

TRANSLATION

Republic of Panama Superintendency of Banks

RESOLUTION SBP-0161-2015
(dated 23 October 2015)

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

CONSIDERING:

That **BANCA PRIVADA D'ANDORRA (PANAMÁ) S.A.** is a corporation registered on Page 737102 (S) in the Mercantile Section of the Public Registry of Panama and the holder of an International Banking License granted by means of Resolution SBP 154-2011 dated 11 November 2011;

That based on the provisions in Articles 131 and 132 of the Banking Law and by means of Resolution SBP-0053 dated 10 March 2015, the Superintendency of Banks of Panama ordered the Seizure of Administrative and Operating Control of **BANCA PRIVADA D'ANDORRA (PANAMÁ), S.A.**;

That at the request of the Interim Administrator, the Superintendency of Banks issued Resolution SBP-0063-2015 dated 7 April 2015 extending the Seizure of Administrative and Operating Control for an additional 30-day period;

That in his Seizure of Control report and given the takeover of the Home Office of **BANCA PRIVADA D'ANDORRA (PANAMÁ), S.A.**, the Interim Administrator recommended, among other measures, the Reorganization of the Bank. This would permit waiting for the conclusion of the resolution process being conducted in Andorra, which might permit the eventual availability of the depositors' funds or the possibility of resuming Banking operations in some form;

That this being accepted, Resolution SBP 77-2015 dated 8 May 2015 was enacted, ordering the Reorganization of **BANCA PRIVADA D'ANDORRA (PANAMÁ), S.A.** effective 10 May 2015 for a period of ninety (90) days. This period could be curtailed or extended;

That on 5 June 2015, in accordance with Article 146 of the Banking Law and within the prescribed timeframe, the Reorganizer of **BANCA PRIVADA D'ANDORRA (PANAMÁ), S.A.** presented his **Reorganization Plan** for the Bank, containing, in addition to a timeline for its execution, the general steps required for the Bank to return, if possible, to safe and efficient operations, taking into consideration the interest of the depositors and creditors. This recommendation was approved by the Superintendent of Banks in a note dated 30 July 2015;

That in a duly justified note, the Reorganizer requested an extension of the Reorganization deadline expiring on 8 August 2015 in accordance with Resolution SBP 77-2015 dated 8 May 2015, because the Home Office of the Bank had entered into a restructuring phase in Andorra that places its Panamanian subsidiary in a financially viable position;

That the timeframe for the **REORGANIZATION** of **BANCA PRIVADA D'ANDORRA (PANAMÁ), S.A.** was extended for an additional period of ninety (90) days by means of Resolution SBP 130-2015 dated 7 August 2015;

That the ninety (90) –day period provided in Resolution SBP 130-2015 expires on 5 November 2015. Consequently, the Reorganizer of **BANCA PRIVADA D'ANDORRA (PANAMÁ), S.A.** has presented a report in which he suggests the concession of a final extension of 90 days, permitting the Andorran authorities to complete the restructuring of the Bank in Andorra and, if successful, recommend a Reorganization of the Bank for the purpose of its sale. This would include the bank in Panama;

RESOLVES:

TRANSLATION

Page 2 of 2
Resolution SBP-0161-2015

ONE: **TO ORDER** the extension of the period of **REORGANIZATION** of **BANCA PRIVADA D'ANDORRA (PANAMÁ), S.A.**, a corporation registered on Page 737102 (S) in the Mercantile Section of the Public Registry of Panama and the holder of an International Banking License granted by means of Resolution SBP 154-2011 dated 11 November 2011. The Reorganization must be completed within a ninety (90) -day period that may be curtailed or extended by the Superintendency as provided for in Article 142 Paragraph 3 of the Banking Law.

TWO: **TO MAINTAIN** operative, where applicable, the contents of Resolution SBP 77-2015 dated 8 May 2015 and Resolution SBP 130-2015 dated 7 August 2015, which extended the Reorganization period.

THREE: **TO ORDER** posting of a Notice including a transcription of this Resolution for five (5) business days in a visible and public place in the Bank's main offices. In like manner, a copy of this Resolution will remain posted during the period of Reorganization.

FOUR: **TO ORDER** the Public Registry to make the relevant marginal notation of the extension of the period of Reorganization of **BANCA PRIVADA D'ANDORRA (PANAMÁ), S.A.**, registered on Page 737102 (S) in the Mercantile Section of the Public Registry of Panama, ordered by Resolution SBP 77-2015 dated 8 May 2015.

FIVE: **TO ORDER** the publication of this Resolution in a newspaper with broad national circulation for five (5) business days.

This Resolution shall become effective on Friday, six (6) November, 2015.

This Resolution may be appealed to the Third Chamber of the Supreme Court of Justice, which has full jurisdiction over administrative litigation. This appeal will not suspend the administrative actions.

LEGAL GROUNDS: Article 16 Paragraph I Subparagraph 4; Articles 141 and following articles of the Banking Law. (Decree Law 9 of 1998, amended, among others, by Decree Law 2 dated 22 February 2008 and re-edited as a consolidated text adopted by Executive Decree 52 dated 30 April 2008.)

Given in the city of Panama on the twenty-third (23rd) day of October, two thousand fifteen (2015).

FOR COMMUNICATION, PUBLICATION AND ENFORCEMENT,

THE SUPERINTENDENT OF BANKS,

Ricardo G. Fernandez D.

/cug