

PRESS RELEASE

Final results of the voluntary public tender offer on the ordinary shares of the company CAD IT S.p.A., launched by Quarantacinque S.p.A.

Satisfaction of the condition relating to the MAC Event

Reopening of the Terms

Verona, April 9, 2018 – With reference to the voluntary public tender offer launched by Quarantacinque S.p.A., previously Quarantacinque S.r.l. (the “**Offeror**”), in accordance with Articles 102, first paragraph and 106, fourth paragraph, of the Legislative Decree dated February 24, 1998, no. 58, as amended (the “**CFA**”), on all the ordinary shares of CAD IT S.p.A. (“**CAD IT**” or the “**Issuer**”) which are not already owned by the Offeror and, therefore, no. 7,701,804 shares of the Issuer, corresponding to approx. 85.766% of the corporate capital of the Issuer (the “**Offer**”), whose Acceptance Period ended on April 6, 2018, the Offeror, following the press release on the provisional results dated April 6, 2018, announces what follows.

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Unless differently defined in this press release, words that are capitalized shall have the meaning attributed to them in the offer document approved by the Italian National Commission for Companies and the Stock Exchange (“*Commissione Nazionale per le Società e la Borsa – CONSOB*”) with Resolution no. 20325 of March 7, 2018 (the “**Offer Document**”), published on March 9, 2018 on the global information agent’s website (www.sodali-transactions.com), on Banca Akros website (www.bancaakros.it) and on the Issuer’s website (www.cadit.it).

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1. FINAL RESULTS OF THE OFFER

On the basis of the final results communicated by Banca Akros S.p.A. – also on behalf of Società per Amministrazioni Fiduciarie “SPAFID” S.p.A., intermediaries responsible for the coordination of the collection of the shares tendered to the Offer – no. 4,671,230 Shares have been tendered to the Offer during the Acceptance Period, corresponding to 60.651% of the Shares Subject of the Offer and to 52.018% of the corporate capital of the Issuer, for an overall amount equal to Euro 24,757,519.

These final results are consistent with the provisional results communicated on April 6, 2018.

Therefore, taking into account the no. 4,671,230 Shares which have been tendered to the Offer and the no. 1,278,196 Shares already owned by the Offeror, the Offeror will own a total of no. 5,949,426 Shares, corresponding to 66.252% of the corporate capital of the Issuer.

2. CONDITIONS OF THE OFFER

Please note that the Offeror declared – by means of the press release on the provisional results dated April 6, 2018 – to waive the Threshold Condition.

The Offeror hereby communicates that the condition relating to the MAC Event, referred to in Paragraph A.1. (letter b) of the Offer Document, has been satisfied.

As a consequence, the Offer becomes fully effective and, therefore:

- a) the Offeror will acquire all the Shares tendered to the Offer during the Acceptance Period.
The Consideration to be paid by the Offeror for each Share of the Issuer tendered to the Offer is equal to Euro 5.30 and will be paid on April 13, 2018 against the simultaneous transfer of the property right of these Shares to the Offeror;
- b) the terms of the Offer will be re-opened, as better clarified in the next paragraph of this press release.

3. REOPENING OF THE TERMS

In accordance with the Paragraphs A.8 and F.1 of the Offer Document, pursuant to Article 40-*bis*, first paragraph, letter a) of the CONSOB Resolution dated May 14, 1999, no. 11971, as amended, the terms of the Offer will be re-opened for further five Trading Days following April 13, 2018 and, therefore, for the trading sessions of April 16, 17, 18, 19 and 20, 2018 (inclusive), from 8.30 a.m. until 5.30 p.m. (the “**Reopening of the Terms**”).

As a consequence, CAD IT’s shareholders who did not tender their Shares to the Offer during the Acceptance Period may tender their Shares to the Offer during the Reopening of the Terms, against a Consideration in cash equal to Euro 5.30 for each Share tendered to the Offer.

The Consideration for each Share of the Issuer tendered to the Offer during the Reopening of the Terms will be paid – against the simultaneous transfer of the property of these shares to the Offeror – on April 27, 2018.

4. OFFERORS’ STATEMENTS ON THE PURCHASE OBLIGATION PURSUANT TO ARTICLE 108, PARAGRAPH 2, OF THE CFA, THE PURCHASE OBLIGATION PURSUANT TO ARTICLE 108, PARAGRAPH 1, OF THE CFA AND STATEMENT ON THE EXERCISE OF THE SQUEEZE-OUT RIGHT

Please note that the Offeror has already announced that, should an insufficiency of free float occur, it does not intend to take any measures aimed at re-establishing the free float to ensure the Shares’ normal trading. Therefore, should the necessary conditions be satisfied following the Reopening of the Terms, the Offeror will fulfill the Purchase Obligation pursuant to Article 108, paragraph 2, of the CFA and/or the Purchase Obligation pursuant to Article 108, paragraph 1, of the CFA towards any shareholders of the Issuer who will request it and the Offeror will exercise the Squeeze-out Right pursuant to Article 111, paragraph 1, of the CFA on the residual Shares (please see Paragraphs A.9, A.10 and A.11 of the Offer Document).

Fine Comunicato n.0473-41

Numero di Pagine: 4