

NOTICE OF SUMMONS TO SHAREHOLDERS' MEETING ON APRIL 29TH 2015

Each person entitled to vote is summoned to the Ordinary Shareholders' Meeting to be held, in one single sitting, at 9.30 am on 29th April 2015 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 31st December 2014 and consequent resolutions;
2. remuneration report ex article 123-ter of Leg. Dec. 58/1998 and consequent resolutions;
3. appointment of the accounts auditor for financial years 2015-2023, fee determination and consequent resolutions;
4. appointment of the Board of Directors prior to determining the number of members and the term of office, their remuneration and consequent resolutions;
5. 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, 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 1INFO at www.1info.it and will be published on the Company website at 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"), 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. 20th April 2015. 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. 24th April 2014). 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, 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 website, Investor Relations section, may be used. 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, 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 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 26th April 2015). 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, 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 via registered post to the Company head office by registered post or certified e-mail to 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 14th 2015. 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, 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 at least 4.5% of the Company's share capital, in accordance with Consob deliberation no. 19109 of 28th January 2015;
- 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 4th April 2015).

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 or by delivering the same to the Company head office.

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 can, however, be produced after the lists have been deposited within the deadline set for the publication of the lists by the Company, i.e. by 8th April 2015.

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 4th 2015, in accordance with the laws in force further lists may be presented up to 7th April 2015. 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").

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.

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.

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 14th May 1999, the current notice of summons is published on the Company’s website www.caditgroup.com, Investor Relations section and, by excerpt, in the daily newspaper “La Repubblica”; it is also available at Borsa Italiana S.p.A. and on the authorized storage system 1INFO at www.1info.it.

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 35 years.

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

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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