



SPAFID CONNECT

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Societa' : BANCA CARIGE

Identificativo : 121961

Informazione
Regolamentata

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Data/Ora Ricezione : 19 Agosto 2019 17:51:12

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Diffusione presunta

Oggetto : L'ASSEMBLEA DEGLI AZIONISTI E'
CONVOCATA PER IL 20 SETTEMBRE
2019

Testo del comunicato

Vedi allegato.

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PRESS RELEASE

COMUNICATO STAMPA



**L'ASSEMBLEA STRAORDINARIA DEGLI AZIONISTI E'
CONVOCATA PER IL 20 SETTEMBRE 2019**

Genova, 19 agosto 2019 – Facendo seguito al comunicato stampa diffuso in data 9 agosto 2019 avente ad oggetto la sottoscrizione dell'accordo quadro relativo al rafforzamento patrimoniale del Gruppo, Banca Carige S.p.A. – Cassa di Risparmio di Genova e Imperia ("Banca Carige") comunica che, previa autorizzazione rilasciata da parte della Banca Centrale Europea ai sensi dell'art. 72, comma 6, del D.Lgs. n. 385/93 come successivamente modificato, l'Assemblea Straordinaria degli Azionisti è convocata, in unica convocazione, presso il Tower Genova Airport - Hotel & Conference Center, Via Pionieri ed Aviatori d'Italia 44, Genova, il giorno venerdì 20 settembre 2019 alle ore 10.30, per deliberare sul seguente

ORDINE DEL GIORNO

Proposta di:

A. aumentare il capitale sociale a pagamento e in via inscindibile, con esclusione del diritto di opzione ai sensi dell'art. 2441, commi 5 e 6, del codice civile, per un importo di complessivi Euro 700.000.000,00 (settecentomilioni/00), comprensivo di sovrapprezzo, mediante emissione di complessive n. 700.000.000.000 (settecentomiliardi) nuove azioni ordinarie della Società aventi le medesime caratteristiche di quelle in circolazione alla data di emissione, al prezzo di sottoscrizione di Euro 0,001 (inclusivo di sovrapprezzo) per azione, da offrire in sottoscrizione come segue: (i) una prima tranche destinata allo Schema Volontario di Intervento del Fondo Interbancario di Tutela dei Depositi, da liberarsi mediante compensazione con il credito derivante dalle obbligazioni subordinate denominate “Banca Carige S.p.A. 2018-2028 Tasso Fisso Tier II” dallo stesso possedute per un importo nominale corrispondente (“Prima Tranche”); (ii) una seconda tranche destinata a Cassa Centrale Banca – Credito Cooperativo Italiano S.p.A. (e/o, in tutto o in parte, a società da questa controllata) (“Seconda Tranche”); (iii) una terza tranche destinata agli azionisti della Società (“Terza Tranche”); e (iv) una quarta tranche destinata al Fondo Interbancario di Tutela dei Depositi (“Quarta Tranche”);

B. emettere massimi n. 21.250.000.000 (ventunomiliardiduecentocinquantamilioni) “Warrant Banca Carige S.p.A. 2020-2022” da assegnare gratuitamente agli azionisti che abbiano sottoscritto

azioni emesse a valere sulla Terza Tranche di cui al precedente punto A.(iii), nel rapporto di 1 (uno) warrant ogni 4 (quattro) azioni ordinarie sottoscritte ed emesse; con ulteriore aumento del capitale sociale a pagamento e in via scindibile per un importo di massimi nominali Euro 21.250.000,00 (ventunomilioniduecentocinquantamila/00), oltre a eventuale sovrapprezzo, a servizio dell'esercizio dei warrant, mediante emissione, anche in una o più volte, di massime n. 21.250.000.000 (ventunomiliardiduecentocinquantamiloni) nuove azioni ordinarie della Società aventi le medesime caratteristiche di quelle in circolazione alla data di emissione; richiesta di ammissione a quotazione dei warrant e approvazione del relativo regolamento;

C. modifiche conseguenti dell'art. 5 dello statuto sociale e deliberazioni inerenti e conseguenti.

La relativa documentazione assembleare (ivi inclusa la relazione illustrativa dei Commissari Straordinari all'Assemblea) verrà messa a disposizione nei termini e con le modalità di cui alla normativa applicabile presso la sede sociale di Banca Carige (in Genova, Via Cassa di Risparmio 15, Affari Societari e di Gruppo), sul meccanismo di stoccaggio autorizzato "eMarket STORAGE" e sul sito internet www.gruppocarige.it, nella sezione Governance/Assemblee.

Si rammenta inoltre che lo Schema Volontario di Intervento del FITD ("SVI") sta mettendo a punto criteri e meccanismi per riconoscere, a conclusione dell'operazione,

azioni gratuite per un controvalore pari a Euro 10 milioni a favore di azionisti attuali a fronte di partecipazioni azionarie inferiori a una certa soglia.

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They represent the subjective views of the management of the Company and are based on significant assumptions. Industry experts, business analysts or other persons may disagree with these views, assumptions and judgments, including without limitation the management's view of the market and the prospects for the Company. Any forward-looking statements in this announcement are subject to a number of risks and uncertainties, many of which are beyond the Company's control, that could cause the Company's actual results and performance to differ materially from any expected future results or performance expressed or implied by any forward-looking statements. Due to such uncertainties and risks, readers are cautioned not to place undue reliance on such forward-looking statements as a prediction of actual results. To the extent applicable, the industry and market data contained in this announcement has come from official or thirdparty sources. 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