

Form 5500 Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Annual Return/Report of Employee Benefit Plan This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), 6057(b), and 6058(a) of the Internal Revenue Code (the Code). <p style="text-align: center;">▶ Complete all entries in accordance with the instructions to the Form 5500.</p>	OMB Nos. 1210-0110 1210-0089 <div style="text-align: center; font-size: 1.5em; font-weight: bold;">2012</div> This Form is Open to Public Inspection
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Part I	Annual Report Identification Information
For calendar plan year 2012 or fiscal plan year beginning <u>01/01/2012</u> and ending <u>12/31/2012</u>	
A This return/report is for:	☐ a multiemployer plan; ☐ a multiple-employer plan; or ☒ a single-employer plan; ☐ a DFE (specify) ____
B This return/report is:	☐ the first return/report; ☐ the final return/report; ☐ an amended return/report; ☐ a short plan year return/report (less than 12 months).
C If the plan is a collectively-bargained plan, check here.	☐
D Check box if filing under:	☒ Form 5558; ☐ automatic extension; ☐ the DFVC program; ☐ special extension (enter description)

Part II	Basic Plan Information —enter all requested information				
1a Name of plan <u>LUXOTTICA GROUP PENSION PLAN</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 80%;">1b Three-digit plan number (PN) ▶</td> <td style="width: 20%; text-align: center;"><u>002</u></td> </tr> <tr> <td colspan="2">1c Effective date of plan <u>11/11/1952</u></td> </tr> </table>	1b Three-digit plan number (PN) ▶	<u>002</u>	1c Effective date of plan <u>11/11/1952</u>	
1b Three-digit plan number (PN) ▶	<u>002</u>				
1c Effective date of plan <u>11/11/1952</u>					
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) <u>LUXOTTICA U.S. HOLDINGS CORP.</u> <u>ATTN SCOTT HAKES</u> <u>12 HARBOR PARK DRIVE</u> <u>PORT WASHINGTON, NY 11050-4686</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td>2b Employer Identification Number (EIN) <u>11-3491054</u></td> </tr> <tr> <td>2c Sponsor's telephone number <u>516-484-3800</u></td> </tr> <tr> <td>2d Business code (see instructions) <u>446130</u></td> </tr> </table>	2b Employer Identification Number (EIN) <u>11-3491054</u>	2c Sponsor's telephone number <u>516-484-3800</u>	2d Business code (see instructions) <u>446130</u>	
2b Employer Identification Number (EIN) <u>11-3491054</u>					
2c Sponsor's telephone number <u>516-484-3800</u>					
2d Business code (see instructions) <u>446130</u>					

Caution: A penalty for the late or incomplete filing of this return/report will be assessed unless reasonable cause is established.

Under penalties of perjury and other penalties set forth in the instructions, I declare that I have examined this return/report, including accompanying schedules, statements and attachments, as well as the electronic version of this return/report, and to the best of my knowledge and belief, it is true, correct, and complete.

SIGN HERE	Filed with authorized/valid electronic signature. Signature of plan administrator	10/15/2013 Date	SCOTT HAKES Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature. Signature of employer/plan sponsor	10/15/2013 Date	VITO GIANNOLA Enter name of individual signing as employer or plan sponsor
SIGN HERE	Signature of DFE	Date	Enter name of individual signing as DFE
Preparer's name (including firm name, if applicable) and address; include room or suite number. (optional)			Preparer's telephone number (optional)

3a Plan administrator's name and address ☐ Same as Plan Sponsor Name ☐ Same as Plan Sponsor Address LUXOTTICA GROUP ERISA PLANS COMPLIANCE & INVESTMENT COMMITTEE 12 HARBOR PARK DRIVE PORT WASHINGTON, NY 11050-4686		3b Administrator's EIN 36-4300417 3c Administrator's telephone number 516-484-3800
4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: a Sponsor's name		4b EIN 4c PN
5 Total number of participants at the beginning of the plan year		5 41777
6 Number of participants as of the end of the plan year (welfare plans complete only lines 6a , 6b , 6c , and 6d). a Active participants..... b Retired or separated participants receiving benefits..... c Other retired or separated participants entitled to future benefits..... d Subtotal. Add lines 6a , 6b , and 6c e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits..... f Total. Add lines 6d and 6e g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)..... h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....		6a 17576 6b 3387 6c 20491 6d 41454 6e 951 6f 42405 6g 6h 1488
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)		7
8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions: 1C 1G 3H b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:		
9a Plan funding arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor	9b Plan benefit arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor	
10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)		
a Pension Schedules (1) ☒ R (Retirement Plan Information) (2) ☐ MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary (3) ☒ SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary	b General Schedules (1) ☒ H (Financial Information) (2) ☐ I (Financial Information – Small Plan) (3) ☐ A (Insurance Information) (4) ☒ C (Service Provider Information) (5) ☒ D (DFE/Participating Plan Information) (6) ☐ G (Financial Transaction Schedules)	

SCHEDULE SB (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Single-Employer Defined Benefit Plan Actuarial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500 or 5500-SF.	OMB No. 1210-0110 2012 This Form is Open to Public Inspection
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For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

▶ **Round off amounts to nearest dollar.**

▶ **Caution:** A penalty of \$1,000 will be assessed for late filing of this report unless reasonable cause is established.

A Name of plan <u>LUXOTTICA GROUP PENSION PLAN</u>	B Three-digit plan number (PN) ▶ <u>002</u>
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF <u>LUXOTTICA U.S. HOLDINGS CORP.</u>	D Employer Identification Number (EIN) <u>11-3491054</u>
E Type of plan: ☒ Single ☐ Multiple-A ☐ Multiple-B	F Prior year plan size: ☐ 100 or fewer ☐ 101-500 ☒ More than 500

Part I	Basic Information
1 Enter the valuation date: Month <u>01</u> Day <u>01</u> Year <u>2012</u>	
2 Assets:	
a Market value	2a <u>494823637</u>
b Actuarial value	2b <u>506058363</u>
3 Funding target/participant count breakdown:	
a For retired participants and beneficiaries receiving payment.....	3a <u>3567</u> <u>67721272</u>
b For terminated vested participants.....	3b <u>20227</u> <u>181279762</u>
c For active participants:	
(1) Non-vested benefits.....	3c(1) <u>13508517</u>
(2) Vested benefits.....	3c(2) <u>199519631</u>
(3) Total active	3c(3) <u>17983</u> <u>213028148</u>
d Total	3d <u>41777</u> <u>462029182</u>
4 If the plan is in at-risk status, check the box and complete lines (a) and (b)	☐
a Funding target disregarding prescribed at-risk assumptions	4a
b Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been in at-risk status for fewer than five consecutive years and disregarding loading factor	4b
5 Effective interest rate	5 <u>7.09 %</u>
6 Target normal cost.....	6 <u>24483030</u>

Statement by Enrolled Actuary

To the best of my knowledge, the information supplied in this schedule and accompanying schedules, statements and attachments, if any, is complete and accurate. Each prescribed assumption was applied in accordance with applicable law and regulations. In my opinion, each other assumption is reasonable (taking into account the experience of the plan and reasonable expectations) and such other assumptions, in combination, offer my best estimate of anticipated experience under the plan.

SIGN HERE		<u>10/03/2013</u>
Signature of actuary		Date
<u>LORI A. DEVORE</u>		<u>11-05257</u>
Type or print name of actuary		Most recent enrollment number
<u>AON CONSULTING, INC.</u>		<u>614-436-8100</u>
Firm name		Telephone number (including area code)
<u>445 HUTCHINSON AVE., SUITE 900</u> <u>COLUMBUS, OH 43235-8619</u>		
Address of the firm		

If the actuary has not fully reflected any regulation or ruling promulgated under the statute in completing this schedule, check the box and see instructions ☐

For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500 or 5500-SF.

Schedule SB (Form 5500) 2012
v. 120126

Part II Beginning of Year Carryover Prefunding Balances		(a) Carryover balance	(b) Prefunding balance
7	Balance at beginning of prior year after applicable adjustments (line 13 from prior year)		83211
8	Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	0	0
9	Amount remaining (line 7 minus line 8)	0	83211
10	Interest on line 9 using prior year's actual return of <u>-0.42%</u>		-349
11	Prior year's excess contributions to be added to prefunding balance:		
a	Present value of excess contributions (line 38a from prior year)		19094337
b	Interest on (a) using prior year's effective interest rate of <u>6.34%</u> except as otherwise provided (see instructions)		1210581
c	Total available at beginning of current plan year to add to prefunding balance		20304918
d	Portion of (c) to be added to prefunding balance		20304918
12	Other reductions in balances due to elections or deemed elections		0
13	Balance at beginning of current year (line 9 + line 10 + line 11d – line 12)	0	20387780

Part III Funding Percentages			
14	Funding target attainment percentage	14	105.11 %
15	Adjusted funding target attainment percentage	15	109.52 %
16	Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement	16	90.00 %
17	If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage	17	%

Part IV Contributions and Liquidity Shortfalls					
18 Contributions made to the plan for the plan year by employer(s) and employees:					
(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
04/13/2012	8955726				
07/13/2012	8955726				
10/15/2012	8955726				
01/15/2013	8955726				
08/30/2013	13000000				
			Totals ►	18(b)	48822904
				18(c)	0

19 Discounted employer contributions – see instructions for small plan with a valuation date after the beginning of the year:		
a Contributions allocated toward unpaid minimum required contributions from prior years.	19a	0
b Contributions made to avoid restrictions adjusted to valuation date	19b	0
c Contributions allocated toward minimum required contribution for current year adjusted to valuation date	19c	45851774
20 Quarterly contributions and liquidity shortfalls:		
a Did the plan have a "funding shortfall" for the prior year? ☒ Yes ☐ No		
b If line 20a is "Yes," were required quarterly installments for the current year made in a timely manner? ☒ Yes ☐ No		
c If line 20a is "Yes," see instructions and complete the following table as applicable:		
Liquidity shortfall as of end of quarter of this plan year		
(1) 1st	(2) 2nd	(3) 3rd
0		0
		0

Part V Assumptions Used to Determine Funding Target and Target Normal Cost

21 Discount rate:				
a Segment rates:	1st segment: 5.54%	2nd segment: 6.85%	3rd segment: 7.52 %	☐ N/A, full yield curve used
b Applicable month (enter code).....				21b 4
22 Weighted average retirement age				22 64
23 Mortality table(s) (see instructions) ☐ Prescribed - combined ☒ Prescribed - separate ☐ Substitute				

Part VI Miscellaneous Items

24 Has a change been made in the non-prescribed actuarial assumptions for the current plan year? If "Yes," see instructions regarding required attachment.	☒ Yes ☐ No
25 Has a method change been made for the current plan year? If "Yes," see instructions regarding required attachment.	☐ Yes ☒ No
26 Is the plan required to provide a Schedule of Active Participants? If "Yes," see instructions regarding required attachment.....	☒ Yes ☐ No
27 If the plan is subject to alternative funding rules, enter applicable code and see instructions regarding attachment.....	27

Part VII Reconciliation of Unpaid Minimum Required Contributions For Prior Years

28 Unpaid minimum required contributions for all prior years	28	
29 Discounted employer contributions allocated toward unpaid minimum required contributions from prior years (line 19a).....	29	0
30 Remaining amount of unpaid minimum required contributions (line 28 minus line 29)	30	0

Part VIII Minimum Required Contribution For Current Year

31 Target normal cost and excess assets (see instructions):												
a Target normal cost (line 6)	31a	24483030										
b Excess assets, if applicable, but not greater than line 31a	31b	23641401										
32 Amortization installments:	<table border="1"> <thead> <tr> <th></th> <th>Outstanding Balance</th> <th>Installment</th> </tr> </thead> <tbody> <tr> <td>a Net shortfall amortization installment</td> <td>0</td> <td>0</td> </tr> <tr> <td>b Waiver amortization installment</td> <td></td> <td></td> </tr> </tbody> </table>				Outstanding Balance	Installment	a Net shortfall amortization installment	0	0	b Waiver amortization installment		
	Outstanding Balance	Installment										
a Net shortfall amortization installment	0	0										
b Waiver amortization installment												
33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount	33											
34 Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33)...	34	841629										
		Carryover balance	Prefunding balance									
35 Balances elected for use to offset funding requirement.....			0									
36 Additional cash requirement (line 34 minus line 35)	36	841629										
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c)	37	45851774										
38 Present value of excess contributions for current year (see instructions)												
a Total (excess, if any, of line 37 over line 36)	38a	45010145										
b Portion included in line 38a attributable to use of prefunding and funding standard carryover balances	38b	0										
39 Unpaid minimum required contribution for current year (excess, if any, of line 36 over line 37)	39	0										
40 Unpaid minimum required contributions for all years.....	40	0										

Part IX Pension Funding Relief Under Pension Relief Act of 2010 (See Instructions)

41 If an election was made to use PRA 2010 funding relief for this plan:			
a Schedule elected	☐ 2 plus 7 years ☐ 15 years		
b Eligible plan year(s) for which the election in line 41a was made	☐ 2008 ☐ 2009 ☐ 2010 ☐ 2011		
42 Amount of acceleration adjustment	42		
43 Excess installment acceleration amount to be carried over to future plan years	43		

<div>SCHEDULE C</div> <div>(Form 5500)</div> <div>Department of the Treasury Internal Revenue Service</div> <div>Department of Labor Employee Benefits Security Administration</div> <div>Pension Benefit Guaranty Corporation</div>	<div>Service Provider Information</div> <div>This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).</div> <div>▶ File as an attachment to Form 5500.</div>	OMB No. 1210-0110
		2012
		This Form is Open to Public Inspection.

For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012		
A Name of plan LUXOTTICA GROUP PENSION PLAN	B Three-digit plan number (PN) ▶	002
C Plan sponsor's name as shown on line 2a of Form 5500 LUXOTTICA U.S. HOLDINGS CORP.	D Employer Identification Number (EIN) 11-3491054	

Part I	Service Provider Information (see instructions)
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You must complete this Part, in accordance with the instructions, to report the information required for **each person** who received, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of monetary value) in connection with services rendered to the plan or the person's position with the plan during the plan year. If a person received **only** eligible indirect compensation for which the plan received the required disclosures, you are required to answer line 1 but are not required to include that person when completing the remainder of this Part.

1 Information on Persons Receiving Only Eligible Indirect Compensation

- a Check "Yes" or "No" to indicate whether you are excluding a person from the remainder of this Part because they received only eligible indirect compensation for which the plan received the required disclosures (see instructions for definitions and conditions)..... ☐ Yes ☒ No
- b If you answered line 1a "Yes," enter the name and EIN or address of each person providing the required disclosures for the service providers who received only eligible indirect compensation. Complete as many entries as needed (see instructions).

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation
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2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

AON CONSULTING, INC.

445 HUTCHINSON AVE, SUITE 900
COLUMBUS, OH 43235-8619

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
11 15 70	ACTUARY	335540	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

INSTITUTIONAL CAPITAL LLC

225 WEST WACKER DRIVE
SUITE 2400
CHICAGO, IL 60606

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28	INVESTMENT MGR	294414	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

INTECH INVESTMENT MANAGEMENT LLC

525 OKEECHOBEE BOULEVARD, SUITE 180
WEST PALM BEACH, FL 33401

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28	INVESTMENT MGR	260303	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

PNC BANK

25-1211909

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
18 19 21	TRUSTEE	226388	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

ARTIO GLOBAL INVESTORS

330 MADISON AVENUE
NEW YORK, NY 10017

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28	INVESTMENT MGR	128172	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

HEWITT ENNISNUPP

100 HALF DAY ROAD
LINCOLNSHIRE, IL 60069

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
27	INVEST ADVISOR	111502	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

NORTHERN TRUST CORPORATION

36-2723087

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28	INVESTMENT MGR	25932	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

KEATING MUETHING & KLEKAMP PPL

31-0570030

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
29	LEGAL	21413	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

BLACKROCK

94-3112180

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28	INVESTMENT MGR	12652	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☐ No ☐

Part I Service Provider Information (continued)

3 If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received \$1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

Part II Service Providers Who Fail or Refuse to Provide Information

4 Provide, to the extent possible, the following information for each service provider who failed or refused to provide the information necessary to complete this Schedule.

(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide

Part III **Termination Information on Accountants and Enrolled Actuaries (see instructions)**
(complete as many entries as needed)

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

SCHEDULE D (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small>	DFE/Participating Plan Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ► File as an attachment to Form 5500.	OMB No. 1210-0110 <hr/> 2012 <hr/> This Form is Open to Public Inspection.
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For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

A Name of plan <u>LUXOTTICA GROUP PENSION PLAN</u>	B Three-digit plan number (PN) ► <u>002</u>	
C Plan or DFE sponsor's name as shown on line 2a of Form 5500 <u>LUXOTTICA U.S. HOLDINGS CORP.</u>	D Employer Identification Number (EIN) <u>11-3491054</u>	

Part I	Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs) (Complete as many entries as needed to report all interests in DFEs)
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a Name of MTIA, CCT, PSA, or 103-12 IE: <u>ARTIO GLOBAL INTERNATIONAL EQUITY I</u>		
b Name of sponsor of entity listed in (a): <u>ARTIO GLOBAL INVESTORS</u>		
c EIN-PN <u>13-6174048-000</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>0</u>
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>ACWI EX-US SUPERFUND</u>		
b Name of sponsor of entity listed in (a): <u>BLACKROCK INSTITUTIONAL TRUST COMPANY</u>		
c EIN-PN <u>94-3112180-000</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>88758675</u>
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>NORTHERN TRUST RUSSELL 1000 INDEX</u>		
b Name of sponsor of entity listed in (a): <u>NORTHERN TRUST INVESTMENTS, INC</u>		
c EIN-PN <u>36-2723087-000</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>84758675</u>
a Name of MTIA, CCT, PSA, or 103-12 IE:		
b Name of sponsor of entity listed in (a):		
c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
a Name of MTIA, CCT, PSA, or 103-12 IE:		
b Name of sponsor of entity listed in (a):		
c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
a Name of MTIA, CCT, PSA, or 103-12 IE:		
b Name of sponsor of entity listed in (a):		
c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)

Part II Information on Participating Plans (to be completed by DFEs)

(Complete as many entries as needed to report all participating plans)

a Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN

SCHEDULE H (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	<small>OMB No. 1210-0110</small> 2012 This Form is Open to Public Inspection
For calendar plan year 2012 or fiscal plan year beginning <u>01/01/2012</u> and ending <u>12/31/2012</u>		
A Name of plan <u>LUXOTTICA GROUP PENSION PLAN</u>	B Three-digit plan number (PN) ►	<u>002</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>LUXOTTICA U.S. HOLDINGS CORP.</u>	D Employer Identification Number (EIN) <u>11-3491054</u>	

Part I	Asset and Liability Statement		(a) Beginning of Year	(b) End of Year
1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.				
	Assets			
a Total noninterest-bearing cash	1a			
b Receivables (less allowance for doubtful accounts):				
(1) Employer contributions	1b(1)	35956493		21955726
(2) Participant contributions	1b(2)			
(3) Other	1b(3)	738167		613602
c General investments:				
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	9192582		8287505
(2) U.S. Government securities	1c(2)			
(3) Corporate debt instruments (other than employer securities):				
(A) Preferred	1c(3)(A)			
(B) All other	1c(3)(B)			
(4) Corporate stocks (other than employer securities):				
(A) Preferred	1c(4)(A)			
(B) Common	1c(4)(B)	117706940		140031805
(5) Partnership/joint venture interests	1c(5)	112596		170240
(6) Real estate (other than employer real property)	1c(6)			
(7) Loans (other than to participants)	1c(7)			
(8) Participant loans	1c(8)			
(9) Value of interest in common/collective trusts	1c(9)	130940586		173506451
(10) Value of interest in pooled separate accounts	1c(10)			
(11) Value of interest in master trust investment accounts	1c(11)			
(12) Value of interest in 103-12 investment entities	1c(12)			
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)	201372486		244435566
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)			
(15) Other	1c(15)			

1d Employer-related investments:		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	496019850	589000895

Liabilities

g Benefit claims payable	1g		
h Operating payables	1h	406047	572368
i Acquisition indebtedness	1i		
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through 1j)	1k	406047	572368

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	495613803	588428527
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Part II Income and Expense Statement

2 Plan income, expenses, and changes in net assets for the year. Include all income and expenses of the plan, including any trust(s) or separately maintained fund(s) and any payments/receipts to/from insurance carriers. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 2a, 2b(1)(E), 2e, 2f, and 2g.

Income

		(a) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	48822904	
(B) Participants	2a(1)(B)		
(C) Others (including rollovers)	2a(1)(C)		
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		48822904
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	19369	
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)		
(F) Other	2b(1)(F)	4336	
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		23705
(2) Dividends: (A) Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)	3002790	
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	12578473	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		15581263
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)	124143838	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	118391693	
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		5752145
(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)	41602129	
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		41602129

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		3529504
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds).....	2b(10)		3529504
c Other income.....	2c		-3072834
d Total income. Add all income amounts in column (b) and enter total.....	2d		115768320

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	19540474	
(2) To insurance carriers for the provision of benefits	2e(2)		
(3) Other	2e(3)		
(4) Total benefit payments. Add lines 2e(1) through (3)	2e(4)		19540474
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions).....	2g		
h Interest expense.....	2h		
i Administrative expenses: (1) Professional fees	2i(1)	3413122	
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)		
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		3413122
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		22953596

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		92814724
l Transfers of assets:			
(1) To this plan.....	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

3 Complete lines 3a through 3c if the opinion of an independent qualified public accountant is attached to this Form 5500. Complete line 3d if an opinion is not attached.

a The attached opinion of an independent qualified public accountant for this plan is (see instructions):

(1) ☐ Unqualified (2) ☐ Qualified (3) ☒ Disclaimer (4) ☐ Adverse

b Did the accountant perform a limited scope audit pursuant to 29 CFR 2520.103-8 and/or 103-12(d)? ☒ Yes ☐ No

c Enter the name and EIN of the accountant (or accounting firm) below:

(1) Name: PLANTE & MORAN, PLLC

(2) EIN: 38-1357951

d The opinion of an independent qualified public accountant is **not attached** because:

(1) ☐ This form is filed for a CCT, PSA, or MTIA. (2) ☐ It will be attached to the next Form 5500 pursuant to 29 CFR 2520.104-50.

Part IV Compliance Questions

4 CCTs and PSAs do not complete Part IV. MTIAs, 103-12 IEs, and GIAs do not complete lines 4a, 4e, 4f, 4g, 4h, 4k, 4m, 4n, or 5. 103-12 IEs also do not complete lines 4j and 4l. MTIAs also do not complete line 4l.

During the plan year:

a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.).....

b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.).....

	Yes	No	Amount
4a		X	
4b		X	

	Yes	No	Amount
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)		X	
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.).....		X	
e Was this plan covered by a fidelity bond?.....	X		10000000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.).....	X		
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.).....	X		
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?.....		X	
l Has the plan failed to provide any benefit when due under the plan?		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.).....			
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.			

5a Has a resolution to terminate the plan been adopted during the plan year or any prior plan year?
 If "Yes," enter the amount of any plan assets that reverted to the employer this year..... ☐ Yes ☒ No Amount:

5b If, during this plan year, any assets or liabilities were transferred from this plan to another plan(s), identify the plan(s) to which assets or liabilities were transferred. (See instructions.)

5b(1) Name of plan(s)

	5b(2) EIN(s)	5b(3) PN(s)

Part V Trust Information (optional)

6a Name of trust

6b Trust's EIN

SCHEDULE R (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Retirement Plan Information This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110 2012 This Form is Open to Public Inspection.
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For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

A Name of plan <u>LUXOTTICA GROUP PENSION PLAN</u>	B Three-digit plan number (PN) ▶ <u>002</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>LUXOTTICA U.S. HOLDINGS CORP.</u>	D Employer Identification Number (EIN) <u>11-3491054</u>

Part I	Distributions
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All references to distributions relate only to payments of benefits during the plan year.

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....	1	<u>0</u>
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): <u>25-1211909</u>		
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.		
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....	3	<u>731</u>

Part II	Funding Information (If the plan is not subject to the minimum funding requirements of section 412 of the Internal Revenue Code or ERISA section 302, skip this Part)
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4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)?.....	☐ Yes	☒ No	☐ N/A
If the plan is a defined benefit plan, go to line 8.			
5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. Date: Month _____ Day _____ Year _____ If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.			
6 a Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived)	6a		
b Enter the amount contributed by the employer to the plan for this plan year	6b		
c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount).....	6c		
If you completed line 6c, skip lines 8 and 9.			
7 Will the minimum funding amount reported on line 6c be met by the funding deadline?	☐ Yes	☐ No	☐ N/A
8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure or other authority providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change?.....	☐ Yes	☐ No	☒ N/A

Part III	Amendments
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9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box.....	☐ Increase	☒ Decrease	☐ Both	☐ No
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Part IV	ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.
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10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan?.....	☐ Yes	☐ No
11 a Does the ESOP hold any preferred stock?	☐ Yes	☐ No
b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.).....	☐ Yes	☐ No
12 Does the ESOP hold any stock that is not readily tradable on an established securities market?	☐ Yes	☐ No

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

13 Enter the following information for each employer that contributed more than 5% of total contributions to the plan during the plan year (measured in dollars). See instructions. *Complete as many entries as needed to report all applicable employers.*

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

- 14** Enter the number of participants on whose behalf no contributions were made by an employer as an employer of the participant for:

a The current year	14a	
b The plan year immediately preceding the current plan year	14b	
c The second preceding plan year	14c	

- 15** Enter the ratio of the number of participants under the plan on whose behalf no employer had an obligation to make an employer contribution during the current plan year to:

a The corresponding number for the plan year immediately preceding the current plan year	15a	
b The corresponding number for the second preceding plan year	15b	

- 16** Information with respect to any employers who withdrew from the plan during the preceding plan year:

a Enter the number of employers who withdrew during the preceding plan year	16a	
b If line 16a is greater than 0, enter the aggregate amount of withdrawal liability assessed or estimated to be assessed against such withdrawn employers	16b	

- 17** If assets and liabilities from another plan have been transferred to or merged with this plan during the plan year, check box and see instructions regarding supplemental information to be included as an attachment. ☐

Part VI Additional Information for Single-Employer and Multiemployer Defined Benefit Pension Plans

- 18** If any liabilities to participants or their beneficiaries under the plan as of the end of the plan year consist (in whole or in part) of liabilities to such participants and beneficiaries under two or more pension plans as of immediately before such plan year, check box and see instructions regarding supplemental information to be included as an attachment. ☐

- 19** If the total number of participants is 1,000 or more, complete lines (a) through (c)

- a** Enter the percentage of plan assets held as:

Stock: 68% Investment-Grade Debt: 32% High-Yield Debt: 0% Real Estate: 0% Other: 0%

- b** Provide the average duration of the combined investment-grade and high-yield debt:

☐ 0-3 years ☒ 3-6 years ☐ 6-9 years ☐ 9-12 years ☐ 12-15 years ☐ 15-18 years ☐ 18-21 years ☐ 21 years or more

- c** What duration measure was used to calculate line 19(b)?

☒ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify):

Financial Statements and Report of Independent
Certified Public Accountants

Luxottica Group Pension Plan

December 31, 2012 and 2011

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Independent Auditor's Report

Luxottica Group ERISA Plans
Compliance and Investment Committee:

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of Luxottica Group Pension Plan (the "Plan"), which comprise the statements of net assets available for plan benefits as of December 31, 2012 and 2011 and the related statement of changes in net assets available for plan benefits for the years then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on conducting the audits in accordance with auditing standards generally accepted in the United States of America. Because of the matter described in the *Basis for Disclaimer of Opinion* paragraph, however, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 (ERISA), the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note E, which was certified by PNC Bank, N.A. (the "Trustee"), except for comparing the information with the information included in the financial statements. We have been informed by the plan administrator that the Trustee holds the Plan's investment assets and executes related transactions. The plan administrator has obtained certifications from the Trustee as of and for the years ended December 31, 2012 and 2011 that the information provided to the plan administrator is complete and accurate.

Disclaimer of Opinion

Because of the significance of the matter described in the *Basis for Disclaimer of Opinion* paragraph, we have not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion. Accordingly, we do not express an opinion on these financial statements.

Other Matter

The supplemental schedules of assets held at end of year as of December 31, 2012 and reportable transactions for the year ended December 31, 2012 are required by the Department of Labor's (DOL) Rules and Regulations for Reporting and Disclosure under ERISA and are presented for the purpose of additional analysis and are not a required part of the financial statements. Because of the significance of the matter described in the *Basis for Disclaimer of Opinion* paragraph, we do not express an opinion on these supplemental schedules.

Report on Form and Content in Compliance with DOL Rules and Regulations

The form and content of the information included in the financial statements and supplemental schedules, other than that derived from the information certified by the Trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA.

Plante & Moran, PLLC

October 7, 2013
Cincinnati, Ohio

LUXOTTICA GROUP PENSION PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR PLAN BENEFITS

December 31, 2012 and 2011

ASSETS	2012	2011
Investments, at fair value:		
Common stock	\$ 140,031,805	\$ 117,706,940
Collective trust	173,506,451	130,940,586
Registered investment companies	244,435,566	201,372,486
Partnerships	170,240	112,596
Money market funds	<u>8,287,505</u>	<u>9,192,582</u>
Total investments	<u>566,431,567</u>	<u>459,325,190</u>
Receivables:		
Accrued investment income	613,602	738,167
Employer contribution receivable	<u>21,955,726</u>	<u>35,956,493</u>
Total receivables	<u>22,569,328</u>	<u>36,694,660</u>
Total assets	589,000,895	496,019,850
LIABILITIES		
Accrued administrative expenses and other liabilities	<u>572,368</u>	<u>406,047</u>
Net assets available for plan benefits	<u>\$ 588,428,527</u>	<u>\$ 495,613,803</u>

The accompanying notes are an integral part of these statements.

LUXOTTICA GROUP PENSION PLAN

STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR PLAN BENEFITS

Years ended December 31, 2012 and 2011

	2012	2011
Employer contributions	\$ <u>48,822,904</u>	\$ <u>58,925,972</u>
Investment income:		
Interest and dividend income	15,604,968	9,870,317
Net appreciation (depreciation) in fair value of investments	<u>51,340,448</u>	<u>(11,685,689)</u>
Net investment income (loss)	<u>66,945,416</u>	<u>(1,815,372)</u>
Benefits paid directly to participants	(19,540,474)	(17,704,130)
Administrative expenses	<u>(3,413,122)</u>	<u>(3,283,495)</u>
Net increase in net assets	92,814,724	36,122,975
Net assets available for plan benefits:		
Beginning of year	<u>495,613,803</u>	<u>459,490,828</u>
End of year	<u>\$ 588,428,527</u>	<u>\$ 495,613,803</u>

The accompanying notes are an
integral part of these statements.

LUXOTTICA GROUP PENSION PLAN
NOTES TO FINANCIAL STATEMENTS

December 31, 2012 and 2011

NOTE A - PLAN DESCRIPTION

The following description of the Luxottica Group Pension Plan (the “Plan”) is provided for general information purposes only. Participants should refer to the Plan Document for more complete information.

1. General

The Plan is a noncontributory defined benefit retirement income plan which provides for pension benefits to all non-union employees of the Luxottica U.S. Holdings Corp. and associates in Puerto Rico (the “Company”). The Luxottica Group ERISA Plans Compliance and Investment Committee (the “Plan Administrator”) controls and manages the operation and administration of the Plan. PNC Bank, N.A. (the “Trustee”) serves as the Trustee of the Plan, and together with several investment managers, manages the Plan’s investments. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (“ERISA”), as amended.

2. Pension Benefits

Participants with three years of vesting service, as defined by the Plan, are entitled to pension benefits upon retirement. Employees are credited with one year of vesting service for each calendar year they complete at least 1,000 hours of service. Pension benefits are provided to participants based upon years of vesting service and compensation. Retirement benefits are paid to pensioners or beneficiaries in various forms, including single life annuities, joint and survivor annuities and a lump-sum payment option.

NOTE B - SUMMARY OF ACCOUNTING POLICIES

1. Basis of Accounting

The accompanying financial statements have been prepared under the accrual method of accounting in accordance with accounting principles generally accepted in the United States of America.

2. Use of Estimates

The preparation of the financial statements in conformity with accounting principles generally accepted in the United States of America requires the Plan Administrator to make estimates and assumptions that affect the amounts reported of assets, liabilities and changes therein, disclosure of contingent assets and liabilities, and the actuarial present value of accumulated plan benefits, and the changes therein, at the date of the financial statements. Actual results could differ from those estimates.

LUXOTTICA GROUP PENSION PLAN
NOTES TO FINANCIAL STATEMENTS (CONTINUED)

December 31, 2009 and 2008

NOTE B - SUMMARY OF ACCOUNTING POLICIES (continued)

3. Risks and Uncertainties

The Plan utilizes various investment securities including common stocks, collective trusts, registered investment companies, and partnerships. Investment securities, in general, are exposed to various risks, such as interest rate risk, credit risk, and overall market volatility. Due to the level of risk associated with certain investment securities, it is reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect the amounts reported in the financial statements.

Plan contributions are made and the actuarial present value of accumulated plan benefits are reported based on certain assumptions pertaining to interest rates, inflation rates and employee demographics, all of which are subject to change. Due to uncertainties inherent in the estimations and assumptions process, it is at least reasonably possible that changes in these estimates and assumptions in the near term would be material to the financial statements.

4. Investment Valuation and Income Recognition

Investments are reported at fair value which is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note F for a discussion of fair value measurements. Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. Net appreciation/(depreciation) in fair value of investments includes the Plan's gains and losses on investments bought and sold as well as held during the year.

5. Expenses

Administrative expenses are paid by the Plan or the Company, as provided in the Plan Document. The Plan Sponsor provides accounting and other administrative services to the Plan at no charge.

6. Payment of Benefits

Benefit payments to participants are recorded upon distribution.

7. Subsequent Events

The Plan Administrator has evaluated subsequent events through October 7, 2012, the date the financial statements were available to be issued. The Plan Administrator is not aware of any subsequent events that would require recognition or disclosure in the Plan financial statements.

NOTE C - FUNDING POLICY

Contributions to provide benefits under the Plan are made solely by the Company. The Company's funding policy is to make cash contributions to the Plan in accordance with amounts determined by the Plan's independent actuary. The Company met the minimum funding requirements of ERISA for the years ended December 31, 2012 and 2011. The latest actuarial valuation was prepared as of January 1, 2013 using the projected unit credit cost actuarial method.

LUXOTTICA GROUP PENSION PLAN
NOTES TO FINANCIAL STATEMENTS (CONTINUED)

December 31, 2012 and 2011

NOTE D - ACCUMULATED PLAN BENEFITS

Accumulated plan benefits are those future periodic payments and lump-sum distributions that are attributable, under the Plan's provisions, to service rendered by employees as of the valuation date. Accumulated plan benefits include benefits expected to be paid to (1) retired participants currently receiving benefits, (2) terminated vested participants, and (3) vested active participants, and in all cases, payment of the above listed benefits to beneficiaries of employees who have died. The actuarial present value of accumulated plan benefits is determined by an independent actuary and is that amount that results from applying actuarial assumptions to adjust the accumulated plan benefits to reflect the time value of money (through discounts for interest) and the probability of payment (by means of decrements such as for death, disability, withdrawal, or retirement) between the valuation date and the expected date of payment.

The actuarial present values of accumulated plan benefits as of January 1 are as follows:

	2013	2012
Vested benefits:		
Retired participants including beneficiaries currently receiving payments	\$67,075,457	\$64,588,532
Other participants	<u>392,326,209</u>	<u>362,823,530</u>
Total vested benefits	459,401,666	427,412,062
Nonvested benefits	<u>13,899,356</u>	<u>12,505,244</u>
Total actuarial present value of accumulated plan benefits	<u>\$473,301,022</u>	<u>\$439,917,306</u>

The changes in the actuarial present value of the Plan's accumulated plan benefits for the years beginning January 1 are as follows:

	2013	2012
Actuarial present value of accumulated plan benefits at beginning of year	\$439,917,306	\$385,827,914
Increase (decrease) due to:		
Benefits accumulated – net	20,437,453	17,933,643
Benefits paid	(19,540,474)	(17,704,130)
Interest due to the decrease in the discount period	32,274,277	30,171,692
Changes in actuarial assumptions	<u>212,460</u>	<u>23,688,187</u>
Actuarial present value of accumulated plan benefits at end of year	<u>\$473,301,022</u>	<u>\$439,917,306</u>

LUXOTTICA GROUP PENSION PLAN
NOTES TO FINANCIAL STATEMENTS (CONTINUED)

December 31, 2012 and 2011

NOTE D - ACCUMULATED PLAN BENEFITS (continued)

The change in assumption in 2011 is the result of a change in the mortality assumption, a change in the interest rate assumption from segment rates as of September 2010 to segment rates as of September 2011, a change in the expected return on assets and a change in assumed retirement rates.

The significant actuarial assumptions used in the January 1, 2013 and 2012 valuations were:

- Actuarial cost method: Standard unit credit
- Mortality: IRS 2013 RP-2000 Annuitant/Non-Annuitant Mortality table (2013) and IRS 2012 RP-2000 Annuitant/Non-Annuitant table (2012)
- Weighted average retirement age: 62
- Investment return: 7.50%
- Interest crediting rate: 4.01%
- Retirement: Various retirement ages are assumed ranging between 55 and 73

The foregoing actuarial assumptions are based on the presumption that the Plan will continue. If the Plan were to terminate, different actuarial assumptions and other factors might be applicable in determining the actuarial present value of accumulated plan benefits.

NOTE E - INFORMATION CERTIFIED BY TRUSTEE (UNAUDITED)

The following is a summary of the unaudited information regarding the Plan as of December 31, 2012 and 2011, and for the years then ended, included in the Plan's financial statements and supplemental schedules that was prepared by or derived from information prepared by the Trustee, and furnished to the Plan Administrator. The Plan Administrator has obtained certifications from the Trustee that such information is complete and accurate.

	2012	2011
Investments – at fair value		
Common stock	\$140,031,805	\$117,706,940
Collective trust	173,506,451	130,940,586
Registered investment companies	244,435,566	201,372,486
Partnerships	170,240	112,596
Money market funds	<u>8,287,505</u>	<u>9,192,582</u>
Total investments	<u>\$566,431,567</u>	<u>\$459,325,190</u>
Receivable – accrued investment income	<u>\$ 613,602</u>	<u>\$ 738,167</u>

For the years ended December 31, the Plan's interest and dividend income consisted of the following:

	2012	2011
Interest and dividend income:		
Common stock	\$3,002,790	\$3,726,199
Registered investment companies	12,578,473	6,124,757
Collective Trust	4,336	0
Money market accounts	<u>19,369</u>	<u>19,361</u>
Total interest and dividend income	<u>\$15,604,968</u>	<u>\$9,870,317</u>

LUXOTTICA GROUP PENSION PLAN
NOTES TO FINANCIAL STATEMENTS (CONTINUED)

December 31, 2009 and 2008

NOTE E - INFORMATION CERTIFIED BY TRUSTEE (UNAUDITED) (continued)

The Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) during 2012 and 2011 appreciated (depreciated) in value by \$51,340,448 and \$(11,685,689), respectively, as follows:

	2012	2011
Net appreciation (depreciation) in fair value of		
Investments:		
Collective trust	\$23,509,147	\$(7,430,311)
Common stock	16,026,187	(2,383,225)
Partnerships	222,753	(18,622)
Registered investment companies	<u>11,582,361</u>	<u>(1,853,531)</u>
	<u>\$ 51,340,448</u>	<u>\$ (11,685,689)</u>

Significant investments of the Plan as of December 31, 2012 and 2011 are as follows:

	2012	2011
PIMCO FDS Total Return BD Fund INSTL Class	\$187,526,566	\$152,504,482
NT Collective Russell 1000 Index Fund- Non Lending	\$84,735,925	\$69,288,498
iShares TR Russell 2000 Index FDETF	\$56,909,000	\$48,868,004
BlackRock ACWI EX US Superfund A	\$88,770,526	\$33,858,137
Artio International Equity II Group Trust Fund	*	\$27,793,951

*Investment represents less than 5% of the Plan's net assets at the specified date.

All information included in the supplemental schedules and Note F has been certified by the Trustee and has not been audited.

The Plan's independent auditor did not perform auditing procedures with respect to the information in this footnote, except for comparing such information to the related information included in the financial statements and supplemental schedules.

NOTE F - FAIR VALUE MEASUREMENTS

The authoritative guidance establishes a framework for measuring fair value that provides a hierarchy that prioritizes into three levels the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1) and the lowest priority to unobservable inputs (Level 3). The three levels of the fair value hierarchy under U.S. GAAP guidance are described below:

LUXOTTICA GROUP PENSION PLAN
NOTES TO FINANCIAL STATEMENTS (CONTINUED)

December 31, 2012 and 2011

NOTE F - FAIR VALUE MEASUREMENTS (continued)

- | | |
|---------|--|
| Level 1 | Inputs to the valuation methodology are unadjusted quoted prices in active markets for identical assets and liabilities that the Plan has the ability to access at the measurement date. |
| Level 2 | <p>Inputs to the valuation methodology include</p> <ul style="list-style-type: none">• Quoted prices for similar assets or liabilities in active markets;• Quoted prices for identical or similar assets or liabilities in inactive markets;• Inputs other than quoted prices that are observable for the asset or liability;• Inputs that are derived principally from or corroborated by observable market data by correlation or other means. <p>If the asset or liability has a specified (contractual) term, the level 2 input must be observable for substantially the full term of the asset or liability.</p> |
| Level 3 | Inputs to the valuation methodology are unobservable and significant to the fair value measurement. |

The asset's or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques used need to maximize the use of observable inputs and minimize the use of unobservable inputs.

Following is a description of the valuation methodologies used for the Plan's assets measured at fair value.

Collective trust: Valued at the closing net asset value ("NAV") of the units held by the Plan at year end based on information reported by the Trustee.

Common stock: Valued at the closing price reported on the active market on which the individual securities are traded.

Registered investment companies: Valued at the closing price reported on the active market on which the individual funds are traded.

Partnerships: Valued at the Plan's share of the total partnerships' capital as of the most recent audited financial statements at the Plan's year end.

Money market accounts: Valued at a NAV of \$1 per share, as reported by the Trustee.

The preceding methods described may produce a fair value that may not be indicative of net realizable value reflective of future fair values. Furthermore, although the Plan Administrator believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

LUXOTTICA GROUP PENSION PLAN

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

December 31, 2009 and 2008

NOTE F - FAIR VALUE MEASUREMENTS (continued)

The following table summarizes the Plan's investments by level within the fair value hierarchy as of December 31, 2012 and December 31, 2011.

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
December 31, 2012				
Common Stock:				
U.S. large cap growth	\$67,646,973	\$ -	\$ -	\$67,646,973
U.S. large cap value	72,384,832	-	-	72,384,832
Investment Funds:				
International collective trust	-	88,770,526	-	88,770,526
U.S. large cap index	-	84,735,925	-	84,735,925
Money market funds	-	8,287,505	-	8,287,505
Registered investment companies				
U.S. small cap mutual fund	56,909,000	-	-	56,909,000
Fixed income mutual fund	187,526,566	-	-	187,526,566
Limited partnerships	-	-	170,240	170,240
Total Investments	<u>\$384,467,371</u>	<u>\$181,793,956</u>	<u>\$170,240</u>	<u>\$566,431,567</u>
December 31, 2011				
Common Stock:				
U.S. large cap growth	\$63,501,717	\$ -	\$ -	\$63,501,717
U.S. large cap value	54,205,223	-	-	54,205,223
Investment Funds:				
International collective trust	-	61,652,088	-	61,652,088
U.S. large cap index	-	69,288,498	-	69,288,498
Money market funds	-	9,192,582	-	9,192,582
Registered investment companies				
U.S. small cap mutual fund	48,868,004	-	-	48,868,004
Fixed income mutual fund	152,504,482	-	-	152,504,482
Limited partnerships	-	-	112,596	112,596
Total Investments	<u>\$319,079,426</u>	<u>\$140,133,168</u>	<u>\$112,596</u>	<u>\$459,325,190</u>

The Plan also holds other assets and liabilities not measured at fair value using one of the above methods on a recurring basis, including contributions receivable, accrued investment income and accrued administrative expenses and other liabilities. The fair value of these assets and liabilities approximates the carrying amounts in the accompanying financial statements due to either the short maturity of the investments or the use of interest rates that approximate market rates for instruments of similar maturity.

Investments valued at NAV as of December 31, 2012 consisted of the BlackRock ACWI EX US Superfund and NT Collective Russell 1000 Index Fund, collective trust funds (collectively "CTF"), and Blackrock Liquidity Funds and Merrill Lynch Institutional Money Market, Money Market Funds (collectively "MMF"). The CTF seek long-term growth of capital by investing in a wide variety of equity

LUXOTTICA GROUP PENSION PLAN

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

December 31, 2012 and 2011

NOTE F - FAIR VALUE MEASUREMENTS (continued)

securities issued throughout the world. The MMF Strategy is to maintain a stable \$1 unit price, but it cannot guarantee that it will be able to do so. The yield of the MMF will fluctuate. The MMF invests in high-quality, short-term money market securities to obtain as high a level of current income as is consistent with the preservation of capital and liquidity.

Investments valued at NAV as of December 31, 2011 consisted of the Artio International Equity II Group Trust Fund, BlackRock ACWI EX US Superfund and NT Collective Russell 1000 Index Fund, collective trust funds, and BlackRock Liquidity Funds and Merrill Lynch Institutional Money Market, Money Market Funds.

The NAV of the MMF is determined using the market value or fair value if market data is unavailable, of the underlying securities. The funds allow for daily liquidity with 3-5 days' notice required for redemption.

The NAV of the CTF is determined using the market value or fair value if market data is unavailable, of the underlying securities. A full redemption of the BlackRock ACWI EX US Superfund requires three days' notice, and under terms of the contract, the trustee has the right to suspend redemptions in certain situations in order to ensure that securities liquidations will be carried out in an orderly manner. No restrictions exist with respect to any redemption of the NT Collective Russell 1000 Index Fund. There were no unfunded commitments of the CTF as of December 31, 2012 and 2011.

The Plan's policy is to recognize transfers between levels of the fair value hierarchy as of the end of the reporting period. There were no significant transfers between levels of the fair value hierarchy during 2012 and 2011.

The following table reconciles the beginning and ending fair value of the Plan's Level 3 investment for the years ended December 31, 2012 and December 31, 2011.

	Partnership	
	2012	2011
Balance, beginning of year	\$112,596	\$131,399
Unrealized gains/(losses)	72,990	(18,622)
Purchases, sales, issuances, and settlements, net		
Purchases	--	--
Settlements	(15,346)	(181)
Balance, end of year	<u>\$170,240</u>	<u>\$112,596</u>

NOTE G - EXEMPT PARTY-IN-INTEREST TRANSACTIONS

Fees paid by the Plan for investment management services were included as a reduction of the return earned on each fund. The Company also pays for various administrative fees on behalf of the Plan. Certain plan assets are in investment funds managed by Blackrock, Inc. which is an affiliate of PNC Bank, N.A. PNC Bank, N.A. performs record-keeping services for the Plan; therefore, these transactions qualify as party-in-interest transactions as defined under ERISA guidelines.

LUXOTTICA GROUP PENSION PLAN

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

December 31, 2009 and 2008

NOTE H - FEDERAL INCOME TAX STATUS

The Internal Revenue Service has determined and informed the Company by a letter dated January 30, 2012, that the Plan and related trust were designed in accordance with the applicable regulations of the Internal Revenue Code ("IRC"). The Plan Administrator believes that the Plan is currently designed and is being operated in compliance with the applicable requirements of the IRC and the Plan and related trust continue to be tax-exempt. Therefore, no provision for income taxes has been included in the Plan's financial statements.

In accordance with guidance on accounting for uncertainty in income taxes, management evaluated the Plan's tax position and does not believe the trust has any uncertain tax positions that require disclosure or adjustment to the financial statements. The Plan Administrator believes the Plan is no longer subject to tax examinations for years prior to 2009.

NOTE I - PLAN TERMINATION

Although it has not expressed any intention to do so, the Company has the right under the Plan, in certain circumstances, to discontinue its contributions at any time and to terminate the Plan subject to the provisions set forth in ERISA. In the event that the Plan is terminated, the net assets of the Plan will be allocated for payment of Plan benefits to the participants in an order of priority determined in accordance with ERISA, applicable regulations there under and the Plan Document.

Certain benefits under the Plan are insured by the Pension Benefit Guaranty Corporation ("PBGC") if the Plan terminates. Generally, the PBGC guarantees most vested normal age retirement benefits, early retirement benefits, and certain disability and survivor's pensions. However, the PBGC does not guarantee all types of benefits under the Plan, and the amount of benefit protection is subject to certain limitations. Vested benefits under the Plan are guaranteed at the level in effect on the date of the Plan's termination, subject to a statutory ceiling on the amount of an individual's monthly benefit.

Whether all participants receive their benefits should the Plan be terminated at some future time will depend on the sufficiency, at that time, of the Plan's net assets to provide those benefits, the priority of those benefits to be paid and the level and type of benefits guaranteed by the PBGC at that time. Some benefits may be fully or partially provided for by the then-existing assets and the PBGC guaranty while other benefits may not be provided for at all.

SUPPLEMENTAL SCHEDULES

LUXOTTICA GROUP PENSION PLAN
Form 5500 E.I.N. 11-3491054 Plan No. 002

Schedule H, Line 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)
December 31, 2012

(a)	(b)	(c)	(d)	(e)
	Identity of issue, borrower, lessor, or similar party	Description of investment including maturity date, rate of interest, collateral, par or maturity value	Cost	Current value
	<u>Common stock</u>	<u>Shares</u>		
	COVIDIEN PLC	3,000 \$	170,644 \$	173,220
	COVIDIEN PLC	27,100	1,153,895	1,564,754
	SEAGATE TECHNOLOGY	10,100	305,903	307,242
	ACE LIMITED	19,500	1,223,944	1,556,100
	LYONDELLBASELL INDUSTRIES	6,700	336,310	382,503
	ABBOTT LABORATORIES INC	32,900	2,037,525	2,154,950
	ADOBE SYSTEMS INC	400	12,689	15,072
	ADOBE SYSTEMS INC	33,000	1,109,019	1,243,440
	AIRGAS INC	900	73,767	82,161
	ALEXION PHARMACEUTICALS INC	17,900	1,736,238	1,677,946
	ALTRIA GROUP INC	47,500	1,177,949	1,493,400
	AMAZON COM INC	900	217,933	225,783
	AMERICAN EXPRESS CO	5,500	318,588	316,140
	AMERICAN TOWER CORP	8,500	604,950	656,795
	AMGEN INC	14,600	1,221,739	1,258,520
	APARTMENT INVT & MGMT CO CL A REIT	5,100	133,747	138,006
	APPLE INC	11,900	4,632,767	6,332,847
	AUTOMATIC DATA PROCESSING INC	2,700	134,658	153,711
	AUTOZONE INC	100	23,978	35,443
	AVALONBAY COMMUNITIES INC REIT	400	54,792	54,236
	BB&T CORP	43,950	1,081,908	1,279,385
	BCE INC	34,800	984,712	1,494,312
	BARD C R INC	900	90,230	87,966
	BARRICK GOLD CORP	41,250	1,618,829	1,444,163
	BAXTER INTERNATIONAL INC	25,000	1,360,115	1,666,500
	BED BATH AND BEYOND	100	6,196	5,591
	BIG LOTS INC	2,500	105,358	71,150
	BIOGEN IDEC INC	8,100	1,165,040	1,185,597
*	BLACKROCK INC	6,200	1,118,193	1,281,602
	BOSTON PRPTS INC REIT	200	21,906	21,162
	BRISTOL MYERS SQUIBB CO	2,400	76,700	78,216
	BROWN FORMAN CORP CLASS B	8,600	556,372	543,950
	CF INDUSTRIES HOLDINGS INC	1,100	156,959	223,476
	CABOT OIL & GAS CORP COM	6,800	330,587	338,232
	CAPITAL ONE FINANCIAL CORP	38,100	1,728,325	2,207,133
	CHEVRON CORPORATION	100	10,764	10,814
	CHIPOTLE MEXICAN GRIL CL A	400	123,904	118,984
	CISCO SYSTEMS INC	124,500	2,094,916	2,446,301
	CITIGROUP INC	71,400	2,094,625	2,824,584
	COCA COLA CO	17,000	618,594	616,250
	COCA COLA CO	15,400	494,597	558,250
	COLGATE-PALMOLIVE CO	3,800	403,762	397,252
	COSTCO WHOLESALE CORP	2,800	274,791	276,444
	CROWN CASTLE INTL CORP	19,200	1,227,809	1,385,472
	CUMMINS INC	12,600	1,276,518	1,365,210
	DAVITA HEALTHCARE PARTNERS INC	5,400	553,605	596,862
	DISCOVERY COMMUNICATIONS CL A	16,300	939,956	1,034,724
	DIRECTV	500	24,748	25,080
	DOLLAR GENERAL CORP	6,100	278,377	268,949
	DOLLAR TREE INC	22,200	963,906	900,432
	DR PEPPER SNAPPLE GROUP INC	9,100	399,917	402,038
	EQT CORPORATION	2,900	170,103	171,042
	EASTMAN CHEM CO	200	11,038	13,610
	EBAY INC	18,300	865,693	933,245
	ECOLAB INC	11,200	704,566	805,280
	EDWARDS LIFESCIENCES CORP	9,900	875,284	892,683
	ENCANA CORP	49,900	1,050,820	986,024
	EQUIFAX INC	2,400	105,980	129,888
	EXPEDIA INC DEL NEW CLASS I	4,850	194,457	297,984
	EXPRESS SCRIPTS HLDG CO	5,400	322,341	291,600
	EXXON MOBIL CORP	18,000	1,449,417	1,557,900

LUXOTTICA GROUP PENSION PLAN
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Schedule H, Line 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR) (CONTINUED)
December 31, 2012

(a)	(b)	(c)	(d)	(e)
	Identity of issue, borrower, lessor or similar party	Description of investment including maturity date, rate of interest, collateral, par or maturity value	Cost	Current value
	<u>Common Stock</u>	<u>Shares</u>		
	EXXON MOBIL CORP	30,900 \$	2,481,853 \$	2,674,395
	FMC CORPORATION NEW	12,600	679,758	737,352
	FISERV INC	3,800	277,739	300,314
	FLOWSERVE CORP	1,700	183,498	249,560
	FORD MOTOR COMPANY	64,050	734,422	829,448
	GENERAL ELECTRIC CO	111,200	1,926,101	2,334,088
	GILEAD SCIENCES INC	1,400	76,790	102,830
	GILEAD SCIENCES INC	9,250	694,700	679,413
	GOOGLE INC-CL A	300	191,248	212,214
	HCP INC REIT	13,200	591,366	596,112
	HALLIBURTON CO	44,900	1,539,079	1,557,581
	HARLEY DAVIDSON INC	900	40,253	43,947
	HEALTH CARE REIT INC REIT	6,900	400,617	422,901
	THE HERSHEY COMPANY	4,200	303,595	303,324
	HOME DEPOT INC	33,400	1,679,301	2,065,790
	HONEYWELL INTL INC	44,000	1,896,033	2,792,680
	ILLINOIS TOOL WORKS INC	4,600	265,946	279,726
	INTEL CORP	12,100	321,177	249,502
	INTERNATIONAL BUSINESS MACHS CORP	7,500	1,066,496	1,436,625
	INTUITIVE SURGICAL INC	2,700	1,358,002	1,323,999
	JPMORGAN CHASE & CO	55,300	2,288,776	2,431,486
	JOHNSON & JOHNSON	38,150	2,589,872	2,674,315
	JOHNSON & JOHNSON	2,800	189,263	196,280
	JOHNSON CONTROLS INC	60,400	1,629,186	1,852,468
	KIMBERLY-CLARK CORP	12,000	1,019,922	1,013,160
	KINDER MORGAN INC	1,042	37,982	36,814
	KRAFT FOODS GROUP INC	133	4,937	6,048
	LILLY ELI & CO	5,900	290,401	290,988
	LIMITED BRANDS INC	6,100	242,376	287,066
	LOWES COMPANIES INC	14,200	383,054	504,384
	MARATHON OIL CORP	44,200	1,349,435	1,355,172
	MARRIOTT INTERNATIONAL INC CL A	6,700	251,509	249,709
	MASCO CORP	8,800	115,459	146,608
	MASTERCARD INC CL A	100	33,945	49,128
	MATTEL INC	13,100	423,719	479,722
	MC CORMICK & CO INC NON-VOTING	8,400	528,134	533,652
	MCDONALD'S CORP	13,750	1,261,709	1,212,888
	MCGRAW HILL FINANCIAL INC	600	32,676	32,802
	MCKESSON CORPORATION	13,000	1,110,009	1,260,480
	MERCK & CO INC	12,700	538,220	519,938
	METLIFE INC.	18,200	737,982	599,508
	MICROSOFT CORP	34,350	913,031	917,454
	MICROSOFT CORP	9,900	298,105	264,419
	MONDELEZ INTERNATIONAL	1,600	36,886	40,725
	MONSANTO CO	1,100	101,157	104,115
	MONSANTO CO	22,050	1,520,718	2,087,033
	MONSTER BEVERAGE CORPORATION	10,500	623,581	554,820
	MOSAIC CO/THE	1,300	70,948	73,619
	NATIONAL OILWELL VARCO INC	11,750	826,328	803,113
	NEXTERA ENERGY INC	13,000	897,934	899,470
	NIKE INC CLASS B	4,000	212,458	206,400
	NORDSTROM INC	300	16,343	16,050
	NOVARTIS AG SPONSORED ADR	32,100	1,839,742	2,031,930
	O REILLY AUTOMOTIVE INC	8,800	746,438	786,896
	OCCIDENTAL PETROLEUM CORP	13,400	1,075,660	1,026,574
	OMNICOM GROUP	7,700	387,705	384,692
	ONEOK INC NEW	900	39,040	38,475
	ORACLE CORP	1,300	42,600	43,316
	OWENS ILL INC NEW	38,586	950,982	820,724
	PPG INDUSTRIES INC	6,200	705,521	839,170
	PATTERSON COS INC	1,000	33,803	34,230

LUXOTTICA GROUP PENSION PLAN
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Schedule H, Line 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR) (CONTINUED)

December 31, 2012

(a)	(b)	(c)	(d)	(e)
	Identity of issue, borrower, lessor or similar party	Description of investment including maturity date, rate of interest, collateral, par or maturity value	Cost	Current value
	<u>Common Stock</u>	<u>Shares</u>		
	PAYCHEX INC	1,500	\$ 49,103	\$ 46,650
	PEPSICO INC	900	62,824	61,587
	PERRIGO CO	4,000	402,878	416,120
	PETSMART INC	3,900	266,653	266,526
	PFIZER INC	128,550	2,141,337	3,223,905
	PHILIP MORRIS INTERNAT-W/I	32,900	2,376,595	2,751,756
	PIONEER NAT RES CO	200	17,586	21,318
	PRICELINE.COM INC	1,000	602,329	620,390
	PROLOGIS INC	6,200	211,828	226,238
	PUBLIC STORAGE REITS	4,000	514,211	579,840
	PULTE GROUP INC	12,700	130,401	230,632
	RAYTHEON COMPANY	16,300	912,096	938,228
	RED HAT INC	5,500	303,565	291,280
	REYNOLDS AMERICAN INC	12,200	507,765	505,446
	ROPER INDS INC NEW	6,400	636,581	713,472
	ROSS STORES INC	22,300	1,091,222	1,206,207
	SCRIPPS NETWORKS INTERAC CL A	8,900	543,678	515,488
	SHERWIN-WILLIAMS CO	7,200	914,304	1,107,504
	SIMON PROPERTY GROUP INC	5,500	798,217	869,495
	SNAP ON INC	1,800	126,554	142,182
	SOUTHERN CO	2,500	109,305	107,024
	SOUTHWESTERN ENERGY CO	33,850	1,173,392	1,130,929
	STANLEY BLACK & DECKER INC	17,750	1,119,042	1,312,968
	STARBUCKS CORP	10,300	515,546	552,389
	STERICYCLE INC	300	27,776	27,983
	TJX COMPANIES INC NEW	43,800	1,669,099	1,859,310
	TARGET CORP	8,300	524,342	491,111
	TERADATA CORP	2,600	181,625	160,913
	TEXAS INSTRUMENTS INC	95,000	2,673,620	2,934,550
	TIME WARNER INC	73,750	2,505,909	3,527,463
	TIME WARNER CABLE	13,400	1,277,739	1,302,346
	THE TRAVELERS COS INC	300	22,029	21,546
	TRIPADVISOR INC CLASS I	3,850	145,476	161,392
	UNION PACIFIC CORP	1,600	180,917	201,152
	UNITEDHEALTH GROUP INC	27,600	1,371,889	1,497,024
	URBAN OUTFITTERS INC	600	23,857	23,615
	VENTAS INC	10,900	695,173	705,448
	VERISIGN INC	9,100	373,480	353,262
	VERIZON COMMUNICATIONS INC	12,600	542,750	545,202
	VIACOM INC CLASS B WI	44,700	1,698,751	2,357,478
	VISA INC CLASS A SHARES	14,900	1,700,254	2,258,542
	VODAFONE GROUP PLC SPONSORED ADR NEW	100,850	2,636,312	2,540,412
	WAL-MART STORES INC	4,700	322,849	320,680
	WATSON PHARMACEUTICAL	4,500	397,406	387,000
	WELLS FARGO & COMPANY	41,650	1,005,064	1,423,597
	WHOLE FOODS MKT INC	3,000	211,268	273,480
	WILLIAMS COMPANIES INC	24,200	719,546	792,307
	YUM! BRANDS INC	600	39,724	39,840
	ZIMMER HOLDINGS INC	500	31,661	33,330
			<u>124,224,001</u>	<u>140,031,805</u>
	<u>Registered investment companies</u>			
	iSHARES TR RUSSELL 2000 INDEX FDET	674,941	41,713,604	56,909,000
	PIMCO FDS TOTAL RETURN BD FUND INSTL CLASS	16,683,858	178,494,256	187,526,566
			<u>220,207,860</u>	<u>244,435,566</u>
	<u>Money market funds</u>			
*	BLACKROCK LIQUIDITY FUNDS	2,984,842	2,984,842	2,984,842
	MERRILL LYNCH INSTITUTIONAL MONEY MARKET	5,302,663	5,302,663	5,302,663
			<u>8,287,505</u>	<u>8,287,505</u>

LUXOTTICA GROUP PENSION PLAN
Form 5500 E.I.N. 11-3491054 Plan No. 002

Schedule H, Line 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR) (CONTINUED)
December 31, 2012

(a)	(b)	(c)	(d)	(e)
	Identity of issue, borrower, lessor or similar party	Description of investment including maturity date, rate of interest, collateral, par or maturity value	Cost	Current value
	<u>Collective trust</u>	<u>Shares</u>		
*	BLACKROCK ACWI EX US SUPERFUND A	4,360,151	\$ 79,130,174	\$ 88,770,526
	NT COLLECTIVE RUSSELL 1000 INDEX FUND- NON LENDING	5,900,420	<u>70,957,537</u>	<u>84,735,925</u>
			<u>150,087,711</u>	<u>173,506,451</u>
	<u>Partnership</u>			
	CHL MEDICAL PARTNERS LP 1 UNIT = 1%	0.420	162,994	25,241
	CHL MEDICAL PARTNERS II LP 1 UNIT = 1%	0.166	<u>203,745</u>	<u>144,999</u>
			<u>366,739</u>	<u>170,240</u>
			\$ 503,173,816	\$ 566,431,567

* Represents a party-in-interest.

Note - The information in this schedule was certified by the trustee of the Plan as complete and accurate.

LUXOTTICA GROUP PENSION PLAN
Form 5500 E.I.N. 11-3491054 Plan No. 002

Schedule H, Line 4j - SCHEDULE OF REPORTABLE TRANSACTIONS

For the year ended December 31, 2012

(a) Identity of Party Involved	(b) Description of Assets	(c) Purchase Price	(d) Selling Price	(g) Cost of Asset	(h) Current Value of Asset on Transaction Date	(i) Net Gain (Loss)
<u>Series of Transactions with Same Security Exceeding 5% of Value</u>						
* Blackrock	Liquidity Funds					
	Purchases - 66	\$ 18,004,951	\$ -	\$ 18,004,951	\$ 18,004,951	\$ -
	Sales - 17	-	18,000,255	18,000,255	18,000,255	-
Merrill Lynch	Institutional Money Market					
	Purchases - 79	81,929,912	-	81,929,912	81,929,912	-
	Sales - 64	-	82,839,685	82,839,685	82,839,685	-
ACWI	US Superfund					
	Purchases - 7	46,380,174	-	46,380,174	46,380,174	-
	Sales - 0	-	-	-	-	-
Artio	International Equity II Group Trust Fund					
	Purchases - 0	-	-	-	-	-
	Sales - 1	-	31,323,456	35,634,548	31,323,456	(4,311,092)
PIMCO	Total Return Bond Fund					
	Purchases - 18	30,481,153	-	30,481,153	30,481,153	-
	Sales - 0	-	-	-	-	-
<u>Single Transactions Exceeding 5% of Value</u>						
Merrill Lynch	Institutional Money Market	28,300,218	-	-	-	-
Merrill Lynch	Institutional Money Market	-	35,000,750	35,000,750	35,000,750	-
ACWI	US Superfund	31,375,838	-	-	-	-
Artio	International Equity II Group Trust Fund	-	31,323,456	35,634,548	31,323,456	(4,311,092)

* Denotes a party-in-interest.

Note - The unaudited information in this schedule was certified by the Trustee of the Plan as complete and accurate.

**SCHEDULE SB
(Form 5500)**Department of the Treasury
Internal Revenue ServiceDepartment of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

**Single-Employer Defined Benefit Plan
Actuarial Information**

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code).

► File as an attachment to Form 5500 or 5500-SF.

OMB No. 1210-0110

2012**This Form is Open to Public
Inspection**For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

► Round off amounts to nearest dollar.

► Caution: A penalty of \$1,000 will be assessed for late filing of this report unless reasonable cause is established.

A Name of plan Luxottica Group Pension Plan	B Three-digit plan number (PN) ► 002
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF Luxottica U.S. Holdings Corp.	D Employer Identification Number (EIN) 11-3491054
E Type of plan: ☒ Single ☐ Multiple-A ☐ Multiple-B	F Prior year plan size: ☐ 100 or fewer ☐ 101-500 ☒ More than 500

Part I Basic Information

1 Enter the valuation date: Month <u>1</u> Day <u>1</u> Year <u>2012</u>		
2 Assets:		
a Market value	2a	494,823,637
b Actuarial value	2b	506,058,363
3 Funding target/participant count breakdown:	(1) Number of participants	(2) Funding Target
a For retired participants and beneficiaries receiving payment	3a 3,567	67,721,272
b For terminated vested participants	3b 20,227	181,279,762
c For active participants:		
(1) Non-vested benefits	3c(1)	13,508,517
(2) Vested benefits	3c(2)	199,519,631
(3) Total active	3c(3) 17,983	213,028,148
d Total	3d 41,777	462,029,182
4 If the plan is in at-risk status, check the box and complete lines (a) and (b)	☐	
a Funding target disregarding prescribed at-risk assumptions	4a	
b Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been in at-risk status for fewer than five consecutive years and disregarding loading factor	4b	
5 Effective interest rate	5	7.09 %
6 Target normal cost	6	24,483,030

Statement by Enrolled Actuary

To the best of my knowledge, the information supplied in this schedule and accompanying schedules, statements and attachments, if any, is complete and accurate. Each prescribed assumption was applied in accordance with applicable law and regulations. In my opinion, each other assumption is reasonable (taking into account the experience of the plan and reasonable expectations) and such other assumptions, in combination, offer my best estimate of anticipated experience under the plan.

SIGN HERE	<u>Lori DeVore LAD</u>	<u>10/03/2013</u>
	Signature of actuary	Date
<u>Lori A. DeVore</u>		<u>11-05257</u>
	Type or print name of actuary	Most recent enrollment number
<u>Aon Consulting, Inc.</u>		<u>(614) 436-8100</u>
	Firm name	Telephone number (including area code)
<u>445 Hutchinson Ave., Suite 900</u>		
<u>Columbus</u>	<u>OH 43235-8619</u>	
	Address of the firm	

If the actuary has not fully reflected any regulation or ruling promulgated under the statute in completing this schedule, check the box and see instructions ☐

For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500 or 5500-SF.

Schedule SB (Form 5500) 2012
v. 120126

Part II Beginning of Year Carryover Prefunding Balances

	(a) Carryover balance	(b) Prefunding balance
7 Balance at beginning of prior year after applicable adjustments (line 13 from prior year)		83,211
8 Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	0	0
9 Amount remaining (line 7 minus line 8)	0	83,211
10 Interest on line 9 using prior year's actual return of <u>0.42</u> %		(349)
11 Prior year's excess contributions to be added to prefunding balance:		
a Present value of excess contributions (line 38a from prior year)		19,094,337
b Interest on (a) using prior year's effective interest rate of <u>6.34</u> % except as otherwise provided (see instructions)		1,210,581
c Total available at beginning of current plan year to add to prefunding balance		20,304,918
d Portion of (c) to be added to prefunding balance		20,304,918
12 Other reductions in balances due to elections or deemed elections		0
13 Balance at beginning of current year (line 9 + line 10 + line 11d - line 12)	0	20,387,780

Part III Funding Percentages

14 Funding target attainment percentage	14	105.11 %
15 Adjusted funding target attainment percentage	15	109.52 %
16 Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement	16	90.00 %
17 If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage	17	%

Part IV Contributions and Liquidity Shortfalls

18 Contributions made to the plan for the plan year by employer(s) and employees:

(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
04/13/2012	8,955,726				
07/13/2012	8,955,726				
10/15/2012	8,955,726				
01/15/2013	8,955,726				
08/30/2013	13,000,000				
Totals ▶			18(b)	48,822,904	18(c) 0

19 Discounted employer contributions — see instructions for small plan with a valuation date after the beginning of the year:

a Contributions allocated toward unpaid minimum required contributions from prior years.	19a	0
b Contributions made to avoid restrictions adjusted to valuation date	19b	0
c Contributions allocated toward minimum required contribution for current year adjusted to valuation date	19c	45,851,774

20 Quarterly contributions and liquidity shortfalls:

a Did the plan have a "funding shortfall" for the prior year? ☒ Yes ☐ No

b If line 20a is "Yes," were required quarterly installments for the current year made in a timely manner? ☒ Yes ☐ No

c If line 20a is "Yes," see instructions and complete the following table as applicable:

Liquidity shortfall as of end of quarter of this plan year			
(1) 1st	(2) 2nd	(3) 3rd	(4) 4th
0	0	0	0

Part V Assumptions Used to Determine Funding Target and Target Normal Cost

21 Discount rate:			
a Segment rates:	1st segment: 5.54 %	2nd segment: 6.85 %	3rd segment: 7.52 %
			☐ N/A, full yield curve used
b Applicable month (enter code).....	21b		4
22 Weighted average retirement age	22		64
23 Mortality table(s) (see instructions)	☐ Prescribed - combined ☒ Prescribed - separate ☐ Substitute		

Part VI Miscellaneous Items

24 Has a change been made in the non-prescribed actuarial assumptions for the current plan year? If "Yes," see instructions regarding required attachment.....	☒ Yes ☐ No
25 Has a method change been made for the current plan year? If "Yes," see instructions regarding required attachment.....	☐ Yes ☒ No
26 Is the plan required to provide a Schedule of Active Participants? If "Yes," see instructions regarding required attachment.....	☒ Yes ☐ No
27 If the plan is subject to alternative funding rules, enter applicable code and see instructions regarding attachment.....	27

Part VII Reconciliation of Unpaid Minimum Required Contributions For Prior Years

28 Unpaid minimum required contributions for all prior years	28	
29 Discounted employer contributions allocated toward unpaid minimum required contributions from prior years (line 19a).....	29	0
30 Remaining amount of unpaid minimum required contributions (line 28 minus line 29)	30	0

Part VIII Minimum Required Contribution For Current Year

31 Target normal cost and excess assets (see instructions):			
a Target normal cost (line 6).....	31a	24,483,030	
b Excess assets, if applicable, but not greater than line 31a	31b	23,641,401	
32 Amortization installments:	Outstanding Balance		Installment
a Net shortfall amortization installment.....			0
b Waiver amortization installment			
33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount	33		
34 Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33) ..	34	841,629	
		Carryover balance	Prefunding balance
35 Balances elected for use to offset funding requirement.....			Total balance
			0
36 Additional cash requirement (line 34 minus line 35).....	36	841,629	
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c).....	37	45,851,774	
38 Present value of excess contributions for current year (see instructions)			
a Total (excess, if any, of line 37 over line 36)	38a	45,010,145	
b Portion included in line 38a attributable to use of prefunding and funding standard carryover balances	38b	0	
39 Unpaid minimum required contribution for current year (excess, if any, of line 36 over line 37)	39	0	
40 Unpaid minimum required contributions for all years	40	0	

Part IX Pension Funding Relief Under Pension Relief Act of 2010 (See Instructions)

41 If an election was made to use PRA 2010 funding relief for this plan:			
a Schedule elected	☐ 2 plus 7 years ☐ 15 years		
b Eligible plan year(s) for which the election in line 41a was made	☐ 2008 ☐ 2009 ☐ 2010 ☐ 2011		
42 Amount of acceleration adjustment	42		
43 Excess installment acceleration amount to be carried over to future plan years	43		

Schedule SB Attachment (Form 5500)—2012 Plan Year
Luxottica Group Pension Plan
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Schedule SB, line 19—Discounted Employer Contributions

Year applied for contributions: 2012

Date	Amount	Interest Rate	Days to Discount to 1/1/2012	Interest Adjusted Contribution
April 13, 2012	\$ 8,955,726	7.09%	103	\$ 8,784,738
July 13, 2012	8,955,726	7.09%	194	8,636,390
October 15, 2012	8,955,726	7.09%	288	8,485,781
January 15, 2013	8,955,726	7.09%	380	8,340,920
August 30, 2013	13,000,000	7.09%	607	11,603,945
Total Contribution	\$ 48,822,904			\$ 45,851,774

Schedule SB Attachment (Form 5500)—2012 Plan Year
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Schedule SB, line 22—Description of Weighted Average Retirement Age

The average retirement age shown in line 22 has been calculated by assuming the following retirement rates and no decrements other than retirement for this calculation. All retirements are assumed to occur at beginning of year.

(a) Age	(b) Rate	(c) Weight	(d) Product (a) × (b) × (c)
55	5.00%	1.0000	2.75
56	5.00%	0.9500	2.66
57	5.00%	0.9025	2.57
58	5.00%	0.8574	2.49
59	5.00%	0.8145	2.40
60	5.00%	0.7738	2.32
61	5.00%	0.7351	2.24
62	15.00%	0.6983	6.49
63	15.00%	0.5936	5.61
64	15.00%	0.5045	4.84
65	15.00%	0.4289	4.18
66	20.00%	0.3645	4.81
67	20.00%	0.2916	3.91
68	20.00%	0.2333	3.17
69	20.00%	0.1866	2.58
70	25.00%	0.1493	2.61
71	25.00%	0.1120	1.99
72	25.00%	0.0840	1.51
73	100.00%	0.0630	4.60
Weighted Average			63.73

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Schedule SB, Part V—Statement of Actuarial Assumptions/Methods

Interest rates	Based on segment rates with a four-month lookback (as of September 2010)	
	<u>Minimum Funding and Benefit Restrictions</u>	<u>Maximum Deduction Limit and PBGC</u>
1st segment rate	5.54%	2.06%
2nd segment rate	6.85%	5.25%
3rd segment rate	7.52%	6.32%
Salary increases	See Table 1	
Cash balance interest crediting rate	4.01%	
Retirement age		
Active participants	See Table 2	
Terminated vested participants	65	
Mortality rates		
Healthy	2012 static mortality table for annuitants and non- annuitants per §1.430(h)(3)-1(e)	
Disabled	Current Liability mortality tables (post-1995)	
Withdrawal rates	See Table 3	
Disability rates	None	
Decrement timing	Middle of year decrements, with 100% retirement occurring at beginning of year	
Surviving spouse benefit	100% of employees are assumed to be married. For Cole employees, 85% of male employees and 50% of female employees are assumed to be married. Wives are assumed to be 3 years younger than their husbands.	

Schedule SB Attachment (Form 5500)—2012 Plan Year
Luxottica Group Pension Plan
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For ERISA Requirements

Valuation compensation	2011 Pensionable earnings rolled forward one year with the salary increase assumption.
Future service	Employees are assumed to work the same number of hours as worked in the preceding plan year for all future years.
Benefit and compensation limits	Projected benefits and compensation are limited by the current IRC section 415 maximum benefit of \$200,000 and the 401(a)(17) compensation limit of \$250,000.
Valuation of plan assets	<p>Smoothed fair market value of assets over the current and prior year, adjusted for contributions, benefit payments, administrative expenses, and expected earnings. The average value of assets calculated in this manner is further limited to not less than 90% nor more than 110% of fair market value.</p> <p>A characteristic of this method is that the expected distribution of the value of plan assets is skewed toward understatement relative to the corresponding market values for expected long-term rates of return in excess of the third segment rate under IRC section 430(h)(2)(C)(iii).</p>
Form of payment	100% of cash balance participants are assumed to elect lump sum equivalent of their cash balance upon retirement. For participants not eligible for lump sum payments upon retirement, 100% are assumed to elect the single life annuity option.
Expected return on assets 2011 plan year	7.50%
Trust expenses included in target normal cost	For funding purposes beginning in 2009, the plan expenses anticipated to be paid from the trust are reflected in the Target Normal Cost.
Actuarial method	Standard unit credit cost method
Valuation date	January 1, 2012

Schedule SB Attachment (Form 5500)—2012 Plan Year
Luxottica Group Pension Plan
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Actuarial Assumptions and Methods

Table 1
Salary Scale

Age	Rate	Age	Rate
15	5.00%	45	3.00%
16	5.00%	46	3.00%
17	5.00%	47	3.00%
18	5.00%	48	3.00%
19	5.00%	49	3.00%
20	5.00%	50	3.00%
21	5.00%	51	3.00%
22	5.00%	52	3.00%
23	5.00%	53	3.00%
24	5.00%	54	3.00%
25	5.00%	55	2.00%
26	5.00%	56	2.00%
27	5.00%	57	2.00%
28	5.00%	58	2.00%
29	5.00%	59	2.00%
30	5.00%	60	2.00%
31	5.00%	61	2.00%
32	5.00%	62	2.00%
33	5.00%	63	2.00%
34	5.00%	64	2.00%
35	3.00%	65	2.00%
36	3.00%	66	2.00%
37	3.00%	67	2.00%
38	3.00%	68	2.00%
39	3.00%	69	2.00%
40	3.00%	70	2.00%
41	3.00%	71	2.00%
42	3.00%	72	2.00%
43	3.00%	73	2.00%
44	3.00%	74	2.00%

Schedule SB Attachment (Form 5500)—2012 Plan Year
Luxottica Group Pension Plan
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Table 2

Retirement Rates

Age	Rate
55	5.00%
56	5.00%
57	5.00%
58	5.00%
59	5.00%
60	5.00%
61	5.00%
62	15.00%
63	15.00%
64	15.00%
65	15.00%
66	20.00%
67	20.00%
68	20.00%
69	20.00%
70	25.00%
71	25.00%
72	25.00%
73+	100.00%

Schedule SB Attachment (Form 5500)—2012 Plan Year
Luxottica Group Pension Plan
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Table 3—Page 1 of 2

Withdrawal Rates

Age	Years of Service			
	0-1	2-3	4	5+
18	40.000%	30.000%	20.000%	22.734%
19	40.000%	30.000%	20.000%	22.734%
20	40.000%	30.000%	20.000%	22.734%
21	40.000%	30.000%	20.000%	21.926%
22	40.000%	30.000%	20.000%	21.157%
23	40.000%	30.000%	20.000%	20.416%
24	40.000%	30.000%	20.000%	19.694%
25	40.000%	30.000%	20.000%	19.000%
26	40.000%	30.000%	20.000%	18.335%
27	40.000%	30.000%	20.000%	17.689%
28	40.000%	30.000%	20.000%	17.043%
29	40.000%	30.000%	20.000%	16.388%
30	30.000%	25.000%	15.000%	15.789%
31	30.000%	25.000%	15.000%	15.504%
32	30.000%	25.000%	15.000%	14.782%
33	30.000%	25.000%	15.000%	14.260%
34	30.000%	25.000%	15.000%	13.756%
35	25.000%	20.000%	15.000%	13.272%
36	25.000%	20.000%	15.000%	12.806%
37	25.000%	20.000%	15.000%	12.360%
38	25.000%	20.000%	15.000%	11.923%
39	25.000%	20.000%	15.000%	11.505%
40	25.000%	20.000%	15.000%	11.096%
41	25.000%	20.000%	15.000%	10.707%
42	25.000%	20.000%	15.000%	10.327%
43	25.000%	20.000%	15.000%	9.966%
44	25.000%	20.000%	15.000%	9.614%
45	25.000%	20.000%	15.000%	9.272%
46	25.000%	20.000%	15.000%	8.949%
47	25.000%	20.000%	15.000%	8.636%

Schedule SB Attachment (Form 5500)—2012 Plan Year
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Table 3—Page 2 of 2

Withdrawal Rates

Age	Years of Service			
	0-1	2-3	4	5+
48	25.000%	20.000%	15.000%	8.332%
49	25.000%	20.000%	15.000%	8.037%
50	25.000%	20.000%	15.000%	7.752%
51	25.000%	20.000%	15.000%	7.486%
52	25.000%	20.000%	15.000%	7.220%
53	25.000%	20.000%	15.000%	6.964%
54	25.000%	20.000%	15.000%	6.717%
55	20.000%	15.000%	10.000%	6.479%
56	20.000%	15.000%	10.000%	6.251%
57	20.000%	15.000%	10.000%	6.023%
58	20.000%	15.000%	10.000%	5.814%
59	20.000%	15.000%	10.000%	5.605%
60	20.000%	15.000%	10.000%	5.406%
61	20.000%	15.000%	10.000%	5.216%
62	20.000%	15.000%	10.000%	5.035%
63	20.000%	15.000%	10.000%	0.000%
64	20.000%	15.000%	10.000%	0.000%
65	20.000%	15.000%	10.000%	0.000%
66+	0.000%	0.000%	0.000%	0.000%

Schedule SB Attachment (Form 5500)—2012 Plan Year
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Schedule SB, Part V—Summary of Plan Provisions

Plan Provisions

The following summary describes principal plan provisions assumed in calculating the cost of your pension plan.

General Information

- (1) Original Effective Date: November 11, 1952
- (2) Effective Date of Last Amendment: January 1, 2012
- (3) Plan Year: January 1 to December 31
- (4) Employer Fiscal Year: January 1 to December 31
- (5) Employer ID Number: 11-3491054
- (6) Plan Administrator's ID Number: 36-4300417
- (7) Plan Number: 002
- (8) Plan Administrator: Luxottica Group ERISA Plans Compliance & Investment Committee

Eligibility

All employees of the Employer are eligible to participate in the Plan on the first day of the month following completion of one year of service, but after attainment of age 21. As of January 1, 1998, employees of Avant-Garde Optics, Inc. were eligible to participate in the Plan. As of June 25, 1999, employees of Ray-Ban Sun Optics, Inc. and REVCO, Inc., divisions of Bausch & Lomb, were eligible to participate in the Plan. As of January 1, 2002, employees of SunGlass Hut, Inc. were eligible to participate in the Plan. As of January 1, 2007, employees of Cole National Group, Inc. were eligible to participate in the Plan. Employees of Cole National Group, Inc. must have met the age condition and had worked 1,000 or more hours in 2006 in order to enter on January 1, 2007.

Service

Service shall equal total years of service with the Employer. A year of service is credited for each year in which an employee works 1,000 hours. A break in service occurs at the start of any plan year in which the employee works 500 hours or less for the Employer in such year. Service will not be interrupted by:

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Luxottica Group Pension Plan
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Summary of Principal Plan Provisions (cont.)

- (1) A leave of absence granted by the Employer,
- (2) A period of service in the Armed Forces of the United States under which employment rights are granted,
- (3) A period of disability during which the participant is being paid directly or indirectly by the Employer,
- (4) Transfer of employment from one participating Employer to another.

An employee will be given credit for his pre-break service if either of the following occurs:

- (1) The employee had a vested interest in his Accrued Benefit at the time of his break in service, or
- (2) The employee's period of absence was less than his pre-break service or five years, whichever is greater.

Creditable service means the total number of plan years during which an employee worked at least 1,000 hours of service.

Normal Retirement Date

Normal Retirement Date is the first day of the month coincident with or next following attainment of age 65 and the fifth anniversary of participation in the Plan. Effective January 1, 2008, the fifth anniversary of participation is replaced with the third anniversary.

Normal Retirement Benefit

The benefit to be paid in a lump sum amount, which is equal to the value of the employee's cash balance. The cash balance account increases with the interest adjustment and contributions.

The interest adjustment equals the greater of 1) one percent over the twelve-month average of the 90-day U.S. Treasury Bill established on the first business day of each month from the previous calendar year or 2) 4.01% per annum, and is applied at the end of each calendar-year quarter to the retirement account balance.

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Luxottica Group Pension Plan
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Summary of Principal Plan Provisions (cont.)

For employees hired before January 1, 2006, the contribution is equal to a percentage of compensation based on the participant's years of vesting service as of the last day of the latest Plan Year, as shown in the table below.

Vesting Service	Percent of Pay
Less than 5	5.50%
5 but less than 15	7.25%
15 or more	10.00%

For employees hired (or rehired) after January 1, 2006 or employed by Cole National Group, Inc., the contribution is equal to a percentage of compensation based on the participant's years of vesting service as of the last day of the latest Plan Year, as shown in the table below.

Vesting Service	Percent of Pay
Less than 5	4.00%
5 but less than 10	5.00%
10 but less than 15	6.00%
15 but less than 20	8.00%
20 or more	10.00%

For Cole National Group, Inc. employees, only vesting service earned after January 1, 2006 is considered for purposes of determining the Percent of Pay credit.

For all Participants who have both attained age 50 on January 1, 1995, and whose years of age and Vesting Service as of January 1, 1995 totaled 65 or more, an additional percentage applies.

However, the distributable lump sum amount cannot be less than the present value of the participant's 1994 accrued benefit.

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Summary of Principal Plan Provisions (cont.)

Delayed Retirement

A participant may continue in the employment of the Employer after his Normal Retirement Date. In such event he will receive at actual retirement or death the cash balance as of the Delayed Retirement date based on interest and contributions at that date.

Compensation

Compensation equals total cash remuneration (excluding any deferred compensation) plus differentials and commissions. Effective April 1, 2012, compensation attributable to exercised stock options will not be included as pensionable compensation.

Accrued Benefit

The Accrued Benefit at any time prior to a participant's Normal Retirement Date is an amount equal to the vested portion of his cash balance account.

Early Retirement Benefits

Upon the completion of 10 years of service and the attainment of age 55, a participant may elect to retire. He may receive a monthly benefit for life equal the actuarial equivalent of his cash balance account as of his Early Retirement Date.

Death Benefit

In the event of a vested participant's death, the benefit payable to the spouse or domestic partner, if living, will be a monthly benefit payable for the life of the surviving spouse or domestic partner, actuarially equivalent to the participant's cash balance as of his date of death, or the spouse or domestic partner may receive a one-time payment equal to the participant's cash balance account. If no surviving spouse or domestic partner exists, a single lump sum payment equal to the participant's cash balance account will be payable to the participant's estate.

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Summary of Principal Plan Provisions (cont.)

Severance Benefits

Upon the termination of employment after 3 or more years of service, a participant shall be vested in his Accrued Benefit which will be payable at Normal Retirement Date. The percentage vested shall be:

Years of Vesting Service	Vested Percentage
Less than 3 years	0%
3 or more	100%

In the event that the participant had met the Service requirement for early retirement at the date of termination, he may elect to receive his vested interest at age 55. Employees who do not work on or after January 1, 2008 are subject to a 5 year vesting schedule.

Optional Methods of Settlement

All Optional Methods of Settlement are actuarially equivalent to the normal form of annuity. If a married participant does not elect the normal form of annuity or does not elect one of the Optional Methods of Settlement described below, then the participant's retirement benefit shall automatically be paid under option [1] below. The options are:

- (1) A benefit to be paid during the participant's lifetime with one-half the reduced benefit to be continued to his spouse or domestic partner for her lifetime after his death.
- (2) A benefit to be paid during the participant's lifetime with three-quarters the reduced benefit to be continued to his spouse or domestic partner for her lifetime after his death.
- (3) A reduced benefit to be paid during the participant's lifetime with the same reduced benefit to be continued to his spouse or domestic partner for her lifetime after his death.
- (4) A reduced benefit to be paid for 120 months certain and thereafter for life.
- (5) A lump sum settlement if retirement eligible. If not eligible for retirement, lump sums are only payable if less than \$3,500.

Lump sums are based on the applicable mortality table and interest rates for the November preceding the Valuation Date. All other Optional Forms of Settlement are actuarially equivalent to the normal form of payment based on the 1971 Group Annuity Mortality Tables blended for 85% males and 15% females and the PBGC lump sum rate published on January 1 of the plan year containing the distribution.

Schedule SB Attachment (Form 5500)—2012 Plan Year
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Summary of Principal Plan Provisions (cont.)

Amendment or Termination of Plan

The Employer reserves the right to amend or terminate the Plan at any time. Generally, the Pension Benefit Guaranty Corporation reserves the right to terminate the Plan if the Employer fails to meet the minimum funding standards, or is unable to pay benefits when due.

If the Plan is terminated, the plan assets will be distributed among the plan participants based upon a priority allocation procedure and the Employer shall be liable for any unfunded vested benefits to the extent required by law.

The above description is a summary only; for additional details, reference should be made to the formal plan document.

Plan Changes Since the Prior Year

Effective April 1, 2012, compensation attributable to exercised stock options will not be included as pensionable compensation. This plan change was made prior to January 1, 2012 and has been reflected in these valuation results.

Due to software limitations with the electronic filing process, information filed electronically cannot be controlled by the Enrolled Actuary. The values on the signed Schedule SB will govern to the extent there are any differences in the entries filed electronically and the actual data contained on the signed Schedule SB.

Schedule SB Attachment (Form 5500)—2012 Plan Year
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Schedule SB, line 24—Change in Actuarial Assumptions

In 2012, the retirement rates were updated and the expected return on plan assets was changed from 8.00% to 7.50%. Both changes were made to better reflect anticipated results.

Schedule SB Attachment (Form 5500)—2012 Plan Year
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Distribution of Active Participants by Age and Service

Schedule SB, Line 26—Schedule of Active Participant Data

As of January 1, 2012

Luxottica Retail

Luxottica Group Pension Plan

Active Employees

EIN: 11-3491054 PN: 002

Number of Participants, Average Cash Balance Account and Average Compensation

Attained Age	Years of Credited Service									
	<1	1-4	5-9	10-14	15-19	20-24	25-29	30-34	35-39	40+
<25	2	2,055 \$758 \$18,632	117 \$3,907 \$29,379							
25-29	4	2,290 \$1,578 \$26,302	868 \$8,688 \$31,734	49 \$22,104 \$42,383	1					
30-34	17	1,245 \$2,561 \$34,704	882 \$11,794 \$37,004	459 \$27,811 \$42,536	22 \$43,759 \$55,846					
35-39	16	748 \$2,941 \$40,097	617 \$14,662 \$44,208	487 \$33,278 \$47,382	201 \$52,231 \$53,496	14				
40-44	18	703 \$3,351 \$46,640	545 \$15,082 \$48,060	424 \$36,568 \$53,516	247 \$55,433 \$54,656	107 \$84,903 \$55,322	11			
45-49	15	548 \$4,095 \$45,836	497 \$13,972 \$46,276	344 \$35,695 \$56,024	212 \$64,663 \$63,172	136 \$88,944 \$58,535	91 \$121,989 \$78,766	1		
50-54	13	457 \$3,025 \$40,584	425 \$13,380 \$46,044	342 \$29,611 \$49,558	181 \$66,675 \$60,022	138 \$95,913 \$60,351	94 \$121,492 \$74,561	4	1	
55-59	8	308 \$2,521 \$36,658	330 \$11,768 \$41,848	306 \$27,081 \$46,028	160 \$55,043 \$55,050	77 \$108,462 \$66,634	42 \$115,663 \$59,122	6	2	
60-64	4	141 \$2,640 \$30,796	188 \$10,475 \$37,336	222 \$25,962 \$42,183	85 \$52,823 \$50,947	42 \$73,854 \$40,289	28 \$88,018 \$54,809	7	2	
65-69	2	55 \$3,350 \$35,686	81 \$11,608 \$33,549	69 \$21,460 \$32,461	36 \$44,163 \$38,479	19	10	4		1
70+	2	27 \$2,909 \$19,373	30 \$9,229 \$25,208	26 \$20,977 \$25,530	8	6	1			

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Schedule SB, Part V—Statement of Actuarial Assumptions/Methods

Interest rates	Based on segment rates with a four-month lookback (as of September 2010)	
	<u>Minimum Funding and Benefit Restrictions</u>	<u>Maximum Deduction Limit and PBGC</u>
1st segment rate	5.54%	2.06%
2nd segment rate	6.85%	5.25%
3rd segment rate	7.52%	6.32%
Salary increases	See Table 1	
Cash balance interest crediting rate	4.01%	
Retirement age		
Active participants	See Table 2	
Terminated vested participants	65	
Mortality rates		
Healthy	2012 static mortality table for annuitants and non- annuitants per §1.430(h)(3)-1(e)	
Disabled	Current Liability mortality tables (post-1995)	
Withdrawal rates	See Table 3	
Disability rates	None	
Decrement timing	Middle of year decrements, with 100% retirement occurring at beginning of year	
Surviving spouse benefit	100% of employees are assumed to be married. For Cole employees, 85% of male employees and 50% of female employees are assumed to be married. Wives are assumed to be 3 years younger than their husbands.	

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For ERISA Requirements

Valuation compensation	2011 Pensionable earnings rolled forward one year with the salary increase assumption.
Future service	Employees are assumed to work the same number of hours as worked in the preceding plan year for all future years.
Benefit and compensation limits	Projected benefits and compensation are limited by the current IRC section 415 maximum benefit of \$200,000 and the 401(a)(17) compensation limit of \$250,000.
Valuation of plan assets	<p>Smoothed fair market value of assets over the current and prior year, adjusted for contributions, benefit payments, administrative expenses, and expected earnings. The average value of assets calculated in this manner is further limited to not less than 90% nor more than 110% of fair market value.</p> <p>A characteristic of this method is that the expected distribution of the value of plan assets is skewed toward understatement relative to the corresponding market values for expected long-term rates of return in excess of the third segment rate under IRC section 430(h)(2)(C)(iii).</p>
Form of payment	100% of cash balance participants are assumed to elect lump sum equivalent of their cash balance upon retirement. For participants not eligible for lump sum payments upon retirement, 100% are assumed to elect the single life annuity option.
Expected return on assets 2011 plan year	7.50%
Trust expenses included in target normal cost	For funding purposes beginning in 2009, the plan expenses anticipated to be paid from the trust are reflected in the Target Normal Cost.
Actuarial method	Standard unit credit cost method
Valuation date	January 1, 2012

Schedule SB Attachment (Form 5500)—2012 Plan Year
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Actuarial Assumptions and Methods

Table 1
Salary Scale

Age	Rate	Age	Rate
15	5.00%	45	3.00%
16	5.00%	46	3.00%
17	5.00%	47	3.00%
18	5.00%	48	3.00%
19	5.00%	49	3.00%
20	5.00%	50	3.00%
21	5.00%	51	3.00%
22	5.00%	52	3.00%
23	5.00%	53	3.00%
24	5.00%	54	3.00%
25	5.00%	55	2.00%
26	5.00%	56	2.00%
27	5.00%	57	2.00%
28	5.00%	58	2.00%
29	5.00%	59	2.00%
30	5.00%	60	2.00%
31	5.00%	61	2.00%
32	5.00%	62	2.00%
33	5.00%	63	2.00%
34	5.00%	64	2.00%
35	3.00%	65	2.00%
36	3.00%	66	2.00%
37	3.00%	67	2.00%
38	3.00%	68	2.00%
39	3.00%	69	2.00%
40	3.00%	70	2.00%
41	3.00%	71	2.00%
42	3.00%	72	2.00%
43	3.00%	73	2.00%
44	3.00%	74	2.00%

Schedule SB Attachment (Form 5500)—2012 Plan Year
Luxottica Group Pension Plan
EIN: 11-3491054 PN: 002

Table 2

Retirement Rates

Age	Rate
55	5.00%
56	5.00%
57	5.00%
58	5.00%
59	5.00%
60	5.00%
61	5.00%
62	15.00%
63	15.00%
64	15.00%
65	15.00%
66	20.00%
67	20.00%
68	20.00%
69	20.00%
70	25.00%
71	25.00%
72	25.00%
73+	100.00%

Schedule SB Attachment (Form 5500)—2012 Plan Year
Luxottica Group Pension Plan
EIN: 11-3491054 PN: 002

Table 3—Page 1 of 2

Withdrawal Rates

Age	Years of Service			
	0-1	2-3	4	5+
18	40.000%	30.000%	20.000%	22.734%
19	40.000%	30.000%	20.000%	22.734%
20	40.000%	30.000%	20.000%	22.734%
21	40.000%	30.000%	20.000%	21.926%
22	40.000%	30.000%	20.000%	21.157%
23	40.000%	30.000%	20.000%	20.416%
24	40.000%	30.000%	20.000%	19.694%
25	40.000%	30.000%	20.000%	19.000%
26	40.000%	30.000%	20.000%	18.335%
27	40.000%	30.000%	20.000%	17.689%
28	40.000%	30.000%	20.000%	17.043%
29	40.000%	30.000%	20.000%	16.388%
30	30.000%	25.000%	15.000%	15.789%
31	30.000%	25.000%	15.000%	15.504%
32	30.000%	25.000%	15.000%	14.782%
33	30.000%	25.000%	15.000%	14.260%
34	30.000%	25.000%	15.000%	13.756%
35	25.000%	20.000%	15.000%	13.272%
36	25.000%	20.000%	15.000%	12.806%
37	25.000%	20.000%	15.000%	12.360%
38	25.000%	20.000%	15.000%	11.923%
39	25.000%	20.000%	15.000%	11.505%
40	25.000%	20.000%	15.000%	11.096%
41	25.000%	20.000%	15.000%	10.707%
42	25.000%	20.000%	15.000%	10.327%
43	25.000%	20.000%	15.000%	9.966%
44	25.000%	20.000%	15.000%	9.614%
45	25.000%	20.000%	15.000%	9.272%
46	25.000%	20.000%	15.000%	8.949%
47	25.000%	20.000%	15.000%	8.636%

Schedule SB Attachment (Form 5500)—2012 Plan Year
Luxottica Group Pension Plan
EIN: 11-3491054 PN: 002

Table 3—Page 2 of 2

Withdrawal Rates

Age	Years of Service			
	0-1	2-3	4	5+
48	25.000%	20.000%	15.000%	8.332%
49	25.000%	20.000%	15.000%	8.037%
50	25.000%	20.000%	15.000%	7.752%
51	25.000%	20.000%	15.000%	7.486%
52	25.000%	20.000%	15.000%	7.220%
53	25.000%	20.000%	15.000%	6.964%
54	25.000%	20.000%	15.000%	6.717%
55	20.000%	15.000%	10.000%	6.479%
56	20.000%	15.000%	10.000%	6.251%
57	20.000%	15.000%	10.000%	6.023%
58	20.000%	15.000%	10.000%	5.814%
59	20.000%	15.000%	10.000%	5.605%
60	20.000%	15.000%	10.000%	5.406%
61	20.000%	15.000%	10.000%	5.216%
62	20.000%	15.000%	10.000%	5.035%
63	20.000%	15.000%	10.000%	0.000%
64	20.000%	15.000%	10.000%	0.000%
65	20.000%	15.000%	10.000%	0.000%
66+	0.000%	0.000%	0.000%	0.000%

Schedule SB Attachment (Form 5500)—2012 Plan Year
Luxottica Group Pension Plan
EIN: 11-3491054 PN: 002

Schedule SB, line 19—Discounted Employer Contributions

Year applied for contributions: 2012

Date	Amount	Interest Rate	Days to Discount to 1/1/2012	Interest Adjusted Contribution
April 13, 2012	\$ 8,955,726	7.09%	103	\$ 8,784,738
July 13, 2012	8,955,726	7.09%	194	8,636,390
October 15, 2012	8,955,726	7.09%	288	8,485,781
January 15, 2013	8,955,726	7.09%	380	8,340,920
August 30, 2013	13,000,000	7.09%	607	11,603,945
Total Contribution	\$ 48,822,904			\$ 45,851,774

Schedule SB Attachment (Form 5500)—2012 Plan Year
Luxottica Group Pension Plan
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Schedule SB, line 22—Description of Weighted Average Retirement Age

The average retirement age shown in line 22 has been calculated by assuming the following retirement rates and no decrements other than retirement for this calculation. All retirements are assumed to occur at beginning of year.

(a) Age	(b) Rate	(c) Weight	(d) Product (a) × (b) × (c)
55	5.00%	1.0000	2.75
56	5.00%	0.9500	2.66
57	5.00%	0.9025	2.57
58	5.00%	0.8574	2.49
59	5.00%	0.8145	2.40
60	5.00%	0.7738	2.32
61	5.00%	0.7351	2.24
62	15.00%	0.6983	6.49
63	15.00%	0.5936	5.61
64	15.00%	0.5045	4.84
65	15.00%	0.4289	4.18
66	20.00%	0.3645	4.81
67	20.00%	0.2916	3.91
68	20.00%	0.2333	3.17
69	20.00%	0.1866	2.58
70	25.00%	0.1493	2.61
71	25.00%	0.1120	1.99
72	25.00%	0.0840	1.51
73	100.00%	0.0630	4.60
Weighted Average			63.73

Schedule SB Attachment (Form 5500)—2012 Plan Year
Luxottica Group Pension Plan
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Schedule SB, line 24—Change in Actuarial Assumptions

In 2012, the retirement rates were updated and the expected return on plan assets was changed from 8.00% to 7.50%. Both changes were made to better reflect anticipated results.

Schedule SB Attachment (Form 5500)—2012 Plan Year
Luxottica Group Pension Plan
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Distribution of Active Participants by Age and Service

Schedule SB, Line 26—Schedule of Active Participant Data

As of January 1, 2012

Luxottica Retail

Luxottica Group Pension Plan

Active Employees

EIN: 11-3491054 PN: 002

Number of Participants, Average Cash Balance Account and Average Compensation

Attained Age	Years of Credited Service									
	<1	1-4	5-9	10-14	15-19	20-24	25-29	30-34	35-39	40+
<25	2	2,055 \$758 \$18,632	117 \$3,907 \$29,379							
25-29	4	2,290 \$1,578 \$26,302	868 \$8,688 \$31,734	49 \$22,104 \$42,383	1					
30-34	17	1,245 \$2,561 \$34,704	882 \$11,794 \$37,004	459 \$27,811 \$42,536	22 \$43,759 \$55,846					
35-39	16	748 \$2,941 \$40,097	617 \$14,662 \$44,208	487 \$33,278 \$47,382	201 \$52,231 \$53,496	14				
40-44	18	703 \$3,351 \$46,640	545 \$15,082 \$48,060	424 \$36,568 \$53,516	247 \$55,433 \$54,656	107 \$84,903 \$55,322	11			
45-49	15	548 \$4,095 \$45,836	497 \$13,972 \$46,276	344 \$35,695 \$56,024	212 \$64,663 \$63,172	136 \$88,944 \$58,535	91 \$121,989 \$78,766	1		
50-54	13	457 \$3,025 \$40,584	425 \$13,380 \$46,044	342 \$29,611 \$49,558	181 \$66,675 \$60,022	138 \$95,913 \$60,351	94 \$121,492 \$74,561	4	1	
55-59	8	308 \$2,521 \$36,658	330 \$11,768 \$41,848	306 \$27,081 \$46,028	160 \$55,043 \$55,050	77 \$108,462 \$66,634	42 \$115,663 \$59,122	6	2	
60-64	4	141 \$2,640 \$30,796	188 \$10,475 \$37,336	222 \$25,962 \$42,183	85 \$52,823 \$50,947	42 \$73,854 \$40,289	28 \$88,018 \$54,809	7	2	
65-69	2	55 \$3,350 \$35,686	81 \$11,608 \$33,549	69 \$21,460 \$32,461	36 \$44,163 \$38,479	19	10	4		1
70+	2	27 \$2,909 \$19,373	30 \$9,229 \$25,208	26 \$20,977 \$25,530	8	6	1			

Schedule SB Attachment (Form 5500)—2012 Plan Year
Luxottica Group Pension Plan
EIN: 11-3491054 PN: 002

Schedule SB, Part V—Summary of Plan Provisions

Plan Provisions

The following summary describes principal plan provisions assumed in calculating the cost of your pension plan.

General Information

- (1) Original Effective Date: November 11, 1952
- (2) Effective Date of Last Amendment: January 1, 2012
- (3) Plan Year: January 1 to December 31
- (4) Employer Fiscal Year: January 1 to December 31
- (5) Employer ID Number: 11-3491054
- (6) Plan Administrator's ID Number: 36-4300417
- (7) Plan Number: 002
- (8) Plan Administrator: Luxottica Group ERISA Plans Compliance & Investment Committee

Eligibility

All employees of the Employer are eligible to participate in the Plan on the first day of the month following completion of one year of service, but after attainment of age 21. As of January 1, 1998, employees of Avant-Garde Optics, Inc. were eligible to participate in the Plan. As of June 25, 1999, employees of Ray-Ban Sun Optics, Inc. and REVCO, Inc., divisions of Bausch & Lomb, were eligible to participate in the Plan. As of January 1, 2002, employees of SunGlass Hut, Inc. were eligible to participate in the Plan. As of January 1, 2007, employees of Cole National Group, Inc. were eligible to participate in the Plan. Employees of Cole National Group, Inc. must have met the age condition and had worked 1,000 or more hours in 2006 in order to enter on January 1, 2007.

Service

Service shall equal total years of service with the Employer. A year of service is credited for each year in which an employee works 1,000 hours. A break in service occurs at the start of any plan year in which the employee works 500 hours or less for the Employer in such year. Service will not be interrupted by:

Schedule SB Attachment (Form 5500)—2012 Plan Year
Luxottica Group Pension Plan
EIN: 11-3491054 PN: 002

Summary of Principal Plan Provisions (cont.)

- (1) A leave of absence granted by the Employer,
- (2) A period of service in the Armed Forces of the United States under which employment rights are granted,
- (3) A period of disability during which the participant is being paid directly or indirectly by the Employer,
- (4) Transfer of employment from one participating Employer to another.

An employee will be given credit for his pre-break service if either of the following occurs:

- (1) The employee had a vested interest in his Accrued Benefit at the time of his break in service, or
- (2) The employee's period of absence was less than his pre-break service or five years, whichever is greater.

Creditable service means the total number of plan years during which an employee worked at least 1,000 hours of service.

Normal Retirement Date

Normal Retirement Date is the first day of the month coincident with or next following attainment of age 65 and the fifth anniversary of participation in the Plan. Effective January 1, 2008, the fifth anniversary of participation is replaced with the third anniversary.

Normal Retirement Benefit

The benefit to be paid in a lump sum amount, which is equal to the value of the employee's cash balance. The cash balance account increases with the interest adjustment and contributions.

The interest adjustment equals the greater of 1) one percent over the twelve-month average of the 90-day U.S. Treasury Bill established on the first business day of each month from the previous calendar year or 2) 4.01% per annum, and is applied at the end of each calendar-year quarter to the retirement account balance.

Schedule SB Attachment (Form 5500)—2012 Plan Year
Luxottica Group Pension Plan
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Summary of Principal Plan Provisions (cont.)

For employees hired before January 1, 2006, the contribution is equal to a percentage of compensation based on the participant's years of vesting service as of the last day of the latest Plan Year, as shown in the table below.

Vesting Service	Percent of Pay
Less than 5	5.50%
5 but less than 15	7.25%
15 or more	10.00%

For employees hired (or rehired) after January 1, 2006 or employed by Cole National Group, Inc., the contribution is equal to a percentage of compensation based on the participant's years of vesting service as of the last day of the latest Plan Year, as shown in the table below.

Vesting Service	Percent of Pay
Less than 5	4.00%
5 but less than 10	5.00%
10 but less than 15	6.00%
15 but less than 20	8.00%
20 or more	10.00%

For Cole National Group, Inc. employees, only vesting service earned after January 1, 2006 is considered for purposes of determining the Percent of Pay credit.

For all Participants who have both attained age 50 on January 1, 1995, and whose years of age and Vesting Service as of January 1, 1995 totaled 65 or more, an additional percentage applies.

However, the distributable lump sum amount cannot be less than the present value of the participant's 1994 accrued benefit.

Schedule SB Attachment (Form 5500)—2012 Plan Year
Luxottica Group Pension Plan
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Summary of Principal Plan Provisions (cont.)

Delayed Retirement

A participant may continue in the employment of the Employer after his Normal Retirement Date. In such event he will receive at actual retirement or death the cash balance as of the Delayed Retirement date based on interest and contributions at that date.

Compensation

Compensation equals total cash remuneration (excluding any deferred compensation) plus differentials and commissions. Effective April 1, 2012, compensation attributable to exercised stock options will not be included as pensionable compensation.

Accrued Benefit

The Accrued Benefit at any time prior to a participant's Normal Retirement Date is an amount equal to the vested portion of his cash balance account.

Early Retirement Benefits

Upon the completion of 10 years of service and the attainment of age 55, a participant may elect to retire. He may receive a monthly benefit for life equal the actuarial equivalent of his cash balance account as of his Early Retirement Date.

Death Benefit

In the event of a vested participant's death, the benefit payable to the spouse or domestic partner, if living, will be a monthly benefit payable for the life of the surviving spouse or domestic partner, actuarially equivalent to the participant's cash balance as of his date of death, or the spouse or domestic partner may receive a one-time payment equal to the participant's cash balance account. If no surviving spouse or domestic partner exists, a single lump sum payment equal to the participant's cash balance account will be payable to the participant's estate.

Schedule SB Attachment (Form 5500)—2012 Plan Year
Luxottica Group Pension Plan
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Summary of Principal Plan Provisions (cont.)

Severance Benefits

Upon the termination of employment after 3 or more years of service, a participant shall be vested in his Accrued Benefit which will be payable at Normal Retirement Date. The percentage vested shall be:

Years of Vesting Service	Vested Percentage
Less than 3 years	0%
3 or more	100%

In the event that the participant had met the Service requirement for early retirement at the date of termination, he may elect to receive his vested interest at age 55. Employees who do not work on or after January 1, 2008 are subject to a 5 year vesting schedule.

Optional Methods of Settlement

All Optional Methods of Settlement are actuarially equivalent to the normal form of annuity. If a married participant does not elect the normal form of annuity or does not elect one of the Optional Methods of Settlement described below, then the participant's retirement benefit shall automatically be paid under option [1] below. The options are:

- (1) A benefit to be paid during the participant's lifetime with one-half the reduced benefit to be continued to his spouse or domestic partner for her lifetime after his death.
- (2) A benefit to be paid during the participant's lifetime with three-quarters the reduced benefit to be continued to his spouse or domestic partner for her lifetime after his death.
- (3) A reduced benefit to be paid during the participant's lifetime with the same reduced benefit to be continued to his spouse or domestic partner for her lifetime after his death.
- (4) A reduced benefit to be paid for 120 months certain and thereafter for life.
- (5) A lump sum settlement if retirement eligible. If not eligible for retirement, lump sums are only payable if less than \$3,500.

Lump sums are based on the applicable mortality table and interest rates for the November preceding the Valuation Date. All other Optional Forms of Settlement are actuarially equivalent to the normal form of payment based on the 1971 Group Annuity Mortality Tables blended for 85% males and 15% females and the PBGC lump sum rate published on January 1 of the plan year containing the distribution.

Schedule SB Attachment (Form 5500)—2012 Plan Year
Luxottica Group Pension Plan
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Summary of Principal Plan Provisions (cont.)

Amendment or Termination of Plan

The Employer reserves the right to amend or terminate the Plan at any time. Generally, the Pension Benefit Guaranty Corporation reserves the right to terminate the Plan if the Employer fails to meet the minimum funding standards, or is unable to pay benefits when due.

If the Plan is terminated, the plan assets will be distributed among the plan participants based upon a priority allocation procedure and the Employer shall be liable for any unfunded vested benefits to the extent required by law.

The above description is a summary only; for additional details, reference should be made to the formal plan document.

Plan Changes Since the Prior Year

Effective April 1, 2012, compensation attributable to exercised stock options will not be included as pensionable compensation. This plan change was made prior to January 1, 2012 and has been reflected in these valuation results.

Due to software limitations with the electronic filing process, information filed electronically cannot be controlled by the Enrolled Actuary. The values on the signed Schedule SB will govern to the extent there are any differences in the entries filed electronically and the actual data contained on the signed Schedule SB.

LUXOTTICA GROUP PENSION PLAN
Form 5500 E.I.N. 11-3491054 Plan No. 002

Schedule H, Line 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)
December 31, 2012

(a)	(b)	(c)	(d)	(e)
	Identity of issue, borrower, lessor, or similar party	Description of investment including maturity date, rate of interest, collateral, par or maturity value	Cost	Current value
	<u>Common stock</u>	<u>Shares</u>		
	COVIDIEN PLC	3,000 \$	170,644 \$	173,220
	COVIDIEN PLC	27,100	1,153,895	1,564,754
	SEAGATE TECHNOLOGY	10,100	305,903	307,242
	ACE LIMITED	19,500	1,223,944	1,556,100
	LYONDELLBASELL INDUSTRIES	6,700	336,310	382,503
	ABBOTT LABORATORIES INC	32,900	2,037,525	2,154,950
	ADOBE SYSTEMS INC	400	12,689	15,072
	ADOBE SYSTEMS INC	33,000	1,109,019	1,243,440
	AIRGAS INC	900	73,767	82,161
	ALEXION PHARMACEUTICALS INC	17,900	1,736,238	1,677,946
	ALTRIA GROUP INC	47,500	1,177,949	1,493,400
	AMAZON COM INC	900	217,933	225,783
	AMERICAN EXPRESS CO	5,500	318,588	316,140
	AMERICAN TOWER CORP	8,500	604,950	656,795
	AMGEN INC	14,600	1,221,739	1,258,520
	APARTMENT INVT & MGMT CO CL A REIT	5,100	133,747	138,006
	APPLE INC	11,900	4,632,767	6,332,847
	AUTOMATIC DATA PROCESSING INC	2,700	134,658	153,711
	AUTOZONE INC	100	23,978	35,443
	AVALONBAY COMMUNITIES INC REIT	400	54,792	54,236
	BB&T CORP	43,950	1,081,908	1,279,385
	BCE INC	34,800	984,712	1,494,312
	BARD C R INC	900	90,230	87,966
	BARRICK GOLD CORP	41,250	1,618,829	1,444,163
	BAXTER INTERNATIONAL INC	25,000	1,360,115	1,666,500
	BED BATH AND BEYOND	100	6,196	5,591
	BIG LOTS INC	2,500	105,358	71,150
	BIOGEN IDEC INC	8,100	1,165,040	1,185,597
*	BLACKROCK INC	6,200	1,118,193	1,281,602
	BOSTON PRPTS INC REIT	200	21,906	21,162
	BRISTOL MYERS SQUIBB CO	2,400	76,700	78,216
	BROWN FORMAN CORP CLASS B	8,600	556,372	543,950
	CF INDUSTRIES HOLDINGS INC	1,100	156,959	223,476
	CABOT OIL & GAS CORP COM	6,800	330,587	338,232
	CAPITAL ONE FINANCIAL CORP	38,100	1,728,325	2,207,133
	CHEVRON CORPORATION	100	10,764	10,814
	CHIPOTLE MEXICAN GRIL CL A	400	123,904	118,984
	CISCO SYSTEMS INC	124,500	2,094,916	2,446,301
	CITIGROUP INC	71,400	2,094,625	2,824,584
	COCA COLA CO	17,000	618,594	616,250
	COCA COLA CO	15,400	494,597	558,250
	COLGATE-PALMOLIVE CO	3,800	403,762	397,252
	COSTCO WHOLESALE CORP	2,800	274,791	276,444
	CROWN CASTLE INTL CORP	19,200	1,227,809	1,385,472
	CUMMINS INC	12,600	1,276,518	1,365,210
	DAVITA HEALTHCARE PARTNERS INC	5,400	553,605	596,862
	DISCOVERY COMMUNICATIONS CL A	16,300	939,956	1,034,724
	DIRECTV	500	24,748	25,080
	DOLLAR GENERAL CORP	6,100	278,377	268,949
	DOLLAR TREE INC	22,200	963,906	900,432
	DR PEPPER SNAPPLE GROUP INC	9,100	399,917	402,038
	EQT CORPORATION	2,900	170,103	171,042
	EASTMAN CHEM CO	200	11,038	13,610
	EBAY INC	18,300	865,693	933,245
	ECOLAB INC	11,200	704,566	805,280
	EDWARDS LIFESCIENCES CORP	9,900	875,284	892,683
	ENCANA CORP	49,900	1,050,820	986,024
	EQUIFAX INC	2,400	105,980	129,888
	EXPEDIA INC DEL NEW CLASS I	4,850	194,457	297,984
	EXPRESS SCRIPTS HLDG CO	5,400	322,341	291,600
	EXXON MOBIL CORP	18,000	1,449,417	1,557,900

LUXOTTICA GROUP PENSION PLAN
Form 5500 E.I.N. 11-3491054 Plan No. 002

Schedule H, Line 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR) (CONTINUED)
December 31, 2012

(a)	(b)	(c)	(d)	(e)
	Identity of issue, borrower, lessor or similar party	Description of investment including maturity date, rate of interest, collateral, par or maturity value	Cost	Current value
	<u>Common Stock</u>	<u>Shares</u>		
	EXXON MOBIL CORP	30,900 \$	2,481,853 \$	2,674,395
	FMC CORPORATION NEW	12,600	679,758	737,352
	FISERV INC	3,800	277,739	300,314
	FLOWSERVE CORP	1,700	183,498	249,560
	FORD MOTOR COMPANY	64,050	734,422	829,448
	GENERAL ELECTRIC CO	111,200	1,926,101	2,334,088
	GILEAD SCIENCES INC	1,400	76,790	102,830
	GILEAD SCIENCES INC	9,250	694,700	679,413
	GOOGLE INC-CL A	300	191,248	212,214
	HCP INC REIT	13,200	591,366	596,112
	HALLIBURTON CO	44,900	1,539,079	1,557,581
	HARLEY DAVIDSON INC	900	40,253	43,947
	HEALTH CARE REIT INC REIT	6,900	400,617	422,901
	THE HERSHEY COMPANY	4,200	303,595	303,324
	HOME DEPOT INC	33,400	1,679,301	2,065,790
	HONEYWELL INTL INC	44,000	1,896,033	2,792,680
	ILLINOIS TOOL WORKS INC	4,600	265,946	279,726
	INTEL CORP	12,100	321,177	249,502
	INTERNATIONAL BUSINESS MACHS CORP	7,500	1,066,496	1,436,625
	INTUITIVE SURGICAL INC	2,700	1,358,002	1,323,999
	JPMORGAN CHASE & CO	55,300	2,288,776	2,431,486
	JOHNSON & JOHNSON	38,150	2,589,872	2,674,315
	JOHNSON & JOHNSON	2,800	189,263	196,280
	JOHNSON CONTROLS INC	60,400	1,629,186	1,852,468
	KIMBERLY-CLARK CORP	12,000	1,019,922	1,013,160
	KINDER MORGAN INC	1,042	37,982	36,814
	KRAFT FOODS GROUP INC	133	4,937	6,048
	LILLY ELI & CO	5,900	290,401	290,988
	LIMITED BRANDS INC	6,100	242,376	287,066
	LOWES COMPANIES INC	14,200	383,054	504,384
	MARATHON OIL CORP	44,200	1,349,435	1,355,172
	MARRIOTT INTERNATIONAL INC CL A	6,700	251,509	249,709
	MASCO CORP	8,800	115,459	146,608
	MASTERCARD INC CL A	100	33,945	49,128
	MATTEL INC	13,100	423,719	479,722
	MC CORMICK & CO INC NON-VOTING	8,400	528,134	533,652
	MCDONALD'S CORP	13,750	1,261,709	1,212,888
	MCGRAW HILL FINANCIAL INC	600	32,676	32,802
	MCKESSON CORPORATION	13,000	1,110,009	1,260,480
	MERCK & CO INC	12,700	538,220	519,938
	METLIFE INC.	18,200	737,982	599,508
	MICROSOFT CORP	34,350	913,031	917,454
	MICROSOFT CORP	9,900	298,105	264,419
	MONDELEZ INTERNATIONAL	1,600	36,886	40,725
	MONSANTO CO	1,100	101,157	104,115
	MONSANTO CO	22,050	1,520,718	2,087,033
	MONSTER BEVERAGE CORPORATION	10,500	623,581	554,820
	MOSAIC CO/THE	1,300	70,948	73,619
	NATIONAL OILWELL VARCO INC	11,750	826,328	803,113
	NEXTERA ENERGY INC	13,000	897,934	899,470
	NIKE INC CLASS B	4,000	212,458	206,400
	NORDSTROM INC	300	16,343	16,050
	NOVARTIS AG SPONSORED ADR	32,100	1,839,742	2,031,930
	O REILLY AUTOMOTIVE INC	8,800	746,438	786,896
	OCCIDENTAL PETROLEUM CORP	13,400	1,075,660	1,026,574
	OMNICOM GROUP	7,700	387,705	384,692
	ONEOK INC NEW	900	39,040	38,475
	ORACLE CORP	1,300	42,600	43,316
	OWENS ILL INC NEW	38,586	950,982	820,724
	PPG INDUSTRIES INC	6,200	705,521	839,170
	PATTERSON COS INC	1,000	33,803	34,230

LUXOTTICA GROUP PENSION PLAN
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Schedule H, Line 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR) (CONTINUED)

December 31, 2012

(a)	(b)	(c)	(d)	(e)
	Identity of issue, borrower, lessor or similar party	Description of investment including maturity date, rate of interest, collateral, par or maturity value	Cost	Current value
	<u>Common Stock</u>	<u>Shares</u>		
	PAYCHEX INC	1,500	\$ 49,103	\$ 46,650
	PEPSICO INC	900	62,824	61,587
	PERRIGO CO	4,000	402,878	416,120
	PETSMART INC	3,900	266,653	266,526
	PFIZER INC	128,550	2,141,337	3,223,905
	PHILIP MORRIS INTERNAT-W/I	32,900	2,376,595	2,751,756
	PIONEER NAT RES CO	200	17,586	21,318
	PRICELINE.COM INC	1,000	602,329	620,390
	PROLOGIS INC	6,200	211,828	226,238
	PUBLIC STORAGE REITS	4,000	514,211	579,840
	PULTE GROUP INC	12,700	130,401	230,632
	RAYTHEON COMPANY	16,300	912,096	938,228
	RED HAT INC	5,500	303,565	291,280
	REYNOLDS AMERICAN INC	12,200	507,765	505,446
	ROPER INDS INC NEW	6,400	636,581	713,472
	ROSS STORES INC	22,300	1,091,222	1,206,207
	SCRIPPS NETWORKS INTERAC CL A	8,900	543,678	515,488
	SHERWIN-WILLIAMS CO	7,200	914,304	1,107,504
	SIMON PROPERTY GROUP INC	5,500	798,217	869,495
	SNAP ON INC	1,800	126,554	142,182
	SOUTHERN CO	2,500	109,305	107,024
	SOUTHWESTERN ENERGY CO	33,850	1,173,392	1,130,929
	STANLEY BLACK & DECKER INC	17,750	1,119,042	1,312,968
	STARBUCKS CORP	10,300	515,546	552,389
	STERICYCLE INC	300	27,776	27,983
	TJX COMPANIES INC NEW	43,800	1,669,099	1,859,310
	TARGET CORP	8,300	524,342	491,111
	TERADATA CORP	2,600	181,625	160,913
	TEXAS INSTRUMENTS INC	95,000	2,673,620	2,934,550
	TIME WARNER INC	73,750	2,505,909	3,527,463
	TIME WARNER CABLE	13,400	1,277,739	1,302,346
	THE TRAVELERS COS INC	300	22,029	21,546
	TRIPADVISOR INC CLASS I	3,850	145,476	161,392
	UNION PACIFIC CORP	1,600	180,917	201,152
	UNITEDHEALTH GROUP INC	27,600	1,371,889	1,497,024
	URBAN OUTFITTERS INC	600	23,857	23,615
	VENTAS INC	10,900	695,173	705,448
	VERISIGN INC	9,100	373,480	353,262
	VERIZON COMMUNICATIONS INC	12,600	542,750	545,202
	VIACOM INC CLASS B WI	44,700	1,698,751	2,357,478
	VISA INC CLASS A SHARES	14,900	1,700,254	2,258,542
	VODAFONE GROUP PLC SPONSORED ADR NEW	100,850	2,636,312	2,540,412
	WAL-MART STORES INC	4,700	322,849	320,680
	WATSON PHARMACEUTICAL	4,500	397,406	387,000
	WELLS FARGO & COMPANY	41,650	1,005,064	1,423,597
	WHOLE FOODS MKT INC	3,000	211,268	273,480
	WILLIAMS COMPANIES INC	24,200	719,546	792,307
	YUM! BRANDS INC	600	39,724	39,840
	ZIMMER HOLDINGS INC	500	31,661	33,330
			<u>124,224,001</u>	<u>140,031,805</u>
	<u>Registered investment companies</u>			
	iSHARES TR RUSSELL 2000 INDEX FDET	674,941	41,713,604	56,909,000
	PIMCO FDS TOTAL RETURN BD FUND INSTL CLASS	16,683,858	178,494,256	187,526,566
			<u>220,207,860</u>	<u>244,435,566</u>
	<u>Money market funds</u>			
*	BLACKROCK LIQUIDITY FUNDS	2,984,842	2,984,842	2,984,842
	MERRILL LYNCH INSTITUTIONAL MONEY MARKET	5,302,663	5,302,663	5,302,663
			<u>8,287,505</u>	<u>8,287,505</u>

LUXOTTICA GROUP PENSION PLAN
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Schedule H, Line 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR) (CONTINUED)
December 31, 2012

(a)	(b)	(c)	(d)	(e)
	Identity of issue, borrower, lessor or similar party	Description of investment including maturity date, rate of interest, collateral, par or maturity value	Cost	Current value
	<u>Collective trust</u>	<u>Shares</u>		
*	BLACKROCK ACWI EX US SUPERFUND A	4,360,151	\$ 79,130,174	\$ 88,770,526
	NT COLLECTIVE RUSSELL 1000 INDEX FUND- NON LENDING	5,900,420	<u>70,957,537</u>	<u>84,735,925</u>
			<u>150,087,711</u>	<u>173,506,451</u>
	<u>Partnership</u>			
	CHL MEDICAL PARTNERS LP 1 UNIT = 1%	0.420	162,994	25,241
	CHL MEDICAL PARTNERS II LP 1 UNIT = 1%	0.166	<u>203,745</u>	<u>144,999</u>
			<u>366,739</u>	<u>170,240</u>
			<u>\$ 503,173,816</u>	<u>\$ 566,431,567</u>

* Represents a party-in-interest.

Note - The information in this schedule was certified by the trustee of the Plan as complete and accurate.

LUXOTTICA GROUP PENSION PLAN
Form 5500 E.I.N. 11-3491054 Plan No. 002

Schedule H, Line 4j - SCHEDULE OF REPORTABLE TRANSACTIONS

For the year ended December 31, 2012

(a) Identity of Party Involved	(b) Description of Assets	(c) Purchase Price	(d) Selling Price	(g) Cost of Asset	(h) Current Value of Asset on Transaction Date	(i) Net Gain (Loss)
<u>Series of Transactions with Same Security Exceeding 5% of Value</u>						
* Blackrock	Liquidity Funds					
	Purchases - 66	\$ 18,004,951	\$ -	\$ 18,004,951	\$ 18,004,951	\$ -
	Sales - 17	-	18,000,255	18,000,255	18,000,255	-
Merrill Lynch	Institutional Money Market					
	Purchases - 79	81,929,912	-	81,929,912	81,929,912	-
	Sales - 64	-	82,839,685	82,839,685	82,839,685	-
ACWI	US Superfund					
	Purchases - 7	46,380,174	-	46,380,174	46,380,174	-
	Sales - 0	-	-	-	-	-
Artio	International Equity II Group Trust Fund					
	Purchases - 0	-	-	-	-	-
	Sales - 1	-	31,323,456	35,634,548	31,323,456	(4,311,092)
PIMCO	Total Return Bond Fund					
	Purchases - 18	30,481,153	-	30,481,153	30,481,153	-
	Sales - 0	-	-	-	-	-
<u>Single Transactions Exceeding 5% of Value</u>						
Merrill Lynch	Institutional Money Market	28,300,218	-	-	-	-
Merrill Lynch	Institutional Money Market	-	35,000,750	35,000,750	35,000,750	-
ACWI	US Superfund	31,375,838	-	-	-	-
Artio	International Equity II Group Trust Fund	-	31,323,456	35,634,548	31,323,456	(4,311,092)

* Denotes a party-in-interest.

Note - The unaudited information in this schedule was certified by the Trustee of the Plan as complete and accurate.