

## **NOTIFICATION OF SHAREHOLDERS' MEETING CONVOCAION AND THE DEPOSITING OF THE ANNUAL FINANCIAL REPORT**

CAD IT S.p.A. shareholders are summoned to the Ordinary and Extraordinary Shareholders' Meeting to be held at the Company's registered office in Verona, via Torricelli, 44/a at 9.30 am on 27<sup>th</sup> April 2011 for the first summoning and at the same time on 28<sup>th</sup> April 2011 for the second, to deliberate the following agenda:

### **ORDINARY ITEMS**

1. Approval of the balance as of 31<sup>st</sup> December 2010; related and consequent resolutions;
2. Nomination of a director in accordance with art. 2386 of the Italian civil code;
3. Meeting Regulations: proposal to modify articles 2, 4, 8, 14, 17 and 19; related and consequent resolutions.

### **EXTRAORDINARY ITEMS**

1. Company statute: proposal to modify articles 7 (meeting convocation), 11 (vote delegation) and 24 (board of auditors) and the introduction of new articles 26 (auditing) and 31 (transactions with related parties); the re-numbering and titling of all statutory articles and approval of the new statutory text; related and consequent resolutions.

### **Share capital**

The share capital is made up of 8,980,000 ordinary shares with a unit value of Euro 0.52, all with equal rights and each giving the right to one vote.

### **Documentation**

The documentation relating to the items on the agenda, as required by the laws in force and including the annual financial report, is available for public viewing at the company's registered office and at Borsa Italiana S.p.A. and has also been published on the company website [www.cadit.it](http://www.cadit.it) in the Investor Relations section.

All shareholders have the right to a copy of the documentation deposited.

### **Meeting participation**

In regard to participation and voting at the meeting, it is hereby specified that:

- in accordance with article 83-sexies of the TUF (Legislative Decree no. 58/1998), those who are holders of the right to vote at the end of the accounting day of the seventh day of open market prior to the date set for the first summoning and for whom the Company has received the relative communication from the intermediary, will have the right to intervene at the Shareholders' Meeting (i.e. 14<sup>th</sup> April 2011). 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 article 135-novies of the TUF (Legislative Decree no. 58/1998), all those with the right to intervene at the Shareholders' Meeting may delegate their participation in writing, in accordance with the laws in force, either by signing the delegation at the foot of the communication sent by the authorised intermediary or by using the module available on the [www.cadit.it](http://www.cadit.it) website. This delegation may be sent to the Company's head office by registered post or by certified e-mail to the following address: [investor.cadit@registerpec.it](mailto:investor.cadit@registerpec.it).

Preventive notification does not exempt the delegated party from the obligation to certify that the notification copy conforms to the original and to provide identification when permission to enter the meeting is being checked;

- any party entitled to a legitimate vote may freely grant delegation with proxy voting instructions, in accordance with the law, to Servizio Titoli S.p.A., assigned for that purpose by the Company in accordance with article 135-undecies of the TUF (Legislative Decree no. 58/1998), by filling in the module that can be found on the [www.cadit.it](http://www.cadit.it) website or at the Company's head office, on condition that the original document be sent to Servizio Titoli, via Mantegna, 6 – 20154, Milan. A copy, with declaration of conformity to the original, may be sent beforehand by fax to 02-46776850 or by email attachment to [ufficiomilano@pecserviziotitoli.it](mailto:ufficiomilano@pecserviziotitoli.it) by the second open market day prior to the date set for first convocation of the Shareholders' Meeting (i.e. by 21<sup>st</sup> April 2011). Delegation granted in this way is only valid for proposals related to the proxy voting instructions conferred. Delegation and proxy voting instructions may be cancelled within the same above-described terms (i.e. 21<sup>st</sup> April 2011).

- Voting procedures in writing or by electronic means are not allowed.

In regard to the Shareholders' Meeting agenda, it is hereby specified that:

- in accordance with article 127-ter of the TUF (Legislative Decree no. 58/1998), the shareholders may put forward questions about the agenda items prior to the meeting by registered post to the Company head office or by certified email to [investor.cadit@registerpec.it](mailto:investor.cadit@registerpec.it) by the end of the second open market day before the date set for the Shareholders' Meeting (i.e. by 21<sup>st</sup> April 2011). Answers to any questions received before the meeting will be given at the latest at the meeting itself. The Company reserves the right to give a unified response to questions concerning the same context.

### **Additions to the agenda**

In accordance with article 126-bis of the TUF (Legislative Decree no. 58/1998), those shareholders who, even jointly, make up at least one fortieth of the share capital, may request further topics to be added to the list of items under discussion within ten days following the publication of this notification. The Company head office must receive said request in writing by registered post or by certified email to [investor.cadit@registerpec.it](mailto:investor.cadit@registerpec.it) within the afore-mentioned time period.

The proposing shareholders, within the same time period and with the same means, must also present a report on the items they wish to include in the discussion. Any additions to the list of items to be deliberated at the Shareholders' Meeting due to such requests, will be notified in the same way as for the publication of meeting convocation notification, at least fifteen days prior to the date set for the first convocation of the Shareholders' Meeting.

Contemporarily to the publication of additional item notification, and in the same way as for Shareholders' Meeting documentation, the report drawn up by the shareholders proposing the addition, together with any assessments by the administrative body, will be made available to the public.

Please be reminded that additions to the agenda are not allowed for any of the items on which the Shareholders' Meeting is legally bound to deliberate, on Board of Directors' proposals or on the basis of a project or a report they have previously drawn up.

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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