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PRESS RELEASE

COMUNICATO STAMPA



RISULTATI DELL'ASSEMBLEA DEI PORTATORI DELLE OBBLIGAZIONI ESISTENTI DEL 21 OTTOBRE 2017

Genova, 23 ottobre 2017 – Banca Carige S.p.A. (l'"**Emittente**" o la "**Banca**") annuncia i risultati della *consent solicitation* lanciata il 29 settembre 2017 (la "**Consent Solicitation**") in relazione alle EUR 100 million *fixed/floating rate* "Lower Tier II Subordinated Notes due 2018" (ISIN: XS0372143296) (le "**Obbligazioni 2018**"), alle EUR 160 million 8.338% "Perpetual Tier I Junior Subordinated Notes due 2018" (ISIN: XS0400411681) (le "**Obbligazioni Perpetue**"), alle EUR 50 million 5.7% "Lower Tier II Subordinated Notes due 2020" (ISIN: XS0542283097) (le "**Obbligazioni Settembre 2020**") e alle EUR 200 million 7.321% "Lower Tier II Subordinated Notes due 2020" (ISIN: XS0570270370) (le "**Obbligazioni Dicembre 2020**") (congiuntamente le "**Obbligazioni Esistenti**"), ai sensi della quale è stato chiesto ai portatori delle Obbligazioni Esistenti di approvare talune proposte in assemblee separate dei portatori di ciascuna serie di Obbligazioni Esistenti attraverso delibere straordinarie (ciascuna una "**Delibera Straordinaria**").

La presente fa riferimento al comunicato stampa pubblicato il 29 settembre 2017 in relazione all'avvio della *Consent Solicitation* e all'avviso dato ai portatori delle Obbligazioni Esistenti in data 29 settembre 2017 (l'"**Avviso**") che contiene, *inter alia*, il contenuto delle Delibere Straordinarie proposte. I termini in maiuscolo utilizzati e non definiti nel presente comunicato hanno il significato ad essi attribuito nell'Avviso.

L'Emittente con la presente comunica che:

- (i) l'assemblea dei portatori delle Obbligazioni 2018 convocata il 21 ottobre 2017 si è regolarmente costituita alle ore 17 (CET) (con il 99,65% dell'importo capitale in essere delle Obbligazioni 2018 debitamente rappresentato) e la relativa Delibera Straordinaria è stata approvata (con il 100% dei voti espressi) senza modifiche, come riportata nell'Avviso;
- (ii) l'assemblea dei portatori delle Obbligazioni Perpetue convocata il 21 ottobre 2017 si è regolarmente costituita alle ore 17:15 (CET) (con il 99,28% dell'importo capitale in essere delle Obbligazioni Perpetue debitamente rappresentato) e la relativa Delibera Straordinaria è stata approvata (con il 94,96% dei voti espressi) senza modifiche, come riportata nell'Avviso;
- (iii) l'assemblea dei portatori delle Obbligazioni Settembre 2020 convocata il 21 ottobre 2017 si è regolarmente costituita alle ore 17:30 (CET) (con il 100% dell'importo capitale in essere delle Obbligazioni Settembre 2020 debitamente rappresentato) e la relativa Delibera Straordinaria è stata approvata (con il 100% dei voti espressi) senza modifiche, come riportata nell'Avviso;
- (iv) l'assemblea dei portatori delle Obbligazioni Dicembre 2020 convocata il 21 ottobre 2017 si è regolarmente costituita alle ore 17:45 (CET) (con l'84,51% dell'importo capitale in essere delle Obbligazioni Dicembre 2020 debitamente rappresentato) e la relativa Delibera Straordinaria è stata approvata (con il 99,82% dei voti espressi) senza modifiche, come riportata nell'Avviso.

Ciascuna Delibera Straordinaria è vincolante nei confronti dei portatori delle relative serie di Obbligazioni Esistenti, indipendentemente dalla loro presenza o dal fatto che abbiano votato alla relativa assemblea.

Condizionatamente all'esito positivo dell'Aumento di Capitale, tutte le Obbligazioni Esistenti attualmente in essere che non sono state accettate in scambio dall'Emittente ai sensi dell'offerta di scambio lanciata insieme alla *Consent Solicitation* come previsto nell'Avviso (l'"**Offerta di Scambio**") (le "**Obbligazioni Non Scambiate**") saranno cancellate, e tutti i diritti dei portatori di tali Obbligazioni Non Scambiate e tutti gli impegni ed obblighi dell'Emittente nei confronti dei

portatori di tali Obbligazioni Non Scambiate, cesseranno e si estingueranno irrevocabilmente (la "**Cancellazione Obbligatoria**"), in ciascun caso in cambio (i) della consegna agli Obbligazionisti Idonei di un ammontare nominale complessivo di Nuove Obbligazioni determinato in conformità al relativo *Early Participation Exercise Ratio* ovvero al relativo *Exercise Ratio*, secondo i casi; e (ii) della consegna agli Obbligazionisti Non Idonei di una somma di denaro pari all'ammontare nominale complessivo delle Nuove Obbligazioni determinato in conformità al relativo *Early Participation Exercise Ratio* ovvero al relativo *Exercise Ratio*, secondo i casi, pari a quanto tale Obbligazionista Non Idoneo sarebbe stato legittimato a ottenere ai sensi dell'Offerta di Scambio o della Cancellazione Obbligatoria nel caso in cui lo stesso fosse stato identificato come Obbligazionista Idoneo (la "**Somma di Denaro**"), in ogni caso da calcolare come indicato nell'Avviso e nell'*Information Memorandum*.

Alla data del 21 ottobre 2017 conformemente alle Delibere Straordinarie, tutte le Obbligazioni Esistenti che non siano state in precedenza bloccate ai fini della partecipazione alla *Consent Solicitation* e/o all'Offerta di Scambio sono bloccate nei Sistemi di *Clearing* al fine di facilitare il regolamento della Cancellazione Obbligatoria alla Data di Regolamento.

La *Consent Solicitation* e il regolamento della relativa Cancellazione Obbligatoria restano soggetti all'esito positivo dell'Aumento di Capitale che sarà lanciato dalla Banca nel mese di novembre 2017 dopo aver ottenuto le relative autorizzazioni da parte della Consob.

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The Exchange Offer and Consent Solicitation will be made in the United States pursuant to an exemption from the U.S. tender offer rules provided by Rule 14d-1(c) under the Exchange Act and pursuant to an exemption from the registration requirements of the Securities Act provided by Rule 802 thereunder. See the section headed "Offer and Distribution Restrictions" of the Information Memorandum for a detailed description of the offer and distribution restrictions relating to the Exchange Offer and Consent Solicitation and related offering materials. The Offer is being made for the securities of a company incorporated under the laws of Italy and is subject to Italian disclosure requirements, which are different from those of the United States. The financial information incorporated by reference into the Information Memorandum has been prepared in accordance with International Financial Reporting Standards and thus may not be comparable to financial information of U.S. companies or companies whose financial statements are prepared in accordance with generally accepted accounting principles in the United States. It may be difficult for U.S. holders of New Notes to enforce their rights and any claim arising out of the U.S. federal securities laws, since the Issuer is located in a country other than the United States, and some or all of its officers and directors may be residents of a country other than the United States. U.S. holders of New Notes may not be able to sue a non-U.S. company or its officers or directors in a non-U.S. court for violations of the U.S. securities laws. Further, it may be difficult to compel a non-U.S. company and its affiliates to subject themselves to a U.S. court's judgment. U.S. holders of New Notes should be aware that the Issuer may purchase securities otherwise than under the Exchange Offer and/or the Consent Solicitation, such as in open market or privately negotiated purchases.

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