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Societa' : CERVED GROUP

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Regolamentata

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Oggetto : CERVED GROUP: THE BOARD OF  
DIRECTORS RESOLVES THE  
INTEGRATION OF THE AGENDA OF THE  
EXTRAORDINARY AND ORDINARY  
SHAREHOLDERS' MEETING OF  
25/11/2021

*Testo del comunicato*

Vedi allegato.

## **PRESS RELEASE**

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### **CERVED GROUP: THE BOARD OF DIRECTORS RESOLVES THE INTEGRATION OF THE AGENDA OF THE EXTRAORDINARY AND ORDINARY SHAREHOLDERS' MEETING OF 25 NOVEMBER 2021**

**San Donato Milanese, 8 November 2021** - Cerved Group S.p.A. (MTA: CERV) (the "**Company**" or "**Cerved Group**"), primary operator in Italy in credit risk analysis and credit management, following the press release dated 21 October 2021, announces that the Board of Directors of Cerved Group, held today, following the request submitted by the shareholders Maven Investment Partners Ltd. and Berry Street Capital Management LLP, 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%, of the Company's share capital and after having assessed prerequisites provided for under applicable law, has integrated the Agenda of the Shareholders' Meeting already called for November 25, 2021 (in single call and with intervention permitted exclusively through the Designated Representative), with the inclusion of the following item on the Agenda:

*"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."*

The Board of Directors of the Company has not considered acceptable the further request for integration of the Agenda of the meeting presented by the same subjects (relating to the revocation of the call of the extraordinary meeting for 11 February 2022, in single call, to resolve on the merger by incorporation of Cerved Group into Castor Bidco S.p.A). The refusal to accept this request derives from the fact that the revocation of the meeting is a matter of competence of the Board and not of the Shareholders' Meeting.

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

#### **EXTRAORDINARY PART**

1. Amendment to Article 13.1 of the Bylaws. Related and consequent resolutions.

#### **ORDINARY PART**

1. Appointment of the Board of Directors:
  - a. determination of the number of members of the Board of Directors;
  - b. determination of the term of office of the Board of Directors;
  - c. appointment of the members of the Board of Directors;
  - d. determination of the remuneration of the members of the Board of Directors.

Related and consequent resolutions.

2. 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.

The Board of Directors informs that it does not concur with the proposals submitted by Maven Investment Partners Ltd. and Berry Street Capital Management LLP. The related reasons will be fully illustrated in the assessments given by the Board of Directors which will be made available to the public at the Company's registered office (in Via Unione Europea n.6A / 6B, 20097, San Donato Milanese), on the website of the Company (<https://company.cerved.com/en/shareholders-meeting-2021-and-previous>) as well as at the authorized storage mechanism ([www.emarketstorage.com](http://www.emarketstorage.com)) no later than 10 November 2021.

For further information, please refer to the Report prepared by the applicants and to the assessments of the Board of Directors of Cerved Group, which will be made available to the public at the Company's registered office (in Via Unione Europea n.6A / 6B, 20097, San Donato Milanese), on the Company's website (<https://company.cerved.com/en/shareholders-meeting-2021-and-previous>) as well as at the authorized storage mechanism ([www.emarketstorage.com](http://www.emarketstorage.com)) as provided by the applicable law. We inform you that the notice of integration of the Agenda will be made available to the public in the manners prescribed by applicable regulation.

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*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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