



**AGREEMENT FOR THE PURCHASE OF 43,209% OF BE SHAPING THE FUTURE S.P.A.:
OBTAINMENT OF THE CLEARANCES REQUIRED UNDER THE APPLICABLE LAWS ON
MERGER CONTROL AND FOREIGN DIRECT INVESTMENT AND SATISFACTION OF THE
RELEVANT CONDITIONS PRECEDENT
CLOSING SCHEDULED ON SEPTEMBER 26, 2022**

Tamburi Investment Partners S.p.A. ("TIP" - tip.mi), an independent and diversified industrial group listed on the Euronext STAR Milan segment of the Italian Stock Exchange, makes reference to its press release of June 20, 2022 (the "June 20 PR") regarding the execution of definitive and binding agreements as to, *inter alia*, the purchase by Engineering – Ingegneria Informatica S.p.A. ("Engineering"), through a wholly owned vehicle (the "Purchaser"), of no. 58,287,622 ordinary shares representing 43.209% (or 45.630% on a fully diluted basis) of the capital of Be Shaping the Future S.p.A. a company listed on the Euronext STAR Milan segment organized and managed by Borsa Italiana, ("Be") owned by TIP, Stefano Achermann and his controlled company Innishboffin S.r.l., Carlo Achermann and his controlled company Carma Consulting S.r.l. (collectively the "Sellers"), at a price per share of Euro 3.45 (the "Unitary Purchase Price") (the "Purchase").

As previously announced in the June 20 PR, upon completion of the Purchase, the Purchaser will be required to launch a mandatory takeover bid (the "Mandatory Tender Offer") on the residual ordinary shares of Be pursuant to Articles 102 and 106 of Legislative Decree No. 58/1998 ("TUF") for a per share consideration equal to the Unitary Purchase Price, aimed at carrying out the *de-listing* of Be from the Euronext STAR Milan segment (the "Transaction"). If, as a result of the acceptances to the Mandatory Tender Offer, the Purchaser will hold a stake of more than 90% of Be's share capital, it is the Purchaser's intention that a free float sufficient to ensure regular trading will not be restored.

As further announced in the June 20 Press Release, pursuant to the above binding agreements, the parties agreed that the completion of the Purchase would have been subject to the satisfaction of the following conditions precedent (each, a "Condition Precedent"): (a) the obtainment of all authorisations and consents required by the applicable laws on merger control and on the so-called local "government golden power" and foreign direct investment (collectively, the "Merger Control and FDI Conditions"), in each case by no later than December 31, 2022, and (b) (i) the completion of agreements with shareholders of Be (other than the Sellers) concerning the commitment to sell further Be shares (the "Additional Shares") to the Purchaser which, added to the shares acquired from the Sellers, would result in a total shareholding in Be equal to more than 50% of Be's share capital with voting rights, (ii) the actual availability of the financial resources necessary to carry out the Purchase and the Mandatory Tender Offer, (iii) the non-occurrence of a circumstance requiring the Purchaser or any person acting in concert with it pursuant to article 109 of the TUF to launch the Mandatory Tender Offer at a price higher than the Unitary Purchase Price; and (iv) the waiver, by certain top clients of the Be Group, of their right of withdrawal and/or termination of certain existing commercial contracts to which they are entitled in connection with the completion of the Transaction, in each case, by the date of the completion of the Purchase (the "Closing Date").

TIP hereby announces that all Merger Control and FDI Conditions have been satisfied, all authorisations and consents



required by the applicable laws on merger control, “government golden power” and foreign direct investment have been obtained. In light of the above, pursuant to the binding agreements relating, *inter alia*, to the Purchase, the Closing Date is scheduled on September 26, 2022.

Milan, September 22, 2022

TIP - TAMBURI INVESTMENT PARTNERS S.P.A. IS AN INDEPENDENT AND DIVERSIFIED INDUSTRIAL GROUP WITH THAT INVESTED, AMONG DIRECT INVESTMENTS AND/OR CLUB DEALS, MORE THAN 5 BILLION EURO (AT TODAY VALUES) IN COMPANIES DEFINED AS “EXCELLENT” FROM AN ENTREPRENEURIAL POINT OF VIEW. CURRENTLY TIP HAS INVESTMENTS IN LISTED AND UNLISTED COMPANIES INCLUDING: ALIMENTIAMOCI, ALKEMY, ALPITOUR, AMPLIFON, ASSET ITALIA, AZIMUT BENETTI, BE, BETA UTENSILI, BENDING SPOONS, BUZZOOLE, CENTY, CHIORINO, DIGITAL MAGICS, DOVEVIVO, EATALY, ELICA, FAGERHULT, FERRARI, HUGO BOSS, INTERPUMP, ITACA, LANDI RENZO, LIMONTA, LIO FACTORY, MONCLER, MONRIF, MULAN, OCTO TELEMATICS, OVS, PRYSMIAN, ROCHE BOBOIS, SESA, STARTIP, TALENT GARDEN, TELESIA AND VIANOVA.

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THIS PRESS RELEASE IS ALSO AVAILABLE ON THE COMPANY’S WEB SITE WWW.TIPSPA.IT AND DISCLOSED BY 1 INFO SDIR AND 1 INFO STORAGE SYSTEM (WWW.1INFO.IT).