

Bit Market Services

Informazione Regolamentata n. 1513-156-2016	Data/Ora Ricezione 12 Dicembre 2016 19:03:29	MTA - Star
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Societa' : MOLESKINE

Identificativo : 82742

Informazione
Regolamentata

Nome utilizzatore : MOLESKINEN01 - Bologna

Tipologia : IROP 05

Data/Ora Ricezione : 12 Dicembre 2016 19:03:29

Data/Ora Inizio : 12 Dicembre 2016 19:18:30

Diffusione presunta

Oggetto : Notice pursuant to Article 41, paragraph 2,
letter c), of the Issuers Regulation

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 41, paragraph 2, letter c), of the Regulation adopted by Consob by means of resolution No. 11971 of 14 May 1999, as subsequently amended (the “Issuers Regulation”)

Milan, December 12, 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. (the “Issuer” or “Moleskine”) pursuant to Artt. 102 and 106, paragraph 1, of Legislative Decree no. 58 of February 24, 1998 (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 Offeror hereby announces that 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-*quater* of the Issuers’ Regulation, has carried out the following purchases of shares of the Issuer:

Date	Modalities	Number of shares	Price per share (EUR)	Overall consideration (EUR)
December 12, 2016	Market purchase	5,639,359 ordinary shares (ISIN IT0004894900)	2.40	13,534,461.60

The above transactions (i) are subject to notification obligations pursuant to Art. 41, paragraph 2, letter c), of the Issuers’ Regulation and (ii) have been made in accordance with Rule 14e-5(b)(10) of the U.S. Securities Exchange Act of 1934, as amended. The transactions have been carried out through Exane BNP Paribas.

We hereby further inform that S.A. D’Ieteren N.V. transferred to the Offeror, for a consideration equal to EUR 2.40 per share, 9,583,934 ordinary shares of Moleskine (previously purchased on the market by S.A. D’Ieteren N.V., as communicated with the notices disseminated on December 1, 2 and 5, 2016).

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 this notice and in the notices issued on November 15, 17, 18, 21, 22, 23, 24, 25, 28, 29 and 30, 2016, and December 1, 2 and 5, 2016. 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.

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.1513-156

Numero di Pagine: 4