

The distribution of this press release, directly or indirectly, in or into the United States, Canada, Australia or Japan is prohibited. This press release (and the information contained herein) does not contain or constitute an offer of securities for sale, or solicitation of an offer to purchase securities, in the United States, Canada, Australia or Japan or any other jurisdiction where such an offer or solicitation would require the approval of local authorities or otherwise be unlawful (the "Other Countries"). The securities referred to herein have not been and will not be registered under the U.S. Securities Act of 1933, as amended (the "Securities Act"), or pursuant to the corresponding regulations in force in the Other Countries and may not be offered or sold in the United States unless the securities are registered under the Securities Act, or an exemption from the registration requirements of the Securities Act is available. Banca Carige S.p.A. does not intend to register any portion of the offering of the securities in the United States or to conduct a public offering of the securities in the United States. Any public offering of securities to be made in the United States will be made by means of a prospectus that may be obtained from Banca Carige S.p.A. and will contain detailed information about the bank and management, as well as financial statements.

PRESS RELEASE

COMUNICATO STAMPA



EMESSO BOND SUBORDINATO TIER2 BANCA CARIGE RINGRAZIA LO SCHEMA VOLONTARIO DEL FITD PER LA SOTTOSCRIZIONE CON VALUTA ODIERNA

Genova, 30 novembre 2018 – Banca Carige ha emesso oggi il bond subordinato Tier2 e, nel quadro di un accordo appositamente stipulato con lo Schema Volontario d’Intervento (**‘SVI’**), ha collocato Obbligazioni per €320 milioni: €318,2 milioni sottoscritti direttamente tramite lo SVI la cui Assemblea si è riunita in data odierna deliberando favorevolmente, e €1,8 milioni tramite Banco di Desio e della Brianza.

La Banca ringrazia lo SVI, e tutte le banche che hanno aderito, per il supporto ricevuto per la finalizzazione di una operazione fondamentale che assicura a Banca Carige il rispetto dei ratio patrimoniali prescritti e le consente così di tornare a concentrarsi sulla clientela e sullo sviluppo delle relative attività. Un ringraziamento particolare al Presidente Salvatore Maccarone e al Direttore Generale Giuseppe Boccuzzi per il formidabile lavoro di queste ultime settimane.

Da oggi, e fino al momento in cui il Consiglio di Amministrazione di Carige darà esecuzione all’Aumento di Capitale, sarà possibile offrire in *private placement* le Obbligazioni Subordinate fino ad un importo massimo di €400 milioni a operatori professionali (sia azionisti sia altri

investitori). In caso di richieste superiori a €80 milioni sarà possibile ridurre la quota sottoscritta dallo SVI.

Il prezzo di emissione è previsto alla pari (100% del valore nominale). Le Obbligazioni avranno cedola a tasso fisso pari al 13% e gli interessi saranno pagati esclusivamente in denaro. La durata è prevista in 10 anni. Le Obbligazioni includono anche la previsione che il soddisfacimento abbia luogo mediante compensazione (euro per euro) del credito da rimborso delle Obbligazioni con il debito da sottoscrizione delle azioni (e quindi con l'effetto del ricevimento da parte degli obbligazionisti di azioni o denaro).

Il collocamento odierno consente, unitamente alle altre operazioni previste dal Capital Conservation Plan approvato in data 29 novembre 2018, di ristabilire i requisiti patrimoniali al 31 dicembre 2018 in termini di *Total SREP Capital Requirement* e di *Overall Capital Requirement* coerentemente a quanto richiesto dalla BCE con lettera del 14 settembre u.s.

L'emissione si inserisce nel più ampio programma di rafforzamento patrimoniale della Banca deliberato dal Consiglio di Amministrazione lo scorso 12 novembre e rappresenta la prima delle due operazioni, tra esse collegate, che vedranno l'iter concludersi con l'Aumento di Capitale da €400 milioni.

La disciplina di soddisfacimento delle Obbligazioni mediante assegnazione di azioni ordinarie della Banca, il rimborso e gli ulteriori termini e condizioni dell'emissione obbligazionaria sono contenuti nel Regolamento delle Obbligazioni e nella relativa verbalizzazione del Consiglio di Amministrazione ai quali si rinvia e che, unitamente alle restanti Relazioni degli Amministratori all'Assemblea convocata per il 22 dicembre p.v., saranno messi a disposizione del pubblico entro la giornata odierna nei modi e termini di legge (in particolare sul sito internet della Banca www.gruppocarige.it - sezioni Assemblee/Governance e Investor Relations/Rafforzamenti Patrimoniali).

INVESTOR RELATIONS & RESEARCH

tel. +39 010 579 4877

fax +39 010 579 4875

investor.relations@carige.it

RELAZIONI ESTERNE

tel. +39 010 579 3380

fax +39 010 579 2731

relazioni.esterne@carige.it

This announcement does not constitute an offer or invitation to subscribe for or purchase, or a solicitation of any offer to purchase or subscribe for any securities and nothing contained herein shall form the basis of any contract or commitment whatsoever. This announcement is being communicated to and is directed only to (i) persons to whom it may be lawful to communicate such announcement; and (ii) persons to whom it may be required by law or regulation to disclose such information (all such persons being referred to as relevant persons). This announcement is only directed at relevant persons and must not be acted on or relied on by persons who are not relevant persons. Other persons should not rely or act upon this announcement or any of its contents. This announcement has been prepared for information purposes only. In particular, this announcement may not be taken or transmitted into the United States, Canada or Japan or distributed, directly or indirectly, in the United States, Canada or Japan. This announcement is not an offer to sell or the solicitation of an offer to purchase or subscribe for securities neither in the United States nor in any other jurisdiction. Securities may not be sold in the United States absent registration or an exemption from registration under the U.S. Securities Act of 1933, as amended (the "Securities Act"). Banca Carige S.p.A. (the "Company") does not intend to register or conduct any public offer of securities in the United States. Distribution of the announcement and any information contained in it in any other jurisdictions may be restricted by law. Persons into whose possession this information comes should inform themselves about and observe any such restrictions. No reliance may be placed for any purposes whatsoever on the information contained in this document, or any material discussed in the context of such document, or on its completeness, accuracy and fairness. Although care has been taken to ensure that the announcement is materially accurate, and that the opinions expressed are reasonable, the contents of this material has not been verified by the Company, its shareholders, consultants and advisors. Accordingly, no representation or warranty, express or implied, is made or given on behalf of Company, its shareholders, consultants and advisors, or any of their respective members, directors, officers or employees or any other person as to the accuracy, completeness or fairness of the information or opinions contained in this document or any other material discussed in the context of this announcement. None of the Company, its shareholders, consultants and advisors, or any of their respective members, directors, officers or employees or any other person accepts any liability whatsoever for any loss howsoever arising from any use of this announcement or its contents or otherwise arising in connection therewith. Certain statements contained in this announcement may be statements of future expectations and other forward-looking statements that are based on third party sources and involve known and unknown risks and uncertainties. The forward-looking statements include, but are not limited to, all statements other than statements of historical facts, including, without limitation, those regarding the Company's and/or Group Banca Carige's future financial position and results of operations, strategy, plans, objectives, goals and targets and future developments in the markets where the Group participates or is seeking to participate. 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 third-party 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. Although the Company has obtained the information provided from sources that should be considered reliable, it cannot guarantee its accuracy or completeness. The information provided is purely of an indicative nature and is subject to change without notice at any time.