

RESULTS OF THE WITHDRAWAL RIGHT

OFFER IN OPTION AND PRE-EMPTION

Withdrawal right duly exercised for no. 1,970,039 shares (approx. 21.938% of the share capital)

Option and pre-emption rights can be exercised by the entitled shareholders starting from

October 15 until November 13

CAD IT S.p.A. (www.caditgroup.com), a company leader in the Italian market of the financial software, following the press release published on September 14, 2018 - through which CAD IT S.p.A. ("**CAD IT**") announced the registration, with the Verona Companies' Register, of the minutes of CAD IT extraordinary shareholders' meeting held on September 10 (the "**Meeting**") regarding the approval of the "reverse" merger plan providing for the merger by incorporation of CAD IT into its fully-owned subsidiary CAD S.r.l. (the "**Merger**"), as well as the chance, for the shareholders of CAD IT who did not concur to the approval of the Merger, to exercise, by September 29, the withdrawal right, pursuant to arts. 2437, first paragraph, letter g) and 2437-*quinquies* of the Italian Civil Code (the "**Withdrawal Right**") - hereby announces that, on the basis of the notices received by CAD IT, the Withdrawal Right has been duly exercised for **no. 1,970,039 CAD IT shares** (equal to approx. **21.938% of the relevant share capital**) for an aggregated liquidation consideration equal to **Euro 10,421,506.31**.

The shares in relation to which the Withdrawal Right has been duly exercised are being offered in option and in pre-emption to all CAD IT shareholders, pursuant to article 2437-*quater*, first, second and third paragraphs, of the Italian Civil Code, according to the modalities and terms included in the notice filed today with the Verona Companies' Register. A courtesy translation of such notice is attached hereto.

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, soportan 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.

Contacts: CAD IT S.p.A.
Investor Relations Office
Tel. +39 045 8211 236
investor@cadit.it
www.caditgroup.com



NOTICE TO CAD IT S.P.A. SHAREHOLDERS

OFFER IN OPTION AND PRE-EMPTION OF

NO. 1,970,039 CAD IT S.P.A. SHARES

pursuant to article 2437-*quater*, first, second and third paragraphs, of the Italian Civil Code

CAD IT S.p.A., with registered office in Verona, Via Torricelli 44/a, share capital Euro 4,669,600 fully paid-up, fiscal and VAT code no. 01992770238, no. REA: VR – 210441 (“**CAD IT**” or the “**Company**”)

WHEREAS:

- 1) on September 7, 2018, the shareholders’ meeting of CAD S.r.l. approved the “reverse” merger plan providing for the merger by incorporation of CAD IT into its fully-owned subsidiary CAD S.r.l. (the “**Merger**”);
- 2) on September 10, 2018, the extraordinary shareholders’ meeting of CAD IT (the “**Meeting**”) approved the Merger plan;
- 3) on September 14, 2018, the minutes of the Meeting were registered with the Verona Companies’ Register;
- 4) the shareholders of CAD IT who did not concur to the approval of the Merger were entitled to exercise, by September 29, 2018, the withdrawal right, pursuant to arts. 2437, first paragraph, letter g) and 2437-*quinquies* of the Italian Civil Code (the “**Withdrawal Right**”), because – following the Merger – the shares of CAD IT will be delisted from the Stock Exchange Market (“*Mercato Telematico Azionario*”) of Borsa Italiana S.p.A. and the voting system based on the submission of slates of candidates by the shareholders, in accordance with art. 147-*ter* of the Legislative Decree dated February 24, 1998, no. 58 will not be anymore applicable;
- 5) on the basis of the notices received by CAD IT, the Withdrawal Right has been duly exercised for no. 1,970,039 CAD IT shares (the “**Withdrawn Shares**”), equal to approx. 21.938% of the relevant share capital;
- 6) the withdrawal consideration for the Withdrawn Shares, calculated pursuant to art. 2437-*ter*, third paragraph, of the Italian Civil Code, is equal to Euro 5.29 for each share (the “**Withdrawal Consideration**”); therefore, in light of the overall number of the Withdrawn Shares, the aggregated liquidation consideration is equal to Euro 10,421,506.31;
- 7) the Withdrawal Right, duly exercised, is subject to the execution of the Merger deed;
- 8) in accordance with art. 2437-*quater* of the Italian Civil Code, the liquidation process of the Withdrawn Shares starts with the offer in option and pre-emption of such shares to all the shareholders who did not exercise the Withdrawal Right.

Now therefore, CAD IT

OFFERS IN OPTION AND PRE-EMPTION

pursuant to article 2437-*quater*, first, second and third paragraphs, of the Italian Civil Code

the Withdrawn Shares, pursuant to the terms and conditions detailed hereinafter (the “**Offer in Option**”).

Option Rights

The Withdrawn Shares are being offered in option to CAD IT shareholders, in proportion to the number of CAD IT shares held by them on **October 12, 2018** (last trading day before the commencement of the Offer in Option period, as better described hereinafter) and in relation to which the Withdrawal Right was not exercised, in accordance with the following ratio:

no. 1.1241368 Withdrawn Shares for each no. 4 CAD IT Shares held.

The option rights related to the Withdrawn Shares are represented by coupon no. 17 and identified by the ISIN code IT0005348682 (the “**Options**”)

Should a not-integer amount of ordinary shares result because of the application of the above-mentioned ratio, a rounding down will be applied.

Consideration for the Offer in Option

The Withdrawn Shares are offered in option for a price equal to Euro 5.29 for each share (the “**Offer in Option Consideration**”), corresponding to the Withdrawal Consideration.

Period of the Offer in Option

The Options, as well as the Pre-emption Right (as defined hereinafter), shall be exercised, subject to forfeiture, starting **from October 15, 2018 until November 13, 2018** (included).

Exercise process of the Offer in Option

The subscription for the Offer in Option shall take place through the intermediaries belonging to the centralized management system Monte Titoli S.p.A. (the “**Intermediaries**”) by signing a form consistent with the *fac-simile* made available by the Company on its website, www.caditgroup.com (the “**Subscription Form**”); the Intermediaries shall previously verify that the subscribing shareholder is entitled to purchase the Withdrawn Shares.

Conditions of the Offer in Option

The effectiveness of the Offer in Option is subject to the execution of the Merger deed.

The Offer in Option is governed by the Italian law.

The Options cannot be traded on the Stock Exchange Market (“*Mercato Telematico Azionario*”) organized and managed by Borsa Italiana S.p.A.

The Withdrawn Shares, the Remaining Shares (as defined hereinafter) and the Options are not and shall not be offered or sold in those countries, and/or to persons residing there, where the Offer in Option is not permitted without a specific authorization of the competent authorities, in accordance with the applicable law, or by way of an exemption from such law.

Pre-emption right

The shareholders who will duly exercise the Options will also be entitled to exercise the pre-emption right (the “**Pre-emption Right**”) with respect to the purchase – paying the Offer in Option Consideration – of the Withdrawn Shares that will remain unsold at the end of the Offer in Option (the “**Remaining Shares**”), provided that they have made the relevant request in the Subscription Form.

To this end, the maximum number of Remaining Shares in relation to which the Pre-emption Right will be exercised shall be specified in the relevant section of the Subscription Form.

If the number of shares in relation to which the Pre-emption Right is exercised is higher than the Remaining Shares, such Remaining Shares will be allocated to all applicants pro rata to the number of Options held, with a possible rounding down to the nearest unit; subsequently, the outstanding shares will be allocated applying the criteria of the highest remainder.

Results and settlement of the Offer in Option

CAD IT will communicate, in accordance with applicable laws, the results of the Offer in Option.



In light of the fact that the effectiveness of the Offer in Option is subject to the execution of the Merger deed, the settlement of the Withdrawn Shares and the Remaining Shares purchased (which are subject of an irrevocable authorization to pay to the relevant Intermediary by means of the execution of the Subscription Form), as well as the payment of the Withdrawal Consideration to the shareholders who have duly exercised the Withdrawal Right, will occur after (and subject to) the execution of the Merger deed, within the terms which will be communicated by CAD IT in accordance with applicable laws.

Verona, October 12, 2018