

PRESS RELEASE

CERVED GROUP: THE SHAREHOLDERS' MEETING

EXTRAORDINARY PART

1. Approves the merger plan by incorporation of Castor Bidco S.p.A. in Cerved Group S.p.A.
2. Approves the adoption of a new text of the Bylaws with effect from the date of revocation of the shares of Cerved Group S.p.A. from the listing on Euronext Milan, organized and managed by Borsa Italiana S.p.A

ORDINARY SESSION

1. Approves the reduction of the number of members of the Board of Directors from 11 (eleven) to 10 (ten)

San Donato Milanese, January 14, 2022 - The Shareholders' Meeting (the "**Meeting**") of Cerved Group S.p.A. ("**Cerved**" or the "**Company**"), primary operator in Italy in credit risk analysis and credit management, chaired by Aurelio Regina, met today in single call.

Approval of the merger plan by incorporation of Castor Bidco S.p.A. in Cerved Group S.p.A. Related and subsequent resolutions.

The Cerved Shareholders' Meeting, which met in extraordinary session, examined the following Shareholders' Meeting documentation:

- merger by incorporation plan of Castor Bidco S.p.A. in Cerved Group S.p.A. .;
- explanatory report of the Board of Directors of Cerved Group S.p.A. .;
- explanatory report of the administrative body of Castor Bidco S.p.A. .;
- balance sheet of Cerved Group S.p.A. as at 30 June 2021 and report of the independent auditors;
- balance sheet of Castor Bidco S.p.A. as of October 31, 2021;
- financial statements for the years 2018, 2019 and 2020, of Cerved Group S.p.A. with reports from the auditing firm;
- Epyon Audit s.r.l. report pursuant to art. 2501-sexies of the Italian Civil Code;
- notice on the liquidation value of the Cerved shares subject to the withdrawal;

approved the merger by incorporation plan of Castor Bidco S.p.A. in Cerved Group S.p.A..

Adoption of a new text of the Bylaws with effect from the date of revocation of the shares of Cerved Group S.p.A. from the listing on Euronext Milan, organized and managed by Borsa Italiana S.p.A. Inherent and consequent resolutions

The Cerved Shareholders' Meeting, which met in an extraordinary session, examined the request for integration of the agenda of Castor Bidco S.p.A. and the related assessments of the Board of Directors of Cerved, approved the adoption of a new text of the Bylaws with effect from the date of revocation of the shares of Cerved Group S.p.A. from the listing on Euronext Milan, organized and managed by Borsa Italiana S.p.A. and up to the effective date of the merger by incorporation of Castor Bidco S.p.A. in Cerved Group S.p.A..

Reduction of the number of members of the Board of Directors from 11 (eleven) to 10 (ten). Inherent and consequent resolutions

The Cerved Shareholders' Meeting, which met in ordinary session, examined the request for integration of the agenda of Castor Bidco S.p.A. and the related assessments of the Board of Directors of Cerved,



resolved to determine at 11 (eleven) the number of members of the Board of Directors who will remain in office until the Shareholders' Meeting that will be called to approve the Company's financial statements as of December 31, 2022.

Other information

Also today the meeting of Castor Bidco S.p.A. was held which approved the merger plan of Castor Bidco S.p.A. in Cerved.

The minutes of the Shareholders' Meeting held today will be made available to the public, in accordance with the law, at the Company's registered office (Via Unione Europea n.6A / 6B - 20097 San Donato Milanese), at the storage mechanism. authorized eMarketSTORAGE (www.emarketstorage.com), and on the Company's website (<http://company.cerved.com>, Governance area, Shareholders' Meeting section).

The summary report of the votes will be made available on the Company's website, in compliance with art. 125-quater of the TUF, within the terms of the law.

As already disclosed to the market, it is recalled that the shareholders of Cerved who did not participate in the resolution approving the merger plan have the right of withdrawal pursuant to art. 2437, paragraph 1, lett. g) of the Italian Civil Code (the "**Right of Withdrawal**"), deriving from the resolution approving the merger plan, the elimination of the list voting mechanism pursuant to art. 147-ter of the Legislative Decree n. 58/1998.

The liquidation value of the shares, in relation to which the Right of Withdrawal should be exercised, is equal to Euro 10.095. This value corresponds, pursuant to art. 2437-ter, paragraph 3, of the civil code, to the arithmetic average of the closing prices of Cerved shares in the 6 months preceding the date of publication of the notice calling the meeting. It is recalled that the Right of Withdrawal, legitimately exercised, will be effective subject to the completion of the merger of Castor Bidco S.p.A. in Cerved Group S.p.A..

The Right of Withdrawal may be exercised, pursuant to art. 2437-bis of the civil code, within 15 days of the registration in the Milan Company Register of today's resolution approving the merger.

Further relevant information about the exercise of the Right of Withdrawal, including the aforementioned registration, will be published by Cerved in the manner and within the terms established by current legislation.

Cerved helps companies, banks, institutions and individuals to protect themselves from risk and grow in a sustainable way. Thanks to a unique wealth of data and analytics, it provides clients with digital and artificial intelligence services and platforms to manage risk and support data-driven growth, also involving customised consultancy solutions. Through Cerved Credit Management it helps the financial and real system to dispose of and recover impaired loans. Cerved Rating Agency, one of Europe's leading rating agencies, operates within the group.

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