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PRESS RELEASE

COMUNICATO STAMPA



BANCA CARIGE S.P.A. – ASSEMBLEA DEGLI AZIONISTI

Genova, 29 maggio 2020 – Si è tenuta oggi, sotto la presidenza di Vincenzo Calandra Buonauro, l'Assemblea straordinaria e ordinaria degli azionisti di Banca Carige S.p.A., che ha avuto luogo mediante le modalità emergenziali anti Covid-19 previste dall'art. 106, comma 4, del Decreto Legge 17 marzo 2020, n. 18.

Parte straordinaria

L'Assemblea ha deliberato in sede straordinaria:

- l'approvazione di un'operazione di conversione facoltativa delle azioni di risparmio della Banca in azioni ordinarie di nuova emissione secondo un rapporto di conversione pari a n. 20.500 (ventimilacinquecento) azioni ordinarie per ogni azione di risparmio che sarà portata in conversione;
- l'approvazione di un'operazione di raggruppamento delle azioni ordinarie e delle azioni di risparmio in circolazione nel rapporto di n. 1 (una) nuova azione ordinaria, avente godimento regolare, ogni n. 1.000 (mille) azioni ordinarie esistenti e n. 1 (una) nuova azione di risparmio, avente godimento regolare, ogni n. 1.000 (mille) azioni di risparmio esistenti;

- l'approvazione delle modifiche statutarie conseguenti all'assunzione delle predette deliberazioni
- il conferimento dei poteri agli amministratori affinché diano corso alle suddette operazioni

Le informazioni inerenti l'implementazione e l'esecuzione delle operazioni straordinarie approvate oggi dall'Assemblea degli azionisti verranno rese note al pubblico nei termini e con le modalità previste dalla normativa vigente, fermo restando che entrambe le operazioni potranno essere attuate entro e non oltre il 31 dicembre 2020.

Si precisa che l'iscrizione a Registro delle Imprese delle modifiche statutarie apportate in conseguenza delle operazioni di conversione facoltativa e di raggruppamento, rimane ancora soggetta all'accertamento da parte delle competenti autorità di vigilanza bancaria e che, conseguentemente, Banca Carige provvederà a dare corso a tale iscrizione solo successivamente a detto avvenuto accertamento.

Parte ordinaria

L'Assemblea ha assunto in sede ordinaria le seguenti deliberazioni:

- Rinuncia alle azioni di responsabilità nei confronti degli ex Amministratori Cesare Castelbarco Albani e Piero Luigi Montani

L'Assemblea ha deliberato di autorizzare il Consiglio di Amministrazione a rinunciare alle azioni di responsabilità a suo tempo intraprese nei confronti degli ex Amministratori Cesare Castelbarco Albani e Piero Luigi Montani.

- Conferimento dell'incarico di revisione legale dei conti per gli esercizi 2021-2029 e deliberazioni inerenti

L'Assemblea, sulla base della proposta motivata espressa dal Collegio Sindacale ai sensi della normativa vigente, ha approvato il conferimento dell'incarico di revisione legale dei conti per gli esercizi 2021-2029 alla società di Revisione Deloitte & Touche S.p.A. determinandone nel contempo anche il corrispettivo.

- Relazione sulla Politica in materia di Remunerazione e sui compensi corrisposti

L'Assemblea ha approvato la politica retributiva del Gruppo Banca Carige per il prossimo esercizio e le inerenti modalità attuative, nonché i criteri per la determinazione degli importi eventualmente da accordare in caso di conclusione anticipata del rapporto di lavoro o di cessazione anticipata dalla carica di tutto il personale.

L'Assemblea ha inoltre deliberato, con voto non vincolante, di prendere atto dell'informativa in ordine all'attuazione nel corso del precedente esercizio delle Politiche di Remunerazione, oltre che della rendicontazione dei compensi corrisposti nel 2019.

- Polizza assicurativa a fronte della responsabilità civile degli esponenti degli organi sociali

L'Assemblea ha deliberato di autorizzare la stipula della polizza assicurativa per la copertura della responsabilità civile degli esponenti degli organi sociali (c.d. Polizza Director's and Officer's Liability - D&O), determinandone il massimale a livello di Gruppo ed il premio annuo lordo massimo e conferendo mandato all'Amministratore Delegato di definire alle scadenze naturali della polizza i rinnovi della medesima alle migliori condizioni di mercato, con onere di informativa annuale in merito all'Assemblea dei soci.

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