

Bit Market Services

Informazione Regolamentata n. 1513-106-2016	Data/Ora Ricezione 10 Novembre 2016 13:00:51	MTA - Star
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Societa' : MOLESKINE

Identificativo : 81220

Informazione
Regolamentata

Nome utilizzatore : MOLESKINEN01 - Bologna

Tipologia : IROP 09

Data/Ora Ricezione : 10 Novembre 2016 13:00:51

Data/Ora Inizio : 10 Novembre 2016 13:15:52

Diffusione presunta

Oggetto : Board of Directors approves the 103 issuer communication

Testo del comunicato

Vedi allegato.

MANDATORY FULL TAKEOVER BID CONCERNING ALL ORDINARY SHARES OF MOLESKINE S.p.A.

BOARD OF DIRECTORS APPROVES THE 103 ISSUER COMMUNICATION

Milan, November 10, 2016 – The Board of Directors of Moleskine S.p.A. (the “Company” or “Moleskine”), held today, approved the press release (“Communication 103”) made under the terms of and pursuant to Art. 103, paragraph 3, of Italian Legislative Decree no. 58 of 24 February 1998 (“CLF” or “Consolidated Law”) and with Art. 39 approved by CONSOB by Resolution no. 11971 of 14 May 1999 (“Issuer Regulation”) in connection with the mandatory full takeover bid (the “Bid”) promoted by DM Invest S.r.l. (the “Bidder”) under the terms of Art. 102 and 106, paragraph 1 of CLF, up to a maximum of 125,610,750 ordinary shares of Moleskine, with no nominal value and with regular use, in addition to an amount up to 5,499,137 ordinary shares of Moleskine which may be issued by the Company before the end of the acceptance period of the Bid, in case of timely exercise of all stock options attributed in accordance with the 2013-2017 Stock Option Plan of Moleskine, and still exercisable by the beneficiaries.

For the approval of the Communication 103, the Board has also taken into consideration the opinion of the Independent Directors not related to the Bidder, made under the terms of Art. 39-bis of the Issuer Regulation, on November 9, 2016 (the “Opinion of the Independent Directors”), with attached the fairness opinion provided by Leonardo & Co. S.p.A., as Independent Expert appointed by the Independent Directors (the “Opinion of the Independent Expert”).

In particular, following the meeting, the Board of Directors has considered the price of Euro 2,40 per share to be fair from a financial point of view.

The Communication 103, which includes the assessment of the Board of Directors on the Bid and on the fairness of the price, will be attached to the Bid Document which will be published by the Bidder under the law terms and conditions.

The Opinion of the Independent Directors will be attached to the Communication 103, together with the Opinion of the Independent Expert.

Contacts

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Moleskine® was created as a brand in 1997, bringing back to life the legendary notebook used by artists and thinkers over the past two centuries: among them Vincent van Gogh, Pablo Picasso, Ernest Hemingway, and Bruce Chatwin. A trusted and handy travel companion, the nameless black notebook held invaluable sketches, notes, stories, and ideas that would one day become famous paintings or the pages of beloved books. Today, the name Moleskine encompasses a family of objects: notebooks, diaries, journals, bags, writing instruments and reading accessories, dedicated to our mobile identity. Indispensable companions to the creative professions and the imagination of our times, they are intimately tied to the digital world. Since 1 January 2007, Moleskine has also become the name of the company which owns the worldwide trademark rights for the brand. Moleskine develops, markets and sells a variety of tools for the creative class and others that provide open platforms for creativity and communication, contributing to the expansion and dissemination of culture and knowledge. The company grew out of the experience of Modo&Modo, a small Milanese publisher that in 1997 created the Moleskine® trademark. In the fall of 2006, Modo&Modo was purchased by SGCapital Europe, now Syntegra Capital, with the objective of fully developing the potential of the Moleskine brand. Since April 2013 Moleskine is listed at the Borsa Italiana, the Italian stock exchange. Moleskine is a creative company enjoying continuing growth. It has about 250 employees and a vast network of partners and consultants. Its home office is in Milan, Italy.

Fine Comunicato n.1513-106

Numero di Pagine: 4