

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.

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**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**”)

**EXCEEDED THE THRESHOLD OF 90% OF THE SHARE CAPITAL OF BE SHAPING THE FUTURE S.P.A.: DELISTING WILL OCCUR**

**FRIDAY 16 DECEMBER 2022, LAST DAY OF THE ACCEPTANCE PERIOD**

*Milan, 15 December 2022* – With reference to the mandatory total tender offer (the “**Offer**”) pursuant to articles 102 and 106, paragraph 1, of Legislative Decree No. 58/1998, as subsequently amended and integrated (the “**TUF**”), promoted by Overlord Bidco S.p.A. (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, the following is hereby announced.

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 and published on 22 November 2022 (the “**Offer Document**”).

The Offeror announces that on the basis of (i) the daily results received by Equita SIM S.p.A., as Intermediary in Charge of Coordinating the Collection of Acceptances, until the date hereof; (ii) of the BE Shares purchased by the Offeror on the market outside the Offer up to the date hereof in accordance with applicable regulations; and (iii) the BE Shares held by the Offeror prior to the beginning of the Acceptance Period of the Offer and, furthermore, counting the no. 7,157,460 Treasury Shares held by the Issuer as of the Date of the Offer Document, **the Offeror will come to hold more than 90% of the Issuer’s share capital and, consequently, will be entitled to proceed to the Delisting pursuant to article 108, paragraph 2, of the TUF.**

Please note that, as indicated in the Offer Document, the Offeror has declared its intention to not restore a free float sufficient to ensure the regular trading of the BE Shares. Therefore, in accordance with article 2.5.1, paragraph 6, of the Stock Exchange Regulations, Borsa Italiana will order the Delisting – unless the requirements for the exercise of the Squeeze Out Right pursuant to article 111 of the TUF are met – starting from the first Trading Day following the date of payment of the

consideration relating to the procedure aimed at fulfilling the Purchase Obligation under article 108, paragraph 2, of the TUF.

On the basis of the results of the Offer, the Offeror will communicate the existence of the conditions for the Purchase Obligation under article 108, paragraph 2, of the TUF or for the Purchase Obligation under article 108, paragraph 1, of the TUF and for the Squeeze Out Right under article 111 of the TUF in the Notice on the Final Results of the Offer.

Lastly, please note that the Acceptance Period will end on 16 December 2022 at 17:30 (Italian time). **Therefore, tomorrow 16 December 2022 is the last date for the holders of the BE Shares to tender to the Offer their BE Shares.**

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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.*