

Bit Market Services

Informazione Regolamentata n. 1513-4-2017	Data/Ora Ricezione 16 Gennaio 2017 17:50:42	MTA - Star
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Societa' : MOLESKINE

Identificativo : 83970

Informazione
Regolamentata

Nome utilizzatore : MOLESKINEN01 - Bologna

Tipologia : IROP 05

Data/Ora Ricezione : 16 Gennaio 2017 17:50:42

Data/Ora Inizio : 16 Gennaio 2017 18:05:44

Diffusione presunta

Oggetto : Notice on the definitive results and
settlement 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

R.E.A. di Milano n. 2103373

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Notice pursuant to Artt. 41, paragraph 6, and 50-quinquies, paragraphs 2 and 7, of the Regulation adopted by Consob by means of resolution No. 11971 of 14 May 1999, as subsequently amended (the “Issuers’ Regulation”).

Milan, January 16, 2017. Reference is made to the notice issued on January 11, 2017, whereby DM Invest S.r.l. (the “**Offeror**”) announced the provisional results of the procedure to comply with the Obligation to Purchase pursuant to Art. 108, paragraph 2, of Legislative Decree No. 58 of February 24, 1998, as subsequently amended (the “**TUF**”) concerning 12,296,609 ordinary shares of Moleskine S.p.A. (“**Moleskine**” or the “**Issuer**”), representing 5.637% of the Issuer’s share capital (the “**Remaining Shares**”).

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**”).

Definitive results and settlement 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 contemplated a period agreed upon with Borsa Italiana S.p.A. for the submission of the requests for sale by the holders of the Remaining Shares starting on December 12, 2016 and ending on January 11, 2017 (the “**Period for the Submission of the Requests for Sale**”), it is announced that, based on the definitive results communicated by BNP Paribas Securities Services, in its capacity as Intermediary Responsible for Coordinating the Collection of Tenders, requests for sale for 3,352,635 Remaining Shares, representing 27.265% of the Remaining Shares and 1.537% 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 each Remaining Share 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.

The aggregate amount of the Consideration for the Obligation to Purchase pursuant to Art. 108, paragraph 2, of the TUF due by the Offeror to the holders of the Remaining Shares for which the sale has been requested is equal to Euro 8,046,324.

Based on the abovementioned definitive results of the Procedure for the Obligation to Purchase pursuant to Art. 108, paragraph 2, of the TUF (and taking into account, among others, the 5,686,993 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, during the Period for the Submission of the Requests for Sale, at a price that never exceeded Euro 2.40 per Share, 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 at a price of Euro 2.40 per Share), 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, 214,894,361 Shares (including the 3,140,410 Treasury Shares held by the Issuer), representing 98.507% of the share capital of Moleskine.

Modalities and timing 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

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 and on January 1, 2017, 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 3,256,981 Shares, representing 1.493% 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 per Share in cash (the "**Consideration of the Joint Procedure**") 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. Based on the number of the Residual Remaining Shares, the aggregate Consideration for the Joint Procedure shall amount to Euro 7,816,754.40 (the "**Aggregate Consideration**").

The Joint Procedure will be effective on January 24, 2017, when the Offeror will notify to the Issuer the deposit on a bank account with BNP Paribas Securities Services, Milan branch, and the availability, of an amount equal to the Aggregate Consideration, to be used exclusively for the payment of the Consideration of the Joint Procedure. On such date, that is on January 24, 2017, the ownership of the Residual Remaining Shares will be transferred to the Offeror and, consequently, recorded in the shareholders' register of the Issuer, pursuant to article 111, paragraph 3, of the TUF.

The holders of the Residual Remaining Shares will be able to collect payment of the Consideration of the Joint Procedure directly from their respective intermediaries. The obligation to pay the Consideration of the Joint Procedure shall be deemed fulfilled when

the relevant amounts will be transferred to the Depositary Intermediaries previously holding the Residual Remaining Shares subject to the Joint Procedure. The shareholders shall bear the entire risk that the Depositary Intermediaries fail to transfer such amounts to the parties entitled thereto or delay such transfer.

Pursuant to article 2949 of the Italian Civil Code, after expiry of the five-year statute of limitation, the Offeror will have the right to withdraw the deposited amounts not collected by the parties entitled thereto, without prejudice to the provisions of articles 2941 *et seq.* of the Italian Civil Code.

Delisting of Moleskine shares

Borsa Italiana S.p.A., pursuant to article 2.5.1, paragraph 6, of the Regulation of the Markets Organized and Managed by Borsa Italiana S.p.A., will order the suspension from trading on the Electronic Stock Market (*Mercato Telematico Azionario*) of the Issuer's ordinary shares on the trading days of January 20 and 23, 2017, and their subsequent delisting as of January 24, 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 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.1513-4

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