

Be: Compliance with commitment made to benefit from the exemption from Public Offer obligation for temporary purchases

Be Shaping the Future S.p.A. (**Be or the Company**), a company listed on the STAR segment of the Italian Stock Exchange and one of the leading Italian operators in the sector of professional services for the financial industry, hereby announces the following.

With reference to:

- the Shareholders' Agreement dated November 16 2020 between Tamburi Investment Partners (**TIP**), Stefano Achermann (**SA**), Innishboffin S.r.l. (**Innishboffin**), Carma Consulting S.r.l. (**Carma Consulting**) and Carlo Achermann (**CA**) (CA, together with TIP, SA, Innishboffin and Carma Consulting the **Pact Members**), as amended by the agreement dated 30 November 2020 pursuant to Article 122 of Legislative Decree no. 58 of 24 February 1998, as subsequently amended and supplemented (the Shareholders' Agreement); and
- the press release dated January 21 2021 by which it was made known to the market that:

STOCK DATA

Reuters code: BEST.MI
Bloomberg code: BEST.MI

SHAREHOLDERS DATA

No. of ordinary shares (mln): 134.9
Total no. of shares (mln): 134.9
Market cap. (Eur mln): 275.3
Floating (%): 45.7
Floating (Eur mln): 125.8
Main Shareholder: T.I.P.

GROUP DATA (as of 31.12.2020)

Total Revenues (Eur mln): 178.8
EBITDA (Euro mln): 28.4
EBIT (Euro mln): 14.6
EBT (Euro mln): 13.3
Net Profit (Eur mln): 7.9
Net Financial Position (Eur mln): (3.29)

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- (i) as a result of some purchases of treasury shares made by the Company, the total stake held by the Pact Members had indirectly increased in the previous 12 months by 5.014%, in excess of the threshold of 5%, referred to in Article 44-bis, paragraph 1, of Consob Regulation 11971/99, the Issuers' Regulation (the **Consolidation Threshold**);
- (ii) as a result of exceeding the Consolidation Threshold, joint and several obligations had arisen on the part of the Pact Members to promote a Public Offer on the shares of the Company in circulation (the **Public Offer**);
- (iii) to avail itself of the exemption from the obligation to promote the Public Offer as per Article 49, paragraph 1, letter e) of the Issuers' Regulations, TIP had undertaken, inter alia, to sell or to ensure that within the following 12 months one or more other Pact Members should have sold shares of the Company, to unrelated third parties, in sufficient quantity to reduce the increase in the participation in the Shareholders' Agreement below the Consolidation Threshold (the **Commitment to Sell Be Shares**),

the Company has been informed by Carma Consulting that, in accordance with the agreements made with the other Pact Members, it has fulfilled the Commitment to Sell Be Shares through the OTC sale, today, of 85,000 Be shares. As a result of the aforementioned sale: (a) Carma Consulting is now the owner of 3,970,779 Be shares, representing 2.94% of the Company's capital; (b) the total number of shares contributed to the Shareholders' Agreement by the Shareholders' Agreement is equal to 58,287,622 Be shares, representing 43.21% of the Company's share capital; and (c) the portion of Be's voting capital held by the Shareholders' Agreement increased - in the relevant period - by a percentage below the Consolidation Threshold (to be precise, by 4.99%).

This press release is available on the Company's website www.be-tse.it and on the centralized storage mechanism "eMarket STORAGE" at www.emarketstorage.com.

About Be

Be Group, listed on the STAR segment of Borsa Italiana, is one of the leading Italian players in the Consulting sector. The Company provides Business Consulting, Information Technology and Digital Engagement services. A combination of specialist skills, advanced proprietary technologies and a wealth of experience enable the Group to work with leading financial, insurance and industrial clients to create value and boost business growth. With over 1,400 employees and operations in Italy, United Kingdom, Germany, Austria, Switzerland, Spain, Romania, Poland and Ukraine, in 2020 the Group revenues stood at Euro 178.8 million.