



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 1,790,300,639 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 CONVERTIBLE INTO SHARES

The Boards of Directors of Banca CARIGE S.p.A. and Banca Cesare Ponti S.p.A. approved the project that contemplates the merger through incorporation of Banca Cesare Ponti S.p.A. in Banca CARIGE S.p.A.

This is the merger of a wholly-owned company subject to simplified procedure ex Article 2505 of the Italian Civil Code: Therefore, the merger will not give rise to any share exchange but to the mere cancellation of shares of the merged company, without capital increase, nor will it imply amendments to the Articles of association of the merging company.

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 2503 bis, paragraph 2, 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 merger is subject to authorisation of the Bank of Italy pursuant to Article 57 of Italian Legislative Decree 385/93 (Consolidated Banking Law).

Genoa, 17 August 2010

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