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PRESS RELEASE

COMUNICATO STAMPA



**CONSOB APPROVA IL DOCUMENTO DI REGISTRAZIONE, LA
NOTA INFORMATIVA E LA NOTA DI SINTESI RELATIVI
ALL'AUMENTO DI CAPITALE**

Genova, 21 novembre 2017 – Banca Carige S.p.A. comunica che in data odierna Consob ha approvato il Documento di Registrazione, la Nota Informativa e la Nota di Sintesi (congiuntamente, il "**Prospetto Informativo**") relativi all'offerta in opzione e alla *tranche* riservata e all'ammissione alle negoziazioni sul Mercato Telematico Azionario organizzato e gestito da Borsa Italiana S.p.A. ("**Borsa Italiana**") delle azioni ordinarie Banca Carige rivenienti dall'aumento di capitale, deliberato dal Consiglio di Amministrazione il 14 novembre 2017 in esercizio della delega conferita dall'Assemblea Straordinaria in data 28 settembre 2016, le cui condizioni definitive sono state fissate dal Consiglio di Amministrazione nella seduta del 14 novembre 2017 e rese note al mercato con comunicato stampa in pari data.

Si precisa che l'Offerta in Opzione ha per oggetto la sottoscrizione di massime n. 49.797.699.840 Nuove Azioni al netto delle azioni proprie, a un prezzo unitario pari a

Euro 0,01, di cui Euro 0,001 da imputare a capitale sociale ed Euro 0,009 a titolo di sovrapprezzo, per un controvalore massimo pari a Euro 497.976.998,40 a precisazione di quanto comunicato dalla Banca il 17 novembre 2017.

Come comunicato da Borsa Italiana in data 20 novembre 2017, l'aumento di capitale di Banca Carige presenta un rapporto tra il prezzo teorico *ex* e il prezzo *cum*, stimato sulla base del prezzo di riferimento alla data in cui i termini dell'operazione di aumento di capitale sono annunciati, inferiore alla soglia di 0,3 e, pertanto, deve considerarsi iperdiluitivo. Trattandosi di aumento di capitale iperdiluitivo, come disciplinato dalla Comunicazione CONSOB n. 88305 del 5 ottobre 2016 e dalla regolamentazione di Borsa Italiana, è prevista per ciascun investitore la facoltà di:

- (i) ricevere le nuove azioni al termine della giornata contabile di borsa aperta in cui i relativi diritti di opzione sono stati validamente esercitati, a partire dal terzo giorno di mercato aperto successivo all'avvio del periodo di opzione ai sensi dell'art. 2.6.6 del regolamento di Borsa Italiana, purché siano rispettate le modalità operative previste da Monte Titoli (la "**Facoltà di Consegna *Rolling***"); oppure
- (ii) ricevere le nuove azioni al termine della giornata contabile dell'ultimo giorno del periodo di opzione (la "**Consegna all'Ultimo Giorno**").

All'atto dell'esercizio dei propri Diritti di Opzione, ai fini dell'applicazione del modello *rolling* gli investitori dovranno espressamente richiedere al proprio intermediario la Facoltà di Consegna *Rolling*.

La mancata scelta della Facoltà di Consegna *Rolling* comporterà la Consegna all'Ultimo Giorno.

Si evidenzia che, in caso di esercizio della Facoltà di Consegna *Rolling*, non sarà riconosciuta la facoltà di revoca prevista dall'articolo 95-*bis*, comma 2, del Decreto Legislativo 24 febbraio 1998 n. 58 in caso di pubblicazione di un supplemento al Prospetto Informativo nel corso dell'offerta in opzione, qualora l'evento che determini la pubblicazione del supplemento al Prospetto Informativo si sia verificato successivamente alla consegna delle nuove azioni rivenienti dall'esercizio dei diritti di opzione.

Pertanto, gli azionisti di Banca Carige che intendessero partecipare all'offerta in opzione senza rischiare di perdere la facoltà di revoca dovranno aderire all'offerta in opzione con la modalità di Consegna all'Ultimo Giorno.

Si conferma che l'Offerta in Opzione avrà inizio a decorrere da domani mercoledì 22 novembre 2017 a seguito di deroga concessa da Borsa Italiana su richiesta della Banca.

Banca Carige S.p.A. rende noto che il Prospetto Informativo sarà a disposizione del pubblico presso la sede sociale in Genova, via Cassa di Risparmio n. 15 e sul sito internet della Società, www.gruppocarige.it.

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