Essilorluxottica société anonyme annual report

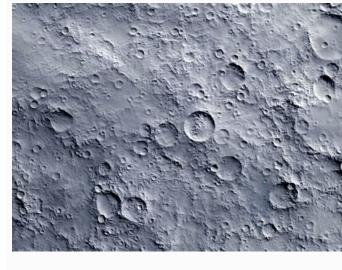
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Second-Quarter and First-Half 2022 ResultsConference Call Invitation Mr Francesco Milleri, Chairman and Chief Executive Officer, Mr Paul du Saillant, Deputy Chief Executive Officer, Mr Stefano Grassi, Chief Financial Officer, and Mr Giorgio Iannella, Head of Investor Relations, have the pleasure of inviting you to our Second-Quarter and First-Half 2022 Results Conference Call on: Friday, July 29, 2022, at 10:30 am CEST Dial-in access telephone numbers: Australia: 02 8417 2995Brazil: 213 500 1593Can Dec 2019 Jun 2020 Dec 2020 Jun 2021 Dec 2021 '17 '18 '19 '20 '21 Dec 2021 5-quarter trend Net Income Growth + 37.36% EBITDA + 4.96 B Show: All numbers in thousandsNet Non Operating Interest Income ExpenseNet Income Common StockholdersDiluted NI Available to Com StockholdersTotal Operation Reconciled Cost of RevenueNet Income from Continuing & Discontinuing Continuing & Discontinuing Continuing Continuing Continuing & Discontinuing & Discontinuing Continuing Continuing Continuing Continuing Continuing & Discontinuing & Discontinuing Continuing N.V. announced that EssilorLuxottica S.A. and HAL Optical Investments B.V. had reached an agreement for the sale of HAL's 76.72% ownership interest in GrandVision (the 'Block Trade Agreement, EssilorLuxottica announced its intention to acquire full ownership of GrandVision for a cash purchase price of EUR 28.00 per share. The price increased by 1.5% to EUR 28.42 after 12 months from the announcement date on 31 July, 2020. GrandVision supports the Transaction between EssilorLuxottica and HAL is subject to various conditions, including obtaining anti-trust clearance. The Transaction is expected to close within 12 to 24 months of the announcement date of 31 July, 2019. After the Transaction has been successfully concluded, EssilorLuxottica will launch a mandatory cash public offer (the 'Mandatory Public Offer') for all outstanding shares in the Company, in accordance with the applicable Dutch public offer rules. Transaction structure at a price per share of EUR 28.00 payable in cash. The price increased by 1.5% to EUR 28.42 after 12 months from the announcement date on 31 July, 2020. Prior to the closing of the Transaction, GrandVision is permitted to pay dividends of up to EUR 0.35 per share for 2019 and EUR 0.37 per share for 2020 (or, in each case, 40% of net results if lower) without adjustment to the purchase price under the Block Trade Agreement. Conditions and terminationThe Transaction is subject to, among other things, approval from various anti-trust authorities and other third parties. EssilorLuxottica has committed to consent to any remedies, which may materially adversely affect the value of the combination of EssilorLuxottica and GrandVision as a whole, materially affect the strategic rationale of the Transaction, or otherwise impose an unreasonable burden on either EssilorLuxottica or GrandVision. In addition to the approvals mentioned above, the Transaction is subject to various other conditions including completion of mandatory consultation procedures with employee representative bodies, performance of the parties' obligations under the Block Trade Agreement, and the appointment conditional upon closing of four EssilorLuxottica nominees to the Supervisory Board. In case of termination of the Transaction as a result of (i) failure to satisfy the condition to obtain approval from the relevant regulatory authorities by 30 July, 2021 (the 'Long Stop Date') or (ii) a breach of the agreement or a breach of warranties by EssilorLuxottica resulting in any closing conditions not being met, EssilorLuxottica shall pay termination compensation in the amount of EUR 400 million to HAL. HAL and GrandVision have agreed the after-tax amount of such termination compensation shall be contributed as a result of the net debt of GrandVision. In case the agreement is terminated as a result of the net debt of GrandVision being more than EUR 993 million at closing, HAL shall pay to EssilorLuxottica termination compensation in the amount of EUR 100 million. HAL and GrandVision have agreed that, upon demand by HAL, GrandVision will pay such terminated as a result of a superior third party offer for the shares in GrandVision. Support agreementWhile the Transaction is between HAL and EssilorLuxottica, EssilorLuxottica has requested GrandVision's support for the Transaction and EssilorLuxottica acquiring control. Together with external advisors, GrandVision reviewed the strategic, social, financial, legal and operational consequences of the proposed Transaction for GrandVision and its various stakeholders, and ING has issued a fairness opinion to the Management Board and Supervisory Board. On the basis of such review, the Management Board and Supervisory Board have concluded that providing supports the ongoing, sustainable success of the business and is in the interest of GrandVision and its stakeholders. Mel Groot, HAL's representative on the Supervisory Board of GrandVision, did not partake in any deliberations or decision-making in relation to the Transaction. In addition to a general commitment to support the Transaction, GrandVision more specifically agreed to cooperate with EssilorLuxottica in connection with (i) the anti-trust clearance process (including by offering certain remedies in order to obtain anti-trust clearance), (ii) the required filings for the Mandatory Public Offer, (iii) the financing of the Transaction (including the refinancing of GrandVision's existing debt), (iv) consultation procedures with employee representative bodies, (v) convening a general meeting in which EssilorLuxottica's nominees for the Supervisory Board can be conditionally appointed, and (vi) accepting certain restrictions in GrandVision and EssilorLuxottica have each agreed to abstain from performing any actions that would reasonably be expected to materially prejudice or render more difficult closing of the Transaction. GrandVision believes it has considerable flexibility to continue executing its strategy as communicated during its September 2018 Capital Markets Day. After closing of the Transaction and the Mandatory Public Offer, Essilor Luxottica intends to terminate GrandVision's listing on Euronext Amsterdam and to acquire 100% of the shares of GrandVision pursuant to statutory buy-out proceedings or to obtain full ownership of GrandVision acknowledges and agrees that it will be desirable that following the closing of the Transaction, EssilorLuxottica acquires full ownership of GrandVision and its business and has agreed that the Management Board and Supervisory Board will reasonably consider any related party transactions that are not in the ordinary course or at arm's length terms require the affirmative vote of at least one independent member of the GrandVision Supervisory Board. Such affirmative vote will be required until EssilorLuxottica has furthermore agreed not to acquire any GrandVision shares or other securities before the launch of the Mandatory Public Offer. Corporate governance It is envisaged that upon successful completion of the Transaction and until the earlier of EssilorLuxottica acquiring full ownership or initiating statutory buy-out proceedings, the GrandVision Supervisory Board will be composed of four members, to be identified by EssilorLuxottica and two current members of GrandVision's Supervisory Board. Kees van der Graaf will continue to serve as Chairman of the Supervisory Board. EssilorLuxottica has expressed strong respect and appreciation for the current management team, and Stephan Borchert and Willem Eelman are committed to remain as CEO and CFO of GrandVision post-closing of the Transaction and the subsequent Mandatory Offer. Timetable and mandatory public offerEssilorLuxottica and GrandVision will work together to obtain all necessary merger clearances. It is expected that it will take approximately 12 to 24 months before closing of the Transaction. At the 2020 Annual General Meeting of Shareholders, GrandVision proposed the appointment will be effective upon and subject to closing of the Transaction. After closing of the Transaction and because EssilorLuxottica will obtain an ownership interest in excess of 30%, EssilorLuxottica will have the obligation to make a Mandatory Public Offer will be determined in accordance with Dutch law and will be at a minimum the price per share paid to HAL pursuant to the Block Trade Agreement (as it may be adjusted in accordance with the Block Trade Agreement). Settlement of the Mandatory Public Offer is expected to take place approximately six months after closing. For further details on the Block Trade Agreement, please refer to the press release published on 31 July, 2019 online at GrandVision.com in the 'News' section. Transaction status GrandVision continues to support Essilor Luxottica with the shared objective to obtain regulatory approval for the closure of the acquisition by Essilor Luxottica with the shared objective to obtain regulatory approval for the closure of the acquisition by Essilor Luxottica with the shared objective to obtain regulatory approval for the closure of the acquisition by Essilor Luxottica with the shared objective to obtain regulatory approval for the closure of the acquisition by Essilor Luxottica with the shared objective to obtain regulatory approval for the closure of the acquisition by Essilor Luxottica with the shared objective to obtain regulatory approval for the closure of the acquisition by Essilor Luxottica with the shared objective to obtain regulatory approval for the closure of the acquisition by Essilor Luxottica with the shared objective to obtain regulatory approval for the closure of the acquisition by Essilor Luxottica with the shared objective to obtain regulatory approval for the closure of the acquisition by Essilor Luxottica with the shared objective to obtain regulatory approval for the closure of the acquisition by Essilor Luxottica with the shared objective to obtain regulatory approval for the closure of the acquisition by Essilor Luxottica with the shared objective to obtain regulatory approval for the closure of the acquisition approximate the closure of t cleared so far in the U.S., Colombia, Brazil, Mexico and Russia and is currently under review in the European Union, Chile, and Turkey. These merger clearance proceedings on 18 July, 2020, EssilorLuxottica initiated summary proceedings before the District Court of Rotterdam demanding that GrandVision provides EssilorLuxottica additional information in relation to GrandVision's actions to mitigate the impact of the COVID-19 pandemic on its business. On 24 August, 2020, the District Court dismissed all claims made by EssilorLuxottica has appealed the decision of the District Court. On 22 February, 2021, the public hearing in this appeal case was held at the Amsterdam Court of Appeal. The Amsterdam Court of Appeal has indicated it expects to render its decision on 6 April 2021. Arbitration proceedings against Essilor Luxottica in connection with the material breach notice Essilor Luxottica had sent to GrandVision. These proceedings are currently ongoing. They are confidential and non-public.

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