

Bit Market Services

Informazione Regolamentata n. 1513-2-2017	Data/Ora Ricezione 11 Gennaio 2017 18:36:46	MTA - Star
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Societa' : MOLESKINE

Identificativo : 83821

Informazione
Regolamentata

Nome utilizzatore : MOLESKINEN01 - Bologna

Tipologia : IROP 05

Data/Ora Ricezione : 11 Gennaio 2017 18:36:46

Data/Ora Inizio : 11 Gennaio 2017 18:51:47

Diffusione presunta

Oggetto : Notice on the provisional results of the
procedure to comply with the Obligation to
Purchase

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

Milan, January 11, 2017. Reference is made to the notice issued on December 13, 2016, whereby DM Invest S.r.l. (the “**Offeror**”) announced that, as a result of purchases of shares of Moleskine S.p.A. made on December 12, 2016 (and disclosed to the market on the same date), the 95% threshold of the share capital of Moleskine S.p.A. (“**Moleskine**” or the “**Issuer**”) had been crossed and, therefore, the requirements for the exercise of the Right of Purchase pursuant to Art. 111 of the TUF and the performance of the Obligation to Purchase pursuant to Art. 108, paragraph 1, of the TUF were deemed already fulfilled.

Capitalized terms used in this notice, unless otherwise defined, have the same meaning attributed to them in the offer document relating to the mandatory tender offer launched by the Offeror on all of the ordinary shares of Moleskine approved by Consob with Resolution no. 19777 of November 9, 2016, and published on November 11, 2016 (the “**Offer Document**”).

Provisional results of the procedure to comply with the Obligation to Purchase pursuant to Art. 108, paragraph 2, of the TUF

With reference to the procedure to comply with the Obligation to Purchase pursuant to Art. 108, paragraph 2, of the TUF (the “**Procedure for the Obligation to Purchase pursuant to Art. 108, paragraph 2, of the TUF**”), which started on December 12, 2016, and concerns 12,296,609 Shares, representing 5.637% of the Issuer’s share capital (the “**Remaining Shares**”), it is announced that the period agreed upon with Borsa Italiana S.p.A. for the submission of the requests for sale by the holders of the Remaining Shares (the “**Period for the Submission of the Requests for Sale**”) has ended today.

Based on the provisional results communicated by BNP Paribas Securities Services, in its capacity as Intermediary Responsible for Coordinating the Collection of Tenders, requests for sale for 3,152,635 Remaining Shares, representing 25.638% of the Remaining Shares and 1.445% of the Issuer’s share capital, have been submitted during the Period for the Submission of the Requests for Sale.

Payment of the cash consideration for the Remaining Shares for which the sale has been requested, which amounts to EUR 2.40 per Remaining Share (the “**Consideration for the Obligation to Purchase pursuant to Art. 108, paragraph 2, of the TUF**”), shall take place on January 18, 2017 (the “**Payment Date of the Consideration for the Obligation to Purchase pursuant to Art. 108, paragraph 2, of the TUF**”), concurrently with the transfer of ownership of those Remaining Shares to the Offeror.

Right to Purchase pursuant to Art. 111 of the TUF and Obligation to Purchase pursuant to Art. 108, paragraph 1, of the TUF

Based on the abovementioned provisional results of the Procedure for the Obligation to Purchase pursuant to Art. 108, paragraph 2, of the TUF (and taking into account also the Moleskine Shares that have been purchased on the market outside of the Procedure for the Obligation to Purchase pursuant to Art. 108, paragraph 2, of the TUF, in accordance with applicable law and regulations, within the end of the Period for the Submission of the Requests for Sale, by S.A. D'Ieteren N.V. ("**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-*quater* of the Issuers' Regulation – and subsequently transferred by D'Ieteren to the Offeror), as of the Payment Date of the Consideration for the Obligation to Purchase pursuant to Art. 108, paragraph 2, of the TUF the Offeror will hold, directly and indirectly through Moleskine, 214,694,361 Shares (including the 3,140,410 Treasury Shares held by the Issuer), representing 98.415% of the share capital of Moleskine.

Since the requirements for the Right to Purchase pursuant to Art. 111 of the TUF have been met, as already declared in the Offer Document and in the notices issued on December 6 and 13, 2016, the Offeror will exercise the Right to Purchase pursuant to Art. 111 of the TUF and will also perform the Obligation to Purchase pursuant to Art. 108, paragraph 1, of the TUF, by carrying out the Joint Procedure.

The Joint Procedure will target all of the Shares of Moleskine not held by the Offeror and still outstanding as of the Payment Date of the Consideration for the Obligation to Purchase pursuant to Art. 108, paragraph 2, of the TUF, that is (provided that the abovementioned provisional results of the Procedure for the Obligation to Purchase pursuant to Art. 108, paragraph 2, of the TUF are confirmed) 3,456,981 Shares, representing 1.585% of the Issuer's share capital (the "**Residual Remaining Shares**").

Pursuant to Art. 108, paragraph 3, of the TUF, as referred to by Art. 111 of the TUF, in the context of the Joint Procedure the Offeror will pay to the holders of the Residual Remaining Shares that will be purchased by the Offeror pursuant to the Right to Purchase and the Obligation to Purchase pursuant to Art. 108, paragraph 1, of the TUF a price in cash for each Residual Remaining Share equal to the Offer Consideration (as well as to the Consideration for the Obligation to Purchase pursuant to Art. 108, paragraph 2, of the TUF), *i.e.*, EUR 2.40 per Residual Remaining Share.

In the notice relating to the final results of the Procedure for the Obligation to Purchase pursuant to Art. 108, paragraph 2, of the TUF which is contemplated to be issued on January 16, 2017, the Offeror will also provide information, pursuant to Art. 50-*quinquies*, paragraph 2, of the Issuers' Regulation, on (i) the number of Residual Remaining Shares (in absolute and percentage terms), (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 subsequent Delisting of the Issuer's shares.

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 mandatory tender 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, 6, 12 and 13, 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.1513-2

Numero di Pagine: 5