

NOTICE OF SUMMONS TO SHAREHOLDERS' MEETING

CAD IT S.p.A. shareholders are summoned to the Ordinary Shareholders' Meeting to be held, in one single sitting, at 9.30 am on 26th April 2012 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 statement at 31st December 2011 and profit allocation;
2. Remuneration Report ex article 123-ter of Leg. Dec. 58/1998;
3. Nomination of the Board of Directors after determining the number of components and the relative remunerations; relative deliberations;
4. Nomination of the Board of Auditors, Chairman of the Board of Auditors and determination of the related remunerations; related deliberations.

Documentation

The documentation relating to the items on the agenda will be available to the public at the Company premises and at Borsa Italiana S.p.A. and will be published on the Company website at www.cadit.it, in the Investor Relations sections, in accordance with the norms in force.

The Shareholders have the right to a copy of the deposited documentation.

Shareholder Meeting participation

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

- in accordance with article 83 sexies of Leg. Dec. 58/1998 (hereinafter "TUF"), those who possess 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. 17th April 2012), notice of which has been sent to the Company by means of a broker, will be allowed to participate at the meeting. Those who are shareholders only after the above date will not have the right to take part and vote at the meeting;
- in accordance with TUF article 135 novies, each person who is legitimately allowed to participate at the meeting can be represented upon written delegation, in accordance with the laws in force, by signing the delegation at the bottom of the attendance notice issued by the authorised broker or the form that can be downloaded from the www.cadit.it website. Said delegation can be sent to the Company by registered post to its head office address or by certified e-mail to investor.cadit@registerpec.it.

Prior notice does not exempt the delegated person from the obligation to prove that his/her delegation conforms to the original of the notified copy as well as his/her identity at the moment of acknowledgment and access into the meeting.

- 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, Shareholders 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 by certified e-mail to investor.cadit@registerpec.it within the end of the second open market day prior to the date set for the Shareholders' Meeting (i.e. by 24th April 2012). 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

In accordance with TUF article 126 bis, those Shareholders who, also jointly, represent at least one fortieth of the Company capital, can ask for other items to be added to the agenda within ten days of publication of this notice, indicating the topics they wish to be discussed in their request. The request should be sent in writing to the Company head office by registered post or certified e-mail to investor.cadit@registerpec.it, on condition that it is received by the Company ten days before summons to the meeting has been published.

Under the same terms, and by the same modality, those Shareholders making the proposal must present a report on the subjects they wish to have discussed. Any additional items that the Shareholders' Meeting will have to discuss due to the above requests, will be notified, in the same way as for the Meeting summons publication, at least fifteen days prior to the date set for the Meeting.

At the same time as these additions are notified, and in the same way as for the Shareholders' Meeting documentation, the report drafted by the Shareholders requesting the additional item, together with any Administrative Body assessments on the matter, will be made available to the public.

It is to be remembered that, in accordance with the law, the addition of items for Shareholder deliberation that regard Directors' proposals or a project or a report drafted by the Directors is not allowed.

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.

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 at least 4.5% of the Company's share capital, in accordance with Consob deliberation no. 18083 of 25th January 2012;
- the lists of candidates must be deposited at the Company head office within the twenty-fifth day prior to the Shareholders' Meeting date (i.e. by 1st April 2012).

The related documentation must be deposited by hand to the Company head office between 8.30 am and 12.30 pm or between 1.30 pm and 5.30 pm or by certified e-mail to investor.cadit@registerpec.it.

On depositing the lists, 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 lists is determined by the number of shares registered to the Shareholder on the day in which the lists are deposited at the Company head office. The related certification, issued by an authorised broker, can, however, be produced after the lists have been deposited within the twenty-first day prior to the date of the Shareholders' Meeting (i.e. by 5th April 2012, which is the last date on which the Company can publish the lists).

In regard to lists of candidates for the nomination of the Board of Auditors, if only one list or only lists that are connected one to another have been presented by April 1st 2012, in accordance with the laws in force further lists may be presented up to 4th April 2012. In this case, the required minimum share will be reduced to 2.25% of ordinary shares.

Along with each list, an acceptance note from each candidate must be deposited together with a declaration in which they certify, under their own responsibility, the absence of any reason for ineligibility and incompatibility and that they possess the necessary legal requirements for the position. The deposited declarations must be accompanied by a curriculum vitae containing detailed information on personal and professional characteristics, indicating all administrative and controlling positions held in other companies and, furthermore, in reference to Independent Directors, a declaration that he/she possesses the

independence requirements foreseen by TUF article 148, paragraph 3 and the Corporate Governance Code issued by Borsa Italiana S.p.A., where the Company is listed.

Furthermore, it is also to be remembered that Consob, with communication no. DEM/9017893 of 26th 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 14th 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”*, specifying any existing relations with the aforementioned Shareholders with a controlling or relative majority share.

For the Board of Directors
The Chairman
Giuseppe Dal Cortivo

THE CAD IT GROUP

CAD IT is at the head of a group that represents one of the most dynamic organisations in the Italian Information Technology sector.

The group aims its operations at the banking-insurance sector, the business world and public administration, and has been offering software solutions, maintenance, customizing, integration and other correlated services, from application management to outsourcing and consulting to training for over 30 years.

The CAD IT Group, with head offices in Verona, operates in Italy through its own branches and associated companies in Milan, Rome, Prato, Bologna, Padua and Mantua.

CAD IT is leader in the Italian software market for the banking sector with its main product, Financial Area, a programme which completely manages all functions connected to the negotiation, settlement and administration of security transactions, debentures, derivatives (in any currency) and adopted by the majority of Italian banking outlets.

In addition, the Group boasts a long-standing activity in the industrial sector and the capacity to offer solutions for e-business, credit and industrial companies in constant evolution.

Solutions for Public Administration is the most recent sector but one which capitalises the Group's traditional skills, such as its twenty-year experience in the development of systems for the computerisation of public bodies.

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