Manca IMI

Equity Company Note

BE

4Q/FY15 Preview

BE - Key estimates and	data				
Y/E December		2014A	2015E	2016E	2017E
Revenues	EURM	98.47	114.6	129.7	136.7
EBITDA	EUR M	12.93	14.97	18.62	21.25
EBIT	EUR M	6.11	8.76	12.06	14.88
Net Income	EUR M	1.04	3.35	5.93	7.79
Dividend ord.	EUR	0.01	0.01	0.02	0.02
Adj. EPS	EUR	0.01	0.02	0.04	0.06
EV/EBITDA	Х	6.1	4.9	4.1	3.5
Adj. P/E	Х	59.1	19.3	10.9	8.3

A: actual; E: estimates; Source: Company data and Intesa Sanpaolo Research

- 4Q/FY15E results preview. BE is to disclose results on 14 March. We expect total revenues at EUR 114.6M in FY15E, about 16.4% yoy, mainly driven by the Business Consulting division (+20.8% yoy in 9M15A). We see EBITDA at EUR 15.0M (up 15.8% vs. FY14A), which implies an EBITDA margin of around 13.1%. We expect BE to close FY15E with a group net profit of EUR 3.4M (EUR 1.0M in FY14A). Lastly, we forecast a net financial position at EUR 7.3M, significantly improving from the EUR 21.7M posted in 9M14A mainly benefiting from a favourable NWC seasonality.
- Two recent acquisitions. In February, BE announced the acquisition of 100% of Loc Consulting Ltd, a London based company principally focused on management consultancy for the consumer, public and financial services sectors and the acquisition of a 55% share capital of R&L AG, a German company specialised in consulting and IT solutions in the payments sector and, in particular, on SWIFT solutions. We positively view the news as we think that external growth will be crucial to increasing the group's size, strengthening its offer and reinforcing the internationalisation process. Furthermore, the acquisitions further strengthen the group's operations in strategic geographic areas, such as the UK and Germany, which we recall are the two key markets for BE's expansion strategy abroad.
- Estimates revision. We revised our FY15E-17E estimates to factor in an expected higher revenue growth and a lower profitability due to an higher weighting of service costs (+30.6% yoy in 9M15A). We underline that, as regards FY16E-17E, we also incorporate our first estimate of the abovementioned effects of the two acquisitions.
- Valuation. We based our valuation for BE on a DCF model to reflect the group's specific long-term prospects. We updated our DCF valuation after our estimates revision and the periodical revision of our risk-free rate to 1.75% (vs. 2.0% used in the previous research). We derive a new target price of EUR 0.97/share (vs. 0.91/share previously), confirming our BUY recommendation on the stock.
- **Key risks.** We view the main risks as: 1) an environment characterised by challenging competition from big international operators; and 2) a high client concentration, with around 75% of revenues deriving from financial institutions.

BE – 4Q/FY15E results preview						
EUR M	4Q14A	4Q15E	Chg. %	FY14A	FY15E	Chg. %
Total revenues	28.7	35.4	23.3	98.5	114.6	16.4
EBITDA	4.5	5.5	23.2	12.9	15.0	15.8
EBIT	2.0	3.5	70.7	6.1	8.8	43.4
Group's net profit	NA	NA		1.0	3.4	NM
EBITDA margin %	15.6	15.6		13.1	13.1	
EBIT margin %	7.1	9.8		6.2	7.6	
Net profit margin%	NA	NA		1.1	2.9	

NM: not meaningful; NA: not available; A: actual; E: estimates; Source: Company data and Intesa Sanpaolo Research

See page **5** for full disclosures and analyst certification Banca IMI is Corporate Broker to BE

29 February 2016

BUY

Target Price: EUR 0.97 (from EUR 0.91)

Italy/IT System Integrators Results Preview

Intesa Sanpaolo Research Department

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Source: FactSet

Data priced on 25.0)2 2016
Target price (€)	0.97
Target upside (%)	102.79
Market price (€)	0.48
52Wk range (€)	0.66/0.36
Market cap (€ M)	64.75
No. of shares	134.9
Free float (%)	35.3
Major shr Data Ho	
(%)	33.4
Reuters	BET.MI
Bloomberg	BET IM
FTSE IT All Sh	18723
Performance	
	FTSE IT All
-1M 2.9 -1M	11.6
-3M -8.5 -3M	17.7
-12M -9.3 -12M	13.0
Source: FactSet and Intesa	Sanpaolo

Research estimates



Recent Events

Acquisition in the UK

On 18 February, BE announced the acquisition of 100% of Loc Consulting Ltd, a London based company principally focused on management consultancy for the consumer, public and financial services sectors (the company's key clients are Travelex, Royal Mail, Post Office and Credit Suisse).

The acquired company should report FY15 revenues of GBP 6.7M, with an EBITDA of about GBP 0.7M and a positive cash position of GBP 2.3M. The deal was finalised for a total consideration of GBP 3.95M (including cash position) which should imply a transaction EV/EBITDA (2015) of about 2.4x. The acquisition was finalised through iBe TSE Ltd, the subsidiary of the Be Group in the UK.

Acquisition in Germany

On 3 February, BE announced the acquisition of a 55% share capital in R&L AG, a German company specialised in consulting and IT solutions in the payments sector and, in particular, on SWIFT solutions.

The acquisition of R&L AG was finalised through Targit GmbH, an existing subsidiary of the BE Group in Germany. The purchase price for 55% of the share capital was set at EUR 1.47M. In FY15A, R&L AG reported an estimated turnover of EUR 2.7M, an EBITDA of EUR 300k and a positive cash position of EUR 800k. The agreement also foresees an option to acquire the residual 45% in May 2020.

Overall, we positively view the news as we think that external growth will be crucial to increasing the group's size, strengthening its offer and reinforcing the internationalisation process. Furthermore, the acquisitions further strengthen the group's operations in strategic geographic areas, such as the UK and Germany, which we recall are the two key markets for BE's expansion strategy abroad.

Estimates Revision

We revised our FY15E-17E estimates to factor in an expected higher revenue growth and lower profitability due to an higher weighting of service costs (+30.6% yoy in 9M15A).

We underline that, as regards FY16E-17E, we also incorporate our first estimate of the abovementioned effects of the two acquisitions.

BE – 2015E-2017E	BE – 2015E-2017E Estimates Revision								
EUR M	2015E Old	2015E New	Chg. %	2016E Old	2016E New	Chg. %	2017 Old	2017E New	Chg. %
Total revenues	107.5	114.6	6.6	113.8	129.7	13.9	120.9	136.7	13.0
EBITDA	15.8	15.0	-5.1	18.0	18.6	3.6	20.2	21.3	5.1
EBITDA margin %	14.7	13.1		15.8	14.4		16.7	15.6	
EBIT	9.6	8.8	-8.4	11.6	12.1	4.2	13.0	14.9	14.2
EBIT margin %	8.9	7.6		10.2	9.3		10.8	10.9	
Net profit	4.1	3.4	-19.2	5.7	5.9	4.2	6.8	7.8	15.4
Net debt (- Cash)	13.7	7.3	-46.9	15.4	9.4	-38.8	10.3	5.7	-44.2

A: actual; E: estimates; Source: Company data and Intesa Sanpaolo Research

Valuation

We based our valuation for BE on a DCF model to reflect the group's specific long-term prospects. We updated our DCF valuation after our estimates revision and the periodical revision of our risk-free rate to 1.75% (vs. 2.0% used in the previous research). We derive a new target price of EUR 0.97/share (vs. 0.91/share previously), confirming our BUY recommendation on the stock.

The main assumptions in our three-stage DCF model are as follows:

- Explicit estimates until 2017E;
- In 2018-23, we assume a sales CAGR of 3.8%, an average EBIT margin of 10.4%, a 3.5% capex/sales equal to D&A/sales and a stable net working capital to sales ratio at 8.0%;
- The terminal value at 2024, in which we assumed flat revenues compared with our 2023 assumption and an EBIT margin at 8.5% (equal to 2014-17 average). We cautiously set a 0% perpetuity growth rate;
- For the WACC calculations, we used our updated risk-free rate at 1.75% (vs. 2.0% used in the previous research), a risk premium at 5.50%, a Beta of 1.0 (Source: Bloomberg) and a gearing ratio of 30%. As a result we derived a WACC of 5.83% (5.98% previously).

The table below summarises our DCF model.

BE - WACC calculation (%)		BE – 2014A-24E Key assumptions (%)	
Gearing ratio	30	Sales 2016E-24E CAGR	5.8
Risk-free rate	1.75	Perpetual growth rate	0.0
Risk premium	5.5	EBIT margin 2014A-24E avg.	9.5
Beta (x)*	1.0	EBIT 2014A-24E CAGR	9.2
Required return	7.3	Tax rate 2014A-24E avg.	37.8
WACC	5.83	Capex to sales 2014-24E avg.	3.4
		Working capital to sales 2014A-24E	4.2
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Source: Intesa Sanpaolo Research estimates, *Bloomberg

Source: Intesa Sanpaolo Research estimates

BE - DCF valuation (EUR M)	
Forecast cashflow (2016-23)	45
Terminal value	94
Enterprise value	139
Net cash (debt)@ 2015E	-7.3
Equity value	131
Number of shares (M)	134.9
Equity value per share (EUR)	0.97
Source: Intesa Sannaolo Research estimates	

ource: Intesa Sanpaolo Research estimates

BE – Sensitivity (EUR/share)					
Perpetual growth rate %	-1	-0.5	0	0.5	1
Discount rate %					
4.83	1.05	1.12	1.21	1.32	1.45
5.33	0.96	1.01	1.08	1.16	1.26
5.83	0.87	0.92	0.97	1.04	1.12
6.33	0.80	0.84	0.88	0.94	1.00
6.83	0.74	0.77	0.81	0.85	0.90

Source: Intesa Sanpaolo Research estimates

BE 29 February 2016

BE - Key da	ta						
Rating		JR/sh) Mkt price (EUR	R/sh) Sector		Free	float (%)	Reuters Code
BUY	Ord 0.97	Ord 0.48	IT System Int	egrators		35.3	BET.MI
Values per s			2013A	2014A	2015E	2016E	2017E
No. ordinary			134.9	134.9	134.9	134.9	134.9
	ng/preferred shares	(M)	0.00	0.00	0.00	0.00 134.9	0.00
Total no. of s Market cap			134.9 29.94	134.9 61.57	134.9 64.75	64.75	134.9 64.75
Adj. EPS			0.00	0.01	0.02	0.04	0.06
CFPS			0.05	0.01	0.07	0.09	0.10
BVPS			0.34	0.34	0.36	0.41	0.47
Dividend ord			0	0.01	0.01	0.02	0.02
	ement (EUR M)		2013A	2014A	2015E	2016E	2017E
Revenues			84.42	98.47	114.6	129.7	136.7
EBITDA EBIT			11.21 4.29	12.93 6.11	14.97 8.76	18.62 12.06	21.25 14.88
Pre-tax incor	ne		4.29	3.81	6.82	12.00	13.98
Net income			0.37	1.04	3.35	5.93	7.79
Adj. net inco	me		0.37	1.04	3.35	5.93	7.79
Cash flow (I	EUR M)		2013A	2014A	2015E	2016E	2017E
Net income I	pefore minorities		0.4	1.2	3.8	6.4	8.4
	and provisions		6.9	6.8	6.2	6.6	6.4
Others/Uses			0.3	-0.7	0.4	0.5	0.5
Operating ca	orking capital		6.2 13.8	-2.9 4.5	4.0 14.4	-5.0 8.5	-3.8 11.5
Capital expe			-12.7	-2.3	-4.0	-8.6	-5.0
Financial inv			0	2.0	4.0	0.0	0.0
	and disposals		0	0	0	0	0
Free cash flo	W		1.1	2.2	10.4	-0.1	6.5
Dividends			0	0	-0.8	-1.9	-2.8
	ges & Other non-ope	erating items	11.1	0.3	0	0	0
Net cash flow Balance she			12.2 2013A	2.6 2014A	9.6	-2.1 2016E	3.7 2017E
Net capital e			65.4	63.1	2015E 55.3	2016E 64.7	69.4
of which ass	1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1		00.4	0	0	04.7	03.4
Net debt/-ca			19.5	17.0	7.3	9.4	5.7
Minorities			0.3	0.5	0.9	2.6	3.2
Net equity			45.6	45.7	47.1	52.7	60.5
Minorities va			0	0	0	0	0
Enterprise va			49.6 2013A	79.2 2014A	73.2 2015E	77.2 2016E	73.7 2017E
Stock marke Adj. P/E	et ratios (X)		80.7	59.1	19.3	10.9	8.3
P/CFPS			4.7	33.3	7.0	5.3	4.7
P/BVPS			0.65	1.3	1.3	1.2	1.0
Payout (%)			0	40	40	40	40
Dividend yiel			0	1.2	3.0	4.3	5.0
FCF yield (% EV/sales	o)		3.6	3.6	16.0	-0.2	10.0
EV/Sales EV/EBITDA			0.59 4.4	0.80 6.1	0.64 4.9	0.59 4.1	0.54 3.5
EV/EBIT			11.6	13.0	8.4	6.4	5.0
EV/CE			0.76	1.3	1.3	1.2	1.1
D/EBITDA			1.7	1.3	0.49	0.50	0.27
D/EBIT			4.5	2.8	0.83	0.78	0.39
_	& financial ratios ((%)	2013A	2014A	2015E	2016E	2017E
EBITDA mar	0		13.3	13.1	13.1	14.4	15.6
EBIT margin Tax rate			5.1 79.8	6.2 67.2	7.6 45.0	9.3 40.0	10.9 40.0
Net income i	margin		0.4	1.1	45.0 2.9	40.0	40.0
ROCE	nargin		6.6	9.7	15.8	18.6	21.4
ROE			0.9	2.3	7.2	11.9	13.8
Interest cove	er		1.8	2.7	4.5	9.0	16.5
Debt/equity r			42.5	36.7	15.2	17.0	9.0
Growth (%)				2014A	2015E	2016E	2017E
Sales				16.6	16.4	13.2	5.4
EBITDA EBIT				15.4	15.8	24.4	14.1
Pre-tax incor	ne			42.3 98.8	43.4 79.2	37.6 57.2	23.4 30.4
Net income				NM	NM	77.1	31.3
Adj. net inco	me			NM	NM	77.1	31.3

NM: not meaningful; NA: not available; A: actual; E: estimates; Source: Company data and Intesa Sanpaolo Research

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Valuation methodology (long-term horizon: 12M)

The Intesa Sanpaolo SpA Equity Research Department values the companies for which it assigns recommendations as follows:

We obtain a fair value using a number of valuation methodologies including: discounted cash flow method (DCF), dividend discount model (DDM), embedded value methodology, return on allocated capital, break-up value, asset-based valuation method, sum-of-the-parts, and multiples-based models (for example PE, P/BV, PCF, EV/Sales, EV/EBITDA, EV/EBIT, etc.). The financial analysts use the above valuation methods alternatively and/or jointly at their discretion. The assigned target price may differ from the fair value, as it also takes into account overall market/sector conditions, corporate/market events, and corporate specifics (ie, holding discounts) reasonably considered to be possible drivers of the company's share price performance. These factors may also be assessed using the methodologies indicated above.

Equity rating key: (long-term horizon: 12M)

In its recommendations, Intesa Sanpaolo SpA uses an "absolute" rating system, which is not related to market performance and whose key is reported below:

Equity rating key (lo	ng-term horizon: 12M)
Long-term rating	Definition
BUY	If the target price is 20% higher than the market price
ADD	If the target price is 10%-20% higher than the market price
HOLD	If the target price is 10% below or 10% above the market price
REDUCE	If the target price is 10%-20% lower than the market price
SELL	If the target price is 20% lower than the market price
RATING SUSPENDED	The investment rating and target price for this stock have been suspended as there is not a sufficient fundamental
	basis for determining an investment rating or target. The previous investment rating and target price, if any, are no
	longer in effect for this stock.
NO RATING	The company is or may be covered by the Research Department but no rating or target price is assigned either
	voluntarily or to comply with applicable regulations and/or firm policies in certain circumstances, including when Intesa
	Sanpaolo is acting in an advisory capacity in a merger or strategic transaction involving the company.
TARGET PRICE	The market price that the analyst believes the share may reach within a one-year time horizon
MARKET PRICE	Closing price on the day before the issue date of the report, as indicated on the first page, except
	where otherwise indicated

Historical recommendations and target price trends (long-term horizon: 12M)



Historical recommendations and target price trend (-1Y)				
Date	Rating	ТР	Mkt Price	
18-mar-15	BUY	0.91	0.56	

Equity rating allocations (long-term horizon: 12M)

Intesa Sanpaolo Research Rating Distribution (at February 2016)					
Number of companies considered: 100	BUY	ADD	HOLD	REDUCE	SELL
Total Equity Research Coverage relating to last rating (%)	37	30	33	0	0
of which Intesa Sanpaolo's Clients % (*)	78	67	61	0	0

(*) Companies on behalf of whom Intesa Sanpaolo and the other companies of the Intesa Sanpaolo Group have provided corporate and Investment banking services in the last 12 months; percentage of clients in each rating category

Valuation methodology (short-term horizon: 3M)

Our short-term investment ideas are based on ongoing special market situations, including among others: spreads between share categories; holding companies vs. subsidiaries; stub; control chain reshuffling; stressed capital situations; potential extraordinary deals (including capital increase/delisting/extraordinary dividends); and preys and predators. Investment ideas are presented either in relative terms (e.g. spread ordinary vs. savings; holding vs. subsidiaries) or in absolute terms (e.g. preys).

The companies to which we assign short-term ratings are under regular coverage by our research analysts and, as such, are subject to fundamental analysis and long-term recommendations. The main differences attain to the time horizon considered (monthly vs. yearly) and definitions (short-term 'long/short' vs. long-term 'buy/sell'). Note that the short-term relative recommendations of these investment ideas may differ from our long-term recommendations. We monitor the monthly performance of our short-term investment ideas and follow them until their closure.

Equity rating key (short-term horizon: 3M)

Equity rating key (short-term horizon: 3M)	
Short-term rating	Definition
LONG	Stock price expected to rise or outperform within three months from the time the rating was assigned due to a specific catalyst or event
SHORT	Stock price expected to fall or underperform within three months from the time the rating was assigned due to a specific catalyst or event

Company specific disclosures

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In particular, the description of the measures taken to manage interest and conflicts of interest – related to Articles 69-quater and 69-quinquies of the Issuers' Regulation issued by Consob with Resolution no. 11971 of 14.05.1999 as subsequently amended and supplemented, Article 24 of "Rules governing central depositories, settlement services, guarantee systems and related management companies" issued by Consob and Bank of Italy, FINRA Rule 2241 and NYSE Rule 472, as well as the FCA Conduct of Business Sourcebook rules COBS 12.4.9 and COBS 12.4.10 - between the Intesa Sanpaolo Banking Group and issuers of financial instruments, and their group companies, and referred to in research products produced by analysts at Intesa Sanpaolo is available in the "Research Rules" and in the extract of "A business model for managing privileged information and conflicts of interest" published on the website of Intesa Sanpaolo S.p.A.

At the Intesa Sanpaolo website, webpage <u>http://www.group.intesasanpaolo.com/scriptlsir0/si09/studi/eng_archivio_conflitti.jsp</u> you can find the archive of Intesa Sanpaolo Banking Group's conflicts of interest.

Furthermore, we disclose the following information on the Intesa Sanpaolo Banking Group's conflicts of interest:

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- 2 One or more of the companies of the Intesa Sanpaolo Banking Group have an equity stake of 15 or more in BE or in the Company that has a controlling interest in BE or are a major shareholder of BE
- 3 One or more of the companies of the Intesa Sanpaolo Banking Group have elected one or more members of the Board of Directors or the Board of Statutory Auditors or another controlling body of BE or of the parent company BEor the majority shareholder of BE
- 4 Banca IMI acts as Corporate Broker relative to securities issued by BE

BE 29 February 2016

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