

Cerved Group S.p.A.
Registered office at Via dell'Unione Europea n. 6A/6B – 20097 San Donato Milanese (MI)
Share Capital Euro 50,521,142.00 fully paid in
Companies Register of Milan Monza Brianza Lodi, Taxpayer Identification Number and VAT Registration
Number: 08587760961
Administrative Business Register (REA) No. 2035639

NOTICE OF CALL OF EXTRAORDINARY AND ORDINARY SHAREHOLDERS' MEETING

The voting members of the Shareholders' Meeting of Cerved Group S.p.A. (hereinafter “**Cerved**” or the “**Company**”) are called to the Extraordinary and Ordinary Shareholders' Meeting to be held on **2 November 2021** at **11:00 a.m.**, on a single call, conventionally convened at the registered office located at Via dell'Unione Europea no. 6A/6B in San Donato Milanese (the “**Shareholders' Meeting**”), to discuss and resolve on the following

AGENDA

EXTRAORDINARY PART

1. Amendment to Article 13.1 of the Bylaws. Related and consequent resolutions.

ORDINARY PART

1. 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.

INFORMATION RELATING TO THE COVID-19 EMERGENCY

Pursuant to article 106, paragraph 4 of Law Decree no. 18 of 17 March 2020, converted with amendments by Law no. 27 of 24 April 2020 as lastly amended by Law Decree no. 105 of 23 July 2021, the attendance at the Shareholders' Meeting of those entitled to vote is allowed exclusively through the representative appointed by the Company pursuant to article 135-*undecies* of the Legislative Decree 58/98 (hereinafter the “**Consolidated Financial Act**”). For the related procedures, reference should be made to the information contained in this notice under section “*Attendance at and participation in the shareholders' meeting*”.

The attendance to the Shareholders' Meeting of the entitled persons (the Chairman, the Chief Executive Officer, the Chairman of the Board of Auditors, the other members of the Corporate Bodies, the Secretary, the Appointed Representative, the Auditing Firm and/or employees and/or workers authorised by the Chairman), in light of the limitations which may arise due to the above-mentioned health requirements, may also (or exclusively) take place by means of telecommunication tools that ensure their identification, in the manner individually notified to them, in accordance with the applicable laws and regulations, without the need for the Chairman and the Notary to be in the same place.

The Company reserves the right to amend and/or integrate the information contained in this notice of call in light of the current Covid-19 emergency situation and its developments, which cannot be foreseen at the

moment. Any amendments and/or integrations to the information contained in this notice of call will be promptly communicated in accordance with the laws and regulations applicable from time to time.

SHARE CAPITAL AND VOTING SHARES

As of the date of this notice of call, the subscribed and paid-in share capital of Cerved is equal to Euro 50,521,142.00, divided into 195,274,979 ordinary shares, without par value. Each ordinary share may be used as one vote at the ordinary and extraordinary shareholders' meetings of the Company. As of the date of publication date of this notice of call, the Company owns no. 1,515,609 treasury shares (equal to 0.776% of share capital) whose voting right is suspended pursuant to Article 2357-*ter*, paragraph 2, of the Italian Civil Code.

The Company's website (<https://company.cerved.com/en/shareholders-meeting>) provides detailed information on the amount of share capital and its composition.

RIGHT TO ATTEND AND VOTE AT THE SHAREHOLDERS' MEETING

The right to attend and vote at the Shareholders' Meeting – exclusively through the Appointed Representative – shall be attested by a notice sent to the Company by the authorised intermediary, based on the accounting records at the end of the seventh trading day prior to the date of the Shareholders' Meeting, i.e., **22 October 2021** (record date) and at the request of the entitled person. The credit or debit registrations made on the accounting records after the record date shall not be considered for the purposes of entitling to vote at the Shareholders' Meeting. Therefore, anyone who becomes a Company's shareholder after the record date will not be allowed to attend and vote at the Shareholders' Meeting.

The person holding the voting right must provide the intermediary who keeps the relevant accounts with specific instructions in order to make the above notice to the Company. Any specific requests made by the intermediary or costs related to the above notice are not borne by the Company.

The intermediary's notice has to be delivered to the Company by the end of the third trading day prior to the date of the Shareholders' Meeting, i.e., by **28 October 2021**. Nevertheless, shareholders may still attend the meeting and vote – exclusively through the Appointed Representative – if the notices are delivered to the Company after the deadline of **28 October 2021**, provided that they are received before the beginning of the Shareholders' Meeting.

Attendance at the Shareholders' Meeting – which may occur exclusively through the Appointed Representative – is subject to the applicable laws and regulations, as well as to the provisions of the Bylaws and the Shareholders' Meeting Regulation, which are available on the Company website (<https://company.cerved.com/en/shareholders-meeting>, Regulation section).

In order to allow the timely receipt by the Company of the communication and the documents indicated in such notice of call, the Shareholders are kindly invited to prefer the use of electronic means set out below instead of the postal service which, in light of the current pandemic situation, could be subject to delays.

ATTENDANCE AT AND REPRESENTATION IN THE SHAREHOLDERS' MEETING

Pursuant to article 106, paragraph 4 of Law Decree no. 18 of 17 March 2020, converted with amendments by Law no. 27 of 24 April 2020 as lastly amended by Law Decree no. 105 of 23 July 2021, the attendance at the Shareholders' Meeting of those entitled to vote is allowed exclusively through the representative appointed by the Company pursuant to article 135-*undecies* of the Consolidated Financial Act, to whom a proxy must be given, in the form and the conditions indicated below.

With reference to the Shareholders' Meeting called through the present notice of call, the Company has appointed, pursuant to Article 135-*undecies* of the Consolidated Financial Act, Studio Legale Trevisan & Associati, with registered office in Milan, at Viale Majno no. 45, in the person of Mr. Dario Trevisan and/or its substitutes in case of impediment (the "**Appointed Representative**"), to which proxy may be given, at no expense for the delegator (except for any postage costs), with voting instructions for some or all of the items on the agenda. The proxy pursuant to Article 135-*undecies* of the Consolidated Financial Act shall contain the voting instructions for some or all of the proposals on the agenda and will be effective only for the proposals in relation to which the voting instructions have been conferred.

The proxy must be conferred by signing the specific proxy form, available with instructions for completion and sending, at the registered office of the Company and on its website (<https://company.cerved.com/en/shareholders-meeting>).

The original copy of the proxy granted pursuant to Article 135-*undecies* of the Consolidated Financial Act – together with the written voting instructions, and with a valid ID copy of the delegator and, in the case of a legal entity, a valid ID copy of the legal representative pro tempore, or of other person with proper powers, together with the documentation proving representative powers of the signatory (e.g. the excerpt of the Companies' Register) – shall be sent to the Appointed Representative by the end of the second trading day prior to the date of the Shareholders' Meeting (i.e., **within 11:59 p.m. of 29 October 2021**) to the following address: Studio Legale Trevisan & Associati, Viale Majno no. 45 – 20122 Milan – Italy, Ref. "Delega Assemblea CERVED 2021", sent by registered letter or using a courier delivery service. Without prejudice to the submission of the original copy of the proxy complete with voting instructions, the same may also be delivered electronically to the certified e-mail address rappresentante-designato@pec.it. Sending the proxy to the aforementioned certified e-mail address, signed digitally in accordance with the legislation in force, shall satisfy the written format requirement.

The proxy and voting instructions granted to the Appointed Representative may be revoked before the end of the second trading day before the date set for the Shareholders' Meeting (i.e., **within 11:59 p.m. of 29 October 2021**), with the modalities indicated above for the granting of the proxy.

It should be noted that the shares, in relation to which a full or partial proxy is given, are considered for the duly constitution of the Shareholders' Meeting; with reference to proposals in relation to which voting instructions are not given, the relevant shares will not be counted for the purpose of calculating the majority and the quorum required for the approval of the resolutions.

Whoever wish not to grant a proxy pursuant to Article 135-*undecies* of the Consolidated Financial Act may also grant to the Representative proxies or sub-proxies pursuant to Article 135-*novies* of the Consolidated Financial Act, by way of derogation from Article 135-*undecies*, paragraph 4, of the Consolidated Financial Act.

To this end, holders of voting rights may use the proxy or sub-proxy form available on the Company website (<https://company.cerved.com/en/shareholders-meeting>). The proxy and/or sub-proxy may also be conferred through an electronic document bearing an electronic signature pursuant to Article 21, paragraph 2 of Legislative Decree no. 82 of 7 March 2005.

The proxies and/or sub-proxies, with the relevant voting instructions – together with a valid ID copy of the delegator and, in the case of a legal entity, a valid ID copy of the legal representative pro tempore, or of other person with proper powers, together with the documentation proving representative powers of the signatory (e.g. the excerpt of the Companies' Register) – must be received **within 12:00 p.m. of 1 November 2021** (it being understood that the Appointed Representative may accept proxies and/or sub-proxies and/or voting instructions also after such term and, in any case, before the beginning of the Shareholders' Meeting) to the following addresses: by mail, to Studio Legale Trevisan & Associati, Viale Majno no. 45 – 20122 Milan, or by certified e-mail to: rappresentante-designato@pec.it or through ordinary e-mail to rappresentante-designato@trevisanlaw.it.

The proxy and/or sub-proxies granted to the Appointed Representative pursuant to Article 135–novies of the Consolidated Financial Act may be revoked before the aforementioned deadline (i.e., **within 12:00 p.m. of 1 November 2021**), with the modalities indicated above for the granting of the proxy.

No procedures are envisaged for voting by mail or with electronic means.

Finally, for any clarification regarding the granting of the proxy to the Representative (and, in particular, regarding the filling out of the proxy form and the voting instructions and the relevant transmission) it is possible to contact the Representative at the above addresses and/or to the helpline 800 134 679, (during working days and hours).

RIGHT TO ADD ITEMS OF THE SHAREHOLDERS' MEETING AGENDA AND TO SUBMIT NEW RESOLUTION PROPOSAL

Pursuant to Article 126–*bis* of the Consolidated Financial Act, Shareholders who represents, also on a jointly basis, at least one–fortieth of the share capital, may request, within ten days after publication of this notice of call, to supplement the agenda, indicating in the related request the additional proposed items to be discussed, or to submit resolution proposals on items already on the agenda. The requests must be submitted in writing to the Company by the aforementioned deadline and be sent via registered letter or certified email to the following addresses: Cerved Group S.p.A., Affari Societari e Capital Markets, Via dell'Unione Europea, n. 6A/6B, 20097 San Donato Milanese, e–mail cervedgroup@pec.cerved.com. Within the same deadline, the Company shall receive the specific notice issued by the intermediary authorized, pursuant to the applicable law, attesting the ownership of the shareholding as the requirement for exercising the right to request to add items to the agenda and to submit new resolution. By the same deadline and in the same ways, the proposing Shareholders have to submit a report to the Board of Directors which provides the reasons for the requests to resolve on the new item of the agenda or the reasons for the new resolution proposal on items already provided by the agenda.

The amended agenda for the Shareholders' Meeting or the proposed resolutions relating to items which are already part of the agenda will be published, at least fifteen days prior to the date set for the Shareholders' Meeting, in accordance with the modalities used to publish this notice of call. Additional proposed resolutions on items already on the agenda are made available to the public in the ways set forth in Article 125–*ter*, paragraph 1 of the Consolidated Financial Act, at the same time as publishing of the notice of their submission, also in order to enable those entitled to vote to make an informed choice taking into consideration the new proposals and to allow the Appointed Representative to collect any voting instructions which may also cover said proposals. At the same time as the publication of the notice of integration or submission, the report prepared by the requesting Shareholders, accompanied by any opinions of the Board of Directors, shall be published in the same forms as those indicated above.

The agenda cannot be supplemented with items in relation to which the Shareholders' Meeting resolves, pursuant to law, upon proposals of the Directors or on the basis of a project or report prepared by them, other than those under Article 125–*ter*, paragraph 1 of the Consolidated Financial Act.

RIGHT TO SUBMIT PROPOSALS FOR RESOLUTIONS PRIOR TO THE SHAREHOLDERS' MEETING

In addition to the above, in view of the fact that attendance to the Shareholders' Meeting must be performed exclusively through the Appointed Representative, parties with voting rights that intend to submit proposals for resolutions on matters on the agenda are invited to submit them in advance, by 18 October 2021, using the same procedures indicated in the previous paragraph. These proposals will be published on the Company's website by 19 October 2021, to enable those entitled to vote to make an informed choice taking into consideration the new proposals and to allow the Appointed Representative to collect any voting instructions which may also cover said proposals. The party submitting a proposal must provide suitable documentation proving his or her entitlement to participate in the Shareholders' Meeting.

RIGHT TO SUBMIT QUESTIONS ON THE ITEMS ON THE AGENDA

Pursuant to Article 127-*ter* of the Consolidated Financial Act, anyone with voting rights may submit questions on matters on the agenda, prior to the Shareholders' Meeting, and, in any case, by the record date (i.e. **by 22 October 2021**), to which the Company, having verified their relevance to the matters on the agenda and the legitimacy of the party submitting them, shall provide a response, at least two days before the Shareholders' Meeting (i.e. **by Sunday 31 October 2021**), including through publication in the relevant section on the Company website.

Such questions – accompanied by the related notice, issued by the authorised intermediary pursuant to the applicable law, attesting the shareholder's entitlement to exercise this right – must be sent by registered letter or certified e-mail to the following addresses: Cerved Group S.p.A., Affari Societari e Capital Markets, Via dell'Unione Europea, no. 6A/6B, 20097 San Donato Milanese, e-mail: cervedgroup@pec.cerved.com. Ownership of the right to vote can be confirmed even after sending the questions, but, in any case, within the third day following the record date (i.e. **by 25 October 2021**).

Please note that (i) no answer has to be given, not even at the Shareholders' Meeting, to questions submitted before the meeting when the requested information is already available in the "Question and Answer" format in the Governance area, Shareholders' Meeting section of the Company website; and (ii) the Company may also give single answers to questions having the same content.

APPOINTMENT OF THE BOARD OF DIRECTORS

The Shareholders' Meeting is called upon to resolve, in an extraordinary session, on the proposed amendment to art. 13.1 of the Bylaws relating to the reduction of the minimum number of members of the Board of Directors from the current 9 (nine) to 7 (seven), while maintaining the maximum number of directors at 13.

The appointment of the Company's Board of Directors is carried out in compliance with the provisions of art. 13 of the Bylaws, to which reference should be made for all matters not expressly reported below. The directors are appointed by the Shareholders' Meeting on the basis of slates submitted, in compliance with the law and regulations in force from time to time, in which candidates – who do not exceed 15 and meet the requirements – are listed with a progressive number.

The slate may be submitted by the outgoing Board of Directors and by the Shareholders who, alone or together with other Shareholders, hold shares representing at least 1% of the share capital with voting rights at the ordinary shareholders' meeting, as set out in Consob Resolution no. 44 of 29/01/2021. Each shareholder can submit or take part in the submission of just one slate.

With specific regard to the preparation of the slate and the composition of the Board of Directors, please note the following.

Each candidate can be included in one slate only, otherwise he/she will be ineligible.

Pursuant to paragraph 13.4 of the Bylaws, the Board of Directors must include at least 3 directors who meet the independence requirements set out in current legislation and regulations, as well as in the Corporate Governance Code promoted by Borsa Italiana S.p.A., to which the Company adheres. Each slate shall indicate which candidates comply with the said independence requirements.

Pursuant to art. 13.6 of the Bylaws, the slates that include a total number of candidates equal to or higher than three must be composed of candidates belonging to both genders, so that at least two fifths (rounded up) of the candidates belong to the less represented gender.

Each slate must be accompanied by statements in which each candidate accepts his/her candidacy and certifies – under his/her own responsibility – that there are no reasons for ineligibility and incompatibility, as well as

that he/she complies with the requirements set out by current legislation for the respective offices. Together with such statements, each candidate shall submit a curriculum vitae concerning personal and professional details and any indication of his/her suitability to be qualified as independent, pursuant to current legislation and regulations, as well as to the Corporate Governance Code promoted by Borsa Italiana S.p.A., to which the Company adheres.

The slates must be filed with the Company at least twenty-five days before the Shareholders' Meeting, i.e. **by 8 October 2021**, together with the above-mentioned documents, in the following ways (i) by hand delivery at the registered office in San Donato Milanese, Via Dell'Unione Europea n.6/A-6/B by contacting the Affari Societari and Capital Markets office during normal office hours (Tel. + 39 02/7754395); (ii) by registered letter to the following address: Cerved Group S.p.A., Affari Societari and Capital Markets, Via Dell'Unione Europea n.6/A-6/B, 20097 San Donato Milanese; (iii) by fax to no. + 39 02/76261660; or (iv) by certified e-mail to the following address: cervedgroup@pec.cerved.com.

The ownership of the minimum shareholding required in order to submit the slates is determined with regard to the shares that are registered in favour of the shareholder on the day when the slates are deposited with the issuer. The related certification can be produced also after the filing, provided that it is issued by the deadline for the publication of the slates by the issuer – i.e. on **12 October 2021** – by means of a notice issued by an authorised intermediary pursuant to applicable legislation.

Slates that have not been prepared in compliance with the above-mentioned provisions shall be considered as not submitted. Each person entitled to vote may only vote for one slate. At the end of the voting, the candidates of the slates that obtained the highest number of votes shall be appointed, according to the criteria described in art. 13.9 of the Bylaws.

For further information on the appointment of the Board of Directors, reference should be made to the explanatory report on the related item on the agenda, which was drawn up by the Board of Directors pursuant to art. 125-ter of the Consolidated Financial Act and made available to the public according to the terms and conditions provided by current legislation. Moreover, the reader is invited to read the recommendations contained in CONSOB Communication no. DEM/9017893 of 26 February 2009.

DOCUMENTATION

The documentation for the Shareholders' Meeting, including the explanatory reports of the Board of Directors and the proposals for resolution placed on the agenda, will be published in accordance with the terms and conditions imposed by current law, with the Shareholders and voting members being entitled to obtain a copy of those documents. These documents will be available at the registered office of the Company (at Via dell'Unione Europea n. 6A/6B, 20097, San Donato Milanese), at the authorised storage system (www.emarketstorage.com) and on the Company website (<https://company.cerved.com/en/shareholders-meeting>).

Qualified and accredited professionals, consultants, experts, financial analysts and journalists may attend the Shareholders' Meeting via teleconference upon approval by the Chairman. Their accreditations have to be delivered to the registered office of the Company before the Shareholders' Meeting commences. These accreditations must be sent to the following address: Affari Societari e Capital Markets, email: societariogruppocerved@cerved.com.

This notice of call is published in accordance with the provisions of Article 125-bis of the Consolidated Law on Finance, Article 84 of Consob Regulation no. 11971/1999, and Article 8.3 of the Bylaws, on the Company website (<https://company.cerved.com/en/shareholders-meeting>), on the website of the authorised storage system (www.emarketstorage.com) and, in excerpt form, in the newspaper Il Giornale

San Donato Milanese, 21 September 2021

On behalf of the Board of Directors

The Chairman

(Gianandrea De Bernardis)