
PROCEDURE FOR RELATED PARTIES TRANSACTIONS

**Document approved by the Board of Directors of
Be Think, Solve, Execute S.p.A. on 12 March 2010
as amended on 23 January 2014, 13 February 2014, 15 May 2014 ⁽¹⁾ and 1 July 2014 ⁽²⁾ and 11 May 2017 ⁽³⁾**

¹Please note that only the amendment resolved upon on 15 May 2014 concerned the definition of Related Parties as per article 2.1, letter m).

² Please note that the amendments resolved on 1 July 2014 are only intended to ensure greater consistency between the description of situations requiring Equivalent Safeguards and the provisions of Regulation 17221 of 12 March 2010 as amended.

³ Please note that the amendments resolved on 11 May are only intended to amend the reference to article 114, paragraph 1, of the TUF with reference to article 17 of the (EU) Regulation 596/2014.

1. INTRODUCTION

1.1 This document, adopted by the Board of Directors of Be Think, Solve, Execute S.p.A. (hereinafter "**Be S.p.A.**" or the "**Company**") by resolution of 12 March 2010, and amended on 23 January 2014, 13 February 2014, 15 May 2014 and 1 July 2014, following the favourable opinion of the Independent Directors who are members of the Audit and Risk Committee in accordance with Article 4, paragraph 3, of Consob Regulation no. 17221 of 12 March 2010 laying down provisions on transactions with related parties (hereinafter the "**Regulation**") issued pursuant to Article 2391-bis of the Italian Civil Code and Articles 113-ter, 114, 115 and 154-ter of Italian Legislative Decree no. 58/98 (hereinafter the "**TUF**"), defines and summarizes in a structured corpus of law the set of rules through which it is possible to identify and ensure – within the Company – the transparency and substantial and procedural fairness of transactions with Related parties, as defined below.

This document also fully supersedes the "Guidelines for significant transactions with related parties" adopted by the Company by resolution of the Board of Directors on 12 March 2010.

1.2 This document and any amendments thereto are published on the Company website ("<http://www.be-tse.it>"), subject to the obligation to disclose them, including by reference to the website, in the annual report on operations, pursuant to Article 2391-bis of the Italian Civil Code.

1.3 This document contains the procedure (hereinafter the "**Procedure**") prepared in compliance with the requirements contained in the Regulation, the recommendations of the Corporate Governance Code for listed companies issued by the Bank of Italy and in the Code of Conduct adopted by the Company (the "**Code of Conduct**") and the instructions and guidelines for the application of the Regulation on Related Parties provided by Consob communication no. DEM/10078683 of 24 September 2010 (hereinafter the "**Consob Communication**") and in coordination with the existing organizational procedures in place within Be S.p.A., and specifically with the administrative and accounting procedures referred to in Article 154-bis of Italian Legislative Decree No. 58/1998.

1.4 Periodically, and in any case at least every three years, the Board of Directors of the Company assesses whether to review the Procedure taking into account, *inter alia*, any changes occurred in the ownership structure, as well as the effectiveness shown in their practical application by the rules and safeguards adopted in order to ensure the transparency and the substantial and procedural fairness of transactions with related parties.

1.5 The Control Body oversees compliance of the Procedure with the principles outlined in the Regulation as well as its observance over time and reports on the above to the shareholders' meeting pursuant to article 153 TUF.

1.6 BE undertakes to instruct its subsidiaries to cooperate in the application of the Procedure, in accordance with Article 114, paragraph 2 of the TUF.

2. DEFINITIONS

2.1 For the purposes of this Procedure, the following definitions shall apply:

a) "**Independent Directors**": the directors considered as independent by the Company pursuant to the Code of Conduct;

b) "**Audit and Risk Committee**" or "**Committee**": the Committee referred to in article 4 hereinafter;

- c) "**Arm's length or standard conditions**": the conditions similar to those usually applied to unrelated parties for transactions that are similar in nature, extent and risk, or based on regulated rates or fixed prices or those charged to entities with which the Company is required by law to contract at a certain price.
- d) "**Key management personnel**": persons who have the power and responsibility, directly or indirectly, for planning, directing and controlling the activities of the Company, including directors and statutory auditors;
- e) "**Significant Interests**": pursuant to the provisions of Article 14, paragraph 2, of the Regulation, these are interests arising from investment or economic transactions with the Subsidiaries or Associates of Be S.p.A. carried out by another Related Party of Be S.p.A., which, following completion of a specific Transaction, can lead to specific economic benefits for such Related Party the value of which exceeds Euro 50,000.00, if the third Related Party is a natural person or Euro 100,000.00 if the third Related Party is a legal person.
- f) "**Negligible Amount Transactions**": Transactions with Related Parties, the amount of which does not exceed Euro 50,000.00 (fifty thousand) if the Related Party is a natural person, or Transactions the amount of which does not exceed Euro 100,000.00 (one hundred thousand) if the Related Party is a legal person; for the purpose of determining the said amounts, the value of the Transaction must be considered (i) on an annual basis if the Transaction consists in a one-year contract (including if it can automatically be renewed) or (ii) if the Transaction is a multi-year contract, the total value for all the contractual years ⁽⁴⁾.
- g) "**Related Party Transaction**" or "**Transaction**": any transfer of resources, services or obligations, carried out or assumed, as appropriate, including through Subsidiaries, between the Company and one or more Related Parties, or between the Related parties, regardless of whether a price is charged. The following transactions are in any case included: mergers, demergers by absorption or non-proportional demergers stricto sensu, if carried out with Related Parties. Pursuant to the Communication, the Transactions with or between Related Parties include capital increases, with exclusion of pre-emption rights in favour of a Related Party, and the loans provided by a syndicate of banks of which a Related Party is a member.
- h) "**Major Transactions**": Related Party Transactions in which at least one of the materiality indicators specified in Annex 3 to the Regulation, as applicable to the specific transaction, exceeds the 5% threshold. In accordance with paragraph 1.3 of Annex 3 to the Regulation, the Company has decided not to define materiality thresholds lower than the materiality indicators specified in Annex 3 to the Regulation, for transactions that may affect the issuer's managerial autonomy;
- i) "**Minor Transactions**": Transactions with Related Parties other than Major Transactions and Negligible Amount Transactions;
- l) "**Ordinary Transactions**": Transactions carried out in the performance of ordinary ⁽⁵⁾ operating activities ⁽⁶⁾ and the related financial activities ⁽⁷⁾ of the Company and which are entered into at arm's length or standard conditions;

⁴ Consob Communication (sub-paragraph 19) expressly provides that: "As part of the supervision carried out by the control bodies of companies required to apply the procedures, special attention will be given to the potential circumvention of the rules through the splitting of transactions which can thus benefit from the exemption based on their limited value, despite the overall value of those transactions."

⁵ In accordance with Consob Communication (Article 3.4), in order to assess whether a transaction is part of the ordinary business or of the financial activities related to it, the following elements must be considered:

"i) the purpose of the transaction. If the purpose of the transaction is unrelated to the activities typically performed by the company, this may be an anomaly indicator suggesting it is not an ordinary transaction;

ii) recurrence of that type of transaction as part of the company's activities. The regular performance of a transaction by the company is a significant indication that it falls within the ordinary activity, unless other indicators show otherwise;

iii) the transaction size. A transaction that falls within the operating activities of a company may not qualify as ordinary if its size is considerable. However, we should recall that the exemption in question is also applicable to major transactions (i.e. transactions that exceed the materiality thresholds calculated in accordance with Annex no. 1): what matters is that the transaction size is not significantly higher than those usually associated with similar transactions carried out by the company;

- m) **"Related Parties"**: the persons listed in Annex 1 of the Regulation, to which reference is made in full (⁸);
- n) **"Equivalent Safeguards"**: the safeguards specified in Article 8 to be taken where, in relation to a specific Transaction, one or more members of the Committee are found to be related to the Transaction;
- o) **"Issuers' Regulations"**: regulation adopted by Consob resolution no. 11971 of 14 May 1999 as amended and supplemented;
- p) **"Associated Company / Companies"**: an entity, including without legal personality, as in the case of a partnership, in which a shareholder exercises significant influence but not control or joint control.
- q) **"Subsidiary / Subsidiaries"**: for the purposes of the provisions of Article 2, paragraph 1 and article 4, paragraph 1.d) of the Regulation and Article 6 of this Procedure, these are the subsidiaries of Be S.p.A. pursuant to Article 2359 of the Italian Civil Code.

2.2 Terms not specifically defined in this Procedure shall have the meaning set out in the Regulation.

2.3 In order to implement the Regulation, the Company's Board of Directors shall, furthermore, establish specific procedures to ensure the Directors receive complete and exhaustive information regarding Related Party Transactions.

3. IDENTIFICATION OF RELATED PARTIES AND RELATED PARTY TRANSACTIONS

3.1 Be S.p.A. keeps and maintains a register in which Related Parties are recorded (the **"Register"**). The Company updates the Register based on information available to it, whenever deemed necessary and at least annually. The Company promptly informs each Related Party of their inclusion in the said Register and asks each Related Party to provide the information necessary for keeping and updating the said Register. In order to update the Register, the persons classified as Related Parties are required to promptly notify any

iv) contractual terms and conditions, including with regard to the characteristics of the price. More specifically, transactions for which there is a non-monetary compensation, including if appraised by third parties, are usually considered as not falling within the ordinary business. Similarly, contractual clauses that diverge from trading uses and practices can be a significant indicator of being non-ordinary;

v) nature of the counterparty. As part of transactions already subjectively qualified as related party transactions, a subset of transactions can be identified which do not fall within ordinary operating activities (or the related financial activities) as they are entered into with a counterparty that has unusual features with respect to the type of transaction being performed: think, for example, of a company that sells a capital good, classified as non-current asset held for sale, to a company controlled by a director having no involvement in the sector where such asset is used or which has patently no appropriate organization to employ such asset.

The relevance of the above elements will be assessed, paying particular attention also to the time of approval and completion of the transaction. Specifically, when assessing the indicators that qualify a transaction as falling within the ordinary course of business and the related financial activities, special attention must be paid to an anomaly indicator that has greater weight in the assessment if the transaction is approved near the end of the fiscal year of the listed company or of the related party."

⁶ Please refer to Article 3.2 of Consob Communication, according to which "operating activities" means: "all the main activities that generate revenues for the company and all other management activities that cannot be classified as" investment "or" financial " activities. Investment activities include transactions that involve the purchase or sale of fixed assets and financial investments that do not fall into the "Cash Equivalents" category. Financial activities are those that lead to changes in the size and composition of the company paid-up capital and borrowings.

⁷ In accordance with Consob Communication (Article 3.3.), "financial activities" means the financial activities connected and incidental to the performance of operating activities (for example: purpose loan or short-term liabilities instrumental to the purchase of services for the performance of current activities).

⁸ Note that this definition has been amended by resolution of 15 May 2014, after obtaining the favourable opinion of the Audit and Risk Committee. The previous version of this definition is provided below:

"m) " Related Parties ": the persons listed in Annex 1 of the Regulation, to which reference is made in full, and the other persons that the Company - having assessed the specific circumstances of the case - considered it appropriate to include in the Related Party Register referred to in Article 3.1 hereinafter, although not included in Annex 1 to the Regulation;"

circumstances of which they have become aware and which might affect or influence their Related Party status.

3.2 Be S.p.A. keeps and maintains a Register in which it records all Related Party Transactions other than Transactions of Negligible Amount, carried out directly or through Subsidiaries or Associates, specifying the other party involved, the amount of each individual Transaction, the date the Committee has issued its opinion, if due under this Procedure, and the date of approval by the competent body.

3.3 For the purpose of identifying Related Party Transactions and of applying consistent formal procedures during the negotiation, preliminary assessment and approval stages, this Procedure, in accordance with the provisions of the Regulations, provides for the following classification of the Transactions:

- Minor Transactions;
- Major Transactions;
- Exempt Transactions in compliance with Article 7 hereinafter (including Transactions of Negligible Amount).

3.4 Before undertaking any specific transaction and as soon as possible depending on its features and the information available, the Company department in charge of the Transaction - after checking that the other party (or other potential parties) falls (fall) within those identified as Related Parties - verifies with the help of the Company Legal Department:

- (i) whether the Transaction falls within any of the exemption cases referred to in Article 7 hereinafter,
- (ii) whether the Transaction implements a framework resolution pursuant to Article 9 hereinafter,
- (iii) whether the Transaction falls within the Minor Transactions or Major Transactions category.

The Company Department in charge of the Transaction, with the help of the legal department, must also verify whether the Transaction to be carried out by the Company with one Related Party, or with parties related both to such Related Party and to Be S.p.A., falls within like transactions entered into during the same financial year or carried out, in the same period of time, under a unified project and which, while not individually qualifying as Major Transactions, exceed, when considered cumulatively, the materiality thresholds specified in this Procedure. To this end, the transactions referred to in article 7 hereinafter are not considered.

3.5 Based on the results of the assessment undertaken pursuant to the above paragraph, in the case referred to in 3.4, first paragraph (iii), and second paragraph, the department responsible for the Transaction promptly provides the Committee with complete and adequate information about the Transaction. The information must include, within the limits of the data and information available at that date, the parties, the nature, the terms and conditions of the Transaction.

The Committee shall apply the provisions set forth in Article 5 hereinafter in the case of Minor Transactions, or the provisions set out in Article 6 in the case of Major Transactions.

3.6 The Committee may also be consulted with, in the event that, following the verification carried out pursuant to paragraph 3.4, it is not clear whether the Transaction falls within the cases referred to in paragraphs (i) and (ii) of Article 3.4.

3.7 On a regular basis, at least quarterly, the Committee shall receive summary information, containing only the main data of Transactions that have not been submitted for its examination in the relevant reference period because they fall in the cases referred to in (i) and (ii) of Article 3.4

4. AUDIT AND RISK COMMITTEE

4.1 The Company's Board of Directors entrusts the Audit and Risk Committee with the functions and powers of the committee that, pursuant to the Regulation, has to express its opinion on the performance of Minor

Transactions and Major Transactions with Related Parties, as well as on the financial viability and substantial fairness of their terms and conditions.

4.2 The Committee shall operate according to the criteria set out in Article 4 of the Corporate Governance Code issued by the Italian Stock Exchange and Article 10 of the Code of Conduct adopted by the Company (⁹), for any issues not specifically regulated in this Procedure.

4.3 In particular, the Audit and Risk Committee:

(i) shall be convened by the Chairman of the Committee:

- When he/she deems it appropriate or when requested by other 2 (two) members;

- By notice to be sent at least 5 (five) days before the meeting, also by facsimile or electronic mail, to each member of the Committee, the Chairman of the Board of Statutory Auditors (or to any other statutory auditor designated by him/her), and the Chairman of the Board of Directors, containing a brief indication of the subjects to be discussed, provided that, however, although no notice has been given, the Committee's meeting shall still be considered as being legally valid when all its members and the Chairman of the Board of Statutory Auditors (or any other Statutory Auditor designated by him/her) are present;

(ii) shall be held at the company's registered office or elsewhere in the European Union; the Meetings of the Audit and Risk Committee may be held also via teleconference or videoconference, provided that all participants can be identified, are enabled to follow the debate and take part in real time in the discussion of the items on the agenda, as well as receive, transmit and view documents, and it is assured that inspection and decision-making occur simultaneously;

(iii) shall be quorate when the majority of the members in office are present, and shall pass resolutions by absolute majority vote, subject always to the favourable vote of the Chairman;

(iv) shall ensure that minutes are drawn up of the meetings held and of resolutions passed, to be signed by the Committee Chairman, and by another attending member or other participant invited to the meeting. It is understood that the other member or participant who, together with the Chairman of the Committee, shall take care of the drafting and signing of the minutes of each meeting, may take part in the meeting from a place other than that where the Chairman of the Committee is located, provided that in such place there is at least one other member of the Committee or another person who has been invited to participate in the Committee's works.

(v) shall establish any further rules necessary for its operation with an absolute majority vote, subject always to the favourable vote of the Chairman.

(vi) in case the Committee is not composed of independent directors only (who in any case must always be a majority) and has to decide on Major Transactions, the non-independent directors shall be replaced, for the purpose of that specific Transaction only, by one or more of Independent Directors of Be S.p.A., who are not members of the Committee, chosen according to their seniority, and, in case of equivalent seniority, according to age.

If the above replacement is not possible, the opinion envisaged by this Procedure shall be issued unanimously by the Independent Directors present in the Committee or by an independent expert selected from among persons of recognized professionalism and competence in the matters concerned, after assessing their independence and the absence of conflicts of interest.

5. MINOR TRANSACTIONS

5.1 Once the information on the characteristics of the Transaction that the Company intends to carry out are received, pursuant to Article 3.5 above, and once it is ascertained that the transaction qualifies as a Minor Transaction, the Committee expresses - in due time in order for the competent body to act in this regard - a reasoned non-binding opinion on the Company's interest in carrying out the Minor Transaction, as well as on the financial viability and substantial fairness of its terms and conditions.

⁹ The Code of Conduct was adopted by the Company by resolution of the Board of Directors on 21 December 2012.

5.2 If the Committee deems it necessary or appropriate, it may seek the advice of one or more independent experts of its choice, in order to issue the non-binding opinion, pursuant to Article 7, paragraph 1-b) of the Regulation. In choosing such experts, the Committee shall select persons of recognized professionalism and competence in the matters concerned, after assessing their independence and the absence of conflicts of interest. The costs and expenses relating to the consultancy services provided by the experts shall be borne by the Company. The Committee shall make sure that such services are provided at arm's length terms and the amount is linked to the type and value of the Transaction.

5.3 The decision-making body shall approve the Minor Transactions, subject to the prior non-binding opinion of the Committee and receipt of timely, full and adequate information on the characteristics of the Transaction that the Company intends to carry out.

5.4 If the Transaction falls within the competence of the Board of Directors, the minutes of the resolutions approving the Minor Transactions must contain adequate reasons in respect of the Company's interest in carrying out the Transaction and the financial viability and the substantial fairness of its terms and conditions.

5.5 In relation to Minor Transactions falling under the responsibility of, or to be authorized by the Shareholders' meeting, pursuant to Article 2364, paragraph 1- 5, of the Italian Civil Code, as regards the preliminary analysis and approval of the draft resolution to be submitted to the Shareholders' meeting, the provisions of the previous paragraphs shall apply *mutatis mutandis*.

5.6 Subject to the disclosure requirements under Articles 5, paragraph 8, and 6 of the Regulation, the CEO, on the basis of the information received from the relevant departments for Minor Transactions, shall provide the Board of Directors, the Board of Statutory Auditors and the executive responsible for financial reporting, with a report on Minor Transactions at least quarterly.

6. MAJOR TRANSACTIONS

6.1 With regard to Major Transactions, the Committee, possibly through one or more of its specially appointed members, must be involved in the negotiation and preliminary examination stages and receive a complete and timely flow of information from the corporate department. The Committee, or its appointed member, may request information and make comments to the delegated bodies and to the persons appointed to carry out the negotiations or the preliminary examination.

6.2 Once the preliminary examination phase has been completed and the final data and information on the Major Transaction have been received, the Committee issues a reasoned binding opinion - in due time for the competent body to be able to decide in this regard - on the Company's interest in carrying out the Major Transaction, as well as on the financial viability and the substantial fairness of its terms and conditions.

6.3 If the Committee deems it necessary or appropriate, it may seek the advice of one or more independent experts of its choice, in order to issue the aforesaid opinion. In choosing such experts, the Committee shall select persons of recognized professionalism and competence in the matters concerned, after assessing their independence and the absence of conflicts of interest. The costs and expenses relating to the consultancy services provided by the experts shall be borne by the Company. The Committee shall make sure that such services are provided at arm's length terms and the amount is linked to the type and value of the Transaction.

6.4 Unless it is a Major Transaction falling within the responsibility of, or to be authorized by the Shareholders' meeting, the authority for the approval of Major Transactions rests with the Board of Directors

of the Company, subject to the prior favourable binding opinion of the Committee and receipt of timely, full and adequate information on the characteristics of the Transaction that the Company intends to carry out.

6.5 If the prior reasoned opinion delivered by the Committee is against performing the Major Transaction or is subject to conditions or contains any remarks, the Company's Board of Directors may: (i) approve the Major Transaction upon full implementation of the remarks made by the Committee, or alternatively (ii) approve the Major Transaction notwithstanding the contrary opinion or without taking account of the Committee's remarks, provided that the completion of the Transaction is authorized by the Shareholders' meeting pursuant to the following paragraph 6.8; or, finally, (iii) reject the Major Transaction which, therefore, shall not be carried out.

6.6 The minutes of the resolutions approving the Major Transactions must contain adequate reasons in respect of the Company's interest in carrying out the Transaction and the financial viability and substantial fairness of its terms and conditions.

6.7 In relation to Major Transactions falling under the responsibility of, or to be authorized by the Shareholders' meeting, pursuant to Article 2364, paragraph 1- 5, of the Italian Civil Code, as regards the negotiations, preliminary analysis and approval of the draft resolution to be submitted to the Shareholders' meeting, the provisions of the previous paragraphs shall apply *mutatis mutandis*.

6.8 If, given the contrary opinion of the Independent Directors, the Board of Directors intends to submit a Major Transaction to the Shareholders' meeting, provided that the articles of association so provide, the Transaction may not be carried out if the majority of unrelated voting shareholders vote against the Transaction, provided, however, that the unrelated shareholders present at the Meeting represent at least 10% of the share capital with voting rights.

6.9 Subject to the disclosure requirements under Articles 5 and 6 of the Regulation, the Chief Executive Officer provides the Board of Directors and the Board of Statutory Auditors, at least quarterly, with a report on Major Transactions carried out.

7. EXEMPT TRANSACTIONS

7.1 The provisions of this Procedure do not apply to Transactions of Negligible Amount.

7.2 Pursuant to Article 13, paragraph I, of the Regulation, this Procedure does not apply:

- (i) to the shareholders' meeting resolutions under Article 2389, first paragraph, of the Italian Civil Code, relating to the fees payable to the members of the Board of Directors, nor to resolutions on the remuneration of directors holding special offices included in the overall amount determined by the shareholders' meeting pursuant to Article 2389, third paragraph, of the Italian Civil Code.
- (ii) to the shareholders' meeting resolutions under Article 2402 of the Italian Civil Code, relating to the fees payable to the members of the Board of Statutory Auditors.

7.3 Moreover, subject to the periodic, financial disclosure requirements provided by Article 5, paragraph 8, of the Regulation (¹⁰), where applicable, this Procedure does not apply to the following transactions:

¹⁰ Article 5, paragraph 8, of the Regulation provides that:

"Companies issuing listed shares, whose sole home Member State is Italy, pursuant to article 154-ter of the Consolidated Law, provide information in the interim and annual reports on operations about:

- a) individual major transactions carried out during the reporting period;
- b) any other individual transactions with related parties, as defined pursuant to Article 2427, second paragraph, of the Italian Civil Code, carried out in the reporting period, that have materially affected the financial position or results of the companies;

- (a) transactions relating to share-based compensation plans approved by the Shareholders' meeting in accordance with Article 114-bis of the Consolidated Law and the subsequent implementing transactions;
- (b) resolutions regarding the remuneration of directors with special offices, other than those referred to in Article 7.2 (i) above, and of other key management personnel, provided that the requirements of Article 13, paragraph 3, i), ii) iii) and iv) of the Regulation are complied with ⁽¹¹⁾;
- (c) Ordinary Transactions. If the Ordinary Transaction is a Major Transaction, notwithstanding the disclosure obligations provided for Major Transactions by Article 5, paragraphs 1 to 7 of the Regulation, subject to the provisions of article 17 of (EU) Regulation no. 596/2014:
 - i) The Company shall inform Consob about the counterparty, the purpose and the amount of the transactions that benefited from such exemption, within the time limit set out in Article 5, paragraph 3 of the Regulation and in Article 10.3 of this Procedure;
 - ii) as part of the information required under Article 5, paragraph 8, of the Regulation, the Company shall indicate in the interim and annual reports on operations, which of the transactions subject to the disclosure requirements specified in such last provision have been carried out making use of the exemption provided in this sub-paragraph;
- (d) Urgent transactions falling under the shareholders' meeting authority and related to company crisis situations, provided that the requirements of article 11, paragraph 5 of the Regulation are observed and the Company has taken steps to amend its articles of association, as well as urgent Transactions that do not fall within the responsibility of, or need not be authorized by the Shareholders' meeting, provided that the requirements laid down by Article 13 para. 6 of the Regulation are observed and the consequent amendments to the articles of association are implemented;
- (e) in implementation of the provisions of Article 14, paragraph 2 of the Regulation, Transactions with or between Subsidiaries, including companies under joint control, and Transactions with Associates, if there are no Significant Interests.

8. EQUIVALENT SAFEGUARDS

In the event that one or more members of the Committee are related to a specific Transaction (whether Major or Minor) that is submitted to the Committee' examination, the following equivalent safeguards must be adopted, in this order:

- (i) if one or more independent directors of the Committee are in the "relation" situation stated above, they shall be replaced by one or more Independent Directors of Be S.p.A., who are not members of the Committee, chosen according to their seniority, and, in case of equivalent seniority, according to age.
- (ii) in the event that the equivalent safeguard referred to in paragraph (i) above is not applicable in whole or in part, the opinion referred to in Articles 5, 6 and 9 of this Procedure shall be issued by the Board of Statutory Auditors;
- (iii) in the event that the safeguards referred to in (i) and (ii) above cannot be applied or, if both the Committee and the Board of Statutory Auditors deem it more appropriate, the opinion referred to in Articles 5, 6 and 9 of this Procedure shall be issued by an independent expert chosen by the Board of Directors from among persons of recognized professionalism and competence in the matters concerned, after assessing their independence and the absence of conflicts of interest.

c) any changes or developments in the related party transactions described in the last annual report that have materially affected the financial position or results of the company during the reporting period."

¹¹ The requirements of Article 13, paragraph 3, i), ii) iii) and iv) of the Regulation are as follows:"

i) the Company has adopted a remuneration policy;

ii) a committee composed exclusively of non-executive directors, the majority of whom is independent, has been involved in the definition of the remuneration policy;

iii) a report describing the remuneration policy has been submitted to the shareholders' meeting for approval or advisory vote;

iv) the remuneration granted is consistent with such policy."

9. FRAMEWORK RESOLUTIONS

Pursuant to Article 12 of the Regulation, framework resolutions may be passed for the joint approval of a series of similar transactions with certain categories of Related Parties. The individual transactions with Related Parties carried out in implementation of a framework resolution shall not be subject to the provisions of Articles 5 and 6 of this Procedure.

In this case:

- (a) in the preliminary assessment and approval stages of framework resolutions, Articles 5 and 6 of this Procedure shall apply, respectively, depending on the expected maximum amount of the transactions covered by the resolution, taken cumulatively;
- (b) the validity of framework resolutions may not exceed one year and they shall refer to sufficiently determined transactions, specifying at least the expected maximum amount of the transactions to be carried out in the reporting period and the reasons for their terms and conditions;
- (c) the executive directors in charge must provide full disclosure, at least quarterly, to the Company's Board of Directors on the implementation of the framework resolutions;
- (d) upon approval of a framework resolution, the Company shall publish an information document, pursuant to Article 5 of the Regulation, if the expected maximum amount of the transactions covered by the resolution in question exceed the materiality threshold set for Major Transactions;
- (e) the individual transactions carried out in implementation of a framework resolution shall not be subject to the provisions of Articles 5 and 6 of this Procedure. The transactions carried out in implementation of a framework resolution covered by an information document that is published in accordance with subparagraph (d), are not counted in the cumulative amount referred to in Article 5, paragraph 2, of the Regulation.

10. PUBLIC DISCLOSURE

10.1 In accordance with existing procedures, the Company provides the public with information on Related Party Transactions as provided in the Regulation and in accordance with applicable laws and regulations and with internal rules governing the handling of inside information, and taking also into account the provisions of Article 7 of this Procedure.

10.2 Public disclosure on Major Transactions.

- 10.2.1** When Major Transactions are carried out with Related Parties, including through Italian and foreign subsidiaries, the Company prepares an information document containing the information specified in Annex 4 to the Regulation.
- 10.2.2** The information document is also prepared when, during the same financial year, the Company carries out with one Related Party, or with parties related to such Related Party or to Be S.p.A., transactions that are similar to one another or that are carried out under a unified project and which, while not individually qualifying as Major Transactions, exceed, when considered cumulatively, the materiality thresholds specified in this Procedure.
- 10.2.3** Subject to the provisions of Article 17 of (EU) Regulation no.596/2014, the information document is made available to the public at the company's registered office and in the manner specified in Title II, Chapter I of the Issuers' Regulation, within seven days from approval of the Transaction by the relevant body or, if the relevant body resolves to submit a contractual proposal, from the moment the contract, including a preliminary contract, is entered into on the basis of applicable regulations.
- 10.2.4** Within the same time limits set for publication of the information document, the Company discloses to the public, as an attachment to the information document or on its website, the opinions rendered by the Committee and by the Independent Directors and the Independent Experts, if appointed. With reference to these opinions, the Company may decide to only

disclose the elements specified in Annex 4 to the Regulation, justifying this decision. Where the transaction falls within the responsibility of, or has to be authorized by the shareholders' meeting, the information document shall be made available within seven days from approval of the proposal to be submitted to the shareholders' meeting pursuant to Article 5, paragraph 3 of the Regulation.

- 10.2.5** When the materiality threshold is exceeded by a combination of transactions, the information document is made available to the public within fifteen days from approval of the transaction or execution of the contract that causes the materiality threshold to be exceeded, and contains information, including on an aggregate basis for homogeneous transactions, on all the transactions considered for cumulation purposes. When the transactions that cause the threshold amount to be exceeded are carried out by subsidiaries, the information document is made available to the public within fifteen days from when the Company required to prepare such document becomes aware that the transaction or contract causing the materiality has been, respectively, approved or entered into.
- 10.2.6** Pursuant to Article 114, paragraph 2, of the TUF, the Subsidiaries shall promptly send the information necessary to prepare the document in the manner prescribed by the organizational procedures adopted by the Company.
- 10.2.7** Upon approval of a framework resolution, the Company publishes an information document, in accordance with Article 5 of the Regulation, if the expected maximum amount of the transactions covered by such resolution exceed the materiality threshold, and provides full disclosure at least quarterly to the Board of Directors on the implementation of the framework resolutions pursuant to Article 12, paragraph 2 of the Regulation.
- 10.2.8** If, in relation to a Major Transaction, the Company is also required to prepare an information document pursuant to articles 70, paragraphs 4 and 5, and 71 of the Issuers' Regulation, the Company may publish a single document containing the information required by paragraph 1 and by the said articles 70 and 71. In this case, the document is made available to the public at the company's registered office and in the manner specified in Title II, Chapter I, of the Issuers' Regulation, within the shorter of the time limits envisaged by the applicable provisions. If it were to publish the information referred to in this sub-paragraph in separate documents, the Company may incorporate by reference the information already published.

10.3 Disclosure of Major Transactions to Consob

The Company must send to Consob, at the same time that it makes its disclosure to the public, the documents and opinions referred to in paragraph 10.2.

The Company also informs Consob about the a) counterparty, b) purpose and c) price of Standard Transactions, although excluded from the disclosure requirements in place for Major Transactions referred to in the previous paragraph, within seven days of approval of the transaction or, in the case of contractual proposal, of execution of the contract, including if it is a preliminary contract.

10.4 Public disclosure on Minor Transactions.

For Minor Transactions there are no specific market disclosure obligations, with the exception of Transactions with Related Parties approved with a negative opinion of the Committee.

Indeed, subject to the provisions of Article 17 of (EU) Regulation no.596/2014, the Company, pursuant to Article 7, paragraph 1- g) of the Regulation, within fifteen days from the close of each quarter, makes available to the public at the company's registered office and in the manner specified in Title II, Chapter I of the Issuers' Regulation, an information document containing details of the counterparty, purpose and price of the Minor Transactions approved in the reference quarter for which the Committee has issued a negative opinion, as well as the reasons that led to the decision to disregard such opinion. Within the same time limit, the negative opinion of the Committee is made available to the public as an attachment to the information document or on the Company's website. If the Committee' opinion is conditional upon acceptance of certain,

specific remarks, the publication of that document shall not be required if those remarks have been implemented by the body in charge of approving the Transaction.

10.5 Periodic public disclosure

Pursuant to article 154-ter of TUF, the Company provides the following information in the half-year and annual reports on operations:

- a) individual Major Transactions carried out during the reporting period;
- b) any other individual Transactions with Related Parties, as defined pursuant to Article 2427, 22-bis), second paragraph of the Italian Civil Code, carried out in the reporting period, that have materially affected the financial position or results of the Company;
- c) any changes or developments in the Related Party Transactions described in the last annual report that have materially affected the financial position or results of the Company during the reporting period.

This information may be included in the periodic financial documents also by reference to any information documents published upon the approval of a Major Transaction, reporting on any significant updates.

Furthermore, in the interim and annual reports on operations, the Company shall specify which of the Related Party Transactions have been carried out making use of the exemption provided for Standard Transactions.

10.6 Obligation of timely market disclosure

If the Related Party Transactions are subject to the reporting requirements of Article 17 of (EU) Regulation no.596/2014, the Company must include specific elements in the notice to be publicly disclosed, in addition to the other information to be published pursuant to the aforesaid law.

These elements concern:

- a) specification that the counterparty is a related party and description of the nature of the relationship;
- b) name of the transaction counterparty;
- c) whether the transaction exceeds the materiality thresholds identified by this Procedure and whether an information document will subsequently be published;
- d) the Procedure that has been or will be followed to approve the transaction and, specifically, whether the Company has made use of an exemption;
- e) approval of a transaction, if any, despite the contrary opinion of the Committee.

11. FINAL PROVISIONS

The Committee shall periodically assess the adequacy of this Procedure in accordance with current legislation and in any case every three years.

This procedure shall come into force on May 26, 2017.