

BYLAWS OF RIMAC SEGUROS Y REASEGUROS

TITLE ONE:

NAME, PURPOSE, DURATION AND REGISTERED OFFICE

SECTION 1.- The name of the Corporation is **RIMAC SEGUROS Y REASEGUROS**.

SECTION 2.- The purpose of the Corporation is to perform any type of insurance, reinsurance and coinsurance operations as well as any and all operations, acts, and contracts necessary to provide risk coverage or to issue surety bonds related to affirmative and negative duties, including the assignment or acceptance of reinsurance, if applicable, and to make investments. The Corporation may also grant credits to the insured parties for the payment of their premiums.

Additionally, and with the prior authorization of the Superintendency of Banking and Insurance, the Corporation may issue guarantees, enter into commissions of trustee and trust assignments, partner with other insurance companies in order to create reinsurance systems as cedants and reinsurers in connection with all or some lines of insurance, and carry out any other authorized operations, with the consent of the insured party; and, in general, perform any other commercial activity directly or indirectly related to the aforementioned operations.

All the activities mentioned in this Section may be performed inside or outside the Peruvian territory, with the prior authorization of the Superintendency of Banking and Insurance.

SECTION 3.- The Corporation started its activities on September 03, 1896 and has indefinite duration.

SECTION 4.- The Corporation's registered office is located in the city of Lima. The Corporation may establish subsidiaries, branches, agencies or special offices at any place deemed appropriate by the Board of Directors, with the prior authorization of the Superintendency of Banking and Insurance.

TITLE TWO:

CAPITAL STOCK AND SHARES

SECTION 5.- The Corporation's capital stock amounts to PEN 1,260,000,000 (One billion two hundred and sixty million Soles), represented by 1,260,000,000 ordinary shares with a face value of PEN 1 (One Sol) each. The capital stock has been fully paid up.

SECTION 6.- The Corporation may issue different classes of shares. The difference may lie in the rights conferred upon their holders or in the obligations of their holders or in both of them at the same time. All the shares of a class shall have the same rights and obligations.

SECTION 7.- The shares issued, regardless of their class, shall be represented by certificates to be entered on the Share Register or by book entries or in any other manner permitted by law. Two or more of the above-described systems may be used simultaneously; and, in the event of a discrepancy, the information recorded in the book or in the loose sheets, as the case may be, shall prevail. Share certificates, whether provisional or final, must contain at least the following information:

1. The name, registered office and duration of the Corporation; the date of the notarially recorded instrument of incorporation; the name of the Notary before whom it was executed; and the data related to its filing with the appropriate Public Records Office;
2. The amount of the capital stock and the face value of each share;
3. The shares represented by the certificate, the class of such shares, and the rights and obligations appertaining to such shares;
4. The amount disbursed and the indication that it is fully paid-up;
5. The encumbrances or liens that may have been created on the shares;
6. Any limitation on the transferability of the shares; and
7. The issue date and number of the certificate.

Certificates shall be signed by two managers of the Corporation.

SECTION 8.- The creation of shares, when appropriate, and the issuance of shares, whether they are represented by provisional or final certificates, shall be entered on the Share Register or any system chosen. The transfers, exchanges and splits of shares, the creation of rights and encumbrances thereon, the limitations on the transfer thereof, and the agreements entered into among shareholders or between shareholders and third parties related to the shares or aimed at the exercise of the rights inherent therein, shall also be recorded in the Share Register. If applicable, the previous certificate from the Superintendency of Banking and Insurance shall be accompanied.

The representation of securities by means of book entries is governed by the securities market legislation.

The transfers, exchanges and splits of shares, the creation of rights and encumbrances thereon, the limitations on the transfer thereof, and the agreements entered into among shareholders or between shareholders and third parties, shall be notified in writing to the Corporation so that they may be entered on the Share Register. The minutes inserted or drafted in the Share Register shall be signed by one of the Corporation's Managers.

When the shares are represented by certificates, their transfer may be evidenced by delivering to the Corporation the certificate endorsed for their annulment and replacement with a new one issued in the name of the new holder.

Any share transfer shall be registered with the Superintendency of Banking and Insurance. In the case of share transfers carried out after close of the trading session, the General Manager shall be responsible for submitting to the Superintendency of Banking and Insurance, within the first ten business days of each month, a list of all transfers made in the previous month.

SECTION 9.- Given the anonymous nature of the Corporation, each shareholder's liability is limited to the payment of the face value of the share or shares subscribed.

SECTION 10.- The shares are indivisible, even when each share is owned by several individuals. The co-owners shall appoint a single person to exercise the shareholder's rights and shall be jointly and severally liable to the Corporation for the obligations derived from their capacity as shareholders. The appointment shall be made through a letter bearing the authenticated signatures of the co-owners representing more than fifty percent of the rights and actions over the co-owned shares.

If the shares are subject to a pledge or usufruct and the voting right of a part of them has been assigned, such shares may be represented by the appropriate person according to the document whereby the pledge or usufruct is created.

The Corporation shall regard as the owner of every share anyone who appears as such on the Share Register.

In the event of a dispute regarding the ownership of the shares, the Corporation shall authorize the exercise of shareholders' rights to such person registered as the owner, unless otherwise ordered by a court decision.

The shares owned by legal entities may be represented by one or more representatives or attorneys-in-fact legally authorized and appointed as such for that purpose before the Corporation.

SECTION 11.- The Board of Directors shall be authorized to issue provisional and final share certificates and to exchange and split them, as requested by the shareholders.

SECTION 12.- Each share confers the right to one vote at the General Meetings of Shareholders, except for the election of the members of the Board of Directors, which is governed by Section 30 of these bylaws. The capacity as shareholder confers at least the following rights:

1. Participate in the distribution of profits and of the net equity resulting from liquidation;
2. Take part and vote in the general or special meetings, as applicable;
3. Supervise, as established in the law and the bylaws, the transaction of corporate business;
4. Be preferred, with the exceptions and in the manner established in the law, for:
 - a. The subscription of shares in the event of capital increase and in all other cases of share placement; and
 - b. The subscription of obligations or other securities convertible into or entitled to be converted into shares; and
5. Withdraw from the Corporation in those cases established by law.

The ownership of the share implies full submission to the provisions of these bylaws and to all the resolutions adopted by the Board of Directors and the

General Meeting of Shareholders pursuant to these bylaws, without prejudice to the rights of challenge and withdrawal granted by law to the shareholder.

There are no limitations on the free transferability of the shares.

SECTION 13.- One or more classes of voting or non-voting shares may be created. Non-voting shares are not computed to determine the quorum of the General Meeting of Shareholders and confer upon their holders the right to receive the preferred dividend established by the General Meeting of Shareholders.

Non-voting shares shall also confer upon their holders the capacity as shareholders and at least the following rights:

1. Participate in the distribution of profits and of the net equity resulting from liquidation, with the preferred rights in the distribution of dividends established by the General Meeting of Shareholders;
2. Be informed, at least on a semiannual basis, of the activities and management of the Corporation;
3. Challenge any resolutions that may impair their rights;
4. Withdraw from the Corporation in those cases established by law and the bylaws; and
5. In the case of capital increases:
 - a. Subscribe voting shares in proportion to their shareholding in the capital stock, if the General Meeting of Shareholders agrees to increase the capital stock solely through the creation of voting shares.
 - b. Subscribe voting shares in proportion to, and in such number as necessary to maintain their, shareholding in the capital stock, if the General Meeting of Shareholders agrees that the increase will include the creation of non-voting shares, but in a number which is insufficient for the holders of such shares to maintain their shareholding in the capital stock.
 - c. Subscribe non-voting shares in proportion to their shareholding in the capital stock if the General Meeting of Shareholders agrees on capital increases that are not limited to the creation of voting shares or agrees to increase the capital stock solely through the creation of non-voting shares.
 - d. Subscribe obligations or other securities convertible into or entitled to be converted into shares, applying the rules set forth in the foregoing items in respect of the issuance of obligations or convertible securities.

The Corporation may create voting or non-voting treasury shares. Treasury shares may not be recorded under the capital account of the balance sheet until they are issued.

Treasury shares are issued by the Corporation only when they are subscribed and paid up at no less than 25% of the face value of each share. The treasury shares created in accordance with this Section may not represent more than 20% of the total number of shares issued.

The shareholders have preemptive rights to subscribe the treasury shares. When it is resolved to issue them, the Corporation shall deliver to the pertinent shareholder the preemptive subscription certificate, in which case the preemptive subscription right shall be exercised within a term not to exceed five (5) business days from the date on which the Corporation announces the placement of treasury shares.

SECTION 14.- In case of loss, theft or misplacement of a share certificate, the Corporation shall issue a new certificate in favor of the person appearing as owner in the Share Register; provided that such person requests so through notarial means, in which case the original shall be rendered ineffective, or unless this is handled judicially.

TITLE THREE: SHAREHOLDERS' MEETINGS

SECTION 15.- The Shareholders' Meeting is the supreme body of the Corporation. The shareholders gathered in a General Meeting of Shareholders duly convened and with the statutory quorum decide, by the majority vote established by law, upon matters within their area of competence.

The General Meeting of Shareholders may be held at a place other than the registered office, as determined by the Board of Directors, and may not be held outside the city of Lima.

SECTION 16.- The General Meeting of Shareholders shall mandatorily meet once a year, within three (3) months following the end of the financial year. It has the following duties:

1. Express an opinion on the corporate management and on the economic results of the prior fiscal year, disclosed in the financial statements;
2. Resolve on the appropriation of profits, if any;
3. Appoint, when appropriate, the members of the Board of Directors and set their fees;
4. Designate or delegate to the Board of Directors the designation of the external auditors, when applicable; and
5. Resolve on all other matters within its area of competence, as established in these bylaws, and on any other matter indicated in the notice of meeting.

SECTION 17.- The General Meeting of Shareholders shall also have the following duties:

1. Remove the members of the Board of Directors and appoint their replacements;
2. Amend the bylaws;
3. Increase or reduce the capital stock;
4. Issue obligations;
5. Agree on the disposal, in a single transaction, of assets with a carrying value exceeding fifty percent (50%) of the Corporation's capital stock;
6. Order investigations and special audits;
7. Agree on the transformation, merger, spin-off, reorganization, dissolution and liquidation of the Corporation; and

8. Resolve on those matters that may be required in the Corporation's interest.

When there are several classes of shares, the resolutions of the General Meeting of Shareholders affecting the specific rights of any of them shall be adopted in a separate, special meeting held by the shareholders of the affected class of shares; such special meeting shall be governed by the provisions of the General Meeting of Shareholders.

SECTION 18.- The Board of Directors shall call the General Meeting of Shareholders when required by law or the bylaws, when resolved by the Board of Directors in those cases where it considers that this is necessary in the Corporation's interest, or when requested by a number of shareholders representing at least twenty percent (20%) of the subscribed voting shares.

The notice of an Annual General Meeting of Shareholders must be published once in "El Peruano" Official Gazette and in one of the newspapers with widest circulation in Lima, at least ten (10) days in advance of the date of the meeting, and in all other cases, except where the law or the bylaws establish longer terms, at least three (3) days in advance.

SECTION 19.- Without prejudice to the provisions of the foregoing Sections, the General Meeting of Shareholders shall be deemed validly convened and constituted to discuss any matter and adopt the pertinent resolutions, provided that the shareholders representing all the subscribed voting shares are present and unanimously accept to hold the meeting and discuss the matters proposed.

SECTION 20: The documents, motions and projects related to the purpose of the General Meeting of Shareholders must be available for the shareholders at the Corporation's offices or at the place where the General Meeting of Shareholders is held, as from the date of publication of the notice of the meeting during the office hours of the Corporation.

The shareholders may request, prior to the General Meeting of Shareholders, or during the development thereof, the reports or clarifications deemed necessary with regard to the matters specified in the notice of meeting. The Board of Directors is bound to provide them, except in those cases where it considers that the disclosure of the data requested is detrimental to the Corporation's interests. This exception does not apply when the request is made by a number of shareholders present in the meeting representing at least twenty-five percent (25%) of the subscribed voting shares.

SECTION 21.- The holders of voting shares that were registered in their names in the Share Register at least two (2) days before the date set for the General Meeting of Shareholders may attend the General Meetings of Shareholders and exercise their rights.

The Directors and the General Manager who are not shareholders may attend the General Meetings of Shareholders with the right to speak but without the right to vote.

Furthermore, the General Meeting of Shareholders or the Board of Directors may order any officers, professionals and technicians who are at the service of the Corporation or

other persons interested in the good conduction of the corporate business to attend the meetings with the right to speak but without the right to vote.

All shareholders who have the right to participate in the General Meetings of Shareholders may be represented by one or more persons. Representation must be conferred through a written document and for each meeting, unless powers of attorney have been granted by a notarially recorded instrument. Proxies must be registered with the Corporation no less than twenty-four (24) hours before the time set for the General Meeting of Shareholders.

The representation in the General Meeting of Shareholders may be revoked. If the principal personally attends the meeting, the special proxy granted shall be revoked and the power of attorney granted by a notarially recorded instrument shall be suspended for such meeting. The provisions of this paragraph shall not apply in the case of irrevocable powers of attorney, express agreements or other cases permitted by law.

The Superintendent of Banking and Insurance or the person appointed by him shall also be authorized to attend the General Meeting of Shareholders.

SECTION 22.- The originally called General Meeting of Shareholders shall be deemed validly constituted when at least fifty percent (50%) of the subscribed voting shares is represented. For an adjourned meeting, the attendance of shareholders representing at least one third of the subscribed voting shares shall suffice.

The resolutions shall be adopted with the affirmative vote of the absolute majority of the subscribed voting shares represented in the meeting. For an adjourned meeting, the affirmative vote of shareholders representing at least one fourth (1/4) of the subscribed voting shares shall be required.

SECTION 23.- In order for the General Meeting of Shareholders to validly adopt resolutions on the matters referred to in paragraphs 2, 3, 4, 5 and 7 of Section 17 of these bylaws, the attendance of a number of shareholders representing at least two thirds (2/3) of the subscribed voting shares shall be required in the case of an originally called meeting. The attendance of a number of shareholders representing at least three fifths (3/5) of the subscribed voting shares shall suffice to hold an adjourned meeting.

The resolutions shall be adopted with the affirmative vote of the absolute majority of the subscribed voting shares.

However, when the resolutions related to the various items of Section 17 above must be adopted in compliance with an imperative legal provision, the above-mentioned majority and quorum shall not be required.

SECTION 24.- The General Meeting of Shareholders shall be presided over by the Chairman of the Board of Directors and, in his/her absence, by the Vice-Chairman and, in the absence of both of them, by the director or shareholder designated by the Chairman. Such designation must be evidenced by any written, electronic or any other type of means. If no such designation has been made, the General Meeting shall be

presided over by the shareholder designated by it. The General Manager or, in any case, the person designated by the General Meeting of Shareholders, shall act as Secretary.

SECTION 25.- At the request of a number of shareholders representing at least twenty-five percent (25%) of the subscribed voting shares, the General Meeting of Shareholders shall be adjourned for a single time for no less than three (3) and no more than five (5) days, without a new notice of meeting being required, in order to discuss and vote on those matters about which they consider not to be sufficiently informed.

Irrespective of the number of meetings into which a Meeting of Shareholders may be finally divided, it shall be considered a single meeting and a single minutes shall be drafted.

SECTION 26.- Before the General Meeting of Shareholders is constituted, the list of attendees must be prepared, which shall state the position or representation of each one of them and the number of their own or third parties' shares they represent, and the shares must be classified according to their class, if any. At the foot of the list, the number of represented shares and their percentage with respect to the total shares must be determined, indicating the percentage of each and every class of shares, if any.

The quorum is calculated and established at the beginning of the meeting. Upon confirming the quorum, the Chairman calls the meeting to order.

In a General Meeting of Shareholders called to discuss matters which, pursuant to law or the bylaws, require a different number of attendees, when this is expressly stated and placed on record by a shareholder at the time the list of attendees is prepared, the shares of such shareholder shall not be taken into account to establish the quorum required to deal with one or several of the matters referred to in Section 17 hereof.

The shares held by the shareholders arriving at the meeting after it is constituted shall not be computed to establish the quorum; however, the voting right of such shares may be exercised.

Voting rights may not be exercised by a person who has, for his/her own account or that of third parties, a conflict of interest with the Corporation. In this case, the shares in respect of which the voting right can be exercised may be considered in the calculation to establish the quorum of the General Meeting of Shareholders, but not in the calculation to establish the voting majorities.

SECTION 27.- The General Meeting of Shareholders and the resolutions adopted therein shall be recorded in minutes, which shall contain a summary of the meeting. Such minutes may be kept in a book specifically opened for that purpose, on loose sheets or in any other form permitted by law. When the minutes are kept in books or loose sheets, they must be authenticated pursuant to law. In this regard, the following rules shall apply:

1. The minutes of each meeting must state the place, date, and time at which it was held; whether it was an original meeting or an adjourned meeting; the names of

the persons who acted as Chairman and Secretary; the voting method and results; and the resolutions adopted.

2. The list of attendees acting on their own behalf or on behalf of other shareholders must be inserted or added, with an indication of the number of shareholders present or represented, the capital stock amount paid for such shares, and the dates and newspapers in which the notices of meeting were published.
3. The shareholders present or represented and those persons entitled to attend the General Meeting of Shareholders are authorized to request that their opinions and voting be recorded in the minutes. The minutes, including a summary of the interventions referred to in the previous paragraph, shall be drawn up by the Secretary within five (5) days after the General Meeting of Shareholders was held.
4. The minutes approved in the meeting itself must contain proof of such approval and be signed in the same act by at least the Chairman, the Secretary and a shareholder appointed to that end.
5. When the minutes are not approved in the meeting itself, at least two shareholders shall be appointed so that they, along with the Chairman and the Secretary, review and approve such minutes. The minutes shall be approved and signed within a period of ten (10) days after the date of the meeting and made available to the attending shareholders or their representatives, who may record their observations or disagreements by means of a notarized letter.
6. Any attending shareholder may sign the minutes.
7. The minutes have legal effects as from their approval.
8. When, due to any circumstances, the minutes of a General Meeting of Shareholders may not be included in the respective book, a special document shall be issued and transcribed in the book as soon as possible.

In the case of General Meetings of Shareholders held by unanimous agreement of shareholders representing 100% of the capital stock, as referred to in Section 19 hereof, the minutes must necessarily be signed by all the attending shareholders, unless they signed the list of attendees and such list specifies the number of shares they hold and the different matters included in the notice of meeting. In this case, the signing of the minutes by the Chairman, the Secretary and one shareholder designated to that end shall suffice; and the list of attendees shall be considered an integral and inseparable part of the minutes.

SECTION 28.- Any member of the General Meeting of Shareholders, even when absent from the meeting, shall have the right to be provided with, at his/her own expense, a certified copy of the appropriate minutes or of the specific part indicated by him/her. The copy shall be issued by the Corporation's General Manager, under his/her signature and

liability, within a term not to exceed five (5) days calculated as from the date on which the request was received.

The shareholders themselves may challenge those resolutions of the General Meeting of Shareholders that are contrary to law and these bylaws. No challenge shall be admitted when the resolution has been revoked or replaced with another resolution adopted pursuant to law, the Articles of Incorporation of the bylaws.

TITLE FOUR: THE BOARD OF DIRECTORS

SECTION 29.- The management of the Corporation shall be the responsibility of the Board of Directors and of one or more managers. The Board of Directors is the collegiate body elected by the General Meeting of Shareholders and is composed of no less than five (5) and no more than thirteen (13) members, as decided from time to time by the General Shareholders Meeting. The General Meeting of Shareholders may appoint alternate directors for each regular director as well as substitute directors, setting in this case their number. If a regular director does not attend a meeting of the Board of Directors, he/she shall be replaced by his/her alternate director, if any, without any prior or subsequent notice being required.

The substitute directors may replace the regular directors in the absence of their respective alternate directors or when the regular directors do not have any appointed alternate directors.

The grounds for vacancy set forth in Section 89, paragraph 2 of Law 26702 shall not operate to the extent that the alternate director or substitute director attend the meetings.

SECTION 30.- The regular, alternate and substitute directors shall be elected by the General Meeting of Shareholders through the cumulative voting procedure, and may be removed at any time.

For purposes of the election of the Board of Directors, each share of whatever class confers the right to as many votes as Directors to be elected and each voter may either accumulate his/her votes in favor of a single person or distribute them among several persons.

Those who obtain the greatest number of votes shall be appointed Directors, in sequential order.

If two or more persons obtain an equal number of votes and not all of them may become members of the Board of Directors because the number of Directors set in the bylaws does not allow this, a raffle shall be carried out to decide who of them shall become Directors.

The provisions of this Section shall not apply if the Directors are elected by unanimous vote.

SECTION 31.- The term of office of regular, alternate and substitute Directors is one (1) year, and Directors may be reelected for an indefinite period of time. The Board of Directors is completely renewed at the end of its term of office, including those Directors who were appointed to complete periods. The term of office of the Board of Directors expires when the General Meeting of Shareholders resolves on the financial statements for the latest fiscal year and elects the new Board of Directors. However, the Board of Directors shall remain in office even though the term of office has expired, until the new Board is elected.

SECTION 32.- The position of Director becomes vacant due to death, resignation, removal, failure to attend the meetings in excess of the statutory limit, or any other impediment established by law.

SECTION 33.- The position of Director is personal; therefore, it cannot be delegated. The members of the Board of Directors may not hold any executive position in the Corporation, except for the Chairman and the General Manager.

In accordance with law, any election of Directors shall be immediately notified to the Superintendence of Banking and Insurance. At the time of accepting the office, each Director elected by the General Meeting of Shareholders shall provide a sworn statement declaring that he/she is not subject to any impediment set forth by law.

SECTION 34.- The Board of Directors shall hold ordinary meetings at least once a month and shall also meet whenever a Board meeting is called by the Chairman or the person acting as such or whenever requested by any Director or by the General Manager. Each director shall be invited to participate at least three (3) days in advance through notices with acknowledgment of receipt, or by fax or e-mail if the Directors have an accredited fax number or e-mail address. The notice of meeting shall state the place – either in Peru or abroad –date and time of the meeting as well as the matters to be discussed, unless all the Board members are present and record in the minutes book their consent to hold the meeting without prior notice, in which case the Board meeting may be held immediately.

The Board of Directors may adopt resolutions without holding a meeting by unanimous consent of its members, provided such resolutions are confirmed in writing.

Remote meetings may also be held through written, electronic or other kind of means that enable communication and guarantee the authenticity of the resolutions. For this purpose, it shall be sufficient for the General Manager to inform each member of the Board of Directors on the matters of interest to the Corporation that require Board approval, and such members shall submit their comments and cast their votes through the statutory means chosen. Any Director may object to the use of this procedure and request that a face-to-face meeting be held.

SECTION 35.- In order for the Board to validly operate, the presence of half of its members plus one is required.

SECTION 36.- Each Director has the right to one (1) vote. Board resolutions shall be adopted with the affirmative vote of the absolute majority of the Directors in attendance. In the event of a tie, the Chairman shall have a casting vote.

The Director who has a personal interest, either for his/her own account or that of a third party, in any matter submitted to the consideration of the Board of Directors must inform this and may refrain from participating in the deliberation and resolution concerning such matter.

The Director who has an interest – in any matter – that is in conflict with that of the Corporation must inform this to the Board of Directors and refrain from participating in the deliberation and resolution concerning such matter.

The meetings and resolutions of the Board of Directors shall be recorded in a minutes book or on loose sheets of the Board of Directors, duly authenticated pursuant to law.

The minutes shall be signed by those who acted as Chairman and Secretary of the meeting or by the persons expressly designated for that purpose. Any Director may sign the minutes if so desired. The following procedure shall be applied for the approval, transcription and signing of the meeting minutes:

- a. The Secretary shall prepare the draft minutes, which shall state the date of the meeting, the name of the Directors in attendance, the matters discussed, the resolutions adopted, the votes casted in each case, and the matters that the Directors may have desired to place on record.

Said draft minutes shall be drawn up and be available to the Directors at the offices of the Corporation's Management within a term of seven (7) business days after the date of the meeting.

- b. The Directors may raise reasoned observations on such draft minutes within a term of three (3) business days following the term established in the previous item. If they fail to do so within such term, the draft minutes shall be deemed to have been approved.
- c. Immediately after expiry of the above-mentioned term, the Secretary shall transcribe the minutes in the minutes book or loose sheets of the Board of Directors, pursuant to the provisions of this Section.

SECTION 37.- The Board of Directors has the fullest powers of legal representation and management necessary for the administration and good conduct of the Corporation's business in line with its purpose. Only those acts that, according to the law and the bylaws, are under the exclusive responsibility of the General Meeting of Shareholders are excluded from the area of competence of the Board of Directors.

The main duties of the Board of Directors include:

- a) Appoint the Chairman and the Vice-Chairman.

- b) Regulate its own operation.
- c) Accept the resignation of its members and fill the resulting vacancies in those cases contemplated by law and the bylaws.
- d) Delegate to one or more of its members or to officers of the Corporation the exercise of certain powers or entrust them with certain matters. For this purpose, it may grant general or special, individual or joint powers of attorney.
- e) Appoint the managers, assistant managers, and attorneys-in-fact of the Corporation, and determine their obligations and compensations; remove them and/or revoke their powers and authority.
- f) Call General Meetings of Shareholders and implement the resolutions adopted.
- g) Prepare the annual report, the balance sheet, the income statement, and any other financial statement or document required by law, as well as the proposal for the distribution of profits, and submit them to the General Meeting of Shareholders on a yearly basis, along with the report on the external audit conducted by the respective firm of chartered public accountants.
- h) Draft the internal regulations of the Corporation.
- i) Instruct the application of the Corporation's funds observing the limits and prohibitions established by law, the provisions of the Superintendency of Banking and Insurance and Private Pension Fund Management Companies, and these bylaws; and instruct the creation of the statutory reserves and their backing, the capital stock of the Corporation through investments in assets and/or their placement, ensuring that the limits prescribed by the applicable regulations or the competent authority are not exceeded under any circumstance.
- j) Authorize the execution of the contracts that are deemed appropriate for the Corporation, such as the purchase and sale of personal and real property, including securities; contract loans and obligations, with or without security; carry out any kind of credit transactions; create or receive in guarantee pledges and mortgages, and furnish guarantees. Make investments, grant credits to the insured parties for the payment of their premiums, and carry out commissions of a trustee and trust assignments such as authorizing the association with other insurance companies in order to form reinsurance systems.
- k) Establish every rule and regulation deemed necessary for the good performance of the Corporation, including the creation of subsidiaries under the applicable legislation.

This list is merely illustrative and not restrictive; therefore, the Board of Directors shall exercise all the necessary powers of legal representation and management that are directly or indirectly related to the accomplishment of the corporate purpose.

SECTION 38.- The Directors shall be paid the annual compensation determined by the General Meeting of Shareholders. If profits were not recorded during the year, the compensation of the Directors shall be agreed by the General Meeting of Shareholders.

SECTION 39.- In case of vacancy or simple absence or impediment of the Chairman of the Board of Directors, the Vice-Chairman shall take over his/her duties. The intervention of the Vice-Chairman is sufficient to evidence the impediment or absence of the Chairman. In case of simple absence or impediment of both of them, the Chairman of

the Board of Directors may appoint the Director who shall replace him/her, and must evidence such appointment through any written, electronic or any other means. If no such appointment is made, the Director elected by the Directors in attendance shall replace him/her.

TITLE FIVE: MANAGERS

SECTION 40.- The General Manager and the managers shall be responsible for the management of the Corporation, according to the powers granted to them by the bylaws or by the Board of Directors.

The Corporation may have one or more managers. Legal entities may not be appointed as managers. The position of General Manager is not compatible with the position of Director. The appointment of managers shall be notified to the Superintendency of Banking and Insurance through a certified copy of the minutes evidencing such appointment.

The General Manager shall have the following duties:

1. Enter into and execute any ordinary acts and contracts related to the corporate purpose;
2. Represent the Corporation vested with the general and special powers outlined in the Code of Civil Procedure;
3. Attend the meeting of the Board of Directors with the right to speak, but without the right to vote, unless the Board of Directors decides to hold confidential meetings;
4. Attend the General Meetings of Shareholders with the right to speak, but without the right to vote, unless otherwise decided;
5. Issue records and certifications concerning the contents of the record and corporate books.
6. Act as secretary in the General Meetings of Shareholders and Board of Directors' meetings.
7. Issue records and certifications concerning the contents of the record and corporate books.
8. Use the corporate seal, issue and send letters and correspondence, and ensure that the accounting books are up to date;
9. Keep the books and documents in accordance with law.
10. Inform the Board of Directors, at least on a semiannual basis, on the economic performance of the Corporation, cross-checking such information against that of the former quarter and the goals set for the period; render account of the status of the corporate businesses to the Board of Directors whenever so requested by it; and submit in a timely manner the balance sheet and the income statement for each fiscal year and the data necessary for the preparation of the annual report.
11. Inform the Board of Directors, on the first occasion on which it holds a meeting, any communication sent by the Superintendency of Banking and Insurance to the Corporation regarding any provision or any investigation made or containing recommendations for the corporate businesses.

12. Report the Board of Directors, on each ordinary meeting and in writing, on all the credits and guarantees that may have been granted to each client as from the preceding meeting, as well as on the investments and sales made, when in one or the other case the limit set by the Superintendency of Banking and Insurance is exceeded.
13. Exercise all other powers conferred by law and the Board of Directors.
14. The creation of other management positions shall imply the granting of the respective powers.

TITLE SIX: BALANCE SHEET AND APPROPRIATION AND DISTRIBUTION OF PROFITS

SECTION 41.- The financial year of the Corporation shall close on December 31 of each year. The Board of Directors shall prepare the annual report, the financial statements and the proposal for the appropriation of profits, if any, within the statutory term. The documents related to such information shall be submitted to the consideration of the Annual General Meeting of Shareholders to be held on the first quarter of the next year, along with the report on the external audit. The Board of Directors shall make them available to the shareholders at the registered office at least ten (10) days before such meeting is held.

SECTION 42.- The liquid profits earned by the Corporation shall be appropriated as resolved by the General Meeting of Shareholders in accordance with the law. However, it must be taken into account that no less than ten percent (10%) of each year's profits, after deducting the income tax, shall be allocated to the creation of a legal reserve, until reaching an amount equal to no less than thirty-five percent (35%) of the capital stock.

SECTION 43.- Dividends may be only paid on the profits earned or the restricted reserves, provided that the net equity is not less than the capital paid up. All the Corporation's shares, even if they have not been fully paid up, confer the same right to the dividend, regardless of when they have been issued or paid up.

The provisions of this and the previous Sections are subject to the provisions set forth by law or enacted by the competent authority regarding replenishment of the minimum capital of the Corporation.

TITLE SEVEN: GENERAL PROVISIONS

SECTION 44.- The Corporation shall carry out a liquidation process in those cases provided for by law and when resolved by the General Meeting of Shareholders called for this purpose. The dissolved corporation retains its legal personality during the liquidation process. Upon resolving on the liquidation, the General Meeting of Shareholders shall appoint the liquidators and shall establish their powers, duties and remunerations pursuant to law.

In the cases of intervention and/or dissolution or liquidation established by the Superintendency of Banking and Insurance, the provisions set forth by law and the competent authority shall apply.

SECTION 45.- All matters not provided for herein shall be solved in accordance with the General Act on the Financial and Insurance Systems, the rules specifically applicable to insurance, as replaced, amended and supplemented and, on a supplementary basis, with all other applicable administrative statutory provisions.