



SPAFID CONNECT

Informazione Regolamentata n. 0491-7-2019	Data/Ora Ricezione 28 Gennaio 2019 10:31:12	MTA
---	---	-----

Societa' : LUXOTTICA GROUP

Identificativo : 113293

Informazione
Regolamentata

Nome utilizzatore : LUXOTTICAN14 - Senici

Tipologia : 3.1

Data/Ora Ricezione : 28 Gennaio 2019 10:31:12

Data/Ora Inizio : 28 Gennaio 2019 10:31:14

Diffusione presunta

Oggetto : EssilorLuxottica: Information for holders of
Luxottica shares in the United States

Testo del comunicato

Vedi allegato.

JOINT PROCEDURE TO EXERCISE THE RIGHT TO PURCHASE PURSUANT TO ART. 111 OF THE TUF AND TO COMPLY WITH THE OBLIGATION TO PURCHASE UNDER ART. 108, PAR. 1, OF THE TUF ON ALL OF THE RESIDUAL LUXOTTICA SHARES

START OF THE PERIOD FOR THE SUBMISSION OF THE REQUESTS FOR SALE CONCERNING THE JOINT PROCEDURE – INFORMATION FOR HOLDERS OF LUXOTTICA SHARES IN THE UNITED STATES

Charenton-le-Pont (France), January 28, 2019 – EssilorLuxottica (the “**Offeror**”), having previously announced that it will exercise the right to purchase pursuant to Art. 111 of the Legislative Decree No. 58 of 24 February 1998, as subsequently amended (the “**TUF**”)(the “**Right to Purchase**”) and, concurrently, comply with the obligation to purchase under Art. 108, paragraph 1 of the TUF with respect to the 11,926,027 remaining outstanding ordinary shares of Luxottica Group S.p.A. (“**Luxottica**”) that are not already held by the Offeror (the “**Residual Shares**”) and the terms of the procedure through which the Offeror will do so (such procedure, the “**Joint Procedure**”), hereby confirms the start of the Period for the Submission of the Requests for Sale Concerning the Joint Procedure (as defined below). As of the start of the Joint Procedure, the Offeror owns directly or indirectly 473,269,006 Luxottica shares, or 97.542% of Luxottica’s issued share capital and the Residual Shares represent 2.458% of Luxottica’s issued share capital. As agreed with Borsa Italiana S.p.A. and CONSOB, the period during which the Offeror will carry out the Joint Procedure and holders of Residual Shares may submit a request for sale concerning the Joint Procedure (the “**Request for Sale Concerning the Joint Procedure**”) began at 8:30am (Italian time) today, January 28, 2019 and will end at 5:30pm (Italian time) on February 26, 2019 (the “**Period for the Submission of the Requests for Sale Concerning the Joint Procedure**”), subject to potential extension in accordance with applicable regulations.

Information for Holders of Residual Shares in the United States

Holders of Residual Shares in the United States may participate in the Joint Procedure and receive EUR 51.64474423 (the “**Cash Consideration**”) in exchange for each Residual Share tendered into such procedure by submitting a Request for Sale Concerning the Joint Procedure for the Cash Consideration.

If you are a holder of Residual Shares in the United States, you should contact D.F. King at (essilorluxottica@dfkingltd.com) or (00 44 207 920 9700) to receive further information on how to participate in the Joint Procedure and the related documentation, which is also available at the Offeror’s website.

The Joint Procedure will result in the transfer of ownership of all of the Residual Shares to the Offeror and the delisting of Luxottica shares from the Electronic Stock Market (*Mercato Telematico Azionario*) organized and managed by Borsa Italiana S.p.A. Following the completion of the Joint Procedure, Deutsche Bank Trust Company Americas (the “**Depository**”) will receive newly-issued shares of EssilorLuxottica in exchange for the Luxottica shares underlying any Luxottica American Depositary Receipts (“**Luxottica ADRs**”) remaining outstanding. EssilorLuxottica currently anticipates that, pursuant to the amended deposit agreement governing the Luxottica ADRs (as amended and restated on March 28, 2006, and as subsequently amended, the “**Deposit Agreement**”), the Depository will endeavor to sell such shares in the open market at the then applicable market price and the proceeds of such sales (net of fees and charges of, and expenses incurred by, the Depository and any un-netted expenses, taxes or governmental charges) will be distributed to the residual holders of Luxottica ADRs on a pro rata basis pursuant to the Deposit Agreement’s terms, resulting in the eventual termination of the Deposit Agreement.

* * *

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 Joint Procedure should contact D.F. King to receive a copy of the offer to purchase document dated January 28, 2019, a copy of which is also available at the Offeror’s

1/2

website (www.essilor-luxottica.com). Participation in the Joint Procedure 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.

* * *

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

Fine Comunicato n.0491-7

Numero di Pagine: 4