

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



CONVOCATA PER IL 29 MAGGIO L'ASSEMBLEA ORDINARIA E STRAORDINARIA

Genova, 29 aprile 2020 – Il Consiglio di Amministrazione di BANCA CARIGE S.p.A. – Cassa di Risparmio di Genova e Imperia ("**Banca Carige**" o la "**Banca**"), riunitosi in data odierna, ha deliberato di convocare per il 29 maggio 2020, in unica convocazione, l'Assemblea dei soci della Banca, in sede Straordinaria e Ordinaria.

All'Assemblea Straordinaria saranno sottoposte una serie di misure volte a razionalizzare la struttura azionaria della Banca, funzionali anche all'eventuale futura riammissione delle azioni della Banca stessa alla negoziazione sul Mercato Telematico Azionario organizzato e gestito da Borsa Italiana S.p.A., ("**MTA**"), attualmente sospese dalle contrattazioni dallo scorso gennaio 2019.

In particolare, il Consiglio di Amministrazione della Banca ha approvato la proposta da sottoporre all'Assemblea Straordinaria dei soci, di raggruppare tutte le n. 755.265.855.473 azioni ordinarie Banca Carige e le n. 25.542 azioni di risparmio Banca Carige, rispettivamente, nel rapporto di n. 1 (una) nuova azione ordinaria, avente godimento regolare, ogni n. 1.000 (mille) azioni ordinarie possedute e di n. 1 (una) nuova azione di risparmio, avente godimento regolare, ogni n. 1.000 (mille) azioni di risparmio possedute. (il "**Raggruppamento**").

Il Raggruppamento comporterà la riduzione del numero di azioni in circolazione, al netto della gestione e negoziazione di eventuali "frazioni azionarie".

Al fine di facilitare le operazioni di Raggruppamento per i singoli soci e la gestione di eventuali frazioni che dovessero derivarne, sarà messo a disposizione degli azionisti un servizio per il trattamento delle eventuali frazioni di azioni non raggruppabili.

Inoltre, prima dell'esecuzione del Raggruppamento, la Banca definirà le modalità idonee per procedere alla quadratura delle operazioni anche individuando un intermediario per effettuare tale servizio.

Nella medesima seduta, il Consiglio di Amministrazione di Banca Carige ha approvato la proposta di conversione facoltativa delle azioni di risparmio in azioni ordinarie Banca Carige da attuarsi entro il 31 dicembre 2020 (la "**Conversione Facoltativa**" o la "**Conversione**"), secondo un rapporto di conversione pari a n. 20.500 (ventimilacinquecento) azioni ordinarie per ogni azione di risparmio portata in adesione.

La Conversione Facoltativa è finalizzata a consentire agli azionisti di risparmio, che intendano aderire alla stessa, di rinnovare la propria presenza nell'azionariato, ricevendo azioni ordinarie della Banca che presentano potenzialmente una negoziabilità superiore a quella, di fatto limitatissima, delle azioni di risparmio.

Si precisa che, ove l'Assemblea dei soci della Banca, in sede Straordinaria, dovesse approvare entrambe le operazioni, il Raggruppamento avrebbe efficacia in un momento successivo rispetto alla Conversione Facoltativa, entrambe comunque da effettuarsi in ogni caso entro e non oltre il 31 dicembre 2020.

Il Consiglio di Amministrazione di Banca Carige ha quindi deliberato di convocare l'Assemblea dei soci, in sede Straordinaria, in unica convocazione, per il giorno 29 maggio 2020 alle ore 10.30, con il seguente ordine del giorno:

- Proposta di raggruppare le azioni ordinarie e di risparmio in circolazione nel rapporto di n. 1 (una) nuova azione ordinaria, avente godimento regolare, ogni n. 1.000 (mille) azioni ordinarie possedute e di n. 1 (una) nuova azione di risparmio, avente godimento regolare, ogni n. 1.000 (mille) azioni di risparmio possedute. Conseguente modifica dell'art. 5 dello statuto sociale. Deliberazioni inerenti e conseguenti.
- Proposta di conversione facoltativa delle azioni di risparmio in azioni ordinarie della Società. Conseguenti modifiche dello statuto sociale. Deliberazioni inerenti e conseguenti.

Il Consiglio ha altresì deliberato di convocare l'Assemblea in sede Ordinaria per deliberare in merito al seguente ordine del giorno:

- 1) Rinuncia alle azioni di responsabilità nei confronti degli ex Amministratori Cesare Castelbarco Albani e Piero Luigi Montani
- 2) Conferimento dell'incarico di revisione legale dei conti per gli esercizi 2021-2029 e deliberazioni inerenti
- 3) Relazione sulla Politica in materia di remunerazione e sui compensi corrisposti
- 4) Polizza assicurativa a fronte della responsabilità civile degli esponenti degli organi sociali

L'avviso di convocazione e le relazioni illustrative relative agli argomenti scritti nella parte ordinaria dell'ordine del giorno assembleare verranno resi disponibili in data odierna presso la sede sociale della Banca, sul sito internet www.gruppocarige.it (al link Governance/Assemblee), sul meccanismo di stoccaggio autorizzato eMarket Storage (www.emarketstorage.com) e con le altre modalità normativamente previste.

La restante documentazione assembleare verrà messa a disposizione nei termini e con le modalità normativamente previsti.

INVESTOR RELATIONS & RESEARCH

tel. +39 010 579 4877

investor.relations@carige.it

COMUNICAZIONE

tel. +39 010 579 3380

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 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. 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.