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Oggetto : CERVED GROUP: SHAREHOLDERS
'MEETING RESOLUTIONS

Testo del comunicato

Vedi allegato.

PRESS RELEASE

CERVED GROUP: THE EXTRAORDINARY AND ORDINARY SHAREHOLDERS' MEETING

EXTRAORDINARY PART

- **Approves the amendment to Article 13.1 of the Bylaws.**

ORDINARY PART

- **Appoint the Board of Directors, determining the number of members, the duration of the mandate, the identity of the members and the remuneration;**
- **Does not approve the distribution to Shareholders of a dividend of Euro 0.50 (fifty cents) for each outstanding share, proposed by Maven Investment Partners Ltd. and Berry Street Capital Management LLP.**

San Donato Milanese, 25 November 2021 – The Extraordinary and Ordinary Shareholders' Meeting (the "Shareholders' Meeting") of Cerved Group S.p.A. ("**Cerved**" or the "**Company**"), primary operator in Italy in credit risk analysis and credit management, chaired by Gianandrea De Bernardis, met today in single call.

Amendment to Article 13.1 of the Bylaws

The Shareholders' Meeting of Cerved Group S.p.A., in extraordinary session, having examined the illustrative report of the Board of Directors and the proposals contained therein, resolves:

- to amend Article 13 (thirteen) of the Bylaws by amending the first paragraph as follows: "The Company shall be administered by a board of directors consisting of a number of members not less than 7 and not more than 13. The Shareholders' Meeting, before appointing them, shall determine their number."
- to grant the Board of Directors - and on its behalf the Chairman and the Chief Executive Officer, severally and with the right to sub-delegate - the widest possible powers to implement the resolution.

Appointment of the Board of Directors

The Shareholders' Meeting resolved to determine in 11 (eleven) the number of components of the Board of Directors, setting the duration of the mandate until the Shareholders' Meeting which will be called to approve the Financial Statements of the Company for the year ending 31 December 2022.

The Ordinary Shareholders' Meeting also approved by majority vote (with the favorable vote of approximately 93% of those present) the appointment of the following 11 (eleven) directors drawn from the single list presented by the majority shareholder Castor Bidco S.p.A. (present at the Shareholders' Meeting with an 89.4% stake in the Company's capital): Peyrano Luca, Purassanta Carlo, Zanardi Anna, Finzi Elvina, Cavalli Giulia, Mignanelli Andrea, De Bernardis Gianandrea, Toson Elena, Caselli Stefano, Regina Aurelio, Ferrari Alessandra. The Directors Anna Zanardi, Elvina Finzi, Giulia Cavalli, Elena Toson, Stefano Caselli, Aurelio Regina, Alessandra Ferrari declared that they possess the independence requirements established by the Consolidated Law on Finance and the Corporate Governance Code

The Ordinary Shareholders' Meeting also resolved to determine, pursuant to art. 2389, paragraphh 3, Italian Civil Code, in Euro 80,000.00 the gross annual remuneration due to each member of the Board of Directors of Cerved, without prejudice to the right, granted by the Bylaws to the Board of Directors, to provide for an additional remuneration in the event of the conferment of particular powers on individuals administrators.

Distribution to Shareholders of a dividend of Euro 0.50 (fifty cents) for each outstanding share

Finally, the Shareholders' Meeting resolved not to approve the distribution of an extraordinary dividend of € 0.50 (Euro fifty cents) for each ordinary share in circulation, 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, proposed by Maven Investment Partners Ltd. and Berry Street Capital Management LLP, in their capacity as owners or investment managers of respectively n. 4,074,531 ordinary shares and n. 1,615,100 ordinary shares, representing a total of a stake equal to 2.91% of the Company's share capital.

Other information

Minutes of the today Shareholders' Meeting 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 terms imposed by current law.

The summary report of the voting results will be published on the Company's website, in compliance with Art. 125-*quater* of the TUF, pursuant to the provisions of the 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 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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Fine Comunicato n.1597-340

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