

## DEED OF THE “REVERSE” MERGER PROVIDING FOR THE INCORPORATION OF CAD IT IN CAD SIGNED

*Merger will be effective from December 1, 2018*

*CAD will be converted into an Italian joint stock company (società per azioni) and will be named CAD IT S.p.A.*

*Payment of the withdrawal consideration value to withdrawing shareholders on November 26, 2018*

CAD IT S.p.A. ([www.caditgroup.com](http://www.caditgroup.com)), a company leader in the Italian market of the financial software, hereby announces that, on the date hereof, has been executed the deed of the “reverse” merger providing for the incorporation of CAD IT S.p.A. (“**CAD IT**” or the “**Merged Company**”) into its fully-owned subsidiary CAD S.r.l. (the “**Merger**”), whose merger plan had been approved by the respective shareholders’ meetings held during the month of September 2018.

In accordance with the deed of Merger, the civil effects of the Merger will start from December 1, 2018 (the “**Effectiveness Date**”).

It is hereby recalled that, as explained in the Merger plan, each share of CAD IT existing at the Effectiveness Date will be exchanged with a newly-issued share of CAD S.r.l. (“**CAD**” or the “**Surviving Company**”), with no par value, on the basis of the exchange ratio 1:1 (on the assumption that, at the Effectiveness Date, the entire corporate capital of CAD will still be fully owned by the Merged Company).

All the shares representing the entire corporate capital of the Surviving Company following the Merger will be issued in dematerialized form and will be assigned to all shareholders of the Merged Company in the exact number of the shares of the Merged Company owned by them as of the Effectiveness Date.

In the context of the completion of the Merger, the Surviving Company will be converted into an Italian joint stock company (*società per azioni*), will change its company name in “CAD IT S.p.A.” and will increase its corporate capital up to Euro 4,669,600, with a corresponding split in a number of shares with no par value, equal to the number of shares of the Merged Company.

Starting from the Effectiveness Date, the Surviving Company will take over in all active and passive legal relationships of CAD IT.

It is hereby noted that the payment of no. 1,970,039 of CAD IT withdrawn shares purchased in the context of the offer in option and pre-emption (the “**Offer in Option**”) will take place, via the intermediaries through which the subscription forms to the Offer in Option were submitted, on November 26, 2018. The shares purchased in the context of the Offer in Option will be credited to

the shareholders who are entitled, through Monte Titoli S.p.A. and the intermediaries through which the subscription forms to the Offer in Option were submitted, on the same November 26, 2018.

On the same date the withdrawal consideration (equal to Euro 5.29 for each share) will be credited through Monte Titoli S.p.A. and the depositary intermediaries to the shareholders who have duly exercised their withdrawal rights.

Following the effectiveness of the Merger, CAD IT shares will be delisted from the Stock Exchange Market ("*Mercato Telematico Azionario*") organized and managed by Borsa Italiana S.p.A. (the "**MTA**"). Therefore, the last day of listing of CAD IT shares on MTA will occur on Friday November 30, 2018.

## 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.*

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