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Diffusione presunta

Oggetto : CERVED GROUP: RESIGNATION OF
DIRECTORS AND COOPTATION OF
NEW MEMBERS OF THE BOARD OF
DIRECTORS/ NOTICE OF CALL OF THE
SHAREHOLDERS' MEETINGS

Testo del comunicato

Vedi allegato.

PRESS RELEASE

RESIGNATION OF DIRECTORS AND COOPTATION OF NEW MEMBERS OF THE BOARD OF DIRECTORS

NOTICE OF CALL OF THE EXTRAORDINARY AND ORDINARY SHAREHOLDERS' MEETINGS FOR THE AMENDMENT OF THE BYLAWS AND THE RENEWAL OF THE BOARD OF DIRECTORS ON 2 NOVEMBER 2021

San Donato Milanese, 20 September 2021 – The Board of Directors of Cerved Group S.p.A. was held today (“Cerved” or the “Company”).

The Board of Directors, having acknowledged the results of the voluntary public tender offer promoted by Castor Bidco S.p.A. (“**Castor Bidco**”) on the ordinary shares of Cerved, pursuant to which Castor Bidco has obtained control of the Company and currently holds 82% of the share capital, has ascertained the fulfilment of the conditions provided for by art. 10.2 of the regulation of the performance share plan denominated “Performance Share Plan 2022-2024” (the “**Plan**”), pursuant to which the change of control of Cerved determines the complete acceleration of all previously assigned rights.

The Board of Directors has therefore resolved to attribute to the beneficiaries of the Plan a total of n. 1.504.518 ordinary shares of the Company, as well as, availing itself of the faculties provided for by the Plan regulation, upon obtaining a favourable opinion by the Remuneration, Nominations and Corporate Governance Committee, having consulted with the Related Parties Committee and with the abstention of any interested board members, to not subject any shares to lock-up obligations.

Furthermore, in today’s meeting, upon request of Castor Bidco and with the aim of facilitating the process of aligning the composition of the board of directors with the recently modified composition of the shareholding structure, the board members Andrea Casalini, Mara Anna Rita Caverni, Umberto Carlo Maria Nicodano, Alessandra Stabilini and Mario Francesco Pitto have resigned with immediate effect.

The Board of Directors has also coopted – always upon request of Castor Bidco - Giulia Cavalli, Alessandra Ferrari, Elvina Finzi, Luca Peyrano and Carlo Purassanta as new members of the Board of Directors. It is highlighted that Giulia Cavalli, Alessandra Ferrari and Elvina Finzi qualify themselves as independent pursuant to art. 147-ter, par. 4, and 148, par. 3 of the Legislative Decree n. 58 of 24 February 1998 (the “TUF”) and the Corporate Governance Code approved by the Corporate Governance Committee in January 2020.

Pursuant to the above mentioned cooptations, the Board of Directors has also renewed the composition of the following internal board committees, as follows:

Related Parties Committee

- Giulia Cavalli (President)
- Carlo Purassanta
- Elvina Finzi
- Alessandra Ferrari

Risk Control and Sustainability Committee

- Giulia Cavalli (President)
- Valentina Montanari
- Elvina Finzi

Remuneration, Nominations and Corporate Governance Committee

- Aurelio Regina (President)
- Giulia Cavalli
- Fabio Cerchiai
- Elvina Finzi

Furthermore, today, upon request of Castor Bidco S.p.A, the Chairman of the Board of Directors Gianandrea De Bernardis, and the board members Sabrina Delle Curti, Fabio Cerchiai, Aurelio Regina and Valentina Montanari have submitted their resignations from their office effective from the date of the Shareholders' Meeting to be convened for the renewal of the Board of Directors pursuant to art. 13.11, final paragraph, of the Company's bylaws. Finally, the Board of Directors, upon verification of the occurrence of the conditions set out under art. 13.11, final paragraph, of the Company's bylaws, has resolved to convene the Shareholders' Meeting for the appointment of the new Board of Directors on 2 November 2021 at 11.00AM o'clock in single call. The Shareholders' Meeting is also convened, in extraordinary session, to resolve on the reduction of the minimum number of directors from 9 to 7.

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 real 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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