



SPAFID CONNECT

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Diffusione presunta

Oggetto : Excerpt of the Shareholders' Agreement
between Essilor International and Delfin

Testo del comunicato

Vedi allegato.



Excerpt of the Shareholders' Agreement between Essilor International and Delfin

Milan (Italy), October 4, 2018 – Luxottica Group S.p.A. (MTA: LUX), in accordance with applicable regulations, discloses to the public the excerpt published today on the Italian newspaper “Corriere della Sera” and concerning the provisions amounting to a “Shareholders' Agreement”.

Excerpt of the shareholders' agreement pursuant to Article 122 of Legislative Decree No. 58 of 24 February 1998 and Article 129 of Consob Regulation n. 11971/1999

Further to the previous disclosure relating to the agreement entered into between Essilor International (*Compagnie Générale d'Optique*) (“**Essilor**”) and Delfin S.à r.l. (“**Delfin**”) on 15 January 2017 concerning the combination between the Essilor group and Luxottica Group S.p.A. (“**Luxottica**”) and its group (respectively, the “**Combination Agreement**” and the “**Transaction**”), pursuant to Article 122 of Legislative Decree no. 58 of 24 February 1998 (“**Italian Consolidated Financial Act**”) and Article 129 of Consob Regulation No. 11971 of 14 May 1999 this document provides information relating to certain commitments undertaken by Delfin *vis-à-vis* Essilor, and certain commitments undertaken by Essilor and certain directors of Essilor (Hubert Sagnières, Olivier Pécoux, Bernard Hours and Juliette Favre) (hereinafter the “**Essilor Directors**”) *vis-à-vis* Delfin in a letter agreement (the “**Implementation Letter**”) and certain other agreements between Essilor and Delfin set forth in a further letter agreement (the “**Clarification Letter**” and, together with the Implementation Letter, the “**Agreements**”), which may fall within the scope of the definition of shareholders' agreements provided under Article 122, paragraph 1 and paragraph 5, letter d), of the Italian Consolidated Financial Act.

By way of reminder, the Transaction consists of: (i) the contribution into Essilor of the shareholding held by Delfin in Luxottica, representing (as of the Closing Date of Contribution, as defined below) 62.42% of the share capital of Luxottica, which was completed on 1 October 2018 (the “**Closing Date of the Contribution**”) (as from such date, Essilor was renamed “**EssilorLuxottica**”); and (ii) the subsequent mandatory exchange offer to be launched by EssilorLuxottica, in accordance with the provisions of Italian law, to acquire all of the remaining outstanding Luxottica shares.

The commitments set forth in the Agreements, which concern the exercise of voting rights in EssilorLuxottica and certain governance rules in respect of EssilorLuxottica and its subsidiary Luxottica, represent an implementation and/or a clarification of the relevant provisions of the Combination Agreement, which continue to remain in force in accordance with their terms (please see in that respect the key information concerning the relevant provisions of the



Combination Agreement published by Essilor (now EssilorLuxottica) pursuant to art. 122 of the Italian Consolidated Financial Act).

The commitments undertaken by Delfin under the Agreements concern the shares held by Delfin from time to time in EssilorLuxottica, equal, as of today, to 139,738,506 ordinary shares of EssilorLuxottica (of which 35,205 shares held by Delfin prior to the Closing Date of the Contribution and 139,703,301 shares assigned to Delfin as consideration for the contribution), representing 38.93% of the company's share capital and 39.09% of the company's voting rights (without prejudice to the 31% cap on the voting rights that may be exercised by Delfin, as indicated in the key information published with reference to certain provisions of the Combination Agreement).

The commitments under the Agreements became binding on the parties thereof on the Closing Date of the Contribution and will remain in force until the date of the annual general shareholders' meeting of EssilorLuxottica called to approve the company's financial statements for the year ended 31 December 2020.

The commitments set forth in the Implementation Letter were undertaken by and are binding on: (i) Delfin, *société à responsabilité limitée*, having its registered office at 7, rue de la Chapelle, 1325 Luxembourg, registered with the Trade and Companies Registry of Luxembourg under number B117420; and with reference to certain of such commitments, (ii) Essilor, having its registered office at 147, rue de Paris, 94220 Charenton-le-Pont, France, registered with the Trade and Companies Registry of Créteil under number 712 049 618, which – as of the Closing Date of the Contribution – was renamed “EssilorLuxottica”, as well as, with reference to certain other commitments, (iii) the Essilor Directors and specifically (a) Hubert Sagnières born in Sainte Colombe (France), on May 10, 1955, (b) Olivier Pécoux born in Casablanca (Morocco), on September 9, 1958, (c) Bernard Hours born in Strasbourg (France), on May 5, 1956 and (d) Juliette Favre born in Cotonou (Benin), on November 22, 1972. The Clarification Letter has been executed by Delfin and Essilor.

Key information on the relevant provisions of the Agreements pursuant to Article 130 of CONSOB Regulation n. 11971/1999 is published starting from 4 October 2018 on Luxottica website www.luxottica.com.

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