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CONNECT

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Societa' : CERVED GROUP

Identificativo : 153227

Informazione
Regolamentata

Nome utilizzatore : CERVEDN02 - Masera

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Diffusione presunta

Oggetto : CERVED GROUP: REQUEST TO
INTEGRATE THE AGENDA OF THE
EXTRAORDINARY AND ORDINARY
SHAREHOLDERS' MEETING OF
CERVED GROUP S.P.A. CALLED FOR 25
NOVEMBER

Testo del comunicato

Vedi allegato.

PRESS RELEASE

REQUEST TO INTEGRATE THE AGENDA OF THE EXTRAORDINARY AND ORDINARY SHAREHOLDERS' MEETING OF CERVED GROUP S.P.A. CALLED FOR 25 NOVEMBER 2021 PURSUANT TO ARTICLE 126-bis LEGISLATIVE DECREE n.58/1998

San Donato Milanese, 21 October 2021 - Cerved Group S.p.A. (MTA: CERV) (the "**Company**" or "**Cerved Group**"), a leading operator in Italy in credit risk analysis and credit management, announces that it received today a request pursuant to article 126-bis of the Consolidated Law on Finance, from the shareholders Maven Investment Partners Ltd. ("**Maven**") and Berry Street Capital Management LLP ("**Berry**"), in their capacity as shareholders or investment managers of respectively n. 4,074,531 ordinary shares and n. 1,615,100 ordinary shares, representing in aggregate a stake equal to 2.91%, to integrate with the following items the agenda of the Extraordinary and Ordinary Shareholders' meeting of the Company, called for 25 November 2021 at 11:00 (in single call and with participation exclusively through the designated representative):

"1. distribution to the Shareholders of an extraordinary dividend of Euro 0.50 (fifty cents) for each outstanding share. The dividend in question may be paid as an extraordinary dividend based on the available reserves and/or the profit resulting from the latest approved financial statements or based on the available reserves and/or the profit resulting from the approval of the financial statements at 31 December 2021, in which case it is to be recognized and paid out following the approval of said financial statements.

2. resolution to revoke the Extraordinary Shareholders' meeting, called for 11 February 2022 at 11:00, in single call, at the registered office in San Donato Milanese, Via dell'Unione Europea n. 6A/6B (to discuss and resolve on the agenda "Approval of the merger plan by incorporation of Cerved Group S.p.A. in Castor Bidco S.p.A. Related and consequent resolutions") and consequently to revoke the document dated 6 October 2021 indicating "Liquidation value of the Cerved shares subject to withdrawal" on behalf of the shareholders potentially dissenting the prospected merger by incorporation. Consequent resolution to renew the revoked call for a different and subsequent date in order to ensure compliance with an adequate timing, which allows:

(i.) to not prioritize the call of the Shareholders' Meeting with respect to any investigation and assessment of merit required of the Directors (including independent ones) as per law regarding the advisability of the proposed merger transaction, also in relation to the interests of minority shareholders;

(ii.) to involve the Related Parties Committee, within the times and in the manner provided for by law, as the envisaged incorporating company Castor Bidco S.p.A. is a related party of Cerved Group S.p.A.;

(iii.) to postpone to a later date (close to the date of the new call of the Shareholders' Meeting of Cerved Group S.p.A. whose revocation is being requested) the determination of the "Liquidation value of the Cerved shares subject to withdrawal".

The request for integration of the items on the agenda received by the Company is accompanied by the following proposed resolution:

"1. To approve the distribution to the Shareholders of an extraordinary dividend of Euro 0.50 (fifty cents) for each outstanding share. The dividend in question may be paid as an extraordinary dividend based on the available reserves and/or on the profit resulting from the latest approved financial statements or based on the available reserves and/or the profit resulting from the approval of the financial statements at 31 December 2021, in which case it is to be recognized and paid out following the approval of said financial statements.

2. to revoke the Extraordinary Shareholders' meeting, called for 11 February 2022 at 11:00, in single call, at the registered office in San Donato Milanese, Via dell'Unione Europea n. 6A/6B (to discuss and resolve on the agenda "Approval of the merger plan by incorporation of Cerved Group S.p.A. in Castor Bidco S.p.A. Related and consequent resolutions") and consequently to revoke the document dated 6 October 2021 indicating "Liquidation value of the Cerved shares subject to withdrawal" which allow:

(i.) to not prioritize the call of the Shareholders' Meeting with respect to any investigation and assessment of merit required of the Directors (including independent ones) as per law regarding the advisability of the proposed merger transaction, also in relation to the interests of minority shareholders;

(ii.) to involve the Related Parties Committee, within the times and in the manner provided for by law, as the envisaged incorporating company Castor Bidco S.p.A. is a related party of Cerved Group S.p.A.;

(iii.) to postpone to a later date (close to the date of the new call of the Shareholders' Meeting of Cerved Group S.p.A. whose revocation is being requested) the determination of the "Liquidation value of the Cerved shares subject to withdrawal".

3. to grant mandate the Chairman and the Chief Executive Officer, severally, and with the right to sub-delegate, to carry out all the activities inherent, consequent or in any case connected with the implementation of the resolutions referred to in points 1 and 2 above."

The Board of Directors of the Company will adopt the resolutions regarding this request within the terms provided for by applicable regulation.

The documentation relating to the request for integration of the agenda referred to in this press release will be made available within the terms and in the manners prescribed by applicable regulation.

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 AI 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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