

Notice to Shareholders of BANCA CARIGE S.p.A. - Cassa di Risparmio di Genova e Imperia

This voting proxy solicitation is carried out on a voluntary basis in the forms pursuant to article 136 of the Consob Regulation no. 11971 of 14 May 1999 - Implementing the provisions on issuers of Legislative Decree 58 of 24 February 1998 (as amended by Consob resolutions no. 17326 of 13 May 2010, no. 17389 of 23 June 2010 and no. 17919 of 9 September 2011) (Issuers' Regulation).

The Italian text is the only legally binding version on which shareholders can rely in respect of any decision regarding the voting proxy solicitation. Such Italian text will prevail over the English translation in the event of conflict.

Italian Date Format (dd/mm/yy)

Proxy solicitation promoted by Mr. Franco Maria VAGGE

**with the support of Genoa Shareholders Association
for the collection of voting proxies**

www.educazionefinanziaria.it

Foreword

The article 136 of the Consob Regulation no. 11971 of 14 May 1999 stated that anyone intending to promote a proxy solicitation shall send a notice to the issuing company, that promptly publishes it on its Internet site, to Consob, to the stock exchange company and to the central depository company.

This notice is issued by Mr. Franco Maria Vagge, the voting proxy solicitation Promoter - according to article 136 of the Consolidated Law on Financial Intermediation - with reference to the Shareholders' Extraordinary and Ordinary Meeting of BANCA CARIGE S.p.A. - Cassa di Risparmio di Genova e Imperia, called for 13 February 2012.

This notice (english version published on 23/01/2012) was sent to the issuing company (BANCA CARIGE S.p.A. - Cassa di Risparmio di Genova e Imperia), CONSOB, the stock exchange company (Borsa Italiana S.p.A) and the central depository company (Monte Titoli S.p.A) on 18/01/2012.

This notice contains the information required by paragraph 2 of article 136 of Consob Regulation no. 11971/1999 (as amended by CONSOB Resolution No. 17730 of 31/03/2011), namely:

1. the identity of the promoter and the company issuing the shares for which the proxies are sought;
2. the date of the shareholders' meeting and the list of items on the agenda;
3. how the proxy statement and the proxy form are published as well as the Internet site that these documents are available on;
4. the date beginning from which the party with the voting right may request the prospectus and the delegation form from the promoter or view it at the stock exchange operator;
5. the proposals for which the solicitation is to be carried out.

1. Identity of the promoter and the company issuing the shares for which the proxies are sought

The party which intends to promote the voting proxy solicitation is Mr. Franco Maria Vagge, (hereinafter "Promoter"), born in Genoa, 21 June 1955, Italian tax identification code "Codice Fiscale" (similar to the National Insurance number in the UK or the Social Security Number in the US): VGGFNC55H21D969Q. The Promoter is domiciled, for purposes of this solicitation, at the registered office of Genoa Shareholders Association.

The Company issuing the shares for which the proxies are sought is BANCA CARIGE S.p.A. - Cassa di Risparmio di Genova e Imperia. Registered office and General Management are located in Genoa, Via Cassa di Risparmio 15, fully paid up share capital is € 1,790,392,425.

The Company is registered with the Banks Register and with the Banking Groups Registry as parent bank of the BANCA CARIGE GROUP at number 6175.4 and is registered with the Genoa Register of Accredited Companies, VAT no. and Tax Code no. 03285880104; Italian Stock Exchange Trading Code: "CRG" .

The Promoter intends to rely on the support of **Genoa Shareholders Association** to collect voting proxies. This association offers consulting and financial literacy (educazione finanziaria) and proxy voting services to its members and is specialised in soliciting voting and representation proxies for the General Meetings of joint stock companies.

Genoa Shareholders Association is a nonprofit organization with registered office in Genoa, via Bottini 32a/5. Tax Code no. 95150770105.

Tel. +39 010 8567148. Fax: +39 010 8934889. Email: info@educazionefinanziaria.it

2. Date of the Shareholders' Meeting and the agenda items

The Promoter intends to promote a solicitation of voting proxies on a voluntary basis in connection with the Extraordinary and Ordinary General Meeting of BANCA CARIGE S.p.A. - Cassa di Risparmio di Genova e Imperia to be held in Genoa, Via David Chiossone 3, in single call on the following date: Monday 13 February 2012 at 10:30 a.m. CET.

Items on the Agenda:

Extraordinary session:

- 1) Elimination of the indication of the nominal value of the Banca CARIGE S.p.A. shares: consequent amendment of Articles 5 and 35 of the Articles of Association
- 2) Pursuant to article 2443 of the Italian Civil Code, assignment to the Board of Directors of the power to increase the number of newly issued shares connected with the Loan "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") up to a maximum of 450,000,000 ordinary shares: consequent amendment of new art. 5 of the Articles of Association.

Ordinary session:

- 1) Appointment of Director
- 2) Appointment of one Member to the Statutory Audit Committee

3. How the proxy statement and the proxy form are published as well as the Internet site that these documents are available on

The prospectus and the proxy solicitation form will be available on the website :

- www.educazionefinanziaria.it at the webpage: www.educazionefinanziaria.it/carige

in accordance with law, but no later than 02/02/2012 (record date).

Disclosure of information and Promoter responsibility documentation will be available on the website: www.educazionefinanziaria.it at the webpage: www.educazionefinanziaria.it/carige.

4. Date beginning from which the party with the voting right may request the prospectus and the delegation form from the promoter or view it at the stock exchange operator

All shareholders of BANCA CARIGE S.p.A. - Cassa di Risparmio di Genova e Imperia or the party entitled to vote can view and download documents in electronic format from the website:

- www.educazionefinanziaria.it at the webpage: www.educazionefinanziaria.it/carige

These documents will be made publicly available in accordance with law.

5. Proposals for which the solicitation is to be carried out

Extraordinary session:

The Promoter does not intend to carry out the proxy solicitation with respect to items on Agenda's extraordinary session, parties may freely express their voting instructions for the extraordinary business items on Agenda, as foreseen by proxy solicitation form that will be made available on the website: www.educazionefinanziaria.it at the webpage: www.educazionefinanziaria.it/carige

Ordinary session:

The Promoter intends to carry out the proxy solicitation with respect to items on Agenda's ordinary session as follows:

“1) Appointment of Director”

“2) Appointment of one member to the Statutory Audit Committee”

The Board of Directors of BANCA CARIGE S.p.A. - Cassa di Risparmio di Genova e Imperia has formulated its proposals in the reports relating to the appointments of one member to Board of Directors and one member to the Statutory Audit Committee (please consult the Company's website properly).

The Promoter recommends solely a vote against the resolution proposals by the Board of Directors.

The Promoter intends to vote only if the proxy is issued in accordance with the promoter proposal and, consequently, to vote "against" the Board of Directors' proposals .

The commitment signified by the Promoter is to invite the Company to make choices aimed at ensuring adequate minority representation.

IMPORTANT INFORMATION

Please note that:

- in order for the proxy to be valid, the proper form must be signed and dated by the party entitled to vote;
- the parties entitled to vote and which issue the proxy must ask their intermediary to inform the Issuer of their legitimacy for participating in the Meeting and exercising the right to vote, within the legal and regulatory deadlines: without such notification, the proxy shall be considered null and void.

Legitimacy for participating in the meeting and exercising the right to vote is certified through a notification sent by the intermediary to the Issuer, in favour of the party entitled to vote, on the basis of the records related to the end of the accounting day of the seventh trading day prior to the date set for the Meeting (2 February 2012). The delegating party may be either a small shareholder or an institutional investor.

The form must arrive to the Promoter, directly or via an intermediary, through Genoa Shareholders Association, by 10 February 2012, in one of the following manners:

- by email to the address:
info@educazionefinanziaria.it
- by fax to the number:
+39 010 8934889
- by mail, registered letter or courier to the following address:
Genoa Shareholders Association
Via Bottini 32a/5
16147 Genova
Italy

If the proxy is sent via fax or email, we recommend sending the original to Genoa Shareholders Association.

The Promoter shall bear no liability for failing to vote in relation to proxies eventually arriving subsequent to the aforementioned deadline or proxies which are not completely legally compliant.

The proxy is subject to revocation at any time by a written statement sent in one of the manners with which it can be sent within the business day prior to the meeting and therefore by 10 February 2012.

The Promoter reserves the right to submit, even before the Meeting, questions to the Company but does not assume the obligation to voting accordingly to the responses eventually received.

Genoa, 18 gennaio 2012

Franco Maria Vagge