144-bis as well as pursuant to Annex 3A, Scheme 4 of the Issuers' Regulation.

1. The reasons for the request to authorize to purchase and/or dispose treasury shares

The authorization for the purchase and disposal of treasury shares, subject of the proposal to be submitted to the Ordinary Shareholders' Meeting, is aimed at providing the Company with a useful and strategic investment opportunity to be used for the purposes permitted by national and European laws in force, including any purposes set out by the "market practices" admitted by Consob pursuant to Article 180, paragraph 1 c) of T.U.F., by Resolution no. 16839 of March 19, 2009 (the "**Market Practices**"), and pursuant to European Regulation no. 596/2014 of April 16, 2014 and the relevant implementing provisions, when applicable, in order to provide the Company with the possibility to:

- (i) create the so called "reserve of treasury shares", including the use of the purchased treasury shares;
- (ii) a compensation in extraordinary transactions, including the exchange of shares, with other parties in the context of transactions in the interests of the Company, including the allocation to serve convertible bonds or bonds cum warrants; and
- (iii) to perform the obligations to deliver the shares arising from programs of distributions, against payment or for free, of options or shares of the Company to directors, employees and collaborators of the Company or the relevant subsidiaries, as well as arising from programs for free allocation of shares to the shareholders.

2. The maximum number, class, and par value of the shares the authorization refers to

The authorization is required for the purchase, also 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% 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.

The authorization includes the possibility for the Company and for its subsidiaries to dispose of the ordinary shares of Safilo Group in their portfolio at a later time, also before using up the maximum amount of shares that may be purchased, and the possibility to re-purchase such shares so that the amount of shares held by the Company and by its subsidiaries does not exceed the limits set by the authorization.

As of the date of this Report, the subscribed and paid in share capital of Safilo Group is equal to Euro 313,299,825.00 and is divided in no. 62,659,965 ordinary shares with par value equal to Euro 5.00 each. As of the date of this Report, Safilo Group and its subsidiaries do not hold Safilo Group shares. The subsidiaries shall be given specific instructions in order to promptly notify any possible purchase of shares pursuant to Article 2359-bis of the Italian Civil Code.

3. Information needed for a thorough assessment of compliance with the provisions of Article 2357, paragraph 3, of the Italian Civil Code

As mentioned above in paragraph 2, the maximum number of shares held by Safilo Group and/or by controlled companies shall never exceed the threshold of 2,500,000 shares currently equal to approximately 4% of the share capital, that shall not in total exceed 10% of the share capital of the Company, pursuant to Article 2357, paragraph 3 of the Italian Civil Code or, if lower within the limit set by applicable legislation in force. As of the date of this Report, such threshold, pursuant to Article 2357, paragraph 3 of the Italian Civil Code, corresponds to one fifth of the share capital, also taking into account any share that may be purchased by the subsidiaries of Safilo Group pursuant to Article 2359-bis of the Italian Civil Code. To ensure compliance with the limits imposed by applicable law, appropriate procedures will be established to ensure full and timely disclosure of the holdings of Safilo Group and its subsidiaries, in compliance with the law in force.

The purchase of treasury shares must in any case occur within the limits of distributable profits and available reserves resulting from the most recent financial statements approved by the Company at the time of the transaction and, in the event of the purchase and disposal of treasury shares, the required accounting entries will be made, in compliance with the provisions of law and the applicable accounting standards.

It is understood that, the Board of Directors shall assess the compliance with the thresholds set forth by Article 2357, paragraphs 1 and 3 of the Italian Civil Code for the purchase of treasury shares prior to the start of each authorized purchase of share.

4. The duration of the requested authorization

Authorization for the purchase of treasury shares is requested for a period of 18 months starting from the possible approval of this proposal by the Shareholders' Meeting. Within the expiry of the authorization possibly granted, the Board of Directors may proceed with the authorized transactions, on one or more occasions and at any time, freely determining the amount and timing in accordance with applicable law, at the pace deemed appropriate in the interests of the Company.

The authorization to the sale, disposal and/or use of treasury shares possibly purchased is requested without any time limit, in order to allow the Board of Directors to dispose of the shares with the maximum flexibility, also in terms of timing.

5. The minimum and maximum purchase price and sale price of the treasury shares

Purchases of treasury shares shall be carried out in accordance with the Italian and European law in force as well as with the operational criteria established for the Market Practices, if applicable, and in particular 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.

The Board of Directors proposes to be authorized to sell, dispose of and/or use, pursuant to Article 2357-ter of the Italian Civil Code, for any reason and at any time, wholly or partially, in one or more tranches, the treasury shares purchased pursuant to the authorization possibly granted by this Shareholders' Meeting, for the purposes mentioned above, pursuant to modalities, terms and

conditions determined by the Board of Directors from time to time, taking into account the modalities of implementation effectively adopted, the trend of Safilo Group share price and the best interests of the Company, it being understood that the proceeds of any possible disposal of the treasury shares may be used for further purchases of shares until the expiration of the requested shareholders' authorization, within the restrictions set forth by the same and the applicable law provisions.

6. The methods that will be used for the execution of the purchases, sales and uses

The purchase transactions of treasury shares mentioned in this Report shall be performed by the Company directly and/or indirectly through its controlled companies, potentially also pursuant to Article 2359-bis of the Italian Civil Code, following the operating modalities deemed appropriate in line with the interests of the Company.

The purchase trades of treasury shares shall be performed on regulated markets, pursuant to the operating modalities set forth in the regulations organizing and managing the same markets, in compliance with the applicable provisions and, in particular, pursuant to Article 144-bis of the Issuers' Regulation and any other applicable provisions in force, and therefore, at the time of this Report, with reference also to the principle of equal treatment of the shareholders as set forth by Article 132 of T.U.F., the European and national market abuse provisions and the admitted practices. The transactions for the sale, disposal and/or use of treasury shares in the portfolio shall be carried out through any means deemed in line with its purposes, in compliance with the applicable laws and regulations in force concerning the trading of listed shares and may occur in one or more tranches, possibly before using up the amount of treasury shares that may be purchased, at the pace that best suits the interests of the Company.

The shares at the service of programs of distribution, against payment or for free, of options or shares of the Company to directors, employees and collaborators of the Company or the relevant subsidiaries, as well as arising from programs for free allocation of shares to the shareholders, shall be assigned pursuant to the terms and conditions set in the related plans from time to time in force.

7. Information on the instrumentality of the purchase transaction to a share capital reduction

It is noted that this request of authorization to purchase treasury shares is not instrumental to the reduction of the share capital of the Company.

Should you agree with the above illustrated proposal, the Board of Directors submits the following resolution for your approval:

“Safilo Group S.p.A.’s Ordinary Shareholders’ Meeting:

- *Having taken into account the Illustrative Report of the Board of Directors;*
- *Having taken into account the opportunity to proceed for the purposes and following the modalities illustrated above;*
- *Having approved the financial statements as of December 31, 2016;*
- *Taking into account the provision of Article 2357 and ff. of the Italian Civil Code;*
- *Acknowledging that the Company currently does not hold any ordinary treasury share, neither directly nor 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”

First item on the agenda – extraordinary session

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

The Board of Directors brings to your attention the proposed paid and separable capital increase, of the Company (hereinafter "**Capital Increase**"), up to a maximum nominal value of Euro 12,500,000.00 attributable to the entire share capital, excluding shareholders' option rights, under Article 2441, paragraph 4, second part, of the Italian Civil Code, by means of the issuance of up to a maximum of 2,500,000 new ordinary shares, with the par value equal to 5.00 Euro, enjoying regular rights for the purpose of the 2017-2020 Stock Option Plan, reserved for subscription, in favor of directors and/or employees of the Company and/or its Subsidiaries, to be subscribed no later than May 31, 2028, drawn up pursuant to Article 72 of Issuers' Regulation and, in particular in accordance with Annex 3A, Scheme no. 2 and no. 3 of Issuers' Regulation.

1. Reasons and aim of capital increase

The Capital Increase, as stated above, is at the service of the share incentive plan called "Safilo Group S.p.A. Stock Option Plan 2017 - 2020" ("**Plan**"), whose guidelines have been submitted for approval to the ordinary Shareholders' Meeting by the Board of Directors; for this purpose reference shall be made to the report related to the fifth item on the agenda, ordinary session.

In particular, it is hereby pointed out that a maximum of 2,500,000 options are the object of the Stock Option Plan ("**Options**") valid for the subscription of a maximum number of 2,500,000 ordinary shares, no. 1 (one) ordinary option every no. 1 (one) option granted and exercised pursuant to the terms and conditions of the Stock Option Plan.

The Options shall be granted free of charge to the beneficiaries determined by the Board of Directors' meeting of the Company, upon proposal of the Remuneration and Nomination Committee.

The reasons for the implementation of a share incentive plan, which the Capital Increase is aimed at, can be found in the opportunity to provide the Company with an efficient instrument for retention of employees who are a key driver of growth for both the Company and its subsidiaries ("**Management**" or "**Beneficiaries**").

In addition to employee retention objectives, the Plan is also implemented to offer management incentives through the use of an instrument aimed at assuring and aligning management and shareholders' economic interest in a further share price increase.

As a consequence the performance of the stock incentive plan, Beneficiaries will be further boosted and directed to converge towards those goals, determined in order to assure the further economic, financial and net worth development of both the Company and its subsidiaries.

With reference to incentive remuneration based on stock option plans, it is hereby also pointed out that the adoption of remuneration plans based on options is in line with the recommendations of Article 6 of the Corporate Governance Code of Borsa Italiana S.p.A..

The share capital increase at the service of the Plan, in case of full subscription of the same following the exercise of all the Options, will determine for the shareholders of the Company a dilution of 3.8% of the shareholding percentage of the share capital of the Company.

2. Reasons for the exclusion of the option right

The exclusion of the option right is the direct consequence of the purpose of the Capital Increase, that is the granting of newly issued ordinary shares of Safilo Group to the Beneficiaries of the Plan, as illustrated in the previous paragraph 1, represent an essential tool for the retention and incentive of key managers of the Company.

Therefore, the exclusion of the option right is justified by the Company's interest in the incentive and retention of the strategic management of the Company.

3. Board of Directors' notes about the connection between the stock issue price and their market value

Considering that, according to the Plan guidelines submitted to the Shareholders' General Meeting for approval by the Board of Directors, options under the Plan can be granted in four tranches, whose amount will be determined by the Board of Directors, also taking into account the performance and the professional skills of the Beneficiaries, the Board of Directors decided to

illustrate here below the determination criteria of the shares issue price to the Shareholders' Meeting.

The issue price of the new shares shall correspond to the volume weighted average of the official price of the Safilo Group S.p.A. ordinary 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 day on which the Board of Directors resolves the granting of options under the Plan (i.e. 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).

The criteria proposed by the Board of Directors, as stated above, permits to consider a time period long enough to remove financial market volatility from the result, indicating the Company market price, and corresponds to the best practices of financial markets used to determine the subscription price of newly issued shares under stock option plans in favor of employees and directors. In this context, the Board of Directors has taken into account that the stock market price of the shares - representing the procedures to determine the exercise price of the Options - could be affected by extraordinary and unpredictable external factors, as well as speculative factors independent of the economic and financial outlook of the Company. Therefore, the capitalization value of Safilo Group S.p.A. may differ from the value of the Company calculated on the basis of different evaluation criteria.

In this regard, the Board of Directors points out that, pursuant to Article 2441, paragraph 6 of the Italian Civil Code and Article 158 of T.U.F., it has asked Deloitte and Touche S.p.A., which is the company in charge of Safilo Group S.p.A.'s auditing, to release the report required by law to be made available to the public pursuant to the terms set by the applicable laws.

4 Characteristics of the newly issued shares

The Company shall make available to the Beneficiaries the ordinary newly issued shares subscribed based on the exercise of the Options in accordance with the provisions of the Plan. The ordinary shares of the Company subscribed by the Beneficiary shall guarantee regular entitlement and grant their owners with the same rights as the ordinary shares of the Company circulating on the date of issuance and shall therefore have the same coupons in force on that date.

5 Amendments made to Company's Articles of Association

Because of the Capital Increase pursuant to the implementation of the Plan, Article 5 of the Company's Articles of Association shall be amended accordingly. The proposed wording to be inserted into the Article 5 is hereinafter attached.

| Current Text | Amended Text |
|--|--|
| <p>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.</p> <p>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.</p> <p>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 8,500,00.,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.</p> <p>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.</p> <p>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</p> | <p>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.</p> <p>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.</p> <p>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.</p> <p>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.</p> <p>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</p> |

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.

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 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

It is hereby specified that the amendments to the Articles of Association do not imply the right of withdrawal pursuant to Article 2437 of the Italian Civil Code.

The Board of Directors therefore submits the following resolution for your approval:

“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".

Second item on the agenda – Extraordinary session

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

We hereby submit to your attention the proposal to transfer the Company's registered office from Pieve di Cadore (BL – Italy), Piazza Tiziano no. 8 to Padova (PD - Italy), Settima Strada no. 15, current secondary offices of the Company, to enhance operational efficiency and rationalize costs, provided that the registered offices of the other controlled companies Safilo S.p.A. and Safilo Industrial S.r.l. are in Padova at the above-mentioned address. Following the above-mentioned transfer of the Company's registered office, Article 2 of the Articles of Association would be amended and the secondary office in Padova (PD), Settima Strada no. 15, would be eliminated and transformed into the registered office.

Please find herebelow the current wording of Article 2 of the Article of Association and the proposed amendment.

| <i>Current Text</i> | <i>Amended Text</i> |
|---|--|
| <p><i>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:</i></p> <p><i>(a) Establish and close down secondary offices, branches and agencies both in Italy and abroad;</i></p> <p><i>(b) Move the operating headquarters elsewhere and change the address of the registered office.</i></p> | <p><i>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:</i></p> <p><i>(a) Establish and close down secondary offices, branches and agencies both in Italy and abroad;</i></p> <p><i>(b) Move the operating headquarters elsewhere and change the address of the registered office.</i></p> |

In consideration of the above, should the Shareholder's Meeting agree with the above amendment proposal, the Board of Directors submits the following resolution for your approval:

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

Resolves

1. *to amend Article 2 of the Articles of Association as proposed above;*
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.”*

Padua, March 15, 2017

for the Board of Directors
Robert Polet
Chairman

11 aprile 2017

Spett.le
Safilo Group S.p.A.
Via Settima Strada, 15
35129 Padova

Egregi Signori,

trasmettiamo la nostra relazione, datata 4 aprile 2017, sulla corrispondenza al valore di mercato del prezzo di emissione delle azioni relative all'aumento di capitale sociale con esclusione del diritto di opzione, ai sensi dell'art. 2441, quarto comma, secondo periodo, del Codice Civile, unitamente alla sua traduzione in lingua inglese.

Con riferimento alla relazione trasmessaVi in data 4 aprile 2017, e alla sua traduzione trasmessaVi in data 5 aprile 2017, abbiamo apportato le modifiche che elenchiamo in allegato alla presente comunicazione.

Le variazioni elencate, apportate in relazione ad imprecisioni riscontrate nel testo della nostra relazione, non comportano alcuna modifica della portata del lavoro svolto e delle conclusioni raggiunte.

Successivamente alla trasmissione della relazione in allegato alla presente, del testo della nostra relazione trasmessa in data 4 aprile 2017 e della sua traduzione in lingua inglese non deve essere fatto alcun uso.

Restiamo a disposizione per eventuali chiarimenti ed approfondimenti.

Distinti saluti.

DELOITTE & TOUCHE S.p.A.


Giorgio Moretto
Socio

Modifiche alla nostra relazione, datata 4 aprile 2017, sulla corrispondenza al valore di mercato del prezzo di emissione delle azioni relative all'aumento di capitale sociale con esclusione del diritto di opzione, ai sensi dell'art. 2441, quarto comma, secondo periodo, del Codice Civile.

pag. 1, nota 1: *"Ai sensi degli artt. 2441, quarto comma, secondo periodo, del Codice Civile e 158 D. Lgs. 24 febbraio 1998, n. 58 (di seguito, anche "TUF"), esprimiamo nel seguito il nostro parere sulla corrispondenza del prezzo di emissione delle nuove azioni Safilo Group al valore di mercato delle azioni stesse, ovvero, nelle circostanze, sull'adeguatezza del criterio proposto dagli Amministratori ai fini della determinazione di un prezzo di emissione delle azioni corrispondente al valore di mercato delle stesse al momento di esecuzione dell'aumento di capitale."* sostituito come segue: *"Ai sensi degli artt. 2441, quarto comma, secondo periodo, del Codice Civile e 158 D. Lgs. 24 febbraio 1998, n. 58 (di seguito, anche "TUF"), esprimiamo nel seguito il nostro parere sulla corrispondenza del prezzo di emissione delle nuove azioni Safilo Group al valore di mercato delle azioni stesse, ovvero, nelle circostanze, sull'adeguatezza del criterio proposto dagli Amministratori ai fini della determinazione di un prezzo di emissione delle azioni corrispondente al valore di mercato delle stesse al momento di assegnazione da parte del Consiglio di Amministrazione delle opzioni ai Beneficiari del Piano di Stock Option."*

pag. 3, nota 3: *"Con riferimento al requisito della corrispondenza del prezzo di emissione al valore di mercato, così come richiesto dalla norma sopra richiamata, il Consiglio di Amministrazione ha ritenuto, nelle circostanze, di proporre all'Assemblea non già la determinazione di un prezzo puntuale e "finale" di emissione delle azioni corrispondente al valore di mercato delle stesse, quanto piuttosto la determinazione di un criterio cui il Consiglio stesso dovrà attenersi, in sede di esecuzione dell'aumento di capitale, tenendo conto del periodo di tempo intercorrente tra la delibera di aumento di capitale e la sua concreta esecuzione."* sostituito come segue: *"Con riferimento al requisito della corrispondenza del prezzo di emissione al valore di mercato, così come richiesto dalla norma sopra richiamata, il Consiglio di Amministrazione ha ritenuto, nelle circostanze, di proporre all'Assemblea non già la determinazione di un prezzo puntuale e "finale" di emissione delle azioni corrispondente al valore di mercato delle stesse, quanto piuttosto la determinazione di un criterio cui il Consiglio stesso dovrà attenersi, in sede di assegnazione delle opzioni ai Beneficiari del Piano di Stock Option, tenendo conto del periodo di tempo intercorrente tra la delibera di aumento di capitale e la sua concreta esecuzione."*

pag. 3, nota 3: *"Pertanto, in considerazione della specificità e delle caratteristiche dell'operazione sopra delineate, così come riferite dagli Amministratori e nel seguito riportate, il nostro parere viene espresso, al fine di rafforzare l'informativa a favore degli Azionisti esclusi dal diritto di opzione in ordine alla proposta di aumento di capitale in esame, esclusivamente in relazione all'adeguatezza del criterio utilizzato dagli Amministratori per individuare un prezzo di emissione delle azioni che corrisponda al valore di mercato delle stesse al momento dell'esecuzione dell'aumento di capitale."* sostituito come segue: *"Pertanto, in considerazione della specificità e delle caratteristiche dell'operazione sopra delineate, così come riferite dagli Amministratori e nel seguito riportate, il nostro parere viene espresso, al fine di rafforzare l'informativa a favore degli Azionisti esclusi dal diritto di opzione in ordine alla proposta di aumento di capitale in esame, esclusivamente in relazione all'adeguatezza del criterio utilizzato dagli Amministratori per individuare un prezzo di emissione delle azioni che corrisponda al valore di mercato delle stesse al momento dell'assegnazione da parte del Consiglio di Amministrazione delle opzioni ai Beneficiari del Piano di Stock Option."*

pag. 4, nota 5.1: *"Come sopra anticipato, nell'operazione di aumento di capitale sociale in esame il Consiglio di Amministrazione propone agli Azionisti di pronunciarsi in ordine ad un criterio di determinazione del prezzo di emissione delle nuove azioni, cui il Consiglio di Amministrazione dovrà attenersi in sede di esecuzione dell'aumento di capitale, e non di stabilire in via definitiva, già in sede deliberativa, il relativo prezzo di emissione in modo puntuale e finale."* sostituito come segue: *"Come sopra anticipato, nell'operazione di aumento di capitale sociale in esame il Consiglio di Amministrazione propone agli Azionisti di pronunciarsi in ordine ad un criterio di determinazione del prezzo di emissione delle nuove azioni, cui il Consiglio di Amministrazione dovrà attenersi in sede di assegnazione delle opzioni ai Beneficiari del Piano di*

Stock Option, e non di stabilire in via definitiva, già in sede deliberativa, il relativo prezzo di emissione in modo puntuale e finale."

pag. 5 nota 5.2, "Il Consiglio di Amministrazione ha ritenuto pertanto ragionevole ed in linea con la dottrina sin qui espressasi sul tema, nonché in linea con la corrente prassi di mercato circa il criterio adottato per stabilire il prezzo di sottoscrizione delle azioni di nuova emissione nell'ambito di piani di incentivazione azionaria considerare, nella fattispecie, la media ponderata dei prezzi ufficiali di borsa rilevati in un arco temporale prossimo all'emissione delle nuove azioni. Inoltre gli Amministratori precisano che il criterio proposto consente di prendere a riferimento un periodo di tempo sufficientemente lungo per depurare il risultato così ottenuto da fenomeni di volatilità che possono interessare i mercati finanziari, riflettendo così il valore che il mercato attribuisce al titolo della Società." sostituito come segue: "Il Consiglio di Amministrazione ha ritenuto pertanto ragionevole ed in linea con la dottrina sin qui espressasi sul tema, nonché in linea con la corrente prassi di mercato circa il criterio adottato per stabilire il prezzo di sottoscrizione delle azioni di nuova emissione nell'ambito di piani di incentivazione azionaria considerare, nella fattispecie, la media ponderata dei prezzi ufficiali di borsa rilevati in un arco temporale prossimo all'assegnazione delle opzioni ai Beneficiari del Piano di Stock Option. Inoltre gli Amministratori precisano che il criterio proposto consente di prendere a riferimento un periodo di tempo sufficientemente lungo per depurare il risultato così ottenuto da fenomeni di volatilità che possono interessare i mercati finanziari, riflettendo così il valore che il mercato attribuisce al titolo della Società."

pag. 5 nota 7, quinto punto: "considerato gli elementi necessari ad accertare che tale criterio fosse tecnicamente idoneo, nelle specifiche circostanze, sotto un profilo di ragionevolezza e non arbitrarietà, a determinare un prezzo di emissione delle azioni corrispondente al loro valore di mercato al momento dell'esecuzione dell'aumento di capitale;" sostituito come segue: "considerato gli elementi necessari ad accertare che tale criterio fosse tecnicamente idoneo, nelle specifiche circostanze, sotto un profilo di ragionevolezza e non arbitrarietà, a determinare un prezzo di emissione delle azioni corrispondente al loro valore di mercato al momento dell'assegnazione da parte del Consiglio di Amministrazione delle opzioni ai Beneficiari del Piano di Stock Option;"

pag. 6 nota 8: "Il criterio delle quotazioni di borsa peraltro può portare alla determinazione di un prezzo di emissione delle nuove azioni inferiore, alla data di esecuzione dell'aumento di capitale, al patrimonio netto contabile consolidato per azione, con effetti diluitivi del valore unitario attribuibile alle azioni esistenti. Tale situazione risulta in essere alla data della Relazione degli Amministratori, come evidenziato dalla seguente tabella che indica il valore per azione risultante dall'applicazione del criterio adottato dagli Amministratori, con riferimento alla data del 15 marzo 2017, e il valore unitario per azione del patrimonio netto contabile risultante dal progetto di bilancio consolidato al 31 dicembre 2016." sostituito come segue: "Il criterio delle quotazioni di borsa peraltro può portare alla determinazione di un prezzo di emissione delle nuove azioni inferiore, alla data di assegnazione da parte del Consiglio di Amministrazione delle opzioni ai Beneficiari del Piano di Stock Option, al patrimonio netto contabile consolidato per azione, con effetti diluitivi del valore unitario attribuibile alle azioni esistenti. Tale situazione risulta in essere alla data della Relazione degli Amministratori, come evidenziato dalla seguente tabella che indica il valore per azione risultante dall'applicazione del criterio adottato dagli Amministratori, con riferimento alla data del 15 marzo 2017, e il valore unitario per azione del patrimonio netto contabile risultante dal progetto di bilancio consolidato al 31 dicembre 2016."

pag. 7 nota 8: "Con riguardo all'ampiezza temporale dei prezzi di Borsa da utilizzare come base per il calcolo della media, la scelta degli Amministratori di un periodo di tempo di un mese di borsa aperta in prossimità dell'esecuzione dell'aumento di capitale, appare conforme, anche in questo caso, all'orientamento dottrinale dominante e, per società con caratteristiche analoghe a quelle di Safilo Group, può ritenersi ragionevole e non arbitraria al fine di rappresentare il valore di mercato delle azioni. A tale riguardo un orizzonte temporale più ridotto potrebbe riflettere eventi di natura straordinaria o speculativa, mentre, in linea di principio, la scelta di un orizzonte temporale più ampio potrebbe comportare il rischio di non incorporare informazioni sufficientemente aggiornate sul quadro della società e del contesto di

riferimento." sostituito come segue: "Con riguardo all'ampiezza temporale dei prezzi di Borsa da utilizzare come base per il calcolo della media, la scelta degli Amministratori di un periodo di tempo di un mese di borsa aperta in prossimità dell'assegnazione delle opzioni ai Beneficiari del Piano di Stock Option, come spiegato in precedenza, appare conforme, anche in questo caso, all'orientamento dottrinale dominante e, per società con caratteristiche analoghe a quelle di Safilo Group, può ritenersi ragionevole e non arbitraria al fine di rappresentare il valore di mercato delle azioni. A tale riguardo un orizzonte temporale più ridotto potrebbe riflettere eventi di natura straordinaria o speculativa, mentre, in linea di principio, la scelta di un orizzonte temporale più ampio potrebbe comportare il rischio di non incorporare informazioni sufficientemente aggiornate sul quadro della società e del contesto di riferimento."

pag. 7 nota 9, lettera i), secondo punto: "la proposta di aumento di capitale sociale formulata dal Consiglio di Amministrazione definisce il numero massimo di azioni che saranno emesse, ma non indica il prezzo di emissione delle suddette azioni, bensì il criterio per la determinazione dello stesso. Pertanto, la presente relazione non ha ad oggetto la corrispondenza del prezzo di emissione delle azioni, ad oggi non ancora definito, al valore di mercato delle stesse, ma l'adeguatezza, sotto il profilo della sua ragionevolezza e non arbitrarietà, del criterio proposto dagli Amministratori per la determinazione di un prezzo di emissione delle azioni corrispondente al valore di mercato delle stesse al momento dell'esecuzione dell'aumento;" sostituito come segue: "la proposta di aumento di capitale sociale formulata dal Consiglio di Amministrazione definisce il numero massimo di azioni che saranno emesse, ma non indica il prezzo di emissione delle suddette azioni, bensì il criterio per la determinazione dello stesso. Pertanto, la presente relazione non ha ad oggetto la corrispondenza del prezzo di emissione delle azioni, ad oggi non ancora definito, al valore di mercato delle stesse, ma l'adeguatezza, sotto il profilo della sua ragionevolezza e non arbitrarietà, del criterio proposto dagli Amministratori per la determinazione di un prezzo di emissione delle azioni corrispondente al valore di mercato delle stesse al momento dell' assegnazione da parte del Consiglio di Amministrazione delle opzioni ai Beneficiari del Piano di Stock Option;"

pag. 8 nota 9, lettera ii), quarto punto: "non sono previsti vincoli di indisponibilità temporale per i titoli di nuova emissione che saranno offerti in sottoscrizione, con godimento regolare, con conseguente piena facoltà dei sottoscrittori di riallocare i suddetti titoli sul mercato;" sostituito come segue: "non sono previsti vincoli di indisponibilità temporale per i titoli di nuova emissione, che avranno godimento regolare, con conseguente piena facoltà dei sottoscrittori di riallocare i suddetti titoli sul mercato;"

pag. 8 nota 10: "Tutto ciò premesso, sulla base della documentazione esaminata e delle procedure sopra descritte, tenuto conto della natura e portata del nostro lavoro indicate nella presente relazione e fermo restando quanto evidenziato al precedente paragrafo 9, riteniamo che le modalità proposte dagli Amministratori di applicazione del criterio individuato dall'art. 2441, quarto comma, secondo periodo, del Codice Civile, siano adeguate, in quanto nelle circostanze ragionevoli e non arbitrarie, ai fini della determinazione di un prezzo di emissione delle azioni corrispondente al valore di mercato delle stesse al momento dell'esecuzione dell'aumento di capitale." sostituito come segue: "Tutto ciò premesso, sulla base della documentazione esaminata e delle procedure sopra descritte, tenuto conto della natura e portata del nostro lavoro indicate nella presente relazione e fermo restando quanto evidenziato al precedente paragrafo 9, riteniamo che le modalità proposte dagli Amministratori di applicazione del criterio individuato dall'art. 2441, quarto comma, secondo periodo, del Codice Civile, siano adeguate, in quanto nelle circostanze ragionevoli e non arbitrarie, ai fini della determinazione di un prezzo di emissione delle azioni corrispondente al valore di mercato delle stesse al momento dell' assegnazione da parte del Consiglio di Amministrazione delle opzioni ai Beneficiari del Piano di Stock Option."

Modifiche alla traduzione in lingua inglese della nostra relazione, datata 4 aprile 2017, sulla corrispondenza al valore di mercato del prezzo di emissione delle azioni relative all'aumento di capitale sociale con esclusione del diritto di opzione, ai sensi dell'art. 2441, quarto comma, secondo periodo, del Codice Civile.

pag. 1, nota 1: *"Pursuant to Article 2441, 4th paragraph, second part, of the Italian Civil Code and Article 158 of the Legislative Decree n. 58/1998 ("TUF"), we express below our opinion about the correspondence of the issue price of the new shares of Safilo Group SpA to their market value, or, in the circumstances, the appropriateness of the criterion proposed by the Directors to determine an issue price for the shares corresponding to their market value at the moment of the capital increase" sostituito come segue: "Pursuant to Article 2441, 4th paragraph, second part, of the Italian Civil Code and Article 158 of the Legislative Decree n. 58/1998 ("TUF"), we express below our opinion about the correspondence of the issue price of the new shares of Safilo Group SpA to their market value, or, in the circumstances, the appropriateness of the criterion proposed by the Directors to determine an issue price for the shares corresponding to their market value at the time the options are granted by the Board of Directors to the Beneficiaries of the Stock Option Plan."*

pag. 3, nota 3: *"With regard to the requirement that the issue price corresponds to the market value of the shares, set forth in the aforementioned regulations, the Board of Directors decided, in the circumstances, to propose to the Shareholders Meeting not to define a specific and "final" issue price for the shares corresponding to their market value, but to define a criterion that the Board shall follow, upon execution of the capital increase by considering the period of time between the Capital Increase resolution and its actual implementation." sostituito come segue: "With regard to the requirement that the issue price corresponds to the market value of the shares, set forth in the aforementioned regulations, the Board of Directors decided, in the circumstances, to propose to the Shareholders Meeting not to define a specific and "final" issue price for the shares corresponding to their market value, but to define a criterion on that the Board shall follow, upon granting the options to the Beneficiaries of the Stock Option Plan by considering the period of time between the Capital Increase resolution and its actual implementation."*

pag. 3, nota 3: *"In consideration of the specific nature and characteristics of the operation as illustrated above, as reported by the Directors and set out below, our opinion is expressed in order to strengthen the disclosure in favour of the Shareholders excluded from the pre-emption rights with regard to the proposed Capital Increase, solely in relation to the appropriateness of the criterion adopted by the Directors to determine an issue price for the shares corresponding to their market value at the time when the Capital Increase will be executed." sostituito come segue: "In consideration of the specific nature and characteristics of the operation as illustrated above, as reported by the Directors and set out below, our opinion is expressed in order to strengthen the disclosure in favour of the Shareholders excluded from the pre-emption rights with regard to the proposed Capital Increase, solely in relation to the appropriateness of the criterion adopted by the Directors to determine an issue price for the shares corresponding to their market value at the time the options will be granted to the Beneficiaries of the Stock Option Plan."*

pag. 4, nota 5.1: *"As stated above, in the proposed Capital Increase operation under examination, the Board of Directors proposes to the Shareholders meeting to approve a criterion to be used for determining the issue price for the new shares which the Board shall follow upon the execution of the Capital Increase, rather than setting a specific and final issue price at the time of taking a resolution." sostituito come segue: "As stated above, in the proposed Capital Increase operation under examination, the Board of Directors proposes to the Shareholders meeting to approve a criterion to be used for determining the issue price for the new shares which the Board shall follow upon granting of the options to the Beneficiaries of the Stock Option Plan, rather than setting a specific and final issue price at the time of taking a resolution."*

pag 5, nota 5.2: *"The Board of Directors therefore considered it reasonable and in line with existing literature on the matter and prevailing market practice for share based incentive schemes, to consider, in the circumstances, the weighted average of the official stockmarket prices recorded over a timeframe close to the issue of the new shares. Moreover, the Board specified that these criteria make it possible to take as*

reference a sufficiently lengthy period of time to exclude from the result obtained instances of volatility that may affect financial markets, thus reflecting the value that the market attributes to the Company's shares."
sostituito come segue: "The Board of Directors therefore considered it reasonable and in line with existing literature on the matter and prevailing market practice for share based incentive schemes, to consider, in the circumstances, the weighted average of the official stockmarket prices recorded over a timeframe close to the moment the options are granted to the Beneficiaries of the Stock Option Plan. Moreover, the Board specified that these criteria make it possible to take as reference a sufficiently lengthy period of time to exclude from the result obtained instances of volatility that may affect financial markets, thus reflecting the value that the market attributes to the Company's shares."

pag. 5 nota 7, quinto punto: "we considered the elements necessary to ascertain whether such criterion is technically suitable, in the specific circumstances, in terms of being reasonable and not arbitrary, to determine an issue price for the shares corresponding to their market value at the time of the execution of the Capital Increase;" *sostituito come segue:* "we considered the elements necessary to ascertain whether such criterion is technically suitable, in the specific circumstances, in terms of being reasonable and not arbitrary, to determine an issue price for the shares corresponding to their market value at the time the options are granted by the Board of Directors to the Beneficiaries of the Stock Option Plan;"

pag. 6 nota 8: "The criterion based on stockmarket prices may lead to determine an issue price of the new shares which is lower, at the time of the Capital Increase execution, to the unit share value resulting from the net consolidated equity, causing dilutive effects of the unit value attributable to the existing shares. This condition exists at the date of the Report of the Directors, as presented in the following table, showing the share price resulting from the application of the criterion proposed by the Directors, with reference to March 15, 2017, and the unit share value resulting from the consolidated financial statements as of December 31, 2016." *sostituito come segue:* "The criterion based on stockmarket prices may lead to determine an issue price of the new shares which is lower, at the time the options are granted by the Board of Directors to the Beneficiaries of the Stock Option Plan, to the unit share value resulting from the net consolidated equity, causing dilutive effects of the unit value attributable to the existing shares. This condition exists at the date of the Report of the Directors, as presented in the following table, showing the share price resulting from the application of the criterion proposed by the Directors, with reference to March 15, 2017, and the unit share value resulting from the consolidated financial statements as of December 31, 2016."

pag. 6 nota 8: "With reference to the timeframe of the stockmarket prices to be used as a basis for calculating the average, the Directors' choice of one month's trading close to the date of execution of the Capital Increase appears, again, consistent with the prevailing literature and, with regard to Companies with the same characteristics as Safilo Group, it can be considered reasonable and not arbitrary for the purpose of determining the market value of the shares. A shorter timeframe may reflect extraordinary or speculative events, while, in principle, the choice of a longer timeframe may imply the risk of using information which are not sufficiently updated on the situation of the Company and of the environment in which it operates." *sostituito come segue:* "With reference to the timeframe of the stockmarket prices to be used as a basis for calculating the average, the Directors' choice of one month's trading close to the date on which the options are granted to the Beneficiaries of the Stock Option Plan, as described above, appears, again, consistent with the prevailing literature and, with regard to Companies with the same characteristics as Safilo Group, it can be considered reasonable and not arbitrary for the purpose of determining the market value of the shares. A shorter timeframe may reflect extraordinary or speculative events, while, in principle, the choice of a longer timeframe may imply the risk of using information which are not sufficiently updated on the situation of the Company and of the environment in which it operates."

pag. 7 nota 9, lettera i), secondo punto: "the proposal for a Capital Increase prepared by the Board of Directors defines the maximum number of shares that may be issued but does not set the issue price for the shares, indicating instead the criterion adopted for determining the issue price. Therefore, this report does not relate to whether the issue price for the shares, not defined to date, corresponds to their market value, but whether the criterion proposed by the Directors to determine an issue price for the shares

corresponding to their market value is appropriate, in terms of being reasonable and not arbitrary."

sostituito come segue: "the proposal for a Capital Increase prepared by the Board of Directors defines the maximum number of shares that may be issued but does not set the issue price for the shares, indicating instead the criterion adopted for determining the issue price. Therefore, this report does not relate to whether the issue price for the shares, not defined to date, corresponds to their market value at the time the options are granted by the Board of Directors to the Beneficiaries of the Stock Option Plan, but whether the criterion proposed by the Directors to determine an issue price for the shares corresponding to their market value is appropriate, in terms of being reasonable and not arbitrary."

pag. 8 nota 9, lettera ii), quarto punto: "there are no restrictions to the availability of the subscribed shares after the exercise of the Options, they will enjoy regular rights and, as a consequence, subscribers have full faculty of trading those shares on the markets;" *sostituito come segue: "there are no restrictions to the availability of the new shares after the exercise of the Options, they will enjoy regular rights and, as a consequence, Beneficiaries have full faculty of trading those shares on the markets;"*

pag. 8 nota 10: "Based on the foregoing, on the basis of the documentation examined and the procedures performed as described above, considering the nature and scope of our engagement indicated in this report, and subject to the considerations set out in paragraph 9, we believe that the methodology proposed by the Directors to apply the criterion referred to in article 2441, 4th paragraph, second part, of the Italian Civil Code, is appropriate, in that it is reasonable and not arbitrary in the circumstances, for the purpose of determining an issue price for the shares corresponding to their market value at the time the Capital Increase is executed." *sostituito come segue: "Based on the foregoing, on the basis of the documentation examined and the procedures performed as described above, considering the nature and scope of our engagement indicated in this report, and subject to the considerations set out in paragraph 9, we believe that the methodology proposed by the Directors to apply the criterion referred to in article 2441, 4th paragraph, second part, of the Italian Civil Code, is appropriate, in that it is reasonable and not arbitrary in the circumstances, for the purpose of determining an issue price for the shares corresponding to their market value at the time the options are granted by the Board of Directors to the Beneficiaries of the Stock Option Plan."*

AUDITORS' REPORT ON THE FAIRNESS OF THE ISSUE PRICE FOR SHARES IN RELATION TO THE CAPITAL INCREASE WITHOUT PRE-EMPTION RIGHTS PURSUANT TO ARTICLE 2441, PARAGRAPH 4, PART 2, OF THE ITALIAN CIVIL CODE

**To the Shareholders of
Safilo Group S.p.A.**

1. SCOPE OF THE ENGAGEMENT

In connection with the proposal for a capital increase in cash, with the exclusion of the option right pursuant to Article 2441, 4th paragraph, second part, of the Italian Civil Code, described in the present document, we received from the Board of Directors of Safilo Group S.p.A. (hereinafter "Safilo Group" or the "Company") their report dated March 15, 2017 (hereinafter the "Report of the Directors"), which discloses the operation and underlying motivations.

The proposed operation consists in a capital increase in cash and in more tranches, for a maximum nominal amount of Euro 12,500,000.00 (the "Capital Increase"), by means of the issuance of, in more tranches, up to a maximum of 2,500,000 new ordinary shares with the par value equal to 5.00 Euro, enjoying regular rights, for the purpose of the 2017-2020 Stock Option Plan (the "Plan"), reserved for subscription, in favour of a selected group of Directors and/or employees of the Company and/or its Subsidiaries as beneficiaries (hereinafter "Beneficiaries") of the Plan.

In the aforementioned circumstances, the Directors decided to use the option allowed solely to the listed Companies by Article 2441, 4th paragraph, second part, of the Italian Civil Code, incorporated in Article 5 of the Company's by-laws. The Directors decided therefore to submit to the approval of Safilo Group's Shareholders' Meeting their proposal of for a capital increase in cash and in more tranches, with the exclusion up to 10% of existing Shareholders' capital of the Company, pursuant to Article 2441, 4th paragraph, second part, of the Italian Civil Code.

The proposal will be submitted for the approval of the Company's Extraordinary Shareholders' Meeting called on April 26, 2017.

Pursuant to Article 2441, 4th paragraph, second part, of the Italian Civil Code and Article 158 of the Legislative Decree n. 58/1998 ("TUF"), we express below our opinion about the correspondence of the issue price of the new shares of Safilo Group SpA to their market value, or, in the circumstances, the appropriateness of the criterion proposed by the Directors to determine an issue price for the shares corresponding to their market value at the time the options are granted by the Board of Directors to the Beneficiaries of the Stock Option Plan.

2. DESCRIPTION OF THE OPERATION

According to the information included in the Report of the Directors, the Capital Increase is at service of the Stock Option Plan, which will be submitted for the approval of the Company's Shareholders' Meeting called on April 26, 2017. The proposed capital increase is therefore subordinated to the approval of the Stock Option Plan by the Shareholders' Meeting.

The Plan provides for the issue of a maximum of 2,500,000 options (hereinafter "Options") to be granted free of charge, entitling each beneficiary to subscribe new shares in the amount of 1 share per Option exercised in the terms established the Plan. Instead of, or in addition to the above mentioned newly issued shares, the Company shall be entitled to fulfil, in whole or in part, its obligations deriving from the Plan, through the assignment to Beneficiaries of own shares deriving from any buy-back plan that should be implemented by the Company, it remaining understood that the overall number of shares assignable to all the Beneficiaries pursuant to the Plan shall not exceed the maximum amount of 2,500,000 shares.

The Options shall be granted to Directors and/or employees of the Company and/or companies belonging to Safilo Group, identified by the Board of Directors, pursuant to the proposal of the Remuneration and Nomination Committee, on one or more occasions, among those individuals who hold an important role as Directors or employees for the purposes of achieving the strategic objectives of the Company and create value for the Shareholders.

The Options under the Plan may be granted in four tranches, in quantities that shall be decided by the Board of Directors, also considering the performances and professional skills of the Beneficiaries. The first tranche will be granted by the Board of Directors from the date of the meeting following the Shareholders' Meeting resolution approving the Plan to December 31, 2017; the second tranche will be granted from the day on which the Board of Directors approves the 2017 financial year's results to December 31, 2018; the third tranche will be granted from the day on which the Board of Directors approves the 2018 financial year's results to December 31, 2019 and the fourth tranche will be granted from the day on which the Board of Directors approves the 2019 financial year's results to December 31, 2020.

The Capital Increase is reserved to the Beneficiaries of the Plan, at a subscription price corresponding to the weighted average of the official price for Safilo Group ordinary shares registered on the Italian Stock Exchange (Mercato Telematico Azionario) for the preceding month leading up to the day on which the Board of Directors resolves the granting of options under the Plan (i.e. 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).

As described in the Report of the Directors, the purposes of the Plan is to retain and motivate the Directors and/or employees of the Company and/or companies belonging to Safilo Group, selected by the Board of Directors, and identified by name even on several occasions, pursuant to the proposal of the Remuneration and Nomination Committee, from among those executives and directors who hold an important role within the Company and are directly responsible for its business results, according to the best practice followed in the national and international experience. In particular, the Plan is intended to involve those individuals who hold an important role for the purposes of achieving the strategic objectives of the Company, in order to increase their retention, while aligning their interests with the interests of the Company's shareholders and pursuing the continuous increase of the value of the Group.

Finally, the Directors highlight in their Report that the proposed Capital Increase, in case of full subscription of the same following the exercise of all the Options, will determine for the Shareholders of the Company a dilution of the current share capital of the Company to the extent of 3.83%. In addition, the Directors point out that they have taken into account that the stock market price of the shares - representing the procedures to determine the exercise price of the Options - could be affected by extraordinary and unpredictable external factors, as well as speculative factors independent of the economic and financial outlook of the Company. As a consequence, the market

capitalization of Safilo Group S.p.A. may differ from the value of the Company calculated on the basis of different evaluation criteria.

3. NATURE AND SCOPE OF THIS REPORT

As mentioned above, pursuant to Article 2441, 4th paragraph, second part, of the Italian Civil Code, the issue price for the shares under the Capital Increase excluding pre-emption rights for a maximum amount equal to 10% of the Company's issued share capital must correspond to the market value of the shares, and it must be confirmed in a specific report by the auditors who audit the Company's financial statements.

With regard to the requirement that the issue price corresponds to the market value of the shares, set forth in the aforementioned regulations, the Board of Directors decided, in the circumstances, to propose to the Shareholders Meeting not to define a specific and "final" issue price for the shares corresponding to their market value, but to define a criterion on that the Board shall follow, upon granting the options to the Beneficiaries of the Stock Option Plan by considering the period of time between the Capital Increase resolution and its actual implementation.

In consideration of the specific nature and characteristics of the operation as illustrated above, as reported by the Directors and set out below, our opinion is expressed in order to strengthen the disclosure in favour of the Shareholders excluded from the pre-emption rights with regard to the proposed Capital Increase, solely in relation to the appropriateness of the criterion adopted by the Directors to determine an issue price for the shares corresponding to their market value at the time the options will be granted to the Beneficiaries of the Stock Option Plan.

This report therefore illustrates the criterion proposed by the Directors to determine the issue price for the new shares, any difficulties encountered by them and includes our considerations on the appropriateness of such a criterion, in terms of it being reasonable and not arbitrary, in the circumstances.

In performing this engagement we did not carry out a business valuation of the Company, which is outside the scope of this engagement.

4. DOCUMENTATION USED

During the performance of our engagement we obtained, directly from the Company or through it, such documents and information as we considered necessary in the circumstances.

In detail, we analysed the following documents:

- Report of the Directors for the ordinary and extraordinary shareholders' meeting of Safilo Group dated March 15, 2017 relating to proposal for the Capital Increase;
- Minutes of the meeting of the Board of Directors held on March 15, 2017 where the aforementioned Report was approved;
- Information memorandum related to the Stock Option Plan, prepared by the Board of Directors on March 15, 2017 according to art. 114-bis of Legislative Decree 58/1998, and art. 84-bis of the Issuers' Regulations n. 11971/1999 of the Italian Stock Exchange;
- Terms and conditions of the Stock Option Plan;

- Separate and consolidated financial statements of Safilo Group as of December 31, 2016, audited by us and on which we reported on March 29, 2017;
- Trend of the stock market price of Safilo Group shares recorded in the last six months and other related information as volatility and daily trading volumes;
- The Company's by-laws in force for the purposes of this engagement;
- Accounting, external and statistical items and any other information useful for the purposes of this engagement.

Furthermore, we obtained a specific and explicit representation, in a letter issued by the Company on April 4, 2017, stating that, as far as the Directors of Safilo Group are aware, no significant changes have occurred to the figures and information we considered in performing our analyses.

5. METHODS ADOPTED BY THE DIRECTORS TO DETERMINE THE ISSUE PRICE FOR THE SHARES

5.1 Foreword

As stated above, in the proposed Capital Increase operation under examination, the Board of Directors proposes to the Shareholders meeting to approve a criterion to be used for determining the issue price for the new shares which the Board shall follow upon granting of the options to the Beneficiaries of the Stock Option Plan, rather than setting a specific and final issue price at the time of taking a resolution

5.2 The criterion adopted by the Directors to determine the share issue price

The wording of article 2441, 4th paragraph, second part, of the Italian Civil Code makes reference to "market value" without providing additional specifications, also in terms of timing, and therefore allows the use of several, differing criteria to be chosen also with regard to the specific features of individual capital increases. In that framework, the Board of Directors decided to make reference to an approach that is shared by existing literature, i.e. the price of the issuer's shares in the various regulated markets where it is listed.

In the circumstances, the Board of Directors decided to determine the issue price for the new shares as the weighted average of the prices recorded by the ordinary shares of Safilo Group during the month preceding the date of the Board of Directors' meeting where the option rights issued under the Plan shall be granted. The Directors specified that the preceding month is the period from the day preceding the date of the Board of Directors' meeting which resolves the granting of Options under the Plan and the same day of the previous calendar month, it being agreed that for the purpose of determining the weighted average, during that period only stockmarket trading days shall be considered.

The Board of Directors therefore considered it reasonable and in line with existing literature on the matter and prevailing market practice for share based incentive schemes, to consider, in the circumstances, the weighted average of the official stockmarket prices recorded over a timeframe close to the moment the options are granted to the Beneficiaries of the Stock Option Plan. Moreover, the Board specified that these criteria make it possible to take as reference a sufficiently lengthy period of time to exclude from the result obtained instances of volatility that may affect financial markets, thus reflecting the value that the market attributes to the Company's shares.

6. DIFFICULTIES ENCOUNTERED BY THE BOARD OF DIRECTORS

The Report of the Directors does not mention any difficulties encountered by the Board with regard to the choice of the criterion proposed, illustrated in paragraph 5.

7. WORK PERFORMED

For the purpose of performing our engagement we carried out the following activities:

- we examined the minutes of the meeting of the Board of Directors of March 15, 2017;
- we performed an analytical examination of the Report of the Directors;
- we examined, for the purposes of this engagement, the Company's by-laws;
- we performed a critical examination of the criterion adopted by the Directors to determine the issue price for the shares, with the purpose to verify that, in the circumstances, it is reasonable, justified and not arbitrary;
- we considered the elements necessary to ascertain whether such criterion is technically suitable, in the specific circumstances, in terms of being reasonable and not arbitrary, to determine an issue price for the shares corresponding to their market value at the time the options are granted by the Board of Directors to the Beneficiaries of the Stock Option Plan;
- we verified that the reasons indicated by the Directors for choosing the aforementioned criterion were complete and not contradictory;
- we checked the trend of the stockmarket prices for the Company's shares in different time horizons preceding the date of the Report of the Directors, and identified additional information such as, for instance, the time horizon, the significance of the prices considered, the type of average used, the characteristics of the freely negotiable shares, the volatility of the share price and the average daily trading volumes;
- we performed sensitivity analysis on the trend of stockmarket prices for Safilo Group's shares in the six months preceding the date of the Report of the Directors, extending the analysis to the different periods of 30, 60, 90 and 180 days before that date;
- we obtained, by discussion with management, the relevant information about events occurred after the date of the Report of the Directors, with regard to facts and circumstances which may have an impact on the data and information used in performing our engagement and/or on the criterion proposed by the Directors;
- we obtained a formal representation from the Company's legal representatives confirming the basis for the assessment made available to us and that, as far as they are aware, there are no significant modifications to be made to the underlying amounts of the operation and to the other elements considered.

8. COMMENTS ON THE APPROPRIATENESS OF THE METHODOLOGY ADOPTED BY THE DIRECTORS TO DETERMINE THE ISSUE PRICE FOR THE SHARES

With reference to the Directors' decision not to submit a specific price to the Shareholders for approval but to submit a criterion for determining the issue price, as also noted in the Report of the Directors, it is in line with market practice and with the existing literature on the matter.

In addition, in the circumstances, the reference to the stockmarket prices for Safilo Group's shares adopted by the Directors appears to be consistent with the need to identify an issue price for the shares corresponding to their market value, this being a company with shares listed on regulated markets.

The criterion based on stockmarket prices may lead to determine an issue price of the new shares which is lower, at the time the options are granted by the Board of Directors to the Beneficiaries of the Stock Option Plan, to the unit share value resulting from the net consolidated equity, causing dilutive effects of the unit value attributable to the existing shares. This condition exists at the date of the Report of the Directors, as presented in the following table, showing the share price resulting from the application of the criterion proposed by the Directors, with reference to March 15, 2017, and the unit share value resulting from the consolidated financial statements as of December 31, 2016.

| | |
|---|------------|
| Weighted average stockmarket price of the month preceding March 15, 2017 | Euro 6,49 |
| Unit share value resulting from the consolidated financial statements as of December 31, 2016 | Euro 13,93 |

The Directors' decision to use average stockmarket prices, which reduces the risks from significant short-term fluctuations in share prices, appears to be in line with the positions taken by the literature that has discussed the matter so far. Specifically, it should be noted that the Directors' decision to propose an average of the official prices weighted for the volumes traded daily is in line with the prevailing market practice. This method of calculation makes it possible to determine an average value that takes into account the significance of the prices on different dates, attributing greater weight to prices obtained as a result of a larger number of trades, thus being reasonable in the circumstances.

With reference to the timeframe of the stockmarket prices to be used as a basis for calculating the average, the Directors' choice of one month's trading close to the date on which the options are granted to the Beneficiaries of the Stock Option Plan, as described above, appears, again, consistent with the prevailing literature and, with regard to Companies with the same characteristics as Safilo Group, it can be considered reasonable and not arbitrary for the purpose of determining the market value of the shares. A shorter timeframe may reflect extraordinary or speculative events, while, in principle, the choice of a longer timeframe may imply the risk of using information which are not sufficiently updated on the situation of the Company and of the environment in which it operates.

In consideration of the above, it should also be noted that the market prices of Safilo Group's shares can be considered adequately representative of the market value of the Company, in terms of traded volumes and number of freely tradable shares. The methodology based on stockmarket prices results, in the circumstances, reasonable and not arbitrary.

9. SPECIFIC LIMITATIONS ENCOUNTERED BY THE AUDITOR AND POSSIBLE SIGNIFICANT ISSUES IDENTIFIED DURING THE PERFORMANCE OF THIS ENGAGEMENT

- i)* With reference to the main difficulties and limitations we encountered in performing the engagement, we note the following:
- assessments based on stockmarket prices are subject to the volatility typical of financial markets and, therefore, may show, particularly over a short timeframe, significant fluctuations in relation to uncertainties in the domestic and international economic environment. Furthermore, share prices may also be affected by speculative pressure or pressure caused by external factors of an extraordinary and unforeseeable nature that are independent of the financial prospects for individual companies. Nevertheless, considering that the issue price for the shares shall be determined after the date of this report, it cannot be ruled out that unforeseeable circumstances may occur that may have an impact on the future issue price;
 - the proposal for a Capital Increase prepared by the Board of Directors defines the maximum number of shares that may be issued but does not set the issue price for the shares, indicating instead the criterion adopted for determining the issue price. Therefore, this report does not relate to whether the issue price for the shares, not defined to date, corresponds to their market value at the time the options are granted by the Board of Directors to the Beneficiaries of the Stock Option Plan, but whether the criterion proposed by the Directors to determine an issue price for the shares corresponding to their market value is appropriate, in terms of being reasonable and not arbitrary.
- ii)* We also draw your attention on the following significant matters:
- for the purpose of determining the issue price for Safilo Group's new shares, the Directors have not adopted analytical control methodologies, based on forecast data derived from strategic plans approved by the Board of Directors, but have proposed exclusively a criterion based on stockmarket prices, as requested by the applicable law;
 - the unit share value resulting from the consolidated financial statements as of December 31, 2016, which will be submitted for approval to the Shareholders' Meeting called on April 26, 2017, is significantly different from the value which may be currently obtained by applying the criterion proposed by the Directors;
 - the criterion adopted by the Directors makes reference to a future, limited interval of time, expressly indicated in the Report of the Directors, with possible resulting effects on the stockmarket prices and, consequently, on the issue price for the shares;
 - there are no restrictions to the availability of the new shares after the exercise of the Options, they will enjoy regular rights and, as a consequence, Beneficiaries have full faculty of trading those shares on the markets;
 - the Company, in addition to the issuance of new shares, is entitled to fulfil, in whole or in part, its obligations deriving from the Plan, through the assignment to the Beneficiaries of own shares deriving from any buy-back plan that should be implemented by the Company, it remaining understood that the overall number of shares assignable to all Beneficiaries shall not exceed the maximum amount of 2,500,000 shares.

10. CONCLUSIONS

Based on the foregoing, on the basis of the documentation examined and the procedures performed as described above, considering the nature and scope of our engagement indicated in this report, and subject to the considerations set out in paragraph 9, we believe that the methodology proposed by the Directors to apply the criterion referred to in article 2441, 4th paragraph, second part, of the Italian Civil Code, is appropriate, in that it is reasonable and not arbitrary in the circumstances, for the purpose of determining an issue price for the shares corresponding to their market value at the time the options are granted by the Board of Directors to the Beneficiaries of the Stock Option Plan.

DELOITTE & TOUCHE S.p.A.

Signed by
Giorgio Moretto
Partner

Padova, Italy
April 4, 2017

This report has been translated into the English language solely for the convenience of international readers.