

Bit Market Services

Informazione Regolamentata n. 1513-160-2016	Data/Ora Ricezione 13 Dicembre 2016 18:26:16	MTA - Star
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Societa' : MOLESKINE

Identificativo : 82801

Informazione
Regolamentata

Nome utilizzatore : MOLESKINEN01 - Bologna

Tipologia : IROP 05

Data/Ora Ricezione : 13 Dicembre 2016 18:26:16

Data/Ora Inizio : 13 Dicembre 2016 18:41:16

Diffusione presunta

Oggetto : Notice on exceeding 95% of the share
capital of Moleskine

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 13, 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 Legislative Decree No. 58 of February 24, 1998, as subsequently amended (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, as a result of the market purchases of Moleskine shares made on December 12, 2016 (the first day of the Period for the Submission of the Requests for Sale) and disclosed to the market on the same date, the 95% threshold of the Updated Share Capital of Moleskine (which is relevant, also, for the purposes of the Right to Purchase pursuant to Art. 111 of the TUF) has been crossed.

Capitalized terms used in this notice, unless otherwise defined, have the same meaning attributed to them in the Offer Document and in the notice issued by the Offeror on December 6, 2016 pursuant to Artt. 41, paragraph 6, and 50-*quinquies*, paragraph 2, of the Issuers’ Regulation announcing the final results of the Offer and the occurrence of the requirements for the Obligation to Purchase pursuant to Art. 108, paragraph 2, of the TUF (the “**Notice on the Final Results and the Obligation to Purchase**”).

In particular, the Offeror informs that the 5,639,359 Shares purchased on the market on December 12, 2016 by D’Ieteren, 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, added to the 202,714,323 ordinary shares of Moleskine already held by the Offeror as of such date, represent (i) 95.509% of the Updated Share Capital and (ii) taking into account also the 3,140,410 Treasury Shares 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, 96.948% of the Updated Share Capital.

In light of the above, the requirements for the exercise of the Right to Purchase pursuant to Art. 111 of the TUF and the Obligation to Purchase pursuant to Art. 108, paragraph 1, of the TUF are deemed already fulfilled.

Therefore, at the end of the ongoing procedure to comply with the Obligation to Purchase pursuant to Art. 108, paragraph 2, of the TUF relating to 12,296,609 Remaining Shares (not including the Treasury Shares), the Offeror will carry out the Joint Procedure targeting all of the Shares of Moleskine possibly still outstanding as of the Payment Date of the Consideration for the Obligation to Purchase.

For additional information on the ongoing procedure to comply with the Obligation to Purchase pursuant to Art. 108, paragraph 2, of the TUF and on the Joint Procedure, please see the Notice on the Final Results and the Obligation to Purchase. As described therein,

the Offeror will issue by the evening of January 11, 2017 a notice relating to the provisional results of the procedure for complying with the Obligation to Purchase pursuant to Art. 108, paragraph 2, of the TUF, which will contain information regarding: (i) the number of Remaining Shares (in absolute and percentage terms), if any; (ii) the manner and timing in which the Offeror will exercise the Right to Purchase pursuant to Art. 111 of the TUF and comply with the Obligation to Purchase pursuant to Art. 108, paragraph 1, of the TUF, thereby carrying out the Joint Procedure; and (iii) the procedure and timing of the Delisting of the Issuer's shares. The above mentioned information will be subsequently confirmed in the notice relating to the final results of the procedure for complying with the Obligation to Purchase pursuant to Art. 108, paragraph 2, of the TUF, to be issued by January 17, 2017.

The Offer Document is available to the public for consultation on the Issuer's website at www.moleskine.com and on the website of the Global Information Agent for the Offer at www.georgeson.it.

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.

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.1513-160

Numero di Pagine: 5