

Bit Market Services

Informazione Regolamentata n. 1513-98-2016	Data/Ora Ricezione 26 Ottobre 2016 18:25:42	MTA - Star
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Societa' : MOLESKINE

Identificativo : 80630

Informazione
Regolamentata

Nome utilizzatore : MOLESKINEN01 - Bologna

Tipologia : IROP 01

Data/Ora Ricezione : 26 Ottobre 2016 18:25:42

Data/Ora Inizio : 26 Ottobre 2016 18:40:43

Diffusione presunta

Oggetto : Tender offer launched by DM Invest S.r.l.
on all of the shares of Moleskine S.p.A.

Testo del comunicato

Vedi allegato.

DM INVEST S.R.L.

Socio Unico

Soggetta a direzione e coordinamento di S.A. D'Ieteren N.V.

Sede legale in Via Montenapoleone n. 29 – Milano

Capitale Sociale Euro 10.000

Codice fiscale e Partita IVA n. 09636400963

Registro Imprese di Milano n. 09636400963

R.E.A. di Milano n. 2103373

Indirizzo PEC: dminvestsrl@legalmail.it

Milan, October 26, 2016

Notice pursuant to Art. 37-ter, paragraph 3, of the regulation adopted by CONSOB by resolution no. 11971 of May 14, 1999, as subsequently amended, relating to the mandatory tender offer launched by DM Invest S.r.l. on all of the shares of Moleskine S.p.A.

DM Invest S.r.l. (the “**Offeror**”), a company 100% indirectly owned and controlled by S.A. D'Ieteren N.V., on the date hereof has filed with CONSOB – pursuant to Art. 102, paragraph 3, of Legislative Decree no. 58 of February 24, 1998, as subsequently amended (the “**TUF**”), and Art. 37-ter, paragraph 3, of the regulation adopted by CONSOB by resolution no. 11971 of May 14, 1999, as subsequently amended, the offer document (the “**Offer Document**”) relating to the mandatory tender offer (the “**Offer**”), pursuant to Arts. 102 and 106, paragraph 1, of the TUF, launched by the Offeror on all of the ordinary shares of Moleskine S.p.A. (“**Moleskine**” or the “**Issuer**”), excluding the 87,041,455 Moleskine ordinary shares held by the Offeror as of the date hereof, representing 40.96% of Moleskine’s issued share capital.

The Offer, therefore, is for a total of 125,461,250 ordinary shares, having no par value and fully paid-up, as well as for up to 5,648,637 new ordinary shares that may be issued by Moleskine prior to the end of the tender period in case of timely exercise of all of the stock options already granted by Moleskine under the 2013-2017 stock option plan and still exercisable by the relevant beneficiaries (the total Moleskine shares subject to the Offer are hereinafter defined as the “**Shares**”). As of the date hereof, the existing Shares represent 59.04% of the Issuer’s issued share capital.

The Offeror will pay in cash, to each shareholder tendering in the Offer, EUR 2.40 per Share tendered in the Offer.

If all holders of the Shares (including the new Shares possibly issued in case of timely exercise of all the stock options mentioned above) tender their Shares in the Offer, the total value of the Offer will be equal to EUR 314,663,728.80.

The Offer Document will be published upon completion of CONSOB’s review period, pursuant to Art. 102, paragraph 4, of the TUF. Pending publication of the Offer Document, please refer to the notice pursuant to Art. 102, paragraph 1, of the TUF, published on the Issuer’s website (www.moleskine.com) for any further information regarding the main conditions of the Offer.

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NOTICE TO U.S. RESIDENT HOLDERS OF THE SHARES

The Offer described in this Notice will be made for the Shares of Moleskine, an Italian company, and is subject to Italian disclosure and procedural requirements, which are different from those of the United States. This Notice is neither an offer to purchase nor a solicitation of an offer to sell Shares of Moleskine. Prior to the beginning of the Tender Period, the Offeror will disseminate the Offer Document as required by applicable law and shareholders of Moleskine should review such document carefully.

To the extent permissible under applicable law or regulation, in accordance with normal Italian practice and pursuant to Rule 14e-5(b) of the U.S. Securities Exchange Act of 1934, as amended, the Offeror, the Issuer and their affiliates or brokers (acting as agents for the Offeror, the Issuer or any of their respective affiliates, as applicable) have in the past purchased and may from time to time after the date of this Notice, and other than pursuant to the Offer, directly or indirectly purchase, or arrange to purchase, shares of Moleskine or any securities that are convertible into, exchangeable for or exercisable for shares of Moleskine. No such purchases have been made since September 22, 2016, other than the purchase of the Total Stake by the Offeror. Any such purchases will not be made at prices higher than the Consideration unless the Consideration is increased accordingly.

To the extent information about such purchases or arrangements to purchase is made public in Italy, such information will be disclosed as required in Italy by means of a press release, pursuant to Art. 41, paragraph 2, letter c) of the Issuers' Regulation, or other means reasonably calculated to inform U.S. shareholders of Moleskine. In addition, the financial advisors to the Offeror and the Issuer may also engage in ordinary course trading activities in securities of Moleskine, which may include purchases or arrangements to purchase such securities.

Neither the U.S. Securities and Exchange Commission nor any securities commission of any State of the United States has (a) approved or disapproved of the Offer; (b) passed upon the merits or fairness of the Offer; or (c) passed upon the adequacy or accuracy of the disclosure in this Notice. Any representation to the contrary is a criminal offence in the United States.

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Notice issued by DM Invest S.r.l. and disclosed by Moleskine S.p.A. upon request of DM Invest S.r.l.

Fine Comunicato n.1513-98

Numero di Pagine: 4