

SAFILO GROUP SPA

Registered office: Vicenza, Stradella dell'Isola 1
Share capital Euro 70,843,213.00 fully paid-in
Registered with the Vicenza Province Company's Register
Registration and tax number 03032950242
Vicenza Chamber of Commerce No. 293499

Report of the Board of Statutory Auditors to the Shareholders' Meeting

Dear Shareholders,

in the final months of 2005 the company's ordinary shares were admitted to trading on the MTA of the Italian Stock Exchange organised and managed by Borsa Italiana Spa.

During the year we have undertaken the supervision activities as required by the Civil Code and, after the quotation of the shares, also in accordance with Legislative Decree No. of February 24, 1998; based on the activities undertaken and taking into consideration the indications contained in the CONSOB communications, we report the following:

- a) we have attended the meetings of the Board of Directors and received from the Directors, within the required time period, information on the most significant economic and financial operations deliberated and undertaken in the year, including by subsidiary companies, ensuring that they were in conformity with the law and the company by-laws and that they were not imprudent or of such risk so as to compromise the company assets or in potential conflict with the deliberations of the Shareholders Meeting;
- b) we have not noted, including on the basis of information provided by the Board of Directors and by the external audit firm, atypical and/or unusual operations, including intercompany or with related parties;
- c) the intercompany operations and those with related parties of an ordinary nature were undertaken at market conditions and the information disclosed on these operations in the Directors' Report was adequate;
- d) we have obtained information and supervised, in relation to our duties, on the effectiveness of the company's organisational structure and adherence to principles of best practice, through direct observation, and the collection of information from the heads of corporate departments and meetings with the company's external auditors;

- e) we reviewed the internal control system, which we consider adequate for the requirements of the operational activities and which is constantly reviewed for any appropriate amendments. During the year we undertook periodic meetings with the head of internal control who reported on the activities undertaken in the parent company and its subsidiaries. We were also informed on the future improvements in relation to the internal control system;
- f) we reviewed the effectiveness of the company's administration and accounting system and its reliability to accurately represent the operations of the business, through obtaining information from the heads of the respective departments, examining company documents and analysing the results of the work carried out by the external auditors;
- g) we verified that the preparation of the parent company and consolidated financial statements and the directors' reports were in compliance with law, including through information obtained from the Audit Firm and in particular we reviewed the transition process to the new international accounting standards;
- h) we reviewed the adequacy of the instructions given by the parent company to its subsidiaries in order that they could provide all necessary information to comply with the obligations required by law;
- i) we are not aware of any appointments, in 2005, to parties that have a continuous relationship with the audit firm;
- j) the company adopted a Corporate Governance system applying the principles contained in the "Self Governance Code of Listed Companies" prepared by Borsa Italiana Spa, which entered into force in the first months of the current year.

With reference to other disclosure information required by the CONSOB recommendations, we inform you that:

- the board of statutory auditors met seven times, of which four together with the external audit firm. The head of internal control was present for the part directly concerning his department;
- no other appointments were given to the audit firm during the year other than those referring to the regulations for listed companies: audit of the parent company and consolidated financial statements, continual accounting control and limited audit of the half-year report;
- the audit firm with whom, for the purpose of reciprocal exchange of information, we had periodic meetings, informed us that during the control and verification activities

of the parent company and consolidated financial statements and the verifications on the quarterly reports, that there were no matters of significance to report upon;

During 2005 no notifications were received as per article 2408 of the civil code or petitions by shareholders.

We have not made any proposals to the shareholders' meeting as per article 153, paragraph 2 of Legislative Decree 58 of 1998 and we are not aware of any matters that should be reported to the Shareholders Meeting.

In accordance with our findings we have no reason to oppose the approval of the financial statements as at December 31, 2005 and to the proposals to be made by the Board of Directors in relation to the carried forward of the losses for the year.

In relation to the Group consolidated financial statements, we have reviewed them and we have no further comments to make.

Padova, April 4, 2006

THE BOARD OF STATUTORY AUDITORS