

NOTICE OF MEETING



ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETING Friday, May 21, 2021 at 10:30 am

1-5 Rue Paul Cézanne
75008 Paris – France

**Behind closed doors and without
the physical presence of any shareholder**



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Useful contacts

EssilorLuxottica:

Investor Relations Department

Phone number:

Charenton-le-Pont: +33 (0)1 49 77 42 16

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

March 26

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

May 3 – 10:00 am*

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

May 18

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

May 19 – 00:00 am ⁽¹⁾

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

May 20 – 3:00 pm ⁽¹⁾

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

May 21 – 10:30 am ⁽¹⁾

Ordinary and Extraordinary Shareholders' Meeting held behind closed doors and without the physical presence of any shareholder.

⁽¹⁾ CEST

1

AGENDA

For the Ordinary Meeting

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.

For the Extraordinary Meeting

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'Épargne d'Entreprise* or "PEE") without preferential subscription rights (ceiling of 0.5% of the share capital).

For the Ordinary Meeting

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.

2

HOW TO PARTICIPATE IN THE SHAREHOLDERS' MEETING?

Given the COVID-19 situation and the measures adopted by the Government particularly Ordinance No. 2020-321 of March 25, 2020 and Decree No. 2020-418 of April 10, 2020 as extended by Decree No. 2021-255 of March 9, 2021, the Shareholders' Meeting will be held behind closed doors and without the physical presence of any shareholder.

The Shareholders' Meeting will be retransmitted live (unless technical reasons make such retransmission impossible or disrupt it seriously) and in replay on the Company's website.

Given the uncertainties regarding remote communications means that could lead to an unequal treatment of shareholders, the Board of Directors of March 11, 2021 decided that during the holding of the Meeting, no live vote will take place and no live questions will be asked. Shareholders may ask written questions in the conditions provided for in this notice.

1. Formalities to be carried out to give a proxy or vote by correspondence

Shareholders wishing to 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. **00:00 am CEST, Wednesday, May 19, 2021**):

- **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 authorised intermediary, as establishment of proof of shareholder status. The attendance certificate issued by the authorised intermediary must be attached to the mail voting form or the proxy request and should be sent by the authorised 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:

Wednesday, May 19, 2021, 00.00 am (CEST), i.e., midnight on Tuesday, May 18, 2021.

To PARTICIPATE⁽¹⁾, shareholders are requested to:



VOTE BY MAIL

Return the voting form by mail

The form must be received by

Tuesday, May 18, 2021

See instructions on page 9

If you decide to vote online, you must not send your paper voting form back and vice versa. The website will open on **Monday, May 3, 2021 from 10:00 am CEST** and give you the same options as the paper voting form.



VOTE ONLINE

Go online and select "voting instructions"

Deadline:

Thursday, May 20, 2021, 3:00 pm CEST

See instructions on page 6

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.

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: vote remotely, give a proxy to the Chairman of the Meeting or another person.

2.1 You can participate⁽¹⁾ by appointing a proxy, or by voting by correspondence (mail or online)

If you choose to give a proxy to a designated person, due to the COVID-19 crisis, such designated person will be unable to physically attend the Meeting.

Warning:

Pursuant to Article 6 of Decree No. 2020-418 of April 10, 2020 (as extended by Decree No. 2021-255 of March 9, 2021), adapting the rules for Meeting and deliberation of the assemblies and governing bodies of corporations and entities without legal entity due to the COVID-19 epidemic, any shareholder giving a mandate to one of the persons mentioned in Section I of Article L. 22-10-39 of the Code of Commerce will have to pass on to BNP Paribas Securities Services such mandate with the indication of the designated person no later than the fourth day before the General Assembly. Any revocation of the mandate must be received within the same time frame.

The designated person will not be able to physically represent the shareholder at the Meeting. Such person will have to send his/ her instructions for the exercise of his/her mandates, to BNP Paribas Securities Services by e-mail message to the following e-mail address: paris.bpzs.france.cts.mandats@bnpparibas.com using the form mentioned by Article R. 225-76 of the Code of Commerce, no later than the fourth day before the General Assembly.

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⁽²⁾:

- **By regular mail**, either sent directly using the paper voting form for registered shareholders or sent by the authorised intermediary holding the securities account for bearer shareholders. The notice must be received by BNP Paribas Securities Services by the fourth day preceding the Shareholders' Meeting (May 17) 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 described in the box on page 6, by May 17, 2021 at the latest.

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

You may notify us of your choice as described above (i) by mail at the latest the third day preceding the Shareholders' Meeting (May 18, 2021) or (ii) by electronic means by May 20, 2021 at 3:00 pm CEST. 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 a vote against the adoption of any other proposed resolutions.

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 **Saturday, May 15, 2021**.

In all cases, the duly completed and signed personal voting form, accompanied by the attestation evidencing your quality as 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 **Tuesday, May 18, 2021**.

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 employee shareholders (including former employees)** resulting from the exercise of stock-options or free allocations of shares or purchases of shares in the context of share purchase plans and your shares are held Société Générale Securities Services by connecting to the site <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.

(1) Participate: vote remotely, give a proxy to the Chairman of the Meeting or another person.

(2) 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).

How to participate in the Shareholders' Meeting?

Ways of participating in the Meeting

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 Monday, May 3, 2021, 10:00 am, to Thursday, May 20, 2021, 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 and attached to your convocation while if you have chosen to be e-convocated, fill in manually the identifier and access code fields. 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 OF 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 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 OF 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 are an employee shareholder (including former employees) as a result of the exercise of stock options, free allocations of shares, or share purchases in the context of a purchase plan and your shares are held by Société Générale Securities Services:**

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 at the top right of the voting form attached to your convocation received by mail or by e-mail) and your password.
2. To generate your log-in 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 OF SHAREHOLDERS' MEETING FOR YOUR OTHER ASSETS" and you will be redirected to Votaccess. Then follow the instructions displayed on the screen to cast your vote.

- **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 OF 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.

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

In accordance with Article 7 of Decree No. 2020-418 of April 10, 2020 (as extended by Decree No. 2021-255 of March 9, 2021) and in derogation of Article R. 22-10-28 III of the French Commercial Code, it is specified that a shareholder having already expressed his vote by correspondence (by Internet or by using the paper voting form) may choose another mode of participation in the Meeting provided that its instruction in this regard reaches BNP Paribas Securities Services within a timeframe compatible with the taking into account of the new instructions.

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

However, if the sale occurs before Wednesday, May 19, 2021, 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 authorised 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 Wednesday May 19, 2021, 00:00 am CEST, by whatever means used, will be recorded by the authorised 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 at 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 (Monday, May 17, 2021). They must be accompanied by an attestation evidencing your quality 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 16, 2021 included, are valid for this year Shareholders' Meeting. As from April 17, 2021, they will be valid for future Shareholders' Meetings.
- 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 21 days before the Meeting (that is, on Friday, April 30, 2021).

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 45.

3.3 Live webcast of the Shareholders' Meeting

The Shareholders' Meeting will be retransmitted live (unless technical reasons make such retransmission impossible or disrupt it seriously) and in replay on the Company's website.

(1) Publication of the preliminary notice of meeting in the *Bulletin des annonces légales obligatoires* (BALO) on March 26, 2021 (available on the website www.essilorluxottica.com).

How to participate in the Shareholders' Meeting?

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

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 Wednesday, **May 19, 2021** 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?

Given the COVID-19 situation, the Shareholders' Meeting will be held behind closed doors and without the physical presence of any shareholder.

Step 1

This option is not possible in the context of the Shareholders' Meeting held behind closed doors

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

ASSEMBLÉE GÉNÉRALE MIXTE DES ACTIONNAIRES
 Convoquée le 21 mai 2021 à 10h30
 1-5 rue Paul Cézanne- 75008 Paris

À huis clos ; en conséquence, les actionnaires ne pourront pas assister à l'Assemblée générale physiquement
COMBINED GENERAL MEETING FOR THE SHAREHOLDERS
 To be held on May 21st, 2021 at 10:30 am
 1-5 rue Paul Cézanne- 75008 Paris - France

Behind closed doors and without the physical presence of shareholders

CADRE RÉSERVÉ À LA SOCIÉTÉ - FOR COMPANY'S USE ONLY

Identifiant - Account
 Nominatif Registered
 Porteur Bearer
 Vote simple Single vote
 Vote double Double vote
 Nombre d'actions Number of shares
 Nombre de voix - Number of voting rights

JE VOTE PAR CORRESPONDANCE / I VOTE BY POST **B1**
 Cf. au verso (2) - See reverse (2)

Je vote OUI à tous les projets de résolutions présentés ou agréés par le Conseil d'Administration, à l'EXCEPTION de ceux que je signale en notifiant 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.

Sur les projets de résolutions non agréés, je vote en notifiant la case correspondant à mon choix. / On the draft resolutions not approved, I cast my vote by shading the box of my choice.

JE DONNE POUVOIR AU PRÉSIDENT DE L'ASSEMBLÉE GÉNÉRALE **B2**
 Cf. au verso (3)
I HEREBY GIVE MY PROXY TO THE CHAIRMAN OF THE GENERAL MEETING
 See reverse (3)

JE DONNE POUVOIR À : Cf. au verso (4)
I HEREBY APPOINT : See reverse (4)
 pour me représenter à l'Assemblée
 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 the relevant institution, no changes can be made using this proxy form). See reverse (1)

Si des amendements ou des résolutions nouvelles étaient présentés en assemblée, je vote NON sauf si je signale un autre choix en notifiant 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 (R)] à M., Mme ou Mlle Raison Sociale pour voter en mon nom
 / I appoint [see reverse (R)] M., Mrs or Miss, Corporate Name to vote on my behalf

Pour être prise en considération, toute formule doit parvenir au plus tard :
 To be considered, this completed form must be returned at the latest than :
 sur 1^{re} convocation / on 1st notification
 Le mardi 18 mai 2021 / on May 18th, 2021
 sur 2^{ème} convocation / on 2nd notification

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

Si le formulaire est renvoyé daté et signé mais qu'aucun choix n'est coché (carte d'admission / vote par correspondance)
 If the form is returned dated and signed but no choice is checked (admission card / postal vote / power of attorney to the President / power of attorney to a representative), this automatically applies to the President of the General Meeting

Date & Signature

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 Tuesday, May, 18, 2021 (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 Tuesday, May, 18, 2021 (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 a 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, 2020;
- the consolidated financial statements for the financial year ending on December 31, 2020.

Resolution 3 relates to the allocation of earnings.

A total dividend of €2.23 per share is submitted to the Shareholders' Meeting, including the interim dividend of €1.15 per share paid on December 28, 2020 and a final dividend of €1.08 per share.

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

The ex-date will be May 28, 2021 and the final dividend will be paid – or the shares issued – on June 21, 2021.

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 follows:

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

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 June 1, 2021 and June 14, 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 June 14, 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 May 28, 2021.

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

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 *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

Resolution 4:

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

Under the **fourth 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 2020. As indicated in such Statutory Auditors' special report, in 2020, no new regulated agreement has been authorized and entered into.

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.

Resolution 5 to 7:

Compensation of Corporate Officers awarded or paid in respect of the 2020 fiscal year ("say on pay" or "ex post" vote)

The purpose of the **fifth 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 2020 or awarded in respect of 2020 to corporate officers, including those whose term of office ended during 2020 and those newly appointed during 2020.

The purpose of the **sixth resolution** is to submit for shareholders' approval the compensation components paid in 2020 or awarded in respect of 2020 to Leonardo Del Vecchio, Executive Chairman of the Company until December 17, 2020 and Chairman of the Company's Board of Directors from December 18 to 31, 2020.

The purpose of the **seventh resolution** is to submit for shareholders' approval the compensation components paid in 2020 or awarded in respect of 2020 to Hubert Sagnières, Executive Vice-Chairman of the Company until December 17, 2020 and Vice-Chairman of the Company's Board of Directors from December 18 to 31, 2020.

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 2.3 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*).

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 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 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.

Resolutions 8 and 9:

Approval of the compensation policy applicable to corporate officers for the period from January 1, 2021 to the date of the Annual Shareholders' Meeting and thereafter

The purpose of the **eighth resolution** is to submit for shareholders' approval the compensation policy that applies to all corporate officers for the period from January 1, 2021 to the date of the Annual Shareholders' Meeting, i.e., Leonardo Del Vecchio (Chairman of the Board of Directors), Hubert Sagnières (Vice-Chairman of the Board of Directors), Francesco Milleri (Chief Executive Officer), Paul du Saillant (Deputy Chief Executive Officer) and the members of the Board of Directors.

The purpose of the **ninth resolution** is to submit for shareholders' approval the compensation policy that applies to all corporate officers for the period after the Annual Shareholders' Meeting.

Details of all compensation can be found in the Universal Registration Document, Chapter 2 "Report on Corporate Governance", Section 2.3.

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".

Resolution 10:

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 **tenth 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: In March 2020, the Company purchased 1,550,000 shares pursuant to the share buyback authorization granted by the Shareholders Meeting on November 29, 2018. The Company has not used the share buyback authorization granted by the Shareholders Meeting on June 25, 2020.

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 11th 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 11:

Harmonization of 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 purpose of the **eleventh resolution** is to modify the Company's Articles of Association in order to make them compliant with legislative changes, including the French law of May 22, 2019 (known as the "Pacte Law") and the French order No. 2020-1142 of September 16, 2020.

Eleventh resolution

(Harmonization of 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 the "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

The registered office is located at 147, rue de Paris, 94220 Charenton-le-Pont (Val-de-Marne).

It may be transferred to any other place in the same or in an adjoining administrative department (département) upon simple decision of the Board of Directors, subject to the approval of such decision by the following Ordinary General Shareholders' Meeting.

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.

New wording

The registered office is located at 147, rue de Paris, 94220 Charenton-le-Pont (Val-de-Marne).

It may be transferred to any other place in the **French territory** upon simple decision of the Board of Directors, subject to the approval of such decision by the following Ordinary General Shareholders' Meeting.

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.

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.

(ii) Article 9 (Form of the shares)

The second paragraph of Article 9 shall read as follows:

Previous wording

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.

New wording

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.

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

Directors representing employee shareholders

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.

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.

Directors representing employees

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.

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).

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.

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.

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.

Directors representing employees shall be appointed by the Group Works Council.

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.

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.

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

New wording

Directors representing employee shareholders

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 and L. 22-10-5** of the French Commercial Code.

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 **equal to three years**. 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.

Directors representing employees

Pursuant to the provisions of Articles L. 225-27 to L. 225-34 of the French Commercial Code, the Board of Directors shall include **one (1) or 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.

The number of Directors representing employees **is equal to one (1)** if the number of Directors appointed by the General Shareholders’ Meeting, **calculated in accordance with Article L. 225-27-1 II of the French Commercial Code**, is equal to or less than **eight (8) and is equal to two (2) if this number is above eight (8)**.

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.

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.

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.

Directors representing employees shall be appointed by the Group Works Council.

In the event of vacancy of an employee Director’s seat, for any reason whatsoever, the seat shall be filled **in accordance with Article L. 225-34 of the French Commercial Code**. In the meantime, the Board of Directors, comprising the members elected by the General Shareholders’ Meeting, may continue to validly deliberate.

Should the appointment of a Director representing employees be invalidated **or failing such appointment**, this shall not lead to the invalidity of the deliberations in which the irregularly appointed Director has participated. **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**

Previous wording

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.

New wording

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.

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 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 and L. 22-10-7 of the French Commercial Code.

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

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.

The Board of Directors may distribute these attendance fees among its members as it deems it appropriate.

New wording

Apart from exceptional compensation that may be allocated, either for employee functions or other specific duties or positions, **the General Shareholders' Meeting may allocate to the members of the Board of Directors, as remuneration for their activity, a fixed annual sum** the amount of which is set by the General Shareholders' Meeting and maintained until otherwise decided.

The Board of Directors may distribute these **sums** among its members as it deems it appropriate.

(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

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.

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.

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.

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

Forms that provide no voting indications or that express an abstention shall be considered negative votes.

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 conditions of application of which are determined by decree, shall be deemed present for the computation of the quorum and the majority.

New wording

Forms that provide no voting indications or that express an abstention shall **not** be considered **vote cast**.

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 conditions of application of which are determined **in accordance with the conditions set forth in applicable regulations**, shall be deemed present for the computation of the quorum and the majority.

Proposed resolutions

Extraordinary resolutions

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 No. 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

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.

New wording

As an exemption to the provisions of the last paragraph of Article L. 225-123 **and Article L. 22-10-46** of the French Commercial Code, no double voting rights are conferred on the shares of the Company.

The rest of the article remains unchanged.

Resolution 12:

Modification of Article 13 of the Company’s Articles of Association “Duration of the Directors’ term of office”

The purpose of the **twelfth resolution** is to postpone the staggered term system for Directors, mentioned in Article 13 of the Company’s Articles of Association, in order to start its application in 2024, thus allowing the newly appointed Board of Directors three years of stability while the Company enters the second phase of the integration between Essilor and Luxottica.

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

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.

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 **2020**, 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.

Resolution 13:

Modifications of Articles 15, 16 and 23 of the Company’s Articles of Association following the governance changes

The purpose of the **thirteenth resolution** is to modify several articles of the Company’s Articles of Association, to take into account the changes in the governance, particularly the fact that the appointment of a Vice-Chairperson is optional.

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

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 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.

New wording

The Chairperson of the Board of Directors **carries out the missions entrusted to him/her by law. He or she chairs the Board of Directors** and 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.

[...]

If deemed necessary, 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.

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

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.

New wording

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.

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

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.

New wording

General Shareholders' Meetings shall be chaired by the Chairperson of the Board of Directors or, **if a Vice-Chairperson has been appointed**, 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.

The rest of the paragraph remains unchanged.

Resolution 14:

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

Under the **fourteenth 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 10).

This authorisation is given for 26 months.

This authorisation cancels the unused portion of any prior authorisation having the same purpose. In 2020, the Company has not cancelled any shares.

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.

Resolution 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

It is proposed to renew, by anticipation, the authorization granted by the General Meeting to the Board of Directors to award free shares to the Group's employees and management.

This authorization aimed at associating the employees with the performance of the Company is a fundamental element of the Company's culture and its remuneration policy, as it contributes to the fostering of the entrepreneurial spirit, which has been at the core of the Company's performance since its foundation, and the loyalty and long-term commitment of the Group's executives, key managers and numerous skilled workers.

The **fifteenth resolution** thereby allows the Board of Directors to grant free shares, in one or several stages, to members of the employed staff and/or executive officers of the Company, subject to the achievement of one or more performance conditions set for a consecutive period fixed at three years.

The number of shares acquired by the beneficiaries will be determined after a three-year vesting period, subject to the achievement of one or more challenging performance conditions applicable to all beneficiaries.

For all beneficiaries, the definitive acquisition of the shares granted is subject to a performance condition based on annualized growth in the Company share price. This general performance condition is in line with the Group's objectives and characteristics and suitable for promoting balanced and continued growth over the long term.

The performance conditions applicable to the Group's Executive Officers will be described in the Company's Compensation policy which is annually submitted to the vote of the General Meeting. For the year to come, these conditions are listed in Section 2.3 of the Universal Registration Document. These performance conditions are likely to be renewed in the future as they are in line with the Group's objectives and specificities.

The total number of free shares awarded may not represent more than 2.5% of the Company's share capital at the date of the award.

The total number of free shares awarded to each of the Company's Executive Officer during a financial year may not represent more than 3.5% of the total free shares and stock options awarded each year; this number of shares will be confirmed by the Board of Directors acting on a proposal by the Appointment and Compensation Committee, taking into account the overall remuneration structure of Executive Corporate Officers, in accordance with the AFEP-MEDEF recommendations.

It is specified that in the event this authorization is used, the award of free shares to the beneficiaries may only become definitive after a minimum vesting period, the duration of which will be determined by the Board of Directors and shall not be less than three years. In addition, the Board of Directors may decide, or not, to determine a holding period for all beneficiaries, it being specified that Executive Corporate Officers must hold one-third of the shares definitively awarded for as long as they remain in office.

Furthermore, the definitive acquisition of the free shares will be subject, for all beneficiaries, to a presence condition within the Group at the end of the vesting period, save for legal exceptions (including death and disability) and any other exception that may be determined by the Board of Directors.

This authorisation is granted for a period of thirty-eight (38) months as from the General Meeting of May 21, 2021 and cancels, as from the same date, the unused part of any the authorization granted by the General Meeting of November 29, 2018 in its seventh resolution.

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 share 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 7th 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.

Resolutions 16 and 17:

Financial authorizations for capital increase

In the **sixteenth and seventeenth resolutions**, shareholders are asked to renew, for a period of 26 months, financial authorizations for capital increases already granted by the Shareholders' Meeting on May 16, 2019.

The sixteenth resolution concerns the issue, with retention of preferential subscription rights, of Company shares and/or securities granting access, directly or indirectly, to share capital of the Company.

The nominal amount of any share capital increase performed pursuant to this delegation is capped at 5% of the Company's share capital. The nominal amount of any debt securities issued pursuant to this delegation is capped at €1.5 billion. Both maximum amounts are unchanged from the amounts authorized by the Shareholders' Meeting on May 16, 2019.

In the seventeenth resolution, shareholders are asked to renew the delegation of authority granted to the Board of Directors to increase share capital by capitalizing all or part of reserves, profits or share, merger or contribution premiums, by granting bonus shares or increasing the par value of existing shares.

The maximum nominal amount of share issues that may be decided pursuant to this delegation is of €500 million.

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 ordinary 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;

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- 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 share 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 16th 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 ordinary 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 17th 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.

Resolution 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'Épargne d'Entreprise or "PEE") without preferential subscription rights (ceiling of 0.5% of the share capital)

As part of the policy for the association of employees with the share capital of EssilorLuxottica, the **eighteenth resolution** seeks to authorize capital increases reserved for members of a Company Savings Plan in the limit of 0.5% of the share capital.

This resolution allows employees (and certain corporate officers and former employees) who are members of a Company Savings Plan to subscribe, as the case may be via monthly deductions from their pay, to a capital increase carried out at the end of the year.

The shares subscribed must be kept for a minimum period of five years or seven years pursuant to the plans (except in the cases of early release specified in the regulations). The participation rate of employees in France in the Company Savings Plan reaches almost 90% every year.

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'Épargne 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

Resolutions 19 to 24:

Renewal of the mandates of Director of Mr. Leonardo Del Vecchio, Mr. Romolo Bardin, Ms. Juliette Favre, Mr. Francesco Milleri, Mr. Paul du Saillant and Ms. Cristina Scocchia

Upon recommendation of the Nomination and Compensation Committee, the Board of Directors proposes to renew the following mandates of Director for a term of three 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:

- Mr. Leonardo Del Vecchio;
- Mr. Romolo Bardin;
- Ms. Juliette Favre;
- Mr. Francesco Milleri;
- Mr. Paul du Saillant; and
- Ms. Cristina Scocchia.

In the event that Resolution 12 has not been approved, such mandates are renewed for a term of office set forth in Resolution 31.

The Board of Directors decided that Cristina Scocchia could be considered as independent.

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.

Resolutions 25 to 30:

Appointment of Mr. Jean-Luc Biamonti, Ms. Marie-Christine Coisne, Mr. José Gonzalo, Ms. Swati Piramal, Ms. Nathalie von Siemens and Mr. Andrea Zappia as Directors

Upon recommendation of the Nomination and Compensation Committee, the Board of Directors proposes to appoint the following Directors for a term of three 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:

- Mr. Jean-Luc Biamonti;
- Ms. Marie-Christine Coisne;
- Mr. José Gonzalo;
- Ms. Swati Piramal;
- Ms. Nathalie von Siemens; and
- Mr. Andrea Zappia.

In the event that Resolution 12 has not been approved, such mandates are granted for a term of office set forth in Resolution 31.

The Board of Directors decided that all the proposed Directors could be considered as independent.

- The detailed information on each of the proposed Directors is in the "Governance - Information on Directors to be renewed or appointed" section of this notice.

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.

Proposed resolutions

Ordinary resolutions

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.

Resolution 31:

Duration of Directors' mandate

The **thirty-first resolution** is submitted to the Shareholders' Meeting in case the twelfth resolution regarding the term of office of the Directors is rejected. In this case, the staggered term system for Directors would apply to the Directors appointed or renewed, as the case may be, during this Shareholders' Meeting.

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.

Resolution 32:

Power to carry out the formalities

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

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.

5

PRESENTATION OF THE ESSILORLUXOTTICA GROUP AND SUMMARY OF ITS PERFORMANCE IN 2020

EssilorLuxottica, a global leader in the eyecare and eyewear industry

Created by the combination of Essilor and Luxottica on October 1, 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 eyecare and eyewear industry.

A growing eyecare and eyewear industry

Across the world, 7.7 billion people are in need of sunglasses, among which 6.2 billion are not equipped yet⁽¹⁾ and 4.7 billion people are in need of vision correction⁽¹⁾, among which 2.7 billion suffer from uncorrected poor vision⁽¹⁾.

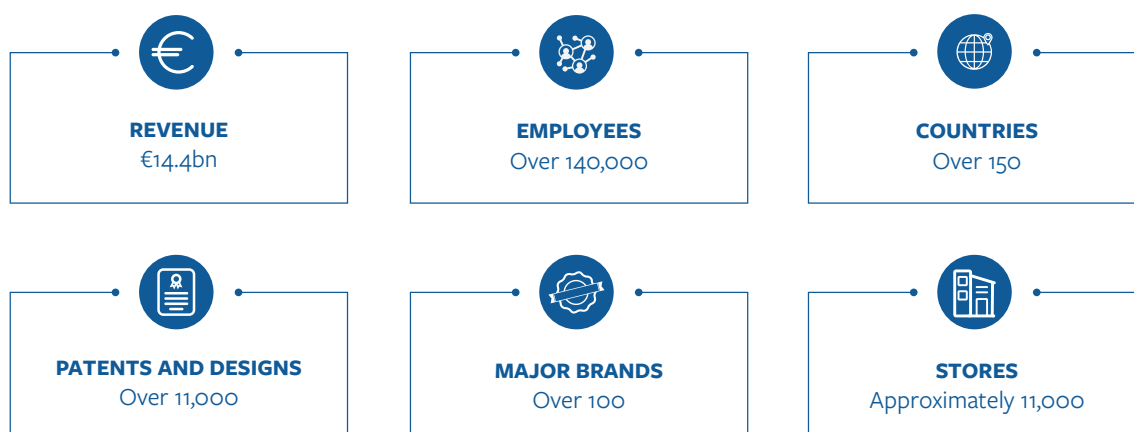
The global eyecare and eyewear industry represents a value estimated at over €100 billion⁽²⁾ in retail price terms, with a long-term growth trend of around 3% per year⁽²⁾. The industry is comprised of five segments: spectacle lenses, contact lenses, spectacle frames, sunglasses and readers. The growth patterns of each segment are relatively homogeneous, with the exception of the contact lenses category which is projected to grow faster than the rest.

A unique global footprint

With a worldwide presence across all stages of the value chain, EssilorLuxottica has more than 140,000 employees committed to providing vision care and eyewear products that meet the individual needs and style aspirations of each consumer. The unique business model and relentless pursuit of operational excellence ensures 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.

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 vision care and eyewear and the consumer experience around it. Beyond the products we make, our Company and our people are deeply committed to elevating the importance of vision as both a basic human right and a key lever for global development.



(1) Source: EssilorLuxottica, Vision Impact Institute, Eyelliance: Eyeglasses for Global Development: Bridging the Visual Divide.

(2) Source: EssilorLuxottica, Euromonitor.

EssilorLuxottica 2020 key figures

Consolidated revenue by operating segment

<i>Euro millions</i>	2020	2019 ⁽²⁾	Change at constant exchange rates ⁽¹⁾	Currency effect	Change at current exchange rates
Lenses & Optical Instruments	5,960	6,791	-9.5%	-2.7%	-12.2%
Sunglasses & Readers	595	740	-18.0%	-1.6%	-19.6%
Equipment	158	221	-26.9%	-1.6%	-28.5%
Essilor revenue	6,714	7,752	-10.8%	-2.6%	-13.4%
Wholesale	2,471	3,383	-24.3%	-2.7%	-27.0%
Retail	5,244	6,255	-14.1%	-2.1%	-16.2%
Luxottica revenue	7,715	9,638	-17.7%	-2.3%	-19.9%
TOTAL	14,429	17,390	-14.6%	-2.4%	-17.0%

(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 previous year.

(2) The breakdown of 2019 revenue has been restated following the integration of Costa into Luxottica's brand portfolio.

Consolidated revenue by geographical area

<i>Euro millions</i>	2020	2019 ⁽²⁾	Change at constant exchange rates ⁽¹⁾	Currency effect	Change at current exchange rates
North America	7,901	9,146	-11.8%	-1.8%	-13.6%
Europe	3,450	4,239	-17.5%	-1.1%	-18.6%
Asia, Oceania and Africa	2,362	2,891	-16.4%	-1.9%	-18.3%
Latin America	715	1,114	-21.9%	-13.8%	-35.8%
TOTAL	14,429	17,390	-14.6%	-2.4%	-17.0%

(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 previous year.

(2) The breakdown of 2019 revenue has been restated following the integration of Costa into Luxottica's brand portfolio.

For further information on consolidated revenue, please refer to Section 1.7.2 of the 2020 Universal Registration Document (pages 40 to 45).

Consolidated results

<i>Euro millions</i>	2020	2019	Change at current exchange rates	Change at constant exchange rates ⁽¹⁾
Revenue	14,429	17,390	-17.0%	-14.6%
Gross profit	8,476	10,817	-21.6%	-19.3%
Adjusted⁽²⁾ gross profit	8,493	10,887	-22.0%	-19.6%
% of revenue	58.9%	62.6%		
Operating profit	452	1,678	-73.1%	-69.4%
Adjusted⁽²⁾ operating profit	1,374	2,812	-51.1%	-48.5%
% of revenue	9.5%	16.2%		
Net profit	149	1,185	-87.5%	-84.0%
Adjusted⁽²⁾ net profit	868	2,054	-57.7%	-55.4%
% of revenue	6.0%	11.8%		

(1) Figures at constant exchange rates have been calculated using the average exchange rates in effect for the corresponding period in the previous year.

(2) Adjusted from income and expenses related to the combination between Essilor and Luxottica 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. Such adjusted measures are reconciled to their most comparable measures reported in the consolidated statements of profit or loss for the years ended December 31, 2020 and 2019. The reconciliation tables as well as the list of adjusting items are presented in Section 3.1.1 of the 2020 Universal Registration Document.

For further information on the consolidated earnings and financial position, please refer to Section 3.1 of the 2020 Universal Registration Document (pages 167 to 174).

6

GOVERNANCE – INFORMATION ON DIRECTORS TO BE RENEWED OR APPOINTED

Please refer to Section 2 of the 2020 Universal Registration Document (pages 77 to 163).

Members of the Board of Directors as of December 31, 2020

Please refer to Section 2.1.1.1 of the 2020 Universal Registration Document (pages 80 to 81)

Committees of the Board of Directors as of December 31, 2020

Please refer to Section 2.1.2.6 of the 2020 Universal Registration Document (pages 95 to 100).

Information on Directors to be renewed or appointed

It is proposed to the Shareholders' Meeting to renew the mandate of Director of Leonardo Del Vecchio.

Leonardo Del Vecchio	
Chairman ^(a) – Non-Independent Director	
<p>85 years old (Country of citizenship: Italy)</p> <p>Number of shares:</p> <p>376,000</p> <p>Main position held within the Company:</p> <p>Chairman of EssilorLuxottica* (since December 17, 2020)</p> <p>Business address:</p> <p>EssilorLuxottica – 147, rue de Paris 94220 Charenton-le-Pont France</p>	<p>First appointment as Director: October 1, 2018 ⁽¹⁾</p> <p>Current term ends: Shareholders' Meeting 2021</p> <hr/> <p>Personal information – Experience and expertise</p> <p>Leonardo Del Vecchio is the Chairman of EssilorLuxottica. He was Executive Chairman of EssilorLuxottica between October 2018 and December 2020.</p> <p>Leonardo Del Vecchio is the founder of Luxottica Group and he has been appointed Chairman of the Board since it was formed in 1961.</p> <p>In 1986, he was awarded the honor of “Cavaliere del Lavoro” by the President of the Italian Republic.</p> <p>In May 1995, he received an honorary degree in Business Administration from the Venice Ca' Foscari University. In 1999, he received a Master honoris causa in International Business from MIB-Management School in Trieste, and in 2002 he received an honorary degree in Managerial Engineering from the University of Udine. In March 2006, Leonardo Del Vecchio received another honorary degree in Materials Engineering from Politecnico of Milan.</p> <p>In December 2012 the Foundation CUOA awarded him an honorary master's degree in Business Administration.</p> <p>In 2017, he established the Leonardo Del Vecchio Foundation to support charitable and non-profit initiative.</p> <p>Leonardo Del Vecchio is Chairman of Delfin S.à r.l. and Aterno S.à r.l., Chairman of the Leonardo Del Vecchio Foundation, Vice-Chairman of Covivio S.A. and Chairman of the Strategic and Investment Committee of the same company.</p> <p>Leonardo Del Vecchio brings to the Board of Directors his visionary business approach to the industry and his experience as a lifelong entrepreneur and innovator.</p>
<p>Positions and terms of office held as of December 31, 2020</p> <p>Main position</p> <p>Chairman of EssilorLuxottica ^{(a)*}</p> <p>EssilorLuxottica group companies</p> <p>Executive Chairman</p> <ul style="list-style-type: none"> • Luxottica Group S.p.A. (Italy) <p>External companies (non EssilorLuxottica group)</p> <p>Vice-Chairman</p> <ul style="list-style-type: none"> • Covivio (France)* <p>President</p> <ul style="list-style-type: none"> • Delfin S.à r.l. (Luxembourg) • Aterno S.à r.l. (Luxembourg) • Fondazione Leonardo Del Vecchio (Italy) 	<p>Past positions and terms of office held over the past five years</p> <p>EssilorLuxottica group companies</p> <p>Executive Chairman of EssilorLuxottica ^{(b)*}</p> <p>External companies (non EssilorLuxottica group)</p> <p>Director</p> <ul style="list-style-type: none"> • Gianni Versace S.p.A. (Italy) • Istituto Europeo di Oncologia S.r.l. (Italy) • Givi Holding S.p.A. (Italy)

(a) Since December 17, 2020.

(b) Until December 17, 2020.

(1) Term of office as Director of EssilorLuxottica entered into force as of October 1, 2018, date of completion of the Combination between Essilor International (Compagnie Générale d'Optique) and Luxottica.

* Listed company.

It is proposed to the Shareholders' Meeting to renew the mandate of Director of Romolo Bardin.

Romolo Bardin	
Non-Independent Director	
<p>43 years old (Country of citizenship: Italy)</p> <p>Number of shares: 6,000</p> <p>Main position: Chief Executive Officer of Delfin S.à r.l. (Luxembourg)</p> <p>Business address: 7, rue de la Chapelle 1325 Luxembourg</p>	<p>First appointment as Director: October 1, 2018 ⁽¹⁾</p> <p>Current term ends: Shareholders' Meeting 2021</p> <hr/> <p>Personal information – Experience and expertise</p> <p>Romolo Bardin is member of the Board of Directors and Chief Executive Officer of Delfin. He began his career in Luxottica in 2002.</p> <p>Romolo Bardin also holds positions in the following organizations:</p> <ul style="list-style-type: none"> Assicurazioni Generali S.p.A. as Independent Director, member of the Risk and Control Committee and member of the Related Party Transactions Committee Covivio S.A. as member of the Board of Directors, member of the Audit Committee and the Strategic and Investment Committee Member of the following Boards of Directors: Aterno S.à r.l., DFR investment S.à r.l., Fondazione Leonardo Del Vecchio, Vast Gain Limited Ltd S.à r.l., Immochapelle S.A., Luxair S.A. <p>Romolo Bardin is member of the Audit and Risk Committee and member of the Nomination and Compensation Committee of EssilorLuxottica.</p> <p>Romolo Bardin brings to the Board of Directors his high-level expertise in terms of strategy, management and finance, acquired during these years.</p>
<p>Positions and terms of office held as of December 31, 2020</p> <p>Main position Chief Executive Officer of Delfin S.à r.l. (Luxembourg) EssilorLuxottica group companies</p> <p>Director</p> <ul style="list-style-type: none"> EssilorLuxottica* <p>External companies (non EssilorLuxottica group)</p> <p>Director</p> <ul style="list-style-type: none"> Assicurazioni Generali S.p.A. (Italy)* Covivio S.A. (France)* Delfin S.à r.l. (Luxembourg) Luxair S.A. (Luxembourg) <p>External companies (Delfin S.à r.l. group)</p> <p>Director</p> <ul style="list-style-type: none"> Aterno S.à r.l. (Luxembourg) DFR Investment S.à r.l. (Luxembourg) Fondazione Leonardo Del Vecchio (Italy) Vast Gain Limited Ltd S.à r.l. (Luxembourg) Immochapelle S.A. (Luxembourg) 	<p>Past positions and terms of office held over the past five years</p> <p>External companies (Covivio S.A. group)</p> <p>Director</p> <ul style="list-style-type: none"> Batisca S.A. Immeo Berlin I Immeo Berlin V Immeo Lux S.à r.l. Immeo Berlin Prime S.à r.l. Berlin Prime Commercial S.à r.l. Immeo Valore 4 S.à r.l. Immeo Valore 6 S.à r.l. Delfin Finance S.A.

(1) Appointment effective as of October 1, 2018, date of the Combination between Essilor International (Compagnie Générale d'Optique) and Luxottica.

* Listed company.

Governance – Information on Directors to be renewed or appointed

Information on Directors to be renewed or appointed

It is proposed to the Shareholders' Meeting to renew the mandate of Director of Juliette Favre.

Juliette Favre

Non-Independent Director

48 years old (Country of citizenship: France)

Number of shares:

6,270

Main position:

Strategic projects Executive, Global Operation Support of Essilor International

Business address:

81, boulevard Jean-Baptiste Oudry
94000 Créteil
France

First appointment as Director: October 1, 2018 ⁽¹⁾

Current term ends: Shareholders' Meeting 2021

Personal information – Experience and expertise

Juliette Favre is Strategic projects Executive, Global Operation Support at Essilor, after having launched the Lab 4.0 program at Satisloh (Essilor's Equipment division) and President of Valoptec Association. She began her career at SEITA as engineer in the industrial sector. She joined Essilor in 2000 on Europe distribution sector to manage organization and support projects. In 2005, she joined the Research and Development Department as project manager in charge of New Products. In 2007, she was sent to Singapore to provide technological advisory to Asia-Pacific zone, then to Bangkok in 2009 in charge of Asia industrial engineering teams. In 2012, she was appointed as Industrial Director and came back to France to ensure industrial development of the Instruments Division and implement new service activities with high added value by developing the customer service and the supply chain. She is member of the Strategy Committee and since January 28, 2021 she is also member of the CSR Committee of EssilorLuxottica.

Juliette Favre brings to the Board of Directors her deep familiarity with Essilor and its manufacturing and sales operations. She has been proposed as a candidate by Valoptec Association. Her membership of the Board of Directors is a strong signal of the importance EssilorLuxottica attaches to employee share ownership.

Positions and terms of office held as of December 31, 2020

Main position

Strategic projects Executive, Global Operation Support of Essilor International (SAS)

[EssilorLuxottica group companies](#)

Director

- EssilorLuxottica*
- Essilor International (SAS)

President of the Board of Directors

- Valoptec Association

President of the Supervisory Board

- Fonds Valoptec International

Past positions and terms of office held over the past five years

[EssilorLuxottica group companies](#)

Director

- Essilor International (Compagnie Générale d'Optique) ⁽¹⁾

(1) Term of office as Director of EssilorLuxottica entered into force as of October 1, 2018, date of completion of the Combination between Essilor International (Compagnie Générale d'Optique) and Luxottica. The expiration of her term of office as Director of Essilor International (Compagnie Générale d'Optique) was previously acknowledged by the Board of Directors of the Company on October 1, 2018.

* Listed company.

It is proposed to the Shareholders' Meeting to renew the mandate of Director of Francesco Milleri.

Francesco Milleri	
Chief Executive Officer ^(a) - Non-Independent Director	
<p>61 years old (Country of citizenship: Italy)</p> <p>Number of shares:</p> <p>1,000</p> <p>Main positions:</p> <p>CEO of EssilorLuxottica*</p> <p>Deputy Chairman and CEO of Luxottica Group S.p.A.</p> <p>Business address:</p> <p>EssilorLuxottica – 147, rue de Paris 94220 Charenton-Le-Pont France</p>	<p>First appointment as Director: October 1, 2018 ⁽¹⁾</p> <p>Current term ends: Shareholders' Meeting 2021</p> <hr/> <p>Personal information – Experience and expertise</p> <p>Francesco Milleri is Chief Executive Officer (CEO) of EssilorLuxottica and Deputy Chairman and CEO of Luxottica Group.</p> <p>He graduated with honors in Law at the University of Florence, where he worked as Assistant Professor of political economy, from 1984 until 1986. He later earned in 1987 an MBA in Business Administration with high merit at the school of management at the Bocconi University in Milan, followed by two years of specialization in Corporate Finance at the Stern School of Business at New York University as the assignee of the “Donato Menichella” scholarship from Banca d'Italia.</p> <p>Francesco Milleri began his career as a business consultant for Italian groups and multinationals in 1988. He gained international experience working in a variety of industries, from mechanics to consumer goods, from financial institutions to pharmaceuticals.</p> <p>Alongside business consulting activities, he founded in 1996 and developed for about 20 years a group of companies focused on technology and digital automation platforms.</p> <p>He is also Director of the Leonardo Del Vecchio Foundation and of IEO European Institute of Oncology.</p> <p>While maintaining his responsibilities at Luxottica, Francesco Milleri has been involved in the business combination between Essilor and Luxottica since January 2017. In close collaboration with Paul du Saillant and his teams, he has been actively working on advancing the integration and synergy plans of the two companies, most recently as co-executive delegate and currently as CEO of the Company. He is Chairman of the Strategy Committee.</p> <p>Francesco Milleri brings to the Board of Directors his extensive expertise as a strategist for global companies and his proven ability to futurize business through digital technology and infrastructure.</p>
<p>Positions and terms of office held as of December 31, 2020</p> <p>Main position</p> <p>Chief Executive Officer (CEO) of EssilorLuxottica ^{(a)*}</p> <p>EssilorLuxottica group companies</p> <p>Deputy Chairman and CEO of Luxottica Group S.p.A.</p> <p>Director</p> <ul style="list-style-type: none"> • EssilorLuxottica* • Luxottica of America Inc. (USA) <p>External companies (non EssilorLuxottica group)</p> <p>Director</p> <ul style="list-style-type: none"> • Istituto Europeo di Oncologia S.r.l. (Italy) • Fondazione Leonardo Del Vecchio (Italy) 	<p>Past positions and terms of office held over the past five years</p> <p>EssilorLuxottica group companies</p> <p>President</p> <ul style="list-style-type: none"> • Salmoiraghi & Viganò S.p.A. (Italy) <p>External companies (non EssilorLuxottica group)</p> <p>Sole Director</p> <ul style="list-style-type: none"> • Fast Immobiliare di Milleri Stefano e Francesco s.n.c. (Italy) <p>Director</p> <ul style="list-style-type: none"> • SO.GE.DI S.r.l. (Italy)

(a) Since December 17, 2020.

(1) Appointment effective as of October 1, 2018, date of the Combination between Essilor International (Compagnie Générale d'Optique) and Luxottica.

* Listed company.

Governance – Information on Directors to be renewed or appointed

Information on Directors to be renewed or appointed

It is proposed to the Shareholders' Meeting to renew the mandate of Director of Paul du Saillant.

Paul du Saillant

Deputy Chief Executive Officer ^(a) - Non-Independent Director ^(b)

62 years old (Country of citizenship: France)	First appointment as Director: March 30, 2020
Number of shares:	Current term ends: Shareholders' Meeting 2021
306,519	
Main positions:	Personal information – Experience and expertise
Deputy Chief Executive Officer of EssilorLuxottica* (since December 17, 2020)	Paul du Saillant is Deputy Chief Executive Officer (Deputy CEO) of EssilorLuxottica and Chairman and CEO of Essilor.
Chairman and Chief Executive Officer of Essilor International (since December 17, 2020)	He joined Essilor in 2008, after 20 years spent at Air Liquide, where he held operational and strategic leadership roles in the United States and Europe, across a wide range of fields including R&D and engineering. Prior to that, Paul du Saillant served for 5 years as Managing Director of Belgian Group Lhoist.
Business address:	Over 12 years at Essilor, he has been responsible for managing key corporate functions of the Group. In July 2010, when Hubert Sagnières became CEO, he was appointed Chief Operating Officer alongside Laurent Vacherot. He was responsible for both large geographic zones (Europe, Asia and Latin America) and cross-functional global functions (Human Resources, R&D, industrial activities, transformation program, IT, etc.), then of Essilor's Lens business since 2017.
EssilorLuxottica – 147, rue de Paris	While maintaining his responsibilities at Essilor, Paul du Saillant has been involved in the business combination between Essilor and Luxottica since January 2017. In close collaboration with Francesco Milleri and his teams, he has been actively working on advancing the integration and synergy plans of the two companies, most recently as co-executive delegate and currently as Deputy CEO of the Company. He was appointed as Deputy CEO of EssilorLuxottica in December 2020. He is member of the EssilorLuxottica Strategy Committee.
94220 Charenton-Le-Pont	Paul du Saillant brings to the Board 35 years of international experience in world-class groups with successful long-term strategy, values and global/local presence. He contributes detailed knowledge of optical industry, markets and technology as well as human and sustainability aspects.
France	

Positions and terms of office held as of December 31, 2020

Main position

Deputy Chief Executive Officer of EssilorLuxottica ^{(a)*}

EssilorLuxottica group companies

Chairman and Chief Executive Officer of Essilor International
Director

- Nikon Essilor Corporation (Japan)

Past positions and terms of office held over the past five years

EssilorLuxottica group companies

Deputy Chief Executive Officer

Chief Operating Officer

Chief Strategy Officer

- Essilor International

(a) Since December 17, 2020.

(b) Starting from March 30, 2020.

* Listed company.

It is proposed to the Shareholders' Meeting to renew the mandate of Director of Cristina Scocchia.

Cristina Scocchia	
Independent Director	
<p>47 years old (Country of citizenship: Italy)</p> <p>Number of shares:</p> <p>1,000</p> <p>Main position:</p> <p>Chief Executive Officer of Kiko S.p.A. (Italy)</p> <p>Business address:</p> <p>Via Paleocapa 20 24122 Bergamo Italy</p>	<p>First appointment as Director: October 1, 2018 ⁽¹⁾</p> <p>Current term ends: Shareholders' Meeting 2021</p> <hr/> <p>Personal information – Experience and expertise</p> <p>Cristina Scocchia is member of the Board of Directors of EssilorLuxottica, and Illycaffè S.p.A. After graduating with full marks in Management of International Firms at Luigi Bocconi University, she completed a PhD in Business Administration at the University of Torino.</p> <p>She started her career at Procter&Gamble, where since 1997 she held positions of increasing responsibility working on mature and emerging markets until she was appointed in September 2012 as Cosmetics International Operations Division leader, with the responsibility of supervising the brands in her portfolio in over 70 countries throughout the world. From 2014 to 2017, she served as Chief Executive Officer of L'Oréal Italia S.p.A. and she led the return to growth of the company in a challenging economic environment. From 2016 to 2017, she also acted as Chairwoman of the same company. Since July 2017 she has acted as Chief Executive Officer of Kiko S.p.A. In June 2019 she was awarded the Légion d'honneur.</p> <p>Cristina Scocchia is member of the CSR Committee of EssilorLuxottica and, since May 15, 2019, of the Strategy Committee.</p> <p>Cristina Scocchia brings to the Board of Directors her extensive expertise in terms of strategy and management acquired during these years.</p>
<p>Positions and terms of office held as of December 31, 2020</p> <p>Main position</p> <p>Chief Executive Officer of Kiko S.p.A. (Italy)</p> <p>EssilorLuxottica Group companies</p> <p>Director</p> <ul style="list-style-type: none"> • EssilorLuxottica* <p>External companies (non EssilorLuxottica group)</p> <p>Director</p> <ul style="list-style-type: none"> • Illycaffè S.p.A. (Italy) 	<p>Past positions and terms of office held over the past five years</p> <p>EssilorLuxottica Group companies</p> <p>Director</p> <ul style="list-style-type: none"> • Luxottica Group S.p.A. (Italy) – expiry April 2019 <p>External companies (non EssilorLuxottica group)</p> <p>Chairwoman and Chief Executive Officer</p> <ul style="list-style-type: none"> • L'Oréal Italia S.p.A. (Italy) <p>Director</p> <ul style="list-style-type: none"> • Valtur S.p.A. (Italy) - resignation January 2018 • Elica S.p.A. (Italy)* • Pirelli S.p.A. (Italy)* - expiry June 2020

(1) Appointment effective as of October 1, 2018, date of the Combination between Essilor International (Compagnie Générale d'Optique) and Luxottica.

* Listed company.

Governance – Information on Directors to be renewed or appointed

Information on Directors to be renewed or appointed

It is proposed to the Shareholders' Meeting to appoint Jean-Luc Biamonti as Director.

Jean-Luc Biamonti

Proposed as Independent Director

67 years old (Country of citizenship: Principality of Monaco)

Number of shares:

1,000

Main position:

Chairman and CEO of Monte-Carlo Société des Bains de Mer (Principality of Monaco)

Business address:

8, rue du Gabian – 98000 Monaco

Principality of Monaco

Personal information – Experience and expertise

Jean-Luc Biamonti is CEO of Monte-Carlo Société des Bains de Mer, where he has been a Board Director since 1985 and Chairman of the Board since 1995. He is also a Director of Covivio.

After graduating from Essec Business School (Paris) and Columbia University – Business School, Jean-Luc Biamonti started his career at Nestlé in 1979. He then moved to investment banking joining successively The First Boston Corporation, Wasserstein Perella and Crédit Lyonnais Security.

In 1993, Jean-Luc Biamonti joined Goldman Sachs where he was successively responsible for investment banking activities in France and in Belgium, and for retail and consumer goods industry in Europe. He was also a partner in the firm.

In 2009, Jean-Luc Biamonti founded Calcium Capital, a private equity firm.

Jean-Luc Biamonti would bring to the Board of Directors his international expertise in retail and luxury goods.

Positions and terms of office held as of December 31, 2020

Main position

Chairman and CEO of Monte-Carlo Société des Bains de Mer (Principality of Monaco)

External companies (non EssilorLuxottica group)

Director

- Covivio S.A. (France)*

Partner and Chairman of the Strategic Committee

- Calcium Capital

Past positions and terms of office held over the past five years

External companies (non EssilorLuxottica group)

Director, Chairman of the Audit Committee and Member of the Remunerations and Nominations Committee

- Covivio S.A. (France)*

Chairman of the Administration Committee

- Betclic Everest Group (a 50% subsidiary company of Monte-Carlo Société des Bains de Mer)

* Listed company.

It is proposed to the Shareholders' Meeting to appoint Marie-Christine Coisne-Roquette as Director.

Marie-Christine Coisne-Roquette

Proposed as Independent Director

65 years old (Country of citizenship: France)

Number of shares:

0

Main position:

Chairperson of Sonepar Group and Colam Entreprendre (France)

Business address:

25, rue d'Astorg

75008 Paris

France

Personal information – Experience and expertise

Marie-Christine Coisne-Roquette is Chairperson of Sonepar Group and Colam Entreprendre. Sonepar is the worldwide leader of electrical equipment.

She has been a member of the Board of Directors of Total since 2011, where she currently serves as its Lead Director.

Marie-Christine Coisne-Roquette started her career as an attorney in 1981 at the Paris and New York bars. In 1984, she joined the Board of Directors of the family holding, Colam Entreprendre, and subsequently acted as Chairperson of both the Colam Entreprendre Executive Board and the Sonepar Supervisory Board.

As of 2002, she has been Chairperson and CEO of Sonepar, then Chairperson of the Board of Sonepar before becoming Chairperson of Sonepar SAS in May 2016. Marie-Christine Coisne-Roquette served the MEDEF (France's main employers' association) as Executive Committee member (2000-2013) and was the Chairperson of the Tax Commission from 2005 to 2013. She was also a member of the Economic, Social and Environmental Council (2013-2015).

Marie-Christine Coisne-Roquette would bring to the Board of Directors her extensive international expertise in terms of strategy and management ability acquired during all her career.

Positions and terms of office held as of December 31, 2020

Main position

Chairperson of Sonepar SAS and Colam Entreprendre S.A. (France)

External companies (non EssilorLuxottica group)

Lead Director and Chairperson of Ethics and Governance

- Total (France)*

Past positions and terms of office held over the past five years

External companies (non EssilorLuxottica group)

Chairperson

- Sonepar SAS (France)

Chairperson

- Colam Entreprendre S.A. (France)

* Listed company.

Governance – Information on Directors to be renewed or appointed

Information on Directors to be renewed or appointed

It is proposed to the Shareholders' Meeting to appoint José Gonzalo as Director.

José Gonzalo

Proposed as Independent Director

55 years old (Country of citizenship: France)

Number of shares:

0

Main position:

Executive Director of Direct Investment in Small, Medium and Large Companies of Bpifrance Investissement (France)

Business address:

6/8, boulevard Haussmann
75009 Paris
France

Personal information – Experience and expertise

José Gonzalo is Executive Director of Direct Investment in Small, Medium and Large Companies of Bpifrance, with a portfolio representing 25 billion Euro in asset management. He is also a Board and Audit Committee member of CMA-CGM and a Board member of Paprec and Total Eren.

A graduate of Sciences Po Paris and the University Paris Dauphine, he has 27 years of experience in mergers and acquisitions. After starting his career in the M&A department of La Compagnie Financière Rothschild, he joined the Orange Group where he held several executive positions.

Between 2009 and 2014, José Gonzalo served as Capgemini's Head of Mergers and Acquisitions.

José Gonzalo would bring to the Board of Directors his extensive expertise and practice in terms of strategy, merger and acquisitions and management acquired during many years.

Positions and terms of office held as of December 31, 2020

Main position

Executive Director of Direct Investment in Small, Medium and Large Companies of Bpifrance Investissement (France)

External companies (non EssilorLuxottica group)

Board & Audit Committee Member

- CMA-CGM*

Board Member

- Paprec
- Total Eren
- Limagrain (resignation in December 2020)

Past positions and terms of office held over the past five years

External companies (non EssilorLuxottica group)

Director

- Avril

* Listed company

It is proposed to the Shareholders' Meeting to appoint Swati A. Piramal as Director.

Swati A. Piramal

Proposed as Independent Director

64 years old (Country of citizenship: India)

Number of shares:

0

Main position:

Vice Chairperson of Piramal Enterprises Limited (India)*

Business address:

Piramal Tower,
Ganpatrao Kadam Marg,
Lower Parel, Mumbai
40013 - India

Personal information – Experience and expertise

Swati Piramal is Vice Chairperson of Piramal Enterprises, a leading Indian multinational company in healthcare, financial services and information management.

A medicine graduate from the Mumbai University and Harvard Business School, Swati Piramal has used her background in public health and business to change the trajectory of healthcare, education, and public policy in India. One of India's leading scientists and industrialists, she is also involved in public health and innovation.

As the Director of the Piramal Foundation, Swati Piramal helps promote health in rural India, women's empowerment and community education.

She was also the first woman president of India's Apex Chamber of Commerce in 90 years, helping to influence important public policies and governance. She served as an adviser to the Indian Prime Minister in science, technology and economic policy.

Furthermore, Swati Piramal is currently in the Board of Directors of Allergan India Pvt. Ltd. (since 2001) and Nestlé India Limited (since 2020). Since 2019, she is also a member of SIDRA Board of Governors.

Piramal would bring to the Board her experience in healthcare, financial services, manufacturing and academic general management with long terms perspectives, as well as a knowledge of the Indian market.

Positions and terms of office held as of December 31, 2020

Main position

Vice Chairperson of Piramal Enterprises Limited (India)*

External companies (non EssilorLuxottica group)

Director

- Nestlé India Limited*

Past positions and terms of office held over the past five years

External companies (non EssilorLuxottica group)

Director

- The Piramal Art Foundation
- Piramal Critical Care Limited
- Piramal Healthcare (Canada) Limited

* Listed company.

Governance – Information on Directors to be renewed or appointed

Information on Directors to be renewed or appointed

It is proposed to the Shareholders' Meeting to appoint Nathalie von Siemens as Director.

Nathalie von Siemens

Proposed as Independent Director

49 years old (Country of citizenship: Germany)

Number of shares:

0

Main position:

Member of Supervisory Boards of Siemens AG*, Siemens Healthineers AG*, Siemens Healthcare GmbH, Messer Group GmbH and TÜV Süd AG (Germany)

Business address:

Straße der Einheit 86
D-14548 Schwielowsee
Germany

Personal information – Experience and expertise

Nathalie von Siemens is a member of the Supervisory Boards of Siemens AG, Siemens Healthineers AG, Siemens Healthcare GmbH, Messer Group GmbH and TÜV Süd AG.

She also serves boards of trustees and boards of directors in charitable, non for profit and public organizations.

From 2013 to March 2020, Nathalie von Siemens was the Managing Director and Spokesperson of the Board of Siemens Stiftung. Siemens Stiftung operates in the fields of development cooperation, education, and culture.

Before that, Nathalie von Siemens worked at Siemens AG in the areas of leadership development, corporate strategy, investor relations and corporate communications.

Nathalie von Siemens holds a Ph.D. in philosophy and previously worked in the academic sector.

Nathalie von Siemens would bring to the Board her experience in governing bodies of global leading companies active in various industries as well as expertise in terms of management in impact-oriented philanthropy.

Positions and terms of office held as of December 31, 2020

Main position

Member of Supervisory Boards of Siemens AG*, Siemens Healthineers AG*, Siemens Healthcare GmbH, Messer Group GmbH and TÜV Süd AG (Germany)

External companies (non EssilorLuxottica group)

Member of Board of Trustees

- Siemens Stiftung

Managing Director

- Von Siemens Vermögensverwaltung GmbH

Past positions and terms of office held over the past five years

External companies (non EssilorLuxottica group)

Managing Director and Spokesperson of the Board

- Siemens Stiftung

* Listed company.

It is proposed to the Shareholders' Meeting to appoint Andrea Zappia as Director.

Andrea Zappia	
Proposed as Independent Director	
<p>57 years old (Country of citizenship: Italy)</p> <p>Number of shares:</p> <p>o</p> <p>Main position:</p> <p>EVP and CEO New Markets & Businesses of Sky Group</p> <p>Business address:</p> <p>Grant Way, Isleworth, Middlesex TW7 5QD United Kingdom</p>	<p>Personal information – Experience and expertise</p> <p>Andrea Zappia is EVP and CEO New Markets & Business of Sky Group. His responsibility expands also over SkyStudios and SkyNews. As of May 2021, he will also be a member of the Board of Directors of MCH Group.</p> <p>After graduating in Economics, Andrea Zappia started his career at Procter & Gamble where he became European Group Marketing Manager. From 1996 to 2001, he was Global Sales and Marketing Director of Ferrari and Maserati; from 2001 to 2003, he was Vice President Marketing and Product Development worldwide of Fila.</p> <p>Subsequently, he held several managerial positions: Vice President, Marketing, Promotion and Business Development of Sky Italia (from 2003 to 2007); Vice President Sport Channels of the Italian pay-tv (from 2007 to 2010); Managing Director Customer Group of BskyB (from 2010 to 2011).</p> <p>From August 2011 to November 2018, Andrea Zappia was CEO of Sky Italia. He also served as member of the Board of Directors of Luxottica from April 2015 to April 2020.</p> <p>Andrea Zappia would bring to the Board of Directors his extensive expertise in terms of strategy and management acquired during these years in key industrial sectors.</p>
<p>Positions and terms of office held as of December 31, 2020</p> <p>Main position</p> <p>EVP and CEO New Markets & Businesses of Sky Group</p> <p>External companies (non EssilorLuxottica group)</p> <p>Director (as of April 2021)</p> <ul style="list-style-type: none"> • MCH Group 	<p>Past positions and terms of office held over the past five years</p> <p>EssilorLuxottica group companies</p> <p>Director</p> <ul style="list-style-type: none"> • Luxottica Group S.p.A. <p>External companies (non EssilorLuxottica group)</p> <p>Chief Executive Officer</p> <ul style="list-style-type: none"> • Sky Italia

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REPORT ON THE COMPENSATION POLICY FOR EXECUTIVE CORPORATE OFFICERS

Please refer to Section 2.3 of the 2020 Universal Registration Document (pages 105 to 142).

8

SUMMARY TABLE OF CURRENTLY VALID DELEGATIONS

The table below summarizes the current delegations granted by the Shareholders' Meetings of November 29, 2018, May 16, 2019, and June 25, 2020 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	Use as of 12/31/2020
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⁾	May 16, 2019 (15 th)	26 months (July 15, 2021) This delegation was terminated early on June 25, 2020	0.5% of the share capital (at the date of issue)	0.06%
Increase in share capital reserved to employees (members of a Company savings plan) ⁽¹⁾	June 25, 2020 (12 th)	26 months (August 24, 2022)	0.5% of the share capital (at the date of issue)	0.07%
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)	2.5% of the share capital (at the award date)	1.42% (1.60% including shares granted as a replacement of Luxottica cash retention plan)
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)	0.09%
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)	0.18%

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

Summary table of currently valid delegations

Type of delegation	Date of Shareholders' Meeting (resolution No.)	Duration (Date of expiration)	Maximum authorized amount	Use as of 12/31/2020
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)	5% of the share capital at the date of the General Meeting, i.e. May 16, 2019	None
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)	€500 million	None
BUYBACK BY THE COMPANY OF ITS OWN SHARES				
Purchase by the Company of its own shares	November 29, 2018 (4 th)	18 months (May 28, 2020)	10% of the share capital at the date of purchase	0.35%
Purchase by the Company of its own shares	June 25, 2020 (11 th)	18 months (December 24, 2021)	10% of the share capital at the date of purchase	None
REDUCTION IN THE SHARE CAPITAL BY CANCELLATION OF SHARES				
Cancellation of shares acquired by the Company under Article L. 225-109 of the French Commercial Code	November 29, 2018 (5 th)	26 months (January 28, 2021) This delegation was terminated early on June 25, 2020	10% of the share capital at the date of cancellation by 24-month periods	None
Cancellation of shares acquired by the Company under Article L. 225-109 (now Article L. 22-10-62) of the French Commercial Code	June 25, 2020 (13 th)	26 months (August 24, 2022)	10% of the share capital at the date of cancellation by 24-month periods	None

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REQUEST FOR DOCUMENTS AND INFORMATION



Ordinary and Extraordinary Shareholders' Meeting of May 21, 2021

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: 2021.

If you wish to receive the documents and information, all requests must be sent to:

BNP PARIBAS
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.



ESSILORLUXOTTICA

EssilorLuxottica

Joint stock company with a capital of 79,020,116.64 euros – 712 049 618 RCS Créteil

Headquarter: 1-5 rue Paul Cézanne – 75008 Paris – France

Registered office: 147 rue de Paris – 94220 Charenton-Le-Pont – France

www.essilorluxottica.com