

SUBSCRIPTION FORM (*)
OFFER IN OPTION AND PRE-EMPTION
OF
NO. 1.970.039 SHARES OF CAD IT S.P.A. IN RELATION TO WHICH
THE WITHDRAWAL RIGHT WAS EXERCISED
(pursuant to art. 2437-*quater*, first, second and third paragraphs, of the Italian Civil Code)



I, the undersigned,
(surname and name or corporate name)

(only for natural persons) born in(.....) on
(city) (country) (date of birth)

fiscal code / VAT no.

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nationality.....

resident / registered office in(.....)
(city) (country)

street address.....no.....ZIP code.....

(fill in if applicable)

represented by the following person, duly authorized:

.....
(surname and name)

born in(.....) on
(city) (country) (date of birth)

fiscal code

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nationality

resident in(.....)
(city) (country)

street address.....no.....ZIP code.....

as a shareholder of CAD IT S.p.A., an Italian joint stock company 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**”)

DECLARE

- 1) that I am aware of the offer in option and pre-emption of no. 1,970,039 CAD IT shares, in relation to which the withdrawal right has been duly exercised (the “**Withdrawn Shares**”), filed with the Verona Companies’ Register on October 12, 2018 pursuant to art. 2437-*quater*, second paragraph, of the Italian Civil Code, published also on

the website of the Company, www.caditgroup.com. (the “**Offer in Option**”), and, therefore, that I fully agree with the terms, conditions and modalities provided therein;

- 2) that I am aware of the fact that the effectiveness of the Offer in Option is subject to the execution of the Merger (as defined hereinafter) deed and, therefore, the settlement of the Offer in Option – *i.e.* the payment of the aggregated consideration for the Withdrawn Shares purchased exercising the option rights related to the Withdrawn Shares, represented by coupon no. 17 and identified by the ISIN code IT0005348682 (the “**Options**”), and the pre-emption right (the “**Pre-Emption Right**”) with respect to the purchase of the Withdrawn Shares that will remain unsold at the end of the Offer in Option (the “**Remaining Shares**”), as well as the transfer of the ownership of the Withdrawn Shares and the Remaining Shares purchased during the Offer in Option – will occur after (and subject to) the execution of the Merger (as defined hereinafter) deed;
- 3) that I did not exercise, in relation to the CAD IT shares referred to in no. 4) below, the withdrawal right, pursuant to arts. 2437, first paragraph, letter g) and 2437-*quinquies* of the Italian Civil Code, which could be exercised by the shareholders of CAD IT who did not concur to the approval of the “reverse” merger by incorporation of CAD IT into its fully-owned subsidiary CAD S.r.l. (the “**Merger**”), 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;
- 4) that I hold no.....CAD IT shares – deposited on the securities account no....., in name ofwith the depository intermediary receiving this subscription form (the “**Intermediary**”) – which corresponds to an identical number of Options;
- 5) that I am resident and physically present in Italy or in a country where the Offer in Option does not require any regulatory authorization and I am entitled to purchase shares of the Company without being subject to any legal restriction and without any further action required by the Company; I am also aware that the Withdrawn Shares, the Remaining Shares 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

EXERCISE

no.....(A) Options and, therefore,

PURCHASE

no.....(B) = ((A/4) * 1,1241368, being the result rounded down to the nearest unit) Withdrawn Shares, which are subject of the Offer in Option, for a price equal to Euro 5.29 for each Withdrawn Share and for an aggregate value equal to Euro.....(.....//.....) (C) = (B x Euro 5.29);

REQUEST TO PURCHASE, IN RELATION TO THE PRE-EMPTION RIGHT,

pursuant to art. 2437-*quater*, third paragraph, of the Italian Civil Code, maximum no..... (D) Remaining Shares (remaining unsold on November 13, 2018, when the Offer in Option ends) for a price equal to Euro 5.29 for each Remaining Share and for an aggregate value equal to Euro.....(.....//.....) (E) = (D x Euro 5.29), being aware of the fact that, if the number of shares in relation to which the Pre-emption Right is exercised is higher than the Remaining Shares, an allotment will be made, as better specified in the Offer in Option;

CREDIT

with the Intermediary, to whom I issue irrevocable authorization to pay CAD IT, the aggregate value equal to Euro.....(.....//.....) (C+E), available to the bank account, opened with the Intermediary, no....., IBAN....., for the purchase of the required number of Withdrawn Shares (requested in option) and Remaining Shares (requested in pre-emption) or the lower aggregate value, should an allotment be made,

as better specified in the Offer in Option, it being understood that the settlement of the Offer in Option will occur after (and subject to) the execution of the Merger deed;

REQUIRE

that the purchased Withdrawn Shares and Remaining Shares be centralized on the securities account no....., opened with CAB ABI
CONTO MONTE TITOLI..... through the Intermediary;

ACKNOWLEDGE

- 1) that the subscription to the Offer in Option is irrevocable;
- 2) that the invalid subscription of this subscription form will cause its annulment and, therefore, the ineffectiveness of the related subscription;
- 3) the risk related to the failure to communicate the subscription to the Offer in Option by the Intermediary within November 13, 2018 shall be borne exclusively by the subscribers;

CONFIRM

under my responsibility, to all legal effects, the accuracy of the data contained in this subscription form.

* * *

Pursuant to art. 13 of the Regulation (EU) 2016/679, please note that the personal data contained in this subscription form will be processed, even through IT/electronic tools, for purposes directly connected and/or instrumental to the Offer in Option (e.g., collection of the subscriptions, checking their validity, possible allotment and settlement of the Withdrawn Shares and Remaining Shares). With respect to such data processing, the entitled person may exercise all the rights provided for by applicable laws, including the following: (i) to obtain from the data controller confirmation of the existence of personal data, (ii) to be informed of the origin of personal data as well as the rationale and purposes of the processing, (iii) to obtain details identifying the data controller and the data processors, (iv) to be informed of the persons to whom the data may be communicated or who may become aware of them in their capacity as designated representatives in the State's territory, data processors or persons in charge of the processing, (v) to obtain erasure, anonymization or blocking of any data unlawfully processed, as well as updating, rectification or supplementing of the data, and (vi) to object to the processing of the data, wholly or partly, on legitimate grounds. To this end, the entitled person may also lodge a claim to the supervisory authority, if provided for by the applicable laws, and oppose the process of personal data for reasons related to his/her particular situation. Personal data will be processed, in their capacity of separate and autonomous data controllers, each for the purposes connected and instrumental to their role in the transaction, by the Intermediary and CAD IT. The personal data may be communicated to companies or collaborators of the Intermediary and CAD IT, carrying out supporting or functional activities which are necessary for the transaction: these subjects will act as data processors and their identification details may be requested to the Intermediary or CAD IT.

* * *

In witness thereof,

(place and date)

(Signature of the subscriber
or its authorized representative)

(Print and signature of the Intermediary)

(*) *This Subscription Form shall be filled-in no. 3 copies, one for CAD IT, one for the Intermediary and one for the shareholder.*