



**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**

**INTEGRATION OF THE AGENDA OF SHAREHOLDERS' MEETING OF  
CERVED GROUP S.P.A.**

Reference is made to the ordinary Shareholders' Meeting of Cerved Group S.p.A. (hereinafter "**Cerved**" or the "**Company**") called, pursuant to the notice published on 26 March 2021, on 27 April 2021 at 11:00 a.m. (on a single call and with attendance allowed solely through the Representative designated by the Company), conventionally convened at the registered office located at via dell'Unione Europea no. 6A/6B in San Donato Milanese (the "**Shareholders' Meeting**").

With respect to the above, we hereby inform you that on 11 April 2021 the Board of Directors of Cerved has resolved to integrate the agenda of the Shareholders' Meeting, following the request submitted by the shareholders Gruppo MutuiOnline S.p.A. and Centro Istruttorie S.p.A. pursuant to Art. 126-*bis* of Legislative Decree no. 58/98 with the following item:

*“Distribution to the Shareholders of an extraordinary dividend of € 0.50 (Euro fifty cents) for each outstanding share, through the use of the available reserves, even in the absence of a distributable profit; related and consequent resolutions”*

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

**AGENDA**

1. The annual financial statements at 31 December 2020; presentation of the consolidated financial statements at 31 December 2020; the Directors', Board of Statutory Auditors' and Independent Auditors' Reports:
  - 1.A Approval of the annual financial statements; related and consequent resolutions;
  - 1.B Allocation of the annual result; related and consequent resolutions.
- 1-bis. Distribution to the Shareholders of an extraordinary dividend of € 0.50 (Euro fifty cents) for each outstanding share, through the use of the available reserves, even in the absence of a distributable profit; related and consequent resolutions.
2. Report on remuneration policy and fees paid pursuant to Article 123-*ter*, paragraphs 3-*bis* and 6 of Legislative Decree 58/98:
  - a. binding resolution on the first section relating to the remuneration policy, prepared pursuant to Article 123-*ter* paragraph 3 of Legislative Decree 58/98;
  - b. non-binding resolution on the second section relating to the fees paid, prepared pursuant to Article 123-*ter* paragraph 4 of Legislative Decree 58/98.

3. Authorisation for purchase and disposal of treasury shares, after revocation of the previous authorisation granted by the Shareholders' Meeting on 20 May 2020; related and consequent resolutions.
4. Appointment of the independent auditor for the period 2023-2031 and determination of the fee. Related and consequent resolutions.

## **DOCUMENTATION**

The report on the item of the agenda prepared by the shareholders who have requested the integration of the agenda pursuant to Art. 126-*bis* of Legislative Decree no. 58/98 (which includes a resolution proposal) and the evaluations of the Board of Directors of Cerved (which includes an amendment to the resolution proposal of the shareholders who have requested the integration of the agenda) are available, together with the rest of the documentation, at the registered office of the Company (at Via dell'Unione Europea n. 6A/6B, 20097, San Donato Milanese), on the Company website (<https://company.cerved.com/it/assemblea-degli-azionisti>) and at the authorised storage system ([www.emarketstorage.com](http://www.emarketstorage.com)).

The Company has published on its website (<https://company.cerved.com/it/assemblea-degli-azionisti>) the updated versions of the proxy form, the sub-proxy form and the form for conferring a proxy on the Representative designated by the Company.

This notice is published on the Company website (<https://company.cerved.com/it/assemblea-degli-azionisti>) and at the authorised storage system ([www.emarketstorage.com](http://www.emarketstorage.com)). The news of the integration is also communicated by means of a notice published in the newspaper Il Giornale on 13 April 2021.

## **REFERENCES**

All the other terms and information which have been already communicated by means of the notice of call published on 26 March 2021, available on the website <https://company.cerved.com/it/assemblea-degli-azionisti>, are hereby confirmed.

San Donato Milanese, 11 April 2021

On behalf of the Board of Directors

*The Chairman*  
(*Gianandrea De Bernardis*)