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Societa' : CERVED GROUP
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Regolamentata
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Diffusione presunta
Oggetto : CERVED GROUP: Notice of call of
Extraordinary Shareholders meeting - 11
February 2022 ENG

Testo del comunicato

Vedi allegato.

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 EXTRAORDINARY SHAREHOLDERS' MEETING

The voting members of the Shareholders' Meeting of Cerved Group S.p.A. (hereinafter “**Cerved**” or the “**Company**”) are called to the Extraordinary Shareholders' Meeting to be held on **11 February 2022 at 11:00**, on a single call, 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. Approval of the merger plan by incorporation of Cerved Group S.p.A. in Castor Bidco S.p.A. Related and consequent resolutions.

SHARE CAPITAL AND VOTING SHARES

As of the date of this notice of call, 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 par value. Each ordinary share may be used as one vote at the ordinary and extraordinary shareholders' meetings of the Company. As of the date of publication date of this notice of call, the Company owns no. 11,091 treasury shares (equal to 0.006% of share capital) whose voting right is suspended pursuant to Article 2357-ter, paragraph 2, of the Italian Civil Code.

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

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The Company reserves the right to amend and/or integrate the information contained in this notice of call in light of the evolution of the current Covid-19 pandemic emergency and of the relevant legal framework, if necessary providing that attendance at the Shareholders' Meeting may take place in the manner provided by Article 106, paragraph 4 of Law Decree no. 18 of 17 March 2020, converted with amendments by Law no. 27 of 24 April 2020, i.e. exclusively through the Appointed Representative of the Company pursuant to art. 135-undecies of Legislative Decree no. 58/98 (hereinafter the “**Consolidated Financial Act**”), or by other means that may be necessary or appropriate, in compliance with the regulatory and statutory provisions in force.

Any amendments and/or integrations to the information contained in this notice of call will be promptly communicated in accordance with the laws and regulations applicable from time to time.

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RIGHT TO ATTEND AND VOTE AT THE SHAREHOLDERS' MEETING

The right to attend and vote at the Shareholders' Meeting shall be attested by a notice sent to the Company by the authorised intermediary, based on the accounting records at the end of the seventh trading day prior to the date of the Shareholders' Meeting, i.e., **2 February 2022** (record date) and at the request of the entitled person. The credit or debit registrations made on the accounting records after the record date shall not be

considered for the purposes of entitling to vote at the Shareholders' Meeting. Therefore, anyone who becomes a Company's shareholder after the record date will not be allowed to attend 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 trading day prior to the date of the Shareholders' Meeting, i.e., by **8 February 2022**. Nevertheless, shareholders may still attend the meeting and vote if the notices are delivered to the Company after the deadline of **8 February 2022**, provided that they are received before the beginning of the Shareholders' Meeting.

Attendance at the Shareholders' Meeting is subject to the applicable laws and regulations, as well as to the provisions of the Articles of Association and the Shareholders' Meeting Regulation, which are available on the Company website (<https://company.cerved.com/en/shareholders-meeting>, Regulation section).

In order to allow the timely receipt by the Company of the communication and the documents indicated in such notice of call, the Shareholders are kindly invited to prefer the use of electronic means set out below instead of the postal service which could be subject to delays.

ATTENDANCE IN THE SHAREHOLDERS' MEETING

Persons entitled to vote may be represented by written proxy, pursuant to current legislation. To this end, the persons entitled to vote may use the proxy form available on the Company's website (<https://company.cerved.com/en/shareholders-meeting>). The proxy can also be given by means of a computer document signed in electronic form.

The proxy can be notified to the Company by means of a registered letter to the attention of the Affari Societari and Capital Markets office at the registered office of the Company, or by sending it to cervedgroup@pec.cerved.com.

Any prior notification does not exempt the delegate, during the accreditation for access to the shareholders' meeting proceedings, from the obligation to certify the conformity of the notified copy to the original and the identity of the delegating party. The proxy may be granted, without any expense for the delegating party (except for any shipping costs), with voting instructions on all or some of the proposals on the agenda, to Mr. Dario Trevisan domiciled in Viale Majno no. 45 - 20122 - Milano as Appointed Representative of the Company (hereinafter, the "**Appointed Representative**") pursuant to art. 135-*undecies* of the Consolidated Financial Act.

The proxy pursuant to Article 135-*undecies* of the Consolidated Financial Act shall 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. To Mr. Dario Trevisan may not be granted proxies except in his capacity as Appointed Representative.

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/en/shareholders-meeting>).

The original copy of the proxy shall be sent, together with a copy of a currently valid identity document of the delegating party or, if the delegating party is a legal person, a copy of a currently valid identity document of the pro tempore legal representative, or of another party with appropriate powers, together with appropriate documentation to certify their qualification and powers, to the Appointed Representative by the end of the second trading day prior to the date of the Shareholders' Meeting (i.e., **within 11:59 p.m. of 9 February 2022**) by one of the following alternative methods (i) for proxies with handwritten signatures, by courier or registered letter with return receipt, to Mr. Dario Trevisan, Viale Majno n. 45, 20122 - Milan (Ref. "Proxy for the CERVED

Shareholders' Meeting – 2022"); (ii) for proxies with electronic signatures or digital signatures, by certified mail to the address: rappresentante-designato@pec.it.

The proxy and voting instructions may be revoked before the end of the second trading day before the date set for the Shareholders' Meeting (i.e., **within 11:59 p.m. of 9 February 2022**), with the modalities indicated above for the granting of the proxy

It should be noted that the shares, in relation to which a full or partial proxy is given, are considered for the duly constitution of the Shareholders' Meeting; with reference to proposals in relation to which voting instructions are not given, the relevant shares will not be counted for the purpose of calculating the majority and the quorum required for the approval of the resolutions.

VOTING BY PROXY

The holder of the right to vote may be represented at the Shareholders' Meeting – in the manner and within the limits provided by law – by means of a written proxy, or by means of an electronic document signed in electronic form pursuant to art. 21, paragraph 2 of Legislative Decree no. 82 of 7 March 2005. By the deadline for the publication of this notice of call, a proxy form will be made available in printable version on the Company's website (<https://company.cerved.com/en/shareholders-meeting>). If the form cannot be made available in electronic format for technical reasons, it will be transmitted by the Company also through the intermediaries upon simple request of the interested party, made to Affari Societari and Capital Markets, at the telephone number +39 02/7754395.

The voting proxies can be notified to the Company, together with a copy of the identity document of the delegating party, by registered letter or certified e-mail to the following addresses Cerved Group S.p.A., Affari Societari and Capital Markets, Via dell'Unione Europea, no. 6A/6B, 20097 San Donato Milanese, e-mail: cervedgroup@pec.cerved.com. The prior notification of the proxy does not exempt the proxy holder, during the accreditation process for access to the meeting's works, from the obligation to certify under his/her own responsibility the compliance of the proxy notified in copy with the original and the identity of the delegating party.

The representative shall keep the original of the proxy and keep track of any voting instructions received for one year, starting from the end of the meeting.

There are no procedures for voting by correspondence or by electronic means.

RIGHT TO ADD ITEMS OF THE SHAREHOLDERS' MEETING AGENDA AND TO SUBMIT NEW RESOLUTION PROPOSAL

Pursuant to Article 126-*bis* of the Consolidated Financial Act, Shareholders who represents, also on a jointly basis, at least one-fortieth of the share capital, may request, within ten days after publication of this notice of call, to supplement the agenda, indicating in the related request, the additional proposed items to be discussed, or to submit resolution proposals on items already on the agenda. The requests must be submitted in writing to the Company by the aforementioned deadline and be sent via registered letter or certified email to the following addresses: Cerved Group S.p.A., Affari Societari and Capital Markets, Via dell'Unione Europea, n. 6A/6B, 20097 San Donato Milanese, e-mail cervedgroup@pec.cerved.com. Within the same deadline, the Company shall receive the specific notice issued by the authorized intermediary, pursuant to the applicable law, attesting the ownership of the shareholding as the requirement for exercising the right to request to add items to the agenda and to submit new resolution. By the same deadline and in the same ways, the proposing Shareholders have to submit a report to the Board of Directors which provides the reasons for the requests to resolve on the new item of the agenda or the reasons for the new resolution proposal on items already provided by the agenda. Those who are entitled to vote may individually submit resolution proposals at the Shareholders' Meeting.

The amended agenda for the Shareholders' Meeting or the proposed resolutions relating to items which are already part of the agenda will be published at least fifteen days prior to the date set for the Shareholders' Meeting in accordance with the modalities used to publish this notice of call.

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.

The agenda cannot be supplemented with items in relation to which the Shareholders' Meeting resolves, pursuant to law, upon proposals of the directors or on the basis of a project or report prepared by them, other than those under Article 125-*ter*, paragraph 1 of the Consolidated Financial Act.

RIGHT TO SUBMIT QUESTIONS ON THE MATTERS LISTED ON THE AGENDA

In accordance with Article 127-*ter* of the Consolidated Financial Act, 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 **2 February 2022**), 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 two days before the Shareholders' Meeting (i.e. by **9 February 2022**), including through publication in the relevant section on the Company website.

Such questions – accompanied by the related notice, issued by the authorised intermediary pursuant to the applicable law, attesting 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 and Capital Markets, Via dell'Unione Europea, no. 6A/6B, 20097 San Donato Milanese, e-mail: cervedgroup@pec.cerved.com. Ownership of the right to vote can be confirmed even after sending the questions, but, in any case, within the third day following the record date.

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; (ii) the responses in paper format made available to each of the persons entitled to vote at the beginning of the Shareholders' Meeting shall be considered as provided at the Shareholders' Meeting; and (iii) the Company may also give single answers to questions having the same content.

RIGHT OF WITHDRAWAL

Following the approval by the Shareholders' Meeting of the merger by incorporation of Cerved Group S.p.A. into Castor Bidco S.p.A., shareholders who did not take part in the adoption of the related resolution will have the right of withdrawal pursuant to article 2437-*quinquies* of the Italian Civil Code.

The liquidation value of the shares subject to withdrawal, calculated in accordance with the provisions of art. 2437-*ter* of the Italian Civil Code with reference to the arithmetic average of the closing prices recorded on the Italian Stock Exchange in the six months prior to the date of publication of the notice of call, will be communicated to the market with a subsequent notice in accordance with the law and regulations.

DOCUMENTATION

The documentation for the Shareholders' Meeting, including the merger plan, the explanatory report of the Board of Directors and the motion for resolution placed on the agenda, will be published in accordance with the terms and conditions imposed by current law, with the Shareholders and voting members being entitled to obtain 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) and on the Company website (<https://company.cerved.com/en/shareholders-meeting>).

Those entitled to attend the Shareholders' Meeting are invited to arrive before the time of the meeting so as to facilitate registration operations, which will begin at **10:00**.

Pursuant to the Shareholders' Meeting Regulation, qualified and accredited professionals, consultants, experts, financial analysts and journalists may attend the Shareholders' Meeting 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 and Capital Markets, email: societariogruppocerved@cerved.com.

This notice of call is published in accordance with the provisions of Article 125-bis of the Consolidated Financial Act, 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/en/shareholders-meeting>), on the website of the authorised storage system (www.emarketstorage.com) and, in excerpt form, in the newspaper Il Giornale.

San Donato Milanese, 5 October 2021

On behalf of the Board of Directors

The Chairman

(Gianandrea De Bernardis)

Fine Comunicato n.1597-287

Numero di Pagine: 7