

#### **20.4.1.4 Special report of the Statutory Auditors on related party agreements and commitments**

Shareholders' General Meeting approval of the financial statements for the fiscal year ended December 31, 2011.

##### **ESSILOR INTERNATIONAL SA**

147, rue de Paris  
94227 Charenton Cedex, France

Dear Shareholders:

In our capacity as Statutory Auditors of your company, we present below our report on related party agreements and commitments.

Our responsibility is to report to shareholders, based on the information provided to us, about the main terms and conditions of agreements and commitments that have been disclosed to us or of which we have become aware in the performance of our audit, without commenting on their relevance or substance or inquiring about the existence of other agreements or commitments. Under the provisions of Article R.225-31 of the French Commercial Code, it is the responsibility of shareholders to determine whether such agreements and commitments are appropriate and should be approved.

Our responsibility is also, as applicable, to report to shareholders as stipulated in Article R. 225-31 of the Commercial Code regarding the performance, during the year ended, of any agreements and commitments already approved by the Shareholders' Meeting.

We performed our procedures in accordance with professional guidelines issued by the Compagnie Nationale des Commissaires aux Comptes for this type of engagement.

##### **AGREEMENTS AND COMMITMENTS SUBJECT TO THE APPROVAL OF THE SHAREHOLDERS' MEETING**

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We have not been advised of any agreements or commitments that have been approved in the year ended and would require the approval of the Shareholders' Meeting pursuant to Article L. 225-38 of the French Commercial Code.

##### **AGREEMENTS AND COMMITMENTS PREVIOUSLY APPROVED BY THE SHAREHOLDERS' MEETING**

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We have not been advised of any agreements or commitments previously approved by the Shareholders' Meeting and the performance of which may have continued during the year ended.

Neuilly-sur-Seine and Courbevoie – March 16, 2012

The Statutory Auditors

PricewaterhouseCoopers Audit  
Christine Bouvry

Mazars  
Pierre Sardet