

## FINAL TERMS

Dated 2 December 2019. Originally dated 6 February 2014.

### **EssilorLuxottica S.A.** **€500,000,000 2.625 per cent. Fixed Rate Notes due 10 February 2024**

#### **PART A** **CONTRACTUAL TERMS**

Terms used herein shall be deemed to be defined as such for the purposes of the Conditions (the "**Conditions**"). This document constitutes the Final Terms of the Notes described herein for the purposes of Article 5.4 of the Prospectus Directive and must be read in conjunction with the Conditions.

1. (a) Series Number: -  
(b) Tranche Number: -  
(c) Date on which the Notes will be consolidated and form a single Series: Not Applicable
2. Specified Currency or Currencies: Euro
3. Aggregate Nominal Amount:  
(d) Series: €500,000,000  
(e) Tranche: €500,000,000
4. Issue Price: 99.281 per cent. of the Aggregate Nominal Amount
5. (f) Specified Denominations: €100,000 and integral multiples of €1,000 in excess thereof up to and including €199,000. No Notes in definitive form will be issued with a denomination above €199,000  
(g) Calculation Amount: €1,000
6. (h) Issue Date: 10 February 2014  
(i) Interest Commencement Date: Issue Date
7. Maturity Date: 10 February 2024
8. Interest Basis: 2.625 per cent. Fixed Rate  
*(further particulars specified below)*

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|-----|---|---|
| 9.  | Redemption Basis:   | Subject to any purchase and cancellation or early redemption, the Notes will be redeemed on the Maturity Date at 100 per cent. of their nominal amount  |
| 10. | Change of Interest Basis:   | Not Applicable  |
| 11. | Put/Call Options:   | Change of Control Put<br><i>(further particulars specified below)</i>   |
| 12. | Date Board approval for issuance of Notes and Guarantee obtained: | Resolutions of the board of directors of Luxottica Group S.p.A. (being the original Issuer of the Notes) on 25 July 2013 for the issue of the Notes and 29 April 2013 and 31 January 2014 of Luxottica S.r.l. and Luxottica U.S. Holdings Corp., respectively, (being the original Guarantors of the Notes) |

#### **PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE**

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|-----|---|--|
| 13. | Fixed Rate Note Provisions  | Applicable   |
|     | (j) Rate(s) of Interest:  | 2.625 per cent. per annum payable in arrear on each Interest Payment Date                          |
|     | (k) Interest Payment Date(s):   | 10 February in each year from and including 10 February 2015 up to and including the Maturity Date |
|     | (l) Fixed Coupon Amount(s):<br><i>(Applicable to Notes in definitive form.)</i> | €26.50 per Calculation Amount  |
|     | (m) Broken Amount(s):<br><i>(Applicable to Notes in definitive form.)</i>       | Not Applicable   |
|     | (n) Day Count Fraction:   | Actual/Actual (ICMA) (unadjusted)  |
|     | (o) Determination Date(s):  | 10 February in each year   |
| 14. | Floating Rate Note Provisions:  | Not Applicable   |
| 15. | Zero Coupon Note Provisions:  | Not Applicable   |

#### **PROVISIONS RELATING TO REDEMPTION**

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|-----|--|---|
| 16. | Notice periods for Condition 6.2<br><i>(Redemption for tax reasons):</i>                   | Minimum period: 5 days<br>Maximum period: 90 days           |
| 17. | Issuer Call:   | Not Applicable  |
| 18. | Investor Put:  | Not Applicable  |
| 19. | Change of Control Put:   | Applicable  |
|     | (p) Optional Redemption Amount:  | €1,000 per Calculation Amount                               |
|     | (q) Notice periods:  | Minimum period: 15 days<br>Maximum period: 20 Business Days |
| 20. | Final Redemption Amount:   | €1,000 per Calculation Amount                               |
| 21. | Early Redemption Amount payable on redemption for taxation reasons or on event of default: | €1,000 per Calculation Amount                               |

**GENERAL PROVISIONS APPLICABLE TO THE NOTES**

- |     |   |   |
|-----|---|---|
| 22. | Form of Notes:  |   |
|     | (r) Form:   | Temporary Global Note exchangeable for a Permanent Global Note which is exchangeable for Definitive Notes only upon an Exchange Event |
|     | (s) New Global Note:  | Yes   |
| 23. | Additional Financial Centre(s):                               | Not Applicable  |
| 24. | Talons for future Coupons to be attached to Definitive Notes: | No  |

Signed on behalf of EssilorLuxottica:

By: .....

*Duly authorised*

**PART B  
OTHER INFORMATION**

**1. LISTING AND ADMISSION TO TRADING**

- (i) Listing and Admission to trading: The Notes have been admitted to trading on the Luxembourg Stock Exchange's regulated market and listed on the Official List of the Luxembourg Stock Exchange with effect from 10 February 2014.
- (ii) Estimate of total expenses related to admission to trading: €5,750

**2. RATINGS**

- Ratings: The Notes to be issued have been rated:
- A- by Standard & Poor's Credit Market Services France SAS.
- Standard & Poor is established in the Standard & Poor's Credit Market Services France SAS European Union and is registered under Regulation (EC) No. 1060/2009 (as amended) (the **CRA Regulation**).

**3. INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE**

Save for any fees payable to the Joint Lead Managers, so far as the Issuer is aware, no person involved in the issue of the Notes has an interest material to the offer. The Joint Lead Managers and their affiliates have engaged, and may in the future engage, in investment banking and/or commercial banking transactions with, and may perform other services for, the Issuer and the Guarantors and their affiliates in the ordinary course of business.

**4. YIELD** (*Fixed Rate Notes only*)

Indication of yield: 2.708 per cent. per annum

**5. OPERATIONAL INFORMATION**

- (iii) ISIN code: XS1030851791
- (iv) Common Code: 103085179
- (v) Any clearing system(s) other than Euroclear Bank S.A./N.V.: Not Applicable

and Clearstream Banking, société anonyme and the relevant identification number(s):

- (vi) Delivery: Deliver against payment
- (vii) Names and addresses of additional Paying Agent(s) any): Not Applicable
- (viii) Intended to be held in a manner which would allow Eurosystem eligibility: Yes. Note that the designation "yes" simply means that the Notes are intended upon issue to be deposited with one of the ICSDs as common safekeeper and does not necessarily mean that the Notes will be recognised as eligible collateral for Eurosystem monetary policy and intra day credit operations by the Eurosystem either upon issue or at any or all times during their life. Such recognition will depend upon the ECB being satisfied that Eurosystem eligibility criteria have been met

## 6. DISTRIBUTION

- (ix) Method of distribution: Syndicated
- (x) If syndicated, names of Joint Lead Managers: Banca IMI S.p.A.  
BNP Paribas  
Crédit Agricole Corporate and Investment Bank  
Deutsche Bank AG, London Branch  
UniCredit Bank AG
- (xi) Date of Subscription Agreement: 6 February 2014
- (xii) Stabilising Manager(s) (if any): UniCredit Bank AG
- (xiii) If non-syndicated, name of relevant Dealer: Not Applicable
- (xiv) U.S. Selling Restrictions: Reg. S Compliance Category 2; TEFRA D