



SAFILO GROUP S.p.A.

Sede Legale: 32044 Pieve di Cadore (BL), Piazza Tiziano n. 8

Capitale Sociale Euro 71.348.532,00 interamente versato

C.F., P.IVA e Registro Imprese di Belluno 03032950242 - R.E.A. della CCIAA di Belluno 90811

NOTICE OF CALL OF SHAREHOLDERS' ANNUAL MEETING

The Shareholders are hereby invited to attend the Shareholders' Annual Meeting in Padova, Settima Strada 15, to be held on 24th April 2009 at 11.00am in first call and, if necessary, on 27th April 2009 in second call, in the same place and at the same time, to discuss and deliberate the following

Agenda:

- 1. Financial statements at 31st December 2008; Presentation of the consolidated financial statements at 31st December 2008; Reports from the Directors, the Board of Auditors and the Auditing company; Related and consequent matters*
- 2. Confirmation of the appointment of a member of the Board of Directors; Related and consequent matters*
- 3. Integration of the Board of Statutory Auditors and appointment of its Chairman*

Documentation

The Board of Directors' proposals for the subjects on the agenda, including the Financial Statements and the consolidated Financial Statements at 31st December 2008 and relative Reports, will be made available to the public at least 15 days before the date fixed for the first call, at the Company's registered office, at Borsa Italiana SpA (at the Italian Stock Exchange) and on the Company's website www.safilo.com. The Shareholders are entitled to obtain a copy of the above.

Instructions

In accordance with the law and article 10 of the Articles of Association, the Shareholders have the right to participate as long as, at least two working days



prior to the Shareholders' meeting, they have registered with the Company the appropriate communication issued by the authorised intermediaries and have not withdrawn it before the meeting takes place, as provided for by art. 85, 4 co. D. Lgs. 24/02/1998 n.58, and in accordance with the laws in force.

Each Shareholder may be represented in compliance with the provisions of the law.

With reference to point 2 of the agenda "*Confirmation of the appointment of a member of the Board of Directors; Related and consequent matters*", it is hereby underlined that, in reference to and as provided for by art. 15, letter b) of the Articles of Association, the procedure of voting by list will not be adopted. More specifically, it will not be possible to appoint a candidate from the majority list to which the former director belonged, since there are no candidate names remaining in the list which have not been previously elected.

List vote for the integration of the Board of Statutory Auditors

With reference to point 3 of the agenda, in order to respect the principle of having the required minority representation, it should be noted that, in accordance with art. 24 of the Articles of Association:

- the Board of Statutory Auditors is appointed on the basis of lists presented by shareholders who, either alone or with others, own at least 2% of the share capital consisting of shares with voting rights at ordinary Shareholders' Meetings and who are registered as such in the shareholder register at the time of presenting the list and until the date of the meeting, with the exception provided for by art. 24, letter B) of the Articles of Association if only one list is presented or those presented are by shareholders associated with each other;
- the lists, indicating the names of the candidates for the office with a sequential number and signed by the shareholders presenting them, must be filed at the Company's registered office at least 15 days prior to the date fixed for the first call of the Meeting, with the exception provided for by art. 24 letter B) of the Articles of Association that only one list is presented or those presented are by shareholders associated with each other. The lists presented must be accompanied by the documentation and the statements indicated in detail in art. 24 letter A) of the Articles of Association;
- all those who are entitled to do so may present and vote for one list only, either directly or indirectly. Lists presented which are not in accordance with the provisions of art. 24 letter A of the Articles of Association shall not be considered as presented.



For any other information relating to the means of preparation, presentation and voting of lists, please refer to art. 24 of the Articles of Association, available at the Company's registered office, the secondary office and on the Company's website: www.safilo.com.

To assist in checking the documentation relative to the lists for the integration of the Board of Statutory Auditors, Shareholders who intend to present a list are invited to send the aforementioned documentation by post to SAFILO GROUP S.p.A. - Direzione Affari Legali e Societari - Settima Strada n. 15, 35129 Padova , or by fax to +39 049 698 7173.

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In view of the share composition of the Company and of what has occurred on previous occasions, it is already foreseen that the Shareholders' Meeting will convene and deliberate on 27th April 2009, in second calling.

Padova, 21st March 2009

On behalf of the Board of Directors
Chairman: Vittorio Tabacchi