2018

Provisional quorum

	Shareholders	Shares
Postal ballot	000,000	000,000
Present and represented	000,000	000,000
TOTAL	**000,000**	**000,000**

- Required quorum
  - 20% of the capital for OGM
  - Participation rate: 00%

AGENDA
FOR THE ORDINARY MEETING

1. Approval of the 2017 parent Company financial statements

2. Approval of the 2017 consolidated financial statements

3. Allocation of earnings and setting of the dividend

AGENDA
FOR THE ORDINARY MEETING

4. Renewal of the Director's term of office of **Mr. Antoine BERNARD DE SAINT-AFFRIQUE**

5. Renewal of the Director's term of office of **Ms. Louise FRÉCHETTE**

6. Renewal of the Director's term of office of **Mr. Bernard HOURS**

7. Renewal of the Director's term of office of **Mr. Marc ONETTO**

8. Renewal of the Director's term of office of **Mr. Olivier PÉCOUX**

9. Renewal of the Director's term office of **Ms. Jeanette WONG**

AGENDA
FOR THE ORDINARY MEETING

10. Appointment of **Ms. Jeanette WONG** as Director of the Company in replacement of Ms. Henrietta FORE
(as from the completion date of the combination with Luxottica)

11. Approval of the undertakings referred to in article L. 225-42-1 of the French Commercial Code relating to the severance payment granted to Mr. Laurent VACHEROT, President and Chief Operating Officer, in the event that his employment contract is terminated under certain conditions

AGENDA
FOR THE ORDINARY MEETING

12. Approval of the fixed, variable and exceptional compensation components comprising the total compensation and benefits in kind paid or awarded in respect of the 2017 fiscal year to Mr. Hubert SAGNIÈRES, Chairman and Chief Executive Officer

13. Approval of the fixed, variable and exceptional compensation components comprising the total compensation and benefits in kind paid or awarded in respect of the 2017 fiscal year to Mr. Laurent VACHEROT, President and Chief Operating Officer

14. Approval of the compensation policy applicable to the Executive Board Officers

15. Powers to carry out formalities

2018

SOUND GROWTH, SOUND FUNDAMENTALS

Laurent Vacherot

2017: another year of earnings growth

	2016	Croissance	2017
Revenue	**€7,115m**	+5.3%	**€7,490m**
Adjusted Contribution from operations(1)(2)	**€1,321m**	+3.5%	**€1,367m**
As a percentage of revenue	*18.6%*		*18.3%*
Adjusted Earnings per share(2)	**€3.79**	+1.6%	**€3.85**
Adjusted Free Cash Flow(3)	**€963m**	+4.0%	**€1,002m**
Dividend per share(4)	**€1.50**		**€1.53**

(1) Contribution from operations corresponds to revenue less cost of sales and operating expenses (research and development costs, selling and distribution costs and other operating expenses)

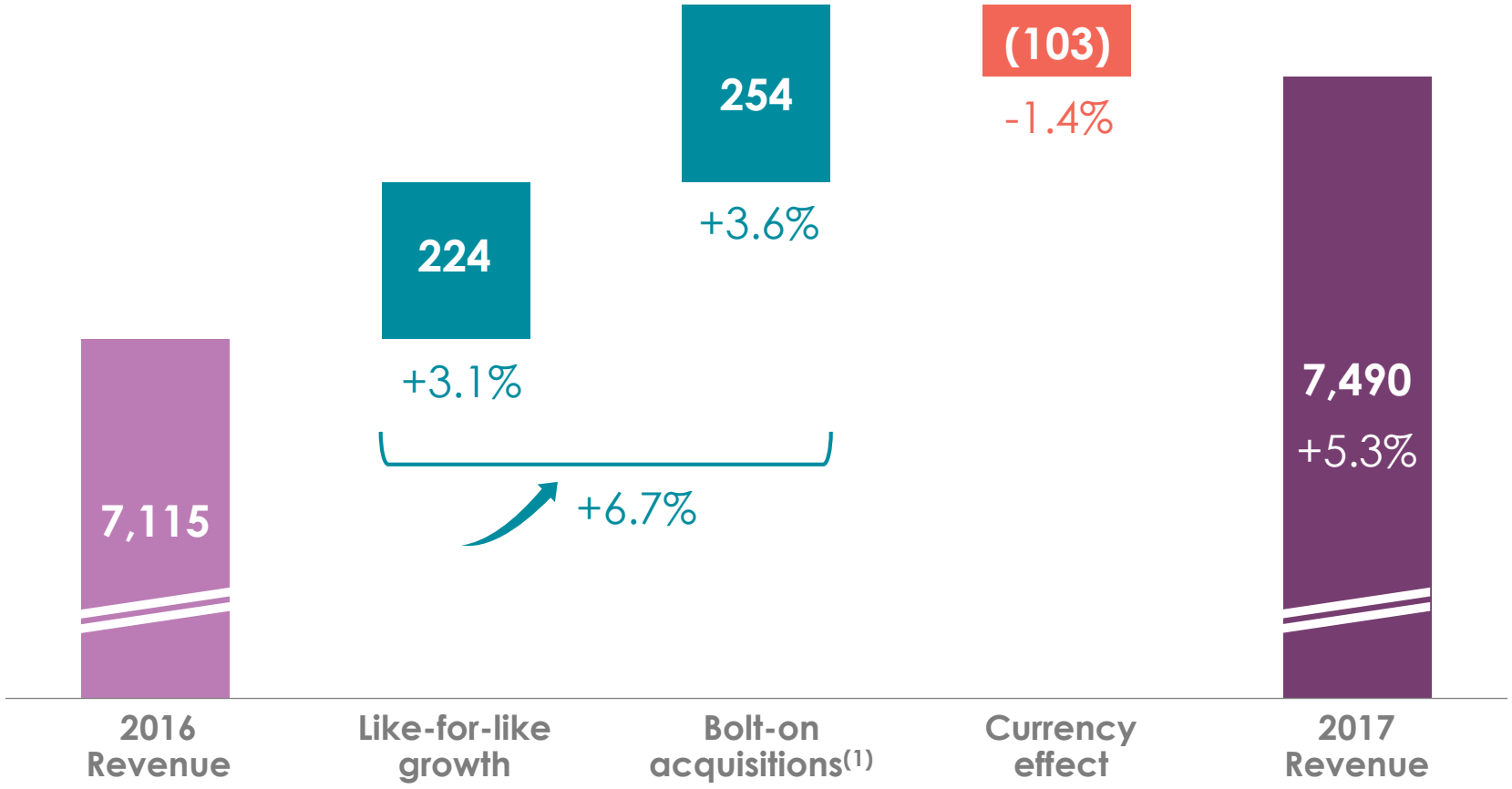
(2) The 2017 accounts are adjusted for non-recurring items related, on one hand, to expenses associated with the proposed combination with Luxottica and, on the other hand, to the positive effects of tax changes in the United States and France. 2016 results are not adjusted

(3) Net cash from operating activities less change in WCR and capital expenditure. Adjusted for non-recurring items related to the German competition authority (BKA) in 2016 and to 2017 items including costs linked to the proposed transaction with Luxottica along with the settlement of litigation

(4) To be submitted for shareholder approval at the April 24, 2018 Annual General Meeting

2017: a balanced revenue increase between like-for-like growth and bolt-on acquisitions

€ millions

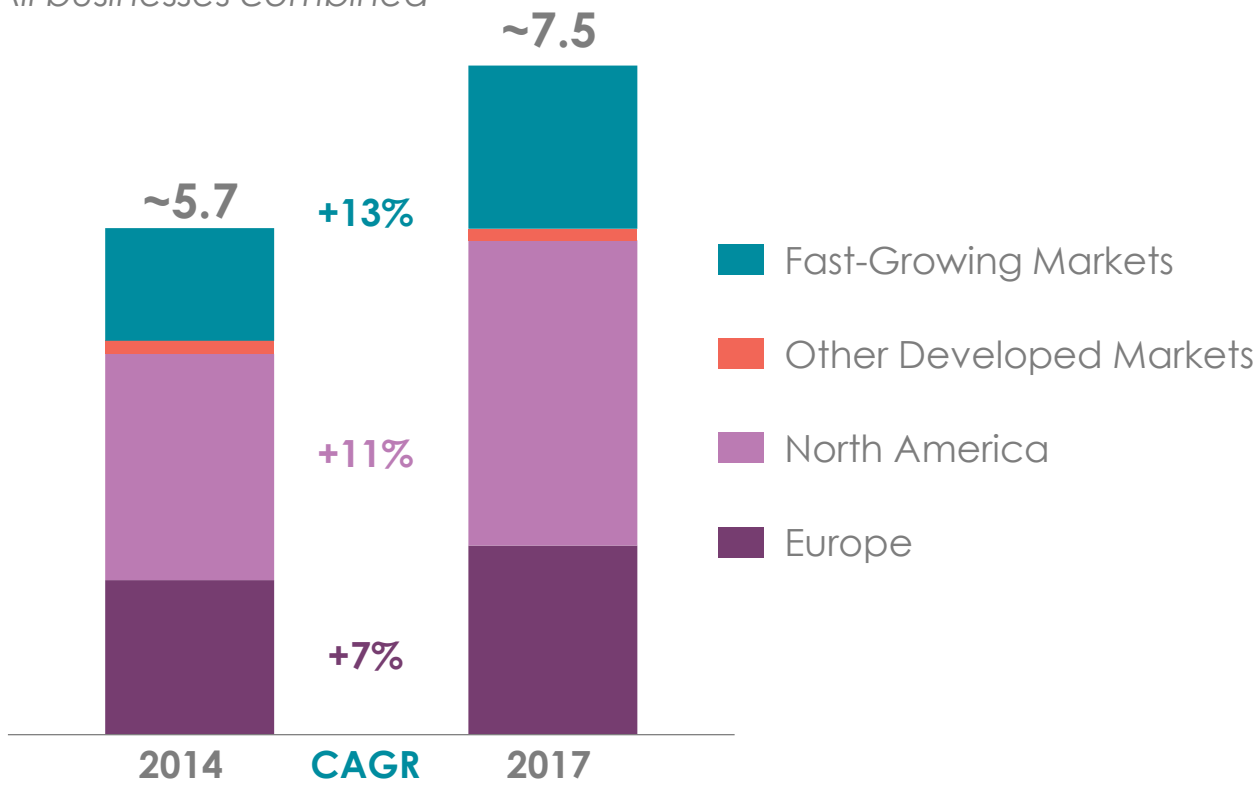


(1) Local acquisitions or partnerships

Sustained revenue growth across geographies

BY GEOGRAPHY

Revenue in €Bn
All businesses combined



2017 HIGHLIGHTS

- Lenses: solid momentum driven by new products and e-commerce
- Continued progression in Sunglasses & Readers
- Equipment and Instruments performed well
- Fast-Growing Countries[1]: 24% of total sales

(1) Fast-growing countries include China, India, ASEAN, South Korea, Hong Kong, Taiwan, Africa, the Middle East, Russia and Latin America

Important Factors for Consideration in 2017

Hive-down completed as of November, 1st 2017

ESSILOR INTERNATIONAL
(Compagnie Générale d'Optique)
French joint-stock company (S.A.)
Registered with the Trade and Companies Registry (Registre du Commerce et des Sociétés) of Créteil under number 712 049 618

Holding company (listed company)
Chairman and Chief Executive Officer: Hubert Sagnières
President and Chief Operating Officer: Laurent Vacherot

↓ 100%

ESSILOR INTERNATIONAL
French simplified joint-stock company (S.A.S.)
Registered with the Trade and Companies Registry (Registre du Commerce et des Sociétés) of Créteil under number 439 769 654

Operating company
Chief Executive Officer: Hubert Sagnières
Deputy Chief Executive Officer: Laurent Vacherot
Management Committee

↓

Equity holdings of the Essilor Group(2)

2017 accounts are adjusted for non-recurring items

- Transaction costs related to the proposed combination with Luxottica: €109 million
- Costs related to employee shareholding plans(1): €45 million
- A gain from a tax reimbursement in France, redistributed to eradicate poor vision: €19 million
- A gain from the tax reform in the USA: €73 million

(1) Lifting of the performance conditions of 2 employee shareholding plans and "Boost 2017" program
(2) Excluding the following subsidiaries: Essilor India Private Limited (EIPL), Essilor Manufacturing India Private Limited (EMIL), Essilor Korea Co, Ltd., Onbitt Co., Ltd., for which ESSILOR INTERNATIONAL (Compagnie Générale d'Optique) is shareholder

Adjusted[1] Net Profit Up 4.8%

€ millions

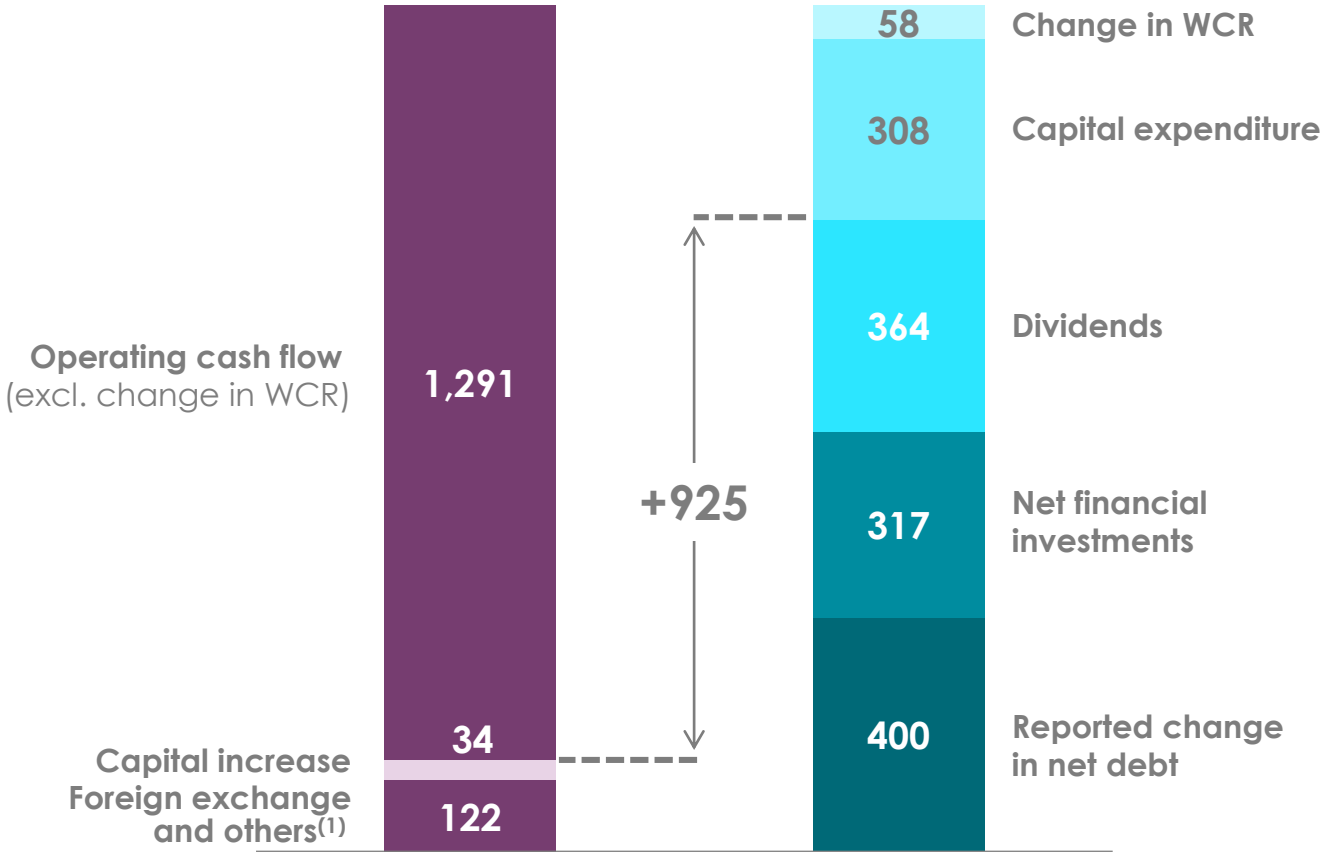
	2017 Adjusted[1]	2016 Reported	Change
Revenue	**7,490**	**7,115**	+5.3%
Contribution from operations[2]	**1,367**	**1,321**	+3.5%
Operating profit	**1,248**	**1,230**	+1.5%
Net profit	**922**	**880**	+4.8%
Profit attribuable to equity holders	**833**	**813**	+2.5%
Earnings per share (in €)	**3.85**	**3.79**	+1.6%

(1) The 2017 accounts are adjusted for non-recurring items related, on one hand, to expenses associated with the proposed combination with Luxottica and, on the other hand, to the positive effects of tax changes in the United States and France

(2) Contribution from operations corresponds to revenue less cost of sales and operating expenses (research and development costs, selling and distribution costs and other operating expenses)

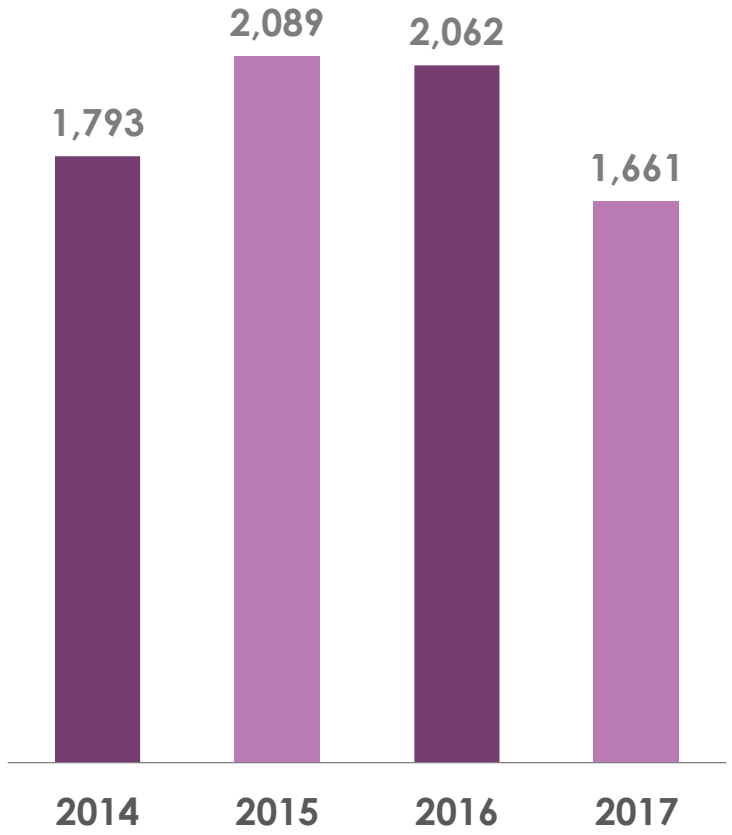
A Sound Financial Situation

€ millions



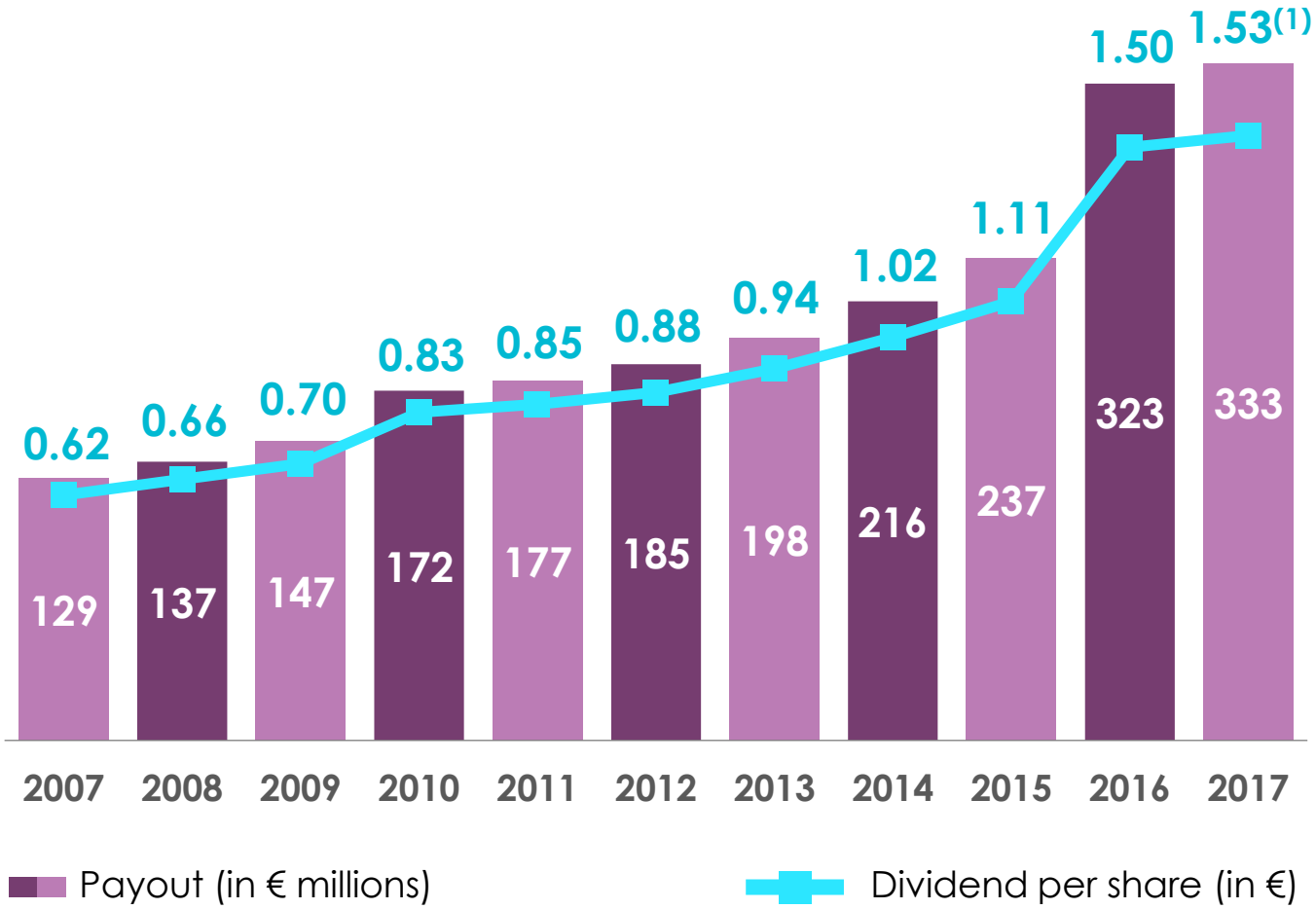
FAST DE-LEVERAGING

Net debt in € millions



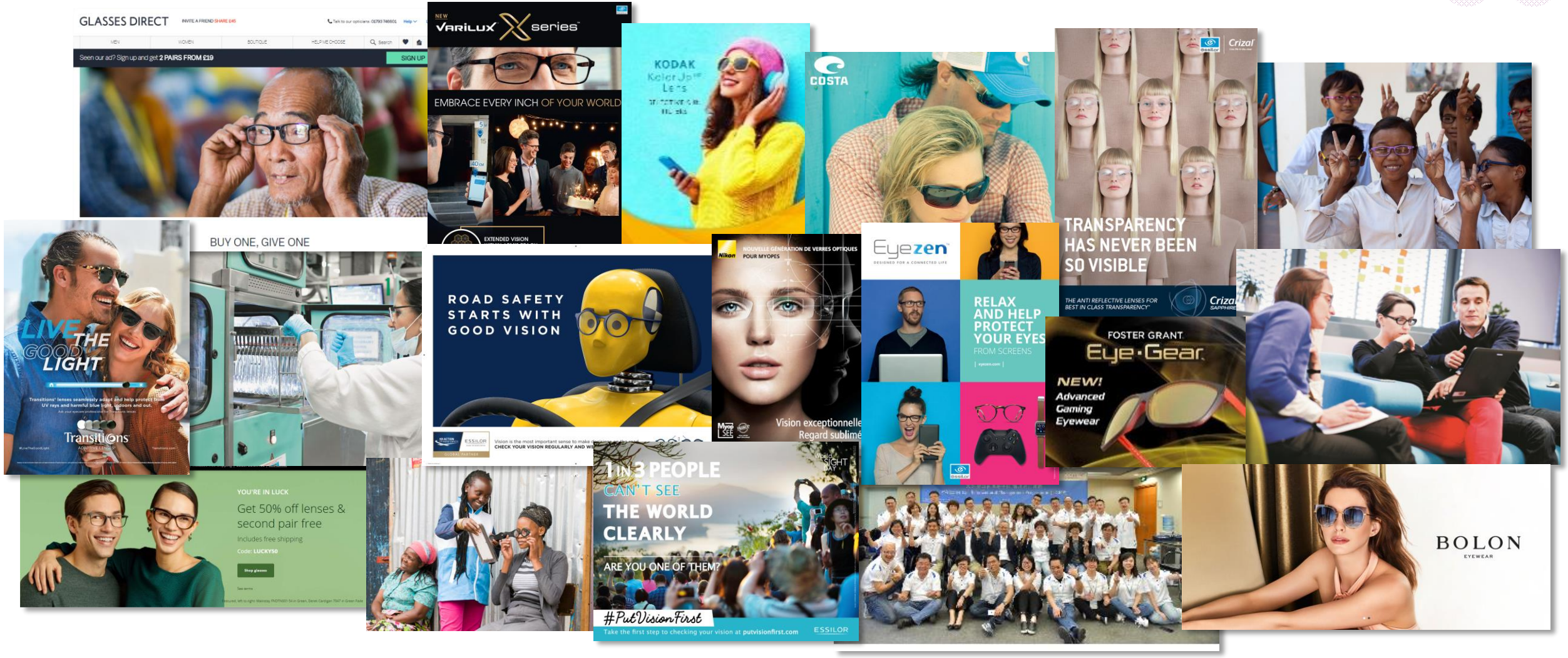
(1) Including €96m of foreign exchange impact

Dividend per share



(1) To be submitted for shareholder approval at the April 24, 2018 Annual General Meeting

Strengthening our foundations for future growth



Successful rollout of new products

NORTH AMERICA

2017

Varilux X design

Crizal SAPPHIRE 360°

Eyezen START

2018

Transitions Signature VII
STYLE COLOURS COLLECTION

BLUE CAPTURE

Vision-R™ 800

LATIN AMERICA

2017

eyeprotect SYSTEM

2018

Varilux X design

Crizal SAPPHIRE 360°

BLUE CAPTURE

EUROPE

2017

Varilux X design

Transitions Signature VII
STYLE COLOURS COLLECTION

2018

Crizal SAPPHIRE 360°

BLUE CAPTURE

2.5 new VISION generation

ASIA-PACIFIC
AFRICA / MIDDLE EAST

2017

Eyezen START

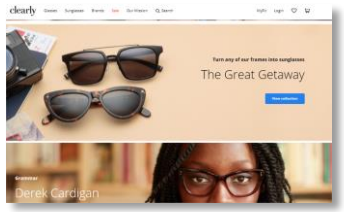
2018

Varilux X design

Crizal SAPPHIRE 360°

Continued growth in developed markets

NORTH AMERICA +4.7%(1)



- Ultimate Lens Package
- Key account partnerships
- Initiatives with "Alliances & Business solutions"
- Online acceleration

EUROPE +6.5%(1)

VARILUX® X design

- New product deployment
- Multi-network strategy including Online
- Personalized premium products success

(1) 2017 Combined revenue growth (like-for-like and bolt-on acquisitions), across all business divisions

China: a consumer-driven organization to develop the world's biggest market

A VAST MARKET WITH GROWING NEEDS

- 1.3 bn people
- 45% are myopes
- ~500 million have uncorrected poor vision

18% REVENUE GROWTH OVER 3 YEARS(1)

(1) Compound Annual Growth Rate

Continuing to invest in Fast-Growing[1] Markets

AFRICA-MIDDLE EAST

Ethiopia

NEW

ASIA-PACIFIC

Vietnam

Indonesia

MITRAmata

LATIN AMERICA

Guatemala

NEW

4 countries representing 500 Million people

(1) Fast-growing countries include China, India, ASEAN, South Korea, Hong Kong, Taiwan, Africa, the Middle East, Russia and Latin America

Increased focus on employee engagement

CREATING AN INCLUSIVE AND STIMULATING ENVIRONMENT

- Learning Culture

ESSILOR U

10 New languages

comet Young Talent Accelerator

New development program

- DIVERSITY AND INCLUSION: LET'S AIM HIGHER

- Safety and well-being

RAPID EXPANSION OF EMPLOYEE SHAREHOLDING

35,866 active employee shareholders

57 countries

55% of employees are shareholders

Accelerating our fight against poor vision

AWARENESS

VISION IMPACT INSTITUTE

#PutVisionFirst

ALL ABOUT VISION.com
VIRTUALLY EVERYTHING IN SIGHT

LA BONNE VUE

INCLUSIVE BUSINESS

eyeMITRA™

Vision Ambassador

- 6,000 primary vision care providers
- Product distribution in 45 countries

STRATEGIC GIVING

Vision For Life™
ESSILOR

Essilor Social Impact Fund

- More than 3,000 Essilor employees volunteered globally
- Global contribution of €49M

On track to reach our 2020 sustainability targets

CREATING WEARERS

- Improve the lives of 50 million individuals at the "base of the pyramid"(1)
- Create 25,000 primary vision care providers
- Invest €30 million in philanthropic visual health programs

REDUCING ENVIRONMENTAL FOOTPRINT

- Reduce water intensity by 20%(2)
- Lower energy intensity by 15%(2)

CARING FOR OUR PEOPLE

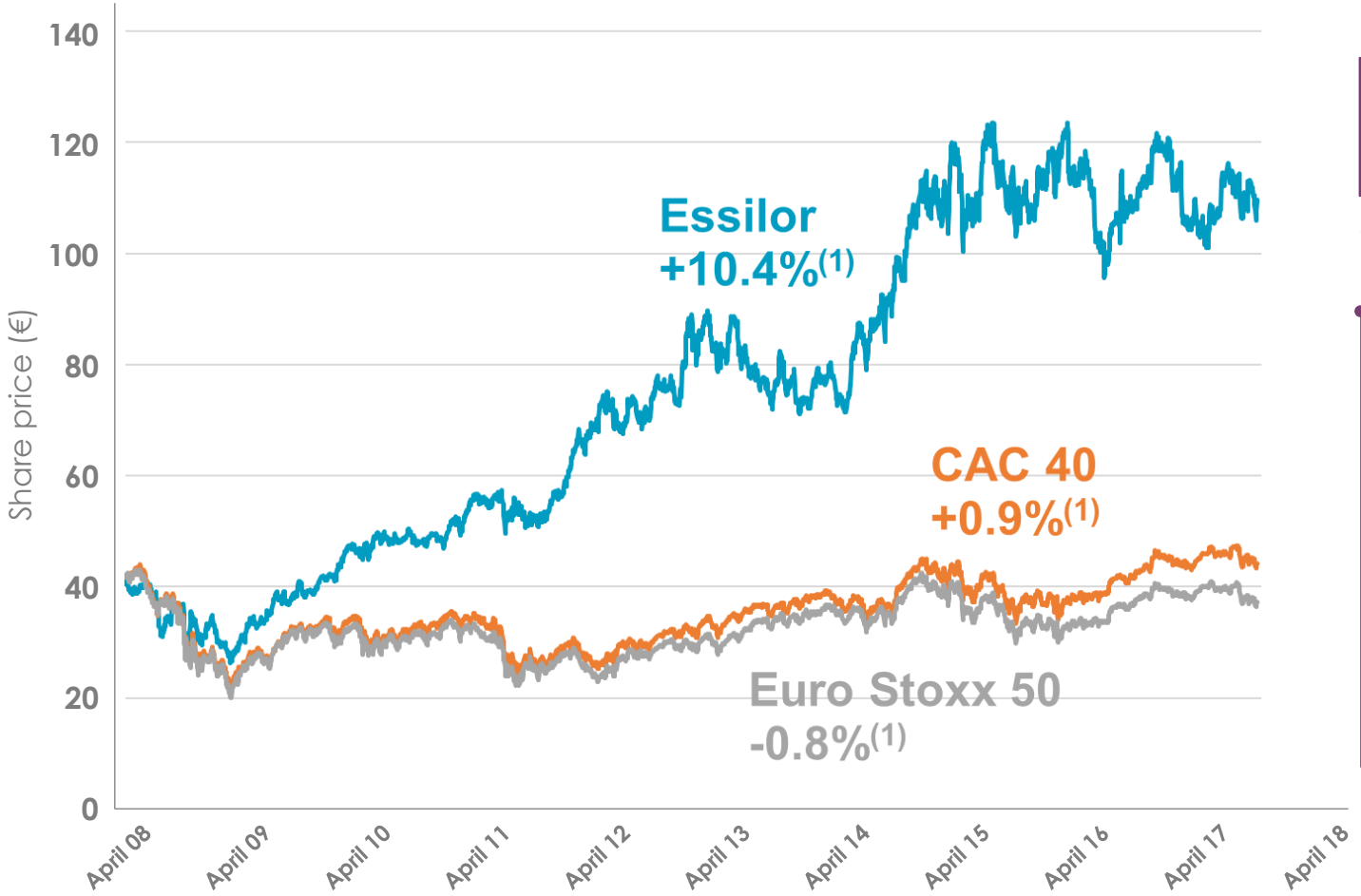
- Decrease by 30% work-related injury frequency rate(3)
- Give 100% of employees access to Essilor University online training platform
- 35% of employees as shareholders, with a longer-term ambition of 50%

WORKING WITH SOCIETY

- 100% of strategic suppliers receive external CSR audit
- 100% of preferred suppliers acknowledge Essilor's Supplier Charter

(1) "Base of the pyramid" refers to underprivileged and high-risk populations characterized by high rates of poverty, living on less than $2.50 a day
(2) Targets measured per "good" lens produced across a defined scope of manufacturing facilities with Group's most significant environmental footprint
(3) Baseline for work-related injury frequency rate: 2015 with a a zero-accident goal

Sound fundamentals driving long term value creation



A GROUP RECOGNISED FOR INNOVATION AND SUSTAINABLE DEVELOPMENT

Forbes 2017 THE WORLD'S MOST INNOVATIVE COMPANIES POWERED BY THE INNOVATORS DNA

EURONEXT vigeo eiris

MEMBER OF Dow Jones Sustainability Indices In Collaboration with RobecoSAM

CDP A LIST 2017 WATER

FTSE4Good

(1) Compound Annual Growth Rate

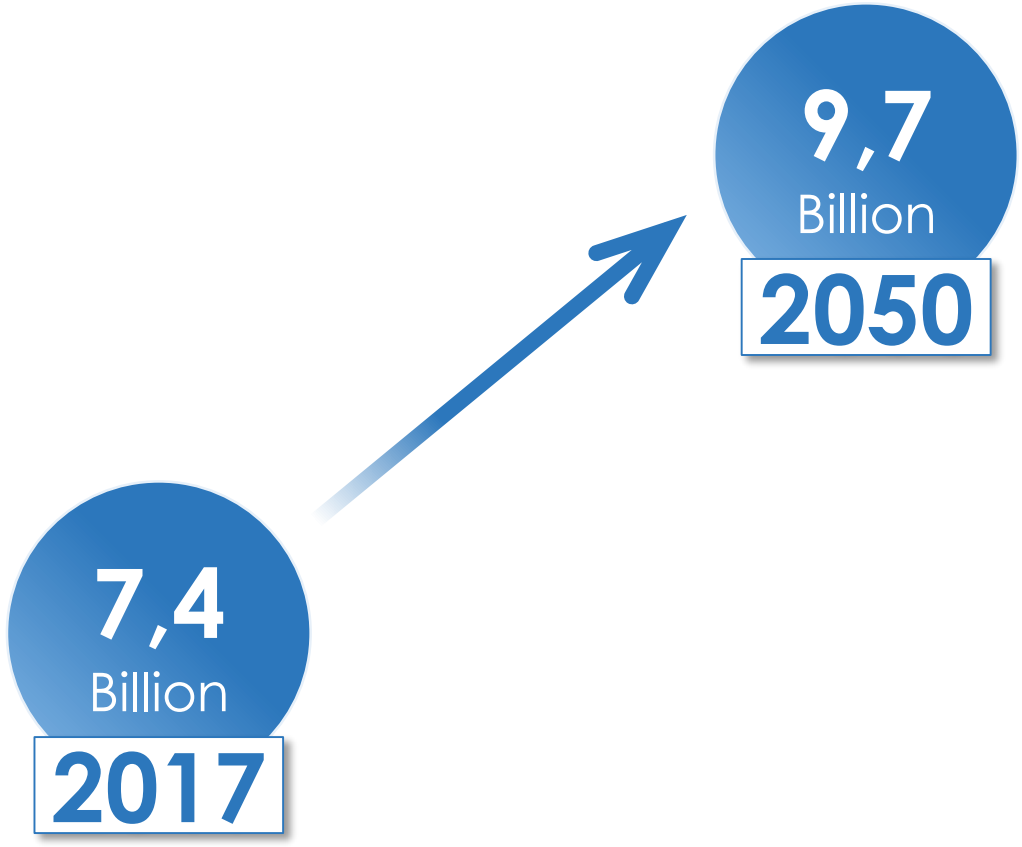
2018

READY TO ACCELERATE IN A GROWING MARKET

Paul du Saillant

Bringing good vision to everyone, everwhere by 2050

Worldwide population



Source: United Nations

CORRECTION

- Primary objective of Essilor lenses

PROTECTION

- UV rays

PREVENTION

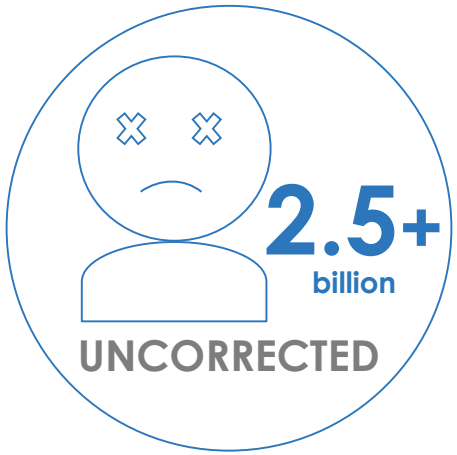
- Harmful blue light
- High myopia

Poor vision, the world's largest disability

7,4 BILLION PEOPLE WORLDWIDE

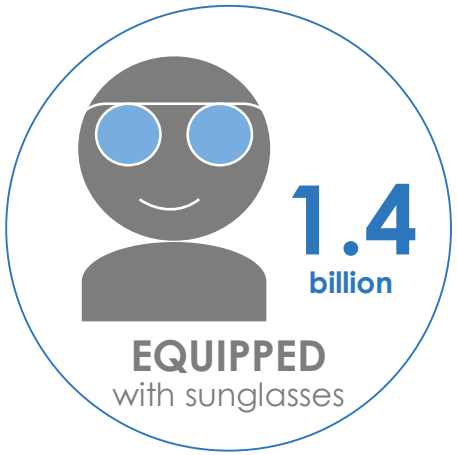
VISION CORRECTION

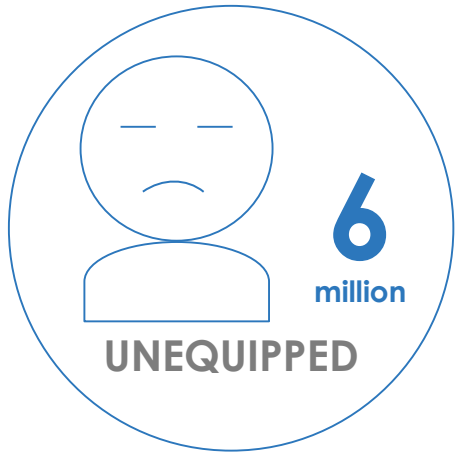
- **4.6 billion** people require vision correction



VISION PROTECTION & PREVENTION

- **100%** should protect their eyes (sun, UV, blue light)

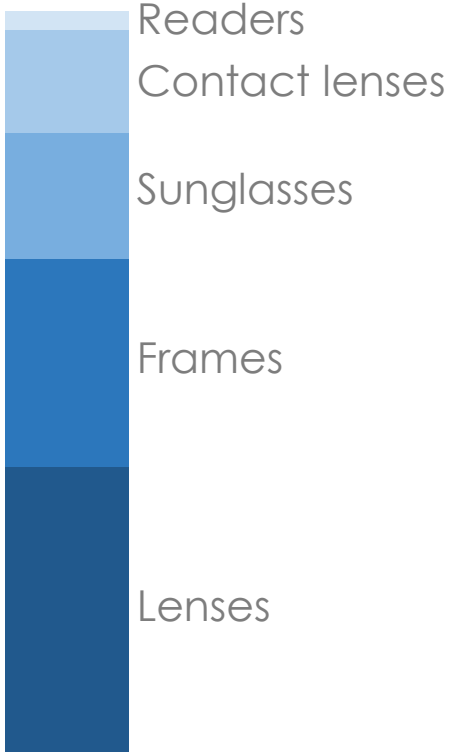




Source : Essilor - 2016 estimates

An underdeveloped optical market: ~€15 spent per inhabitant per year

A €100 BN MARKET…



…HIGHLY FRAGMENTED…

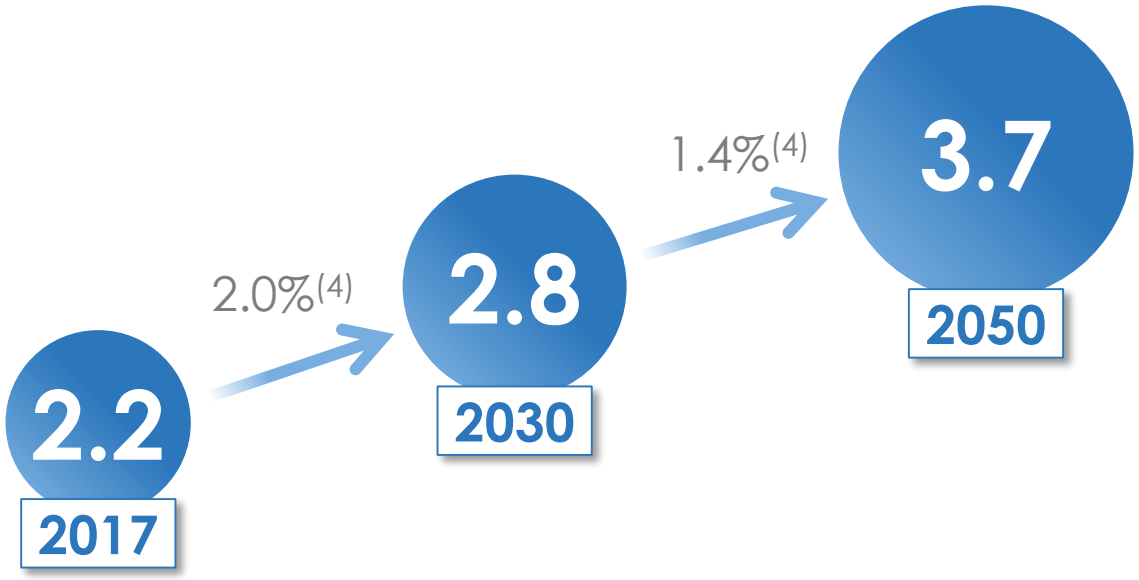
- > 2,000 laboratories
- > 1,000 Brands
- Traditional and emerging business models (Retail, Online)

…GROWING VISION HEALTH NEEDS

- Presbyopia
- Myopia
- Harmful rays exposure

In 2030, more than 2.8 billion people will have Presbyopia

Billion people[1]



TRENDS

- Ageing population
- In mature markets, Seniors are more equipped than mid lifers
- In fast growing markets: large mid lifers active population

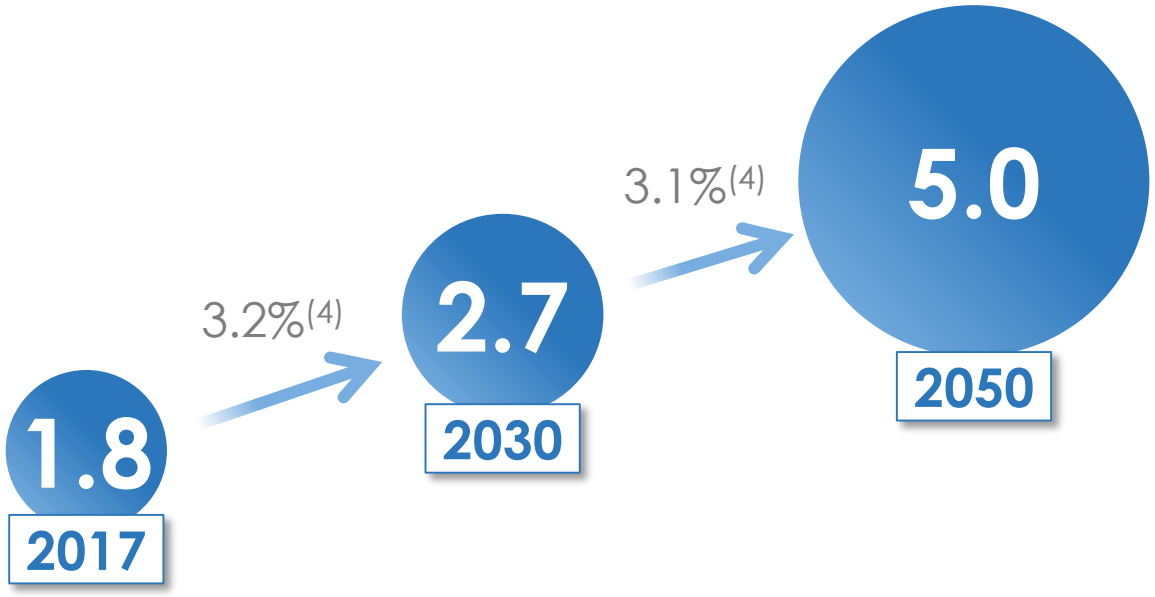
CONSUMER CHALLENGES

- Reduce stigma around ageing
- Solutions for all budgets
- Access to the solutions

(1) Source: Essilor estimates, Brien Holden Vision Institute
(2) Morgan IG1, Ohno-Matsui K, Saw SM. Myopia. Lancet. 5 May 2012
(3) Verkicharla, Ohno-Matsui, Saw. Current and predicted demographics of high myopia and an update of its associated pathological changes, Ophtalmologic & Physiological Optics. 2015
(4) Compound Annual Growth Rate

In 2030, more than 2.7 billion people will have Myopia

Billion people[1]



TRENDS

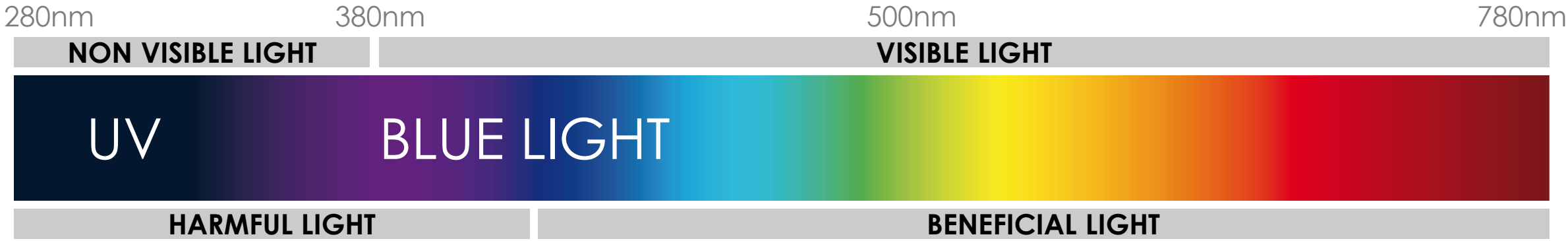
- Changing lifestyles leading to Myopia pandemic: Urban & Connected

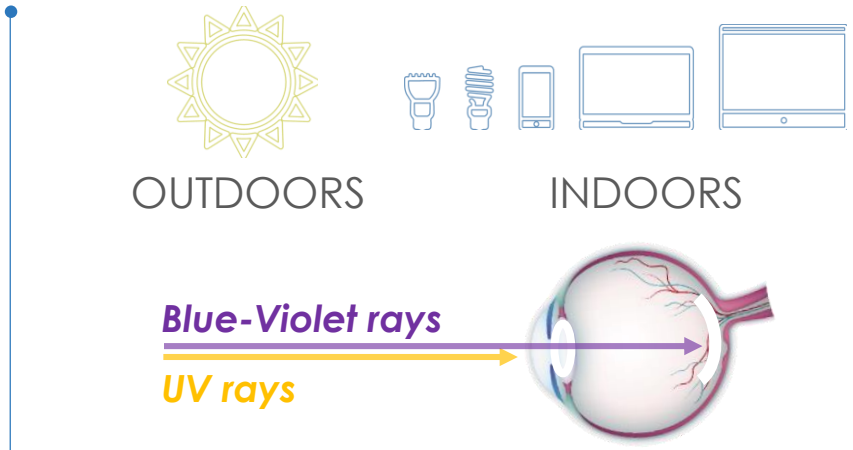
CONSUMER CHALLENGES

- Poor aesthetics and physical comfort
- Growing prevalence of myopia in children[2]
- Risk of eye disease in high myopias[3]

(1) Source: Essilor estimates, Brien Holden Vision Institute
(2) Morgan IG1, Ohno-Matsui K, Saw SM. Myopia. Lancet. 5 May 2012
(3) Verkicharla, Ohno-Matsui, Saw. Current and predicted demographics of high myopia and an update of its associated pathological changes, Ophtalmologic & Physiological Optics. 2015
(4) Compound Annual Growth Rate

Everyday exposure to harmful light is a major vision health risk for each person on the planet



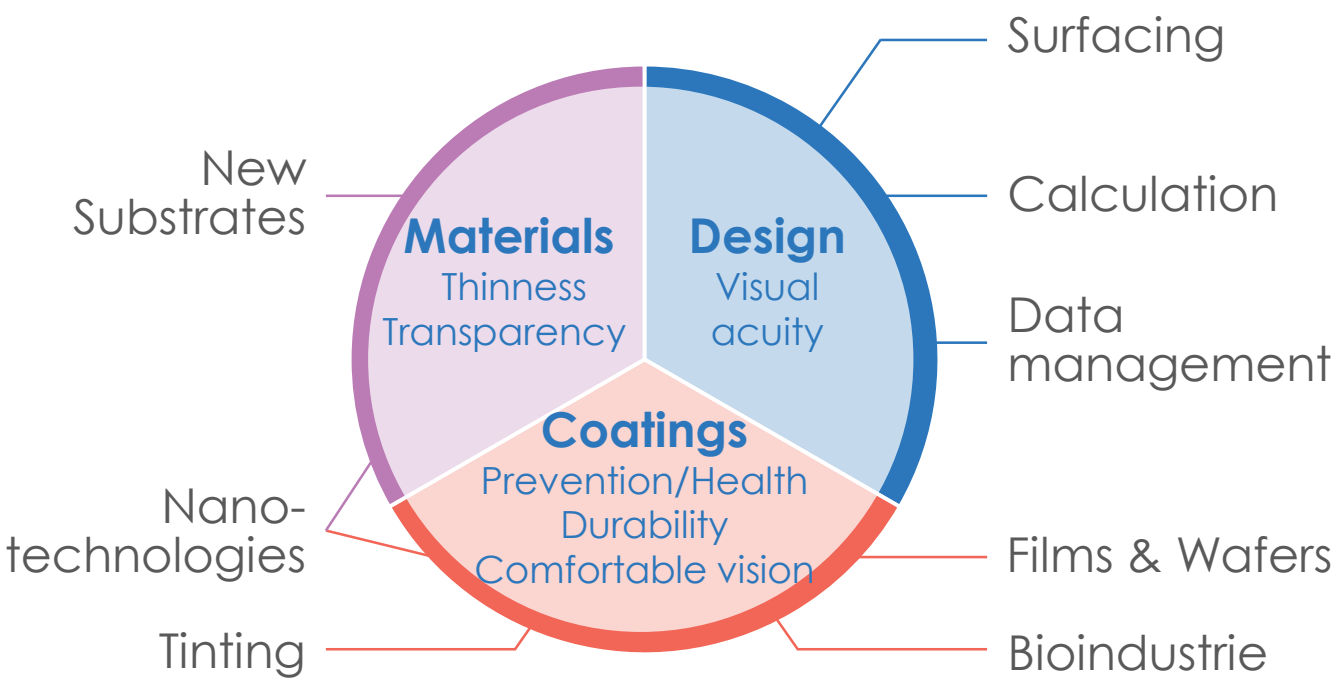


- **UV:** Only 20% of equipped people
- **Blue Light:** People still not fully aware

Massive under-penetration with high potential for prescription lenses

Innovative solutions for all vision needs exist

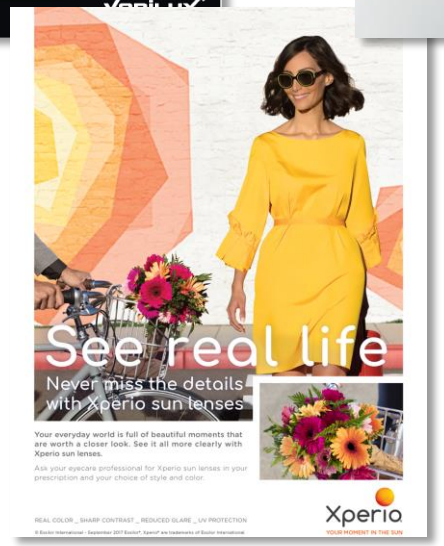
LENS TECHNOLOGIES



GLOBAL SUPPLY CHAIN

- A Worldwide organization:
  - 34 Plants
  - 14 Distribution centers
  - 481 Proximity laboratories
- Specific solutions to address the needs of each local market

Consumer brands: combining vision and self expression



Improving accessibility through strong multi-channel distribution

RETAIL

Independent practice

- Personalized Consumer Experience
- Very developed in mature markets

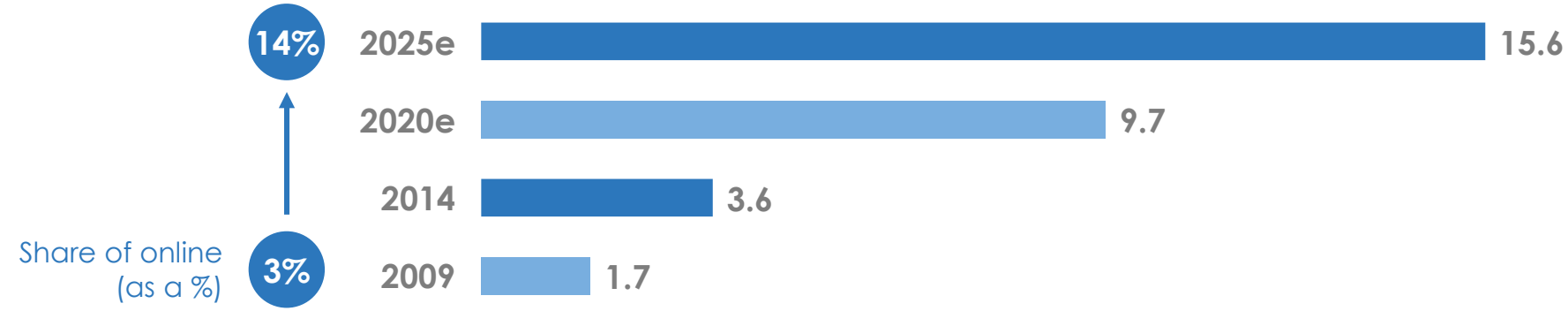
Retail

- Mono-brand & Franchise model
- Growing fast in emerging markets

Micro-entrepreneurs

- New inclusive business models

ONLINE



Global online optical retail (in € billions) World 2009 - 2025

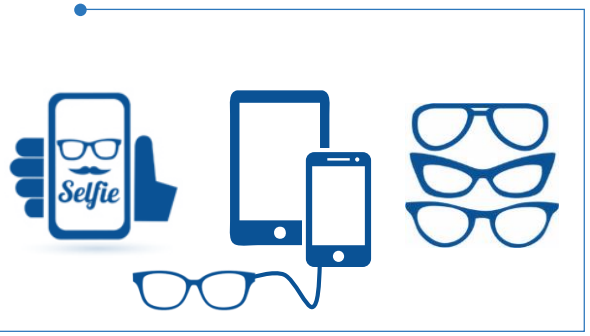
A market potential of €300bn

- Innovation
- Industry solutions
- Consumer Brands
- Awareness
- Accessibility
- Affordability
- Etc.

€100 bn(1)

c.€300 bn(2)

… AND MORE WITH NEW LIFESTYLES



(1) Sell-out value for contact lenses, spectacle lenses, readers, sunglasses and frames in 2016
(2) Assuming 100% of vision correction and protection needs addressed and fast-growing markets product mix in line with more advanced developing countries
Source: Essilor estimates

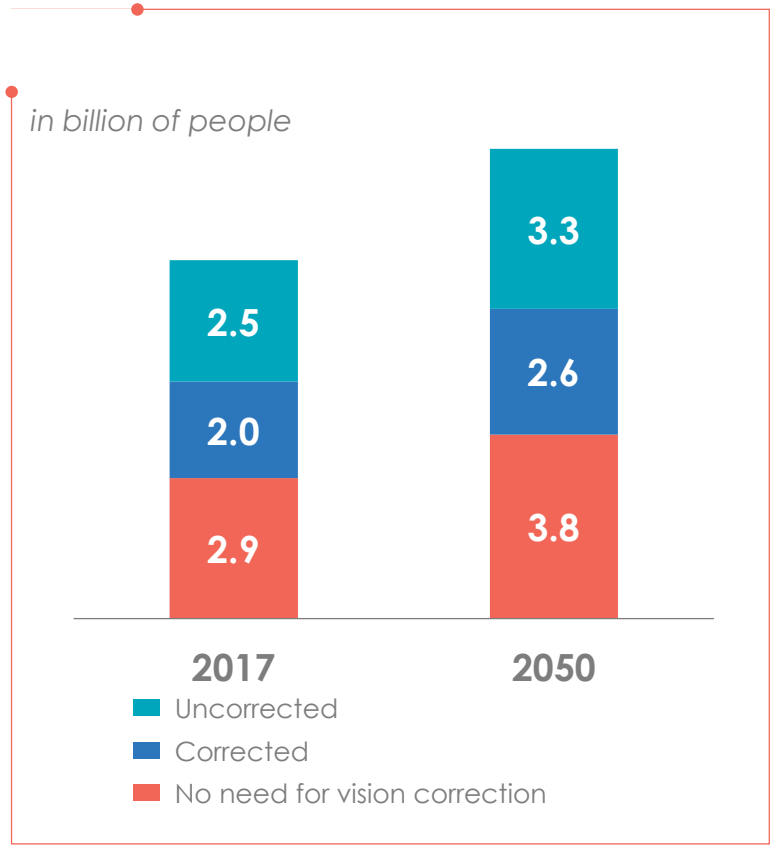
2018

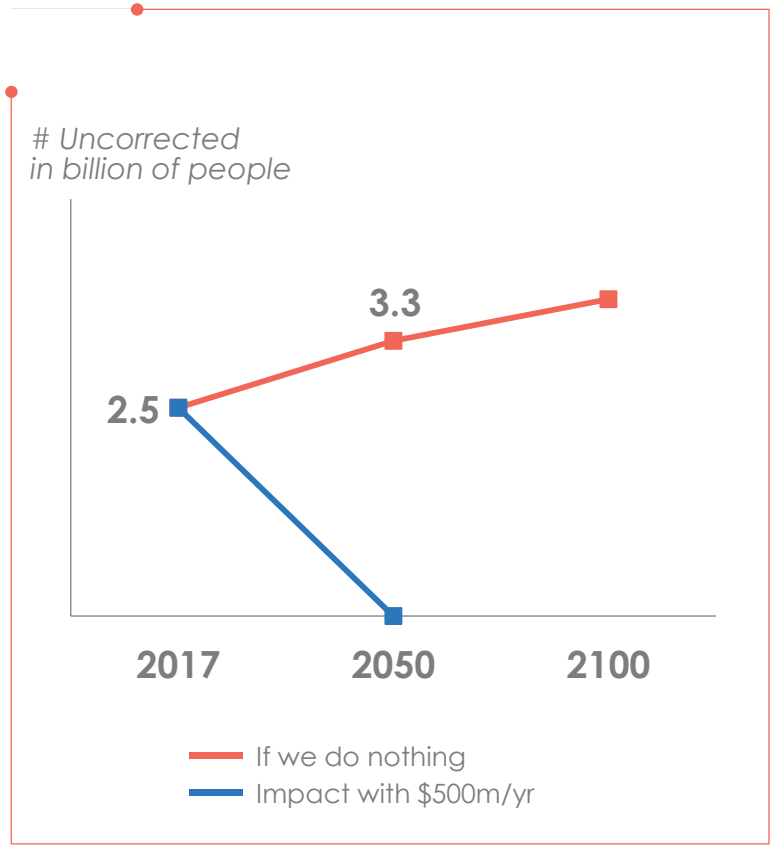
A POWERFUL MISSION CREATING VALUE FOR ALL

Jayanth Bhuvaraghan

IMPROVING LIVES BY IMPROVING SIGHT
Good vision for everyone, everywhere

Our ambition to eradicate uncorrected poor vision by 2050





$5
to improve the sight of one person(1)

$500m/yr
to eradicate poor vision in 30+ years

(1) Low-income populations and people living below the international poverty line

Another major step towards the fight against poor vision

THE QUEEN ELIZABETH
DIAMOND JUBILEE TRUST

- **53** Commonwealth Governments
- **2.4 billion** people
- **900 million** with uncorrected poor vision

$1bn
Vision Catalyst Fund

Working with governments and the public sector to make our ambition a reality

Providing glasses for government screening of 35m people in 2018

Creating equitable access to vision care for all Liberians

Designing social finance based model to serve school children

Supporting expansion of Eye Mitra program in Bangladesh

Committed to making Danyang city, URE free by 2019

Training medical staff to screen school children

Our three main areas of action to reach the 2.5 billion

Inclusive Business

For-profit sustainable models to empower local communities

Strategic Giving

Funding and driving outreach programs

Awareness & Advocacy

Making good vision a global priority

BUILDING ACCESS AND AWARENESS

IMPROVING LIVES BY IMPROVING SIGHT
Good vision for everyone, everywhere

2018

GOVERNANCE

Hubert Sagnières

Key steps to closing

Main conditions to closing of the Delfin stake contribution

Works Council consultations	◥ Essilor Works Councils' consultation/information process ✓
Other regulatory approval	◥ AMF waiver of potential mandatory tender offer by Delfin for the shares of Essilor ✓
Essilor shareholders approval	◥ Essilor AGM approval of transaction elements ◥ Essilor special meeting approval of cancellation of double voting rights ✓
Hive down	◥ Contribution of the activities and equity holdings of Essilor International to its subsidiary "Essilor International" ✓
Anti-trust	◥ Regulatory proceedings in all relevant geographies ON-GOING
Exchange offer	◥ Completion of the contribution of the Luxottica's shares by Delfin to Essilor ◥ Post-Contribution, launch of mandatory exchange offer by Essilor for the remainder of Luxottica's shares, same economic terms as for Delfin contribution

Transaction expected to close in first part of 2018

Essilor's board of directors

Hubert Sagnières[1]
Chairman and Chief Executive Officer

Philippe Alfroid
Director

Antoine Bernard de Saint-Affrique
Independent Director

Maureen Cavanagh
Director representing employees shareholders

Juliette Favre[1]
Valoptec Association President
Director representing employees shareholders

Louise Fréchette
Independent Director

Bernard Hours [1]
Independent Director

Annette Messemer[1]
Independent Director

Marc Onetto
Independent Director

Olivier Pécoux[1]
Director

Laurent Vacherot
President and Chief Operating Officer

Jeanette Wong[1]
Independent Director

Delphine Zablocki[1]
Director representing employees

Leonel Ascencao Pereira[1]
Director representing employees

(1) Board members of EssilorLuxottica

To be submitted for shareholder approval at the April 24, 2018 Annual General Meeting

Committees composition

Audit and risks committee	Annette Messemer (President) Philippe Alfroid Juliette Favre Jeanette Wong
CSR committee	Louise Fréchette (President) Antoine Bernard de Saint-Affrique Hubert Sagnières Juliette Favre
Nominations and compensation committee *(merge february 28th, 2018)*	Bernard Hours (President) Olivier Pécoux Marc Onetto Hubert Sagnières & Juliette Favre *(consultatives voices on non-compensations questions)*
Strategic committee	All Directors

2018

CSR COMMITTEE

Louise Fréchette

CSR Committe – 5 Years of work

- **Members:** Louise Fréchette (Chair), Antoine Bernard de Saint-Affrique, Juliette Favre, Hubert Sagnières
- **Goal:** ensure that the Group effectively deploys Essilor's mission in a sustainable and responsible manner
- A mission closely tied to the Group's Social, Societal and Environmental issues (materiality matrix) periodically reviewed by the CSR Committee and the Board of Directors:
  - assessment of the Company's **sustainable development** strategy and **2020 targets**
  - Review of the Company's policies on **compliance and ethics**
- A transversal management with the other committees
- A transversal meeting in 2017 with the Audit and Risk Committee meeting (chaired by Annette Messemer) for reviewing some cross-cutting topics (suppliers relationships, prevention of corruption, personal data protection, etc.)

CSR Committee – Recents topics

- **Sustainable development**:
  - Follow-up mission activities
  - "Responsible purchasing" policy
  - "Climate change" program including EHS initiative "ReBoost Water & Energy"
  - Vision Impact Institute actions
- **Ethics and Compliance**:
  - Code of Ethics rolled out early 2018
  - Essilor Group's human rights policy – Risk mapping
  - Policy to prevent sexual harassment
- Non financial reporting & associated performance

2018

CORPORATE OFFICERS' COMPENSATION

Bernard Hours

Resolution n°12:
2017 compensation of the Chairman and CEO

Target compensation	2015	2016	2017	Variation 2016 / 2015	Variation 2017 / 2016
Fixed	€800k	€800k	€800k	0.0%	0.0%
Target variable	€800k	€800k	€800k	0.0%	0.0%
Fixed + Target variable	€1,600k	€1,600k	€1,600 k	0.0%	0.0%

Performance-based compensation	2015	2016	2017	Variation 2016 / 2015	Variation 2017 / 2016
% Achievement variable	169%	120%	152%	-49 pts	+32 pts
% Variable at maximum	200%	200%	200%	+0 pt	+0 pt
Fixed + variable of the year	€2,150k	€1,760k	€2,014k	-18.2%	+14.5%
Performance shares	35 000	35,000	50,000(1)		

(1) Including 15,000 shares subject to the contribution of Luxottica shares to Essilor being completed

Resolution n°12:
2017 annual variable of the Chairman and CEO

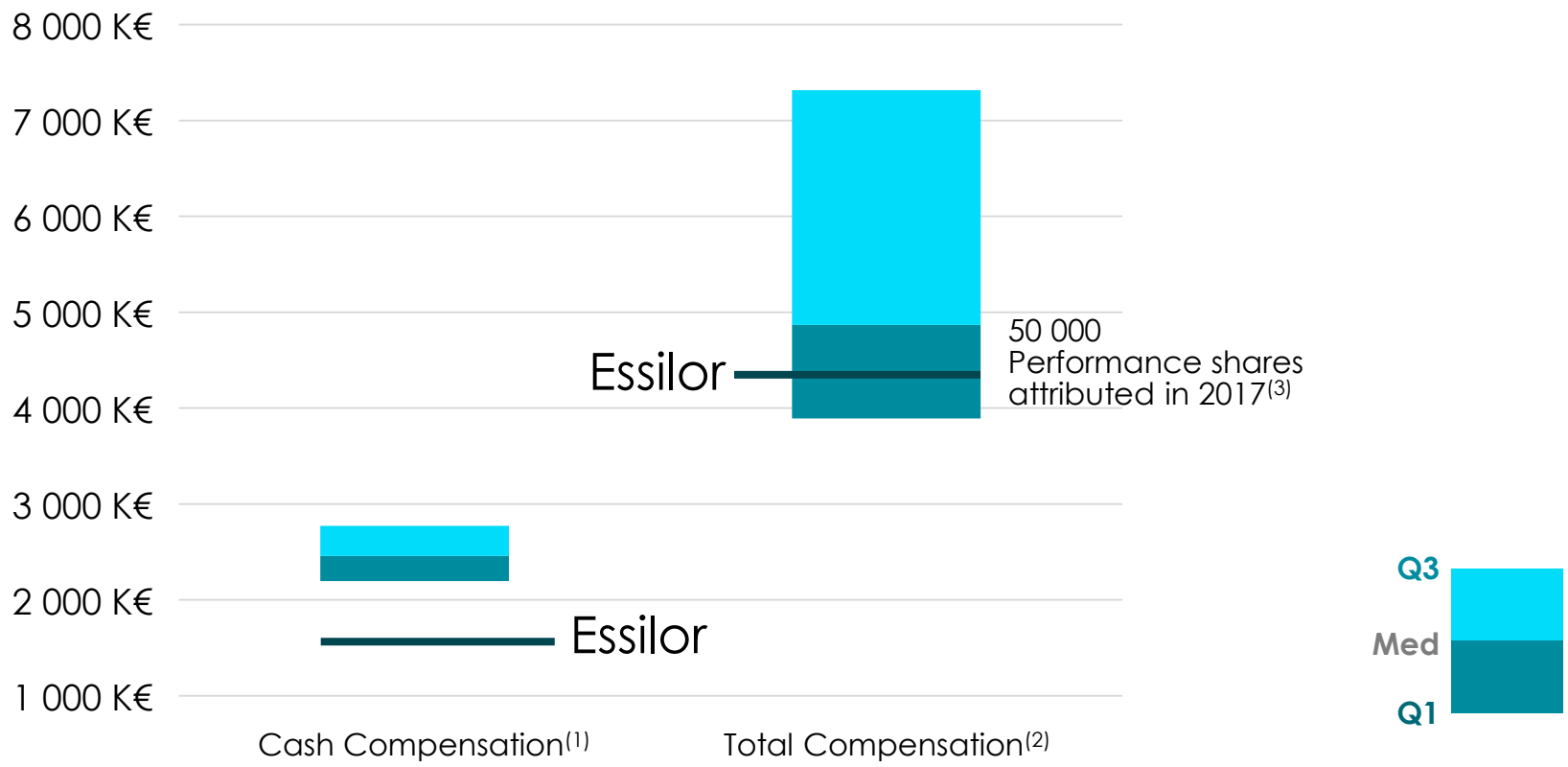
wEIGHT (A)	Objective	% Achievement (B)	% Achievement weighted (A) x (B)	Amount
25%	Organic growth	120%	30%	€240,000
25%	Restated NET EPS	187%	47%	€374,400
50%	Specific objectives	150%	75%	€600,000
100%			**152%**	**€1,214,400**

Resolutions n°12 and n°13: Specific objectives

Specific objectives in the 2017 annual variable component	PDG	DGD
Ensuring the successful completion of the combination with Luxottica Strong support from the Valoptec Association Ratification of the planned combination by the shareholders in 2017 Approval of the anti-trust authorities in the main countries concerned	YES	YES
The sustainability of Essilor's culture (Mission, Principles & Values and Employee Shareholding) Outstanding success of the "Boost" employee shareholding plan Employee shareholding rate of 54%, outperforming the 2020 target of 35% Two-fold increase of EyeMitras (from 2,000 to 4,000) and increased contribution to the fund for the Mission's activities	YES	YES
Development of long-term growth plans Definition and implementation of the new organization and governance structure in China Structuring of the Sun & Readers and Online divisions Presentation and implementation of the innovation plan	YES	YES
Support for the new President and COO in the Group's new organization Successful implementation of the new organization and governance of the top management	YES	
Adapting and strengthening internal control procedures to accompany the Group's growth Increased headcount in internal Audit, allowing the department to perform 30% more audits than in 2016 Establishment of a network of Finance correspondents in the main countries and regions with the main purpose of monitoring the internal Control mechanism Halving of the number of open cases following an audit		YES

External benchmark

International Panel – 20 companies (CEO)



(1) fixed + variable at target
(2) fixed + variable at target + performance shares valued according to the IFRS standards
(3) 35,000 performance shares and an additional 15,000 shares subject to the contribution of Luxottica shares to Essilor being completed

Resolution n°13:
2017 compensation of the President and COO

Target compensation	2016[(1)]	2017	Variation 2017 / 2016
Fixed	46 k€	650 k€	N/A
Target variable	46 k€	650 k€	N/A
Fixed + Target variable	92 k€	1 300 k€	N/A

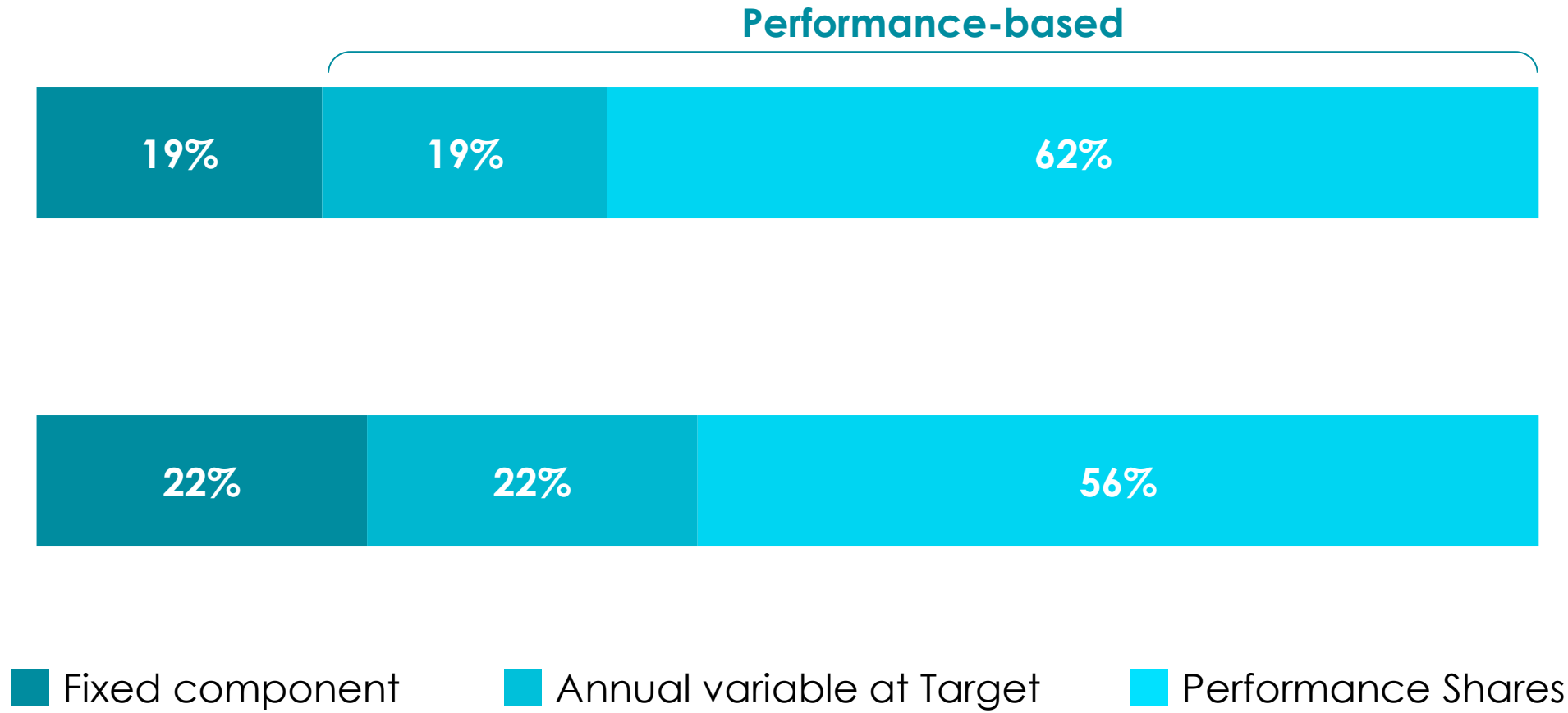
Performance-based compensation	2016[(1)]	2017	Variation 2017 / 2016
% Achievement variable	120%	152%	+32 pts
% Variable at maximum	200%	200%	+0 pt
Fixed + variable of the year	102 k€	1 639 k€	N/A
Performance shares	32 005	32 045	

(1) The sums outline for fiscal year 2016 correspond to compensation due for the period of the corporate office, i.e from December 6, 2016.

Resolution n°13:
2017 annual variable of the President and COO

Weight (A)	Objective	% Achievement (B)	% Achievement weighted (A) x (B)	Amount
30%	Organic growth	120%	36%	€234,000
30%	Restated NET EPS	187%	56%	€364,650
40%	Specific objectives	150%	60%	€390,00
100%			**152%**	**€988,650**

2017 compensation structure



Resolution n°14:
2018 compensation policy

2018 annual target variable component

	Hubert Sagnières Chairman and CEO	Laurent Vacherot President and COO
Organic growth	25%	30%
Restated NET EPS	25%	30%
Specific objectives	50%	40%

2018

STATUTORY AUDITORS' REPORT

Olivier Lotz
PricewaterhouseCoopers

Statutory Auditors' reports
Ordinary Meeting

Statutory Auditors' report on the financial statements of the parent company

- First resolution: Approval of the 2017 Essilor International company financial statements
- Pages 222 to 225 of the 2017 Registration Document
- "In our opinion, the financial statements give a true and fair view of the assets and liabilities and of the financial position of the Company as at December 31, 2017 and of the results of its operations for the year then ended in accordance with French accounting principles"

Statutory Auditors' report on the consolidated financial statements

- Second resolution: Approval of the 2017 consolidated financial statements
- Pages 187 to 190 of the 2017 Registration Document
- "In our opinion, the consolidated financial statements give a true and fair view of the assets and liabilities and of the financial position of the Group as at December 31, 2017 and of the results of its operations for the year then ended in accordance with International Financial Reporting Standards as adopted by the European Union"

Statutory Auditors' reports
Ordinary Meeting

Statutory Auditors' Report on related-party agreements and commitments

- Pages 126 and 127 of the 2017 Registration Document
- No new agreements / commitments authorized during the year and requiring the approval of the Shareholders' Meeting.
- Agreements and commitments previously approved by the Shareholders' Meeting had no effect during the year ended December 31, 2017.

Statutory Auditor's Report on the consolidated human resources, environmental and social information included in the Management Report

- Pages 279 and 280 of the 2017 Registration Document
- We have no matters to report in connection with this report.

2018

QUESTIONS
/ ANSWERS

2018

VOTE DES RÉSOLUTIONS

First resolution

- Approval of the 2017 parent Company financial statement

Second resolution

- Approval of the 2017 consolidated financial statements

Third resolution

- Allocation of earnings and setting of the dividend
  - Dividend per share: €1.53

Fourth resolution

- Renewal of the Director's term of office of Mr. Antoine BERNARD DE SAINT-AFFRIQUE

  (until the completion date of the Contribution of Luxottica shares by Delfin to Essilor or, if the contribution is not completed for a period of three years)

Fifth resolution

- Renewal of the Director's term of office of Ms. Louise FRÉCHETTE

  (until the completion date of the Contribution of Luxottica shares by Delfin to Essilor or, if the contribution is not completed for a period of three years)

Sixth resolution

- Renewal of the Director's term of office of Mr. Bernard HOURS

  (until the completion date of the Contribution of Luxottica shares by Delfin to Essilor or, if the contribution is not completed for a period of three years)

Seventh resolution

- Renewal of the Director's term of office of Mr. Marc ONETTO

  (until the completion date of the Contribution of Luxottica shares by Delfin to Essilor or, if the contribution is not completed for a period of three years)

Eighth resolution

- Renewal of the Director's term of office of Mr. Olivier PÉCOUX

  (until the completion date of the Contribution of Luxottica shares by Delfin to Essilor or, if the contribution is not completed for a period of three years)

Ninth resolution

- Renewal of the Director's term of office of Ms. Jeanette WONG

  (until the completion date of the Contribution of Luxottica shares by Delfin to Essilor or, if the contribution is not completed for a period of three years)

Tenth resolution

- Appointment of Ms. Jeanette WONG as a new Director of the Company in replacement of Ms. Henrietta FORE (as from the completion date of the combination with Luxottica)

Eleventh resolution

- Approval of the undertakings referred to in article L. 225-42-1 of the French Commercial Code relating to the severance payment granted to Mr. Laurent VACHEROT, President and Chief Operating Officer, in the event that his employment contract is terminated under certain conditions

Twelfth resolution

- Approval of the fixed, variable and exceptional compensation components comprising the total compensation and benefits in kind paid or awarded in respect of the 2017 fiscal year to Mr. Hubert SAGNIÈRES, Chairman and Chief Executive Officer

Thirteenth resolution

- Approval of the fixed, variable and exceptional compensation components comprising the total compensation and benefits in kind paid or awarded in respect of the 2017 fiscal year to Mr. Laurent VACHEROT, President and Chief Operating Officer

Fourteenth résolution

- Approval of the compensation policy applicable to the Executive Board Officers

Fifteenth resolution

- Powers to carry out legal formalities

ESSILOR