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2005

Minimum rent

204,406

208,134

224,913

Contingent rent

4,883

15,051

57,776

Sublease income

(44,739

)

(49,247

)

(27,645

)

164,550

173,938

255,044

132

Future minimum annual rental commitments for operating leases are as follows (thousands of Euro):

YEARS ENDING DECEMBER 31,	
2006	209,934
2007	173,425
2008	137,466
2009	106,979
2010	76,740
Thereafter	186,170
Total	890,714

Guarantees

The United States Shoe Corporation, a wholly owned subsidiary of the Company, remains contingently liable on seven store leases in the United Kingdom. These leases were previously transferred to third parties. The third parties have assumed all future obligations of the leases from the date each agreement was signed. However, under the common law of the United Kingdom, the lessor still has the right to seek payment of certain amounts from the Company if unpaid by the new obligor. If the Company is required to pay under these guarantees, it has the right to recover amounts from the new obligor. These leases will expire during various years until December 31, 2015. At December 31, 2005, the maximum amount for which the Company's subsidiary is contingently liable is Euro 10.6 million.

Cole has guaranteed future minimum lease payments for certain store locations leased directly by franchisees. These guarantees aggregated approximately Euro 7.3 million at December 31, 2005. Performance under a guarantee by the Company is triggered by default of a franchisee on its lease commitment. Generally, these guarantees also extend to payments of taxes and other expenses payable under the leases, the amounts of which are not readily quantifiable. The terms of these guarantees range from one to ten years. Many are limited to periods less than the full term of the lease involved. Under the terms of the guarantees, Cole has the right to assume the primary obligation and begin operating the store. In addition, as part of the franchise agreements, Cole may recover any amounts paid under the guarantee from the defaulting franchisee. The Company has accrued a liability at December 31, 2005 for the estimates of the fair value of the Company's obligations from guarantees entered into or modified after December 31, 2002, using an expected present value calculation. Such amount is immaterial to the consolidated financial statements as of December 31, 2004 and 2005.

Credit Facilities

As of December 31, 2004 and 2005 Luxottica Group had unused short-term lines of credit of approximately Euro 365.8 million and Euro 457.2 million, respectively.

The Company and its wholly-owned Italian subsidiary Luxottica S.r.l. maintain unsecured lines of credit with primary banks for an aggregate maximum credit of Euro 490.9 million. These lines of credit are renewable annually, can be cancelled at short notice and have no commitment fees. At December 31, 2005, these credit lines were utilized for Euro 144.3 million.

US Holdings maintains four unsecured lines of credit with four separate banks for an aggregate maximum credit of Euro 108.1 million (US Dollar 128 million). These lines of credit are renewable annually, can be cancelled at short notice and have no commitment fees.

At December 31, 2005, there were no amounts outstanding and Euro 37.2 million in aggregate face amount of standby letters of credit outstanding under these lines of credit (see below).

The blended average interest rate on these lines of credit is approximately LIBOR plus 0.25 percent.

Outstanding Standby Letters of Credit

A U.S. subsidiary has obtained various standby letters of credit from banks that aggregated Euro 35.6 million and Euro 48 million as of December 31, 2004 and 2005, respectively. Most of these letters of credit are used for security in risk management contracts or as security on store leases. Most contain evergreen clauses under which the letter is automatically renewed unless the bank is notified not to renew. Substantially all the fees associated with maintaining the letters of credit fall within the range of 0.60 percent and 0.80 percent annually.

Litigation

In May and June 2001, certain former stockholders of Sunglass Hut International, Inc. (SGHI) commenced actions in the U.S. District Court for the Eastern District of New York against the Company and its acquisition subsidiary formed to acquire SGHI on behalf of a purported class of former SGHI stockholders. These actions were subsequently consolidated into a single amended consolidated class action complaint, which alleged, among other claims, that the defendants violated certain provisions of U.S. securities laws and the rules thereunder, in connection with the acquisition of SGHI in a tender offer and second-step merger. The plaintiffs' principal claim was that certain payments to James Hauslein, the former Chairman of SGHI, under a consulting, non-disclosure and non-competition agreement (the Agreement) violated the best price rule promulgated by the U.S. Securities and Exchange Commission by resulting in a payment for Mr. Hauslein's SGHI shares and his support of the tender offer that was higher than the price paid to SGHI's stockholders in the tender offer. The plaintiffs also alleged that the Company and Mr. Leonardo Del Vecchio, the Company's Chairman, violated Section 10(b) of the Securities Exchange Act of 1934 and Rule 10b-5 promulgated thereunder. The plaintiffs sought, among other remedies, the payment of such higher consideration to all tendering shareholders, other than Luxottica Group S.p.A. and its affiliates.

The Company and the other defendants filed a motion to dismiss the complaint in its entirety which, on November 26, 2003, the Court granted in part and denied in part. The Court granted the Company's motion to dismiss plaintiffs' claim under Section 10(b) and Rule 10b-5, but denied the Company's motion to dismiss plaintiffs' best price rule claim as well as the claim that the Company aided and abetted Mr. Hauslein's breach of his fiduciary duties. In so ruling, the Court noted that it was obligated, for the purpose of rendering its decision on the motion to dismiss, to treat all of the plaintiffs' allegations in the complaint as true. On June 8, 2004, the consolidated complaint was further amended to add Mr. Leonardo Del Vecchio, the Company's Chairman, as a defendant to the aiding and abetting claim. Plaintiffs also added a new claim against Mr. Del Vecchio under Section 20(a) of the Securities Exchange Act.

On August 31, 2005, the Company agreed with the plaintiffs to a full and final settlement and release (the Settlement) of all claims against the Company, its acquisition subsidiary and Mr. Del Vecchio. The Settlement, for a payment of Euro 11.6 million (or US Dollar 14.5 million) included in current year operations, was approved by the Court and final judgment has been entered dismissing the case with prejudice.

In March 2002, an individual commenced an action in the California Superior Court for the County of San Francisco against Luxottica Group and certain of our subsidiaries, including LensCrafters and EYEXAM of California, Inc. The plaintiff, along with a second plaintiff named in an amended complaint, seeks to certify this case as a class action. The claims have been partially dismissed. The remaining claims, against LensCrafters, EYEXAM and EyeMed Vision Care, LLC, allege various statutory violations relating to the operation of LensCrafters' stores in California, including violations of California laws governing relationships among opticians, optical retailers, manufacturers of frames and lenses and optometrists, false advertising and other unlawful or unfair business practices. The action seeks unspecified damages, disgorgement and restitution of allegedly unjustly obtained sums, punitive damages and injunctive relief, including an injunction that would prohibit defendants from providing eye examinations or other optometric services at LensCrafters stores in California. In May 2004, the trial court stayed all proceedings in the case pending the California Supreme Court's decision in a case against Cole and its subsidiaries expected to address certain legal questions related to the issues presented in this case. The Supreme Court has not yet scheduled oral argument on that appeal. Although we believe that our operational practices and advertising in California comply with California law, an adverse decision in this action or by the Supreme Court in the suit against Cole might cause LensCrafters, EYEXAM and EyeMed to modify or close their activities in California. Further, LensCrafters, EYEXAM and EyeMed might be required to pay damages and/or restitution, the amount of which might have a material adverse effect on the Company's consolidated financial statements.

In February 2002, the State of California commenced an action in the California Superior Court for the County of San Diego against Cole and certain of its subsidiaries, including Pearle Vision, Inc., and Pearle Vision Care, Inc. The claims allege various statutory violations related to the operation of Pearle Vision Centers in California including violations of California laws governing relationships among opticians, optical retailers, manufacturers of frames and lenses and optometrists, false advertising and other unlawful or unfair business practices. The action seeks unspecified damages, disgorgement and restitution of allegedly unjustly obtained sums, civil penalties and injunctive relief, including an injunction that

would prohibit defendants from providing eye examinations or other optometric services at Pearle Vision Centers in California. In July 2002, the trial court entered a preliminary injunction to enjoin defendants from certain business and advertising practices. Both Cole and the State of California appealed that decision. On November 26, 2003, the appellate court issued an opinion in which it stated that because California law prohibited defendants from providing eye examinations and other optometric services at Pearle Vision Centers, the trial court should have enjoined defendants from advertising the availability of eye examinations at Pearle Vision Centers. The appellate court also ruled in Cole's favour with respect to charging dilation fees, which ruling partially lifted the preliminary injunction with respect to these fees that had been imposed in July 2002. On March 3, 2004, the California Supreme Court granted Cole's petition for review of the portion of the appellate court's decision stating that California law prohibited defendants from providing eye examinations and other optometric services at Pearle Vision Centers. The appellate court's decision directing the trial court to enjoin defendants from advertising these activities was stayed pending the Supreme Court's resolution of the issue. The Supreme Court has not yet scheduled oral argument on that appeal. Although we believe that Cole's operational practices and advertising in California comply with California law, the appellate ruling may, if unmodified by the Supreme Court, compel Cole and its subsidiaries to modify or close their activities in California. Further, Cole and its subsidiaries might be required to pay civil penalties, damages and/or restitution, the amount of which might have a material adverse effect on the Company's consolidated financial statements.

Following Cole's announcement in November 2002 of the restatement of Cole's financial statements, the Securities and Exchange Commission (SEC) began an investigation into Cole's previous accounting. The SEC subpoenaed various documents from Cole and deposed numerous former officers, directors and employees of Cole. During the course of this investigation, the SEC staff had indicated that it intended to recommend that a civil enforcement action be commenced against certain former officers and directors of Cole but not against Cole. Cole was obligated to advance reasonable attorneys' fees incurred by current and former officers and directors who are involved in the SEC investigation subject to undertakings provided by such individuals. Cole has insurance available with respect to a portion of these indemnification obligations. In March 2006, the SEC staff indicated that it had concluded its investigation and that, contrary to its earlier indication, it would not be recommending that an enforcement action be commenced against anyone in connection with the investigation.

On August 29, 2003, the Securities Appellate Tribunal (SAT) in India upheld the decision to require a subsidiary of the Company to make a public offering to acquire up to an additional 20 percent of the outstanding shares of RayBan Sun Optics India Ltd. On October 30, 2003, the Company announced that it intended to comply with the SAT's decision and that the Company, through its subsidiary, Ray Ban Indian Holdings Inc., would launch a public offer to purchase an additional 20 percent of the outstanding shares of RayBan Sun Optics India Ltd. In accordance with applicable Indian regulation, the Company placed in escrow with the Manager of the Offer Indian Rupee (Rs.) 226 million (Euro 4.2 million). On November 17, 2003, the Supreme Court of India stayed the SAT's order and directed that the matter be further reviewed at the end of January 2004, provided that the Company issue a letter of credit in favour of the Indian securities regulatory agency within the following four week period of Rs. 630.6 million (Euro 11.9 million). The Company has complied with such requirement and the appeal is waiting to be heard before the Supreme Court of India. If the Company is ultimately required to make the public offer, it expects the aggregate cost of the offer to be approximately Euro 16 million, including stipulated interest increments.

On July 14, 2004, a shareholder of Cole filed a shareholders' class action complaint against Cole, its directors, and the Company in the Delaware Chancery Court, known as Pfeiffer v. Cole National Corp., et al., Civil Action No. 569-N. The complaint alleged, among other things, that the individual defendants breached their fiduciary duties as directors and/or officers to Cole by causing Cole to enter into an agreement to be acquired by the Company for US Dollar 22.50 per share without having exposed the company to the marketplace through fair and open negotiations with all potential bidders and/or an active market check or open auction for sale of the company. The complaint sought preliminary and permanent injunctive relief against the merger, rescission of the merger if it is consummated, and/or damages and other associated relief. The Company believed the action to be without merit. In January 2006, the plaintiff voluntarily dismissed this action without prejudice.

The Company is defendant in various other lawsuits arising in the ordinary course of business. It is the opinion of the management of the Company that it has meritorious defences against all outstanding claims, which the Company will vigorously pursue, and that the outcome will not have a material adverse effect on either the Company's consolidated financial position or results of operations.

15. SUBSEQUENT EVENTS

On February 27, 2006, the Company announced a ten-year license agreement with Polo Ralph Lauren Corp. for the design, production and worldwide distribution of prescription frames and sunglasses under the Polo Ralph Lauren name. The agreement will begin on January 1, 2007. Terms include an advance payment of royalties of Euro 169 million (US Dollar 199 million) that will mature over the ten-year term of the agreement.

On March 10, 2006, the Company signed an amendment to the term and revolving credit facility disclosed in Note 8 (d). The amended and restated agreement reduces the interest margin as defined in the agreement, extends the termination date of the agreement to five years from the date the amendment was signed and increases the borrowing capacity of Tranche C to Euro 725 million.

* * * * *

Luxottica Group S.p.A. and Subsidiaries
Schedule II
VALUATION AND QUALIFYING ACCOUNTS

ALLOWANCE FOR DOUBTFUL ACCOUNTS
(Amounts expressed in Euro thousands)

Year ended December 31,	Balance at beginning of period	Charged to costs and expenses	Other(1)	Deductions	Balance at end of period
2003	18,098	6,731	3,143	(6,480)	21,492
2004	21,492	4,851	5,598	(8,534)	23,407
2005	23,407	7,027	2,215	(5,095)	27,554

ALLOWANCE FOR INVENTORY RESERVE ACCOUNTS
(Amounts expressed in Euro thousands)

Year ended December 31,	Balance at beginning of period	Charged to costs and expenses	Other(2)	Deductions	Balance at end of period
2003	33,055	22,062	(932)	(16,242)	37,943
2004	37,943	34,766	(1,021)	(27,913)	43,775
2005	43,775	40,000	2,500	(27,170)	59,105

(1) Other includes the beginning amount relating to the acquired balances of OPSM in 2003 and Cole National in 2004 as well as translation differences of the period.

(2) Other includes translation differences of the period.

ITEM 19. EXHIBITS

Exhibits. The following documents are filed as exhibits herewith, unless otherwise specified and incorporated herein by reference:

Exhibit

Number	Exhibits
1.1	Articles of Association of Luxottica Group S.p.A. (incorporated by reference to Amendment No. 3 to Form F-1 (file No. 33-32039) filed with the Commission on January 23, 1990).
1.2	Amended and Restated By-laws of Luxottica Group S.p.A. (Unofficial English translation filed herewith).
2.1	Amended and Restated Deposit Agreement, dated as of March 10, 2006, among Luxottica Group S.p.A., Deutsche Bank Trust Company Americas, as Depositary, and all owners and holders from time to time of American Depositary Receipts issued thereunder (incorporated by reference to our Registration Statement on Form F-6, as filed with the Commission on March 29, 2006.)
2.2	Subscription Agreement, dated June 18, 1999, from Luxottica Luxembourg S.A. and Luxottica Group S.p.A., as guarantor of the Notes, to Credit Suisse First Boston (Europe) Limited and UniCredito Italiano S.p.A., as joint lead managers and Banca Commerciale Italiana, Banca d Intermediazione Mobiliare IMI, Bayerische Hypo-und Vereinsbank AG, Caboto Holding SIM S.p.A., Merrill Lynch International and Paribas, as managers (incorporated by reference to our Report on Form 6-K dated November 19, 1999, as filed with the Commission on November 23, 1999).
2.3	Fiscal Agency Agreement, dated June 25, 1999, between Luxottica Luxembourg S.A., Luxottica Group S.p.A., Bankers Trust Company, Bankers Trust Luxembourg S.A. and Credit Suisse First Boston (incorporated by reference to our Report on Form 6-K dated November 19, 1999, as filed with the Commission on November 23, 1999).
4.1	Agreement and Plan of Merger, dated as of February 22, 2001, by and among Luxottica Group S.p.A., Shade Acquisition Corp. and Sunglass Hut International, Inc. (incorporated by reference to our Report on Form 6-K, dated March 23, 2001, as filed with the Commission on April 18, 2001).
4.2	Agreement and Plan of Merger, dated as of January 23, 2004, by and between Luxottica Group S.p.A., Colorado Acquisition Corp. and Cole National Corporation (incorporated by reference to our Report on Form 6-K, dated January 23, 2004, as filed with the Commission on January 30, 2004).
4.3	Amendment No. 1 to Agreement and Plan of Merger, dated as of June 2, 2004, by and between Luxottica Group S.p.A., Colorado Acquisition Corp. and Cole National Corporation (incorporated by reference to our Report on Form 6-K for the quarter ended March 31, 2004, as filed with the Commission on June 14, 2004).
4.4	Luxottica Group S.p.A. 1998 Stock Option Plan (incorporated by reference to our Form S-8, dated October 20, 1998, as filed with the Commission on October 23, 1998).
4.5	Luxottica Group S.p.A. 2001 Stock Option Plan (incorporated by reference to our Form S-8 (file no. 333-14006), as filed with the Commission on October 15, 2001).

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Exhibits

- 4.6 Credit Agreement, dated June 13, 2002, among Luxottica U.S. Holdings Corp., Luxottica Group S.p.A., UBM-Unicredit Banca Mobiliare S.p.A., UniCredito Italiano S.p.A., Banca Monte Dei Paschi Di Siena S.p.A., Banca Nazionale del Lavoro S.p.A. and San Paolo IMI S.p.A. (incorporated by reference to our Report on Form 6-K for the quarter ended March 31, 2002, as filed with the Commission on July 15, 2002) (Unofficial English translation filed therewith).
- 4.7 Credit Agreement, dated as of December 11, 2002, between Luxottica Group S.p.A. and Banca Intesa S.p.A., as arranger for other financial institutions (Unofficial English summary incorporated by reference to our Report on Form 20-F for the year ended December 31, 2002, as filed with the Commission on June 30, 2003).
- 4.8 Form of Note Purchase Agreement, dated as of September 3, 2003, by and between Luxottica U.S. Holdings Corp. and each of the Purchasers listed in Schedule A attached thereto (incorporated by reference to our Report on Form 6-K for the six months ended June 30, 2003, as filed with the Commission on September 30, 2003).
- 4.9 Form of Parent Guarantee, dated as of September 3, 2003, granted by Luxottica Group S.p.A. (incorporated by reference to our Report on Form 6-K for the six months ended June 30, 2003, as filed with the Commission on September 30, 2003).
- 4.10 Form of Subsidiary Guarantee, dated as of September 3, 2003, granted by Luxottica S.r.l. (incorporated by reference to our Report on Form 6-K for the six months ended June 30, 2003, as filed with the Commission on September 30, 2003).
- 4.11 Amended and Restated Facilities Agreement, dated June 3, 2004, for Luxottica Group S.p.A. and Luxottica U.S. Holdings Corp. arranged by ABN AMRO Bank N.V., Banca Intesa S.p.A., Banc of America Securities Limited, Citigroup Global Markets Limited, HSBC Bank plc, Mediobanca Banca di Credito Finanziario S.p.A., The Royal Bank of Scotland plc, Calyon S.A., Succursale di Milano, Calyon New York Branch, Capitalia S.p.A. and UniCredito Banca Mobiliare S.p.A. with UniCredito Italiano S.p.A., New York branch, and Unicredit Banca d Impresa S.p.A., acting as Agents (filed herewith).
- 4.12 Amendment Agreement, dated March 10, 2006, for Luxottica Group S.p.A. and Luxottica U.S. Holdings Corp. arranged by ABN AMRO Bank N.V., Banca Intesa S.p.A., Banc of America Securities Limited, Citigroup Global Markets Limited, HSBC Bank plc, Mediobanca Banca di Credito Finanziario S.p.A., The Royal Bank of Scotland plc, Calyon S.A., Succursale di Milano, Calyon New York Branch, Capitalia S.p.A. and UniCredito Banca Mobiliare S.p.A. with UniCredito Italiano S.p.A., New York branch, and Unicredit Banca d Impresa S.p.A., acting as Agents (filed herewith).
- 4.13 Amendment No. 2 to Agreement and Plan of Merger, dated as of July 14, 2004, by and between Luxottica Group S.p.A., Colorado Acquisition Corp. and Cole National Corporation (incorporated by reference to our report on Form 6-K, dated July 14, 2004, as filed with the Commission on July 16, 2004).
- 4.14 Luxottica Group S.p.A. 2006 Stock Option Plan (filed herewith).
- 8.1 List of Subsidiaries (filed herewith).
- 12.1 Certificate of Principal Executive Officer Pursuant to §302 of the Sarbanes-Oxley Act of 2002 (filed herewith).
- 12.2 Certificate of Principal Financial Officer Pursuant to §302 of the Sarbanes-Oxley Act of 2002 (filed herewith).
- 13.1 Certificate of Principal Executive Officer Pursuant to §906 of the Sarbanes-Oxley Act of 2002 (filed herewith).
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- 15.1 Consent of Deloitte & Touche S.p.A. (filed herewith).

SIGNATURES

The registrant hereby certifies that it meets all of the requirements for filing on Form 20-F and that it has duly caused and authorized the undersigned to sign this annual report on its behalf.

LUXOTTICA GROUP S.p.A.
(Registrant)

By:
Andrea Guerra
Chief Executive Officer

/s/ ANDREA GUERRA

Dated: June 28, 2006

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