



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 Milano Monza Brianza Lodi Companies
Register, Taxpayer
Identification Number and VAT Registration Number: 08587760961 – Administrative
Business Register (REA) No. 2035639

ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETING HELD ON 20th MAY 2020

Summary account of the votes on the items of agenda pursuant to article 125-quarter,
paragraph 2, of Legislative Decree No. 58 of February 24, '98

Item 1 of the agenda – ordinary part

1. Approval of the separate financial statements at 31 December 2019; presentation of the consolidated financial statements at 31 December 2019; the Directors', the Board of Statutory Auditors' and the Independent Auditor's reports; allocation of the profit for the year; related and consequent resolutions.

Shares present at the meeting when the vote was opened no. 133,108,708 equal to 68.16% of the no. 195,274,979 shares with voting rights.

The voting result was the following:

Vote result

	no. shares	% present capital
Votes for	129,824,211	97.533%
Votes Against	318,401	0.239%
Abstentions	702,838	0.528%
No votes	2,263,258	1.700%
Total shares	133,108,708	100.000%

Item 2 of the agenda – ordinary part

2. Report on remuneration and fees paid pursuant to Article 123-ter.3-bis and 6 of Legislative Decree 58/98:

2.a binding resolution on the first section about the remuneration policy prepared pursuant to Article 123-ter.3 of Legislative Decree 58/98;

Shares present at the meeting when the vote was opened no. 133,108,708 equal to 68.16% of the no. 195,274,979 shares with voting rights.

The voting result was the following:

Vote result

	no. shares	% present capital
Votes for	112,970,805	84.871%
Votes Against	15,187,643	11.410%
Abstentions	2,687,002	2.019%
No votes	2,263,258	1.700%
Total shares	133,108,708	100.000%

2.b non-binding resolution on the second section about the remuneration paid prepared pursuant to Article 123-ter.4 of Legislative Decree 58/98.

Shares present at the meeting when the vote was opened no. 133,108,708 equal to 68.16% of the no. 195,274,979 shares with voting rights.

The voting result was the following:

Vote result

	no. shares	% present capital
Votes for	118,829,828	89.273%
Votes Against	9,328,620	7.008%
Abstentions	2,687,002	2.019%
No votes	2,263,258	1.700%
Total shares	133,108,708	100.000%

Item 3 of the agenda – ordinary part

3. Authorisation for purchase and sale of treasury shares, after revocation of the previous authorisation granted by the shareholders' meeting on 16 April 2019; related and consequent resolutions.

Shares present at the meeting when the vote was opened no. 133,108,708 equal to 68.16% of the no. 195,274,979 shares with voting rights.

The voting result was the following:

Vote result

	no. shares	% present capital
Votes for	121,024,990	90.922%
Votes Against	9,420,460	7.077%
Abstentions	400,000	0.301%
No votes	2,263,258	1.700%
Total shares	133,108,708	100.000%

Item 4 of the agenda – ordinary part

4. Appointment of the Board of Statutory Auditors for the three-year term 2020-2022:

4.a appointment of three Standing Statutory Auditors and two Alternate Statutory Auditors;

Shares present at the meeting when the vote was opened no. 133,108,708 equal to 68.16% of the no. 195,274,979 shares with voting rights.

The voting result was the following:

Vote result

	no. shares	% present capital
List 1	44,609,822	33.514%
List 2	87,345,280	65.620%
Votes Against	261,484	0.196%
Abstentions	892,122	0.670%
No votes	0	0.000%
Total shares	133,108,708	100.000%

The Board of Statutory Auditors, who will be in office in the 2020-2022 period, is the following:

- 1) Bientinesi Antonella, Standing Statutory Auditor
- 2) Bonelli Costanza, Standing Statutory Auditor
- 3) Gilberto Comi, Standing Statutory Auditor

- 1) Antonio Mele, Alternate Statutory Auditor
- 2) Paolo Baruffi, Alternate Statutory Auditor

4.c determination of the compensation for members of the Board of Statutory Auditors.

Shares present at the meeting when the vote was opened no. 133,108,708 equal to 68.16% of the no. 195,274,979 shares with voting rights.

The voting result was the following:

Vote result

	no. shares	% present capital
Votes for	129,739,894	97.469%
Votes Against	13,434	0.010%
Abstentions	1,292,122	0.971%
No votes	2,063,258	1.550%
Total shares	133,108,708	100.000%

Item 1 of the agenda – extraordinary part

1. Proposal to entrust the Board of Directors, pursuant to Article 2443 of the Italian Civil Code - upon revocation of the previous authorisation granted by the Shareholders' Meeting on 9 April 2018 - for 30 months from the date of the resolution, with the power to increase the share capital against consideration, including in one or more tranches, for a maximum nominal amount of Euro 5,052,114.20 (five million fifty-two thousand one hundred fourteen and twenty cents), with the exclusion of pre-emptive rights, pursuant to Article 2441, paragraph 4, second sentence, of the Italian Civil Code; consequential amendment to Article 5 of the current Articles of Association; related and consequent resolutions.

Shares present at the meeting when the vote was opened no. 133,108,708 equal to 68.16% of the no. 195,274,979 shares with voting rights.

The voting result was the following:

Vote result

	no. shares	% present capital
Votes for	125,066,658	93.958%
Votes Against	5,378,792	4.041%
Abstentions	400,000	0.301%
No votes	2,263,258	1.700%
Total shares	140,640,949	100.000%