

Executive corporate officers' compensation

Long-term compensation/2020 grant

Pursuant to the 7th and 8th resolutions approved by the Extraordinary Shareholders' Meeting of November 29, 2018, on October 1, 2020, the Board of Directors of EssilorLuxottica decided to grant performance shares and capped performance stock options to 14,591 employees, corresponding to a maximum of 2,253,063 shares (2,139,526 performance shares and 113,536 capped stock options).

Conditions applicable to awards made to executive corporate officers

Pursuant to the executive corporate officers' compensation policy approved by the Ordinary and Extraordinary Shareholders' Meeting of June 25, 2020 and on the recommendation of the Nomination and Compensation Committee, the Board of Directors decided to grant:

- 20,000 performance shares to Leonardo Del Vecchio, Executive Chairman, representing 0.9%¹ of the total number of shares granted and 0.005% of the Company's share capital at September 30, 2020.
- 20,000 performance shares to Hubert Sagnières, Executive Vice-Chairman, representing 0.9%¹ of the total number of shares granted and 0.005% of the Company's share capital at September 30, 2020.

The shares will only vest if the grantee is still employed by or holds a corporate office with the Company on the vesting date, and are subject to the performance conditions described below.

For all grantees, the vesting period will be three years. The number of shares that vest will be determined on the basis of (i) the annualized growth in the EssilorLuxottica share price and (ii) trends in the EssilorLuxottica share price in relation to the Euro Stoxx 50 index over said period.

Consequently,

- If the annualized growth in the EssilorLuxottica share price is less than 2%, no performance shares will vest.
- If the annualized growth in the EssilorLuxottica share price is greater than or equal to 2% and:
 - if the EssilorLuxottica share underperforms the Euro Stoxx 50 index, only half of the shares granted will vest;
 - if the EssilorLuxottica share outperforms the Euro Stoxx 50 index, the number of shares that vest will be as indicated in the table below.

¹i.e., an award lower than the limit set at 3.5% in the 2020 compensation policy.

Annualized growth in EL share price	Number of shares vesting, as a % of the initial grant	
	If the EssilorLuxottica share outperforms the EuroStoxx 50 index	If the EssilorLuxottica share underperforms the EuroStoxx 50 index
<2%	0%	0%
between 2% and 3%	50%	50%
between 3% and 4%	60%	
between 4% and 5%	70%	
between 5% and 6%	80%	
between 6% and 7%	90%	
>7%	100%	

Executive corporate officers are required to keep one-third of the vested shares throughout their term of office. This requirement to hold shares no longer applies when they hold a number of shares representing an amount equivalent to 400% of their annual fixed compensation. The annual fixed compensation used as a reference is that for the year during which an executive corporate officer intends to sell performance shares.

EssilorLuxottica is a global leader in the design, manufacture and distribution of ophthalmic lenses, frames and sunglasses. Formed in 2018, its mission is to help people around the world to see more, be more and live life to its fullest by addressing their evolving vision needs and personal style aspirations. The Company brings together the complementary expertise of two industry pioneers, one in advanced lens technology and the other in the craftsmanship of iconic eyewear, to set new industry standards for vision care and the consumer experience around it. Influential eyewear brands including Ray-Ban and Oakley, lens technology brands including Varilux® and Transitions®, and world-class retail brands including Sunglass Hut and LensCrafters are part of the EssilorLuxottica family.

In 2019, EssilorLuxottica had over 150,000 employees and consolidated revenues of Euro 17.4 billion.

The EssilorLuxottica share trades on the Euronext Paris market and is included in the Euro Stoxx 50 and CAC 40 indices.

Codes and symbols: ISIN: FR0000121667; Reuters: ESLX.PA; Bloomberg: EL:FP.

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