

## NOTICE OF SUMMONS TO ORDINARY SHAREHOLDERS' MEETING OF CAD IT S.P.A.

The CAD IT S.p.A. ordinary shareholders' meeting is summoned on **28<sup>th</sup> September 2020**, at **11.00**, on first call and, if necessary, on 29<sup>th</sup> September 2020, at 11.00, on second call, at the Company head offices in Verona, via Torricelli 44/a, to deliberate on the following items on the agenda:

- ***proposal to appoint two directors pursuant to art. 2386 of the civil code and consequent resolutions;***
- ***redetermination of the Board of Directors members remuneration and consequent resolutions.***

### **Shareholders' Meeting participation through Designated Representative**

Pursuant to the Article 106 paragraph 4 of Decree Law no. 18 of 17<sup>th</sup> March 2020, converted by Law no. 27 of 24<sup>th</sup> April 2020, as well as to the Article 71 of Decree Law no. 104 of 14<sup>th</sup> August 2020, the Shareholders' Meeting participation of those who have the right to vote will take place exclusively through the representative appointed pursuant to art. 135-undecies of Legislative Decree 58/1998 ("TUF"). To this purpose, the Company assigned the role of Designated Representative to Società per Amministrazioni Fiduciarie Spafid S.p.A., with company's registered office in Milan, to whom proxy shall be conferred, following the indications and under the conditions reported in the "Designated Representative" Section below. The Designated Representative may also be conferred proxies or sub-proxies pursuant to Article 135-novies of the TUF, in derogation of Article 135-undecies, paragraph 4, of the TUF.

### **Other subjects entitled to attend the Meeting and deliberation proposals on the items on the agenda**

The Directors, the Statutory Auditors, the Designated Representative, as well as the other entitled subjects pursuant to the laws in force other than those who have voting rights, may attend the Meeting by means of telecommunication instruments that guarantee their identification, in any case, without being necessary that the President and the Secretary are in the same place.

Those who have voting rights may ask questions on the items on the agenda before the Shareholders' Meeting, within two non-holiday days prior to the date scheduled for the Meeting, together with the certification on the ownership of the participation issued pursuant to the provisions in force by the intermediaries who hold the accounts on which the shares of the beneficial owner are registered, via certified or ordinary e-mail to the address [investor.cadit@registerpec.it](mailto:investor.cadit@registerpec.it), including "*CAD IT 2020 Shareholders' Meeting - questions on the Items on the Agenda*" in the e-mail subject.

The answers to the questions received by the deadline and the above described instructions will be provided before the beginning of the Meeting.

Those who have voting rights may submit proposals on the items on the agenda before the Shareholders' Meeting, within 20<sup>th</sup> September 2020, together with the certification on the ownership

of the participation issued pursuant to the provisions in force by the intermediaries who hold the accounts on which the shares of the beneficial owner are registered, via certified or ordinary e-mail to the address [investor.cadit@registerpec.it](mailto:investor.cadit@registerpec.it), including "CAD IT 2020 Shareholders' Meeting - proposals deliberation on the Items on the Agenda" in the e-mail subject.

The proposals received by the deadline and the above described instructions will be published on 21<sup>st</sup> September 2020 in the Investor Relations section on the Company's website [www.caditgroup.com](http://www.caditgroup.com).

The proxy form will be integrated, with evidence of the submitted proposals, after the deadline for receipt of the proposals.

### **Right to attend the Shareholders' Meeting**

The right of intervention in the Meeting and the right to vote are regulated by Article 15 of the Company's by-laws. Those who have voting rights may alternatively:

- i) confer proxy with voting instructions to the Company's Designated Representative, pursuant to Article 135-undecies of the TUF, without any charges for the delegating party except for any delivery costs;
- ii) be represented by proxy and / or sub-proxy to the Company's Designated Representative, pursuant to Article 135-novies of the TUF.

### **Designated Representative**

Pursuant to Article 106 paragraph 4 of Decree Law n. 18 of 17 March 2020, converted by Law no. 27 of 24<sup>th</sup> April 2020, as well as to the Article 71 of Decree Law no. 104 of 14<sup>th</sup> August 2020, the Shareholders' Meeting participation of those who have voting rights will take place exclusively through Spafid S.p.A., as Designated Representative by the Company pursuant to Article 135-undecies of the TUF, to which proxy shall be conferred, without charges for the delegating party, with voting instructions, on all or certain Items on the Agenda of the Shareholders' Meeting, through the specific proxy form available on the Company website [www.caditgroup.com](http://www.caditgroup.com), Investor Relations section, together with the relevant instructions.

The proxy with the voting instructions must be received, in original, to the Designated Representative, by the end of the second non-holiday day prior to the date scheduled for the Shareholders' Meeting (i.e. by **24<sup>th</sup> September 2020**, or, if on second call, by 25<sup>th</sup> September 2020, together with a copy of a valid identity document of the delegating party or, in case the delegating party is a legal person, of the *protempore* representative-at-law or of another individual vested with the relevant powers, together with any documentation suitable for proving such role and powers, through one of the following options:

- i) transmission to the certified e-mail address **[assemblee@pec.spafid.it](mailto:assemblee@pec.spafid.it)** (subject "CAD IT 2020 Shareholders' Meeting proxy") of an electronically reproduced copy (PDF) from your certified e-mail or, if not available, from your ordinary e-mail of the document signed with a qualified electronic signature or digital signature;
- ii) in original hard copy, by courier service or registered letter with notice of receipt to the Spafid S.p.A. address, at Foro Buonaparte n. 10, 20121 Milan (Ref. "CAD IT 2020 Shareholders' Meeting proxy") **by anticipating an electronically reproduced copy (PDF)** by ordinary e-mail to the address **[assemblee@pec.spafid.it](mailto:assemblee@pec.spafid.it)** (subject "CAD IT 2020 Shareholders' Meeting proxy").

Within the terms above, the proxy and the voting instructions may be revoked at any time using the above described procedures. The proxy has no effect with regard to proposals for which voting

instructions have not been given. In the absence of the communication of the authorized intermediary certifying the right to attend the Shareholders' Meeting, the proxy will be considered to have no effect.

Those who have voting rights, may, alternatively to the above-mentioned intervention methods provided for by Article 135-undecies of the TUF, confer proxy or sub-proxy to the Designated Representative pursuant to Article 135-novies of the TUF, which shall necessarily contain voting instructions on all or part of the Items on the Agenda, through the completion of a specific proxy / sub-proxy form, available on the Company's website [www.caditgroup.com](http://www.caditgroup.com), Investor Relations section.

The procedures described in the proxy form must be followed for the conferral and notification of such proxies/sub-proxies, also if by electronic means.

It is recommended that the proxies or sub-proxies are received, for organizational reason, **by 6:00 p.m. of the day prior to the date scheduled for the Shareholders' Meeting** (and in any case before the beginning of the Meeting). Within the above-mentioned term the proxy and the voting instructions may be revoked at any time.

For further clarifications regarding the assignment of the proxy to the Designated Representative (with particular regard to the filling in the proxy form, the voting instructions and their submission), please contact Spafid S.p.A. by e-mail at [confidential@spafid.it](mailto:confidential@spafid.it) or at the following telephone number (+39) 02.80687.331 - 02.80687.319 (from 9:00 a.m. to 5:00 p.m. on business days).

### **Reports on the Items on the Agenda**

As required by the laws in force, the documentation relating to the Items on the Agenda, will be made available to the shareholders at the Company's registered office in Verona, via Torricelli 44/a, within the terms prescribed by the laws and regulations in force and, given the current COVID-19 epidemiological emergency situation and its currently not foreseeable developments, will be exceptionally made available for consultation also in the Investor Relations section on the Company's website [www.caditgroup.com](http://www.caditgroup.com).

### **Further information**

The Company reserves the right to integrate and / or modify the content of this notice should it becomes necessary consequently to the evolution of the current COVID-19 emergency situation.

The Company also announces that, there is reasonable motivation to believe that the Shareholders' Meeting will be held on first call on **28<sup>th</sup> September 2020**.

This notice of summons is published on the Company's website [www.caditgroup.com](http://www.caditgroup.com), Investor Relations section and in the daily newspaper "La Repubblica".

Verona, 12<sup>th</sup> September 2020

On behalf of the Board of Directors  
The Chairman  
Renato Dalla Riva

## **CAD IT GROUP**

*CAD IT is a company controlled by Cedacri, the main Italian market provider of IT services outsourcing for banks and financial institutions, and Italy's third largest IT platform for Core Banking.*

*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.*

## **GRUPPO CAD IT**

*CAD IT è una società controllata da Cedacri, il principale operatore italiano nel mercato dell'outsourcing di servizi IT per banche e istituzioni finanziarie, nonché terza piattaforma IT di Core Banking in Italia.*

*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.*

## **GRUPO CAD IT**

*CAD IT es una empresa subsidiaria de Cedacri, el principal operador italiano en el mercado de outsourcing de servicios TI para bancos e instituciones financieras, así como la tercera plataforma de TI de Core Banking en Italia.*

*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-idiomas, 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

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### **CAD IT S.p.A.**

Soggetta alla direzione e coordinamento di Cedacri S.p.A.

Sede legale: via Torricelli, 44/A - 37136 Verona - Telefono +39.045.8211111 - Fax +39.045.8211110  
c.s. € 4.669.600 i.v. - C.F./P.IVA e n. iscrizione Registro Imprese di Verona 00724020235 - R.E.A. di Verona 153955  
Internet: www.caditgroup.com • E-mail: caditgroup@caditgroup.com