

CREDICORP LTD  
Form 20-F/A  
July 25, 2007

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**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, D.C. 20549

**FORM 20-F/A**

- ☐ REGISTRATION STATEMENT PURSUANT TO SECTION 12(b) OR (g) OF THE SECURITIES EXCHANGE ACT OF 1934

OR

- ☒ ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 2006

OR

- ☐ TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

OR

- ☐ SHELL COMPANY REPORT PURSUANT TO SECTION 13 OR 15 (d) OF THE SECURITIES EXCHANGE ACT OF 1934

Date of event requiring this shell company report \_\_\_\_\_

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission file number 1-14014

**CREDICORP LTD.**

(Exact name of registrant as specified in its charter)

**BERMUDA**

(Jurisdiction of incorporation or organization)

**Calle Centenario 156**

**La Molina**

**Lima 12, Perú**

(Address of principal executive offices)

\_\_\_\_\_

Securities registered or to be registered pursuant to Section 12(b) of the Act.

Title of each class

Name of each exchange on which registered

Common Shares, par value \$5.00 per share

New York Stock Exchange

Securities registered or to be registered pursuant to Section 12(g) of the Act.

None

Securities for which there is a reporting obligation pursuant to Section 15(d) of the Act.

None

Indicate the number of outstanding shares of each of the issuer's classes of capital or common stock as of the close of the period covered by the annual report.

Common Shares, par value \$5.00 per share 94,382,317

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.

Yes ☒ No ☐

If this report is an annual or transition report, indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934.

Yes ☐ No ☒

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes ☒ No ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of "accelerated filer and large accelerated filer" in Rule 12b-2 of the Exchange Act.

Large accelerated filer ☒ Accelerated filer ☐ Non-accelerated filer ☐

Indicate by check mark which financial statement item the registrant has elected to follow.

Item 17 ☐ Item 18 ☒

If this is an annual report, indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes ☐ No ☒

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## PRESENTATION OF FINANCIAL INFORMATION

Unless otherwise specified or the context otherwise requires, references in this Form 20-F (the “Annual Report”) to “\$,” “US\$,” “Dollars” and “U.S. Dollars” are to United States dollars, references to “S/,” “Nuevo Sol” or “Nuevos Soles” are to Peruvian Nuevos Soles and references to “foreign currency” are to U.S. Dollars. Each Nuevo Sol is divided into 100 céntimos (cents).

Credicorp Ltd., a Bermuda limited liability company (“Credicorp” as a separate entity or together with its consolidated subsidiaries, as the context may require), maintains its financial books and records in U.S. Dollars and presents its financial statements in accordance with International Financial Reporting Standards (“IFRS”). IFRS vary in certain respects from United States generally accepted accounting principles (“U.S. GAAP”). For a discussion of significant differences between IFRS and U.S. GAAP, together with a reconciliation of net income and shareholders’ equity to U.S. GAAP for Credicorp, see Note 29, as restated, to Credicorp’s consolidated financial statements for the years ended December 31, 2004, 2005 and 2006 (the “Credicorp Consolidated Financial Statements”) included elsewhere herein.

Credicorp operates primarily through its four principal subsidiaries, Banco de Crédito del Perú (together with its consolidated subsidiaries, “BCP”), Atlantic Security Holding Corporation (together with its consolidated subsidiaries, “ASHC”), El Pacífico-Peruano Suiza Compañía de Seguros y Reaseguros (together with its consolidated subsidiaries, “PPS”) and Grupo Crédito S.A (together with its consolidated subsidiaries, “Grupo Crédito”). BCP’s activities include commercial banking, investment banking and retail banking. As of and for the year ended December 31, 2006, BCP, accounted for 69.7% of Credicorp’s total revenues, 82.2% of total assets, 88.3% of net income and 71.6% of shareholders’ equity. Unless otherwise specified, the individual financial information for BCP, ASHC, PPS and Grupo Crédito included herein has been derived from the audited consolidated financial statements of each such entity. See “Item 3. Key Information—(A) Selected Financial Data” and “Item 4. Information on the Company—(A) History and Development of the Company.”

“Item 3. Key Information—(A) Selected Financial Data” contains key information related to Credicorp’s performance. Such information was obtained mainly from Credicorp’s consolidated financial statements as of December 31, 2002, 2003, 2004, 2005 and 2006.

Credicorp management’s criteria on foreign currency translation for the purpose of preparing the Credicorp Consolidated Financial Statements is described in “Item 5. Operating and Financial Review and Prospects—(A) Operating Results—(1) Critical Accounting Policies—Foreign currency translation.”

Certain of Credicorp’s subsidiaries maintain their operations and balances in Nuevo Soles. As a result, this Annual Report contains certain Nuevo Sol amounts translated into U.S. Dollars solely for the convenience of the reader. None of these translations should be construed as representations that the Nuevo Sol amounts actually represent such equivalent U.S. Dollar amounts or could be converted into U.S. Dollars at the rate indicated as of the dates mentioned herein or at all. Unless otherwise indicated, such U.S. Dollar amounts have been translated from Nuevos Soles at an exchange rate of S/3.196= US\$1.00, the December 31, 2006 exchange rate set by the Peruvian Superintendencia de Banca, Seguros y AFP (the Superintendency of Banks, Insurance and Pension Funds, or “SBS”). The average of the bid and offered free market exchange rates published by SBS for June 8, 2006 was S/3.175 per US\$1.00. The translation of amounts expressed in nominal or constant Nuevos Soles with purchasing power as of a specified date by the then prevailing exchange rate may result in presentation of U.S. Dollar amounts that differ from the U.S. Dollar amounts that would have been obtained by translating nominal or constant Nuevos Soles with purchasing power as of another specified date by the prevailing exchange rate on that specified date. See also “Item 3. Key Information—(A) Selected Financial Data—Exchange Rates” for information regarding the average rates of exchange between the Nuevo Sol and the U.S. Dollar for the periods specified therein. The Federal Reserve Bank of New York does not publish a noon buying rate for Nuevos Soles.



## CAUTIONARY STATEMENT WITH RESPECT TO FORWARD-LOOKING STATEMENTS

Certain of the statements contained in this Annual Report that are not historical facts, including, without limitation, certain statements made in the sections hereof entitled “Item 3. Key Information,” “Item 4. Information on the Company,” “Item 5. Operating and Financial Review and Prospects” and “Item 11. Quantitative and Qualitative Disclosures about Market Risk,” which are forward-looking statements within the meaning of Section 27A of the U.S. Securities Act of 1933 and Section 21E of the U.S. Securities Exchange Act of 1934 (the “Exchange Act”). These forward-looking statements are based on management’s current views and assumptions and involve known and unknown risks and uncertainties that could cause actual results, performance or events to differ materially from those expressed or implied in such statements. Actual results, performance or events may differ materially from those in such statements due to, without limitation:

- general economic conditions, including in particular economic conditions in Peru;
- performance of financial markets, including emerging markets;
- the frequency and severity of insured loss events;
- interest rate levels;
- currency exchange rates, including the Nuevo Sol/U.S. Dollar exchange rate;
- increasing levels of competition in Peru and other emerging markets;
- changes in laws and regulations;
- changes in the policies of central banks and/or foreign governments; and
- general competitive factors, in each case on a global, regional and/or national basis.

See “Item 3. Key Information—(D) Risk Factors,” and “Item 5. Operating and Financial Review and Prospects.”

Credicorp is not under any obligation to, and expressly disclaims any such obligation to, update or alter its forward-looking statements, whether as a result of new information, future events or otherwise.

**PART I**

**ITEM 1. IDENTITY OF DIRECTORS, SENIOR MANAGEMENT AND ADVISERS**

Not applicable.

**ITEM 2. OFFER STATISTICS AND EXPECTED TIMETABLE**

Not applicable.

**ITEM 3. KEY INFORMATION**

**(A) Selected Financial Data**

The following table presents summary consolidated financial information for Credicorp at the dates and for the periods indicated. This selected financial data is presented in U.S. Dollars. This information should be read in conjunction with, and is qualified in its entirety by reference to, the Credicorp Consolidated Financial Statements, also presented in U.S. Dollars.

The summary consolidated financial data as of, and for the years ended, December 31, 2002 are derived from the Credicorp Consolidated Financial Statements audited by Dongo-Soria Gaveglione y Asociados, a member firm of PricewaterhouseCoopers, independent auditors. The summary consolidated financial data as of, and for the years ended, December 31, 2003, 2004, 2005 and 2006 are derived from the Credicorp Consolidated Financial Statements audited by Medina, Zaldívar, Paredes & Asociados, member of Ernst & Young Global, independent registered public accountants.

The report of Medina, Zaldívar, Paredes & Asociados on the Credicorp Consolidated Financial Statements as of December 31, 2005 and 2006 and for the years ended December 31, 2004, 2005 and 2006 appears elsewhere in this Annual Report.

The summary consolidated financial information presented below and the Credicorp Consolidated Financial Statements are prepared and presented in accordance with IFRS, which differ in certain respects from U.S. GAAP. See Note 29, as restated, to the Credicorp Consolidated Financial Statements, which provides a description of the significant differences between IFRS and U.S. GAAP, as they relate to Credicorp, and a reconciliation to U.S. GAAP of Credicorp's net income and shareholders' equity.

**SELECTED FINANCIAL DATA**

**Year ended December 31,**  
**2002                      2003                      2004                      2005                      2006**  
*(U.S. Dollars in thousands, except percentages, ratios, and per common share data)*

**INCOME STATEMENT****DATA:****IFRS:**

Interest income	US\$531,874	US\$548,285	US\$542,842	US\$612,432	US\$782,002
Interest expense	(178,070)	(163,580)	(160,298)	(173,159)	(283,478)
Net interest income	353,804	384,705	382,544	439,273	498,524
Provision for loan losses					
(1)	(99,596)	(66,421)	(16,131)	6,356	4,243
Net interest income after provision for loan losses	254,208	318,284	366,413	445,629	502,767
Fees and commissions from banking services	177,305	189,472	201,474	206,163	243,778
Net gains (losses) from sales of securities	(1,097)	3,235	10,135	8,965	27,281
Net gains on foreign exchange transactions	22,582	23,681	24,165	29,286	41,638
Net premiums earned	125,218	125,115	192,672	218,955	251,261
Other income	11,651	23,227	8,105	21,571	26,197
Claims on insurance activities	(97,901)	(99,774)	(154,325)	(175,500)	(186,522)
Operating expenses	(404,186)	(430,373)	(459,928)	(477,073)	(585,058)
Merger costs	0	(18,587)	(3,742)	0	(5,706)
Income before translation result and income tax	87,780	134,280	184,969	277,996	315,636
Translation result	(2,482)	(3,675)	2,040	(9,597)	15,216
Income tax	(32,628)	(39,695)	(45,497)	(73,546)	(83,587)
Net income	52,670	90,910	141,512	194,853	247,265
Net income attributable to Credicorp's equity holders	42,383	80,607	130,747	181,885	230,013
Minority interests	10,287	10,303	10,765	12,968	17,252
Net income per Common Share attributable to Credicorp's equity holders					
(2)	0.53	1.01	1.64	2.28	2.88
Cash dividends declared per Common Share	0.30	0.40	0.80	1.10	1.30

**U.S. GAAP:**

Net income (3)	44,238	85,710	122,454	230,123	175,024
Net income per Common Share (2),(3)	0.55	1.07	1.54	2.89	2.19

**BALANCE SHEET****DATA:****IFRS:**

Total assets	8,629,631	8,321,783	9,087,560	11,036,075	12,881,529
Total loans (4)	4,817,663	4,481,496	4,559,018	4,972,975	5,877,361



Reserves for loan losses (1)	(424,031)	(326,677)	(271,873)	(218,636)	(210,586)
Total deposits	6,381,200	5,976,506	6,270,972	7,067,754	8,799,134
Equity attributable to Credicorp's equity holders	823,800	910,730	1,065,197	1,190,440	1,396,822
Minority interest	64,742	72,841	85,253	101,515	136,946
Equity	888,542	983,571	1,150,450	1,291,955	1,533,768
<b>U.S. GAAP:</b>					
Shareholders' equity	826,833	917,986	1,077,306	1,202,549	1,403,944
<b>SELECTED RATIOS:</b>					
<b>IFRS:</b>					
Net interest margin (5)	5.07%	5.15%	4.85%	4.90%	4.64%
Return on average total assets (6)	0.52	0.95	1.50	1.81	1.92
Return on average equity attributable to Credicorp's equity holders (7)	5.23	9.27	13.55	16.39	18.47
Operating expenses as a percentage of net interest and non-interest income (8)	52.78	50.66	49.18	46.25	50.26
Operating expenses as a percentage of average assets	4.99	5.08	5.28	4.74	4.89
Equity attributable to Credicorp's equity holders as a percentage of period end total assets	9.55	10.94	11.72	10.79	10.84
Regulatory capital as a percentage of risk-weighted assets (9)	14.38	15.28	14.04	13.10	11.98
Total past due loan amounts as a percentage of total loans (10)	8.43	5.72	3.49	1.93	1.31
Reserves for loan losses as a percentage of total loans	8.80	7.29	5.96	3.97	3.24
Reserves for loan losses as a percentage of total loans and other contingent credits (11)	6.57	5.38	4.99	3.19	2.59
Reserves for loan losses as a percentage of total past due loans (12)	104.41	127.50	170.93	206.22	247.85
Reserves for loan losses as a percentage of substandard loans (13)	51.81	50.26	54.11	65.42	78.24

(1) Provision for loan losses and reserve for loan losses include provisions and reserves with respect to total loans and contingent credits, net of write off recoveries.



- (2) Credicorp has 100 million authorized common shares (“Common Shares”). As of December 31, 2006, Credicorp had issued 94.4 million Common Shares, of which 14.6 million are held by ASHC. Per Common Share data presented considers net outstanding shares (Common Shares net of shares held by BCP, ASHC and PPS) of 79.7 million in 2002 to 2006. See Notes 17 and 24 to the Credicorp Consolidated Financial Statements.
- (3) As explained in Note 29 paragraph (c) to Credicorp Consolidated Financial Statements included elsewhere herein, net income and net income per common share have been restated from the year 2002 to 2005 due to the application of EITF 96-15. As a result, the previous reported amounts have been restated in increasing (decreasing) the net income reported by (in thousands) US\$(1,178), US\$(880), US\$(13,146) and US\$48,238 for 2002, 2003, 2004 and 2005, respectively.
- (4) Net of unearned interest, but prior to reserve for loan losses. In addition to loans outstanding, Credicorp had contingent loans of US\$956.9 million, US\$782.9 million, US\$889.1 million, US\$1,220.9 million and US\$1,455.4 million, as of December 31, 2002, 2003, 2004, 2005 and 2006, respectively. See Note 20 to the Credicorp Consolidated Financial Statements.
- (5) Net interest income as a percentage of average interest-earning assets, computed as the average of period-beginning and period-ending balances on a monthly basis.
- (6) Net income as a percentage of average total assets, computed as the average of period-beginning and period-ending balances.
- (7) Net income as a percentage of average equity attributable to Credicorp’s equity holders, computed as the average of period-beginning and period-ending balances. Calculated on a monthly basis.
- (8) Sum of the salaries and employee’s benefits. Administrative expenses, depreciation and amortization, as a percentage of the sum of net interest income and non-interest income, less net gains from sales of securities and other income.
- (9) Regulatory capital calculated in accordance with guidelines by the Basel Committee on Banking Regulations and Supervisory Practices of International Settlements (the “BIS I Accord”) as adopted by the SBS. See “Item 5. Operating and Financial Review and Prospects—(B) Liquidity and Capital Resources—Regulatory Capital and Capital Adequacy Ratios.”
- (10) BCP considers loans past due after 90 days, for installment loans, which include mortgage loans but exclude consumer loans. ASHC considers past due all overdue loans except for consumer loans, which are considered past due when the scheduled principal and/or interest payments are overdue for more than 90 days. See “Item 4. Information on the Company—(B) Business Overview—(12) Selected Statistical Information—(iii) Loan Portfolio—Classification of the Loan Portfolio Based on the Borrower’s Payment Performance.”
- (11) Other contingent credits primarily consist of guarantees, stand-by letters and letters of credit. See Note 20 to the Credicorp Consolidated Financial Statements.
- (12) Reserves for loan and contingent credit losses, as a percentage of all past due loans, with no reduction for collateral securing such loans. Reserves for loan and contingent credit losses includes reserves with respect to total loans and other credits.
- (13) Reserves for loan and contingent credit losses as a percentage of loans classified in categories C, D or E. See “Item 4. Information on the Company—(B) Business Overview—(12) Selected Statistical Information—(iii) Loan Portfolio—Classification of Loan Portfolio.”

**Exchange Rates**

The following table sets forth the high and low month-end rates and the average and end-of-period rates for the sale of Nuevos Soles for U.S. Dollars for the periods indicated.

<b>Year ended December 31,</b>	<b>High(1)</b>	<b>Low(1)</b>	<b>Average(2)</b>	<b>Period-end(3)</b>
	<i>(Nominal Nuevos Soles per U.S. Dollar)</i>			
2001	3.623	3.435	3.508	3.446
2002	3.644	3.435	3.460	3.520
2003	3.496	3.463	3.477	3.464
2004	3.500	3.283	3.410	3.283
2005	3.440	3.249	3.295	3.420
2006	3.455	3.195	3.274	3.195

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Source: SBS

(1) Highest and lowest of the 12 month-end exchange rates for each year based on the offered rate.

(2) Average of month-end exchange rates based on the offered rate.

(3) End-of-period exchange rates based on the offered rate.

The following table sets forth the high and low rates for the sale of Nuevos Soles for U.S. Dollars for the indicated months.

	<b>High(1)</b>	<b>Low(1)</b>
	<i>(Nominal Nuevos Soles per U.S. Dollar)</i>	
<b>2006</b>		
December	3.218	3.195
<b>2007</b>		
January	3.203	3.187
February	3.196	3.187
March	3.188	3.182
April	3.184	3.171
May	3.175	3.161
June (through June 8)	3.175	3.170

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Source: Bloomberg

(1) Highest and lowest of the daily closing exchange rates for each month based on the offered rate.

The average of the bid and offered free market exchange rates published by the SBS for June 8, 2007 was S/.3.175 per US\$1.00.

**(B) Capitalization and Indebtedness**

Not applicable.

**(C) Reasons for the Offer and Use of Proceeds**

Not applicable.

**(D) Risk Factors**

Credicorp's businesses are affected by a number of external and other factors in the markets in which they operate. Different risk factors can impact Credicorp's businesses and their ability to operate their respective businesses and business strategies effectively. The following risk factors should be considered carefully and read in conjunction with all of the information in this Annual Report.

*The Group's geographic location exposes it to risk related to the Peruvian political and economic conditions*

Substantially all of BCP's and PPS's operations and customers are located in Peru. In addition, although ASHC is based outside of Peru, substantially all of its customers are located in Peru. Accordingly, the results of operations and the financial condition of Credicorp will be dependent on the level of economic activity in Peru. Credicorp's results of operations and financial condition could also be affected by changes in economic or other policies of the Peruvian government (which has exercised and continues to exercise a substantial influence over many aspects of the private sector) or other political or economic developments in Peru, including government-induced effects on inflation, devaluation and economic growth.

During the past several decades, Peru has had a history of political instability that has included military coups and a succession of regimes with differing policies and programs. Past governments have frequently intervened in the

nation's economy and social structure. Among other actions, past governments have imposed controls on prices, exchange rates, local and foreign investment and international trade; restricted the ability of companies to dismiss employees; expropriated private sector assets; and prohibited the remittance of profits to foreign investors.

In July 1990, Alberto Fujimori was elected president, and his administration implemented a broad-based reform of Peru's political system and economic and social conditions aimed at and with a focus on stabilizing the economy, restructuring the national government (by reducing bureaucracy), privatizing state-owned companies, promoting private investment, developing and strengthening free markets, institutionalizing democratic representation, and enacting programs for the strengthening of basic services related to education, health and infrastructure. After taking office for his third term in July 2000 under extreme protest, President Fujimori was forced to call for general elections due to the outbreak of corruption scandals and later resigned in favor of a transitory government headed by the president of Congress, Valentín Paniagua.

Mr. Paniagua took office in November 2000 and in July 2001 handed over the presidency to Alejandro Toledo, the winner of the elections decided in the second round held on June 3, 2001, ending two years of political turmoil. President Toledo retained, for the most part, the economic policies of the previous government, focusing on promoting private investment, eliminating tax exemptions, and reducing underemployment and unemployment. President Toledo also implemented fiscal austerity programs, among other proposals, in order to stimulate the economy. Despite Peru's moderate economic growth, the Toledo administration at times faced public unrest spurred by the high rates of unemployment, underemployment and poverty.

President Toledo transferred the presidency to Alan García Pérez on July 28, 2006 following Mr. Garcia's victory in the run-off of the presidential elections held on June 4, 2006.

President García had previously served as president of Peru from 1985 to 1990, which period was marked by a severe economic crisis. President García is following conservative economic policies and has indicated a desire to avoid the mistakes of his past government. García named the conservative banker Luis Carranza as Minister of Economy and Finance. Carranza has held a senior position at Banco Bilbao Vizcaya Argentaria ("BBVA") in Spain and was a key adviser to Pedro Pablo Kuczynski, the Prime Minister (and former Minister of Economy and Finance) of former president Alejandro Toledo. García has indicated that his administration would generally follow economic policies similar to those of the Toledo administration, which included achieving sustained economic growth, increasing exports of Peruvian goods, reducing unemployment, underemployment and poverty, reforming the tax system, fostering private investment and increasing public investment in education, public health and other social programs, while reducing overall public spending.

*Foreign exchange fluctuations and exchange controls may adversely affect Credicorp's financial condition and results of operations*

Even though Credicorp's financial statements functional currency is U.S. Dollars, and its dividends are paid in U.S. Dollars, BCP and PPS, for local statutory purposes, prepare their financial statements and pay dividends in Nuevos Soles. As declared in the Peruvian Constitution, the Peruvian government currently imposes no restrictions on a company's ability to transfer U.S. Dollars from Peru to other countries, to convert Peruvian currency into U.S. Dollars or to remit dividends abroad, Peru has had restrictive exchange controls in the past and there can be no assurance that the Peruvian government will continue to permit such transfers, remittances or conversion without any restriction. See "Item 10. Additional Information—(D) Exchange Controls." In addition, a devaluation would decrease the U.S. Dollar value of any dividends BCP and PPS pay to Credicorp, which would have a negative impact on Credicorp's ability to pay dividends to shareholders.

Although the current level of Peru's foreign reserves compares favorably with those of other Latin American countries, there can be no assurance that Peru will be able to maintain adequate foreign reserves to meet its foreign currency-denominated obligations, or that Peru will not impose exchange controls should its foreign reserves decline. A decline in Peruvian foreign reserves to inadequate levels, among other economic circumstances, could lead to a currency devaluation. While Credicorp seeks to manage the gap between its foreign currency-denominated assets and liabilities, for instance by matching the volumes and maturities of its Nuevo Sol-denominated loans against its Nuevo Sol-denominated deposits, a sudden and significant devaluation could have a material adverse effect on Credicorp's financial condition and results of operations. See "Item 11. Quantitative and Qualitative Disclosures about Market Risk—Exchange Rate Sensitivity." Also, a significant group of BCP's borrowers and PPS's insureds generate Nuevo Sol revenues from their own clients. Devaluation of the Nuevo Sol against the Dollar could have a negative impact on the ability of BCP's and PPS's clients to repay loans or make premium payments. Despite any devaluation, and absent any change in foreign exchange regulations, BCP and PPS would be expected to continue to repay U.S. Dollar-denominated deposits and U.S. Dollar-denominated insurance benefits in U.S. Dollars. Therefore, any significant devaluation of the Nuevo Sol against the Dollar could have a material adverse effect on Credicorp's results of operations and financial condition.

*It may be difficult to serve process on or enforce judgments against Credicorp or Credicorp's principals residing outside of the United States*

A significant majority of Credicorp's directors and officers reside outside the United States (principally in Peru). All or a substantial portion of the assets of Credicorp or of such persons are located outside the United States. As a result, it may not be possible for investors to effect service of process within the United States upon such persons or upon Credicorp or to enforce against them in federal or state courts in the United States judgments predicated upon the civil liability provisions of the federal securities laws of the United States. Credicorp has been advised by its Peruvian counsel that there is uncertainty as to the enforceability, in original actions in Peruvian courts, of liabilities predicated solely under the United States federal securities laws and as to the enforceability in Peruvian courts of judgments of United States courts obtained in actions predicated upon the civil liability provisions of the United States federal securities laws. Credicorp has been advised by its Bermudan counsel that uncertainty exists as to whether courts in Bermuda will enforce judgments obtained in other jurisdictions, including the United States, against Credicorp or its directors or officers under the securities laws of those jurisdictions or entertain actions in Bermuda against Credicorp or its directors or officers under the securities laws of other jurisdictions.

In addition, Credicorp's bye-laws (the "Bye-laws") contain a broad waiver by its shareholders of any claim or right of action, both individually and on Credicorp's behalf, against any of Credicorp's officers or directors. The waiver applies to any action taken by an officer or director, or the failure of an officer or director to take any action, in the performance of his or her duties, except with respect to any matter involving any willful negligence, willful default, fraud or dishonesty on the part of the officer or director. This waiver limits the right of shareholders to assert claims against Credicorp's officers and directors unless the act or failure to act involves willful negligence, willful default, fraud or dishonesty.

*As a holding company, Credicorp's ability to pay dividends to its shareholders and to pay corporate expenses may be adversely affected by restrictions on its subsidiaries to pay dividends to Credicorp*

As a holding company, Credicorp's ability to make dividend payments, if any, and to pay corporate expenses will be dependent primarily upon the receipt of dividends and other distributions from its operating subsidiaries. Credicorp's principal subsidiaries are BCP, PPS, ASHC and Grupo Crédito. There are various regulatory restrictions on the ability of Credicorp's subsidiaries to pay dividends or make other payments to Credicorp. To the extent Credicorp's subsidiaries do not have funds available or are otherwise restricted from paying dividends to Credicorp, Credicorp's ability to pay dividends to its shareholders will be adversely affected. Currently, there are no restrictions on the ability of BCP, ASHC, PPS or Grupo Crédito to remit dividends abroad. In addition, the right of Credicorp to participate in



any distribution of assets of any subsidiary, including BCP, PPS, ASHC and Grupo Crédito, upon any such subsidiary's liquidation or reorganization or otherwise (and thus the ability of holders of Credicorp securities to benefit indirectly from such distribution), will be subject to the prior claims of creditors of that subsidiary, except to the extent that any claims of Credicorp as a creditor of such subsidiary may be recognized as such. Accordingly, Credicorp's securities will effectively be subordinated to all existing and future liabilities of Credicorp's subsidiaries, and holders of Credicorp's securities should look only to the assets of Credicorp for payments.

*A deterioration in the quality of our loan portfolio may adversely affect our results of operations*

Given that a significant percentage of Credicorp's revenues are related to banking activities, a deterioration of loan quality may have an adverse impact on the financial condition and results of operations of Credicorp. While loan portfolio risk associated with lending to certain economic sectors or clients in certain market segments can be mitigated through adequate diversification policies, Credicorp's pursuit of opportunities in which it can charge higher interest rates, thereby increasing revenues, may reduce diversification of the loan portfolio and expose Credicorp to greater credit risk. Credicorp believes that significant opportunities exist in middle market and consumer lending in Peru and that Credicorp can, on average, charge higher interest rates on such loans as compared with interest charged on loans in its core corporate banking business, made primarily to clients that operate in industrial and commercial economic sectors. Accordingly, Credicorp's strategy includes a greater emphasis on middle market and consumer loans, as well as continued growth of its loan portfolio in general. An increase in the portfolio's exposure to these areas could be accompanied by greater credit risk, not only due to the speed and magnitude of the increase, but also due to the shift to lending to the middle market and consumer sectors, which have higher risk profiles compared, particularly, to loans to large corporate customers. Given the changing composition of its loan portfolio, historical loss experience may not be indicative of future loan loss experience.

*We are subject to banking regulation and supervision in Peru. Changes in the regulatory framework in Peru could adversely affect our business*

Credicorp is subject to extensive supervision and regulation through the SBS's consolidated supervision regulations, which oversee all of Credicorp's subsidiaries and offices including those located outside Peru. BCP's operations are supervised and regulated by the SBS and the *Banco Central de Reserva* ("Central Bank"). Peru's Constitution and the SBS's statutory charter grant the SBS the authority to oversee and control banks and other financial institutions. The SBS and the Central Bank have general administrative responsibilities over BCP, including designation of capitalization and reserve requirements. In past years, the Central Bank has, on numerous occasions, changed the deposit reserve requirements applicable to Peruvian commercial banks and both the rate of interest paid on deposit reserves and the amount of deposit reserves on which no interest is payable by the Central Bank. Such changes in the supervision and regulation of BCP, if made in the future, may adversely affect the results of operations and financial condition of Credicorp. See "Item 4. Information on the Company—(B) Business Overview—(11) Supervision and Regulation—(ii) BCP."

*We are subject to insurance regulation in Peru. Changes in insurance regulations may impact the ability of our insurance subsidiary to underwrite and price risk effectively and may adversely affect Credicorp's operating performance and financial condition*

Credicorp's insurance business, carried out by its subsidiary PPS, is subject to regulation by the SBS. Insurance regulation in Peru is an area of constant change. New legislation or regulations may adversely affect PPS's ability to underwrite and price risks accurately, which in turn would affect underwriting results and business profitability. PPS is unable to predict whether and to what extent new laws and regulations that would affect its business will be adopted in the future, the timing of any such adoption, and what effects any new laws or regulations would have on its operations, profitability and financial condition.

Credicorp's operating performance and financial condition depend on PPS's ability to underwrite and set premium rates accurately for a full spectrum of risks. PPS must generate sufficient premiums to offset losses, loss adjustment expenses and underwriting expenses so it may earn a profit. In order to price premium rates accurately, PPS must collect and analyze a substantial volume of data; develop, test and apply appropriate rating formulae; closely monitor changes in trends in a timely fashion; and project both severity and frequency with reasonable accuracy. If PPS fails to assess accurately the risks that it assumes or does not accurately estimate its retention, it may fail to establish adequate premium rates, which could reduce income and have a material adverse effect on its operating results or financial condition. Moreover, there is inherent uncertainty in the process of establishing property and casualty loss reserves. Reserves are estimates based on actuarial and statistical projections at a given point in time of what PPS ultimately expects to pay out on claims and the cost of adjusting those claims, based on the facts and circumstances then known. Factors affecting these projections include, among others, changes in medical costs, repair costs and regulation. Any negative effect on PPS could have a material adverse effect on Credicorp's results of operations and financial condition.

*We are facing increased competition that may impede our growth*

BCP has experienced increased competition, including increased pressure on margins, primarily as a result of the presence of highly liquid commercial banks in the market; local and foreign investment banks with substantial capital, technology and marketing resources; and, recently, from local pension funds that lend to BCP's corporate customers through participation in such customers' securities issues. Larger Peruvian companies have gained access to new sources of capital, through local and international capital markets, and BCP's existing and new competitors have increasingly made inroads into the higher margin middle market and retail banking sectors. Such increased competition, with entrants who may have greater access to capital at lower costs, have affected BCP's loan growth as well as reduced the average interest rates that BCP can charge its customers.

Competitors may also appropriate greater resources and be more successful in the development of technologically advanced products and services that may compete directly with BCP's products and services, adversely affecting the acceptance of BCP's products and/or leading to adverse changes in spending and saving habits of BCP's customer base. If these entities are successful in developing products and services that are more effective or less costly than the products and services developed by BCP, BCP's products and services may be unable to compete successfully. Even if BCP's products and services prove to be more effective than those developed by other entities, such other entities may be more successful in marketing their products and services than BCP because of their greater financial resources, higher sales and marketing capacity, and other factors. BCP may not be able to maintain its market share if it is not able to match its competitors' loan pricing or keep pace with their development of new products and services. Any negative impact on BCP could have a material adverse effect on Credicorp's results of operations and financial condition.

*Fluctuation and volatility of capital markets and interest rates may decrease our net income*

Credicorp may suffer losses related to the investments by BCP, ASCH, PPS, Grupo Crédito and other subsidiaries in fixed income and equity securities, and to their respective positions in currency markets, because of changes in market prices, defaults, fluctuations in market interest rates or exchange rates or other reasons. A downturn in the capital markets may lead Credicorp to register net losses due to the decline in the value of these positions, in addition to negative net revenues from trading positions caused by volatility in prices in the financial markets, even in the absence of a general downturn.

Fluctuations in market interest rates, or changes in the relative structure between short-term interest rates and long-term interest rates, could cause a decrease in interest rates charged on interest-earning assets, relative to interest rates paid on interest-bearing liabilities. Such an occurrence could adversely affect Credicorp's financial condition by causing a decrease in net interest income.

#### **ITEM 4. INFORMATION ON THE COMPANY**

##### **(A) History and Development of the Company**

Credicorp Ltd. is a limited liability company incorporated in Bermuda in October 20, 1995 to act as a holding company, coordinate the policy and administration of its subsidiaries, and engage in investing activities. Credicorp's principal activity is to coordinate and manage the business plans of its subsidiaries in an effort to implement universal banking services and develop its insurance business, focusing in Peru and Bolivia and with limited investments in other countries of the region. It conducts its financial services business exclusively through its subsidiaries. Credicorp's registered address is Clarendon House 2 Church Street, Bermuda. Its management and administrative offices are located at Calle Centenario 156, La Molina, Lima 12, Perú, and its phone number is 51-1-313-2000.

Credicorp is the largest financial services holding company in Peru and is closely identified with its principal subsidiary, BCP, the country's largest bank and the leading supplier of integrated financial services in Peru. Credicorp is engaged principally in commercial banking (including trade finance, corporate finance and leasing services), insurance (including commercial property, transportation and marine hull, automobile, life, health and pension fund underwriting insurance) and investment banking (including brokerage, trust, custody and securitization services, asset management and proprietary trading and investment). As of December 31, 2006, Credicorp's total assets were US\$12.9 billion and shareholders' equity was US\$1.5 billion. Its net income attributable to Credicorp's equity holders in 2005 and 2006 was US\$181.9 million and US\$230.0 million, respectively. See "Item 3. Key Information—(A) Selected Financial Data" and "Item 5. Operating and Financial Review and Prospects." The following table presents certain financial information for Credicorp by principal business units as of and for the year ended December 31, 2006 (see Note 25 to the Credicorp Consolidated Financial Statements):

	<b>As of and for the Year ended December 31, 2006</b>		
	<b>Total Revenues</b>	<b>Operating Income</b>	<b>Total Assets</b>
	<i>(U.S. Dollars in millions)</i>		
Commercial Banking	US\$975	US\$447	US\$11,090
Insurance	316	115	989
Pension Fund Administration	23	-	227
Investment Banking and others	58	1	576
<b>Credicorp</b>	<b>US\$1,372</b>	<b>US\$563</b>	<b>US\$12,882</b>

Credicorp conducts its commercial banking and investment banking activities primarily through BCP, the largest (in terms of total assets, loans, deposits, shareholders' equity and net income) full service Peruvian commercial bank ("Peruvian commercial bank," "Peruvian insurance company" and similar terms when used in this Annual Report do not include the assets, results or operations of any foreign parent company of such Peruvian entity or the foreign subsidiaries thereof), ASHC, a diversified financial services company and the pension fund business through Prima AFP. Credicorp's insurance activities are conducted through PPS, the second largest Peruvian insurance company in terms of premiums, fees and net income.

Credicorp was formed in 1995 for the purpose of acquiring, through an exchange offer (the "Exchange Offer"), the common shares of BCP, ASHC and PPS. Pursuant to the Exchange Offer, in October 1995, Credicorp acquired 90.1% of BCP; 98.2% of ASHC; and 75.8% of PPS. Credicorp acquired the remaining 1.8% outstanding shares of ASHC in March 1996, pursuant to a further exchange offer.

In December 1995, Credicorp purchased 99.99% of Inversiones Crédito, a non-financial entity with assets of US\$50.4 million as of December 2004, with principal investments currently in shares of Peruvian electric utilities.

In August 1997, Credicorp acquired 39.5% of Banco de Crédito de Bolivia ("BCB") from BCP for US\$9.2 million. In July 1998, Credicorp acquired 97% of Banco de La Paz, a Bolivian bank with US\$52.1 million in assets, which was subsequently merged with BCB in January 1999, at which time Credicorp also increased its beneficial ownership in BCB to 55.79%, with BCP owning, directly or indirectly, 44.21%. In November 2001, BCP bought back a 53.1% stake in BCB from Credicorp for US\$30.0 million. As of December 31, 2005, BCB operated 47 branches located throughout Bolivia, together with 124 ATMs. BCB's results have been consolidated in the BCP financial statements since the date of its acquisition in November 1993.

In March 2002, Credicorp made a tender offer for outstanding BCP shares for S/.1.80 per share, approximately equal to the book value of such shares, disbursing directly and through its subsidiary PPS an amount of approximately US\$35.3 million. As a result of the tender offer, Credicorp's equity stake in BCP increased from 90.6% to 97.0% (including shares held by PPS).

In December 2002, BCP acquired, for US\$50.0 million, Banco Santander Central Hispano-Perú ("BSCH-Perú"), which is included in BCP's consolidated financial statements since such date. At December 31, 2002, BSCH-Perú had total assets of US\$975.2 million, total loans of US\$719.4 million and deposits of US\$659.0 million. BSCH-Perú was merged into BCP on February 28, 2003.

In March 2003, BCP, adding to its 55% stake, acquired for US\$17.0 million the remaining 45% of the equity shares of Solución Financiera de Crédito del Perú S.A. ("Solución") from Banco de Crédito e Inversiones de Chile ("BCI") and other foreign shareholders, making Solución once again a BCP wholly owned subsidiary. Substantially all of Solución's assets and liabilities were absorbed into BCP's Peruvian banking operations in March 2004. Solución's net income in 2003 was US\$7.6 million, and it had, as of February 28, 2004, a loan portfolio of US\$88.4 million, with a 3.0% past-due ratio.

During 2003, BCP converted Banco de Crédito Overseas Limited ("BCOL"), its offshore bank in the Bahamas, into a vehicle to conduct investments and sold it to ASHC. ASHC subsequently consolidated BCOL into its operations during 2004. Certain long-term equity interests, held previously by BCOL, were transferred to BCP which were then transferred to Inversiones Crédito in accordance with Credicorp's policy for holdings of equity interests in non-financial companies. In April 2004, PPS sold substantially all of its holdings of Credicorp's equity shares to ASHC (see "Item 7.-(A) Major Shareholders and Related Party Transactions").

In March 2004, PPS acquired Novasalud Perú S.A. - Entidad Prestadora de Salud (“Novasalud EPS”), one of three private health insurance providers in Peru, and merged Novasalud EPS with Pacífico S.A. Entidad Prestadora de Salud (“Pacífico Salud”), a subsidiary of PPS, in August 2004.

Banco Tequendama, a Colombian banking concern acquired by Credicorp in January 1997, was sold in March 2005 to a Colombian bank. This followed the sale by Credicorp in December 2002 of Banco Tequendama’s Venezuelan branches. While the sale of Banco Tequendama was publicly announced in October 2004 and its effective date was January 1, 2005, the sale was not completed until March 2005 when all approvals required from Colombian authorities were obtained. Credicorp did not record any significant gain as a result of the transaction.

In January 2005, BCP and Bank of America, both principal shareholders of Fleet Boston N.A., agreed to engage in a buy-sale transaction of the loan portfolio of the Peruvian branch of Bank Boston N.A. and the loan portfolio of Peruvian nationals with Fleet Boston N.A. The transaction, which took place on January 24, 2005, was recorded at acquisition cost. BCP paid approximately US\$353.8 million in cash for the loan portfolio, which included commercial loans, mortgage and leasing operations.

In February 2005, Credicorp was authorized by Peruvian regulatory authorities to establish Prima AFP, in which Grupo Crédito is the main shareholder. Prima AFP started operations in August 2005 and had losses of US\$7.6 million for the year ended December 31, 2005. As of December 31, 2005, Prima AFP invested funds of US\$255.2 million, representing a 2.5% market share, and had 51,838 members according to the SBS.

In August 2006, Prima AFP acquired Unión Vida AFP, a pension fund operating in the Peruvian market, in a strategic move towards consolidation, as part of its efforts to gain a leading position in the pension fund market. The acquisition of Unión Vida AFP, which was formerly held by Banco Santander, enabled Prima AFP to position itself as the second ranking company in market share terms, and as a leader in the industry, given its second highest returns and lowest commissions for affiliates. The merger between Prima AFP and Unión Vida AFP was consummated in December 2006.

Prima AFP incurred in important merger relative to its size, reaching the end of 2006 with losses of US\$20.7 million. Prima AFP reached the year-end as the system’s second pension manager with 997,963 affiliates, with funds under management amounting to US\$4,163 million and more than 17,000 pensioners. It also extended its geographical coverage to 11 service points and 19 points of sales, placing itself strategically as the most aggressive and solid managing company.

In November 2006, PPS sold to Credicorp its remaining 1.02% of BCP shares that it maintained to that date, generating a goodwill in respect of the minority interest acquired by Credicorp (0.25%) of approximately US\$7.2 million.

The following tables show the organization of Credicorp and its principal subsidiaries as of December 31, 2006 and their relative percentage contribution to Credicorp’s total assets, total revenues, net income and shareholders’ equity at the same date (see “—(C) Organizational Structure”):

**As of and for the Year ended December 31, 2006<sup>(2)</sup>**

	<b>Total Assets</b>	<b>Total Revenue</b>	<b>Net Income (Loss)</b>	<b>Shareholders' Equity</b>
Banco de Crédito del Perú	82.2%	69.7%	88.3%	71.6%
Atlantic Security Holding Corporation	8.1%	4.6%	14.6%	7.2%
El Pacífico-Peruano Suiza Compañía de Seguros y Reaseguros	7.0%	22.8%	8.2%	14.6%
Grupo Crédito (1)	2.4%	2.4%	-5.8%	14.3%
Others (3)	0.3%	0.5%	-5.3%	-7.7%

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(1) Includes Prima AFP and others.

(2) Percentages determined based on the Credicorp Consolidated Financial Statements.

(3) Includes Credicorp Securities Inc. and others.

The following tables show the organization of BCP and its principal subsidiaries as of December 31, 2006:

**As of and for the Year ended December 31, 2006<sup>(2)</sup>**

	<b>Total Assets</b>	<b>Total Revenue</b>	<b>Net Income (Loss)</b>	<b>Shareholders' Equity</b>
Banco de Crédito del Perú	91.0%	89.2%	81.0%	82.7%
Banco de Crédito de Bolivia	5.8%	6.2%	6.3%	7.4%
Crédito Leasing S.A.	2.4%	2.0%	4.1%	2.5%
Financiera de Crédito Solucion	0.3%	0.2%	0.6%	0.6%
Credifondo S.A.	0.1%	1.1%	3.3%	1.9%
Credibolsa Sociedad Agente de Bolsa S.A.	0.1%	0.5%	1.1%	0.6%
Others(3)	0.3%	0.8%	3.6%	4.3%

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(1) Credicorp holds an additional 4.08% stake.

(2) Percentages determined based on BCP's consolidated financial statements as of and for the year ended December 31, 2006.

(3) Includes Creditítulos S.A., Inmobiliaria BCP and others.

**(B)**

**Business Overview**

**(1) Introduction - Review of 2006**

Credicorp's results for 2006 maintained their positive trend from the four previous years and showed significant improvement due to a growing Peruvian economy and a favorable international environment. Consolidated net income increased substantially, and the quality of the loan portfolio and of investments in other risk assets continued to improve.

Net income attributable to Credicorp reached US\$230.0 million (compared to US\$181.9 million in 2005), representing an increase of 26.4% over the previous year and resulting in a return on equity for Credicorp's equity holders of 18.4% in 2006 (compared to 16.4% in 2005) and earnings per share of US\$2.88 in 2006 (compared to US\$2.28 in 2005). This result was reached despite significant non-recurring expenses in 2006, such as the start-up expenses of AFP Prima's operations and expenses relating to the merger with AFP Unión Vida.

The rise in profits is mainly a result of an increase in net interest income, an improvement of the loan portfolio, which eliminated the requirement for a provision charge for the credit portfolio, and the sustained growth in non-financial income. In addition, in 2006, PPS, Credicorp's insurance subsidiary, tripled its earnings measured in the previous year (2005 was a year in which PPS experienced high claims resulting in substantial losses), making a significant contribution to the results of Credicorp.

2006 was successful, not only in light of the profits obtained, but also because Credicorp reached significant achievements in the growth and quality of its managed assets, in improving its efficiency, and in attaining specific objectives in respect of each of its business lines.

The improvement in Credicorp's results in 2006 was mainly driven by Credicorp's expansion strategy for its banking business. Since 2005, Credicorp has focused on expanding its retail banking businesses that offered potential for higher growth and better margins as well as on expanding its transactional businesses. As a result, Credicorp's banking business experienced a substantial improvement in financial margins, despite a very competitive environment, had lower provisions for loans, and achieved sustained growth in revenues from banking services and lower provisions for loans.

Credicorp's total assets and asset quality improved substantially in 2006. Total assets reached US\$12.9 billion as of December 31, 2006, a 16.7% increase from US\$11.0 billion as of December 31, 2005. While total loans grew by 18.2% in 2006 (9.2% in 2005), increased liquidity led to an increase in investments of 21.7% in the same period. Provision for loan losses net of recoveries resulted in earnings of US\$4.2 million (US\$6.4 million in 2005), compared to losses of US\$16.1 million in 2004. This is attributable to the better quality of the loan portfolio in the past two years. For the fifth consecutive year, past due loans have been decreasing and reached 1.3% in 2006 (1.9% at year-end 2005; 3.5% at year-end 2004), while past due loan coverage by provisions increased significantly to 247.9% from 206.3% at year-end 2005 and from 170.9% at year-end 2004.

BCP's consolidated net income attributable to Credicorp in 2006 reached US\$238.9 million, (US\$176.5 million in 2005), part of a distinct upward trend during the last few years, which primarily resulted from: (i) the growth of the loan portfolio, which in turn generated greater net interest income; (ii) the substantial improvement in the quality of the loan portfolio, which allowed for lower provisions and greater recoveries of the distressed portfolio of prior years; and (iii) the implementation of a strategy focused on more profitable sectors not yet served by the financial system and on the transactional activity that encouraged the growth of non-financial income. As a consequence of this favorable evolution of results, BCP marked a major growth in profitability as a percentage of its average net equity, reaching an all-time high of 28.6%.





2006 was a year of substantial loan growth. In addition to the 29% growth in BCP's Retail Banking Group as a result of the dynamic expansion of the retail segment of the Peruvian economy, wholesale banking also grew significantly with the loan portfolio growing 17%. This loan growth is a consequence of two parallel dynamics: pre-electoral uncertainty led companies to take loans to secure future liquidity, while election results, which generated trust in the continuity of the economic policies, enabled the financing of major long- and medium-term projects.

As of December 31, 2006, BCP's assets totaled US\$10,672 million, a 15% increase from December 31, 2005. BCP's loan book of US\$5,678 million represents 53% of BCP's total assets, compared to 50% in 2005. This loan growth, measured in average daily balances for the year, reached 17.2%. As previously mentioned, retail was the main contributor to BCP's results, posting the best performance among all Groups, growing 29%. Within this Group, mortgage credits continued to be the most important product with 47% of portfolio share, followed by PYME (small and mid-sized companies) credits that represented 30%. However, the product which has proven to be the most dynamic in terms of growth was the credit card, showing a significant increase of 39% during 2006, and reaching a total of US\$198.9 million, followed by PYME credits (which grew by 38%) and consumer credits (which reached a 36% growth). Given the better margins available in this business, retail banking has become the driving force of growth and recovery of BCP profitability.

Loans past due reached a historical low of 1.31%, and coverage of provisions on non-performing portfolio reached 249.5%. These ratios reflect a combination of very low provisions requirements and the continuation of portfolio write-off recoveries, benefiting results.

It is important to highlight the strong growth of transactional operations in 2006, made possible by the expansion of the different distribution channels. In 2006, 19 new branches were inaugurated, reaching a total of 237, and 104 ATM machines were added, for a total of 655. The massive launch of an efficient and innovative channel, the Agent BCP, had great significance during 2006. The Agent BCP is a modified and significantly less expensive version of an automated teller. 490 such new points were opened, totaling 551, supporting an expansion of about 75% in the bank distribution network. Together with this initiative, in 2006, new savings products - e.g., the "zero account" and the "free account" where there is no minimum balance requirement for opening the account and no fees are charged for maintenance, ATM transactions, phone banking, or Internet banking transactions - were successfully introduced. All of these reflect BCP's efforts to serve a greater number of people, increase banking penetration and BCP's inclusion in the banking system by encouraging the use of banking services among people who previously did not use them.

The level of the efficiency ratio was in line with expectations: at 50.5% in 2006, it was lower than the 51.9% in 2005, resulting from the strong growth in operating income and controlled operating expenses, which grew by 11.6%. A component of operating expenses is personnel expenses, which rose by 14% as a consequence of the decision to improve customer service through longer service hours and the hiring of service promoters. 1,118 jobs were added in 2006, to a total headcount of 8,860 (7,740 in 2005). Additionally, general expenses grew by 11.7% due to aggressive marketing campaigns and customer loyalty-building programs, as well as system expenses, including maintenance of computer hardware, software and infrastructure, licenses and other projects. System's expenses in 2006 were over US\$41 million.

In the Bolivian market, Banco de Crédito de Bolivia (BCB) consolidated its position in 2006, reaching levels that exceeded management's expectations, given the political circumstances, and producing US\$14.1 million in income, 38.2% higher than in 2005. BCB's conservative credit risk management strategy was maintained in 2006, with non-performing loans totaling 3.6%, while coverage stood at 163.6%, compared to ratios of 8.7% and 90.7%, respectively, in the rest of the Bolivian banking system, making BCB the best performing bank in the Bolivian market. BCB's return over average equity reached 21.7% in 2006, which is the highest in the bank's history.

As for BCB's market share, the gross portfolio stood at 14.0% in 2006, while deposits totaled 14.8%, making BCB, when measured in those terms, the third ranking bank in the market.

In 2006, BCB focused on high-margin sectors, including retail, commercial banking and the recently created "Banca Consolidada", a sector consisting of businesses with annual sales below US\$1 million. The PYME sector was also strengthened and enjoyed significant progress.

Atlantic Security Holding Corporation's net income reached US\$31.5 million, 25% higher than the US\$25.2 million reached in 2005. The main factors driving this growth included higher income from Credicorp dividends and ASHC's strategy of focusing on the asset management business. The results were a growth of 24% in fee income and increased investment gains. Dividend income increased by 40.6% from that of 2005, as a result of Credicorp's higher income. However, this income was eliminated in the consolidation, so that ASHC's contribution to Credicorp's results reached US\$15.4 million, 14.1% more than the US\$13.5 million reached in 2005, reflecting ASHC's excellent core business growth. Total managed funds, deposits and assets under management were US\$2.5 billion, 25% higher than the US\$2.0 billion reached in 2005, with approximately 54% of such funds, deposits and assets under management, consisting of third-party funds that are managed with a lower risk to ASHC.

#### *The Insurance Business*

Pacifico Peruano Suiza (PPS), with the support of its strategic partner American International Group ("AIG"), has reorganized the company around two key areas of management: distribution channels and specialized risk management by area.

First, with respect to distribution channels, PPS has placed special emphasis on relationships with brokers. Brokers were assigned specialized employees to assist them in the issuance of policies and in the process of claim settlement. In addition, brokers are receiving operational support to maximize the use of technological platforms and online services.

Second, a specialized team has been formed for the purpose of analyzing risk by area, *e.g.*, fire, automobiles, health and fraud. This team is responsible for improving the technical results through a study of the risk portfolio by area, applying best practices in selection, operations and marketing, and for creating new products aligned with Peruvian's economic and social reality.

At the same time, PPS has prepared for the changes that will occur as a result of the adoption of the Basel II and Solvency II recommendations. This was done by reinforcing and adding new investment practices for maximizing profitability, respecting an appropriate match of currency and terms for its assets and liabilities and, above all, supporting technical obligations. The reorganization of the investment portfolio improved asset and liability management, not only in terms but in currencies as well.

During 2006, service excellence was defined as a competitive strategy, and to lead the market in such environment, the company's production process was redesigned to offer customers, brokers and insured parties a simple, easy and tangible experience in the purchase of insurance policies.



As for financial results for 2006, under IFRS, PPS, which encompasses Pacífico Seguros, Pacífico Vida and Pacífico Salud EPS, recorded a total premium of US\$372.6 million, a 3.8% increase from 2005. However, in 2006 Pacífico Seguros reported very significant and extraordinary financial gains, which increased net income to US\$53.3 million, well above the US\$7.0 million obtained in 2005. Such extraordinary financial gains reached approximately US\$40 million and resulted from the sale of BCP and Alicorp shares (approximately US\$34 million in gains on the sale of BCP shares). However, these gains were largely eliminated in the consolidation process, because the BCP shares were sold within the Credicorp Group. Thus, the recovery in PPS's contribution to Credicorp increased from US\$5.6 million in 2005 to US\$14.5 million in 2006.

The effects of the strategy change are already noticeable in the growth of consolidated net premiums earned by the group, which increased at the rate of 6.2% in 2006, and even more so in the evolution of the technical results of the group, which have recovered significantly, reaching a growth of 78% over 2005 results. This has led to an improvement in the ratio of underwriting results as a percentage of total premiums with a 9.3% in 2006, compared to a 5.5% in 2005.

In 2006, Prima AFP (and after December 2006, together with Unión Vida AFP) incurred a loss of US\$20.7 million, higher than initially expected and 172% higher than the US\$7.6 million loss registered in 2005. The losses resulted from the significant start-up and merger costs incurred in both years.

Additionally, as a result of acquiring Unión Vida, Prima AFP absorbed merger expenses, including the full depreciation of Unión Vida: IT systems, the use of which was discontinued in December 2006, the write-off of the brand "Unión Vida" and the cost associated with discharging staff as of December, 2006.

As a result of its own growth and the growth provided by the Unión Vida acquisition, Prima AFP reached December 31, 2006 as the industry's second largest pensions administrator, with 997,963 affiliates, total funds under management of US\$4,206 million and more than 17,000 pensioners. It also extended its geographical coverage to 11 service points and 19 points of sale.

The following table sets forth the contribution to the consolidated net income attributable to Credicorp's equity holders by each of its principal subsidiaries:

	2004	2005	2006	Variation 2006/2005
	<i>(U.S. Dollars in millions, except percentages)</i>			
BCP(1)	111.4	176.5	238.9	35.4%
ASCH	13.3	13.5	15.4	14.1%
PPS	9.6	5.6	14.5	158.9%
Grupo Crédito(2)	-3.6	-13.7	-38.8	183.2%
Total	130.7	181.9	230.0	26.4%

(1)Includes Banco de Crédito de Bolivia, which contributed US\$14.1 million in 2006, US\$10.2 million in 2005 and US\$4.8 million in 2004.

(2)Includes Prima AFP (which recorded losses of US\$20.7 million in 2006 and US\$7.6 million in 2005), Credicorp Securities, Credicorp Ltd. holding company, which mainly includes tax withheld in connection with the distribution of dividends to Credicorp by its Peruvian subsidiaries (BCP and PPS), and others.



## (2) Strategy

The underlying principle of Credicorp's strategy is to focus on growth opportunities within the market, on identifying synergies that will enable high levels of efficiency in its business and on defining individual "roadmaps" to enhance profitability and improve returns of each of Credicorp's investments. To this end, Credicorp tries to combine knowledge, resources, experience, technology and capabilities for the benefit of the group as a whole.

In line with this strategy, in 2006 Credicorp focused on:

- expanding the banking business (BCP, BCB) through strong retail and transactional business expansion;
- restructuring the insurance business (PPS);
- positioning of Prima AFP, the pension fund management business; and
- improving the management of the assets held by Credicorp's companies.

The objective of improving and sustaining the profitability of the group as a whole can only be attained through disciplined implementation of a well-grounded, long-term strategy. Credicorp's strategy has proven successful and was confirmed by the results achieved in 2006. Therefore, Credicorp intends to continue following the path taken in 2006. Hence, many of the measures planned for 2007 are focused not only on specific business areas, but also on better use of the group's resources.

Apart from the group's internal strategy, the advancement in the economic and financial environment in Peru in general, and the development of the retail banking market, in particular, also set the trend for the group's banking and other businesses and shape overall Credicorp strategy.

Following is a description of the specific strategies employed by the various businesses in the group:

### Banking Business

#### *Banco de Crédito del Perú - BCP*

The banking business's growth strategy is based on four pillars:

- Focusing on all retail sector products offered;
- Increasing banking penetration (investing in the development of innovative channels and specifically tailored products);
- Focusing on income from transactional services; and
- Investing in simplifying processes and strengthening the security of support systems.

Credicorp has employed the same strategy with respect to BCB and, capitalizing on BCP's experience, succeeded in positioning BCB as the leading bank in Bolivia.

### Insurance Business

#### *Pacífico Peruano Suiza - PPS*

The insurance business has been equally focused on strategies for improving the profitability of and growing the various branches of the business, especially in the retail sector, by focusing on:

· Cost control, to increase profitability by area;



Designing new products for the retail sector extracting better margins;

Focusing on differentiation through excellence in service; and

Pursuing know-how synergies between the insurance business (with its AIG partner), the distribution business (with BCP), and the management of investments and information (with the Credicorp group's asset management database).

#### Asset Management Business

The development of a global asset management strategy is the first main effort to realize the benefits of synergies within the Credicorp group as a whole. The idea was that all Credicorp companies will share in and benefit from the market intelligence, experience and information available at the subsidiary level to define policies, norms, guidelines and investment parameters for each entity according to its needs and applicable regulations.

#### *Prima AFP*

The strategy of the pension fund business of Prima AFP is focused on reducing the cost of pension sales as well as on creating new affiliations made possible in light of the growing, economically active employment sector.

#### Outlook for 2007

##### *Prioritizing Retail banking*

BCP's goal is to become the bank with which most Peruvian citizens do their banking transactions. BCP shall continue to treat transactions with individuals and small companies as a priority. Credicorp views this sector of the banking market as the most dynamic and as one that is likely to become a substantial contributor to overall profitability. In 2006, retail banking accounted for more than half of BCP's profits, and management expects it to attain the same contribution in 2007.

Retail banking activity generates significant income not only from interest on loans, but also from bank services offered to a large number of customers that generate more than 24 million transactions monthly. BCP has been creating new services for medium and large companies, as well as updating existing services.

In order to support the growth of the retail sector and to continue to modernize BCP's operations, Credicorp management plans an injection of US\$80 million into BCP 2007, for investment in IT physical infrastructure. Management plans to broaden the bank's network significantly during 2007 by opening 26 branches, installing 75 ATMs, and setting up 170 new BCP Agents (reaching a total of 720 agents by the end of 2007).

The expansion in infrastructure and operations also means an increase in BCP's labor force, which, Credicorp management believes, is not only indispensable to the maintenance and improvement of the quality and efficiency of the services BCP renders, but is also necessary, given BCP's position in the Peruvian market. In 2006, 1,118 employees joined BCP, and it is expected that in 2007, 500 more will be hired.

### *Asset Management*

The management of third party funds is another area of business Credicorp intends to prioritize in 2007. After entering the pension fund management business in Peru, asset management has become fundamental for [Credicorp]. As of December 31, 2006, total third-party funds under Credicorp management totaled US\$6,900 million. This important source of Credicorp's income helps diversify and complement financial revenues.

Credicorp management is adjusting and improving internal processes to offer quality service that includes providing adequate and timely information to its asset management customers.

### *Insurance*

In the insurance business, the reorganization process that started in 2006 is expected to be completed in 2007. The change addresses key aspects of PPS's operations: distribution channels and risk management by sector. The first aspect demands working very closely with PPS's insurance brokers to improve customer service, whether in issuing policies or when settling claims. In the risk management area, PPS has set up a qualified professional team that is charged with analyzing the risk portfolio and creating new products applying best practices in the selection, operations and marketing. PPS has also initiated a process to change its risk portfolio profile, by decreasing its share of the most volatile investments, and increasing the share of more predictable investments, such as investments in the automobile industry. New mass insurance products have also been added and are presently being launched in the market.

### *Risk Management*

Caution is one of the basic pillars of Credicorp management, and it is supported by conservative risk management to limit losses that may result from unexpected changes in market conditions. In this regard, Credicorp will continue with its policy of matching assets and liabilities based on terms and currencies, in order to reduce the risks related to liquidity, interest rates and exchange rates. Credicorp will continue applying caution in credit granting and will also continue with its conservative approach in building reserves to support its liabilities in the insurance business and covering any possible deterioration of its loan portfolio and other assets. In the last few years, Credicorp has worked extensively on analyzing and adapting its processes to mitigate operational risk, a task that has brought Credicorp to the forefront of financial activities in Peru. Credicorp's top management is convinced that applying and maintaining a cautious policy in managing risk is the key to creating long-term growth while protecting the net worth of its customers and shareholders.

## **(3) Credicorp Operating Groups**

Credicorp conducts its business operations through four different principal subsidiaries: BCP and subsidiaries (which include BCB), Atlantic Security Holding Corporation, Pacífico Peruano Suiza and Grupo Crédito (which includes Prima AFP).

The majority of Credicorp's commercial banking business is carried out through BCP, Credicorp's largest subsidiary and the oldest bank in Peru. A portion of Credicorp's commercial banking business is also carried out by ASHC, which principally serves Peruvian private banking customers through offices in Panama. Credicorp conducts commercial banking activities in Bolivia through BCB, a full service commercial bank with US\$528.5 million in deposits, US\$653.6 million in assets and US\$367.9 million in loans, as of December 31, 2006. As of such time, BCB was the third largest Bolivian bank in terms of loans and deposits, with a 14.8% market share.

Credicorp's commercial banking business is organized into wholesale banking activities, which are carried out by BCP's Wholesale Banking Group (which includes the Corporate Banking operations of ASHC), and retail banking activities, which are carried out by BCP's Retail Banking Group. Credicorp performs its leasing operations either directly through BCP or through Crédito Leasing S.A. ("Credileasing"), a subsidiary of BCP.

Credicorp applies uniform credit policies and approval and review procedures, which are based on conservative criteria adopted by BCP, to all of its subsidiaries. Credicorp's General Manager is in charge of setting the general credit policies for the different business areas of Credicorp. These policies are set within the guidelines established by Peruvian financial sector laws and SBS regulations (see "3/4(11) Supervision and Regulation—(ii) BCP"), and the guidelines set forth by Credicorp's Board of Directors.

Credicorp's deposit-taking operations are principally managed by BCP's Retail Banking Group and ASHC's Private Banking Group. See "3/4(12) Selected Statistical Information—(iv) Deposits."

The majority of Credicorp's trading and brokerage activities are conducted through BCP and ASHC and, since January 2003, through Credicorp Securities Inc. ("Credicorp Securities"), a wholly owned subsidiary of Credicorp. Credicorp Securities is a U.S. registered broker-dealer with its offices in Miami. Credicorp's asset management business is carried out by BCP in Peru, through its subsidiary Credifondo, and by Prima AFP, the pension fund administrator.

Credicorp offers investment banking products and services through BCP and ASHC. BCP offers clients a wide range of such products and services, such as brokerage, mutual fund and custody services through its branch network in Lima and, on a more limited basis, throughout the rest of Peru. In addition, Credicorp also distributes such products through ASHC.

In the last few years, Credicorp has consolidated an important line of business, namely, investment management for its customers. The growth of this business may be attributed to several major factors, the most outstanding of which is Credicorp's incursion into the business of managing Peruvian private pension funds in August 2005, through Prima AFP, and the subsequent acquisition of AFP Unión in August 2006. Another contributing factor was the growing penetration of mutual funds in Peru in general in recent years. BCP's mutual funds subsidiary, Credifondo, leads the market, with a share of 47.8% of the total assets currently under management. Finally, another relevant factor was the high and sustained growth of the international mutual funds and financial advisory services offered by BCP's affiliate, Atlantic Security Bank, to its private banking customers. In December 31, 2006, the sum of the market value of the assets under management serviced by the Investment Management, International Mutual Funds, and Financial Advisory Services Groups totaled US\$6,976 million.

Because of the size of these businesses, the importance of the commissions they generate and, above all, the fiduciary responsibility they entail, Credicorp has been developing a corporate supervision project entitled Asset Management, the main objectives of which are to establish homogeneous risk control and investment policies and evaluate the management and results of the portfolios under management based on best international practices.

Credicorp's Asset Management is composed of four main components:

- **Portfolio Management:** Credicorp seeks to consolidate the good performance of its portfolios and funds through strict risk control and an appropriate level of diversification. To achieve this, it focuses on improving three key aspects: investment policies, investment processes and management metrics.

- **Financial Management:** Credicorp focuses on providing quality financial advisory services, building customer loyalty, and encouraging customers to invest in a diverse combination of securities according to their risk profile. Credicorp's objective is to improve the standards of the advisory services that the commercial bank offers and to distinguish between the levels of advisory services provided to different sectors.

- **Brokerage:** Credicorp attempts to provide a timely and high quality service, offering competitive execution costs, channeling a greater proportion of the assets traded by the group's companies to profitable investments and identifying opportunities for joint action (resulting in better prices), in addition to improving controls aimed at avoiding possible conflicts of interest.

- **Risk Analysis:** Credicorp seeks to identify, quantify, regulate and, ultimately, minimize the risks associated with operations, credit, market, liquidity, legal contingencies, conflict of interests and other risks. Another objective of risk analysis is setting corporate investment limits, creating a portfolio investments risk manual, and ensuring strict compliance with risk control rules.

Credicorp conducts its insurance operations exclusively through PPS and its subsidiaries, which provides a broad range of insurance products. PPS focuses on three business areas, *i.e.*, general insurance through Pacífico Seguros, life and pension insurance through Pacífico Vida, and health care insurance through Pacífico Salud EPS. PPS, like other major Peruvian insurance companies, sells its products both directly and through independent brokers and agents. Directly written policies tend to be for large commercial clients, as well as for life and health insurance lines.

Credicorp is attempting to expand PPS's sales network, which currently has 20 offices throughout Peru, by selling certain insurance products through BCP's branch network. PPS offers, in collaboration with BCP, a life and health insurance product called Segurimax as well as a personal life insurance product that combines accidental death coverage with renewable term life insurance.

#### **(4) BCP and Subsidiaries**

##### **(i) General**

BCP's activities include commercial banking, investment banking and retail banking. As of December 31, 2006, the consolidated operations of BCP ranked first among Peruvian banks in terms of total assets of S/.33.7 billion (US\$10.5 billion), total loans of S/.18.7 billion (US\$5.6 billion), deposits of S/.26.7 billion (US\$8.4 billion) and shareholders' equity of S/.2.9 billion (US\$0.9 billion). As of December 31, 2006, BCP's loans, on an unconsolidated basis, represented approximately 30.5% and the deposits represented approximately 36.2% of the total Peruvian banking system, respectively.

As of December 31, 2006, BCP had the largest branch network of any commercial bank in Peru with 237 offices, including 147 in Lima and the adjoining city of Callao. BCP operates an agency in Miami and a branch in Panama.

As of December 31, 2006, BCP accounted for 69.7% of Credicorp's total revenues, 82.2% of total assets, 88.3% of net income and 71.6% of shareholders' equity. BCP's operations are supervised and regulated by the SBS and the Central Bank.

Beginning in February 2007, BCP implemented a new way to grouping its loan portfolio for business and management purposes. The new grouping criteria changed as follows:

<b>Before</b>		<b>After</b>	
Sales (US\$MM)	Group	Sales (US\$MM)	Group
Up to 0.3	Micro-business	Until 0.3	Micro-business
From 0.3 to 1	Small Business	From 0.3 to 1.5	Small Business
From 1 to 15	Middle market	From 1.5 to 30	Middle market
Higher than 15	Corporate	Higher than 30	Corporate

The new grouping was a result of an analysis, which addressed factors beyond the simple size and volume of activity for each client, and looked also at clients' affiliation with other companies or groups, the degree of follow-up required, their credit ratings, etc. As a result of this process, US\$75 million of the loan portfolio of the SME group (Retail) was transferred to the Middle Market group (Wholesale).

### *Subsidiaries*

BCP's corporate structure consists of a group of local subsidiaries offering specialized financial services, which complement BCP's commercial banking activities. In addition to its local subsidiaries, BCP has an agency in Miami and a branch in Panama, one subsidiary in Bolivia and an affiliate bank, Atlantic Security Bank, in the Cayman Islands.

BCP and its principal subsidiaries as of December 31, 2006 are as follows:

- Banco de Crédito de Bolivia is BCP's commercial bank in Bolivia. BCP owns 96% of BCB and Credicorp holds the remaining interest. BCB initiated operations under the BCP umbrella in February 1994. In July 1998, BCB absorbed Banco de la Paz's operations for US\$140 million, making BCB the fourth largest bank in Bolivia. In May 1999, BCB acquired the portfolio of Banco Boliviano Americano for US\$116 million and became Bolivia's second largest bank. Currently, BCB is the fourth largest bank in Bolivia in terms of market share and has a network of 57 offices located throughout Bolivia. BCB owns one of Bolivia's largest brokerage houses, Credibolsa S.A. Agente de Bolsa. BCP targets middle- and small-sized clients and offers a broad range of corporate, personal banking and leasing products. Credicorp's total direct and indirect investment in Bolivia is currently delimited to be US\$70 million. BCB's results are consolidated in BCP's financial statements.
- Credibolsa Sociedad Agente de Bolsa ("Credibolsa") was established in June 1991 and is fully owned by BCP. It is engaged in portfolio advisory and brokerage activities in the Lima Stock Exchange.
- Credileasing offers a large variety of financial leasing products. Credileasing was established in July 1996 and is 100% owned by BCP.

- Credifondo Sociedad Administradora de Fondos Mutuos (“Credifondo”) is a mutual fund management company, established in 1994.
- Creditítulos (“Creditítulos”) was established in 1997 and is fully owned by BCP. The company serves as an asset securitization entity.
- Inmobiliaria BCP is the real estate subsidiary of BCP. This subsidiary was created to manage and promote the sale of real estate that had been foreclosed or received in payment by BCP.

## **(ii) Wholesale Banking Group**

The Wholesale Banking Group has traditionally represented the majority of BCP’s loans.

BCP’s Wholesale Banking Group competes with local and foreign banks. BCP’s traditional relationships provide the Wholesale Banking Group with a competitive advantage.

During 2006, the Wholesale Banking Group kept the positive trend in loan placements which started in prior years, posting average portfolio levels of US\$2,976 million in 2006, 17% higher than in 2005. This result was achieved despite BCP’s already large market share, the aggressive competition, and the financial disintermediation caused by the rapid development of the local capital markets. BCP has the largest capital base among Peruvian banks, which provides it with more resources to meet the financing needs of its corporate clients. Since Peruvian companies were not able to access international sources of credit until the mid-1990s, BCP has established longstanding client relationships with virtually all of the major industrial and commercial groups in Peru. The Wholesale Banking Group provides its customers with short- and medium-term loans in local and foreign currencies, foreign trade-related financing and lease financing.

The Group is divided into the following areas:

- Corporate Banking, which provides loans and other credit services to companies with annual revenues in excess of US\$15 million (US\$30 million beginning February 2007);
- Middle Market Banking, which serves mid-sized companies;
- International Trade Finance, which manages BCP’s relationship with financial institutions abroad;
- Corporate Finance, which provides underwriting and financial advisory services to corporate and middle market clients;
- Business Finance, which finances business projects and manages the financial leasing product;
- Institutional Banking, which focuses principally on serving non-profit organizations, state-owned companies and other major institutions; and
- Business Services, which develops transactional services.

Net interest income from the wholesale banking sector reached US\$119 million, a growth which resulted from the increase in business volume and compensated for the reduction in lending rates. Income from financial services accounted for 43% of the total income generated by the wholesale banking sector. At the same time, the retail group, undergoing reorganization, still accounts for the bulk of loan placements, with 69% of the wholesale banking sector in this area.



Although state-controlled corporations are served by BCP's Wholesale Banking Group, mostly in connection with international trade finance, BCP does not regularly extend loans directly to the Peruvian government or to regional or municipal governments.

### *Corporate Banking*

According to BCP's internal reports, loans provided by the Corporate Banking Area represent 37% of BCP's total loans granted in 2006. Despite the relatively small growth of this group (due to the growing array of financing alternatives offered by the capital markets), corporate banking loans grew for the third consecutive year and reached an average portfolio balance of US\$1,805 million, which represents a 14% increase compared to 2005. The composition of these loans was approximately 66% foreign currency-denominated (primarily U.S. Dollar-denominated) and 34% Nuevo Sol-denominated. As in the middle market banking sector, the corporate banking group has faced a very aggressive competitive environment in terms of rates, which translated into a reduction in the lending spreads. On the deposit side, corporate deposits kept growing, accounting for approximately 28% of BCP's total deposits.

**Client Profile:** The Corporate Banking Area is focused on serving large-sized companies with annual turnover of over US\$15 million (over US\$30 million beginning February 2007) with audited financial statements and with dominant market positions given their particular products or brands. BCP may classify other firms under this category even if they do not meet the above criteria if they belong to very large economic groups from industries that are important to the country's economy.

**Products:** The Corporate Banking Area offers a broad range of products and tailors its product offerings to meet the unique requirements of each client. In general, this Area is oriented to offering high-value-added products and services, particularly cash management services, at competitive prices.

The majority of financings is provided to fund sales, international trade and inventories. In general, the Corporate Banking Area grants short-term financing; however, it can provide longer term financing for companies in need of financing capital expenditures and fixed assets, among other purposes. The Area also offers term financing (in all cases backed by real guarantees), financial leasing, factoring, and domestic collections and nationwide fund transfers.

Additionally, Corporate Banking clients can obtain investment banking, advisory and financing services through the Corporate Finance Area, which operates as part of the Wholesale Banking Group and also serves major middle market clients.

Guarantees received by this Area consist of receivables in the case of sales financing, warrants or pledges on inventory, in the case of inventory financing, and real guarantees, in the case of financing for fixed asset acquisitions and improvements to their infrastructure.

There is a limited growth prospect in this business due to high market penetration and competition from capital market in loans.

### *Middle Market Banking*

BCP's Middle Market Banking Area generally serves the same industries and offers the same products as the Corporate Banking Area. Its focus, however, is on providing its customers with working capital loans, primarily secured by accounts receivables. This is accomplished by arranging financing for medium- and long-term investment programs, including leasing services offered through Credileasing. BCP has a middle market client portfolio of approximately 4,200 companies.





According to BCP's internal reports, the annual average loan portfolio of the Middle Market Banking Area of BCP reached US\$1.2 billion in 2006, 22% higher than the average US\$963 million in 2005 (US\$859 million in 2004), despite the enforcement of stringent credit quality requirements. BCP expects that this sector will grow and increase its relative importance as the Peruvian economy grows.

BCP expects significant opportunities in lending to middle market businesses, particularly in Peru's agriculture, fishing and construction industries, where special emphasis has been placed and specific task Areas have been created to attend to the needs of these economic groups.

BCP's medium-term financing products, which include structured loans, project financing and syndicated transactions, are designed to accommodate specific clients' needs. Through these products, BCP has been an active lender and financial advisor to Peru's mining, technology and energy sectors. In addition to its regular sources of funds, BCP is an intermediary of Corporación Financiera de Desarrollo (Development Finance Corporation or "COFIDE," a second-floor bank fully owned by the State of Peru) and such international financial institutions as Corporación Andina de Fomento (Andean Development Corporation or "CAF"), the International Finance Corporation ("IFC") and the Inter-American Development Bank, in several medium-term credit lines for project financings in certain sectors.

Financial margins in the Middle Market Banking Area continue to be attractive. Because of their size, middle market companies in Peru generally do not have access to the local or international capital markets or to credit from foreign banks. In addition, BCP believes that middle market companies have benefited significantly from the overall economic improvements in Peru over the past few years. Loan quality problems have been addressed through procedures and organizational changes that have focused on improving the loan approval and credit-risk assessment processes.

The Middle Market Banking Area focuses on organizations with annual revenue levels between US\$1 million to US\$15 million (between US\$1.5 million and US\$30 million, starting February 2007), through seven regional managers nationwide. Generally, these clients are not listed on the stock exchange but in some cases are capable of issuing financial obligations or commercial papers. Their financial information is reliable and audited. These companies are typically family-controlled but professionally managed.

The products offered to middle market clients resemble those offered to corporate banking clients. The three major types of products are:

- Revolving credit lines to finance inventories and sales, as well as stand-by letters of credit and international trade financing;
- Financing for short-term requirements such as current account credits and temporary account advances (overdrafts); and
- Financing for medium and long-term requirements using intermediation resources (term deposits) and various types of financial leasing financing.

The Middle Market Banking Area requires that all facilities granted to middle market clients be guaranteed by the main shareholders and their respective spouses. In addition, these clients are usually required to grant real guarantees of assets unrelated to the business, such as real estate owned by the shareholders.

### *Institutional Banking*

BCP's Institutional Banking Area was moved from the Retail Banking Group to the Wholesale Banking Group in 2004, since most of its clients have a significant volume. This Area serves non-profit organizations, whether public or private, including approximately 4,800 state and local government entities, international bodies, educational institutions and non-governmental organizations among others. The client base has grown significantly since 2002 due to a market re-segmentation effort. Specialized teams in both the Wholesale Banking and Retail Banking Groups serve these clients.

The Institutional Banking Area is strategically important due to the business potential of its clients, which demand diverse products and services, and the opportunities its clients present for generating income from fees and cross-selling opportunities. The Institutional Banking Area's clients are principally users of transactional products and require consultancy for investment management. BCP's strategy in this Area is focused on building customer loyalty by offering customized services at relatively competitive rates and provides outstanding service quality. The institutional banking clients mainly require remote office banking, collections and automated payroll payment services.

### *International Trade Finance*

BCP's International Trade Finance Area is focused primarily on providing short-term credit for international trade, funded with internal resources or with credit lines from foreign banks and institutions. Medium-term lines of credit funded by international commercial banks and other countries' governmental institutions are also provided. In addition, the International Trade Finance Area earns fees by providing customers with letters of credit and international collections and providing foreign exchange services to clients. The International Trade Finance Area also promotes international trade activities by structuring Peruvian overseas commercial missions and introducing Peruvian businesses to potential foreign clients and vice versa.

BCP maintains business relations with over 1,000 correspondent banks, development organizations, multilateral financial organizations, and Export Credit Agencies in countries around the world. At present, BCP manages credit lines for foreign trade transactions, working capital and medium- and long-term investment projects. Although these credit lines are largely underutilized given BCP's strong liquidity position, they remain available should U.S. Dollar liquidity undergo a correction or demand for U.S. Dollar-denominated loans increase.

Against a backdrop of high liquidity, BCP had to enter other regional markets to increase returns, in particular Ecuador, where approximately US\$30.0 million was placed in 2005 and 2006. These loans were granted to companies enjoying the soundest creditworthiness ratings, and in strict compliance with country risk guidelines. In addition, some inroads were made in the Chilean market despite thin margins.

According to the Peruvian Central Bank, in 2006 Peruvian exports increased 37.6% to US\$23.8 billion from US\$17.3 billion in 2005, principally due to increased exports of mining products and of manufactured goods. During the same year and based on BCP's internal report, BCP's exports volume increased 56.17% to US\$8.9 billion from US\$5.7 billion in 2005, amounting to 37.4% of total Peruvian exports. Total Peruvian imports were US\$14.9 billion in 2006, increasing 23.1% from US\$12.1 billion in 2005, principally due to higher demand for capital goods and raw materials. BCP's import letters of credit, collections and transfers amounted to US\$2.9 billion in 2006, increasing from US\$2.8 billion in 2005.

BCP has a direct presence abroad through its agency in Miami and its branch in Panama and has access to a wide network of foreign correspondent banks to offer several internationally competitive products to its customers.



BCP has correspondent banking relationships and uncommitted credit lines with more than 80 banks for foreign trade operations, financing of working capital, and medium- and long-term investment projects. During 2004, BCP's significant surplus of liquidity allowed it to maintain a very low use of foreign lines of credit.

In 2006, BCP introduced to the market a new product that supports exporters whose sales to other countries are conducted with no bills of credit or document collection. By introducing Factoring Internacional, BCP created an affiliation with Factor Chain International (FCI), the world's largest chain in these types of products. BCP can presently acquire export invoices and relieve the exporters' working capital needs.

Lastly, to benefit from synergies in the correspondent banks business, the International Trade Finance Area now manages business with government financial organizations that were formerly comprised in the Institutional Banking client portfolio and the local Financial Institutions industry.

#### *Corporate Finance*

BCP's Corporate Finance Area provides a wide range of underwriting and financial advisory services to corporate clients and middle market businesses and has a leading position in the local market. The Corporate Finance Area was incorporated into BCP's Wholesale Banking Group in the first quarter of 1996 in order to enhance its effectiveness as the demands of Peru's larger corporations move away from loan-based operations toward capital markets-based operations. This Area focuses on the capital markets, primarily debt and equity issues, project financing, corporate financing, financial restructurings and mergers and acquisitions.

Based upon BCP's internal records, BCP's share of the market for structuring fixed-income instruments increased to 38.3% in 2006 from 32.3% in the previous year. Private debt placements, after increasing 79% in 2003 to US\$1.5 billion, declined 16.6% in 2004 to US\$1.2 billion, increased 24.8% in 2005 to US\$1.5 billion, and slightly increased again by 1.6% to US\$1.6 billion in 2006. Among its main operations in 2006, of particular importance was the structuring of the private bond offering of Concesionaria Trasvase Olmos for US\$100 million. Additionally, in December, BCP successfully completed a consulting project to Odebrecht for financing IIRSA Sur. BCP also structured the financing of Compañía Eléctrica El Platanal for US\$120 million. Lastly, BCP placed Pluspetrol bonds for US\$150 million by means of a public bond offering.

In operations related to project financing and structured loans according to its internal reports, BCP's Corporate Finance Area structured transactions of medium term during 2006 worth a total of US\$269 million from a total of US\$749 million structured transactions in the market. Funding for important Peruvian companies spanned different sectors such as electricity generation, mining, oil and gas. Important transactions included the financing of Yanacocha Mining Company for US\$47 million, Red de Energía del Perú for US\$34 million, and Energía del Sur S.A. - Enersur for US\$40 million.

Additionally, the Corporate Finance Area structures short-term instruments, mostly commercial paper and certificates of deposit, and offers financial consultancy services focused on restructuring debt, appraisals and evaluations of payment capacity for companies from several sectors, such as paper, manufacturing, sugar, food, real estate and construction.

### *Leasing*

Leasing offers and manages financial leasing operations. It also carries out medium-term operations, principally for small and medium-sized companies. BCP is the leader with a market share of 35.5% of total leasing.

BCP's management estimates that BCP's lease finance business is currently the largest in Peru, with a market share of approximately 35.5% as of December 31, 2006. The principal means of financing for Credileasing is through the issuance of specific leasing bonds and mid-term loans. The total amount of outstanding leasing bonds reached S/.441.4 million (US\$138.1 million) as of December 31, 2006. According to SBS, Credileasing's market share among specialized leasing companies was 63.2% as of December 31, 2006.

The financial leasing business continued its recovery during 2006. BCP's leasing loan balances showed a 23.9% growth in 2006, as a consequence of tax rule stabilization applicable to leasing operations and the growth of the Peruvian economy, which is evolving favorably.

Growth during 2006 was driven by business loans in sectors requiring investment in mining, transportation services to mining companies, energy generation, fishing and manufacturing companies. Loan demand also increased in the telecommunications sector.

### *Business Services*

BCP's Business Services Area is in charge of developing transactional services that handle the exchange of information and money transfers to corporations, midsize companies, institutions and micro-business companies. This Area is responsible for both the development and marketing of transactional, or "cash management," services for BCP's corporate and institutional clients. More than 30 product groups are offered, aiming at strengthening ties with clients, assuring their loyalty and reciprocity in the business carried out with BCP, as well as reducing costs using electronic channels and increasing fee income.

Services managed by the Business Services Area include collections (automated trade bill collection and electronic factoring), automated payments (direct credits to personnel and suppliers accounts and money transfers), electronic office banking, and cash management through checking accounts with special features.

During 2006, transactional services continued to contribute to BCP's earnings. The monthly average number of current accounts increased by 10.8% and fee revenues increased by 7.7% compared to those of 2005. This improvement is mainly the result of the dynamism experienced in SME (small business) sector. Collection services, such as bills and companies' collections, generated commissions that increased 6.5% and 17.2%, respectively, over the 2005 collections. BCP's strategic decision to offer value to its clients through the implementation of more efficient mechanism of information related to these services, explained part of this improvement. On the other hand, the higher demand by clients for the remote banking service, "Telecredito," generated 15.7% more transactions than were in 2005. Other commissions generated by remittances abroad and tax collections grew 20.8% and 17.8%, respectively, from those generated in 2005. Likewise, the transaction volume generated by Electronic Factoring increased 32% in 2006. Finally, the electronic service for invoice financing, recently introduced in the market, grew by 154% in volume with respect to that of 2005.

### **(iii) Retail Banking Group**

According to BCP's internal reports, retail banking-related loans accounted for approximately 37% of BCP's total loans in 2006 compared to 36% in 2005, 33% in 2004, 28% in 2003 and 22% in 2002.



After several years of declining loan volumes of BCP's retail Groups, volumes grew in 2002, particularly in loans to small businesses and home mortgages, but decreased again in 2003, and had a modest 4.4% increase in 2004, according to BCP's internal records. Nevertheless, within retail lending, home mortgages and micro-business loans continued to show strong growth in 2005 and 2006. In 2006, home mortgages grew approximately 14.5% to US\$859 million, while micro-business loans grew approximately 48% to US\$355 million.

With the segmentation of its retail client base, BCP is able to focus on the cross-selling of products and on improving per-client profitability. BCP's management expects the retail banking businesses to be one of the principal growth Area for BCP's lending activities.

BCP's retail banking targets and serves individuals and small-sized companies with annual income levels of up to US\$1 million. BCP's objective is to establish profitable long-term relationships with this broad client base, using classification strategies that satisfy the specific needs of each client type. BCP's retail banking operations are carried out by two Groups: Service Banking and Retail Banking. See "3/4(iii) Service Banking." The Retail Banking Group is subdivided further into four Areas in order to serve each client group appropriately. These four Areas include Exclusive Banking, Small Business Banking, Micro Business Banking and Consumer Banking. The Retail Banking Group manages BCP's mortgages and credit card products.

#### *Exclusive Banking*

Exclusive Banking is BCP's private banking area, which manages a select number of individual customers who are key to BCP because of the high volume of loan and deposit business they generate, and their attractive profitability.

The Exclusive Banking Area principally serves a select number of high-income customers with the most profitable personal accounts and specializes in offering personalized service. BCP's Exclusive Banking Area serves a client base of high net worth individuals with an outstanding credit history. It serves households with at least US\$10,000 in loans and/or US\$20,000 in deposits. Exclusive Banking is a profitable Area and generates a high volume of business.

Through Exclusive Banking, BCP provides a preferential and distinguished service, offering both traditional and innovative products to its clients. BCP considers the Exclusive Banking client base to be of strategic importance to BCP. Clients within this sector receive personal service from an executive of the Exclusive Banking Area. Belonging to this sector gives customers the advantage of preferential interest rates for loans and deposits and personalized service through an assigned official. Beginning in 2004, Exclusive Banking customers were advised of savings alternatives using capital markets products, including investments in mutual funds, given the continuing low levels of interest rates paid on banking deposits.

BCP's management believes that in 2006 the Exclusive Banking Area continued to increase its ties with existing customers, as well as to add new customers, for which sophisticated commercial plans were developed. The Exclusive Banking Area has approximately 86,521 customers, with total deposits of US\$1.8 billion (including mutual funds) and US\$779.4 million in loans.

#### *Small Business Banking and Micro Business Banking (SME)*

BCP's Small Business Banking Area serves approximately 9,000 clients who have annual sales between US\$300,000 and US\$1 million. In 2004, following the merger with Solución, this Area experienced some adjustment, *i.e.*, a division of the portfolio between large clients, which were kept in Small Business Banking, and the smaller clients, which were incorporated into the incoming Solución portfolio and are currently part of Micro Business Banking. These businesses benefit from products specifically designed for their needs, such as the Cash Credit for Businesses, a revolving credit line repaid in installments, as well as the usual credit products: discounted notes, letters of credit, guarantees and stand-by credits.





According to BCP's internal reports, the Small Business Banking loan portfolio grew from US\$211.4 million in 2005 to US\$269.5 million in 2006 (without considering contingent facilities). In terms of deposits, this sector increased deposits from US\$349.8 million to US\$414.5 million.

BCP's Micro-Business Banking Area concentrates its efforts on small loans to individuals who primarily derive their income from small, family-run businesses. This Area deals with business resulting from the Solución merger, together with the smallest clients from the Small Business Banking Area. In spite of its high informality and high creditworthiness risk, this sector shows one of the most attractive growth and bank penetration potentials, which has driven BCP to work towards its development in two fronts: (i) client training programs through seminars and presentations; and (ii) formalization programs based upon alliances with government institutions such as Prompyme, the Ministry of Labor and Social Promotion, Municipalities and the Peruvian Center for the Promotion of Small Business. BCP's loans to micro-businesses as of December 31, 2006 amounted to US\$355 million, representing a 48% increase from 2005.

### *Consumer Banking*

Consumer Banking is in charge of servicing BCP's traditional retail client base and is also in charge of mortgage lending and credit cards. BCP's Consumer Banking Area targets and serves medium- to low-income individuals. BCP estimates that its Consumer Banking client base consists of approximately 2,110,300 households.

The Consumer Banking Area offers standard service platforms including bank tellers and ATMs and services, which fit the characteristics and financial habits of this client base. Consumer lending products offered include cash consumer loans, payroll loans and loans for specific purposes such as automobile purchases, travel and education.

### *Mortgage Lending*

As of December 31, 2006, BCP was the largest mortgage lender in Peru with a market share of 37.5% of total mortgage loans in the Peruvian banking system. This was, to a large extent, the result of extensive marketing campaigns and improvements in the quality of procedures for extending credit and establishing guarantees.

BCP expects mortgage lending business to continue to grow given the low levels of penetration in the financial market, the increasing demand for housing, the availability of funds for the Peruvian government's MiVivienda low-income housing program, and the current economic outlook for controlled inflation and economic growth in Peru. BCP believes that it has become the largest issuer of MiVivienda credits, increasing its market share of outstanding loans from 6% in 2002 to 28% in 2005, according to Asociación de Bancos del Perú ("ASBANC").

BCP had US\$859 million of outstanding mortgage loans as of December 31, 2006 compared to US\$750 million for year-end 2005. Additionally, BCB's mortgage loans reached US\$111 million as of December 31, 2006.

All programs of mortgage financing are available to customers with minimum monthly income of US\$400. The MiVivienda program, a program supported by government resources, placed a limit on the value of the house to be purchased of up to US\$35,000. BCP will finance up to 90% of the appraised value of a property where monthly mortgage payments do not exceed 30% of the client's stable net income. The maximum maturity of the mortgage loans BCP offers is 25 years in U.S. Dollars and 20 years in local currency. Within the mortgage lending business, BCP offers variable, fixed and Libor-based interest rates on home mortgage loans denominated in both U.S. Dollars and Nuevos Soles; however, BCP's mortgage portfolio is predominantly variable rate and U.S. Dollar-denominated.

In May 2006, the MiVivienda program was terminated. However, local banks, with government's approval, launched a similar project, known as MiVivienda2, to which proprietary funds contribute. In addition, in March 2007, BCP created a new program financed by the government called Mi Hogar, which targeted persons with a lower income profile. The conditions of the new program are almost identical to those of the first MiVivienda, except that financing is in local currency.

### *Credit Cards*

The market for credit cards in Peru has grown significantly as improving economic conditions have led to increased consumer spending. BCP expects strong demand for credit cards to continue. In addition to interest income, BCP derives fee income from customer application and maintenance, retailer transactions, merchant processing and finance and penalty charges on credit cards.

According to BCP's internal records, the number of active credit cards issued by BCP increased from 296,000 in 2005 to 378,677 in 2006. Total purchases went up from US\$498.0 million to US\$592 million. BCB has issued approximately 13,522 active credit cards.

BCP's credit cards are primarily, and have been historically, issued through Visa, but in May 2000 BCP began offering American Express cards. BCP estimates that its credit cards account for 18% of the credit cards issued by the banking system in Peru as of December 31, 2006. The estimated total number of credit cards issued in Peru as of December 31, 2006 was approximately 5 million, of which approximately 44% were issued by non-banking entities or department stores.

In 1997, VISANET was established in Peru to process transactions involving credit and debit card transactions and to widen their acceptance, with the participation of major local banks and Visa International. BCP is the largest shareholder of VISANET, holding approximately 36% of its total shares. Based upon BCP's internal data, the number of electronic payment terminals was approximately 18,000 in 2005 compared to 15,741 in 2004.

According to SBS, the credit balance as of December 31, 2006 was US\$432.7 million, representing 8.1% of total loans. Based on internal reports, in 2006 BCP's market share over the total volume of credit cards issued by banks and finance companies was 17.7%, compared to 16.3% in 2005. These numbers reflect BCP's strategy of seeking more widespread use of the cards at the lower end of the consumer market. In order to maintain a portfolio with robust management procedures, BCP works continuously to monitor and optimize models of scoring, including, among others, behavior, payments and income forecasting.

With respect to the group of clients who do not regularly have access to credit cards, campaigns were launched to increase the use of the Credimás debit card as a form of payment. This resulted in a year-to-year increase of 30.6% from US\$232.5 million to US\$303.6 million, achieving a market share of 58.3% in this market.

**(iv) Service Banking Group**

The Service Banking Group is in charge of managing distribution channels and procedures aimed at satisfying requirements of retail banking and also includes Areas specifically responsible for processes and information regarding technological and organizational matters as well as for the operation of BCP's branch network. BCP evaluates its branch network on a continuous basis to monitor branch profitability in order to improve operating efficiency.

The Service Banking Group carries out personal loan authorization and collection and has invested substantially during the past few years to improve delivery channels in order to provide better quality and more efficient service. It is also responsible for the development and sales of third-party processing services that generate fee income from transactions and mass processing to meet the needs of the clients. For this reason, BCP started in 2005, the implementation of new attention channels known as Agentes ViaBCP. The Agentes ViaBCP are attention points located in small business stores and attended to by the business's owner, which allow operations for limited amounts to be carried out, thus expanding the attention network to Area which register a low number of operations. Sixty-one Agentes BCP were installed in 2005, while in 2006 490 were added. BCP expects to have installed approximately 1,000 Agentes BCP by the end of 2007.

To reduce costs and improve service quality, BCP has encouraged use of electronic channels in which transactions costs are lower than at bank windows and service is faster and more efficient. Thus, despite a larger total number of transactions, the share of window and telephone transactions over total transactions continued to fall from 40% to 36%, between 2005 and 2006, while the number of transactions at automatic tellers, automatic balance machines and Internet banking rose from 42% to 44%.

The Service Banking Group is oriented towards satisfying client needs. Service Banking serves all of BCP's existing clients as well as potential clients and aims to improve BCP's profitability levels and increase resource retention levels through the efficient use of assigned resources. Furthermore, the Service Banking Group supervises the execution of operations and processes of BCP's network channels and Areas to ensure superior quality service levels with the lowest operating and commercial costs. This Group is also in charge of supervising compliance within the branch network.

As of December 31, 2006, BCP's branch network consisted of 153 branches in Greater Lima and 84 branches in the provinces of Peru, the largest number of branches with the most extensive country coverage of any privately held bank in Peru. Credicorp believes that BCP's branch network has been largely responsible for BCP's success in attracting stable, relatively low-cost deposits. BCP has installed the most extensive network of ATMs in Peru, currently consisting of 655 ATMs, up from 551 at year-end 2005, in addition to other electronic channels, including the Internet and Agentes ViaBCP, that provide clients with a wider array of services and reduce congestion in the branches. During 2002, BCP began operations of an agency in Miami and a branch in Panama, and closed its branches in Nassau and New York. During 2003, BCP converted BCOL, its offshore bank in the Bahamas, into an investment vehicle and sold it to ASHC. ASHC subsequently consolidated BCOL into its operations during 2004.

BCB has 57 branches located throughout Bolivia, as well as 142 ATMs, making it the largest ATM network in Bolivia.

**(v) Capital Markets Group**

In addition to BCP's wholesale and retail banking operations, BCP operates a Capital Markets Group, which currently is the largest capital markets and brokerage distribution system in Peru. The principal activities of the Capital Markets Group include currency transactions both for clients and on a proprietary basis, treasury, custody and trust, investment advisory services, and general research activities.



The products offered are distributed through BCP's subsidiaries and branches. A close relationship and coordination with subsidiaries has established BCP as the market leader in the capital markets business.

Credibolsa is BCP's brokerage subsidiary through which BCP offers a wide variety of variable and fixed income products and services. Activities include the structuring and placement of primary market issues and the execution and trading of secondary market transactions.

Creditítulos is BCP's asset securitization subsidiary through which BCP offers local securitization structuring to corporate entities.

Credifondo is BCP's fund management subsidiary, which offers investment fund products and services. Fund types offered include short/long term, US dollar and local currency, fixed/variable income and real estate funds.

#### *Trading and Brokerage Services*

BCP's subsidiary, Credibolsa, is the leading brokerage house on the Lima Stock Exchange. According to data from the Lima Stock Exchange, during 2006, Credibolsa had a total trading volume of US\$2.96 billion, increasing from US\$1.8 billion in 2005. Credibolsa had 18.93% of the total trading volume in variable equity instruments on the Lima Stock Exchange and 67.39% of the volume in trading of fixed income instruments on the Exchange in 2006, compared to 15.98% and 54.1% in 2005, respectively. Credibolsa's trading volume was generated by domestic customers, both retail and institutional, and by foreign institutional clients as well as by Credicorp's proprietary trading.

BCP's management believes that, despite an environment of low profitability and high competition over the past few years, Credibolsa has been able to increase its profitability by expanding its sources of revenue. In addition to providing basic brokerage services, Credibolsa serves as a local market advisor for specialized stock market transactions and has been one of the principal agents in the equity offerings of privatized companies in Peru.

#### *Treasury, Foreign Exchange and Proprietary Trading*

BCP's treasury and foreign exchange groups are active participants in money market and foreign exchange trading. These groups manage BCP's foreign exchange positions and reserves and are also involved in analyzing liquidity and other asset/liability matters. The trading desk plays an important role in short-term money markets in Nuevos Soles and in foreign currencies and has been active in the auctions of certificates of deposit by Peru's Central Bank and in financings through certificates of deposit, inter-bank transactions and guaranteed negotiable notes, among other instruments. According to BCP's internal reports, its foreign exchange transaction volume was US\$13.2 billion in the forward market and US\$34.3 billion in the spot market in 2006, achieving a market share in the foreign exchange trading services of approximately 35% in the forward market and 31% in the spot market.

BCP's proprietary trading consists of trading and short-term investments in securities, which include instruments from various countries. These short-term investments are primarily made to facilitate its treasury management and corporate finance efforts. This has become an increasingly important part of BCP's business, as BCP seeks returns on excess liquidity pending improved lending conditions.

### *Asset Management*

In June 1994, BCP created Credifondo S.A., Sociedad Administradora de Fondos Mutuos de Inversión en Valores (Credifondo) to establish, provide advice to and operate mutual funds in Peru. In 2006, it continued to be the largest mutual fund manager in Peru with 49.2% of the market at year-end, as compared to 50.9% in 2004, based upon data from the Comisión Nacional Supervisora de Empresas y Valores (“CONASEV”), the Peruvian securities market authority. As of December 31, 2006, total Peruvian funds in the mutual funds system amounted to US\$2.58 billion, increasing 30% from US\$2.0 billion in 2005.

According to CONASEV, as of December 31, 2006, Credifondo managed five separate funds, with a total of 81,774 participants (48.8% of total participants) compared to 64,886 (56.2% of total participants) in 2005. Among the securities in which the different funds specialize are: equities, U.S. Dollar-denominated bonds, Nuevo Sol-denominated bonds, U.S. Dollar-denominated short-term securities and U.S. Dollar-denominated real estate securities. As of December 31, 2006, the total amount of funds managed by Credifondo was US\$1,234 million, increasing from US\$1,015 million as of December 31, 2005. Such funds are subject to certain volatility, and there can be no assurance as to their future performance. Credicorp does not guarantee any return on these investments.

As of December 31, 2006, the Bolivian fund administrator managed a total of US\$57.6 million of third-party funds (US\$55.3 million in 2005).

### *Trust, Custody and Securitization Services*

According to BCP’s internal reports, BCP holds US\$15.6 billion in securities for over 61,297 domestic and foreign clients. Custody services provided by BCP include the physical keeping of securities and the payment of dividends and interest. In addition, BCP acts as paying agent for securities of which it does not keep custody. BCP is one of the few banks in Peru qualified to serve as a foreign custodian for U.S. mutual funds. Trust services include escrow, administration and representation services, supervision of transactions done for its clients and transfer settlement and payment services for local securities issues, allowing clients to be adequately represented in their activities in the local and international securities markets.

In 2000, Inversiones Crédito del Perú (now Grupo Crédito), a subsidiary of Credicorp, jointly with two other Peruvian banks, formed La Fiduciaria S.A. (“Fiduciaria”), an associated entity and the first specialized trust services company in Peru, in which Credicorp holds a 45% interest. In its seventh year of existence, Fiduciaria has managed trusts for a majority of the institutions in the national financial system, putting itself at the forefront of fiduciary services in the country. Operations encompassed sectors including energy, communications, mining, tourism, fishing, education and construction. Fiduciaria ended 2006 with 116 outstanding operations (102 in 2005).

### **(vi) Lending Policies and Procedures**

Uniform credit policies and approval and review procedures are based upon conservative criteria adopted by BCP and are uniformly applied to all of its subsidiaries. These policies are set within the guidelines established by Peruvian financial sector laws and SBS regulations. (See “—(11) Supervision and Regulation— (ii) BCP,” and the guidelines set forth by Credicorp’s Board of Directors.)

The credit approval process is based primarily on an evaluation of the borrower’s repayment capacity and on commercial and banking references. A corporate borrower’s repayment capacity is determined by analyzing the historical and projected financial condition of the company and of the industry in which it operates. An analysis of the company’s current management, banking references and past experiences in similar transactions, as well as the collateral to be provided, are other important factors in the credit approval process. For BCP’s individual borrowers, the information that is presented by the prospective borrower is evaluated by a credit officer and the application is

passed through a scoring program for approval by a centralized credit unit.



Credit risk in retail banking involves the assessment of the client's financial track record and other aspects in order to determine its ability to repay debt. Additionally, in each case, loan approval is subject to a number of credit scoring models, which assign loan-loss probabilities that relate to expected returns of each market sector.

Success in the small business and personal lending areas depends largely on BCP's ability to obtain reliable credit information about prospective borrowers. In this regard, BCP, together with several partners, formed a credit research company called Infocorp in November 1995. In addition, the SBS has expanded its credit exposure database service to cover all businesses or individuals with any amount borrowed from a Peruvian financial institution, including information on the loan risk category in which the borrowers are classified: Normal, Potential Problem, Deficient, Doubtful and Loss.

BCP has a strictly enforced policy with respect to the lending authority of its loan officers and has in place procedures to ensure that these limits have been adhered to before a loan is disbursed. Under BCP's credit approval process, the lending authority for middle market and small business loans is centralized into a specialized credit risk analysis area, whose officers have been granted lending limits, thus allowing middle market and small business loan officers to concentrate on their client relations. To ensure that loan officers and credit analysis officers are complying with their lending authority, the credit department and BCP's internal auditors regularly examine credit approvals.

The following table briefly summarizes BCP's policy on lending limits for loan officers and credit risk analysis officers. Requests for credit facilities in excess of the limits set forth below are reviewed by BCP's General Manager, Executive Committee or, if the amount of the proposed facility is sufficiently large, the Board of Directors.

In US\$ thousands	Risk without collateral or with only personal collateral or guarantee	Risk with preferred guarantees (1)	Years
	No credit limit	No credit limit	No credit limit
Board of Directors			
Executive Committee	60,000	60,000	15
General Manager	15,000	30,000	15
Credit Group Manager	7,500	15,000	15
Credit Risk Manager	4,000	8,000	10
Credit Risk Chiefs	1,000	3,000	10

(1) Preferred guarantees include deposits in cash, stand-by letters, securities and other liquid assets with market price, mortgages, non-real estate property guarantees and assets generated by leasing operations.

BCP believes that an important factor in maintaining the quality of its loan portfolio is the selection and training of its loan and risk officers. BCP requires loan officers to have degrees in economics, accounting or business administration from competitive local or foreign universities. In addition, the training program consists of a six-month rotation through all of the business-related areas of BCP and the credit risk analysis area. After the training period is over, trainees are assigned as assistants to loan officers for a period of at least one year before they can be promoted to loan officers. Loan officers also receive additional training throughout their careers at BCP. Laterally hired officers are generally required to have held previous positions as loan officers.

In general, BCP is a secured lender. As of December 31, 2006, approximately US\$2.796 billion of the loan portfolio and contingent credits were secured by collateral which represents 53.1% of the total loan portfolio based upon BCP's unconsolidated figures (51.3% as of December 31, 2005 and 50.2% as of December 31, 2004). Liquid collateral is a small portion of the total collateral. In general, if BCP requires collateral for the extension of credit, it requires collateral valued at between 10% and 50% above the facilities granted. The appraisal of illiquid collateral, in particular real estate assets, machinery and equipment, is performed by independent experts when required for specific reasons. BCP's policy generally is to require that the appraised value of illiquid collateral exceed the loan amount by at least 25%. In cases where a borrower encounters difficulties, BCP seeks to obtain additional collateral.

The existence of collateral does not affect the loan classification process according to regulations in effect as of December 1998. Pursuant to the Peruvian Banking Law, secured loans, or the portion thereof covered by collateral, classified in Class "B," "C," or "D" risk categories have a lower loan loss provision requirement for Peruvian accounting purposes. If a borrower is classified as substandard or below, then BCP's entire credit exposure to that borrower is so classified.

BCP conducts unannounced internal audits on the financial statements, consistent with local banking regulation of the different jurisdictions in which it operates.

#### **(vii) Deposits**

Deposits are principally managed by BCP's Retail Banking Group. The main objective of BCP's retail banking operations has historically been to develop a diversified and stable deposit base in order to provide a low-cost source of funding. This deposit base has traditionally been one of BCP's greatest strengths. BCP has historically relied on the more traditional, stable, low cost deposit sources, which it considers to be its core deposits: time, demand deposits, savings and CTS deposits. CTS deposits, or Severance Indemnity Deposits, are funded by companies in the name of their employees, amounting to one month's salary per year, and may be withdrawn by the employee only upon termination of employment or upon transfer to another bank, subject to certain exceptions. Exceptions include disposing of 50% of the CTS deposit at any time and disposing of up to 80% at once for home purchase.

As of December 31, 2006, these core deposits represented 96.7% of BCP's total deposits on an unconsolidated basis. BCP's extensive branch network facilitates access to this type of stable and low-cost source of funding. BCP's corporate clients are also an important source of funding for BCP. As of December 31, 2006, BCP's Wholesale Banking Group accounted for approximately 41% of total deposits, of which 46% were demand deposits, 49% time deposits, and 4% savings. Of all deposits from BCP's Wholesale Banking Group, most (54.5%) were foreign currency-denominated (almost entirely U.S. Dollars) and the balance (45.5%) was Nuevo Sol-denominated.

#### **(viii) Support Areas**

Commercial banking operations are supported by BCP's Market Risk Area, which evaluates and helps administer credit relationships, establishes credit policies and monitors credit risk. See "—(4) BCP and Subsidiaries— (vi) Lending Policies and Procedures."

BCP's Planning and Finance Area is in charge of planning, accounting and investor relations functions and is also responsible for analyzing the economic, business and competitive environment in order to provide the information necessary to support senior management's decision-making.

In addition to the above, BCP's Administration Group is generally responsible for information technology, quality control, institutional and public relations, human resources, the legal department, security, maintenance and supplies.

### *Information Technology*

BCP is a technology leader in the Peruvian banking sector. BCP developed its technology platform largely using internal resources and was the second to introduce ATMs in 1986 in the Peruvian market, the first to introduce electronic banking for corporations in 1988, telephone banking in 1996, and Internet banking for the retail sector in 1999.

BCP's management believes that BCP offers a wider range of banking services through its ATM network and electronic banking facilities than any of its competitors. In 1974, BCP, in an effort to improve the data transmission among its offices connected all its offices through the Teleproceso - TP Bancario, becoming the first bank in Latin America able to approve account balances online, allowing, among others, money transfers from an account in one province of Peru to another province, immediately.

All of BCP's retail banking services and a substantial portion of BCP's corporate banking services are fully computerized. All of BCP's points of service, including branches, ATMs and POS terminals, are linked to BCP's Data Processing Center, permitting BCP to monitor and analyze service while allowing most transactions to be executed on a real-time, online basis.

BCP's technology operations and initiatives are managed by BCP's electronic data processing and software development departments. These departments employ a total of 550 full-time employees, including employees who develop, install, maintain and operate all of BCP's software applications, management information and security systems and install branch hardware equipment. BCP's most critical operational data and software are stored on a mainframe computer system, access to which is controlled by a series of authorized passwords, in the frame of very strong IT security policies.

BCP is in the process of designing a disaster recovery system which duplicates all of operational and functional systems by mirroring each of BCP's computer systems. BCP's disaster recovery center is located 10 miles from BCP's main center. However, BCP has just started the first stage of a project, aiming to move this center out of the city of Lima. In the event of a disaster, natural or otherwise, whereby BCP cannot operate its technology infrastructure, the system is designed to act as a surrogate technology backbone, providing all of BCP's services to the branches and electronic banking systems. The system is designed to allow BCP to operate under as close to normal conditions as possible during such a disaster, although this system has never been required to date.

BCP considers its technology platform to be one of its main competitive strengths and has continued to invest in this area to maintain its competitive position in the banking sector. Therefore, BCP's investments in IT have provided the computing power, storage capacity, bandwidth and other IT services to the best of their class.

Many Linux/Unix/Windows server systems are deployed or upgraded to host collaborative applications, call center and virtual POS systems. JAVA-based application servers have been chosen as the strategic growth platform for core business applications. Over the next three years, the replacement of BCP's branch automation software has been designed to use the latest proven technology available, which will improve its successful system that among other things can prioritize queues for eligible customers via a ticketing system in the branches.

During 2006, the System and Organization Group continued playing its main role by designing and improving processes, managing strategic projects, and providing coaching in the technology and organization area. A total US\$62.2 million was spent by the Group, of which US\$48.5 million related to recurrent expenses and US\$13.7 million to the development of several projects targeted at meeting the Bank's strategic goals. One of the most important objectives is the growth of the Agente BCP channel, which is able to perform new tasks such as service payments and, issuing and collection of payment orders and foreign remittances. Another important project was the modernization of the Contact Center which improved the availability and stability of the Phone Banking services. In 2006, BCP has also taken a few major steps towards the technological upgrading of the Bank's branches, putting more emphasis on sales and modern processes and systems that provide easier and faster services for the customer. Those steps included: the implementation of the new "Servimatic" (a balance inquiry service), with new and more modern ticketing devices; the Customer's File, which shows the customer's information and facilitates the commercial work on the platform; and the new and technologically robust Balance and Activity Consultation equipment.

One of the projects aiming at increasing the loan placements in the Retail Banking area - the new MIC system - was launched before the end of 2006. The first phase of the project complements the processing of credit card sales; with the new system, BCP can interact with the customers online, and provide them with instant approval and credit line determination. In 2007, the new MIC system will be expanded to other products such as personal credits.

Lastly, between September and December 2006, a joint team of Prima AFP, Unión Vida and BCP successfully integrated Prima AFP systems with those of Unión Vida, as part of the implementation of the merger process.

#### *The ECO Program*

The ECO Program (Excellence in Operational Continuity) will guarantee our customers quality and seamless service. As part of the Program, BCP upgraded and replicated its data processing center in La Molina to a new data center in Chorrillos and an out of region recovery center in Trujillo City. All of these centers will be using the most modern and efficient technologies available in the market, to guarantee a redundant, reliable electrical system. With these renewed processing centers, BCP hopes to be able to support any local incident without interrupting the service.

The ECO Program, which in addition to an efficient processing network also includes improvement of data retrieval processes, is expected to be completed and operating by the second half of 2008.

#### *CMMI*

In September 2006, the System and Organization Group obtained the CMMI (Capability Maturity Model Integration) Maturity Level 3 certification, developed by the Software Engineering Institute, an international software engineering organization sponsored by the United States Department of Defense and operated by Carnegie Mellon University, becoming the first Latin American bank and the first Peruvian company to receive such recognition.

The Model describes the capabilities a software development organization should have to obtain continued excellence levels, based on the principle that the quality of a system or product is highly dependent on the quality of the processes used to develop and maintain it. CMMI, which is based on the TQM (Total Quality Management) discipline and is compliant with the International Organization for Standardization (ISO) requirements, has turned into a global standard used by the world's largest companies.

### *Centenario Technological Center*

As part of the Bank's evolution, its business keeps growing and diversifying, resulting in demand for new and improved applications and products. As a consequence of these developments, 100 new hires were approved as well. This additional workforce and the needs identified by the ECO Program led to the use of the Centenario Technological Center.

With the new Centenario Technological Center, the Information Technology Area will be able to increase its service capability.

### *Marketing*

BCP continually works to protect and strengthen the BCP brand. BCP has a proactive attitude towards competition and, focusing on change and innovation, it seeks to promote its products and services by constantly improving them. In this manner, BCP aims to meet market needs with the ultimate purpose of creating the highest possible value for its clients and shareholders. In 2006, BCP's strategy was developed mainly on two fronts:

### *Generating Value*

In terms of generating value, the Bank continues to develop strategies to approach different customer groups. The increasing usage of CRM (Customer Relation Management) tools across all sectors enables the Bank to reach customers and provide them with personalized offers and terms in a timely manner. In an effort to build long-term relationships, the Bank has boosted its development and training activities, including training programs with small-business owners supported by Universidad del Pacífico, the fair organization ExpoNegocios, Bodegas y Mercados, and intensive seminars conducted in 10 cities across the country. Another key element for creating value is innovation, and BCP has launched several innovative products, including new products in the services provided to very wealthy customers; new benefits to customers whose wages are paid at their BCP accounts; and the development of the Línea Múltiple de Negocios [Multiple Business Line] that allows our business banking service customers to meet their financial needs with a comprehensive, easy-to-use product.

### *Quality in Service*

Quality in service is a permanent goal for BCP. In this field, progress has been made as part of implementing a new regulation promulgated under the Consumer Protection Law, including significant investments geared at improving service and keeping customers informed about the products and services we offer. We have also implemented longer working hours in branches.

Improved processes and supporting tools have enabled us to follow up and leverage growing businesses. The new commercial loan disbursement process (promissory notes, loans, advances and issuing bank guarantees nationwide) was successfully implemented by using CAPS as a tool. This allowed us to improve our customer service timing and to reduce our business consultants' and assistants' workload. In 2006, we received fewer general complaints, which dropped by 22% from 2005.

The efforts to improve our service quality have been communicated in successful advertising campaigns on TV which have won us awards such as the Gran Effie 2006, the highest award granted in Peru for advertising effectiveness and the Communication Award in Financial Marketing granted by the Latin American Banking Federation.

**(ix) Anti Money Laundering Policies**

Since 1995, BCP has implemented programs and adopted policies designed to comply with the “know your customer” regulations in the countries in which it operates. As an additional precaution, ASHC will open accounts only for individuals or entities that are recommended by senior officers of ASHC or BCP.

Peru has long-standing laws criminalizing money-laundering activities, and such laws were further strengthened in 1996 with the adoption of the Peruvian Banking Law, which incorporated the guidelines of the Organization of American States directly into Peruvian law, and Law 28306, which revised functions assigned to the Financial Intelligence Area, a public entity in charge of directing anti-money-laundering actions and monitoring information that public and private companies are required to provide. The Financial Intelligence Area has the authority to request detailed reports with respect to the movement of funds and the identity of depositors. According to recently enacted regulations, mainly Law 28306 and SBS Resolution 1725-2003, financial institutions must adopt internal mechanisms, appoint a full-time compliance officer reporting directly to the Board of Directors, and conduct special personnel training programs and procedures to detect and report unusual or suspicious transactions as defined therein.

**(x) Employees**

As of December 31, 2006, BCP had 8,859 full-time employees, compared to 7,479 employees as of December 31, 2005 and 7,694 employees as of December 31, 2004. All employees of banks in Peru are given the option of belonging to an employee union, and such employee unions are collectively represented by the Federación de Empleados Bancarios or Federation of Banking Employees (“FEB”). In order to negotiate a collective agreement on behalf of its members, FEB must have as members over 50% of all Peruvian banking employees. Because the representation of banking employees members in FEB has declined to below 50%, primarily because of the substantial reduction in the size of the state-owned banking business during the 1990s, the most recent collective bargaining agreement, which expired on June 30, 1995, was not renewed. As of December 31, 2006, BCP had no unionized employees. The last strike by union employees occurred in 1991 and did not interfere with BCP’s operations.

**(5) Atlantic Security Holding Corporation**

ASHC engages in trade finance, private banking, asset management and proprietary investment and trading activities. ASCH was incorporated in December 1981 in the Cayman Islands and principally serves Peruvian-based customers through banking offices in Panama and representative offices in Lima.

A portion of Credicorp’s commercial banking business is also carried out by ASHC, which principally serves Peruvian private banking customers through offices in Panama. As of December 31, 2006, ASHC had total assets of US\$1,379.1 million and shareholders’ equity of US\$178.9 million (compared with US\$1,114.6 million and US\$164.8 million, respectively, as of December 31, 2005). ASHC’s net income was US\$31.5 million in 2006 and US\$25.2 million in 2005, which included income from dividends paid by Credicorp. Larger revenues from dividends are a consequence of strong Credicorp dividend payments in 2006, resulting from improved earnings in the prior year. Though not reflected in the consolidated results, ASHC’s net income attributable to Credicorp increased compared to the US\$13.5 million registered during the 2005, reaching a total of US\$15.4 million.

Total loans outstanding in ASHC’s portfolio were US\$160.4 million and US\$133.8 million at December 31, 2005, and 2006, respectively, representing a decrease of 16.6%. Deposits increased 25.2% to US\$1,166.1 at December 31, 2006 from US\$931.7 million at December 31, 2005. Third-party assets under management increased 37.3% from US\$1,017.0 million in 2005 to US\$1,396.2 million in 2006, principally due to the increase in value of customers stock portfolios. ASHC’s past due loans as a percentage of total loans was 0.0% from 1996 through 2002, but reached 2.3% as of December 2003, and declined back to 0.0% at December 31, 2004, 2005 and 2006.



ASHC's Corporate Banking Group makes working capital and bridge loans. As of December 31, 2006, approximately 50.9% of ASHC's loans were to Peruvian companies, 3.8% were to companies in Bolivia, 6.9% were to companies in Colombia, 3.9% were to companies in El Salvador, and the remainder were to borrowers in other Latin American countries. ASHC's trade finance activities are conducted by its Corporate Banking Group. ASHC has concentrated its extensions of credit on short-term trade transactions with Latin American countries other than Peru.

ASHC's policy is to provide funding to customers on the basis of approved lines of credit. ASHC's Credit Committee meets weekly to discuss the entire credit risk inherent in the risk portfolio, composed of loans and trading securities, and to review facilities approved by the committee charged with overseeing extensions of credit by ASHC's Panama branch. ASHC's loan officers operate within established credit limits ranging from US\$50,000 to US\$500,000. Regardless of whether an approved facility exists for a client, any transaction in excess of US\$500,000 requires the approval of senior management. In addition, all credit extensions are monitored by ASHC's General Manager and reviewed and approved quarterly in their entirety by the Credit Committee of the Board of Directors of ASHC.

ASHC's Private Banking Group's clients have traditionally provided a stable funding source for ASHC, as many are long-time clients who maintain their deposits with ASHC. As of December 31, 2006, ASHC had approximately 3,200 customers. Currently, about 95% of ASHC's private banking clients are Peruvian.

ASHC trades on its own account primarily by making medium-term investments in fixed income securities, equity securities and sovereign debt. The portfolio includes investment grade and non-investment grade debt securities of public companies and, to a much lesser extent, private U.S. debt and equity issues. Such securities are subject to substantial volatility and there can be no assurance as to their future performance. As of December 31, 2006, ASHC had approximately US\$737.8 million, at fair values, invested in these types of securities (US\$520.5 million in 2005). ASHC generally utilizes its own funds for these activities rather than borrowings. ASHC also holds an equity investment in Credicorp with a fair value of approximately US\$598.6 million at December 31, 2006 (US\$333.2 million at December 31, 2005). ASHC's investment portfolio, as well as future purchases, sales, overall investment strategy and the general profile of the trading portfolio are reviewed on a monthly basis by an investment committee composed of members of its senior management. The Board of Directors of ASHC reviews and approves exposure limits for countries with transfer risk on a quarterly basis. The credit risk by counterparty is evaluated on a consolidated basis, including direct and indirect risk, such as interbank placements, loans, commitments, guarantees received, and trading securities purchased in the secondary market.

ASHC's Asset Management group, created in 1989, conducts ASHC's management of third-party funds which, including the aggregate of third-party assets, had total assets under management of US\$1,396.2 million as of December 31, 2006, compared to US\$1,017.0 million as of December 31, 2005. This increase was principally due to the increase in value of customers' stock portfolios. Investment decisions for funds, except for outsourced funds, are made by senior officers within ASHC, in accordance with guidelines of the Investment Committee.



## **(6) Pacífico Peruano Suiza**

Credicorp conducts its insurance operations exclusively through PPS and through its subsidiaries El Pacífico Vida and Pacífico Salud, which together comprise Pacífico Grupo Asegurador, which provides a broad range of insurance products in the property and casualty, life and health groups. In 2006, the six most significant lines together constituted 79.6% of total premiums written by PPS. These are commercial property damage (including fire, earthquake and related coverage but not personal injury, tort or other liability risk), automobile, health, life and pension fund underwriting and life annuities. PPS is the second leading Peruvian insurance company, including private health companies, with a market share of 30.3% based on net premiums earned and fees in 2006.

PPS's consolidated net income attributable to Credicorp in 2006 was US\$14.5 million, an increase of 159% from US\$5.6 million in 2005. Total premiums increased 3.8% to US\$372.6 million during 2006 from US\$359.0 million in 2005, and net premiums earned, net of reinsured premiums and of technical reserves (as defined below in “—(ii) Claims and Reserves”), were US\$259.1 million in 2006, increasing 16.4% as compared to the previous year. PPS's net underwriting results increased 77.6% to US\$34.8 million in 2006 from US\$19.6 million in 2005, mainly due to higher gross premiums, lower claims and lower ceded rates. The ratio of underwriting results to total net premiums increased from 5.4% during 2005 to 9.3% in 2006, also mainly as a result of lower premiums ceded and lower reserves adjustments. The property and casualty businesses, which presented the best underwriting result among the various business Areas compared to the same period of 2005, were mainly marine hull, personal injuries and third-party liabilities. Meanwhile, operating expenses during 2006 represented 24.3% of net premiums earned, lower than 21.7% in 2005.

In the case of the specialization by Areas, such as fire, automobiles, health and fraud, among others, a specialized team has been formed. This team is responsible for improving the technical results through a study of the risk portfolio by area, applying best practices in selection, operations and marketing, and for creating new products aligned with our economic and social reality.

PPS's business is highly concentrated, with a client base of over 20,000 companies and over 240,000 individuals in the property and casualty and health insurance programs, not including individuals affiliated with group health insurance programs through the companies by which they are employed. PPS's life insurance client base consists of over 130,000 individuals. As of December 2006, revenues from policies written for PPS's three largest and 20 largest customers represented 5.2% and 19.9% of total premiums in P&C and Health insurance, respectively, PPS's property insurance lines are sold through agents and brokers, while life insurance is sold by its own sales force. The 10 largest brokers accounted for approximately 35.7% of total premiums as of December 31, 2006 (36.4% as of December 31, 2005).

El Pacífico Vida (“Pacífico Vida”), PPS life insurance subsidiary since 1997, is 38%-owned by ALICO, a subsidiary of AIG. In 2006, Pacífico Vida had total premiums of US\$117.2 million, a 6.1% increase from total premiums of US\$110.5 million in 2005. Pacífico Vida's net income reached US\$9.4 million in 2006, close to the US\$9.9 million reached in 2005. Pacífico Vida's market share was 23.0% in 2006 versus 23.7% in 2005. Individual life and personal injuries businesses increased 22.0%, mainly due to improved productivity and growth of their sales force, reaching a market share of 31.8%. Life annuity business decreased 16% in total earnings and showed a reduction in market share from 21% to 17.7%, mainly due to a more conservative investment policy, which decelerated the demand for this product. The pension fund underwriting business grew 26% with respect to the same period in 2005. Likewise, Group Life, Legal Life, SCTR and Credit Life increased thanks to the business with BCP such as credit cards and mortgage loans. In 2006, total premiums on Group Life, Legal Life and SCTR increased by 18.9% with Credit Life being the most dynamic product, reaching an increase of 30% over that of 2005. Pacífico Vida, the life insurance company, generated financial earnings amounting to US\$35.1 million in 2006.

In 1999, PPS formed Pacífico Salud, becoming one of only three private health insurance companies in Peru at that time to offer an alternative to public social security. In March 2004, PPS acquired Novasalud EPS for US\$6.5 million and merged it with Pacífico Salud in August 2004. Pacífico Salud had total revenue of US\$80.7 million in 2006 (US\$78.5 million in 2005), with a net income of US\$3.7 million in 2006 (compared to loss of US\$1.9 million in 2005) mainly due to higher production and lower claims registered.

In 2006, PPS has improved its internal reporting and risk management processes to produce reliable financial statements and control risk, in line with international reporting standards and in compliance with the regulatory requirements applicable to Credicorp Ltd., PPS's parent company, which is listed on the NYSE. Thus, in 2006 PPS has become one of the few local companies to achieve such reporting and control standards.

#### **(i) Underwriting, Clients and Reinsurance**

Underwriting decisions for substantially all of PPS's insurance risks are made through its central underwriting office, although certain smaller local risks are underwritten at PPS's two regional offices. PPS's own underwriting staff inspects all larger commercial properties prior to the underwriting of commercial property or other risks related thereto, with agents and brokers inspecting properties for smaller risks.

PPS utilizes reinsurance to limit its maximum aggregate losses and minimize exposure on large risks. Reinsurance is placed with reinsurance companies based on evaluation of the financial capacity of the reinsurer, terms of coverage and price. PPS's principal reinsurers in 2006 were, among others, Lloyd's, New Hampshire Insurance Co., Münchener Ruck, Swiss Reinsurance Co., Hannover Ruck, XL Re Ltd., Liberty Mutual, London Life, Mapfre Re and QBE Reinsurance. Premiums ceded to reinsurers represented 21.0%, 18.9% and 17.0% of premiums written in 2004, 2005 and 2006, respectively. PPS acts as a reinsurer on a very limited basis, providing its excess reinsurance capacity to other Peruvian insurers who are unable to satisfy their reinsurance requirements. As of December 31, 2006, premiums for reinsurance written by PPS totaled US\$6.1 million.

Although PPS historically has obtained reinsurance for a substantial portion of its earthquake-related risks and maintains catastrophe reserves, there can be no assurance that a major catastrophe would not have a material adverse impact on its results of operations or financial condition. See “—(ii) Claims and Reserves.”

#### **(ii) Claims and Reserves**

Net claims paid as a percent of net premiums written (*i.e.*, the net loss ratio) reached 60.3% in 2006, as in 2005, and lower than 52.3% in 2004. The net loss ratio from the health and medical assistance insurance line, which represented 29.8% of total premiums in 2006, (30.5% in 2005) decreased from 82.9% in 2005 to 82.2% in 2006. Automobile risks, 6.4% of PPS's premiums in 2006 (4.9% in 2005), decreased from 63.1% in 2005 to 57.1% in 2006. The property casualty line, 13.3% of total premiums in 2006 (15.6% in 2005), increased from 24% in 2005 to 35.0% in 2006. The net loss ratio from private pension fund insurance, 8.0% of total premiums in 2006 (6.5% in 2005), decreased from 89.5% in 2005 to 86.3% in 2006.

PPS is required to establish claims reserves in respect of pending claims in its property-casualty business, reserves for future benefit obligations under its in-force life and accident insurance policies, and unearned premium reserves in respect of that portion of premiums written that is allocable to the unexpired portion of the related policy periods (collectively, “Technical Reserves”).

PPS establishes claims reserves with respect to claims when reported, as well as for incurred but not reported (IBNR) claims. Such reserves are reflected as liabilities in PPS’s financial statements.

PPS records as liabilities in its financial statements actuarially determined reserves calculated to meet its obligations under its life and accident policies and its pension fund underwriting business. These reserves are determined using mortality tables, morbidity assumptions, interest rates and methods of calculation in accordance with international practices.

Pursuant to SBS regulations, PPS establishes pre-event reserves for catastrophic risks with respect to earthquake coverage, including since 2003 unearned premiums, in the commercial property, business interruption, and engineering lines. See “—(11) Supervision and Regulation—(v) PPS—Reserve Requirements.” In accordance with IFRS principles, the pre-event reserves and income charges for catastrophic reserves are not considered in Credicorp’s consolidated financial statements.

There can be no assurance that ultimate claims will not exceed PPS’s reserves.

### **(iii) Investment Portfolio**

As of December 31, 2006, the book value of PPS’s available for sale investments was US\$728.9 million, which included US\$43.2 million in equity securities and US\$685.7 million in bonds. In addition, real state investments book value reached US\$31.8 million.

In April 2004, PPS sold Credicorp Common Shares to ASHC. The sale amounted to S/.115.9 million (US\$33.5 million) and resulted in a net gain of S/.75.5 million (US\$21.7 million), which is not subject to income taxes, in PPS’s local records. In the Credicorp Consolidated Financial Statements, these Common Shares were included in the treasury shares equity account. In Credicorp’s records, all the effects of the transfer of these Common Shares, including the gains, were eliminated in the consolidation process. See “—(12) Selected Statistical Information—(iii) Loan Portfolio—Concentrations of Loan Portfolio and Lending Limits.”

As part of its improvement process, PPS changed its investments policy to employ the best international risk management practices and tools, and incorporated the recommendations of Solvencia II and Basel II with a view to developing a better match of terms and currencies with the company’s liabilities, especially in connection with obligations vis-à-vis PPS’s insured customers. The profits earned during 2006 may be attributed primarily to (i) the sale of a significant share package of Banco de Crédito as part of the effort to improve PPS’s currencies matching between assets and liabilities which generated gains of approximately US\$40 million, for PPS (a related party transaction eliminated in the consolidation process), (ii) the interest rates growth in the last year, and (iii) the increase in the stock market value of shares in which PPS invested. Certain profitable transactions are not reflected in Credicorp’s results, since, as related-party transactions, they are eliminated in the consolidation process.

As a consequence of these sales, additional investments were made, mainly in fixed income securities. Considering that PPS invested in some specific securities, there is no assurance that PPS will be able to dispose of large portions of its investment portfolio for market value. Consequently, there is a risk related to low liquidity in the event PPS is required to obtain cash in order to cover important liabilities.



Part of PPS's strategy is to maintain an adequate U.S. Dollar position, since a significant portion of its premiums are denominated, and much of its operations are conducted, in U.S. Dollars. In 2006, 61.6% of the gross premiums received by PPS were denominated in U.S. Dollars (63.9% in 2005). As of December 31, 2006, PPS had US\$61.8 million in fixed income bonds compared to US\$81 million as of December 31, 2005. In addition, U.S. Dollar deposits in banks and U.S. Dollar current accounts were US\$28.5 million and US\$24.5 million at the end of 2005 and 2006, respectively.

PPS's investments are made primarily to meet its solvency equity ratio and to provide reserves for claims. PPS manages its investments under two distinct portfolios. The first portfolio is designed to match the liabilities of property, automobile and health lines, and the second portfolio is designed to match the liabilities of life and annuities lines. Each portfolio is managed under the authority of its own committee, which reviews portfolio strategy on a monthly basis. PPS invests in foreign markets, emphasizing investments in U.S. and European sovereign debt. PPS has adopted strict policies related to investment decisions. PPS's investment strategies and portfolio generally are reviewed and approved monthly by its Board of Directors. Senior management does have investment authority, however, with respect to temporary investments using cash surpluses.

PPS, like other major Peruvian insurance companies, sells its products both directly and through independent brokers and agents. Directly written policies tend to be for large commercial clients, as well as for life and health insurance lines.

Credicorp is attempting to expand PPS's sales network, which currently has 20 offices throughout Peru, by selling certain insurance products through BCP's branch network. PPS offers, in collaboration with BCP, a life and health insurance product called Segurimax as well as a personal life insurance product that combines accidental death coverage with renewable term life insurance.

## **(7) Grupo Crédito/Prima AFP**

Prima AFP was established in 2005.

In 2006, Prima AFP achieved major commercial and operating performance, reflected in 115,000 new customers from transfers and 23,000 more customers from affiliations, maintaining the highest levels of active contributors (estimated in approximately 90% compared with 38% for the industry) and average wages.

Commercial success replicated itself also in the field of investments, in which the company fulfilled its profitability promises.

Continuing to pursue its strategy of fast growth and positioning in the market, on August 24, 2006 Prima AFP reached an agreement with Grupo Santander Perú S.A. for the acquisition of 99.97% of Unión Vida AFP. The acquisition was consummated for a total of US\$141 million and the final purchase price determination was made with the conclusion of the arbitration proceedings between the parties. As a result, Credicorp received a reimbursement in an approximate amount of US\$4.5 million. See Notes 2(a) to Credicorp Consolidated Financial Statement. Of the US\$141 million, US\$112 million came from a capital increase and US\$29 million came from a BCP loan. Later, the company engaged in a tender offer directed at the minority shareholders. The company has successfully managed the operational and commercial challenges associated with the merger period. Unión Vida managed to resist competitive pressure, reaching 36,974 gross transfers and 8,907 affiliations between September and November 2006.

The merger, which was completed on December 1, 2006, resulted in a company with greater human and technological capabilities and a consolidated market position benefiting from intrinsic synergies of the pension administration business. The merged company has the following characteristics:

- (1) Combined capacity and experience of the staff of both companies, totaling, at the time of the merger, 275 administrative employees, 126 service and maintenance employees, 113 commercial supervision employees and 2,081 sales force employees.
- (2) 997 thousand affiliates, comprising 25.7% of the system, with US\$4.2 billion under management comprising 29.2% of the funds in the system (ranking second in the market), as of December 2005.
- (3) More than 17,000 pensioners enjoying a broad national presence with a total of 11 points of service and 19 points of sale.

At the close of 2006, the company posted losses of US\$20.72 million and income of US\$23.42 million. This was the case because the company continued to expand its income base progressively while it was still in a growth stage and faced high commercial expenses. Similarly, beginning in September 2006, it absorbed Unión Vida's income and expenses, including important merger charges. Merger expenses included Unión Vida system accelerated depreciation due to its short useful life (until December 2006), staff lay-off costs and the amortization of the Unión Vida trademark, which use was discontinued since December 2006.

In balance sheet terms, the capital increase of US\$112 million stands out; this, coupled with indebtedness amounting to US\$29 million extended by BCP, enabled the company to acquire 99.97% of AFP Unión Vida shares, which was manifested in an increase in assets, liabilities and equity. Additionally, the Prima AFP purchased the property now converted into the corporate headquarters. This implied borrowing US\$11.3 million in the form of a loan from BCP. Due to additional operating debt requirements, the year-end debt figure stood at US\$55.4 million. Management believes that, given expected future flows and the support of its shareholders, this level of indebtedness does not put Prima AFP's operation at risk. As for the investment in Unión Vida, after discounting Unión Vida adjusted equity, US\$98.0 million intangible assets were recorded, to be amortized over the next years. After discounts of US\$32.8 million for deferred taxes and interest, US\$49.0 million was recorded as goodwill. From the amount recorded as intangible assets, US\$3.7 million corresponding to the "Unión Vida" brands were written off as of December 1, 2006, as the Group will no longer use or sell them.

The merged company's operating expenses cannot yet be used as an indicator of future company expenses given the short period of time since the merger was effected. Nevertheless, as of December 31, 2006, there appears a downtrend in the merged company's operating expenses.

## **(8) Competition**

### **(i)**

### **Banking**

The Peruvian banking sector is currently composed of 11 commercial banking institutions. As of December 31, 2006, BCP (excluding foreign branches) ranked first among all Peruvian banks in terms of assets, deposits and loans with a market share of 36.1% of assets, 36.2% of deposits and 30.5% of loans.

<b>Major Peruvian Banks as of December 31, 2006</b>	<b>Assets</b>	<b>Deposits</b>	<b>Loans</b>
BCP	36.1%	36.2%	30.5%
Banco Continental	23.6%	24.5%	27.2%
Scotiabank Perú	16.8%	16.7%	16.3%
Interbank	9.4%	9.8%	9.3%
Citibank	3.7%	2.9%	4.2%

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Source: SBS

The Peruvian banking industry experienced consolidation following the economic downturn in 1998, with the number of institutions declining from a peak of 25 banks. During 1999, Banco de Lima merged with Wiese, Banco Sur merged with BSCH-Perú, Banco del País merged with Nuevo Mundo and Progreso merged with Norbank, while Banex was liquidated and Solventa was turned into a finance company. During 2000, Orion and Serbanco were liquidated. In 2001, Interbank and Latino agreed to merge, NBK Bank merged with Banco Financiero and Nuevo Mundo was liquidated. In December 2002, BCP acquired BSCH-Perú and merged it into BCP in March 2003. In the first quarter of 2005, BCP acquired the onshore and offshore loan portfolio of Bank Boston's Peruvian subsidiary, which amounted to approximately US\$353 million. In 2006, Banco Wiese merged with Banco Sudamericano and created Scotiabank Perú. During the same year, HSBC launched operations in Peru and is currently focused on top corporate segments.

Credicorp believes that the Peruvian banking industry will continue to be a competitive environment within a generalized excess liquidity situation. Such increased competition may in the future affect Credicorp's loan growth and reduce the average interest rates that it may charge its customers, as well as reduce fee income. Certain foreign banks have either reduced or liquidated their Peruvian operations in recent years, reducing competition to some extent from such competitors.

Since 1999, excess liquidity at major Peruvian banks has put pressure on margins. Credicorp does not intend to pursue corporate lending opportunities that are unprofitable solely in order to maintain market share. As a result, Credicorp does not expect Corporate Banking to grow at levels experienced in the past. However, Credicorp will seek to maintain its close relationships with corporate customers, focusing on providing prompt responses to their requirements and setting competitive prices. To this end, Credicorp is currently updating its information systems to improve customer service and to allow management to obtain information on customer and business profitability more efficiently. Credicorp also intends to expand the range of BCP's investment banking and cash management products.

In its core corporate lending and trade finance businesses, ASHC principally competes with larger international institutions. ASHC attributes its ability to compete effectively with larger lending institutions to its aggressive marketing efforts, its ability as a smaller, more flexible institution to make decisions quickly and respond rapidly to customer needs, its association with BCP, and its superior knowledge of the region, particularly the Peruvian market.

## (ii)

## Capital Markets

In the Wholesale Banking Group, BCP's Corporate Banking Area has experienced increased competition and pressure on margins over the last few years. This is primarily the result of new entrants into the market, including foreign and privatized commercial banks, as well as local and foreign investment banks and non-bank credit providers, such as pension fund administrators ("AFPs") and mutual fund companies.

In addition, Peruvian companies have gained access to new sources of capital through the local and international capital markets. In recent years, the AFPs and mutual funds-managed assets have increased at rates over those experienced by the banking system. The private pension fund assets reached US\$14.3 billion as of December 31, 2006, increasing 51.7% since December 31, 2005, with a return of 26.82% in real terms in 2006. Total mutual funds reached US\$2.6 billion in 2006, a 29.2% increase from US\$2.0 billion in 2005.

**(iii)**

**Other Financial Institutions**

Other institutions in the Peruvian financial system tend to specialize in a given market sectors. Such institutions include finance companies, municipal and rural savings and credit associations, municipal public credit associations, and savings and credit cooperatives that mainly issue retail loans to small and micro-businesses and consumer and mortgage loans to individuals, markets which have shown substantial increases in recent years. BCP is facing strong competition from these credit providers, primarily in respect of micro-business loans, where such providers lent US\$838.2 million as of December 31, 2006, or 50.1% of the total in the financial system, and consumer loans, where such providers lent US\$820.9 million, or 21.5% of the total in the financial system. BCP also faces strong competition in its credit card operations from credit cards issued by retail stores.

In retail banking, Credicorp has found that small businesses are able to borrow from banks at better rates than those provided by suppliers and that the rates offered by BCP are competitive with those of other banks and other types of financial institutions.

Credicorp believes that BCP's reputation as a sound institution, together with its nationwide branch network coverage, provides it with an advantage over its principal competitors.

**(iv)**

**Insurance**

Peruvian insurance companies compete principally on the basis of price and also on the basis of name recognition, customer service and product features. PPS believes that its competitive pricing, solid image, and quality of customer service are significant aspects of its overall competitiveness. In addition, PPS believes that its long relationship with AIG provides PPS with competitive advantages through access to AIG's expertise in underwriting, claims management and other business areas. While increased foreign entry into the Peruvian insurance market may put additional pressure on premium rates, particularly for commercial coverage, PPS believes that in the long-term foreign competition will increase the quality and strength of the industry. PPS believes that its size and its extensive experience in the Peruvian insurance market provide it with a competitive advantage over foreign competitors.

However, competition in the Peruvian insurance industry has increased substantially since the industry was deregulated in 1991, with particularly strong competition in the area of large commercial policies, for which rates and coverage typically are negotiated individually. The loss by PPS to competitors of even a small number of major customers or brokers could have a material impact on PPS's premium levels and market share.

**(9) Peruvian Government and Economy**

While Credicorp is incorporated in Bermuda, substantially all of BCP's and PPS's operations and customers are located in Peru. Although ASHC is based outside of Peru, a substantial number of its customers are also located in Peru. Accordingly, the results of operations and financial condition of Credicorp could be affected by changes in economic or other policies of the Peruvian government (which has exercised and continues to exercise a substantial influence over many aspects of the private sector) or other political or economic developments in Peru, including a devaluation of the Nuevo Sol relative to the U.S. Dollar or the imposition of exchange controls by the Peruvian government. See "Item 10. Additional Information—(D) Exchange Controls." Credicorp's results of operations and financial condition are dependent on the level of economic activity in Peru.





(i)

**Peruvian Government**

During the past several decades, Peru has had a history of political instability that has included military *coups d'état* and different governmental regimes. Past governments have frequently intervened in the nation's economy and social structure. Among other things, past governments have imposed controls on prices, exchange rates, local and foreign investment, and international trade; have restricted the ability of companies to dismiss employees; and have expropriated private sector assets. In 1987, the administration of President Alan García attempted to nationalize the banking system. Facing an attempt by the state to control BCP, the majority shareholders of BCP at that time sold a controlling interest in BCP to its employees, which prevented the government from gaining control of BCP. See “—(C) Organizational Structure.”

In the past, Peru experienced significant levels of terrorist activity, with *Sendero Luminoso* (the “Shining Path”) and the *Movimiento Revolucionario Tupac Amaru* (the “MRTA”) having escalated their acts of violence against the government and the private sector in the late 1980s and early 1990s. Upon being elected to office in 1990, President Alberto Fujimori's government made substantial progress in suppressing Shining Path and MRTA terrorist activity, including the arrest of the leader and the principal second level of leadership in each terrorist group and approximately 2,000 others.

Over the course of his government, President Fujimori implemented a broad-based reform of Peru's political system, economy and social conditions, aimed at stabilizing the economy, reducing bureaucracy, eradicating corruption and bribery in the judicial system, promoting private investment, developing and strengthening free markets, strengthening education, health, housing and infrastructure and suppressing terrorism. In 2000, President Fujimori won a third five-year term in a controversial two round election. After taking office for his third term in July 2000 under extreme protest, President Fujimori was forced to call for general elections due to the outbreak of corruption scandals and later resigned in favor of a transitory government headed by the president of Congress, Valentín Paniagua.

Mr. Paniagua took office in November 2000 and in July 2001 handed over the presidency to Alejandro Toledo, the winner of the elections decided in the second round held on June 3, 2001, ending two years of political turmoil.

Toledo assumed the presidency against a backdrop of high unemployment and underemployment, economic recession and social need. Despite the economic strides achieved between 1990 and 2000, poverty remains a persistent problem in Peru, with more than half of the population living below the poverty line, which the World Bank defines as monthly income of less than US\$60 per capita, adjusted to reflect differences in purchasing power. A significant number of Peruvians live on an income of less than US\$30 per capita per month.

Peru has experienced continuous economic growth since the second half of 2001. President Toledo retained, for the most part, the economic policies of the previous government, focusing on achieving sustained economic growth by: increasing exports, reducing unemployment, reforming the tax system (primarily by increasing the tax base and improving tax collection), fostering private investment by promoting concessions, maintaining low inflation and the floating exchange rate, improving oversight, transparency guidelines and requirements in regulated sectors of the economy, improving the efficiency of the public sector, and maintaining open trade policies.

President Toledo transferred the presidency to Alan Garcia Pérez on July 28, 2006 following Mr. Garcia's victory in the run-off of the presidential elections held on June 4, 2006. Mr. Garcia has sent positive signals to the international financial markets following his election as president, and it is expected that Mr. Garcia's government will substantially retain the economic policies of the previous government, although there can be no assurance that this will be the case.

### ***President***

President García is following conservative economic policies and has indicated a desire to avoid the mistakes of past governments. García named the conservative banker Luis Carranza as Minister of Economy and Finance. Carranza held a senior position at Banco Bilbao Vizcaya Argentaria (BBVA) in Spain and was a key adviser to Pedro Pablo Kuczynski, the Prime Minister (and former Minister of Economy and Finance) of former president Alejandro Toledo. García has announced that his administration would follow economic policies similar to those of the Toledo administration, which included achieving sustained economic growth, increasing exports of Peruvian goods, reducing unemployment, underemployment and poverty, reforming the tax system, fostering private investment and increasing public investment in education, public health and other social programs, while reducing overall public spending.

### **(ii)**

### **Peruvian Economy**

At the beginning of the 1990s, President Fujimori liberalized price and wage controls in the private sector, eliminated all restrictions on capital flows, instituted emergency taxes to reduce the fiscal deficit, and liberalized interest rates. Furthermore, his government established an agenda to institute a wide-ranging privatization plan and re-establish relations with the international financial community. President Toledo continued these market-oriented policies but, facing opposition from a fragmented Congress and social pressures from unions and regional movements, he has passed some interventionist measures.

In the late 1980s and early 1990s, the Peruvian economy was volatile, with the country's GDP contracting by 11.7% in 1989 and by 5.2% in 1990, growing by 2.2% in 1991, and contracting by 0.4% in 1992. The results of stabilization plans resulted in GDP increasing 4.8% in 1993, 12.8% in 1994, 8.6% in 1995, 2.5% in 1996, 6.7% in 1997. The "El Niño" and other adverse economic conditions led to a drop of -0.5% in 1998, but recovered 0.9% in 1999, 2.9% in 2000, 0.2% in 2001, 4.9% in 2002, 4.0% in 2003, 4.8% in 2004, 6.6% in 2005 and 8.0% in 2006; this growth for eight years in a row had not been seen since 1977. The "El Niño" phenomenon (a shift in ocean temperatures and atmospheric conditions in the tropical Pacific that disrupts the weather) was still considered a threat in 2006 but is expected to have a low impact on the economy in the coming years.

It should be noted that GDP growth figures for some years were revised downwards by the national statistical institute, the INEI, in 2000, which recalculated Peru's GDP in 1999 at around \$52 billion using a 1994 base year, some 10% below the previous estimate based on 1979 figures.

In 2004, the Peruvian economy benefited from increased international demand for exports, which drove growth in the construction and manufacturing sectors, as well as in private investment, and more recently in consumption. The continued growth in GDP since the second half of 2001 evidences the strength of Peru's economy in the face of adverse external and internal factors. In 2002 and 2003, unlike other Latin American countries, Peru managed to resist the effects of on-going internal political unrest, the Argentine crisis, the climate of uncertainty that surrounded the presidential elections in Brazil, and a greater reluctance among investors to take on risks in Latin America.

One of the principal factors that contributed to the improvement of economic expectations was the 38.8% increase in exports in 2004, which was followed by a new increase (36.7%) in 2005 and 37.6% in 2006. In particular, it has continued high foreign demand for minerals and raw materials and manufacturers benefited from the Andean Trade Promotion and Drug Eradication Act ("ATPDEA") tariff preferences. However, production was uneven, with investment recovering, and sectors such as construction, oil and gas, mining (particularly mining of precious metals), non-primary manufacturing and fishing registered gains, while agriculture registered only minimal growth.

The decision of the United States in August 2002 to renew and expand tax benefits through the ATPDEA for certain Latin American exports was very beneficial to the manufacturing sector because of its inclusion of Peruvian textiles. These incentives are expected to stimulate exports over the next two years. In May 2004, a free trade agreement began to be negotiated with the United States, together with Colombia and Ecuador, which is expected to extend the favorable tariff status beyond 2006. During 2006, the Free Trade Agreement with the United States was signed.

The government-backed initiative to encourage mortgage loans and the construction of low-cost housing through the MiVivienda program continued to stimulate significant volumes of construction in 2004, aiding expansion of mortgages. As part of the MiVivienda program, US\$213 million in loans were granted in 2005, compared to US\$170 million in 2004, US\$134 million in 2003 and US\$72 million in 2002.

Since 1991, the government has privatized most of its assets in the finance, fishing and telecommunications sectors. The government made significant progress in privatizing the mining and hydrocarbons, manufacturing, electricity and agriculture sectors. The more than 220 privatizations that have been completed in Peru since 1991 have generated revenues of approximately US\$8.2 billion.

The privatization program, which had been expected to raise US\$700 million during 2002, encountered problems in June 2002 with public protests against the sale of two electricity generating companies in the south of Peru. This caused the virtual suspension of the program, which obtained income of only US\$355 million in 2002, and almost negligible amounts in 2003. The government successfully relaunched its concessions program in 2004, generating revenue in excess of US\$200 million. Some of the noteworthy transactions include the Las Bambas copper mine exploration, the Olmos hydro and irrigation project, the Bayóvar phosphates extraction project, the concession for the Yuncan hydroelectric plant and several highway concessions. The government has continued the concession program in 2005 and 2006, with some small projects with a total value of US\$57 million.

Peru's trade deficit decreased from US\$600 million in 1999 to US\$300 million in 2000 and US\$90 million in 2001. Peru registered a US\$210 million surplus in 2002, which grew to US\$731 million in 2003, and further to US\$2.7 billion in 2004, principally due to continued exports growth. Exports climbed to US\$12.5 billion in 2004, 40% higher than the US\$9.0 billion registered in 2003, driven by the greater volume of traditional exports, in particular minerals. Imports rose to US\$9.8 billion in 2004, with increases mainly in raw materials and capital goods. In 2006, trends continued, with exports rising to US\$23.8 billion and imports increasing to US\$14.9 billion.

Peru registered a current account deficit of US\$1.8 billion in 1999, which decreased to US\$1.6 billion in 2000, and further to US\$1.2 billion in 2001, to US\$1.1 billion in 2002, to US\$0.9 billion in 2003, to US\$10 million in 2004, and reversed to a US\$1.0 billion surplus in 2005. In 2006, a record was registered with a surplus of US\$2.5 billion, equivalent to 2.6% of GDP.

Peru's financial account had a surplus of US\$1.1 billion in 1999 and 2000, declined to US\$1.0 billion in 2001, grew to US\$1.8 billion in 2002 as a result of increased public sector capital inflows, was US\$0.7 billion in 2003, grew to US\$2.2 billion in 2004, and was US\$0.2 billion in 2005. In 2006, surplus was US\$0.8 billion, mainly due to repayment of external debt made by the public sector.



The flow of direct foreign investment into Peru was US\$433 million in 2000, US\$803 million in 2001, US\$2.2 billion in 2002, US\$1.3 billion in 2003, US\$1.8 billion in 2004, US\$2.5 billion in 2005 and US\$3.4 billion in 2006.

The inflation rate in Peru, as measured by the Lima consumer price index, has fallen from 7,650.0% in 1990 to 139.2% in 1991, 56.7% in 1992, 39.5% in 1993, 15.4% in 1994, 10.2% in 1995, 11.8% in 1996, 6.5% in 1997, 6.0% in 1998, and 3.7% in both 1999 and 2000, turning into deflation of 0.1% in 2001, and back to inflation of 1.5% in 2002, 2.5% in 2003, 3.5% in 2004, 1.5% in 2005 and 1.1% in 2006. On the other hand, Peruvian Central Bank reduced its inflation target range for 2006 from -1% - +2.5% to -1% - +2%. It is worth mentioning that in the last five years the average inflation rate was below 2%.

The average bank market exchange rate for Nuevos Soles in Peru was S/3.282 per US\$1.00 at December 31, 2004, a 5.2% decrease from S/3.463 per US\$1.00 as of December 31, 2003, which followed a 1.5% decrease in 2003 from S/3.514 per US\$1.00 as of December 31, 2002. The strengthening of the Nuevo Sol relative to the U.S. Dollar was consistent with the pattern for other Latin American currencies, which resulted from higher exports and the weakening of the U.S. Dollar. However, in second half 2005, Nuevo Sol depreciated due to higher international interest rates and political uncertainty, closing the year at S/3.430. After the presidential elections in 2006, the exchange rate decreased, closing the year at S/3.196 for US\$1.00.

Interest rates have behaved erratically since 1995 but fell gradually over this period until September 1998, at which point the trend reversed due to liquidity constraints brought on by the international financial crisis. The nominal annual interest rate on loans in Nuevos Soles was 37.1% in December 1998, decreasing to 32.0% in December 1999, to 26.5% in December 2000, to 23.0% in December 2001, to 20.7% in December 2002, before increasing to 22.3% in December 2003, and further to 25.4% in December 2004, decreasing to 23.6% in December 2005. In 2006, a reduction was registered, closing at 23.1%.

Peru's recent economic performance has also been reflected in a lower fiscal deficit. Peru had a deficit of 3.1% in 1999 and 3.2% in 2000. The deficit declined to 2.5% in 2001, principally due to lower public investment, declined again to 2.3% in 2002, in line with the goal agreed upon with the International Monetary Fund (the "IMF"), continued to decline to 1.9% in 2003, and further to 1.1% in 2004 and 0.7% in 2005. In 2006, because of higher earnings generated from income tax, a surplus of 2.1% of GDP was achieved.

In addition, efforts to increase tax revenues have been successful, due in part to administrative measures and increased taxes, one of which is the new tax on financial transactions introduced in 2004. Tax collections increased from 6.7% of GDP in 1989 to 12.3% of GDP in 2001, 12.1% in 2002, 13.0% in 2003 and 13.3% in 2004, 13.6% in 2005 and 14.9% in 2006.

In July 1996, Peru reached an agreement with the Paris Club countries, resulting in the rescheduling of 1996-1998 maturities. Likewise, due to a successful program with this group of creditors, Peru was able to reduce its external debt from US\$8.5 billion at the end of 2004 to US\$5.6 million at the end of 2006. An additional pre-payment is expected in the second half of 2007, which could reach a total of US\$2.5 billion.

In 1999, Peru signed a three-year extended fund facility accord with the IMF, the third consecutive IMF program it has followed, giving the country a stable framework for macro-economic planning. However, the fall in tax revenue and increased spending in 1999 caused Peru to fail to fulfill the fiscal goal agreed upon with the IMF of a primary fiscal surplus of 0.5%, which is the public sector's result before capital costs or gains, debt servicing and privatization income. In fact, Peru reported a primary sector deficit of 0.1% in 1999 and of 0.2% in 2000. Peru renegotiated economic targets of its 2000 three-year program, and the IMF approved a new one-year program in March 2001, a second agreement in February 2002 and a follow-up accord in March 2003 with a 1.9% fiscal deficit target for 2003, which was achieved.

The subsequent Stand-By Agreement was approved by the IMF on June 9, 2004 and covered years 2004 to 2006. The macro-economic framework of the agreement stresses the consolidation of recent year-on-year gains due to the low inflation rate and continued improvements in the public sector deficit, tax reform, current account deficit, level of foreign reserves, and other variables, in order to seek higher GDP growth. The program focused on, among other points, reducing the public sector deficit to 1.4% of GDP in 2004 and to 1% per year in each of 2005 and 2006, and on lowering the debt-to-GDP ratio from 47.5% in 2003 to 41.0% in 2006. With a favorable international context, and thanks to a fast reduction of deficit, debt-to-GDP ratio in 2006 decreased to 38.0%.

Currently, the Peruvian government is negotiating a new Stand-By Agreement for the years 2007-2009. A group of persons of the multilateral institution visited Peru in May 2007, and in an official communication, it was stated that the mission team expects the first review of the Stand-By Agreement to be presented for consideration to the Executive Board of IMF at the end of June 2007, after the approval of representatives in Washington, DC.

There can be no assurance that economic growth will be sustained in the future or that inflation in Peru will not increase (whether as a result of an "overheating" of the Peruvian economy, an increase in the foreign trade deficit, or otherwise). Such events may have an adverse effect on the business, financial condition, results of operations and prospects of Credicorp and adversely affect the market price of Credicorp's Common Shares. In addition, deposits in the Peruvian financial system are currently much higher than in the late 1980s when hyperinflation caused a lack of confidence in the financial system. A return to high levels of inflation could cause a lack of confidence in the financial system, resulting in widespread withdrawal of deposits.

#### **(10) The Peruvian Financial System**

As Credicorp's activities are conducted primarily through banking and insurance subsidiaries operating in Peru, a summary of the Peruvian financial system is set forth below.

##### **(i)**

##### **General**

At December 31, 2006, the Peruvian financial system consisted of the following principal participants: the Central Bank, the SBS, 11 banking institutions (not including Banco de la Nación, a Peruvian state-owned bank), five finance companies and five leasing companies. In addition, Peru has various mutual mortgage associations, municipal and rural savings and credit associations, municipal public credit associations and savings and credit cooperatives.

The present text of Law 26702 was passed in December 1996. Law 26702 regulates Peruvian financial and insurance companies. In general, it provides for tighter loan loss reserve standards, brings asset risk weighting in line with Basel Committee on Banking Regulations and Supervisory Practices of International Settlements (the "Basel Accord") guidelines, broadens supervision of financial institutions by the SBS to include holding companies, and includes specific treatment of a series of recently developed products in the capital markets and derivatives areas. The primary law governing the Peruvian financial system before the enactment of Law 26702 was Legislative Decree 637, passed in 1991 and amended by Legislative Decree 770, which substantially reformed the Peruvian financial system, modifying regulations initially issued in 1930.





**(ii)**

**Central Bank**

The Central Bank was created in 1931. Pursuant to the Peruvian Constitution, its primary role is to ensure the stability of the Peruvian monetary system. The Central Bank regulates Peru's money supply, administers international reserves, issues currency, determines Peru's balance of payments and other monetary accounts, and furnishes information regarding the country's financial situation. It also represents the government of Peru before the IMF and the Latin American Reserve Fund (a financial institution whose purpose is to provide balance of payments assistance to its member countries by granting credits or guaranteeing loans to third parties).

The highest decision-making authority within the Central Bank is the seven member Board of Directors. Each Director serves a five-year term. Of the seven Directors, four are selected by the executive branch and three are selected by the Congress. The Chairman is one of the executive branch nominees, but must be approved by the Congress.

The Board of Directors develops and oversees monetary policy, establishes reserve requirements for entities within the financial system, and approves guidelines for the management of international reserves. All entities within the financial system are required to comply with the decisions of the Central Bank.

**(iii)**

**SBS**

The SBS, whose authority and activities are discussed in “—(11) Supervision and Regulation,” is the regulatory authority charged with implementation and enforcement of the norms contained in Law 26702 and, more generally, with the supervision and regulation of all financial institutions in Peru.

**(iv)**

**Financial System Institutions**

Under Peruvian law, financial system institutions are classified as banks, financing companies, other non-banking institutions, specialized companies and investment banks. BCP is classified as a bank.

*Banks*

A bank is defined by Law 26702 as an enterprise whose principal business consists of the receipt of monies from the public, whether in deposits or under any other contractual form, and the use of such monies (together with its own capital and funds obtained from other sources) to grant loans or discount documents, or in operations subject to market risks.

Banks are permitted to carry out various types of financial operations, including the following: (i) receiving demand deposits, time deposits, savings deposits and deposits in trust; (ii) granting direct loans; (iii) discounting or advancing funds against bills of exchange, promissory notes and other credit instruments; (iv) granting mortgage loans and accepting bills of exchange in connection therewith; (v) granting conditional and unconditional guaranties; (vi) issuing, confirming, receiving and discounting letters of credit; (vii) acquiring and discounting certificates of deposit, warehouse receipts, bills of exchange and invoices of commercial transactions; (viii) performing credit operations with local and foreign banks, as well as making deposits in such institutions; (ix) issuing and placing local currency and foreign currency bonds, as well as promissory notes and negotiable certificates of deposits; (x) issuing certificates in foreign currency and entering into foreign exchange transactions; (xi) purchasing banks and non-Peruvian institutions which conduct financial intermediation or securities exchange transactions, in order to maintain an international presence; (xii) purchasing, holding and selling gold and silver as well as stocks and bonds listed on one of the Peruvian stock exchanges and issued by companies incorporated in Peru; (xiii) acting as financial agent for investments in Peru for external parties; (xiv) purchasing, holding and selling instruments evidencing public debt, whether internal or external, as well as obligations of the Central Bank; (xv) making collections, payments and

transfers of funds; (xvi) receiving securities and other assets in trust and leasing safety deposit boxes; and (xvii) issuing and administering credit cards and accepting and performing trust functions.

In addition, banks may carry out financial leasing operations by forming separate departments or subsidiaries and may also promote and direct operations in foreign commerce, underwrite initial public offerings, and provide financial advisory services apart from the administration of their clients' investment portfolios. By forming a separate department within the bank, universal banks may also act as trustees in trust agreements.

Law 26702 authorizes banks to operate, through their subsidiaries, warehouse companies, securities brokerage companies and leasing companies, and to establish and administer mutual funds.

Branches of foreign banks enjoy the same rights and are subject to the same obligations as branches of Peruvian banks. Multinational banks, with operations in various countries, may engage in the same activities as Peruvian banks, although their foreign activities are not subject to Peruvian regulations. To carry out banking operations in the local market, such banks must maintain a certain portion of their capital in Peru, in an amount not less than the minimum amount required of Peruvian banks.

#### *Finance Companies*

Under Law 26702, finance companies are authorized to carry out the same operations as banks, with the exception of (i) issuing loans as overdrafts in checking accounts, (ii) engaging in certain derivative operations, (iii) originating securitization operations, and (iv) establishing subsidiaries in certain specialized fields, such as bonded warehouses, currency transportation and custody, among others.

#### *Other Financial Institutions*

The Peruvian financial system has a number of less significant entities which may provide credit, accept deposits or otherwise act as financial intermediaries on a limited basis. Leasing companies specialize in financial leasing operations by which goods are leased over the term of the contract with the option of purchasing such goods at a predetermined price. Savings and loans associations or cooperatives may accept certain types of savings deposits and provide other similar financial services.

Peru also has numerous mutual housing associations, municipal savings and credit associations, savings and credit cooperatives and municipal credit bureaus. The impact of these institutions on the financial system in Peru has not been significant.

#### *Insurance Companies*

Since the deregulation of the Peruvian insurance industry in 1991, insurance companies are authorized to conduct all types of operations and to enter into all forms of agreements necessary to offer risk coverage to customers. Insurance companies may also invest in financial and non-financial assets, subject to the regulations on investments and reserves established in Law 26702 and the regulations issued by the SBS.

Law 26702 is the principal law governing insurance companies in Peru. The SBS is charged with the supervision and regulation of all insurance companies, and the formation of an insurance company requires prior authorization of the SBS.

The insurance industry has experienced consolidation in recent years with the number of companies decreasing from 19 in 1991 to 13 in 2006.

## **(11) Supervision and Regulation**

### **(i)**

### **Credicorp**

Currently, there are no applicable regulatory controls under the laws of Bermuda that are likely to have a material impact upon Credicorp's operations as currently structured. Under Bermuda law, there is no regulation applicable to Credicorp, as a holding company, that would require Credicorp to separate the operations of its subsidiaries incorporated and existing outside Bermuda. Since Credicorp's activities will be conducted primarily through subsidiaries in Peru, the Cayman Islands and Bolivia, a summary of Peruvian banking and insurance regulations and Cayman Islands banking regulations is set forth below.

Certain requirements set forth in Law 26702 and certain SBS regulations, including SBS Resolution No.0446-2000, enacted in June 2000, which approved the "Regulation of the Consolidated Supervision of Financial and Mixed Conglomerates," are applicable to Credicorp and BCP. These regulations affect Credicorp and BCP primarily in the areas of reporting and risk control guidelines, limitations, ratios and capital requirements.

Since Credicorp's Common Shares are listed on the Lima Stock Exchange in addition to the New York Stock Exchange, Credicorp is subject to certain reporting requirements of the CONASEV, the securities market regulator, and the Lima Stock Exchange. See "Item 9. The Offer and Listing—(C) Markets—The Lima Stock Exchange—(ii) Market Regulation."

### **(ii)**

### **BCP**

#### *Overview*

The operations of BCP are regulated by Peruvian law. The regulatory framework for the operations of the Peruvian financial sector is set forth in Law 26702. Implementation and enforcement of Law 26702 are effected by periodic resolutions issued by the SBS. See "—(10) The Peruvian Financial System." The SBS, under the direction of the Superintendent of Banks and Insurance Companies, supervises and regulates those entities that Law 26702 classifies as financial institutions, including commercial banks, finance companies, small business finance companies, savings and loan corporations, financial services companies such as trust companies and investment banks, and insurance companies. Financial institutions must seek the authorization of the SBS before initiating new operations.

BCP's operations are supervised and regulated by the SBS and the Central Bank. Violators of specified provisions of Law 26702 and its underlying regulations are subject to administrative sanctions and criminal penalties. Additionally, the SBS and the Central Bank have the authority to fine financial institutions and their directors and officers if they violate Peruvian laws, regulations or their own institutions' by-laws.

CONASEV is the Peruvian government institution charged with promoting the securities markets, ensuring fair competition in the markets, supervising the proper management of businesses that trade in the markets and regulating their activities and accounting practices. BCP must inform CONASEV of significant events affecting its business and is required to provide financial statements to the Lima Stock Exchange on a quarterly basis. BCP is regulated by CONASEV through Credibolsa, BCP's wholly owned brokerage house, and Credifondo, BCP's wholly owned mutual fund administration company. CONASEV examines Credibolsa and Credifondo on a regular basis.

Under Peruvian law, banks are permitted to conduct brokerage operations and administer mutual funds, but must conduct such operations through subsidiaries. Bank employees, however, may market the financial products of the bank's brokerage and mutual fund subsidiaries. Banks are prohibited from issuing insurance policies, but are not prohibited from distributing insurance policies issued by insurance companies.

#### *Authority of the SBS*

Peru's Constitution and Law 26702 (which contains the statutory charter of the SBS) grant the SBS the authority to oversee and control banks and financial institutions (with the exception of brokerage firms), insurance and reinsurance companies, companies that receive deposits from the general public and other similar entities as defined by the law. The SBS is also responsible for supervising the Central Bank to ensure that it abides by its statutory charter and bye-laws. Law 27328, enacted in July 2000, transferred to the SBS the supervision and regulation of the private AFPs which had been supervised and regulated by a specialized superintendency since the inception of the system in 1992.

The SBS is granted administrative, financial and operating autonomy. Its objectives include protecting the public interest, ensuring the financial stability of the institutions over which it has authority, and punishing violators of its regulations. Its responsibilities include: (i) reviewing and approving, with the assistance of the Central Bank, the establishment and organization of subsidiaries of the institutions it regulates; (ii) overseeing mergers, dissolutions and reorganization of banks, financial institutions and insurance companies; (iii) supervising financial, insurance and related companies from which information on an individual or consolidated basis is required, through changes in ownership and management control (this supervision also applies to non-bank holding companies, such as Credicorp); (iv) reviewing the bye-laws and amendments thereto of these companies; (v) setting forth criteria governing the transfer of bank shares, when permitted by law, for valuation of assets and liabilities and for minimum capital requirements; and (vi) controlling the *Central de Riesgos* (Bank Risk Assessment Center), to which all banks are legally required to provide information regarding all businesses and individuals with whom they deal without regard to the amount of credit risk (the information provided is made available to all banks to allow them to monitor individual borrowers' overall exposure to Peru's banks). In addition to supervising BCP, the SBS supervises Credicorp on the basis that it is a financial conglomerate conducting the majority of its operations in Peru.

#### *Management of Operational Risk*

SBS Resolution No. 006, enacted in January 2002, approved guidelines for the management of operational risk, which includes a broad range of risks. Resolution No. 006 defines operational risks as those dealing with the possibility of suffering financial losses due to deficiencies in internal procedures, information technology or personnel, or the occurrence of adverse external events. It also establishes responsibilities for developing policies and procedures to identify, measure, control and report such risks. Banks are required to adequately manage risks involved in the performance of their operations and services in order to minimize possible financial losses due to inadequate or non-existent policies or procedures.

Credicorp, following these SBS guidelines as well as guidelines issued by the Basel Committee on Banking Supervision and the advice of international consultants, has set up at BCP a specialized team in charge of introducing advanced operational risk control procedures and created a new Operational Risk Committee. Credicorp intends to be guided by the risk control standards of international financial institutions noted for their leadership in this field, with the overall objective of implementing an efficient and permanent monitoring system for the control of operational risks, while actual management of risk control procedures is conducted by the areas that carry out critical activities. There are ongoing initiatives for the establishment of operational risk management procedures at other Credicorp subsidiaries.

Pursuant to Section 404 of the Sarbanes-Oxley Act of 2002, Credicorp will be required to make certain certifications regarding its internal controls over financial reporting as of December 31, 2006. Credicorp has developed an internal methodology, which is in accordance with Public Company Accounting Oversight Board-PCAOB, Accounting Standard 2, to evaluate the effectiveness of its internal controls over financial reporting. In addition, Credicorp is implementing computer programs to allow for the continuous monitoring, assessment and documentation of its internal controls. During 2006, Credicorp has completed its evaluation of internal controls over financial reporting and is now able to obtain the attestation of its independent auditors. See "Item 15. Controls and Procedures."

#### *Capital Adequacy Requirements*

Since the approval of Legislative Decree 637 in 1991, the SBS has issued capital adequacy requirements for credit institutions, adopting a framework structurally similar to that proposed by the Basel Accord. Weights assigned to various classes of assets and the contents of the classifications were initially more stringent under Legislative Decrees 637 and 770 than under the Basel Accord. Law 26702 has adopted criteria similar to the Basel Accord and provides for five categories of assets, with different risk weights assigned to each category. The categories range from risk-free assets, to which a weighting of 0% is assigned, to assets which require a weighting of 100%. Banks are required to prepare and submit to the SBS, within the first 15 days of each month, a report analyzing the bank's assets for the previous month and totaling the bank's regulatory capital. Foreign currency-denominated assets are valued in Nuevos Soles at the SBS average exchange rate in effect as of the date of each such report.

According to Article 184 of Law 26702, regulatory capital consists of the sum of (i) paid-in capital, legal reserves, discretionary reserves (if any), reserves incurred but not specifically identified loan losses in the loan portfolio or other indirect credit exposure (up to 1% of the total value of both) and a percentage of certain subordinated bonds issued by the bank, less (ii) equity investments in all consolidated subsidiaries. According to Article 184, regulatory capital can be segmented and applied to cover credit risks and market risks. Beginning in March 1999, the SBS issued regulations requiring the segregation of regulatory capital to cover foreign exchange risk exposure, and, starting in June 30, 2000, to cover risk related to investments in equity shares.

Law 26702 requires that the total amount of risk-weighted assets not exceed 11 times the regulatory capital of the bank, meaning that BCP must maintain regulatory capital at a level of at least 9.09% of its total risk-weighted assets. The limit of 11 times risk-weighted assets to regulatory capital was phased in, becoming effective in December 1999. Any bank that is not in compliance with the capital adequacy requirements of Law 26702 is required to post a special deposit with the Central Bank, which is frozen until such bank is within the capital adequacy requirements. Regulatory capital in excess of credit risk requirements may be applied to cover market risks. In general, foreign exchange risk positions require a coverage of 9.09% of regulatory capital. As of December 31, 2006, BCP's unconsolidated amount of risk-weighted assets was 8.46 times the regulatory capital, or regulatory capital was 11.84% of risk-weighted assets which included US\$266.1 million of market risk assets.

Regulations for the supervision of market risks, enacted in May 1998, require banks to establish internal policies and procedures to monitor these risks, as well as market risk exposure limits. Regulations define market risks as the probable loss derived from exposure to various classes of commodities, securities, foreign exchange, derivative operations or commercial assets that banks may hold, that could be registered or not in their balance sheets.

#### *Legal Reserve Requirements*

Pursuant to Article 67 of Law 26702, all banks must create a legal reserve. Each year a bank must allocate 10% of its net income to its legal reserve until its legal reserve is equal to 35% of its paid-in capital stock. Any subsequent increases in paid-in capital will imply a corresponding increase in the required level of the legal reserves to be funded as described above. As of December 31, 2006, BCP's consolidated legal reserve was S/.546.5 million (US\$171 million), equivalent to 42.5% of BCP's paid-in capital as of such date.

#### *Provisions for Loan Losses*

Guidelines for the establishment of provisions for loan losses by Peruvian credit institutions, including commercial banks, are set by the SBS. Law 26702 grants authority to the SBS to establish loan reserves and does not allow for the inclusion of collateral in determining the net amount of outstanding credit risk subject to provision. Starting in July 2006, SBS's Resolution No. 41-2005, enacted in January 2005, will require additional provisions for credits subject to foreign exchange risk, which are recorded for local purposes. See “—(12) Selected Statistical Information—(iii) Loan Portfolio—Classification of the Loan Portfolio.” Credicorp estimates and records its allowance for loan losses according to the criteria set out in IAS 39, adjusting the local provisions as necessary. See Note 3(f) to the Credicorp Consolidated Financial Statements.

#### *Provisions for Country Risk*

SBS Resolution No. 505, enacted in June 2002, requires the establishment of provisions for exposure to country risk, which is defined as including sovereign risk, transfer risk and expropriation or nationalization risk, that may affect operations with companies or individuals in foreign countries. The SBS has also established guidelines for the procedures and responsibilities for the management of country risk. Credicorp estimates and records its allowance for country risk according to the criteria set out in IAS 39. See Note 3(f) to the Credicorp Consolidated Financial Statements.

#### *Central Bank Reserve Requirements*

Under Law 26702, banks and finance companies are required to maintain an *encaje* (legal reserve) for certain obligations. The Central Bank may require additional and marginal reserves. The exact level and method of calculation of the reserve requirement is set by the Central Bank. For purposes of calculating the required legal reserve, the following, pursuant to regulations issued by the SBS, are obligations: demand and time deposits, savings accounts, securities, certain bonds and funds administered by the bank. Since April 2004, the Central Bank has required reserves on amounts due to foreign banks and other foreign financial companies, which were not previously considered obligations. The regulation excludes funding from other central banks, governments or multilateral lending agencies.

Since August 2000, the rate of the legal reserve has been 6% (formerly 7%) of the obligations described above. The reserve may be kept in cash by the corresponding bank or finance company, with a minimum of 1% held in deposits in current accounts in the Central Bank. Additional reserves for obligations in foreign currency are determined in two steps. First, foreign currency obligations exceeding the base amount, set as the average daily balance during September 2004 (previously February 2004), are subject to a 30% reserve requirement (45% during 1997). In the second step, the obligations equal to or less than the base amount average balance are subject to a reserve requirement

“average rate” of approximately 33% since August 2000. This average rate was approximately 43% during 1997, decreasing 4.5 percentage points in the last months of 1998, and again by 3 percentage points in August 2000. The legal reserve (6%) and the additional reserve must be calculated in Nuevos Soles for obligations in local currency and in U.S. Dollars for obligations in foreign currency. The Central Bank oversees compliance with the reserve requirements.



The Central Bank also establishes the interest rate payable on the reserves that exceed the legal 6% requirement, which are mainly on foreign currency deposits. The Central Bank periodically increased the applicable interest rate during 2005, from 3.00% as of 2004 to 3.25% as of December 31, 2005. After six consecutive increases between December 2005 and May 2006, the Central Bank's Board of Directors decided to maintain the applicable interest rate at 4.5%. The interest rate is expected to be periodically revised by the Central Bank in accordance with monetary policy objectives.

In the past few years, the Central Bank has on numerous occasions changed the deposit reserve requirements applicable to Peruvian commercial banks and both the rate of interest paid on deposit reserves and the amount of deposit reserves on which no interest is payable by the Central Bank. Changes in the supervision and regulation of BCP, such as changes in deposit reserve requirements or in the amount of interest payable on deposit reserve requirements, may adversely affect the business, financial condition and results of operations of Credicorp.

#### *Lending Activities*

Law 26702 sets maximum amounts of credit that each financial institution may extend to a single borrower. For purposes of Law 26702, a single borrower includes an individual or an economic group. An economic group constituting a single or common risk, according to Law 26702, includes a person, such person's close relatives and companies in which such person or close relatives have significant share ownership or decision-making capability. According to current regulations, shareholders who own or control directly or indirectly at least one-tenth of a company's shares are considered significant shareholders. Significant decision-making capability is deemed to be present when, among other factors, a person or group can exercise material and continuous influence upon the decisions of a company, when a person or company holds seats on the Board of Directors or has principal officers in another company, or when it can be assumed that one company or person is the beneficial recipient of credit facilities granted to another company.

The limits for credit extended to one borrower vary according to the type of borrower and the collateral received. The limit applicable to credit for any Peruvian borrower is 10% of the bank's regulatory capital, applied to both unconsolidated and consolidated records, which may be increased to up to 30% if the loan is collateralized in a manner acceptable under Law 26702. If a financial institution exceeds these limits, the SBS may impose a fine on the institution. As of December 31, 2006, the 10.0% credit limit per borrower of BCP, unconsolidated, was S/233.6 million (US\$73.1 million) for unsecured loans, and the 30.0% limit amounted to S/700.8 million (US\$219.3 million) for secured loans.

In certain limited circumstances, the Central Bank has the authority to establish maximum limits on the interest rates that commercial banks and other financial institutions may charge on loans pursuant to Article 52 of the organic law of the Central Bank. No such limits are currently in place. However, there can be no assurance that in the future the Central Bank will not establish maximum limits on the interest rates that commercial banks or other financial institutions may charge.

### *Related Party Transactions*

Law 26702 regulates and limits transactions with related parties and affiliates of financial institutions. In 1997, the SBS and CONASEV enacted regulations with precise definitions of indirect ownership, related parties and economic groups, which serve as the basis for determining limits on transactions with related parties and affiliates. These regulations also provide the basis for the subsequent development of specific standards for the supervision of financial and mixed conglomerates formed by financial institutions.

The total amount of loans to directors, employees or close relatives of any such persons may not exceed 7% of a bank's paid-in capital in the aggregate. All loans made to any single related party borrower may not exceed 0.35% of paid-in capital (*i.e.*, 5% of the overall 7% limit).

In addition, under Law 26702, as amended by Law 27102, the aggregate amount of loans to related party borrowers considered to be an economic group may not exceed 30% (previously 75%) of a bank's regulatory capital. For purposes of this test, related party borrowers include any corporation holding, directly or indirectly, 4% or more of a bank's shares, directors, certain of a bank's principal executive officers or persons affiliated with the administrators of the bank. See “—Lending Activities” above for the meaning of “economic group” under Law 26702. Loans to individual related party borrowers are also subject to the limits on lending to a single borrower described under “—Lending Activities” above. All loans to related parties must be made on terms no more favorable than the best terms that BCP offers to the public.

### *Ownership Restrictions*

Law 26702 establishes certain restrictions on the ownership of a bank's shares. Banks must have at least two unrelated shareholders at all times. Restrictions are placed on the ownership of shares of any bank by persons that have committed certain crimes, as well as by public officials who have supervisory powers over banks or who are majority shareholders of an enterprise of a similar nature. All transfers of shares in a bank must be reported after the fact to the SBS by the bank. Transfers involving the acquisition by any individual or corporation, whether directly or indirectly, of more than 10% of a bank's capital stock must receive prior authorization from the SBS. The SBS may deny authorization to such transfer of shares if the purchasers (or their shareholders in the case of juridical persons) are legally disabled, have engaged in illegal activity in the area of banking, finance, insurance or reinsurance, or if objections are raised on the basis of the purchaser's moral fitness or economic solvency. The decision of the SBS on this matter is final, and cannot be overturned in the courts. If a transfer is effected without obtaining the prior approval of the SBS, the purchaser may be fined an amount equivalent to the value of the securities transferred. In addition, the purchaser will be required to sell the securities within 30 days, or the fine will double, and the purchaser is disqualified from exercising its voting rights at shareholders' meetings. Foreign investors receive the same treatment as Peruvian nationals and are subject to the limitations described above.

### *Risk Rating*

Law 26702 and SBS Resolution No. 672, enacted in October 1997, require that all financial companies be rated by at least two risk rating companies on a semi-annual basis (updated in March and September), in addition to the SBS's own assessment. Criteria to be considered in the rating include risk management and control procedures, loan quality, financial strength, profitability, liquidity and financial efficiency. Five risk categories are assigned, from “A,” lowest risk, to “E,” highest risk, allowing for sub-categories within each letter. As of December 2006, BCP was assigned the “A+” risk category by its two rating agencies, Equilibrium Clasificadora de Riesgo and Apoyo and Associates International.

*Deposit Fund*

Law 26702 provides for mandatory deposit insurance to protect all types of deposits of financial institutions by establishing the *Fondo de Seguro de Depósitos* (Deposit Insurance Fund, or the “Fund”) for individuals, associations, not-for-profit companies, and demand deposits of non-financial companies. Financial institutions must pay an annual premium calculated on the basis of the type of deposits accepted by the entity and the risk classification of such entity, made by the SBS and at least two independent risk-rating agencies. The annual premiums begin at 0.45% of total funds on deposit under the coverage of the Fund, if BCP is classified in the lowest risk category, and increase to 1.45% applicable to banks in the highest risk category. The maximum amount that a customer is entitled to recover from the Fund is S/.75,261 from March through May 2006.

*Intervention by the SBS*

Pursuant to Law 26702, as amended by Law 27102, the SBS has the power to seize the operations and assets of a bank. These laws provide for three levels of intervention by the SBS: a supervisory regime, an intervention regime and the liquidation of the bank. Any of these actions may be taken upon the occurrence of certain events, including if such bank: (i) interrupts payments on its liabilities; (ii) repeatedly fails to comply with the instructions of the SBS or the Central Bank; (iii) repeatedly violates the law or the provisions of the bank’s bye-laws; (iv) repeatedly manages its operations in an unauthorized or unsound manner; or (v) has its regulatory capital fall or be reduced by more than 50%. Rather than seizing the operations and assets of a bank, the SBS may adopt other measures, including (i) placing additional requirements on a commercial bank, (ii) ordering it to increase its capital stock or divest certain or all of its assets, or (iii) imposing a special supervision regime during which BCP must adhere to a financial restructuring plan.

The SBS intervention regime halts a bank’s operations and may last for a maximum of 45 days, which may be extended for a second period of up to 45 additional days, during which time the SBS may institute measures such as: (i) canceling losses by reducing reserves, capital and subordinated debt; (ii) segregating certain assets and liabilities for transfer to another financial institution; and (iii) merging the intervened bank with another acquiring institution according to the program established by Urgent Decree No. 108-2000, enacted in November 2000. After the intervention, the SBS will proceed to liquidate BCP except if the preceding option (iii) was applied.

(iii)

ASHC

*General*

Atlantic Security Bank (“ASB”), a subsidiary of ASHC, is a Cayman Islands bank with a branch in Panama. ASB is regulated by the regulatory authorities of the Cayman Islands and the Panama branch is regulated by the banking authorities of Panama. The supervision of ASB by Cayman Islands and Panamanian regulatory authorities is less extensive than the supervision and regulation of U.S. banks by U.S. banking authorities. In particular, ASB does not have a lender of last resort and its deposits are not guaranteed by any government agency.

ASB is registered as an exempted company and licensed in the Cayman Islands pursuant to the Banks and Trust Companies Law (2003 Revision) (the “Cayman Banking Law”). ASB holds an unrestricted Category B Banking License and a Trust License. As a holder of a Category B License, ASB may not take deposits from any person resident in the Cayman Islands other than another licensee or an exempted or an ordinary non-resident company which is not carrying on business in the Cayman Islands.

ASB also may not invest in any asset which represents a claim on any person resident in the Cayman Islands except a claim resulting from: (i) a loan to an exempted or an ordinary non-resident company not carrying on business in the Cayman Islands; (ii) a loan by way of mortgage to a member of its staff or to a person possessing or being deemed to possess Caymanian status under the Immigration Law, for the purchase or construction of a residence in the Cayman Islands to be owner-occupied; (iii) a transaction with another licensee; or (iv) the purchase of bonds or other securities issued by the government of the Cayman Islands, a body incorporated by statute, or a company in which the government is the sole or majority beneficial owner. In addition, ASB may not, without the written approval of the Cayman Islands Monetary Authority (the “Authority”), carry on any business in the Cayman Islands other than for which the “B” license has been obtained.

There are no specified ratio or liquidity requirements under the Cayman Banking Law, but the Authority expects observance of prudent banking practices. As a matter of general practice, the ratio of liabilities to capital and surplus should not exceed 40-to-1 and the ratio of risk-weighted assets to capital and surplus should not exceed 8.33-to-1 (12%). There is a statutory minimum net worth requirement of US\$480,000, but, in the normal course of events, the Authority will require a bank or trust company to maintain a higher paid-in capital appropriate to its business. It is the practice of the Authority to require compliance with the guidelines promulgated by the Basel Accord on Banking Regulations and Supervisory Practices although, in special circumstances, different gearing and/or capital risk asset ratios may be negotiated. Compliance with the Cayman Banking Law is monitored by the Authority.

#### *Continuing Requirements*

Under the law of the Cayman Islands, ASB is subject to the following continuing requirements: (i) to ensure good standing under the Cayman Islands Companies Law, including the filing of annual and other returns and the payment of annual fees; (ii) to file with the Registrar of Companies particulars of any change in the information or documents required to be supplied to him and to pay annual fees; (iii) to file quarterly with the Authority certain prescribed forms; (iv) to file with the Authority audited accounts within three months of each financial year (in the case of a locally incorporated bank which is not part of a substantial international banking group, current practice is also to request a senior officer or board member to discuss these accounts each year personally at a meeting with the Authority); and (v) to file an annual questionnaire.

ASB is required by the Cayman Banking Law to have at least two directors. Additionally, ASB must receive prior approval from the Authority (i) for any proposed change in the directors or senior officers, though in exceptional cases a waiver can be obtained enabling changes to be reported after the event or even annually in the case of a branch of a substantial international bank, (ii) for the issue, transfer or other disposal of shares (it is rare for a waiver to be granted in respect of shares except in the case of a branch of a substantial international bank and where the shares are widely held and publicly traded), (iii) for any significant change in the “business plan” filed on the filing of the original License application, or (iv) to open a subsidiary, branch, agency or representative office outside the Cayman Islands. Finally, ASB must obtain the prior approval of the Authority to change its name and must also notify the Authority of any change in the principal office and authorized agents in the Cayman Islands.

(iv)

**BCB**

The Bolivian banking system operates under the *Ley de Bancos y Entidades Financieras* (the Law of Banks and Financial Entities) No. 1488, enacted on April 14, 1993, and modified by Law 2297, of December 20, 2001, which grants supervisory powers to the Superintendency of Banks and Financial Entities. Additionally, Banco Central de Bolivia (the Central Bank of Bolivia) regulates financial intermediation and deposit gathering activities, determines monetary and foreign exchange policies, and establishes reserve requirements on deposits and capital adequacy guidelines that banks and financial companies must follow. The *Superintendencia de Pensiones, Valores y Seguros* (the Pensions, Securities and Insurance Superintendency) supervises brokerage activities and mutual funds management, as conducted through BCB’s subsidiaries Credibolsa S.A. and Credifondo S.A., respectively, which

operate under the *Ley del Mercado de Valores* (the Securities Markets Law) No. 1834, enacted on March 31, 1998.

(v)

PPS

*Overview*

The operations of PPS are regulated by Law 26702 and the SBS. Peruvian insurance companies must regularly submit reports to the SBS regarding their operations. In addition, the SBS conducts on-sight reviews of the performance of insurance companies at least on an annual basis, primarily to review compliance with the solvency margin and reserve requirements, investment requirements and the rules governing the recognition of premium income. If the SBS determines that a company is unable to meet the solvency margin or technical reserve requirements, or is unable to pay claims as they come due, it may either liquidate the company or permit it to merge with another insurance company.

Under Peruvian law, insurance companies may engage in certain credit risk operations, such as guarantees, bonds and trusteeships, but are prohibited from offering other banking services, operating mutual funds or offering portfolio management services. In addition, insurance companies may not conduct brokerage operations for third parties.

Peruvian insurance companies are prohibited from having an ownership interest in other insurance or reinsurance companies or in private pension funds.

*Establishment of an Insurance Company*

Insurance companies must seek the authorization of the SBS before commencing operations. Peruvian law establishes certain minimum capital requirements for insurance and reinsurance companies. These requirements must be met through cash investments in the company. The statutory amounts are expressed in constant value.

*Solvency Requirements*

Pursuant to Law 26702, the SBS regulates the solvency margin of Peruvian insurance companies. The solvency margin is based upon calculations that take into account the amount of premiums written and losses incurred during a specified period prior to date on which the calculation is made.

Insurance companies must also maintain “solvency equity,” which must be the greater of (a) the solvency margin, or (b) the minimum capital requirement, as established by law. The required amount of solvency equity is recalculated at least quarterly. If the insurance company has outstanding credit risk operations, part of the solvency equity should be segregated for their coverage.

*Legal Reserve Requirements*

Peruvian law also requires that all insurance companies establish a legal guarantee reserve for policyholders, by setting aside 10% of income before taxes, until the reserve reaches at least 35% of paid-in capital.

### *Reserve Requirements*

Pursuant to Law 26702 and regulations issued by the SBS, Peruvian insurance companies must establish Technical Reserves. See “—(6) Pacífico Peruano Suiza—(ii) Claims and Reserves.” Law 26702 also requires insurance companies to create a reserve for IBNR claims, which are reflected as a liability, net of recoveries and reinsurance, in the Credicorp Consolidated Financial Statements, and estimated by using generally accepted actuarial reserving methods. See Note 3(e) to the Credicorp Consolidated Financial Statements. Finally, PPS is required by the SBS to establish pre-event reserves for risk of catastrophes, which, in accordance with IFRS principles, are not considered in Credicorp’s financial statements. See “—(6) Pacífico Peruano Suiza —(ii) Claims and Reserves.”

### *Investment Requirements*

Pursuant to Law 26702, the total amount of an insurance company’s “solvency equity” and Technical Reserves must be permanently supported by diversified assets, which may not be pledged or otherwise encumbered. The investment regulations further specify that deposits in and bonds of one financial institution together cannot exceed 10% of the total of an insurer’s “solvency equity” and Technical Reserves combined. In general, no more than 20% of an insurance company’s “solvency equity” and Technical Reserves combined may be invested in instruments (including stocks and bonds) issued by a company or group of companies. In addition, in order for an insurance company to invest in non-Peruvian securities, such securities must be rated by an internationally recognized credit rating company. Securities owned by insurance companies must be registered in the Public Registry of Securities of Peru or the analogous registry of their respective country.

### *Related Party Transactions*

Law 26702 generally provides that insurance companies may not extend credit to or guarantee the obligations of employees or members of the Board of Directors, except for home mortgage loans to employees.

### *Ownership Restrictions*

Law 26702 establishes the same types of restrictions with respect to the ownership and transfer of insurance company shares as it does with respect to the ownership and transfer of shares in banks. See “—(11) Supervision and Regulation—(ii) BCP—Overview.”

## **(12) Selected Statistical Information**

The following tables present certain selected statistical information and ratios for Credicorp for the periods indicated. The selected statistical information should be read in conjunction with the information included in “Item 5. Operating and Financial Review and Prospects—(A) Operating Results” and the Credicorp Consolidated Financial Statements and the notes thereto. The statistical information and discussion and analysis presented below for, 2002, 2003, 2004, 2005 and 2006 reflect the consolidated financial position of Credicorp and its subsidiaries, including BCP, ASHC, PPS and Grupo Crédito, as of December 31, 2002, 2003, 2004, 2005 and 2006 and the results of operations for 2002, 2003, 2004, 2005 and 2006.

(i) **Average Balance Sheets and Income from Interest-Earning Assets**

The tables below set forth selected statistical information based on Credicorp's average balance sheets prepared on a consolidated basis. Except as otherwise indicated, average balances, when used, have been classified by currency (Nuevos Soles or foreign currency (primarily U.S. Dollars)), rather than by the domestic or international nature of the balance. In addition, except where noted, such average balances are based on the quarterly ending balances in each year, with any such quarter-end balance denominated in Nuevos Soles having been converted into U.S. Dollars using the applicable SBS exchange rate as of the date of such balance. Nominal average interest rates have, in certain cases, been restated as real average interest rates using the formula described below. Credicorp management believes that adjusting average balances and average interest rates for inflation in this manner provides more meaningful information for investors than unadjusted average balances and rates and does not believe that the stated averages present trends materially different from those that would be presented by daily averages.

*Real Average Interest Rates*

The real average interest rates set forth in the tables below have been calculated by adjusting the nominal average interest rates on Nuevo Sol-denominated assets and liabilities using the following formula:

Where:

R(s) = real average interest rate on Nuevo Sol-denominated assets and liabilities for the period.

N(s) = nominal average interest rate on Nuevo Sol-denominated assets and liabilities for the period.

I = inflation rate in Peru for the period (based on the Peruvian consumer price index).

Under this adjustment formulas, assuming positive nominal average interest rates, the real average interest rate on a portfolio of Nuevo Sol-denominated assets or liabilities would be equal to the nominal average interest rate on that portfolio if the inflation rate were zero. The real average interest rate would be less than the nominal average interest rate if the inflation rate were positive, and the real average interest rate would be greater than the nominal average interest rate if the inflation rate were negative (*i.e.*, becomes a deflation rate). In addition, the real average interest rate would be negative if the inflation rate were greater than the average nominal interest rate.

The following tables show average balances for all of Credicorp's assets and liabilities, interest earned and paid amounts, and nominal rates and real rates for Credicorp's interest-earning assets and interest-bearing liabilities, all for the years ended December 31, 2004, 2005 and 2006.



**Average Balance Sheets**  
**Assets, Interest Earned and Average Interest Rates**

	2004				Year ended December 31, 2005				2006	
	Average Balance	Interest Earned	Real Avg. Rate	Nominal Avg. Rate	Average Balance	Interest Earned	Real Avg. Rate	Nominal Avg. Rate	Average Balance	Interest Earned
<i>(U.S. Dollars in thousands, except percentages)</i>										
<b>ASSETS:</b>										
<i>Interest-earning assets:</i>										
Deposits in Central Bank										
Nuevos Soles	US\$5,892	US\$11	-3.20%	0.19%	US\$5,361	US\$50	-0.55%	0.93%	US\$13,346	US\$157
Foreign Currency	1,031,626	15,346	1.49	1.49	1,118,471	24,004	2.15	2.15	1,763,854	56,813
Total	1,037,518	15,357	1.46	1.48	1,123,832	24,054	2.13	2.14	1,777,200	56,970
Deposits in other banks										
Nuevos Soles	17,895	791	0.89	4.42	31,926	1,073	1.84	3.36	43,684	1,762
Foreign Currency	416,413	3,998	0.96	0.96	443,948	12,000	2.70	2.70	711,694	35,154
Total	434,308	4,789	0.96	1.10	475,874	13,073	2.65	2.75	755,378	36,916
Investment securities										
Nuevos Soles	560,910	21,547	0.33	3.84	1,221,669	51,222	2.66	4.19	985,054	51,545
Foreign Currency	1,186,002	72,356	6.10	6.10	1,290,919	73,138	5.67	5.67	1,589,978	89,760
Total	1,746,912	93,903	4.25	5.38	2,512,588	124,360	4.21	4.95	2,575,032	141,305
Total loans (1)										
Nuevos Soles	691,749	119,512	13.31	17.28	831,393	132,692	14.26	15.96	1,307,784	178,469
Foreign Currency	3,823,383	307,025	8.03	8.03	3,888,576	314,700	8.09	8.09	4,104,477	359,202
Total	4,515,132	426,537	8.84	9.45	4,719,969	447,392	9.18	9.48	5,412,261	537,671
Total dividend-earning assets										
Nuevos Soles	99,098	833	-2.57	0.84	65,234	2,252	1.93	3.45	119,106	6,171
Foreign Currency	62,237	1,423	2.29	2.29	65,511	1,301	1.99	1.99	109,129	2,970
Total	161,335	2,256	-0.70	1.40	130,745	3,553	1.96	2.72	228,235	9,141
Total interest-earning assets										
Nuevos Soles	1,375,544	142,694	6.64	10.37	2,155,583	187,289	7.09	8.69	2,468,974	238,104
Foreign Currency	6,519,661	400,148	6.14	6.14	6,807,425	425,143	6.25	6.25	8,279,132	543,899
Total	7,895,205	542,842	6.23	6.88	8,963,008	612,432	6.45	6.83	10,748,106	782,003
<i>Noninterest-earning assets:</i>										
Cash and due from banks										
Nuevos Soles	98,764				135,168				168,332	
Foreign Currency	161,976				179,250				200,523	
Total	260,740				314,418				368,855	
Reserves for loan losses										

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Nuevos Soles	(40,008)				(33,020)					(33,859)	
Foreign Currency	(242,115)				(191,132)					(167,337)	
Total	(282,123)				(224,152)					(201,196)	
Premises and equipment											
Nuevos Soles	195,230				177,012					165,610	
Foreign Currency	57,960				66,559					79,281	
Total	253,190				243,571					244,891	
Other non-interest-earning assets											
Nuevos Soles	175,316				141,397					84,716	
Foreign Currency	261,810				320,424					412,659	
Total	437,126				461,821					497,375	
Total non-interest-earning assets											
Nuevos Soles	429,301				420,557					384,799	
Foreign Currency	239,630				375,101					525,126	
Total	668,931				795,658					909,925	
Total average assets											
Nuevos Soles	1,804,845	142,694	4.26	7.91	2,576,140	187,289	5.70	7.27	2,853,773	238,104	
Foreign Currency	6,759,291	400,148	5.92	5.92	7,182,526	425,143	5.92	5.92	8,804,258	543,899	
Total	8,564,136	542,842	5.57	6.34	9,758,666	612,432	5.86	6.28	11,658,031	782,003	

(1) Figures for total loans include past due loans, but do not include accrued but unpaid interest on such past due loans in the year in which such loans became past due. Accrued interest is included.

**Average Balance Sheets**  
**Liabilities, Interest Paid and Average Interest Rates**

	2004				Year ended December 31, 2005				2006	
	Average Balance	Interest Paid	Real Avg. Rate	Nominal Avg. Rate	Average Balance	Interest Paid	Real Avg. Rate	Nominal Avg. Rate	Average Balance	Interest Paid
<i>(U.S. Dollars in thousands, except percentages)</i>										
<b>LIABILITIES</b>										
<i>Interest-bearing liabilities:</i>										
Demand deposits										
Nuevos Soles(1)	US\$349,584	2,911	-2.58%	0.83%	US\$641,920	US\$6,056	-0.54%	0.94%	US\$776,964	US\$8,000
Foreign Currency(1)	758,990	1,873	0.25	0.25	926,710	10,861	1.17	1.17	1,512,284	16,000
Total	1,108,574	4,784	-0.64	0.43	1,568,630	16,917	0.47	1.08	2,289,248	24,000
Savings deposits										
Nuevos Soles(1)	277,051	2,476	-2.52	0.89	452,826	3,495	-0.71	0.77	518,859	4,000
Foreign Currency(1)	1,024,073	3,740	0.37	0.37	1,118,117	5,739	0.51	0.51	1,238,890	7,000
Total	1,301,124	6,216	-0.25	0.48	1,570,943	9,234	0.16	0.59	1,757,749	12,000
Time deposits										
Nuevos Soles(1)	426,074	17,094	0.49	4.01	562,148	24,300	2.79	4.32	709,208	36,000
Foreign Currency(1)	2,210,780	67,871	3.07	3.07	2,944,558	76,954	2.61	2.61	3,068,947	124,000
Total	2,636,854	84,965	2.65	3.22	3,506,706	101,254	2.64	2.89	3,778,155	160,000
Due to banks and correspondents										
Nuevos Soles	134,280	11,257	4.72	8.38	159,892	3,162	0.48	1.98	249,212	14,000
Foreign Currency	539,268	25,425	4.71	4.71	448,419	18,260	4.07	4.07	865,365	45,000
Total	673,548	36,682	4.72	5.45	608,311	21,422	3.13	3.52	1,114,577	60,000
Bonds										
Nuevos Soles	122,006	9,658	4.27	7.92	122,521	9,655	6.30	7.88	153,178	11,000
Foreign Currency	298,816	17,993	6.02	6.02	295,821	14,677	4.96	4.96	292,984	14,000
Total	420,822	27,651	5.51	6.57	418,342	24,332	5.35	5.82	446,162	25,000
Total interest-bearing liabilities										
Nuevos Soles	1,308,995	43,396	-0.18	3.32	1,939,307	46,668	0.90	2.41	2,407,421	75,000
Foreign Currency	4,831,927	116,902	2.42	2.42	5,733,625	126,491	2.21	2.21	6,978,470	207,000
Total	6,140,922	160,298	1.87	2.61	7,672,932	173,159	1.88	2.26	9,385,891	283,000
<i>Non-interest-bearing liabilities and shareholders' equity:</i>										
Other liabilities										
Nuevos Soles	45,773				108,140				56,016	
Foreign Currency	1,334,980				770,712				862,715	
Total	1,380,753				878,852				918,731	
Equity attributable to Credicorp equity holders										

Nuevos Soles											—											
Foreign Currency											967,288	1,133,773	1,247,195									
Total											967,288	1,133,773	1,247,195									
Minority Interest																						
Nuevos Soles													—									
Foreign Currency													75,173	93,109	106,214							
Total													75,173	93,109	106,214							
Total																						
non-interest-bearing liabilities and equity																						
Nuevos Soles													45,773	108,140	56,016							
Foreign Currency													2,377,441	1,977,594	2,216,124							
Total													2,423,214	2,085,734	2,272,140							
Total average liabilities and equity																						
Nuevos Soles													1,354,768	43,396	-0.29	3.20	2,047,447	46,668	0.78	2.28	2,463,437	75
Foreign Currency													7,209,368	116,902	1.62	1.62	7,711,219	126,491	1.64	1.64	9,194,594	207
Total													8,564,136	160,298	1.32	1.87	9,758,666	173,159	1.46	1.77	11,658,031	283

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(1) Includes the amount paid to Central Bank for the deposit insurance fund.

*Changes in Net Interest Income and Expense: Volume and Rate Analysis*

	2005/2004			2006/2005		
	Increase/(Decrease) due to changes in:			Increase/(Decrease) due to changes in:		
	Volume	Rate	Net Change (U.S. Dollars in thousands)	Volume	Rate	Net Change
<b>Interest Income:</b>						
Interest-earning deposits in Central Bank						
Nuevos Soles	(1)	40	39	74	33	107
Foreign Currency	1,292	7,366	8,658	13,851	18,958	32,809
Total	1,291	7,406	8,697	13,925	18,991	32,916
Deposits in other banks						
Nuevos Soles	620	(338)	282	395	294	689
Foreign Currency	264	7,738	8,002	7,237	15,917	23,154
Total	884	7,400	8,284	7,632	16,211	23,843
Investment securities						
Nuevos Soles	25,383	4,292	29,675	(9,921)	10,244	323
Foreign Currency	6,401	(5,619)	782	16,943	(321)	16,622
Total	31,784	(1,327)	30,457	7,022	9,923	16,945
Total loans <sup>(1)</sup>						
Nuevos Soles	24,126	(10,946)	13,180	76,033	(30,256)	45,777
Foreign Currency	5,235	2,440	7,675	17,473	27,029	44,502
Total	29,361	(8,506)	20,855	93,506	(3,227)	90,279
Total dividend-earning assets						
Nuevos Soles	(285)	1,704	1,419	1,860	2,059	3,919
Foreign Currency	75	(197)	(122)	866	803	1,669
Total	(210)	1,507	1,297	2,726	2,862	5,588
Total interest-earning assets						
Nuevos Soles	80,918	(36,323)	44,595	27,229	23,586	50,815
Foreign Currency	17,662	7,333	24,995	91,912	26,844	118,756
Total	98,580	(28,990)	69,590	119,141	50,430	169,571
<b>Interest Expense:</b>						
Demand deposits						
Nuevos Soles	2,434	711	3,145	1,274	1,301	2,575
Foreign Currency	414	8,574	8,988	6,863	(1,574)	5,289
Total	2,848	9,285	12,133	8,137	(273)	7,864
Savings deposits						
Nuevos Soles	1,571	(552)	1,019	510	912	1,422
Foreign Currency	343	1,656	1,999	620	1,560	2,180
Total	1,914	1,104	3,018	1,130	2,472	3,602
Time deposits						
Nuevos Soles	5,459	1,747	7,206	6,357	5,564	11,921
Foreign Currency	22,527	(13,444)	9,083	3,251	44,139	47,390
Total	27,986	(11,697)	16,289	9,608	49,703	59,311
Due to banks and correspondents						

and issued bonds						
Nuevos Soles	2,147	(10,242)	(8,095)	1,766	9,942	11,708
Foreign Currency	(4,283)	(2,882)	(7,165)	16,978	9,905	26,883
Total	(2,136)	(13,124)	(15,260)	18,744	19,847	38,591
Bonds						
Nuevos Soles	41	(44)	(3)	2,416	(1,030)	1,386
Foreign Currency	(180)	(3,136)	(3,316)	(141)	(294)	(435)
Total	(139)	(3,180)	(3,319)	2,275	(1,324)	951
Total interest-bearing liabilities						
Nuevos Soles	20,896	(17,624)	3,272	11,265	17,747	29,012
Foreign Currency	21,815	(12,226)	9,589	27,463	53,844	81,307
Total	42,711	(29,850)	12,861	38,728	71,591	110,319

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(1) Figures for total loans include past due loans, but do not include accrued but unpaid interest on such past due loans in the year in which such loans became past due. Accrued interest is included.

*Interest-Earning Assets, Net Interest Margin and Yield Spread*

The following table shows for each of the periods indicated, by currency, the levels of average interest-earning assets, net interest income, gross yield, net interest margin and yield spread, all on a nominal basis.

	<b>Year ended December 31,</b>		
	<b>2004</b>	<b>2005</b>	<b>2006</b>
	<i>(U.S. Dollars in thousands, except percentages)</i>		
Average interest-earning assets			
Nuevos Soles	1,375,544	2,155,583	2,468,974
Foreign Currency	6,519,661	6,807,425	8,279,132
Total	7,895,205	8,963,008	10,748,106
Net interest income			
Nuevos Soles	99,298	140,621	162,424
Foreign Currency	283,246	298,652	336,101
Total	382,544	439,273	498,525
Gross yield (1)			
Nuevos Soles	10.37%	8.69%	9.64%
Foreign Currency	6.14%	6.25%	6.57%
Weighted-average rate	6.88%	6.83%	7.28%
Net interest margin (2)			
Nuevos Soles	7.22%	6.52%	6.58%
Foreign Currency	4.34%	4.39%	4.06%
Weighted-average rate	4.85%	4.90%	4.64%
Yield spread (3)			
Nuevos Soles	7.06%	6.28%	6.50%
Foreign Currency	3.72%	4.04%	3.59%
Weighted-average rate	4.27%	4.58%	4.26%

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(1) Gross yield is interest income divided by average interest-earning assets.

(2) Net interest margin represents net interest income divided by average interest-earning assets.

(3) Yield spread, on a nominal basis, represents the difference between gross yield on average interest-earning assets and average cost of interest-bearing liabilities.

*Interest-Earning Deposits With Other Banks*

The following table shows the short-term funds deposited with other banks broken down by currency as of the dates indicated. Deposits held in countries other than Peru are denominated in several currencies; however, the substantial majority of such deposits are denominated in U.S. Dollars. These currencies were converted to U.S. Dollars using the applicable SBS exchange rate as of the date of relevant balance.

	2004	Year ended December 31, 2005 (U.S. Dollars in thousands)	2006
<b>Nuevo Sol-denominated:</b>			
Peruvian Central Bank	17,142	1,224	53,163
Commercial banks	31,379	55,941	55,819
<b>Total Nuevo Sol-denominated</b>	<b>48,521</b>	<b>57,165</b>	<b>108,982</b>
<b>Foreign Currency-denominated:</b>			
Peruvian Central Bank (U.S. Dollars)	1,085,349	1,597,929	1,355,155
U.S. Dollars, other	455,178	632,698	739,028
Other	4,852	8,076	55,506
<b>Total Foreign Currency-denominated</b>	<b>1,545,379</b>	<b>2,238,703</b>	<b>2,149,689</b>
<b>Total</b>	<b>1,593,900</b>	<b>2,295,868</b>	<b>2,258,671</b>

## (ii)

**Investment Portfolio**

The following table shows the fair value of Credicorp's trading and available-for-sale investment securities by type at the dates indicated. See Notes 5 and 6 to the Credicorp Consolidated Financial Statements.

	2004	At December 31, 2005 (U.S. Dollars in thousands)	2006
<b>Nuevo Sol-denominated:</b>			
Peruvian government bonds	56,594	129,137	156,890
Equity securities	112,785	144,919	148,333
Bonds	67,878	91,065	74,010
Peruvian Central Bank certif. notes	682,418	835,287	1,277,613
Other investments	5,994	40,287	264,112
<b>Total Nuevo Sol-denominated</b>	<b>925,669</b>	<b>1,240,695</b>	<b>1,920,958</b>
<b>Foreign Currency-denominated:</b>			
Equity securities	68,573	63,332	102,543
Bonds	610,402	891,666	1,114,211
Investment in Peruvian debt	357,145	185,138	268,235
Peruvian Central Bank certif. notes	—	310,528	—
Other investment	257,458	163,894	61,634
<b>Total Foreign Currency-denominated</b>	<b>1,293,578</b>	<b>1,614,558</b>	<b>1,546,623</b>
<b>Total securities holdings</b>	<b>2,219,247</b>	<b>2,855,253</b>	<b>3,467,581</b>

The allowance for decline in value of marketable securities is debited from the value of each individual security.



The weighted-average yield on Credicorp's Nuevo Sol-denominated interest-earning investment securities was 3.8% in 2004, 4.2% in 2005, and 5.2% in 2006. The weighted-average yield on Credicorp's foreign currency-denominated portfolio was 6.1% in 2004, 5.7% in 2005 and 2006. The total weighted-average yield of Credicorp's investment securities was 5.4% in 2004, 5.0% in 2005, and 5.5% in 2006.

The weighted-average yield on Credicorp's Nuevo Sol-denominated dividend-earning assets was 0.8% in 2004, 3.5% in 2005, and 5.2% in 2006. The weighted-average yield on Credicorp's foreign currency-denominated portfolio was 2.3% in 2004, 2.0% in 2005 and 2.7% in 2006. The total weighted-average yield of Credicorp's dividend -earning assets was 1.4% in 2004, 2.7% in 2005 and 4.0% in 2006.

The following table shows the maturities of Credicorp's trading and available-for-sale investment securities by type at December 31, 2006:

	Within 1 year	After 1 year but within 3 years	Maturing After 3 years but within 5 years	Maturing After 5 years but within 10 years	After 10 Years	Total
<i>(U.S. Dollars in thousands, except percentages)</i>						
<b>Nuevo Sol-denominated:</b>						
Peruvian government bonds	US\$1,725	US\$6,845	US\$36,212	US\$29,816	US\$82,292	US\$156,890
Equity securities (1)	148,333	—	—	—	—	148,333
Bonds and debentures	12,843	22,362	10,462	3,130	25,213	74,010
Peruvian Central Bank certif. notes	1,236,091	41,522	—	—	—	1,277,613
Other investments	241,681	5,718	4,781	—	11,932	264,112
Total Nuevo Sol-denominated	US\$1,640,673	US\$76,447	US\$51,455	US\$32,946	US\$119,437	US\$1,920,958
<b>Foreign</b>						
<b>Currency-denominated:</b>						
Peruvian Government Bonds	1,475	24,034	4,874	114,327	123,525	268,235
Equity securities (1)	102,543	—	—	—	—	102,543
Bonds Peruvian Central Bank certificates notes	160,131	342,635	160,143	167,549	283,753	1,114,211
Other investments	18,257	6,197	12,334	18,292	6,554	61,634
Total Foreign Currency-denominated	US\$282,406	US\$372,866	US\$177,351	US\$300,168	US\$413,832	US\$1,546,623
Total securities holdings:	US\$1,923,079	US\$449,313	US\$228,806	US\$333,114	US\$533,269	US\$3,467,581
Weighted average yield						5.37%

(1) Equity securities in Credicorp's trading account are categorized as maturing within one year.

Maturities of Credicorp's investments securities classified by trading and available for sale, as of December 31, 2006 are described in "Item 11. Quantitative and Qualitative Disclosures about Market Risk."

All realized and unrealized gains and losses related to the trading of securities are included in the income statement. Unrealized gains and losses arising from changes in the fair value of securities classified as investments available-for-sale are recognized in equity, net of the related deferred income taxes. Unrealized gains or losses are recognized in income of the year when the investments available-for-sale are sold.

Credicorp determines that an available-for-sale investment is impaired when there has been a significant or prolonged decline in the fair value below its cost. The determination of what is significant or prolonged requires the management's judgment. In making this judgment, Credicorp evaluates among other factors, the normal volatility in share price, evidence of deterioration in the financial health of the investee, industry and sector performance, changes in technology, and operational and financing cash flows. When a permanent impairment is present, the related unrealized loss is recognized in the consolidated income statement.



## (iii)

## Loan Portfolio

*Loans by Type of Loan*

The following table shows Credicorp's loans by type of loan, at the dates indicated:

	At December 31,				
	2002	2003	2004	2005	2006
	(U.S. Dollars in thousands)				
Loans	US\$3,268,103	US\$3,284,141	US\$3,507,831	US\$3,865,643	US\$4,662,730
Leasing transactions	491,666	452,635	424,902	564,575	675,804
Discounted notes	180,314	176,991	183,519	213,232	256,534
Factoring	62,302	56,446	58,116	87,757	89,171
Advances and overdrafts	169,132	45,827	48,506	49,283	84,262
Refinanced loans	330,842	296,116	243,892	175,211	126,006
Past due loans	406,135	256,208	159,057	95,769	76,770
Unearned interest	(90,831)	(86,868)	(66,805)	(78,495)	(93,916)
Total loans:	US\$4,817,663	US\$4,481,496	US\$4,559,018	US\$4,972,975	US\$5,877,361
Total past due loans amounts	(406,135)	(256,208)	(159,057)	(95,769)	(76,770)
Total performing loans	US\$4,411,528	US\$4,225,288	US\$4,399,961	US\$4,877,206	US\$5,800,591

The categorization of the loan portfolio as set forth in the table above is based on the regulations of the SBS, which Credicorp has applied to loans generated by BCP and ASHC. These categories do not correspond to the classifications used in preparing the breakdown of the loan portfolio by business area set forth under "Item 4. Information on the Company—(B) Business Overview—(3) Commercial Banking." Pursuant to the guidelines of the SBS, loans are categorized as follows:

*Loans:* Basic term loans documented by promissory notes and other extensions of credit, such as mortgage loans, credit cards and other consumer loans in various forms, including trade finance loans to importers and exporters on specialized terms adapted to the needs of the international trade transaction.

*Leasing transactions:* Involves the acquisition by Credicorp of an asset and the leasing of that asset to Credicorp's client.

*Discounted notes:* Loans discounted at the outset (the client signs a promissory note or other evidence of indebtedness for the principal amount payable at a future date). Discounted loans also include discounting of drafts, where Credicorp makes a loan supported by a draft signed by one party and discounted by another party, with recourse to both parties.

*Factoring:* Involves the sale of title of a company's accounts receivables to a bank (or financial company). The receivables are sold without recourse and the bank cannot turn to the seller in the event accounts prove uncollectible. Factoring involves the receipt of funds by the seller from the bank prior to the average maturity date, based on the invoice amount of the receivable, less cash discounts, less an allowance for estimated claims and returns, among other items.

*Advances and overdrafts:* Extensions of credit to clients by way of an overdraft facility in the client's checking account. This category also includes secured short-term advances.

*Refinanced loans:* Includes loans that were refinanced because the client was unable to pay at maturity. A loan is categorized as a refinanced loan when a debtor is experiencing payment problems, unless the debtor is current on all interest payments and pays down at least 20% of the principal amount of the original loan. Since July 1999, Credicorp has distinguished a sub-group entitled *Restructured Loans*, defined as those loans extended under the bankruptcy protection procedures established in the Equity Restructuring Law.

*Past due loans:* Includes overdue loans. See “— Past Due Loan Portfolio” for further detail.

*Loans by Economic Activity*

The following table shows Credicorp's total loan portfolio composition, net of unearned interest, based on the borrower's principal economic activity:

Economic Activity	At December 31,					
	2002		2003		2004	
	Amount	% Total	Amount	% Total	Amount	% Total
<i>(U.S. Dollars in thousands, except percentages)</i>						
Manufacturing	US\$1,592,191	33.05%	US\$1,461,350	32.61%	US\$1,376,874	30.20%
Consumer Loans (1)	522,998	10.86	1,033,881	23.07	1,187,378	26.04
Commerce	617,491	12.82	560,052	12.50	523,574	11.48
Realty Businesses and						
Leasing Services	281,753	5.85	233,506	5.21	224,745	4.93
Mining	227,879	4.73	233,355	5.21	194,022	4.26
Communication, Storage and Transportation	209,174	4.34	189,612	4.23	181,018	3.97
Electricity, Gas and Water	302,976	6.29	211,610	4.72	248,571	5.45
Agriculture	158,500	3.29	142,697	3.18	160,167	3.51
Fishing	104,604	2.17	90,786	2.03	68,604	1.50
Financial Services	210,404	4.37	96,371	2.15	90,042	1.98
Education, Health and						
Other Services	93,851	1.95	99,702	2.22	62,341	1.37
Construction	86,632	1.80	70,676	1.58	72,879	1.60
Others (2)	500,041	10.38	144,766	3.23	235,608	5.17
Sub total	4,908,494	101.89	4,568,364	101.94	4,625,823	101.47
Unearned interest	(90,831)	-1.89	(86,868)	-1.94	(66,805)	-1.47
Total	US\$4,817,663	100.00%	US\$4,481,496	100.00%	US\$4,559,018	100.00%

(1) Includes credit card and mortgage loans, other consumer loans and small business.

(2) Includes personal banking and small business loans and other sectors.

Economy Activity	At December 31,			
	2005		2006	
	Amount	% Total	Amount	% Total
<i>(U.S. Dollars in thousands, except percentages)</i>				
Manufacturing	US\$1,430,559	28.77%	US\$1,624,765	27.65%
Consumer Loans (1)	1,364,910	27.45	1,729,682	29.43
Commerce	625,908	12.59	686,291	11.68
Realty Businesses and				
Leasing Services	216,095	4.35	236,445	5.16
Mining	223,156	4.49	303,238	4.36
Communication, Storage	210,002	4.22	255,730	2.55

and Transportation

Electricity, Gas and Water	192,096	3.86	256,541	4.02
Agriculture	153,410	3.08	150,020	2.79
Fishing	117,104	2.35	152,538	1.27
Financial Services	105,484	2.12	163,946	4.35
Education, Health and Other Services	69,468	1.40	75,376	1.28
Construction	68,217	1.37	74,482	2.60
Others (2)	275,061	5.53	262,223	4.46
Sub total	5,051,470	101.58	5,971,277	101.60
Unearned interest	(78,495)	-1.58	(93,916)	-1.60
Total	US\$4,972,975	100.00%	US\$5,877,361	100.00%

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(1) Includes credit card and mortgage loans, other consumer loans and small business.

(2) Includes personal banking and small business loans and other sectors.

As of December 31, 2006, 66.2% of the loan portfolio was concentrated in Lima and 91.79% was concentrated in Peru. An additional 6.76% of the loan portfolio was concentrated in Bolivia.

*Concentrations of Loan Portfolio and Lending Limits*

Credicorp's loans and other contingent credits to the 20 customers (considered as economic groups) to which it had the largest exposure as of December 31, 2006 were US\$1,255.9 million, of which US\$1,086.2 million were outstanding loans representing 18.5% of the total loan portfolio. See “—(11) Supervision and Regulation—(ii) BCP—Lending Activities” for the definition of economic group. Total loans and other contingent credits outstanding to these customers ranged from US\$119.7 million to US\$42.6 million, including fifteen customers with over US\$50.0 million. Total loans and other contingent credits outstanding to Credicorp's 20 largest customers were ranked in the following risk categories as of December 31, 2006: Class A (normal)—90.9%; Class B (potential problems)—8.9%; Class C (substandard)—0.2%; Class D (doubtful)—0%; and Class E (loss)—0%. See “—Classification of the Loan Portfolio.”

BCP's loans to a single borrower are subject to lending limits imposed by Law 26702. See “—(11) Supervision and Regulation—(ii)BCP—Lending Activities.” The applicable Law 26702 lending limits depend on the nature of the borrower involved and the type of collateral received. The sum of loans to and deposits in either another Peruvian universal bank or Peruvian financial institution, plus any guarantees of third party performance received by BCP from such institution, may not exceed 30% of BCP's regulatory capital, as defined by the SBS. The sum of loans to and deposits in non-Peruvian financial institutions, plus any guarantees of third party performance received by BCP from such institutions, are limited to 5%, 10% or 30% of BCP's regulatory capital, depending upon the governmental supervision to which the institution is subject and upon whether it is recognized by the Central Bank as an international bank of prime credit quality. The limits on lending to non-Peruvian financial institutions increase to 50% of BCP's regulatory capital if the amount by which such loans exceed the 5%, 10% or 30% limits is backed by certain letters of credit.

BCP's loans to Directors and employees and relatives have a global limit of 7% of capital stock and reserves and an individual limit of 5% of such global limit.

Loans to individuals not resident in Peru or companies that are not financial institutions have a limit of 5% of BCP's regulatory capital; however, this limit increases to 10% if the additional 5% is guaranteed by a mortgage or certain publicly-traded securities. The limit rises to 30% if the additional amount is guaranteed by certain banks or by cash deposits in BCP. Lending on an unsecured basis to individuals or companies resident in Peru that are not financial institutions is limited to 10% of BCP's regulatory capital. This limit rises to 15% if the additional 5% is guaranteed by a mortgage, certain securities, equipment or other collateral and to 20% if the additional amount is either backed by certain debt instruments guaranteed by other local banks, or a foreign bank determined by the Central Bank of prime credit quality, or by other highly liquid securities at market value. Finally, the single borrower lending limit for loans backed by a cash deposit at BCP or by debt obligations of the Central Bank is 30% of BCP's regulatory capital. With an unconsolidated regulatory capital of S/.2,335.9 million (US\$730.9 million) at December 31, 2006 BCP's legal lending limits vary from S/.116.8 million (US\$36.5 million) to S/.1,168.0 million (US\$365.4 million). Credicorp's consolidated lending limits, based on its regulatory capital on a consolidated basis of US\$1,008.0 million at December 31, 2006, would range from US\$50.4 million to US\$504.0 million. As of December 31, 2006, BCP was in compliance with all Law 26702 lending limits.

As of December 31, 2006, Credicorp complied with the applicable legal lending limits in each of the jurisdictions where it operates. Such limit is calculated quarterly based on Credicorp's consolidated equity plus reserves for not specifically identified impaired loans at quarter-end. A limited number of exceptions to Credicorp's internal limits have been authorized by the Board of Directors from time to time, based on the credit quality of the borrower, the term of the loan and the amount and quality of collateral taken by Credicorp. Credicorp may, in appropriate and limited circumstances, increase or choose to exceed this limit in the future.



In the event that customers to which Credicorp has significant credit exposure are not able to meet their obligations to Credicorp, and any related collateral is not sufficient to cover such obligations, or if a reclassification of one or more of such loans or other contingent credits results in an increase in provisions for loan losses, there may be an adverse impact on the financial condition and results of operations of Credicorp.

#### *Loan Portfolio Denomination*

The following table presents Credicorp's Nuevo Sol and foreign currency-denominated loan portfolio at the dates indicated.

	2002		At December 31, 2003		2004	
Total loan portfolio:	(U.S. Dollars in thousands, except percentages)					
Nuevo Sol-denominated	US\$677,506	14.06%	US\$723,955	16.15%	US\$662,058	14.52%
Foreign						
Currency-denominated	4,140,157	85.94%	3,757,541	83.85%	3,896,960	85.48%
Total loans	US\$4,817,663	100.00%	US\$4,481,496	100.00%	US\$4,559,018	100.00%

	At December 31,			
	2005		2006	
Total loan portfolio:	(U.S. Dollars in thousands, except percentages)			
Nuevo Sol-denominated	US\$1,032,481	20.76%	US\$1,492,681	25.40%
Foreign Currency-denominated	3,940,494	79.24%	4,384,680	74.60%
Total loans	US\$4,972,975	100.00%	US\$5,877,361	100.00%

#### *Maturity Composition of the Performing Loan Portfolio*

The following table sets forth an analysis of Credicorp's performing loan portfolio at December 31, 2006, by type and by time remaining to maturity. Loans are stated before deduction of the reserves for loan losses.

	<b>Maturing</b>					
	<b>Amount at December 31, 2006</b>	<b>Within 3 months</b>	<b>After 3 months but within 12 months</b>	<b>After 1 year but within 3 years</b>	<b>After 3 years but within 5 years</b>	<b>After 5 years</b>
<i>(U.S. Dollars in thousands, except percentages)</i>						
Loans	US\$4,662,730	US\$1,939,902	US\$1,070,786	US\$493,145	US\$354,986	US\$803,911
Leasing transactions	675,804	135,036	137,211	276,230	97,490	29,837
Discounted notes	256,534	239,559	16,663	260	24	28
Refinanced loans	126,006	44,141	18,301	27,603	12,158	23,803
Factoring	89,171	88,836	335	—	—	—
Advances and overdrafts	84,262	81,375	2,566	220	60	41
Total	US\$5,894,507	US\$2,528,849	US\$1,245,862	US\$797,458	US\$464,718	US\$857,620
	100.00%	42.90%	21.14%	13.53%	7.88%	14.55%

Percentage of  
total performing  
loan portfolio

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*Interest Rate Sensitivity of the Loan Portfolio*

The following table sets forth the interest rate sensitivity of the loan portfolio at December 31, 2006, by currency and by the time remaining to maturity over one year:

	Amount at December 31, 2006 <i>(U.S. Dollars in thousands)</i>	Maturing After 1 year
<b>Variable Rate</b>		
Nuevo Sol-denominated	US\$82,035	US\$109
Foreign Currency-denominated	860,633	68,700
Total	942,668	68,809
<b>Fixed Rate (2)</b>		
Nuevo Sol-denominated	1,410,646	289,825
Foreign Currency-denominated	3,524,047	1,761,162
Total	4,934,693	2,050,987
Total (1)	US\$5,877,361	US\$2,119,796

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(1) Net of unearned interest

(2) Most of financial products with fixed rates can be switched to variable rates according to market conditions as specified on the contracts with clients.

*Classification of the Loan Portfolio*

Credicorp classifies BCP's loan portfolio (which includes the loan portfolio of BCB) and ASHC's loan portfolio in accordance with SBS regulations. According to SBS Resolution No. 808-2003, banks must classify all loans and other credits into one of four categories based upon the purpose of the loan; these categories are commercial, micro-business, consumer and residential mortgage. Commercial loans are generally those that finance the production and sale of goods and services, including commercial leases, as well as credit card debt on cards held by business entities. Micro-business loans, exclusively targeted for the production and sale of goods and services, are made to individuals or companies with no more than US\$30,000 in total loans received from the financial system. Consumer loans are generally loans granted to individuals, including credit card transactions, overdrafts on personal demand deposit accounts, leases, and financing goods or services not related to a business activity. Residential mortgage loans are all loans to individuals for the purchase, construction, remodeling, subdivision or improvement of the individual's own home, in each case backed by a mortgage. Mortgage loans made to directors and employees of a company are also considered residential mortgage loans. Mortgage-backed loans are considered commercial loans. The classification of the loan determines the amount the bank is required to reserve should the borrower fail to make payments as they become due.

Regulations promulgated by the SBS also require Peruvian banks to classify all loans into one of five other categories depending upon the degree of risk of nonpayment of each loan. Credicorp reviews its loan portfolio on a continuing basis, and the SBS reviews the portfolio as it deems necessary or prudent. In classifying its loans based upon risk of nonpayment, Credicorp, in compliance with SBS guidelines, assesses the following factors: the payment history of the particular loans, the history of Credicorp's dealings with the borrower, management, operating history, repayment capability and availability of funds of the borrower, status of any collateral or guarantee, the borrower's financial

statements, general risk of the sector in which the borrower operates, the borrower's risk classification made by other financial institutions, and other relevant factors. The classification of the loan determines the amount of the required loan loss provision. Law 26702 further requires banks to establish a loan loss provision of up to 1% of the bank's loan and credit portfolio classified as A (Normal) for losses not specifically identified on the loan portfolio.

The following table sets forth a breakdown of the loan portfolio using the categories specified in SBS Resolution No. 808-2003 as of December 31 of each of the last five years.

	At December 31,				
	2002	2003	2004	2005	2006
	<i>(U.S. Dollars in thousands)</i>				
Commercial loans	US\$3,659,762	US\$3,308,112	US\$3,259,950	US\$3,252,018	US\$3,792,756
Consumer loans	205,696	251,785	283,410	356,595	506,184
Residential mortgage loans	547,005	549,220	649,930	844,892	980,630
Leasing transactions (1)	405,200	372,379	365,728	519,470	597,791
Total performing loans	US\$4,817,663	US\$4,481,496	US\$4,559,018	US\$4,972,975	US\$5,877,361

(1) Net of unearned interest.

Under current regulations, collateral is not subtracted from the amount of the loan or credit outstanding to determine the amount of the loan or credit to be reserved against. Instead, a lower loan provision is allowed to be reserved on the portion of the loan or credit that is secured. For the purpose of determining the reservable amount, collateral is valued according to SBS regulations which require that an appraisal be determined based on expected market valuation. Only assets classified as (i) “preferred,” (ii) “highly liquid preferred,” or (iii) “self-liquidating preferred” are acceptable as collateral. Such collateral must, according to SBS regulations, (1) be relatively liquid, (2) have legally documented ownership, (3) have no liens outstanding and (4) have constantly updated appraisals. Examples of “preferred” or “highly liquid preferred” assets include, among others, cash deposits, real estate mortgages and pledges on securities or on other goods. “Self-liquidating preferred” assets include solely cash deposits in local banks or stand-by letters of credit from first-level foreign institutions.

SBS regulations require the following minimum reserves to be recorded for statutory purposes for commercial, micro-business and mortgage loans: a 1% reserve on not specifically identified loans and credits classified in the A (Normal) category, and a 5%, 25%, 60% and 100% specific reserve on loans and credits in risk categories B, C, D and E, respectively. Whenever such loans or credits, or the portions thereof, are secured with “preferred” collateral, required reserves for risk categories B, C, D and E are: 2.5%, 12.5%, 30% and 60%, respectively. Loans or credits, or portions thereof, secured with “highly liquid preferred” collateral require at least one half of the amount established in the case of the “preferred” collateral. Loans or credits, or the portions thereof, secured with “self-liquidating preferred” collateral require at least a 1% reserve. When the collateral is insufficient to secure the outstanding balances, the higher percentage requirements are applicable on the unsecured portion of the loans or credits. In the case of consumer loans, the required reserves are as follows: a 1% reserve on not specifically identified loans classified in the A (Normal) category, and a 5%, 25%, 60% and 100% specific reserve on loans in risk categories B, C, D and E, respectively.

Credicorp does not currently track loan write-offs and recoveries of write-offs by loan categories specified by SBS Resolution N° 808-203.

The five loan risk categories have the following characteristics:

*Class “A.”* Loans or credits in this category are known as “normal” credits. Debtors of commercial loans or credits that fall into this category have complied on a timely basis with their obligations and at the time of evaluation of the credit do not present any reason for doubt with respect to repayment of interest and principal on the loan on the agreed upon dates, and Credicorp must have no reason to believe that the status will change before the next evaluation. To place a loan or credit in Class A, a clear understanding of the use to be made of the funds and the origin of the cash flows to be used by the debtor to repay the loan or credit is required. Micro-business and consumer loans warrant Class A

classification if payments are current or up to eight days past-due. Residential mortgage loans warrant Class A classification if payments are current or up to thirty days past-due. Loans or credits in this category require a reserve for losses not specifically identified of 1% of the total of such loans or credits outstanding. The required reserve may be reduced by up to 0.5% if certain conditions that ensure that the client has a low probability of default are met.

*Class “B.”* Loans or credits in this category are known as credits with “potential problems.” Debtors of commercial loans or credits included in this category are those that at the time of the evaluation of the credit demonstrate certain deficiencies, which, if not corrected in a timely manner, imply risks with respect to the recovery of the loan. Certain common characteristics of loans or credits in the category include: delays in loan payments which are promptly covered; a general lack of information required to analyze the credit; out-of-date financial information; temporary economic or financial imbalances on the part of the debtor which could effect its ability to repay the loan; market conditions that could affect the economic sector in which the debtor is active; material overdue debts or pending judicial collection actions initiated by other financial institutions; noncompliance with originally contracted conditions; conflicts of interest within the debtor company; labor problems; unfavorable credit history; noncompliance with internal policies of the debtor company; excessive reliance on one source of raw materials or one buyer of the debtor’s products; and low inventory turnover ratios or large inventories that are subject to competitive challenges or technological obsolescence. Micro-business and consumer loans are categorized as Class B if payments are between nine and 30 days late. Residential mortgage loans become Class B when payments are between 31 and 90 days late. A 5% specific reserve on total loans outstanding in this category is required. Except for consumer loans, when the loan, or a portion thereof, is secured with “preferred” collateral, the required reserve is 2.5%, and when secured with “highly liquid preferred” collateral, the required reserve is 1.25%.

*Class “C.”* Loans or credits in this category are known as “substandard” credits. Debtors of commercial loans or credits whose loans or credits are placed in this category demonstrate serious financial weakness, often with operating profits or available income insufficient to cover financial obligations on agreed upon terms, with no reasonable short-term prospects for a strengthening of the debtor’s financial capacity. Loans or credits demonstrating the same deficiencies that warrant classification as category B credits warrant classification as Class C credits if those deficiencies are such that if they are not corrected in the near term, they could impede the recovery of principal and interest on the loan on the originally agreed terms. Additionally, commercial loans are classified in this category when payments are between 60 and 120 days late. If payments on a micro-business or consumer loan are between 31 and 60 days late, such loans are classified as Class C. Residential mortgage loans are classified as Class C when payments are between 91 and 120 days late. Commercial, micro-business and mortgage loans or credits included in this class require a specific provision of 25% of the outstanding amount (12.5% when secured with “preferred” collateral and 6.25 % when secured with “highly liquid preferred” collateral).

*Class “D.”* Loans or credits included in this category are known as “doubtful” credits. Debtors of commercial loans or credits included in this classification present characteristics of actual credit risk that make doubtful the recovery of the loan. Although the loan recovery is doubtful, if there is a reasonable possibility that in the near future the creditworthiness of the debtor might improve, a Class D categorization is appropriate. These credits are distinguished from Class E credits by the requirement that the debtor remain in operation, generate cash flow, and make payments on the loan, albeit at a rate less than that specified in its contractual obligations. Additionally, commercial loans are classified in this category when payments are between 121 and 365 days late. Micro-business and consumer loans are categorized as Class D if payments are between 61 and 120 days late. Residential mortgage loans are Class D when payments are between 121 and 365 days late. Loans or credits included in this class require a specific provision of 60% of the outstanding amount. Except for consumer loans, when the loan, or a portion thereof, is secured with “preferred” collateral, the required reserve is 30%, and when secured with “highly liquid preferred” collateral, the required reserve is 15%.

Class “E.” Loans or credits in this class are known as “loss” credits. Commercial loans or credits which are considered unrecoverable or which for any other reason should not appear on Credicorp’s books as an asset based on the originally contracted terms fall into this category. Additionally, commercial loans are classified in this category when payments are more than 365 days late. Micro-business and consumer loans are categorized as Class E if payments are more than 120 days late. Residential mortgage loans are moved into Class E when payments are more than 365 days late. Loans or credits included in this class require a specific provision of 100% of the outstanding amount. Except for consumer loans, when the loan is secured with “preferred” collateral, the required reserve is 60%, and when secured with “highly liquid preferred” collateral, the required reserve is 30%.

To record the allowance for loan losses, Credicorp uses IAS 39, for which all loans in Classes C, D and E are considered impaired, and they are analyzed taking into consideration the present value of their expected cash flows, including the recoverable amounts of the guarantees and collateral, discounted at the original effective interest rate of each loan. The calculation of the present value of the estimated future cash flows of a collateralized financial asset reflects the cash flows that may result from foreclosure less cost for obtaining and selling the collateral. The methodology and assumptions used for estimating future cash flows are reviewed regularly by Credicorp in order to reduce any differences between loss estimates and actual loss experience. The allowance for credit losses also covers incurred losses for impaired loans not specifically identified. In the case of borrowers in countries where there is an increased risk of difficulties in servicing external debt, an assessment of the political and economic situation is made, and an additional country risk provision is provided.

The following table shows Credicorp’s direct loan portfolio at the dates indicated:

Level of Risk Classification	2002		At December 31, 2003		2004	
	Amount	% Total	Amount	% Total	Amount	% Total
<i>(U.S. Dollars in thousands, except percentages)</i>						
A: Normal (1)	US\$3,543,152	73.5%	US\$3,393,833	75.7%	US\$3,719,973	81.6%
B: Potential Problems	456,056	9.5	437,682	9.8	336,619	7.4
C: Substandard	334,423	6.9	240,316	5.4	195,062	4.3
D: Doubtful	239,101	5.0	266,723	6.0	184,206	4.0
E: Loss	244,931	5.1	142,942	3.1	123,158	2.7
Total	US\$4,817,663	100.00%	US\$4,481,496	100.00%	US\$4,559,018	100.0%
C+D+E	US\$818,455	17.0%	US\$649,981	14.5%	US\$502,426	11.0%

Level of Risk Classification	At December 31, 2005		2006	
	Amount	% Total	Amount	% Total
A: Normal (1)	US\$4,273,719	85.9%	US\$5,296,653	90.1%
B: Potential Problems	397,387	8.0%	337,497	5.7%
C: Substandard	82,858	1.7%	62,192	1.1%
D: Doubtful	146,898	3.0%	122,215	2.1%
E: Loss	72,113	1.4%	58,804	1.0%
Total	US\$4,972,975	100.0%	US\$5,877,361	100.0%
C+D+E	US\$301,869	6.1%	US\$243,211	4.1%

(1) Net of unearned interest





All of the Class E loans and substantially all of the Class D loans are past due. Class C loans, although generally not past due, have demonstrated credit deterioration such that management has serious doubts as to the ability of the borrower to comply with the present loan repayment terms. The majority of these Class C loans are to companies in the Peruvian manufacturing sector and, to a lesser extent, the agricultural sector. The manufacturing sector loans are primarily secured by warrants and liens on goods or by mortgages, whereas the agricultural credits tend to be secured by trade bills and marketable securities. The Class C loans reflect the financial weakness of the individual borrower rather than any trend in the Peruvian manufacturing or agricultural industries in general.

*Classification of the Loan Portfolio Based on the Borrower's Payment Performance*

Credicorp considers loans to be past due depending on their type. BCP considers loans past due for consumer mortgage and leasing loans, and loans to micro-businesses after 90 days. Beginning January 1, 2001, the SBS issued accounting rules requiring Peruvian banks to consider overdrafts past due after 30 days. ASHC considers past due all overdue loans except for consumer loans, which are considered past due when the scheduled principal and/or interest payments are overdue for more than 90 days. BCB considers loans past due after 30 days.

Interest income is suspended when collection of loans becomes doubtful, such as when overdue by more than 90 days or when the borrower or securities' issuer defaults, if earlier than 90 days, and such income is excluded from interest income until received. Uncollected income on such loans is reversed against income. When management determines that the debtor's financial condition has improved, the recording of interest thereon is reestablished on an accrual basis. Therefore, Credicorp does not accrue interest on past due loans. Instead, interest on past due loans is recognized only when and to the extent received. Over the past five years, Credicorp has recognized interest income on these loans of US\$15.0 million in 2002, US\$11.0 million in 2003, US\$6.2 million in 2004, US\$5.5 million in 2005 and US\$4.8 million in 2006. Accrued interest on past due loans is recognized only when and to the extent received. With the exception of discounted notes and overdrafts, accrued but unpaid interest is reversed for past due loans. The following table sets forth the repayment status of Credicorp's loan portfolio as of December 31 of each of the last five years:

	<b>At December 31,</b>				
	<b>2002</b>	<b>2003</b>	<b>2004</b>	<b>2005</b>	<b>2006</b>
	<i>(U.S. Dollars in thousands, except percentages)</i>				
Current	US\$4,411,528	US\$4,225,288	US\$4,399,961	US\$4,877,206	US\$5,800,591
Past due:					
Overdue 16-119 days	82,259	50,981	11,572	10,860	20,655
Overdue 120 days or more	323,876	205,227	147,485	84,909	56,115
Subtotal	US\$406,135	US\$256,208	US\$159,057	US\$95,769	US\$76,770
Total loans	US\$4,817,663	US\$4,481,496	US\$4,559,018	US\$4,972,975	US\$5,877,361
Past due loan amounts as a percentage of total loans	8.43%	5.72%	3.49%	1.93%	1.31%

With respect to consumer, mortgage and leasing loans, BCP, in accordance with SBS regulations, only recognizes as past due installments for these loans that are past due for fewer than 90 days. The entire amount of these loans will be considered past due if any amount is past due more than 90 days.

*Past Due Loan Portfolio*

The following table analyzes Credicorp's past due loan portfolio by type of loan at the dates indicated:

	<b>At December 31,</b>				
	<b>2002</b>	<b>2003</b>	<b>2004</b>	<b>2005</b>	<b>2006</b>
<b>Past due loan amounts:</b>	<i>(U.S. Dollars in thousands)</i>				
Loans	US\$322,179	US\$194,761	US\$85,467	US\$63,889	US\$57,345
Discounted notes	4,513	1,531	776	1,124	596
Advances and overdrafts in demand deposits	7,892	3,400	4,157	3,412	1,844
Leasing transactions	17,231	8,716	9,387	6,412	5,237
Refinanced loans	54,320	47,800	59,270	20,932	11,748
Total past due portfolio	US\$406,135	US\$256,208	US\$159,057	US\$95,769	US\$76,770
Less: Reserves for loan losses(1)	US\$424,031	US\$326,677	US\$271,873	US\$218,636	US\$210,586
Total past due portfolio net of reserves	(US\$17,896)	(US\$70,469)	(US\$112,816)	(US\$122,867)	(US\$133,816)

(1) Includes reserves for indirect credits (see -Loan Loss Reserves).

Interest on past due loans and loans in legal collection is recognized when collected. The interest income that would have been recorded for these credits in accordance with the terms of the original contract amount is approximately US\$28.1 million and US\$25.8 million as of December 31, 2006 and 2005, respectively.

**Loan Loss Reserves**

The following table shows the changes in Credicorp's reserves for loan losses and movements at the dates indicated:

	<b>Year ended December 31,</b>				
	<b>2002</b>	<b>2003</b>	<b>2004</b>	<b>2005</b>	<b>2006</b>
	<i>(U.S. Dollars in thousands)</i>				
Reserves for loan losses at the beginning of the year	US\$344,433	US\$424,031	US\$326,677	US\$271,873	US\$218,636
Additional provisions (reversals)	99,596	66,421	16,131	(6,356)	(4,243)
Acquisitions and transfers	122,841	—	—	(9,024)	—
Recoveries of write-offs	12,050	17,416	32,287	35,032	44,284
Write-offs	(150,102)	(185,688)	(105,267)	(71,405)	(49,859)
Monetary correction and other	(4,787)	4,497	2,045	(1,484)	1,768
Total reserves for loan losses at the end of the year	US\$424,031	US\$326,677	US\$271,873	US\$218,636	US\$210,586

For a discussion of the risk elements in the loan portfolio and the factors considered in determining the amount of specific reserves, see “—Classification of the Loan Portfolio.”

Reserves for loan losses as of December 31, 2006 include US\$190.3 million of reserves for credit losses and US\$20.3 million of reserves for indirect or contingent credit losses (US\$197.5 million and US\$21.1 million as of December 31, 2005, respectively). The reserves for indirect credit losses are included in the *Other liabilities* caption of Credicorp’s consolidated balance sheet (see Notes 7(f) and 11(a) to the Credicorp Consolidated Financial Statements).

The charge-off process is performed with prior approval of the Board of Directors and of SBS, which is considered on a case-by-case basis.

Credicorp sells certain of its fully provisioned past due loans to a wholly-owned subsidiary for a nominal amount with the same effect as if the loans had been charged-off. Accordingly, Credicorp believes that its past due loan amounts are not materially different from what they would be were it permitted to charge-off loans prior to demonstrating the absolute non-collectibility of the loan.

#### *Allocation of Loan Loss Reserves*

The following table sets forth the amounts of reserves for loan losses attributable to commercial, consumer and residential mortgage loans at the dates indicated:

	2002	2003	At December 31, 2004	2005	2006
	<i>(U.S. Dollars in thousands)</i>				
Commercial loans	US\$388,809	US\$283,470	US\$228,554	US\$174,929	US\$170,755
Consumer loans	14,879	14,479	14,079	16,433	16,717
Residential mortgage loans	13,521	24,414	21,375	14,291	20,522
Leasing transactions	6,822	4,314	7,865	12,983	2,592
Total reserves	US\$424,031	US\$326,677	US\$271,873	US\$218,636	US\$210,586

(iv)

#### **Deposits**

The following table presents the components of Credicorp's deposit base at the dates indicated:

	2004	At December 31, 2005	2006
	<i>(U.S. Dollars in thousands)</i>		
Demand deposits:			
Nuevo Sol-denominated	US\$507,924	US\$725,878	US\$996,246
Foreign Currency-denominated	1,242,353	1,075,436	1,796,187
Total	US\$1,750,277	US\$1,801,314	2,792,433
Savings deposits:			
Nuevo Sol-denominated	US\$403,579	US\$483,695	US\$610,292
Foreign Currency-denominated	1,179,923	1,621,669	1,341,686
Total	US\$1,583,502	US\$2,105,364	US\$1,951,978
Time deposits:			
Nuevo Sol-denominated	US\$431,741	US\$391,374	US\$862,901
Foreign Currency-denominated	1,920,459	2,068,533	2,355,256
Total	US\$2,352,200	US\$2,459,907	US\$3,218,157
Foreign Currency Bank Certificates			
Foreign Currency-denominated	US\$54,310	US\$46,378	US\$61,539
Severance Indemnity Deposits (CTS):			
Nuevo Sol-denominated	US\$47,986	US\$70,435	US\$103,282
Foreign Currency-denominated	482,697	584,356	671,745
Total	US\$530,683	US\$654,791	US\$775,027
Total deposits:			

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Nuevo Sol-denominated	US\$1,391,230	US\$1,671,382	US\$2,572,721
Foreign Currency-denominated	4,879,742	5,396,372	6,226,413
Total	US\$6,270,972	US\$7,067,754	US\$8,799,134

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The following table sets forth information regarding the maturity of Credicorp's time deposits in denominations of US\$100,000 or more at December 31, 2006:

	<b>At December 31, 2006</b> <i>(U.S. Dollars in thousands)</i>
Certificates of deposit:	
Maturing within 30 days	US\$32,474
Maturing after 30 but within 60 days	876
Maturing after 60 but within 90 days	5,122
Maturing after 90 but within 180 days	5,570
Maturing after 180 but within 360 days	—
Maturing after 360 days	27,184
Total certificates of deposits	US\$71,226
Time deposits:	
Maturing within 30 days	US\$1,356,792
Maturing after 30 but within 60 days	378,776
Maturing after 60 but within 90 days	166,582
Maturing after 90 but within 180 days	321,409
Maturing after 180 but within 360 days	300,195
Maturing after 360 days	127,608
Total time deposits	US\$2,651,362
Total	US\$2,722,588

(v)

**Return on Equity and Assets**

	<b>2004</b>	<b>At December 31, 2005</b>	<b>2006</b>
Return on assets (1)	1.50%	1.81%	1.92%
Return on equity (2)	13.55%	16.39%	18.47%
Dividend payout ratio (3)	48.80%	48.24%	45.08%
Credicorp's equity to assets ratio (4)	11.29%	11.41%	10.70%
Shareholders' equity to assets ratio (5)	10.42%	10.46%	9.79%

(1) Net income attributable to equity holders of Credicorp as a percentage of average total assets, computed as the average of period beginning and period ending balances.

(2) Net income attributable to equity holders of Credicorp as a percentage of average net equity attributable to Credicorp's equity holders, computed as the average of monthly balances.

(3) Dividends declared per share divided by net income attributable to Credicorp's equity holders per share.

(4) Average equity attributable to Credicorp's equity holders divided by average total assets, both averages computed as the average of month-ending balances.

(5) Average equity attributable to Credicorp's equity shareholders divided by average total assets, both averages computed as the average of month-ending balances.



**(vi) Short-Term Borrowings**

Credicorp's short-term borrowings, other than deposits, amounted to US\$234.0 million, US\$878.2 million and US\$360.8 million as of December 31, 2004, 2005 and 2006, respectively. Average balances of borrowed amounts remained at relatively low levels during 2004, 2005 and 2006 mostly due to excess liquidity at BCP. The outstanding balance at December, 31 2005 includes BCRP-Repo transactions entered into with the Central Bank, representing US\$510.6 million, which earned annual interest rates between 3.23% and 3.32%, with 3 day maturities. As of December 31, 2006, no BCRP-Repo transactions exist in the outstanding balance.

The following table sets forth Credicorp's short-term borrowings:

	2004	At December 31, 2005 (U.S. Dollars in thousands)	2006
Year-end balance	US\$233,951	US\$878,237	US\$360,801
Average balance	US\$150,279	US\$307,930	US\$479,657
Maximum quarter-end balance	US\$233,951	US\$878,237	US\$792,609
Weighted average nominal Year-end interest rate	4.22%	4.38%	5.00%
Weighted average nominal Interest rate	3.83%	4.69%	4.81%

**(C) Organizational Structure**

Although historically there has been substantial overlap among the shareholders of BCP, ASHC and PPS, for reasons related to the regulatory, political and economic environment in Peru, they have been managed independently from one another. Credicorp was formed in 1995 by the management of BCP for the purpose of acquiring, pursuant to the Exchange Offer, the common shares of BCP, ASHC and PPS. In the October 1995 Exchange Offer, Credicorp acquired 90.1% of BCP (391,973,951 shares), 98.2% of ASHC (39,346,169 shares), and 75.8% of PPS (5,537,474 shares) in exchange for 60,815,152 Common Shares at a ratio of 0.10401, 0.33708 and 1.2249 Common Shares per common share of BCP, ASHC and PPS, respectively. The Common Shares commenced trading on the New York Stock Exchange immediately upon consummation of the Exchange Offer, with a closing price on such day of US\$11.61 (adjusted to reflect stock dividends through May 1999).

On March 19, 1996, Credicorp acquired pursuant to an exchange offer with the same terms as the Exchange Offer the remaining 1.8% of the outstanding shares of ASHC (702,674 shares) in exchange for 237,859 Common Shares at a ratio of 0.33708 Common Shares per common share of ASHC. The closing price of the Common Shares on the New York Stock Exchange on the date of consummation of that exchange offer was US\$10.98 (adjusted to reflect stock dividends). See "Item 9. The Offer and Listing—(A) Offer and Listing Details—Price History of Credicorp's Stock" and "Item 8. Financial Information—Dividend Policy."

Credicorp management, which consists of certain principal executive officers of BCP, ASHC and PPS, believes that a unified financial group with a coordinated strategy is best able to take advantage of growth in the Peruvian economy and deregulation of the financial services sector, and to achieve synergies from the cross-selling of financial services and products (e.g., through BCP's extensive branch network). Credicorp, through its subsidiaries, is the largest

Peruvian provider of financial services in Peru.

BCP began operations in 1889 as Banco Italiano and changed its name to Banco de Crédito del Perú in 1941. BCP has been the largest commercial bank in Peru since the 1920s. Members of the Romero family have been shareholders of BCP since 1918 and became the controlling shareholders in 1979. Mr. Dionisio Romero, Chairman of the Board and Chief Executive Officer of Credicorp, was a member of the Board of Directors of BCP from 1966 to 1987, becoming Chairman in 1979. In response to then President of Peru, Alan García's 1987 attempt to nationalize the Peruvian banking industry, the majority shareholders at that time, including Mr. Romero, sold a controlling interest in BCP and transferred management to its employees, which prevented the government from gaining control of BCP. Upon the election of Alberto Fujimori as President of Peru in 1990 and the introduction of market reforms, the Romero family reestablished its shareholding in BCP and Mr. Romero and several former key managers of BCP returned to BCP. See “—(9) Peruvian Government and Economy—(i) Peruvian Government.” Members of the Romero family exchanged their BCP shares in the Exchange Offer, and now hold 16.01% of the Common Shares of Credicorp. See “Item 7. Major Shareholders and Related Party Transactions—(A) Major Shareholders.”

ASHC was incorporated in December 1981 as a wholly-owned subsidiary of BCP, under the name Crédito del Perú Holding Corporation (“BCP International”), in the Cayman Islands and became the first Peruvian bank to establish an offshore banking presence to serve its Peruvian customers. In 1983, BCP dividended the shares of BCP International to the shareholders of BCP to protect its privately held status in the event that BCP was nationalized. BCP International established its first physical presence offshore (previously having been operated through BCP’s corporate offices) by opening an office in Panama in 1984, and opening an agency in Miami in 1986. Also in 1986, BCP International changed its name to ASHC. As a result of the attempted expropriation by the government in 1987, ASHC’s operations and management were made independent of BCP. In 2002, ASHC closed its Miami agency at the same time that BCP opened its agency in the same city. Also in Miami, Credicorp Securities was established as a wholly-owned subsidiary of Credicorp and began operating in early 2003 serviced by former ASHC personnel.

Credicorp owns 75.72% of PPS, which was formed in 1992 as a result of a merger between El Pacífico Compañía de Seguros y Reaseguros S.A. and Compañía de Seguros y Reaseguros Peruano-Suiza S.A., and is the second largest Peruvian insurance company in terms of premiums sold and health fees. PPS’s major subsidiaries are Pacífico Vida, which specializes in life and pension fund insurance, and Pacífico Salud, which provides health insurance as an alternative to public social security.

Credicorp owns 99.99% of Grupo Crédito S.A., which is the principal shareholder in Prima AFP and holds equity shares in Peruvian electric utilities and other non-financial companies.

BCB (formerly Banco Popular S.A., Bolivia), another Credicorp subsidiary, was acquired by BCP for US\$6.2 million in November 1993. After transferring to BCP a 53.1% stake in November 2001, Credicorp holds directly 2.7% of BCB’s equity with the rest held through BCP. In December 2002, BCP acquired BSCH-Perú, which was merged into BCP on February 28, 2003.

During 2003, BCP converted BCOL, its offshore bank in the Bahamas, into a vehicle to conduct investments and sold it to ASHC. ASHC subsequently consolidated BCOL into its operations during 2004. BCOL’s business of taking offshore U.S. Dollar deposits and making U.S. Dollar-denominated loans to large Peruvian customers has been taken over by both BCP’s Panama branch and by ASHC.

Credileasing conducts lease financing operations and began operating in July 1996, taking over the operations previously managed by Financiera de Crédito, which simultaneously became Solución, specializing in consumer and micro-business lending.

Solución was spinned off into two companies, one of which retained only cash and equity which the other was merged into BCP’s Peruvian banking operations in March 2004 after becoming a wholly-owned subsidiary of BCP in March 2003 as a result of BCP acquiring the remaining 45% of Solución’s equity interests.

In March 2005, Credicorp completed the sale of Banco Tequendama to a Colombian bank. The effective date of the sale was January 1, 2005, and Credicorp did not record any significant gain as a result of the transaction. At December 31, 2004, Banco Tequendama had US\$306.7 million in loans and US\$290.5 million in deposits. Banco Tequendama was acquired by Credicorp in January 1997 from the *Fondo de Garantía de Depósitos y Protección Bancaria* (“FOGADE”), the Venezuelan government entity responsible for the re-privatization of assets seized by that government in connection with the widespread problems faced by the Venezuelan banking sector beginning in 1994. Credicorp, along with FOGADE and FOGADE’s financial adviser, were sued in Aruba by the former owners of Banco Tequendama, who are seeking compensation for damages. The Judge in the Court of first instance in Aruba dismissed the claim and the plaintiff appealed. In April 2004, the Court of Appeals in Aruba rejected all claims from the former owners. The former owners had originally sued unsuccessfully in Colombia.

On August 24, 2006, Credicorp, through its subsidiary Prima AFP, acquired from Grupo Santander Perú S.A. the shares that this company had in AFP Unión Vida S.A., a pension fund management company that operates in Peru, representing 99.97% of its capital stock and made a tender offer to the minority shareholders in order to acquire the remaining 0.03 percent of the capital stock. The total purchase price amounted to approximately US\$141.5 million. At the general shareholder’s meeting of Prima AFP, held on September 6, 2006, the merger with AFP Unión Vida S.A. was approved, with effective date of December 1, 2006.

**(D) Property, Plants and Equipment**

At December 31, 2006, Credicorp had 339 branches, representative and similar offices, of which 137 were branch offices of BCP in Lima. Credicorp’s principal properties include the headquarters of BCP, at Calle Centenario 156, La Molina, Lima 12, Perú, and the headquarters of PPS at Juan de Arona 830, Lima, Perú. Credicorp owns these properties, with the exception of approximately 186 properties which it holds under leases. There are no material encumbrances on any of Credicorp’s properties.

**ITEM 4A. UNRESOLVED STAFF COMMENTS**

Not applicable.

**ITEM 5. OPERATING AND FINANCIAL REVIEW AND PROSPECTS**

**(A) Operating Results**

**(1) Critical Accounting Policies**

Accounting policies applied by Credicorp are integral to the understanding of its results of operations and financial condition. The accounting policies are described in Note 3 to the Credicorp Consolidated Financial Statements (Significant Accounting Policies to the Credicorp Consolidated Financial Statements), which are prepared in accordance with IFRS. Additionally, Note 29 to the Credicorp Consolidated Financial Statements describes certain significant differences between IFRS and U.S. GAAP. The following is a summary of those critical accounting policies.

*Allowance for loan losses*

Direct loans are recorded when disbursement of funds to the clients are made. Indirect (off-balance sheet) loans are recorded when documents supporting such facilities are issued. Likewise, Credicorp considers as refinanced or restructured those loans that change their payment schedules due to difficulties in the debtor’s ability to repay the loan.



An allowance for credit loss is established if there is objective evidence that Credicorp will not be able to collect all amounts due according to the original contractual terms of the loan. For such purpose, Credicorp classifies all its loans into one of five risk categories, depending upon the degree of risk of nonpayment of each loan. The categories used by Credicorp are: (i) normal, (ii) potential problems, (iii) substandard, (iv) doubtful and (v) loss. Credicorp reviews its loan portfolio on a continuing basis in order to assess the completion and accuracy of its classification. For commercial loans, the classification takes into consideration several factors, such as the payment history of the particular loan, the history of Credicorp's dealings with the borrower's management, operating history, repayment capability and availability of funds of the borrower, status of any collateral and guarantee, the borrower's financial statements, general risk of the sector in which the borrower operates, the borrower's risk classification made by other financial institutions in the market and other relevant factors. For micro-business, consumer and residential mortgage, the classification is based on how long payments are overdue.

The allowance for credit losses is established based in the risk classifications and taking into consideration the guarantees and collateral obtained by Credicorp. Only collateral received and classified as "preferred," "highly liquid preferred" or "self-liquidating preferred" is considered acceptable. Such collateral must be relatively liquid, have legally documented ownership, have no liens outstanding and have updated independent appraisals.

In the case of borrowers in countries where there is an increased risk of difficulties in servicing external debt, an assessment of the political and economic situation is made, and an additional country risk provisions provided.

All loans considered impaired (the ones classified as substandard, doubtful and loss) are analyzed by Credicorp management, taking into consideration the present value of their expected cash flows, including the recoverable amounts of the guarantees and collateral, discounted at the original effective interest rate of each loan. The calculation of the present value of the estimated future cash flows of a collateralized financial asset reflects the cash flows that may result from foreclosure, less cost for obtaining and selling the collateral.

The methodology and assumptions used for estimating future cash flows are reviewed regularly by Credicorp in order to reduce any differences between loss estimates and actual loss experience.

The allowance for credit losses also covers the estimated losses for impaired loans not specifically identified.

When a loan is uncollectible, it is written off against the related provision for loan impairment. Such loans are written off after all the necessary procedures have been completed and the amount of the loss has been determined. Subsequent recoveries of amounts previously written off decrease the amount of the provision for loan impairment in the consolidated income statements.

### *Investments*

The purchases and sales of investments are recognized at the date of the negotiation (trade date) that corresponds to the date in which Credicorp commits itself to buy or sell the assets.

Investments acquired, including those directly from the issuer, mainly with the purpose of generating profits based on short-term price fluctuations, and are considered as financial assets at fair value through profit or loss (hereinafter “trading securities”). Investments available-for-sale are those intended to be held for an indefinite period, which may be sold in response to liquidity needs or changes in the interest rates, exchange rates or equity prices.

Trading investments and investments available-for-sale are initially recognized at cost, including the inherent costs of the transaction and are subsequently adjusted to their estimated fair value.

Estimated fair values are based primarily on quoted prices or, if quoted market prices are not available, discounted expected cash flows using market rates commensurate with the credit quality and maturity of the investment. All related realized and unrealized gains and losses of trading securities are included in the income statement. Unrealized gains and losses arising from changes in the fair value of securities classified as investments available-for-sale are recognized in equity, net of the related deferred income taxes. Unrealized gains or losses are recognized in income of the year when the investments available-for-sale are sold.

Credicorp determines that an available-for-sale investment is impaired when there has been a significant or prolonged decline in the fair value below its cost. The determination of what is significant or prolonged requires the management’s judgment. In making this judgment, Credicorp evaluates among other factors, the normal volatility in share price, evidence of deterioration in the financial health of the investee, industry and sector performance, changes in technology, and operational and financing cash flows. When a permanent impairment is present, the related unrealized loss is recognized in the consolidated income statement.

#### *Derivative financial instruments*

##### *Trading:*

Most transactions with derivatives, while providing effective economic hedges under Credicorp’s risk management positions, do not qualify for hedge accounting under the specific rules of IAS 39 and are therefore treated as trading derivatives.

Derivative financial instruments are initially recognized in the consolidated balance sheet at cost and subsequently are remeasured at their fair value. Fair values are obtained based on the market exchange rates or interest rates. All derivatives are carried as assets when fair value is positive and as liabilities when fair value is negative. Gain and losses for changes in their fair value are recorded in the consolidated income statements.

##### *Hedges:*

To qualify as a hedge, a derivate must be highly effective in offsetting the risk designated as being hedged. Credicorp documents, at the inception of the transaction, the relationship between hedging instruments and hedged items, as well as its risk management objective and strategy for undertaking the hedge transactions.

Credicorp also documents its assessment, both at hedge inception and on an ongoing basis, of whether the derivatives that are used in hedging transactions are highly effective in offsetting changes in fair values or cash flows of hedged items. If a hedge relationship is found to be ineffective, it no longer qualifies as a hedge and any excess gains or losses attributable to such ineffectiveness, as well as subsequent changes in fair value, are recognized as income in the consolidated financial statements.

As of December 31, 2006, Credicorp has only one derivative that qualifies for hedge purposes, which is an interest rate swap, classified as a cash flow hedge. See Note 20(d) to the Credicorp Financial Statements, which is an interest rate swap, classified as a cash flow hedge. The effective portion of changes in the fair value of this derivative is recognized in equity, and the gain or loss relating to the ineffective portion is recognized immediately in the consolidated income statement. Amounts accumulated in equity are recycled to the income statement in the periods in which the hedged item affects profit or loss.

**Embedded derivatives:**

In 2006, Credicorp has acquired certificates indexed to its share price that will be settled in cash (see Note 11(c) to the Credicorp Consolidated Financial Statements). These instruments reduce the liability exposure for the stock appreciation rights granted to employees. These instruments have been accounted at their fair value and are presented in the caption "Other assets" of the consolidated balance sheets.

*Foreign currency translation*

Credicorp's principal operations and transactions are established and liquidated in U.S. Dollars, and, as a result, Credicorp considers the U.S. Dollar to be its functional and presentation currency. See Note 3(c) to the Credicorp Consolidated Financial Statements.

The financial statements of each of Credicorp's subsidiaries are prepared using the currency of the country in which such subsidiary operates. The financial statements are then translated into U.S. Dollars as follows:

- (i) Monetary assets and liabilities for each balance sheet presented are translated at the free market exchange rate at the date of that balance sheet.
- (ii) Non-monetary accounts for each balance sheet presented are translated at the free market exchange rate at the date of the transactions.
- (iii) Income and expenses, except for those related to non-monetary assets, which are translated at the free market exchange rate at the date of the transaction, are translated monthly at the average exchange rate.

All resulting translation differences are recognized in the consolidated income statement.

*Income and expense recognition from banking activities*

Interest income and expense are recognized in the income statement for all instruments measured at amortized cost using the effective interest method. The effective interest method is a method of calculating the amortized cost of a financial assets or liability and allocating the interest income or expense over the relevant period on an accrual basis. Interest rates are determined based on negotiations with clients.

Interest income is suspended when collection of loans become doubtful, such as when overdue by more than 90 days or, if earlier, upon the borrower's or securities' issuer's default, and such income is excluded from interest income until received. Uncollected income on such loans is reversed against income. When the management determines that the debtor's financial condition has improved, the recording of interest thereon is reestablished on an accrual basis.



Interest income includes coupons earned on fixed income investment and trading securities and the accrued discount and premium on financial instruments. Dividends are recognized as income when they are declared.

Commission income is recognized on an accrual basis when earned. All other revenues and expenses are recognized on an accrual basis as earned or incurred.

*Recognition of income and expenses of insurance activities*

The premiums related to life and other insurance policies, of both long and short duration, are recognized as income when they accrue. A reserve for unearned premiums is recorded for the unexpired portion of the premiums.

The claims reserves are constituted under different methodologies depending on the type of reserve, line of business, type of product and type of coverage.

In the case of life insurance products, the claims reserves are calculated based on an estimation of the mortality (for life insurance), survival (for life annuities, death and disability pension system insurance and complementary insurance for work risk), or incidence (for personal injury) adjusting to the interest established when the product was designed. The reserves are calculated at the present value of the probable cash flows for pension payments, using mortality tables for the policyholders, beneficiaries and disabled who are covered at the date of the consolidated balance sheet adjusted based on interest rates determined based on the performance of the corresponding portfolio of investments.

The reserves corresponding to the universal life insurance policies form part of the technical life insurance reserves. The additional benefits granted to the policyholders originating from this type of policy are shown in the footnote to the net premiums earned for life and health insurance contract (See Note 21 to the Credicorp Consolidated Financial Statements) which include the surplus and interest accrued during the period which are credited to the balance of the policyholder.

The insurance claims are recorded when reported. The IBNR are estimated and reflected as provisions (liabilities). The reserves for IBNR at December 31, 2006 and 2005 have been estimated using generally accepted actuarial methods, which take into consideration the statistical analysis of the recorded loss history, the use of projection methods and when appropriate, qualitative factors used to reflect the effect of the present conditions or trends that affect historical data. Management considers that the estimated reserve is sufficient to cover liabilities for IBNR occurred during 2006 and 2005.

To determine the reserves for life, property and casualty and health insurance, Credicorp carries out a continuous review of its overall position, its reserving techniques and its reinsurance. The provisions are reviewed periodically by qualified actuaries contracted by Credicorp. In those cases where, upon further consideration it is determined that additional reserve is necessary, a calculation based on the claims past experience using the chain-ladder methodology or a percentage of the related premium is carried out. The technical provisions recorded are subject to a liability adequacy test to determine its sufficiency based on the future cash flow projections of the contracts in force. Changes to estimated reserves are included in the results of operations for the period.

The costs for acquiring the policies (commissions) that are variable and that are primarily related to the acquisition and renewal of insurance contracts (universal life) are deferred and amortized during the period of the policy. The recoverability of these deferred acquisition costs is reviewed annually.

Based on periodic review of the client portfolio, the management determines the provision for bad debt related to premiums and quotas receivable.

*Use of estimates*

In presenting the financial statements, management also makes estimates and assumptions that include the amount of valuation allowances on deferred tax assets, the amount of insurance reserves, the selection of useful lives of certain assets and the determination of whether a specific asset or group of assets has been impaired. Estimates, by their nature, are based on judgment and available information. Therefore, actual results could differ from those estimates.

**(2) Historical Discussion and Analysis**

The following discussion is based upon information contained in the Credicorp Consolidated Financial Statements and should be read in conjunction therewith. The Credicorp Consolidated Financial Statements have been prepared in accordance with IFRS, which differ in certain respects from U.S. GAAP. See Note 29, as restated, to the Credicorp Consolidated Financial Statements, which provides a description of the significant differences between IFRS and U.S. GAAP as they relate to Credicorp, and a reconciliation to U.S. GAAP of Credicorp's net income and shareholders' equity. The discussion in this section regarding interest rates is based on nominal interest rates. For a comparison of nominal interest rates with real interest rates, see "Item 4. Information on the Company—(B) Business Overview—(12) Selected Statistical Information—(i) Average Balance Sheets and Income from Interest-Earning Assets—Real Average Interest Rates."

The financial information and discussion and analysis presented below for 2004, 2005 and 2006 reflect the financial position and results of operations for 2004, 2005 and 2006 of Credicorp's subsidiaries. See "Item 3. Key Information—(A) Selected Financial Data."

At December 31, 2006, approximately 70.8% of Credicorp's deposits and 74.6% of its loans were denominated in foreign currencies, reflecting the historic lack of confidence in the Peruvian currency stemming from high inflation rates in prior years. With the reduction in the rate of inflation, Credicorp has begun to attract more Nuevo Sol-denominated deposits and to offer more Nuevo Sol-denominated loans. Nevertheless, Credicorp expects the majority of its deposits and loans to continue to be denominated in foreign currencies.

*Results of Operations for the Three Years Ended December 31, 2006*

The following table sets forth, for the years 2004, 2005 and 2006, the principal components of Credicorp's net income:

	<b>Year ended December 31,</b>		
	<b>2004</b>	<b>2005</b>	<b>2006</b>
	<i>(U.S. Dollars in thousands)</i>		
Interest income	US\$542,842	US\$612,432	US\$782,002
Interest expense	(160,298)	(173,159)	(283,478)
Net interest income	US\$382,544	US\$439,273	US\$498,524
Provision for loan losses	(16,131)	6,356	4,243
Net interest income after Provision	US\$366,413	US\$445,629	US\$502,767
Noninterest income	243,879	265,985	338,894
Insurance premiums earned net of claims on insurance activities	38,347	43,455	64,739
Other expenses	(459,928)	(477,073)	(585,058)
Merger costs	(3,742)	—	(5,706)
Income before translation result and income tax	US\$184,969	US\$277,996	US\$315,636
Translation result (loss) gain	US\$2,040	US\$(9,597)	US\$15,216
Income tax	(45,497)	(73,546)	(83,587)
<b>Net income</b>	<b>US\$141,512</b>	<b>US\$194,853</b>	<b>US\$247,265</b>
Net income attributable to:			
Credicorp's shareholders	130,747	181,885	230,013
Minority interests	10,765	12,968	17,252
<b>Net income</b>	<b>US\$141,512</b>	<b>US\$194,853</b>	<b>US\$247,265</b>

Consolidated net income attributable to Credicorp's shareholders increased from US\$181.9 million in 2005 to US\$230.0 million in 2006. Credicorp's consolidated net income increased from 2005 to 2006 principally due to: (i) higher average volumes in interest-earning assets mainly as a consequence of the strong expansion in the BCP banking business with the robust loan growth and the restructuring of the portfolio; (ii) lower loan loss provisions; (iii) greater commissions for financial services and higher gains on foreign exchange transactions and sale of securities; and (iv) a gain on translation result in 2006 versus a loss in 2005.

On the other hand, operating expenses increased 22.6% in 2006 to US\$585.1 million, principally as a result of increased expense on salaries and benefits. The increase in personnel expenses during 2006 was principally due to increases in salaries and stock appreciation rights (see Note 19 to the Credicorp Consolidated Financial Statements). The merger between Prima AFP and Unión Vida in December 2006 was another contributor to the rise in expenses.

*Net Interest Income*

Net interest income represents the difference between interest income on interest-earning assets and the interest paid on interest bearing liabilities. The following table sets forth the components of net interest income:

**Year ended December 31,**  
**2004                      2005                      2006**  
*(U.S. Dollars in thousands)*

**Interest income:**

Loans	US\$426,537	US\$447,392	US\$537,670
Deposits in banks	4,789	13,073	36,916
Deposits in Central Bank	15,357	24,054	56,970
Investment securities and others	93,903	124,360	141,305
Dividends	2,256	3,553	9,141
Total interest income	US\$542,842	US\$612,432	US\$782,002

**Interest expense:**

Saving deposits	US\$6,216	US\$9,234	US\$12,836
Time deposits	84,965	101,254	160,565
Issued bonds	27,651	24,332	25,283
Borrowing from other financial institutions and others	36,682	21,422	60,013
Demand deposits	4,784	16,917	24,781
Total interest expense	US\$160,298	US\$173,159	US\$283,478
Net interest income	US\$382,544	US\$439,273	US\$498,524

Credicorp's net interest income increased 13.5% in 2006 compared to 2005, which in turn increased 14.8% compared to 2004.

*Interest Income.* Interest income increased 27.7% in 2006, after increasing 12.8% in 2005 compared to 2004. The increase in 2006 was principally due to higher averages volumes in loans and deposits in the Central Bank. An important factor that contributed to the increase was higher loan volumes in wholesale banking since companies took loans to assure future liquidity given the uncertainty that preceded the presidential elections. See "Item 4. Information on the Company—(B) Business Overview—(12) Selected Statistical Information."

Average nominal interest rates earned by Credicorp on its loans increased to 9.9% in 2006 from 9.5% in both 2005 and 2004. The average nominal interest rate for foreign currency-denominated loans increased from 8.0% in 2004 to 8.1% in 2005 and to 8.8% in 2006. Interest rates for Nuevo Sol-denominated loans decreased from 17.3% in 2004 to 16.0% in 2005 and further to 13.7% in 2006.

The average balance of Credicorp's foreign currency-denominated loan portfolio increased 5.6% to US\$4,104.5 million in 2006 from US\$3,888.6 million in 2005, which in turn increased 1.7% from US\$3,823.4 million in 2004. The average balance of Credicorp's Nuevo Sol-denominated loan portfolio increased 20.2% from US\$691.7 million in 2004 to US\$831.4 million in 2005, and by 57.3% to US\$1,307.8 million in 2006. Credicorp's excess liquidity has continued through 2006. During 2006, an increasing proportion of loans went to commerce, small business, manufacturing and consumer sectors presenting higher risk, but these sectors also yielded higher margins. See "Item 4. Information on the Company—(B) Business Overview—(12) Selected Statistical Information."

*Interest expense.* Interest expense increased 63.7% in 2006 compared to 2005, and 8.0% in 2005 compared to 2004. Higher interest expense in 2006 and 2005 were principally due to increases in the volume of deposits and variable market rates on deposits. Average nominal interest rates paid on foreign currency-denominated deposits increased from 1.8% in 2004 to 1.9% in 2005, and further to 2.6% in 2006. Average nominal interest paid on Nuevo Sol-denominated deposits decreased from 2.1% in 2004 to 2.0% in 2005, but increased to 2.5% in 2006. The higher

increase in the average nominal interest rate paid in foreign currency-denominated deposits indicates that there is still greater preference for dollar denominated deposits. See “Item 4. Information on the Company—(B) Business Overview—(8) Competition” and “—(12) Selected Statistical Information.”

Credicorp's average foreign currency-denominated deposits increased 16.7% to US\$5,820.1 million in 2006 from US\$4,989.4 million in 2005, which in turn increased 24.9% from US\$3,993.8 million in 2004. Credicorp's average Nuevo Sol-denominated deposits increased 21.0% in 2006 to US\$2,005.0 million from US\$1,656.9 million in 2005, which in turn increased 57.4% from US\$1,052.7 million in 2004. See "Item 4. Information on the Company—(B) Business Overview—(12) Selected Statistical Information."

*Net interest margin.* Credicorp's net interest margin (net interest income divided by average interest-earning assets) decreased to 4.64% in 2006 compared to 4.90% in 2005 and 2004 as returns declined on interest-earning assets, mainly securities and Nuevo Sol-denominated loans, while funding costs remained relatively unchanged. See "Item 4. Information on the Company—(B) Business Overview—(12) Selected Statistical Information."

#### *Provision for Loan Losses*

Credicorp classifies by risk category all of its loans and other credits. Credicorp establishes its loan loss reserves based on criteria established by IAS 39 (see "Item 4. Information on the Company—(B) Business Overview—(12) Selected Statistical Information—(iii) Loan Portfolio—Classification of the Loan Portfolio"). Credicorp does not anticipate that the expansion of its loan portfolio or the consolidation of the activities of its subsidiaries will necessitate a change in its reserve policy.

The following table sets forth the movements in Credicorp's reserve for loan losses:

	<b>Year ended December 31,</b>				
	<b>2002</b>	<b>2003</b>	<b>2004</b>	<b>2005</b>	<b>2006</b>
	<i>(U.S. Dollars in thousands)</i>				
Reserves for loan losses at the beginning of the year	US\$344,433	US\$424,031	US\$326,677	US\$271,873	US\$218,636
Provisions	99,596	66,421	16,131	(6,356)	(4,243)
Acquisitions and sales	122,841	—	—	(9,024)	—
Recoveries of write-offs	12,050	17,416	32,287	35,032	44,284
Write-offs	(150,102)	(185,688)	(105,267)	(71,405)	(49,859)
Monetary Correction and Other	(4,787)	4,497	2,045	(1,484)	1,768
Reserves for loan losses at the End of the year	US\$424,031	US\$326,677	US\$271,873	US\$218,636	US\$210,586

Provisions for loan losses, charged against income net of recoveries, decreased 33.3% in 2006 (US\$4.2 million). Total recoveries of write-offs reached US\$44.3 and US\$49.9 million, respectively, increasing 26.4% and decreasing 30.2% from 2005, respectively. Provision expense in 2006 included US\$2.5 million required by BCB (compared to US\$2.1 million in 2005). The lower provision expense in 2006 and 2005 was principally due to improved loan quality, particularly with respect to BCP's loan portfolio, higher recoveries of charged-off accounts (mainly recoveries of clients of the retail group, which are small amounts recoveries) and a substantial improvement in the Peruvian economy. Balance of recoveries of previously charged-off accounts in 2006 amounted to US\$44.3 million (compared to US\$35.0 million in 2005). The middle market and small business sectors continued to require a majority of the provisions made during 2006 and 2005. Provisions net of recoveries for middle market and small businesses were US\$16.8 million in 2006 and US\$13.5 million in 2005.

Total reserves, which amounted to US\$210.6 million in 2006, include the allowance for direct and indirect credits for approximately US\$190.3 million and US\$20.3 million, respectively.

The effects of the increase in provisions were partly offset by write-offs of loans amounting to US\$49.9 million in 2006, a 30.2% decrease from US\$71.4 million in 2005, which in turn decreased 32.2% from US\$105.3 million in 2004. The loans charged off are primarily attributable to the removal of loans that were fully provided for and considered unrecoverable (see “Item 4. Information on the Company—(B) Business Overview—(12) Selected Statistical Information—(iii) Loan Portfolio—Loan Loss Reserves”).

#### *Noninterest income*

The following table reflects the components of Credicorp’s noninterest income:

	<b>Year ended December 31,</b>		
	<b>2004</b>	<b>2005</b>	<b>2006</b>
	<i>(U.S. Dollars in thousands)</i>		
Fees and commissions from banking services	US\$201,474	US\$206,163	US\$243,778
Net gains from sales of securities	10,135	8,965	27,281
Net gains on foreign exchange transactions	24,165	29,286	41,638
Other income	8,105	21,571	26,197
<b>Total non-interest income</b>	<b>US\$243,879</b>	<b>US\$265,985</b>	<b>US\$338,894</b>

Credicorp’s noninterest income, without including net premiums earned, increased 27.4% to US\$338.9 million in 2006 from US\$266.0 million in 2005, which in turn increased 9.1% from US\$243.9 million in 2004. Revenue increase in 2006 was principally due to an increase in fees and commissions from banking services, net gains from sales of securities and net gains on foreign exchange transactions.

Fees and commissions income from banking services increased 18.2% to US\$243.8 million in 2006 from US\$206.2 million in 2005, following a 2.3% increase in 2005 from US\$201.5 million in 2004. The increase in fees and commissions income from banking services in 2006 was principally due to growth in account maintenance, credit card and debit card fees, commissions for money orders and transfers and current and saving accounts. In 2005, growth in fees and commissions income was principally due to growth in credit card fees, fund transfer fees and collections.

Net gains from sales of securities increased 204.3% to US\$27.3 million in 2006 from US\$9.0 million in 2005, following a decrease in 2005 from US\$10.1 million in 2004. The increase in 2006 was principally due to gains from market value fluctuation on sales of investments due to high returns on the Lima Stock Exchange.

Net gains on foreign exchange transactions increased 42.2% to US\$41.6 million in 2006 from US\$29.3 million in 2005, which in turn increased 21.2% from US\$24.2 million in 2004. Net gains from foreign exchange transactions are not attributable to proprietary trading on the part of Credicorp. Higher gains in 2006 and 2005 were principally due to an increase in trading volume and higher spreads between buy and sell transactions.

Other income increased 21.4% to US\$26.2 million in 2006 from US\$21.6 million in 2005, after increasing 166.1% from US\$8.1 million in 2004. Other income principally consists of sales of assets seized, recoveries of other accounts receivable and other assets and other income. The increase in other income in 2006 was mainly due to revenues from the sale of assets seized (a gain of US\$9.2 million in 2006 compared to a gain of US\$6.2 million in 2005), net of recoveries of other accounts receivable and other assets (US\$1.8 million in 2006 compared to US\$4.5 million in 2005). Other income returned to a more regular level in 2004, mainly due to losses on the sale of foreclosed assets and lower other income. See Note 23 to Credicorp’s Consolidated Financial Statements.





*Insurance premiums and claims on insurance activities*

The following table reflects the premiums earned and claims incurred in connection with Credicorp's insurance activities:

	<b>Year ended December 31,</b>		
	<b>2004</b>	<b>2005</b>	<b>2006</b>
	<i>(U.S. Dollars in thousands)</i>		
Net premiums earned	US\$192,672	US\$218,955	US\$251,261
Net claims incurred	(34,791)	(42,569)	(46,587)
Increase in costs for future benefits for life and health policies	(119,534)	(132,931)	(139,935)
Total net premiums and claims	US\$38,347	US\$43,455	US\$64,739

Net premiums and claims show significant increases in 2006 compared to 2005 and in turn compared to 2004. See "Item 4. Information on the Company—(B) Business Overview—(6) Pacífico Peruano Suiza." Net premiums increased 14.8% to US\$251.3 million in 2006 from US\$219.0 million in 2005.

Premiums for general insurance lines, which accounted for 48.0% of total premiums, increased 3.2% in 2006 after a 7.8% increase in 2005.

Gross premiums (including premium transfer and reserve adjustments) increased 3.8% to US\$372.6 million in 2006 from US\$359.0 million in 2005 after increasing 4.2% from 2004. The increase in 2006 was principally due to a 6.1% increase in the life and pension insurance lines which reached US\$117.2 of gross premiums in 2006 compared to US\$110.1 million in 2005. On the other hand, the increase in 2005 was due to a 7.8% increase in the general insurance lines. Security and property insurance (48.0% of total premiums) increased 3.2% in 2006 after increasing 7.8% in 2005. Furthermore, fire insurance (27.7% of total premiums) decreased 11.9% in 2006 after increasing 1.8% in 2005.

Life insurance (31.0% of total premiums) increased 6.1% in 2006 after increasing 1.8% in 2005. The higher increase in 2006 was principally due to an increase in the volume in all life insurance branches except life annuities, which decreased 24.0% in 2006 due to conservative investment policies. Provisional insurance increased 28% in 2006, after an increase of 30% in 2005 and a decrease of 7% in 2004.

During 2006, claims on insurance activities increased by 6.3% to US\$186.5 million from US\$175.5 million in 2005, mainly due to an increase in the total gross premiums. In 2005, net claims increased 13.7% from US\$154.3 million in 2004 mainly due to an increase in claims in the marine hull business. However, the net loss ratio, defined as net claims paid as a percentage of net premiums earned, decreased to 72.0% in 2006 from 78.9% in 2005, and was similar to that of 2004 (72.4%).

*Other Expenses*

The following table reflects the components of Credicorp's other expenses:

	2004	Year ended December 31, 2005	2006
	<i>(U.S. Dollars in thousands)</i>		
Salaries and employee benefits	US\$202,729	US\$236,347	US\$303,332
General and administrative	153,096	138,294	172,304
Depreciation and amortization	46,595	38,728	50,317
Provision for assets seized	14,639	16,959	6,387
Other	42,869	46,745	52,718
Merger costs	3,742	—	5,706
Total other expenses and merger costs	US\$463,670	US\$477,073	US\$590,764

Personnel expenses increased 28.3% in 2006 compared to 2005, after a 16.6% increase in 2005, compared to 2004. The number of Credicorp personnel increased to 11,532 in 2006 from 9,544 in 2005, which in