



## Notice

*pursuant to article 84-bis, paragraph 5, of Consob Regulation no. 11971 approved with resolution dated 14 May 1999, as subsequently amended and integrated*

**Padua, 13 November 2013** – On October 4, 2010 the Board of Directors of Safilo Group S.p.A. (the “**Company**”), on the basis of the proposal of the Remuneration and Nomination Committee (formerly, Remuneration Committee), defined the general guidelines of the Stock Option Plan 2010-2013 (the “**Plan**”), which provides for the granting of options allowing newly issued ordinary shares of the Company to be purchased. The Plan, along with the relevant illustrative documentation, was submitted for the approval of the shareholders’ meeting of the Company held on November 5, 2010.

The Plan is reserved to a selected group of directors and/or senior executives of the Company and/or its subsidiaries as identified from time to time by the Board of Directors, on the basis of the proposal of the Remuneration and Nomination Committee, amongst those individuals who hold a key role in achieving the strategic objectives of the Company (the “**Beneficiaries**”).

The Plan is aimed at supporting the improvement of the Company’s long-term performance and the creation of shareholders’ value through the retention of individuals deemed key to the Group’s growth and with the aim of aligning the objectives of the Beneficiaries with those of the Company’s shareholders.

In accordance with the Plan, a maximum of no. 1,700,000 options (the “**Options**”) had to be issued and assigned to the Beneficiaries with each of such Options giving the Beneficiaries the right, subject to the achievement of predetermined performance targets, to subscribe for one ordinary share of the Company.

The Plan originally provided for the assignment of the Options in four tranches, the last of which was actually assigned by the Board of Directors of the Company during the meeting held on March 6, 2013.

Following the assignment of the Options relating to the fourth tranche, certain Options have become again available due to the fact that the relevant Beneficiaries voluntarily resigned from their employment position within the Safilo Group thus permanently forfeiting the right to exercise the Options awarded to them. Also as a consequence thereof, the overall number of Options actually granted to the Beneficiaries which are not vested yet, is currently less than the maximum number of 1,700,000 Options available under the Plan.

In this respect, the Plan provides that, where the number of Options granted is less than the total amount of Options issued and available under the Plan, the Board of Directors, at its full discretion, might (upon proposal from the Remuneration and Nomination Committee) select new Beneficiaries, increase the number of Options already granted to selected Beneficiaries or resolve not to grant the remaining amount of Options.

Therefore, on the date hereof, in order to give full implementation to the Plan according to its original goals and underlying rationale, the Board of Directors met and resolved to amend the Plan in order to expressly clarify that: (i) the Options which, according to the Plan, permanently cease to be exercisable by the relevant Beneficiary, for any reason whatsoever, before vesting, become again eligible for assignment, and can thus be re-assigned by the Board of Directors to one or more (new or already existing) Beneficiaries within and no-later than December 31, 2013 (deadline which has been deemed by the Board of Directors still compatible with/adequate to the scope and duration of the Plan, with special reference to the achievement of the performance targets to which the vesting of the Options so re-assigned is subject); and (ii) the Options so re-assigned, if any, shall be subject to the performance conditions and exercise period applicable to the fourth tranche of Options while the exercise price shall be determined pursuant to the general rule set forth under paragraph 7.5 of the Plan.

Following such amendment to the Plan, upon proposal by the Remuneration and Nomination Committee, the Board of Directors resolved to assign an overall number of 65,000 Options to two Beneficiaries who are key managers within the Safilo Group.

For the amended text of the Plan and any related document please refer to the web site of the company [www.safilo.com/en/investors.html](http://www.safilo.com/en/investors.html).

The updated table summarizing the number of Options Granted and the relevant Beneficiaries is attached below.

**About Safilo Group**

The Safilo Group is worldwide leader in the premium eyewear sector for sunglasses, optical frames and sports eyewear. With an international presence through 30 owned subsidiaries in primary markets – in America, Europe and Asia – and exclusive distributors, Safilo produces and distributes its house brands – Safilo, Carrera, Polaroid, Smith Optics, Oxydo – and the licensed brands Alexander McQueen, Banana Republic, Bobbi Brown (starting from 2014), BOSS, BOSS Orange, Bottega Veneta, Céline, Dior, Fendi (starting from 2014), Fossil, Gucci, HUGO, J.Lo by Jennifer Lopez, Jimmy Choo, Juicy Couture, Kate Spade, Liz Claiborne, Marc Jacobs, Marc by Marc Jacobs, Max Mara, Max&Co., Pierre Cardin, Saint Laurent, Saks Fifth Avenue and Tommy Hilfiger. For further information [www.safilo.com](http://www.safilo.com)

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**REMUNERATION SCHEMES BASED ON FINANCIAL INSTRUMENTS**

Table 1 of model 7 of Annex 3A of the Regulation 11971/1999

Name and surname or category	Office held (indicate only for parties listed by name)	BOX 2						
		Stock Option						
		Section 2						
		Newly granted options on the basis of the decision of the competent body pursuant to the shareholders' meeting resolution						
		Date of shareholders' meeting	Description of the instrument	No. of Options	Date of assignment	Strike price	Market price of the financial instruments as at the date of allocation	Period of possible exercise (from - to)
<b>ROBERTO VEDOVOTTO</b>	Chief Executive Officer until 15.10.2013	05/11/2010	<i>Options on the Safilo Group S.p.A. shares with physical settlement</i>	160,000	RC 01/08/2010 BoD 05/11/2010	Eur 8.0470	Eur 11.92 <sup>1</sup>	31/12/2012* - 31/05/2016
				80,000	RC 16/02/2011 BoD 16/03/2011	Eur 12.55	Eur 11.52 <sup>3</sup>	31/12/2013* - 31/05/2017
				80,000	RC 29/02/2012 BoD 08/03/2012	Eur 5.54	Eur 5.30 <sup>4</sup>	31/12/2014* - 31/05/2018
				80,000	RC 05/03/2013 BoD 06/03/2013	Eur 8.47	Eur 8.66 <sup>5</sup>	31/12/2015* - 31/05/2019
<b>MASSIMILIANO TABACCHI</b>	Director	05/11/2010	<i>Options on the Safilo Group S.p.A. shares with physical settlement</i>	30,000	RC 01/08/2010 BoD 05/11/2010	Eur 8.0470	Eur 11.92 <sup>1</sup>	31/12/2012* - 31/05/2016
				15,000	RC 16/02/2011 BoD 16/03/2011	Eur 12.55	Eur 11.52 <sup>3</sup>	31/12/2013* - 31/05/2017

Name and surname or category	Office held (indicate only for parties listed by name)	BOX 2						
		Stock Option						
		Section 2						
		Newly granted options on the basis of the decision of the competent body pursuant to the shareholders' meeting resolution						
		Date of shareholders' meeting	Description of the instrument	No. of Options	Date of assignment	Strike price	Market price of the financial instruments as at the date of allocation	Period of possible exercise (from - to)
				15,000	RC 29/02/2012 CdA 08/03/2012	Eur 5.54	Eur 5.30 <sup>4</sup>	31/12/2014* - 31/05/2018
Managers with strategic responsibilities		05/11/2010	Options on the Safilo Group S.p.A. shares with physical settlement	60,000	RC 01/08/2010 BoD 05/11/2010	Eur 8.0470	Eur 11.92 <sup>1</sup>	31/12/2012* - 31/05/2016
				30,000	RC 16/02/2011 BoD 16/03/2011	Eur 12.55	Eur 11.52 <sup>3</sup>	31/12/2013* - 31/05/2017
				35,000	RC 29/02/2012 BoD 08/03/2012	Eur 5.54	Eur 5,30 <sup>4</sup>	31/12/2014* - 31/05/2018
				35,000	RC 05/03/2013 BoD 06/03/2013	Eur 8.47	Eur 8.66 <sup>5</sup>	31/12/2015* - 31/05/2019
Other KEY MANAGERS		05/11/2010	Options on the Safilo Group S.p.A. shares with physical settlement	450,000	RC 01/08/2010 BoD 05/11/2010 RC 14/12/2010 BoD 14/12/2010	Eur 8.0470	Eur 11.92 <sup>1</sup> Eur 13.06 <sup>2</sup>	31/12/2012* - 31/05/2016

Name and surname or category	Office held (indicate only for parties listed by name)	BOX 2						
		Stock Option						
		Section 2						
		Newly granted options on the basis of the decision of the competent body pursuant to the shareholders' meeting resolution						
Date of shareholders' meeting	Description of the instrument	No. of Options	Date of assignment	Strike price	Market price of the financial instruments as at the date of allocation	Period of possible exercise (from - to)		
		245,000	RC 16/02/2011 BoD 16/03/2011	Eur 12.55	Eur 11.52 <sup>3</sup>	31/12/2013* - 31/05/2017		
		255,000	RC 29/02/2012 BoD 08/03/2012	Eur 5.54	Eur 5,30 <sup>4</sup>	31/12/2014* - 31/05/2018		
		205,000	RC 05/03/2013 BoD 06/03/2013	Eur 8.47	Eur 8.66 <sup>5</sup>	31/12/2015* - 31/05/2019		
		65,000	RC 13/11/2013 BoD 13/11/2013	Eur 14.54	Eur 14.44 <sup>6</sup>	31/12/2015* - 31/05/2019		

1 "Market price of the financial instruments" means the market price of the shares of "Safilo Group Spa" on November 4, 2010, the last day on which markets were open before the assignment date.

2 "Market price of the financial instruments" means the market price of the shares of "Safilo Group Spa" on December 13, 2010, the last day on which markets were open before the assignment date.

3 "Market price of the financial instruments" means the market price of the shares of "Safilo Group Spa" on March 15, 2011, the last day on which markets were open before the assignment date.

4 "Market price of the financial instruments" means the market price of the shares of "Safilo Group Spa" on March 7, 2012, the last day on which markets were open before the assignment date.

5 "Market price of the financial instruments" means the market price of the shares of "Safilo Group Spa" on March 6, 2013, the last day on which markets were open before the assignment date.

6 "Market price of the financial instruments" means the market price of the shares of "Safilo Group Spa" on November 12, 2013, the last day on which markets were open before the assignment date.

\* It means the day after the resolution of the Shareholders' Meeting that approves the financial statements of the Company for the year ended at this date.

It has to be noted that during the term of the plan n. 275.000 options became re-assignable within December 31<sup>st</sup>, 2013 because of the resignations of certain beneficiaries.