

BANCA CARIGE S.p.A.

Cassa di Risparmio di Genova e Imperia

Bank's head office in Genoa - Via Cassa di Risparmio 15

Fully paid share capital € 1,790,392,430

Register of Companies of Genoa - Tax Code - VAT number 03285880104

Parent Company of the Banca CARIGE Group enrolled in the register of Banking Groups with the Bank of Italy

Notice to the Bondholders of the

**"Banca CARIGE 4.75% 2010-2015 convertible bond with the option of redemption in shares"
("Banca CARIGE 4,75% 2010-2015 convertibile con facoltà di rimborso in azioni")**

Exercise of the early redemption option

Banca CARIGE S.p.A. - Cassa di Risparmio di Genova e Imperia ("**Carige**" or "**Bank**" or "**Issuer**") communicates that it will carry out the **total early redemption** of 163,075,038 bonds currently issued of the bond called "**Banca CARIGE 4.75% 2010-2015 convertible bond with the option of redemption in shares**" ("**Banca CARIGE 4,75% 2010-2015 convertibile con facoltà di rimborso in azioni**"), ISIN code IT0004576606, issued on 5 March 2010 (the "**Convertible bond**"), pursuant to Article 12 of the relevant Regulations (the "**Regulations**"), in the text approved by the Special Meeting of the holders of the convertible bond of 13 February 2012.

The nominal value of each bond is equal to € 2.40, for a total nominal value of the bonds for which the early redemption will be carried out of € 391,380,091.20. Considering that each Bondholder has the right to convert the bonds in newly issued ordinary shares at the ratio of one conversion share for each bond (the "**Conversion Ratio**"), the ratio between the nominal value of each bond and the Conversion Ratio is equal to **€ 2.40** (the "**Conversion Price**").

The expected early redemption date of the Convertible Bond is **23 March 2012** (the "**Early Redemption Date**"). From the third trading day (included) following the date of this Notice and until the sixth trading day (included) before the Early Redemption Date (the "**Period of Reference for the Early Redemption**"), i.e. the period for recognising the arithmetic average of the official prices of the ordinary shares (the "**Market Value of the Ordinary Shares**") will be effective as from **24 February 2012** to **15 March 2012**, in order to determine the exact number of shares to be assigned to the Bondholders.

The early redemption of the convertible bond will take place by delivery to the Bondholders of newly issued ordinary shares and cash (if expected), in accordance with the methods indicated in Article 12 of the Regulations. As this is an early redemption, a 10% premium calculated on the nominal value of the bond (the "**Premium**") is provided for the Bondholders.

In particular, on the Early Redemption Date:

- a) if the Market Value of the Ordinary Shares will be higher than the Conversion Price, the Issuer will deliver to the Bondholders a number of shares equal to the sum of (i) the number of ordinary shares resulting from the Conversion Ratio, and (ii) the number of ordinary shares resulting from the division between the Premium and the Market Value of the Ordinary Shares;
- b) if the Market Value of the Ordinary Shares will be less than the Conversion Price, the Issuer will deliver to the Bondholders a number of ordinary shares resulting from the division between (i) the nominal value of the bond plus Premium and (ii) the Market Value of the Ordinary Shares.

In any case, the number of shares to be assigned to the Bondholders ("**Shares for Early Redemption**") must not be greater than the maximum number of ordinary shares to be issued supporting the Convertible Bond. It is pointed out in this regard that the Extraordinary Shareholders' Meeting of 13 February 2012 approved the increase of 179,481,904 newly issued ordinary shares supporting the Convertible Bond, granting a delegation of authority to the Board of Directors, which can be exercised no later than 31 December 2012, to increase the number of newly issued shares up to a maximum of 450,000,000 shares, with the exclusion of the right of option pursuant to Article 2441, subsection 5, Italian Civil Code. If the product between (a) the number of Shares for Early Redemption and (b) the Market Value of the Ordinary Shares is less than the nominal value of

the bonds increased by the Premium, the Issuer will pay the Bondholder an adjustment in cash equal to the difference between the aforesaid values (“**Adjustment in Cash**”).

The Market Value of the Ordinary Shares and the number of Early Redemption Shares will be covered by another notice of Carige.

The fraction parts of the ordinary shares to be assigned will be settled in cash, based on the Market Value of the Ordinary Shares (rounding up to the nearest € cent).

If the value of the Shares for Early Redemption, determined on the basis of the official price of the ordinary shares on the Early Redemption Date, increased by the amounts paid for the fraction parts and/or by way of Adjustment in Cash (all in all the “**Value on the Early Redemption Date**”) is less than the nominal value of the bonds, Carige will pay the Bondholders, the first trading day following the Early Redemption Date, a sum of money for each bond held equal to the difference between (a) the nominal value of the bond and (b) the Value on the Early Redemption Date, in such a way that the total value attributed to the Bondholders is at least equal to the nominal value of the bonds.

The Conversion Period (Article 5 of the Bond Regulations) will end on 8 March 2012 (the tenth Business Day, excluded, prior to the Early Redemption Date) and the Ordinary Shares made available upon the exercise of the Right of Conversion will be delivered on 23 March 2012. The Bondholders who exercise their Right of Conversion will not be entitled to receive the 10% Early Redemption Premium.

For further details on the early redemption of the Convertible Bond, reference is made to the new Regulations as well as to the sections of the Prospectus of the rights offering relating to the characteristics of the bonds, both available on the Bank's web site www.gruppocarige.it.

Genoa, 21 February 2012

for the Board of Directors

The Chairman
Giovanni Berneschi

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