



**Cerved Group S.p.A**

Registered office at Via dell'Unione Europea no. 6/A-6/B – San Donato Milanese  
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  
Institutional website: <http://company.cerved.com>

Explanatory Report of the Board of Directors of Cerved Group S.p.A.  
on the **sixth item** on the agenda of the ordinary part of the Ordinary and Extraordinary Shareholders'  
Meeting  
convened for 16 April 2019, on a single call.

## ITEM NO. 6 ON THE AGENDA

### 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.

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### INTRODUCTION

Article 125-ter, paragraph 1 of Legislative Decree 58 of 24 February 1998 (the “**Consolidated Law on Finance**”) stipulates that, where not already requested by other legal provisions, within the deadline for publication of the notice of call of the Shareholder’s Meeting envisaged according to each of the items on the agenda, the administrative body of a listed company must provide the public, at the registered office, on its website and according to the other procedures stipulated by Consob in its regulations, with a report on each of the items on the agenda.

This report (the “**Report**”) contains an illustration of the sixth item on the agenda of the ordinary shareholders’ meeting of Cerved Group S.p.A. (“**Cerved**” or the “**Company**”).

The Ordinary and Extraordinary Shareholders’ Meeting was convened, on single call, at Via dell’Unione Europea no. 6A/6B in San Donato Milanese, for 16 April 2019 at 10:30 a.m. (the “**Shareholders’ Meeting**”).

This Report has been sent to Borsa Italiana S.p.A. and filed at the registered office in accordance with the law; a copy of the Report may be consulted on the Company website at <https://company.cerved.com>, *Governance – shareholders’ meeting* section.

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Shareholders,

with reference to point 6 on the agenda of the Shareholder’s Meeting, you are invited to decide on the appointment of the board of directors (the “**Board of Directors**”) of Cerved, following determination of the number and term of office of the directors, as well as on their remuneration.

Before describing the sixth item on the agenda of the Shareholder’s Meeting, the Board of Directors wishes to remind you that there were two slates submitted at the Shareholders’ Meeting on 29 April 2016 for the appointment of the directors.

The Directors Fabio Cerchiai, Gianandrea De Bernardis, Marco Nespolo, Sabrina Delle Curti, Andrea Mignanelli, Roberto Mancini, Giulia Bongiorno, Mara Caverni and Aurelio Regina were drawn from Slate 1, submitted by the outgoing Board of Directors, pursuant to Article 13.8 of the Articles of Association (the “**Articles of Association**”). Slate 1 received votes representing 62.782% of the voting shares.

The Directors Marco Maria Fumagalli and Valentina Montanari were drawn from Slate 2, submitted by a group of institutional investors: Aletti Gestielle SGR S.p.A. manager of the fund Gestielle Cedola Italy Opportunity; Amber Capital Italia SGR S.p.A., manager of the fund Alpha UCITS Sicav/Amber Equity Fund; Arca S.G.R. S.p.A. manager of the funds: Arca Azioni Italia and Arca Economia Reale Equity Italia; Ersel Asset Management SGR S.p.A. manager of the fund Fondersel PMI; Eurizon Capital SGR S.p.A. manager of the funds: Eurizon Azioni Italia and Eurizon Azioni PMI Italia; Eurizon Capital SA manager of the funds: Eurizon EasyFund - Equity Italy LTE; Eurizon EasyFund - Equity Italy; Fideuram Investimenti S.G.R. S.p.A. manager of the fund Fideuram Italia; Fideuram Asset Management (Ireland) Limited manager of the fund Fonditalia Equity Italy; Interfund Sicav manager of the fund Interfund Equity Italy; Mediolanum Gestione Fondi Sgr pA manager of the funds: Mediolanum Flessibile Italia and Mediolanum Flessibile Sviluppo Italia; Mediolanum International Funds Limited-Challenge Funds – Challenge Italian Equity; Pioneer Asset Management SA manager of the fund PF-Italian Equity; Pioneer Investment Management SGR pA manager of the fund Pioneer Italia Azionario Crescita, which together owned a shareholding representing 1.767% of the share capital. The shareholders who submitted Slate 2 declared that they had no

relationships with the shareholders that own a controlling or relative majority stake, as defined by law and the Articles of Association. Slate 2 received votes representing 32.414% of the voting shares.

At its meeting on 3 May 2016, the Company Board of Directors then appointed Fabio Cerchiai as Chairman of the Board of Directors, Gianandrea De Bernardis as Executive Deputy Chairman of the Board of Directors, Marco Nespolo as Chief Executive Officer of the Company, and Sabrina Delle Curti, General Counsel, as Secretary of the Board of Directors, insofar as she meets the mandatory prerequisites and has the requisite experience to hold that position.

It should be noted that, during the year 2018:

- the Independent Director Giulia Bongiorno resigned from her post, effective 2 June 2018, after being appointed Minister of Public Administration in the new government. On 24 June 2018, following the resignation of the Independent Director Giulia Bongiorno, on instruction from the Remuneration and Nomination Committee, through a resolution approved by the Board of Statutory Auditors, the Board of Directors co-opted, pursuant to Article 2386 of the Italian Civil Code and Article 13.11 of the Articles of Association, Simona Elena Pesce as the new, non-executive Independent Director, to remain in office until the next Ordinary Shareholder's Meeting;
- the Chief Executive Officer Marco Nespolo resigned from the post of Director and Chief Executive Officer, effective 31 October 2018, to pursue new professional opportunities. Consequently, on 29 October 2018, following the aforementioned resignation, the Board of Directors appointed Gianandrea De Bernardis, formerly Executive Deputy Chairman, as the new Chief Executive Officer. Moreover, the Board of Directors, on instruction from the Remuneration and Nomination Committee, through a resolution approved by the Board of Statutory Auditors, co-opted, pursuant to Article 2386 of the Italian Civil Code and Article 13.11 of the Articles of Association, Mr Paolo Chiaverini as the new Executive Director from 31 October 2018, to remain in office until the next Ordinary Shareholder's Meeting;
- the Director Paolo Chiaverini resigned from his post, effective 28 December 2018. The Board of Directors, acting on a proposal from the Remuneration and Nomination Committee, through a resolution approved by the Board of Statutory Auditors, co-opted, pursuant to Article 2386 of the Italian Civil Code and Article 13.11 of the Articles of Association, Giovanni Sartor as the new Executive Director, effective from 28 December 2018, to remain in office until the next Ordinary Shareholder's Meeting.

The current Board of Directors is thus composed of the following persons: Fabio Cerchiai (Independent Chairman), Gianandrea De Bernardis (Deputy Chairman and Chief Executive Officer), Andrea Mignanelli (Executive Director), Roberto Mancini (Executive Director), Giovanni Sartor (Executive Director), Sabrina Delle Curti (Executive Director), Mara Anna Rita Caverni (Independent Director), Aurelio Regina (Independent Director), Valentina Montanari (Independent Director), Simona Elena Pesce (Independent Director) and Marco Maria Fumagalli (Independent Director).

You are thus requested to decide on the renewal of the entire Board of Directors, whose term of office will expire on the date of the Shareholders' Meeting.

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## **APPOINTMENT OF THE BOARD OF DIRECTORS:**

### **A. DETERMINATION OF THE NUMBER OF MEMBERS OF THE BOARD OF DIRECTORS**

With reference to the determination of the number of members of the Board of Directors, we wish to remind you that, pursuant to Article 13.1 of the Articles of Association, which should be referred to in full, the Shareholders' Meeting, before appointing the members of the Board of Directors, is required to determine the number – no fewer than 9 (nine) and no more than 13 (thirteen) – of its members.

Firstly, as provided for in Article 13.6 of the Articles of Association, the outgoing Board of Directors intends to submit, pursuant to Article 13.6 of the Articles of Association, its own slate of 11 (eleven) candidates for the position of director. In this regard, the Board of Directors believes, based on the experience of the Board of Directors whose term of office has now expired, as well as on the results of the self-assessment conducted by the said Board of Directors and the qualitative/quantitative policies it has defined, that 11 (eleven) is a suitable number of directors, in order to (inter alia):

- a) enable the establishment of internal Board committees, in accordance with the requirements of independence and professionalism laid down in the applicable recommendations of the corporate governance code for listed companies approved by the Corporate Governance Committee and promoted

by Borsa Italiana, ABI, Ania, Assogestioni, Assonime and Confindustria (the “**Corporate Governance Code**”);

- b) ensure efficient and effective management of the functioning of the Board of Directors;
- c) make provision, within the Board of Directors, of a sufficient number of suitable professional figures;
- d) ensure the right balance between executive, non-executive and independent directors.

Should the Shareholders’ Meeting consider 11 (eleven) to be a suitable number of members of the Board of Directors, it should be noted that, in accordance with the applicable legislative provisions and the Articles of Association, at least three of the elected directors must satisfy the requirements of independence laid down for auditors by Article 148(3) of the Consolidated Law on Finance, with the less-represented gender accounting for at least one third of the directors.

Therefore, 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, on 16 April 2019 on a single call, having examined the Explanatory Report of the Board of Directors and the proposals made therein,*

*resolves*

- 1) *to set the number of members of the Board of Directors as 11 (eleven).*

## **APPOINTMENT OF THE BOARD OF DIRECTORS:**

### **B. DETERMINATION OF THE TERM OF OFFICE OF THE BOARD OF DIRECTORS**

With reference to the term in office of the Board of Directors, we wish to remind you that, in accordance with Article 13.2 of the Articles of Association, directors are appointed for a minimum of three financial years, or for the period (which may not, in any case, be greater than three years) set when they are appointed. Directors may be re-elected.

The Board of Directors believes that the three-year term in office for the Board of Directors is adequate in relation to the opportunity of ensuring continuity for the management of the Company and to plan the Company's strategies on a multi-year basis. Therefore, we are in favour of conferring a three-year mandate on the Board of Directors which will be appointed by the Shareholders' Meeting.

Therefore, 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, on 16 April 2019 on a single call, having examined the Explanatory Report of the Board of Directors and the proposals made therein,*

*resolves*

- 1) to set as 3 (three) years the term of office of the Board of Directors, which will thus remain in office until the shareholders' meeting called to approve the annual financial statements of Cerved Group S.p.A on 31 December 2021.*

## APPOINTMENT OF THE BOARD OF DIRECTORS:

### C. APPOINTMENT OF THE MEMBERS OF THE BOARD OF DIRECTORS

In accordance with Article 13 of the Articles of Association, directors are appointed by the Shareholders' Meeting, in accordance with the gender parity laws and regulations in effect at any given time, based on slates of candidates filed by shareholders, in which candidates, who may not be more than 15 (fifteen) in number, shall meet the requirements of the laws and regulations in effect at any given time and must be listed in sequential numerical order.

The Board of Directors must include at least three members who meet the independence requirements of the applicable laws and regulations.

Each slate shall specify which candidates meet the above independence requirements of the applicable laws and regulations in effect at any given time.

We wish to draw Shareholders' attention, in particular, to the provisions in the Articles of Association concerning gender balance, which apply to the appointment of the Board of Directors on which the Shareholders' Meeting is now called to decide. In this regard, Article 13.6 of the Articles of Association stipulates that slates must contain candidates from both genders, with the candidates belonging to the less-represented gender accounting for at least one-third (rounded up) of the candidates.

Slates must be filed at the Company's registered office and published in accordance with ruling legislation.

Each shareholder may file or participate in the filing of only one slate and each candidate may be listed only on one slate, on penalty of becoming ineligible. In accordance with the Articles of Association, only the outgoing Board of Directors, and shareholders who alone or together with other shareholders hold at least 2.5% of the share capital with voting rights in the Ordinary Shareholders' Meeting, or a different investment percentage set by the laws or regulations in effect at any given time, are entitled to file slates of candidates.

In this respect, it is noted that, in its resolution no. 13 of 24 January 2019, Consob set at 1% the percentage of investment required pursuant to article 144-quater of the Issuers' Regulation issued by Consob in resolution no. 11971 of 14 May 1999 (as supplemented and amended), for filing slates of candidates for the appointment of the Company's boards of directors and statutory auditors.

The final deadline for filing lists at the Company's Corporate Affairs and Capital Markets organisational unit, Via dell'Unione Europea no. 6/A-6/B, San Donato Milanese, according to the procedures laid out hereinafter and indicated in the notice of call of the Shareholders' Meeting, is 22 March 2019. In particular, the slates must be filed (i) by hand delivery to the registered office at San Donato Milanese, Via dell'Unione Europea no. 6/A-6/B by visiting the Corporate Affairs and Capital Markets organisational unit during normal office hours (Tel. + 39 02/7754395); (ii) by registered letter to the following address: Cerved Group S.p.A., Affari Societari e Capital Markets, Via dell'Unione Europea n. 6/A-6/B, 20097 – San Donato Milanese; (iii) by fax, to + 39 02/76261660; or (iv) by certified e-mail to the following address: [cervedgroup@pec.cerved.com](mailto:cervedgroup@pec.cerved.com), at least twenty-five days before the Shareholders' Meeting, i.e. by **22 March 2019**. The intermediaries' notification attesting to the ownership of the investment percentage on the date when the list is filed must be submitted by 26 March 2019.

Affidavits by which the individual candidates accept their nomination and attest, under their own responsibility, that there are no issues making them unelectable or incompatible and that they meet the requirements of current legislation for election to their respective posts shall be filed together with each slate. The affidavits must be accompanied by a curriculum vitae setting forth the personal and professional background of each candidate and specifying whether the candidate qualifies as independent. Slates that are not prepared in accordance with the provisions of the Articles of Association shall be deemed to have never been filed. Each voting right holder may vote only for one slate.

Consob recommends that shareholders' filing a "minority list" should also submit a declaration attesting to "*the absence of any relationships, even indirect, pursuant to Article 147-ter(3), Consolidated Law on Finance and Article 144-quinquies of the Issuers Regulation, with shareholders who hold, including jointly, a controlling or relative majority stake, where identifiable based on communications of significant stakes in accordance with Article 120 of the Consolidated Law on Finance on the publication of shareholders' agreements in accordance with Article 122 of the same Decree*", specifying any existing relationships with said controlling or relative majority shareholders.

Candidacy proposals that do not comply with the requirements set forth above shall be deemed to have never been filed.

The duly filed slates will be made available to the public at the registered office of the Company and at Borsa Italiana S.p.A., as well as on the Company website, <http://company.cerved.com>, in the *Governance* section, *Shareholders' Meeting* area, by 26 March 2019.

At the end of the balloting, the candidates from the two slates that received the highest number of votes will be elected as follows:

- (a) a number of Directors equal to the total number of Directors that must be elected, minus 1 (one) or 2 (two), shall be drawn, in the sequential numerical order in which they are listed on the slate, from the slate that received the highest number of votes, as described below;
- (b) the remaining Director shall be drawn from the slate that received the second highest number of votes at the Shareholders' Meeting and is not in any way connected, directly or indirectly, with the shareholders who filed or voted for the slate that received the highest number of votes, only if this slate was voted by less than 5% of share capital with voting rights at ordinary shareholders' meetings or twice the percentage of investment in share capital as established by the laws and regulations in effect at any given time applicable to slate filing;
- (c) conversely, when the list that received the second highest number of votes is voted by at least 5% of share capital with voting rights at ordinary shareholders' meetings or twice the percentage of investment in share capital as established by the laws and regulations in effect at any given time applicable to slate filing, both remaining directors shall be drawn from the slate in the sequential numerical order in which they are listed on the slate;
- (d) when more slates were voted by at least 5% of share capital with voting rights at ordinary shareholders' meetings or twice the percentage of investment in share capital as established by the laws and regulations in effect at any given time applicable to slate filing, the two remaining directors shall be drawn, one for each slate, from the first two minority slates that received the second highest number of votes in the sequential numerical order in which they are listed on the slate.

If at the end of the balloting, the mix of candidates elected in accordance with the gender parity ruling regulations is not ensured or at least three directors, or the higher minimum number required by the laws and regulations in effect, that meet the independence requirements, are not appointed, the relevant candidates shall be replaced from the same slates from which they were drawn. The replacement order will be as follows: first, the candidates who were drawn from the only minority slate or the minority slate that received fewer votes, then, in the same manner, the minority slate that received the highest vote and, finally, again in the same manner, the majority slate. Lastly, if the procedure described above fails to produce the ultimate result mentioned above, the replacement shall take place by means of a resolution adopted by a relative majority of the Shareholders.

The slate voting process shall apply only when the full Board of Directors is elected.

The outgoing Board of Directors shall submit, by 17 March 2019, pursuant to Article 13.6 of the Articles of Association, its own slate of candidates for the position of director of the Company.

In determining the composition of its slate of candidates, the outgoing Board of Directors intends to take into account (i) the structure, typical of a public company, which characterises the Company, and in particular the lack of a reference shareholder who is usually the promoter of the slate which would obtain the majority of the votes in the meeting; (ii) the need to propose an adequate number of candidates in possession of the requirements to be classed as independent in accordance with the Corporate Governance Code promoted by Borsa Italiana S.p.A; and (iii) the legislation in force concerning the gender balance necessary for the composition of the administrative bodies of listed companies, along with the Company's diversity policy.

As already indicated, pursuant to Article 13.6 of the Articles of Association, the slate of the outgoing Board of Directors will be filed at the registered office of the Company by the thirtieth day before the date of the Shareholders' Meeting, and made available to the public at the same time as/together with any slates submitted by the eligible Shareholders, at the registered office, on the Company website <http://company.cerved.com> and according to any other procedures envisaged by Consob, at least twenty-one days before that set for the Shareholder's Meeting, i.e. by 26 March 2019.

In consideration of the foregoing, **we invite you to cast your vote in relation to the appointment of the administrative body.**

## APPOINTMENT OF THE BOARD OF DIRECTORS:

### D. DETERMINATION OF THE REMUNERATION OF THE MEMBERS OF THE BOARD OF DIRECTORS

In accordance with the legal provisions, it is the responsibility of the Shareholders' Meeting to determine the remuneration to pay to the members of the Board of Directors.

On the occasion of the renewal of the Board of Directors and in consideration of the proposal from the outgoing Board of Directors to set the number of directors as 11, we hereby propose:

- (a) to set as Euro 950.000 (ninehundred fiftythousands) the total remuneration to be distributed by the Board of Directors for the benefit of each director (including the Chairman and any Deputy Chairman, in the event they qualify as not executive) as well as the members of the internal board committees and any lead independent director, in compliance with criteria defined in the remuneration policy adopted by the Cerved Group;
- (b) to recognize, in addition to the amount sub (a), an attendance fee for the meetings of the Related Parties Committee equal to Euro 1,000.00 for the Chairman and Euro 500.00 for the other members;
- (c) to ask the Board of Directors to determine, pursuant to art. 2389, paragraph 3, Italian Civil Code, the remuneration for the executive directors.

Therefore, 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, on 16 April 2019 on a single call, having examined the Explanatory Report of the Board of Directors and the proposals made therein,*

*resolves*

- a) to set as Euro 950.000 (ninehundred fiftythousands) the total remuneration to be distributed by the Board of Directors for the benefit of each director (including the Chairman and any Deputy Chairman, in the event they qualify as not executive) as well as the members of the internal board committees and any lead independent director, in compliance with criteria defined in the remuneration policy adopted by the Cerved Group;*
- b) to recognize, in addition to the amount sub (a), an attendance fee for the meetings of the Related Parties Committee equal to Euro 1,000.00 for the Chairman and Euro 500.00 for the other members;*
- c) to ask the Board of Directors to determine, pursuant to art. 2389, paragraph 3, Italian Civil Code, the remuneration for the executive directors.*

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San Donato Milanese, 5 March 2019

On behalf of the Board of Directors  
The Chairman  
(Fabio Cerchiai)