

## **Summary of the Proposed Combination**

*[In terms of Regulation 13 (1B) of the Competition Commission of India  
(Procedure in regard to the transaction of business relating to  
combinations), 2011, as amended on 7 January 2016]*

### **A. Name of the parties to the Proposed Combination**

1. Essilor International S.A. (“**Essilor**”), Delfin S.à.r.l.(“**Delfin**”) and Luxottica Group S.p.A. (“**Luxottica**”).

### **B. Type of the Proposed Combination**

2. The Proposed Combination entails a combination of the businesses of Essilor and Luxottica through the following inter-connected steps:
  - i. Delfin would contribute its entire stake in Luxottica (approximately 62%) to Essilor in return for newly-issued Essilor shares on the basis of the Share Exchange Ratio (“**SER**”). Based on the acceptance rate of the mandatory public exchange offer launched by Essilor over the outstanding shares of Luxottica, Delfin would own between approximately 31% and 38% of the shares of Essilor, as its largest shareholder;
  - ii. Essilor would come to hold between approximately 62% to 100% of Luxottica upon making a mandatory public exchange offer to acquire all of the remaining issued and

outstanding shares of Luxottica with a view to delisting Luxottica's shares;

iii. Essilor would become a pure holding company with a new name "EssilorLuxottica" via a hive-down of all of its operating activities into a wholly-owned company, to be called "Essilor International".

3. The steps defined above in para 2(i)-(iii) constitute the ("**Proposed Combination**").

4. The Proposed Combination is structured as an exchange of shares and therefore implies the concomitant acquisition of shares of both Essilor and Luxottica. More specifically, the principal aspects of the Proposed Combination are:

- i. The acquisition by Essilor of 62% (approximately) to 100% of Luxottica (subject to the acceptance rate of mandatory public exchange offer); and
- ii. The acquisition by Delfin of an approximate stake of 31% to 38% in Essilor.

**C. Area of the activity of the Parties to the Proposed Combination**

**Essilor**

5. Essilor is a worldwide ophthalmic optics company. Essilor designs, manufactures and markets a wide range of lenses. Its flagship brands are Varilux®, Crizal®, Transitions®, Eyezen™, Xperio®, Foster Grant®, Bolon™ and Costa®. It also develops and markets equipment, instruments and services for eyecare professionals.
  
6. Essilor is publicly traded and its shares are listed in the Euronext Paris market. For more information on Essilor, please visit [www.essilor.com](http://www.essilor.com).
  
7. Broadly, the activities of Essilor in India may be categorized as:
  - i. manufacturing through prescription laboratories and distribution of ophthalmic lenses;
  - ii. distribution of sunglasses;
  - iii. edging and mounting services rendered to opticians; and
  - iv. sale of optical instruments to hospitals, ophthalmologists and to prescription laboratories;

### **Luxottica**

8. Luxottica designs, manufactures and distributes eyewear, *i.e.*, prescription frames and sunglasses at global level. Its portfolio includes many proprietary brands such as Ray-Ban, Oakley, etc.

9. Luxottica is publicly traded and is listed on the Borsa Italiana (Italian stock exchange) and the New York Stock Exchange. For more information on Luxottica, please visit <http://www.luxottica.com>.
10. Luxottica distributes its products and services in India through Luxottica India Eyewear Private Limited (“**LIEPL**”). In addition, a small manufacturing facility in Bhiwadi, Rajasthan, run by RayBan Sun Optics India Private Limited (“**RBSO**”), mainly manufactures RayBan frames (both RBSO and LIEPL are wholly owned subsidiaries of Luxottica). Broadly, the activities of Luxottica in India include manufacture and distribution of frames and sunglasses.

#### **Delfin**

11. Delfin is the Luxembourg based holding company of the Del Vecchio Family. Delfin main investments are in Luxottica Group SpA, Fonciere Des Regions SA, Assicurazioni Generali SpA and Unicredit SpA.

#### **D. Relevant market(s) to which the Proposed Combination relates**

12. The relevant markets relate to the optical lens and eyewear frames and sunglasses sectors.