

Notice pursuant to article 122 of Legislative Decree no. 58/1998 (“**TUF**”) and articles 129 *et seqq.* of the Issuers’ Regulation adopted by CONSOB with resolution no. 11971/1999 (“**Regulation**”) as subsequently amended and supplemented.

AGREEMENT RELATED TO SAFILO GROUP S.P.A.

Notice is hereby given, pursuant to article 122 of TUF and articles 129 *et seqq.* of the Regulation, that, on September 15th, 2013, Multibrands Italy BV, company incorporated under the laws of the Netherlands, with registered office in Rotterdam, the Netherlands, registered with the Companies’ Register of Rotterdam under no. 24406290 (“**Multibrands**”) and Ms. Luisa Deplazes De Andrade Delagado, Swiss citizen, born in Sumvitg (Switzerland) on August 9th, 1966, residing in Padova, tax code no. DPLLSU66M49Z133M (“**LD**”), current Chief Executive Officer of Safilo Group S.p.A. (“**Safilo Group**” or the “**Company**”), entered into an agreement, dated September 15th, 2013, (the “**Agreement**”) concerning, *inter alia*, the submission of a slate for the appointment of the Board of Directors of the Company and the exercise of the voting rights in the relevant ordinary Shareholders’ Meeting of Safilo Group. The Agreement represent a shareholders’ agreement relevant for the purposes of the articles 122 TUF and 127 *et seqq.* of the Regulation.

In the context of the execution of the Agreement, the Company, Safilo S.p.A. and LD, also entered into an agreement called “framework agreement” that regulates, *inter alia*, the main terms and conditions concerning the corporate offices that shall be held by LD as a member of the Board of Directors and Chief Executive Officer of both the Company and Safilo S.p.A, as well as the relevant terms and conditions of the employment relationship of LD as executive (*dirigente*) of Safilo S.p.A. (the “**Framework Agreement**”).

A. Company whose financial instruments are the subject matter of the Agreement

The company whose financial instruments are the subject matter of the Agreement is Safilo Group S.p.A., joint stock company (*società per azioni*), which shares are listed on the Mercato Telematico Azionario organized and managed by Borsa Italiana S.p.A., with register office at Pieve di Cadore (BL), tax code and registered with the Companies’ Register of Belluno under no. 03032950242, share capital equal to Euro 312,674,825.00 fully paid-in, represented by no. 62,534,965 ordinary shares (“**Shares**”) having a par value equal to Euro 5.00.

The Agreement is hereby communicated pursuant to article 122, paragraph 1, of TUF because, pursuant to the Agreement itself, the Parties intended to regulate the submission of a slate for the appointment of the Board of Directors of the Company and the exercise of the respective voting rights in the relevant ordinary Shareholders’ Meeting of the Company.

B. Shares or financial instruments concerned by the Agreement

The Shares to which the Agreement refers are all the shares currently held by Multibrands and LD, and any additional Share that should be acquired during the period of validity of the Agreement by Multibrands and/or by LD.

In particular, on December 29th, 2014:

- (i) Multibrands is holder of no. 26,073,783 Shares, equal to 41.6947% of the share capital of the Company (“**Multibrands Shares**”);

- (ii) LD is holder of no. 20.600 Shares, equal to 0,0329% of the share capital of the Company (“**LD Shares**”).

The Multibrands Shares represent 99.9210% of the total number of Shares to which the Agreement refers, while the LD Shares represent the outstanding 0.0789%.

C. Parties of the Agreement

The parties to the Agreement are the following:

- (i) Multibrands Italy BV, company incorporated under the laws of the Netherlands, with registered office in Rotterdam, the Netherlands, registered with the Companies’ Register of Rotterdam under no. 24406290;
- (ii) Mrs. Luisa Deplazes De Andrade Delagado, Swiss citizen, born in Sumvitg (Switzerland) on 9 August 1966, residing in Padova, tax code no. DPLLSU66M49Z133M.

D. Control

HAL Holding NV, company incorporated under the laws of the Netherlands, with registered office in Willemstad, Curacao, registered with the Companies’ Register under no. 46339 which, indirectly controlling Multibrands, exercises *de facto* control on Safilo Group, pursuant to article 93 of TUF.

E. Content of the Agreement

E.1 – Presentation of the list and subsequent voting

During the entire validity period of the Agreement, in relation to any shareholders’ meeting of the Company, convened in order to resolve upon the appointment of the members of the Board of Directors of Safilo Group (for each, “**Relevant Shareholders Meeting**”), Multibrands undertakes to:

- (i) submit in advance, in respect to terms and procedures provided by the By-Laws of Safilo Group and by law, a list of candidates for the appointment of the members of the Board of Directors (“**List**”);
- (ii) include the name of LD into the List;
- (iii) place the name of LD into the List in such a manner that, if such list obtains the highest number of votes, LD shall be elected as member of the Board of Directors of Safilo Group irrespective of the number of members of such administrative body;
- (iv) participate to the Relevant Shareholders Meeting and vote in favor of the List, according to the voting system provided By-Laws of Safilo Group.

During the entire validity period of the Agreement, in relation to each Relevant Shareholders Meeting, LD undertakes to:

- (i) give full cooperation to Multibrands for the carrying out of each action and to performance of each formality required in order to the timely and exactly submit the List at the registered office of the Company, including, without limitation, providing Multibrands with her *curriculum vitae*, as well as any other certificate and/or declaration required pursuant to the By-Laws of the Company in order to validly submit the List;
- (ii) participate at any Relevant Shareholders Meeting and vote with the her Shares in favour of the List, in the case in which, for any reasons and at any title, LD comes to hold Shares that conferri the right to vote at any Relevant Shareholders Meeting.

E.2– Condition

The undertakings assumed by Multibrands pursuant to Paragraph E.1 above are conditional upon the occurrence of the following circumstances:

- (i) that, at the time of filing of the List with the Company's registered office, Multibrands owns, on a stand-alone basis or together with other individuals/entities with which it has entered into a shareholders' agreement (relevant pursuant to the applicable provisions of the TUF), including this Agreement, a percentage of share capital of the Company (consisting of shares with voting rights at the Relevant Shareholders Meeting) entitling same Multibrands to present the List;
- (ii) that, at the time of filing of the List with the Company's registered office, LD satisfies the requirements of eligibility, experience and integrity established by the by-laws and any applicable Italian laws and regulations;
- (iii) that, at the time of filing of the List with the Company's registered office, LD is not in breach of the Framework Agreement and is employed as executive of Safilo S.p.A. pursuant to a fully valid and effective employment contract.

E.3– Appointment of LD as CEO of Safilo Group

- (i) Multibrands and LD Group, on October 15th, 2013, or at the date close to this latter, shall ensure to convene a meeting of the Board of Directors of Safilo Group, in order to resolve, *inter alia*, upon: (x) the revocation of the powers of the current Chief Executive Officer or the acknowledgment of his resignation (as the case may be) and (y) the appointment of LD as new Chief Executive Officer.
- (ii) Consistently with paragraph (i) above, whenever it shall be necessary, following the appointment of a new Board of Directors of Safilo Group, Multibrands and LD shall ensure to convene, without delay, a meeting of the new Board of Directors ("**Relevant Board Meeting**") in order to resolve, *inter alia*, upon the appointment of LD as new Chief Executive Officer.
- (iii) The undertakings assumed by Mutibrands indicated in this paragraph E.3 are conditional upon the occurrence of the following circumstances:
 - a. that, on the date of the Relevant Board Meeting, LD is a Director of the Company and has been appointed in accordance with E.1 above;

- b. that, on the date of the Relevant Board Meeting, is not in breach of the Framework Agreement and is employed as executive of Safilo S.p.A. pursuant to a fully valid and effective employment contract.

F. Date of subscription of the Agreement - Duration

F.1 – Date of subscription

The Agreement was executed on September 15th, 2013.

F.2 – Duration and renewal

- (i) The agreement shall become effective upon the date of execution and shall cease to be effective upon the occurrence of the earlier of: (a) the 3rd (third) anniversary from the execution date; (b) a mutual agreement in writing between the parties; (c) the termination of the corporate and/or employment relationships between LD and either of Safilo Group and Safilo S.p.A. (as the case may be); (d) the divestment by Multibrands of its participation in Safilo Group.
- (ii) At the expiration of the Agreement, pursuant to paragraph (i)(a) above, the parties will use all their best efforts in order to renew this Agreement on terms and conditions substantially reflecting those contained herein and/or on such other terms and conditions which will be agreed upon by the Parties with good faith negotiations taking also into account their mutual interests and in light of relevant circumstances, as well as the situation of the Company as of the date of the envisaged renewal.

G. Limitations to the transfer of the Shares

The Agreement does not provide for any limitation to the transfer of the Shares of the Company held by the Parties.

H. Subject from whom the financial instruments are deposited

The Agreement does not include any obligation to deposit the Shares of the Company.

I. Companies' Register

The Agreement has been registered with the Companies' Register of Belluno on September 19th, 2013 under no 17312/2013.

December 29th, 2014