

Informazione Regolamentata n. 1597-20-2015	Data/Ora Ricezione 27 Aprile 2015 18:39:43	MTA
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Societa' : CERVED INFORMATION SOLUTIONS

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Informazione  
Regolamentata

Nome utilizzatore : CERVEDN04 - Sartor

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Diffusione presunta

Oggetto : Cerved Information Solutions -  
Shareholders' Meeting approved the 2014  
Results and the distribution of part of the  
Additional Paid-in Capital Reserve

*Testo del comunicato*

Vedi allegato.

## **PRESS RELEASE**

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### **CERVED INFORMATION SOLUTIONS: ORDINARY SHAREHOLDERS' MEETING**

- **Approved the Financial Statements as of 31 December 2014;**
- **Approved the distribution of a dividend of Euro 0.205 per ordinary share;**
- **Approved the first section of the Report on Remuneration;**
- **Authorized the purchase and disposal of own shares having previously revoked the authorisation approved by the Ordinary Shareholders' Meeting on 25 March 2014.**

**Milan, 27 April 2015** – The Ordinary Shareholders' Meeting of Cerved Information Solutions S.p.A. (MTA: CERV) - parent holding company of the Cerved group, the largest information provider in Italy – was held today, in a single call and under the chairmanship of Fabio Cerchiai.

#### **Financial Statements as of 31 December 2014**

The Ordinary Shareholders' Meeting examined and approved the Financial Statements as of 31 December 2014, and resolved, in line with the Board of Directors' proposal, to entirely cover the loss for the year of Euro 1,964,300 by drawing an equal amount from the additional paid-in-capital reserve. Also the Consolidated Financial Statements of the Group as of 31 December 2014 were presented during the course of the meeting.

#### **Distribution of a portion of the additional paid-in capital reserve as dividend**

The Ordinary Shareholders' Meeting resolved to distribute a portion of the additional paid-in capital reserve for an amount of Euro 39,975,000 (the "**Dividend**"), subsequent to the mandatory establishment of a statutory reserve equal to one-fifth of the share capital, for an amount of Euro 10,090,000.

The Dividend will be equal to Euro 0.205 per ordinary share, gross of any potential form of taxation, and will be payable on May 13, 2015, with coupon tender date on May 11, 2015 and record date on May 12, 2015, in accordance with Art. 83-*terdeceis* of Legislative Decree no. 58/98.

#### **Report on Remuneration in accordance with Art. 123-*ter*, paragraph 6, Legislative Decree No. 58/98**

The Ordinary Shareholders' Meeting resolved in favour of the first section of the Report on Remuneration, in accordance with Art. 123-*ter*, paragraph 6, of Legislative Decree no. 58/98, which sets out the policy on the remuneration of the members of the Board of Directors, of the General Manager and of managers with strategic responsibilities, in addition to the procedures to adopt and implement this policy.

**Authorisation to purchase and dispose own shares following the revocation of the previous authorisation**

The Ordinary Shareholders' Meeting also approved the purchase and disposal of own shares, in accordance with Art. 2357 and 2357-ter of the Civil Code, Art. 132 of Legislative Decree no. 58/98, Art. 144-bis of Consob Regulation 11971/99, as amended, and "market practices" allowed by Consob pursuant to Art. 180, paragraph 1, letter c), of the TUF with resolution n.16839/09 and Regulation CE n. 2273/03, having first revoked the authorisation to purchase and disposal own shares approved by the Ordinary Shareholder's Meeting on March 25, 2014.

The authorisation to purchase own shares has been granted for a period of 18 months starting from the date of approval by the Ordinary Shareholders' Meeting, to be executed in one or more installments, with any of the modalities allowed by the combined provisions of Art. 132 of Legislative Decree No. 58/98 and Art. 144-bis of the Issuers' Regulations enacted by Consob with Resolution No. 11971/99, as amended, and taking into account the specific exemption provided under Section 3 of the above mentioned Art. 132 of Legislative Decree No. 58/98 and, in any event, with any other modality allowed by any relevant national and E.U. laws and regulations in effect, and consistent with any other applicable statute, including the provisions of national and E.U. laws and regulations concerning market abuse; the minimum and maximum level of the purchase price per share shall not be lower or higher by more than 20% (twenty percent), respectively, compared with the closing stock market price of the company's shares for the trading session preceding each purchase transaction; purchases of treasury shares shall be executed using distributable earnings and unrestricted reserves shown in the company's latest duly approved financial statements, as of the date when the transaction is executed, establishing a reserve for treasury stock and making all required accounting entries in the manners and within the limits required pursuant to law.

The authorisation to dispose own shares has been granted for an unlimited period of time; these disposals can be executed, even before all purchases are completed, for all or part of the shares, on regulated and/or unregulated markets, or in off-market transactions, including by means of offerings to the public and/or the shareholders, institutional placements, offerings of rights and/or warrants, or as consideration for acquisitions or public exchange offers, at a price that shall not be lower by more than 20% (twenty percent) compared with the average for the closing prices recorded on the Online Stock Exchange in the five days preceding the sale. This price limitation requirement may be waived for exchanges or disposals of treasury shares in connection with the implementation of industrial projects and/or commercial transactions and/or projects in the company's interest, and cases involving the disposal of shares executed within the framework of incentive program and plans pursuant to Art. 114-bis of the TUF; adequate disclosures shall be provided on transactions involving sales of treasury shares, as required by the applicable disclosure requirements.

**Other information**

The summary report of the voting results will be published on the company's website (company.cerved.com), in compliance with Art. 125-*quater* of the TUF, within five days following the Ordinary Shareholders' Meeting.

The Company also announces that the Minutes of the Ordinary Shareholders' Meeting will be made available at the company's registered offices, on the company's website, and on the website of the mechanism for central storage of regulated information (www.emarketstorage.com), within the terms provided for by the applicable law.

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*According to paragraph 2 of article 154 bis of the Consolidated Finance Law, the Executive appointed to draft corporate accounts, Mr. Giovanni Sartor, stated that the accounting information herein contained tallies with the company's documentary evidence, ledgers and accounts.*



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*Cerved Group is the largest information provider in Italy and one of the major credit rating agencies in Europe. It offers the most comprehensive range of products and services used by more than 34 thousand companies and financial institutions to assess the solvency and creditworthiness of its stakeholders, manage credit risk in all its phases, and accurately define marketing strategies. Furthermore, through Cerved Credit Management, Finservice and Recus, it offers solutions for the evaluation and management of NPLs.*

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Fine Comunicato n.1597-20

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