

**BY-LAWS OF**  
**ORIENTAL BANK**

**ARTICLE I**  
**STOCKHOLDERS**

**Section 1. Place of Meetings.** All annual and special meetings of stockholders shall be held at the principal office of the Bank or at such other place as the Board of Directors may determine.

**Section 2. Annual Meeting.** A meeting of the stockholders of the Bank for the election of directors and for the transaction of any other business of the Bank shall be held annually within 120 days after the end of the Bank's fiscal year at such date and time within such 120-day period as the Board of Directors may determine.

**Section 3. Special Meeting.** Special meetings of the stockholders, for any purpose or purposes, may be called at any time by the President or the Board of Directors, and shall be called by the Chairman of the Board, the President or the Secretary upon the written request of the holders of not less than twenty percent (20%) of the paid-in capital of the Bank entitled to vote at the meeting. The written request specified above shall state the purpose or purposes of the meeting and shall be delivered at the principal office of the Bank addressed to the Chairman of the Board, the President or the Secretary.

**Section 4. Conduct of Meetings.** The Board of Directors shall designate, when present, the Chairman of the Board or, if he or she is not present, the Vice Chairman of the Board, to preside at any and all stockholders' meetings. The Secretary, or, in the absence of the Secretary, an Assistant Secretary, shall act as secretary of the meeting, but in the absence of the Secretary and any Assistant Secretary the chairperson of the meeting may appoint any person to act as secretary of the meeting. The chairperson shall conduct such proceedings as are customary in this kind of meeting, procuring at all times order and impartiality in the debates. The order of business at each such meeting shall be as determined by the chairperson of the meeting. The chairperson shall have the right and authority to prescribe such rules, regulations and procedures and to do all such acts and things as are necessary or desirable for the proper conduct of the meeting, including, without limitation, the establishment of procedures for the maintenance of order and safety, limitations on the time allotted to questions or comments on the affairs of the Corporation, restrictions on entry to such meeting after the time prescribed for the commencement thereof, and the opening and closing of the voting polls for each item on which a vote is to be taken.

**Section 5. Notice of Meetings.** Notice of all meetings of stockholders shall be mailed to each stockholder of the Bank at least thirty (30) days prior to the date for each such meeting, and in addition, if the Bank has more than a single stockholder entitled to vote at the meeting, a notice of each meeting of stockholders shall be published twice a week for the two (2) consecutive weeks immediately preceding the date of the meeting in two (2) newspapers of general publication.

**Section 6. Fixing of Record Date.** For the purpose of determining stockholders entitled to notice of or to vote at any meeting of stockholders or any adjournment thereof, or stockholders entitled to receive payment of any dividend, or in order to make a determination of stockholders for any other proper purpose, the Board of Directors shall fix in advance a date as the record date for any such determination of stockholders. Such record date in any case shall not precede the date upon which the resolution fixing the record date is adopted by the Board of Directors and which record date: (i) in the case of determination of stockholders entitled to vote at any meeting of stockholders shall not be more than sixty (60) nor less than ten (10) days before the date of such meeting; and (ii) in the case of the payment of dividends shall not be more than sixty (60) days prior to the date for the payment of such dividends. When a determination of stockholders entitled to vote at any meeting of stockholders has been made as provided in this Section 6, such determination shall apply to any adjournment thereof; provided, however, that the Board of Directors may fix a new record date for determination of stockholders entitled to vote at the adjourned meeting.

**Section 7. Voting Lists.** At least ten (10) days before each meeting of the stockholders, the officer or agent having charge of the stock transfer books for shares of the Bank shall make a complete list of the stockholders entitled to vote at such meeting, or any adjournment thereof arranged in alphabetical order, with the address of and the number of shares held by each. This list of stockholders shall be kept on file at the principal office of the Bank and shall be subject to inspection by any stockholder at any time during usual business hours for a period of ten (10) days prior to such meeting. Such list shall also be produced and kept open at the time and place of the meeting and shall be subject to the inspection of any stockholder during the entire time of the meeting. The original stock transfer book shall constitute prima facie evidence of the stockholders entitled to examine such list or transfer books or to vote at any meeting of stockholders.

**Section 8. Quorum.** A majority of the outstanding shares of the Bank entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of stockholders. If less than a majority of the outstanding shares is represented at a meeting, a majority of the shares so represented may adjourn the meeting from time to time without further notice; provided that the date of the adjourned meeting shall not be less than eight (8) days after the date for which the first meeting was called. At such adjourned meeting at which a quorum shall be present or represented, any business may be transacted which might have been at the meeting as originally notified. The stockholders present at a duly organized meeting may continue to transact business until adjournment, notwithstanding the withdrawal of enough stockholders to leave less than a quorum.

**Section 9. Proxies.** At all meetings of stockholders, a stockholder may vote by proxy executed in writing by the stockholder or its duly authorized attorney in fact. Proxies solicited on behalf of the management shall be voted as directed by the stockholder or, in the absence of such direction, as determined by a majority of the Board of Directors. Proxies must be filed with the Secretary of the Bank.

**Section 10. Voting of Shares by Certain Holders.** Shares standing in the name of another corporation may be voted by any officer, agent or proxy as the by-laws of such corporation may prescribe, or, in the absence of such provision, as the board of directors of such corporation may determine. Shares held by an administrator, executor, guardian or conservator may be voted by it, either in person or by proxy, without a transfer of such shares into its name. Shares standing in

the name of a trustee may be voted by it, either in person or by proxy, but no trustee shall be entitled to vote shares held by it without a transfer of such shares into its name. Shares standing in the name of a receiver may be voted by such receiver, and shares held by or under the control of a receiver may be voted by such receiver without the transfer thereof into its name if authority to do so is contained in an appropriate order of the court or other public authority by which such receiver was appointed.

A stockholder whose shares are pledged shall be entitled to vote such shares until the shares have been transferred into the name of the pledgee, and thereafter the pledgee shall be entitled to vote the shares so transferred.

Neither treasury shares of its own stock held by the Bank nor shares held by another corporation, if a majority of the shares entitled to vote for the election of directors of such other corporation are held by the Bank, shall be voted at any meeting or counted in determining the total number of outstanding shares at any given time for purposes at any meeting.

**Section 11. Cumulative Voting.** At each annual meeting of stockholders in which more than one director is being elected, every stockholder entitled to vote at such election shall have the right to vote, in person or by proxy, the number of shares owned by the stockholder for as many persons as there are directors to be elected and for whose election the stockholder has a right to vote, or to cumulate the votes by giving one candidate as many votes as the number of such directors to be elected multiplied by the number of its shares shall equal, or by distributing such votes on the same principle among any number of candidates.

**Section 12. Election of Directors.** For as long as the Bank has a single stockholder entitled to vote, the members of the Board of Directors of the stockholder shall also be elected to the Board of Directors of the Bank and shall serve as provided in these By-laws.

## ARTICLE II BOARD OF DIRECTORS

**Section 1. General Powers.** The business and affairs of the Bank shall be under the direction of the Board of Directors. The Board of Directors shall annually elect a Chairman of the Board and a President from among its members and shall designate, when present, either the Chairman of the Board or the President to preside at its meetings.

**Section 2. Number and Term.** The Board of Directors shall consist of such number of directors as established from time to time by resolution of the Board of Directors approved by an absolute majority of directors; provided that the total number of directors shall always be an odd number and not less than the minimum number required by the Bank's articles of incorporation. The Board of Directors shall be divided into the number of classes set forth in the Certificate of Incorporation. If divided into three classes, the members of each class shall be elected for a term of three years and until their successors are elected and qualified. One class shall be elected by ballot annually. If the directors are not divided into any classes, then all of the directors will be elected annually for a term of office to expire at the next succeeding annual meeting of stockholders and when their respective successors are elected and qualified. No director shall be

elected, re-elected or nominated for election or re-election, as the case may be, after attaining the age of seventy-one (71) , although the Corporate Governance and Nominating Committee may recommend, and the Board may approve, the nomination of a director after attaining the age of seventy one (71) if, due to special or unique circumstances, it is in the best interest of the Company and its stockholders that the director continue to be nominated for reelection to the Board. Also, provided such director was not nominated, notwithstanding his age, based on a determination that, due to special or unique circumstances, it is in the best interest of the Company, the term of a director shall end at the earliest of (i) the annual meeting of stockholders following the date such director attains the age of seventy-one (71) or (ii) the end of the term for which he or she was elected to the Board of Directors.

**Section 3. Meetings.** All meetings of the Board of Directors shall be held at the principal office of the Bank or in any other office of the Bank in or outside Puerto Rico. Meetings of the Board of Directors shall not be held less than once each month.

**Section 4. Qualification.** Each director shall be of legal age. A majority of the directors shall be bona fide residents of Puerto Rico.

**Section 5. Special Meetings.** Special meetings of the Board of Directors may be called by or at the request of the Chairman of the Board, the President or one-third of the directors, and at such place as the person calling the meeting shall designate.

**Section 6. Notice.** Written notice of any special meeting shall be given to each director at least two (2) days prior thereto if delivered personally or by fax or electronic mail, or at least five (5) days prior thereto if delivered by postal mail at the address at which the director is most likely to be reached. Such notice shall be deemed to be delivered when deposited in the U.S. postal mail so addressed, with postage thereon prepaid if mailed, or when delivered if sent by fax or electronic mail. Any director may waive notice of any meeting by a writing filed with the Secretary. The attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting.

**Section 7. Quorum.** A majority of the directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, but if less than such majority is present at a meeting, a majority of the directors present may adjourn the meeting from time to time. Notice of any adjourned meeting shall be given in the same manner as prescribed by Section 6 of this Article II.

**Section 8. Manner of Acting.** The act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless a greater number is prescribed by applicable laws or regulations or by these By-laws.

**Section 9. Resignation.** Any director may resign at any time by sending a written notice of such resignation to the principal office of the Bank addressed to the Chairman of the Board or

the President. Unless otherwise specified therein, such resignation shall take effect at such time as may be determined by the Board of Directors at their discretion.

**Section 10. Vacancies.** Any vacancy occurring in the Board of Directors may be filled by the affirmative vote of a majority of the remaining directors. A director elected to fill a vacancy shall be elected to serve until the next election of directors by the stockholders. Any directorship to be filled by reason of an increase in the number of directors may be filled by the affirmative vote of a majority of the Board of Directors for a term of office continuing only until the next election of directors by the stockholders.

**Section 11. Compensation.** No director shall be entitled to any salary as such, but the Board of Directors may fix, from time to time, a reasonable fee to be paid to each director for his or her services in attending meetings of the Board of Directors or of any authorized committee. The Board of Directors may also provide that such compensation, as it deems reasonable, shall be paid to any or all of its members for services rendered to the Bank other than attendance at meetings of the Board of Directors or its committees.

**Section 12. Removal of Directors.** At a meeting of stockholders called expressly for that purpose, any director may be removed for cause by a vote of the holders of a majority of the shares then entitled to vote at an election of directors. If less than the entire Board is to be removed, no one of the directors may be removed if the votes cast against the removal would be sufficient to elect a director if then cumulatively voted at an election of the class of directors of which such director is a part.

**Section 13. Action by Directors Without a Meeting.** Any action required or which may be taken at a meeting of the Board of Directors, or of a committee thereof, may be taken without a meeting if a all members of the Board of Directors or committee, as the case may be, consent thereto in writing or by electronic transmission, and the writing(s) or electronic transmission(s) are filed with the minutes of proceedings of the Board of Directors or committee, as the case may be. Such consent shall have the same effect as a unanimous vote.

**Section 14. Action by Directors by Communications Equipment.** Any action required or which may be taken at a meeting of directors, or of a committee thereof, may be taken by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time.

### ARTICLE III

#### EXECUTIVE AND OTHER COMMITTEES

**Section 1. Appointment.** The Board of Directors, by resolution adopted by a majority of the full Board, may, from time to time appoint, any number of committees, which may be composed of one (1) or more directors and such other administrative and executive officers as the Board may determine.

**Section 2. Authority.** These committees shall and may exercise those powers that the Board of Directors may so delegate and shall have the name or names that from time to time the Board of Directors may determine by resolution.

**Section 3. Minutes, Reports.** Minutes shall be kept of all meetings of the committees. The minutes of each meeting, together with such reports in writing as may be required to fully explain any business or transactions, shall be submitted to the Board of Directors at the next regular session after each meeting. The Board of Directors shall approve or disapprove the minutes and/or reports and record such action in the minutes of the meeting.

**Section 4. Appointment, Term of Office.** Members of the committees shall be appointed by the Board for such term as the Board may determine, and all members of the committees shall serve at the pleasure of the Board.

**Section 5. Quorum.** A majority of the members of any committee shall constitute a quorum. A majority of the votes cast shall decide every question or matter submitted to a committee.

## **ARTICLE IV OFFICERS**

**Section 1. Positions.** The officers of the Bank shall be a President, one or more Vice Presidents, a Secretary and a Treasurer, each of whom shall be elected by the Board of Directors. The Board of Directors may also designate the Chairman of the Board as an officer. The President shall be the Chief Executive Officer, unless the Board of Directors designates the Chairman of the Board as Chief Executive Officer. The President shall be a director of the Bank. The offices of the Secretary and Treasurer may be held by the same person and a Vice President may also be either the Secretary or the Treasurer. The Board of Directors may designate one or more Vice Presidents as Executive Vice President or Senior Vice President. The Board of Directors may also elect or authorize the appointment of such other officers as the business of the Bank may require. The officers shall have such authority and perform such duties as the Board of Directors may from time to time authorize or determine. In the absence of action by the Board of Directors, the officers shall have such powers and duties as generally pertain to their respective offices.

**Section 2. Election and Term of Office.** The officers of the Bank shall be elected annually at the first meeting of the Board of Directors held after the annual meeting of the stockholders. If the election of officers is not held at such meeting, such election shall be held as soon thereafter as possible. Each officer shall hold office until a successor has been duly elected and qualified or until the officer's death, resignation or removal in the manner hereinafter provided. Election or appointment of an officer, employee or agent shall not of itself create contractual rights. The Board of Directors may authorize the Bank to enter into an employment contract with any officer in accordance with regulations of the Board, but no such contract shall impair the right of the Board of Directors to remove any officer at any time in accordance with Section 3 of this Article IV.

**Section 3. Removal.** Any officer may be removed by the Board of Directors whenever, in its judgment, the best interests of the Bank will be served thereby, but such removal, other than for cause, shall be without prejudice to the contractual rights, if any, of the person so removed.

**Section 4. Vacancies.** A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

**Section 5. Remuneration.** The remuneration of the officers shall be fixed from time to time by the Board of Directors.

## ARTICLE V

### CONTRACTS, LOANS, CHECKS AND DEPOSITS

**Section 1. Contracts.** To the extent permitted by applicable laws and regulations, and except as otherwise prescribed by these By-laws with respect to stock certificates, the Board of Directors may authorize any officer, employee or agent of the Bank to enter into any contract or execute and deliver any instrument in the name and on behalf of the Bank. Such authority may be general or confined to specific instances.

**Section 2. Loans.** No loans shall be contracted on behalf of the Bank and no evidence of indebtedness shall be issued unless authorized by the Board of Directors. Such authority may be general or confined to specific instances.

**Section 3. Checks, drafts.** All checks, drafts or other orders for the payment of money, notes and other evidences of indebtedness issued in the name of the Bank shall be signed by one or more officers, employees or agents of the Bank in such manner as shall from time to time be determined by the Board of Directors.

**Section 4. Deposits.** All funds of the Bank not otherwise employed shall be deposited from time to time to the credit of the Bank in any one of its authorized depositories as the Board of Directors select.

## ARTICLE VI

### STOCK AND STOCK CERTIFICATES

**Section 1. Transfer.** Shares of stock shall be transferable on the books of the Bank, and a transfer book shall be kept in which all transfer of stock shall be recorded. Every person becoming a stockholder by such transfer shall, in proportion to his or her shares, succeed to all rights and liabilities of the prior holder of such shares.

**Section 2. Stock Certificates.** Certificates of stock shall bear the signature of the Chairman, the President or any Vice President (which may be engraved, printed or impressed), and shall be signed manually or by facsimile process by the Secretary or an Assistant Secretary,

or any other officer appointed by the Board of Directors for that purpose, to be known as an Authorized Officer, and the seal of the Bank shall be engraved thereon. Each certificate shall recite on its face that the stock represented thereby, is transferable only upon the books of the Bank properly endorsed.

**Section 3. Owner of Record, Attachment, Pledge.** Shares of stock are transferable by all means recognized by law, if there is no attachment levied against them under competent authority, but as long as the transfer is not signed and recorded in the transfer books the Bank shall be entitled to consider as owner thereof the party who appears as such in said books.

**Section 4. Lost or Destroyed Stock Certificates.** In the event any certificate of stock shall be lost or destroyed, the Board may order a new certificate to be issued in its place upon receiving such proof of loss and such bond of indemnity therefore as may be satisfactory to the Board of Directors. New certificates may be issued without requiring any bond when in the judgment of the Board it is proper to do so.

**Section 5. Transfer Agent.** The Board of Directors may designate any person, whether or not an officer of the Bank, as stock transfer agent or registrar of the Bank with respect to stock certificates or other securities issued by the Bank.

## ARTICLE VII CORPORATE SEAL

**Section 1. Form.** The official seal of the Bank shall consist of two concentric circles between which shall be the name of the Bank. The year of formation or an emblem of the Bank may appear on the center of the inner circle.

## ARTICLE VIII MISCELLANEOUS PROVISIONS

**Section 1. Fiscal Year.** The fiscal year of the Bank shall be from January 1 to December 31 of each year.

**Section 2. Dividends.** The Board of Directors may from time to time declare, and the Bank may pay dividends in cash or in shares of capital stock of the Bank, in the manner and upon the terms and conditions provided by applicable law and the Bank's articles of incorporation, as amended from time to time.

**Section 3. Conflict with Laws.** The provisions of these By-laws in conflict with any applicable law shall superseded by any such law without affecting the validity of the remaining provisions hereof.



**Section 4. Amendments.** These By-laws may be altered, amended or repealed, or new bylaws may be adopted, by the Board of Directors or by the stockholders pursuant to applicable law and the Bank's articles of incorporation, as amended from time to time.