



## **Cerved Information Solutions S.p.A.**

Registered Offices in Milan, Via San Vigilio , n. 1, 20142

Corporate Capital Euro 50.450.000,00 fully paid-in

Registration with the Companies Register of Milan, Tax Code Number 08587760961

Economic and Administrative Repertory number° 2035639

### **NOTICE OF SUMMONS TO THE ORDINARY SHAREHOLDERS' MEETING**

All the shareholders entitled to vote in the Shareholders' Meeting of Cerved Information Solutions S.p.A. are summoned to the Ordinary Shareholders' meeting on April 27, 2015, at 11.30 a.m. (CET), in single call, at registered offices in Via San Vigilio, 1, Milan (Italy), to discuss and deliberate the following

#### **AGENDA**

1. Approval of the Financial Statements as of 31 December 2014; related resolutions. Presentation of the Consolidated Financial Statements as at December 31, 2014. Management Report by the Board of Directors, the Report by the Board of Statutory Auditors and the Report by the Auditing Firm;
2. Proposed distribution of available reserves, having first established the legal reserve in an amount equal to one-fifth of the legal reserve; related and consequent resolutions;
3. Report on Remuneration: Company's remuneration policy;
4. Authorization to buy and sell own-shares having first revoke the authorization previously approved by shareholders in general meeting on 25 March 2014; related and consequent resolutions.

#### **SHARE CAPITAL AND SHARES WITH POWER TO VOTE**

The share capital of Cerved Information Solutions S.p.A., subscribed to and fully paid-in, is equal to Euro 50,450,000.00, divided into 195,000,000 ordinary shares, without an indication of nominal value. Each ordinary share gives the right to express one vote in the ordinary and extraordinary Shareholders' Meetings of the Company.

#### **ENTITLEMENT TO INTERVENE AND VOTE IN THE SHAREHOLDERS' MEETING**

Entitlement to intervene in the Shareholders' Meeting and to exercise the right to vote is certified by a communication to the Company made by the approved intermediary, based on the accounting records as at the end of the accounting day falling on the seventh trading day prior to the scheduled date of the Shareholders' Meeting, i.e. 16 April 2015 (record date).

Credit and debit registrations entered on the accounts following the record are not relevant for purposes of eligibility being entitled to exercise voting rights at the Shareholders' Meeting. Therefore, those who are registered as owners of the Company's shares after said date, will not be entitled to attend or vote at the Shareholders' Meeting.

Communication from the intermediary must be received by the Company by the end of the third trading day prior to the date of the Shareholders' Meeting, i.e. 22 April 2015. Nonetheless, entitlement to intervene and vote shall be valid if the communications is received by the Company after the aforementioned deadline of 22 April 2015, if received prior to beginning of the Shareholders' Meeting's works.

Intervention in the Shareholders' Meeting is governed by the applicable laws and regulations as well as the provisions contained in the By-law and the Shareholders' Meeting Regulations available on the Company website <http://company.cerved.com>, under the Section "Governance".



## **VOTING BY PROXY**

Those entitled to vote may be represented at the Shareholders' Meeting by means of a written proxy or a duly signed electronic document, pursuant to Article 21, paragraph 2, of the Italian Legislative Decree no. 85/2005, in accordance with the applicable law, with faculty to execute the proxy form which is available in printable form on the Company's Website <http://company.cerved.com>, under the Section "Governance". If the forms cannot be made available in electronic format for technical reasons, these shall be sent following a simple request to be made by telephone to the following number: (0039) 02-7754395.

Voting proxies can be notified to the Company along with a copy of the ID of the person granting the proxy by recorded delivery letter or certified e-mail to the following addresses: Cerved Information Solutions S.p.A., Segreteria degli Affari Legali e Societari, Via San Vigilio, no. 1, 20142 Milan, e-mail [cervedinformationsolutions@legalmail.it](mailto:cervedinformationsolutions@legalmail.it).

Any prior notifications will not exempt the delegate, at the time of his/her accreditation to access the meeting, from the obligation of certifying the conformity of the proxy supplied to the original, and the identity of the delegator, under his or her own responsibility.

The representative must keep the original of the proxy and keep records of any voting instructions for one year, as of the end of the meeting.

Procedures for voting via correspondence or via electronic means are not available. The Company does not avail of the faculty to appoint the representative to which Shareholders can confer the proxy with voting instructions on all or any of the items on the meeting's agenda.

## **ENTITLEMENT TO REQUEST ADDITIONS TO THE AGENDA OF THE MEETING AND TO PRESENT NEW PROPOSALS FOR DELIBERATION**

The Shareholders who represent, even jointly, at least one-fortieth of the share capital may request, within ten days of the publication of this notification and therefore by 5 April 2015, an addition to the list of items to be discussed, indicating the further items proposed by them, or present proposed resolutions on items already on the agenda.

The requests must be made in writing, and should be received by the Company no later than the aforementioned deadline of 5 April 2015 via recorded delivery letter or certified email sent to the following addresses: Cerved Information Solutions S.p.A., Segreteria degli Affari Legali e Societari, Via San Vigilio, no. 1, 20142 Milan, Italy, e-mail [cervedinformationsolutions@legalmail.it](mailto:cervedinformationsolutions@legalmail.it). This shall be sent together with the certification issued by the approved intermediary confirming ownership of the participation in the share capital required for entitlement to exercise the right to request an addition to the agenda and to present new proposed resolutions.

By the same deadline and using the same methods, proposing Shareholders are obliged to supply the Board of Directors with a report to which outlines the reasons for they are proposing new items to be discussed, or the motivation for the further proposed resolutions regarding the items that are already on the agenda. Shareholders may present proposals for deliberating in the Meeting on an individual basis.

Notification regarding the additions to the agenda or the presentation of further proposed resolutions on the items already on the agenda, is provided using the same form required for the publication of this notice of call, at least fifteen day prior to the date set for the Shareholders' Meeting.

Together with the publication of the addition or of further proposed resolutions, the report drafted by applying Shareholders shall be made available to the public, in the same forms provided for the documentation regarding the Meeting, accompanied by any evaluations made by the Board of Directors.

Additions to the agenda are not permitted for items which the Meeting deliberates, in accordance with applicable law, upon proposal by the Directors, or based on a project or a report which they have drafted, except for those referred under Article 125-ter, paragraph 1 of Italian Legislative Decree issued on 24 February 1998, no. 58.

## **ENTITLEMENT TO PROPOSE QUESTIONS REGARDING SUBJECTS ON THE AGENDA**

Those who are entitled to vote can ask questions regarding the items on the agenda, even prior to the Meeting, and in any case by 24 April 2015, by sending their questions by means of recorded delivery letter or



certified e-mail to the following addresses: Cerved Information Solutions S.p.A., Segreteria degli Affari Legali e Societari, Via San Vigilio, no. 1, 20142 Milan, Italy; e-mail [cervedinformationsolutions@legalmail.it](mailto:cervedinformationsolutions@legalmail.it), together with certification, issued by the qualified intermediary, attesting the entitlement to exercise the right to pose questions.

The questions received prior to the Shareholders' Meeting will be answered not later than during the Meeting itself. Please note that answers in paper format made available to each party entitled to vote at the meeting shall be considered as having been provided during the Meeting. The Company may in any case provide individual answers to questions with the same content.

## **REPORT ON REMUNERATION**

It is hereby specified that, pursuant to Article 123-ter, paragraph 6, of Italian Legislative Decree no. 58/98, the Shareholders' Meeting called to approve the Financial Statements is required to express a positive or negative resolution on the first section of the Report on Remuneration, regarding the Company's policies on remunerations for the Board of Directors and managers with strategic responsibilities, as well as the applicable procedures for adopting and implementing such policies. Please note that such deliberation pursuant to the aforementioned Article 123-ter, paragraph 6, of Italian Legislative Decree no. 58/98, is not binding.

## **DOCUMENTATION**

Any and all documents related to the Shareholders' Meeting, including reports by Directors focusing on the items placed on the agenda of the Shareholders' Meeting, and motions raised in respect of the said items, as well as the annual financial report, are made available for public consultation at the Company's headquarters, as well as on the Company's website <http://company.cerved.com> under the section "Governance" in the page dedicated to the Shareholders' Meeting, and on the website of Bit Market Services [www.emarketstorage.com](http://www.emarketstorage.com) of the mechanism for central storage of regulated information (SDIR).

This notice of call is published according with the Article 125-bis of Italian Legislative Decree 24 February 1998, no. 58, and Article 84 of CONSOB Regulation no. 11971/1999 and Article 8.3 of the By-law, on the Company website <http://company.cerved.com>, visiting the "Shareholders' Meeting" page in the section "Governance", and on the website of Bit Market Services [www.emarketstorage.com](http://www.emarketstorage.com) of the mechanism for central storage of regulated information (SDIR), an abstract of which shall also be published in the daily newspaper Milano Finanza.

Milan, March 26, 2015

For the Board of Directors

The Chairman, Fabio Cerchiai