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Testo del comunicato

Vedi allegato.

BANCA CARIGE

LME

RISULTATI PRELIMINARI ALLA DATA DI EXPIRATION DEADLINE

AUMENTO DI CAPITALE

ALLARGAMENTO DEL CONSORZIO DI GARANZIA PER L'AUMENTO DI CAPITALE IN OPZIONE

Genova, 19 ottobre 2017 - Banca Carige S.p.A. annuncia i risultati preliminari, alla data del 18 ottobre 2017, (l' *Expiration Deadline*), dell'offerta di scambio nell'ambito dell'operazione di liability management exercise ("**LME**") lanciata il 29 settembre 2017.

La seguente tabella indica, alla *Expiration Deadline*, gli importi delle Obbligazioni Esistenti che i relativi investitori hanno offerto in scambio ai sensi dell'Offerta di Scambio nell'ambito dell'LME:

Obbligazioni Esistenti	**Importo offerto in scambio**	**% importo offerto in scambio**
389 - *EUR 100 mln fixed/floating rate "Lower Tier II Subordinated Notes due 2018"* ISIN: XS0372143296	€99.450.000	99,45%
511 - *EUR 50 mln 5.7% "Lower Tier II Subordinated Notes due 2020"* ISIN: XS0542283097	€50.000.000	100,00%
525 - *EUR 200 mln 7.321% "Lower Tier II Subordinated Notes due 2020"* ISIN: XS0570270370	€160.920.000	80,46%
416 - *EUR 160 mln 8.338% "Perpetual Tier I Junior Subordinated Notes due 2018"* ISIN: XS0400411681	€147.700.000	92,31%

Considerato che le offerte di scambio contengono anche istruzioni di voto favorevole per le assemblee degli obbligazionisti che si terranno il 21 ottobre 2017 (le "**Assemblee**") ai sensi della *consent solicitation*, le Assemblee raggiungeranno il *quorum* costitutivo e le relative delibere straordinarie saranno approvate in ciascuna Assemblea in prima convocazione.

Il regolamento dell'LME rimane subordinato al buon fine dell'aumento di capitale che sarà lanciato dalla Banca nel mese di novembre 2017 a seguito dell'ottenimento delle relative autorizzazioni da parte della Consob.

Si comunica, inoltre, che Barclays, in qualità di *Co-Global Coordinator* e *Joint Bookrunner*, è entrata a far parte del consorzio di garanzia, già composto da Credit Suisse e Deutsche Bank, che agiscono in qualità di *Joint Global Coordinators* e *Joint Bookrunners*, per l'aumento di capitale in opzione deliberato dall'assemblea straordinaria degli azionisti il 28 settembre u.s. A tal fine è stato stipulato con le banche del consorzio un nuovo accordo, sostanzialmente in linea con quanto concordato nel precedente *pre-underwriting agreement*.

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The Exchange Offer and Consent Solicitation will be made in the United States pursuant to an exemption from the U.S. tender offer rules provided by Rule 14d-1(c) under the Exchange Act and pursuant to an exemption from the registration requirements of the Securities Act provided by Rule 802 thereunder. See the section headed "Offer and Distribution Restrictions" of the Information Memorandum for a detailed description of the offer and distribution restrictions relating to the Exchange Offer and Consent Solicitation and related offering materials. The Offer is being made for the securities of a company incorporated under the laws of Italy and is subject to Italian disclosure requirements, which are different from those of the United States. The financial information incorporated by reference into the Information Memorandum has been prepared in accordance with International Financial Reporting Standards and thus may not be comparable to financial information of U.S. companies or companies whose financial statements are prepared in accordance with generally accepted accounting principles in the United States. It may be difficult for U.S. holders of New Notes to enforce their rights and any claim arising out of the U.S. federal securities laws, since the Issuer is located in a country other than the United States, and some or all of its officers and directors may be residents of a country other than the United States. U.S. holders of New Notes may not be able to sue a non-U.S. company or its offers or directors in a non-U.S. court for violations of the U.S. securities laws. Further, it may be difficult to compel a non-U.S. company and its affiliates to subject themselves to a U.S. court's judgment. U.S. holders of New Notes should be aware that the Issuer may purchase securities otherwise than under the Exchange Offer and/or the Consent Solicitation, such as in open market or privately negotiated purchases.

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