

TRANSLATION

Republic of Panama Superintendency of Banks

RESOLUTION S.B.P. No. 0133-2012
(dated 19 October 2012)

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

CONSIDERING:

That **BALBOA BANK & TRUST, CORP.** is a bank authorized to engage in the Banking Business under a General Banking License granted by the Superintendency of Banks;

That **BANCO TRASATLÁNTICO, S.A.** is a bank authorized to engage in the Banking Business under a General Banking License granted by the Superintendency of Banks;

That **STRATEGIC INVESTORS GROUP INC.**, a company holding 100% of the shares of **BALBOA BANK & TRUST, CORP.**, as one party, and as the other party, **LYMBER, S.A., MERCURIO, S.A.** and **RUBÉN A. DE YCAZA**, shareholders of **BANCO TRASATLÁNTICO, S.A.**, have submitted through their legal agent, as buyer and sellers, respectively, a request for authorization to execute the transfer of 100% of the shares of **BANCO TRASATLÁNTICO, S.A.** to **STRATEGIC INVESTORS GROUP INC.**, a company holding 100% of the shares of **BALBOA BANK & TRUST, CORP.**;

That pursuant to the promissory share purchase agreement entered into by and between the parties, **LYMBER, S.A., MERCURIO, S.A.** and **RUBÉN A. DE YCAZA**, will sell 100% of the shares of **BANCO TRASATLÁNTICO, S.A.**, which they currently own, to **STRATEGIC INVESTORS GROUP, INC.**;

That the aforementioned application was submitted pursuant to the provisions of Rule 1-2004 dated 29 December 2004 that establishes the criteria for acquiring or transferring the shares of banking entities;

That after the relevant analysis, the application to acquire 100% of the shares of **BANCO TRASATLÁNTICO, S.A.** raises no objections; and

That pursuant to Subparagraph 7 of Paragraph I of Article 16 of the Banking Law, the Superintendent is the approving authority for this type of application.

RESOLVES:

To authorize the transfer of 100% of the shares of **BANCO TRASATLÁNTICO, S.A.** to **STRATEGIC INVESTORS GROUP INC.** a company holding 100% of the shares of **BALBOA BANK & TRUST, CORP.**, under the terms established in the proposed transaction.

TRANSLATION

LEGAL GROUNDS: Articles 16 and 103 of the Banking Law and Rule 1-2004 dated 29 December 2004.

Given in the city of Panama on the nineteenth (19th) day of October, two thousand twelve (2012).

LET IT BE KNOWN, PUBLISHED AND ENFORCED,

Alberto Diamond R.