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Oggetto : CERVED GROUP: THE BOARD OF
DIRECTORS RESOLVES TO INTEGRATE
THE AGENDA OF THE SHAREHOLDERS'
MEETING TO BE HELD ON 27 APRIL
2021

Testo del comunicato

Vedi allegato.

PRESS RELEASE

CERVED GROUP: THE BOARD OF DIRECTORS RESOLVES TO INTEGRATE THE AGENDA OF THE SHAREHOLDERS' MEETING TO BE HELD ON 27 APRIL 2021

San Donato Milanese, 11 April 2021 - Cerved Group S.p.A. (MTA: CERV) (the "**Company**" or "**Cerved Group**"), leading operator in Italy in credit risk analysis and credit management, following the press release dated 6 April 2021, announces that Cerved Group's Board of Directors, held today, following the request submitted by the shareholders MutuiOnline S.p.A. and Centro Istruttorie S.p.A., holders of a total of no. 6,494,321 ordinary shares representing a stake of 3.326% of the share capital of Cerved Group and after having assessed the existence of the prerequisites provided for under applicable law, has integrated the agenda of the Shareholders' Meeting already called for 27 April 2021 (on a single call and with attendance allowed solely through the Representative designated by the Company), with the inclusion of the following item on the agenda:

"Distribution to the Shareholders of an extraordinary dividend of € 0.50 (Euro fifty cents) for each outstanding share, through the use of the available reserves, even in the absence of a distributable profit; related and consequent resolutions".

As a result of such integration, the agenda of the Shareholders' Meeting is as follows:

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.
- 1-bis. Distribution to the Shareholders of an extraordinary dividend of € 0.50 (Euro fifty cents) for each outstanding share, through the use of the available reserves, even in the absence of a distributable profit; 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.

With respect to the dividend, to the related date of detachment of the coupon and to the payment date of the proposed dividend, it is hereby highlighted that the Board of Directors has resolved that – consistently with the regulatory dispositions applicable to companies whose shares constitute the financial instrument underlying certain equity derivative contracts traded on the IDEM market – the dividend has to be classified as "ordinary" as for Euro 0.24 per share, and as "extraordinary" as for Euro 0.26 per share. Consequently the distribution, if approved by the Shareholders' Meeting, may be executed according to the calendar indicated in the proposal for Euro 0.26 per share only, given the extraordinary nature of such amount, while for the residual part, Euro 0,24 per share of ordinary nature, the date of the detachment of the coupon will be 24 May 2021, with consequent record date on 25 May 2021 and payment date on 26 May 2021.

In this regard and, more generally, for a complete assessment of the proposals submitted by the shareholders MutuiOnline S.p.A. and Centro Istruttorie S.p.A., the shareholders are invited to read the evaluations expressed by the Board of Directors with respect to the proposal.

For further details, please refer to the Explanatory Report prepared by the shareholders who have requested the integration and to the evaluations of the Board of Directors of Cerved Group which will be made available to the public at the registered office of the Company (at Via dell'Unione Europea n. 6A/6B, 20097, San Donato Milanese), on the Company website (<https://company.cerved.com/it/assemblea-degli-azionisti>) and at the authorised storage system (www.emarketstorage.com) within the terms provided by law. Please be informed that the notice of integration of the Agenda will be made available to the public in accordance with the terms and conditions of applicable legislation.

Cerved helps companies, banks, institutions and individuals to protect themselves from risk and grow in a sustainable way. Thanks to a unique wealth of data and analytics, it provides clients with digital and artificial intelligence services and platforms to manage risk and support data-driven growth, also involving customised consultancy solutions. Through Cerved Credit Management it helps the financial and economic system to dispose of and recover impaired loans. Cerved Rating Agency, one of Europe's leading rating agencies, operates within the group.

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