

# RICHEMONT

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## COMPANY ANNOUNCEMENT

18 MARCH 2018

### **VOLUNTARY PUBLIC TENDER OFFER FOR ALL ORDINARY SHARES OF YOOX NET-A-PORTER GROUP S.P.A.**

#### **PUBLICATION OF THE OFFER DOCUMENT PURSUANT TO ARTICLE 38, PARAGRAPH 2, OF CONSOB REGULATION NO. 11971 OF 14 MAY 1999**

Compagnie Financière Richemont SA (“Richemont”), the Swiss luxury goods group, announces that the Commissione Nazionale per le Società e la Borsa (“Consob”) by resolution no. 20335 of 14 March 2018 has approved, pursuant to article 102, paragraph 4, of legislative decree of 24 February 1998 no. 58 (“TUF”), the offer document (the “Offer Document”) related to the voluntary public tender offer launched by RLG Italia Holding S.p.A. (the “Offeror”) pursuant to Article 102 and Article 106, paragraph 4, of the TUF for all the issued and to be issued ordinary shares of YOOX NET-A-PORTER GROUP S.p.A. (the “Issuer” or “YNAP”) other than those that the Offeror and the persons acting in concert with the Offeror already own (the “Offer”).

The Offer applies to 69,249,601 ordinary shares of YNAP, as well as: (i) up to an additional 1,541,973 new ordinary shares of YNAP in case all the stock options allotted to managers and employees of YNAP are exercised; and (ii) up to an additional 2,045,598 new ordinary shares of YNAP should all the further stock options allotted to managers of YNAP, exercisable upon the change of control of YNAP and, therefore, in case of reopening of the acceptance period under the conditions set forth in the Offer Document, be exercised.

As indicated in the Offer Document, the information reported above on the ordinary shares of YNAP subject to the Offer is based on information available as at 12 March 2018 and, therefore, may vary from that available after that date (and from that available as of today) as a consequence of the exercise of the exercisable stock options and of the issuance of the related shares, without prejudice to the overall number of shares subject of the Offer.

The total value of the Offer, in the event of its full acceptance, amounts to Euro 2,690,079,812.00, including the value of the stock options exercisable during the acceptance period; the total value would increase to Euro 2,767,812,536.00 should all the stock options which might become exercisable during the possible reopening of the acceptance period be exercised.

The acceptance period of the Offer, as agreed with Borsa Italiana S.p.A., will be from 8:30 a.m. on 19 March 2018 until 5:30 p.m. on 9 May 2018 inclusive (subject to any extension which may be granted by Consob in compliance with applicable laws) and, if the conditions set forth in the Offer Document are met, will be reopened from 8:30 a.m. on 21 May 2018 until 5:30 p.m. on 25 May 2018.

The consideration payable pursuant to the Offer, equal to Euro 38.00 per YNAP ordinary share tendered to the Offer, will be paid on 18 May 2018 to those who will have accepted the Offer during the acceptance period, and on 1 June 2018 to those who will have accepted the Offer during the possible reopening of the acceptance period (subject to any extension which may be granted by Consob in compliance with applicable laws).

The Issuer's press release pursuant to Articles 103, paragraph 3, of the TUF and 39 of Consob regulation no. 11971 of 14 May 1999 (the "Issuers' Regulation"), which was approved by the board of directors of the Issuer on 16 March 2018, is attached to the Offer Document.

The intermediary appointed to coordinate the collection of acceptances, by the signing and delivery of the specific acceptance form, is Banca IMI S.p.A.

Acceptance of the Offer must take place by signature of the acceptance forms duly filled out and by simultaneously depositing the ordinary shares of YNAP therein included at the following appointed intermediaries: Banca IMI S.p.A. - Intesa Sanpaolo Group; Banca Monte dei Paschi di Siena S.p.A.; BNP Paribas Securities Services - Milan branch; Citibank N.A. - Milan branch; EQUITA S.I.M. S.p.A.; and NEXI S.p.A.

For any request or information relating to the Offer, +39.0642.171.820 and toll free number 800.123.792 have been set-up by Georgeson S.r.l., in its capacity as Global Information Agent, and will be active for the entire duration of the Offer on weekdays, from 9:00 a.m. to 6:00 p.m. CET.

Please note that the Offer Document was published today and made available to the public for consultation: (i) at the registered office of the Intermediary Appointed to Coordinate the Collection of Acceptances Banca IMI S.p.A. (Milan, Largo Mattioli 3); (ii) at the registered office of the Offeror (Milan, Via Benigno Crespi 26); (iii) on the Issuer's website ([www.ynap.com](http://www.ynap.com)); (iv) on Richemont's website ([www.richemont.com/investor-relations/yoox-net-a-porter-group-tender-offer.html](http://www.richemont.com/investor-relations/yoox-net-a-porter-group-tender-offer.html)) and (v) on the Global Information Agent's website ([www.georgeson.com/it](http://www.georgeson.com/it)).

The original announcement of the approval by Consob of the Offer Document, in Italian, can be downloaded from Richemont's website at [www.richemont.com/investor-relations/yoox-net-a-porter-group-tender-offer.html](http://www.richemont.com/investor-relations/yoox-net-a-porter-group-tender-offer.html). In the event of inconsistencies with this English translation, the original Italian version of the announcement will prevail and no responsibility is accepted for the accuracy of the translation.

## About Richemont

Richemont owns a portfolio of leading international ‘Maisons’ which are recognised for their distinctive heritage, craftsmanship and creativity. The Group operates in three segments: Jewellery Maisons, being Cartier, Van Cleef & Arpels and Giampiero Bodino; Specialist Watchmakers, being A. Lange & Söhne, Baume & Mercier, IWC Schaffhausen, Jaeger-LeCoultre, Officine Panerai, Piaget, Roger Dubuis and Vacheron Constantin as well as the Ralph Lauren Watch and Jewelry joint venture; and Other, including Alfred Dunhill, Azzedine Alaïa, Chloé, Lancel, Montblanc and Peter Millar as well as watch component manufacturing activities.

In addition, Richemont holds a 49% equity-accounted interest in YOOX NET-A-PORTER GROUP, a publicly traded company.

For the financial year ended 31 March 2017, Richemont reported sales of € 10 647 million, operating profit of € 1 764 million and profit for the year of € 1 210 million.

Richemont ‘A’ shares are listed on the SIX Swiss Exchange, Richemont’s primary listing, and are included in the Swiss Market Index ('SMI') of leading stocks. Richemont South African Depository Receipts are listed in Johannesburg, Richemont’s secondary listing.

## Investor/analyst and media contacts

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