

mazars

61, rue Henri Regnault
92400 Courbevoie
France
Tél : +33 (0)1 49 97 60 00
www.mazars.fr



63, rue de Villiers
92208 Neuilly-sur-Seine
France
Tél : +33 (0)1 56 57 58 59
www.pwc.fr

ESSILORLUXOTTICA

Statutory Auditors' report on the authorization to proceed with the award of free existing shares

Combined General Meeting of May 21, 2021 – 15th resolution

ESSILORLUXOTTICA

Société Anonyme
712 049 618 R.C.S. Créteil

Statutory Auditors' report on the authorization to proceed with the award of free existing shares

Combined General Meeting of May 21, 2021 – 15th resolution

This is a translation into English of the statutory auditors' report issued in French and is provided solely for the convenience of English speaking readers. This report should be read in conjunction with, and construed in accordance with, French law and professional auditing standards applicable in France.

To the Annual General Meeting of EssilorLuxottica,

In our capacity as Statutory Auditors of EssilorLuxottica, and in compliance with Articles L.225-197-1 of the French Commercial Code (*Code de commerce*), we hereby report to you on the proposed delegation of authority to the Board of Directors to proceed with the award of free existing shares reserved for members of the employed staff and executives officers of EssilorLuxottica, and members of the employed staff and executive corporate officers of companies of which EssilorLuxottica directly or indirectly holds at least 10% of the capital or voting rights, which is submitted to you for approval.

The total number of shares awarded may not represent more than 2.5% of the Company's capital at the date of the award, it being specified that this maximum number of existing shares does not include the number of additional shares which might be granted for the purpose of an adjustment in the number of shares initially awarded following a transaction on the Company's capital. Subject to the limit set above, the number of performance shares awarded to each executive officer may not exceed 3.5% of the free shares and stock options awarded each year.

On the basis of its report, the Board of Directors proposes that the shareholders delegate to it, for a 38-month period from the date of this Meeting, the authority to proceed with the award of free existing shares.

It is the responsibility of the Board of Directors to prepare a report pertaining to this operation. It is our responsibility to express an opinion on the fairness of the information relating to this issue, presented in this report.

We performed the procedures that we deemed necessary in accordance with professional standards applicable in France to such engagements. These procedures consisted in verifying the information contained in the Board of Directors' report pertaining to this operation, comply with the applicable legal provisions.

We have no matters to report on the information contained in the Board of Directors' report pertaining to this operation, the award of free existing shares.

Paris-La Défense and Neuilly-sur-Seine, April 28 2021

The Statutory Auditors

Mazars

PricewaterhouseCoopers Audit

Jean-Luc Barlet

Guillaume Devaux

Olivier Lotz

Cédric Le Gal