

## **BANCA CARIGE S.p.A. - Cassa di Risparmio di Genova e Imperia**

Registered Office: Via Cassa di Risparmio 15, Genoa

Share capital Euro 1,790,392,425, fully paid-in

Genoa Register of Companies - Tax Code - VAT no. 03285880104

Parent Bank of the Banca CARIGE Group registered with the Registry of Banking Groups at the Bank of Italy.

### **NOTICE OF BONDHOLDERS' MEETING**

The parties entitled to vote in the Special General Meetings of holders of bonds comprising 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") are called to the bank's head office - meeting room 3rd floor, Via David Chiossone 3, Genoa, to attend the Meetings:

- first call on Monday 13th February 2012, at 4:30 p.m.
- second call (if necessary) on Tuesday 14th February at 3.30 p.m.

to discuss and resolve on the following

### **AGENDA**

- 1) Approval pursuant to art. 2415, subsection 1, no. 2) of the Italian Civil Code, of the amendment of the conditions of the bond "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") as a result of the resolution of the Banca CARIGE S.p.A. Shareholders' Meeting called for Monday 13th February 2012 in a single call, in relation to the topics pursuant to point 2 of the extraordinary meeting agenda, including the following literal content: "Pursuant to article 2443 of the Italian Civil Code, assignment to the Board of Directors of the power to increase the number of newly issued shares connected with the Loan "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: consequent amendment of new art. 5 of the Articles of Association.

#### Entitlement to participate and to vote

The entitlement to participate in Bondholders' Meeting and to exercise the right to vote is governed by a notification to the Bank, carried out by an authorised intermediary, in compliance with their accounting records, in favour of the party who is entitled to vote by virtue of holding convertible bonds constituting the loan "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") (in this regard, it is noted that there are 163,075,043 remaining convertible bonds, each of which grants the right to one vote).

The notification is carried out by the intermediary based on the records relating to the end of the accounting day of Thursday 2nd February 2012, the seventh trading day prior to the day set for the Bondholders' Meeting on first call (record date).

The credit and debit records effected on the accounts following said term shall not be valid for the purpose of entitlement to exercise the right to vote in the Bondholders' Meeting: therefore, those who are registered as bondholders only subsequent to said date shall not have the right to participate and vote in the Bondholders' Meeting.

Attendance in the Bondholders' Meeting is governed by the laws and regulations that are applicable and the provisions of the applicable Bondholders Meeting Regulation, which is available on the website [www.gruppocarige.it](http://www.gruppocarige.it), as applicable.

#### Representation at the Bondholders' Meeting

Every bondholder entitled to exercise the right to vote may be represented at the Bondholders' Meeting according to the methods allowed by the law, by signing the proxy form attached to the communication issued by the authorised intermediary or by filling out the proxy form provided on the internet site [www.gruppocarige.it](http://www.gruppocarige.it) in the Corporate Governance- Bondholders' Meeting section.

In place of the original, the proxy-holder may deliver or transmit a copy of the proxy form, also on computerised media, using the specific application available in the above section of the internet site, certifying under his/her responsibility the compliance of the proxy with the original and the identity of the party delegating the proxy. Pursuant to current regulations in force, the proxy holder must store the original of the proxy and keep track of any voting instructions received for one year from the conclusion of the bondholders' meeting.

In compliance with applicable regulations, bondholders may grant proxies, without incurring expenses, to Mr. Luca Arnaboldi, Esq., who may be replaced by Filippo Galimberti, Esq., both of Studio Legale Associato Carnelutti, as the designated representative of the Bank, pursuant to Article 135-undecies of the Consolidated Law on Finance. The proxy must be granted by signing the specific form, available in the same section of the internet site referred to above. The form must be delivered to the designated representative at the Milan office of Studio Legale Associato Carnelutti (Via Principe Amedeo 3 - 20121 Milan, Italy) or, in alternative, sent by email to [larnaboldi@carnelutti.com](mailto:larnaboldi@carnelutti.com) and [fgalimberti@carnelutti.com](mailto:fgalimberti@carnelutti.com) (to both addresses) by 12:00 midnight on Thursday 9th February 2012, the second trading day prior to the day set for the Bondholders' Meeting on first call. The proxy shall not be valid with regard to proposals for which no voting instruction have been provided.

The proxy and voting instructions may be revoked within the same term, meaning by 12:00 midnight of Thursday

9th February 2012, by the same methods with which it was granted.

The communication made to the Bank of Italy by the intermediary, certifying the entitlement to participate in the Bondholders' meeting and exercise the right to vote, is also required in the event a proxy is granted to the designated representative: without such notification, the proxy shall be considered null and void.

#### Right to ask questions

Bondholders may ask questions on the matters on the agenda, also prior to the Bondholders' Meeting, using the specific application available in the same section of the internet site referred to above. Questions received prior to the Bondholders' Meeting will be answered during the meeting, at the latest. A single reply may be provided to questions with the same content.

#### Supplementation of the agenda

Within ten days from the publication of this notice of call, meaning by Monday 23rd January 2012, bondholders which, also jointly, represent at least one-fortieth of the existing bonds may request that the list of issues to be covered on the agenda - within those set forth in Article 2415 of the Italian Civil Code - be supplemented, indicating the additional issues proposed in their request.

The request must be lodged in writing and delivered to the registered office (in Genoa, Via Cassa di Risparmio 15, General Secretary) along with the certifications issued in by an authorised intermediary in compliance with the intermediary's accounting records, certifying the possession of at least 2.5% of the existing bonds and indicating the corporate rights which may be exercised.

The supplementation of the list of issues to be covered is not permitted for issues which are required by law to be resolved by the Bondholders' Meeting, on proposal by the Directors or based on a plan or a report drawn up by the same, different to those pursuant to Article 125-ter, paragraph 1, of the Consolidated Law on Finance.

Any supplementation of the agenda shall be publicised, in the same forms provided by law for the notice of call, within the deadlines provided by legislation in force, at least fifteen days prior to the date set for the Bondholders' Meeting, that is, by Sunday 29th January 2012.

Bondholders which request the agenda be supplemented must draw up a report on the issues they propose be covered: said report must be delivered to the Board of Directors within the final term for lodging the request for supplementation, as indicated above. The report shall be made available to the public, accompanied by any assessment by the Board of Directors, at the same time as the publication of the news regarding said supplementation.

#### Documentation

The documentation concerning the Agenda topic, will be filed at the Bank's head office (in Genoa, Via Cassa di Risparmio 15, General Secretary) and at the market management company (Borsa Italiana S.p.A. with registered office in Milan, Piazza degli Affari 6) for inspection by shareholders, who are eligible to receive a copy.

The above mentioned documentation will also be available on the website [www.gruppocarige.it](http://www.gruppocarige.it), together with the forms that bondholders are entitled to use for vote by proxy, as set forth above. The same internet site also provides the information on the amount of share capital, indicating the number and category of shares in which it is divided

Genoa, 13th January 2012

for the Board of Directors  
The Chairman  
Mr. Giovanni Berneschi

Bondholders are kindly invited to arrive before the start of the meeting, to facilitate admission procedures and, consequently ensure that the meeting begins on time.

In this regard, it should be noted that bondholder registration may take place from 3:30 p.m. on first call and, if necessary, from 2:30 a.m. on second call.

Note that the appropriate communication is required even when bonds are deposited at CARIGE S.p.A. and please attend the bondholders' meeting armed with an identification document.

For further clarification or information, the General Secretary can be reached by calling the free phone number 800-335577 or one of the alternative numbers 0039 010-5794259 and 0039 010-5792855), from Monday to Friday.

*The Italian text is the only legally binding version on which investors can rely (i) in respect of any decision regarding an investment in the Notes and (ii) in respect of the interpretation of the characteristics of the Notes themselves. Such Italian text will prevail over the English translation in the event of conflict.*