



CONSOB APPROVES THE PROSPECTUS RELATING TO THE SHARE CAPITAL INCREASE

Padova, 30 November 2018 – Safilo Group S.p.A. (“**Safilo**” or the “**Company**”) hereby gives notice that, as of today, CONSOB has approved – with note dated 30 November 2018, ref. No. 0498135/18 – the prospectus relating to the offer on a pre-emptive basis and the admission to trading on the Mercato Telematico Azionario organized and managed by Borsa Italiana S.p.A. (the “**Prospectus**”) of ordinary shares of Safilo deriving from the share capital increase, against payment, resolved by the Extraordinary Shareholders’ meeting held on 29 October 2018, the final conditions of which were determined by the Board of Directors of the Company on 27 November 2018 and announced by means of a press release on the same date (the “**Share Capital Increase**”).

As communicated in the aforementioned press release, the Share Capital Increase will take place through the issuance of a maximum of 213,043,881 ordinary shares, with no par value and regular entitlement (the “**New Shares**”) to be offered to the shareholders on a pre-emptive basis, in the ratio of No. 17 New Shares for every No. 5 shares held, for a subscription price equal to Euro 0.704 per each New Share, for an aggregate amount up to Euro 149,982,892.22 of which up to Euro 36,643,547.53 as share capital and up to Euro 113,339,344.69 as share premium (the “**Offer**”).

The timetable of the Offer is confirmed and, therefore, the pre-emptive rights for the subscription of New Shares (the “**Rights**”) may be exercised, on penalty of expiration without compensation, from 3 December 2018 until 17 December 2018 (included) (the “**Subscription Period**”); and the Rights may be traded on the *Mercato Telematico Azionario* organized and managed by Borsa Italiana S.p.A. (“**MTA**”) from 3 December 2018 until 11 December 2018 (included). Option rights not exercised by the end of the Subscription Period will be offered by the Company on the MTA in accordance with Article 2441, paragraph 3, of the Italian Civil Code, within the month following the end of the Subscription Period (the “**Rights Auction**”). The dates of the Rights Auction will be announced by means of a special notice.

The Prospectus will be made available in accordance with applicable law at the registered office of Safilo as well as on the website of the Company (www.safilogroup.com).

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Important Regulatory Notice

*This communication and the information contained herein does not contain or constitute an offer of securities for sale, or solicitation of an offer to purchase or subscribe for securities, in the United States, Australia, Canada or Japan or any other jurisdiction where such an offer or solicitation would require the approval of local authorities or otherwise be unlawful (the “**Other Countries**”).*

*Neither this document nor any part of it nor the fact of its distribution may form the basis of, or be relied on in connection with, any contract or investment decision in relation thereto. The securities referred to herein have not been registered and will not be registered in the United States under the U.S. Securities Act of 1933, as amended (the “**Securities Act**”), or pursuant to the corresponding regulations in force in the Other Countries. The securities may not be offered or sold in the United States absent registration under the Securities Act, or an available exemption from the registration requirements of the Securities Act. Safilo Group S.p.A. (the “**Company**”) does not intend to register any portion of the Offer in the United States.*

*This document is a press release and is not a prospectus for the purposes of the Prospectus Directive. This communication has been prepared on the basis that any offer of securities in any Member State of the European Economic Area (“**EEA**”) which has implemented the Prospectus Directive (each, a “**Relevant Member State**”), will be made on the basis of a prospectus approved by the competent authority and published in accordance with the Prospectus Directive (the “**Permitted Public Offer**”) and/or pursuant to an exemption under the Prospectus Directive from the requirement to publish a prospectus for offers of securities.*

Accordingly, any person making or intending to make any offer of securities in a Relevant Member State other than the Permitted Public Offer, may only do so in circumstances in which no obligation arises for the Company to publish a

prospectus pursuant to Article 3 of the Prospectus Directive or supplement a prospectus pursuant to Article 16 of the Prospectus Directive, in each case, in relation to such offer.

*The expression “**Prospectus Directive**” means Directive 2003/71/EC (this Directive and amendments thereto, including Directive 2010/73/EC, to the extent implemented in the Relevant Member State), together with any implementing measures in any member state. Investors should not subscribe for any securities referred to in this document except on the basis of information contained in any prospectus.*

Any public offering will be conducted exclusively in Italy pursuant to the prospectus authorized by CONSOB and to be published in accordance with applicable regulations.

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About Safilo Group

Safilo Group is a worldwide leader in the design, manufacturing and distribution of sunglasses, optical frames, sports eyewear and products. Thanks to strong craftsmanship expertise dating back to 1878, Safilo translates its design projects into high-quality products created according to the Italian tradition. With an extensive wholly owned network of subsidiaries in 40 countries – in North and Latin America, Europe, Middle East and Africa, and Asia Pacific and China – and more than 50 distribution partners in key markets, Safilo is committed to quality distribution of its products in nearly 100.000 selected sales stores all over the world. Safilo’s portfolio encompasses: own core brands Carrera, Polaroid, Smith, Safilo, Oxydo, and licensed brands: Dior, Dior Homme, Fendi, Banana Republic, Bobbi Brown, BOSS, Elie Saab, Fossil, Givenchy, havaianas, HUGO, Jack Spade, Jimmy Choo, Juicy Couture, kate spade new york, Liz Claiborne, Love Moschino, Marc Jacobs, Max Mara, Max&Co., Moschino, Pierre Cardin, rag&bone, Saks Fifth Avenue, Swatch, and Tommy Hilfiger.

Listed on the Italian Stock Exchange (ISIN code IT0004604762, Bloomberg SFL.IM, Reuters SFLG.MI), in 2017 Safilo recorded net revenues for Euro 1,047 million.

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