

Operations of the Board of Directors and the Committees of the Board

The operations of the Board of Directors and the special Board Committees are governed by internal rules adopted by the Board at its meeting of November 18, 2003, subsequently amended

from time to time and most recently on February 27, 2013 and a Directors' Charter under the terms of which and in accordance with the Company's bylaws, each Board member is required to hold 1,000 Company shares. (For more details, please refer to Section 2.3.)

List of directorships at December 31, 2012

HUBERT SAGNIÈRES

57 years old

Number of shares: 11,080

Main position held within the Company: Chairman and Chief Executive Officer (since January 2, 2012)

Business address: Essilor International – 147 rue de Paris – 94227 Charenton Cedex – France

First appointment as Director: May 14, 2008

Current term ends: 2014

Personal information – Experience and expertise

Hubert Sagnières has been Chairman and Chief Executive Officer of Essilor since January 2, 2012. He joined Essilor in 1989 as President of International Marketing. He was appointed President of Essilor Canada from 1991 to 1996, and President of Essilor Laboratories of America in 1996, then President of Essilor of America, a position he held until 2005. From 2006 to 2009, he was President, Essilor Europe and North America before being named Chief Operating Officer in August 2008, then Chief Executive Officer from January 1, 2010 to January 2, 2012.

POSITIONS AND TERMS OF OFFICE HELD AT DECEMBER 31, 2012

Chairman and Chief Executive Officer, Essilor International*

- Chief Executive Officer, Essilor International^{(a)(b)} (until January 2, 2012)

Chairman, Essilor of America, Inc. (USA)

Director, Essilor International and subsidiaries

- Essilor of America, Inc. (USA)
- Transitions Optical Inc. (USA)
- Frames for America, Inc. (USA)
- Essilor Canada Ltee/Ltd (Canada)^(b)
- Transitions Optical Holdings B.V. (Netherlands)
- Omics Software Inc./Logiciels Omics, Inc (Canada)^(b)
- Cascade Optical Ltd (Canada)^(b)
- Reseau Essilor in Canada Inc./Essilor Network in Canada Inc, (Canada)^(b)
- Groupe Vision Optique Inc. (Canada)
- Optique Lison Inc. (Canada)^(b)
- Vision Optique Inc. (Canada)
- Visionware Inc. (Canada)^(b)
- Westlab Optical Ltd (Canada)^(b)
- Econo-Optic Ltée (Canada)^(b)
- Essilor Vision Foundation (USA)

POSITIONS AND TERMS OF OFFICE HELD OVER THE PAST FIVE YEARS

Chairman and Chief Executive Officer, Essilor International

Chief Executive Officer, Essilor International

Chief Operating Officer, Essilor International

Chairman, Essilor of America, Inc. (USA)

Chairman and Chief Executive Officer, Essilor of America, Inc. (USA)

Director, Essilor International and subsidiaries

- Essilor of America, Inc. (USA)
- Transitions Optical Inc. (USA)
- Frames for America, Inc. (USA)
- Essilor Canada Ltee/Ltd (Canada)
- Transitions Optical Holdings B.V. (Netherlands)
- Omics Software Inc./Logiciels Omics, Inc (Canada)
- Cascade Optical Ltd (Canada)
- Cascade Optical Ltd (Canada)
- Groupe Vision Optique Inc. (Canada)
- Optique de l'Estrie Inc. (Canada)
- Optique Lison Inc. (Canada)
- Vision Optique Inc. (Canada)
- Vision Optique Technologies Ltée (Canada)
- Visionware Inc. (Canada)
- Westlab Optical Ltd (Canada)
- Nassau Lens Co., Inc. (USA)
- K&W Optical Limited (Canada)
- Vision Web Inc. (USA)
- Econo-Optic Ltée (Canada)
- Essilor Vision Foundation (USA)

(a) Term of office expired during the fiscal year.

(b) Term of office started during the fiscal year.

* Listed company.

PHILIPPE ALFROID**67 years old****Number of shares:** 260,782**Main position held within the Company:** Director**Business address:** Not applicable – retired since June 30, 2009**First appointment as Director:** May 6, 1996**Current term ends:** 2014**Personal information – Experience and expertise**

Philippe Alfroid was Chief Operating Officer of Essilor until his retirement in June 2009. He began his career with PSDI in Boston before joining the Essilor group in 1972. He has held executive positions in different operational departments, including contact lenses and frames. He was appointed Vice President Financial Control in 1987 and promoted to Chief Financial Officer in 1991. He was appointed Chief Operating Officer in 1996. Philippe Alfroid, who served as Chief Financial Officer and then as Chief Operating Officer, brings to the Board his very broad knowledge of the company.

POSITIONS AND TERMS OF OFFICE HELD AT DECEMBER 31, 2012**Vice Chairman of the Supervisory Board, Faiveley Transport*****Director**

- Eurogerm*
- Essilor of America, Inc. (USA)
- Gemalto N.V. (Netherlands)*

POSITIONS AND TERMS OF OFFICE HELD OVER THE PAST FIVE YEARS**Chief Operating Officer, Essilor International****Chairman**

- Essilor of America, Inc. (USA)
- Omega Optical Holdings, Inc. (USA)

Vice Chairman of the Supervisory Board, Faiveley Transport (ex Faively SA)**Director**

- Sperian Protection
- Essilor of America, Inc. (USA)
- Gentex Optics, Inc. (USA)
- EOA Holding Co, Inc. (USA)
- EOA Investment, Inc. (USA)
- Omega Optical Holdings, Inc. (USA)
- Essilor Canada Ltee/Ltd (Canada)
- Pro-Optic Canada Inc. (Canada)
- Shanghai Essilor Optical Company Ltd (China)
- Faiveley Transport
- Eurogerm
- Gemalto N.V. (Netherlands)

* Listed company.

BENOÎT BAZIN

Independent Director

44 years old

Number of shares: 1,000

Business address: Saint-Gobain – Les Miroirs – 18 avenue d'Alsace – 92096 Paris La Défense – France

Major positions:

Executive Vice President, Compagnie de Saint-Gobain

Chairman, Saint-Gobain Distribution Bâtiment, Building Distribution division

First appointment as Director: May 15, 2009

Current term ends: 2015

Personal information – Experience and expertise

Benoît Bazin is Senior Vice President Director, Building Distribution Sector at Saint-Gobain and Executive Vice President at Compagnie de Saint-Gobain. He began his career with Saint-Gobain in 1993 as project manager. He was subsequently Corporate Planning Director from 2000 to 2002, President of the Abrasives – North America division from 2002 to 2005 and Chief Financial Officer from 2005 until 2009. Benoît Bazin brings to the Board his experience as Chief Financial Officer and senior manager of major international group.

POSITIONS AND TERMS OF OFFICE HELD AT DECEMBER 31, 2012

Saint-Gobain group

Executive Vice President, Compagnie de Saint-Gobain*

Chairman

- Saint-Gobain Distribution Bâtiment Sas
- Partidis Sas

Chairman of the Supervisory Board

- Point P S.A.
- Lapeyre

Chairman of the Board of Directors

- Projeo
- Saint-Gobain Distribution Nordic AB (Scandinavia)

Director

- Fondation Saint-Gobain Initiatives
- Jewson Ltd (United Kingdom)
- Saint-Gobain Building Distribution Ltd (United Kingdom)
- Norandex Building Material Distribution Inc. (USA)

Supervisory Board member, Saint-Gobain Building Distribution Deutschland GmbH (Germany)

POSITIONS AND TERMS OF OFFICE HELD OVER THE PAST FIVE YEARS

Saint-Gobain group

Executive Vice President, Compagnie de Saint-Gobain

Chairman

- Saint-Gobain Distribution Bâtiment Sas
- Partidis Sas
- Saint-Gobain Distribution Bâtiment Suisse AG (Switzerland)

Chairman of the Supervisory Board

- Point P S.A.
- Lapeyre

Chairman of the Board of Directors

- Projeo
- Saint-Gobain Distribution Nordic AB (Scandinavia)

Director

- Fondation Saint-Gobain Initiatives
- Jewson Ltd (United Kingdom)
- Saint-Gobain Building Distribution Ltd (United Kingdom)
- Norandex Building Material Distribution Inc. (USA)

* Listed company.

ANTOINE BERNARD DE SAINT-AFFRIQUE**Independent Director****48 years old****Number of shares:** 1,000**Business address:** Unilever – 100 Victoria Embankment – Blackfriars – London EC4P 4BQ – United Kingdom**Major positions:** President of Food, Unilever**First appointment as Director:** May 15, 2009**Current term ends:** 2015**Personal information – Experience and expertise**

Antoine Bernard de Saint-Affrique is President of Foods at Unilever. He joined Unilever in 2000 after serving as Marketing Director of Amora-Maille (Danone group then PAI), holding the positions of Vice President, Sauces and Condiments Europe until 2003 and of Chairman and Chief Executive Officer of Unilever Hungary, Croatia, Slovenia from 2003 to 2005. He was subsequently Vice President of the Unilever group, in charge of Central and Eastern Europe and Russia from March 2005 until August 2009 and Executive Vice President in charge of skin products for the group from August 2009 to September 2011. Antoine Bernard de Saint-Affrique brings to the Board his international experience and his expertise in marketing and sales.

POSITIONS AND TERMS OF OFFICE HELD AT DECEMBER 31, 2012**Unilever group**

- President of Food, Unilever*
- Director, Icosmetics SAS^(b)

POSITIONS AND TERMS OF OFFICE HELD OVER THE PAST FIVE YEARS**President of Food, Unilever**

Executive Vice President, Unilever, “Skin Care and Skin Cleansing” Unilever (Central & Eastern Europe)

Director

- Inmarko (Russian Federation)
- Icosmetics SAS

^(b) Term of office ended during the fiscal year

* Listed company.

YVES CHEVILLOTTE

Independent Director

69 years old

Number of shares: 1,012

Business address: Not applicable – retired since January 2004.

First appointment as Director: May 14, 2004

Current term ends: 2013

Personal information – Experience and expertise

Yves Chevillotte was Deputy Chief Executive Officer of Crédit Agricole S.A. from 2002 to his retirement in 2004. He started at the Crédit Agricole group in 1969, where, in 1985, he became head of its regional branches. In 1999, he joined Caisse Nationale as Executive Vice President in charge of the Market Development Division. Yves Chevillotte brings to the Board experience as senior manager of a major international bank and his knowledge of financial matters. Yves Chevillotte brings to the Board his experience as senior manager of a major international bank and his knowledge of financial matters.

POSITIONS AND TERMS OF OFFICE HELD AT DECEMBER 31, 2012

Chairman of the Board of Directors

- Arvige
- G.A.S.F.O.

Vice Chairman of the Board of Directors, SA Soredic

POSITIONS AND TERMS OF OFFICE HELD OVER THE PAST FIVE YEARS

Chairman of the Board of Directors

- Arvige
- G.A.S.F.O.

Vice Chairman of the Board of Directors, SA Soredic

Vice Chairman of the Supervisory Board, Finaref

Director

- Mission Possible
- F.R.A.C.

MIREILLE FAUGÈRE

Independent Director

56 years old

Number of shares: 1,000

Business address: 3 avenue Victoria – 75184 Paris Cedex 04

Major positions: General Director, Assistance Publique – Hôpitaux de Paris (AP-HP)

First appointment as Director: May 11, 2010

Current term ends: 2013

Personal information – Experience and expertise

Mireille Faugère is Chief Executive Officer of *Assistance Publique Hôpitaux de Paris* (AP-HP). A graduate of *École des Hautes Études Commerciales de Paris*, she began working in operational positions for SNCF in the early 1980s. She was then given responsibility for the TGV Méditerranée network, SNCF's flagship project. Starting in 1996, she took over the Sales and Marketing Action Department and created the *voyages-sncf.com* website in 2000. From 2003 to 2010, she was General Manager of the high-speed branch of SNCF. Mireille Faugère is also an independent Director at EDF and chair of the Ethics Committee of the EDF Board of Directors. Mireille Faugère brings to the board her expertise in marketing and sales and her knowledge of the world of healthcare.

POSITIONS AND TERMS OF OFFICE HELD AT DECEMBER 31, 2012

Chief Executive Officer, Assistance Publique – Hôpitaux de Paris (AP-HP)

Director, EDF*

POSITIONS AND TERMS OF OFFICE HELD OVER THE PAST FIVE YEARS

Chief Executive Officer

- Assistance Publique – Hôpitaux de Paris (AP-HP)
- SNCF Voyages

Chairman, Voyage-sncf.com

Director

- EDF
- SNCF Voyages Développement
- SNCF Participations

XAVIER FONTANET**64 years old****Number of shares:** 272,549**Business address:** Not applicable**First appointment as Director:** June 15, 1992**Current term ends:** 2013**Personal information – Experience and expertise**

Xavier Fontanet was Chairman and CEO of Essilor from 1996 to 2009, then Chairman of the Board of Directors from January 1, 2010 to January 2, 2012. He is still a Director. He began his career as Vice President of the Boston Consulting group and became Chief Executive Officer of Bénéteau in 1981. He managed food service operations for the Wagons-Lits group from 1986 until 1991. He joined Essilor in 1991 as Chief Executive Officer. Xavier Fontanet brings to the Board his extensive Knowledge of the optical industry and of the company

POSITIONS AND TERMS OF OFFICE HELD AT DECEMBER 31, 2012

Chairman of the Board of Directors, Essilor International^(b) (until January 2, 2012)

Director

- L'Oréal* (Chairman of the Appointments and Governance Committee)
- Crédit Agricole SA^(b)
- Fonds stratégique d'investissement (SA)^(b)

Member of the Supervisory Board, Schneider Electric SA*

Permanent representative of Essilor International on the Board of Directors of the Association Nationale des Sociétés par Actions (Ansa)

POSITIONS AND TERMS OF OFFICE HELD OVER THE PAST FIVE YEARS

Chairman of the Board of Directors, Essilor International Chairman and Chief Executive Officer, Essilor International

Chairman

- EOA Holding Co., Inc. (USA)
- Nikon and Essilor International Joint Research Center Co Ltd (Japan)

Director**Essilor International and subsidiaries**

- Essilor of America, Inc. (USA)
- Transitions Optical Inc. (USA)
- EOA Holding Co, Inc. (USA)
- Shanghai Essilor Optical Company Ltd (China)
- Transitions Optical Holdings B.V. (Netherlands)
- Nikon-Essilor Co. Ltd (Japan)
- Nikon and Essilor International Joint Research Center Co Ltd (Japan)
- Essilor Manufacturing India Private Ltd (India)
- Essilor India PVT Ltd (India)
- Essilor Amico (L.L.C.) (United Arab Emirates)

External companies

- L'Oréal
- Crédit Agricole SA
- Fonds stratégique d'investissement (SA)

Member of the Supervisory Board, Schneider Electric SA

Permanent representative of Essilor International on the Board of Directors of the Association Nationale des Sociétés par Actions (Ansa)

^(b) Term of office ended during the fiscal year

* Listed company.

LOUISE FRÉCHETTE

Independent Director

66 years old (Canadian nationality)

Number of shares: 1,000

Business address: Not applicable

First appointment as Director: May 11, 2012

Current term ends: 2015

Personal information – Experience and expertise

Louise Fréchette is Chairman of the Board of Directors of CARE Canada and a member of the Board of Directors of CARE International. She is also a member of the Global Leadership Foundation. From 1998 to 2006, she was the Deputy Secretary-General of the United Nations, the first appointee to this position. Prior to that, she pursued a career in the Public Service of Canada, serving as Ambassador to Argentina, Ambassador and Permanent Representative to the United Nations, Associate Deputy Minister of Finance and Deputy Minister of National Defense. Louise Fréchette brings to the Board, among other things, her UN and non-governmental organizations experience, her knowledge of emerging countries and her experience in sustainable development and governance matters.

POSITIONS AND TERMS OF OFFICE HELD AT DECEMBER 31, 2012

Chairman of the Board of Directors, CARE Canada

Member of the Board of Directors

- CARE CANADA
- CARE INTERNATIONAL^(a)
- Montreal Board of International Relations

POSITIONS AND TERMS OF OFFICE HELD OVER THE PAST FIVE YEARS

Chairman of the Board of Directors

- CARE CANADA
- Pearson Peacekeeping Centre

Member of the Board of Directors

- CARE CANADA
- Pearson Peacekeeping Centre
- Montreal Board of International Relations

^(a) Term of office started during the fiscal year.

YI HE**Director representing employee shareholders****59 years old****Number of shares:** 12,500**Business address:** Unit D2, 20th Floor – N° 398 Huai Hai Middle Road – Luwan District – Shanghai – China P.R.C. 200020**Major positions:** Chairman of Essilor (China) Holding Company (China)**First appointment as Director:** January 27, 2010/May 11, 2010**Current term ends:** 2014**Personal information – Experience and expertise**

Yi He is a Director representing Valoptec Association. Since September 2010, he has been Chairman of Essilor (China) Holding Company (China). After studying Management and Strategy at the *École des Hautes Études Commerciales*, in 1991 he joined Danone group as Chief Executive Officer of the Shanghai subsidiary. He joined the Essilor group in 1996 as Chief Executive Officer of Shanghai Essilor Optical Company Ltd (China).

POSITIONS AND TERMS OF OFFICE HELD AT DECEMBER 31, 2012**Chairman and Director of Essilor (China) Holding Company (China)****Chief Executive Officer and Director, Shanghai Essilor Optical Company Ltd (China)****Director**

- Danyang Sales and Distribution Co. Ltd (China)
- Jiangsu Wanxin Optical Co. Ltd (China)
- Sur Art Retail group Ltd (China)
- Jiangsu Youli Optical Spectables Ltd (China)
- Xin Tianhong Optical Co. Ltd (China)^(a)
- Shanghai Nvg Optics Co. Ltd (China)

Member of the Board of Directors, Valoptec Association**Member of the Supervisory Board, Essilor group 7-year FCPE****POSITIONS AND TERMS OF OFFICE HELD OVER THE PAST FIVE YEARS****Chairman and Director of Essilor (China) Holding Company (China)****Chief Executive Officer and Director, Shanghai Essilor Optical Company Ltd (China)****Director**

- Danyang Sales and Distribution Co. Ltd (China)
- Jiangsu Wanxin Optical Co. Ltd (China)
- Sur Art Retail group Ltd (China)
- Jiangsu Youli Optical Spectables Ltd (China)
- Shanghai Nvg Optics Co. Ltd (China)

Member of the Board of Directors, Valoptec Association**Member of the Supervisory Board, Essilor group 7-year FCPE**

(a) Term of office started during the fiscal year.

BERNARD HOURS

Independent Director

56 years old

Number of shares: 1,222

Business address: DANONE – 17 boulevard Haussmann – 75009 Paris – France

Major function: Deputy General Manager, Danone (S.A.)

First appointment as Director: May 15, 2009

Current term ends: 2015

Personal information – Experience and expertise

Bernard Hours has been Deputy General Manager of Danone since 2008 and Vice Chairman of the Board of Directors since 2011. He joined Danone in 1985, working first in sales and marketing for Evian and Kronenbourg, then as Marketing Director for Danone France in 1990. He was then President of Danone Hongrie (1994) and Danone Allemagne (1996) before becoming President of LU France in 1998. In 2001, he joined the Dairy Division as President of Business Development and became Vice President of the division in 2002. Bernard Hours brings to the Board his experience as a senior manager of a major international group and his knowledge in the field of marketing and sales.

POSITIONS AND TERMS OF OFFICE HELD AT DECEMBER 31, 2012

Danone group

Deputy General Manager and Vice Chairman of the Board of Directors, Danone (S.A.)*

Member of the Supervisory Board, Ceprodi

Director

- Danone (S.A.)*
- Flam's
- Essilor of America, Inc. (USA)
- Fondation d'Entreprise Danone (Association)

Permanent representative of Danone (S.A.) Danone S.A. (Spain)

POSITIONS AND TERMS OF OFFICE HELD OVER THE PAST FIVE YEARS

Danone group

Deputy General Manager and Vice Chairman of the Board of Directors, Danone (S.A.)

Chairman of the Supervisory Board

- Danone Baby and Medical Nutrition B.V. (Netherlands)
- Danone Baby and Medical Nutrition Netherland (Netherlands)
- Danone GmbH (Germany)
- Danone Holding AG (Germany)

Member of the Supervisory Board, Ceprodi

Director

- Danone (S.A.)
- Flam's
- Columbus Café
- Stonyfield Farm, Inc. (USA)
- Essilor of America, Inc. (USA)
- The Dannon Company (USA)
- Grupo Landon (Spain)
- Fondation d'Entreprise Danone (Association)

Permanent representative of Danone (S.A.) Danone S.A. (Spain)

* Listed company.

MAURICE MARCHAND-TONEL**Independent Director****68 years old****Number of shares:** 1,000**Business address:** Not applicable**Major positions:**

Senior Advisor, BearingPoint France SAS

Advisor Director, Invescorp. Bank B.S.C.

First appointment as Director: November 22, 2006/May 11, 2007**Current term ends:** 2014**Personal information – Experience and expertise**

Maurice Marchand-Tonel is an independent consultant. He began his career in 1970 with Boston Consulting group, then served successively as Chairman of Compagnie Olivier (1979), Chief Executive Officer of Sommer (1984) and Chairman of Givenchy (1987). Next, he headed Ciments Français International and Transalliance. In 2000, he became a partner at Arthur Andersen/BearingPoint where he has been Senior Advisor since 2004. He is President of the European American Chamber of Commerce, Advisory Director of Investcorp, Senior Advisor at Newbury Pinet (Boston) and member of the Supervisory Board of Faiveley Transport. Maurice Marchand-Tonel brings to the Board his experience both as a senior manager and as a high-level corporate advisor.

POSITIONS AND TERMS OF OFFICE HELD AT DECEMBER 31, 2012**Chairman, European American Chamber of Commerce (France)****Member of the Supervisory Board, Faiveley Transport*****Director**

- European American Chamber of Commerce (Cincinnati, USA)
- European American Chamber of Commerce (New York, USA)

POSITIONS AND TERMS OF OFFICE HELD OVER THE PAST FIVE YEARS**Vice Chairman of the Supervisory Board, Du Pareil au Même****Member of the Supervisory Board, Faiveley Transport****Chairman, European American Chamber of Commerce (France)****Director**

- Faiveley Transport
- Groupe Souchier
- DT 2000
- Financière Huysmans
- European American Chamber of Commerce (Cincinnati, USA)
- European American Chamber of Commerce (New York, USA)
- French American Chamber of Commerce (Chicago, USA)

* Listed company.

AÏCHA MOKDAHI

Director representing employee shareholders

57 years old

Number of shares: 10,349

Business address: Essilor International – 147 rue de Paris – 94227 Charenton Cedex – France

Major positions: Supply Chain Director, Essilor Europe

First appointment as Director: January 24, 2007/May 11, 2007

Current term ends: 2014

Personal information – Experience and expertise

Aïcha Mokdahi is Director of Essilor's Supply Chain for Europe and Chairman of Valoptec Association. She began her career in 1976 in the frames division, where she successively held the positions of product manager, logistics manager and sales development manager. In 1990, she joined the Lens division, holding various managerial positions in the Global Operations Department, in particular Logistics Director Europe until year-end 2003. From 2004 to 2008, she was head of acquisitions at Essilor subsidiary BBGR.

POSITIONS AND TERMS OF OFFICE HELD AT DECEMBER 31, 2012

Chairman of the Board of Directors, Valoptec Association

Member of the Supervisory Board, Essilor group 7-year FCPE

POSITIONS AND TERMS OF OFFICE HELD OVER THE PAST FIVE YEARS

Chairman of the Board of Directors, Valoptec Association

Member of the Supervisory Board, Essilor group 7-year FCPE

OLIVIER PÉCOUX**Independent Director****54 years old****Number of shares:** 1,000**Business address:** Rothschild & Cie – 23 bis avenue de Messine – 75008 Paris – France**Major positions:**

Chairman of the Executive Committee, Rothschild et Cie

Managing Partner, Rothschild et Cie Banque

First appointment as Director: January 31, 2001/May 3, 2001**Current term ends:** 2015**Personal information – Experience and expertise**

Olivier Pécoux is Managing Partner of Rothschild & Cie Banque, Managing Director for investment banking for Rothschild group, where he started working in 1991 and Managing Director and Member of the Executive Board of Paris-Orléans since March 2010. He began his career at Peat Marwick then at Schlumberger as a financial advisor in Paris and New York. In 1986, he joined Lazard Frères in Paris and was named Vice President of the investment bank's New York office in 1988. Olivier Pécoux brings to the Board his experience in financial and banking matters and his extensive knowledge of Essilor for which he has been instrumental since 2001.

POSITIONS AND TERMS OF OFFICE HELD AT DECEMBER 31, 2012**Rothschild group****Managing Director and Member of the Executive Board, Paris-Orléans*****Managing Partner, Rothschild et Cie Banque****Managing Director, P.O. Gestion^(a)****Director**

- Rothschild España (Spain)
- Rothschild Italia (Italy)
- Rothschild GmbH (Germany)

Member of the Supervisory Board, Financière Rabelais^(b)**POSITIONS AND TERMS OF OFFICE HELD OVER THE PAST FIVE YEARS****Rothschild group****Managing Director and Member of the Executive Board, Paris-Orléans****Managing Partner**

- Rothschild et Cie
- Rothschild et Cie Banque

Director

- Rothschild España (Spain)
- Rothschild Italia (Italy)
- Rothschild GmbH (Germany)

Member of the Supervisory Board Financière Rabelais

(a) Term of office started.

(b) Term of office ended during the fiscal year.

* Listed company.

MICHEL ROSE

Independent Director

69 years old

Number of shares: 1,000

First appointment as Director: May 13, 2005

Current term ends: 2014

Personal information – Experience and expertise

Michel Rose was Co-Chief Operating Officer of Lafarge, where he was mainly responsible for the Cement Division before his retirement in 2008. He joined Lafarge in 1970 as an engineer, moved to the Research Center and was later named to lead the company's Internal Communications Department. After managing Lafarge's activities in Brazil from 1980 to 1984, he was named Executive Vice President Human Resources and Communication and later headed the Biotechnologies Division. He was appointed Senior Executive Vice President in 1989, served as Chairman and Chief Executive Officer of Lafarge North America from 1992 to 1995 and was named to manage the company's operations in high-growth markets in 1996. In 2003, he was appointed Chief Operating Officer of Lafarge, in charge of the Cement Division. Michel Rose brings to the Board his experience in human resources and senior management of a major international group.

POSITIONS AND TERMS OF OFFICE HELD AT DECEMBER 31, 2012

Director

- La Poste
- Lafarge Maroc (Morocco)
- Malayan Cement (Malaysia)

POSITIONS AND TERMS OF OFFICE HELD OVER THE PAST FIVE YEARS

Chief Operating Officer (not a Director), Lafarge

Director

- La Poste
- Neopost
- Lafarge North America (USA)
- Lafarge Maroc (Morocco)
- Malayan Cement (Malaysia)
- Unicem (Niger)

Chairman, Fondation de l'Ecole des Mines de Nancy

Director whose term ended during fiscal year 2012

YVES GILLET**Director representing employee shareholders****49 years old****Number of shares:** 23,343**Business address:** Lat Krabang Industrial Estate, 213 Lumplatiew Road, Lat Krabang, Bangkok 10520 – Thailand**Major positions:** Chief Executive Officer Essilor Manufacturing (Thailand) Co. Ltd – Thailand**First appointment as Director:** January 28, 2009/May 15, 2009**End of term:** October 11, 2012 (Resignation)**Personal information – Experience and expertise**

Yves Gillet was a Director representing Valoptec Association until October 11, 2012. He joined Essilor in 1995 as Director of the Manaus plant in Brazil, becoming Director of the Chihuahua plant in 1999. He was subsequently President of Essilor Brazil from 2000 until 2004 and Chief Executive Officer of Essilor España until April 1, 2012.

POSITIONS AND TERMS OF OFFICE HELD AT DECEMBER 31, 2012**Chief Executive Officer**

- Essilor Manufacturing (Thailand) Co. Ltd (Thailand)^(a)
- Essilor España, SA (Spain)^(b)

Director

- Essilor Lao Company Ltd (Laos)^(a)
- Essilor Optical Laboratory Thailand Co. Ltd (Thailand)^(a)
- Essilor Manufacturing Philippines (Philippines)^(a)
- Optodev Inc. (Philippines)^(a)
- Essilor Distribution (Thailand) Co. Ltd (Thailand)^(a)

Member of the Board of Directors

- Essilor España, SA (Spain)^(b)
- Valoptec Association^(b)

Member of the Supervisory Board, FCPE Valoptec International^(b)**POSITIONS AND TERMS OF OFFICE HELD OVER THE PAST FIVE YEARS****Chief Executive Officer of Essilor España, SA (Spain)****Member of the Board of Directors**

- Essilor España, SA (Spain)
- Valoptec Association

Member of the Supervisory Board, FCPE Valoptec International

Yves Gillet, whose term in office will end at the close of the Shareholders' Meeting of May 16, 2013, was replaced provisionally by Maureen Cavanagh at the Board of Directors' meeting of November 27, 2012.

There are no appointments of co-opted Board members to be approved by the Shareholders' Meeting of May 16, 2013 (see AMF Interpretation No.3 of January 2006) since Maureen Cavanagh will not be continuing the term of Yves Gillet after the Shareholders' Meeting, but will be running for election for a new three-year term.

(a) Term of office started during the fiscal year.

(b) Term of office ended during the fiscal year.