

### 2.1.1.2 List of directorships at December 31, 2013

#### Hubert Sagnières

58 years old

Number of shares: 61,079

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, 2013

**Chairman and Chief Executive Officer, Essilor International\***

**Chairman, Essilor of America, Inc. (USA) United States**

**Director, Essilor International and subsidiaries**

- Essilor of America, Inc. United States
- Transitions Optical Inc. (USA)
- Frames for America, Inc. (USA)(b)
- Transitions Optical Holdings B.V. (Netherlands)
- Essilor Amara Pte Ltd (Singapore)<sup>(a)</sup>
- 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) United States**

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

**Director, Essilor International and subsidiaries**

- Essilor of America, Inc. United States
- Transitions Optical Inc. United States
- Frames for America, Inc. United States
- Essilor Canada Ltee/Ltd (Canada)
- Transitions Optical Holdings B.V. (Netherlands)
- Omics Software Inc./Logiciels Omics, Inc (Canada)
- Cascade Optical Ltd (Canada)
- Reseau Essilor in Canada Inc./Essilor Network in Canada Inc, (Canada)
- Groupe Vision Optique Inc. (Canada)
- Optique de l'Estrie Inc. (Canada)
- Optique Lison Inc. (Canada)
- Vision Optique Inc. (Canada) (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 started during the fiscal year.

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

\* Listed company.

**Philippe Alfroid****Not completely Independent Director****68 years old****Number of shares:** 260,743**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, 2013****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****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**

**45 years old**

**Number of shares:** 1,000

**Major positions:**

Executive Vice President, Compagnie de Saint-Gobain

Chairman, Saint-Gobain Distribution Bâtiment, Building Distribution Division

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

**First appointment as Director:** May 15, 2009

**Current term ends:** 2015

### Personal information – Experience and expertise

Benoît Bazin is a Senior Vice President and Director of Building Distribution Sector with the Saint-Gobain group and Executive Vice President at Compagnie de Saint-Gobain. He began his career with Saint-Gobain in 1993 as project manager. He was successively 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 a major international group.

### POSITIONS AND TERMS OF OFFICE HELD AT DECEMBER 31, 2013

#### 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)

#### Member of the Supervisory Board

- Saint-Gobain Building Distribution Deutschland GmbH (Germany)
- Saint-Gobain Distribution The Netherlands B.V. (Netherlands)

### 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)

#### Member of the Supervisory Board

- Saint-Gobain Building Distribution Deutschland GmbH (Germany)
- Saint-Gobain Distribution The Netherlands B.V. (Netherlands)

\* Listed company.

**Antoine Bernard de Saint-Affrique****Independent Director****49 years old****Number of shares:** 1,000**Major position:** President of Foods at Unilever**Business address:** Unilever – 100 Victoria Embankment – Blackfriars – London EC4P 4BQ – United Kingdom**First appointment as Director:** May 5, 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.

**POSITION AND TERM OF OFFICE HELD AT DECEMBER 31, 2013****Unilever group**

- President of Foods at Unilever\*

**POSITIONS AND TERMS OF OFFICE HELD OVER THE PAST FIVE YEARS****President of Foods at Unilever****Executive Vice President, Unilever, Skin Care and Skin Cleansing Unilever (Central & Eastern Europe)****Director**

- Inmarko (Russian Federation)
- Icosmetics SAS

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\* Listed company.

## Yves Chevillotte

**Independent Director**

**70 years old**

**Number of shares:** 2,257

**Business address:** Not applicable – retired since January 2004.

**First appointment as Director:** May 14, 2004

**Current term ends:** 2016

### Personal information – Experience and expertise

Yves Chevillotte was Chief Operating Officer of Crédit Agricole SA since 2002 before his retirement in 2004. He joined Crédit Agricole in 1969 and was appointed head of the bank's regional branches in 1985. In 1999, he joined Caisse Nationale as Executive Vice President in charge of the Market Development Division. 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, 2013

#### 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**

**57 years old**

**Number of shares:** 1,000

**Business address:** Not applicable

**First appointment as Director:** May 11, 2010

**Current term ends:** 2016

### Personal information – Experience and expertise

Mireille Faugère was Chief Executive Officer of *Assistance Publique Hôpitaux de Paris* (AP-HP) until November 13, 2013. A graduate of *École des Hautes Études Commerciales de Paris*, she joined the SNCF in the early 1980s, working in operational positions. 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 chairs 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, 2013

**Chief Executive Officer, Assistance Publique Hôpitaux de Paris (AP-HP)<sup>(b)</sup>  
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

\* Listed company.

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

**Xavier Fontanet****Not completely Independent Director****65 years old****Number of shares:** 276 960**Business address:** Not applicable - retired since December 31, 2011**First appointment as Director:** June 15, 1992**Current term ends:** 2016**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 ophthalmic optics industry and of the company.

**POSITIONS AND TERMS OF OFFICE HELD AS OF DECEMBER 31, 2013****Director**

- L'Oréal\* (Chairman of the Appointments and Governance Committee)
- Schneider Electric SA\*

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

\* Listed company.

## Louise Fréchette

**Independent Director**

**67 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, 2013**

**Chairman of the Board of Directors, CARE Canada**

**Member of the Board of Directors**

- CARE CANADA (Canada)
- CARE INTERNATIONAL (Canada)
- Montreal Board of International Relations (Canada)<sup>(b)</sup>

### **POSITIONS AND TERMS OF OFFICE HELD OVER THE PAST FIVE YEARS**

**Chairman of the Board of Directors**

- CARE CANADA (Canada)
- Pearson Peacekeeping Centre (Canada)

**Member of the Board of Directors**

- CARE CANADA (Canada)
- Pearson Peacekeeping Centre (Canada)
- Montreal Board of International Relations (Canada)

<sup>(b)</sup> Term of office expired during the fiscal year

**Yi He****Director representing employee shareholders****60 years old (Chinese nationality)****Number of shares:** 16,998**Major position:** Chairman of Essilor (China) Holding Company (China)**Business address:** Unit D2, 20th Floor – N∞ 398 Huai Hai Middle Road – Luwan District – Shanghai – China P.R.C. 200020**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 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, 2013****Essilor International and subsidiaries****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)
- Jiangsu Youli Optical Spectacles Ltd (China)
- Xin Tianhong Optical Co. 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****External company**

- Sun Art Retail Group Ltd (China)

**POSITIONS AND TERMS OF OFFICE HELD OVER THE PAST FIVE YEARS****Essilor International and subsidiaries****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)
- Jiangsu Youli Optical Spectacles 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****External company**

- Sun Art Retail Group Ltd (China)



## Bernard Hours

**Independent Director**

**57 years old**

**Number of shares:** 1,222

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

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

**First appointment as Director:** May 15, 2009

**Current term ends:** 2015

### Personal information – Experience and expertise

Bernard Hours has been Co-Chief Executive Officer of Danone since 2008 and Vice Chairman of the Board of Directors since April 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 Hungary (1994) and Danone Germany (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 that 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, 2013

#### Danone group

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

**Managing Director Danone Trading B.V. (The Netherlands)<sup>(a)</sup>**

**Member of the Supervisory Board, Ceprodi<sup>(b)</sup>**

#### Director

- Danone (S.A.)\*
- Flam's
- Danone Industria (Russia)
- OJSC Unimilk Company (Russia)
- Fondation d'Entreprise Danone (Association)

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

#### External company

- Essilor of America, Inc. (USA)

### 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)

#### Member of the Supervisory Board, Ceprodi

#### Director

- Danone (S.A.)
- Flam's
- Danone Industria (Russia)
- OJSC Unimilk Company (Russia)
- Columbus Café
- Stonyfield Farm, Inc. (USA)
- Fondation d'Entreprise Danone (Association)

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

#### External company

- Essilor of America, Inc. (USA)

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

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

\* Listed company.

**Maurice Marchand-Tonel****Independent Director****69 years old****Number of shares:** 1,000**Major positions:**

Senior Advisor, BearingPoint France SAS

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

**Business address:** Not applicable**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, and 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 is 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, 2013****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****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
- 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**

**58 years old**

**Number of shares:** 13,251

**Major position:** Essilor Vision Foundation VP – Europe and AMERA (Asia, Middle East, Russia & Africa)

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

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

**Current term ends:** 2014

### **Personal information – Experience and expertise**

Aïcha Mokdahi has been VP of Essilor Vision Foundation – Europe and AMERA (Asia, Middle East, Russia & Africa) since October 1, 2013 and President 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 including that of Logistics Director Europe until year-end 2003. From 2004 to 2008, she was head of acquisitions at Essilor subsidiary BBGR. From 2008 to the end of September 2013, she was the Essilor Supply Chain Director for Europe.

### **POSITIONS AND TERMS OF OFFICE HELD AT DECEMBER 31, 2013**

**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****55 years old****Number of shares:** 1,000**Major positions:**

Managing Director, Paris-Orléans

Managing Partner, Rothschild et Cie Banque

**Business address:** Rothschild & Cie – 23 bis avenue de Messine – 75008 Paris – France**First appointment as Director:** January 31, 2001/May 3, 2001**Current term ends:** 2015**Personal information – Experience and expertise**

Since March 2010, Olivier Pécoux has been 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 group since 2012. 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, 2013****Rothschild group****Managing Director, Paris-Orléans\*****Member of the Executive Board, Paris-Orléans\*\*<sup>(b)</sup>****Managing Partner, Rothschild et Cie Banque****Managing Partner, Rothschild et Cie Banque Managing Director, P.O. Gestion****Director**

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

**External Company**

- Extend Capital

**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**

<sup>(b)</sup> Term of office expired during the fiscal year.

\* Listed company.

## Michel Rose

**Independent Director**

**70 years old**

**Number of shares:** 1,000

**Business address:** Not applicable – retired since May 1, 2008

**First appointment as Director:** May 13, 2005

**Current term ends:** 2014

### **Personal information – Experience and expertise**

Michel Rose was Co-Chief Executive Officer of Lafarge, where he was mainly responsible for the Cement Division before retiring in 2008. He joined Lafarge in 1970 as an engineer, moved to the Research Center and was later named to lead the group'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 became Chief Operating Officer of the Lafarge group 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, 2013**

#### **Director**

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

### **POSITIONS AND TERMS OF OFFICE HELD OVER THE PAST FIVE YEARS**

#### **Director**

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

**Chairman, Fondation de l'Ecole des Mines de Nancy**

### 2.1.1.3 Director whose term began during fiscal year 2013

#### Maureen Cavanagh

**Director representing employee shareholders**

**50 years old (American nationality)**

**Number of shares:** 1 704

**Major position:** Chairman of Nassau Lens Co, Inc. (USA) and 00GP, Inc. (USA)

**Business address:** 13515 N Stemmons Frwy – Dallas, TX 75234 (USA)

**First appointment as Director:** November 27, 2012 / May 16, 2013

**Current term ends:** 2016

#### Personal information – Experience and expertise

Maureen Cavanagh has been Chairman of Nassau Lens Company since December 2009 and of 00GP since May 2012. After working at Johnson & Johnson, she joined Essilor in October 2005. Since May 2012, she represents the Essilor Association of Employee Shareholders in the United States and is a member of the Board of Directors. She brings to the Board her experience and knowledge of the ophthalmic industry. In addition, she contributes to broadening the international representation and diversity on the Board.

#### POSITIONS AND TERMS OF OFFICE HELD AT DECEMBER 31, 2013

##### Chairman:

- Nassau Lens Co, Inc. (USA)
- 00GP, Inc. (USA)

##### Director

- Nassau Lens Co, Inc. (USA)
- 00GP, Inc. (USA)
- Shore Lens Co, Inc. (USA)

**Member of the Board of Directors, Valoptec Association**

#### POSITIONS AND TERMS OF OFFICE HELD OVER THE PAST FIVE YEARS

##### Chairman:

- Nassau Lens Co, Inc. (USA)
- 00GP, Inc. (USA)

##### Director

- Nassau Lens Co, Inc. (USA)
- 00GP, Inc. (USA)
- Shore Lens Co, Inc. (USA)

**Member of the Board of Directors, Valoptec Association**

## 2.1.2 The Executive Committee

Chaired by Hubert Sagnières, the committee is made up of the Company's top corporate and business executives, with either worldwide responsibilities – for example corrective lens manufacturing – or regional responsibilities (Europe, North America, Latin America, Asia-Pacific and Africa).

The Executive Committee holds around nine two-day meetings each year to review the Company's business performance and

all of its activities. It plays a unifying role by liaising with the Company's other cross-functional Boards and committees. The Executive Committee is tasked with reviewing, understanding, considering, implementing and organizing the Company's strategy and in some cases, making strategic decisions. It reviews proposed changes and the Group's medium- and long-term outlook and goals. It issues opinions on the actions to be implemented in order to achieve them.