

To the shareholders of

CERVED INFORMATION SOLUTIONS  
S.p.A.

Via S. Vigilio no. 1 - 20142 Milan

Milan, 25<sup>th</sup> March 2016

**RE: Ordinary Shareholders Meeting of Cerved Information Solutions S.p.A. of 29<sup>th</sup> April 2016 on sole call. Presentation of a slate of candidates for appointment as members of the Board of Directors of Cerved Information Solutions S.p.A.**

Dear Shareholders,

We refer to the Ordinary Shareholders Meeting of Cerved Information Solutions S.p.A. convened on 29 April 2016, in single call, having among the matters on the agenda the "Appointment of the members of the Board of Directors".

Pursuant to article 13 of Cerved Information Solutions S.p.A.'s By-laws, the Board of Directors in charge

#### HEREBY FILES

this slate of candidates for appointment as members of the Board of Directors of Cerved Information Solutions S.p.A. to be submitted to the Ordinary Shareholders' Meeting.

As required by the aforementioned article 13 of the By-laws, the following supporting documentation is attached:

- 1) slate listing by progressive number the candidates that are proposed for appointment as Directors.
- 2) Statement by each candidate attesting:
  - that there exist no causes of ineligibility or incompatibility;
  - possession of the requirements set forth by the law and the by-laws for holding the office as director and, to the extent applicable, possession of the independence requirements;
  - availability to accept the candidacy.
- 3) *Curriculum vitae* regarding the personal and professional characteristics of each candidate and the list of the managing and control offices held in other companies, as of the date of this statement, pursuant to the "Corporate Governance

*Code for Italian Listed Companies*” issued by Borsa Italiana S.p.A.’s Corporate Governance Committee.

Sincerely,

On behalf of the Board of  
Directors

The Chairman



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(Fabio Cerchiai)

Enclosures

*Courtesy Translation*

## Attachment 1)

## SLATE OF CANDIDATES

for appointment as members of the Board of Directors of Cerved Information Solutions S.p.A.

Ordinary Shareholders Meeting of 29 April 2016

Sequential number	Name and Surname	Place and date of birth	Requirements of Independence	
			Art. 148, par. 3., T.U.F. [Finance Consolidation Act]	Self-Regulatory Code of Borsa Italiana S.p.A.
1	Fabio Cerchiai	Florence, 14/02/1944	✓	✓
2	Gianandrea De Bernardis	Milan, 15/09/1964		
3	Marco Nespolo	Alessandria, 22/05/1973		
4	Roberto Mancini	Napoli, 04/05/1971		
5	Andrea Mignanelli	Rome, 12/06/1969		
6	Sabrina Delle Curti	Bassano Del Grappa, 16/05/1975		
7	Aurelio Regina	Foggia, 15/08/1963	✓	✓
8	Mara Anna Rita Caverni	Milan, 23/05/1962	✓	✓
9	Giulia Bongiorno	Palermo, 22/03/1966	✓	✓
10	Arabella Caporello	Ortona (CH), 20/09/1972	✓	✓
11	Simona Pesce	Lugano (Svizzera), 24/05/1966	✓	✓

Attachment 2)

DECLARATIONS PROVIDED BY THE CANDIDATES FOR THE OFFICE OF DIRECTOR AND  
THEIR CURRICULA VITAE

## STATEMENT

The undersigned **Fabio Cerchiai**, born in Florence (Italy) on 14/02/1944, in relation to his candidature as Member of the Board of Directors of **Cerved Information Solutions S.p.A.** (the “Company”), belonging to the slate to be presented by the Board of Directors in charge to the Ordinary Shareholders’ Meeting of the Company convened on 29<sup>th</sup> April 2016, in single call, pursuant to applicable law,

## ACCEPTS

the candidature as Member of the Board of Directors of **Cerved Information Solutions S.p.A.** and

## STATES

under his own responsibility:

- to be aware of the requirements set forth by applicable laws and regulations and by the Company by-laws for holding the office as director;
- that, with regards to himself, there exist no causes of ineligibility, forfeiture and incompatibility to hold the office as member of the Board of Directors of the Company and the possession, for the same purpose, of the requirements set forth by the Company by-laws and by applicable laws;
- that he holds the good standing requirements established for members of control bodies under the regulation issued by the Italian Ministry of Justice pursuant to article 148, paragraph four, of Italian Legislative Decree no. 58 of 24 February 1998;
- NOT to fall within the circumstances provided under article 2390 of the Italian Civil Code;
- NOT to fall within the circumstances provided under article 38 of Italian Legislative Decree no. 163 of 12 April 2006 (Italian Public Procurement Code);
- that he holds the independence requirements set forth in article 148, paragraph three, of Italian Legislative Decree no. 58 of 24 February 1998;
- that he holds the independence requirements provided under the “Corporate Governance Code for Italian Listed Companies” (July 2015 edition) issued by Borsa Italiana S.p.A.’s Corporate Governance Committee (the “**Corporate Governance Code**”) to which the Company has adhered;
- that he is aware of the consequences ensuing from any deviation from the above requirements and/or conditions pursuant to applicable laws and regulations;
- that he can devote the necessary time to the performance of his duties as member of the Board of Directors of the Company, also taking into account the commitment relating to his own work and professional activities and the number of offices held as a member of the managing and/or control bodies of other companies.

The undersigned attaches his *curriculum vitae* containing exhaustive personal and professional information and the list of any relevant managing and control offices held in other companies, as of the date of this statement, pursuant to the Corporate Governance Code. The undersigned, furthermore, undertakes to promptly inform the Board of Directors of the Company about any future changes to the information rendered under this statement. Pursuant to Italian Legislative Decree of 30 June 2003 no. 196, the undersigned authorizes, in relation to the same purposes for which this statement is rendered, the treatment of his personal data and the publication of his *curriculum vitae* and of any other information required to be published, under applicable laws, regulations and by-laws provisions, in accordance with the terms and conditions established thereby.

Milano, 23 marzo 2016

(place)

(date)

Yours faithfully

  
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(signature)

Attachments:

- *Curriculum vitae;*
- *List of managing and control offices held in other companies*

## CURRICULUM VITAE OF FABIO CERCHIAI

Born in Florence in 1944, Fabio Cerchiai was awarded a degree in Economics and Business Administration at the University of Rome (presently “La Sapienza”). He holds the honorary title of “Cavaliere del Lavoro”.

He began his career in 1964 in the insurance sector at Assicurazioni Generali, and was appointed Managing Director in 1994 and then CEO from 1997 to 2002.

He has held directorships at many leading Italian and overseas companies in the insurance and financial sectors and was Chairman of INA Assitalia from 2000 to 2003. He was Chairman of Meliorbanca from 2004 to 2009, Chairman of ANIA (the National Association of Insurance Companies) from 2002 to 2011; Chairman of the Permanent ANIA - Consumers Forum Foundation from 2007 to 2011 and Chairman of the ANIA Foundation for road safety from 2004 to 2008.

He is Chairman of Atlantia S.p.A., Autostrade per l'Italia S.p.A., Unipolsai S.p.A., Cerved Information Solution S.p.A., Arca Vita S.p.A, Arca Assicurazioni S.p.A and Siat S.p.A..

He is a member of the Italian Academy of Economia Aziendale, board member of Edizione S.r.l., Quadrivio Group S.p.A. and Fondazione Censis.

He is Deputy Chairman of ANSPC - National association for the analysis of the credit sector, board member of AISCAT the Italian Association of toll motorway and tunnel concessionaires and board member of Assonime. He is Professor of Banking, Finance and Insurance Sciences at the Università Cattolica del Sacro Cuore in Milan.

Rome, 01/03/2016

<b>Fabio Cerchiai</b>	UNIPOLSAI ASSICURAZIONI S.P.A.	Chairman of the board of directors
	SIAT - SOCIETÀ ITALIANA ASSICURAZIONI E RIASSICURAZIONI - PER AZIONI	Chairman of the board of directors
	QUADRIVIO GROUP S.P.A.	Director
	ATLANTIA S.P.A.	Chairman of the board of directors
	AUTOSTRADe PER L'ITALIA S.P.A.	Chairman of the board of directors
	ASSONIME	Member of the Board
	FONDAZIONE CENTRO STUDI INVESTIMENTI SOCIALI – CENSIS	Member of the Board
	EDIZIONE S.R.L.	Director
	FEST FENICE SERVIZI TEATRALI S.R.L	Chairman of the board of directors
	ARCA VITA S.P.A.	Chairman of the board of directors
	ARCA ASSICURAZIONI S.P.A.	Chairman of the board of directors
	ANSPC – ASSOCIAZIONE NAZIONALE PER LO SVILUPPO DEI PROBLEMI DEL CREDITO	Vice Chairman
	AISCAT – ASSOCIAZIONE ITALIANA SOCIETÀ CONCESSIONARIE AUTOSTRADE E TRAFORI	Director



## STATEMENT

The undersigned **Gianandrea De Bernardis**, born in Milan (Italy) on 15/09/1964, in relation to his candidature as Member of the Board of Directors of **Cerved Information Solutions S.p.A.** (the "Company"), belonging to the slate to be presented by the Board of Directors in charge to the Ordinary Shareholders' Meeting of the Company convened on 29<sup>th</sup> April 2016, in single call, pursuant to applicable law,

## ACCEPTS

the candidature as Member of the Board of Directors of **Cerved Information Solutions S.p.A.** and

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under his own responsibility:

- to be aware of the requirements set forth by applicable laws and regulations and by the Company by-laws for holding the office as director;
- that, with regards to himself, there exist no causes of ineligibility, forfeiture and incompatibility to hold the office as member of the Board of Directors of the Company and the possession, for the same purpose, of the requirements set forth by the Company by-laws and by applicable laws;
- that he holds the good standing requirements established for members of control bodies under the regulation issued by the Italian Ministry of Justice pursuant to article 148, paragraph four, of Italian Legislative Decree no. 58 of 24 February 1998;
- NOT to fall within the circumstances provided under article 2390 of the Italian Civil Code;
- NOT to fall within the circumstances provided under article 38 of Italian Legislative Decree no. 163 of 12 April 2006 (Italian Public Procurement Code);
- that he doesn't hold the independence requirements set forth in article 148, paragraph three, of Italian Legislative Decree no. 58 of 24 February 1998;
- that he doesn't hold the independence requirements provided under the "Corporate Governance Code for Italian Listed Companies" (July 2015 edition) issued by Borsa Italiana S.p.A.'s Corporate Governance Committee (the "Corporate Governance Code") to which the Company has adhered;
- that he is aware of the consequences ensuing from any deviation from the above requirements and/or conditions pursuant to applicable laws and regulations;
- that he can devote the necessary time to the performance of his duties as member of the Board of Directors of the Company, also taking into account the commitment relating to his own work and professional activities and the number of offices held as a member of the managing and/or control bodies of other companies.

The undersigned attaches his *curriculum vitae* containing exhaustive personal and professional information and the list of any relevant managing and control offices held in other companies, as of the date of this statement, pursuant to the Corporate Governance Code. The undersigned, furthermore, undertakes to promptly inform the Board of Directors of the Company about any future changes to the information rendered under this statement. Pursuant to Italian Legislative Decree of 30 June 2003 no. 196, the undersigned authorizes, in relation to the same purposes for which this statement is rendered, the treatment of his personal data and the publication of his *curriculum vitae* and of any other information required to be published, under applicable laws, regulations and by-laws provisions, in accordance with the terms and conditions established thereby.

Milano, 25 march 2016

(place)

(date)

Yours faithfully



(signature)

Attachments:

- *Curriculum vitae;*
- *List of managing and control offices held in other companies*

GIANANDREA DE BERNARDIS

Managing Director of Cerved Group

Gianandrea De Bernardis was born in Milan in 1964. He got a degree in Electronic Engineering at Politecnico di Milano and a master in Business Administration at SDA Bocconi, he has been Managing Director of Cerved Group since June 2009.

In this role Mr. De Bernardis is in charge of the development strategies of the company aiming at consolidating its undisputed leadership in this sector, widening the range of products and services for the existing market and conquering new market shares.

Mr. De Bernardis has a several years' experience in the most esteemed Italian and multinational companies.

He began his career in the United States – in the late 80's – as a software designer in the telecommunication area of AT&T Bell Laboratories and Wang Laboratories Intecom Inc.

From 1991 to 1993 he worked with Saras, a company active in the sector of oil refining, as Director of the Performance and Production Check department.

Afterwards, from 1995 to 1999, Mr. De Bernardis worked with The Boston Consulting Group as a director of projects mainly liked with industry and consumers' goods sectors.

In 1999 he became General Director of AMPS Spa, a company dealing with local public utilities in Parma. In this role he carried out important development projects and reorganizations, among them the buying of ENEL (electrical) networks, the diversification of telecommunications (Albacom.AMPS), the diffusion and the re-engineering of processes and the sale of a remarkable share of the company to the consortium Edizione Holding/ IMI San Paolo.

From 2001 to 2009 he worked with TeamSystem. During those years – as Managing Director – he took care of the reorganisation and growth of the company, bringing it to its leading position in the sector of management software for small and medium enterprises and professionals.

De Bernardis has been CEO of Cerved Group S.p.A since June 2009, thus managing the development strategy of the company.

Gianandrea has also been CEO of Cerved Information Solutions since March 2014.

Gianandrea De Bernardis is married, has three children and lives in Parma.

<b>Gianandrea De Bernardis</b>	CERVED GROUP S.P.A.	Chairman of the Board and Chief Executive Officer
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## STATEMENT

The undersigned **Marco Nespolo**, born in **Alessandria (Italy)** on **22/05/1973**, in relation to his candidature as **Member of the Board of Directors of Cerved Information Solutions S.p.A.** (the “Company”), belonging to the slate to be presented by the Board of Directors in charge to the Ordinary Shareholders’ Meeting of the Company convened on 29<sup>th</sup> April 2016, in single call, pursuant to applicable law,

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- that he holds the good standing requirements established for members of control bodies under the regulation issued by the Italian Ministry of Justice pursuant to article 148, paragraph four, of Italian Legislative Decree no. 58 of 24 February 1998;
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- that he doesn’t hold the independence requirements set forth in article 148, paragraph three, of Italian Legislative Decree no. 58 of 24 February 1998;
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- that he is aware of the consequences ensuing from any deviation from the above requirements and/or conditions pursuant to applicable laws and regulations;
- that he can devote the necessary time to the performance of his duties as member of the Board of Directors of the Company, also taking into account the commitment relating to his own work and professional activities and the number of offices held as a member of the managing and/or control bodies of other companies.

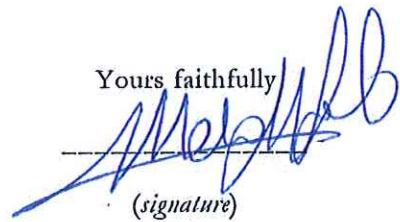
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Milano, 21 marzo 2016

(place)

(date)

Yours faithfully

A handwritten signature in blue ink, consisting of stylized, overlapping loops and strokes, positioned over a horizontal dashed line.

(signature)

Attachments:

- *Curriculum vitae;*
- *List of managing and control offices held in other companies*



## Marco NESPOLO

Born on May 22, 1973  
Italian, married, two children

### Contacts

via Buffa, 23 - 15076 Ovada (AL) - Italy  
Mobile +393928728753  
e-mail: [marco.nespolo@cervedgroup.com](mailto:marco.nespolo@cervedgroup.com)

### PROFESSIONAL BACKGROUND

- July 2013-current      CERVED GROUP SpA (Milan): General Manager & Chief Operating Officer, and board member of the holding company Cerved Information Solutions SpA (approx. € 1.4bn market cap on Milan stock exchange, approx. € 170m Ebitda)
- 2005-June 2013      BAIN CAPITAL Ltd (London): Executive Vice President - Portfolio Group. Management of all post-acquisition activities on the companies in portfolio: company monitoring and governance, value-creation initiatives, management team upgrade, organization and incentives, M&A, financing / capital structure. Operating roles taken "ad interim" as needed.  
Main investments managed:
- **Atento** (Latam, since Oct. '12): Contact Centers, 1.8bn Sales, € 200+m Ebitda
  - **Styron** (Global, since Aug. '10): Chemicals, \$ 5.1bn Sales, \$ 300m Ebitda  
Interim VP of Emulsion Polymers (Q2 '12, \$ 2.5bn Sales, \$ 250m Ebitda)
  - **Cerved** (Italy – Vice Chairman, '09-'12): Business Information, € 340m Sales, € 160m Ebitda
  - **Ideal Standard International** (Global – Board Member, '07-'08): Bathroom Products, € 1bn Sales, € 50m Ebitda
  - **Lince** (Italy, '06-'08): Business Information, € 70m Sales, € 30m Ebitda
  - **TeamSystem** (Italy, '05-'10): Software, € 150m Sales, € 50m Ebitda
- Jan.-Aug 2008      IDEAL STANDARD INTERNATIONAL: Interim C.E.O. of Italy, Egypt and Middle East Region (approx. € 400m business)
- 1998- 2005      BAIN & COMPANY ITALY (Milan): Senior Manager (since 2004)  
Main areas: restructuring, strategy, post-merger integr., operational improvements.  
Main industries covered: Automotive, Paper, Steel, Fashion/Luxury, Sportswear.
- 1997      CITIBANK N.A. (Milan): Analyst in the Corporate Banking Unit

### EDUCATION

- 1992-1996      BOCCONI UNIVERSITY, Milan, Italy  
Major in Business Administration. Final grade: 110/110 "summa cum laude".
- Sept.-Dec. '94      UNIVERSITY of WARWICK, Coventry, UK  
Erasmus Exchange program: department of Economics.

### LANGUAGES

Italian (native), English (Fluent), French (Good) , Spanish/Portuguese (Basic)

Marco Nespolo	CERVED GROUP S.P.A.	Director
	CERVED CREDIT MANAGEMENT GROUP S.R.L.	Director
	CERVED CREDIT MANAGEMENT S.P.A.	Director
	CERVED RATING AGENCY S.P.A.	Chairman of the board of directors
	CONSIT ITALIA S.P.A.	Director
	SPAZIO DATI S.R.L.	Director



## STATEMENT

The undersigned **Roberto Mancini**, born in Napoli (Italy) on 04/05/1971, in relation to his candidature as Member of the Board of Directors of **Cerved Information Solutions S.p.A.** (the “**Company**”), belonging to the slate to be presented by the Board of Directors in charge to the Ordinary Shareholders’ Meeting of the Company convened on 29<sup>th</sup> April 2016, in single call, pursuant to applicable law,

## ACCEPTS

the candidature as Member of the Board of Directors of **Cerved Information Solutions S.p.A.** and

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under his own responsibility:

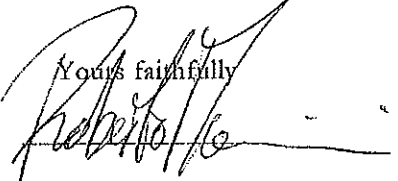
- to be aware of the requirements set forth by applicable laws and regulations and by the Company by-laws for holding the office as director;
- that, with regards to himself, there exist no causes of ineligibility, forfeiture and incompatibility to hold the office as member of the Board of Directors of the Company and the possession, for the same purpose, of the requirements set forth by the Company by-laws and by applicable laws;
- that he holds the good standing requirements established for members of control bodies under the regulation issued by the Italian Ministry of Justice pursuant to article 148, paragraph four, of Italian Legislative Decree no. 58 of 24 February 1998;
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- that he is aware of the consequences ensuing from any deviation from the above requirements and/or conditions pursuant to applicable laws and regulations;
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The undersigned attaches his *curriculum vitae* containing exhaustive personal and professional information and the list of any relevant managing and control offices held in other companies, as of the date of this statement, pursuant to the Corporate Governance Code. The undersigned, furthermore, undertakes to promptly inform the Board of Directors of the Company about any future changes to the information rendered under this statement. Pursuant to Italian Legislative Decree of 30 June 2003 no. 196, the undersigned authorizes, in relation to the same purposes for which this statement is rendered, the treatment of his personal data and the publication of his *curriculum vitae* and of any other information required to be published, under applicable laws, regulations and by-laws provisions, in accordance with the terms and conditions established thereby.

Milano, 21 marzo 2016

(place)

(date)

Yours faithfully  
  
(signature)

Attachments:

- *Curriculum vitae;*
- *List of managing and control offices held in other companies*

**ROBERTO MANCINI**

Current address: Via Pisacane 16, 20129 Milan, Italy. Cel phone office 329-6227076

Email: [roberto.mancini@cerved.com](mailto:roberto.mancini@cerved.com)

Date of birth: 04/05/71 – Nationality: Italian

**PROFESSIONAL EXPERIENCE**

**September 2015 –Now: Cerved Group , based in Milan:**

- *Managing Commercial Director* (reporting to the CEO)

**October 2010 –August 2015: Ener20 , based in Milan:**

- Co-Founder of Ener20 spa an energy service company focused on photovoltaic business
- CEO of the operating company of Ener20, Installazioni Italiane

**April 2004 –October 2010: with BT Italia, based in Milan with the following roles:**

April 2009 – October 2010, *Enterprise Director* (reporting to the Country Manager, Italy )

- Responsible for all sales channels (direct, indirect, VAR and wholesale), all marketing departments, all sales engineers and planning and channel development, all subsidiaries (NGI, Erptech, BT Enia), 1 bio euro revenues and 380 mio euro of gross profit and 450 people
- *Chairman* N.G.I. s.p.a., *Chairman* ERPtech s.p.a. CEO Basicel

April 2008 – March 2009 *Managing Director I Net* (reporting to the Country Manager, Italy ) operating in the ICT services market;

- Responsible for all economics and financials of Inet , 300 people, two companies reporting to the Business Unit (NGI s.p.a and ERPtech S.p.a.)
- *Chairman* N.G.I. s.p.a., *Chairman* ERPtech s.p.a. CEO Basicel

April 2005 – March 2008, *Country Sales Director* (reporting to the Country Manager, Italy and the Vice President, Sales Worldwide)

- Responsible for sales in the segments Large (the first 100 clients in Italy for potential TLC expenditure) and Top (6.000 addressable companies) 450 million euro generated by 3.400 clients and 140 account executives and 60 sales engineers
- CEO Basicel and Board Member of BT ENIA

April 2004 – March 2005, *Director, Strategy and Development* (reporting to the CEO)

- Responsible for defining company strategy, regulatory and antitrust policy, and negotiations with other telecommunication operators

**December 2001 – March 2004: with WIND TELECOMUNICAZIONI based in Rome with the following roles:**

January 2004 – March 2004, *Manager, Outbound Consumer Channels* (reporting to the Director, Indirect Sales Department)

- Responsible for management of telesales channels (1.700 operators in 20 call centres), door-to-door (800 salespersons in all Italy) and agencies (50 agencies in all Italy) which produce 80% of the client acquisitions in the fixed segments (voice and data) of Wind

January 2003 – December 2003, *Director, Center Italy Area* (reporting to the Commercial Director)

- Responsible for coordination of decentralized offices (commercial consumer, commercial corporate, network, consumer service, call centres) created in the Central Zone, involving about 1000 persons

December 2001-December 2002, *National ULL Project Manager* (on the staff of the Managing Director)

- Coordinator of the ULL project with the task of organizing and monitoring the activities regarding the launch

**June 1998-November 2001: with VALUE PARTNERS in Milan with the following roles:**

March 1999-November 2001, *Manager*

June 1998- February 1999, *Associate*

Definition and management of projects regarding organization, strategy and finance, focussing on the telecom and services fields;

**November 1995-May 1998: with CONSIEL in Milan with the following roles:**

November 1995- May 1998, as *Management Consultant* in the department “management, organization and company control systems”

- Experience of projects regarding organization, finance and administration in manufacturing and service companies

**October 1994-October 1995: with GRAFOPLAST S.P.A. at Porto D’Ascoli (AP), Italy with the following roles:**

October 1994-October 1995: Collaboration in this family company focussing mainly on the budgeting process, industrial accounting analysis and management control

## **EDUCATION**

**1989-1994 “FEDERICO II” UNIVERSITY, Naples**

- Degree in Economics and Commerce, specialising in business, mark 110/110 *cum laude*:
  - Special commendment by the examining board
  - Degree thesis: “The organization of publishing firms: the case of “Il Sole 24 Ore”

Roberto Mancini	FINSERVICE SPA	DIRECTOR
	MANCIO SRL	SOLE DIRECTOR
	4.5 SRL	DIRECTOR

## STATEMENT

The undersigned **Andrea Mignanelli**, born in Rome (Italy) on 12/06/1969, in relation to his candidature as Member of the Board of Directors of **Cerved Information Solutions S.p.A.** (the “**Company**”), belonging to the slate to be presented by the Board of Directors in charge to the Ordinary Shareholders’ Meeting of the Company convened on 29<sup>th</sup> April 2016, in single call, pursuant to applicable law,

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- that he can devote the necessary time to the performance of his duties as member of the Board of Directors of the Company, also taking into account the commitment relating to his own work and professional activities and the number of offices held as a member of the managing and/or control bodies of other companies.

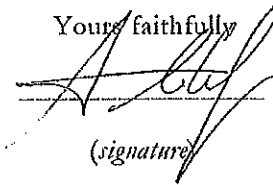
The undersigned attaches his *curriculum vitae* containing exhaustive personal and professional information and the list of any relevant managing and control offices held in other companies, as of the date of this statement, pursuant to the Corporate Governance Code. The undersigned, furthermore, undertakes to promptly inform the Board of Directors of the Company about any future changes to the information rendered under this statement. Pursuant to Italian Legislative Decree of 30 June 2003 no. 196, the undersigned authorizes, in relation to the same purposes for which this statement is rendered, the treatment of his personal data and the publication of his *curriculum vitae* and of any other information required to be published, under applicable laws, regulations and by-laws provisions, in accordance with the terms and conditions established thereby.

Milano, 21 marzo 2016

(place)

(date)

Yours faithfully

A handwritten signature in black ink, appearing to be 'A. Alf', written over a horizontal line. Below the signature, the word '(signature)' is printed in a small, italicized font.

(signature)

Attachments:

- *Curriculum vitae;*
- *List of managing and control offices held in other companies*

# Andrea Mignanelli

June 12<sup>th</sup>, 1969

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## PROFESSIONAL EXPERIENCE

### **Cerved Credit Management** (formerly Jupiter, since 2005)

**Italy**

*Founder and Chief Executive Officer*

Founded in 2005, now Cerved Credit Management is the leading player in non performing loans management with over € 13 Billion under management. The Company was originally funded and controlled by CIR Group, now Cerved is the controlling shareholder. My major achievements are on commercial development and business building:

- More than 400 banks engaged, with over 100 transactions closed with medium size banks, local banks and consumer finance companies in four asset classes: corporate loans, mortgages, leasing and consumer loans.
- Engaged primary international distressed debt investors, on portfolio valuation/due diligence and credit management.
- Established four servicing units dedicated to special workout activities (banking loans, consumer and commercial credits, assets remarketing and legal services) through a mix of organic growth and acquisitions. The company has 700 employees in ten offices.

### **McKinsey & Company** (1998 – 2005)

**Western and Eastern Europe**

*Partner*

Leader of the European credit risk management practice.

Primary industry focus on banks and asset management companies, across continental Europe.

Primary functional focus on risk management and performance transformation: led several multicountry projects for industry leaders.

Secondary focus on corporate finance: assisted clients in identifying, acquiring and integrating target companies.

### **General Electric Company** (1994 - 1997)

**Europe, USA, South America**

*Financial Analyst*

Joined the Financial Management Program and worked in several job assignments across functions (accounting, planning, treasury, internal audit) and businesses (credit insurance, aircraft engines, appliances, lighting).

## EDUCATION

1997-1998     **INSEAD**, France, MBA Programme.

1988-1993     **Università Commerciale "Luigi Bocconi"**, major in Corporate Finance.



<b>Andrea Mignanelli</b>	CERVED CREDIT MANAGEMENT GROUP SRL	CHIEF EXECUTIVE OFFICER
	RECUS SPA	DIRECTOR
	SC RE COLLECTION SRL	DIRECTOR
	FINSERVICE SPA	DIRECTOR
	CERVED LEGAL SERVICES SRL	DIRECTOR

## STATEMENT

The undersigned **Sabrina Delle Curti**, born in Bassano del Grappa (Italy) on 16/05/1975, in relation to her candidature as **Member of the Board of Directors of Cerved Information Solutions S.p.A.** (the "Company"), belonging to the slate to be presented by the Board of Directors in charge to the Ordinary Shareholders' Meeting of the Company convened on 29<sup>th</sup> April 2016, in single call, pursuant to applicable law,

## ACCEPTS

the candidature as Member of the Board of Directors of **Cerved Information Solutions S.p.A.** and

## STATES

under her own responsibility:

- to be aware of the requirements set forth by applicable laws and regulations and by the Company by-laws for holding the office as director;
- that, with regards to herself, there exist no causes of ineligibility, forfeiture and incompatibility to hold the office as member of the Board of Directors of the Company and the possession, for the same purpose, of the requirements set forth by the Company by-laws and by applicable laws;
- that she holds the good standing requirements established for members of control bodies under the regulation issued by the Italian Ministry of Justice pursuant to article 148, paragraph four, of Italian Legislative Decree no. 58 of 24 February 1998;
- NOT to fall within the circumstances provided under article 2390 of the Italian Civil Code;
- NOT to fall within the circumstances provided under article 38 of Italian Legislative Decree no. 163 of 12 April 2006 (Italian Public Procurement Code);
- that she doesn't hold the independence requirements set forth in article 148, paragraph three, of Italian Legislative Decree no. 58 of 24 February 1998;
- that she doesn't hold the independence requirements provided under the "Corporate Governance Code for Italian Listed Companies" (July 2015 edition) issued by Borsa Italiana S.p.A.'s Corporate Governance Committee (the "Corporate Governance Code") to which the Company has adhered;
- that she is aware of the consequences ensuing from any deviation from the above requirements and/or conditions pursuant to applicable laws and regulations;
- that she can devote the necessary time to the performance of his duties as member of the Board of Directors of the Company, also taking into account the commitment relating to her own work and professional activities and the number of offices held as a member of the managing and/or control bodies of other companies.



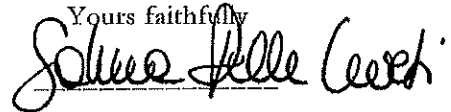
The undersigned attaches her *curriculum vitae* containing exhaustive personal and professional information and the list of any relevant managing and control offices held in other companies, as of the date of this statement, pursuant to the Corporate Governance Code. The undersigned, furthermore, undertakes to promptly inform the Board of Directors of the Company about any future changes to the information rendered under this statement. Pursuant to Italian Legislative Decree of 30 June 2003 no. 196, the undersigned authorizes, in relation to the same purposes for which this statement is rendered, the treatment of her personal data and the publication of her *curriculum vitae* and of any other information required to be published, under applicable laws, regulations and by-laws provisions, in accordance with the terms and conditions established thereby.

Milano, 25 march 2016

(place)

(date)

Yours faithfully



(signature)

Attachments:

- *Curriculum vitae;*
- *List of managing and control offices held in other companies*

**SABRINA DELLE CURTI, ATTORNEY AT LAW**

*Born in Bassano del Grappa (VI) on 16 May 1975, Ms Delle Curti graduated in law magna cum laude from Università degli Studi di Parma in 2001.*

*Soon after graduating, she started her professional career at Bonelli Errede Pappalardo, a leading Italian law firm, where she mainly dealt with M&A operations in various industrial sectors, among which ICT, manufacturing, financial services, life-science, and food & beverage. She also developed a specific expertise in the field of capital markets, assisting various issuers in IPOs' operations and in the structuring of equity based forms of incentive in favour of the top management.*

*She also dealt with securitization operations, as well as non-transactional activities, advising leading Italian listed and non-listed companies on corporate and company law.*

*In 2008 she decided to carry on her professional career accepting a role as "in house" with Sopaf S.p.A., where she has been able to consolidate her capabilities and skills in the field of M&A, both domestic and cross-border, and of IPOs.*

*In 2011 she was appointed as General Counsel of Green Hunter S.p.A. and, in such role, she had the opportunity to gain a deep knowledge of the business of renewable energies and of the regulatory and environmental issues in connection with photovoltaic parks' operational activities. She has also managed various acquisitions of numerous photovoltaic parks, strengthening her competence in the M&A field relating to the energy sector. She has also held the position of Secretary of the Green Hunter S.p.A.'s Board of Directors and of its numerous subsidiaries.*

*In July 2015 she was appointed as General Counsel of Cerved Group and responsible for legal and company affairs. In September 2015 she was also appointed as member of the Board of Director of Cerved Information Solutions S.p.A.*

*Involved in social issues, she started a collaboration with Fondazione Doppia Difesa ONLUS, which offers support to women who are victims to violence, abuse and discrimination.*

*For many years she collaborated with the Department of Private Law of the Faculty of Economics of the University of Milan - Bicocca under Prof. Franceschelli's supervision.*

*In 2005 she was admitted to the bar at the Court of Appeals of Venice.*

## STATEMENT

The undersigned **Aurelio Regina**, born in Foggia (Italy) on 15/08/1963, in relation to his **candidature as Member of the Board of Directors of Cerved Information Solutions S.p.A.** (the “**Company**”), belonging to the slate to be presented by the Board of Directors in charge to the Ordinary Shareholders’ Meeting of the Company convened on 29<sup>th</sup> April 2016, in single call, pursuant to applicable law,

## ACCEPTS

the candidature as Member of the Board of Directors of **Cerved Information Solutions S.p.A.** and

## STATES

under his own responsibility:

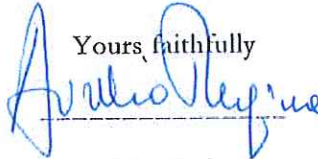
- to be aware of the requirements set forth by applicable laws and regulations and by the Company by-laws for holding the office as director;
- that, with regards to himself, there exist no causes of ineligibility, forfeiture and incompatibility to hold the office as member of the Board of Directors of the Company and the possession, for the same purpose, of the requirements set forth by the Company by-laws and by applicable laws;
- that he holds the good standing requirements established for members of control bodies under the regulation issued by the Italian Ministry of Justice pursuant to article 148, paragraph four, of Italian Legislative Decree no. 58 of 24 February 1998;
- NOT to fall within the circumstances provided under article 2390 of the Italian Civil Code;
- NOT to fall within the circumstances provided under article 38 of Italian Legislative Decree no. 163 of 12 April 2006 (Italian Public Procurement Code);
- that he holds the independence requirements set forth in article 148, paragraph three, of Italian Legislative Decree no. 58 of 24 February 1998;
- that he holds the independence requirements provided under the “Corporate Governance Code for Italian Listed Companies” (July 2015 edition) issued by Borsa Italiana S.p.A.’s Corporate Governance Committee (the “**Corporate Governance Code**”) to which the Company has adhered;
- that he is aware of the consequences ensuing from any deviation from the above requirements and/or conditions pursuant to applicable laws and regulations;
- that he can devote the necessary time to the performance of his duties as member of the Board of Directors of the Company, also taking into account the commitment relating to his own work and professional activities and the number of offices held as a member of the managing and/or control bodies of other companies.

The undersigned attaches his *curriculum vitae* containing exhaustive personal and professional information and the list of any relevant managing and control offices held in other companies, as of the date of this statement, pursuant to the Corporate Governance Code. The undersigned, furthermore, undertakes to promptly inform the Board of Directors of the Company about any future changes to the information rendered under this statement. Pursuant to Italian Legislative Decree of 30 June 2003 no. 196, the undersigned authorizes, in relation to the same purposes for which this statement is rendered, the treatment of his personal data and the publication of his *curriculum vitae* and of any other information required to be published, under applicable laws, regulations and by-laws provisions, in accordance with the terms and conditions established thereby.

Roma, 18 marzo 2016

(place)

(date)

Yours faithfully  
  
(signature)

Attachments:

- *Curriculum vitae;*
- *List of managing and control offices held in other companies*

**Aurelio Regina** is President and shareholder of Manifatture Sigaro Toscano and Partner of Egon Zehnder International, leading executive firm search.

After graduating in Political Sciences at LUISS University in Rome, he was assistant at the War School of the Italian Army for International Conflicts resolution methods and Global Strategy. In 1986 he worked at the UN Head Quarters in New York as assistant at the Permanent Mission of Italy to the United Nations, focusing on studies related to Middle East conflicts. In 1988 he joined Procter & Gamble, soon reaching the position of Manager of Communications and Relations with Public Institutions and Legislative Studies. In the same period of time he achieved a Master in Legislative Techniques at Istituto Superiore di Studi Legislativi and a Master in Advanced Finance at INSEAD in Fontainebleau. In 1991 he joined Philip Morris Group, major tobacco company, covering several roles within the organization (Corporate Affairs Director Italy, Managing Director of Philip Morris Corporate Services Inc. and Philip Morris Services Srl) and contributing to the significant enhancement of the company's presence in the Italian market. From 2008 to 2012 he was Chairman of Unindustria, the Industrialists Association of the Lazio Region and the city of Rome and Chairman of Confindustria Lazio.

In the past he was also Member Delegated of the Board of British American Tobacco Italy, one of the major players in the tobacco products industry, and also Chairman of the Board of Sistemi & Automazione S.p.A. and Member of the Board of Sviluppo Italia S.p.A., Sole 24 Ore Group and the famous luxury brand company, Valentino Fashion Group. From May 2012 to May 2014 he was Vice President and delegate for Energy and Economic Development of Confindustria, the Italian Industrialists Association and President of Network Globale, international company of Unioncamere Lazio.

He is currently Chairman of Fondazione Musica per Roma, the large multi-functional public music complex in Rome. He's also Vice President of Center for American Studies, Member of the Board of Aspen Institute Italy and Vice President of Credit Suisse Italy S.p.A.

Rome, 17th March 2016

<b>Aurelio Regina</b>	CREDIT SUISSE (ITALY) S.P.A.	Vice Chairman
	EGON ZEHNDER INTERNATIONAL S.P.A.	Director
	MANIFATTURE SIGARO TOSCANO S.P.A.	Chairman of the board of directors
	FONDAZIONE MUSICA PER ROMA	Chairman of the board of directors
	CENTRO STUDI AMERICANI	Chairman
	ASPEN INSTITUTE ITALIA	Director



## STATEMENT

The undersigned **Mara Anna Rita Caverni**, born in Milan (Italy) on 23/05/1962, in relation to her candidature as **Member of the Board of Directors of Cerved Information Solutions S.p.A.** (the “**Company**”), belonging to the slate to be presented by the Board of Directors in charge to the Ordinary Shareholders’ Meeting of the Company convened on 29<sup>th</sup> April 2016, in single call, pursuant to applicable law,

## ACCEPTS

the candidature as Member of the Board of Directors of **Cerved Information Solutions S.p.A.** and

## STATES

under her own responsibility:

- to be aware of the requirements set forth by applicable laws and regulations and by the Company by-laws for holding the office as director;
- that, with regards to herself, there exist no causes of ineligibility, forfeiture and incompatibility to hold the office as member of the Board of Directors of the Company and the possession, for the same purpose, of the requirements set forth by the Company by-laws and by applicable laws;
- that she holds the good standing requirements established for members of control bodies under the regulation issued by the Italian Ministry of Justice pursuant to article 148, paragraph four, of Italian Legislative Decree no. 58 of 24 February 1998;
- NOT to fall within the circumstances provided under article 2390 of the Italian Civil Code;
- NOT to fall within the circumstances provided under article 38 of Italian Legislative Decree no. 163 of 12 April 2006 (Italian Public Procurement Code);
- that she holds the independence requirements set forth in article 148, paragraph three, of Italian Legislative Decree no. 58 of 24 February 1998;
- that she holds the independence requirements provided under the “Corporate Governance Code for Italian Listed Companies” (July 2015 edition) issued by Borsa Italiana S.p.A.’s Corporate Governance Committee (the “**Corporate Governance Code**”) to which the Company has adhered;
- that she is aware of the consequences ensuing from any deviation from the above requirements and/or conditions pursuant to applicable laws and regulations;
- that she can devote the necessary time to the performance of his duties as member of the Board of Directors of the Company, also taking into account the commitment relating to her own work and professional activities and the number of offices held as a member of the managing and/or control bodies of other companies.

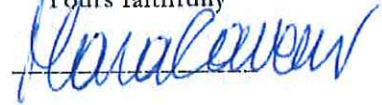
The undersigned attaches her *curriculum vitae* containing exhaustive personal and professional information and the list of any relevant managing and control offices held in other companies, as of the date of this statement, pursuant to the Corporate Governance Code. The undersigned, furthermore, undertakes to promptly inform the Board of Directors of the Company about any future changes to the information rendered under this statement. Pursuant to Italian Legislative Decree of 30 June 2003 no. 196, the undersigned authorizes, in relation to the same purposes for which this statement is rendered, the treatment of her personal data and the publication of her *curriculum vitae* and of any other information required to be published, under applicable laws, regulations and by-laws provisions, in accordance with the terms and conditions established thereby.

Milano, 18 marzo 2016

(place)

(date)

Yours faithfully



(signature)

Attachments:

- *Curriculum vitae;*
- *List of managing and control offices held in other companies*

## CURRICULUM VITAE

### Personal details and professional qualification

Name: Mara Anna Rita Caverni  
Date of birth: May 23, 1962  
Place of birth: Milan, Italy  
Nationality: Italian  
Place of residence: Arese, Italy

### Education

- Graduated from "Università L. Bocconi", Milan – Degree in Economics and Finance
- Visiting professor – Master in Merchant Banking at LIUC university till 2010, co-author of a number of publications covering M&A, Private Equity and Due Diligence subjects
- Chartered accountant ("Dottore Commercialista") and chartered auditor ("Revisore Legale dei Conti")
- Languages: Native Italian, fluent English and French

### Professional background

- 2012: Managing Partner and founder of New Deal Advisors SpA
- Independent Director at:
  - Snai SpA (from April 2013)
  - Anima Holding SpA ( chairman of the Internal Control Committee )
  - Anima SGR SpA
  - Cerved Information Solutions SpA (since May 2014)
  - ERG SpA (since May 2015)
- 2008: Is part of a "Ready-for-board women" list
- 2005-2011: Head of Private Equity for Italy, and member of PricewaterhouseCoopers global Private Equity team
- 2003-2005: Head of PricewaterhouseCoopers European Private Equity Transactions
- 1999: admitted to partnership in PricewaterhouseCoopers, Italy
- International experiences: Paris (1993), PwC; London (1998), PwC Transaction Services; CFO of a subsidiary of a multinational group (1994-1996)

### Publications

- AA.VV. Memento Contabile IPSOA – Francis Lefebvre
- AA.VV. Finanza D'impresa – Edizioni ISPOA
- AA.VV. Manuale del Management Buy Out – Edizioni Bancaria Editrice
- Private Equity e Venture Capital (collaborazione a 1 capitolo)- Edizioni Guerini Studio
- AA.VV. Le Acquisizioni Societarie – Zanichelli Editore.

Mara Anna Rita Caverni	ANIMA HOLDING SPA	Independent Director, Chairman of the control and risk committee, member of the Related Party Committee
	ANIMA SGR	Independent Director, Chairman of Audit Committee and risks, a member of the Independent Directors Committee
	SNAI SPA	Independent Director, member of the control and risk committee, "lead independent director" and Chairman of the Related Party Committee
	ERG SPA	Independent Director, Member of Audit Committee and risks, a member of the Nominating and Compensation Committee

## STATEMENT

The undersigned Giulia Bongiorno, born in Palermo (Italy) on 22/03/1966, in relation to her candidature as Member of the Board of Directors of Cerved Information Solutions S.p.A. (the "Company"), belonging to the slate to be presented by the Board of Directors in charge to the Ordinary Shareholders' Meeting of the Company convened on 29<sup>th</sup> April 2016, in single call, pursuant to applicable law,

## ACCEPTS

the candidature as Member of the Board of Directors of Cerved Information Solutions S.p.A. and

## STATES

under her own responsibility:

- to be aware of the requirements set forth by applicable laws and regulations and by the Company by-laws for holding the office as director;
- that, with regards to herself, there exist no causes of ineligibility, forfeiture and incompatibility to hold the office as member of the Board of Directors of the Company and the possession, for the same purpose, of the requirements set forth by the Company by-laws and by applicable laws;
- that she holds the good standing requirements established for members of control bodies under the regulation issued by the Italian Ministry of Justice pursuant to article 148, paragraph four, of Italian Legislative Decree no. 58 of 24 February 1998;
- NOT to fall within the circumstances provided under article 2390 of the Italian Civil Code;
- NOT to fall within the circumstances provided under article 38 of Italian Legislative Decree no. 163 of 12 April 2006 (Italian Public Procurement Code);
- that she holds the independence requirements set forth in article 148, paragraph three, of Italian Legislative Decree no. 58 of 24 February 1998;
- that she holds the independence requirements provided under the "Corporate Governance Code for Italian Listed Companies" (July 2015 edition) issued by Borsa Italiana S.p.A.'s Corporate Governance Committee (the "Corporate Governance Code") to which the Company has adhered;
- that she is aware of the consequences ensuing from any deviation from the above requirements and/or conditions pursuant to applicable laws and regulations;
- that she can devote the necessary time to the performance of his duties as member of the Board of Directors of the Company, also taking into account the commitment relating to her own work and professional activities and the number of offices held as a member of the managing and/or control bodies of other companies.

The undersigned attaches her *curriculum vitae* containing exhaustive personal and professional information and the list of any relevant managing and control offices held in other companies, as of the date of this statement, pursuant to the Corporate Governance Code. The undersigned, furthermore, undertakes to promptly inform the Board of Directors of the Company about any future changes to the information rendered under this statement. Pursuant to Italian Legislative Decree of 30 June 2003 no. 196, the undersigned authorizes, in relation to the same purposes for which this statement is rendered, the treatment of her personal data and the publication of her *curriculum vitae* and of any other information required to be published, under applicable laws, regulations and by-laws provisions, in accordance with the terms and conditions established thereby.

Roma, 23.03.2016

(place)

(date)

Yours faithfully

(signature)

Attachments:

- *Curriculum vitae;*
- *List of managing and control offices held in other companies*



# Avv. Giulia Bongiorno



## Palermo, 22 March 1966

Born into a family of civil law practitioners, Giulia Bongiorno graduated in law with top marks in 1989 and qualified as a lawyer in July 1992, winning the Toga d'Oro (awarded to the best newly qualified lawyers). In 1995 she joined the defence team of Life Senator Giulio Andreotti in the renowned trials in Palermo and Perugia. As well as founding her own legal firm in 2002, she is a member of the Rome Bar at the Court of Cassation and other higher courts several years, assisting parties in preparing appeals and in hearings at the Court of Cassation. Giulia has defended well-known people from the worlds of finance, politics, sport and entertainment, including cases with a high profile in the media. She regularly provides assistance to multinationals and Italian companies operating in various fields (e.g. automotive, banking, energy, pharmaceuticals, finance, IT, infrastructure, fashion), as well as primary Italian and foreign Banks. Her chosen area of work is corporate criminal law. She has defended numerous directors and managers in high-profile criminal cases of corporate, bankruptcy, banking, finance, tax, computer, urban planning, environmental and customs offences. She has provided consultancy and assistance on data protection law, money laundering and criminal offences under Articles 55 et seq. Legislative Decree. n. 231/2007. She has also acted as legal counsel in a large number of cases of crimes against the public administration, property, public faith, public safety and commerce, for crimes committed with the press, and for unlawful acts in the medical/surgery profession. Then, she gained significant experience in the field of public safety laws.

In addition to drafting and updating the organizational and management models required by Legislative Decree 231/2001 (administrative liability), Giulia Bongiorno provides extra-judicial advisory services to businesses (criminal law known as preventive law) in mergers, acquisitions and restructuring operations, assisting clients in their investment strategy in Italy. She has defended legal entities and associations affected by crime in numerous criminal cases, helping the damaged parties to bring a civil action. Giulia Bongiorno deals with proceedings before the sports law authorities. She has held important elected offices and played key roles inside various bodies and companies, and in 2006 was appointed legal advisor to the CONI. After being elected to the Chamber of Deputies from 2006 to 2013 (XV and XVI governments), she was (confirmed) chairman of the Justice Commission (2008-2013), a member of the parliamentary committee for prosecutions and a member of the Appeals Board (jurisdictional body of the Chamber of Deputies). On 26 October 2012 Giulia Bongiorno joined the Board of Directors of Juventus FC as an independent director. Since June 2013 she has been chairman of the Supervisory Board at Terna Plus. Giulia Bongiorno is heavily involved in social issues, and in 2007 she and Michelle Hunziker set up the Fondazione Doppia Difesa, which offers support to women victims of violence, abuse and discrimination.

Giulia Bongiorno has published "*Nient'altro che la verità. Come il processo Andreotti ha cambiato la mia vita*"

[Nothing but the Truth: How the Andreotti trial changed my life] (Rizzoli, 2005

<http://libri.rizzoli.rcslibri.it/sclibro.php?isbn=17008427> ) and, with Michelle Hunziker, "*Con la scusa dell'amore*"

[With the Excuse of Love]

(Longanesi, 2013 [http://www.longanesi.it/scheda.asp?editore=Longanesi&idlibro=7830&titolo=CON+LA+SCUSA+](http://www.longanesi.it/scheda.asp?editore=Longanesi&idlibro=7830&titolo=CON+LA+SCUSA+DELL'AMORE)

[DELL'AMORE](http://www.longanesi.it/scheda.asp?editore=Longanesi&idlibro=7830&titolo=CON+LA+SCUSA+DELL'AMORE) ). Together with magistrate Roberto Garofoli, she edited "*Casi di penale. Atti e pareri*" [Criminal Cases: Deeds and Opinions] (Nel Diritto, 2007), published in the Avvocato series, designed for training aspiring lawyers.

Giulia Bongiorno	JUVENTUS FC	INDEPENDENT DIRECTOR
	TERNA PLUS	CHAIRMAN OF THE SUPERVISORY BOARD (pursuant to legislative decree no. 231 of 2001)



## STATEMENT

The undersigned **Arabella Caporello**, born in Ortona (Italy) on 20/09/1972, in relation to her **candidature as Member of the Board of Directors of Cerved Information Solutions S.p.A.** (the "**Company**"), belonging to the slate to be presented by the Board of Directors in charge to the Ordinary Shareholders' Meeting of the Company convened on 29<sup>th</sup> April 2016, in single call, pursuant to applicable law,

## ACCEPTS

the candidature as Member of the Board of Directors of **Cerved Information Solutions S.p.A.** and

## STATES

under her own responsibility:

- to be aware of the requirements set forth by applicable laws and regulations and by the Company by-laws for holding the office as director;
- that, with regards to herself, there exist no causes of ineligibility, forfeiture and incompatibility to hold the office as member of the Board of Directors of the Company and the possession, for the same purpose, of the requirements set forth by the Company by-laws and by applicable laws;
- that she holds the good standing requirements established for members of control bodies under the regulation issued by the Italian Ministry of Justice pursuant to article 148, paragraph four, of Italian Legislative Decree no. 58 of 24 February 1998;
- NOT to fall within the circumstances provided under article 2390 of the Italian Civil Code;
- NOT to fall within the circumstances provided under article 38 of Italian Legislative Decree no. 163 of 12 April 2006 (Italian Public Procurement Code);
- that she holds the independence requirements set forth in article 148, paragraph three, of Italian Legislative Decree no. 58 of 24 February 1998;
- that she holds the independence requirements provided under the "Corporate Governance Code for Italian Listed Companies" (July 2015 edition) issued by Borsa Italiana S.p.A.'s Corporate Governance Committee (the "**Corporate Governance Code**") to which the Company has adhered;
- that she is aware of the consequences ensuing from any deviation from the above requirements and/or conditions pursuant to applicable laws and regulations;
- that she can devote the necessary time to the performance of his duties as member of the Board of Directors of the Company, also taking into account the commitment relating to her own work and professional activities and the number of offices held as a member of the managing and/or control bodies of other companies.

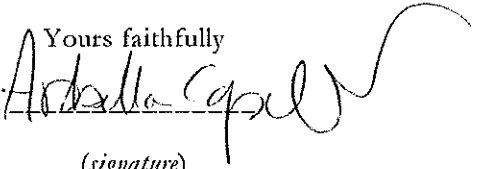


The undersigned attaches her *curriculum vitae* containing exhaustive personal and professional information and the list of any relevant managing and control offices held in other companies, as of the date of this statement, pursuant to the Corporate Governance Code. The undersigned, furthermore, undertakes to promptly inform the Board of Directors of the Company about any future changes to the information rendered under this statement. Pursuant to Italian Legislative Decree of 30 June 2003 no. 196, the undersigned authorizes, in relation to the same purposes for which this statement is rendered, the treatment of her personal data and the publication of her *curriculum vitae* and of any other information required to be published, under applicable laws, regulations and by-laws provisions, in accordance with the terms and conditions established thereby.

Milano, 22 marzo 2016

(place)

(date)

Yours faithfully  
  
(signature)

Attachments:

- *Curriculum vitae;*
- *List of managing and control offices held in other companies*

## **Arabella Caporello**

### ***Curriculum Vitae***

---

Date of Birth: 20 Sept 1972 Ortona (CH) Italy  
Current address: via Zorzi, 4- 6900 Paradiso- Lugano -Switzerland  
Telephone: +39 348 5104572 (Italian mobile)  
e-mail: arabella.caporello@gmail.com

---

### **Professional Experiences**

- **April 2014-November 2015: Investindustrial Funds - Lugano**  
**Senior Vice President**

Responsible of (i) Services and Concession sector (ii) Financial Institution Group and (iii) Luxury Industry.

Main projects:

**Integration between SNAI Group and Cogemat Group**– still under process – expected to be completed by mid November 15. [ size €900 mln EV]

SNAI's Issue of €110 mln Senior Secured Notes on July 2015.

SNAI is one of the major national leading players in the gaming sector, listed in the Italian Stock Exchange, operating as concessionaire for the State and as services provider for smaller entities. Cogemat Group is one of the Italian leading concessionaires operating in the gaming sector, which main business is represented by the management of a gaming machines network ("AWPs" and "VLT") with an aggregate market share up to 9%;

- **June 2012-March 2014: Banca Popolare di Milano S.c.a.r.l**  
**Executive Assistant of the Board of Directors** ("Consiglio di Gestione").

Job profile almost consists of analyzing and structuring extraordinary transactions for the bank, including the disposal of non-core asset. Three main projects for the bank I was responsible of were:

the change of legal status of BPM from a "*società cooperativa a responsabilità limitata*" to a "*società per azioni*" (failed in April 2013)

**€ 500 mln Rights Issue of BPM** executed on 2Q14

**€1 bn IPO of Anima Holding** executed on April 14; BPM owned 35% of Anima alongside Clessidra Private Equity and Banca Monte Paschi with respectively 37% and 21% .

Deputy manager of BPM's Private Equity portfolio (size € 300 mln);

Until 6 March 2014 board member of Anima Holding and Anima S.G.R.

Until March 2014 board member of Aedes BPM S.G.R. and member of the Advisory Board of F2i.

- **October 2006- May 2012: Investindustrial Advisors Spa advisor to Investindustrial Funds**  
**Vice President**

Responsible of all activities behind investment execution; such activities include the negotiation and acquisition phase, the monitoring and divestment phases, the coordination of the team of associates and analysts; I directly reported to the Senior Partners of Investindustrial.

I've been involved in the acquisition or disposal of following Investindustrial portfolio companies:

- [December 2011] sale of 100% of Permasteelisa to the Japan based Lixil Group (GS Group).  
As part of a broader team, I've been involved in any aspect of the investment disposal, from the negotiation of the share purchase agreement to the entire execution of the closing phase.
- [October 2011- December 2011] acquisition of 8,6% of Banca Popolare di Milano.  
In this project I covered all legal matters, in particular the introduction of the new governance of the bank based on the dual system and the influence of such new governance on the management of the bank. I was also responsible for the co-investment agreement with certain equity providers who have invested alongside Investindustrial into the deal.
- [March 2011- Sept 2011 ] Public to Private of Gruppo Coin (fashion retail industry/department store)- Investindustrial invested alongside BC Partners;  
The deal has been structured through the private purchase of 78,8% of the Gruppo Coin Spa followed by the launch of a mandatory tender offer over the remaining 21,2% of shares. Tender offer completed on September with 100% of acceptance rate. The Company has been consequently de-listed.

For this project – which is a minority investment for Investindustrial- I've been in charge of:

- Review of the Vendor and Buyer Due Diligence documentation;
  - Structure and negotiation of the Shareholders Agreement;
  - Structure and negotiation of the PIK Note instrument issued by Investindustrial to provide a portion of financial resources needed to support the Coin buy-out;
  - Corporate and tax structure of Investindustrial investment.
- [2009 October - 2010 February] Public to Private of Permasteelisa Spa (Curtain Wall Industry);  
The deal was structured through the private purchase of 66,3% of the Permasteelisa capital followed by the launch of a mandatory tender offer over the remaining 33,7% of shares.

For this project I was in charge of:

- Due Diligence phase;
  - Five years Business Plan, also to support the financing banks;
  - Corporate and tax structuring;
  - Negotiation of the Share Purchase Agreement and Shareholders Agreement.
  - Negotiation of the Financing Agreement;
  - Documentation to support the mandatory tender offer ;
  - Stock Option plan.
- [2008 January] Acquisition of 60% of Zero9 Group (digital contents for mobile operators)

For this project I was in charge of:

- Due Diligence phase;
  - Business Plan;
  - Corporate and tax structuring;
  - Negotiation of the Share Purchase Agreement and Shareholders Agreement.
- **September 2005 to September 2006: Humanitas Group** (private hospital business of the Techint Group)  
**Head of Group Business Development**  
Left Humanitas Group following the shareholders decision to not pursue any more an European expansion strategy through acquisitions.
  - **July 1999- September 2005 : Advent International – Global Private Equity Funds**  
**Senior Associate.**

Investment track records are the following:

- Acquisition of Argenta Group ( Vending Industry) – June 2005
- Acquisition of Avip Group (Outdoor Advertising) – September 2004
- Acquisition of Italtel Spa in partnership with Cisco and Clayton Dubilier & Rice – December 2000

Among the Advent investment sectors, I was in charge of the Italian Healthcare industry.

- **February 1998 – June 1999: Gallo & C.** (Gruppo Meliorbanca)- M&A Division and Private Equity **Financial Analyst**.  
Main project: Colombo Gas Group, a “buy and build” project in the natural gas distribution industry in North of Italy.
- **Nov 1997 – Jan 1998: General Electric – Nuovo Pignone – Florence**  
**Financial Analyst in the Quality Finance Division** – (Six Sigma Total Quality GE Project). Member of the Financial Management Program.
- **Jan 1997 – Oct 1997: Studio Miglietta & Associati:** Practice to be qualified as Chartered Accountant.

### **Educational experience**

- **Sept 1986 – June 1991: Maturità Scientifica** - Liceo Scientifico “A.Orsini” Ascoli Piceno – Italy.
- **Nov 1991- April 1996: Degree in Business and Administration** - Università Cattolica del Sacro Cuore di Milano. Graduation: 110 cum laudae. Final dissertation in Corporate Finance titled “The Creation of value through tax planning: the role of the holding companies”.

**Languages:** Italian (mother tongue) – English : Fluent.

Autorizzo il trattamento dei dati personali contenuti nel mio curriculum vitae in base all’articolo 13 del D. lgs. 196/2003.

*Arabella Caporello*

Officers List Caporello Arabella

- CEO of Olivo Srl
- Vice President of the Executive Council Cultural Foundation EYU

## STATEMENT

The undersigned Simona Pesce, born in Lugano (Switzerland) on 24/05/1966, in relation to her candidature as Member of the Board of Directors of Cerved Information Solutions S.p.A. (the "Company"), belonging to the slate to be presented by the Board of Directors in charge to the Ordinary Shareholders' Meeting of the Company convened on 29<sup>th</sup> April 2016, in single call, pursuant to applicable law,

## ACCEPTS

the candidature as Member of the Board of Directors of Cerved Information Solutions S.p.A. and

## STATES

under her own responsibility:

- to be aware of the requirements set forth by applicable laws and regulations and by the Company by-laws for holding the office as director;
- that, with regards to herself, there exist no causes of ineligibility, forfeiture and incompatibility to hold the office as member of the Board of Directors of the Company and the possession, for the same purpose, of the requirements set forth by the Company by-laws and by applicable laws;
- that she holds the good standing requirements established for members of control bodies under the regulation issued by the Italian Ministry of Justice pursuant to article 148, paragraph four, of Italian Legislative Decree no. 58 of 24 February 1998;
- NOT to fall within the circumstances provided under article 2390 of the Italian Civil Code;
- NOT to fall within the circumstances provided under article 38 of Italian Legislative Decree no. 163 of 12 April 2006 (Italian Public Procurement Code);
- that she holds the independence requirements set forth in article 148, paragraph three, of Italian Legislative Decree no. 58 of 24 February 1998;
- that she holds the independence requirements provided under the "Corporate Governance Code for Italian Listed Companies" (July 2015 edition) issued by Borsa Italiana S.p.A.'s Corporate Governance Committee (the "Corporate Governance Code") to which the Company has adhered;
- that she is aware of the consequences ensuing from any deviation from the above requirements and/or conditions pursuant to applicable laws and regulations;
- that she can devote the necessary time to the performance of his duties as member of the Board of Directors of the Company, also taking into account the commitment relating to her own work and professional activities and the number of offices held as a member of the managing and/or control bodies of other companies.

The undersigned attaches her *curriculum vitae* containing exhaustive personal and professional information and the list of any relevant managing and control offices held in other

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Courtesy Translation

companies, as of the date of this statement, pursuant to the Corporate Governance Code. The undersigned, furthermore, undertakes to promptly inform the Board of Directors of the Company about any future changes to the information rendered under this statement. Pursuant to Italian Legislative Decree of 30 June 2003 no. 196, the undersigned authorizes, in relation to the same purposes for which this statement is rendered, the treatment of her personal data and the publication of her *curriculum vitae* and of any other information required to be published, under applicable laws, regulations and by-laws provisions, in accordance with the terms and conditions established thereby.

Milano, 21 marzo 2016

(place)

(date)

Yours faithfully



(signature)

Attachments:

- *Curriculum vitae;*
- *List of managing and control offices held in other companies*



**SIMONA PESCE**  
*Via Tortona 12, 20144 Milan - Italy*  
*simpesce@gmail.com*

### **SUMMARY OF QUALIFICATIONS**

With a strong academic background I have over 20 years of experience in developing and implementing global corporate governance and/or compliance models in highly regulated environments, as well as establishing and fostering relationships with stakeholders and regulators.

- Managed a worldwide staff of compliance professionals
- Expertise in various global regulatory requirements
- Change management
- Extensive merger and acquisition expertise
- Managed public listings on a global scale
- Led global restructuring efforts

### **PROFESSIONAL EXPERIENCE**

<b>Pentagram Group SA - Lugano</b> <i>External Corporate Advisor for Institutional Investors</i>	2015 - present
<b>Banca Intesa Sanpaolo SpA - London and Milan</b> <i>Head of Corporate &amp; Investment Banking International Compliance</i>	2011 - 2014
<b>Servizi Emittenti Quotati Srl – Milan</b> <i>Founding Partner</i>	2007 - 2011
<b>Parmalat SpA - Parma</b> <i>Head of Corporate and Regulatory Affairs</i>	2005 - 2007
<b>Compass Group Plc – Milan</b> <i>Head of Legal, Corporate and Regulatory Affairs</i>	2003 - 2005
<b>Fastweb SpA – Milan</b> <i>Head of Legal, Corporate and Regulatory Affairs</i>	2001 - 2002
<b>RCS MediaGroup S.p.A – Milan</b> <i>Head of Legal and Corporate Affairs</i>	2000 - 2001
<b>Autogrill SpA - Milan</b> <i>Head of Corporate Affairs</i>	1998 - 2000
<b>Finanza &amp; Futuro SpA – Deutsche Bank Group-Milan</b> <i>Legal and Corporate Affairs department</i>	1995 – 1997

### **EDUCATIONAL BACKGROUND**

1998, Degree in Law, Università Statale – Milan – Italy  
1992, Degree in Political Sciences, Università Statale – Milan – Italy

### **LANGUAGES**

English, French and German