

**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**

Reference is made to the press release dated 20 June 2022 (the “**June 20 Press Release**”) 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 corporate vehicle (the “**Purchaser**”) of no. 58,287,622 ordinary shares representing 43.209% (45.630% *fully diluted* of the treasury shares) 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 a group of shareholders (collectively, the “**Sellers**”), which includes: Tamburi Investment Partners S.p.A., Stefano Achermann and his controlled company Innishboffin S.r.l., Carlo Achermann and his controlled company Carma Consulting S.r.l., at a price per share of Euro 3.45 (the “**Unitary Purchase Price**”) (the “**Purchase**”).

As previously announced in the June 20 Press Release, 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 Share 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 31 December 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**”).

Engineering hereby announces that late yesterday afternoon 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.

Rome, September 22, 2022

### **Engineering**

Engineering is one of the leading Italian players in the Digital Transformation space, which is carrying out an ongoing expansion worldwide, with over 12,000 employees and approximately 60 offices.

The Engineering Group operates in Italy as well as in 20 countries worldwide, has been supporting companies and organizations in their continuous evolution for more than 40 years, thanks to a deep knowledge of business processes in several market segments, exploiting the opportunities offered by advanced digital technologies and proprietary solutions.

The Engineering Group integrates best-of-breed market solutions and managed services, and continues to expand its expertise through M&A transactions and partnerships with leading technology players. Engineering is strongly committed to investing in innovation, through its Research & Innovation division, and in human capital, through its IT & Management Academy. The Engineering Group is a key player in the creation of digital ecosystems to connect different markets, developing modular solutions for a constant business transformation.

[www.eng.it](http://www.eng.it)

<https://twitter.com/EngineeringSpa>

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### **NB Renaissance**

NB Renaissance is an investment firm with a focus on companies with a high growth potential primarily headquartered in Italy. Founded in 2015 by the management team in partnership with Neuberger Berman, NB Renaissance currently manages over €2.3 billion in assets and is invested in 14 companies with an aggregate turnover of approximately €6 billion. For additional information: [www.nbrenaissance.com](http://www.nbrenaissance.com).

Neuberger Berman, founded in 1939, is a private, independent, employee-owned investment manager. As of June 30, 2022, Neuberger Berman had \$418 billion in client assets, including approximately \$120 billion in alternative assets (mainly private equity), operations in 25 countries and over 2,500 employees. For additional information: [www.nb.com](http://www.nb.com).

### **Bain Capital**

Bain Capital has partnered closely with management teams to provide the strategic resources that build great companies and help them thrive since its founding in 1984. Bain Capital Private Equity's global team of approximately 250 professionals creates value for its portfolio companies through its global platform and depth of expertise in key vertical industries including healthcare, consumer/retail, financial and business services, industrials, and technology, media and telecommunications.

Bain Capital has 23 offices on four continents. The firm has made primary or add-on investments in more than 1,100 companies since its inception. In addition to private equity, Bain Capital invests across asset classes including credit, real estate, public equity and venture capital, managing approximately \$155 billion in total and leveraging the firm's shared platform to capture opportunities in strategic areas of focus. For more information, visit [www.baincapitalprivateequity.com](http://www.baincapitalprivateequity.com)

*This release relates to the disclosure of information that qualified or may have qualified as inside information for the purposes of Article 7 of the Market Abuse Regulation (EU) 596/2014.*

*This release is not intended to and does not constitute an offer to sell or the solicitation of an offer to buy or an invitation to purchase any securities in any jurisdiction. The securities referenced in this release have not been, and will not be, registered under the U.S. Securities Act of 1933, as amended, or any applicable state or foreign securities laws.*

*The information contained in this release may contain forward-looking statements. These statements involve elements of subjective judgment and analysis and are based upon the best judgment of the Engineering Group as of the date hereof. These statements are subject to change without notice and are based on a number of assumptions and entail known and unknown risks and uncertainties, as there are a variety of factors that may cause actual events and developments to differ materially from any future events and developments expressed or implied by such forward-looking statements. Therefore, you should not rely on these forward-looking statements. Neither the Engineering Group nor any other person gives any undertaking, or is under any obligation, to update these forward-looking statements for events or circumstances that occur subsequent to the date of this release or to update or keep current any of the information contained herein and this release is not a representation by the Engineering Group or any other person that they will do so, except to the extent required by law.*