

**Cerved Group S.p.A.****Registered office at Via dell'Unione Europea n. 6A/6B – 20097 San Donato Milanese (MI)****Share Capital Euro 50,521,142.00 fully paid in****Companies Register of Milan Monza Brianza Lodi, Taxpayer Identification Number and VAT****Registration Number: 08587760961 - Administrative Business Register (REA) No. 2035639****NOTICE OF CALL OF ORDINARY SHAREHOLDERS' MEETING**

The voting members of the Shareholders' Meeting of Cerved Group S.p.A. (hereinafter “**Cerved**” or the “**Company**”) are called to the Ordinary Shareholders' Meeting to be held on **27 April 2021 at 11:00 a.m.**, on a single call, conventionally convened at the registered office located at Via dell'Unione Europea no. 6A/6B in San Donato Milanese (the “**Shareholders' Meeting**”), to discuss and resolve on the following

**AGENDA**

1. The annual financial statements at 31 December 2020; presentation of the consolidated financial statements at 31 December 2020; the Directors', Board of Statutory Auditors' and Independent Auditors' Reports:
  - 1.A Approval of the annual financial statements; related and consequent resolutions;
  - 1.B Allocation of the annual result; related and consequent resolutions.
2. Report on remuneration policy and fees paid pursuant to Article 123-ter, paragraphs 3-bis and 6 of Legislative Decree 58/98:
  - a. binding resolution on the first section relating to the remuneration policy, prepared pursuant to Article 123-ter paragraph 3 of Legislative Decree 58/98;
  - b. non-binding resolution on the second section relating to the fees paid, prepared pursuant to Article 123-ter paragraph 4 of Legislative Decree 58/98.
3. Authorisation for purchase and disposal of treasury shares, after revocation of the previous authorisation granted by the Shareholders' Meeting on 20 May 2020; related and consequent resolutions.
4. Appointment of the independent auditor for the period 2023-2031 and determination of the fee. Related and consequent resolutions.

**INFORMATION RELATING TO THE COVID-19 HEALTH CRISIS**

Pursuant to Article 106, paragraph 4 of Decree Law no. 18 of 17 March 2020, converted into Law no. 27 of 24 April 2020, as most recently amended and supplemented by Decree Law no. 183 of 31 December 2020, converted into Law no. 21 of 26 February 2021, the attendance at the Shareholders' Meeting of those entitled to vote is allowed solely through the Representative designated by the Company pursuant to Article 135-undecies of Legislative Decree 58/98 (the “**Consolidated Law on Finance**”). For the relevant procedures, please refer to the indications contained in this notice at the paragraph “*Attendance at and representation in the Shareholders' Meeting*”.

Attendance at the Shareholders' Meeting by the entitled parties (the Chairman, Chief Executive Officer, Chairman of the Board of Statutory Auditors, other members of the Corporate Bodies, Secretary, Representative, Independent Auditors and/or employees and/or agents duly authorised by the Chairman), in consideration of the limitations that may arise from the aforementioned health crisis, may also (or exclusively) take place using means of telecommunication that guarantee identification, according to the procedures communicated to them individually and in compliance with the applicable legislative provisions for such circumstances, with no need for the Chairman and Notary to be in the same location.

The Company reserves the right to supplement and/or amend the information laid down in this notice of call in consideration of the current COVID-19 epidemiological emergency and any currently unforeseeable developments. Any amendments and/or additions to the information laid down in this notice of call will be provided promptly according to the procedures stipulated in the pro-tempore legislation in force.

### **SHARE CAPITAL AND VOTING SHARES**

The subscribed and paid-in share capital of Cerved is equal to Euro 50,521,142.00, divided into 195,274,979 ordinary shares, without indication of their par value, at the publication date of this notice. 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 owns 2,993,169 treasury shares (equal to 1.533% of the share capital) whose voting right is suspended pursuant to Article 2357-ter, paragraph 2, of the Italian Civil Code. Therefore, at the date of this notice, there are 192,281,810 voting rights that may be exercised at the Meeting.

The Company's website (<https://company.cerved.com/it/assemblea-degli-azionisti>) provides detailed information on the amount of share capital and its composition.

### **ENTITLEMENT TO PARTICIPATE IN AND CAST VOTES AT THE SHAREHOLDERS' MEETING**

The right to participate in the Shareholders' Meeting and cast votes - which may only be performed through the Representative - is attested by a notice sent to the Company by the authorised intermediary, 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. **16 April 2021** (record date) and at the request of the entitled person. 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 shareholder of the Company after the record date will not be allowed to participate and vote at the Shareholders' Meeting.

The person holding the voting right must provide the intermediary who keeps the relevant accounts with specific instructions in order to make the above notice to the Company. Any specific requests made by the intermediary or costs related to the above notice are not borne by the Company.

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 **22 April 2021**. Nevertheless,

shareholders may still attend the meeting and cast votes - exclusively through the Representative - if the notices are delivered to the Company after this deadline of **22 April 2021** and provided that this occurs by the beginning of the Shareholders' Meeting.

Participation in the Shareholders' Meeting - which may only be performed through the Representative - is subject to the applicable laws and regulations, and to the provisions of the Articles of Association and the Shareholders' Meeting Regulation, which are available on the Company website (<https://company.cerved.com/it/assemblea-degli-azionisti>, Regulation section).

In order to guarantee the Company's prompt receipt of the communications and documents indicated in this notice, the Shareholders are invited to make use of the electronic notification instruments indicated below instead of the postal services which, in consideration of the ongoing emergency, may suffer delays.

### **ATTENDANCE AT AND REPRESENTATION IN THE SHAREHOLDERS' MEETING**

Pursuant to Article 106, paragraph 4 of Decree Law no. 18 of 17 March 2020, converted into Law no. 27 of 24 April 2020, as most recently amended and supplemented by Decree Law no. 183 of 31 December 2020, converted into Law no. 21 of 26 February 2021, the attendance at the Shareholders' Meeting of those entitled to vote is allowed solely through the Representative designated by the Company pursuant to Article 135-*undecies* of the Consolidated Law on Finance, to whom a proxy must be given, in the manner and under the conditions indicated below.

For the Shareholders' Meeting to which this Notice of Call pertains, the Company has identified, as its Representative, in accordance with Article 135-*undecies* of the Consolidated Law on Finance, Studio Legale Trevisan & Associati, with registered office in Milan, at Viale Majno no. 45, in the person of Mr Dario Trevisan, lawyer, and/or his alternates should he be unable to attend (the "**Representative**"), upon whom the proxy may be conferred, at no expense for the issuer (except for any postage costs), with voting instructions for some or all of the items on the agenda. The proxy pursuant to Article 135-*undecies* of the Consolidated Law on Finance must contain the voting instructions for some or all of the proposals on the agenda and will be effective only for the proposals in relation to which the voting instructions have been conferred.

The proxy must be conferred by signing the specific proxy form, available with instructions for completion and sending at the registered office of the Company and on its website (<https://company.cerved.com/it/assemblea-degli-azionisti>).

The original copy of the proxy pursuant to Article 135-*undecies* of the Consolidated Law on Finance must be sent, with the associated written voting instructions, together with a copy of a currently valid identity document of the issuer and, if the proxy issuer is a legal person, a copy of a currently valid identity document of the legal representative pro tempore, or of another party vested with the appropriate powers, together with documentation suitable for certifying the relevant capacities and powers (copy of a chamber of commerce certificate or similar), to the Representative by the end of the second market trading day prior to the date of the Shareholders' Meeting (i.e. no later than **23:59 on 23 April 2021**) to the following address: Studio Legale Trevisan & Associati, Viale Majno no. 45 – 20122 Milan - Italy, Ref. "*Delega Assemblea Cerved 2021*", sent by registered letter with acknowledgement of receipt or using a courier delivery service. With no prejudice to the sending of the original copy of the proxy complete with voting instructions, the proxy may also be delivered electronically to the registered e-mail address

[rappresentante-designato@pec.it](mailto:rappresentante-designato@pec.it). Sending the proxy to the aforementioned certified e-mail address, signed digitally in accordance with the legislation in force, shall satisfy the written format requirement.

The proxy and voting instructions conferred on the Representative may be revoked before the end of the second market trading day before the date set for the Shareholders' Meeting (i.e. no later than **23:59 on 23 April 2021**), according to the same procedures stipulated for conferment.

It should be noted that the shares for which the proxy is conferred, even if partial, will be counted for deeming whether or not the Shareholders' Meeting is quorate; in relation to proposals for which no voting instructions have been conferred, the shares will not be counted for calculating a majority of and the quota of capital required for the approval of the resolutions.

Anyone who does not intend to use proxies pursuant to Article 135-*undecies* of the Consolidated Law on Finance may also confer proxies or sub-proxies on the Representative in accordance with Article 135-*novies* of the Consolidated Law on Finance, as an exception to Article 135-*undecies*, paragraph 4, of said decree.

To this end, holders of voting rights may use the proxy and/or sub-proxy form available on the Company website (<https://company.cerved.com/it/assemblea-degli-azionisti>). The proxy and/or sub-proxy may also be conferred through an electronic document bearing an electronic signature pursuant to Article 21, paragraph 2 of Legislative Decree 82 of 7 March 2005.

The voting proxies and/or sub-proxies pursuant to Article 135-*novies* of the Consolidated Law on Finance, with the associated written voting instructions, together with a copy of a currently valid identity document of the issuer and, if the proxy issuer is a legal person, a copy of a currently valid identity document of the legal representative pro tempore, or of another party vested with the appropriate powers, together with documentation suitable for certifying the relevant capacities and powers (copy of a chamber of commerce certificate or similar), must arrive by **12:00 on 26 April 2021** (with no prejudice to the fact that the Representative may also accept proxies and/or sub-proxies and/or voting instructions after this deadline, provided that this occurs before the Meeting begins) at Studio Legale Trevisan & Associati, by post, to the address: Viale Majno 45, 20122 Milan – Italy, or by certified e-mail, to the address: [rappresentante-designato@pec.it](mailto:rappresentante-designato@pec.it) or by standard e-mail, to the address: [rappresentantedesignato@trevisanlaw.it](mailto:rappresentantedesignato@trevisanlaw.it).

The proxy and/or sub-proxy, with the associated voting instructions, conferred on the Representative pursuant to Article 135-*novies* of the Consolidated Law on Finance, may be revoked before the end of the aforementioned deadline (i.e. no later than 12:00 on 26 April 2021), according to the same procedures stipulated for the conferment.

No procedures are envisaged for voting by mail or with electronic means.

Moreover, for any clarifications concerning the conferral of the proxy on the Representative (especially regarding the completion of the proxy form and the voting instructions and the sending thereof), the Representative may be contacted at the above addresses and/or by using freephone number 800 134 679 (on business days and during normal working hours).

## **RIGHT TO REQUEST INTEGRATION OF THE SHAREHOLDERS' MEETING AGENDA AND TO SUBMIT NEW MOTIONS FOR RESOLUTION**

Pursuant to Article 126-bis of the Consolidated Law on Finance, the Shareholders who severally and separately or jointly represent at least one-fortieth of the share capital may request, within ten days after publication of this notice of call, that the list of matters for discussion be integrated, by indicating the additional matters proposed by them in the request, or submit motions for resolution on matters already on the agenda. In consideration of the fact that the term would expire on a public holiday (i.e. Monday 5 April 2021), it has been postponed **on 6 April 2021**. Requests must be submitted in writing to the Company by the aforementioned deadline and be sent via registered letter or certified e-mail to the following addresses: Cerved Group S.p.A., Affari Societari e Capital Markets, Via dell'Unione Europea, no. 6A/6B, 20097 San Donato Milanese, e-mail: [cervedgroup@pec.cerved.com](mailto:cervedgroup@pec.cerved.com). Also by the aforementioned deadline, the Company has to receive the specific notice issued by the intermediary authorised by current law, attesting to ownership of the shareholding as the prerequisite for exercising the right to request integration 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.

Notice of the integrations 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. Additional proposed resolutions on items already on the agenda are made available to the public in the ways set forth in Article 125-ter, paragraph 1 of the Consolidated Law on Finance, at the same time as publishing of the news of the presentation, also in view to enable those entitled to vote to make an informed choice taking into consideration the new proposals and to allow the Representative to collect any voting instructions which may also cover said proposals. At the same time as the publication of the notice of integration 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 those indicated above. No integrations 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 of the Consolidated Law on Finance.

## **ENTITLEMENT TO INDIVIDUALLY SUBMIT PROPOSALS FOR RESOLUTIONS PRIOR TO THE MEETING**

In addition to the foregoing, in view of the fact that participation in the Meeting must be performed exclusively through the Representative, parties with voting rights that intend to submit proposals for resolutions on matters on the agenda are invited to submit them in advance, by 12 April 2021, using the same procedures indicated in the previous paragraph. These proposals will be published on the Company's website by 13 April 2021, to enable those entitled to vote to make an informed choice taking into consideration the new proposals and to allow the Representative to collect any voting instructions which may also cover said proposals. The party submitting a proposal must provide suitable documentation proving his or her entitlement to participate in the Meeting.

## **RIGHT TO SUBMIT QUESTIONS ON THE MATTERS LISTED ON THE AGENDA**



In accordance with Article 127-*ter* of the Consolidated Law on Finance, anyone with voting rights may submit questions on matters on the agenda, prior to the Shareholders' Meeting, and, in any case, by the record date (i.e. by **16 April 2021**), to which the Company, having verified their relevance to the matters on the agenda and the legitimacy of the party submitting them, shall provide a response, at least five days before the Meeting (i.e. by **22 April 2021**), thus bringing forward the deadline provided for in Article 127-*ter*, paragraph 1-*bis* of the Consolidated Law on Finance, including through publication in the relevant section on the Company website, so as to enable those entitled to vote to make an informed choice with respect to the items on the agenda.

Such questions - accompanied by the related notice, issued by the legally-authorized intermediary, attesting to the shareholder's entitlement to exercise this right - must be sent by registered letter or certified e-mail to the following addresses: Cerved Group S.p.A., Affari Societari e Capital Markets, Via dell'Unione Europea, no. 6A/6B, 20097 San Donato Milanese, e-mail: [cervedgroup@pec.cerved.com](mailto:cervedgroup@pec.cerved.com). Ownership of the right to vote can be confirmed even after the sending of the questions provided that this takes place by the third day following the record date (i.e. by **19 April 2021**).

Please 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; and (iii) the Company may also give single answers to questions having the same content.

## **REPORT ON REMUNERATION POLICY AND FEES PAID**

Pursuant to Article 123-*ter*, Consolidated Law on Finance, the shareholders' meeting called to approve the financial statements shall resolve on approval or rejection of:

- (i) the first section of the report on remuneration and fees paid (the "**Remuneration Report**"), which describes the Company remuneration policy for the administrative corporate bodies and key managers, and - without prejudice to the provisions of Article 2402 of the Italian Civil Code - the members of the supervisory body and the procedures used to adopt and implement that policy. Pursuant to Article 123-*ter*, paragraph 3-*ter*, Consolidated Law on Finance, this resolution is binding;
- (ii) the second section of the Remuneration Report which, with respect to the members of the administrative corporate bodies, supervisory bodies and key managers, (a) provides a description of the items comprising their remuneration, (b) shows the fees paid during the relevant year for any reason and in any form by the company and the subsidiaries or associates and (c) shows how the Company took account of the vote cast last year on the second section of the report. 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), at the authorised storage system

([www.emarketstorage.com](http://www.emarketstorage.com)) and on the Company website (<https://company.cerved.com/it/assemblea-degli-azionisti>).

Qualified and accredited professionals, consultants, experts, financial analysts and journalists may attend the Shareholders' Meeting via teleconference 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: Affari Societari e Capital Markets, email: [societariogruppocerved@cerved.com](mailto: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 (<https://company.cerved.com/it/assemblea-degli-azionisti>), on the website of the authorised storage system ([www.emarketstorage.com](http://www.emarketstorage.com)) and, in excerpt form, in the newspaper Il Giornale.

San Donato Milanese, 25 March 2021

On behalf of the Board of Directors

*The Chairman*  
*(Gianandrea De Bernardis)*