



SPAFID CONNECT

Informazione Regolamentata n. 0491-90-2018	Data/Ora Ricezione 25 Ottobre 2018 19:40:41	MTA
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Societa' : LUXOTTICA GROUP

Identificativo : 109877

Informazione
Regolamentata

Nome utilizzatore : LUXOTTICAN14 - Senici

Tipologia : 3.1

Data/Ora Ricezione : 25 Ottobre 2018 19:40:41

Data/Ora Inizio : 25 Ottobre 2018 19:40:42

Diffusione presunta

Oggetto : Consob approved the Offer Document relating to the mandatory exchange offer launched by EssilorLuxottica for all ordinary shares of Luxottica Group

Testo del comunicato

Vedi allegato.

PRESS RELEASE - Consob approved the Offer Document relating to the mandatory exchange offer launched by EssilorLuxottica for all ordinary shares of Luxottica Group S.p.A. not already directly or indirectly owned by EssilorLuxottica

- Per share consideration: 0.4613 newly issued shares of EssilorLuxottica, with par value of EUR 0.18 admitted to trading on Euronext Paris, per each Luxottica share tendered in the Offer.
- Tender period: from 8:30 a.m. (Italian time) on 29 October 2018 until 5:30 p.m. (Italian time) on 28 November 2018, inclusive, subject to extensions.
- Consideration payment date: 5 December 2018, subject to extensions.
- Possible re-opening of the tender period: from 8:30 a.m. (Italian time) on 6 December 2018 until 5:30 p.m. (Italian time) on 12 December 2018, with a consideration payment on 19 December 2018, subject to extensions of the tender period.

Charenton-le-Pont (France), 25 October 2018 – With reference to the mandatory exchange offer launched by EssilorLuxottica (the “**Offeror**”), pursuant to articles 102 and 106, paragraph 1-*bis* and 2-*bis*, of Legislative Decree of 24 February 1998, No. 58, as amended (the “**TUF**”), for up to 176,259,154 ordinary shares, with par value of EUR 0.06 and regular dividend, issued by Luxottica Group S.p.A. (“**Luxottica**” or the “**Issuer**”), as well as for up to 17,000 new ordinary shares that may be issued by Luxottica in case of timely exercise of all of the outstanding stock options granted by Luxottica pursuant to existing stock option plans prior to the end of the tender period, announced to the market on 1 October 2018 (the “**Offer**”), the Offeror announces that on the date hereof Consob, with resolution No. 20648, approved the document relating to the Offer (the “**Offer Document**”), pursuant to article 102, paragraph 4, of the TUF.

Tender period. Pursuant to article 40, paragraph 2, of the regulation adopted by Consob with resolution No. 11971 of 14 May 1999, as amended (the “**Issuers’ Regulation**”), the tender period of the Offer, agreed with Borsa Italiana S.p.A., will begin at 8:30 a.m. (Italian time) on 29 October 2018 and will end at 5:30 p.m. (Italian time) on 28 November, inclusive, subject to extensions. 28 November 2018 will represent, therefore, the last day to tender in the Offer, subject to extensions.

Potential re-opening of the tender period. If the requirements set forth by law are met, pursuant to article 40-*bis* of the Issuers’ Regulation, the tender period will be re-opened for five trading days starting from the day following the payment date, thus (subject to extensions of the tender period) on 6, 7, 10, 11, 12 December 2018 from 8:30 a.m. (Italian time) to 5:30 p.m. (Italian time). The payment date relating to the shares tendered in the Offer during the re-opening of the tender period will be on 5 December 2018 (subject to extensions of the tender period).

Consideration. As consideration for the Offer, the Offeror will deliver to the Luxottica shareholders tendering their Luxottica shares in the Offer a stock-only consideration consisting of 0.4613 newly issued shares of the Offeror, with par value of EUR 0.18 admitted to trading on Euronext Paris, per each Luxottica share tendered in the Offer on the fifth stock exchange opening day following the end of the tender period, *i.e.* on 5 December 2018 (subject to extensions), against the simultaneous transfer of ownership of the shares tendered. If all holders of the shares (including the new shares possibly issued in case of timely exercise of all the above-mentioned stock options) tender their shares in the Offer, 81,316,189 new shares of the Offeror will be assigned, on aggregate, to the Luxottica shareholders other than the Offeror, representing approximately 18.47% of the share capital of the Offeror, as of the payment date of the Offer (following the capital increase for the Offer).

Publication. The Offer Document containing a detailed description of the terms and conditions of the Offer and, among others, the methods for tendering in the Offer, will be published within the applicable statutory deadline on the Offeror's website (www.essilor-luxottica.com) and on the Issuer's website (www.luxottica.com). Notice to the public concerning the publication and the methods of distribution of the Offer Document will be given by means of an ad hoc press release.

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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 disclosed 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.

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Press release

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