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CALL OF THE EXTRAORDINARY AND ORDINARY SHAREHOLDERS' MEETING AND OF THE SPECIAL BONDHOLDERS MEETING

- **CALL OF THE EXTRAORDINARY AND ORDINARY SHAREHOLDERS' MEETING ON MONDAY 13 FEBRUARY 2012, AT 10.30 A.M., TO:**
 - **DELEGATE TO THE BOARD OF DIRECTORS THE AUTHORITY TO INCREASE THE SHARES SUPPORTING THE "BANCA CARIGE 4.75% 2010-2015 CONVERTIBLE BOND WITH THE OPTION OF REDEMPTION IN SHARES" ("BANCA CARIGE 4,75% 2010-2015 CONVERTIBILE CON FACOLTÀ DI RIMBORSO IN AZIONI"), FUNCTIONALLY TO THE AMENDMENT TO THE CONDITIONS OF THE BOND AND TO ITS REGULATIONS, AS RESOLVED BY THE BOARD IN ORDER TO BEST PURSUE THE CAPITAL STRENGTHENING OBJECTIVES**
 - **ELIMINATE THE NOMINAL VALUE OF THE BANK SHARES AND APPROVE THE CONSEQUENT AMENDMENTS TO THE ARTICLES OF ASSOCIATION**
 - **TAKE, IN ORDINARY SESSION, THE NECESSARY DECISIONS ON THE APPOINTMENT OF THE DIRECTOR AND INTEGRATION OF THE BOARD OF STATUTORY AUDITORS**
- **CALL OF THE SPECIAL BONDHOLDERS MEETING OF THE "BANCA CARIGE 4.75% 2010-2015 CONVERTIBLE BOND WITH THE OPTION OF REDEMPTION IN SHARES" ("BANCA CARIGE 4,75% 2010-2015 CONVERTIBILE CON FACOLTÀ DI RIMBORSO IN AZIONI") ON MONDAY 13 FEBRUARY 2012, AT 4.30 P.M., IN FIRST CALL, AND IF NECESSARY, IN SECOND CALL, THE NEXT DAY AT 3.30 P.M., AT THE SAME PLACE, FOR APPROVING THE AMENDMENT TO THE CONDITIONS OF THE BOND**

Genoa, 13 January 2012 – The Chairman of the Board of Directors of Banca CARIGE S.p.A., Giovanni Berneschi, in compliance with the mandate granted by the Board on 19 December 2011, convened on Monday 13 February 2012 at 10.30 a.m. the Extraordinary Shareholders' Meeting, to delegate to the Board, pursuant to Article 2443 of the Italian Civil Code, the authority - to be exercised no later than 31 December 2012 - to increase the number of newly issued shares supporting the "Banca CARIGE 4.75% 2010-2015 convertible bond with the option of redemption in shares" ("Banca CARIGE 4,75% 2010-2015 convertibile con facoltà di rimborso in azioni") up to a maximum of 450,000,000 ordinary shares, subject to obtaining the necessary authorisations from the competent Supervisory Authorities, with the subsequent amendment of Article 5 of the Articles of association.

The delegation of authority is functional to the amendment of the conditions of the bond, resolved by the Board on 19 December 2011 to enable CARIGE S.p.A., in case of early redemption, to fully exercise its right to pay the redemption value in shares (including the redemption premium, amounting to 10% of the nominal value of the bond). This would enable the Bank to best pursue the capital strengthening objectives that have characterised the bond since it was issued, all in full compliance with the ever more stringent requirements indicated by the Supervisory Authorities with

respect to capital strengthening for banks and banking groups. The above would in no way reduce the total amount of the redemption value to which each bondholder would be entitled.

The operation in question entails approval of an amendment to the bond Regulations, consequent to the increase in the number of shares supporting the bond: the amendment to the aforesaid conditions shall be submitted, in accordance with Article 2415, subsection 1, no. 2) of the Italian Civil Code, to the Special meeting of the holders of the securities constituting the bond, which shall equally be convened for this purpose by Giovanni Berneschi on Monday 13 February 2012 at 4.30 p.m., in first call, and (if necessary) on Tuesday 14 February 2012 at 3.30 p.m., in second call.

The aforesaid amendments to the conditions and the Regulations of the “Banca Carige 4.75% 2010-2015 convertible bond with the option of redemption in shares” (“Banca Carige 4,75% 2010-2015 convertibile con facoltà di rimborso in azioni”) would allow, if the option of redemption in shares is fully exercised, to increase the Bank's equity, depending on the value of the bond (equal to about € 391 million), thus implementing an effective capital management initiative with net estimated positive effects on the adequacy ratios of over 160 basis points, thereby assuring the utmost stability for the Bank's development, in line with the forecasts already formulated in the 2011-2014 Strategic Plan of the Banca CARIGE Group.

A further amendment to the Articles of Association pertaining to the elimination of the indication of the nominal value of the Bank's shares, in accordance with Article 2346 of the Italian Civil Code, in order to assure greater flexibility to the Company's shareholding structure, in particular on the occasion of operations on the capital will be proposed at the Shareholders' Extraordinary Meeting, subject to the necessary authorisation by the relevant Supervisory Authorities.

The Shareholders' Meeting was also convened in ordinary session to deliberate on the following proposals:

- Appointment of Director
Following the co-option of Philippe Marie Michel Garsuault by the Board on 17 October 2011, it is necessary to appoint a Director, who will fall from office along with the other members of the Board of Directors.
- Integration of the Board of Statutory Auditors
Following the replacement in office by the Substitute Auditor Domenico Sardano, occurred on 12 May 2011, it is also necessary to integrate the Board of Statutory Auditors, by appointing a Standing Auditor and a Substitute Auditor, both falling from office along with the other members of the Board of Statutory Auditors.

The notices convening the shareholders' meetings are available, pursuant to the regulations in force, on the Company's web site, www.gruppocarige.it, and, in compliance with Consob resolution no. 17002 of 17 August 2009, will be published tomorrow 14 January 2012 on the daily “Il Sole 24 Ore”.

In the same manner, the notices to the holders of savings shares and bondholders of the “Banca Carige 1.50% 2003-2013 subordinated hybrid bond loan with redemption premium with ordinary share conversion option” (“Banca Carige 1,50% 2003-2013 subordinato ibrido con premio al rimborso convertibile in azioni ordinarie”) and “Banca Carige 4.75% 2010-2015 convertible bond with the option of redemption in shares” (“Banca Carige 4,75% 2010-2015 convertibile con facoltà di rimborso in azioni”) will also be published tomorrow 14 January 2012 with regard to the suspension of the conversion option of the aforesaid securities in ordinary shares, in compliance with what is provided by Article 35 of the Articles of Association and by Articles 5 and 7 of the Loan Regulations.

The documents concerning the items on the Agenda are filed at the market management company (Borsa Italiana S.p.A. with registered office in Milan, Piazza degli Affari 6) on the web site www.gruppocarige.it and at the Bank's head office (in Genoa, Via Cassa di Risparmio 15, General Secretary) at the disposal of the Shareholders, who are eligible to receive a copy.

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