

Bit Market Services

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Societa' : CERVED INFORMATION SOLUTIONS

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Diffusione presunta

Oggetto : Ordinary and Extraordinary Shareholders'
Meeting - December 14th, 2015

Testo del comunicato

Vedi allegato.

PRESS RELEASE

CERVED INFORMATION SOLUTIONS: THE SHAREHOLDERS' MEETING

For the Ordinary Part

- **Approved the Performance Share Plan 2019-2021**
- **Approved the appointment of a Director**

For the Extraordinary Part

- **Approved the amendment to article 5 of the Articles of Association**
- **Approved the proposal to authorise the Board of Directors to increase the share capital to be issued to the beneficiaries of the Performance Share Plan**
- **Approved the proposal to authorise the Board of Directors to increase the share capital by 10% without option rights**
- **Approved the amendment to articles 13 and 14.1 of the Articles of Association**

Milan, 14 December 2015 – The Ordinary and Extraordinary 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.

Approval of the Performance Share Plan 2019-2021

The Shareholders' Meeting of Cerved Information Solutions S.p.A., having examined the illustrative report of the Board of Directors and the proposals contained therein, has resolved, regarding the ordinary part of the meeting, to approve, pursuant to section 114-bis of Legislative Decree no. 58 dated 24 February 1998, the adoption of the incentive and fidelity Plan called "2019 – 2021 Performance Share Plan" (the "Plan") having the characteristics (including the implementation terms and conditions) indicated by the report of the Board of Directors and the relevant document.

Appointment of a Director

The Shareholders' Meeting of Cerved Information Solutions S.p.A., having examined the illustrative report of the Board of Directors and the proposals contained therein, has resolved, regarding the ordinary part of the meeting, to:

- confirm that the Board of Directors shall consist of 11 members as determined by the Ordinary Shareholders' Meeting of the Company on 30 April 2014;
- confirm that the replacement of Mr Edoardo Romeo as executive director on the Board of Directors shall be Ms Sabrina Delle Curti. This appointment shall apply for the remainder of the current three-year administrative period which will end with the approval of the financial statements as at 31 December 2016;
- confirm that no compensation shall be paid to the newly elected director, as resolved by the Board of Directors on 22 September 2015.

Ms. Delle Curti holds a *magna cum laude* degree in Law from the Università degli Studi di Parma. Registered to the Bar Association of Milan since 2005, she achieved and consolidated her legal experience working at Bonelli Erede – an Italian leading law firm – and since 2008 until 2010 at Sopaf S.p.A. – listed

financial company –, working on both domestic and cross-border mergers & acquisition transactions and IPOs. Ms. Delle Curti has also cooperated with the Private Law Department of the Università degli Studi di Milano Bicocca. From 2011 to July 2015 she has been appointed as director of legal and corporate affairs of Green Hunter S.p.A., active in the renewable energy sector, covering also the position of secretary of the Board of Directors. She has been appointed as Cerved Group General Counsel in July 2015.

Amendment to article 5 of the Articles of Associations

The Shareholders' Meeting of Cerved Information Solutions S.p.A., having examined the illustrative report of the Board of Directors and the proposals contained therein, has resolved, regarding the extraordinary part of the meeting, to amend Article 5 (five) of the Articles of Association by inserting (and renumbering what follows, and without prejudice to the other resolutions to be adopted at the Extraordinary Shareholders' Meeting) a new paragraph 5.3, thus: "*The assignment of profits and/or profit reserves to full-time employees of the Company or of subsidiary companies is permitted in accordance with the terms, conditions and forms prescribed by the law, through the issuance of shares, pursuant to Paragraph 1 of Article 2349 of the Italian Civil Code*".

Proposal to authorise the Board of Directors to increase the share capital to be issued to the beneficiaries of the Performance Share Plan

The Shareholders' Meeting of Cerved Information Solutions S.p.A., having examined the illustrative report of the Board of Directors and the proposals contained therein, has resolved, regarding the extraordinary part of the meeting, to:

- i) endow the Board of Directors with the power, for a period of five years commencing on 14 December 2015, to increase the share capital for non-consideration in one or more tranches for the purposes of the incentive and loyalty plan known as the "Performance Share Plan 2019-2021", up to a maximum of euro 756,750.00 (to be allocated in its entirety to the share capital account) by issuing a maximum of 2,925,000 new ordinary shares in Cerved Information Solutions S.p.A. with no nominal value and with the same characteristics as the existing shares, to which dividends and other entitlements accrue in the usual way, through the allocation – pursuant to Article 2349 of the Italian Civil Code – of up to the amount corresponding to the profits and/or profit reserves shown in the most recently approved set of financial statements, in accordance with the terms, conditions and procedures set out in the "Performance Share Plan 2019 – 2021" itself;
- ii) amend, consequently, Article 5 (five) of the current Company Articles of Association as stated in the relevant illustrative report.

Proposal to authorise the Board of Directors to increase the share capital by 10% without option rights

The Shareholders' Meeting of Cerved Information Solutions S.p.A., having examined the illustrative report of the Board of Directors and the proposals contained therein, has resolved, regarding the extraordinary part of the meeting, to:

- i) grant to the Board of Directors, pursuant to section 2443 of the Italian Civil Code, for a period of thirty months from the date of this resolution, the power to increase the share capital for consideration, even in several tranches, for a maximum nominal amount of 5,045,000 Euro (five million and forty-five thousand), with the issue of a number of ordinary new Cerved Information Solutions S.p.A. shares without indicating the nominal value, having the same characteristics of the outstanding shares, with regular dividend rights, not exceeding 10% (ten percent) of the total number of shares outstanding on the date of enforcement of the authorisation – and, in any case, not exceeding 19,500,000 new shares, reserved for subscription to Italian and/or foreign corporate and/or qualified investors or to the strategic and/or industrial partners of the Company in acquisition transactions, excluding the option right pursuant to and as set forth by section 2441, paragraph 4, sentence two, of the Civil Code, in accordance with the procedure and terms set forth therein and thus with the authority of the Board to decide, from time to time, and in compliance with the provisions of section 2441, paragraph 4, sentence two of the Italian Civil Code, the price for issue of the new shares (deciding the portion to allocate to the capital and the portion to allocate to the share premium);

- ii) amend, consequently, Clause 5 (five) of the current Company Article of Associations as stated in the relevant illustrative report.

Amendment to articles 13 and 14.1 of the Articles of Association

The Shareholders' Meeting of Cerved Information Solutions S.p.A., having examined the illustrative report of the Board of Directors and the proposals contained therein, has resolved, regarding the extraordinary part of the meeting, to:

- i) amend Article 13 (thirteen) of the current Articles of Association as stated by the relevant illustrative report;
- ii) amend Article 14.1 (fourteen point one) of the current Articles of Association as stated by the relevant illustrative report.

Other information

Minutes of the Ordinary and Extraordinary Shareholders' Meeting will be made available to the public pursuant to the provisions of the law at the registered office, in the Shareholders' Meeting area of the *Governance* section of the Company's website <http://company.cerved.com>, and on the internet site of the centralised storage mechanism managed by Bit Market Services S.p.A. (www.emarketstorage.com).

The summary report of the voting results will be published on the Company's website, in compliance with Art. 125-*quater* of the TUF, pursuant to the provisions of the law.

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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