

# **Cerved Group**

**“Conference Call regarding the resignation of CEO”**

**Wednesday, October 10, 2018; 13:00 ITA Time**

**MODERATORS:**           **GIANANDREA DE BERNARDIS, EXECUTIVE VICE CHAIRMAN AND CHIEF  
EXECUTIVE OFFICER**  
**MARCO NESPOLO; FORMER CHIEF EXECUTIVE OFFICER**  
**PIETRO MASERA, CORPORATE DEVELOPMENT & INVESTOR RELATIONS  
DIRECTOR**

OPERATOR: Good afternoon. This is the Chorus Call conference operator. Welcome and thank you for joining the Cerved conference call with the financial community, regarding the resignation of the CEO. After the presentation, there will be an opportunity to ask questions.

At this time, I would like to turn the conference over to Mr. Pietro Masera. Please go ahead, sir.

PIETRO MASERA: Hi, thank you very much. Good afternoon to everyone. Dear investors and analysts, purpose of the call today is to provide more color on yesterday's press release regarding Marco Nespolo's resignation, as well as to reassure the market. In this respect, we've arranged this conference call together with Gianandrea De Bernardis, our Executive Vice Chairman and former CEO of the company and now new CEO of the company. And I am sure that most of you know him well, as well as obviously Marco Nespolo, who just announced his resignation yesterday. I'll now leave the word to Marco Nespolo.

MARCO NESPOLO: Yes, hi everyone, and thanks for joining this call today. Two points from my side, first and most important probably I wish to clarify the reasons for my resignation. As indicated in the press release, I'm leaving Cerved to pursue another interesting professional opportunity. After several years in the company with [indiscernible] as an investor, we have been capitalized [ph] as a manager later on and after that we had the honor of leaving the company in the public company stage for over 3 years. I accepted the invitation to lead a very different company in a pretty big primary buyout.

The company that I will join as a CEO does not compete at all with Cerved, operate in a completely different market. Unfortunately, it cannot be disclosed right now for technical reasons, but that will be communicated in coming days. The timing of my acceptance of this

invitation coupled with a very stringent and rigid legislation regarding the public company led unfortunately to my abrupt resignation. I would have loved and preferred to manage my exit over a longer period of time, but unfortunately that's been impossible again for technical reasons, not related to my will.

As a second comment, I want to provide reassurance to the markets regarding our current performance. Apart from the quarterly results, which are not yet available and will be released on the 27<sup>th</sup> of October. I am not leaving the company at all due to any specific issues with our current trading and current results. And I also want to confirm that there's no reason whatsoever for which we see any deviation or issues regarding the outlook that we provided to all of you in our Investor Day at the end of June.

Now before leaving the word to Gianandrea, I also wish as a third point to really thank you all, as shareholders and analysts for your trust and support over these extremely exciting 3 years and of course all our employees. This journey with them has been extremely rewarding. As I always said in different occasions to the market and to all of the employees, I always believed in the company and in its potential. We achieved several important goals over the last few years, and I am totally convinced that the company and all the employees will continue to thrive in the future. So again, thank you all. It's been exciting, thanks to the employees for their huge support and all the best for the surely bright future ahead of all of you.

And with that, I would actually hand it over to Gianandrea.

GIANANDREA DE BERNARDIS: Okay. Thank you Marco and hi, everybody. Before I comment and provide some color on Marco's resignation and the next steps for the

company, I think it's really appropriate to shortly introduce myself. I've been a CEO since 1998 for almost 20 years in listed companies. I was CEO of Cerved from 2009 until May 2016 and actually I took the company to different cycles of ownership you know at the beginning under Bain Capital and Clessidra, then with CBC and then actually we listed the company in June 2014. And it became public at the end of 2015 as you very well know when CBC totally exited from the company.

Since May 2016, I've been Executive Vice Chairman, with important operating powers, but most importantly I've been very much involved with the company during this period, beyond being on the Board. As an example, I also participated in the monthly business review with you know all the top management where actually we used to cover all the key issues in the company ranging from current trading, to M&A to other issues.

So in order to reassure you and as I think it's the main objective of this company, I'm...I think I am really fully at speed in the company and its trading results and strategic intention. I am not saying that it's going to be a walk in the park, obviously it's a complex company but is frankly speaking to you that this would be manageable. So having said that you know let me address a few topics which had been raised by investors and analysts in this short period since you received the press release.

Firstly, a comment on the reasons for Marco's resignation. We had been working together, as Marco was saying before, for many, many years. I know Marco very well and I do confirm what Marco just said he voluntarily handed his resignation and there is no way that we have invited him saying to leave the company nor anything similar. In a few days, as Marco was saying, he would be...he will make public his new job. And Marco has acted this purely based on proactively taking on another professional opportunity and so it's motivated by his own willingness. So

most importantly there is no skeleton in the closet. You know, Marco had confirmed the outlook and so we...as he said, we are confident we will continue to perform in line to our objectives.

Second, a comment regarding my personal role, I am honored to be able to lead the company in this situation as long as it is decided and required obviously. And given my background I believe that I have the skills and competencies to do so. As per yesterday's Board had [indiscernible] Marco and this will allow me to act from today as the CEO and as to ensure complete corporate continuity.

Third, a comment regarding next steps for the company. As I said, I would be acting as CEO as long as it is required and in this context the Board will decide and open the appropriate next steps to be taken with respect to this succession. This has not been decided yet and let me add that I am making myself available for as long as it's needed, and that's my point of view and this is my statement with the objective or not just reassuring the market but also the company and reassuring the business continuity and all the stakeholders of Cerved.

Fourth and last, in order not to make it too long, you know, a comment regarding business continuity. For the short term I think it's very fair to say that it's going to be business as usual and this really covers everything from our day-to-day activities as well as strategic activities such as M&A and which in a way I was also involved before. We had a management meeting yesterday and most of the members of the management are people I knew since before and a large of them were hired during my tenure as a CEO.

So in summary, I really trust that the market should be reassured. All of this you know has been done very quickly also due to our status of public

company. But I fully think that it has been done in the right way. And in the meanwhile, please do recall that you know Cerved is a very resilient company. You know, we always said that from the very beginning when we presented the company to the market, when we listed the company. So for the same reasons for which investors and analysts are contemplating [indiscernible] Cerved's resilient nature that can protect us from shocks and downturns in the economic and political situation. At the same time, this resiliency allows to be less vulnerable to changes in the management team.

So having said that you know Marco's departure is certainly a loss for the company and also for the strong relationship I have with him. But I am very comfortable that you know we will be able to manage this and continue to perform and reach our goals. I wish really to Marco the best success in his new adventure, but at the same time to Cerved and I wish to continue to succeed as Cerved has done in the past 40 years. So I hope I had been quite clear and at this point, I'm very happy to open up the call for Q&A. Thank you.

## Q&A

OPERATOR: Excuse me, this is the Chorus Call conference operator. We will now begin the question and answer session. The first question is from Simonetta Chiriotti of Mediobanca. Please go ahead.

SIMONETTA CHIRIOTTI: Yes, good afternoon, a couple of questions from my side. The first one regards M&A, if you could comment a little bit more on this point, so should we expect this despite of the strategy to go on without particular disruption due to the change in the senior management. And the second question is maybe you are not in the position to answer but how long

could it take to appoint a new manager and do you exclude any internal name for the position. Thank you.

GIANANDREA DE BERNARDIS: Thank you. Thank you, Simonetta. Let's answer to your first question and first of all, really on M&A I think nothing changes. We are pursuing a couple of targets that are under examination right now. And we are just going on doing our work on this target. And I was involved actually on this process before a few, I don't know if you recall that you know I had a specific power on M&A also in the past, and so I was involved on all of the M&A processes going on in the company. And we'll keep you posted on this and if there is something new will obviously update you, as usual.

On the second question, actually the Board of Directors has not decided anything yet. As I said before, I am available. The Board will naturally terminate, expire with the approval of the 2018 financial statement. So this is going to be a more general...I don't remember exactly the date for the shareholder meeting in 2019.

Anyway, obviously the Board and the Remuneration Committee will meet and take this determination and you know as soon as there is anything decided we will communicate this to the market. Anyway, going back to what I was saying before, anyway I gave my availability to stay in the company in this role as long as it's needed.

OPERATOR: The next question is from Simona Sarli of Bank of America. Please go ahead.

SIMONA SARLI: Good afternoon, gentlemen and thanks for taking my question. A quick one for Mr. De Bernardis, I understand that the Board of Directors have not decided yet on the next step, but in case would you consider like going

back to Cerved as CEO permanently and not just like on interim basis?  
Thanks.

GIANANDREA DE BERNARDIS: Thank you. Thank you, Simona for your question. As I said before, I'm available. Let's discuss this at Board level and then let's see what's better for the company. At the end of the day, I think we need to do the right thing for the company. I'm available, anyway.

OPERATOR: Gentlemen, there are no more questions registered at this time. Do you have any closing comments?

PIETRO MASERA: No, I think we can close the call then.

GIANANDREA DE BERNARDIS: Thank you, everybody. Have a very nice afternoon. Bye-bye.

MARCO NESPOLO: Thank you.