



# SPAFID CONNECT

Informazione Regolamentata n. 1597-17-2018	Data/Ora Ricezione 20 Marzo 2018 17:23:30	MTA
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Societa' : CERVED INFORMATION SOLUTIONS

Identificativo : 100565

Informazione  
Regolamentata

Nome utilizzatore : CERVEDN04 - Sartor

Tipologia : REGEM

Data/Ora Ricezione : 20 Marzo 2018 17:23:30

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Diffusione presunta

Oggetto : Cerved - Signing of the deed of merger of Consit Italia, update of the composition of the share capital and filing of the updated by-laws

*Testo del comunicato*

Vedi allegato.



## **PRESS RELEASE**

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### **CERVED INFORMATION SOLUTIONS: SIGNING OF THE DEED OF MERGER BY INCORPORATION OF CONSIT S.P.A. INTO CERVED INFORMATION SOLUTIONS S.P.A., UPDATE OF THE COMPOSITION OF THE SHARE CAPITAL AND FILING OF THE UPDATED BY-LAWS**

**San Donato Milanese, 20 March 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 of Consit Italia S.p.A., a subsidiary owned at 94.33% by CG (“**Consit**” and such merger, the “**Second Merger**”), announces that – following the effectiveness of the First Merger – the deed pertaining to the Second Merger (the “**Second Merger Deed**”) was executed today.

Pursuant to the deed of merger, the Second Merger will become effective on 23 March 2018 (the “**Effective Date of the Second Merger**”), but Consit’s activities will be accounted into CIS’ financial statements as of 1 January 2018. As from the same day, the Second Merger will also produce its fiscal effects.

As a result of the Second Merger, all Consit shares will be automatically canceled and, in exchange for Consit shares held by shareholders other than CIS (in its quality of successor, following the effectiveness of the First Merger, in the legal relationships of CG), CIS shares will be assigned, as of the first business day following the effectiveness of the Second Merger, therefore as of 26 March 2018, according to the exchange ratio equal to 3.05 CIS shares, with no par value, for each Consit share, with a par value equal to Euro 0.51 (hereinafter, the “**Exchange Ratio**”).

For the purpose of the assignment in exchange for the shares to the shareholders of Consit other than CIS, the Company will carry out a capital increase for a nominal amount of EUR 71.142,26, by issuing 274.980 new ordinary shares without indication of their par value, in application of the Exchange Ratio.

The Company, therefore, informs – pursuant to art. 85-*bis* of the Regulation approved by Consob with resolution no. 11971/1999 – that the new composition, as of the Effective Date of the Second Merger, of its share capital, fully subscribed and paid-in, is equal to Euro 50.521.142,26 and composed of 195.274.980 ordinary shares. On the Effective Date of the Second Merger, the updated by-laws with the new share capital will be made available at the registered office of the Company in San Donato Milanese (MI), via dell’Unione Europea 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>, Governance area).

The exchange activities will be coordinated by Spafid S.p.A. and the dividend rights will be managed with a rounding down to the lower unit if the number of shares to be assigned in application of the exchange ratio has the first two decimals equal to or lower than 50, and a rounding up to the higher unit if the number of shares to be assigned in application of the exchange ratio has the first two decimals higher than 50. In order to allow that the exchange is carried out in the most efficient way, the Company sent a letter to all the shareholders of Consit inviting them to provide CIS and Spafid S.p.A. – by means of a written notice via certified email (PEC) to the address [cervedinformationsolutions@legalmail.it](mailto:cervedinformationsolutions@legalmail.it) or registered letter with acknowledgement of receipt to Cerved Information Solutions S.p.A., Secretary Corporate Affairs, Via dell’Unione Europea 6A-6B, 20097, San Donato Milanese (MI) – with the following information: (i) personal details, email address and telephone number, and domicile address for the relevant notices; (ii) details of the securities account on which CIS newly issued shares shall be registered.

No cost will be charged to the shareholders of Consit in relation to the assignment of CIS shares.



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