



SPAFID CONNECT

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Societa' : LUXOTTICA GROUP

Identificativo : 111809

Informazione
Regolamentata

Nome utilizzatore : LUXOTTICAN14 - Senici

Tipologia : 3.1

Data/Ora Ricezione : 12 Dicembre 2018 10:48:15

Data/Ora Inizio : 12 Dicembre 2018 10:48:16

Diffusione presunta

Oggetto : Start of the period for the submission of the requests for sale

Testo del comunicato

Vedi allegato.

PROCEDURE TO COMPLY WITH THE OBLIGATION TO PURCHASE UNDER ART. 108, PAR. 2, OF THE TUF CONCERNING ALL REMAINING LUXOTTICA SHARES

START OF THE PERIOD FOR THE SUBMISSION OF THE REQUESTS FOR SALE

Charenton-le-Pont (France), December 12, 2018 – EssilorLuxottica (the “**Offeror**”), having previously announced that it will comply with the Obligation to Purchase under Art. 108, paragraph 2 of Legislative Decree No. 58 of 24 February 1998, as subsequently amended (the “**TUF**”) with respect to the 32,487,842 remaining outstanding ordinary shares of Luxottica Group S.p.A. (“**Luxottica**”) that are not already held by the Offeror (the “**Remaining Shares**”) and the terms of the procedure through which the Offeror will do so (such procedure, the “**Procedure to Comply with the Obligation to Purchase under Art. 108, Par. 2, of the TUF**”), hereby confirms the start of the Period for the Submission of the Requests for Sale (as defined below). As of the start of the Procedure to Comply with the Obligation to Purchase under Art. 108, Par. 2, of the TUF, the Offeror owns directly or indirectly 452,707,191 Luxottica shares, or about 93.30% of Luxottica’s issued share capital and the Remaining Shares represent 6.70% of Luxottica’s issued share capital. As agreed with Borsa Italiana S.p.A., the period during which the Offeror will comply with the Obligation to Purchase and the holders of Remaining Shares may, by submitting a request for sale (the “**Request for Sale**”), request the Offeror to acquire such shares in the context of the Procedure to Comply with the Obligation to Purchase under Art. 108, Par. 2, of the TUF began at 8:30am (Italian time) today, December 12, 2018 and will end at 5:30pm (Italian time) on January 18, 2019 (the “**Period for the Submission of the Requests for Sale**”), subject to potential extension in accordance with applicable regulations.

Information for Holders of Remaining Shares in the United States

Holders of Remaining Shares in the United States may participate in the Procedure to Comply with the Obligation to Purchase under Art. 108, Par. 2, of the TUF and receive EUR 51.64474423 (the “**Cash Consideration**”) in exchange for each Remaining Share tendered into such procedure by submitting a Request for Sale for the Cash Consideration.

If you are a holder of Remaining Shares in the United States, you should contact D.F. King at (essilorluxottica@dfkingtd.com) or (00 44 207 920 9700) to receive further information on how to participate in the Procedure to Comply with the Obligation to Purchase under Art. 108, Par. 2, of the TUF and the related documentation, which is also available at the Offeror’s website.

If, following the Procedure to Comply with the Obligation to Purchase under Art. 108, Par. 2, of the TUF, the Offeror comes to own, directly or indirectly, a total stake equal to or greater than 95% of Luxottica’s share capital as a result of the Remaining Shares acquired pursuant to the Obligation to Purchase under Art. 108, Par. 2, of the TUF or any Remaining Shares possibly acquired by the Offeror outside of the Procedure to Comply with the Obligation to Purchase under Art. 108, Par. 2, of the TUF during the Period for the Submission of the Requests for Sale, pursuant to Italian law, the Offeror will exercise its right to purchase pursuant to Art. 111 of the TUF and, concurrently, will comply with the Obligation to Purchase under Art. 108, Par. 1, of the TUF vis-à-vis Luxottica shareholders that so request, through a specific joint procedure (the “**Joint Procedure**”), the terms of which will be announced by the Offeror prior to its commencement. The Joint Procedure, which would be launched in due course after the settlement of the Procedure to Comply with the Obligation to Purchase under Art. 108, Par. 2, of the TUF, will target all of the remaining outstanding shares of Luxottica not yet held by the Offeror and will result in the transfer of ownership of each of those shares to the Offeror. As a consequence of the Joint Procedure, and following the completion thereof, the deposit agreement governing the Luxottica American Depositary Receipts would be terminated.

Delisting of Luxottica Shares

Finally, as previously communicated, in accordance with the applicable provisions of the regulations of Borsa Italiana S.p.A., the Luxottica shares will be delisted from the MTA as follows:

- (i) If, after the Procedure to Comply with the Obligation to Purchase under Art. 108, Par. 2, of the TUF, the Offeror does not come to own a total stake equal to or greater than 95% of the share capital of Luxottica and, therefore, no Joint Procedure is carried out, the delisting will be effective as of the first trading day following the payment date of the Procedure to Comply with the Obligation to Purchase under Art. 108, Par. 2, of the TUF, in which case owners of Luxottica shares that have not requested the Offeror to purchase their shares in the Procedure to Comply with the Obligation to Purchase under Art. 108, Par. 2, of the TUF will hold financial instruments that are not traded on any regulated market, with ensuing difficulties in liquidating their investment; or,
- (ii) If, after the Procedure to Comply with the Obligation to Purchase under Art. 108, Par. 2, of the TUF, the Offeror comes to own a total stake equal to or greater than 95% of the share capital of Luxottica and, therefore, the Joint Procedure is carried out, the delisting will occur at the end of the Joint Procedure (as agreed with Borsa Italiana S.p.A.).

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This press release is for informational purposes only and does not constitute or form a part of any offer to purchase or sell or the solicitation of an offer to purchase or sell any securities in the United States or any other jurisdiction. Holders in the United States that want to participate in the Procedure to Comply with the Obligation to Purchase under Art. 108, Par. 2, of the TUF should contact D.F. King to receive a copy of the offer to purchase document dated December 12, 2018, a copy of which is also available at the Offeror's website (www.essilor-luxottica.com). Participation in the Procedure to Comply with the Obligation to Purchase under Art. 108, Par. 2, of the TUF is open only to such persons and in such jurisdictions as is permitted under applicable law. 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. Neither the Offeror nor Luxottica intend to make a public offering of any 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"). 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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Notice issued by EssilorLuxottica and disseminated by Luxottica Group S.p.A. upon request of EssilorLuxottica.

EssilorLuxottica is a global leader in the design, manufacture and distribution of ophthalmic lenses, frames and sunglasses. Formed in 2018, its mission is to help people around the world to see more, be more and live life to its fullest by addressing their evolving vision needs and personal style aspirations. The company brings together the complementary expertise of two industry pioneers, one in advanced lens technology and the other in the craftsmanship of iconic eyewear, to set new industry standards for vision care and the consumer experience around it. Influential eyewear brands including Ray-Ban and Oakley, lens technology brands including Varilux® and Transitions®, and world-class retail brands including Sunglass Hut and LensCrafters are part of the EssilorLuxottica family.

CONTACTS**EssilorLuxottica Investor Relations**

(Charenton-le-Pont) Tel: + 33 1 49 77 42 16
(Milan) Tel: + 39 (02) 8633 4870
E-mail: ir@essilor-luxottica.com

EssilorLuxottica Corporate Communications

(Charenton-le-Pont) Tel: + 33 1 49 77 45 02
(Milan) Tel: + 39 (02) 8633 4470
E-mail: media@essilor-luxottica.com

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