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| Informazione Regolamentata n. 0469-53-2022 | Data/Ora Ricezione 17 Ottobre 2022 20:34:00 | Euronext Star Milan |
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Identificativo : 168336
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Regolamentata
Nome utilizzatore : SERVICEN03 - Cornini
Tipologia : REGEM
Data/Ora Ricezione : 17 Ottobre 2022 20:34:00
Data/Ora Inizio : 17 Ottobre 2022 20:34:01
Diffusione presunta
Oggetto : OPA BE - press release filing Consob offer
document

Testo del comunicato

Vedi allegato.

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 102, paragraph 3, of Legislative Decree no. 58/98, as subsequently amended and supplemented (“TUF”), and Article 37-ter of the regulation adopted by Consob with resolution no. 11971 of 14 May 1999, as subsequently amended and supplemented (“Issuers’ Regulation”).

FILING OF THE OFFER DOCUMENT WITH CONSOB

Milan, 17 October 2022 – Overlord Bidco S.p.A. (the “Offeror”) announces that today, it has submitted with Consob– pursuant to and for the purposes of Articles 102, paragraph 3, of the TUF and 37-ter of the Issuers’ Regulation – the offer document (the “Offer Document”), intended for publication, related to the mandatory total tender offer under Articles 102 and 106, paragraph 1, of the TUF (the “Offer”) promoted by the Offeror on the ordinary shares of Be Shaping the Future S.p.A. (“BE” or the “Issuer”), a company with shares listed on Euronext Milan, STAR segment, organised and managed by Borsa Italiana.

The Offer is promoted on no. 58,662,796 ordinary shares of the Issuer, representing 43.487% of the share capital, namely all of the shares of BE, less a total of no. 69,077,016 shares of BE already owned by the Offeror, equal to 51.207% of the share capital, and the no. 7,157,460 treasury shares, amounting to 5.306% of the share capital, in portfolio of the Issuer on the same date. The Offeror reserves the right to purchase additional shares of BE, to the extent permitted by applicable laws and regulations. Any purchases will be disclosed to the market pursuant to Article 41, paragraph 2, letter c) of the Issuers' Regulation.

Please note that the Offeror will pay a consideration, in cash, to the shareholders of BE amounting to Euro 3.45 for each share of BE tendered to the Offer (the “Consideration”). In the event of full acceptance of the Offer, the maximum disbursement of the Offer, calculated on the basis of the Consideration and of the number of the shares of BE subject to the Offer on the date of this notice, is equal to Euro 202,386,646.200.

The Offer Document will be published upon completion of the investigation carried out by Consob pursuant to Article 102, paragraph 4, of the TUF.

Pending the publication of the Offer Document, please refer to the notice of the Offeror prepared pursuant to Article 102, paragraph 1, of the TUF, and Article 37, paragraph 1, of the Issuers' Regulation, published on the website of BE (www.be-tse.it), on the website of ENG (www.eng.it) and of the Global Information Agent (www.morrowsodali-transactions.com), which set out, inter alia, the legal requirements, the terms and the essential elements of the Offer.

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 on the Offer:

Morrow Sodali S.p.A.

email account: 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 and 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.

Fine Comunicato n.0469-53

Numero di Pagine: 5