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PRESS RELEASE

COMUNICATO STAMPA



**BANCA CARIGE FISSA I TERMINI ECONOMICI
DELL’AUMENTO DI CAPITALE
MALACALZA INVESTIMENTI E GLI ALTRI AZIONISTI CORE A
SOSTEGNO DELL’AUMENTO DI CAPITALE IN OPZIONE
SOTTOSCRITTO IL CONTRATTO DI GARANZIA
ESCLUSIVA A CREDITO FONDIARIO
PER LA CESSIONE DI UN PORTAFOGLIO DI NPL**

Genova, 17 novembre 2017 – Il Consiglio di Amministrazione di Banca Carige SpA del 15 novembre scorso, nel contesto dell'operazione di aumento di capitale, ha deliberato:

- con riferimento all'aumento di capitale in opzione:

1) di emettere massimo n. 49.810.870.500 nuove azioni ordinarie, prive di indicazione del valore nominale, aventi godimento regolare, da offrire in opzione agli azionisti ordinari e di risparmio della Banca;

2) di stabilire il rapporto di opzione in numero 60 nuove azioni per ogni azione ordinaria e/o di risparmio posseduta;

3) di stabilire il prezzo di emissione in Euro 0,01 per ogni nuova azione ordinaria.

Il controvalore massimo dell'aumento di capitale in opzione sarà pertanto pari a Euro 498.108.705.

- con riferimento alla *tranche* riservata:

1) di emettere massimo n. 6.000.000.000 nuove azioni ordinarie, prive di indicazione del valore nominale, aventi godimento regolare, da offrire prioritariamente ai portatori dei seguenti titoli subordinati: "*€160,000,000 8,338 per cent. Perpetual Subordinated Fixed/Floating Rate Notes* " (ISIN: XS0400411681); "*€100,000,000 Tier 2 Subordinated Fixed/Floating Rate Notes due 19 June 2018*" (ISIN: XS0372143296); "*€50,000,000 Tier 2 Subordinated 5.70 per cent. Notes due 17 September 2020*" (ISIN: XS0542283097) al prezzo di emissione di Euro 0,01 per ogni nuova azione ordinaria.

Il controvalore massimo della *tranche* riservata sarà pertanto pari a Euro 60.000.000.

Si precisa che l'aumento di capitale di Banca Carige presenta un rapporto tra il prezzo teorico *ex* e il prezzo *cum*, stimato sulla base del prezzo di riferimento alla data in cui i termini dell'operazione di aumento di capitale sono annunciati, inferiore alla soglia di 0,3 e, pertanto la società ritiene, ai sensi della comunicazione Consob n. 88305 del 5 ottobre 2016, che l'aumento debba considerarsi iperdiluitivo. La società intende iniziare il periodo di esercizio dei diritti di opzione mercoledì 22 novembre e terminarlo mercoledì 6 dicembre 2017, chiedendo deroga rispetto al Calendario di Borsa che in

questo caso indicherebbe quale data di inizio per l'esercizio dei diritti di opzione, lunedì 27 novembre.

L'avvio dell'aumento di capitale è subordinato all'approvazione da parte di Consob del prospetto informativo relativo all'offerta e all'ammissione a quotazione delle azioni di nuova emissione.

MALACALZA INVESTIMENTI E GLI ALTRI AZIONISTI *CORE* A SOSTEGNO DELL'AUMENTO DI CAPITALE IN OPZIONE

Banca Carige conferma altresì di aver ricevuto lettere irrevocabili di sottoscrizione per la parte in opzione dell'aumento di capitale da parte di Malacalza Investimenti e degli altri azionisti *core*, subordinate a talune condizioni sospensive e risolutive tipiche per operazioni di questo tipo: Malacalza Investimenti Srl per la propria quota pari a circa il 17,6%, Gabriele Volpi (attraverso la Compagnia Financiera Lonestar S.A.) che, oltre ad aver confermato il proprio 6%, si è impegnato a salire al 9,9%, Aldo Spinelli (attraverso la Spininvest Srl) per la quota dello 0,45 % e Gruppo Cooperative Liguria per la quota dell'1,76%.

SOTTOSCRITTO IL CONTRATTO DI GARANZIA

Banca Carige comunica altresì che in data odierna si è costituito il consorzio di garanzia relativo all'aumento di capitale in opzione pari ad Euro 500 milioni. Il consorzio è composto da Credit Suisse Securities (Europe) Limited, Deutsche Bank AG London Branch in qualità di *global coordinators e joint book runners* e da Barclays Bank PLC in qualità di *co-global coordinator e joint book runner*. Equita SIM Spa affianca il consorzio di garanzia in qualità di co-garante a sua volta supportata da

accordi di "prima allocazione" o "pari passu" con il consorzio di garanzia, sottoscritti da primari investitori istituzionali.

Le banche del consorzio di garanzia si sono impegnate a sottoscrivere, disgiuntamente tra loro e senza vincolo di solidarietà, le azioni ordinarie di nuova emissione, eventualmente rimaste inoplate al termine dell'asta dei diritti, che si terrà successivamente al periodo di sottoscrizione, per un ammontare massimo pari al controvalore dell'aumento di capitale in opzione, al netto degli impegni irrevocabili degli azionisti e degli accordi di prima allocazione. Il contratto di garanzia e gli impegni di Equita e dei primari investitori, contengono le usuali clausole che condizionano l'efficacia degli impegni di garanzia ovvero che attribuiscono agli stessi la facoltà di recedere dal contratto, in linea con la prassi internazionale.

ESCLUSIVA A CREDITO FONDIARIO PER LA CESSIONE DI UN PORTAFOGLIO DI NPL

Banca Carige è inoltre entrata in trattativa esclusiva con Credito Fondiario Spa per la cessione di un portafoglio di crediti in sofferenza pari a Euro 1,2 miliardi di valore lordo e della piattaforma di *servicing*.

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