

# Bit Market Services

Informazione Regolamentata n. 1513-103-2016	Data/Ora Ricezione 09 Novembre 2016 15:27:38	MTA - Star
---	--	------------

Societa' : MOLESKINE

Identificativo : 81149

Informazione  
Regolamentata

Nome utilizzatore : MOLESKINEN01 - Bologna

Tipologia : IROP 09

Data/Ora Ricezione : 09 Novembre 2016 15:27:38

Data/Ora Inizio : 09 Novembre 2016 15:42:39

Diffusione presunta

Oggetto : Approval of the Tender Offer Document by  
Consob

*Testo del comunicato*

Vedi allegato.

**DM INVEST S.R.L.**  
**Socio Unico**  
**Soggetta a direzione e coordinamento di D'Ieteren S.A.**  
Sede legale in Via Montenapoleone n. 29 – Milano  
Capitale Sociale Euro 208.915.000  
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

\*.\*.\*

## PRESS RELEASE

### **Consob approved the Offer Document relating to the mandatory tender offer launched by DM Invest S.r.l. for all ordinary shares of Moleskine S.p.A.**

- Per share consideration in cash: EUR 2.40.
- Tender period: from 8:00 a.m. (Italian time) on November 14, 2016 until 5:30 p.m. (Italian time) on December 2, 2016, inclusive, subject to extensions
- Consideration payment date: December 9, 2016, subject to extensions
- Possible re-opening of the tender period: from 8:00 a.m. (Italian time) on December 12, 2016 until 5:30 p.m. (Italian time) on December 16, 2016, with a consideration payment on December 23, 2016, subject to extensions of the tender period.

**Milano, November 9, 2016.** With reference to the mandatory tender offer launched by DM Invest S.r.l. (the “**Offeror**”), pursuant to articles 102 and 106, paragraph 1, of Legislative Decree of 24 February 1998, No. 58, as amended (the “**TUF**”), for up to 125,461,250 ordinary shares, with no par value and regular dividend, issued by Moleskine S.p.A. (“**Moleskine**” or the “**Issuer**”), 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 of Moleskine and still exercisable by the relevant beneficiaries, announced to the market on October 6, 2016 (the “**Offer**”), the Offeror announces that on the date hereof Consob, with resolution No. 19777, approved the document relating to the Offer (the “**Offer Document**”), pursuant to article 102, paragraph 4, of the TUF.

**Tender period.** Pursuant to article 40, paragraph 2, of the regulation adopted by Consob with resolution No. 11971 of 14 May 1999, as amended (the “**Issuers’ Regulation**”), the tender period of the Offer, agreed with Borsa Italiana S.p.A., will begin at 8:00 a.m. (Italian time) on November 14, 2016 and will end at 5:30 p.m. (Italian time) on December 2, 2016, inclusive, subject to extensions. December 2, 2016 will represent, therefore, the last day to tender in the Offer, subject to extensions.

**Potential re-opening of the tender period.** If the requirements set forth by law are met, pursuant to article 40-*bis* of the Issuers’ Regulation, the tender period will be re-opened for five trading days starting from the day following the payment date, thus (subject to extensions of the tender period) on December 12, 13, 14, 15 and 16, 2016, from 8:00 a.m. (Italian time) to 5:30 p.m. (Italian time). The payment date relating to the shares tendered in the Offer during the re-opening of the tender period will be on December 23, 2016 (subject to extensions of the tender period).

**Consideration.** The cash consideration of EUR 2.40 per share will be paid to shareholders tendering in the Offer the fifth stock exchange opening day following the end of the tender

period, *i.e.* on December 9, 2016 (subject to extensions), against the simultaneous transfer of ownership of the shares tendered. If all holders of the shares (including the new shares possibly issued in case of timely exercise of all the above-mentioned stock options) tender their shares in the Offer, the total disbursement will be EUR 314,663,728.80.

**Publication.** The Offer Document containing a detailed description of the terms and conditions of the Offer and, among others, the methods for tendering in the Offer, will be published within the applicable statutory deadline on the websites of the Issuer ([www.moleskine.com](http://www.moleskine.com)) and the Global Information Agent ([www.georgeson.it](http://www.georgeson.it)). Notice to the public concerning the publication and the methods of distribution of the Offer Document will be given by means of an *ad hoc* press release.

\*\*\*

### ***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)(10) 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 purchases of shares of Moleskine have been made since September 22, 2016, other than (i) the purchase of 73,657,973 shares of Moleskine, previously held by Appunti S.à r.l., and (ii) the purchase of 13.383.482 shares of Moleskine, previously held by Pentavest S.à r.l., by the Offeror. Any such purchases will not be made at prices higher than the consideration for the Offer unless the consideration for the Offer 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.*

*The Offeror may also purchase shares of Moleskine resulting from the exercise of stock options granted by Moleskine under the existing stock option plans from option holders pursuant to an offer being made to option holders.*

*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.*

\*\*\*

Notice released by DM Invest S.r.l. and distributed by Moleskine S.p.A. on request of DM Invest S.r.l.

Fine Comunicato n.1513-103

Numero di Pagine: 5