



SPAFID CONNECT

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Societa' : CAD IT

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Informazione
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Diffusione presunta

Oggetto : The CAD IT Board of Directors calls the Shareholders' Meeting in order to resolve on the merger by incorporation of CAD IT

Testo del comunicato

Vedi allegato.

THE CAD IT BOARD OF DIRECTORS CALLS THE SHAREHOLDERS' MEETING ON JULY 13, 2018 IN ORDER TO RESOLVE ON THE MERGER BY INCORPORATION OF CAD IT INTO ITS PARENT COMPANY QUARANTACINQUE

The withdrawal consideration for the shares will be equal to Euro 4.84 for each share

The CAD IT Board of Directors resolved today to call the extraordinary shareholders' meeting on July 13, 2018 in single call, at 9.30 am, in order to resolve on the merger by incorporation of CAD IT ("CAD IT" or the "Issuer") into Quarantacinque S.p.A. ("Quarantacinque"), parent company of the Issuer (the "Merger").

Without prejudice to the evaluation to be done by CAD IT Related Parties Transactions Committee, the call of the shareholders' meeting follows the public tender offer, launched by Quarantacinque – on February 19, 2018, in accordance with Articles 102, first paragraph and 106, fourth paragraph, of the Legislative Decree dated February 24, 1998, no. 58, on all the shares of CAD IT (the "Offer") – with the purpose of delisting the CAD IT shares from the Stock Exchange Market ("Mercato Telematico Azionario") managed and organized by Borsa Italiana S.p.A., even through a merger by incorporation of the Issuer into Quarantacinque.

At the outcome of the Offer, Quarantacinque owns no. 5,953,046 shares of Issuer, equal to 66.292% of the corporate capital: therefore, Quarantacinque controls CAD IT *de jure*.

The proposal to the shareholders' meeting, the Merger plan and the related documentation provided for by the law will be examined and approved in another meeting of the Board of Directors, to be tentatively held in May 2018, once the relevant process will be completed and subject to the required opinion of CAD IT Related Parties Transactions Committee.

Should the proposed Merger be approved, it will entail the delisting of CAD IT shares from the Stock Exchange Market ("Mercato Telematico Azionario") managed and organized by Borsa Italiana S.p.A. and the shareholders who will not concur to the approval of the Merger will be entitled to exercise the withdrawal right, pursuant to Art. 2437 and 2437-*quinquies* of the Italian Civil Code. In this regard, it is hereby communicated that the withdrawal consideration for the shares in relation to which the withdrawal right will be duly exercised is equal to Euro 4.84 (four Euro and eighty-four cents) for each share. This consideration corresponds, pursuant to Art. 2437-

ter, third paragraph, of the Italian Civil Code, to the arithmetic mean of the closing price of the CAD IT shares during the six months prior to today's publication of the notice of call of the shareholders' meeting. Further relevant information on the exercise of the withdrawal right will be published in accordance with and within the terms provided for by the law.

Terms and modalities of the Merger will be communicated upon approval of the Merger plan. The informative document on major transactions with related parties will be published in accordance with and within the terms provided for by the law.

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The reports and the documentation provided for by the applicable laws concerning the items on the agenda of the shareholders' meeting will be published in accordance with and within the terms provided for by the law.

The notice of call of the shareholders' meeting is published on the website of the Company (www.cadit.it) as well as on the website of the authorized storage mechanism www.emarketstorage.com; the related excerpt will be published also on April 25, 2018 on "La Repubblica" newspaper.

GRUPPO CAD IT

CAD IT fornisce software e servizi ad aziende di elevato standing in Europa. I clienti di CAD IT includono banche, assicurazioni, fondi, brokers, fornitori di servizi in outsourcing, enti pubblici e imprese.

Ogni giorno, le soluzioni sviluppate da CAD IT, supportano oltre 1.000 organizzazioni in Europa, grazie al know-how di oltre 600 professionisti altamente specializzati e con il dominio di tecnologie innovative.

Con oltre 200.000 utenti appartenenti ad istituzioni finanziarie di elevato standing, Area Finanza di CAD IT rappresenta il sistema più utilizzato in Europa per la gestione dei processi di trading e post trading di strumenti finanziari. "Area Finanza" è una soluzione completa front-to-back, cross-business, cross-asset, multi-canale, multi-browser, multi-lingua, multi-valuta e multi-istituto.

CAD IT è inoltre leader di mercato in Italia nel settore del software per la riscossione dei tributi per la Pubblica Amministrazione e rappresenta un punto di riferimento per le aziende del "made in Italy" come fornitore di strumenti software e servizi ad alto valore aggiunto.

CAD IT GROUP

CAD IT supplies software and services to high-standing companies in Europe. CAD IT's customers include banks, insurance companies, investment fund organisations, brokers, IT outsourcers, public administration and manufacturing companies.

Due to the exceptional know-how of over 600, highly specialised experts and with a dominion of innovative technologies, CAD IT's software solutions daily provide support to over 1,000 European organisations.

With over 200,000 users at high-standing financial institutions, CAD IT's Finance Area software suite is the most commonly-used system in Europe for managing financial instrument trading and post-trading processes. "Finance Area" is a complete front-to-back, cross-business, cross-asset, multi-channel, multi-browser, multi-language, multi-currency and multi-entity solution.

Moreover, CAD IT is not only the leader in the Italian financial software market but also for Public Administration tax collection and represents a reference point for Made in Italy companies as a supplier of software tools and services that guarantee high added value.

GRUPO CAD IT

CAD IT suministra software y servicios a empresas de alto nivel en Europa. Los clientes CAD IT incluyen bancos, seguros, fondos, agentes de bolsa, proveedores de servicios de externalización, entes públicos y empresas.

Cada día, las soluciones desarrolladas por CAD IT, suportan más de 1.000 organizaciones en Europa, gracias al know-how de más de 600 profesionales altamente especializados y con el dominio de tecnologías innovadoras.

Con más de 200.000 usuarios pertenecientes a instituciones financieras de alto nivel, el Area Finanza de CAD IT representa el sistema más usado en Europa para la gestión de los procesos de negociación y post-negociación de instrumentos financieros. "Area Finanza" es una solución integral para los servicios de: atención al público y administración (front-to-back), multi-sociedades (cross-business), activos cruzados (cross-asset), multi-canales, multi-navegadores, multi-idiommas, multi-moneda y multi-institución.

CAD IT es además, líder del mercado en Italia en el sector del software para la recaudación de impuestos para la Administración Pública y representa un punto de referencia para las empresas del "Made in Italy" como proveedor de instrumentos software y servicios de alto valor añadido.

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