



SPAFID CONNECT

Informazione Regolamentata n. 0491-92-2018	Data/Ora Ricezione 26 Ottobre 2018 16:48:32	MTA
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Societa' : LUXOTTICA GROUP

Identificativo : 109900

Informazione
Regolamentata

Nome utilizzatore : LUXOTTICAN14 - Senici

Tipologia : 3.1

Data/Ora Ricezione : 26 Ottobre 2018 16:48:32

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Diffusione presunta

Oggetto : Luxottica's Board of Directors approves the
Issuer's notice

Testo del comunicato

Vedi allegato.



Luxottica's Board of Directors approves the Issuer's notice

Milan, 26 October 2018 - The Board of Directors of Luxottica Group S.p.A. ("**Luxottica**" or the "**Issuer**") met today and the voting directors unanimously approved - with the abstention of the Chairman, Mr Leonardo Del Vecchio - the notice (the "**103 Notice**") drafted pursuant to Article 103, paragraph 3, of Legislative Decree 58/1998 (the "**Consolidated Financial Act**") and Article 39 of Consob Regulation 11971/1999 (the "**Issuers' Regulation**") with respect to the mandatory exchange tender offer (the "**Offer**") launched pursuant to Articles 102 and 106, paragraphs 1-*bis* and 2-*bis*, of the Consolidated Financial Act by EssilorLuxottica (the "**Offeror**") on the ordinary shares of the Issuer. The Board of Directors also examined: (i) the opinion issued by the independent directors on 26 October 2018, pursuant to Article 39-*bis* of the Issuers' Regulation, since the Offeror holds a stake in the Issuer exceeding the threshold provided for under Article 106, paragraph 1, of the Consolidated Financial Act; and (ii) the fairness opinion on the exchange ratio issued by the independent directors' advisor, pursuant to Article 39-*bis*, paragraph 2, of the Issuers' Regulation.

For the purposes of approving the 103 Notice, the Board of Directors took into consideration - among others - the fairness opinion issued by the Issuer's financial advisor, Deutsche Bank AG, London Branch. Notably, the Board of Directors considered fair, from a financial perspective, the consideration per share to be paid by the Offeror to the Luxottica shareholders as consideration for each Luxottica Share tendered into the Offer, equal to 0,4613 EssilorLuxottica shares.

The 103 Notice, which contains the reasoned assessment of the Issuer's Board of Directors on the Offer and on the fairness of the relating exchange ratio, will be attached to the Offer Document (approved by Consob by way of resolution no. 20648 of 27 October 2018), which will be published by the Offeror, together with the fairness opinion issued by Luxottica's financial advisor, the opinion of the independent directors and the fairness opinion of the independent directors' advisor, which will all be attached to the 103 Notice.

For any additional information on the Offer, reference is made to the notice of approval of the offer Document published on 25 October 2018 and to the Offer Document that will be published by the Offeror on 27 October 2018. The press releases and documents relating to the Offer are also available on the Offeror's website <http://www.essilor-luxottica.com>, as well as on the Issuer's website <http://www.luxottica.com>.

Press release - Not for release, publication or distribution, directly or indirectly in the United States, Australia, Canada or Japan



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Luxottica Group S.p.A.

Luxottica is a leader in the design, manufacture and distribution of fashion, luxury and sports eyewear. Its portfolio includes proprietary brands such as Ray-Ban, Oakley, Vogue Eyewear, Persol, Oliver Peoples and Alain Mikli, as well as licensed brands including Giorgio Armani, Burberry, Bulgari, Chanel, Coach, Dolce&Gabbana, Michael Kors, Prada, Ralph Lauren, Tiffany & Co., Valentino and Versace. The Group's global wholesale distribution network covers more than 150 countries and is complemented by an extensive retail network of approximately 9,000 stores, with LensCrafters and Pearle Vision in North America, OPSM and LensCrafters in Asia-Pacific, GMO and Óticas Carol in Latin America, Salmoiraghi & Viganò in Italy and Sunglass Hut worldwide. With more than 85,000 employees worldwide, in 2017 Luxottica posted net sales of more than 9 billion Euro. For additional information on the Group: www.luxottica.com.

Important Information

This notice does not constitute or form a part of any offer to sell or exchange or the solicitation of an offer to buy or exchange any securities in the United States or any other jurisdiction. Securities may not be offered or sold in the United States unless they have been registered under the U.S. Securities Act of 1933, as amended (the "U.S. Securities Act"), or are exempt from registration. The securities that are being offered in the transaction referred to herein have not been and will not be registered under the U.S. Securities Act and neither the Offeror nor the Issuer intend to make a public offering of any such securities in the United States.

This notice is only being distributed to and is only directed at (i) persons who are outside the United Kingdom or (ii) investment professionals falling within Art. 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (the "Order") or (iii) high net worth companies, and other persons to whom it may lawfully be communicated, falling within Art. 49(2)(a) to (d) of the Order (all such persons together being referred to as "relevant persons"). The securities which are referred to herein are only available to, and any invitation, offer or agreement to subscribe, purchase or otherwise acquire such securities will be engaged in only with, relevant persons. Any person who is not a relevant person should not act or rely on this document or any of its contents.

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Fine Comunicato n.0491-92

Numero di Pagine: 4