



PRESS RELEASE

OVS ANNOUNCES THE SUCCESSFUL COMPLETION OF THE PUBLIC TENDER OFFER BY SEMPIONE RETAIL AG, A COMPANY IN WHICH OVS HOLDS A MINORITY INVESTMENT, FOR SWISS CHARLES VÖGELE HOLDING AG

- ❑ Sempione Retail AG (“Sempione”), a company in which OVS SpA (“OVS”) holds a minority investment equal to a 35% stake, has completed the Public Tender Offer directed to the purchase of all publicly held bearer shares of Charles Vögele Holding AG (“Charles Vögele”).
- ❑ Charles Vögele is a Swiss apparel retailer with a turnover of approximately CHF 0.8 billion and a network of approximately 800 stores in the following countries: Switzerland, Germany, Austria, Slovenia, Hungary, The Netherlands and Belgium. The business in those two last countries is currently under disposal.
- ❑ As announced on 19 September 2016, upon successful completion of the Public Tender Offer by Sempione, OVS will enter into a cooperation agreement with Charles Vögele aimed at:
 - ✓ gradually introducing OVS brands in Switzerland, Austria, Slovenia and Hungary through the conversion of the current stores network,
 - ✓ realign the assortment, store format, marketing campaigns and commercial strategy to those of OVS.

The agreement provides for the payment of royalties to OVS computed based on the turnover generated by Charles Vögele.

- ❑ OVS is granted with the option to purchase an additional 44.5% stake in Sempione from Retails Investment, one of the two financial co-investors, from the third year following the successful completion of the Public Tender Offer closed on today’s date.

Mestre, 16 December 2016 – OVS S.p.A. (“OVS”) confirms the completion of the transaction announced on 19 September 2016 regarding a minority investment, equal to a 35% stake, in Sempione Retail AG (“**Sempione Retail**”) for an overall investment of CHF 14.1 million with no material impact on its financial leverage (the “**Investment**”).

The completion of the Investment relates to the all-cash Public Tender Offer (the “**Offer**”) launched by Sempione Retail for all publicly held bearer shares of Charles Vögele Holding AG (“**Charles Vögele**”) as agreed among Sempione Retail and Charles Vögele and jointly announced by both parties on 19 September 2016.



As announced on 19 September 2016, in connection with the successful completion of the Offer, Charles Vögele will implement the agreements already executed regarding i) the sale of the main part of its business in Germany in favor of a European retailer based on an already agreed formula that makes due allowance of the goodwill, warehouse and fixed assets; ii) the sale of its real estate assets to a Swiss agent. Charles Vögele shall use the profits deriving from such disposal to repay almost all its existing financial indebtedness.

Sempione Retail is a company owned by a consortium consisting of OVS (35%), Aspen Trust Services Limited as trustee of the Elarof Trust (20.5%), already a 15.2% shareholder of Charles Vögele, and Retails Investment S.r.l. (44.5%), a company with an expertise in the apparel sector. OVS and Retails Investment S.r.l. have entered into a Shareholders' Agreement relating to Sempione Retail to launch the Offer on Charles Vögele and to regulate the management of Sempione Retail.

In connection with the successful completion of the Public Tender Offer by Sempione, as announced on 19 September 2016, OVS will enter into a cooperation agreement with Charles Vögele pursuant to which OVS shall be granted with royalties computed based on the turnover generated by Charles Vögele.

OVS is granted with the option to purchase an additional 44.5% stake in Sempione from Retails Investment, one of the two financial co-investors, from the third year following the successful completion of the Public Tender Offer closed on today's date.



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