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## PRESS RELEASE

## COMUNICATO STAMPA



### **ASSEMBLEA STRAORDINARI TENUTASI IN DATA 20 SETTEMBRE 2019**

### **ESITO DELLA SOLLECITAZIONE DI DELEGHE DI VOTO**

*Genova, 20 settembre 2019* – Banca Carige S.p.A. – Cassa di Risparmio di Genova e Imperia in amministrazione straordinaria ("Carige", la "Banca" o il "Promotore"), in qualità di promotore della sollecitazione di deleghe di voto in relazione all'Assemblea Straordinaria tenutasi in data odierna, ai sensi dell'art. 137, comma 5, del Regolamento Consob n. 11971/1999, comunica:

- di aver ricevuto n. 913 deleghe valide, efficaci e munite di istruzioni di voto per complessive n. 2.555.193.321 azioni ordinarie, pari al 4,623% circa del capitale sociale;
- di aver ricevuto ulteriori n. 6 deleghe formalmente invalide per complessive n. 6.352.500 azioni, pari allo 0,011% circa del capitale sociale; e che 31 deleghe rappresentative di 42.931.749 azioni, pari allo 0,078% circa del capitale sociale non sono state ammesse al voto per assenza della comunicazione dell'intermediario;
- di aver esercitato in relazione alla proposta contenuta nel prospetto di sollecitazione pubblicato in data 6 settembre 2019 le seguenti espressioni di voto:

Proposta di deliberazione relativa all'unico punto all'ordine del giorno (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 (ventunomiliardiduecentocinquantamila) "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 (ventunomiliardiduecentocinquantamila) 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.; deliberazioni inerenti e conseguenti):

- voto favorevole per n. 2.123.370.795 azioni, pari al 3,842% circa del totale delle azioni ordinarie;

- voto contrario per n. 32.966.281 azioni, pari allo 0,060% circa del totale delle azioni ordinarie;
- astensione per n. 398.703.557 azioni, pari allo 0,721% circa del totale delle azioni ordinarie;
- di avere inoltre ricevuto un’ulteriore delega priva dell’indicazione di voto per 152.688 azioni.

Per quanto riguarda l’esito della votazione relativa all’unico punto all’ordine del giorno, l’Assemblea straordinaria ha approvato la realizzazione della manovra complessiva di rafforzamento patrimoniale del Gruppo - formalizzata con l’accordo quadro firmato il 9 agosto u.s. fra il Fondo Interbancario di Tutela dei Depositi (FITD), lo Schema Volontario di Intervento del FITD (SVI) e la Cassa Centrale Banca – Credito Cooperativo Italiano (CCB). Ai sensi del combinato disposto degli articoli 137, comma 5 e 136, comma 3, del Regolamento Emittenti, il presente comunicato è stato pubblicato mediante la contestuale trasmissione alla Consob, a Borsa Italiana S.p.A. e a Monte Titoli S.p.A., e messo a disposizione sul sito internet del Promotore [www.gruppocarige.it](http://www.gruppocarige.it).

Per ulteriori dettagli relativamente a quanto deliberato dall’assemblea straordinaria degli azionisti, si rimanda al comunicato stampa diffuso dalla Banca in data odierna.

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