

Genoa, 20 January 2020

Dear Shareholders of Banca Carige,

We are pleased to inform you that - as per the Notice of Call published on the Bank's corporate website [www.gruppocarige.it](http://www.gruppocarige.it) (Governance>Shareholders' Meetings>Notice of Call) on 20 December 2019 and, as an excerpt, in the Italian financial daily *Il Sole 24 Ore* on 21 December 2019 - a Shareholders' Meeting of the Bank has been convened to take place **at the Tower Genova Airport Hotel & Conference Center, Via Pionieri ed Aviatori d'Italia 44, Genoa, at 10.30 a.m. on Friday, 31 January 2020** to resolve upon the following agenda:

- 1) Election of the Board of Directors (including its Chair and Deputy Chair), subject to prior determination of the number of Board members, pursuant to Article 2364 of the Italian Civil Code and Article 18 of the Articles of Association. Related and ensuing resolutions;
- 2) Determination of Directors' remuneration;
- 3) Election of the Board of Statutory Auditors and its Chair. Related and ensuing resolutions;
- 4) Determination of Statutory Auditors' remuneration.

While thanking you for your kind attention, we advise you to read the attached information regarding the procedures for participating in the Shareholders' Meeting, and all additional details available on the corporate website [www.gruppocarige.it](http://www.gruppocarige.it) (Governance>Shareholders' Meetings).

Yours sincerely,

BANCA CARIGE S.p.A.

The Board of Temporary Administrators

Fabio Innocenzi, Pietro Modiano, Raffaele Lener

Annex 1 Information regarding the procedures for participating in the Shareholders' Meeting

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**Annex 1:**

**INFORMATION REGARDING THE PROCEDURES FOR PARTICIPATING IN THE SHAREHOLDERS' MEETING**

For more comprehensive information, please refer to the Temporary Administrators' Reports for the Shareholders' Meeting, available on the corporate website [www.gruppocarige.it](http://www.gruppocarige.it) (under Governance>Shareholders' Meetings).

Entitlement to attend the Shareholders' Meeting and exercise the right to vote is attested by a communication to the Bank by a qualified financial intermediary in favour of the subject vested with voting rights arising from the ordinary shares on the basis of the intermediary's records at the close of business on 22 January 2020, i.e. the seventh trading day prior to the date of the Shareholders' Meeting (a.k.a. the record date). Credit and debit records entered on the accounts after this deadline shall not be considered for the purpose of entitling to the exercise of voting rights at the Shareholders' Meeting. The intermediary's notice shall be received by the Bank by the end of the third trading day prior to the date of the Shareholders' Meeting, i.e. by 28 January 2020. Entitlement to attend and vote at the Shareholders' Meeting remains, however, valid when the notices are received by the Bank after the above deadline, as long as prior to the beginning of the Shareholders Meeting proceedings.

Moreover, it is possible to delegate participation in the Shareholder's Meeting to designated third parties by signing the proxy section at the end of the copy of the intermediary's notice or by filling out the ordinary proxy form available on the corporate website [www.gruppocarige.it](http://www.gruppocarige.it) (Governance>Shareholders' Meetings>Ordinary proxy form). The proxy may also be granted via an electronic document signed electronically and may be notified using the specific application available in the same section of the website [www.gruppocarige.it](http://www.gruppocarige.it) (Governance>Shareholders' Meetings>Electronic proxy notification). After having certified -under their responsibility- the identity of the delegating party and conformity of the proxy form to the original, the representative may deliver or transmit a copy of the proxy in place of the original. In compliance with regulations in force, the representative shall retain the original of the proxy form and keep track of any voting instructions received, for a period of one year from closure of the Shareholders' Meeting.

Finally, proxies can also be conferred, free of charge for Shareholders, on the Bank's Designated Representative (Computershare S.p.A., with registered office at Via Nizza 262/73, Turin), on whom shareholders with voting rights may confer written proxies with voting instructions for all or a number of items on the agenda by the end of the second trading day prior to the date of the Shareholders' Meeting, i.e. by 29 January 2020. The proxy shall be conferred on the afore-mentioned Designated Representative under the terms set out above and by means of the specific form available on the corporate website [www.gruppocarige.it](http://www.gruppocarige.it) (under Governance>Shareholders' Meetings), where Shareholders can likewise find the procedures for notifying the Company of the proxies electronically and for revoking the proxies and the voting instructions conferred, by the aforementioned deadline. The proxy shall, in any case, only be valid for proposals for which voting instructions are provided. If, for technical reasons, proxy forms cannot be made available electronically, they can be obtained upon request calling +39 (0)11-0923200, and will, in any case, be available at the registered office.

For further details regarding representation at the Shareholders' Meeting and the right to ask questions, reference should be made to the Notice of Call published on the corporate website [www.gruppocarige.it](http://www.gruppocarige.it), under Governance>Shareholders' Meetings.

Please note that, for further information, the Bank's *Ufficio Affari Societari* (Group and Corporate Affairs office) will be available at the toll-free number 800-335577 from landline, Monday through Friday from 8:30 a.m. to 4:30 p.m., or by e-mail at [affari.societari@carige.it](mailto:affari.societari@carige.it). Toll-free number 800-189037 will additionally be available from Italy, Monday through Friday, from 9:00 a.m. to 6:00 p.m..