Republic of Panama
Superintendency of Banks

RESOLUTION S.B.P. No. 0015-2013
(dated 6 February 2013)

THE SUPERINTENDENT OF BANKS,
in use of his legal powers, and

CONSIDERING:

That **HELM BANK (PANAMÁ), S.A.** is a bank authorized to engage in the Banking Business in the Republic of Panama under an International License granted by the Superintendency by means of Resolution S.B.P. 22-97 dated 17 October 1997, and is a wholly-owned subsidiary of **HELM BANK, S.A.**, a bank authorized to engage in the banking business in the Republic of Colombia;

That **INVERSIONES TIMÓN, S.A.S., INVERSIONES CARRÓN, S.A.S, COMERCIAL CAMACHO GÓMEZ, S.A.S** and **KRESGE STOCK HOLDING COMPANY INC.**are the owners of 100% of the shares of **HELM BANK, S.A.**;

That **INVERSIONES TIMÓN, S.A.S., INVERSIONES CARRÓN, S.A.S, COMERCIAL CAMACHO GÓMEZ, S.A.S** and **KRESGE STOCK HOLDING COMPANY INC.,**acting as sellers, will transfer 100% of the shares of **HELM BANK, S.A.**to **BANCO CORPBANCA COLOMBIA, S.A.** acting as buyer, which will result in the indirect transfer of the shares of **HELM BANK (PANAMÁ), S.A.**;

That after the relevant analysis and pursuant to the provisions of Rule 1-2004, the request submitted raises no objections;

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

RESOLVES:

To authorize the transfer of all shares belonging to **INVERSIONES TIMÓN, S.A.S., INVERSIONES CARRÓN, S.A.S, COMERCIAL CAMACHO GÓMEZ, S.A.S** and **KRESGE STOCK HOLDING COMPANY INC**, and representing 100% of the shares of **HELM BANK, S.A.**, to **BANCO CORPBANCA, S.A.** pursuant to the terms established in the proposed transaction, resulting in the indirect transfer of the shares of **HELM BANK (PANAMÁ), S.A.**

<u>**LEGAL GROUNDS:**</u> Article 16, Paragraph I, Subparagraph 7 of the Banking Law; Rule 1-2004 dated 29 December 2004.

Given in the city of Panama on the sixth (6th) day of February, two thousand thirteen (2013).

LET IT BE KNOWN, PUBLISHED AND ENFORCED,

THE SUPERINTENDENT OF BANKS,

Alberto Diamond R.

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