



DIVERSITY POLICY OF THE BOARD OF STATUTORY AUDITORS

OF SAFILO GROUP S.P.A.

Approved by the Board of Directors on December 10, 2018

1. PURPOSE

This Diversity Policy (the “**Policy**”), adopted by the Board of Directors of Safilo Group S.p.A. (“**Safilo**” or the “**Company**”) upon proposal of the Remuneration and Nomination Committee and with the favourable opinion of the Board of Statutory Auditors, describes the Board of Statutory Auditors’ composition features deemed optimal for allowing it to discharge its supervisory tasks in the most effective way, taking decisions which may benefit from the contribution of a variety of qualified views so that the issues under discussion are considered from different perspectives.

This Policy is adopted pursuant to Article 123-bis, paragraph 2, letter d-bis) of Legislative Decree No. 58 of 24 February 1998 (“**TUF**”).

2. UNDERLYING PRINCIPLES

The Company’s Board of Directors acknowledges that diversity is a key element in the culture of a multinational Group such as Safilo for the business’ medium-long term sustainability.

Safilo’s Board of Directors believes that diversity in the composition of the Board of Statutory Auditors is a fundamental means of enriching the dialectic within the Board and promoting debate and independent actions of the Board of Statutory Auditors.

Therefore it wishes that an integration between different professional, academic or institutional profiles is pursued in the composition of the Board of Statutory Auditors, which for their characteristics may ensure an effective discharge of the supervisory functions entrusted to the Board of Statutory Auditors, and that the importance of a balanced gender representation is taken into account, together with the benefits that could stem from the presence of different tenures.

In the selection of a candidate based on the diversity criteria outlined in this Policy, rules and generally accepted principles of non-discrimination (on grounds such as the ethnic origin, race, disability or sexual orientation) will also be taken into account.

2.1. Diversity aspects and objectives

Safilo’s Board of Directors believes that the following criteria should be followed with regards to the composition of the Board of Statutory Auditors:

- (i) at least a third of the Board of Statutory Auditors, both upon its election and during the term, should be composed by Statutory Auditors of the **less represented gender**, also in the future after the provisions of the law on gender balance cease to be in force and this will become a recommendation under the Corporate Governance Code of Borsa Italiana; it is also deemed important to ensure that at least a third of the alternate Statutory Auditors is represented by persons of the less represented gender. Where the application of gender division criteria does

not result in a whole number of members of the Board of Statutory Auditors belonging to the less represented gender, this number is rounded up;

- (ii) a balanced combination of **tenure** should be ensured within the Board of Statutory Auditors, in order to strike a balance between continuity and innovation needs in the management;
- (iii) Statutory Auditors should have professional and/or academic and/or institutional **profiles** such as to ensure a mix of different and complementary skills and experiences that, due to their characteristics, could allow an optimal fulfillment of the supervisory functions assigned to the Statutory Auditors;
- (iv) it would be recommended that most members of the Board of Statutory Auditors have gained **competence** in areas of activities relevant to those of the Company;
- (v) diversity in relation to **age** is not deemed an important aspect to be taken into account as the composition of the Board of Statutory Auditors with different professional and/or academic and/or institutional profiles already allows a balanced plurality of perspectives.

3. IMPLEMENTATION OF THE POLICY

This Policy intends to guide the submission of lists of candidates by the shareholders upon renewal of the entire Board of Statutory Auditors and the expressions of the related vote in the Shareholders' meeting.

4. MONITORING AND UPDATING THE POLICY

The Board of Directors is responsible for the updating of this Policy while the Board of Statutory Auditors is responsible for the monitoring of the results of the implementation of this Policy.

A description of the results of the implementation of this Policy will be contained, upon renewals of the Board of Statutory Auditors, in the Report on corporate governance and ownership structure provided for by Article 123-bis of TUF.