

2.1.1.2 List of directorships at December 31, 2014

HUBERT SAGNIÈRES

59 years old (Countries of citizenship: Canada and France)

Number of shares: 337,034

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: 2017

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 of 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.

Other positions and terms of office held at December 31, 2014

Chairman and Chief Executive Officer, Essilor International*

Other Essilor group companies

President, Essilor of America Inc. (USA)

Director, Essilor International and subsidiaries

- Essilor of America Inc. (USA)
- Essilor AMERA Pte Ltd (Singapore)
- Essilor Vision Foundation (USA)

Past positions and terms of office held over the past five years

Essilor group companies

Chief Executive Officer, Essilor International

Chief Operating Officer, Essilor International

President & Chief Executive Officer, Essilor of America Inc. (USA)

Director, Essilor International and subsidiaries

- Transitions Optical Inc. (USA) ^(b)
- Frames for America, Inc. (USA)
- Essilor Canada Ltee / Ltd (Canada)
- Transitions Optical Holdings B.V. (Netherlands) ^(b)
- 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. 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)

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

* Listed company.

PHILIPPE ALFROID

Non-Independent Director

69 years old (Country of citizenship: France)

Number of shares: 260,743

Business address: Not applicable – retired since June 30, 2009

First appointment as Director: May 6, 1996

Current term ends: 2017

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 (Project Software and Development Inc.) in Boston before joining the Essilor group in 1972. He has held executive positions in various 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 Executive Officer in 1996 (and became Chief Operating Officer in 2001). 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.

Other positions and terms of office held at December 31, 2014

Chairman of the Supervisory Board, Faiveley Transport*

Director

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

Past positions and terms of office held over the past five years

Essilor group companies

Chief Operating Officer, Essilor International

Chairman

- Omega Optical Holdings Inc. (USA)

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)

External company (non Essilor group)

Director

- Faiveley Transport

* Listed company.

BENOÎT BAZIN

Independent Director

46 years old (Country of citizenship: France)

Number of shares: 1,000

Major positions:

Senior Vice President at Compagnie Saint-Gobain

President of the Building Division of Saint-Gobain group

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 currently President of the Building Division of Saint-Gobain group and Senior Vice President at Compagnie Saint-Gobain. He began his career with Saint-Gobain in 1993 as a project manager. He was subsequently Corporate Planning Director of the Saint-Gobain group 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 former Chief Financial Officer and as senior manager of a major international group involved in distribution.

Other positions and terms of office held at December 31, 2014

Saint-Gobain group companies

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)

External companies (non-Saint-Gobain group)

- Association Proquartet-Cemc ^(a)

Past positions and terms of office held over the past five years

Saint-Gobain group companies

Chairman

- Saint-Gobain Distribution Bâtiment Suisse AG (Switzerland)

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

* Listed company

ANTOINE BERNARD DE SAINT-AFFRIQUE

Independent Director

50 years old (Country of citizenship: France)

Number of shares: 1,000

Major position: President of Unilever's Foods category

Business address: Unilever – 100 Victoria Embankment – Blackfriars – London EC4P 4BQ – United Kingdom

First appointment as Director: May 15, 2009

Current term ends: 2015

Personal information – Experience and expertise

Antoine Bernard de Saint-Affrique is President of Unilever's Foods category and member of the Group's Executive Committee. 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. Bernard de Saint-Affrique brings to the Board his international experience and his skills in marketing and sales.

Other positions and terms of office held at December 31, 2014

Unilever group companies

- President of Unilever's Foods category*

Past positions and terms of office held over the past five years

Unilever group companies

Executive Vice President, Unilever, Skin care and Skin Cleansing Unilever (Central & Eastern Europe)

Director

- Inmarko (Russian Federation)
- Icosmetics SAS

* Listed company.

MAUREEN CAVANAGH

Director representing employee shareholders

51 years old (Country of citizenship: USA)

Number of shares: 1,122

Major position: President of Vision Impact Institute (USA)

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

First appointment as Director: November 27, 2012 ⁽¹⁾ / May 16, 2013

Current term ends: 2016

Personal information – Experience and expertise

Maureen Cavanagh has been President of the Vision Impact Institute (Dallas) since October 1, 2014 and was previously President of Nassau Lens Company and of OOGP since December 2009. After working at Johnson & Johnson, she joined the Essilor group in October 2005. Since May 2012, she has represented the Essilor Employee Shareholders' Association in the USA and has been 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 the broadening of international representation and diversity on the Board.

Other positions and terms of office held at December 31, 2014

Essilor group companies

President:

- Vision Impact Institute (USA) ^(a)

Member of the Board of Directors, Valoptec Association

Past positions and terms of office held over the past five years

Essilor group companies

President:

- Nassau Lens Co Inc. (USA) ^(b)
- OOGP, Inc. (USA) ^(b)

Director

- Nassau Lens Co Inc. (USA) ^(b)
- OOGP, Inc. (USA) ^(b)
- Shore Lens Co Inc. (USA) ^(b)

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

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

⁽¹⁾ Cooptation followed by ratification by Shareholders' Meeting.

YVES CHEVILLOTTE

Independent Director**71 years old (Country of citizenship: France)****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 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 his experience as senior manager of a major international bank and his knowledge of financial matters.

**Other positions and terms of office
held at December 31, 2014****Chairman of the Board of Directors**

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

Vice Chairman of the Board of Directors SA Soredic**Member of the BPI Orientation Committee****Past positions and terms of office
held over the past five years****Vice Chairman of the Supervisory Board, Finaref
Director**

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

XAVIER FONTANET

2

Non-Independent Director

66 years old (Country of citizenship: France)

Number of shares: 324,307

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.

Other positions and terms of office held at December 31, 2014

Director

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

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

Chairman

- Fondation Fontanet

Past positions and terms of office held over the past five years

Essilor group companies

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 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 (non Essilor group)

Director

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

* Listed company.

LOUISE FRÉCHETTE

Independent Director

68 years old (Country of citizenship: Canada)

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. She is Chairman of the CSR Committee.

Other positions and terms of office held at December 31, 2014

Chairman of the Board of Directors, CARE CANADA

Member of the Board of Directors

- CARE CANADA (Canada)
- CARE INTERNATIONAL (Switzerland)

Past positions and terms of office held over the past five years

Chairman of the Board of Directors

- Pearson Peacekeeping Centre (Canada)

Member of the Board of Directors

- Pearson Peacekeeping Centre (Canada)
- Montreal Council on International Relations (Canada)

YI HE

Director representing employee shareholders

61 years old (Country of citizenship: PR China)

Number of shares: 19,690

Major position: Chairman of Essilor (China) Holding Company

Business address: Unit D2, 20th Floor – N° 398 Huai Hai Middle Road – Luwan District – Shanghai– Chine P.R.C. 200020

First appointment as Director: January 27, 2010 ⁽¹⁾ / May 11, 2010

Current term ends: 2017

Personal information – Experience and expertise

Yi He is a Director representing the Valoptec Association. Since September 2010, he has been Chairman of Essilor (China) Holding Company. After studying Management and Strategy at École des Hautes Études Commerciales, in 1991 he joined the 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).

Other positions and terms of office held at December 31, 2014

Essilor group companies

Chairman and Director of Essilor (China) Holding Company

Chief Executive Officer and Director, Shanghai Essilor Optical Company Ltd (China)

Director

- Danyang ILT OPTICS 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)
- Xiamen Yarui Optical Company Ltd (China) ^(a)
- Xiamen Artgri Optical Company Ltd (China) ^(a)
- Xiamen Prosun Trading Co. Ltd (China) ^(a)

Member of the Board of Directors, Valoptec Association

Member of the Supervisory Board, Essilor group

7-year French Purchasing Stock Plan (FCPE)

External companies (non Essilor group)

- Sun Art Retail Group Ltd (China)

Past positions and terms of office held over the past five years

None

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

⁽¹⁾ Cooptation followed by ratification by Shareholders' Meeting.

FRANCK HENRIONNET

Director representing employees**43 years old (Country of citizenship: France)****Number of shares:** 1,570**Major position:** Lean Manufacturing Project Manager in the Instrument Division of La Compasserie (Meuse-France)**Business address:** 61, rue Bontems – 55500 Ligny-en-Barrois (France)**First appointment as Director:** October 28, 2014 (Works Council appointment)**Current term ends:** 2017**Personal information – Experience and expertise**

Franck Henrionnet has been Lean Manufacturing Project Manager in the Instrument Division of La Compasserie (Meuse – France) since January 2013. He joined Essilor in September 2006 as Quality Manager, Instrument Plant at La Compasserie until September 2010 and then was Production Manager at the Instrument Plant in Shanghai (China) until December 2012.

Other positions and terms of office held at December 31, 2014**None**

BERNARD HOURS

Independent Director

58 years old (Country of citizenship: France)

Number of shares: 5,472

Business address: Not applicable

First appointment as Director: May 15, 2009

Current term ends: 2015

Personal information – Experience and expertise

Bernard Hours held the position of Chief Operating Officer of Danone from January 2008 to September 2014 and Vice President of the Board of Directors from April 2011 to October 2014. He had joined Danone in 1985 initially in sales and marketing for Evian and Kronenbourg then as Marketing Director for Danone France in 1990. He was subsequently Managing Director of Danone Hungary (1994), then of Danone Germany (1996) and lastly Managing Director of LU France in 1998. In 2001, he joined the Fresh Dairy Products Division as CEO Business Development and became Vice Chairman in 2002. Bernard Hours brings to the Board his experience as Director of a major international group and his knowledge of marketing and sales.

Other positions and terms of office held at December 31, 2014

Director

- Essilor of America Inc. (USA)

Past positions and terms of office held over the past five years

Danone group

- Chief Operating Officer and Vice President of the Board of Directors, Danone (S.A.)* (b)

Managing Director Danone Trading B.V. (The Netherlands) (b)

Member of the Supervisory Board, Ceprodi

Director

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

Permanent Representative of Danone (S.A.) Danone S.A. (Spain) (b)

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

* Listed company.

MAURICE MARCHAND-TONEL

Independent Director

70 years old (Country of citizenship: France)

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 ⁽¹⁾ / May 11, 2007

Current term ends: 2016

Personal information – Experience and expertise

Maurice Marchand-Tonel is an independent consultant. He began his career in 1970 at the Boston Consulting group, and then served successively as Chairman of Compagnie Olivier (1979), Chief Executive Officer of Sommer (1984) and Chairman of Givenchy (1987). After that, he headed Ciments Français International and Transalliance. In 2000, he became a partner at Arthur Andersen / BearingPoint where he has been Senior Advisor since 2013. He is President of the European American Chamber of Commerce, Advisory Director of Investcorp, Senior Advisor at BearingPoint 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.

Other positions and terms of office held at December 31, 2014

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)

Past positions and terms of office held over the past five years

Director

- French American Chamber of Commerce (Chicago, USA)

* Listed company.

(1) Cooptation followed by ratification by Shareholders' Meeting.

AÏCHA MOKDAHI

Director representing employee shareholders

59 years old (Country of citizenship: France)

Number of shares: 15,820

Major position: Vice-President, Essilor Vision Foundation – Europe and AMERA (Asia/Pacific, Middle East, Russia, Africa)

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

First appointment as Director: January 24, 2007 ⁽¹⁾ / May 11, 2007

Current term ends: 2017

Personal information – Experience and expertise

Aïcha Mokdahi has been VP of Essilor Vision Foundation – Europe and AMERA (Asia/Pacific, 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, in particular Logistics Director Europe until year-end 2003. From 2004 to 2008, she was head of acquisitions at Essilor subsidiary BBGR, and from 2008 to the end of September 2013 was Supply Chain Director for Essilor Europe.

Other positions and terms of office held at December 31, 2014

Essilor group companies

Chairman of the Board of Directors, Valoptec Association

Member of the Supervisory Board, Essilor group

7-year French Purchasing Stock Plan (FCPE)

Past positions and terms of office held over the past five years

None

(1) Cooptation followed by ratification by Shareholders' Meeting.

OLIVIER PÉCOUX

Non-Independent Director

56 years old (Country of citizenship: France)

Number of shares: 1,000

Major positions:

Chief Executive Officer, Paris-Orléans

Managing Partner, ROTHSCHILD et Cie Banque

Business address: Rothschild & Cie – 23bis, avenue de Messine – 75008 Paris – France

First appointment as Director: January 31, 2001 ⁽¹⁾ / May 3, 2001

Current term ends: 2015

Personal information – Experience and expertise

Olivier Pécoux is Chief Executive Officer of the Rothschild group, which he joined in 1991. Since June 2012, he has been Executive Director of P.O. Gestion, and general partner of Paris-Orléans SCA. 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.

Other positions and terms of office held at December 31, 2014

Rothschild group

Chief Executive Officer, Paris-Orléans*

Managing Partner, Rothschild et Cie Banque

Chief Executive Officer, P.O. Gestion

Director

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

External companies (non-Rothschild group)

Extend Capital

Past positions and terms of office held over the past five years

Rothschild group

Member of the Executive Board, Paris-Orléans

Managing Partner

- Rothschild et Cie

Member of the Supervisory Board of Financière Rabelais

* Listed company.

(1) Cooptation followed by ratification by Shareholders' Meeting.

MICHEL ROSE

Independent Director

71 years old (Country of citizenship: France)

Number of shares: 1,000

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

First appointment as Director: May 13, 2005

Current term ends: 2016

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 team. 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 1996 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 of senior management of a major international group.

Other positions and terms of office held at December 31, 2014

None

Past positions and terms of office held over the past five years

Director

- La Poste
- Neopost
- Lafarge Maroc (Morocco) ^(b)
- Malayan Cement (Malaysia) ^(b)
- Unicem (Nigeria)

Chairman, Fondation de l'École des Mines de Nancy

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