



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

ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETING HELD ON 16TH APRIL 2019

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 2018; presentation of the consolidated financial statements at 31 December 2018; the Directors', the Board of Statutory Auditors' and the Independent Auditor's reports; allocation of the profit for the year and distribution of the dividend; related and consequent resolutions.

Shares present at the meeting when the vote was opened no. 137,617,448 equal to 70.474% of the no. 195,274,979 shares with voting rights.

The voting result was the following:

Vote result

	no. shares	% present capital
Votes for	128,868,015	93.642%
Votes Against	1	0.000%
Abstentions	6,672,757	4.849%
No votes	2,076,675	1.509%
Total shares	137,617,448	100.000%

Item 2 of the agenda – ordinary part

2. Proposal to distribute part of the share premium; related and consequent resolutions.

Shares present at the meeting when the vote was opened no. 137,617,448 equal to 70.474% of the no.195,274,979 shares with voting rights.

The voting result was the following:

Vote result

	no. shares	% present capital
Votes for	135,457,020	98.430%
Votes Against	751	0.001%
Abstentions	83,002	0.060%
No votes	2,076,675	1.509%
Total shares	137,617,448	100.000 %

Item 3 of the agenda – ordinary part

3. Remuneration Report pursuant to Article 123-ter, paragraph 6 of Legislative Decree 58/98; related and consequent resolutions.

Shares present at the meeting when the vote was opened no. 137,617,448 equal to 70.474% of the no.195,274,979 shares with voting rights.

The voting result was the following:

Vote result

	no. shares	% present capital
Votes for	106,534,633	77.414%
Votes Against	16,060,216	11.670%
Abstentions	12,945,924	9.407%
No votes	2,076,675	1.509%
Total shares	137,617,448	100.000 %

Item 4 of the agenda – ordinary part

4. 2022-2024 incentive plan concerning ordinary shares of Cerved Group S.p.A. called "Performance Share Plan 2022-2024" reserved for the management and directors of the Company and its subsidiaries in accordance with Article 93 of Legislative Decree 58/1998; related and consequent resolutions.

Shares present at the meeting when the vote was opened no. 137,617,448 equal to 70.474% of the no.195,274,979 shares with voting rights.

The voting result was the following:

Vote result

	no. shares	% present capital
Votes for	86,104,870	62.568%
Votes Against	37,980,824	27.599%
Abstentions	11,761,528	8.547%
No votes	1,770,226	1.286%
Total shares	137,617,448	100.000 %

Item 5 of the agenda – ordinary part

5. Authorisation for purchase and sale of treasury shares, after revocation of the previous authorisation granted by the shareholders' meeting on 9 April 2018; related and consequent resolutions.

Shares present at the meeting when the vote was opened no. 140,640,949 equal to 72.022% of the no.195,274,979 shares with voting rights.

The voting result was the following:

Vote result

	no. shares	% present capital
Votes for	138,355,904	98.375%
Votes Against	124,866	0.089%
Abstentions	83,504	0.059%
No votes	2,076,675	1.477%
Total shares	140,640,949	100.000 %

Item 6 of the agenda – ordinary part

6. Appointment of the Board of Directors:
a. determination of the number of members of the Board of Directors;
b. determination of the term of office of the Board of Directors;
c. appointment of the members of the Board of Directors;
d. determination of the remuneration of the members of the Board of Directors.
Related and consequent resolutions.

Item 6.a. of the agenda – ordinary part

6.a. determination of the number of members of the Board of Directors;

Shares present at the meeting when the vote was opened no. 140,640,949 equal to 72.022% of the no.195,274,979 shares with voting rights.

The voting result was the following:

Vote result

	no. shares	% present capital
Votes for	138,663,113	98.594%
Votes Against	124,116	0.088%
Abstentions	83,004	0.059%
No votes	1,770,716	1.259%
Total shares	140,640,949	100.000 %

Item 6.b. of the agenda – ordinary part

6.b. determination of the term of office of the Board of Directors;

Shares present at the meeting when the vote was opened no. 140,640,949 equal to 72.022% of the no.195,274,979 shares with voting rights.

The voting result was the following:

Vote result

	no. shares	% present capital
Votes for	138,148,713	98.228%
Votes Against	332,068	0.236%
Abstentions	83,003	0.059%
No votes	2,077,165	1.477%
Total shares	140,640,949	100.000 %

Item 6.c. of the agenda – ordinary part

6.c. appointment of the members of the Board of Directors;

Shares present at the meeting when the vote was opened no. 140,640,949 equal to 72.022% of the no.195,274,979 shares with voting rights.

The voting result was the following:

Vote result

	no. shares	% present capital
List no. 1 ⁽¹⁾	67,175,226	47.76%
List no. 2 ⁽²⁾	7,857,739	5.587%
List no. 3 ⁽³⁾	16,574,694	11.785%
List no. 4 ⁽⁴⁾	48,590,609	34.549%
Votes Against	442,178	0.314%
Abstentions	3	0.000%
No votes	500	0.000%
Total shares	140,640,949	100.000 %

(1) List filed by the outgoing Board of Directors.

(2) List filed by Gruppo Mutuonline

(3) List filed by a group of shareholders headed by Alatus

(4) List filed by institutional investors

List of the appointed candidates as members of the Board of Directors

The Board of Directors, which will remain in office for the financial years 2019-2020-2021, is the following:

	Independent ⁽¹⁾	LIST
Gianandrea Edoardo De Bernardis		1
Andrea Mignanelli		1
Sabrina Delle Curti		1
Fabio Cerchiali	✓	1
Mara Anna Rita Caverni	✓	1
Aurelio Regina	✓	1
Umberto Carlo Maria Nicodano		1
Andrea Casalini	✓	1
Alessandra Stabilini	✓	1
Valentina Montanari	✓	4
Mario Francesco Pitto	✓	3

(¹) Indicated as independent pursuant to Art. 147-ter, paragraph 4, and 148, paragraph 3 of the Legislative Decree no. 58/1998 and the Art. 3 of the Listed Companies' Corporate Governance Code.

Item 6.d. of the agenda – ordinary part

6.d. determination of the remuneration of the members of the Board of Directors;

Shares present at the meeting when the vote was opened no. 140,640,949 equal to 72.022% of the no.195,274,979 shares with voting rights.

The voting result was the following:

Vote result

	no. shares	% present capital
Votes for	131,907,229	93.790%
Votes Against	1	0.000%
Abstentions	6,656,544	4.733%
No votes	2,077,175	1.477%
Total shares	140,640,949	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, for five years from the date of the resolution, with the power to increase the share capital, free of charge and including in one or more tranches, in accordance with Article 2349 of the Italian Civil Code, for a maximum amount of Euro 1,263,028.43, to be allocated entirely to the capital, to be assigned to the beneficiaries of the 2022-2024 incentive plan concerning ordinary shares of Cerved Group S.p.A. entitled “Performance Share Plan 2022-2024”; 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. 140,640,949 equal to 72.022% of the no.195,274,979 shares with voting rights.

The voting result was the following:

Vote result

	no. shares	% present capital
Votes for	81,388,666	57.870 %
Votes Against	47,239,685	33.589 %
Abstentions	9,935,923	7.065 %
No votes	2,076,675	1.477%
Total shares	140,640,949	100.000 %