

# Bit Market Services

Informazione Regolamentata n. 1513-158-2016	Data/Ora Ricezione 12 Dicembre 2016 19:32:32	MTA - Star
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Societa' : MOLESKINE  
Identificativo : 82750  
Informazione  
Regolamentata  
Nome utilizzatore : MOLESKINEN01 - Bologna  
Tipologia : IROP 05  
Data/Ora Ricezione : 12 Dicembre 2016 19:32:32  
Data/Ora Inizio : 12 Dicembre 2016 19:47:33  
Diffusione presunta  
Oggetto : Notice on shares subject to sell-out

*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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**Milan, December 12, 2016.** Reference is made to the notice issued by DM Invest S.r.l. (the “**Offeror**”) on December 6, 2016, pursuant to Artt. 41, paragraph 6, and 50-*quinquies*, paragraph 2, of the Regulation adopted by Consob by means of resolution No. 11971 of 14 May 1999, as subsequently amended, announcing the definitive results of the mandatory tender offer launched by the Offeror on the ordinary shares of Moleskine S.p.A. (“**Moleskine**”) pursuant to Artt. 102 and 106, paragraph 1, of the Legislative Decree No. 58 of February 24, 1998, as subsequently amended (the “**TUF**”), and the occurrence of the requirements for the Obligation to Purchase pursuant to Art. 108, paragraph 2, of the TUF (the “**December 6 Notice**”).

Capitalized terms used in this notice, unless otherwise defined, have the same meaning attributed to them in the December 6 Notice.

The Offeror hereby clarifies that the total number of shares of Moleskine that are subject to the Obligation to Purchase pursuant to Art. 108, paragraph 2, of the TUF (the “**Remaining Shares**”), is 12,296,609, representing 5.637% of the Updated Share Capital.

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***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, 2, 5 and 12, 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.*

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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.1513-158

Numero di Pagine: 4