

**THE SHAREHOLDERS' ORDINARY MEETING OF EXPRIVIA S.P.A. HAS APPROVED THE FINANCIAL STATEMENTS AS AT 31 DECEMBER 2014 AND THE DISTRIBUTION DIVIDEND OF EURO 0,028 PER SHARE.**

**IN THE SAME MEETING HAS BEEN RENEWED THE AUTHORIZATION TO BUY AND SELL OWN SHARES.**

**THE SHAREHOLDERS' EXTRAORDINARY MEETING HAS APPROVED AMENDMENTS TO THE ARTICLES OF ASSOCIATION AND THE ADOPTION OF THE INCREASED VOTING.**

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**April 23, 2015.** The Shareholders' Ordinary Meeting of Exprivia S.p.A., which met in Molfetta (BA) today, on the second call, approved the financial statements as at december 31 2014.

**Revenues** were equal to Euro 85.8 million, compared to 2013 when they were 79.3 million. **Net revenues** were equal to Euro 81.5 million, in growth compared to 2013 when they were 75.5 million. **EBITDA** amounted to Euro 6 million (7.2 million in 2013). **EBIT** amounted to Euro 4 million (4.4 million in 2013). **Profit of the year** is equal to Euro 3 million compared to 5 million in 2013.

In 2014 **consolidated revenues** amounted to Euro 147.2 million, in growth compared to 2013 when they were 131.1. **Consolidated net revenues** stood at Euro 141.6 million, in growth compared to 2013 (126.6 million). **Consolidated EBITDA** amounted to Euro 14.5 million, 9.8% on revenues, in growth of 10.5% compared to last year (13.1 million in 2013). **Consolidated EBIT** amounted to Euro 9.9 million, in growth of 13.3% compared to last year (8.7 million in 2013). **Profit before taxes** amounted to Euro 7 million, 4.7% on revenues, significantly growing of 15.4% compared to 2013 (6 million in 2013). Lastly, **profit of the year** amounted to Euro 3 million in growth of 6.3% compared to 2013 (2.9 million in 2013).

The Shareholders of Exprivia S.p.A. approved the Report on Corporate Governance and Ownership Structure and the Remuneration Report.

At the same meeting the shareholders also approved the distribution of a dividend, amounting to Euro 0.028 per ordinary share (gross of tax).

The dividend will be payable with coupon no. 9 of the 27th april 2015 and payment date the 29th april 2015.

In the same session, Shareholders approved the granting of a new authorization to purchase and dispose of treasury shares in accordance with Articles 2357 and 2357 of the Civil Code.

The main goal of the **authorization to purchase and dispose of treasury shares** is to provide the company with an important tool of strategic and operational flexibility, that allows to dispose of treasury shares acquired, as well as those already held, for operations of acquisition or equity participation, actions to

stabilize the share price, if any subservience to the stock option plans or to incentive plans for employees, officers, directors, employees in Italy and abroad and trading in the shares, in compliance with the new wording of Article 2357 of the Civil Code.

The authorization would be granted up to the date of approval of the financial statement of 2015 and not later than 18 months from today's date, to a maximum number of shares whose nominal value does not exceed one fifth of the share capital, taking into account for this purpose any shares already held by the Company and may be owned by subsidiaries. Permission is granted to alienation without time limits. The minimum purchase price shall not be less than 20% compared to the simple average of the reference price of the share recorded in the three trading days prior to the completion of each transaction. The maximum purchase price may not exceed 20% compared to the simple average of the reference price of the share recorded in the three trading days prior to the completion of each transaction. The disposal operations to be carried out on the stock market of Borsa Italiana, will be made at the market price of the day in which the operation will be carried out. The other operations of alienation may be made at a price which shall not be less than 20% of the simple average of the official price of the Exprivia on the relevant market in the 90 days prior to the date of sale.

Transactions for the purchase of own shares will be effected pursuant to art. 132 of DLgs. 58/1998 and art. 144-bis, paragraph 1, letter b) and c) of Regolamento Emittenti issued by Consob with resolution of 14 May 1999, n. 11971, as amended, in accordance with procedures established by the regulations for the organization and management of markets in order to ensure equal treatment of all shareholders.

We inform that the financial statements of Exprivia S.p.A. and the consolidated financial statements of the Group as at 31 December 2014, accompanied by the documentation required by the actual regulations, shall be deposited, in accordance with law, at the Company's registered office and at Borsa Italiana S.p.A., available to anyone who requests it and published on the website [www.exprivia.it](http://www.exprivia.it).

Finally, the Extraordinary Shareholders' Meeting of Exprivia S.p.A. approved the proposed changes to the Articles of Association relating to:

- 1) purely formal updates to the articles 5, 16, 19;
- 2) update of articles 14 and 23 regarding the appointment and replacement of members in the Board of Directors and in the Board of Statutory Auditors in order to ensure gender balance;
- 3) update of article 6 and introduction of article 6-bis, pursuant to article 127 quinquies of d.lgs. no. 58/1998 and article 20, comma 1 bis, of d.l. 91/2014 converted by law 116/2014 for the adoption of the right to the increased voting (loyalty shares), for which the shareholders resolved to exercise an option to assign two votes for each share, held at least two years, in accordance with the law in force.

The proposal has been approved by the 100% of the share capital represented in the meeting, corresponding to 46.498% of the share capital of Exprivia S.p.A.

The Board of Directors, next, will appoint a person in charge of the management of the list for eligibility to the benefit of the increased voting and will define a specific regulations for the criteria of maintainance.

## EXPRIVIA

Exprivia S.p.A. is a company specialised in the design and development of innovative software technologies and in supplying IT services for the banking, financial institution, industry, energy, telecommunications, utilities, healthcare and public administration markets.

The company today is listed on the Borsa Italiana MTA, Star segment (XPR), and it is subject to the direction and coordination of Abaco Innovation S.p.A.

Exprivia has a team of more than 1800 individuals, located in its headquarters in Molfetta (Bari) and throughout its offices in Italy (Trento, Vicenza, Milan, Padua, Piacenza, Genoa, Rome and Palermo) and abroad (Madrid, Las Palmas, New York, Dover, Mexico D.F., Monterrey, Guatemala City, Lima, São Paulo do Brasil,, São Bernardo do Campo, Beijing, Shanghai and Hong Kong).

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