



BE: Communications from the shareholder DataHolding

- A framework agreement was signed between Data Holding, TIP, iFuture and iFuture's shareholders
- Data Holding is expected to reimburse the shareholders' loans granted in the past by TIP and iFuture by allotting them shares of Be Think, Solve, Execute S.p.A.

Milan, 4 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 a framework agreement (the **Framework Agreement**) was signed today between Data Holding, Tamburi Investment Partners S.p.A. (**TIP**), iFuture Power in Action S.r.l. (**iFuture**) and the shareholders of iFuture, Carlo and Stefano Achermann. The agreement provides, among other things, for the repayment by Data Holding of the shareholders' loans granted in the past by TIP and iFuture through the allotment of BE shares to TIP and iFuture.

Given that, pursuant to the by-laws, Data Holding has a duration until 31 December 2015 and that, at such date, the company will be put into liquidation, the Framework Agreement also contains some additional requirements in view of the liquidation, including in the event the shareholders of Data Holding were to decide upon the liquidation before 31 December 2015.

More specifically, the Framework Agreement provides that before the opening of Data Holding's liquidation procedure:

- Data Holding shall pay off its debts against, respectively, iFuture and TIP, consisting of shareholders' loans, through the allotment in lieu of payment of shares of BE. Specifically:
 - the debt vis-à-vis iFuture (**iFuture's Debt**) which, at the repayment date shall amount to € 4,075,120.93 (as principal and interest), shall be repaid by Data Holding by transferring to iFuture 9,939,319 shares of BE, representing 7.37% of BE's share capital;
 - the debt vis-à-vis TIP (**TIP's Debt**) which, at the repayment date shall amount to € 3,913,468.18 (as principal and interest), shall be repaid by Data Holding by transferring to TIP 9,545,044 shares of BE, representing 7.08% of BE's share capital;



- iFuture shall transfer TIP the usufruct on a portion of the interest held by iFuture in Data Holding, representing 34.63% of the share capital, while retaining the voting rights and other administrative rights attached to such shareholding;
- the shareholders of iFuture, Carlo and Stefano Achermann, shall make a contribution to iFuture (by way of capital, shareholders' loans or other equity item) amounting to € 4,040,336.00 which, together with the proceeds from the transfer of the usufruct to TIP, shall be used to repay outstanding loans secured by a lien on 18,962,616 BE shares owned by Data Holding.

On the basis of the information BE has received from Data Holding, according to the Framework Agreement the repayment of the shareholders' loans to TIP and iFuture against the allotment of BE shares is expected to take place on 8 May 2015, and the other activities described above by the end of May 2015.

If, for any reason or cause, the repayment of iFuture's and/or TIP's debt should be made on a date before or after 8 May 2015, the number of BE shares to be transferred to iFuture and/or TIP *in lieu* of payment shall be recalculated taking into account the amount of interest accrued on such debt as at the actual repayment date.

Alongside the Framework Agreement, an agreement was also finalized according to which ItalBenim S.r.l. (**IB**) and Consulgest S.r.l. (**Consulgest**) have agreed to transfer to TIP the usufruct right on all the shares held by them in Data Holding, representing 4.67% of the share capital, while retaining, as for the other usufruct transfer, the voting rights and the other administrative rights attached to these shareholdings.

Once the above formalities have been finalized:

- the administrative rights on Data Holding's capital (therefore, the voting rights) shall remain unchanged. Therefore:
 - iFuture shall continue to exercise its voting rights on a portion of a par value of € 5,454,450.00, representing 48.62% of the share capital, part of (representing 34.63%) will be held as bare property;
 - TP shall continue to exercise its voting rights on a portion of a par value of € 5,240,550.00, representing 46.71% of the share capital;



- Consulgest shall continue to exercise its voting rights on a portion of a par value of € 104,334.00, representing 0.93% of the share capital, which will be held as bare property;
- IB shall continue to exercise its voting rights on a portion of a par value of € 419,456.00, representing 3.74% of the share capital, which will be held as bare property;
- iFuture shall hold 9,939,319 shares of BE, representing 7.37% of BE's share capital;
- TIP shall hold 9,545,044 shares of BE, representing 7.08% of BE's share capital;
- Data Holding shall still hold 25,617,127 shares of BE, representing 18.99% of BE's share capital.

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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