

2.1.1.2 List of directorships on December 31, 2015

HUBERT SAGNIÈRES

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

Number of shares: 317,155

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 on December 31, 2015

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 Amara Pte Ltd (Singapore)
- Essilor Vision Foundation (USA)

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

Essilor group companies

Chief Executive Officer, Essilor International *

Director, Essilor International and subsidiaries

- Transitions Optical Inc. (USA)
- Frames for America, Inc. (USA)
- Essilor Canada Ltée / 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)
- Vision Optique Technologies Ltée (Canada)
- Visionware Inc. (Canada)
- Westlab Optical Ltd (Canada)
- Vision Web Inc. (USA)
- Econo-Optic Ltée (Canada)

* Listed company.

PHILIPPE ALFROID

Non-Independent Director

70 years old (Country of citizenship: France)

Number of shares: 260,740

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, brings to the Board his very broad knowledge of the Company.

Other positions and terms of office held on December 31, 2015

Essilor group companies

Director

- Essilor of America, Inc. (USA)

External companies (non Essilor group)

Chairman of the Supervisory Board Faiveley Transport*

Director

- Eurogerm*
- Gemalto N.V. (Netherlands)*

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

External companies (non Essilor group)

Director

- Faiveley Transport*

BENOÎT BAZIN

Independent Director

47 years old (Country of citizenship: France)

Number of shares: 1,000

Major positions:

Senior Vice President at Compagnie de Saint-Gobain

Chairman of the Construction Products Sector at Compagnie de Saint-Gobain

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: 2018

Personal information – Experience and expertise

Benoît Bazin, Senior Vice President at Compagnie de Saint-Gobain, in charge of the Building Distribution Sector until December 31, 2015, and in charge of the Construction Products Sector as from January 1, 2016. He began his career at 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 ⁽¹⁾

Saint-Gobain group companies

Senior Vice President, Compagnie de Saint-Gobain *

Chairman

- Saint-Gobain Produits pour la construction SAS
- Saint-Gobain Matériaux de construction SAS

Chairman of the Supervisory Board

- Saint-Gobain Weber

Chairman of the Board of Directors

- Saint-Gobain Isover
- Saint-Gobain Pam

Director

- Fondation Saint-Gobain Initiatives

External companies (non-Saint-Gobain group)

- Association Proquartet-Cemc

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

Saint-Gobain group companies

Chairman

- Saint-Gobain Distribution Bâtiment Sas ^(b)
- Partidis Sas ^(b)

Chairman of the Supervisory Board

- Point P S.A. ^(b)
- Lapeyre ^(b)

Chairman of the Board of Directors

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

Director

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

Member of the Supervisory Board

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

(1) As from January 1, 2016.

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

* Listed company.

ANTOINE BERNARD DE SAINT-AFFRIQUE

Independent Director

51 years old (Country of citizenship: France)

Number of shares: 1,000

Major position: Chief Executive Officer of Barry Callebaut (Switzerland)

Business address: Barry Callebaut, Pfingstweidstrasse, 8005 ZÜRICH (Switzerland)

First appointment as Director: May 15, 2009

Current term ends: 2018

Personal information – Experience and expertise

Antoine Bernard de Saint-Affrique is Chief Executive Officer of Barry Callebaut since October 1, 2015. 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, then President of Unilever's Foods category and member of the Group's Executive Committee until September 30, 2015. 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 on December 31, 2015

Barry Callebaut group companies

- Chief Executive Officer of Barry Callebaut ^(a) *

Director

- Barry Callebaut Sourcing AG ^(a)
- Barry Callebaut Cocoa AG ^(a)

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

Unilever group companies

- President of Unilever's Foods category * ^(b)

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

Director

- Inmarko (Russian Federation)
- Icosmetics SAS

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

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

* Listed company.

MAUREEN CAVANAGH

Director representing employee shareholders

52 years old (Country of citizenship: USA)

Number of shares: 2,025

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 on December 31, 2015

Essilor group companies

President

- Vision Impact Institute (USA)

Member of the Board of Directors, Valoptec Association

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

Essilor group companies

President

- Nassau Lens Co, Inc. (USA)

- OOGP, Inc. (USA)

Director

- Nassau Lens Co, Inc. (USA)

- OOGP, Inc. (USA)

- Shore Lens Co, Inc. (USA)

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

YVES CHEVILLOTTE

Independent Director**72 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 SA 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 of the Caisse Nationale du Crédit Agricole 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 on December 31, 2015****Chairman of the Board of Directors**

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

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

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

JULIETTE FAVRE

Director representing employee shareholders

43 years old (Country of citizenship: France)

Number of shares: 2,479

Major position: Director of the Global Customer Service for the Instruments Division

Business address: 64bis avenue Aubert – 94300 Vincennes (France)

First appointment as Director: May 5, 2015 (with effect from May 6, 2015)

Current term ends: 2017

Personal information – Experience and expertise

Juliette is Director of the Global Customer Service for the Instruments Division of Essilor group and President of Valoptec Association. She began her career at SEITA as engineer in the industrial sector. She joined Essilor in 2000 on Europe distribution sector to manage organization and support projects. In 2007, she joined the Research and Development Department as project manager in charge of New Products. In 2007 she was sent to Singapore to provide technological advisory to Asia-Pacific zone, then to Bangkok in 2009 in charge of Asia industrial engineering teams. In 2012, she is appointed as Industrial Director and comes back to France to ensure industrial recovery of the Instruments Division and develop new service activities with high added value by developing the customer service and the supply chain.

Other positions and terms of office held on December 31, 2015

Essilor group companies

- Chairman of the Board of Directors of Valoptec Association
- Chairman of the Supervisory Board of Fonds Valoptec International fund

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

None

XAVIER FONTANET

Non-Independent Director

67 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 on December 31, 2015

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 five past years

Essilor group companies

Chairman of the Board of Directors, Essilor International * Chairman

- Nikon and Essilor International Joint Research Center Co. Ltd (Japan)

Director

- Nikon-Essilor Co. Ltd (Japan)
- Nikon and Essilor International Joint Research Center Co. Ltd (Japan)
- Essilor Manufacturing India Private Ltd (India)

External companies (non Essilor group)

Director

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

* Listed company.

LOUISE FRÉCHETTE

Independent Director

69 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: 2018

Personal information – Experience and expertise

Louise Fréchette is a member of the Board 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 on December 31, 2015

Member of the Board of Directors

- Global Leadership Foundation (United Kingdom) ^(a)

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

Chairman of the Board of Directors

- Centre Pearson pour le Maintien de la Paix (Canada)
- CARE CANADA (Canada) ^(b)

Member of the Board of Directors

- Centre Pearson pour le Maintien de la Paix (Canada)
- Conseil des relations internationales de Montréal (Canada)
- CARE CANADA (Canada) ^(b)
- CARE INTERNATIONAL (Switzerland) ^(b)

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

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

YI HE

Director representing employee shareholders

62 years old (Country of citizenship: China)

Number of shares: 22,477

Major position: Chairman of Essilor (China) Holding Company

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 ⁽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 on December 31, 2015

Essilor group companies

Chairman and Director at Essilor (China) Holding Company

Director

- Shanghai Essilor Optical Company Ltd (China)
- 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)
- Xiamen Artgri Optical Company Ltd (China)
- Xiamen Prosun Trading Co. Ltd (China)

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 five past years

Chief Executive Officer of Shanghai Essilor Optical Company Ltd (China) ^(b)

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

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

* Listed company.

FRANCK HENRIONNET

Director representing employees**44 years old (Country of citizenship: France)****Number of shares:** 2,008**Major position:** European Service Center Manager at 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 is at the head of the European Service Center at the Instrument Division of "La Compasserie" (Meuse – France) since January 2016. 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. From January 2013 to December 2015, he steered the Lean Manufacturing Project in the Instrument Division of "La Compasserie".

Other positions and terms office held on December 31, 2015**None**

BERNARD HOURS

Independent Director

59 years old (Country of citizenship: France)

Number of shares: 2,776

Business address: Not applicable

First appointment as Director: May 15, 2009

Current term ends: 2018

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 on December 31, 2015

Essilor group companies

Director

- Essilor of America, Inc. (USA)

External companies (non Essilor group)

Member of the Supervisory Board

- Somfy SA * ^(a)

Director

- Medved Limited (United Kingdom) ^(a)
- Verlinvest (Belgium) ^(a)
- Vitacoco (USA) ^(a)

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

Danone group companies

- Chief Operating Officer and Vice President of the Board of Directors, Danone (SA)*
- Managing Director Danone Trading B.V. (Netherlands)

Member of the Supervisory Board, Ceprodi

Director

- Danone (SA)*
- Flam's
- Danone Industria (Russia)
- OJSC Unimilk Company (Russia)
- Fondation d'Entreprise Danone (Association)

Permanent Representative of Danone (SA) (Spain)

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

* Listed company.

MAURICE MARCHAND TONEL

Independent Director

71 years old (Country of citizenship: France)

Number of shares: 1,000

Major position:

Senior Advisor, BearingPoint France SAS

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

Business address: EACC, 37 rue de Liège, 75008 PARIS (France)

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, (a start-up) and then served successively as CEO of Compagnie Olivier (1979), Sommer (1984) and Givenchy (1987). After that, he headed Ciments Français International and Transalliance. In 2000, he became a partner at Arthur Andersen / BearingPoint where he served as Senior Advisor until 2013. He is Chairman of the European American Chamber of Commerce (Paris & New York), Senior Advisor at Newbury Piret (Boston), Wombat Capital (NY), Templars Capital (Miami), and member of the Supervisory Board of Faiveley Transport. Maurice Marchand-Tonel brings to the Board his experience both as a CEO and as a high level corporate advisor.

Other positions and terms of office held on December 31, 2015

Chairman, European American Chamber of Commerce (France)

Member of the Supervisory Board, Faiveley Transport *

Director

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

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

Director

- French American Chamber of Commerce (Chicago, USA)

- European American Chamber of Commerce (Cincinnati, USA) ^(b)

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

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

* Listed company.

MARC ONETTO

Independent Director

65 years old (Country of citizenship: France and USA)

Number of shares: 1,000

Business address: Not applicable

First appointment as Director: May 5, 2015

Current term ends: 2018

Personal information – Experience and expertise

Marc Onetto was Senior Vice President Worldwide Operations and Customer Service at Amazon from 2006 to 2013, and Executive Vice President Worldwide Operations for Solectron, a global leader in electronic manufacturing, from 2003 to 2006. Before joining Solectron, he held numerous positions with General Electric, including VP Operations Europe for GE Corporate and VP Supply Chain for GE Medical. Mr. Onetto brings to the Board his competency in the area of internet sales and logistics.

Other positions and terms of office held on December 31, 2015

Director

- Flextronics International Ltd (Singapore) *
- Forward Ventures L.L.C. (USA) ^(a)

Member of the Advisor Board

- Vidéodesk SA (France)
- Netcyclor Oy (Finland)

Chairman of the Board of Directors

- Friends of Alliance EMLyon / Centrale Lyon (USA)

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

Senior Vice President Worldwide Operations and Customer Service of Amazon

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

* Listed company.

OLIVIER PÉCOUX

Non-Independent Director

57 years old (Country of citizenship: France)

Number of shares: 1,000

Major positions:

Executive Officer of the group Rothschild & Co

Managing Partner of 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: 2018

Personal information – Experience and expertise

Olivier Pécoux is Chief Executive Officer of the group Rothschild & Co, which he joined in 1991. Since June 2012, he is Executive Director of Rothschild & Co Gestion, General Partner of Rothschild & Co 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 that he has accompanied since 2001.

Other positions and terms of office held on December 31, 2015

Rothschild group companies

Chief Executive Officer, Group Rothschild & Co *

Managing Partner, Rothschild et Cie Banque

Executive Director of Rothschild & Co Gestion

Director

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

External companies (non-Rothschild group)

- Extend Capital

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

Rothschild group companies

Member of the Executive Board, Paris Orléans

Member of the Supervisory Board of Financière Rabelais

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

* Listed company.

MICHEL ROSE

Independent Director**72 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, 2015

None

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

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