

Notice issued by Overlord Bidco S.p.A. and disclosed to the market by BE Shaping the Future S.p.A. on behalf of Overlord Bidco S.p.A.

THE DISSEMINATION, PUBLICATION OR DISTRIBUTION OF THIS NOTICE IS PROHIBITED IN ANY JURISDICTION IN WHICH IT CONSTITUTES A VIOLATION OF THE RELEVANT APPLICABLE LAW

Press release pursuant to Article 41, paragraph 2, letter c), of the Regulation adopted by Consob with resolution No. 11971 of 14 May 1999, as subsequently amended (“ISSUERS’ REGULATION”)

Milan, 28 November 2022 – With reference to the mandatory total tender offer (the “**Offer**”) pursuant to Article 106 of the Legislative Decree n. 58/1998 (the “**TUF**”) on the ordinary shares of BE Shaping The Future S.p.A. (“**BE**” – ISIN: IT0001479523), referred to in the notice under Article 102 TUF of Overlord Bidco S.p.A. (the “**Offeror**”) disseminated on 26 September 2022, it is hereby announced that the Offeror has today acquired a total of no. 4,900,000 ordinary shares equal to 3.632% of the share capital of BE, as detailed in the table below.

Transaction Date	Trading Venue	Type of transaction	Weighted Average Price (Euro)	Amount
28 November 2022	Euronext STAR Milan	Purchase	3.4492	4,900,000

Please note that the purchase transactions subject to this press release were carried out at a unit price not exceeding Euro 3.45 per share (i.e. the consideration offered for each share in the context of the Offer).

By virtue of the purchases made today, the Offeror came to hold a total of no. 98,727,016 ordinary shares, equal to 73.187% of the share capital of BE.

For the sake of clarity, please note that the Acceptance Period of the Offer began on 23 November 2022 and will end on 16 December 2022 and that the date of payment of the consideration for the shares that will be tendered to the Offer during the Acceptance Period will be 22 December 2022.

This press release is available on the website of BE Shaping The Future S.p.A. (www.be-tse.it), of

the Global Information Agent (www.morrowsodali-transactions.com), of Engineering Ingegneria Informatica S.p.A. (www.eng.it), as well as at www.emarketstorage.it.

For further information concerning the Offer:

Morrow Sodali S.p.A.

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The above indicated channels will be available from Monday to Friday from 9:00 a.m. to 6:00 p.m. (Central European Time).

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This notice does not represent, nor does it intend to represent an offer, invitation or solicitation to buy or otherwise acquire, subscribe, sell or otherwise dispose of financial instruments, and no sale, issue or transfer of financial instruments of Be Shaping The Future S.p.A. will be made in any country in breach of the regulations applicable therein. The Offer will be launched by means of the publication of the relevant offer document, subject to the approval of Consob. The offer document will contain the full description of the terms and conditions of the Offer, including the terms and conditions of acceptance.

The publication or dissemination of this notice in countries other than Italy may be subject to restrictions under the applicable law and, therefore, any person subject to the laws of any country other than Italy is required to independently acquire information about any restrictions under applicable laws and regulations and ensure that he, she or it complies with them. Any failure to comply with these restrictions may constitute a violation of the applicable law of the relevant country. To the maximum extent permitted by applicable law, the persons involved in the Offer shall be deemed to be exempted from any liability or adverse effect that might arise from the breach of the aforementioned restrictions by such persons. This notice has been prepared in accordance with Italian law and the information disclosed herein may be different from that which would have been disclosed had the notice been prepared in accordance with the laws of countries other than Italy.

No copy of this notice or any other document relating to the Offer shall be, nor may be, sent by post or otherwise forwarded or distributed in any or from any countries in which the provisions of local laws might give rise to civil, criminal or regulatory risks if information concerning the Offer is transmitted or made available to shareholders of Be Shaping The Future S.p.A. in such country or in any other countries where such conduct would constitute a violation of the laws of such country and any person receiving such documents (including as custodian or trustee) is required not to post or otherwise transmit or distribute the same to or from such country.