

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 18<sup>th</sup>, 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 27<sup>th</sup> (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 17<sup>th</sup> (seventeenth), 2023 (two thousand and twenty-three), on the Company's website and as an excerpt on the newspaper "La Repubblica" on April 17<sup>th</sup>, 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 17<sup>th</sup> (seventeenth), 2023 (two thousand and twenty-three), on the Company's website and as an excerpt on the newspaper "La Repubblica" on April 17<sup>th</sup>, 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 31<sup>st</sup> (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 31<sup>st</sup> (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)

SAFILO GROUP S.p.A.

Allegato " A " all'atto  
n° 17.868 di rep. e n° 14.297 di racc.  
Assemblea Ordinaria del 27 aprile 2023

SITUAZIONE ALL'ATTO DELLA COSTITUZIONE

Sono ora rappresentate in aula numero 347.741.596 azioni ordinarie  
pari al 84,047228% del capitale sociale, tutte ammesse al voto.

Sono presenti in aula numero 121 azionisti, tutti rappresentati per delega.

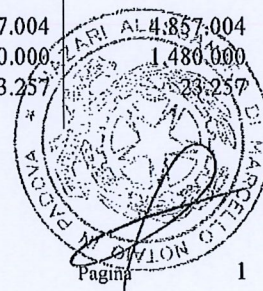
Azionisti in proprio: 0  
Azionisti in delega: 121  
Teste: 1 Azionisti. :121



## Elenco Interventuti (Tutti ordinati cronologicamente)

## Assemblea Ordinaria/Straordinaria

Badge	Titolare	Tipo Rap.	Deleganti / Rappresentati legalmente	Ordinaria	Straordinaria
1	COMPUTERSHARE SPA RAPPRESENTANTE DESIGNATO IN QUALITÀ DI DELEGATO 135-UNDECIES TUF IN PERSONA DI LAURA RUSCONI			0	0
1	D		MULTIBRANDS ITALY BV	206.126.958	206.126.958
2	D		R PORTFOLIO BDL EUROPEAN EQUITY ALPHA	2.671.487	2.671.487
3	D		BDL NAVARRE	7.310.442	7.310.442
4	D		BDL REMPART	27.279.265	27.279.265
5	D		BDL CONVICTIONS	24.755.894	24.755.894
6	D		GRAEHSLER GERD	34.000	34.000
			<b>Totale azioni</b>	<b>268.178.046</b>	<b>268.178.046</b>
				64,817156%	64,817156%
2	COMPUTERSHARE SPA RAPP. DESIGNATO IN QUALITÀ DI SUBDELEGATO 135-NOVIES TUF (ST.TREVISAN) IN PERSONA DI LAURA RUSCONI			0	0
1	D		QUAERO CAPITAL FUNDS (LUX) - ARGONAUT	7.938.204	7.938.204
2	D		AZ FUND 1-AZ ALLOCATION-ITALIAN LONG TERM OPPORTUNITIES	522.743	522.743
3	D		HENDERSON HORIZON PAN EUROPEAN SMALLER COMPANIES FUND	3.654.271	3.654.271
4	D		VANGUARD INVESTMENT SERIES PUBLIC LIMITED COMPANY	6.544	6.544
5	D		AZIMUT CAPITAL MANAGEMENT SGR S.P.A	138.554	138.554
6	D		AZ FUND 1 AZ ALLOCATION PIR ITALIAN EXCELLENCE 70	952.844	952.844
7	D		AZ FUND 1 AZ ALLOCATION ITALIAN TREND	199.200	199.200
8	D		ALGEBRIS UCITS FUNDS PLC - ALGEBRIS CORE ITALY FUND	2.775.000	2.775.000
9	D		AZ FUND 1 AZ ALLOCATION PIR ITALIAN EXCELLENCE 30	50.526	50.526
10	D		VANGUARD INTERNATIONAL SMALL COMPANIES INDEX FUND	9.954	9.954
11	D		BLACKROCK INSTITUTIONAL TRUST COMPANY, N.A. INVESTMENT FUNDS FOR EMPLOYEE BENEFIT TRUSTS	1.183.394	1.183.394
12	D		MSCI EMU IMI INDEX FUND B (EMUMIB)	127	127
13	D		BLACKROCK MSCI EAFE SMALL CAP EQUITY INDEX FUND B (EAFESMLB)	51.812	51.812
14	D		ALLIANZGI-FONDS DSPT	9.723	9.723
15	D		CC AND L Q MARKET NEUTRAL FUND II	6.840	6.840
16	D		CC AND L Q CANADIAN EQUITY 130/30	132	132
17	D		CC AND L Q GLOBAL EQUITY MARKET NEUTRAL MASTER FUND LTD	11.157	11.157
18	D		MAGA SMALLER COMPANIES UCITS FUND MS PL	3.819.728	3.819.728
19	D		SHELL TRUST (BERMUDA) LIMITED AS TRUSTEE OF THE SHELL INTERNATIONAL PENSION FUND	2.234	2.234
20	D		SHELL PENSIONS TRUST LIMITED AS TRUSTEE OF SHELL CONTRIBUTORY PENSION FUND	21.485	21.485
21	D		SHELL TRUST (BERMUDA) LTD AS TRUSTEE OF THE SHELL OVERSEAS CONTRIBUTORY PENSION FUND	8.438	8.438
22	D		STICHTING SHELL PENSIOENFONDS	28.988	28.988
23	D		ONEPATH GLOBAL SHARES - SMALL CAP (UNHEDGED) INDEXPOOL	7.135	7.135
24	D		TR EUROPEAN GROWTH TRUST PLC	4.857.004	4.857.004
25	D		MARLBOROUGH EUROPEAN MULTI-CAP FUND	1.480.000	1.480.000
26	D		ARIZONA STATE RETIREMENT SYSTEM	23.257	23.257



## Elenco Intervenuti (Tutti ordinati cronologicamente)

## Assemblea Ordinaria/Straordinaria

Badge	Titolare	Tipo Rap.	Deleganti / Rappresentati legalmente	Ordinaria	Straordinaria
27	D		LOCKHEED MARTIN CORPORATION MASTER RETIREMENT TRUST	110	110
28	D		INVESCO GLOBAL SMALL CAP EQUITY POOL	381.460	381.460
29	D		INVESCO GLOBAL SMALLER COMPANIES FUND UK	1.148.861	1.148.861
30	D		INVESCO EUROPEAN SMALLER COMPANIES FUND UK	1.786.798	1.786.798
31	D		STATE OF WISCONSIN INVESTMENT BOARD	14.224	14.224
32	D		ADVANCED SERIES TRUST AST GLOBAL BOND PORTFOLIO	62.736	62.736
33	D		XTRACKERS MSCI EUROZONE HEDGED EQUITY ETF	1.479	1.479
34	D		INVESCO FUNDS	4.482.380	4.482.380
35	D		AZL DFA INTERNATIONAL CORE EQUITY FUND	7.277	7.277
36	D		ALASKA PERMANENT FUND CORPORATION	2.079	2.079
37	D		ALASKA PERMANENT FUND CORPORATION	166	166
38	D		PUBLIC EMPLOYEES RETIREMENT SYSTEM OF OHIO	92.999	92.999
39	D		AMUNDI SGR SPA / AMUNDI SVILUPPO ITALIA	9.730.000	9.730.000
40	D		LYXOR FTSE ITALIA MID CAP	754.212	754.212
41	D		LYXINDX FUND - LYXOR MSCI EMU	98.856	98.856
42	D		MUL- LYX FTSE IT ALL CAP	12.298	12.298
43	D		GOVERNMENT OF NORWAY	2.641.477	2.641.477
44	D		DIGITAL FUNDS STARS EUROZONE	87.386	87.386
45	D		LEGAL & GENERAL ICAV.	11.247	11.247
46	D		VERDIPAPIRFONDET KLP AKSJEGLOBAL SMALL CAP INDEKS I	37.821	37.821
47	D		CITY OF PHILADELPHIA PUBLIC EMPLOYEES RETIREMENT SYSTEM.	8.568	8.568
48	D		VB SELECT EUROPEAN OPPORTUNITIES FUND LP	85.937	85.937
49	D		FORD MOTOR COMPANY DEFINED BENEFIT MASTER TRUST..	1.544	1.544
50	D		LOS ANGELES CITY EMPLOYEES' RETIREMENT SYSTEM	26.764	26.764
51	D		UTAH STATE RETIREMENT SYSTEMS	2.979	2.979
52	D		FORD MOTOR COMPANY OF CANADA LIMITED PENSION TRUST	154	154
53	D		BLACKROCK AUTHORISED CONTRACTUAL SCHEME I	2.458	2.458
54	D		MAGA SMALLER COMPANIES MASTER FUND LIMITED CO OTUS CAPITAL MANAGEMENT LIMITED ACTING AS FUND MANAGER	4.109.849	4.109.849
55	D		AQR DELPHI LONG-SHORT EQUITY MASTER ACCOUNT L.P. PORTFOLIO MARGIN ACCT	12.333	12.333
56	D		TWO SIGMA EQUITY RISK PREMIA PORTFOLIO LLC.	11.199	11.199
57	D		FIDELITY CONCORD STREET TRUST: FIDELITY SAI INTERNATIONAL S	60.681	60.681
58	D		JHF II INT'L SMALL CO FUND	50.543	50.543
59	D		THE CONTINENTAL SMALL COMPANY SERIES NY	204.731	204.731
60	D		INTERNATIONAL CORE EQUITY PORTFOLIO OF DFA INVESTMENT DIMENSIONS GROUP INC	102.103	102.103
61	D		CC&L MULTI-STRATEGY FUND	10	10
62	D		CC&L Q INTERNATIONAL SMALL CAP EQUITY FUND	602	602
63	D		CC&L Q GLOBAL SMALL CAP EQUITY FUND	560	560
64	D		CC&L U.S. Q MARKET NEUTRAL ONSHORE FUND II.	10.901	10.901
65	D		NORTHERN TRUST UCITS COMMON CONTRACTUAL FUND	35.114	35.114
66	D		NORTHERN TRUST GLOBAL INVESTMENTS COLLECTIVE FUNDS TRUST	236.129	236.129
67	D		NORTHERN TRUST COMMON ALL COUNTRY WORLD EX-US INVESTABLE MAR	21.482	21.482

## Elenco Intervenuti (Tutti ordinati cronologicamente)

## Assemblea Ordinaria/Straordinaria

Budget	Titolare		Ordinaria	Straordinaria
	Tipo Rap.	Deleganti / Rappresentati legalmente		
68	D	CHALLENGE FUNDS - CHALLENGE ITALIAN EQUITY	1.275.000	1.275.000
69	D	AMUNDI VALORE ITALIA PIR	900.000	900.000
70	D	AMUNDI ACCUMULAZIONE ITALIA PIR 2023	510.000	510.000
71	D	AMUNDI MSCI EUROPE SMALL CAP ESG CLIMATE NET ZERO AMBITION CTB	19.715	19.715
72	D	AMUNDI INDEX EUROPE EX UK SMALL AND MID CAP FUND	6.816	6.816
73	D	DNCA ACTIONS EURO PME	2.284.957	2.284.957
74	D	FIDEURAM ASSET MANAGEMENT SGR PIANO AZIONI ITALIA	2.074.000	2.074.000
75	D	FIDEURAM ASSET MANAGEMENT SGR PIANO BILANCIATO ITALIA 50	424.000	424.000
76	D	FIDEURAM ASSET MANAGEMENT SGR PIANO BILANCIATO ITALIA 30	139.000	139.000
77	D	MEDIOLANUM GESTIONE FONDI SGR - FLESSIBILE FUTURO ITALIA	4.150.000	4.150.000
78	D	MEDIOLANUM GESTIONE FONDI SGR - FLESSIBILE SVILUPPO ITALIA	3.387.553	3.387.553
79	D	FONDITALIA	778.000	778.000
80	D	UBS LUX FUND SOLUTIONS	49.926	49.926
81	D	BLACKROCK ASSET MANAGEMENT SCHWEIZ AG ON BEHALF OF ISHARES WORLD EX SWITZERLAND SMALL CAP EQUITY	2.449	2.449
82	D	ISHARES VII PLC	356.954	356.954
83	D	EURIZON PROGETTO ITALIA 20	259.636	259.636
84	D	EURIZON PROGETTO ITALIA 40	777.507	777.507
85	D	EURIZON PROGETTO ITALIA 70	297.778	297.778
86	D	EURIZON PIR ITALIA AZIONI	48.030	48.030
87	D	EURIZON AZIONI PMI ITALIA	504.000	504.000
88	D	EURIZON CAPITAL SGR-PIR ITALIA 30	159.439	159.439
89	D	ISHARES CORE MSCI EAFE ETF	1.211.576	1.211.576
90	D	ISHARES MSCI EAFE SMALL-CAP ETF	614.739	614.739
91	D	ISHARES MSCI EUROPE SMALL-CAP ETF	1.328	1.328
92	D	ISHARES MSCI INTL SMALL-CAP MULTIFACTOR ETF	120.620	120.620
93	D	WASHINGTON STATE INVESTMENT BOARD	67.403	67.403
94	D	SST GLOB ADV TAX EXEMPT RETIREMENT PLANS	697.080	697.080
95	D	SSGA SPDR ETFs EUROPE II PUBLICLIMITED COMPANY	25.235	25.235
96	D	CALIFORNIA STATE TEACHERS' RETIREMENT SYSTEM	239.893	239.893
97	D	THE BANK OF KOREA	692.199	692.199
98	D	THE STATE OF CONNECTICUT, ACTING THROUGH ITS TREASURER	38.511	38.511
99	D	CITY OF NEW YORK GROUP TRUST	110.542	110.542
100	D	MERCER QIF COMMON CONTRACTUAL FUND	36.798	36.798
101	D	MARYLAND STATE RETIREMENT PENSION SYSTEM	3.798	3.798
102	D	MERCER QIF COMMON CONTRACTUAL FUND	2.252.356	2.252.356
103	D	MERCER QIF FUND PLC	26.418	26.418
104	D	TRUST II BRIGHTHOUSEDIMENSIONALINT SMALL COMPANY PORTFOLIO	12.212	12.212
105	D	STATE STREET GLOBAL ALL CAP EQUITY EXUS INDEX PORTFOLIO	36.831	36.831
106	D	LVIP DIMENSIONAL INTERNATIONAL CORE EQUITY FUND	2.772	2.772
107	D	AMERICAN CENTURY ETF TRUST-AVANTIS INTERNATIONAL EQUITY ETF	13.716	13.716
108	D	AMERICAN CENTURY ETF TRUST-AVANTIS INTERNATIONAL SMALL CAP VALUE	375.919	375.919



## Elenco Intervenuti (Tutti ordinati cronologicamente)

## Assemblea Ordinaria/Straordinaria

Badge	Titolare		Ordinaria	Straordinaria
	Tipo Rap.	Deleganti / Rappresentati legalmente		
109	D	AMERICAN CENTURY ETF TRUST-AVANTIS RESPONSIBLE INTERNATIONAL EQUITY ETF	1.476	1.476
110	D	M INTERNATIONAL EQUITY FUND	14.895	14.895
111	D	SPDR PORTFOLIO EUROPE ETF	7.677	7.677
112	D	SSB MSCI EAFE SMALL CAP INDEX SECURITIES LENDING COMMON FND	83.745	83.745
113	D	COLLEGE RETIREMENT EQUITIES FUND	249.538	249.538
114	D	THE REGENTS OF THE UNIVERSITY OF CALIFORNIA	50.924	50.924
115	D	SPDR S&P INTERNATIONAL SMALL CAP ETF	72.788	72.788
<b>Totale azioni</b>			<b>79.563.550</b>	<b>79.563.550</b>
			19,230072%	19,230072
<b>Totale azioni in proprio</b>			0	0
<b>Totale azioni in delega</b>			347.741.596	347.741.596
<b>Totale azioni in rappresentanza legale</b>			0	0
<b>TOTALE AZIONI</b>			347.741.596	347.741.596
			84,047228%	84,047228%
<b>Totale azionisti in proprio</b>			0	0
<b>Totale azionisti in delega</b>			121	121
<b>Totale azionisti in rappresentanza legale</b>			0	0
<b>TOTALE AZIONISTI</b>			121	121
<b>TOTALE PERSONE INTERVENUTE</b>			1	1

Legenda:

**D: Delegante R: Rappresentato legalmente**

Assemblea Ordinaria del 27 aprile 2023**ESITO VOTAZIONE****Oggetto : Approvazione del bilancio di esercizio****Hanno partecipato alla votazione:**-n° **121** azionisti, portatori di n° **347.741.596** azioniordinarie, di cui n° **347.741.596** ammesse al voto,pari al **84,047228%** del capitale sociale.**Hanno votato:**

		<b>% Azioni Ordinarie Rappresentate (Quorum deliberativo)</b>	<b>% Azioni Ammesse al voto</b>	<b>%Cap. Soc.</b>
<b>Favorevoli</b>	346.356.054	99,601560	99,601560	83,712350
<b>Contrari</b>	0	0,000000	0,000000	0,000000
Sub Totale	346.356.054	99,601560	99,601560	83,712350
<b>Astenuti</b>	1.385.542	0,398440	0,398440	0,334878
<b>Non Votanti</b>	0	0,000000	0,000000	0,000000
Sub totale	1.385.542	0,398440	0,398440	0,334878
<b>Totale</b>	347.741.596	100,000000	100,000000	84,047228





Assemblea Ordinaria del 27 aprile 2023**ESITO VOTAZIONE****Oggetto : Destinazione del risultato dell'esercizio****Hanno partecipato alla votazione:**

-n° **121** azionisti, portatori di n° **347.741.596** azioni  
ordinarie, di cui n° **347.741.596** ammesse al voto,  
pari al **84,047228%** del capitale sociale.

**Hanno votato:**

		<b>% Azioni Ordinarie Rappresentate (Quorum deliberativo)</b>	<b>% Azioni Ammesse al voto</b>	<b>%Cap. Soc.</b>
<b>Favorevoli</b>	346.466.596	99,633348	99,633348	83,739068
<b>Contrari</b>	0	0,000000	0,000000	0,000000
<b>Sub Totale</b>	<u>346.466.596</u>	99,633348	99,633348	83,739068
<b>Astenuti</b>	1.275.000	0,366652	0,366652	0,308160
<b>Non Votanti</b>	0	0,000000	0,000000	0,000000
<b>Sub totale</b>	<u>1.275.000</u>	0,366652	0,366652	0,308160
<b>Totale</b>	<u>347.741.596</u>	100,000000	100,000000	84,047228



Assemblea Ordinaria del 27 aprile 2023**ESITO VOTAZIONE****Oggetto : Relazione sulla politica in materia di remunerazione e compensi corrisposti:  
approvazione della sezione I della relazione****Hanno partecipato alla votazione:**-n° **121** azionisti, portatori di n° **347.741.596** azioniordinarie, di cui n° **347.741.596** ammesse al voto,pari al **84,047228%** del capitale sociale.**Hanno votato:**

		<b>% Azioni Ordinarie Rappresentate (Quorum deliberativo)</b>	<b>% Azioni Ammesse al voto</b>	<b>%Cap. Soc.</b>
<b>Favorevoli</b>	280.524.804	80,670477	80,670477	67,801300
<b>Contrari</b>	55.178.161	15,867576	15,867576	13,336258
<b>Sub Totale</b>	<u>335.702.965</u>	96,538053	96,538053	81,137557
<b>Astenuti</b>	12.038.631	3,461947	3,461947	2,909671
<b>Non Votanti</b>	0	0,000000	0,000000	0,000000
<b>Sub totale</b>	<u>12.038.631</u>	3,461947	3,461947	2,909671
<b>Totale</b>	<u>347.741.596</u>	100,000000	100,000000	84,047228



Assemblea Ordinaria del 27 aprile 2023**ESITO VOTAZIONE****Oggetto : Relazione sulla politica in materia di remunerazione e compensi corrisposti: voto non vincolante sulla sezione II della relazione****Hanno partecipato alla votazione:**

-n° **121** azionisti, portatori di n° **347.741.596** azioni ordinarie, di cui n° **347.741.596** ammesse al voto, pari al **84,047228%** del capitale sociale.

**Hanno votato:**

		<b>% Azioni Ordinarie Rappresentate</b> (Quorum deliberativo)	<b>% Azioni Ammesse al voto</b>	<b>%Cap. Soc.</b>
<b>Favorevoli</b>	280.524.804	80,670477	80,670477	67,801300
<b>Contrari</b>	55.178.161	15,867576	15,867576	13,336258
<b>Sub Totale</b>	<u>335.702.965</u>	96,538053	96,538053	81,137557
<b>Astenuti</b>	12.038.631	3,461947	3,461947	2,909671
<b>Non Votanti</b>	0	0,000000	0,000000	0,000000
<b>Sub totale</b>	<u>12.038.631</u>	3,461947	3,461947	2,909671
<b>Totale</b>	<u>347.741.596</u>	100,000000	100,000000	84,047228



**ESITO VOTAZIONE**

Oggetto : **Utilizzo di riserve a copertura delle perdite**

**Hanno partecipato alla votazione:**

-n° **121** azionisti, portatori di n° **347.741.596** azioni  
 ordinarie, di cui n° **347.741.596** ammesse al voto,  
 pari al **84,047228%** del capitale sociale.

**Hanno votato:**

		% Azioni Ordinarie Rappresentate (Quorum deliberativo)	% Azioni Ammesse al voto	%Cap. Soc.
<b>Favorevoli</b>	346.466.596	99,633348	99,633348	83,739068
<b>Contrari</b>	0	0,000000	0,000000	0,000000
<b>Sub Totale</b>	<u>346.466.596</u>	99,633348	99,633348	83,739068
<b>Astenuti</b>	1.275.000	0,366652	0,366652	0,308160
<b>Non Votanti</b>	0	0,000000	0,000000	0,000000
<b>Sub totale</b>	<u>1.275.000</u>	0,366652	0,366652	0,308160
<b>Totale</b>	<u>347.741.596</u>	100,000000	100,000000	84,047228



**ESITO VOTAZIONE**

Oggetto : **Proposta di approvazione di un nuovo piano di incentivazione azionaria**

**Hanno partecipato alla votazione:**

-n° **121** azionisti, portatori di n° **347.741.596** azioni

ordinarie, di cui n° **347.741.596** ammesse al voto,

pari al **84,047228%** del capitale sociale.

**Hanno votato:**

		<b>% Azioni Ordinarie Rappresentate (Quorum deliberativo)</b>	<b>% Azioni Ammesse al voto</b>	<b>%Cap. Soc.</b>
<b>Favorevoli</b>	280.111.737	80,551691	80,551691	67,701464
<b>Contrari</b>	52.176.228	15,004310	15,004310	12,610707
<b>Sub Totale</b>	<u>332.287.965</u>	95,556002	95,556002	80,312171
<b>Astenuti</b>	15.453.631	4,443998	4,443998	3,735057
<b>Non Votanti</b>	0	0,000000	0,000000	0,000000
<b>Sub totale</b>	<u>15.453.631</u>	4,443998	4,443998	3,735057
<b>Totale</b>	<u>347.741.596</u>	100,000000	100,000000	84,047228



ESITO VOTAZIONE

Oggetto : **Nomina dei componenti del Collegio Sindacale e del Presidente**

**Hanno partecipato alla votazione:**

n° **121** azionisti che rappresentano in proprio o per delega

n° 347.741.596 azioni di cui n° 347.741.596 azioni ammesse al voto

pari al 84,047228 del capitale sociale

**Hanno votato:**

		<b>%AZIONI ORDINARIE RAPPRESENTATE (Quorum deliberativo)</b>	<b>%AZIONI AMMESSE AL VOTO</b>	<b>%CAP.SOC.</b>
<b>LISTA 1</b>	206.160.958	59,285677	59,285677	49,827968
<b>LISTA 2</b>	62.017.088	17,834245	17,834245	14,989189
<b>LISTA 3</b>	68.560.026	19,715797	19,715797	16,570581
<b>SubTotale</b>	336.738.072	96,835718	96,835718	81,387737
<b>Contrari</b>	239.893	0,068986	0,068986	0,057981
<b>Astenuti</b>	10.763.631	3,095296	3,095296	2,601510
<b>Non Votanti</b>	0	0,000000	0,000000	0,000000
<b>SubTotale</b>	11.003.524	3,164282	3,164282	2,659491
<b>Totale</b>	347.741.596	100,000000	100,000000	84,047228



**ESITO VOTAZIONE**

Oggetto : **Determinazione compensi**

**Hanno partecipato alla votazione:**

-n° 121 azionisti, portatori di n° 347.741.596 azioni  
 ordinarie, di cui n° 347.741.596 ammesse al voto,  
 pari al 84,047228% del capitale sociale.

**Hanno votato:**

		% Azioni Ordinarie Rappresentate (Quorum deliberativo)	% Azioni Ammesse al voto	%Cap. Soc.
<b>Favorevoli</b>	335.702.965	96,538053	96,538053	81,137557
<b>Contrari</b>	0	0,000000	0,000000	0,000000
Sub Totale	335.702.965	96,538053	96,538053	81,137557
<b>Astenuti</b>	12.038.631	3,461947	3,461947	2,909671
<b>Non Votanti</b>	0	0,000000	0,000000	0,000000
Sub totale	12.038.631	3,461947	3,461947	2,909671
<b>Totale</b>	347.741.596	100,000000	100,000000	84,047228

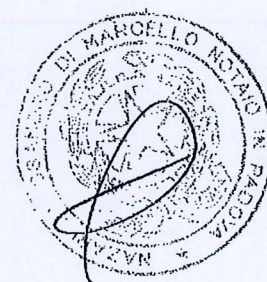


Assemblea Ordinaria del 27 aprile 2023**ESITO VOTAZIONE**Oggetto : **Conferimento incarico revisione legale****Hanno partecipato alla votazione:**

-n° 121 azionisti, portatori di n° 347.741.596 azioni  
ordinarie, di cui n° 347.741.596 ammesse al voto,  
pari al 84,047228% del capitale sociale.

**Hanno votato:**

		% Azioni Ordinarie Rappresentate (Quorum deliberativo)	% Azioni Ammesse al voto	%Cap. Soc.
<b>Favorevoli</b>	346.466.596	99,633348	99,633348	83,739068
<b>Contrari</b>	0	0,000000	0,000000	0,000000
<b>Sub Totale</b>	<u>346.466.596</u>	99,633348	99,633348	83,739068
<b>Astenuti</b>	1.275.000	0,366652	0,366652	0,308160
<b>Non Votanti</b>	0	0,000000	0,000000	0,000000
<b>Sub totale</b>	<u>1.275.000</u>	0,366652	0,366652	0,308160
<b>Totale</b>	<u>347.741.596</u>	100,000000	100,000000	84,047228





SAFILO GROUP S.p.A.

Allegato " N " all'atto  
n° 17.868 di rep. e n° 14.297 di racc.  
Assemblea Straordinaria del 27 aprile 2023

SITUAZIONE ALL'ATTO DELLA COSTITUZIONE

Sono ora rappresentate in aula numero 347.741.596 azioni ordinarie  
pari al 84,047228% del capitale sociale, tutte ammesse al voto.

Sono presenti in aula numero 121 azionisti, tutti rappresentati per delega.

Azionisti in proprio: 0  
Azionisti in delega: 121  
Teste: 1 Azionisti. :121



SAFILO GROUP S.p.A.

Allegato " 0 " all'atto  
n° 17.868 di rep. e n° 14.294 di racc.  
Assemblea Straordinaria del 27 aprile 2023

**ESITO VOTAZIONE**

Oggetto : **Proposta emissione di massime 11.000.000 azioni**

**Hanno partecipato alla votazione:**

-n° 121 azionisti, portatori di n° 347.741.596 azioni

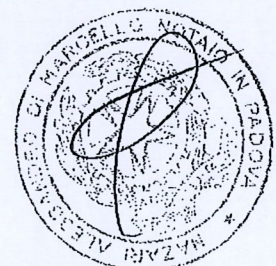
ordinarie, di cui n° 347.741.596 ammesse al voto,

pari al 84,047228% del capitale sociale.

**Hanno votato:**

		% Azioni Ordinarie Rappresentate (Quorum deliberativo)	% Azioni Ammesse al voto	%Cap. Soc.
<b>Favorevoli</b>	280.351.630	80,620677	80,620677	67,759445
<b>Contrari</b>	51.936.335	14,935324	14,935324	12,552726
<b>Sub Totale</b>	<u>332.287.965</u>	95,556002	95,556002	80,312171
<b>Astenuti</b>	15.453.631	4,443998	4,443998	3,735057
<b>Non Votanti</b>	0	0,000000	0,000000	0,000000
<b>Sub totale</b>	<u>15.453.631</u>	4,443998	4,443998	3,735057
<b>Totale</b>	<u>347.741.596</u>	100,000000	100,000000	84,047228

Azionisti in proprio: 0  
Azionisti in delega: 121  
Teste: 1 Azionisti. :121

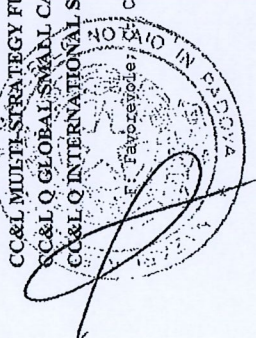


ELENCO PARTECIPANTI

NOMINATIVO PARTECIPANTE DELEGANTI E RAPPRESENTATI	Parziale	Totale	RISULTATI ALLE VOTAZIONI									
			Straordinaria									
			1	2	3	4	5	6	7	8	9	10
COMPUTERSHARE SPA RAPP. DESIGNATO IN QUALITÀ DI SUBDELEGATO 135-NOVIES TUF (ST.TREVISAN) IN PERSONA DI LAURA RUSCONI - PER DELEGA DI	0											
ADVANCED SERIES TRUST AST GLOBAL BOND PORTFOLIO	62.736		F	F	C	F	C	F	C	F	F	C
ALASKA PERMANENT FUND CORPORATION	2.079		F	F	C	F	C	F	C	F	F	C
ALASKA PERMANENT FUND CORPORATION	166		F	F	C	F	C	F	C	F	F	C
ALGEBRIS UCITS FUNDS PLC - ALGEBRIS CORE ITALY FUND	2.775.000		F	F	C	F	C	F	C	F	F	C
ALLIANZGI-FONDS DSFT	9.723		F	F	C	F	C	F	C	F	F	C
AMERICAN CENTURY ETF TRUST-AVANTIS INTERNATIONAL EQUITY ETF	13.716		F	F	C	F	C	F	C	F	F	C
AMERICAN CENTURY ETF TRUST-AVANTIS INTERNATIONAL SMALL CAP VALUE	375.919		F	F	C	F	C	F	C	F	F	C
AMERICAN CENTURY ETF TRUST-AVANTIS RESPONSIBLE INTERNATIONAL EQUITY ETF	1.476		F	F	C	F	C	F	C	F	F	C
AMUNDI ACCUMULAZIONE ITALIA PIR 2023	510.000		F	F	C	F	C	F	C	F	F	C
AMUNDI INDEX EUROPE EX UK SMALL AND MID CAP FUND	6.816		F	F	C	F	C	F	C	F	F	C
AMUNDI MSCI EUROPE SMALL CAP ESG CLIMATE NET ZERO AMBITION CTB	19.715		F	F	C	F	C	F	C	F	F	C
AMUNDI SGR SPA / AMUNDI SVILUPPO ITALIA	9.730.000		F	F	C	F	C	F	C	F	F	C
AMUNDI VALORE ITALIA PIR	900.000		F	F	C	F	C	F	C	F	F	C
AQR DELPHI LONG-SHORT EQUITY MASTER ACCOUNT L.P. PORTFOLIO MARGIN ACCT	12.333		F	F	C	F	C	F	C	F	F	C
ARIZONA STATE RETIREMENT SYSTEM	23.257		F	F	C	F	C	F	C	F	F	C
AZ FUND 1 AZ ALLOCATION ITALIAN TREND	199.200		F	F	C	F	C	F	C	F	F	C
AZ FUND 1 AZ ALLOCATION PIR ITALIAN EXCELLENCE 30	50.526		F	F	C	F	C	F	C	F	F	C
AZ FUND 1 AZ ALLOCATION PIR ITALIAN EXCELLENCE 70	952.844		F	F	C	F	C	F	C	F	F	C
AZ FUND 1-AZ ALLOCATION-ITALIAN LONG TERM OPPORTUNITIES	522.743		F	F	C	F	C	F	C	F	F	C
AZIMUT CAPITAL MANAGEMENT SGR S.P.A.	138.554		F	F	C	F	C	F	C	F	F	C
AZL DFA INTERNATIONAL CORE EQUITY FUND	7.277		F	F	C	F	C	F	C	F	F	C
BLACKROCK ASSET MANAGEMENT SCHWEIZ AG ON BEHALF OF ISHARES WORLD EX SWITZERLAND SMALL CAP EQUITY	2.449		F	F	C	F	C	F	C	F	F	C
BLACKROCK AUTHORISED CONTRACTUAL SCHEME I	2.458		F	F	C	F	C	F	C	F	F	C
BLACKROCK INSTITUTIONAL TRUST COMPANY, N.A. INVESTMENT FUNDS FOR EMPLOYEE BENEFIT TRUSTS	1.183.394		F	F	C	F	C	F	C	F	F	C
BLACKROCK MSCI EAFE SMALL CAP EQUITY INDEX FUND B (EAFESMLB)	51.812		F	F	C	F	C	F	C	F	F	C
CALIFORNIA STATE TEACHERS' RETIREMENT SYSTEM	239.893		F	F	C	F	C	F	C	F	F	C
CC AND L Q CANADIAN EQUITY 130/30	132		F	F	C	F	C	F	C	F	F	C
CC AND L Q GLOBAL EQUITY MARKET NEUTRAL MASTER FUND LTD	11.157		F	F	C	F	C	F	C	F	F	C
CC AND L Q MARKET NEUTRAL FUND II	6.840		F	F	C	F	C	F	C	F	F	C
CC&L MULTI STRATEGY FUND	10		F	F	C	F	C	F	C	F	F	C
CC&L O GLOBAL SMALL CAP EQUITY FUND	560		F	F	C	F	C	F	C	F	F	C
CC&L O INTERNATIONAL SMALL CAP EQUITY FUND	602		F	F	C	F	C	F	C	F	F	C

Allegato " P " all'atto  
n° 17.868 di rep. e n° 14.294 di racc.

Contrario; A: Astenuto; I: Lista 1; 2: Lista 2; -: Non Votante; X: Assente alla votazione; N: Voti non computati; R: Voti revocati; Q: Voti esclusi dal quorum



ELENCO PARTECIPANTI

NOMINATIVO PARTECIPANTE DELEGANTI E RAPPRESENTATI	RISULTATI ALLE VOTAZIONI																			
	Ordinaria																	10	Strordinaria	
	1	2	3	4	5	6	7	8	9	Totale									Parziale	
CC&L U.S. Q MARKET NEUTRAL ONSHORE FUND II	F	F	C	C	F	C	3	F	F	10.901									10.901	C
CHALLENGE FUNDS - CHALLENGE ITALIAN EQUITY	A	A	A	A	A	A	3	A	A	1.275.000									1.275.000	A
CITY OF NEW YORK GROUP TRUST	A	F	C	C	F	C	3	F	F	110.542									110.542	C
CITY OF PHILADELPHIA PUBLIC EMPLOYEES RETIREMENT SYSTEM	F	F	C	C	F	C	3	F	F	8.568									8.568	C
COLLEGE RETIREMENT EQUITIES FUND	F	F	C	C	F	C	3	F	F	249.538									249.538	C
DIGITAL FUNDS STARS EUROZONE	F	F	C	C	F	C	3	F	F	87.386									87.386	C
DNCA ACTIONS EURO PME	F	F	C	C	F	C	3	F	F	2.284.957									2.284.957	C
EURIZON AZIONI PMI ITALIA	F	F	C	C	F	C	3	F	F	504.000									504.000	C
EURIZON CAPITAL SGR-PIR ITALIA 30	F	F	C	C	F	C	3	F	F	159.439									159.439	C
EURIZON PIR ITALIA AZIONI	F	F	C	C	F	C	3	F	F	48.030									48.030	C
EURIZON PROGETTO ITALIA 20	F	F	C	C	F	C	3	F	F	259.636									259.636	C
EURIZON PROGETTO ITALIA 40	F	F	C	C	F	C	3	F	F	777.507									777.507	C
EURIZON PROGETTO ITALIA 70	F	F	C	C	F	C	3	F	F	297.778									297.778	C
FIDELITY CONCORD STREET TRUST: FIDELITY SAL INTERNATIONAL S	F	F	C	C	F	C	3	F	F	60.681									60.681	F
FIDURAM ASSET MANAGEMENT SGR PIANO AZIONI ITALIA	F	F	C	C	F	C	3	F	F	2.074.000									2.074.000	A
FIDURAM ASSET MANAGEMENT SGR PIANO BILANCIATO ITALIA 30	F	F	C	C	F	C	3	F	F	139.000									139.000	A
FIDURAM ASSET MANAGEMENT SGR PIANO BILANCIATO ITALIA 50	F	F	C	C	F	C	3	F	F	424.000									424.000	A
FONDITALIA	F	F	C	C	F	C	3	F	F	778.000									778.000	A
FORD MOTOR COMPANY DEFINED BENEFIT MASTER TRUST.	F	F	C	C	F	C	3	F	F	1.544									1.544	F
FORD MOTOR COMPANY OF CANADA LIMITED PENSION TRUST	F	F	C	C	F	C	3	F	F	154									154	F
GOVERNMENT OF NORWAY	F	F	C	C	F	C	3	F	F	2.641.477									2.641.477	F
HENDERSON HORIZON PAN EUROPEAN SMALLER COMPANIES FUND	F	F	C	C	F	C	3	F	F	3.654.271									3.654.271	A
INTERNATIONAL CORE EQUITY PORTFOLIO OF DFA INVESTMENT DIMENSIONS GROUP INC	F	F	C	C	F	C	3	F	F	102.103									102.103	C
INVESCO EUROPEAN SMALLER COMPANIES FUND UK	F	F	C	C	F	C	3	F	F	1.786.798									1.786.798	C
INVESCO FUNDS	F	F	C	C	F	C	3	F	F	4.482.380									4.482.380	C
INVESCO GLOBAL SMALL CAP EQUITY POOL	F	F	C	C	F	C	3	F	F	381.460									381.460	C
INVESCO GLOBAL SMALLER COMPANIES FUND UK	F	F	C	C	F	C	3	F	F	1.148.861									1.148.861	C
ISHARES CORE MSCI EAFE ETF	F	F	C	C	F	C	3	F	F	1.211.576									1.211.576	C
ISHARES MSCI EAFE SMALL-CAP ETF	F	F	C	C	F	C	3	F	F	614.739									614.739	C
ISHARES MSCI EUROPE SMALL-CAP ETF	F	F	C	C	F	C	3	F	F	1.328									1.328	C
ISHARES MSCI INTL SMALL-CAP MULTIFACTOR ETF	F	F	C	C	F	C	3	F	F	120.620									120.620	C
ISHARES VII PLC	F	F	C	C	F	C	3	F	F	356.954									356.954	C
JHF II INT'L SMALL CO FUND	F	F	C	C	F	C	3	F	F	50.543									50.543	C
LEGAL & GENERAL ICAY	F	F	C	C	F	C	3	F	F	11.247									11.247	C
LOCKHEED MARTIN CORPORATION MASTER RETIREMENT TRUST	F	F	C	C	F	C	3	F	F	110									110	F
LOS ANGELES CITY EMPLOYEES' RETIREMENT SYSTEM	F	F	C	C	F	C	3	F	F	26.764									26.764	C

F: Favorevole; C: Contrario; A: Astenuto; 1: Lista 1; 2: Lista 2; -: Non Votante; X: Assente alla votazione; N: Voti non computati; R: Voti revocati; Q: Voti esclusi dal quorum

ELENCO PARTECIPANTI

NOMINATIVO PARTECIPANTE DELEGANTI E RAPPRESENTANTI	RISULTATI ALLE VOTAZIONI																																		
	Ordinaria										Straordinaria																								
	1	2	3	4	5	6	7	8	9	10																									
LYXP DIMENSIONAL INTERNATIONAL CORE EQUITY FUND	F	F	F	F	F	F	F	F	F	F	C																								
LYXINDX FUND - LYXOR MSCI EMU	F	F	F	F	F	F	F	F	F	F	C																								
LYXOR FTSE ITALIA MID CAP	F	F	F	F	F	F	F	F	F	F	C																								
M INTERNATIONAL EQUITY FUND	F	F	F	F	F	F	F	F	F	F	C																								
MAGA SMALLER COMPANIES MASTER FUND LIMITED CO OTUS CAPITAL MANAGEMENT LIMITED ACTING AS FUND MANAGER	F	F	F	F	F	F	F	F	F	F	F																								
MAGA SMALLER COMPANIES UCITS FUND MS PL	F	F	F	F	F	F	F	F	F	F	F																								
MARBOROUGH EUROPEAN MULTI-CAP FUND	F	F	F	F	F	F	F	F	F	F	C																								
MARYLAND STATE RETIREMENT PENSION SYSTEM	F	F	F	F	F	F	F	F	F	F	C																								
MEDIOLANUM GESTIONE FONDI SCR - FLESSIBILE FUTURO ITALIA	F	F	F	F	F	F	F	F	F	F	C																								
MEDIOLANUM GESTIONE FONDI SCR - FLESSIBILE SVILUPPO ITALIA	F	F	F	F	F	F	F	F	F	F	C																								
MERCER QIF COMMON CONTRACTUAL FUND	F	F	F	F	F	F	F	F	F	F	C																								
MERCER QIF COMMON CONTRACTUAL FUND	F	F	F	F	F	F	F	F	F	F	C																								
MERCER QIF FUND PLC	F	F	F	F	F	F	F	F	F	F	A																								
MSCI EMU IMI INDEX FUND B (EMUMIB)	F	F	F	F	F	F	F	F	F	F	C																								
MUL- LYX FTSE IT ALL CAP	F	F	F	F	F	F	F	F	F	F	C																								
NORTHERN TRUST COMMON ALL COUNTRY WORLD EX-US INVESTABLE MAR	F	F	F	F	F	F	F	F	F	F	F																								
NORTHERN TRUST GLOBAL INVESTMENTS COLLECTIVE FUNDS TRUST	F	F	F	F	F	F	F	F	F	F	F																								
NORTHERN TRUST UCITS COMMON CONTRACTUAL FUND	F	F	F	F	F	F	F	F	F	F	F																								
ONEPATH GLOBAL SHARES - SMALL CAP (UNHEDGED) INDEXPOOL	F	F	F	F	F	F	F	F	F	F	C																								
PUBLIC EMPLOYERS RETIREMENT SYSTEM OF OHIO	F	F	F	F	F	F	F	F	F	F	C																								
QUAERO CAPITAL FUNDS (LUX) - ARGONAUT	F	F	F	F	F	F	F	F	F	F	C																								
SHELL PENSIONS TRUST LIMITED AS TRUSTEE OF SHELL CONTRIBUTORY PENSION FUND	F	F	F	F	F	F	F	F	F	F	C																								
SHELL TRUST (BERMUDA) LIMITED AS TRUSTEE OF THE SHELL INTERNATIONAL PENSION FUND	F	F	F	F	F	F	F	F	F	F	C																								
SHELL TRUST (BERMUDA) LTD AS TRUSTEE OF THE SHELL OVERSEAS CONTRIBUTORY PENSION FUND	F	F	F	F	F	F	F	F	F	F	C																								
SPDR PORTFOLIO EUROPE ETF	F	F	F	F	F	F	F	F	F	F	F																								
SPDR S&P INTERNATIONAL SMALL CAP ETF	F	F	F	F	F	F	F	F	F	F	F																								
SSB MSCI EAFE SMALL CAP INDEX SECURITIES LENDING COMMON FND	F	F	F	F	F	F	F	F	F	F	F																								
SSGA SPDR ETFS EUROPE II PUBLICLIMITED COMPANY	F	F	F	F	F	F	F	F	F	F	F																								
SST GLOB ADV TAX EXEMPT RETIREMENT PLANS	F	F	F	F	F	F	F	F	F	F	F																								
STATE OF WISCONSIN INVESTMENT BOARD	F	F	F	F	F	F	F	F	F	F	C																								
STATE STREET GLOBAL ALL CAP EQUITY EXUS INDEX PORTFOLIO	F	F	F	F	F	F	F	F	F	F	F																								
STICHTING SHELL PENSIOENFONDS	F	F	F	F	F	F	F	F	F	F	C																								
THE BANK OF KOREA	F	F	F	F	F	F	F	F	F	F	C																								
THE CONTINENTAL SMALL COMPANY SERIES NY	F	F	F	F	F	F	F	F	F	F	C																								
THE REGENTS OF THE UNIVERSITY OF CALIFORNIA	F	F	F	F	F	F	F	F	F	F	C																								
Totale	2.772	98.856	754.212	14.895	4.109.849	3.819.728	1.480.000	3.798	4.150.000	3.387.553	36.798	2.252.356	26.418	127	12.298	21.482	236.129	35.114	7.135	92.999	7.938.204	21.485	2.234	8.438	7.677	72.788	83.745	25.235	697.080	14.224	36.831	28.988	692.199	204.731	50.924

Contrario: A: Astenuto; 1: Lista 1; 2: Lista 2; -: Non Votante; X: Assente alla votazione; N: Voti non computati; R: Voti revocati; Q: Voti esclusi dal quorum



**ELENCO PARTECIPANTI**

NOMINATIVO PARTECIPANTE DELEGANTIE RAPPRESENTANTI	Parziale	RISULTATI ALLE VOTAZIONI									
		Ordinaria									
Totale		1	2	3	4	5	6	7	8	9	10
THE STATE OF CONNECTICUT, ACTING THROUGH ITS TREASURER	38.511	F	F	C	C	F	C	3	F	F	C
TR EUROPEAN GROWTH TRUST PLC	4.857.004	F	F	A	A	F	A	A	A	F	A
TRUST II BRIGHTHOUSEDIMENSIONALINT SMALL COMPANY PORTFOLIO	12.212	F	F	C	C	F	C	3	F	F	C
TWO SIGMA EQUITY RISK PREMIA PORTFOLIO LLC.	11.199	F	F	C	C	F	C	3	F	F	C
UBS LUX FUND SOLUTIONS	49.926	F	F	C	C	F	C	3	F	F	C
UTAH STATE RETIREMENT SYSTEMS	2.979	F	F	F	F	C	3	F	F	C	
VANGUARD INTERNATIONAL SMALL COMPANIES INDEX FUND	9.954	F	F	C	C	F	F	3	F	F	F
VANGUARD INVESTMENT SERIES PUBLIC LIMITED COMPANY	6.544	F	F	C	C	F	F	3	F	F	F
VB SELECT EUROPEAN OPPORTUNITIES FUND LP	85.937	F	F	C	C	F	C	3	F	F	C
VERDIPAPIRFONDET KLP AKSJEGLOBAL SMALL CAP INDEKSI	37.821	F	F	C	C	F	C	3	F	F	C
WASHINGTON STATE INVESTMENT BOARD	67.403	F	F	C	C	F	F	3	F	F	F
XTRACKERS MSCI EUROZONE HEDGED EQUITY ETF	1.479	F	F	C	C	F	C	3	F	F	C
COMPUTERSHARE SPA RAPPRESENTANTE DESIGNATO IN QUALITÀ DI DELEGATO 155-UNDECIES TUF IN PERSONA DI LAURA RUSCONI - PER DELEGA DI	0										
BDL CONVICTIONS	24.755.894	F	F	F	F	F	F	2	F	F	F
BDL NAVARRE	7.310.442	F	F	F	F	F	F	2	F	F	F
BDL REMPART	27.279.265	F	F	F	F	F	F	2	F	F	F
GRAEHSLER GERD	34.000	F	F	F	F	F	F	1	F	F	F
MULTIBRANDS ITALY BV	206.126.958	F	F	F	F	F	F	1	F	F	F
R PORTFOLIO BDL EUROPEAN EQUITY ALPHA	2.671.487	F	F	F	F	F	F	2	F	F	F
	79.563.550										
	268.178.046										

Legenda:  
 1 Approvazione del bilancio di esercizio  
 4 Relazione sulla politica in materia di remunerazio  
 7 Nomina dei componenti del Collegio Sindacale e del  
 10 Proposta emissione di massime 11.000.000 azioni  
 2 Destinazione del risultato dell'esercizio  
 5 Utilizzo di riserve a copertura delle perdite  
 8 Determinazione compensi  
 3 Relazione sulla politica in materia di remunerazio  
 6 Proposta di approvazione di un nuovo piano di ince  
 9 Conferimento incarico revisione legale

6. Conferimento dell'incarico di revisione legale dei conti per il periodo 2023-2031 e determinazione del corrispettivo ai sensi del D. Lgs. n. 39/2010

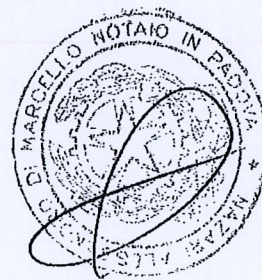
N. AZIONISTI (IN PROPRIO O PER DELEGA)	N. AZIONI	% SU AZIONI ORDINARIE RAPPRESENTATE	% SU AZIONI AMMESSE AL VOTO	% SU CAPITALE SOCIALE ORDINARIO
Favorevoli	120	99,633348	99,633348	83,739068
Contrari	0	0,000000	0,000000	0,000000
Astenuti	1	0,366652	0,366652	0,308160
Non Votanti	0	0,000000	0,000000	0,000000
Totale	121	100,000000	100,000000	84,047228

PARTE STRAORDINARIA

1. Proposta di emissione a pagamento di massime numero 11.000.000 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 2023-2025 di Safilo Group S.p.A. e Safilo S.p.A.) 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

N. AZIONISTI (IN PROPRIO O PER DELEGA)	N. AZIONI	% SU AZIONI ORDINARIE RAPPRESENTATE	% SU AZIONI AMMESSE AL VOTO	% SU CAPITALE SOCIALE ORDINARIO
Favorevoli	27	80,620677	80,620677	67,759445
Contrari	86	14,935324	14,935324	12,552726
Astenuti	8	4,443998	4,443998	3,735057
Non Votanti	0	0,000000	0,000000	0,000000
Totale	121	100,000000	100,000000	84,047228

Allegato " Q " all'atto  
n° 17.868 di rep. e n° 14.294 di racc.



4. Proposta di approvazione di un nuovo piano di incentivazione azionaria (Stock Option Plan 2023-2025 di Safilo Group S.p.A. e Safilo S.p.A.) 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

	N. AZIONISTI (IN PROPRIO O PER DELEGA)	N. AZIONI	% SU AZIONI ORDINARIE RAPPRESENTATE	% SU AZIONI AMMESSE AL VOTO	% SU CAPITALE SOCIALE ORDINARIO
Favorevoli	26	280.111.737	80,551691	80,551691	67,701464
Contrari	87	52.176.228	15,004310	15,004310	12,610707
Astenuti	8	15.453.631	4,443998	4,443998	3,735057
Non Votanti	0	0	0,000000	0,000000	0,000000
<b>Totale</b>	<b>121</b>	<b>347.741.596</b>	<b>100,000000</b>	<b>100,000000</b>	<b>84,047228</b>

5. Nomina del Collegio Sindacale per il triennio 2023-2025:

5.1 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	2	206.160.958	59,285677	59,285677	49,827968
LISTA 2	4	62.017.088	17,834245	17,834245	14,989189
LISTA 3	111	68.560.026	19,715797	19,715797	16,570581
Contrari	1	239.893	0,068986	0,068986	0,057981
Astenuti	3	10.763.651	3,095296	3,095296	2,601510
Non Votanti	0	0	0,000000	0,000000	0,000000
<b>Totale</b>	<b>121</b>	<b>347.741.596</b>	<b>100,000000</b>	<b>100,000000</b>	<b>84,047228</b>

5.2 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	117	335.702.965	96,538053	96,538053	81,137557
Contrari	0	0	0,000000	0,000000	0,000000
Astenuti	4	12.038.631	3,461947	3,461947	2,909671
Non Votanti	0	0	0,000000	0,000000	0,000000
<b>Totale</b>	<b>121</b>	<b>347.741.596</b>	<b>100,000000</b>	<b>100,000000</b>	<b>84,047228</b>



2. Relazione sulla politica in materia di remunerazione e compensi corrisposti:

2.1 approvazione della sezione I della relazione

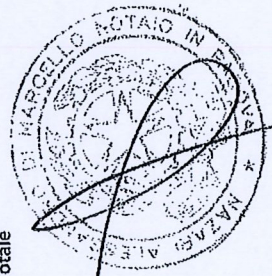
N. AZIONISTI (IN PROPRIO O PER DELEGA)	N. AZIONI	% SU AZIONI ORDINARIE RAPPRESENTATE	% SU AZIONI AMMESSE AL VOTO	% SU CAPITALE SOCIALE ORDINARIO
Favorevoli	14	80,670477	80,670477	67,801300
Contrari	103	15,867576	15,867576	13,336258
Astenuti	4	3,461947	3,461947	2,909671
Non Votanti	0	0,000000	0,000000	0,000000
Totale	121	100,000000	100,000000	84,047228

2.2 voto non vincolante sulla 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	14	80,670477	80,670477	67,801300
Contrari	103	15,867576	15,867576	13,336258
Astenuti	4	3,461947	3,461947	2,909671
Non Votanti	0	0,000000	0,000000	0,000000
Totale	121	100,000000	100,000000	84,047228

3. Utilizzo di riserve a copertura delle perdite

N. AZIONISTI (IN PROPRIO O PER DELEGA)	N. AZIONI	% SU AZIONI ORDINARIE RAPPRESENTATE	% SU AZIONI AMMESSE AL VOTO	% SU CAPITALE SOCIALE ORDINARIO
Favorevoli	120	99,633348	99,633348	83,739068
Contrari	0	0,000000	0,000000	0,000000
Astenuti	1	0,366652	0,366652	0,308160
Non Votanti	0	0,000000	0,000000	0,000000
Totale	121	100,000000	100,000000	84,047228



SAFLO GROUP S.p.A.

Assemblea Ordinaria e Straordinaria degli Azionisti  
Tenutasi in data 27 aprile 2023

Hanno partecipato all'Assemblea complessivamente n. 121 Azionisti per delega  
per n. 347.741.596 azioni ordinarie pari al 84,047228% del capitale sociale ordinario.

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

**PARTE ORDINARIA**

**1. Bilancio al 31 dicembre 2022:**

**1.1 approvazione del bilancio di esercizio**

	N. AZIONISTI (IN PROPRIO O PER DELEGA)	N. AZIONI	% SU AZIONI ORDINARIE RAPPRESENTATE	% SU AZIONI AMMESSE AL VOTO	% SU CAPITALE SOCIALE ORDINARIO
Favorevoli	119	346.356.054	99,601560	99,601560	83,712350
Contrari	0	0	0,000000	0,000000	0,000000
Astenuti	2	1.385.542	0,398440	0,398440	0,334878
Non Votanti	0	0	0,000000	0,000000	0,000000
<b>Totale</b>	<b>121</b>	<b>347.741.596</b>	<b>100,000000</b>	<b>100,000000</b>	<b>84,047228</b>

**1.2 destinazione del risultato dell'esercizio**

	N. AZIONISTI (IN PROPRIO O PER DELEGA)	N. AZIONI	% SU AZIONI ORDINARIE RAPPRESENTATE	% SU AZIONI AMMESSE AL VOTO	% SU CAPITALE SOCIALE ORDINARIO
Favorevoli	120	346.466.596	99,633348	99,633348	83,739068
Contrari	0	0	0,000000	0,000000	0,000000
Astenuti	1	1.275.000	0,366652	0,366652	0,308160
Non Votanti	0	0	0,000000	0,000000	0,000000
<b>Totale</b>	<b>121</b>	<b>347.741.596</b>	<b>100,000000</b>	<b>100,000000</b>	<b>84,047228</b>

Registered with the Company Register of Padova on May 03, 2023.

**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

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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 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

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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).

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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).

#### **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.

Registered with the Company Register of Padova on May 03, 2023.

**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

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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.



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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)**

Registered with the Company Register of Padova on May 03, 2023.

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

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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

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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.

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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)**

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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.

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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.

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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



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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

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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

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(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

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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

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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

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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.

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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

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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 reaccredited to the legal reserve.

### **WINDING-UP AND LIQUIDATION**

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**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.