

LUXOTTICA GROUP S.P.A.

Registered Office in Milan, Piazzale Cadorna, 3
Fully paid up share capital of Euro 29,102,641.98
Trade Register of Milan and Fiscal Code no. 00891030272
R.E.A. Milan (Index of Economic and Administrative Information) no. 1348098
VAT no. 10182640150
Website: www.luxottica.com



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

1. The approval of the Statutory Financial Statements for the year ended December 31, 2017.
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

1. *Statutory Financial Statements for the year ended December 31, 2017.* The Board of Directors will submit the Statutory Financial Statements as of and for the year ended December 31, 2017, reflecting net income of Euro 631,270,701 to the General Meeting for its approval.

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 depositary 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 called upon to appoint the 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, 2020 are approved by the Company. 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 nominee lists submitted by stockholders in accordance with the procedures set forth in Article 27 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 meeting.

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 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 Euro 0.06 per share;
- each Ordinary Share is entitled to one vote at the General Meeting; and
- 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 the right to vote will be confirmed by a notice attesting to such a right sent to the Company by the relevant authorized intermediaries, in compliance with their records, evidencing that the party holds the right to vote, based on evidence at the end of the seventh market day prior to the date of the General Meeting (April 10, 2018). Anyone who becomes an owner of the shares subsequent to this date cannot legitimately participate in and vote at the General Meeting.

Any person who can legitimately participate in the General Meeting can be represented within the terms and limits of the law. For this purpose, a proxy appointment form can be found in the Governance/General Meeting section of the Company's website, www.luxottica.com, at the Company's registered office and from the relevant authorized intermediaries. Proxies may be granted through a computerized document signed electronically, pursuant to article 21, paragraph 2 of Italian Legislative Decree no. 82/2005. Proxies may be sent by means of a registered letter with return receipt requested addressed to the Company's registered office in Milan, Piazzale Cadorna 3, Italy, to the attention of the Corporate Affairs department, or electronically to the following certified email address: assemblea.luxottica@legalmail.it. If a representative delivers or sends a copy of the proxy to the Company, it shall certify the identity of the proxy and that the proxy conforms to the original.

A proxy may be granted, without expense, with instructions on voting on all or some of the resolutions on the Agenda, to Computershare S.p.A. (the "Appointed Representative"), with its registered office in Milan at Via Lorenzo Mascheroni 19, 20145, Italy as the representative appointed by the Company in accordance with article 135-*undecies* of Italian Legislative Decree no. 58/1998. For this purpose, a specific proxy appointment form must be used, which has been prepared by the Appointed Representative in consultation with the Company, and is available on www.luxottica.com in the Governance/General Meeting section of the website. The original proxy appointment form from the Appointed Representative, with voting instructions, must reach the registered office of Computershare S.p.A. at Via Lorenzo Mascheroni 19, 20145 Milan. A copy of the proxy along with a declaration stating it conforms to the original proxy document may be sent in advance via fax to +39 02 46776850, or via email to ufficiomilano@pecserviziotitoli.it, but must be received by the end of the second market day prior to the date of the meeting (April 17, 2018). The proxy, granted in this manner, will only be effective with respect to the proposals for which voting instructions have been given. The proxy and voting instructions may be revoked by the same date stated above.

A form of proxy and related instructions on how to complete and transmit this form are available at the Company's registered office and on www.luxottica.com, in the Governance/General Meeting section. Any proxy provided in advance in the manner set forth above via fax or email shall not relieve the obligation to certify that the copy provided in advance matches the original as well as to verify the identity of the holder of the proxy.

Right to submit questions prior to the General Meeting

Those entitled to vote may submit questions regarding Agenda items prior to the General Meeting either electronically via the certified email address assemblea.luxottica@legalmail.it or by means of registered letter with return receipt requested, sent to the Company's registered office, attention Corporate Affairs. To exercise this right, the Company must receive questions by April 16, 2018, together with the notice of ownership issued by the intermediary where the stockholder's shares are held.

Additions to the Agenda and proposals on additional resolutions

Stockholders who represent at least one-fortieth of the share capital, either individually or jointly, may request that an addition be made to the Agenda, stating the items they propose in their request, or propose additional resolutions for items already on the Agenda, within ten days from the publication of the present notice (March 19, 2018).

A request, together with the notice of ownership from the relevant authorized intermediary where the stockholder's shares are held, must be presented in writing at the Company's registered office, attention Corporate Affairs, by means of registered letter with return receipt requested or via email to assemblea.luxottica@legalmail.it, subject to the condition that requests reach the Company within the time limit stated above.

Those entitled to vote may submit additional resolution proposals at the General Meeting.

Any additions to the Agenda or the presentation of additional proposed resolutions will be announced at least fifteen days prior to the date of the General Meeting. Additional proposed resolutions for items already on the Agenda will be made available to the public using the methods set forth in article 125-*ter*, paragraph 1 of Italian Legislative Decree no. 58/1998, at the same time as publication of the announcement.

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 report should be sent to the Board of Directors within the time limit for the presentation of requests for additions. The Board of Directors will make the report available to the public, stating any opinion it may have, at the same time as the publication of the notice of additions or of the presentation using the methods set forth in article 125-*ter*, paragraph 1 of Italian Legislative Decree no. 58/1998.

The Agenda may not be supplemented to include matters that according to Italian Law may only be considered based on a proposal submitted by the Board of Directors, or on any project or report prepared by them other than those specified in article 125-*ter*, paragraph 1 of 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 nominee lists submitted by the stockholders. Each nominee list shall set forth not 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 submitted, they must not be related in any way, even indirectly. A stockholder may not submit or participate in a group submitting, including through third parties or by means of trust companies, more than one nominee list. Moreover, stockholders falling within the following categories may submit or contribute to the submission of only one list: (a) parties to a stockholders' agreement relating to the Company's shares; (b) a person or a company and its controlled companies; (c) jointly controlled companies; and (d) a company and its directors or general managers. In the event of a violation of these rules, the stockholders' vote on any of the submitted lists will be disregarded. In accordance with the combined provisions of Article 17 of the Company's By-Laws and CONSOB resolution no. 20273 dated January 24, 2018, a nominee list for the election of members of the Board of Directors can be submitted only by those stockholders who, at the time the 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 submitted.

The nominee lists, together with the professional CVs of the candidates, as well as statements by the candidates accepting their office, confirming there is no cause for their ineligibility or of any noncompliance with applicable law, and confirming the fulfillment of any requirements set forth in such lists, shall be signed by the stockholders who submitted them and filed at 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 Company will make the nominee lists and their annexes available to the public at its registered office, on its website, and through any 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 nominee lists, is determined with reference to the shares of stock that are ascertained as registered, in favor of the stockholders who submitted the list, on the day the nominee 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 nominee lists by the Company.

Each nominee list must contain, and expressly name within the first seven candidates named in the list, at least one independent Director in accordance with article 147-*ter* of Italian Legislative Decree 58/1998. If the nominee list has more than seven candidates, the list must contain and expressly name a second independent Director in accordance with art. 147-*ter* of Italian legislative Decree no. 58/1998. If appropriate, each nominee list may also expressly name the Directors who meet the independence requirements provided for by codes of conduct promulgated by organizations managing regulated markets or industry associations.

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 for the Company's Board of Directors to be in compliance with the laws in force on gender equality, nominee 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 elected Director positions.

At the end of the voting, the candidates from the two nominee lists that have obtained the highest number of votes will be elected, according to the following criteria:

- all members of the Board, up to the number of members of the Board previously determined by the General Meeting less one will be elected from the list which obtains the most votes (hereinafter, "Majority List"); such candidates will be appointed in the numerical order they appear on the list;
- one Director shall be the candidate listed first on the list which has obtained the second highest number of votes and which is not related to or affiliated with, even indirectly, the stockholders who have presented or voted for the Majority List according to the applicable provisions (hereinafter, "Minority List"). However, if, for a Board composed of no more than seven members, an independent Director in accordance with article 147-*ter* of Italian Legislative Decree no. 58/1998, is not elected from the Majority List or, in the event the Board is composed of more than seven members, only one independent Director in accordance with article 147-*ter* of Italian Legislative Decree no. 58/1998 has been appointed, then the first independent Director in accordance with article 147-*ter* of Italian Legislative Decree no. 58/1998 indicated in the Minority List shall be appointed instead of the first candidate indicated in the Minority List.

The nominee lists which have not reached a percentage of votes equal to at least half of the percentage of votes required to submit a list will not be taken into consideration.

The first candidate listed on the Majority List will be appointed as Chairman of the Board of Directors.

The stockholders that intend to submit lists for the appointment of the members of the Board of Directors are requested to read the recommendations contained in CONSOB communication no. DEM/9017893 dated February 26, 2009.

For further provisions on the appointment of the Board of Directors, please refer to Article 17 of the Company's By-Laws.

Appointment of the Board of Statutory Auditors

The Board of Statutory Auditors, composed of three regular Statutory Auditors and two alternate Statutory Auditors, will be appointed at the General Meeting on the basis of nominee lists submitted by the stockholders in accordance with the procedures described below.

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