

**NON-CONSOLIDATED AND CONSOLIDATED ANNUAL ACCOUNTS
OF THE ABSORBED COMPANY CORRESPONDING TO FISCAL
YEAR 2009**

BANCA CIVICA, S.A. was incorporated by means a public deed executed on June 9, 2010, registered with the Commercial Registry of Madrid on June 15, 2010 and with the Registry of Banks and Bankers of the Spanish Central Bank on June 17, 2010.

Therefore, there are no annual accounts of the absorbed company (BANCA CIVICA, S.A.) corresponding to fiscal year 2009.