

# Bit Market Services

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Regolamentata  
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Diffusione presunta  
Oggetto : Notice of Summons - Ordinary  
Shareholders' Meeting 29 April 2016

*Testo del comunicato*

Vedi allegato.



**Cerved Information Solutions S.p.A.**  
**Registered office Milano, Via San Vigilio n. 1, 20142**  
**Share Capital Euro 50,450,000.00 fully paid up**  
**Reg. number on the Milan Company Register, Fiscal Code and VAT n. 08587760961 - REA n. 2035639**

## **ORDINARY SHAREHOLDERS' MEETING NOTICE**

Persons entitled to vote at the Shareholders' Meeting of Cerved Information Solutions S.p.A. (the "**Company**") are hereby called to participate the ordinary Shareholders' Meeting on **29 April 2016 at 10.30**, in single call, at the premises of Mediobanca S.p.A., Via Filodrammatici no.3, Milan, to discuss and pass resolutions on the following

### **AGENDA**

1. Approval of Financial Statements as of 31 December 2015; presentation of Consolidated Financial Statements as of 31 December 2015, Management Report by the Board of Directors, Report by the Board of Statutory Auditors and Report by the Auditing firm. Allocation of the net income and distribution of dividends; related resolutions.
2. Distribution of an extraordinary dividend through utilization of part of share premium reserve; related resolutions.
3. Examination of the Company's Report on Remuneration pursuant to Art. 123-ter, paragraph 6, of Legislative Decree no. 58/98; related resolutions.
4. Appointment of the Board of Directors:
  - a. Determination of the number of members of the Board of Directors;
  - b. Determination of duration of the Board of Directors' mandate;
  - c. Appointment of the members of the Board of Directors;
  - d. Determination of remuneration of the Board of Directors.
5. Authorization of purchase and disposal of own shares having previously revoked the authorization approved by the Ordinary Shareholders' Meeting of 27 April 2015; related resolutions.

### **SHARE CAPITAL AND VOTING SHARES**

The fully paid up share capital of Cerved Information Solutions S.p.A., is equal to euro 50,450,000.00, divided into 195,000,000 ordinary shares with no nominal value. Each ordinary share confers the right to cast one vote at the Company's ordinary and extraordinary Shareholders' Meetings. As at the date of this notice, the Company does not own any treasury shares.



## **ENTITLEMENT TO PARTICIPATE IN SHAREHOLDERS' MEETING AND EXERCISE RIGHT TO VOTE**

Entitlement to participate in the Shareholders' Meeting and exercise the right to vote is established by notifying the Company via an appointed intermediary, and is based on the evidence included in the books of account relating to the end of the seventh market trading day preceding the date of the Shareholders' Meeting, i.e. **20 April 2016** (*record date*). Any credits or debits entered into the books following the record date will not be considered in establishing entitlement to participate in the Shareholders' Meeting and exercise the right to vote. As a result, any person who becomes a holder of Company shares subsequent to that date shall not be entitled to participate in or vote at the Shareholders' Meeting.

The intermediary's notification must reach the Company by the end of the third market trading day preceding the date of the Shareholders' Meeting, i.e. **by 26 April 2016**. Nevertheless, those entitled may still participate and cast their votes if the notice is received by the Company after the above deadline of 26 April 2016, but before the start of the Meeting.

Participation in the Shareholders' Meeting is regulated by law, by the Articles of Association and by the Shareholders' Meeting Regulation, which are available in the *Governance* section – *Documents and Procedures* area – of the Company's internet site <http://company.cerved.com>.

## **VOTING BY PROXY**

Holders of voting rights may be represented, pursuant to terms and conditions provided by applicable law, through written proxy or by compiling an electronic form with an electronic signature pursuant to Art. 21, paragraph 2, of Legislative Decree no. 82/2005. The proxy form to be signed is available in a printable version in the *Governance* section – *Documents and Procedures* area – of the Company's internet site <http://company.cerved.com>. If, for technical reasons, the form cannot be made available electronically it will be transmitted following simple request to the telephone number +39 02/7754395.

The proxies can be notified to the Company along with a copy of the identity document of the person granting the proxy, transmitted by registered letter or certified e-mail to the following addresses: Cerved Information Solutions S.p.A., Segreteria degli Affari Societari, Via San Vigilio, no. 1, 20142 Milano, e-mail: [cervedinformationsolutions@legalmail.it](mailto:cervedinformationsolutions@legalmail.it).

This prior notification of the proxy does not exempt proxy holders, when registering for admission to the Shareholders' Meeting, from the requirement under his/her responsibility, to declare that the proxy is a true copy of the original proxy notified and state the identity of the proxy issuer.

The proxy holder must keep the original copy of the proxy and record any voting instructions received for one year following the end of the Shareholders' Meeting.

No provisions are made for voting by post or via electronic media. The Company has not appointed a representative to whom the Shareholders may send proxy voting instructions on all or some of the proposals included in the Shareholders' Meeting agenda.



## **RIGHT TO REQUEST ADDITIONS TO THE SHAREHOLDERS' MEETING AGENDA AND PRESENT NEW PROPOSALS**

Shareholders severally or jointly representing at least one-fortieth (2.5%) of the ordinary share capital may request, within ten days of the publication of this notice, additions to the list of items on the agenda, specifying the additional items proposed in their request, or submit proposed resolutions on matters already on the agenda. Requests must be made in writing and must reach the Company within the above deadline by registered letter or certified e-mail to the following addresses: Cerved Information Solutions S.p.A., Segreteria degli Affari Societari, Via San Vigilio, no. 1, 20142, Milan, e-mail: [cervedinformationsolutions@legalmail.it](mailto:cervedinformationsolutions@legalmail.it). Again within the above deadline, the Company must also receive specific notification from the appointed intermediary pursuant to laws in force, certifying the ownership of the stake in the share capital in order to be entitled to exercise the right to request additions to the Shareholders' Meeting agenda and present new proposals. In observance of this time limit and these procedures, shareholders requesting additions are required to present a report to the Board of Directors setting forth the reasons for the proposed resolution on the new matters the shareholder intends to propose for discussion or the reasons for the proposed resolutions on the matters already on the agenda. Shareholders may individually submit proposed resolutions in the Shareholders' Meeting.

Notice of additions to the agenda or the submission of additional proposed resolutions on items already on the agenda shall be given in the same manner prescribed for the publication of this notice, at least fifteen days prior to the date set for the Shareholders' Meeting. At the same time as the publication of the notice of additions or proposals, the reports prepared by the requesting shareholders and any comments on them by the Board of Directors shall be made public in the same manner as provided for the Shareholders' Meeting documentation.

By law, additional items are not permitted for Shareholders' Meeting topics proposed by the Board of Directors or based on a plan or report prepared by such Board, other than those pursuant to Art. 125-ter, paragraph 1, of Legislative Decree no. 58 of 24 February 1998 ("TUF").

## **RIGHT TO ASK QUESTIONS ON AGENDA ITEMS**

Those entitled to vote may ask questions concerning items on the agenda even prior to the Shareholders' Meeting, and in any case before **26 April 2016**, by sending a registered letter or certified e-mail to the following addresses: Cerved Information Solutions S.p.A., Segreteria degli Affari Societari, Via San Vigilio, no. 1, 20142 Milan; e-mail: [cervedinformationsolutions@legalmail.it](mailto:cervedinformationsolutions@legalmail.it). Again within the above deadline, the Company must also receive specific notification from the appointed intermediary pursuant to laws in force, certifying entitlement to exercise the right.

For questions received before the Shareholders' Meeting, a reply will be given before or during the meeting. In any case: i) replies are not owed, even during the meeting, when made available in the Governance section, Shareholders' Meeting area, of the Company's website, with the "Question and Answer" format, ii) replies shall be deemed to have been given during the meeting when made available in printed form to each holder of voting rights at the beginning of the Shareholders' Meeting; and iii) the Company has the right to provide a single response to questions with the same content.



## **REPORT ON REMUNERATION**

It is hereby specified that, pursuant to Art. 123-ter, paragraph 6, of the TUF, the Shareholders' Meeting called to approve the Financial Statements is required to express a positive or negative resolution on the first section of the Report on Remuneration, regarding the Company's policies on remunerations for the Board of Directors and managers with strategic responsibilities, as well as the applicable procedures for adopting and implementing such policies. Please note that such deliberation pursuant to the aforementioned Art. 123-ter, paragraph 6, of the TUF, is not binding.

## **APPOINTMENT OF BOARD OF DIRECTORS**

The Board of Directors of the Company, pursuant to Art. 13.1 of the Articles of Association, is made up of a number of members not lower than 9 (nine) and not higher than 13 (thirteen), determined by the ordinary Shareholders' Meeting.

The appointment of the Board of Directors of the Company follows Art. 13 of the Articles of Association; for all the matters not provided in this notice, please refer to the abovementioned Art. 13 of the Article of Association.

The Directors are appointed by the Shareholders' Meeting from slates submitted by Shareholders, in accordance with applicable laws and regulations from time to time in force. Slates may contain up to 15 (fifteen) candidates in possession of the current legal and regulatory requisites in accordance with laws and regulations in force from time to time and the candidates shall be sequentially numbered.

The following subjects have the right to present slates: the outgoing Board of Directors and shareholders who alone or together with other Shareholders own a number of shares equal to at least 1.0% of the share capital with voting rights at the ordinary Shareholders' Meeting, as provided by the CONSOB resolution no. 19499 dated 28 January 2016. Each Shareholder may present or cooperate in presenting only one slate.

With reference to the preparation of the slates and to the composition of the Board of Directors, please recall the following.

Each candidate may stand in only one slate under penalty of non-eligibility.

Pursuant to Art. 13.4 of the Articles of Association, the Board of Directors shall always include at least 3 (three) directors in possession of the requisites of independence required by law and the regulations in force, in line with what required by the corporate governance codes promoted by Borsa Italiana S.p.A., to which the Company as adhered to. Each slate must indicate any candidates who have the legal and regulatory requisites of independence in force from time to time.

Slates containing a number of candidates equal to or greater than three must include candidates from both genders, with the candidates belonging to the gender least represented gender accounting for at least one-fifth (rounded up) of the candidates without prejudice, in line with the provisions of paragraph 13.6 and 13.7 of the Articles of Association.

Each such slate must be accompanied by statements in which the individual candidates accept their candidacy and declare, under their own responsibility, that no causes of ineligibility and incompatibility exist and that the requisites required by law for their respective positions exist. Such declarations will be



accompanied by a CV, for each candidate, providing personal and professional details and eventual requisites to qualify as independent director in accordance with the current laws and regulations, and the corporate governance codes promoted by Borsa Italiana S.p.A., to which the Company as adhered to.

Slates must be submitted to the registered office of the Company at least twenty-five days before the Shareholders' Meeting, i.e. before **4 April 2016**, together with all the above mentioned documentation, by: (i) physical delivery at the registered office in Milan, Via San Vigilio no. 1, to the attention of Corporate Affairs department, from Monday to Friday between 9:00 a.m. and 5:30 p.m (Tel. + 39 02/7754395); (ii) registered letter to the following address: Cerved Information Solutions S.p.A., Corporate Affairs department, Via San Vigilio, no. 1, 20142, Milan; (iii) fax (+ 39 02/76261611), or (iv) sent electronically to the certified e-mail address: [cervedinformationsolutions@legalmail.it](mailto:cervedinformationsolutions@legalmail.it).

Minimum holding requirement to present slates will be verified determining the number of shares owned by the Shareholder on the day in which the Shareholder presents the slate to the Company. Determination of the shares owned can be also made after the slate submission, but in any case before the due date for publication of such slate i.e. 8 April 2016, through notice from an appointed intermediary, pursuant to terms and conditions provided by applicable law.

The slate of the outgoing Board of Directors, if presented, will be submitted to the registered office of the Company at least thirty days before the Ordinary Shareholders' Meeting, i.e. **by 30 March 2016**.

Slates which are not prepared in accordance with what abovementioned will be deemed not to have been filed. Every person having the right to vote can vote for one list only. At the end of the balloting, the candidates from the slates that received the highest number of votes will be elected following criteria provided by Art. 13.9 of the Articles of Association.

For further information on the appointment of the Board of Directors please refer to the Report of the Board of Directors related to the fourth item on the agenda of the Ordinary Shareholders' Meeting, drafted according to Art. 125-ter of the TUF, and made available to the public in accordance with terms and conditions provided by applicable law. Those entitled to present slates for the appointment of the members of the Board of Directors are invited to examine recommendations contained in CONSOB communication no. DEM/9017893 dated 26 February 2009.

## DOCUMENTATION

The documentation related to the Shareholder's Meeting will be made available to the public at the registered office of the Company (Via San Vigilio no.1 – 20142 Milan), in the Shareholders' Meeting area – *Governance* section – of the Company's website <http://company.cerved.com>, and on the centralised storage mechanism managed by Bit Market Services S.p.A. ([www.emarketstorage.com](http://www.emarketstorage.com)), with the following timing schedule:

- **As at the date of this notice** (or, in any case, not less than forty days prior the meeting):
  - o Report of the Board of Directors, together with proposed resolutions, related to the fourth item on the agenda of the Ordinary Shareholders' Meeting;
- **By 30 March 2016** (not less than thirty days between the publication of this notice and the day of the Ordinary Shareholders' Meeting):



- Report of the Board of Directors, together with proposed resolutions, related to the second item on the agenda of the ordinary Shareholders' Meeting;
- Slates of candidates presented by the outgoing Board of Directors.
- **By 7 April 2016** (not less than twenty one days between the publication of this notice and the day of the ordinary Shareholders' Meeting):
  - Documentation related to the Financial Statements;
  - Report on Corporate Governance and the Company's ownership structure;
  - Report of the Board of Directors, with proposed resolutions, related to the first item on the agenda of the Ordinary Shareholders' Meeting;
- **By 8 April 2016** (not less than twenty one days before the day of the ordinary Shareholders' Meeting):
  - Report on Remuneration;
  - Report of the Board of Directors, together with proposed resolutions, related to the fifth item on the agenda of the ordinary Shareholders' Meeting;
  - Slates of candidates presented by those entitled to appoint the Board of Directors.

This notice shall be published in accordance with the provision of Art. 125-*bis* of Legislative Decree no. 58 of 24 February 1998, Art. 84 of Consob Regulation no. 11971/1999, and Article 8.3 of the Articles of Association on the Company's internet site <http://company.cerved.com>, in the Shareholders' Meeting area – *Governance* section –, and on the internet site of the centralised storage mechanism managed by Bit Market Services ([www.emarketstorage.com](http://www.emarketstorage.com)) and in abstract form in the *Il Giornale* daily newspaper.

Milan, 17 March 2016

For the Board of Directors

The Chairman  
(Fabio Cerchiai)

Fine Comunicato n.1597-22

Numero di Pagine: 8