



SPAFID
CONNECT

Informazione Regolamentata n. 0469-118-2022	Data/Ora Ricezione 28 Dicembre 2022 06:47:48	Euronext Star Milan
---	--	---------------------

Societa' : BE
Identificativo : 170976
Informazione
Regolamentata
Nome utilizzatore : SERVICEN03 - Cornini
Tipologia : REGEM
Data/Ora Ricezione : 28 Dicembre 2022 06:47:48
Data/Ora Inizio : 28 Dicembre 2022 06:47:52
Diffusione presunta
Oggetto : PR Delisting

<i>Testo del comunicato</i>

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.

* * *

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**”)

Overlord Bidco S.p.A. has carried out the procedure for the fulfilment of the Purchase Obligation and the Squeeze Out Right to acquire 100% of Be Shaping the Future S.p.A.

The Shares of Be Shaping the Future S.p.A. are delisted from trading on Euronext Milan, STAR segment, as of 28 December 2022

Milan, 28 December 2022 – With reference to 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 maximum no. 37,912,796 ordinary shares of Be Shaping the Future S.p.A. (“**BE**” or the “**Issuer**”), equal to 28.105% of the relevant share capital, the following information 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 (the “**Offer Document**”).

Following the press release disseminated on 19 December 2022, the Offeror announces that today has notified the Issuer – pursuant to and for the purposes of article 111, paragraph 3, of the TUF – that the total counter value of the Joint Procedure, equal to Euro 20,022,371.700 (the “**Purchase Consideration**”), has been deposited and is available in a specific bank account with Intesa San Paolo S.p.A., opened in name of Equita SIM S.p.A. (the “**Current Account**”).

The Purchase Consideration, deposited in the Current Account, is allocated – exclusively, unconditionally and irrevocably – to the payment of the consideration of the residual no. 5,803,586 BE Shares still outstanding, equal to 4.302% of the share capital (the “**Residual Shares**”), in accordance with the irrevocable instructions issued by the Offeror to Equita SIM S.p.A. In this regard, please note that the consideration for each Residual Share is equal to the

Consideration of the Offer (i.e., Euro 3.45 per BE Share), in accordance with the provisions of articles 108, paragraph 3, and 111, paragraph 2, of the TUF.

The transfer of ownership of the Residual Shares to the Offeror – with the consequent enrolment in the shareholder's ledger by the Issuer in accordance with article 111, paragraph 3, of the TUF – will be effective as of the date hereof.

The holders of Residual Shares are entitled to obtain payment of the consideration for the Joint Procedure directly from their respective Appointed Intermediaries. The obligation of the Offeror to pay the consideration for the Joint Procedure shall be deemed to be fulfilled when the relevant amounts are transferred to the Appointed Intermediaries

Shareholders bear the sole risk that the Appointed Intermediaries may fail to transfer the amounts to the entitled parties or delay their transfer.

Pursuant to article 2949 of the Italian Civil Code, after the expiration of the five-year prescription period from the date of the deposit of the consideration for the exercise of the Squeeze Out Right, the Offeror shall have the right to obtain the return of the amounts deposited as consideration for the Squeeze Out Right and not collected by the entitled parties.

Finally, with resolution no. 8908 of 20 December 2022, Borsa Italiana S.p.A. ordered the delisting of BE Shares from Euronext Milan, STAR segment, effective as of today's date.

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).

* * *

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.0469-118

Numero di Pagine: 5