

3.9 Report of the Auditors on the parent company financial statements

Fiscal year ended December 31, 2012

Dear Shareholders,

In the performance of the engagement entrusted to us by the Shareholders' Meeting, we hereby report to you, for the fiscal year ended December 31, 2012, on:

- the audit of the annual financial statements of Essilor International, as appended to this report;

- the justification of our assessments;
- the specific verifications and information required by law.

The annual financial statements are the responsibility of the Board of Directors. Our responsibility is to express an opinion on these financial statements based on our audit.

I. Opinion on twal financial statements

We conducted our audit in accordance with auditing standards applicable in France. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis or by other methods of selection, evidence supporting the amounts and disclosures in the consolidated financial statements. An audit also includes assessing the accounting principles used and significant estimates made by

management, as well as evaluating the overall financial statement presentation. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

We hereby certify that, with respect to the accounting rules and principles applicable in France, the financial statements present fairly the results of the Company's operations for the fiscal year ended as well as its financial position and assets as of the end of that year.

II. Justification of our assessments

In accordance with the requirements of Article L.823-9 of the French Commercial Code relating to the justification of our assessments, we draw to your attention the following matters:

- Note 1.5 to the financial statements describes the accounting treatment of investments.

As part of our assessment of the Company's accounting principles and policies, we verified the appropriateness of the policies and

methods applied to investments and of the information disclosed in the notes to the financial statements. We also obtained assurance that these policies and methods had been properly applied.

These assessments were made in the context of our audit of the financial statements taken as a whole, and therefore contributed to the formation of the opinion expressed in the first part of this report.

III. Specific verifications and information

We have also performed the specific verifications required by law in accordance with professional standards applicable in France.

We have no comments concerning the fair presentation and the consistency with the financial statements of the information given in the management report of the Board of Directors, and in the documents addressed to the Shareholders with respect to the financial position and the annual financial statements.

Concerning the disclosures made in application of Article L.225-102-1 of the French Commercial Code on the compensation

and benefits paid and commitments given to corporate officers, we checked the consistency of these disclosures with the accounts or with the underlying data as well as with any relevant information obtained by your Company from entities that control it or that it controls. Based on the audit conducted, we hereby certify that the disclosures made are accurate and presented fairly.

As required by law, we have obtained assurance that disclosures about the acquisition of controlling and other interests and about the identity of shareholders were made in the Management Report.

Neuilly-sur-Seine and Courbevoie – March 15, 2013

The Statutory Auditors

PricewaterhouseCoopers Audit

Christine Bouvry

Mazars

Pierre Sardet