

Bit Market Services

Informazione Regolamentata n. 1513-108-2016	Data/Ora Ricezione 11 Novembre 2016 17:03:15	MTA - Star
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Societa' : MOLESKINE

Identificativo : 81384

Informazione
Regolamentata

Nome utilizzatore : MOLESKINEN01 - Bologna

Tipologia : IROP 05

Data/Ora Ricezione : 11 Novembre 2016 17:03:15

Data/Ora Inizio : 11 Novembre 2016 17:18:16

Diffusione presunta

Oggetto : THE OFFERING DOCUMENT HAS BEEN
PUBLISHED

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 i.v.

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

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Notice pursuant to Article 38, Paragraph 2, of the Regulation adopted by Consob by means of resolution No. 11971 of 14 May 1999, as subsequently amended (the “Issuers Regulation”), concerning the mandatory tender offer launched by DM Invest S.r.l. on the ordinary shares of Moleskine S.p.A.

THE OFFERING DOCUMENT RELATED TO THE MANDATORY TENDER OFFER ON THE ORDINARY SHARES OF MOLESKINE S.P.A. HAS BEEN PUBLISHED

Milan, November 11, 2016. Further to the press release disclosed on November 9, 2016, DM Invest S.r.l. (the “**Offeror**”) announces that the offering document (the “**Offer Document**”) approved by Consob with resolution no. 19777 of November 9, 2016, relating to the mandatory tender offer (the “**Offer**”) launched by the Offeror on the ordinary shares of Moleskine S.p.A. (“**Moleskine**” or the “**Issuer**”) is available to the public for consultation at:

- (i) the Offeror’s registered office at Via Montenapoleone 29, Milan (Italy);
- (ii) the Issuer’s registered office at Viale Stelvio 66, Milan (Italy);
- (iii) the offices of the Intermediary Responsible for Coordinating the Collection of Tenders (BNP Paribas Securities Services, Italian branch) at Piazza Lina Bo Bardi 3, Milan (Italy);
- (iv) the offices of the Responsible Intermediaries (Banca Akros S.p.A., Banca Aletti & C. S.p.A., Equita SIM S.p.A. and Istituto Centrale delle Banche Popolari Italiane S.p.A.);
- (v) the Issuer’s website at www.moleskine.com;
- (vi) the website of the Global Information Agent for the Offer at www.georgeson.it.

The calendar of the Offer announced on November 9, 2016 is hereby confirmed. In particular, the period for acceptance of the Offer (the “**Tender Period**”) will begin at 8:00 a.m. (Italian time) on November 14, 2016, and end at 5:30 p.m. (Italian time) on December 2, 2016, included (except in case of extension), and the shareholders tendering in the Offer will be paid the cash consideration, equal to EUR 2.40 per share, on December 9, 2016 (except in case of extension of the Tender Period).

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. No purchases of Moleskine shares will 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. upon request of
DM Invest S.r.l.

Fine Comunicato n.1513-108

Numero di Pagine: 4