



To the shareholders of
CERVED GROUP S.P.A.
Via Dell'Unione Europea n. 6/A-6/B
20097 San Donato Milanese
San Donato Milanese, 15 marzo 2019

Oggetto: Ordinary Shareholders Meeting of Cerved Group S.p.A. of 16 April 2019 on sole call. Presentation of a slate of candidates for appointment as members of the Board of Directors of Cerved Group S.p.A.

Dear Shareholders,

We refer to the Ordinary Shareholders Meeting of Cerved Group S.p.A. convened on 16 April 2019, 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 Group S.p.A.'s By laws, the Board of Directors in charge

SUBMIT AND FILES

this slate of candidates for appointment as members of the Board of Directors of Cerved Group S.p.A. to be submitted to the Ordinary Shareholder's Meeting.

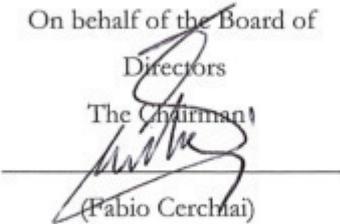
As required by the aforementioned article 13 of the By-laws, the following supporting documentation is attached:

- 1) slate listing by progressive number the candidates that are proposed for appointment as Directors;
- 2) statement by each candidate attesting:
 - a. that there exist no causes of ineligibility or incompatibility;
 - b. 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;
 - c. 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.

Sincerely,

On behalf of the Board of
Directors

The Chairman


(Fabio Cerchiai)

Enclosures

Attachment 1)

SLATE OF CANDIDATES

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

Ordinary Shareholders Meeting of 16 April 2019

Sequel number	Name and Surname	Place and date of birth	Requirements of Independence	
			Art. 148, par. 3, TUF	Self Regulatory Code of Borsa Italiana S.p.A.
1	Gianandrea Edoardo De Bernardis	Milan, on 15/09/1964		
2	Andrea Mignanelli	Rome, on 12/06/1969		
3	Sabrina Delle Curti	Bassano del Grappa, on 16/05/1975		
4	Fabio Cerchiai	Florence, on 14/02/1944	✓	✓
5	Mara Anna Rita Caverni	Milan, on 23/05/1962	✓	✓
6	Aurelio Regina	Foggia, on 15/08/1963	✓	✓
7	Umberto Carlo Maria Nicodano	Milan, on 02/04/1952		
8	Andrea Casalini	Parma, on 02/05/1962	✓	✓
9	Alessandra Stabilini	Milan, on 05/11/1970	✓	✓
10	Giorgio Valerio	Milan, on 13/07/1966	✓	✓
11	Anna Gatti	Pavia, on 30/01/1972	✓	✓

Attachment 2)

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

STATEMENT

The undersigned Gianandrea Edoardo De Bernardis, born in Milan on 16 September 1964, in relation to his candidature as Member of the Board of Directors of Cerved Group 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 16th April 2019, in single call, pursuant to applicable law,

ACCEPTS

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

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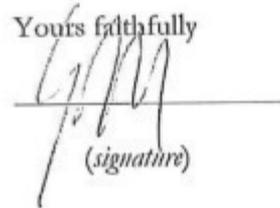
under his own responsibility, also pursuant to and for the purposes of the D.P.R. December 28th, 2000 n. 445:

- i. 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;
- ii. 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;
- iii. to possess the integrity requirements established for the members of the administrative body pursuant to the combined provisions of the articles 147-quinquies, first paragraph, and 148, fourth paragraph, of Legislative Decree 24 February 1998 n. 58 (Consolidated Finance Law) (as identified by the Ministerial Decree of March 20, 2000, No. 162) as well as the integrity requirements established by the Ministerial Decree of 18 March 1998 n. 144 (applicable to Cerved Group as a participant in the share capital of a person registered in the register referred to in Article 106 of Legislative Decree No. 385 of 1 September 1993 - Consolidated Banking Law);
- iv. NOT to fall within the circumstances provided under article 2390 of the Italian Civil Code;
- v. NOT to fall within the circumstances provided under article 80 of Italian Legislative Decree no. 50 of 18 April 2016 (Italian Public Procurement Code);
- vi. that he is aware of the consequences ensuing from any deviation from the above requirements and/or conditions pursuant to applicable laws and regulations;
- vii. 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.

San Donato Milanese, 12/03/2019

Yours faithfully



(signature)

Attachments:

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

Gianandrea Edoardo De Bernardis was born in Milan in 1964. He graduated in Electronic Engineering from the Politecnico di Milano and received a masters degree in Business Administration from SDA Bocconi.

He has been Executive Vice President with relevant powers in Cerved Group Spa (previously Cerved Information Solutions Spa) since May 2016, and was appointed as Chief Executive Officer in October 2018. 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 in its current market and entering into new segments.

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

From 1991 to 1993 he worked with Saras, which operates in the oil refining sector, as Director of the Performance and Production Control Department.

Subsequently, from 1995 to 1999, Mr. De Bernardis worked at the Boston Consulting Group leading a number of projects mainly related to industrial activities and consumer goods.

In 1999 he was appointed General Manager of AMPS S.p.A., the public services utility company of Parma. In this role he carried out important development projects and reorganizations, including the acquisition of the ENEL network, the diversification into telecoms (Albacom.AMPS), the expansion into new geographies, the re-engineering of processes and the disposal of a relevant stake in the company to the consortium Edizione Holding/ IMI San Paolo.

From 2001 to 2009 he worked in TeamSystem. During this period – acting as Chief Executive Officer – he managerialised and grew the company, allowing it to achieve a leading position in the field of management software for SMEs and professionals.

He was Chief Executive Officer of Cerved Group S.p.A. (before the merger into Cerved Information Solutions S.p.A.) from June 2009 to May 2016. In this role Mr. De Bernardis was in charge of the development strategy of the company. Between March 2014 and April 2016 he also acted as Chief Executive Officer of Cerved Information Solutions S.p.A..

In 2017 he was appointed to the Board of Directors of Hippocrates Holding SpA and Capital For Progress 2 S.p.A..

In 2018 he was appointed Chairman of the Board of Directors of Mario Pretto S.r.l. (now Conceria Pasubio S.p.A.) and Chairman of the Advisory Board of Foscolo Holding S.à r.l..

Milan, 12 March 2019

Current positions: Gianandrea Edoardo De Bernardis

Executive Vice Chairman	Cerved Group Spa
CEO	Cerved Group Spa
Member of the board of directors	Capital For Progress 2 SpA
Member of the board of directors	Hippocrates Holding Spa
Chairman	Conceria Pasubio Spa
Advisory board Chairman	Foscolo Holding S.à r.l.

STATEMENT

The undersigned Andrea Mignanelli, born in Rome on 12/06/1969, in relation to his candidature as Member of the Board of Directors of Cerved Group 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 16th April 2019, in single call, pursuant to applicable law,

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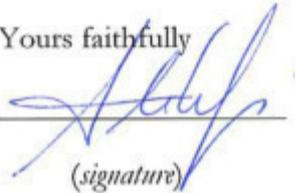
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Courtesy Translation

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San Donato Milanese, 12/03/2019

Yours faithfully

A handwritten signature in blue ink, consisting of stylized cursive letters, positioned above a horizontal line.

(signature)

Attachments:

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

Andrea Mignanelli

June 12th, 1969

PROFESSIONAL EXPERIENCE

Cerved Credit Management (formerly Jupiter Finance, since 2005) **Italy**

Founder and Chief Executive Officer

Founded in 2005, Cerved Credit Management is a leading player in credit servicing with over € 53 Billion under management. The Company was originally funded and controlled by CIR Group, now Cerved is the controlling shareholder. Major achievements on business building and commercial development:

- Established five business units dedicated to special workout activities (advisory, banking loans, consumer and commercial credits, assets remarketing and legal services) through a mix of organic growth and M&A. The company has more than 1.000.
- Built a base of nearly 2.000 clients: international investors, large and mid-sized banks, utilities and SMEs.

Cerved Group (FTSE MIB: CERV) **Italy**

Executive Board Member (2016 – present)

After two private equity rounds, with Bain Capital/Clessidra and subsequently CVC, the company was finally listed on the Milan Stock Exchange. Now is fully public, with a market cap around € 1,8 Billion.

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 functional 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, etc.).

EDUCATION

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

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

Milan, March 2019

COMPANY	POSITION
Cerved Group SpA	Member of the board of directors
Cerved Credit Management Group Srl	Chief Executive Officer
Cerved Credit Collection SpA	Member of the board of directors
Cerved Legal Services SpA	Member of the board of directors
Quaestio Cerved Credit Management SpA	Member of the board of directors
Juliet SpA	Member of the board of directors
SC RE Collection Srl	Member of the board of directors
Cerved Credit Management Greece S.A.	Member of the board of directors
CODIFI Spa	Member of the board of directors
La Scala - Cerved - Società tra Avvocati a responsabilità limitata	Chairman

STATEMENT

The undersigned Sabrina Delle Curti, born in Bassano del Grappa on 16 maggio 1975, in relation to his candidature as Member of the Board of Directors of Cerved Group 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 16th April 2019, in single call, pursuant to applicable law,

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Milan, 12/03/2019

Yours faithfully


(signature)

Attachments:

- *Curriculum vitae*
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CURRICULUM VITAE AVV. SABRINA DELLE CURTI

Soon after graduating in law magna cum laude from Università degli Studi di Parma in 2001, she started her professional career at Bonelli Erede Pappalardo, a leading Italian law firm, where she mainly dealt with M&A operations in various industrial sectors and, as well as, she developed a specific expertise in the field of capital markets e IPO.

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

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.

In 2011 she was appointed as General Counsel of Green Hunter S.p.A., a company operating in the business of renewable energies, where 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 and, in August 2016, responsible for the Institutional Affairs of the Group. In September 2015 she was also appointed as member of the Board of Director of Cerved Group S.p.A., where she furthermore holds the position of Secretary of the Board of Directors.

As of April 2017 she also holds the position of independent director of Massimo Zanetti Beverage Group S.p.A. and of member of the Control and Risk Committee, Nomination and Remuneration Committee as well as Related Parties Committee.

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

LIST OF MANAGING AND CONTROL OFFICES HELD IN OTHER COMPANIES

COMPANIES

CERVED GROUP S.P.A.

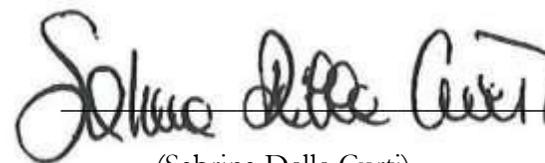
MASSIMO ZANETTI BEVERAGE GROUP S.P.A.

OFFICES

Executive Director

Independent Director

San Donato Milanese, 12 March 2019

A handwritten signature in black ink, appearing to read 'Sabrina Delle Curti', written over a horizontal line.

(Sabrina Delle Curti)

STATEMENT

The undersigned FABIO CERCHIAI, born in FIRENZE on 14/02/1944, in relation to his candidature as Member of the Board of Directors of Cerved Group 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 16th April 2019, in single call, pursuant to applicable law,

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- vi. that he holds the independence requirements set forth in article 148, paragraph three of Italian Legislative Decree no. 58 of 24 February 1998;
- vii. that he holds the independence requirements provided under the "Corporate Governance Code for Italian Listed Companies (July 2018 edition) issued by Borsa Italiana S.p.A. Corporate Governance Committee (the "Corporate Governance Code") to which the Company has adhered;

Courtesy Translation

- ix. 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.

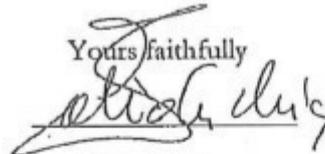
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ROME, 14/03/2019

(place)

(date)

Yours faithfully



(signature)

Attachments:

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

CURRICULUM VITAE - FABIO CERCHIAI

Born in Florence on 14th February 1944, resident in Venice, Cavaliere del Lavoro (Order of Merit for Labor), he holds a degree in Business Administration from University of Rome. He began his career in the insurance division of Assicurazioni Generali, covering all career grades up to the appointment of CEO and Deputy Chairman which he held until 2002. He has held several top management positions at many leading Italian and international financial companies. He was Chairman of INA Assitalia and of ANIA (Associazione Nazionale fra le Imprese Assicuratrici). He was Chairman of SIAT (Società Italiana di Assicurazioni e Riassicurazioni) of Autostrade per l'Italia Spa until January 2019 and Chairman of UnipolSai where he currently serves as Deputy Chairman.

He is Chairman of Atlantia SpA, of Edizione Srl, of Sintonia Spa, of Cerved Group SpA, of Arca Vita SpA and Arca Assicurazioni SpA.

He is a member of the Italian Academy of Business Economics, Deputy Chairman of Diplomazia, Board Member of AISCAT (Associazione Italiana Società Concessionarie Autostrade e Trafori) since 2010. He is a member of the Assonime Board of Directors, member of the Board of Directors of the Censis Foundation, member of the Board of Directors of ANSPC (Associazione Nazionale per lo Sviluppo dei Problemi del Credito) and Academic Member of AIDEA – Accademia Italiana di Economia Aziendale.

Since 2011 he has been Professor at the Università Cattolica del Sacro Cuore of Milan - Faculty of Banking, Financial and Insurance Sciences.

Rome 14/03/2019



Fabio Cerchiai

List of appointments

- | | |
|-----------------------------|-----------------------------|
| - Atlantia S.p.A. | Chairman |
| - Cerved Group S.p.A. | Chairman |
| - Arca Vita S.p.A. | Chairman |
| - Arca Assicurazioni S.p.A. | Chairman |
| - Edizione Srl | Chairman |
| - Sintonia SpA | Chairman from April 2018 |
| - Edizione Property SpA | Chairman from December 2018 |
| - Schematrentatrè SpA | Chairman from June 2018 |
| - UnipolSai S.p.A. | Deputy Chairman |



Rome, 14/03/2019

STATEMENT

The undersigned Mara Anna Rita Caverni, born in Milan, on 23/05/2019, in relation to his candidature as Member of the Board of Directors of Cerved Group 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 16th April 2019, in single call, pursuant to applicable law,

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- viii. that he is aware of the consequences ensuing from any deviation from the above requirements and/or conditions pursuant to applicable laws and regulations;

Courtesy Translation

- ix. 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.

Milan, 13/03/2019

(place) (date)

Yours faithfully

MuraCavalli

(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

- 2016: Member board of Eight International
- 2012: Managing Partner and founder of New Deal Advisors SpA
- Independent Director at:
 - Cerved Group SpA and Chairman of the control and risk committee
 - ERG SpA and Chairman of the control and risk committee
 - Autostrade Meridionali SpA
 - Chairman of the Board of Directors at Italcasidi S.p.A
- 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.

List of managing and control offices held in other companies:

Cerved Group SpA

Independent Director, Chairman of the Control and Risk Committee and member of the Remuneration and Nomination Committee

Erg SpA

Independent Director and Chairman of the Control and Risk Committee

Autostrade Meridionali SpA

Independent Director

Italcanditi SpA

Chairman of the Board of Directors

STATEMENT

The undersigned Aurelio Regina, born in Foggia on August 15th, 1963, in relation to his candidature as Member of the Board of Directors of Cerved Group 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 16th April 2019, in single call, pursuant to applicable law,

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- ii. 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;
- iii. to possess the integrity requirements established for the members of the administrative body pursuant to the combined provisions of the articles 147-quinquies, first paragraph, and 148, fourth paragraph, of Legislative Decree 24 February 1998 n. 58 (Consolidated Finance Law) (as identified by the Ministerial Decree of March 20, 2000, No. 162) as well as the integrity requirements established by the Ministerial Decree of 18 March 1998 n. 144 (applicable to Cerved Group as a participant in the share capital of a person registered in the register referred to in Article 106 of Legislative Decree No. 385 of 1 September 1993 - Consolidated Banking Law);
- iv. NOT to fall within the circumstances provided under article 2390 of the Italian Civil Code;
- v. NOT to fall within the circumstances provided under article 80 of Italian Legislative Decree no. 50 of 18 April 2016 (Italian Public Procurement Code);
- vi. that he holds the independence requirements set forth in article 148, paragraph three of Italian Legislative Decree no. 58 of 24 February 1998;
- vii. that he holds the independence requirements provided under the “Corporate Governance Code for Italian Listed Companies (July 2018 edition) issued by Borsa Italiana S.p.A. Corporate Governance Committee (the “Corporate Governance Code”) to which the Company has adhered;
- viii. that he is aware of the consequences ensuing from any deviation from the above requirements and/or conditions pursuant to applicable laws and regulations;

Courtesy Translation

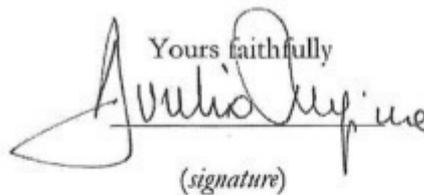
- ix. that he can devote the necessary time to the performance of his duties as member of the Board of Directors of the Company, also taking into account the commitment relating to his own work and professional activities and the number of offices held as a member of the managing and/or control bodies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

_____ Milan _____, _____ March 13th, 2019 _____

(place)

(date)

Yours faithfully

(signature)

Attachments:

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

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

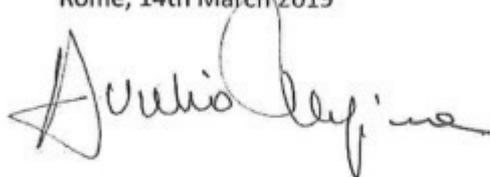
After graduating in Political Sciences at LUISS University in Rome, he was assistant at the War School of the Italian Army for International Conflicts resolution methods and Global Strategy. In 1986 he worked at the UN Head Quarters in New York as assistant at the Permanent Mission of Italy to the United 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 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. 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. From 2011 to 2016 he was Chairman and Deputy Chairman of Credit Suisse Italy S.p.A. He was also Member of the Board of Il Sole 24 Ore and of Valentino Fashion Group. From 2012 to 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.

Since 2011, he has covered the role of Chairman of the Fondazione Musica per Roma. He is currently also Vice President of Centro Studi Americani. Member of the Board of Aspen Institute Italy and since 2018, Chairman of Sisal Spa and Sisal Group Spa.

NED ROLES CURRENTLY COVERED

Aurelio Regina	EGON ZEHNDER INTERNATIONAL SPA	Administrator
	MANIFATTURE SIGARO TOSCANO SPA	Vice – President
	FONDAZIONE MUSICA PER ROMA	Chairman
	CENTRO STUDI AMERICANI	Vice - President
	SISAL SPA	Chairman
	SISAL GROUP SPA	Chairman
	DEFENCE TECH S.p.A.	Chairman
	SISTEMI E AUTOMAZIONE SRL	Administrator
	NEXT SPA	Chairman
	FORAMIL Srl	Chairman
	DONEXIT Srl	Chairman

Rome, 14th March 2019



STATEMENT

The undersigned Umberto Carlo Maria Nicodano, born in Milan on 02.04.1952, in relation to his candidature as Member of the Board of Directors of Cerved Group 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 16th April 2019, in single call, pursuant to applicable law,

ACCEPTS

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

STATES

under his own responsibility, also pursuant to and for the purposes of the D.P.R. December 28th, 2000 n. 445:

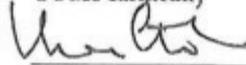
- i. to be aware of the requirements set forth by applicable laws and regulations and by the Company by-laws for holding the office as director;
- ii. that, with regards to himself, there exist no causes of ineligibility, forfeiture and incompatibility to hold the office as member of the Board of Directors of the Company and the possession, for the same purpose, of the requirements set forth by the Company by-laws and by applicable laws;
- iii. to possess the integrity requirements established for the members of the administrative body pursuant to the combined provisions of the articles 147-quinquies, first paragraph, and 148, fourth paragraph, of Legislative Decree 24 February 1998 n. 58 (Consolidated Finance Law) (as identified by the Ministerial Decree of March 20, 2000, No. 162) as well as the integrity requirements established by the Ministerial Decree of 18 March 1998 n. 144 (applicable to Cerved Group as a participant in the share capital of a person registered in the register referred to in Article 106 of Legislative Decree No. 385 of 1 September 1993 - Consolidated Banking Law);
- iv. NOT to fall within the circumstances provided under article 2390 of the Italian Civil Code;
- v. NOT to fall within the circumstances provided under article 80 of Italian Legislative Decree no. 50 of 18 April 2016 (Italian Public Procurement Code);
- vi. that he is aware of the consequences ensuing from any deviation from the above requirements and/or conditions pursuant to applicable laws and regulations;
- vii. 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.

Courtesy Translation

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.

Milan, 13/03/2019

Yours faithfully

A handwritten signature in black ink, appearing to be 'M. B.', written over a horizontal line.

(signature)

Attachments:

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



Partner

+39 02 771131
umberto.nicodano@belex.com
main office: Milan

Expertise

- Corporate governance
- M&A (public and private)
- Key sectors:
 - private equity
 - luxury (hard luxury and fashion)
 - automotive
 - insurance
 - banking
 - manufacturing of industrial products and machinery
- Foreign Languages: English, French

Background

- Board member (managing partner 2001–2007)
- Team Leader of the Private Equity Focus Team
- Member of the Luxury Focus Team
- Member of the Innovation and Digital Transformation (strategic support)
- Member of the Private Clients Focus Team
- Country Partner for the USA Nationwide
- Partner since BonelliErede was founded

Rankings and Awards

The Chambers & Partners and The Legal500 EMEA international law guides list Umberto as one of Italy's major professionals, with particular reference to Corporate Law, Merger and Acquisitions and Private Equity

Testimonials

“He's the kind of lawyer who goes above and beyond your expectations.”
(Chambers and Partners)

Qualifications and Academia

- Member of the Italian Bar
- Law degree from the University of Milan

Current positions 2019: Umberto Carlo Maria Nicodano

Companies	Offices	Legal seat	Fiscal code and VAT
Brembo SpA	Director and member of the Remuneration and Nomination Committee	Curno, via Brembo 25	00222620163 IT00222620163
Valentino SpA	Vice Chairman	Milano, via Turati 16/18	04740370962
Green Hunter Group SpA	Chairman	Milano, via Orefici 2	05916930968
Green Hunter SpA	Chairman	Milano, via Orefici 2	05354120965
Vicuna Holding SpA	Director	Milano, Largo Augusto 8	08438350962
Levriero Holding SpA	Director	Milano, via Fatebenefratelli 14	10637190967

STATEMENT

The undersigned Andrea Casalini, born in Parma on May 2nd, 1962, in relation to his candidature as Member of the Board of Directors of Cerved Group 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 16th April 2019, in single call, pursuant to applicable law,

ACCEPTS

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

STATES

under his own responsibility, also pursuant to and for the purposes of the D.P.R. December 28th, 2000 n. 445:

- i. 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;
- ii. 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;
- iii. to possess the integrity requirements established for the members of the administrative body pursuant to the combined provisions of the articles 147-quinquies, first paragraph, and 148, fourth paragraph, of Legislative Decree 24 February 1998 n. 58 (Consolidated Finance Law) (as identified by the Ministerial Decree of March 20, 2000, No. 162) as well as the integrity requirements established by the Ministerial Decree of 18 March 1998 n. 144 (applicable to Cerved Group as a participant in the share capital of a person registered in the register referred to in Article 106 of Legislative Decree No. 385 of 1 September 1993 - Consolidated Banking Law);
- iv. NOT to fall within the circumstances provided under article 2390 of the Italian Civil Code;
- v. NOT to fall within the circumstances provided under article 80 of Italian Legislative Decree no. 50 of 18 April 2016 (Italian Public Procurement Code);
- vi. that he holds the independence requirements set forth in article 148, paragraph three of Italian Legislative Decree no. 58 of 24 February 1998;
- vii. that he holds the independence requirements provided under the “Corporate Governance Code for Italian Listed Companies (July 2018 edition) issued by Borsa Italiana S.p.A. Corporate Governance Committee (the “Corporate Governance Code”) to which the Company has adhered;
- viii. that he is aware of the consequences ensuing from any deviation from the above requirements and/or conditions pursuant to applicable laws and regulations;

- ix. 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.

Milan, March 12, 2019

Yours faithfully

A handwritten signature in black ink, appearing to read "Paul Bucher", written over a horizontal line.

(signature)

Attachments:

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

CURRICULUM VITAE

Andrea Casalini is a quotaholder and the Chief Executive Officer of Eataly Net. Eataly Net is the e-commerce arm of Eataly, a fast growing retailer of Italian high quality food and beverage. Since 2014, in his role, Andrea is developing Eataly's omnichannel proposition.

From 2000 to 2013 Andrea was the CEO of Buongiorno SpA, a worldwide leading company in digital entertainment content for mobile devices. He has led the company from being a start up to being the largest global company in its segment and to be a listed company on the Milan Stock Exchange. In July 2012 Buongiorno was acquired by NTT DOCOMO, a large multinational telecommunication group, through a friendly Public Tender.

Previously, he was with EDS, Electronic Data Systems, as the Managing Director for the Italian operations and, later, for the E-solutions line of business at EMEA level.

From 1989 to 1996 he was a management consultant with McKinsey & Company (Milan and Chicago) and, at the beginning of his career, with Accenture.

Since 2016, he serves as an independent director on the Board of Amplifon s.p.a., the global leader in hearing aids retailing, listed on the Milan Stock Exchange. In Amplifon Andrea also chairs the Committee for contracts between related parties of the Company and is part of the Compensation Committee. He is also a director of Assist s.p.a. a customer care service and digital CRM specialist and of Engagigo s.r.l., a start-up running an online community of endurance sports fan, Endu.net.

From 2008 to 2017, he was an independent director on the Board of Gruppo Mutui on Line, a mortgage brokering and business process outsourcing company, listed in Milan, where he has also chaired the Compensation committee.

He is an investor in several digital start ups, including Shopfully and Talent Garden. He invests also through Borealis Tech Ventures, an early stage investment vehicle which he has created together with some entrepreneurs from Parma.

Andrea graduated cum laude in Business Administration from the University of Parma.

Milan, March 12, 2019



Attachment

List of management and control offices in other companies

Name	Company	Office
Andrea Casalini	Eataly Net s.r.l. Amplifon s.p.a. Assist S.p.A. Engagigo s.r.l.	Chief Executive Officer Independent Director Director Director

STATEMENT

The undersigned Alessandra Stabilini, born in Milan on November 5th, 1970, in relation to his candidature as Member of the Board of Directors of Cerved Group 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 16th April 2019, in single call, pursuant to applicable law,

ACCEPTS

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

STATES

under his own responsibility, also pursuant to and for the purposes of the D.P.R. December 28th, 2000 n. 445:

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- iii. to possess the integrity requirements established for the members of the administrative body pursuant to the combined provisions of the articles 147-quinquies, first paragraph, and 148, fourth paragraph, of Legislative Decree 24 February 1998 n. 58 (Consolidated Finance Law) (as identified by the Ministerial Decree of March 20, 2000, No. 162) as well as the integrity requirements established by the Ministerial Decree of 18 March 1998 n. 144 (applicable to Cerved Group as a participant in the share capital of a person registered in the register referred to in Article 106 of Legislative Decree No. 385 of 1 September 1993 - Consolidated Banking Law);
- iv. NOT to fall within the circumstances provided under article 2390 of the Italian Civil Code;
- v. NOT to fall within the circumstances provided under article 80 of Italian Legislative Decree no. 50 of 18 April 2016 (Italian Public Procurement Code);
- vi. that he holds the independence requirements set forth in article 148, paragraph three of Italian Legislative Decree no. 58 of 24 February 1998;
- vii. that he holds the independence requirements provided under the “Corporate Governance Code for Italian Listed Companies (July 2018 edition) issued by Borsa Italiana S.p.A. Corporate Governance Committee (the “Corporate Governance Code”) to which the Company has adhered;

Courtesy Translation

- viii. that he is aware of the consequences ensuing from any deviation from the above requirements and/or conditions pursuant to applicable laws and regulations;
- ix. 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.

Ortisei, March 13th 2019

Yours faithfully

A handwritten signature in black ink, appearing to read 'M. Ortisei', with a horizontal line extending to the right.

Attachments:

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

Alessandra Stabilini

Aggregate Professor (Professore Aggregato) of *Corporate governance and corporate social responsibility* – University of Milan
Confirmed Researcher (Ricercatore confermato) of *Commercial Law* – University of Milan
Equity Partner – NCTM Studio Legale Associato, Milan

Born in Milan, where she lives, on 5 November 1970.

Education

Degree (JD equivalent) in Law, University of Milan, 1995.
Master of Laws (LL.M.), The University of Chicago (Illinois, U.S.A.), 2000.
Ph.D in Commercial Law, Bocconi University, Milan, 2003.

Academic Position

Aggregate Professor (Professore Aggregato) of *Corporate governance and corporate social responsibility* course taught in English), University of Milan (2018-present).
Aggregate Professor (Professore Aggregato) of *Corporate interest, corporate social responsibility and financial reporting* (course taught in English), University of Milan (2016-2018).
Aggregate Professor of *International Corporate Governance* (course taught in English), University of Milan (2011-2016).
Confirmed Researcher of Commercial Law, University of Milan, Department of Private Law and History of Law (from 2004, tenure confirmed in 2007).

Professional career

Admitted to the Milan Bar in 2001. Equity Partner of Nctm Studio Legale Associato, Milan since 2015. Previously *Associate, Of Counsel* (2011-2015). She specializes in company law, with specific regard to listed companies, in securities law and financial markets, including banking for regulatory and crisis profiles. She has acted and acts as legal counsel to Italian issuers in connection with: IPOs, rights issues, tender offers, corporate governance issues (legal issues in management and control, corporate regulations and procedures, shareholders' meetings, investor relations), market disclosure and price sensitive information, relations with Securities Authorities, administrative proceedings before Regulatory Authorities.

She assists unlisted companies in the areas of company and commercial law, including corporate litigation. She has assisted clients in arbitration proceedings and has acted as arbitrator in proceedings administered by the Arbitration Chamber of Milan.

She has specific experience in providing legal services in crises procedures involving banks and financial institutions.

Current corporate offices

Statutory Auditor of Brunello Cucinelli S.p.A. (listed in MTA – Borsa Italiana) since April 2014.

Non Executive Director of Librerie Feltrinelli s.r.l., since April 2014.

Independent Director of Banca Widiba S.p.A., since November 2014.

Independent Director of COIMA RES SIIQ S.p.A. (listed in MTA – Borsa Italiana) since May 2016.

Statutory Auditor of Ansaldo STS S.p.A. (listed in MTA – Borsa Italiana until January, 2019) since May 2017.

Independent Director of GIMA TT S.p.A. (listed in MTA – Borsa Italiana) since October 2017.

Past corporate offices

Statutory Auditor of Parmalat S.p.A. (listed in MTA – Borsa Italiana) from July 2013 to April 28, 2017.

Statutory Auditor of Fintecna S.p.A. (100% Cassa Depositi e Prestiti S.p.A.) from April 2014 to April 2017.

Statutory Auditor of Nuova Banca delle Marche S.p.A. (Bridge Bank under BRRD, 100% Fondo di Risoluzione, Banca d'Italia) from November 2015 to August 2017.

Other Offices

Liquidator (*Commissario liquidatore*) of TANK SGR S.p.A. in liquidazione coatta amministrativa (appointed by the Bank of Italy, July 2014).

Member of the Surveillance Committee (*Comitato di Sorveglianza*) of GAA SIM S.p.A. in liquidazione coatta amministrativa (appointed by the Bank of Italy, September 2013).

Member of the Surveillance Committee (*Comitato di Sorveglianza*) of ECU SIM S.p.A. in liquidazione coatta amministrativa (appointed by the Bank of Italy, August 2015).

Formerly member of the Surveillance Committee of two financial intermediaries in crisis procedures pursuant to Article 56 of Leg. Decree No. 58/1998 (appointed by the Bank of Italy).

In March 2007, she was appointed by Decree of the Italian Minister of Finance as member of the Technical Committee supporting the Committee for the Italian Financial Market (*Comitato per la piazza finanziaria italiana*) chaired by the then-Deputy Minister On. Roberto Pinza.

Memberships and Acknowledgements

Vice-President of *NED Community*, non-profit association of Non Executive and Independent Directors (www.nedcommunity.it).

She was listed in the "Ready-for-Board Women" list compiled by the Professional Women's Association of Milan – 2011 Edition, and in the Database of Excellent Curricula compiled by the Marisa Bellisario Foundation (2011).

On May 17, 2012, she was awarded the Ambrogio Lorenzetti Prize for the governance of companies (3° place in "Non Executive Directors" category), with the following motivation: "She spreads the culture of corporate governance and promotes its application for the renewal of corporate governance through teaching and writing".

Languages

Italian (native)
English (fluent)
French (basic)

Selected recent publications

- 2017 *Principals vs Principals: The Twilight of the "Agency Theory"*, in 3 *The Italian Law Journal* No. 2 (2017), <http://www.theitalianlawjournal.it/denozzastabilini/> (with Francesco Denozza)
- 2017 *La società benefit nell'era dell'investor capitalism*, in *Orizzonti del Diritto commerciale* (on-line review), n. 2/2017, <http://rivistaodc.eu/edizioni/2017/2/forum-virtuale/la-societ%C3%A0-benefit-nell'E2%80%99era-dell'E2%80%99investor-capitalism/> (with Francesco Denozza)
- 2016 *Legal framework of banking governance and board's responsibilities*, in A. Carretta, M. Sargiacomo (eds.), *Doing Banking in Italy: Governance, Risk, Accounting and Auditing issues*, Mc Graw Hill Education, United Kingdom, pp. 53-78
- 2014 *Restrictive agreements. Dominant undertakings' Prohibited Practices*, in A. Toffoletto, A. Stabilini (eds.), *Competition Law in Italy*, Kluwer Law International, The Netherlands, pp. 117-182
- 2013 *The Shortcomings of Voluntary Conceptions of CSR*, in *Orizzonti del Diritto commerciale* (on-line review), n. 1/2013, <http://www.orizzontideldirittocommerciale.it/saggi/the-shortcomings-of-voluntary-conceptions-of-csr.aspx> (with Francesco Denozza)
- 2012 *Commento sub art. 133*, in AA. VV., *Il Testo Unico della Finanza*, a cura di M. Fratini e G. Gasparri, UTET, 2012 (with Alberto Toffoletto)
- 2012 *I soci non professionisti*, in AA. VV., *Società tra professionisti*, in *Società. Gli speciali*, Digital edition, Ipsoa
- 2011 *L'abuso della regola di maggioranza nelle società di capitali. Itinerari della giurisprudenza*, in *Società*, n. 7/2011
- 2010 *Clause di drag along e autonomia privata nelle società chiuse*, (with Matteo Trapani), in *Rivista del Diritto commerciale*, 2010, p. 949-1000
- 2009 *Il sistema dualistico in alcuni ordinamenti europei: un'analisi comparata*, in AA.VV., *Il modello dualistico. Dalla norma all'attuazione*, Il Sole 24 Ore, Milano
- 2008 *CSR and Corporate Law: The Case for Preferring Procedural Rules*, *Social Science Research Network* (www.ssrn.com) (with Francesco Denozza)
- 2005 *La disciplina societaria e il ruolo degli stakeholder a livello internazionale e Previsioni del diritto societario per la tutela degli stakeholder*, in AA. VV., *Guida critica alla responsabilità sociale e al governo d'impresa*, Roma, 2005, 489 ss.
- 2003 *Virtù del mercato e scetticismo delle regole: note a margine della riforma del diritto societario*, in *Rivista delle società*, n. 1/2003, 1 ss. (with Guido Rossi)

13 March, 2019



STATEMENT

The undersigned **GIORGIO VALERIO**, born in **MILAN** on 13.7.1966, in relation to his candidature as Member of the Board of Directors of **Cerved Group 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 16th April 2019, in single call, pursuant to applicable law,

ACCEPTS

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

STATES

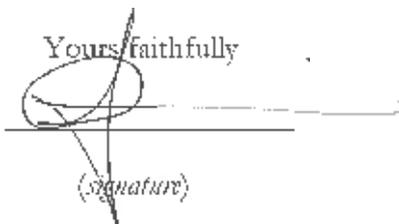
under his own responsibility, also pursuant to and for the purposes of the D.P.R. December 28th, 2000 n. 445:

- i. 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;
- ii. 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;
- iii. to possess the integrity requirements established for the members of the administrative body pursuant to the combined provisions of the articles 147-quinquies, first paragraph, and 148, fourth paragraph, of Legislative Decree 24 February 1998 n. 58 (Consolidated Finance Law) (as identified by the Ministerial Decree of March 20, 2000, No. 162) as well as the integrity requirements established by the Ministerial Decree of 18 March 1998 n. 144 (applicable to **Cerved Group** as a participant in the share capital of a person registered in the register referred to in Article 106 of Legislative Decree No. 385 of 1 September 1993 - Consolidated Banking Law);
- iv. NOT to fall within the circumstances provided under article 2390 of the Italian Civil Code;
- v. NOT to fall within the circumstances provided under article 80 of Italian Legislative Decree no. 50 of 18 April 2016 (Italian Public Procurement Code);
- vi. that he holds the independence requirements set forth in article 148, paragraph three of Italian Legislative Decree no. 58 of 24 February 1998;
- vii. that he holds the independence requirements provided under the "Corporate Governance Code for Italian Listed Companies (July 2018 edition) issued by Borsa Italiana S.p.A. Corporate Governance Committee (the "Corporate Governance Code") to which the Company has adhered;
- viii. that he is aware of the consequences ensuing from any deviation from the above requirements and/or conditions pursuant to applicable laws and regulations;

- ix. 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.

MILANO, 13.3.2019

Yours faithfully

(signature)

Attachments:

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

Curriculum Vitae
GIORGIO VALERIO

PROFESSIONAL ACTIVITY

- A) Advisor and VC Investor for businesses active in the Technology and Digital sectors.
- B) Manager of industrial and financial businesses both in Italy and abroad.
- C) Corporate Governance, Director of the Board of listed and private companies.

A) ADVISOR AND VC INVESTOR

Since October 2015

MYBEAUTY S.p.A.

Investor and Advisor for the company, managing the online portal "MyBeauty.it" providing multimedia content and B2C services (e-commerce, direct marketing, social media, etc.) related to the market of cosmetic products (effectively, the "TripAdvisor" for the cosmetic sector).

Since March 2015

E-NOVA S.P.A.

Investor and member of the Investment Committee for the company, working on generating and transforming IPs in Startups and Business Ventures in the fields of Internet of Things, Artificial Intelligence, Big Data and Wearable Devices.

May 2012 – April 2014

PRIMI SUI MOTORI S.P.A.

Investor and Director for the company, listed on the Milan Stock Exchange, operating in the production and distribution of digital marketing solutions and advertising services for SMEs.

April 2010 – April 2014

LASTMINUTE.COM GROUP NV

Investor and Advisor for the company, listed on the Zurich Stock Exchange, leader in key European markets for the e-commerce of products and services related to the travel and leisure industry.

B) MANAGER

September 2006 - March 2010

RCS QUOTIDIANI S.P.A. (RCS MEDIAGROUP) - CEO

Responsible for managing and developing editorial, industrial and digital activities pertaining to multimedia information systems related to the Italian news brands *Corriere della Sera* and *Gazzetta dello Sport* (revenues exceeding € 600 million, with around 1,000 staff).

January 2006 - March 2010

RCS DIGITAL S.P.A. (RCS MEDIAGROUP) - CEO

Responsible for management and tasked with defining and implementing digital innovation and transformation strategies for all editorial assets and Group operations on multimedia markets.

July 2003 - December 2005

UNIDAD EDITORIAL S.A. (RCS MEDIAGROUP, SPAIN) - CEO

Responsible for management and strategic development of the leading publishing group within the Spanish media market, involved with newspapers, magazines, books, TV and the Internet (revenues of over € 300 million, with around 700 staff).

January 2001 - June 2003

RCS MEDIAGROUP S.P.A.

RCS Group Corporate Director for development, strategic planning and financial control.



April 1997 – December 2000

HDP - HOLDING DI PARTECIPAZIONI INDUSTRIALI S.P.A.

Corporate Deputy Director for strategic development, planning and financial control at this group, active in the media and fashion sector.

November 1992 - March 1997

MEDIOBANCA S.P.A.

Investments & Corporate Services (advisory, corporate finance and M&A).

September 1989 - October 1992

SCHRODER SECURITIES LTD. (PARIS AND LONDON)

Head of Market and Institutional Financial Investors for Italy, dealing with sales activities from the Paris and London offices.

C) CORPORATE GOVERNANCE

Since February 2018

ALPI S.P.A. - NON EXECUTIVE DIRECTOR

Independent Director of the Board of the SPAC (Special Purpose Acquisition Company) listed on the Milan Stock Exchange.

Since December 2017

BANCA MONTE DEI PASCHI DI SIENA S.P.A. - NON EXECUTIVE DIRECTOR

Independent Director of the Board as well as member of the Nominating Committee of the Bank listed on the Milan Stock Exchange.

Since April 2017

MASSIMO ZANETTI BEVERAGE GROUP S.P.A. - NON EXECUTIVE DIRECTOR

Independent Director of the Board as well as member of the Control and Risk Committee, the Nominating and Compensation Committee and the Related Party Committee for the Company, listed on the Milan Stock Exchange, operating worldwide in the roasted coffee sector.

April 2014 – May 2017

TELECOM ITALIA S.P.A. - NON EXECUTIVE AND LEAD INDEPENDENT DIRECTOR

Independent Director of the Board as well as member of the Control and Risk Committee and the Nominating and Compensation Committee.

April 2012 – April 2014

GRUPPO ARGENTA S.P.A. - NON EXECUTIVE DIRECTOR

Independent member of the Board of Directors of the leading Italian vending machine company.

April 2011 – May 2013

PRILIOS S.P.A. - NON EXECUTIVE DIRECTOR

Independent Director of the Board and member of the Nominating and Compensation Committee of the company, which is listed on the Milan Stock Exchange and operates in the real estate market.

November 2005 - March 2010

DADA S.P.A. - NON EXECUTIVE DIRECTOR

Director of the Board of the company, which is listed on the Milan Stock Exchange and provides digital B2B services and solutions for the SME's.

EDUCATION

UNIVERSITY OF SAN FRANCISCO - San Francisco, USA: Honours Degree in Business Administration (1989).

OTHER INFORMATION

PERSONAL DETAILS

Born in Milan, 13th July 1966

FOREIGN LANGUAGES:

Fluent in English, Spanish, French.

ELENCO CARICHE SOCIALI

Società	Carica nella società	Status della carica
BANCA MPS	AMMINISTRATORE	IN CARICA
MASSIMO ZANETTI BEVERAGE GROUP	AMMINISTRATORE	IN CARICA
ALPI SPAC	AMMINISTRATORE	IN CARICA
NIUMA	AMMINISTRATORE	IN CARICA

ELENCO PARTECIPAZIONI IN ALTRE SOCIETÀ

Denominazione società	Partecipazione (%)	Status della partecipazione
NIUMA	50%	SOCIO
ENOVIA	1,5%	SOCIO
WIRELESS 29	3,4%	SOCIO
MY BEAUTY	10,9%	SOCIO
MOG	10%	SOCIO



STATEMENT

The undersigned [ANNA GATTI], born in [PAVIA] on [30 JANUARY 1972], in relation to his candidature as Member of the Board of Directors of Cerved Group 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 16th April 2019, in single call, pursuant to applicable law,

ACCEPTS

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

STATES

under his own responsibility, also pursuant to and for the purposes of the D.P.R. December 28th, 2000 n. 445:

- i. 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;
- ii. 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;
- iii. to possess the integrity requirements established for the members of the administrative body pursuant to the combined provisions of the articles 147-quinquies, first paragraph, and 148, fourth paragraph, of Legislative Decree 24 February 1998 n. 58 (Consolidated Finance Law) (as identified by the Ministerial Decree of March 20, 2000, No. 162) as well as the integrity requirements established by the Ministerial Decree of 18 March 1998 n. 144 (applicable to Cerved Group as a participant in the share capital of a person registered in the register referred to in Article 106 of Legislative Decree No. 385 of 1 September 1993 - Consolidated Banking Law);
- iv. NOT to fall within the circumstances provided under article 2390 of the Italian Civil Code;
- v. NOT to fall within the circumstances provided under article 80 of Italian Legislative Decree no. 50 of 18 April 2016 (Italian Public Procurement Code);
- vi. that he holds the independence requirements set forth in article 148, paragraph three of Italian Legislative Decree no. 58 of 24 February 1998;
- vii. that he holds the independence requirements provided under the “Corporate Governance Code for Italian Listed Companies (July 2018 edition) issued by Borsa Italiana S.p.A. Corporate Governance Committee (the “Corporate Governance Code”) to which the Company has adhered;

Courtesy Translation

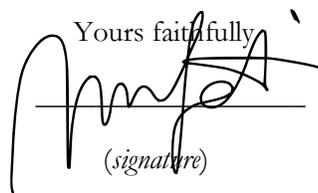
- viii. that he is aware of the consequences ensuing from any deviation from the above requirements and/or conditions pursuant to applicable laws and regulations;
- ix. that he can devote the necessary time to the performance of his duties as member of the Board of Directors of the Company, also taking 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.

ROME _____, _____ 13 MARCH 2019 _____

(place)

(date)

Yours faithfully

(signature)

Attachments:

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

Anna Gatti

690 Market Street #2401, San Francisco, CA
415-697-9026 | anna.gatti@gmail.com

PROFILE

- Digital Sales and Ops Executive with demonstrated ability to translate strategic thinking into strong business growth, driving customer success at scale
- Global Technology and Business Leader with validated corporate governance experience built over years of public board membership
- Experienced in launching digital mass consumer businesses, leading end-to-end customer experience, operational processes and automation required to scale in fast-growing online business. Successful at building and scaling large organizations from the ground up, as well as turning them around
- Strong analytical mind obsessed with data driven decisions and fast execution
- Thrives on building global digital operations, working internationally and cross-functionally
- Angel Investor in Digital Businesses and Artificial Intelligence

PUBLIC BOARD EXPERIENCE

Lastminute Group (Traded in Switzerland, SIX: LMN) <i>Board Member</i> <ul style="list-style-type: none">• Special Self-Tender Committee Member• Risk Committee Member	Chiasso, Switzerland 2017 – Present
Rai Way (Traded in Italy, MTA: MWAY) <i>Board Member</i> <ul style="list-style-type: none">• Remuneration Committee Chairperson	Rome, Italy 2014 – Present
Banzai (Traded in Italy, MTA: BANZ) <i>Board Member</i> <ul style="list-style-type: none">• Audit Committee Chairperson• Remuneration Committee Member	Milan, Italy 2014 – 2015
Gtech/IGT (Traded in Italy, MTA: GTK – NASDAQ: IGT) <i>Board Member</i> <ul style="list-style-type: none">• Remuneration Committee Member• Lead Independent Director	Rome, Italy 2014 – 2015
Piquadro (Traded in Italy, MTA: PQ) <i>Board Member</i> <ul style="list-style-type: none">• Remuneration Committee Member• Audit Committee Member	Milan, Italy 2013 – 2016
Buongiorno (Traded in Italy, MTA STAR: BNG) <i>Board Member</i> <ul style="list-style-type: none">• Remuneration Committee Member	Milan, Italy 2007 – 2012

WORK EXPERIENCE

Angel Investor

San Francisco, CA

- Invest in early stage start-ups, advise executive teams 2016 to present

Freelance

Florence, Italy and San Francisco, CA

Consultant

2018

- Advise clients' executive team on digital transformation, reorganization and turnaround

Last Minute Group – Online Travel Business

San Francisco, CA

Consultant

2016

- Advised executive team on Technology group reorganization
- Supported CPO and CTO in rethinking product propositions and customer centric processes

Loop.ai Labs– Artificial Intelligence Start Up

San Francisco, CA

Co-Founder and CEO

2012 – 2015

- Built from scratch core operations, hired top scientist talents and raised angel round
- Obtained invitation for the Web Summit 2015 Most Innovative Start Ups Session
- Launched Proprietary Artificial Intelligence API Platform to process big data

Skype/MSFT

Palo Alto, CA

Sr. Director of Advertising and New Monetization

2011 – 2012

- Led turnaround of global team from a private equity held company to MSFT acquisition
- Grown revenues by 30% delivering new monetization and advertising strategy, overseeing cross-functional operations, working with engineering and product to identify best formats and performance. Launched first advertising programs on Skype
- Led 80% growth in Skype Partner Business

YouTube

San Bruno, CA

Head of Strategic Partnership Operations

2011

- Created the new Strategic Partnership Ops function that pushed from 40% to 85% Partner Satisfaction with support and key efficiency gain
- Driven 65% growth in YouTube Strategic Partners Business by leading Content Vertical Strategies, Account Management, Product Specialists, Reporting, Supply-Demand alignment and Audience Development functions

Head of International Online Sales and Operations

2007 – 2011

- Brought the online acquisition program at break-even globally in one year, grown online advertising revenue at an average of 60% QoQ in new markets, increased international user over 200% YoY by leading online operations outside the US

- Slashed YouTube blocking in international markets by 75% by defining localized content and user policies, legal escalation and copyright policies
- Supported launching YouTube in 22 countries by setting up international offices and established regional footprint

Google

Mountain View, CA

Head of International Consumer Operations (ConOps)

2007

- Reduced by 30% international Consumer Operations costs by driving automation across multiple products and languages support
- Improved by 20% quality and efficiency of localization processes

MyQube – Telecom Italia Venture Fund

Cupertino, CA – Geneva, Switzerland

Partner

2004 – 2007

- Increased by 80% deal flow and generated three direct investments in high-tech start-ups with particular focus on fixed and mobile telecommunications
- Led seed investment in German Networks, a WiMax company in Germany acquired by Intel in 2006 for a 6x total return on investment
- Served on Board of Directors of two US private companies: Minerva Networks and NoHold

United Nations – World Health Organization

Geneva, Switzerland

Senior Economist

2002 – 2004

- Managed an international team of scientists to define new policies and services in mental health and substance abuse
- Led strategic negotiation with ministries and delegations that brought to the ratification of the global tobacco treaty
- Increased fund raising of 110% in one year

University of California Berkeley

Berkeley, CA

Research Associate

2002

- Research leader in an interdisciplinary project at the Goldman School of Public Policy to evaluate alternative funding schemes, financial structure and new organizational design

EDUCATION

Trento University

Trento, Italy

PhD in Criminology

International Program jointly with University of Oxford, Rotterdam, Washington

Completed PhD Thesis on econometric models for early detection of corporate fraud

Stanford University

Palo Alto, CA

Post-doctoral Program in Organizational Behavior

Led research project exploring “knowledge networks” and impact on innovation speed

Bocconi University

Milan, Italy

PhD in Business Administration and Management

Completed PhD Thesis on organizational turnaround and cultural change as visiting student at Stanford from year 2000

Bocconi University

Milan, Italy

Laurea (equivalent of BA+Master) cum laude in Economics & Business

Awarded Gold Medal for best graduate and the Best Thesis National Award

LANGUAGES

Fluent in English, Italian and Portuguese; proficient Spanish; working level French – Scholar of Latin and Ancient Greek

ADDITIONAL INFORMATION

Chartered Professional Journalist

Published in refereed journals, books and invited to chair conferences. Sample Book publications: Open Mobile, 2009, Futuretext, London; Health and Development, 2009, Palgrave Macmillan

American Citizen

ANNA GATTI - PUBLIC BOARD EXPERIENCE

Lastminute Group (Traded in Switzerland, SIX: LMN) Chiasso, Switzerland

Board Member 2017 – Present

- Special Self-Tender Committee Member
- Risk Committee Member

Rai Way (Traded in Italy, MTA: MWAY) Rome, Italy

Board Member 2014 – Present

- Remuneration Committee Chairperson

Banzai (Traded in Italy, MTA: BANZ) Milan, Italy

Board Member 2014 – 2015

- Audit Committee Chairperson
- Remuneration Committee Member

Gtech/IGT (Traded in Italy, MTA: GTK – NASDAQ: IGT) Rome, Italy

Board Member 2014 – 2015

- Remuneration Committee Member
- Lead Independent Director

Piquadro (Traded in Italy, MTA: PQ) Milan, Italy

Board Member 2013 – 2016

- Remuneration Committee Member
- Audit Committee Member

Buongiorno (Traded in Italy, MTA STAR: BNG) Milan, Italy

Board Member 2007 – 2012

- Remuneration Committee Member