

IMPORTANT NOTICE

NOT FOR DISTRIBUTION TO ANY U.S. PERSON (AS DEFINED BELOW) OR IN OR INTO THE UNITED STATES.

IMPORTANT: You must read the following disclaimer before continuing. The following disclaimer applies to the attached Exchange Offer Memorandum, whether received by e-mail or otherwise received as a result of electronic communication and you are therefore advised to read this disclaimer page carefully before reading, accessing or making any other use of the attached document. In accessing the attached Exchange Offer Memorandum, you agree to be bound by the following terms and conditions, including any modifications to them from time to time, each time you receive any information from us as a result of such access. Terms defined in the attached Exchange Offer Memorandum have the same meaning in this Notice.

Confirmation of Your Representation: You have been sent the attached Exchange Offer Memorandum on the basis that you have confirmed to J.P. Morgan Securities Ltd., Mediobanca- Banca di Credito Finanziario S.p.A., Merrill Lynch International, Natixis and UBS Limited (the "**Dealer Managers**") and/or the Exchange Agent (being the sender of the attached) that (i) you are a Holder or a Beneficial Owner of the Existing LT2 Notes, (ii) you are not resident in, or a person located in, the United States or a U.S. person (as defined in Regulation S under the United States Securities Act of 1933, as amended (the "**Securities Act**")) and you are not a person to whom it is unlawful to send the attached Exchange Offer Memorandum or to make an invitation under the Exchange Offer under any applicable laws and regulations and (iii) that you consent to delivery of the Exchange Offer Memorandum by electronic transmission.

NOTHING IN THIS ELECTRONIC TRANSMISSION CONSTITUTES AN OFFER OF SECURITIES FOR SALE, AN OFFER TO PURCHASE SECURITIES OR THE SOLICITATION OF AN OFFER TO SELL SECURITIES IN THE UNITED STATES OR ANY OTHER JURISDICTION WHERE IT IS UNLAWFUL TO DO SO.

THE EXISTING LT2 NOTES AND THE NEW LT2 NOTES (AS DEFINED IN THE ATTACHED EXCHANGE OFFER MEMORANDUM) HAVE NOT BEEN, AND WILL NOT BE, REGISTERED UNDER THE SECURITIES ACT, OR THE SECURITIES LAWS OF ANY STATE OR OTHER JURISDICTION OF THE UNITED STATES, AND THE NEW LT2 NOTES MAY NOT BE OFFERED, SOLD OR DELIVERED, DIRECTLY OR INDIRECTLY, WITHIN THE UNITED STATES OR TO, OR FOR THE ACCOUNT OR BENEFIT OF, U.S. PERSONS (AS DEFINED IN REGULATION S UNDER THE SECURITIES ACT).

THE ATTACHED EXCHANGE OFFER MEMORANDUM MAY NOT BE FORWARDED OR DISTRIBUTED TO ANY OTHER PERSON AND MAY NOT BE REPRODUCED IN ANY MANNER WHATSOEVER. THE ATTACHED EXCHANGE OFFER MEMORANDUM MAY ONLY BE DISTRIBUTED OUTSIDE THE UNITED STATES TO PERSONS WHO ARE NOT U.S. PERSONS AND TO WHOM IT IS OTHERWISE LAWFUL TO SEND THE ATTACHED EXCHANGE OFFER MEMORANDUM. THE EXCHANGE OFFER IS NOT BEING MADE BY USE OF THE MAILS OR BY ANY MEANS OR INSTRUMENTALITY (INCLUDING, WITHOUT LIMITATION, FACSIMILE TRANSMISSION, TELEPHONE AND THE INTERNET) OF INTERSTATE OR FOREIGN COMMERCE, OR OF ANY FACILITY OF A NATIONAL SECURITIES EXCHANGE OF THE UNITED STATES AND THE EXCHANGE OFFER CANNOT BE ACCEPTED BY ANY SUCH USE, MEANS, INSTRUMENTALITY OR FACILITY FROM WITHIN THE UNITED STATES. ANY FORWARDING, DISTRIBUTION OR REPRODUCTION OF THIS DOCUMENT IN WHOLE OR IN PART IS UNAUTHORISED. FAILURE TO COMPLY WITH THIS DIRECTIVE MAY RESULT IN A VIOLATION OF THE SECURITIES ACT OR THE APPLICABLE LAWS OF OTHER JURISDICTIONS.

THE ATTACHED EXCHANGE OFFER MEMORANDUM MAY NOT BE DISTRIBUTED OR DELIVERED TO PERSONS RESIDENT AND/OR LOCATED IN THE REPUBLIC OF ITALY ("**ITALY**").

This Exchange Offer Memorandum has been sent to you in an electronic form. You are reminded that documents transmitted via this medium may be altered or changed during the process of transmission and consequently none of the Offeror, the Dealer Managers, the Exchange Agent or any person who controls, or is a director, officer, employee or agent of the Offeror, any Dealer Manager and/or the Exchange Agent, or any affiliate of any such person, accepts any liability or responsibility whatsoever in respect of any difference between the Exchange Offer Memorandum distributed to you in electronic format and the hard copy version available to you on request from the Offeror, the Dealer Managers and/or the Exchange Agent.

You are reminded that the attached Exchange Offer Memorandum has been delivered to you on the basis that you are a person into whose possession this Exchange Offer Memorandum may be lawfully delivered in accordance with the laws and regulations of the jurisdiction in which you are located and/or resident you may not nor are you authorised to deliver this Exchange Offer Memorandum to any other person.

Any materials relating to the Exchange Offer do not constitute, and may not be used in connection with, any form of offer or solicitation in any place where such offers or solicitations are not permitted by law or regulations. If a jurisdiction requires that the Exchange Offer be made by a licensed broker or dealer and any Dealer Manager or any of its affiliates is such a licensed broker or dealer in that jurisdiction, the Exchange Offer shall be deemed to be made by such Dealer Manager or affiliate (as the case may be) on behalf of Banca Carige S.p.A. - Cassa di Risparmio di Genova e Imperia in such jurisdiction.

The Exchange Offer Memorandum may only be communicated to persons in the United Kingdom in circumstances where section 21(1) of the Financial Services and Markets Act 2000 does not apply.

Restrictions: The Exchange Offer and the Exchange Offer Memorandum are, respectively, subject to offer and distribution restrictions in, among other countries, the United States, Italy, the United Kingdom, France and Belgium. The Exchange Offer Memorandum does not constitute an invitation to participate in the Exchange Offer in any jurisdiction in which, or to any person to whom, the making of such invitation would not be in compliance with the laws or regulations of such jurisdiction.

Exchange Offer Memorandum dated 30 November 2010

Not for distribution into the United States or to, or for the account or benefit of, any U.S. person (as defined in Regulation S under the U.S. Securities Act of 1933, as amended (the "Securities Act")) or to any person located or resident in the Republic of Italy ("Italy"). The securities described herein have not been, and will not be, registered under the Securities Act or the securities laws of any state or jurisdiction of the United States, and may not be offered, sold or delivered, directly or indirectly, in the United States or to, or for the account or benefit of U.S. persons.

The Exchange Offer (as defined below) is not being made to, and no offers will be accepted from, or on behalf of, Holders (as defined below) in any jurisdiction in which the making of the Exchange Offer would not be in compliance with the laws or regulations of such jurisdiction. See "Offer Restrictions" herein.

This Exchange Offer Memorandum contains and incorporates by reference important information which should be read carefully before any decision is made to participate in the Exchange Offer. If you are in any doubt as to the action you should take, you are recommended to seek your own financial advice, including in respect of any tax consequences, immediately from your stockbroker, bank manager, accountant or other independent financial adviser.

Any individual or company whose Existing LT2 Notes (as defined below) are held on its behalf by a broker, dealer, bank, custodian, trust company or other nominee must contact such entity if they wish to participate in the Exchange Offer. None of J.P. Morgan Securities Ltd., Mediobanca – Banca di Credito Finanziario S.p.A., Merrill Lynch International, Natixis and UBS Limited (the "Dealer Managers"), Banca Carige S.p.A. - Cassa di Risparmio di Genova e Imperia (in making the Exchange Offer) or Lucid Issuer Services Limited (the "Exchange Agent") (or their respective directors, employees or affiliates) makes any recommendation as to whether or not Holders should offer their Existing LT2 Notes for exchange.



Banca Carige S.p.A. - Cassa di Risparmio di Genova e Imperia

(incorporated with limited liability in the Republic of Italy)

(the "Offeror")

INVITATION TO HOLDERS OF

its outstanding

€500,000,000 Lower Tier II Subordinated Callable Step-up Notes due 2016

(ISIN: XS0256396697; Common Code: 025639669)

(the "Existing LT2 Notes")

to offer to exchange any or all such Existing LT2 Notes for

Euro-denominated Lower Tier II Subordinated Fixed Rate Callable Notes due 2020 to be issued

by the Offeror at 100 per cent. of their aggregate nominal amount

(the "New LT2 Notes")

The Offeror hereby invites the Holders (subject as set out under the section of this Exchange Offer Memorandum entitled "Offer Restrictions") to Offer to Exchange their outstanding Existing LT2 Notes for New LT2 Notes (the "Exchange Offer"). The Exchange Offer is made on the terms and subject to the conditions set out in this Exchange Offer Memorandum, including the aggregate nominal amount of New LT2 Notes to be issued by the Offeror to holders pursuant to the Exchange Offer in exchange for Existing LT2 Notes (the "New Issue Exchange Amount") and any Additional New LT2 Notes issued by the Offeror (the issue of which is at its sole discretion) equalling at least €200,000,000 (the "Minimum New Issue Amount").

No later than 11.59 p.m. (CET) on 30 November 2010, the Offeror intends to announce the indicative Offer Price for the Existing LT2 Notes. No later than 9.00 a.m. (CET) on 1 December 2010, the Offeror intends to announce the Initial Pricing Terms, consisting of: (i) the proposed Offer Price for the Existing LT2 Notes; and (ii) the proposed LT2 Notes Spread. The Offeror, in its sole discretion, may vary the Initial Pricing Terms when it announces the Final Pricing Terms, which it is expected to do no later than 9.00 a.m. (CET) on 6 December 2010.

Holders who Offer to Exchange their Existing LT2 Notes at or prior to the Expiry Time and whose Offers to Exchange are accepted by the Offeror for exchange will receive New LT2 Notes in an amount (rounded down to the nearest €1,000) equal to the aggregate nominal amount of such Existing LT2 Notes accepted by the Offeror for exchange multiplied by the Exchange Ratio, subject to such Holders satisfying the Minimum Existing Holding condition (as described below). In addition, an Accrued Interest Amount will be paid in respect of Existing LT2 Notes accepted by the Offeror for exchange or purchase. If, as a result of the application of the Exchange Ratio, a Holder would be entitled to receive New LT2 Notes which would have an aggregate nominal amount that is not an integral multiple of €1,000, the Offeror will pay, or procure that there is paid, the fractional portion as an Exchange Cash Amount to the relevant Holder on the Settlement Date (together with any Accrued Interest Amount), subject to the conditions described in Section 7 (*Terms of the Exchange Offer*).

No Existing LT2 Notes Offered for Exchange by a Holder will be exchanged for New LT2 Notes unless the relevant Offer to Exchange relates to a nominal amount of Existing LT2 Notes (a "**Minimum Existing Holding**") that is sufficient to entitle the relevant Holder to be eligible to receive, in accordance with the terms of the Exchange Offer, a nominal amount in respect of the New LT2 Notes equal to at least €50,000 (see Section 7.2(a)(iii) (*Terms of the Exchange Offer — Minimum Existing Holding*)). For Holders of Existing LT2 Notes who submit Offers to Exchange accepted by the Offeror which relate to a nominal amount which is less than the Minimum Existing Holding, the Offeror will purchase such Existing LT2 Notes at the Offer Price for cash (the "**Purchase Cash Amount**") (together with any Accrued Interest Amount), subject to the conditions described in Section 7 (*Terms of the Exchange Offer*).

As soon as reasonably practicable after the Pricing Time, which is expected to be 2.00 p.m. (CET) on the first Business Day immediately following the final day of the Exchange Offer Period, the Offeror intends to announce: (i) the aggregate nominal amount of Existing LT2 Notes it will be exchanging for New LT2 Notes (including a breakdown of the total of such amounts held by Holders resident and/or located inside and outside of Italy); (ii) the New Issue Amount, the New Issue Exchange Amount, the New LT2 Notes Interest Basis and the New LT2 Notes Coupon; and (iii) the aggregate nominal amount of Existing LT2 Notes it will be purchasing for cash.

THE EXCHANGE OFFER WILL EXPIRE AT 4.30 P.M. (CET) ON 10 DECEMBER 2010 (PROVIDED THAT 7 AND 8 DECEMBER 2010 ARE EXCLUDED FROM THE EXCHANGE OFFER PERIOD), UNLESS EXTENDED OR TERMINATED AS PROVIDED IN THIS EXCHANGE OFFER MEMORANDUM.

Before making any decisions in respect of the Exchange Offer, Holders should carefully consider all of the information in this Exchange Offer Memorandum and, in particular, the Risk Factors set out under Section 5 (*Risk Factors*) below.

Holders whose Existing LT2 Notes Offered for Exchange are not accepted (either for exchange or for purchase), or who do not participate in the Exchange Offer, will not be eligible to receive New LT2 Notes in exchange for such Existing LT2 Notes or to receive any cash payment pursuant to the Exchange Offer, and shall continue to hold such Existing LT2 Notes subject to their terms and conditions.

The Offeror reserves the right (but will not be obliged) to offer Additional New LT2 Notes to investors (including investors who are not Holders) outside of the scope of the Exchange Offer and, accordingly, the New Issue Amount in respect of the New LT2 Notes may be greater than the New Issue Exchange Amount. The New LT2 Notes will be issued by the Offeror at an issue price of 100 per cent. of its aggregate nominal amount.

DEALER MANAGERS

BofA Merrill Lynch J.P. Morgan Mediobanca Natixis UBS Investment Bank

In this Exchange Offer Memorandum, unless otherwise specified or the context requires otherwise: (i) any reference to a "Section" is a reference to a section of this Exchange Offer Memorandum; (ii) words and expressions have the meanings given to them in Section 4 (*Definitions*); and (iii) all references to "€", "euro" and "Euro" are to the lawful currency of the member states of the European Union that have adopted the single currency in accordance with the Treaty on the Functioning of the European Union, as amended.

Questions and requests for assistance in connection with the Exchange Offer may be directed to the Dealer Managers and those concerning the delivery of Electronic Instruction Notices may be directed to the Exchange Agent. The contact details of the Dealer Managers and the Exchange Agent are on the last page of this Exchange Offer Memorandum.

Announcements will be made in the manner described in Section 7.7 (*Terms of the Exchange Offer - Announcements*).

The Exchange Offer is not being made, and will not be made, directly or indirectly, in or into, or by use of the mail of, or by any means or instrumentality of interstate or foreign commerce of, or of any facilities of a national securities exchange of, the United States as defined in Regulation S under the Securities Act, or to, or for the account or benefit of, U.S. persons. This includes, but is not limited to, facsimile transmission, electronic mail, telex, telephone and the internet. Accordingly, copies of this Exchange Offer Memorandum and any other documents or materials relating to the Exchange Offer are not being, and must not be, directly or indirectly, mailed or otherwise transmitted, distributed or forwarded (including without limitation, by custodians, nominees or trustees) in or into the United States or to, or for the account or benefit of, U.S. persons and the Existing LT2 Notes cannot be Offered for Exchange by any such use, means, instruments or facilities or from within the United States or by U.S. persons. Any purported Offer to Exchange Existing LT2 Notes pursuant to the Exchange Offer resulting directly or indirectly from a violation of these restrictions will be invalid, and any purported Offer to Exchange made by a U.S. person, a resident of the United States or from the United States will be invalid and will not be accepted.

This Exchange Offer Memorandum has not been approved by CONSOB and, accordingly, may not be used for the purposes of the Exchange Offer in Italy and no copies of this Exchange Offer Memorandum may be delivered to Holders resident or otherwise located in Italy. In accordance with securities legislation in Italy, the Offeror has published an Italian-language offering memorandum (*Documento di Offerta*) for the purposes of making the Exchange Offer to Holders resident or otherwise located in Italy, which was approved by CONSOB on 29 November 2010. Holders of Existing LT2 Notes seeking information on the Exchange Offer who are resident or otherwise located in Italy should obtain a copy of the *Documento di Offerta*, either from the Offeror's website (www.gruppocarige.it) or from the Exchange Agent.

The Exchange Offer and the distribution of this Exchange Offer Memorandum in the United States, Italy, the United Kingdom, Belgium and France is restricted by the laws of those jurisdictions. No action has been or will be taken in any jurisdiction in relation to the Exchange Offer that would permit a public offering of securities, other than in Italy.

This Exchange Offer Memorandum is an advertisement and does not constitute a Prospectus for the purposes of EU Directive 2003/71/EC (the "**Prospectus Directive**"). The New LT2 Notes will be issued by the Offeror under its €4,000,000,000 Euro Medium Term Note Programme (the "**EMTN Programme**"), in respect of which it has published a base prospectus dated 16 November 2010 in accordance with the Prospectus Directive (the "**Base Prospectus**"), which is incorporated by reference in this Exchange Offer Memorandum. The definitive terms of the New LT2 Notes will comprise the applicable provisions of the terms and conditions relating to notes issued under the EMTN Programme, as set out in the Base Prospectus and the Final Terms relating to the New LT2 Notes, which are expected to be published on or about 17 December 2010 substantially in the form set out in Annex A to this Exchange Offer Memorandum. For the purposes of listing of the New LT2 Notes on the Official List and admitting them to trading on the regulated market of the Luxembourg Stock Exchange, the Final Terms, once duly executed by the Offeror in final form, will be made available to the public in accordance with the Prospectus Directive and investors may obtain copies of the Final Terms from the website of the Luxembourg Stock Exchange at www.bourse.lu.

DOCUMENTS INCORPORATED BY REFERENCE

The following documents which have been (a) previously published and (b) approved by the *Commission de Surveillance du Secteur Financier* or filed with it, shall be deemed to be incorporated in and to form part of this Exchange Offer Memorandum:

- (i) the Base Prospectus; and
- (ii) all of the information and documents themselves incorporated by reference into the above document.

Copies of all the above documents and information that is incorporated by reference into this Exchange Offer Memorandum are available on request from the Exchange Agent, the contact details for which are on the last page of this Exchange Offer Memorandum.

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IMPORTANT NOTICES

The Offeror (the "Responsible Person") accepts responsibility for the information contained in this Exchange Offer Memorandum. To the best of the knowledge and belief of the Responsible Person (which has taken all reasonable care to ensure that such is the case) the information contained in this Exchange Offer Memorandum is in accordance with the facts and does not omit anything likely to affect the import of such information.

Each Holder is solely responsible for making its own independent appraisal of all matters (including those relating to the Exchange Offer, the New LT2 Notes and the Offeror) as such Holder deems appropriate, and each Holder must make its own decision as to whether to Offer to Exchange Existing LT2 Notes and, if so, the aggregate nominal amount of Existing LT2 Notes to Offer to Exchange. The Exchange Agent is an agent of the Offeror and owes no duty to any Holder. None of the Dealer Managers nor the Exchange Agent (or their respective directors, employees or affiliates) makes any representation or recommendation whatsoever regarding this Exchange Offer Memorandum or the Exchange Offer, or any recommendation as to whether Holders of Existing LT2 Notes should participate in the Exchange Offer.

No person has been authorised to give any information or to make any representation about the Offeror or the Exchange Offer other than as contained in this Exchange Offer Memorandum and, if given or made, such information or representation must not be relied upon as having been authorised by the Offeror, any Dealer Manager, the Exchange Agent or any of their respective agents.

Neither the delivery of this Exchange Offer Memorandum nor any acceptance of an Offer to Exchange from a Holder (whether for exchange or for purchase) or any acquisition of New LT2 Notes shall, under any circumstances, create any implication that the information contained herein is current as at any time subsequent to the date of such information or that there has been no change in the information set out herein or in the condition (financial or otherwise), business, prospects or general affairs of the Offeror and its subsidiaries taken as a whole, since the date of this Exchange Offer Memorandum.

*Holders may contact the Dealer Managers or the Exchange Agent for assistance in answering questions concerning the terms of the Exchange Offer at the respective addresses set out on the back cover page of this Exchange Offer Memorandum. Questions relating to the procedures for exchange, including the blocking of Existing LT2 Notes with Euroclear Bank S.A./N.V. ("**Euroclear**") or Clearstream Banking, société anonyme ("**Clearstream, Luxembourg**") should be addressed exclusively to the Exchange Agent. All procedures relating to the Exchange Offer may be conducted through, and all information relating to the Exchange Offer and the Existing LT2 Notes (including copies of this Exchange Offer Memorandum) may, subject as set out under "Offer Restrictions" below, be obtained from, the Exchange Agent, the contact details of which are set out on the last page of this Exchange Offer Memorandum.*

Unless the context otherwise requires, all references in this Exchange Offer Memorandum to Holders include:

- (a) each Direct Participant in respect of such Existing LT2 Notes; and*

- (b) *each Beneficial Owner of the Existing LT2 Notes holding such Existing LT2 Notes, directly or indirectly, in an account in the name of a Direct Participant acting on such Beneficial Owner's behalf,*

except that for the purposes of the exchange of Existing LT2 Notes for New LT2 Notes and the payment of any Exchange Cash Amount, Purchase Cash Amount or Accrued Interest Amount to the extent that the Beneficial Owner of the Existing LT2 Notes is not a Direct Participant, the relevant New LT2 Notes and any Exchange Cash Amount, Purchase Cash Amount or Accrued Interest Amount will only be delivered and paid to the relevant Direct Participant and the delivery and payment of such New LT2 Notes and any Exchange Cash Amount, Purchase Cash Amount or Accrued Interest Amount to such Direct Participant will satisfy any obligations of the Offeror, the Exchange Agent and the relevant Clearing System in respect of the exchange of such Existing LT2 Notes.

Each Dealer Manager is entitled to hold positions in the Existing LT2 Notes and the New LT2 Notes. Each Dealer Manager is entitled to continue to own or dispose of, in any manner it may elect, any Existing LT2 Notes it may beneficially own as at the date of this Exchange Offer Memorandum or, from such date, to acquire further Existing LT2 Notes, subject to applicable law. The Dealer Managers have no obligation to the Offeror to Offer to Exchange or refrain from Offering to Exchange Existing LT2 Notes beneficially owned by it in connection with the Exchange Offer.

1. OFFER RESTRICTIONS

This Exchange Offer Memorandum does not constitute an offer or an invitation to participate in the Exchange Offer in any jurisdiction in or from which, or to any person to whom, it is unlawful to make such offer or invitation under applicable laws. The distribution of this Exchange Offer Memorandum in certain jurisdictions may be restricted by law. Persons into whose possession this Exchange Offer Memorandum comes are required by each of the Offeror, the Dealer Managers and the Exchange Agent to inform themselves about, and to observe, any such restrictions.

*No action has been or will be taken in any jurisdiction by the Offeror, any Dealer Manager or the Exchange Agent that would constitute a public offering of the New LT2 Notes other than in Italy in the context of the Exchange Offer. The Exchange Offer comprises (other than in Italy) an offer of securities to the public for the purposes of the Prospectus Directive but no action is required to be taken under the Prospectus Directive in connection with such offer in any Member State of the European Economic Area, as the minimum denomination of the New LT2 Notes will be €50,000. The Exchange Offer constitutes a public exchange offer (*offerta pubblica di scambio*) for securities in Italy for the purposes of Articles 101-bis of Legislative Decree No. 58 of 24 February 1998 (see Section 1.2 (Italy) below).*

1.1 United States

The Exchange Offer is not being made, and will not be made, directly or indirectly, in or into, or by use of the mail of, or by any means or instrumentality of interstate or foreign commerce of, or of any facilities of a national securities exchange of, the United States or to, or for the account or benefit of, U.S. persons. This includes, but is not limited to, facsimile transmission, electronic mail, telex, telephone and the internet. Accordingly, copies of this Exchange Offer Memorandum and any other documents or materials relating to the Exchange Offer are not being, and must not be, directly or indirectly, mailed or otherwise transmitted, distributed or forwarded (including without limitation, by custodians, nominees or trustees) in or into the United States or to, or for the account or benefit of, U.S. persons and the Existing LT2 Notes cannot be Offered for Exchange by any such use, means, instruments or facilities or from within the United States or by U.S. persons. Any purported Offer to Exchange Existing LT2 Notes pursuant to the Exchange Offer resulting directly or indirectly from a violation of these restrictions will be invalid, and any purported Offer to Exchange made by a U.S. person, a resident of the United States or from the United States will be invalid and will not be accepted.

This Exchange Offer Memorandum is not an offer of securities for sale in the United States or to U.S. persons. The Existing LT2 Notes and the New LT2 Notes have not been, and will not be, registered under the Securities Act or the securities laws of any state or jurisdiction of the United States, and may not be offered, sold or delivered, directly or indirectly, in the United States or to, or for the account or benefit of U.S. persons. The purpose of this Exchange Offer Memorandum is limited to the Exchange Offer, and this Exchange Offer Memorandum may not be sent or given to any person other than in accordance with Regulation S under the Securities Act.

Each Holder of Existing LT2 Notes participating in the Exchange Offer will represent that it is participating in the Exchange Offer in accordance with Regulation S under the Securities Act and that it is not participating in the Exchange Offer from the United States nor is it a U.S.

person or an agent, fiduciary or other intermediary acting on a non-discretionary basis for a principal giving instructions from within the United States or for a U.S. person.

1.2 **Italy**

This Exchange Offer Memorandum has not been approved by CONSOB and, accordingly, may not be used for the purposes of the Exchange Offer in Italy and no copies of this Exchange Offer Memorandum may be delivered to Holders resident or otherwise located in Italy. Pursuant to Article 102 *et seq* of Legislative Decree No. 58 of 24 February 1998, the Offeror has published an Italian-language offering memorandum (*Documento di Offerta*) for the purposes of making the Exchange Offer to Holders resident or otherwise located in Italy, which was approved by CONSOB on 29 November 2010. Holders of Existing LT2 Notes seeking information on the Exchange Offer who are resident or otherwise located in Italy should obtain a copy of the *Documento di Offerta*, either from the Offeror's website (www.gruppocarige.it) or from the Exchange Agent.

1.3 **United Kingdom**

The communication of this Exchange Offer Memorandum is not being made and this Exchange Offer Memorandum has not been approved by an authorised person for the purposes of section 21 of the Financial Services and Markets Act 2000. This Exchange Offer Memorandum is only for circulation to persons within the United Kingdom falling within the definition of Investment Professionals (as defined in Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (the "**Order**")) or other persons to whom it may lawfully be communicated in accordance with the Order.

1.4 **Belgium**

This Exchange Offer Memorandum has not been submitted for approval to the Belgian Banking, Finance and Insurance Commission and, accordingly, the Exchange Offer may not be made in Belgium by way of a public offer, as defined for the purposes of the law of 1 April 2007 on public takeover bids. The Exchange Offer is consequently addressed in Belgium exclusively to, and may only be accepted by, holders who are qualifying investors within the meaning of Article 10 of the law of 16 June 2006 on public offerings of investment instruments and the admission of investment instruments to trading on regulated markets, or who can otherwise make the representation set out in Section 7.9(q) below.

1.5 **France**

This Exchange Offer is not being made, directly or indirectly, to the public in France and only qualified investors (*investisseurs qualifiés*), as defined in and in accordance with Articles L.411-1, L.411-2 and D.411-1 and D.411-3 of the French *Code Monétaire et Financier*, are eligible to participate in this Exchange Offer. This Exchange Offer Memorandum and any other offering material relating to this Exchange Offer have not been and shall not be distributed to the public in France. This Exchange Offer Memorandum has not been and will not be submitted to the clearance of the *Autorité des marchés financiers*.

1.6 **General**

The Exchange Offer does not constitute an offer to buy or the solicitation of an offer to sell the Existing LT2 Notes and/or the New LT2 Notes in any circumstances in which such offer or solicitation is unlawful. In those jurisdictions where the securities or other laws require the Exchange Offer to be made by a licensed broker or dealer and any of the Dealer Managers or any of their respective affiliates is such a licensed broker or dealer in that jurisdiction, the Exchange Offer shall be deemed to be made on behalf of the Offeror by the Dealer Managers or affiliate (as the case may be) in such jurisdiction.

Persons into whose hands this Exchange Offer Memorandum comes are required by the Offeror and the Dealer Managers to comply with all applicable laws and regulations in each country or jurisdiction in or from which they Offer to Exchange Existing LT2 Notes or possess, distribute or publish this Exchange Offer Memorandum or any related offering material, in all cases at their own expense.

The Dealer Managers and the Exchange Agent (and their respective directors, employees or affiliates) make no representations or recommendations whatsoever regarding this document or the Exchange Offer. The Exchange Agent is the agent of the Offeror and owes no duty to any Holder. None of the Offeror, the Dealer Managers or the Exchange Agent makes any recommendation as to whether or not Holders should participate in the Exchange Offer.

2. SUMMARY OF THE EXCHANGE OFFER

The following does not purport to be complete and is qualified in its entirety by the more detailed information provided elsewhere in this Exchange Offer Memorandum. Unless the context otherwise requires, words and expressions defined in Section 4 (Definitions) have the same meanings in this section.

Exchange Offer	<p>The Offeror invites all Holders of Existing LT2 Notes (subject to certain offer restrictions set out in "Offer Restrictions" herein) to Offer to Exchange the Existing LT2 Notes held by them for New LT2 Notes. The Exchange Offer is made on the terms and subject to the conditions set out in this Exchange Offer Memorandum, including the aggregate nominal amount of the New Issue Exchange Amount and any Additional New LT2 Notes issued by the Offeror (the issue of which is at its sole discretion) equalling at least the Minimum New Issue Amount.</p> <p>The Exchange Offer will expire at the Expiry Time (provided that 7 and 8 December 2010 are excluded from the Exchange Offer Period), unless the period for the Exchange Offer is extended or terminated by the Offeror as described herein.</p>
Purpose of the Exchange Offer	<p>The purpose of the Exchange Offer is to achieve a more efficient maturity profile of funding sources for the Offeror while maintaining its total capital levels unaltered, consistent with its strategy of consolidation and long-term growth, and to offer holders of Existing LT2 Notes the possibility to modify the interest rate and maturity profile of their investment in the Offeror. As at the date of this Exchange Offer Memorandum, the Offeror has not taken any decision with regard to the exercise of its call rights in respect of the Existing LT2 Notes. Any decision to exercise any call in respect of the Existing LT2 Notes that are not acquired pursuant the Exchange Offer will be made on an economic basis, taking into account prevailing market conditions and the then-current regulatory framework, subject, in any case, to the approval of the Bank of Italy.</p>
Existing LT2 Notes	<p>The €500,000,000 Lower Tier II Subordinated Callable Step-Up Notes due 2016 of the Offeror issued on 7 June 2006 (ISIN: XS0256396697; Common Code: 025639669).</p>
New LT2 Notes	<p>The New LT2 Notes will be issued on the Settlement Date at an issue price of 100 per cent. of their aggregate nominal amount in a single series and will be in bearer form in the denominations of €50,000 and integral multiples of €1,000 in excess thereof up to and including €99,000. The New LT2</p>

Notes will be euro denominated lower tier II subordinated fixed rate notes maturing on tenth anniversary of the Settlement Date (subject to the prior approval of the Bank of Italy) and will be issued by the Offeror under its EMTN Programme.

The Offeror reserves the right to offer Additional New LT2 Notes to investors (including investors who are not Holders of Existing LT2 Notes) in transactions outside the scope of the Exchange Offer and, accordingly, the New Issue Amount may be greater than the New Issue Exchange Amount.

The Form of Final Terms for the New LT2 Notes is set out in Annex A to this Exchange Offer Memorandum and should be read in conjunction with the EMTN Programme terms and conditions set out in the Base Prospectus (which is incorporated by reference in this Exchange Offer Memorandum) at pages 28 to 49. The issue and the terms and conditions of the New LT2 Notes are subject to the Offeror's general discretion to terminate the Exchange Offer, as further described in Section 7.12 (*Terms of the Exchange Offer — Extension and Termination*).

Application will be made to list New LT2 Notes on the Official List and admit them to trading on the regulated market of the Luxembourg Stock Exchange with effect from the Settlement Date.

Applications will be made for each series of New LT2 Notes to be rated by Moody's Investor Service Limited, Standard & Poor's Rating Services, a division of McGraw Hill Companies, Inc. and Fitch Rating Ltd.

Exchange Ratio

The Exchange Ratio in respect of the Existing LT2 Notes will be the ratio, rounded down to five decimal places, between the Offer Price (which is expected to be less than 100 per cent.) and the New LT2 Notes Issue Price (which will be 100 per cent.).

Holders who Offer to Exchange their Existing LT2 Notes and whose Offers to Exchange are accepted by the Offeror will receive New LT2 Notes in an amount (rounded down to the nearest €1,000) equal to the aggregate nominal amount of such Existing LT2 Notes accepted by the Offeror for exchange multiplied by the Exchange Ratio, subject to such Holders satisfying the Minimum Existing Holding condition (as described in "*Minimum Existing Holding*" below).

Accrued Interest Amount	An Accrued Interest Amount will be paid in respect of the Existing LT2 Notes accepted by the Offeror for exchange or purchase.
Exchange Cash Amount	If, as a result of the application of the Exchange Ratio, a Holder would be entitled to receive New LT2 Notes which would have an aggregate nominal amount that is not an integral multiple of €1,000, the Offeror will pay, or procure that there is paid, the fractional portion as an Exchange Cash Amount to the relevant Holder (together with any Accrued Interest Amount) on the Settlement Date, subject to the conditions described in Section 7 (<i>Terms of the Exchange Offer</i>).
Minimum Existing Holding	No Existing LT2 Notes Offered for Exchange by a Holder will be exchanged for New LT2 Notes unless the relevant Offer to Exchange relates to a nominal amount of Existing LT2 Notes (a " Minimum Existing Holding ") which, after applying the Exchange Ratio, is sufficient to entitle the relevant Holder to be eligible to receive, in accordance with the terms of the Exchange Offer, a nominal amount in respect of the New LT2 Notes equal to at least €50,000 (see Section 7.2(a)(iii) (<i>Terms of the Exchange Offer — Minimum Existing Holding</i>)).
Purchase of Existing LT2 Notes for cash	For Holders of Existing LT2 Notes who submit Offers to Exchange accepted by the Offeror which relate to a nominal amount which is less than the Minimum Existing Holding, the Offeror will purchase such Existing LT2 Notes at the Offer Price for cash. Such Holders will receive, for each €1,000 in nominal amount of such Existing LT2 Notes, the Purchase Cash Amount, together with an Accrued Interest Amount, subject to the conditions described in Section 7 (<i>Terms of the Exchange Offer</i>).
Indicative Offer Price Announcement	No later than 11.59 p.m. (CET) on 30 November 2010, the Offeror will announce the indicative Offer Price for the Existing LT2 Notes.
Initial Pricing Announcement	No later than 9.00 a.m. (CET) on 1 December 2010 the Offeror will announce the Initial Pricing Terms.
Final Pricing Announcement	Subject to any other provision of this Exchange Offer Memorandum, the Offeror may in its sole discretion vary the Initial Pricing Terms when it announces the Final Pricing Terms, which it is expected to do no later than 9.00 a.m. (CET) on 6 December 2010. On the same day, the Offeror will also announce the aggregate nominal amount of Existing LT2 Notes that Holders have proposed to Offer to Exchange as at

close of business on the previous Business Day (including a breakdown of the total of such amounts held by Holders resident and/or located inside and outside of Italy).

Withdrawal Rights

If, in accordance with the Final Pricing Terms, the Offer Price or the New LT2 Notes Spread proposed under the Initial Pricing Terms is decreased, Holders that have submitted Offers to Exchange prior to the Final Pricing Announcement Time will have the right to withdraw their Offers to Exchange during the period commencing at the Final Pricing Announcement Time and expiring at 9.00 a.m. (CET) two Business Days following the announcement of the Final Pricing Terms (expected to be 10 December 2010).

Exchange Amounts and New Issue Amounts

The aggregate nominal amount of:

- (i) the Existing LT2 Notes to be accepted for exchange for New LT2 Notes or, where applicable, purchased by the Offeror for cash, in each case pursuant to the terms of the Exchange Offer; and
- (ii) the New LT2 Notes to be issued by the Offeror in exchange for Existing LT2 Notes pursuant to the terms of the Exchange Offer,

will be determined by the Offeror following the expiry of the Exchange Offer Period.

The Offeror may also offer additional New LT2 Notes ("**Additional New LT2 Notes**") to investors (including investors who are not Holders) outside the scope of the Exchange Offer and, accordingly, the New Issue Amount may be greater than the New Issue Exchange Amount.

Exchange Offer Results Announcement

As soon as reasonably practicable after the Pricing Time, which is expected to be 2.00 p.m. (CET) on the first Business Day immediately following the final day of the Exchange Offer Period, and in any event not later than 16 December 2010, the Offeror intends to announce (i) the aggregate nominal amount of Existing LT2 Notes it will be exchanging for New LT2 Notes (including a breakdown of the total of such amounts held by Holders resident and/or located inside and outside of Italy); (ii) the New Issue Amount, the New Issue Exchange Amount, the New LT2 Notes Interest Basis and the New LT2 Notes Coupon; and (iii) the aggregate nominal amount of Existing LT2 Notes it will be purchasing for cash.

General

The Offeror may, in its sole discretion, extend, amend, waive any condition (including the condition that the aggregate nominal amount of the New Issue Exchange Amount and any Additional New LT2 Notes issued by the Offeror (the issue of which is at its sole discretion) equals at least the Minimum New Issue Amount) or terminate the Exchange Offer at any time (subject to applicable law and as provided in this Exchange Offer Memorandum). Details of any such extension, amendment, waiver or termination will be announced as provided in this Exchange Offer Memorandum as soon as reasonably practicable after the relevant decision is made. See Section 7.12 (*Terms of the Exchange Offer — Extension and Termination*).

Procedure for Offering to Exchange Existing LT2 Notes

Holders wishing to participate in the Exchange Offer must submit, or arrange to have submitted on their behalf, not later than the Expiry Time and, in any event, before such earlier deadline as may be imposed by the relevant Clearing System (unless the Exchange Offer is terminated earlier), a duly completed Electronic Instruction Notice in the form specified in the relevant Clearing System Notice.

Holders should check with the bank, securities broker or any other Intermediary through which they hold their Existing LT2 Notes whether such Intermediary will apply different deadlines for participation from those set out in this Exchange Offer Memorandum and, if so, should follow those deadlines.

The receipt of such Electronic Instruction Notice by the relevant Clearing System will be acknowledged by such Clearing System and will result in the blocking of the relevant Existing LT2 Notes. Beneficial Owners must take the appropriate steps through the relevant Clearing System to ensure that no transfers may be effected in relation to such blocked Existing LT2 Notes at any time after such date, in accordance with the requirements of the relevant Clearing System and the deadlines required by such Clearing System. By blocking such Existing LT2 Notes in the relevant Clearing System, each Holder or Direct Participant will be deemed to have consented to the relevant Clearing System providing details concerning such Holder's and/or Direct Participant's identity to, amongst others, the Exchange Agent.

See Section 7.8 (*Terms of the Exchange Offer — Procedures for Offering to Exchange Existing LT2 Notes*) for more

detailed instructions on how to offer Existing LT2 Notes.

**Representations and Warranties
of Holders**

By Offering to Exchange Existing LT2 Notes in the Exchange Offer, Holders will be deemed to make a series of representations and warranties, which are set out in full below. See Section 7.9 (*Terms of the Exchange Offer — Acknowledgments, Representations, Warranties and Undertakings*).

3. EXPECTED TIMETABLE

The times and dates below are indicative only. The below times and dates are subject, where applicable, to the right of the Offeror to extend the Exchange Offer Period and/or terminate the Exchange Offer. Accordingly, the actual timetable may differ significantly from the expected timetable set out below. In the event of any significant amendment to the expected timetable, the Offeror will give notice of such amendment to Holders in the manner described in Section 7.7 (Terms of the Exchange Offer — Announcements).

Events	Dates and Times (All times are CET)
Announcement of publication of the Exchange Offer Memorandum and the <i>Documento di Offerta</i> . Copies of the Exchange Offer Memorandum are available to Holders resident outside of Italy from the Exchange Agent and copies of the <i>Documento di Offerta</i> are available to Holders resident in Italy, either from the Offeror's website (www.gruppocarige.it) or from the Exchange Agent.	30 November 2010
Announcement of the indicative Offer Price for the Existing LT2 Notes.	No later than 11.59 p.m. on 30 November 2010
Notice of indicative Offer Price submitted to the Clearing Systems and published via the Luxembourg Stock Exchange website (www.bourse.lu).	
Announcement of the Initial Pricing Terms.	No later than 9.00 a.m. on 1 December 2010
Notice of the Initial Pricing Terms submitted to the Clearing Systems and published via the Luxembourg Stock Exchange website (www.bourse.lu).	
Commencement of the Exchange Offer Period	At or around 9.00 a.m. on 1 December 2010
Final Pricing Announcement Date and Time	
Announcement of the Final Pricing Terms, consisting of the Offer Price and Exchange Ratio and the New LT2 Notes Spread.	No later than 9.00 a.m. on 6 December 2010

Announcement of the aggregate nominal amount of Existing LT2 Notes that Holders have proposed to Offer to Exchange as at close of business on the previous Business Day (including a breakdown of the total of such amounts held by Holders resident and/or located both inside and outside of Italy).

No later than 4.30 p.m. on 6 December 2010

Expiry of Withdrawal Rights (if any) arising from Final Pricing Announcement.

Expected to be 9.00 a.m. on 10 December 2010 (two Business Days following the announcement of the Final Pricing Terms)

Expiry Date and Time

Deadline for receipt of all Electronic Instruction Notices.

4.30 p.m. on 10 December 2010. Please note that 7 and 8 December 2010 are excluded from the Exchange Offer Period

End of Exchange Offer Period, subject to any extension by the Offeror.

Pricing and Announcement of Exchange Offer Results

Determination of the New LT2 Notes Interest Basis and the New LT2 Notes Coupon.

The Pricing Time (expected to be 2.00 p.m.) on the first Business Day immediately following the final day of the Exchange Offer Period

Announcement by the Offeror as to: (i) the aggregate nominal amount of Existing LT2 Notes it will be exchanging for New LT2 Notes (including, a breakdown of the total of such amounts held by Holders resident and/or located both inside and outside of Italy); (ii) the New Issue Amount, the New Issue Exchange Amount, the New LT2 Notes Interest Basis and the New LT2 Notes Coupon; and (iii) the aggregate nominal amount of Existing LT2 Notes it will be purchasing for cash.

As soon as reasonably practical after the Pricing Time and in any event not later than 16 December 2010

Publication of Final Terms in relation to the New LT2 Notes

No later than 17 December 2010

Settlement

Announcement confirming whether Exchange Offer conditions described in Section 7.12(b)(i), (ii), (iii) and (iv) have been satisfied or not and, if relevant, waived.

No later than 11.59 p.m. on 17 December 2010

Settlement Date for the Exchange Offer, including: (i) delivery of the New LT2 Notes in exchange for Existing LT2 Notes Offered for Exchange and accepted by the Offeror for exchange; (ii) payment of Exchange Cash Amounts (if any) and Accrued Interest Amounts; and (iii) payment of Purchase Cash Amounts and Accrued Interest Amounts for Existing LT2 Notes Offered for Exchange and accepted by the Offeror for purchase. Settlement date for any Additional New LT2 Notes.

On or about 20 December 2010

In the event the conditions described in Section 7.12(b)(i), (ii), (iii) and (iv) have not been satisfied, Existing LT2 Notes will be unblocked and returned to Holders.

No later than two Business Days following announcement relating to Exchange offer conditions described in Section 7.12(b)(i), (ii), (iii) and (iv) to the extent the Offeror announces such conditions have not been satisfied.

Holders are advised to check with the bank, securities broker, Clearing Systems or other Intermediary through which they hold their Existing LT2 Notes whether such Intermediary applies different deadlines for any of the events specified above, and then to allow for such deadlines if such deadlines are prior to those set out above.

Unless stated otherwise, announcements will be made by the Offeror (i) by the issue of a press release to a Notifying News Service, (ii) by the delivery of notices to the Clearing Systems for communication to Direct Participants and (iii) on the Luxembourg Stock Exchange website, and may also be found on the relevant Reuters International Insider Screen. Copies of all such announcements, press releases and notices can also be obtained from the Exchange Agent, the contact details for which are on the last page of this Exchange Offer Memorandum. In addition, Holders of Existing LT2 Notes may contact the Dealer Managers for information using the contact details on the last page of this Exchange Offer Memorandum

4. DEFINITIONS

Unless specified otherwise or the context requires otherwise, words and expressions used in this Exchange Offer Memorandum have the meanings given to them in this section.

Accrued Interest	The amount of accrued but unpaid interest in respect of the Existing LT2 Notes from (and including) the immediately preceding interest payment date to (but excluding) the Settlement Date calculated in accordance with the terms and conditions of the Existing LT2 Notes.
Accrued Interest Amount	An amount in cash expressed in euro (rounded to the nearest €0.01 with €0.005 being rounded upwards) equal to the Accrued Interest on the Existing LT2 Notes, calculated by reference to the denomination of such Existing LT2 Notes.
Additional New LT2 Notes	Any New LT2 Notes which are offered to investors (including investors who are not Holders) outside the scope of the Exchange Offer.
Base Prospectus	The Offeror's base prospectus dated 16 November 2010 relating to its EMTN Programme (and published in accordance with the Prospectus Directive) which is incorporated by reference in this Exchange Offer Memorandum.
Beneficial Owner	A person who is the owner, either directly or indirectly, of an interest in a particular nominal amount of the Existing LT2 Notes, as shown in the records of Euroclear or Clearstream, Luxembourg or their Direct Participants.
Business Day	A day other than a Saturday or Sunday or a public holiday on which commercial banks and foreign exchange markets are open for business in London, Luxembourg and Milan.
CET	Central European Time.
Clearing System Notice	The notice to be sent to Direct Participants by each of the Clearing Systems on or about the date of commencement of the Exchange Offer Period informing Direct Participants, <i>inter alia</i> , of the procedures to be followed in order to participate in the Exchange Offer.
Clearing Systems	Euroclear and Clearstream, Luxembourg.
Clearstream, Luxembourg	Clearstream Banking, <i>société anonyme</i> .
CONSOB	<i>Commissione Nazionale per le Società e la Borsa</i> , being the securities market regulator in Italy.

Dealer Managers	J.P. Morgan Securities Ltd. Mediobanca – Banca di Credito Finanziario S.p.A. Merrill Lynch International Natixis UBS Limited
Direct Participant	Each person who is shown in the records of Euroclear or Clearstream, Luxembourg as a holder of an interest in the Existing LT2 Notes.
<i>Documento di Offerta</i>	An Italian language offering memorandum (the content of which is substantially consistent with this Exchange Offer Memorandum) published by the Offeror for the purposes of making the Exchange Offer to Holders resident or otherwise located in Italy, which was approved by CONSOB on 29 November 2010.
Electronic Instruction Notice	The electronic exchange and blocking instruction in the form specified in the relevant Clearing System Notice (to the effect set out in Section 7.8 (<i>Terms of the Exchange Offer – Procedures for Offering to Exchange Existing LT2 Notes</i>), which must be submitted by Holders, Direct Participants or Beneficial Owners in accordance with the requirements of the relevant Clearing System.
EMTN Programme	The Offeror's €4,000,000,000 Euro Medium Term Note Programme.
Euro 10 Year Swap Rates	The bid and offered swap rates for euro swap transactions with a maturity of 10 years, which appear on the Reuters Screen ICAPEURO Page.
Euro 10 year Mid-Swap Rate	The mid-market arithmetic mean (expressed as a percentage and rounded to the nearest 0.001 per cent., with 0.0005 rounded upwards) of the Euro 10 Year Swap Rates, as calculated by the Dealer Managers at the Pricing Time on the first Business Day immediately following the final day of the Exchange Offer Period.
Euroclear	Euroclear Bank S.A./N.V.
Exchange Agent	Lucid Issuer Services Limited.

Exchange Cash Amount	The amount in cash, expressed in euro and rounded to the nearest €0.01 (with half a cent being rounded upwards), to be paid by the Offeror to a Holder on the Settlement Date for any fractional portion of New LT2 Notes such Holder would otherwise be entitled to receive as a result of the application of the Exchange Ratio that is not an integral multiple of €1,000, which is to be calculated in the manner described in Section 7.4 (<i>Terms of the Exchange Offer – Exchange Ratio</i>).
Exchange Offer	The invitation by the Offeror to Holders to Offer to Exchange Existing LT2 Notes for New LT2 Notes.
Exchange Offer Memorandum	This Exchange Offer Memorandum dated 30 November 2010.
Exchange Offer Period	Subject to variation in accordance with Section 7.12 (<i>Terms of the Exchange Offer - Extension and Termination</i>), the period from the commencement of the Exchange Offer at 9.00 a.m. (CET) on 1 December 2010 until the Expiry Time (provided that 7 and 8 December 2010 are excluded from the Exchange Offer Period).
Exchange Ratio	The ratio between the Offer Price, which is expected to be less than 100 per cent. and the New LT2 Notes Issue Price (which will be 100 per cent.), rounded down to five decimal places, which thereby determines the aggregate nominal amount of the relevant New LT2 Notes to be received in exchange for the relevant aggregate nominal amount of Existing LT2 Notes Offered for Exchange at or prior to the Expiry Time and accepted for exchange by the Offeror.
Exchanged Existing LT2 Notes Amount	The nominal amount of Existing LT2 Notes Offered for Exchange and which the Offeror has announced that it will accept for exchange or purchase (subject to its termination right as described in Section 7.12 (<i>Terms of the Exchange Offer - Extension and Termination</i>)).
Existing LT2 Notes	The €500,000,000 Lower Tier II Subordinated Callable Step-Up Notes due 2016 of the Offeror issued on 7 June 2006 (ISIN: XS0256396697; Common Code: 025639669).
Expiry Date	10 December 2010 or such later date as notified by the Exchange Agent to the Holders and subject to the right of the Offeror to terminate and/or amend the Exchange Offer pursuant to the provisions set out herein.
Expiry Time	4.30 p.m. (CET) on the Expiry Date.

Final Pricing Announcement Date	A date no later than 6 December 2010.
Final Pricing Announcement Time	No later than 9.00 a.m. (CET) on the Final Pricing Announcement Date.
Final Pricing Terms	The Pricing Terms announced by the Offeror at the Final Pricing Announcement Time.
Form of Final Terms for the New LT2 Notes	The form of final terms relating to each series of New LT2 Notes set out in Annex A which (when duly executed in final form) will constitute, together with the applicable provisions of the EMTN Programme terms and conditions, the New LT2 Notes Conditions.
Holder	A holder of the Existing LT2 Notes, including (where the context so permits) a Direct Participant or a Beneficial Owner in respect of such Existing LT2 Notes.
Initial Pricing Terms	The Pricing Terms announced by the Offeror by no later than 9.00 a.m. (CET) on 1 December 2010.
Intermediary	Any broker, dealer, bank, trust company or other nominee or custodian who holds Existing LT2 Notes or an interest in Existing LT2 Notes on behalf of another person.
Luxembourg Stock Exchange	Société de la Bourse de Luxembourg, société anonyme.
Minimum Existing Holding	The minimum nominal amount of Existing LT2 Notes that is sufficient to entitle a Holder to be eligible to receive, in accordance with the terms of the Exchange Offer, a nominal amount in respect of the New LT2 Notes equal to at least €50,000 (see Section 7.2(a)(iii) (<i>Terms of the Exchange Offer — Minimum Existing Holding</i>)).
Minimum New Issue Amount	A nominal amount of New LT2 Notes equal to €200,000,000.
New Issue Amount	The aggregate nominal amount (including Additional New LT2 Notes), to be determined by the Offeror following the expiry of the Exchange Offer Period, of New LT2 Notes to be issued by the Offeror on the Settlement Date, which may be greater than the New Issue Exchange Amount and which is intended to be announced by the Offeror on the first Business Day immediately following the final day of the Exchange Offer Period (expected to be on 13 December 2010).

New Issue Exchange Amount	The aggregate nominal amount, to be determined by the Offeror following the expiry of the Exchange Offer Period, of New LT2 Notes to be issued by the Offeror to Holders pursuant to the Exchange Offer in exchange for the Existing LT2 Notes, which is intended to be announced by the Offeror on the first Business Day immediately following the final day of the Exchange Offer Period (expected to be on 13 December 2010).
New LT2 Notes	The euro denominated fixed rate lower tier II subordinated notes (<i>passività subordinate di 2° livello</i>) due 2020 issued at an issue price of 100 per cent. of their aggregate nominal amount, as described in further detail in Annex A to this Exchange Offer Memorandum.
New LT2 Notes Conditions	The EMTN Programme terms and conditions set out in the Base Prospectus (which is incorporated by reference in this Exchange Offer Memorandum) at pages 28 to 49 and the Final Terms in relation to the New LT2 Notes (a form of which is set out in Annex A to this Exchange Offer Memorandum), which together will constitute the terms and conditions of the New LT2 Notes.
New LT2 Notes Coupon	The rate of interest applicable to the New LT2 Notes, payable annually in arrear, which shall be the sum of the New LT2 Notes Spread and the New LT2 Notes Interest Basis.
New LT2 Notes Interest Basis	An amount, expressed as a percentage, equal to the Euro 10 Year Mid-Swap Rate at the Pricing Time on the first Business Day immediately following the final day of the Exchange Offer Period.
New LT2 Notes Spread	The number of basis points, determined by the Offeror, to be added to the New LT2 Notes Interest Basis for the purposes of determining the New LT2 Notes Coupon.
Notifying News Service	A recognised financial news service or services as selected by the Offeror (e.g. Reuters/Bloomberg).
Offer Price	The price for each €1,000 in nominal amount at which Existing LT2 Notes Offered for Exchange at or prior to the Expiry Time and accepted for exchange by the Offeror will be exchanged for the New LT2 Notes, expressed as a percentage (which is expected to be less than 100 per cent.), as announced by the Offeror at the Final Pricing Announcement Time.

Offer to Exchange	An offer validly made to the Offeror by a Holder of Existing LT2 Notes to exchange Existing LT2 Notes for New LT2 Notes, in accordance with and pursuant to the terms of the Exchange Offer and " Offers to Exchange ", " Offered for Exchange " and " Offering to Exchange " shall be construed accordingly.
Offeror	Banca Carige S.p.A. - Cassa di Risparmio di Genova e Imperia
Pricing Terms	The terms of the Exchange Offer comprising (i) the Offer Price and (in the case of the Final Pricing Terms) the Exchange Ratio for the Existing LT2 Notes and (ii) the New LT2 Notes Spread.
Pricing Time	The time, expected to be 2.00 p.m. (CET), on the first Business Day immediately following the final day of the Exchange Offer Period at which the pricing of the Euro 10 Year Swap Rates, the Euro 10 Year Mid-Swap Rate is determined and the New LT2 Notes Coupon is calculated.
Prospectus Directive	EU Directive 2003/71/EC.
Purchase Cash Amount	The amount in cash, expressed in euro and rounded to the nearest €0.01 (with half a cent being rounded upwards), to be paid by the Offeror on the Settlement Date to each Holder of Existing LT2 Notes Offered for Exchange and accepted by the Offeror for purchase and which relate to a nominal amount (after applying the Exchange Ratio) which is less than the Minimum Existing Holding, such amount to be calculated in respect of each €1,000 of the relevant Existing LT2 Notes by multiplying the Offer Price by €1,000 and rounding the product to the nearest €0.01 (with half a cent being rounded upwards).
Securities Act	The United States Securities Act of 1933, as amended.

Settlement Date

The date, which is expected to be on or around 20 December 2010, on which the Offeror will deliver through the Clearing Systems to each relevant Holder: (i) the New LT2 Notes in exchange for the Existing LT2 Notes Offered for Exchange by such Holder and accepted for exchange by the Offeror pursuant to the Exchange Offer and the relevant Exchange Cash Amount (if any) and Accrued Interest Amount; and/or (ii) the Purchase Cash Amount and Accrued Interest Amount payable for the Existing LT2 Notes Offered for Exchange by such Holder and accepted for purchase by the Offeror pursuant to the Exchange Offer. In addition, any New LT2 Notes offered outside the scope of the Exchange Offer will settle on this date.

Withdrawal Rights

The rights of Holders to withdraw their Offers to Exchange in certain circumstances described in Section 7.11 (*Terms of the Exchange Offer - Withdrawal Rights*).

5. RISK FACTORS

The following section does not describe all of the risks for Holders participating in the Exchange Offer. Prior to making a decision as to whether to participate, Holders should consider carefully, in light of their own financial circumstances and investment objectives, all the information set out in this Exchange Offer Memorandum and, in particular, the following risk factors in evaluating whether to participate in the Exchange Offer.

5.1 Differences between the Existing LT2 Notes and the New LT2 Notes

The Existing LT2 Notes are different in certain significant respects from the New LT2 Notes including, in particular the fact that the New LT2 Notes will not contain an interest step up provision pursuant to which the rate of increase would increase from and including the fifth anniversary of the issue date. In addition, Holders should consider the further differences (which include, *inter alia*, the payment dates and the coupon) closely.

5.2 Uncertainty as to the final terms and conditions of the New LT2 Notes

It is expected that only at the beginning of the fourth Business Day after the commencement of the Exchange Offer Period will the Offer Price, the Exchange Ratio and the New LT2 Notes Spread be available to Holders. In addition, the New Issue Amount is not expected to be announced until the first Business Day immediately following the final day of the Exchange Offer Period, which is expected to be on 13 December 2010 (and in any event not later than 16 December 2010) and, as the Offeror reserves the right to offer the New LT2 Notes to investors (including investors who are not Holders) outside the scope of the Exchange Offer, the New Issue Amount may be greater than the New Issue Exchange Amount.

5.3 Uncertainty as to the trading market for the Existing LT2 Notes not exchanged or purchased

Following the completion of the Exchange Offer, the Offeror will cancel the Existing LT2 Notes it has acquired pursuant to the Exchange Offer and accordingly the trading market for the Existing LT2 Notes which remain outstanding following the completion of the Exchange Offer may be significantly more limited. Such outstanding Existing LT2 Notes may command a lower price than a comparable issue of securities with greater market liquidity. A reduced market value may also make the trading price of the remaining Existing LT2 Notes more volatile. As a result, the market price for the Existing LT2 Notes that remain outstanding after the completion of the Exchange Offer may be adversely affected as a result of the Exchange Offer.

5.4 No obligation to accept Offers to Exchange

The Offeror may, under certain circumstances, be under no obligation to accept Offers to Exchange. In particular, the Offeror is entitled to terminate the Exchange Offer, *inter alia*, if the aggregate nominal amount of the New Issue Exchange Amount and any Additional New LT2 Notes issued by the Offeror (the issue of which is at its sole discretion) does not equal at least the Minimum New Issue Amount or if certain events occur at any time after commencement of the Exchange Offer Period, as described in Section 7.12 (*Terms of the Exchange Offer — Extension and Termination*). In addition, the Offeror is not obliged to accept Existing LT2

Notes Offered for Exchange if the Exchange Offer would breach the relevant requirements of a particular jurisdiction.

5.5 Uncertainty as to whether acceptance of Offers to Exchange will result in an exchange or a purchase of Existing LT2 Notes

Where the Minimum Existing Holding condition is not satisfied, Holders of the relevant Existing LT2 Notes Offered for Exchange will not be able to exchange such Existing LT2 Notes, which will instead be purchased by the Offeror for cash. The amount of the Minimum Existing Holding will not be known until the Exchange Ratio is determined, which will only occur at the Final Pricing Announcement Time. As a result, there can be no assurance as to the likelihood that any nominal amount of Existing LT2 Notes Offered for Exchange will satisfy the Minimum Existing Holding condition and be exchanged for New LT2 Notes rather than purchased for cash.

5.6 Responsibility for complying with the procedures of the Exchange Offer

Holders are responsible for complying with all of the procedures for exchanging the Existing LT2 Notes pursuant to the terms of this Exchange Offer Memorandum. None of the Offeror, any Dealer Manager or the Exchange Agent assumes any responsibility for informing Holders of irregularities with respect to Offers to Exchange from the Holders. In addition, any exercise of Withdrawal Rights will only be accepted if validly submitted to the relevant Clearing System prior to the time at which such Withdrawal Rights expire, as provided in this Exchange Offer Memorandum (or any earlier deadlines set by the relevant Clearing System).

5.7 Blocking of Existing LT2 Notes

When considering whether to participate in the Exchange Offer, Holders should take into account that restrictions on the transfer of Existing LT2 Notes by Holders will apply from the time of submission of Electronic Instruction Notices. A Holder will, on submitting an Electronic Instruction Notice, agree that its Existing LT2 Notes will be blocked in the relevant account in the relevant Clearing System from the date the relevant Electronic Instruction Notice is submitted until the earlier of (i) the exercise by the relevant Holders of Withdrawal Rights (if any), (ii) the time of settlement on the Settlement Date and (iii) the date of any termination of the Exchange Offer (including where such Existing LT2 Notes are not accepted by the Offeror for exchange).

5.8 Compliance with Offer Restrictions

Holders are referred to the offer restrictions in Section 1 (*Offer Restrictions*) and the deemed representations and warranties given by Holders in Section 7.9 (*Acknowledgements, Representations, Warranties and Undertakings*) of this Exchange Offer Memorandum. Non-compliance with the offer restrictions by a Holder could result in, among other things, an inability to submit an Offer to Exchange Existing LT2 Notes, the unwinding of trades and/or heavy penalties.

5.9 Responsibility to consult advisers

Holders should consult their own tax, accounting, financial and legal advisers regarding the suitability to themselves of the tax or accounting consequences of participating or declining to participate in the Exchange Offer and an investment in the New LT2 Notes.

5.10 Exchange Ratio, Offer Price and market value

The Exchange Ratio may not reflect the market value of the corresponding New LT2 Notes and the Offer Price may not reflect the market value of the Existing LT2 Notes (regardless of whether they are exchanged for New LT2 Notes or purchased for cash).

5.11 Uncertainty as to the trading market for New LT2 Notes and market volatility

The Offeror does not intend to apply for listing or admission to trading of the New LT2 Notes on any securities exchange other than the regulated market of the Luxembourg Stock Exchange. The New LT2 Notes are securities for which there is currently no trading market and for which there can be no assurance of future liquidity.

In addition, to the extent that the New LT2 Notes are traded, prices of the New LT2 Notes will fluctuate greatly depending on the trading volume and the balance between buy and sell orders. Holders are urged to contact their brokers to obtain the best available information as to the potential market price of the New LT2 Notes and for advice concerning the effect of the Exchange Ratio.

5.12 Procedures of Clearing Systems and other Intermediaries

Holders are advised to check with the bank, securities broker, Clearing Systems or other Intermediary through which they hold their Existing LT2 Notes whether such Intermediary applies different deadlines for any of the events specified in this Exchange Offer Memorandum, and then to allow for such deadlines if such deadlines are earlier than those set out in this Exchange Offer Memorandum.

5.13 Risk factors relating to the Offeror and the New LT2 Notes

For further information on factors that may affect the Offeror's ability to fulfil its obligations under the New LT2 Notes, risks relating to the New LT2 Notes and risks related to the market generally, Holders wishing to Offer for Exchange Existing LT2 Notes for New LT2 Notes should also consult the section entitled "Risk Factors" set out on pages 16 to 24 inclusive of the Base Prospectus which is incorporated by reference in this Exchange Offer Memorandum.

6. TAXATION

In view of the number of different jurisdictions where tax laws may apply to a Holder, this Exchange Offer Memorandum does not discuss the tax consequences for Holders arising from the exchange of Existing LT2 Notes in the Exchange Offer for New LT2 Notes or the sale for cash of Existing LT2 Notes, or from holding, disposing of and receiving interest and principal on New LT2 Notes. Certain limited information regarding Italian taxation applicable to the New LT2 Notes is set out in the section entitled "Taxation" on pages 88 to 95 of the Base Prospectus which is incorporated by reference in this Exchange Offer Memorandum. Holders are urged to consult their own professional advisers regarding these possible tax consequences under the laws of the jurisdictions that apply to them or to the exchange or sale of their Existing LT2 Notes and the receipt pursuant to the Exchange Offer of New LT2 Notes, the Exchange Cash Amount and/or the Purchase Cash Amount (as the case may be) and any Accrued Interest Amount. Holders are liable for their own taxes and have no recourse to the Offeror, any Dealer Manager or the Exchange Agent with respect to taxes arising in connection with the Exchange Offer.

7. TERMS OF THE EXCHANGE OFFER

Capitalised terms used but not defined herein have the meanings assigned to such terms in "Definitions" above.

7.1 Purpose of the Exchange Offer

The purpose of the Exchange Offer is to achieve a more efficient maturity profile of funding sources for the Offeror while maintaining its total capital levels unaltered, consistent with its strategy of consolidation and long-term growth, and to offer holders of Existing LT2 Notes the possibility to modify the interest rate and maturity profile of their investment in the Offeror. As at the date of this Exchange Offer Memorandum, the Offeror has not taken any decision with regard to the exercise of its call rights in respect of the Existing LT2 Notes. Any decision to exercise any call in respect of the Existing LT2 Notes that are not acquired pursuant the Exchange Offer will be made on an economic basis, taking into account prevailing market conditions and the then-current regulatory framework, subject, in any case, to the approval of the Bank of Italy.

7.2 Exchange Offer

- (a) *Invitation:* The Offeror invites all Holders of Existing LT2 Notes (subject to certain offer restrictions set out in "Offer Restrictions" herein) to Offer to Exchange the Existing LT2 Notes held by them for New LT2 Notes upon the terms and subject to the conditions of the Exchange Offer as further described below.
- (i) *Exchange for New LT2 Notes:* Holders who Offer to Exchange their Existing LT2 Notes at or prior to the Expiry Time and whose Offers to Exchange are accepted by the Offeror will receive New LT2 Notes in an amount (rounded down to the nearest €1,000) equal to the aggregate nominal amount of such Existing LT2 Notes multiplied by the Exchange Ratio, subject to the requirement that such holders have a Minimum Existing Holding.
- (ii) *Exchange Offer Period:* The Exchange Offer Period is expected to start at 9.00 a.m. (CET) on 1 December 2010 and end at the Expiry Time (provided that 7 and 8 December 2010 are excluded from the Exchange Offer Period), unless the period for the Exchange Offer is extended by the Offeror as described herein. Holders are invited to Offer to Exchange their Existing LT2 Notes that are outstanding from 9.00 a.m. (CET) on 1 December 2010 up to 4.30 p.m. (CET) on 10 December 2010 subject to any earlier deadlines set by the Clearing Systems or other Intermediaries.
- (iii) *Minimum Existing Holding:* For Holders of Existing LT2 Notes who submit Offers to Exchange accepted by the Offeror which, after applying the Exchange Ratio, relate to a nominal amount which is less than the Minimum Existing Holding, the Offeror will purchase such Existing LT2 Notes at the Offer Price for cash. Such Holders will receive cash, for each €1,000 in nominal amount of such Existing LT2 Notes accepted by the Offeror for purchase in an amount represented by the Purchase Cash Amount.
- (b) *Existing LT2 Notes not exchanged or purchased:* Holders whose Existing LT2 Notes Offered for Exchange are not accepted for exchange or purchase (in whole or in part), or who do not

participate in the Exchange Offer, will not be eligible to receive New LT2 Notes in exchange for those Existing LT2 Notes or to sell such Existing LT2 Notes to the Offeror for cash under the terms of the Exchange Offer and shall continue to hold such Existing LT2 Notes subject to their terms and conditions.

- (c) *Settlement Date*: On the Settlement Date, subject to the satisfaction or waiver of the conditions to the Exchange Offer set out in this Exchange Offer Memorandum: (i) New LT2 Notes will be delivered to the Holders in respect of the Existing LT2 Notes of such Holders Offered for Exchange under the Exchange Offer pursuant to the terms set out in this Exchange Offer Memorandum and accepted for exchange by the Offeror and the Exchange Cash Amount (if any) and the Accrued Interest Amount will be paid to such Holders; and (ii) the Existing LT2 Notes Offered for Exchange by Holders under the Exchange Offer pursuant to the terms set out in this Exchange Offer Memorandum and accepted for purchase by the Offeror will be purchased and the Offeror will pay, or procure that there is paid, the Purchase Cash Amount and the Accrued Interest Amount to the relevant Holder. In addition, any New LT2 Notes offered outside the scope of the Exchange Offer will settle on this date.
- (d) *Exchange Cash Amount*: If, as a result of the application of the Exchange Ratio, a Holder would be entitled to receive New LT2 Notes which would have an aggregate nominal amount that is not an integral multiple of €1,000, the Offeror will pay, or procure that there is paid, the fractional portion as an Exchange Cash Amount to the relevant Holder (together with any Accrued Interest Amount) on the Settlement Date.
- (e) *New LT2 Notes*: The New LT2 Notes will be issued, in denominations of €50,000, and integral multiples of €1,000 in excess thereof up to and including €99,000. Application will be made to list the New LT2 Notes on the Official List and to admit them to trading on the regulated market of the Luxembourg Stock Exchange. The Offeror will be entitled to offer Additional New LT2 Notes to investors (including investors other than Holders of Existing LT2 Notes) outside the scope of the Exchange Offer and, accordingly, the New Issue Amount may be greater than the New Issue Exchange Amount.
- (f) *Withdrawal Rights*: Participating Holders may withdraw their Offer to Exchange in the limited circumstances set out under "Withdrawal Rights" below.
- (g) *No recommendation*: None of the Offeror, any Dealer Manager or the Exchange Agent (or their respective directors, employees or affiliates) makes any recommendation as to whether or not Holders should Offer to Exchange their Existing LT2 Notes.

7.3 **Pricing of the Existing LT2 Notes and the New LT2 Notes**

The Offeror will announce the Initial Pricing Terms no later than 9.00 a.m. (CET) on 1 December 2010. Subject to possible Withdrawal Rights, the Offeror may in its sole discretion vary the Initial Pricing Terms at any time up to and including the Final Pricing Announcement Time, when it will announce the Final Pricing Terms. The New LT2 Notes Spread may be increased (compared to the value announced in the Final Pricing Terms) by the Offeror at the Pricing Time.

7.4 **Exchange Ratio**

The Exchange Ratio will be the ratio (rounded down to five decimal places) between the Offer Price (which is expected to be less than 100 per cent.) and the New LT2 Notes Issue Price (which will be 100 per cent.). The Exchange Ratio will be announced by the Offeror at the Final Pricing Announcement Date and Time.

Holders who Offer to Exchange their Existing LT2 Notes at or prior to the Expiry Time and whose Offers to Exchange are accepted by the Offeror will receive New LT2 Notes in an amount (rounded down to the nearest €1,000) equal to the aggregate nominal amount of such Existing LT2 Notes multiplied by the Exchange Ratio, subject to the requirement to Offer to Exchange the Minimum Existing Holding.

If, as a result of the application of the Exchange Ratio, a Holder would be entitled to receive New LT2 Notes which would have an aggregate nominal amount that is not an integral multiple of €1,000, the Offeror will pay, or procure that there is paid, the fractional portion as an Exchange Cash Amount to the relevant Holder on the Settlement Date.

7.5 **Accrued Interest**

A Holder whose Offer to Exchange is accepted for Exchange or for purchase will be entitled to receive an additional and separate cash amount represented by the Accrued Interest Amount in respect of their Existing LT2 Notes so accepted.

Provided that the Offeror has deposited the New LT2 Notes and the relevant funds with the Clearing Systems on or before the Settlement Date, additional interest will not be payable for the period of any delay in respect of the receipt by the Holder of the New LT2 Notes or any Exchange Cash Amount, Purchase Cash Amount or Accrued Interest Amount.

7.6 **Result of Exchange Offer**

- (a) *Initial announcement of results:* No later than 4.30 p.m. on the Final Pricing Announcement Date, the Offeror intends to announce the aggregate nominal amount of Existing LT2 Notes that Holders have proposed to Offer to Exchange as at close of business on the Business Day preceding the Final Pricing Announcement Date (including a breakdown of the total of such amounts held by Holders resident and/or located both inside and outside of Italy).
- (b) *Final announcement of results:* As soon as reasonably practicable after the Pricing Time, which is expected to be 2.00 p.m. (CET) on the first Business Day immediately following the final day of the Exchange Offer Period, and in any event not later than 16 December 2010, the Offeror intends to announce (i) the aggregate nominal amount of Existing LT2 Notes it will be exchanging for New LT2 Notes (including a breakdown of the total of such amounts held by Holders resident and/or located both inside and outside of Italy); (ii) the New Issue Amount, the New Issue Exchange Amount, the New LT2 Notes Interest Basis and the New LT2 Notes Coupon; and (iii) the aggregate nominal amount of Existing LT2 Notes it will be purchasing for cash.

7.7 **Announcements**

Unless stated otherwise, announcements (including the Initial Pricing Announcement, the Final Pricing Announcement and the announcement of the results of the Exchange Offer) will be made by the Offeror (i) by the issue of a press release to a Notifying News Service, (ii) by the delivery of notices to the Clearing Systems for communication to Direct Participants and (iii) on the Luxembourg Stock Exchange website, and may also be found on the relevant Reuters International Insider Screen. Holders are hereby informed that significant delays may be experienced in publishing notices through Clearing Systems and are urged to contact the Dealer Managers or the Exchange Agent at the telephone numbers on the back cover of this Exchange Offer Memorandum for information.

7.8 **Procedures for Offering to Exchange Existing LT2 Notes**

- (a) *Submission of Electronic Instruction Notice:* Holders wishing to participate in the Exchange Offer must submit, or arrange to have submitted on their behalf, not later than the Expiry Time and, in any event, before such earlier deadline as may be imposed by the relevant Clearing System (unless the Exchange Offer is terminated earlier), a duly completed Electronic Instruction Notice in the form specified in the relevant Clearing System Notice. Holders should check with the bank, securities broker or any other Intermediary through which they hold their Existing LT2 Notes whether such Intermediary will apply different deadlines for participation from those set out in this Exchange Offer Memorandum and, if so, should follow those deadlines.
- (c) *Receipt and blocking:* The offer of Existing LT2 Notes for exchange by a Holder or a Direct Participant will be deemed to have occurred upon receipt by the holder of record as nominee for the relevant Clearing System of an Electronic Instruction Notice in accordance with the requirements of such Clearing System. The receipt of such Electronic Instruction Notice by the holder of record as nominee for the relevant Clearing System will be acknowledged in accordance with the standard practices of such Clearing System and will result in the blocking of Existing LT2 Notes in the relevant Clearing System so that no transfers may be effected in relation to such Existing LT2 Notes and such instructions may not be withdrawn other than as provided in "Withdrawal Rights" below.
- (c) *Transfers and disclosure of identity:* Holders must take the appropriate steps through the relevant Clearing System to ensure that no transfers may be effected in relation to such blocked Existing LT2 Notes at any time after the date on which such Existing LT2 Notes are blocked, in accordance with the requirements of the relevant Clearing System and the deadlines required by such Clearing System. By blocking its Existing LT2 Notes in the relevant Clearing System, each Holder and Direct Participant will be deemed to consent to the relevant Clearing System providing details concerning such Holder's and/or Direct Participant's identity to the Exchange Agent.
- (d) *No guarantee of delivery:* There are no guaranteed delivery procedures provided by the Offeror in connection with the Exchange Offer.
- (e) *Direct Participants:* Only Direct Participants may submit Electronic Instruction Notices. If a Holder or Beneficial Owner is not a Direct Participant, it must arrange for the Direct Participant

through which it holds Existing LT2 Notes to submit an Electronic Instruction Notice on its behalf to the relevant Clearing System prior to the deadline specified by the relevant Clearing System.

- (f) *Intermediaries*: Holders and Beneficial Owners of Existing LT2 Notes that are held in the name of an Intermediary should contact such entity sufficiently in advance of the Expiry Date if they wish to accept the Exchange Offer and procure that the Existing LT2 Notes are blocked in accordance with the normal procedures of the relevant Clearing System and the deadlines imposed by such Clearing System.
- (g) *Withdrawal*: The offer by a Holder or a Direct Participant to participate in the Exchange Offer may be withdrawn by such Holder or Direct Participant prior to the Expiry Time and in the limited circumstances set out in "Withdrawal Rights" below by submitting an electronic withdrawal instruction to the relevant Clearing System in accordance with the procedures of such Clearing System.
- (h) *Deemed acknowledgments, representations, warranties and undertakings*: By submitting an Electronic Instruction Notice to the relevant Clearing System in accordance with the standard procedures of the relevant Clearing System, Holders, Beneficial Owners and Direct Participants shall be deemed to make the acknowledgments, representations, warranties and undertakings set out below to the Offeror, the Dealer Managers and the Exchange Agent on each of the Expiry Date and Settlement Date. If the relevant Holder, Beneficial Owner or Direct Participant is unable to give such representations, warranties and undertakings, such Holder or the relevant Direct Participant on its behalf should contact a Dealer Manager immediately.

7.9 **Acknowledgments, Representations, Warranties and Undertakings**

By submitting an Electronic Instruction Notice, each Holder and the relevant Direct Participant (on behalf of the relevant Beneficial Owner) acknowledges, represents, warrants and undertakes that:

- (a) *Exchange Offer Memorandum*: It has received, reviewed and accepts the terms of this Exchange Offer Memorandum.
- (b) *No reliance*: It is assuming all the risks inherent in participating in the Exchange Offer and has undertaken all the appropriate analysis of the implications of the Exchange Offer without reliance on the Offeror, the Dealer Managers or the Exchange Agent, including (but not limited to) an analysis of the Offeror, the terms of this Exchange Offer Memorandum and any investment in the New LT2 Notes.
- (c) *Consent to disclosure of identity*: By blocking Existing LT2 Notes in the relevant Clearing System, it will be deemed to consent to the relevant Clearing System providing details concerning its identity to the Offeror, the Dealer Managers, the Exchange Agent and their respective legal advisers.
- (d) *Offer to Exchange*: Upon the terms and subject to the conditions of the Exchange Offer, it thereby Offers to Exchange the nominal amount of Existing LT2 Notes in its account blocked in the relevant Clearing System for the relevant number of New LT2 Notes.

- (e) *Cash amounts:* If the Existing LT2 Notes are accepted by the Offeror for exchange or purchase, it acknowledges that (i) the Purchase Cash Amount and/or the Exchange Cash Amount, if any, and the Accrued Interest Amount will be paid in euro, (ii) the Purchase Cash Amount and/or the Exchange Cash Amount and the Accrued Interest Amount in respect of Existing LT2 Notes accepted for exchange will be deposited by or on behalf of the Offeror with the Clearing Systems on the Settlement Date, (iii) the Clearing Systems thereafter will make payments promptly to such accounts in the Clearing Systems of the relevant Holders.
- (f) *Ratification:* It agrees to ratify and confirm each and every act or thing that may be done or effected by the Offeror, any of its directors or any person nominated by the Offeror in the proper exercise of his or her powers and/or authority hereunder.
- (g) *Further assurance:* It agrees to do all such acts and things as shall be necessary and execute any additional documents deemed by the Offeror to be desirable, in each case to complete the transfer of the Existing LT2 Notes to the Offeror or its nominee in exchange for the New LT2 Notes or (where applicable) cash and/or to perfect any of the authorities expressed to be given hereunder.
- (h) *Compliance with laws, etc.:* It has observed the laws of all relevant jurisdictions; obtained all requisite governmental, exchange control or other required consents; complied with all requisite formalities; and paid any issue, transfer or other taxes or requisite payments due from it in each respect in connection with any offer or acceptance in any jurisdiction and that it has not taken or omitted to take any action in breach of the terms of the Exchange Offer or which will or may result in the Offeror, the Dealer Managers, the Exchange Agent, or any other person acting in breach of the legal or regulatory requirements of any such jurisdiction in connection with the Exchange Offer or the invitation for Holders to Offer to Exchange Existing LT2 Notes in connection therewith.
- (i) *Successors:* All authority conferred or agreed to be conferred pursuant to its representations, warranties and undertakings and all of its obligations shall be binding upon its successors, assigns, heirs, executors, trustees in bankruptcy and legal representatives and shall not be affected by, and shall survive, its death or incapacity.
- (j) *Taxation:* No information has been provided to it by the Offeror, any Dealer Manager or the Exchange Agent with regard to the tax consequences to Holders, Beneficial Owners or Direct Participants arising from the exchange or sale of Existing LT2 Notes in the Exchange Offer or the receipt of New LT2 Notes and (if applicable) the Exchange Cash Amount, the Purchase Cash Amount or the Accrued Interest Amount, and it is solely liable for any taxes and similar or related payments imposed on it under the laws of any applicable jurisdiction as a result of its participation in the Exchange Offer and will not and does not have any right of recourse (whether by way of reimbursement, indemnity or otherwise) against the Offeror, any Dealer Manager, the Exchange Agent or any other person in respect of such taxes and payments.
- (k) *No unlawful offer:* It is not a person to whom it is unlawful to make an invitation under the Exchange Offer under applicable laws.
- (l) *No registration under Securities Act:* The New LT2 Notes are being offered and sold in transactions not involving a public offering in the United States within the meaning of the

Securities Act, and the New LT2 Notes have not been and will not be registered under the Securities Act or any other applicable U.S. State securities laws and may not be offered or sold within the United States or to, or for the account or benefit of, U.S. persons (terms used in this and the following paragraph that are defined in Regulation S under the Securities Act are used as defined in Regulation S);

- (m) *United States*: It (i) has not received or been sent copies of this Exchange Offer Memorandum or any related documents in, into or from the United States; (ii) is participating in the Exchange Offer in an offshore transaction in accordance with Regulation S under the Securities Act; (iii) is not located or resident in the United States; (iv) has not otherwise utilised in connection with the Exchange Offer, directly or indirectly, the mails, or any means or instrumentality (including, without limitation, facsimile transmission, telex, telephone, email and other forms of electronic transmission) of interstate or foreign commerce, or of any facilities of a national securities exchange, of the United States and (v) is participating in the Exchange Offer from outside the United States and is not a U.S. person.
- (n) *United Kingdom*: It is outside the United Kingdom or, if it is located within the United Kingdom, it is a person falling within the definition of Investment Professionals (as defined in Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (the "**Order**")) or other persons to whom it may lawfully be communicated in accordance with the Order.
- (o) *Italy*: It is not resident or otherwise located in Italy, it received this Exchange Offer Memorandum and the invitation described herein outside Italy and it is not acting on behalf of persons resident in Italy or otherwise located in Italy.
- (p) *France*: It is outside the Republic of France or, if it is located in the Republic of France, it is a qualified investor (as defined in and in accordance with article L. 411-1, L.411-2, D.411-1 and D.411-3 of the French Code *Monétaire et Financier*).
- (q) *Belgium*: It is located outside Belgium or, if it is located in Belgium:
 - (i) it is a qualifying investor within the meaning of Article 10 of the law of 16 June 2006 on public offerings of investment instruments and the admission of investment instruments to trading on regulated markets; or
 - (ii) it has not been informed about the Exchange Offer through information published in Belgian media or through documentation sent (whether on paper or electronically) or telephone calls made to it, in each case by or for the account of the Offeror or any Dealer Manager, and it is not aware, and has no reason to believe, that the Exchange Offer would have a public nature within the meaning of Article 6 of the law of 1 April 2007 on public takeover bids.
- (r) *No encumbrances*: It has full power and authority to submit for exchange and transfer the Existing LT2 Notes hereby submitted for exchange and if such Existing LT2 Notes are accepted for exchange by the Offeror, such Existing LT2 Notes will be transferred to, or to the order of, the Offeror with full title free from all liens, charges and encumbrances and other third party rights, not subject to any adverse claim and together with all rights attached thereto.

- (s) *Blocking*: It holds and will hold, until the time of settlement on the Settlement Date, the Existing LT2 Notes blocked in the relevant Clearing System and, in accordance with the requirements of the relevant Clearing System and by the deadline required by the relevant Clearing System, it has submitted, or has caused to be submitted, an Electronic Instruction Notice to the relevant Clearing System, as the case may be, to authorise the blocking of the submitted Existing LT2 Notes with effect on and from the date thereof so that, at any time pending the transfer of such Existing LT2 Notes on the Settlement Date to the Offeror or on its behalf and the cancellation thereof, no transfers of such Existing LT2 Notes may be effected.
- (t) *Incorporation of terms and conditions*: The terms and conditions of the Exchange Offer shall be deemed to be incorporated in, and form a part of, the Electronic Instruction Notice which shall be read and construed accordingly.
- (u) *Information in Electronic Instruction Notice*: The information given by or on behalf of such existing Holder in the Electronic Instruction Notice is true and will be true in all respects at the time of the exchange on the Settlement Date.
- (v) *No obligation to accept*: It accepts the Offeror may be under no obligation to accept Offers to Exchange, and accordingly Offers to Exchange may be accepted or rejected by the Offeror in the circumstances set out in this Exchange Offer Memorandum; and it has reviewed such circumstances and accepts that the Offeror may not be able to accept an Offer to Exchange for a variety of reasons, including reasons related to the Minimum Existing Holding and the Minimum Exchange Amount.

The receipt from a Holder or from a Direct Participant on behalf of a Beneficial Owner of an Electronic Instruction Notice by the relevant Clearing System will constitute instructions to debit the securities in such Holder's or Direct Participant's account on the Settlement Date in respect of all of the Existing LT2 Notes that such Holder or Direct Participant has Offered for Exchange and which have been accepted by the Offeror, upon receipt by the relevant Clearing System of an instruction from the Exchange Agent to receive those Existing LT2 Notes for the account of the Offeror and against credit of the New LT2 Notes and payment by the Offeror of any Exchange Cash Amount and Accrued Interest Amount or, where applicable, payment of the Purchase Cash Amount and the Accrued Interest Amount, subject to the automatic withdrawal of those instructions in the event that the Exchange Offer is terminated by the Offeror or the withdrawal of such Electronic Instruction Notice in accordance with the procedure set out in this Exchange Offer Memorandum.

7.10 **Responsibility for Delivery of Electronic Instruction Notices**

- (a) *No responsibility*: None of the Offeror, any Dealer Manager or the Exchange Agent will be responsible for the communication of Offers to Exchange and corresponding Electronic Instruction Notices by:
 - (i) Beneficial Owners to the Direct Participant through which they hold Existing LT2 Notes; or
 - (ii) the Direct Participant to the relevant Clearing System.

- (b) *Direct Participants*: If a Beneficial Owner holds its Existing LT2 Notes through a Direct Participant, such Beneficial Owner should contact that Direct Participant to discuss the manner in which exchange acceptances and transmission of the corresponding Electronic Instruction Notice and, as the case may be, transfer instructions may be made on its behalf.
- (c) *Inability to submit instructions*: In the event that the Direct Participant through which a Beneficial Owner holds its Existing LT2 Notes is unable to submit an Electronic Instruction Notice on its behalf, such Beneficial Owner should telephone the Exchange Agent for assistance on the number which appears on the back page of this Exchange Offer Memorandum.
- (d) *Timely delivery*: Holders, Direct Participants and Beneficial Owners are solely responsible for arranging the timely delivery of their Electronic Instruction Notices.
- (e) *Service fees*: If a Beneficial Owner offers its Existing LT2 Notes through a Direct Participant, such Beneficial Owner should consult with that Direct Participant as to whether it will charge any service fees in connection with the participation in the Exchange Offer.

7.11 **Withdrawal Rights**

If, in accordance with the Final Pricing Terms, the Offer Price or the New LT2 Notes Spread proposed under the Initial Pricing Terms is decreased, Holders that have already submitted Offers to Exchange prior to the Final Pricing Announcement Time will have the right to withdraw their Offers to Exchange for the period commencing at the Final Pricing Announcement Time and expiring at 9.00 a.m. (CET) two Business Days following the announcement of the Final Pricing Terms (expected to be 10 December 2010).

7.12 **Extension and Termination**

The Offeror may, in its sole discretion, extend, amend, waive any condition of or terminate the Exchange Offer at any time (subject to applicable law and as provided in this Exchange Offer Memorandum). In particular, the Offeror may, subject to applicable laws, at its option and in its sole discretion:

- (a) *Extension*: at any time prior to the day on which it announces whether it accepts Offers to Exchange pursuant to the Exchange Offer, extend the Exchange Offer Period by giving notice to Holders and may do so for any reason; or
- (b) *Force majeure/material adverse change/Minimum New Issue Amount*: terminate the Exchange Offer if:
 - (i) there has occurred, at a national and/or international level, up to and including the calendar day prior to the Settlement Date (a) any extraordinary event or circumstance which results, or may result, in serious changes in the political, financial, economic, currency or market conditions that have, or may have, a materially adverse effect on the Exchange Offer (including, *inter alia*, in the event that, during the Exchange Offer Period, it is not possible to place with institutional investors subordinated notes with similar features to those of the New LT2 Notes, for any reason and independent of pricing concerns); (b) any event or circumstances that results in a worsening in the

Offeror's capital, economic, financial, tax, legislative, corporate or legal condition, compared with the condition reported in its most recently published financial information, that has, or may have, a material adverse effect on the Exchange Offer (including the issue of the New LT2 Notes placing an excessive burden on the Offeror, to be determined on the basis of the affordability of the New LT2 Notes); or (c) any change in law or regulation that would limit, or otherwise prejudice, the acquisition of the Existing LT2 Notes, the exercise of the rights of title thereto, or the exercise of any rights inherent therein; or

- (ii) the Offeror fails to enter into, prior to the Settlement Date, a subscription agreement in agreed form with the Dealer Managers in relation to the issue of Additional New LT2 Notes, for issue on the Settlement Date (subject to the provisions of such subscription agreement), in a nominal amount equal at least the sum of (I) the difference between (A) the Exchanged LT2 Notes Amount and (B) the product of the Exchanged Existing LT2 Notes Amount and the Offer Price and (II) the sum of the Purchase Cash Amount and the Exchange Cash Amount; or
- (iii) the New Issue Amount is less than the Minimum New Issue Amount; or
- (iv) legal or regulatory changes are proposed (also by means of a press release or consultation document) or introduced, by national authorities, European entities or international committees of regulators (such as the Basel Committee on Banking Supervision or the Committee of European Banking Supervisors) which would modify the regulatory assumptions and purpose of the Offer, also with reference to the impact of the New LT2 Notes on the regulatory capital of the Offeror.

The Offeror will ensure Holders are notified of any such extension or termination as soon as is reasonably practicable after the relevant decision is made and, in any event (in the case of termination) no later than the Settlement Date (i) by the issue of a press release to a Notifying News Service, (ii) by way of a notice delivered to the Clearing Systems for communication to Direct Participants and (iii) on the Luxembourg Stock Exchange website. Upon any such notification to Holders, the Exchange Offer will be extended or terminated (as the case may be) with immediate effect.

7.13 **Irregularities**

All questions as to the validity, form and eligibility (including the time of receipt) of any Electronic Instruction Notice, Offer to Exchange Existing LT2 Notes or withdrawal or revision thereof or delivery of Existing LT2 Notes will be determined by the Offeror in its sole discretion, which determination will be final and binding. The Offeror reserves the absolute right to reject any and all Electronic Instruction Notices not in proper form or for which any corresponding agreement by the Offeror to exchange or purchase would, in the opinion of the Offeror, be unlawful. The Offeror also reserves the absolute right to waive any of the conditions of the Exchange Offer or defects in Electronic Instruction Notices with regard to any Existing LT2 Notes. None of the Offeror, the Dealer Managers or the Exchange Agent shall be under any duty to give notice to Holders, Direct Participants or Beneficial Owners of any irregularities in Electronic Instruction Notices; nor shall any of them incur any liability for

failure by any third party (whether acting as agent on their behalf or otherwise) to give notification of any material amendments to the terms and conditions of the Exchange Offer.

7.14 Participation by the Dealer Managers

The Dealer Managers may (but are not obliged to) submit Electronic Instruction Notices for their own account. The Dealer Managers may, subject to offer restrictions, submit Electronic Instruction Notices on behalf of other Holders.

7.15 Governing Law

The terms of the Exchange Offer pursuant to this Exchange Offer Memorandum, including without limitation each Electronic Instruction Notice, and any non-contractual obligations arising out of or in connection with the Exchange Offer, shall be governed by, and construed in accordance with, English law. By submitting an Electronic Instruction Notice, a Holder or Direct Participant irrevocably and unconditionally agrees for the benefit of the Offeror, the Dealer Managers and the Exchange Agent that the courts of England are to have jurisdiction to settle any disputes which may arise out of or in connection with the Exchange Offer or any of the documents referred to above and that, accordingly, any suit, action or proceedings arising out of or in connection with the foregoing may be brought in such courts.

7.16 Miscellaneous

Holders who need assistance with respect to the procedure relating to making an Offer to Exchange should contact the Exchange Agent, the contact details for whom appear on the back cover of this Exchange Offer Memorandum.

7.17 Holders resident or otherwise located in Italy

This Exchange Offer Memorandum may not be used by Holders of Existing LT2 Notes who are resident or otherwise located in Italy and such Holders wishing to make Offers to Exchange should obtain a copy of the *Documento di Offerta*.

ANNEX A
FORM OF FINAL TERMS FOR THE NEW LT2 NOTES

FINAL TERMS

Final Terms dated [●], 2010

Banca Carige S.p.A.—Cassa di Risparmio di Genova e Imperia
Issue of €[●] Lower Tier II Subordinated [●] per cent. Notes due 2020
under the €4,000,000,000 Euro Medium Term Note Programme

PART A—CONTRACTUAL TERMS

Terms used herein shall be deemed to be defined as such for the purposes of the Conditions set forth in the Prospectus dated 16 November, 2010 which constitutes a base prospectus for the purposes of the Prospectus Directive (Directive 2003/71/EC) (the **Prospectus Directive**). This document constitutes the Final Terms of the Notes described herein for the purposes of Article 5.4 of the Prospectus Directive and must be read in conjunction with such Prospectus. Full information on the Issuer and the offer of the Notes is only available on the basis of the combination of these Final Terms and the Prospectus. The Prospectus is available for viewing at Via Cassa di Risparmio, 15, 16123 Genova, Italy and the Luxembourg Stock Exchange's website *www.bourse.lu*, and copies may be obtained from Via Cassa di Risparmio, 15, 16123 Genova, Italy.

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| 1. | Issuer: | Banca Carige S.p.A.—Cassa di Risparmio di Genova e Imperia |
| 2. | (i) Series Number: | 525 |
| | (ii) Tranche Number: | 1 |
| 3. | Specified Currency or Currencies: | Euro (€) |
| 4. | Aggregate Nominal Amount of Notes admitted to trading: | |
| | (i) Series: | €[●] |
| | (ii) Tranche: | €[●] |
| 5. | Issue Price: | 100 per cent. of the Aggregate Nominal Amount |
| 6. | (i) Specified Denomination(s): | €50,000 and integral multiples of €1,000 in excess thereof up to and including €99,000. No Notes in definitive form will be issued with a denomination above €99,000 or below €50,000. |
| | (ii) Calculation Amount: | €1,000 |
| 7. | (i) Issue Date: | [●], 2010 |

	(ii) Interest Commencement Date:	Issue Date
8.	Maturity Date:	[●], 2020
9.	Interest Basis:	[●] per cent. Fixed Rate (further particulars specified below)
10.	Redemption/Payment Basis:	Redemption at par
11.	Change of Interest or Redemption/Payment Basis:	Not Applicable
12.	Put/Call Options:	Not Applicable
13.	(i) Status of the Notes:	Lower Tier II Subordinated
	(ii) Date Board approval for issuance of Notes obtained:	18 October, 2010
14.	Method of distribution:	Syndicated in respect of €[●] in principal amount of the Notes. In respect of the remaining €[●] in principal amount of the Notes, not applicable.

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

15.	Fixed Rate Note Provisions	Applicable
	(i) Rate of Interest:	[●] per cent. per annum payable annually in arrear
	(ii) Interest Payment Date(s):	[●] in each year
	(iii) Fixed Coupon Amount[(s)]:	€[●] per Calculation Amount
	(iv) Broken Amount(s):	Not Applicable
	(v) Day Count Fraction:	Actual/Actual (ICMA)
	(vi) Determination Dates:	[●] in each year
	(vii) Other terms relating to the method of calculating interest for Fixed Rate Notes:	Not Applicable
16.	Floating Rate Note Provisions	Not Applicable
17.	Zero Coupon Note Provisions	Not Applicable
18.	Index-Linked Interest Note/other variable-	Not Applicable

linked interest Note Provisions

19. Dual Currency Note Provisions Not Applicable

PROVISIONS RELATING TO REDEMPTION

20. Call Option Not Applicable

21. Regulatory Call Not Applicable

22. Put Option Not Applicable

23. Final Redemption Amount of each Note €1,000 per Calculation Amount

24. Early Redemption Amount

Early Redemption Amount(s) of each Note payable on redemption for taxation reasons or on event of default or other early redemption and/or the method of calculating the same (if required or if different from that set out in the Conditions): As set out in the Conditions.

GENERAL PROVISIONS APPLICABLE TO THE NOTES

25. Form of Notes: Bearer Notes

Temporary Global Note exchangeable for a permanent Global Note which is exchangeable for Definitive Notes in the limited circumstances specified in the permanent Global Note

26. New Global Note No

27. Financial Centre(s) or other special provisions relating to payment dates: Not Applicable

28. Talons for future Coupons or Receipts to be attached to Definitive Notes (and dates on which such Talons mature): No

29. Details relating to Partly Paid Notes: amount of each payment comprising the Issue Price and date on which each payment is to be made and consequences (if any) of failure to pay, including any right of the Issuer to forfeit the Notes and interest due on late payment: Not Applicable

- 30. Details relating to Instalment Notes: amount of each instalment, date on which each payment is to be made: Not Applicable
- 31. Redenomination provisions: Redenomination not applicable
- 32. Consolidation provisions: Not Applicable
- 33. Other final terms: Not Applicable

DISTRIBUTION

- 34. (i) If syndicated, names and addresses of Managers: In respect of €[●] in principal amount of the Notes:
 J.P. Morgan Securities Ltd.
 Mediobanca – Banca di Credito Finanziario S.p.A.
 Merrill Lynch International
 Natixis
 UBS Limited
 In respect of the remaining €[●] in principal amount of the Notes, not applicable.
- (ii) Stabilising Manager(s) (if any): [UBS Limited]
- 35. If non-syndicated, name of Dealer: Not Applicable
- 36. U.S. Selling Restrictions: Reg. S Compliance Category 2; TEFRA D
- 37. Additional selling restrictions: Not Applicable

PURPOSE OF FINAL TERMS

These Final Terms comprise the final terms required to list and have admitted to trading the issue of Notes described herein pursuant to the €4,000,000,000 Euro Medium Term Note Programme of Banca Carige S.p.A.—Cassa di Risparmio di Genova e Imperia.

RESPONSIBILITY

The Issuer accepts responsibility for the information contained in these Final Terms.

Signed on behalf of the Issuer:

By:

Duly authorised

PART B-OTHER INFORMATION

1. LISTING AND ADMISSION TO TRADING

- (i) Listing and admission to trading: Application has been made for the Notes to be admitted to trading on the regulated market of the Luxembourg Stock Exchange and to be listed on the Official List of the Luxembourg Stock Exchange with effect from [●], 2010.
- (ii) Estimate of total expenses related to admission to trading: €[●]

2. RATINGS

Ratings: The Notes to be issued have been rated:

S & P: [●]
Moody's: [●]
Fitch: [●]

3. INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE OFFER

Save as discussed in “*Subscription and Sale*” in relation to the Managers as managers in connection with the subscription of €[●] in principal amount of the Notes (the **Additional Notes**) and for any fees payable to J.P. Morgan Securities Ltd., Mediobanca – Banca di Credito Finanziario S.p.A., Merrill Lynch International, Natixis and UBS Limited as dealer managers in connection with the exchanging of existing securities for €[●] in principal amount of the Notes (the **Exchange Notes**) so far as the Issuer is aware, no person involved in the offer of the Notes has an interest material to the offer.

4. REASONS FOR THE OFFER

In relation to the Additional Notes, as described in the Base Prospectus dated 16 November, 2010 and, in relation to the Exchange Notes, for the purposes of exchanging existing securities under the terms of an exchange offer.

5. YIELD

Indication of yield: [●] per cent. per annum

The yield is calculated at the Issue Date on the basis of the Issue Price. It is not an indication of future yield.

6. OPERATIONAL INFORMATION

ISIN Code: XS05[●]

Common Code: 05[●]

Any clearing system(s) other than Euroclear Bank S.A./N.V. and Clearstream Banking, société anonyme and the relevant identification number(s):

Not Applicable

Delivery:

In respect of €[●] in principal amount of the Notes, delivery against delivery of the securities for which the Notes are being exchanged.

In respect of €[●] in principal amount of the Notes, delivery against payment.

Names and addresses of additional Paying Agent(s) (if any):

Not Applicable

Intended to be held in a manner which would allow Eurosystem eligibility:

No

7. FURTHER INFORMATION RELATING TO THE ISSUER

Objects:

The objects of the Issuer, as set out in its by-laws, are as follows:

The object of the Issuer is to collect savings and to carry out lending activity in its various forms in Italy and abroad. Subject to observing the provisions of law and after obtaining necessary authorisations, the Issuer may perform any permitted banking or financial transactions and services, as well as any other transaction that is incidental to or connected with the achieving of the Issuer's object.

The Issuer may issue bonds and set up and manage pension funds in accordance with current regulatory provisions.

Registered office:

Via Cassa di Risparmio 15, 16123 Genova, Italy.

Company registration:

Registered at the Companies' Registry of the Chamber of Commerce of Genova, Italy under registration no. 03285880104.

Amount of paid-up share capital and reserves:

Paid-up share capital: €[●], consisting of [●] ordinary shares with a nominal value of €[●] each.

Reserves: €[●]

THE OFFEROR

Banca Carige S.p.A. – Cassa di Risparmio di Genova e Imperia
Via Cassa di Risparmio, 15
16123 Genova

THE EXCHANGE AGENT

Lucid Issuer Services Limited

Leroy House
436 Essex Road
London N1 3QP
United Kingdom

For information by telephone: +44 (0) 20 7704 0880

Fax: +44 (0) 20 7067 9098

Attention: Lee Pellicci

Email: carige@lucid-is.com

Any questions or requests for assistance or additional copies of this Exchange Offer Memorandum may be directed to the Exchange Agent and any questions regarding the terms of the Exchange Offer may be directed to the Dealer Managers listed below.

THE DEALER MANAGERS

J.P. Morgan Securities Ltd.

125 London Wall
London EC2Y 5AJ

For information by telephone: +44 (0) 20 7777 1333

Attention: Liability Management

Email: sebastien.m.bamsey@jpmorgan.com

For information by telephone: +44 (0) 20 7779 2468

Attention: FIG Syndicate

Email: FIG_Syndicate@jpmorgan.com

Mediobanca – Banca di Credito Finanziario S.p.A.

Piazzetta Enrico Cuccia, 1
20121 Milan

For information by telephone: +39 02 8829272

Fax: +39 02 8829434

Attention: Nicola Vannucchi

Email: nicola.vannucchi@mediobanca.it

Merrill Lynch International

2 King Edward Street
London EC1A 1HQ

For information by telephone: +44 (0) 207 995 3715 / 2324

Fax: +44 (0) 207 995 8582

Attention: Liability Management Group - John Cavanagh /

Tommaso Gros-Pietro

Email: john.m.cavanagh@baml.com /

tommaso.gros-pietro@baml.com

Natixis

30, avenue Pierre Mendès-France
75013 Paris

For information by telephone: +33 1 58 55 68 90 / 27 96

Fax: +33 1 58 55 27 99

Attention: Legal Department – CIB / Fixed Income & Credit Issues

Email: legal.bonds@natixis.com

UBS Limited

1 Finsbury Avenue
London EC2M 2PP

For information by telephone: +44 (0) 20 7567 0525

Attention: Liability Management Group

Email: mark-t.watkins@ubs.com

LEGAL ADVISERS TO THE OFFEROR AS TO ITALIAN LAW

Bonelli Erede Pappalardo

Via Salaria, 259
00199 Rome

Via Barozzi, 1
20122 Milan

LEGAL ADVISERS TO THE DEALER MANAGERS

as to English law

Allen & Overy

Via Manzoni, 41/43
20121 Milano

as to Italian law

Riolo Calderaro Crisostomo Studio Legale

Via Boschetti, 1
20121 Milan