

TRANSLATION

Republic of Panama *Superintendency of Banks*

RESOLUTION S.B.P. 053-2009

(dated 12 February 2009)

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

CONSIDERING:

That **METROBANK, S.A.** is a corporation established according to the laws of the Republic of Panama, duly filed under Micro jacket 247193, Roll 32330 and Image 72 of the Microfilm (Mercantile) Section of the Public Registry of Panama and authorized to engage in the Banking Business in and from the Republic of Panama under a General License;

That **FINANCIERA RAPID CASH, S.A.** is a corporation established according to the laws of the Republic of Panama, duly filed under Micro jacket 328252, Roll 53548 and Image 108 of the Microfilm (Mercantile) Section of the Public Registry of Panama;

That **CORPORACIÓN UNIVERSAL DE CRÉDITO, S.A.** is a corporation established according to the laws of the Republic of Panama, duly filed under Micro jacket 254788, Roll 34154 and Image 2 of the Microfilm (Mercantile) Section of the Public Registry of Panama;

That **FIRST UNION CORPORATION** is a corporation established according to the laws of the Republic of Panama, duly filed under Micro jacket 646234, Document 1495519 of the Microfilm (Mercantile) Section of the Public Registry of Panama;

That on 29 December 2008, **METROBANK, S.A.** and the companies **FINANCIERA RAPID CASH, S.A.**, **CORPORACIÓN UNIVERSAL DE CRÉDITO, S.A.** and **FIRST UNION CORPORATION** submitted a formal request for authorization for **METROBANK, S.A.** to assume, by means of a Merger by Absorption Agreement dated 25 November 2008, all of the assets and liabilities of **FINANCIERA RAPID CASH, S.A.**, **CORPORACIÓN UNIVERSAL DE CRÉDITO, S.A.** and **FIRST UNION CORPORATION**, which will cease to exist pursuant to the Agreement;

That after the relevant analysis in accordance with Rule 1-2004 dated 29 December 2004, whereby the criteria for mergers of Banks and/or Economic Groups are established; and given that the period for submitting comments relevant to this merger after the last publication of the Notice to the Public, ended on 27 January 2009, the request submitted by **METROBANK, S.A.** and **FINANCIERA RAPID CASH, S.A.**, **CORPORACIÓN UNIVERSAL DE CRÉDITO, S.A.** and **FIRST UNION CORPORATION** raises no objections; and

That pursuant to the provisions of Subparagraphs 6 to 16 of the Banking Law, the Superintendent is the approving authority for requests such as the above.

TRANSLATION

RESOLVES:

To authorize **METROBANK, S.A.** to assume, by means of the Merger Agreement dated 25 November 2008, all of the assets and liabilities of **FINANCIERA RAPID CASH, S.A., CORPORACIÓN UNIVERSAL DE CRÉDITO, S.A.** and **FIRST UNION CORPORATION**, which will cease to exist by virtue of the Agreement.

LEGAL GROUNDS: Banking Law and Rule 1-2004 dated 29 December 2004.

Given in the city of Panama on the twelfth (12th) day of February, two thousand nine (2009).

LET IT BE KNOWN, PUBLISHED AND ENFORCED,

Olegario Barrelier
Superintendent of Banks