



SPAFID CONNECT

Informazione Regolamentata n. 1597-72-2017	Data/Ora Ricezione 07 Dicembre 2017 10:38:53	MTA
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Societa' : CERVED INFORMATION SOLUTIONS

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Informazione
Regolamentata

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Data/Ora Ricezione : 07 Dicembre 2017 10:38:53

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Diffusione presunta

Oggetto : Notice on the submission of request for the shareholders' meeting approval and publication of the documentation ex-art.2501-septies Italian civil code

Testo del comunicato

Vedi allegato.



PRESS RELEASE

CERVED INFORMATION SOLUTIONS: MERGER BY INCORPORATION OF CERVED GROUP S.P.A. INTO CERVED INFORMATION SOLUTIONS S.P.A. AND OF CONSIT ITALIA S.P.A. INTO CERVED INFORMATION SOLUTIONS S.P.A. - NOTICE ON THE DISCRETIONARY REQUEST FOR THE SHAREHOLDERS' MEETING APPROVAL AND ON THE PUBLICATION OF THE DOCUMENTATION PURSUANT TO ART. 2501-SEPTIES OF THE ITALIAN CIVIL CODE

San Donato Milanese, 7 December 2017 – Following the notice dated 28 November 2017 regarding the filing for the registration of the merger plan (the “**Merger Plan**”) with the company’s register of Milan regarding (i) the merger by incorporation of Cerved Group S.p.A. into Cerved Information Solutions S.p.A. (MTA: CERV, “**CIS**” or the “**Company**”) (the “**First Merger**”) and, subsequently to the effectiveness of the First Merger, (ii) the merger by incorporation of Consit Italia S.p.A. into CIS (the “**Second Merger**” and, jointly with the first Merger, the “**Transaction**”), the Company hereby notifies the expiry as of the 6th December 2017 of the eight-day term from the filing of the Merger Plan with the company’s register, resting with the shareholders representing at least five percent of CIS’ share capital to request that the resolution approving the First Merger and the Second Merger is passed by the extraordinary shareholders’ meeting of CIS in accordance with Article 2502 of the Italian civil code.

Therefore, the Company hereby notifies that, within such term, the Company received requests from shareholders representing zero point seven percent of CIS’ share capital, so that the merger resolutions pertaining to the First Merger and/or the Second Merger are passed by the extraordinary shareholders’ meeting of CIS in accordance with Article 2502 of the Italian civil code. The Board of Directors will not thereby convene the extraordinary shareholders’ meeting of the Company to vote upon such resolution.

Moreover, the following documentation, pursuant to Article 2501-septies and Article 70, par. 7, letter a) of the regulation adopted by Consob under resolution no. 11971 of 14 May 1999, has been made available to the public today at the Company’s registered office in San Donato Milanese (Milan), via dell’Unione Europea no. 6A-6B, on the authorized storage system eMarket STORAGE (www.emarketstorage.com), and on the Company website (<http://company.cerved.com>, area *Governance*, section *Merger by incorporation*): (i) the common merger plan and the directors’ report of CIS, Cerved Group S.p.A. and Consit Italia S.p.A. on the merger plan; (ii) the interim financial statements as of 30 September 2017 of the companies involved in the First Merger and the Second Merger; (iii) the financial statements of the last 3 (three) fiscal years of the companies involved in the Transaction; and (iv) the expert’s report on the fairness of the exchange ratio for the shares provided for by Article 2501-sexies of the Italian civil code with regard to the Second Merger.

Cerved Group is a leading 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 30 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, Cerved is a leading independent player in offering solutions for the evaluation and management of credit exposures.



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