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Informazione Regolamentata n. 1597-31-2021	Data/Ora Ricezione 27 Aprile 2021 16:29:25	MTA
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Societa' : CERVED GROUP S.p.A.
Identificativo : 145942
Informazione
Regolamentata
Nome utilizzatore : CERVEDN02 - Masera
Tipologia : REGEM
Data/Ora Ricezione : 27 Aprile 2021 16:29:25
Data/Ora Inizio : 27 Aprile 2021 16:29:26
Diffusione presunta
Oggetto : CERVED GROUP: THE ORDINARY
SHAREHOLDERS' MEETING

Testo del comunicato

Vedi allegato.

PRESS RELEASE

CERVED GROUP: THE ORDINARY SHAREHOLDERS' MEETING

- **Approves the Financial Statements at 31 December 2020 and the proposal of the Board of Directors to cover the loss resulting from the 2020 annual financial statements, totalling Euro 296.070, through the use of an equal amount from the retained earnings reserves;**
- **Acknowledges the Consolidated Non-Financial Statement as per Legislative Decree 254/2016;**
- **Does not approve the distribution of a dividend of €0.50 (Euro fifty cents) for each ordinary outstanding share, through the use of the available reserves;**
- **Approves the remuneration policy and does not resolve in favor of the second section of the "Report on the remuneration policy and fees paid";**
- **Authorizes the purchase and disposal of treasury shares following revocation of the previous authorization approved by the Ordinary Shareholders' Meeting on 20 May 2020;**
- **Appoints the company E&Y S.p.A. as independent auditor of Cerved Group S.p.A. for the period 2023-2031.**

San Donato Milanese, 27 April 2021 – The ordinary 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 the Chairman of the Board of Directors Gianandrea Edoardo De Bernardis.

Financial Statements as of 31 December 2020

The Shareholders' Meeting examined and approved the financial statements at 31 December 2020, and resolved to cover the loss resulting from the 2020 annual financial statements, totalling Euro 296.070, through the use of an equal amount from the retained earnings reserves.

The consolidated Financial Statements of the Group at 31 December 2020 and the 2020 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.

Dividends distribution to Shareholders

The Shareholders' Meeting resolved not to approve the distribution of a dividend of € 0.50 (Euro fifty cents) for each ordinary share in circulation, through the use of available reserves, proposed by the shareholders Gruppo Mutuonline S.p.A. and Centro Istruttorie S.p.A., a fully owned subsidiary of Gruppo Mutuonline S.p.A..

Report on the remuneration policy and fees paid in accordance with Art. 123-ter, paragraph 6, Legislative Decree no. 58/98

The Shareholders' Meeting, pursuant to art. 123-ter, paragraph 3-ter, of Italian Legislative Decree 58/1998 (the "Consolidated Law on Finance"), and therefore with binding resolution, approved the Remuneration Policy and, pursuant to art-123-ter, paragraph 6, of the Consolidated Law on Finance, while, with a non-binding resolution, it did not approve the proposal to resolve in favor of the second section of the "Report on the remuneration policy and fees paid".

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

The Shareholders' Meeting, after having resolved the revocation of the authorization for the purchase and disposal of treasury shares, approved by the ordinary shareholders' meeting on May 20, 2020, authorized the Board of Directors to purchase treasury shares, on one or more tranches, up to a maximum that, taking into account the Company's ordinary shares held from time to time in the portfolio by the Company itself and by its subsidiaries, is not in total greater than 10% of the Company's share capital, establishing that:

- the purchase may be made within 18 months from today's date, in one or more tranches, in such a way as to ensure equal treatment of shareholders, pursuant to the applicable laws and regulations;
- treasury share purchases will be adequately notified, in compliance with applicable disclosure obligations;
- the minimum and maximum purchase price of each share may not be more than 10% (ten per cent) lower than or greater than, respectively, the market reference price posted by Company shares on the stock market during the trading day preceding every single 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 trading venue where the purchase is made;
- the treasury share purchases have to be made through the use of 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 independent auditor for the period 2023-2031

The Shareholders' Meeting resolved to appoint the company E&Y S.p.A. as independent auditor of Cerved Group S.p.A. for the financial years 2023-2031.

Other information

Minutes of the Shareholders' Meeting held today 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) and on the Company website (<http://company.cerved.com>, *Governance* area, *Shareholders' Meeting* section) in accordance with the terms provided by law.

The summary report of the voting results will be published on the Company's website, in compliance with art. 125-*quater* of the Consolidated Law on Finance, in accordance with the terms provided by law.

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 customized 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.

Contacts:

Cerved Group
Investor Relations
Pietro Masera
ir@cerved.com

Close To Media
Luca Manzato +39 335 8484706
Nicola Guglielmi +39 3666190711
Tel. +39 02 7000 6237

Fine Comunicato n.1597-31

Numero di Pagine: 5