

**ESSILORLUXOTTICA**  
**French Société Anonyme (joint stock company) with a share capital of € 79,020,116.64**  
Registered office: 147, rue de Paris – 94220 CHARENTON-LE-PONT  
Registered in the Trade & Companies Registry of Créteil under no. 712 049 618  
(the “Company”)

---

**COMBINED SHAREHOLDERS' MEETING**

**21 MAY 2021**

---

**AGENDA AND DRAFT RESOLUTIONS**

**ORDINARY RESOLUTIONS**

1. Approval of the 2020 Company financial statements;
2. Approval of the 2020 consolidated financial statements;
3. Allocation of earnings and setting of the dividend;
4. Agreements falling within the scope of Articles L.225-38 and subsequent of the French Commercial Code;
5. Approval of the report on the compensation and benefits in kind paid in 2020 or awarded in respect of 2020 to corporate officers;
6. Approval of the fixed, variable and exceptional components comprising the total compensation and benefits in kind paid in 2020 or awarded in respect of 2020 to Leonardo Del Vecchio, Executive Chairman until December 17, 2020 and Chairman of the Board of Directors from this date;
7. Approval of the fixed, variable and exceptional components comprising the total compensation and benefits in kind paid in 2020 or awarded in respect of 2020 to Hubert Sagnières, Executive Vice-Chairman until December 17, 2020 and Vice-Chairman of the Board of Directors from this date;
8. Approval of the compensation policy applicable to corporate officers for the period from January 1, 2021 to the date of the Annual Shareholders' Meeting;
9. Approval of the compensation policy applicable to corporate officers for the period after the Annual Shareholders' Meeting;
10. Authorization to be granted to the Board of Directors to proceed with the purchase of Company's own ordinary shares.

**EXTRAORDINARY RESOLUTIONS**

11. Harmonization of the Articles 4, 9, 11, 14, 16, 23 of the Company's Articles of Association with various provisions, legal and regulatory in particular, of the French Law of May 22, 2019 known as the Pacte Law;
12. Modification of Article 13 of the Company's Articles of Association “Duration of the Directors' term of office”;
13. Modifications of Articles 15, 16 and 23 of the Company's Articles of Association following the governance changes;
14. Authorization to be granted to the Board of Directors to reduce the share capital by cancelling Company treasury shares;
15. Authorisation to be granted to the Board of Directors to proceed with the award of free existing shares (also called performance shares) to the benefit of members of the employed staff and/or executive officers;
16. Delegation of authority granted to the Board of Directors to issue shares and securities entailing a share capital increase, with preferential subscription rights (ceiling of 5% of the share capital);
17. Delegation of authority granted to the Board of Directors entailing a capital increase by capitalization of premiums, reserves, profits or other rights;
18. Delegation of authority granted to the Board of Directors for the purpose of deciding capital increases reserved for members of a Company Savings Plan (French Plans d'Epargne d'Entreprise or “PEE”) without preferential subscription rights (ceiling of 0.5% of the share capital).

## **ORDINARY RESOLUTION**

19. Renewal of the mandate of Director of Leonardo Del Vecchio;
20. Renewal of the mandate of Director of Romolo Bardin;
21. Renewal of the mandate of Director of Juliette Favre;
22. Renewal of the mandate of Director of Francesco Milleri;
23. Renewal of the mandate of Director of Paul du Saillant;
24. Renewal of the mandate of Director of Cristina Scocchia;
25. Appointment of Jean-Luc Biamonti as Director;
26. Appointment of Marie-Christine Coisne as Director;
27. Appointment of José Gonzalo as Director;
28. Appointment of Swati Piramal as Director;
29. Appointment of Nathalie von Siemens as Director;
30. Appointment of Andrea Zappia as Director;
31. Duration of Directors' mandate;
32. Power to carry out formalities.

## ORDINARY RESOLUTIONS

### FIRST RESOLUTION – *(Approval of the 2020 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, 2020 prepared according to French accounting standards, showing a net profit of € 612,847,956.76, approves the 2020 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, 2020, 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 2020 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, 2020, showing a net profit of € 148,612 thousand, of which € 84,537 thousands are attributable to the Group, approves the 2020 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 profit of the financial year, i.e., € 612,847,956.76 as follow:

*In €*

Net profit of the year	612,847,956.76
Retained earnings from previous years	(57,813,905.20)
Allocation to the legal reserve	(220,021.74)
Distributable net income	554,814,029.82
Additional paid-in capital	22,061,479,287.27
Other reserves	2,057,542,518.52
<b>Total distributable amount</b>	<b>24,673,835,835.61</b>

#### Allocation

##### Dividends

▪ Statutory (6% of the share <i>par value</i> , i.e. €0.0108)	4,741,395.35
▪ Complementary	971,954,165.69
<b>Total dividend</b>	<b>976,695,561.04</b>
Additional paid-in capital	22,061,479,287.27
Other reserves	1,635,660,987.30
Retained earnings	-
<b>Total</b>	<b>24,673,835,835.61</b>

The Shareholders' Meeting resolves that the **total dividend** in respect of the fiscal year ended on December 31, 2020 will amount to €2.23 per ordinary share constituting the Company's capital and carrying dividend rights.

The amount of the *Total dividend* presented in the above table is made of the following:

- €502,556,026.00 corresponding to the amount of the **interim dividend** for the fiscal year ended on December 31, 2020 decided by the Board of Directors on December 17, 2020 and already paid in cash on December 28, 2020 (€1.15 per share); and
- €474,139,535.04 corresponding to the amount of the **final dividend** for the fiscal year ended on December 31, 2020 (€1.08 per share); this amount is calculated on the basis of the number of Company shares as of February 28, 2021 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 reserve*, 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' meeting 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 **final dividend** to be paid for the financial year ended on December 31, 2020, 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 **final 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 **final dividend** to be distributed for the financial year ended on December 31, 2020, 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 1 June 2021 and 14 June 2021, 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 14 June 2021 at the latest, the **final dividend** will be entirely paid in cash.

If the amount of the **final 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 **final dividend** on 28 May 2021.

For shareholders to whom/which the **final dividend** will be paid in cash, the Shareholders' Meeting decides to set the payment date on 21 June 2021.

For shareholders having opted for payment of the **final dividend** in shares, the shares will be delivered on the same date, i.e. on 21 June 2021.

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 **final dividend** for the financial year ended on December 31, 2020, 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 resident having elected for being subject to progressive individual income tax) is as follows:

Financial years	2019	2018	2017
Dividend paid to ordinary shares bearing dividend rights	None	€ 887,340,366.72	€ 333,220,292.73
Dividend per share	-	€ 2.04	€ 1.53

**FOURTH 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 read 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.

**FIFTH RESOLUTION** – *(Approval of the report on the compensation and benefits in kind paid in 2020 or awarded in respect of 2020 to corporate officers)*

The Shareholders' Meeting, acting under the conditions of quorum and majority 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 2.3, paragraph Compensation of corporate officers.

**SIXTH RESOLUTION** – *(Approval of the fixed, variable and exceptional components comprising the total compensation and benefits in kind paid in 2020 or awarded in respect of 2020 to Leonardo Del Vecchio, Executive Chairman until December 17, 2020 and Chairman of the Board of Directors from this date)*

The Shareholders' Meeting, acting under the conditions of quorum and majority 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 2020 or awarded in respect of 2020 to Leonardo Del Vecchio, in respect of his office as Chairman of the Board of Directors and Chief Executive Officer, as shown in the Universal Registration Document, Section 2.3, 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 2020 or awarded in respect of 2020 to Hubert Sagnières, Executive Vice-Chairman until December 17, 2020 and Vice-Chairman of the Board of Directors from this date)*

The Shareholders' Meeting, acting under the conditions of quorum and majority required for ordinary shareholders' meetings, pursuant to Article L.22-10-34 of the French Commercial Code, approves the fixed, variable and exceptional components comprising the total compensation and benefits in kind paid in 2020 or awarded in respect of 2020 to Hubert Sagnières, in respect of his office as Vice-Chairman of the Board of Directors and Deputy Chief Executive Officer, as shown in the Universal Registration Document, Section 2.3, paragraph Compensation of corporate officers.

**EIGHTH RESOLUTION** – *(Approval of the compensation policy applicable to corporate officers for the period from January 1, 2021 to the date of the Annual Shareholders' Meeting)*

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 on corporate governance, pursuant to Article L.22-10-8 II of the French Commercial Code, approves the compensation policy applicable to corporate officers for the period from January 1, 2021 to the date of the Annual Shareholders' Meeting, presented in the Universal Registration Document, Section 2.3, paragraph Compensation of corporate officers.

**NINTH RESOLUTION** – *(Approval of the compensation policy applicable to corporate officers for the period after the Annual Shareholders' Meeting)*

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 on corporate governance, pursuant to Article L.22-10-8 II of the French Commercial Code, approves the compensation policy applicable to corporate officers for the period after the Annual Shareholders' Meeting presented in the Universal Registration Document, Section 2.3, paragraph Compensation of corporate officers.

**TENTH 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 heard 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 June 25, 2020 in its 11<sup>th</sup> 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

**ELEVENTH RESOLUTION** – *(Harmonization of the Articles 4, 9, 11, 14, 16, 23 of the Company's Articles of Association with various provisions, legal and regulatory in particular, of the French Law of May 22, 2019 known as the Pacte Law)*

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, decides to amend the Articles of Association notably to bring them into line with Pacte Law and therefore to modify the following articles:

### (i) Article 4 (Registered Office)

The Article 4 shall read as follows (new terms are in bold):

Previous wording	New wording
<p>The registered office is located at 147 rue de Paris, 94220 CHARENTON LE PONT (VAL DE MARNE).</p> <p>It may be transferred to any other place in the same or in an adjoining administrative department (<i>département</i>) upon simple decision of the Board of Directors, subject to the approval of such decision by the following Ordinary General Shareholders' Meeting.</p> <p>Administrative headquarters, branches, offices and agencies may be set up in France and abroad by the Board of Directors, which may thereafter transfer or close them as it deems it appropriate.</p>	<p>The registered office is located at 147 rue de Paris, 94220 CHARENTON LE PONT (VAL DE MARNE).</p> <p>It may be transferred to any other place in the <b>French territory</b> upon simple decision of the Board of Directors, subject to the approval of such decision by the following Ordinary General Shareholders' Meeting.</p> <p>Administrative headquarters, branches, offices and agencies may be set up in France and abroad by the Board of Directors, which may thereafter transfer or close them as it deems it appropriate.</p> <p><b>In the event of a transfer of the registered office decided by the Board of Directors, the Board of Directors is authorized to amend the Articles of Association accordingly.</b></p>

### (ii) Article 9 (Form of the shares)

The second paragraph of Article 9 shall read as follows:

Previous wording	New wording
<p>The Company may, at any time, in accordance with the legal and regulatory provisions in force, request from the organization responsible for the clearing of securities, information on the quantity of securities held and the corporate name, year of birth or year of incorporation of the holders of securities granting voting rights at General Shareholders' Meetings, immediately or in the future.</p>	<p>The Company may at any time identify the holders of securities conferring immediate or future voting rights or the holders of debt securities in accordance with applicable laws and regulations.</p>

The rest of the article remains unchanged.

**(iii) Article 11 (Board of Directors)**

The following sub-paragraphs of paragraph 1 “Membership” of Article 11 shall read as follows (new terms are in bold):

Previous wording	New wording
<p><i>Directors representing employee shareholders</i></p> <p>If the shares held by the Company’s personnel and the personnel of affiliated companies within the meaning of Article L. 225-180 of the French Commercial Code represent more than 3% of the share capital, the General Shareholders’ Meeting shall elect one or more directors, upon the proposal of employee shareholders, in accordance with the conditions set forth by Article L. 225-23 of the French Commercial Code. This procedure shall not apply if the Board of Directors includes one or more directors appointed from among the members of the supervisory boards of the corporate mutual funds representing the employees or one or more employees designated pursuant to the provisions of Article L. 225-27 of the French Commercial Code.</p> <p>These directors shall be chosen from among employee shareholders or, if appropriate, from among employees that are members of the supervisory board of a corporate mutual fund that holds shares in the Company. They shall not be taken into account in determining the minimum and maximum number of directors. The duration of their terms of office is determined in accordance with Article L. 225-18 of the French Commercial Code. However, their terms of office shall terminate upon the end of their employment contract or in the event of a breach of such contract for any reason whatsoever.</p>	<p><i>Directors representing employee shareholders</i></p> <p>If the shares held by the Company’s personnel and the personnel of affiliated companies within the meaning of Article L. 225-180 of the French Commercial Code represent more than 3% of the share capital, the General Shareholders’ Meeting shall elect one or more directors, upon the proposal of employee shareholders, in accordance with the conditions set forth by Articles L. 225-23 <b>and L.22-10-5</b> of the French Commercial Code.</p> <p>These directors shall be chosen from among employee shareholders or, if appropriate, from among employees that are members of the supervisory board of a corporate mutual fund that holds shares in the Company. They shall not be taken into account in determining the minimum and maximum number of directors. The duration of their terms of office is <b>equal to three years</b>. However, their terms of office shall terminate upon the end of their employment contract or in the event of a breach of such contract for any reason whatsoever.</p>
<p><i>Directors representing employees</i></p> <p>Pursuant to the provisions of Articles L. 225-27 to L. 225-34 of the French Commercial Code, the Board of Directors shall include two (2) directors representing employees, in addition to the directors the number and conditions of appointment of which are stipulated in paragraph 1 of this article, and to the directors representing employee shareholders, described in the previous paragraph.</p> <p>The number of directors representing employees may fall to one (1) if the number of directors appointed by the General Shareholders’ Meeting, excluding directors representing employee shareholders and directors representing employees, is equal or less than twelve (12).</p> <p>Directors representing employees shall not be taken into account in determining the minimum and maximum numbers of directors provided for in paragraph 1 of this article.</p>	<p><i>Directors representing employees</i></p> <p>Pursuant to the provisions of Articles L. 225-27 to L. 225-34 of the French Commercial Code, the Board of Directors shall include <b>one (1) or</b> two (2) directors representing employees, in addition to the directors the number and conditions of appointment of which are stipulated in paragraph 1 of this article, and to the directors representing employee shareholders, described in the previous paragraph.</p> <p>The number of directors representing employees is <b>equal to</b> one (1) if the number of directors appointed by the General Shareholders’ Meeting, <b>calculated in accordance with article L.225-27-1-II of the French Commercial Code</b>, is equal or less than <b>eight (8) and is equal to two (2) if this number is above eight (8)</b>.</p> <p>Directors representing employees shall not be taken into account in determining the minimum and maximum numbers of directors provided for in paragraph 1 of this article.</p>



<p>Directors representing employees are entitled to vote. Within the limits of applicable legal provisions in their respect, they shall have the same rights and shall be subject to the same obligations, particularly with regard to confidentiality, and shall incur the same liabilities as the other members of the Board of Directors.</p> <p>The duration of their terms of office is three (3) years. As an exception, the term of office of directors representing employees appointed between May 11, 2017 and June 30, 2018 will be four (4) years. The terms of office of directors representing employees shall terminate automatically on the relevant anniversary date of their appointment and shall not require any specific notice. The Company shall take all measures to organize a new appointment no later than one (1) month before the expiry date of their terms of office.</p> <p>Directors representing employees shall be appointed by the Group Works Council.</p> <p>In the event of vacancy of an employee director's seat, for any reason whatsoever, the seat shall be filled by appointment within six (6) months after the vacancy is reported and under the same conditions. In the meantime, the Board of Directors, comprising the members elected by the General Shareholders' Meeting, may continue to validly deliberate.</p> <p>Should the appointment of a director representing employees be invalidated, this shall not lead to the invalidity of the deliberations in which the irregularly appointed director has participated.</p> <p>The provisions of this paragraph shall cease to apply if the requirements of Article L. 225-27-1, I of the French Commercial Code are no longer satisfied and, in particular, if it appears, at the end of a financial year, that the Company no longer employs at least one thousand (1,000) permanent employees, directly or within its direct or indirect subsidiaries the registered office of which is located in France, or that it no longer employs at least five thousand (5,000) permanent employees, directly or within its direct or indirect subsidiaries the registered office of which is located in France and abroad. In such a case, the directors' terms of office shall lapse at the end of the meeting during which the Board of Directors observes the event resulting in the Company's no longer falling within the scope of Article L. 225-27-1 of the French Commercial Code.</p>	<p>Directors representing employees are entitled to vote. Within the limits of applicable legal provisions in their respect, they shall have the same rights and shall be subject to the same obligations, particularly with regard to confidentiality, and shall incur the same liabilities as the other members of the Board of Directors.</p> <p>The duration of their terms of office is three (3) years. The terms of office of directors representing employees shall terminate automatically on the relevant anniversary date of their appointment, and shall not require any specific notice. The Company shall take all measures to organize a new appointment no later than one (1) month before the expiry date of their terms of office.</p> <p>Directors representing employees shall be appointed by the Group Works Council.</p> <p>In the event of vacancy of an employee director's seat, for any reason whatsoever, the seat shall be filled <b>in accordance with Article L.225-34 of the French Commercial Code</b>. In the meantime, the Board of Directors, comprising the members elected by the General Shareholders' Meeting, may continue to validly deliberate.</p> <p>Should the appointment of a director representing employees be invalidated <b>or failing such appointment</b>, this shall not lead to the invalidity of the deliberations in which the irregularly appointed director has participated. <b>In addition to the provisions of the second paragraph of article L. 225-29 of the French Commercial Code, it is specified, where necessary, that the absence of appointment of directors representing employees by the body designated in these Articles of Association, in application of the law and this article, does not affect the validity of the deliberations of the Board of Directors.</b></p> <p><b>The term of office of the directors representing the employees shall end early under the conditions provided for by law and this article, and in particular in the event of termination of their employment contract. If the conditions for application of Articles L.225-27-1 and L.22-10-7 of the French Commercial Code are no longer met, the term of office of the director(s) representing the employees shall end</b> at the end of the meeting during which the Board of Directors observes the event resulting in the Company's no longer falling within the scope of Articles L. 225-27-1 <b>and L.22-10-7</b> of the French Commercial Code.</p>
--	--

The rest of the article remains unchanged.

**(iv) Article 14 (Compensation of Directors)**

The Article 14 shall read as follows (new terms are in bold):

Previous wording	New wording
<p>Apart from exceptional compensation that may be allocated, either for employee functions or other specific duties or positions, directors may receive attendance fees the amount of which is set by the General Shareholders' Meeting and maintained until otherwise decided.</p> <p>The Board of Directors may distribute these attendance fees among its members as it deems it appropriate.</p>	<p>Apart from exceptional compensation that may be allocated, either for employee functions or other specific duties or positions, <b>the General Shareholders' Meeting may allocate to the members of the Board of Directors, as remuneration for their activity, a fixed annual sum</b> the amount of which is set by the General Shareholders' Meeting and maintained until otherwise decided.</p> <p>The Board of Directors may distribute these <b>sums</b> among its members as it deems it appropriate.</p>

**(v) Article 16 (Meetings and deliberations of the Board of Directors)**

In paragraph 2 "Deliberations" of Article 16, the following sub-paragraphs are added:

Additional sub-paragraphs
<p>Decisions falling within the scope of the Board of Directors' own powers, for which this option is available under article L. 225-37 of the French Commercial Code, may be taken by written consultation of the members of the Board of Directors. In the event of a written consultation, the author of the consultation shall communicate by any means to all members of the Board of Directors the agenda for the consultation and the text of the proposed deliberations.</p> <p>Directors have a period of eight (8) days from the communication of the agenda to cast their vote, which may be cast by any written means, and to communicate their vote to the Chairman of the Board of Directors. Failure to reply within the aforementioned time limit is equivalent to a negative vote.</p> <p>The Board of Directors may not validly deliberate by written consultation unless at least half of the members of the Board of Directors have cast their vote on this occasion. The decisions of the Board of Directors are taken by a majority of the voting members.</p>

The rest of the paragraph remains unchanged.

**(vi) Article 23 (General provisions)**

The two last sub-paragraphs of paragraph 3 "Quorum - Vote" lid 1. "Quorum" of Article 23 shall now read as follows (new terms are in bold):

Previous wording	New wording
<p>Forms that provide no voting indications or that express an abstention shall be considered negative votes.</p> <p>The Board of Directors may decide that the vote at a given General Shareholders' Meeting may be expressed by videoconference or by any other means of telecommunication. In such a case, shareholders participating in the General Shareholders' Meeting by videoconference or other means of telecommunication that enable them to be identified and the nature and</p>	<p>Forms that provide no voting indications or that express an abstention shall <b>not</b> be considered <b>vote cast</b>.</p> <p>The Board of Directors may decide that the vote at a given General Shareholders' Meeting may be expressed by videoconference or by any other means of telecommunication. In such a case, shareholders participating in the General Shareholders' Meeting by videoconference or other means of telecommunication that enable them to be identified and the nature and</p>

conditions of application of which are determined by decree, shall be deemed present for the computation of the quorum and the majority.	conditions of application of which are determined <b>in accordance with the conditions set forth in applicable regulations</b> , shall be deemed present for the computation of the quorum and the majority.
--	--

In the eighth sub-paragraph of paragraph 3 “Quorum - Vote” lid 2. “Voting rights” of Article 23, the references to the new article of the French Commercial Code is added in accordance with the decree n° 2020-1142 dated September 16, 2020 creating a new chapter in the French commercial Code for companies whose shares are listed on a stock market.

Previous wording	New wording
As an exemption to the provisions of the last paragraph of Article L. 225-123 of the French Commercial Code, no double voting rights are conferred on the shares of the Company.	As an exemption to the provisions of the last paragraph of Articles L. 225-123 <b>and article L.22-10-46</b> of the French Commercial Code, no double voting rights are conferred on the shares of the Company.

The rest of the article remains unchanged.

**TWELFTH RESOLUTION** – *(Modification of Article 13 of the Company’s Articles of Association “Duration of the Directors’ term of office”)*

The Shareholders’ Meeting, acting under the conditions of quorum and majority required for extraordinary general meetings and having heard the report of the Board of Directors, resolves to modify the second sub-paragraph of Article 13 (Duration of the Directors’ term of office), as follows (new terms are in bold):

Previous wording	New wording
As from the expiry of the terms of office of directors appointed by the General Shareholders’ Meeting convened to approve the financial statements for the year 2016, the Board of Directors shall be renewed each year during the Ordinary General Shareholders’ Meeting convened to approve the financial statements for the year ended, for the number of members necessary for the Board of Directors to be fully renewed at the end of each three-year (3-year) period.	As from the expiry of the terms of office of directors appointed by the General Shareholders’ Meeting convened to approve the financial statements for the year <b>2020</b> , the Board of Directors shall be renewed each year during the Ordinary General Shareholders’ Meeting convened to approve the financial statements for the year ended, for the number of members necessary for the Board of Directors to be fully renewed at the end of each three-year (3-year) period.

The rest of the article remains unchanged.

**THIRTEENTH RESOLUTION** – *(Modifications of Articles 15, 16 and 23 of the Company’s Articles of Association following the governance changes)*

The Shareholders’ Meeting, acting under the conditions of quorum and majority required for extraordinary general meetings and having heard the report of the Board of Directors, as a consequence of the change in governance resolves to modify the Articles 15, 16 and 23 as follows:

**(i) Article 15 (Chairperson and Vice-Chairperson of the Board of Directors)**

The following sub-paragraphs 2 to 4 of Article 15 shall now read as follows (new terms are in bold):

Previous wording	New wording
The Chairperson of the Board of Directors shall organize and direct its work and report on this work to the General Shareholders’ Meeting. He or she shall oversee the proper functioning of the Company’s corporate bodies and shall ensure, in particular, that the directors are able to fulfill their duties.	The Chairperson of the Board of Directors <b>carries out the missions entrusted to him/her by law. He or she chairs the Board of Directors and</b> shall organize and direct its work and report on this work to the General Shareholders’ Meeting. He or she shall oversee the proper functioning of the Company’s corporate bodies

<p>[...]</p> <p>The Board of Directors may appoint a Vice-Chairperson from among its natural person members, who shall chair the meetings of the Board of Directors if the Chairperson is absent. The Vice-Chairperson shall be appointed for a term of office that shall not be longer than his or her term of office as director. The Vice-Chairperson may be re-elected or dismissed at any time by the Board of Directors.</p>	<p>and shall ensure, in particular, that the directors are able to fulfill their duties.</p> <p>[...]</p> <p><b>If deemed necessary</b>, the Board of Directors may appoint a Vice-Chairperson from among its natural person members, who shall chair the meetings of the Board of Directors if the Chairperson is absent. The Vice-Chairperson shall be appointed for a term of office that shall not be longer than his or her term of office as director. The Vice-Chairperson may be re-elected or dismissed at any time by the Board of Directors.</p>
--	---

The rest of the article remains unchanged.

**(ii) Article 16 (Meetings and deliberations of the Board of Directors)**

The first sub-paragraph of paragraph 1 “Meetings” of Article 16 shall read as follows:

Previous wording	New wording
<p>The Board of Directors shall meet as often as the interests of the Company so require and shall be convened by the Chairperson or Vice-Chairperson. If it has not met for a period of more than two months, a minimum of a third of the members of the Board of Directors may request the Chairperson to convene a meeting to discuss a given agenda.</p>	<p>The Board of Directors shall meet as often as the interests of the Company so require and shall be convened by the Chairperson. If it has not met for a period of more than two months, a minimum of a third of the members of the Board of Directors may request the Chairperson to convene a meeting to discuss a given agenda.</p>

The rest of the paragraph remains unchanged.

**(iii) Article 23 (General Provisions)**

The first sub-paragraph of paragraph 2 “Conduct of meetings” of Article 23 shall read as follows (new terms are in bold):

Previous wording	New wording
<p>General Shareholders’ Meetings shall be chaired by the Chairperson of the Board of Directors or the Vice-Chairperson, if the Chairperson is absent, or a director specifically appointed for this purpose by the Board of Directors, if the Vice-Chairperson is absent.</p>	<p>General Shareholders’ Meetings shall be chaired by the Chairperson of the Board of Directors or, <b>if a Vice-Chairperson has been appointed</b>, the Vice-Chairperson, if the Chairperson is absent, or a director specifically appointed for this purpose by the Board of Directors, if the Vice-Chairperson is absent.</p>

The rest of the paragraph remains unchanged.

**FOURTEENTH 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.

**FIFTEENTH RESOLUTION** – *(Authorisation to be granted to the Board of Directors to proceed with the award of free existing shares (also called performance shares) to the benefit of members of the employed staff and/or executive officers)*

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, and in accordance with articles L.225-197-1, L. 22-10-59 and following of the French Commercial Code:

**1. authorises** the Board of Directors to award in one or several stages the Company's existing shares to:

- members of the employed staff and executive officers of the Company,
- members of the employed staff and Executive Corporate Officers of companies of which the Company directly or indirectly holds at least 10% of the capital or voting rights;

**2. resolves** that:

- the total number of existing shares awarded may not represent more than 2.5% of the Company's capital at the date of the award; this maximum number of existing shares does not include the number of additional shares which might be granted for the purpose of an adjustment in the number of shares initially awarded following a transaction on the Company's capital,
- subject to the limit set above, the number of performance shares awarded to each executive officer may not exceed 3.5% of the free shares and stock options awarded each year,
- the Board of Directors will identify the beneficiaries of the award and the applicable performance condition(s), which will be evaluated over a minimum period of three (3) consecutive years,
- the award of existing shares to the beneficiaries will be definitive, subject to the fulfilment of other conditions set during the award, and, in particular, the performance condition(s), after a minimum vesting period of three years,
- a holding period for shares applicable to the beneficiaries after the vesting period may be decided by the Board of Directors, it being specified that the Executive Corporate Officers are required to keep a minimum of shares throughout their term of office,
- the beneficiaries will be granted the shares before the end of the vesting period in the event of them becoming disabled as classified in the second and third category set out in article L.341-4 of the French Social Security Code;

**3. grants** the Board of Directors all powers, with the right to sub-delegate said powers in accordance and within the limits fixed by Law and the Articles of Association, to set the other conditions and rules for the award of free shares, subject to the limits set above, and, in particular, to:

- determine the beneficiaries, or the category(ies) of beneficiaries, of the awards of shares within the members of the employed staff and/or executive officers of the Company or of the companies of which the Company directly or indirectly holds at least 10% of the capital or voting rights, as well as the respective number of awarded free shares,

- determine the duration of the vesting period and/or the holding period within the limits mentioned above, it being specified that with respect to free shares granted to Executive Officers, the Board of Directors must determine the number of shares they are required to hold throughout their term of office,
  - determine the performance conditions to satisfy for the award to become definitive,
  - provide for the possibility of temporarily suspending allocation rights in the event of financial transactions,
  - proceed, as the case may be, with the adjustments of the number of free shares to preserve the rights of the beneficiaries, depending on any transactions affecting the Company's capital; it is specified that the shares that may be granted pursuant to these adjustments will be deemed to have been granted on the same day as the shares initially granted;
4. **formally notes** that the Board of Directors will report to the shareholders on the use made of the authorisation granted in this resolution, in accordance with article L.225-197-4 of the French Commercial Code;
5. **formally notes** that this authorization cancels, as from today, the unused part of any prior authorization granted to the Board of Directors to award free performance shares to members of the employed staff and executive officers or to some of them by the Shareholders' Meeting dated November 29, 2018 in its 7<sup>th</sup> resolution;
6. **decides** that the delegation hereby granted to the Board of Directors will be valid for a period of thirty-eight (38) months from the date of this General Meeting.

**SIXTEENTH RESOLUTION** – *(Delegation of authority granted to the Board of Directors to issue shares and securities entailing a share capital increase with preferential subscription rights (ceiling of 5% of the share capital))*

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, and in accordance with Articles L.225-129 and subsequent, L.22-10-49 and subsequent and Articles L.228-91 and subsequent of the French Commercial Code and in particular Articles L.225-129-2 and L.228-92 of the French Commercial Code:

- delegates to the Board of Directors its authority to decide on one or more capital increase, in the proportions and at the time it sees fit, in France or abroad, either in euro, foreign currencies, through the issuance of (i) common shares or (ii) securities governed by Articles L.228-92 §1, L.228-93 §3 and L.228-94 §2 of the French Commercial Code (a) giving access immediately or later to share of the Company or another company by subscription, conversion, exchange, reimbursement, presentation of a bond, or in any other manner or (b) giving rights to the allotment of debt securities, it being specified that the subscription for such shares or securities may be in cash, or by offset of payable liquid debt, or in part by incorporation of reserves, profits or share premiums;
- resolves that the total nominal value of the capital increases that can be carried out immediately or later pursuant to this delegation must not exceed 5% of the Company's capital, this limit having been verified at this Shareholders' Meeting; to this ceilings shall be added, as the case may be, the additional number of shares to be issued in order to preserve, as required by law and, as the case may be, the contractual provisions for other adjustment conditions, the rights of the holders of securities giving access to a quota of the Company's capital;
- resolves furthermore that the nominal value of the debt securities that may be issued pursuant to this delegation must not exceed one billion five hundred million euros (€1.5 Billion) or the equivalent of this amount, if issued in another authorised currency;
- resolves that the shareholders have a preferential subscription right to shares and securities issued pursuant to this resolution in proportion to the number of shares that they hold. In addition, the Board of Directors may have the option to grant shareholders the right to subscribe for excess shares in addition to those for which they may subscribe as of right, in proportion to their subscription rights and within the limits of their requests;
- resolves that if the subscriptions as of right and, as the case may be, excess subscriptions, have not covered the entire issue of shares or securities, the Board of Directors may use, under the conditions provided by the Law and in the order it shall determine one or the other of the following options: freely allocate all or part of the non-subscribed shares and/or offer them to the public on the French market or abroad and more generally, limit the capital increase to the amount of subscriptions received, provided that such amount represents, after the use of the two option referred to above, if applicable, at least three-quarters of the approved issuance;

- acknowledges that, the above-mentioned delegation automatically entails, in favour of the holders of issued securities giving access to the capital of the Company, a waiver by the shareholders of the preferential subscription rights to which these securities will entitle them immediately or in the future;
- decides that this delegation cancels the unused portion of the prior delegation given to the Board of Directors by the Shareholders' Meeting dated May 16, 2019 in its 16<sup>th</sup> resolution.

The delegation hereby granted to the Board of Directors will be valid for a period of twenty-six (26) months from the date of this General Meeting.

The Board of directors may not use this delegation from the date on which a third party files a public tender offer for the Company's securities until the end of the period, unless the Shareholders' Meeting authorises such use.

The Shareholders' Meeting therefore grants all powers to the Board of Directors with powers to sub-delegate, as permitted by law and the Articles of Association, to implement this delegation and in particular to decide on the capital increase, establish its amount, the issuance price as well as the amount of the premium that may, if applicable, be requested at the issuance, determine the form and properties of the securities to be created, possibly suspend the exercise of the rights attached to such securities in accordance with legal and regulatory provisions, establish the terms of the allotment of equity securities to which these securities provide entitlement as well as the date of the allotment right may be exercised, set the date of enjoyment, even retroactively; determine the rules, as the case may be, for maintaining the rights of security holders giving access to the Company's capital, at its sole discretion and if they deem it appropriate, to impute the cost, rights and fees resulting from the issues on the corresponding premiums and make the necessary provisions to increase the legal reserves to one tenth of the new capital after each issue, proceed with the listing of the securities to be issued, and generally take any measures, conclude any agreements and complete all formalities to bring the planned issues to a successful conclusion, record the resulting increase in capital, and amend the Company's Articles accordingly.

**SEVENTEENTH RESOLUTION** – *(Delegation of authority granted to the Board of Directors entailing a capital increase by capitalization of premiums, reserves, profits or other rights)*

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 in accordance with Articles L.225-129-2 and L.22-10-49 and subsequent of the French Commercial Code:

- delegates to the Board of Directors the power to decide on an increase of the Company's capital, in one or several stages, in the proportions and at the times it sees fit, by incorporation of reserves, benefits, premiums or other admissible forms of capitalisation;
- resolves that the nominal amount of the capital increase to be realised under this delegation of power must not exceed five hundred million (€500 million);
- resolves that the fractional rights will not be negotiable or transferable and that the corresponding shares will be sold, the amounts resulting from the sale being allotted to the holders of rights under the law and regulations;
- resolves that the Board of Directors will have all powers, with powers to sub-delegate, as permitted by Law and the Articles of Association, to implement this delegation, in particular, to:
  - finalise all the rules and conditions for the authorised transactions/operations and, in particular, fix the amount and the nature of the reserves and premiums to incorporate into the capital, set the number of new shares to be issued or the amount of existing shares the nominal amount of which composing the Company's capital will be increased, set the date, even retroactively, from which the new shares can be enjoyed or when the increase of the nominal amount will come into effect, whereby it is understood that all the new shares issued under this authorisation will give their holder the same rights as the old shares, subject to their benefit dates, and proceed, as the case may be, with any imputations on the issue premiums and, in particular, those of fees incurred in the implementation of the issues,
  - generally take any useful measures and conclude any agreements to bring the planned transactions to a successful conclusion, do whatever is necessary, complete all the useful formalities to effect the capital increase or increases which can be implemented under this delegation of powers, and proceed with amending the Company's Articles accordingly.
- decides that this delegation cancels the unused portion of the prior delegation given to the Board of Directors by the Shareholders' Meeting dated May 16, 2019 in its 17<sup>th</sup> resolution.

The delegation hereby granted to the Board of Directors will be valid for a period of twenty-six (26) months from the date of this General Meeting. The Board of Directors may not use this delegation from the date on which a third

party files a public tender offer for the Company's securities until the end of the period, unless the Meeting authorises such use.

**EIGHTEENTH RESOLUTION** – *(Delegation of authority granted to the Board of Directors for the purpose of deciding capital increases reserved for members of a Company Savings Plan (French Plans d'Epargne d'Entreprise or "PEE") without preferential subscription rights (ceiling of 0.5% of the share capital))*

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, and deliberating in accordance with Articles L. 225-129 and L. 225-138-1 of the French Commercial Code and Articles L. 3332-18 and subsequent of the French Labor Code:

- delegates to the Board of Directors the authority to decide the capital increase of the Company, on one or more occasions, at its sole discretion, by issuing new shares to be paid up in cash and, if applicable, securities giving access to the share capital under the conditions set by law, reserved for employees, eligible corporate officers and former employees, who are members of a Company Savings Plan;
- decides to cancel the preferential subscription right of the shareholders for the benefit of the following beneficiaries;
- decides that the beneficiaries of the capital increases currently authorized will be employees, eligible corporate officers and former employees of EssilorLuxottica or French and foreign companies that are related to it within the meaning of Article L. 225-180 of the French Commercial Code and L. 3344-1 of the French Labor Code, who are members of a Company Savings Plan and who fulfill any conditions set by the law and, if any, by the Board of Directors;
- decides that the maximum number of shares of the Company that may be issued on the basis of this resolution may not exceed 0.5 % of the Company's share capital, which limit is assessed at the time of the decision of the Board of Directors of the Company to proceed with a capital increase, it being specified that this amount does not include additional shares to be issued, in accordance with applicable legal and regulatory provisions, and, when relevant, contractual stipulations providing for other adjustments, to preserve the rights of holders of equity securities conferring access to share capital;
- decides that the subscription price for shares to be paid by the beneficiaries referred to above pursuant to this delegation cannot be more than 20% below the average of the first quoted prices of the share on the Euronext Paris market during the twenty trading sessions preceding the day of the decision fixing the opening date of the subscription, nor greater than this average;
- decides, pursuant to Article L. 3332-21 of the French Labor Code, that the Board of Directors may provide for the allocation, to the above-mentioned beneficiaries, free of charge, of shares to be issued or already issued or other securities giving access to the capital, in respect of the additional contribution that could be paid pursuant to the Company Savings Plan regulation(s), and/or the discount, provided that taking into account their equivalent pecuniary value, assessed at the subscription price, does not have the effect of exceeding the limits provided for respectively in Articles L. 3332-11 as regards the additional contribution and L. 3332-19 of the French Labor Code as regards the discount;
- decides that the Board of Directors shall have full powers, with the rights to sub-delegate said powers in accordance with and within the limits set by Law and the Articles of Association, to implement this delegation, in particular:
  - determine the conditions to be fulfilled by the beneficiaries of the new shares resulting from the capital increases referred to in this resolution in accordance with the Law,
  - determine the terms of the issue,
  - decide the amount to be issued, the issue price, the dates and the terms and conditions of each issue, including whether the shares will be subscribed directly or via a *fonds commun de placement* (French Company Savings Plan) or through another entity in accordance with the legislation in force,
  - decide and set the terms and conditions for the allocation of free shares or other securities giving access to the capital, pursuant to the authorization granted by the General Meeting,



- set the terms and period allocated to subscribers for the release of their securities,
  - state the date, even retroactive, from which the new shares will bear right to dividends,
  - formally record or have others formally record the realization of the capital increase up to the amount of the shares that will actually be subscribed,
  - at its own initiative, charge the costs of the capital increases to the amount of the premiums relating to these increases and deduct from this amount the sums necessary to bring the legal reserve to one-tenth of the new capital after each increase and, in the event of the issuance of new shares granted free of charge in respect of the contribution and/or the discount, if appropriate, debit to the charge any amounts required to pay up said shares against reserves, profits, or share premium,
  - in general, to take all measures necessary for the completion of the capital increases, to carry out the formalities subsequent thereto and to amend the Articles of Association consequential to such capital increases;
- decides that this delegation cancels the unused portion of the prior delegation given to the Board of Directors by the Shareholders' Meeting dated June 25, 2020 in its 12th resolution.

The delegation thus granted to the Board of Directors is valid for a period of twenty-six (26) months from the date of this General Meeting.

## ORDINARY RESOLUTIONS

### **NINETEENTH RESOLUTION** – *(Renewal of the mandate of Director of Leonardo Del Vecchio)*

The Shareholders' Meeting, acting under the conditions of quorum and majority required for ordinary shareholders' meetings and having heard the report of the Board of Directors, after having noted that the term of office of Leonardo Del Vecchio expires today, decides to renew his mandate of Director.

This mandate is renewed from this date for a term of three (3) years, to expire at the end of the Shareholders' Meeting to be called in 2024 to approve the financial statements for the year ended December 31, 2023, provided that, in the event that Resolution 12 has not been approved, such mandate is renewed for a term of office set forth in Resolution 31.

### **TWENTIETH RESOLUTION** – *(Renewal of the mandate of Director of Romolo Bardin)*

The Shareholders' Meeting, acting under the conditions of quorum and majority required for ordinary shareholders' meetings and having heard the report of the Board of Directors, after having noted that the term of office of Romolo Bardin expires today, decides to renew his mandate of Director.

This mandate is renewed from this date for a term of three (3) years, to expire at the end of the Shareholders' Meeting to be called in 2024 to approve the financial statements for the year ended December 31, 2023, provided that, in the event that Resolution 12 has not been approved, such mandate is renewed for a term of office set forth in Resolution 31.

### **TWENTY-FIRST RESOLUTION** – *(Renewal of the mandate of Director of Juliette Favre)*

The Shareholders' Meeting, acting under the conditions of quorum and majority required for ordinary shareholders' meetings and having heard the report of the Board of Directors, after having noted that the term of office of Juliette Favre expires today, decides to renew her mandate of Director.

This mandate is renewed from this date for a term of three (3) years, to expire at the end of the Shareholders' Meeting to be called in 2024 to approve the financial statements for the year ended December 31, 2023, provided that, in the event that Resolution 12 has not been approved, such mandate is renewed for a term of office set forth in Resolution 31.

### **TWENTY-SECOND RESOLUTION** – *(Renewal of the mandate of Director of Francesco Milleri)*

The Shareholders' Meeting, acting under the conditions of quorum and majority required for ordinary shareholders' meetings and having heard the report of the Board of Directors, after having noted that the term of office of Francesco Milleri expires today, decides to renew his mandate of Director.

This mandate is renewed from this date for a term of three (3) years, to expire at the end of the Shareholders' Meeting to be called in 2024 to approve the financial statements for the year ended December 31, 2023, provided that, in the event that Resolution 12 has not been approved, such mandate is renewed for a term of office set forth in Resolution 31.

**TWENTY-THIRD RESOLUTION** – *(Renewal of the mandate of Director of Paul du Saillant)*

The Shareholders' Meeting, acting under the conditions of quorum and majority required for ordinary shareholders' meetings and having heard the report of the Board of Directors, after having noted that the term of office of Paul du Saillant expires today, decides to renew his mandate of Director.

This mandate is renewed from this date for a term of three (3) years, to expire at the end of the Shareholders' Meeting to be called in 2024 to approve the financial statements for the year ended December 31, 2023, provided that, in the event that Resolution 12 has not been approved, such mandate is renewed for a term of office set forth in Resolution 31.

**TWENTY-FOURTH RESOLUTION** – *(Renewal of the mandate of Director of Cristina Scocchia)*

The Shareholders' Meeting, acting under the conditions of quorum and majority required for ordinary shareholders' meetings and having heard the report of the Board of Directors, after having noted that the term of office of Cristina Scocchia expires today, decides to renew her mandate of Director.

This mandate is renewed from this date for a term of three (3) years, to expire at the end of the Shareholders' Meeting to be called in 2024 to approve the financial statements for the year ended December 31, 2023, provided that, in the event that Resolution 12 has not been approved, such mandate is renewed for a term of office set forth in Resolution 31.

**TWENTY-FIFTH RESOLUTION** – *(Appointment of Jean-Luc Biamonti as Director)*

The Shareholders' Meeting, acting under the conditions of quorum and majority required for ordinary shareholders' meetings and having heard the report of the Board of Directors, decides to appoint Jean-Luc Biamonti as Director.

This mandate is granted from this date for a term of three (3) years, to expire at the end of the Shareholders' Meeting to be called in 2024 to approve the financial statements for the year ended December 31, 2023, provided that, in the event that Resolution 12 has not been approved, such mandate is granted for a term of office set forth in Resolution 31.

**TWENTY-SIXTH RESOLUTION** – *(Appointment of Marie-Christine Coisne as Director)*

The Shareholders' Meeting, acting under the conditions of quorum and majority required for ordinary shareholders' meetings and having heard the report of the Board of Directors, decides to appoint Marie-Christine Coisne as Director.

This mandate is granted from this date for a term of three (3) years, to expire at the end of the Shareholders' Meeting to be called in 2024 to approve the financial statements for the year ended December 31, 2023, provided that, in the event that Resolution 12 has not been approved, such mandate is granted for a term of office set forth in Resolution 31.

**TWENTY-SEVENTH RESOLUTION** – *(Appointment of José Gonzalo as Director)*

The Shareholders' Meeting, acting under the conditions of quorum and majority required for ordinary shareholders' meetings and having heard the report of the Board of Directors, decides to appoint José Gonzalo as Director.

This mandate is granted from this date for a term of three (3) years, to expire at the end of the Shareholders' Meeting to be called in 2024 to approve the financial statements for the year ended December 31, 2023, provided that, in the event that Resolution 12 has not been approved, such mandate is granted for a term of office set forth in Resolution 31.

**TWENTY-EIGHTH RESOLUTION** – *(Appointment of Swati Piramal as Director)*

The Shareholders' Meeting, acting under the conditions of quorum and majority required for ordinary shareholders' meetings and having heard the report of the Board of Directors, decides to appoint Swati Piramal as Director.

This mandate is granted from this date for a term of three (3) years, to expire at the end of the Shareholders' Meeting to be called in 2024 to approve the financial statements for the year ended December 31, 2023, provided that, in the event that Resolution 12 has not been approved, such mandate is granted for a term of office set forth in Resolution 31.

**TWENTY-NINTH RESOLUTION** – *(Appointment of Nathalie von Siemens as Director)*

The Shareholders' Meeting, acting under the conditions of quorum and majority required for ordinary shareholders' meetings and having heard the report of the Board of Directors, decides to appoint Nathalie von Siemens as Director.

This mandate is granted from this date for a term of three (3) years, to expire at the end of the Shareholders' Meeting to be called in 2024 to approve the financial statements for the year ended December 31, 2023, provided that, in the event that Resolution 12 has not been approved, such mandate is granted for a term of office set forth in Resolution 31.

**THIRTIETH RESOLUTION** – *(Appointment of Andrea Zappia as Director)*

The Shareholders' Meeting, acting under the conditions of quorum and majority required for ordinary shareholders' meetings and having heard the report of the Board of Directors, decides to appoint Andrea Zappia as Director.

This mandate is granted from this date for a term of three (3) years, to expire at the end of the Shareholders' Meeting to be called in 2024 to approve the financial statements for the year ended December 31, 2023, provided that, in the event that Resolution 12 has not been approved, such mandate is granted for a term of office set forth in Resolution 31.

**THIRTY-FIRST RESOLUTION** – *(Duration of Directors' mandate)*

The Shareholders' Meeting, acting under the conditions of quorum and majority required for ordinary shareholders' meetings and having heard the report of the Board of Directors, decides that in the event that Resolution 12 were not adopted by this Shareholders' Meeting, four (4) of the directors renewed or appointed under Resolutions 19 to 30 (included) will be renewed or appointed, as the case may be, for a term of office of two (2) years, while all others will be renewed or appointed, as the case may be, for a term of office of three (3) years. The four (4) directors renewed or appointed, as the case may be, for two (2) years shall be drawn by lot.

**THIRTY-SECOND 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.

\*\*\*