



# SPAFID CONNECT

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Oggetto : Cerved Group: Shareholders' Meeting  
deliberations

*Testo del comunicato*

Vedi allegato.

## **PRESS RELEASE**

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### **CERVED GROUP: THE ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETING**

#### **ORDINARY PART**

- **Approves the Financial Statements as of 31 December 2019 and the proposal to carry forward the entire amount of the profit for the year;**
- **Acknowledges the consolidated non-financial statement as per Legislative Decree 254/2016;**
- **Approves the remuneration policy and the second section of the “Report on the 2020 remuneration policy and payments”;**
- **Authorizes the purchase and disposal of treasury shares following revocation of the previous authorization approved by the Ordinary Shareholders' Meeting on 16 April 2019;**
- **Appoints the Board of Statutory Auditors determining number of members, duration of mandate, members and remuneration.**

#### **EXTRAORDINARY PART**

- **Approves the proposal to authorize the Board of Directors to increase the share capital for a maximum nominal amount of euro 5,052,114.2 to support the Group's growth strategy both organic and external, including any potential acquisitions.**

**San Donato Milanese, 20 May 2020** – The ordinary and extraordinary shareholders' meeting (the “Shareholders' Meeting”) of Cerved Group S.p.A. (MTA: CERV, “Cerved” or the “Company”) – the largest information provider and credit servicer in Italy – was held today in single call under the chairmanship of Gianandrea Edoardo De Bernardis.

#### **Financial Statements as of 31 December 2019**

The Shareholders' Meeting, ordinary part, examined and approved the financial statements as of 31 December 2019, which records profits of Euro 58.311.740,42 and resolved to carry forward the entire amount of the profit for the year.

The consolidated Financial Statements of the Group as of 31 December 2019 and the 2019 Consolidated Non Financial Statement as per Legislative Decree 254/16 of 30 December 2016 (decree enacting Directive 2014/95/EU) were presented during the course of the Shareholders' Meeting.

#### **Report on the 2020 remuneration policy and payments in accordance with Art. 123-ter, paragraph 6, Legislative Decree no. 58/98**

The Shareholders' Meeting, ordinary part, pursuant to art. 123-ter, paragraph 3-ter, of Italian Legislative Decree 58/1998 (“TUF”), and therefore with binding resolution, approved the 2020 remuneration policy and, pursuant to art-123-ter, paragraph 6, of the TUF, and therefore, with a non-binding resolution, approved the second section of the “*Report on the 2020 remuneration policy and payments*”.

### Purchase and disposal of treasury shares following revocation of the previous authorization

The Shareholders' Meeting, ordinary part, after having resolved the revocation of the authorization to purchase and dispose treasury shares approved by the ordinary shareholders' meeting on 16 April 2019, authorized the Board of Directors to purchase treasury shares, up to a maximum of 19,527,498 ordinary shares, corresponding to 10% of the share capital, resolving that:

- the purchase may be made within 18 months after the date of this resolution, one or more times, in any of the ways allowed by the Consob regulation, ensuring equal treatment of shareholders;
- adequate notification will be provided for treasury share purchases, in compliance with applicable disclosure obligations;
- the minimum and maximum purchase price of each share may not be more than 10% (ten per cent) less than or greater than, respectively, the market reference price quoted for Company stock on the trading day preceding each individual purchase, and in any event at a price that does not exceed the highest price between the price of the last arm's length transaction and the highest current arm's length bid price quoted on the exchange where the purchase is made;
- the treasury share purchases have to be made by using the distributable earnings and available reserves reported on the last, regularly approved financial statements when the transaction is executed, by making the necessary account entries in the ways and within the limits allowed by law.

Reasons for which the authorization has been requested to the Shareholders' Meeting are the following:

- allow the conversion of debt instruments into shares;
- facilitate the implementation of management incentive plans; and
- provide liquidity to the market.

### Appointment of the Board of Statutory Auditors

The Ordinary Shareholders' Meeting has appointed the Board of Statutory Auditors, that will remain in charge for the three-year period 2020-2022 and in particular until the date upon which the Shareholders' Meeting will be called to approve the Financial Statements for the year ending 31 December 2022, appointing **Antonella Bientinesi** as Chairman of the Board of Statutory Auditors, **Costanza Bonelli** and **Gilberto Comi** as Standing Statutory Auditors, and **Antonio Mele** and **Paolo Baruffi** as Alternate Statutory Auditors.

In this regard:

- **Antonella Bientinesi** and **Antonio Mele** were selected from the minority slate presented by Amundi Asset Management SGR S.p.A. asset manager of the funds: Amundi Dividendo Italia, Amundi Risparmio Italia, Amundi Sviluppo Italia, Amundi Valore Italia PIR, Amundi Accumulazione Italia PIR 2023, Amundi Azionario Europa, Amundi Luxembourg – Amundi Fund European Research; Anima SGR S.p.A. asset manager of the funds: Anima Crescita Italia, Anima Iniziativa Italia; ARCA Fondi SGR S.p.A. asset manager of the funds: Arca Economia Reale Bilanciato Italia 30, Arca Azioni Italia; Eurizon Capital S.A. asset manager of the funds Eurizon Fund comparti: Italian Equity Opportunities, Equity Italy Smart Volatility, e Eurizon Investment Sicav comparto PB Flexible Macro; Eurizon Capital SGR S.p.A. asset manager of the funds: Eurizon Progetto Italia 20, Eurizon PIR Italia 30, Eurizon Progetto Italia 70, Eurizon Azioni Italia, Eurizon PIR Italia Azioni, Eurizon Azioni PMI Italia, Eurizon Progetto Italia 40; Fidelity Funds- SICAV; Fideuram Asset Management (Ireland) asset manager of the fund Fonditalia Equity Italy; Fideuram Investimenti SGR S.p.A. asset manager of the fund: Fideuram Italia, Piano Azioni Italia, Piano Bilanciato Italia 50, Piano Bilanciato Italia 30; Interfund Sicav – Interfund Equity Italy; Generali Investments Luxembourg S.A. asset manager of the fund Generali Smart Funds Sicav; Mediolanum International Funds Limited – Challenge Funds – Challenge Italian Equity; Mediolanum Gestione Fondi SGR S.p.A. asset manager of the funds: Mediolanum Flessibile Futuro Italia, Mediolanum Flessibile Sviluppo Italia, owner of no. 15,179,554 shares equal to approximately 7.77342% of the share capital, which obtained 33.514% of the votes at Shareholders' Meeting; and

- **Costanza Bonelli, Gilberto Comi and Paolo Baruffi** were selected from the majority slate presented by Aquilus Inflection Master Fund Limited, owner of no. 3,163,130 shares equal to approximately 1.62% of the share capital, which obtained 65.620% of the votes at Shareholders' Meeting.

The Ordinary Shareholders' Meeting also resolved to determine in Euro 60,000 the annual compensation for the Chairman of the Board of Statutory Auditors and in Euro 40,000 the annual compensation for each Standing Statutory Auditor different from the Chairman.

**Proposal to authorise the Board of Directors to increase the share capital for a maximum nominal amount of euro 5,052,114.2 to support the Group's growth strategy both organic and external, including any potential acquisitions**

The Shareholders' Meeting of Cerved Group S.p.A., extraordinary part, having examined the Explanatory Report of the Board of Directors and the proposals made therein, has approved:

- to revoke the power to increase share capital pursuant to Article 2443 of the Italian Civil Code, assigned to the Board of Directors by the Shareholders' Meeting on 9 April 2018;
- to entrust the Board of Directors, pursuant to Article 2443 of the Italian Civil Code, for 30 months from the date of this resolution, with the power to increase share capital against consideration, including in one or more tranches, for a maximum amount of Euro 5,052,114.20, issuing Cerved Group S.p.A. new ordinary shares, with no par value, with the same characteristics as those already outstanding, regular dividend, up to 10% (ten per cent) of the total shares outstanding on the date such power may be exercised, to be subscribed by Italian and foreign institutional and/or qualified investors or the Company's strategic and/or business partners, as part of extraordinary transactions, excluding the pre-emptive right pursuant to article 2441.4, sentence two, of the Italian Civil Code, in accordance with the procedure and the conditions covered therein and with the power for the Board to set from time to time the issue price of the new shares, again in accordance with Article 2441.4, second sentence, of the Italian Civil Code (setting the amount to be allocated to capital and the share premium, if any).

**Other information**

Minutes of the today Shareholders' Meeting will be made available at the registered office of the Company (Via dell'Unione Europea n. 6A/6B – 20097, San Donato Milanese), on the authorised storage system eMarketSTORAGE ([www.emarketstorage.com](http://www.emarketstorage.com)) and on the Company website (<http://company.cerved.com>, Governance area, Shareholders' Meeting section) in accordance with terms provided by current law.

The summary report of the voting results will be published on the Company's website, in compliance with Art. 125-*quater* of the TUF, pursuant to the provisions of the law.

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