

Be: Board of Directors resolves to co-opt two directors and appoint new chairman. Advisor appointed for the evaluation of the mandatory public offering announced by Overlord Bidco S.p.A.

Further to the announcement made on 26 September 2022, we inform you that the Board of Directors of Be Shaping the Future S.p.A. (**Be** or **the Company**), listed on Euronext STAR Milan of Borsa Italiana S.p.A., which met today, resolved - unanimously and with the approval of the Board of Statutory Auditors - to appoint by co-optation, pursuant to Article 2386 of the Italian Civil Code, Mr. Alberto De Antoni and Mr. Alberto De Antoni as the new Chairman, Mr. Alberto De Antoni and Ms. Nevena Koleva Batchvarova, who will remain in office until the next Shareholders' Meeting*, to replace the resigning directors Mr. Carlo Achermann (who held the position of Chairman - executive - of the Board of Directors) and Ms. Lucrezia Reichlin (who held the position of independent non-executive director).

Acknowledging the declarations made and the documentation submitted by the new directors, the Board of Directors, during the same meeting, verified that Mr. De Antoni and Ms. Batchvarova met the requirements of the applicable regulations, the Company's Articles of Association and the Corporate Governance Code for assuming the office.

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): 438.1
Floating (%): 43.5
Floating (Eur mln): 190.5
Main Shareholder: T.I.P.

GROUP DATA (as of 31.12.2021)

Total Revenues (Eur mln): 235.3
EBITDA (Eur mln): 37.1
EBIT (Eur mln): 20.6
EBT (Eur mln): 18.8
Net Profit (Eur mln): 11.6
Net Financial Position (Eur mln): -10.0

HEADQUARTER

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Mr. De Antoni and Ms. Batchvarova declared that they do not meet the independence requirements set forth in Article 148, paragraph 3 of Legislative Decree 58/1998 (TUF) and Article 2 of the Corporate Governance Code of listed companies. The curricula vitae of Mr. De Antoni and Ms. Batchvarova, non-executive directors, are available on the Company's website.

Dr. De Antoni and Dr. Batchvarova do not currently hold shares in the Company. In accordance with the remuneration policy adopted by the Company, no end-of-office indemnity or other benefit is envisaged in their favour following the termination of their office. Furthermore, the Board of Directors today appointed Mr. Claudio Berretti as Chairman of the Company's Board of Directors.

Also in the context of today's meeting of the Board of Directors, the independent directors of Be informed the Board of Directors that they had identified Intermonte SIM S.p.A. as the independent expert for the purpose of issuing the opinion requested of them pursuant to Article 39-bis of the Consob Issuers' Regulations No. 11971/99 (the Issuers' Regulations) in relation to the mandatory full takeover bid announced on 26 September 2022 by Overlord Bidco S.p.A. by means of a press release issued pursuant to Article 102, paragraph 1, of the TUF.

The Company's Board of Directors has taken note of the decision of the independent directors and has therefore approved the appointment of Intermonte SIM S.p.A. as their expert for the purposes of the aforementioned opinion, also resolving to make use of the work to be carried out by said expert to support the assessments to which the Board of Directors itself will be called upon to prepare and disseminate its own press release pursuant to Article 103, paragraph 3, of the Consolidated Law on Finance and Article 39 of the Issuers' Regulation.

**It should be noted that all the candidates for the office of director on the list from which Dr. Carlo Achermann and Dr. Lucrezia Reichlin were taken have declared their inability to fill the role and that the candidature of Dr. De Antoni and Dr. Batchvarova was presented on 26 September 2022 by Overlord BidCo S.p.A. (a subsidiary of Engineering Ingegneria Informatica S.p.A.), which on 26 September this year acquired a controlling interest in the Company.*

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 Euronext 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 1,700 employees and operations in Italy, United Kingdom, Germany, Austria, Switzerland, Luxemburg, Spain, Romania, Czech Republic, Poland, Albania and Ukraine, in 2021 the Group revenues stood at Euro 235.3 million.

Be S.p.A.

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