



SPAFID
CONNECT

Informazione Regolamentata n. 0469-74-2022	Data/Ora Ricezione 22 Novembre 2022 12:31:43	Euronext Star Milan
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Societa' : BE
Identificativo : 169701
Informazione
Regolamentata
Nome utilizzatore : SERVICEN03 - Cornini
Tipologia : REGEM
Data/Ora Ricezione : 22 Novembre 2022 12:31:43
Data/Ora Inizio : 22 Novembre 2022 12:31:44
Diffusione presunta
Oggetto : PR - publication of the 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 38, paragraph 2, of the regulation adopted by Consob with resolution no. 11971 of 14 May 1999, as subsequently amended and supplemented ("**Issuers' Regulation**")

PUBLICATION OF THE OFFER DOCUMENT

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

Milan, 22 November 2022 – Following the press release disseminated on 15 November 2022, Overlord Bidco S.p.A (the "**Offeror**") hereby announces that, pursuant to article 38, paragraph 2 of the Issuers' Regulation, the offer document (the "**Offer Document**"), approved by Consob by resolution no. 22507 of 15 November 2022, relating to the mandatory total tender offer (the "**Offer**") under 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 the ordinary shares of Be Shaping the Future S.p.A. ("**BE**" or the "**Issuer**"), less the ordinary shares already owned by the Offeror as well as the treasury shares held by the Issuer (the "**BE Shares**"), has been published today.

The Issuer's notice, prepared in accordance with articles 103, paragraph 3, of the TUF and 39 of the Issuers' Regulation, approved by the Issuer's board of directors on 21 November 2022, with the relevant annexes and including the opinion of the Issuer's independent directors, adopted in accordance with article 39-bis of the Issuers' Regulation, is attached to the Offer Document.

Please note that the acceptance period of 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 therefore will be equal to 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).

The fourth trading day after the end of the Acceptance Period, i.e. – unless extension – on 22 December 2022 (the "**Date of Payment**"), subject to the terms and the conditions set out in the Offer Document, the Offeror will pay to each subscriber to the Offer a consideration equal to Euro 3.45, fully paid in cash for each BE Share tendered to the Offer (the "**Consideration**").

If the legal requirements 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 the trading day following the Date of Payment, and therefore (unless the Acceptance Period is extended) 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 relating to the BE Shares tendered to the Offer during the Reopening of the Terms, if any, will be on 5 January 2023, unless the Acceptance Period is extended.

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The Offer Document, to which reference should be made for the description of terms and conditions of the Offer, is made available for consultation at the:

- (i) registered office of the Offeror in Milan, Viale Bianca Maria no. 25;
- (ii) registered office of Equita SIM S.p.A. (Intermediary in Charge of Coordinating the Collection of Acceptances) in Milan, Via Turati no. 9.

The Offer Document is also made available on the website of the Issuer www.be-tse.it, on the website of Engineering Ingegneria Informatica S.p.A., www.eng.it, as well as on the website of Morrow Sodali S.p.A., the Global Information Agent, www.morrowsodali-transactions.com.

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 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.

Fine Comunicato n.0469-74

Numero di Pagine: 5