

LUXOTTICA GROUP SPA
Form 20-F
April 21, 2016

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**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM 20-F

(Mark One)

- REGISTRATION STATEMENT PURSUANT TO SECTION 12(b) OR (g) OF THE
SECURITIES EXCHANGE ACT OF 1934**
OR
- ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES
EXCHANGE ACT OF 1934**
For the fiscal year ended December 31, 2015
OR
- TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES
EXCHANGE ACT OF 1934**
OR
- SHELL COMPANY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES
EXCHANGE ACT OF 1934**

Commission file number 1-10421

LUXOTTICA GROUP S.p.A.

(Exact name of Registrant as specified in its charter)

(Translation of Registrant's name into English)

REPUBLIC OF ITALY

(Jurisdiction of incorporation or organization)

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(Name, Telephone, Email and/or Facsimile Number
and Address of Company Contact Person)

Securities registered or to be registered pursuant to Section 12(b) of the Act.

Title of each class	Name of each exchange of which registered
ORDINARY SHARES, PAR VALUE EURO 0.06 PER SHARE*	NEW YORK STOCK EXCHANGE
AMERICAN DEPOSITARY SHARES, EACH REPRESENTING ONE ORDINARY SHARE	NEW YORK STOCK EXCHANGE

*

Not for trading, but only in connection with the registration of American Depositary Shares, pursuant to the requirements of the New York Stock Exchange

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Securities registered or to be registered pursuant to Section 12(g) of the Act.

None.

Securities for which there is a reporting obligation pursuant to Section 15(d) of the Act.

None.

Indicate the number of outstanding shares of each of the issuer's classes of capital or common stock as of the close of the period covered by the annual report.

ORDINARY SHARES, PAR VALUE EURO 0.06 PER SHARE 480,507,468

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.

Yes No

If this report is an annual or transition report, indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934.

Yes No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer.

Large accelerated filer Accelerated filer Non-accelerated filer

Indicate by check mark which basis of accounting the registrant has used to prepare the financial statements included in this filing:

U.S. GAAP International Financial Reporting Standards as issued by the International Accounting Standards Board Other

If "Other" has been checked in response to the previous question, indicate by check mark which financial statement item the registrant has elected to follow.

Item 17 Item 18

If this is an annual report, indicate by check mark whether the registrant is a shell company (as defined by Rule 12b-2 of the Exchange Act).

Yes No

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FORWARD-LOOKING INFORMATION

Throughout this annual report on Form 20-F (this "Form 20-F"), management has made certain "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995 which are considered prospective. These statements are made based on management's current expectations and beliefs and are identified by the use of forward-looking words and phrases such as "plans," "estimates," "believes" or "belief," "expects" or other similar words or phrases.

Such statements involve risks, uncertainties and other factors that could cause actual results to differ materially from those which are anticipated. Such risks and uncertainties include, but are not limited to, our ability to manage the effect of the uncertain current global economic conditions on our business, our ability to successfully acquire new businesses and integrate their operations, our ability to predict future economic conditions and changes in consumer preferences, our ability to successfully introduce and market new products, our ability to maintain an efficient distribution network, our ability to achieve our business objectives and manage growth, our ability to negotiate and maintain favorable license arrangements, the availability of correction alternatives to prescription eyeglasses, fluctuations in exchange rates, changes in local conditions, our ability to protect our proprietary rights, our ability to maintain our relationships with host stores, any failure of our information technology, inventory and other asset risk, credit risk on our accounts, insurance risks, changes in tax laws, as well as other political, economic, legal and technological factors and other risks and uncertainties described in our filings with the U.S. Securities and Exchange Commission (the "SEC"). These forward-looking statements are made as of the date hereof and we do not assume any obligation to update them.

Throughout this Form 20-F, when we use the terms "Luxottica," "Company," "Group," "we," "us" and "our," unless otherwise indicated or the context otherwise requires, we are referring to Luxottica Group S.p.A. and its consolidated subsidiaries.

TRADEMARKS

Our proprietary brands and designer line prescription frames and sunglasses that are referred to in this Form 20-F, and certain of our other products, are sold under names that are subject to registered trademarks held by us or, in certain instances, our licensors. These trademarks may not be used by any person without our prior written consent or the consent of our licensors, as applicable.

PART I

ITEM 1. IDENTITY OF DIRECTORS, SENIOR MANAGEMENT AND ADVISERS

Not applicable.

ITEM 2. OFFER STATISTICS AND EXPECTED TIMETABLE

Not applicable.

ITEM 3. KEY INFORMATION

The following tables set forth selected consolidated financial data for the periods indicated and are qualified by reference to, and should be read in conjunction with, our Consolidated Financial Statements, the related notes thereto, and Item 5 "Operating and Financial Review and Prospects" contained elsewhere herein. We prepare our financial statements in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB"). The selected consolidated income statement data for the years ended December 31, 2015, 2014 and 2013, and the selected consolidated balance sheet data as of December 31, 2015 and 2014, are derived from the audited Consolidated Financial Statements included in Item 18. The selected

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consolidated income statement data for the years ended December 31, 2012 and 2011, and the selected consolidated balance sheet data as of December 31, 2013, 2012 and 2011, are derived from audited consolidated financial statements which are not included in this Form 20-F. The 2011 consolidated financial statements were audited by Deloitte & Touche S.p.A. In 2015, the Group applied accounting policies on a basis consistent with the previous year and did not elect the early adoption of any IFRS standards (other than as disclosed in Note 2 to the Consolidated Financial Statements included in Item 18 of this Form 20-F).

The selected financial data below should be read in conjunction with the Consolidated Financial Statements and notes thereto included elsewhere in this Form 20-F.

[TABLES APPEAR ON THE FOLLOWING PAGES]

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except share data)**

	2015(1)	2014(2)	2013	2012	2011
STATEMENT OF INCOME DATA:					
Net Sales	8,836,578	7,652,317	7,312,611	7,086,142	6,222,483
Cost of Sales	(2,835,426)	(2,574,685)	(2,524,006)	(2,435,993)	(2,216,876)
Gross Profit	6,001,152	5,077,632	4,788,605	4,650,148	4,005,607
OPERATING EXPENSE					
Selling and Advertising	(3,537,224)	(3,013,399)	(2,866,307)	(2,840,649)	(2,509,783)
General and Administrative	(1,087,484)	(906,620)	(866,624)	(839,360)	(698,795)
Total	(4,624,708)	(3,920,019)	(3,732,931)	(3,680,009)	(3,208,578)
Income from Operations	1,376,445	1,157,613	1,055,673	970,139	797,029
OTHER INCOME (EXPENSE)					
Interest Income	11,190	11,672	10,072	18,910	12,472
Interest Expense	(106,439)	(109,659)	(102,132)	(138,140)	(121,067)
Other Net	(3,281)	455	(7,247)	(6,463)	(3,273)
Other Expenses Net	(98,530)	(97,533)	(99,307)	(125,693)	(111,868)
Income Before Provision for Income Taxes	1,277,914	1,060,080	956,366	844,447	685,161
Provision for Income Taxes	(471,042)	(414,066)	(407,505)	(305,891)	(233,093)
Net Income	806,873	646,014	548,861	538,556	452,068
Of which attributable to:					
Luxottica Group Stockholders	804,119	642,596	544,696	534,375	446,111
Non-controlling Interests	2,753	3,417	4,165	4,181	5,957
Weighted Average Shares Outstanding (thousands)					
Basic	479,554	475,948	472,057	464,643	460,437
Diluted	482,073	479,247	476,273	469,574	463,296
Basic Earnings per Share ⁽³⁾	1.68	1.35	1.15	1.15	0.97
Diluted Earnings per Share ⁽³⁾	1.67	1.34	1.14	1.14	0.96

- (1) In 2015, the majority of the retail subsidiaries of the Group that did not previously report on a calendar-year basis changed their reporting calendars in order to align with those of Luxottica Group S.p.A. and other subsidiaries that report on a calendar-year basis.
- (2) Fiscal year 2014 for certain entities within the retail distribution segment included 53 weeks, compared to 52 weeks in each of fiscal years 2011 through 2013.
- (3) Earnings per Share for each year have been calculated based on the weighted-average number of shares outstanding during the respective years. Each American Depositary Share ("ADS" or "ADR") represents one ordinary share.

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(Amounts in thousands of Euro except share data)

As of December 31,

2015 2014 2013 2012 2011

BALANCE SHEET DATA:					
Working Capital ⁽¹⁾	922,209	778,955	535,616	621,882	526,241
Total Assets	9,649,148	9,594,297	8,082,905	8,442,160	8,374,325
Total Debt ⁽²⁾	1,870,436	2,466,506	2,079,430	2,452,463	2,936,712
Stockholders' Equity	5,412,524	4,921,479	4,142,828	3,981,372	3,612,928
Capital Stock	29,019	28,900	28,653	28,394	28,041
Total Number of Ordinary Shares (thousands)	483,653	481,672	477,561	473,238	467,352

(1) Working Capital is total current assets minus total current liabilities. See Item 5 "Operating and Financial Review and Prospects Liquidity and Capital Resources."

(2) The current portion of Total Debt was Euro 155.3 million, Euro 778.1 million, Euro 363.0 million, Euro 400.4 million and Euro 692.1 million for the years ended December 31, 2015, 2014, 2013, 2012 and 2011, respectively.

DIVIDENDS

We are required to pay an annual dividend on our ordinary shares if such dividend has been approved by a majority of our stockholders at the ordinary meeting of stockholders. Before we may pay any dividends with respect to any fiscal year, we are required, as necessary, to set aside an amount equal to 5% of our statutory net income for such year in our legal reserve unless and until the reserve, including amounts remaining from prior years, is at least equal to one-fifth of the nominal value of our then issued share capital. Each year thereafter, such legal reserve requirement remains fulfilled so long as the reserve equals at least one-fifth of the nominal value of our issued share capital for each such year.

At our ordinary meeting of stockholders held on April 24, 2015, our stockholders approved the distribution of a cash dividend in the amount of Euro 1.44 per ordinary share and ADR. The total amount of the dividend paid to stockholders on May 20, 2015 was Euro 689.7 million. On March 1, 2016, the Board of Directors of the Company proposed to the ordinary meeting of stockholders to be convened on April 29, 2016 the distribution of a cash dividend in the amount of Euro 0.89 per ordinary share and ADR.

Future determinations as to dividends will depend upon, among other things, our earnings, financial position and capital requirements, applicable legal restrictions and such other factors as the Board of Directors and our stockholders may determine.

The table below sets forth the cash dividends declared and paid on each ordinary share in each year indicated.

Year	Cash Dividends	Translated into
	per Ordinary Share(1)(2)(3)	U.S. \$ per Ordinary Share(4)
	(Euro)	(U.S. \$)
2011	0.440	0.622
2012	0.490	0.615
2013	0.580	0.750
2014	0.650	0.888
2015	1.440 ⁽⁵⁾	1.598

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- (1) Cash dividends per ordinary share are expressed in gross amounts without giving effect to applicable withholding or other deductions for taxes.
- (2) Each ADS represents one ordinary share.
- (3) Our dividend policy is based upon, among other things, our consolidated net income for each fiscal year, and dividends for a fiscal year are paid in the immediately following fiscal year. The dividends

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reported in the table were declared and paid in the fiscal year for which they have been reported in the table.

(4) Holders of ADSs received their dividends denominated in U.S. dollars based on the conversion rate used by our paying agent, Deutsche Bank Trust Company Americas.

(5) The dividend consisting of an ordinary dividend of Euro 0.72 per ordinary share and an extraordinary dividend of Euro 0.72 per ordinary share was approved by our Board of Directors on March 2, 2015 and was voted upon and approved by our stockholders at the ordinary meeting of stockholders held on April 24, 2015.

EXCHANGE RATE INFORMATION

The following tables set forth, for 2011 through 2015, certain information regarding the Euro foreign exchange reference rate published by the European Central Bank (the "BCE Rate"), which is used by the Company for translating amounts denominated in currencies other than Euro. The information is expressed in U.S. dollars per Euro 1.00:

Year Ended December 31,	Low	High	Average(1)	End of Period
2011	1.2669	1.4882	1.4000	1.2939
2012	1.2053	1.3453	1.2859	1.3194
2013	1.2768	1.3814	1.3308	1.3791
2014	1.2141	1.3953	1.3211	1.2141
2015	1.0552	1.2043	1.1046	1.0887

(1) The average of the BCE Rate in effect on the last business day of each month during the period. When the Company consolidates its profit and loss statement, it translates U.S. dollar denominated amounts into Euro using an average U.S. dollar/Euro exchange rate of each business day during the applicable period.

Month	Low	High
October 2015	1.0930	1.1439
November 2015	1.0579	1.1032
December 2015	1.0600	1.0990
January 2016	1.0742	1.0920
February 2016	1.0884	1.1347
March 2016	1.0856	1.1385

On April 8, 2016, the BCE Rate was U.S. \$1.1363 per Euro 1.00.

Unless otherwise indicated, all translations included in this Form 20-F of amounts expressed in Euro into U.S. dollars have been made using the exchange rates, as indicated in the above table, in effect as of the end of the relevant period or date, as appropriate.

In this Form 20-F, unless otherwise stated or the context otherwise requires, references to "\$," "U.S. \$," "dollars," "USD" or "U.S. dollars" are to United States dollars, references to "Euro" or "€" are to the Common European Currency, the Euro, and references to "AUD" or "A\$" are to Australian dollars.

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RISK FACTORS

Our future operating results and financial condition may be affected by various factors, including those set forth below.

Risks Relating to Our Industry and General Economic Conditions

If current economic conditions deteriorate, demand for our products will be adversely impacted, access to credit will be reduced and our customers and others with which we do business will suffer financial hardship. All of these factors could reduce sales and in turn adversely impact our business, results of operations, financial condition and cash flows.

Our operations and performance depend significantly on worldwide economic conditions. Uncertainty about global economic conditions poses a risk to our business because consumers and businesses may postpone spending in response to tighter credit markets, unemployment, negative financial news and/or declines in income or asset values, which could have a material adverse effect on demand for our products and services. Discretionary spending is affected by many factors, including general business conditions, inflation, interest rates, consumer debt levels, unemployment rates, availability of consumer credit, conditions in the real estate and mortgage markets, currency exchange rates and other matters that influence consumer confidence. Many of these factors are outside our control. Purchases of discretionary items could decline during periods in which disposable income is lower or prices have increased in response to rising costs or in periods of actual or perceived unfavorable economic conditions. If this occurs or if unfavorable economic conditions continue to challenge the consumer environment, our business, results of operations, financial condition and cash flows could be materially adversely affected.

In the event of financial turmoil affecting the banking system and financial markets, additional consolidation of the financial services industry or significant failure of financial services institutions, there could be a tightening of the credit markets, decreased liquidity and extreme volatility in fixed income, credit, currency and equity markets. In addition, the credit crisis could continue to have material adverse effects on our business, including the inability of customers of our wholesale distribution business to obtain credit to finance purchases of our products, restructurings, bankruptcies, liquidations and other unfavorable events for our consumers, customers, vendors, suppliers, logistics providers, other service providers and the financial institutions that are counterparties to our credit facilities and other derivative transactions. The likelihood that such third parties will be unable to overcome such unfavorable financial difficulties may increase. If the third parties on which we rely for goods and services or our wholesale customers are unable to overcome financial difficulties resulting from the deterioration of worldwide economic conditions or if the counterparties to our credit facilities or our derivative transactions do not perform their obligations as intended, our business, results of operations, financial condition and cash flows could be materially adversely affected.

If our business suffers due to changing local conditions, our profitability and future growth may be affected.

We currently operate worldwide and have operations in many countries, including certain developing countries in Asia, South America and Africa. Therefore, we are subject to various risks inherent in conducting business internationally, including the following:

exposure to local economic and political conditions;

export and import restrictions;

currency exchange rate fluctuations and currency controls;

cash repatriation restrictions;

application of the Foreign Corrupt Practices Act and similar laws;

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difficulty in enforcing intellectual property and contract rights;

disruptions of capital and trading markets;

accounts receivable collection and longer payment cycles;

potential hostilities and changes in diplomatic and trade relationships;

legal or regulatory requirements;

withholding and other taxes on remittances and other payments by subsidiaries;

local antitrust and other market abuse provisions;

investment restrictions or requirements; and

local content laws requiring that certain products contain a specified minimum percentage of domestically produced components.

The likelihood of such occurrences and their potential effect on us vary from country to country and are unpredictable, but any such occurrence may result in the loss of sales or increased costs of doing business and may have a material adverse effect on our business, results of operations, financial condition and prospects.

If vision correction alternatives to prescription eyeglasses become more widely available, or consumer preferences for such alternatives increase, our profitability could suffer through a reduction of sales of our prescription eyewear products, including lenses and accessories.

Our business could be negatively impacted by the availability and acceptance of vision correction alternatives to prescription eyeglasses, such as contact lenses and refractive optical surgery. Increased use of vision correction alternatives could result in decreased use of our prescription eyewear products, including a reduction of sales of lenses and accessories sold in our retail outlets, which could have a material adverse impact on our business, results of operations, financial condition and prospects.

Unforeseen or catastrophic losses not covered by insurance could materially adversely affect our results of operations and financial condition.

For certain risks, we do not maintain insurance coverage because of cost and/or availability. Because we retain some portion of our insurable risks, and in some cases self-insure completely, unforeseen or catastrophic losses in excess of insured limits could materially adversely affect our results of operations and financial condition.

Risks Relating to Our Business and Operations

If we are unable to successfully introduce new products and develop and defend our brands, our future sales and operating performance may suffer.

The mid- and premium-price categories of the prescription frame and sunglasses markets in which we compete are particularly vulnerable to changes in fashion trends and consumer preferences. Our historical success is attributable, in part, to our introduction of innovative products which are perceived to represent an improvement over products otherwise available in the market and our ability to develop and defend our brands, especially our Ray-Ban and Oakley proprietary brands. Our future success will depend on our continued ability to develop and introduce such innovative products and continued success in building our brands. If we are unable to continue to do so, our future sales could decline,

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inventory levels could rise, leading to additional costs for storage and potential write-downs relating to the value of excess inventory, and there could be a negative impact on production costs since fixed costs would represent a larger portion of

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total production costs due to the decline in quantities produced, which could materially adversely affect our results of operations.

If we are not successful in completing and integrating strategic acquisitions to expand or complement our business, our future profitability and growth could be at risk.

As part of our growth strategy, we have made, and may continue to make, strategic business acquisitions to expand or complement our business. Our acquisition activities, however, can be disrupted by overtures from competitors for the targeted candidates, governmental regulation and rapid developments in our industry. We may face additional risks and uncertainties following an acquisition, including (i) difficulty in integrating the newly acquired business and operations in an efficient and effective manner, (ii) inability to achieve strategic objectives, cost savings and other benefits from the acquisition, (iii) the lack of success by the acquired business in its markets, (iv) the loss of key employees of the acquired business, (v) a decrease in the focus of senior management on our operations, (vi) difficulty integrating human resources systems, operating systems, inventory management systems and assortment planning systems of the acquired business with our systems, (vii) the cultural differences between our organization and that of the acquired business and (viii) liabilities that were not known at the time of acquisition or the need to address tax or accounting issues.

If we fail to timely recognize or address these matters or to devote adequate resources to them, we may fail to achieve our growth strategy or otherwise realize the intended benefits of any acquisition. Even if we are able to integrate our business operations successfully, the integration may not result in the realization of the full benefits of synergies, cost savings, innovation and operational efficiencies that may be possible from the integration or in the achievement of such benefits within the forecasted period of time.

If we are unable to achieve our business objectives and manage growth, operating margins may be reduced as a result of decreased efficiency of distribution.

In order to achieve and manage our growth effectively, we are required to increase and streamline production and implement manufacturing efficiencies where possible, while maintaining strict quality control and the ability to deliver products to our customers in a timely and efficient manner. We must also continuously develop new product designs and features, expand our information systems and operations, and train and manage an increasing number of management level and other employees. If we are unable to manage these matters effectively, our distribution process could be adversely affected and we could lose market share in affected regions, which could materially adversely affect our business prospects.

If we do not correctly predict future economic conditions and changes in consumer preferences, our sales of premium products and profitability could suffer.

The fashion and consumer products industries in which we operate are cyclical. Downturns in general economic conditions or uncertainties regarding future economic prospects, which affect consumer disposable income, have historically adversely affected consumer spending habits in our principal markets and thus made the growth in sales and profitability of premium-priced product categories difficult during such downturns. Therefore, future economic downturns or uncertainties could have a material adverse effect on our business, results of operations and financial condition, including sales of our designer and other premium brands.

The industry is also subject to rapidly changing consumer preferences and future sales may suffer if the fashion and consumer products industries do not continue to grow or if consumer preferences shift away from our products. Changes in fashion could also affect the popularity and, therefore, the value of the fashion licenses granted to us by designers. Any event or circumstance resulting in reduced market acceptance of one or more of these designers could reduce our sales and the value of our models from that designer. Unanticipated shifts in consumer preferences may also result in excess inventory and underutilized

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manufacturing capacity. In addition, our success depends, in large part, on our ability to anticipate and react to changing fashion trends in a timely manner. Any sustained failure to identify and respond to such trends could materially adversely affect our business, results of operations and financial condition and may result in the write-down of excess inventory and idle manufacturing facilities.

If we do not continue to negotiate and maintain favorable license arrangements, our sales or cost of sales could suffer.

We have entered into license agreements that enable us to manufacture and distribute prescription frames and sunglasses under certain designer names, including *Chanel, Prada, Miu Miu, Dolce & Gabbana, Bvlgari, Tiffany & Co., Versace, Burberry, Ralph Lauren, DKNY, Paul Smith, Brooks Brothers, Tory Burch, Coach, Armani, Michael Kors* and *Starck Eyes*. These license agreements typically have terms of between four and ten years and may contain options for renewal for additional periods and require us to make guaranteed and contingent royalty payments to the licensor. We believe that our ability to maintain and negotiate favorable license agreements with leading designers in the fashion and luxury goods industries is essential to the branding of our products and, therefore, material to the success of our business. Accordingly, if we are unable to negotiate and maintain satisfactory license arrangements with leading designers, our growth prospects and financial results could materially suffer from a reduction in sales or an increase in advertising costs and royalty payments to designers. For the years ended December 31, 2015 and 2014, no single license agreement represented greater than 5.0% of total sales.

As we operate in a complex international environment, if new laws, regulations or policies of governmental organizations, or changes to existing ones, occur and cannot be managed efficiently, the results could have a negative impact on our operations, our ability to compete or our future financial results.

Compliance with European, U.S. and other laws and regulations that apply to our international operations increases our costs of doing business, including cost of compliance, in certain jurisdictions, and such costs may rise in the future as a result of changes in these laws and regulations or in their interpretation or enforcement. This includes, in particular, our manufacturing activities and services provided to us by third parties within our supply chain, which are subject to numerous workplace health and safety laws, environmental laws, labor laws and other similar regulations and restrictions on the sourcing of materials (including with respect to "conflict mineral" zones) that may vary from country to country and are continuously evolving. In certain countries, failure to comply with applicable laws and regulations relating to workplace health and safety protection and environmental matters could result in criminal and/or civil penalties being imposed on responsible individuals and, in certain cases, the Company. In addition, effective starting in 2016, the European Union has put in place new rules and regulations regarding privacy concerns, which impose fines and penalties for non-compliance that are calculated as a percentage of net sales. In certain circumstances, even if no fine or penalty is imposed for our failure to comply with an applicable law or regulation, we may suffer reputational harm if we fail to comply with applicable laws and regulations. We have implemented policies and procedures designed to facilitate our compliance with these laws and regulations, but there can be no assurance that our employees, contractors or agents will not violate such laws and regulations or our policies. Any such violations could individually, or in the aggregate, materially adversely affect our financial condition or operating results.

Additionally, our Oakley, Eye Safety Systems and EyeMed subsidiaries are U.S. government contractors or subcontractors and, as a result, we must comply with, and are affected by, U.S. laws and regulations related to conducting business with the U.S. government. These laws and regulations may impose various additional costs and risks on our business. For example, Oakley and Eye Safety Systems are required to obtain applicable governmental approvals, clearances and certain export licenses. We also may become subject to audits, reviews and investigations of our compliance with these laws and regulations. See Item 4 "Information on the Company Regulatory Matters" and Item 8 "Financial Information Legal Proceedings."

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If we are unable to protect our proprietary rights, our sales might suffer, and we may incur significant additional costs to defend such rights.

We rely on trade secret, unfair competition, trade dress, trademark, patent and copyright laws to protect our rights to certain aspects of our products and services, including product designs, brand names, proprietary manufacturing processes and technologies, product research and concepts and goodwill, all of which we believe are important to the success of our products and services and our competitive position. However, pending trademark or patent applications may not in all instances result in the issuance of a registered trademark or patent, and trademarks or patents granted may not be effective in thwarting competition or be held valid if subsequently challenged. In addition, the actions we take to protect our proprietary rights may be inadequate to prevent imitation of our products and services. Our proprietary information could become known to competitors, and we may not be able to meaningfully protect our rights to proprietary information. Furthermore, other companies may independently develop substantially equivalent or better products or services that do not infringe on our intellectual property rights or could assert rights in, and ownership of, our proprietary rights. Moreover, the laws of certain countries do not protect proprietary rights to the same extent as the laws of the United States or of the member states of the European Union.

Consistent with our strategy of vigorously defending our intellectual property rights, we devote substantial resources to the enforcement of patents issued and trademarks granted to us, to the protection of our trade secrets or other intellectual property rights and to the determination of the scope or validity of the proprietary rights of others that might be asserted against us. However, if the level of potentially infringing activities by others were to increase substantially, we might have to significantly increase the resources we devote to protecting our rights. From time to time, third parties may assert patent, copyright, trademark or similar rights against intellectual property that is important to our business. The resolution or compromise of any litigation or other legal process to enforce such alleged third party rights, regardless of its merit or resolution, could be costly and divert the efforts and attention of our management. We may not prevail in any such litigation or other legal process or we may compromise or settle such claims because of the complex technical issues and inherent uncertainties in intellectual property disputes and the significant expense in defending such claims. An adverse determination in any dispute involving our proprietary rights could, among other things, (i) require us to coexist in the market with competitors utilizing the same or similar intellectual property, (ii) require us to grant licenses to, or obtain licenses from, third parties, (iii) prevent us from manufacturing or selling our products, (iv) require us to discontinue the use of a particular patent, trademark, copyright or trade secret or (v) subject us to substantial liability. Any of these possibilities could have a material adverse effect on our business by reducing our future sales or causing us to incur significant costs to defend our rights.

If we are unable to maintain our current operating relationship with host stores, including our retail licensed brands and other host relationships, we could suffer a loss in sales and possible impairment of certain intangible assets.

Our sales depend in part on our relationships with the host stores that allow us to operate our retail licensed brands, including Sears Optical and Target Optical and other host relationships including our relationship with Macy's. Our leases and licenses with Sears Optical are terminable upon short notice. If our relationship with Sears Optical, Target Optical or Macy's were to end, we would suffer a loss of sales and the possible impairment of certain intangible assets. This could have a material adverse effect on our business, results of operations, financial condition and prospects.

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If we fail to maintain an efficient distribution and production network or if there is a disruption to our critical manufacturing plants or distribution network in highly competitive markets, our business, results of operations and financial condition could suffer.

The mid- and premium-price categories of the prescription frame and sunglasses markets in which we operate are highly competitive. We believe that, in addition to successfully introducing new products, responding to changes in the market environment and maintaining superior production capabilities, our ability to remain competitive is highly dependent on our success in maintaining an efficient distribution network. If we are unable to maintain an efficient and resilient distribution and production network or a significant disruption thereto should occur, our sales may decline due to the inability to timely deliver products to customers and our profitability may decline due to an increase in our per unit distribution costs in the affected regions, which may have a material adverse impact on our business, results of operations and financial condition.

If we were to become subject to adverse judgments or determinations in legal proceedings to which we are, or may become, a party, our future profitability could suffer through a reduction of sales, increased costs or damage to our reputation due to our failure to adequately communicate the impact of any such proceeding or its outcome to the investor and business communities.

We are currently a party to certain legal proceedings as described in Item 8 "Financial Information Legal Proceedings." In addition, in the ordinary course of our business, we become involved in various other claims, lawsuits, investigations and governmental and administrative proceedings, some of which are or may be significant. Adverse judgments or determinations in one or more of these proceedings could require us to change the way we do business or use substantial resources in adhering to the settlements and could have a material adverse effect on our business, including, among other consequences, by significantly increasing the costs required to operate our business.

Ineffective communications, during or after these proceedings, could amplify the negative effects, if any, of these proceedings on our reputation and may result in a negative market impact on the price of our securities.

Changes in our tax rates or exposure to additional tax liabilities could affect our future results.

We are subject to taxes in Italy, the United States and numerous other jurisdictions. Our future effective tax rates could be affected by changes in the mix of earnings in countries with differing statutory tax rates, changes in the valuation of deferred tax assets and liabilities, or changes in tax laws or their interpretation. Any of these changes could have a material adverse effect on our profitability. We also are regularly subject to the examination of our income tax returns by the Italian tax authority, the U.S. Internal Revenue Service as well as the governing tax authorities in other countries where we operate. We routinely assess the likelihood of adverse outcomes resulting from these examinations to determine the adequacy of our provision for tax risks. Currently, some of our companies are under examination by various tax authorities. There can be no assurance that the outcomes of the current ongoing examinations and possible future examinations will not materially adversely affect our business, results of operations, financial condition and prospects.

If there is any material failure, inadequacy, interruption, security failure or breach of our information technology systems, whether owned by us or outsourced or managed by third parties, this may result in remediation costs, reduced sales due to an inability to properly process information and increased costs of operating our business.

We rely on information technology systems both managed internally and outsourced to third parties across our operations, including for management of our supply chain, point-of-sale processing in our

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stores and various other processes and transactions. Our ability to effectively manage our business and coordinate the production, distribution and sale of our products depends on, among other things, the reliability and capacity of these systems. The failure of these systems to operate effectively, network disruptions, problems with transitioning to upgraded or replacement systems, or a breach in data security of these systems could cause delays in product supply and sales, reduced efficiency of our operations, unintentional disclosure of customer or other confidential information of the Company leading to additional costs and possible fines or penalties, legal defense and settlement costs, or damage to our reputation, and potentially significant capital investments and other costs could be required to remediate the problem, which could have a material adverse effect on our results of operations.

If we record a write-down for inventories that are obsolete or exceed anticipated demand or other assets the net realizable value of which is below the carrying amount, such charges could have a material adverse effect on our results of operations.

We record a write-down for product and component inventories that have become obsolete or exceed anticipated demand or net realizable value. We review our long-lived assets for impairment whenever events or changed circumstances indicate that the carrying amount of an asset may not be recoverable, and we determine whether valuation allowances are needed against other assets, including, but not limited to, accounts receivable. If we determine that impairments or other events have occurred that lead us to believe we will not fully realize these assets, we record a write-down or a valuation allowance equal to the amount by which the carrying value of the assets exceeds their fair market value. Although we believe our inventory and other asset-related provisions are currently adequate, no assurance can be made that, given the rapid and unpredictable pace of product obsolescence, we will not incur additional inventory or asset-related charges, which charges could have a material adverse effect on our results of operations.

Leonardo Del Vecchio, our chairman and principal stockholder, controls 61.90% of our voting power and is in a position to affect our ongoing operations, corporate transactions and any matters submitted to a vote of our stockholders, including the election of directors and a change in corporate control.

As of April 8, 2016, Mr. Leonardo Del Vecchio, the Chairman of our Board of Directors, through the company Delfin S.à r.l., has voting rights over 299,423,025 Ordinary Shares, or 61.90% of the issued share capital. See Item 7 "Major Shareholders and Related Party Transactions." As a result, Mr. Del Vecchio has the ability to exert significant influence over our corporate affairs and to control the outcome of virtually all matters submitted to a vote of our stockholders, including the election of our directors, the amendment of our Articles of Association or By-laws, and the approval of mergers, consolidations and other significant corporate transactions.

Mr. Del Vecchio's interests may conflict with or differ from the interests of our other stockholders. In situations involving a conflict of interest between Mr. Del Vecchio and our other stockholders, Mr. Del Vecchio may exercise his control in a manner that would benefit him to the potential detriment of other stockholders. Mr. Del Vecchio's significant ownership interest could delay, prevent or cause a change in control of our company, any of which may be adverse to the interests of our other stockholders.

If we are not successful in transitioning our leadership structure as currently intended, our future growth and profitability may suffer.

In October 2014, we announced the introduction of a management structure based on a co-CEO model, pursuant to which two co-chief executive officers are appointed to manage the principal executive officer responsibilities of the Group, with one chief executive officer focused on Markets and the other focused on Product and Operations. The co-CEO leadership structure allocates distinct yet complementary responsibilities between the two co-chief executive officers and is designed to promote

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stronger management of the Group, which has rapidly increased in size, complexity and global presence in recent years. In January 2016, our Board of Directors approved the assignment of executive responsibility for Markets, a role formerly held by Mr. Adil Mehboob-Khan, to Mr. Leonardo Del Vecchio, the Company's Chairman of the Board and majority shareholder, as Executive Chairman. Mr. Massimo Vian continues in his role of CEO for Product and Operations. If the new model proves ineffective, there may be delays in the implementation of the Group's strategic plans and reductions or slowdowns of our future growth and profitability.

If our procedures designed to comply with Section 404 of the Sarbanes-Oxley Act of 2002 cause us to identify material weaknesses in our internal control over financial reporting, the trading price of our securities may be adversely impacted.

Our annual report on Form 20-F includes a report from our management relating to its evaluation of our internal control over financial reporting, as required under Section 404 of the U.S. Sarbanes-Oxley Act of 2002, as amended. There are inherent limitations on the effectiveness of internal controls, including collusion, management override and failure of human judgment. In addition, control procedures are designed to reduce, rather than eliminate, business risks. Notwithstanding the systems and procedures we have implemented to comply with these requirements, we may uncover circumstances that we determine to be material weaknesses, or that otherwise result in disclosable conditions. Any identified material weaknesses in our internal control structure may involve significant effort and expense to remediate, and any disclosure of such material weaknesses or other conditions requiring disclosure may result in a negative market reaction to our securities.

Our auditors, like other independent registered public accounting firms operating in Italy and various other non-U.S. jurisdictions, are not inspected by the U.S. Public Company Accounting Oversight Board (the "PCAOB") and, as such, investors currently do not have the benefits of PCAOB oversight.

The independent accounting firms that issue audit reports filed with the SEC are required under U.S. law to undergo regular inspections by the PCAOB to assess their compliance with professional auditing standards in connection with their audits of public companies. Because our independent auditor is located in Italy, a jurisdiction where the PCAOB is currently unable to conduct inspections without the approval of the Italian authorities, the audit work and practices of our independent auditor, like other independent registered public accounting firms operating in Italy, are currently not inspected by the PCAOB.

The inability of the PCAOB to conduct inspections of auditors in Italy makes it more difficult to evaluate the effectiveness of our independent auditor's audit procedures and quality control procedures as compared to auditors outside of Italy that are subject to periodic PCAOB inspections. As a result, investors may be deprived of the benefits of PCAOB inspections.

Financial Risks

If the U.S. dollar or the Australian dollar weaken relative to the Euro or the Chinese Yuan strengthens relative to the Euro, our profitability as a consolidated group could suffer.

Our principal manufacturing facilities are located in Italy and China. We also maintain manufacturing facilities in Brazil, India and the United States as well as sales and distribution facilities throughout the world. As a result, our results of operations could be materially adversely affected by foreign exchange rate fluctuations in two principal areas:

we incur most of our manufacturing costs in Euro and in Chinese Yuan, and receive a significant part of our revenues in other currencies such as the U.S. dollar and the Australian dollar. Therefore, a strengthening of the Chinese Yuan could negatively impact our consolidated results of operations; and

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a substantial portion of our assets, liabilities, revenues and costs are denominated in various currencies other than Euro, with a substantial portion of our revenues and operating expenses being denominated in U.S. dollars. As a result, our operating results, which are reported in Euro, are affected by currency exchange rate fluctuations, particularly between the U.S. dollar and the Euro.

As our international operations grow, future changes in the exchange rate of the Euro against the U.S. dollar and other currencies may negatively impact our reported results, although we have in place policies designed to manage such risk.

See Item 11 "Quantitative and Qualitative Disclosures about Market Risk" and Item 18 "Financial Risks" (Note 3).

If economic conditions around the world worsen, we may experience an increase in our exposure to credit risk on our accounts receivable which may result in a higher risk that we are unable to collect payments from our customers and, potentially, increased costs due to reserves for doubtful accounts and a reduction in sales to customers experiencing credit-related issues.

A substantial majority of our outstanding trade receivables are not covered by collateral or credit insurance. While we have procedures to monitor and limit exposure to credit risk on our trade and non-trade receivables, there can be no assurance such procedures will effectively limit our credit risk and avoid losses, which could have a material adverse effect on our results of operations.

ITEM 4. INFORMATION ON THE COMPANY

OVERVIEW

We are a market leader in the design, manufacture and distribution of fashion, luxury, sport and performance eyewear. Due to the strong growth experienced throughout 2015, our total net sales reached over Euro 8.8 billion, net income attributable to Luxottica stockholders was Euro 804 million and headcount as of year-end was 78,930 employees. We operate in two segments: (i) manufacturing and wholesale distribution; and (ii) retail distribution. See Item 18 "Financial Statements" for additional disclosures about our operating segments. Founded in 1961 by Leonardo Del Vecchio and listed on the New York Stock Exchange since 1990 and Borsa Italiana since 2000, we are a vertically integrated organization whose manufacturing of sun and prescription eyewear is backed by a wide-reaching wholesale organization and a retail distribution network, located primarily in North America, Latin America and Asia-Pacific.

Product design, development and manufacturing take place in six production facilities in Italy, three factories in China, one in Brazil and one in the United States devoted to sports and performance eyewear. We also have a small plant in India serving the local market. In 2015, our worldwide production reached approximately 93 million units.

The design and quality of our products and our strong and well-balanced brand portfolio are recognized throughout the world. Proprietary brands include Ray-Ban, one of the world's best-known eyewear brands, Oakley, Vogue Eyewear, Persol, Oliver Peoples, Alain Mikli and Arnette. Licensed brands include Giorgio Armani, Bvlgari, Burberry, Chanel, Coach, Dolce&Gabbana, DKNY, Michael Kors, Miu Miu, Paul Smith, Prada, Ralph Lauren, Starck Eyes, Tiffany & Co., Tory Burch and Versace.

Our wholesale distribution network covers more than 150 countries across five continents and has more than 50 commercial subsidiaries providing direct operations in key markets.

Our direct wholesale operations are complemented by an extensive retail network comprised of over 7,200 stores worldwide as of December 31, 2015. We are a leader in the prescription business in North America with our LensCrafters and Pearle Vision retail brands, in Australia and New Zealand with

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our OPSM and Laubman & Pank brands, in China with our LensCrafters brand and in Latin America with our GMO brand. In North America, we also operate our retail licensed brands, Sears Optical and Target Optical. Additionally, we operate one of the largest managed vision care networks in the United States, through EyeMed and the second largest lens finishing network, with three central laboratories, over 900 on-site labs at LensCrafters stores, a fully dedicated Oakley lab and an additional facility based in China.

Luxottica is home to Sunglass Hut, the largest retailer of premium sunglasses with a global footprint in North America, Latin America, Asia-Pacific, South Africa, Europe and the Middle East. Retail brands including Oliver Peoples, ILORI and The Optical Shop of Aspen give Luxottica a foothold in the luxury space.

The Oakley brand provides a powerful wholesale and retail presence in both the performance optics and sport channels with its "O" stores, offering Oakley-branded eyewear as well as apparel, footwear, backpacks and accessories designed for athletic lifestyles.

Our distribution channels are complemented by e-commerce properties, including the Oakley.com, Ray-Ban.com, SunglassHut.com and glasses.com websites.

In 2015, 44.2% of total sales of frames and lenses in Euros related to prescription eyewear and 55.8% related to sunglasses.

Our capital expenditures for our continuing operations were Euro 513.6 million for the year ended December 31, 2015 and Euro 99.9 million for the three-month period ended March 31, 2016. We expect 2016 aggregate capital expenditures to exceed 6.0% of the Group's net sales, excluding any additional investments for business acquisitions. The most significant investments planned are the remodeling of existing stores, the opening of new stores, the upgrade and expansion of our manufacturing and distribution facilities, including in Atlanta (U.S.) and Dongguan (China), as well as enhancement of our IT infrastructure. We expect to fund these future capital expenditures through cash flow generation primarily due to our operating leverage as well as working capital efficiencies. For a description of capital expenditures for the previous three years, see Item 5 "Operating and Financial Review and Prospects Liquidity and Capital Resources Cash Flows Investing Activities."

Our principal executive offices are located at Piazzale L. Cadorna 3, Milan 20123, Italy, and our telephone number at that address is (011) 39-02-863341. We are domiciled in Milan, Italy.

HISTORY

Incorporation

Luxottica Group was founded by Leonardo Del Vecchio in 1961, when he set up Luxottica di Del Vecchio e C. S.a.S., which subsequently became a joint-stock company organized under the laws of Italy under the name of Luxottica S.p.A. We started out as a small workshop and operated until the end of the 1960s as a contract producer of dyes, metal components and semi-finished goods for the optical industry. We gradually widened the range of processes offered until we had an integrated manufacturing structure capable of producing a finished pair of glasses. In 1971, our first collection of prescription eyewear was presented at Milan's MIDO (an international optics trade fair), marking our definitive transition from contract manufacturer to independent producer.

Expansion in Wholesale Distribution

In the early 1970s, we sold our frames exclusively through independent distributors. In 1974, after five years of sustained development of our manufacturing capacity, we started to pursue a strategy of vertical integration, with the goal of distributing frames directly to retailers. Our first step was the

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acquisition of Scarrone S.p.A., which had marketed our products since 1971, bringing with it a vital knowledge of the Italian eyewear market.

Our international expansion began in the 1980s with the acquisition of independent distributors and the formation of subsidiaries and joint ventures in key international markets.

Our wholesale distribution expansion focuses on customer differentiation, customized service and new sales channels, such as large department stores, travel retail and e-commerce, as well as continuous penetration into the emerging markets. The acquisition, in 1981, of La Meccanoptica Leonardo, the owner of the Sferoflex brand and of an important flexible hinge patent, enabled us to enhance the design and quality of our products and increase market share.

From the late 1980s, eyeglasses, previously perceived as mere sight-correcting instruments, began to evolve into "eyewear." An aesthetic focus on everyday objects and designers' interest in the emerging accessories market led us to embark on our first collaboration with the fashion industry in 1988 by entering into a licensing agreement with Giorgio Armani. We followed that initial collaboration, with numerous others and with the acquisition of new brands, gradually building our current world-class brand portfolio.

Over the years, we have launched collections from names like Bvlgari (1997), Chanel (1999), Prada (2003), Versace (2003), Donna Karan (2005), Dolce&Gabbana (2006), Burberry (2006), Ralph Lauren (2007), Paul Smith (2007), Tiffany & Co. (2008), Tory Burch (2009), Coach (2012), Starck Eyes (2013), Armani (2013) and Michael Kors (2015).

Moreover, in 1999 we acquired Ray-Ban, one of the world's best-known sunglasses brands along with its crystal sun lens technology.

In 2007, we acquired California-based Oakley, a leading sport and performance brand, which owned the Oliver Peoples brand and a license to manufacture and distribute eyewear under the Paul Smith name. At the time of the acquisition, Oakley had its own retail network of over 160 stores.

In 2013, we acquired Alain Mikli International SA ("Alain Mikli"), a French luxury and contemporary eyewear company, which owned the Alain Mikli brand and Starck Eyes license. As a result of the acquisition, we strengthened both our luxury brand portfolio and prescription offerings.

Financial Markets

In 1990, we listed our American Depositary Shares ("ADSs") on the New York Stock Exchange. In 2000, our stock was listed on Borsa Italiana's electronic share market and it has been in Italy's Mercato Telematico Azionario ("MTA") since 2003.

Retail Distribution

In 1995, we acquired The United States Shoe Corporation, which owned LensCrafters, one of North America's largest optical retail chains. We became the world's first significant eyewear manufacturer to enter the retail market, maximizing synergies with our production and wholesale distribution and increasing penetration of our products through LensCrafters stores.

Since 2000, we have strengthened our retail business by acquiring a number of chains, including Sunglass Hut (2001), a leading retailer of premium sunglasses, OPSM Group (2003), a leading optical retailer in Australia and New Zealand, Cole National Corporation ("Cole") (2004), which brought with it another important optical retail chain in North America, Pearle Vision, and an extensive retail licensed brands store business (Target Optical and Sears Optical). In 2005, we began our retail expansion into China, where LensCrafters has become a leading brand in the country's high-end market. In the same year, we also started to expand Sunglass Hut globally in high-potential markets like the Middle East, South Africa, India, Southeast Asia, Mexico, Brazil and Europe. In 2011, we started our optical retail

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expansion in Latin America by completing the acquisition of Multiópticas Internacional S.L. ("GMO" or "Multiópticas Internacional"), a leading retailer in Chile, Peru, Ecuador and Colombia.

DESIGN AND PRODUCT DEVELOPMENT

Emphasis on product design and the continuous development of new styles are key to Luxottica's success. During 2015, we added approximately 2,000 new styles to our eyewear collections. Each style is typically produced in two sizes and five colors.

The design of the Group's products is the focal point where vision, technology and creativity converge. Each frame expresses Luxottica's two core precepts: the use of innovative materials, technologies and processes and unparalleled craftsmanship.

The design process begins with our in-house designers who work in an environment that promotes innovation, originality and a creative process in which eyewear is interpreted as art, an object to put on display. They draw inspiration from both market trends and their own imagination and creativity. In addition, our design team works directly with the marketing and sales departments, which monitor the demand for our current models, as well as general style trends in eyewear.

Product development is the next stage of execution. The research and development efforts of our engineering staff play a crucial role in the product development process. Our engineers are continuously looking for new materials, concepts and technology innovations to apply to our products and processes in an effort to differentiate them in the eyewear market.

During the initial phase of the development process, the prototype makers transform designs into one-off pieces, crafted by hand with precision. Once developed, they are passed on to the product department, which uses visual rendering and 3D software to analyze the steps necessary to bring the prototype to mass production.

At this point in the cycle, the mold workshop designs and assembles the equipment needed to make the components for the new model. The first samples obtained are assembled and undergo a series of tests required by internal quality control procedures.

Next comes the quality certification of the new model samples. After the samples are subjected to a sequence of tests to verify the quality of the engineering, a preliminary batch using certified tooling is produced in a pilot facility that closely resembles the plant chosen to produce the final product for consumers.

By using a launch calendar that focuses on customer and geographic demand, the engineering department has been able to shorten product development timelines in recent years.

Innovation is Luxottica's founding principle. From new materials research and product development to manufacturing, distribution and digital platforms, innovation can be found in every corner of the Company. While wearable technology is in its early stages, Luxottica has taken a leading role in exploring and developing smart eyewear through partnerships with Google and Intel. In January 2016, Luxottica and Intel introduced "Radar Pace," Oakley branded smart glasses with a voice-activated real time coaching system to improve the work-out experience and performance for runners and cyclists.

BRAND PORTFOLIO

Our portfolio is well-balanced between proprietary and licensed brands and continues to evolve.

The presence of Ray-Ban, one of the world's best-selling eyewear brands, and Oakley, a leader in the sport and performance category, gives the proprietary brand portfolio a strong base, complemented by Persol, Oliver Peoples and Alain Mikli in the high-end of the market, Arnette in the sport market, and Vogue Eyewear in the fashion market. Alongside the proprietary brands, our portfolio has over

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20 licensed brands, including some of the most well-known and prestigious names in the global fashion and luxury industries.

With our manufacturing and distribution know-how, experience in international markets and direct retail operations supported by marketing investment, we are the ideal partner for fashion houses and stylists seeking to translate their style and values into successful premium eyewear collections. We differentiate each designer's offering to produce a broad range of models that appeal to a diverse group of consumers, lifestyles and geographic locations.

The following table presents the respective percentages of our total sales of frames in Euro comprised by our designer and proprietary brands during the periods indicated:

	Year Ended December 31,				
	2015	2014	2013	2012	2011
Designer brands	32.4%	30.6%	31.4%	29.7%	30.5%
Proprietary brands	67.6%	69.4%	68.6%	70.3%	69.5%

The following table presents the respective percentages of our total sales of frames and lenses in Euros comprised by our prescription frames and lenses and sunglasses for the periods indicated:

	Year Ended December 31,				
	2015	2014	2013	2012	2011
Prescription frames and lenses	44.2%	44.3%	46.1%	47.3%	46.3%
Sunglasses	55.8%	55.7%	53.9%	52.7%	53.7%

Proprietary Brands

In 2015, proprietary brands accounted for approximately 68% of total sales of frames. Ray-Ban and Oakley, the two largest eyewear brands in our portfolio based on sales, accounted for 26.8% and 11.3%, respectively, of the Group's 2015 net sales.

Ray-Ban

Timeless style, authenticity and freedom of expression are the core values of Ray-Ban, a leader in sun and prescription eyewear for generations. From its debut in 1937 with the now iconic Aviator created for the American Air Force until today, Ray-Ban has maintained a unique cultural relevance and has become a symbol of "cool", worn by celebrities and public figures all over the world.

Oakley

Established in 1975 and acquired by Luxottica in 2007, Oakley is one of the leading product design and sport performance brands in the world, chosen by world-class athletes to compete at the highest level possible. The holder of more than 750 patents, Oakley is also known for its innovative lens technologies, including High Definition Optics. Oakley extended its position as a sports eyewear brand into apparel and accessories, offering men's and women's product lines that appeal to sports performance, active and lifestyle consumers. The brand's global distribution includes Oakley "O" retail stores and outlet Oakley Vault stores.

Arnette

Founded in 1992 and acquired by Luxottica in 1999, Arnette is an active lifestyle eyewear brand that appeals to young and "forever young" consumers with an easy going style. Key traits of Arnette are

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functional affordable quality designed for everyday use and an authentic love for popular freestyle action sports like surf and skate.

Vogue Eyewear

Launched in 1973 under the same name as the famous fashion magazine, Vogue Eyewear was acquired by Luxottica in 1990. The brand, which reflects dominant fashion trends of the moment, offers a wide global assortment as well as local collections for the emerging markets. It has become an international contemporary fashion brand.

Persol

Persol, the iconic "Made in Italy" eyewear brand, made its debut in 1917 and was acquired by Luxottica in 1995. With its evocative name, meaning "for sun," it is the proud heir to a culture of excellence and craftsmanship, a perfect alchemy of aesthetics and technology. The irresistible appeal of timeless design and art-like quality make the brand a favorite in the world of cinema.

Oliver Peoples

Acquired by Luxottica in 2007, Oliver Peoples was founded in 1987 with its first store in West Hollywood and the introduction of a retro-inspired eyewear collection. Oliver Peoples frames are handcrafted from the finest quality materials, in colors and styles exclusive to the brand. Frames are manufactured in limited quantities and with deliberate anti-logo labeling, which appeals to refined consumers.

Alain Mikli

Acquired by Luxottica in 2013, Alain Mikli represents over 35 years of passion and know-how. In 1978, the designer Alain Mikli began to use eyewear as a means to communicate personal style and trends. These became frames to see as well as to be seen.

Eye Safety Systems ("ESS")

Acquired in 2007, ESS designs, develops and markets advanced eye protection systems for military, firefighting and law enforcement professionals worldwide and is a leading supplier of protective eyewear to the U.S. military and firefighting markets.

Luxottica

Launched in 1967, the Group's original line best conveys the experience and tradition that are its essence.

Sferoflex

Sferoflex, which joined the Group's portfolio in 1981, takes its name from the patented flexible hinge enabling the temples to conform to the shape and size of the face, thus increasing the resilience of the frame itself and ensuring perfect fit.

Licensed Brands

Designer lines are produced and distributed through license agreements with major fashion houses. The license agreements are exclusive contracts, which typically have terms of between four and ten years and may contain options for renewal. Under these license agreements, we are required to pay a royalty ranging from 6% to 14% of net sales of the related collection and a mandatory marketing contribution of between 5% and 10% of net sales.

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Prada is the most significant license in our portfolio as measured by total sales. In 2015, sales realized through the Prada, Prada Linea Rossa and Miu Miu brand names together represented approximately 4% of total Group sales.

Armani Group

Under license since 2013, the Armani Group includes the following collections:

Giorgio Armani

The Giorgio Armani brand has an incomparable and timeless sense of style. Armani's vision of the world of creative design is not just about turning heads, but about leaving a lasting impression. Pure lines, intrinsic elegance and care for details are the elemental concepts underlying all of Giorgio Armani's iconic designs as well as all of its eyewear styles.

Emporio Armani

Created in the early 1980s by Giorgio Armani, this label is designed for trendy customers who love the Armani DNA. Armani's core elements are revisited in a modern take on fresh style, with innovative and colorful designs that are distinguished by contemporary lines, shapes and materials.

Armani Exchange

A--X Armani Exchange is the youthful label created in 1991 by Giorgio Armani to capture the heritage of the Armani brand through the lens of its young fashion-forward urban spirit. Modern bold shapes in original shades reflect contemporary design with stylish details, and with an accessible price.

Brooks Brothers

Characterized by lightweight materials and a slender line, the Brooks Brothers collections reflect the American brand's iconic style. This is an accessible product line with classic style that delivers high functionality and quality. The original license agreement was signed in 1992.

Bvlgari

Under license since 1997, Bvlgari, the great Italian jeweler and master of colored gemstones of international fame, represents one of the most exclusive brands in eyewear. Contemporary design, unique styles and glamorous details are combined with superior quality. This brand is positioned for the highest segment of eyewear as jewelry, with luxury Italian craftsmanship and bold style. Bvlgari eyewear features precious materials such as gold, gemstones and Austrian crystals and is carefully crafted in timeless designs.

Burberry

Since its founding in England in 1856, Burberry has been synonymous with quality, as defined by the endurance, classicism and functionality that characterized its history. Burberry has become a leading luxury brand with a global business. The eyewear collection, under license since 2006, is inspired by the brand's innovative ready-to-wear and accessories collections and incorporates very recognizable iconic elements for both men and women.

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Chanel

In 1999, Luxottica was the first company licensed to produce Chanel eyewear. The Chanel eyewear collection, targeting luxury-oriented consumers, reflects the essential characteristics of the brand: innovative creations, fashion, elegance and refinement.

Coach

Founded in 1941 as a family-run workshop in a Manhattan loft, Coach has grown into a leading American designer and marketer of fine accessories and ready-to-wear for women and men around the world. Under license since 2012, the Coach eyewear collection perfectly expresses New York style and the authentic American heritage of the Coach brand.

Dolce&Gabbana

Dolce&Gabbana is a luxury brand that draws inspiration from the roots and the authentic values of its own DNA: Sicily, sensuality and sartorial ability. Dolce&Gabbana's essence lies in its contrasting yet complementary features. The eyewear collection, under license since 2006, is characterized by glamorous, unconventional shapes, prestigious materials and sumptuous detailing.

DKNY

DKNY is easy-to-wear fashion characterized by the energetic attitude of New York City: sleek, metropolitan, fun, fast and real. The brand caters to modern, urban, fashion conscious women and men, addressing a broad range of lifestyle needs, from work to weekend, jeans to evening. Under license since 2005, DKNY eyewear is modern design at an accessible price the perfect mix of style, quality and value, fashion and color.

Michael Kors

Established in 1981, Michael Kors is an authentic contemporary fashion brand. Michael Kors eyewear, launched by Luxottica in 2015, offers a glamorous lifestyle for the consummate jet setter that is as sophisticated as it is indulgent and as iconic as it is modern. Michael Kors' eyewear collections capture the glamour and effortless sophistication for which the designer is celebrated, drawing upon signature details found in the brand's most iconic designs.

Paul Smith Spectacles

Launched in 1994 and licensed by Luxottica in 2007, the Paul Smith Spectacles brand includes prescription and sun eyewear featuring the whimsical yet classic designs and attention to detail that are synonymous with one of Britain's leading fashion designers.

Prada Group

Under license since 2003, the Prada Group includes the following collections:

Prada

Prada represents the best of Italian culture and tradition. It is one of the most innovative, prestigious and widely recognized brands in the fashion and luxury goods industries, with a keen attention to detail and new trends. The Prada eyewear collection reflects this approach with unmistakable style, refined elegance and uncompromising quality.

The Prada collection also includes the Prada Linea Rossa line, which is inspired by the world of luxury sports to convey an everyday casual yet sophisticated style.

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Miu Miu

The Miu Miu eyewear collection was launched with brand-new luxury positioning in 2011 to align it with the brand's other product categories. Miu Miu, which reflects the essence of Miuccia Prada, is a brand for fashion forward women who aspire to a more avant-garde and sophisticated lifestyle.

Ralph Lauren

Under license since 2007, Ralph Lauren includes the following collections:

Ralph Lauren

Ralph Lauren has made an indelible imprint on the fashion world with his collections for men and women. Today, his signature sensibilities Hollywood romance, town and country heritage, cosmopolitan city-chic and Art Deco glamour extend into the world of Ralph Lauren eyewear. With their sleek modernity and classic proportions, each pair is a vivid expression of the designer's elegant, sophisticated style.

Polo Ralph Lauren

Representing Ralph Lauren's iconic heritage as a designer recognized throughout the world, Polo Ralph Lauren reflects a celebrated vision of classic yet spirited American style for men and women. Timeless and authentic, Polo Ralph Lauren is the enduring symbol of a modern-day American lifestyle: easy, energetic, young and cool.

Ralph

Fresh and romantic, Ralph is the epitome of fashion for young women. Ralph eyewear is a more accessible expression of Ralph Lauren's spirit. Featuring both the latest looks and trends in vibrant colors, as well as classic looks, Ralph is all about young, fun, feminine style.

Starck Eyes

Starck Eyes joined our portfolio as part of the Alain Mikli acquisition in 2013. Philippe Starck and Alain Mikli pooled their skills to create the Starck Eyes collection in 1996. This line marked a technological revolution: the "Biolink," a screwless hinge modeled after the human clavicle, which allows a full 360-degree movement for increased comfort and durability: Biomechanics in the service of vision.

Tiffany & Co.

Founded in 1837 in New York City, Tiffany & Co., has a rich heritage filled with celebrated events, artists and milestones that live on today in legendary style. Luxottica was the first company licensed to produce Tiffany & Co.'s eyewear collection, which takes inspiration from the most iconic jewelry collection, celebrating stunning originality and enduring beauty. The first collection was launched in 2008.

Tory Burch

Tory Burch is an American attainable luxury lifestyle brand that embodies the unique sense of style of its chairman, CEO and designer, Tory Burch. Launched in 2004 with her now iconic Reva ballet flats and the tunic, the brand has expanded into accessories, apparel and beauty. Known for her bohemian preppy, aesthetic, Tory Burch expanded into eyewear with Luxottica in 2009. Her bold use of color, graphic prints and eclectic detailing are all signatures of the brand.

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Versace

Versace is a prestigious fashion and lifestyle brand, a symbol of Italian luxury worldwide. It is designed for men and women who desire a modern and contemporary style that combines sophistication and sex appeal. The eyewear collection, under license since 2003, bears the distinctive visual details that the fashion house is known for.

MANUFACTURING

Plants and Facilities

In 2015, our manufacturing facilities located in Italy, China, India, the United States and Brazil produced a combined total of approximately 93 million prescription frames and sunglasses. Ongoing research, development and innovation has allowed us to strengthen our manufacturing processes, increase our capacity at each of our facilities and improve the overall quality of our products. Automation is also key in boosting the efficiency of our production.

Our manufacturing footprint includes six facilities located in Italy, the center of our luxury eyewear production, all of which combine the tradition of Italian craftsmanship with the speed and efficiency of modern automation. These factories represent 41% of our global production output. Five facilities are located in northeastern Italy, where most of the country's eyewear industry is based, and one is located near Turin.

Three manufacturing facilities in China and a small plant in India collectively represent another 45% of our total production output. From 1997 to 2001, we operated the Dongguan plant in China's Guangdong province through our 50%-owned joint venture (Tristar Optical Company Ltd.) with a Japanese partner. In 2001, Luxottica acquired the remaining 50% interest and, in 2006, we further increased manufacturing capacity in China through the construction of a new facility. In 2010, our Tristar facility started producing plastic sun lenses to be paired with frames manufactured in the same location. In 2013, Luxottica integrated a new state-of-the-art plant, primarily dedicated to frame details and decorations.

The Foothill Ranch facility in California manufactures high-performance sunglasses and prescription frames and lenses and assembles most of Oakley's eyewear products. Oakley apparel, footwear, watches and certain goggles are produced by third-party manufacturers.

In 2012, we acquired the manufacturing facility in Campinas, Brazil, which produces both plastic and metal frames for the local market. In September 2012, we launched the first locally designed and produced Vogue Eyewear collection for Brazil, followed by select Ray-Ban, Arnette, Oakley and Armani Exchange collections. In 2015, the Campinas plant produced approximately 50% of the eyewear sold by Luxottica in the Brazilian market.

Over the years, we have progressively diversified our technology mix from traditional metal, plastic injection and acetate slabs to include aluminum, wood, die casting, fabrics and LiteForce material. This technology shift has reduced the weight of metal-based frames from 44% of total production output in 2010 to less than 30% in 2015.

The manufacturing process for all frames begins with the creation of precision tooling and molds based on prototypes developed by in-house designers and engineering staff.

Metal Frames

Our manufacturing process for metal frames has approximately 70 different phases, beginning with the production of basic components such as rims, temples and bridges, which are produced through a molding process. These components are then welded together to form frames over numerous stages of

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detailed assembly work. Once assembled, the metal frames are treated with various coatings to improve their resistance and finish, and then prepared for lens fitting and packaging.

Plastic Frames

Plastic frames are manufactured using either a milling or an injection molding process. In the milling process, a computer controlled machine carves frames from colored acetate slabs. This process produces rims, temples and bridges that are then assembled, finished and packaged. In the injection molding process, plastic resins are liquefied and injected into molds. The plastic parts are then assembled, coated, finished and packaged.

Suppliers

The principal raw materials and components purchased for the manufacturing process include plastic resins, acetate sheets, metal alloys, crystal and plastic lenses and frame parts.

We purchase a substantial majority of raw materials in Europe and Asia and, to a lesser extent, in the United States. In addition, we use external suppliers for frames, lenses, eyewear cases, packaging materials, machinery and equipment, and for some logistic services. We also rely on outside suppliers for the production of Oakley apparel, footwear and accessories.

Although, historically, prices of the raw materials used in our manufacturing process have been stable, in 2015, we continued to utilize a process to hedge the risk of price fluctuations for gold and palladium, in order to minimize the related impact. In November 2014, we entered into a jet fuel commodity swap transaction to hedge the risk of price fluctuations associated with fuel costs incurred in connection with our distribution operations. Regarding other raw materials and components used in our manufacturing process, we negotiate prices directly with our suppliers.

We have continued to build strong relationships with our major strategic suppliers. In 2015, we continued to monitor the risk management initiatives in our purchasing function to identify potential risks (impact and probability) and implemented mitigation plans if not already in place. With most suppliers, we maintain agreements that prohibit disclosure of our proprietary information or technology to third parties. Although our Oakley subsidiary relies on outside suppliers for most of the specific molded components of its glasses and goggles, it generally retains ownership of the molds used in the production of the components. Most of the components used in our products can be obtained from one or more alternative sources within a relatively short period of time, if necessary or desired. In addition, we have strengthened the in-house injection molding capability for sunglass lenses and built new ones utilizing crystal lenses.

Essilor International ("Essilor") is one of the largest suppliers of our global retail operations, accounting for a significant portion of total North America retail lens merchandise purchases and related processing costs in 2015. We have entered into a number of long-term contracts with Essilor governing new products and services and have additional agreements directly with lens casters to ensure that we maintain adequate access to suppliers. Luxottica Retail North America Inc. ("Luxottica Retail N.A.") has long-term contracts with Essilor to finance, use and service anti-reflective equipment installed at selected LensCrafters in-store labs. In addition, EyeMed has a contract with Essilor to procure lab services for certain independent opticians, ophthalmologists and optometrists. We have not experienced any significant interruptions in our sourcing of supplies and we believe that the loss of Essilor or any of our other suppliers would not have a significant long-term impact on our operations.

Luxottica and Essilor have formed a long-term joint venture for the Australian and New Zealand markets. This alliance (which is majority controlled by Essilor) manages Eyebiz Laboratories Pty. Ltd., which provides lens manufacturing, finished lenses, and fitting services for Australia and New Zealand.

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This joint venture invested in a new, state-of-the-art facility in Thailand capable of providing 24-hour production seven days a week.

Quality Control

The satisfaction of wholesale clients and retail consumers is one of Luxottica's primary objectives. At Luxottica, achieving this objective depends on the continuous improvement of every phase of the production and distribution cycles. While increasing production capacity in both developed and emerging countries, we are pursuing a crucial goal: delivering the same "Made in Luxottica" quality everywhere in the world.

Regardless of location, a single quality system is applied to product development, procurement, distribution, operational analysis and uniform and measurable performance management in the plants.

We manufacture products of the highest quality. Most of the equipment that we use is specially designed and adapted for our manufacturing processes. This facilitates a rapid response to customer demand and observance of strict quality control standards. The teams regularly inspect semi-finished products, verifying the feasibility of prototypes in the design phase, controlling standards in both the product development and production phases, subsequently checking for resistance to wear and tear and reviewing optical properties in relation to type of use. The manufacturing processes and materials used by primary suppliers are also controlled and certified.

We design products to meet or exceed relevant industry standards for safety, performance and durability. Throughout the development process, our eyewear products undergo extensive testing against standards established specifically for eyewear by ANSI (Z.80.3), ASTM, Standards Australia Limited (AS 1067) and EU (EN ISO 12312 and EN ISO 12870). These standards relate to product safety and performance and provide quantitative measures of optical quality, UV protection, light transmission and impact resistance.

To assure our quality standards worldwide and the right support for quality improvement, we have four main labs in Italy, China, Brazil and the United States. Each lab is responsible for establishing and maintaining the quality standards in the region where it is located and supports activities in engineering, production and market feedback management. All of our labs conduct the same tests using the same equipment and procedures, which are developed and approved in the central Italian lab.

In 2014, our Italian, Chinese and U.S. manufacturing facilities were granted accreditation by the American Association for Laboratory Accreditation (A2LA) for performing ISO 8624 and ISO 12870 tests on eyewear. The A2LA accreditation program provides formal recognition of the technical competence and quality management utilized in performing these specific tests. Every year, we enhance the performance criteria used in our standards tests and introduce new requirements. As a result, the return rate for defective merchandise manufactured by us has remained stable at approximately 1% in 2015.

DISTRIBUTION

Luxottica's global distribution network, including retail chains and a wholesale network of third-party stores, is one of our core strengths. It extends to both developed and emerging markets, where we have made substantial investments over the last few years. Our efficient distribution network makes it possible to maintain close contact with customers while maximizing the visibility of our brand portfolio. In addition, our experience in the retail business has given us a unique understanding of consumer needs and tastes in key countries. All of this helps us to achieve tighter control over and strategic optimization of brand diffusion, for both proprietary and licensed brands. The Group continues to explore and invest in new channels of distribution, such as department stores, travel retail and e-commerce.

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The following table presents our net sales by geographic market for the periods indicated:

(Amounts in thousands of Euro)	Year Ended December 31,		
	2015	2014	2013
European Retail	264,504	211,818	170,000
European Wholesale	1,360,782	1,295,283	1,272,789
North America Retail	4,097,272	3,445,481	3,360,783
North America Wholesale	1,053,906	841,290	763,000
Asia-Pacific Retail	659,554	616,998	618,180
Asia-Pacific Wholesale	518,369	432,910	386,365
Latam Retail ^(*)	193,798	155,583	146,012
Latam Wholesale ^(*)	349,185	350,428	324,228
Other Retail	28,904	28,679	26,339
Other Wholesale	310,301	273,847	244,914
Total	8,836,578	7,652,317	7,312,611

(*)

Latam consists of countries in the Latin American region, primarily Brazil, Argentina, Ecuador, Mexico, Peru, Chile and Colombia.

Logistics

Our distribution system, which serves both the retail and wholesale businesses, is globally integrated and fed by a centralized manufacturing platform. The network linking the logistics and sales centers to the production facilities in Italy, China, the United States and Brazil provides daily monitoring of global sales performance and inventory levels to meet local market demand. This system, comprised of 18 distribution centers with 11 in the Americas, five in Asia-Pacific and two in Europe, is one of the most advanced and efficient in the industry and allows the Group to reduce worldwide logistics lead time year after year.

There are four main distribution centers (hubs) in strategic locations serving our major markets: Sedico (Italy), Atlanta, Georgia (United States), Dongguan (China) and Jundiaí (Brazil). They operate as centralized facilities incorporating a highly automated order management system, servicing other Group distribution centers or, in some markets, shipping products directly to customers, thereby further reducing delivery times and keeping stock levels low.

The Sedico hub was opened in 2001 and is one of the most technically advanced in the industry. In 2015, it managed approximately 20,000 orders per day, including eyeglasses and spare parts. Sedico ships approximately 235,000 units daily to customers in Europe, the Middle East, Africa, select U.S. markets and to the Group's distribution centers in the rest of the world, where they are then delivered to local customers. In addition, Sedico manages customized services, such as Ray-Ban Remix, providing direct global deliveries of these products.

The Atlanta facility, opened in 1996, has consolidated several North America based facilities into a single state-of-the-art distribution center, which is located close to one of the major airport hubs of the United States. It serves both our retail and wholesale businesses in the North American market. This facility manages up to 150,000 units per day.

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The Dongguan hub was opened in 2006 and manages an average of 190,000 units per day. The growth in the Asia-Pacific region has made this hub a strategic part of the Group's distribution network. We continue to invest in ways to improve services and increase capacity in order to create even greater efficiencies in the region.

In 2013, the Group opened a distribution center in Jundiaí, Brazil, close to São Paulo, which offers targeted distribution services to customers and serves the local market.

Wholesale Distribution

Our wholesale distribution network covers more than 150 countries, with over 50 commercial subsidiaries in major markets and approximately 100 independent distributors in other less developed markets. Wholesale customers are mostly retailers of mid to premium-priced eyewear, such as independent opticians, optical retail chains, specialty sun retailers, department stores, duty-free shops and online retailers. Certain brands, including Oakley, also are distributed to sporting goods stores and specialty sports locations.

In addition to giving wholesale customers access to some of the most popular brands and models, we provide them with pre- and post-sale services to enhance their business and maintain close contact with distributors in order to monitor sales and the quality of the points of sale.

In 2002, we introduced the STARS (Superior Turn Automatic Replenishment System) program within our wholesale segment that leverages our knowledge of local markets and brands to deliver fresh, high-turnover products to customers and maintain optimal inventory levels at each point of sale. Strengthening the partnership between Luxottica and its customers, this program directly manages product selection activities, assortment planning and automatic replenishment of our products in the store, utilizing ad hoc systems, tools and state-of-the-art planning techniques. At the end of 2015, STARS served approximately 6,300 stores in the major European markets, the United States, the Middle East and emerging markets.

Retail Distribution

With a strong portfolio of retail brands, we are well positioned to serve every segment of the market with a variety of differentiation points, including the latest in designer and high-performance frames, advanced lens options, advanced eye care, everyday value and high-quality vision care health benefits.

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As of March 31, 2016, our retail business consisted of 6,539 corporate stores and 696 franchised locations as follows:

	North America	Asia- Pacific	China / Hong Kong	Europe	Africa and Middle East	Latam	Total
LensCrafters	926		287				1,213
Pearle Vision	112						112
Sunglass Hut ⁽¹⁾	1,874	302	43	367	137	283	3,006
Oakley retail locations ⁽²⁾	176	32		10			218
Sears Optical	619						619
Target Optical	389						389
OPSM		308					308
Laubman & Pank		25					25
David Clulow ⁽³⁾				115			115
GMO ⁽⁴⁾						482	482
Oliver Peoples Group ⁽⁵⁾	41	9		2			52
Franchised locations ⁽⁶⁾	421	202		3	58	12	696
Total	4,558	878	330	497	195	777	7,235

- (1) Includes Apex in North America.
- (2) Includes Oakley "O" Stores and Vaults.
- (3) Includes David Clulow joint venture stores.
- (4) Includes Econópticas.
- (5) Includes ILORI, The Optical Shop of Aspen, Oliver Peoples and Alain Mikli following a reorganization of the Group's luxury retail stores.
- (6) Includes franchised locations for Pearle Vision, Sunglass Hut, Oakley "O" Stores and Vaults, OPSM, Laubman & Pank, Oliver Peoples and Alain Mikli.

Our retail stores sell not only prescription frames and sunglasses that we manufacture but also a wide range of frames, lenses and ophthalmic products manufactured by other companies. In 2015, net sales from our proprietary and licensed brands represented approximately 89% of the total net sales of frames by the retail distribution segment (approximately 89% in 2014).

LensCrafters

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Founded in 1983, LensCrafters pioneered a revolutionary concept to combine eye care, eyewear and onsite labs to craft glasses in about an hour. Today, LensCrafters is the largest optical retailer in North America in terms of sales.

Most LensCrafters stores are located in high-traffic commercial malls and shopping centers. A wide selection of premium prescription frames, sunglasses and high-quality lenses and optical products made by Luxottica and other suppliers are available in most locations. Each location has an experienced doctor, either an independent or an employed doctor of optometry, who is focused on building patient relationships. Most LensCrafters stores also have a fully equipped, state-of-the-art lens laboratory with the ability to craft, surface, finish and fit lenses in about one hour.

As part of its underlying commitment to customer satisfaction and industry innovation, LensCrafters has made significant investments in technology including the AccuFit Digital Measurement , which provides a lens fit with five times greater precision than traditional methods. The majority of in-store labs offer the anti-reflective coating capability supporting the "one hour service" concept. LensCrafters continues its in-store digital transformation with associate iPads to enhance the customer's omnichannel experience, and a digital eye exam experience with AccuExam in certain locations.

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In 2006, Luxottica began to expand the LensCrafters brand in China by acquiring and then rebranding local retail chains in Beijing, Shanghai, Guangdong and Hong Kong. As of March 31, 2016, we operated a retail network of 1,213 LensCrafters stores, of which 926 stores are in North America and 287 stores are in China and Hong Kong.

In 2015, Luxottica expanded its relationship with Macy's with an agreement to open up to 500 LensCrafters stores in Macy's locations in the United States by 2018. The Group is also rolling out a new global design format aimed at creating a more modern and engaging experience for consumers. The first newly designed and Macy's locations will be opened in 2016.

Pearle Vision

Acquired by Luxottica in 2004, Pearle Vision is one of the largest franchised optical retailers in North America. Built around the neighborhood doctor, Pearle Vision allows local business operators to provide genuine eye care to their patients with the support and resources of the Pearle Vision brand.

As of March 31, 2016, Pearle Vision operated 112 corporate stores and had 420 franchise locations throughout North America.

Sears Optical and Target Optical

With the acquisition of Cole National in 2004, Sears Optical and Target Optical, both licensed brands operating within their host stores, became part of the Luxottica retail network. The two brands, each with their own marketing positions within Luxottica, offer consumers the convenience of taking care of their optical needs while shopping at their preferred retailers. As of March 31, 2016, Luxottica operated 619 Sears Optical and 389 Target Optical locations throughout North America.

OPSM

OPSM is a leading eye care and eyewear retailer in Australia and New Zealand, with more than 80 years of history. Through its world-class technology and exceptional service, OPSM's goal is to raise the standard of eye health and eye care. In addition to its eye care services, OPSM is renowned for its range of optical frames and sunglasses from international brands.

As of March 31, 2016, Luxottica operated 265 corporate-owned stores and 64 franchise locations throughout Australia. OPSM also has 43 corporate-owned stores in New Zealand and seven franchise locations, mainly in large urban areas.

Laubman & Pank

Laubman & Pank is renowned for high quality eye care and personalized service in regional Australian markets. As of March 31, 2016, Luxottica owned 25 stores and there were 22 franchise locations throughout Australia.

GMO

GMO, an optical market leader in Latin America, became a part of Luxottica Group in July 2011, following the acquisition of Multiópticas Internacional. Since its beginning in the late 1990s, GMO has developed a reputation for optical retail excellence among consumers in Chile, Peru, Ecuador and Colombia with its strong Ópticas GMO and Econópticas retail brands. As of March 31, 2016, Luxottica operated 376 Ópticas GMO stores and 106 Econópticas stores.

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EyeMed Vision Care

EyeMed Vision Care is the second largest vision benefits company in the United States in terms of managed care membership, servicing approximately 39 million members in large and medium-sized companies as well as government entities. EyeMed members are enrolled through employer-sponsored benefits sold directly by EyeMed or bundled with benefits offered by insurance companies. EyeMed offers the largest network of eyecare providers in the United States, including a diverse range of independent practitioners and retail locations, including Luxottica optical retail locations.

Lens Laboratories

In addition to over 900 in-store LensCrafters labs, we operate three central lens surfacing and finishing labs in North America and an additional lab based in China. Leveraging the combined network capabilities, Luxottica reduces the time and cost to surface and finish lenses while improving the quality of service. The central laboratories use state-of-the-art technologies to meet growing demand and serve all of our North American optical retail stores.

In addition, we operate Oakley optical lens laboratories in the United States and Japan. These labs provide Oakley prescription lenses to North America, Latin America, Europe and Asia, enabling them to achieve expeditious delivery, better quality control and higher optical standards.

Most of the Australian laboratory needs are provided by the Eyebiz Laboratory, a joint venture between Luxottica and Essilor that was formed in February 2010.

Sunglass Hut

Founded in 1971 as a small kiosk in a Miami mall, Sunglass Hut has grown into one of the world's leading destinations for the most sought-after high-quality and performance sunglass brands. Stores can be found in fashionable shopping districts across the globe, from the Americas, Europe and the Middle East to Australia, South Africa, Hong Kong and beyond, providing consumers with a fun, highly engaging shopping experience.

Sunglass Hut has been expanding its presence in developed markets and emerging markets, including Brazil, Mexico, Chile and India, while making its mark in Asia, with new openings in Malaysia, Indonesia, mainland China and Thailand. Sunglass Hut offers a consistent and connected experience across all customer touchpoints including online, in-store, social and mobile, and utilizes in-store digital tools to access an "endless aisle" assortment in every store location. As part of this strategy, the brand is investing in the digitalization of the "in-store" shopping experience, particularly in North America, Brazil, the United Kingdom and Australia.

As of March 31, 2016, Sunglass Hut operated a retail network of 3,125 stores worldwide, including 3,006 corporate stores across North America, Asia-Pacific, Europe, South Africa and Latin America and 119 franchise locations in North America, India and the Middle East.

ILORI

ILORI is Luxottica's luxury sun retail brand, with 16 stores in North America as of March 31, 2016, including flagship stores in SoHo, New York City and Beverly Hills, California. ILORI caters to elite clientele, offering highly personalized service and exclusive brands and collections.

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The Optical Shop of Aspen

Founded in the 1970s, The Optical Shop of Aspen is known in the eyewear industry for its luxury prescription and sun eyewear and its first-class customer service. As of March 31, 2016, we operated 11 stores in some of the most upscale and exclusive locations throughout the United States.

Oliver Peoples

We operate 16 luxury retail stores under the Oliver Peoples name, which sell Oliver Peoples branded products exclusively. As of March 31, 2016, four Oliver Peoples retail locations are operated under license in Tokyo and Los Angeles.

Alain Mikli

We operate 14 luxury retail stores under the Alain Mikli brand of which two are franchised. The stores are located in the most cosmopolitan cities worldwide.

David Clulow

We operate David Clulow, a premium optical retailer in the United Kingdom and Ireland. The brand emphasizes service, quality and fashion. Its targeted marketing reinforces these brand values and builds long-term relationships with customers. In addition to operating optical stores, David Clulow operates a number of designer sunglass concessions in up-market department stores, further reinforcing our position as a premium brand in the United Kingdom. As of March 31, 2016, David Clulow operated 41 corporate owned locations (including three joint ventures), one franchise locations and 74 sun stores/concessions.

Oakley "O" Stores and Vaults

As of March 31, 2016, we operated 274 Oakley "O" Stores and Vaults worldwide (including 56 franchise locations), offering a full range of Oakley products including sunglasses, apparel, footwear and accessories. These stores are designed and merchandised to immerse consumers in the Oakley brand through innovative use of product presentation, graphics and original audio and visual elements. In the United States, Oakley "O" Stores are in major shopping centers. Outside of the United States, Oakley's retail operations are also located in Mexico, Europe and the Asia-Pacific region.

E-commerce

Our Oakley, Ray-Ban and Sunglass Hut e-commerce websites serve as important sales channels that complement Luxottica's retail operations and international distribution. The websites drive brand awareness and allow consumers to purchase products efficiently, extending superior customer service into the digital space.

Ray-Ban.com was launched in the United States in 2009 and is the place to go for a premium Ray-Ban assortment, exclusive services and a customer experience that is unique to the brand. The path of international e-commerce expansion for the Ray-Ban brand is closely tied to Ray-Ban Remix, the online customization service, which was initially launched in Europe in 2013. The success of the service led to Remix launches in the United States, Canada and China in 2014. In 2015, Remix was launched in Australia, Brazil, Japan and Hong Kong. Currently, Ray-Ban.com operates in 24 countries.

Oakley.com provides an e-commerce channel across multiple markets including the United States, Canada, Australia, Japan and 16 countries in Europe. Its online custom eyewear experience gives Oakley fans the ability to customize their favorite models from Jawbreaker to Frogskins, selecting frame color, lens tint, personalized etching and other features.

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Launched in 2008, *SunglassHut.com* has become the digital destination for consumers looking to find the latest trends and hottest products in premium sunglasses. In 2014, the United Kingdom and Brazil joined the United States, Canada and Australia in offering online shopping on its local Sunglass Hut websites, with New Zealand added in 2015. Additionally, Sunglass Hut redesigned its mobile and desktop sites across all countries to enhance customer experiences, storytelling and business performance.

Acquired in 2014, *glasses.com* continues to serve as an innovation lab focused on improving the eyewear e-commerce experience for consumers and patients and lending its capabilities to Luxottica's other retail brands.

We plan to bring our e-commerce strategy to additional markets as the business matures. For example, we formed strategic partnerships in China to open both Ray-Ban and "O" stores within Tmall, the world's largest local online mall.

MARKETING

Our marketing and advertising activities are designed primarily to enhance our image and our brand portfolio and to drive traffic into our retail locations.

Advertising expenses amounted to approximately 6.7% of our net sales in each of 2015 and 2014.

Marketing Strategy for Our Wholesale Business

Our marketing strategy for the wholesale business is focused on promoting our extensive brand portfolio, our corporate image and the value of our products. Advertising is extremely important in supporting our marketing strategy, and therefore we engage in extensive advertising activities, both through various media (mainly print, billboard advertising and digital media) directed at the end consumer of our products and at the point of sale (displays, counter cards, catalogs, posters and product literature).

In addition, we advertise in publications targeted to independent practitioners and other market specific magazines, participate in major industry trade fairs and organize and sponsor our own events, where we promote our collections and recommend ideal assortments.

We also benefit from brand-name advertising carried out by licensors of our designer brands intended to promote the image of the eyewear collections. Our advertising and promotional efforts in respect of our licensed brands are developed in coordination with our licensors. We contribute to the designer a specified percentage of our sales of the designer line to be devoted to its advertising and promotion.

As part of our marketing plan, public relations programs and activities play a key role globally to enhance and elevate the eyewear category, our proprietary and licensed brands as well as our collections with a view to targeting influential editors, consumer and trade media, celebrities and other VIPs.

For our Oakley brand, we also use less conventional marketing methods, including sports marketing, involvement in grass-roots sporting events and targeted product allocations. The exposure generated by athletes wearing Oakley products during competition and in other media appearances serves as a more powerful endorsement of product performance and style than traditional commercial endorsements and results in strong brand recognition and authenticity on a global level.

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Marketing Strategy for Our Retail Business

We engage in promotional, advertising and public relations activities through our retail business with the objectives of attracting customers to the stores, promoting sales, building our image and the visibility of our retail brands throughout the world and encouraging customer loyalty and repeat purchases.

The "O" Stores and Vaults are designed and merchandised to immerse the consumer in the Oakley brand through innovative use of product presentation, graphics and original audio and visual elements.

A considerable amount of our retail marketing budget is dedicated to direct marketing activities, such as communications with customers through mailings and catalogs. Our direct marketing activities benefit from our large database of customer information and investment in customer relationships, marketing technologies and skills in the United States and in Australia. Another significant portion of the marketing budget is allocated to broadcast and print media, such as television, radio and magazines, designed to reach the broad markets in which we operate with image building messages about our retail business.

ANTI-COUNTERFEITING POLICY

Intellectual property is one of our most important assets and is protected through the registration and enforcement of our trademarks and patents around the world. Our commitment is demonstrated through on-going anti-counterfeiting activities. Trademarks and products from market leaders are increasingly copied and the implementation of a strong anti-counterfeiting program that leverages Luxottica's global organization allows us to maintain the equity of our authorized distribution network and send a strong message to infringers that we will vigorously work to protect our intellectual property. Through a strong investigative network, especially in China, we have been able to identify key sources of counterfeit goods, to assist local law enforcement in investigating these sources and, when applicable, to file legal actions against the counterfeiters.

Additionally, we continue to consolidate and strengthen our cooperation with customs organizations around the world, which helps to stop, seize and destroy hundreds of thousands of counterfeit goods each year. We are a member of the major global anti-counterfeiting organizations including the International AntiCounterfeiting Coalition (IACC) and the International Trademark Association (INTA).

We dedicate considerable efforts to monitoring the trafficking of counterfeit goods through the internet, and work actively to remove counterfeit eyewear from certain popular online auction platforms and shut down the websites that violate our intellectual property rights through the sale of counterfeit products or the unauthorized use of our trademarks.

TRADEMARKS, TRADE NAMES AND PATENTS

Our principal trademarks or trade names include *Luxottica*, *Ray-Ban*, *Oliver Peoples*, *Oakley*, *Persol*, *Vogue*, *Arnette*, *LensCrafters*, *Sunglass Hut*, *ILORI*, *Pearle Vision*, *OPSM*, *Laubman & Pank* and the Oakley ellipsoid "O" and square "O" logos. Our principal trademarks are registered worldwide. Other than *Luxottica*, *Ray-Ban*, *Oakley*, *LensCrafters*, *Sunglass Hut*, *Pearle Vision*, *OPSM* and the Oakley ellipsoid "O" and square "O" logos, we do not believe that any single trademark or trade name is material to our business or results of operations. The collection of *Oakley* and *Ray-Ban* products accounted for 11.3% and 26.8%, respectively, of our net sales in 2015. We believe that our trademarks have significant value for the marketing of our products and that having distinctive marks that are readily identifiable is important for creating and maintaining a market for our products, identifying our brands and distinguishing our products from those of our competitors. Therefore, we utilize a combination of logos, names and other distinctive elements on nearly all of our products.

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We utilize patented and proprietary technologies and precision manufacturing processes in the production of our products. As of March 31, 2016, we held a portfolio of over 800 (mostly Oakley-related) patents worldwide that protect our designs and innovations.

The design patents largely protect the distinctive designs of Oakley's innovative products, including its sunglasses, goggles, prescription eyewear, watches and footwear. Some of the most important utility patents relate to the following categories: innovations in lens technology and the associated optical advances; electronically enabled eyewear; innovations in frame design and functionality and interchangeable lenses.

See Item 3 "Key Information Risk Factors If we are unable to protect our proprietary rights, our sales might suffer, and we may incur significant additional costs to defend such rights."

LICENSE AGREEMENTS

We have entered into license agreements to manufacture and distribute prescription frames and sunglasses with numerous designers. These license agreements typically have terms ranging from four to ten years, but may be terminated early by either party for a variety of reasons, including non-payment of royalties, failure to meet minimum sales thresholds, product alteration and, under certain agreements, a change in control of Luxottica Group S.p.A.

Under these license agreements, we are required to pay a royalty which generally ranges from 6% to 14% of the net sales of the relevant collection, which may be offset by any guaranteed minimum royalty payments. The license agreements also provide for a mandatory marketing contribution that generally amounts to between 5% and 10% of net sales.

We believe that early termination of one or a small number of the current license agreements would not have a material adverse effect on our results of operations or financial condition. Upon any early termination of any existing license agreement, we expect that we would seek to enter into alternative arrangements with other designers to reduce any negative impact of such a termination.

The table below summarizes the principal terms of our most significant license agreements.

Licensor	Licensed Marks	Territory	Expiration
Giorgio Armani S.p.A.	Giorgio Armani Emporio Armani A/X Armani Exchange	Worldwide exclusive license	December 31, 2022
Brooks Brothers Group, Inc.*	Brooks Brothers	Worldwide exclusive license	December 31, 2019
Burberry Limited	Burberry Burberry Check Equestrian Knight Device Burberry Black Label**	Worldwide exclusive license	December 31, 2025
Bulgari S.p.A.	Bulgari	Worldwide exclusive license	December 31, 2020

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Licensor	Licensed Marks	Territory	Expiration
Chanel Group	Chanel	Argentina, Antigua, Aruba, Australia, Austria, Bahamas, Bahrain, Barbados, Belgium, Bermuda, Bolivia, Brazil, Canada, Chile, Colombia, Costa Rica, Croatia, Curaçao, Denmark, Dominican Republic, Ecuador, Egypt, El Salvador, Finland, France, Germany, Grand Cayman, Greece, Guatemala, Haiti, Honduras, Hong Kong, India, Indonesia, Ireland, Israel, Italy, Jamaica, Japan, Kuwait, Lebanon, Luxemburg, Malaysia, Mexico, Monaco, Morocco, Netherlands, New Zealand, Nicaragua, Norway, Panama, Paraguay, Perú, Poland, Portugal, Qatar, Russia, Sint Maarten (Dutch part), Saudi Arabia, Singapore, South Africa, South Korea, Spain, Sweden, Switzerland, Taiwan, Thailand, Trinidad, Turkey, Ukraine, United Arab Emirates, United Kingdom, United States of America, Uruguay and Venezuela.	December 31, 2018 (renewable until December 31, 2020)
Coach, Inc.	Coach Poppy Coach Reed Krakoff	Worldwide exclusive license	June 30, 2016 (renewable until June 30, 2024)
Dolce & Gabbana S.r.l.	Dolce & Gabbana	Worldwide exclusive license	December 31, 2025
Donna Karan Studio LLC	DKNY	Worldwide exclusive license	June 30, 2016
Gianni Versace S.p.A.	Gianni Versace Versace Versace Sport Versus	Worldwide exclusive license	December 31, 2022
Michael Kors Group	Michael Kors Michael Michael Kors	Worldwide exclusive license	December 31, 2024
Paul Smith Limited	Paul Smith PS Paul Smith	Worldwide exclusive license	December 31, 2018 (renewable until December 31, 2023)
Prada S.A.	Prada Miu Miu	Worldwide exclusive license	December 31, 2025
PHS General Design SA	Starck Eyes	Worldwide exclusive license	December 31, 2018 (renewable until December 31, 2023)

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Licensor	Licensed Marks	Territory	Expiration
PRL USA Inc. The Polo/Lauren Company LP	Polo by Ralph Lauren Ralph Lauren Ralph (Polo Player Design) Lauren RLX RL Ralph Ralph/Ralph Lauren Lauren by Ralph Lauren Polo Jeans Company The Representation of the Polo Player Chaps**	Worldwide exclusive license	March 31, 2017
Tiffany and Company	TIFFANY & CO. Tiffany	Worldwide exclusive license	December 31, 2017
Tory Burch LLC	Tory Burch TT	Worldwide exclusive license	December 31, 2019 (renewable until December 31, 2024)

* Brooks Brothers Group, Inc. is indirectly owned and controlled by a former director and a son of our Executive Chairman.

** United States, Canada, Mexico and Japan only.

REGULATORY MATTERS

Our products are subject to governmental health and safety regulations in most of the countries where they are sold, including the United States. We regularly inspect our production techniques and standards to ensure compliance with applicable requirements. Historically, compliance with such requirements has not had a material effect on our operations.

In addition, governments throughout the world impose import duties and tariffs on products being imported into their countries. Although in the past we have not experienced situations in which the duties or tariffs imposed materially impacted our operations, we can provide no assurances that this will be true in the future.

Our past and present operations, including owned and leased real property, are subject to extensive and changing environmental laws and regulations pertaining to the discharge of materials into the environment, the handling and disposition of waste or otherwise relating to the protection of the environment. We believe that we are in substantial compliance with applicable environmental laws and regulations. However, we cannot predict with any certainty that we will not in the future incur liability under environmental statutes and regulations with respect to contamination of sites formerly or currently owned or operated by us (including contamination caused by prior owners and operators of such sites) and the off-site disposal of hazardous substances.

Our retail operations are also subject to various legal requirements in many countries in which we operate our business that regulate the permitted relationships between licensed optometrists or ophthalmologists, who primarily perform eye examinations and prescribe corrective lenses, and opticians, who fill such prescriptions and sell eyeglass frames.

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We produce and sell to the U.S. government, including the U.S. military, and to other governments, certain Oakley and ESS protective eyewear and other products. As a result, our operations are subject to various regulatory requirements, including the necessity of obtaining government approvals for certain products, country-of-origin restrictions on materials in certain products, U.S.-imposed restrictions on sales to specific countries, foreign import controls, and various decrees, laws, taxes, regulations, interpretations and court judgments that are not always fully developed and that may be retroactively or arbitrarily applied. Our EyeMed subsidiaries are also U.S. government subcontractors and, as a result, we must comply with, and are affected by, the U.S. laws and regulations related to conducting business with the U.S. government. Additionally, we could be subject to periodic audits by U.S. government personnel for contract and other regulatory compliance.

COMPETITION

We believe that our integrated business model, innovative technology and design, integrated sunglass manufacturing capabilities, effective brand and product marketing efforts and vigorous protection of our intellectual property rights are important aspects of competition and are among our primary competitive advantages.

The prescription frame and sunglasses industry is highly competitive and fragmented. As we market our products throughout the world, we compete with many prescription frame and sunglass companies in various local markets. The major competitive factors include fashion trends, brand recognition, marketing strategies, distribution channels and the number and range of products offered. We believe that some of our largest competitors in the design, manufacturing and wholesale distribution of prescription frames and sunglasses are De Rigo S.p.A., Kering Eyewear S.p.A., Marchon Eyewear, Inc., Marcolin S.p.A., Safilo Group S.p.A., Silhouette International, Schmied AG and Maui Jim, Inc.

Several of our most significant competitors in the manufacture and distribution of eyewear are significant vendors to our retail distribution segment. Our success in these markets will depend on, among other things, our ability to manage an efficient distribution network and to market our products effectively as well as the popularity and market acceptance of our brands. See Item 3 "Key Information Risk Factors If we are unable to successfully introduce new products and develop our brands, our future sales and operating performance may suffer" and " If we fail to maintain an efficient distribution and production network or if there is a disruption to our critical manufacturing plants or distribution network in highly competitive markets, our business, results of operations and financial condition could suffer."

The highly competitive optical retail market in North America includes a large number of small independent competitors and several national and regional chains of optical superstores. In recent years, a number of factors, including consolidation among retail chains and the emergence of optical departments in discount retailers, have resulted in significant competition within the optical retailing industry. We compete against several large optical retailers in North America, including Wal-Mart and Visionworks, and, in the sunglasses area, department stores and numerous sunglass retail chains and outlet centers. In Australia and New Zealand, we compete against retail chains, including Specsavers, as well as independent optical stores and online retailers. Our optical retail operations emphasize product quality, selection, customer service and convenience. We do not compete primarily on the basis of price.

We believe that Oakley and our other sports brands are leaders in non-prescription sports eyewear, where they mostly compete with smaller sunglass and goggle companies in various niches and a number of large eyewear and sports products companies that market eyewear.

The managed vision care market in North America is highly competitive. EyeMed has a number of competitors, including Vision Service Plan ("VSP"), Davis Vision and Spectera. While VSP was founded over 60 years ago and is the current market leader, EyeMed's consistent year-over-year growth has enabled us to become the second largest market competitor in terms of funded lives. EyeMed competes

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based on its ability to offer a network and plan design with the goal of delivering overall value based on the price, accessibility and administrative services provided to clients and their members.

SEASONALITY

We have historically experienced sales volume fluctuations by quarter due to seasonality associated with the sale of sunglasses, which represented 55.85% and 55.7% of our sales in 2015 and 2014, respectively. As a result, our net sales are typically higher in the second quarter, which includes increased sales to wholesale customers and increased sales in our Sunglass Hut stores, and lower in the first quarter, as sunglass sales are lower in the cooler climates of North America, Europe and Northern Asia. These seasonal variations could affect the comparability of our results from period to period. Our retail fiscal year historically has been either a 53-week year or a 52-week year, which also can affect the comparability of our results from period to period. When a 53-week year occurred, we generally added the extra week to the fourth quarter. A 53-week year occurs in five- to six-year intervals and last occurred in fiscal 2014 in North America, the United Kingdom, Europe and South Africa. In 2015, the retail subsidiaries of the Group that did not previously report on a calendar-year basis modified their respective reporting calendars in order to align with those of Luxottica Group S.p.A. and other subsidiaries in the consolidated Group that report on a calendar-year basis. Had such retail subsidiaries of the Group continued to use a 52/53-week calendar in 2015, there would not have been a material impact on the consolidated results of the Group.

ORGANIZATIONAL STRUCTURE

We are a holding company, and the majority of our operations are conducted through our wholly-owned subsidiaries. We operate in two segments: (i) manufacturing and wholesale distribution, and (ii) retail distribution. In the retail segment, we primarily conduct our operations through LensCrafters, Sunglass Hut, Pearle Vision, the retail licensed brands and OPSM. In the manufacturing and wholesale distribution segment, we operate through 12 manufacturing plants and approximately 50 geographically oriented wholesale distribution subsidiaries. See "Distribution" for a breakdown of the geographic regions. The significant subsidiaries controlled by Luxottica Group S.p.A., including holding companies, are:

Subsidiary	Country of Organization	Percentage of Ownership
<u>Manufacturing</u>		
Luxottica S.r.l.	Italy	100%
Luxottica Tristar (Dongguan) Optical Co., Ltd.	China	100%
<u>Distribution</u>		
Luxottica USA LLC	United States	100%
Luxottica Retail North America Inc.	United States	100%
Sunglass Hut Trading, LLC	United States	100%
OPSM Group Pty Limited	Australia	100%
<u>Holding companies</u>		
Luxottica U.S. Holdings Corp.	United States	100%
Luxottica South Pacific Holdings Pty Limited	Australia	100%
Luxottica (China) Investment Co. Ltd.	China	100%
Oakley, Inc. ⁽¹⁾	United States	100%
Arnette Optic Illusions, Inc.	United States	100%
The United States Shoe Corporation	United States	100%

(1)

In addition to being a holding company, Oakley, Inc. is also a manufacturer and a distributor.

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PROPERTY, PLANT AND EQUIPMENT

Our corporate headquarters is located at Piazzale L. Cadorna 3, Milan 20123, Italy. Information regarding the location, use and approximate size of our principal offices and facilities as of March 31, 2016 is set forth below:

Location	Use	Owned/ Leased	Approximate Area in Square Feet
Milan, Italy	Corporate headquarters	Leased	174,875
Milan, Italy	Offices (former corporate headquarters)	Owned	115,716
Agordo, Italy ⁽¹⁾	Administrative offices and manufacturing facility	Owned	937,625
Mason (Ohio), United States	North American retail headquarters	Owned	415,776
Atlanta (Georgia), United States ⁽²⁾	North American distribution center	Owned	183,521
Jurupa Valley (California), United States	Oakley distribution center	Leased	353,361
Campinas, Brazil	Manufacturing and research facility, administrative offices and related space	Leased	484,391
Port Washington (New York), United States	U.S. corporate headquarters and wholesale	Leased	35,000
Foothill Ranch (California), United States ⁽³⁾	Oakley headquarters, manufacturing facility and ophthalmic laboratory	Owned	791,247
Ontario (California), United States	Oakley eyewear, apparel and footwear distribution center	Leased	289,940
Atlanta (Georgia), United States	After sales service center	Leased	30,230
Macquarie Park, Australia	Offices	Leased	43,572
Revesby, Australia	Distribution center	Leased	61,054
Cincinnati (Ohio), United States	Warehouse, distribution center	Leased	96,000
Dallas (Texas), United States	Ophthalmic laboratory, distribution center, office	Leased	128,869
Memphis (Tennessee), United States	Ophthalmic laboratory	Leased	59,350
Columbus (Ohio), United States	Ophthalmic laboratory, distribution center	Leased	121,036
St. Albans (Hertfordshire), United Kingdom	Offices	Leased	15,600
Dongguan, China ⁽¹⁾⁽⁴⁾	Office, manufacturing facility, land and dormitories	Leased	4,631,256
Shanghai, China ⁽⁵⁾	Offices	Leased	52,206
Bhiwadi, India ⁽⁶⁾	Manufacturing facility, administrative offices	Leased	343,474
Rovereto, Italy	Frame manufacturing facility	Owned	228,902
Sedico, Italy ⁽¹⁾	Distribution center	Owned	392,312
Cencenighe, Italy	Semi-finished product manufacturing facility	Owned	59,892
Lauriano, Italy	Frame and crystal lenses manufacturing facility	Owned	292,078
Pederobba, Italy ⁽¹⁾⁽⁷⁾	Frame manufacturing facility	Owned	188,730
Sedico, Italy ⁽¹⁾	Frame manufacturing facility	Owned	346,695
Izmir, Turkey	Turkish headquarters, offices and warehouse facility	Leased	90,416
Santiago, Chile	Offices, warehouse, finishing lab	Leased	41,484
São Paulo, Brazil	Administrative offices	Leased	51,010
Jundiaí, Brazil	Distribution center	Leased	81,698
Manhattan (New York), United States	Offices	Leased	14,406

(1) Facility is comprised of several different premises located within the same municipality.

(2) In January 2016, the Company commenced construction of a new building in Atlanta, Georgia on property adjacent to the existing distribution center. Upon completion, this building will consist of approximately 700,000 square feet on three levels and will be utilized for frame distribution and lens manufacturing and as administrative offices.

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- (3) Facility is comprised of several different premises located in Foothill Ranch and Lake Forest, California, United States. A portion of the premises (254,347 square feet) are leased.
- (4) Facility consists of 1,436,850 square feet dedicated to offices and manufacturing and the rest consists of dormitories, related facilities and undeveloped land. We have leased this facility for 50 years beginning in 2004. A new distribution center is under construction in Dongguan to expand our distribution capacity.
- (5) Facility is comprised of three different premises located within the same municipality. The office lease of Luxottica (China) Investment Co. Ltd. is subject to a mortgage.
- (6) We have leased such facility for 99 years beginning in 1989.
- (7) 25,963 square feet of this facility are leased.

A substantial number of our retail stores are leased. See " Distribution Retail Distribution" above for more information about our retail locations and a breakdown of geographic regions. All of our retail store leases expire between 2015 and 2026 and have terms that we believe are generally reasonable and reflective of market conditions.

We believe that our current facilities (including our manufacturing facilities) are adequate to meet our present and reasonably foreseeable needs. There are no encumbrances on any of our principal owned properties.

RECENT DEVELOPMENTS

On January 29, 2016, Mr. Adil Mehboob-Khan departed from the Board of Directors and as the Group's CEO for Markets and, effective February 29, 2016, from his other administrative roles with the Group. In connection with his termination, Luxottica paid Mr. Mehboob-Khan Euro 6.8 million in addition to severance pay linked to the termination of his employment relationship. In addition, Luxottica paid Mr. Mehboob-Khan Euro 0.2 million in connection with a settlement and novation agreement as consideration for his waiver of any claims or rights that he may have that are connected or related to his employment and administration relationships with the Group or any other associated entity and any resolution thereof. No sums were awarded in connection with Mr. Mehboob-Khan's termination from the position of director and CEO for Markets. At the same time, the Board of Directors approved the assignment of responsibility for Markets, a role formerly held by Mr. Mehboob-Khan, to Mr. Leonardo Del Vecchio, the Company's Chairman of the Board of Directors and majority shareholder, as Executive Chairman. Mr. Massimo Vian continues in his role as CEO for Product and Operations.

On February 23, 2016, the Company and Maison Valentino signed a new and exclusive eyewear license agreement for the design, manufacture and worldwide distribution of Valentino eyewear. The ten-year term of the agreement will begin in January 2017. The first collection under the agreement will be available in 2017.

On March 1, 2016, the Board of Directors co-opted Mr. Francesco Milleri as a director with deputy functions to assist the Executive Chairman with the exercise of his duties. The Board has granted Mr. Milleri deputy and substitute powers to be exercised upon specific request and authorization of the Executive Chairman under his coordination and responsibility. Mr. Milleri will remain in office until the stockholder's meeting convened to approve the 2015 financial statements. The Board of Directors has proposed that the stockholders confirm Mr. Milleri as a director until the approval of the Company's financial statements for the fiscal year ending on December 31, 2017. This nomination will be submitted to the stockholders of the Company at the meeting of stockholders to be held on April 29, 2016.

ITEM 4A. UNRESOLVED STAFF COMMENTS

None.

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The following discussion should be read in conjunction with the Consolidated Financial Statements included elsewhere in this Annual Report. Such financial statements have been prepared in accordance with IFRS as issued by the IASB.

Overview

We operate in two segments: (i) manufacturing and wholesale distribution and (ii) retail distribution. Through our manufacturing and wholesale distribution segment, we are engaged in the design, manufacture, wholesale distribution and marketing of proprietary brand and designer lines of mid-to premium-priced prescription frames and sunglasses and, through Oakley, of performance optics products. We operate in our retail segment principally through our retail brands, which include LensCrafters, Sunglass Hut (including those in host stores), Pearle Vision, ILORI, The Optical Shop of Aspen, GMO, OPSM, Laubman & Pank, Oakley "O" Stores and Vaults, David Clulow and our retail licensed brands (Sears Optical and Target Optical). As of December 31, 2015, Luxottica's retail business consisted of 7,265 stores as follows:

	North America	Asia- Pacific	China/ Hong Kong	Europe	Africa and Middle East	Latam	Total
LensCrafters	933		289				1,222
Pearle Vision	118						118
Sunglass Hut ⁽¹⁾	1,923	298	42	358	140	279	3,040
ILORI and The Optical Shop of Aspen	28						28
Oakley retail locations ⁽²⁾	178	32		9			219
Sears Optical	623						623
Target Optical	390						390
OPSM		309					309
Laubman & Pank		24					24
David Clulow ⁽³⁾				115			115
GMO ⁽⁴⁾						476	476
Oliver Peoples	9						9
Alain Mikli	2	9	3	2			16
Franchised locations ⁽⁵⁾	424	182		6	55	9	676
Total	4,628	854	334	490	195	764	7,265

- (1) Includes Apex in North America.
- (2) Includes Oakley "O" Stores and Vaults.
- (3) Includes David Clulow joint venture stores.
- (4) Includes Econópticas.
- (5) Includes franchised locations for Pearle Vision, Sunglass Hut, Oakley "O" Stores and Vaults, OPSM, Laubman & Pank, Oliver Peoples and Alain Mikli.

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LensCrafters, ILORI, Pearle Vision, our retail licensed brands (Sears Optical and Target Optical), Oakley (Oakley "O" Stores and Vaults), Sunglass Icon, The Optical Shop of Aspen and Oliver Peoples have retail distribution operations located throughout the United States, Canada and Puerto Rico, while OPSM and Laubman & Pank operate retail outlets located in Australia and New Zealand. Sunglass Hut is a leading retailer of sunglasses worldwide based on sales in Euro. In 2006, we began operating retail locations in mainland China and currently we have rebranded the acquired stores to our premium

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LensCrafters brand in mainland China and Hong Kong. In 2008, we acquired David Clulow, a premium optical, retailer operating in the United Kingdom and Ireland. In 2011, we completed our acquisition of Multiópticas Internacional. Our net sales consist of direct sales of finished products manufactured with our own brand names or our licensed brands to opticians and other independent retailers through our wholesale distribution channel and sales directly to consumers through our retail distribution segment.

Demand for our products, particularly our higher-end designer lines, is largely dependent on the discretionary spending power of the consumers in the markets in which we operate. See Item 3 "Key Information Risk Factors If we do not correctly predict future economic conditions and changes in consumer preferences, our sales of premium products and profitability could suffer." We have also historically experienced sales volume fluctuations by quarter due to seasonality associated with the sale of sunglasses. As a result, our net sales are typically higher during the summer and the winter holiday season. As a result of our numerous acquisitions and the subsequent expansion of our business activities in the United States through these acquisitions, our results of operations, which are reported in Euro, are susceptible to currency rate fluctuations between the Euro and the U.S. dollar. The Euro/U.S. dollar exchange rate has fluctuated from an average exchange rate of Euro 1.00 = U.S. \$1.3277 in 2013 to Euro 1.00 = U.S. \$1.3285 in 2014 to Euro 1.00 = U.S. \$1.1095 in 2015. Additionally, with the acquisition of OPSM, our results of operations have been rendered susceptible to currency fluctuations between the Euro and the Australian dollar. Although we engage in certain foreign currency hedging activities to mitigate the impact of these fluctuations, they have impacted our reported revenues and expenses during the periods discussed herein. See Item 11 "Quantitative and Qualitative Disclosures About Market Risk Foreign Exchange Sensitivity" and Item 3 "Key Information Risk Factors If the U.S. dollar or the Australian dollar weakens relative to the Euro or the Chinese Yuan strengthens relative to the Euro, our profitability as a consolidated group could suffer."

Critical Accounting Policies and Estimates

We prepare our Consolidated Financial Statements in accordance with IFRS, which require management to make estimates, judgments and assumptions that affect the amounts reported in the Consolidated Financial Statements and the accompanying notes. We believe that our most critical accounting policies and estimates relate to the following:

Revenue Recognition;

Income Taxes;

Inventories; and

Goodwill and Other Intangible Assets and Impairment of Long-Lived Assets.

Revenue Recognition

Revenues include sales of merchandise (both wholesale and retail), insurance and administrative fees associated with the Company's managed vision care business, eye exams and related professional services and sales of merchandise to franchisees, along with other revenues from franchisees such as royalties based on sales and initial franchise fee revenues.

Revenue is recognized when (a) the significant risks and rewards of the ownership of goods are transferred, (b) neither continuing managerial involvement to a degree usually associated with ownership nor effective control over the goods sold is retained by the Company, (c) the amount of revenue can be measured reliably, (d) it is probable that the economic benefits associated with the transaction will flow to the Company and (e) the costs incurred or to be incurred in respect of the transaction can be measured reliably.

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The Group records an accrual for amounts estimated to be returned by customers against sales revenues. We have estimated and accrued for the amounts to be returned in the subsequent period. This estimate is based on our right of return policies and practices along with historical data and sales trends. Changes to these policies and practices or a change in the trend of returns could lead to actual returns being different from the amounts estimated and accrued.

Also included in retail segment revenues are managed vision care revenues consisting of (i) insurance revenues which are recognized when earned over the terms of the respective contractual relationships and (ii) administrative services revenues which are recognized when services are provided during the contract period. Accruals are established for amounts due under these relationships based on an estimate of uncollectible amounts. Our insurance contracts require us to estimate the potential costs and exposures over the life of the agreement such that the amount charged to the customers will cover these costs. To mitigate the exposure risk, these contracts are usually short-term in nature. However, if we do not accurately estimate the future exposure and risks associated with these contracts, we may suffer losses as we would not be able to cover our costs incurred with revenues from the customer.

Income Taxes

Income taxes are recorded in accordance with IAS 12, *Income Taxes*, which requires recognition of deferred tax assets and liabilities for the expected future tax consequences of events that have been included in our Consolidated Financial Statements or tax returns. Under this method, deferred tax liabilities and assets are determined based on the difference between the consolidated financial statement and tax basis of assets and liabilities using the tax rates that are expected to apply to the period when the asset is realized or the liability is settled, based on tax rates that have been enacted or substantially enacted by the end of the reporting period. The realization of deferred tax assets depends, among other things, on the Group's ability to generate sufficient taxable income in future years and the reversal of taxable temporary differences, taking into account any restrictions on the carry-forward of tax losses. The estimated tax rates and the deferred tax assets and liabilities recorded are based on information available at the time of calculation. This information is subject to change due to subsequent tax audits performed by different taxing jurisdictions and changes in corporate structure not contemplated at the time of calculation, as well as various other factors.

In addition the Group is subject to different tax jurisdictions. The determination of tax liabilities for the Group requires the use of assumptions with respect to transactions whose fiscal consequences are not yet certain at the end of the reporting period. The Group recognizes liabilities which could result from future inspections by the fiscal authorities on the basis of an estimate of the amounts expected to be paid to the taxation authorities. If the result of the abovementioned inspections differs from that estimated by Group management, there could be significant effects on both current and deferred taxes.

Inventories

Frames manufactured by us were approximately 59.3% and 55.5% of total frame inventory as of December 31, 2015 and 2014, respectively. All inventories at December 31, 2015 were valued using the lower of cost, as determined under an average annual cost by product line method, or market. Inventories are recorded net of allowances for possible losses. These reserves are calculated using various factors including sales volume, historical shrink results, changes in market conditions and current trends. In addition, production schedules are made on similar factors which, if not estimated correctly, could lead to the production of potentially obsolete inventory. As such, actual results could differ significantly from the estimated amounts.

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Goodwill and Other Intangible Assets and Impairment of Long-Lived Assets

In connection with various acquisitions, we have recorded as intangible assets certain goodwill, trade names and certain other identifiable intangibles. At December 31, 2015, the aggregate carrying value of intangibles, including goodwill, was approximately Euro 5.0 billion or approximately 52% of total assets.

As acquisitions are an important element of our growth strategy, valuations of the assets acquired and liabilities assumed on the acquisition dates could have a significant impact on our future results of operations. Fair values of those assets and liabilities on the date of the acquisition could be based on estimates of future cash flows and operating conditions for which the actual results may vary significantly. This may lead to, among other items, impairment charges and payment of liabilities different than amounts originally recorded, which could have a material impact on future operations.

Goodwill is no longer amortized, but rather is tested for impairment annually and, under certain circumstances, between annual periods. An impairment charge will be recorded if the fair value of goodwill and other intangible assets is less than the carrying value. The calculation of fair value may be based on, among other items, estimated future cash flows if quoted market prices in active markets are not available. We test our goodwill for impairment annually as of December 31 of each year and any other time a condition arises that may cause us to believe that an impairment has occurred. Since impairment tests use estimates of the impact of future events, actual results may differ and we may be required to record an impairment in future years. We recorded no impairment losses in 2015, 2014 and 2013. For further details, see Note 11 to our Consolidated Financial Statements included in Item 18 of this Form 20-F.

Intangibles subject to amortization based on a finite useful life continue to be amortized on a straight-line basis over their useful lives. Our long-lived assets, other than goodwill, are tested for impairment whenever events or changes in circumstances indicate that the net carrying amount may not be recoverable. When such events occur, we measure impairment by comparing the carrying value of the long-lived asset to its recoverable amount, which is equal to its value in use. The value-in-use calculation involves discounting the expected cash flows to be generated by the asset to its present value. If the sum of the expected discounted future cash flows is less than the carrying amount of the assets, we would recognize an impairment loss, if determined to be necessary. Actual results may differ from our current estimates.

For a further discussion on accounting policies and estimates, see Note 1 to our Consolidated Financial Statements included in Item 18 of this Form 20-F.

RECENT ACCOUNTING PRONOUNCEMENTS

See Note 2 to our Consolidated Financial Statements included in Item 18 of this Form 20-F for a discussion of the impact of recent accounting pronouncements on our financial condition and results of operations, including the expected dates of adoption and estimated effects on our financial position, statement of cash flows and results of operations.

OVERVIEW OF 2015 RESULTS OF OPERATIONS

In fiscal year 2015, we achieved strong growth of net sales and a more than proportionate increase in profitability relative to sales growth, as well as a significant improvement in financial leverage. Both segments made a major contribution to our results.

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Because of our worldwide operations, our results of operations are affected by foreign exchange rate fluctuations. In 2015, the strengthening of certain currencies in which we conduct business, in particular of the U.S. dollar against the Euro, which is our reporting currency, increased net sales by Euro 857.9 million, primarily in the wholesale segment. This discussion should be read in conjunction with Item 3 "Key Information Risk Factors" and the Consolidated Financial Statements and related notes included in Item 18.

RESULTS OF OPERATIONS

The following table sets forth, for the periods indicated, the percentage of net sales represented by certain items included in our statements of consolidated income:

	2015	2014	2013
Net Sales	100.0%	100.0%	100.0%
Cost of Sales	32.1	33.6	34.5
Gross Profit	67.9	66.4	65.5
Operating Expenses:			
Selling and Advertising	40.0	39.4	39.2
General and Administrative	12.3	11.8	11.9
Total	52.3	51.2	51.0
Income from Operations	15.6	15.1	14.4
Other Income (Expense) Net	(1.1)	(1.3)	(1.4)
Provision for Income Taxes	(5.3)	(5.4)	(5.6)
Net Income	9.1	8.4	7.5
Net Income Attributable to Non-Controlling Interests	0.0	0.0	0.1
Net Income Attributable to Luxottica Group Stockholders	9.1	8.4	7.4

For additional financial information by operating segment and geographic region, see Note 5 to our Consolidated Financial Statements included in Item 18 of this Form 20-F.

Throughout the following comparison of the fiscal year ended December 31, 2015 to the fiscal year ended December 31, 2014, and of the fiscal year ended December 31, 2014 to the fiscal year ended December 31, 2013, we use certain performance measures that are not in accordance with IFRS. Such non-IFRS measures are not meant to be considered in isolation or as a substitute for items appearing in our financial statements prepared in accordance with IFRS. Rather, these non-IFRS measures should be used as a supplement to IFRS results to assist the reader in better understanding our operational performance. For further information regarding the use of and limitations relating to such non-IFRS measures, please refer to the "Non-IFRS Measures: Adjusted Measures" discussion following the year-over-year comparisons.

In addition, comparable store sales reflect the change in sales from one period to another that, for comparison purposes, includes in the calculation only stores open in the more recent period that also were open during the prior period in the same geographic area, and applies to both periods the average exchange rate for the prior period.

COMPARISON OF THE FISCAL YEAR ENDED DECEMBER 31, 2015 TO THE FISCAL YEAR ENDED DECEMBER 31, 2014.

Net Sales. Net sales increased by Euro 1,184.3 million, or 15.5%, to Euro 8,836.5 million in 2015 from Euro 7,652.3 million in 2014. Euro 398.8 million of this increase was attributable to increased sales in the manufacturing and wholesale distribution segment during 2015 as compared to 2014 and Euro 785.5 million was attributable to increased sales in the retail distribution segment during 2015 as

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compared to 2014. Adjusted net sales in 2015 and 2014, which include the EyeMed Adjustment (as defined below), were Euro 9,010.8 million and Euro 7,698.9 million, respectively.

Effective July 1, 2014, adjusted net sales were impacted by the modification of terms of an EyeMed reinsurance agreement with an existing underwriter whereby the Group now assumes less reinsurance revenue and less claims expense. This modification resulted in a reduction in reinsurance revenue and claims of Euro 174.3 million and Euro 46.6 million in 2015 and 2014, respectively (the "EyeMed Adjustment"). This reinsurance agreement was further amended on January 1, 2016 in order to provide that the Group will assume more reinsurance revenue and claims expense in future periods.

A reconciliation of adjusted net sales, a non-IFRS measure, to net sales, the most directly comparable IFRS measure, is presented in the table below. For a further discussion of such non-IFRS measures, please refer to the "Non-IFRS Measures: Adjusted Measures" discussion following the year-over-year comparisons:

(Amounts in millions of Euro)	2015	2014
Net sales	8,836.5	7,652.3
> EyeMed Adjustment	174.3	46.6
Adjusted net sales	9,010.8	7,698.9

Net sales for the retail distribution segment increased by Euro 785.5 million, or 17.6%, to Euro 5,244.0 million in 2015 from Euro 4,458.6 million in 2014. The increase in net sales for the period was partially attributable to a 3.9% increase in comparable store sales. The effects from currency fluctuations between the Euro, which is our reporting currency, and other currencies in which we conduct business, in particular the strengthening of the U.S. dollar and the Australian dollar compared to the Euro, increased net sales in the retail distribution segment by Euro 680.9 million.

Adjusted net sales for the retail distribution segment in 2015 and 2014, which include the EyeMed Adjustment, were Euro 5,418.3 million and 4,505.1 million, respectively.

A reconciliation of adjusted net sales for the retail distribution segment, a non-IFRS measure, to net sales of the retail distribution segment, the most directly comparable IFRS measure, is presented in the table below. For a further discussion of such non-IFRS measures, please refer to the "Non-IFRS Measures: Adjusted Measures" discussion following the year-over-year comparisons:

(Amounts in millions of Euro)	2015	2014
Net sales	5,244.0	4,458.6
> EyeMed Adjustment	174.3	46.6
Adjusted net sales	5,418.3	4,505.1

Net sales to third parties in the manufacturing and wholesale distribution segment increased by Euro 398.8 million, or 12.5%, to Euro 3,592.6 million in 2015 from Euro 3,193.8 million in 2014. This increase was mainly attributable to increased sales of most of our proprietary brands, in particular Ray-Ban and Oakley, and certain designer brands, including Coach, Burberry and Armani. The impact on net sales of currency fluctuations, in particular the strengthening of the U.S. dollar compared to the Euro, increased net sales in the wholesale distribution segment by Euro 177.1 million.

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In 2015, net sales in the retail distribution segment accounted for approximately 59.3% of total net sales, as compared to approximately 58.3% of total net sales in 2014. This increase in sales for the retail distribution segment as a percentage of total net sales was primarily attributable to a 12.5% increase in

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net sales for the manufacturing and wholesale distribution segment for 2015, as compared to a 17.6% increase in net sales to third parties in the retail distribution segment for 2015.

In 2015 and 2014, net sales in our retail distribution segment in the United States and Canada comprised 78.1% and 77.3%, respectively, of our total net sales in this segment. In U.S. dollars, retail net sales in the United States and Canada increased by 0.3% to U.S. \$4,590.8 million in 2015 from U.S. \$4,577.3 million in 2014, due to sales volume increases. During 2015, net sales in the retail distribution segment in the rest of the world (excluding the United States and Canada) comprised 21.9% of our total net sales in the retail distribution segment and increased by 13.2% to Euro 1,146.8 million in 2015 from Euro 1,013.1 million, or 22.7% of our total net sales in the retail distribution segment, in 2014, mainly due to an increase in consumer demand.

In 2015, net sales to third parties in our manufacturing and wholesale distribution segment in Europe were Euro 1,360.8 million, comprising 37.9% of our total net sales in this segment, compared to Euro 1,295.3 million, or 40.6% of total net sales in this segment, in 2014, increasing by Euro 65.5 million or 5.1% in 2015 as compared to 2014. The increase in net sales in Europe in 2015 compared to 2014 was primarily due to a general increase in consumer demand. Net sales to third parties in our manufacturing and wholesale distribution segment in the United States and Canada were U.S. \$1,169.3 million and comprised 29.3% of our total net sales in this segment in 2015, compared to U.S. \$1,117.7 million, or 26.3% of total net sales in this segment, in 2014. The increase in net sales in the United States and Canada in 2015 compared to 2014 was primarily due to a general increase in consumer demand. In 2015, net sales to third parties in our manufacturing and wholesale distribution segment in the rest of the world were Euro 1,177.9 million, comprising 32.8% of our total net sales in this segment, compared to Euro 1,057.2 million, or 33.1% of our net sales in this segment, in 2014. The increase of Euro 120.7 million, or 11.4%, in 2015 as compared to 2014 was due to an increase in consumer demand, in particular in the emerging markets.

Cost of Sales. Cost of sales increased by Euro 260.7 million, or 10.1%, to Euro 2,835.4 million in 2015 from Euro 2,574.7 million in 2014. As a percentage of net sales, cost of sales was 32.1% and 33.6% in 2015 and 2014, respectively. The average number of frames produced daily in our facilities was approximately 346,991 and 297,000 in 2015 and 2014, respectively.

Adjusted cost of sales was Euro 3,009.0 million and Euro 2,621.3 million in 2015 and 2014, respectively. This includes, for 2015, the EyeMed Adjustment of Euro 174.3 million and expenses of Euro 0.7 million related to the reorganization of Oakley and other minor projects and, for 2014, the EyeMed Adjustment of Euro 46.6 million.

A reconciliation of adjusted cost of sales, a non-IFRS measure, to cost of sales, the most directly comparable IFRS measure, is presented in the table below. For a further discussion of such non-IFRS measures, please refer to the "Non-IFRS Measures: Adjusted Measures" discussion following the year-over-year comparisons.

(Amounts in millions of Euro)	2015	2014
Cost of sales	2,835.4	2,574.7
> EyeMed Adjustment	174.3	46.6
> Adjustment for the reorganization of Oakley and other minor projects	(0.7)	
Adjusted cost of sales	3,009.0	2,621.3

Gross Profit. Our gross profit increased by Euro 923.5 million, or 18.2%, to Euro 6,001.2 million in 2015 from Euro 5,077.6 million in 2014. As a percentage of net sales, gross profit increased to 67.9% in 2015 from 66.4% in 2014 due to the factors noted above.

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Adjusted gross profit for 2015, excluding expenses of Euro 0.7 million related to the reorganization of Oakley and other minor projects, was Euro 6,001.8, or 66.6% as percentage of net sales.

A reconciliation of adjusted gross profit, a non-IFRS measure, to gross profit, the most directly comparable IFRS measure, is presented in the table below. For a further discussion of such non-IFRS measures, please refer to the "Non-IFRS Measures: Adjusted Measures" discussion following the year-over-year comparisons.

(Amounts in millions of Euro)	2015	2014
Gross profit	6,001.2	5,077.6
> Adjustment for the reorganization of Oakley and other minor projects	0.7	
Adjusted gross profit	6,001.8	5,077.6

Operating Expenses. Total operating expenses increased by Euro 704.7 million, or 18.0%, to Euro 4,624.7 million in 2015 from Euro 3,920.0 million in 2014. As a percentage of net sales, operating expenses were 52.3% in 2015 compared to 51.2% in 2014.

Total adjusted operating expenses increased by Euro 659.0 million, or 16.9%, to Euro 4,559.0 million in 2015 from Euro 3,900.0 million in 2014, excluding, for 2015, expenses of Euro 65.7 million related to the reorganization of Oakley and other minor projects and, for 2014, non-recurring expenses of Euro 20.0 million related to the termination of the employment of the former Group CEOs. As a percentage of net sales, adjusted operating expenses decreased to 50.6% in 2015 from 50.7% in 2014.

A reconciliation of adjusted operating expenses, a non-IFRS measure, to operating expenses, the most directly comparable IFRS measure, is presented in the table below. For a further discussion of such non-IFRS measures, please refer to the "Non-IFRS Measures: Adjusted Measures" discussion following the year-over-year comparisons.

(Amounts in millions of Euro)	2015	2014
Operating expenses	4,624.7	3,920.0
> Adjustment for the employment termination of the former Group CEOs		(20.0)
> Adjustment for the reorganization of Oakley and other minor projects	(65.7)	
Adjusted operating expenses	4,559.0	3,900.0

Selling and advertising expenses (including royalty expenses) increased by Euro 523.8 million, or 17.4%, to Euro 3,537.2 million in 2015 from Euro 3,013.4 million in 2014. Selling expenses increased by Euro 426.5 million, or 18.1%, to Euro 2,778.8 million in 2015 from Euro 2,352.3 million in 2014. As a percentage of net sales, selling expenses were 31.4% and 30.7% in 2015 and 2014, respectively. Advertising expenses increased by Euro 78.6 million, or 15.4%. As a percentage of net sales, advertising expenses were 6.7% in both 2015 and 2014. Royalties increased by Euro 18.7 million, or 12.5%. As a percentage of net sales, royalty expenses were 1.9% and 2.0% in 2015 and 2014, respectively.

Adjusted selling expenses, excluding, for 2015, expenses of Euro 5.5 million related to the reorganization of Oakley and other minor projects, were Euro 2,773.3 million as compared to selling expenses of Euro 2,352.3 million in 2014. As percentage of net sales, adjusted selling expenses were 30.8% in 2015.

A reconciliation of adjusted selling expenses, a non-IFRS measure, to selling expenses, the most directly comparable IFRS measure, is presented in the table below. For a further discussion of such

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non-IFRS measures, please refer to the "Non-IFRS Measures: Adjusted Measures" discussion following the year-over-year comparisons.

(Amounts in millions of Euro)	2015	2014
Selling expenses	2,778.8	2,352.3
> Adjustment for the reorganization of Oakley and other minor projects	(5.5)	
Adjusted selling expenses	2,773.3	2,352.3

General and administrative expenses, including intangible asset amortization, increased by Euro 180.9 million, or 19.9%, to Euro 1,087.5 million in 2015, as compared to Euro 906.6 million in 2014. As a percentage of net sales, general and administrative expenses were 12.3% and 11.8% in 2015 and 2014, respectively. The increase was primarily due to expenses of Euro 60.1 million relating to the reorganization of Oakley and other minor projects.

Adjusted general and administrative expenses increased by Euro 140.8 million, or 15.9%, to Euro 1,027.4 million in 2015 as compared to Euro 886.6 million in 2014. This amount includes intangible asset amortization and excludes, in 2015, the expenses related to the reorganization of Oakley and other minor projects of Euro 60.1 million and, in 2014, the non-recurring expenses of Euro 20.0 million related to the termination of the employment of the former Group CEOs. As a percentage of net sales, adjusted general and administrative expenses decreased to 11.4% in 2015 from 11.5% in 2014.

A reconciliation of adjusted general and administrative expenses, a non-IFRS measure, to general and administrative expenses, the most directly comparable IFRS measure, is presented in the table below. For a further discussion of such non-IFRS measures, please refer to the "Non-IFRS Measures: Adjusted Measures" discussion following the year-over-year comparisons.

(Amounts in millions of Euro)	2015	2014
General and administrative expenses	1,087.5	906.6
> Adjustment for the employment termination of the former Group CEOs		(20.0)
> Adjustment for the reorganization of Oakley and other minor projects	(60.1)	
Adjusted general and administrative expenses	1,027.4	886.6

Income from Operations. For the reasons described above, income from operations increased by Euro 218.8 million, or 18.9%, to Euro 1,376.4 million in 2015 from Euro 1,157.6 million in 2014. As a percentage of net sales, income from operations increased to 15.6% in 2015 from 15.1% in 2014. Adjusted income from operations increased by Euro 265.2 million, or 22.5%, to Euro 1,442.8 million in 2015 from Euro 1,177.6 million in 2014. As a percentage of net sales, adjusted income from operations increased to 16.0% in 2015 from 15.3% in 2014.

A reconciliation of adjusted income from operations, a non-IFRS measure, to income from operations, the most directly comparable IFRS measure, is presented in the table below. For a further

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discussion of such non-IFRS measures, please refer to the "Non-IFRS Measures: Adjusted Measures" discussion following the year-over-year comparisons.

(Amounts in millions of Euro)	2015	2014
Income from operations	1,376.4	1,157.6
> Adjustment for the employment termination of the former Group CEOs		20.0
> Adjustment for the reorganization of Oakley and other minor projects	66.4	
Adjusted income from operations	1,442.8	1,177.6

Other Income (Expense) Net. Other income (expense) net was Euro (98.5) million in 2015 as compared to Euro (97.5) million in 2014. Net interest expense was Euro 95.2 million in 2015 as compared to Euro 98.0 million in 2014.

Net Income. Income before taxes increased by Euro 217.8 million, or 20.5%, to Euro 1,277.9 million in 2015 from Euro 1,060.1 million in 2014 for the reasons described above. As a percentage of net sales, income before taxes increased to 14.5% in 2015 from 13.9% in 2014. Adjusted income before taxes increased by Euro 264.2 million, or 24.5%, to Euro 1,344.3 million in 2015 from Euro 1,080.1 million in 2014, for the reasons described above. As a percentage of net sales, adjusted income before taxes increased to 14.9% in 2015 from 14.0% in 2014.

A reconciliation of adjusted income before taxes, a non-IFRS measure, to income before taxes, the most directly comparable IFRS measure, is presented in the table below. For a further discussion of such non-IFRS measures, please refer to the "Non-IFRS Measures: Adjusted Measures" discussion following the year-over-year comparisons.

(Amounts in millions of Euro)	2015	2014
Income before taxes	1,277.9	1,060.1
> Adjustment for the termination of the former Group CEOs		20.0
> Adjustment for the reorganization of Oakley and other minor projects	66.4	
Adjusted income before taxes	1,344.3	1,080.1

Our effective tax rate was 36.9% and 39.1% in 2015 and 2014, respectively. Included in 2014 was Euro 30.3 million for certain income taxes accrued in the period as a result of ongoing tax audits. Our adjusted tax rate, which excludes, in 2015, the tax effect of the reorganization of Oakley and other minor projects and, in 2014, the tax effects of the tax audits and the termination of the former Group CEOs, was 36.3% and 36.0%, respectively. Net income attributable to non-controlling interests was equal to Euro 2.8 million and Euro 3.4 million in 2015 and 2014, respectively.

Net income attributable to Luxottica Group stockholders increased by Euro 161.5 million, or 25.1%, to Euro 804.1 million in 2015 from Euro 642.6 million in 2014. Net income attributable to Luxottica Group stockholders as a percentage of net sales increased to 9.1% in 2015 from 8.4% in 2014. Adjusted net income attributable to Luxottica Group stockholders increased by Euro 166.5 million, or 24.2%, to Euro 854.0 million in 2015 from Euro 687.4 million in 2014. Adjusted net income attributable to Luxottica Group stockholders as a percentage of net sales increased to 9.5% in 2015 from 8.9% in 2014.

A reconciliation of adjusted net income attributable to Luxottica Group stockholders, a non-IFRS measure, to net income attributable to Luxottica Group stockholders, the most directly comparable IFRS measure, is presented in the table below. For a further discussion of such non-IFRS measures, please

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refer to the "Non-IFRS Measures: Adjusted Measures" discussion following the year-over-year comparisons.

(Amounts in millions of Euro)	2015	2014
Net income attributable to Luxottica Group stockholders	804.1	642.6
> Adjustment for the reorganization of Oakley and for other minor projects	49.8	
> Adjustment for the accrual for the tax audit relating to Luxottica S.r.l. (fiscal years 2008 to 2011)		30.3
> Adjustment for the termination of the former Group CEOs		14.5
Adjusted net income attributable to Luxottica Group stockholders	854.0	687.4

Basic earnings per share were Euro 1.68 in 2015 and Euro 1.35 in 2014. Diluted earnings per share were Euro 1.67 in 2015 and Euro 1.34 in 2014.

COMPARISON OF THE FISCAL YEAR ENDED DECEMBER 31, 2014 TO THE FISCAL YEAR ENDED DECEMBER 31, 2013.

Net Sales. Net sales increased by Euro 339.7 million, or 4.6%, to Euro 7,652.3 million in 2014 from Euro 7,312.6 million in 2013. Euro 202.5 million of this increase was attributable to increased sales in the manufacturing and wholesale distribution segment during 2014 as compared to 2013 and Euro 137.2 million was attributable to increased sales in the retail distribution segment during 2014 as compared to 2013. This growth in net sales also included the impact of the 53rd week for the retail business, which generated net sales of approximately Euro 60.0 million. Adjusted net sales in 2014, which include the EyeMed Adjustment, were Euro 7,698.9 million.

Effective July 1, 2014, adjusted net sales were impacted by the modification of terms of an EyeMed reinsurance agreement with an existing underwriter whereby the Company now assumes less reinsurance revenue and less claims expense. This modification resulted in a reduction in reinsurance revenue and claims of Euro 46.6 million. A reconciliation of adjusted net sales, a non-IFRS measure, to net sales, the most directly comparable IFRS measure, is presented in the table below. For a further discussion of such non-IFRS measures, please refer to the "Non-IFRS Measures: Adjusted Measures" discussion following the year-over-year comparisons:

(Amounts in millions of Euro)	2014	2013
Net sales	7,652.3	7,312.6
> EyeMed Adjustment	46.6	
Adjusted net sales	7,698.9	7,312.6

Net sales for the retail distribution segment increased by Euro 137.2 million, or 3.2%, to Euro 4,458.6 million in 2014 from Euro 4,321.3 million in 2013. The increase in net sales for the period was partially attributable to a 1.8% increase in comparable store sales for LensCrafters and a 7.4% increase in comparable store sales for Sunglass Hut. The effects from currency fluctuations between the Euro, which is our reporting currency, and other currencies in which we conduct business, in particular the weakening of the U.S. dollar and the Australian dollar compared to the Euro, decreased net sales in the retail distribution segment by Euro 48.2 million.

Adjusted net sales for the retail distribution segment in 2014, which include the EyeMed Adjustment, were Euro 4,505.2 million.

A reconciliation of adjusted net sales for the retail distribution segment, a non-IFRS measure, to net sales of the retail division, the most directly comparable IFRS measure, is presented in the table below.

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For a further discussion of such non-IFRS measures, please refer to the "Non-IFRS Measures: Adjusted Measures" discussion following the year-over-year comparisons:

(Amounts in millions of Euro)	2014	2013
Net sales	4,458.6	4,321.3
> EyeMed Adjustment	46.6	
Adjusted net sales	4,505.2	4,321.3

Net sales to third parties in the manufacturing and wholesale distribution segment increased by Euro 202.5 million, or 6.8%, to Euro 3,193.8 million in 2014 from Euro 2,991.3 million in 2013. This increase was mainly attributable to increased sales of most of our proprietary brands, in particular Ray-Ban and Oakley, and certain designer brands, including Prada, Dolce & Gabbana and Armani. The positive impact on net sales was partially offset by negative currency fluctuations, in particular the weakening of the U.S. dollar and the Brazilian Real compared to the Euro, which decreased net sales in the wholesale distribution segment by Euro 56.0 million.

In 2014, net sales in the retail distribution segment accounted for approximately 58.3% of total net sales, as compared to approximately 59.1% of total net sales in 2013. This decrease in sales for the retail distribution segment as a percentage of total net sales was primarily attributable to a 6.8% increase in net sales for the manufacturing and wholesale distribution segment for 2014, as compared to a 3.2% increase in net sales to third parties in the retail distribution segment for 2014.

In 2014 and 2013, net sales in our retail distribution segment in the United States and Canada comprised 77.3% and 77.8%, respectively, of our total net sales in this segment. In U.S. dollars, retail net sales in the United States and Canada increased by 2.6% to U.S. \$4,577.3 million in 2014 from U.S. \$4,462.3 million in 2013, due to sales volume increases. During 2014, net sales in the retail distribution segment in the rest of the world (excluding the United States and Canada) comprised 22.7% of our total net sales in the retail distribution segment and increased by 5.5% to Euro 1,013.1 million in 2014 from Euro 960.5 million, or 22.2% of our total net sales in the retail distribution segment, in 2013, mainly due to an increase in consumer demand.

In 2014, net sales to third parties in our manufacturing and wholesale distribution segment in Europe were Euro 1,295.3 million, comprising 40.6% of our total net sales in this segment, compared to Euro 1,272.8 million, or 42.5% of total net sales in this segment, in 2013, increasing by Euro 22.5 million or 1.8% in 2014 as compared to 2013. Net sales to third parties in our manufacturing and wholesale distribution segment in the United States and Canada were U.S. \$1,117.7 million and comprised 26.3% of our total net sales in this segment in 2014, compared to U.S. \$1,013.1 million, or 25.5% of total net sales in this segment, in 2013. The increase in net sales in the United States and Canada in 2014 compared to 2013 was primarily due to a general increase in consumer demand. In 2014, net sales to third parties in our manufacturing and wholesale distribution segment in the rest of the world were Euro 1,057.2 million, comprising 33.1% of our total net sales in this segment, compared to Euro 955.5 million, or 31.9% of our net sales in this segment, in 2013. The increase of Euro 101.7 million, or 10.6%, in 2014 as compared to 2013 was due to an increase in consumer demand, in particular in the emerging markets.

Cost of Sales. Cost of sales increased by Euro 51.0 million, or 2.0%, to Euro 2,574.7 million in 2014 from Euro 2,524.0 million in 2013. As a percentage of net sales, cost of sales was 33.6% and 34.5% in 2014 and 2013, respectively. The average number of frames produced daily in our facilities was approximately 297,100 and 302,000 in 2014 and 2013, respectively.

Adjusted cost of sales in 2014, which include the EyeMed Adjustment, was Euro 2,621.3 million.

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A reconciliation of adjusted cost of sales, a non-IFRS measure, to cost of sales, the most directly comparable IFRS measure, is presented in the table below. For a further discussion of such non-IFRS measures, please refer to the "Non-IFRS Measures: Adjusted Measures" discussion following the year-over-year comparisons.

(Amounts in millions of Euro)	2014	2013
Cost of sales	2,574.7	2,524.0
> EyeMed Adjustment	46.6	
Adjusted cost of sales	2,621.3	2,524.0

Gross Profit. Our gross profit increased by Euro 289.0 million, or 6.0%, to Euro 5,077.6 million in 2014 from Euro 4,788.6 million in 2013. As a percentage of net sales, gross profit increased to 66.4% in 2014 from 65.5% in 2013 due to the factors noted above.

Operating Expenses. Total operating expenses increased by Euro 187.1 million, or 5.0%, to Euro 3,920.0 million in 2014 from Euro 3,732.9 million in 2013. As a percentage of net sales, operating expenses were 51.2% in 2014 compared to 51.0% in 2013.

The increase in operating expenses in 2014 was primarily attributable to a Euro 110.4 million increase in selling expenses, a Euro 31.3 million increase in advertising expenses and a Euro 40.0 million increase in general and administrative expenses.

Total adjusted operating expenses increased by Euro 176.1 million, or 4.7%, to Euro 3,900.0 million in 2014 from Euro 3,723.9 million in 2013, excluding non-recurring expenses of Euro 20.0 million related to the termination of the employment of the former Group CEOs in 2014 and expenses of approximately 9.0 million related to the reorganization of the Alain Mikli business in 2013. As a percentage of net sales, adjusted operating expenses decreased to 50.7% in 2014 from 50.9% in 2013. A reconciliation of adjusted operating expenses, a non-IFRS measure, to operating expenses, the most directly comparable IFRS measure, is presented in the table below. For a further discussion of such non-IFRS measures, please refer to the "Non-IFRS Measures: Adjusted Measures" discussion following the year-over-year comparisons.

(Amounts in millions of Euro)	2014	2013
Operating expenses	3,920.0	3,732.9
> Adjustment for the employment termination of the former Group CEOs	(20.0)	
> Adjustment for Alain Mikli reorganization		(9.0)
Adjusted operating expenses	3,900.0	3,723.9

Selling and advertising expenses (including royalty expenses) increased by Euro 147.1 million, or 5.1%, to Euro 3,013.4 million in 2014 from Euro 2,866.3 million in 2013. The increase was primarily due to an increase in selling expenses and advertising expenses. Selling expenses increased by Euro 110.4 million, or 4.9%. As a percentage of net sales, selling expenses were 30.7% in each of 2014 and 2013. Advertising expenses increased by Euro 31.3 million, or 6.5%. As a percentage of net sales advertising expenses were 6.7% and 6.6% in 2014 and 2013, respectively. Royalties increased by Euro 5.4 million, or 3.7%. As a percentage of net sales, royalty expenses were 2.0% in each of 2014 and 2013.

General and administrative expenses, including intangible asset amortization, increased by Euro 40.0 million, or 4.6%, to Euro 906.6 million in 2014, as compared to Euro 866.6 million in 2013. As a percentage of net sales, general and administrative expenses were 11.8% in 2014 compared to 11.9% in

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2013. The increase was primarily related to the termination of the employment of the former Group CEOs amounting to approximately Euro 20.0 million.

Adjusted general and administrative expenses increased by Euro 29.0 million, or 3.4%, to Euro 886.6 million in 2014 as compared to Euro 857.6 million in 2013. This amount includes intangible asset amortization and excludes, in 2014, the non-recurring expenses of Euro 20.0 million related to the termination of the employment of the former Group CEOs and, in 2013, expenses of approximately Euro 9.0 million related to the reorganization of the Alain Mikli business. As a percentage of net sales, adjusted general and administrative expenses decreased to 11.5% in 2014, compared to 11.7% in 2013.

A reconciliation of adjusted general and administrative expenses, a non-IFRS measure, to general and administrative expenses, the most directly comparable IFRS measure, is presented in the table below. For a further discussion of such non-IFRS measures, please refer to the "Non-IFRS Measures: Adjusted Measures" discussion following the year-over-year comparisons.

(Amounts in millions of Euro)	2014	2013
General and administrative expenses	906.6	866.6
> Adjustment for the employment termination of the former Group CEOs	(20.0)	
> Adjustment for Alain Mikli reorganization		(9.0)
Adjusted general and administrative expenses	886.6	857.6

Income from Operations. For the reasons described above, income from operations increased by Euro 101.9 million, or 9.7%, to Euro 1,157.6 million in 2014 from Euro 1,055.7 million in 2013. As a percentage of net sales, income from operations increased to 15.1% in 2014 from 14.4% in 2013. Adjusted income from operations increased by Euro 112.9 million, or 10.6%, to Euro 1,177.6 million in 2014 from Euro 1,064.7 million in 2013. As a percentage of net sales, adjusted income from operations increased to 15.3% in 2014 from 14.6% in 2013. A reconciliation of adjusted income from operations, a non-IFRS measure, to income from operations, the most directly comparable IFRS measure, is presented in the table below. For a further discussion of such non-IFRS measures, please refer to the "Non-IFRS Measures: Adjusted Measures" discussion following the year-over-year comparisons.

(Amounts in millions of Euro)	2014	2013
Income from operations	1,157.6	1,055.7
> Adjustment for the employment termination of the former Group CEOs	20.0	
> Adjustment for Alain Mikli reorganization		9.0
Adjusted income from operations	1,177.6	1,064.7

Other Income (Expense) Net. Other income (expense) net was Euro (97.5) million in 2014 as compared to Euro (99.3) million in 2013. Net interest expense was Euro 98.0 million in 2014 as compared to Euro 92.1 million in 2013. The increase was mainly due to an increase in outstanding debt as a result of the issuance of Euro 500 million of bonds in the first half of 2014.

Net Income. Income before taxes increased by Euro 103.7 million, or 10.8%, to Euro 1,060.1 million in 2014 from Euro 956.4 million in 2013 for the reasons described above. As a percentage of net sales, income before taxes increased to 13.9% in 2014, from 13.1% in 2013. Adjusted income before taxes increased by Euro 114.7 million, or 11.9%, to Euro 1,080.1 million in 2014 from Euro 965.4 million in 2013, for the reasons described above. As a percentage of net sales, adjusted income before taxes increased to 14.0% in 2014 from 13.2% in 2013.

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A reconciliation of adjusted net income before taxes, a non-IFRS measure, to net income before taxes, the most directly comparable IFRS measure, is presented in the table below. For a further discussion of such non-IFRS measures, please refer to the "Non-IFRS Measures: Adjusted Measures" discussion following the year-over-year comparisons.

(Amounts in millions of Euro)	2014	2013
Net income before taxes	1,060.1	956.4
> Adjustment for the termination of the former Group CEOs	20.0	
> Adjustment for Alain Mikli reorganization		9.0
Adjusted net income before taxes	1,080.1	965.4

Our effective tax rate was 39.1% and 42.6% in 2014 and 2013, respectively. Included in 2014 was Euro 30.3 million for certain income taxes accrued in the period as a result of ongoing tax audits as compared with Euro 66.7 million accrued in 2013. Our adjusted tax rate in 2014 and 2013 was 36.0% and 35.6%, respectively.

Net income attributable to non-controlling interests was equal to Euro 3.4 million and Euro 4.2 million in 2014 and 2013, respectively.

Net income attributable to Luxottica Group stockholders increased by Euro 97.9 million, or 18.0%, to Euro 642.6 million in 2014 from Euro 544.7 million in 2013. Net income attributable to Luxottica Group stockholders as a percentage of net sales increased to 8.4% in 2014 from 7.4% in 2013. Adjusted net income attributable to Luxottica Group stockholders increased by Euro 70.1 million, or 11.4%, to Euro 687.4 million in 2014 from Euro 617.3 million in 2013. Adjusted net income attributable to Luxottica Group stockholders as a percentage of net sales increased to 8.9% in 2014, from 8.4% in 2013.

A reconciliation of adjusted net income attributable to Luxottica Group stockholders, a non-IFRS measure, to net income attributable to Luxottica Group stockholders, the most directly comparable IFRS measure, is presented in the table below. For a further discussion of such non-IFRS measures, please refer to the "Non-IFRS Measures: Adjusted Measures" discussion following the year-over-year comparisons.

(Amounts in millions of Euro)	2014	2013
Net income attributable to Luxottica Group stockholders	642.6	544.7
> Adjustment for Alain Mikli reorganization		5.9
> Adjustment for the cost of the tax audit relating to Luxottica S.r.l. (fiscal year 2007)		26.7
> Adjustment for the accrual for the tax audit relating to Luxottica S.r.l. (fiscal years 2008 to 2011)	30.3	40.0
> Adjustment for the termination of the former Group CEOs	14.5	
Adjusted net income attributable to Luxottica Group stockholders	687.4	617.3

Basic earnings per share were Euro 1.35 in 2014 and Euro 1.15 in 2013. Diluted earnings per share were Euro 1.34 in 2014 and Euro 1.14 in 2013.

Non-IFRS Measures: Adjusted Measures

In order to provide a supplemental comparison of current period results of operations to prior periods, we have adjusted for certain transactions or events.

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In order to provide a supplemental comparison of current period results of operations to prior periods, certain measures, such as net sales, operating expenses, selling and advertising expenses, general and administrative expenses, income from operations, income before taxes and net income attributable to Luxottica Group stockholders have been adjusted by the following items:

- (a) excluding in 2015 net expenses of Euro 66.4 million related to the reorganization of Oakley and other minor projects;
- (b) including sales of the EyeMed division in 2015 and 2014 of Euro 174.3 million and Euro 46.6 million, respectively, related to the EyeMed Adjustment;
- (c) excluding non-recurring expenses of Euro 20.0 million (Euro 14.5 million net of tax) in 2014 related to the termination of the employment of the former Group CEOs;
- (d) excluding an accrual in 2014 of approximately Euro 30.3 million for the tax audit relating to Luxottica S.r.l. (fiscal years 2008 to 2011);
- (e) excluding costs in 2013 of approximately Euro 9.0 million (Euro 5.9 million net of tax) related to the reorganization of the Alain Mikli business;
- (f) excluding costs in 2013 of approximately Euro 26.7 million for the tax audit relating to Luxottica S.r.l. (fiscal year 2007); and
- (g) excluding an accrual in 2013 of approximately Euro 40 million for the tax audit relating to Luxottica S.r.l. (fiscal years 2008 to 2011).

The Company believes that these adjusted measures are useful to both management and investors in evaluating the Company's operating performance compared with that of other companies in its industry because they exclude the impact of items that are not relevant to the Company's operating performance.

The adjusted measures referenced above are not measures of performance in accordance with IFRS. We include these adjusted comparisons in this presentation in order to provide a supplemental view of operations that excludes items that are unusual, infrequent or unrelated to our ongoing core operations.

These adjusted measures are not meant to be considered in isolation or as a substitute for items appearing in our financial statements prepared in accordance with IFRS. Rather, these non-IFRS measures should be used as a supplement to IFRS results to assist the reader in better understanding the operational performance of the Company. The Company cautions that these adjusted measures are not defined terms under IFRS and their definitions should be carefully reviewed and understood by investors. Investors should be aware that Luxottica Group's method of calculating these adjusted measures may differ from methods used by other companies.

The Company recognizes that there are limitations in the usefulness of adjusted comparisons due to the subjective nature of items excluded by management in calculating adjusted comparisons. We compensate for the foregoing limitation by using these adjusted measures as a comparative tool, together with IFRS measurements, to assist in the evaluation of our operating performance.

See the tables on the foregoing pages for a reconciliation of the adjusted measures discussed above to their most directly comparable IFRS financial measures.

TAXES

Our effective tax rates for the fiscal years ended December 31, 2015, 2014 and 2013, were approximately 36.9%, 39.1% and 42.6%, respectively. The effective tax rates for fiscal years 2014 and 2013 include tax accruals of Euro 30.3 million and Euro 66.7 million, respectively, associated with tax

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audits of Luxottica S.r.l. related to fiscal years 2008 through 2011. In future periods, we expect that our effective tax rate should return to its historical range of 35% to 37%. However, until all open tax years have been settled, our effective tax rate may be higher than historical levels. For additional information on risks associated with our future effective tax rate, please see Item 3 "Key Information Risk Factors Risks Relating to Our Business and Operations *Changes in our tax rates or exposure to additional tax liabilities could affect our future results.*"

LIQUIDITY AND CAPITAL RESOURCES

Our cash and cash equivalents at December 31, 2015 totaled Euro 864.9 million, compared to Euro 1,453.6 million at December 31, 2014. As of December 31, 2015, Euro 630.5 million of the Group's total cash and cash equivalents was held outside of Italy. There are no significant repatriation restrictions other than local or Italian taxes associated with repatriation. While we currently do not foresee a need to repatriate funds, should we require more capital in Italy than is generated by our operations locally, we could elect to raise capital in Italy or the rest of Europe through debt or equity issuances. These alternatives could result in increased interest expense.

Cash Flows

Operating Activities. The Company's net cash provided by operating activities in 2015, 2014 and 2013 was Euro 1,197.3 million, Euro 1,170.1 million and Euro 921.8 million, respectively.

Depreciation and amortization were Euro 476.9 million in 2015 as compared to Euro 384.0 million in 2014 and Euro 366.6 million in 2013. The increase in depreciation and amortization in 2015 as compared to 2014 is mainly due to the strengthening of certain major currencies in which we operate, in particular the U.S. dollar (Euro 53.1 million), and the increase in tangible and intangible assets in the period. The increase in depreciation and amortization in 2014 as compared to 2013 is mainly due to the increase in tangible and intangible asset purchases and to the acquisition of glasses.com for Euro 1.2 million.

Non-cash stock-based compensation expense was Euro 49.7 million in 2015 as compared to Euro 31.8 million in 2014 and Euro 28.1 million in 2013. The increase in 2015 as compared to 2014 is due to (i) Euro 7.4 million related to the grant of free treasury shares to the Group's employees in Italy in honor of the 80th birthday of the Group's Chairman and founder, Mr. Leonardo Del Vecchio, and (ii) Euro 8.0 million related to the 2015 PSP Plan (defined below). The increase in 2014 as compared to 2013 was mainly due to higher expenses related to incentive plan awards granted in 2014 partially offset by awards granted in previous years that vested in the first half of 2014.

The change in accounts receivable was Euro (108.6) million in 2015 as compared to Euro (41.3) million in 2014 and Euro (16.8) million in 2013. The change in 2015 as compared to 2014 was primarily due to the higher volume of sales in 2015 as compared to 2014. The changes in 2014 as compared to 2013 were primarily due to the higher volume of sales partially offset by an improvement in collections. The inventory change was Euro (85.2) million in 2015 as compared to Euro 7.3 million in 2014 and Euro 11.8 million in 2013. The increase in inventory in 2015 was due to an effort to improve the quality of the customer experience by having inventory levels in line with customer demand. The change in other assets and liabilities was Euro (7.8) million in 2015 as compared to Euro 21.2 million in 2014 and Euro (30.4) million in 2013. The change in 2015 as compared to 2014 was primarily due to the change in the reporting calendar of certain retail subsidiaries of the Group, which resulted in a reduction of the net liability. The change in 2014 as compared to 2013 was primarily driven by the increase in the liability to employees in the retail distribution segment in North America due to the timing in payment of salaries to store personnel. The change in accounts payable was Euro 115.6 million in 2015 as compared to Euro 24.6 million in 2014 and Euro 12.5 million in 2013. The change in 2015 as compared to 2014 was mainly due to the continuous improvement in payment terms and conditions and to the overall growth of the Group's business. The changes in 2014 as compared to 2013 were primarily due to the continuous

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improvement of payment terms and conditions that started in 2012. Income tax payments in 2015 were Euro 565.9 million as compared to Euro 349.2 million in 2014 and Euro 427.9 million in 2013. The increase in income tax payments in 2015 as compared to 2014 was due to the payment of Euro 91.6 million related to the tax audit of Luxottica S.r.l. for the tax years from 2008 to 2011 and to a general increase in the Group's taxable income. The decrease in 2014 as compared to 2013 was related to the timing of our tax payments related to certain Italian and U.S. subsidiaries and the payment of Euro 38.0 million in the last quarter of 2013 related to the tax audit of Luxottica S.r.l. Interest paid was Euro 79.8 million in 2015 as compared to Euro 93.1 million in 2014 and Euro 94.5 million in 2013. The change in 2015 as compared to 2014 and 2013 was mainly due to repayment of long-term debt in 2015.

Investing Activities. The Company's net cash used in investing activities was Euro 483.3 million, Euro 459.3 million and Euro 479.8 million in 2015, 2014 and 2013, respectively. The primary investment activities in 2015 were related to (i) the acquisition of tangible assets for Euro 319.8 million, (ii) the acquisition of intangible assets for Euro 144.0 million, primarily related to IT infrastructure, and (iii) the acquisition of Sunglass Warehouse for Euro 21.0 million. The primary investment activities in 2014 were related to (i) the acquisition of tangible assets for Euro 280.8 million, (ii) the acquisition of intangible assets for Euro 138.5 million, primarily related to IT infrastructure, and (iii) the acquisition of glasses.com for Euro 30.1 million and other minor acquisitions in the retail segment for Euro 11.0 million. The primary investment activities in 2013 were related to (i) the acquisition of tangible assets for Euro 274.1 million, (ii) the acquisition of intangible assets for Euro 101.1 million, primarily related to IT infrastructure, (iii) the acquisition of Alain Mikli for Euro 71.9 million and (iv) the acquisition of 36.33% of the share capital of Salmoiraghi & Viganò for Euro 45.0 million.

Our capital expenditures were Euro 513.6 million in 2015 as compared to Euro 418.9 million in 2014 and Euro 369.7 million in 2013, primarily related to investments in IT infrastructure in 2015, 2014 and 2013, and in each year investments in manufacturing facilities for the manufacturing and wholesale segment and the opening, remodeling and relocation of stores in the retail distribution segment. Capital expenditures were Euro 99.9 million in the three-month period ended March 31, 2016. It is our expectation that 2016 net capital expenditures will exceed 6.0% of the Group's net sales, excluding investments for acquisitions. We expect to fund future capital expenditures through cash flow generation primarily due to our operating leverage as well as working capital efficiencies.

Net cash provided by disposals of property, plant and equipment was insignificant in 2015, 2014 and 2013. Investments in equity investees resulted in cash used of Euro 0.0 million in each of 2015 and 2014 and Euro 45.0 million in 2013.

Financing Activities. The Company's net cash (used in) provided by financing activities was Euro (1,354.3) million, Euro 72.3 million and Euro (568.8) million in 2015, 2014 and 2013, respectively. Cash used in financing activities in 2015 consisted primarily of (i) Euro (649.3) million related to the payment of existing debt, (ii) Euro (689.7) million used to pay dividends to the shareholders of the Company, (iii) Euro 47.7 million related to the exercise of stock options, (iv) Euro (19) million related to the acquisition of the remaining 49% of Luxottica Netherlands and (v) Euro (39.0) million related to the decrease in bank overdrafts. Cash provided by financing activities in 2014 consisted primarily of (i) Euro 500 million related to the issuance of new bonds, (ii) Euro (318.5) million related to the payment of existing debt, (iii) Euro (308.3) million used to pay dividends to the shareholders of the Company, (iv) Euro 70.0 million related to the exercise of stock options and (v) Euro 135.7 million related to the increase in bank overdrafts. Cash used in financing activities in 2013 mainly related to repayment of maturing outstanding debt of Euro (327.1) million and aggregate dividend payments to stockholders of Euro (273.7) million, which were partially offset by cash proceeds from the exercise of stock options totaling Euro 75.3 million.

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Our Indebtedness

We have relied primarily upon internally generated funds, trade credit, committed bank facilities and debt capital markets to finance our operations and expansion. We do not typically raise capital through the issuance of stock; rather, we use debt financing to lower our overall cost of capital and increase our return on stockholders' equity. We have access to capital markets at favorable market conditions and continue to monitor the debt capital markets in order to take appropriate actions to raise financing.

We manage our financing requirements by maintaining an adequate level of liquidity and committed and uncommitted financing facilities. To this end, we take a series of actions to ensure compliance with these financing requirements. In particular:

our treasury department monitors our cash flow forecast in conjunction with our liquidity and financing credit lines;

we utilize debt instruments and other credit lines in order to obtain funding for our operations;

we maintain adequate access to liquidity in our bank accounts and adequate levels of available committed credit lines; and

we monitor our liquidity risk in order to avoid unacceptable concentrations of such risk.

Our debt agreements contain certain covenants, including covenants that restrict our ability to incur additional indebtedness. We do not currently expect to require any additional financing that would require us to obtain consents or waivers of any existing restrictions on additional indebtedness set forth in our debt agreements.

Our long-term credit facilities contained certain financial covenants including ratios of Net Financial Position (as defined in the agreements) to EBITDA (earnings before interest, taxes, depreciation and amortization as defined in the agreements) and EBITDA to net financial charges (as defined in the agreements). As of December 31, 2014, we were in compliance with these financial covenants. As of December 31, 2015, all of our long-term credit facilities were repaid in full. The financial and operating covenants included in the above long-term debt were as follows (such terms are defined in our applicable debt agreements):

1. consolidated Total Net Debt shall not be equal to or exceed 3.5 times the Consolidated EBITDA; and
2. consolidated EBITDA shall not be less than five times the Consolidated Net Financial Charges.

Our total indebtedness was Euro 1,760.0 million as of December 31, 2015. Available additional borrowings under credit facilities as of such date were Euro 632.0 million.

The Group has credit ratings assigned by Standard & Poor's of "A-" and "A-2" for its long-term and short-term debt, respectively; the outlook was stable as of April 8, 2016. The long-term rating was upgraded from "BBB+" on January 20, 2014.

For additional information, see Note 21 to our Consolidated Financial Statements included in Item 18 of this Form 20-F.

Bank Overdrafts

Bank overdrafts represent negative cash balances held in banks and amounts borrowed under various unsecured short-term lines of credit obtained by the Company and certain of its subsidiaries through local financial institutions. These facilities are usually short-term in nature or contain evergreen clauses with a cancellation notice period. Certain of these subsidiaries' agreements require a guaranty from Luxottica Group S.p.A. Interest rates on these lines vary based on the country of borrowing, among other factors. The Company uses these short-term lines of credit to satisfy its short-term cash needs.

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The Euro 300 Million Club Deal

On November 11, 2009, we entered into a Euro 300 million Term Facility Agreement, guaranteed by our subsidiaries Luxottica U.S. Holdings Corp. ("U.S. Holdings") and Luxottica S.r.l., with Mediobanca Banca di Credito Finanziario S.p.A., as agent, and Mediobanca Banca di Credito Finanziario S.p.A., Deutsche Bank S.p.A., Calyon S.A. Milan Branch and Unicredit Corporate Banking S.p.A., as lenders. The final maturity of the Term Facility was November 30, 2012. Interest accrued at EURIBOR (as defined in the agreement) plus a margin between 1.75% and 3.00% based on the "Net Debt/EBITDA" ratio, as defined in the agreement. In November 2010, we renegotiated this facility, extending the maturity for a further two years. The new expiration date was November 30, 2014. Interest accrued at EURIBOR plus a margin between 1.00% and 2.25%, as defined in the amendment (1.147% as of December 31, 2013). On August 29, 2014, the Group repaid the term loan in full in the amount of Euro 300 million.

The Euro 500 Million Multicurrency Revolving Credit Facility

On April 17, 2012, we and our subsidiary, U.S. Holdings, entered into a multicurrency (Euro/U.S. dollars) revolving credit facility with a group of banks providing for loans in the aggregate principal amount of Euro 500 million (or the equivalent in U.S. dollars). Amounts borrowed could be repaid and re-borrowed with all outstanding balances maturing on April 10, 2017. We were able to select interest periods of one, three or six months with interest accruing (i) on Euro-denominated loans based on the corresponding EURIBOR rate and (ii) on U.S. dollar denominated loans based on the corresponding LIBOR rate and a premium of 0.35% per annum, both plus a margin between 1.30% and 2.25% based on the "Consolidated Net Debt to Consolidated EBITDA" ratio as defined in the agreement.

On March 5, 2014, we and our subsidiary, U.S. Holdings, entered into an amendment to the existing multicurrency (Euro/U.S. dollars) revolving credit facility in order to, among other things, extend the term of the agreement and modify the applicable interest rates. Under the amended agreement, amounts borrowed could be repaid and re-borrowed with all outstanding balances maturing on April 10, 2019. We were able to select interest periods of one, three or six months with interest accruing (i) on Euro-denominated loans based on the corresponding EURIBOR rate and (ii) on U.S. dollar-denominated loans based on the corresponding LIBOR rate, both plus a margin of between 0.65% and 1.50% based on the Company's long-term senior unsecured debt credit rating issued by Standard & Poor's.

On February 27, 2015, the Group terminated this revolving credit facility. As of the date of termination, the facility was undrawn.

Our Other Debt Financings

The U.S. \$275 Million Senior Unsecured Guaranteed Notes of U.S. Holdings

On July 1, 2008, U.S. Holdings closed a private placement of U.S. \$275 million of senior unsecured guaranteed notes, issued in three series ("Series A," "Series B" and "Series C"). The aggregate principal amounts of the Series A, Series B and Series C Notes are U.S. \$20 million, U.S. \$127 million and U.S. \$128 million, respectively. The Series A Notes matured on July 1, 2013, the Series B Notes matured on July 1, 2015 and the Series C Notes mature on July 1, 2018. Interest on the Series A Notes accrued at 5.96% per annum, interest on the Series B Notes accrued at 6.42% per annum and interest on the Series C Notes accrues at 6.77% per annum. The Notes were not rated. The Notes contain certain financial and operating covenants. We were in compliance with those covenants as of December 31, 2015. The proceeds from the Notes were used to repay a portion of the bridge loan facility that expired on July 1, 2008.

On July 1, 2015, the Series B Notes matured and were fully repaid in the amount of U.S.\$ 127 million.

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The U.S. \$175 Million Senior Unsecured Guaranteed Notes of U.S. Holdings

On January 29, 2010, U.S. Holdings closed a private placement of U.S. \$175 million of senior unsecured guaranteed notes, issued in three series ("Series D," "Series E" and "Series F"). The aggregate principal amount of each of the Series D and Series E Notes is U.S. \$50 million and the aggregate principal amount of the Series F Notes is U.S. \$75 million. The Series D Notes mature on January 29, 2017, the Series E Notes mature on January 29, 2020 and the Series F Notes mature on January 29, 2019. Interest on the Series D Notes accrues at 5.19% per annum, interest on the Series E Notes accrues at 5.75% per annum and interest on the Series F Notes accrues at 5.39% per annum. The Notes were not rated. The Notes contain certain financial and operating covenants. We were in compliance with those covenants as of December 31, 2015. The proceeds from the Notes were used for general corporate purposes.

The Euro 100 Million Senior Unsecured Guaranteed Notes

On September 30, 2010, we closed a private placement of Euro 100 million senior unsecured guaranteed notes, issued in two series ("Series G" and "Series H"). The aggregate principal amounts of the Series G and Series H Notes are Euro 50 million and Euro 50 million, respectively. The Series G Notes mature on September 15, 2017 and the Series H Notes mature on September 15, 2020. Interest on the Series G Notes accrues at 3.75% per annum and interest on the Series H Notes accrues at 4.25% per annum. The Notes were not rated. The Notes contain certain financial and operating covenants. We were in compliance with those covenants as of December 31, 2015. The proceeds from the Notes were used for general corporate purposes.

The Euro 500 Million Senior Unsecured Guaranteed Notes (Due 2015)

On November 10, 2010, we closed an offering in Europe to institutional investors of Euro 500 million of senior unsecured guaranteed notes due November 10, 2015. The Notes were listed on the Luxembourg Stock Exchange under ISIN XS0557635777. Interest on the Notes accrued at 4.00% per annum. The Notes were guaranteed on a senior unsecured basis by U.S. Holdings and Luxottica S.r.l. The proceeds from the Notes were used for general corporate purposes. On January 20, 2014, the Notes were assigned an "A-" credit rating by Standard & Poor's Ratings Services ("Standard & Poor's"). On November 10, 2015, the Group repaid the Notes in full in the amount of Euro 500 million.

The U.S. \$350 Million Senior Unsecured Guaranteed Notes

On December 15, 2011, U.S. Holdings closed a private placement of U.S. \$350 million senior unsecured guaranteed notes ("Series I"). The Series I Notes mature on December 15, 2021. Interest on the Series I Notes accrues at 4.35% per annum. The proceeds from the Notes were used for general corporate purposes and to refinance existing term debt. The Notes were not rated. The Notes contain certain financial and operating covenants. We were in compliance with those covenants as of December 31, 2015.

The Euro 500 Million Senior Unsecured Guaranteed Notes (Due 2019)

On March 19, 2012, we closed an offering in Europe to institutional investors of Euro 500 million of senior unsecured guaranteed notes due March 19, 2019. The Notes are listed on the Luxembourg Stock Exchange under ISIN XS0758640279. Interest on the Notes accrues at 3.625% per annum. The Notes are guaranteed on a senior unsecured basis by U.S. Holdings and Luxottica S.r.l. When issued, the Notes were assigned a "BBB+" credit rating by Standard & Poor's and, on January 20, 2014, the Notes were upgraded to an "A-" credit rating by Standard & Poor's. The Notes contain certain financial and operating covenants. We were in compliance with those covenants as of December 31, 2015.

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The Euro 2 Billion Euro Medium Term Note Programme

On April 29, 2013, our Board of Directors authorized a Euro 2 billion Euro Medium Term Note Programme (the "Programme") pursuant to which Luxottica Group S.p.A. may from time to time offer notes to investors in certain jurisdictions (excluding the United States, Canada, Japan and Australia). The Programme was updated on May 9, 2014.

Euro 500 Million Euro Medium Term Notes (Due 2024)

On February 10, 2014, we completed an offering in Europe to institutional investors of Euro 500 million of senior unsecured guaranteed notes due February 10, 2024 under the Group's Euro Medium Term Note Programme. Interest on the notes accrues at 2.625% per annum. The Notes are listed on the Luxembourg Stock Exchange under ISIN XS1030851791. The Notes are guaranteed on a senior unsecured basis by U.S. Holdings and Luxottica S.r.l. The proceeds from the Notes were used for general corporate purposes and to refinance existing term debt. The Notes were assigned an "A-" credit rating by Standard & Poor's. The Notes contain certain operating covenants. We were in compliance with those covenants as of December 31, 2015.

Outstanding Standby Letters of Credit

Certain U.S. subsidiaries have obtained various standby and trade letters of credit from banks that aggregated Euro 45.2 million and Euro 40.7 million as of December 31, 2015 and 2014, respectively. Most of these letters of credit are used for security in risk management contracts, purchases from foreign vendors or as security on store leases. Most standby letters of credit contain evergreen clauses under which the letter is automatically renewed unless the bank is notified not to renew. Trade letters of credit are for purchases from foreign vendors and are generally outstanding for a period that is less than six months. Substantially all the fees associated with maintaining the letters of credit fall within the range of 40 to 60 basis points annually.

Concentration of Credit Risk

Financial instruments which potentially expose us to concentration of credit risk consist primarily of cash, investments and accounts receivable. We attempt to limit our credit risk associated with cash equivalents by placing our cash balances and investments with highly-rated banks and financial institutions. However, at any time, amounts invested at these banks may be in excess of the amount of insurance provided on such deposits. With respect to accounts receivable, we limit our credit risk by performing ongoing credit evaluations, and certain customers may be required to post security in the form of letters of credit. As of December 31, 2015 and 2014, no single customer's balance comprised 10% or more of the overall accounts receivable balance. However, included in accounts receivable as of December 31, 2015 and 2014, was approximately Euro 39.8 million and Euro 36.7 million, respectively, due from the host stores of our U.S. retail locations. These receivables represent cash proceeds from sales deposited into the host stores' bank accounts, which are subsequently forwarded to us on a weekly or monthly basis depending on our contract with the particular host store and are based on short-term contract arrangements.

Table of Contents***Our Working Capital***

Set forth below is certain information regarding our working capital (total current assets minus total current liabilities):

(Amounts in millions of Euro)	As of December 31,		
	2015	2014	2013
Current Assets	2,829.1	3,167.7	2,236.0
Current Liabilities	(1,906.9)	(2,388.7)	(1,700.4)
Working Capital	922.2	779.0	535.6

The increase in working capital in 2015 as compared to 2014 is mainly attributable to an increase in commercial receivables and inventory. The increase in working capital in 2014 as compared to 2013 is mainly attributable to an increase in cash and cash equivalents as a result of the issuance of Euro 500 million of bonds in the first half of 2014.

We believe that the financial resources available to us will be sufficient to meet our currently anticipated working capital and capital expenditure requirements for the next 24 months.

We do not believe that the relatively moderate rates of inflation which have been experienced in the geographic markets where we compete have had a significant effect on our net sales or profitability. In the past, we have been able to offset cost increases by increasing prices, although we can give no assurance that we will be able to do so in the future.

Off-Balance Sheet Arrangements

We have no material off-balance sheet arrangements that have or are reasonably likely to have a current or future effect on our financial condition, changes in financial condition, revenue or expenses, results of operations, liquidity, capital expenditures or capital resources.

We use, from time to time, derivative financial instruments, principally interest rate and currency forward agreements, as part of our risk management policy to reduce our exposure to market risks from changes in foreign exchange rates and interest rates (see Note 31 to our Consolidated Financial Statements included in Item 18 of this Form 20-F). We may enter into other derivative financial instruments when we assess that the risk can be hedged effectively.

Contractual Obligations and Commercial Commitments

We are party to numerous contractual arrangements consisting of, among other things, royalty agreements with designers, leases for retail store, plant, warehouse and office facilities, as well as certain data processing and automotive equipment, and outstanding borrowings under credit agreements and facilities with financial institutions to finance our operations. These contractual arrangements may contain minimum annual commitments. A more complete discussion of the obligations and commitments is included in Notes 21 and 28 to our Consolidated Financial Statements included in Item 18 of this Form 20-F.

The following table summarizes the scheduled maturities of our long-term debt, minimum lease commitments under non-cancelable operating leases, minimum payments under non-cancelable royalty arrangements, purchase commitments (including long-term) and endorsement contracts as of December 31, 2015. The table does not include pension liabilities or liabilities for uncertain tax payments. We cannot make a reasonable and reliable estimate of when or if the uncertain tax payments

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will be made. Our pension plans are discussed in Note 22 to our Consolidated Financial Statements included in Item 18 of this Form 20-F.

Contractual Obligations (Amounts in millions of Euro)	Payments Due by Period				Total
	1 Year	1 to 3 Years	3 to 5 Years	After 5 Years	
Long-Term Debt and Current Maturities ⁽¹⁾⁽²⁾	44.9	226.6	672.6	825.2	1,769.3
Interest Payments ⁽³⁾	65.9	120.9	64.9	54.2	305.8
Operating Leases	375.1	514.7	317.6	270.3	1,477.8
Minimum Royalty Arrangements ⁽⁴⁾	106.1	243.9	208.4	349.5	907.9
Long-Term Purchase Commitments ⁽⁵⁾	17.6	23.5	12.7	5.3	59.0
Endorsement Contracts ⁽⁶⁾	10.1	7.6	1.4		19.0
Other Commitments ⁽⁷⁾	115.3	87.7	11.8		214.8
Total	735.0	1,224.9	1,289.4	1,504.3	4,753.4

- (1) As described previously, our long-term debt has certain financial and operating covenants that may cause the acceleration of future maturities if we do not comply with them. We were in compliance with these covenants as of December 31, 2015 and expect to be in compliance for the foreseeable future.
- (2) The calculation of Long-Term Debt and Current Maturities includes capital lease obligations, pursuant to which the following amounts are scheduled to become due and payable: Euro 9.5 million (less than one year) and Euro 24.1 million (one to three years); and it excludes the balance of the amortized costs of Euro 9.2 million.
- (3) These amounts do not include interest payments due under our various revolving credit facilities as the amounts to be borrowed in future years are uncertain at this time. In addition, interest rates used to calculate the future interest due on our variable interest rate term loans were calculated based on the interest rate as of December 31, 2015 and assume that we make all scheduled principal payments as they mature.
- (4) These amounts represent obligations under our license agreements with designers, some of which require us to make annual guaranteed minimum payments.
- (5) These amounts represent obligations under our supplier commitments with various vendors.
- (6) These amounts represent obligations under our endorsement contracts with selected athletes and others who endorse Oakley products, certain of which require us to pay specified annual minimum commitments and sometimes additional amounts based on performance goals.
- (7) Other commitments mainly include auto, machinery and equipment lease commitments.

At December 31, 2015, we had available funds of approximately Euro 632.0 million under our unused short-term lines of credit. Substantially all of these lines have terms of less than one year, but they have been renewed annually in prior years. For additional information, see Note 15 to our Consolidated Financial Statements included in Item 18 of this Form 20-F.

ITEM 6. DIRECTORS, SENIOR MANAGEMENT AND EMPLOYEES

DIRECTORS AND SENIOR MANAGEMENT

The Board of Directors of Luxottica Group S.p.A. was appointed at the Stockholders' Meeting held on April 24, 2015. It currently consists of 14 members.

The current term of the Board of Directors expires at the time of the approval of the statutory financial statements as of and for the year ending December 31, 2017. During 2014, the Company adopted a governance model based on the appointment of two Chief Executive Officers to better respond to the

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growing complexity of the Group and to the demands of global competition. The model was implemented on January 19, 2015 with the appointment of Mr. Adil Mehboob-Khan as Chief Executive Officer for Markets and Mr. Massimo Vian as Chief Executive Officer for Product and Operations. On January 29, 2016, Mr. Mehboob-Khan departed from the Board of Directors and as the Group CEO for Markets and, effective February 29, 2016, from his other administrative roles with the Group. At the same time, the Board of Directors approved the assignment of responsibility for Markets, a role formerly held by Mr. Mehboob-Khan, to Mr. Leonardo Del Vecchio, the Company's Chairman of the Board of Directors and majority shareholder, as Executive Chairman. Mr. Massimo Vian continues in his role as CEO for Product and Operations. Furthermore on March 1, 2016, the Board of Directors co-opted Mr. Francesco Milleri as a director with deputy functions to assist the Executive Chairman with the exercise of his duties. The Board has granted Mr. Milleri deputy and substitute powers to be exercised upon specific request and authorization of the Executive Chairman under his coordination and responsibility. Mr. Milleri's appointment terminates concurrently with the ordinary stockholder's meeting on April 29, 2016. Mr. Milleri will remain in office until the stockholder's meeting convened to approve the 2015 financial statements. The Board of Directors has proposed that the stockholders confirm Mr. Milleri as a director until the approval of the Company's financial statements for the fiscal year ending on December 31, 2017. This nomination will be submitted to the stockholders of the Company at the meeting of stockholders to be held on April 29, 2016.

Set forth below is certain information as of April 8, 2016 regarding the directors and senior management of Luxottica Group S.p.A.:

Name	Age	Senior Manager or Director(1) Since	Position
Leonardo Del Vecchio	80	1961	Executive Chairman of the Board of Directors
Luigi Francavilla	78	1968/1985	Deputy Chairman
Massimo Vian	43	2005/2014	Chief Executive Officer for Product and Operations and Director
Francesco Milleri	56	2016	Director with Deputy Functions
Marina Brogi	48	2015	Director
Luigi Feola	48	2015	Director
Elisabetta Magistretti	68	2012	Director
Mario Notari	51	2015	Director
Maria Pierdicchi	58	2015	Director
Karl Heinz Salzburger	59	2015	Director
Luciano Santel	59	2015	Director
Cristina Scocchia	42	2015	Director
Sandro Veronesi	56	2015	Director
Andrea Zappia	52	2015	Director
Paolo Alberti	53	2009	President Wholesale
PierGiorgio Angeli	55	2007	Group Human Resources and Internal Communications Officer
Nicola Brandolese	45	2012	President Retail Optical
Stefano Grassi	42	2007	Chief Financial Officer
Enrico Mistrion	46	1995	Corporate Business Services Officer
Alessandra Senici	48	2000	Group Investor Relations and Corporate Communications Officer
Giorgio Striano	45	2009	Group Manufacturing Officer

(1)

For our senior managers, the periods listed in the table reflect periods of affiliation with Luxottica Group S.p.A. or any of its predecessors and affiliates, and not necessarily the period since they were appointed to their current position. When two years are indicated, the former is the first year of affiliation with Luxottica Group S.p.A. or any of its predecessors and affiliates and the latter is the year of appointment as a director.

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All information disclosed below regarding compensation, shareholdings and incentive plans also include directors who held the office for all or part of 2015, including Mr. Adil Mehboob-Khan (whose relationship with the Company as CEO for Markets and a Director ended on January 29, 2016), and sixteen senior managers, each of whom held office for all or part of 2015.

Executive officers serve at the discretion of the Board of Directors. Messrs. Feola, Notari, Salzburger, Santel, Veronesi and Zappia and Mses. Brogi, Magistretti, Pierdicchi and Scocchia are all non-executive directors. In addition, Mses. Brogi, Magistretti, Pierdicchi and Scocchia and Messrs. Feola, Salzburger, Santel, Veronesi and Zappia are also independent directors under Italian law.

Pursuant to Italian law and our By-laws, a list for the appointment of the Board of Directors can be presented only by stockholders who hold the minimum percentage of the share capital established annually by CONSOB. For 2015, the year in which the current Board of Directors was appointed, the percentage established by CONSOB for Luxottica was equal to 0.5%.

Pursuant to Italian law, we maintain a Board of Statutory Auditors, elected at the Stockholders' Meeting, composed of experts in legal and accounting matters who are required to have no other affiliation with Luxottica Group S.p.A. and who must satisfy certain professional and other standards. The Board of Statutory Auditors, comprised of three regular members and two alternate members, is required to verify that we (i) comply with applicable law and our By-laws, (ii) respect the principles of correct administration, (iii) maintain adequate organizational structure, internal controls and administrative and accounting systems, (iv) ensure that our accounting system represents the facts in a fair and true manner and (v) give adequate instructions to our subsidiaries. The Board also supervises the manner in which we comply with the Code of Corporate Governance issued by Borsa Italiana S.p.A. It also supervises our financial reporting process, the effectiveness of our internal auditing system and risk assessment, the audit work and the independence of our auditing firm. Although members of the Board of Statutory Auditors are required to attend the meetings of the Board of Directors and of the stockholders, they are not deemed to be members of the Board of Directors and do not vote on matters submitted to such meetings. At the Stockholders Meeting on April 24, 2015, the following individuals were appointed as members of the Board of Statutory Auditors: Francesco Vella, who is Chairman, Barbara Tadolini and Alberto Giussani. The following individuals were also appointed as alternate members of the Board of Statutory Auditors: Maria Venturini and Roberto Miccù. The alternate members will replace current members who leave their position during the current term. Francesco Vella and Roberto Miccù were selected from a list submitted by minority stockholders. Alberto Giussani, Barbara Tadolini and Maria Venturini were selected from a list submitted by Delfin S.à r.l. The current term of the Board of Statutory Auditors expires at the time of the approval of the statutory financial statements as of and for the year ending December 31, 2017.

See Item 16G "Corporate Governance Summary of the Significant Differences Between Our Corporate Governance Practices and the Corporate Governance Standards of the New York Stock Exchange" for more information regarding the designation of the Board of Statutory Auditors to act as our "Audit Committee" as defined in the U.S. Sarbanes-Oxley Act of 2002.

On July 26, 2012, the Board of Directors approved certain amendments to our By-laws as required by Italian law no. 120/2011 in order to ensure gender equality in the composition of the Board of Directors and the Board of Statutory Auditors. Please see Item 10 "Additional Information" for further details regarding the requirements set forth under the law no. 120/2011.

The extraordinary stockholder's meeting to be convened on April 29, 2016 will pass upon the proposed amendments to Articles 12, 19 and 30 of our By-Laws. The amended By-Laws will be available on our website if and when approved by the stockholders.

Pursuant to the Italian Code of Corporate Governance, issued by Borsa Italiana, we also maintain a Human Resources Committee, elected from the members of the Board of Directors. The Human

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Resources Committee has verification, advisory and proposal making functions, including, among others: (i) proposing to the Board of Directors the Group remuneration policy, (ii) recommending to the Board of Directors the remuneration payable to the Company's Directors with additional responsibilities and determining the remuneration criteria for senior management of the Company and of the entire Group and (iii) reviewing the Luxottica Group employees' incentive plans and making proposals to the Board of Directors regarding the beneficiaries of the plans. The Human Resources Committee also evaluates the organizational requirements of the Group and the actions taken to assign key positions ("succession plans") and makes inquiries for the preparation and revision of succession plans adopted by the Board of Directors. The members of the Human Resources Committee are Andrea Zappia, Chairman, Marina Brogi, independent directors, and Mario Notari, non-executive director. The term of the Human Resources Committee is co-extensive with the term of our Board of Directors since its members are also members of our Board of Directors.

We also have a Control and Risk Committee, which is composed of the following independent directors: Elisabetta Magistretti, Chairperson, Luciano Santel and Cristina Scocchia. The Control and Risk Committee is responsible for performing investigations, providing advice and submitting proposals to the Board of Directors. In particular, the Control and Risk Committee (i) assists the Board of Directors in the execution of its internal control tasks and mandates, (ii) evaluates the planned initiatives and projects of the Internal Auditing function, (iii) reviews and assesses the regular reports issued by the Internal Auditing function, (iv) assesses, together with the manager responsible for the preparation of the Company's accounting records and the managers and the auditors, the proper use and application of accounting principles, (v) assesses the results of the activities performed by the Internal Auditing function, (vi) expresses opinions concerning the identification and management of corporate risks and (vii) expresses opinions concerning the planning, implementation and management of the internal control system.

See Item 16G "Corporate Governance Summary of the Significant Differences Between Our Corporate Governance Practices and the Corporate Governance Standards of the New York Stock Exchange" for more information regarding the designation of the Human Resources Committee to act as our compensation committee.

A short biography of each of our Directors and executive officers is set forth below:

Leonardo Del Vecchio is the founder of our operations and has been Chairman of the Company since its incorporation. In 2016, he became the Company's Executive Chairman with responsibility for Markets. In 1986, the President of the Republic of Italy conferred on Mr. Del Vecchio the honor of Cavaliere dell'Ordine al "Merito del Lavoro" (Knight of the Order for Labor Merit). In May 1995, he received an honorary degree in Business Administration from the Venice Ca' Foscari University. In 1999, he received a Master "honoris causa" in International Business from MIB-Management School in Trieste. In 2002, he received an honorary degree in Managerial Engineering from the University of Udine and, in March 2006, Mr. Del Vecchio received another honorary degree in Materials Engineering from Politecnico of Milan. Furthermore, in December 2012, Mr. Del Vecchio received from CUOA Foundation a master "honoris causa" in Business Administration. Mr. Del Vecchio is also Chairman of Delfin S.à r.l. and Aterno S.a.r.l., Deputy Chairman of Foncière des Régions S.A. and Director of Beni Stabili S.p.A. SIIQ, GiVi Holding S.p.A., Gianni Versace S.p.A. and Kairos Julius Baer SIM.

Luigi Francavilla joined the Group in 1968, has been Director since 1985, Deputy Chairman since 1991, and was, until June 2010, the Chief Quality Officer of the Group. From 1977 until May 2009, he was Group Product and Design Director. From 1972 to 1977, Mr. Francavilla was General Manager of Luxottica S.r.l. and, from 1969 to 1971, he served as Technical General Manager of Luxottica S.r.l. In addition, he is Chairman of Luxottica S.r.l. and Luxottica Tristar (Dongguan) Optical Co. Ltd., two of our principal operating subsidiaries. Mr. Francavilla is also a Director in the Venice branch of the Bank of Italy. In April 2000, he received an honorary degree in Business Administration from Constantinian University

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in Cranston, Rhode Island, U.S.A. In 2011, he was appointed Grande Ufficiale of the Italian Republic. In 2012, the President of the Republic of Italy conferred on Mr. Francavilla the honor of Cavaliere dell'Ordine al "Merito del Lavoro" (Knight of the Order for Labor Merit).

Massimo Vian was appointed as a Director of the Company on October 29, 2014, undertaking *ad interim* all managing powers until January 19, 2015, when he was appointed Chief Executive Officer for Product and Operations. Mr. Vian joined the Group in 2005 as Industrial Engineering Director. From 2007 to 2010, he served as Asia Operations Director, and he was subsequently appointed as Group Chief Operations Director and assumed the responsibility for the Company's Zero Waste initiative in 2013. Mr. Vian holds a degree in Management Engineering from the University of Padova. Prior to joining Luxottica, he held different roles at Nacco Materials Handling, EFESO Consulting, Key Safety Systems and Momo S.r.l. Mr. Vian is also Chief Executive Officer of Luxottica S.r.l. and serves as a Director of Luxottica North America Distribution LLC., Luxottica U.S. Holdings Corp., Oakley Inc., Luxottica Retail North America Inc. and OPSM Group Pty Limited.

Francesco Milleri was appointed as a Director with Deputy Functions of Luxottica Group S.p.A. on March 1, 2016. Mr. Milleri graduated with a degree in Law from the University of Florence in 1983 where he worked as an Assistant Professor of Political Economy from 1984 to 1986. In 1987, he earned a Master's of Business Administration from the school of management at Bocconi University in Milan, followed by two years of specialization in Corporate Finance at New York University's Stern School of Business as the recipient of Banca d'Italia's "Donato Menichella" scholarship. Mr. Milleri began his career in 1988 as a business consultant for Italian companies and multinational corporations. Mr. Milleri has over 20 years of international experience working in a variety of industries, including mechanics, consumer goods, financial institutions and pharmaceuticals. Alongside his business consulting activities, in 2000, Mr. Milleri founded and currently leads a group of companies focused on technology and digital innovation.

Marina Brogi was appointed as a Director of Luxottica Group S.p.A. on April 24, 2015. Ms. Brogi received a degree in Economics at Bocconi University in Milan in 1988. From 1993 to 1998, Ms. Brogi was Researcher of Financial Intermediaries at Bocconi University and, from 1998 to 2007, she was Associate Professor of Capital and Financial Markets at La Sapienza University in Rome. Since 2007, Ms. Brogi has been a full Professor of disclosure, governance and control in banks and insurance companies and of international banking and capital markets at La Sapienza University in Rome. Since 2011, she has also been Deputy Dean of the Faculty of Economics at La Sapienza University in Rome. Ms. Brogi is director of Salini Impregilo S.p.A., a member of the Supervisory Board of UBI Banca and Chairperson of the Board of Statutory Auditors of Fratelli Branca Distillerie S.p.A.

Luigi Feola was appointed as a Director of Luxottica Group S.p.A. on April 24, 2015. Mr. Feola graduated from Messina University with a degree in Business and Economics in 1990. In 1991, he received a Master's of Business Administration from Bocconi University and, in 1992, he completed the International Exchange Program at the University of California, Berkeley. Mr. Feola is a certified Chartered Public Accountant. Mr. Feola started his career in 1993 at Procter & Gamble Italy as a financial analyst where he was subsequently promoted to positions of increasing responsibility. In 2009, Mr. Feola was appointed Chief Financial Officer, Global Prestige Products and, in 2014, he was named Vice President and General Manager, Global Luxury Brands at Procter & Gamble Italy. Until March 2016, Mr. Feola was President of Value Retail Management Ltd, a company dedicated to the creation and operation of luxury outlet shopping in Europe and China. He is currently Senior Managing Director Europe for Temasek Holdings Private Limited.

Elisabetta Magistretti became a Director of Luxottica Group S.p.A. on April 27, 2012. She graduated from Bocconi University in Milan with a degree in Business and Economics. Ms. Magistretti is a Certified Chartered Public Accountant. She began her career at Arthur Andersen in 1972, where she became a partner in 1984. In 2001, she joined Unicredit Group as Head of the Administrative

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Government; from 2006 to 2009 she was responsible for the Group Internal Audit Department. From 2002 to 2009, she served on the Board of "Fondo Interbancario di Tutela dei Depositi," from 2002 to 2011, she served on the Management Board of "Organismo Italiano di Contabilità" and from 2006 to 2009, she was a member of the Supervisory Board of Unicredit S.p.A. From 2003 until early 2013, she was a Director of Unicredit Audit. From 2010 until 2012, she was a member of the Unicredit Bulbank Audit Committee and of the Supervisory Board of Zao Unicredit Russia, where she was Chairman of the Audit Committee. From 2011 to 2012, she was an independent director of Gefran S.p.A. and, from April 2011 until February 2016, she was an independent director of Pirelli & C. S.p.A. She is also member of the Board of Directors of Mediobanca S.p.A.

Mario Notari was appointed as a Director of Luxottica Group S.p.A. on April 24, 2015. Mr. Notari is a full Professor of Corporate and Business Law at Bocconi University in Milan, a Director and Ph.D in Company Law at Università di Brescia and a Member and Ph.D in Business Law at Università Bocconi. He is a member of the editorial boards and scientific boards of a number of law and business journals and a member and advisor of several academic and institutional boards. Mr. Notari is the founder and a partner in ZABBAN NOTARI RAMPOLLA & Associati, public notaries and lawyers in Milan. Mr. Notari is a public notary and a legal advisor to industrial and financial companies, listed companies and financial institutions as well as an arbitrator in the areas of civil, corporate and financial markets law. Currently, Mr. Notari is Chairman of the Board of Statutory Auditors of Kairos Investment Management S.p.A., Kairos Partners SGR S.p.A., Kairos Julius Baer SIM S.p.A., Chairman of the Supervisory Board of Assicurazioni Generali S.p.A. and a director of RCS Mediagroup S.p.A.

Maria Pierdicchi was appointed as a Director of Luxottica Group S.p.A. on April 24, 2015. Ms. Pierdicchi graduated from Bocconi University in Milan in 1982 with a degree in Economics. Ms. Pierdicchi obtained a Master's in Business Administration in Finance from New York University, Stern Graduate School of Business Administration in 1998. From 1981 to 1985, Ms. Pierdicchi was a research assistant in banking and international financial intermediaries at Bocconi University and an Assistant Professor of International Banking for SDA Bocconi School of Management. From 1985 to 1986, Ms. Pierdicchi served as a consultant to The World Bank in Washington D.C. and, from 1988 to 1991, she was a Senior Financial Analyst and Resident Vice President at Citibank N.A. In 1991, Ms. Pierdicchi joined Premafin S.p.A. where she became General Manager until 1998 when she joined Borsa Italiana S.p.A. as Senior Director in charge of new markets. From 2003 to 2015, Ms. Pierdicchi was Chief Executive Officer of S&P CMSI and Managing Director, Head of Southern Europe of Standard & Poor's, McGraw Hill Financial Group. She is member of the Board and Vice Chairman of the Italian American Chamber of Commerce. Furthermore, she is Director of Nuova Banca delle Marche S.p.A., Nuova Banca dell'Etruria e del Lazio S.p.A., Nuova Cassa di Risparmio di Ferrara S.p.A., and Nuova Cassa di Risparmio di Chieti S.p.A.

Karl Heinz Salzburger was appointed as a Director of Luxottica Group S.p.A. on April 24, 2015. Mr. Salzburger graduated from the University of Verona in 1981. In 1983, he obtained a Master's degree in International Marketing at CUOA (Centro Universitario di Organizzazione Aziendale University Centre of Business Administration) in Vicenza. Mr. Salzburger began his professional career at Accumulatori Alto Adige and thereafter he moved to Austria for Salvagnini Transferica S.p.A., where he became General Manager. From 1990 to 1997, Mr. Salzburger held a number of positions at Benetton Sportssystem S.p.A. culminating in management of certain Benetton Sportssystem's subsidiaries. In 1997, he was appointed Chief Executive Officer of The North Face Europe and thereafter he was appointed Chief Executive Officer of The North Face Inc. in San Francisco, where he remained through 2000. In 2000, Mr. Salzburger was appointed as President for the International Outdoor Coalition of VF Corporation and thereafter, in 2006, President of VF International, with responsibility for all VF brands in Europe, the Middle East and Asia. Since 2010, Mr. Salzburger has been Group President of VF Corporation International and holds various positions in other entities comprising the VF Group. He is currently Chairman of the Board of Directors of VF International Sagl.

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Luciano Santel was appointed as a Director of Luxottica Group S.p.A. on April 24, 2015. Mr. Santel graduated from Ca Foscari University of Venice with a degree in Business and Economics and then joined the independent auditing firms of Reconta Ernst & Young and Arthur Andersen. Mr. Santel served as Finance Director of IVG and Rossignol Group. In 1996, he was appointed as Chief Operating Officer of Retail Brand Alliance (Casual Corner Group Inc.) where he worked until 1999 when he joined Luxottica as VP Group International Development. In 2001, Mr. Santel joined Geox S.p.A. as Chief Corporate Officer until 2009, when he was appointed Chief Executive Officer of Stefanel S.p.A. In 2013, he was appointed Chief Corporate Officer of Moncler S.p.A. He is also Chief Executive Officer of Industries S.p.A., a company controlled 100% by Moncler S.p.A. and a director of ISC S.p.A.

Cristina Scocchia was appointed as a Director of Luxottica Group S.p.A. on April 24, 2015. Ms. Scocchia graduated from Bocconi University with a degree in Management of International Firms. She completed a PhD in Business Administration at the University of Turin. Ms. Scocchia started her career at Procter & Gamble where, since 1997, she held positions of increasing responsibility working on mature and emerging markets until she was appointed as Cosmetics International Operations Division leader in 2012. In 2013, she joined L'Oréal Italia S.p.A. and, since January 2014, has acted as its Chief Executive Officer. Ms. Scocchia is Vice President of Cosmetics Italy and of Centromarca and a member of the Board and of the Advisory Board of Federchimica and UPA. She is also a member of the Board of Industrial Union of Turin and Indicod-ECR, a member of the Advisory Board of the Foreign Investors Council and a member of the Sodalitas Foundation. Since 2015, Ms. Scocchia is a member of the Board of Directors of Auditel.

Sandro Veronesi was appointed as a Director of Luxottica Group S.p.A. on April 24, 2015. In 1983, Mr. Veronesi graduated from the University of Verona with a degree in Business and Economics. He began his career in 1984 at Golden Lady S.p.A. where he held key positions until 1996. Since 1996, Mr. Veronesi has overseen Calzedonia S.p.A., a company he founded in 1993 that owns several brands, including Intimissimi, Falconeri, Signorvino and Atlier Aimée, of which he is Chairman of the Board of Directors. In 1999, Mr. Veronesi established Fondazione San Zeno. In 2009, the President of the Republic of Italy conferred on Mr. Veronesi the honor of Cavaliere dell'Ordine al "Merito del Lavoro" (Knight of the Order for Labor Merit). Since 2011, Mr. Veronesi has served as a member of the Board of Directors of Banco Popolare Società Cooperativa.

Andrea Zappia was appointed as a Director of Luxottica Group S.p.A. on April 24, 2015. Mr. Zappia graduated from University of Bologna with a degree in Business and Economics. He began his career at Procter & Gamble where he served as European Group Marketing Manager. From 1996 to 2001, Mr. Zappia held the position of Global Sales and Marketing Director, respectively, for Ferrari S.p.A. and Maserati Worldwide and, thereafter, he was Vice President Marketing and Product Development worldwide for FILA Holding S.p.A. In 2003, Mr. Zappia joined Sky Italia, where he held the position of Vice President, Marketing, Promotion and Business Development and several other increasingly senior positions leading to his appointment as Chief Executive Officer in 2011. He is currently a member of the "Giunta, Comitato di Presidenza and Consiglio Direttivo" for Assolombarda's project on Media and Communication. He is also a Director of Banca Sistema S.p.A.

Paolo Alberti joined Luxottica Group in May 2009 and is President Wholesale. Prior to joining Luxottica, he was Executive VP at Bulgari Parfums where he was responsible for the development, marketing, logistics and commercialization of Bulgari Perfumes and Cosmetics. He was also responsible for the Bulgari eyewear license with Luxottica. Prior to being at Bulgari, he was General Manager at L'Oréal, Consumer Division, Director at Johnson & Johnson and Advertising Brand Manager at Procter & Gamble. Mr. Alberti holds a B.S. in Civil Management Engineering from the University of the Pacific (California, USA) and a Master in Business Administration from Bocconi University.

PierGiorgio Angeli became the Group Human Resources and Internal Communications Officer in March 2016. Mr. Angeli joined Luxottica in 2007 as the Group Operations Human Resources Director.

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Prior to joining the Company, Mr. Angeli held positions of increasing responsibility at Seleco S.p.A. from 1991 to 1995, Whirlpool Europe S.p.A. from 1996 to 2001, FIAMM Group S.p.A. from 2002 to 2006 and Pirelli Group S.p.A. in 2007. Mr. Angeli holds a bachelor's degree in Law from the University of Padua.

Nicola Brandolese became President of Retail Optical Americas in January 2014 and was appointed President Retail Optical in 2015. He joined Luxottica in 2012 as Group Business Development Director and Chief Digital Officer. Before joining Luxottica, from 2003 to 2012, Mr. Brandolese spent nine years with News Corporation, where he led marketing, sales and product management as Executive Vice President of Sky. Between 1997 and 2003, Mr. Brandolese served as Project Leader with The Boston Consulting Group and as Director of Sales and Business Strategy at Sapient Corporation. Prior to working in management consulting, Mr. Brandolese led Purchasing and Logistics at Erikstone OY AB in Finland. Mr. Brandolese holds a Master's degree in Engineering from the Polytechnic University of Milan and a BEP degree from Boston's Babson College.

Stefano Grassi was appointed Chief Financial Officer on October 29, 2014. Mr. Grassi joined the Group in 2007 as Finance Manager Luxottica Retail North America and from 2008 to 2012 he served as Group Retail Financial Controller. In 2012, he became Group Controlling & Forecasting Director. Before joining Luxottica, Mr. Grassi held various positions at General Electric in Italy, the United States, Spain, France and Hungary until 2005, when he became CFO of General Electric Capital Commercial Finance Italy. Mr. Grassi holds a degree in Business Administration from La Sapienza University in Rome.

Enrico Mistrion joined the Group in 1995, after graduating with a degree in Business Administration from the University of Venice. Over the last 20 years, Mr. Mistrion assumed roles of increasing responsibility in different strategic areas within the Group, including Administration, Finance and Business Controlling, along with Planning and Supply Chain. In 2007, he became Group Financial Controller and, in 2010, Supply Chain Director. In 2015, he was appointed Corporate Business Services Officer.

Alessandra Senici has served as the Group Investor Relations Director at Luxottica Group since May 2007 and, in September 2014, widened her responsibilities by taking over the leadership of Corporate Communications, being appointed as Group Investor Relations and Communications Officer. Ms. Senici joined the Group in February 2000. She was previously an Equity Analyst with Rasfin Sim and Cariplo S.p.a., where she also worked on primary and secondary offerings together with the corporate finance and equity capital markets teams. She also has currency trading experience. Ms. Senici holds a bachelor's degree in Business Administration from the University of Brescia, is a member of A.I.R., the Italian Association of Investor Relations Officers, and a member of the steering committee of Valore D, an association of large companies formed in Italy in order to support women's leadership in the corporate world.

Giorgio Striano was appointed Group Manufacturing Officer of the Company in March 2015. Mr. Striano joined the Company in 2009 and in 2010 he took over the role of Asia Operations Director, being subsequently appointed as Senior Vice President, Oakley Operations. In 2013, Mr. Striano increased his responsibilities by assuming leadership for Luxottica's optical manufacturing and lens procurement functions and, in 2014, he transitioned to lead Luxottica's manufacturing operations in Italy. Mr. Striano holds a degree in electrical engineering and a master's degree in advanced industrial marketing from INSEAD in Singapore. Prior to joining the Company, Mr. Striano gained manufacturing and general management experience at The Procter & Gamble Company and Manuli Rubber Industries.

COMPENSATION

Set forth below is information regarding total compensation paid to the members of our Board of Directors and our Board of Statutory Auditors for services rendered to Luxottica Group S.p.A. and our subsidiaries during 2015 and remuneration to Senior Managers who held office for all or a portion of 2015 (amounts in Euros).

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Compensation paid to directors, general managers, auditors and other executives with strategic responsibilities (in Euro)

Name	Office	Term of office	Expiration	Compensation					Fair value of equity compensation (Estimated Potential Value)
				Fixed remuneration	Committee Participation	Variable non-equity Bonus and other incentives	Non-cash participation	Other compensation	
Ardo Del Rio	Chairman of the Board	January 1, 2015 - December 31, 2015	Approval of financial statements for 2017						
Compensation paid by the Company				1,158,070(1)					1,158,070
Compensation paid by subsidiary or affiliate companies									
Total				1,158,070					1,158,070
Roberto Cavilla	Vice Chairman	January 1, 2015 - December 31, 2015	Approval of financial statements for 2017						
Compensation paid by the Company				153,292(2)					153,292(2)
Compensation paid by subsidiary or affiliate companies				657,060					657,060
Total				810,352					810,352
Simone Vian	CEO Product and Operations	January 1, 2015 - December 31, 2015	Approval of financial statements for 2017						
Compensation paid by the Company				1,110,776(3)		1,365,550(4)	44,654	2,520,980	3,094,200
Compensation paid by subsidiary or affiliate companies									
Total				1,110,776		1,365,550	44,654	2,520,980	3,094,200
Shahid Khan	CEO Markets	January 1, 2015 - December 31, 2015(5)	February 29, 2016 (departed from the Company)						
Compensation paid by the Company				11,763,034(5)		1,701,450(6)	50,514	13,514,998	6,286,600
Compensation paid by subsidiary or affiliate companies									
Total				11,763,034		1,701,450	50,514	13,514,998	6,286,600
Anna Brogi	Director	April 24, 2015	Approval of financial						

		- statements December 31, 2015	for 2017		
compensation paid by the Company				68,611	17,153(7)
compensation paid by subsidiary or affiliate companies					
Total				68,611	17,153
Feola	Director	Approval April 24, 2015	of financial - statements December 31, 2015		
compensation paid by the Company				68,611	
compensation paid by subsidiary or affiliate companies					
Total				68,611	68,611
betta stretti	Director	Approval January 1, 2015 - December 31, 2015	of financial - statements for 2017		
compensation paid by the Company				95,292	35,292(8)
compensation paid by subsidiary or affiliate companies					
Total				95,292	35,292
o Notari	Director	Approval April 24, 2015	of financial - statements December 31, 2015		
compensation paid by the Company				68,611	17,153(9)
compensation paid by subsidiary or affiliate companies					
Total				68,611	17,153
a licchi	Director	Approval April 24, 2015	of financial - statements December 31, 2015		
compensation paid by the Company				68,611	
compensation paid by subsidiary or affiliate companies					
Total				68,611	68,611
Heinz urger	Director	Approval April 24, 2015	of financial - statements December 31, 2015		
compensation paid by the Company				68,611	
compensation paid by subsidiary or affiliate companies					

Total			68,611		68,611
no Santel	Director	Approval April 24, 2015 - December 31, 2015			
		of financial statements for 2017			
compensation paid by the Company			68,611	24,014(10)	92,625
compensation paid by subsidiary or affiliate panies					
Total			68,611	24,014	92,625
ina chia	Director	Approval April 24, 2015 - December 31, 2015			
		of financial statements for 2017			
compensation paid by the Company			68,611	24,014(11)	92,625
compensation paid by subsidiary or affiliate panies					
Total			68,611	24,014	92,625
ro nesi	Director	Approval April 24, 2015 - December 31, 2015			
		of financial statements for 2017			
compensation paid by the Company			68,611		68,611
compensation paid by subsidiary or affiliate panies					
Total			68,611		68,611

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Office	Term of office	Expiration	Compensation for		Variable non-equity compensation			Total	Fair value of equity compensation* (Estimated term Potential Value)	Incentive participation
			Fixed remuneration	Committee Participation	Bonus and other incentive	Profit participation	Non-cash benefits			
Director	April 24, 2015	Approval - of financial statements for 2017								
			68,611	20,583(12)				89,195		
			68,611	20,583				89,195		
Director	January 1, 2015 - April 24, 2015	Approval of financial statements for 2015								
			26,917	9,500(13)				36,417		
			26,917	9,500				36,417		
Director	January 1, 2015 - April 24, 2015	Approval of financial statements for 2015								
			26,917	9,500(14)				36,417		
			26,917	9,500				36,417		
Director	January 1, 2015 - April 24, 2015	Approval of financial statements for 2015								
			26,917					26,917		
			26,917					26,917		
Director	January 1, 2015 - April 24, 2015	Approval of financial statements for 2015								
			26,917	15,833(15)				42,145		
			26,917	15,833				42,145		

Director	Approval January 1, of financial 2015 - statements April 24, 2015 for 2015		
Compensation paid by the Company		26,917	7,917(16)
Compensation paid by subsidiary or affiliate			34,833
		26,917	7,917
Director	Approval January 1, of financial 2015 - statements April 24, 2015 for 2015		
Compensation paid by the Company		26,917	7,917(17)
Compensation paid by subsidiary or affiliate			34,833
		26,917	7,917
Chairman of the Board of Statutory Auditors	Approval January 1, of financial 2015 - statements December 31, for 2017 2015		
Compensation paid by the Company		105,000	105,000
Compensation paid by subsidiary or affiliate			105,000
		105,000	105,000
Auditor	Approval January 1, of financial 2015 - statements December 31, for 2017 2015		
Compensation paid by the Company		70,000	70,000
Compensation paid by subsidiary or affiliate			70,000
		70,000	70,000
Auditor	Approval January 1, of financial 2015 - statements December 31, for 2017 2015		
Compensation paid by the Company		70,000	70,000
Compensation paid by subsidiary or affiliate		18,000(18)	18,000
		88,000	88,000

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Compensation paid by the Company	4,082,037	3,295,600(19)	138,388	7,516,025	8,232,056	2
Compensation paid by subsidiary or affiliate						
Total	4,082,037	3,295,600	138,388	7,516,025	8,232,056	2
Compensation of 6 Directors with						
Responsibilities						
of the Board of Directors						
and by						
the companies)						
Compensation paid by the Company	353,464	192,750(20)	11,479	557,693	543,399	
Compensation paid by subsidiary or affiliate	2,622,580	1,820,864(21)		4,443,444	2,287,737	
Total	2,976,044	2,013,614	11,479	5,001,137	2,831,136	

- (1) Euro 95,292 paid as a Director and Euro 1,062,778 paid as Chairman of the Board of Directors.
- (2) Euro 95,292 paid as a Director and Euro 58,000 paid as Vice Chairman of the Board of Directors.
- (3) Euro 95,292 paid as a Director, Euro 415,484 paid as CEO for Product and Operations and Euro 600,000 paid as an employee.

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- (4) Variable non-equity compensation paid based on employment contract and for the position as Director.
- (5) Euro 95,292 paid as a Director, Euro 9,666,129 paid as CEO for Markets and Euro 2,001,613 paid as an employee. Following the termination of the employment relationship with the Company as of February 29, 2016, Adil Mehboob-Khan did not retain any rights over awards previously granted under long-term incentive plans.
- (6) Variable non-equity compensation paid due to an employment contract and for the position as Director.
- (7) Compensation paid as a member of the Human Resources Committee since April 24, 2015.
- (8) Compensation paid as a member of the Control and Risk Committee and from April 24, 2015 as Chairman of the Committee.
- (9) Compensation paid as a member of the Human Resources Committee in office since April 24, 2015.
- (10) Compensation paid as a member of the Control and Risk Committee since April 24, 2015.
- (11) Compensation paid as a member of the Control and Risk Committee since April 24, 2015
- (12) Compensation paid as Chairman of the Human Resources Committee until April 24, 2015.
- (13) Compensation paid as Chairman of the Control and Risk Committee until April 24, 2015.
- (14) Compensation paid as Chairman of the Human Resources Committee until April 24, 2015.
- (15) Compensation paid as a member of the Control and Risk Committee and Human Resources Committee until April 24, 2015.
- (16) Compensation paid as a member of the Human Resources Committee until April 24, 2015.
- (17) Compensation paid as a member of the Control and Risk Committee until April 24, 2015.
- (18)

Compensation paid as statutory auditor in the subsidiary company Salmoiraghi & Viganò.

(19) Variable non-equity remuneration paid due to an employment contract and for the position as Director.

(20) Variable non-equity remuneration paid due to an employment contract and for the position as Director.

(21) Variable non-equity remuneration paid due to an employment contract and for the position as Director.

*

The amounts reflected are equal to the proportionate share of the securities' fair value, calculated through actuarial techniques, spread over the relevant vesting period.

Aggregate compensation paid by us to our senior management (who are not directors) as a group (16 people) was approximately Euro 18.4 million in 2015, of which approximately Euro 5.9 million represented provision for termination indemnities and social security charges required by Italian law. Upon the recommendation of the Human Resources Committee and as a result of Luxottica achieving the combined EPS target for the three-year period from 2012 to 2014 set forth in the 2012 Performance Share Plan, on March 2, 2015, the Board of Directors assigned 178,000 Luxottica Group shares to members of this group. The aggregate amount set aside or accrued during the year ended December 31, 2015 to provide pension and retirement benefits for our directors who are also members of our management was Euro 0.8 million. Our directors who are not members of management do not receive such benefits.

With the exception of termination benefits provided for Mr. Mehboob-Khan, who left the Company in 2016, and Mr. Vian, none of our directors have service contracts with the Company or any of its subsidiaries providing for benefits upon termination of employment.

In case of termination other than for good cause, we will pay our Chief Executive Officer for Product and Operations a separation allowance, in addition to providing for termination indemnities provided by Italian law, equal to the sum of Euro 3 million.

An additional allowance equal to Euro 0.5 million will be paid to Mr. Vian in order to provide compensation for both non-competition and non-solicitation commitments. This allowance will be paid for the 24 months following the termination of the employment contract in deferred three-month installments.

The termination of the employment agreement of our CEO for Product and Operations any reason will be good cause for the revocation of such CEO's director office without any indemnity or compensation.

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There are no agreements that provide for the allocation or maintenance of non-monetary benefits or the stipulation of ad hoc consultancy contracts in the event of termination of the position of the Chief Executive Officer or the position of other executive directors.

EMPLOYEES

As of December 31, 2015, we employed approximately 78,900 employees worldwide, of whom approximately 42,300 were employed in the United States and Canada, approximately 18,300 were employed in Asia-Pacific, approximately 12,500 were employed in Europe, approximately 5,300 were employed in Latin America and approximately 500 were collectively employed in the Middle East and South Africa. As of such date, approximately 30,600 were employed in our manufacturing and wholesale segment (including Oakley), approximately 47,900 were employed in our retail segment and approximately 550 were employed in our corporate offices. Substantially all of our employees in Italy are covered by collective bargaining agreements. Other than those employees of Luxottica Retail N.A. subject to collective bargaining agreements described below, none of our employees in the United States are covered by collective bargaining agreements. We have enjoyed generally good relations with our employees.

Employment agreements in Italy are generally collectively negotiated between the national association of companies within a particular industry and the respective national unions. Individual companies must enter into contracts with their employees based on the relevant collective agreement. The agreement for optical workers, which is part of the national textile agreement, covers approximately 8,500 of our employees. This agreement expired on December 31, 2015 and the renewal is being negotiated. In addition to the national collective bargaining agreement for workers, we typically enter into separate local contracts with labor unions representing our employees. The local agreement with optical workers, supplementing the terms of the national textile contract, was renewed on October 30, 2015. The agreement continues to provide for new profitability targets for employee variable wages.

Italian law provides that, upon termination of employment, employees are entitled to receive certain compulsory severance payments based on their compensation levels and length of employment. As of December 31, 2015, we had established a reserve of Euro 38.0 million for such severance payments, which is reflected in our Consolidated Financial Statements.

Luxottica Retail N.A. is a party to the following two collective bargaining agreements as of December 31, 2015. The collective bargaining agreement with Local 108, Retail, Wholesale and Department Store Union covers approximately 5 employees holding the positions of Sales Associate. The collective bargaining agreement with Local 4100 Communications Workers of America covers approximately 84 Pearle Vision and LensCrafters employees holding the positions of Certified Technician, Eye Care Advisor, EyeWear Consultant, Optician, Production Technician and Sales Associate. LensCrafters International, Inc. is a party to four collective bargaining agreements as of December 31, 2015. These collective bargaining agreements, each with Local 1000A, United Food and Commercial Workers Canada, cover approximately 60 employees holding the positions of Lab Technician, Lead Lab Technician, Certified Technician, Technician Trainee, Eyewear Consultant, and Licensed and Student Optician. In February 2016, LensCrafters International, Inc. became a party to two additional collective bargaining agreements, each with Local 1000A, United Food and Commercial Workers Canada, covering approximately 35 employees holding the positions of Lab Technician, Lead Lab Technician, Certified Technician, Technician Trainee, Eyewear Consultant, and Licensed and Student Optician.

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Set forth below is certain information concerning the beneficial ownership of our ordinary shares as of April 8, 2016, by each of our directors and executive officers who beneficially own in excess of 1% of our issued share capital.

Stockholder	Issuer	Shares owned as of April 8, 2016	Percentage Ownership
Leonardo Del Vecchio	Luxottica Group S.p.A.	300,185,525 ⁽¹⁾	62.06%

(1) 299,423,025 shares held of record by Delfin S.à r.l., an entity established and controlled by Mr. Del Vecchio. Mr. Del Vecchio holds voting and investment power over the shares held by such entity; 275,000 ADRs and 487,500 shares are held by his wife.

Except as otherwise indicated above, each of our directors and our executive officers owns less than 1% of our issued share capital.

In addition, set forth below is certain information regarding share ownership for our directors and our senior managers (who are not directors) as a group (including any shares held directly or indirectly by each such person or such person's spouse), prepared and disclosed as required by applicable Italian law.

Share ownership of directors, auditors and senior managers during year 2015

NAME	OFFICE	COMPANY'S SHARES	SHARES HELD AS OF DECEMBER 31, 2014	SHARES BOUGHT DURING 2015	SHARES SOLD DURING 2015	SHARES HELD AS OF DECEMBER 31, 2015
Leonardo Del Vecchio	Chairman	Luxottica Group S.p.A.	296,666,525 ⁽¹⁾	1,314,000	0	297,980,525 ^(1bis)
Luigi Francavilla	Deputy Chairman	Luxottica Group S.p.A.	3,364,800 ⁽²⁾	0	282,000 ^(2bis)	3,082,800 ⁽²⁾
Massimo Vian	CEO for Product and Operations	Luxottica Group S.p.A.	2,780 ⁽³⁾	20,030 ^(3bis)	8,737	14,073 ^(3ter)
Adil Mehboob-Khan ^(*)	CEO for Markets	Luxottica Group S.p.A.	0	5 ⁽⁴⁾	0	5 ⁽⁴⁾
Sandro Veronesi	Director since April 24, 2015	Luxottica Group S.p.A.	0	15,000	0	15,000
Claudio Del Vecchio	Director until April 24,	Luxottica Group S.p.A.	3,310,000 ⁽⁵⁾	0	0	3,310,000 ⁽⁵⁾

2015

Key Managers employed by the Company(10)	Luxottica Group S.p.A.	1,305	128,120(6)	126,000	3,425
Key Managers employed by subsidiary companies(6)	Luxottica Group S.p.A.	58,198	90,015(7)	140,400	7,813

- (*) Departed as CEO for Markets and Director on January 29, 2016 and from his other administrative roles on February 29, 2016.
- (1) 295,904,025 shares held by Delfin S.à r.l. (a company controlled by Leonardo Del Vecchio who holds 75.00% of the share capital in usufruct with voting rights and owns directly the remaining 25.00%); 275,000 ADRs and 487,500 shares held by his wife, Nicoletta Zampillo.
- (1bis) 297,218,025 shares held by Delfin S.à r.l. (a company controlled by Leonardo Del Vecchio who holds 75.00% of the share capital in usufruct with voting rights and owns directly the remaining 25.00%); 275,000 ADRs and 487,500 shares held by his wife, Nicoletta Zampillo.
- (2) Shares held in usufruct with his wife.
- (2bis) Luigi Francavilla and his wife sold the right of usufruct.
- (3) 2,750 shares held by Massimo Vian; 30 shares held by his wife, Alessandra Mottes.

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- (3bis) 20,000 shares granted under the PSP 2012 and 15 shares granted under the gift to the Group's employees in Italy in honor of the 80th birthday of the Group's Chairman and founder, Mr. Leonardo Del Vecchio; 15 shares held by his wife, Alessandra Mottes, under the gift to the Group's employees in Italy in honor of the 80th birthday of the Group's Chairman and founder, Mr. Leonardo Del Vecchio.
- (3ter) 14,028 shares held by Massimo Vian; 45 shares held by his wife, Alessandra Mottes.
- (4) Shares granted under the gift to the Group's employees in Italy in honor of the 80th birthday of the Group's Chairman and founder, Mr. Leonardo Del Vecchio.
- (5) 40,000 represented by ADRs, 10,000 of which are held through the Del Vecchio Family Foundation, 142,000 shares held by a trust constituted for the benefit of his minor children.
- (6) Included shares granted under the PSP Plan 2012 and shares bought following the exercise of stock options.

In addition to the holdings disclosed in the chart above, two senior managers employed by Luxottica's US subsidiaries who participate in the Luxottica Group Tax Incentive Savings Plan, a company-sponsored 401(k) savings plan for Luxottica's U.S. employees (the "Plan"), beneficially own Luxottica ADRs through interests in the Plan. As of December 31, 2014, such senior managers beneficially owned interests in the Plan equivalent to, in the aggregate, 1,468.90 ADRs. As of December 31, 2015 such senior managers beneficially owned interests in the Plan equivalent to, in the aggregate, 475.04 ADRs. The ADRs beneficially owned by Plan participants are held in the form of "units" of an investment fund offered under the Plan and are allocated by the Plan administrator to participant accounts based on U.S. dollar allocation amounts specified by the participants, which may result in holdings of fractional ADR investments.

In September 2001, we adopted an employee stock option plan providing for the issuance of options covering up to 11,000,000 ordinary shares of nominal value Euro 0.06 each. Our Board of Directors administers the stock option plan. The purpose of the plan is to provide additional incentives to our key employees. Grants under the stock option plan may be of non-qualified options and/or incentive stock options. Under the plan, the Board of Directors may not grant an option for a term of more than nine years from the date of grant, or for a term that expires after March 31, 2017. The option exercise price per share may not be less than the greater of (i) the closing market price of our ADSs on the NYSE on the first business day immediately preceding the date of grant or (ii) the average of the closing market price of the ADSs on the NYSE for each business day during the 30-day period ending on the date of grant. Options cannot be currently granted under this plan.

On September 14, 2004, our Chairman and majority stockholder, Mr. Leonardo Del Vecchio, allocated shares previously held through La Leonardo Finanziaria S.r.l. (subsequently merged into Delfin S.à r.l.), a holding company of the Del Vecchio family, representing 1.98% (or 9.6 million shares) of the Company's authorized and issued share capital as of April 8, 2016, to a stock option plan for our top management at an exercise price of Euro 13.67 per share (see Note 29 to the Consolidated Financial Statements included in Item 18 of this Form 20-F). The stock options to be issued under the stock option plan vested upon the achievement of certain economic objectives as of June 30, 2006, and, as such, the holders of these options became entitled to exercise such options beginning on that date until their termination on August 30, 2014. In July 2006, we adopted an additional employee stock option plan providing for the issuance of options covering up to 20,000,000 ordinary shares of nominal value of Euro 0.06 each. The purpose of the plan is to provide additional incentives to key employees of the Group. Under the 2006 Option Plan, the option exercise price per share shall be the fair market value of an ordinary share on the date of grant, which, for U.S. employees, is defined as the higher of (i) the arithmetic average of the official market price of our ordinary shares on the MTA during the month ending on the day prior to the date of grant or (ii) the official market price of our ordinary shares on the MTA on the trading day immediately preceding the date of grant. Options granted under the plan generally become exercisable three years after the date of grant and expire nine years after such date.

In May 2008, a performance shares plan for our top managers as identified by the Board of Directors (the "PSP Plan") was adopted. The PSP Plan is intended to strengthen the loyalty of our key managers

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and to recognize their contributions to our success on a medium- to long-term basis. The beneficiaries of the PSP Plan are granted the right to receive ordinary shares ("Units"), without consideration if certain financial targets set by the Board of Directors are achieved over a specified three-year period. The PSP Plan has a term of five years, during which the Board of Directors may resolve to issue different grants to the PSP Plan's beneficiaries. The PSP Plan covers a maximum of 6,500,000 ordinary shares. Each annual grant does not exceed 2,000,000 Units. On May 13, 2008, the Board of Directors granted a total maximum amount of 1,203,600 Units. On May 7, 2009, the Board of Directors granted a total maximum amount of 1,793,750 Units. On April 29, 2010, the Board of Directors granted a total maximum amount of 865,000 Units. On April 29, 2011, the Board of Directors granted a total maximum amount of 764,750 Units. On May 7, 2012, the Board of Directors granted a total maximum amount of 721,200 Units. Employees who received awards under the Plan were directors, officers and other managers with highly strategic roles who were selected by the Board of Directors upon the direct recommendation of our Human Resources Committee.

In April 2013, an additional performance shares plan for our key managers and employees, as identified by the Board of Directors, was adopted (the "New PSP Plan"). The New PSP Plan is intended to strengthen the loyalty of our key employees and managers and to recognize their contributions to our success on a medium- to long-term basis. In addition, the plan is intended to link Company results with individual performance. The beneficiaries are granted the right to receive Units of the Company if certain financial targets set by the Board of Directors at the time of grant are achieved at the end of a specified three-year reference period. The New PSP Plan has a term of five years, during which the Board of Directors may authorize the issuance of grants to the New PSP Plan's beneficiaries. The New PSP Plan covers a maximum of 10,000,000 ordinary shares. Each annual grant will not exceed 2,500,000 Units. On April 29, 2013, the Board of Directors granted a total maximum amount of 1,281,480 Units. On April 29, 2014, the Board of Directors granted a total maximum amount of 1,205,280 Units.

On February 28, 2012, the Board of Directors verified the achievement of the EPS targets over the reference period 2009 through 2011 and granted a total of 1,505,400 shares to 31 beneficiaries of the 2009 PSP Plan and approved cash distributions to three beneficiaries whose employment ended but who were entitled to allocation of amounts determined in accordance with the 2009 PSP Plan's regulation.

On February 28, 2013, the Board of Directors verified the achievement of EPS targets over the reference period 2010 through 2012 and granted a total of 523,800 shares to 34 beneficiaries of the 2010 PSP Plan and approved cash distributions to five beneficiaries whose employment ended but who were entitled to allocation of amounts determined in accordance with the 2010 PSP Plan's regulation.

On February 27, 2014, the Board of Directors verified the achievement of EPS targets over the reference period 2011 through 2013 and granted a total of 509,500 shares to 35 beneficiaries of the 2011 PSP Plan and approved cash distributions to two beneficiaries whose employment ended but who were entitled to allocation of amounts determined in accordance with the 2011 PSP Plan's regulation.

On March 2, 2015, the Board of Directors verified the achievement of EPS targets over the reference period 2012 through 2014 and granted a total of 498,778 shares to 39 beneficiaries of the 2012 PSP Plan and approved cash distributions to two beneficiaries whose employment ended but who were entitled to allocation of amounts determined in accordance with the 2012 PSP Plan's regulation.

On May 4, 2015, the Board of Directors made an ordinary grant under the 2015 PSP Plan for a total maximum amount of 893,160 units and made an extraordinary grant under the 2015 PSP Plan for a maximum amount of 688,800 Units.

On March 1, 2016, the Board of Directors verified the achievement of EPS targets over the reference period 2013 through 2015 and granted a total of 830,054 shares to 464 beneficiaries of the 2013 PSP

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Plan and approved cash distributions to two beneficiaries whose employment ended but who were entitled to allocation of amounts determined in accordance with the 2013 PSP Plan's regulation.

On May 7, 2009, the Board of Directors authorized the reassignment of new options to employees who were then beneficiaries of the stock option grants approved in 2006 and 2007 and held options with an exercise price, considering present market conditions and the financial crisis, that was significantly higher than the market price at such time, undermining the performance incentives that typically form the foundation of these plans. The Board of Directors therefore approved the grant of new options to the beneficiaries of the abovementioned stock option grants, which are exercisable conditional upon the surrender of the options granted in 2006 and/or 2007 at an exercise price determined pursuant to the provisions of the 2001 and 2006 Stock Option Plans and, therefore, consistent with the market values of Luxottica shares at the time of grant of the new options. The new options vested in 2012. The May 7, 2009 extraordinary grant which was subject to the achievement of certain Company financial performance targets vested on December 2, 2013.

In connection with the reassignment of options to employees not domiciled in the United States:

1. 85 employee-beneficiaries of the 2006 and 2007 stock option grants surrendered the options previously granted to them under the abovementioned grants in order to be assigned new options granted by the Board of Directors on May 7, 2009. Each such beneficiary was assigned options granting the right to purchase the same number of Luxottica Group ordinary shares that were subject to the options he or she previously held pursuant to the abovementioned grants, for a total amount of 2,060,000 options. The new options were granted under the 2006 stock option plan at an exercise price of Euro 13.45 per share.
2. Ten employee-beneficiaries of the 2006 three-year extraordinary stock option grant surrendered the options previously granted to them under the abovementioned grant in order to be assigned new options granted by the Board of Directors on May 7, 2009. Each such beneficiary was assigned options granting the right to purchase the same number of Luxottica Group ordinary shares that were subject to the options he or she previously held pursuant to the abovementioned grant, reduced by 50%, for a total amount of 4,250,000 options. The new performance options were granted under the 2006 stock option plan at an exercise price of Euro 13.45 per share.

The reassignment of options for employees domiciled in the U.S. was structured as a tender offer. The offer expired on June 12, 2009. All outstanding eligible options that were properly tendered under the reassignment program by eligible employees were accepted.

Pursuant to the terms of the reassignment program, Luxottica accepted for cancellation options to purchase 3,725,000 ordinary shares, representing approximately 99.6% of the shares underlying all eligible options held by U.S. employees. Of this amount, 825,000 shares were subject to options issued under the 2006 and 2007 stock option grants, while 2,900,000 shares were subject to options issued under the 2006 three-year extraordinary performance stock option grant. Pursuant to the terms and conditions of the reassignment program, on June 12, 2009, Luxottica issued new options to purchase an aggregate of 2,275,000 ordinary shares to U.S. employees who properly tendered eligible options, consisting of options issued under the Luxottica 2001 Stock Option Plan to purchase an aggregate of 825,000 ordinary shares and new performance options issued under the Luxottica 2006 Stock Option Plan to purchase an aggregate of 1,450,000 ordinary shares (equal to half the performance options previously granted). As of December 31, 2015, 185,000 of the 825,000 options issued under the Luxottica 2001 Stock Option Plan had been forfeited, 599,500 were exercised and all remaining options were outstanding.

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The new options issued under the Luxottica 2001 Stock Option Plan have an exercise price of Euro 15.03 per share. The new performance options issued under the Luxottica 2006 Stock Option Plan have an exercise price of Euro 15.11 per share.

At the Board of Directors meeting held on May 7, 2012, a total of 2,076,500 stock options were awarded under the 2006 Stock Option Plan to our employees and the employees of our subsidiaries. As of December 31, 2015, 282,500 of these stock options had been forfeited. As of December 31, 2015, the following grants were outstanding as detailed below:

	Number of options outstanding	Exercise price	Expiration date	Options held by officers and directors
2007 Grant⁽¹⁾	5,000	Euro 24.05	March 6, 2016	
2008 Grant	86,700	Euro 18.08	March 14, 2017	15,000
2008 PSP Grant⁽²⁾				
2009 Non-U.S. Grant	30,000	Euro 13.45	May 7, 2018	
2009 U.S. Grant	16,750	Euro 14.99	May 7, 2018	
2009 Non-U.S. Residents Reassignment, Ordinary	68,000	Euro 13.45	May 7, 2018	
2009 U.S. Residents Reassignment, Ordinary	40,500	Euro 15.03	March 31, 2017	20,000
2009 Non-U.S. Residents Reassignment, Performance Grant	400,000	Euro 13.45	May 7, 2018	
2009 U.S. Residents Reassignment, Performance Grant	50,000	Euro 15.11	June 12, 2018	50,000
2010 Non-U.S. Residents Grant	115,000	Euro 20.72	April 29, 2019	
2010 U.S. Residents Grant	33,000	Euro 21.23	April 29, 2019	
2011 Non-U.S. Residents Grant	135,000	Euro 22.62	April 28, 2020	
2011 U.S. Residents Grant	84,000	Euro 23.18	April 28, 2020	
2012 Non-U.S. Residents Grant	439,000	Euro 26.94	May 7, 2021	20,000
2012 U.S. Residents Grant	158,750	Euro 28.32	May 7, 2021	
2013 PSP Grant	1,066,680			219,120
2014 PSP Grant	1,083,180			238,200
2015 PSP Grant (ordinary)	848,880			212,200
2015 PSP Grant (extraordinary)	601,200			601,200

(1) These grants were subject to the reassignment of new options discussed above which was completed in June 2009.

(2) The performance targets of the 2008 PSP were not reached and therefore the Board of Directors did not assign any shares.

Stock options and PSP Units held by directors and senior managers

Set forth below is certain information regarding stock options held by our directors and our senior managers (who are not directors) as a group, prepared and disclosed as required by applicable Italian law.

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Stock options granted to directors, general managers and other executives with strategic responsibilities

Name	Office	Plan	Options held at the beginning of the year		Options granted during the year		Options exercised during the year		Options held at the end of the year		Options expired during the year	
			Number of options	Exercise price	Exercise period (from - to)	Number of options	Exercise price	Number of options	Exercise price	Number of options	Exercise price	Number of options
Executives with strategic responsibilities (Aggregate amounts for 10 executives with strategic responsibilities employed by the Company)												
		2012 non-US Stock Option Plan (BOD resolution May 7, 2012)	60,000	Euro 26.94	May 7, 2015 - May 7, 2021			40,000	Euro 26.94	Euro 60.43 on 5/26/15)	20,000	
										Euro 62.48 on 6/26/15)		

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Name	Office	Plan	Options held at the beginning of the year		Options granted during the year		Options expired during the year		Options held at the end of the year	
			Number of options	Exercise price	Number of options	Exercise price	Number of options	Exercise price	Number of options	Exercise price
Executives with strategic responsibilities (Aggregate amount for 6 executives with strategic responsibilities employed by subsidiary companies)		2008 Stock Option Plan (BOD resolution March 13, 2008)	15,000	Euro 18.08	March 14, 2011 - March 14, 2017					15,000
		Reassigned ordinary plan 2009 US (BOD resolution May 7, 2009)	20,000	Euro 15.03	May 7, 2012 - May 7, 2018					20,000
		Reassigned extra-ordinary plan 2009 US (BOD resolution May 7, 2009)*	50,000	Euro 15.11	December 3, 2012 - June 12, 2018					50,000
Total			145,000					40,000		105,000

**

The amounts reflected are equal to the proportionate share of the securities' fair value, calculated through actuarial techniques, spread over the relevant vesting period

*

The effectiveness of the grant date for U.S. residents is May 7, 2009, the date the BOD approved the grant and the action of the Human Resources Committee.

Table of Contents**Incentive plans awarding financial instruments (other than stock options) to directors, general managers and other executives with strategic responsibilities**

Plan	Financial instruments granted in previous years and not vested during the year		Financial instruments granted during the year				Financial instruments vested during the year and not assigned	Number and kind of financial instruments
	Number and kind of financial instruments	Vesting period	Number and kind of financial instruments	Fair value on grant date (Estimated potential value)	Vesting period	Grant date	Market price on grant date	Number and kind of financial instruments
Plan (BOD May 7, 2012 - December 31, 2014)	24,000	May 7, 2012 - December 31, 2014						4,000
Plan (BOD April 29, 2013 - December 31, 2015)	20,400	April 29, 2013 - December 31, 2015	134,400	Euro 7,737,408	May 4, 2015 - December 31, 2017	May 4, 2015	Euro 60.02	
Plan (BOD April 29, 2014 - December 31, 2016)	22,800	April 29, 2014 - December 31, 2016						
Plan (BOD May 4, 2015 - December 31, 2017)					**	May 4, 2015	Euro 60.02	
Plan (BOD May 7, 2012 - December 31, 2014)	105,600	May 7, 2012 - December 31, 2014						17,600
Plan (BOD April 29, 2013 - December 31, 2015)	106,520	April 29, 2013 - December 31, 2015	290,200	Euro 16,706,814	May 4, 2015 - December 31, 2017	May 4, 2015	Euro 60.02	
Plan (BOD April 29, 2014 - December 31, 2016)	117,000	April 29, 2014 - December 31, 2016						
Plan (BOD May 4, 2015 - December 31, 2017)								
Plan (BOD May 7, 2012 - December 31, 2014)	108,000	May 7, 2012 - December 31, 2014						18,000
	88,800							

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lan (BOD April 29,	82,800	April 29, 2013 - December 31, 2015	49,200	Euro 2,832,444	May 4, 2015 - December 31, 2017	May 4, 2015	Euro 60.02
lan (BOD April 29,		April 29, 2014 - December 31, 2016					
lan (BOD May 4,							
	675,920		801,400	Euro 46,136,598			39,600 19

*

The amounts reflected are equal to the proportionate share of the securities' fair value, calculated through actuarial techniques, spread over the relevant vesting period

**

Following the termination of the employment relationship with the Company starting from February 29, 2016, Adil Mehboob-Khan did not retain any rights with respect to previously assigned grants under long-term incentive plans.

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Table of Contents**Cash incentive plans for directors, general managers and other executives with strategic responsibilities (in Euro)**

Name	Office	Plan	2014 Bonus		Previous years	Other
			Payable/ paid	Term of Deferred	Payable/ paid	bonuses Deferred
Massimo Vian	CEO (since October 29, 2014)	MBO 2015	1,365,550			
Adil Mehboob-Kahn	CEO Markets	MBO 2015	1,701,450			
Executives with strategic responsibilities (Aggregate amounts for 10 executives with strategic responsibilities employed by the Company)		MBO 2015	3,295,600			
Executives with strategic responsibilities (Aggregate amounts for 6 executives with strategic responsibilities employed by subsidiary companies)		MBO 2015	2,013,614			
(III) Total			8,376,214			

The shares underlying the units that will be assigned without consideration may vary according to whether and the degree to which the EPS targets set forth by the Board of Directors have been achieved. At the end of the respective three-year reference period, the Board of Directors will evaluate the achievement of certain financial performance targets established by the Board of Directors for the purposes of the Performance Shares Plan.

ITEM 7. MAJOR SHAREHOLDERS AND RELATED PARTY TRANSACTIONS**MAJOR STOCKHOLDERS**

The following table sets forth, as of April 8, 2016, the beneficial ownership of ordinary shares by each person beneficially owning 2% or more of the issued share capital (including ordinary shares represented by ADSs) known to us based on their most recent public filings or communications with us.

Identity of person or group	Amount of shares owned	Percent of class
Leonardo Del Vecchio	300,185,525 ⁽¹⁾	62.06%
Giorgio Armani	22,724,000 ⁽²⁾	4.70%

(1)

299,423,025 shares (61.90%) held of record by Delfin S.à r.l., an entity established and controlled by Mr. Del Vecchio. Mr. Del Vecchio holds voting and investment power over the shares held by such entity; 275,000 ADRs and 487,500 shares are held by his wife.

(2)

The amount of shares owned, consistent with applicable Italian rules, is based on the March 30, 2006 filing by Giorgio Armani with CONSOB and includes 9,210,000 ordinary shares and 13,514,000 shares represented by ADSs, which corresponded to an aggregate of 4.96% of the then issued share capital. More current information on this shareholding is not publicly available and the percentage of beneficial ownership in the table has been calculated assuming that the number of shares held by Giorgio Armani has not changed.

The shares held by Mr. Del Vecchio and our other directors and executive officers have the same voting rights as the shares held by other stockholders.

Mr. Del Vecchio is our controlling stockholder and serves as Chairman of our Board of Directors. We are not otherwise directly or indirectly owned or controlled by another corporation or by any foreign government.

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As of March 31, 2016, approximately 5.49% of our ordinary shares were held in the form of ADSs by approximately 25,643 record holders. To the best of our knowledge, to date there are no arrangements that may result in a change of control of Luxottica Group S.p.A.

RELATED PARTY TRANSACTIONS

License Agreements

We have a worldwide exclusive license agreement to manufacture and distribute ophthalmic products under the Brooks Brothers name. The Brooks Brothers trade name is owned by Brooks Brothers Group, Inc. which is controlled by Claudio Del Vecchio, a son of our Executive Chairman and majority stockholder. The license expires on December 31, 2019. Royalties paid to Brooks Brothers Group, Inc. under such agreement were Euro 0.9 million, Euro 0.8 million and Euro 0.8 million in the years ended December 31, 2015, 2014 and 2013, respectively.

Management believes that the terms of this license agreement are fair to the Company.

Service Revenues

During the years ended December 31, 2015, 2014 and 2013, U.S. Holdings performed consulting and advisory services relating to risk management and insurance for Brooks Brothers Group, Inc. Amounts received for the services provided for those years were Euro 0.1 million in each year. Management believes that the compensation received for these services was fair to the Company.

Lease of Office Building

On April 29, 2014, the Board of Directors of Luxottica Group authorized the Company to enter into an agreement to lease a building located in Piazzale Cadorna 3, Milan, Italy. The lease is for a period of seven years and five months and may be renewed for an additional six years. The building is owned by Beni Stabili SIIQ S.p.A., which is a related party of Delfin S.à r.l., an entity that is controlled by the Company's Chairman, Leonardo Del Vecchio. In accordance with the procedure on related parties adopted by the Company and CONSOB regulation n. 17221/2010 and in light of the lease value, the agreement qualifies as a minor transaction with related parties. On March 31, 2014, the Risk and Control Committee, which is composed solely of independent directors, unanimously expressed a favorable opinion regarding the Company's interest in entering into the lease as well as on the convenience and fairness of the related conditions. The Company incurred lease expenses in 2015 of Euro 3.8 million.

Resignation of Former CEOs

On September 1, 2014, Andrea Guerra left as the Group's chief executive officer. Pursuant to his termination agreement, Luxottica paid Mr. Guerra a redundancy incentive payment equal to Euro 10,000,000 in addition to severance pay linked to the consensual termination of his employment relationship. In addition, Luxottica paid Mr. Guerra Euro 592,294 in connection with a settlement and novation agreement as consideration for his waiver of any claims or rights that he may have that are connected or related to his employment and administration relationships with the Group or any other associated entity and any resolution thereof. Mr. Guerra also signed a 24-month non-competition agreement pursuant to which he is entitled to receive Euro 800,000 to be paid in equal quarterly installments starting from the date of the termination of his employment. Additionally, Mr. Guerra sold 813,500 shares of Luxottica Group S.p.A. that he previously received under incentive plans to the principal shareholder of the Company in an off-market transaction at a price of Euro 41.50 per share. On October 13, 2014, Enrico Cavatorta resigned from the Board of Directors and stepped down as the Group's chief executive officer. He resigned from his position as General Manager on October 31, 2014. Pursuant to his termination agreement, Luxottica paid Mr. Cavatorta Euro 4,000,000 in addition to severance pay linked to the consensual termination of his employment relationship. In addition,

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Luxottica paid Mr. Cavatorta Euro 985,355 in connection with a settlement and novation agreement as consideration for his waiver of any claims or rights that he may have that are connected or related to his employment and administration relationships with the Group or any other associated entity and any resolution thereof. No sums were awarded in connection with Mr. Cavatorta's termination from the position of director and chief executive officer of Luxottica Group S.p.A. The aggregate expenses relating to the departures of Messrs. Guerra and Cavatorta, including other minor related costs, totaled approximately Euro 20 million.

On January 29, 2016, Mr. Adil Mehboob-Khan departed from the Board of Directors and as the Group's CEO for Markets and, effective February 29, 2016, from his other administrative roles with the Group. In connection with his termination, Luxottica paid Mr. Mehboob-Khan Euro 6.8 million in addition to severance pay linked to the termination of his employment relationship. In addition, Luxottica paid Mr. Mehboob-Khan Euro 0.2 million in connection with a settlement and novation agreement as consideration for his waiver of any claims or rights that he may have that are connected or related to his employment and administration relationships with the Group or any other associated entity and any resolution thereof. No sums were awarded in connection with Mr. Mehboob-Khan's termination from the position of director and CEO for Markets. At the same time, the Board of Directors approved the assignment of responsibility for Markets, a role formerly held by Mr. Mehboob-Khan, to Mr. Leonardo Del Vecchio, the Company's Chairman of the Board of Directors and majority shareholder, as Executive Chairman. Mr. Massimo Vian continues in his role as CEO for Product and Operations.

Delfin Share Award

On May 4, 2015 the Board of Directors of Luxottica Group S.p.A. approved the grant of free treasury shares to the Group's employees in Italy in honor of the 80th birthday of the Group's Chairman and founder, Mr. Leonardo Del Vecchio. This share award is a gift from the founder. An aggregate amount of 119,755 Luxottica Group treasury shares, with a total value of Euro 7.4 million, was granted on October 12, 2015 and accounted for in accordance with IFRS 2. Delfin S.à r.l. has reimbursed the Company for the value of this share grant.

Technology Advisory Arrangements

On March 1, 2016, Mr. Francesco Milleri was appointed as a Director with Deputy Functions of the Company. In the first three months of 2016 and during 2015, 2014 and 2013, the Company and certain of its subsidiaries entered into transactions with entities owned or controlled by Mr. Milleri primarily related to the implementation of the Group's updated IT platform. Amounts related to these transactions were Euro 2.2 million, Euro 16.5 million, Euro 4.9 million and Euro 4.4 million for the three-month period ended March 31, 2016 and for 2015, 2014 and 2013, respectively. The Company also is currently negotiating a two-year master agreement with the companies owned or controlled by Mr. Milleri for services related to the Group's IT platform with a total value of approximately Euro 20 million.

ITEM 8. FINANCIAL INFORMATION

FINANCIAL STATEMENTS

See Item 18 "Financial Statements."

LEGAL PROCEEDINGS

French Competition Authority Investigation

Our French subsidiaries, Luxottica France S.A.S.U., Alain Mikli International S.A.S.U. and Mikli Diffusion France S.A.S.U., together with other major competitors in the French eyewear industry, have been the subject of an investigation conducted by the French Competition Authority (the "FCA")

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relating to pricing and sales practices in such industry. The investigation is ongoing. In May 2015, the Company received a Statement of Objections from the FCA. This document contains the FCA's preliminary position on alleged anti-competitive practices and it does not prejudice its final decision.

In August 2015, the Company filed detailed responses to the Statement of Objections. Luxottica will vigorously defend itself against the FCA's allegations. In early 2016, the FCA requested additional information, as is typical in this type of proceeding.

No provision has been booked by the Group as this matter is at a stage which makes it not possible to assess the probability and range of potential liability. This assessment is based in part on the fact that the FCA's positions on significant issues are uncertain, including the duration of the alleged violations, the brands and sales channels involved and the applicability of mitigating or aggravating circumstances that are considered as part of the FCA's process for assessing any fines. If the FCA concludes that there was a violation, it will impose a fine, which may be contested in court. Such fine, assuming it was upheld by the court, could have a material effect on the Company's results of operations and financial condition. Considering the ongoing complex proceeding, it is difficult to predict the timing of any action by the FCA, including the conclusion of the proceeding and the imposition of any fine, which could occur at some point in 2016 or beyond.

See Item 3 "Key Information Risk Factors" If we were to become subject to adverse judgments or determinations in legal proceedings to which we are, or may become, a party, our future profitability could suffer through a reduction of sales, increased costs or damage to our reputation due to our failure to adequately communicate the impact of any such proceeding or its outcome to the investor and business communities."

The Company is a defendant in various other lawsuits arising in the ordinary course of business. It is the opinion of the management of the Company that it has meritorious defenses against all such outstanding claims, which the Company will vigorously pursue, and that the outcome of such claims, individually or in the aggregate, will not have a material adverse effect on the Company's consolidated financial position or results of operations.

DIVIDEND DISTRIBUTIONS

See Item 3 "Key Information Dividends" and Item 10 "Additional Information Rights Attaching to Ordinary Shares Dividends."

SIGNIFICANT CHANGES

Except as otherwise indicated above, no significant changes have occurred since the date of our Consolidated Financial Statements included in Item 18 of this Form 20-F.

ITEM 9. THE OFFER AND LISTING

Our ordinary shares were approved for trading on the Milan Stock Exchange on December 4, 2000. Our ADSs were admitted for trading on the NYSE on January 24, 1990. Our ADSs are evidenced by ADRs issuable by Deutsche Bank Trust Company Americas, as depositary, pursuant to the Deposit Agreement.

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The table below sets forth, for the periods indicated, high and low closing prices of the ADSs on the NYSE (in U.S. dollars) and ordinary shares on the Milan Stock Exchange (in Euro).

	New York Stock Exchange (in U.S. \$)		Milan Stock Exchange (in Euro)	
	High	Low	High	Low
2011	34.40	25.07	23.49	18.73
2012	41.73	27.52	31.70	21.76
2013	55.70	41.93	42.65	31.91
2014				
First Quarter	58.00	50.32	42.52	37.41
Second Quarter	58.73	55.22	43.20	39.75
Third Quarter	58.20	50.56	42.84	38.75
Fourth Quarter	55.17	45.34	45.50	35.70
Year 2014	58.73	45.34	45.50	35.70
2015				
First Quarter	64.00	53.36	60.00	44.91
Second Quarter	69.83	63.25	62.60	56.20
Third Quarter	73.95	64.14	67.45	55.60
Fourth Quarter	72.49	63.22	64.55	57.85
November 2015	68.91	65.53	64.30	61.25
December 2015	68.20	63.22	64.55	57.85
Year 2015	73.95	53.36	67.45	44.91
2016				
January 2016	63.85	60.26	58.85	55.20
February 2016	59.73	55.00	54.25	49.08
March 2016	57.45	53.12	53.75	48.50
April 2016 (through April 8)	55.68	54.19	49.06	47.75

The high and low closing prices of the ADSs on the NYSE for the first quarter of 2016 were U.S. \$63.85 and U.S. \$53.12, respectively. The high and low closing prices of the ordinary shares on the Milan Stock Exchange for the first quarter of 2016 were Euro 58.85 and Euro 48.50, respectively.

ITEM 10. ADDITIONAL INFORMATION**ARTICLES OF ASSOCIATION AND AMENDED AND RESTATED BY-LAWS***Our Objectives*

Our Articles of Association provide that Luxottica Group S.p.A.'s principal objectives are, among other things, (i) the ownership and management of shareholding interests in other companies or entities both in Italy and abroad, (ii) financing and managerial coordination of the companies and entities in which it owns shareholding interests, (iii) providing credit support for subsidiaries and (iv) the sale of glasses, sunglasses and eyewear products. The legislative decree no. 58 of February 24, 1998 regulating the Italian financial markets ("Decree no. 58/98") and our Amended and Restated By-laws contain, among other things, provisions to the following effect:

Directors

The Board of Directors is invested with the fullest powers for ordinary and extraordinary management of the company, except for the acts that the law reserves for stockholders' meetings. Compensation of the directors is approved by the stockholders at the ordinary annual meeting of

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stockholders. The compensation of directors who also serve as executive officers is determined by the Board of Directors with the favorable opinion of the Board of Statutory Auditors.

Directors are not required to hold ordinary shares of Luxottica Group S.p.A. as a qualification for office.

Directors are required to report to the other directors and to the Board of Statutory Auditors any transactions involving the Company in which such director or a party affiliated with such director may have an interest. Our directors usually abstain from voting on matters in which they have an interest (including their compensation), but there is no requirement under Italian law to abstain from such vote.

RIGHTS ATTACHING TO ORDINARY SHARES

Dividends

We are required to pay an annual dividend on the ordinary shares if approved by a majority of stockholders at the ordinary meeting that must be held within the time specified by the law in force from time to time. Before dividends may be paid with respect to the results of any year in compliance with Italian law, an amount equal to 5% of our net income for such year must be set aside to the legal reserve until the reserve, including amounts set aside during prior years, is equal to at least one-fifth of the nominal value of our issued share capital. Dividends can only be distributed out of realized profits, resulting from regularly approved financial statements. In cases where losses have reduced the Company's share capital, dividends cannot be distributed until the share capital has been restored or reduced accordingly. See Item 3 "Key Information Dividends."

Future determinations as to dividends will depend upon, among other things, our earnings, financial position and capital requirements, applicable legal restrictions and such other factors as the Board of Directors and stockholders may determine. Dividends are usually paid in accordance with the dates set annually by Borsa Italiana S.p.A. Dividends which are not collected within five years from the date on which they become payable are forfeited in favor of the Company. Dividends are paid to those persons who hold the ordinary shares through an intermediary on a dividend payment date declared at the stockholders' meeting. The intermediary, upon request by the stockholder, issues a certified statement of account allowing the stockholder to collect the dividends.

If dividends are not distributed and an appropriate reserve is created, the stockholders can adopt a resolution, at an extraordinary meeting, to convert such reserve into capital. In this case, the shares resulting from the increase are attributable to the stockholders without additional consideration in proportion to their ownership before the increase.

Notification of the Acquisition of Shares and Voting Rights

Pursuant to Italian securities law and CONSOB implementing regulations thereof, any person acquiring any interest in excess of 3% in the voting shares (or in the overall number of exercisable voting rights, in case the company has issued shares granting more than one vote each, which are referred to as "loyalty shares") of a listed company must give notice to CONSOB and the company whose shares are acquired. In case the interest is acquired in a "small or medium size company," the above threshold is increased to 5%. Small and medium size companies are those: (i) whose total revenues, before any listing, are below Euro 300,000,000; or (ii) whose market capitalization is below Euro 500,000,000. If both thresholds are crossed for three consecutive years, the relevant company cannot be considered a small or medium size company. In order to protect investors and the efficiency and transparency of the capital markets, CONSOB may impose, for a limited period of time, a lower threshold in case of a company with an elevated current market value and a particularly widely held stock. The voting rights attributable to the shares in respect of which notification has not been made shall not be exercised. Any resolution taken in

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violation of the foregoing may be annulled if the resolution would not have been passed in the absence of such votes.

In addition, subject to any proposed changes in the following thresholds proposed by CONSOB, any person whose aggregate "actual" shareholding in a listed company exceeds or falls below 2% (if the relevant company is not a "small or medium size company"), 5%, 10%, 15%, 20%, 25%, 30%, 50%, 66.6%, 90% or 95% of the listed company's voting share capital is obligated to notify CONSOB and the listed company whose shares are acquired or disposed of. In the case of "loyalty shares," the above thresholds shall refer to the overall number of voting rights that each stockholder can exercise. For the purpose of calculating the "actual" shareholding, the following shall be taken into consideration: (i) shares owned by any person, irrespective of whether the relative voting rights are exercisable by such person or by a third party or are suspended; (ii) shares that are not owned by such person, but for which it can exercise voting rights (e.g. as depositary having discretionary power to exercise voting rights); (iii) except in certain circumstances, shares held through, or shares the voting rights of which are exercisable by, subsidiaries, fiduciaries or intermediaries. Any person holding a "potential holding" (i.e., financial instruments that, pursuant to a binding agreement, grant the right to acquire underlying shares on the holder's own initiative and through a physical settlement) must notify the company and CONSOB whenever such "potential" holding reaches, exceeds or falls below the following percentage thresholds: 5, 10, 15, 20, 25, 30, 50 and 75. Moreover, anyone holding an "overall long position" (being the sum of the "actual" and "potential" shareholdings, as previously described, as well as of any "other long position" in derivatives, irrespective of whether such instrument provides for cash or physical settlement) must notify the company and CONSOB whenever such "overall long position" reaches, exceeds or falls below the following percentage thresholds: 10, 20, 30 and 50. If shares can be acquired as a consequence of the exercise of conversion rights or warrants, such shares are included in the relevant holding only if the purchase can take place within 60 days. Notification should be made (except in certain circumstances) promptly and, in any case, within five trading days from the relevant transaction (irrespective of the settlement date). In the case of "loyalty shares," disclosure of the significant shareholding pursuant to the above shall be given promptly or, in any case, within five trading days following the periodic disclosure given by the relevant issuer on the overall number of exercisable voting rights.

Disclosure obligations also apply to listed companies whenever they hold, directly or through subsidiaries, their own shares and whenever their holdings exceed or fall below the relevant thresholds.

Cross ownership between listed companies may not exceed 2% of their respective voting shares, or 5% in case of "small or medium size companies". If the relevant threshold is exceeded, the company which is the latter to exceed such threshold may not exercise the voting rights attributable to the shares in excess of the threshold and must sell the excess shares within a period of twelve months. If the company does not sell the excess shares within twelve months, it may not exercise the voting rights in respect of its entire shareholding. If it is not possible to ascertain which is the later company to exceed the threshold, subject to any different agreement between the two companies, the limitation on voting rights and the obligation to sell the excess shares will apply to both of the companies concerned. The 2% and 5% limits for cross ownership are increased, respectively, to 5% and 10% on the condition that such limit is only exceeded by the two companies concerned following an agreement authorized in advance by an ordinary stockholders' meeting of each of the two companies. Furthermore, if a party holds an interest in excess of 2% (or 5% in the case of a "small or medium size company") of a listed company's share capital, such listed company or the party which controls the listed company may not purchase an interest above the abovementioned thresholds in a listed company controlled by the first party. In case of non-compliance, voting rights attributable to the shares held in excess may not be exercised. If it is not possible to ascertain who the later party to exceed the limit is, the limitation on voting rights will, subject to different agreement between the two parties, apply to both. Any stockholders' resolution taken in violation of the limitation on voting rights may be annulled by the relevant court if the resolution would not

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have been passed in the absence of such votes. The foregoing provisions in relation to cross ownership do not apply when the thresholds are exceeded following a public tender offer to buy or exchange at least 60% of the company's shares.

The validity of any agreement regarding the exercise of the voting rights attached to shares of a listed company or of its parent company is subject to the notification of such agreement to CONSOB and to the relevant issuer, the publication of a summary of such agreement in the press and the filing of the agreement with the Register of Enterprises within five days of the date of the agreement. These disclosure obligations shall not apply to agreements regarding shareholdings representing less than 2% of the voting shares of the listed company (or 5% in the case of a "small or medium size company"). Failure to comply with the foregoing requirements will render the agreement null and void and the voting rights of the relative shares cannot be exercised. Any stockholders' resolution taken in violation of such limitation on voting rights may be annulled by the relevant court if the resolution would not have been passed in the absence of such votes.

The agreements subject to the above include those which (i) regulate prior consultation for the exercise of voting rights in a listed company or its controlling company, (ii) contain limitations on the transfer of shares or securities which grant the right to purchase or subscribe for shares, (iii) provide for the purchase of shares or securities mentioned in (ii), (iv) have as their object or effect the exercise (including joint exercise) of a dominant influence over the company or (v) aim to encourage or frustrate a takeover bid or equity swap, including commitments relating to non-participations in a takeover bid.

Any agreement of the nature described above can have a legal maximum term of three years (and may be renewed for an additional three-year term at its expiration) and if executed for a longer term shall otherwise expire three years after its execution. Any such agreement executed for an unlimited term can be terminated by a party upon six months' prior notice. In the case of a public tender offer, stockholders who intend to participate in the tender offer may withdraw from the agreement without notice. CONSOB Regulation 11971/99 contains provisions which govern the method and content of the notification and publication of the agreements as well as any subsequent amendments thereto.

Those holding an interest in a listed company below the general disclosure thresholds of 2% (or 5% in the case of a "small or medium size company") and being parties to a shareholders' agreement that: (i) provides for prior consultation for the exercise of voting rights in the listed company or its controlling company; or (ii) relates to the exercise (including joint exercise) of a dominant influence over the company, shall nonetheless disclose their interest if the aggregate interests held by same and by the other parties to such shareholders' agreement exceed: 5%, 10%, 15%, 20%, 25%, 30%, 50% and 66.6%.

Pursuant to EU Regulation no. 236/2012, anyone holding a short position with respect to shares listed on an EU market shall give notice to the relevant national authority (in the case of the Company, to CONSOB), whenever such position crosses or falls below the 0.2% threshold, as well as for further increases of 0.1%. Moreover, if the short position crosses or falls below the 0.5% threshold (and for further increases of 0.1%), the relevant holder shall give disclosure to the public. In both cases, disclosure shall be provided by 3:30 p.m. of the trading day following the one on which the relevant threshold has been crossed.

General Meetings

Meetings of the stockholders may be held at our executive offices in Italy, in any country in the European Union or in the United States, following publication of notice of the meeting, including the agenda, on the Company's website and, if required by law, in the form of an excerpt in one or more of the following daily newspapers: "Il Sole 24Ore," "Corriere della Sera" or "la Repubblica", at least 30 days before the date fixed for the meeting. The notice shall contain a list of the subject matters to be dealt with at the meeting, a description of the procedures to be complied with in order to attend, and vote in, such meeting, and the deadline to submit questions to the Board or to ask for additions to the agenda. Within

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the same time period, the Board of Directors shall also publish (i) reports describing the subject matters to be dealt with at the meeting, by making them available both at the company's registered office and on its website, (ii) all of the documents that will be submitted to the stockholders during the meeting and (iii) the forms that stockholders may use for the appointment of proxies and information about the company's share capital, by making these materials available on the company's website.

Deutsche Bank Trust Company Americas will mail to all record holders of ADRs a notice containing a summary of the information contained in any notice of a stockholders' meeting received by Deutsche Bank Trust Company Americas. See " Documents on Display."

Meetings of stockholders may be either ordinary meetings or extraordinary meetings. Stockholders' meetings may be called by the Board of Directors or the Board of Statutory Auditors. In the case of a listed company in Italy, stockholders' meetings must be promptly convened upon the request of holders representing at least 1/20th of the share capital, provided that the request contains a summary of the matters to be discussed. If the Board of Directors, upon the request of the stockholders as mentioned above, resolves not to convene a meeting, the competent court, on appeal by the stockholders who have asked for such meeting, can order by decree that such meeting be convened, after having conferred with the Board of Directors and the Board of Statutory Auditors and having ascertained that the Board of Directors' refusal to convene the meeting is unfounded. Stockholders' meetings may not be convened upon the request of stockholders whenever the matter to be dealt with at such meeting requires a proposal, a presentation document or a report by the Board of Directors.

Holders of ordinary shares are entitled to attend and vote at ordinary and extraordinary stockholders' meetings. Each holder of shares of the Company is entitled to cast one vote for each ordinary share held. Votes may be cast personally or by proxy, in accordance with applicable Italian regulation. However, the voting rights of ordinary shares held in breach of applicable law may in some cases not be exercised.

Ordinary stockholders' meetings must be convened at least once a year to approve the annual financial statements of Luxottica Group S.p.A. Our By-laws provide that the meeting for the approval of the financial statements can be convened within the time specified by the law in force from time to time. The drafts of the statutory financial statements and consolidated financial statements, together with the opinions of the auditors, shall be filed and published within four months from the end of the fiscal year. Financial statements shall be published and filed at least 21 days before the meeting called to approve them.

At ordinary stockholders' meetings, stockholders vote upon dividend distributions, if any, appoint the Directors, Statutory Auditors and external auditors, determine their remuneration and vote on business matters submitted by the Directors.

Ordinary stockholders' meetings of Luxottica Group S.p.A. can be convened only in one call and there are no minimum quorum requirements. Resolutions may be adopted by a simple majority of ordinary shares represented at such meeting.

To the extent provided by law, within ten days from the publication of the agenda, stockholders who represent at least 1/40th of the share capital may request a supplement of the agenda, indicating the additional subject matters such stockholders wish to be dealt with at the meeting or submitting different voting proposals with respect to items already included on the agenda. Within the same time period, the stockholders requesting the supplement of the agenda shall prepare and deliver to the Board of Directors a report on the additional matters to be discussed. Stockholders may not request to supplement the agenda with items that require resolution by the General Meeting on the basis of a proposal or a report by the board (e.g. with respect to the approval of yearly financial statements and the approval of capital increases or mergers).

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Stockholders may present questions with regard to the subject matters listed in the agenda, to which the Company shall reply no later than during the meeting. The notice of call must specify the deadline for submitting such questions, which shall not be earlier than: (i) three days before the date of the meeting, if replies will be provided at the meeting; or (ii) five days before the date of the meeting, if replies will be provided before the meeting (in which case, replies shall be provided at least two days before the meeting).

The Board of Directors, composed, in accordance with the By-laws, of not less than five and not more than 15 directors, shall be appointed by the stockholders at the ordinary meeting on the basis of lists presented by stockholders pursuant to the procedures indicated below.

A list for the appointment of directors can be presented only by those stockholders who, alone or jointly with other presenting stockholders, at the time of the presentation of the list, hold an aggregate interest at least equal to the percentage established by CONSOB pursuant to article 147-ter, subparagraph 1, Decree no. 58/98. For 2015, the year in which the current Board of Directors was appointed, the percentage established by CONSOB for Luxottica was equal to 0.5%. Each stockholder may not submit or contribute to submitting, by means of trust or proxy, more than one list. The lists shall set forth not more than fifteen candidates, listed in descending numerical order.

The lists shall be submitted to the Company at least 25 days before the date of the stockholders' meeting convened to appoint the directors and published by the Company at least 21 days before the date of such meeting.

The lists shall be signed by the stockholder or stockholders submitting them and presented together with the professional resumes of the candidates and the written statements of the candidates in which they declare that they accept the office and confirm, under their own responsibility, that there are no grounds under any law or regulation for their ineligibility or incompatibility and that they meet any requirements prescribed in the respective lists.

Pursuant to article 147-ter, subparagraph 4, of Decree no. 58/98, at least one director or, in the event the Board of Directors is composed of more than seven members, then at least two directors, must fulfill the necessary requirements to be considered "independent" in accordance with article 147-ter (hereinafter "147-ter Independent Director").

Each list shall contain, and expressly name within the first seven candidates named in the list, at least one 147-ter Independent Director, and if the list is composed of more than seven candidates, such list shall contain and expressly name a second 147-ter Independent Director. If appropriate, each list may also expressly name directors having the requirements of independence as provided for by the codes of conduct established by companies managing regulated markets or industry associations.

No candidate may appear on more than one list. At the end of voting, the candidates from the two lists that have obtained the highest number of votes will be elected, according to the following criteria:

- (a) All members of the Board of Directors, up to the number of members of the Board of Directors previously determined by the ordinary meeting less one, will be elected from the list which obtains the most votes (hereinafter, the "Majority List").
Such candidates will be appointed in the numerical order they appear on the list.
- (b) One director shall be the candidate listed first on the list that has obtained the second highest number of votes and who is not related to or affiliated with, directly or indirectly, the stockholders who have presented or voted for the Majority List (hereinafter, the "Minority List"). However, if, for a Board of Directors composed of no more than seven members, a 147-ter Independent Director is not elected from the Majority List or, in the event the Board of Directors is composed of more than seven members, only one 147-ter Independent Director has been

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appointed, then the first 147-ter Independent Director indicated in the Minority List shall be elected instead of the first candidate indicated in the Minority List.

The lists that do not obtain a percentage of votes at least equal to half of that required for the presentation of the list of candidates shall not be considered.

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

In the event of a tie with respect to the top two lists, the ordinary meeting will proceed to take a new vote on only the top two lists.

Pursuant to Decree no. 58/98, the by-laws of listed companies shall provide that at least one-third of the directors belong to the less-represented gender (for the first board of directors to be appointed following August 2012 including with respect to the board of directors of Luxottica Group S.p.A., which was appointed in 2015 the minimum threshold set forth by the law is temporarily reduced to one-fifth). For this reason, the By-laws of Luxottica Group S.p.A. provide for mechanisms to comply with the requirements for gender equality. In particular, the By-laws provide that, in case the threshold is not complied with at the end of the voting procedure, the last candidate appointed from the Majority List shall be replaced by the first non-appointed candidate of the same list belonging to the less-represented gender, in order starting from the bottom of the Majority List. Should this substitution not be enough to comply with the abovementioned threshold, the stockholders' meeting shall appoint a number of Directors belonging to the less-represented gender, in substitution for the last candidates appointed by the Majority List and belonging to the more-represented gender, so as to reach the abovementioned threshold.

If only one list is submitted, the ordinary meeting will cast its votes on it and, if the list receives a simple majority of votes, the candidates listed in descending numerical order will be elected as directors, until the requisite number, as determined by the ordinary meeting, is reached, subject to the obligation of the ordinary meeting to appoint a minimum number of 147-ter Independent Directors and to comply with the requirements for gender equality. The candidate listed first on the Majority List will be elected as Chairman of the Board of Directors.

If there are no lists, the Board of Directors will be appointed by the ordinary meeting with such majorities as required by law, subject to the obligation to comply with the requirements for gender equality.

The Board of Statutory Auditors, composed, in accordance with the By-laws, of three regular Statutory Auditors and two alternate Statutory Auditors, shall be appointed by the stockholders at the ordinary meeting on the basis of lists presented by stockholders pursuant to the procedures indicated below. The appointment of one regular Statutory Auditor, as Chairman, and of one alternate Statutory Auditor shall be reserved for the stockholders who presented or voted the Minority List, who must not be related, directly or indirectly, to the stockholders who presented or voted the Majority List.

Pursuant to article 27 of our By-laws a list for the appointment of Statutory Auditors can be presented only by those stockholders who, alone or jointly with other presenting stockholders, at the time of the presentation of the list, hold an aggregate interest at least equal to the one established by CONSOB pursuant to article 147-ter, subparagraph 1, of Decree no. 58/98. For 2015, the year in which the current Board of Statutory Auditors was appointed, the percentage established by CONSOB for Luxottica was equal to 0.5%. The lists shall be filed at the registered office of the Company at least 25 days prior to the stockholders' meeting called for the appointment of the Statutory Auditors and published by the Company at least 21 days before the date of such meeting.

The lists shall indicate the name of one or more candidates to be appointed as regular Statutory Auditors and alternate Statutory Auditors.

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Pursuant to Decree no. 58/98, at least one-third of regular Statutory Auditors shall belong to the less-represented gender. Additionally, the minimum threshold required by law was temporarily reduced to one-fifth for the first appointments made after August 2012 and such threshold was applicable to the Board of Statutory Auditors of Luxottica Group S.p.A. appointed in April 2015. Consequently, the By-laws of the Luxottica Group S.p.A. provide for mechanisms to comply with the requirements for gender equality. In particular, the By-laws provide that each list containing at least three candidates shall include a number of candidates of the less-represented gender equal to at least the minimum number required by law.

The name of each candidate shall be marked in a descending numerical order in each section (section of regular Auditors and section of alternate Auditors) and the candidates listed shall not be more than the members of the body to be appointed.

The lists shall also include the following:

- (i) information related to the identity of the stockholders who have filed the list, indicating the percentage of their combined shareholding;
- (ii) representations of stockholders different from the ones who hold, separately or jointly, a controlling interest or a simple majority interest in the share capital of the Company, stating the lack of affiliation as per section 144-quinquies of the CONSOB regulations; and
- (iii) detailed information on personal and professional qualifications of each candidate as well as a declaration by the candidate confirming the existence of the qualifications required by law, the acceptance of the office together with such candidate's administration and control offices held in other companies.

In the event that only one list is submitted or that only related-party stockholders, as determined by applicable law, have submitted lists as of the last day provided for the presentation of such lists, it is possible to present a list until the fourth day following such date, or such other time period provided by law. In such case, the above share interest thresholds providing for the presentation of the lists shall be reduced by half.

A stockholder cannot submit and vote for more than one list, including through third parties or by means of trust companies. Stockholders belonging to the same group and stockholders signing a stockholders' agreement regarding the shares of the listed company shall not present or vote for more than one list including through third parties or by means of trust companies. Each candidate shall present only one list subject to ineligibility.

The appointment of the statutory auditors shall occur according to the following criteria:

- (i) two regular auditors and one alternate auditor shall be taken from the list which has obtained the highest number of votes (hereinafter the "Majority List"), on the basis of the descending numerical order by which the candidates are listed; and
- (ii) one regular auditor, who will also be the Chairman of the Board of the Statutory Auditors (hereinafter the "Minority Statutory Auditor"), and one alternate auditor (hereinafter the "Alternate Minority Statutory Auditor") shall be taken from the list which has obtained the second highest number of votes and which shall not be related to or connected with, in any manner, the stockholders who have presented or voted for the Majority List pursuant to applicable law (hereinafter the "Minority List") on the basis of the descending numerical order by which the candidates are listed.

In case of an equal number of votes among the lists, the list presented by the stockholders holding the higher shareholding interests at the time of filing, or in second instance, the list presented by the stockholders who owned the higher number of stockholders' interests shall prevail.

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In case the abovementioned requirements for gender equality are not complied with at the end of the voting procedure, the last candidate appointed from the Majority List shall be replaced by the first non-appointed candidate of the same list belonging to the less-represented gender. If there are no candidates on that list belonging to the less-represented gender, the stockholders' meeting shall appoint a regular Statutory Auditor belonging to the less-represented gender in substitution for the last candidate appointed from the Majority List.

If only one list is submitted, the ordinary meeting shall vote on it and, if the same list obtains the majority of the voting persons, without including those abstaining from voting, all the candidates included in such list shall be appointed. In such case the Chairman of the Board of the Statutory Auditors shall be the first regular statutory auditor.

Extraordinary stockholders' meetings may be convened in one call. Extraordinary meetings of stockholders may be called to vote upon, among other things, proposed amendments to the By-laws, capital increases, mergers, spin-offs, issuance of convertible debentures, appointment of receivers and similar extraordinary actions. Extraordinary stockholders' meetings are properly convened when at least one-fifth of the share capital is represented at the meeting and resolutions are adopted with the affirmative vote of at least two-thirds of the share capital represented at the meeting.

Pursuant to our By-laws, subject to the concurrent competence of the extraordinary meeting of stockholders, the Board of Directors also has the authority over resolutions in connection with mergers and demergers in accordance with articles 2505 and 2505-bis and 2506-ter of the Civil Code, the establishment or termination of branches, the determination of which directors shall be authorized to represent the Company, the reduction of the issued capital stock in the event of withdrawal of a stockholder, the amendment of the By-laws to comply with legal requirements, or the transfer of the principal place of business within the national territory.

The meeting notice period of 30 days is (i) increased to 40 days for meetings convened to appoint directors and Statutory Auditors and (ii) reduced to, respectively, 21 days for meetings convened to resolve upon the company's dissolution or upon the resolutions following a reduction of the company's share capital below the mandatory minimum threshold provided by law, and 15 days for meetings convened pending a public tender offer launched with respect to our ordinary shares.

A meeting will be deemed duly convened if stockholders representing 100% of Luxottica Group S.p.A.'s share capital, together with a majority of the members of the Board of Directors and the Board of Statutory Auditors, are present at the meeting. In this case, any participant can object to the discussion and resolution of any item for which it is deemed to have been insufficiently informed.

The right to attend, and to vote in, a meeting is certified by a statement issued by the intermediary where the relevant stockholder holds the account to which the Company's shares are registered. The above-mentioned rights may be exercised by those holding Luxottica Group S.p.A. shares at the end of the seventh business day preceding the date of the meeting. The intermediary's statement shall be delivered to the Company within three business days prior to the date of the meeting.

The Company updates the stockholders' register on the basis of the statements sent by the intermediaries, within 30 days from their receipt. Information contained in the stockholders' register shall be made available to all stockholders upon their request.

Stockholders may appoint proxies. A proxy may also be granted by electronic means, by providing an electronic document with electronic signature in compliance with applicable Italian law. Electronic notice of the proxy may be given, pursuant to the procedure set forth in the call notice, either by using a specific section of the Company's website, or, if contemplated in the call notice, by sending the document to the certified electronic mail address of the Company. If the representatives deliver or send a copy of the proxy, they shall certify under their responsibility the identity of the proxy and that the proxy conforms to the original.

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Proxies may be appointed even though they have a conflict of interest, provided that they have informed the stockholder about such conflict of interest and have received specific instructions on the votes to be exercised for each subject matter in the agenda.

Proxies who do not have a conflict of interest may express votes that are inconsistent with the instructions received by the relevant stockholder if, and only if, new and relevant circumstances arise during the meeting and it is reasonable to believe that the stockholder would have changed its mind in light of said circumstances. In this case, proxies must declare that they are expressing votes that are inconsistent with the instructions received and explain the reasons for doing so.

Unless the By-laws specifically provide otherwise, the company shall indicate in the notice of the meeting an individual to whom stockholders may grant proxies for one or more of the subject matters listed in the agenda.

Solicitation of proxies is possible, but if the solicitation is addressed to more than 200 stockholders and concerns specific voting proposals or contains recommendations or other declarations that might influence the exercise of voting rights, it is subject to the provisions of Decree no. 58/98; in particular, the stockholder(s) making the solicitation shall publish a prospectus and a proxy form.

Proxies may be collected by a stockholders' association provided that such association has been formed by certified private agreement, does not carry out business activities and is made up of at least 50 individuals each of whom owns no more than 0.1% of our voting capital.

Proxies may be revoked and can be appointed only for a single stockholders' meeting already convened. Proxies can be appointed also for a single subject matter listed in the agenda or with regard to a single voting proposal in the case of a solicitation.

Our By-laws do not contain any limitations on the voting rights in respect of ordinary shares held by any stockholder. Resolutions adopted at a stockholders' meeting are binding on all stockholders. However, absent, dissenting or abstaining stockholders representing 1/1000th of the share capital (as well as Directors or Statutory Auditors) has the right, under Italian law, to ask a court to annul resolutions taken in violation of applicable laws or the By-laws. In addition, in a limited number of cases (including the merger of a listed company with, and its incorporation into, an unlisted company) applicable law grants dissenting and absent stockholders the right to obtain the redemption of their shares by the issuer at the average market price of the shares during the previous six-month period. Shares for which the redemption right has been exercised are offered to the other stockholders or, in case not all of the offered shares are sold in this way, to third parties in the market. If, after the sale offer, there are still remaining shares for which the redemption right has been exercised, the company shall purchase such shares using its available reserves (in which case the shares may be held and registered in the name of the issuer) or, if there are no available reserves, the share capital of the issuer shall be reduced.

Within five days from each stockholders' meeting, a brief report on the votes expressed at the meeting shall be published on the Company's website. Within 30 days from each stockholders' meeting, the minutes of such meeting shall be made available on the Company's website.

Option Rights

Pursuant to Italian law, holders of ordinary shares are entitled to subscribe for issuances of shares, debentures convertible into shares and rights to subscribe for shares in proportion to their holdings, unless such option rights are waived or limited by a stockholders' resolution and such waiver or limitation is in the interest of Luxottica Group S.p.A. Particular Italian regulations set forth the procedures to be followed by Italian listed companies in such circumstances.

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It is likely that the option rights generally available to holders of ordinary shares may not be fully available to holders of ADRs. See " Description of American Depositary Receipts Share Dividends and Other Distributions."

Pursuant to Italian law, such option rights may be excluded in certain other cases, including contributions in kind.

Preferential Shares

Under Italian law, a company such as ours may issue shares that have a preference over ordinary shares with respect to the distribution of dividends or surplus assets. At present, we have no such preferential shares outstanding and any issuance of such shares would be subject to approval by a majority of stockholders at an extraordinary meeting.

Rights on Liquidation

On a liquidation or winding-up of the company, subject to the preferential rights of holders of any outstanding preferential shares, holders of ordinary shares will be entitled to participate in any surplus assets remaining after payment of the creditors. Shares rank *pari passu* among themselves in liquidation.

Purchase of Shares by Luxottica Group S.p.A.

We and our subsidiaries may purchase up to an aggregate of 1/5th of our ordinary shares, subject to certain conditions and limitations provided by Italian law, including that the purchase be approved by stockholders. Shares may only be purchased out of profits available for dividends and distributable reserves as appearing in the latest stockholder-approved unconsolidated financial statements. Further, we may only repurchase fully paid shares. As long as such shares are owned by us, they would not be entitled to dividends nor to subscribe for new ordinary shares in the case of capital increases; such rights would be proportionately attributed to the other stockholders and the voting rights attached to the treasury shares would be suspended. A corresponding reserve must be created in our balance sheet which is not available for distribution. Decree no. 58/98 provides that the purchase by a listed company of its own shares and the purchase of shares of a listed company by its subsidiary must take place by way of a public offer or on the market in a manner agreed with Borsa Italiana S.p.A. which must ensure the equality of treatment among stockholders, subject to certain limitations. The foregoing does not apply to shares being purchased by a listed company from its employees or employees of its parent company or of subsidiaries under certain circumstances.

See Item 16E "Purchases of Equity Securities by the Issuer and Affiliated Purchasers."

Minority Stockholders' Rights

Absent, abstaining or dissenting stockholders (representing 1/1000th of the share capital of the Company) may, within 90 days, ask a court to annul stockholders' resolutions taken in violation of applicable laws or our By- laws. Any stockholder may bring to the attention of the Board of Statutory Auditors facts or acts which are deemed wrongful. If the stockholder (or stockholders) that has submitted the complaint to the Board of Statutory Auditors represents more than 1/50th of our share capital, the Board of Statutory Auditors must investigate without delay and report its findings and recommendations at the stockholders' meeting.

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Stockholders representing more than 1/20th of our share capital have the right to report major irregularities to the relevant court. In addition, stockholders representing at least 1/40th of our share capital may initiate a liability suit against the directors, Statutory Auditors and general managers of Luxottica Group S.p.A. We may waive or settle a liability suit against Directors only if less than 1/20th of the stockholders vote against such waiver or settlement. We will reimburse the legal costs of such action in the event that the claim of such stockholders is successful and (i) the court does not award such costs against the relevant directors, Statutory Auditors or general managers, or (ii) such costs cannot be recovered from such directors, Statutory Auditors or general managers. In compliance with Decree no. 58/98, our By-laws give minority stockholders the right to appoint directors and one Statutory Auditor as chairman and one Alternate Auditor to the Board of Statutory Auditors. See Item 6 "Directors, Senior Management and Employees Directors and Senior Management."

Italian Tender Offer Rules

Under Decree no. 58/98, a public tender offer is required to be launched by any person that through share purchases holds more than: (i) 25% of the voting stock of an Italian listed large size company (such as Luxottica Group S.p.A.), provided that there is no other shareholder holding a bigger interest in the same company; or (ii) 30% of the voting stock of a listed company. In the event that a company has issued loyalty shares, a public tender offer shall be launched in case the relevant threshold is crossed as a result of the increase over time of the voting rights exercisable for each share. The public tender offer must cover the whole voting stock of the company. Similarly, under CONSOB rules, a public tender for the entire voting stock of a listed company must be made by any person owning an interest or, if loyalty shares are issued, voting rights, above said thresholds (but does not exercise majority voting rights at an ordinary stockholders' meeting) and purchases or acquires, directly or indirectly, also through the exercise of subscription or conversion rights, during a 12-month period more than 5% of the ordinary capital with voting rights or, if loyalty shares are issued, of the overall voting rights. For the purpose of calculating the above thresholds, the following are taken into account (i) shares directly or indirectly purchased and (ii) in certain cases, derivative instruments (either physically or cash settled) whose underlying shares are part of the voting stock of an Italian listed company.

The offer must be launched within 20 days from the date on which the relevant threshold was exceeded, and must be made at a price for each class of securities at least equal to the highest price paid by the offeror, and/or by parties acting in concert with the offeror, for the purchase of the relevant class of the target company's securities over a 12-month period preceding the announcement of the mandatory tender offer. If no purchases for value of the relevant class of securities have been made in the relevant period, the offer price will be equal to the weighted average market price of the target securities over the previous 12 months (or, if a market price for the relevant class of securities has not been available for the whole of this period, over such shorter period for which a market price has been available). In a case where the relevant thresholds are reached through derivative instruments, the reference price of the underlying shares and any consideration paid by the holder shall be taken into account in calculating the offer price.

CONSOB regulates these provisions in greater detail through a number of exemptions from the duty to launch a tender offer. Such exemptions include, among others, (i) when another person or persons jointly hold the majority of voting rights that can be exercised at the general meeting; and (ii) when the relevant thresholds are reached as a result of the recapitalization of a company that is in a situation of financial crisis or as a result of the exercise of options, or conversion or subscription rights.

Decree no. 58/98 further provides that, should the abovementioned thresholds be crossed, the obligation to launch a 100% tender offer will not be triggered if the person concerned has exceeded the relevant threshold as a result of a public tender offer launched on 60% or more of the voting stock of the company. This provision is available only (i) if the tender offer is conditional on the acceptance by a majority of the stockholders of the company (excluding, for the purpose of calculating such majority, the

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offeror or any stockholder that holds an absolute or relative majority shareholding exceeding 10% as well as persons acting in concert), (ii) if the offeror (including the persons acting in concert with the offeror) has not acquired more than 1% of the voting stock of the company in the 12 months preceding the announcement of the offer and during the offer period and (iii) upon receipt of an exemption granted by CONSOB provided that the terms of (i) and (ii) above are met.

After the offer has been completed, the offeror nevertheless becomes subject to the duty to launch an offer for 100% of the voting stock if, in the course of the subsequent 12 months, (i) it (including the persons or entities acting in concert with the offeror) has purchased more than 1% of the voting stock of the company, or (ii) the company has approved a merger or spin-off. Finally, anyone holding 90% or more of the voting stock of a company must grant to all other stockholders the right to sell off their remaining shares, unless an adequate distribution of the shares is resumed so as to ensure proper trading within a period of three months. Moreover, any person who, following a tender offer for 100% of the voting stock, purchases more than 95% of the voting stock (i) must grant to all other stockholders the right to sell their voting shares or (ii) alternatively, and provided that it has stated its intention to do so in the offering documentation, is entitled to acquire all remaining voting shares of the company (squeeze-out) within three months following the conclusion of the tender offer.

"Persons acting in concert" with the offeror shall mean persons cooperating on the basis of a specific or tacit agreement, verbal or in writing, regardless of whether such agreement is invalid or without effect, for the purpose of acquiring, maintaining or strengthening control over the issuer or to defend against a public tender offer (including, in any case, the offeror's subsidiaries, controlling persons and related companies, those that are parties to a stockholders' agreement together with the offeror, the offeror's directors, members of the management board, or supervisory board or general managers). CONSOB has further identified cases in which the "action in concert" is presumed, although rebuttal is possible (for example, in the case of a person and his or her relatives), as well as cases not amounting *per se* to an "action in concert" (such as, for example, the agreement between stockholders for the submission of a slate to appoint minority directors).

Shares held in breach of the obligations to launch a mandatory tender offer cannot be voted and must be sold within 12 months.

Derivative Suits

Under Italian law, action against members of the Board of Directors, members of the Board of Statutory Auditors and general managers of a company may be brought on behalf of the company if authorized by a resolution adopted at an ordinary meeting of stockholders. In respect of listed companies, Italian law provides for a form of stockholders' action against members of the Board of Directors, which may be brought by holders of at least 1/40th of the issued shares. We are allowed not to commence, or to settle, the suit provided that stockholders representing at least 1/20th of the issued and outstanding shares do not vote against a resolution to this effect. We will reimburse the legal costs of such action in the event that the claim of such stockholders is successful and (i) the court does not award these costs as part of the judgment against the relevant directors, Statutory Auditors or general managers or (ii) these costs cannot be recovered from such directors, Statutory Auditors or general managers. In addition, Italian law permits a stockholder acting alone to bring an action against members of the Board of Directors in the event that such stockholder has suffered damages directly related to negligence or willful misconduct.

No Limitation of Ownership

Neither Italian law nor any of our constituent documents impose any limitations on the right of non-resident or foreign stockholders to hold or exercise voting rights on our ordinary shares or the ADRs.

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DESCRIPTION OF AMERICAN DEPOSITARY RECEIPTS

The following is a summary of certain provisions of the Amended and Restated Deposit Agreement (the "Deposit Agreement"), dated as of March 30, 2006, among Deutsche Bank Trust Company Americas, as depositary, the owners and holders from time to time of ADRs issued thereunder and us. This summary does not purport to be complete and is qualified in its entirety by reference to the Deposit Agreement, a copy of which has been filed as an exhibit to this Form 20-F. For more complete information, the entire agreement should be read. Copies of the Deposit Agreement are available for inspection at the principal Corporate Trust Office of Deutsche Bank Trust Company Americas at 60 Wall Street, New York, New York 10005.

ADRs are issued by Deutsche Bank Trust Company Americas. Each ADR evidences an ownership interest in a number of American Depositary Shares, each of which represents one ordinary share deposited with Deutsche Bank Milan, as custodian under the Deposit Agreement. Each ADR will also represent securities, cash or other property deposited with Deutsche Bank Trust Company Americas but not distributed to ADR holders. Deutsche Bank Trust Company Americas' Corporate Trust Office is located at 60 Wall Street, New York, New York 10005, and its principal executive office is located at 60 Wall Street, New York, New York 10005.

Share Dividends and Other Distributions

Deutsche Bank Trust Company Americas has agreed to pay to ADR holders the cash dividends or other distributions it or the custodian receives on ordinary shares or other deposited securities, after deducting its fees and expenses.

Cash

Deutsche Bank Trust Company Americas converts any cash dividend or other cash distribution we pay on the ordinary shares into U.S. dollars, if it can do so on a reasonable basis and can transfer the U.S. dollars to the United States. If it is not possible for Deutsche Bank Trust Company Americas to convert foreign currency in whole or in part into U.S. dollars, or if any approval or license of any government is needed and cannot be obtained, Deutsche Bank Trust Company Americas may distribute the foreign currency to, or in its discretion may hold the foreign currency uninvested and without liability for interest for the accounts of, ADR holders entitled to receive the same.

Shares

Deutsche Bank Trust Company Americas will, unless otherwise requested by us, distribute new ADRs representing any shares we may distribute as a dividend or free distribution. Deutsche Bank Trust Company Americas will only distribute whole ADRs. It will sell shares which would require it to issue a fractional ADR and distribute the net proceeds in the same way as it does with dividends or distributions of cash. If Deutsche Bank Trust Company Americas does not distribute additional ADRs, each ADR will also represent the additional deposited shares.

Rights to Receive Additional Shares

If we offer holders of our ordinary shares any rights to subscribe for additional ordinary shares or any other rights, Deutsche Bank Trust Company Americas may make these rights available to ADR holders. We must first instruct Deutsche Bank Trust Company Americas to do so and furnish it with satisfactory evidence that it is legal to do so. If we do not furnish this evidence and/or give these instructions, or if Deutsche Bank Trust Company Americas determines in its reasonable discretion that it is not lawful and feasible to make such rights available to all or certain owners, Deutsche Bank Trust Company Americas may sell the rights and allocate the net proceeds to holders' accounts. Deutsche

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Bank Trust Company Americas may allow rights that are not distributed or sold to lapse. In that case, ADR holders will receive no value for them.

If Deutsche Bank Trust Company Americas makes rights available to ADR holders, upon instruction from such holders it will exercise the rights and purchase the shares on behalf of the ADR holders.

Deposit, Withdrawal and Cancellation

ADRs may be turned in at the Corporate Trust Office of Deutsche Bank Trust Company Americas. Upon payment of its fees and expenses and of any taxes or charges, such as stamp taxes or stock transfer taxes or fees, Deutsche Bank Trust Company Americas will deliver the deposited securities underlying the ADRs at the office of the custodian, except that Deutsche Bank Trust Company Americas may deliver at its Corporate Trust Office any dividends or distributions with respect to the deposited securities represented by the ADRs, or any proceeds from the sale of any dividends, distributions or rights, which may be held by Deutsche Bank Trust Company Americas. Alternatively, at the request, risk and expense of the applicable ADR holder, Deutsche Bank Trust Company Americas will deliver the deposited securities at its Corporate Trust Office.

Voting Rights

ADR holders may instruct Deutsche Bank Trust Company Americas to vote the shares underlying ADRs but only if we ask Deutsche Bank Trust Company Americas to ask for such instructions. Otherwise, ADR holders will not be able to exercise their right to vote unless such holders withdraw the ordinary shares underlying the ADRs. However, an ADR holder may not know about a meeting at which such holder may be entitled to vote enough in advance to withdraw the shares.

If we ask for instructions of an ADR holder, Deutsche Bank Trust Company Americas will notify the ADR holder of the upcoming vote and arrange to deliver voting materials. The materials will (i) describe the matters to be voted on and (ii) explain how ADR holders, on a certain date, may instruct Deutsche Bank Trust Company Americas to vote the shares or other deposited securities underlying the ADRs as directed. For instructions to be valid, Deutsche Bank Trust Company Americas must receive them on or before the date specified. Deutsche Bank Trust Company Americas will try, as far as practical, subject to Italian law and the provisions of our articles of association, to vote or to have its agents vote the shares or other deposited securities as instructed by the ADR holder. Deutsche Bank Trust Company Americas will only vote or attempt to vote as instructed by the ADR holder and will not vote any of such holder's shares or other deposited securities except in accordance with such instructions.

Deutsche Bank Trust Company Americas shall fix a record date whenever:

any cash dividend or distribution shall become payable;

any distribution other than cash shall be made;

rights shall be issued with respect to the deposited securities;

Deutsche Bank Trust Company Americas, for any reason, causes a change in the number of ordinary shares that are represented by each ADS; or

Deutsche Bank Trust Company Americas receives notice of any meeting of holders of ordinary shares or other deposited securities.

The purpose of fixing a record date is to determine which ADR holders are:

entitled to receive such dividend, distribution or rights;

entitled to receive the net proceeds from the sale of such dividend, distribution or rights; and

entitled to give instructions for the exercise of voting rights at any such meeting.

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MATERIAL CONTRACTS

The contracts described below have been entered into by Luxottica Group S.p.A. and/or its subsidiaries since April 30, 2014 and, as of the date of this Form 20-F, contain provisions under which we or one or more of our subsidiaries has an obligation or entitlement which is or may be material to us. This discussion is not complete and should be read in conjunction with the agreements described below, each of which has been filed with the SEC as an exhibit to this Form 20-F.

Contracts Relating to the Company's Indebtedness

On February 27, 2015, the Group terminated its Euro 500 million multicurrency (Euro/U.S. dollars) revolving credit facility. As of the date of termination, the facility was undrawn.

On July 1, 2015, the Series B Notes issued in a private placement by U.S. Holdings matured and were fully repaid in the amount of U.S. \$127 million.

On November 10, 2015, the Group repaid the Euro 500 million senior unsecured guaranteed notes due 2015 in full.

ITALIAN EXCHANGE CONTROLS

The following is a summary of relevant Italian laws in force as of the date of this Form 20-F but does not purport to be a comprehensive description of all exchange control considerations that may be relevant.

There are no exchange controls in Italy. Residents and non-residents of Italy may effect any investments, disinvestments and other transactions that entail a transfer of assets to or from Italy, subject only to the reporting, record-keeping and disclosure requirements described below. In particular, residents of Italy may hold foreign currency and foreign securities of any kind, within and outside Italy, while non-residents may invest in Italian securities without restriction and may export from Italy cash, instruments of credit or payment and securities, whether in foreign currency or Euro, representing interest, dividends, other asset distributions and the proceeds of dispositions. Regulations concerning updated reporting, record-keeping and restrictions on the use of, among other things, cash and bearer instruments are to be found in legislative decree no. 231 dated November 21, 2007, as amended and supplemented from time to time ("decree 231/2007"), which implemented in Italy the Anti-Money Laundering Directives nos. 2005/60/CE and 2006/70 CE.

At the date hereof, Article 49 of decree 231/2007 provides that the transfer of cash, bearer bank or postal passbooks and bearer instruments in Euro or foreign currency, effected for any reason between different parties (resident or non-resident) (a "Transfer"), is forbidden when the total amount is equal to or greater than Euro 3,000 (Euro 1,000 for money remittances provided for by Article 1, Paragraph 1, Letter b, n. 6, of Legislative Decree n. 11/2010). A Transfer is also forbidden when carried out through multiple payments each lower than the Euro 3,000 threshold that appear designed to circumvent such prohibition. A Transfer may only be executed through banks, electronic money institutions, "Poste Italiane S.p.A." (Italian Mail) and payment institutions (the latter subject to certain conditions) (collectively, the "Authorized Operators"). Within 30 days of their knowledge, the Authorized Operators must promptly notify the Ministry of Finance of any breach of the provisions set out in article 49 of decree 231/2007. The Ministry of Finance must immediately notify the Italian Tax Police ("*Guardia di Finanza*") of the abovementioned breaches. The latter may, in turn, inform the Italian Tax Agency ("*Agenzia delle Entrate*"), so as to allow the Italian Tax Agency to carry out proper tax investigations (if any).

In addition, when the total amount of a Transfer is equal to or greater than Euro 15,000, the Authorized Operators are required to (i) duly identify the customer and the relevant beneficial owner on the basis of documents, data or information deriving from an independent and reliable source, (ii) set up a "Data Processing Archive" ("*Archivio Unico Informatico*") which contains a copy of any document

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required for the customer's and beneficial owner's identification, (iii) notify the Financial Intelligence Unit ("Unità di Informazione Finanziaria") of the Bank of Italy of any suspicious operation, where possible, before carrying out the Transfer and (iv) keep record of the information under point (i) above for ten years following the Transfer. Sanctions are provided for, among other things: (i) breach of customer identification obligations and recording duties (administrative sanctions); (ii) breach of the requirement to disclose the fact that a suspicious transaction was reported (criminal sanctions); and (iii) failure to set up the Data Processing Archive and to report suspicious transactions to the Financial Intelligence Unit (administrative sanctions).

The Financial Intelligence Unit keeps records of all reports (including those without merit), for ten years and may use them, directly or through other government offices, to police money laundering, tax evasion and any other crime or violation.

Moreover, pursuant to Decree No. 1990/167 concerning reporting requirements for tax purposes of cross-border transfers of means of payment, credit institutions and other financial intermediaries in Italy intervening in transfers to or from foreign countries of means of payment provided for by Article 1, paragraph 2, letter i, of Decree 231/2007 (including cash, bank and postal checks, banker's drafts and similar instruments, postal money orders, credit transfers and payment orders, credit cards and other payment cards, transferable insurance policies, pawn tickets and every other instrument available to transfer, move or acquire, including by electronic means, funds, valuables or financial balances), in an amount equal to or greater than Euro 15,000 on behalf of or in favor of individuals, non-commercial entities and certain partnerships, are required to report such transactions to the Italian Revenue Agency.

Individuals, non-profit entities and certain partnerships that are resident in Italy for tax purposes and hold or beneficially own investments abroad or foreign financial assets are required to disclose on their annual tax declarations all investments held or beneficially owned outside Italy and foreign financial assets held or beneficially owned during each taxable period through which income taxable in Italy may be derived. The same disclosure shall also be made in case, during the considered taxable period, the foreign investments have been completely disposed of. No such disclosure is required in respect of securities deposited for management with qualified Italian financial intermediaries and in respect of contracts entered into through their intervention, provided that the items of income derived from such foreign financial assets and contracts are collected through the intervention of the same intermediaries and such intermediaries apply withholding or substitute tax thereon. In addition, no disclosure is required for bank deposits and accounts of amount not exceeding Euro 15,000 in the tax period. Corporations and commercial partnerships resident in Italy are exempt from such disclosure requirements with respect to their annual tax declarations because this information is required to be disclosed in their financial statements.

There can be no assurance that the present regulatory environment in or outside Italy will continue or that particular policies presently in effect will be maintained, although Italy is required to maintain certain regulations and policies by virtue of its membership in the European Union and other international organizations and its adherence to various bilateral and multilateral international agreements.

TAXATION

The following summary contains a description of the principal U.S. federal and Italian income tax consequences of the ownership and disposition of ADSs or ordinary shares by U.S. holders (as defined below) resident in the United States for tax purposes. The following description does not purport to be a complete analysis of all possible tax considerations that may be relevant to a U.S. tax resident holder of ADSs or ordinary shares, and U.S. tax resident holders are advised to consult their advisors as to the overall consequences of their individual circumstances. In particular, this discussion does not address

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all material tax consequences of owning ordinary shares or ADSs that may apply to special classes of holders, some of whom may be subject to different rules, including:

partnerships and other pass-through entities;

tax-exempt entities;

certain banks, financial institutions and insurance companies;

broker-dealers;

traders in securities that elect to mark to market;

investors liable for alternative minimum tax;

investors that actually or constructively own 10% or more of the voting stock of Luxottica Group S.p.A.;

investors that hold ordinary shares or ADSs as part of a straddle or a hedging or conversion transaction;

investors whose functional currency is not the U.S. dollar; or

investors who do not hold the ordinary shares or ADSs as capital assets within the meaning of the Internal Revenue Code of 1986, as amended (the "Code").

In addition, the following summary does not discuss the tax treatment of ordinary shares or ADSs that are held in connection with a permanent establishment or fixed base through which a U.S. holder carries on business or performs personal services in Italy and does not deal with the impact of application in Italy of the U.S. FATCA legislation (and of any rules or agreements implementing the U.S. FATCA legislation in Italy) and of any provisions implementing EU Directive No. 2014/107 on mandatory automatic exchange of information in the field of taxation and the Common Reporting Standard released by the OECD in February 2014 (including Italian Ministerial Decree of December 28, 2015). Furthermore, certain persons that may not be U.S. holders but who may otherwise be subject to U.S. federal income tax liability will also be subject to U.S. federal as well as Italian tax consequences due to their ownership and disposition of ADSs or ordinary shares. Such investors should consult with their own advisors as to the particular consequences associated with their investment.

This discussion is based on the tax laws of Italy and of the United States, including the Code, its legislative history, existing and proposed regulations, and published rulings and court decisions, as well as on the applicable Convention Between the United States of America and Italy for the Avoidance of Double Taxation with respect to Taxes on Income and the Prevention of Fraud or Fiscal Evasion and Protocol Between the United States and Italy (collectively, the "Treaty") and the Convention Between the United States of America and the Italian Republic for the Avoidance of Double Taxation and the Prevention of Fiscal Evasion with respect to Taxes on Estates and Inheritances (the "Estate Tax Convention"), each as in effect on the date of this Form 20-F. These laws are subject to change, possibly on a retroactive basis that could affect the tax consequences described below. Neither the Company nor any other entity belonging to the Group will update the following summary to reflect changes in law and, if any such change occurs, the information in this summary could be superseded. The Treaty was signed on August 25, 1999, ratified by Italy pursuant to Law 3 March 2009, no. 20, and entered into force on December 16, 2009, replacing the previously applicable tax treaty and protocol between the United States and Italy. The Treaty includes an anti-abuse provision and a provision limiting treaty benefits to individuals, qualified governmental entities, companies that are publicly traded or that satisfy certain share ownership requirements, certain pension plans and other tax-exempt entities, and certain other persons meeting prescribed anti-treaty shopping requirements.

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The Treaty also clarifies the availability of treaty benefits to entities that are treated as fiscally transparent under U.S. or Italian law.

In addition, this section is based in part upon the representations of the depositary and the assumption that each obligation in the Deposit Agreement and any related agreement will be performed in accordance with its terms.

This discussion addresses only Italian income taxation, gift and inheritance taxation, capital gains taxation, stamp duty and financial transaction tax and U.S. federal income and estate taxation.

For purposes of the Treaty, the Estate Tax Convention and the Code, U.S. holders of ADSs will be treated as the owners of the underlying ordinary shares represented by such ADSs. Exchanges of ordinary shares for ADSs and ADSs for ordinary shares generally will not be subject to Italian income tax or U.S. federal income tax.

Italian Tax Law

Withholding or Substitute Tax on Dividends. In general, dividends paid by Italian corporations to non-Italian resident beneficial owners without a permanent establishment in Italy to which ordinary shares or ADSs are effectively connected, are subject to final Italian withholding tax (or substitute tax, in the case of dividends on underlying shares listed on the Milan Stock Exchange) at the rate of 26%, unless reduced by an applicable double taxation treaty or under the Italian domestic legislation. Reduced rates (normally 15%) of withholding tax (or substitute tax) on dividends apply to non-Italian resident beneficial owners of ordinary shares or ADSs who are entitled to and timely comply with procedures for claiming benefits under an applicable income tax treaty entered into by Italy. Italy has concluded income tax treaties with over 60 foreign countries, including all European Union member states, Argentina, Australia, Brazil, Canada, Japan, New Zealand, Norway, Switzerland, the United States and some countries in Africa, the Middle East and East Asia. It should be noted that in general the income tax treaties are not applicable if the beneficial owner is a tax-exempt entity or, with a few exceptions, a partnership or a trust. Under the Treaty, Italian withholding tax (or substitute tax) at a reduced rate of 15% will generally apply to dividends paid by an Italian corporation to a U.S. resident entitled to Treaty benefits who timely complies with the procedures for claiming such benefits, provided the dividends are not effectively connected with a permanent establishment in Italy through which the U.S. resident carries on a business or with a fixed base in Italy through which the U.S. resident performs independent personal services.

The Italian legislation provides for the application of a reduced 1.375% (1.20% starting from January 1, 2017) withholding tax or substitute tax on dividends paid by an Italian corporation out of profits accrued from January 1, 2008 (for entities ending their tax year on December 31) to non-resident beneficiary entities (i) subject to corporate taxation and (ii) resident in an EU Member State or in other states (excluding the United States) which adhere to the "Accordo sullo spazio economico europeo," which are included in an *ad hoc* "white list." At the date hereof, reference is to be made to the "white list" provided by Ministerial decree dated September 4, 1996, which reports the list of countries allowing an adequate exchange of information with the Italian tax authority.

The currently applicable Italian domestic legislation provides for the application of a reduced 11% withholding tax or substitute tax on dividends paid by an Italian corporation to non-Italian resident pension funds established in an EU Member State or in other countries (excluding the United States) which adhere to the "Accordo sullo Spazio Economico Europeo," which are included in the above-mentioned "white list" of countries allowing an adequate exchange of information with the Italian tax authority.

Under Italian law, in general, shares of Italian companies listed on the Milan Stock Exchange have to be registered in the centralized deposit system managed by *Monte Titoli*. Dividends paid on shares held

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in the *Monte Titoli* system (including our shares and our ADSs) to non-Italian beneficial owners without a permanent establishment in Italy to which the shares (or ADSs) are effectively connected are subject to a substitute tax on the same conditions and at the same rate as the withholding tax mentioned above, but which may be reduced under an applicable double-taxation treaty. This substitute tax will be levied by the Italian authorized intermediary that participates in the *Monte Titoli* system and with which the securities are deposited, as well as by non-Italian authorized intermediaries participating in the *Monte Titoli* system (directly or through a non-Italian centralized deposit system participating in the *Monte Titoli* system), through a fiscal representative to be appointed in Italy.

Since the ordinary shares of Luxottica Group S.p.A. are registered in the centralized deposit system managed by *Monte Titoli*, the substitute tax regime will apply to dividends paid by Luxottica Group S.p.A., instead of the withholding tax regime.

For a non-Italian resident beneficial owner of the ordinary shares or ADSs to obtain a reduced rate of substitute tax on dividends pursuant to an applicable income tax treaty entered into by Italy, including the Treaty, the following procedure must be followed. The intermediary with whom the shares are deposited must timely receive:

a declaration by the beneficial owner of ordinary shares or ADSs that contains all the data identifying this person as the beneficial owner and indicates the existence of all the conditions necessary for the application of the relevant income tax treaty, as well as the elements that are necessary to determine the applicable treaty substitute tax rate; and

a certification by the tax authorities of the beneficial owner's country of residence that the beneficial owner of the ordinary shares or ADSs is a resident of that country for the purposes of the applicable income tax treaty. The time for processing requests for certification by the applicable authorities will vary. The time normally required by the U.S. Internal Revenue Service (the "IRS") is six to eight weeks.

The above declaration and certification should be made in line with forms approved by the Italian Revenue Agency with provision dated July 10, 2013. The intermediary must keep the foregoing documentation for the entire period in which the Italian tax authorities are entitled to issue an assessment with respect to the tax year in which the dividends are paid and, if an assessment is issued, until the assessment is settled. If the intermediary with which the shares are deposited is not resident in Italy, the aforesaid duties and obligations must be carried out by (i) a bank or an investment services company that is a resident in Italy or (ii) a permanent establishment in Italy of a non-resident bank or investment services company, appointed by the foreign intermediary as its fiscal representative in Italy.

A non-Italian resident beneficial owner of ordinary shares or ADSs can obtain application of substitute tax on dividends of Italian source at a reduced rate of 1.375% (1.20% starting from January 1, 2017) or 11%, as applicable, from the intermediary with which the shares are deposited by promptly submitting *ad hoc* request, together with proper documentation attesting to the residence and status of the beneficial owner (including a certificate of tax residence from the competent foreign tax authorities).

As an alternative to the application of the more favorable treaty rate of substitute tax on dividends or where an income tax treaty does not apply, and except for entities that benefit from the above-mentioned 1.375% (1.20% starting from January 1, 2017) or 11% substitute tax, under domestic Italian law non-resident stockholders can claim a refund of an amount up to 11/26ths of the 26% substitute tax on dividend income from Italian tax authorities provided that (i) they implement an *ad hoc* refund procedure in accordance with the terms and conditions established by law, and (ii) they provide evidence that this dividend income was subject to income tax in their country of residence in an amount at least equal to the total refund claimed. Beneficial owners of ordinary shares or ADSs should contact their tax advisors concerning the possible availability of these refunds, the payment of which is normally subject to extensive delays.

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Distributions of newly issued ordinary shares to beneficial owners with respect to their shares or ADSs that are made as part of a *pro rata* distribution to all stockholders based on a gratuitous increase of the share capital through transfer of reserves or other provisions to share capital generally will not be subject to Italian tax. However, distributions of dividends in kind may be subject to withholding tax.

Tax on Capital Gains. Upon disposal of ordinary shares or ADSs of an Italian resident corporation, capital gains realized by non-Italian resident individuals and foreign corporations without a permanent establishment in Italy to which the ordinary shares or ADSs are effectively connected may be subject to taxation in Italy. However, the tax regime depends on whether the interest (ordinary shares, ADSs and/or rights) disposed of is "qualified" or "non-qualified." The disposal of a "qualified" shareholding in a corporation the stock of which is listed on a regulated market (such as Luxottica Group S.p.A.) is defined to occur when a stockholder (i) owns shares, ADSs and/or rights through which shares may be acquired representing in the aggregate more than 5% of the share capital or 2% of the shares with voting rights at an ordinary stockholders' meeting of the corporation and (ii) in any twelve-month period following the date the ownership test under (i) is met, such stockholder engages in the disposal of shares, ADSs and/or of rights through which shares may be acquired that individually or in the aggregate exceed the percentages indicated under (i) above. Capital gains realized by non-Italian resident stockholders upon disposal of a "non-qualified" shareholding, are in principle subject in Italy to a capital gain tax ("CGT") at 26%. However, an exemption from CGT is provided for gains realized by non-Italian resident stockholders without a permanent establishment in Italy to which the ordinary shares or ADSs are effectively connected on the disposal of "non-qualified" shareholdings in Italian resident corporations the stock of which is listed on a regulated market (such as Luxottica Group S.p.A.) even when such shareholdings are held in Italy. Non-Italian residents who dispose of shares or ADSs may be required to timely provide a self-declaration that they are not resident in Italy for tax purposes, in order to benefit from this exemption, in the case that the "risparmio amministrato" (non-discretionary investment portfolio) or "risparmio gestito" (discretionary investment portfolio) regime, respectively, provided for by articles 6 and 7 of Italian legislative decree November 21, 1997, no. 461 applies to them. Upon disposal of a "qualified" shareholding, non-Italian resident stockholders are in principle subject to Italian ordinary taxation on 49.72% of the capital gain realized (pursuant to law 28 December 2015, No. 208, such percentage is proposed to be redetermined by Ministerial Decree in connection with the provided reduction of Italian Corporate Income Tax that is proposed to be effective starting from January 1, 2017).

The above is subject to any provisions of an applicable income tax treaty entered into by the Republic of Italy, if the income tax treaty provisions are more favorable. The majority of double tax treaties entered into by Italy, in accordance with the OECD Model tax convention, provide that capital gains realized from the disposition of Italian securities are subject to taxation only in the country of residence of the seller. Therefore, the capital gains realized by a non-Italian resident entitled to the benefits of a treaty entered into by Italy in accordance with the OECD Model in respect of taxation of capital gains from the disposition of Italian securities will not be subject to Italian taxation, regardless of whether the shareholding disposed of is qualified or non-qualified. Non-Italian residents who dispose of shares or ADSs may be required to timely provide appropriate documentation establishing that the conditions of non-taxability of capital gains realized pursuant to the applicable income tax treaties have been satisfied (including a certificate of tax residence issued by the competent foreign tax authorities), in the case that the "risparmio amministrato" (non-discretionary investment portfolio) or "risparmio gestito" (discretionary investment portfolio) regime, respectively, provided for by articles 6 and 7 of Italian legislative decree November 21, 1997, no. 461 applies to them.

Under the Treaty, a person who is considered a U.S. resident for purposes of the Treaty and is fully entitled to benefits under the Treaty will not incur Italian capital gains tax on disposal of ordinary shares or ADSs, unless the ordinary shares or ADSs form part of a business property of a permanent establishment of the holder in Italy or pertain to a fixed base available to a holder in Italy for the purpose of performing independent personal services. In order to benefit from this exemption, U.S. residents who

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sell ordinary shares or ADSs may be required to timely produce appropriate documentation establishing that the above-mentioned conditions for non-taxability of capital gains under the Treaty have been satisfied (including a certificate of tax residence issued by the competent U.S. tax authorities).

Inheritance and Gift Tax. Subject to certain exceptions, Italian inheritance and gift tax is generally payable on transfers of ordinary shares and/or ADSs of an Italian resident corporation by reason of death or donation, regardless of the residence of the deceased or donor and regardless of whether the ordinary shares or ADSs are held outside Italy.

In particular, subject to certain exceptions, transfers of assets and rights (including ordinary shares and/or ADSs) on death or by gift are generally subject to Italian inheritance and gift tax:

- (i) at a rate of 4% in the case of transfers made to the spouse or relatives in direct line, on the portion of the global net value of the transferred assets (including ordinary shares and ADSs), if any, exceeding, for each beneficiary, Euro 1,000,000;
- (ii) at a rate of 6%, in the case of transfers made to relatives within the fourth degree or relatives-in-law within the third degree (in the case of transfers to brothers or sisters, the 6% rate is applicable only on the portion of the global net value of the transferred assets (including ordinary shares and ADSs), if any, exceeding, for each beneficiary, Euro 100,000); and
- (iii) subject to certain exceptions, at a rate of 8%, in any other case.

Inheritance taxes paid in a jurisdiction outside of Italy relating to the same estate on assets (including ordinary shares and ADSs) existing in that jurisdiction are deductible, in whole or in part, from the Italian inheritance tax due with respect to the estate.

The above-described regime may be superseded by the provisions of the double taxation treaties in respect of taxes on estates and inheritances entered into by Italy, if more favorable and where applicable.

Subject to certain limitations, the Estate Tax Convention between the United States and Italy generally affords a credit for inheritance tax imposed by Italy on ordinary shares or ADSs of an Italian resident corporation that is applicable to any U.S. federal estate tax imposed on the same ordinary shares or ADSs. This credit is available only to the estate of a deceased person who, at the time of death, was a national of or domiciled in the United States. There is currently no gift tax convention between Italy and the United States.

Stamp duty. Pursuant to Article 19(1) of Decree No. 201 of December 6, 2011, a proportional stamp duty applies on an annual basis to any periodic reporting communications which may be sent by an Italian financial intermediary to a holder of securities deposited with such financial intermediary. The stamp duty applies at a rate of 0.2 per cent and for taxpayers other than individuals cannot exceed Euro 14,000 per year. In the absence of specific guidelines, the stamp duty may apply both to Italian resident and non-Italian resident security holders, to the extent that securities are held with an Italian-based financial intermediary.

Financial transaction tax. Law No. 228 of December 24, 2012 introduced a "financial transaction tax" (*imposta sulle transazioni finanziarie*), inspired by the proposed European transaction tax (as included in the draft of European Directive no. 2011/0261). Subject to certain exceptions, the Italian financial transaction tax shall generally apply to, among other things, (a) transfers of the ownership of shares issued by companies resident in Italy and (b) transfers of the ownership of financial instruments representing shares indicated under (a) above. In relation to such transfers, financial transaction tax shall be applicable at the rate of 0.2 per cent. For transactions occurring in regulated markets or multilateral trading facilities established in EU Member States or in qualified States (excluding the United States) adhering to the "Accordo sullo spazio economico europeo," the ordinary rate is reduced to

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0.1 per cent. High-frequency trading transactions occurred in the Italian financial market relating, among others, to the same types of securities mentioned above are subject to high-frequency trading tax at a rate of 0.02%.

United States Federal Taxation

For purposes of this section, a U.S. holder is an individual or entity which is a beneficial owner of shares or ADSs and is:

a citizen or resident of the United States;

a corporation or other entity taxable as a corporation organized under the laws of the United States or any state thereof;

an estate whose income is subject to U.S. federal income tax regardless of its source; or

a trust if a U.S. court can exercise primary supervision over the trust's administration and one or more U.S. persons are authorized to control all substantial decisions of the trust.

If a partnership, or an entity treated for U.S. tax purposes as a partnership, holds ordinary shares or ADSs, the tax treatment of a partner will generally depend upon the status of the partner and the activities of the partnership. Persons who are partners in partnerships holding ordinary shares or ADSs should consult their tax advisors.

Taxation of Dividends. Under U.S. federal income tax laws, a U.S. holder must include as gross income the gross amount of any dividend paid by Luxottica Group S.p.A. out of its current or accumulated earnings and profits, as determined for U.S. federal income tax purposes. Such holder must also include any Italian tax withheld from the dividend payment in this gross amount even though the holder does not in fact receive such amounts withheld. The dividend is ordinary income that must be included in income when the U.S. holder, in the case of ordinary shares, or the depositary, in the case of ADSs, receives the dividend, actually or constructively. The dividend will not be eligible for the dividends received deduction generally allowed to U.S. corporations in respect of dividends received from other U.S. corporations. The amount of the dividend distribution that must be included in income for a U.S. holder will be the U.S. dollar value of the Euro payments made, determined at the spot Euro/U.S. dollar rate on the date the dividend distribution is includible in income, regardless of whether the payment is in fact converted into U.S. dollars. Generally, any gain or loss resulting from currency exchange fluctuations during the period from the date the U.S. holder includes the dividend payment in income to the date he converts the payment into U.S. dollars will be treated as ordinary income or loss. The gain or loss generally will be income from sources within the United States for foreign tax credit limitation purposes. Distributions in excess of current and accumulated earnings and profits, as determined for U.S. federal income tax purposes, will be treated as a return of capital to the extent of the U.S. holder's basis in the shares or ADSs and thereafter as capital gain.

Subject to certain generally applicable limitations, the Italian withholding or substitute tax imposed on dividends in accordance with the Treaty and paid over to Italy will be creditable against a U.S. holder's U.S. federal income tax liability. To the extent a refund of the tax withheld is available to the U.S. holder under Italian law or under the Treaty, the amount of tax withheld that is refundable will not be eligible for credit against such holder's U.S. federal income tax liability. See " Italian Tax Law Withholding or Substitute Tax on Dividends" for the procedures for obtaining a tax refund.

Dividends paid by foreign corporations generally constitute income from sources outside the United States, but generally will be "passive income" which is treated separately from other types of income for purposes of computing the foreign tax credit allowable. The rules governing the foreign tax credit are complex. U.S. holders should consult their tax advisors regarding the availability of a foreign tax credit for Italian withholding taxes imposed on dividends paid on ordinary shares or ADSs.

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Certain dividends received by non-corporate U.S. holders in taxable years beginning before January 1, 2013 in respect of ordinary shares or ADSs will be taxed at the rate applicable to long-term capital gains (generally at a maximum income tax rate of 15%) if the dividends are "qualified dividends." For taxable years beginning on or after January 1, 2013, the maximum tax rate for qualified dividends is 20% for a non-corporate U.S. holder with taxable income exceeding \$400,000 (\$450,000 for married individuals filing a joint return). This reduced income tax rate is only applicable to dividends paid by U.S. corporations and "qualified foreign corporations" and only with respect to shares held by a qualified U.S. holder (that is, a non-corporate stockholder such as an individual) for a minimum holding period (generally, more than 60 days during the 121-day period beginning 60 days before the ex-dividend date). We believe that we are a "qualified foreign corporation" and that dividends paid by us to individual U.S. holders of ordinary shares or ADSs held for the minimum holding period should thus be eligible for the reduced income tax rate. See "Passive Foreign Investment Company Considerations" for a discussion of certain restrictions on "qualified foreign corporation" status. *Non-corporate U.S. holders are urged to consult their own tax advisors to determine whether they are subject to any special rules that limit their ability to be taxed at this favorable rate.*

Taxation of Capital Gains. If a U.S. holder sells or otherwise disposes of ordinary shares or ADSs and such shares constitute a capital asset in the hands of the U.S. holder, such holder will recognize capital gain or loss for U.S. federal income tax purposes equal to the difference between the U.S. dollar value of the amount realized and the tax basis, determined in U.S. dollars, in the ordinary shares or ADSs. The deductibility of capital losses is subject to limitations. Capital gain of a non-corporate U.S. holder, recognized in taxable years which begin before January 1, 2013, is generally taxed at a maximum rate of 15% for property held more than one year. For taxable years beginning on or after January 1, 2013, the maximum tax rate for long-term capital gains is 20% for a non-corporate U.S. holder with taxable income exceeding \$400,000 (\$450,000 for married individuals filing a joint return). Additionally, gain or loss will generally be from sources within the United States for foreign tax credit limitation purposes.

Medicare Tax on Unearned Income. Legislation enacted in 2010 requires certain U.S. holders that are individuals, estates or trusts to pay a 3.8% Medicare contribution tax on, among other things, dividends on, and capital gains from the sale or other taxable disposition of, ordinary shares or ADSs for taxable years beginning after December 31, 2012.

Passive Foreign Investment Company Considerations. A corporation organized outside the U.S. generally will be classified as a passive foreign investment company (a "PFIC") for U.S. federal income tax purposes in any taxable year in which either (a) at least 75% of its gross income is "passive income," or (b) the average percentage of the gross value of its assets that produce "passive income" or are held for the production of passive income is at least 50%. Passive income for this purpose generally includes dividends, interest, royalties, rents and gains from commodities and securities transactions. Under a special "look-through" rule, in determining whether it is a PFIC, a foreign corporation is required to take into account a *pro rata* portion of the income and assets of each corporation in which it owns, directly or indirectly, at least a 25% interest. Based on our audited financial statements, we strongly believe that we are not a PFIC for U.S. federal income tax purposes for 2015. Based on our audited financial statements and our current expectations regarding the value and nature of our assets and the sources and nature of our income, we do not expect to become a PFIC for U.S. federal income tax purposes for future years. Nonetheless, given that our PFIC status will be determined by reference to the assets and income tests applied annually, with the assets test being applied by reference to the average of the fair market value of our assets at the end of each quarter, and the income test being applied by reference to our income at the end of the taxable year, we cannot provide complete assurance that we will not be a PFIC for either the current taxable year or for any subsequent taxable year. If we are classified as a PFIC in any year that a U.S. holder is a stockholder, we generally will continue to be treated as a PFIC for that U.S. holder in all succeeding years, regardless of whether we continue to meet the income or asset test described above.

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If we are classified as a PFIC in any year, certain materially adverse consequences could result for U.S. holders of ordinary shares or ADSs. Such adverse consequences could, however, be materially lessened if the U.S. holders timely file either a qualified electing fund or a mark-to-market election. In addition, if we were classified as a PFIC, in a taxable year in which we pay a dividend or the prior taxable year, we would not be a qualified foreign corporation (as described in "Taxation of Dividends"), and our dividends would not be eligible for the reduced U.S. income tax rate applicable to qualified dividends.

Although, as stated above, we strongly believe that we are not, and we do not expect to become, a PFIC, we suggest that all existing and potential U.S. holders consult their own tax advisors regarding the potential tax impact if we were determined to be a PFIC.

Backup Withholding and Information Reporting. In general, dividend payments or other taxable distributions made within the United States to a U.S. holder will be subject to information reporting requirements and backup withholding tax at the rate of 28% if such U.S. holder is a non-corporate U.S. person and such holder:

fails to provide an accurate taxpayer identification number;

is notified by the IRS that he has failed to report all interest or dividends required to be shown on his federal income tax returns and the payor of the interest or dividends is notified by the IRS of the underreporting; or

in certain circumstances, fails to comply with applicable certification requirements.

A U.S. holder generally may obtain a refund of any amounts withheld under the backup withholding rules that exceed his, her or its income tax liability by filing a timely refund claim with the IRS.

Persons who are not U.S. persons may be required to establish their exemption from information reporting and backup withholding by certifying their status on Internal Revenue Service Form W-8BEN, W-8BEN-E, W-8ECI or W-8IMY.

The payment of proceeds from the sale of ordinary shares or ADSs to or through a U.S. office of a broker is also subject to these U.S. backup withholding and information reporting rules unless the seller certifies, under penalties of perjury, that such seller is a non-U.S. person (or otherwise establishes an exemption). Special rules apply where ordinary shares or ADSs are sold through a non-U.S. office of a non-U.S. broker and the sale proceeds are paid outside the United States. Under legislation enacted in 2010, for taxable years beginning after March 18, 2010, certain U.S. holders who are individuals holding ordinary shares or ADSs other than in an account at a U.S. financial institution may be subject to additional information reporting requirements.

Estate Tax Convention. Under the Estate Tax Convention between the United States and Italy, the ordinary shares or ADSs will be deemed situated in Italy. Subject to certain limitations, the Estate Tax Convention affords a credit for estate or inheritance tax imposed by Italy on ordinary shares or ADSs that is applicable against U.S. federal estate tax imposed on ordinary shares or ADSs. This credit is available only to the estate of a deceased person who, at the time of death, was a national of or domiciled in the United States.

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DOCUMENTS ON DISPLAY

We are subject to the informational requirements of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), applicable to foreign private issuers, and in accordance therewith we file reports and other information with the SEC. Reports and other information filed by us may be read and copied at the SEC's Public Reference Room at 100 F Street, N.E., Washington, DC 20549. Please call the SEC at 1-800-SEC-0330 for more information on the Public Reference Room. In addition, such material may also be inspected and copied at the offices of the New York Stock Exchange, Inc., 20 Broad Street, New York, New York 10005. The public may also view our annual reports and other documents filed with the SEC on the internet at *www.sec.gov*.

ITEM 11. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

INTEREST RATE SENSITIVITY

At December 31, 2015, we did not have any instruments subject to interest rate sensitivity.

FOREIGN EXCHANGE SENSITIVITY

Our manufacturing subsidiaries are mainly located in Italy and our sales and distribution facilities are maintained worldwide. We also have a manufacturing facility in the United States that distributes Oakley products worldwide. As such, we are vulnerable to foreign currency exchange rate fluctuations in two principal areas:

1. We incur most of our manufacturing costs in Euro or Chinese Yuan and we receive a significant portion of our revenues in other currencies (which we refer to as Economic Risk); and
2. Differences between the functional currency of certain subsidiaries and the Euro as the reporting currency (which we refer to as Translation Risk).

Economic Risk. A strengthening of the Euro relative to other currencies in which we receive revenues could negatively impact the demand for our products manufactured in Italy and/or reduce our gross margins. However, our Oakley manufacturing facility in the United States offsets the reduced margins of our Italy-manufactured products, the costs of which are in Euro, as we expand Oakley's sales in Euro-denominated countries. We expect that the weakening of the Euro will have the reverse effect. In addition, to the extent that our receivables and payables are denominated in different currencies, exchange rate fluctuations could further impact our reported results of operations. However, our production cycles are relatively short and our receivables and payables are generally short-term in nature. As a result, we do not believe that we currently have significant exposure in this area. We will, if we believe it is necessary, enter into foreign exchange contracts to hedge certain of these transactions, which could include sales, receivables and/or payables balances.

IAS 39 requires that all derivatives, whether designated as a hedging relationship or not, be recorded on the balance sheet at fair value regardless of the purpose or intent for holding them. If a derivative is designated as a fair-value hedge, changes in the fair value of the derivative and the related change in the hedge item are recognized in operations. If a derivative is designated as a cash-flow hedge, changes in the fair value of the derivative are recorded in other comprehensive income in the consolidated statement of changes in equity and are recognized in the consolidated statements of income when the hedged item affects operations. For a derivative that does not qualify as a hedge, changes in fair value are recognized in operations.

From time to time, we use derivative financial instruments, principally currency forward agreements, as part of our risk management policy to reduce our exposure to market risks from changes in foreign exchange rates. As of December 31, 2015, we had several currency forward derivatives and option structures replicating forward contracts (zero cost collar) with a maturity no longer than 180 days. We

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may enter into other foreign exchange derivative financial instruments when we assess that the risk can be hedged effectively.

Translation Risk. A substantial portion of revenues and costs are denominated in various currencies other than Euro. The following table provides information about our revenues and costs denominated in various currencies for the years ended December 31, 2015 and 2014, and is not meant to be a tabular disclosure of market risk:

2015	U.S. Dollars	Euro	Other	Total
Revenues	55.1%	16.6%	28.3%	100.0%
Costs and operating expenses	51.5%	21.7%	26.8%	100.0%

2014	U.S. Dollars	Euro	Other	Total
Revenues	55.3%	19.5%	25.2%	100.0%
Costs and operating expenses	52.9%	23.4%	23.7%	100.0%

Because a large portion of our revenues and expenses are denominated in U.S. dollars, translation risk resulting from fluctuations in the exchange rate between the U.S. dollar and the Euro, our reporting currency, could have a material effect on our reported financial position and results of operations. The effect of a 10% weakening of the U.S. dollar against the Euro as compared to the actual 2015 and 2014 average exchange rate between the U.S. dollar and Euro would have been a decrease in income before taxes of Euro 99.4 million and Euro 76.9 million, respectively. In addition, a significant change in the mix of revenues or expenses between or among geographic or operating segments could increase or decrease our exposure to other currency exchange rate fluctuations. We will continue to monitor our exposure to exchange rate fluctuations and enter into hedging arrangements if and to the extent we believe it to be appropriate.

ITEM 12. DESCRIPTION OF SECURITIES OTHER THAN EQUITY SECURITIES

Persons depositing shares in our deposit facility with Deutsche Bank Trust Company Americas are charged a fee for each issuance of ADSs, including issuances resulting from distributions of shares, share dividends, share splits, bonus and rights distributions and other property, and for each surrender of ADSs in exchange for deposited shares. Persons depositing shares also may be charged for the following expenses:

- Expenses incurred by the depositary, the custodian or their respective agents in connection with inspections of the relevant share register maintained by the local registrar and/or performing due diligence on the central securities depository for Italy: an annual fee of U.S. \$1.00 per 100 ADSs (such fee to be assessed against holders of record as at the date or dates set by the depositary as it sees fit and collected at the discretion of the depositary, subject to the Company's prior consent, by billing such holders for such fee or by deducting such fee from one or more cash dividends or other cash distributions);
- Taxes and other governmental charges incurred by the depositary or the custodian on any ADS or ordinary shares underlying an ADS, including any applicable interest and penalties thereon, and any share transfer or other taxes and other governmental charges;
- Cable, telex, electronic transmission and delivery expenses;
- Transfer or registration fees for deposited securities on any applicable register in connection with the deposit or withdrawal of deposited securities including those of a central depository for securities (where applicable);

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5. Expenses of the depositary in connection with the conversion of foreign currency into U.S. dollars;6. Fees and expenses incurred by the depositary in connection with compliance with exchange control regulations and other regulatory requirements applicable to the shares, deposited securities and ADSs;

7. U.S. \$5.00 or less per 100 ADSs (or portion thereof) to the Depositary for the execution and delivery of ADRs (including in connection with the deposit of Luxottica ordinary shares or the exercising of rights) and the surrender of ADRs as well as for the distribution of other securities;

8. A maximum aggregate service fee of U.S. \$2.00 per 100 ADSs (or portion thereof) per calendar year to the Depositary for the services performed by the Depositary in administering the ADR program, including for processing any cash dividends and other cash distributions; and

9. Any other fees, charges, costs or expenses that may be incurred by the depositary from time to time.

If any tax or other governmental charge is payable by the holders and/or beneficial owners of ADSs to the depositary, the depositary, the custodian or the Company may withhold or deduct from any distributions made in respect of deposited securities and may sell for the account of the holder and/or beneficial owner any or all of the deposited securities and apply such distributions and sale proceeds in payment of such taxes (including applicable interest and penalties) or charges, with the holder and the beneficial owner thereof remaining fully liable for any deficiency.

These charges are described more fully in Section 5.9 of the Deposit Agreement incorporated by reference as Exhibit 2.1 to this Form 20-F.

Since January 1, 2015, we received the following direct and indirect payments from Deutsche Bank Trust Company Americas in the aggregate amount of U.S. \$252,650.74 for expenses relating to the ADR program, including NYSE listing fees in relation to the listing of the ADRs and expenses related to road shows.

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PART II

ITEM 13. DEFAULTS, DIVIDEND ARREARAGES AND DELINQUENCIES

None.

ITEM 14. MATERIAL MODIFICATIONS TO THE RIGHTS OF SECURITY HOLDERS AND USE OF PROCEEDS

None.

ITEM 15. CONTROLS AND PROCEDURES

DISCLOSURE CONTROLS AND PROCEDURES

We maintain disclosure controls and procedures that are designed to provide reasonable assurance that information required to be disclosed in the reports that we furnish or file under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms, and that such information is accumulated and communicated to our management, including our principal executive officers and our principal financial officer, as appropriate, to allow timely decisions regarding required disclosures. Any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives. Our management, with the participation of our principal executive officers and our principal financial officer, has evaluated the effectiveness of the design and operation of our disclosure controls and procedures as of December 31, 2015. Based upon that evaluation, our principal executive officers and our principal financial officer have concluded that, as of December 31, 2015, our disclosure controls and procedures are effective.

MANAGEMENT'S REPORT ON INTERNAL CONTROL OVER FINANCIAL REPORTING

As required by the SEC rules and regulations for the implementation of Section 404 of the Sarbanes-Oxley Act, our management is responsible for establishing and maintaining adequate internal control over financial reporting, as such term is defined in Exchange Act Rule 13a-15(f). Our internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of our financial statements for external reporting purposes in accordance with International Financial Reporting Standards as issued by the International Accounting Standards Board.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Under the supervision and with the participation of our management, including our principal executive officers and principal financial officer, we have conducted an evaluation of the effectiveness of our internal control over financial reporting based on the framework in *Internal Control Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013). Based on our evaluation under the framework in *Internal Control Integrated Framework*, our management has concluded that our internal control over financial reporting was effective as of December 31, 2015.

The effectiveness of our internal control over financial reporting as of December 31, 2015 has been audited by our independent registered public accounting firm, PricewaterhouseCoopers S.p.A., as stated in their report, which appears in Item 18 of this Form 20-F.

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CHANGES IN INTERNAL CONTROL OVER FINANCIAL REPORTING

During the period covered by this Form 20-F, there were no changes in our internal control over financial reporting that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

ITEM 16. [RESERVED]

ITEM 16A. AUDIT COMMITTEE FINANCIAL EXPERT

Our Board of Directors has determined that a member of our Board of Statutory Auditors, Alberto Giussani, qualifies as an "audit committee financial expert," as defined in the SEC rules, and is "independent," as defined in such rules. The Board of Statutory Auditors has been designated by our Board of Directors as the appropriate body to act as our "Audit Committee," as defined in the Sarbanes-Oxley Act, SEC regulations and the NYSE listing standards. See Item 16G "Corporate Governance Summary of the Significant Differences Between Our Corporate Governance Practices and the Corporate Governance Standards of the New York Stock Exchange Board Committees."

ITEM 16B. CODE OF ETHICS

The Board of Directors adopted a Code of Ethics, as may be amended from time to time, that applies to our executive chairman, chief executive officer, chief financial officer and all of our directors, members of management bodies, any other employees, and that is addressed to those who directly or indirectly permanently or temporarily have relationships and dealings with the Company. We will provide a copy of our Code of Ethics without charge upon a written request sent to our registered office at Piazzale L. Cadorna 3, 20123 Milan, Italy. You may also obtain a copy of our Code of Ethics on our website at *www.luxottica.com*.

In accordance with Italian law, we adopted a Procedure for Handling Privileged Information in order to ensure that material non-public information is promptly and adequately disclosed to the public and in compliance with the fundamental principles of transparency and truthfulness. We also adopted an Internal Dealing Procedure in order to comply with certain regulatory amendments. The procedure governs the disclosure obligations and the limitations concerning transactions carried out on the Company's shares and other financial instruments by a "significant" person (including directors, the main stockholders of the company and the persons closely related to them).

ITEM 16C. PRINCIPAL ACCOUNTANT FEES AND SERVICES

PricewaterhouseCoopers S.p.A. ("PricewaterhouseCoopers") was engaged as our independent registered public accounting firm to audit our Consolidated Financial Statements for the years ended December 31, 2015 and 2014. Due to the nature of our operations, some PricewaterhouseCoopers entities and affiliates perform other audit-related, tax and other services for the Group around the world. The Board of Statutory Auditors is responsible for the approval of all audit services for the annual audit of Luxottica Group S.p.A.'s own financial statements and for the audit of the Consolidated Financial Statements of Luxottica Group S.p.A. and its subsidiaries, and to pre-approve all audit-related and

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non-audit services permissible for all entities in the Group. The following table sets forth the aggregate fees for professional services rendered by PricewaterhouseCoopers in 2015 and 2014:

(Amounts in thousands of Euro)	2015 Fees	2014 Fees
Audit fees (including annual financial statement audit, semi-annual reviews and Sarbanes-Oxley audit)	8,594	7,258
Audit-related fees (including benefit plan audits and acquisition due diligence)	86	295
Tax fees (including compliance and planning)	888	672
All other fees	70	
Total fees	9,637	8,225

Our Board of Statutory Auditors has approved all of the audit and non-audit fees of PricewaterhouseCoopers for the year 2015 in accordance with the pre-approval policy set forth above.

ITEM 16D. EXEMPTIONS FROM THE LISTING STANDARDS FOR AUDIT COMMITTEES

We rely on the exemption from the listing standards for audit committees set forth in Exchange Act Rule 10A-3(c)(3). We believe that such reliance will not materially adversely affect the ability of our Board of Statutory Auditors to act independently and to satisfy the other requirements of the SEC rules.

ITEM 16E. PURCHASES OF EQUITY SECURITIES BY THE ISSUER AND AFFILIATED PURCHASERS

At the Stockholder's Meeting held on April 24, 2015, the Company was authorized to purchase, in one or more tranches, up to a maximum of 10 million ordinary shares during the period ending on the date of the next general meeting of stockholders convened to approve the statutory financial statements, provided that such authorization will not extend beyond a maximum of 18 months from the date the resolution was adopted. Pursuant to such authorization, on June 25, 2015, the Company signed an agreement to enhance the market liquidity of Luxottica Group shares in compliance with CONSOB's market practices permitted under resolution no. 16839 adopted on March 19, 2009 regarding activity to support market liquidity (the "Liquidity Agreement"). From January 1, 2015 to December 31, 2015, pursuant to the Liquidity Agreement, the Company made the following purchases of our ordinary shares

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along with purchases of our affiliate, Delfin S.à r.l., an entity established and controlled by Mr. Leonardo Del Vecchio:

Purchases of our Ordinary Shares by Month	Total Number of Ordinary Shares Purchased	Average Price Paid per Ordinary Share (in Euro)	Total Number of Ordinary Shares Purchased as Part of Publicly Announced Plans or Programs	Maximum number (or approximate value) of Ordinary Shares that may be purchased under Plans or Programs
May 2015	380,000	57.47		
June 2015	344,628	61.56	62,628	9,937,372
July 2015	154,007	60.92	154,007	9,783,365
August 2015	918,865	60.29	266,865	9,516,500
September 2015	180,203	59.51	180,203	9,336,297
October 2015	204,261	61.92	204,261	9,132,036
November 2015	256,147	62.34	256,147	8,875,889
December 2015	312,342	60.62	312,342	8,563,547
Total year ended December 31, 2015	2,750,453	60.39	1,436,453	8,563,547

A total of 1,314,000 ordinary shares were purchased by our affiliate, Delfin S.à r.l., an entity established and controlled by Mr. Leonardo Del Vecchio, at an average price of Euro 59.38 per share. These transactions were made through off-market purchases and purchases on the MTA.

For additional information, see Item 7 "Major Shareholders and Related Party Transactions."

ITEM 16F. CHANGE IN REGISTRANT'S CERTIFYING ACCOUNTANT

Not applicable.

ITEM 16G. CORPORATE GOVERNANCE**SUMMARY OF THE SIGNIFICANT DIFFERENCES BETWEEN OUR CORPORATE GOVERNANCE PRACTICES AND THE CORPORATE GOVERNANCE STANDARDS OF THE NEW YORK STOCK EXCHANGE***Overview*

On November 4, 2003, the New York Stock Exchange (the "NYSE") established new corporate governance rules for listed companies. Under these NYSE rules, we are permitted, as a listed foreign private issuer, to adhere to the corporate governance standards of our home country in lieu of certain NYSE corporate governance rules, so long as we disclose the significant ways in which our corporate governance practices differ from those followed by U.S. companies under the NYSE listing standards.

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Our corporate governance practices are governed principally by the rules and regulations of CONSOB and by the Code of Corporate Governance that was issued by Borsa Italiana in March 2006 (the "Code of Corporate Governance" and, collectively with the abovementioned rules and regulations, the "Italian Corporate Governance Policies").

The Italian Code of Corporate Governance is a code of conduct that companies listed on the market regulated by Borsa Italiana can apply on a "comply-or-explain" basis.

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The Code was updated in December 2011, in 2014 and again in 2015. Information about the implementation of the Code of Corporate Governance is included in our Corporate Governance Report, which was made publicly available on April 6, 2016.

The following is a brief summary of the significant differences between our corporate governance practices in accordance with the Italian Corporate Governance Policies and those followed by U.S. companies under the NYSE listing standards.

Composition of Board of Directors; Independence

The NYSE listing standards provide that the board of directors of a U.S. listed company must consist of a majority of independent directors and that certain committees must consist solely of independent directors. A director qualifies as independent only if the board affirmatively determines that the director has no material relationship with the company, either directly or indirectly. The listing standards enumerate a number of relationships that preclude independence. In addition, non-management directors of a U.S. listed company are required to meet at regularly scheduled executive sessions without management.

The Code of Corporate Governance recommends that an "adequate number" of non-executive and independent directors serve on the board of directors of an Italian company, but does not require the board of directors to consist of a majority of independent directors. Italian law requires that at least one director or, in the event the board of directors is composed of more than seven members, at least two directors must fulfill the requirements to be independent. In addition, the Code of Corporate Governance recommends that, for companies included in the FTSE MIB Index (such as Luxottica), at least $\frac{1}{3}$ of the Board of Directors shall be composed of independent directors.

The standards for determining director independence under the Code of Corporate Governance are substantially similar to the NYSE listing standards for U.S. listed companies. The Code of Corporate Governance recommends that our independent directors meet at executive sessions without management once per year or else we have to disclose the reason they did not meet in our Annual Report on Corporate Governance.

Pursuant to the Code of Corporate Governance, our Board of Directors has evaluated that nine directors are independent: Messrs. Feola, Salzburger, Santel, Veronesi and Zappia and Ms. Brogi, Magistretti, Pierdicchi and Scocchia. This number of independent directors complies with the abovementioned provisions of law as well as with the "adequate number" of non-management directors recommended. During 2015, our lead independent director, Marina Brogi, convened one meeting of independent directors.

Board Committees

The NYSE listing standards require a U.S. listed company to have an audit committee, a nominating/corporate governance committee and a compensation committee. Each of these committees must consist solely of independent directors and must have a written charter that addresses certain matters specified in the listing standards. The NYSE listing standards contain detailed requirements for the audit committees of U.S. listed companies. Some, but not all, of these requirements also apply to non-U.S. listed companies such as us. Italian law, on the other hand, requires neither the establishment of board committees nor the adoption of written committee charters.

Italian law requires companies to appoint a Board of Statutory Auditors. The Board of Directors has designated the Board of Statutory Auditors as the appropriate body to act as the "Audit Committee," as defined in the Sarbanes-Oxley Act, SEC regulations and the NYSE listing standards. It operates in accordance with Italian law, the Company's By-laws and the "Regulations Governing the Duties of the Board of Statutory Auditors in accordance with U.S. Audit Committee Requirements." The Board of

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Statutory Auditors has acted as the Audit Committee since the annual meeting of stockholders on June 14, 2006. Additional information regarding our Board of Statutory Auditors is set forth below.

With respect to the nomination of directors and auditors, Italian law requires lists of nominees to be filed with the registered office of the Company, at least 25 days before its ordinary meeting of stockholders. The Company shall make the lists available to the public at least 21 days before the general meeting. The Code of Corporate Governance also recommends the constitution of a committee to recommend candidates for appointment to the position of director made up by (or a majority of) independent directors. The committee, among other duties, shall express opinions to the Board of Directors regarding its size and composition and express recommendations with regard to the professional skills necessary within the board and submit to the Board of Directors candidates for directors to be appointed to fill any independent director vacancies on the Board of Directors. The Board of Directors of Luxottica Group has elected not to appoint such a committee.

The Code of Corporate Governance requires that, unless the reason for non-compliance is disclosed, Italian listed companies shall appoint a Compensation Committee and that its members shall all be independent directors. As an alternative, the committee shall be composed of non-executive directors, the majority of whom are independent. In such a case, the chairman of the committee shall be an independent director. Our Human Resources Committee performs the functions of a compensation committee, including the review of our officers' compensation and our remuneration plans. On April 24, 2015, the Board of Directors of the Company appointed Andrea Zappia, Chairman, Marina Brogi and Mario Notari, all non-executive directors, as members of the Human Resources Committee. Andrea Zappia and Marina Brogi are also independent directors. The Human Resources Committee reports to the Board of Directors at least twice a year.

For more information on the resolution adopted by the Company to comply with the provisions of the Corporate Governance Policies, please see our Annual Report on Corporate Governance available on the Company website at www.luxottica.com.

Control and Risk Committee

The Code of Corporate Governance also requires the establishment of a Control and Risk Committee. Our Control and Risk Committee consists of three independent directors. The committee has investigative, advisory and proposal-making functions concentrating on, among other matters, the internal control system, the proper use of accounting principles in conjunction with our administration managers and auditors and the process for the identification and management of corporate risks. The committee reports to the Board of Directors at least twice a year. The members of the Control and Risk Committee, appointed by the Board of Directors on April 24, 2015, are Elisabetta Magistretti, Chairperson, Luciano Santel and Cristina Scocchia, each an independent director.

Board of Statutory Auditors

Our Board of Statutory Auditors consists of three regular members and two alternate members. The Board of Statutory Auditors is appointed by our stockholders and serves for a period of three years. Italian law establishes the qualifications of candidates that may be appointed as members of the Board of Statutory Auditors. The office of Member of the Board of Statutory Auditors in a listed company pursuant to Italian law may not be assumed by any individual who holds the same position in five other listed companies. Our By-laws are required to ensure that at least one member of the Board of Statutory Auditors and one Alternate Auditor may be elected by our minority stockholders. Our By-laws comply with this requirement by providing that at least one regular member, who shall serve as Chairman of the Board of Statutory Auditors, and one alternate member may be elected by our minority stockholders in accordance with Italian law.

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The Board of Statutory Auditors oversees our compliance with our By-laws and applicable laws and the adequacy of our internal control system and accounting and administrative system. See Item 6 "Directors, Senior Management and Employees" for further details. The Board of Statutory Auditors is required to attend all meetings of our stockholders and the meetings of our Board of Directors. The Board of Statutory Auditors is also required to notify CONSOB if we fail to comply with our By-laws or any applicable laws.

Code of Business Conduct and Ethics

The NYSE listing standards require each U.S. listed company to adopt, and post on its website, a code of business conduct and ethics for its directors, officers and employees. Under SEC rules, all companies required to submit periodic reports to the SEC, including us, must disclose in their annual reports whether they have adopted a code of ethics for their chief executive officer and senior financial officers. In addition, they must file a copy of the code with the SEC, post the text of the code on their website or undertake to provide a copy upon request to any person without charge. There is significant, though not complete, overlap between the code of business conduct and ethics required by the NYSE listing standards and the code of ethics for the chief financial officer and senior financial officers required by the SEC's rules.

In accordance with SEC rules, we have adopted a Code of Ethics, which contains provisions in compliance with SEC requirements. Our Code of Ethics is available on our website at www.luxottica.com.

Stockholder Approval of Equity Compensation Plans

The NYSE listing standards require U.S. listed companies to seek stockholder approval for certain equity compensation plans. Italian law requires Italian listed companies to submit any incentive plans based on securities and reserved to directors of the company or its subsidiaries or to employees and capital increases of shares reserved for issuance under their equity compensation plans to stockholders for their approval at the meeting of stockholders. In accordance with Italian law, our stockholders approved capital increases of shares reserved for issuance under our existing stock option plans. In accordance with Italian law, our stockholders also approved our 2008 PSP Plan and our 2013-2017 PSP Plan.

Corporate Governance Guidelines; Certification

The NYSE listing standards require U.S. listed companies to adopt, and post on their websites, a set of corporate governance guidelines. The guidelines must address, among other things, director qualification standards, director responsibilities, director access to management and independent advisers, director compensation, director orientation and continuing education, management succession and an annual performance evaluation of the Board of Directors. In addition, the chief executive officer of a U.S. listed company must certify to the NYSE annually that he or she is not aware of any violations by the company of the NYSE's corporate governance listing standards. The certification must be disclosed in the company's annual report to stockholders.

Italian law requires that listed companies annually report to their stockholders on their corporate governance system. Our Company complies with such requirement. You may find our Annual Report on Corporate Governance on our website at www.luxottica.com.

Related Party Transactions Procedure

In 2010, the Board of Directors adopted a procedure governing the approval of related party transactions in order to comply with new Italian regulations. "Related Party Transactions" are transactions in which there is a transfer of resources, services or obligations between "Related Parties"

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(as defined in the procedure), regardless of whether consideration has been given. An updated procedure was adopted on February 16, 2015.

The procedure shall not be applied to, among others, "Small Amount Transactions," which are transactions in which the foreseeable maximum consideration or value does not exceed (i) Euro 250,000 per year for remuneration of a member of management or control body or managers in strategic roles or (ii) Euro 1.0 million for other Related Party Transactions. The procedure shall not be applied to related party transactions with or between our controlled companies.

The procedure provides that an appropriate board committee shall provide its opinion with respect to Related Party Transactions. The opinion of the committee is considered non-binding for certain smaller transactions but will be deemed to be binding for more significant transactions. The Board of Directors resolved, as authorized based on, among other things, the interested parties involved in each individual transaction, that (i) the Human Resources Committee shall be involved and consulted regarding transactions for the remuneration and economic benefits of the members of the management and control bodies and managers in strategic roles and (ii) the Control and Risk Committee shall be involved and consulted regarding other transactions with related parties. Our Related Party Transactions Procedure is available on our website at www.luxottica.com.

ITEM 16H. MINE SAFETY DISCLOSURE.

Not applicable.

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PART III

ITEM 17. FINANCIAL STATEMENTS

Not applicable.

ITEM 18. FINANCIAL STATEMENTS

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REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and Shareholders of Luxottica Group S.p.A.

In our opinion, the accompanying consolidated statements of financial position and the related consolidated statements of income, comprehensive income, changes in equity and cash flows present fairly, in all material respects, the financial position of Luxottica Group S.p.A. and its subsidiaries at December 31, 2015 and 2014, and the results of their operations and their cash flows for each of the three years in the period ended December 31, 2015 in conformity with International Financial Reporting Standards as issued by the International Accounting Standards Board. Also in our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2015, based on criteria established in *Internal Control Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). The Company's management is responsible for these financial statements, for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in Management's Report on Internal Control Over Financial Reporting appearing in Item 15 of this Annual Report on Form 20-F. Our responsibility is to express opinions on these financial statements and on the Company's internal control over financial reporting based on our integrated audits. We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement and whether effective internal control over financial reporting was maintained in all material respects. Our audits of the financial statements included examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audits also included performing such other procedures as we considered necessary in the circumstances. We believe that our audits provide a reasonable basis for our opinions.

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

/s/ PricewaterhouseCoopers S.p.A.

Milan, Italy
April 21, 2016

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(Amounts in thousands of Euro)	Note reference	2015	2014
ASSETS			
CURRENT ASSETS:			
Cash and cash equivalents	6	864,852	1,453,587
Accounts receivable	7	858,053	754,306
Inventories	8	833,272	728,404
Other assets	9	272,932	231,397
Total current assets		2,829,109	3,167,695
NON-CURRENT ASSETS:			
Property, plant and equipment	10	1,435,524	1,317,617
Goodwill	11	3,596,983	3,351,263
Intangible assets	11	1,442,148	1,384,501
Investments	12	65,378	61,176
Other assets	13	105,574	123,848
Deferred tax assets	14	174,433	188,199
Total non-current assets		6,820,040	6,426,603
TOTAL ASSETS		9,649,148	9,594,297
LIABILITIES AND STOCKHOLDERS' EQUITY			
CURRENT LIABILITIES:			
Short-term borrowings	15	110,450	151,303
Current portion of long-term debt	16	44,882	626,788
Accounts payable	17	927,186	744,272
Income taxes payable	18	34,179	42,603
Short-term provisions for risks and other charges	19	118,779	187,719
Other liabilities	20	671,424	636,055
Total current liabilities		1,906,900	2,388,740
NON-CURRENT LIABILITIES:			
Long-term debt	21	1,715,104	1,688,415
Employee benefits	22	136,200	138,475
Deferred tax liabilities	14	277,327	266,896
Long-term provisions for risks and other charges	23	104,508	99,223
Other liabilities	24	91,391	83,770
Total non-current liabilities		2,324,529	2,276,778
STOCKHOLDERS' EQUITY:			
Capital stock	25	29,019	28,900
Legal reserve	25	5,784	5,735
Reserves	25	4,642,238	4,318,124
Treasury shares	25	(68,636)	(73,875)

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Net income	25	804,119	642,596
Luxottica Group stockholders' equity	25	5,412,524	4,921,479
Non-controlling interests	26	5,196	7,300
Total stockholders' equity		5,417,719	4,928,779