

**Abstract of the Shareholders' Agreement notified to Consob pursuant to Article 122 of Legislative Decree no. 58/1998 ("TUF") and articles 129 et seqq. of the Issuers' Regulation adopted by CONSOB with resolution no. 11971/1999 ("Issuers's Regulation") as subsequently amended and supplemented.**

## **SAFILO GROUP S.P.A.**

Notice is hereby given, pursuant to art. 122 of TUF and art. 129 *et seqq.* of the Issuers' Regulation, that Multibrands Italy BV ("**Multibrands**"), company incorporated under the laws of the Netherlands, with registered office in Weena 696, Rotterdam, the Netherlands, registered with the Companies' Register of Rotterdam under no. 24406290, and Mr. Eugenio Razelli ("**ER**", and together with Multibrands, the "**Parties**"), born in Genova on June 18, 1950, tax code no. RZLGNE50H18D969M, member and current Chairman of the Board of Directors of Safilo Group S.p.A. ("**Safilo Group**"), entered into an agreement concerning, *inter alia*, the inclusion of ER as candidate of the list for the appointment of the Board of Directors of Safilo Group to be submitted on the occasion of the renewal of the administrative body, the exercise of the voting rights relating to the ordinary Shareholders' Meeting of Safilo Group, as well as the appointment of ER as Chairman (the "**Agreement**"). The Agreement qualifies as a shareholders' agreement relevant pursuant to and for the purposes of art. 122 of TUF and 127 *et seqq.* of the Issuers' Regulation.

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

Safilo Group S.p.A., joint stock company (*società per azioni*), which shares are listed on the *Mercato Telematico Azionario* organized and managed by Borsa Italiana S.p.A., with register office at Pieve di Cadore (BL), tax code and registered with the Companies' Register of Belluno under no. 03032950242, share capital equal to Euro 313,299,825.00 fully paid-in, represented by no. 62,659,965 ordinary shares ("**Shares**") having a par value equal to Euro 5.00.

### **B. Shares or financial instruments concerned by the Agreement**

The Shares to which the Agreement refers are all the shares currently held by Multibrands equal to 26,073,783, representing 41.612% of the voting share capital.

### **C. Parties to the Agreement**

The parties to the Agreement are the following:

- (i) Eugenio Razelli, born in Genova on June 18, 1950, tax code no. RZLGNE50H18D969M;
- (ii) Multibrands Italy BV, company incorporated under the laws of the Netherlands, with registered office in Rotterdam, the Netherlands, registered with the Companies' Register of Rotterdam under no. 24406290;

### **D. Control**

As at the date of the signing of the Agreement, Multibrands exercises a *de facto* control on Safilo Group, pursuant to Article 93 of TUF.

## **E. Content of the Agreement**

Multibrands undertakes:

- a. to include ER in the list to be filed by it for the appointment of the Board of Directors of the Company, upon expiration of the current Board of Directors (i.e. approval of the 2017 financial statements) and in any list to be filed for the possible renewal of the Board of Directors of the Company prior to the above expiration of the current directors (any such list filed by Multibrands, the "List");
- b. to position ER as candidate having the first progressive number within the List, so that, if the List achieves the highest number of the votes casted and it is confirmed to be the so-called "Majority List" in accordance with the Company's by-laws, ER will be appointed as Chairman of the company pursuant to Article no. 14 of the Company's by-laws;
- c. to exercise all of its voting rights in favour of the List;
- d. do everything in its powers to grant ER, for his office as Chairman, an additional compensation pursuant to Article 2389, paragraph 3, of the Italian Civil Code, equal to Euro 250,000.00.

With reference to the above, ER confirms and undertakes:

- a. to be available and willing to assume the Chairman office within the Company;
- b. to any requirements provided by applicable laws, regulations and by-laws provisions in order to hold such office and perform the relevant activities and duties according to the best diligence standards and in the interest of the Company;
- c. to be able to devote the necessary time to the diligent performance of his duties, also taking into account the commitment relating to his own work and professional activity, the number of offices held in other companies and/or entities and any other relevant factual circumstance.

## **F. Duration**

The Agreement will expire upon appointment of the Board of Directors of Safilo Group, following the approval of the 2018 financial statements.

## **G. Companies' Register**

The Agreement was registered with the relevant Companies' Register on May 12, 2017 under protocol no. 35565/2017.

May 12, 2017