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Societa' : CERVED GROUP

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Diffusione presunta

Oggetto : CERVED GROUP: REQUEST TO
INTEGRATE THE AGENDA OF THE
EXTRAORDINARY SHAREHOLDERS'
MEETING OF CERVED GROUP S.P.A.
CALLED FOR 14 JANUARY 2022

Testo del comunicato

Vedi allegato.

PRESS RELEASE

REQUEST TO INTEGRATE THE AGENDA OF THE EXTRAORDINARY SHAREHOLDERS' MEETING OF CERVED GROUP S.p.A. CALLED FOR 14 JANUARY 2022 PURSUANT TO ARTICLE 126-bis LEGISLATIVE DECREE n.58/1998

San Donato Milanese, 15 December 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 Castor Bidco S.p.A., in its capacity as shareholders of n. 178.365.223 ordinary shares, equal to a 91,34% stake of the share capital of the Cerved Group, to integrate with the following items the agenda of the Extraordinary Shareholders' meeting of the Company, called for 14 January 2022 at 11:00 (in single call):

“Ordinary part

Reduction of the number of members of the Board of Directors from 11 (eleven) to 10 (ten). Inherent and consequent resolutions.

Extraordinary part

Adoption of a new text of the By-laws effective as of the date of the delisting of the shares of Cerved Group S.p.A. from the Euronext Milan, organized and managed by Borsa Italiana S.p.A.. Inherent and consequent resolutions.”

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

Ordinary part

“1. to reduce the number of members of the Board of Directors as determined by the Shareholders' Meeting of November 25, 2021 from 11 (eleven) to 10 (ten);

2. to grant the Board of Directors - and on its behalf the Chairman and the Managing Director, severally and with the right to sub-delegate - the widest possible powers to execute the above resolution”.

Extraordinary part

“1. to amend the Company's by-laws, by adopting the by-laws attached as Annex A, with effect from the date of the delisting of Cerved's ordinary shares from Euronext Milan, organised and managed by Borsa Italiana S.p.A., and until the effective date of the merger by incorporation of Castor Bidco S.p.A. into Cerved Group S.p.A. (therefore without prejudice to the resolution approving the aforementioned merger and the consequent adoption of the new by-laws attached to the merger plan);

2. to grant the Board of Directors - and on its behalf the Chairman and the Managing Director, severally and with the right to sub-delegate - the widest possible powers to implement the above resolution, including but not limited to the following powers: (i) to carry out all formalities necessary to register the resolution in the Companies' Register, accepting and introducing in the same the formal and non-substantial amendments, additions or deletions that may be required by the competent Authorities; (ii) to carry out, in general, all that is necessary or even only appropriate for the complete execution and publicity of the resolution themselves, including those vis-à-vis any competent Authority (including Borsa Italiana S.p.A.), with an express mandate to proceed, once the above condition has been verified, with the relative publicity formalities at the competent office of the Companies' Register.”

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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