

Buenos Aires, June 5, 2019

ARGENTINE SECURITIES COMMISSION

**Re.: Material Event – Notice of General
Extraordinary Shareholders’ Meeting**

Dear Sirs,

In connection with the captioned matter, I am writing to you in my capacity as attorney-in-fact of **Banco Hipotecario** in order to inform you that the Company’s Board of Directors has resolved to approve, as recorded in Minutes No. 447 attached hereto, the following:

1) The corporate reorganization of Banco Hipotecario pursuant to Chapter X, Title II of the Rules of the Argentine Securities Commission (*Comisión Nacional de Valores* or “CNV”), consisting in the merger (without liquidation) of its subsidiaries Tarshop S.A. and BH Valores S.A. in order to obtain more benefits from the synergy between their businesses, which will be subject to a centralized administration; and

2) The Preliminary Merger Agreement and the Merger Prospectus, both executed and delivered by and between Banco Hipotecario and Tarshop;

3) The Preliminary Merger Agreement and the Merger Prospectus, both executed and delivered by and between Banco Hipotecario and BH Valores;

4) The following accounting documents: (I) Special Balance Sheet of Banco Hipotecario as of March 31, 2019; (II) Special Consolidated Balance Sheet for Merger Purposes of Banco Hipotecario, Tarshop and BH Valores as of March 31, 2019; (III) Supervisory Committee’s Reports on the Special Balance Sheets mentioned in (I) and (II) above; and (IV) Auditor’s Report on the Special Balance Sheets mentioned in (I) and (II) above.

5) Calling of a General Extraordinary Shareholders’ Meeting pursuant to section 234 of General Company Law No. 19,550 (as restated in 1984) to be held on July 24, 2019, at 11.00 a.m., at the Bank’s registered office located at Reconquista 151, 7th Floor, City of Buenos Aires, to deal with the following agenda: 1) Appointment of two shareholders to sign the minutes of the meeting; 2) Consideration of the corporate reorganization of Banco Hipotecario S.A., the Preliminary Merger Agreement with Tarshop S.A. and other related documents. Delegations and authorizations. 3) Consideration of the corporate reorganization of Banco Hipotecario S.A., the Preliminary Merger Agreement with BH Valores S.A. and other related documents. Delegations and authorizations. 4) Consideration of (I) Special Balance Sheet of Banco Hipotecario as of March 31, 2019; (II) Special Consolidated Balance Sheet for Merger Purposes of Banco Hipotecario, Tarshop and BH Valores as of March 31, 2019; (III) Supervisory Committee’s Reports on the Special Balance Sheets mentioned in (I) and

(II) above; and (IV) Auditor's Report on the Special Balance Sheets mentioned in (I) and (II) above; and 5) Consideration of the issuance of a Profit Sharing Certificate in favor of the participants of the Employee Stock Ownership Plan, as provided for in section 10, subsection a) of the Bank's Bylaws. Delegation to the Board of Directors of the determination of the amount for each fiscal year, manner of implementation and method of payment.

Yours sincerely,

/Sgd./
Ernersto Viñes
Attorney-in-fact

BOARD MINUTES No. 447. In the City of Buenos Aires, on this [redacted] day of June, 2019, at 11:00 a.m., a meeting is held by the Board of Directors of **BANCO HIPOTECARIO S.A. (“Banco Hipotecario”)** at its registered office, with the presence of Class “A” Regular Directors, Francisco SUSMEL and Juan R. JURE; Class “B” Regular Director, Rogelio VIOTTI; Class “C” Regular Director, Martín LANFRANCO; and Class “D” Regular Directors, Jacobo J. DREIZZEN, Carlos B. PISULA, Gabriel A. REZNIK, Pablo VERGARA DEL CARRIL, Ernesto M. VIÑES and Mauricio WIOR. It is stated that the Bank’s President, Eduardo S. ELSZTAIN, is abroad and attends by videoconference as permitted by section 16 of the Bylaws. Mr. ELSZTAIN becomes actively involved in the Board’s discussions simultaneously, with reciprocal image, voice and audio. In this regard, the Directors in attendance resolve that the meeting will be chaired by Ernesto Manuel VIÑAL, who will also be empowered to sign any documents that may be approved by this meeting. Also present are the following Regular Statutory Auditors: Francisco GONZÁLEZ for Class “A”, Hugo HASSAN for Class “B”, and J. Daniel ABELOVICH, Ricardo FLAMMINI and Marcelo FUXMAN for Classes “C” and “D”. The absence of Director Nora ZYLBERLICHT and of the First Vice President, Saúl ZANG, is duly noted. The General Manager, Mr. Manuel HERRERA, is also present. Upon verifying the presence of the statutory quorum, Mr. Ernesto Manuel VIÑES calls the meeting to order and submits for consideration the first item on the Agenda: **1. RATIFICATION OF THE ACQUISITION OF 5% OF THE SHARES IN VALORES S.A. (“BH VALORES”)**. Mr. VIÑES takes the floor and states that on May 23, 2019, the Bank received from BHN Sociedad de Inversión S.A. an offer to sell 75,000 shares in BH Valores S.A., representing 5% of the capital stock of such company. The terms of the offer provided that such offer would only be regarded as accepted upon the transfer of Ps. 3,613,113.68 (three million six hundred thirteen thousand one hundred and thirteen pesos and sixty-eight cents). Such amount results from adjusting the book value of the 5% shareholding by the variation of the average weighted price of the treasury shares of Valores (BYMA and VALO) as of the day before the date of the offer. Given that the Bank has the possibility to trade directly on BYMA and other self-regulated securities markets, Valores’ businesses have overlapped with the Bank’s. Therefore, several alternative courses of action have been reviewed, and the acquisition of such company proved to be the best alternative of all those under analysis, and also received the favorable opinion of the Audit Committee. Therefore, after an exchange of opinions, the Board of Directors unanimously resolves: to ratify the actions taken by the attorneys-in-fact and to approve the acceptance of the offer and the payment of the aforementioned price. Thereupon, Mr. VIÑES submits for consideration the second item on the Agenda: **2. CORPORATE REORGANIZATION**: Mr. HERRERA takes the floor and states that, as already mentioned above, the Bank has recently acquired 5% of the capital stock of Valores and, before that, 20% of the capital stock of Tarshop S.A. (“Tarshop”), thus becoming the holder of 100% of the capital stock of both companies. After analyzing the different options available for such companies, the Directors arrived at the conclusion that the best alternative would be a corporate reorganization of Banco Hipotecario pursuant to the provisions of Chapter X, Title II of the CNV Rules. Such reorganization will consist in the merger (without liquidation) of both subsidiaries in order to obtain more benefits from the synergy between their businesses, which will be subject to a centralized administration. In this regard, after an exchange of ideas, the Board of Directors unanimously resolves to approve the corporate reorganization of Banco Hipotecario under the aforementioned terms. Then, Mr. VIÑES submits for

consideration the third item on the Agenda: **CONSIDERATION OF THE MERGER OF TARSHOP S.A.U. (“MERGED COMPANY”) INTO BANCO HIPOTECARIO (“SURVIVING COMPANY”). APPROVAL OF THE PRELIMINARY MERGER AGREEMENT, THE MERGER PROSPECTUS AND THE RELEVANT ACCOUNTING DOCUMENTS.** In line with the above resolution, the Bank has started to analyze the feasibility and viability of a merger with its controlled entity, Tarshop. It is worth mentioning that the analysis and preparation of the special balance sheets, the preliminary merger agreement and the merger prospectus have been completed. Consequently, Mr. VIÑES submits for consideration the following accounting documents, which were previously circulated to the Company’s administrative and supervisory bodies: (I) Special Balance Sheet of Banco Hipotecario as of March 31, 2019; (II) Special Consolidated Balance Sheet for Merger Purposes of Banco Hipotecario, Tarshop and BH Valores as of March 31, 2019; (III) Supervisory Committee’s Reports on the Special Balance Sheets mentioned in (I) and (II) above; and (IV) Auditor’s Report on the Special Balance Sheets mentioned in (I) and (II) above. Thereupon, Directors make comments in support of their decision to approve the merger of Tarshop on the basis of the following general considerations and qualitative and quantitative advantages: A. Amalgamation of the companies’ activities under the same legal structure to foster the development of the corporate businesses, thus consolidating the management and decision-making process of both companies. B. Restructuring and resizing of Tarshop’s business as a result of the merger. C. Reduction of operating and administrative costs of the companies by improving the management of available resources. D. Synergy and supplementation of Tarshop’s businesses with those of the Surviving Company. After an exchange of ideas, the Board of Directors unanimously resolves: 1) To approve the language of the Preliminary Merger Agreement that is in possession of the attendees and is transcribed below; 2) To approve the Merger Prospectus between Banco Hipotecario and Tarshop, to be submitted before the controlling agencies and to authorize the execution of such document by any of María de los Ángeles del Prado and/or María Laura Barbosa and/or Lucila Huidobro; and 3) To approve the following accounting documents: (I) Special Balance Sheet of Banco Hipotecario as of March 31, 2019; (II) Special Consolidated Balance Sheet for Merger Purposes of Banco Hipotecario, Tarshop and BH Valores as of March 31, 2019; (III) Supervisory Committee’s Reports on the Special Balance Sheets mentioned in (I) and (II) above; and (IV) Auditor’s Report on the Special Balance Sheets mentioned in (I) and (II) above.

PRELIMINARY MERGER AGREEMENT

This **PRELIMINARY MERGER AGREEMENT** (the “Preliminary Agreement”) is made and entered into by and between **BANCO HIPOTECARIO S.A.** (hereinafter, the “Surviving Company” or “Banco Hipotecario”), with registered office at Reconquista 151, City of Buenos Aires, represented by the undersigned; and **TARSHOP S.A.U.** (hereinafter, the “Merged Company” or “Tarshop”), with registered office at Suipacha 664, ■ Floor, City of Buenos Aires, represented by the undersigned, both collectively referred to as the “Parties” and each of them as a “Party”, fully in accordance with the relevant regulations in force, as part performance of the corporate reorganization to be implemented pursuant to the following provisions:

Whereas:

The corporate reorganization was approved by the boards of directors of the Parties on the basis of the following qualitative and quantitative advantages:

A. Amalgamation of the companies' activities under the same legal structure to foster the development of the corporate businesses, thus consolidating the management and decision-making process of both companies.

B. Restructuring and resizing of Tarshop's business as a result of the merger;

C. Reduction of operating and administrative costs of the companies by improving the management of available resources.

D. Synergy and supplementation of Tarshop's businesses with those of the Surviving Company.

ARTICLE I Procedures and Scope

Section One: The merger will be implemented as a "*fusión por absorción*" whereby Tarshop will merge into Banco Hipotecario. Banco Hipotecario will be the surviving company whereas Tarshop will be the merged company, which will be dissolved but not liquidated. As a consequence of this merger, all assets, liabilities, rights and obligations of the Merged Company will be transferred to the Surviving Company. Upon the execution of the Final Merger Agreement and its registration with the Superintendency of Corporations ("SC"), all the property, rights and obligations, whether present or future, contingent or not, known or unknown, of the Merged Company will be transferred by operation of law to the Surviving Company as shown in the Special Consolidated Balance Sheet for Merger Purposes. The Parties expressly understand that such transfer includes, without limitation, any assets and/or liabilities accruing prior to March 31, 2019 even if, for any reason, they have not been shown in the Special Consolidated Balance Sheet for Merger Purposes.

ARTICLE II Merger

Section Two: The merger is made upon reliance on the Special Balance Sheets and the Special Consolidated Balance Sheet for Merger Purposes as of March 31, 2019. Such accounting documents were prepared in compliance with section 83, subsection 1, paragraph b) of the General Company Law by the merging companies' administrators, together with the respective Supervisory Committees' Reports and audited by a Certified Public Accountant, in addition to being prepared on a constant basis and using similar valuation criteria. All accounting documents mentioned herein –and signed by the Parties– are included as an annex to and made an integral part of this Preliminary Agreement. As of the Reorganization Effective Date, as defined in section three, Banco Hipotecario's net worth shall be deemed to include all the assets, rights, shares, unpaid dividends, irrevocable contributions and obligations held by the Merged Company, including all its corporate books and documents.

Section Three:

1) All transactions entered into by the Merged Company after the execution of the notarized deed that shall record the final merger agreement under the provisions of section 83, subsection 4 of the General Company Law, shall be regarded as entered into by Banco Hipotecario (the “Reorganization Effective Date”).

2) From the execution date of this Preliminary Agreement until the execution date of the final merger agreement, the ordinary and extraordinary businesses of Tarshop shall be managed by Tarshop’s Board of Directors. No special guarantees, other than those contemplated by the regulations in force, have been furnished for the conduct of the regular course of business during the period running until registration of the merger with the SC. All powers of attorney granted by Tarshop shall remain in full force and effect until the final merger agreement is registered with the SC.

Section Four: No exchange ratio has been established for this merger given that the Surviving Company is the owner of 100% of the shares in the Merged Company and such equity interest is shown in the Special Balance Sheets of the Surviving Company. Therefore, no capital stock increase will be implemented in the Surviving Company.

ARTICLE III Additional Provisions

Section Five: For purposes of this Preliminary Merger Agreement, the Parties establish domicile at the places first above written, where all court or out-of-court notices shall be deemed validly given. Such domiciles shall survive until either Party gives notice to the other of a new domicile within the same jurisdiction.

Section Six: The Parties agree that any dispute between them in connection with the interpretation or enforcement of this Preliminary Agreement, in the absence of an amicable solution, shall be submitted to the competent jurisdiction of the Ordinary Commercial Courts of the City of Buenos Aires, expressly waiving any other venue or jurisdiction to which they may be entitled.

Section Seven: The Parties represent that, for tax purposes, this merger shall qualify as a corporate reorganization under the provisions of sections 77 and 78 of the Income Tax Law and sections [redacted] and 109 of its Regulatory Executive Order. Consequently, the merger shall be exempt from payment of income tax and any other national and local taxes providing for an exemption for corporate reorganizations. Therefore, this reorganization implies the transfer of all tax rights, credits and benefits and of all tax liabilities of the Merged Company to the Surviving Company. The Reorganization Effective Date mentioned in Section Three above shall be regarded as the reorganization date for all purposes, including tax purposes, according to the provisions of section [redacted] of the Executive Order that regulates the Income Tax Law.

Section Eight: The Parties represent that the validity of this Preliminary Agreement shall be subject to its approval by the respective Extraordinary Shareholders’ Meetings to be held on July 24, 2019.

In witness whereof, the Parties execute two (2) counterparts of this Preliminary Agreement, one for each of them, in the City of Buenos Aires, on June 5, 2019.

Then, Mr. VIÑES submits for consideration the fourth item on the Agenda: **CONSIDERATION OF THE MERGER OF BH VALORES (“MERGED COMPANY”) INTO BANCO HIPOTECARIO (“SURVIVING COMPANY”). APPROVAL OF THE PRELIMINARY MERGER AGREEMENT, THE MERGER PROSPECTUS AND THE RELEVANT ACCOUNTING DOCUMENTS.** In line with the resolution adopted in 1) above and in the context of the Bank’s corporate reorganization, the Bank has started to analyze the feasibility and viability of a merger with its controlled entity, BH Valores. It is worth mentioning that the analysis and preparation of the special balance sheets, the preliminary merger agreement and the merger prospectus have been completed. Consequently, Mr. VIÑES submits for consideration the following accounting documents, which were previously circulated to the Company’s administrative and supervisory bodies: (I) Special Balance Sheet of Banco Hipotecario as of March 31, 2019; (II) Special Consolidated Balance Sheet for Merger Purposes of Banco Hipotecario, Tarshop and BH Valores as of March 31, 2019; (III) Supervisory Committee’s Reports on the Special Balance Sheets mentioned in (I) and (II) above; and (IV) Auditor’s Report on the Special Balance Sheets mentioned in (I) and (II) above. Thereupon, Directors make comments in support of their decision to approve the aforementioned merger of which Banco Hipotecario will be the Surviving Company, on the basis of the following general considerations and qualitative and quantitative advantages: A. Amalgamation of the companies’ activities under the same legal structure to foster the development of the corporate businesses, thus consolidating the management and decision-making process of both companies. B. Restructuring and resizing of BH Valores’ business as a result of the merger. C. Reduction of operating and administrative costs of the companies by improving the management of available resources. D. Synergy and supplementation of BH Valores’ businesses with those of the Surviving Company. After an exchange of ideas, the Board of Directors unanimously resolves: 1) To approve the language of the Preliminary Merger Agreement that is in possession of the attendees and is transcribed below; 2) To approve the Merger Prospectus between Banco Hipotecario and BH Valores, to be submitted before the controlling agencies and to authorize the execution of such document by any of María de los Ángeles del Prado and/or María Laura Barbosa and/or Lucila Huidobro; and 3) To approve the following accounting documents: (I) Special Balance Sheet of Banco Hipotecario as of March 31, 2019; (II) Special Consolidated Balance Sheet for Merger Purposes of Banco Hipotecario, Tarshop and BH Valores as of March 31, 2019; (III) Supervisory Committee’s Reports on the Special Balance Sheets mentioned in (I) and (II) above; and (IV) Auditor’s Report on the Special Balance Sheets mentioned in (I) and (II) above.

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Whereas:

The corporate reorganization was approved by the boards of directors of the Parties on the basis of the following qualitative and quantitative advantages:

A. Amalgamation of the companies' activities under the same legal structure to foster the development of the corporate businesses, thus consolidating the management and decision-making process of both companies.

B. Restructuring and resizing of BH Valores' business as a result of the merger;

C. Reduction of operating and administrative costs of the companies by improving the management of available resources.

D. Synergy and supplementation of BH Valores' businesses with those of the Surviving Company.

ARTICLE I Procedures and Scope

Section One: The merger will be implemented as a "*fusión por absorción*" whereby BH Valores will merge into Banco Hipotecario. Banco Hipotecario will be the surviving company whereas BH Valores will be the merged company, which will be dissolved but not liquidated. As a consequence of this merger, all assets, liabilities, rights and obligations of the Merged Company will be transferred to the Surviving Company. Upon the execution of the Final Merger Agreement and its registration with the Superintendency of Corporations ("SC"), all the property, rights and obligations, whether present or future, contingent or not, known or unknown, of the Merged Company will be transferred by operation of law to the Surviving Company as shown in the Special Consolidated Balance Sheet for Merger Purposes. The Parties expressly understand that such transfer includes, without limitation, any assets and/or liabilities accruing prior to March 31, 2019 even if, for any reason, they have not been shown in the Special Consolidated Balance Sheet for Merger Purposes.

ARTICLE II Merger

Section Two: The merger is made upon reliance on the Special Balance Sheets and the Special Consolidated Balance Sheet for Merger Purposes as of March 31, 2019. Such accounting documents were prepared in compliance with section 83, subsection 1, paragraph b) of the General Company Law by the merging companies' administrators, together with the respective Supervisory Committees' Reports and audited by a Certified Public Accountant, in addition to being prepared on a constant basis and using similar valuation criteria. All accounting documents mentioned herein –and signed by the Parties– are included as an annex to and made an integral part of this Preliminary Agreement. As of the Reorganization Effective Date, as defined in section three, Banco Hipotecario's net worth shall be deemed to include all the assets, rights, shares, unpaid dividends, irrevocable contributions and obligations held by the Merged Company, including all its corporate books and documents.

Section Three:

1) All transactions entered into by the Merged Company after the execution of the notarized deed that shall record the final merger agreement under the provisions of section 83, subsection 4 of the General Company Law, shall be regarded as entered into by Banco Hipotecario (the “Reorganization Effective Date”).

2) From the execution date of this Preliminary Agreement until the execution date of the final merger agreement, the ordinary and extraordinary businesses of BH Valores shall be managed by BH Valores’ Board of Directors. No special guarantees, other than those contemplated by the regulations in force, have been furnished for the conduct of the regular course of business during the period running until registration of the merger with the SC. All powers of attorney granted by BH Valores shall remain in full force and effect until the final merger agreement is registered with the SC.

Section Four: No exchange ratio has been established for this merger given that the Surviving Company is the owner of 100% of the shares in the Merged Company and such equity interest is shown in the Special Balance Sheets of the Surviving Company. Therefore, no capital stock increase will be implemented in the Surviving Company.

**ARTICLE III
Additional Provisions**

Section Five: For purposes of this Preliminary Merger Agreement, the Parties establish domicile at the places first above written, where all court or out-of-court notices shall be deemed validly given. Such domiciles shall survive until either Party gives notice to the other of a new domicile within the same jurisdiction.

Section Six: The Parties agree that any dispute between them in connection with the interpretation or enforcement of this Preliminary Agreement, in the absence of an amicable solution, shall be submitted to the competent jurisdiction of the Ordinary Commercial Courts of the City of Buenos Aires, expressly waiving any other venue or jurisdiction to which they may be entitled.

Section Seven: The Parties represent that, for tax purposes, this merger shall qualify as a corporate reorganization under the provisions of sections 77 and 78 of the Income Tax Law and sections [redacted] and 109 of its Regulatory Executive Order. Consequently, the merger shall be exempt from payment of income tax and any other national and local taxes providing for an exemption for corporate reorganizations. Therefore, this reorganization implies the transfer of all tax rights, credits and benefits and of all tax liabilities of the Merged Company to the Surviving Company. The Reorganization Effective Date mentioned in Section Three above shall be regarded as the reorganization date for all purposes, including tax purposes, according to the provisions of section [redacted] of the Executive Order that regulates the Income Tax Law.

Section Eight: The Parties represent that the validity of this Preliminary Agreement shall be subject to its approval by the respective Extraordinary Shareholders’ Meetings to be held on July 24, 2019.

In witness whereof, the Parties execute two (2) counterparts of this Preliminary Agreement, one for each of them, in the City of Buenos Aires, on June 5, 2019.

Thereupon, Mr. VIÑES submits for consideration the fifth item on the Agenda: **APPROVAL OF THE ISSUANCE AND PAYMENT OF A PROFIT SHARING CERTIFICATE UNDER SECTION 10, SUBSECTION A) OF THE BYLAWS.** Mr. VIÑES states that, after finally implementing the Employee Stock Ownership Plan (“ESOP”) of the Bank through the execution of the relevant instruments, it is necessary, pursuant to Section 10 of the Bank’s Bylaws, to decide upon the issuance of a profit sharing certificate in favor of the participants in such Plan. In this regard, Mr. VIÑES mentions that, according to Executive Order No. 2127/2012, the year of implementation of the Plan is 2012, at which time the relevant formalities were commenced which ended in the entry into force of such Plan. In addition, the opinion rendered by the Under Secretariat of Regulatory Affairs of the Ministry of Economy and Finance ratified the appropriateness of considering 2012 as the time of commencement of the Plan, further clarifying that, consistently with the bylaws provisions, payment of the bonus shall accrue for ten years only, i.e. until 2021, unless full payment of the ESOP or total termination of the participating employees occurs first. After a brief exchange of ideas, the Board of Directors unanimously resolves to approve the issuance of a profit sharing certificate under Section 10, subsection a) of the Bank’s Bylaws, for which purpose it will convene an Extraordinary General Shareholders’ Meeting to ratify the above resolution and to delegate to the Board the determination, manner of implementation and method of payment. Then, Mr. VIÑES submits for consideration the sixth item on the Agenda: **CALLING OF EXTRAORDINARY SHAREHOLDERS’ MEETING:** Mr. VIÑES informs that, consistently with the resolutions adopted in 2), 3), 4) and 5) above, it is necessary to call an Extraordinary General Shareholders’ Meeting to be held on July 24, 2019, at 11.00 a.m., at the registered office located at Reconquista 151, 7th Floor, City of Buenos Aires, to discuss the following Agenda: 1) Appointment of two shareholders to sign the minutes of the meeting; 2) Consideration of the corporate reorganization of Banco Hipotecario S.A., the Preliminary Merger Agreement with Tarshop S.A. and other related documents. Delegations and authorizations. 3) Consideration of the corporate reorganization of Banco Hipotecario S.A., the Preliminary Merger Agreement with BH Valores S.A. and other related documents. Delegations and authorizations. 4) Consideration of (I) Special Balance Sheet of Banco Hipotecario as of March 31, 2019; (II) Special Consolidated Balance Sheet for Merger Purposes of Banco Hipotecario, Tarshop and BH Valores as of March 31, 2019; (III) Supervisory Committee’s Reports on the Special Balance Sheets mentioned in (I) and (II) above; and (IV) Auditor’s Report on the Special Balance Sheets mentioned in (I) and (II) above; and 5) Consideration of the issuance of a Profit Sharing Certificate in favor of the participants of the Employee Stock Ownership Plan, as provided for in section 10, subsection a) of the Bank’s Bylaws. Delegation to the Board of Directors of the determination of the amount for each fiscal year, manner of implementation and method of payment. Mr. VIÑES further states that, in view of the Extraordinary General Shareholders’ Meeting convened hereby, the Board of Directors recommends the approval of the corporate reorganization of Banco Hipotecario, the preliminary merger agreements between Banco Hipotecario S.A., as surviving company, and Tarshop S.A. and BH Valores S.A. as merged companies, the relevant accounting documents and also, the issuance of the profit sharing certificate, as all the above actions are in furtherance of the interests of the Company and of the other companies involved due to the reasons explained upon dealing with items 2), 3), 4) and 5) on the Agenda of this meeting. The Statutory Auditors confirm the legality of the decisions adopted hereby (section 16 of the Bylaws). There being no further business to

transact, the meeting rises at 11.30 a.m.