



Cerved Group S.p.A

Registered office at Via dell'Unione Europea n. 6A/6B – San Donato Milanese (MI)
Share Capital Euro 50,521,142.00 fully paid in
Companies Register of Milan Monza Brianza Lodi, Taxpayer Identification Number and VAT
Registration Number: 08587760961
Administrative Business Register (REA) No. 2035639
Institutional website: <http://company.cerved.com>

Explanatory Report of the Board of Directors of Cerved Group S.p.A.
on the **fourth item** on the agenda of the ordinary Shareholders' Meeting convened for 27 April
2021, on a single call

ITEM NO. 4 ON THE AGENDA

APPOINTMENT OF THE INDEPENDENT AUDITOR FOR THE PERIOD 2023-2031 AND DETERMINATION OF THE FEE. RELATED AND CONSEQUENT RESOLUTIONS.

Shareholders,
the Board of Directors of Cerved Group S.p.A. (the “**Company**”) has convened you here to propose you to appoint the independent auditor for the period 2023-2031 and to determine the fee.

The approval of the annual financial statements of the Company at 31 December 2022 shall see the expiry of the mandate of the independent auditor conferred on 25 March 2014, effective from the date of submission of the request for the Company’s admission to trading on the Mercato Telematico (i.e. 24 June 2014), on PricewaterhouseCoopers S.p.A. by the Meeting on 25 March 2014 for the financial years 2014-2022.

It is therefore necessary to appoint new independent auditor for the financial years 2023-2031, in compliance with the provisions laid down in:

- Legislative Decree no. 39 of 27 January 2010, as subsequently amended and supplemented (the “**Decree**”); and
- European Regulation 537/2014 (the “**Regulation**”), regarding public-interest entities and the independent audit of public-interest entities.

In particular, it should be recalled that, in accordance with the aforementioned legislation, (i) the assignment may not be conferred again on the outgoing auditor, unless at least four financial years have elapsed since the end of the current term of office; and (ii) the new appointment as independent auditor must be made through a suitable selection procedure.

Moreover, in order to (i) guarantee a period of alternation between the outgoing auditor and the future auditor and allow a suitable scheduling of the independent auditing activities by the latter, and (ii) put the incoming independent auditor in a position to comply with the cooling-in period stipulated in the Regulation with respect to the services indicated in Article 5, letter e), the Board of Directors, also following the established practice at Italian listed companies, deems it appropriate to submit the proposal for appointing the new independent auditor to the Shareholders’ Meeting in advance of the expiry of the current term of office.

You are therefore called to resolve on the appointment of new independent auditor for the financial years 2023-2031 and to determine its remuneration.

In accordance with the Decree and the Regulation, the Shareholders’ Meeting shall appoint the independent auditor and determine its remuneration, as well as any criteria for adjusting the consideration during the term of office, subject to a reasoned ‘recommendation’ from the supervisory body.

The Board of Statutory Auditors, as the Internal Control and Auditing Committee pursuant to Article 19 of the Decree, therefore carried out its activities in accordance with the applicable legislation.

In accordance with the Decree and the Regulation, the Board of Directors:

- analysed the investigation conducted by the Board of Statutory Auditors and examined its recommendation (attached to this Explanatory Report) regarding the appointment of independent auditor for the nine-year period 2023-2031 on E&Y S.p.A. (“**EY**”) or KPMG S.p.A. (“**KPMG**”);
- in consideration of the preference expressed by the Board of Statutory Auditors, in accordance with Article 16 of the Regulation, in favour of EY, as the company with the highest score following the evaluation procedure carried out and, therefore, considered most suitable for carrying out the assignment, as well as in line with the requirements identified by the Company, as reported in the recommendation appended to this Explanatory Report;

in its session held on 25 March 2021, it acknowledged the criteria adopted, the evaluations carried out and the conclusions expressed by the Board of Statutory Auditors and consequently resolved to submit to the Shareholders' Meeting the proposal for the conferment of the office of independent auditor for the financial years 2023-2031 on the company EY according to the conditions in the offer expressed by the aforementioned auditing company, the economic terms of which, together with those of the offer expressed by KPMG, are summarised below and detailed in the appended recommendation:

| | Summary of EY economic conditions | | Summary of KPMG economic conditions | |
|--|--------------------------------------|-----------------|--|------------------|
| | Hours | Fees (Euro) | Hours | Fees (Euro) |
| Auditing of the consolidated financial statements of the Cerved Group and the annual financial statements of Cerved Group S.p.A. | 2,830 | 192,500 | 3,279 | 238,000 |
| Verification that the accounts are being kept correctly | 160 | 10,800 | 42 | 2,800 |
| Limited audit of the abbreviated half-yearly consolidated financial statements of the Cerved Group | 900 | 61,200 | 853 | 61,900 |
| Limited quarterly audit of the interim report on operations at 31 March and 30 September | 1,000 | 68,000 | 802 | 58,200 |
| Voluntary annual audit of the consolidated financial statements of the CCMG Group | 170 | 11,500 | 174 | 12,600 |
| Limited audit of the consolidated non-financial declaration | 420 | 28,600 | 431 | 31,200 |
| Quoted for 'Audit-Related' activities | 72 | 5,000 | 109 | 7,400 |
| Independent auditing of the annual financial statements of the other Group companies | 6,855 | 421,900 | 5,858 | 394,400 |
| TOTAL | 12,407 | 799,500 | 11,548 | 806,500 |
| Further discount applied | | (40,000) | | (166,500) |
| Final total | 12,407 | 759,500 | 11,548 | 640,000 |

| | | |
|--------------------------|--------------------|----------------------|
| Hourly rate (€/h) | EY = €61.22 | KPMG = €55.42 |
|--------------------------|--------------------|----------------------|

It should be noted that the Board of Statutory Auditors, in its recommendation, highlighted that the offer submitted by KPMG is more advantageous from an economic perspective, generating savings for the entire duration of the mandate (nine years) of Euro 1,075,500. However, the Board of Statutory Auditors has also highlighted how the hours estimated by KPMG for the carrying out of the auditing activities are lower than those estimated by EY. In this regard, see the details provided in the table above.

The table below shows the final score awarded to the two auditing companies EY and KPMG, following the results derived from the qualitative/quantitative assessment.

| | EY | KPMG |
|---------------------------------------|-------------|-------------|
| TECHNICAL OFFER (qualitative aspects) | 6.76 | 6.63 |
| ECONOMIC OFFER (quantitative aspects) | 2.71 | 2.72 |
| TOTAL | 9.47 | 9.35 |

In this regard, it should be noted that the main factors of the offer resulting in the preference expressed for EY concern:

- the greater number of existing or expired assignments during the three-year period 2018-2020 at companies operating in the information services and Credit Management sector in Italy and in the EU;
- a better composition of the auditing team;
- the awarding of a higher score with reference to the technological instruments that support the auditing activities;

- the auditing approach, characterised by more contained materiality thresholds;
- a better ESG assessment.

With reference to the additional aspects concerning the economic component, please note that:

- both auditing companies have quantified the out-of-pocket expenses incurred in carrying out their work as a lump sum of 5% of the considerations;
- both auditing companies have made provision for the adjustment of their fees according to the percentage change in the annual cost of living index published by ISTAT. In particular, EY envisaged an ISTAT adjustment from 1 July 2024, while KPMG opted for 1 July 2023;
- both offers excluded adjustments of the consideration, except in the case of ‘exceptional circumstances’ likely to cause a change to the scope of the audit (e.g. following the incorporation of further companies).

Therefore, first and foremost, the Board of Directors submits the following **motion for resolution** to be approved by you:

“The Shareholders’ Meeting of Cerved Group S.p.A., having assembled as an ordinary meeting,

- *having acknowledged that, with the approval of the financial statements at 31 December 2022, the mandate of the independent auditor conferred for the period 2014-2022 on the auditing firm PricewaterhouseCoopers S.p.A. will expire;*
- *having examined the Board of Directors’ proposal based on the reasoned recommendation of the Board of Statutory Auditors, as the ‘Internal Control and Auditing Committee’ containing the description of the offers submitted by the auditing firms EY and KPMG and in consideration of the preference expressed by the latter;*

resolves

- 1) *to appoint the company EY as independent auditor of Cerved Group S.p.A. for the financial years 2023-2031, with no prejudice to any grounds for early termination, in accordance with the terms and conditions laid down in the offer expressed by the aforementioned independent auditing firm, the economic terms of which are summarised in the Explanatory Report drafted by the Directors in accordance with Article 125-ter of Legislative Decree no. 58 of 24 February 1998, as subsequently amended and supplemented and also containing the reasoned recommendation from the Board of Statutory Auditors;*
- 2) *to grant separate authority to the Chairman and the Chief Executive Officer pro tempore in office, with the power of sub-delegating their powers, to do everything required, necessary or useful to satisfy the related and necessary formalities before the competent bodies and/or offices, with the option of introducing any non-substantial variations which may be requested and, in general, to do everything suitable for their complete execution, with all powers necessary and suitable for the purpose, in compliance with the legislative provisions in force.”*

Alternatively, should the Meeting not vote in favour of the appointment described above, the Board of Directors submits the following **motion for resolution** for your approval:

“The Shareholders’ Meeting of Cerved Group S.p.A., having assembled as an ordinary meeting,

- *having acknowledged that, with the approval of the financial statements at 31 December 2022, the mandate of the independent auditor conferred for the period 2014-2022 on the auditing firm PricewaterhouseCoopers S.p.A. will expire;*
- *having examined the Board of Directors’ proposal based on the reasoned recommendation of the Board of Statutory Auditors, as the ‘Internal Control and Auditing Committee’ containing the description of the offers submitted by the auditing firms EY and KPMG and in consideration of the preference expressed by the latter;*

resolves

- 1) *to appoint the company KPMG (ranked second in the classification) as independent auditor of Cerved Group S.p.A. for the financial years 2023-2031, with no prejudice to any grounds for early termination, in accordance with the terms and conditions laid down in the offer expressed by the aforementioned independent auditing firm, the economic terms of which are summarised in the Explanatory Report drafted by the Directors in accordance with Article 125-ter of*

Legislative Decree no. 58 of 24 February 1998, as subsequently amended and supplemented and also containing the reasoned recommendation from the Board of Statutory Auditors;

- 2) *to grant separate authority to the Chairman and the Chief Executive Officer pro tempore in office, with the power of sub-delegating their powers, to do everything required, necessary or useful to satisfy the related and necessary formalities before the competent bodies and/or offices, with the option of introducing any non-substantial variations which may be requested and, in general, to do everything suitable for their complete execution, with all powers necessary and suitable for the purpose, in compliance with the legislative provisions in force.”*

*** **

San Donato Milanese, 25 March 2021

On behalf of the Board of Directors

The Chairman

(Gianandrea De Bernardis)

(Courtesy Translation from Italian)

**REASONED PROPOSAL OF THE BOARD OF STATUTORY AUDITORS TO THE SHAREHOLDERS'
MEETING FOR THE APPOINTMENT OF THE INDEPENDENT AUDITORS FOR THE PERIOD 2023-2031**

Dear Shareholders,

The appointment of PricewaterhouseCoopers S.p.A. as independent auditors for the nine-year period 2014-2022 will expire with the approval of the financial statements of Cerved Group S.p.A. ("**Cerved**" or the "**Parent Company**") as at 31 December 2022. Said appointment is not renewable and the new mandate must be entrusted by the Shareholders' Meeting on the motivated proposal of the Board of Statutory Auditors, in its capacity as the Internal Control and Audit Committee (pursuant to *art. 19* of Legislative Decree no. 39/2010, as amended by Legislative Decree 135/2016).

In view of the size and structure of the Cerved Group, the Board of Statutory Auditors of Cerved, in agreement with the competent corporate functions, deemed it appropriate to initiate, as of September 2020, the selection procedure for the conferment of the independent audit mandate for the years 2023 - 2031. This was done in order to submit the appointment of the new auditing firm to the Shareholders' Meeting called to approve Cerved's financial statements as at 31 December 2020 and, therefore, to ensure a suitable handover between the auditing firms that will succeed one another in the assignment and to allow compliance with the limits set forth in art. 5 of Regulation (EU) no. 537/2014 (the "**Regulation**") to safeguard the auditors' independence.

In line with art. 16 of the aforementioned Regulation, the proposal made by the Board of Statutory Auditors being submitted to you provides for "*two possible alternatives for the appointment*" and expresses a "*duly justified preference*" for one of the two.

Description of the tender procedure for the appointment of the independent auditors

The selection procedure and the request for bids were prepared in accordance with the provisions of current legislation, in compliance with the criteria set out in the Regulation.

The Parent Company, also in order to ensure a more efficient auditing process, has opted for the figure of sole auditor of the Group, making the request for bids also for the other direct and indirect subsidiaries, including foreign ones (in any case in compliance with the decision-making autonomy of the competent bodies of the Group companies).

The process of selecting and evaluating the "new" auditing firm began in September 2020. It was

coordinated by an internal working group comprising the *Chief Financial Officer*, the *Financial Reporting Officer*, the *Head of Internal Audit* and the *Head of Procurement*.

Having to make a proposal in relation to the identification of the new auditing firm, the Board of Statutory Auditors liaised on an ongoing basis with the aforementioned working group, monitoring the various stages of the selection process.

Services included in the bid

The scope of the assignment, in relation to which the auditing firms invited to the tender procedure have submitted their bids, covers the following services and activities:

- 1) auditing of the consolidated financial statements (also prepared on the basis of the taxonomy to be used for "XBRL" formatting) of the Group;
- 2) auditing of the separate financial statements of Cerved Group S.p.A;
- 3) verification of the regular keeping of company accounts;
- 4) limited audit of the Group's condensed consolidated half-yearly financial statements as at 30 June each year;
- 5) limited quarterly audit of the Group's consolidated interim report on operations as at 31 March and 30 September each year;
- 6) voluntary annual audit of the consolidated financial statements of Cerved Credit Management Group S.r.l.;
- 7) voluntary independent audit of the annual financial statements of the companies indicated in the tender notice;
- 8) limited audit of the consolidated non-financial statement prepared, pursuant to Legislative Decree no. 254 of 30 December 2016, for the nine-year period 2023-2031;
- 9) "*audit related*" activities, such as:
 - a) "*agreed upon procedures*" relating to the issuance of the annual "compliance certificate" provided for in the loan agreement of Cerved Group S.p.A.;
 - b) stamps of approval for tax credits.

Selection procedure

Once the working group had been defined, the letters of invitation were arranged, the technical

document for the evaluation of suppliers was prepared, the so-called "*vendor list*" was identified and the "*technical and economic bid evaluation grid*" was defined.

The Board of Statutory Auditors was informed several times about the tender process, sharing with the working group the parameters defined for the identification of the auditing firms to which to request bids, the contents of the bid itself, the methods of evaluation of the proposals received and the criteria on the basis of which to assign the relative scores.

In October 2020, the tender documents were finalised and sent on 3 November 2020 to the auditing firms invited to participate in the tender.

Identification of the auditing firms to send the request for bids to

With regard to the companies to be invited, account was taken of the auditing firms that, as per the Consob list, had a turnover from Public Interest Entities of more than 15% of total revenues at national level (i.e. **E&Y** S.p.A. ("**EY**"), K.P.M.G. S.p.A. ("**KPMG**") and Deloitte & Touche S.p.A. ("**Deloitte**"). In addition, two other companies were selected pursuant to *art. 16*, paragraph 3, letter a), of the Regulation, i.e. BDO Italia S.p.A. ("**BDO**") and Ria Grant Thornton S.p.A. ("**RGT**").

In this regard, it should be noted that, of the five companies invited, four submitted bids in accordance with the terms of the tender notice, attaching the required documentation, namely EY, KPMG, Deloitte and BDO, while RGT declined the call.

In accordance with the terms of the invitation to tender, by 3 December 2020 the above four companies submitted their bids, attaching the required documentation, namely:

- 1) a statement of acknowledgement of the full contents of the tender notice and of all the documentation transmitted, performance of the necessary checks and stating that the prices offered are deemed to be remunerative so as to guarantee the quality and reliability of the works as provided for in *art. 10*, paragraph 10, of Legislative Decree no. 39/2010;
- 2) documentation attesting to the powers of the subject(s) appointed to formulate and sign, in the name and on behalf of the bidder, the bids as well as the other documents listed in the request for bids;
- 3) a valid certificate of registration in the Register of Companies held by the competent Chamber of Commerce;
- 4) the technical report drawn up on the basis of the documents provided and the evaluation criteria indicated by the Company;

- 5) the economic bid;
- 6) the draft contract;
- 7) the draft "Framework Agreement" containing the rules to be followed by the auditing firm and the other entities of its network when entering into individual auditing contracts with the other entities of the Group.

Each participating auditing firm, on the basis of the conditions dictated by the tender notice, also undertook to comply with the requirements of independence and objectivity set forth in Legislative Decree no. 39/2010 and the Regulation, throughout the duration of the audit engagement.

Selection and evaluation parameters

In accordance with the provisions of art. 16, paragraph 3, letter e) of the Regulation, the proposals submitted by the independent auditors were evaluated on the basis of the selection criteria set out in the tender documents.

For the purposes of the evaluation, qualitative and quantitative parameters were taken into account and scored on the basis of the pre-determined criteria and the information provided in the documents submitted by the bidders. These criteria were presented in a transparent manner and were non-discriminatory.

In this regard, the tender notice stipulated that the assignment would be awarded on the basis of the economically most advantageous bid as resulting from the evaluation of the technical bid (qualitative parameters) and the economic bid (quantitative parameters).

Specifically, the qualitative parameters, for which 70% of the overall score was to be awarded, were broken down into the following four macro-categories:

- 1) "*general characteristics of the bidder*": description of the company's structure; main existing or terminated audit engagements; international network; training; insurance coverage; etc. Account was also taken of the policies adopted by the auditing firms in the "ESG" (*Environmental, Social and Governance*) area, for which an *ad hoc* questionnaire was prepared;
- 2) "*knowledge of the Company*": the level of prior knowledge the auditing firm has of Cerved and its Group, as well as its independence from Cerved;

- 3) "*professional section*": an assessment of the number of employees, by professional qualification and specialisation, of the auditing firm, with reference to Italy and for the main countries in which the Cerved Group operates; the composition of the *teams* that will be engaged in the audit activity, with an indication of the persons responsible for the activities and their respective roles; the names and CVs of the specialists supporting the audit *teams* in the following areas: international accounting standards, supervisory body regulations, *capital markets*, actuarial calculations, tax area, etc;
- 4) "*technical section*": an assessment of the audit strategy, with particular reference to the areas considered critical, as well as the overall audit process; a description of the technical tools supporting the audit activity, highlighting the constraints and opportunities associated with their use; the audit plan (methodology for preparing the plan and timing of the main activities); the characteristics, methods and timing of interactions between the *audit team*, the control bodies and the *top management* of the Group; the handover and the methods for managing the transition to the new auditor.

Like the qualitative aspects, the quantitative aspects, which were awarded a score equal to 30% of the total score, were broken down into two macro-categories, namely:

- 1) "*expected commitment*": an assessment of the number of hours indicated for the individual activities covered by the assignment, with details of the relative allocation to the individual professional figures; the number of hours considered as an "investment" by the auditing firm (meaning the number of hours - free of charge - that the new auditing firm will spend on the handover with the outgoing auditing firm); etc.;
- 2) "*financial terms and conditions*": an assessment of the actual gross hourly rate proposed for each of the professional figures involved in the activities, according to the following breakdown: *partner, manager, senior, assistant*; the criteria for adjusting the hourly rate throughout the duration of the assignment; the management of subsequent contractual amendments (by way of example and not limited to, amendments that may be necessary following extraordinary corporate transactions, regulatory changes in accounting standards, changes in the scope of operations, introduction of new products by Cerved, introduction of new verification obligations deriving from regulatory provisions), with specific indication of the methods with which any additions and amendments to the original assignment will be quantified; the quantification, in percentage terms of the maximum threshold, of any

reimbursement of expenses; etc.

Each of the *drivers* identified was analysed and scored between 1 and 10. The average of the results assigned to each qualitative and quantitative parameter was then multiplied by the percentages mentioned above, i.e. 70% and 30% respectively, in order to assign a value from 0 to 7 to the technical bid and a value from 0 to 3 to the financial bid.

Evaluation of the bids received and scoring

In the period between 14 December 2020 and 15 January 2021, the working group assessed the bids submitted, based on the selection criteria outlined above. A provisional ranking was drawn up for the four auditing firms mentioned above. The results were then illustrated and discussed with the Board of Statutory Auditors at the meeting of 18 January 2021.

These analyses showed that out of the four bids received, those made by Deloitte & Touche S.p.A. and BDO Italia S.p.A. were less competitive in terms of both quality and quantity. It was thus decided to limit the subsequent examination to the two bids with the highest scores, namely those of EY and KPMG.

During the meeting held on 28 January 2021, the Board of Statutory Auditors also met with representatives of EY and KPMG in order to acquire further evaluation elements in addition to those already included in the *set* of documents relating to the bids received.

During this meeting, the above-mentioned two companies were asked, *inter alia*, to:

- a) explain the conditions and maximum amounts of the insurance coverage offered;
- b) confirm and where possible improve the value and what is indicated in paragraph 2.3 of the tender notice (*i.e.* "*number of hours considered as "investment" by the auditing firm - 1st year audit*");
- c) confirm and where possible improve the overall fee proposed in the first stage of the tender.

Following the invitation referred to in point c) above, both of the aforementioned auditing firms submitted proposals that had been improved from an economic point of view; it should be noted, however, that KPMG made an extremely significant reduction, amounting to approximately 20% of the fee initially estimated and offered.

The table below shows the quantitative summary data in terms of hours and fees of the bids made by EY and KPMG for the nine-year period 2023-2031.

| | EY | | KPMG | |
|--|--------------------------|----------------|---------------------------|----------------|
| | hours | fees | hours | fees |
| Audit of the consolidated financial statements of Cerved Group and the separate financial statements of Cerved Group S.p.A | 2,830 | 192,500 | 3,279 | 238,000 |
| Verification of the regular keeping of company accounts | 160 | 10,800 | 42 | 2,800 |
| Limited audit of the Cerved Group's condensed consolidated half-yearly financial statements | 900 | 61,200 | 853 | 61,900 |
| Limited quarterly audit of the interim report on operations as at 31 March and 30 September each year | 1,000 | 68,000 | 802 | 58,200 |
| Voluntary annual audit of the consolidated financial statements of the CCMG Group | 170 | 11,500 | 174 | 12,600 |
| Limited audit of the consolidated non-financial statement | 420 | 28,600 | 431 | 31,200 |
| Quote for "Audit Related" activities | 72 | 5,000 | 109 | 7,400 |
| Independent audit of the annual financial statements of the other Group companies | 6,855 | 421,900 | 5,858 | 394,400 |
| TOTAL | 12,407 | 799,500 | 11,548 | 806,500 |
| Additional discount applied after the meeting of 28.1.2021 | | (40,000) | | (166,500) |
| FINAL TOTAL | 12,407 | 759,500 | 11,548 | 640,000 |
| HOURLY RATE (€/h) | E&Y = € 61.22 | | K.P.M.G. = € 55.42 | |

With reference to the other aspects relating to the economic component, it should be noted that:

- both auditing firms have quantified the out-of-pocket expenses incurred in performing the work in the lump sum of 5% of the fees;
- both auditing firms have arranged to adjust the fees according to the percentage of variation of the annual ISTAT index relating to the cost of living. In particular, EY has envisaged the ISTAT adjustment as from 1 July 2024, while KPMG from 1 July 2023;
- both bids excluded fee adjustments, unless there were "exceptional circumstances" that would lead to a change in the audit scope (e.g. following the merger of additional companies).

The table below shows the final score assigned to the two auditing firms EY and KPMG, following the results of the qualitative and *quantitative assessment*.

| | EY | KPMG |
|-------------------------------------|-------------|-------------|
| TECHNICAL BID (qualitative aspects) | 6.76 | 6.63 |
| ECONOMIC BID (quantitative aspects) | 2.71 | 2.72 |
| TOTAL | 9.47 | 9.35 |

The higher score awarded to EY in respect of the technical bid is given by the higher scores obtained by EY in respect of all four quality *drivers* mentioned above.

NOW THEREFORE

- having verified that both declarations of availability received from the two auditing firms also contain the specific declaration concerning the satisfaction of the independence requirements provided for by law;
- having noted that both auditing firms obtained satisfactory results for the purposes of the appointment for the audit, in terms of both their technical and financial bids

the Board of Statutory Auditors, in relation to the appointment of the independent auditors of Cerved Group S.p.A. for the nine-year period 2023 - 2031, on the basis of the selection procedure, the bids received, the evaluations carried out and the relevant results,

CONSIDERING

- that art. 16, paragraph 2 of Regulation (EU) no. 537/2014 requires that the reasoned proposal to the Shareholders' Meeting contains at least two possible alternatives for the appointment;
- that the same art. 16, paragraph 2, of Regulation (EU) no. 537/2014 requires the Board of Statutory Auditors to express a duly justified preference for one of the two proposals;

SUBMITS

to the Shareholders' Meeting of Cerved Group S.p.A., pursuant to art. 16, paragraph 2, of Regulation (EU) no. 537/2014 as well as to art. 13 and 17 of Legislative Decree no. 39/2010, alternatively, the two proposals relating to the mandate for the independent audit of Cerved Group S.p.A., for the nine-year period 2023-2031, formulated by the company E&Y S.p.A. and the company K.P.M.G. S.p.A.

EXPRESSING

unanimously its preference for E&Y S.p.A., as it had a higher final score (9.47 E&Y S.p.A. against 9.35 K.P.M.G. S.p.A.).

In this respect, it should be noted that the main factors of the bid underlying the preference expressed towards E&Y relate to:

- the higher number of appointments in place or terminated in the three-year period 2018-2020 with companies in the information services and Credit Management sector in Italy and the EU;

- a better composition of the audit team;
- a higher score with reference to the technological tools supporting the audit activity;
- the audit approach, characterised by lower materiality thresholds;
- a better ESG assessment.

It should be underlined that the bid submitted by the company K.P.M.G. S.p.A. is more advantageous from an economic point of view, as it entails a saving of € 1,075,500 over the entire duration of the assignment (nine years); however, the hours estimated by K.P.M.G. S.p.A. for carrying out the audit activities are lower than those estimated by E&Y S.p.A. In this regard, reference should be made to the table on page 7 above.

The Board of Statutory Auditors, in compliance with art. 16, paragraph 2 of Regulation (EU) no. 537/2014, declares that this recommendation has not been influenced by third parties and that none of the clauses of the type referred to in paragraph 6 of the aforementioned art. 16 of the Regulation have been applied.

With regard to the procedures for the proceedings of the Shareholders' Meeting, Shareholders are informed that the overall proposal of the Board of Statutory Auditors described above implies that the proposal to appoint E&Y S.p.A. as independent auditor for the nine-year period 2023-2031 will be put to the vote first, and if this proposal does not obtain the votes required for its approval, the proposal to appoint K.P.M.G. S.p.A. for the same appointment will be put to the vote.

Lastly, it should be noted that - as per the recommendations made during the tender procedure - the Board of Statutory Auditors shall monitor compliance by the auditing firm that will be appointed with the provisions of art. 5 of Regulation (EU) no. 537/2014 (i.e. "*Prohibition to provide non-audit services*") *during the financial year preceding the start of the engagement (i.e. 2022).*

Milan, 19 March 2021

For the Board of Statutory Auditors

Antonella Bientinesi

(Signed on the original)