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PRESS RELEASE

COMUNICATO STAMPA



€160,000,000 8.338 PER CENT. PERPETUAL SUBORDINATED FIXED/FLOATING RATE NOTES

ISIN XS0400411681 (i “Titoli”)

emessi da

Banca Carige S.p.A. (“Banca CARIGE”)

Genova, 13 novembre 2017 – Banca CARIGE con il presente comunica che, a seguito della decisione della Banca Centrale Europea del 9 dicembre 2016 che inibisce il pagamento di dividendi, ai sensi della Condizione 5(b) dei Titoli, alla Data di Pagamento Interessi che cade il 4 dicembre 2017 Banca CARIGE non pagherà interessi sui Titoli, ed il diritto dei portatori dei Titoli a ricevere tali importi sarà pertanto interamente ed irrevocabilmente cancellato e rinunciato.

Il presente avviso è stato pubblicato in conformità alla Condizione 15 dei Titoli.

Si ricorda che i Titoli sono stati oggetto di un operazione di *liability management* (“**LME**”) lanciata sul mercato il 29 settembre 2017 che consiste in: (i) un'offerta di scambio (l’“**Offerta**”), e (ii) una *consent solicitation* ai fini della sostituzione dei Titoli 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%.

Come comunicato al mercato il 23 ottobre, la *consent solicitation* si è conclusa il 21 ottobre 2017 con l'approvazione, da parte dell'assemblea dei portatori dei Titoli, della Delibera Straordinaria, descritta nell'avviso ai portatori del 29 settembre 2017 (“**l’Avviso del 29 settembre**”), che prevede, *inter alia*, la cancellazione obbligatoria dei Titoli attualmente in essere che non sono stati accettati in scambio dall'Emittente ai sensi dell'Offerta a fronte di un corrispettivo da calcolare come indicato nell'Avviso del 29 settembre e nell'*Information Memorandum* del 29 settembre 2017.

L'operazione di LME resta in ogni caso soggetta all'esito positivo dell'Aumento di Capitale il cui lancio è previsto nel mese corrente dopo aver ottenuto le relative autorizzazioni da parte della Consob.

I termini in maiuscolo quivi utilizzati e non definiti si intenderanno avere il significato ad essi attribuito nei Termini e Condizioni dei Titoli contenuti nel Prospetto datato 2 dicembre 2008 emesso in relazione ai Titoli e nell'Avviso del 29 settembre, a seconda del contesto.

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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.

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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.