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PRESS RELEASE

COMUNICATO STAMPA



L'ASSEMBLEA STRAORDINARIA DEGLI AZIONISTI E' CONVOCATA PER IL 20 SETTEMBRE 2019

Genova, 19 agosto 2019 – Facendo seguito al comunicato stampa diffuso in data 9 agosto 2019 avente ad oggetto la sottoscrizione dell'accordo quadro relativo al rafforzamento patrimoniale del Gruppo, Banca Carige S.p.A. – Cassa di Risparmio di Genova e Imperia ("Banca Carige") comunica che, previa autorizzazione rilasciata da parte della Banca Centrale Europea ai sensi dell'art. 72, comma 6, del D.Lgs. n. 385/93 come successivamente modificato, l'Assemblea Straordinaria degli Azionisti è convocata, in unica convocazione, presso il Tower Genova Airport - Hotel & Conference Center, Via Pionieri ed Aviatori d'Italia 44, Genova, il giorno venerdì 20 settembre 2019 alle ore 10.30, per deliberare sul seguente

ORDINE DEL GIORNO

Proposta di:

A. aumentare il capitale sociale a pagamento e in via inscindibile, con esclusione del diritto di opzione ai sensi dell'art. 2441, commi 5 e 6, del codice civile, per un importo di complessivi Euro 700.000.000,00 (settecentomilioni/00), comprensivo di sovrapprezzo, mediante emissione di complessive n. 700.000.000.000 (settecentomiliardi) nuove azioni ordinarie della Società aventi le medesime caratteristiche di quelle in circolazione alla data di emissione, al prezzo di sottoscrizione di Euro 0,001 (inclusivo di sovrapprezzo) per azione, da offrire in sottoscrizione come segue: (i) una prima tranche destinata allo Schema Volontario di Intervento del Fondo Interbancario di Tutela dei Depositi, da liberarsi mediante compensazione con il credito derivante dalle obbligazioni subordinate denominate “Banca Carige S.p.A. 2018-2028 Tasso Fisso Tier II” dallo stesso possedute per un importo nominale corrispondente (“Prima Tranche”); (ii) una seconda tranche destinata a Cassa Centrale Banca – Credito Cooperativo Italiano S.p.A. (e/o, in tutto o in parte, a società da questa controllata) (“Seconda Tranche”); (iii) una terza tranche destinata agli azionisti della Società (“Terza Tranche”); e (iv) una quarta tranche destinata al Fondo Interbancario di Tutela dei Depositi (“Quarta Tranche”);

B. emettere massimi n. 21.250.000.000 (ventunomiliardiduecentocinquantamiliioni) “Warrant Banca Carige S.p.A. 2020-2022” da assegnare gratuitamente agli azionisti che abbiano sottoscritto

azioni emesse a valere sulla Terza Tranche di cui al precedente punto A.(iii), nel rapporto di 1 (uno) warrant ogni 4 (quattro) azioni ordinarie sottoscritte ed emesse; con ulteriore aumento del capitale sociale a pagamento e in via scindibile per un importo di massimi nominali Euro 21.250.000,00 (ventunomilioniduecentocinquantamila/00), oltre a eventuale sovrapprezzo, a servizio dell'esercizio dei warrant, mediante emissione, anche in una o più volte, di massime n. 21.250.000.000 (ventunomiliardiduecentocinquantamiloni) nuove azioni ordinarie della Società aventi le medesime caratteristiche di quelle in circolazione alla data di emissione; richiesta di ammissione a quotazione dei warrant e approvazione del relativo regolamento;

C. modifiche conseguenti dell'art. 5 dello statuto sociale e deliberazioni inerenti e conseguenti.

La relativa documentazione assembleare (ivi inclusa la relazione illustrativa dei Commissari Straordinari all'Assemblea) verrà messa a disposizione nei termini e con le modalità di cui alla normativa applicabile presso la sede sociale di Banca Carige (in Genova, Via Cassa di Risparmio 15, Affari Societari e di Gruppo), sul meccanismo di stoccaggio autorizzato "eMarket STORAGE" e sul sito internet www.gruppocarige.it, nella sezione Governance/Assemblee.

Si rammenta inoltre che lo Schema Volontario di Intervento del FITD ("SVI") sta mettendo a punto criteri e meccanismi per riconoscere, a conclusione dell'operazione,

azioni gratuite per un controvalore pari a Euro 10 milioni a favore di azionisti attuali a fronte di partecipazioni azionarie inferiori a una certa soglia.

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Forward-looking statements contained in this announcement regarding past trends or activities should not be taken as a representation that such trends or activities will continue in the future. There is no obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise. You should not place undue reliance on forward-looking statements, which speak only as of the date of this announcement. Any decision to purchase securities in the context of an offering of securities, if any, should be made solely on the basis of information contained in an offering circular or prospectus published in relation to such an offering. The forward-looking information contained herein represent the subjective views of the management of the Company and has been prepared on the basis of a number of assumptions and subjective judgments which may prove to be incorrect and, accordingly, actual results may vary. They represent the subjective views of the management of the Company and are based on significant assumptions. Industry experts, business analysts or other persons may disagree with these views, assumptions and judgments, including without limitation the management's view of the market and the prospects for the Company. Any forward-looking statements in this announcement are subject to a number of risks and uncertainties, many of which are beyond the Company's control, that could cause the Company's actual results and performance to differ materially from any expected future results or performance expressed or implied by any forward-looking statements. Due to such uncertainties and risks, readers are cautioned not to place undue reliance on such forward-looking statements as a prediction of actual results. To the extent applicable, the industry and market data contained in this announcement has come from official or thirdparty sources. Third-party industry publications, studies and surveys generally state that the data contained therein have been obtained from sources believed to be reliable, but that there is no guarantee of the fairness, quality, accuracy, relevance, completeness or sufficiency of such data. The Company has not independently verified the data contained therein. In addition, certain of the industry and market data contained in this announcement come from the Company's own internal research and estimates based on the knowledge and experience of the Company's management in the market in which the Company operates. Such research and estimates, and their underlying methodology and assumptions, have not been verified by any independent source for accuracy or completeness and are subject to change without notice. Accordingly, undue reliance should not be placed on any of the industry or market data contained in this announcement. 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