

To

Cerved Group S.p.A.

Corporate Affairs and Capital Markets

Via dell'Unione Europea no. 6A-6B,
20097 – San Donato Milanese (MI)

PEC: cervedgroup@pec.cerved.com

Milan, 10 November 2021

Object: Extraordinary and Ordinary Shareholders' Meeting of Cerved Group S.p.A. convened for 25 November 2021. Proposals for resolutions.

Castor Bidco S.p.A., with registered office in Milano, Via Alessandro Manzoni 38 ("**Castor**"), holder of a shareholding in Cerved Group S.p.A. ("**Cerved**") equal to approximately 89.4% of the share capital, with reference to the Extraordinary and Ordinary Shareholders' Meeting of Cerved convened for **25 November 2021**, in single call, hereby submits the following proposals for resolutions.

1. Proposal for resolution – Item no. 1, paragraph a) of ordinary part

With reference to item no. 1 ("*Appointment of the Board of Directors*") on the agenda for the ordinary part, paragraph a) ("*Determination of the number of members of the Board of Directors*"), Castor submits the following proposal for resolution to the shareholders' meeting for approval:

"The Shareholders' Meeting of Cerved Group S.p.A., convened in ordinary session, on 25 November 2021 in a single call

resolves

to set at 11 (eleven) the number of members of the Board of Directors".

2. Proposal for resolution – Item no. 1, paragraph b) of ordinary part

With reference to item no. 1 ("*Appointment of the Board of Directors*") on the agenda for the ordinary part, paragraph b) ("*Determination of the term of office of the Board of Directors*"), Castor submits the following proposal for resolution to the shareholders' meeting for approval:

"The Shareholders' Meeting of Cerved Group S.p.A., convened in ordinary session, on 25 November 2021 in a single call

resolves

to set at 1 (one) financial year the term of office of the Board of Directors, which will therefore remain in office until the shareholders' meeting that will be called to approve the financial statements of Cerved Group S.p.A. as at 31 December 2022".

3. Proposal for resolution – Item no. 1, paragraph d) of ordinary part

With reference to item no. 1 (“*Appointment of the Board of Directors*”) on the agenda for the ordinary part, paragraph d) (“*Determination of the remuneration of the members of the Board of Directors*”), Castor submits the following proposal for resolution to the shareholders’ meeting for approval:

“The Shareholders’ Meeting of Cerved Group S.p.A., convened in ordinary session, on 25 November 2021 in a single call

resolves

to determine pursuant to art. 2389, paragraph 1, of the Italian Civil Code in € 80,000.00 (eighty thousand) the gross annual remuneration to be allocated by the Board of Directors to each director of Cerved Group S.p.A., without prejudice to the power granted by the Bylaws to the Board of Directors to provide for an additional emolument in the event of granting of special offices to individual directors”.

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The certification proving Castor Bidco S.p.A.’s ownership of the number of Cerved shares required to submit the proposals for resolutions listed above is hereby attached.

Milan, 10 November 2021

Castor Bidco S.p.A.



Succursale di Milano

Certificazione ex art. 46 del Regolamento Post Trading

Intermediario che rilascia la certificazione

ABI 03479 CAB 1600
denominazione BNP Paribas Securities Services

Intermediario partecipante se diverso dal precedente

ABI (n.ro conto MT)
denominazione

data della richiesta	data rilascio certificazione	n.ro progressivo annuo
05/11/2021	05/11/2021	000000525/21

Nominativo del richiedente, se diverso dal titolare degli strumenti finanziari

Titolare degli strumenti finanziari:

cognome o denominazione CASTOR BIDCO S.P.A.
nome
codice fiscale 11676310961
comune di nascita provincia di nascita
data di nascita nazionalità
indirizzo VIA MANZONI, 38
città MILANO stato ITALY

Strumenti finanziari oggetto di certificazione:

ISIN IT0005010423
denominazione CERVED GROUP

Quantità degli strumenti finanziari oggetto di certificazione:

n. 174.582.793

Vincoli o annotazioni sugli strumenti finanziari oggetto di certificazione

Natura vincolo
Beneficiario vincolo

data di riferimento certificazione	termine di efficacia
05/11/2021	10/11/2021

Diritto esercitabile

Certificazione di possesso titoli

Note

Firma Intermediario

BNP Paribas Securities Services
Succursale di Milano
Piazza Lina Bo Bardi, 3 - 20124 Milano