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Informazione Regolamentata n. 1597-12-2018	Data/Ora Ricezione 09 Marzo 2018 17:33:13	MTA
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Oggetto	:	Cerved Information Solutions S.p.A. - Notice of call - Ordinary and Extraordinary Shareholders' Meeting 9 April 2018

Testo del comunicato

Vedi allegato.



Cerved Information Solutions S.p.A.
Registered office in San Donato Milanese (MI), Via dell'Unione Europea n. 6A/6B – 20097
Share Capital Euro 50,450,000.00 fully paid-in
Milan Companies Register, Taxpayer Identification Number and VAT Registration Number:
08587760961 – Administrative Business Register (REA) No. 2035639

NOTICE OF CALL OF ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETING

The voting members of the Shareholders' Meeting of Cerved Information Solutions S.p.A. (the “**Company**”) are called to the Ordinary and Extraordinary Shareholders' Meeting to be held on **9 April 2018 at 14:30**, on a single call of meeting, at the registered office located in San Donato Milanese, Via dell'Unione Europea n. 6A/6B, to discuss and resolve on the following

AGENDA

Ordinary part

1. Approval of the Separate Financial Statements at 31 December 2017; presentation of the Consolidated Financial Statements at 31 December 2017; the Directors', the Board of Statutory Auditors and the Independent Auditor's reports; allocation of the profit for the year and distribution of the dividend; related and consequent resolutions.
2. Proposal to distribute part of the share premium reserve; related and consequent resolutions.
3. Remuneration Report pursuant to Article 123-*ter*, paragraph 6, Legislative Decree 58/98; related and consequent resolutions.
4. Authorisation for purchase and disposal of own shares, after revocation of the previous authorisation granted by the Shareholders' Meeting on 13 April 2017; related and consequent resolutions.

Extraordinary part

1. New company name: amendment to Article 1 of the Articles of Association; related and consequent resolutions.
2. Implementation of the option for the Company to designate the appointed representative: amendment to Article 10 of the Articles of Association; related and consequent resolutions.
3. Proposal to entrust the Board of Directors, pursuant to Article 2443 of the Italian Civil Code - upon revocation of the previous authorisation granted by the Shareholders' Meeting on 14 December 2015 - for thirty months from the date of the resolution, with the power to increase the share capital, to be executed separately against payment, in one or more tranches, for a maximum nominal amount of Euro 5,045,000 (five million, forty-five thousand), with the exclusion of pre-emptive rights, pursuant to Article 2441, paragraph 4, second sentence, of the Italian Civil Code; consequential amendment to Article 5 of the current Articles of Association; related and consequent resolutions.



SHARE CAPITAL AND VOTING SHARES

At the publication date of this notice, the subscribed and paid-in share capital of Cerved Information Solutions S.p.A. totals Euro 50,450,000.00, divided into 195,000,000 ordinary shares, without indication of their par value. Each ordinary share may be used as one vote at the ordinary and extraordinary Shareholders' Meetings of the Company. At the publication date of this notice the Company does not own any own share.

ENTITLEMENT TO PARTICIPATE AT THE SHAREHOLDERS' MEETING AND CAST VOTES

The right to participate at the Shareholders' Meeting and cast votes is attested by a notice sent to the Company by the intermediary, where said certification is based on the accounting records at the end of the accounting day on the seventh market trading day prior to the date scheduled for the Shareholders' Meeting, i.e. **27 March 2018** (*record date*). The credit or debit entries made on the accounts after the record date shall not be considered when determining the right to cast votes at the Shareholders' Meeting. Therefore, anyone who becomes a Company shareholder after the record date will not be allowed to participate and vote at the Shareholders' Meeting.

The intermediary's notice has to be delivered to the Company by the end of the third market trading day prior to the date scheduled for the Shareholders' Meeting, i.e. by **4 April 2018**. Nevertheless, shareholders may still attend the meeting and cast votes if the notices are delivered to the Company after this deadline of 4 April 2018 and provided that this occurs by the beginning of the Shareholders' Meeting.

Participation to the Shareholders' Meeting is subject to the applicable laws and regulations, and to the provisions of the Articles of Association and the Shareholders' Meeting Rules, which are available on the Company website (<http://company.cerved.com>, *Governance area, Documents and Procedures* section).

PROXY VOTES

Voting shareholders may be represented at the Shareholders' Meeting in the ways and within the limits imposed by law, by issuing a written proxy or using a computer document signed electronically pursuant to Article 21(2) of Legislative Decree no. 82 of 7 March 2005. A proxy form will be provided in printable format on the Company website (<http://company.cerved.com>, *Governance area, Shareholders' Meeting* section) by the publication deadline for this notice of call. If the form cannot be provided in electronic format due to technical reasons, the Company shall transmit it via the intermediaries, inter alia, upon simple request by the interested party to the Corporate Affairs Secretariat, telephone number +39 02/7754395.

The proxies may be notified to the Company, together with a copy of the proxy issuer's identification document, via certified mail or certified electronic mail to the following addresses: Cerved Information Solutions S.p.A. – Segreteria degli Affari Societari – Via dell'Unione Europea, n. 6A/6B – 20097 San Donato Milanese, e-mail: cervedinformationsolutions@legalmail.it.

Any prior notification of the proxy does not relieve the proxy of his/her obligation, when accrediting himself/herself for entry to the Shareholders' Meeting, to certify under his/her own responsibility that the notified copy of the proxy is a true copy of the original proxy and to certify the proxy issuer's identity.



The proxy has to retain the original proxy form and keep a record of any received voting instructions for one year, beginning from the end of the Shareholders' Meeting.

No procedures are envisaged for voting by mail or with electronic means. The Company does not avail itself of the option to designate a representative to whom the Shareholders may grant a proxy with voting instructions for all or some of the items on the agenda of the Shareholders' Meeting.

RIGHT TO REQUEST MODIFICATION OF THE SHAREHOLDERS' MEETING AGENDA AND TO SUBMIT NEW MOTIONS FOR RESOLUTION

Pursuant to Article 126-*bis* of Legislative Decree 58/98 (“**Consolidated Law on Finance**”), the Shareholders who severally and separately or jointly represent at least one-fortieth (2.5%) of the share capital may request, within ten days after publication of this notice of call, that the list of matters for discussion be modified, by indicating the additional matters proposed by them in the request, or submit motions for resolution on matters already on the agenda. The requests have to be submitted in writing to the Company by the aforementioned deadline and be sent via certified mail or certified electronic mail to the following addresses: Cerved Information Solutions S.p.A. – Segreteria degli Affari Societari – Via dell’Unione Europea, n. 6A/6B – 20097 San Donato Milanese, e-mail: cervedinformationsolutions@legalmail.it. Also by the aforementioned deadline, the Company has to receive the specific notice issued by the intermediary authorised by current law, attesting the ownership of the shareholding as the prerequisite for exercising the right to request modification of the agenda and to submit new motions for resolution. By the same deadline and in the same ways, the proposing Shareholders have to submit a report to the Board of Directors which sets forth the reasons for the motions to resolve on the new matters that they are proposing for discussion or the reasons for the additional motions submitted on matters already placed on the agenda. Those who have voting rights may individually submit motions for resolution to the Shareholders' Meeting.

Notice of the changes to the agenda, or the submission of additional motions for resolution on matters already placed on the agenda, shall be given, in the same forms prescribed for publication of this notice of call, at least fifteen days before the date scheduled for the Shareholders' Meeting. At the same time as publication of the notice of change or submission, the report prepared by the requesting Shareholders, accompanied by any opinions of the Board of Directors, shall be published in the same forms as required for the documentation concerning the Shareholders' Meeting.

No modifications to the agenda are allowed for those matters on which the Shareholders' Meeting resolves, pursuant to law, on motion by the Directors or on the basis of a project or report prepared by them, other than those envisaged in Article 125-*ter*, paragraph 1, Consolidated Law on Finance.

RIGHT TO SUBMIT QUESTIONS ON THE MATTERS LISTED ON THE AGENDA

Pursuant to Article 127-*ter* of the Consolidated Law on Finance, voting shareholders may ask questions on the matters listed on the agenda even before the Shareholders' Meeting, but they must do so by the end of **6 April 2018**, (recommending compliance with business hours: 8.00 - 18.00) by sending their questions, accompanied by the specific notice issued by the intermediary authorised by current law, attesting to the right to exercise the right - via certified mail or certified electronic mail to the following addresses: Cerved Information Solutions S.p.A. – Segreteria degli Affari Societari, Via dell’Unione Europea, n. 6A/6B – 20097 San Donato Milanese; e-mail: cervedinformationsolutions@legalmail.it.



The questions received before the Shareholders' Meeting shall be answered no later than the meeting itself. Note that (i) no answer has to be given, not even at the Shareholders' Meeting, to questions submitted before the meeting when the requested information is already available in the "Question and Answer" format in the *Governance* area, *Shareholders' Meeting* section of the Company website; (ii) the answers given in paper format and provided to every voting member at the beginning of the Shareholders' Meeting shall be considered as given at the Shareholders' Meeting; and (iii) the Company may also give single answers to questions having the same content.

REMUNERATION REPORT

Pursuant to Article 123-ter, paragraph 6, Consolidated Law on Finance, the Shareholders' Meeting called to approve the separate financial statements shall resolve in approval or rejection of the first section of the remuneration report, dedicated to an illustration of the Company remuneration policy for the boards of directors and key managers, and the procedures used to adopt and implement that policy. Pursuant to Article 123-ter, paragraph 6, Consolidated Law on Finance, this resolution is not binding.

DOCUMENTATION

The documentation for the Shareholders' Meeting, including the explanatory reports of the Board of Directors and the motions for resolution placed on the agenda, shall be published in accordance with the terms and conditions imposed by current law, with the Shareholders and voting members being entitled to a copy of those documents. These documents will be available at the registered office of the Company (at Via dell'Unione Europea n. 6A/6B, 20097, San Donato Milanese), the authorised storage system (www.emarketstorage.com) and on the Company website (<http://company.cerved.com>, *Governance* area, *Shareholders' Meeting* section).

The authorised participants at the Shareholders' Meeting are requested to arrive before the scheduled starting time of the meeting, so as to facilitate the registration process, which will begin at 13:30.

Pursuant to the Shareholders' Meeting Regulation adopted by the Company, qualified and accredited professionals, consultants, experts, financial analysts and journalists may attend the Shareholders' Meeting upon approval by the Chairman. Their accreditations have to be delivered to the registered office of the Company before the Shareholders' Meeting commences. These accreditations must be sent to the following address: Segreteria Affari Societari email: societariogruppocerved@cerved.com.

This notice of call is published in accordance with the provisions of Article 125-bis of the Consolidated Law on Finance, Article 84 of Consob Regulation no. 11971/1999, and Article 8.3 of the Articles of Association, on the Company website (<http://company.cerved.com>, *Governance* area, *Shareholders' Meeting* section), on the website of the authorised storage system (www.emarketstorage.com) and, in excerpted form, in the newspaper "Il Giornale".

San Donato Milanese, 26 February 2018

On behalf of the Board of Directors

The Chairman
(Fabio Cerchiai)

Fine Comunicato n.1597-12

Numero di Pagine: 6