



## **BANCA CARIGE'S SHAREHOLDERS MEETING**

### **APPROVAL OF SEPARATE FINANCIAL STATEMENTS AS AT 31 DECEMBER 2017 AND ACKNOWLEDGEMENT OF GROUP CONSOLIDATED FINANCIAL STATEMENTS AS AT 31 DECEMBER 2017; RESOLUTIONS PASSED ON REMAINING AGENDA ITEMS**

*Genoa, 29 March 2018* – Banca Carige's Ordinary Shareholders' Meeting, chaired by Mr. Giuseppe Tesauro, which was held today in one call, has resolved upon the following agenda items:

- 1) Financial Statements as at 31 December 2017, Board of Directors' Report on Operations, Board of Statutory Auditors' Report: related resolutions
- 2) Disclosure of the consolidated financial statements as at 31 December 2017
- 3) Integration of the Board of Statutory Auditors
- 4) Remuneration policies
- 5) Adjustments to the remuneration of the Independent Auditing firm

The Shareholders' Meeting has approved the 2017 separate financial statements of the Parent Company, Banca Carige S.p.A., resolving that the net loss of EUR 385,985,007.85 be carried forward and acknowledged the Group consolidated financial statements as at 31 December 2017 (with a loss of EUR 388,435 thousand attributable to the Parent Company).

The Shareholders' Meeting also resolved to fill the vacancies in the Board of Statutory Auditors, pursuant to art. 2401 of the Civil Code and in compliance with the provisions of art. 26 of the Articles of Association, appointing Ms. Francesca De Gregori as Standing Auditor and Ms. Fiorenza Dalla Rizza as Alternate Auditor, with their term of office expiring on the same date as for the other members of the Board of Statutory Auditors, namely on occasion of the Shareholders' Meeting which will be convened for the approval of the financial statements as at 31 December 2019.

In compliance with statutory and supervisory regulations in force, the Shareholders' Meeting thus acknowledged the disclosure of the remuneration policies implemented in 2017 for the Company's directors, employees or collaborators not bound by an employment relationship, and approved the 2018 Group remuneration policies and related implementation procedures, as well as equity-based compensation plans and the criteria for determining the compensation to be agreed in the event of early termination of the employment relationship or early termination of office, including the limits to the number of years of fixed salary and the maximum amount that can be paid under such criteria.

Having examined the reasoned proposal of the Board of Statutory Auditors, the Shareholders' Meeting -in accordance with the terms and requests for integration submitted by the Auditing Firm EY S.p.A. on 8 February 2018- resolved to revise the man hours and fees defined in their terms of engagement for the statutory auditing of the Separate and Consolidated Financial Statements.

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***Declaration of the Manager responsible for preparing the Company's financial reports pursuant to art. 154-bis, para. 2 of Legislative Decree no. 58/1998 (Consolidated Law on Finance)***

*Pursuant to Article 154-bis, paragraph 2, of the Italian Consolidated Law on Finance, the Manager responsible for preparing Banca Carige S.p.A.'s financial reports, Mr. Mauro Mangani, declares that the accounting information contained in this Press Release corresponds to the underlying documentary evidence, books and accounting records.*

**INVESTOR RELATIONS & RESEARCH**

tel. +39 010 579 4877

fax +39 010 579 4875

e-mail: [investor.relations@carige.it](mailto:investor.relations@carige.it)

**Image Building**

Tel. +39 02 89011300

[carige@imagebuilding.it](mailto:carige@imagebuilding.it)

**EXTERNAL RELATIONS**

tel. +39 010 579 3380

fax +39 010 579 2731

e-mail: [relazioni.esterne@carige.it](mailto:relazioni.esterne@carige.it)