



SPAFID CONNECT

Informazione Regolamentata n. 0491-5-2019	Data/Ora Ricezione 22 Gennaio 2019 11:53:43	MTA
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Societa' : LUXOTTICA GROUP

Identificativo : 113118

Informazione
Regolamentata

Nome utilizzatore : LUXOTTICAN14 - Senici

Tipologia : 3.1

Data/Ora Ricezione : 22 Gennaio 2019 11:53:43

Data/Ora Inizio : 22 Gennaio 2019 11:53:44

Diffusione presunta

Oggetto : EssilorLuxottica: definitive results of sell-out
period

Testo del comunicato

Vedi allegato.

Notice pursuant to Articles 41, Paragraph 6, and 50-quinquies, Paragraphs 2 and 5, of the Regulation adopted by CONSOB by means of resolution No. 11971 of 14 May 1999, as subsequently amended

DEFINITIVE RESULTS OF THE PROCEDURE TO COMPLY WITH THE OBLIGATION TO PURCHASE UNDER ART. 108, PAR. 2, OF THE TUF REGARDING THE REMAINING SHARES OF LUXOTTICA GROUP S.P.A.

ESSILORLUXOTTICA HAS REACHED 97.542% OF THE SHARE CAPITAL OF LUXOTTICA (INCLUDING TREASURY SHARES)

JOINT PROCEDURE TO EXERCISE THE RIGHT TO PURCHASE PURSUANT TO ART. 111 OF THE TUF AND TO COMPLY WITH THE OBLIGATION TO PURCHASE UNDER ART. 108, PAR. 1, OF THE TUF ON ALL OF THE RESIDUAL LUXOTTICA SHARES

Charenton-le-Pont (France), 22 January 2019 – With reference to the procedure to comply with the obligation to purchase under art. 108, par. 2, of Legislative Decree No. 58 of 24 February 1998, as subsequently amended (the “**TUF**”) initiated by EssilorLuxottica (the “**Offeror**”) on 12 December 2018 (the “**Procedure to Comply with the Obligation to Purchase under Art. 108, Par. 2, of the TUF**”) with respect to the outstanding ordinary shares of Luxottica Group S.p.A. (“**Luxottica**” or the “**Issuer**”) not held by the Offeror following the completion of the mandatory exchange offer launched by the Offeror on 11 October 2018 for the ordinary shares of Luxottica pursuant to Artt. 102 and 106, paragraph 1-*bis* and 2-*bis*, of the TUF (the “**Offer**”), further to the press release announcing the provisional results of the Procedure to Comply with the Obligation to Purchase under Art. 108, Par. 2, of the TUF (and the Obligation to Purchase U.S. Private Placement) issued on 18 January 2019, the Offeror announces the following.

Capitalized terms used in this notice, unless otherwise defined, have the same meaning attributed to them in the notice relating to the definitive results of the Offer and the terms of the Procedure to Comply with the Obligation to Purchase under Art. 108, Par. 2, of the TUF published by the Offeror on 3 December 2018 (the “**Notice of 3 December**”) or in the offer document relating to the Offer approved by CONSOB with Resolution No. 20648 on 25 October 2018 and published on 27 October 2018 (the “**Offer Document**”), a copy of which is available on the Offeror’s website (www.essilor-luxottica.com) and on the Issuer’s website (www.luxottica.com).

The Procedure to Comply with the Obligation to Purchase under Art. 108, Par. 2, of the TUF (including the Obligation to Purchase U.S. Private Placement) carried out by the Offeror targeted the 32,487,842 outstanding ordinary shares of Luxottica not held by the Offeror following the completion of the Offer (the “**Remaining Shares**”), equal to 6.70% of the share capital of the Issuer, which currently amounts to EUR 29,111,701.98 and consists of 485,195,033 ordinary shares (the “**Updated Share Capital**”). The period for the submission of the Requests for Sale by the holders of Remaining Shares in the context of the Procedure to Comply with the Obligation to Purchase under Art. 108, Par. 2, of the TUF (and the Obligation to Purchase U.S. Private Placement) started on 12 December 2018 and ended on 18 January 2019 (the “**Period for the Submission of the Requests for Sale**”).

A. Definitive results of the Procedure to Comply with the Obligation to Purchase under Art. 108, Par. 2, of the TUF

Based on the definitive results communicated by UniCredit Bank AG, Milan Branch, in its capacity as intermediary responsible for coordinating the collection of the Requests for Sale, in the context of the Procedure to Comply with the Obligation to Purchase under Art. 108, Par. 2, of the TUF (including the Obligation to Purchase U.S. Private Placement), during the Period for the Submission of the Requests for Sale, Luxottica shareholders submitted Requests for Sale relating to 20,561,815 Remaining Shares. Such Remaining Shares for which Requests for Sale were submitted represent (i) 4.238% of the Updated Share Capital and (ii) 63.291% of the total Remaining Shares.

These definitive results reflect an upward correction of 851 Remaining Shares for which Requests for Sale were submitted compared to the provisional results of the Procedure to Comply with the Obligation to Purchase under Art. 108, Par. 2, of the TUF announced on 18 January 2019.

With reference to the 20,561,815 Remaining Shares for which Requests for Sale were submitted in the context of the Procedure to Comply with the Obligation to Purchase under Art. 108, Par. 2, of the TUF (including the Obligation to Purchase U.S. Private Placement):

- i. For 14,313,208 Remaining Shares, the relevant shareholders requested the Stock Consideration (*i.e.* 0.4613 newly issued ordinary shares of EssilorLuxottica with a par value of EUR 0.18 each admitted to trading on Euronext Paris (the “**EssilorLuxottica Shares**”) per each Remaining Share); and
- ii. For the other 6,248,607 Remaining Shares, the relevant shareholders requested the Cash Consideration (*i.e.* EUR 51.64474423 per each Remaining Share).

During the Period for the Submission of the Requests for Sale, the Offeror did not acquire any share of Luxottica outside the Procedure to Comply with the Obligation to Purchase under Art. 108, Par. 2, of the TUF (including the Obligation to Purchase U.S. Private Placement).

Therefore, taking into account (a) the 20,561,815 Remaining Shares for which Requests for Sale were submitted in the context of the Procedure to Comply with the Obligation to Purchase under Art. 108, Par. 2, of the TUF (including the Obligation to Purchase U.S. Private Placement) and (b) the 446,635,269 ordinary shares of Luxottica already held directly by the Offeror prior to the beginning of the Period for the Submission of the Requests for Sale, following the end of such period the Offeror will directly hold 467,197,084 ordinary shares of Luxottica, equal to 96.291% of the Updated Share Capital as of the settlement thereof. Taking into account also the 6,071,922 Treasury Shares held by Luxottica as of the date hereof, following the Procedure to Comply with the Obligation to Purchase under Art. 108, Par. 2 of the TUF the Offeror will hold in aggregate, directly and (with reference to the Treasury Shares) indirectly, 473,269,006 ordinary shares of Luxottica, equivalent to 97.542% of the Updated Share Capital.

B. Payment of the Consideration for the Obligation to Purchase under Art. 108, Par. 2, of the TUF – Aggregate amount of the consideration

The Luxottica shareholders that submitted Requests for Sale in the context of the Procedure to Comply with the Obligation to Purchase under Art. 108, Par. 2 of the TUF (including the Obligation to Purchase U.S. Private Placement) will receive the Consideration for the Obligation to Purchase under Art. 108, Par. 2, of the TUF due to them – *i.e.*, either the Stock Consideration or the Cash Consideration depending on their selection in the Requests for Sale – on 25 January 2019 (the “**Payment Date of the Consideration for the Obligation to Purchase under Art. 108, Par. 2, of the TUF**”), *i.e.* on the fifth trading day following the end of the Period for the Submission of the Requests for Sale, against transfer of ownership of the Luxottica shares to the Offeror, in accordance with the procedures described in paragraph C.iv of the Notice of 3 December (including with respect to the treatment of any Fractional Components).

In order to provide the Stock Consideration to the Requesting Shareholders that so selected in their Requests for Sale, the Offeror will issue 6,602,682 EssilorLuxottica Shares, representing 1.524% of the statutory issued share capital of the Offeror following such issuance as of the Payment Date of the Consideration for the Obligation to Purchase under Art. 108, Par. 2, of the TUF; such statutory share capital will consist of 433,379,900 ordinary shares. The aggregate amount of the Cash Consideration due to the Requesting Shareholders that so selected in their Requests for Sale is equal to EUR 322,707,710.31.

C. Joint Procedure to exercise the Right to Purchase and to comply with the Obligation to Purchase Under Art. 108, Par. 1, of the TUF

Following the completion of the Period for the Submission of the Requests for Sale, the Offeror has come to own, directly and indirectly - including the Remaining Shares for which Requests for Sale were submitted in the context of the Procedure to Comply with the Obligation to Purchase under Art. 108, Par. 2, of the TUF (including the Obligation to Purchase U.S. Private Placement) and the Treasury Shares - more than 95% of the share capital of Luxottica. Since the Offeror already declared in the Offer Document, among other documents, its intention to exercise the Right to Purchase, the legal requirements have been met for the exercise of said right and for the performance of the Obligation to Purchase under Art. 108, Par. 1, of the TUF with reference to all of the 11,926,027 outstanding ordinary shares of Luxottica not held by the Offeror following the Procedure to Comply with the Obligation to Purchase under Art. 108, Par. 2, of the TUF (the “**Residual Shares**”), equal to 2.458% of the Updated Share Capital.

Therefore, as previously declared in the Offer Document and the Notice of 3 December, among other documents, the Offeror will exercise its Right to Purchase and, concurrently, will comply with the Obligation to Purchase under Art. 108, Par. 1, of the TUF *vis-à-vis* the remaining shareholders of the Issuer that so request, through a specific joint procedure agreed upon with CONSOB and Borsa Italiana (the “**Joint Procedure**”), the terms and conditions of which are described below.

Pursuant to Art. 111 of the TUF, the Joint Procedure will result in the transfer to the Offeror of ownership of each of the Residual Shares, including, for the sake of clarity, shares held by Luxottica shareholders that do not submit any Request for Sale Concerning the Joint Procedure (as defined below).

Concurrently with the Joint Procedure, the Offeror will launch in the United States a new private placement addressed solely to “qualified institutional buyers”, or “QIBs” (as defined in Rule 144A under the U.S. Securities Act) who hold Residual Shares, under the same terms and conditions as the Joint Procedure (including the same Period for the Submission of the Requests for Sale Concerning the Joint Procedure and the same Consideration for the Joint Procedure, both as defined below), in reliance on the exemption from registration provided for private placements pursuant to Section 4(a)(2) under the U.S. Securities Act (the “**Joint Procedure U.S. Private Placement**”).

i. Consideration for the Joint Procedure

In the context of the Joint Procedure, the Offeror will pay to any shareholder of the Issuer, pursuant to Art. 111, Par. 2, and 108, Pars. 3 and 5, of the TUF, a per share consideration (the “**Consideration for the Joint Procedure**”) identical to the Consideration for the Obligation to Purchase under Article 108, Paragraph 2, of the TUF, *i.e.*:

- a. 0.4613 EssilorLuxottica Shares for each Luxottica share (the “**Stock Consideration**”); or, alternatively
- b. a cash consideration of EUR 51.64474423 per each Residual Share (the “**Cash Consideration**”). To receive the Cash Consideration, remaining holders will have to expressly request it in the Request for Sale Concerning the Joint Procedure (as defined below), with respect to all of the Residual Shares for which the request is submitted. Should all of the Luxottica shareholders submit Requests for Sale Concerning the Joint Procedure requesting the Cash Consideration, the maximum amount of the cash consideration that would be payable by the Offeror for all the Residual Shares upon conclusion of the Joint Procedure would be equal to EUR 615,916,614 (the “**Potential Maximum Cash Disbursement for the Cash Consideration**”).

Please note that shareholders holding Residual Shares that do not submit any Request for Sale Concerning the Joint Procedure will receive solely the Stock Consideration.

ii. Period to exercise the right to choose with respect to the type of Consideration for the Joint Procedure

The period, agreed to with Borsa Italiana and CONSOB, during which Luxottica shareholders may exercise their right to choose, pursuant to Artt. 108, Par. 5, and 111, Par. 2, of the TUF, with respect to the type of Consideration for the Joint Procedure, *i.e.*, between the Stock Consideration and the Cash Consideration, will start at 8:30 (Italian time) on 28 January 2019 and will end at 17:30 (Italian time) on 26 February 2019 (the “**Period for the Submission of the Requests for Sale Concerning the Joint Procedure**”), subject to potential extension in accordance with applicable laws and regulations.

iii. Procedure for the submission of the Requests for Sale Concerning the Joint Procedure and the deposit of the relevant Residual Shares

The holders of Residual Shares who wish to request EssilorLuxottica to purchase such shares in the context of the Joint Procedure (the “**Requesting Shareholders**”) shall submit a request for sale by executing and delivering to a Responsible Intermediary, prior to the end of the Period for the Submission of the Requests for Sale Concerning the Joint Procedure, the relevant form (which can be found at the offices of the Responsible Intermediaries) duly completed in all of its parts (the “**Request for Sale Concerning the Joint Procedure**”) and simultaneously depositing the Residual Shares with such Responsible Intermediary. The Responsible Intermediaries that will collect the Requests for Sale Concerning the Joint Procedure are the same Responsible Intermediaries that have collected the Tender Forms in the Offer and, subsequently, the Requests for Sale in the context of the Procedure to Comply with the Obligation to Purchase under Art. 108, Par. 2, of the TUF, *i.e.* UniCredit Bank AG (Milan Branch), BNP Paribas Securities Services (Milan Branch), EQUITA S.I.M. S.p.A., Banca Monte dei Paschi di Siena S.p.A., Banca IMI S.p.A. – Gruppo Intesa Sanpaolo and Intermonte SIM S.p.A. Holders of Residual Shares can also deliver the Requests for Sale Concerning the Joint Procedure to, and deposit the Residual Shares indicated therein with, any of the depositary intermediaries authorized to provide financial services that are members of the centralized clearing system at Monte Titoli (the “**Depositary Intermediaries**”), provided that the delivery and deposit are made in time for the Depositary Intermediaries to deposit the Residual Shares with a Responsible Intermediary no later than the last day of the Period for the Submission of the Requests for Sale Concerning the Joint Procedure.

Only the Residual Shares that are duly registered (in dematerialized form) and available in a securities account of the Requesting Shareholder opened at a Depositary Intermediary may be the subject matter of Requests for Sale Concerning the Joint Procedure. Moreover, such shares must be free of encumbrances of any kind and nature, whether *in rem*, obligatory or personal, as well as freely transferable to the Offeror. Lastly, the Residual Shares resulting from transactions performed on the market may be included in a Request for Sale Concerning the Joint Procedure only after settlement of such transactions in the context of the clearing system.

Since Luxottica shares are held in a dematerialized form, the execution and delivery of the Request for Sale Concerning the Joint Procedure will constitute an irrevocable mandate and instruction from each holder of Residual Shares to the Responsible Intermediary, or to the relevant Depositary Intermediary at which such shareholder holds the securities account in which the Residual Shares are deposited, to perform all the necessary formalities for the transfer of the Residual Shares to the Offeror, including through temporary accounts at such intermediaries, if applicable.

During the Period for the Submission of the Requests for Sale Concerning the Joint Procedure and until the Settlement Date of the Joint Procedure (as defined below), Requesting Shareholders that submit a Request for Sale Concerning the Joint Procedure may still exercise ownership rights (*e.g.*, option rights) and administrative rights (such as the right to vote) pertaining to such Residual Shares, which shall remain the property of such Requesting Shareholders until the Settlement Date of the Joint Procedure. However, during the same period, the Requesting Shareholders that submit a Request for Sale Concerning the Joint Procedure may not transfer or dispose of such Residual Shares.

The Requests for Sale Concerning the Joint Procedure submitted by the holders of Residual Shares (or by their duly empowered representatives) during the Period for the Submission of the Requests for Sale Concerning the Joint Procedure, and, in particular, the choice of the type of Consideration for the Joint Procedure made in the Request for Sale Concerning the Joint Procedure, may not be withdrawn or changed, except in the event of withdrawal of the choice under Art. 16 of the Prospectus Directive in case of publication of a supplement to the Prospectus (for further information, see Section F.8 of the Offer Document, which will apply *mutatis mutandis*).

iv. Completion of the Joint Procedure: date and procedure for the payment of the Consideration for the Joint Procedure; transfer of the title on the Residual Shares to the Offeror; handling of the Fractional Components

The settlement of the Joint Procedure, consisting in the transfer to the Offeror of title of all the Residual Shares (including, for the sake of clarity, the shares for which no Request for Sale Concerning the Joint Procedure has been submitted) and the payment to the Luxottica shareholders of the Consideration for the Joint Procedure, will occur on the fifth Trading Day following the end of the Period for the Submission of the Requests for Sale Concerning the Joint Procedure, *i.e.* on 5 March 2019, subject to extension (the “**Settlement Date of the Joint Procedure**”).

In particular, on the Settlement Date of the Joint Procedure, the Consideration for the Joint Procedure will be paid as follows:

- a) the Stock Consideration due to the Requesting Shareholders will be paid through the transfer of the relevant number of EssilorLuxottica Shares to the securities accounts at the Responsible Intermediaries or the Depository Intermediaries held by the Requesting Shareholders (with the terms and pursuant to the procedures indicated in the Request for Sale Concerning the Joint Procedure); and
- b) the Cash Consideration due to the Requesting Shareholders will be paid through the transfer of the relevant amount to the Responsible Intermediaries, which shall transfer the funds to the Depository Intermediaries, which shall in turn credit such funds to the Requesting Shareholders in accordance with the instructions issued by the Requesting Shareholders (or their representatives) in the Request for Sale Concerning the Joint Procedure, in compliance with the procedures set forth in the Request for Sale Concerning the Joint Procedure. No interest will be paid by the Offeror or any other person on the Cash Consideration; and
- c) the Offeror will make the Stock Consideration available also to the shareholders holding Residual Shares that have not submitted a Request for Sale Concerning the Joint Procedure, with the modalities that will be announced by the Offeror before the Settlement Date of the Joint Procedure.

With respect to the Residual Shares for which no Requests for Sale Concerning the Joint Procedure will be submitted, pursuant to Art. 111, Par. 3, of the TUF, on the Settlement Date of the Joint Procedure, the Offeror will notify Luxottica that the amount of EssilorLuxottica Shares required for the payment of the Stock Consideration to all the Luxottica shareholders that did not submit any Request for Sale Concerning the Joint Procedure have been made available, with the modalities that will be communicated prior to the Settlement Date of the Joint Procedure. Once such notification is made, the transfer of title of all the Residual Shares to the Offeror will be effective and will thus be recorded on the Issuer’s register of shareholders.

If the Requesting Shareholder (who did not request the Cash Consideration in the Request for Sale Concerning the Joint Procedure) is entitled to a Stock Consideration composed of a non-integral number of EssilorLuxottica Shares, the Depository Intermediary or the Responsible Intermediary to which such Requesting Shareholder submitted such Request for Sale Concerning the Joint Procedure will include in the Request for Sale the fractional component of such non-integral number (any such fractional

component, a “**Fractional Component**”). Each Responsible Intermediary, also on behalf of the Depository Intermediaries that have delivered Requests for Sale Concerning the Joint Procedure that do not provide for a request of Cash Consideration, will inform the intermediary responsible for the coordination of the collection of Requests for Sale Concerning the Joint Procedure, *i.e.* Unicredit Bank AG, Milan Branch (the “**Intermediary Responsible for the Coordination of the Collection of Requests for Sale**”), of the number of EssilorLuxottica Shares resulting from the aggregation of all the Fractional Components delivered to such Responsible Intermediary.

The Intermediary Responsible for Coordinating the Collection of Requests for Sale, on behalf and in the name of the Requesting Shareholders and based on the notice received by each Responsible Intermediary, will aggregate all of the Fractional Components and sell the resulting integral number of newly issued EssilorLuxottica Shares on Euronext Paris. The cash proceeds of such sales will then be transferred to each Responsible Intermediary that will distribute them to the relevant Requesting Shareholders proportionally to their respective Fractional Components (such cash amount corresponding to the Fractional Component, the “**Fractional Component Cash Amount**”), as follows: within 10 Trading Days of the Payment Date of the Consideration for the Joint Procedure, the Intermediary Responsible for Coordinating the Collection of Requests for Sale will credit the proceeds of the sale to the relevant Depository Intermediaries through the Responsible Intermediaries, proportionally to the Fractional Component Cash Amounts due to the Requesting Shareholders that submitted a Request for Sale Concerning the Joint Procedure (without requesting the Cash Consideration) through each of the Depository Intermediaries. The Depository Intermediaries will, in turn, distribute and credit such proceeds to the Requesting Shareholders, according to the procedures indicated in the Request for Sale Concerning the Joint Procedure. No interest will be paid by the Offeror or any other person on the Fractional Component Cash Amount.

v. Guarantees of full performance of the Joint Procedure

As a guarantee of full performance of the obligation of the Offeror to pay the Cash Consideration to the Requesting Shareholders that so requested in their Request for Sale Concerning the Joint Procedure, on 5 December 2018, BNP Paribas S.A., MUFG Bank, Ltd., Unicredit Bank A.G. and Intesa SanPaolo S.p.A., upon the Offeror’s instructions pursuant to a EUR 3,200,000,000 bridge term loan facility agreement entered into with the Offeror on 30 October 2018, issued a first-demand guarantee for an aggregate amount, pro-rata the four guarantors, higher than the Potential Maximum Cash Disbursement for the Cash Consideration. The Offeror will fund the cash disbursement for the payment, on the Settlement Date of the Joint Procedure, of the aggregate Cash Consideration that will actually be due to the Requesting Shareholders that so requested using its available financial resources.

With respect to the Stock Consideration, before the Settlement Date of the Joint Procedure, the Offeror will issue up to 5,501,476 new EssilorLuxottica shares to be delivered as Consideration for the Joint Procedure (assuming that no holder of Residual Shares submits a Request for Sale Concerning the Joint Procedure requesting the Cash Consideration). Such new shares will be issued in the context of the Capital Increase for the Offer approved by the extraordinary general shareholders’ meeting of the Offeror held on 11 May 2017 and subsequently resolved upon by the Offeror’s board of directors on 1 October 2018 pursuant to the authority granted by the shareholders.

D. Delisting of the Luxottica shares

In accordance with Art. 2.5.1, Par. 6, of the Regulations of the Markets organized and managed by Borsa Italiana S.p.A., Borsa Italiana will order the delisting of the Luxottica shares from the MTA as from 5 March 2019 (Settlement Date of the Joint Procedure), after suspending the trading of Luxottica shares on 1 and 4 March 2019.

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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

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Press release

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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.

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 disseminated 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; Reuters: ESLX.PA; Bloomberg: EL:FP.

CONTACTS

EssilorLuxottica Investor Relations

(Charenton-le-Pont) Tel: + 33 1 49 77 42 16
(Milan) Tel: + 39 (02) 8633 4870
E-mail: ir@essilor-luxottica.com

EssilorLuxottica Corporate Communications

(Charenton-le-Pont) Tel: + 33 1 49 77 45 02
(Milan) Tel: + 39 (02) 8633 4470
E-mail: media@essilor-luxottica.com

Fine Comunicato n.0491-5

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