



## Be: notifications from the shareholder Data Holding

**The granting by iFuture of the right of usufruct to TIP over part of the share capital of Data Holding completes the activities provided for in the Framework Agreement of 4 May 2015**

Rome, 25 May 2015

Be Think, Solve, Execute S.p.A. (**Be**) has been informed by its shareholder Data Holding 2007 S.r.l. (**Data Holding**) that today, in implementation of the measures contemplated in the framework agreement of 4 May 2015 (the **Framework Agreement**) between Data Holding, Tamburi Investment Partners S.p.A. (**TIP**), iFuture Power in Action S.r.l. (**iFuture**) and the shareholders of iFuture Messrs. Carlo and Stefano Achermann:

- iFuture has granted TIP usufruct over 34.63% of the equity investment held by iFuture in Data Holding, maintaining voting and other administrative rights pertinent to said equity investment;
- the shareholders of iFuture Messrs. Carlo and Stefano Achermann have brought to iFuture the sum of € 4,040,336.00, which, together with the proceeds deriving from the granting of the right of usufruct to TIP on the part of iFuture, will be used to extinguish loans secured by a lien on 18,962,616 shares in Be belonging to Data Holding, which will consequently be cancelled.

### General situation of the transaction

Based on the information provided by Data Holding, the transaction is part of a broader project regarding Data Holding, the major shareholder of the listed group Be Think, Solve, Execute S.p.A., the share capital of which is held by TIP (46.71%), iFuture (48.62% - 70% of iFuture is held by Stefano Achermann and 30% by Carlo Achermann), IB (0.93%) and Consulgest (3.74%).

According to the information provided by the shareholder, the aim of the series of transactions governed by the Framework Agreement is the winding-up of Data Holding – which may occur as a result of the expiry of the term of duration set by the articles of association at 31 December 2015, or at an earlier date, which must be resolved upon by the shareholders – and the reattribution of the equity investments to the individual shareholders, with a view to guaranteeing a more direct management of their investment and greater participation of the individuals in corporate life and the shared process of value creation.

The first step in the transaction has seen the settlement by Data Holding of several shareholder loans granted by iFuture and TIP through a “datio in solutum” in the form of shares in Be.



The next step – based on the Framework Agreement – was the granting of the right of usufruct, without voting rights, to TIP on the part of the minority shareholders. Today's transaction completes the activities provided for in the Framework Agreement, creating a shareholding structure in preparation for the winding-up of the company and granting iFuture significant deleverage, also as a result of a positive agreement with the Credit Institutes granting the loans. With this transaction, Messrs. Achermann will proceed to a general rationalisation of their equity investments.

The final result will be a shareholding structure in preparation for the winding-up of the company, in which both TIP and Messrs. Achermann will invest their own resources, convinced the transaction makes good business sense and confident of the growth of the group Be Think, Solve, Execute S.p.A..

Therefore, all the activities provided for under the Framework Agreement have now been carried out. As indicated in the press release, voting rights and other administrative rights over the share capital of Data Holding remain unchanged. For a more detailed description of the content of the agreement, see the press release published on 4 May 2015, available on the website [www.be-tse.com](http://www.be-tse.com).

*This press release is available on the Company website, [www.be-tse.com](http://www.be-tse.com)*

The **Be Group** is listed in the STAR segment of Borsa Italiana and is one of the leading Italian players in the IT Consulting sector. The company provides Business Consulting, Information Technology and Process & Document Management services. A combination of specialist skills, advanced proprietary technologies and a wealth of experience enable the Group to work with leading financial and insurance institutions and Italian industry to create value and boost business growth. With around 1,000 employees and branches in Italy, United Kingdom, Germany, Austria, Switzerland, Romania, Poland and the Ukraine, in 2014, the Group recorded a value of production of Euro 98.5 million.

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