



SPAFID CONNECT

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Diffusione presunta

Oggetto : Grant of powers to the directors, set up the Committees, appointment of the Supervisory Board and starting the merger process with Quarantacinque

Testo del comunicato

Vedi allegato.

GRANT OF POWERS TO THE DIRECTORS, SET UP THE COMMITTEES, APPOINTMENT OF THE SUPERVISORY BOARD AND FURTHER BOARD RESOLUTIONS STARTING THE MERGER PROCESS WITH QUARANTACINQUE

The Board of Directors of CAD IT S.p.A. (www.caditgroup.com), a leading Company in the Italian financial software market and listed in the STAR segment of Borsa Italiana, met today and granted powers to the directors, setting the executive directors' remuneration.

As a consequence of the above-mentioned changes, the Board of Directors, which will remain in office until the date of the Shareholders' Meeting called to approve the Financial Statements as at 31st December 2018, is composed as follows:

1. **Paolo Dal Cortivo** (chairman and managing director)
2. **Giulia Dal Cortivo** (vice chairman and managing director)
3. **Debora Cremasco** (non-executive and independent director)
4. **Flavio Piva** (non-executive and independent director)
5. **Lamberto Lambertini** (non-executive director)
6. **Cecilia Rossignoli** (non-executive director)
7. **Luigi Marco Libroia** (non-executive and independent director).

As chairman, **Paolo Dal Cortivo** was given all the powers of ordinary and extraordinary administration, except those reserved by law to the shareholders' meeting or to the board of directors and those reserved to the exclusive jurisdiction of the board of directors, as listed in Article 19 of the By-laws.

The CAD IT Board of Directors has set up the **Control and Risks Committee** and the **Nominating and Remuneration Committee**, with a duration proportionate to the duration of the Board of Directors.

The Control and Risks Committee is composed of the following members:

- **Debora Cremasco** (non-executive and independent director, chairman of the Committee)
- **Flavio Piva** (non-executive and independent director)
- **Lamberto Lambertini** (non-executive director).

The **Supervisory Board** functions in accordance with legislative degree 231/2001 as well the functions of the committee established by Article 7 of CONSOB Resolution 17221/2010, as amended by Consob Resolution 17389/2010, concerning approval of transactions with related parties, have been assigned to the Control and Risks Committee.

The Nominating and Remuneration Committee is composed of the following members:

- **Debora Cremasco** (non-executive and independent director, chairman of the Committee)
- **Flavio Piva** (non-executive and independent director)
- **Lamberto Lambertini** (non-executive director).

* * *

The CAD IT S.p.A. Board of Directors has positively assessed the existence of the independence requirements for its independent directors (Debora Cremasco, Flavio Piva e Luigi Marco Libroia) as provided for by article 148 paragraph 3 of the TUF (applicable to Directors pursuant to article 147-ter, paragraph 4 of the TUF) and by the Corporate Governance Code of Borsa Italiana S.p.A.. The Board of Auditors has verified the proper application of the criteria adopted by the Board of Directors.

The CAD IT S.p.A. Board of Directors has positively assessed the existence of the requirements of integrity, professionalism and independence set forth for the members of the Board of Statutory Auditors.

The Board of Directors appointed:

- the vice chairman and managing director Giulia Dal Cortivo as the manager in charge of internal control and risk management;
- the independent director Debora Cremasco as lead independent director.

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Finally, the Board of Directors started the merger process between CAD IT S.p.A. and its controlling company Quarantacinque S.p.A., appointing Deloitte Financial Advisory as financial consultant and Legance Avvocati Associati as legal consultant; the Board of Directors has also decided to submit to the Court of Verona a specific request for the appointment of the expert who will be called, among other things, to make the fairness assessment of the exchange ratio that will be determined by the Board of Directors of the companies involved in the merger.

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-idiomas, 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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