

Notary File no. 12,830

Folder no. 9,939

**MINUTES OF ORDINARY AND EXTRAORDINARY GENERAL MEETING OF
THE COMPANY "SAFILO GROUP S.P.A."**

REPUBLIC OF ITALY

On the thirtieth day of April two thousand and twenty.

In Padua and in my office.

I, the undersigned, **Alessandro NAZARI**, Notary in Padua, with offices in Piazza De Gasperi no. 32 and registered with the Notary College of the District of Padua, with these minutes of the Ordinary and Extraordinary Shareholders' Meeting, which I have been asked to draft by the Chairman of the Board of Directors, Mr. RAZELLI Eugenio, born in Genoa (GE) on June 18th, 1950, - **OMISSIS** -, in accordance with the law

DECLARE

That in my presence, in Padova, Via Settima Starda no. 15, at the registered office of the above-mentioned Company, on April 28th (twenty-eighth) 2020 (two thousand and twenty) starting from 10 a.m., the ordinary and extraordinary Shareholders' Meeting - validly convened by means of the notice of call of the ordinary shareholders' meeting made available on March 18th (eighteenth), 2020 (two thousand and twenty), on the Company's website and as an excerpt on the newspaper "La Repubblica" on March 19th (nineteenth), 2020 (two thousand and twenty), as subsequently amended by means of the integration to the notice of call of the ordinary shareholders' meeting and call of the extraordinary shareholders' meeting made available on March 26th (twenty-sixth,) 2020 (two thousand and twenty), on the Company's website and as an excerpt on the newspaper "La Repubblica" on March 27th (twenty-seventh), 2020 (two thousand and twenty), - of the Company "**SAFILO GROUP S.P.A.**", with its registered office in Padua (PD), Zona Industriale VII Strada no. 15, share capital of Euro 349,943,372.53 (three hundred forty-nine million nine hundred forty-three thousand three hundred seventy-two and fifty-three), resolved share capital of Euro 369,943,372.53 (three hundred sixty-nine million nine hundred forty-three thousand three hundred seventy-two and fifty-three), Fiscal Code and registration number with the Company Register of Padua 03032950242, REA: PD-358600, an Italian company, established in Italy, listed on the Mercato Telematico Azionario managed by Borsa Italiana S.p.A., in order 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

To this end, I, Notary, proceed to record the proceedings of the ordinary and extraordinary Shareholders' Meeting of said Company, as follows:

"On April twenty-eighth two thousand and twenty, at ten a.m., in Padua (PD), Via Settima Strada no. 15, at the Company's registered office mentioned below, the ordinary and extraordinary Shareholders' Meeting of the Company

"SAFILO GROUP S.P.A."

with its registered office in Padua (PD), Zona Industriale VII Strada no. 15, share capital of Euro 349,943,372.53 (three hundred forty-nine million nine hundred forty-three thousand three hundred seventy-two and fifty-three), resolved share capital of Euro 369,943,372.53 (three hundred sixty-nine million nine hundred forty-three thousand three hundred seventy-two and fifty-three), fiscal code and registration number with the Company Register of Padua 03032950242, REA: PD-358600, an Italian company, established in Italy, listed on the Mercato Telematico Azionario managed by Borsa Italiana S.p.A., took place.

In his role as Chairman of the Board of Directors of the Company,

Mr. RAZELLI Eugenio took the role of Chairman of the meeting, pursuant to Article 11 of the Articles of Association and declared the session open at ten a.m.

First of all, the Chairman reminded that the participation of those entitled to vote in the Shareholders' Meeting, in accordance with the existing pro tempore legislation and as resolved by the Board of Directors on March 24th (twenty-fourth), 2020 (two thousand and twenty), would take place (i) exclusively through the designated proxy "COMPUTERSHARE S.P.A." based in Milan (MI), via Lorenzo Mascheroni no. 19 (in the person of the Mr. CATTANEO Claudio attending the Meeting via teleconference in accordance with the law) and (ii) by means of telecommunication.

The Chairman then moved on to provide some preliminary information before moving on to the discussion of the items on the agenda.

The Chairman informed that:

- a recording system was in place for the purpose of taking the minutes of the Meeting;
- pursuant to the legislation in force concerning data protection, attendees' data would be collected and processed by the Company exclusively for the accomplishment of the mandatory corporate requirements;
- for the Board of Directors, in addition to the Chairman of the Board of Directors Mr. RAZELLI Eugenio, the Director and Chief Executive Officer Mr. TROCCHIA Angelo was present at the Company's registered offices where the Meeting had been convened, as well as the Directors Messrs. GUZZETTI Guido, MAZZILLI Ines Maria Lina, MORELLI Cinzia and POLET Robert, all participating via teleconference, in accordance with the law, whereas the Directors Messrs. COLE Jeffrey Alan and GROOT Melchert Frans justified their absence;
- for the outgoing Board of Statutory Auditors, the Chairman Mrs. PEZZUTO Carmen and the Standing Statutory Auditor Mrs. SOLIMANDO Bettina were present, participating via teleconference in accordance with the law, while the Standing Statutory Auditor Mr. CORGNATI Franco justified his absence;
- the Notary Alessandro NAZARI, who would take the minutes of the meeting, Gerd Graehsler, Chief Financial Officer of Safilo Group, Katia Buja, Global Head Corporate and Legal Group Affairs, were also present at the venue where the Shareholders' Meeting was called, while Francesco Gianni, Secretary of the Board of Directors and Valentina Russo, Legal Corporate Affairs Counsel, participated via teleconference, in accordance with the law.

The Chairman declared that:

- the Shareholders' Meeting had been validly convened by means of notice of call of the ordinary shareholders' meeting made available on March 18th (eighteenth), 2020 (two thousand and twenty), on the Company's website and as an excerpt on the newspaper "La Repubblica" on March 19th (nineteenth), 2020 (two thousand and twenty), as subsequently amended by means of the

integration to the notice of call of the ordinary shareholders' meeting and call of the extraordinary Shareholders' Meeting made available on March 26th (twenty sixth), 2020 (two thousand and twenty), on the Company's website and as an excerpt on the newspaper "La Repubblica" on March 27th (twenty-seventh), 2020 (two thousand and twenty).

- the legitimacy to attend the Shareholders' Meeting of the shareholders as well as compliance with the current laws and by-laws of the proxies presented by the designated proxy - which were filed with the Company's records - had been ascertained by the authorized personnel.

The Chairman declared that only the designated proxy was in attendance, representing as a proxy no. 48 (forty-eight) shareholders, holding no. 201,903,856 (two hundred one million nine hundred three thousand eight hundred fifty-six) shares equal to 73.232151% (seventy-three point two hundred thirty-two thousand one hundred fifty-one per cent) of the share capital. The Chairman reminded that pursuant to the applicable provisions of law and by-laws, the Ordinary Shareholders' Meeting convened in single call is regularly constituted irrespectively of the proportion of represented share capital, whereas the Extraordinary Shareholders' Meeting convened in single call is regularly constituted with the presence of at least one fifth of the share capital and he declared the ordinary and extraordinary Shareholders' Meeting validly convened to discuss and resolve upon the items on the:

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

2. 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 Chairman announced that:

- the documentation relating to the Shareholders' Meeting, including the documentation required by Article 125-ter T.U.F., namely the illustrative reports on the items on the agenda, the annual financial report and the related reports of the independent Auditors and the Board of Statutory Auditors, the consolidated non-financial statement and the related report of the Auditing Company, the report on corporate governance and ownership structure and the Report on the remuneration policy and on the remuneration paid had been filed in compliance with current regulations and within the terms of the law; in particular they had been filed at the registered office, published on a specific section of the Company website and made available at the central storage of regulated information lInfo;
- additionally, the lists for the appointment of the Board of Statutory Auditors, presented respectively by the shareholders MULTIBRANDS ITALY B.V. and BDL CAPITAL MANAGEMENT, had been filed in compliance with the applicable regulations and within the terms of the law; These had been filed within the terms offset forth by the law at the Company's registered office, published on a specific section of the Company website and made available at the central storage of regulated information lInfo;
- lastly, the candidature for the appointment of a director presented by the shareholder MULTIBRANDS ITALY B.V. had also been filed at the Company's registered office, published on a specific section of the Company website and made available at the central storage of regulated information lInfo.

The Chairman announced that the share capital recorded at Register of Companies was authorised for Euro 369,943,372.53 (three hundred sixty-nine million nine hundred forty-three thousand three hundred seventy-two and fifty-three), of which subscribed and fully paid-in for Euro 349,943,372.53 (three hundred and forty-nine million nine hundred and forty-three thousand three

hundred and seventy two point fifty-three), divided into 275,703,846 (two hundred seventy-five million seven hundred three thousand eight hundred and forty-six) ordinary share without par value.

The Chairman informed that:

- the Company does not hold treasury shares;
- regarding the Shareholders' Meeting, no proxy solicitation had been carried out pursuant to Article 136 and subsequent of the Legislative Decree no. 58/1998 (T.U.F.);
- no request had been received by the Company for integration to the agenda, pursuant to Article 126 bis of Legislative Decree no. 58/1998 (T.U.F.).

The Chairman declared that the Company was aware of the existence of the following shareholders' agreement: agreement signed on May 9th (ninth), 2017 (two thousand and seventeen), between MULTIBRANDS Italy B.V., owning, at the time of the execution of the agreement no. 26,073,783 (twenty-six million seventy-three thousand seven hundred eighty-three) ordinary shares of the share capital of the Company, and Eugenio RAZELLI, member and current Chairman of the Board of Directors of the Company, concerning, inter alia, the inclusion of Eugenio RAZELLI as candidate of the list for the appointment of the Board of Directors of Safilo Group S.p.A. to be submitted on the occasion of the renewal of the board of directors, the exercise of the voting rights relating to the ordinary Shareholders' Meeting of Safilo Group S.p.A., as well as the appointment of Eugenio Razelli as Chairman of the Board of Directors. The agreement shall expire upon the appointment of the Board of Directors of SAFILO GROUP S.p.A. following the approval of the financial statements of the year ended as at December 31st, 2018.

The Chairman informed that the attendees list at the Shareholders' Meeting represented by the designated proxy, including the number of shares represented and the indication of any delegating shareholder, would be attached to the minutes of the Shareholders' Meeting.

The Chairman informed that based on the Shareholders' Ledger, and communications received according to Article 120 of the "TUF" (Consolidated Finance Act), as well as to other information available to the Company, attendees holding directly or indirectly more than 3% (three percent) of the share capital represented by shares with voting rights (pursuant to the pro tempore applicable legislation), are the following:

- HAL HOLDING NV through MULTIBRANDS ITALY B.V. holding No. 137,417,972 (one hundred thirty-seven million four hundred seventeen thousand nine hundred seventy-two) shares equal to 49,84% (forty-nine point eighty-four per cent) of the ordinary share capital and equal to 49,84% (forty-nine point eighty-four per cent) of the voting capital;
- BDL CAPITAL MANAGEMENT with a total of 41,344,726 (forty-one hundred three hundred forty-four thousand seven hundred

- twenty-six) shares equal to 14.99% (fourteen point ninety-nine percent) of the ordinary share capital and equal to 14.99% (fourteen point ninety-nine percent) of the voting capital, through BDL REMPART EUROPE with 27,356,177 (twenty seven million three hundred fifty-six thousand one hundred seventy seven) shares equal to 9.922% (nine point nine hundred twenty-two percent) of the ordinary share capital and equal to 9.922% (nine point nine hundred twenty-two percent) of the voting capital, BDL CONVICTIONS with 6,785,996 (six million seven hundred eighty-five thousand nine hundred ninety-six) shares equal to 2,461% (two point four hundred sixty-one percent) of the ordinary share capital and equal to 2,461% (two point four hundred and sixty-one percent) of the voting capital, BDL NAVARRE with 4,873,628 (four million eight hundred seventy-three thousand six hundred twenty-eight) shares equal to 1,767% (one point seven hundred seventy-seven percent) of the ordinary share capital and equal to 1,767% (one point seven hundred seventy seven percent) of the voting capital, R PORTFOLIO BDL EUROPEAN EQUITY with 2,328,925 (two million three hundred twenty-eight thousand nine hundred twenty-five) shares equal to 0.844% (zero point eight hundred forty-four percent) of the ordinary share capital and equal to 0.844% (zero point eight hundred forty-four per cent) of the voting capital;
- BRANDES INVESTMENT PARTNERS LP holding 8,358,864 (eight million three hundred fifty-eight thousand eight hundred sixty-four) share equal to 3.03 (three oint zero three percent) of the ordinary share capital and equal to 3.03 (three point zero three percent) of the voting capital.

The Chairman also informed that, for technical and organizational reasons, some employees of the Company also were attending the Shareholders' Meeting, via teleconference in accordance with the law.

The Chairman informed about the Shareholders' Meeting procedures: after the presentation of each item on the agenda, the voting phase would have taken place; the vote on the item on the agenda would have taken place by enunciation, by the designated proxy, of the voting instructions received from those entitled to vote, indicating, for each delegating shareholder, the relative name and relative number of shares for verbalization purposes.

The names of the shareholders voting in favor, against or abstained, and the relative number of shares owned and represented, would have resulted from a document attached to the minutes of the Shareholders' Meeting.

The Chairman then moved on to the first item - ordinary session - on the agenda that he reminded those in attendance being:

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

The Chairman reminded that:

- with the approval of the financial statements as of December 31st (thirty first), 2019 (two thousand and nineteen), to be discussed as item number 2 (two) on the agenda, the mandate of the members of the Board of Statutory Auditors of the Company expired and, therefore, it was necessary to appoint the new Board of Statutory Auditors;

- as indicated in the notice of call of the Shareholders' Meeting and in the Board of Directors' report relating to this item on the agenda, the appointment of the Board of Statutory Auditors takes place according to the voting list mechanism, in compliance with the provisions of Article 27 of the Company's Articles of Association, published on the Company's web-site and referred to in full, so as to (a) allow the minority to appoint one standing member and one alternate member, and (b) ensure the balance between genders (masculine and feminine) represented within the Board of Statutory Auditors.

The Chairman pointed out that the members of the Board of Directors would have been appointed as follows:

- two standing members and one alternate member shall be elected from the list that obtained the majority of the votes in the sequential order in which they appear on this list;

- the third standing member and the second alternate member shall be taken from the second list obtaining the majority of the votes after the first list. The first and second candidates appearing on this list shall be elected in the sequential order in which they appear therein;

- the Shareholders' Meeting shall appoint as Chairman of the Board of Statutory Auditors the standing Statutory Auditor elected from the list that obtained the majority of the votes after the first list.

The Chairman informed that 2 (two) lists were presented within the legal terms:

- list no. 1 (one) presented by the shareholder MULTIBRANDS ITALY B.V., holder of a total of no. 137,417,972 (one hundred thirty-seven million four hundred seventeen thousand nine hundred seventy-two) shares equal to 49,84% (forty-nine point eighty-four percent) of the ordinary share capital having voting rights in the Shareholders' Meeting;

- list no. 2 (two) presented by the shareholder BDL CAPITAL MANAGEMENT (managing the funds BDL REMPART EUROPE, BDL CONVICTIONS, R BDL and BDL NAVARRE) with a total of 41,344,726 (forty-one hundred three hundred forty-four thousand seven hundred twenty-six) shares equal to 14.99% (fourteen point ninety-nine percent) of the ordinary share capital having voting rights in the Shareholders' Meeting.

List no. 1 (one), presented by MULTIBRAMDS ITALY B.V., is composed of the following persons:

Standing Statutory Auditors

1. SOLIMANDO Bettina
2. PADOVA Roberto
3. CORGNATI Franco

Alternate Statutory Auditors

1. REGINATO Marzia Barbara
2. MICHIELON Marco

List no. 2, presented by BDL CAPITAL MANAGEMENT, is composed of the following persons:

Standing Statutory Auditors

1. PEZZUTO Carmen

Alternate Statutory Auditors

1. PRANDIN Marco

The Chairman pointed out that the shareholder BDL CAPITAL MANAGEMENT expressly declared the absence of any relevant relationships pursuant to current legislation with the shareholders who hold a controlling or relative majority stake, as required by current legislation.

The Chairman reminded that, together with the lists, the following had been filed:

- documentation proving the ownership of shares necessary to submit a list;
- full personal and professional details of the candidates together with a list of directorships and supervisory positions held in other companies;
- statements of each candidate accepting the candidacy and attesting under his/her own responsibility the absence of any reasons for incompatibility and/or ineligibility contained in law and their possession of the requirements of integrity and experience envisaged by the law for members of the Board of Statutory Auditors.

The Chairman of the Shareholders' Meeting sincerely thanked the outgoing Board of Statutory Auditors for their contribution to the Company to date and proposed, bearing in mind that the above documents had been made public under the law and made available to those present, to omit reading the document.

The designated proxy approved the proposal.

The Chairman put list no. 1 (one) presented by the shareholder MULTIBRANDST ITALY B.V. to the vote and asked the designated proxy to communicate the names of the shareholders who voted in favor of list no. 1 (one) and the number of shares they held.

The designated proxy declared no. 138,961,972 (one hundred thirty-eight million nine hundred sixty-one thousand nine hundred seventy-two) votes in favor of list no. 1 (one).

The Chairman put list no. 2 (two) presented by the shareholder BDL CAPITAL MANAGEMENT to the vote and asked the designated proxy to communicate the names of the shareholders who voted in favor of list no. 2 (two) and the number of shares they held.

The designated proxy declared no. 62,941,884 (sixty two million nine hundred forty-one thousand eight hundred eighty-four) votes

in favor of list no. 2 (two).

The Chairman asked the designated proxy to communicate the names of the shareholders who voted against all lists and the number of shares they held.

The designated proxy declared zero votes against.

The Chairman asked the designated proxy to communicate the names of the shareholders who abstained from voting and the number of shares they held.

The designated proxy declared zero abstentions.

The Chairman announced that:

- list no. 1 (one) presented by the shareholder MULTIBRANDS ITALY B.V. obtained no. 138,961,972 votes (one hundred thirty-eight million nine hundred sixty-one thousand nine hundred seventy-two), therefore a number of votes representing the majority of the votes cast, that is 68.825814% (sixty eight point eight hundred twenty-five thousand eight hundred fourteen percent) of the voting capital;

- list no. 2 (two) presented by the shareholder BDL CAPITAL MANAGEMENT obtained no. 62,941,884 (sixty-two million nine hundred forty-one thousand eight hundred eighty-four) votes in favor, that is 31.174186% (thirty one point one hundred seventy-four thousand three hundred eighty-six percent) of the voting capital;

- no. 0 (zero) votes against all lists;

- no. 0 (zero) votes were not cast in favor of any of the lists.

The Chairman therefore declared that the following people were elected as members of the Board of Statutory Auditors:

Standing Statutory Auditors:

SOLIMANDO Bettina, born in San Severo (FG) on 7 August 1974, domiciled in - **OMISSIS** -, registered with the Italian Register of Statutory Auditors no. 126817 as per D.M. (Italian Ministerial Decree) July 23, 2002, G.U. (Gazzetta Ufficiale) no. 60 of 30 July 2002;

PADOVA Roberto, born in Rome (RM) on December 4, 1956, domiciled in - **OMISSIS** -, registered with the Register of Lawyers of Rome no. 17007 since November 28, 1985;

PEZZUTO Carmen, born in Sacile (PN) on 22 November 1967, domiciled in - **OMISSIS** -, registered with the Italian Register of Statutory Auditors no. 114043 as per D.M. (Italian Ministerial Decree) December 31, 1999, G.U. (Gazzetta Ufficiale) no. 14 of February 18, 2000;

REGINATO Marzia Barbara, born in Genoa (GE) on 17 August 1959, domiciled in - **OMISSIS** -, registered with the Register of Lawyers of Padua;

PRANDIN Marco, born in Dolo (VE) on 2 May 1983, domiciled in - **OMISSIS** -, registered the Italian Register of Statutory Auditors at no. 156644 as per D.M. (Italian Ministerial Decree) October 23, 2009, G.U. (Gazzetta Ufficiale) no. 86 of November 6, 2009; and that pursuant to and for the purposes of Article 27 (twenty-seven) of the Articles of Association, the office of

Chairman of the Board of Statutory Auditors belongs to PEZZUTO Carmen, as Standing Statutory Auditor proposed by the list that obtained the majority of the votes after the first list.

The Chairman recalled that the list containing the names of the shareholders who voted in favor, against or abstained from voting and the related number of shares would be attached to the Minutes as an integral part of the same.

The Chairman put to the vote the proposal of the shareholders MULTIBRANDS ITALY B.V. and BDL ASSET MANAGEMENT to confirm the remuneration approved for the Board of Statutory Auditors in the previous three-year 2017 (two thousand seventeen) - 2020 (two thousand and twenty) mandate, and therefore a gross remuneration of Euro 57,000 (fifty-seven thousand) per year for the Chairman of the Board of Statutory Auditors and a gross remuneration of Euro 38,000 (thirty-eight thousand) per year for each Standing Statutory Auditor, in addition to the reimbursement of the expenses incurred in connection with their office.

The Chairman asked the designated proxy to communicate the names of and the number of shares held by the shareholder who voted (i) in favor of the proposal, (ii) against the proposal and (iii) that abstained from voting.

The designated proxy declared no. 201,903,856 (two hundred one million nine hundred three thousand eight hundred fifty-six) votes in favor, zero votes against and zero abstentions.

The Chairman announced that the proposal submitted by the shareholders MULTIBRANDS ITALY B.V. and BDL ASSET MANAGEMENT to confirm the remuneration approved for the Board of Statutory Auditors in the previous three-year 2017 (two thousand seventeen) - 2020 (two thousand and twenty) mandate, and therefore a gross remuneration of Euro 57,000 (fifty-seven thousand) per year for the Chairman of the Board of Statutory Auditors and a gross remuneration of Euro 38,000 (thirty-eight thousand) per year for each Standing Statutory Auditor, in addition to the reimbursement of the expenses incurred in connection with their office, was unanimously approved.

The Chairman recalled that the list containing the names of the shareholders who voted in favor, against or abstained from voting and the related number of shares would be attached to the Minutes as an integral part of the same.

The Chairman then read the resolution approved by the Shareholders' Meeting:

"The Shareholders' Meeting

- having taken into account the proposal submitted by the shareholders;
- having taken into account the Illustrative Report of the Board of Directors;

Resolves

- to appoint for a period of three financial years, with expiry on the date of the Shareholders' Meeting called to approve the financial statements for the year ended December 31st

(thirty-first), 2022 (two thousand twenty-two), the Standing Statutory Auditors:

PADOVA Roberto, born in Rome (RM) on December 4, 1956, domiciled in - **OMISSIS** -, registered with the Register of Lawyers of Rome no. 17007 since November 28, 1985;

SOLIMANDO Bettina, born in San Severo (FG) on 7 August 1974, domiciled in - **OMISSIS** -, registered with the Italian Register of Statutory Auditors no. 126817 as per D.M. (Italian Ministerial Decree) July 23, 2002, G.U. (Gazzetta Ufficiale) no. 60 of 30 July 2002;

PEZZUTO Carmen, born in Sacile (PN) on 22 November 1967, domiciled in - **OMISSIS** -, registered with the Italian Register of Statutory Auditors no. 114043 as per D.M. (Italian Ministerial Decree) December 31, 1999, G.U. (Gazzetta Ufficiale) no. 14 of February 18, 2000;

As well as the Alternate Statutory Auditors:

REGINATO Marzia Barbara, born in Genoa (GE) on 17 August 1959, domiciled in - **OMISSIS** -, registered with the Register of Lawyers of Padua;

PRANDIN Marco, born in Dolo (VE) on 2 May 1983, domiciled in - **OMISSIS** -, registered the Italian Register of Statutory Auditors at no. 156644 as per D.M. (Italian Ministerial Decree) October 23, 2009, G.U. (Gazzetta Ufficiale) no. 86 of November 6, 2009; - to appoint PEZZUTO Carmen as Chairman of the Board of Statutory Auditors, pursuant to and for the purposes of Article 27 of the Articles of Association;

- to determine the remuneration to be paid to the members of the Board of Statutory Auditors in Euro 57,000 (fifty-seven thousand) gross per year for the Chairman of the Board of Statutory Auditors and Euro 38,000 (thirty-eight thousand) gross per year for each Standing Statutory Auditor, in addition to the reimbursement of the expenses incurred in connection with their office."

The Chairman then moved on to the second item on the agenda - ordinary session - that he reminded those present being the following:

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

The Chairman informed that:

- as provided by the applicable law, the draft separate financial statements were made available to the shareholders at the registered office, on the Company website as well as at the central storage of regulated information 1Info within the deadlines set forth by the law, together with the consolidated financial statements and other required documents;

- only the separate financial statements were submitted to the Shareholders' Meeting for its approval, pursuant to Article 2364,

no. 1, of the Italian Civil Code, whereas the consolidated financial statements were made known to the shareholders but shall not be approved by the Shareholders' Meeting.

In consideration of the fact that the above-mentioned documents were made available to shareholders within the terms set forth by the law, the Chairman proposed to omit reading it.

The designated proxy approved the proposal.

The Chairman then read the proposed resolution:

"The Shareholders' Meeting:

- having taken into account the draft financial statements for the year ended as at December 31, 2019 and the related reports of the Directors, the Board of Statutory Auditors and the Auditing Company;
- having taken into account the consolidated financial statements as at December 31, 2019;
- having taken into account the Illustrative Report of the Board of Directors;

resolves

- to approve the financial statements for the year ended as at December 31, 2019;
- to carry forward the loss, generated in the year, amounting to Euro 242,119,810."

The Chairman put the proposal to the vote.

The Chairman asked the designated proxy to communicate the names of and the number of shares held by the shareholder who voted (i) in favor of the proposal, (ii) against the proposal and (iii) that abstained from voting.

The designated proxy declared no. 201,903,856 (two hundred one million nine hundred three thousand eight hundred fifty-six) votes in favor, zero votes against and zero abstentions.

The Chairman informed that the resolution was unanimously approved.

The Chairman recalled that the list containing the names of the shareholders who voted in favor, against or abstained from voting and the related number of shares would be attached to the Minutes as an integral part of the same.

Then the Chairman moved on to the third item on the agenda - ordinary session -, that he reminded those present being the following:

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;

The Chairman reminded that:

- the Report on the remuneration policy and on the remuneration paid was drawn up and filed according to Article 123-ter of the T.U.F. and Article 84-"quarter" of the Issuers' regulations and

was made available within the terms set by the law;

- the Report on the remuneration policy and on the remuneration paid is divided into two sections, which illustrate respectively: (i) the Company's policy on the remuneration of the members of the Board of Directors, managers with strategic responsibilities and members of the Board of Statutory Auditors for the financial year 2020 (two thousand and twenty) and the procedures adopted for the adoption and implementation of this policy (the "Remuneration Policy");

(ii) each of the items that make up the remuneration of the members of the Board of Directors, Board of Statutory Auditors and managers with strategic responsibilities, as well as the remuneration paid to them for any reason during the 2019 financial year (the "Remuneration Paid");

- the Shareholders' Meeting was called to approve the first section of the Report containing the Remuneration Policy, pursuant to Article 123 ter, paragraph 3-ter of Legislative Decree no. 58 of February 24, 1998;

- the Shareholders' Meeting was also called to resolve in favor of or against the second section of the Report containing the "Remuneration Paid", pursuant to Article 123 ter, paragraph 6 of Legislative Decree no. 58 of February 24, 1998. The Shareholders' Meeting resolution on the second section was not binding but the outcome of the vote would in any case be made available to the public pursuant to Article 125-quater, paragraph 2, of Legislative Decree 58/98.

In consideration of the fact that the Report on the remuneration policy and on the remuneration paid was made available to shareholders within the terms set forth by the law, the Chairman proposed to omit reading it.

The designated proxy approved the proposal.

The Chairman moved on to read the proposed resolution.

"The Shareholders' Meeting:

- having taken into account the contents of the first section of the Report on the remuneration policy and on the remuneration paid, relating to the Company's policy on the remuneration of the members of the Board of Directors, managers with strategic responsibilities and Board of Statutory Auditors for the 2020 financial year and the procedures used for the adoption and implementation of this policy;
- having taken into account the contents of the second section of the Report on the remuneration policy and on the remuneration paid, relating to the items that make up the remuneration of the members of the Board of Directors, Board of Statutory Auditors and managers with strategic responsibilities, as well as the remuneration paid to them for any reason during the 2019 financial year;
- having taken into account the Illustrative Report of the Board of Directors;

resolves

- to approve the first section of the Report on the remuneration policy and on the remuneration paid;
- in favor of the second section of the Report on the remuneration policy and on the remuneration paid."

The Chairman put to the vote the first section of the Report on the remuneration policy and on the remuneration paid.

The Chairman asked the designated proxy to communicate the names of and the number of shares held by the shareholder who voted (i) in favor of the proposal, (ii) against the proposal and (iii) that abstained from voting.

The designated proxy declared no. 180,306,698 (one hundred eighty million three hundred six thousand six hundred ninety-eight) votes in favor, no. 21,597,158 (twenty-one million five hundred ninety-seven thousand one hundred fifty-eight) votes against and zero abstentions.

The Chairman informed that the proposal had been approved by the majority.

The Chairman put to the vote the second section of the Report on the remuneration policy and on the remuneration paid.

The Chairman asked the designated proxy to communicate the names of and the number of shares held by the shareholder who voted (i) in favour of the proposal, (ii) against the proposal and (iii) that abstained from voting.

The designated proxy declared no. 180,306,698 (one hundred eighty million three hundred six thousand six hundred ninety-eight) votes in favor, no. 21,597,158 (twenty-one million five hundred ninety-seven thousand one hundred fifty-eight) votes against and zero abstentions.

The Chairman informed that the proposal was approved by the majority.

The Chairman recalled that the list containing the names of the shareholders who voted in favor, against or abstained from voting and the related number of shares would be attached to the Minutes as an integral part of the same.

Then the Chairman moved on to the fourth item on the agenda - ordinary session -, that he reminded those present being the following:

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

The Chairman reminded that the Shareholders' Meeting was asked to approve the adoption, pursuant to Article 114-bis of the T.U.F., of a retention and incentive plan (the "Plan"), to be implemented by means of a maximum of 7,000,000 (seven million) options (the "Options") to be granted in no more than 3 (three) tranches and free of charge to (i) executive directors that are also employees and (ii) other employees of Safilo Group and/or other companies within the Safilo Group who hold an important role or who play a significant role in the achievement of the medium-long term

goals of the Company and of the companies within the Safilo Group. The Options grant the beneficiaries with the right to subscribe newly issued ordinary shares of the Company, without any indication of par value, deriving from an issuance in cash, without capital increase, up to a maximum number of 7,000,000 (seven millions) ordinary shares without any indication of par value, with exclusion of pre-emption right pursuant to Article 2441, Paragraph 8, of the Italian Civil Code, which has been submitted for approval to the Shareholders' Meeting, extraordinary session.

The Company shall be entitled to fulfil - in whole or in part - its obligations deriving from the Plan through the assignment to the Beneficiaries of shares deriving from any buy-back plan that should be implemented by the Company as a replacement for or in addition to the above mentioned issuance of shares, it being understood that the overall number of shares assigned to the Beneficiaries pursuant to the Plan shall not exceed 7,000,000 (seven million).

The conditions, terms and procedures for implementing the Plan are better defined in the Illustrative Report drawn up pursuant to Article 125-ter of T.U.F. and in the informative document drawn-up pursuant to Article 84-bis of Issuers' Regulation and in accordance with Scheme 7 of Annex 3A to Issuers' Regulation, attached to the above-mentioned Illustrative Report.

In consideration of the fact that the Illustrative Report as well as the informative document were made available to shareholders within the terms set forth by the law, the Chairman proposed to omit reading it.

The designated proxy approved the proposal.

The Chairman then read the proposed resolution.

"The Shareholders' Meeting:

- taking into account the related Illustrative Report of the Board of Directors;
- having examined the Informative Document drawn up according to Article 84-bis of the Issuers' Regulation

resolves

- to approve, according to Article 114-bis of the Legislative Decree 24 February 1998, no. 58, the adoption of a stock option plan named "Stock Option Plan 2020 - 2022", in accordance with the guidelines outlined in the report of Board of Directors and in the informative document on the "Stock Option Plan 2020 - 2022";

- to grant the Board of Directors any powers necessary or appropriate to give full and complete effect to the "Stock Option Plan 2020 - 2022 " and, in particular and among other things, the power to prepare and adopt the regulation implementing the aforementioned plan, as well as modify and/or integrate it, the power to identify the beneficiaries and to determine the number of options to be granted to each of them, to proceed with the grant to the beneficiaries, to set the exercise price of the options and to carry out any act, requirement, formality or communication

as needed for the management and/or implementation of the plan, with the authority to delegate its powers, duties and responsibilities concerning the implementation and enforcement of the plan to the Chief Executive Officer of the Company, being understood that any decision related to the assignment of options to the Chief Executive Officer of Safilo Group S.p.A. (like every other decision related to the management and/or implementation of the plan towards him) will be at the exclusive competence of the Board of Directors;

- to grant on the Chairman of the Board of Directors and the Chief Executive Officer, severally and with the power to sub-delegate, all powers to carry out the legal and regulatory obligations consequent to the adopted resolutions."

The Chairman put the proposal to the vote.

The Chairman asked the designated proxy to communicate the names of and the number of shares held by the shareholder who voted (i) in favor of the proposal, (ii) against the proposal and (iii) that abstained from voting.

The designated proxy declared no. 187,220,224 (one hundred eighty-seven two hundred twenty two hundred twenty-four) votes in favor, 14,683,632 (fourteen million six hundred eighty-three thousand six hundred thirty-two) votes against and zero abstentions.

The Chairman informed that the resolution was approved by the majority..

The Chairman recalled that the list containing the names of the shareholders who voted in favor, against or abstained from voting and the related number of shares would be attached to the Minutes as an integral part of the same.

Then the Chairman moved on to the fifth item on the agenda - ordinary session -, that he reminded those present being the following:

5. Appointment of a Director; related and consequent resolutions

The Chairman recalled that:

- the Shareholders' Meeting was asked to integrate the Board of Directors following the resignation, on March 24th (twenty-fourth), 2020 (two thousand and twenty), of GERARDIN Catherine Marie Yvonne, independent and non-executive Director of the Board of Directors;

- the appointment of the Director takes place without application of the list voting procedure, required by the Articles of Association only for the renewal of the entire Board, and therefore by means of a majority resolution on the basis of proposals submitted by shareholders;

- the elected Director would remain in office until the expiry date foreseen for all the other members of the Board of Directors, i.e. until the approval of the financial statements for the year ending on December 31st (thirty-first), 2020 (two thousand and twenty), and that the annual remuneration for the new director shall be equal to Euro 50,0000 (fifty thousand), as resolved by

the Shareholders' Meeting of April 24th (twenty-fourth), 2018 (two thousand and eighteen).

In consideration of the fact that the Illustrative Report of the Board of Directors on this item on the agenda, drafted pursuant to Article 125-ter of T.U.F. were made available to shareholders within the terms set forth by the law, the Chairman proposed to omit reading it.

The designated proxy approved the proposal.

The Chairman also recalled that:

- on April 7th (seventh), 2020 (two thousand and twenty), the shareholder MULTIBRANDS ITALY B.V. filed the proposal for the appointment of BUJA Katia as director, and the related proposal (including the supporting documentation) was also made available on the Company's website;
- no other proposals were submitted.

The Chairman then read the resolution proposal relating to the fifth item on the agenda:

"The Shareholders' Meeting:

- taking into account the proposal submitted by the shareholders MULTIBRANDS ITALY B.V.;
- having examined the Illustrative Report of the Board of Directors;

resolves

- to appoint BUJA Katia, born in Padua (PD) on 20 January 1966, with domicile in - **OMISSIS** - , as the new Director of SAFILO GROUP S.P.A. with immediate effect and until the expiry of the mandate of the Board of Directors currently in office."

The Chairman then put to the vote the candidature proposal of the shareholder MULTIBRANDS ITALY B.V..

The Chairman asked the designated proxy to communicate the names of and the number of shares held by the shareholder who voted (i) in favor of the proposal, (ii) against the proposal and (iii) that abstained from voting.

The designated proxy declared no. 194,919,797 (one hundred ninety-four million nine hundred nineteen thousand seven hundred ninety-seven) votes in favor, 6,984,059 (six million nine hundred eighty-four thousand fifty-nine) votes against and zero abstentions.

The Chairman informed that the resolution was approved by the majority.

The Chairman recalled that the list containing the names of the shareholders who voted in favor, against or abstained from voting and the related number of shares would be attached to the Minutes as an integral part of the same.

As the discussion of the items on the agenda of the ordinary session of the Shareholders' Meeting ended, the Chairman declared the ordinary session of the Shareholders' Meeting closed at forty-five past ten and went on to discuss the topic on the agenda - extraordinary session.

The Chairman recalled all communications and clarifications given at the opening of the Shareholders' Meeting and confirmed that the Shareholders' Meeting was validly constituted in extraordinary session, only the designated proxy was in attendance, representing as a proxy no. 48 (forty-eight) shareholders, holding no. 201,903,856 (two hundred one million nine hundred three thousand eight hundred fifty-six) shares equal to 73.232151% (seventy-three point two hundred thirty-two thousand one hundred fifty-one percent) of the share capital. Then the Chairman moved on to the first item on the agenda - extraordinary session -, that he reminded those present being the following:

- 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 Chairman recalled that:

- the Shareholders' Meeting was asked to approve the proposal of issuance in cash, without capital increase, up to a maximum number of 7,000,000 (seven million) 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, approved today by the Shareholders' Meeting - ordinary session.

The Chairman informed that:

- the issue price of the shares shall be equal to the volume weighted average (rounded down to the second decimal place) official price of the Company shares for the preceding month leading up to the day on which the Board of Directors resolves the assignment of the Options under the Plan (therefore, it means the period starting from the day preceding the Board of Directors' meeting which resolves the assignment and ending on the same day of the previous calendar month, being understood that, during the aforesaid period, only trading days will be taken into account to determine the weighted average).

- any payments made by the beneficiaries for the purpose of exercising the Options assigned to them will be fully charged to the share premium reserve, without any increase in the share capital; consequently, the shares' issuance will lead to an increase in maximum no. 7,000,000 (seven million) shares of the number of shares into which the share capital is divided, equal

to 349,943,372.53 Euros (three hundred forty-nine million nine hundred forty-three thousand three hundred seventy-two and fifty-three), the latter remaining unchanged.

In consideration of the fact that the Illustrative Report drafted pursuant to Article 125-ter of T.U.F. and Article 72 of the Issuers' Regulations was made available to shareholders within the terms set forth by the law, the Chairman proposed to omit reading it.

The designated proxy approved the proposal.

The Chairman then read the proposed resolution.

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

- having taken into account the approval by the Ordinary Shareholder's Meeting of the Company held on April 28 (twenty-eight), 2020 (two thousand and twenty), pursuant to Article 114-bis of the Legislative Decree no. 58 of February 24, 1998, of the stock option plan named "Stock Option Plan 2020 (two thousand and twenty) -2022 (two thousand and twenty-two)";
- having taken into account the Illustrative Report of the Board of Directors;
- having taken into account that the share capital is Euro 349,943,372.53 (three hundred forty-nine million nine hundred forty-three thousand three hundred seventy-two/53), fully subscribed and paid in, represented by no. 275,703,846 (two hundred seventy-five million seven hundred and three thousand eight hundred forty-six) ordinary shares without any indication of par value;

resolves

- 1) to issue in cash, without capital increase, up to a maximum number of 7,000,000 (seven million) ordinary shares without any indication of par value, having the same characteristics as those already issued, with exclusion of the pre-emption right pursuant to Article 2441, Paragraph 8, of the Italian Civil Code, reserved for subscription to the beneficiaries of the 2020 (two thousand and twenty) -2022 (two thousand and twenty-two) Stock Option Plan, stating that according to Article 2439, paragraph 2, of the Italian Civil Code, the deadline for the subscription is June 30th (thirtieth), 2030 (two thousand and thirty), and providing that should all the shares not be subscribed according to the terms and conditions stated herein and by the set deadline, the number of shares representing the share capital will be increased by an amount equal to the number of shares subscribed at that time;
- 2) to confer to the Board of Directors the right to set the issue price of the shares, that shall be equal to the volume weighted average (rounded down to the second decimal place) official price of the Company shares for the preceding month leading up to the day on which the Board of Directors resolves the assignment of the Options under the Plan (therefore, it means the period starting from the day preceding the Board of

Directors' meeting which resolves the assignment and ending on the same day of the previous calendar month, being understood that, during the aforesaid period, only trading days will be taken into account to determine the weighted average);

- 3) to amend accordingly the text of Article 5 of the Company's Articles of Association:

"Share capital amounts to Euro 349,943,372.53 (three hundred forty-nine million nine hundred forty-three thousand three hundred seventy-two/53) divided into no. 275,703,846 (two hundred seventy-five million seven hundred and three thousand eight hundred forty-six) ordinary shares without any indication of par value.

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 above, the extraordinary meeting of April 15th, 2014 resolved to increase the share capital by a maximum 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) without any indication of par value, to be offered for subscription to directors and/or employees of the Company and its subsidiaries.

On April 26, 2017, the extraordinary general meeting resolved to increase the share capital, in cash and in more tranches, by a maximum 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) without any indication of par value, 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 the granting of options (therefore the period starting from the day preceding the Board of Directors' meeting which resolves the granting of options 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).

On April 28, 2020, the extraordinary shareholders' meeting resolved to issue, without capital increase, up to a maximum

number of 7,000,000 (seven million) ordinary shares without any indication of par value, having the same characteristics as those already issued, with exclusion of the pre-emption right pursuant to Article 2441, paragraph 8, of the Italian Civil Code, to be offered for subscription to the beneficiaries of the 2020-2022 Stock Option Plan, at an issue price, fully charged to the share premium reserve, equal to the volume weighted average (rounded down to the second decimal place) official price of the Company shares for the preceding month leading up to the day on which the Board of Directors resolves the assignment of the Options under the Plan (therefore, it means the period starting from the day preceding the Board of Directors' meeting which resolves the assignment and ending on the same day of the previous calendar month, being understood that, during the aforesaid period, only trading days will be taken into account to determine the weighted average)."

4) to grant severally the Chairman and the Chief Executive Officer, who can sub-delegate someone else, 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 or integrations that might be appropriate or required by the competent Authorities, 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 subscription of the shares' issuance serving 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".

The Chairman put the resolution to vote.

The Chairman asked the designated proxy to communicate the names of and the number of shares held by the shareholder who voted (i) in favor of the proposal, (ii) against the proposal and (iii) that abstained from voting.

The designated proxy declared no. 187,202,224 (one hundred eighty-seven million two hundred twenty thousand six hundred thirty-two) votes in favor, no. 14,683,632 (fourteen million six hundred eighty-three thousand six hundred and thirty-two) votes against and zero abstentions.

The Chairman informed that the resolution was approved by the majority.

The Chairman recalled that the list containing the names of the shareholders who voted in favor, against or abstained from voting and the related number of shares would be attached to the Minutes as an integral part of the same.

There being no further items on the agenda, the Chairman thanked the Shareholders for taking part in the meeting, which he declared closed at eleven a.m."

The following appendices are to be attached to these minutes:

- under letter "A", the situation at the constitution of the Ordinary Shareholders' Meeting;
- under letter "B", the attendance sheet;
- under the letter "C", documents including voting results related to the first item - appointment of the Board of Statutory Auditors - on the agenda of the ordinary session;
- under the letter "D", documents including voting results related to the first item - remuneration of the Board of Statutory Auditors - on the agenda of the ordinary session;
- under letter "E", documents including voting results related to the second item on the agenda of the ordinary session;
- under letter "F", documents including voting results related to the third item - Report on Remuneration, Section I - on the agenda of the ordinary session;
- under letter "G", documents including voting results related to the third item - Report on Remuneration, Section II - on the agenda of the ordinary session;
- under letter "H", documents including voting results related to the fourth item on the agenda of the ordinary session;
- under letter "I", documents including voting results related to the fifth item on the agenda of the ordinary session;
- under letter "L", the situation at the constitution of the extraordinary Shareholders' Meeting;
- under letter "M", documents including voting results related to the first item on the agenda of the extraordinary session;
- under the letter "N", the list of ordinary and extraordinary Shareholders' Meeting attendees, with all voting results;
- under the letter "O", the summary report of the votes related to the items on the agenda of Shareholders' Meeting;
- under the letter "P", the complete text of the Articles of Association with the amendments approved by the Shareholders' Meeting.

Costs of this act are borne by the Company.

This deed was written by electronic means and completed by pen by a trustee person; the same, together with its annexes attached herewith, is signed by the undersigned only, the Notary, as set forth by the law at six p.m..

The act is composed of seven sheets which occupies twenty-four full pages and up here of the present.

Signed

Alessandro Nazari (seal)

Assemblea Ordinaria del 28 aprile 2020

SITUAZIONE ALL'ATTO DELLA COSTITUZIONE

Sono ora rappresentate numero 201.903.856 azioni ordinarie
pari al 73,232151% del capitale sociale, tutte ammesse al voto.

Sono presenti numero 48 azionisti rappresentati per delega.



Elenco Interventuti (Tutti ordinati cronologicamente)

Assemblea Ordinaria/Straordinaria

Badge	Titolare	Tipo Rap.	Deleganti / Rappresentati legalmente	Ordinaria	Straordinaria
I	COMPUTERSHARE SPA RAPPR DESIGNATO IN QUALITA' DI SUBDELEGATO 135-NOVIES (ST. TREVISAN) IN PERSONA DI CATTANEO CLAUDIO			0	0
1	D	QUAERO CAPITAL FUNDS (LUX)		4.098.632	4.098.632
2	D	D.E SHAW COUNTRY GLOBAL ALPHA		13	13
3	D	D. E. SHAW VALUE ALL COUNTRY ALPHA EXTENSION		10	10
4	D	D. E. SHAW WORLD ALPHA EXTENSION PORTFOLIOS LLC		77	77
5	D	FCP AVIVA REBOND		26.725	26.725
6	D	JANUS HENDERSON HORIZON FUND		2.412.371	2.412.371
7	D	TR EUROPEAN GROWTH TRUST PLC		2.624.395	2.624.395
8	D	INVESCO STRATEGIC DEVELOPED EX US SMALL COMPANY ETF		5.088	5.088
9	D	SOUTH CAROLINA RETIREMENT SYSTEMS GROUP TRUST		14	14
10	D	ALASKA PERMANENT FUND CORPORATION		9.085	9.085
11	D	MUF - LYXOR FTSE ITALIA MID CA		770.153	770.153
12	D	MUL - LYXOR ITALIA EQUITY PIR		31.912	31.912
13	D	STICHTING PENSIOENFONDS APF		3.083	3.083
14	D	THOMPSON AND MURFF INVESTMENTS LP		29.273	29.273
15	D	BRANDES INSTITUTIONAL EQUITY TRUST		3.403.118	3.403.118
16	D	CITY OF MILWAUKEE DEFERRED COMPENSATION PLAN		65.207	65.207
17	D	NORTHERN TRUST GLOBAL INVESTMENTS COLLECTIVE FUNDS TRUST		264	264
18	D	HARRY-ANNA INVESTMENT FUND INC.		106.205	106.205
19	D	FORD MOTOR COMPANY DEFINED BENEFIT MASTER TRUST		1.544	1.544
20	D	CHEVRON MASTER PENSION TRUST		359.422	359.422
21	D	BRANDES INVESTMENT PARTNERS LP 401K PLAN		126.855	126.855
22	D	UTAH STATE RETIREMENT SYSTEMS		1.084.542	1.084.542
23	D	FORD MOTOR COMPANY OF CANADA, LIMITED PENSION TRUST		154	154
24	D	CHALLENGE ITALIAN EQUITY		1.463.419	1.463.419
25	D	JOHN HANCOCK VARIABLE INSURANCE TRUST INTERNATIONAL SMALL COMPANY TRUST		2.378	2.378
26	D	JOHN HANCOCK FUNDS II INTERNATIONAL SMALL COMPANY FUND.		168	168
27	D	RBC DEXIA TORONTO POOLED CLIENTS A/C		7.398	7.398
28	D	BRANDES INTERNATIONAL SMALL CAP EQUITY FUND		2.724.811	2.724.811
29	D	D. E. SHAW ASYMPTOTE INTERNATIONAL, LTD		20.054	20.054
30	D	TWO SIGMA EQUITY RISK PREMIA PORTFOLIO LLC CORPORATION SERVICE		33.100	33.100
31	D	ISHARES VII PLC		67.683	67.683
32	D	OREGON PUBLIC EMPLOYEES RETIREMENT SYSTEM		10.889	10.889
33	D	BRIGHTHOUSE F TR II - BRIGHTHOUSE/DIM INT SMALL COMPANY PTF		12.212	12.212
34	D	MARYLAND STATE RETIREMENT & PENSION SYSTEM		3.806	3.806
35	D	GTAA PANTHER FUND L.P		233	233
36	D	MERCER QIF CCF		978.573	978.573
37	D	WASHINGTON STATE INVESTMENT BOARD		3	3
38	D	SPDR S&P INTERNATIONAL SMALL CAP ETF		4.895	4.895
39	D	BRANDES GLOBAL SMALL CAP EQUITY FUND		1.054.017	1.054.017
40	D	EDELWEISS HOLDINGS LTD		1.500.000	1.500.000
41	D	AMERICAN CENTURY ETF TRUST-AVANTIS INTERNATIONAL EQUITY ETF		3.024	3.024



Elenco Intervenuti (Tutti ordinati cronologicamente)

Assemblea Ordinaria/Straordinaria

Badge	Titolare	Tipo Rap.	Deleganti / Rappresentati legalmente	Ordinaria	Straordinaria
			Totale azioni	23.044.805 8,358536%	23.044.805 8,358536
2	COMPUTERSHARE SPA RAPPRESENTANTE DESIGNATO IN QUALITA' DI DELEGATO 135-UNDECIES TUF IN PERSONA DI CATTANEO CLAUDIO			0	0
1	D		MULTIBRANDS ITALY B.V.	137.417.972	137.417.972
2	D		GENERALI ITALIA SPA	52.353	52.353
3	D		BDL REMPART EUROPE	27.356.177	27.356.177
4	D		BDL CONVICTIONS	6.785.996	6.785.996
5	D		BDL NAVARRE	4.873.628	4.873.628
6	D		RCO LUX BDL EUROPEAN EQUITY ALPHA	2.328.925	2.328.925
7	D		GRAEHLER GERD	44.000	44.000
			Totale azioni	178.859.051 64,873615%	178.859.051 64,873615
			Totale azioni in proprio	0	0
			Totale azioni in delega	201.903.856	201.903.856
			Totale azioni in rappresentanza legale	0	0
			TOTALE AZIONI	201.903.856	201.903.856
				73,232151%	73,232151%
			Totale azionisti in proprio	0	0
			Totale azionisti in delega	48	48
			Totale azionisti in rappresentanza legale	0	0
			TOTALE AZIONISTI	48	48
			TOTALE PERSONE INTERVENUTE	2	2

Legenda:

D: Delegante R: Rappresentato legalmente

Assemblea Ordinaria del 28 aprile 2020

ESITO VOTAZIONE

Oggetto : **Nomina Collegio Sindacale**

Hanno partecipato alla votazione:

n° **48** azionisti che rappresentano in proprio o per delega

n° 201.903.856 azioni di cui n° 201.903.856 azioni ammesse al voto

pari al 73,232151 del capitale sociale

Hanno votato:

		%AZIONI ORDINARIE RAPPRESENTATE (Quorum deliberativo)	%AZIONI AMMESSE AL VOTO	%CAP.SOC.
LISTA 1	138.961.972	68,825814	68,825814	50,402624
LISTA 2	62.941.884	31,174186	31,174186	22,829527
SubTotale	201.903.856	100,000000	100,000000	73,232151
Contrari	0	0,000000	0,000000	0,000000
Astenuti	0	0,000000	0,000000	0,000000
Non Votanti	0	0,000000	0,000000	0,000000
SubTotale	0	0,000000	0,000000	0,000000
Totale	201.903.856	100,000000	100,000000	73,232151



Assemblea Ordinaria del 28 aprile 2020

ESITO VOTAZIONE

Oggetto : **Compenso Collegio Sindacale**

Hanno partecipato alla votazione:

-n° **48** azionisti, portatori di n° **201.903.856** azioni ordinarie, di cui n° **201.903.856** ammesse al voto, pari al **73,232151%** del capitale sociale.

Hanno votato:

		% Azioni Ordinarie Rappresentate (Quorum deliberativo)	% Azioni Ammesse al voto	%Cap. Soc.
Favorevoli	201.903.856	100,000000	100,000000	73,232151
Contrari	0	0,000000	0,000000	0,000000
Sub Totale	<u>201.903.856</u>	100,000000	100,000000	73,232151
Astenuti	0	0,000000	0,000000	0,000000
Non Votanti	0	0,000000	0,000000	0,000000
Sub totale	<u>0</u>	0,000000	0,000000	0,000000
Totale	<u>201.903.856</u>	100,000000	100,000000	73,232151

Assemblea Ordinaria del 28 aprile 2020

ESITO VOTAZIONE

Oggetto : **Bilancio 31 dicembre 2019**

Hanno partecipato alla votazione:

-n° **48** azionisti, portatori di n° **201.903.856** azioni ordinarie, di cui n° **201.903.856** ammesse al voto, pari al **73,232151%** del capitale sociale.

Hanno votato:

		% Azioni Ordinarie Rappresentate (Quorum deliberativo)	% Azioni Ammesse al voto	%Cap. Soc.
Favorevoli	201.903.856	100,000000	100,000000	73,232151
Contrari	0	0,000000	0,000000	0,000000
Sub Totale	201.903.856	100,000000	100,000000	73,232151
Astenuti	0	0,000000	0,000000	0,000000
Non Votanti	0	0,000000	0,000000	0,000000
Sub totale	0	0,000000	0,000000	0,000000
Totale	201.903.856	100,000000	100,000000	73,232151

ESITO VOTAZIONEOggetto : **Relazione Renumerazione I Sezione****Hanno partecipato alla votazione:**

-n° **48** azionisti, portatori di n° **201.903.856** azioni
 ordinarie, di cui n° **201.903.856** ammesse al voto,
 pari al **73,232151%** del capitale sociale.

Hanno votato:

		% Azioni Ordinarie Rappresentate (Quorum deliberativo)	% Azioni Ammesse al voto	%Cap. Soc.
Favorevoli	180.306.698	89,303246	89,303246	65,398688
Contrari	21.597.158	10,696754	10,696754	7,833463
Sub Totale	<u>201.903.856</u>	100,000000	100,000000	73,232151
Astenuti	0	0,000000	0,000000	0,000000
Non Votanti	0	0,000000	0,000000	0,000000
Sub totale	0	0,000000	0,000000	0,000000
Totale	<u>201.903.856</u>	100,000000	100,000000	73,232151

A handwritten signature in black ink is written over a circular stamp. The stamp contains the text 'SAFILO GROUP SpA' and 'ALESSANDRIA' around the perimeter, with a central emblem. The signature appears to be 'P. Alessandria'.

Assemblea Ordinaria del 28 aprile 2020ESITO VOTAZIONEOggetto : **Relazione Renumerazione II Sezione****Hanno partecipato alla votazione:**

-n° **48** azionisti, portatori di n° **201.903.856** azioni
 ordinarie, di cui n° **201.903.856** ammesse al voto,
 pari al **73,232151%** del capitale sociale.

Hanno votato:

		% Azioni Ordinarie Rappresentate (Quorum deliberativo)	% Azioni Ammesse al voto	%Cap. Soc.
Favorevoli	180.306.698	89,303246	89,303246	65,398688
Contrari	21.597.158	10,696754	10,696754	7,833463
Sub Totale	<u>201.903.856</u>	100,000000	100,000000	73,232151
Astenuti	0	0,000000	0,000000	0,000000
Non Votanti	0	0,000000	0,000000	0,000000
Sub totale	<u>0</u>	0,000000	0,000000	0,000000
Totale	<u>201.903.856</u>	100,000000	100,000000	73,232151



ESITO VOTAZIONE

Oggetto : Piano Sotck Option Plan

Hanno partecipato alla votazione:

-n° 48 azionisti, portatori di n° 201.903.856 azioni
 ordinarie, di cui n° 201.903.856 ammesse al voto,
 pari al 73,232151% del capitale sociale.

Hanno votato:

		% Azioni Ordinarie Rappresentate (Quorum deliberativo)	% Azioni Ammesse al voto	%Cap. Soc.
Favorevoli	187.220.224	92,727414	92,727414	67,906279
Contrari	14.683.632	7,272586	7,272586	5,325871
Sub Totale	201.903.856	100,000000	100,000000	73,232151
Astenuti	0	0,000000	0,000000	0,000000
Non Votanti	0	0,000000	0,000000	0,000000
Sub totale	0	0,000000	0,000000	0,000000
Totale	201.903.856	100,000000	100,000000	73,232151

The image shows a handwritten signature in black ink over a circular stamp. The stamp contains the text 'SAFILO GROUP SpA' and 'ASSEMBLEA ORDINARIA' around the perimeter, with some illegible text in the center.

Assemblea Ordinaria del 28 aprile 2020

ESITO VOTAZIONE

Oggetto : **Nomina di un Amministratore**

Hanno partecipato alla votazione:

-n° 48 azionisti, portatori di n° 201.903.856 azioni ordinarie, di cui n° 201.903.856 ammesse al voto, pari al 73,232151% del capitale sociale.

Hanno votato:

		% Azioni Ordinarie Rappresentate (Quorum deliberativo)	% Azioni Ammesse al voto	%Cap. Soc.
Favorevoli	194.919.797	96,540899	96,540899	70,698976
Contrari	6.984.059	3,459101	3,459101	2,533174
Sub Totale	201.903.856	100,000000	100,000000	73,232151
Astenuti	0	0,000000	0,000000	0,000000
Non Votanti	0	0,000000	0,000000	0,000000
Sub totale	0	0,000000	0,000000	0,000000
Totale	201.903.856	100,000000	100,000000	73,232151



Assemblea Straordinaria del 28 aprile 2020

SITUAZIONE ALL'ATTO DELLA COSTITUZIONE

Sono ora rappresentate numero 201.903.856 azioni ordinarie
pari al 73,232151% del capitale sociale, tutte ammesse al voto.
Sono presenti in aula numero 48 azionisti rappresentati per delega.

A handwritten signature in black ink is written over a circular stamp. The stamp contains the text "ALESSANDRO MAZZARI ALESSANDRO" around the perimeter and "SAFILO GROUP SpA" in the center. The signature appears to be "Alessandro Mazzari".

Atto n° 11 all'atto

SAFILO GROUP SpA n° 12830 di rep. e n° 333 di ract.

Assemblea Straordinaria del 28 aprile 2020
(2^a Convocazione del)

ESITO VOTAZIONE

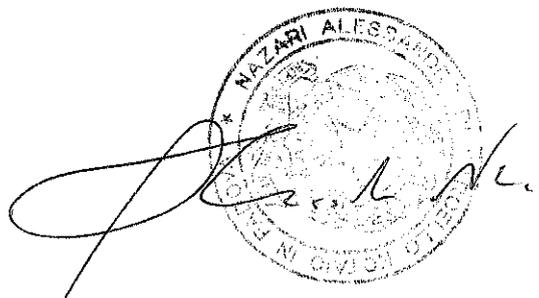
Oggetto : **Aumento di capitale**

Hanno partecipato alla votazione:

-n° **48** azionisti, portatori di n° **201.903.856** azioni
ordinarie, di cui n° **201.903.856** ammesse al voto,
pari al **73,232151%** del capitale sociale.

Hanno votato:

		% Azioni Ordinarie Rappresentate (Quorum deliberativo)	% Azioni Ammesse al voto	%Cap. Soc.
Favorevoli	187.220.224	92,727414	92,727414	67,906279
Contrari	14.683.632	7,272586	7,272586	5,325871
Sub Totale	201.903.856	100,000000	100,000000	73,232151
Astenuti	0	0,000000	0,000000	0,000000
Non Votanti	0	0,000000	0,000000	0,000000
Sub totale	0	0,000000	0,000000	0,000000
Totale	201.903.856	100,000000	100,000000	73,232151



A handwritten signature in black ink is written over a circular stamp. The stamp contains the name "NAZARI ALESSANDRO" and other illegible text, likely a company or official seal.

ELENCO PARTECIPANTI

NOMINATIVO PARTECIPANTE	Parziale	Totale	RISULTATI ALLE VOTAZIONI							
			Ordinaria							Straordinaria
DELEGANTI E RAPPRESENTATI			1	2	3	4	5	6	7	8
COMPUTERSHARE SPA RAPPR DESIGNATO IN QUALITA' DI SUBDELEGATO 135-NOVIES (ST. TREVISAN) IN PERSONA DI CATTANEO - PER DELEGA DI		0								
QUAERO CAPITAL FUNDS (LUX) AGENTE:PICTET & CIE(EUROPE)	4.098.632		2	F	F	C	C	C	F	C
ALASKA PERMANENT FUND CORPORATION	9.085		2	F	F	C	C	F	C	F
MUF - LYXOR FTSE ITALIA MID CA	770.153		2	F	F	C	C	F	C	F
MUL - LYXOR ITALIA EQUITY PIR	31.912		2	F	F	C	C	F	C	F
STICHTING PENSIOENFONDS APF RICHIEDENTE:NT NT0 EU/NORWAY PENSION FUNDS	3.083		2	F	F	C	C	C	C	C
THOMPSON AND MURFF INVESTMENTS LP RICHIEDENTE:NT NT0 NON TREATY CLIENTS	29.273		2	F	F	C	C	C	F	C
BRANDES INSTITUTIONAL EQUITY TRUST RICHIEDENTE:NT NT0 NON TREATY LENDING CLIE	3.403.118		2	F	F	C	C	C	F	C
CITY OF MILWAUKEE DEFERRED COMPENSATION PLAN RICHIEDENTE:NT NT0 15% TREATY ACCOUNT CLIE	65.207		2	F	F	C	C	C	F	C
NORTHERN TRUST GLOBAL INVESTMENTS COLLECTIVE FUNDS TRUST RICHIEDENTE:NT NT0 15% TREATY ACCOUNT CLIE	264		2	F	F	C	C	F	C	F
HARRY-ANNA INVESTMENT FUND INC. RICHIEDENTE:NT NT0 15% TREATY ACCOUNT CLIE	106.205		2	F	F	C	C	C	F	C
FORD MOTOR COMPANY DEFINED BENEFIT MASTER TRUST RICHIEDENTE:NT NT0 15% TREATY ACCOUNT CLIE	1.544		2	F	F	C	C	F	C	F
D.E SHAW COUNTRY GLOBAL ALPHA AGENTE:CREDIT SUISSE SECURI	13		2	F	F	C	C	F	C	F
CHEVRON MASTER PENSION TRUST RICHIEDENTE:NT NT0 15% TREATY ACCOUNT LEND	359.422		2	F	F	C	C	C	F	C
BRANDES INVESTMENT PARTNERS LP 401K PLAN RICHIEDENTE:NT NT0 15% TREATY ACCOUNT LEND	126.855		2	F	F	C	C	C	F	C
UTAH STATE RETIREMENT SYSTEMS RICHIEDENTE:NT NT0 15% TREATY ACCOUNT LEND	1.084.542		2	F	F	C	C	C	F	C
FORD MOTOR COMPANY OF CANADA, LIMITED PENSION TRUST RICHIEDENTE:NT NT1 15% TREATY ACCOUNT CLIE	154		2	F	F	C	C	F	C	F
CHALLENGE ITALIAN EQUITY RICHIEDENTE:RBC CHALLENGE FUNDS	1.463.419		2	F	F	C	C	C	F	C
JOHN HANCOCK VARIABLE INSURANCE TRUST INTERNATIONAL SMALL COMPANY TRUST RICHIEDENTE:CBNY SA JOHN HANCOCK	2.378		2	F	F	C	C	F	C	F
JOHN HANCOCK FUNDS II INTERNATIONAL SMALL COMPANY FUND. RICHIEDENTE:CBNY SA JOHN HANCOCK FUNDS	168		2	F	F	C	C	F	C	F
RBC DEXIA TORONTO POOLED CLIENTS A/C RICHIEDENTE:RBC IST NON TREATY CLIENT	7.398		2	F	F	C	C	C	F	C
BRANDES INTERNATIONAL SMALL CAP EQUITY FUND RICHIEDENTE:NT NT0 TREATY/NON TREATY TAX L	2.724.811		2	F	F	C	C	C	F	C
D. E. SHAW ASYMPOTOTE INTERNATIONAL, LTD AGENTE:DEUTSCHE BANK AG	20.054		2	F	F	C	C	F	C	F
D. E. SHAW VALUE ALL COUNTRY ALPHA EXTENSION AGENTE:CREDIT SUISSE SECURI	10		2	F	F	C	C	F	C	F
TWO SIGMA EQUITY RISK PREMIA PRTFOLIO LLC CORPORATION SERVICE AGENTE:DEUTSCHE BANK AG	33.100		2	F	F	C	C	F	C	F
ISHARES VII PLC AGENTE:STATE STREET BK.TR.,BOSTON	67.683		2	F	F	C	C	C	C	C
OREGON PUBLIC EMPLOYEES RETIREMENT SYSTEM AGENTE:STATE STREET BK.TR.,BOSTON	10.889		2	F	F	C	C	C	F	C
BRIGHTHOUSE F TR II - BRIGHTHOUSE/DIM INT SMALL COMPANY PTF AGENTE:STATE STREET BK.TR.,BOSTON	12.212		2	F	F	C	C	F	C	F
MARYLAND STATE RETIREMENT & PENSION SYSTEM AGENTE:STATE STREET BK.TR.,BOSTON	3.806		2	F	F	C	C	F	C	F
GTAA PANTHER FUND L.P AGENTE:STATE STREET BK.TR.,BOSTON	233		2	F	F	C	C	F	F	F
MERCER QIF CCF AGENTE:STATE STREET BK.TR.,BOSTON	978.573		2	F	F	C	C	F	C	F
WASHINGTON STATE INVESTMENT BOARD AGENTE:STATE STREET BK.TR.,BOSTON	3		2	F	F	C	C	F	C	F
SPDR S&P INTERNATIONAL SMALL CAP ETF AGENTE:STATE STREET BK.TR.,BOSTON	4.895		2	F	F	C	C	F	C	F
BRANDES GLOBAL SMALL CAP EQUITY FUND AGENTE:STATE STREET BK.TR.,BOSTON	1.054.017		2	F	F	C	C	C	F	C
D. E. SHAW WORLD ALPHA EXTENSION PORTFOLIOS LLC AGENTE:CREDIT SUISSE SECURI	77		2	F	F	C	C	F	C	F
EDELWEISS HOLDINGS LTD	1.500.000		1	F	F	F	F	F	F	F
AMERICAN CENTURY ETF TRUST-AVANTIS INTERNATIONAL EQUITY ETF	3.024		2	F	F	C	C	F	C	F
FCP AVIVA REBOND AGENTE:BNP PARIBAS 2S-PARIS	26.725		2	F	F	C	C	C	F	C
JANUS HENDERSON HORIZON FUND AGENTE:BP2S LUXEMBOURG	2.412.371		2	F	F	C	C	F	C	F

ELENCO PARTECIPANTI

NOMINATIVO PARTECIPANTE

DELEGANTI E RAPPRESENTATI

	Parziale	Totale
TR EUROPEAN GROWTH TRUST PLC AGENTE:HSBC BANK PLC	2.624.395	
INVESCO STRATEGIC DEVELOPED EX US SMALL COMPANY ETF	5.088	
SOUTH CAROLINA RETIREMENT SYSTEMS GROUP TRUST	14	
		23.044.805
COMPUTERSHARE SPA RAPPRESENTANTE DESIGNATO IN QUALITA' DI DELEGATO 135-UNDECIES TUF IN PERSONA DI CATTANEO CLAUDIO - PER DELEGA DI	0	
MULTIBRANDS ITALY B.V.	137.417.972	
GENERALI ITALIA SPA	52.353	
BDL REMPART EUROPE	27.356.177	
BDL CONVICTIONS	6.785.996	
BDL NAVARRE	4.873.628	
RCO LUX BDL EUROPEAN EQUITY ALPHA	2.328.925	
GRAEHLER GERD	44.000	
		178.859.051

RISULTATI ALLE VOTAZIONI							
Ordinaria							Straordinaria
1	2	3	4	5	6	7	8
2	F	F	C	C	F	C	F
2	F	F	C	C	F	C	F
2	F	F	C	C	F	C	F
1	F	F	F	F	F	F	F
2	F	F	C	C	C	F	C
2	F	F	F	F	F	F	F
2	F	F	F	F	F	F	F
2	F	F	F	F	F	F	F
2	F	F	F	F	F	F	F
1	F	F	F	F	F	F	F

Legenda:

- | | |
|-------------------------------------|------------------------------------|
| 1 Nomina Collegio Sindacale | 2 Compenso Collegio Sindacale |
| 3 Bilancio 31 dicembre 2019 | 4 Relazione Renumerazone I Sezione |
| 5 Relazione Renumerazone II Sezione | 6 Piano Sotck Option Plan |
| 7 Nomina di un Amministratore | 8 Aumento di capitale |

SAFILO GROUP SpA

Assemblea Ordinaria degli Azionisti
Tenutasi in data 28 aprile 2020

Hanno partecipato all'Assemblea complessivamente n. 48 Azionisti per delega per n. 201.903.856 azioni ordinarie pari al 73,232151% del capitale sociale ordinario.

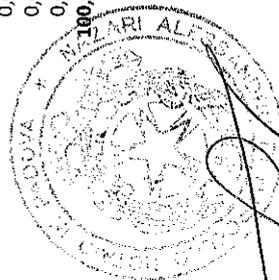
RENDICONTO SINTETICO DELLE VOTAZIONI SUI PUNTI ALL'ORDINE DEL GIORNO DELL'ASSEMBLEA

Nomina dei componenti del Collegio Sindacale e del Presidente

	N. AZIONISTI (IN PROPRIO O PER DELEGA)	N. AZIONI	% SU AZIONI ORDINARIE RAPPRESENTATE	% SU AZIONI AMMESSE AL VOTO	% SU CAPITALE SOCIALE ORDINARIO
LISTA 1	3	138.961.972	68,825814	68,825814	50,402624
LISTA 2	45	62.941.884	31,174186	31,174186	22,829527
Contrari	0	0	0,000000	0,000000	0,000000
Astenuti	0	0	0,000000	0,000000	0,000000
Non Votanti	0	0	0,000000	0,000000	0,000000
Totale	48	201.903.856	100,000000	100,000000	73,232151

Determinazione del compenso annuale

	N. AZIONISTI (IN PROPRIO O PER DELEGA)	N. AZIONI	% SU AZIONI ORDINARIE RAPPRESENTATE	% SU AZIONI AMMESSE AL VOTO	% SU CAPITALE SOCIALE ORDINARIO
Favorevoli	48	201.903.856	100,000000	100,000000	73,232151
Contrari	0	0	0,000000	0,000000	0,000000
Astenuti	0	0	0,000000	0,000000	0,000000
Non Votanti	0	0	0,000000	0,000000	0,000000
Totale	48	201.903.856	100,000000	100,000000	73,232151



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Allegato * * all'atto
n° 12830 di rep. e n° 9939 di racc.

Bilancio di esercizio al 31 dicembre 2019; Presentazione del bilancio consolidato al 31 dicembre 2019; Relazioni degli Amministratori, del Collegio Sindacale e della Società di Revisione; deliberazioni inerenti e conseguenti

	N. AZIONISTI (IN PROPRIO O PER DELEGA)		N. AZIONI	% SU AZIONI ORDINARIE RAPPRESENTATE		% SU AZIONI AMMESSE AL VOTO		% SU CAPITALE SOCIALE ORDINARIO	
	Favorevoli	Contrari		%	0,000000	%	100,000000	%	73,232151
Contrari	0	0	0	0,000000	0,000000	0,000000	0,000000	0,000000	
Astenuti	0	0	0	0,000000	0,000000	0,000000	0,000000	0,000000	
Non Votanti	0	0	0	0,000000	0,000000	0,000000	0,000000	0,000000	
Totale	48		201.903.856	100,000000	100,000000	100,000000	100,000000	73,232151	

Deliberazione ai sensi dell'art. 123 ter, comma 3-ter, del D.Lgs. n. 58 del 24 febbraio 1998 in merito alla sezione I della relazione

	N. AZIONISTI (IN PROPRIO O PER DELEGA)		N. AZIONI	% SU AZIONI ORDINARIE RAPPRESENTATE		% SU AZIONI AMMESSE AL VOTO		% SU CAPITALE SOCIALE ORDINARIO	
	Favorevoli	Contrari		%	0,000000	%	100,000000	%	73,232151
Contrari	41	0	21.597.158	10,696754	0,000000	10,696754	0,000000	7,833463	
Astenuti	0	0	0	0,000000	0,000000	0,000000	0,000000	0,000000	
Non Votanti	0	0	0	0,000000	0,000000	0,000000	0,000000	0,000000	
Totale	48		201.903.856	100,000000	100,000000	100,000000	100,000000	73,232151	

Deliberazione ai sensi dell'art. 123 ter, comma 6, del D.Lgs. n. 58 del 24 febbraio 1998 in merito alla sezione II della relazione

	N. AZIONISTI (IN PROPRIO O PER DELEGA)		N. AZIONI	% SU AZIONI ORDINARIE RAPPRESENTATE		% SU AZIONI AMMESSE AL VOTO		% SU CAPITALE SOCIALE ORDINARIO	
	Favorevoli	Contrari		%	0,000000	%	100,000000	%	65,398688
Contrari	41	0	21.597.158	10,696754	0,000000	10,696754	0,000000	7,833463	
Astenuti	0	0	0	0,000000	0,000000	0,000000	0,000000	0,000000	
Non Votanti	0	0	0	0,000000	0,000000	0,000000	0,000000	0,000000	
Totale	48		201.903.856	100,000000	100,000000	100,000000	100,000000	73,232151	

Proposta di approvazione di un nuovo piano di incentivazione azionaria (Stock Option Plan 2020-2022) destinato ad amministratori esecutivi che siano anche dipendenti e altri dipendenti di Safilo Group S.p.A. e/o di altre società del Gruppo Safilo; deliberazioni inerenti e conseguenti

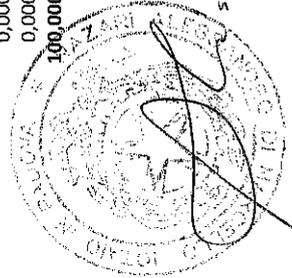
	N. AZIONISTI (IN PROPRIO O PER DELEGA)	N. AZIONI	% SU AZIONI ORDINARIE RAPPRESENTATE	% SU AZIONI AMMESSE AL VOTO	% SU CAPITALE SOCIALE ORDINARIO
Favorevoli	31	187.220.224	92,727414	92,727414	67,906279
Contrari	17	14.683.632	7,272586	7,272586	5,325871
Astenuti	0	0	0,000000	0,000000	0,000000
Non Votanti	0	0	0,000000	0,000000	0,000000
Totale	48	201.903.856	100,000000	100,000000	73,232151

Nomina di un amministratore; deliberazioni inerenti e conseguenti

	N. AZIONISTI (IN PROPRIO O PER DELEGA)	N. AZIONI	% SU AZIONI ORDINARIE RAPPRESENTATE	% SU AZIONI AMMESSE AL VOTO	% SU CAPITALE SOCIALE ORDINARIO
Favorevoli	23	194.919.797	96,540899	96,540899	70,698976
Contrari	25	6.984.059	3,459101	3,459101	2,533174
Astenuti	0	0	0,000000	0,000000	0,000000
Non Votanti	0	0	0,000000	0,000000	0,000000
Totale	48	201.903.856	100,000000	100,000000	73,232151

Proposta di emissione a pagamento, senza aumento del capitale sociale, di massime numero 7.000.000 azioni ordinarie prive di valore nominale, con esclusione del diritto di opzione ai sensi dell'articolo 2441, comma 8, del Codice Civile, al servizio del piano di incentivazione azionaria (Stock Option Plan 2020-2022) destinato ad amministratori esecutivi che siano anche dipendenti e altri dipendenti di Safilo Group S.p.A. e/o di altre società del Gruppo Safilo; conseguenti modifiche all'articolo 5 dello Statuto Sociale; deliberazioni inerenti e conseguenti

	N. AZIONISTI (IN PROPRIO O PER DELEGA)	N. AZIONI	% SU AZIONI ORDINARIE RAPPRESENTATE	% SU AZIONI AMMESSE AL VOTO	% SU CAPITALE SOCIALE ORDINARIO
Favorevoli	31	187.220.224	92,727414	92,727414	67,906279
Contrari	17	14.683.632	7,272586	7,272586	5,325871
Astenuti	0	0	0,000000	0,000000	0,000000
Non Votanti	0	0	0,000000	0,000000	0,000000
Totale	48	201.903.856	100,000000	100,000000	73,232151



----- STATUTO DI SAFILO GROUP S.P.A. -----

----- COSTITUZIONE - SEDE - DURATA -----

----- Articolo 1) -----

È costituita una società per azioni denominata "SAFILO GROUP S.P.A.".

----- Articolo 2) -----

La società ha sede legale in Padova. Nelle forme di legge la Società potrà:

- (a) istituire o sopprimere sedi secondarie, filiali, succursali, in Italia ed all'estero;
- (b) trasferire altrove la sede sociale, nonché l'indirizzo della sede legale.

----- Articolo 3) -----

La durata della Società è fissata a tutto il 31 (trentuno) dicembre 2100 (duemilacento) e potrà essere modificata con deliberazione dell'Assemblea straordinaria.

----- OGGETTO -----

----- Articolo 4) -----

La Società ha per oggetto sociale:

- (a) l'esercizio, sia direttamente, che indirettamente attraverso la partecipazione in società ed enti, di attività, in Italia e all'estero nei settori della creazione, della realizzazione, della fabbricazione, e del commercio di montature per occhiali da vista e occhiali da sole, occhiali per lo sport, lenti, macchine ed attrezzature per l'occhialeria e di qualsiasi altro accessorio per l'ottica, attrezzi e articoli per lo sport e il tempo libero;
- (b) l'assunzione, la negoziazione e la gestione di partecipazioni in società operanti, direttamente o attraverso società controllate, nei settori indicati nella lettera a), o connessi o complementari; il compimento di operazioni finanziarie, il finanziamento della società cui partecipa anche indirettamente e la conclusione di accordi finanziari per il coordinamento tecnico e finanziario della attività delle stesse; si precisa che tutte le attività qualificate dalla legge come finanziarie non saranno svolte nei confronti del pubblico ma nell'ambito di società del gruppo di appartenenza;
- (c) l'assistenza allo sviluppo della programmazione economica, amministrativa, organizzativa e commerciale di interi settori di mercato o di singole aziende la loro ristrutturazione, studi di fattibilità per acquisizione di aziende, nonché la gestione di programmi di sviluppo delle relazioni economico commerciali con l'estero e gestione di aziende industriali e commerciali nei settori indicati nella lettera a), o connessi o complementari.

La Società può compiere tutte le operazioni commerciali, industriali, immobiliari e mobiliari ritenute dall'organo amministrativo necessarie od utili per il conseguimento dell'oggetto sociale, nonché per la migliore gestione delle proprie risorse, in particolare di quelle finanziarie; essa può rice-

vere finanziamenti dai soci, nonché effettuare e ricevere finanziamenti infragruppo; essa può anche prestare avalli, fidejussioni ed ogni altra garanzia in genere, anche a favore di terzi; può altresì prendere rappresentanze di imprese nazionali od estere; e può assumere, sia direttamente che indirettamente, interessenze e partecipazioni in altre società, consorzi, associazioni ed imprese aventi oggetto analogo od affine o connesso al proprio. -----

Rimane comunque escluso l'esercizio nei confronti del pubblico di attività qualificate dalla legge come finanziarie. ----

Rimangono pure escluse tutte le attività relative alla raccolta del risparmio ed ogni altra attività riservata a norma di legge. Sono inoltre escluse le attività professionali riservate. -----

----- **CAPITALE SOCIALE - AZIONI - OBBLIGAZIONI - SOCI** -----

----- **Articolo 5)** -----

Il capitale sociale è di Euro 349.943.372,53 (trecentoquarantannovemilioni novecentoquarantatremila trecentosettantadue virgola cinquantatré) ed è suddiviso in n. 275.703.846 (duecentosettantacinquemilioni settecentotremila ottocentoquarantasei) azioni ordinarie prive dell'indicazione del valore nominale. -----

Il diritto di opzione può essere escluso in relazione all'aumento del capitale sociale, nel limite del dieci per cento del capitale preesistente, a condizione che il prezzo di emissione corrisponda al valore di mercato e ciò sia confermato in apposita relazione della società incaricata della revisione contabile, a norma dell'articolo 2441, quarto comma, secondo periodo, del codice civile. -----

In virtù di quanto qui sopra previsto, l'assemblea straordinaria del 15 (quindici) aprile 2014 ha deliberato di aumentare il capitale sociale per massimi Euro 7.500.000,00 (settemilionicinquecentomila virgola zero zero) mediante emissione di nuove azioni ordinarie pari ad un massimo di n. 1.500.000 (unmilionicinquecentomila) prive dell'indicazione del valore nominale, ciascuna da offrire in sottoscrizione ad amministratori e/o dipendenti della Società e delle società dalla stessa controllate. -----

In data 26 aprile 2017, l'Assemblea straordinaria ha deliberato di aumentare il capitale sociale a pagamento e in via scindibile per massimi Euro 12.500.000,00 (dodicimilionicinquecentomila virgola zero zero) da imputare per intero a capitale mediante emissione di nuove azioni ordinarie pari ad un massimo di n. 2.500.000 (duemilionicinquecentomila) prive dell'indicazione del valore nominale aventi le stesse caratteristiche di quelle già in circolazione, con godimento regolare, con esclusione del diritto di opzione ai sensi dell'art. 2441, comma 4 secondo periodo codice civile, da riservare in sottoscrizione ai beneficiari del Piano di Stock Option 2017-2020 ad un prezzo di emissione corrispondente al-

la media ponderata dei prezzi ufficiali registrati dalle azioni ordinarie Safilo Group presso il Mercato Telematico Azionario organizzato e gestito da Borsa Italiana S.p.A. nel mese precedente la data di attribuzione dei diritti di opzione (intendendosi per mese precedente il periodo che va dal giorno precedente la seduta del Consiglio di Amministrazione che procede all'attribuzione delle opzioni allo stesso giorno del mese solare precedente, e fermo restando che in detto periodo, ai fini della determinazione della media ponderata, si terrà conto solo dei giorni di Borsa aperta). -----
In data 28 aprile 2020, l'Assemblea straordinaria ha deliberato di emettere n. 7.000.000 (settemilioni) azioni prive dell'indicazione del valore nominale aventi le stesse caratteristiche di quelle già in circolazione, senza aumento del capitale sociale, con esclusione del diritto di opzione ai sensi dell'art. 2441, comma 8, del codice civile, da riservare in sottoscrizione ai beneficiari del Piano di Stock Option 2020-2022 ad un prezzo di emissione, da imputarsi per intero a riserva sovrapprezzo azioni, corrispondente alla media ponderata (arrotondata alla seconda cifra decimale) dei prezzi ufficiali registrati dalle azioni ordinarie Safilo Group S.p.A. sul Mercato Telematico Azionario organizzato e gestito da Borsa Italiana S.p.A. nel mese precedente la seduta del Consiglio di Amministrazione che procede all'assegnazione delle Opzioni previste dal Piano (intendendosi per "mese precedente" il periodo che va dal giorno precedente la seduta del Consiglio di Amministrazione che procede all'assegnazione delle Opzioni allo stesso giorno del mese solare precedente, e fermo restando che in detto periodo, ai fini della determinazione della media ponderata, si terrà conto solo dei giorni di borsa aperta). -----

----- **Articolo 6)** -----

Le azioni sono nominative e indivisibili. Le azioni sono liberamente trasferibili. Sono parimenti nominative e indivisibili le obbligazioni convertibili in azioni che siano emesse dalla Società. -----

----- **Articolo 7)** -----

Il diritto di recesso spetta nei casi previsti da norme inderogabili ed è esercitato con le modalità di legge. -----
Il diritto di recesso non spetta per le delibere di proroga della durata della Società e di introduzione, modificazione, rimozione di vincoli alla circolazione delle azioni. -----

----- **ASSEMBLEE** -----

----- **Articolo 8)** -----

L'Assemblea è convocata in conformità alle applicabili disposizioni di legge e regolamentari dal Consiglio di Amministrazione della Società nella sede sociale o altrove, in Italia, secondo quanto indicato nell'avviso di convocazione. -----
Gli amministratori convocano senza ritardo l'Assemblea, quando ne sia fatta richiesta da parte dei soci, in conformità

alle applicabili disposizioni di legge e regolamentari. I soci che richiedono la convocazione devono predisporre ed inviare al Consiglio di Amministrazione, contestualmente alla richiesta, una relazione sulle proposte concernenti le materie da trattare. Il Consiglio di amministrazione mette a disposizione del pubblico una relazione, accompagnata dalle proprie eventuali valutazioni, contestualmente alla pubblicazione dell'avviso di convocazione dell'Assemblea, nei termini e con le modalità stabilite dalla normativa legislativa e/o regolamentare vigente. -----

L'Assemblea deve essere convocata, nei termini di legge, mediante avviso contenente l'indicazione del giorno, dell'ora, del luogo, l'elenco delle materie da trattare e le altre informazioni richieste dalle disposizioni di legge e regolamentari vigenti, da pubblicarsi nel sito internet della Società e con le ulteriori modalità previste dalle disposizioni di legge e regolamentari di volta in volta applicabili. -----

----- **Articolo 9)** -----

L'Assemblea è ordinaria e straordinaria. -----

L'Assemblea ordinaria è convocata almeno una volta l'anno entro 120 (centoventi) giorni dalla chiusura dell'esercizio sociale. Quando ricorrano i presupposti di legge, l'Assemblea ordinaria annuale può essere convocata entro 180 giorni dalla chiusura dell'esercizio sociale; in tale caso, gli Amministratori segnalano, nella relazione sulla gestione a corredo del bilancio, le ragioni della dilazione. -----

L'Assemblea si svolge in unica convocazione, salvo che il Consiglio di amministrazione, per una determinata Assemblea, abbia deliberato di fissare una data per la seconda e, eventualmente, per la terza convocazione dell'Assemblea, dandone notizia nell'avviso di convocazione. -----

Gli azionisti che, anche congiuntamente, rappresentino almeno il 2,5% (due virgola cinque per cento) del capitale sociale possono chiedere per iscritto, entro 10 (dieci) giorni dalla pubblicazione dell'avviso di convocazione dell'Assemblea, salvo diverso termine stabilito dalla legge, nei limiti e con le modalità previste dalle norme di legge e regolamentari applicabili, l'integrazione dell'elenco delle materie da trattare, indicando nella domanda gli ulteriori argomenti essi proposti. Delle integrazioni dell'elenco delle materie che l'Assemblea dovrà trattare a seguito delle predette richieste è data notizia nelle forme e nei termini previsti dalla normativa applicabile. -----

Gli azionisti richiedenti, entro il termine ultimo per la presentazione della richiesta d'integrazione, dovranno consegnare al Consiglio di amministrazione una relazione sulle materie di cui essi propongono la trattazione. Il Consiglio di amministrazione mette a disposizione del pubblico la relazione, accompagnata dalle proprie eventuali valutazioni, contestualmente alla notizia di integrazione, con le modalità so-

pra indicate. -----
L'integrazione dell'elenco delle materie da trattare non è ammessa per gli argomenti sui quali l'Assemblea delibera, a norma di legge, su proposta del Consiglio di amministrazione o sulla base di un progetto o di una relazione da esso predisposta, diversa dalle relazioni ordinariamente predisposte dal Consiglio di amministrazione sulle materie all'ordine del giorno. -----

----- **Articolo 10)** -----

Ogni azione dà diritto ad un voto. -----
La legittimazione all'intervento in Assemblea e all'esercizio del diritto di voto è attestata da apposita comunicazione alla Società, effettuata ai sensi di legge da un intermediario abilitato in conformità alle proprie scritture contabili, in favore del soggetto cui spetta il diritto di voto sulla base delle evidenze relative al termine della giornata contabile del settimo giorno di mercato aperto precedente la data fissata per l'Assemblea in unica o in prima convocazione o nel diverso termine stabilito dalle disposizioni di legge e regolamentari di volta in volta applicabili. -----
Le suddette comunicazioni dovranno pervenire alla Società dall'intermediario entro i termini stabiliti dalla normativa vigente. -----

Coloro ai quali spetta il diritto di voto possono farsi rappresentare in Assemblea ai sensi di legge, mediante delega scritta, nei casi e nei limiti previsti dalla legge e dalle disposizioni regolamentari vigenti. La delega può essere notificata per via elettronica, a mezzo posta elettronica certificata (PEC), o con altra modalità tecnica che possa essere adottata ai sensi delle disposizioni di legge e regolamentari applicabili. -----

La Società, avvalendosi della facoltà prevista dalla legge, non designa il rappresentante di cui all'articolo 135-undecies del D. Lgs. 24 febbraio 1998 n. 58. -----

----- **Articolo 11)** -----

L'Assemblea è presieduta dal Presidente del Consiglio di Amministrazione ovvero, in caso di impedimento o di assenza di questi da altra persona scelta dall'Assemblea a maggioranza dei presenti. -----

Il Presidente dell'Assemblea è assistito da un segretario anche non socio designato dall'Assemblea ovvero, nei casi di legge o quando ciò sia stabilito dal Presidente dell'Assemblea, da un notaio. L'assistenza del segretario non è necessaria quando il verbale dell'Assemblea sia redatto da un notaio. -----

Il Presidente dell'Assemblea accerta la regolarità della convocazione ed il diritto dei soggetti legittimati a partecipare all'Assemblea, dirige e regola la discussione e stabilisce le modalità delle votazioni. -----

----- **Articolo 12)** -----

Alle Assemblee ordinarie e straordinarie si applicano le norme di legge, sia per quanto riguarda la regolare costituzione delle stesse, sia per quanto riguarda la validità delle deliberazioni da assumere. -----

----- Articolo 13) -----

Lo svolgimento dell'Assemblea è disciplinato dall'apposito regolamento dei lavori assembleari, approvato con delibera dell'Assemblea ordinaria. -----

----- CONSIGLIO DI AMMINISTRAZIONE -----

----- Articolo 14) -----

La Società è amministrata da un Consiglio di Amministrazione composto da sei membri fino a quindici membri, anche non soci. -----

Il numero dei componenti il Consiglio è determinato dall'Assemblea. -----

I membri del Consiglio di Amministrazione restano in carica per tre esercizi e sono rieleggibili. -----

Gli Amministratori debbono essere in possesso dei requisiti di eleggibilità, professionalità ed onorabilità previsti dalla legge e dalle altre disposizioni applicabili. Almeno uno dei componenti del Consiglio di Amministrazione, ovvero due se il Consiglio di Amministrazione è composto da più di sette componenti, deve essere in possesso dei requisiti di indipendenza stabiliti per i sindaci dalle vigenti disposizioni di legge. -----

Ai sensi di quanto disposto dall'articolo 147-ter del D. Lgs. 24 febbraio 1998 n. 58: -----

(i) al fine di assicurare alla minoranza l'elezione di un membro del Consiglio di Amministrazione della Società, la nomina del Consiglio di Amministrazione avviene sulla base di liste presentate dai soci nelle quali i candidati, in numero non superiore a 15, sono elencati mediante un numero progressivo; e -----

(ii) il meccanismo di elezione del Consiglio di Amministrazione di cui al presente Articolo 14 deve comunque assicurare l'equilibrio di generi (maschile e femminile) all'interno del Consiglio di Amministrazione in conformità alla normativa, anche regolamentare, *pro tempore* vigente. -----

A) Presentazione delle liste -----

Hanno diritto di presentare le liste di candidati soltanto i soci che, singolarmente o unitamente ad altri soci, al momento della presentazione della lista, siano titolari almeno della percentuale di azioni con diritto di voto nell'Assemblea ordinaria prevista dalle applicabili disposizioni legislative e regolamentari che disciplinano la nomina del Consiglio di Amministrazione. Detta soglia sarà indicata nell'avviso di convocazione dell'assemblea chiamata a deliberare sulla nomina del Consiglio di Amministrazione. Anche il Consiglio di Amministrazione uscente può presentare una sua lista. -----

Ogni soggetto legittimato a intervenire e votare in Assemblea, i soci aderenti ad un patto parasociale avente ad oggetto azioni della Società ai sensi dell'articolo 122 del D. Lgs. 24 febbraio 1998 n. 58, il soggetto controllante, le società controllate e quelle sottoposte a comune controllo ai sensi dell'articolo 93 del D. Lgs. 24 febbraio 1998 n. 58, non possono presentare o votare più di una lista, anche se per interposta persona o per il tramite di società fiduciarie. -----

Ogni candidato può presentarsi in una sola lista a pena di ineleggibilità. -----

In caso di violazione delle disposizioni che precedono da parte di uno o più soggetti legittimati ad intervenire e votare in assemblea, del relativo voto non si tiene conto rispetto ad alcuna delle liste presentate. -----

Le liste presentate devono essere depositate presso la sede della Società entro il venticinquesimo giorno precedente la data dell'Assemblea in unica o in prima convocazione o entro il diverso termine stabilito dalla normativa di volta in volta vigente e di ciò viene fatta menzione nell'avviso di convocazione, salva ogni eventuale ulteriore forma di pubblicità stabilita dalla disciplina pro-tempore vigente. -----

Unitamente a ciascuna lista, sottoscritta dai soci che l'hanno presentata, entro il termine sopra indicato, sono depositari presso la sede della società (i) i curricula professionali dei candidati, nonché (ii) le dichiarazioni con le quali i singoli candidati accettano la candidatura e attestano, sotto la propria responsabilità, l'inesistenza di cause di ineleggibilità e/o di incompatibilità previste dalla legge, nonché il possesso dei requisiti prescritti dalla legge e dai regolamenti per i membri del Consiglio di Amministrazione. -----

I candidati per i quali non sono osservate le regole di cui sopra non sono eleggibili. -----

Le liste depositate sono messe a disposizione del pubblico presso la sede sociale, nel sito internet della Società e con le altre modalità previste dalle disposizioni di legge e regolamentari applicabili almeno ventuno giorni prima dell'Assemblea, in unica o in prima convocazione, chiamata a deliberare sulla nomina dei membri del Consiglio di amministrazione o entro il diverso termine stabilito dalla normativa di volta in volta vigente. -----

Nello stesso termine previsto per la presentazione delle liste, i soci che presentano una lista di candidati comunicano alla Società le informazioni relative alla propria identità e la percentuale di partecipazione dagli stessi detenuta. La certificazione comprovante la titolarità della quota minima necessaria alla presentazione delle liste, determinata avendo riguardo alle azioni che risultano registrate a favore del socio nel giorno in cui le liste sono depositate presso

la Società, potrà essere prodotta alla Società anche successivamente al deposito purché almeno ventuno giorni prima della data dell'Assemblea, o entro il diverso termine stabilito dalla normativa di volta in volta vigente. -----

In conformità con quanto previsto dalle disposizioni di legge e regolamentari vigenti, oltre che dal Codice di Autodisciplina predisposto dal Comitato per la Corporate Governance vigente, ciascuna lista dovrà includere un numero di candidati in possesso dei requisiti di indipendenza stabiliti per i sindaci dall'art. 148, comma 3, D. Lgs. 24 febbraio 1998 n. 58, indicandoli distintamente. -----

Se e fino a quando espressamente previsto da norme inderogabili di legge e/o regolamentari, ciascuna lista, fatta eccezione per le liste contenenti un numero di candidati inferiore a tre, dovrà essere composta da un numero di candidati appartenenti al genere (maschile e femminile) meno rappresentato tale per cui, ove tale lista risulti essere la Lista Amministratori di Maggioranza (come di seguito definita), dalla stessa siano tratti un numero di Amministratori del genere meno rappresentato tale da assicurare l'equilibrio di generi (maschile e femminile) all'interno del Consiglio di Amministrazione in conformità alla normativa, anche regolamentare, *pro tempore* vigente. -----

Le liste per le quali non sono osservate le statuizioni di cui sopra, sono considerate come non presentate. -----

B) Votazione -----

Il voto di ciascun soggetto legittimato riguarderà la lista e dunque automaticamente tutti i candidati in essa elencati, senza possibilità di variazioni, aggiunte o esclusioni. -----

Determinato da parte dell'Assemblea il numero degli amministratori da eleggere, si procede come segue: -----

1) dalla lista che avrà ottenuto il maggior numero di voti espressi dai soggetti legittimati ad intervenire e votare in Assemblea ("**Lista Amministratori di Maggioranza**") sono eletti, in base all'ordine progressivo con il quale sono elencati nella lista stessa, tutti gli amministratori da eleggere tranne uno; -----

2) dalla seconda lista che avrà ottenuto il maggior numero di voti, che non sia collegata in alcun modo, neppure indirettamente, con i soggetti che hanno presentato e/o votato la Lista Amministratori di Maggioranza ("**Lista Amministratori di Minoranza**"), è eletto, in conformità alle disposizioni di legge, un Amministratore in base all'ordine progressivo con il quale i candidati sono stati elencati nella lista. Tuttavia, qualora all'interno della Lista Amministratori di Maggioranza non risulti eletto nemmeno un amministratore indipendente, risulterà eletto, in luogo del capolista della Lista Amministratori di Minoranza, il primo amministratore indipendente della Lista Amministratori di Minoranza. -----

In caso di parità di voti tra liste, si procederà a successi-

ve votazioni da parte dell'intera Assemblea al fine di ottenere un risultato inequivocabile. -----

Al candidato elencato al primo posto nella Lista Amministratori di Maggioranza spetta la carica di Presidente del Consiglio di Amministrazione. -----

Non si tiene conto delle liste che abbiano conseguito in Assemblea una percentuale di voti inferiore alla metà di quella richiesta dal presente articolo per la presentazione delle liste. -----

Qualora sia stata presentata, ovvero sia stata ammessa alla votazione, una sola lista, l'Assemblea esprime il proprio voto su di essa e qualora la stessa ottenga la maggioranza relativa, risultano eletti amministratori i candidati in essa elencati secondo l'ordine progressivo di elencazione di tali candidati, fino alla concorrenza del numero fissato dall'Assemblea e fermo restando il rispetto della proporzione tra generi (maschile e femminile), se e fino a quando espressamente previsto da norme inderogabili di legge e/o regolamentari. -----

La Lista Amministratori di Maggioranza o l'unica lista (a seconda dei casi) deve garantire il rispetto della normativa, anche regolamentare, *pro tempore* vigente inerente l'equilibrio tra i generi. In particolare, nel caso in cui la composizione dell'organo amministrativo, determinata sulla base dei numeri progressivi attribuiti ai candidati della suddetta lista, tenuto anche conto, nel caso della Lista Amministratori di Maggioranza, del genere (maschile o femminile) del candidato nominato nella Lista Amministratori di Minoranza, non includa un numero sufficiente di componenti del genere (maschile o femminile) meno rappresentato, i candidati aventi il numero progressivo più basso, appartenenti al genere (maschile o femminile) maggiormente rappresentato saranno automaticamente sostituiti dai candidati del genere (maschile o femminile) meno rappresentato aventi il numero progressivo più alto, fino a che non sia raggiunta la quota minima richiesta dalla normativa, anche regolamentare, *pro tempore* vigente inerente l'equilibrio tra i generi. -----

In mancanza di liste o di un numero di candidati sufficienti (anche sotto il profilo del genere, maschile o femminile, meno rappresentato) ad eleggere l'intero organo amministrativo, il Consiglio di Amministrazione ovvero, a seconda dei casi, gli amministratori ulteriori da eleggere per raggiungere il numero dei componenti del Consiglio di Amministrazione stabilito dall'Assemblea, viene nominato dall'Assemblea medesima con la maggioranza di legge, avendo in ogni caso cura di garantire la presenza nel Consiglio di Amministrazione del numero necessario di componenti in possesso dei requisiti richiesti dalle disposizioni legislative e regolamentari vigenti, ripartiti in maniera tale da assicurare la presenza della quota minima richiesta dalla normativa, anche regola-

mentare, *pro tempore* vigente inerente l'equilibrio tra i generi. -----

----- **Articolo 15)** -----

Qualora nel corso dell'esercizio vengano a mancare uno o più Amministratori si procederà alla loro sostituzione ai sensi dell'articolo 2386 del codice civile, secondo quanto appresso indicato: -----

a) il Consiglio di Amministrazione nomina i sostituti, mediante cooptazione di soggetti facenti parte della medesima lista cui appartenevano gli Amministratori cessati. Se e fino a quando espressamente previsto da norme inderogabili di legge e/o regolamentari, il Consiglio di Amministrazione nomina come sostituti candidati appartenenti allo stesso genere (maschile o femminile) degli Amministratori cessati, in maniera tale che sia sempre assicurato il rispetto della normativa, anche regolamentare, *pro tempore* vigente inerente l'equilibrio tra i generi, avendo altresì cura di garantire, in ogni caso, la presenza nel Consiglio di Amministrazione del numero necessario di componenti in possesso dei requisiti di indipendenza prescritti dalla disposizioni legislative e regolamentari vigenti. -----

L'Assemblea, nel confermare/sostituire gli amministratori cooptati o, in mancanza di cooptazione, nel procedere direttamente alla nomina dei sostituti, delibera, con le maggioranze di legge, rispettando gli stessi principi di cui sopra; --

b) qualora non residuino nella predetta lista candidati non eletti in precedenza, il Consiglio di Amministrazione provvede alla sostituzione senza l'osservanza di quanto indicato al punto (a) così come provvede l'Assemblea, sempre con le maggioranze di legge, ed avendo entrambi gli organi sociali cura di garantire, in ogni caso, la presenza nel Consiglio di Amministrazione del numero necessario di componenti in possesso dei requisiti di indipendenza prescritti dalle disposizioni legislative e regolamentari vigenti, e, se e fino a quando espressamente previsto da norme inderogabili di legge e/o regolamentari, del numero necessario di componenti appartenenti al genere (maschile o femminile) meno rappresentato. -----

Qualora, per rinuncia o per qualsiasi altra causa, vengano a cessare dalla carica due o più Amministratori, l'intero Consiglio si intende decaduto con effetto dal momento della sua ricostituzione. -----

----- **Articolo 16)** -----

Il Consiglio di Amministrazione, ove non sia stata presentata alcuna lista e non vi abbia provveduto l'Assemblea, nomina il suo Presidente. -----

Il Consiglio può nominare uno o più Vicepresidenti, come pure uno o più Amministratori Delegati, che avranno anche funzioni vicarie del Presidente. -----

Il Consiglio nomina un Segretario, che può essere anche e-

sterno al Consiglio. -----

----- **Articolo 17)** -----

Il Consiglio di Amministrazione si raduna tutte le volte che il Presidente lo ritiene opportuno, oppure quando ne sia fatta richiesta da almeno due dei suoi membri, o da un Amministratore Delegato, o da almeno un membro del Collegio Sindacale. -----

La convocazione del Consiglio di Amministrazione è effettuata dal Presidente o da chi ne svolge le funzioni, nella sede sociale o altrove, in Italia o in altro paese estero (anche non appartenente all'Unione Europea), mediante avviso indicante la data, il luogo e l'ora della riunione, nonché gli argomenti in trattazione, inviata per lettera, telefax, posta elettronica, o qualsiasi altro mezzo di cui sia comprovabile il ricevimento, spediti almeno sette giorni prima dell'adunanza, al domicilio di ciascun Amministratore e Sindaco effettivo. In caso di urgenza, la convocazione potrà essere fatta con avviso da spedirsi, con le modalità di cui sopra, almeno due giorni prima dell'adunanza. -----

Le riunioni del Consiglio di Amministrazione sono validamente costituite anche quando tenute a mezzo di teleconferenza o videoconferenza, a condizione che tutti i partecipanti possano essere identificati dal presidente della riunione e da tutti gli altri intervenuti, che sia loro consentito di seguire la discussione e di intervenire in tempo reale nella trattazione degli argomenti, e che di tutto quanto sopra venga dato atto nel relativo verbale. Verificandosi tali presupposti, la riunione del Consiglio si considera tenuta nel luogo in cui si trovano il presidente e il segretario della riunione, onde consentire la stesura del relativo verbale. -----

In mancanza di convocazione, il Consiglio di Amministrazione può deliberare quando sono intervenuti, anche mediante partecipazione a mezzo teleconferenza e/o videoconferenza, tutti gli Amministratori e i Sindaci effettivi in carica. -----

----- **Articolo 18)** -----

Le riunioni del Consiglio di Amministrazione sono presiedute dal Presidente del Consiglio di Amministrazione o, in mancanza, da un Vicepresidente o da un Amministratore Delegato o, in mancanza, da altro Amministratore, a seconda di quanto stabilito dal Consiglio stesso. -----

----- **Articolo 19)** -----

Per la validità delle deliberazioni del Consiglio di Amministrazione è necessaria la presenza della maggioranza degli Amministratori in carica. -----

Il Consiglio di Amministrazione delibera con il voto favorevole della maggioranza degli Amministratori presenti. -----

Nell'ipotesi in cui il Consiglio di Amministrazione sia composto da un numero pari di membri, in caso di parità di voti prevale la decisione che abbia ottenuto il voto del Presidente. -----

----- Articolo 20) -----

Il Consiglio di Amministrazione è fornito dei più ampi poteri per la gestione ordinaria e straordinaria della Società senza alcuna limitazione, salvo quanto per legge non sia riservato alla competenza dell'Assemblea dei soci. -----

Spettano inoltre alla competenza del Consiglio di Amministrazione le deliberazioni concernenti la fusione nei casi previsti dagli articoli 2505 e 2505 bis codice civile, la scissione nell'ipotesi dell'articolo 2505 bis quale richiamato nell'articolo 2506 ter codice civile, l'istituzione o la soppressione di sedi secondarie, la riduzione del capitale in caso di recesso del socio, gli adeguamenti dello statuto a disposizioni normative nonché il trasferimento della sede sociale nel territorio nazionale. -----

Il Consiglio di Amministrazione, anche attraverso amministratori cui siano delegati poteri, provvede ad effettuare le informative di legge e, in tale quadro, riferisce al Collegio Sindacale sull'attività svolta e sulle operazioni di maggior rilievo economico, finanziario e patrimoniale effettuate dalla Società e dalle società da essa controllate, e in particolare riferisce sulle operazioni nelle quali gli amministratori abbiano un interesse per conto proprio o di terzi, o che siano influenzate dal soggetto che esercita l'attività di direzione e coordinamento, ove esistente; la comunicazione viene effettuata in occasione delle riunioni del Consiglio di Amministrazione e, comunque, con periodicità almeno trimestrale. -----

----- Articolo 21) -----

Il Consiglio di Amministrazione può delegare i poteri di cui all'articolo 2381 del codice civile ad un Comitato esecutivo, come pure ad uno o più dei membri del Consiglio di Amministrazione. -----

La convocazione, le riunioni e le deliberazioni del Comitato esecutivo, ove nominato, sono regolate dalle stesse disposizioni di cui agli articoli 17, 18 e 19 che precedono. -----

Al Consiglio di amministrazione, previo parere obbligatorio ma non vincolante del Collegio sindacale, competono la nomina e la revoca di un dirigente preposto alla redazione dei documenti contabili societari, in conformità alle disposizioni di cui all'art. 154-bis del D. Lgs. 24 febbraio 1998 n. 58. Il Consiglio di amministrazione vigila affinché il dirigente preposto alla redazione dei documenti contabili societari disponga gli adeguati poteri e mezzi per l'esercizio dei compiti a lui attribuiti ai sensi della vigente normativa e stabilisce la durata dell'incarico e il compenso. Il dirigente preposto alla redazione dei documenti contabili societari è scelto tra soggetti che posseggano requisiti di professionalità caratterizzati da specifiche competenze nonché da un'esperienza pluriennale in materia contabile e finanziaria e gli eventuali ulteriori requisiti stabiliti

dal Consiglio di Amministrazione e/o dalla disciplina vigente. -----

Inoltre, è ammessa la nomina da parte del Consiglio di Amministrazione della Società di procuratori, anche in forma stabile, per singoli atti od operazioni ovvero per categorie di atti od operazioni. -----

Articolo 22) -----

La rappresentanza e la firma sociale, salve le deleghe conferite, spettano al Presidente del Consiglio di Amministrazione ed a ciascuno degli amministratori delegati, se nominati, anche in via disgiuntiva tra loro, a seconda di quanto sia deciso dal Consiglio di Amministrazione che procede alla loro nomina e che determina i loro poteri e le loro attribuzioni. -----

Articolo 23) -----

Ai Consiglieri di amministrazione e ai membri del comitato esecutivo spetterà il compenso determinato dall'Assemblea. -----

Inoltre, agli Amministratori investiti di particolari cariche spetteranno i compensi stabiliti dal Consiglio di Amministrazione, sentito il Collegio Sindacale. -----

In alternativa, l'Assemblea può deliberare un importo complessivo per la remunerazione di tutti gli amministratori, inclusi quelli investiti di particolari cariche, da suddividersi a cura del Consiglio di amministrazione con deliberazione adottata sentito il Collegio sindacale. -----

OPERAZIONI CON PARTI CORRELATE -----

Articolo 24) -----

La Società approva le operazioni con parti correlate in conformità alle previsioni di legge e regolamentari vigenti, nonché alle disposizioni del presente Statuto e alle procedure e regolamenti interni adottati in materia dalla Società. -----

Articolo 25) -----

Le procedure interne adottate dalla Società in relazione alle operazioni con parti correlate possono prevedere che il Consiglio di Amministrazione approvi le operazioni di maggior rilevanza nonostante l'avviso contrario degli amministratori indipendenti, purché il compimento di tali operazioni sia autorizzato dall'Assemblea ai sensi dell'art. 2364, comma 1, numero 5), c.c. -----

Nell'ipotesi di cui al precedente capoverso, l'Assemblea può concedere l'autorizzazione al compimento dell'operazione deliberando a maggioranza di legge, a meno che, ove siano presenti o rappresentati in Assemblea soci non correlati che rappresentino almeno il 10% del capitale sociale con diritto di voto, la maggioranza dei soci non correlati votanti abbia espresso voto contrario all'operazione in questione. -----

Articolo 26) -----

Le procedure interne adottate dalla Società in relazione alle operazioni con parti correlate possono prevedere l'esclusione dal loro ambito applicativo delle operazioni urgenti,

anche di competenza assembleare, nei limiti di quanto consentito dalle disposizioni di legge e regolamentari applicabili.

----- **COLLEGIO SINDACALE - REVISIONE LEGALE DEI CONTI** -----

----- **Articolo 27)** -----

Il Collegio Sindacale è costituito da tre Sindaci effettivi e da due supplenti, che durano in carica tre esercizi e sono rieleggibili. Per i requisiti di eleggibilità, onorabilità, professionalità e indipendenza dei sindaci, per le loro attribuzioni, per la determinazione della loro retribuzione e la durata dell'ufficio si osservano le norme vigenti; in particolare, ai fini dei requisiti di professionalità di cui all'articolo 1 del decreto del Ministero della Giustizia 30 marzo 2000, n. 162, si considerano strettamente attinenti all'attività della Società le materie inerenti il diritto commerciale o tributario e l'economia o la finanza aziendale nonché i settori di attività di cui al precedente articolo 4, i settori della moda, del lusso, dell'industria manifatturiera, e quelli finanziario, creditizio e assicurativo. -----

La nomina dei Sindaci da parte dell'Assemblea avverrà sulla base di liste presentate dai soci, secondo la procedura di seguito descritta, al fine di assicurare: (a) alla minoranza la nomina di un Sindaco effettivo e di un Sindaco supplente, e (b) l'equilibrio di generi (maschile e femminile) all'interno del Collegio Sindacale. -----

Le liste contengono un numero di candidati non superiore al numero dei membri da eleggere, elencati mediante un numero progressivo. Inoltre, se e fino a quando espressamente previsto da norme inderogabili di legge e/o regolamentari, ciascuna lista, fatta eccezione per le liste contenenti un numero di candidati inferiore a tre, dovrà essere composta da un numero di candidati appartenenti al genere (maschile e femminile) meno rappresentato tale per cui, ove tale lista risulti essere la Lista Sindaci di Maggioranza (come di seguito definita), dalla stessa siano tratti un numero di Sindaci del genere meno rappresentato tale da assicurare il rispetto della normativa, anche regolamentare, *pro tempore* vigente inerente l'equilibrio tra i generi. -----

Ogni candidato può presentarsi in una sola lista a pena di ineleggibilità. -----

A) Presentazione delle liste -----

Hanno diritto di presentare le liste soltanto i soci che singolarmente o unitamente ad altri soci, al momento della presentazione della lista, siano complessivamente titolari almeno della percentuale di azioni con diritto di voto nell'Assemblea ordinaria prevista dalle applicabili disposizioni legislative e regolamentari che disciplinano la nomina del Collegio Sindacale. Di tale percentuale e delle procedure di nomina viene data informativa nell'avviso di convocazione dell'Assemblea. -----

Ogni soggetto legittimato a intervenire e votare in Assem-

blea, i soci aderenti ad un patto parasociale ai sensi dell'articolo 122 del D. Lgs. 24 febbraio 1998 n. 58, il soggetto controllante, le società controllate e quelle sottoposte a comune controllo ai sensi dell'articolo 93 del D. Lgs. 24 febbraio 1998 n. 58, non possono presentare né votare, direttamente, per interposta persona o a mezzo di società fiduciaria, più di una lista. -----

In caso di violazione delle disposizioni che precedono da parte di uno o più soggetti legittimati ad intervenire e votare in Assemblea, del relativo voto non si tiene conto rispetto ad alcuna delle liste presentate. -----

Le liste, indicanti i nominativi dei candidati alla carica di Sindaco effettivo e di Sindaco supplente, predisposte nel rispetto della normativa, anche regolamentare, *pro tempore* vigente inerente l'equilibrio tra i generi, e sottoscritte dai soci che le hanno presentato, dovranno essere depositate presso la sede sociale almeno venticinque (25) giorni prima di quello fissato per l'Assemblea in unica o in prima convocazione o entro il diverso termine stabilito dalla normativa di volta in volta vigente, salva ogni eventuale ulteriore forma di pubblicità stabilita dalla disciplina *pro tempore* vigente, e dovranno essere corredate: -----

(i) delle informazioni relative all'identità dei soci che hanno presentato le liste, con indicazione della percentuale di partecipazione complessivamente detenuta. -----

La certificazione comprovante la titolarità della quota minima necessaria alla presentazione delle liste, determinata avendo riguardo alle azioni che risultano registrate a favore del socio nel giorno in cui le liste sono depositate presso la Società, potrà essere prodotta alla Società anche successivamente al deposito purché almeno ventuno giorni prima della data dell'Assemblea, o entro il diverso termine stabilito dalla normativa di volta in volta vigente; -----

(ii) di una dichiarazione dei soci, diversi da quelli che detengono, anche congiuntamente, una partecipazione di controllo o di maggioranza relativa, attestante l'assenza di rapporti di collegamento previsti dall'art. 144 quinquies con questi ultimi; -----

(iii) di un'esauriente informativa sulle caratteristiche personali e professionali dei candidati; -----

(iv) di una dichiarazione dei medesimi candidati attestante il possesso dei requisiti previsti dalla legge, l'inesistenza di cause di ineleggibilità e di incompatibilità previste dalla legge, nonché l'esistenza di requisiti di onorabilità e professionalità prescritti dalla legge per i membri del Collegio Sindacale; -----

(v) della dichiarazione dei candidati in merito all'accettazione della candidatura ed in merito al numero di incarichi di amministrazione e controllo ricoperti presso altre società, con l'impegno ad aggiornare tale elenco alla data del-

l'Assemblea; -----
(vi) di eventuali ulteriori informazioni richieste ai sensi della normativa legislativa e regolamentare vigente. -----

Le liste per le quali non sono osservate le disposizioni di cui sopra sono considerate come non presentate. -----

Le liste depositate sono messe a disposizione del pubblico presso la sede sociale, sul sito internet della Società e con le altre modalità previste dalle disposizioni di legge e regolamentari applicabili almeno ventuno giorni prima dell'Assemblea in unica o prima convocazione chiamata a deliberare sulla nomina dei membri del Collegio sindacale, o entro il diverso termine stabilito dalla normativa di volta in volta vigente. -----

B) Votazione -----

Ogni avente diritto al voto potrà votare, anche se per interposta persona o tramite società fiduciaria, una sola lista. -

Dalla lista che avrà ottenuto il maggior numero di voti espressi dai soggetti legittimati ad intervenire e votare in Assemblea ("**Lista Sindaci di Maggioranza**") saranno tratti, nell'ordine progressivo con il quale sono elencati nella lista stessa, due Sindaci effettivi e un Sindaco supplente. ----

Il terzo Sindaco effettivo e il secondo Sindaco supplente saranno tratti dalla lista che avrà riportato il maggior numero di voti dopo la prima tra le liste presentate e votate da parte di soggetti che non siano collegati ai soci di riferimento ai sensi dell'art. 148, comma 2, del D. Lgs. 24 febbraio 1998 n. 58 ("**Lista Sindaci di Minoranza**"), eleggendo rispettivamente il primo ed il secondo candidato della lista, nell'ordine progressivo con il quale essi sono elencati nella lista stessa. -----

In caso di parità di voti tra liste si procederà a successive votazioni da parte dell'intera Assemblea al fine di ottenere un risultato inequivocabile. -----

L'Assemblea nomina quale Presidente del Collegio Sindacale il Sindaco effettivo espresso dalla Lista Sindaci di Minoranza. -----

Fatto salvo quanto sopra, per la presentazione, il deposito e la pubblicazione delle liste, ivi comprese le ipotesi in cui, alla scadenza del termine per il deposito delle liste, venisse presentata un'unica lista, ovvero soltanto liste presentate da soci che risultino tra loro collegati ai sensi dell'articolo 148, comma 2, del D. Lgs. 24 febbraio 1998 n. 58, si applicano le norme legislative e regolamentari di volta in volta vigenti. In ogni caso, qualora dovesse essere presentata, ovvero venisse ammessa alla votazione una sola lista, i candidati di detta lista verranno nominati Sindaci effettivi, nel rispetto della proporzione tra generi (maschile e femminile) prevista dalla legge, e Sindaci supplenti secondo il numero progressivo con il quale i candidati sono stati elencati nella lista stessa nelle rispettive sezioni. -



La Lista Sindaci di Maggioranza o l'unica lista (a seconda dei casi) deve garantire il rispetto della normativa, anche regolamentare, *pro tempore* vigente inerente l'equilibrio tra i generi. In particolare, ove la composizione dell'organo di controllo determinata sulla base dei numeri progressivi attribuiti ai candidati della suddetta lista, tenuto anche conto, nel caso della Lista Sindaci di Maggioranza, del genere del candidato nominato dalla Lista Sindaci di Minoranza, non includa un numero sufficiente di componenti del genere (maschile o femminile) meno rappresentato, i candidati aventi il numero progressivo più basso, appartenenti al genere (maschile o femminile) maggiormente rappresentato, saranno sostituiti dai candidati del genere (maschile o femminile) meno rappresentato aventi il numero progressivo più alto, fino a che non sia raggiunta la quota minima richiesta dalla normativa, anche regolamentare, *pro tempore* vigente inerente l'equilibrio tra i generi. -----

In caso di mancata presentazione di liste ovvero qualora non fosse possibile procedere alla nomina di uno o più Sindaci con il metodo del voto di lista, l'Assemblea delibererà con le maggioranze di legge avendo cura di assicurare, in ogni caso, la presenza del numero necessario di componenti appartenente al genere (maschile o femminile) meno rappresentato tra i Sindaci effettivi tale da garantire il rispetto della normativa, anche regolamentare, *pro tempore* vigente inerente l'equilibrio tra i generi. -----

C) Sostituzione -----

In caso di sostituzione dalla carica di un Sindaco effettivo, subentra il supplente appartenente: (i) alla medesima lista; e, (ii) se e fino a quando ciò sia necessario al fine di assicurare all'interno del Collegio Sindacale il rispetto della proporzione tra generi (maschile e femminile) prevista dalla normativa, anche regolamentare, *pro tempore* vigente inerente l'equilibrio tra i generi, al medesimo genere cui apparteneva il Sindaco sostituito, secondo l'ordine ivi indicato. Sono fatte salve ulteriori procedure di sostituzione stabilite dalle disposizioni di legge o regolamentari vigenti. - L'Assemblea prevista dall'art. 2401, comma 1 c.c. procede alla nomina o alla sostituzione nel rispetto del principio di necessaria rappresentanza delle minoranze e, se e fino a quando necessario, in modo tale da assicurare la presenza nel Collegio Sindacale della proporzione tra generi (maschile o femminile) prevista dalla normativa, anche regolamentare, *pro tempore* vigente inerente l'equilibrio tra i generi. -

----- *** -----

I poteri, i doveri e la durata dell'incarico dei Sindaci sono quelli stabiliti dalla legge. -----

I Sindaci possono, anche individualmente, chiedere agli Amministratori notizie e chiarimenti sulle informazioni trasmesse loro e più in generale sull'andamento delle operazioni so-

ciali o su determinati affari, nonché procedere in qualsiasi momento ad atti di ispezione e controllo. -----

I componenti il Collegio Sindacale non possono ricoprire cariche analoghe in più di cinque società quotate. Si applicano agli stessi i limiti al cumulo degli incarichi di amministrazione e controllo stabiliti dall'art. 148-bis del D. Lgs. 24 febbraio 1998 n. 58 e relativa normativa regolamentare di attuazione. -----

Ciascun Sindaco effettivo e supplente non potrà essere Amministratore o dipendente di società o enti che controllano la Società; sono fatti salvi gli ulteriori limiti al cumulo degli incarichi eventualmente stabiliti dalle disposizioni di legge o regolamentari vigenti. -----

Le riunioni del Collegio Sindacale possono tenersi per teleconferenza o videoconferenza, nel rispetto dei principi di cui all'articolo 17. -----

----- **Articolo 28)** -----

La revisione legale dei conti è esercitata da società di revisione. Per la nomina, i compiti, i poteri e le responsabilità si applicano le previsioni di legge in materia. -----

----- **BILANCIO ED UTILI** -----

----- **Articolo 29)** -----

L'esercizio sociale va dall'1 gennaio al 31 dicembre di ogni anno. Il Consiglio di Amministrazione della Società provvede alla redazione del bilancio così come previsto dalla legge. -----

----- **Articolo 30)** -----

Gli utili netti, risultanti dal bilancio approvato dall'Assemblea, e previo accantonamento alla riserva legale del cinque per cento del loro ammontare fino al raggiungimento del quinto del capitale sociale, sono destinati secondo la determinazione che assumerà l'Assemblea. -----

Il Consiglio di Amministrazione potrà deliberare, ricorrendone i presupposti ed alle condizioni di legge, la distribuzione di acconti sul dividendo. -----

Gli utili non riscossi si prescrivono a favore della riserva legale, dopo cinque anni dalla data in cui diverranno esigibili. -----

----- **SCIoglimento E LIQUIDAZIONE** -----

----- **Articolo 31)** -----

In caso di scioglimento della Società, le modalità per la liquidazione, la nomina del o dei liquidatori, la determinazione dei loro poteri e compensi saranno stabiliti dall'Assemblea straordinaria. -----

----- **NOMINA DI UN PRESIDENTE ONORARIO** -----

----- **Articolo 32)** -----

Il Consiglio di Amministrazione, ove lo ritenga opportuno e già non vi abbia provveduto l'Assemblea ordinaria, può nominare, al di fuori dei propri membri, un Presidente Onorario che non farà parte del Consiglio di Amministrazione e che avrà esclusivamente diritti di partecipare alle riunioni del



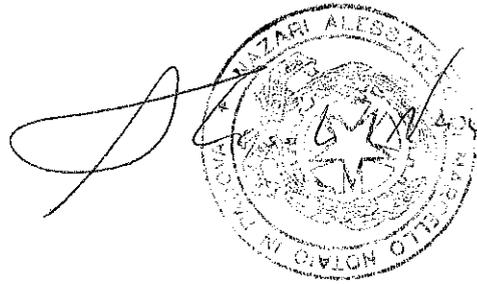
solo Consiglio di Amministrazione, senza diritto di voto, previo invito del Presidente dello stesso Consiglio di Amministrazione. -----

Il Presidente Onorario ha le funzioni che gli saranno di volta in volta attribuite dal Consiglio di Amministrazione. ----

Il Presidente Onorario durerà nella carica per lo stesso tempo della durata del Consiglio di Amministrazione in carica.

Il Presidente Onorario è rieleggibile. -----

Il Consiglio di Amministrazione determina l'emolumento spettante al Presidente Onorario.



ARTICLES OF ASSOCIATION OF SAFILO GROUP S.P.A.

ESTABLISHMENT - REGISTERED OFFICE - DURATION

Article 1)

A joint stock company is hereby established under the name of "SAFILO GROUP S.p.A."

Article 2)

The Company's registered office is in Padua. Under the terms of law the Company may:

- (a) Establish and close down secondary offices, branches and agencies both in Italy and abroad;
- (b) Move the operating headquarters elsewhere and change the address of the registered office.

Article 3)

The duration of the Company is established up to 31 (thirty first) December 2100 (twenty one hundred) and can be amended by resolution of the Extraordinary Shareholders' Meeting.

BUSINESS PURPOSE

Article 4)

The Company's business purpose is:

- a) The direct and indirect management, through shareholdings in companies and entities, of activities in Italy and abroad for the creation, realization, production and marketing of prescription frames and sunglasses, sports eyewear, lenses, machinery and equipment for the eyewear trade and any other accessories for optical use, equipment and items for sport and leisure;
- (b) The assumption, negotiation and management of shareholdings in companies which operate directly or through subsidiary companies, in the sectors specified in a) above, or connected or complementary thereto; the Company may perform financial transactions, finance companies in which it has directly or indirectly invested and make financial agreements for the technical and financial coordination of the same; all activities defined in law as being financial ones shall be conducted solely in respect of group companies and not in respect of the general public;
- (c) The provision of assistance in developing economic, administrative, organizational and commercial planning of entire

market segments or restructuring of individual companies, feasibility studies for company acquisitions, and in managing programmes for developing economic and commercial relationships abroad and in managing industrial and commercial companies in the sectors listed in a) above, or connected or complementary thereto.

The Company may perform all commercial, industrial, real estate and securities transactions that its governing body considers fit or necessary for achieving its business purpose and for improving management of its resources, particularly financial ones; the Company may receive loans from shareholders and make and receive intragroup loans; the Company may grant endorsements, sureties and any other type of guarantee, including to third parties; the Company may become an agent for Italian or foreign companies; the Company may directly or indirectly undertake shareholdings and interests in other companies, consortia, associations and enterprises whose business purpose is similar, related or nonetheless associated with the Company's own.

The Company may not conduct any activities defined in law as financial ones with the general public.

The Company may not perform any deposit-taking activities or any other legally controlled activities. Restricted professional activities are likewise excluded.

SHARE CAPITAL - SHARES - BONDS - SHAREHOLDERS

Article 5)

Share capital amounts to Euro 349,943,372.53 (three hundred forty-nine million nine hundred forty-three thousand three hundred seventy-two/53) divided into no. 275,703,846 (two hundred seventy-five million seven hundred and three thousand eight hundred forty-six) ordinary shares without any indication of par value.

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 above, the extraordinary meeting of April 15th, 2014 resolved to increase the share capital by a maximum 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) without any indication of par value, to be offered for subscription to directors and/or employees of the Company and its subsidiaries.

On April 26, 2017, the extraordinary general meeting resolved to increase the share capital, in cash and in more tranches, by a maximum 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) without any indication of par value, 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 the granting of options (therefore the period starting from the day preceding the Board of Directors' meeting which resolves the granting of options 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).

On April 28, 2020, the extraordinary shareholders' meeting resolved to issue, without capital increase, up to a maximum number of 7,000,000 (seven million) ordinary shares without any indication of par value, having the same characteristics as those already issued, with exclusion of the pre-emption right pursuant to Article 2441, Paragraph 8, of the Italian Civil Code, to be offered for subscription to the beneficiaries of the 2020-2022 Stock Option Plan, at an issue price, fully charged to the share premium reserve, equal to the volume weighted average (rounded down to the second decimal place) official price of the Company shares for the preceding month leading up to the day on which the Board of Directors resolves the assignment of the Options under the Plan (therefore, it means the period starting from the day preceding the Board of Directors' meeting which resolves the assignment and ending on the same day of the previous calendar month, being understood that, during the aforesaid period, only trading days will be taken into account to determine the weighted average).

Article 6)

Shares are registered and indivisible and can be freely transferred. Likewise convertible bonds issued by the Company are registered and indivisible and may be converted into its shares.

Article 7)

The right to withdrawal may be exercised in those cases established by binding legal provisions and in the manner set out in law.

The right of withdrawal may not be exercised for resolutions to prolong the Company's duration or to introduce, amend or remove constraints on the circulation of shares.

SHAREHOLDERS' MEETINGS

Article 8)

Shareholders' Meetings are called in accordance with applicable law and regulations by the Company's Board of Directors at the Company's registered office or elsewhere, provided in Italy, in the place indicated in the meeting's notice.

The Directors call without delay the Shareholders' Meetings when so requested by the shareholders in accordance with applicable law and regulations. The shareholders requesting the call of the Shareholders' Meetings prepare and submit to the Board of Directors, contextually with their request, a report on the proposals concerning the items to be discussed at such Shareholders' Meetings. The Board of Directors makes available to the public the aforesaid report along with its own evaluations thereon simultaneously with the publication of the notice of call of the relevant Shareholders' Meetings in accordance with applicable law and/or regulations.

Shareholders' Meetings are convened, pursuant to the provisions of law, through a notice of call containing an indication on the date, time, place and agenda of each such Shareholders' Meeting, as well as any other information required pursuant to applicable law and regulation, to be published on the website of the Company and through the additional modalities which may be provided for pursuant to applicable law and regulations.

Article 9)

Shareholders' Meetings can be held in either ordinary or extraordinary session.

An Ordinary Shareholders' Meeting must be called at least once a year within 120 days of the end of the Company's financial year. When so entitled by law, the annual Shareholders' Meeting can be convened within 180 days of the end of the Company's financial year; in this case the Directors outline the reasons of the delay in the directors' report accompanying the annual financial statements.

Shareholders' Meetings are convened in one single call, unless, with respect to a specific Shareholders' Meeting, the Board of Directors has resolved to fix a date for the second and, eventually, the third call, informing the shareholders of such circumstance in the relevant notice of call.

Shareholders who, alone or jointly with others, represent at least 2.5% (two point five percent) of share capital may request in writing, within 10 (ten) days of publication of the notice convening the Shareholders' Meeting, or the different term set forth by law within the limits and in accordance with the modalities provided by applicable law and regulations, that additional items be placed on the agenda, specifying in such request the additional proposed topics for discussion. Any additions to the meeting's agenda following requests of this kind shall be published in the manner and terms established by the applicable law.

Within the deadline for the presentation of their request to integrate the items on the agenda, the requesting shareholders submit to the Board of Directors a report on such additional items. The Board of Directors makes available to the public the aforesaid report along with its own evaluations thereon simultaneously with the notice of integration of the agenda through the above mentioned modalities.

No integrations to the Shareholders' Meetings' agenda are permitted with respect to those items on which, by operation of law, same Shareholders' Meetings are called to resolve by the Board of Directors or on the basis of a plan or report prepared by same Board of Directors, other than the reports which are ordinarily prepared by the Board on the items of the agenda.

Article 10)

Each share carries the right to one vote.

The entitlement to attend and vote at the Shareholders' Meetings is attested by an apposite certificate delivered to the Company by an authorized intermediary in accordance with its accounting books, issued in favour of the individual/entity which is entitled to vote on the basis of the participation owned by

his/her/it at the end of the seventh trading day preceding the date of single call or first call of the concerned Shareholders' Meeting or at the different term set forth by applicable law or regulations.

The above mentioned certificate shall be delivered to the Company by the authorized intermediary within the deadlines set forth by law.

The individuals/entities entitled to vote may be represented in the relevant Shareholders' Meetings by written proxy, in the cases and to the extent allowed by applicable law and regulations. The proxy may be submitted to the Company in an electronic way, through a certified email account (PEC) or any other technical modalities which may be contemplated by applicable law or regulations.

The Company, availing itself of the possibility set forth by law, elect not to appoint the representative provided for by article 135-undecies of the Decree 58/1998.

Article 11)

Shareholders' Meetings shall be chaired by the Chairman of the Board of Directors or, if absent or unable, by another individual selected by majority vote of those attending the Shareholders' Meeting.

The Chairman is assisted by a secretary, who need not be a shareholder, designated by the Meeting or by a notary in the cases established by law or when so decided by the meeting's Chairman. A secretary is not necessary when the minutes of the meeting are prepared by a notary.

The Chairman confirms that the meeting has been properly called and that the individuals/entities in attendance are entitled to take part thereto; he directs and controls the debate and establishes the methods of voting.

Article 12)

The provisions of law apply to both ordinary and extraordinary Shareholders' Meetings, both as regards their proper formation and the validity of the resolutions adopted.

Article 13)

Shareholders' Meetings are conducted in accordance with a specific set of procedures, approved by resolution of the Ordinary Shareholders' Meeting.

BOARD OF DIRECTORS

Article 14)

The Company shall be managed by a Board of Directors consisting of between six and fifteen members, who need not be shareholders. The size of the Board of Directors shall be determined by the Shareholders' Meeting.

Members of the Board of Directors shall remain in office for three financial years and are eligible for re-election.

The directors must satisfy the requirements of eligibility, experience and integrity established by law and other applicable regulations. At least one of the members of the Board of Directors, or two if the Board has more than seven members, must satisfy the independence requirements applying to statutory auditors under current legislation.

In accordance with the provisions of article 147-ter of the Legislative Decree no. 58 of 24 February 1998:

(i) to the purpose of ensuring that minority shareholders are represented by one member on the Board of Directors, the Board of Directors is appointed on the basis of lists presented by shareholders containing a maximum of 15 candidates, all listed with a sequential number; and

(ii) the mechanism for the election of the Board of Directors set forth in this Article 14 shall in any case ensure balance between genders (masculine or feminine) within the Board of Directors in compliance with the applicable *pro tempore* legislation and regulations in force.

A) Presentation of lists

Lists may be presented only by those shareholders who own, alone or together with others, at the time of presenting the list, at least a percentage of share capital, consisting of shares with voting rights at Ordinary Shareholders' Meetings, set forth by applicable law or regulations governing the directors' appointments. This percentage shall be specified in the notice convening the Shareholders' Meeting called to resolve on the appointment of the Board of Directors. The outgoing Board of Directors can also present a list of its own.

No individual/entity attending the meeting, none of the shareholders belonging to a shareholder syndicate relating to the Company's shares as defined by article 122 of Decree 58/1998, nor the parent company, subsidiaries or companies under common control pursuant to article 93 of Decree 58/1998, may present or vote for more than one list, including through a third party or

trust companies. No candidate may appear in more than one list, otherwise they will be disqualified.

If the above rules are not observed by one or more individuals/entities entitled to attend and vote at the Shareholders' Meetings, their vote for any of the lists presented is discounted.

The lists presented must be filed at the Company's registered office at least 25 (twenty-five) days in advance of the date set for the single call or first call of the Shareholders' Meeting or within the different deadline set forth by applicable law in force from time to time. This requirement must be mentioned in the notice convening the meeting, without prejudice to any other form of publicity established by legislation in force from time to time.

Each list must be signed by those presenting it and filed within the term specified above at the Company's registered office, accompanied by (i) the professional curricula of the candidates, and (ii) statements by each individual candidate accepting their candidacy and confirming, under their own responsibility, that they are in possession of the requirements envisaged by prevailing statutory and regulatory provisions for members of the Board of Directors and the absence of any reasons for incompatibility and/or ineligibility contained in law.

Candidates for whom the above rules are not observed are disqualified.

The lists presented are made available to the public at the Company's office, on its website and through the other modalities provided for by applicable law and regulations, at least 21 (twenty-one) days before the date of single call or first call of the Shareholders' Meeting convened to resolve on the appointment of the Board of Directors or within the different deadline provided for by applicable law and regulations in force from time to time.

Shareholders presenting a list of candidates must also provide the Company, within the deadline for presentation of the list, with the information concerning their own identity and percentage of shares held. The certificate attesting the ownership of at least the minimum shareholding required to present a list of candidates, determined having regard to the amount of shares registered in favour of the concerned shareholders on the same day when the lists are deposited with the Company, can be delivered to same Company also after the deposit of the lists, provided that such certificate is delivered at least 21 (twenty-one) days before the date of first call of the relevant

Shareholders' Meeting or within the different deadline provided for by the applicable law in force from time to time.

In compliance with the current legislative and regulatory provisions as well as the latest version of the Corporate Governance Code issued by the Corporate Governance Committee, each list shall contain a number of candidates who satisfy the independence requirements for statutory auditors established in article 148, paragraph 3, of the Legislative Decree no. 58 of 24 February 1998, specifying such candidates clearly.

If and until expressly provided by mandatory law and/or regulatory provisions, each list, except for those containing less than three candidates, shall be composed of a number of candidates belonging to the underrepresented gender (masculine or feminine) so that, should such list result as the Directors Majority List (as defined below), from such list a number of Directors belonging to the underrepresented gender are elected in order to ensure balance between genders (masculine or feminine) within the Board of Directors in compliance with the applicable *pro tempore* legislation and regulations in force.

Lists for which the above provisions are not observed shall be treated as if they had not been presented.

B) Voting

The vote of each entitled individual/entity shall refer to the list and hence all the candidates appearing therein, without the possibility of making any changes, additions or exclusions.

Once the Shareholders' Meeting has decided the number of directors to be elected, the procedures are as follows:

1) all the Directors requiring election, but one, shall be elected from the list obtaining the highest number of votes ("**Directors Majority List**"), in the sequential order in which they appear on that list;

2) one Director shall be elected, in compliance with statutory provisions, from the list obtaining the second highest number of votes ("**Directors Minority List**"), which shall not be associated in any way, even indirectly, with the individuals/entities who presented and/or voted for the Majority List; the Director elected in this case shall be the candidate at the head of this list. However, if not even one independent Director is elected from the Directors Majority List, then the first independent Director appearing on the Directors Minority List shall be elected in place of the candidate at the head of this list.

In the event of a tie, the entire Shareholders' Meeting will vote again until an unequivocal result is achieved.

The Chairman of the Board of Directors shall be the first candidate appearing on the Directors Majority List.

No account is taken of lists that obtain a percentage of votes corresponding to less than half of that required by this article for their presentation.

If only one list is presented, or admitted to voting, the Shareholders' Meeting shall vote on this. If this list obtains the required majority vote, the number of directors established by the Shareholders' Meeting shall be elected from it in the sequential order in which the candidates appear therein and subject to compliance, if and until expressly provided by mandatory law and/or regulatory provisions, with the required balance between genders (masculine or feminine) within the Board of Directors.

The Directors Majority List or the only list (as the case may be) shall ensure compliance with the applicable *pro tempore* legislation and regulations in force regarding balance between genders. In particular, if the composition of the managing body, determined on the basis of the sequence numbers assigned to the candidates of such list, does not include a sufficient number of components of the underrepresented gender (masculine or feminine) - taking also into account, in case of the Directors Majority List, the gender (masculine or feminine) of the candidate elected by the Directors Minority List -, candidates having the lowest sequence number, belonging to the mainly represented gender (masculine or feminine) will be automatically replaced by candidates of the underrepresented gender (masculine or feminine) with the highest sequence number, until the minimum quota required by the applicable *pro tempore* legislation and regulations in force regarding balance between genders has been reached.

If no list is presented or the list(s) presented contain(s) a number of candidates (also in terms of underrepresented gender, masculine or feminine) not sufficient to elect the entire managing body, the Board of Directors or, as appropriate, the additional Directors to be elected in order to reach the number of members of the Board of Directors established by the Shareholders' Meeting, shall be appointed by same Shareholders' Meeting with the voting majorities required by law. In each case, it shall be carefully ensured the presence within the Board of Directors of the necessary number of members having all the requirements set forth by applicable laws and regulations, who shall also be selected in such a way as to ensure the presence in the Board of Directors of the minimum quota required by the

applicable *pro tempore* legislation and regulations in force regarding balance between genders.

Article 15)

If one or more directors should vacate office during the year, the following procedures shall be adopted for their replacement in accordance with article 2386 of the Italian Civil Code:

a) the Board of Directors shall appoint replacements by way of co-option of individuals belonging to the same list of the resigned Directors; the next Shareholders' Meeting shall vote with the legally required majorities, in compliance with the same principle and nonetheless ensuring that the Board of Directors contains the correct number of directors qualifying as independent required by current statutory and regulatory provisions. If and until expressly provided by mandatory law and/or regulatory provisions, the Board of Directors shall appoint replacements of the same gender (masculine or feminine) of the ceased Directors, so to ensure the compliance with the applicable *pro tempore* legislation and regulations in force regarding balance between genders, having also care to ensure that the Board of Directors contains the correct number of Directors having the independency requirements set forth by current statutory and regulatory provisions.

The Shareholders' Meeting, in confirming/replacing the coopted Directors or, in the absence of co-option, in directly proceeding with the appointment of replacements, resolves with the voting majorities set forth by law, having however care of complying with the same principles referred above;

b) if the list no longer contains previously unelected candidates, the Board of Directors shall make the replacement without observing the procedure set out in point (a) above. Similarly, the related vote by the next Shareholders' Meeting, again with the legally required majorities, shall nonetheless ensure that the Board of Directors contains the correct number of Directors qualifying as independent required by current statutory and regulatory provisions and, if and until expressly provided by mandatory law and/or regulatory provisions, the required number of Directors belonging to the underrepresented gender (masculine or feminine).

If two or more Directors resign or leave the Board of Directors for any other reason, the entire Board will be considered replaced from the date on which the new Board takes office.

Article 16)

If no list has been presented and if the Shareholders' Meeting has not already done so, the Board of Directors shall appoint its own Chairman.

The Board can appoint one or more Vice Chairmen, and one or more Chief Executive Officers, who also have deputizing functions to the Chairman.

The Board shall appoint a Secretary, who does not have to be one of its members.

Article 17)

The Board of Directors shall meet whenever the Chairman considers it appropriate, or at the request of at least two directors, or one of the Chief Executive Officers, or at least one member of the Board of Statutory Auditors.

The Chairman or whoever is deputizing for him shall convene the Board of Directors at the registered office or elsewhere in Italy or abroad in any Country (even if it is not a member of the European Union), by sending a notice containing the meeting's date, time, place and agenda; such notice shall be sent at least seven days before the date of the meeting via letter, fax, e-mail or any other method that guarantees proof of receipt, to the domicile of each director and standing statutory auditor. In the event of having to convene the Board urgently, the notice may be sent in the same manner at least two days before the date of the meeting.

Board meetings are valid even when they are held by teleconference or videoconference, provided that all participants can be identified by the Chairman and all the others attending, and they are able to follow the discussion or intervene in real time, and that all the proceedings are recorded in the minutes. If these conditions are met, the meeting is considered as being held in the place where the Chairman and Secretary are both located for the purposes of preparing the minutes.

Board meetings are valid even when not duly convened provided all the directors and statutory auditors in office are present, including in teleconference or videoconference.

Article 18)

Board meetings are chaired by the Chairman or, if absent, by a Vice Chairman or Chief Executive Officer or, if absent, by another director as appointed by the Board.

Article 19)

The majority of directors in office must be present for Board resolutions to be valid.

Board resolutions are adopted by majority vote of the directors in attendance. Should the Board of Directors consist of an even number of members, the Chairman shall have the casting vote in the event of a tie.

Article 20)

The Board of Directors is invested with the widest possible powers for the ordinary and extraordinary administration of the Company, excluding only those powers that by law are the prerogative of the Shareholders' Meeting.

The Board of Directors is also assigned responsibility for decisions concerning mergers in the cases envisaged by articles 2505 and 2505-*bis* of the Italian Civil Code, demergers in the case of article 2505-*bis* mentioned in article 2506-*ter* of the Italian Civil Code, the opening or closure of secondary headquarters, the reduction of share capital in the event of shareholder withdrawal, amendments to the Articles of Association to update them for statutory and regulatory requirements and the transfer of the Company's registered office within Italy.

The Board of Directors, or its members invested with specific powers, shall comply with all legal reporting requirements, informing the Board of Statutory Auditors of its activities and of the more important economic, financial and equity operations carried out by the Company or its subsidiaries; they specifically report on transactions in which they have an interest, on their own account or that of third parties, or which are influenced by any body exercising direction and coordination of the Company; this report is made at least every three months during meetings of the Board of Directors.

Article 21)

In compliance with article 2381 of the Italian Civil Code, the Board of Directors can delegate its powers to an executive committee, and to one or more of the directors.

The notice of call, the meetings and resolutions of the executive committee, when appointed, are governed by the same provisions as in articles 17, 18 and 19 above.

The Board of Directors shall be responsible for making and annulling the appointment of the Company's Financial Reporting Officer, in compliance with the provisions of article 154-*bis* of Decree 58/1998. Such appointment and annulment shall be made by

the Board of Directors after having sought the compulsory but not binding opinion of the Board of Statutory Auditors on this matter. The Board of Directors shall ensure that the Financial Reporting Officer has suitable powers and resources for carrying out the duties entrusted under current legislation and shall establish the term in office and related remuneration. The Financial Reporting Officer shall be chosen from persons in possession of professional qualifications involving specific expertise and long experience in the accounting and financial field and any other requirements established by the Board of Directors and/or current legislation.

The Board of Directors also has the right to appoint proxies, who may be permanent or temporary, for individual deeds or transactions or for categories of deed or transaction.

Article 22)

Except for authority otherwise granted, the Chairman of the Board of Directors and each of the Chief Executive Officers, if appointed, shall be entitled to sign jointly or severally on the Company's behalf, as decided by the Board of Directors which appointed them and established their powers and duties.

Article 23)

The directors and the members of the executive committee shall receive such remuneration as determined by the Shareholders' Meeting.

Directors invested with special office will also receive the remuneration established by the Board of Directors, after having consulted with the Board of Statutory Auditors.

Alternatively, the Shareholders' Meeting may determine a global amount for the remuneration of all Directors, including the executive ones, to be allocated to each single Director through a resolution to be taken by the Board of Directors after having consulted with the Board of Statutory Auditors.

RELATED-PARTY TRANSACTIONS

Article 24)

The Company approves any related-party transactions in accordance with the provisions of law or regulations in force from time to time, as well as pursuant to the provisions of these by-laws and the internal procedures and rules adopted by the Company in connection therewith.

Article 25)

The internal procedures adopted by the Company on related-party transactions can provide for the possibility of the Board of Directors to approve related-party transactions of major relevance notwithstanding the advice of the independent directors to the contrary, provided that the implementation of such transactions is previously authorized by the Shareholders' Meeting pursuant to article 2364, paragraph 1, number 5), of the Italian Civil Code.

In the above circumstance the Shareholders' Meeting may give its authorization to the transaction resolving with the majorities set forth by law, unless, should the non-related shareholders in attendance to the meeting represent at least 10% of the share capital with voting right, the majority of the non-related shareholders voting at such meeting expresses its vote against the transaction.

Article 26)

Within the limits set forth by applicable provisions of law and regulations, the internal procedures adopted by the Company on related-party transactions can provide for an exemption to their application in relation to urgent transactions, even if such transactions should be submitted to the competence of the Shareholders' Meeting.

BOARD OF STATUTORY AUDITORS - LEGAL AUDITING OF THE COMPANY'S ACCOUNTS

Article 27)

The Board of Statutory Auditors shall consist of three standing members and two alternate members, who remain in office for three financial years and are eligible for re-election. Current laws shall apply to statutory auditors' requirements for eligibility, integrity, experience and independence, to their duties, the determination of their remuneration and their term in office; more specifically, with regard to the experience requirements under article 1 of Ministry of Justice Decree 162 dated 30 March 2000, activities that are considered strictly pertinent to those of the Company are those matters concerning commercial or tax law, economics or corporate finance and the sectors of activity listed in article 4 above and the sectors of fashion, luxury goods, manufacturing industry, finance, banking and insurance. The Board of Statutory Auditors shall be appointed by the Shareholders' Meeting on the basis of lists presented by

shareholders, with the procedures described below, so as to: (a) allow the minority to appoint one standing member and one alternate member, and (b) ensure the balance between genders (masculine and feminine) represented within the Board of Statutory Auditors.

The number of candidates appearing in the lists may not exceed the number of members up for election. Each candidate shall be listed with a sequential number. Furthermore, if and until expressly provided by mandatory law and/or regulatory provisions, each list, except for those containing less than three candidates, shall be composed of a number of candidates belonging to the underrepresented gender (masculine or feminine) so that, should such list result as the Statutory Auditors Majority List (as defined below), from such list a number of statutory auditors belonging to the underrepresented gender are elected so to ensure compliance with the applicable *pro tempore* legislation and regulations in force regarding balance between genders.

No candidate may appear in more than one list, otherwise they will be disqualified.

A) Presentation of lists

Lists may be presented only by those shareholders who own, alone or together with others, at the time of presentation of the list, at least the percentage of share capital consisting of shares with voting rights at Ordinary Shareholders' Meetings, set forth by applicable law or regulations governing the appointment of the Board of Statutory Auditors. Details of this percentage and of the appointment procedures shall be provided in the notice convening the Shareholders' Meeting.

No individual/entity attending the meeting, none of the shareholders belonging to a shareholder syndicate as defined by article 122 of Decree 58/1998, nor the parent company, subsidiaries and companies under common control pursuant to article 93 of Decree 58/1998, may present or vote for more than one list, either directly or through a third party or trust company.

If the above rules are not observed by one or more individuals/entities entitled to attend and vote at the Shareholders' meeting, their vote for any of the lists presented is discounted.

The lists, containing the names of the candidates for the office of standing statutory auditor and alternate statutory auditor, prepared in compliance with the applicable *pro tempore* legislation and regulations in force regarding balance between genders, shall be signed by the shareholders presenting them and

filed at the Company's registered offices at least 25 (twenty-five) days in advance of the date set for the single call or first call of the related Shareholders' Meeting or within the different deadline set forth by applicable law in force from time to time, without prejudice to any other form of publicity established by applicable legislation. The lists must be accompanied by:

(i) information on the identity of the shareholders who have presented the lists, specifying their overall percentage interest in share capital, and a certificate confirming them as the owners of such interest. The certificate attesting the ownership of at least the minimum shareholding required to present a list of candidates, determined having regard to the amount of shares registered in favour of the concerned shareholders on the same day when the lists are deposited with the Company, can be delivered to same Company also after the deposit of the lists, provided that such certificate is delivered at least 21 (twenty-one) days before the date of first call of the relevant Shareholders' Meeting or within the different deadline provided for by the applicable law in force from time to time;

(ii) a statement by the shareholders, other than those who individually or jointly own a controlling or majority interest, confirming the absence of relationships connecting them to the latter, as defined by article 144-*quinquies* of the regulations implementing Decree 58/1998;

(iii) comprehensive details on the personal characteristics and experience of the candidates;

(iv) a statement by the candidates themselves confirming that they are in possession of the requirements envisaged by law, that there are no reasons of ineligibility and incompatibility against them holding office and that they meet the requirements of integrity and experience established by law for members of the Board of Statutory Auditors;

(v) statements by the candidates in which they accept their candidacy and provide details of the number of their appointments as directors or statutory auditors in other companies, with the undertaking to update this list at the date of the Shareholders' Meeting.

(vi) any other information required by current statutory and regulatory provisions.

Lists for which the above provisions are not observed shall be treated as if they had not been presented.

The lists presented are made available to the public at the Company's office, on its website and through the other modalities

provided for by applicable law and regulations, at least 21 (twenty-one) days before the date of single call or first call of the Shareholders' Meeting convened to resolve on the appointment of the Board of Statutory Auditors or within the different deadline provided for by applicable law and regulations in force from time to time.

B) Voting

Every shareholder entitled to vote may vote for only one list, including through a third party or trust company.

Two standing members and one alternate member shall be elected from the list that obtains the highest number of votes ("Statutory Auditors Majority List") in the sequential order in which they appear on this list.

The third standing member and the second alternate member shall be taken from the list obtaining the second highest number of votes and presented and voted by entitled individuals/entities who are not associated with the majority shareholders as defined by par. 2, article 148 of Decree 58/1998 ("Statutory Auditors Minority List"). The first and second candidates appearing on this list shall be elected in the sequential order in which they appear therein.

In the event of a tied vote, further ballots shall be taken involving the entire Shareholders' Meeting in order to obtain an unequivocal result.

The Shareholders' Meeting shall appoint the standing member elected on the Statutory Auditors Minority List as the Chairman of the Board of Statutory Auditors.

Without prejudice to the above, the provisions of law and regulations in force from time to time apply to the presentation, deposit and publication of the lists, including in the cases where only one list is presented, or the lists are presented by shareholders associated one with the others as per par. 2 of article 148 of Decree 58/1998.

In any event, even if only one list has been presented or admitted to voting, the candidates on this list shall be appointed as standing statutory auditors, in compliance, if and until expressly provided by mandatory law and/or regulatory provisions, with the required balance between genders (masculine or feminine, and alternate statutory auditors in accordance with the sequential number in which they appear in the respective sections of this list.

The Statutory Auditors Majority List or the only list (as the case may be) shall ensure compliance with the applicable *pro tempore* legislation and regulations in force regarding balance

between genders. In particular, if the composition of the controlling body, determined on the basis of the sequence numbers assigned to the candidates of such list, does not include a sufficient number of candidates of the underrepresented gender (masculine or feminine) - taking also into account, in case of the Statutory Auditors Majority List, the gender (masculine or feminine) of the candidate elected by the Statutory Auditors Minority List -, candidates having the lowest sequence number, belonging to the mainly represented gender (masculine or feminine), will be automatically replaced by candidates of the underrepresented gender (masculine or feminine) with the highest sequence number, until the minimum quota required by the applicable *pro tempore* legislation and regulations in force regarding balance between genders has been reached.

If no list is presented or if it is not possible to appoint one or more statutory auditors using the list voting system, the Shareholders' Meeting shall decide with the majorities required by law and ensuring, in any case, the presence of the required number of members belonging to the underrepresented gender (masculine or feminine) between the standing members of the Board of Statutory Auditors, such as to comply with the applicable *pro tempore* legislation and regulations in force regarding balance between genders.

C) Replacement

In the event of having to replace a statutory auditor, the replacement shall be an alternate statutory auditor belonging to: (i) the same list and (ii) if and until it is necessary in order to ensure the proportion between genders (masculine and feminine) required by the applicable *pro tempore* legislation and regulations in force regarding balance between genders, the same gender as the ceased statutory auditor, in the order specified therein.

This is without prejudice to other replacement procedures established by current statutory or regulatory provisions.

The Shareholders' Meeting called under par. 1, article 2401 of the Italian Civil Code shall make the appointment or replacement in compliance with the principle of having the required minority representation and, if and until it is necessary, in order to ensure the balance between genders (masculine and feminine) within the Board of Statutory Auditors, in compliance with the applicable *pro tempore* legislation and regulations in force regarding balance between genders.

The powers, duties and term in office of the statutory auditors are those established by law.

The statutory auditors may, individually or jointly, request the Board of Directors to provide details and explanations about the information they have received and about general business trends or specific transactions, and may carry out inspections and controls at any time.

Members of the Board of Statutory Auditors may not hold similar appointments in more than five companies that are quoted on the stock exchange. The statutory auditors shall comply with the limits on the number of appointments as a director or statutory auditor established by article 148-bis of Decree 58/1998 and related regulations for its implementation.

No standing or alternate statutory auditor may be a director or employee of companies or entities that control the Company; this is without prejudice to the other limitations on the number of appointments that may be held under current statutory or regulatory provisions.

Meetings of the Board of Statutory Auditors may be held via teleconference or videoconference, in accordance with the terms stated in article 17.

Article 28)

The legal auditing of the Company's accounts is made by an auditing firm, whose appointment, duties, powers and responsibilities are governed by the provisions of specific laws.

FINANCIAL STATEMENTS AND PROFITS

Article 29)

The Company's financial year runs from 1 January to 31 December of each year. The financial statements are prepared by the Board of Directors as required by current legislation.

Article 30)

Five percent of net income resulting from the financial statements approved by the Shareholders' Meeting must be allocated to the legal reserve until this equals one-fifth of share capital. The remainder of net income may then be allocated in the manner decided by the Shareholders' Meeting.

The Board of Directors may resolve to distribute interim dividends, if the legal requirements and conditions exist.

Dividends not collected within a five-year period from their payment date shall become statute-barred and be recredited to the legal reserve.

WINDING-UP AND LIQUIDATION

Article 31)

In the event the Company is wound up, the Extraordinary Shareholders' Meeting shall determine how the liquidation will be conducted, appoint one or more liquidators, determine their powers and fix their remuneration.

APPOINTMENT OF AN HONORARY CHAIRMAN

Article 32)

Should the Board of Directors consider it necessary, and insofar as the Ordinary Shareholders' Meeting has not made provisions there for, the Board of Directors can nominate an Honorary Chairman, who will not be a member of the Board of Directors, and who will only attend meetings of the Board of Directors upon invitation by the Chairman of the Board. The Honorary Chairman does not have the right to vote in the meetings of the Board of Directors.

The Honorary Chairman shall carry out the duties assigned from time to time by the Board of Directors.

The Honorary Chairman shall serve the same term as the Board of Directors in office at the time. The Honorary Chairman can be re-elected.

The Board of Directors shall determine the remuneration of the Honorary Chairman.