

**PROSPECTUS SUPPLEMENT DATED 16 JUNE 2017  
TO THE BASE PROSPECTUS DATED 9 MAY 2017**

# ESSILOR

SEEING THE WORLD BETTER

(a *société anonyme* incorporated in France)

**€4,000,000,000**

Euro Medium Term Note Programme

This prospectus supplement (the "**Supplement**") constitutes a first supplement to, and must be read in conjunction with, the base prospectus dated 9 May 2017 (the "**Base Prospectus**"), prepared in relation to the €4,000,000,000 Euro Medium Term Note Programme (the "**Programme**") established by Essilor International (Compagnie Générale d'Optique) (the "**Issuer**" or "**Essilor**") which received visa no. 17-189 from the *Autorité des marchés financiers* (the "**AMF**") on 9 May 2017. Terms defined in the Base Prospectus have the same meaning when used in this Supplement.

Application has been made for approval of this Supplement to the AMF in its capacity as competent authority pursuant to Article 212-2 of the AMF General Regulation (*Règlement général de l'AMF*) which implements the Prospectus Directive in France.

This Supplement has been prepared for the purpose of giving information with regard to the Issuer and the Notes to be issued under the Programme additional to the information already contained or incorporated by reference in the Base Prospectus pursuant to Article 16.1 of the Directive 2003/71/EC of the European Parliament and of the Council of 4 November 2003 as amended (which includes the amendments made by Directive 2010/73/EU) and Article 212-25 of the AMF General Regulation.

To the extent there is any inconsistency between (a) any statement in this Supplement or any statement incorporated by reference into the Base Prospectus by this Supplement, and (b) any other statement in or incorporated by reference in the Base Prospectus, the statements in (a) above will prevail.

Save as disclosed in this Supplement, there has been no other significant new factor, material mistake or inaccuracy relating to information included in the Base Prospectus which is capable of affecting the assessment of Notes issued under the Programme since the publication of the Base Prospectus.

This Supplement has been produced for the purpose of updating the section "Recent Developments" appearing on page 74 of the Base Prospectus with the press released published on 11 May 2017 on the approval by Essilor shareholders of the combination between Essilor and Luxottica.

For as long as the Programme remains in effect or any Notes are outstanding, copies of the Base Prospectus, any document containing information incorporated by reference in the Base Prospectus, this Supplement and the Final Terms related to Notes that are listed and admitted to trading on any Regulated Market in the EEA will be available for viewing on the website of the AMF ([www.amf-france.org](http://www.amf-france.org)), on the Issuer's website (<http://www.essilor.com/fr/Investisseurs/InformationReglementee/Pages/InformationReglementee.aspx>) and may be obtained, during normal business hours at the specified offices of the Fiscal Agent and each of the Paying Agents (as defined herein).

- 
- 
- **TABLE OF CONTENTS**
- 
- RECENT DEVELOPMENTS.....2
- 
- PERSON RESPONSIBLE FOR INFORMATION GIVEN IN THE PROSPECTUS
- SUPPLEMENT.....4
-

## RECENT DEVELOPMENTS

The section under the heading "Recent Developments" appearing on page 74 of the Base Prospectus is supplemented by the following:

***Press release: 11 May 2017 – Essilor shareholders approve the Combination between Essilor and Luxottica***

- "All resolutions widely approved
- Another important step taken towards the combination between Essilor and Luxottica
- Essilor's dividend set at €1.50 per share, up 35%

***(Charenton-le-Pont, France, 11 May 2017 – 6:30 pm) – Essilor International's Special Meeting and Combined General Meeting were held today at the Maison de la Mutualité in Paris, chaired by Hubert Sagnières, the Group's Chairman and CEO, and in the presence of Leonardo Del Vecchio, Executive Chairman of Luxottica.***

### **Strong support for the combination between Essilor and Luxottica**

Essilor's shareholders approved all the resolutions proposed to the two meetings, including those concerning the planned combination between Essilor and Luxottica. They therefore approved:

- The appointment of members of the future EssilorLuxottica Board of Directors.
  - Eight members appointed by Delfin:  
Leonardo Del Vecchio – Chairman and CEO of EssilorLuxottica;  
Three directors representing Delfin – Romolo Bardin, Giovanni Giallombardo and Francesco Milleri;  
Four additional directors – Rafaella Mazzoli, Gianni Mion, Lucia Morselli and Cristina Scocchia.
  - Eight members appointed by Essilor:  
Hubert Sagnières, Vice Chairman and Deputy CEO of EssilorLuxottica;  
Juliette Favre, representing the employee shareholders of the Valoptec Association;  
Four directors of the current Essilor Board of Directors: Henrietta Fore, Bernard Hours, Annette Messemer and Olivier Pécoux;  
Two employee representative directors, to be appointed by the Central Works Council by the end of 2017.
- The contribution by Delfin (holding company owning approximately 62% of Luxottica shares) of all its Luxottica shares to Essilor;
- The contribution of almost all Essilor's activities and equity interests into a wholly-owned subsidiary ;
- The issue of new shares in the context of the mandatory public exchange offer, to be launched by EssilorLuxottica for the remaining Luxottica shares;
- The cancellation of double voting rights;
- The modified by laws of Essilor and the future bylaws of EssilorLuxottica<sup>1</sup>, including, in particular, the new corporate name "EssilorLuxottica", the update of the corporate purpose, the cancellation of double voting rights and a new voting cap provision.

Hubert Sagnières, Chairman and CEO of Essilor, commented:

*"I am delighted with the outstanding support of Essilor shareholders for the planned combination between Essilor and Luxottica, which has just taken a decisive step forward. With a presence across all segments of the optics industry, the new group will provide concrete and innovative solutions to the challenge of improving the world's eyesight."*

The passing of these resolutions marks a new and important step forward in the planned combination between Essilor and Luxottica, to create a leading global player in the optics sector, combining the two groups' recognised and complementary skills.

---

<sup>1</sup> Essilor will be renamed EssilorLuxottica and the appointment of the EssilorLuxottica Board will come into effect as from the completion of the contribution of the Luxottica shares from Delfin to Essilor

The Essilor shareholders' vote in favour of the combination follows unanimous favorable opinions of Essilor's Central Works Council and European Works Council and clear support for the project from the employee shareholders in the Valoptec Association.

The combination is therefore proceeding according to the planned timetable. Final completion of the contribution by Delfin of its Luxottica shares to Essilor is expected to occur by the end of 2017.

## **Essilor International: new Board of Directors**

Resolutions regarding the governance of Essilor International were also approved by a very strong majority: Laurent Vacherot becomes a director; the appointment of Jeanette Wong has been ratified; and the mandates of Juliette Favre, Philippe Alfroid, Yi He and Hubert Sagnières have been renewed.

The Board of Directors together around Hubert Sagnières, all of whose members attended this general meeting, will continue to manage the activities of Essilor International and to support its development during the preparation for the combination with Luxottica and after the new combined group has been created.

The proportion of women within the Board has now reached 42.9%; its independence rate is 63.6%<sup>2</sup>; and it includes six nationalities (German, US, Canadian, Chinese, French and Singaporean).

---

<sup>2</sup> Strict application of the AFEP MEDEF code calculation method

PERSON RESPONSIBLE FOR THE INFORMATION GIVEN IN THE SUPPLEMENT

*Persons assuming responsibility for this Supplement*

**In the name of the Issuer**

We declare, to the best of our knowledge (having taken all reasonable care to ensure that such is the case), that the information contained in this Supplement is in accordance with the facts and contains no omission likely to affect its import.

16 June 2017

**ESSILOR INTERNATIONAL  
(COMPAGNIE GENERALE D'OPTIQUE)**

147, rue de Paris,  
94220, Charenton-le-Pont,  
France

**Duly represented by:**

**Géraldine Picaud**  
**Chief Financial Officer**  
authorised signatory  
pursuant to a power of attorney  
dated 16 June 2017



***Autorité des marchés financiers***

In accordance with Articles L.412-1 and L.621-8 of the French *Code monétaire et financier* and with the General Regulations (*Règlement Général*) of the *Autorité des marchés financiers* ("AMF"), in particular Articles 212-31 to 212-33, the AMF has granted the visa No. 17- 276 on 16 June to this Supplement. This Supplement has been prepared by the Issuer and its signatories assume responsibility for it. In accordance with Article L.621-8-1-I of the French *Code monétaire et financier*, the visa was granted following an examination of "whether the document is complete and comprehensible, and whether the information it contains is coherent ". It does not imply the approval by the AMF of the opportunity of the transactions contemplated hereby nor that the AMF has verified the accounting and financial data set out in it. In accordance with Article 212-32 of the AMF's General Regulation, any issuance or admission to trading of securities under the Base Prospectus, as supplemented by this Supplement, will be subject to the publication of Final Terms.