Aresbank

www.aresbank.es

BASEL II - PILLAR III
DISCLOSURES 2014

Aresbank

Pillar III disclosures
December 31st 2014

40th Anniversary
1975-2015

40th Anniversary
1975-2015

ARESBANK PILAR III DISCLOSURES (December 31st, 2014)

TABLE OF CONTENTS

1 INTRODUCTION

On 26 June 2013 the Basel III legal framework was incorporated in the European legal order through Directive 2013/36 (CRD IV), and Regulation 575/2013 on prudential requirements for credit institutions and investment firms (CRR).

CRD IV was introduced into Spanish law through Law 10/2014 on the ordering, supervision and solvency of credit institutions. The CRR is directly applicable in Member States from 1 January 2014. The CRR provides for a phase-in period that will allow institutions to adapt gradually to the new requirements in the European Union. The phase-in arrangements have been introduced into Spanish law through Bank of Spain Circular 2/2014, with implementation starting in 2014 and ending, in some cases, in 2024. The phase-in affects both the new deductions from capital and the instruments and elements of capital that cease to be eligible as capital under the new regulations. The capital conservation buffers provided for in CRD IV will also be phased in gradually, starting in 2016 and reaching full implementation in 2019.

The regulatory framework is based on three pillars:

- Pillar I defines the regulatory minimum capital requirements by providing rules and regulations for measurement of credit risk, market risk and operational risk. The requirement of capital has to be covered by own regulatory funds.

- Pillar II addresses the bank´s internal processes for assessing overall capital adequacy in relation to risks (ICAAP). Pillar II also introduces the Supervisory Review and Evaluation Process, which assesses the internal capital adequacy.

- Pillar III complements the other two pillars and focuses on enhanced transparency in information disclosure, covering risk and capital management, including capital adequacy.

This document gathers main aspects of the disclosure required under Pillar III. Materiality and relative worth are also taken into account.

This document is organized as follows:

Firstly, it gives an overview of internal governance structure and risk governance functions.

Secondly it provides the detail of capital structure and the capital charge with an overview of the approach taken by Aresbank to Pillar I and provides the profile of risk assets according to rules defined by Bank of Spain.

Finally, an overview of risk management current situation and measurement practices are presented, with emphasis in credit risks, and it sets out the related monitoring procedures.

2 INTERNAL GOVERNANCE STRUCTURE

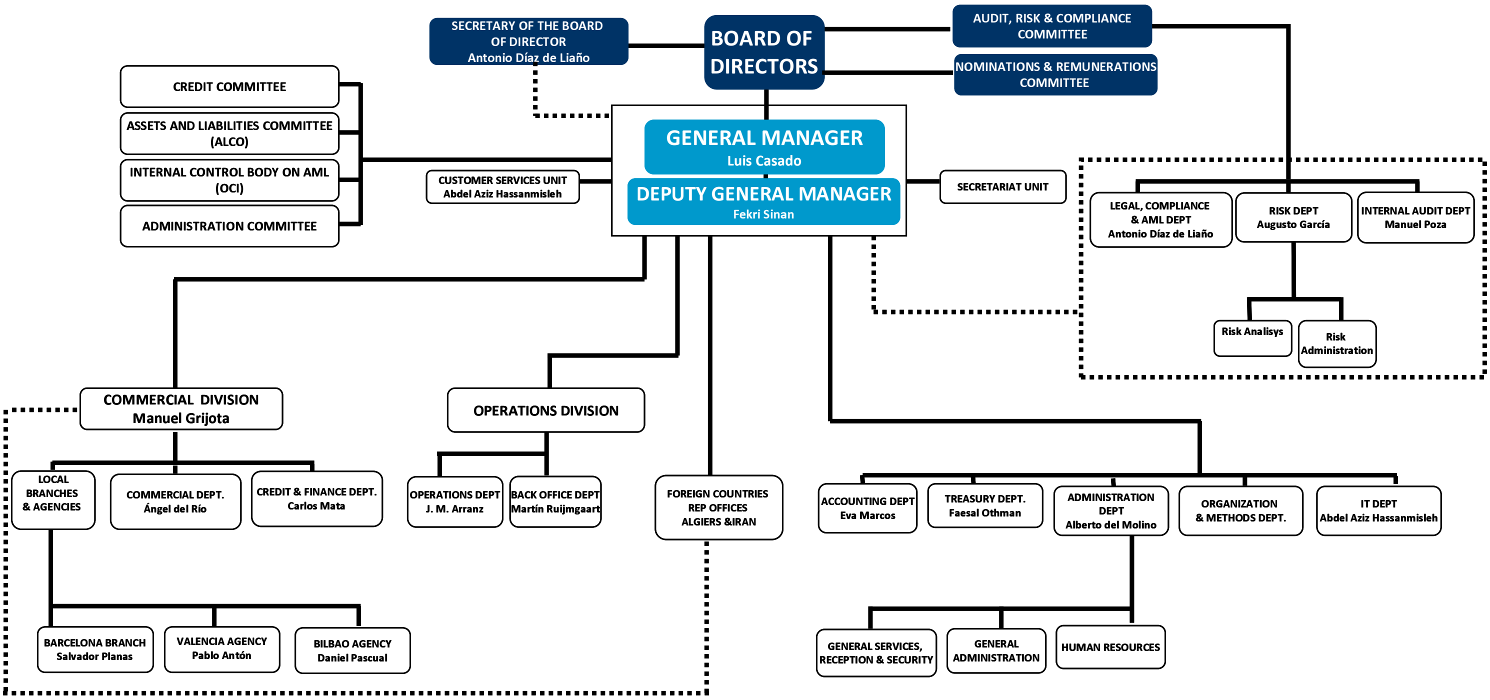
Aresbank's internal governance structure has been set up primarily to serve the business needs of its Head Office located in Madrid, and its branch located in Barcelona. Most of the business transactions are carried out centrally at the Head Office and are closely monitored by the General Management.

The assumed risks are to be managed and controlled in such a manner as to guarantee at all times the fulfillment of the following two concrete conditions which form the business objective of the Bank:

- That the risks, once assumed, are subject to regular supervision to check their progress and to take when necessary the appropriate rectifying action as mandated by the Bank.

- That all the Bank's risks are authorized and controlled from the headquarters; maintaining at all times a prudent profile adequate to the experience and the available resources in Aresbank.

The purpose of the Bank's organizational structure is to guarantee an adequate level of control that assures a suitable segregation of functions while at the same time aiming to achieve its business objective. The current Aresbank's organizational structure is as follows:



The Bank understands that the control functions need to maintain independence from business operations. As a result, the Internal Audit department, as well as, the Risk Management Unit report functionally to the Audit, Risk and Compliance Committee and administratively to the Bank's General Management.

As part of its overall management the Bank has also put in place the following committees:

1. Credit Committee
2. Asset Liability Committee
3. Administration Committee
4. Internal Control Committee

Also, there is a Nominations and Remunerations Committee depending on the Board of Directors.

3 RISK GOVERNANCE

The following guidelines underpin the Risk and Capital Management function at Aresbank:

- The Board of Directors provides overall risk and capital management supervision for the bank.
- The Audit, Risk and Compliance Committee informs the Board of Directors about outstanding risks and operational performance.
- The ongoing management of risk is supported by control procedures to ensure compliance with specified limits, defined responsibilities, and the monitoring of indicators.
- The main goal is the management of credit, market, liquidity, operational, business and reputation risks as well as the capital in a coordinated manner at all relevant levels within the organization.
- The risk management function is made independent of other departments

Aresbank has restructured its organization to move towards the globally followed best practices of separation of risk management from the day-to-day business operations. The bank's Risk Management Department is responsible for the design and application of the bank's risk management framework. This risk management framework includes:

- Risks identification: The Bank endeavors to identify all material risks that may affect it. Identification is a continuous and pro-active process and it covers all the current activities of the Bank as well as new products and initiatives.
- Risk policies: The Bank establishes policies in order to ensure that the Bank's business units comply with the designed risk management framework.
- Measuring and handling risks: The Bank continually monitors models and validates risk parameters to ensure that risk measurement gives a fair presentation of the underlying portfolios and transactions.
- Risk controls: The Bank has established an independent control environment to monitor and enforce approved policies and limits.
- Risk reporting: The Bank applies periodically risk reporting at all levels of the organization with openness in the reporting of risk factors to the Bank's Board of Directors.

4 CAPITAL STRUCTURE AND SOLVENCY

On 31st December 2014 the capital base of Aresbank comprises of (a) Tier I capital which includes share capital of the bank 300,001 Thousand Euro, and reserves that amounted to a total of 11,420 Thousand Euro, a retained earnings of 4,580 Thousand Euro and a profit of current period of 24,844 Thousand Euro, and (b) Tier 2 capital which consists only of generic provisions 1,917 Thousand Euro.

Aresbank reports its banking solvency calculated according to the relevant guidelines issued by the Spanish regulator. Aresbank´s Capital Adequacy ratio is 60.95%.

(EUR '000)

Breakdown of Capital Base	Tier I	Tier II	Total
Share Capital	300,001	--	300,001
Profit – (Losses) (Audited)	24,844	--	24,844
Retained Earnings	4,580	--	4,580
Reserve	11,420	--	11,420
Generic Provision	--	1,917	1,917
Tier I and Tier II	**340,845**	**1,917**	**342,762**

Risk weighted assets (RWA)	
Credit Risk	457,881
Market Risk	30,463
Operational Risk	31,700
Total RWA	**520,044**
Capital Adequacy Ratio	**60.95%**
Of TIER I ratio	**60.58%**

(*considering Tier I without audited results)

Solvency information

4.1 Capital Requirements under Pillar I and Pillar II

The following table provides an aggregation of risks and the capital required for each of them, according to Pillar I and Pillar II of Basel II.

(EUR '000)

RISKS	Pillar I Capital Charge	Pillar II Capital Charge
Credit Risk (1)	36,630	--
Market Risk (2)	2,437	--
Operational Risk (3)	2,536	507
Interest Rate Risk in Banking Book (4)	--	--
Credit Concentration Risk (5)	--	11,135
Liquidity Risk (6)	--	0
Other Risks (7)	--	2,080
Total Capital Requirements (1+2+3+4+5+6+7)	**41,603**	**13,722**

Capital charges for Pillar I and Pillar II

5. PROFILE OF RISK WEIGHTED ASSETS AND CAPITAL CHARGE

For the risks covered under the Pillar I, the Bank adopted the following approaches as at 31st December 2014:

- Credit Risk – Standardized Approach.
- Market Risk – Standardized Method.
- Operational Risk – Basic Indicator Approach.

5.1 Credit Risk Weighted Assets

The exposures are classified as mentioned under the Basel II capital adequacy framework covering the standardized approach for credit risk. Aresbank calculates risk weighted assets as product of the exposure and relevant risk weight determined by its supervisor. Risk weights are determined by the category of borrower and depend upon external credit assessments by ECAIs (Standard & Poors, Moodys and Fitch) and also on the type of product.

(EUR '000)

Asset Class	Gross Exposure	Value of Credit Exposure (after CRM and CCF adjustments)	Risk Weighted Assets	Capital Charge
Central Banks	23,774	23,774	0	0
Financial Institutions	838,359	838,587	247,524	19,801
Corporate	256,975	247,459	167,293	13,383
Retail	2,097	1,997	593	47
Mortgages	12,840	12,840	4,494	359
Past Due	167	22	26	2
Other Assets	39,970	38,742	37,951	3,036
Total			**457,881**	**36,630**

Credit risk weighted asset and capital charge by asset class

5.2. Market Risk Weighted Assets

The bank does not have a material trading book; it recorded a capital requirement of 2,437 Thousand Euro for market risk due to a foreign exchange position.

5.3. Operational Risk Weighted Assets

The Operational Risk capital charge, 2,536 Thousand Euro, is based on the average of positive gross income of previous three years multiplied by 15%. The total Operational Risk Weighted Assets amounts to 31,700 Thousand Euro.

(EUR '000)

	2014	**2013**	**2012**
Gross Income	25,610	13,731	11,370

Gross income for latest three years

6. RISK MANAGEMENT PRACTICES

6.1. Credit Risk Thresholds

Credit exposure to individual customers or customer groups is controlled through a tiered hierarchy of delegated approval authorities based on the risk of the customer. Where unsecured facilities sought are considered to be beyond prudential limits, Aresbank credit risk policies require collateral to mitigate credit risk in form of cash, or legal charges over third party guarantees. On the other hand, credit risk policy includes specific guidelines to set counterparty or group of counterparty limits to diversify its portfolio according to credit risk.

6.2. Credit Risk Concentration

Concentrations arise when a number of counterparties are engaged in similar business activities, or/and activities in the same geographic region, that cause their ability to meet contractual obligations to be similarly affected by changes in economic, political or other conditions. Risk concentrations are identified accordingly.

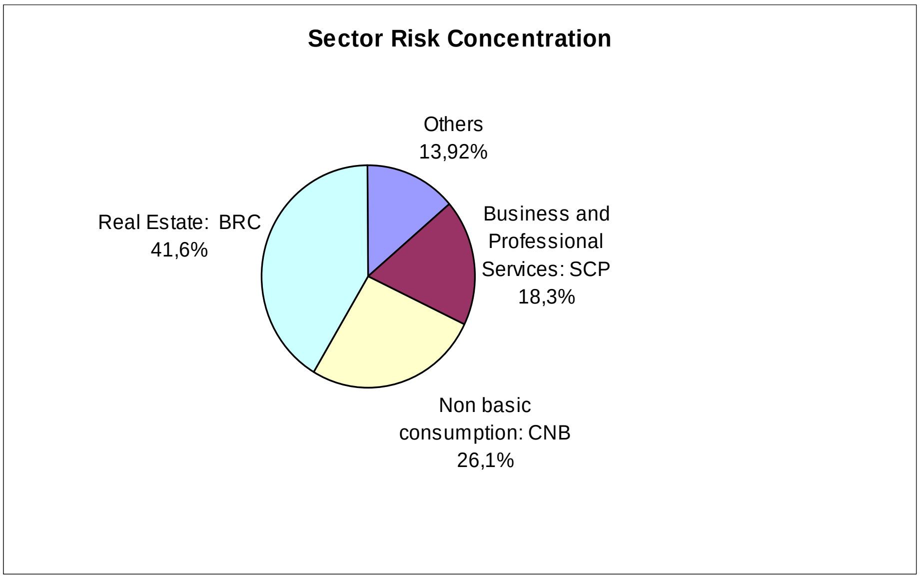
Analyzing risk concentration by type of activity and by geographical area at the end of 2104, financial entities registered a total risk, in and out of balance, of 767,932 Thousand Euro, mirroring 77% of total credit risk. In particular, a total a mount of 494,132 Thousand Euro was interbank money market loans, of which 288,918 Thousand Euro was registered with Spanish financial entities.

Secondly, concentration in oil-activity out of EU showed a total amount of 81,160 Thousand Euro. And finally, it was also noted the concentration activity in Spanish construction and real state sector that accounted 46,227 Thousand Euro.

6.2.1 Sector concentration Risk

From the sectorial point of view, 41.6% of the Bank portfolio in E.U. (excluding interbank market) is related to real state sector, followed by non basic consumption in a 26.1% and business and professional services in business and professional services in a 18.3%.

The following graph is a detail of sector concentration risks in E.U. excluded interbank risks, as 31st December 2014:



Sector concentration risk

6.3. Credit Risk Mitigation

The amount and type of collateral depend on an assessment of credit risk of counterparty. Collaterals are monitored, and additional collateral is requested in accordance with the underlying agreement if necessary.

The following table breaks down the eligible Credit Risk Mitigation (CRM) used by the Bank as 31st December 2014:

Type of CRM	Amount *(EUR '000)*	Asset Class of Counterparty
Real Guarantees	23,683	Financial Institutions
Real Guarantees	1,796	Corporate
Real Guarantees	1,045	Retail
Guarantees Received	4,823	Financial Institutions
Guarantees Received	92,171	CESCE

Credit Risk Mitigation by Asset Class

6.4. Impairment of assets

An assessment is made periodically by Aresbank to determine whether there is objective evidence that a specific financial asset or group of financial assets may be impaired. If such evidence exists, an impairment loss is recognized.

Evidence of impairment may include indications that the borrower or a group of borrowers is experiencing significant financial difficulty, default or the probability that they will enter bankruptcy.

6.4.1 Doubtful assets, specific and country risk provisions

Below there is a classification by type of doubtful exposure, both on balance sheet and contingent exposures, and by type of provision, both specific and country risk provisions held as of 31st of December 2014.

(EUR '000)

Classification Type	Exposures	Provisions
Balance sheet	167	167
Contingent exposures	460	388
Total	**627**	**555**
Country risk on balance sheet	30,000	1,515
Country risk on contingent exposures	35	4
Total	**30,035**	**1,519**

Doubtful assets, specific and country risk provisions

Additionally the bank allocates generic provision for an amount of 1,324 Thousand Euro (for debt exposure) and 593 Thousand Euro (for contingent exposure).

6.5. Interest rate Risk Management

Interest rate risk arises from the possibility that changes in interest rates will affect future profitability or the fair values of financial instruments. The bank is exposed to interest rate risk as a result of mismatches of interest rate re-pricing of assets and liabilities.

Assessment of IRRBB

Interest Rate Risk in Banking Book (IRRBB) refers to the risk of loss in earnings or economic value of the Bank's Banking Book as a consequence of movement in interest rates.

Capital Charge for IRRBB is worked out using Economic Value Approach. The Bank does not experience significant gap between the duration of assets and duration of liabilities indicating a low impact on Economic Value of Equity (EVE). This is specifically conceptualized through the methodology 'Duration Gap'.

In order to calculate the change in the economic value of Equity interest rate risk in banking book, the Bank assumes a 200 basis point positive shift as the extreme interest rate scenario.

(EUR '000)

Modified Duration (Assets) (DA)	0,170
Modified Duration(Liabilities) (DL)	0,207
Weight (RSL / RSA)	0,575
Modified Duration Gap (Balance Sheet), Years (DGAP)	0,051
Modified Duration of Equity	0,124
For a 200 bps Rate shock the drop in equity value	0,25%

Rate Shock	2,00%

Economic Value of Equity	**300.635,36**
Change in Economic Value of Equity	**(779,92)**

Change in Economic Value of Equity under a shift of 200 basic points

The ratio (Capital Held – Change in EVE) / Capital Required under Pillar I , after applying the shock stands greater than 350% and hence no capital is required to be kept for Pillar II.

6.6. Liquidity Risk Management

Liquidity risk is the risk that maturing assets may not cover cash flow obligations (or liabilities). The bank is generally in a position of comfortably of liquidity.

Assessment of Liquidity Risk

All assets and liabilities are mapped to respective time buckets as per their residual maturities. Liquidity statement and positive gaps (both absolute and cumulative mismatch) across all the time buckets on 31st December 2014, are presented in the following table:

(EUR '000)

Time Buckets	Assets	Liabilities	Gap	Cumulative Gap
Up to 1 Month	304,899	224,408	80,491	80,491
1 Month to 3 Months	306,021	287,234	18,787	99,278
3 Months to 6 Months	16,109	1,550	14,559	113,837
6 Months to 12 Months	106,657	128	106,529	220,366
1 Year to 5 Years	83,315	0	83,315	303,681
Over 5 Years	23,141	6,817	16,324	320,005

Liquidity Position & Mismatches

Liquidity capital charge for Pillar II is calculated with a combined assessment of both quantitative and qualitative approaches. Liquidity quantitative analysis is worked out using the standard models like maturity based gap analysis and cost of funding in short term. Qualitative assessment uses liquidity ratios and self assessments to evaluate liquidity management. A summary of internal assessment scores of both quantitative and qualitative approaches used for calculation of liquidity charge for Pilar II are presented below:

Key Risk Factors	Fixed Weight (a)	Score
Stock Approach (cuantitative ratios)	40%	39.25%
Flow Approach	30%	73.33%
Asset Liability Management	20%	50.00%
Adherence to Reserve Ratios	10%	100.00%
Qualitative Score		57.70%
Cost of Funding Short Tem Liquidity Gap (LIBOR1M)		0.02%
Impact on Economic Capital		
Quantitative Assessment based Charge		0
Adjustment based on Qualitative Assessment Score		0
Liquidity Risk Capital Charge		0

Liquidity Capital Charge

6.7. Operational Risk Management

Operational risk is defined as the risk of loss resulting from inadequate or failed internal processes or systems, or from external events. The bank intends to develop in short an operational risk framework, which includes identification, measurement, management, and monitoring and risk control elements. As this operational framework is still pending to be implemented, it has been decided to add a residual operational risk charge for Pillar II of 507 Thousand Euro to Pillar I capital charge of 2,536 Thousand Euro.

6.8. Capital Management

The bank aims to maintain an optimum level of capital to enable it to pursue strategies that build long-term shareholder value. Its key principle is to have an adequate capital that is maintained as buffer for unexpected losses. In this sense, Aresbank assesses its accomplishment with capital guidelines as stated in Basel III: Tier 1 Capital Ratio is over 6%, Aresbank covers the 4.5% common equity requirement, plus 2.5% capital conservation buffer, plus 2.5%countercyclical capital buffer and the Minimum Total Capital Ratio is over 10.5 %.

The bank has an approach to risk and business strategy which analyses current and future capital needed according to its business planning.

The computable own funds of the Bank as of December 31, 2014 (without the profit of the year) are as follows:

	Thousand €
	2014
Total Own funds	316,965
Tier I capital	**315,048**
Paid-in capital	300,001
Own shares (-)	-
Share premium	-
Retained earnings	4,580
Reserves	11,420
Minority interest recognized in common Tier I capital	-

Temporary Adjustments due to additional minority interest	-
Goodwill (-)	-
Other intangible assets (-)	(953)
Excess of elements deducted from additional Tier I capital with regard of additional Tier I capital (-)	-
Common Tier I capital instruments of entities belonging to the financial sector in which the Bank has a significant investment (-)	-
Other temporary adjustments from common Tier I capital	-
Excess of elements deducted from additional Tier I capital with regard of additional Tier I capital (-)	-
Other deductions of the additional Tier I capital in accordance with Article 3 of CRR	-
Tier II capital	
General credit risk adjustments (standardised approach)	1,917
Additional deductions of the Tier II capital in accordance with Article 3 of CRR	-
Capital adequacy ratio (Tier I)	**60.58%**
Surplus (+) / Deficit (-) of common Tier I capital	291,646
Total capital adequacy ratio	60.95%
Surplus (+) / deficit (-) of capital	**275,362**

The computable own funds of the Group as of December 31, 2013 calculated according with Circular 3/2008, of May 22 of Bank of Spain are the following:

	Thousand €
	2013
Computable Capital	**292,918**
Paid-in capital	292,918
Own shares	-
Share premium	-
Computable reserves	**24,228**
Reserves	24,228
Computable valuation adjustments as original own funds	-
Deductions from own funds	**-**
Other deductions of the original own funds in accordance with national legislation	-
Intangible assets	-
Original own funds	**317,146**
Second category own funds	**1,898**
Deductions from second category own funds	**-**
Total own funds for solvency	**319,044**

Own funds requirements	**(35,945)**
Credit risk, counterparty, and dilution (standardised approach)	(33,369)
Price and Exchange rate risk	(708)
Operational risk	(1,868)
Transitory and other own funds requirements	**-**
Total requirements	**(35,945)**
Surplus of own funds	**283,099**

CONTACT INFORMATION

HEAD OFFICE

Paseo de la Castellana, 257
28046 MADRID

Telephones:	
913 14 95 95	(General)
913 14 96 97	(Treasury)

Fax:	
913 14 97 68	(Management)
913 14 97 08	(Foreign Trade Department)
913 14 95 87	(Treasury Department)
913 14 96 90	(Payment & Client Services Department)
913 14 97 47	(Accountancy Department)
913 14 97 26	(Administration Department)

SWIFT CODE: AREBESMM

REUTERS CODE: AREX

Web site: www.aresbank.es
E-mail: aresbank@aresbank.es

BARCELONA BRANCH

Paseo de Gracia, 103 - 1ª
08008 BARCELONA

Telephone:
934 67 19 50 (General)

Fax:
934 87 46 87

SWIFT CODE: AREBESMMBAR

E-mail: aresbank.barcelona@aresbank.es

Mercantile Registry of Madrid, Volume 6,823, Page 81, Sheet nº M-111.123, Inscription 140
C.I.F. A-28386191.

Aresbank

www.aresbank.es

Madrid

Aresbank, S.A. - Head Office
Paseo de la Castellana, 257
28046 MADRID (Spain)

Tel: +34 91 314 95 95

Fax: 91 314 97 68

Barcelona

Aresbank, S.A. Branch
Paseo de Gracia, 103 - 1ª Planta
08008 BARCELONA (Spain)

Tel:+34 93 467 19 50

Fax: 93 487 46 87

Valencia

Aresbank, S.A. Comercial Agent
Zona Levante
C/Barón de Cárcer, 50
46001 VALENCIA (Spain)

Tel: +34 962 057 066 /

+34 673 860 558

Fax: +34 962 057 548

Bilbao

Aresbank, S.A. Comercial Agent
C/ Elcano, 14, Entr. Dcha.
48008 BILBAO (Spain)

Tel:+34 944 340 778/

+34 672 303 511

Fax: +34 944 104 537