

Notice of Meeting

Ordinary and Extraordinary Shareholders' Meeting

Wednesday, May 17, 2023 at 10:30am

3 Mazarium, 23 quai de Conti

75006 Paris – France

EssilorLuxottica

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Useful contacts

EssilorLuxottica:

Investor Relations

Phone number:

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

E-mail address:

ir@essilorluxottica.com

Centralising bank of the Shareholders' Meeting:

Uptevia

Postal address:

Uptevia
Assemblées Générales
Les Grands Moulins de Pantin
9, rue du Débarcadère
93761 Pantin Cedex

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

Website:

<https://planetshares.uptevia.pro.fr>

Deadlines to remember

March 15

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

April 28 – 10:00 am⁽¹⁾

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

May 13

Deadline for Uptevia to receive the voting form by mail.

May 15 – 00:00 am⁽¹⁾

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

May 16 – 3:00 pm⁽¹⁾

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

May 17 – 10:30 am⁽¹⁾

Ordinary and Extraordinary Shareholders' Meeting.

(1) CEST

1

Agenda

For the Ordinary Meeting

1. Approval of the 2022 Company financial statements;
2. Approval of the 2022 consolidated financial statements;
3. Allocation of earnings and setting of the dividend;
4. Ratification of the cooptation of Mario Notari as Director in replacement of Leonardo Del Vecchio who passed away on June 27, 2022;
5. Agreements falling within the scope of Articles L.225-38 and subsequent of the French Commercial Code;
6. Approval of the report on the compensation and benefits in kind paid in 2022 or awarded in respect of 2022 to corporate officers;
7. Approval of the fixed, variable and exceptional components comprising the total compensation and benefits in kind paid in 2022 or awarded in respect of 2022 to the Chairman of the Board of Directors for the period from January 1 to June 27, 2022;
8. Approval of the fixed, variable and exceptional components comprising the total compensation and benefits in kind paid in 2022 or awarded in respect of 2022 to Francesco Milleri, Chief Executive Officer until June 27, 2022, and then Chairman and Chief Executive Officer;
9. Approval of the fixed, variable and exceptional components comprising the total compensation and benefits in kind paid in 2022 or awarded in respect of 2022 to Paul du Saillant, Deputy Chief Executive Officer;
10. Approval of the compensation policy applicable to the members of the Board of Directors for the fiscal year 2023;
11. Approval of the compensation policy applicable to the Chairman and Chief Executive Officer for the fiscal year 2023;
12. Approval of the compensation policy applicable to the Deputy Chief Executive Officer for the fiscal year 2023;
13. Authorization to be granted to the Board of Directors to proceed with the purchase of Company's own ordinary shares.

For the Extraordinary Meeting

14. Authorization to be granted to the Board of Directors to reduce the share capital by cancelling Company treasury shares;
15. Delegation of authority granted to the Board of Directors entailing a capital increase by capitalization of premiums, reserves, profits or other rights;
16. Delegation of authority granted to the Board of Directors to issue shares and securities entailing a share capital increase, with preferential subscription rights;
17. Delegation of authority granted to the Board of Directors to issue, with cancellation of existing shareholders' preferential subscription rights, securities giving access to the share capital, immediately or in the future, by way of an offer to the public as provided for in Article L.411-2-1°, of the French Monetary and Financial Code;
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.

For the Ordinary Meeting

19. Powers to carry out formalities.

2

How to participate in the Shareholders' Meeting

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

Shareholders wishing to attend the Shareholders' Meeting, 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., **Monday, May 15, 2023 at 00:00 am CEST**, effectively on Friday, May 12, 2023 at the end of the accounting day):

- **For registered shareholders:**

Through the listing of their shares on the Company registers held by Uptevia.

- **For bearer shareholders:**

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

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

UPTEVIA

Assemblées Générales

Les Grands Moulins de Pantin
9, rue du Débarcadère
93761 Pantin Cedex

2. Ways of participating in the meeting

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

Monday, May 15, 2023 at 00:00 am (CEST), i.e., midnight on Friday, May 12, 2023.

To PARTICIPATE⁽¹⁾, shareholders are requested to:



VOTE BY MAIL

Return the voting form by mail

The form must be received by

Saturday, May 13, 2023

See instructions on page 6

OR



VOTE online

Go online and select "voting instructions"

Deadline:

Tuesday, May 16, 2023 at 3:00 pm CEST

See instructions on page 6

If you decide to vote online, you must not send your paper voting form back and vice versa. The voting website will open on **Friday, April 28, 2023 at 10:00 am CEST** and will give you the same options as the paper voting form.

You have the option of:

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

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

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

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

• If you are a registered shareholder:

If you hold registered shares, you may:

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

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

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

• If you are a bearer shareholder:

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

If you have not received your admission card by May 15, 2023, you will need to ask your intermediary to issue an attendance certificate, which will enable you to prove your status as a shareholder at this date to be admitted to the meeting.

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

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

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

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

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

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

Appointing a proxy

Designated proxy holder

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

- **by regular mail**, either sent directly using the paper voting form for registered shareholders or sent by the authorized intermediary holding the securities account for bearer shareholders. The notice must be received by Uptevia at least three calendar days preceding the Shareholders' Meeting, i.e., on May 13, 2023 (May 14 being a Sunday) at the latest;
- **online**, by connecting to the website <https://planetshares.uptevia.pro.fr> (if you are a registered shareholder or if you hold shares through a dedicated employee share ownership fund, i.e., "FCPE") or to your financial intermediary's portal (if you are a bearer shareholder and if the financial intermediary managing your shares has joined the "Votaccess" system and offers this service for this Shareholders' Meeting), according to the instructions in the box on page 6, at the latest on May 16, 2023 at 3:00 pm CEST.

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

You may notify your choice as described above (i) by mail at the latest the third day preceding the Shareholders' Meeting (i.e., on May 13, 2023; May 14 being a Sunday) or (ii) online by May 16, 2023 at 3:00 pm CEST. The Chairman of the meeting will vote in favor of the adoption of the proposed resolutions presented or agreed to by the Board of Directors and vote against the adoption of any other proposed resolutions.

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

2 How to participate in the Shareholders' Meeting

Ways of participating in the meeting

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

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 Uptevia 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 Uptevia, accompanied by an attestation evidencing your quality as shareholder.

Any request for the postal voting form will have to be received at least six days before the Shareholders' Meeting, *i.e.*, no later than **Thursday, May 11, 2023**.

In any case, the duly completed and signed personal voting form, accompanied by the attestation evidencing your status as a shareholder, will have to be received by Uptevia (at the address previously mentioned) at least three calendar days before the date of the Shareholders' Meeting, that is by **Saturday, May 13, 2023 (May 14 being a Sunday)**.

Online voting on the resolutions

- **If you are a registered shareholder, pure or administrated**, by connecting to the website <https://planetshares.uptevia.pro.fr>
- **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.uptevia.pro.fr> (see the instructions described in the following box).

HOW TO CONNECT AND GIVE VOTING INSTRUCTIONS VIA THE INTERNET

EssilorLuxottica makes a dedicated voting online space available to its shareholders prior to the meeting, in accordance with the provisions of Article R.225-61 of the French Commercial Code. This online space is available through the Uptevia website ("Planetshares") where the shareholders will be able to access the secure platform "Votaccess". There, you will be offered the options to: give a proxy to the Chairman of the meeting or to another person or to vote on the resolutions.

The "Votaccess" online voting platform will be open from Friday, April 28, 2023 at 10:00 am, to Tuesday, May 16, 2023 at 3:00 pm (CEST).

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

• If you are a pure registered shareholder:

Connect to Planetshares website <https://planetshares.uptevia.pro.fr>

1. On Planetshares' homepage insert the 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 joined to the convening notice sent to you by mail. If you have lost or forgotten your identifier or password please contact: +33 1 40 14 46 68.
2. Fill in your usual password. If you lost it, follow the recovery procedure online and you will receive it 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 on "Take part in the Shareholders' Meeting for your shares" and you will be redirected to "Votaccess". Then, using your access code and your password, please 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.uptevia.pro.fr>

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 joined to the convening notice sent to you by mail.
2. Fill in your usual password. If you lost it, follow the recovery procedure online and you will receive it 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 on "Take part in the Shareholders' Meeting for your shares" and you will be redirected to "Votaccess". Then, using your access code and your password, please follow the instructions displayed on the screen to cast your vote.

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

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

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

Connect to the Planetshares website <https://planetshares.uptevia.pro.fr>

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

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

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

However, if the sale occurs before Monday, May 15, 2023 at 0:00 am CEST, the Company will invalidate or modify any vote cast remotely, proxy or attestation evidencing your quality as shareholder, as the case may be. In such cases, the authorized intermediary holding the account will inform the Company or its registrar of the sale and transmit the necessary information.

No sale or any other action taken or carried out after Monday, May 15, 2023 at 00:00 am CEST, by whatever means used, will be recorded by the authorized intermediary or taken into consideration by the Company, notwithstanding any agreement to the contrary.

3. How to submit written questions and find information

3.1 Submitting written questions

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

147 rue de Paris, 94220 Charenton-le-Pont either by registered letter with return receipt 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 (Thursday, May 11, 2023). They must be accompanied by an attestation evidencing your status as shareholder.

3.2 Finding information

Let us reduce CO₂ emissions by printing less!

- Legal requirements give registered shareholders the option of receiving their notice of meeting and/or documents for the Shareholders' Meeting by e-mail (e-notice). To select this option, you simply need to connect to <https://planetshares.uptevia.pro.fr> and tick the box "e-notices for Shareholders' Meetings" in the menu "My e-Services" under "My Account".
- Registrations made until April 12, 2023 included are valid for this year's Shareholders' Meeting. As from April 13, 2023, any registration will be valid for future Shareholders' Meetings.

- All documents related to the Shareholders' Meetings will be available to the shareholders 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 (www.essilorluxottica.com) no less than twenty-one days before the meeting (that is, on Wednesday, April 26, 2023).

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 31.

(1) Publication of the preliminary notice of meeting in the *Bulletin des annonces légales obligatoires* (BALO) on March 15, 2023 (available on the website www.essilorluxottica.com).

4. Notice of participating linked to temporary ownership of shares (securities lending)

Under the 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 midnight CEST on the second business day preceding the Shareholders' Meeting (on **Monday, May 15, 2023** at 00:00 am CEST).

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

Without such declaration prior to the meeting, 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 declaration must include the following information:

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

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

3

How to fill in the voting form

Step 1

Request an admission card to attend the Meeting.

Vote on the resolutions by correspondence.

OR

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

OR

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

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

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

EssilorLuxottica

S.A au capital de 80 583 881,94 €
 Siège Social: 147 Rue de Paris
 94220 CHARENTON-LE-PONT
 712 049 618 RCS CRETEIL

ASSEMBLÉE GÉNÉRALE MIXTE DES ACTIONNAIRES
 Convoquée le 17 mai 2023 à 10h30
 au 3 Mazarium, 23 quai de Commerce 75006 PARIS.

COMBINED GENERAL MEETING FOR THE SHAREHOLDERS
 To be held on May 17, 2023 at 10:30 am
 at 3 Mazarium, 23 quai de Commerce 75006 PARIS

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

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

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

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

| | | | | | | | | | |
|----------|--------------------------|--------------------------|--------------------------|--------------------------|--------------------------|--------------------------|--------------------------|--------------------------|--------------------------|
| 1 | 2 | 3 | 4 | 5 | 6 | 7 | 8 | 9 | 10 |
| Non / No | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Abs. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

| | | | | | | | | | |
|----------|--------------------------|--------------------------|--------------------------|--------------------------|--------------------------|--------------------------|--------------------------|--------------------------|--------------------------|
| 11 | 12 | 13 | 14 | 15 | 16 | 17 | 18 | 19 | 20 |
| Non / No | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Abs. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

| | | | | | | | | | |
|----------|--------------------------|--------------------------|--------------------------|--------------------------|--------------------------|--------------------------|--------------------------|--------------------------|--------------------------|
| 21 | 22 | 23 | 24 | 25 | 26 | 27 | 28 | 29 | 30 |
| Non / No | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Abs. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

| | | | | | | | | | |
|----------|--------------------------|--------------------------|--------------------------|--------------------------|--------------------------|--------------------------|--------------------------|--------------------------|--------------------------|
| 31 | 32 | 33 | 34 | 35 | 36 | 37 | 38 | 39 | 40 |
| Non / No | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Abs. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

| | | | | | | | | | |
|----------|--------------------------|--------------------------|--------------------------|--------------------------|--------------------------|--------------------------|--------------------------|--------------------------|--------------------------|
| 41 | 42 | 43 | 44 | 45 | 46 | 47 | 48 | 49 | 50 |
| Non / No | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Abs. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

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

| | | |
|-----------|--------------------------|--------------------------|
| Oui / Yes | <input type="checkbox"/> | <input type="checkbox"/> |
| Non / No | <input type="checkbox"/> | <input type="checkbox"/> |
| Abs. | <input type="checkbox"/> | <input type="checkbox"/> |

| | | |
|-----------|--------------------------|--------------------------|
| Oui / Yes | <input type="checkbox"/> | <input type="checkbox"/> |
| Non / No | <input type="checkbox"/> | <input type="checkbox"/> |
| Abs. | <input type="checkbox"/> | <input type="checkbox"/> |

| | | |
|-----------|--------------------------|--------------------------|
| Oui / Yes | <input type="checkbox"/> | <input type="checkbox"/> |
| Non / No | <input type="checkbox"/> | <input type="checkbox"/> |
| Abs. | <input type="checkbox"/> | <input type="checkbox"/> |

| | | |
|-----------|--------------------------|--------------------------|
| Oui / Yes | <input type="checkbox"/> | <input type="checkbox"/> |
| Non / No | <input type="checkbox"/> | <input type="checkbox"/> |
| Abs. | <input type="checkbox"/> | <input type="checkbox"/> |

| | | |
|-----------|--------------------------|--------------------------|
| Oui / Yes | <input type="checkbox"/> | <input type="checkbox"/> |
| Non / No | <input type="checkbox"/> | <input type="checkbox"/> |
| Abs. | <input type="checkbox"/> | <input type="checkbox"/> |

| | | |
|-----------|--------------------------|--------------------------|
| Oui / Yes | <input type="checkbox"/> | <input type="checkbox"/> |
| Non / No | <input type="checkbox"/> | <input type="checkbox"/> |
| Abs. | <input type="checkbox"/> | <input type="checkbox"/> |

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

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

☐ **A3** JE DONNE POUVOIR A : Cf. au verso (4)
I HEREBY APPOINT : See reverse (4)
 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 (Changes regarding this information have to be notified to 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 noircissant la case correspondante :
 In case amendments or new resolutions are proposed during the meeting, I vote NO unless I indicate another choice by shading the corresponding box:

- Je donne pouvoir au Président de l'Assemblée Générale. // I appoint the Chairman of the general meeting. ☐

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

- Je donne procuration [cf. au verso renvoi (4)] à M., Mme ou Mlle, Raison Sociale pour voter en mon nom ☐

- J'appoint [see reverse (4)] Mr, Mrs or Miss, Corporate Name to vote on my behalf ☐

Pour être pris en considération, tout formulaire doit parvenir au plus tard :
 To be considered, this completed form must be returned no later than :

à / to : Uptevia Service Assemblées Les Grands Moulins 9 rue du Debarcadere 93761 Pantin Cedex

sur 1^{ère} convocation / on 1st notification 13 mai 2023 / May 13rd, 2023

sur 2^{ème} convocation / on 2nd notification

Date & Signature

« Si le formulaire est renvoyé daté et signé mais qu'aucun choix n'est coché (carte d'admission / vote par correspondance / pouvoir au président / pouvoir à mandataire), cela vaut automatiquement pouvoir au Président de l'Assemblée Générale »
 "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 as a proxy to the Chairman of the General Meeting"

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 Uptevia **before May 13, 2023 (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 Uptevia **before May 13, 2023 (deadline for receipt)**.

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

Ordinary and Extraordinary Shareholders' Meeting May 17 2023 EssilorLuxottica

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Proposed resolutions

Ordinary resolutions

RESOLUTIONS 1 TO 3:

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

The **first and second resolutions** relate to the approval of:

- the parent company financial statements for the financial year ending on December 31, 2022;
- the consolidated financial statements for the financial year ending on December 31, 2022.

The **third resolution** relates to the allocation of earnings.

A dividend of €3.23 per share is submitted to the Shareholders' Meeting.

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

The ex-date will be May 22, 2023, and the final dividend will be paid – or the shares issued – on June 13, 2023.

FIRST RESOLUTION

(Approval of the 2022 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, 2022 prepared according to French accounting standards, showing a net loss of €101,268,165.81, approves the 2022 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 on December 31, 2022, 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 2022 consolidated 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 Auditors' Report on the consolidated financial statements for the year ending December 31, 2022,

showing a net profit of €2,280,740 thousands, of which €2,152,391 thousands are attributable to the Group, approves the 2022 consolidated financial statements and the transactions reflected in these statements or summarized in the Board of Directors' and the Statutory Auditors' reports.

THIRD RESOLUTION**(Allocation of earnings and setting of the dividend)**

The Shareholders' Meeting, acting under the conditions of quorum and majority required for ordinary shareholders' meetings, allocates the net loss of the financial year, i.e., €101,268,165.81 to "Other reserves".

The Shareholders' Meeting resolves that the dividend in respect of the fiscal year ended on December 31, 2022 will amount to €3.23 per ordinary share constituting the Company's capital and carrying dividend rights.

| | |
|---|--------------------------|
| <i>In €</i> | |
| Net loss of the year | (101,268,165.81) |
| Allocation to Other reserves | 101,268,165.81 |
| DISTRIBUTABLE NET INCOME | - |
| Share premium | 1,702,408,236.42 |
| Contribution share premium | 21,333,017,600.14 |
| Other share premium | 76,166,039.93 |
| Other reserves (after allocation of the net loss of the year) | 278,728,795.55 |
| TOTAL DISTRIBUTABLE AMOUNT | 23,390,320,672.04 |
| Allocation | |
| Dividends | |
| • Statutory (6% of the share par value, i.e., €0.0108) | 4,835,052.02 |
| • Complementary | 1,441,203,654.44 |
| Total dividend | 1,446,038,706.46 |
| Share premium | 1,702,408,236.42 |
| Contribution share premium | 20,241,873,729.16 |
| Other share premium | 0.00 |
| Other reserves | 0.00 |
| TOTAL | 23,390,320,672.04 |

The amount of the "Total dividend" presented in the above table is calculated on the basis of the number of Company shares as of January 31, 2023, and will be adjusted to reflect the number of shares issued between that date and the dividend payment date as a result of the exercise of any share subscription options or the acquisition of performance shares carrying dividend rights.

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

Besides, the Shareholders' Meeting, acting under the conditions of quorum and majority required for ordinary shareholders' meetings and having reviewed the report of the Board of Directors and given that the share capital is fully paid up, decides to give to each shareholder the possibility to opt for the payment in new shares of the Company of the dividend to be paid for the financial year ended on December 31, 2022, pursuant to Article L.232-18 of the French Commercial Code and Article 27 of the Company's Articles of Association.

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

In the event that this option is exercised, the new shares will be issued at a price equal to 90% of the average of the opening prices of the shares of the Company on the regulated market of Euronext Paris during the twenty trading days preceding the date of the Shareholders' Meeting, less the amount of the dividend to be distributed for the financial year ended on

December 31, 2022, 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 May 24, 2023, and June 7, 2023, 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 (Uptevia, Grands Moulins de Pantin, 9, rue du Débarcadère, 93761 Pantin Cedex). For shareholders who have not exercised their option by June 7, 2023, at the latest, the dividend will be entirely paid in cash.

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

The Shareholders' Meeting decides to set the ex-date for the dividend on May 22, 2023.

For shareholders to whom/which the dividend will be paid in cash, the Shareholders' Meeting decides to set the payment date on June 13, 2023.

For shareholders having opted for payment of the dividend in shares, the shares will be delivered on the same date, i.e., on June 13, 2023.

4 Proposed resolutions

Ordinary resolutions

The Shareholders' Meeting grants full powers to the Board of Directors, with the ability to sub-delegate to the Chief Executive Officer or to the Deputy Chief Executive Officer, under the conditions provided for by law to ensure the effective payment of the dividend for the financial year ended on December 31, 2022, 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 resulting from the exercise of the option;

- 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 acknowledge the number of new shares issued as a result of this resolution and the completion of the capital increase, and to make any useful or necessary amendments to the Articles of Association with respect to the share capital and the number of shares composing the share capital; and, more generally,
- to take all useful or necessary steps.

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

| Financial years | 2021 | 2020 | 2019 |
|--|-------------------|-----------------|------|
| Dividend paid to ordinary shares bearing dividend rights | €1,110,989,422.68 | €976,739,557.89 | None |
| Dividend per share | €2.51 | €2.23 | None |

RESOLUTION 4:

Ratification of the cooptation of Mario Notari as Director in replacement of Leonardo Del Vecchio who passed away on June 27, 2022

The **fourth resolution** relates the ratification by the Shareholders' Meeting of the cooptation of Mario Notari as Director, decided by the Board of Directors of June 28, 2022, in replacement of the late Leonardo Del Vecchio.

FOURTH RESOLUTION

(Ratification of the cooptation of Mario Notari as Director in replacement of Leonardo Del Vecchio who passed away on June 27, 2022)

The Shareholders' Meeting, acting under the conditions of quorum and majority required for ordinary shareholders' meetings, and having reviewed the report of the Board of Directors, resolves to ratify the cooptation as Director of Mario Notari, decided by the Board of Directors of June 28, 2022,

for the remaining term of office of his predecessor, the late Leonardo Del Vecchio, to expire at the end of the Ordinary Shareholders' Meeting to be called in 2024 to approve the Company financial statements for the fiscal year ended on December 31, 2023.

RESOLUTION 5:

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

Under the **fifth resolution**, and after having reviewed the Statutory Auditors' Special Report referred to in Article L.225-38 of the French Commercial Code, the Board of Directors asks the shareholders to approve the regulated agreements and commitments authorized in 2022. As indicated in such Statutory Auditor's Special Report, no new regulated agreement has been authorized and/or entered into in 2022.

FIFTH RESOLUTION

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

The Shareholders' Meeting, acting under the conditions of quorum and majority required for ordinary shareholders' meetings, and having reviewed the 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, acknowledges said report and approves the agreements referred to therein, in accordance with said Article.

RESOLUTIONS 6 TO 9:

Approval of the compensation of corporate officers awarded or paid in respect of the 2022 fiscal year ("Say on Pay" or "Ex-post" vote)

The purpose of the **sixth resolution** is to submit for shareholders' approval the information referred to in Article L.22-10-9-I of the French Commercial Code, which includes total compensation and benefits in kind paid in 2022 or awarded in respect of 2022 to corporate officers, including those whose term of office ended during 2022 and those newly appointed during 2022.

The purpose of the **seventh resolution** is to submit for shareholders' approval the compensation components paid in 2022 or awarded in respect of 2022 to the Chairman of the Board of Directors for the period from January 1 to June 27, 2022.

The purpose of the **eighth resolution** is to submit for shareholders' approval the compensation components paid in 2022 or awarded in respect of 2022 to Francesco Milleri, Chief Executive Officer until June 27, 2022, and then Chairman and Chief Executive Officer. It is specified that all of the compensation paid in 2022 or awarded in respect of 2022 to Francesco Milleri corresponds to the compensation provided for in the compensation policy applicable to the Chief Executive Officer, as approved by the Shareholders' Meeting of May 25, 2022. The fixed compensation provided for in the 2022 compensation policy applicable to the Chairman of the Board of Directors has not been paid or awarded to Francesco Milleri.

The purpose of the **ninth resolution** is to submit for shareholders' approval the compensation components paid in 2022 or awarded in respect of 2022 to Paul du Saillant, Deputy Chief Executive Officer.

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

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

SIXTH RESOLUTION

(Approval of the report on the compensation and benefits in kind paid in 2022 or awarded in respect of 2022 to corporate officers)

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

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

SEVENTH RESOLUTION

(Approval of the fixed, variable and exceptional components comprising the total compensation and benefits in kind paid in 2022 or awarded in respect of 2022 to the Chairman of the Board of Directors for the period from January 1 to June 27, 2022)

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

in kind paid in 2022 or awarded in respect of 2022 to the Chairman of the Board of Directors for the period from January 1 to June 27, 2022, as shown in the Universal Registration Document, Section 3.3, paragraph "Compensation of corporate officers".

EIGHTH RESOLUTION

(Approval of the fixed, variable and exceptional components comprising the total compensation and benefits in kind paid in 2022 or awarded in respect of 2022 to Francesco Milleri, Chief Executive Officer until June 27, 2022, and then Chairman and Chief Executive Officer)

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

in kind paid in 2022 or awarded in respect of 2022 to Francesco Milleri, in respect of his office as Chief Executive Officer until June 27, 2022, and then as Chairman and Chief Executive Officer, as shown in the Universal Registration Document, Section 3.3, paragraph "Compensation of corporate officers".

NINTH RESOLUTION

(Approval of the fixed, variable and exceptional components comprising the total compensation and benefits in kind paid in 2022 or awarded in respect of 2022 to Paul du Saillant, Deputy Chief Executive Officer)

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

in kind paid in 2022 or awarded in respect of 2022 to Paul du Saillant, in respect of his office as Deputy Chief Executive Officer, as shown in the Universal Registration Document, Section 3.3, paragraph "Compensation of corporate officers".

RESOLUTIONS 10 TO 12:

Approval of the 2023 compensation policy for corporate officers ("Say on Pay" or "Ex-ante" vote)

The purpose of the **tenth resolution** is to submit for shareholders' approval the compensation policy applicable to the members of the Board of Directors for the fiscal year 2023.

The purpose of the **eleventh resolution** is to submit for shareholders' approval the compensation policy that applies to Francesco Milleri, Chairman and Chief Executive Officer for the fiscal year 2023.

The purpose of the **twelfth resolution** is to submit for shareholders' approval the compensation policy that applies to Paul du Saillant, Deputy Chief Executive Officer for the fiscal year 2023.

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

TENTH RESOLUTION

(Approval of the compensation policy applicable to the members of the Board of Directors for the fiscal year 2023)

The Shareholders' Meeting, acting under the quorum and majority conditions required for ordinary shareholders' meetings, and having reviewed the Report on Corporate Governance, pursuant to Article L.22-10-8-II of the French Commercial Code, approves the compensation policy

applicable to the members of the Board of Directors for the fiscal year 2023, as presented in the Universal Registration Document, Section 3.3.1, paragraph "Compensation policy for corporate officers".

ELEVENTH RESOLUTION

(Approval of the compensation policy applicable to the Chairman and Chief Executive Officer for the fiscal year 2023)

The Shareholders' Meeting, acting under the quorum and majority conditions required for ordinary shareholders' meetings, and having reviewed the Report on Corporate Governance, pursuant to Article L.22-10-8-II of the French Commercial Code, approves the compensation policy

applicable to the Chairman and Chief Executive Officer for the fiscal year 2023, as presented in the Universal Registration Document, Section 3.3.1, paragraph "Compensation policy for corporate officers".

TWELFTH RESOLUTION

(Approval of the compensation policy applicable to the Deputy Chief Executive Officer for the fiscal year 2023)

The Shareholders' Meeting, acting under the quorum and majority conditions required for ordinary shareholders' meetings, and having reviewed the Report on Corporate Governance, pursuant to Article L.22-10-8-II of the French Commercial Code, approves the compensation policy

applicable to the Deputy Chief Executive Officer for the fiscal year 2023, as presented in the Universal Registration Document, Section 3.3.1, paragraph "Compensation policy for corporate officers".

RESOLUTION 13:**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 **thirteenth 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 French Financial Markets Authority (*AMF - Autorité des Marchés Financiers*), 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: €230;
- Period: 18 months;
- Previous uses of the share buyback authorization: Pursuant to the share buyback authorization granted by the Shareholders' Meeting on May 21, 2021, the Company purchased 3,500,000 shares. Pursuant to the share buyback authorization granted by the Shareholders' Meeting on May 25, 2022, the Company purchased 1,607,123 shares (as of March 17, 2023).

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

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

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

- awarding or selling them to employees and corporate officers of the Company and its associated companies, under the conditions and modalities provided for by French or foreign law, 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 €230 (excluding any purchase fees).

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

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

This delegation cancels the unused portion of the prior delegation given to the Board of Directors by the Shareholders' Meeting dated May 25, 2022 in its 14th 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 14:

Authorization 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 be canceled are those acquired under the share purchase authorisations prior to or after this Shareholders' Meeting (under the aforementioned Resolution 13).

This authorisation is given for 26 months.

This authorisation cancels the unused portion of any prior authorisation having the same purpose. In 2022, 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 Statutory Auditors' Special 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, to carry out and duly record the completion of future transactions involving the cancellation and reduction of the share capital, to make the corresponding changes to the Articles of Association, to carry out the necessary formalities, and generally to take all necessary measures.

RESOLUTIONS 15 TO 17:**Financial authorizations for capital increases**

In the fifteenth and sixteenth 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 21, 2021.

In the **fifteenth 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 shares, mergers 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.

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 €4 million, representing around 5% of the Company's share capital as of December 31, 2022. The nominal amount of any debt securities issued pursuant to this delegation is capped at €1.5 billion.

The **seventeenth resolution** is a new resolution that allows the issuance, with cancellation of existing shareholders' preferential subscription rights, of securities giving access to the share capital immediately or in the future, by way of an offer to the public as provided for in Article L.411-2-1°, of the French Monetary and Financial Code. It could facilitate Company's funding at favourable conditions. The nominal amount of the share capital increases that may be carried out pursuant to this delegation of authority may not exceed €4 million, representing around 5% of the Company's share capital as of December 31, 2022. The nominal amount of the debt securities that may be issued pursuant to this delegation of authority may not exceed €1 billion.

In compliance with the French Commercial Code (*Code de commerce*), the issue price of shares issued without preferential subscription rights will be at least equal to the price provided for by the regulatory provisions applicable on the date of issue (currently the weighted average share price on the regulated market of Euronext Paris of the three trading days immediately preceding the opening of the offer to the public, less a 10% discount).

These three delegations are for a period of 26 months.

The Board of Directors may not use these delegations from the date of filing of a public tender offer for the shares of the Company by a third-party and for the duration of the offer period.

FIFTEENTH 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 with powers to sub-delegate, as permitted by law, 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 Euro 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 applicable 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 modalities and conditions for the authorised 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 by which the nominal amount of the existing shares 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, it being 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 of Association 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 21, 2021, 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 Shareholders' Meeting.

The Board of Directors may not, without prior authorisation of the Shareholders' Meeting, 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 offer period.

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)

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 Statutory Auditors' Special 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 one or more capital increase(s) of the Company, in the proportions and at the times it sees fit, in France and/or abroad, either in Euros or foreign currencies, through the issuance of (i) ordinary shares and/or (ii) securities governed by Articles L.228-92 paragraph 1, L.228-93 paragraph 3 and L.228-94 paragraph 2 of the French Commercial Code (a) giving access, immediately or in the future, to shares of the Company or another company by subscription, conversion, exchange, redemption, presentation of a warrant, or in any other manner or (b) giving rights to the allotment of debt securities, it being specified that the subscription for such shares or securities may be in cash, or by offset of payable liquid debt, or in part by incorporation of reserves, profits or share premiums;
- resolves that the total nominal value of the capital increases that may be carried out immediately or in the future pursuant to this delegation of authority shall not exceed Euro four million (€4 million), representing around 5% of the Company's share capital as of December 31, 2022; the nominal amount of shares to be issued in order to protect the rights of holders of securities giving access to the share capital or other rights giving access to the share capital, in accordance with applicable legal and regulatory provisions and, as the case may be, any contractual terms providing for other cases for adjustment shall not be included in the calculation of the above limit;
- resolves furthermore that the nominal amount of the debt securities that may be issued pursuant to this delegation of authority shall not exceed Euro one billion five hundred million (€1.5 billion) or the equivalent of this amount, if issued in another authorised currency; any debt securities the issue of which may be decided or authorised by the Board of Directors pursuant to Articles L.228-36-A, L.228-40, L.228-92, paragraph 3, L.228-93, paragraph 6, and L.228-94, paragraph 3, of the French Commercial Code, shall not be included in the calculation of the above limit;
- 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 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 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 21, 2021, in its 16th resolution;
- decides that the Board of Directors, with the possibility of sub-delegation as permitted by law, shall have full powers to implement this delegation of authority, notably for the purposes of:
 - deciding the issue of shares and/or securities giving access, immediately or in the future, to the share capital of the Company or another company,
 - deciding the amount of the issue, the issue price, as well as the amount of any premium that may be requested upon issue or, as the case may be, the amount of reserves, profit or premiums that may be incorporated into the share capital,
 - determining the dates and terms of the issue and the nature, number and characteristics of the shares and/or securities to be created,
 - in the case of an issue of debt securities, determining all of the characteristics and terms and conditions of these securities (notably their term, which may be fixed or otherwise, whether they are subordinated or not, and their interest rate) and amending, throughout the term of these securities, the aforementioned terms and conditions and characteristics, in accordance with the applicable formalities,
 - determining the way in which the shares shall be paid up,
 - determining, where applicable, the terms and conditions for exercising rights (as the case may be, rights to convert, exchange and redeem the relevant shares or securities, including by way of delivery of assets of the Company such as treasury shares or securities already issued by the Company) attaching to shares or securities giving access to the share capital to be issued and, in particular, setting the date, which may even be retroactive, with effect from which the new shares shall carry dividend rights, as well as all other terms and conditions for the completion of the share capital increase,
 - determining the terms and conditions on which the Company shall have, as the case may be, the possibility of purchasing or exchanging, on the stock market, at any time or during specified periods, the securities giving access to the share capital, whether such purchase or exchange is with a view to cancelling them or otherwise, taking account of the legal provisions,
 - providing for the possibility of suspending, as the case may be, the exercise of the rights attaching to the shares or securities giving access to the share capital in accordance with applicable legal and regulatory provisions,
 - at its sole initiative, offsetting the costs of the share capital increases against the amount of the corresponding premiums and deducting from such amount the sums necessary for the legal reserve fund,

- determining and making all adjustments aimed at taking account of the impact of transactions involving the Company's share capital or equity, particularly in the case of a modification of the nominal amount of the shares, a share capital increase through the incorporation of reserves, profit or premiums (or any other amounts), a free share award, a stock split or reverse stock split, a distribution of dividends, reserves or premiums or of any other assets, redemption of share capital, or any other transaction relating to equity or the share capital (including in the case of a public offer and/or in the case of a change of control), and setting, in accordance with the applicable legal and regulatory provisions and, as the case may be, contractual terms providing for other additional means to protect, all measures with a view to protecting, as the case may be, the rights of holders of securities giving access to the share capital or of holders of other rights giving access to the share capital (including through adjustments in cash),
- acknowledging completion of each share capital increase and making the corresponding amendments to the Articles of Association,
- and more generally, entering into any agreement notably in order to achieve the successful completion of the contemplated issues, taking all measures and carrying out all formalities for the issue, the listing and the financial administration of the securities issued pursuant to this delegation of authority, as well as the exercise of the rights attaching thereto.

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

The Board of Directors may not, without prior authorisation of the Shareholders' Meeting, make use of this delegation of authority from the date on which a third-party files a public tender offer for the Company's shares until the end of the offer period.

SEVENTEENTH RESOLUTION

(Delegation of authority granted to the Board of Directors for the purpose of issuing, with cancellation of existing shareholders' preferential subscription rights, securities giving access to the share capital immediately or in the future, by way of an offer to the public as provided for in Article L.411-2-1°, of the French Monetary and Financial Code)

The Shareholders' Meeting, acting under the conditions of quorum and majority required for extraordinary shareholders' meetings, having heard the Board of Directors' Report and the Statutory Auditors' Special Report, and in accordance with the provisions of Articles L.225-129 and subsequent of the French Commercial Code, notably Articles L.225-129, L.225-129-2, L.225-135, L.225-136, and the provisions of Articles L.22-10-49, L.22-10-52 and L.228-91 and subsequent of the French Commercial Code and Article L.411-2-1°, of the French Monetary and Financial Code:

- delegates authority to the Board of Directors, with the possibility of sub-delegation as permitted by law, to decide one or more share capital increases of the Company, with cancellation of existing shareholders' preferential subscription rights, in the context of an offer to the public as provided for in Article L.411-2-1°, of the French Monetary and Financial Code, in the proportions and at the times that it considers appropriate, in France and/or abroad, either in Euros or in any other currency, with or without a premium, whether for valuable consideration or free of charge, through the issue of securities representing debt securities whether governed by Articles L.228-91 and subsequent of the French Commercial Code or not, giving access or which could give access to equity securities of the Company to be issued in the future, such securities, as the case may be, also potentially giving access to existing equity securities of the Company;
- decides that the nominal amount of the share capital increases that may be carried out pursuant to this delegation of authority may not exceed Euro 4 million (€4 million), representing around 5% of the Company's share capital as of December 31, 2022; the nominal amount of shares to be issued in order to protect the rights of holders of securities giving access to the share capital or other rights giving access to the share capital, in accordance with applicable legal and regulatory provisions and, as the case may be, any contractual terms providing for other cases for adjustment shall not be included in the calculation of the above limit;
- also decides that the nominal amount of the debt securities that may be issued pursuant to this delegation of authority may not exceed Euro one billion (€1 billion) or the equivalent value of this amount in the event of an issue in another authorised currency; any redemption premium above par, as the case may be, shall not be included in the calculation of the above limit; any debt securities the issue of which may be decided or authorised by the Board of Directors pursuant to Articles L.228-36-A, L.228-40, L.228-92, paragraph 3, L.228-93, paragraph 6, and L.228-94, paragraph 3, of the French Commercial Code, shall not be included in the calculation of the above limit;
- decides to cancel existing shareholders' preferential subscription rights with respect to the securities to be issued pursuant to this delegation of authority;
- decides that if the subscriptions, including, as the case may be, those of the shareholders, do not take up the whole of the issue, the Board of Directors may take either of the following measures, as provided for by law and in the order that it may determine: limit the share capital increase to the amount of the subscriptions received, provided that they represent at least three-quarters of the share capital increase initially decided or freely allocate, in whole or in part, the unsubscribed securities;
- acknowledges that the aforementioned decision automatically entails, in favour of the holders of securities giving access to the share capital of the Company, the waiver by the shareholders of their preferential subscription rights in respect of the shares to which the securities give right immediately or in the future;
- takes note of the fact that, in accordance with paragraph 1 of Article L.22-10-52 of the French Commercial Code, the issue price of securities giving access to the share capital immediately or in the future and the number of shares which may result from conversion, redemption or generally the transformation, of each security giving access to the share capital, shall be such that the amount received immediately by the Company, plus, as the case may be, the amount that may be received by it subsequently, shall, for each share issued as a result of the issue of these securities, be at least equal to the minimum subscription price provided for by the regulatory provisions applicable on the date of issue (currently the weighted average share price on the regulated market of Euronext Paris of the three trading days immediately preceding the opening of the offer to the public, less a 10% discount), after, as the case may be, correction of this average in the event of a difference in dividend entitlement dates;

4 Proposed resolutions

Extraordinary resolutions

- decides that the Board of Directors, with the possibility of sub-delegation as permitted by law, shall have full powers to implement this delegation of authority, notably for the purposes of:
 - deciding the issue of securities giving access, immediately or in the future, to the share capital of the Company,
 - deciding the amount of the issue, the issue price, as well as the amount of any premium that may be requested upon issue or, as the case may be, the amount of reserves, profit or premiums that may be incorporated into the share capital,
 - determining the dates and terms of the issue and the nature, number and characteristics of the securities to be created,
 - in the case of an issue of debt securities, determining all of the characteristics and terms and conditions of these securities (notably their term, which may be fixed or otherwise, whether they are subordinated or not, and their interest rate) and amending, throughout the term of these securities, the aforementioned terms and conditions and characteristics, in accordance with the applicable formalities,
 - determining the way in which the shares shall be paid up,
 - determining, where applicable, the terms and conditions for exercising rights (as the case may be, rights to convert, exchange and redeem the relevant shares or securities, including by way of delivery of assets of the Company such as treasury shares or securities already issued by the Company) attaching to securities giving access to the share capital to be issued and, in particular, setting the date, which may even be retroactive, with effect from which the new shares shall carry dividend rights, as well as all other terms and conditions for the completion of the share capital increase,
 - determining the terms and conditions on which the Company shall have, as the case may be, the possibility of purchasing or exchanging, on the stock market, at any time or during specified periods, the securities giving access to the share capital, whether such purchase or exchange is with a view to cancelling them or otherwise, taking account of the legal provisions,
 - providing for the possibility of suspending, as the case may be, the exercise of the rights attaching to the securities giving access to the share capital in accordance with applicable legal and regulatory provisions,
 - at its sole initiative, offsetting the costs of the share capital increases against the amount of the corresponding premiums and deducting from such amount the sums necessary for the legal reserve fund,
 - determining and making all adjustments aimed at taking account of the impact of transactions involving the Company's share capital or equity, particularly in the case of a modification of the nominal amount of the shares, a share capital increase through the incorporation of reserves, profit or premiums (or any other amounts), a free share award, a stock split or reverse stock split, a distribution of dividends, reserves or premiums or of any other assets, redemption of share capital, or any other transaction relating to equity or the share capital (including in the case of a public offer and/or in the case of a change of control), and setting, in accordance with the applicable legal and regulatory provisions and, as the case may be, contractual terms providing for other additional means to protect, all measures with a view to protecting, as the case may be, the rights of holders of securities giving access to the share capital or of holders of other rights giving access to the share capital (including through adjustments in cash),
 - acknowledging completion of each share capital increase and making the corresponding amendments to the Articles of Association,
 - and more generally, entering into any agreement notably in order to achieve the successful completion of the contemplated issues, taking all measures and carrying out all formalities for the issue, the listing and the financial administration of the securities issued pursuant to this delegation of authority, as well as the exercise of the rights attaching thereto.

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

In the event that the Board of Directors were to make use of the delegation of authority granted to it pursuant to this resolution, the Board of Directors shall report to the next Ordinary Shareholders' Meeting, in accordance with applicable laws and regulations, on the use made of delegations of authority granted.

The Board of Directors may not, without prior authorisation from the Shareholders' Meeting, make use of this delegation of authority from the date on which a third-party files a public offer for the Company's shares until the end of the offer period.

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

As part of the policy for the involvement 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 depending on 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)

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 Statutory Auditors' Special Report, and 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 fulfil the 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 to:
 - 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,
 - 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 Shareholders' 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, take all measures necessary for the completion of the capital increases, carry out the formalities subsequent thereto and 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 May 21, 2021 in its 18th 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 Shareholders' Meeting.

RESOLUTION 19:**Power to carry out the formalities**

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

NINETEENTH RESOLUTION**(Power to carry out the formalities)**

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

5

Presentation of EssilorLuxottica and summary of its performance in 2022

EssilorLuxottica, a global leader in the eyecare and eyewear industry

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

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

A unique and resilient industry worth more than €100 billion

Vision care needs are evolving, particularly due to the growing aging population and changing lifestyles. With an aging population, vision impairment has risen to the forefront as a public health concern with more consumers in need of ophthalmic solutions related to myopia and presbyopia expected by 2050. Myopia is predicted to reach epidemic levels with half of the world's population affected⁽¹⁾, or around 4.7 billion people in 2050, up from 2.7 billion people today. With the proportion of the world's population aged 45+ years expected to rise to nearly 40%⁽²⁾, or around 4 billion people in 2050, up from 2.4 billion people today, the number of people affected by presbyopia is set to increase significantly. Moreover, the increased intensity of digital-screen exposure following the pandemic outbreak has created new needs for prevention and protection against harmful UV rays.

Vision impairment is the world's biggest unaddressed disability with large untapped opportunities in terms of vision correction and protection.

Today 2.7 billion people⁽³⁾ around the world suffer from uncorrected refractive errors (URE) due to barriers to awareness and access, with 90% living in base-of-the pyramid economies⁽³⁾, and 6.2 billion people⁽⁴⁾ who do not protect their eyes from harmful rays.

The global eyecare and eyewear industry is worth more than €100 billion⁽⁵⁾ (price to consumer), with an over-the-cycle low-to-mid single digit growth trend estimated for the foreseeable future. The industry comprises five segments: spectacle lenses, spectacle frames, contact lenses, sunglasses and readers. Demand for optical products proved to be and is expected to remain structurally strong, supported by an aging population, increasing incidence of myopia and presbyopia, and growing need for eye correction due to consumers of all ages spending more time in front of digital devices.

A unique global footprint

With a worldwide presence across all stages of the value chain, EssilorLuxottica has approximately 190,000 employees committed to providing vision care and eyewear products that meet the individual needs and style aspirations of every consumer. The unique business model and relentless pursuit of

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

(1) Global prevalence of myopia, high myopia, and temporal trends from 2000 to 2050. Brien Holden Vision Institute (BHVI).

(2) World Bank Population estimates and projections.

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

(4) EssilorLuxottica estimates.

(5) EssilorLuxottica and Euromonitor data at Historic & Forecast Constant 2022 Prices, Historic & Forecast Fixed 2022 Exchange Rates.

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, eyewear and the consumer

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



Revenue
€24.5 bn



Employees
Approximately 190,000



Countries
Over 150



Patents and designs
Over 12,000



Major brands
Over 150



Stores
Approximately 18,000



Employee shareholders
Approximately 72,000
in 85 countries



Leonardo training hours
Over 2,200,000



Mass production facilities
50 between lenses (36)
and frames (14)



Prescription laboratories and edging-mounting facilities
614 between Industrial (76)
and Proximity Labs (538)



Worldwide frame production
106 million prescription glasses
and sunglasses frames



Worldwide lens production
550 million
prescription lenses
and 70 million pairs of
non-prescription sun lenses

EssilorLuxottica 2022 Key Figures

EssilorLuxottica revenue

| <i>Euro millions</i> | 2022 | 2021 | Change at constant exchange rates ⁽¹⁾ | Change at current exchange rates |
|----------------------|---------------|---------------|--|----------------------------------|
| REVENUE | 24,494 | 19,820 | 16.6% | 23.6% |

EssilorLuxottica comparable⁽²⁾ revenue

Revenue by operating segment

| <i>Euro millions</i> | 2022 | 2021* | Change at constant exchange rates ⁽¹⁾ | Change at current exchange rates |
|------------------------|---------------|---------------|--|----------------------------------|
| Professional Solutions | 11,770 | 10,399 | 6.3% | 13.2% |
| Direct to Consumer | 12,724 | 11,099 | 8.6% | 14.6% |
| REVENUE | 24,494 | 21,498 | 7.5% | 13.9% |

* Comparable⁽²⁾ revenue.

Revenue by geographical area

| <i>Euro millions</i> | 2022 | 2021* | Change at constant exchange rates ⁽¹⁾ | Change at current exchange rates |
|----------------------|---------------|---------------|--|----------------------------------|
| North America | 11,492 | 9,868 | 4.0% | 16.5% |
| EMEA | 8,749 | 7,953 | 11.2% | 10.0% |
| Asia-Pacific | 2,842 | 2,542 | 7.2% | 11.8% |
| Latin America | 1,410 | 1,136 | 13.1% | 24.2% |
| REVENUE | 24,494 | 21,498 | 7.5% | 13.9% |

* Comparable⁽²⁾ revenue.

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

(2) Comparable (revenue): comparable revenue includes, for 2021, the contribution of GrandVision's revenue to EssilorLuxottica as if the combination between EssilorLuxottica and GrandVision (the "GV Acquisition"), as well as the disposals of businesses required by antitrust authorities in the context of the GV Acquisition, had occurred on January 1, 2021. Comparable revenue has been prepared for illustrative purpose only with the aim to provide meaningful comparable information. No adjustments are made to 2022 revenue.

EssilorLuxottica condensed consolidated statement of profit or loss

| <i>Euro millions</i> | 2022 | 2021* | Change |
|--|-----------------|----------------|--------------|
| Revenue | 24,494 | 19,820 | 23.6% |
| Cost of sales | (8,910) | (7,589) | 17.4% |
| Gross profit | 15,583 | 12,231 | 27.4% |
| % of revenue | 63.6% | 61.7% | |
| Total operating expenses | (12,427) | (9,924) | 25.2% |
| Operating profit | 3,157 | 2,307 | 36.8% |
| % of revenue | 12.9% | 11.6% | |
| Profit before taxes | 3,032 | 2,181 | 39.0% |
| % of revenue | 12.4% | 11.0% | |
| Income taxes | (751) | (582) | 28.9% |
| Effective tax rate | 24.8% | 26.7% | |
| NET PROFIT | 2,281 | 1,598 | 42.7% |
| NET PROFIT ATTRIBUTABLE TO OWNERS OF THE PARENT | 2,152 | 1,448 | 48.6% |

* 2021 information has been restated to reflect the finalization of the purchase price allocation ("PPA") related to the acquisition of GrandVision, which was accounted for on a provisional basis in EssilorLuxottica consolidated financial statements as of and for the year ended December 31, 2021.

Adjusted⁽¹⁾ consolidated statement of profit or loss

| <i>Euro millions</i> | 2022 Adjusted ⁽¹⁾ | 2021 Adjusted ⁽¹⁾ Pro forma ⁽²⁾ | Change at constant exchange rates ⁽³⁾ | Change at current exchange rates |
|----------------------|---------------------------------|---|---|-------------------------------------|
| Revenue | 24,494 | 21,498 | +7.5% | +13.9% |
| Gross profit | 15,606 | 13,628 | +8.3% | +14.5% |
| % of revenue | 63.7% | 63.4% | | |
| Operating profit | 4,115 | 3,471 | +10.9% | +18.5% |
| % of revenue | 16.8% | 16.1% | | |
| Group net profit | 2,860 | 2,319 | +15.4% | +23.3% |
| % of revenue | 11.7% | 10.8% | | |

(1) Adjusted measures or figures: adjusted from the expenses or income related to the combination of Essilor and Luxottica (the "EL Combination"), the acquisition of GrandVision (the "GV Acquisition"), other strategic and material acquisitions, 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. A description of those other transactions that are unusual, infrequent or unrelated to the normal course of business is provided in the half-year and year-end disclosure (see dedicated paragraph *Adjusted measures*).

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

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

6

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

Please refer to Chapter 3 of the 2022 Universal Registration Document (pages 99 to 186).

Members of the Board of Directors as of December 31, 2022

Please refer to Section 3.1.1 of the 2022 Universal Registration Document (pages 102 to 105).

Committees of the Board of Directors as of December 31, 2022

Please refer to Section 3.1.2.6 of the 2022 Universal Registration Document (pages 116 to 120).

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

It is proposed to the Shareholders' Meeting to ratify the cooptation of Mario Notari as Director.

MARIO NOTARI

NON-INDEPENDENT DIRECTOR



58 years old
(country of citizenship: Italy)

Number of shares:

2,050

Main position:

Full Professor of Business Law at Bocconi University of Milan and Notary at ZNR Notai (Italy)

Business address:

Via Metastasio, 5
20123 Milan (Italy)

First appointment as Director: June 28, 2022

Current term ends: Shareholders' Meeting 2024

PERSONAL INFORMATION – EXPERIENCE AND EXPERTISE

Mario Notari is graduated in Law at the University of Milan in 1988, notary in Milan since 1994, associate professor since 1998 and full professor since 2001.

Full Professor of Business Law at Bocconi University of Milan, he was Director of the PhD in Business Law at University of Brescia and then Director of the PhD in Legal Studies at Bocconi University of Milan.

Author and editor of numerous books, articles, manuals and commentaries on the fields of corporate, company and financial market law, as well as member of the management and editorial board of some national scientific journals. Member, Chairman or coordinator of various institutional and academic boards.

Mario Notari acts as legal advisor to industrial and financial groups, as well as national and international arbitrator in the areas of corporate, contracts and financial market law.

He has been Director and member of the Supervisory Boards of listed and unlisted companies, including: Camfin S.p.A., Kairos Partners SGR S.p.A., Assicurazioni Generali S.p.A., RCS Media Group S.p.A., Luxottica Group S.p.A. and ENI S.p.A.

He is currently Director of Delfin S.à r.l. and Banca Mediolanum S.p.A., and also Chairman of the Board of Directors of Beyond Investment S.p.A.

Mario Notari brings to the Board his profound expertise in corporate, financial and competition law and his practice in corporate governance and M&A, which he has deepened over the years.

POSITIONS AND TERMS OF OFFICE HELD AS OF DECEMBER 31, 2022

Main position

Full Professor of Business Law at Bocconi University of Milan and Notary at ZNR Notai (Italy)

EssilorLuxottica group

Director

- EssilorLuxottica*

External companies (non EssilorLuxottica group)

Director

- Delfin S.à r.l. (Luxembourg)
- Banca Mediolanum S.p.A.* (Italy)
- Fondazione Leonardo Del Vecchio (Italy)

Chairman of Board of Directors

- Beyond Investment S.p.A.* (Italy)

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

EssilorLuxottica group

Director

- Luxottica Group S.p.A.* (2015-2018)

External companies (non EssilorLuxottica group)

Sindaco Effettivo

- ENI S.p.A.* (2020)

Advisor

- Sanità Isola Tiberina Società a responsabilità limitata Impresa Sociale "SIT S.r.l. I.S." (2021-2022)

* Listed company.

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Report on the compensation policy for executive corporate officers

Please refer to Section 3.3 of the 2022 Universal Registration Document (pages 125 to 168).

Summary table of currently valid delegations

The table below summarizes the current delegations granted by the Shareholders' Meetings to the Board of Directors in respect of share capital and the use made of these delegations⁽¹⁾.

| Type of delegation | Date of Shareholders' Meeting (resolution No.) | Duration (Date of expiration) | Maximum authorized amount |
|--|--|---|--|
| INCREASE IN SHARE CAPITAL FOR THE BENEFIT OF EMPLOYEES AND EXECUTIVE CORPORATE OFFICERS | | | |
| Increase in share capital reserved to employees (members of a Company Savings Plan)^(a) | May 21, 2021 (18 th) | 26 months (July 20, 2023) A renewal of this authorization is submitted to the 2023 Shareholders' Meeting | 0.5% of the share capital (at the date of issue) |
| AUTHORIZATIONS RELATED TO THE EMPLOYEE SHARE OWNERSHIP POLICY TO ALLOT EXISTING SHARES (USE OF VESTED SHARES UNDER THE SHARE BUYBACK PROGRAM – NO INCREASE IN SHARE CAPITAL) | | | |
| Bonus share award (performance shares) for the benefit of employees and executive corporate officers | May 21, 2021 (15 th) | 38 months (July 20, 2024) | 2.5% of the share capital (at the award date) |
| INCREASE IN THE SHARE CAPITAL | | | |
| Delegation of authority to issue shares and securities entailing a share capital increase with preferential subscription rights | May 21, 2021 (16 th) | 26 months (July 20, 2023) A renewal of this authorization is submitted to the 2023 Shareholders' Meeting | 5% of the share capital at the date of the Shareholders' Meeting, i.e., May 21, 2021 |
| Delegation of authority to increase the share capital by capitalization of premiums, reserves, profits or other rights | May 21, 2021 (17 th) | 26 months (July 20, 2023) A renewal of this authorization is submitted to the 2023 Shareholders' Meeting | €500 million |
| (a) For the record, under the employee share ownership policy, employees based outside France are also entitled to an international "Boost" offer; this annual program, launched in 2018, did not result in an increase in share capital as existing treasury shares were used to deliver shares to employees. | | | |

(1) Articles L.225-37-4 of the French Commercial Code.

8 Summary table of currently valid delegations

| Type of delegation | Date of Shareholders' Meeting (resolution No.) | Duration (Date of expiration) | Maximum authorized amount |
|---|--|---|--|
| BUYBACK BY THE COMPANY OF ITS OWN SHARES | | | |
| Purchase by the Company of its own shares | May 21, 2021 (10 th) | 18 months (November 20, 2022) This delegation ended on May 25, 2022 | 10% of the share capital at the date of purchase |
| Purchase by the Company of its own shares | May 25, 2022 (14 th) | 18 months (November 24, 2023) A renewal of this authorization is submitted to the 2023 Shareholders' Meeting | 10% of the share capital at the date of purchase |
| REDUCTION IN THE SHARE CAPITAL BY CANCELLATION OF SHARES | | | |
| Cancellation of shares acquired by the Company under Article L.225-209 (now Article L.22-10-62) of the French Commercial Code | May 21, 2021 (14 th) | 26 months (July 20, 2023) This delegation ended on May 25, 2022 | 10% of the share capital at the date of cancellation by 24-month periods |
| Cancellation of shares acquired by the Company under Article L.22-10-62 of the French Commercial Code | May 25, 2022 (15 th) | 26 months (July 24, 2024) A renewal of this authorization is submitted to the 2023 Shareholders' Meeting | 10% of the share capital at the date of cancellation by 24-month periods |

The 17th resolution that will be submitted to the Shareholders' Meeting on May 17, 2023, provides for a delegation of authority granted to the Board of Directors to issue, with cancellation of existing shareholders' preferential subscription rights, securities giving access to the share capital, immediately or in the future, by way of an offer to the public as provided for in Article L.411-2-1^o,

of the French Monetary and Financial Code. The nominal amount of the share capital increases that may be carried out pursuant to this delegation of authority may not exceed Euro four million (€4 million), representing around 5% of the Company's share capital as of December 31, 2022.

Request for documents and information

EssilorLuxottica

Ordinary and Extraordinary Shareholders' Meeting of May 17, 2023

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 : 2023.

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

Uptevia
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.

Conception :
EssilorLuxottica Creative Hub

Réalisation :
côté corp.

See more. Be more.