LUXOTTICA GROUP SPA
Form 6-K
November 13, 2013

Use these links to rapidly review the document

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 6-K

**REPORT OF FOREIGN PRIVATE ISSUER
PURSUANT TO RULE 13a-16 OR 15d-16 UNDER
THE SECURITIES EXCHANGE ACT OF 1934**

**For the quarter ended September 30, 2013
COMMISSION FILE NO. 1 - 10421**

LUXOTTICA GROUP S.p.A.

VIA C. CANTÙ 2, MILAN, 20123 ITALY
(Address of principal executive office)

Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F.   Form 20-F ý   Form 40-F o

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1): o

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7): o

Indicate by check mark whether by furnishing the information contained in this Form, the registrant is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934.

Yes o   No ý

If "Yes" is marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b): 82-___________

Table of Contents

INDEX TO FORM 6-K

Table of Contents

Corporate Management

Board of Directors

In office until the approval of the financial statements as of and for the year ending December 31, 2014.

Chairman	Leonardo Del Vecchio
Deputy Chairman	Luigi Francavilla
Chief Executive Officer	Andrea Guerra
Directors	Roger Abravanel*
	Mario Cattaneo*
	Enrico Cavatorta**
	Claudio Costamagna*
	Claudio Del Vecchio
	Sergio Erede
	Elisabetta Magistretti*
	Marco Mangiagalli*
	Anna Puccio*
	Marco Reboa* (Lead Independent Director)

---

* Independent director

** General Manager Central Corporate Functions

Human Resources Committee	Claudio Costamagna (Chairman)
	Roger Abravanel
	Anna Puccio
Internal Control Committee	Mario Cattaneo (Chairman)
	Elisabetta Magistretti
	Marco Mangiagalli
	Marco Reboa

Board of Statutory Auditors

In office until the approval of the financial statements as of and for the year ending December 31, 2014

Regular Auditors	Francesco Vella (Chairman)
	Alberto Giussani
	Barbara Tadolini
Alternate Auditors	Giorgio Silva
	Fabrizio Riccardo di Giusto
Officer Responsible for Preparing the Company's Financial Reports	Enrico Cavatorta

Auditing Firm

Until approval of the financial statements as of and for the year ending December 31, 2020.

PricewaterhouseCoopers SpA

Table of Contents

Luxottica Group S.p.A.

Headquarters and registered office Via C. Cantù 2, 20123 Milan, Italy

Capital Stock € 28,643,715.00

authorized and issued

ITEM 1. MANAGEMENT REPORT ON THE INTERIM FINANCIAL RESULTS AS OF SEPTEMBER 30, 2013 (UNAUDITED)

The following should be read in connection with the disclosure contained in the consolidated financial statements as of December 31, 2012, which includes a discussion of risks and uncertainties that can influence the Group's operational results or financial position. During the first nine months of 2013, there were no changes to the risks reported as of December 31, 2012.

1. OPERATING PERFORMANCE FOR THE THREE- AND NINE-MONTH PERIODS ENDED SEPTEMBER 30, 2013

The Group's growth continued throughout the nine-month period ending September 30, 2013. Net sales increased from Euro 5,453.8 in the first nine months of 2012 to Euro 5,666.7 million in the comparable period in 2013 (+3.9 percent at current exchange rates and +7.5 percent at constant exchange rates[(1)]). Net sales in the third quarter of 2013 were 1,785.0 million (+0.1 percent at current exchange rates and +7.4 percent at constant exchange rates[(1)]) an increase from the Euro 1,783.5 million in the same period of 2012.

Earnings before Interest, Taxes, Depreciation and Amortization ("EBITDA")[(2)] in the first nine months of 2013 rose by 8.7 percent to Euro 1,165.9 million from Euro 1,072.9 in the same period of 2012. Additionally, adjusted EBITDA[(2)] increased by 7.3 percent to Euro 1,174.9 million from Euro 1,094.7 million in the first nine months of 2012.

EBITDA[(2)] in the third quarter of 2013 rose by 2.3 percent to Euro 346.9 million from Euro 339.0 in the same period of 2012.

Operating income for the first nine months of 2013 increased by 10.2 percent to Euro 891.6 million from Euro 809.1 million during the same period of the previous year. The Group's operating margin continued to grow, rising from 14.8 percent in the nine months of 2012 to 15.7 percent in the current period. Additionally, adjusted operating income[(3)] in the first nine months of 2013 increased by 8.4 percent to 900.6 million from Euro 830.8 million in the same period of 2012. Adjusted operating margin[(4)] in the first nine months of 2013 increased to 15.9 percent from 15.2 percent in the same period of 2012.

Operating income for the third quarter of 2013 increased by 3.8 percent to Euro 255.1 million from Euro 245.8 million during the same period of the previous year. The Group's operating margin continued to grow rising from 13.8 percent in the third quarter of 2012 to 14.3 percent in the current period.

---

(1) We calculate constant exchange rates by applying to the current period the average exchange rates between the Euro and the relevant currencies of the various markets in which we operated during the three-month and the nine-month periods ended September 30, 2012. Please refer to Attachment 1 for further details on exchange rates.

(2) For a further discussion of EBITDA and adjusted EBITDA, see page 15 "Non-IFRS Measures."

(3) For a further discussion of adjusted operating income, see page 15 "Non-IFRS Measures."

(4) For a further discussion of adjusted operating margin, see page 15 "Non-IFRS Measures."

Table of Contents

In the first nine months of 2013 net income attributable to Luxottica Stockholders increased by 12.9 percent to Euro 518.8 million from Euro 459.4 million in the same period of 2012. Adjusted net income attributable to Luxottica stockholders(5) increased by 10.5 percent to Euro 524.7 million in the first nine months of 2013 from Euro 474.6 million in the same period of 2012. Earnings per share ("EPS") was Euro 1.10 and EPS expressed in USD was 1.45 (at an average rate of Euro/USD of 1.3167).

Net income attributable to Luxottica stockholders for the third quarter of 2013 increased by 7.9 percent from Euro 136.7 million in the third quarter of 2012 to Euro 147.6 million in the third quarter of 2013. Earnings per share ("EPS") was Euro 0.31 in the third quarter of 2013 and EPS expressed in USD was 0.41 (at an average rate of Euro/USD of 1.3242).

By carefully controlling working capital, the Group generated positive free cash flow(6) in both the first nine months of the year (Euro 498 million) and the third quarter (Euro 295 million). Net debt as of September 30, 2013 was Euro 1,571.5 million (Euro 1,662.4 million at the end of 2012), with the ratio of net debt to adjusted EBITDA(7) of 1.1x (1.2x as of December 31, 2012).

2. SIGNIFICANT EVENTS DURING THE NINE MONTHS ENDED SEPTEMBER 30, 2013

January

On January 23, 2013, we closed the acquisition of Alain Mikli International, a French luxury and contemporary eyewear company. Net sales generated by Alain Mikli International in 2012 were approximately Euro 55.5 million. The purchase price paid in the first quarter of 2013, including the assumption of approximately Euro 15 million of Alain Mikli's debt but excluding advance payments made in 2012 and receivables from Alain Mikli, totaled Euro 91 million.

March

On November 27, 2012, we entered into an agreement with Salmoiraghi & Viganò S.p.A. and Salmoiraghi & Viganò Holding S.r.l. pursuant to which Luxottica subscribed to shares as part of a capital injection, corresponding to a 36.33% equity stake in the Italian optical retailer. The transaction, valued at Euro 45 million, was completed on March 25, 2013. As a result of this transaction, the Group became a financial partner of Salmoiraghi & Viganò S.p.A.

In March 2013, Standard & Poor's confirmed its long-term credit rating of BBB+ and revised its outlook on the Group from stable to positive.

April

On April 25, 2013, we acquired the sun business of Grupo Devlyn S.A.P.I. de C.V. through one of our wholly-owned subsidiaries. See "Note 4 Business Combinations" in the accompanying Notes to the Condensed Consolidated Financial Statements for additional information on this transaction.

At the Stockholders' Meeting on April 29, 2013, Group's stockholders approved the Statutory Financial Statements as of December 31, 2012, as proposed by the Board of Directors and the distribution of a cash dividend of Euro 0.58 per ordinary share. The aggregate dividend amount of Euro 274.0 million was fully paid in May 2013.

3. FINANCIAL RESULTS

We are a global leader in the design, manufacture and distribution of fashion, luxury and sports eyewear, with net sales reaching Euro 7.1 billion in 2012, over 70,000 employees and a strong global

(5) For a further discussion of adjusted net income, see page 15 "Non-IFRS Measures."

(6) For a further discussion of free cash flow, see page 15 "Non-IFRS Measures."

(7) For a further discussion of net debt and net debt to adjusted EBITDA, see page 15 "Non-IFRS Measures."

Table of Contents

presence. We operate in two industry segments: (i) manufacturing and wholesale distribution; and (ii) retail distribution. See Note 5 to the Condensed Consolidated Financial Report as of September 30, 2013 (unaudited) for additional disclosures about our operating segments. Our manufacturing and wholesale distribution segment is engaged in the design, manufacture, wholesale distribution and marketing of proprietary and designer lines of mid- to premium-priced prescription frames and sunglasses. We operate our retail distribution segment principally through our retail brands, which include, among others, LensCrafters, Sunglass Hut, Pearle Vision, OPSM, Laubman & Pank, Oakley "O" Stores and Vaults, David Clulow, GMO and our Licensed Brands (Sears Optical and Target Optical).

As a result of our numerous acquisitions and the subsequent expansion of our business activities in the United States, our results of operations, which are reported in Euro, are susceptible to currency rate fluctuations between the Euro and the U.S. dollar. The Euro/U.S. dollar exchange rate has fluctuated to an average exchange rate of Euro 1.00 = U.S. $1.3167 in the first nine months of 2013 from Euro 1.00 = U.S. $1.2808 in the same period of 2012. With the acquisition of OPSM, our results of operations have also been rendered susceptible to currency fluctuations between the Euro and the Australian dollar. Additionally, we incur part of our manufacturing costs in Chinese Yuan; therefore, the fluctuation of the Chinese Yuan relative to other currencies in which we receive revenues could impact the demand of our products or our consolidated profitability. Although we engage in certain foreign currency hedging activities to mitigate the impact of these fluctuations, they have impacted our reported revenues and expenses during the periods discussed herein. This discussion should be read in conjunction with the risk factor discussion in Section 8 of the Management Report included with the 2012 Consolidated Financial Statements.

RESULTS OF OPERATIONS FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2013 AND 2012 (UNAUDITED)

	Nine months ended September 30,			
(Amounts in thousands of Euro)	**2013**	**% of net sales**	**2012***	**% of net sales**
Net sales	**5,666,720**	**100.0%**	**5,453,844**	**100.0%**
Cost of sales	1,886,879	33.3%	1,825,197	33.5%
Gross profit	**3,779,841**	**66.7%**	**3,628,648**	**66.5%**
Selling	1,700,301	30.0%	1,706,326	31.3%
Royalties	109,105	1.9%	97,454	1.8%
Advertising	364,919	6.4%	345,430	6.3%
General and administrative	713,920	12.6%	670,368	12.3%
Total operating expenses	**2,888,245**	**51.0%**	**2,819,578**	**51.7%**
Income from operations	**891,596**	**15.7%**	**809,070**	**14.8%**
Other income/(expense)				
Interest income	6,652	0.1%	14,795	0.3%
Interest expense	(76,872)	(1.4%)	(106,166)	(1.9%)
Other net	(4,911)	(0.1%)	(3,651)	(0.1%)
Income before provision for income taxes	**816,466**	**14.4%**	**714,048**	**13.1%**
Provision for income taxes	(293,919)	(5.2%)	(250,988)	(4.6%)
Net income	**522,547**	**9.2%**	**463,059**	**8.5%**
Attributable to				
Luxottica Group stockholders	**518,755**	**9.2%**	**459,427**	**8.4%**
non-controlling interests	3,792	0.0%	3,632	0.1%
NET INCOME	**522,547**	**9.2%**	**463,059**	**8.5%**

* Starting from January 1, 2013 the Group adopted IAS 19 revised "Employee benefits," which requires retrospective application. Accordingly, the 2012 comparative information has been restated based on the new standard. As a result, income from operations and net income attributable to Luxottica Stockholders decreased by Euro 9.0 million and Euro 5.5 million, respectively.

Table of Contents

In the first nine months of 2013, the Group incurred non-recurring expenses of Euro 9 million (Euro 5.9 million net of the tax effect) related to the reorganization of the newly acquired Alain Mikli business. In the same period of 2012, the Group recognized non-recurring expenses of Euro 21.7 million (Euro 15.2 million net of the tax effect) related to the restructuring of the Australian retail business.

Adjusted Measures[8]	**2013**	**% of net sales**	**2012**	**% of net sales**	**% change**
Adjusted income from Operations	900,596	15.9%	830,808	15.2%	8.4%
Adjusted EBITDA	1,174,915	20.7%	1,094,669	20.1%	7.3%
Adjusted Net Income attributable to Luxottica Group Stockholders	524,659	9.3%	474,645	8.7%	10.5%

Net Sales. Net sales increased by Euro 212.9 million, or 3.9% percent, to Euro 5,666.7 million in the first nine months of 2013 from Euro 5,453.8 million in the same period of 2012. Euro 185.3 million of this increase was attributable to increased sales in the manufacturing and wholesale distribution segment in the first nine months of 2013 as compared to the same period in 2012 and to increased sales in the retail distribution segment of Euro 27.5 million for the same period.

Net sales for the retail distribution segment increased by Euro 27.5 million, or 0.8 percent, to Euro 3,319.6 million in the first nine months of 2013 from Euro 3,292.1 million in the same period in 2012. The increase in net sales for the period was partially attributable to a 3.5 percent improvement in comparable store sales[9]. In particular, we saw a 2.4 percent increase in comparable store sales for the North American retail operations, and an increase for the Australian/New Zealand retail operations of 6.5 percent. The effects from currency fluctuations between the Euro (which is our reporting currency) and other currencies in which we conduct business, in particular the weakening of the U.S. dollar and Australian dollar compared to the Euro, decreased net sales in the retail distribution segment by Euro 121.9 million during the period. In the first nine months of 2013, Alain Mikli contributed Euro 10.2 million to net sales of the retail distribution segment. Net sales from the newly acquired Grupo Devlyn business were not significant for the first nine months of 2013.

Net sales to third parties in the manufacturing and wholesale distribution segment increased by Euro 185.3 million, or 8.6 percent, to Euro 2,347.1 million in the first nine months of 2013 from Euro 2,161.8 million in the same period in 2012. This growth was mainly attributable to increased sales of most of our proprietary brands, in particular Ray-Ban, Oakley and Alain Mikli and of some licensed brands such as Armani, Miu Miu and Tiffany. Almost all of the primary geographic markets in which the Group operates recorded an increase in net sales. These positive effects were partially offset by negative currency fluctuations, in particular the weakening of the U.S. Dollar and other currencies including but not limited to the Australian Dollar, Japanese Yen and the Brazilian Real, the net effect of which was to decrease net sales to third parties in the manufacturing and wholesale distribution segment by Euro 76.0 million. In the first nine months of 2013, Alain Mikli contributed Euro 24.6 million to net sales of the manufacturing and wholesale distribution segment.

In the first nine months of 2013, net sales in the retail distribution segment accounted for approximately 58.6 percent of total net sales, as compared to approximately 60.4 percent of total net sales for the same period in 2012.

In the first nine months of 2013, net sales in our retail distribution segment in the United States and Canada comprised 78.4 percent of our total net sales in this segment as compared to 79.1 percent of our total net sales in the same period of 2012. In U.S. dollars, retail net sales in the United States and Canada

(8) For a further discussion of Adjusted Measures, see page 15 "Non-IFRS Measures."

(9) Comparable store sales reflects the change in sales from one period to another that, for comparison purposes, includes in the calculation only stores open in the more recent period that also were open during the comparable prior period in the same geographic area, and applies to both periods the average exchange rate for the prior period.

Table of Contents

increased by 2.7 percent to USD 3,425.7 million in the first nine months of 2013 from USD 3,335.4 million for the same period in 2012. During the first nine months of 2013, net sales in the retail distribution segment in the rest of the world (excluding the United States and Canada) comprised 21.6 percent of our total net sales in the retail distribution segment and increased by 4.4 percent to Euro 717.9 million in the first nine months of 2013 from Euro 687.9 million, or 20.9 percent of our total net sales in the retail distribution segment for the same period in 2012. This increase was primarily due to sales from Sun Planet and Alain Mikli stores which were acquired by the Company in the third quarter of 2012 and in the first quarter of 2013.

In the first nine months of 2013, net sales to third parties in our manufacturing and wholesale distribution segment in Europe increased by Euro 77.9 million or 8.3 percent to Euro 1,013.2 million, comprising 43.2 percent of our total net sales in this segment, compared to Euro 935.3 million, or 43.3 percent of total net sales in the segment, for the same period in 2012. Net sales to third parties in our manufacturing and wholesale distribution segment in the United States and Canada were USD 810.1 million and comprised 26.2 percent of our total net sales in this segment for the first nine months of 2013, compared to USD 761.3 million, or 27.5 percent of total net sales in the segment, for the same period of 2012. The increase in net sales in the United States and Canada was primarily due to a general increase in consumer demand. In the first nine months of 2013, net sales to third parties in our manufacturing and wholesale distribution segment in the rest of the world were Euro 718.7 million, comprising 30.6 percent of our total net sales in this segment, compared to Euro 632.0 million, or 29.2 percent of our net sales in this segment, in the same period of 2012. The increase of Euro 86.7 million, or 13.7 percent, in the first nine months of 2013 as compared to the same period of 2012, was due to an increase in consumer demand.

Cost of Sales. Cost of sales increased by Euro 61.7 million, or 3.4 percent, to Euro 1,886.9 million in the first nine months of 2013 from Euro 1,825.2 million in the same period of 2012, including non-recurring expenses of Euro 1.3 million related to the reorganization of the retail business in Australia. As a percentage of net sales, cost of sales decreased to 33.3 percent in the first nine months of 2013 as compared to 33.5 percent in the same period of 2012, due to improved efficiencies in the production process. In the first nine months of 2013, the average number of frames produced daily in our facilities increased to approximately 305,700 as compared to approximately 287,800 in the same period of 2012, this increase was attributable to added production in all manufacturing facilities in response to an overall increase in demand.

Gross Profit. Our gross profit increased by Euro 151.2 million, or 4.2 percent, to Euro 3,779.8 million in the first nine months of 2013 from Euro 3,628.6 million for the same period of 2012. As a percentage of net sales, gross profit increased to 66.7 percent in the first nine months of 2013 as compared to 66.5 percent for the same period of 2012, due to the factors noted above.

Operating Expenses. Total operating expenses increased by Euro 68.6 million, or 2.4 percent, to Euro 2,888.2 million in the first nine months of 2013 from Euro 2,819.6 million in the same period of 2012. As a percentage of net sales, operating expenses decreased to 51.0 percent in the first nine months of 2013, from 51.7 percent in the same period of 2012.

Adjusted operating expenses[10] in the first nine months of 2013, excluding non-recurring expenses related to the reorganization of the newly acquired Alain Mikli business amounting to approximately Euro 9.0 million, were Euro 2,879.2 million. As a percentage of net sales, adjusted operating expenses[10] equaled 50.8 percent.

Adjusted operating expenses[10] in the first nine months of 2012, excluding non-recurring expenses related to the reorganization of the retail business in Australia amounting to approximately Euro 20.4 million, were Euro 2,799.2 million. As a percentage of net sales, adjusted operating expenses equaled 51.3 percent.

(10) For a further discussion of adjusted operating expenses, see page 15 "Non-IFRS Measures."

Table of Contents

Please find the reconciliation between adjusted operating expenses and operating expenses in the following table:

(Amounts in millions of Euro)	2013	2012
Operating expenses	**2,888.2**	**2,819.6**
> Adjustment for Alain Mikli reorganization	(9.0)	
> Adjustment for OPSM reorganization		(20.4)
Adjusted operating expenses	**2,879.2**	**2,799.2**

Selling and advertising expenses (including royalty expenses) increased by Euro 25.1 million, or 1.2 percent, to Euro 2,174.3 million in the first nine months of 2013 from Euro 2,149.2 million in the same period of 2012. Selling expenses decreased by Euro 6.0 million, or 0.4 percent. Advertising expenses increased by Euro 19.5 million, or 5.6 percent. Royalties increased by Euro 11.7 million, or 12.0 percent. As a percentage of net sales, selling and advertising expenses (including royalty expenses) were 38.4 percent in the first nine months of 2013 and 39.4 percent in the first nine months of 2012.

Adjusted selling expenses[(11)] in the first nine months of 2012, excluding non-recurring expenses related to the reorganization of the Retail business in Australia amounting to approximately Euro 17.3 million, totaled Euro 1,689.0 million, or 31.0 percent, as a percentage of net sales. The increase in adjusted selling expenses[(11)] was mainly driven by the Alain Mikli acquisition, which accounted for approximately Euro 11.7 million of this increase.

Please find the reconciliation between adjusted selling expenses and selling expenses in the following table:

(Amounts in millions of Euro)	2013	2012
Selling expenses	**1,700.3**	**1,706.3**
> Adjustment for OPSM reorganization		(17.3)
Adjusted selling expenses	**1,700.3**	**1,689.0**

General and administrative expenses, including intangible asset amortization increased by Euro 43.5 million, or 6.5 percent, to Euro 713.9 million in the first nine months of 2013 as compared to Euro 670.4 million in the same period of 2012. As a percentage of net sales, general and administrative expenses were 12.6 percent and 12.3 percent in the first nine months of 2013 and 2012, respectively.

Adjusted general and administrative expenses[(12)], including intangible asset amortization and excluding in the first nine months of 2013 non-recurring expenses related to the reorganization of the newly acquired Alain Mikli business amounting to Euro 9.0 million, totaled Euro 704.9 million. As a percentage of net sales, adjusted general and administrative expenses[(12)] were 12.4 percent in the first nine months of 2013.

Adjusted general and administrative expenses[(12)], including intangible asset amortization and excluding in the first nine months of 2012 non-recurring expenses related to the reorganization of the retail business in Australia amounting to approximately Euro 3.0 million, totaled Euro 667.4 million. As a percentage of net sales, adjusted general and administrative expenses[(12)] were 12.2 percent in the first nine months of 2012.

---

(11) For a further discussion of adjusted selling expenses, see page 15 "Non-IFRS Measures."

(12) For a further discussion of adjusted general and administrative expenses, see page 15 "Non-IFRS Measures."

6

Table of Contents

Please find the reconciliation between adjusted general and administrative expenses[12] and general and administrative expenses in the following table:

(Amounts in millions of Euro)	2013	2012
General and administrative expense	**713.9**	**670.4**
> Adjustment for Alain Mikli reorganization	(9.0)	
> Adjustment for OPSM reorganization		(3.0)
Adjusted general and administrative expense	**704.9**	**667.4**

Income from Operations. For the reasons described above, income from operations increased by Euro 82.5 million, or 10.2 percent, to Euro 891.6 million in the first nine months of 2013 from Euro 809.1 million in the same period of 2012. As a percentage of net sales, income from operations increased to 15.7 percent in the first nine months of 2013 from 14.8 percent in the same period of 2012.

Adjusted income from operations[13], excluding in the first nine months of 2013, non-recurring expenses related to the reorganization of the newly acquired Alain Mikli business for Euro 9.0 million, amounted to Euro 900.6 million. As a percentage of net sales, adjusted income from operations[13] was at 15.9 percent in the first nine months of 2013.

Adjusted income from operations[13], excluding, in the first nine months of 2012 non-recurring expenses related to the reorganization of the retail business in Australia for Euro 21.7 million, amounted to Euro 830.8 million. As a percentage of net sales, adjusted income from operations[13] was at 15.2 percent in the first nine months of 2012.

Please find the reconciliation between adjusted income from operations[13] and income from operations in the following table:

(Amounts in millions of Euro)	2013	2012
Income from operations	**891.6**	**809.1**
> Adjustment for Alain Mikli reorganization	9.0	
> Adjustment for OPSM reorganization		21.7
Adjusted income from operations	**900.6**	**830.8**

Other Income (Expense) Net. Other income (expense) net was Euro (75.1) million in the first nine months of 2013 as compared to Euro (95.0) million in the same period of 2012. Net interest expense was Euro (70.2) million in the first nine months of 2013 as compared to Euro (91.4) million in the same period of 2012. This reduction is primarily due to the early pre-payment of a portion of the Group's outstanding long-term debt in 2012 and 2013.

Net Income. Income before taxes increased by Euro 102.5 million, or 14.3 percent, to Euro 816.5 million in the first nine months of 2013 from Euro 714.0 million in the same period of 2012, for the reasons described above. As a percentage of net sales, income before taxes increased to 14.4 percent in the first nine months of 2013 from 13.1 percent in the same period of 2012. Adjusted income before taxes[14] amounted to Euro 825.5 million in the first nine months of 2013 as compared to Euro 735.7 million in the same period of 2012. As a percentage of net sales, adjusted income before taxes[14] increased to 14.6 percent in the first nine months of 2013 from 13.5 percent in the same period of 2012.

(13) For a further discussion of adjusted income from operations, see page 15 "Non-IFRS Measures."

(14) For a further discussion of adjusted income before taxes, see page 15 "Non-IFRS Measures."

Table of Contents

Please find the reconciliation between adjusted income before taxes[14] and income before taxes in the following table:

(Amounts in millions of Euro)	2013	2012
Income before provision for taxes	**816.5**	**714.0**
> Adjustment for Alain Mikli reorganization	9.0	
> Adjustment for OPSM reorganization		21.7
Adjusted income before provision for taxes	**825.5**	**735.7**

Net income attributable to non-controlling interests in the first nine months of 2013, increased to Euro 3.8 million from Euro 3.6 million in the first nine months of 2012. The expected tax rate amounted to 36.0 percent in the first nine months of 2013 as compared to 35.1 percent for the same period of 2012.

Net income attributable to Luxottica Group stockholders increased by Euro 59.4 million, or 12.9 percent, to Euro 518.8 million in the first nine months of 2013 from Euro 459.4 million in the same period of 2012. Net income attributable to Luxottica Group stockholders as a percentage of net sales increased to 9.2 percent in the first nine months of 2013 from 8.4 percent in the same period of 2012. Adjusted net income attributable to Luxottica Group stockholders[15] also increased to Euro 524.7 million as compared to adjusted net income attributable to Luxottica Group[15] stockholders in the first nine months of 2012, amounting to Euro 474.6 million. As a percentage of net sales, adjusted net income attributable to Luxottica Group stockholders[15] increased to 9.3 percent in the first nine months of 2013 from 8.7 percent in the first nine months of 2012.

Please find the reconciliation between adjusted net income attributable to Luxottica Group stockholders[15] in the following table:

(Amounts in millions of Euro)	2013	2012
Net income attributable to Luxottica Group stockholders	**518.8**	**459.4**
> Adjustment for Alain Mikli reorganization	5.9	
> Adjustment for OPSM reorganization		15.2
Adjusted net income attributable to Luxottica Group stockholders	**524.7**	**474.6**

Basic earnings per share were Euro 1.10 and diluted earnings per share were Euro 1.09 in the first nine months of 2013. In the same period of 2012 basic and diluted earnings per share was Euro 0.99.

Adjusted basic earnings per share[16] were Euro 1.11 and adjusted diluted earnings per share[16] were Euro 1.10 in the first nine months of 2013.

Adjusted basic and diluted earnings per share[16] were Euro 1.02 in the first nine months of 2012.

(15) For a further discussion of adjusted net income attributable to Luxottica Group stockholders, see page 15 "Non-IFRS Measures."

(16) For a further discussion of adjusted basic and diluted earnings per share, see page 15 "Non-IFRS Measures."

Table of Contents

RESULTS OF OPERATIONS FOR THE THREE MONTHS PERIOD ENDED SEPTEMBER 30, 2013 AND 2012 (UNAUDITED)

In accordance with IFRS

	Three months ended September 30,			
(Amounts in thousands of Euro)	**2013**	**% of net sales**	**2012***	**% of net sales**
Net sales	**1,784,992**	**100.0 %**	**1,783,486**	**100.0 %**
Cost of sales	593,484	33.2 %	596,155	33.4 %
Gross profit	**1,191,508**	**66.8 %**	**1,187,332**	**66.6 %**
Selling	554,384	31.1 %	571,907	32.1 %
Royalties	32,772	1.8 %	29,350	1.6 %
Advertising	119,601	6.7 %	120,023	6.7 %
General and administrative	229,646	12.9 %	220,228	12.3 %
Total operating expenses	**936,403**	**52.5 %**	**941,508**	**52.8 %**
Income from operations	**255,105**	**14.3 %**	**245,823**	**13.8 %**
Other income/(expense)				
Interest income	1,615	0.1 %	2,900	0.2 %
Interest expense	(24,033)	(1.3)%	(33,177)	(1.9)%
Other net	(803)	0.0 %	(3,162)	(0.2)%
Income before provision for income taxes	**231,885**	**13.0 %**	**212,383**	**11.9 %**
Provision for income taxes	(83,420)	(4.7)%	(75,183)	(4.2)%
Net income	**148,465**	**8.3 %**	**137,200**	**7.7 %**
Attributable to				
Luxottica Group stockholders	**147,558**	**8.3 %**	**136,735**	**7.7 %**
non-controlling interests	907	0.0 %	465	0.0 %
NET INCOME	**148,465**	**8.3 %**	**137,200**	**7.7 %**

* Starting from January 1, 2013 the Group adopted IAS 19 revised "Employee benefits" which requires retrospective application. Accordingly, 2012 comparative information has been restated based on the new standard. As a result, income from operations and net income attributable to Luxottica Stockholders decreased by Euro 3.1 million and Euro 1.9 million, respectively.

Net Sales. Net sales increased by Euro 1.5 million, or 0.1 percent, to Euro 1,785.0 million in the three months ended September 30, 2013 from Euro 1,783.5 million in the same period of 2012. Euro 39.3 million was attributable to increased sales in the manufacturing and wholesale distribution segment in the three months ended September 30, 2013 as compared to the same period in 2012 and to decreased sales in the retail distribution segment of Euro 37.8 million for the same period.

Net sales for the retail distribution segment decreased by Euro 37.8 million, or 3.3 percent, to Euro 1,098.9 million in the three months ended September 30, 2013 from Euro 1,136.7 million in the same period in 2012. The retail segment, however, reported a 2.5 percent improvement in comparable store sales[(17)]. In particular, we saw a 1.1 percent increase in comparable store sales for the North American retail operations, and an increase for the Australian/New Zealand retail operations of 3.2 percent. These increases were offset by the effects from currency fluctuations between the Euro (which is our reporting currency) and other currencies in which we conduct business, in particular the weakening of the U.S. dollar and Australian dollar compared to the Euro, decreased net sales in the retail distribution segment by Euro 86.1 million during the period.

(17) Comparable store sales reflects the change in sales from one period to another that, for comparison purposes, includes in the calculation only stores open in the more recent period that also were open during the comparable prior period in the same geographic area, and applies to both periods the average exchange rate for the prior period.

Table of Contents

Net sales to third parties in the manufacturing and wholesale distribution segment increased by Euro 39.3 million, or 6.1 percent, to Euro 686.1 million in the three months ended September 30, 2013 from Euro 646.8 million in the same period in 2012. This growth was mainly attributable to increased sales of most of our proprietary brands, in particular Ray-Ban, Oakley and Alain Mikli and of some licensed brands such as Armani, Miu Miu and Tiffany. Almost all of the primary geographic markets in which the Group operates recorded an increase in net sales. These positive effects were partially offset by negative currency fluctuations, in particular the weakening of the U.S. Dollar and other currencies including but not limited to the Japanese Yen and the Australian Dollar, the effect of which was to decrease net sales to third parties in the manufacturing and wholesale distribution segment by Euro 45.2 million.

In the three months ended September 30, 2013, net sales in the retail distribution segment accounted for approximately 61.6 percent of total net sales, as compared to approximately 63.7 percent of total net sales for the same period in 2012.

In the three months ended September 30, 2013, net sales in our retail distribution segment in the United States and Canada comprised 78.2 percent of our total net sales in this segment as compared to 78.8 percent of our total net sales in the same period of 2012. In U.S. dollars, retail net sales in the United States and Canada increased by 1.6 percent to USD 1,138.9 million in the three months ended September 30, 2013 from USD 1,120.5 million for the same period in 2012. During the three months ended September 30, 2013, net sales in the retail distribution segment in the rest of the world (excluding the United States and Canada) comprised 21.8 percent of our total net sales in the retail distribution segment and decreased by 0.8 percent to Euro 239.1 million in the three months ended September 30, 2013 from Euro 241.0 million, or 21.2 percent of our total net sales in the retail distribution segment for the same period in 2012.

In the three months ended September 30, 2013, net sales to third parties in our manufacturing and wholesale distribution segment in Europe increased by Euro 33.7 million, or 13.8 percent, to Euro 277.5 million, comprising 40.4 percent of our total net sales in this segment, compared to Euro 243.8 million of total net sales in the segment, for the same period in 2012. Net sales to third parties in our manufacturing and wholesale distribution segment in the United States and Canada were USD 254.5 million and comprised 28.0 percent of our total net sales in this segment for the three months ended September 30, 2013, compared to USD 250.3 million, or 31.0 percent of total net sales in the segment, for the same period of 2012. In the three months ended September 30, 2013, net sales to third parties in our manufacturing and wholesale distribution segment in the rest of the world increased by Euro 14.0 million, or 6.9 percent, in the three months ended September 30, 2013 as compared to the same period of 2012, to Euro 216.6 million, comprising 31.6 percent of our total net sales in this segment, compared to Euro 202.6 million, or 31.3 percent of our net sales in this segment, in the same period of 2012.

Cost of Sales. Cost of sales decreased by Euro 2.7 million, or 0.4 percent, to Euro 593.5 million in the three months ended September 30, 2013 from Euro 596.2 million in the same period of 2012. As a percentage of net sales, cost of sales decreased to 33.2 percent in the three months ended September 30, 2013 as compared to 33.4 percent in the same period of 2012 due to improved efficiencies in the production process. In the three months ended September 30, 2013, the average number of frames produced daily in our facilities increased to approximately 306,800 as compared to approximately 290,300 in the same period of 2012.

Gross Profit. Our gross profit increased by Euro 4.2 million, or 0.4 percent, to Euro 1,191.5 million in the three months ended September 30, 2013 from Euro 1,187.3 million for the same period of 2012. As a percentage of net sales, gross profit increased at 66.8 percent in the three months ended September 30, 2013 as compared to 66.6 percent for the same period of 2012, due to the factors noted above.

Operating Expenses. Total operating expenses decreased by Euro 5.1 million, or 0.5 percent, to Euro 936.4 million in the three months ended September 30, 2013 from Euro 941.5 million in the same

Table of Contents

period of 2012. As a percentage of net sales, operating expenses decreased to 52.5 percent in the three months ended September 30, 2013, from 52.8 percent in the same period of 2012.

Selling and advertising expenses (including royalty expenses) decreased by Euro 14.5 million, or 2.0 percent, to Euro 706.8 million in the three months ended September 30, 2013 from Euro 721.3 million in the same period of 2012. Selling expenses decreased by Euro 17.5 million, or 3.1 percent. Advertising expenses decreased by Euro 0.4 million, or 0.4 percent. Royalties increased by Euro 3.4 million, or 11.7 percent. As a percentage of net sales, selling and advertising expenses (including royalty expenses) were 39.6 percent in the three months ended September 30, 2013 and 40.4 percent in the same period of 2012. The decrease in selling and advertising expenses (including royalty expenses) in the third quarter of 2013 is mainly due to the foreign exchange impact from the weakening of many of currencies in which the Group records expenses in relation to the Euro, the Group's reporting currency.

General and administrative expenses, including intangible asset amortization increased by Euro 9.4 million, or 5.1 percent, to Euro 229.6 million in the three months ended September 30, 2013 as compared to Euro 220.2 million in the same period of 2012. As a percentage of net sales, general and administrative expenses were 12.9 percent in the three months ended September 30, 2013 as compared to 12.3 percent in the same period of 2012.

Income from Operations. For the reasons described above, income from operations increased by Euro 9.3 million, or 3.8 percent, to Euro 255.1 million in the three months ended September 30, 2013 from Euro 245.8 million in the same period of 2012. As a percentage of net sales, income from operations increased to 14.3 percent in the three months ended September 30, 2013 from 13.8 percent in the same period of 2012.

Other Income (Expense) Net. Other income (expense) net was Euro (23.2) million in the three months ended September 30, 2013 as compared to Euro (33.4) million in the same period of 2012. Net interest expense was Euro (22.4) million in the three months ended September 30, 2013 as compared to Euro (30.3) million in the same period of 2012. This reduction is primarily the result of the early pre-payment of a portion of the Group's outstanding long-term debt in 2013.

Net Income. Income before taxes increased by Euro 19.5 million, or 9.2 percent, to Euro 231.9 million in the three months ended September 30, 2013 from Euro 212.4 million in the same period of 2012, for the reasons described above. As a percentage of net sales, income before taxes increased to 13.0 percent in the three months ended September 30, 2013 from 11.9 percent in the same period of 2012.

Net income attributable to non-controlling interests in the three months ended September 30, 2013, increased to Euro 0.9 million from Euro 0.5 million in the three months ended September 30, 2012. The expected tax rate amounted to 36.0 percent in the three months ended September 30, 2013 as compared to 35.4 percent for the same period of 2012.

Net income attributable to Luxottica Group stockholders increased by Euro 10.8 million, or 7.9 percent, to Euro 147.6 million in the three months ended September 30, 2013 from Euro 136.7 million in the same period of 2012. Net income attributable to Luxottica Group stockholders as a percentage of net sales increased to 8.3 percent in the three months ended September 30, 2013 from 7.7 percent in the same period of 2012.

Basic and diluted earnings per share were Euro 0.31 in the three months ended September 30, 2013. In the same period of 2012 basic and diluted earnings per share were Euro 0.29.

Table of Contents

OUR CASH FLOWS

The following table sets forth for the periods indicated certain items included in our statements of consolidated cash flows included in Item 2 of this report.

(Amounts in thousands of Euro)		As of September 30, 2013 (unaudited)	As of September 30, 2012 (unaudited)
A)	Cash and cash equivalents at the beginning of the period	790,093	905,100
B)	Net cash provided by operating activities	679,885	718,667
C)	Cash used in investing activities	(341,129)	(312,417)
D)	Cash used in financing activities	(564,186)	(286,044)
E)	Effect of exchange rate changes on cash and cash equivalents	(26,946)	743
F)	Net change in cash and cash equivalents	(252,375)	120,949
G)	**Cash and cash equivalents at the end of the period**	**537,718**	**1,026,050**

Operating activities. Cash provided by operating activities was Euro 679.9 million and Euro 718.7 million for the first nine months of 2013 and 2012, respectively.

Depreciation and amortization were Euro 274.3 million in the first nine months of 2013 as compared to Euro 263.9 million in the same period of 2012.

Cash used in connection with accounts receivables was Euro (80.4) million in the first nine months of 2013, compared to Euro (103.7) million in the same period of 2012. This change was primarily due to an improvement in the timing of account collections in the first nine months of 2013 as compared to the same period of 2012. Cash generated/(used) in inventories was Euro 2.1 million in the first nine months of 2013 as compared to Euro (35.3) million in the same period of 2012. The change in inventories in the first nine months of 2012 was mainly due to new acquisitions starting in the second half of 2011. Cash used in accounts payable was Euro (64.7) million in the first nine months of 2013 compared to Euro (59.6) million in the same period of 2012. Cash generated/(used) in other assets and liabilities, risk funds and employee benefits was Euro (69.6) million and 2.9 million in the first nine months of 2013 and 2012, respectively. This change is mainly due to advance payments made to certain designers for future contracted minimum royalties in the first quarter of 2013 and to an increase in VAT receivables of certain Italian subsidiaries in the Group. Income taxes paid were Euro (238.5) million in the first nine months of 2013 as compared to Euro (152.4) million in the same period of 2012. This change was mainly due to the timing of tax payments made by the Group in various jurisdictions. Interest paid was Euro (63.3) million and Euro (86.2) million in the first nine months of 2013 and 2012, respectively.

Investing activities. Our cash used in investing activities was Euro (341.1) million for the first nine months of 2013 as compared to Euro (312.4) million for the same period in 2012. The cash used in investing activities in the first nine months of 2013 primarily consisted of (i) Euro (171.4) million in capital expenditures, (ii) Euro (66.9) million for the acquisition of intangible assets related to the creation of a new IT platform, (iii) Euro (59.7) million (net of cash acquired), mainly related to the acquisition of Alain Mikli International, (iv) Euro (45.0) million for the acquisition of 36.33% of the share capital of Salmoiraghi & Viganò. Cash used in investing activities in the first nine months of 2012 primarily consisted of (i) Euro (150.5) million in capital expenditures, (ii) Euro (80.7) million for the acquisition of intangible assets, (iii) Euro (52.2) million related to the acquisition of Tecnol, (iv) Euro (21.9) million related to the acquisition of Sun Planet and (v) Euro (7.1) related to other minor acquisitions.

Financing activities. Our cash provided by/(used) in financing activities for the first nine months of 2013 and 2012 was Euro (564.2) million and Euro (286.0) million, respectively. Cash provided by/(used in) financing activities for the first nine months of 2013 consisted primarily of (i) Euro (328.5) million used to repay short and long-term debt expiring during the first nine months of 2013, (ii) Euro (277.0) used to pay dividends and (iii) Euro 72.5 million related to the exercise of stock options. Cash provided by/(used in) financing activities for the first nine months of 2012 consisted primarily of (i) Euro 500.0 million related to the issuance of a new bond, (ii) Euro (532.4) million in cash used to repay short and long-term debt expiring during the first nine months of 2012, and (iii) Euro (231.9) million to pay dividends.

Table of Contents

OUR CONSOLIDATED STATEMENT OF FINANCIAL POSITION

ASSETS (Amounts in thousands of Euro)	September 30, 2013 (unaudited)	December 31, 2012 (audited)
CURRENT ASSETS:		
Cash and cash equivalents	537,718	790,093
Accounts receivable net	760,220	698,755
Inventories net	722,408	728,767
Other assets	242,743	209,250
Total current assets	**2,263,089**	**2,426,866**
NON-CURRENT ASSETS:		
Property, plant and equipment net	1,166,123	1,192,394
Goodwill	3,107,567	3,148,770
Intangible assets net	1,296,968	1,345,688
Investments	55,266	11,745
Other assets	145,287	147,036
Deferred tax assets	178,181	169,662
Total non-current assets	**5,949,392**	**6,015,294**
TOTAL ASSETS	**8,212,482**	**8,442,160**

LIABILITIES AND STOCKHOLDERS' EQUITY	September 30, 2013 (unaudited)	December 31, 2012 (audited)
CURRENT LIABILITIES:		
Short term borrowings	55,900	90,284
Current portion of long-term debt	4,032	310,072
Accounts payable	614,868	682,588
Income taxes payable	106,257	66,350
Short term provisions for risks and other charges	75,664	66,032
Other liabilities	563,076	589,658
Total current liabilities	**1,419,798**	**1,804,984**
NON-CURRENT LIABILITIES:		
Long-term debt	2,049,331	2,052,107
Employee benefits	83,486	191,710
Deferred tax liabilities	254,811	227,806
Long term provisions for risks and other charges	117,391	119,612
Other liabilities	60,866	52,702
Total non-current liabilities	**2,565,884**	**2,643,936**
STOCKHOLDERS' EQUITY:		
Luxottica Group stockholders' equity	4,217,899	3,981,372
Non-controlling interests	8,901	11,868
Total stockholders' equity	**4,226,800**	**3,933,240**

TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	**8,212,482**	**8,442,160**

As of September 30, 2013, total assets decreased by Euro 229.7 million to Euro 8,212.5 million, compared to Euro 8,442.2 million as of December 31, 2012.

Table of Contents

During the first nine months of 2013, non-current assets decreased by Euro 65.9 million due to decreases in intangible assets (including goodwill) of Euro 89.9 million, other assets of Euro 1.7 million and in property, plant and equipment of Euro 26.3 million and partially offset by increases in investments of Euro 43.5 million and deferred tax assets of Euro 8.5 million.

The decrease in intangible assets was due to amortization in the period of Euro 114.8 million and by the negative effects of foreign currency fluctuations from December 2012 to September 2013 of Euro 144.0 million. This amount was partially offset by capitalized software and other intangible asset additions of Euro 66.7 million and Euro 90.2 million related to the acquisitions that occurred in the first nine months of 2013. The increase in investments is due to the acquisition on March 25, 2013 of 36.33% of the share capital of Salmoiraghi and Viganò for Euro 45.0 million.

The decrease in property, plant and equipment was due to the addition of Euro 171.8 million and Euro 3.7 million related to acquisitions made in the first nine months of 2013 which were more than offset by depreciation and disposals in the period of Euro 159.5 million and Euro 5.9 million, respectively, as well as by negative currency fluctuation effects of Euro 31.2 million.

As of September 30, 2013 as compared to December 31, 2012:

Accounts receivable increased by Euro 61.5 million, primarily due to the increase in net sales during the first nine months of 2013 which were offset by collections that occurred in the period (in line with the seasonality of the Group's business which is generally characterized by higher sales in the first half of the year and collection of the related receivables in the second half of the year);

Other current assets increased by Euro 33.5 million which was mainly due to advance payments made in the first quarter of 2013 for future contracted royalties as well as to an increase in VAT receivables of certain Italian subsidiaries in the Group;

Current taxes payable increased by Euro 39.9 million due to the timing of tax payments made by the Group in various jurisdictions as well as an increase in taxes payable due to the Group's favorable results;

Short-term provision for risks and other charges increased by Euro 9.6 million primarily due to a restructuring of the newly acquired Alain Mikli business;

Employee benefits decreased by Euro 108.2 million which was primarily due to an increase in the discount rate used to determine employee benefits liabilities.

Our net financial position as of September 30, 2013 and December 31, 2012 was as follows:

(Amounts in thousands of Euro)	**September 30, 2013 (unaudited)**	**December 31, 2012 (audited)**
Cash and cash equivalents	537,718	790,093
Bank overdrafts	(55,900)	(90,284)
Current portion of long-term debt	(4,032)	(310,072)
Long-term debt	(2,049,331)	(2,052,107)
Total	**(1,571,545)**	**(1,662,369)**

Bank overdrafts consist of the utilized portion of short-term uncommitted revolving credit lines borrowed by various subsidiaries of the Group.

As of September 30, 2013, Luxottica together with our wholly-owned Italian subsidiaries, had credit lines aggregating Euro 332.0 million. The interest rate is a floating rate of EURIBOR plus a margin on average of approximately 0.9 percent. At September 30, 2013, Euro 33.9 million was utilized under these credit lines.

Table of Contents

As of September 30, 2013, our wholly-owned subsidiary Luxottica U.S. Holdings Corp. maintained unsecured lines of credit with an aggregate maximum availability of Euro 96.3 million (USD 130 million converted at applicable exchange rate at September 30, 2013). The interest is at a floating rate of approximately LIBOR plus 50 basis points. At September 30, 2013, Euro 5.8 million was utilized under these credit lines.

4. RELATED PARTY TRANSACTIONS

Our related party transactions are neither atypical nor unusual and occur in the ordinary course of our business. Management believes that these transactions are fair to the Company. For further details regarding related party transactions, please refer to Note 29 to the Condensed Consolidated Financial Statements as of September 30, 2013 (unaudited).

5. SUBSEQUENT EVENTS

For further details regarding subsequent events, please refer to Note 36 to the Condensed Consolidated Financial Statements as of September 30, 2013 (unaudited).

6. 2013 OUTLOOK

The financial results reported for the first nine months of 2013 lead management to an optimistic outlook for the full fiscal year primarily driven by the strong performance of the Group's brand portfolio.

7. OTHER INFORMATION

On January 29, 2012 the Company elected to avail itself of the options provided by Article 70, Section 8, and Article 71, Section 1-bis, of CONSOB Issuers' Regulations and, consequently, will no longer comply with the obligation to make available to the public an information memorandum in connection with transactions involving significant mergers, spin-offs, increases in capital through contributions in kind, acquisitions and disposals.

NON-IFRS MEASURES

Adjusted measures

This Management Report utilizes certain performance measures that are not in accordance with IFRS. Such non-IFRS measures are not meant to be considered in isolation or as a substitute for items appearing on our financial statements prepared in accordance with IFRS. Rather, these non-IFRS measures should be used as a supplement to IFRS results to assist the reader in better understanding our operational performance.

Such measures are not defined terms under IFRS and their definitions should be carefully reviewed and understood by investors. Such non-IFRS measures are explained in detail and reconciled to their most comparable IFRS measures below.

In order to provide a supplemental comparison of current period results of operations to prior periods, we have adjusted for certain non-recurring transactions or events.

We have made such adjustments to the following measures: operating income and operating margin, EBITDA, EBITDA margin, net income and earnings per share by excluding non-recurring costs related to the reorganization of the Alain Mikli business of Euro 9.0 million (Euro 5.9 million net of tax) for the nine-month period ended September 30, 2013.

In addition, we made adjustments to certain 2012 measures as shown for comparative purposes as described in the footnotes to the tables that contain such 2012 data.

Table of Contents

The Group believes that these adjusted measures are useful to both management and investors in evaluating the Group's operating performance compared with that of other companies in its industry because they exclude the impact of non-recurring items that are not deemed relevant to the Group's operating performance.

The adjusted measures referenced above are not measures of performance in accordance with International Financial Reporting Standards as issued by the International Accounting Standards Board (IFRS). We include these adjusted comparisons in this presentation in order to provide a supplemental view of operations that excludes items that are unusual, infrequent or unrelated to our ongoing core operations.

See the tables below for a reconciliation of the adjusted measures discussed above to their most directly comparable IFRS financial measures or, in the case of adjusted EBITDA, to EBITDA, which is also a non-IFRS measure. For a reconciliation of EBITDA to its most directly comparable IFRS measure, see the pages following the tables below:

Non-IAS/IFRS Measure: Reconciliation between reported and adjusted P&L items

Luxottica Group	9M13								
Millions of Euro	**Net sales**	**EBITDA**	**EBITDA Margin**	**Operating Income**	**Operating Margin**	**Income before provision for income taxes**	**Net Income**	**Basic EPS**	**Diluted EPS**
Reported	**5,666.7**	**1,165.9**	**20.6%**	**891.6**	**15.7%**	**816.5**	**518.8**	**1.10**	**1.09**
> Adjustment for Mikli restructuring		9.0	0.2%	9.0	0.2%	9.0	5.9	0.01	0.01
Adjusted	**5,666.7**	**1,174.9**	**20.7%**	**900.6**	**15.9%**	**825.5**	**524.7**	**1.11**	**1.10**

	9M12								
	Net sales	**EBITDA**	**EBITDA Margin**	**Operating Income**	**Operating Margin**	**Income before provision for income taxes**	**Net Income**	**Basic EPS**	**Diluted EPS**
Reported	**5,453.8**	**1,072.9**	**19.7%**	**809.1**	**14.8%**	**714.0**	**459.4**	**0.99**	**0.99**
> Adjustment for OPSM reorganization		21.7	0.4%	21.7	0.4%	21.7	15.2	0.03	0.02
Adjusted	**5,453.8**	**1,094.7**	**20.1%**	**830.8**	**15.2%**	**735.8**	**474.6**	**1.02**	**1.01**

EBITDA and EBITDA margin

EBITDA represents net income attributable to Luxottica Group stockholders, before non-controlling interest, provision for income taxes, other income/expense, depreciation and amortization. EBITDA margin means EBITDA divided by net sales. We believe that EBITDA is useful to both management and investors in evaluating our operating performance compared with that of other companies in our industry. Our calculation of EBITDA allows us to compare our operating results with those of other companies without giving effect to financing, income taxes and the accounting effects of capital spending, which items may vary for different companies for reasons unrelated to the overall operating performance of a company's business.

EBITDA and EBITDA margin are not measures of performance under IFRS. We include them in this Management Report in order to:

- improve transparency for investors;

assist investors in their assessment of the Group's operating performance and its ability to refinance its debt as it matures and incur additional indebtedness to invest in new business opportunities;

Table of Contents

- assist investors in their assessment of the Group's cost of debt;
- ensure that these measures are fully understood in light of how the Group evaluates its operating results and leverage;
- properly define the metrics used and confirm their calculation; and
- uniformly share these measures with all investors.

EBITDA and EBITDA margin are not meant to be considered in isolation or as a substitute for items appearing in our financial statements prepared in accordance with IFRS. Rather, these non-IFRS measures should be used as a supplement to IFRS results to assist the reader in better understanding the operational performance of the Group.

The Group cautions that these measures are not defined terms under IFRS and their definitions should be carefully reviewed and understood by investors.

Investors should be aware that our method of calculating EBITDA may differ from methods used by other companies. We recognize that the usefulness of EBITDA has certain limitations, including:

- EBITDA does not include interest expense. Because we have borrowed money in order to finance our operations, interest expense is a necessary element of our costs and ability to generate profits and cash flows. Therefore, any measure that excludes interest expense may have material limitations;
- EBITDA does not include depreciation and amortization expense. Because we use capital assets, depreciation and amortization expense is a necessary element of our costs and ability to generate profits. Therefore, any measure that excludes depreciation and amortization expense may have material limitations;
- EBITDA does not include provision for income taxes. Because the payment of income taxes is a necessary part of our costs, any measure that excludes tax expense may have material limitations;
- EBITDA does not reflect cash expenditures or future requirements for capital expenditures or contractual commitments;
- EBITDA does not reflect changes in, or cash requirements for, working capital needs;
- EBITDA does not allow us to analyze the effect of certain recurring and non-recurring items that materially affect our net income or loss.

We compensate for the foregoing limitations by using EBITDA as a comparative tool, together with IFRS measurements, to assist in the evaluation of our operating performance and leverage. The following

Table of Contents

table provides a reconciliation of EBITDA to net income, which is the most directly comparable IFRS financial measure, as well as the calculation of EBITDA margin on net sales:

Non-IAS/IFRS Measure: EBITDA and EBITDA margin

Millions of Euro	3Q 2012	3Q 2013	9M 2012	9M 2013	FY 2012	LTM September 30, 2013
Net income/(loss)	136.7	147.6	459.4	518.8	534.4	593.8
(+) Net income attributable to non-controlling interest	0.5	0.9	3.6	3.8	4.2	4.4
(+) Provision for income taxes	75.2	83.4	251.0	293.9	305.9	348.8
(+) Other (income)/expense	33.4	23.2	95.0	75.1	125.7	105.8
(+) Depreciation and amortization	93.2	91.8	263.9	274.3	358.3	368.6
(+)						
EBITDA	339.0	346.9	1,072.9	1,165.9	1,328.4	1,421.4
(=) Net sales	1,783.5	1,785.0	5,453.8	5,666.7	7,086.1	7,299.0
(/) EBITDA margin	19.0%	19.4%	19.7%	20.6%	18.7%	19.5%
(=)						

Table of Contents

Non-IAS/IFRS Measure: *Adjusted* EBITDA and *Adjusted* EBITDA margin

Millions of Euro	3Q 2012	3Q 2013	9M 2012[2]	9M 2013[1]	FY 2012[3]	LTM September 30, 2013[1][2][3]
Adjusted net income/(loss)	136.7	147.6	474.6	524.7	559.6	609.7
(+) Net income attributable to non-controlling interest	0.5	0.9	3.6	3.8	4.2	4.4
(+) Adjusted provision for income taxes	75.2	83.4	257.5	297.0	302.4	341.9
(+) Other (income)/expense	33.4	23.2	95.0	75.1	125.7	105.8
(+) Depreciation and amortization	93.2	91.8	263.9	274.3	358.3	368.6
(+)						
Adjusted EBITDA	339.0	346.9	1,094.7	1,174.9	1,350.1	1,430.3
(=) Net sales	1,783.5	1,785.0	5,453.8	5,666.7	7,086.1	7,299.0
(/)						
Adjusted EBITDA margin	19.0%	19.4%	20.1%	20.7%	19.1%	19.6%
(=)						

The adjusted figures exclude the following:

(1) non-recurring restructuring costs relating to the Alain Mikli acquisition with an approximately Euro 9 million impact on operating income and an approximately Euro 6 million adjustment to net income.

(2) non-recurring OPSM reorganization costs with an approximately Euro 22 million impact on operating income and an approximately Euro 15 million adjustment to net income.

(3)

(a) non-recurring OPSM reorganization costs with an approximately Euro 22 million impact on operating income and an approximately Euro 15 milion adjustment to net income; and

(b) non-recurring accrual for the tax audit relating to Luxottica S.r.l. (fiscal year 2007) of approximately Euro 10 million.

Free Cash Flow

Free cash flow represents net income before non controlling interests, taxes, other income/expense, depreciation and amortization (i.e., EBITDA) plus or minus the decrease/(increase) in working capital over the period, less capital expenditures, plus or minus interest income/(expense) and extraordinary items, minus taxes paid. We believe that free cash flow is useful to both management and investors in evaluating our operating performance compared with other companies in our industry. In particular, our calculation of free cash flow provides a clearer picture of our ability to generate net cash from operations, which is used for mandatory debt service requirements, to fund discretionary investments, pay dividends or pursue other strategic opportunities.

Free cash flow is not a measure of performance under IFRS. We include it in this Management Report in order to:

Improve transparency for investors;

Assist investors in their assessment of our operating performance and our ability to generate cash from operations in excess of our cash expenses;

Ensure that this measure is fully understood in light of how we evaluate our operating results;

Table of Contents

Properly define the metrics used and confirm their calculation; and

Uniformly share this measure with all investors.

Free cash flow is not meant to be considered in isolation or as a substitute for items appearing on our financial statements prepared in accordance with IFRS. Rather, this non-IFRS measure should be used as a supplement to IFRS results to assist the reader in better understanding the operational performance of the Group.

The Group cautions that this measure is not a defined term under IFRS and its definition should be carefully reviewed and understood by investors.

Investors should be aware that our method of calculation of free cash flow may differ from methods used by other companies. We recognize that the usefulness of free cash flow as an evaluative tool may have certain limitations, including:

The manner in which we calculate free cash flow may differ from that of other companies, which limits its usefulness as a comparative measure;

Free cash flow does not represent the total increase or decrease in the net debt balance for the period since it excludes, among other things, cash used for funding discretionary investments and to pursue strategic opportunities during the period and any impact of exchange rate changes; and

Free cash flow can be subject to adjustment at our discretion if we take steps or adopt policies that increase or diminish our current liabilities and/or changes to working capital.

We compensate for the foregoing limitations by using free cash flow as one of several comparative tools, together with IFRS measurements, to assist in the evaluation of our operating performance.

The following table provides a reconciliation of free cash flow to EBITDA and the table above provides a reconciliation of EBITDA to net income, which is the most directly comparable IFRS financial measure:

Non-IFRS Measure: Free cash flow

(Amounts in millions of Euro)	**9M 2013**
EBITDA[(1)]	**1,175**
Δ working capital	(129)
Capex	(235)
Operating cash flow	**810**
Financial charges[(2)]	(70)
Taxes	(238)
Other net[(3)]	(3)
Free cash flow	**498**

(Amounts in millions of Euro)	**3Q 2013**

EBITDA[1]	**347**
Δ working capital	122
Capex	(81)
Operating cash flow	**388**
Financial charges[2]	(22)
Taxes	(71)
Other net[3]	
Free cash flow	**295**

(1) EBITDA is not an IFRS measure; please see table on the earlier page for a reconciliation of EBITDA to net income.

(2) Equals interest income minus interest expense.

(3) Equals extraordinary income minus extraordinary expense.

20

Table of Contents

Net debt to EBITDA ratio

Net debt represents the sum of bank overdrafts, the current portion of long-term debt and long-term debt, less cash. EBITDA represents net income before non-controlling interest, taxes, other income/expense, depreciation and amortization. The Group believes that EBITDA is useful to both management and investors in evaluating the Group's operating performance compared with that of other companies in its industry. Our calculation of EBITDA allows us to compare our operating results with those of other companies without giving effect to financing, income taxes and the accounting effects of capital spending, which items may vary for different companies for reasons unrelated to the overall operating performance of a company's business. The ratio of net debt to EBITDA is a measure used by management to assess the Group's level of leverage, which affects our ability to refinance our debt as it matures and incur additional indebtedness to invest in new business opportunities. The ratio also allows management to assess the cost of existing debt since it affects the interest rates charged by the Company's lenders.

EBITDA and the ratio of net debt to EBITDA are not measures of performance under International Financial Reporting Standards as issued by the International Accounting Standards Board (IFRS).

We include them in this Management Report in order to:

- improve transparency for investors;
- assist investors in their assessment of the Group's operating performance and its ability to refinance its debt as it matures and incur additional indebtedness to invest in new business opportunities;
- assist investors in their assessment of the Group's cost of debt;
- ensure that these measures are fully understood in light of how the Group evaluates its operating results and leverage;
- properly define the metrics used and confirm their calculation; and
- share these measures with all investors at the same time.

EBITDA and the ratio of net debt to EBITDA are not meant to be considered in isolation or as a substitute for items appearing on our financial statements prepared in accordance with IFRS. Rather, these non-IFRS measures should be used as a supplement to IFRS results to assist the reader in better understanding the operational performance of the Group.

The Group cautions that these measures are not defined terms under IFRS and their definitions should be carefully reviewed and understood by investors.

Investors should be aware that Luxottica Group's method of calculating EBITDA and the ratio of net debt to EBITDA may differ from methods used by other companies.

The Group recognizes that the usefulness of EBITDA and the ratio of net debt to EBITDA as evaluative tools may have certain limitations, including:

- EBITDA does not include interest expense. Because we have borrowed money in order to finance our operations, interest expense is a necessary element of our costs and ability to generate profits and cash flows. Therefore, any measure that excludes interest expense may have material limitations;
- EBITDA does not include depreciation and amortization expense. Because we use capital assets, depreciation and amortization expense is a necessary element of our costs and ability to generate profits. Therefore, any measure that excludes depreciation and amortization expense may have material limitations;

Table of Contents

EBITDA does not include provision for income taxes. Because the payment of income taxes is a necessary element of our costs, any measure that excludes tax expense may have material limitations;

EBITDA does not reflect cash expenditures or future requirements for capital expenditures or contractual commitments;

EBITDA does not reflect changes in, or cash requirements for, working capital needs;

EBITDA does not allow us to analyze the effect of certain recurring and non-recurring items that materially affect our net income or loss; and

The ratio of net debt to EBITDA is net of cash and cash equivalents, restricted cash and short-term investments, thereby reducing our debt position.

Because we may not be able to use our cash to reduce our debt on a dollar-for-dollar basis, this measure may have material limitations. We compensate for the foregoing limitations by using EBITDA and the ratio of net debt to EBITDA as two of several comparative tools, together with IFRS measurements, to assist in the evaluation of our operating performance and leverage.

See the table below for a reconciliation of net debt to long-term debt, which is the most directly comparable IFRS financial measure, as well as the calculation of the ratio of net debt to EBITDA. For a reconciliation of EBITDA to its most directly comparable IFRS measure, see the table on the earlier page.

Non-IFRS Measure: Net debt and Net debt/EBITDA

(Amounts in millions of Euro)	**9M 2013**	**FY 2012**
Long-term debt (+)	2,049.3	2,052.1
Current portion of long-term debt (+)	4.0	310.1
Bank overdrafts (+)	55.9	90.3
Cash (-)	(537.7)	(790.1)
Net debt (=)	1,571.5	1,662.4
LTM EBITDA	1,421.4	1,328.4
Net debt/EBITDA	1.1x	1.3x
Net debt @ avg. exchange rates(1)	1,585.7	1,679.0
Net debt @ avg. exchange rates(1)/EBITDA	1.1x	1.3x

(1) Net debt figures are calculated using the average exchange rates used to calculate the EBITDA figures.

Table of Contents

Non-IFRS Measure: Net debt and Net debt/*Adjusted* EBITDA

(Amounts in millions of Euro)	9M 2013[2]	FY 2012[3]
Long-term debt (+)	2,049.3	2,052.1
Current portion of long-term debt (+)	4.0	310.1
Bank overdrafts (+)	55.9	90.3
Cash (-)	(537.7)	(790.1)
Net debt (=)	1,571.5	1,662.4
LTM Adjusted EBITDA	1,430.4	1,350.1
Net debt/LTM Adjusted EBITDA	1.1x	1.2x
Net debt @ avg. exchange rates[1]	1,585.7	1,679.0
Net debt @ avg. exchange rates[1]/LTM EBITDA	1.1x	1.2x

(1) Net debt figures are calculated using the average exchange rates used to calculate the EBITDA figures.

(2) The adjusted figures exclude non-recurring Alain Mikli restructuring costs with an approximately Euro 9 million impact on operating income and an approximately Euro 6 million adjustment to net income.

(3) Adjusted figures exclude the following:

(a) non-recurring OPSM reorganization costs with an approximately Euro 22 million impact on operating income and an approximately Euro 15 million adjustment to net income; and

(b) non-recurring accrual for the tax audit relating to Luxottica S.r.l. (fiscal year 2007) of approximately Euro 10 million.

FORWARD-LOOKING INFORMATION

Throughout this report, management has made certain "forward-looking statements" as defined in the Private Securities Litigation Reform Act of 1995 which are considered prospective. These statements are made based on management's current expectations and beliefs and are identified by the use of forward-looking words and phrases such as "plans," "estimates," "believes" or "belief," "expects" or other similar words or phrases.

Such statements involve risks, uncertainties and other factors that could cause actual results to differ materially from those which are anticipated. Such risks and uncertainties include, but are not limited to, our ability to manage the effect of the uncertain current global economic conditions on our business, our ability to successfully acquire new businesses and integrate their operations, our ability to predict future economic conditions and changes in consumer preferences, our ability to successfully introduce and market new products, our ability to maintain an efficient distribution network, our ability to achieve and manage growth, our ability to negotiate and maintain favorable license arrangements, the availability of correction alternatives to prescription eyeglasses, fluctuations in exchange rates, changes in local conditions, our ability to protect our proprietary rights, our ability to maintain our relationships with host stores, any failure of our information technology, inventory and other asset risk, credit risk on our accounts, insurance risks, changes in tax laws, as well as other political, economic, legal and technological factors and other risks and uncertainties described in our filings with the U.S. Securities and Exchange Commission. These forward-looking statements are made as of the date hereof, and we do not assume any obligation to update them.

Table of Contents

ITEM 2. FINANCIAL STATEMENTS

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

(Amounts in thousands of Euro)	Note reference	September 30, 2013 (unaudited)	Of which related parties (note 29)	December 31, 2012 (audited and restated(*))	Of which related parties (note 29)
ASSETS					
CURRENT ASSETS:					
Cash and cash equivalents	6	537,718		790,093	
Accounts receivable	7	760,220	12,646	698,755	1,248
Inventories	8	722,408		728,767	
Other assets	9	242,743	10	209,250	13
Total current assets		**2,263,089**	**12,656**	**2,426,866**	**1,261**
NON-CURRENT ASSETS:					
Property, plant and equipment	10	1,166,123		1,192,394	
Goodwill	11	3,107,567		3,148,770	
Intangible assets	11	1,296,968		1,345,688	
Investments	12	55,266	47,575	11,745	4,265
Other assets	13	145,287	828	147,036	2,832
Deferred tax assets	14	178,181		169,662	
Total non-current assets		**5,949,392**	**48,403**	**6,015,294**	**7,097**
TOTAL ASSETS		**8,212,482**	**61,059**	**8,442,160**	**8,358**
LIABILITIES AND STOCKHOLDERS' EQUITY					
CURRENT LIABILITIES:					
Short-term borrowings	15	55,900		90,284	
Current portion of long-term debt	16	4,032		310,072	