



# **REGULATION OF THE MEETINGS OF SHAREHOLDERS**

February 28, 2011

## **Regulation of the meetings of shareholders of Luxottica Group S.p.A.**

### **SECTION I PRELIMINARY PROVISIONS**

#### **Article 1**

##### **Object**

1.1. This regulation shall govern the ordinary and extraordinary meetings (the “Meetings”) of Luxottica Group S.p.A. (the “Company”).

1.2. This regulation shall be available to the shareholders and to those entitled to attend the Meetings at the Company’s registered office and at the venues where the Meetings are to be held and shall also be available on the Company’s website at [www.luxottica.com](http://www.luxottica.com).

### **SECTION II QUORUM**

#### **Article 2**

##### **Participation, attendance and assistance**

2.1. Those entitled under the current provisions of the law and of the Company’s by-laws (the “By-laws”) may participate in the Meetings.

2.2. Executives and other employees of the Company or of its subsidiaries may participate in the Meetings, as well as other persons whose participation the Chairman considers useful in connection with the matters to be discussed or for conducting the Meeting.

2.3. Experts, financial analysts and accredited journalists may attend the Meetings with the consent of the Chairman.

#### **Article 3**

##### **Verification of the right to participate in a Meeting and access to the Meeting**

3.1. Verification of the right to participate in a Meeting shall begin at the venue where a Meeting is to be held at least one hour before the Meeting, unless a different time is indicated in the Meeting notice.

3.2. Those entitled to participate in a Meeting must show identification to the auxiliary personnel at the entrance to the premises where the Meeting is to take place. The auxiliary personnel shall issue a proper document to be kept for as long as the Meeting lasts.

3.3. Any participants who, for any reason, leave the premises where the Meeting is being held must notify the auxiliary personnel.

3.4. In order to ease the verification of their right to participate in a Meeting, those entitled to participate may have the documentation confirming such right delivered to the Company’s Department of Corporate Affairs according to the procedures and by the deadlines contained in the Meeting notice.

3.5. In order to ease the verification of their powers of attorney, those intending to participate in a Meeting as representatives may have the documentation confirming their powers of attorney delivered to the Company's Department of Corporate Affairs according to the procedures and by the deadlines contained in the Meeting notice.

3.6. Unless the Chairman decides otherwise, no cameras, video equipment or similar devices, or recording instruments of any kind, may be used on the premises where a Meeting is being held. In the event the Chairman authorizes the use of such devices, he or she shall determine the conditions and limits thereof.

#### **Article 4**

##### **Quorum and opening of the meeting**

4.1. At the time stated in the Meeting notice, the person specified by the By-laws shall preside as Chairman of the Meeting.

4.2. The Chairman shall be assisted by a secretary, who may be a person other than a shareholder, appointed by the shareholders upon the Chairman's proposal. The Chairman may require the assistance of a secretary also in the event that a notary public is responsible for drafting the minutes. The secretary and the notary public may appoint assistants and may make use of audio and/or video recording devices only as personal aids in preparing the minutes.

4.3. The Chairman may appoint one or more persons to collect and tabulate the votes, not necessarily shareholders, and appoint a staff.

4.4. To keep order, the Chairman shall make use of specially designated auxiliary personnel provided with special identification badges.

4.5. The Chairman may call for assistance on the persons authorized to participate in the Meeting, including instructing them to introduce the matters on the agenda and to reply to questions regarding determined matters.

4.6. The Chairman may also call for assistance on specially invited external experts.

4.7. The Chairman shall decide any disputes regarding the right to participate, including cases brought to his attention by the auxiliary personnel.

4.8. The Chairman shall announce how many persons are present. Having ascertained that there is a quorum, the Chairman shall call the meeting to order.

4.9. If a quorum has not been reached, the Chairman, after at least one hour has elapsed from the time set for the beginning of the Meeting, shall move the discussion of the items to the day of the next call.

#### **SECTION III DISCUSSION**

##### **Article 5**

##### **Agenda**

5.1. The Chairman and, at his or her request, those who assist him or her in accordance with article 4, paragraph 5 of this regulation, shall introduce the matters on the agenda and the proposals submitted to the shareholders for approval. Unless the Shareholders oppose, the Chairman may have the aforesaid

matters and proposals considered in a different order than stated in the Meeting notice and may have all or some of the matters on the agenda discussed at the same time.

## **Article 6**

### **Speaking from the floor and rejoinders**

6.1. The Chairman shall conduct the discussion, giving the floor to the Directors, the Statutory Auditors and those who request it in accordance with this article.

6.2. All those entitled to vote may request the floor to speak on the matters under discussion only once, making observations and requesting information. Those entitled to vote may also make proposals. Requests for the floor may be presented from the time the quorum is determined until the Chairman closes the discussion on the matter concerned. In order to ensure the proper conduct of the Meeting, the Chairman shall have the power to set, at the beginning of or during the discussion of each matter, a deadline for requests for the floor.

6.3. The Chairman shall establish the rules for requesting and using the floor, as well as the order in which participants obtain the floor.

6.4. The Chairman and, at his or her request, those who assist him or her in accordance with article 4, paragraph 5 of this regulation, shall reply to participants who speak on a matter being discussed after all of them have spoken or after each one has spoken, also taking into account questions that shareholders may have asked before the Meeting which the Company has not already answered.

6.5. Those who have requested the floor shall be entitled to a brief reply.

6.6. Taking into account the nature and the importance of the specific matters under discussion, as well as the number of those requesting the floor and questions that shareholders may have asked before the Meeting which the Company has not already answered, the Chairman shall predetermine the time limits to speak and to reply – normally no more than ten minutes for the former and five minutes for the latter – in order to ensure that the Meeting be able to conclude its business at one sitting. When such time is about to run out, the Chairman shall request whoever has the floor to conclude.

6.7. When all participants requesting the floor have spoken and the replies and, if any, the rejoinders are over, the Chairman shall declare the discussion closed.

## **Article 7**

### **Suspension of Meetings**

7.1. While the Meeting is in progress, the Chairman may briefly suspend the same if he or she deems it advisable and explains his or her decision.

## **Article 8**

### **Powers of the Chairman**

8.1. In order to guarantee the proper conduct of the Meeting and the exercise of participants' rights, the Chairman may deny the floor in the event a participant speaks without being entitled or continues to speak after the predetermined time limit has expired.

8.2. After calling the speaker to order, the Chairman may deny the floor to the former in cases of manifest irrelevance of what is being said to the matter under discussion.

8.3. The Chairman may deny the floor in all cases in which the participant speaking utters unbecoming or offensive expressions, behaves similarly, makes threats or instigates violence and disorder.

8.4. In the event one or more participants prevent others from discussing or by their behavior create a situation that clearly hinders the regular conduct of the Meeting, the Chairman may expel previously warned persons from the Meeting for the entire duration of the discussion.

#### SECTION IV

#### VOTING

#### **Article 9**

#### **Preliminary operations**

9.1. Before calling for a vote, the Chairman shall allow any participants who may have been expelled under article 8 of this regulation to return to the Meeting.

9.2. The Chairman may instruct the entitled participants to vote on the matters on the agenda at the end of the discussion of each matter or at the end of the discussion of all or several of the matters.

#### **Article 10**

#### **Voting**

10.1. The Chairman shall decide the order in which proposed resolutions on separate matters on the agenda are put to a vote, normally giving precedence to those proposed, if any, by the Board of Directors.

10.2. The Chairman shall decide the procedure for expressing, recording and counting votes and may set a time limit by which votes must be expressed.

10.3. Votes expressed in a manner other than those indicated by the Chairman shall be null and void.

10.4. Shareholders who vote against or abstain must give their name to the auxiliary personnel.

10.5. When voting is over, the votes shall be counted, after which the Chairman – who may be assisted by the secretary or the notary public – shall inform the Meeting of the results thereof.

#### SECTION V

#### TERMINATION

#### **Article 11**

#### **Termination of the Meeting**

11.1. When all the matters on the agenda have been discussed and voted upon, the Chairman shall terminate the Meeting.

#### SECTION VI

#### FINAL PROVISIONS

#### **Article 12**

#### **Final provisions**

12.1. In addition to the provisions of this regulation, the Chairman may adopt all measures deemed advisable in order to guarantee the proper conduct of the Meeting and the exercise of participants' rights.

12.2. All matters not provided for in this regulation shall be subject to the provisions of the Civil Code, applicable law and the By-laws.