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| Informazione Regolamentata n. 0469-66-2022 | Data/Ora Ricezione 15 Novembre 2022 19:04:58 | Euronext Star Milan |
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Regolamentata
Nome utilizzatore : SERVICEN03 - Cornini
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Data/Ora Ricezione : 15 Novembre 2022 19:04:58
Data/Ora Inizio : 15 Novembre 2022 19:04:59
Diffusione presunta
Oggetto : PR_Approval of the offer document ENG

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 36 of the regulation adopted by Consob with resolution no. 11971 of 14 May 1999, as subsequently amended and supplemented (the “**Issuers’ Regulation**”)

APPROVAL OF THE OFFER DOCUMENT BY CONSOB

THE ACCEPTANCE PERIOD WILL START ON 23 NOVEMBER 2022 AND WILL END ON 16 DECEMBER 2022 (INCLUSIVE)

Milan, 15 November 2022– Overlord Bidco S.p.A. (the “**Offeror**”) announces that on the date hereof Consob, by resolution no. 22507 of 15 November 2022, pursuant to article 102, paragraph 4, of the Legislative Decree no. 58/1998, as subsequently amended and supplemented (the “**TUF**”), has approved the offer document (the “**Offer Document**”) 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 the maximum 43,662,796 ordinary shares of the Issuer (the “**BE Shares**”), equal to 32.367% of the share capital, namely all the BE Shares, less a total of no. 84,077,016 BE Shares already owned by the Offeror as of the date of the Offer Document, equal to 62.327% 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 BE Shares, 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.

Pursuant to article 40, paragraph 2, of the Issuers’ Regulation, the acceptance period to the Offer (the “**Acceptance Period**”), agreed with Borsa Italiana, will start at 08:30 (Italian time) on 23 November 2022 and will end at 17:30 (Italian time) on 16 December 2022, inclusive, and will therefore consist of 18 trading days (unless extended). Thus, 16 December 2022 will be the last day to accept the Offer, unless the Acceptance Period is extended, and without prejudice to the possible Reopening of the Terms (as defined below).

On the fourth trading day following the end of the Acceptance Period, i.e. – unless extension – on 22 December 2022 (the “**Date of Payment**”), subject to the terms and conditions indicated in the

Offer Document, the Offeror will pay each subscriber to the Offer a consideration amounting to Euro 3.45, fully paid in cash for each Be Share tendered to the Offer (the “**Consideration**”).

If conditions are met, pursuant to article 40-bis, paragraph 1, letter b) no. 1) and no. 2), of the Issuers’ Regulation, the Acceptance Period will be reopened for five trading days (the “**Reopening of the Terms**”) starting from trading day following the Date of Payment and, therefore (unless extension of the Acceptance Period) for the sessions of 23, 27, 28, 29 and 30 December 2022, from 08:30 (Italian time) to 17:30 (Italian time). The date of payment related to the BE Shares tendered to the Offer during the Reopening of the Terms, if any, will be on 5 January 2023 (unless extension of the Acceptance Period).

The Offer Document, containing a detailed description of the terms of the Offer, as well as, inter alia, the modalities of acceptance of the Offer, will be published prior to the start of the Acceptance Period. The publication of the Offer Document and the relevant dissemination means will be disclosed in a separate notice to be issued pursuant to article 38, paragraph 2, of the Issuers’ Regulation.

The notice that the Board of Directors of the Issuer is required to disseminate pursuant to the combined provisions of article 103, paragraph 3, of the TUF and article 39 of the Issuers’ Regulation, and which includes the opinion of the independent directors, will be attached as appendix to the Offer Document.

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 approved by 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.0469-66

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