

TRANSLATION

Republic of Panama *Superintendency of Banks*

RESOLUTION S.B.P. 011-2007
(dated 15 February 2007)

The Superintendent of Banks
in use of his legal powers, and

CONSIDERING:

That **CITIBANK OVERSEAS INVESTMENT CORPORATION** has submitted a request for authorization to acquire all issued and outstanding shares of **GRUPO FINANCIERO UNO, S.A.** and **BANCO UNO, S.A.**;

That **CITIBANK OVERSEAS INVESTMENT CORPORATION** is a corporation established and existing according to the laws of the United States of America under the Edge Act and supervised by the Board of Governors of the United States Federal Reserve, which acts as the holding company;

That **CITIBANK OVERSEAS INVESTMENT CORPORATION** is a wholly-owned subsidiary of **CITIBANK, N.A.**, a corporation engaged in the international banking business, which, at the same time, is a wholly-owned indirect subsidiary of **CITIGROUP, INC.**;

That **GRUPO FINANCIERO UNO, S.A.** is a corporation established and existing according to the laws of the Republic of Panama, duly filed under Micro jacket 275409, Roll 39393, Image 31 of the Microfilm (Mercantile) Section of the Public Registry of Panama;

That **BANCO UNO, S.A.** is a corporation established and existing according to the laws of the Republic of Panama, duly filed under Micro jacket 290612, Roll 43113, Image 95 of the Microfilm (Mercantile) Section of the Public Registry of Panama and the holder of a General Banking License granted by means of Resolution 19-94 dated 24 August 1994;

That after the relevant analysis, the above transfer of shares from **BANCO UNO, S.A.** and **GRUPO FINANCIERO UNO, S.A.** to **CITIBANK OVERSEAS INVESTMENT CORPORATION** raises no objections, and

That pursuant to the provisions of Paragraph 6 of Article 17 of Decree Law 9 dated 26 February 1998, the Superintendent of Banks is the approving authority for this request.

RESOLVES:

To authorize **CITIBANK OVERSEAS INVESTMENT CORPORATION** to acquire all issued and outstanding shares of **GRUPO FINANCIERO UNO** and **BANCO UNO, S.A.**

Given in the city of Panama on the fifteenth (15th) day of February, two thousand seven (2007).

LET IT BE KNOWN, PUBLISHED AND ENFORCED,
Olegario Barrelier
Superintendent of Banks

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