



SAFILO GROUP S.p.A.

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

INTEGRATION TO THE NOTICE OF CALL OF THE ORDINARY SHAREHOLDERS' MEETING AND CALL OF THE EXTRAORDINARY SHAREHOLDERS' MEETING

With reference to the Ordinary Shareholders' Meeting of SAFILO GROUP S.p.A. (hereinafter, the "**Company**") called, by means of notice published on March 19, 2020 on the website www.safilogroup.com, Investor Relations section and of the excerpt published on the daily newspaper *La Repubblica* (the "**Notice**"), at its registered office located in Padua, at Settima Strada no. 15, to be held on April 28, 2020 at 10.00 a.m., in single call

SHAREHOLDERS ARE HEREBY INFORMED THAT

the Board of Directors, on March 24, 2020, resolved to integrate the items on the agenda of the Ordinary Shareholders' Meeting, with the inclusion of the following four further items, which will respectively be items no. 2, no. 3, n. 4 and no. 5 on the agenda:

2. *Separate Financial statements as at December 31, 2019; Presentation of the consolidated financial statements as at December 31, 2019; Reports of the Directors, the Board of Statutory Auditors and the Auditing Company; related and consequent resolutions*
3. *Report on the remuneration policy and on the remuneration paid:*
 - 3.1 *resolution pursuant to Article 123-ter, Paragraph 3-ter, of Legislative Decree 58/98 on Section I of the Report*
 - 3.2 *resolution pursuant to Article 123-ter, Paragraph 6, of Legislative Decree 58/98 on Section II of the Report;*
4. *Proposal for the approval of a new Stock Option Plan 2020-2022 reserved to executive directors who are also employees and other employees of Safilo Group S.p.A. and/or other companies within the Safilo Group; related and consequent resolutions*
5. *Appointment of a Director; related and consequent resolutions*

as well as to call the Shareholders' Meeting also in extraordinary session for the following matter:

1. *Proposal of issuance in cash, without capital increase, up to a maximum number of 7,000,000 ordinary shares without any indication of par value, with exclusion of the pre-emption right pursuant to Article 2441, Paragraph 8, of the Italian Civil Code, at the service of a stock option plan (Stock Option Plan 2020-2022) reserved to executive directors who*



are also employees and other employees of Safilo Group S.p.A. and/or other companies within the Safilo Group; consequent amendments to Article 5 of the Articles of Association; related and consequent resolutions

The Shareholders' Meeting is therefore called to discuss and resolve on the following

AGENDA

ORDINARY SESSION

- 1. Appointment of the Board of Statutory Auditors for the 2020-2022 term**
 - 1.1 Appointment of the members of the Board of Statutory Auditors and its Chairman**
 - 1.2 Determination of the annual remuneration of the Board of Statutory Auditors**
- 2. Separate Financial statements as at December 31, 2019; Presentation of the consolidated financial statements as at December 31, 2019; Reports of the Directors, the Board of Statutory Auditors and the Auditing Company; related and consequent resolutions**
- 3. Report on the remuneration policy and on the remuneration paid:**
 - 3.1 resolution pursuant to Article 123-ter, Paragraph 3-ter, of Legislative Decree 58/98 on Section I of the Report**
 - 3.2 resolution pursuant to Article 123-ter, Paragraph 6, of Legislative Decree 58/98 on Section II of the Report;**
- 4. Proposal for the approval of a new Stock Option Plan 2020-2022 reserved to executive directors who are also employees and other employees of Safilo Group S.p.A. and/or other companies within the Safilo Group; related and consequent resolutions**
- 5. Appointment of a Director; related and consequent resolutions**

EXTRAORDINARY SESSION

- 1. Proposal of issuance in cash, without capital increase, up to a maximum number of 7,000,000 ordinary shares without any indication of par value, with exclusion of the pre-emption right pursuant to Article 2441, Paragraph 8, of the Italian Civil Code, at the service of a stock option plan (Stock Option Plan 2020-2022) reserved to executive directors who are also employees and other employees of Safilo Group S.p.A. and/or other companies within the Safilo Group; consequent amendments to Article 5 of the Articles of Association; related and consequent resolutions**



Attendance to the Meeting and proxy to the designated proxy

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

As an amendment to what was indicated in the Notice, it should be noted that, pursuant to Article 106 of Law Decree no. 18 of 17 March 2020 (the so-called "Cura Italia" Decree), **attendance to the Meeting by shareholders with voting rights shall take place only through a designated proxy.**

Consequently, the Company commissioned Computershare S.p.A. - based in Milan, via Mascheroni 19, 20145 - to represent the shareholders pursuant to Article 135-undecies of Legislative Decree no. 58/98 (the "TUF") and the aforementioned Law Decree (the "**Designated Proxy**"). Shareholders wishing to attend the Shareholders' Meeting will therefore have to confer their proxy - with voting instructions - on all or some of the resolution proposals regarding the items on the agenda to the Designated Proxy, through the proxy form prepared by the same Designated Proxy in agreement with the Company, available on the Company's website www.safilogroup.com, Investor Relations section.

The proxy form with the voting instructions shall be sent following the instructions contained in said proxy form within the second trading day prior to the shareholders' meeting (and, therefore, by April 24, 2020); within the same term the proxy may also be revoked.

The proxy thus conferred shall be valid only for the proposals in relation to which voting instructions have been given.

It should also be noted that the Designated Proxy may also be conferred proxies or sub-proxies pursuant to Article 135-novies of the TUF, by way of derogation from Article 135-undecies, paragraph 4, of the TUF, exclusively through the proxy form available on the Company's website www.safilogroup.com, Investor Relations section, with the same modalities and within the term indicated on the aforementioned Company website.

The attendance at the Shareholders' meeting by legitimate subjects (the members of the corporate bodies, the appointed Secretary and the Designated Proxy), in consideration of the limitations that may arise for health reasons, may also (or exclusively) take place by teleconference, by means communicated to them individually, in compliance with the applicable regulatory provisions.

The Designated Proxy can be reached for any clarification or information at the phone number 02 46776821 or at the email address operations@computershare.it.

The Shareholders are hereby informed that the Company reserves the right to integrate and/or modify the above instructions in consideration of any needs that may arise due to the current



epidemiological emergency situation from COVID-19 and its developments that are currently not foreseeable.

Documentation

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

The shareholders are entitled to obtain a copy thereof.

Submission of new resolution proposals

Without prejudice to the provisions of the Notice with regard to item no. 1 of the agenda of the Shareholders' Meeting - ordinary session, pursuant to Article 126-bis of TUF, shareholders that, also jointly among them, represent at least one fortieth of the share capital may present resolution proposals on the other items included in the agenda, within ten days from the publication of this notice.

The resolution proposals shall be submitted in writing, within the terms and according to the modalities indicated in the Notice referred to above.

The possible additional resolution proposals will be made available to the public in the same ways as prescribed for the publication of this notice, at least fifteen days prior to the date scheduled for the Meeting.

Right to ask questions before the Meeting

In addition, the individuals/entities entitled to vote can submit questions on the new items on the agenda of the Shareholders' Meeting, ordinary session, and on the item on the agenda of the Shareholders' Meeting, extraordinary session.

Any question shall be submitted in writing, within the terms and in the manner indicated in the Notice referred to above.

It should be noted that all the other terms, conditions and information contained in the Notice, which are understood to be fully referred to here, shall remain valid and effective, unless expressly amended by this integration.

Padua, March 26, 2020

**For the Board of Directors
Eugenio Razelli
Chairman**