



ANNUAL SHAREHOLDERS' MEETING

JUNE 25, 2020



2020 SHAREHOLDERS' MEETING

AGENDA

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ORDINARY RESOLUTIONS

1. Approval of the 2019 parent Company financial statements;
2. Approval of the 2019 consolidated financial statements;
3. Allocation of earnings;
4. Ratification of the cooptation of Mr. Laurent Vacherot as Director in replacement of Mr. Bernard Hours;
5. Ratification of the cooptation of Mr. Paul du Saillant as Director in replacement of Mr. Laurent Vacherot;
6. Agreements falling within the scope of Article L.225-38 of the French Commercial Code;

AGENDA

7. Approval of the report on the compensation and benefits of any kind paid in 2019 or awarded in respect of 2019 to Corporate Officers;
8. Approval of the fixed, variable and exceptional components comprising the total compensation and benefits of any kind paid in 2019 or awarded in respect of 2019 to Mr. Leonardo Del Vecchio, Executive Chairman;
9. Approval of the fixed, variable and exceptional components comprising the total compensation and benefits of any kind paid in 2019 or awarded in respect of 2019 to Mr. Hubert Sagnières, Executive Vice-Chairman;
10. Approval of the compensation policy applicable to Corporate Officers;
11. Board authorization to proceed with the purchase of Company's own ordinary shares.

AGENDA

EXTRAORDINARY RESOLUTIONS

12. Delegation of authority granted to the Board of Directors for the purpose of deciding capital increases reserved for members of a Company Savings Plan without preferential subscription rights within the limit of 0.5% of the share capital;
13. Authorization to the Board of Directors to reduce the share capital by cancelling Company treasury shares.

ORDINARY RESOLUTION

14. Powers to carry out formalities.

FINANCIAL RESULTS & INTEGRATION UPDATES

2019 HIGHLIGHTS

- **Solid operational momentum**
 - Essilor's Lenses and Sun & Readers delivering strong growth
 - Luxottica's business accelerating in both Retail and Wholesale
 - Direct e-commerce up 16% at constant exchange rates
- **At work on the plan presented at the Capital Markets Day**
 - Synergies
 - Product innovation
 - Digitalization
 - Moving to one single lab platform
- **Promising investments in new products, digitalisation, fast-growing markets, store remodelling**
- **Continued development in M&A strategy**
- **Moving to one single IT infrastructure**



RESULTS VERSUS TARGETS

AT CONSTANT EXCHANGE RATES

	OUTLOOK 2019	ACTUAL 2019
REVENUE GROWTH	+3.5-5%	+4.4%
ADJUSTED OPERATING PROFIT	0.8-1.2x revenue	0.8x
ADJUSTED NET PROFIT *	1.0-1.5x revenue	1.3x

Delivered Euro 1.8bn Free Cash Flow

** Adjusted Net Profit before minority interests*

REVENUE BY REGION, FY 2019

€ millions	FY 2019	FY 2018 pro forma restated*	Change at constant exchange rates	Currency effect	Change (reported)
North America	9,154	8,433	+3.1%	+5.4%	+8.5%
Europe	4,236	4,038	+5.1%	-0.2%	+4.9%
Asia, Oceania and Africa	2,892	2,694	+5.4%	+2.0%	+7.4%
Latin America	1,108	1,028	+9.5%	-1.8%	+7.7%
TOTAL	17,390	16,194	+4.4%	+3.0%	+7.4%

* Restated for IFRS-16

REVENUE BY DIVISION, FY 2019

€ millions	FY 2019	FY 2018 pro-forma restated*	Change at constant exchange rates	Currency effect	Change (reported)
Lenses & Optical Instruments	6,791	6,283	+5.5%	+2.6%	+8.1%
Sunglasses & Readers	885	787	+8.9%	+3.6%	+12.5%
Equipment	221	210	+2.0%	+3.3%	+5.3%
Essilor revenue	7,897	7,280	+5.8%	+2.7%	+8.5%
Wholesale	3,260	3,145	+1.8%	+1.9%	+3.7%
Retail	6,232	5,769	+4.0%	+4.0%	+8.0%
Luxottica revenue	9,493	8,914	+3.2%	+3.3%	+6.5%
TOTAL	17,390	16,194	+4.4%	+3.0%	+7.4%

* Restated for IFRS-16

ADJUSTED CONSOLIDATED STATEMENT OF PROFIT OR LOSS

€ millions	FY 2019	FY 2018 pro forma restated*	Change	Change at constant FX
Revenue	17,390	16,194	+7.4%	+4.4%
Cost of sales	(6,503)	(5,985)	+8.7%	+5.9%
Gross profit	10,887	10,209	+6.6%	+3.5%
Margin %	62.6%	63.0%		
Total operating expenses	(8,074)	(7,591)	+6.4%	+3.5%
OPERATING PROFIT	2,812	2,618	+7.4%	+3.3%
Margin %	16.2%	16.2%		
Cost of net debt	(115)	(149)	-23,1%	-24,0%
Other financial income / (expenses)	(26)	(11)		
PROFIT BEFORE TAXES	2,672	2,458	+8.7%	+4.6%
Margin %	15.4%	15.2%		
Income taxes	(618)	(593)	+4.3%	+0.8%
NET PROFIT	2,054	1,866	+10,1%	+5.7%
Minority interests	(116)	(91)	+26,5%	+24,3%
NET PROFIT ATTRIBUTABLE TO THE OWNERS OF THE PARENT	1,938	1,774	+9.2%	+4.8%
Margin %	11.1%	11.0%		

* Restated for IFRS-16

2019 FREE CASH FLOW AND NET DEBT

Free Cash Flow

Group FCF flat versus 2018 at Euro 1,8 billion

- Essilor at Euro 0.6 billion, including the Thailand fraud
- Luxottica at Euro 1.2 billion (approx. 30% up versus 2018)

Net debt

Group Net Debt at Euro 4 billion, approx. 1x EBITDA

Successful bond issuance on Nov. 20th, for Euro 5 billion (subscribed for over Euro 13 billion)



REVENUE BY REGION, Q1 2020

€ millions	1Q 2020	1Q 2019*	Change at constant exchange rates	Currency effect	Change (reported)
North America	2,070	2,188	-8.1%	+2.7%	-5.4%
Europe	906	1,056	-14.1%	-0.2%	-14.3%
Asia, Oceania and Africa	587	705	-16.4%	-0.4%	-16.8%
Latin America	222	261	-6.8%	-8.1%	-14.9%
TOTAL	3,784	4,210	-10.9%	+0.8%	-10.1%

**The geographical breakdown of 2019 revenue has been revised to reflect a reclassification of certain geographic markets, which the Group considers immaterial*

REVENUE BY DIVISION, Q1 2020

€ millions	1Q 2020	1Q 2019*	Change at constant exchange rates	Currency effect	Change (reported)
Lenses & Optical Instruments	1,589	1,674	-5.8%	+0.7%	-5.1%
Sunglasses & Readers	134	167	-20.5%	+1.2%	-19.3%
Equipment	38	44	-14.4%	+1.5%	-12.9%
Essilor revenue	1,762	1,885	-7.3%	+0.8%	-6.5%
Wholesale	695	867	-19.8%	+0.0%	-19.8%
Retail	1,327	1,458	-10.3%	+1.3%	-9.0%
Luxottica revenue	2,023	2,325	-13.8%	+0.8%	-13.0%
TOTAL	3,784	4,210	-10.9%	+0.8%	-10.1%

- Solid growth up to February, followed by material declines in March due to COVID-19
- Optical business less affected, Online sales up double digits

* The breakdown of 2019 revenue has been restated following the integration of Costa into Luxottica's brand portfolio

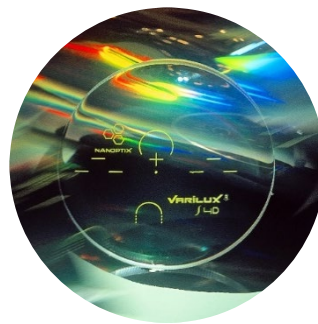
STRATEGIC PILLARS TO SHAPE THE FUTURE OF THE INDUSTRY



**Playing as a
network company**



**Creating value for
our customers and
consumers**



**Bringing cutting
edge innovation**



**Embedding
sustainability to
the core**

... contributing to accelerate the market growth

COVID-19: COMMITTED TO SUPPORTING OUR STAKEHOLDERS

Protected and engaged human capital

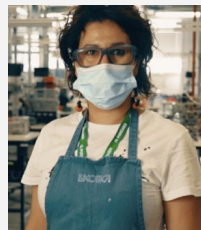
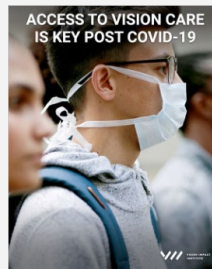
- Prime focus on health and safety of our 150,000 employees
- Simplified and accelerated decision-making process
- Leveraging IT capabilities for functional and productive work-from-home environment for employees
- Euro 100m fund to support employees and their families in need
- Solidarity from managers through compensation reductions or deferrals

Proximity with customers and consumers

- Remote connections with customers through digital events
- New product offering adapted to “new normal”
- Training and development of new safety protocols for ECPs
- Digital campaign to engage with consumers during crisis

Support to the communities around us

- Donation of over 2 million pieces of personal protective equipment, including safety goggles, protective eyewear and face masks



MANAGING THE CRISIS WHILE PREPARING FOR RECOVERY

Supply chain

- Flexible manufacturing, lab and logistics footprint ensuring business continuity

Stores opening

- About one-third of EssilorLuxottica stores opened during lockdowns, with limited opening hours
- Two-third of stores reopened beginning of June
- Optical stores openings above group average

Cost reduction

- Rent relief
- Employee furloughs
- Reduction or deferral of manager compensations
- Suspension of marketing expenses
- Negotiations with suppliers

Cash management

- Cessation of share buybacks
- No dividend proposed to the AGM
- Suspension of non-crucial investments
- New acquisitions on hold

Financial structure

- Euro 4.9bn in cash and short-term investments at the end of March 2020
- Euro 4.8bn in net debt at the end of March 2020
- Euro 5.2bn of undrawn credit facilities
- Successful Euro 3bn bond issuance in May 2020

Restarting the business

- Resilient prescription needs
- Solid product pipeline (Oakley masks, Optifog lens, anti-fatigue lens)
- Encouraging trends in China, South Korea, Europe
- Weekly management meeting / Virtual training town halls with customers (185,000+ attendees in Latam)
- How to restart module for retail / Digital solutions

STRONG ASSETS TO RESTART



Market

- Balanced market exposure
- Resilient Market (needs for better vision)



Resources

- Digital solutions
- Operations footprint
- Solid product pipeline & go-to-market strategy



Strong financials

- Cost control
- Cash preservation
- Strong Balance Sheet



People

- Protected & engaged human capital
- Customer proximity: restart kits, online training, payment terms

... positioned to lead the recovery

INTEGRATION – SYNERGY UPDATE

Synergies plan

- Expected impact on adjusted operating profit: Euro 420 to Euro 600 million by 2022/23

Good progress in 2019

- Development of most advanced Essilor lens categories in own Retail network
- Launch of key initiatives in R&D, procurement, prescription laboratories and insourcing

Key decisions for synergy delivery in 2020/2021 taken

- Recent launch of Ray-Ban Rx in Italy (June 2020)
- Definition of one single IT platform to be rolled out across the Company
- Creation of one single network of prescription laboratories, as part of an integrated supply chain
- Full integration of Costa into the unified Company's eyewear portfolio
- Launch of a common employee shareholding plan



GENUINE SINCE 1937

RAY-BAN® AUTHENTIC
ESSILOR® SPECIAL EDITION



PRE LAUNCH
JUNE 15TH IN ITALY

CORPORATE OFFICERS' COMPENSATION

EIGHTH AND NINTH RESOLUTIONS: 2019 EXECUTIVE COMPENSATION

	Fixed (A)	Variable (B)	Total (A+B)	Performance shares	Compensation for directorship
Leonardo Del Vecchio	€1,062,500 ⁽¹⁾	€0 ⁽²⁾	€1,062,500	40,000 shares (€1,945,200)	€97,000
Hubert Sagnières	€1,062,500 ⁽¹⁾	€0 ⁽³⁾	€1,062,500	40,000 shares (€1,945,200)	€124,500

(1) Change in annual fixed compensation:

- Until May 31, 2019 (5 months): €1,150,000
- As from June 1, 2019 (7 months): €1,000,000 following the delegation of authority announced at the 2019 Annual General Meeting

(2) At the Board of Directors' Meeting of March 5, 2020, Leonardo Del Vecchio declared his intention to waive his variable component for 2019 in full out of solidarity with the shareholders impacted by the fraud that took place in Thailand

(3) In view of the fraud that took place at an Essilor plant in Thailand, the Board of Directors decided not to pay any variable compensation to Hubert Sagnières in his capacity as Chairman of Essilor International (SAS) in 2019

TENTH RESOLUTION: 2020 COMPENSATION POLICY

Amendments to the compensation policy applicable to executive corporate officers

Annual variable compensation	<ul style="list-style-type: none">• Introduction of a clawback clause• Introduction of a CSR objective in connection with the Group's targets
Performance shares	<ul style="list-style-type: none">• Elimination of retesting• More demanding performance share vesting scale• Introduction of a relative performance condition (comparison with EuroStoxx 50 index)
Other components of the policy	<ul style="list-style-type: none">• Termination of the supplementary defined benefit pension plan and freezing of rights as of December 31, 2019• Removal of the possibility to pay exceptional bonuses• Introduction of an obligation to hold 400% of fixed compensation in the form of shares

TENTH RESOLUTION: 2020 COMPENSATION

	Fixed (A)	Target variable (B)	Total (A+B)	Performance shares
Leonardo Del Vecchio Hubert Sagnières	€1,000,000	€1,000,000	€2,000,000	20,000 shares for 2020 <i>versus 40,000 shares in 2019</i>

Solidarity measures of directors and executives

- 50% decrease in the annual compensation awarded to directors for 2020
- Leonardo Del Vecchio: 50% reduction of fixed compensation from April to June
- Hubert Sagnières: deferral of 30% of fixed compensation from May to August

STATUTORY AUDITORS' REPORTS

STATUTORY AUDITORS' REPORTS

ORDINARY MEETING

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

- First resolution : Approval of the 2019 Parent Company financial statements
- Pages 288 to 291 of the 2019 Universal Registration document
- “In our opinion, the financial statements give a true and fair view of the assets and liabilities and of the financial position of the Company as at December 31, 2019 and of the results of its operations for the year then ended in accordance with French accounting principles.”

Statutory Auditors' report on the consolidated financial statements

- Second resolution: Approval of the 2019 consolidated financial statements
- Pages 251 to 255 of the 2019 Universal Registration document
- “In our opinion, the consolidated financial statements give a true and fair view of the assets and liabilities and of the financial position of the Group as at December 31, 2019 and of the results of its operations for the year then ended in accordance with International Financial Reporting Standards as adopted by the European Union.”

STATUTORY AUDITORS' REPORTS

ORDINARY MEETING

Statutory Auditors' Report on related-party agreements

- Pages 158 to 160 of the 2019 Universal Registration document
- New agreements have been duly authorized by the Board of Directors in 2019
- Some regulated agreements previously approved by the Shareholders' Meeting had execution in 2019.

Report by one of the Statutory Auditors on the non-financial statement included in the management report

- Pages 326 to 328 of the 2019 Universal Registration document
- “Based on our work, nothing has come to our attention that causes us to believe that the non-financial information statement is not in accordance with the applicable regulatory provisions.”

Statutory Auditors' Report on the pro forma financial information

- Page 264 of the 2019 Universal Registration document
- “The Pro Forma Financial information has been properly compiled on the basis stated; and this basis is consistent with the accounting policies of the issuer.”

STATUTORY AUDITORS' REPORTS

EXTRAORDINARY MEETING

Authorizations to be granted to the Board of Directors in order to:

Twelfth 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 without preferential subscription rights within the limit of 0.5% of the share capital;
Thirteenth resolution	Authorization to the Board of Directors to reduce the share capital by cancelling Company treasury shares.

The Statutory Auditors' reports on these resolutions are on the Company's website ; They state that :

- The auditors have no matters to emphasize in their reports
- An additional report will be prepared if and when the Board of Directors uses these delegations of authority.

RESOLUTIONS



FIRST RESOLUTION

COMPETENCY FOR THE ORDINARY GENERAL MEETING

Approval of the 2019 parent Company financial statements

First resolution relates to the approval of the parent Company financial statements for the financial year ending on December 31, 2019 prepared according to French accounting rules and showing a net loss of € (57,813,905.20).



SECOND RESOLUTION

COMPETENCY FOR THE ORDINARY GENERAL MEETING

Approval of the 2019 consolidated financial statements

Second resolution relates to approval of the consolidated financial statements for the financial year ending on December 31, 2019 showing a net result of € 1,184,681 thousand, of which € 1,077,121 thousands are attributable to the Group.



THIRD RESOLUTION

COMPETENCY FOR THE ORDINARY GENERAL MEETING

Allocation of earnings

The Third resolution allocates the net loss of the financial year € (57 813 905,20) to the account “Retained Earnings.”



FOURTH RESOLUTION

COMPETENCY FOR THE ORDINARY GENERAL MEETING

Ratification of the cooptation of Mr. Laurent Vacherot as Director in replacement of Mr. Bernard Hours

Fourth resolution relates to the cooptation of Mr. Laurent Vacherot as decided by the Board of Directors of May 12, 2019 in replacement of Mr. Bernard Hours.



FIFTH RESOLUTION

COMPETENCY FOR THE ORDINARY GENERAL MEETING

Ratification of the cooptation of Mr. Paul du Saillant as Director in replacement of Mr. Laurent Vacherot

Fifth resolution relates to the cooptation of Mr. Paul du Saillant as decided by the Board of Directors of March 30, 2020, in replacement of Mr. Laurent Vacherot.



SIXTH RESOLUTION

COMPETENCY FOR THE ORDINARY GENERAL MEETING

Agreements falling within the scope of Article L.225-38 of the French Commercial Code

Under the Sixth resolution, 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 to approve the regulated agreements and commitments approved during the 2019 fiscal year, which are described in such statutory auditor's special report.



SEVENTH RESOLUTION

COMPETENCY FOR THE ORDINARY GENERAL MEETING

Approval of the report on the compensation and benefits of any kind paid in 2019 or awarded in respect of 2019 to Corporate Office

The purpose of the Seventh resolution is to submit for shareholders' approval the information referred to in Article L. 225-37-3 I of the French Commercial Code, which includes total compensation and benefits in kind paid in 2019 or awarded in respect of 2019 to Corporate Officers, including those whose term of office ended during 2019 and those newly appointed during 2019

For additional information please see Chapter 2. Section 2.3 “Compensation of Corporate Officers” of EssilorLuxottica 2019 Universal Registration Document (available at [essilorluxottica.com](https://www.essilorluxottica.com)).



EIGHTH RESOLUTION

COMPETENCY FOR THE ORDINARY GENERAL MEETING

Approval of the fixed, variable and exceptional components comprising the total compensation and benefits of any kind paid in 2019 or awarded in respect of 2019 to Mr. Leonardo Del Vecchio, Executive Chairman

The purpose of the Eighth resolution is to submit for shareholders' approval the compensation components paid in 2019 or awarded in respect of 2019 to Mr Leonardo Del Vecchio, Executive Chairman of the Company

For additional information please see Chapter 2. Section 2.3 “Compensation of Corporate Officers” of EssilorLuxottica 2019 Universal Registration Document (available at [essilorluxottica.com](https://www.essilorluxottica.com)).

NINTH RESOLUTION

COMPETENCY FOR THE ORDINARY GENERAL MEETING

Approval of the fixed, variable and exceptional components comprising the total compensation and benefits of any kind paid in 2019 or awarded in respect of 2019 to Mr. Hubert Sagnières, Executive Vice-Chairman

The purpose of the Ninth resolution is to submit for shareholders' approval the compensation components paid in 2019 or awarded in respect of 2019 to Mr Hubert Sagnières, Executive Vice-Chairman of the Company

These votes are required in accordance with Article L. 225-100 of the French Commercial Code as amended by Law no. 2016-1691 of December 9, 2016 (the "Sapin II Law") and Law no. 2019-486 of May 22, 2019 (the "PACTE Law")

For additional information please see Chapter 2. Section 2.3 "Compensation of Corporate Officers" of EssilorLuxottica 2019 Universal Registration Document (available at [essilorluxottica.com](https://www.essilorluxottica.com)).

TENTH RESOLUTION

COMPETENCY FOR THE ORDINARY GENERAL MEETING

Approval of the compensation policy applicable to Corporate Officers

Pursuant to Article L. 225-37-2 of the French Commercial Code, the Board of Directors submits for approval of the Shareholders' Meeting the principles and criteria for the determination, distribution and award of the fixed, variable and exceptional components making up total compensation and benefits of all kinds attributable to the Corporate Officers for the performance of their duties for the 2020 fiscal year, representing the compensation policy applicable to them

These principles and criteria approved by the Board of Directors on the recommendation of the Nomination and Compensation Committee are set out in the report under the above article and appear in Chapter 2, Section 2.3 of the 2019 Universal Registration Document

It is hereby specified that the compensation policy for Executive Corporate Officers, which is subject to an annual vote, is set by the Board of Directors, acting on the recommendation of the Nominations and Compensation Committee.

ELEVENTH RESOLUTION

COMPETENCY FOR THE ORDINARY GENERAL MEETING

Board authorization to proceed with the purchase of Company's own ordinary shares

The purpose of this resolution is to authorize the Company to buy back its own ordinary shares on the market for the purposes allowed under European regulations and the AMF (such as 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 authorization may be implemented at any time, except during public purchase offerings, subject to the following conditions:

- Ceiling: 10% of the number of shares constituting the Company's capital at the date of the purchase;
- Maximum purchase price: €200;
- Period: 18 months.

TWELFTH RESOLUTION

COMPETENCY FOR THE EXTRAORDINARY GENERAL MEETING

Delegation of authority granted to the Board of Directors for the purpose of deciding capital increases reserved for members of a Company Savings Plan without preferential subscription rights within the limit of 0.5% of the share capital

As part of the policy for the association of employees with the share capital of EssilorLuxottica, Twelfth 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 who are members of a Company Savings Plan to subscribe, in particular via monthly deductions from their pay, to a capital increase carried out at the end of the year

The shares subscribed must be kept for a minimum period of five years or seven years pursuant to the plans (except in the cases of early release specified in the regulations)

The participation rate of employees in France in the Company Savings Plan reaches 88.25%.

THIRTEENTH RESOLUTION

COMPETENCY FOR THE EXTRAORDINARY GENERAL MEETING

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

Under Thirteenth resolution, it is requested to authorize the Board of Directors to cancel, where appropriate, Company treasury shares it has acquired under the share purchase authorizations granted by the Shareholders' Meetings, up to a maximum of 10% of the Company's share capital per twenty-four-month period

Conditions of the authorization:

- The Company shares to cancel are those acquired under the share purchase authorizations previously or after this Shareholders' Meeting (under the aforementioned eleventh resolution)
- This authorization would be given for 26 months.



FOURTEENTH RESOLUTION

COMPETENCY FOR THE ORDINARY GENERAL MEETING

Powers to carry out formalities

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