

BE THINK, SOLVE, EXECUTE S.p.A. - Ordinary Shareholders' Meeting of 23-24 April 2015 Proxy Form

PROXY FORM

Please fill in with the required information, sign and send to the Company on the basis of the Notes below

With reference to the ordinary shareholders' meeting of **BE, THINK, SOLVE, EXECUTE S.P.A.** (the **Company**) convened on **23/04/2015 at 3pm** on first call and on **24 April 2015 at 3pm**, on second call, at the offices of the Company in Milan, Piazza Affari 3, in order to discuss and resolve upon the following:

AGENDA

- 1) Company's Financial statements at 31 December 2014, including the Directors' Report on operations, the Report of the Board of Statutory Auditors and the Report of the Audit Firm; presenting the consolidated financial statements at 31 December 2014; pertinent and subsequent resolutions;
- 2) resolutions concerning the allocation of 2014 year's result; pertinent and subsequent resolutions;
- 3) appointing auditors and chairman of the pertinent board; determining the emoluments of statutory auditors and chairman of the pertinent board;
- 4) remuneration report: resolutions concerning the first section of the report in accordance with art. 123-ter , paragraph 6, of Legislative Decree no. 58 of 24 February 1998 (Company's policy on remuneration and related procedures used to adopt and implement the policy).

Please fill in with the required information, sign and send to the Company on the basis of the Notes below

* mandatory fields

The undersigned *(1) born in* on *..... Tax identification number *

resident/registered office (town/city) * (street, square)*

telephone *, e-mail

entitled to vote in his/her capacity as: **(2)** holder of shares - legal representative - attorney with power to sub-delegate - pledgee - taker-in - usufructuary - receiver - manager - Other (please specify)

for no. * common shares of BE, THINK, SOLVE, EXECUTE S.P.A. (ISIN IT0001479523)

(3) in the name of born in on Tax identification number

resident/registered office (town/city)..... (street, square)

registered in the securities account **(4)** no. with ABI CAB

as shown by notice no. **(5)** delivered by (Bank) *

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HEREBY GRANTS A POWER OF ATTORNEY TO

Name Last Name /Corporate name ***(6)** born in * on * Tax identification
number *
resident/registered office (town/city) * (street, square)*
telephone *, e-mail

to represent him/her with respect to all the shares for which he/she has voting rights at the shareholders' meeting, fully approving the proxy's actions.

DATE ID **(7)** *(type) issued by * no. * SIGNATURE

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Proxy Form

Notes for filling out and transmitting the proxy form

The shareholders of BE, THINK, SOLVE, EXECUTE S.P.A. (ISIN IT0001479523) (hereinafter the "Company") may appoint another person to represent them at the shareholders' meeting, in the event they are unable to attend. The proxy must be given in writing and the related documents must be kept by the Company. The proxy is not valid if the representative's name is left blank.

The proxy may only be given for individual meetings, with effect for subsequent calls, except for general powers of attorney or powers of attorney granted by a company, association, foundation or other collective entity or institution to one of its employees. If the proxy is given to a company, association, foundation or other collective entity or institution, they may only delegate one of their employees or collaborators. The proxy may not be given to members of the management or control bodies or to employees of the Company, or to companies controlled by it or to members of the management or control bodies or to employees thereof.

The same person cannot represent more than twenty shareholders at the company's shareholders' meeting (excluding the solicitation or collection of proxies pursuant to law). The shareholders should contact the Company for any further information or clarification.

Requests may be sent to the following e-mail address or fax number or made by phone at the following telephone number:

e-mail: be@legalmail.it

Tel. 06.54248624

Fax 06.98230404

- 1. Please provide the shareholder's details as they appear on the copy of the notice for attendance at the Meeting issued by the intermediaries pursuant to art. 2370 of the Italian Civil Code: name, surname or company name, tax identification number or VAT number, complete address of residence or registered office.*
- 2. Please specify in which capacity the person is signing the proxy and, if necessary, attach documents providing evidence of his/her signature authority.*
- 3. To be filled out only if the owner of the shares is different from the person signing the proxy; all personal details must be specified.*
- 4. Please enter the securities account number, the ABI and CAB of the intermediary acting as depositary, or in any event its name, which can be found in the securities account.*
- 5. Reference to the notice made by the intermediary and its name, if different from the depository of the securities account mentioned in point 4.*
- 6. Please specify: name, surname or company name of the proxy and of the person or persons who may replace him/her, if any.*
- 7. Please provide details of a valid identity document of the person signing the proxy.*

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PURSUANT TO ART. 13, OF LEGISLATIVE DECREE NO. 196 OF 30 JUNE 2003 ON THE PROCESSING OF THE PERSONAL DATA

Be, Think, Solve, Execute S.p.A., with registered office at Viale Esperanto 71, Rome ("Data Controller"), informs you that the personal data you have provided shall only be processed by the undersigned Company to manage the shareholders' meeting and the resulting legal obligations.

Without the requested data, the representative will not be allowed to attend the meeting.

Your personal data shall be collected on paper and/or electronic media and shall be processed using methods that are strictly related to the above mentioned purposes and in compliance with the provisions of Legislative Decree 196/2003.

You may exercise the rights provided by Art. 7 of Legislative Decree no. 196/2003 at any time (including knowing which personal data are being held and how they are used, requesting the updating, rectification or cancellation thereof or objecting to their processing for legitimate reasons, obtaining a list of the persons in charge of processing your personal data) by contacting the Secretary Office of the Data Controller, Viale Esperanto no. 71, Rome, including by e-mail addressed to: *be@legalmail.it*.

Your personal data may be disclosed to employees or consultants of the Company who are specifically authorized, as Data Processors or as Persons in Charge of Processing, to process them for the above mentioned purposes.