

Bit Market Services

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Societa' : CERVED INFORMATION SOLUTIONS

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Diffusione presunta

Oggetto : Cerved Information Solutions S.p.A. - Slate
of candidates submitted by the outgoing
Board of Directors and declaration by
Gianandrea De Bernardis

Testo del comunicato

Vedi allegato.

PRESS RELEASE

CERVED INFORMATION SOLUTIONS

- **SLATE OF CANDIDATES SUBMITTED BY THE OUTGOING BOARD OF DIRECTORS**
- **DECLARATION BY GIANANDREA DE BERNARDIS TO ACCEPT RELEVANT EXECUTIVE POWERS BUT NOT TO CONFIRM HIS ROLE AS CEO**

Milan, 25 March 2016 – Today the Board of Directors of Cerved Information Solutions S.p.A. (the “**Company**”) resolved to submit to the Shareholders’ Meeting its own slate of candidates to renew the Board of Directors, as already disclosed in the explanatory report on the fourth item on the agenda of the Ordinary Shareholders’ Meeting convened for 29 April 2016, in single call, made available to the public on 17 March 2016 (and available on the Company’s website <http://company.cerved.com>, in the *Governance* section - *Shareholders’ Meeting* area), and in consideration of the current ownership composition of the Company which does not have a reference shareholder.

In order to present the aforementioned slate, the Remuneration and Nominations Committee (which is composed exclusively of independent members of the Board of Directors), in coherence with its consultative and advisory functions, conducted a thorough profiling activity on the candidates to be submitted for the Board of Directors. The profiling activity consisted of an accurate selection of professional candidates, with the objective of ensuring management continuity, and taking into consideration the results of the Board’s self-assessment, the professional and managerial skills coherent with the business sector in which the Company operates, the complexity of the Company, and guidelines regarding gender equilibrium within the board.

Upon completion of such profiling activity, the Remuneration and Nominations Committee proposed to the Board of Directors a slate of candidates which includes selected members of the senior management team of the Company and its subsidiaries, and six candidates possessing the independence requirements pursuant to Art. 148, paragraph 3, of the Legislative Decree 58/98 and Corporate Governance Code approved by the Corporate Governance Committee, among which the current independent board members to ensure continuity. More in detail, the Remuneration and Nominations Committee judged the number of independent directors in line with recommendations of the Corporate Governance Codes and consistent with the purpose of enriching the competences and professional skills of the Board of Directors, also fostering a rewarding dialogue with the executive directors.

The Board of Directors, which shared the motivations upon which the profiling activity is based, as well as the methodology and the outcome of the selection activity pursued by the Remuneration and Nominations Committee, resolved to approve the slate proposed by the said Committee which indicates the following candidates:

1. Fabio Cerchiai
2. Gianandrea Edoardo De Bernardis
3. Marco Nespolo
4. Roberto Mancini
5. Andrea Mignanelli
6. Sabrina Delle Curti
7. Aurelio Regina
8. Mara Anna Rita Caverni
9. Giulia Bongiorno
10. Arabella Caporello
11. Simona Pesce

In order to provide transparent and complete information, it is highlighted that during the course of the board meeting Mr. Gianandrea De Bernardis, Chief Executive Officer (CEO) of the Company and candidate in the slate presented by the outgoing Board of Directors, declared his unwillingness to accept, if elected, the role of CEO for another mandate. It is also highlighted that the Remuneration and Nominations Committee and



the outgoing Board of Directors reached the conclusion that among the members of the senior management team - whose names are included in the slate approved by the Board of Directors and which are coherent with the path of professional growth which Mr De Bernardis launched and managed in recent years – it is possible to identify the profile of the individual who possesses all the qualities and characteristics needed to carry out the role of CEO. In the event that Mr. De Bernardis is elected as board member, he has declared his availability to take up executive powers, also of relevant nature, in order to ensure continuity and to proactively support the challenges to be faced by the new CEO.

Documentation related to the slate presented by the outgoing Board of Directors has been made available at the Company's registered office (Via San Vigilio no. 1 – 20142 Milan), on the website www.emarketstorage.com of the centralised storage mechanism managed by Bit Market Services, and on the Company's website (<http://company.cerved.com>) in the *Governance* section - *Shareholders' Meeting* area. For further details, please refer to the Report of the Board of Directors on the fourth agenda item of the Ordinary Shareholders' Meeting.

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