

**Notice pursuant to Art. 37-ter, paragraph 3, of the regulation adopted by CONSOB by resolution no. 11971 of May 14, 1999, as subsequently amended, relating to the mandatory exchange offer launched by EssilorLuxottica on all of the shares of Luxottica S.p.A.**

**Charenton-le-Pont (France), October 11, 2018** – EssilorLuxottica (the “**Offeror**”), on the date hereof has filed with CONSOB – pursuant to Art. 102, paragraph 3, of Legislative Decree no. 58 of February 24, 1998, as subsequently amended (the “**TUF**”), and Art. 37-ter, paragraph 3, of the regulation adopted by CONSOB by resolution no. 11971 of May 14, 1999, as subsequently amended – the offer document (the “**Offer Document**”) relating to the mandatory exchange offer (the “**Offer**”), pursuant to Arts. 102 and 106, paragraphs 1-*bis* and 2-*bis*, of the TUF, launched by the Offeror on all of the ordinary shares of Luxottica Group S.p.A. (“**Luxottica**” or the “**Issuer**”), excluding (i) the 302,846,957 ordinary shares of Luxottica held by the Offeror as of the date hereof, representing 62.42% of Luxottica’s share capital, and (ii) the 6,071,922 treasury shares (the “**Treasury Shares**”) representing 1.25% of Luxottica’s share capital, held by the Issuer.

The Offer, therefore, is for up to 176,234,154 ordinary shares of Luxottica, each with a par value of Euro 0.06 and fully paid-up, as well as for up to 42,000 new ordinary shares that will be issued by Luxottica in case of timely exercise by the relevant holders of all of the stock options granted by Luxottica pursuant to existing stock option plans prior to the end of the tender period (the Luxottica shares subject to the Offer are hereinafter defined as the “**Shares**”). As of the date hereof, the existing Shares represent 36.33% of the Issuer’s share capital.

The Offeror will deliver to the Luxottica shareholders tendering their Shares in the Offer a stock-only consideration consisting of 0.4613 newly issued shares of the Offeror, with par value of Euro 0.18, admitted to trading on Euronext Paris, per each Share tendered in the Offer.

If all of the Shares (including the newly issued ones possibly resulting from the timely exercise of all of the stock options) are tendered in the Offer, 81,316,189 new shares of the Offeror will be assigned, on aggregate, to the Luxottica shareholders (other than the Offeror), representing approximately 18.47% of the share capital of the Offeror, as of the settlement date of the Offer (following the capital increase for the Offer).

The Offer Document will be published upon completion of CONSOB’s review period, pursuant to Art. 102, paragraph 4, of the TUF. Pending publication of the Offer Document, please refer to the notice pursuant to Art. 102, paragraph 1, of the TUF, published on the Offeror’s website ([www.essilor-luxottica.com](http://www.essilor-luxottica.com)) and on the Issuer’s website ([www.luxottica.com](http://www.luxottica.com)) for any further information regarding the main conditions of the Offer.

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*This notice does not constitute or form a part of any offer to sell or exchange or the solicitation of an offer to buy or exchange any securities in the United States or any other jurisdiction. Securities may not be offered or sold in the United States unless they have been registered under the U.S. Securities Act of 1933, as amended (the “U.S. Securities Act”), or are exempt from registration. The securities that are being offered in the transaction referred to herein have not been and will not be registered under the U.S. Securities Act and neither the Offeror nor the Issuer intend to make a public offering of any such securities in the United States.*

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**Press release**

Not for release, publication or distribution, directly or indirectly in the United States, Australia, Canada or Japan

*This notice is only being distributed to and is only directed at (i) persons who are outside the United Kingdom or (ii) investment professionals falling within Art. 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (the “Order”) or (iii) high net worth companies, and other persons to whom it may lawfully be communicated, falling within Art. 49(2)(a) to (d) of the Order (all such persons together being referred to as “relevant persons”). The securities which are referred to herein are only available to, and any invitation, offer or agreement to subscribe, purchase or otherwise acquire such securities will be engaged in only with, relevant persons. Any person who is not a relevant person should not act or rely on this document or any of its contents.*

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*Notice issued by EssilorLuxottica and disclosed by Luxottica Group S.p.A. upon request of EssilorLuxottica.*

*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 2017, EssilorLuxottica had nearly 150,000 employees and pro forma consolidated revenues would have reached approximately Euro 16 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; Bloomberg: EL:FP.*

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