



LUXOTTICA GROUP S.p.A.
Registered Office in Milan, Via Cant' u 2
Fully-paid up share capital of Euro 28,092,017.40
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 MEETING OF STOCKHOLDERS
(Published on the Company's website on March 16, 2012)**

The Ordinary Meeting of Stockholders of Luxottica Group S.p.A. (the "Company") will be held on April 27, 2012 on first call at 11:00 a.m. in Milan, Italy, Via Cantu' 2 (accessible from Passaggio Centrale no. 2), and on April 28, 2012 on second call at the same time and in the same place, to consider and vote upon the following:

AGENDA

1. The approval of the Statutory Financial Statements for the year ended December 31, 2011.
2. The allocation of net income and distribution of dividends, payable in part out of the extraordinary reserve.
3. The election of the Board of Directors for the 2012-2014 term:
 - (a) Determination of the number of members of the Board of Directors;
 - (b) Election of the Directors; and
 - (c) Determination of their remuneration.
4. The election of the Board of Statutory Auditors for the 2012-2014 term:
 - (a) Election of the Statutory Auditors; and
 - (b) Determination of their remuneration.
5. The amendment of the remuneration arrangement for the Company's independent registered public accounting firm, PricewaterHouseCoopers S.p.A., for the 2012-2020 term.
6. An advisory vote on the first section of the remuneration report in accordance with article 123-ter, paragraph 6 of Legislative Decree no. 58/1998.

Information on Share Capital

At the time of issuance of this notice:

- the Company's issued share capital consists of 468,200,290 ordinary shares with a nominal value of Euro 0.06 per share;
 - each ordinary share is entitled to one vote at the meeting; and
 - the Company holds 4,681,025 treasury shares directly, for which the right to vote is suspended.
- Any subsequent changes in the stated share capital of the Company and the number of treasury shares held will be published on the Company's website and communicated at the opening of the meeting.

Entitlement to participate in and vote by proxy

Authorization to participate in the 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 its records, evidencing the party holding the right to vote, based on the evidence at the end of the seventh market day before the date of the meeting on first call (namely April 18, 2012). Anyone who becomes an owner of the shares subsequent to this date cannot legitimately participate in and vote at the meeting.

Any person who can legitimately participate in the 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/GM section of the Company's website, www.luxottica.com, at the Company's registered office and from the relevant authorized intermediaries.

Proxies may be sent to the Company by means of a registered letter with return receipt requested addressed to the Company's registered office in Milan, Via Cant' u 2, attention Corporate Affairs, or electronically to the certified email address: assemblea.luxottica@legalmail.it.

If the representatives deliver or send to the Company a copy of the proxy, they shall certify the identity of the proxy and that the proxy conforms to the original.

A proxy, which may contain voting instructions on all or some of the proposals on the Agenda, may be granted without expense to Istifid S.p.A., Societa' Fiduciaria e di Revisione, Servizio Fiduciario Viale Jenner no. 51, 20159 Milan ("Istifid"), as the representative appointed by the Company in accordance with article 135-*undecies*, Italian Legislative Decree no. 58/1998. In order for the proxy to be valid, the proxy in its original form must reach Istifid by the end of the second market day before the date of the meeting on first call (namely April 25, 2012). Additionally, a completed proxy may also be sent electronically to the certified email address: 2012assemblea.wv22@istifidpec.it, provided Istifid also receives the original signed form as indicated above.

Any proxy issued to Istifid will not have any effect on the proposals for which voting instructions have not been given. The proxy and the voting instructions may be revoked by the end of the second market day prior to the date of the meeting on first call (namely April 25, 2012).

A form of proxy and related instructions on how to complete and transmit this form of proxy are available at the Company's registered office and on the Company's website, www.luxottica.com, in the Governance/GM section.

Right to submit questions before the meeting

Stockholders can submit questions regarding the Agenda items prior to the meeting by means of registered letter with return receipt requested sent to the Company's registered office, attention Corporate Affairs, or electronically to the certified email address: assemblea.luxottica@legalmail.it. In order for a stockholder to exercise this right, the Company must receive the special notice issued by the offices of the intermediary where the stockholder's shares are held. Questions from stockholders will be answered, at the latest, during the meeting and the Company reserves the right to provide a joint response to questions that have the same content.

Additions to the Agenda

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, within ten days from the publication of the present notice (namely March 26, 2012). The request must be presented in writing to the Company's registered office, attention Corporate Affairs, by means of registered letter, subject to the condition that the letter reaches the Company within the time limit stated above. A report on the proposed additional items must also be submitted by stockholders making the proposal in the same manner and within the same time limit stated above as and accompany the request. Additionally, in order for a stockholder to exercise this right, the Company must receive certification of ownership from the relevant authorized intermediary where the stockholder's shares are held.

Adding items to the Agenda is not permitted with regard to matters which, according to Italian Law, may only be considered based on a proposal submitted by the Board of Directors, or of any project or report prepared by them, other than those specified in article 125-ter, paragraph 1, of Italian Legislative Decree no. 58/1998. Any addition to the Agenda shall be published in accordance with the procedures applicable to the publication of this notice at least fifteen days before the date of the meeting on first call.

Information for ADR Holders

The holders of the Company's American Depositary Shares ("ADRs") listed on the New York Stock Exchange, each representing the right to receive one Ordinary Share, who wish to attend the meeting personally, should contact Deutsche Bank Trust Company Americas, 60 Wall Street, New York, New York 10005 (attention: Daniel Belean, Corporate Actions Department, Tel. (+1) 212.250.6612, Fax: (+1) 212.797.0327), at least fifteen days prior to the date of the meeting on first call, in order to be informed about the procedures to attend and vote at the meeting.

Documents

The following documents and information will be available in the Governance/GM section of the Company's website, www.luxottica.com, within the relevant time frame required by law:

- the Board of Directors' report on the Agenda and the related resolution proposals to be voted on at the meeting;
- the proxy forms, including the ordinary proxy form and the form to be granted to the appointed representative (Istifid) in accordance with article 135-*undecies*, 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 and the relevant resolution proposals will

be available to the public at the Company's registered office and at Borsa Italiana S.p.A. Stockholders can obtain a copy of these materials at their own expense.

The annual financial report and the remuneration report prepared in accordance with article 123-ter of Italian Legislative Decree no. 58/1998 will also be made available to the public within the relevant time frame required by law.

Election of the Board of Directors

The Directors will be elected at the meeting from nominee lists submitted by the stockholders in accordance with the procedures described below.

Each nominee list shall set forth not more than fifteen candidates listed in descending numerical order. Any candidate appearing on more than one nominee list will be declared ineligible. If several nominee lists are submitted, these nominee lists must not be related to each other in any way, not even indirectly. A stockholder cannot submit or participate in a group submitting, including through third parties or by means of trust companies more than one nominee list.

Furthermore, stockholders falling within the following categories may submit or contribute to submitting 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 nominee lists will be disregarded.

In accordance with the combined provisions of article 17 of the Company's By-Laws and Consob resolution no. 18083 dated January 25, 2012, nominee lists may be submitted only by those stockholders, who at the time the list is submitted, represent at least 1% of the Company's share capital as stated in the Trade Register according to articles 2444 and 2436, paragraph 6, Italian Civil Code.

Compliance with this ownership requirement is determined on the date the nominee lists are submitted.

The nominee lists, signed by the stockholder or stockholders submitting them, together with the professional resumes of the candidates, statements by the candidates accepting their nomination, confirmation that there is no cause for ineligibility or noncompliance with law, and confirmation that all requirements have been fulfilled with respect to such list, shall be filed at the registered office of the Company (Milan, Via Cant' u 2, Monday to Friday between the hours of 9:00 a.m. and 6:00 p.m. attention Corporate Affairs) or sent electronically to the certified email address: assemblea.luxottica@legalmail.it, no later than twenty-five days prior to the meeting on first call (namely April 2, 2012).

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 methods as established by Consob, at least twenty-one days prior to the meeting on first call.

Whether the minimum required stock interest is held—which is required for submitting nominee 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 nominee list is filed with the Company, with reference to the stock capital subscribed on the same date. A certification attesting to eligibility may be presented to the Company after a nominee list has been submitted, provided that this certification is delivered prior to the date that the Company has fixed for publication of the nominee lists.

Each nominee list shall contain, and expressly name within the first seven candidates named in the list, at least one Independent Director pursuant to art.147-ter of Italian Legislative Decree no. 58/1998. If the nominee list is made up of more than seven candidates, such list shall include and expressly name a second Independent Director pursuant to art.147-ter. 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 by relevant trade associations. Stockholders intending to submit nominee lists for the Company's Board of Directors should refer to the recommendations of Consob communication no. DEM/9017893 dated February 26, 2009.

Election of the Board of Auditors

The members of the Board of Auditors, composed of three statutory auditors and two alternate auditors, will be elected at the meeting on the basis of nominee lists submitted by 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—which is not part, even indirectly, of the relationship to be considered pursuant to article 148, subparagraph 2, of Italian Legislative Decree no. 58/1998 and the related regulations.

In accordance with the combined provisions of article 27 of the Company's By-Laws and Consob resolution no. 18083 dated January 25, 2012, nominee lists may be submitted only by those stockholders who, alone or jointly, at the time the list is submitted, represent at least 1% of the Company's share capital as stated in the Trade Register according to articles 2444 and 2436,

paragraph 6, Italian Civil Code. Compliance with this ownership requirement is determined on the date the nominee lists are submitted. The lists must be submitted to the registered office of the Company (Milan, Via Cant' u 2, Monday to Friday between the hours of 9:00 a.m. and 6:00 p.m., attention Corporate Affairs) or sent electronically to the certified email address: assemblea.luxottica@legalmail.it, no later than twenty-five days prior to the date of the meeting on first call (namely April 2, 2012).

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

The nominee lists shall include the following:

- (i) information related to the identity of the stockholders submitting the nominee lists, indicating the percentage of their overall shareholding;
- (ii) a statement made by the stockholders other than those who, either individually or jointly, control or have a controlling or relative majority stockholding in the Company, attesting to the absence of relationships in compliance with art.144-quinquies of Consob resolution no. 11971/1999; and
- (iii) comprehensive information on the personal and professional qualifications of the nominees, as well as a declaration from these candidates whereby the nominees attest that they satisfy the requirements of law and accept their nomination, including a list of any director or auditing duties 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 as established by Consob, at least twenty-one days prior to the meeting on first call.

Whether the minimum required stock interest is held—which is required for submitting the nominee 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 nominee list is filed with the Company, with reference to the stock capital subscribed on the same date. A certification attesting to eligibility may be presented to the Company after a nominee list has been submitted, provided that this certification is delivered prior to the date that the Company has fixed for publication of the nominee lists.

In the event that, at the expiry of the deadline for the submission of the nominee lists, only one nominee list has been submitted or nominee lists have been submitted by stockholders who are connected pursuant to applicable provisions, additional nominee lists may be submitted up to the third day after this date. In this case, the stockholder ownership thresholds 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 shall not 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.

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

Given the share capital structure of the Company, as well as our experience from past meetings, it is likely that the meeting will take place and the relevant resolutions will be adopted on **April 27, 2012**.
Luxottica Group S.p.A.

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