

TRANSLATION

Republic of Panama
Superintendency of Banks

RESOLUTION S.B.P. 243-2009
(dated 27 October 2009)

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

CONSIDERING:

That **CAPITAL BANK, INC.** and **MTS HOLDINGS CORPORATION** have submitted a request for authorization to acquire one hundred percent (100%) of the shares of the bank called **BANCOLAT OVERSEAS, LTD.**, a corporation established according to the laws of the Isle of Montserrat and the holder of a Banking License granted by the Regulating Authority of that jurisdiction;

That **BANCOLAT OVERSEAS, LTD.** is owned by **MTS HOLDINGS CORPORATION**, a corporation established and existent according to the laws of the British Virgin Islands;

That **MTS HOLDINGS CORPORATION** is a wholly-owned subsidiary of **HSBC BANK (PANAMÁ), S.A.**;

That the above request meets the provisions of Rule 1-2004 dated 29 December 2004, which sets the criteria for the acquisition of shares of banks and/or economic groups; and

That after the relevant analysis, the request submitted by **CAPITAL BANK, INC.** and **MTS HOLDINGS CORPORATION** raises no objections;

RESOLVES:

To authorize **CAPITAL BANK, INC.** to acquire one hundred percent (100%) of the shares of the bank called **BANCOLAT OVERSEAS, LTD.**, owned by **MTS HOLDINGS CORPORATION**.

Given in the city of Panama on the twenty-seventh (27th) day of October, two thousand nine (2009).

FOR COMMUNICATION, PUBLICATION AND ENFORCEMENT.

Olegario Barrelier
Superintendent of Banks