

## NOTICE OF SUMMONS TO SHAREHOLDERS' MEETING ON APRIL 27<sup>TH</sup> 2018

Each person entitled to vote is summoned to the ordinary Shareholders' Meeting to be held, in one single sitting, at 9.30 am on 27<sup>th</sup> April 2018 at the Company head offices in Verona, via Torricelli, 44/a, to deliberate on the following items on the agenda:

1. proposal to approve the financial statements at 31<sup>st</sup> December 2017 and consequent resolutions;
2. remuneration report ex article 123-ter of Leg. Dec. 58/1998 and consequent resolutions;
3. appointment of the board of directors prior to determining the number of members and the term of office, their remuneration and consequent resolutions;
4. appointment of the board of auditors, of the chairman of the board of auditors, determination of their remuneration and consequent resolutions.

### Company capital information

The company capital, fully paid up, is equal to Euro 4,669,600.00 and is divided into 8,980,000 ordinary shares with a par value of Euro 0.52 each, all with equal rights.

Further information on company capital is available on the Company's website [www.caditgroup.com](http://www.caditgroup.com), Investor Relations section.

### Documentation

The documentation required by the laws in force will be made available to the public at the Company's registered office and at Borsa Italiana S.p.A. and on the authorized storage system "eMarket STORAGE" managed by Spafid Connect S.p.A. and available at [www.emarketstorage.com](http://www.emarketstorage.com) and will be published on the Company website at [www.caditgroup.com](http://www.caditgroup.com), Investor Relations sections, within the terms prescribed by the norms in force.

### Shareholders' Meeting participation

Each ordinary share entitles to one vote at the Shareholders' Meeting.

In relation to participation and voting at the Shareholders' Meeting, it is hereby specified that:

- in accordance with article 83 sexies of Leg. Dec. 58/1998 (hereinafter "TUF") and with article 10 of the Company's by-laws, the validity of the intervention in the Meeting and the right to vote is certified by a communication made to the Company by the broker in accordance with its accounts, in favor of the person having the right to vote at the end of the seventh accounting day of open market prior to the date set for the meeting, i.e. **April 18<sup>th</sup> 2018** (the "record date"). Operations on accounts after such date do not count for the purposes of the attribution of the right to vote in the Meeting. The notices from the broker must reach the Company within the end of the third accounting day of open market prior to the date set for the meeting (i.e. April 24<sup>th</sup> 2018).

Nevertheless, a person can validly participate and vote if the communication reached the Company after the above-mentioned deadline but within the start of the Shareholders' Meeting;

- in accordance with TUF article 135-novies and with article 11 of the Company's by-laws, each person entitled to vote can be represented upon written or conferred through a digitally signed electronic document delegation, in accordance with the laws in force. For such purpose, the delegation at the bottom of the attendance notice issued by the authorised broker or the form that can be downloaded from the [www.caditgroup.com](http://www.caditgroup.com) website, Investor Relations section, may be used. Said delegation can be delivered or sent to the Company by registered post to its head office address or by certified e-mail to [investor.cadit@registerpec.it](mailto:investor.cadit@registerpec.it).

The representative can, in lieu of the original, deliver or send, even by digital means, a copy of the delegation stating, under his/her own responsibility, that said copy conforms to the original and giving the identity of the delegator;

- the Company has not designated representatives to whom the shareholders can confer a delegation with voting instructions on all or some of the items on the agenda;
- voting procedures by post or electronic means are not allowed.

In relation to the items on the Shareholders' Meeting agenda, it is hereby specified that:

- in accordance with TUF article 127-ter and with article 8 of the Company's by-laws, each person entitled to vote can propose questions in relation to the items on the agenda, even before the Meeting, sending them by registered post to the Company head office or sending them by registered post to the Company head office or by certified e-mail to [investor.cadit@registerpec.it](mailto:investor.cadit@registerpec.it) by April 24<sup>th</sup> 2018. The questions will be answered at the latest during the Meeting itself and the Company has the right to provide one answer to questions on the same content.

#### **Additions to the agenda and new deliberation proposals**

In accordance with TUF article 126-bis and with article 8 of the Company's by-laws, those Shareholders who, also jointly, represent at least one fortieth of the Company capital, can ask, within ten days after summons to the meeting has been published, for other items to be added to the agenda, indicating the topics they wish to be discussed in their request or submit proposals on items already on the agenda; the requests, together with the certificate of possession of the above mentioned share, should be sent in writing via registered post to the Company head office or by certified e-mail to [investor.cadit@registerpec.it](mailto:investor.cadit@registerpec.it). In any case, each person entitled to vote may individually submit deliberation proposals during the Shareholders' Meeting.

The integrations to the agenda or the proposals on items already on the agenda are published, in the same modalities set for the publication of the notice of summons, at least fifteen days before the day of summons, i.e. within April 12<sup>th</sup> 2018. Further proposals on items already on the agenda are published according to the modalities set by TUF art. 125-ter, paragraph 1, simultaneously with the notice of their submission.

The addition of items on the agenda for Shareholders' Meeting deliberation that regard Board of Directors' proposals or based on a project or a report drafted by the same, different from those listed in TUF article 125-ter, paragraph 1, is not allowed.

The shareholders who require integrations to the agenda should prepare a report indicating the reason for the new items they propose or the reason for their further proposals on items already on the agenda. This report is transmitted to the Board of Directors within the deadline set for the integration request.

The Board of Directors publishes the report, together with any remarks, simultaneously with the publication of the integration notice or the submission, as indicated by TUF article 125-ter, paragraph 1.

Further information and the terms and conditions for the exercise of the above-mentioned rights are published on the Company's website [www.caditgroup.com](http://www.caditgroup.com), Investor Relations section.

### **Board of Directors and Board of Auditors Nomination**

In accordance with TUF articles 147-ter and 148, members of the Board of Directors and Board of Auditors are elected by a list vote system, in compliance with the regulations in force on balance between genders.

The drafting, depositing and publication of these lists must conform to the modalities and conditions provided for, or referred to, in articles 17 and 24 of the Company's By-laws to which reference will be made for anything not explicitly indicated herein.

It is particularly pointed out that:

- the lists of candidates to the position of director and auditor must be presented by shareholders who, either singly or jointly with other shareholders, hold shares representing at least 4.5% of the Company's share capital, in accordance with Consob deliberation no. 20273 of 24<sup>th</sup> January 2018;
- the lists of candidates to the position of director and auditor must be deposited at the Company head office within the twenty-fifth day prior to the Shareholders' Meeting date, i.e. by April 2<sup>nd</sup> 2018, extended to **April 3<sup>rd</sup> 2018** as first following working day.

Such deposit shall be done, between 8.30am and 12.30pm and between 1.30pm and 5.30pm, by sending the documentation via certified e-mail to [investor.cadit@registerpec.it](mailto:investor.cadit@registerpec.it) or by delivering the same to the Company head office.

Together with each list, information proving the identity of those being represented must also be provided. Ownership of the required minimum share in the Company capital for presentation of the list is determined by the number of shares registered to the Shareholder on the day in which the list is deposited at the Company head office. The related certification can, however, be produced after the list has been deposited within the deadline set for the publication of the lists by the Company, i.e. by April 6<sup>th</sup> 2018.

In regard to lists of candidates for the nomination of auditors, if only one list or only lists that are connected one to another have been presented by April 3<sup>rd</sup> 2018, in accordance with article 144-quinquies of the Issuers' Regulations, the term for the submission of said lists, in accordance with article 144-sexies, paragraph 5 of the Issuers' Regulations, will be extended to the third day following said date, i.e. until April 6<sup>th</sup> 2018. In this case, the required minimum share will be reduced to 2.25% of ordinary shares.

Each list, when deposited, must include comprehensive information on each candidate's personal and professional characteristics, with indication, for those candidates applying for the director position, of their potential suitability as independent directors and, for those candidates applying for the auditor position, of their administrative and controlling positions held in other companies, as well as the declaration by which each candidate to the position of director or auditor accepts the candidature and certifies, under his/her own responsibility, the absence of any reason for ineligibility and incompatibility and that he/she possesses the necessary legal requirements for the position. With reference to the candidates as independent directors, candidates must deposit a declaration that he/she possesses the independence requirements foreseen by TUF articles 147-

ter, paragraph 4 and 148, paragraph 3 and by article 3 of Borsa Italiana's Corporate Governance Code for listed companies, adopted by the Company (hereinafter "Corporate Governance Code"). It is noted that, given this is the second renewal of the board of directors and board of auditors following the entry into force of the legislation on balance between genders, the share to be reserved to the less represented gender equals to one-third of the appointed directors and auditors to be rounded up, if necessary, to the superior unit.

Further information on the modalities and terms for the submission of lists can be found in the above mentioned articles 17 and 24 of the By-laws, in the directors' report on the items of the agenda as well as, generically, in the regulations in force.

It is pointed out that the board of directors expressed to the shareholders, in the directors' report on the items of the agenda, its opinion on the composition of the new board. The Corporate Governance Code, to which the Company adheres, solicits the shareholders to consider said opinion when presenting their lists.

Lastly, it is also to be remembered that Consob, with communication no. DEM/9017893 of 26<sup>th</sup> February 2009, advised those Shareholders presenting a "minority list" to deposit a declaration that certifies *"the absence of any connections, including indirect ones, as stated in TUF art. 147-ter, paragraph 3, and art. 144-quinquies of Consob Regulation no. 11971 of 14<sup>th</sup> May 1999 and subsequent modifications and integrations, with Shareholders who hold, even jointly, a controlling or relative majority share which can be identified on the basis of the communications on relevant holdings as stated in TUF art. 120 or in the corporate agreement publications in accordance with TUF art. 122. This declaration will also have to include any relations, provided they are significant, with shareholders who hold, also jointly, controlling or relative majority interests, where they can be identified, as well as the reasons for which such relations have been not considered to be determining for the existence of the above-mentioned relations; otherwise, the absence of the above-mentioned relations will have to be indicated"*.

Pursuant to TUF article 125-bis and article 84 of the implementing regulations of Legislative Decree 58/1998, concerning issuers' regulations, adopted by Consob with deliberation n. 11971 of 14<sup>th</sup> May 1999, the current notice of summons is published on the Company's website [www.caditgroup.com](http://www.caditgroup.com), Investor Relations section and, by excerpt, in the daily newspaper "La Repubblica". The notice is also available at Borsa Italiana S.p.A. and on the authorized storage system "eMarket STORAGE" managed by Spafid Connect S.p.A. and available at [www.emarketstorage.com](http://www.emarketstorage.com).

For the Board of Directors  
The Chairman  
Paolo Dal Cortivo

## **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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