

**SAFILO GROUP S.p.A.**

Registered office: 35129 Padua, Settima Strada no. 15
Share capital equal to Euro 384,912,456.25 fully paid in
Fiscal code, VAT number and registration number with the Companies' Register of Padua
03032950242 - R.E.A. of the Padua CCIAA 358600

NOTICE OF CALL OF THE ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETING

The shareholders are hereby invited to attend the Ordinary and Extraordinary Shareholders' Meeting of SAFILO GROUP S.p.A. (hereinafter, the "**Company**") to be held on April 28, 2026 at 11.00 a.m., in single call, to discuss and resolve upon the following:

AGENDA**ORDINARY SESSION**

- 1. Financial statements as at December 31, 2025:**
 - 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. Appointment of the Board of Statutory Auditors for the 2026-2028 term**
 - 3.1 appointment of the members of the Board of Statutory Auditors**
 - 3.2 appointment of the Chairman of the Board of Statutory Auditors**
 - 3.3 determination of the annual remuneration of the Board of Statutory Auditors**
- 4. Approval of the employee incentive plan called "Performance Share Plan 2026-2028"**

EXTRAORDINARY SESSION

- 1. Proposal of amendment to Article 5 of the Articles of Association currently in force**
- 2. Proposal to delegate the Board of Directors, pursuant to Article 2443 of the Italian Civil Code, for a term of five years from the date of the relevant resolution, with the power to increase the share capital free of charge in tranches, pursuant to Article 2349 of the Italian Civil Code, by issuing not more than 5,500,000 ordinary shares, for an amount not exceeding Euro 5,115,000, at a value equal to the par value of Safilo's shares on the date of execution of the capital increase, to be entirely charged to the share capital, to be assigned to the employees of Safilo Group S.p.A. and of its subsidiaries, which are**



SEE THE WORLD AT ITS BEST

beneficiaries of the incentive plan concerning the ordinary shares of Safilo Group S.p.A., named "Performance Share Plan 2026-2028"; subsequent amendment to Article 5 of the Articles of Association currently in force

Share capital and voting rights

The share capital of the Company, equal to Euro 384,912,456.25, is divided into no. 415,726,889 ordinary shares without any indication of par value; every share gives the right to express one vote in the ordinary shareholders' meeting of the Company.

Attendance to the Meeting

The entitlement to attend and vote at the Meeting is certified by a notice to be delivered to the Company by an authorized intermediary, on the basis of its accounting books and records, in favour of the individual/entity who/which results to be entitled to vote as at the end of the seventh trading day prior to the date of the convened Shareholders' Meeting, i.e. April 17, 2026 (so called *record date*).

The individuals/entities who/which result as the owners of the shares after the above-mentioned deadline shall not be entitled to attend and vote at the Meeting. Therefore, all crediting and debiting entries made on the accounts after the aforesaid deadline shall have no relevance for the purpose of the entitlement to the voting right at the Shareholders' Meeting.

Pursuant to Article 10 of the Articles of Association the Company has decided to avail itself of the right to convene the Shareholders' Meeting without the physical attendance of the shareholders and only through the appointed representative appointed by the Company pursuant to Article 135-*undecies*.1 of Legislative Decree No. 58/98 (the "TUF").

Consequently, the Company commissioned Computershare S.p.A. - based in Milan, via Mascheroni 19, 20145 - to represent the shareholders pursuant to Article 135-*undecies*.1 of the TUF. Shareholders wishing to attend the Shareholders' Meeting will therefore have to confer their proxy or sub-delegation - with voting instructions - on all or some of the resolution proposals regarding the items on the agenda to the Appointed Representative, through the form prepared by the same Appointed Representative in agreement with the Company, available on the Company's website www.safilogroup.com, Governance - Shareholders' Meeting Section.

The proxy/sub-delegation form with the voting instructions shall be sent following the instructions contained in said proxy form within the second trading day prior to the Shareholders' Meeting (and, therefore, by April 24, 2026); within the same term the proxy may also be revoked.

The proxy thus conferred shall be valid only for the proposals in relation to which voting instructions have been given. In relation to the proposals for which no voting instructions have



SEE THE WORLD AT ITS BEST

been given, the shares will not be counted for the purpose of calculating the majority and the share of capital required for the approval of the resolutions.

The attendance at the Shareholders' Meeting by legitimate subjects (the members of the corporate bodies, the appointed Secretary and the Appointed Representative) will take place exclusively by video/teleconference, by means communicated to them individually.

The Appointed Representative can be reached for any clarification or information at the phone number +39 02 4677 6814 or at the email address ufficiomi@computershare.it.

Right to ask questions before the Shareholders' Meeting

Pursuant to Article 127-ter of the TUF, the persons entitled to vote at the Shareholders' Meetings may ask questions on the items on the agenda, also before the Shareholders' Meeting, by the record date, as set out above. Questions – accompanied by the relevant communication, issued by the authorized intermediary in accordance with applicable laws, certifying the entitlement to exercise the relevant right – must be submitted in writing to the following certified e-mail address: safilogroupspa@legalmail.it. It should be noted that the entitlement to voting rights may also be certified after the submission of applications, provided that it is no later than the third day following the record date (i.e. by April 20, 2026). The answers to the questions received before the Shareholders' Meeting shall be published on the Company's website www.safilogroup.com, Governance - Shareholders' Meeting section, by April 24, 2026 at the latest. The Company can give an overall answer to questions having the same content.

Integration of the agenda and submission of new resolution proposals

Pursuant to Article 126-bis of TUF, shareholders that, also jointly among them, represent at least one fortieth of the share capital, may request in writing, within ten days from the publication of this notice, an integration of the items to be discussed at the Shareholders' Meeting, specifying in the request the additional proposed topics for discussion, or present resolution proposals on items already included in the agenda. The requests, together with the notice attesting ownership of the shares, are presented in writing through registered letter to the registered office of the Company (to the attention of the Legal and Corporate Affairs Department) or by email at the following email address safilogroupspa@legalmail.it.

Within the deadline for the presentation of their request to integrate the items on the agenda and with the same modalities, the requesting shareholders shall submit to the Board of Directors a report on such additional items or on the additional resolution proposals on items already included in the agenda.

The possible integrated list of items to be discussed at the Shareholder's Meeting or the additional resolution proposals on items already included in the agenda will be made available to the public



SEE THE WORLD AT ITS BEST

in the same ways as prescribed for the publication of this notice, at least fifteen days prior to the date scheduled for the Shareholders' Meeting.

No integrations of the agenda are permitted with respect to those items upon which, pursuant to the law, the same Shareholders' Meeting is called to resolve based on the proposal of the Board of Directors or based on a plan or report drawn up by same Board of Directors, other than the reports which are ordinarily drawn up by the Board on the items on the agenda.

In consideration of the fact that attendance to the Shareholders' Meeting is permitted exclusively through the Appointed Representative, with reference to the present Shareholders' Meeting it is envisaged that those who have the right to vote may individually submit resolution proposals to the Company on the items on the agenda - pursuant to Article 126-bis, paragraph 1, penultimate sentence, of TUF - by April 13, 2026, through registered letter to the registered office of the Company (to the attention of the Legal and Corporate Affairs Department) or by email at the following email address safilogroupspa@legalmail.it. Shareholders who submit proposals must certify their right to do so by sending to the Company specific documentation issued in accordance with the applicable provisions by the intermediary certifying the entitlement to participate in the Shareholders' Meeting and to exercise the voting right no later than April 15, 2026.

The Company will publish these proposals on the Company's website www.safilogroup.com, Governance - Shareholders' Meeting section, by April 13, 2026 to allow all Shareholders to become acquainted with them and provide voting instructions to the Appointed Representative. For purposes of the above, the Company reserves the right to verify the relevance of the proposals with respect to the agenda items, their completeness and their compliance with applicable provisions, as well as the entitlement of the proposers. Proposals for which the entitlement of the proposing individual/entity has not been certified will be considered as not submitted, with the consequent cancellation of the same from the Company's website.

Appointment of the Board of Statutory Auditors

Regarding the appointment of the Board of Statutory Auditors, this shall be performed on a list basis, pursuant to Article 27 of the Company's Articles of Association and the applicable laws and regulations in force.

Further information is made available to shareholders in the relative Directors' Report on this point which is also available on the Company website (www.safilogroup.com, Governance - Shareholders' Meeting section).

In particular, it should be recalled that only shareholders who, individually or together with other shareholders submitting slates, hold total shares representing at least 2.5% of the voting capital in the Ordinary Shareholders' Meeting have the right to submit the lists.

The lists, accompanied by the documentation required by the Company's Articles of Association and the applicable legislation and regulations, signed by those submitting them, must be delivered



SEE THE WORLD AT ITS BEST

by registered letter to the registered office of the Company, to the attention of the Legal and Corporate Affairs Department or sent by email from a certified address to the address safilogroupspa@legalmail.it, at least 25 days prior to the date set for the Shareholders' Meeting, (i.e., April 3, 2026), except for communications from qualified intermediaries, certifying the percentage of the total shares held on the date when the list is deposited, which may be produced to the Company not later than April 7, 2026 (which is the latest date set for the publication of the lists by the Company).

In the event of only one list or only lists presented by shareholders related to each other having been presented within the time limits just mentioned, the time limit for the presentation of lists shall be extended by three calendar days (i.e., not later than April 6, 2026). In such case, the minimum percentage for the presentation of lists shall be reduced by half (i.e. to 1.25%). Lists or individual candidates which do not comply with the above requirements are considered as not having been presented.

Documentation

The Articles of Association of the Company and the Shareholders' Meetings Regulations are available for the shareholders at the registered office of the Company and are also published on the Company's website (respectively <https://www.safilogroup.com/en/governance/system/articles-association> and <https://www.safilogroup.com/en/governance/shareholders-meeting>).

The documentation relating to the convened Shareholders' Meeting, including the Board of Directors' reports and the resolution proposals on the items of the agenda, will be made available to the public, according to the terms provided for by the rules of law and regulations, at the registered office of the Company, at the central storage of regulated information www.1info.it as well as on the Company's website at the following web address www.safilogroup.com, Governance - Shareholders' Meeting section.

The shareholders are entitled to obtain a copy thereof.

Padua, March 19, 2026

For the Board of Directors
Eugenio Razelli
Chairman