

## **Final Terms dated 17 June 2008**

### **Banca Carige S.p.A. — Cassa di Risparmio di Genova e Imperia**

#### **Issue of EUR 100,000,000 Subordinated Fixed/Floating Rate Notes due 2018 under the €4,000,000,000 Euro Medium Term Note Programme**

### **PART A – CONTRACTUAL TERMS**

Terms used herein shall be deemed to be defined as such for the purposes of the Conditions set forth in the Prospectus dated 20 June 2007 and the supplement to the Prospectus dated 10 June 2008 which together constitute a base prospectus for the purposes of the Prospectus Directive (Directive 2003/71/EC) (the “Prospectus Directive”). This document constitutes the Final Terms of the Notes described herein for the purposes of Article 5.4 of the Prospectus Directive and must be read in conjunction with such Prospectus as so supplemented. Full information on the Issuer and the offer of the Notes is only available on the basis of the combination of these Final Terms and the Prospectus. The Prospectus and the supplement to the Prospectus are available for viewing on the website of the Luxembourg Stock Exchange at [www.bourse.lu](http://www.bourse.lu).

<b>1</b>	Issuer:	Banca Carige S.p.A. — Cassa di Risparmio di Genova e Imperia
<b>2</b>	(i) Series Number:	389
	(ii) Tranche Number:	1
<b>3</b>	Specified Currency or Currencies:	Euro (“€”)
<b>4</b>	Aggregate Nominal Amount of Notes admitted to trading:	
	(i) Series:	€100,000,000
	(ii) Tranche:	€100,000,000
<b>5</b>	Issue Price:	100 per cent. of the Aggregate Nominal Amount
<b>6</b>	(i) Specified Denomination(s):	€50,000
	(ii) Calculation Amount:	€50,000
<b>7</b>	(i) Issue Date:	19 June, 2008
	(ii) Interest Commencement Date:	19 June, 2008
<b>8</b>	Maturity Date:	19 June, 2018
<b>9</b>	Interest Basis:	7.672 per cent. Fixed Rate from (and including) the Issue Date up to (but excluding) the First Call Date (as defined below) and 3-month EURIBOR plus 3.10 per cent. Floating Rate from (and including) the First Call Date to (but excluding) the Maturity Date

		(further particulars specified below)
<b>10</b>	Redemption/Payment Basis:	Redemption at par
<b>11</b>	Change of Interest or Redemption/Payment Basis:	Applicable. See paragraph 9 above
<b>12</b>	Put/Call Options:	Issuer Call (further particulars specified below)
<b>13</b>	(i) Status of the Notes:	Lower Tier II Subordinated Notes
	(ii) Date of Board approval for issuance of Notes obtained:	14 April, 2008
<b>14</b>	Method of distribution:	Non Syndicated

#### **PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE**

<b>15</b>	Fixed Rate Note Provisions	Applicable
	(i) Rate of Interest:	7.672 per cent. per annum payable annually in arrear
	(ii) Interest Payment Date:	19 June in each year from and including 19 June 2009 up to and including the First Call Date, unadjusted
	(iii) Fixed Coupon Amount:	€38.36 per Calculation Amount
	(iv) Broken Amount(s):	Not Applicable
	(v) Day Count Fraction:	Actual/Actual (ICMA)
	(vi) Determination Dates:	19 June in each year up to (and including) the First Call Date
	(vii) Other terms relating to the method of calculating interest for Fixed Rate Notes:	Not Applicable
<b>16</b>	Floating Rate Note Provisions	Applicable
	(i) Interest Period(s):	Three Months
	(ii) Specified Interest Payment Dates:	19 June, 19 September, 19 December and 19 March in each year from (and including) 19 September, 2013 up to (and including) the Maturity Date, all subject to adjustment in accordance with paragraph 16 (iii) below
	(iii) Business Day Convention:	Modified Following Business Day Convention
	(iv) Additional Business Centre(s):	London
	(v) Manner in which the Rate(s) of Interest is/are to be determined:	Screen Rate Determination
	(vi) Party responsible for calculating the Rate(s) of Interest and Interest Amount(s) (if not the Calculation Agent):	Not Applicable
	(vii) Screen Rate Determination	

	- Reference Rate:	3 Month EURIBOR
	- Interest Determination Date(s):	The second day on which the TARGET 2 System is open prior to the start of each Interest Period
	- Relevant Screen Page:	Reuters page EURIBOR01
(viii)	ISDA Determination:	Not Applicable
	- Floating Rate Option:	
	- Designated Maturity:	
	- Reset Date:	
(ix)	Margin(s):	+ 3.10 per cent. per annum from and including the First Call Date, to but excluding the Maturity Date
(x)	Minimum Rate of Interest:	Not Applicable
(xi)	Maximum Rate of Interest:	Not Applicable
(xii)	Day Count Fraction:	Actual/Actual (ICMA), adjusted
(xiii)	Fall back provisions, rounding provisions, denominator and any other terms relating to the method of calculating interest on Floating Rate Notes, if different from those set out in the Conditions:	Not Applicable
<b>17</b>	Zero Coupon Note Provisions	Not Applicable
<b>18</b>	Index-Linked Interest Note/other variable-linked interest Note Provisions	Not Applicable
<b>19</b>	Dual Currency Note Provisions	Not Applicable
<b>PROVISIONS RELATING TO REDEMPTION</b>		
<b>20</b>	Call Option	Applicable
(i)	Optional Redemption Date(s):	Each Interest Payment Date from and including 19 June, 2013 (" <b>First Call Date</b> ") up to, but excluding, the Maturity Date
(ii)	Optional Redemption Amount(s) of each Note and method, if any, of calculation of such amount(s):	100.00 per cent. of the principal amount of each Note of each Specified Denomination
(iii)	If redeemable in part:	
	(i) Minimum Redemption Amount:	Not Applicable
	(ii) Maximum Redemption Amount:	Not Applicable
(iv)	Notice Period:	Not Applicable
<b>21</b>	Put Option	Not Applicable
<b>22</b>	Final Redemption Amount of each Note	€50,000 per Note of €50,000 Specified Denomination
<b>23</b>	Early Redemption Amount	

Early Redemption Amount(s) of each Note payable on redemption for taxation reasons or on event of default or other early redemption and/or the method of calculating the same (if required or if different from that set out in the Conditions):	Not Applicable
--	----------------

#### **GENERAL PROVISIONS APPLICABLE TO THE NOTES**

<b>24</b>	Form of Notes:	Bearer Notes:  Temporary Global Note exchangeable for a permanent Global Note which is exchangeable for Definitive Notes in the limited circumstances specified in the permanent Global Note
<b>25</b>	New Global Note:	No
<b>26</b>	Additional Financial Centre(s) or other special provisions relating to payment dates:	Not Applicable
<b>27</b>	Talons for future Coupons or Receipts to be attached to Definitive Notes (and dates on which such Talons mature):	No
<b>28</b>	Details relating to Partly Paid Notes: amount of each payment comprising the Issue Price and date on which each payment is to be made and consequences (if any) of failure to pay, including any right of the Issuer to forfeit the Notes and interest due on late payment:	Not Applicable
<b>29</b>	Details relating to Instalment Notes: amount of each instalment, date on which each payment is to be made:	Not Applicable
<b>30</b>	Redenomination, renominatisation and reconventioning provisions:	Not Applicable
<b>31</b>	Consolidation provisions:	Not Applicable
<b>32</b>	Other final terms:	Not Applicable

#### **DISTRIBUTION**

<b>33</b>	(i) If syndicated, names and addresses of Managers:	Not Applicable
	(ii) Stabilising Manager(s) (if any):	Not Applicable
<b>34</b>	If non-syndicated, name of Dealer:	J.P. Morgan Securities Ltd.
<b>35</b>	U.S. Selling Restrictions:	Reg S Compliance Category; TEFRA D

**36** Additional selling restrictions: Not Applicable

#### **LISTING AND ADMISSION TO TRADING APPLICATION**

These Final Terms comprise the final terms required to list and have admitted to trading the issue of Notes described herein pursuant to the €4,000,000,000 Euro Medium Term Note Programme of Banca Carige S.p.A. — Cassa di Risparmio di Genova e Imperia.

#### **RESPONSIBILITY**

The Issuer accepts responsibility for the information contained in these Final Terms.

Signed on behalf of the Issuer:

By:

Duly authorised

## Part B – Other Information

### 1 LISTING

- |      |   |  |
|------|---|--|
| (i)  | Admission to trading:                                       | Application has been made by the Issuer (or on its behalf) for the Notes to be admitted to trading on the Luxembourg Stock Exchange's Regulated Market with effect from 19 June 2008 |
| (ii) | Estimate of total expenses related to admission to trading: | Approximately € 5,000  |

### 2 RATING

Ratings:	The Notes to be issued are not rated:
----------	---------------------------------------

### 3 INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE

Save as discussed in "Subscription and Sale", so far as the Issuer is aware, no person involved in the offer of the Notes has an interest material to the offer.

### 4 FIXED RATE NOTES ONLY – YIELD

Indication of yield:	7.672 per cent. The yield is calculated at the Issue Date on the basis of the Issue Price. It is not an indication of future yield.
----------------------	--

### 5 OPERATIONAL INFORMATION

ISIN Code:	XS0372143296
Common Code:	037214329
Any clearing system(s) other than Euroclear Bank S.A./N.V. and Clearstream Banking société anonyme and the relevant identification number(s):	Not Applicable
Delivery:	Delivery against payment
Names and addresses of initial Paying Agent(s):	Citibank, N.A. Citigroup Centre Canada Square Canary Wharf London E14 5LB Fortis Banque Luxembourg S.A. 50, avenue J.F.Kennedy L-2951 Luxembourg
Names and addresses of additional Paying Agent(s) (if any):	Not Applicable
Intended to be held in a manner which would allow Eurosystem eligibility:	No