

# LUXOTTICA GROUP S.P.A.

## INTERNAL DEALING PROCEDURE

### 1. INTRODUCTION

This procedure is intended to: (i) define the obligations set out in Art. 114, paragraph 7 of Legislative Decree no. 58 of February 24, 1998 (hereinafter, “Consolidated Law on Financial Intermediation” or, in short, “CLF”) and in Articles 152-*sexies* et seq. of the Regulation approved by Consob (Italian securities market authority) with Resolution no. 11971 of May 14, 1999 (and subsequent amendments; hereinafter, the “**Issuer Regulations**”) concerning internal dealing; (ii) identify among the managers of Luxottica Group S.p.A. those who are required to carry out the disclosures provided for in Art. 114(7) of the CLF; (iii) provide for the prohibition on making transactions on the Luxottica Group S.p.A.’s shares and the financial instruments related to them during the publication of the annual and interim results of Luxottica and of the Luxottica Group.

\* \* \*

### 2. DEFINITIONS

**2.1 Shares:** the shares of Luxottica Group S.p.A..

**2.2 “control” and/or “parent company” and/or “subsidiary”:** have the meanings set out in Art. 93 of the CLF.

**2.3 Luxottica Group:** Luxottica and all other companies directly or indirectly controlled by Luxottica.

**2.4 Luxottica (or the Company):** Luxottica Group S.p.A..

**2.5 Relevant Transactions:** the transactions of purchase, sale, subscription or exchange of Shares or Financial Instruments Linked to Shares whose overall amount is **at least 5,000 euro annually**, calculated by adding the transactions related to the Shares and Financial Instruments linked to them made on behalf of each Relevant Party and those made on behalf of Persons Closely Related to those parties.

**2.6 Closely Related Persons:** the following persons:

- (a) the Relevant Party’s spouse, not legally separated, the dependent children, also of the spouse, and, if cohabiting, the parents, relatives and in-laws;
- (b) the legal entities, partnerships and trusts in which a Relevant Party or one of the persons referred to in letter (a), holds, either separately or jointly, a management position;
- (c) the legal entities directly or indirectly controlled by a Relevant Party or one of the persons referred to in letter (a);
- (d) partnerships whose economic interests are basically equivalent to those of a Relevant Party or one of the persons referred to in letter (a);
- (e) trusts set up to the benefit of a Relevant Party or one of the persons referred to in letter (a).

**2.7 Subsidiary Companies:** subsidiary companies directly or indirectly owned by Luxottica, provided that the book value of the investment in these subsidiary companies exceeds more than 50% of Luxottica’s balance sheet assets, as resulting from the last

approved financial statements (Art. 152-*sexies*, paragraph 1, letter *c.3*) of the Issuer Regulations).

## **2.8 Relevant Parties:**

- (a) members of the administrative and governing bodies of Luxottica;
- (b) persons who carry out management functions at Luxottica and Luxottica managers who have regular access to privileged information (as defined by Art. 181 of the CLF) and have the power to make management decisions that can influence Luxottica's development and future prospects;
- (c) persons who carry out management functions in Subsidiary Companies and managers of Subsidiary Companies who have regular access to privileged information (as defined by Art. 181 of the CLF) and have the power to make management decisions that can influence the development and future prospects of the Subsidiary Company to which they belong that, in both cases, were identified as "relevant parties" of the Subsidiary Company to which they belong, pursuant to Art. 152-*sexies*, paragraph 1, letter *c.3*) of the Issuer Regulations in accordance with the procedure adopted by it pursuant to Art. 152-*octies*, paragraph 8, letter *a*) of the Issuer Regulations;
- (d) any person who holds an investment, calculated pursuant to Art. 118 of the Issuer Regulations, equal to at least 10% of Luxottica's share capital, represented by voting shares, as well as any other person controlling Luxottica (hereinafter also the "**Relevant Shareholders**").

**2.9 Financial Instruments Linked to Shares:** (a) financial instruments that allow the subscription, purchase or transfer of Shares; (b) debt instruments convertible into Shares or exchangeable for them; (c) derivative instruments on Shares indicated by Article 1, paragraph 3 of the CLF; (d) other financial instruments equivalent to and representing Shares, including *American Depositary Receipts* ("**ADR**") listed on the New York Stock Exchange; (e) listed Shares issued by Luxottica's subsidiaries and the financial instruments linked to such shares referred to in letters (a) to (d); (f) unlisted Shares issued by Subsidiary Companies and the financial instruments linked to such shares referred to in letters (a) to (d). "**Financial instruments**" mean those indicated in Art. 1, paragraph 2 of the CLF.

\* \* \*

## **3. IDENTIFICATION OF THE RELEVANT PARTIES**

Luxottica's Human Resources Director and Legal and Corporate Affairs Director shall identify the names of the Relevant Parties indicated in Article 2.8, letters (a), (b) and (d). The Subsidiary Companies shall promptly inform Luxottica's Human Resources Director and Legal and Corporate Affairs Director of the names of its directors identified as "Relevant Parties" pursuant to Article 2.8, letter (c).

Luxottica's Human Resources Director and Legal and Corporate Affairs Director shall periodically review the list of Relevant Parties.

Relevant Parties shall be informed of their identification as Relevant Party and this Procedure by Luxottica's Legal and Corporate Affairs Director.

Relevant Parties must make the Persons Closely Related to them aware of the informational obligations provided therein.

Luxottica's Legal and Corporate Affairs Director is also responsible for the management and disclosure to the market, even through its representatives, of the information received from the Relevant Parties in the manner set out below.

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#### **4 RELEVANT PARTIES' INFORMATION OBLIGATIONS CONCERNING TRANSACTIONS MADE BY THEM OR BY PERSONS CLOSELY RELATED TO THEM**

- (a) The "Relevant Parties" referred to in letters (a), (b) and (c) of Article 2.8 shall notify Consob with Luxottica in copy (sent via fax to **both numbers** 02.86334636 and 0437.64 4416, or via email **to both addresses** affarisocietari@luxottica.com and HRstockoptions@luxottica.com) of the Relevant Transactions carried out by them or by Persons Closely Related to them, within five trading days from the date that the transactions were carried out.

Luxottica – through its Legal and Corporate Affairs Director – shall publish the information received from the Relevant Parties relating to the Relevant Transactions through the procedures referred to in Article 66, paragraphs 2 and 3 of the Issuer Regulations, by the end of the trading day subsequent to the receipt of the information, by sending it to the Italian Stock Exchange which will make it immediately available to the public and to at least two press agencies.

Luxottica – through its Legal and Corporate Affairs Director – may also carry out the disclosure of the Relevant Transactions to Consob on behalf of the Relevant Parties, following an agreement with the same.

- (b) The Relevant Shareholders referred to in letter (d) of Article 2.8 shall notify Consob and publish information on the Relevant Transactions carried out by them or by Persons Closely Related to them, through the procedures referred to in Article 66, paragraphs 2 and 3 of the Issuer Regulations, within the fifteenth day of the month subsequent to the month the transaction was carried out.

The publishing of information on Relevant Transactions made by Relevant Shareholders or by Persons Closely Related to them can be made, through the procedures referred to in Article 66, paragraphs 2 and 3 of the Issuer regulations, by the Company on behalf of such persons, provided that the same agree on this with Luxottica and send the information related to such transaction to Luxottica (via fax to **both numbers** 02.86334636 and 0437.644416, or via email **to both addresses** affarisocietari@luxottica.com and HRstockoptions@luxottica.com) within the fifteenth day of the month subsequent to the month the transaction was carried out. In this event, the Company will publish the information related to the Relevant Transactions received by the end of the trading day subsequent to the receipt of the information.

Luxottica – through its Legal and Corporate Affairs Director – may also carry out the disclosure to Consob of the Relevant Transactions on behalf of the Relevant Shareholders, following an agreement with the same.

- (c) The disclosures referred to in letters (a) and (b) shall be carried out using the filing model in appendix 1 of the Procedure.

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## 5. TRANSACTIONS NOT SUBJECT TO DISCLOSURE

The following transactions of purchase, sale, subscription or exchange of Shares or of Financial Instruments Connected to the Shares made by Relevant Parties or Persons Closely Related to them are not subject to the information obligations referred to in Article 4 above:

- a. transactions whose overall amount is less than 5,000 euro by the end of the year;
- b. transactions carried out between a Relevant Party and a Persons Closely Related to him;
- c. transactions carried out by the Company and by its subsidiaries;
- d. the assignment free of charge of shares or options to purchase or the subscription of Shares or Financial Instruments Linked to Shares;
- e. the exercise of rights to purchase or subscription of Shares or Financial Instruments Linked to Shares arising from stock option plans referred to in Art. 114 *bis* of the CLF (without prejudice to the obligations of disclosure related to sale or exchange transactions following the purchase or subscription of the shares).

The amount referred to in letter (a) shall be calculated by adding the transactions related to Shares and Financial Instruments Linked to Shares carried out on behalf of each Relevant Party and those carried out on behalf of the Persons Closely Related to such persons. For the derivative instruments on Shares referred to in Article 2.9 letter (c), the amount is calculated with reference to the underlying Shares.

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## 6. BLACK OUT PERIODS

In order to avoid any detrimental events both for the Company and for the interested parties, the Relevant Parties and the Persons Closely Related to them are prohibited from carrying out any transactions of any kind on the Shares or the Financial Instruments Linked to Shares:

- during the period between the closing date of each quarter 3/31, 9/30 and the two full working days following the dissemination of the press release announcing the results delivered by the Company and by the Luxottica group in the quarter of reference;
- during the period between the closing date of the half-year at 6/30 and the two full working days following the dissemination of the press release announcing the results delivered by Luxottica and by the Group Companies in the half-year of reference;
- during the period between the closing of the financial year at December 31 or the fourth quarter (12/31) and the three full working days following the dissemination of the press release on the results delivered by the Company and by the Luxottica Group in the year or quarter of reference.

The prohibition shall not apply to the purchase or subscription of Shares or other Financial Instruments Linked to Shares carried out in the exercise of option rights attributed within the framework of stock option plans, subject to the obligation not to sell them during the specified periods.

All owners of stock options are prohibited from exercising for any purpose the option right during the twenty days before the date of the ordinary meeting called for the approval of

Luxottica's financial statements for the financial period and until the date of payment of dividends.

The black out period must also be complied with by all of those who are entered into the Functional Section of the Register set up by Luxottica in accordance with Article 115 *bis* of the CLF, according to that provided by the relative Procedure for the management of privileged information adopted by the Company.

\* \* \*

## 7. SANCTIONS

This Procedure is binding.

Failure to comply with this Procedure's obligations and prohibitions will entail the responsibility, even personal, referred to in current legislation. In particular, the Relevant Parties and Closely Related Persons' failure to comply with the provisions provided in Art. 114, paragraph 7 of the CLF and those set out in Articles 152-*sexies*, 152-*septies* and 152-*octies* of the Issuer Regulations is penalized under that established in Art. 193, paragraph 1-*bis* of the CLF.

For Relevant Parties that are employees of the Company or the Subsidiary Companies, failure to comply constitutes unlawful conduct that can be penalized at a disciplinary level.

Luxottica can take action against the Relevant Parties or Persons Closely Related to them in the ways and to the extent permitted by applicable law and regulations for all damage and/or responsibility that may arise from conduct violating applicable law.

\* \* \*

## 8. ENTRY INTO FORCE AND DISCLOSURE

This Procedure was approved by the Board of Directors of Luxottica.

It will also be published on the site [www.luxottica.com](http://www.luxottica.com).

Each Relevant Party shall accept this Procedure by signing the form provided in Appendix 2 of this Procedure.

\* \* \*

## 9. FINAL PROVISION

Updates to this Procedure will be subject to the approval of the Board of Directors upon the recommendation of the CEO.

Luxottica Group S.p.A.  
Board of Directors

Milan, March 13, 2008

**ANNEX 1  
FILING MODEL FOR DISCLOSURE OF TRANSACTIONS  
REFERRED TO ARTICLE 152-*octies*, paragraph 7**

<b>1. DECLARER</b>										
<b>1.1 PERSONAL DATA</b>										
IF NATURAL PERSON										
FAMILY NAME					FIRST NAME			GENDER*		
TAX CODE*		DATE OF BIRTH (dd/mm/yyyy)*		PLACE OF BIRTH*		PROVINCE OF BIRTH*		COUNTRY OF BIRTH*		
PLACE OF RESIDENCE*										
IF LEGAL PERSON, UNLIMITED PARTNERSHIP OR TRUST										
CORPORATE NAME										
TAX CODE*		LEGAL FORM*		DATE ESTABLISHED (dd/mm/yyyy)*						
REGISTERED OFFICE*										
<b>1.2. NATURE OF RELATIONSHIP WITH THE LISTED COMPANY</b>										
C.1) MEMBER OF THE ADMINISTRATIVE, MANAGEMENT OR SUPERVISORY BODIES OF THE ISSUER									S/N	
C.2) SENIOR EXECUTIVE HAVING REGULAR ACCESS TO INSIDE INFORMATION RELATING, DIRECTLY OR INDIRECTLY, TO THE ISSUER, AND THE POWER TO MAKE MANAGERIAL DECISIONS ON THE FUTURE DEVELOPMENTS AND BUSINESS PROSPECTS OF THE ISSUER									S/N	
C.3) PERSON WHO PERFORM S THE FUNCTIONS REFERRED TO IN POINT C1 AND C2 IN A SUBSIDIARY OF THE LISTED COMPANIES									S/N	
C.4) PERSON WHO HOLD SHARES AMOUNTING TO AT LEAST 10 PER CENT OF THE SHARE CAPITAL AND ANY OTHER PERSON WHO CONTROL THE ISSUER									S/N	
<b>2. EMITTENTE QUOTATO</b>										
CORPORATE NAME							TAX CODE*			

\* information must be provided only if the form is disseminated through the telematics system provided by the market management company (these information will not be subject to public disclosure).

<b>3. PARTY WHICH EXECUTED THE TRANSACTION</b>									
<b>3.1. REASON FOR RESPONSABILITY TO NOTIFY</b>									
RELEVANT PERSON									S/N
NATURAL PERSON CLOSELY ASSOCIATED WITH A RELEVANT PERSON (SPOUSE, UNLESS LEGALLY SEPARATED, DEPENDENT CHILDREN OF THE RELEVANT PERSON OR OF THE SPOUSE, PARENTS, RELATIVES AND RELATIVES-IN-LAW)									S/N
LEGAL PERSON, UNLIMITED PARTNERSHIP OR TRUST CLOSELY ASSOCIATED WITH A RELEVANT PERSON									S/N
<b>3.2. PERSONAL DATA<sup>1</sup></b>									
IF NATURAL PERSON									
FAMILY NAME					FIRST NAME			GENDER*	
TAX CODE *		DATE OF BIRTH (dd/mm/yyyy)*		PLACE OF BIRTH*		PROVINCE OF BIRTH*		COUNTRY OF BIRTH*	
PPLACE OF RESIDENCE									
IF LEGAL PERSON, UNLIMITED PARTNERSHIP OR TRUST									
CORPORATE NAME									
TAX CODE*		LEGAL FORM*				DATE ESTABLISHED (dd/mm/yyyy)*			
REGISTERED OFFICE *									

\* information must be provided only if the form is disseminated through the telematics system provided by the market management company (these information will not be subject to public disclosure).

<sup>1</sup> Not to fill if the person which executed the transaction is the same as section 1.1

#### 4. TRANSACTIONS

##### SECTION A): RELATED TO SHARES AND EQUIVALENT FINANCIAL INSTRUMENT AND ASSOCIATED CONVERTIBLE BOND

DATA	TYPE OF TRANSACTION <sup>2</sup>	ISIN CODE <sup>3</sup>	NAME OF SECURITY	TYPE OF FINANCIAL INSTRUMENT <sup>4</sup>	QUANTITY	PRICE (in €) <sup>5</sup>	VALUE (in €)	DESCRIPTION OF TRANSACTION <sup>6</sup>	NOTES
TOTAL AMOUNT SECTION A (in €)									

##### SECTION B): RELATED TO FINANCIAL INSTRUMENTS ASSOCIATED TO SHARE REFERRED TO IN ART. 152-sexies, paragraph 1, letters b1 , b3

DATE	TYPE OF ASSOCIATED FINANCIAL INSTRUMENT <sup>8</sup>	TYPE OF RIGHT <sup>9</sup>	ASSOCIATED FINANCIAL INSTRUMENT		UNDERLYING SECURITY		ACTUAL INVESTMENT / DISINVESTMENT			POTENTIAL (NOTIONAL) INVESTMENT / DISINVESTMENT			MATURITY	NOTES	
			ISIN CODE <sup>10</sup>	NAME <sup>11</sup>	ISIN CODE <sup>12</sup>	NAME <sup>12</sup>	QUANTITY	PRICE (in €) <sup>5</sup>	VALUE (in €)	QUANTITY OF UNDERLYING	STRIKE OR SETTLEMENT PRICE (in €)	VALUE (in €)			
TOTAL POTENTIAL AMOUNT SECTION B (in €)															
TOTAL AMOUNT SECTION A + SECTION B (in €)															

#### NOTE

<sup>2</sup> Indicate the type of transaction, even if executed through the exercise of associated financial instruments

- A= purchase
- V= sale
- S= subscription
- X= exchange

<sup>3</sup> ISIN code must be indicated whenever the financial instrument received that code from an appointed international agency (e.g. UIC for Italy)

<sup>4</sup> Indicate the financial instrument involved in the transaction:

- AZO = ordinary shares
- AZP = preference shares

AZR = saving shares  
QFC = units of closed-end funds  
EQV = other financial instruments, equivalent, or representative of shares  
OBCV = convertible bonds or other debt financial instruments convertible into shares or exchangeable for shares

<sup>5</sup> In case of multiple transactions on securities of the same type (see note 2) and with the same modality (see note 6), indicate the weighted average price of the aforementioned transactions. In case of convertible bonds use prices in hundredths (e.g. for a bond negotiated below par value at a price of 99 indicate 0,99, whereas for a bond negotiated above the par value at a price of 101 indicate 1,01).

<sup>6</sup> Indicate the origin of the transaction:

MERC-IT = transaction over italian regulated market  
MERC-ES = transaction over foreign regulated markets  
FMERC = off-market transaction and blocks  
CONV = conversion of convertible bonds or exchange of debt financial instruments for shares  
MERC-SO = transaction over regulated market concurrent to exercise of stock option – stock grant  
ESE-DE = exercise of derivatives or settlement of other derivatives (*future, swap*)  
ESE-DI = exercise of rights (warrant/covered warrant/secured derivatives/rights)

<sup>7</sup> Indicate the type of transaction:

A= purchase  
V= sale  
S= subscription  
AL= other (to be specified in the notes)

<sup>8</sup> Indicate the type of financial instrument:

W= warrant  
OBW = bond *cum* warrant  
SD= securitised derivative  
OPZ= option  
FUT = future contracts  
FW = forward contracts  
OS = structured bond  
SW = swap  
DIR = rights

<sup>9</sup> Indicate the category of derivative (only for options):

CE= call European style  
PE= put European style  
CA= call American style  
PA= put American style  
AL= other (to be specified in the notes)

<sup>10</sup> Not to be indicated for non-standard derivatives or whenever the financial instrument did not receive that code from an appointed international agency (e.g. UIC for Italy).

<sup>11</sup> Indicate the associated financial instrument

<sup>12</sup> Indicate the underlying financial instrument (share)

## APPENDIX 2

### Declaration of full knowledge and acceptance of the Internal Dealing Procedure

The undersigned \_\_\_\_\_, born in \_\_\_\_\_ on \_\_\_\_\_ resident of \_\_\_\_\_, at \_\_\_\_\_, acknowledges his/her inclusion as a Relevant Party pursuant to the Internal Dealing Procedure of Luxottica Group S.p.A., as last amended on \_\_\_\_ 2008, and declares to have received a copy of the above-mentioned procedure, to be familiar with it and to accept its contents.

(Date)

(Signature)

Pursuant to current privacy legislation, the undersigned gives specific consent to the processing of his/her personal data (even carried out by third parties) as required for the application of the above-mentioned procedure and for the sole purpose of complying with the legislation currently in force.

(Date)

(Signature)