

BANCO POPULAR ESPAÑOL, S.A.
TOTALBANK
TAILORED RESOLUTION PLAN

December 31, 2014

I. Executive Summary

In order to promote financial stability, Section 165(d) of the Dodd-Frank Act requires “covered companies” to file contingency plans describing how large bank holding companies could be sold or wound down in a way that would mitigate adverse effects to the financial stability of the United States in the event of the material financial distress or failure of the bank. Banco Popular Español, S.A. (“Banco Popular”) is a covered company pursuant to 12 CFR § 243.2(f)(iii) (the “Resolution Plan Rule”), which states that “covered companies” include “[a]ny foreign bank or company that is a bank holding company...and that has \$50 billion or more in total consolidated assets.”

Banco Popular may file a tailored resolution plan in lieu of a full resolution plan because Banco Popular meets the requirements set forth in 12 CFR § 243.4(a)(3)(i). Banco Popular has less than \$100 billion in total U.S. nonbank assets and the assets of its U.S. insured depository institution operations, branches, and agencies comprise eighty-five percent (85%) or more of Banco Popular’s U.S. total consolidated assets. Additionally, pursuant to a from the Board of Governors of the Federal Reserve System (the “Board”) and the Federal Deposit Insurance Corporation (the “FDIC”) dated August 14, 2014, Banco Popular is exempted from the informational requirements set forth in 12 CFR § 243.4 other than the requirements of 12 CFR § 243.4(b)(2)&(3).

On April 3, 2014, Banco Popular’s Board of Directors submitted written notice to the Board and the FDIC of Banco Popular’s intent to submit a tailored resolution plan pursuant to 12 CFR § 243.4(a)(3). The Board and the FDIC acknowledged receipt of this written notice on June 24, 2014.

Pursuant to the Resolution Plan Rule, Banco Popular submits this tailored resolution plan (the “Tailored Plan”).

On December 31, 2013, Banco Popular filed its initial tailored resolution plan (the “2013 Tailored Plan”). Since the filing of the 2013 Tailored Plan, Banco Popular has not experienced any material events or made any material changes which would impact the 2013 Tailored Plan and has not engaged in any activities in the United States outside the activities of its wholly-owned FDIC-insured subsidiary, TotalBank.

II. Strategic Analysis

Banco Popular has no activities in the United States other than the activities of its wholly-owned subsidiary, TotalBank. The FDIC routinely examines TotalBank, and the FDIC is in a position to liquidate or place TotalBank in receivership in the unlikely event of the material financial distress or failure of TotalBank. In the event of the failure of TotalBank, TotalBank would be closed by its primary regulator, the Florida Office of Financial Regulation, and thereafter upon appointment of the FDIC as receiver, the affairs of TotalBank would be liquidated or wound up by the FDIC pursuant to 12 U.S.C. §1821. Because Banco Popular conducts no additional activities in the United States and the inter-company transactions between the entities are not material, Banco Popular does not believe any additional advance resolution planning is required.

III. Corporate Governance

The Board of Directors of Banco Popular granted express authority to approve and file this Tailored Plan to: Jorge Rossell, Francisco Garcia-Nieto, Lydia (“Lyan”) Fernandez, and Jose Marina. These individuals have primary responsibility for overseeing the development, maintenance, implementation, and filing of the Tailored Plan. This group of individuals includes members of the executive management of TotalBank and the Board of Directors of TotalBank who are responsible for timely reporting to Banco Popular regarding the Tailored Plan. The Board of Directors of Banco Popular has approved the filing of this Tailored Plan.

BancoPopular does not believe any additional action is required in order to ensure future compliance with the Resolution Plan Rule.

IV. Organizational Structure

Banco Popular is chartered by the Bank of Spain and had \$193.3 billion of total assets as of September 30, 2014. Banco Popular has no activities in the United States other than the activities of its wholly-owned subsidiary, TotalBank. The headquarters of TotalBank and Banco Popular are:

TotalBank
100 SE 2nd St., 32nd Floor
Miami, FL 33131
(305) 448-6500

Banco Popular Español, S.A.
José Ortega y Gasset 29, 1^o
28006 Madrid
Spain
011-3491-520-7098

TotalBank is a Florida state-chartered, non-member bank, with \$2.67 billion of total assets as of September 30, 2014. TotalBank has no nonbank activities.

The key management officials of TotalBank are set forth in Exhibit A.

TotalBank’s consolidated balance sheets for the year ending December 31, 2013 and the nine months ending September 30, 2014 are attached in Exhibit B.

Banco Popular’s Annual Report is attached in Exhibit C. The Annual Report includes information on the material components of the liabilities of Banco Popular.

V. Management Information Systems

TotalBank and Banco Popular do not have integrated management information systems or applications and TotalBank would not be impacted by the results or activities of any nonbank subsidiaries of Banco Popular, the covered company. The activities of Banco Popular pose no risk or threat to TotalBank.

VI. Supervisory and Regulatory Information

Banco Popular is chartered, supervised, and regulated by the Bank of Spain, the national central bank of Spain. Contact information for the Bank of Spain is:

Banco de España
C/ Alcalá, 48
28014 Madrid
+(34) 91 338 50 00

Banco Popular has no activities in the United States other than the activities of its wholly-owned subsidiary, TotalBank. TotalBank, a Florida state-chartered, non-member bank, is supervised and regulated by the Florida Office of Financial Regulation, which is responsible for ensuring the safety and soundness of TotalBank. Contact information for the Florida Office of Financial Regulation is:

Florida Office of Financial Regulation
200 E. Gaines Street
Tallahassee, FL 32399
(850) 487-9687

VII. Interconnections and Interdependencies

There are no interconnections or interdependencies among Banco Popular and its material entities, and among the critical operations and core business lines of Banco Popular that, if disrupted, would materially affect the funding or operations of Banco Popular, its material entities, or its critical operations or core business lines in the United States.

Identified Interconnections and Interdependencies are as follows:

- (i) TotalBank's Board of Directors. As the sole shareholder of TotalBank, Banco Popular elects TotalBank's Board of Directors and also has representatives on TotalBank's Board of Directors who are employees of Banco Popular.
- (ii) Inclusion of TotalBank in Banco Popular's consolidated financial statements. Banco Popular receives monthly financial and operating reports from TotalBank and consolidates TotalBank's results and operations in Banco Popular's financial statements. However, all of TotalBank's systems are based in the United States and are independent of Banco Popular's hardware and software systems.
- (iii) Servicing agreements and arrangements between TotalBank and Banco Popular. TotalBank acts as servicer for approximately \$186.1 million of loans in Florida. Substantially all of these loans were acquired by Banco Popular from TotalBank for cash at TotalBank's book value in connection with the recapitalization of TotalBank.

- (iv) Banking relationships – At September 30, 2014, TotalBank had \$19.6 million of deposits with Banco Popular maintained in Euros and British Pounds and bearing interest at rates ranging between 1.00% and 3.50%. Banco Popular has granted TotalBank an unsecured \$100 million line of credit. \$0 was outstanding on the line of credit at September 30, 2014. At September 30, 2014, TotalBank had contingent credit exposure associated with Banco Popular of approximately \$20.6 million. There are no risk transfers, cross guarantees, cross collateral arrangements, cross default provisions or cross affiliate netting arrangements.

VIII. Contact Information

The senior management official responsible for serving as a point of contact regarding the Tailored Plan is:

Jorge Rossell, Chairman
c/o TotalBank
100 SE 2nd St., 32nd Floor
Miami, FL 33131
(305) 772-7425
JRossell@totalbank.com

Exhibit A

Board of Directors	
Jorge Rossell	Chairman, TotalBank
Luis de la Aguilera	President & CEO, TotalBank
Jacobo Gonzalez-Robatto	General Director, Banco Popular Español, S.A.
Lyan Fernandez	Chief Operating Officer, EVP, TotalBank
Jose Marina	Chief Financial Officer, EVP, TotalBank
Sergio Gonzalez	University Advancement, SVP, University of Miami
Raquel Matas	Associate Dean of Administration, University of Miami School of Law
Javier Soto	President, The Miami Foundation
Alexander Reus	Partner, Diaz Reus & Targ LLP
Benigno Pazos	Chief Credit Officer, EVP, TotalBank
Executive Management Team	
Jorge Rossell	Chairman
Luis de la Aguilera	President, CEO
Lyan Fernandez	Chief Operating Officer, EVP
Jose Marina	Chief Financial Officer, EVP
Ramon Rodriguez	Bank Lending Division, EVP
Benigno Pazos	Chief Credit Officer, EVP
Lourdes Rey-Wilson	Human Resources, EVP
Nelson Hidalgo	Banking Center Division, EVP
Francisco Garcia-Nieto	International Personal Banking, EVP

Exhibit B

[TotalBank's consolidated balance sheets for the year ending December 31, 2013 and the nine months ending September 30, 2014]

Exhibit C

[Banco Popular's Annual Report]