



# SPAFID CONNECT

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Results

*Testo del comunicato*

Vedi allegato.

## Be: Total Revenues equal to €/mln 150 (+15.8% vs 2017). EBITDA +37.3% and EBT +30.1% vs 2017

### Business at a glance

- **Total Revenues** equals to **€/mln 150.2** (€/mln 129.7 in 2017)
- **EBITDA** equals to **23.6** (€/mln 17.2 in 2017)
- **EBIT** equals to **€/mln 11.3** (€/mln 9.0 in 2017)
- **EBT** equals to **€/mln 10.1** (€/mln 7.7 in 2017)
- **Positive NFP in the amount of 0.9 €/mln** (€/mln -5.5 as of 31.12.2018)
- **Proposed Dividend per share** with DY 2.44%, **Eur 0.022** per share

The Board of Directors of Be Think Solve Execute (in short **Be**), a company listed to the STAR Segment of Borsa Italiana, today approved the **draft Financial Statements and Consolidated Financial Statements as of December 31, 2018, covering the Shareholders' Meeting.**

“

*The balance sheet presented today is the result of a brilliant year - **says Stefano Achermann, CEO of Be** – with solid and strongly growing business indicators. Results are even more significant if we consider that they include provisions in the amount of €/mln 2.4, due to costs for disposal of the Operations segment, no longer strategic for the Group's activities. We recorded overperforming business indicators, even more than 30% compared to 2017. The transition to positive of the NFP is also significant, despite the distributed dividends and the starting of the treasury shares buy-back. We will propose to the Shareholders' Meeting to increase the amount*

#### STOCK DATA

Reuters code: BET.MI  
Bloomberg code: BETIM

#### SHAREHOLDERS DATA

No. of ordinary shares (mln): 134.9  
Total no. of shares (mln): 134.9  
Market cap. (Eur mln): 121.9  
Floating (%): 43.3  
Floating (Eur mln): 52.7  
Main Shareholder: T.I.P.

#### GROUP DATA (as of 31.12.2018)

Total Revenues (Eur mmln): 150.2  
EBITDA (Eur mln): 23.6  
EBIT (Eur mln): 11.3  
EBT (Eur mln): 10.1  
Net Profit (Eur mln): 5.5  
Net Financial Position (Eur mL): 0.9

#### HEADQUARTER

Rome

#### MAIN OFFICES

Milan  
London  
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Frankfurt  
Madrid  
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Bucharest  
Kyiv

*of the dividend up to 0.022, dividend yield of 2.44%. Thanks to this performance, we achieved the organic growth targets, presented in the 2017-2019 business plan, one year in advance. We will evaluate, in the coming weeks, a possible review of our strategies to support and make our growth process even more robust over the next 36 months.”*

## **Main consolidated results as of 31 December 2018**

**Total Revenues stood at € 150.2 million** compared to € 129,7 million of FY2017. Operating revenue amounted to € 145.2 million, compared to € 127.7 million of FY2017. **Business Consulting and ICT segments recorded revenues equalling respectively € 106.6 million** (€ 198.3 million on 2017) and **€ 43.1 million** (€ 31.3 million on 2017). **The operating revenue earned by foreign subsidiaries totalled € 59.1 million** (39.3% of total Revenues), compared to € 54.1 million recorded in 2017.

The **Gross Operating Margin (EBITDA) came to € 23.5 million, up 37.3%** on 2017 (€ 17.2 million). **EBIT amounted to € 11.3 million, up to 24.6%** on 2017 (€ 9.1 million).

The **Group pre-tax result amounted to € 10.1 million, up 30.1%** compared to € 7.7 million in FY2017.

The **net profit equalled € 5.5 million, up 22.4%** compared to € 4.5 million in FY2017. The **net financial position (NFP) is positive and equalled € 0.9 million** (€ -5.5 million as of 31 December 2017), after distributing in 2018 dividends for € 2.7 million, acquiring treasury shares for € 2.3 million and had net disbursements for M&A in the amount of € 1.9 million.

## **Results of the parent company Be S.p.A.**

The parent company recorded total revenue equalling € 6.8 million (€ 5.6 million in 2017), and a net profit of € 1.7 million (€ 1.3 million in 2017). Net financial debt equalled € 4.4 million, up compared to € 1.2 million as of 31 December 2017.

## Significant facts after the period

In January 2018 Be completed the full acquisition of its German subsidiary R&L AG, reaching the ownership of 100% of its share capital. The transaction has been finalized through Be TSE GmbH, the sub-holding of Be in the DACH Region, which already owned 58.8% of R&L AG; it is preparatory to the integration of the German subsidiaries in Bavaria in a unique specialized hub counting more than Eur 25 million revenues.

In February 2019 Be acquired 5% of the share capital of Tesla Consulting, Italian company specialized in Cyber Security and Digital Forensics; by July 2019 Be will buy a further 55% of the share capital. The first tranche already grants Be the complete operating governance over the Company through the appointment of the majority of the members in the Company's Board of Directors.

## Business outlook

The results recorded in 2018 confirm that Be Group achieved with one year in advance the organic growth targets – in terms of gross margin - defined in 2017-2019 business plan. It is reasonable to also confirm the scenario of growing revenues and profits for the 2019 financial year.

## Profit allocation for the year

The Board of Directors resolved to propose to the Shareholders' Meeting to allocate the profit of € 1,728,089.26 for the year 2018, as follows:

- € 86,404.46 to the legal reserve;
- € 1,641,684.80 as profits carried forward.

The Board of Directors also resolved to propose to the Shareholders' Meeting to distribute **gross dividends equal to € 0.0220 per share** (excluding the treasury shares), drawing from the profits carried over and from part of the extraordinary reserve for the remaining portion.

For the dividend, which will be made payable on 22 May 2019 - coupon detachment no. 9 on 20 May 2019 and record date 21 May 2019 - **the dividend yield, calculated on the value of the last trading day in 2018, equals 2.44%.**

## 2018 Consolidated non-financial statement

The Board of Directors resolved to approve, pursuant to Legislative Decree no. 254/2016, the Consolidated non-financial Statement for the year ended 31 December 2018; the Statement contains a description of the policies, performances and risks relating to significant issues on environmental,

social and personnel context, as well as on respect for human rights, fight against active and passive corruption.

## Further resolutions of the Board of Directors

- **Approval of the Report on Corporate Governance and Ownership Structures as of 31 December 2018, and Remuneration Report as of 31 December 2018**

The Board of Directors approved the Report on Corporate Governance and Ownership Structures, drawn up pursuant to art. 123-bis of Legislative Decree no. 58 of 24 February 1998 and subsequent modifications and supplements (the consolidated financial law, or “TUF”), and the Remuneration Report, drawn up pursuant to art. 123-ter of the TUF. These Reports shall be made available by the legal deadlines at the Company’s main office, at the authorized storage mechanism eMarket STORAGE at [www.emarketstorage.com](http://www.emarketstorage.com), and on the company’s website [www.be-tse.it](http://www.be-tse.it), “Investors / Governance System / Meetings” section, along with the publication of the draft of the financial statements and of the consolidated financial statements as of 31 December 2018.

- **Proposal to authorise the purchase and disposal of treasury shares**

The Board of Directors resolved to submit to the Shareholders’ Meeting for approval the purchasing and disposal of treasury shares, upon revocation of the authorization resolved in the Shareholders’ Meeting held on 26 April 2018.

The request is motivated by the fact that the Company should have a sound instrument allowing it to pursue the following purposes:

- (i) the sale and/or exchange of own shares in the light of or within agreements with strategic partners that are part of the Company’s development strategy;
- (ii) the performance of investment operations in line with the Company’s strategic lines;
- (iii) the allocation (in whole or in part) of treasury shares, at the discretion of the Board of Directors, to implement incentive plans based on the Company’s shares, in favor of administrators and/or employees vested with key functions in the Company or its subsidiaries.

The main characteristics of the proposed programme are as follows:

- (i) the shares may be purchased until the expiry of the eighteenth month after the date of the shareholders’ meeting decision that has adopted the resolution;
- (ii) the purchase operations may be done on the market, at one or more times, also on a rotational basis in compliance with the legal limits, on markets regulated in accordance with the operative procedures established in these markets’ organization and management regulations and agreed upon with Borsa Italiana S.p.A., as well as in compliance with any other applicable regulation, or by means of other procedures, where permitted by the provisions of law or regulations applicable from time to time at the moment of the operation. The purchases operations will, in any case, performed in

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compliance with the conditions governed by the pro-tempore regulations in force, containing the conditions relevant to the trading of treasury shares, in terms of purchase prices and daily volumes, as well as accepted market practices, in force from time to time. The purchase operations may also be performed through reliance on tender offer or exchange offer procedures pursuant to art. 144-bis, paragraph 1, letter a), of CONSOB regulation no. 11971/1999, upon the resolution by the Board of Directors in compliance with the regulations in force;

- (iii) the unit payment for purchasing the shares shall be no less than Eur 0.2 and no greater than Eur 2.0 per share; the minimum payment for selling the purchased shares shall be no less than Eur 2.0 per share.

- **Convening of the Shareholders' Meeting**

The Board of Directors resolved to convene the Shareholders' Meeting of Be at the registered office in Milan, Piazza Affari, 2 on 18 April 2019 at 10:00am on first call and, should that be the case, on 19 April 2019, same time and place, on second call in order to discuss and resolve upon the following Agenda:

#### **Ordinary session**

- 1) Financial statements at 31 December 2018, 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 as of 31 December 2018; pertinent and subsequent resolutions;
- 2) resolutions concerning the allocation of 2018 year's result; pertinent and subsequent resolutions;
- 3) remuneration report: resolutions related to the first section of the report according to article 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);
- 4) authorization to purchase and dispose of treasury shares, pursuant to articles 2357 and 2357-ter of the Italian Civil Code, as well as article 132 of the TUF, upon revocation of the authorization resolved in the Shareholders' Meeting held on 26 April 2018; pertinent and subsequent resolutions.

All the information on the procedures and deadlines:

- (i) to attend and vote at the shareholders' meeting;
- (ii) to exercise the right to ask questions before the meeting and the right to supplement the agenda or to submit additional proposed resolutions on matters already on the agenda;
- (iii) to exercise voting rights by proxy and by remote vote;
- (iv) to access the proposed resolutions, the illustrative reports on any matter scheduled on the agenda and the documents that shall be submitted to the shareholders' meeting

are included in the notice of meeting the full text of which, together with the documents relating

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to the meeting, are published according to the terms and within the time limits prescribed by law on Be website [www.be-tse.it](http://www.be-tse.it) (section "Investors / Governance System /Shareholders' Meetings") to which reference is made. .

- **Independence and self-assessment**

The Board of Directors has also (i) verified the permanence by all the Directors of the prerequisites necessary to continue to fill the office and the prerequisites of independence for Claudio Calabi, Davide Dattoli, Gianluca Ferrari, Cristina Spagna and Paola Tagliavini, and (ii) in accordance with the Self-Assessment Report prepared by the Board of Statutory Auditors, concerning, *inter alia*, the evaluation of the work performed by this body in the past financial year, as well as the verification of the prerequisites of independence, professionalism and integrity for the Auditors.

*The Executive in charge of preparing the company's accounting documents, Manuela Mascarini, declares, in accordance with art. 154 bis, paragraph 2 of Italian Legislative Decree no. 58 dated 24 February 1998, that the accounting disclosures contained in this press release correspond to that recorded in company documents, ledgers and accounting entries.*

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 **In attachment**

1. Restated consolidated income statement as of 31 December 2018
2. Restated consolidated statement of financial position as of 31 December 2018
3. Consolidated net financial position as of 31 December 2018
4. Parent company restated income statement as of 31 December 2018
5. Parent Company restated consolidated statement of financial position as of 31 December 2018
6. Parent Company net financial position as of 31 December 2018

This press release 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 and Information Technology services. A combination of specialist skills, advanced proprietary technologies and a wealth of experience enable the Group to work with leading international financial and insurance institutions 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 2018 the Group recorded revenues in the amount of Euro 150.2 million.



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## 1. RESTATED CONSOLIDATED INCOME STATEMENT

Amounts in EUR thousand	FY 2018	FY 2017	Δ	Δ (%)
Operating revenue	145,282	127,721	17,561	13.7%
Other operating revenue and income	4,941	2,026	2,915	n.a.
<b>Total Revenues</b>	<b>150,223</b>	<b>129,747</b>	<b>20,476</b>	<b>15.8%</b>
Cost of raw materials and consumables	(220)	(253)	33	(13.0%)
Cost of services and use of third-party assets	(57,154)	(50,950)	(6,204)	12.2%
Personnel costs	(71,142)	(63,309)	(7,833)	12.4%
Other costs	(1,852)	(1,500)	(352)	23.5%
Internal capitalisations	3,709	,427	282	8.2%
<b>Gross Operating Margin (EBITDA)</b>	<b>23,564</b>	<b>17,162</b>	<b>6,402</b>	<b>37.3%</b>
Amortisation and depreciation	(5,333)	(6,229)	896	(14.4%)
Write-downs and provisions	(6,958)	(1,888)	(5,070)	n.a.
<b>Operating Profit (Loss) (EBIT)</b>	<b>11,273</b>	<b>9,045</b>	<b>2,228</b>	<b>24.6%</b>
Net financial income and expense	(1,199)	(1,297)	98	(7.6%)
Share of profits (losses) of equity-accounted investees	0	(3)	3	(100.0%)
<b>Profit (loss) before tax from continuing operations</b>	<b>10,074</b>	<b>7,745</b>	<b>2,329</b>	<b>30.1%</b>
Taxes	(3,671)	(2,570)	(1,101)	42.8%
<b>Net profit (loss) from continuing operations</b>	<b>6,403</b>	<b>5,175</b>	<b>1,228</b>	<b>23.7%</b>
Net profit (loss) from discontinued operations	0	0	0	n.a.
<b>Consolidated net profit (loss) including minority interests</b>	<b>6,403</b>	<b>5,175</b>	<b>1,228</b>	<b>23.7%</b>
Net profit (loss) attributable to minority interests	922	697	225	32.3%
<b>Group net profit (loss)</b>	<b>5,481</b>	<b>4,478</b>	<b>1,003</b>	<b>22.4%</b>



## 2. RESTATED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

Amounts in EUR thousand	31.12.2018	31.12.2017	Δ	Δ (%)
Non-current assets	87,128	85,995	1,133	1.3%
Current assets	31,488	28,600	2,888	10.1%
Non-current liabilities	(25,474)	(22,097)	(3,377)	15.3%
Current liabilities	(39,290)	(33,418)	(5,872)	17.6%
<b>Net Invested Capital</b>	<b>53,852</b>	<b>59,080</b>	<b>(5,228)</b>	<b>(8.8%)</b>
Shareholders' Equity	54,776	53,563	1,213	2.3%
Net Financial Indebtedness	(924)	5,517	(6,441)	n.a.

### 3. CONSOLIDATED NET FINANCIAL POSITION

<i>Amounts in EUR thousand</i>		<b>31.12.2018</b>	<b>31.12.2017</b>	<b>Δ</b>	<b>Δ (%)</b>
	Cash and cash equivalents at bank	36,010	22,767	13,243	58.2%
<b>A</b>	<b>Cash and cash equivalents</b>	<b>36,010</b>	<b>22,767</b>	<b>13,243</b>	<b>58.2%</b>
<b>B</b>	<b>Current financial receivables</b>	<b>511</b>	<b>591</b>	<b>(80)</b>	<b>(13.5%)</b>
	Current bank payables	(9,644)	(3,789)	(5,855)	n.a.
	Current share of medium/long-term indebtedness	(9,980)	(12,968)	2,988	(23.0%)
	Other current financial payables	(490)	(43)	(447)	n.a.
<b>C</b>	<b>Current financial indebtedness</b>	<b>(20,114)</b>	<b>(16,800)</b>	<b>(3,314)</b>	<b>19.7%</b>
<b>D</b>	<b>Net current financial position (A+B+C)</b>	<b>16,407</b>	<b>6,558</b>	<b>9,849</b>	<b>n.a.</b>
	Non-current bank payables	(15,418)	(12,021)	(3,397)	28.2%
	Other non-current financial payables	(65)	(54)	(11)	20.4%
<b>E</b>	<b>Net non-current financial position</b>	<b>(15,483)</b>	<b>(12,075)</b>	<b>(3,408)</b>	<b>28.2%</b>
<b>F</b>	<b>Net financial position (D+E)</b>	<b>924</b>	<b>(5,517)</b>	<b>6,441</b>	<b>n.a.</b>

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#### 4. PARENT COMPANY RESTATED INCOME STATEMENT

Amounts in EUR thousand	FY 2018	FY 2017	Δ	Δ (%)
Operating revenue	4,582	4,875	(293)	(6.0%)
Other operating revenue and income	2,233	716	1,517	n.a.
<b>Value of production</b>	<b>6,815</b>	<b>5,591</b>	<b>1,224</b>	<b>21.9%</b>
Cost of raw materials and consumables	(2)	(2)	0	0.0%
Cost of services and use of third-party assets	(7.264)	(4,787)	(2,477)	51.7%
Personnel costs	(3.578)	(3,192)	(386)	12.1%
Other costs	(330)	(161)	(169)	n.a.
<b>Gross Operating Margin (EBITDA)</b>	<b>(4.359)</b>	<b>(2,551)</b>	<b>(1,808)</b>	<b>70.9%</b>
Amortisation/Depreciation	(5)	(2)	(3)	n.a.
Write-downs and provisions	(2.328)	(1,232)	(1,096)	89.0%
<b>Operating Profit (Loss) (EBIT)</b>	<b>(6.692)</b>	<b>(3,785)</b>	<b>(2,907)</b>	<b>76.8%</b>
Net financial income and expense	7.251	4,078	3,173	77.8%
Value adjustments to financial assets	0	0	0	n.a.
<b>Net profit (loss) before tax from continuing operations</b>	<b>559</b>	<b>293</b>	<b>266</b>	<b>90.8%</b>
Taxes	1.170	1,007	163	16.2%
<b>Net profit (loss) from continuing operations</b>	<b>1.729</b>	<b>1,300</b>	<b>429</b>	<b>33.0%</b>
Net profit (loss) from discontinued operations	0	0	0	n.a.
<b>Net profit (loss)</b>	<b>1.729</b>	<b>1,300</b>	<b>429</b>	<b>33.0%</b>



#### 5. PARENT COMPANY RESTATED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

Amounts in EUR thousand	31.12.2018	31.12.2017	Δ	Δ (%)
Non-current assets	46,584	48,601	(2,017)	(4.1%)
Current assets	16,706	14,711	1,995	13.6%
Non-current liabilities	(6,514)	(5,384)	(1,130)	21.0%
Current liabilities	(9,303)	(10,266)	963	(9.4%)
<b>Net Invested Capital</b>	<b>47,473</b>	<b>47,661</b>	<b>(188)</b>	<b>(0.4%)</b>
Shareholders' Equity	43,041	46,425	(3,384)	(7.3%)
Net Financial Indebtedness	4,432	1,235	3,197	n.a.



## 6. PARENT COMPANY NET FINANCIAL POSITION

<i>Amounts in EUR thousand</i>	<b>31.12.2018</b>	<b>31.12.2017</b>	<b>Δ</b>	<b>Δ (%)</b>
Cash and cash equivalents at bank	25,713	14,884	10,829	72.7%
<b>Cash and cash equivalents</b>	<b>25,713</b>	<b>14,884</b>	<b>10,829</b>	<b>72.7%</b>
<b>Current financial receivables</b>	<b>19,436</b>	<b>22,916</b>	<b>(3,480)</b>	<b>(15.2%)</b>
Current bank payables	(9,311)	(2,912)	(6,399)	n.a.
Current share of medium/long-term indebtedness	(9,980)	(8,089)	(1,891)	23.4%
Other current financial payables	(14,872)	(16,014)	1,142	(7.1%)
<b>Current financial indebtedness</b>	<b>(34,163)</b>	<b>(27,015)</b>	<b>(7,148)</b>	<b>26.4%</b>
<b>Net current financial position (A+B+C)</b>	<b>10,986</b>	<b>10,785</b>	<b>201</b>	<b>1.9%</b>
Non-current bank payables	(15,418)	(12,021)	(3,397)	28.3%
<b>Net non-current financial position</b>	<b>(15,418)</b>	<b>(12,021)</b>	<b>(3,397)</b>	<b>28.3%</b>
<b>Net financial position (D+E)</b>	<b>(4,432)</b>	<b>(1,235)</b>	<b>(3,197)</b>	<b>n.a.</b>

Fine Comunicato n.0469-26

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