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PRESS RELEASE

COMUNICATO STAMPA



APPROVATE LE CONDIZIONI DELL'OPERAZIONE DI *LIABILITY MANAGEMENT*

Genova, 29 settembre 2017 – A seguito dell'Assemblea Straordinaria degli azionisti tenutasi ieri il Consiglio di Amministrazione di Carige, presieduto da Giuseppe Tesauro, ha deliberato le condizioni dell'operazione di *liability management* (“LME”) che consiste in: (i) un'offerta di scambio (“Offerta”), e (ii) una *consent solicitation* ai fini della sostituzione di titoli subordinati – per un ammontare complessivo pari a Euro 510 milioni di valore nominale – con titoli *senior* di nuova emissione a valere sul proprio programma EMTN con prezzo di emissione pari a 100%, durata 5 anni, cedola annuale a tasso fisso pari al 5%.

Al prezzo di scambio - che prevede prezzi pari al 30% per i titoli Tier 1 e 70% per i titoli Tier 2 (per entrambi con consegna entro 7 giorni lavorativi dall'avvio dell'operazione) - dovrà essere aggiunto, per i soli titoli subordinati Tier 2, il rateo degli interessi maturati sugli stessi dalla data di ultimo stacco della cedola fino alla relativa data di regolamento dell'operazione di LME, che rimane in ogni caso subordinata al buon esito dell'aumento di capitale.

Il Consiglio di Amministrazione, nell'ambito dell'esercizio della delega dell'aumento di capitale, potrà riservarne una *tranche*, per un ammontare fino ad un massimo di Euro 60 milioni, eventualmente ad una o più categorie di portatori di Titoli Subordinati oggetto dell'LME. L'avvio dell'operazione è previsto per oggi venerdì 29 settembre 2017.

I titoli oggetto dell'operazione sono identificati nella tabella sottostante:

Titoli	Emittente	Serie	ISIN	Ammontare totale in circolazione (Euro)	Prezzo di Scambio (% del Valore Nominale)	
					Consegna dei Titoli Subordinati con voto favorevole entro la <i>Early Instruction Deadline</i> ¹	In tutti gli altri casi
Tier I	Banca Carige S.p.A.	416 - €160 milioni 8,338% “Perpetual Tier I Junior Subordinated Notes due 2018”	XS0400411681	160.000.000	30	25
Tier II	Banca Carige S.p.A.	525 - €200 milioni 7,321% “Lower Tier II Subordinated Notes due 2020”	XS0570270370	200.000.000	70	65
	Banca Carige S.p.A.	511 - €50 milioni 5,7% “Lower Tier II Subordinated Notes due 2020”	XS0542283097	50.000.000	70	65
	Banca Carige S.p.A.	389 - €100 milioni floating rate “Lower Tier II Subordinated Notes due 2018”	XS0372143296	100.000.000	70	65

L'operazione di LME si inserisce nell'ambito della complessiva manovra di rafforzamento patrimoniale di Banca Carige che si articola su tre elementi essenziali: operazione di LME, aumento di capitale, cessione di asset. Il successo di ciascuna delle operazioni previste risulta essenziale per il conseguimento degli obiettivi del Piano Strategico 2017-2020, mentre la mancata esecuzione dell'operazione nei termini indicati, potrebbe comportare effetti negativi rilevanti sulla situazione economica, patrimoniale e finanziaria complessiva della Banca.

Al fine della valutazione della congruità finanziaria dell'operazione, la Banca si è avvalsa dell'assistenza di KPMG Advisory S.p.A. in qualità di *advisor* finanziario

¹ Per *Early Instruction Deadline* si intende la data che cade entro 7 giorni lavorativi dall'avvio dell'operazione di LME.

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