



Think, Solve, Execute

<http://www.be-tse.it>

Registered office in Rome, Viale dell'Esperanto, 71

Share capital subscribed and paid-up €27,109,164.85

Business Registry of Rome, Tax identification and VAT number 01483450209

CALL OF MEETING

The Ordinary Shareholders' Meeting of Be, Think, Solve, Execute S.p.A. (the Company) is convened at the registered office in Milan, Piazza Affari, 3 on 26 April 2016 at 11am on first call and, should that be the case, on 27 April 2016, same time and place, on second call in order to discuss and resolve upon the following:

AGENDA

- 1) *Company's Financial statements at 31 December 2015, 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 2015; pertinent and subsequent resolutions; resolutions concerning the allocation of 2015 year's result;*
- 2) *appointing auditors and chairman of the pertinent board; determining the emoluments of statutory auditors and chairman of the pertinent board;*
- 3) *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).*

Participation in meetings

Pursuant to article 11 of the corporate by-laws of the Company and to article 83-sexies of Legislative Decree no. 58/98, as amended and supplemented (Consolidated Finance Act -TUF), the right to attend the meeting and to exercise voting rights is certified by a notice addressed to the Company by the intermediary approved pursuant to the applicable regulations, on the basis of the relevant end-of-day accounting records of the seventh trading day ("Record date") prior to the date set for the meeting on first call (i.e. 15 April 2016). Those holding shares after such date according to the records, shall not be entitled to attend and vote at the meeting. Such notice must be received by the Company by the end of the third trading day prior to the date set for the meeting on first call (i.e. 21 April 2016). In the event the notice is received by the Company after this deadline, the right to attend and vote at the meeting shall not be affected, provided however that the notice is received before the beginning of the meeting. There are no procedures for voting by correspondence or by electronic means. Please note that notice to the Company is made by the intermediary at the request of the entitled person. Holders of voting rights are required to instruct the intermediary holding their accounts to give notice to the Company. The Company shall not be responsible for any requests for advance notice by the intermediary or any costs for the fulfilment of the intermediary's obligations. Owners of shares not yet dematerialized who wish to attend are required to deliver them to an intermediary for their registration in the central management system for uncertificated securities and to request issuance of the mentioned notice.

Vote by proxy

Pursuant to Article 11 of the Company Bylaws and art. 135 novies of TUF, the holders of voting rights may be represented by giving written proxy, subject to the incompatibility and limitations provided by law. The proxy must be in writing, by completing and personally signing the specific form provided by the Company, which is available at www.be-tse.it (Investor Relations - Meetings). Proxies may be submitted in advance to the Company, either:

- by registered mail addressed to the Company's registered office in Rome, Viale dell'Esperanto n. 71; or
- by certified e-mail addressed to be@legalmail.it.

Prior notification of the proxy does not relieve the proxy, when being accredited for access to the meeting, from the obligation to certify that the notified proxy is a true copy of the original and to certify the delegator's identity by producing a copy of a valid ID document of the delegating shareholder or, where the latter is a legal person,



of the pro-tempore legal representative or other appropriately authorized individual, together with the documentation that adequately certifies the status and powers of such individual.

Representative designated by the Company

Shareholders may give a proxy at no cost and with voting instructions to Francesca Flego Att., who has been appointed by the Company pursuant to article 135-undecies of the TUF. The proxy is effective only for proposals for which voting instructions have been provided. The proxy must be in writing, by completing and personally signing the specific form provided by the Company, which is available at www.be-tse.it (Investor Relations – Corporate Governance - Meetings). Proxies must be received by the end of the second trading day prior to the date set for the meeting on first call (i.e. by 22 April 2016) together with a copy of a valid ID document of the delegating shareholder or, where the latter is a legal person, of the pro-tempore legal representative or other appropriately authorized individual, together with the documentation that adequately certifies the status and powers of such individual; proxies must be submitted either:

- in original, by registered mail to the representative's address specified for the purpose in Milan, Via Privata Fratelli Gabba no. 3;
- or as electronic copy by certified e-mail addressed to francesca.flego@milano.pecavvocati.it

Right to pose questions on the items on the agenda

Pursuant to art. 127-ter of the TUF, those entitled to vote may ask questions on the items on the agenda even before the meeting, alternatively:

- by registered mail addressed to the Company's registered office in Rome, Viale dell'Esperanto n. 71; or
- by certified e-mail addressed to be@legalmail.it.

Questions must be accompanied by certificates confirming the asker's eligibility to exercise the right to vote and must be sent by the end of the third calendar day prior to the date set for the meeting (i.e., by 23 April 2016). The questions received will be answered at the latest during the meeting and the Company may opt to provide a single answer to questions with the same content. A question shall be considered as answered during the meeting when the answer is made available in paper format to each of the concerned persons at the beginning of the meeting. Additional information shall be made available to the shareholders in the Company's website (<http://www.be-tse.it/en/index.html>).

Additions to the agenda and submission of new proposals to be resolved upon

Pursuant to article 126-bis of the TUF, Shareholders representing, also jointly, at least a fortieth of the share capital shall also be entitled to request additions to the agenda for the meeting within 10 days of publication of this notice calling the meeting (i.e. by 25 March 2016), listing the additional items for discussion in the request or filing resolution proposals on the items already shown in the agenda. Requests for additions, along with the certification attesting eligibility to attend the meeting and the report under Article 126-bis, paragraph 4, of the TUF, must be received by the Company within the said time limit of ten days (i.e., by 25 March 2016), either:

- by registered mail addressed to the Company's registered office in Rome, Viale dell'Esperanto n. 71; or
- by certified e-mail addressed to be@legalmail.it.

Any additions to the agenda to be discussed by the shareholders' meeting as a result of the above requests shall be notified with the same formalities prescribed for publication of the call notice, at least fifteen days prior to the date set for the meeting (i.e. before 11 April 2016). Upon publication of the notice of addition, the report prepared by the requesting shareholders, accompanied by an assessment of the management body, if any, shall be made available to the public with the same formalities provided for the documentation of the meeting. Please note that additions are not admitted for issues upon which the Meeting resolves according to the law, on the suggestion of the directors or on the basis of a project or report drawn up by them.

Meeting documentation and information to shareholders

In compliance with current legislation, the following documents or information are provided on the Company's website www.be-tse.it (Investor Relations – Corporate Governance – Shareholders Meetings) within the respective publication deadlines:

- the documents submitted to the shareholders' meetings, including the full text of the proposed resolutions, together with the related reports;



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- the form to be used by shareholders who opt to vote by proxy;
- information on the share capital specifying the number of shares that make up the share capital (at the time of publishing this notice, the subscribed and paid up capital of the Company amounted to Euro 27,109,164.85, divided into 134,897,272 ordinary shares, without par value, pursuant to Article 2346, paragraph 3 of the Italian Civil Code, each of which entitles the holder to one vote at the meeting).

Moreover, the above-mentioned documents will be available for consultation at the registered office and at Borsa Italiana S.p.A.. Shareholders have a right to obtain a copy thereof.

Rome, 15 March 2016

The Chairman
of the Board of Directors
Antonio Taverna

A handwritten signature in black ink, appearing to read 'Antonio Taverna', written over the printed name.