

Notary File No. 17,868

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

REPUBLIC OF ITALY

On the second day of May two thousand and twenty-three.
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** -, Italian citizen, in accordance with the law

DECLARE

That **the ordinary and extraordinary Shareholders' Meeting took place exclusively by means of video/telecommunication pursuant to Article 106 of Legislative Decree No.18/2020**, on April 27th (twenty-seventh), 2023 (two thousand and twenty-three), starting from ten a.m., - validly convened by means of the notice of call of the ordinary and extraordinary Shareholders' Meeting made available on April 17th (seventeenth), 2023 (two thousand and twenty-three), on the Company's website and as an excerpt on the newspaper "La Repubblica" on April 17th, 2023,- of the Company **"SAFILO GROUP S.P.A."**, with its registered office in Padua (PD), Zona Industriale VII Strada No. 15, share capital, subscribed and fully paid in, of Euro 384,857,848.45 (three hundred eighty-four million eight hundred and fifty-seven thousand eight hundred and forty-eight/45), resolved share capital of Euro 504,943,372.53 (five hundred four million nine hundred forty-three thousand three hundred seventy-two/53) Fiscal Code and registration number with the Company Register of Padua 03032950242, REA: PD-358600, an Italian Company, established in Italy, listed on the Euronext Milano managed and organized by Borsa Italiana S.p.A. ("EXM"), in order to discuss and resolve on the following

AGENDA

ORDINARY SESSION

1. **Financial statements as at December 31, 2022:**
 - 1.1 **Approval of the Separate Financial statements**
 - 1.2 **Allocation of the results for the year**
2. **Report on the remuneration policy and on the remuneration paid:**
 - 2.1 **Approval of Section I of the report**
 - 2.2 **Non-binding vote on Section II of the report**
3. **Allocation of reserves to cover losses**
4. **Proposal for the approval of a new Stock Option Plan 2023-2025 of Safilo Group S.p.A. and Safilo S.p.A. 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**
5. **Appointment of the Board of Statutory Auditors for the 2023-2025 term**

5.1 Appointment of the members of the Board of Statutory Auditors and its Chairman

5.2 Determination of the annual remuneration of the Board of Statutory Auditors

6. Appointment of the statutory audit assignment for the period 2023-2031 and determination of the consideration pursuant to Legislative Decree no. 39/2010

EXTRAORDINARY SESSION

1. Proposal of issuance in cash up to a maximum number of 11,000,000 ordinary shares without any indication of par value, with exclusion of the preemption right pursuant to Article 2441, Paragraph 8, of the Italian Civil Code, at the service of a stock option plan (Stock Option Plan 2023-2025 of Safilo Group S.p.A. and Safilo S.p.A.) 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

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-seventh, two thousand and twenty-three, at ten a.m., **exclusively by means of video/telecommunication pursuant to Article 106 of Legislative Decree No.18/2020**, the 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, subscribed and fully paid in, of Euro 384,857,848.45 (three hundred eighty-four million eight hundred and fifty-seven thousand eight hundred and forty-eight/45), resolved share capital of Euro 504,943,372.53 (five hundred four million nine hundred forty-three thousand three hundred seventy-two/53) Fiscal Code and registration number with the Company Register of Padua 03032950242, REA: PD-358600, an Italian Company, established in Italy, listed on the Euronext Milano managed and organized by Borsa Italiana S.p.A. ("EXM"), 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 would take place (i) exclusively through the appointed representative "COMPUTERSHARE S.P.A." with registered office in Milan (MI), via Lorenzo Mascheroni No. 19 (in the person of Mrs. Laura Rusconi participating by means of audio conference) and (ii) exclusively by means of video/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 Directors Messrs. TROCCHIA Angelo, BUJA Katia, GROOT Melchert Frans, BRISSET Matthieu, POLET Robert, MAZZILLI Ines Maria Lina and BONI Irene were present whereas the Director MORELLI Cinzia Mr. COLE Jeffrey Alan justified his absence;

- for the Board of Statutory Auditors, the Chairman Mrs. PEZZUTO Carmen and the Standing Statutory Auditor Mrs. SOLIMANDO Bettina and PADOVA Roberto were present;

- the Notary Alessandro NAZARI, who would take the minutes of the meeting, Gerd Graehsler, Chief Financial Officer of Safilo Group, and Francesco Gianni, Secretary of the Board of Directors were present.

The Chairman declared that:

- the Shareholders' Meeting had been validly convened by means of the notice of call of the ordinary and extraordinary Shareholders' Meeting made available on April 17th (seventeenth), 2023 (two thousand and twenty-three), on the Company's website and as an excerpt on the newspaper "La Repubblica" on April 17th, 2023;

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

The Chairman declared that only the appointed representative was in attendance, representing as a proxy No. 121 (one hundred and twenty-one) shareholders, holding No. 347,741,596 (three hundred forty-seven million seven hundred forty-one thousand five hundred ninety-six) shares equal to 84.047228% (eighty-four point zero four seven two two eight per cent) of the share capital.

The Chairman reminded that pursuant to the applicable provisions of law and articles of association, the ordinary Shareholders' Meeting convened in single call was regularly constituted with the presence of any represented part of the share capital whereas the Extraordinary Shareholders' Meeting convened in single call was 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 resolve upon the item on the following:

AGENDA

ORDINARY SESSION

- 1. Financial statements as at December 31, 2022:**
 - 1.1 Approval of the Separate Financial statements**
 - 1.2 Allocation of the results for the year**

2. Report on the remuneration policy and on the remuneration paid:

2.1 Approval of Section I of the report

2.2 Non-binding vote on Section II of the report

3. Allocation of reserves to cover losses

4. Proposal for the approval of a new Stock Option Plan 2023-2025 of Safilo Group S.p.A. and Safilo S.p.A. 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

5. Appointment of the Board of Statutory Auditors for the 2023-2025 term

5.1 Appointment of the members of the Board of Statutory Auditors and its Chairman

5.2 Determination of the annual remuneration of the Board of Statutory Auditors

6. Appointment of the statutory audit assignment for the period 2023-2031 and determination of the consideration pursuant to Legislative Decree no. 39/2010

EXTRAORDINARY SESSION

1. Proposal of issuance in cash up to a maximum number of 11,000,000 ordinary shares without any indication of par value, with exclusion of the preemption right pursuant to Article 2441, Paragraph 8, of the Italian Civil Code, at the service of a stock option plan (Stock Option Plan 2023-2025 of Safilo Group S.p.A. and Safilo S.p.A.) 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

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 1Info;

- additionally, the lists for the appointment of the Board of Statutory Auditors, presented respectively by the shareholders MULTIBRANDS ITALY B.V., BDL CAPITAL MANAGEMENT and some institutional shareholders had been filed in compliance with the applicable regulations and within the terms of the law; these had been filed within the terms set 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 1Info;

The Chairman announced that the share capital recorded at Register of Companies was resolved for Euro 504,943,372.53 (five hundred

four million nine hundred forty-three thousand three hundred seventy-two/53) of which subscribed and fully paid-in for Euro Euro 384,857,848.45 (three hundred eighty-four million eight hundred and fifty-seven thousand eight hundred and forty-eight/45), divided into 413,745,466 (four hundred and thirteen million seven hundred and forty-five thousand four hundred and sixty-six) ordinary shares without par value.

The Chairman also 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 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 T.U.F. and no questions on the item on the agenda of the Shareholders' Meeting pursuant to Article 127-ter of T.U.F. had been received.

The Chairman declared that the Company was not aware of the existence of the any shareholders' agreement.

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 informed that based on the Shareholders' Ledger, and communications received according to Article 120 of T.U.F., as well as to other information available to the Company, attendees holding directly or indirectly more than 5% (five per cent) 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. 206,126,958 (two hundred six million one hundred twenty-six thousand nine hundred fifty-eight) shares equal to 49.83% (forty-nine point eight three per cent) of the ordinary share capital and equal to 49.83% (forty-nine point eight three per cent) of the voting capital;
- BDL CAPITAL MANAGEMENT with a total of 62,017,088 (sixty-two million seventeen thousand eighty-eight) shares equal to 14.99% (fourteen point nine nine per cent) of the ordinary share capital and equal to 14.99% (fourteen point nine nine per cent) of the voting capital, through BDL REMPART EUROPE with 27,279,265 (twenty-seven million two hundred seventy-nine thousand two hundred sixty-five) shares equal to 6.59% (six point zero fifty-nine per cent) of the ordinary share capital and equal 6.59% (six point zero fifty-nine per cent) of the voting capital, BDL CONVICTIONS with 24,755,894 (twenty-four million seven hundred fifty-five thousand eight hundred ninety-four) shares equal to 5.98% (five point nine eight per cent) of the ordinary share capital and equal to 5.98% (five point nine eight per cent) of the voting capital, BDL NAVARRE with 7,310,442 (seven million three hundred ten

thousand four hundred forty-two) shares equal to 1.76% (one point seven six per cent) of the ordinary share capital and equal to 1.76% (one point seven six per cent) of the voting capital, RECO LUX BDL EUROPEAN EQUITY ALPHA with 2,671,487 (two million six hundred seventy-one thousand four hundred eighty-seven) shares equal to 0.64% (zero point six four per cent) of the ordinary share capital and shares equal to 0.64% (zero point six four per cent) of the voting capital.

The Chairman informed that, for technical and organizational reasons, some employees of the Company were also attending the Shareholders' Meeting.

The Chairman informed about the Shareholders' Meeting procedures: after the presentation of the item on the agenda, the voting phase would take place; the vote on the item on the agenda would take place by enunciation, by the appointed representative, 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 result from a document attached to the minutes of the Shareholders' Meeting.

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

1. Financial statements as at December 31, 2022:

1.1 Approval of the Separate Financial statements

1.2 Allocation of the results for the year

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 lInfo 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 appointed representative approved the proposal.

The Chairman then read the proposed resolution:

"The Shareholders' Meeting:

- having taken into account the draft separate financial statements for the year ended as at December 31, 2022 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, 2022;

- having taken into account the Illustrative Report of the Board of Directors;

resolves

- to approve the separate financial statements for the year ended as at December 31, 2022;
- to cover the loss of the year, amounting to 11,846,054 Euro, with the Stock option reserve (amount 1,439,907 Euro), the TFR discount reserve (amount 1,378 Euro) and the Share premium reserve (for amount 10,404,769 Euro);
- to confer on the Chairman of the Board of Directors and the Chief Executive Officer, disjunctly - also through special proxies - a mandate to carry out all the inherent activities, consequent or connected to the implementation of the resolution referred to in the previous points."

The Chairman declared open the vote on the approval of the separate financial statement as at December 31 (thirty first) 2022 two thousand and twenty two).

The Chairman asked the appointed representative to communicate, based on the voting instructions received, the number of shares who voted (i) in favor of the proposal, (ii) against the proposal and (iii) that abstained from voting.

The appointed representative declared No. 346,356,054 (three hundred forty-six million three hundred fifty-six thousand fifty-four) votes in favor, zero votes against and No. 1,385,542 (one million three hundred eighty-five thousand five hundred forty-two) 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.

The Chairman declared open the vote on the allocation of the results for the year and asked the appointed representative to communicate, based on the voting instructions received, the number of shares who voted (i) in favor of the proposal, (ii) against the proposal and (iii) that abstained from voting.

The appointed representative declared No. 346,466,596 (three hundred forty-six million four hundred sixty-six thousand five hundred ninety-six) votes in favor, zero votes against and No. 1,275,000 (one million two hundred seventy-five thousand) 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.

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

2. Report on the remuneration policy and on the remuneration paid:

2.1 Approval of Section I of the report

2.2 Non-binding vote 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 and that 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 2023 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 2022 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 appointed representative approved the proposal.

The Chairman moved on to read the proposed resolution.

"The Shareholders' Meeting:

- having considered 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 2023 financial year and the procedures used for the adoption and implementation of this policy;
- having considered 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 2022 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;
- to issue a favourable opinion (not binding) on the second section of the Report on the remuneration policy and on the remuneration paid."

The Chairman declared open the vote on Section I of the Report on the remuneration policy and on the remuneration paid.

The Chairman asked the appointed representative to communicate, based on the voting instructions received, the number of shares who voted (i) in favor of the proposal, (ii) against the proposal and (iii) that abstained from voting.

The appointed representative declared No. 280,524,804 (two hundred eighty million five hundred twenty-four thousand eight hundred four) votes in favor, No. 55,178,161 (fifty-five million one hundred seventy-eight thousand one hundred sixty-one) votes against and No. 12,038,631 (twelve million thirty-eight thousand six hundred thirty-one) 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.

The Chairman declared open the vote on Section II of the Report on the remuneration policy and on the remuneration paid for the financial year 2022.

The Chairman asked the appointed representative to communicate, based on the voting instructions received, the number of shares who voted (i) in favor of the proposal, (ii) against the proposal and (iii) that abstained from voting.

The appointed representative declared No. 280,524,804 (two hundred eighty million five hundred twenty-four thousand eight hundred four) votes in favor, No. 55,178,161 (fifty-five million one hundred seventy-eight thousand one hundred sixty-one) votes against and No. 12,038,631 (twelve million thirty-eight thousand six hundred thirty-one) 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.

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

3. Allocation of reserves to cover losses

The Chairman reminded that during the financial year, the Company completed analysis activities concerning the composition and nature of the reserves composing the Company's equity, as resulting from the financial statements as at December 31, 2022, following the analysis activities, it has emerged that certain items of the Company's equity needed to be rationalized.

In particular, it has been found appropriate to proceed to the integral coverage of the losses carried forward from the previous financial years. For this reason, the Board of Directors has made a proposal that consists of the use of profits and capital reserves.

The Chairman pointed out that the proposal does not have any impact on the overall extent of shareholders' equity, but is considered appropriate by the Board for a more immediate and straightforward interpretation of such equity.

In consideration of the fact that the Report on the allocation of reserves to cover losses was made available to shareholders within the terms set forth by the law, the Chairman proposed to omit reading it.

The appointed representative approved the proposal.

The Chairman moved on to read the proposed resolution.

"The Shareholders' Meeting: having acknowledged the contents and reasons illustrated in the Explanatory Report of the Board of Directors,

resolves

- to approve the integral coverage of the item Profits/ losses carried-forward equal to Euro 654,755,002 is integrally covered by using capital reserve Share Premium Reserve for the amount of Euro 654,755,002."

The Chairman declared open the vote on the Allocation of reserves to cover losses.

The Chairman asked the appointed representative to communicate, based on the voting instructions received, the number of shares who voted (i) in favor of the proposal, (ii) against the proposal and (iii) that abstained from voting.

The appointed representative declared No. 346,466,596 (three hundred forty-six million four hundred sixty-six thousand five hundred ninety-six) votes in favor, zero votes against and No. 1,275,000 (one million two hundred seventy-five thousand) 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.

The Chairman then moved on to the fourth item on the agenda - ordinary session - that he reminded those in attendance being:
4. Proposal for the approval of a new Stock Option Plan 2023-2025 of Safilo Group S.p.A. and Safilo S.p.A. 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

The Chairman reminded that according to Article 114-bis of the TUF, the Shareholders' Meeting is called to approve the adoption of a retention and incentive plan named "Stock Option Plan 2023-2025 of Safilo Group S.p.A. and Safilo S.p.A." (the "Plan"), to be implemented by means of the assignment, in no more than three tranches and free of charge of a maximum number of 22,000,000 options (the "Options"), to be granted to (i) executive directors who are also employees and (ii) other employees of the Company and/or other companies within the group belonging to the Company who hold an important role or who are deemed to play a significant role in the achievement of the medium-long term goals of Safilo Group.

The rights of the Beneficiaries shall be satisfied by the Company or Safilo S.p.A., as the case may be, through: (i) newly issued ordinary shares of the Company, without any indication of par value, deriving from an issuance in cash up to a maximum number of 11,000,000 Safilo Group 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 today's Shareholders' meeting, extraordinary session; (ii) the Shares of the Company, to be purchased by Safilo on the market, also to serve the Plan, on the basis of an authorization to be granted by the shareholders' meeting of Safilo, pursuant to Article 2359-bis of the Civil Code, the provisions of the TUF, and the Issuers' Regulation as well as the applicable laws and regulations.

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

In consideration of the fact that the Illustrative Report together with the Information Document was made available to shareholders within the terms set forth by the law, the Chairman proposed to omit reading it.

The appointed representative approved the proposal.

The Chairman moved on to read the proposed resolution.

"The Shareholders' Meeting:

- taking into account the related Explanatory Report of the Board of Directors;
- having examined the Information 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 2023 - 2025 of Safilo Group S.p.A. and Safilo S.p.A.," in accordance with the guidelines outlined in the explanatory report of Board of Directors and in the information document concerning the same stock option plan;

- to grant the Board of Directors any powers necessary or appropriate to give full and complete effect to the "Stock Option Plan 2023 - 2025 of Safilo Group S.p.A. and Safilo S.p.A." 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 assigned to each of them, to proceed with any assignment of options to beneficiaries who are employed by the Group, 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, including for any assignment of options by Safilo S.p.A. to beneficiaries who are employees of the same and/or of any of its controlled companies, with the authority to delegate its powers, duties and responsibilities concerning the implementation and enforcement of the plan to the Chief Executive Officer of Safilo Group S.p.A., 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) shall be at the exclusive competence of the Board of Directors;

- to grant to the Chairman of the Board of Directors and the Chief Executive Officer of Safilo Group, 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 declared open the vote.

The Chairman asked the appointed representative to communicate, based on the voting instructions received, the number of shares who voted (i) in favor of the proposal, (ii) against the proposal and (iii) that abstained from voting.

The appointed representative declared No. 280,111,737 (two hundred eighty million one hundred eleven thousand seven hundred thirty-seven) votes in favor, No. 52,176,228 (fifty-two million one hundred seventy-six thousand two hundred twenty-eight) votes against and No. 15,453,631 (fifteen million four hundred fifty-three thousand six hundred thirty-one) 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.

The Chairman then moved on to the fifth item on the agenda -

ordinary session - that he reminded those in attendance being:

5. Appointment of the Board of Statutory Auditors for the 2023-2025 term

5.1 Appointment of the members of the Board of Statutory Auditors and its Chairman

5.2 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), 2022 (two thousand and twenty-two), 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 3 (three) lists were presented within the legal terms:

- list no. 1 (one) presented by the shareholder Multibrands Italy B.V. holding No. 206,126,958 (two hundred six million one hundred twenty-six thousand nine hundred fifty-eight) shares equal to 49.83% (forty-nine point eight three per cent) of the ordinary share capital and equal to 49.83% (forty-nine point eight three per cent) of the voting capital 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, BDL Navarre and RECO Lux BDL European Equity Alpha) with a total of 62,017,088 (sixty-two million seventeen thousand eighty-eight) shares equal to 14.99% (fourteen point nine nine per cent) of the ordinary share capital and equal to 14.99%

(fourteen point nine nine per cent) of the ordinary share capital having voting rights in the Shareholders' Meeting;

• list no. 3 (three) presented by the institutional shareholders Algebris UCITS Funds plc - Algebris Core Italy Fund; Amundi Asset Management SGR S.p.A. managing the funds: Amundi Valore Italia Pir, Amundi Accumulazione Italia Pir 2023, Amundi Sviluppo Italia; Eurizon Capital SGR S.p.A managing the funds: Eurizon Azioni Pmi Italia, Eurizon Pir Italia Azioni, Eurizon Progetto Italia 20, Eurizon Pir Italia 30, Eurizon Progetto Italia 70, Eurizon Progetto Italia 40; Fideuram Asset Management Ireland managing the fund Fonditalia Equity Italy; Fideuram Intesa Sanpaolo Private Banking Asset Management Sgr S.P.A. managing the funds: Piano Azioni Italia, Piano Bilanciato Italia 50, Piano Bilanciato Italia 30; Mediolanum International Funds Limited - Challenge Funds - Challenge Italian Equity; Mediolanum Gestione Fondi Sgr S.P.A. managing the funds: Mediolanum Flessibile Futuro Italia and Mediolanum Flessibile Sviluppo Italia all together holders of a total of 18,887,196 (eighteen million eight hundred eighty-seven thousand one hundred ninety-six) ordinary shares of the Company, equal to 4.56545% (four point five six five four five per cent) of the share capital with the right to vote in the Shareholders' Meeting.

List no.1, presented by Multibrands Italy B.V., is composed of the following persons:

Standing Statutory Auditors

1. SOLIMANDO Bettina
2. PADOVA Roberto

Alternate Statutory Auditors

1. BRAZELLI Nathalie
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.

List no. 3 presented by the institutional shareholders is composed of the following persons:

Standing Statutory Auditors

1. TALAMONTI Maria Francesca

Alternate Statutory Auditors

1. AMATA Tina Marcella

The Chairman pointed out that the institutional shareholders 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 appointed representative approved the proposal.

The Chairman put list no. 1 presented by the shareholder Multibrands Italy B.V. to the vote and asked the appointed representative to communicate the names of the shareholders who voted in favor of list no. 1 and the number of shares they held. The appointed representative declared no. 206,160,958 (two hundred six million one hundred sixty thousand nine hundred fifty-eight) votes in favor of list no. 1.

The Chairman put list no. 2 presented by the shareholder BDL Capital Management to the vote and asked the appointed representative to communicate the names of the shareholders who voted in favor of list no. 2 and the number of shares they held. The appointed representative declared no. 62,017,088 (sixty-two million seventeen thousand eighty-eight) votes in favor of list no. 2 (two).

The Chairman put list no. 3 presented by institutional shareholders Algebris UCITS Funds plc - Algebris Core Italy Fund; Amundi Asset Management SGR S.p.A. managing the funds: Amundi Valore Italia Pir, Amundi Accumulazione Italia Pir 2023, Amundi Sviluppo Italia; Eurizon Capital SGR S.p.A managing the funds: Eurizon Azioni Pmi Italia, Eurizon Pir Italia Azioni, Eurizon Progetto Italia 20, Eurizon Pir Italia 30, Eurizon Progetto Italia 70, Eurizon Progetto Italia 40; Fideuram Asset Management Ireland managing the fund Fonditalia Equity Italy; Fideuram Intesa Sanpaolo Private Banking Asset Management Sgr S.P.A. managing the funds: Piano Azioni Italia, Piano Bilanciato Italia 50, Piano Bilanciato Italia 30; Mediolanum International Funds Limited - Challenge Funds - Challenge Italian Equity; Mediolanum Gestione Fondi Sgr S.P.A. managing the funds: Mediolanum Flessibile Futuro Italia and Mediolanum Flessibile Sviluppo Italia and asked the

appointed representative to communicate the names of the shareholders who voted in favor of list no. 3 and the number of shares they held.

The appointed representative declared no. 68,560,026 (sixty-eight million five hundred sixty thousand twenty-six) votes in favor of list no. 3.

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

The appointed representative declared no. 239,893 (two hundred thirty-nine thousand eight hundred ninety-three) votes against. The Chairman asked the appointed representative to communicate the names of the shareholders who abstained from voting and the number of shares they held.

The appointed representative declared no. 10,763,631 (ten million seven hundred sixty-three thousand six hundred thirty-one) abstentions.

The Chairman announced that:

- list no. 1 presented by the shareholder Multibrands Italy B.V. obtained no. 206,160,958 (two hundred six million one hundred sixty thousand nine hundred fifty-eight), therefore a number of votes representing the majority of the votes cast, that is 59.285677% (fifty-nine point two eight five six seven seven percent) of the voting capital and 49,827968% (forty-nine point eight two seven nine six eight) of the share capital;

- list no. 2 presented by the shareholder BDL Capital Management obtained no. 62,017,088 (sixty-two million seventeen thousand eighty-eight) votes in favor, that is 17.834248% (seventeen point eight three four two four eight percent) of the voting capital and 14.989189% (fourteen point nine eight nine one eight nine) of the share capital;

- list no. 3 presented by the institutional shareholders obtained no. no. 68,560,026 (sixty-eight million five hundred sixty thousand twenty-six) votes in favor, that is 19.715797% (nineteen point seven one five seven nine seven) of the voting capital and 16.570581% (sixteen point five seven zero five eight one per cent) of the share capital;

- no. 239,893 (two hundred thirty-nine thousand eight hundred ninety-three) votes against all lists;

- 10,763,631 (ten million seven hundred sixty-three thousand six hundred thirty-one) 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 - **OMISSIS** - on - **OMISSIS** -, 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 - **OMISSIS** - on - **OMISSIS** -, domiciled in

- **OMISSIS** -, registered with the Register of Lawyers of Rome no. 17007 since November 28, 1985;

- **TALAMONTI Maria Francesca**, born - **OMISSIS** - on - **OMISSIS** -, domiciled in - **OMISSIS** - registered with the Italian Register of Statutory Auditors no. 146250 as per D.M. (Italian Ministerial Decree) July 03, 2007, G.U. (Gazzetta Ufficiale) no. 63 of 30 August 2007,

Alternate Statutory Auditors:

- **MICHIELON Marco**, born in - **OMISSIS** -, on - **OMISSIS** -, domiciled in - **OMISSIS** - registered with the Italian Register of Statutory Auditors no. 150819 as per D.M. (Italian Ministerial Decree) April 29, 2008, G.U. (Gazzetta Ufficiale) no. 37 of 13 May 2008;

- **AMATA Tina Marcella**, born in - **OMISSIS** -, on - **OMISSIS** -, domiciled in - **OMISSIS** - registered with the Italian Register of Statutory Auditors no. 77470 as per D.M. (Italian Ministerial Decree) June 7, 1999, G.U. (Gazzetta Ufficiale) no. 50 of 25 June 1999;

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 **TALAMONTI Maria Francesca**, 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 2020-2022 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 appointed representative 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 appointed representative declared no. 335,702,965 (three hundred thirty-five million seven hundred two thousand nine hundred sixty-five) votes in favor, zero votes against and 12,038,631 (twelve million thirty-eight thousand six hundred thirty-one) 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 2020-2022 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), 2025 (two thousand twenty-five), the Standing Statutory Auditors:

- **SOLIMANDO Bettina**, born in - **OMISSIS** - on - **OMISSIS** -, 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 - **OMISSIS** - on - **OMISSIS** -, domiciled in - **OMISSIS** -, registered with the Register of Lawyers of Rome no. 17007 since November 28, 1985;

- **TALAMONTI Maria Francesca**, born - **OMISSIS** - on - **OMISSIS** -, domiciled in - **OMISSIS** - registered with the Italian Register of Statutory Auditors no. 146250 as per D.M. (Italian Ministerial Decree) July 03, 2007, G.U. (Gazzetta Ufficiale) no. 63 of 30 August 2007;

As well as the following Alternate Statutory Auditors:

- **MICHIELON Marco**, born in - **OMISSIS** -, on - **OMISSIS** -, domiciled in - **OMISSIS** - registered with the Italian Register of Statutory Auditors no. 150819 as per D.M. (Italian Ministerial Decree) April 29, 2008, G.U. (Gazzetta Ufficiale) no. 37 of 13 May 2008;

- **AMATA Tina Marcella**, born in - **OMISSIS** -, on - **OMISSIS** -, domiciled in - **OMISSIS** - registered with the Italian Register of Statutory Auditors no. 77470 as per D.M. (Italian Ministerial Decree) June 7, 1999, G.U. (Gazzetta Ufficiale) no. 50 of 25 June 1999;

- to appoint TALAMONTI Maria Francesca 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 sixth item on the agenda - ordinary session - that he reminded those in attendance being:

6. Appointment of the statutory audit assignment for the period 2023-2031 and determination of the consideration pursuant to Legislative Decree no. 39/2010

The Chairman reminded that with the approval of the financial statements as at December 31 (thirty-first), 2022 (two thousand and twenty-two) of the Company, the mandate for the legal audit of the accounts conferred on the independent auditors Deloitte S.p.A. expired. It is therefore necessary to proceed, in compliance with the provisions of Legislative Decree no. 39 of 27 January 2010 ("D. Lgs. 39/2010") and European Regulation 537/2014 relating to public interest entities and the audit of public interest entities, the appointment of the statutory audit for the financial years 2023-2031 to another auditing firm and the determination of the related fee for the entire duration of the engagement, as well as any criteria for adjusting such fee. The Chairman pointed out that the resolution is passed by the Shareholders' Meeting on the basis of a reasoned proposal by the Supervisory Body in its capacity as Internal Control and Audit Committee.

The Chairman informed that at the end of the above-mentioned selection process, the Board of Statutory Auditors prepared and submitted to the Board of Directors its reasoned proposal, which is attached to the Illustrative Report of the Board of Directors related to this item on the agenda and contains at least two possible appointment alternatives and a duly justified preference for one of them. In particular, the Board of Statutory Auditors, having assessed the offers received, deemed it necessary to submit to the Shareholders' Meeting, pursuant to Article 16, paragraph 2, of Regulation (EU) no. 537/2014, as well as articles 13 and 17 of Legislative Decree 39/2010, alternately, the two proposals for the mandate for the legal audit of the accounts of Safilo Group S.p.A., for the nine-year period 2023-2031, formulated by the company Pricewaterhousecoopers S.p.A. and the company K.P.M.G. S.p.A., unanimously expressing its preference for the company Pricewaterhousecoopers S.p.A., which achieved a higher final score within the selection procedure.

The Chairman sincerely thanked the outgoing 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 appointed representative approved the proposal.

The Chairman moved on to read the proposed resolution.

“The Shareholders' Meeting:

- taking into account that with the approval of the financial statements at December 31, 2022, the mandate for the legal

audit of the accounts conferred on the independent auditors Deloitte S.p.A. for the nine-year period 2014-2022 will expire,

- having examined and discussed the reasoned proposal of the Board of Statutory Auditors in its capacity as Internal Control and Audit Committee containing the proposal for the mandate for the legal audit of the accounts of Safilo Group S.p.A., for the nine-year period 2023-2031,

resolves

- to approve the proposal of the Board of Statutory Auditors, in accordance with the terms and procedures outlined in the "Reasoned proposal of the Board of Statutory Auditors of Safilo Group S.p.A. for the appointment of the new independent auditors for the period 2023-2031 and approval of the related compensation, pursuant to Articles 13, paragraph 1, and 17, paragraph 1, of Legislative Decree no. 39 of 27 January 2010 as amended, respectively, by Articles 16 and 18 of Legislative Decree no. 135 of 17 July 2016, by Article 16 of the European Regulation no. 537/2014 of the European Parliament and of the European Council of 16 April 2014", which, on the basis of the justified proposal submitted, provides for:

* on a primary basis, to appoint PricewaterhouseCoopers S.p.A. for carrying out the activities as well as under the conditions set out in the offer formulated by the aforementioned auditing firm, the economic terms of which are summarized in the proposal formulated by the Board of Statutory Auditors;

* on a secondary basis, if the primary proposal is not approved, to appoint KPMG S.p.A. for carrying out the activities as well as under the conditions set out in the offer formulated by the aforementioned auditing firm, the economic terms of which are summarized in the proposal formulated by the Board of Statutory Auditors;

- to grant the Board of Directors all powers necessary to implement the resolution of the Shareholders' Meeting, including through delegated persons."

The Chairman declared open the vote.

The Chairman asked the appointed representative to communicate, based on the voting instructions received, the number of shares who voted (i) in favor of the proposal, (ii) against the proposal and (iii) that abstained from voting.

The appointed representative declared No. 346,466,596 (three hundred forty-six million four hundred sixty-six thousand five hundred ninety-six) votes in favor, zero votes against and No. 1,275,000 (one million two hundred seventy-five thousand) 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.

Having concluded the discussion of the items on the agenda - ordinary session -, the Chairman declared the meeting closed in the ordinary session at ten fifty-five am and moved on to discussing the item on the agenda - extraordinary session.

The Chairman recalled all the communications and clarifications given at the time of the opening of the meeting and confirmed that the meeting was still validly convened in the extraordinary session, only the appointed representative, representing as a proxy No. 121 (one hundred and twenty-one) shareholders, holding No. 347,741,596 (three hundred forty-seven million seven hundred forty-one thousand five hundred ninety-six) shares equal to 84.047228% (eighty-four point zero four seven two two eight per cent) of the share capital.

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

1. Proposal of issuance in cash up to a maximum number of 11,000,000 ordinary shares without any indication of par value, with exclusion of the preemption right pursuant to Article 2441, Paragraph 8, of the Italian Civil Code, at the service of a stock option plan (Stock Option Plan 2023-2025 of Safilo Group S.p.A. and Safilo S.p.A.) 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

The Chairman recalled that the Shareholders' Meeting is called to approve the proposed issuance in cash up to a maximum number of 11,000,000 (eleven million) Safilo Group 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, to be subscribed by June 30 (thirtieth) , 2033 (two thousand and thirty-three) to service a stock option plan (Stock Option Plan 2023-2025 of Safilo Group S.p.A. and Safilo S.p.A.) 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 by the Shareholders' Meeting in its ordinary session.

The Chairman pointed out that:

- the issue price of the new shares shall be equal to the average weighted by volume (rounded to the second decimal place) of the daily official prices of the Company shares for the preceding month leading up to the day on which the Board of Directors determines the number of Options to be assigned under the Plan (therefore, "preceding month" means the period starting from the day preceding the Board of Directors' meeting which determines such number 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);

- any payments made by the Beneficiaries for the purpose of

exercising the Options assigned to them that are served through the Shares' Issuance shall be fully charged to the share premium reserve, without any increase in the share capital of the Company; consequently, the Shares' Issuance shall lead to an increase of maximum no. 11,000,000 (eleven million) shares in relation to the number of shares into which the share capital is divided, currently equal to 384,857,848.45 (three hundred eighty-four million eight hundred and fifty-seven thousand eight hundred and forty-eight/45)Euro the latter remaining unchanged.

The Chairman proposed, in consideration of the fact that the Illustrative Report drafted under Article 125-ter of the T.U.F. and under Article 72 of the Issuers' Regulation was made available to shareholders within the terms set forth the applicable law, proposes to omit reading it.

The appointed representative approved the proposal.

The Chairman moved on to 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 27, 2023, pursuant to Article 114-bis of the Legislative Decree no. 58 of February 24, 1998, of the stock option plan named "Stock Option Plan 2023-2025 of Safilo Group S.p.A. and Safilo S.p.A.";

- having taken into account the Illustrative Report of the Board of Directors;

- having taken into account that the share capital is Euro 384,857,848.45 (three hundred eighty-four million eight hundred and fifty-seven thousand eight hundred and forty-eight/45) divided into no. 413,745,466 (four hundred and thirteen million seven hundred and forty-five thousand four hundred and sixty-six) ordinary shares without any indication of par value

resolves

1) to issue in cash up to a maximum number of 11,000,000 Safilo Group 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 "Stock Option Plan 2023-2025 of Safilo Group S.p.A. and Safilo S.p.A.", stating that, according to Article 2439, paragraph 2, of the Italian Civil Code, the deadline for the subscription is June 30, 2033, 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 shall be increased by an amount equal to the number of shares subscribed until that time;

2) to grant to the Board of Directors of the Company the right to set the issue price of the Safilo Group shares, that shall be equal to the average weighted by volume (rounded to the second decimal place) of the daily official prices of the Company shares for the preceding month leading up to the day on which the Board of Directors determines the number of Options to be assigned under

the Plan (therefore, it means the period starting from the day preceding the Board of Directors' meeting which determines such number of Options and ending on the same day of the previous calendar month, being understood that, during the aforesaid period, only trading days shall 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 384,857,848.45 (three hundred eighty-four million eight hundred and fifty-seven thousand eight hundred and forty-eight/45) divided into no. 413,745,466 (four hundred and thirteen million seven hundred and forty-five thousand four hundred and sixty-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 7,765,371 (seven million seven hundred sixty-five thousand three hundred seventy-one) 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).

On July 30, 2021 the extraordinary shareholders' meeting resolved to increase the share capital, in divisible form, for consideration in compliance with the option right pursuant to Article 2441, paragraph 1, of the Italian Civil Code, up to a maximum amount of Euro 135,000,000 (one hundred and thirty-five million), including any share premium, through the issuance of ordinary shares without any indication of par value with the same characteristics as those in circulation to be subscribed by April 30, 2022 at a unit price calculated taking into account, inter alia, market conditions in general and the trend of the Company's share price and volumes, expressed on the stock exchange, as well as the Company's economic, financial and capital performance and market practice for similar transactions. Without prejudice to the above criteria, the issue price will be calculated by applying, in accordance with market practices for similar transactions, a discount to the so-called Theoretical Ex-Right Price (TERP) of existing shares, calculated using current methodology.

On April 27, 2023, the extraordinary shareholders' meeting resolved to issue up to a maximum number of 11,000,000 (eleven 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 "Stock Option Plan 2023-2025 of Safilo Group S.p.A. and Safilo S.p.A." (the "Plan"), at an issue price, fully charged to the share premium reserve, equal to the average weighted by volume (rounded to the second decimal place) of the daily official prices of the Company shares for the preceding month leading up to the day on which the Board of Directors determines the number of options to be assigned under

the Plan (the "Options") (therefore, it means the period starting from the day preceding the Board of Directors' meeting which determines such number of Options and ending on the same day of the previous calendar month, being understood that, during the aforesaid period, only trading days shall be taken into account to determine the weighted average).

4) to grant severally the Chairman and the Chief Executive Officer of the Company, 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 declared open the vote.

The Chairman asked the appointed representative to communicate, based on the voting instructions received, the number of shares who voted (i) in favor of the proposal, (ii) against the proposal and (iii) that abstained from voting.

The appointed representative declared No. 280,351,630 (two hundred eighty million three hundred and fifty-one thousand six hundred thirty) votes in favor, No. 51,936,335 (fifty-one million nine hundred thirty-six thousand three hundred thirty-five) votes against and No. 15,453,631 (fifteen million four hundred and fifty-three thousand six hundred thirty-one) 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 those participating to the meeting, which he declared closed at eleven past ten a.m."

The following annexes are attached to these minutes:

- under letter **"A"**, the situation at the constitution of the ordinary Shareholders' Meeting;
- under letter **"B"**, the list of attendees;
- under letter **"C"**, documents including voting results related to the first item on the agenda of the ordinary Shareholders' Meeting - approval of the Separate Financial statements;
- under letter **"D"**, documents including voting results related to the first item on the agenda of the ordinary Shareholders' Meeting - allocation of the results for the year;

- under letter "E", documents including voting results related to the second item on the agenda of the ordinary Shareholders' Meeting - Report on Remuneration Section I;
- under letter "F", documents including voting results related to the second item on the agenda of the ordinary Shareholders' Meeting - Report on Remuneration Section II;
- under letter "G", documents including voting results related to the third item on the agenda of the ordinary Shareholders' Meeting - Allocation of reserves to cover losses;
- under letter "H", documents including voting results related to the fourth item on the agenda of the ordinary Shareholders' Meeting;
- under letter "I", documents including voting results related to the fifth item on the agenda of the ordinary Shareholders' Meeting - appointment of the Board of Statutory Auditors;
- under letter "L", documents including voting results related to the fifth item on the agenda of the ordinary Shareholders' Meeting - appointment of the Board of Statutory Auditors;
- under letter "M", documents including voting results related to the sixth item on the agenda of the ordinary Shareholders' Meeting;
- under letter "N", the situation at the constitution of the extraordinary Shareholders' Meeting;
- under letter "O", documents including voting results related to the first item on the agenda of the extraordinary Shareholders' Meeting;
- under the letter "P", the list of all the attendees to the extraordinary Shareholders' Meeting, with all voting results;
- under the letter "Q", the summary report of the votes related to the item on the agenda of Shareholders' Meeting;
- under letter "R", 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 twenty past ten a.m..

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

Signed

Alessandro Nazari (seal)