

Bit Market Services

Informazione Regolamentata n. 1513-150-2016	Data/Ora Ricezione 02 Dicembre 2016 20:52:04	MTA - Star
---	--	------------

Societa' : MOLESKINE

Identificativo : 82408

Informazione
Regolamentata

Nome utilizzatore : MOLESKINEN01 - Bologna

Tipologia : IROP 05

Data/Ora Ricezione : 02 Dicembre 2016 20:52:04

Data/Ora Inizio : 02 Dicembre 2016 21:07:05

Diffusione presunta

Oggetto : Notice on the provisional results of the
Offer

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

..*

Notice pursuant to Article 114 of Legislative Decree no. 58 of February 24, 1998, as subsequently amended (the “TUF”), and Article 66 of the Regulation adopted by Consob by means of resolution No. 11971 of 14 May 1999, as subsequently amended (the “Issuers Regulation”)

Milan, December 2, 2016. With reference to the mandatory tender offer (the “**Offer**”) launched by DM Invest S.r.l. (the “**Offeror**”) on the ordinary shares of Moleskine S.p.A. (“**Moleskine**”, or the “**Issuer**”) pursuant to Artt. 102 and 106, paragraph 1, of the TUF, the offer document for which was approved by Consob with Resolution No. 19777 on November 9, 2016 and published on November 11, 2016 (the “**Offer Document**”), the Offeror announces that the tender period of the Offer (the “**Tender Period**”) has ended on the date hereof.

Capitalized terms used in this notice, unless otherwise defined, have the same meaning attributed to them in the Offer Document.

Based on the provisional results communicated by BNP Paribas Securities Services, in its capacity as Intermediary Responsible for Coordinating the Collection of Tenders, 72,721,496 ordinary shares of Moleskine have been tendered to the Offer during the Tender Period. Such shares tendered to the Offer represent 33.335% of the share capital of the Issuer as of the date of this notice (which includes, for the sake of clarity, 5,499,137 ordinary shares of Moleskine issued on November 25, 2016, following the exercise, by the respective Holders, of all the Stock Options 2013-2017) (the “**Updated Share Capital**”) and 55.466% of the Moleskine ordinary shares subject to the Offer (including, for clarity, the abovementioned 5,499,137 newly-issued shares).

The final results of the Offer will be disclosed by means of a notice pursuant to art. 41, paragraph 6, of the Issuers’ Regulation, which shall be disseminated by the Offeror within the calendar day preceding the Payment Date, *i.e.* by December 8, 2016.

The Consideration due to the holders of the ordinary shares of Moleskine tendered in the Offer, equal to EUR 2,40 per share, will be paid to shareholders tendering in the Offer on December 9, 2016, *i.e.* the fifth trading day following the end of the Tender Period, against the transfer of ownership of such shares to the Offeror.

It is noted that during the Tender Period, as disclosed to the market, from time to time, by the Offeror pursuant to Art. 41, paragraph 2, letter c), of the Issuers’ Regulation, the Offeror and S.A. D’Ieteren N.V., the indirect parent company of the Offeror, which acts in concert with the Offeror pursuant to Art. 101-*bis* of the TUF and Art. 44-*quarter* of the Issuers’ Regulation, have purchased, outside of the Offer and in accordance with the applicable law and regulations, for a price never higher than EUR 2.40, additional 34,331,880 ordinary shares of Moleskine, equal to 15.738% of the Updated Share Capital.

Taking therefore into account the 72,721,496 ordinary shares of Moleskine tendered in the Offer (based on the abovementioned provisional results, if confirmed), the 87,041,455 ordinary shares of Moleskine already held by the Offeror prior to the beginning of the Tender Period, and the abovementioned 34,331,880 ordinary shares of Moleskine purchased by the Offeror and D'Ieteren outside of the Offer during the Tender Period, following the conclusion of the Tender Period, the Offeror and S.A. D'Ieteren N.V. will hold in aggregate 194,094,831 ordinary shares of Moleskine, equal to (i) 88.973% of the Updated Share Capital and, (ii) taking into account also the 3,140,410 Treasury Shares currently held by Moleskine which must be taken into account as part of the shareholding of the Offeror for the purposes of the calculation of the thresholds under Arts. 108 and 111 of the TUF, 90.412% of the Updated Share Capital.

In light of the foregoing, taking into account the purchases made up to today and the Treasury Shares of Moleskine and on the basis of the provisional results of the Offer (if confirmed), in accordance with Warning A.7 and Section F, Paragraph F.1.1, of the Offer Document, considering that at the end of the Offer Period the shareholding held by the Offeror and S.A. D'Ieteren N.V. in the share capital of Moleskine is higher than 90% but lower than 95%, pursuant to Art. 40-*bis*, paragraph 3, lett. b), of the Issuers' Regulation, the Re-opening of the Tender Period shall not occur and the requirements for the Obligation to Purchase pursuant to Art. 108, paragraph 1, of the TUF have been fulfilled.

Therefore, during the period that will be agreed with Borsa Italiana pursuant to Art. 50-*quinquies* of the Issuers' Regulation, the Offeror will be bound to purchase the remaining Shares, that is up to 20,916,101 ordinary shares of Moleskine, from any shareholder that will so request, at a price per Share equal to the Consideration.

The notice that will be disseminated by the Offeror by December 8, 2016 pursuant to art. 41, paragraph 6, of the Issuers' Regulation will disclose, in addition to the final results of the Offer, also the necessary information to carry out the Obligation to Purchase pursuant to Art. 108, paragraph 1, of the TUF and the procedure and timing relating to the Delisting.

Notice to U.S. resident holders of the shares

The Offer mentioned in this notice is 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 has disseminated 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, as well as (iii) the purchases by D'Ieteren S.A. and/or the Offeror referred to in the notices issued by the Offeror on November 15, 17, 18, 21, 22, 23, 24, 25, 28, 29 and 30, 2016, and December 1 and 2, 2016. No purchases of Moleskine shares will 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.

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.1513-150

Numero di Pagine: 5