

Verona, 26th February 2018

ESSENTIAL INFORMATION
pursuant to art. 122 of the Legislative Decree no. 58 dated 24.2.1998
and art. 130 of CONSOB Regulation no. 11971 dated 14.5.1999

WHEREAS

- a) Luigi Zanella (the “**Shareholder**”) holds an equity interest equal to 10.548% of the corporate capital of CAD IT S.p.A (“**CAD IT**” or the “**Issuer**”);
- b) on 19 February 2018, Quarantacinque S.r.l. (currently Quarantacinque S.p.A.) (the “**Offeror**”) announced its intention to launch – in accordance with Article 102 and Article 106, fourth paragraph, of the Legislative Decree dated February 24, 1998, no. 58, i.e. the Consolidated Financial Act (the “**CFA**”) – a voluntary public tender offer on no. 7,701,804 ordinary shares of CAD IT, against a consideration equal to Euro 5.30 for each share (the “**Offer**”);
- c) on 19 February 2018, the Offeror and the Shareholder entered into an agreement (the “**Undertaking to Tender**”) according to which Luigi Zanella undertook to tender to the Offer approx. 49.97% of the CAD IT’s shares he owns;
- d) therefore, the Undertaking to Tender contains certain provisions relevant pursuant to art. 122 of the CFA.

IT IS HEREBY COMMUNICATED

pursuant to the Consob Regulation, adopted by resolution no. 11971 of May 14, 1999, as amended (“**Issuers’ Regulation**”), the following:

1. Company whose securities are concerned by the Undertaking to Tender.

The company whose securities are concerned by the Undertaking to Tender is CAD IT S.p.A., with registered office in Verona, Via Torricelli 44/a, tax code and VAT no. 01992770238, whose shares are listed on the MTA (STAR segment), organized and managed by Borsa Italiana S.p.A.

2. Securities subject of the Undertaking to Tender and relevant percentage with respect to the corporate capital.

The securities subject of the Undertaking to Tender are no. 476,000 ordinary shares of CAD IT, equal to approx. 5.301% of the corporate capital of the Issuer.

3. Parties to the Undertaking to Tender and its composition.

The parties to the Undertaking to Tender are Quarantacinque S.r.l. (currently Quarantacinque S.p.A.), having its registered office in Verona, Via Torricelli 44/a, tax code and VAT no. 04539940231 and Luigi Zanella, born in Legnago (VR) on 19 January 1947, tax code ZNLLGU47A19E512S.

4. Content of the Undertaking to Tender.

As provided by the Undertaking to Tender, Luigi Zanella undertook to tender to the Offer approx. 49.97% of the CAD IT's shares he owns, and, therefore, no. 476,000 shares, currently corresponding to approx. 5.301% of the corporate capital of the Issuer, by the fifth trading day of the Offer period.

5. Type of Undertaking to Tender between those provided under art. 122, paragraph 5, of the CFA.

The Undertaking to Tender falls within the category of agreements aimed to favor the purposes of a public tender offer pursuant to art. 122, paragraph 5, letter d-bis) of the CFA.

6. Duration of the Undertaking to Tender.

Upon the launch of a competing tender offer, the Shareholder will be entitled to revoke its acceptance to the Offer, provided that the Shareholder effectively accepts the competing tender Offer. It being understood that, should the competing tender offer not be successful, but the Offer is, the Shareholder shall revoke its acceptance to the competing tender offer and tender its shares into the Offer prior to the settlement date of the Offer. Moreover, the Shareholder may terminate the Undertaking to Tender by serving a written notice onto the Offeror if: (a) the price and/or the conditions precedent to the Offer are subsequently amended other than to increase the price without reducing its cash component and/or to waive any such conditions precedent to the Offer; or (b) the Offer lapses or is withdrawn, it being understood that any extension of the initial duration of the Offer shall not represent an amendment to, nor lapsing or withdrawal of, the Offer.

7. Filing of the Undertaking to Tender with the Companies' Register.

The Undertaking to Tender has been filed with the Companies' Register of Verona, on 22 February 2018, protocol no. PRA/18858/2018/CVRAUTO.

8. Website

The essential information pursuant to art. 130 of the Issuers' Regulation is published on the website www.cadit.it.