



Milan, 2 May 2018

## Ordinary Shareholders' Meeting of Be, Think, Solve, Execute S.p.A. held in second convening on 26/04/2018 at the Company office in Milan, Piazza affari no. 2

Synthetic Report on the votes on the agenda  
(pursuant to art. 125-quater, paragraph 2, Legis. Decree 24 February 1998, no.58)

*Be Think Solve Execute S.p.A. (the **Company**)*  
*Headquarter in Rome, Viale dell'Esperanto, no.71*  
*Subscribed and paid Statutory Capital: Eur 27,109,164.85*  
*Registro Imprese di Roma, Fiscal code and VAT number 01483450209*

### Ordinary Part

- Point 1 of the agenda: Financial Statement of the Company as at December 31st, 2017, including the Management Board's Report on Operations, the Report of the Statutory Auditors and the Report of the Independent Auditors; submission of the consolidated Financial Statements as at December 31st, 2017 and the consolidated non-financial statement for the year 2017; related and consequent resolutions.

#### Result of votes:

	no. of shares	% on statutory capital	% shares present in SHsM
Shares represented in the SHs' Meeting	48,539,466	35.98%	100.00%
Shares expressing vote	48,539,466	35.98%	100.00%
Votes in favour	48,539,466	35.98%	100.00%
Votes against	-	-	-
Abstentions	-	-	-
Shares not expressing vote	-	-	-

- Point 2 of the agenda: resolutions concerning the allocation of 2017 financial year results; related and consequent resolutions.

#### Result of votes:

	no. of shares	% on statutory capital	% shares present in SHsM
Shares represented in the SHs' Meeting	48,539,466	35.98%	100.00%
Shares expressing vote	48,539,466	35.98%	100.00%
Votes in favour	48,539,466	35.98%	100.00%
Votes against	-	-	-
Abstentions	-	-	-
Shares not expressing vote	-	-	-



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- **Point 3 of the agenda:** Remuneration Report; resolutions concerning the first section of the Report pursuant to 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 votes:**

	no. of shares	% on statutory capital	% shares present in SHsM
Shares represented in the SHs' Meeting	48,539,466	35.98%	100.00%
Shares expressing vote	48,539,466	35.98%	100.00%
Votes in favour	46,457,631	34.44%	95.71%
Votes against	2,081,835	1.54%	4.29%
Abstentions	-	-	-
Shares not expressing vote	-	-	-

- **Point 4 of the agenda:** appointment of the Company Supervisory Board; determination of the duration and relevant remuneration; related and consequent resolutions.

4.1. Appointment of the members of the Company Supervisory Board

**Resolution:** The Shareholders's Meeting appointed the members of the Company Supervisory Board <sup>(1)</sup> listed below:

1. Giuseppe Leoni – Chairman of the Supervisory Board;
2. Stefano De Angelis – Statutory Auditor;
3. Rosita Natta - Statutory Auditor;
4. Biones Ferrari – Temporary Auditor;
5. Roberta Pirola - Temporary Auditor.

<sup>(1)</sup> *all members have been taken by the sole list presented for the appointment of the Company Supervisory Board, i.e. the list presented by iPower in Action S.r.l. .*

**Result of votes:**

	no. of shares	% on statutory capital	% shares present in SHsM
Shares represented in the SHs' Meeting	48,539,466	35.98%	100.00%
Shares expressing vote	48,323,532	35.82%	99.56%
Votes in favour	48,323,532	35.82%	99.56%
Votes against	-	-	-
Abstentions	-	-	-
Shares not expressing vote	215,934	0.16%	0.44%

4.2. Determination of the remuneration of the members of the Company Supervisory Board

**Resolution:** the Shareholders' Meeting resolved to grant each Statutory Auditor a gross annual fee of € 15,000.00, with a 50% increase for Chairman of the Supervisory Board, in addition to the reimbursement of expenses incurred performing the assignment.

**Result of votes:**

	no. of shares	% on statutory capital	% shares present in SHsM
Shares represented in the SHs' Meeting	48,539,403	35.98%	100.00%
Shares expressing vote	48,323,469	35.82%	99.56%
Votes in favour	48,323,469	35.82%	99.56%
Votes against	-	-	-
Abstentions	-	-	-
Shares not expressing vote	215,934	0.16%	0.44%



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- Point 5 of the agenda: appointment of a Director pursuant to art. 2386, first paragraph, c.c., and to art. 15 of the Company Bylaws; related and consequent resolutions.

Result of votes:

	no. of shares	% on statutory capital	% shares present in SHsM
Shares represented in the SHs' Meeting	48,539,403	35.98%	100.00%
Shares expressing vote	48,539,403	35.98%	100.00%
Votes in favour	48,539,403	35.982%	100.00%
Votes against	-	-	-
Abstentions	-	-	-
Shares not expressing vote	-	-	-

- Point 6 of the agenda: approval of the purchasing and disposal of treasury shares, pursuant to the joint provisions of the art. 2357 and art. 2357-ter c.c., as well as to the 132 of the Consolidated Finance Law (TUF), upon revocation of the authorization resolved in the Shareholders' Meeting held on 27 April 2017; related and consequent resolutions.

Result of votes:

	no. of shares	% on statutory capital	% shares present in SHsM
Shares represented in the SHs' Meeting	48,539,403	35.98%	100.00%
Shares expressing vote	48,539,403	35.98%	100.00%
Votes in favour	46,499,332	34.470%	95.80%
Votes against	2,040,071	1.512%	4.20%
Abstentions	-	-	-
Shares not expressing vote	-	-	-

This Report is available on the Company's website [www.be-tse.it](http://www.be-tse.it) and on the centralized storage mechanism "eMarket STORAGE" at [www.emarketstorage.com](http://www.emarketstorage.com).

**About Be**

**Be Group** is listed in the STAR segment of Borsa Italiana and is one of the leading Italian players in the 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 more than 1,100 employees and branches in Italy, United Kingdom, Germany, Austria, Switzerland, Spain, Romania, Poland and Ukraine, in 2017 the Group recorded a value of production of Euro 129.7 million.