



# SPAFID CONNECT

Informazione Regolamentata n. 1597-4-2018	Data/Ora Ricezione 18 Gennaio 2018 12:44:00	MTA
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Societa' : CERVED INFORMATION SOLUTIONS

Identificativo : 98083

Informazione  
Regolamentata

Nome utilizzatore : CERVEDN04 - Sartor

Tipologia : REGEM

Data/Ora Ricezione : 18 Gennaio 2018 12:44:00

Data/Ora Inizio : 18 Gennaio 2018 12:44:01

Diffusione presunta

Oggetto : Cerved Information Solutions S.p.A. -  
Available the minutes approving the merger  
by incorporation

*Testo del comunicato*

Vedi allegato.

## **PRESS RELEASE**

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### **CERVED INFORMATION SOLUTIONS: AVAILABLE THE MINUTES APPROVING THE 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.**

**San Donato Milanese, 18 January 2018** – Cerved Information Solutions S.p.A. (MTA: CERV, “**CIS**” or the “**Company**”) – parent holding company of the Cerved Group and the largest information provider and credit servicer in Italy – with respect to the merger by incorporation of Cerved Group S.p.A., of which the Company owns the entire share capital (“**CG**” and such merger, the “**First Merger**”) and the merger by incorporation in the Company of Consit Italia S.p.A., a subsidiary owned at 94.33% by CG (“**Consit**” and such merger, the “**Second Merger**” and, jointly with the First Merger, the “**Transaction**”), to be implemented following the effectiveness of the First Merger, announces that the minutes of the resolutions adopted on 9 January 2018, pursuant to Article 2505, second paragraph, and Article 2505-bis, second paragraph, of the Italian civil code, by the Board of Directors of CIS and CG and by the shareholders’ meeting of Consit (the “**Merger Resolutions**”), registered with the relevant companies’ register of Milan on 12 January 2018 (the “**Registration Date**”), have been made available, as required under art. 70, lett. (c) of the regulation adopted with Consob resolution n. 11971 of 14 May 1999, at the registered office of the Company in San Donato Milanese (MI), via dell’Unione Europea no. 6A-6B, on the authorized “eMarket STORAGE” storage mechanism ([www.emarketstorage.com](http://www.emarketstorage.com)) and on the Company’s website (<http://company.cerved.com>, area Governance, section *Merger by incorporation*), together with the remaining documentation relating to the Transaction which was already made available on 7 December 2017, and consisting of: (i) the common merger plan and the CIS, CG and Consit directors’ report on the merger plan; (ii) the financial situations as of 30 September 2017 of the companies participating the First and the Second Merger; (iii) the financial statements of the past 3 (three) years of the companies involved in the Transaction; and (iv) the expert’s report on the fairness of the exchange ratio pursuant to article 2501-sexies of the Italian civil code with respect to the Second Merger.

The deeds of merger relating to the First Merger and the Second Merger may be executed upon expiry of a sixty-day (60) period from the Registration Date or from 13 March 2018. The creditors of the Company, CG and Consit are entitled to propose an objection within the above-mentioned term.

The signing of the deed of merger regarding the Second Merger will, in any event, be subsequent to the effectiveness of the First Merger so as to enable the Company to become direct owner of the stake in Consit.

The Transaction is currently expected to be completed by 31 March 2018.

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*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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Fine Comunicato n.1597-4

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