

PRESS RELEASE



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- **APPOINTED THE MEMBERS OF BOARD-INTERNAL COMMITTEES**
- **CONVENED THE SHAREHOLDERS' MEETING FOR THE INTEGRATION OF THE BOARD OF STATUTORY AUDITORS**
- **TENDER OFFER BY BPER BANCA FOR CARIGE SHARES: APPOINTED ADVISORS TO THE BOARD OF DIRECTORS AND TO INDEPENDENT DIRECTORS**

Genoa, 16 June 2022 – At its meeting today, Banca Carige's Board of Directors, chaired by Gianni Franco Papa, set up the following Board-internal Committees:

- Risk Committee, made up of Miro Fiordi (Chair), Paola Demartini, Diego Schelfi;
- Nomination, Governance and Sustainability Committee, made up of: Sabrina Bruno (Chair), Gaudiana Giusti, Diego Schelfi;
- Remuneration Committee, made up of: Paola Demartini (Chair), Sabrina Bruno, Miro Fiordi;
- Related-Party Transactions Committee, made up of: Gaudiana Giusti (Chair), Paola Demartini, Miro Fiordi.

The Board of Directors also resolved to convene the Ordinary Shareholders' Meeting on 28 July 2022 at 10:30 a.m., in one call, to consider and pass resolutions on the following agenda:

- Filling of vacancies in the Board of Statutory Auditors: appointment of one Standing Auditor and one Alternate Auditor

The Notice of call for the Shareholders' Meeting and the documentation concerning the items on the Shareholders' Meeting agenda will be made available to the public, under the terms and by the deadlines set out by regulations in force, at the Bank's

registered office, on the Bank's corporate website www.gruppocarige.it (under Governance/Shareholders' Meetings), on the authorised storage portal eMarket Storage (www.emarketstorage.com) and through all other means allowed by applicable regulations in force.

With reference to the tender offer made by BPER Banca concerning the entirety of the Company's ordinary and savings shares, Banca Carige informs that, today, the Board of Directors appointed Equita SIM S.p.A. as its financial advisor, in addition the legal advisor Gianni & Origoni.

Moreover, the Independent Directors appointed Lazard as their financial advisor and the Law Firm Galbiati, Sacchi e Associati as their legal advisor, for the release of their opinion pursuant to art. 39-*bis* of Consob Issuers' Regulations no. 11971/99.

The Bank also informs that, following the resolution of the Ordinary Shareholders' Meeting of 15 June 2022, the settlement waiver of the pending liability action at the appeal stage against former Directors Cesare Castelbarco Albani and Piero Luigi Montani were executed today.

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