

Notice of Meeting

Ordinary and Extraordinary Shareholders' Meeting

Wednesday, May 25, 2022 at 10:30 am

Carrousel du Louvre (Salles du Carrousel), 99 rue de Rivoli

75001 Paris – France

EssilorLuxottica

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Useful contacts

EssilorLuxottica:

Investor Relations Department

Phone number:

Charenton-le-Pont : +33 (0)1 80 20 02 00

E-mail address:

ir@essilorluxottica.com

Centralising bank of the Shareholders' Meeting:

BNP Paribas – Securities Services

Postal address:

BNP Paribas – Securities Services

CTO Assemblées Générales

Les Grands Moulins de Pantin

9, rue du Débarcadère – 93761 Pantin Cedex

Phone number: +33 (0)1 40 14 46 68

Or via the online form on

<https://planetshares.bnpparibas.com>

Deadlines to remember

April 1

Publication of the preliminary notice of meeting in the *Bulletin des annonces légales obligatoires* (BALO).

May 6 – 10:00 am⁽¹⁾

Launch of the dedicated secure voting website available to the shareholders prior to the Shareholders' Meeting.

May 21

Deadline for BNP Paribas – Securities Services to receive the voting form by mail.

May 23 – 00:00 am⁽¹⁾

Deadline for shareholders to hold shares registered in a securities account to participate in the Shareholders' Meeting (*record date*).

May 24 – 3:00 pm⁽¹⁾

Shutdown of the dedicated secure voting website available to the shareholders prior to the Shareholders' Meeting.

May 25 – 10:30 am⁽¹⁾

Ordinary and Extraordinary Shareholders' Meeting.

(1) CEST

1

Agenda

For the Ordinary Meeting

1. Approval of the 2021 Company financial statements;
2. Approval of the 2021 consolidated financial statements;
3. Allocation of earnings and setting of the dividend;
4. Ratification of the cooptation of Virginie Mercier Pitre as Director in replacement of Juliette Favre;
5. Agreements falling within the scope of Articles L.225-38 and subsequent of the French Commercial Code;
6. Approval of the report on the compensation and benefits in kind paid in 2021 or awarded in respect of 2021 to corporate officers;
7. Approval of the fixed, variable and exceptional components comprising the total compensation and benefits in kind paid in 2021 or awarded in respect of 2021 to Leonardo Del Vecchio, Chairman of the Board of Directors;
8. Approval of the fixed, variable and exceptional components comprising the total compensation and benefits in kind paid in 2021 or awarded in respect of 2021 to Francesco Milleri, Chief Executive Officer;
9. Approval of the fixed, variable and exceptional components comprising the total compensation and benefits in kind paid in 2021 or awarded in respect of 2021 to Paul du Saillant, Deputy Chief Executive Officer;
10. Approval of the compensation policy applicable to the members of the Board of Directors for the fiscal year 2022;
11. Approval of the compensation policy applicable to the Chairman of the Board of Directors for the fiscal year 2022;
12. Approval of the compensation policy applicable to the Chief Executive Officer for the fiscal year 2022;
13. Approval of the compensation policy applicable to the Deputy Chief Executive Officer for the fiscal year 2022;
14. Authorization to be granted to the Board of Directors to proceed with the purchase of Company's own ordinary shares.

For the Extraordinary Meeting

15. Authorization to be granted to the Board of Directors to reduce the share capital by cancelling Company treasury shares;
16. Powers to carry out formalities.

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How to participate in the Shareholders' Meeting?

Given the evolving situation regarding the Covid-19 pandemic, the format of the Shareholders' Meeting organization may change. Shareholders are invited to regularly consult the section dedicated to the General Meeting on the Company's website www.essilorluxottica.com.

Shareholders who wish to attend in person the General Meeting will have to comply with sanitary measures applicable at the time of the Meeting.

1. Formalities to be carried out to attend the Shareholders' Meeting, give a proxy or vote by correspondence

Shareholders wishing to attend the Shareholders' Meeting, be represented via proxy, or to vote by mail or online, in accordance with Article R.22-10-28 of the French Commercial Code, will have to provide evidence of ownership of their shares by 00:00 am CEST on the second business day prior to the meeting (i.e., **Monday, May 23, 2022, 00:00 am CEST**):

- **For registered shareholders:**

Through the listing of their shares on the Company registers held by BNP Paribas Securities Services.

- **For bearer shareholders:**

Through the accounting entry for their shares (in their name or, for non-resident shareholders, in the name of the intermediary listed for their account) in the securities account held by the banking or financial intermediary that manages it.

This accounting entry for the shares must be reported in an attendance certificate issued by the authorized intermediary, as establishment of proof of shareholder status. The attendance certificate issued by the authorized intermediary must be attached to the mail voting form or the proxy request and should be sent by the authorized intermediary to the following address:

BNP PARIBAS SECURITIES

Services CTO Assemblées Générales

Les Grands Moulins de Pantin

9, rue du Débarcadère – 93761 Pantin Cedex

2. Ways of participating in the Meeting

Only shareholders holding shares registered in a securities account with an authorized intermediary on the following date may participate ⁽¹⁾ in the meeting:

Monday, May 23, 2022, 00:00 am (CEST), i.e., midnight on Friday, May 20, 2022.

To PARTICIPATE ⁽¹⁾, shareholders are requested to:



VOTE BY MAIL

Return the voting form by mail

OR



VOTE ONLINE

Go online and select "voting instructions"

The form must be received by

Saturday, May 21, 2022

See instructions on page 5

Deadline:

Tuesday, May 24, 2022, 3:00 pm CEST

See instructions on page 6

If you decide to vote online, you must not send your paper voting form back and vice versa. The voting website will open on **Friday, May 6, 2022 from 10:00 am CEST** and give you the same options as the paper voting form.

You have the options of:

- giving a proxy to the Chairman of the Meeting or to any other person at your choice (designating and revoking a proxy);
- voting on the resolutions;
- requesting an admission card.

Note: If you own EssilorLuxottica shares in more than one form (registered, bearer, or through the dedicated employee share ownership fund, i.e., "FCPE"), you will have to vote as many times as there are forms if you wish to cast all your voting rights.

(1) Participate: attend in person (request an admission card), vote remotely, give a proxy to the Chairman of the Meeting or another person.

2.1. If you wish to personally attend the Shareholders' Meeting, you should request an admission card (by mail or via Internet)

- **If you are a registered shareholder:**

If you hold registered shares, you may:

- request an admission card, by returning the voting form in the T envelope sent to you, after ticking the box before "I wish to attend the Shareholders' Meeting and request an admission card";
- go directly to the entrance desk specially set up for this purpose. Make sure you have proof of identity with you.

If you have not received your requested admission card, please contact BNP Paribas Securities Services to track its status from Monday to Friday from 8:45 am to 6:00 pm CEST (excluding public holidays), at the following phone number: +33 (0)1 40 14 46 68.

You can also request an admission card online by connecting to the website <https://planetshares.bnpparibas.com> with your usual login access, which was addressed to you by mail when you opened your registered account at BNP Paribas Securities Services. These codes can be sent again to you if you follow the recovery procedure online (click on "connection problem" on the welcome page of the website).

- **If you are a bearer shareholder:**

You must contact the authorized intermediary holding your securities account, stating that you would like to attend the Shareholders' Meeting in person. The intermediary will send an

attendance certificate to BNP Paribas Securities Services, acting for EssilorLuxottica. If you have not received your admission card by May 23, 2022, you will need to ask your intermediary to issue an attendance certificate, which will enable you to prove your status as a shareholder at this date to be admitted to the meeting.

If the financial intermediary managing your shares offers the access to "Votaccess" (online voting platform), you can request an admission card online by connecting to your financial intermediary's portal using your usual login information. You will have to click on the icon displayed on the line corresponding to your EssilorLuxottica shares and follow the instructions displayed on the screen to access the "Votaccess" online voting platform and request the admission card.

- **If you hold shares through the dedicated employee share ownership fund, i.e., "FCPE":**

If you hold shares through the dedicated employee share ownership fund, i.e., "FCPE", with direct voting rights, you can request an admission card online by using the "Votaccess" online voting platform via <https://planetshares.bnpparibas.com>.

You should use the identifier and the access code appearing in the convocation received by e-mail.

To generate your password, you will be asked to enter an identification criteria corresponding to your ESD number (unique reference employee shareholding).

2.2. You can participate by voting by correspondence (mail or online) or by appointing a proxy, or giving power to the Chairman of the Meeting

Appointing a proxy

Designated proxy holder

If you have chosen to be represented by a proxy holder of your choice, you may give notice of the appointment⁽¹⁾:

- **by regular mail**, either sent directly using the paper voting form for registered shareholders or sent by the authorized intermediary holding the securities account for bearer shareholders. The notice must be received by BNP Paribas Securities Services at least three calendar days preceding the Shareholders' Meeting, i.e., on May 21, 2022 (May 22 being a Sunday) at the latest;
- **electronically**, by connecting to the website <https://planetshares.bnpparibas.com> (if you are a registered shareholder or if you hold shares through a dedicated employee share ownership fund, i.e., "FCPE") or to your financial intermediary's portal (if you are a bearer

shareholder and if the financial intermediary managing your shares has joined the "Votaccess" system and offers this service for this Shareholders' Meeting), according to the instructions in the box on page 6, at the latest on May 24, 2022 at 3:00 pm CEST.

Without specifying any proxy holder (representative): proxy to the President of the Meeting

You may notify your choice as described above (i) by mail at the latest the third day preceding the Shareholders' Meeting (i.e., on May 21, 2022; May 22 being a Sunday) or (ii) by electronic means by May 24, 2022 at 3:00 pm CEST. The Chairman of the meeting will vote in favor of the adoption of the proposed resolutions presented or agreed to by the Board of Directors and vote against the adoption of any other proposed resolutions.

(1) Pursuant to Articles R.225-79 and R.22-10-24 of the French Commercial Code, a proxy can be revoked (by the same process used for appointing a proxy holder).

2 How to participate in the Shareholders' Meeting?

Ways of participating in the Meeting

Voting by correspondence with your personal voting form or on the website

Voting by mail with the voting form

- **If you are a registered shareholder:**

You will receive your personal voting form by regular mail (unless you have chosen to receive the notice of meeting by e-mail). The duly completed and signed personal voting form will have to be sent to BNP Paribas Securities Services using the attached postage-paid return envelope.

- **If you are a bearer shareholder:**

You must send your request for a postal voting form to your financial intermediary. When you have completed and signed the form, the intermediary will be responsible for transmitting it to BNP Paribas Securities Services, accompanied by an attestation evidencing your quality as shareholder.

Any request for the postal voting form will have to be received at least six days before the Shareholders' Meeting, *i.e.*, no later than **Thursday, May 19, 2022**.

In all cases, the duly completed and signed personal voting form, accompanied by the attestation evidencing your status as a shareholder, will have to be received by BNP Paribas Securities Services (at the address indicated previously) at least three calendar days before the date of the Shareholders' Meeting, that is by **Saturday, May 21, 2022 (May 22 being a Sunday)**.

Online voting on the resolutions

- **If you are a registered shareholder, pure or administrated**, by connecting to the website <https://planetshares.bnpparibas.com>.
- **If you are a bearer shareholder** by connecting to your financial intermediary's portal (if the financial intermediary managing your shares has joined the "Votaccess" system and offers this service for this Shareholders' Meeting).
- **If you hold shares through a dedicated employee share ownership fund, *i.e.*, "FCPE"**, by connecting to the website <https://planetshares.bnpparibas.com>. See the instructions described in the following box.

HOW TO CONNECT AND GIVE VOTING INSTRUCTIONS VIA THE INTERNET?

EssilorLuxottica makes a dedicated voting website available to its shareholders prior to the Meeting, in accordance with the provisions of Article R.225-61 of the French Commercial Code. This secure website offers the options to: (i) give a proxy to the Chairman of the Meeting or to another person or (ii) vote on the resolutions.

The Votaccess online voting platform will be open from Friday, May 6, 2022, 10:00 am, to Tuesday, May 24, 2022, 3:00 pm (CEST).

In order to avoid any overload of the voting website, shareholders are strongly recommended not to wait until the last minute before connecting to the website.

- **If you are a pure registered shareholder:**

Connect to Planetshares website <https://planetshares.bnpparibas.com>.

1. On Planetshares' homepage insert code 02931 in the field identifier, then your access code and your password. The identifier and the access code appear at the top right of your voting form received by mail. You should have received your access code by mail or by e-mail when you opened your registered account at BNP Paribas Securities Services or when BNP Paribas Securities Services notified you the migration from Société Générale Securities Services of your registered account.
2. Fill in your usual password. If you lost it, follow the recovery procedure online and it will be sent to you by mail or by e-mail if you have indicated a valid e-mail address in your personal data on your Planetshares' account.
3. On Planetshares dashboard, please click under the heading "Take part in the Shareholders' Meeting for your shares" and you will be redirected to Votaccess.

- **If you are an administrated registered shareholder:**

Connect to the Planetshares website <https://planetshares.bnpparibas.com>.

1. On Planetshares' homepage insert code 02931 in the field identifier, then your access code and your password. The identifier and the access code appear at the top right of your voting form received by mail and attached to your convocation while if you have chosen to be e-convocated, fill in manually the identifier and access code fields.
2. Fill in your usual password. If you lost it, follow the recovery procedure online and it will be sent to you by mail or by e-mail if you have indicated a valid e-mail address in your personal data on your Planetshares account.
3. On Planetshares dashboard, please click under the heading "Take part in the Shareholders' Meeting for your shares" and you will be redirected to Votaccess. Then, using your access code and your password, follow the instructions displayed on the screen to cast your vote.

- **If you are a bearer shareholder:**

If the financial intermediary managing your shares has joined the Votaccess system and offers this service for this Shareholders' Meeting, you will have to connect to your financial intermediary's portal, using your usual login information. Then click on the icon which is displayed on the line corresponding to your EssilorLuxottica shares and follow the instructions displayed on the screen to access the Votaccess online voting platform. The access to the Votaccess online voting platform may be subject to specific terms of use according to your financial intermediary. Please contact your financial intermediary for further information.

- **If you hold shares through a dedicated employee share ownership fund, i.e., "FCPE", with direct voting rights:**

Connect to the Planetshares website <https://planetshares.bnpparibas.com>.

1. On Planetshares' homepage insert code 02931 in the field identifier then fill in your access code (the identifier and the access code appearing in the e-notification mail) and your password.
2. To generate your login password, you will be asked to enter an identification criteria corresponding to your ESD number (unique reference employee shareholding) as well as an e-mail address to receive said password. You can also find your ESD number on the Employee Shareholding website: <https://www.empshare.net>.
3. On Planetshares' dashboard, please click under the heading "Take part in the Shareholders' Meeting for your FCPE Units" and you will be redirected to Votaccess. Then follow the instructions displayed on the screen to cast your vote.

2.3. Once you have cast your vote by correspondence or proxy or requested an attendance certificate

You can still sell all or some of your shares at any time.

However, if the sale occurs before Monday, May 23, 2022, 00:00 am CEST, the Company will invalidate or modify any vote cast remotely, proxy or attestation evidencing your quality as shareholder, as the case may be. In such cases, the authorized intermediary holding the account will inform the Company or its registrar of the sale and transmit the necessary information.

No sale or any other action taken or carried out after Monday May 23, 2022, 00:00 am CEST, by whatever means used, will be recorded by the authorized intermediary or taken into consideration by the Company, notwithstanding any agreement to the contrary.

3. How to submit written questions and find information

3.1. Submitting written questions

In accordance with Article R.225-84 of the French Commercial Code, any shareholder may submit written questions following the publication of the preliminary notice of meeting in the *Bulletin des annonces légales obligatoires* (BALO)⁽¹⁾. These questions must be sent to the registered office of the Company: EssilorLuxottica – Direction Juridique, 147, rue de

Paris, 94220 Charenton-le-Pont either by registered letter with return receipt requested or by e-mail to the following address: ir@essilorluxottica.com at the latest four business days prior to the date of the Shareholders' Meeting (Saturday, May 21, 2022). They must be accompanied by an attestation evidencing your status as shareholder.

3.2. Finding information

Let us reduce CO₂ emissions by printing less!

- Legal requirements give registered shareholders the option of receiving their notice of meeting and/or documents for the Shareholders' Meeting by e-mail (e-notice). To select this option, they simply need to connect to <https://planetshares.bnpparibas.com> and tick the box "e-notices for Shareholders' Meetings" in the menu "My e-Services" under "My Account".
- Registrations made until April 20, 2022 included, are valid for this year's Shareholders' Meeting. As from April 21, 2022, they will be valid for future Shareholders' Meetings.

(1) Publication of the preliminary notice of meeting in the *Bulletin des annonces légales obligatoires* (BALO) on April 1, 2022 (available on the website www.essilorluxottica.com).

2 How to participate in the Shareholders' Meeting?

Notice, prior to the meeting, of participating linked to temporary ownership of shares (securities lending)

- All documents that must be made available to shareholders in connection with the Shareholders' Meetings will be available at the registered office of the Company, within the legal deadlines and, for the documents specified in Article R.22-10-23 of the French Commercial Code, on the Company's website at the following address: www.essilorluxottica.com not less than twenty-one days before the meeting (that is, on Wednesday, May 4, 2022).

Shareholders who still wish to receive the documents for this Shareholders' Meeting by mail, need to return the form "Request for documents and information", available on page 27.

4. Notice, prior to the meeting, of participating linked to temporary ownership of shares (securities lending)

Under law, any legal entity or individual (with the exception of those described in paragraph 3-IV of Article L.233-7 of the French Commercial Code) holding alone or together a number of shares representing more than 0.5% of the Company's voting rights pursuant to one or several temporary transfers or similar arrangements as described by Article L.22-10-48 of the French Commercial Code is required to inform the Company and the French Financial Markets Authority (AMF) of the number of shares temporarily held by no later than midnight CEST on the second business day preceding the Shareholders' Meeting (on **Monday, May 23, 2022** at 00:00 am CEST).

Declarations can be e-mailed to the Company at: ir@essilorluxottica.com.

Failing such declaration, any shares bought under any of the above-described temporary transfer arrangements will be deprived of their voting rights at the relevant Shareholders'

Meeting and at any subsequent Shareholders' Meeting that may be held until the shares are transferred again or returned.

The e-mail must include the following information:

- name or company name and contact person (name, position, phone number, e-mail address);
- identity of the transferor (name or company name);
- nature of the arrangement;
- number of shares transferred under the arrangement;
- ISIN code of the shares listed on Euronext Paris;
- date and maturity date of the arrangement;
- voting agreement (if any).

The details received by the Company will be published on its website.

3

How to fill in the voting form?

Step 1

Request an admission card to attend the Meeting.

Vote on the resolutions by correspondence.

OR

Give your proxy to the Chairman of the Meeting⁽¹⁾.

OR

Give your proxy to an individual or entity of your choice by indicating their name, surname and address.

Important : Avant d'exercer votre choix, veuillez prendre connaissance des instructions situées au verso - **Important :** Before selecting please refer to instructions on reverse side
 Quelle que soit l'option choisie, noircir comme ceci ■ la ou les cases correspondantes, dater et signer au bas du formulaire - **Whichever option is used, shade box(es) like this ■, date and sign at the bottom of the form**

A JE DÉSIRE ASSISTER À CETTE ASSEMBLÉE et demande une carte d'admission : dater et signer au bas du formulaire / I WISH TO ATTEND THE SHAREHOLDERS' MEETING and request an admission card: date and sign at the bottom of the form

EssilorLuxottica

S.A au capital de 79 629 806,70 €
 Siège Social: 147 Rue de Paris
 94220 CHARENTON-LE-PONT
 712 049 618 RCS CRETEIL

ASSEMBLÉE GÉNÉRALE MIXTE DES ACTIONNAIRES
 Convoquée le 25 mai 2022 à 10h30
 au Carrousel du Louvre, 99 rue de Rivoli-75001 PARIS

COMBINED GENERAL MEETING FOR THE SHAREHOLDERS
 To be held on May 25th, 2022 at 10:30 am
 at Carrousel du Louvre, 99 rue de Rivoli-75001 PARIS

cadre réservé à la société - for company's use only

Identifiant - Account

Nombre d'actions / Number of shares

Nombre de voix - Number of voting rights

Nominatif Registered

Porteur Bearer

Vote simple Single vote

Vote double Double vote

A1 JE VOTE PAR CORRESPONDANCE // I VOTE BY POST
 Cf. au verso (2) - See reverse (2)

Je vote OUI à tous les projets de résolutions présentés ou agréés par le Conseil d'Administration ou le Directoire ou la Gérance, à l'EXCEPTION de ceux que je signale en noircissant comme ceci ■ l'une des cases "Non" ou "Abstention". // I vote YES all the draft resolutions approved by the Board of Directors, EXCEPT those indicated by a shaded box, like this ■, for which I vote No or I abstain.

1	2	3	4	5	6	7	8	9	10	Oui / Yes	A	B
Non / No	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Non / No	<input type="checkbox"/>	<input type="checkbox"/>
Abs.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Abs.	<input type="checkbox"/>	<input type="checkbox"/>
11	12	13	14	15	16	17	18	19	20	Oui / Yes	C	D
Non / No	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Non / No	<input type="checkbox"/>	<input type="checkbox"/>
Abs.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Abs.	<input type="checkbox"/>	<input type="checkbox"/>
21	22	23	24	25	26	27	28	29	30	Oui / Yes	E	F
Non / No	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Non / No	<input type="checkbox"/>	<input type="checkbox"/>
Abs.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Abs.	<input type="checkbox"/>	<input type="checkbox"/>
31	32	33	34	35	36	37	38	39	40	Oui / Yes	G	H
Non / No	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Non / No	<input type="checkbox"/>	<input type="checkbox"/>
Abs.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Abs.	<input type="checkbox"/>	<input type="checkbox"/>
41	42	43	44	45	46	47	48	49	50	Oui / Yes	J	K
Non / No	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Non / No	<input type="checkbox"/>	<input type="checkbox"/>
Abs.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Abs.	<input type="checkbox"/>	<input type="checkbox"/>

Si des amendements ou des résolutions nouvelles étaient présentés en assemblée, je vote NON sauf si je signale un autre choix en noircissant la case correspondante :
 In case amendments or new resolutions are proposed during the meeting, I vote NO unless I indicate another choice by shading the corresponding box:

- Je donne pouvoir au Président de l'assemblée générale. // I appoint the Chairman of the general meeting:

- Je m'abstiens. // I abstain from voting:

- Je donne procuration [cf. au verso renvoi (4)] à M., Mme ou Mlle, Raison Sociale pour voter en mon nom
 / I appoint [see reverse (4)] Mr, Mrs or Miss, Corporate Name to vote on my behalf:

Non être pris en considération, tout formulaire doit parvenir au plus tard :
 sur 1^{ère} convocation / on 1st notification 21 mai 2022 / May 21st, 2022 sur 2^{ème} convocation / on 2nd notification

à / to BNP Paribas Securities Services, CTO, Service Assemblées, Grands Moulins de Pantin, 9, rue du Débarcadère, 93761 Pantin Cedex.

Date & Signature

A2 JE DONNE POUVOIR AU PRÉSIDENT DE L'ASSEMBLÉE GÉNÉRALE
 Cf. au verso (3)

I HEREBY GIVE MY PROXY TO THE CHAIRMAN OF THE GENERAL MEETING
 See reverse (3)

A3 JE DONNE POUVOIR A : Cf. au verso (4)
I HEREBY APPOINT : See reverse (4)
 to represent me at the above mentioned Meeting
 M., Mme ou Mlle, Raison Sociale / Mr, Mrs or Miss, Corporate Name

Adresse / Address

ATTENTION : Pour les titres au porteur, les présentes instructions doivent être transmises à votre banque.
CAUTION : As for bearer shares, the present instructions will be valid only if they are directly returned to your bank.

Nom, prénom, adresse de l'actionnaire (les modifications de ces informations doivent être adressées à l'établissement concerné et ne peuvent être effectuées à l'aide de ce formulaire). Cf au verso (1)
 Surname, first name, address of the shareholder (Change regarding this information have to be notified to relevant institution, no changes can be made using this proxy form). See reverse (1)

Step 2

Date and sign regardless of your choices.

Step 3

Return your form duly filled in and signed:

- If you are a registered shareholder: to BNP Paribas Securities Services **before May 21, 2022 (deadline for receipt)**, using the attached postage-paid return envelope;
- If you are a bearer shareholder: to the authorised intermediary holding your securities account, who will pass it on with an attendance certificate to BNP Paribas Securities Services **before May 21, 2022 (deadline for receipt)**.

(1) The Chairman of the Meeting will vote in favour of the adoption of the proposed resolutions presented or agreed to by the Board of Directors and will vote against the adoption of any other proposed resolutions.

4

Proposed resolutions

Ordinary resolutions

RESOLUTIONS 1 TO 3:

Approval of the financial statements, allocation of earnings and setting of the dividend

Resolutions 1 to 2 relate to the approval of:

- the parent Company financial statements for the financial year ending on December 31, 2021;
- the consolidated financial statements for the financial year ending on December 31, 2021.

Resolution 3 relates to the allocation of earnings.

A dividend of €2.51 per share is submitted to the Shareholders' Meeting.

Shareholders will be offered the option of receiving their dividend in cash or in newly issued shares (scrip dividend).

The ex-date will be May 30, 2022 and the final dividend will be paid – or the shares issued – on June 21, 2022.

FIRST RESOLUTION

(Approval of the 2021 Company financial statements)

The Shareholders' Meeting, acting under the conditions of quorum and majority required for ordinary shareholders' meetings and having reviewed the report of the Board of Directors and the Statutory Auditor's report on the Company's financial statements for the year ending December 31, 2021 prepared according to French accounting standards, showing a net loss of €153,127,085.78, approves the 2021 Company's financial statements and the transactions reflected in these statements or summarised in the Board of Directors and the Statutory Auditors' reports.

It notes that the Company financial statements for the fiscal year ended December 31, 2021, do not report any non-deductible expenses and charges as defined in Article 39-4 of the French Tax Code (*Code général des impôts*) and do not report any add-back expenses pursuant to Article 39-5 of said Code.

SECOND RESOLUTION

(Approval of the 2021 consolidated financial statements)

The Shareholders' Meeting, acting under the conditions of quorum and majority required for ordinary shareholders' meetings and having reviewed the reports of the Board of Directors and the Statutory Auditors' report on the consolidated financial statements for the year ending December 31, 2021,

showing a net profit of €1,613,106 thousands, of which €1,463,196 thousands are attributable to the Group, approves the 2021 consolidated financial statements and the transactions reflected in these statements or summarized in the Board of Directors' and the Statutory Auditors' reports.

THIRD RESOLUTION

(Allocation of earnings and setting of the dividend)

The Shareholders' Meeting, acting under the conditions of quorum and majority required for ordinary shareholders' meetings, allocates the net loss of the financial year, i.e., €153,127,085.78 to "Retained Earnings" for an amount of €109,072 and to "Other reserves" for the remaining, as follows:

In €	
Net loss of the year	(153,127,085.78)
Allocation to <i>Retained earnings</i>	109,072.00
Allocation to <i>Other reserves</i>	153,018,013.78
DISTRIBUTABLE NET INCOME	-
Additional paid-in capital	22,425,198,446.80
<i>Other reserves</i> (after allocation of the net loss of the year)	1,483,898,660.00
<i>Retained earnings</i> (after allocation of the net loss of the year)	-
TOTAL DISTRIBUTABLE AMOUNT	23,909,097,106.80
Allocation	
Dividends	
• Statutory (6% of the share par value, i.e. €0.0108)	4,778,427.69
• Complementary	1,105,763,562.39
Total dividend	1,110,541,990.08
Additional paid-in capital	22,425,198,446.80
<i>Other reserves</i>	373,356,669.92
<i>Retained earnings</i>	-
TOTAL	23,909,097,106.80

The Shareholders' Meeting resolves that the dividend in respect of the fiscal year ended on December 31, 2021 will amount to €2.51 per ordinary share constituting the Company's capital and carrying dividend rights.

The amount of the "Total dividend" presented in the above table is calculated on the basis of the number of Company shares as of February 28, 2022 and will be adjusted to reflect the number of shares issued between that date and the dividend payment date as a result of the exercise of any share subscription options or the acquisition of performance shares carrying dividend rights.

In the event that the Company is holding some of its own shares, the corresponding dividend amount not paid out will be allocated to "Other reserves", as stipulated in Article L.225-210 of the French Commercial Code.

Besides, the Shareholders' Meeting, acting under the conditions of quorum and majority required for ordinary shareholders' meetings and having reviewed the reports of the Board of Directors and given that the share capital is fully paid up, decides to give to each shareholder the possibility to opt for the payment in new shares of the Company of the dividend to be paid for the financial year ended on December 31, 2021, pursuant to Article L.232-18 of the French Commercial Code and Article 27 of the Company's Articles of Association.

Each shareholder will be given the choice between a payment of the dividend in cash or in shares, but such option will apply to the total amount of the dividend to which the shares he or she holds confer entitlement.

In the event that this option is exercised, the new shares will be issued at a price equal to 90% of the average of the opening prices of the shares of the Company on the regulated market of Euronext Paris during the twenty trading days preceding the

date of the Shareholders' Meeting, less the amount of the dividend to be distributed for the financial year ended on December 31, 2021, this total being rounded up to the nearest superior euro cent.

The new ordinary shares allocated in payment will confer the same rights as the existing shares and carry current dividend rights ("*jouissance courante*"), i.e., they will confer the right to any distribution paid out as from the date of their issuance.

The shareholders will be entitled to exercise such option between June 1, 2022 and June 15, 2022, inclusive. To exercise such option, shareholders will have to address their request to the authorized financial intermediaries. For shareholders holding shares in pure registered form, the request will have to be addressed to the Company's agent (BNP Paribas Securities Services, Grands Moulins de Pantin, 9, rue du Débarcadère, 93761 Pantin Cedex). For shareholders who have not exercised their option by June 15, 2022 at the latest, the dividend will be entirely paid in cash.

If the amount of the dividend, in respect of which the option will be exercised, does not correspond to a whole number of shares, the shareholder will receive the number of shares rounded down to the nearest inferior whole number, and a balancing payment in cash ("*soulte*").

The Shareholders' Meeting decides to set the ex-date for the dividend on May 30, 2022.

For shareholders to whom/which the dividend will be paid in cash, the Shareholders' Meeting decides to set the payment date on June 21, 2022.

For shareholders having opted for payment of the dividend in shares, the shares will be delivered on the same date, i.e. on June 21, 2022.

4 Proposed resolutions

Ordinary resolutions

The Shareholders' Meeting grants full powers to the Board of Directors, with the ability to sub-delegate to the Chief Executive Officer or to the Deputy Chief Executive Officer, under the conditions provided for by law to ensure the effective payment of the dividend for the financial year ended on December 31, 2021, and in particular:

- to determine the terms and conditions of such payment's application and implementation;
- to carry out all the transactions related to or resulting from the exercise of the option;
- to acknowledge the share capital increase;
- in case of a capital increase, to deduct the costs induced by such capital increase from the related share premium, and to deduct from this amount the amounts necessary to

increase the legal reserve up to the tenth of the new share capital, to ascertain the number of new shares issued as a result of this resolution and the completion of the capital increase, and to make any useful or necessary amendments to the Articles of Association with respect to the share capital and the number of shares composing the share capital; and, more generally;

- to take all useful or necessary steps.

As required by law, under Article 243 *bis* of the French Tax Code, the amount of net dividends distributed in respect of the last three financial years (eligible in full to the 40% deduction provided for in Article 158-3-2° of the French Tax Code for French individual tax residents having elected for being subject to progressive individual income tax) is as follows:

Financial years	2020	2019	2018
Dividend paid to ordinary shares bearing dividend rights	€976,739,557.89	None	€887,340,366.72
Dividend per share	€2.23	-	€2.04

RESOLUTION 4:

Ratification of the cooptation of Virginie Mercier Pitre as Director in replacement of Juliette Favre

The **fourth resolution** relates to the cooptation of Ms. Virginie Mercier Pitre as decided by the Board of Directors of January 20, 2022, in replacement of Ms. Juliette Favre.

FOURTH RESOLUTION

(Ratification of the cooptation of Virginie Mercier Pitre as Director in replacement of Juliette Favre)

The Shareholders' Meeting, acting under the conditions of quorum and majority required for ordinary shareholders' meetings, and having reviewed the report of the Board of Directors, resolves to ratify the cooptation as Director of Virginie Mercier Pitre, decided by the Board of Directors of

January 20, 2022, for the remaining term of office of her predecessor, Juliette Favre, to expire at the end of the ordinary Shareholders' Meeting to be called in 2024 to approve the Company financial statements for the fiscal year ended on December 31, 2023.

RESOLUTION 5:

Agreements falling within the scope of Articles L.225-38 and subsequent of the French Commercial Code

Under the **fifth resolution**, and after having reviewed the Statutory Auditors' special report referred to in Article L.225-38 of the French Commercial Code, the Board of Directors asks the shareholders to approve the regulated agreements and commitments authorized in 2021. As indicated in such Statutory Auditor's special report, only a non-competition agreement between EssilorLuxottica and Mr. Francesco Milleri has been authorized and entered into in 2021.

FIFTH RESOLUTION

(Agreements falling within the scope of Articles L.225-38 and subsequent of the French Commercial Code)

The Shareholders' Meeting, acting under the conditions of quorum and majority required for ordinary shareholders' meetings, and having reviewed the management report and the Statutory Auditors' special report on related-party

transactions and agreements falling within the scope of Articles L.225-38 and subsequent of the French Commercial Code, approves said report and the agreements referred to therein, in accordance with said Article.

RESOLUTIONS 6 TO 9:

Compensation of Corporate Officers awarded or paid in respect of the 2021 fiscal year ("Say on Pay" or "Ex-post" vote)

The purpose of the **sixth resolution** is to submit for shareholders' approval the information referred to in Article L.22-10-9-I of the French Commercial Code, which includes total compensation and benefits in kind paid in 2021 or awarded in respect of 2021 to corporate officers, including those whose term of office ended during 2021 and those newly appointed during 2021.

The purpose of the **seventh resolution** is to submit for shareholders' approval the compensation components paid in 2021 or awarded in respect of 2021 to Leonardo Del Vecchio, Chairman of the Board of Directors.

The purpose of the **eighth resolution** is to submit for shareholders' approval the compensation components paid in 2021 or awarded in respect of 2021 to Francesco Milleri, Chief Executive Officer.

The purpose of the **ninth resolution** is to submit for shareholders' approval the compensation components paid in 2021 or awarded in respect of 2021 to Paul du Saillant, Deputy Chief Executive Officer.

These votes are required in accordance with Article L.22-10-34 of the French Commercial Code as amended by Law No. 2016-1691 of December 9, 2016 (the "Sapin II Law"), Law No. 2019-486 of May 22, 2019 (the "PACTE Law"), and Government Order No. 2019-1234 of November 27, 2019.

These components are presented in Section 3.3 of the Universal Registration Document in the form of a table prepared in accordance with the recommendations contained in the AFEP-MEDEF Code Application Guide issued by the High Committee for Corporate Governance (*Haut Comité de Gouvernement d'Entreprise*).

SIXTH RESOLUTION

(Approval of the report on the compensation and benefits in kind paid in 2021 or awarded in respect of 2021 to corporate officers)

The Shareholders' Meeting, voting under the quorum and majority conditions required for ordinary shareholders' meetings, and having reviewed the Report on Corporate Governance referred to in Article L.225-37 of the French Commercial Code, approves, pursuant to Article L.22-10-34-I of

the French Commercial Code, the information referred to in Article L.22-10-9 of the French Commercial Code mentioned in the Universal Registration Document, as shown in Section 3.3, paragraph "Compensation of corporate officers".

SEVENTH RESOLUTION

(Approval of the fixed, variable and exceptional components comprising the total compensation and benefits in kind paid in 2021 or awarded in respect of 2021 to Leonardo Del Vecchio, Chairman of the Board of Directors)

The Shareholders' Meeting, voting under the quorum and majority conditions required for ordinary shareholders' meetings, pursuant to Article L.22-10-34-II of the French Commercial Code, approves the fixed, variable and exceptional components comprising the total compensation and benefits

in kind paid in 2021 or awarded in respect of 2021 to Leonardo Del Vecchio, in respect of his office as Chairman of the Board of Directors, as shown in the Universal Registration Document, Section 3.3, paragraph "Compensation of corporate officers".

EIGHTH RESOLUTION

(Approval of the fixed, variable and exceptional components comprising the total compensation and benefits in kind paid in 2021 or awarded in respect of 2021 to Francesco Milleri, Chief Executive Officer)

The Shareholders' Meeting, voting under the quorum and majority conditions required for ordinary shareholders' meetings, pursuant to Article L.22-10-34-II of the French Commercial Code, approves the fixed, variable and exceptional components comprising the total compensation and benefits

in kind paid in 2021 or awarded in respect of 2021 to Francesco Milleri, in respect of his office as Chief Executive Officer, as shown in the Universal Registration Document, Section 3.3, paragraph "Compensation of corporate officers".

NINTH RESOLUTION

(Approval of the fixed, variable and exceptional components comprising the total compensation and benefits in kind paid in 2021 or awarded in respect of 2021 to Paul du Saillant, Deputy Chief Executive Officer)

The shareholders' Meeting, voting under the quorum and majority conditions required for ordinary shareholders' meetings, pursuant to Article L.22-10-34-II of the French Commercial Code, approves the fixed, variable and exceptional components comprising the total compensation and benefits

in kind paid in 2021 or awarded in respect of 2021 to Paul du Saillant, in respect of his office as Deputy Chief Executive Officer, as shown in the Universal Registration Document, Section 3.3, paragraph "Compensation of corporate officers".

4 Proposed resolutions

Ordinary resolutions

RESOLUTIONS 10 TO 13:

Approval of compensation policy for corporate officers ("Say on Pay" or "Ex-ante" vote)

The purpose of the **tenth resolution** is to submit for shareholders' approval the compensation policy applicable to the members of the Board of Directors for the fiscal year 2022.

The purpose of the **eleventh resolution** is to submit for shareholders' approval the compensation policy that applies to Leonardo Del Vecchio, Chairman of the Board of Directors for the fiscal year 2022.

The purpose of the **twelfth resolution** is to submit for shareholders' approval the compensation policy that applies to Francesco Milleri, Chief Executive Officer for the fiscal year 2022.

The purpose of the **thirteenth resolution** is to submit for shareholders' approval the compensation policy that applies to Paul du Saillant, Deputy Chief Executive Officer for the fiscal year 2022.

Details of all compensation can be found in the Universal Registration Document, Chapter 3 "Report on Corporate Governance", Section 3.3.1.

TENTH RESOLUTION

(Approval of the compensation policy applicable to the members of the Board of Directors for the fiscal year 2022)

The Shareholders' Meeting, voting under the quorum and majority conditions for ordinary shareholders' meetings, and having reviewed the report of the Board of Directors on corporate governance, pursuant to Article L.22-10-8-II of the French Commercial Code, approves the compensation policy

applicable to the members of the Board of Directors for the fiscal year 2022, presented in the Universal Registration Document, Section 3.3.1, paragraph "Compensation of corporate officers".

ELEVENTH RESOLUTION

(Approval of the compensation policy applicable to the Chairman of the Board of Directors for the fiscal year 2022)

The Shareholders' Meeting, voting under the quorum and majority conditions for ordinary shareholders' meetings, and having reviewed the report of the Board of Directors on corporate governance, pursuant to Article L.22-10-8-II of the French Commercial Code, approves the compensation policy

applicable to the Chairman of the Board of Directors for the fiscal year 2022, presented in the Universal Registration Document, Section 3.3.1, paragraph "Compensation of corporate officers".

TWELFTH RESOLUTION

(Approval of the compensation policy applicable to the Chief Executive Officer for the fiscal year 2022)

The Shareholders' Meeting, voting under the quorum and majority conditions for ordinary shareholders' meetings, and having reviewed the report of the Board of Directors on corporate governance, pursuant to Article L.22-10-8-II of the

French Commercial Code, approves the compensation policy applicable to the Chief Executive Officer for the fiscal year 2022, presented in the Universal Registration Document, Section 3.3.1, paragraph "Compensation of corporate officers".

THIRTEENTH RESOLUTION

(Approval of the compensation policy applicable to the Deputy Chief Executive Officer for the fiscal year 2022)

The Shareholders' Meeting, voting under the quorum and majority conditions for ordinary shareholders' meetings, and having reviewed the report of the Board of Directors on corporate governance, pursuant to Article L.22-10-8-II of the

French Commercial Code, approves the compensation policy applicable to the Deputy Chief Executive Officer for the fiscal year 2022, presented in the Universal Registration Document, Section 3.3.1, paragraph "Compensation of corporate officers".

RESOLUTION 14:

Authorization to be granted to the Board of Directors to proceed with the purchase of the Company's own ordinary shares

The purpose of the **fourteenth resolution** is to authorise the Company to buy back its own ordinary shares on the market for the purposes allowed under European regulations and the AMF, including the delivery of shares awarded to employees, the cancellation of shares to counteract the dilutive effect of capital increases for Company Savings Plan members, the award of stock-options and performance shares to Group employees and the use of shares in exchange for or in payment of external growth transactions. The share buyback authorisation may be implemented at any time, except during public purchase offerings, subject to the following conditions:

Conditions of the authorisation:

- Ceiling: 10% of the number of shares constituting the Company's capital at the date of the purchase;
- Maximum purchase price: €200;
- Period: 18 months;
- Previous uses of the share buyback authorization: The Company has not used the share buyback authorization granted by the Shareholders' Meeting on June 25, 2020. Pursuant to the share buyback authorization granted by the Shareholders' Meeting on May 21, 2021, the Company purchased 3,500,000 shares.

FOURTEENTH RESOLUTION

(Authorization to be granted to the Board of Directors to proceed with the purchase of the Company's own ordinary shares)

The Shareholders' Meeting, acting under the conditions of quorum and majority required for ordinary shareholders' meetings and having reviewed the report of the Board of Directors, authorises the Board of Directors, in accordance with the provisions of Articles L.22-10-62 and subsequent of the French Commercial Code, to proceed with the purchase of ordinary shares of the Company representing up to 10% of the number of shares in the Company's capital on the purchase date, with the understanding that the Company may under no circumstances hold more than 10% of its own capital.

The Shareholders' Meeting resolves that these purchases may be carried out for the following purposes:

- awarding, transferring or selling them to employees and corporate officers of the Company and its associated companies, including in the context of participation in the fruit of the Company's expansion, awards of free shares and performance shares, award of stock-options giving right to purchase shares, and any employee shareholding plans (Group savings plan and any similar plan, as the case may be, governed by foreign laws);
- cancellation to reduce the Company's capital (in particular, to compensate for the dilutive effect resulting from the vesting of free performance shares, the exercise of share subscription options by employees and Corporate Officers of the Group, and from increases of capital reserved for employees);
- cover for debt securities that can be converted into or exchanged for Company shares by purchasing shares for delivery (in the event of delivery of existing securities when conversion rights are exercised) or by purchasing shares for cancellation (in the event of the creation of new securities when conversion rights are exercised);
- supporting the share price within a liquidity contract in accordance with the delegated European regulation 2016/1052 of March 8, 2016 supplementing Regulation (EU) No. 596/2014 of the European Parliament and of the Council with regard to regulatory technical standards for the conditions applicable to buy-back programs and stabilisation measures;

- ultimately swapping or using them as payment in the context of external growth transactions, up to 5% of the capital;
- implementing any accepted market practice recognised by the regulations or the AMF or for any objective permitted in compliance with applicable law.

The Shareholders' Meeting resolves to fix the maximum purchase price per ordinary share at €200 (excluding any purchase fees).

The previously stated share price and number are subject to adjustments as a result of any possible transactions in connection with the Company's capital.

The Shareholders' Meeting resolves that the purchase, disposal or transfer of shares may be paid for and effected by any means and, in particular, on any regulated, free, or OTC market and on any multilateral trading system (including by simple repurchase, by financial instruments or derivatives, or by putting in place option strategies). These transactions may also take the form of blocks of securities which achieve the entire share repurchase program.

This delegation cancels the unused portion of the prior delegation given to the Board of Directors by the Shareholders' Meeting dated May 21, 2021 in its 10th resolution.

This authorisation is granted for a maximum period of eighteen (18) months from this day, specifying, for the record that it cannot be used fully or partially during periods of public offerings relating to the Company's shares.

All necessary powers are therefore granted to the Board of Directors, with powers to sub-delegate, as permitted by Law and the Articles of Association, to effect this resolution including to finalise any programs, send orders to the Stock Exchange, conclude agreements, make any statements and complete any formalities with the AMF and any organs indicated by the authorities, or generally, do whatever is necessary.

Extraordinary resolutions

RESOLUTION 15:

Authorization to be granted to the Board of Directors to reduce the share capital by cancelling Company treasury shares

Under the **fifteenth resolution**, the shareholders are requested to authorise the Board of Directors to cancel, where appropriate, Company treasury shares it has acquired under the share purchase authorisations granted by the Shareholders' Meetings, up to a maximum of 10% of the Company's share capital per twenty-four month period prior to the cancellation.

The cancellation of Company shares may be carried out for various specific purposes in particular to compensate the dilution effect resulting from capital increases.

Conditions of the authorisation: the Company shares to cancel are those acquired under the share purchase authorisations prior to or after this Shareholders' Meeting (under the aforementioned Resolution 14).

This authorisation is given for 26 months.

This authorisation cancels the unused portion of any prior authorisation having the same purpose. In 2021, the Company has not cancelled any shares.

FIFTEENTH RESOLUTION

(Authorization to be granted to the Board of Directors to reduce the share capital by cancelling Company treasury shares)

The Shareholders' Meeting, acting under the conditions of quorum and majority required for extraordinary shareholders' meetings and having heard the report of the Board of Directors and the special Auditors' report, in accordance with Articles L.22-10-62 and subsequent of the French Commercial Code:

- authorises the Board of Directors to reduce the share capital, in one or several stages, in the proportions and at the times it will define, by cancelling all or part of the shares purchased by the Company within the framework of the share buyback programs authorised by the Shareholders' Meeting; it being specified that as of the date of each cancellation, the maximum number of shares cancelled by the Company in the 24-month period before this cancellation including the shares concerned by this cancellation, may not exceed 10% of the capital of the Company as of this date (adjusted, if applicable, to take into

account the transactions affecting the share capital after the date of this meeting);

- resolves that this authorisation cancels the unused portion of any prior authorisation having the same purpose.

This authorisation is granted for a term of 26 months from the date of this meeting.

The Shareholders' Meeting grants full powers to the Board of Directors, with powers to sub-delegate, as permitted by Law and the Articles of Association, to implement this authorization and in particular to decide on the final amount of the reduction in share capital, carry out and duly record the completion of future transactions involving the cancellation and reduction of the share capital, make the corresponding changes to the Articles of Association, carry out the necessary formalities, and generally take all necessary measures.

RESOLUTION 16:

Power to carry out the formalities

The **sixteenth resolution** is a standard resolution covering the powers to carry out the legal formalities necessary after the Shareholders' Meeting.

SIXTEENTH RESOLUTION

(Power to carry out the formalities)

Any bearer of a copy or an extract of the minutes of this meeting shall be vested with the power to file documents and effect publications with regard to the above resolutions.

5

Presentation of EssilorLuxottica and summary of its performance in 2021

EssilorLuxottica, a global leader in the eyecare and eyewear industry

Formed in 2018, EssilorLuxottica is a global leader in the design, manufacture and distribution of ophthalmic lenses, frames and sunglasses. The Company brings together the complementary expertise of two industry pioneers, one in

advanced lens technologies and the other in the craftsmanship of iconic eyewear, to create a vertically integrated business that is uniquely positioned to address the world's evolving vision needs and the global demand of a growing industry.

A unique and resilient industry worth around 100 billion

Vision care needs are evolving, particularly due to the growing aging population and changing lifestyles. With an aging population, vision impairment has risen to the forefront as a public health concern with more consumers in need of ophthalmic solutions related to myopia and presbyopia expected by 2050. Myopia is predicted to reach epidemic levels with half of the world's population affected⁽¹⁾, or 4.7 billion people, in 2050 up from 2.6 billion people today. Presbyopia will also affect 40% of the world population⁽¹⁾, or 4.1 billion people, in 2050 up from 2.3 billion people today. Moreover, since the pandemic outbreak, screen time has increased by close to 48%⁽²⁾ and nearly 1-in-2 people spend more than six hours on digital screens per weekday⁽²⁾.

Vision impairment is the world's biggest unaddressed disability with large untapped opportunities in terms of vision correction and protection. Today 2.7 billion people⁽³⁾ around the world

suffer from uncorrected refractive errors (URE) due to barriers of awareness and access, with 90% living in base-of-the-pyramid economies⁽³⁾, and 6.2 billion people⁽²⁾ who do not protect their eyes from harmful rays.

The global eyecare and eyewear industry represents a value estimated at over €100 billion⁽⁴⁾ (price to consumer), with an over-the-cycle low-to-mid single digit growth trend estimated for the foreseeable future. The industry comprises five segments: spectacle lenses, spectacle frames, contact lenses, sunglasses and readers. Demand for optical products proved to be and is expected to remain structurally strong, supported by ageing population, increasing incidence of myopia and presbyopia, and growing need for eye correction due to consumers of all ages spending more time in front of digital devices.

A unique global footprint

With a worldwide presence across all stages of the value chain, EssilorLuxottica has more than 180,000 employees committed to providing vision care and eyewear products that meet the individual needs and style aspirations of every consumer. The unique business model and relentless pursuit of operational

excellence ensure that consumers everywhere have access to products that have been rigorously tested to meet internationally recognized standards, from the simplest pair of glasses to the most sophisticated custom-made lenses and branded eyewear.

(1) Global population of ~7.6 billion people in 2020 and 10 billion people in 2050. Source: Brian Holden Institute.

(2) Source: EssilorLuxottica estimates.

(3) Source: Essilor International, *Eliminating Uncorrected Poor Vision in a Generation*. Essilor International. 2019; 15.

(4) Source: EssilorLuxottica and Euromonitor data at "Historic & Forecast Constant 2021 Prices, Historic & Forecast Fixed 2021 Exchange Rates".

5 Presentation of EssilorLuxottica and summary of its performance in 2021

EssilorLuxottica, a global leader in the eyecare and eyewear industry

A deeply rooted commitment to innovative vision care and eyewear solutions

By investing heavily in R&D for cutting-edge lens and frame technology, as well as reimagining the design, form and function of eyewear, EssilorLuxottica constantly sets new industry standards for eyecare, eyewear and the consumer

experience around it. Beyond the products it makes, the Group is deeply committed to elevating the importance of vision as both a basic human right and a key lever for global development.



Revenue pro forma⁽¹⁾
€21.5 bn



Employees
Over 180,000



Countries
Over 150



Patents and designs
Over 11,000



Major brands
Over 150



Stores
Approximately 18,000



Employee shareholders
Approximately 67,000
in 85 countries



Leonardo training hours
Nearly 1 million



Mass production facilities
53 between lenses (39)
and frames (14)



Prescription laboratories and edging-mounting facilities
564 between Industrial (78)
and Proximity Labs (486)



Worldwide frame production
100 million prescription glasses
and sunglasses frames



Worldwide lens production
565 million
prescription lenses
and 66 million pairs of
non-prescription sun lenses

(1) *Pro forma*: *pro forma* information as presented in the Unaudited *Pro Forma* Consolidated Financial Information. The Unaudited *Pro Forma* Consolidated Financial Information has been prepared for illustrative purpose only as if the acquisition of GrandVision had occurred on January 1, 2021. That information does not take into account the results of operations and financial condition that EssilorLuxottica would have achieved if the acquisition of GrandVision had actually been realized on January 1, 2021; there can be no assurance that the assumptions used to prepare the Unaudited *Pro Forma* Consolidated Financial Information are accurate in all respects or that the result disclosed in the Unaudited *Pro Forma* Consolidated Financial Information are indicative of the future performance of EssilorLuxottica. As a result, EssilorLuxottica's performance in the future may differ materially from that presented in the Unaudited *Pro Forma* Consolidated Financial Information (See Section 4.3 of the Universal Registration Document for details).

EssilorLuxottica 2021 Key Figures

EssilorLuxottica revenue including GrandVision versus 2020 and 2019

Compared to 2020

<i>Euro millions</i>	2021	2020	Change at constant exchange rates ⁽¹⁾	Change at current exchange rates
EssilorLuxottica ex-GrandVision	17,851	14,429	26.2%	23.7%
GrandVision	2,062	–	n.a.	n.a.
Eliminations*	(94)	–	n.a.	n.a.
REVENUE	19,820	14,429	39.8%	37.4%

* Intercompany transactions between EssilorLuxottica and GrandVision.

Compared to 2019

<i>Euro millions</i>	2021	2019	Change at constant exchange rates ⁽¹⁾	Change at current exchange rates
EssilorLuxottica ex-GrandVision	17,851	17,390	8.0%	2.7%
GrandVision	2,062	–	n.a.	n.a.
Eliminations*	(94)	–	n.a.	n.a.
REVENUE	19,820	17,390	19.7%	14.0%

* Intercompany transactions between EssilorLuxottica and GrandVision.

EssilorLuxottica comparable⁽²⁾ revenue including GrandVision versus 2020 and 2019

Comparable⁽²⁾ revenue by operating segment – Compared to 2020

<i>Euro millions</i>	2021	2020	Change at constant exchange rates ⁽¹⁾	Change at current exchange rates
Professional Solutions	10,399	8,475	25.1%	22.7%
Direct to Consumer	11,099	9,079	24.2%	22.2%
COMPARABLE⁽²⁾ REVENUE	21,498	17,555	24.6%	22.5%

Comparable⁽²⁾ revenue by operating segment – Compared to 2019

<i>Euro millions</i>	2021	2019	Change at constant exchange rates ⁽¹⁾	Change at current exchange rates
Professional Solutions	10,399	10,460	4.9%	-0.6%
Direct to Consumer	11,099	10,521	9.8%	5.5%
COMPARABLE⁽²⁾ REVENUE	21,498	20,981	7.4%	2.5%

(1) Constant exchange rates: figures at constant exchange rates have been calculated using the average exchange rates in effect for the corresponding period in the relevant comparative year.

(2) Comparable (revenue): comparable revenue includes, for all periods presented, the contribution of GrandVision's revenue to EssilorLuxottica as if the combination between EssilorLuxottica and GrandVision (the "GV Acquisition" or "GV Combination"), as well as the disposals of businesses required by antitrust authorities in the context of the GV Acquisition, had occurred on January 1, 2019. Comparable revenue has been prepared for illustrative purpose only with the aim to provide comparable information.

5 Presentation of EssilorLuxottica and summary of its performance in 2021

EssilorLuxottica 2021 Key Figures

Comparable⁽¹⁾ revenue by geographical area – Compared to 2020

<i>Euro millions</i>	2021	2020*	Change at constant exchange rates ⁽²⁾	Change at current exchange rates
North America	9,868	7,959	27.8%	24.0%
EMEA	7,953	6,588	21.2%	20.7%
Asia-Pacific	2,542	2,156	16.7%	17.9%
Latin America	1,136	852	40.8%	33.2%
COMPARABLE⁽¹⁾ REVENUE	21,498	17,555	24.6%	22.5%

* The geographical breakdown of revenue for 2020 has been aligned to the geographical areas identified for 2021 disclosure.

Comparable⁽¹⁾ revenue by geographical area – Compared to 2019

<i>Euro millions</i>	2021	2019*	Change at constant exchange rates ⁽²⁾	Change at current exchange rates
North America	9,868	9,220	12.7%	7.0%
EMEA	7,953	7,828	3.7%	1.6%
Asia-Pacific	2,542	2,616	-1.6%	-2.8%
Latin America	1,136	1,317	10.4%	-13.8%
COMPARABLE⁽¹⁾ REVENUE	21,498	20,981	7.4%	2.5%

* The geographical breakdown of revenue for 2019 has been aligned to the geographical areas identified for 2021 disclosure.

EssilorLuxottica condensed consolidated statement of profit or loss – Compared to 2020

<i>Euro millions</i>	2021	2020*	Change
Revenue	19,820	14,429	37.4%
Cost of sales	(7,589)	(6,242)	21.6%
Gross profit	12,231	8,187	49.4%
% of revenue	61.7%	56.7%	
Total operating expenses	(9,905)	(7,735)	28.1%
Operating profit	2,326	452	414.8%
% of revenue	11.7%	3.1%	
Profit before taxes	2,200	313	603.9%
% of revenue	11.1%	2.2%	
Income taxes	(587)	(164)	257.9%
Effective tax rate	26.7%	52.4%	
NET PROFIT	1,613	149	985.4%
NET PROFIT ATTRIBUTABLE TO OWNERS OF THE PARENT	1,463	85	1,630.8%

* Some reclassifications have been realized to ensure consistency with the current period presentation. Those reclassifications do not affect the Operating profit presented for the twelve-month period ended on December 31, 2020.

(1) Comparable (revenue): comparable revenue includes, for all periods presented, the contribution of GrandVision's revenue to EssilorLuxottica as if the combination between EssilorLuxottica and GrandVision (the "GV Acquisition" or "GV Combination"), as well as the disposals of businesses required by antitrust authorities in the context of the GV Acquisition, had occurred on January 1, 2019. Comparable revenue has been prepared for illustrative purpose only with the aim to provide comparable information.

(2) Constant exchange rates: figures at constant exchange rates have been calculated using the average exchange rates in effect for the corresponding period in the relevant comparative year.

Adjusted⁽¹⁾ statement of profit or loss, excluding GrandVision – Compared to 2019

<i>Euro millions</i>	2021	2019*	Change at constant exchange rates ⁽²⁾	Change at current exchange rates
Revenue	17,851	17,390	+8.0%	+2.7%
Gross profit	10,866	10,675	+7.7%	+1.8%
% of revenue	60.9%	61.4%		
Operating profit	3,027	2,812	+16.9%	+7.6%
% of revenue	17.0%	16.2%		
Group net profit	2,060	1,938	+16.1%	+6.3%
% of revenue	11.5%	11.1%		

* Some reclassifications between cost of sales and operating expenses have been realized to ensure consistency with the current period presentation. Those reclassifications do not affect the operating profit presented for the twelve-month period ended on December 31, 2019.

Pro forma⁽³⁾ adjusted⁽¹⁾ statement of profit or loss, 2021

<i>Euro millions</i>	EssilorLuxottica ex-GrandVision	GrandVision*	Eliminations & PF ⁽³⁾ adj.	EssilorLuxottica pro forma ⁽³⁾
Revenue	17,851	3,902	(256)	21,498
Gross profit	10,866	2,817	(55)	13,628
% of revenue	60.9%	72.2%		63.4%
Operating profit	3,027	476	(33)	3,471
% of revenue	17.0%	12.2%		16.1%
Group net profit	2,060	283	(23)	2,319
% of revenue	11.5%	7.2%		10.8%

* Presented excluding the contribution of the businesses disposed / to be disposed according to the remedies agreed with antitrust authorities in the context of the GV Combination.

(1) Adjusted measures or figures: adjusted from the expenses or income related to the combination of Essilor and Luxottica (the "EL Combination"), the acquisition of GrandVision (the "GV Acquisition" or "GV Combination") and other transactions that are unusual, infrequent or unrelated to the normal course of business as the impact of these events might affect the understanding of the Group's performance.

(2) Constant exchange rates: figures at constant exchange rates have been calculated using the average exchange rates in effect for the corresponding period in the relevant comparative year.

(3) Pro forma: pro forma information as presented in the Unaudited Pro Forma Consolidated Financial Information. The Unaudited Pro Forma Consolidated Financial Information has been prepared for illustrative purpose only as if the acquisition of GrandVision had occurred on January 1, 2021. That information does not take into account the results of operations and financial condition that EssilorLuxottica would have achieved if the acquisition of GrandVision had actually been realized on January 1, 2021; there can be no assurance that the assumptions used to prepare the Unaudited Pro Forma Consolidated Financial Information are accurate in all respects or that the result disclosed in the Unaudited Pro Forma Consolidated Financial Information are indicative of the future performance of EssilorLuxottica. As a result, EssilorLuxottica's performance in the future may differ materially from that presented in the Unaudited Pro Forma Consolidated Financial Information (See Section 4.3 of the Universal Registration Document for details).

6

Governance – Information on the Director whose cooptation is to be ratified by the Shareholders' Meeting

Please refer to Section 3 of the 2021 Universal Registration Document (pages 105 to 188).

Members of the Board of Directors as of December 31, 2021

Please refer to Section 3.1.1 of the 2021 Universal Registration Document (pages 108 to 109).

Committees of the Board of Directors as of December 31, 2021

Please refer to Section 3.1.2.6 of the 2021 Universal Registration Document (pages 122 to 126).

Information on the Director whose cooptation is to be ratified by the Shareholders' Meeting

It is proposed to the Shareholders' Meeting to ratify the cooptation of **Virginie Mercier Pitre** as Director.

VIRGINIE MERCIER PITRE

NON-INDEPENDENT DIRECTOR



55 years old (Country of citizenship: French)

Number of shares:

7,771

Main position:

VP Key Account EssilorLuxottica EMEA Wholesale

Business address:

147, rue de Paris
Charenton-le-Pont
France

First appointment as Director: January 20, 2022

Current term ends: Shareholders' Meeting 2024

PERSONAL INFORMATION – EXPERIENCE AND EXPERTISE

Virginie Mercier Pitre is VP Key Account EssilorLuxottica EMEA Wholesale. She is also President of the Valoptec Association⁽¹⁾⁽²⁾.

She began her career at Essilor International in 1989 where she held various marketing positions, including product manager for various Essilor brands (Varilux, Crizal, etc.). In 2000, she took on the Marketing Department of Novisia managing the Nikon brand in EMEA. In 2006, she pursued a commercial career at BBGR, a subsidiary of the Group, then took on the Key Accounts Department of Essilor in Europe in 2012 as well as the coordination of Global Accounts in 2016. From 2018, Virginie Mercier Pitre has contributed to numerous commercial synergy projects for the integration of EssilorLuxottica. In 2020, she was appointed VP Commercial of Essilor in Europe, which led her to set up Commercial Excellence projects (customer satisfaction, revenue management and sales effectiveness). In 2022 she was appointed VP Key Account EssilorLuxottica EMEA Wholesale.

By virtue of her functions, she has a good understanding of the value chain, the challenges and opportunities of the market as well as a great knowledge of the main key customers of the Group, in particular GrandVision, of which she has been managing the account for more than 10 years.

She is member of the CSR Committee of EssilorLuxottica.

Virginie Mercier Pitre brings to the Board of Directors the benefit of her extensive knowledge of the Group. Her presence at the Board of Directors is a strong signal of the importance EssilorLuxottica attaches to employee shareholding.

POSITIONS AND TERMS OF OFFICE HELD AS OF DECEMBER 31, 2021

Main position

VP Commercial

- Essilor EMEA

EssilorLuxottica group companies

Director

- EssilorLuxottica*

President of the Board of Directors

- Valoptec Association⁽¹⁾

PAST POSITIONS AND TERMS OF OFFICE HELD OVER THE PAST FIVE YEARS

EssilorLuxottica group companies

VP Key Accounts

- Essilor Europe

(1) Valoptec is not an employees' representative body within the meaning of article L.225-23 of the French Commercial Code.

(2) As from December 15, 2021

* Listed company.

7

Report on the compensation policy for executive corporate officers

Please refer to Section 3.3 of the 2021 Universal Registration Document (pages 131 to 150).

8

Summary table of currently valid delegations

The table below summarizes the current delegations granted by the Shareholders' Meetings to the Board of Directors in respect of share capital and the use made of these delegations.

Type of delegation	Date of Shareholders' Meeting (resolution No.)	Duration (date of expiration)	Maximum authorized amount
INCREASE IN SHARE CAPITAL FOR THE BENEFIT OF EMPLOYEES AND EXECUTIVE CORPORATE OFFICERS			
Increase in share capital reserved to employees (members of a Company savings plan)⁽¹⁾	June 25, 2020 (12 th)	26 months (August 24, 2022) This delegation ended on May 21, 2021	0.5% of the share capital (at the date of issue)
Increase in share capital reserved to employees (members of a Company savings plan)⁽¹⁾	May 21, 2021 (18 th)	26 months (July 20, 2023)	0.5% of the share capital (at the date of issue)
AUTHORIZATIONS RELATED TO THE EMPLOYEE SHARE OWNERSHIP POLICY TO ALLOT EXISTING SHARES (USE OF VESTED SHARES UNDER THE SHARE BUYBACK PROGRAM – NO INCREASE IN SHARE CAPITAL)			
Bonus share award (performance shares) for the benefit of employees and executive corporate officers	November 29, 2018 (7 th)	38 months (January 28, 2022) This delegation ended on May 21, 2021	2.5% of the share capital (at the award date)
Bonus share award (performance shares) for the benefit of employees and executive corporate officers	May 21, 2021 (15 th)	38 months (July 20, 2024)	2.5% of the share capital (at the award date)
Award of stock options for the benefit of employees	November 29, 2018 (8 th)	38 months (January 28, 2022)	0.5% of the share capital (at the award date)
Authorization to award existing bonus shares to certain Luxottica employees as a replacement for the cash retention plan granted by Luxottica	November 29, 2018 (9 th)	38 months (January 28, 2022)	Within the authorized limit on bonus shares that may be awarded (2.5% in the aggregate)

(1) For the record, under the employee share ownership policy, employees based abroad are also entitled to an international "Boost" offer; this annual program, launched in 2018, did not result in an increase in share capital as existing treasury shares were used to deliver shares to employees.

8 Summary table of currently valid delegations

Type of delegation	Date of Shareholders' Meeting (resolution No.)	Duration (date of expiration)	Maximum authorized amount
INCREASE IN THE SHARE CAPITAL			
Delegation of authority to issue shares and securities entailing a share capital increase with preferential subscription rights	May 16, 2019 (16 th)	26 months (July 15, 2021) This delegation ended on May 21, 2021	5% of the share capital at the date of the General Meeting, i.e. May 16, 2019
Delegation of authority to issue shares and securities entailing a share capital increase with preferential subscription rights	May 21, 2021 (16 th)	26 months (July 20, 2023)	5% of the share capital at the date of the General Meeting, i.e. May 21, 2021
Delegation of authority to increase the share capital by capitalization of premiums, reserves, profits or other rights	May 16, 2019 (17 th)	26 months (July 15, 2021) This delegation ended on May 21, 2021	€500 million
Delegation of authority to increase the share capital by capitalization of premiums, reserves, profits or other rights	May 21, 2021 (17 th)	26 months (July 20, 2023)	€500 million
BUYBACK BY THE COMPANY OF ITS OWN SHARES			
Purchase by the Company of its own shares	June 25, 2020 (11 th)	18 months (December 24, 2021) This delegation ended on May 21, 2021	10% of the share capital at the date of purchase
Purchase by the Company of its own shares	May 21, 2021 (10 th)	18 months (November 20, 2022)	10% of the share capital at the date of purchase
REDUCTION IN THE SHARE CAPITAL BY CANCELLATION OF SHARES			
Cancellation of shares acquired by the Company under Article L.225-209 (now Article L.22-10-62) of the French Commercial Code	June 25, 2020 (13 th)	26 months (August 24, 2022) This delegation ended on May 21, 2021	10% of the share capital at the date of cancellation by 24-month periods
Cancellation of shares acquired by the Company under Article L.22-10-62 of the French Commercial Code	May 21, 2021 (14 th)	26 months (July 24, 2023)	10% of the share capital at the date of cancellation by 24-month periods



Request for documents and information

EssilorLuxottica

Ordinary and Extraordinary Shareholders' Meeting of May 25, 2022

I, the undersigned:

First name and family name:

Address:

Owner of shares in EssilorLuxottica in the form of:

- registered shares;
- bearer shares, held in an account with⁽¹⁾:

request that the following be sent to me:

in accordance with Article R.225-88 of the French Commercial Code, and in view of the Shareholders' Meeting, the documents and information referred to in Article R.225-83 of the French Commercial Code.

In: on: 2022.

IF YOU WISH TO RECEIVE THE DOCUMENTS AND INFORMATION, ALL REQUESTS MUST BE SENT TO:

BNP Paribas
Services CTO Assemblées Générales
Les Grands Moulins de Pantin
9, rue du Débarcadère – 93761 Pantin Cedex
France

NB: Pursuant to Article R.225-88, paragraph 3 of the French Commercial Code, holders of registered shares may, with a single request, have the Company send them the documents referred to in Article R.225-83 of the French Commercial Code for each subsequent Shareholders' Meeting.

(1) State the bank or financial establishment responsible for the account.

Design:
EssilorLuxottica Creative Hub

Production:
côtécorp.

See more. Be more.