

**BBVA BANCO CONTINENTAL AND SUBSIDIARIES**  
**Consolidated Statements of Financial Position**  
**As of September 30, 2013 and December 31, 2012**  
**Nuevos Soles in thousands**

	Notes	As of September 30, 2013	As of December 31, 2012		Notes	As of September 30, 2013	As of December 31, 2012
<b>ASSETS</b>				<b>LIABILITIES AND SHAREHOLDERS' EQUITY</b>			
<b>CURRENT ASSETS</b>				<b>LIABILITIES</b>			
Cash and due from banks	3	13,387,146	12,641,028	<b>CURRENT LIABILITIES</b>			
Interbank Funds	9	95,117	32,408	Obligations to the public	8	35,298,572	32,054,519
Investments at fair value through profit and loss	4	183,026	160,810	Interbank Funds	9	256,030	234,964
Available-for-sale Investments	4	2,664,912	2,289,134	Deposits from financial institutions and international financial organizations		891,672	764,991
Held to maturity investments	4	444,636	436,829	Due to banks and correspondents and other financial obligations	10	202,935	1,995,545
Derivatives for negotiation	15	585,440	490,434	Derivatives for negotiation	15	599,942	375,293
Hedging derivatives	15	22,723	158,878	Hedging derivatives	15	43,856	-
Loans, Net	5			Other accounts payable	7	328,929	458,633
Performing Loans		16,131,088	13,829,316	Provisions	7	507,410	463,337
Restructured Loans		1,757	2,631	Current income tax		2,318	-
Refinanced Loans		499,555	411,837	Other liabilities	7	98,086	148,423
Past due loans		140,300	80,475	<b>TOTAL CURRENT LIABILITIES</b>		<b>38,229,750</b>	<b>36,495,705</b>
Loans in legal collection		516,012	313,070	<b>NON-CURRENT LIABILITIES</b>			
		<b>17,288,712</b>	<b>14,637,329</b>	Due to banks and correspondents and other financial obligations	10	11,983,456	8,961,270
Accounts receivable, net	7	17,988	8,248	Deferred income tax		9,730	9,449
Current income tax		377,302	320,517	<b>TOTAL NON-CURRENT LIABILITIES</b>		<b>11,993,186</b>	<b>8,970,719</b>
Non-current assets held for sale		460	175	<b>TOTAL LIABILITIES</b>		<b>50,222,936</b>	<b>45,466,424</b>
Other assets, Net	7	98,656	298,359	<b>SHAREHOLDERS' EQUITY</b>			
<b>TOTAL CURRENT ASSETS</b>		<b>35,166,118</b>	<b>31,474,149</b>	Capital stock		2,724,770	2,226,473
<b>NON-CURRENT ASSETS</b>				Reserves		846,813	722,352
Loans, net	5	18,385,179	17,132,796	Retained earnings		942,594	1,245,769
Assets seized and recovered through legal actions	7	26,581	15,958	Unrealized results		22,215	33,743
Participations in associates		2,434	2,462	<b>Equity attributable to BBVA Banco Continental equity holders</b>	11	<b>4,536,392</b>	<b>4,228,337</b>
Property, Furniture and Equipment, net	6	774,710	685,044	Non-controlling interests		-	-
Intangibles other than goodwill (net)		266	304	<b>TOTAL SHAREHOLDERS' EQUITY</b>	11	<b>4,536,392</b>	<b>4,228,337</b>
Deferred income tax	7	404,040	384,048	<b>TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY</b>		<b>54,759,328</b>	<b>49,694,761</b>
<b>TOTAL NON-CURRENT ASSETS</b>		<b>19,593,210</b>	<b>18,220,612</b>				
<b>TOTAL ASSETS</b>		<b>54,759,328</b>	<b>49,694,761</b>	Contingent accounts		35,821,924	30,428,282
Contingent accounts		35,821,924	30,428,282	Memoranda accounts		149,602,529	133,462,111
Memoranda accounts		149,602,529	133,462,111				

Note: According to Resolution SBS N° 7036-2012, comparative 2013 quarterly Financial Statements for the period (March, June and September), will be disclosed as may be applicable. 2012 figures in these financial statements are the best approximation of comparable information.

**BBVA BANCO CONTINENTAL AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF INCOME**  
For the periods ended September 30, 2013 and 2012  
Nuevos Soles in thousands

Notes	For the specific three-months period from July 1 and September 30, 2013	For the specific three-months period from July 1 and September 30, 2012	For the accumulated period from January 1 and September 30, 2013	For the accumulated period from January 1 and September 30, 2012
	S/.000	S/.000	S/.000	S/.000
<b>INCOME FROM ORDINARY ACTIVITIES</b>	<b>922,129</b>	<b>825,212</b>	<b>2,698,310</b>	<b>2,448,210</b>
Interest income	922,129	825,212	2,698,310	2,448,210
<b>OPERATIONAL COSTS</b>	<b>(275,260)</b>	<b>(278,169)</b>	<b>(837,306)</b>	<b>(722,762)</b>
Interest expenses	(275,260)	(278,169)	(837,306)	(722,762)
<b>GROSS FINANCIAL MARGIN</b>	<b>646,869</b>	<b>547,043</b>	<b>1,861,004</b>	<b>1,725,448</b>
Loan loss Provisions	(115,620)	(139,093)	(384,687)	(346,417)
<b>GROSS FINANCIAL MARGIN AFTER PROVISIONS</b>	<b>531,249</b>	<b>407,950</b>	<b>1,476,317</b>	<b>1,379,031</b>
Income and expenses from financial services, net	172,892	184,019	486,648	469,633
Results from financial operations (ROF)	115,930	166,190	353,690	287,934
Administrative expenses	(328,404)	(291,803)	(947,770)	(835,265)
Valuation of assets and other provisions	(30,647)	(12,658)	(70,127)	(50,608)
<b>OPERATING MARGIN</b>	<b>461,020</b>	<b>453,698</b>	<b>1,298,758</b>	<b>1,250,725</b>
Other income and expenses	(2,460)	(33,892)	(12,312)	(15,146)
<b>INCOME BEFORE INCOME TAXES</b>	<b>458,560</b>	<b>419,806</b>	<b>1,286,446</b>	<b>1,235,579</b>
Income tax expense	(119,814)	(108,677)	(344,104)	(320,850)
<b>NET INCOME FROM CONTINUING OPERATIONS</b>	<b>338,746</b>	<b>311,129</b>	<b>942,342</b>	<b>914,729</b>
<b>NET INCOME</b>	<b>338,746</b>	<b>311,129</b>	<b>942,342</b>	<b>914,729</b>
<b>ATTRIBUTABLE TO:</b>				
Equity holders of BBVA Banco Continental	338,746	311,129	942,342	914,729
Non-controlling interests	-	-	-	-
<b>NET INCOME</b>	<b>338,746</b>	<b>311,129</b>	<b>942,342</b>	<b>914,729</b>
<b>Earnings per share:</b>				
Basic earning per share from continuing operations	0.124	0.114	0.346	0.336
<b>Basic earning per share</b>	<b>0.124</b>	<b>0.114</b>	<b>0.346</b>	<b>0.336</b>
Diluted earning per share from continuing operations	0.124	0.114	0.346	0.336
<b>Diluted earning per share</b>	<b>0.124</b>	<b>0.114</b>	<b>0.346</b>	<b>0.336</b>

Note: According to Resolution SBS N° 7036-2012, comparative 2013 quarterly Financial Statements for the period (March, June and September), will be disclosed as may be applicable. 2012 figures in these financial statements are the best approximation of comparable information.

**BBVA BANCO CONTINENTAL AND SUBSIDIARIES**  
**Consolidated Statement of Comprehensive Income**  
**For the periods ended September 30, 2013 and 2012**  
**Nuevos Soles in thousands**

	Notes	By the quarter specified from July 1 to September 30, 2013	By the quarter specified from July 1 to September 30, 2012	The period accumulated from January 1 to September 30, 2013	The period accumulated from January 1 to September 30, 2012
<b>Net Income</b>		338,746	311,129	942,342	914,729
<b>Other Comprehensive Income:</b>					
Cash flow hedge		(1,829)	-	4,277	-
Other		(1,004)	9,162	(5,793)	31,494
<b>Other Comprehensive Income before taxes</b>		<u>(2,833)</u>	<u>9,162</u>	<u>(1,516)</u>	<u>31,494</u>
<b>Income tax relating to components of other comprehensive income</b>					
Other		1,602	(758)	(279)	(886)
<b>Total of income tax relating to components of other comprehensive income</b>		<u>1,602</u>	<u>(758)</u>	<u>(279)</u>	<u>(886)</u>
<b>Other Comprehensive Income</b>		(1,231)	8,404	(1,795)	30,608
<b>Comprehensive income total for the period, net of income tax</b>		<u><u>337,515</u></u>	<u><u>319,533</u></u>	<u><u>940,547</u></u>	<u><u>945,337</u></u>

**Note: According to Resolution SBS N° 7036-2012, comparative 2013 quarterly Financial Statements for the period (March, June and September), will be disclosed as may be applicable. 2012 figures in these financial statements are the best approximation of comparable information.**

**BBVA BANCO CONTINENTAL AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF CASH FLOWS**  
For the periods ended September 30, 2013 and 2012  
Nuevos Soles in thousands

	Notes	From January 1, 2013, to September 30, 2013	From January 1, 2012, to September 30, 2012
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>			
<b>Net Income</b>		942,342	914,729
<b>Adjustment to reconcile net income to net cash provided by operating activities</b>			
Depreciation and amortization		59,215	52,746
Income tax expense		344,104	320,851
Loan loss and accounts receivable provisions		388,911	332,279
Other provisions		7,905	43,245
Loss (gain) on sale of investments at fair value		-	-
Other		(3,292)	(9,549)
<b>Credits and Debits by net changes in current assets and current liabilities</b>			
<b>(Increase) decrease in assets</b>			
(Increase) decrease in accounts receivable and other accounts receivable		28,701	(174,180)
(Increase) decrease in other assets		265,201	(58,501)
<b>Increase (decrease) in liabilities</b>			
Increase (decrease) in accounts payable and other accounts payable		139,090	26,326
Increase (decrease) in provisions		36,337	22,253
Increase (decrease) in other liabilities		(47,947)	212,929
<b>Total of reconciliation of gain (loss) adjustment</b>			
<b>Payments by :</b>			
Income tax (paid) received		(507,706)	(395,110)
<b>CASH AND CASH EQUIVALENTS PROVIDED BY OPERATING ACTIVITIES, NET</b>		<b>1,652,861</b>	<b>1,288,018</b>
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>			
<b>Collection from:</b>			
Sale of other assets		18,529	24,242
<b>Payments to (by):</b>			
Purchase of property, furniture and equipment		(157,749)	(103,313)
Purchase of other assets		-	(4,889)
<b>CASH AND CASH EQUIVALENTS USED IN INVESTING ACTIVITIES</b>		<b>(139,220)</b>	<b>(83,960)</b>
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>			
Net Increase (decrease) in deposits, debts and obligations		6,456,577	4,371,791
Net Increase (decrease) in loans from banks and financial institutions		(1,835,201)	1,991,692
Net Decrease (increase) in the loan portfolio		(4,283,432)	(2,650,973)
Cash dividends		(623,048)	(733,490)
Other payments relating to financing activities		(419,711)	(1,572,828)
<b>CASH AND CASH EQUIVALENTS PROVIDED BY (USED IN) FINANCING ACTIVITIES</b>		<b>(704,815)</b>	<b>1,406,192</b>
<b>NET INCREASE IN CASH AND CASH EQUIVALENTS</b>		<b>808,826</b>	<b>2,610,250</b>
<b>CASH AND CASH EQUIVALENTS AT THE BEGINNING OF THE PERIOD</b>		<b>12,673,437</b>	<b>8,776,312</b>
<b>CASH AND CASH EQUIVALENTS AT THE END OF THE PERIOD</b>		<b>13,482,263</b>	<b>11,386,562</b>

Note: According to Resolution SBS N° 7036-2012, comparative 2013 quarterly Financial Statements for the period (March, June and September), will be disclosed as may be applicable. 2012 figures in these financial statements are the best approximation of comparable information.

**BBVA BANCO CONTINENTAL AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY**  
For the periods ended September 30, 2013 and 2012  
Nuevos Soles in thousands

	Reserves			Retained earnings	Unrealized Results		Total adjustments to the shareholders' equity	Equity attributable to BBVA Banco Continental equity holders	Non-controlling interest	Total shareholders' equity net
	Capital Stock	Legal Reserves	Special Reserves		Cash flow hedges	Others				
<b>Balance as of January 1, 2012</b>	1,944,232	609,365	-	1,129,187	-	22,279	22,279	3,705,063	-	3,705,063
Adjustments for changes in accounting policies	-	-	-	-	-	-	-	-	-	-
Adjustments for correction of errors	-	-	-	-	-	-	-	-	-	-
<b>Initial balance after adjustments</b>	<u>1,944,232</u>	<u>609,365</u>	<u>-</u>	<u>1,129,187</u>	<u>-</u>	<u>22,279</u>	<u>22,279</u>	<u>3,705,063</u>	<u>-</u>	<u>3,705,063</u>
<b>Changes in equity :</b>										
Comprehensive income:										
Net income	-	-	-	914,729	-	-	-	914,729	-	914,729
Other comprehensive income	-	-	-	-	-	22,942	22,942	22,942	-	22,942
<b>Total comprehensive income</b>	<u>-</u>	<u>-</u>	<u>-</u>	<u>914,729</u>	<u>-</u>	<u>22,942</u>	<u>22,942</u>	<u>937,671</u>	<u>-</u>	<u>937,671</u>
<b>Changes in equity (not included in the comprehensive result)</b>										
Cash dividends declared	-	-	-	(733,826)	-	-	-	(733,826)	-	(733,826)
Issuance of capital stock (other than business combination)	282,241	-	-	(282,241)	-	-	-	-	-	-
Increase (decrease) by Transfer and Other Changes	-	112,896	91	(112,896)	-	-	-	91	-	91
<b>Total changes in equity</b>	<u>282,241</u>	<u>112,896</u>	<u>91</u>	<u>(214,234)</u>	<u>-</u>	<u>22,942</u>	<u>22,942</u>	<u>203,936</u>	<u>-</u>	<u>203,936</u>
<b>Balance as of September 30, 2012</b>	<u><b>2,226,473</b></u>	<u><b>722,261</b></u>	<u><b>91</b></u>	<u><b>914,953</b></u>	<u><b>-</b></u>	<u><b>45,221</b></u>	<u><b>45,221</b></u>	<u><b>3,908,999</b></u>	<u><b>-</b></u>	<u><b>3,908,999</b></u>
<b>Balances as of January 1, 2013</b>	2,226,473	722,261	91	1,245,769	-	33,743	33,743	4,228,337	-	4,228,337
Adjustments for changes in accounting policies	-	-	-	-	-	-	-	-	-	-
Adjustments for correction of errors	-	-	-	-	-	-	-	-	-	-
<b>Initial balance after adjustments</b>	<u>2,226,473</u>	<u>722,261</u>	<u>91</u>	<u>1,245,769</u>	<u>-</u>	<u>33,743</u>	<u>33,743</u>	<u>4,228,337</u>	<u>-</u>	<u>4,228,337</u>
<b>Changes in equity :</b>										
Comprehensive income:										
Net income	-	-	-	942,342	-	-	-	942,342	-	942,342
Other comprehensive income	-	-	-	-	2,994	(14,522)	(11,528)	(11,528)	-	(11,528)
<b>Total comprehensive income</b>	<u>-</u>	<u>-</u>	<u>-</u>	<u>942,342</u>	<u>2,994</u>	<u>(14,522)</u>	<u>(11,528)</u>	<u>930,814</u>	<u>-</u>	<u>930,814</u>
<b>Changes in equity (not included in the comprehensive result)</b>										
Cash dividends declared	-	-	-	(622,759)	-	-	-	(622,759)	-	(622,759)
Issuance of capital stock (other than business combination)	498,297	-	(91)	(498,206)	-	-	-	-	-	-
Increase (decrease) by Transfer and Other Changes	-	124,552	-	(124,552)	-	-	-	-	-	-
<b>Total changes in equity</b>	<u>498,297</u>	<u>124,552</u>	<u>(91)</u>	<u>(303,175)</u>	<u>2,994</u>	<u>(14,522)</u>	<u>(11,528)</u>	<u>308,055</u>	<u>-</u>	<u>308,055</u>
<b>Balance as of September 30, 2013</b>	<u><b>2,724,770</b></u>	<u><b>846,813</b></u>	<u><b>-</b></u>	<u><b>942,594</b></u>	<u><b>2,994</b></u>	<u><b>19,221</b></u>	<u><b>22,215</b></u>	<u><b>4,536,392</b></u>	<u><b>-</b></u>	<u><b>4,536,392</b></u>

Note: According to Resolution SBS N° 7036-2012, comparative 2013 quarterly Financial Statements for the period (March, June and September), will be disclosed as may be applicable. 2012 figures in these financial statements are the best approximation of comparable information.

**BBVA Banco Continental**

**Consolidated Financial Statements**

As of September 30, 2013 (Unaudited) and as of December 31, 2012 (Audited) and for the nine-month periods ended September 30, 2013 and 2012

Translation of a report originally issued in Spanish

## **BBVA BANCO CONTINENTAL AND SUBSIDIARIES**

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS  
AS OF SEPTEMBER 30, 2013 (UNAUDITED) AND DECEMBER 31, 2012 (AUDITED)  
(In thousands of Nuevos Soles)

### **1. BANK ORGANIZATION AND BUSINESS ACTIVITIES**

#### **Background**

BBVA Banco Continental (hereinafter, the Bank) is a subsidiary of Holding Continental S.A. which owns 92.24% of the capital stock. Banco Bilbao Vizcaya Argentaria and Inversiones Breca S.A. own 50% respectively of the capital stock of Holding Continental S.A. The Bank is a public company incorporated in 1951, authorized to operate by the Superintendency of Banking, Insurances and Private Pension Fund Administrators of Peru (hereinafter, the SBS for its Spanish acronym) and domiciled in Peru. The Bank's main office legal address is Av. República de Panamá N° 3055, San Isidro, Lima.

#### **Business Activity**

The Bank's operations primarily includes financial intermediation, which consists of universal banking activities regulated by SBS in accordance with General Law of the Financial and Insurance Systems and Organic Law of the SBS, Law N° 26702 (hereinafter, the General Law) and its amendments. The General Law establishes certain requirements, rights, obligations, guarantees, restrictions and other conditions that legal entities operating in the financial and insurance system are subject to.

As of September 30, 2013 and December 31, 2012, the Bank carried out its business through a national network of 310 and 303 offices, respectively. The total number of employees of the Bank and its subsidiaries as of September 30, 2013 and December 31, 2012, was 5,405 and 5,099, respectively.

As of September 30, 2013 and December 31, 2012, the Bank held a 100% shareholding interest and voting rights over its subsidiaries Continental Bolsa Sociedad Agente de Bolsa S.A., BBVA Asset Management Continental S.A. Sociedad Administradora de Fondos, Continental Sociedad Titulizadora S.A. and Inmuebles y Recuperaciones Continental S.A. Although the Bank has no interest in the capital or voting rights in Continental DPR Finance Company (DPR), given the characteristics of the corporate purpose and its relationship with the Bank, accounting standards call for the DPR financial statements to be included, on a consolidated basis, with those of the Bank. All the above companies together with the Bank are referred hereinafter as Continental's Group.

#### **Financial Statements' approval**

The consolidated financial statements for the periods ended September 30, 2013 and December 31, 2012 has been authorized to be issued by the Bank's Management.

#### **Subsidiaries and Special Purpose Entity**

The consolidated financial statements include the financial statements of the Bank, its subsidiaries and a special purpose company.

Below are the main balances of the companies forming part of Continental's Group as of September 30, 2013 and December 31, 2012.

	In millions of nuevos soles					
	Assets		Liabilities		Equity	
	2013	2012	2013	2012	2013	2012
BBVA Banco Continental	54,781	49,713	50,245	45,485	4,536	4,228
Continental Bolsa - Sociedad Agente de Bolsa S.A.	54	65	19	32	35	33
BBVA Asset Management Continental S.A. Sociedad Administradora de Fondos	57	51	9	7	48	44
Continental Sociedad Titulizadora S.A.	2	2	-		2	2
Inmuebles y Recuperaciones Continental S.A.	26	20	19	5	7	15
Continental DPR Finance Company	1,435	1,490	1,435	1,490	-	-

## 2. SIGNIFICANT ACCOUNTING POLICIES

The accounting principles and practices as of September 30, 2013 remain unchanged with respect to those in the audit report issued on February 8, 2013 by Beltrán, Gris y Asociados S. Civil de R.L.; representatives of Deloitte, for the years ended December 31, 2012 and 2011, except as noted in section 2 (a.2).

Additionally, the Resolution SBS N° 7036-2012 requires disclosure of the following information:

### (a) Basis for Preparation

#### (a.1) Statement of compliance, basis for preparation and presentation

The consolidated financial statements have been prepared and presented in accordance with legal regulations and accounting principles generally accepted in Peru (Peruvian GAAP) for financial entities, which comprise accounting standards and practices authorized by the SBS by virtue of the authority conferred to it by the General Law. Those standards are contained in the Accounting Manual for the Financial System Companies (hereinafter, Accounting Manual) approved through SBS Resolution N° 895-98 dated September 1, 1998, effective January 1, 2001 and supplemental standards.

The SBS has established that for situations not addressed by such standards, the regulations set forth in Peruvian GAAP shall be applied.

Peruvian GAAP are composed of: the standards and interpretations issued or adopted by the International Accounting Standards Board (hereinafter, IASB), which includes International Financial Reporting Standards (hereinafter, IFRS), International Accounting Standards (hereinafter, IAS), and the Interpretations issued by the International Financial Reporting Interpretations Committee (hereinafter, IFRIC) or by the former Standing Interpretation Committee (hereinafter, SIC) adopted by IASB, made official by Consejo Normativo de Contabilidad, the Peruvian Accounting Board, (hereinafter, CNC, for its Spanish acronym) for their application in Peru.

The aforementioned standards and interpretations referred to in Section (a-3) will be applicable to the Bank when directed by the SBS or for situations not addressed in the Accounting Manual.

#### (a.2) Changes in Peruvian Banking Accounting Policies

Through Resolution SBS N° 7036-2012, dated September 19, 2012, the SBS modified the Accounting Manual for financial entities, in order to make a partial adoption of their accounting principles to IFRS, setting forth, among others, the following changes, effective from 2013 onwards:



## **Accounting Policies**

- Incorporation of the Conceptual Framework of IFRS, in the preparation of financial statements, including definitions of materiality and relative importance.
- Accrual of income in the terms of loan agreements, including indirect loan commissions.
- Record and presentation of financial lease loans and discount operations for the disbursed amount effective from June 2013.

## **Presentation of financial statements**

- Incorporation of the "Statement of Comprehensive Income", which includes: i) The statements of income; and ii) the statement of income and other comprehensive results.
- Reclassification of liabilities from collection service payments to accounts payable.
- The balances of financial assets and liabilities include their incomes and expenses accrued, respectively.
- Reclassification of other income or expenses originating from treasury operations from financial income and expenses to results from financial operations.
- The country risk provision is presented net of its respective asset.
- The Statement of Financial Position includes the balances of "Current Taxes" which is the net of the tax asset and tax liabilities, of General Sales Tax (IGV) and the Income Tax.
- Reclassification from "Retained earnings" to "Unrealized Results" of the fair value variation of available for sale investments.
- Reclassification of deferred income tax liabilities as separately.
- Reclassification of some items of "Gross Financial Margin" to "Results from Financial Operations", such as gains or losses from exchange differences, mark to market of investment securities and derivatives financial Instrumental and results of equity method of investment in subsidiaries.
- The gain or loss of adjustment for inflation (VAC)" of debt instruments are included in financial margin income and expenses on the that corresponds type of investment: at fair value through profit or loss, available for sale or maturity
- "Financial Hedging Operations" of the gross financial margin, include interests accrued, of hedging derivatives of financial assets or liabilities.
- Reclassification of other income and expenses.

## Information disclosure

- Additional information of financial instruments and financial risks are required to be disclosed through notes to the financial statements.

All accounting adjustments that result from the application of the changes to the Accounting Manual will be charged to retained earnings as of January 1, 2013. Management's opinion is that the application of the changes to the Accounting Manual will not have a material impact upon its financial statements.

The additional disclosures required by the changes on the Accounting Manual will be applicable as from December 31, 2013, and their comparative information will be disclosed as may be applicable.

For the quarterly consolidated financial statements corresponding to the 2013 (March, June and September) is not required comparative presentation. The 2012 period balances reflected in the quarterly financial statements are the best approximations of the comparative information.

### **(a.3) Standards and interpretations approved by the CNC for adoption in Peru**

By means of Resolution N° 047-2011-EF/30, issued on June 17, 2011, the CNC approved to formalize for application in Peru, as from January 1, 2012, the 2010 version of IAS, IFRS, IFRIC and SIC, adopted by the IASB at the international level.

CNC, through Resolution N° 048-2011-EF/30 dated January 6, 2012, approved the formalization for application in Peru, as from the day following publication, the 2011 version of IFRS, IAS, IFRIC and SIC issued internationally by the IASB.

CNC, through Resolution N° 051-2012-EF/30 dated August 29, 2012, approved the formalization, the 2012 version of IFRS, IAS, IFRIC and SIC which will substitute the standards relating to the 2011 version, approved by the CNC, in accordance with the respective effective date contained in each of the standards formalized via this resolution.

### **(a.4) New Accounting Pronouncements approved internationally**

The following standards and interpretations have been issued internationally as of December 31, 2012 and 2011:

- **Amendments to IFRS 7 “Disclosures – Transfer of Financial Assets”**. Effective for annual periods beginning on or subsequent to July 1, 2011.
- **IFRS 9 “Financial Instruments”**. Effective for annual periods beginning on or subsequent to January 1, 2015.
- **IFRS 10 “Consolidated Financial Statements”**. Effective for annual periods beginning on or subsequent to January 1, 2013.
- **IFRS 11 “Joint Agreements”**. Effective for annual periods beginning on or subsequent to January 1, 2013.
- **IFRS 12 “Disclosure of Interests in Other Entities”**. Effective for annual periods beginning on or subsequent to January 1, 2013.
- **IFRS 13 “Fair Value Measurement”**. Effective for annual periods beginning on or subsequent to January 1, 2013, early adoption is permitted.
- **IAS 19 (reviewed in 2011) “Employee benefits”**. Effective for annual periods beginning on or subsequent to January 1, 2013.

- **IAS 27 (reviewed in 2011) “Separate Financial Statements”**. Effective for annual periods beginning on or subsequent to January 1, 2013.
- **IAS 28 (reviewed in 2011) “Investments in Associates and Joint Ventures”**. Effective for annual periods beginning on or subsequent to January 1, 2013.
- **Amendments to IAS 1 – “Presentation of items of other comprehensive income”**. Effective for annual periods beginning on or subsequent to July 1, 2012.
- **Amendments to IAS 12 – “Deferred Income Tax on - Recovery of assets”**. Effective for annual periods beginning on or subsequent to January 1, 2012.
- **Amendments to IAS 32 – “Financial Instruments: Presentation”**. Effective for annual periods beginning on or subsequent to January 1, 2013 and 2014 with respect to disclosures.
- **Amendments to IFRS “Annual Improvements to IFRS – 2009-2011 Cycle”**. Effective for annual periods beginning on or subsequent to January 1, 2013. The amendments include amendments to IAS 16 “Property, Plant and Equipment; and to IAS 32 “Financial Instruments: Presentation”.

The Bank’s management considers that the application of these new accounting, pronouncements will not have a material impact on its Financial Statements.

**(b) Responsibility for information and estimates**

The Bank’s Management is responsible for the information contained in these financial statements. Certain estimates made to quantify some assets, liabilities, revenues, expenses and commitments recorded therein have been made based on experience and other relevant factors. Final results could differ from those estimates.

The estimates are reviewed on an ongoing basis. Changes in accounting estimates are prospectively recognized, by recording the effects of changes in the corresponding income accounts for the year in which the corresponding reviews are conducted.

The most important estimates and sources of uncertainty related with the preparation of Bank’s financial statements refer to:

- Investments at fair value through profit and loss, available for sale investments and investments in associates.
- Provision for loan losses.
- Other assets and contingent claims.
- Provision for accounts receivable.
- Provision for assets seized.
- Useful life assigned to property, furniture and equipment.
- Register of contingent liabilities.
- Deferred income taxes.
- Financial derivatives instruments.

**(c) Preparation and presentation currency**

The Bank prepares and presents its consolidated financial statements in Nuevos Soles (S/.), which is the currency of the main economic environment in which the entity operates.

#### **(d) Allowance for loan losses**

The allowance for loan losses is determined in accordance with the criteria and percentages established by SBS Resolution N° 11356-2008 "Regulations for the Evaluation and Classification of a Debtor and the Required Provision".

The SBS has established quantitative criteria (sales and borrowing levels in the financial system) and qualitative criteria for the classification of the direct and indirect loan portfolio according, as follows:

1. Corporate.  
This category will additionally consider the following:
  - a. Multilateral Development Banks
  - b. Sovereign
  - c. Public sector entities
  - d. Stock brokers
  - e. Financial System Companies
2. Large businesses
3. Medium businesses
4. Small businesses
5. Micro-businesses
6. Revolving consumer loans
7. Non-revolving consumer loans
8. Mortgage loans

Provisions for indirect loans are calculated after adjusting balances through the application of the following credit conversion factors:

<b>Indirect Loans</b>	<b>Conversion factor</b>
(a) Confirmed irrevocable letters of credit of up to one year, when the issuing bank is a first class financial system company.	20%
(b) Issuance of letters of guarantee supporting affirmative and negative covenants.	50%
(c) Issuance of guarantees, import letters of credit and stand-by letters not included in paragraph "b)", and confirmations of letters of credit not included in paragraph "a)" and bank acceptances.	100%
(d) Undisbursed Loans granted and unused lines of credit.	0%
(e) Other indirect loans not covered in previous sub-paragraphs	100%

Debtors are classified and are provisioned for loan losses within the following categories: normal, with potential problems, substandard, doubtful and loss.

The provision for loan losses includes the general and specific portions. The specific portion estimated for commercial loans is calculated based on percentages set by the SBS, which vary depending on the customer's classification and the type of guarantee received.

General provisions include those with respect to debtors classified as normal in accordance with the requirements of the SBS, as well as general voluntary provisions.

Mandatory general provisions are determined based on percentage rates that include a fixed component and a variable component (pro-cyclical) and vary depending on the type of loan. The rule for determining the pro-cyclical component is activated or deactivated upon communication of

the SBS, which depends upon a periodical measurement of annual percentage variations (in moving averages) in the actual Gross Domestic Product of Peru (GDP) published by Banco Central de Reserva del Peru (hereinafter BCRP).

Voluntary general provisions have been determined by the Bank based on the economic situation of customers within the refinanced and restructured loan portfolio, prior experience and other factors that, in Management's opinion, may result in possible losses in the loan portfolio. The amount of the voluntary general provision is reported to SBS.

The Bank's Management reviews and analyzes the non-retail loan portfolio classifying debtors according to the assessment of their cash flows, global indebtedness with third parties and level of compliance with the payment of such debts. Retail loan portfolio (small business, micro-business, revolving consumer, non-revolving consumer and mortgage loans) is classified and provisioned in accordance with the delay in loan payments and takes into account the classification of the debtors by other financial entities. Additionally, pursuant to SBS Resolution N° 041-2005, the Bank assesses the exposure to credit exchange risks for loans in foreign currency.

The minimum percentages required for loan provisions are as follows:

#### Normal Category

Types of Loans	Fixed Component	Procyclical Component
Corporate loans	0.70%	0.40%
Corporate loans with customer deposit guarantees	0.70%	0.30%
Large business loans	0.70%	0.45%
Large business loans with customer deposit guarantees	0.70%	0.30%
Medium business loans	1.00%	0.30%
Small business loans	1.00%	0.50%
Micro business loans	1.00%	0.50%
Revolving consumer loans	1.00%	1.50%
Non-revolving consumer loans	1.00%	1.00%
Revolving consumer loans under eligible agreements	1.00%	0.25%
Mortgage loans	0.70%	0.40%
Mortgage loans with customer deposit guarantees	0.70%	0.30%

As of September 30, 2013 and December 31, 2012, the pro-cyclical component for the provision for loan losses was in place (Multiple Official Letter N° B-2193-2010-SBS).

#### Other risk categories and per type of guarantee are as follows:

Risk Category	No Guarantee	Preferred Guarantee	Readily liquid preferred Guarantees
With potential problems	5.00%	2.50%	1.25%
Substandard	25.00%	12.50%	6.25%
Doubtful	60.00%	30.00%	15.00%
Loss	100.00%	60.00%	30.00%

### **(e) Leasing operations**

Financial lease operations are recorded as loans in accordance with SBS rules and IAS 17. The initial recording of transactions is made at the net value of the investment on the leasing (value of the asset subject to leasing).

### **(f) Financial Derivatives**

In accordance with SBS Resolution N° 1737-2006 "Regulation for Trading and Accounting of Derivative Products in Financial System Companies" and its amendments, derivative financial instruments are initially recorded on the trade date.

#### **(f.1) Trading**

Financial derivatives are initially recognized in the Bank's statements of financial position, at cost; and subsequently maintained at their fair value. On a monthly basis, financial derivatives for trading are measured at their fair value. In the case of foreign currency forwards, interest rate swaps, currency swaps and currency options are booked at their estimated market value, recognizing assets or liabilities, as the case may, in the statement of financial position; and the gain or loss of the valuation or settlement of the financial derivatives is booked in the statement of income. The financial instruments' face value is recorded in their respective currency as committed or agreed upon, in the memoranda accounts (Note 15).

#### **(f.2) Hedging**

A derivative financial instrument that seeks to ensure financial hedging of a given risk is recorded as being for hedging purposes if, in its trading, it is expected that changes in the fair value or cash flows will be highly effective in offsetting changes in fair value or cash flows of the hedged item attributable to the hedged risk from the beginning, which should be documented in the trading of the derivative, and during the period of hedging. A hedge is considered highly effective if it is expected that changes in fair value or cash flows of the hedged item and hedge financial instrument are within a range of 80% to 125%.

If the SBS considers that the documentation is unsatisfactory or finds weaknesses in the methodologies used, it may require the dissolution of the hedge and the recording of the derivative financial product as trading.

##### **Fair value hedge**

For fair value hedges that qualify as such, the change in fair value of the hedging derivative is recognized in the statements of income.

Changes in the fair value of the hedged item attributable to the hedged risk are recorded as part of the balance of the hedged item and recorded in the statements of income.

##### **Cash flow hedge**

For cash flow hedge, the derivative instrument is recognized at its fair value, and could affect income and equity accounts. The effective portion of fair value adjustments is recognize in equity accounts (Other comprehensive income) and the ineffective portion must recognize in the statements of income.

For both types of hedging, if the hedge instrument expires, is sold, terminated or exercised, or the time when the hedge no longer meets the criteria for hedge accounting, the hedging relationship is ended prospectively and the effects of such action are recorded in consolidated statements of income within the term of the hedged item.

### **(g) Investments at fair value through profit and loss and held to maturity investments**

The investment portfolio is classified and valued in accordance with SBS Resolution SBS N° 7033-2012 which approved the “Regulations for Classification and Valuation of Investment of Financial System Companies”.

#### **(g.1) Investments at fair value through profit or loss**

Investments maintained for sale in the short-term, having a pattern of making short-term gains or having been designated by the Bank in this category since its initial recording are valued at fair value. The gain or loss on the valuation or sale of these investments is recorded in the statements of income.

#### **(g.2) Available-for-sale investments**

This category includes all investments instruments that are not classified as investments at fair value through profit or loss, held to maturity investments or investments in associates.

These securities are initially recorded at the fair value, including any transaction costs which will be directly attributable to the acquisition of such investments. Any subsequent measurement of such investments will be made at fair value and the gain or loss from the fluctuation of the fair value of the investment instrument classified in this category, will be directly recognized in equity, until such time as the instrument is sold or realized, when, any profit or loss previously recognized in equity, is transferred and recorded in the consolidated statements of income, except for the impairment losses that are recorded in the consolidated statements of income (Note 2(l)).

#### **(g.3) Held-to-maturity Investments**

This category includes the investment instrument that meet the following requirements: (i) were acquired or reclassified with the intention of being held them until maturity and for which the Bank has the financial capacity to maintain them until maturity, and (ii) are classified by at least two local or foreign risk credit rating agencies and they must be within the parameters set by the SBS.

These securities are initially recorded at the fair value, including any transaction costs which will be directly attributable to the acquisition of such investments. Thereafter, the measurement of these investments is performed on the basis of the amortized cost, using the effective interest rate. Any impairment losses of value are recognized in the statements of income (Note 2(l)).

### **(h) Investments in associates**

It comprises the capital values acquired by the Bank for the purpose of having equity participation. These investments are initially recorded at acquisition cost and subsequently valued using the equity method.

### **(i) Property, plant and equipment**

Property, plant and equipment are recorded at cost, which includes acquisition-related disbursements and are presented net of accumulated depreciation. Annual depreciation is expensed, and determined on a cost basis using the straight-line method based on the estimated useful life of assets, as follows:

	<u>Years</u>
Buildings	33
Facilities	33 - 10
Leasehold improvements	10
Furniture and equipment	10 - 4
Vehicles	5

The disbursements subsequently incurred which are related to assets the cost of which can be reliably measured and from which it is likely that future economic benefits will be obtained from such asset, are capitalized or recognized as property, furniture and equipment. Disbursements for maintenance and repairs are expensed during the period as incurred. When a fixed asset is sold or disposed of, the corresponding cost and accumulated depreciation are eliminated in the accounts and the resulting gain or loss is recognized in the consolidated statements of income.

Banks are prohibited from using fixed assets as collateral except for assets acquired under financial leasing transactions.

#### **(j) Realizable assets and assets recovered through legal actions**

Seized assets are initially recorded at the value assigned through legal proceedings or out of court settlements and this value must not be higher than total unpaid debt that is cancelled. Assets recovered by resolution of contract are initially recorded at the lower of the outstanding debt or the net realizable value. If the outstanding debt value is greater, the difference is recognized as a loss, if there is no probability of recovery.

In addition, the Bank records the following provisions on seized assets:

- 20% of the value of goods received at the acquisition date.
- For buildings, a monthly impairment allowance is recorded effective from the 12th month following the acquisition or recovery, which shall be constituted over a term of 42 months or less, based on the net value obtained during the 12th month. Likewise, the net carrying amount of real estate is annually compared to the realization value determined by an independent appraiser, and if this value is lower, an impairment provision is constituted.
- For assets other than buildings, the remaining balance is provisioned within a term no longer than 12 months.

#### **(k) Intangible Assets**

Intangible assets with finite useful lives are recorded at acquisition cost less accumulated amortization and accumulated impairment losses. Amortization is recognized as an expense and is determined under the straight-line method based on the estimated useful life of the assets, represented by equivalent depreciation rates. The useful life of these assets has been estimated between to be 1 and 5 years.

Costs related with developing or maintaining computer software are recognized as expenses when incurred. Costs directly related to unique and identifiable software products controlled by the Bank which are likely to generate economic benefits for more than a year are recognized as intangible assets.

The costs incurred in developing computer programs recognized as assets are amortized over their estimated useful lives.

#### **(l) Impairment Loss**

When there are events or economic changes indicating that the value of an asset might not be recoverable, management reviews the book value of these assets at each balance sheet date. If, after this analysis, the book value of the asset exceeds its recoverable amount, an impairment loss is recognized in the statement of income. Recoverable amounts are estimated for each asset.



**(m) Due to banks and correspondents – Securities, bonds and outstanding obligations**

Due to banks and correspondents and securities issuances (corporate, subordinate and leasing bonds) are recorded at their nominal value or at their fair value with changes in results. Interest earned is recognized in the consolidated statement of income. Any discounts granted on the premiums generated during their placement are deferred and amortized during the effective term of the related liabilities.

**(n) Provisions**

Provisions are recognized only when the Bank has a present obligation (legal or implicit) as a result of a past event, it is probable that resources will be required to settle the obligation, and the amount of the obligation can be reliably estimated. Provisions are reviewed periodically, and adjusted to reflect the best estimate as of the balance sheet date. When the effect of the time value of money is material, the amount recorded as a provision is equal to the present value of future payments required to settle the obligation.

**(o) Contingent liabilities and assets**

Contingent liabilities are not recognized in the consolidated financial statements but are disclosed in a note to the financial statements, except when the likelihood of an outflow of resources to cover a contingent liability is remote. Contingent assets are not recognized in the consolidated financial statements but are disclosed in the notes to the consolidated financial statements when it is probable that there will be an inflow of resources.

Items previously treated as contingent liabilities are recognized in the financial statements in the period in which the change in probabilities occurs, that is when it is determined to be likely, or virtually certain, that an outflow of resources will take place. The amounts treated as contingent assets are recognized in the financial statements in the period in which it is determined that it is virtually certain to produce an inflow of resources.

**(p) Employees' benefits**

**(p.1) Employees' profit sharing**

The Bank recognizes a liability and an expense for employees' profit sharing on the basis of 5% of the tax base determined in accordance with current tax legislation.

In the case of the subsidiaries, according to legal regulations, there will be no determination of employee profit sharing, since the number of employees of each subsidiary does not exceed 20.

**(p.2) Employees' vacations and other employees'**

Employees' annual vacations, paid absences and other employees' benefits are recognized on the accrual basis. Provisions for annual vacations, paid absences and other benefits to employees resulting from services rendered by employees are recognized at the consolidated balance sheet date.

**(p.3) Accrual for seniority indemnities**

The accrual for seniority indemnities comprises all the liabilities related to employees' vested rights according to the current legislation. Payments are deposited mainly at the Bank, which is the financial institution elected by the employees.

**(q) Income and expense recognition**

Interest income and expenses and commissions from services are recognized in the consolidated statements of income on an accrual basis in the period related to the relevant transaction.

Interest on past-due loans, refinanced loans, restructured loans, and under legal collection loans, as well as interests on loans classified as doubtful or loss, are recognized in the statements of income when collected.

When the debtor's financial condition is determined to have improved, thus eliminating the uncertainty as to the recoverability of principal, the interest is again recorded on an accrual basis.

Other income and expenses are recognized on an accrual basis.

**(r) Foreign Exchange gains and losses**

Foreign currency transactions are translated at the closing exchange rate established by the SBS at the transaction date.

Exchange gains and losses from the settlement of monetary items denominated in foreign currency, or from the adjustment of assets and liabilities for exchange rate variations after initial recording, are recognized as an income or an expense in the consolidated statement of income for the period during which such gains or losses arise.

**(s) Income tax**

Current and deferred income tax, are recognized in profit or loss included in the consolidated statement of income, except when they related to items recognized in equity accounts, in which case, the current income and deferred tax is also recognized in equity accounts.

Current income tax is calculated using tax rates that have been enacted by current tax laws to net taxable income for the year. Current tax income is recognized as an expense for the period.

Deferred income taxes liabilities are recognized for all taxable temporary differences arising from comparing the book values of assets and liabilities to their tax basis, regardless of when such temporary differences are expected to be reversed. Deferred income taxes assets are recognized for deductible temporary differences, arising from comparing the book values of assets and liabilities to their tax basis, to the extent that it is probable that the Bank will have future taxable income against which the deductible temporary differences can be applied, within the established time-limit, in accordance with law. Assets and liabilities are measured using the income tax rate enacted or substantially in effect at the related balance sheet date expected to be applied to the taxable income in the year in which the liabilities are settled or the assets are recovered.

**(t) Dividend distributions**

Dividend distributions are recognized as a liability in the financial statements in the year when the dividends are approved by the Bank's shareholders.

**(u) Basic and diluted earnings per share**

Basic earnings per share were computed by dividing the consolidated net income by the weighted-average number of ordinary shares outstanding during each year. Since the Bank does not have financial instruments with diluting effects, basic and diluted earnings per share are the same.

**(v) Fiduciary activity**

Assets derived from fiduciary activities where there is a commitment to return those assets to the customers and where the Bank acts as a holder, trustee or agent, have been excluded from the financial statements. Such assets are controlled in separate financial statements and presented in off-balance sheets accounts.

**(w) Cash and cash equivalents**

Cash and cash equivalents shown in the statement of cash flow comprises balances in cash and due from banks and inter-bank funds. Based on SBS regulation, Continental's Group prepares and presents cash flow using the indirect method. In the consolidated balance sheet, bank overdrafts are reclassified as liabilities.

**3. CASH AND DUE FROM BANKS**

As of September 30, 2013, cash and due from banks include approximately US\$ 1,854 million and S/. 2,642 million (US\$ 2,429 million and S/.2,496 million as of December 31, 2012), which represent the legal reserve that Peruvian entities must maintain as a guarantee of third party deposits. These funds are deposited in Bank's vaults and in BCRP.

As of September 30, 2013 the total obligations subject to legal reserve requirements (TOSE) are affected to an implicit rate in local currency of 17.00% and in foreign currency of 45.00% according to the BCRP requirements (as of December 31, 2012 are affected to an implicit rate in local currency of 17.7839% and in foreign currency of 43.3972%).

The legal minimum reserve funds, which are 9%, are not interest-bearing. The legal additional reserve amount in foreign and local currency accrues interest at annual nominal rate established by the BCRP. As of September 30, 2013, interest income was S/. 25.3 million (S/. 33.5 million as of December 31, 2012), and is included in the consolidated statement of income. Pursuant to legal provisions in force, special reserves cannot be seized.

As of September 30, 2013 cash and due from banks included restricted funds for S/. 2.7 million (S/. 1.2 million as of December 31, 2012) required in connection with legal proceedings against the Bank to guarantee any potential liabilities generated by these lawsuits.

**4. INVESTMENTS AT FAIR VALUE THROUGH PROFIT AND LOSS, AVAILABLE-FOR- SALE AND HELD TO MATURITY INVESTMENTS**

Investments in securities are classified by Continental's Group as follows:

	<u>2013</u>	<u>2012</u>
	<u>S/. 000</u>	<u>S/. 000</u>
Available-for-sale investments (Nota 11 (e))	2,664,912	2,289,134
Held to Maturity Investments	444,636	436,829
Investments at fair value through profit and loss	183,026	160,810
	<u><b>3,292,574</b></u>	<u><b>2,886,773</b></u>

Investments in securities according to the type of financial instrument were as follows:

	<u>2013</u>	<u>2012</u>
	<u>S/. 000</u>	<u>S/. 000</u>
<b>Available-for-sale Investments</b>		
BCRP Certificates of Deposits (a)	2,432,680	1,971,223
Peruvian Treasury Bonds (b)	167,048	225,871
Local Stock (c)	50,663	47,763
Foreign Stock	14,521	17,993
Peruvian Global Treasury Bonds	-	26,277
Other Investments	-	7
	<u>2,664,912</u>	<u>2,289,134</u>
<b>Held-to Maturity Investments</b>		
Peruvian Treasury Bonds (b)	<u>444,636</u>	<u>436,829</u>
	<u>2013</u>	<u>2012</u>
	<u>S/. 000</u>	<u>S/. 000</u>
<b>Investments at fair value through profit and loss</b>		
Peruvian Treasury Bonds (b)	78,208	115,632
Mutual Funds (d)	51,884	39,223
Local Stock (c)	29,674	369
U.S. Treasury Bonds	13,821	-
Corporate Bonds	-	5,586
BCRP Certificates of Deposits	9,439	-
	<u>183,026</u>	<u>160,810</u>

- (a) BCRP certificates of deposits are freely tradable securities, with maturities due up to March 2015, which were acquired in public auctions or secondary markets. As of September 30, 2013, the annual interest rate in local currency ranged between 3.9% and 4.3% (between 3.79% and 4.20% as of December 31, 2012). Annual interest rate in foreign currency is 0.19%.
- (b) Treasury bonds are issued by the Peruvian Government. As of September 30, 2013 those bonds accrued annual interest at rates between 1.00% and 6.58% (1.00% and 5.11% as of December 31, 2012) in local currency and 6.57% in foreign currency (6.57% as of December 31, 2012), and with maturities due up to February 2046 (February 2042 as of December 31, 2012).
- (c) As of September 30, 2013 and December 31, 2012 mainly include stocks listed in the Lima Stock Exchange (BVL) for a total amount of S/. 37.4 million (S/.36.4 million as of December 31, 2012).
- (d) As of September 30, 2013 and December 31, 2012, the investment in mutual funds corresponds to the participation shares that Continental's Group maintains in different mutual funds managed by BBVA Asset Management Continental S.A. Sociedad Administradora de Fondos.

## 5. LOANS PORTFOLIO, NET

a) The balances comprises:

	<u>2013</u>	<u>2012</u>
	<u>S/. 000</u>	<u>S/. 000</u>
Current credit portfolio, net	17,288,712	14,637,329
Non-current credit portfolio, net	18,385,179	17,132,796
	<u><b>35,673,891</b></u>	<u><b>31,770,125</b></u>

	<u>2013</u>		<u>2012</u>	
	<u>S/. 000</u>	<u>%</u>	<u>S/. 000</u>	<u>%</u>
<b>Direct Credits</b>				
Loans	13,825,614	39%	11,761,407	37%
Mortgages	8,234,031	23%	7,148,709	23%
Leasing	4,012,195	11%	4,066,925	13%
Consumer	3,325,176	9%	2,656,836	8%
Foreign Trade	3,290,218	9%	3,274,544	10%
Discounted Notes	1,109,463	3%	1,048,364	3%
Others	2,180,249	6%	2,222,180	7%
	<u><b>35,976,946</b></u>	<b>100%</b>	<u><b>32,178,965</b></u>	<b>101%</b>
Refinanced and restructured	520,647	2%	442,495	2%
Past Due and legal collection loans	666,019	2%	399,277	1%
	<u><b>37,163,612</b></u>	<b>104%</b>	<u><b>33,020,737</b></u>	<b>104%</b>
<b>Plus: Accrual Interest</b>	<u>272,846</u>	1%	<u>245,070</u>	1%
	<u><b>37,436,458</b></u>	<b>105%</b>	<u><b>33,265,807</b></u>	<b>105%</b>
Deferred income from loans	(29,807)	0%	(30,596)	0%
Allowance for loan losses	(1,732,760)	(5%)	(1,465,086)	(5%)
	<u><b>35,673,891</b></u>	<b>100%</b>	<u><b>31,770,125</b></u>	<b>100%</b>
<b>Indirect Loans</b>	<u><b>11,191,749</b></u>		<u><b>10,250,869</b></u>	

Loans can be secured by guarantees granted by customers, principally comprising mortgages, deposits, letters of guarantee, warrants and financial lease operations, which as of September 30, 2013 and December 31, 2012, amounted to S/. S/.29,927 million and S/. 26,784 million respectively.

As of September 30, 2013, a debt with Fondo Mi Vivienda – Mi Hogar was secured by a loan portfolio of up to S/. 504 million (S/. 445.9 million as of December 31, 2012) (Note 10 (c)).

As of September 30, 2013 and December 31, 2012, the annual weighted average rates for the main products were as follows:

	<u>2013</u>		<u>2012</u>	
	<u>Loans in</u>		<u>Loans in</u>	
	<u>S/.</u>	<u>US\$</u>	<u>S/.</u>	<u>US\$</u>
	%	%	%	%
Loans and discounts	8.49	7.61	9.40	7.62
Mortgages	9.41	8.59	9.59	8.66
Consumer	22.52	15.58	23.01	15.29

- b) As of September 30, 2013 and December 31, 2012, the loan portfolio under the segmentation established by SBS Resolution N° 11356-2008 is as follows:

	2013		2012	
	S/. 000	%	S/. 000	%
Medium businesses	9,779,024	26%	9,076,737	27%
Mortgages	8,347,267	23%	7,235,433	22%
Large businesses	7,621,890	21%	6,481,488	19%
Corporate	5,192,872	14%	4,313,342	13%
Consumer	3,467,056	9%	3,397,306	10%
Small businesses	1,639,643	4%	1,552,787	5%
Public sector entities	451,269	1%	174,677	1%
Stock brokers	247,965	1%	306,839	1%
Financial Institutions	224,989	1%	231,191	1%
Micro businesses	124,637	0%	230,101	1%
Multilateral development Banks	67,000	0%	20,836	0%
	<b>37,163,612</b>	<b>100%</b>	<b>33,020,737</b>	<b>100%</b>

- c) As of September 30, 2013 and December 31, 2012, the loan portfolio was distributed in the following economic sectors:

	2013		2012	
	S/. 000	%	S/. 000	%
Mortgage and consumer	11,814,323	32%	10,632,738	32%
Commerce	6,805,126	18%	5,877,536	18%
Manufacturing	6,753,195	18%	5,529,589	17%
Real estate	2,639,863	7%	2,540,325	8%
Transportation, storage and communications	2,280,123	6%	2,105,357	6%
Agriculture and livestock	1,138,521	3%	1,041,856	3%
Utilities	982,878	3%	1,049,974	3%
Construction	909,431	2%	764,371	2%
Mining	645,093	2%	598,128	2%
Hotels and restaurants	639,409	2%	664,544	2%
Others	2,555,650	7%	2,216,319	7%
	<b>37,163,612</b>	<b>100%</b>	<b>33,020,737</b>	<b>100%</b>

- d) As of September 30, 2013 and December 31, 2012, the change in the allowance for loan losses was:

	2013	2012
	S/. 000	S/. 000
<b>Balance as of January 1</b>	1,465,086	1,249,934
Provision	897,033	944,540
Recoveries and reversals	(511,622)	(458,043)
Write-offs	-	(1,098)
Sale of portfolio	(156,435)	(251,987)
Foreing exchange differences and other adjustments	38,698	(18,260)
	<b>1,732,760</b>	<b>1,465,086</b>

Management considers that level of the provision for loan losses is adequate to cover potential losses in the portfolio as of the balance sheet date. As of September 30, 2013, the general provision of loan portfolio of S/.1,004.1 million (S/. 926.7 million as of December 31, 2012) includes pro-cyclical provisions of S/.158.2 million (S/. 142.8 million as of December 31, 2012).

During 2013, Continental's Group sold a fully provisioned portfolio for approximately S/. 124.6 million (S/. 150 million as of September 30, 2012). The selling price was S/. 10.8 million (S/. 12.5 million as of September 30, 2012), recorded in the "Other income and expenses" in the statement of income.

## 6. PROPERTY, FURNITURE AND EQUIPMENT, NET

The change in the cost and accumulated depreciation of property, furniture and equipment were as follows:

	<u>Land</u>	<u>Building and Facilities</u>	<u>Furniture and equipment</u>	<u>Vehicles</u>	<u>Facilities Leasehold improvements</u>	<u>Work in Progress</u>	<u>Units to Receive</u>	<u>Total</u>
<b>Cost:</b>								
Balance as of January 1, 2012	100,293	498,831	284,755	4,384	101,194	65,170	7,731	1,062,358
Additions	3,401	20,733	56,275	632	11,383	73,752	9,954	176,130
Disposal	-	-	(14)	-	-	-	-	(14)
Adjustments or other	-	79,884	(5,525)	-	29,291	(112,188)	(11,055)	(19,593)
Balance as of December 31, 2012	103,694	599,448	335,491	5,016	141,868	26,734	6,630	1,218,881
Additions	22,558	5,395	45,227	1,487	2,133	78,016	2,933	157,749
Disposal	-	-	(10)	-	-	-	-	(10)
Adjustments or other	(2,270)	27,582	(230)	-	30,636	(61,328)	(5,734)	(11,344)
Balance as of September 30, 2013	<u>123,982</u>	<u>632,425</u>	<u>380,478</u>	<u>6,503</u>	<u>174,637</u>	<u>43,422</u>	<u>3,829</u>	<u>1,365,276</u>
<b>Accumulated Depreciation:</b>								
Balance as of January 1, 2012	-	301,406	127,877	3,223	26,252	-	-	458,758
Additions	-	27,747	32,938	674	11,319	-	-	72,678
Disposal	-	-	(14)	-	-	-	-	(14)
Adjustments or other	-	(805)	3,736	-	(516)	-	-	2,415
Balance as of December 31, 2012	-	328,348	164,537	3,897	37,055	-	-	533,837
Additions	-	22,676	24,228	551	11,722	-	-	59,177
Disposal	-	-	(6)	-	-	-	-	(6)
Adjustments or other	-	(1,239)	(1,106)	-	(97)	-	-	(2,442)
Balance as of September 30, 2013	<u>-</u>	<u>349,785</u>	<u>187,653</u>	<u>4,448</u>	<u>48,680</u>	<u>-</u>	<u>-</u>	<u>590,566</u>
Balance as of September 30, 2013	<u>123,982</u>	<u>282,640</u>	<u>192,825</u>	<u>2,055</u>	<u>125,957</u>	<u>43,422</u>	<u>3,829</u>	<u>774,710</u>
Balance as of December 31, 2012	<u>103,694</u>	<u>271,100</u>	<u>170,954</u>	<u>1,119</u>	<u>104,813</u>	<u>26,734</u>	<u>6,630</u>	<u>685,044</u>



## 7. OTHER ASSETS, OTHER LIABILITIES, PAYABLE ACCOUNTS AND PROVISIONS

As of September 30, 2013 and December 31, 2012 these items include the following amounts:

- (a) As of September 30, 2013 “Other assets” is mainly comprised of deferred charges by S/. 67.5 million (S/. 76.8 million as of December 31, 2012), and S/. 29.6 million of transaction in process (S/. 59.4 million as of December 31, 2012).
- (b) Accounts payable as of September 30, 2013 mainly included payments owed to suppliers, of S/. 170.4 million (S/. 280.6 million as of December 31, 2012) and other accounts payable of 38.5 million (S/. 47.3 million as of December 31, 2012)
- (c) As of September 30, 2013 “Other liabilities” is mainly comprised of S/.80.3 million of transactions in process. (S/.132.2 million as of December 31, 2012).
- (d) “Provisions” include among others, provisions for indirect loans, provisions for litigations, claims, and provision for staff, that as of September 30, 2013 and December 31, 2012 amounted to S/. 507.4 million and S/. 466.4 million, respectively. As of September 30, 2013, Continental’s Group had several pending lawsuits litigation and other processes that are related to the activities carried out, which in the opinion of Management and legal counsel, no additional provisions are needed. Therefore, as of September 30, 2013 and December 31, 2012, Management has not considered a higher provision than the amount recorded for these contingencies and processes on the statement of financial position, which amounted to S/. 193.8 million and S/. 209.1 million, respectively.

## 8. OBLIGATIONS TO THE PUBLIC AND DEPOSITS FROM FINANCIAL INSTITUTIONS

As of September 30, 2013 and December 31, 2012 these balances are summarized as follows:

	<u>2013</u>	<u>2012</u>
	<u>S/. 000</u>	<u>S/. 000</u>
Time deposits	14,301,199	14,652,328
Demand deposits	11,967,497	9,237,771
Savings deposits	8,968,970	8,005,259
Other Obligations	60,906	159,161
<b>Total obligations to the public</b>	<b>35,298,572</b>	<b>32,054,519</b>
Deposits from financial institutions	891,672	764,991
<b>Total obligations to the public and deposits from financial institutions</b>	<b><u>36,190,244</u></b>	<b><u>32,819,510</u></b>

Interest rates on deposits and other obligations accounts are established by Continental’s Group, based on current market interest rates.

## 9. INTER-BANK FUNDS

As of September 30, 2013 and December 31, 2012, inter-bank funds’ assets had current maturities, accrued interest at an average annual interest rate of 4.25% in local currency and 0.15% in foreign currency (4.25% in local currency and 1.80% in foreign currency as of December 31, 2012) and were unsecured.

As of September 30, 2013, inter-bank funds’ liabilities had current maturities, accrued interest at an average annual interest rate of 4.25% in local currency, (4.22% in local currency and 1.61% in foreign currency as of December 31, 2012) and were unsecured.

## 10. DUE TO BANKS AND CORRESPONDENTS AND OTHER FINANCIAL OBLIGATIONS

These balances are summarized as follows:

	<u>2013</u>	<u>2012</u>
	<u>S/. 000</u>	<u>S/. 000</u>
Current	202,935	1,995,545
Non Current	11,983,456	8,961,270
	<u><b>12,186,391</b></u>	<u><b>10,956,815</b></u>

These balances comprise:

	<u>2013</u>	<u>2012</u>
	<u>S/. 000</u>	<u>S/. 000</u>
<b>Due to Banks and correspondents</b>		
Foreign financial institutions (a)	4,242,488	4,876,093
Foreign Financial Organizations (b)	864,403	1,278,644
Programa Mi Vivienda - Mi Hogar (my House - My Home Program) (c)	503,983	445,894
Private Loan Agreement (d)	389,480	433,500
Corporación Financiera de Desarrollo – COFIDE	52,355	57,417
Accrued interest payable	68,930	65,234
	<u><b>6,121,639</b></u>	<u><b>7,156,782</b></u>
<b>Securities, Bonds and Outstanding Obligations</b>		
Corporate bonds	4,422,741	2,185,719
Notes (debt instruments ) - Note 15	966,745	980,196
Subordinated Bonds	479,829	457,857
Leasing bonds	139,550	133,750
Accrued interest payable	55,887	42,511
	<u><b>6,064,752</b></u>	<u><b>3,800,033</b></u>
	<u><u><b>12,186,391</b></u></u>	<u><u><b>10,956,815</b></u></u>

Loan agreements signed with certain Foreign Financial Institutions and International Financial Organizations, include covenants that require compliance with financial ratios and other specific conditions that, as of September 30, 2013 and December 31, 2012, the Bank's management believes it is compliance with these covenants.

(a) Foreign financial institutions

As of September 30, 2013, these balances accrued interest based on market rates in effect, ranging between 1.1% and 7.4% (0.5% and 7.4% as of December 31, 2012). The breakdown of these transactions is as follows:

Name of creditor	Balance as of		Balance as of		Due Dates
	September 30, 2013		December 31, 2012		
	US\$000	S/. 000	US\$000	S/. 000	
Goldman Sachs Bank (i)	505,989	1,407,661	491,446	1,253,187	January 2017
Deutsche Bank (ii)	347,270	966,105	369,425	942,034	November 2020
Credit Suisse (iii)	200,000	556,400	200,000	510,000	October 2040
Standard Chartered	120,000	333,840	122,197	311,602	November 2013/ May 2014/ May 2016
Wells Fargo Bank	90,000	250,380	164,955	420,634	November 2013 and May 2016
DEG Deutsche Investitions (iv)	52,500	146,055	55,000	140,250	October 2017 and June 2018
China Development Bank	50,000	139,100	50,000	127,500	December 2016
Bank of America	50,000	139,100	70,000	178,500	May 2016
Citibank NA	40,000	111,280	70,000	178,500	May 2016
Commercebank NA	25,000	69,550	25,000	63,750	May 2014
Bank of Montreal	25,000	69,550	25,000	63,750	March 2014
Other minor amounts	10,219	28,429	77	196	October 2013
Toronto Dominion Bank	9,000	25,038	24,000	61,200	April 2014
JP Morgan Chase Bank	-	-	80,000	204,000	January 2013
Sumitomo Bank	-	-	55,000	140,250	January 2013
Bank of Nova Scotia	-	-	39,000	99,450	January 2013
Bank of New York	-	-	25,000	63,750	January 2013
BBVA Madrid	-	-	19,831	50,569	January 2013 and February 2013
HSBC Bank PLC	-	-	15,263	38,921	January 2013
Fifth Third Bank	-	-	11,000	28,050	January 2013
	<b><u>1,524,978</u></b>	<b><u>4,242,488</u></b>	<b><u>1,912,194</u></b>	<b><u>4,876,093</u></b>	

- (i) In January 2012, the Bank took on a loan in the nominal amount of US\$ 500 million, agreed upon at a fixed rate of 5.75% with the principal maturing ("bullet") in January 2017. Furthermore, on the same date, there was an Interest Rate Swap (Note 15-a) whereby the Bank had recorded loss of S/.16.7 from the variation of the loan's fair value on September 30, 2013, which is included in the consolidated statement of income (As of September 30, 2012 the Bank had recorded gains of S/. 5 million).
- (ii) Loan for a nominal amount of US\$350 million, at a fixed rate of 5.5% and maturity in November 2020. This loan was hedged by an Interest Rate Swap (IRS) (Note 15-a), which was cancelled on April 25, 2013. As of September 30, 2013, the Bank had recorded gains of S/. 17.9 million corresponding to the change in the loan's fair value, which is included in the consolidated statement of income (as of September 30, 2012, it recorded a loss of S/. 20 million which is included in the consolidated statement of income).
- (iii) It corresponds to a subordinated loan approved by the SBS and it is considered as part of TIER 1 Regulatory Capital to the limit permitted by the General Law.
- (iv) It corresponds to a subordinated loan for an amount of US\$30 million approved by the SBS. It is considered part of TIER 2 Regulatory Capital, according to the current legislation.

(b) International Financial Organizations

Debts to international financial organizations accrued interest at international market rates between 1.76% y 6.4% as of September 30, 2013 (1.2% y 6.4% as of December 31, 2012), and are unsecured.

Name of creditor	Balance as of September 30, 2013		Balance as of December 31, 2012		Due Date
	US\$000	S/.000	US\$000	S/.000	
Banco Interamericano de Desarrollo - BID (i)	160,000	445,119	170,000	433,500	February 2014 / 2017 / 2019 y August 2015
Internacional Finance Corporation - IFC	122,143	339,802	126,429	322,393	December 2018 y June 2022
Corporación Andina de Fomento - CAF	-	-	100,000	255,000	March 2013 / May 2013
Corporación Interamericana de Inversiones -CII	28,570	79,482	40,000	102,001	August 2014
Banco Latinoamericano de Exportación	-	-	65,000	165,750	January 2013
	<u>310,713</u>	<u>864,403</u>	<u>501,429</u>	<u>1,278,644</u>	
Accrued expenses payable	<u>2,270</u>	<u>6,315</u>	<u>3,756</u>	<u>9,577</u>	
	<u><b>312,983</b></u>	<u><b>870,718</b></u>	<u><b>505,185</b></u>	<u><b>1,288,221</b></u>	

- (i) Includes two subordinated loans for an amount of US\$50 million, approved by the SBS and it is considered as part of TIER 2 Regulatory Capital, in accordance with legal provisions in force.

(c) Programa Mi Vivienda – Mi Hogar

As of September 30, 2013, these debts mainly include the resources obtained for the social housing program “Mi Vivienda” in local currency for S/. 459.8 million and in foreign currency for US\$ 9.2 million. These loans have different maturities, up to January 2033 and they accrue interest at an effective annual rate of 7.75% on the foreign currency portion and 6.25% plus the Constant Adjustment Index (hereinafter VAC for its Spanish acronym) on the local currency portion.

The obligation to the Fondo Mi Vivienda – Mi Hogar of S/. 504 million as of September 30, 2013 (S/. 445.9 million as of December 31, 2012) was secured by a portion of the mortgage loan portfolio up to that amount (Note 5). Loans include specific agreements about how these funds must be used, financial conditions that the borrower must meet, as well as administrative terms.

(d) Private Loan Agreement

As of September 30, 2013, debts included a Private Loan Agreement (Note 15-b) for a total amount of US\$ 140 million (US\$ 170 million as of December 31, 2012).

As of September 30, 2013 and December 31, 2012 the detail of the outstanding issued bonds is as follows

Program	Authorized Amount	Issuance	Series	Currency	Original Disbursed Amount	Balance as of September 30, 2013 S/000	Balance as of December 31, 2012 S/000	Maturity Date
<b>Corporate Bonds</b>								
Second	USD 50 million or S/. 160 million	First	B	PEN	-	-	23,000	March 2013
		First	C	PEN	-	-	30,000	April 2013
		First	D	PEN	-	-	17,000	May 2013
Third	USD 100 million or S/. 315 million	Fourth	A	USD	8,533	23,739	21,759	September 2014
		Seventh	Sole	PEN	60,000	60,000	60,000	May 2018
Fourth	USD 100 million	First	Sole	PEN	40,000	40,000	40,000	August 2020
		Second	A	PEN	80,000	80,000	80,000	August 2020
		Third	A	PEN	100,000	100,000	100,000	August 2018
Fifth	USD 250 million	First	A	PEN	50,000	50,000	50,000	December 2016
		Second	A	PEN	150,000	150,000	150,000	December 2026
		Fifth	Sole	PEN	200,000	183,606	215,065	October 2019
		Sixth	A	USD	54,000	150,228	137,700	July 2016
First international issuance	USD 500 million	First	Sole	USD	500,000	1,368,328	1,261,195	August 2022
Second international issuance	USD 300 million	First	Sole	USD	300,000	833,134	-	July 2016
Third international issuance	USD 500 million	Third	Sole	USD	500,000	1,383,706	-	April 2018
						<b>4,422,741</b>	<b>2,185,719</b>	
<b>Subordinated Bonds</b>								
First	USD 50 million or S/. 158.30 million	First	A	PEN	40,000	39,739	39,721	May 2022
		Second	A	USD	20,000	55,640	50,681	May 2027
		Third	A	PEN	55,000	68,173	66,169	June 2032
Second	USD 100 million	First	A	USD	20,000	55,315	51,000	September 2017
		Second	A	PEN	50,000	60,696	58,912	November 2032
		Third	A	USD	20,000	55,640	51,000	February 2028
		Fourth	Sole	PEN	45,000	52,716	51,166	July 2023
		Fifth	Sole	PEN	50,000	57,817	56,118	September 2023
		Sixth	A	PEN	30,000	34,093	33,090	December 2033
						<b>479,829</b>	<b>457,857</b>	
<b>Lease Bonds</b>								
First	USD 200 million	First	A	USD	25,000	69,550	63,750	April 2016
		Second	A	PEN	30,000	30,000	30,000	September 2014
		Third	A	PEN	40,000	40,000	40,000	November 2014
						<b>139,550</b>	<b>133,750</b>	
<b>Notes</b>								
	USD 250 million	First	2008-A	USD	250,000	312,975	382,500	December 2015
	USD 235 million	Second	2012-A, 2012-B, 2012-C y 2012-D	USD	235,000	653,770	597,696	June 2017 y June 2022
						<b>966,745</b>	<b>980,196</b>	
<b>Accrued Interest from Securities, Bonds and Outstanding obligations</b>						<b>55,887</b>	<b>42,511</b>	
						<b>6,064,752</b>	<b>3,800,033</b>	

Corporate bonds are unsecured and accrued annual interest at rates between 5.8% and 7.5% for local currency as of September 30, 2013 (between 5.8% and 7.9% as of December 31, 2012) and between 2.3% and 6.4% for foreign currency as of September 30, 2013 (between 4.7% and 6.4% as of December 31, 2012).

Corporate bonds for S/.200 million is hedged by a Cross Currency Swap (Note 15-a). As of September 30, 2013, the Bank booked a gain of S/. 37.4 million relating to the variation of the issuance's fair value and it is included in the consolidated statement of income.

The issuance notes of June 2012 for US\$ 235 million includes US\$ 70 million booked at its fair value due to a hedged through an IRS (Note 15-a) which was cancelled on June 5, 2013. As of September 30, 2013 the Bank has booked gains of S/. 5.1 million corresponding to the fair value's variation of the issuance and is included in the consolidated statement of income. (As of September 30, 2012 the Bank has booked a loss of S/.1 million included in the consolidated statement of income).

In August 2012, the Bank conducted an international issuance for a nominal amount of US\$ 500 million, at a fixed rate of 5%, maturing in August 2022. The principal will be fully paid off upon maturity. This financial instrument is carried in the books at fair value and the variation of its fair value is hedged by an Interest Rate Swap (Note 15-a) which was ended on May 30, 2013. As of September 30, 2013, the Bank has booked a gain for S/. 73.3 million corresponding to the variation of the issuance's fair value, which is included in the consolidated statement of income. (As of September 30, 2012 the Bank has booked a loss of S/.4 million included in the consolidated statement of income).

In April 2013, the Bank conducted an international issuance for a nominal amount of US\$ 500 million, at a fixed rate of 3.25% maturing in April 2018. The principal will be fully paid off upon maturity. This financial instrument is carried in the books at fair value and the variation of its fair value is hedged by an Interest Rate Swap (Note 15-a). As of September 30, 2013, the Bank has booked a gain for S/. 24.5 million corresponding to the variation of the issuance's fair value, which is included in the consolidated statement of income.

Subordinated bonds were issued according to General Law requirements and with annual interest rates between 5.9% and VAC plus a spread and 5.9% for local currency and between Libor plus a spread and 6.5% for foreign currency.

Leasing bonds accrued interest at an annual rate of 6.3% for local currency and 7.2% for foreign currency, are secured by leasing transactions which are included in loan portfolio and were funding by this bonds.

## **11. SHAREHOLDERS' EQUITY**

### **(a) Capital Stock**

As of September 30, 2013 and December 31, 2012, the authorized, issued and fully paid capital stock of the Bank consisted of 2,226,472,773 outstanding ordinary shares with a face value of S/.1 each. Currently are pending of registration 498,297,457 relating to capitalization of retained earnings and special reserves, respectively.

The General Shareholders' Annual Meetings held on March 27, 2013 and March 29, 2012, authorized an increase of the capital stock of S/. 498.3 million and S/.282.2 million, respectively, by means of the capitalization of retained earnings and special reserves.

The Bank's ordinary stock is listed in the Lima Stock Exchange (hereinafter, BVL for its Spanish acronym). As of September 30, 2013 and December 31, 2012, the stock market quotation value of the Bank's stock was S/. 5.97 and S/. 6.66 per share, respectively, with a negotiation frequency of 100% in both years.

The number of shareholders and the ownership structure of the Bank were as follows:

Percentage of individual interest (%)	Number of shareholders	Total interest
Up to 1	8,502	7.76%
80.01 to 100	1	92.24%
	<u>8,503</u>	<u>100.00%</u>

**(b) Legal Reserves**

Pursuant to applicable law, all Peruvian banks must create and maintain a legal reserve. Each year a Peruvian bank must allocate 10% of its net income to its legal reserve until the legal reserve is equal to 35% of its paid-in capital stock.

The General Shareholders' Annual Meetings held on March 27, 2013 and March 29, 2012 approved an allocation to the legal reserve for the equivalent of 10% of the net income for year 2012 (S/. 124.6 million) and year 2011 (S/. 112.9 million) respectively.

**(c) Special Reserves**

The General Shareholders' Annual Meetings held on March 27, 2013 approved the capitalization of special reserves by S/.91 thousand.

**(d) Retained Earnings**

General Shareholders' Annual Meetings held on March 27, 2013 and March 29, 2012, agreed to distribute dividends for approximately S/. 622.8 million and S/. 733.8 million, respectively.

Dividends distributed to shareholders other than domiciled legal entities, are subject to the rate of income tax rate of 4.1% which should be withheld by the Bank.

The General Shareholders' Annual Meeting held on March 27, 2013 and March 29, 2012, approved the capitalization of retained earnings by S/. 498.2 million and S/. 282.2 million, respectively.

**(e) Unrealized results**

The equity's adjustments include S/. 16.5 million of unrealized gain of the available for sale investments (S/. 30.9 million as of December 31, 2012), S/. 2.7 million corresponding to unrealized gain of held to maturity investment (S/. 2.9 million as of December 31, 2012) and S/. 3 million of fair value's variation of an IRS designated as cash flow hedging instrument.

**(f) Net income**

On June 26, 2013, and September 26, 2013 the Bank's Board of Directors, in the exercise of the delegation conferred upon it by the Annual General Shareholders' Meeting held on March 27, 2013, unanimously resolved to commit the capitalization and other reserves of S/.400 million and S/.150 million of the 2013 profits, respectively. The formalization of these commitments will become effective during the General Shareholders' Meeting to be held in March 2014.

## 12. REGULATORY CAPITAL AND LEGAL LIMITS

According to the General Law, the regulatory capital amount cannot be less than 10% of credit, market and operational risk average weighted assets and contingent loans. As of September 30, 2013, the Bank used the standard method for the calculation of the Regulatory Capital by credit, market and operational risk. In addition, on July 20, 2011, Resolution SBS N° 8425-2011 (Additional Regulatory Capital Requirements regulation) was published, directing companies to apply the requirements for economic cycle, market concentration risk, interest rate risk in the banking books and other risks. This Additional Regulatory Capital Requirement must be achieved in five years, with its first tranche being 40% of the total requirement as from July 2012. Its gradual increase is annual, at a rate of 15%, reaching 100% on July 31, 2016. The additional capital requirement by economic cycle are enabled and disabled on the basis of pro-cycle provisions rule applicable to credits.

As of September 30, 2013, Bank's Regulatory Capital calculated following SBS regulations was S/. 5,703 million (S/. 4,844 million as of December 31, 2012). This amount is used to calculate certain limits and restrictions applicable to all financial entities in Peru. In Bank's management opinion, such limits and restrictions have been fully met by the Bank.

Credit, market and operational risk weighted average assets calculated in accordance with applicable regulations, amount to S/. 44,300 million as of September 30, 2013 (S/. 38,961 million as of December 31, 2012).

As of September 30, 2013 and December 31, 2012, the Bank's capital adequacy ratio by credit, market and operational risk was 12.87% and 12.43%, respectively.

## 13. BASIC AND DILUTED EARNINGS PER SHARE

Basic earnings per ordinary share were computed by dividing net income by the weighted-average number of ordinary shares outstanding during each year. Since there were no ordinary shares with potentially diluting effects, meaning financial instruments or other contracts entitling to the right to obtain ordinary shares, the basic and diluted earnings per share are the same.

The basic and diluted earnings per share were as follows:

	Number of Shares (in million)	
	2013	2012
Outstanding at the beginning of the period	2,226.5	1,944.2
Capitalization of earnings	498.3	780.6
Outstanding at the end of the period	2,724.8	2,724.8
Net income for the period (in thousands of Peruvian Nuevos Soles)	942,344	914,729
Basic and diluted earnings per share	0.346	0.336

## 14. TRANSACTIONS WITH RELATED PARTIES

As of September 30, 2013 and December 31, 2012, Continental's Group has granted loans, provided and requested banking services correspondent services, operations involving financial derivatives booked at their nominal values, among others, with related companies, which balances are detailed below.



	<u>2013</u>	<u>2012</u>
	<b>S/.000</b>	<b>S/.000</b>
Assets -		
Cash and due from banks	65,593	34,551
Loans, net	21,504	79
Other Assets	100,596	241,929
Liabilities -		
Deposits and obligations to the public	267,092	596,162
Obligations	3,305	50,569
Other Liabilities	447,291	128,010
Contingent and off-balance sheet accounts -		
Contingent accounts	8,274,035	5,743,597
Memoranda accounts	1,956,849	1,755,288

Transactions with related parties of Continental's Group had been realized in the normal course of operations and in the same conditions to third parties.

Operations carried out with related parties, included in the consolidated statement of income were the following:

	<u>2013</u>	<u>2012</u>
	<b>S/. 000</b>	<b>S/. 000</b>
Financial income	10	18
Financial expenses	(5,793)	(7,644)
Other income (expenses), net	(39,023)	(39,656)

### **Loans to employees**

As of September 30, 2013 and December 31, 2012, Continental's Group extended credit to certain Directors, executives and employees in accordance with applicable law, which regulates and establishes certain limits on transactions with directors, executives and employees of banks in Peru. As of September 30, 2013 and December 31, 2012, direct loans to employees, directors, executives and key staff amounted to S/. 349.6 million and S/. 314.5 million, respectively.

In addition, for the nine-months ended September 30, 2013, compensation paid to key staff and per diem allowances for the Board of Directors amounted to S/. 6.5 million (S/. 7 million as of September 30, 2012).

## **15. CONTINGENT AND MEMORANDA ACCOUNTS**

### **(a) Financial Derivatives**

As of September 30, 2013 and December 31, 2012, the notional amount equivalent in Nuevos Soles and the fair value of derivative financial instruments were as follows:

2013			
Hedged Instrument	Notional Amount	Asset	Liabilities
	S/. 000	S/. 000	S/. 000
<b>Trading Derivatives</b>	<b>21,764,663</b>	<b>588,671</b>	<b>599,942</b>
Currency forwards	10,063,613	163,649	244,521
Commodities and others	1,350,355	12,001	12,001
Interest Rate	241,569	1,971	1,971
Cross Currency swaps (CCS)	6,305,229	377,342	247,838
Interest rate swaps	3,803,897	33,708	93,611
<b>Hedging Derivatives</b>	<b>3,758,164</b>	<b>22,723</b>	<b>43,856</b>
<b>At Fair Value (i)</b>	<b>3,201,764</b>	<b>19,048</b>	<b>43,856</b>
Cross Currency swaps (CCS) Due to Banks	209,882	-	24,720
Interest rate swaps Due to Banks	1,391,000	18,856	-
Interest rate swaps Bond issued	1,600,882	192	19,136
<b>Cash Flow (ii)</b>	<b>556,400</b>	<b>3,675</b>	<b>-</b>
Interest rate swaps Due to Banks	445,120	2,014	-
Interest rate swaps Bond issued	111,280	1,661	-
<b>Country-risk allowance</b>		<b>(3,231)</b>	
<b>TOTAL</b>	<b>25,522,827</b>	<b>608,163</b>	<b>643,798</b>

2012			
Hedged Instrument	Notional Amount	Asset	Liabilities
	S/. 000	S/. 000	S/. 000
<b>Trading Derivatives</b>	<b>16,705,536</b>	<b>493,532</b>	<b>375,293</b>
Currency forwards	7,216,545	89,991	62,481
Commodities and others	1,793,352	27,847	27,847
Interest Rate	114,164	279	279
Cross Currency swaps (CCS)	4,305,678	347,015	168,224
Interest rate swaps	3,275,797	28,400	116,462
<b>Hedging Derivatives</b>	<b>3,813,380</b>	<b>158,878</b>	<b>-</b>
<b>At Fair Value (i)</b>	<b>3,813,380</b>	<b>158,878</b>	<b>-</b>
Cross Currency swaps (CCS) Bond issued	192,380	17,010	-
Interest rate swaps Due to Banks	2,167,500	126,932	-
Interest rate swaps Bond issued	1,453,500	14,936	-
<b>Country-risk allowance</b>		<b>(3,098)</b>	
<b>TOTAL</b>	<b>20,518,916</b>	<b>649,312</b>	<b>375,293</b>

### Fair Value Hedge

- (i) As of September 30, 2013, the Bank has entered into a Cross Currency Swap (CCS) to hedge the fair value of the bonds issued, in the nominal amount of S/. 210 million. Through this Cross Currency Swap, the Bank converts its fixed-rate domestic currency issuance into a variable-rate US Dollar issuance. As of September 30, 2013, the fair value of the CCS amounted to S/. 36.5 million (loss), and is included in the consolidated statement of income (As of September 30, 2012 the fair value generated an S/. 5.6 million gain).

As of September 30, 2013, the Bank had entered into Interest Rate Swap for a nominal amount of S/. 2,991.9 million to hedge interest rates for debts received. Through these Interest Rate Swaps, the Bank gets a fixed interest rate in US Dollars and pays for a variable interest rate in the same currency. As of September 30, 2013, the total variation of the fair value of interest rate swaps amounted to S/. 69.3 million (loss) and includes S/. 74 million (loss) of IRS cancelled during 2013 (as of September 30, 2012 the fair value's variation amounted to S/. 83.9 million)

### **Cash Flow Hedge**

(ii) As of September 30, 2013, the Bank had entered into Interest Rate Swap for a nominal amount of S/. 556.4 million to hedge interest rates for debts received. Through these Interest Rate Swaps, the Bank gets a variable interest rate in US Dollars and pays for a fixed interest rate in the same currency. As of September 30, 2013, the total variation of the fair value of interest rate swaps amounted to S/. 3 million, which is recorded in equity accounts.

### **(b) Other Creditors**

In December 2008, Continental DPR Finance Company, a special purpose entity incorporated in the Cayman Islands, issued notes through a private placement of debt instruments for US\$ 112.5 million (residual amount as of September 30, 2013). The maturity date of the notes is December 15, 2015 and they have quarterly coupons with a 2-year grace period. The debt instruments bear interest at Libor rate plus a spread (Note 10).

In April 2010, Continental DPR Finance Company, entered into a debt agreement through a private contract totaling US\$ 140 million (Series 2010-A) as of September 30, 2013. This series expire on March 15, 2017 with quarterly coupons with a 2-year grace period. The aforementioned debt accrues interest at Libor plus a spread (Note 10).

In June 2012, Continental DPR Finance Company placed an issue via a private notes issue (debt instruments) for US\$ 235 million. This note issue has two maturities: (i) US\$ 125 million maturing on June 15, 2017; and (ii) US\$ 110 million, maturing on June 15, 2022. All notes have quarterly coupons, take two-year and three-year grace periods into account respectively and accrue interest at Libor plus a spread, except for part of the 10-year issue for US\$ 70 million, which was issued at a fixed rate (Note 10).

The liabilities issued by Continental DPR Finance Company are secured by the Bank's selling to Continental DPR Finance Company the present and future flows generated by electronic payment orders of customers (Diversified Payments Rights - DPRs) sent to the Bank using the SWIFT (Society for Worldwide Interbank Financial Telecommunications Network) system. The mentioned sale, conducted just once, took place on December 31, 2008.

The operative documents for the issuance of the notes include covenants requiring compliance by the Bank with certain financial ratios and other specific conditions related to transferred flows. The Bank's Management believes it was in compliance with such conditions as of September 30, 2013.

## **16. FINANCIAL INCOME**

Financial income for the first nine-months of 2013 increased by 10% compared to the first nine-months of 2012, mainly due to higher interest from deposits and income received from the loans.

**17. FINANCIAL EXPENSES**

Financial expenses for the first nine-months of 2013 increased by 16% compared to the first nine-months of 2012, mainly due to higher interest from Obligations to the public and Securities, Bonds and outstanding Obligations.

**18. ADMINISTRATIVE EXPENSES**

During the first nine-months of 2013, administrative expenses increased by 13% compared to the nine-months of 2012. This category includes personnel expenses (salaries, additional benefits, bonuses, social contributions, length of service compensation, vacation and other staff-related expenses) and overhead (expenses such as computer services, transportation of funds, taxes, advertising and promotion, insurance, general services, security, surveillance and others).

**19. COMISSION (NET)**

During the first nine-months of 2013, income and expenses from financial services increased by 4% compared to the nine-months of 2012. This category includes fees for indirect loans, collection services, transfers, financial advisory services and for other activities related to intermediation services.

**20. SUBSEQUENT EVENTS**

We are not aware of any subsequent events, having occurred from the financial statements closing date to date of this report, which have not been disclosed therein or could significantly affect the financial statements, except that:

On October 2, 2013, the Bank issue the first issuance of the third program of subordinated bonds for a nominal amount of U.S. \$ 45 million with a term of 15 years, and an annual rate of 6.53125%. The principal will be repaid in full on the due date