



BANCA CARIGE

Cassa di Risparmio di Genova e Imperia

BANCA CARIGE S.P.A.

Cassa di Risparmio di Genova e Imperia

Registered Office in Genoa, Via Cassa di Risparmio 15

Share capital Eur 1,790,308,721 fully paid-up

Genoa Register of Companies - Fiscal code - VAT number 03285880104

Parent Bank of Banca Carige Group put on the Bank of Italy's Register of banking groups

**NOTICE TO HOLDERS OF BONDS
ONVERTIBLE INTO SHARES**

Pursuant to and for the purposes of Article 2420-bis, paragraph 4, of the Italian Civil Code

Banca CARIGE S.p.A. intends to submit to the forthcoming extraordinary Shareholders' meeting, which will be convened in accordance with the law to approve the financial statements as at 31 December 2010, a proposal to amend article 35 of the Articles of association on savings shares, which provides inter alia a different method of calculation of the dividends of savings shares, all subject to the required authorisation from the Bank of Italy pursuant to Articles 56 and 61 of Italian Legislative Decree no. 385/1993.

In relation to the above, the holders of convertible bonds comprising the "Banca Carige 1.50% 2003-2013 hybrid subordinated loan with premium upon redemption convertible into ordinary shares", ISIN IT0003563035, and "Banca Carige 4.75% 2010-2015 loan convertible with the right of redemption in shares", ISIN IT0004576606, will be entitled to exercise the right of conversion, pursuant to Article 2420 bis, paragraph 4, of the Italian Civil Code within thirty days from the date of publication of this notice, without prejudice to the provisions of the respective Regulations of loans regarding the right of conversion.

The Italian version of this notice is filed with the Register of Companies of Genoa pursuant to Article 2420-bis, paragraph 4, of the Italian Civil Code.

Genoa, 9 February 2011

Banca Carige S.p.A.
The Chairman
(G. Berneschi)