NOTICE OF CALL
ORDINARY AND EXTRAORDINARY MEETING
OF STOCKHOLDERS
(Published on the Company’s website on March 9, 2018)
The Ordinary and Extraordinary Meeting of Stockholders of Luxottica Group S.p.A. (the “Company”) will be held on single call on April 19, 2018 at 11:00 a.m. in Milan, Italy, Piazzale Cadorna 3, to consider and vote upon the following:

AGENDA

Extraordinary Meeting
1. Amendment to Article 18 of the By-Laws.

Ordinary Meeting
2. The allocation of net income and the distribution of dividends.
3. Appointment of the Board of Directors:
   (a) Determination of the number of members of the Board of Directors;
   (b) Determination of the term of office of the Directors;
   (c) Appointment of the Directors;
   (d) Determination of the remuneration of the Directors.
4. Appointment of the Board of Statutory Auditors:
   (a) Appointment of the members of the Board of Statutory Auditors;
   (b) Determination of the remuneration of the Statutory Auditors.
5. An advisory vote on the first section of the Company’s Remuneration Report in accordance with article 123-ter, paragraph 6 of Legislative Decree no. 58/98.

Items of business on the Agenda and proposals
Extraordinary Items
1. Amendment to Article 18 of the By-Laws. We submit for your approval an amendment to the first paragraph of Article 18 of the By-Laws relating to the term of office of the directors. The provisions in the current By-Laws provide that directors shall serve in office for three years, without the possibility for the Stockholders’ Meeting to decide on the duration of the Board mandate, which in any case, pursuant to Article 2383 of the Italian Civil Code, shall not exceed three years. We therefore propose that, subject to the maximum limit set by law for three years, the Stockholders’ Meeting can determine the duration of the Board mandate.

We believe that this proposed amendment will allow for more flexibility in the appointment of the Board of Directors to be elected at the Stockholders’ Meeting and the stockholders will be called upon to resolve on this in Item 3 of the Agenda of the Ordinary Meeting.

Ordinary Items
2. The allocation of net income and the distribution of dividends. The Board of Directors will submit to the General Meeting for its approval the distribution of dividends in the gross amount of Euro 1.01 per Ordinary Share and per American Depositary Receipt (each “ADR” represents one Ordinary Share). The dividend will be paid out of the Company’s 2017 net income, net of the amount to be set aside for the legal reserve in order to reach one-fifth of the issued share capital as of the date of the General Meeting and net of Euro 1,451,219 to be set aside to the reserve created according to article 2426 8bis of the Italian civil code due to income from exchange rate gains.

Subject to approval at the General Meeting, the dividend will be paid to holders of Ordinary Shares on April 25, 2018, with an ex-dividend date of April 23, 2018, as calculated in accordance with the Borsa Italiana calendar and with a record date of April 24, 2018. Regarding the ADRs, the record date will be April 24, 2018 whereas the payment date by Deutsche Bank Trust Company Americas (“DB”), the depository bank for the ADRs that has been authorized to make the applicable payment, is expected to be May 2, 2018 in U.S. Dollars, based on the Euro/U.S. Dollar exchange rate as of April 25, 2018. DB has advised the Company that after the close of business on April 20, 2018, through and including April 24, 2018, it will close its books and will not accept deposits or cancellations of Ordinary Shares or ADRs.

3. Appointment of the Board of Directors. The current Directors term of office will expire with the approval of the Company’s financial statements for the 2017 fiscal year. The General Meeting is therefore called upon to:
   • determine the number of members of the Board, which can be no less than five and no more than fifteen members;
   • upon the approval of the extraordinary item relating to the amendment of Article 18 of the By-Laws, determine the term of office of the Board of Directors;
   • appoint the Directors; and
   • determine the remuneration to be awarded to the Directors for their entire term of office.

The Board of Directors will be appointed at the General Meeting on the basis of nominee lists submitted by stockholders in accordance with the procedures set forth in Article 17 of the By-Laws.

The lists of candidates will be made public at the registered office of the Company, on its website and on the authorized storage platform “eMarket Storage” at www.emarketstorage.com at least 21 days prior to the date of the General Meeting.
4. Appointment of the Board of Statutory Auditors: The current Statutory Auditors term of office will expire with the approval of the Company’s statutory financial statements for the 2017 fiscal year. The General Meeting is therefore invited to appoint the new Board of Statutory Auditors which is composed of three regular Statutory Auditors and two alternate Statutory Auditors with their terms expiring on the date the statutory financial statements as at December 31, 2017 will be presented to the General Meeting. The General Meeting will also approve the Board of Statutory Auditors remuneration.

The Board of Statutory Auditors will be appointed at the General Meeting on the basis of nominees list submitted by stockholders in accordance with the procedures set forth in Article 27 of the By-Laws.

5. Advisory Vote on Company Remuneration Policy: The Board of Directors will submit to the General Meeting for its approval the first section of the Company’s Remuneration Report containing the compensation policy of the Company’s Board and its Subsidiaries. The vote on this resolution is consultative only.

Information on Share Capital

At the time of issuance of this notice:
- the Company’s issued share capital consists of 485,044,033 Ordinary Shares with a nominal value of €0.06 per share;
- each Ordinary Share is entitled to one vote at the General Meeting.
- the Company holds 6,071,922 treasury shares for which the right to vote is suspended.

Any subsequent changes in the stated share capital and the number of treasury shares held will be published on the Company’s website and communicated at the opening of the General Meeting.

Entitlement to participate and vote by proxy

Authorization to participate in the General Meeting and exercise powers of the shareholder shall require the appointment of a proxy or the utilization of a representative, in accordance with their records, evidencing that the party holds the right to vote, on the day the notice of ownership from the Company is submitted, in accordance with article 26 of the Italian Legislative Decree no. 58/1998, as amended.

Any additions to the Agenda or proposals at the General Meeting shall not be considered unless they are received by the Company no later than March 29, 2018, at 5:00 p.m. (Central European Time). The Company, in such case, may consider the non-inclusion of any addition to the Agenda or proposal at the General Meeting.

Stockholders making a request shall also submit a report setting forth the reasons for the proposed resolutions on the new items or on the proposed additional resolutions for items already on the Agenda. The said report for the purposes of Article 147-ter of the Italian Legislative Decree no. 58/1998, is to be sent to the registered office of the Company at Via Lorenzo Mascheroni 19, 20145 Milan, at least 60 days prior to the date of the General Meeting.

The General Meeting will also approve the Board of Statutory Auditors and the Board of Statutory Auditors Representative in accordance with article 147-ter of the Italian Legislative Decree no. 58/1998.

Appointment of the Board of Directors

The Directors will be appointed at the General Meeting on the basis of nominees list submitted by the stockholders. Each nominee list shall set forth no more than fifteen candidates listed in descending numerical order. Each candidate may not appear on more than one list or that candidate will be ineligible. In case multiple lists are received, only one list will be accepted in full or in part, with notice to the other lists. The nominees on lists which are submitted will be published on the exercise this right, the Company must receive questions by registered letter with return receipt requested or via email to assemblea.luxottica@legalmail.it, and transmitted to the Company’s registered office at Via Lorenzo Mascheroni 19, 20145 Milan, no later than March 29, 2018, at 5:00 p.m. (Central European Time).

The nominees list which has not reached a percentage of votes equal to at least half of the percentage of votes required for the approval of the item on the agenda will be considered invalid.

The Company, in such case, may consider the non-inclusion of any addition to the Agenda or proposal at the General Meeting.
The appointment of one regular Statutory Auditor, as Chairman, and of one alternate Statutory Auditor shall be reserved for the minority, who is not part, even indirectly, of the relationship to be considered pursuant to article 148, paragraph 2 of Italian Legislative Decree no. 58/1998 and related regulations.

In accordance with the combined provisions of Article 27 of the Company’s By-Laws and CONSOB resolution no. 20273 dated January 24, 2018, a nominee list for the appointment of members of the Board of Statutory Auditors can be submitted only by those stockholders who, alone or jointly with other presenting stockholders, at the time the nominee list is submitted, hold an interest at least equal to 0.5% of the Company’s share capital as stated in the register of companies, pursuant to articles 2444 and 2436, paragraph 6 of the Italian Civil Code, on the date the nominee lists are filed. The nominee lists must be submitted to the registered office of the Company (Milan, Piazzale Cadorna 3, Monday to Friday between the hours of 9:00 a.m. and 5:30 p.m., attention Corporate Affairs department) or sent electronically to the certified email address assemblea.luxottica@legalmail.it, no later than twenty-five days prior to the date of the General Meeting (March 25, 2018).

The nominee lists shall include the name of one or more candidates to be appointed as regular Auditors and alternate Auditors. The name of each candidate will be listed in descending numerical order in each section (for regular Auditors and alternate Auditors) and the candidates listed will not exceed the total number of Auditors to be appointed.

The nominee lists will contain, including as attachments: (i) information related to the identity of the stockholders submitting the nominee list, indicating the percentage of their overall shareholding; (ii) representations of stockholders, other than those who hold, individually or jointly, control or have a controlling or simple majority stockholding in the Company, attesting to the absence of relationships in compliance with section 144-quinquies of CONSOB Issuer Regulations no. 11971/1999; and (iii) comprehensive information on the personal and professional qualifications of each candidate, as well as a declaration of the candidate confirming they satisfy the requirements provided by law and accept their nomination, including a list of any administration or control officer positions held in other companies.

The Company shall make the nominee lists and the relevant accompanying information available to the public at its registered office, on its website and through any other methods established by CONSOB, at least twenty-one days prior to the date of the General Meeting (March 29, 2018).

Whether the minimum required stock interest is held, which is required for submitting such lists, is determined with reference to the shares of stock that are ascertained as registered, in favor of the stockholders who submitted such a list, on the day the list is filed with the Company, with reference to the stock capital subscribed on the same date. The relevant certification can also be submitted to the Company after filing of the nominee list, provided that this occurs within the time period required for the publication of the lists by the Company.

In the event that, at the expiry of the deadline for the submission of the nominee lists, only one list has been submitted or nominee lists have been submitted by stockholders who are connected pursuant to applicable law, additional nominee lists may be submitted up to the third day after such date (until March 28, 2018). In this case, the stockholder threshold indicated above and required for the submission of nominee lists will be reduced by one-half.

A stockholder cannot submit and vote on more than one nominee list, including through third parties or by means of trust companies. Stockholders belonging to the same group and stockholders who are party to a stockholders’ agreement regarding the shares of the Company cannot submit or vote on more than one nominee list, including through third parties or by means of trust companies. Each candidate may appear on only one list subject to ineligibility.

Italian Law no. 120 dated July 12, 2011 introduced gender-quotas for the composition of the governing bodies of listed companies. In this regard, in order to enable the Board of Statutory Auditors to be in compliance with the laws in force on gender equality, the lists that have at least three candidates must include candidates of different genders. The gender that is least represented must obtain at least one third (rounded up) of the appointed Auditor positions in accordance with law.

Stockholders intending to submit nominee lists for the election of the Company’s Board of Statutory Auditors should refer to the recommendations contained in CONSOB communication no. DEM/9017893 dated February 26, 2009.

For further provisions on the election of the Board of Statutory Auditors, please refer to Article 27 of the By-Laws.

Information for ADR Holders

The holders of the Company’s ADRs, each representing the right to receive one Ordinary Share, who wish to attend the meeting in person should contact Deutsche Bank Trust Company Americas, 60 Wall Street, New York, New York 10005 (ATTN: Corporate Actions Department, Tel. (+1) 212.250.9100, Fax: (+1) 212.797.0327, e-mail address adr@db.com), at least fifteen days prior to the date of the General Meeting in order to obtain information regarding attendance and/or voting procedures.

Documentation

The following documents and information are available in the Governance/General Meeting section of the Company’s website, www.luxottica.com, in accordance with the relevant time limits required by law:

- the proxy forms for voting, including the ordinary proxy form and the form to be granted to the Appointed Representative in accordance with article 135-undecies of Italian Legislative Decree no. 58/1998; and

- information on the Company’s issued share capital, including the number and category of shares into which it is divided.

Additionally, the Board of Directors’ report on the Agenda with the accompanying resolution proposals, the Annual Financial Report, the Board of Statutory Auditors’ Report, the Independent Auditor’s Report and the Remuneration Report prepared pursuant to article 123-ter of Italian Legislative Decree 58/1998 will be available to the public at the Company’s registered office, on the Company’s website in the Governance/General Meeting section, and on the authorized storage platform “eMarket Storage” at www.emarketstorage.com within the time limits provided by law. Stockholders may obtain copies of these materials at their own expense.

Luxottica Group S.p.A.
On behalf of the Board of Directors
The Executive Chairman, Leonardo Del Vecchio