

Press release 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

**Mandatory total tender offer launched by Overlord Bidco S.p.A. on the ordinary shares of Be Shaping the Future S.p.A.**

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**PRESS RELEASE**

pursuant to article 36 of the regulation adopted by Consob with resolution no. 11971 of 14 May 1999, as subsequently amended and supplemented ("**Issuers' Regulation**")

**PROVISIONAL RESULTS OF THE OFFER**

**OVERLORD BIDCO S.P.A. AT 95.698% OF THE CAPITAL OF BE SHAPING THE FUTURE S.P.A.**

*Milan, 16 December 2022* – Overlord Bidco S.p.A. (the "**Offeror**") announces that on the date hereof, at 17:30, the acceptance period of the mandatory total tender offer (the "**Offer**"), pursuant to articles 102 and 106, paragraph 1, of the Legislative Decree no. 58/1998, as subsequently amended and supplemented (the "**TUF**"), promoted by the Offeror on no. 37,912,796 ordinary shares of Be Shaping the Future S.p.A. ("**BE**" or the "**Issuer**"), equal to 28.105% of the share capital, has ended.

The terms used with a capital letter in this press release, unless otherwise defined, have the same meaning as attributed to them in the offer document approved by Consob with resolution no. 22507 of 15 November 2022 (the "**Offer Document**").

**Provisional results at the end of the Acceptance Period**

According to the provisional results communicated by Equita SIM S.p.A., as the Intermediary in Charge of Coordinating the Collection of Acceptances, it is hereby announced that from 23 November 2022 to 16 December 2022 (inclusive) an aggregate of 18,794,002 BE Shares, equal to 13.932% of the share capital and to 49.572% of the BE Shares subject to the Offer, were tendered to the Offer for a total counter value equal to Euro 64,839,306.90.

On the Date of Payment, namely on 22 December 2022, the Offeror will pay the holders of BE Shares a Consideration equal to Euro 3.45 for each BE Share tendered to the Offer during the Acceptance Period, in consideration for the simultaneous transfer of ownership of such BE Shares to the Offeror.

On the basis of the provisional results of the Offer, if confirmed – taking into account: (i) the no. 18,794,002 BE Shares, equal to 13.932% of the share capital, tendered to the Offer during the

Acceptance Period; (ii) the no. 13,315,208 BE Shares, equal to 9.871% of the share capital, purchased by the Offeror outside of the Offer after the Date of the Offer Document in accordance with applicable regulations; (iii) the no. 89,827,016 BE Shares, equal to 66.589% of the share capital, already owned by the Offeror as at the Date of the Offer Document – the Offeror will come to hold a total of no. 121,936,226 BE Shares, equal to 90.392% of the share capital, and to 95.698% of BE's share capital counting in the Offeror's shareholding the no. 7,157,460 Treasury Shares held by the Issuer as at the Date of the Offer Document for the purposes of calculating the thresholds provided for in articles 108 and 111 of the TUF.

The final results of the Offer will be announced by means of a specific press release pursuant to article 41, paragraph 6, of the Issuers' Regulations, which will be disseminated by the Offeror within the Trading Day prior to the Date of Payment (i.e. by 07:59 a.m. on 21 December 2022).

**Failure to Reopen the Terms and legal requirements for the fulfilment of the Purchase Obligation under article 108, paragraph 1, of the TUF and of the Squeeze Out Right under article 111 of the TUF.**

In consideration of the Offeror's achievement of a shareholding of at least 95% of the Issuer's share capital on the basis of the provisional results of the Offer, if confirmed, and the Offeror having already declared in the Offer Document its intention to exercise its right to purchase the remaining outstanding BE Shares pursuant to and for the purposes of article 111 of the TUF, it is hereby announced that:

- (i) the Reopening of the Terms will not take place, pursuant to article 40-*bis*, paragraph 3, letter b) of the Issuers' Regulation; and
- (ii) the legal requirements for the exercise of the Purchase Obligation under article 108, paragraph 1, of the TUF and of the Squeeze Out Right under article 111 of the TUF, have been met.

Therefore, following the confirmation of these results, the Offeror – as declared in the Offer Document – will not restore a free float sufficient to ensure the regular trading of the BE Shares and, exercising the Squeeze Out Right, will fulfil the Purchase Obligation under article 108, paragraph 1, of the TUF in relation to the remaining no. 5,803,586 BE Shares, equal to 4.302% of the share capital, carrying out the Joint Procedure and recognising a consideration per each BE Share equal to the Consideration.

Please, note that following the occurrence of the requirements of the Squeeze Out Right and the Purchase Obligation under article 108, paragraph 1, of the TUF, Borsa Italiana will order the suspension and/or the Delisting pursuant to article 2.5.1 of the Stock Exchange Regulations, taking into account the timeframe for the exercise of the Squeeze Out Right.

In the notice on the final results of the Offer, information will be provided on the terms and conditions under which the Offeror will fulfil the Purchase Obligation under article 108, paragraph 1, of the TUF and will exercise the Squeeze Out Right, as well as on the Delisting.

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For further information on the Offer, please refer to the Offer Document available, inter alia, on the Issuer's website [www.be-tse.it](http://www.be-tse.it), on the website of Engineering Ingegneria Informatica S.p.A., [www.eng.it](http://www.eng.it), as well as on the website of the Global Information Agent, [www.morrowsodali-transactions.com](http://www.morrowsodali-transactions.com).

*This press release is available on the website of BE Shaping the Future S.p.A. ([www.be-tse.it](http://www.be-tse.it)), of the Global Information Agent ([www.morrowsodali-transactions.com](http://www.morrowsodali-transactions.com)), of Engineering Ingegneria Informatica S.p.A. ([www.eng.it](http://www.eng.it)), as well as at [www.emarketstorage.it](http://www.emarketstorage.it).*

For further information on the Offer:

**Morrow Sodali S.p.A.**

email account: [opa.be@investor.morrowsodali.com](mailto:opa.be@investor.morrowsodali.com)

free number: 800 126 381

hotline: +39 06 85870339

WhatsApp number +39 340 4029760.

These channels will be active from Monday to Friday from 9 a.m. to 6 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 referred to in this notice is promoted by the Offeror by means of the publication of the relevant Offer Document approved by Consob. The Offer document contains 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.*