



SPAFID CONNECT

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Societa' : LUXOTTICA GROUP

Identificativo : 114374

Informazione
Regolamentata

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Diffusione presunta

Oggetto : EssilorLuxottica: Provisional results of the
joint procedure to exercise the right to
purchase

Testo del comunicato

Vedi allegato.

PROVISIONAL RESULTS OF THE 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 REGARDING THE RESIDUAL SHARES OF LUXOTTICA GROUP S.P.A.

Charenton-le-Pont (France), 26 February 2019 – With reference to the joint procedure to exercise the right to purchase pursuant to art. 111 of Legislative Decree No. 58 of 24 February 1998, as subsequently amended (the “**TUF**”) and to comply with the obligation to purchase under art. 108, par. 1, of the TUF (the “**Joint Procedure**”) initiated by EssilorLuxottica (the “**Offeror**”) on 28 January 2019 for the 11,926,027 outstanding ordinary shares of Luxottica Group S.p.A. (“**Luxottica**” or the “**Issuer**”) not held by the Offeror (the “**Residual Shares**”) following the completion of the procedure to comply with the obligation to purchase under art. 108, par. 2, of the TUF, the Offeror announces that the period, agreed with CONSOB and Borsa Italiana S.p.A., during which the holders of the Residual Shares were able to exercise their right to choose, pursuant to Art. 108, par. 5 and Art. 111, par. 2 of the TUF, with respect to the type of Consideration for the Joint Procedure, *i.e.*, the Stock Consideration or the Cash Consideration, ended on the date hereof (the “**Period for the Submission of the Requests for Sale Concerning the Joint Procedure**”).

Capitalized terms used in this notice, unless otherwise defined, have the same meaning attributed to them in the notice relating to the definitive results of the procedure to comply with the obligation to purchase under Art. 108, Par. 2, of the TUF and the terms of the Joint Procedure published by the Offeror on 22 January 2019, a copy of which is available on the Offeror’s website (www.essilorluxottica.com) and on the Issuer’s website (www.luxottica.com).

Based on the provisional results provided by UniCredit Bank AG, Milan Branch, in its capacity as intermediary responsible for coordinating the collection of the Requests for Sale Concerning the Joint Procedure, in the context of the Joint Procedure (including the Joint Procedure U.S. Private Placement) during the Period for the Submission of the Requests for Sale Concerning the Joint Procedure, Luxottica shareholders submitted Requests for Sale Concerning the Joint Procedure relating to 6,443,120 Residual Shares. Such Residual Shares for which Requests for Sale Concerning the Joint Procedure were submitted represent (i) 1.328% of the Issuer’s share capital as of the date hereof (which is equal to EUR 29,111,701.98 and is composed of 485,195,033 ordinary shares) and (ii) 54.026% of the Residual Shares.

In connection with the 6,443,120 Residual Shares for which Requests for Sale Concerning the Joint Procedure were submitted in the context of the Joint Procedure (including the Joint Procedure U.S. Private Placement):

- i. for 275,910 Residual Shares, the relevant shareholders requested the Stock Consideration (namely, 0.4613 newly issued EssilorLuxottica shares with par value EUR 0.18 each admitted to trading on Euronext Paris per each Residual Share); and
- ii. for the other 6,167,210 Residual Shares, the relevant shareholders requested the Cash Consideration (namely, EUR 51,64474423 per each Residual Share).

Holders of Residual Shares who did not submit a Request for Sale Concerning the Joint Procedure relating to such shares will receive solely the Stock Consideration.

The settlement of the Joint Procedure, consisting in the transfer to the Offeror of title to all of the Residual Shares (including, for the sake of clarity, the shares for which no Request for Sale Concerning the Joint Procedure was submitted) and the payment to the Luxottica shareholders of the Consideration for the Joint Procedure, will occur on the fifth Trading Day following the end of the Period for the Submission of the Requests for Sale Concerning the Joint Procedure, *i.e.* on 5 March 2019 (the “**Settlement Date of the Joint Procedure**”). In the notice containing the definitive results of the Joint Procedure that will be published prior to the Settlement Date of the Joint Procedure, the Offeror will include, among other things, information concerning the provision of the Stock Consideration to the holders of Residual Shares that did not submit a Request for Sale Concerning the Joint Procedure.

Please note that by way of decision no. 8531 issued on 22 January 2019, Borsa Italiana S.p.A. ordered the delisting of the Issuer’s shares from the MTA organized and managed by Borsa Italiana S.p.A. as from 5 March 2019, after suspending the trading of Luxottica shares on 1 and 4 March 2019.

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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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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. In 2017, EssilorLuxottica had nearly 150,000 employees and pro forma consolidated revenues would have reached approximately Euro 16 billion. The EssilorLuxottica share trades on the Euronext Paris market and is included in the Euro Stoxx 50 and CAC 40 indices. Codes and symbols: ISIN: FR0000121667; Reuters: ESLX.PA; Bloomberg: EL:FP.

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

Press release

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