

# Be



Milan, 2 May 2017

## Ordinary and Extraordinary Shareholders' Meeting of Be Think Solve Execute S.p.A. held in second convening on 27/04/2017: Synthetic Report of the voting on the points in agenda (in accordance with art. 125-quater, paragraph 2, D. Lgs. 24 February 1998, no.58)

*Be Think Solve Execute S.p.A. (the Company)*  
*Subscribed and paid Statutory Capital: Eur 27,109,164.85*  
*Registro Imprese di Roma, Fiscal code and VAT number 01483450209*

### Ordinary Part

- Point 1 in agenda: Financial Statement of the Company as at December 31st, 2016, including the Management Board's Report on Operations, the Report of the Statutory Auditors and the Report of the Independent Auditors; presentation of the consolidated Financial Statements as at December 31st, 2016; related and consequent resolutions.

#### Result of voting:

	No. of shares	% on statutory capital	% shares allowed to vote
Shares represented in the SHs' Meeting	62,996,622	46.70%	100.00%
Shares expressing vote	62,996,622	46.70%	100.00%
Votes in favour	62,855,754	46.60%	99.78%
Votes against	-	-	-
Abstentions	140,868	0.10%	0.22%
Shares not expressing vote	-	-	-

- Point 2 in agenda: Resolutions concerning the allocation of 2016 financial year results; related and consequent resolutions.

#### Result of voting:

	No. of shares	% on statutory capital	% shares allowed to vote
Shares represented in the SHs' Meeting	62,996,622	46.70%	100.00%
Shares expressing vote	62,996,622	46.70%	100.00%
Votes in favour	62,996,622	46.70%	100.00%
Votes against	-	-	-
Abstentions	-	-	-
Shares not expressing vote	-	-	-



- **Point 3 in agenda:** Remuneration Report; resolutions concerning the first section of the Report in accordance with art. 123-ter, para 6, of the Legislative Decree 24 February 1998, no. 58 (Company's policy on remuneration and related procedures used to adopt and implement such a policy).

Result of voting:

	No. of shares	% on statutory capital	% shares allowed to vote
Shares represented in the SHs' Meeting	62,996,622	46.70%	100.00%
Shares expressing vote	62,996,622	46.70%	100.00%
Votes in favour	62,378,831	46.24%	99.02%
Votes against	617,791	0.46%	0.98%
Abstentions	-	-	-
Shares not expressing vote	-	-	-

- **Point 4 in agenda:** Appointment of the Board of Directors of the Company, after determination of the number of its members; determination of the duration and relevant remuneration; related and consequent resolutions.

4.1: Determination of the number of the Management Board's members.

Resolution: the Shareholders' Meeting resolved to determine the number of Directors in 9.

Result of voting:

	No. of shares	% on statutory capital	% shares allowed to vote
Shares represented in the SHs' Meeting	62,996,622	46.70%	100.00%
Shares expressing vote	60,986,322	45.21%	96.81%
Votes in favour	60,986,322	45.21%	96.81%
Votes against	-	-	-
Abstentions	-	-	-
Shares not expressing vote	2,010,300	1.49%	3.19%

4.2: Determination of the remuneration for the members of the Board of Directors.

Resolution: the Shareholders' Meeting resolved to allocate a total annual remuneration of Eur 20,000.00 per Director, to be determined pro-rata in relation to the period of the year during which each member of the Board of Directors of the Company has held office.

Result of voting:

	No. of shares	% on statutory capital	% shares allowed to vote
Shares represented in the SHs' Meeting	62,996,622	46.70%	100.00%
Shares expressing vote	60,986,322	45.21%	96.81%
Votes in favour	53,005,272	39.29%	84.14%
Votes against	1,174,327	0.87%	1.86%
Abstentions	6,806,723	5.05%	10.80%
Shares not expressing vote	2,010,300	1.49%	3.19%

4.3: Appointment of the Directors

Resolution: the Shareholders' Meeting resolved to appoint the members of the Board of Directors:

1. Carlo Achermann <sup>(1)</sup>;
2. Stefano Achermann <sup>(1)</sup>;
3. Claudio Berretti <sup>(1)</sup>;
4. Paola Tagliavini <sup>(1)</sup> (independent);



5. Cristina Spagna <sup>(1)</sup> (independent);
6. Anna Lambiase <sup>(1)</sup> (independent);
7. Umberto Quilici <sup>(1)</sup> (independent);
8. Davide Dattoli <sup>(1)</sup> (independent);
9. Gianluca Antonio Ferrari <sup>(2)</sup> (independent).

<sup>(1)</sup> from the list presented by the shareholders Tamburi Investment Partners S.p.A., iFuture Power in Action S.r.l. and Stefano Achermann and voted from the majority of the shareholders attending the Shareholders' Meeting.

<sup>(2)</sup> from the list presented by the shareholder Loys Investment S.A. and voted by the minority of the shareholders attending the Shareholders' Meeting.

**Result of voting for the list presented by the shareholders Tamburi Investment Partners S.p.A., iFuture Power in Action S.r.l. and Stefano Achermann:**

	No. of shares	% on statutory capital	% shares allowed to vote
Shares represented in the SHs' Meeting	62,996,622	46.70%	100.00%
Shares expressing vote	60,986,322	45.21%	96.81%
Votes in favour	53,005,272	39.29%	84.14%
Votes against	-	-	-
Abstentions	7,981,050	5.92%	12.67%
Shares not expressing vote	2,010,300	1.49%	3.19%

**Result of voting for the list presented by the shareholder Loys Investment S.A.:**

	No. of shares	% on statutory capital	% shares allowed to vote
Shares represented in the SHs' Meeting	62,996,622	46.70%	100.00%
Shares expressing vote	60,986,322	45.21%	96.81%
Votes in favour	7,981,050	5.92%	12.67%
Votes against	-	-	-
Abstentions	53,005,272	39.29%	84.14%
Shares not expressing vote	2,010,300	1.49%	3.19%

- **Point 5 in agenda:** Authorization to purchase and disposition of own shares pursuant to art. 2357 and 2357-ter c.c., as well as art. 132 of Legislative Decree no. 58.

**Result of voting on the proposal for a maximum purchase value of Eur 1.50 per share:**

	No. of shares	% on statutory capital	% shares allowed to vote
Shares represented in the SHs' Meeting	62,996,622	46.70%	100.00%
Shares expressing vote	62,996,622	46.70%	100.00%
Votes in favour	8,817,023	6.54%	14.00%
Votes against	54,179,599	40.16%	86.00%
Abstentions	-	-	-
Shares not expressing vote	-	-	-

**Result of voting on the proposal for a maximum purchase value of Eur 2.50 per share:**

	No. of shares	% on statutory capital	% shares allowed to vote
Shares represented in the SHs' Meeting	62,996,622	46.70%	100.00%
Shares expressing vote	62,996,622	46.70%	100.00%
Votes in favour	53,005,272	39.29%	84.14%
Votes against	-	-	-
Abstentions	9,991,350	7.41%	15.86%
Shares not expressing vote	-	-	-



## Extraordinary Part

- Point 1 in agenda: Amendment of Article 2 of the Articles of Association (“Corporate object”), related and consequent resolutions.

### Result of voting:

	No. of shares	% on statutory capital	% shares allowed to vote
Shares represented in the SHs’ Meeting	62,996,622	46.70%	100.00%
Shares expressing vote	62,996,622	46.70%	100.00%
Votes in favour	62,996,622	46.70%	100.00%
Votes against	-	-	-
Abstentions	-	-	-
Shares not expressing vote	-	-	-

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### **About Be**

*Be Group is listed in the STAR segment of Borsa Italiana and is one of the leading players in the Consulting business for the Financial Services Industry. 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 to create value and boost business growth. With more than 1,000 employees and branches in Italy, United Kingdom, Germany, Austria, Switzerland, Spain, Romania, Poland and Ukraine, in 2016 the Group recorded revenues in the amount of Euro 136.7 million.*

This report is available on the web site [www.be-tse.it](http://www.be-tse.it).