BANK OF CHILE
Form 20-F
April 26, 2012
Table of Contents

As filed with the Securities and Exchange Commission on April 25, 2012

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 20-F

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d)

OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 2011

Commission file number 001-15266

BANCO DE CHILE

(Exact name of Registrant as specified in its charter)

BANK OF CHILE

(Translation of Registrant s name into English)

REPUBLIC OF CHILE

(Jurisdiction of incorporation or organization)

Banco de Chile

Paseo Ahumada 251

Santiago, Chile

(562) 637-1111

(Address of principal executive offices)

Pedro Samhan E.

Banco de Chile

Paseo Ahumada 251

Santiago, Chile

Telephone: (562) 653-5150

Facsimile: (562) 653-5156

(Name, telephone, e-mail and/or facsimile number and address of company contact person)

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
American Depositary Shares, each representing 600 shares of common stock, without nominal (par) value (ADSs)	**New York Stock Exchange**
Shares of common stock, without nominal (par) value	**New York Stock Exchange (for listing purposes only)**

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

None

(Title of Class)

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

None

(Title of Class)

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:

Shares of common stock: 86,942,514,973

Table of Contents

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

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 x No ¨

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes ¨ No x

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. (Check one):

Large accelerated filer x Accelerated filer ¨ Non-accelerated filer ¨

Indicate by check mark which basis of accounting the registrant has used to prepare the financial statements included in this filing:

U.S. GAAP ¨ IFRS x Other ¨

If Other has been checked in response to the previous question, 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 x

TABLE OF CONTENTS

PART I

PART II

PART III

Table of Contents

FORWARD-LOOKING STATEMENTS

This annual report on Form 20-F contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended (the Securities Act), Section 21E of the Securities Exchange Act of 1934, as amended (the Exchange Act), and the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. Although we have based these forward-looking statements on our expectations and projections about future events, it is possible that actual results may differ materially from our expectations. In many cases, we include a discussion of the factors that are most likely to cause forward-looking statements to differ from actual results together with the forward-looking statements themselves. These statements appear throughout this annual report, including, without limitation, under Item 4. Information on the Company and Item 5. Operating and Financial Review and Prospects. Examples of such forward-looking statements include:

- projections of operating revenues, net income (loss), net income (loss) per share, capital expenditures, dividends, capital structure or other financial items or ratios;
- statements of our plans, objectives or goals, including those related to anticipated trends, competition and regulation;
- statements about market risks, including interest rate risk and foreign exchange risk;
- statements about our future economic performance or that of Chile or other countries in which we operate; and
- statements of assumptions underlying such statements.

Words such as believe, anticipate, plan, aims, seeks, expect, intend, target, objective, estimate, project, potential, pred could, may, will, should and similar expressions are intended to identify forward-looking statements but are not the exclusive means of identifying such statements. These statements may relate to (i) our asset growth and financing plans, (ii) trends affecting our financial condition or results of operations and (iii) the impact of competition and regulations, but are not limited to such topics. Forward-looking statements are not guarantees of future performance and involve risks and uncertainties, and actual results may differ materially from those described in such forward-looking statements included in this annual report as a result of various factors (including, without limitation, the actions of competitors, future global economic conditions, market conditions, foreign exchange rates and operating and financial risks), many of which are beyond our control. The occurrence of any such factors not currently expected by us could significantly alter the results set forth in these statements.

Factors that could cause actual results to differ materially and adversely include, but are not limited to:

- changes in general economic, business, political or other conditions in Chile, or changes in general economic or business conditions in Latin America or the United States;
- changes in capital markets in general that may affect policies or attitudes towards lending to Chile or Chilean companies;
- increased costs;
- increased competition and changes in competition or pricing environments, including the effect of new technological developments;

- unanticipated increases in financing and other costs or the inability to obtain additional debt or equity financing on attractive terms;
- natural disasters;
- the effect of future tax laws on our business; and

Table of Contents

the factors discussed under Risk Factors.

You should not place undue reliance on forward-looking statements, which speak only as of the date that they were made. This cautionary statement should be considered in connection with any written or oral forward-looking statements that we may issue in the future. We do not undertake any obligation to publicly release any revisions to such forward-looking statements after the filing of this annual report to reflect later events or circumstances or to reflect the occurrence of unanticipated events.

THE MERGER

On January 1, 2008, Banco de Chile (the Bank) merged with Citibank Chile in a transaction in which Banco de Chile was the surviving corporate entity. As used in this annual report, unless the context otherwise requires, references to Banco de Chile relating to any date or period prior to January 1, 2008 (the effective date of the merger) are to Banco de Chile as it existed prior to the consummation of the merger, and such references relating to any date or period on or after January 1, 2008 are to Banco de Chile after the consummation of the merger.

PRESENTATION OF FINANCIAL INFORMATION

We prepare our audited consolidated financial statements in Chilean pesos and in accordance with International Financial Reporting Standards (IFRS) as issued by the International Accounting Standards Board (IASB). References in this annual report to IFRS mean IFRS as issued by the IASB.

Until and including our consolidated financial statements included in our annual report on Form 20-F for the year ended December 31, 2008, we prepared our audited consolidated financial statements in accordance with generally accepted accounting principles in Chile as supplemented by the applicable rules of the *Superintendencia de Bancos e Instituciones Financieras de Chile* (the Superintendency of Banks) (Chilean GAAP), with reconciliations to generally accepted accounting principles in the United States (U.S. GAAP). As required by IFRS 1 *First Time Adoption of International Financial Reporting Standards*, our financial position as of December 31, 2008 and our results of operations for the year ended December 31, 2008 were restated in accordance with IFRS 1 for comparative purposes. Reconciliations and a description of the transition to IFRS, and the effects on our assets, liabilities, equity, net income and cash flows are presented in Note 5 to our audited consolidated financial statements included in our annual report on Form 20-F for the year ended December 31, 2009 filed with the Securities and Exchange Commission (the SEC) on June 29, 2010. Unless otherwise indicated, the financial information included in this annual report with respect to 2009, 2010 and 2011 has been derived from financial statements that have been prepared in accordance with IFRS. See Note 2(a) to our audited consolidated financial statements as of and for the year ended December 31, 2011 appearing elsewhere in this annual report. IFRS differs in certain significant respects from Chilean GAAP. As a result, our financial information presented under IFRS is not directly comparable to any of our financial information presented under Chilean GAAP. Accordingly, readers should avoid such comparison.

Since adopting IFRS, we are no longer required to reconcile our financial statements to U.S. GAAP.

In this annual report, references to $, U.S.$, U.S. dollars and dollars are to United States dollars, references to pesos or Ch$ are to Chilea (see Note 2(g) to our audited consolidated financial statements as of and for the year ended December 31, 2011 appearing elsewhere in this annual report), and references to UF are to *Unidades de Fomento.* The UF is an inflation-indexed Chilean monetary unit of account with a value in Chilean pesos that is linked to and adjusted daily to reflect changes in the Consumer Price Index (CPI) of the *Instituto Nacional de Estadísticas* (the Chilean National Statistics Institute). As of December 31, 2011, one UF equaled Ch$22,294.03.

This annual report contains translations of certain Chilean peso amounts into U.S. dollars at specified rates solely for your convenience. These translations should not be construed as representations that the Chilean peso amounts actually represent such U.S. dollar amounts, were converted from U.S. dollars at the rate indicated in preparing our audited consolidated financial statements as of and for the year ended December 31, 2011 or could be converted into U.S. dollars at the rate indicated. Until November 30, 2011 Banco de Chile applied the observed exchange rate reported by the *Banco Central de Chile* (the Central Bank) in order to translate its financial statements from Chilean pesos to U.S. dollars. However, from December 1, 2011, Banco de Chile adopted the

Table of Contents

exchange rate of accounting representation, or spot exchange rate for such matters. This is also described in Item 3. Key Information Selected Financial Data Exchange Rates. Thus, unless otherwise indicated, the U.S. dollar amounts have been translated from Chilean pesos based on the exchange rate of accounting representation as of December 30, 2011 (as December 31, 2011 was not a business day) as determined by our Treasury, on a daily basis, based on the average of the daily closing bid and offer rates reported by Bloomberg for the Santiago Stock Exchange. The exchange rate of accounting representation on April 23, 2012 was Ch$488.60 = U.S.$1.00. As of the same date, the observed exchange rate was Ch$486.07 = U.S.$1.00.

The observed exchange rate reported by the Central Bank is based on the rate for the prior business day in Chile and was the exchange rate specified by the Superintendency of Banks to be used by Chilean banks in the preparation of their financial statements until December 31, 2010.

The Federal Reserve Bank of New York does not report a noon buying rate for Chilean pesos.

Unless otherwise specified, all references in this annual report to total loans are to loans to customers before deducting allowances for loan losses, and they do not include loans to banks or contingent loans. In addition, all market share data and financial indicators for the Chilean banking system as compared to Banco de Chile s financial information presented in this annual report are based on information released periodically by the Superintendency of Banks, which is published under Chilean GAAP and prepared on a consolidated basis.

In this annual report, total past-due loans refers to the installments that are 90 or more days overdue and the remaining outstanding balance of such loan (principal and interest) overdue. See Item 4. Information on the Company Selected Statistical Information Classification of Loan Portfolio Based on the Borrower s Payment Performance.

According to Chilean regulations and for the purposes of this annual report, regulatory capital (Regulatory Capital) consists of:

- basic capital, which is composed of our paid-in capital, reserves and retained earnings, excluding capital attributable to subsidiaries and foreign branches (Basic Capital); and

- supplementary capital, which is composed of the following: (i) our subordinated bonds, considered at issue price (reduced by 20% for each year during the period commencing six years prior to maturity), but not exceeding 50% of our Basic Capital; plus (ii) our voluntary allowances for loan losses (up to 1.25% of risk-weighted assets to the extent voluntary allowances exceed those that banks are required to maintain by law or regulation); minus (iii) our goodwill and unconsolidated investments in companies.

Certain figures included in this annual report and in our audited consolidated financial statements as of and for the year ended December 31, 2011 have been rounded for ease of presentation. Percentage figures included in this annual report have not in all cases been calculated on the basis of such rounded figures but on the basis of such amounts prior to rounding. For this reason, percentage amounts in this annual report may vary slightly from those obtained by performing the same calculations using the figures in our audited consolidated financial statements as of and for the year ended December 31, 2011. Certain other amounts that appear in this annual report may similarly not sum due to rounding.

Inflation figures are those reported by the Chilean National Statistics Institute, unless otherwise stated herein or required by the context.

MACRO-ECONOMIC AND MARKET DATA

In this annual report, all macro-economic data relating to the Chilean economy is based on information published by the Central Bank. All market share data, financial indicators and other data relating to the Chilean financial system are based on information published periodically by the Superintendency of Banks, which is published under Chilean GAAP and prepared on a consolidated basis.

Table of Contents

PART I

Item 1. Identity of Directors, Senior Management and Advisors

Not Applicable.

Item 2. Offer Statistics and Expected Timetable

Not Applicable.

Item 3. Key Information

SELECTED FINANCIAL DATA

The following tables present historical financial information about us as of the dates and for each of the periods indicated. The following tables should be read in conjunction with, and are qualified in their entirety by reference to, our audited consolidated financial statements as of and for the year ended December 31, 2011 appearing elsewhere in this annual report. The financial information for the years ended December 31, 2008, 2009, 2010 and 2011 is presented under IFRS.

Our audited consolidated financial statements have been prepared in accordance with IFRS for the years ended December 31, 2008, 2009, 2010 and 2011.

	For the Year Ended December 31,				
	2008	2009	2010	2011	2011
	(in millions of Ch$, except share and per share data)				(in thousands of U.S.$)[1]
IFRS:					
CONSOLIDATED STATEMENT OF INCOME DATA					
Interest revenue	Ch$ 1,659,350	Ch$ 900,407	Ch$ 1,092,003	Ch$ 1,501,684	U.S.$ 2,888,965
Interest expense	(885,263)	(222,883)	(324,377)	(624,209)	(1,200,864)
Net interest income	774,087	677,524	767,626	877,475	1,688,101
Net fees and commissions income	234,361	251,855	292,262	308,773	594,023
Net financial operating income	384,836	(138,179)	17,163	58,101	111,776
Foreign exchange transactions, net	(353,012)	220,999	63,762	(7,973)	(15,339)
Other operating income	30,937	22,190	23,584	24,735	47,586
Provisions for loan losses	(149,374)	(241,345)	(157,651)	(146,925)	(282,657)
Total operating expenses	(563,491)	(491,749)	(544,227)	(613,611)	(1,180,476)
Income attributable to associates	3,564	840	1,609	3,054	5,875
Income before income taxes	361,908	302,135	464,128	503,629	968,889
Income taxes	(35,313)	(40,389)	(46,513)	(65,442)	(125,897)
Net income from continued operations, net of taxes	326,595	261,746	417,615	438,187	842,992
Net income from discontinued operations, net of taxes	38,459				

Net income for the year	Ch$	365,054	Ch$	261,746	Ch$	417,615	Ch$	438,187	U.S.$	842,992
Attributable to:										
Equity holders of the parent		365,052		261,744		417,614		438,186		842,990
Non-controlling interest		2		2		1		1		2
Earnings per share(2)		4.52		3.18		5.06		5.04		0.009
Earnings per ADS		2,708.12		1,902.42		3,035.30		3,023.98		5.82
Dividends per share(3)		3.36		2.72		3.50		3.38		0.007
Weighted average number of shares (in millions)		80,746.98		82,185.28		82,551.70		86,942.51		

(See footnotes below)

Table of Contents

	As of December 31,				
	2008	2009	2010	2011	2011
	(in millions of Ch$, except share and per share data)				(in thousands of U.S.$)(1)
IFRS:					
CONSOLIDATED STATEMENT OF FINANCIAL POSITION DATA					
Cash and due from banks	Ch$ 751,223	Ch$ 727,553	Ch$ 772,329	Ch$ 881,146	U.S.$ 1,695,164
Transactions in the course of collection	807,625	526,051	429,756	373,639	718,813
Financial assets held-for-trading	626,864	351,590	279,765	304,912	586,595
Receivables from repurchase agreements and security borrowing	75,519	79,401	82,787	47,981	92,307
Derivative instruments	902,351	565,986	488,354	381,055	733,080
Loans and advances to banks	321,992	448,981	349,588	648,425	1,247,451
Loans to customers, net	13,460,464	12,879,155	14,029,968	17,023,756	32,750,589
Financial assets available-for-sale	1,073,552	1,267,774	1,157,105	1,471,120	2,830,165
Investments in other companies	11,293	10,494	11,072	13,196	25,387
Intangible assets	94,324	88,182	88,463	81,026	155,879
Property and equipment	211,379	205,847	204,352	207,888	399,938
Investment properties	18,397	17,840	17,459	17,079	32,857
Current tax assets			3,363		
Deferred tax assets, net	21,868	49,733	57,678	60,025	115,477
Other assets	251,487	282,872	304,425	254,310	489,246
Total assets	Ch$ 18,628,338	Ch$ 17,501,459	Ch$ 18,276,464	Ch$ 21,765,558	U.S.$ 41,872,948
Current accounts and other demand deposits	3,007,261	3,718,076	4,446,181	4,895,426	9,417,903
Transactions in the course of payment	479,789	325,056	208,750	155,424	299,007
Payables from repurchase agreements and security Lending	420,658	308,028	81,755	223,202	429,400
Saving accounts and time deposits	8,472,590	7,427,481	7,697,968	9,282,324	17,857,491
Derivative instruments	863,514	538,240	528,445	429,913	827,074
Borrowings from financial institutions	1,498,549	1,368,226	1,281,372	1,690,939	3,253,057
Debt issued	1,900,087	1,587,998	1,764,165	2,388,341	4,594,731
Other financial obligations	93,708	176,150	179,160	184,785	355,492
Currents tax liabilities	9,053	39,018		3,095	5,954
Deferred tax liabilities, net					
Provisions	121,215	88,607	114,685	131,344	252,682
Employee benefits	45,912	43,202	55,433	60,634	116,649
Other liabilities	210,684	280,392	224,225	279,462	537,634
Total liabilities	Ch$ 17,123,020	Ch$ 15,900,474	Ch$ 16,582,139	Ch$ 19,724,889	U.S.$ 37,947,074
Total equity	1,505,318	1,600,985	1,694,325	2,040,669	3,925,874
Total liabilities and equity	Ch$ 18,628,338	Ch$ 17,501,459	Ch$ 18,276,464	Ch$ 21,765,558	U.S.$ 41,872,948

(See footnotes below)

Table of Contents

	As of December 31,			
	2008	2009	2010	2011
IFRS:				
CONSOLIDATED RATIOS				
Profitability and Performance				
Net interest margin(4)	5.16%	4.38%	4.70%	4.63%
Return on average total assets(5)	2.18	1.51	2.38	2.16
Return on average equity(6)	24.45	16.85	25.01	22.61
Capital				
Average equity as a percentage of average total assets	8.93	8.99	9.50	9.53
Bank regulatory capital as a percentage of minimum regulatory capital	204.04	234.93	232.85	245.42
Ratio of liabilities to regulatory capital(7)	15.02	11.87	12.99	12.31
Credit Quality				
Substandard loans as a percentage of total loans(8)	4.96	5.81	5.46	2.87
Allowances for loan losses as a percentage of substandard loans(8)	33.14	40.71	44.33	81.38
Provision for loan losses as a percentage of average loans	1.18	1.89	1.16	0.92
Allowances for loan losses as a percentage of total loans	1.64	2.37	2.42	2.33
Operating Ratios				
Operating expenses/operating revenue	52.60	47.54	46.74	48.66
Operating expenses/average total assets	3.37%	2.85%	3.10%	3.02%

(1) Translations of Chilean peso amounts into U.S. dollars are based on the exchange rate of accounting representation or the spot exchange rate, which is determined on a daily basis by our Treasury, based on the average of the daily closing bid and offer rates reported by Bloomberg for the Santiago Stock Exchange. Thus, amounts stated in U.S. dollars as of and for the fiscal year ended December 31, 2011 have been translated from Chilean pesos based on an exchange rate of accounting representation or spot exchange rate of Ch$519.80 to U.S.$1.00, as of December 30, 2011.

(2) Earnings per share data have been calculated by dividing net income by the weighted average number of shares outstanding during the year.

(3) Dividends per share data are calculated by dividing the amount of the dividend paid during each year by the previous year s number of shares outstanding.

(4) Annualized net interest income divided by average interest earning assets. The average balances for interest earning assets, including interest and readjustments, have been calculated on the basis of our daily balances and on the basis of monthly balances for our subsidiaries.

(5) Annualized net income (loss) divided by average total assets. The average balances for total assets have been calculated on the basis of our daily balances and on the basis of monthly balances for our subsidiaries.

(6) Annualized net income (loss) divided by average equity. The average balances for equity have been calculated on the basis of our daily balances.

(7) Total liabilities divided by bank regulatory capital.

(8) See Item 4. Information on the Company Selected Statistical Information Analysis of Substandard Loans and Total Past Due.

Table of Contents

Exchange Rates

As a general matter, prior to 1989, Chilean law permitted the purchase and sale of foreign currency only in those cases explicitly authorized by the Central Bank. The *Ley Orgánica Constitucional del Banco Central de Chile* 18,840 (the Central Bank Act) made the rules more flexible that govern the purchase and sale of foreign currency. The Central Bank Act empowers the Central Bank to determine that certain purchases and sales of foreign currency specified by law must be carried out in the *Mercado Cambiario Formal* (the Formal Exchange Market). The Formal Exchange Market is composed of banks and other entities so authorized by the Central Bank. The observed exchange rate for any given day equals the average exchange rate of the transactions conducted in the Formal Exchange Market on the immediately preceding banking day, as certified by the Central Bank. Even though the Central Bank is authorized to carry out its transactions at the rates it sets, it generally uses the spot rate for its transactions. Authorized transactions by other banks are generally carried out at the spot rate.

Purchases and sales of foreign exchange not required to be conducted in the Formal Exchange Market may be carried out in the *Mercado Cambiario Informal* (the Informal Exchange Market). There are no price limits imposed on transactions executed in the Informal Exchange Market. On December 30, 2011, the average exchange rate in the Informal Exchange Market was Ch$519.3 per U.S.$1.00, or 0.4% lower than the observed exchange rate of Ch$521.46 per U.S.$1.00 reported by the Central Bank on the same date. The observed exchange rate for any given day equals the average exchange rate of the transactions conducted in the Formal Exchange Market on the immediately preceding banking day, as certified by the Central Bank.

The following table sets forth the annual low, high, average and period-end observed exchange rate for U.S. dollars for each year beginning in 2007, as reported by the Central Bank:

	Daily Observed Exchange Rate Ch$ per U.S.$(1)			
Year	**Low(2)**	**High(2)**	**Average(3)**	**Period End(4)**
			(in Ch$)	
2007	493.14	548.67	522.47	495.82
2008	431.22	676.75	522.46	629.11
2009	491.09	643.87	559.61	506.43
2010	468.37	549.17	510.25	468.37
2011	455.91	533.74	483.67	521.46
October 2011	492.04	533.74	511.74	492.04
November 2011	490.29	526.83	508.44	524.25
December 2011	508.67	522.62	517.17	521.46
2012 (through April 23)	475.29	519.20	491.41	486.07
January 2012	485.35	519.20	501.34	488.99
February 2012	475.29	488.75	481.49	477.41
March 2012	476.27	491.51	485.40	489.76
April 2012 (through April 23)	482.17	488.96	485.89	486.07

Source: Central Bank.

(1) Nominal amounts.
(2) Exchange rates are the actual low and high, on a day-by-day basis for each period.
(3) For full years, the average of monthly average rates during the year. For full months, the daily average during the month.
(4) As reported by the Central Bank on the first business day of the following period.

The observed exchange rate on April 23, 2012 was Ch$486.07 = U.S.$1.00. The Federal Reserve Bank of New York does not report a noon buying rate for Chilean pesos.

Until November 30, 2011 Banco de Chile applied the observed exchange rate as reported by the Central Bank in order to translate its financial statements from Chilean pesos to U.S. dollars. However, from December 1, 2011, Banco de Chile adopted the exchange rate of accounting representation, or spot exchange rate for such matters. The exchange rate of accounting representation is determined on a daily basis by our Treasury based on the average of the daily closing bid and offer rates reported by Bloomberg for the Santiago Stock Exchange.

Table of Contents

RISK FACTORS

The risks and uncertainties described below are not the only ones that we face. Additional risks and uncertainties that we do not know about or that we currently think are immaterial may also impair our business operations. Any of the following risks, if they actually occur, could materially and adversely affect our business, results of operations, prospects and financial condition.

We are subject to market risks that are presented both in this subsection and in Note 40 to our audited consolidated financial statements as of and for the year ended December 31, 2011 appearing elsewhere in this annual report.

Risks Relating to our Operations and the Chilean Banking Industry

The growth of our loan portfolio may expose us to increased loan losses.

During the last five years, our total loan portfolio has shown double-digit growth, primarily as a result of an increase in residential mortgage and consumer loans, and, to a lesser extent, by an increase in commercial loans. The expansion of our loan portfolio (especially within the retail market) may expose us to higher levels of loan losses and may require us to establish higher levels of allowances for loan losses. For the year ended December 31, 2011, our loan portfolio amounted to Ch$17,430,447 million as compared to the amount of Ch$14,377,995 million that we recorded as of December 31, 2010, which represents a 21.2% annual increase. Similarly, our allowances for loans losses increased by 16.9%, from Ch$348,027 million in 2010 to Ch$406,691 million in 2011. Accordingly, our ratio of allowances for loan losses to total loans was 2.42% in 2010 and 2.33% in 2011.

Our loan portfolio may not continue to grow at the same or similar rate.

We cannot assure you that our loan portfolio will continue to grow at the same rates as it has in the past. The Chilean financial system s loan portfolio has grown significantly over the last five years, which has been fostered by a general effort of participants in the financial industry to broaden their value offerings, as well as by the robustness of the Chilean economy over the last decade. However, a slowdown or negative growth rate of the Chilean economy could adversely affect the growth rate of our loan portfolio and our credit quality indicators and, accordingly, cause us to increase our required allowances for loan losses. For more information, see Item 4. Information on the Company Regulation and Supervision and Item 4. Information on the Company Selected Statistical Information.

Restrictions imposed by banking regulations may restrict our operations and thereby adversely affect our financial condition and results of operations.

We are subject to regulation by the Superintendency of Banks. In addition, we are subject to regulation by the Central Bank with respect to certain matters, including interest rates and foreign exchange transactions. See Item 4. Information on the Company Regulation and Supervision.

Pursuant to the *Ley General de Bancos* (the General Banking Law) all Chilean banks may, subject to the approval of the Superintendency of Banks, engage in non-banking businesses depending on the risk of the activity and the strength of the bank. Further, the General Banking Law applies to the Chilean banking system a modified version of the capital adequacy guidelines issued by the Basel Committee on Banking Regulation and Supervisory Practices (the Basel Committee) and limits the discretion of the Superintendency of Banks to deny new banking licenses.

In addition, during 2011 the Chilean Congress debated bills regulating insurance commissions related to mortgage loans and maximum legal interest rates for small consumer loans. The bill regulating insurance commissions was published on December 17, 2011, effective as of July 1, 2012. This new law will impose restrictions and obligations on lenders such as a mandatory bid process for insurance related to mortgage loans and a general prohibition on commissions benefiting the lender. We anticipate that this new regulation once applicable to us will result in a non-material decrease of our consolidated revenues.

Table of Contents

Additionally, there are several bills currently under consideration in Congress related to maximum legal interest rate. The Government s proposed law contemplates a reduction of applicable maximum interest rates from 1.50 times to 1.35 times the average interest rate for loans up to UF 200 (approximately U.S.$8,500) denominated in Chilean currency. Accordingly, the proposed law if enacted will mainly affect consumer loans, namely, installment, credit card and credit line loans, as well as overdue loans. We estimate that under the terms considered by the Government s bill, as of December 31, 2011, no more than 2.0% of our total loans had an interest rate above the proposed new limit or had an overdue portion subject to penalty charges and, therefore, were potentially affected by the new maximum interest rate. We believe that if the Government s bill is enacted, it would affect the volume of installment loans to be granted from the date the law goes into effect, as well as the outstanding and new loans related to credit cards and credit lines, whereas the outstanding balance of installment loans would not be affected. In addition, the proposed law if enacted may result in lower net interest income together with a reduction in our loan growth. Since the Government s bill is currently under discussion in Congress we cannot ascertain the final outcome of the law or its actual impact on interest rates. Nevertheless, based on preliminary estimations, we believe the proposed law if enacted would not have a material adverse effect on our results of operations.

There can be no assurance that regulators will not impose more restrictive limitations in the future on the activities of banks, including us, than those that are currently in effect or proposed. Any such change could have a material adverse effect on us.

Increased competition and industry consolidation may adversely affect our operations.

The Chilean market for financial services is highly competitive. We compete with other Chilean and foreign banks, with Banco del Estado de Chile, a government-owned bank, and with large department stores. Many department stores grant consumer loans to a large portion of the Chilean population, especially the low and middle-income segments. The retail market (which comprises individuals and small and medium-sized companies) has become the target market of several banks, and competition with respect to this market is increasing as the banks are continuously incorporating new and targeted products while they strive to improve service quality. As a result, net interest margins (after provisions for loan losses) in these sub-segments are likely to decline over time.

We also face competition from non-bank competitors with respect to some of our credit products, such as credit cards and consumer loans. In these markets, competition from non-banking companies like large department stores, private compensation funds, and saving and credit cooperatives has become increasingly significant. In addition, we face competition from other types of competitors, such as leasing, factoring and automobile financing companies (especially in credit products), as well as mutual funds, pension funds and insurance companies, within the market for savings products and mortgage loans. Currently, banks continue to be the main suppliers of leasing, factoring and mutual funds, and the insurance sales business is experiencing fast growth, but we cannot assure you that this trend will continue in the future. See Item 4. Information on the Company Business Overview Competition.

The increase in competition within the Chilean banking industry in recent years has led to consolidation in the industry. We expect trends of increased competition and consolidation to continue, resulting in the creation of larger financial groups. Consolidation, which can result in the creation of larger and stronger financial conglomerates, may adversely affect us because it may increase the interest rates we must pay to attract depositors and decrease the interest rates we charge our customers for loans, which result in a decrease of the net interest margins we are able to generate.

Our exposure to certain segments of the retail market could lead to higher levels of total past-due loans and subsequent charge-offs.

Although we historically focused on banking for the wholesale market and high-income individuals, an increasing portion of our retail market consists of small and medium-sized companies (approximately 7.0% of our total loan portfolio as of December 31, 2011, including companies with annual sales of up to Ch$1,600 million) and, to a lesser extent, of lower-income individuals (approximately 4.3% of our total loan portfolio as of December 31, 2011, including individuals with monthly incomes that range from Ch$170,000 to Ch$400,000). Our strategy aims to increase lending and provide other services to attract additional retail customers. These customers are likely to be more severely affected by adverse developments in the Chilean economy than large corporations and high-income individuals. Consequently, in the future we may experience higher levels of total past-due loans, which could result in higher allowances for loan losses. The levels of total past-due loans and subsequent write-offs may be materially higher in the future, which could adversely affect us. For more information, see Item 4. Information on the Company Business Overview Principal Business Activities.

Our affiliate may be obligated to sell shares of our stock in the public market if we do not pay sufficient dividends.

As of December 31, 2011, *Sociedad Administradora de la Obligación Subordinada S.A.* (SAOS), our affiliate, held 32.9% of our shares as a consequence of our 1996 reorganization. This reorganization was due in part to the 1989 repurchase by the Central Bank of certain non-performing loans that we had previously sold to the Central Bank and later exchanged for subordinated debt without a fixed term. Under the terms of its repayment obligation in favor of the Central Bank, SAOS agreed to replace the Central Bank subordinated debt, and may be required to sell some of our shares to the public. For more information, see Item 4. Information on the Company History and Development of the Bank History The 1982-1983 Economic Crisis and the Central Bank Subordinated Debt.

In exchange for assuming the Central Bank indebtedness, SAOS received from SM-Chile S.A. (SM-Chile), the holding company that controls us and SAOS, 63.6% of our shares as collateral for this indebtedness. SAOS currently holds 32.9% of our shares. Dividends received from us are the sole source of SAOS s revenue, which it must apply to repay this indebtedness. However, under SAOS s agreement with the Central Bank, we have no obligation to distribute dividends to our shareholders. To the extent distributed dividends are not sufficient to pay the amount due on this indebtedness; SAOS is permitted to maintain a cumulative deficit balance with the Central Bank that SAOS commits to pay with future dividends. If the cumulative deficit balance exceeds 20% of our paid-in capital and reserves, the Central Bank may require SAOS to sell a sufficient number of shares of our stock to pay the entire accumulated deficit amount. As of March 31, 2012, SAOS maintained a surplus with the Central Bank of Ch$206,544 million, equivalent to 11.7% of our paid-in capital and reserves. If our shareholders decide to retain and capitalize all or part of our annual net income in order to finance our future growth and to distribute stock dividends, the Central Bank may require us to pay the portion of the net income corresponding to shares owned by SAOS in cash to SAOS. If we distribute stock dividends and the Central Bank does not require us to pay that portion in cash, the shares received by SAOS must be sold by SAOS within the following 12 months. The shareholders of SM-Chile will have a right of first refusal with respect to that sale.

If SAOS is required to sell shares of our stock in the public market, that sale could adversely affect the prevailing market price of our stock.

The results of our operations are affected by inflation and interest rate volatility.

The results of our operations depend to a great extent on our net interest income, which represented 82.9% of our operating revenue in 2011. Changes in inflation and nominal interest rates could affect the interest rates earned on our interest-earning assets differently from the interest rates paid on our interest-bearing liabilities, resulting in a reduction in our net income. Inflation and interest rates are highly sensitive to several factors beyond our control, including the Central Bank s monetary policy, deregulation of the Chilean financial sector, domestic and international economic and political conditions and other factors. Any volatility in interest rates could have a material adverse effect on us, including our financial condition and results of operations. The inflation rate was 1.38% in 2009, 2.96% in 2010 and 4.44% in 2011. The average annual short-term nominal interest rate in Chile for 90 to 360 day deposits received by Chilean financial institutions was 2.34% in 2009, 2.72% in 2010 and 5.61% in 2011. The average long-term nominal interest rate based on the interest rate of the Central Bank s five-year bonds was 4.65% in 2009, 5.54% in 2010 and 5.67% in 2011. For more information, see Item 5. Operating and Financial Review and Prospects Operating Results Overview Inflation and Item 5. Operating and Financial Review and Prospects Operating Results Overview Interest Rates.

Operational problems or errors can have a material adverse impact on our business, financial condition and results of operations.

As all large financial institutions, we are exposed to many operational risks, including the risk of fraud by employees and outsiders, failure to obtain proper internal authorizations, failure to properly document transactions, equipment failures, errors made by employees and natural disasters, such as earthquakes or tsunamis. Although we maintain a system of operational controls and comprehensive contingency plans, there can be no assurance that operational problems or errors will not occur and that their occurrence will not have a material adverse impact on us.

Cybersecurity events could negatively affect our reputation or results of operations and may result in litigation.

We have access to large amounts of confidential financial information and control substantial financial assets belonging to our customers as well as to us. We provide our customers with continuous remote access to their accounts in several different ways and otherwise regularly transfer substantial financial assets by electronic means. Accordingly, cybersecurity is a material risk for us.

We depend on data processing, communication, and information exchange on a variety of platforms and networks over the internet. Thus, we cannot assure you that all of our systems are entirely free from vulnerability to attack. Additionally, we contract with several third-parties to provide the business, data, and communication services we need. If information security is breached, or if one of our employees breaches compliance procedures, information could be lost or misappropriated, which may affect our results of operations, damage others or result in potential litigation. Cybersecurity incidents such as computer break-ins, phishing, identity theft and other disruptions could negatively affect the security of information stored in and transmitted through our computer systems and network infrastructure, which may result in significant liability to us in excess of insurance coverage, and may cause existing and potential customers to refrain from doing business with us. Although we, with the help of service providers, intend to continue to implement security technology and establish operational procedures to prevent such damage, we cannot assure you that these security measures will be successful.

Request from Spanish Court to Chilean Judicial Authorities

On April 29, 2010, the Supreme Court of Chile denied the requests contained in a rogatory letter issued on October 26, 2009 by the Central Court of Instruction Number 5 of the National Court of Spain (*Juzgado Central de Instrucción No. 5 de la Audiencia Nacional de Madrid*) in Madrid, Spain (the Spanish Court) to have certain actions taken (as described below) with respect to a lawsuit before the Spanish Court. The Supreme Court of Chile established that the subject matter of the investigation by the Spanish Court was currently pending before a Chilean tribunal that has jurisdiction and competence over these matters.

The rogatory letter referred to above notified the Chilean judicial authorities that a lawsuit pending before the Spanish Court had been amended to add causes of action concerning concealment of assets and money laundering against Mr. Pablo Granifo Lavin (the chairman of our board of directors) and Mr. Hernán Donoso Lira (former manager of our New York branch) and against us, Banchile Corredores de Bolsa S.A. and Banchile Administradora General de Fondos S.A., the latter three of which face only subsidiary civil liability. The rogatory letter, among other items, requested a joint guarantee (*fianza solidaria*) from the defendants in the amount of U.S.$77,348,374 and, if the aforementioned parties were not to grant such a joint guarantee, requested the attachment of assets of up to U.S.$103,131,165.

In Chile, a judicial investigation is currently underway and at the time of filing of this annual report no indictments for criminal participation of persons affiliated with us have been issued. Consequently, it is not possible to predict the outcome of these proceedings, or what impact, if any, they might have on us.

Exposure to European sovereign debt or related instruments and future turmoil and destabilization related thereto

Although emerging markets were less impacted by the global financial crisis and showed a quick recovery, there are still concerns about the possibility of a recession in developed countries, especially due to the fiscal condition of certain European economies (such as Greece, Italy, Ireland, Portugal and Spain, also called PIIGS economies). The debt levels and fiscal unreliability of these countries have increased the risks of a new financial crisis and a potential contagion to other economies linked to these countries.

Similarly, at the moment we are unable to determine and predict the effects this situation will have on the world s and our commercial partners GDP growth and overall financial stability. Also, these factors could translate into a local economy s slowdown that would affect the decision making process of individuals and companies regarding consumption and investment. Accordingly, we cannot assure you that these developments will not occur or that they will not affect us.

As of December 31, 2011 we had a total exposure to PIIGS economies of U.S.$55 million, which represents 0.1% of our total assets as of the same date. This exposure was concentrated in only two economies, Italy and Spain, and it was related to contingent credits, such as standby letter of credits in favor of us as well as third parties. As of the same date, we had no additional exposure to PIIGS countries, in any type of instrument, such as financial assets available-for-sale, assets held for trading, derivatives, commercial loans, credit lines, confirming export letters of credits, etc.

Risks Relating to our ADSs

Our principal shareholders may have interests that differ from those of our other shareholders and their significant share ownership may have an adverse effect on the future market price of our ADSs and shares.

As of April 10, 2012, LQ Inversiones Financieras S.A. (LQIF) a holding company beneficially owned by Quiñenco S.A., and Citigroup Chile S.A. holds directly and indirectly 59.32% of the voting rights of our shares. These principal shareholders are in a position to elect a majority of the members of our board of directors, direct our management and control all matters decided by a shareholder vote, including the approval of fundamental corporate transactions.

Actions by our principal shareholders with respect to the disposition of the shares or ADSs they beneficially own, or the perception that such actions may occur, may adversely affect the trading price of our shares on the various stock exchanges on which they are listed and, consequently, the market price of the ADSs.

There may be a lack of liquidity and a limited market for our shares and ADSs.

While our ADSs have been listed on the New York Stock Exchange (the NYSE) since the first quarter of 2002, there can be no assurance that an active trading market for our ADSs will be sustained. During 2011, a daily average of 32,633 American Depositary Receipts (ADRs) were traded on the NYSE. Although our shares are traded on the Santiago Stock Exchange, the Valparaiso Stock Exchange and the Chilean Electronic Stock Exchange, the market for our shares in Chile is small and illiquid. As of December 31, 2011, approximately 15.5% of our outstanding shares were held by shareholders other than our principal shareholders, including SM-Chile, SAOS and Ergas Group.

If an ADS holder withdraws the underlying shares from the ADR facility, the small size of the market, its limited liquidity, and our concentrated ownership, may impair the ability of the ADS holder to sell the shares in the Chilean market in the amount and at the price and time such holder desires, and could increase the volatility of the price of our ADSs.

You may be unable to exercise preemptive rights.

The *Ley Sobre Sociedades Anónimas No. 18,046* (the Chilean Corporations Law) and the *Reglamento de Sociedades Anónimas* (the Chilean Corporations Regulations) require that whenever we issue new common stock for cash, we grant preemptive rights to all of our shareholders (including holders of ADSs) to purchase a sufficient number of shares to maintain their existing ownership percentage. Such an offering would not be possible unless a registration statement under the Securities Act of 1933, as amended (the Securities Act), were effective with respect to such rights and common stock or an exemption from the registration requirements thereunder were available.

We may elect not to make a registration statement available with respect to the preemptive rights and the common stock, in which case you may not be able to exercise your preemptive rights. If a registration statement is not filed, the depositary will sell such holders preemptive rights and distribute the proceeds thereof if a premium can be recognized over the cost of any such sale.

Table of Contents

Developments in international financial markets may adversely affect the market price of the ADSs and shares.

The market price of the ADSs and shares may be adversely affected by declines in the international financial markets and adverse world economic conditions. The market for Chilean securities is, to varying degrees, influenced by economic and market conditions in the United States and certain emerging market countries, especially those in Latin America. Although economic conditions are different in each country, investors reactions to developments in one country can affect the securities markets in other countries, including Chile. Developments in other countries may adversely affect the market price of the ADSs and shares.

In particular, since August 2007 to date, there has been significant volatility in worldwide financial markets due to consequences from the announcement, by several U.S. banks and financial institutions, of significant write-downs related to their exposure to mortgage-backed securities and other financial instruments. Although we are not directly exposed to the U.S. housing credit market and do not directly hold any assets related to such financial instruments, these write-downs, combined with other factors, led to a tightening in the credit markets and to a downturn in the U.S. economy, which impacted the Chilean economy towards the end of 2008. We cannot assure you that these past developments will not continue to affect us, nor that any future developments in international markets could not affect us, including our results of operations and consequently the market price of our ADSs and shares.

Similarly, although our exposure to European sovereign debt is not significant, amounting to U.S.$55 million as of December 31, 2011, we cannot assure you that volatility in global financial markets generated by the uncertainty of the Eurozone fiscal condition will not affect the Chilean economy and consequently our financial condition and results of operations. Accordingly, the price of our ADS could be adversely affected by a new financial turmoil in the Eurozone, as well as the contagion effects on more stable countries, such as Germany, that could translate into increasing volatility and uncertainty all over the world.

In the past, Chile has imposed controls on foreign investment and repatriation of investments that affected investments in, and earnings from, our ADSs.

Equity investments in Chile by persons who are not Chilean residents have historically been subject to various exchange control regulations that restrict the repatriation of the investments and earnings therefrom. In April 2001, the Central Bank eliminated most of the regulations that affected foreign investors, although foreign investors still have to provide the Central Bank with information related to equity investments and must conduct such operations within the Formal Exchange Market. Additional Chilean restrictions applicable to holders of our ADSs, the disposition of the shares underlying them, the repatriation of the proceeds from such disposition or the payment of dividends may be imposed in the future, and we cannot advise you as to the duration or impact of such restrictions if imposed.

If for any reason, including changes in Chilean law, the depositary were unable to convert Chilean pesos to U.S. dollars, investors would receive dividends and other distributions, if any, in Chilean pesos.

We are required to withhold 35% tax from any dividend we pay to you.

ADSs owners are entitled to receive dividends on the underlying shares to the same extent as the holders of shares. Dividends received by ADSs owners will be paid net of foreign currency exchange fees and expenses of the depositary and will be subject to Chilean withholding tax of up to 35% of the dividend, which we will withhold and pay to the Chilean tax authorities. Any dividend distributions made in property (other than common stock) will be subject to the same Chilean tax rules as cash dividends. For more information, see Item 10. Additional Information Taxation Chilean Tax Considerations.

Risks Relating to Chile

Our growth and profitability depend on the level of economic activity in Chile.

Our core business activities and transactions are with customers doing business in Chile. Accordingly, our ability to increase our business scale and results of operations and enhance our financial condition, in general,

Table of Contents

depends on the dynamism of the Chilean economy. The global financial crisis, which affected the local economy towards the end of 2008 and during the first three quarters of 2009, also impacted the domestic financial system due to the deteriorated credit quality of the financial system s loan portfolio. Conversely, during 2010 and 2011 the local economy and financial system experienced a significant upturn, fostered by real growth in GDP which was associated with an increase in consumption and investment. Accordingly, over the last two years the Chilean banking industry, including us, returned to mid-term trends of growth and profitability. Nevertheless, we cannot assure you that the Chilean economy will continue to grow in the future or that future developments in, or affecting, the Chilean economy and the local financial system will not materially and adversely affect us, our business, financial condition or results of operations.

Currency fluctuations could adversely affect the value of our ADSs and any distributions on the ADSs.

The Chilean Government s economic policies and any future changes in the value of the Chilean peso against the U.S. dollar could affect the dollar value of our common stock and our ADSs. The peso has been subject to large fluctuations in the past and could continue this trend in the future. Between December 31, 2010 and December 31, 2011, the value of the U.S. dollar relative to the Chilean peso increased by approximately 11.3%, as compared to the 7.5% decrease in value recorded in the period from December 31, 2009 to December 31, 2010.

Chilean trading in the shares underlying our ADSs is conducted in pesos. Cash distributions with respect to our shares of common stock are received in Chilean pesos by the depositary, which then converts such amounts to U.S. dollars at the then-prevailing exchange rate for the purpose of making payments in respect of our ADSs. If the value of the Chilean peso falls relative to the U.S. dollar, the dollar value of our ADSs and any distributions to be received from the depositary will be reduced. In addition, the depositary will incur customary currency conversion costs (to be borne by the holders of our ADSs) in connection with the conversion and subsequent distribution of dividends or other payments. For more information, see Item 10. Additional Information Exchange Controls.

Our results of operations may be affected by fluctuations in the exchange rates between the peso and the U.S. dollar despite our policy and Chilean regulations related to the general avoidance of material exchange rate mismatches. In order to reduce the effect of exchange rate mismatches we enter into foreign exchange derivative transactions. As of December 31, 2011, our foreign currency-denominated assets and Chilean peso-denominated assets, which contain repayment terms linked to changes in foreign currency exchange rates, exceeded our foreign currency-denominated liabilities and Chilean peso-denominated liabilities, which contain repayment terms linked to changes in foreign currency exchange rates, by Ch$500.7 million, or 0.03% of our paid-in capital and reserves.

We may decide to change our policy regarding exchange rate mismatches. Regulations that limit such mismatches may also be amended or eliminated. Greater exchange rate mismatches will increase our exposure to the devaluation of the Chilean peso, and any such devaluation may impair our capacity to service foreign-currency obligations and may, therefore, materially and adversely affect us, our financial condition and results of operations. Additionally, the economic policies of the Chilean Government and any future fluctuations of the Chilean peso against the U.S. dollar could adversely affect our financial condition and results of operations.

Inflation could adversely affect the value of our ADSs and financial condition and results of operations.

Inflation has been moderate in recent years, especially in comparison to the periods of high inflation in the 1980s and 1990s. High levels of inflation in Chile could adversely affect the Chilean economy and, indirectly, our results of operations and the value of our ADSs. The annual rate of inflation (as measured by changes in the CPI and as reported by the Chilean National Institute of Statistics) during the last five years and the first three months of 2012 was:

Year	**Inflation (CPI)**
2007	7.8
2008	7.1
2009	(1.4)
2010	3.0
2011	4.4
2012 (through March 31)	0.6%

Source: Chilean National Institute of Statistics

Table of Contents

Although we benefit from a positive inflation rate in Chile due to the structure of our assets and liabilities (we have a significant net asset position indexed to the inflation rate), our operating results and the value of our ADSs in the future may be adversely affected by changing levels of inflation, and Chilean inflation could change significantly from current levels. For more information, see Item 5. Operating and Financial review and Prospects Inflation.

Chile has corporate disclosure standards different from those you may be familiar with in the United States.

Chilean disclosure requirements for publicly listed companies differ from those in the United States in some significant aspects. In addition, although Chilean law imposes restrictions on insider trading and price manipulation, the Chilean securities markets are not as highly regulated and closely supervised as the U.S. securities markets. Accordingly, the information about us available to you will not be the same as the information available to shareholders of a U.S. company. For more information, see Item 16G. Corporate Governance.

Chilean law provides for fewer and less well-defined shareholders rights.

Our corporate affairs are governed by our *estatutos* (bylaws), and the laws of Chile. Under such laws, our shareholders may have fewer or less well-defined rights than they might have as shareholders of a corporation incorporated in a U.S. jurisdiction. For example, our shareholders would not be entitled to appraisal rights in the event of a merger or other business combination undertaken by us.

A potential tax reform in Chile may increase our tax burden.

Though no bill has yet been submitted to Congress, there has been a recent announcement from the Government regarding a potential tax reform, specifically a potential increase in the corporate income tax rate. The effects of these potential changes cannot be quantified at this moment; however, these changes may adversely affect our results of operations, increase our costs or impact our profitability.

Item 4. Information on the Company

HISTORY AND DEVELOPMENT OF THE BANK

Overview

We were founded in 1893, and we have been, for much of our history, among the largest and most profitable Chilean banks in terms of return on assets and equity in Chile. Our core business is commercial banking in Chile, providing traditional banking products and specialized financial services to our diversified customer base of individuals and corporations.

Our legal name is Banco de Chile. We are organized as a banking corporation under the laws of Chile and were licensed by the Superintendency of Banks to operate as a commercial bank on September 17, 1996. Our main executive offices are located at Paseo Ahumada 251, Santiago, Chile, our telephone number is +56 (2) 637-1111 and our website is www.bancochile.cl. Our representative in the United States is Puglisi & Associates, with offices at 850 Library Avenue, Suite 204, Newark, Delaware 19711.

We are a full-service financial institution that provides, directly and indirectly through our subsidiaries and affiliates, a wide variety of credit and non-credit products and services to all segments of the Chilean financial market, providing powerful and differentiated value offerings to our customers. Our business is not materially affected by seasonality.

We organize our operations and deliver our services to our customers through the following four principal business segments:

(i) retail banking;

(ii) wholesale banking;

(iii) treasury and money markets; and

(iv) subsidiaries.

We provide our retail customers with credit cards, residential mortgage loans, consumer loans and automobile financing loans, as well as traditional deposit services, such as current accounts, demand deposits, savings accounts and time deposits. Our banking services for wholesale customers include commercial loans (which include factoring and leasing), foreign trade, capital markets services, cash management and non-credit services, such as payroll and payment services, as well as a wide range of treasury, financial advisory and risk management products.

In 2008, we supplemented our products and services and enhanced our value offerings by entering into a strategic partnership with Citigroup Inc., as a result of our merger with Citibank Chile.

As of December 31, 2011, we also offered international banking services through our Trade Services subsidiary in Hong Kong, our representative offices in São Paulo and Beijing, and a worldwide network of correspondent banks.

In addition to our traditional banking operations, our subsidiaries and affiliates permit us to offer a variety of non-banking and specialized financial services including securities brokerage, mutual funds management, investment banking services, factoring, insurance brokerage, securitization, collection and credit pre-evaluation services.

According to the Superintendency of Banks, as of December 31, 2011, we were the market leader in terms of total loans in Chile with a market share of 19.8%, the largest provider of commercial loans with a market share of 20.6%, the second largest provider of consumer loans with a market share of 22.3%, the second largest privately-owned bank in terms of residential mortgage loans with a market share of 16.4% and the largest privately-owned bank in terms of current accounts and demand deposits balances with a market share of 22.5%.

Table of Contents

As of December 31, 2011 we had:

- total assets of Ch$21,765,558 million (approximately U.S.$41,873 million);
- total loans of Ch$17,430,447 million (approximately U.S.$33,533 million), before deducting allowances for loan losses;
- total deposits of Ch$14,177,750 million (approximately U.S.$27,275 million) of which Ch$4,895,426 million (approximately U.S.$9,418 million) correspond to current account and demand deposits; and
- equity (including net income, non-controlling interest and provisions for minimum dividends) of Ch$2,040,669 million (approximately U.S.$3,926 million).

As of December 31, 2011, we had approximately 14,130 employees and delivered financial products and services through a nationwide distribution network of 441 branches, and 1,987 ATMs, that are part of a larger ATM network operated by Redbanc S.A. (a company owned by us and 11 other privately-owned financial institutions) that comprises 6,589 ATMs.

History

We were founded in 1893 as a result of the merger of Banco Nacional de Chile, Banco Agrícola and Banco de Valparaíso, which created the largest privately held bank in Chile. We have played an important role in the economic history of Chile. Before the creation of the Central Bank in 1926 and prior to the enactment of the General Banking Law, we were the main stabilization agent of the Chilean banking system, a role that is now performed by the Chilean Central Bank. Beginning in the early 1970s, the Chilean Government assumed control of a majority of Chilean banks, and all but one of the foreign banks that were operating at that time closed their branches and offices within the country. Throughout this era, we remained as a privately-owned bank, with the exception of a portion of our shares owned by the Chilean Government that were sold to private investors in 1975. Throughout our history we have developed a well-recognized brand name in Chile and expanded our operations in foreign markets, where we developed an extensive network of correspondent banks. In the early twentieth century, we established a representative office in London, which we maintained until 1985, when our European operations were moved to Frankfurt. The office in Frankfurt was closed in 2000, when our foreign operations were centralized at the New York branch. In 1987 and 1988, we established four subsidiaries to provide a full range of specialized financial products and services as permitted by the General Banking Law, and in 1999, we established our insurance brokerage and factoring subsidiaries. According to our estimates, we remained the largest private bank in Chile until 1996. During the early 2000s, the Chilean banking industry witnessed intense mergers and acquisitions activity. In 2002, we merged with Banco de A. Edwards, which allowed us to expand our business to new customer segments. In 2008, we sold our U.S. branches to Citigroup in connection with our merger with Citibank Chile, carried out during the same year. As a result of these consolidations, we currently operate a distribution network that is composed of three brand names, namely, Banco de Chile (which operates throughout Chile), Banco Edwards-Citi (which primarily operates in Santiago) and Banco CrediChile (which is focused on consumer loans and sight accounts). In 2011 we became the market leader in total loans and the most profitable bank (the highest return on average equity) within Chile, according to information released by the Superintendency of Banks. Similarly, we affirmed our leadership in mutual funds management, and stock brokerage earnings, while our investment banking subsidiary was recognized as the market leader in equity offering advisory services and ranked as the top advisor in corporate bond placements within the local market, according to Dealogic (an international monitor of capital markets) and information available at Superintendencia de Valores y Seguros. Also, during 2011 we carried out a capital increase of approximately U.S.$445 million, associated with the issuance of approximately 3.4 million of new common shares, which allowed us to support our loan growth and reinforce our capital base. This equity offering was successfully received by local and foreign investors and represented a 17% increase of our capital and reserves as of December 31, 2010. In addition, the capital increase translated into higher free float for our stock from 12.1% to 15.5%, which along with our significant market capitalization and trading volumes, resulted in our entry into the Emerging Markets MSCI Index.

Table of Contents

Merger with Banco de A. Edwards

On December 6, 2001, our shareholders approved the merger with Banco de A. Edwards, which became effective on January 1, 2002. Banco de A. Edwards had been listed on the NYSE since 1995, and in January 2002, we were listed on the NYSE under the symbol BCH. Since 2002, our shares have also been traded on the Latin American Stock Exchange of the Madrid Stock Exchange (Latibex), and the London Stock Exchange (LSE). We concluded the merger process by the end of 2002 with the consolidation of a new corporate structure and the integration of our technological platforms.

Merger with Citibank Chile

On December 27, 2007, our shareholders approved our merger with Citibank Chile, which became effective on January 1, 2008. During 2008, we integrated Citibank Chile s technological platforms with ours and established a new organizational structure in order to satisfy the needs of our customers and to achieve important synergies. We concluded the merger process at the end of 2008 with the integration of Corporación Financiera Atlas S.A. (Citibank Chile s consumer division) into our consumer division (CrediChile), which allowed us to nearly double our customer base and market share in consumer finance.

Our partnership with Citigroup Inc., an internationally well-known brand name, enabled us to broaden the scope of financial services that we offer to our customers through the addition of global financial services and other benefits to our local retail customers conducting transactions outside Chile. Similarly, this alliance enabled us to enhance our relationship with multinational companies operating in Chile. As a result of this partnership, we entered into a global connectivity agreement (the Global Connectivity Agreement), which has supported the creation of (i) an international personal banking unit, responsible for optimizing access to financial services outside Chile to our local retail customers, (ii) a global transactional services unit, responsible for executing local and international cash management services, as well as custody and foreign trade assistance, to our wholesale customers, and (iii) an enhanced investment banking unit, responsible for providing financial advisory services and access to global capital markets to our Chilean corporate customers.

Technological Projects

During 2007, we achieved several milestones. We completed the migration of current accounts, lines of credit and sight accounts into a new module as part of a new core banking system. In addition, the CRM system and the teller solution were expanded to all of our networks. We also implemented a new anti-money laundering program that increases the quality and efficiency of our operational follow-up and alerts.

During 2008, our priorities were focused on operational and technological stabilization after the merger with Citibank Chile. We implemented critical initiatives, such as updating our core database, which included hardware upgrades and the improvement of batch process time and the performance of our front-end systems and middleware components.

During 2009, we focused on the stabilization and optimization of Banco CrediChile s processes in order to improve on-line and batch procedures performance. Additionally, we continued to improve our general infrastructure to reach higher levels of operational stability. We implemented new servers for current accounts and credit cards, enabling us to significantly reduce processing time. We also put into operation a new server for on-line current accounts. In addition, our technological support division handled important technical developments related to new products launched by us during this year, like RedGiro and Cuenta Móvil. RedGiro allows our customers to transfer money through our ATM network, while Cuenta Móvil permits clients and non-clients to make payments, money transfers and other operations through a mobile phone.

During 2010, our efforts were focused on upgrading internal processes and services, implementing new information technology systems and starting to develop new mid-term strategic IT programs. By December 31, 2010, we had optimized and reduced the response time of different operating processes and achieved important improvements in our internal processes and services, such as: (i) availability of electronic distribution channels; (ii) availability of additional services through the Internet; and (iii) reduction of our operating systems starting time. In addition, during 2010 we also implemented several IT projects, including: (i) a new telephone-based service system for our Large Companies and Real Estate Division intended to reduce the rate of unanswered calls; (ii) a system that integrated current accounts from Citibank Chile into our system; and (iii) a number of online systems that allow a credit risk pre-evaluation and online credit simulation through our website. During 2010 we also prioritized the start-up of our data processing center and the upgrade of our contingency site.

In 2011, our technological projects aimed to support the development of new products and services, improve the efficiency and productivity of our internal systems and processes, reinforce our technological infrastructure and minimize our operational risks. Thus, the main projects developed throughout 2011 were: (i) the implementation of new websites and a phone-based sales platform, in addition to the launch of Banca Móvil (mobile solutions for tablets and smartphones) for our retail banking segment; (ii) the development of operational and technological processes required to release the Banco de Chile | Entel credit card; (iii) the release of a new platform for options trading; (iv) a new system of financial evaluation for companies that supports the tasks carried out by our Corporate Risk Management Division; and (v) the setup of a new data center.

Also worth noting is the development of new policies and systems intended to minimize fraud in electronic transfers and credit cards, as well as the attacks, vandalism, and robberies of ATMs, which are in line with our commitment of anticipating and minimizing cybersecurity risks, as mentioned in Item 3. Risk Factors Risks Relating to our Operations and the Chilean Banking Industry and Item 3. Risk Factors Cybersecurity events could negatively affect our reputation or results of operations and may result in litigation.

The 1982-1983 Economic Crisis and the Central Bank Subordinated Debt

During the 1982-1983 economic crisis, the Chilean banking system experienced significant instability that required the Central Bank and the Chilean Government to provide assistance to most Chilean private sector banks, including us. During this period, we experienced significant financial difficulties. In 1985 and 1986, we increased our capital and sold shares representing 88% of our capital to more than 30,000 new shareholders. As a result, no single shareholder held a controlling stake in the Bank. In 1987, the Superintendency of Banks returned complete control and administration of the Bank to our shareholders and our Board of Directors by ending our provisional administration based on our successful capital increases as required by Law 18,401.

Subsequent to the crisis, like most major Chilean banks, we sold certain of our non-performing loans to the Central Bank at face value on terms that included a repurchase obligation. The repurchase obligation was later exchanged for subordinated debt of each participating bank issued in favor of the Central Bank. In 1989, pursuant to Law No. 18,818, banks were permitted to repurchase the portfolio of non-performing loans for a price equal to the economic value of such loans, provided that the bank assume a subordinated obligation equal to the difference between the face value and economic value of such loans. In November 1989, we repurchased our portfolio of non-performing loans from the Central Bank and assumed the Central Bank s subordinated debt relating to our non-performing loans.

The original repayment terms of our Central Bank subordinated debt, which at December 31, 1989 equaled approximately Ch$1,398,038 million (in real terms) to date, required that a certain percentage of our income before provisions for the subordinated debt be applied to repay this obligation. The Central Bank subordinated debt did not have a fixed maturity, and payments were made only to the extent that we earned income before provisions for the subordinated debt. In 1993 we applied 72.9% of our income before provisions to repay the Central Bank subordinated debt. In 1994 we applied 67.6%, and in 1995 we applied 65.8% of our income before provisions to repay the Central Bank subordinated debt.

In November 1996, pursuant to Law No. 19,396, our shareholders approved a reorganization by which we were converted into a holding company named SM-Chile. In turn, SM-Chile organized a new wholly-owned banking subsidiary named Banco de Chile, to which it contributed all of its assets and liabilities other than the Central Bank subordinated debt. SM-Chile then created SAOS, a second wholly-owned subsidiary that, pursuant to a prior agreement with the Central Bank, assumed a new repayment obligation in favor of the Central Bank that replaced the Central Bank subordinated debt in its entirety.

This Central Bank indebtedness, for which SAOS is solely responsible and for which there is no recourse to us or SM-Chile, was equal to the unpaid principal of the Central Bank subordinated debt that it replaced but had terms that differed in some aspects. The most important of these included a rescheduling of the debt for a term of 40 years providing for equal annual installments and a pledge of our shares as collateral for such debt. The Central Bank indebtedness bears interest at a rate of 5.0% per year and is denominated in UF. See Item 5. Operating and Financial Review and Prospects Operating Results Overview Inflation UF-Denominated Assets and Liabilities for a further explanation of UF.

In exchange for assuming the Central Bank indebtedness, SAOS received from SM-Chile 63.6% of our shares as collateral for this indebtedness. Although shares held by SAOS as collateral have economic rights that belong to the Chilean Central Bank, their voting rights are exercised by SM-Chile s shareholders. As a result of our merger with Banco de A. Edwards, the percentage of our shares held by SAOS decreased to 42.0%. As a result of the capital increases agreed upon in the Extraordinary Shareholders Meeting held in May 2007 and in the Extraordinary Shareholders Meeting held in January 2011, the share dividends paid in May 2006, May 2007, June 2009, March 2011 and March 2012, and the merger with Citibank Chile in January 2008, the percentage of our shares held by SAOS further decreased to 32.9%. Dividends received from us are the sole source of SAOS s revenue, to be applied by legal mandate to repay its indebtedness to the Central Bank of Chile. SAOS does not have any other material indebtedness, as it is a special purpose legal created by Law 19,396 whose only business is to own Banco de Chile shares and repay the obligation to the Central Bank of Chile. However, under SAOS s agreement with the Central Bank, we have no obligation to distribute dividends to our shareholders. To the extent distributed dividends are not sufficient to pay the amount due on its indebtedness, SAOS is permitted to maintain a cumulative deficit balance with the Central Bank that SAOS commits to pay with future dividends. If the cumulative deficit balance exceeds an amount equal to 20% of our paid-in capital and reserves, the Central Bank may require SAOS to sell a sufficient number of shares of our stock to pay the entire accumulated deficit amount. As of March 31, 2012, SAOS maintained a surplus with the Central Bank of Ch$206,544 million, equivalent to 11.7% of our paid-in capital and reserves. See Item 3. Key Information Risk Factors Risks Relating to our Operations and the Banking Industry Our affiliate may be obligated to sell shares of our stock in the public market if we do not pay sufficient dividends .

As of December 31, 2011, the outstanding subordinated debt balance held by SAOS amounted to Ch$821,312 million. SAOS paid to the Central Bank a total of Ch$97,973 million during 2009, Ch$101,972 million during 2010 and Ch$131,530 million during 2011, exceeding in each of these years the required minimum annual payment.

As of December 31, 2011, the major shareholder of SM-Chile was LQ Inversiones Financieras S.A. (a subsidiary of Quiñenco S.A.), which owned, directly and indirectly, 58.2% of SM-Chile s total shares. As of the same date, our major shareholders were SAOS, LQ Inversiones Financieras S.A. and SM-Chile, each having, a direct participation of 32.9%, 31.8% and 13.9% in our total common stock, respectively.

If from time to time in the future our shareholders decide to retain and capitalize all or part of our annual net income in order to finance our future growth and to distribute stock dividends, the Central Bank may require us to pay the portion of the net income corresponding to shares owned by SAOS in cash to SAOS. If we distribute stock dividends and the Central Bank does not require us to pay that portion in cash, the shares received by SAOS must be sold by SAOS within the following 12 months. The shareholders of SM-Chile will have a right of first refusal with respect to that sale.

Capital Expenditures

The following table sets forth our capital expenditures in each of the three years ended December 31, 2009, 2010 and 2011:

	For the Year Ended December 31,		
	2009	2010	2011
	(in millions of Ch$)		
Computer equipment	Ch$ 7,161	Ch$ 7,922	Ch$ 8,797
Furniture, machinery and installations	4,540	8,658	9,425
Real estate	3,245	5,387	3,481
Vehicles	379	362	370
Subtotal	15,325	22,329	22,073
Software	7,529	15,326	9,597
Total	Ch$ 22,854	Ch$ 37,655	Ch$ 31,670

Table of Contents

Our budget for capital expenditures in 2012 is Ch$41,287 million, 70.5% of which is related to information technology expenditures and 29.5% of which is related to infrastructure projects. This level of capital expenditures is in line with our strategic aim of improving our efficiency and reinforcing our proximity to our customers, particularly in our retail banking segment, through physical as well as non-physical contact channels. These capital expenditures are principally financed by our capital and long-term debt financing.

Among the budgeted expenditures for information technology, 40.1% is related to improvements to our main infrastructure, 39.5% is for projects related to new business solutions and the expansion of our distribution network and the remaining amount relates to technological renewal and the development of projects intended to improve the productivity of our support areas.

Our 2012 budget for infrastructure expenditures includes disbursements associated with new branches, as well as the renovation and relocation of some of our existing commercial branches, and general maintenance investments.

Table of Contents

BUSINESS OVERVIEW

Our Competitive Strengths

Building on our knowledge of the Chilean financial market, we have historically been able to develop significant competitive advantages based on our strong brand recognition, our widespread branch network, the diversity and relative size of our customer base, our highly competitive funding structure, the superior asset quality of our loan portfolio as compared to our peers in Chile, an attractive risk-return relationship and our market leadership in a diverse range of financial products and services.

Our main competitive advantages are:

Brand Recognition and Strong Corporate Image

We have been operating in Chile for 118 years under the Banco de Chile brand name. In order to provide our customers with differentiated value offerings and a wider range of products and services, we have also developed the Banco Edwards|Citi , Banco CrediChile and Banchile brand names. We believe our long-standing history in the Chilean market is recognized by our customers and the general public, who associate us with quality and reliability within the Chilean financial system, as demonstrated in various polls conducted by well-known market research companies. According to market research conducted by Adimark GFK (part of the GFK Group), during 2011 we were the most recognized brand among financial institutions operating in Chile. Also in 2011, Merco (a corporate reputation monitor from Spain) named Banco de Chile as the market leader in corporate reputation within the Chilean banking industry. Similarly, Santander Global Banking and Markets, along with Revista Capital (a monthly local business review) ranked Banco de Chile as the bank with the highest amount of value creation within the local financial system. We believe that our long history in the Chilean banking industry is a key element that differentiates us from our competitors.

Additionally, we believe that our merger with Citibank Chile reinforced our corporate image as a leading and sound financial institution within Chile and allowed us to gain international recognition among customers and investors.

We also believe that our strong corporate image is further strengthened by our commitment to social responsibility, which includes supporting the Teleton Foundation (a non-governmental organization dedicated to assisting and treating Chilean disabled children), our partnership with institutions dedicated to improving the quality of Chilean education, our commitment to the development of sports education and participation in Chile, and our environmental pledge that has led us to implement energy and forestry resources saving policies, as well as other initiatives intended to strengthen our role in, and contribution to, Chilean society.

Nationwide Branch Network and Business-Oriented Service Models

We are present in all regions of Chile and strive to be accessible to every Chilean customer through our broad branch network. As of December 31, 2011, we had a nationwide branch network of 441 branches, the largest within the Chilean banking industry, according to information published by the Superintendency of Banks. This network comprised 233 branches under our Banco de Chile brand name, 38 branches under our Banco Edwards|Citi brand name and 170 branches that operate under our Banco CrediChile brand name. We believe that our broad branch network enables us to develop close relationships with our customers and therefore we are constantly assessing new branch locations throughout Chile. During 2010, we established a Bicentennial Plan to open new branches, which resulted in 22 new branches in 2010 and 25 new branches in 2011, with a special focus on cities outside of Santiago.

In addition, to improve our customer service, we are constantly reviewing the appearance and layout of our branches. Our aim is to turn each of our branches into a business generating unit. As a result, we have redesigned our service models in most of our credit-lending units in order to maximize branch profitability and enable our on-site account executives to focus on serving customers and developing new businesses rather than focusing on administrative tasks, which have been mostly transferred to back-office staff.

We believe that our nationwide branch network and our customer-oriented service models enable us to offer more services and products in every region of Chile, enhance our cross-selling capacity and improve our service quality.

Robust Customer Base and Diversified Products and Services Portfolio

We believe that we have one of the largest customer bases among financial institutions in Chile and we provide one of the most diversified array of products and services to our customers. As of December 31, 2011, we had approximately 1,740,000 customers, including: approximately 1,030,000 borrowers, nearly 630,000 current accounts customers, approximately 150,000 time deposits, about 415,000 saving accounts and approximately 1,340,000 issued credit cards. In response to the diverse needs of our customers, we have become a full-service financial group that operates under a multi-brand approach, offering a wide range of traditional banking products and services to our customers that are supplemented by the specialized financial services provided by our subsidiaries, including securities brokerage, mutual funds, securitization, factoring, financial advisory, insurance brokerage and other financial services. In addition, our recent strategic alliance with Citigroup Inc. and the Global Connectivity Agreement we entered into have allowed us to broaden our service offerings by adding a comprehensive portfolio of international financial services that previously we could only partially provide.

We believe that our robust customer base is both an essential driver of our business that allows us to develop new products and services according to new market trends and a valuable asset that enables us to improve cross-sales of our products and services.

Highly Competitive Funding Structure

We believe that we have a cost-effective and highly competitive funding structure based on our leading market position in current accounts and demand deposits. According to the Superintendency of Banks, as of December 31, 2011, we held 22.5% of the demand deposits and current account balances within the Chilean financial system, being the leading privately-owned bank in this matter. As of that same date, these non-interest bearing liabilities represented 23.7% of our total funding structure as compared to the 17.2% reported by the Chilean financial system as a whole (excluding Banco de Chile).

Accordingly, we believe that our funding structure provides us with a cost advantage over our competitors (which use a higher proportion of interest bearing liabilities), as current accounts and demand deposits are the cheapest funding source available in Chile, since they are non-interest bearing liabilities.

We are also constantly trying to diversify our funding structure. In that effort, during 2011 we successfully placed roughly U.S.$1,400 million in senior bonds within the local market. In addition, we entered into a syndicated credit agreement of U.S.$200 million with a group of 15 Asian financial institutions, registered a debt shelf of approximately U.S.$720 million in Mexico and placed senior bonds of U.S.$110 million by using that debt shelf at the end of the year.

Superior Asset Quality

We believe we are the Chilean financial institution with the highest credit quality and the healthiest loan portfolio within the Chilean financial system. We believe our asset quality is the result of our well-known prudent risk management approach and our accurate credit risk models that are constantly improving and have enabled us to maintain relatively low levels of total past-due loans and high coverage indicators over the last few years.

According to the Superintendency of Banks, as of December 31, 2011, we had a delinquency ratio (total past-due loans as a percentage of total loans) of 1.0%, which is well below the delinquency ratio of 2.7% reported by the Chilean financial system (excluding Banco de Chile) as of the same date. Additionally, we maintain the highest coverage ratio (allowances for loan losses to total past-due loans) in the Chilean financial system, which as of December 31, 2011 was equal to 2.1 times as compared to 0.9 times for the Chilean financial system (excluding Banco de Chile).

Table of Contents

Attractive Risk-Return Relationship

We believe we have become one of the financial institutions with the highest risk-return relationship within the Chilean financial system.

According to information published by the Superintendency of Banks, as of December 31, 2011, we ranked as the market leader in terms of return-on-average-equity (calculated as net income attributable to shareholders divided by the average equity balance) with a ratio of 24.0%, well above the 16.3% posted by the Chilean financial system as a whole (excluding Banco de Chile) as of the same date. We also ranked first in terms of return-on-average-assets with a ratio of 2.1% as of December 31, 2011, which surpassed the 1.3% reported by the Chilean financial system (excluding Banco de Chile) as of the same date.

In terms of credit risk, as published by the Superintendency of Banks, as of December 31, 2011, our ratio of provisions for loan losses to average loans was 0.79%, which is below the 1.27% recorded by the Chilean financial system (excluding Banco de Chile) as of the same date.

Leading Market Position

We are one of the largest financial institutions in Chile and have become market leaders in a broad range of financial products and services within the Chilean financial system, as depicted in the following table:

	As of December 31, 2011	
	Market Share	**Market Position**
Total Loans to Customers	19.8%	1st
Commercial Loans	20.6%	1st
Consumer Finance Loans(1)	27.2%	1st
Current Accounts Balances	22.9%	1st
Mutual Funds (Assets under management)	23.3%	1st
Stock Brokerage Earnings	24.9%	1st
Consolidated Fees and Commissions Income	25.4%	1st

Source: Superintendency of Banks, Chilean Mutual Funds Association and the Chilean Securities Commission.

(1) This category includes loans granted by consumer divisions of banks (CrediChile, Banefe, Banco Nova and Banco Condell) and banks specialized in this segment (Banco Falabella, Banco Paris and Banco Ripley). It does not include Banco del Estado. Information as of October 31, 2011, the latest available data.

We have been traditionally recognized as a financial institution with a strong presence in the corporate segment that establishes long-term relationships with the major local and multinational companies that operate in Chile. We have been able to maintain this leading position by continuously improving our products and services and complementing them with comprehensive service models that allow us to successfully serve our customers needs.

In the retail banking segment, our Consumer Finance Division (Banco CrediChile) has become the largest provider of consumer loans among the Chilean banks consumer divisions, based on comprehensive service offerings for low- and middle-income individuals, as well as our recent merger with Citibank Chile that allowed us to nearly double our market share in this segment as we added Citibank Chile s former consumer division Financiera Atlas . Similarly, through our Commercial Division (Individual and SME Banking), we lead the market in services offered to high-income individuals for whom we have developed an attractive and complete portfolio of financial services, including a full range of wealth management services through some of our subsidiaries. This broad variety of services has also enabled us to lead the Chilean market in terms of income from fees and commissions.

We believe our financial soundness, prestige and brand recognition among Chilean customers have allowed us to become the market leader in terms of current accounts balances within the Chilean financial system. Our position was further consolidated in the financial downturn in 2009, when we benefited from a flight-to-quality effect as investors were seeking a reliable institution in which to keep their funds.

Table of Contents

We believe that our leadership position and our level of knowledge of Chilean customers needs reinforces our competitive strengths.

Our Business Strategy

Vision

We aspire to be the best bank for our customers, the best place to work, the best investment for our shareholders and the bank with the strongest commitment to the community.

Throughout our history, we have aspired to be the leading bank in the Chilean financial system. This vision involves all of the diverse stakeholders related to our business and is shared and internalized by all areas across our organization, senior management and the board of directors.

Among the main stakeholders that we strive to satisfy are:

Our customers

Our aim is to gain substantial knowledge of our customers in order to align our value offerings to their needs, requirements and aspirations in order to build long-term relationships.

In addition, our brand recognition, corporate reputation and market leadership within the local financial system represent important competitive advantages that we must capitalize on, preserve and improve by providing our customers with innovative and tailored value offerings.

Our employees

We are convinced that our human resources are one of our core competitive advantages, given our team s commitment, dedication and distinctive identity within the financial system.

We also believe that promoting a better work environment is key to providing exceptional customer service. For this reason, we focus on creating effective communication channels and developing a meritocratic culture by rewarding our staff s talents and achievements.

Our shareholders

We maintain our shareholders trust by engaging in projects and businesses intended to maximize the company s long-term value, while being prudent with regards to business-related risks.

Also, through commercial strategies that combine enhanced service quality with greater returns, we have been able to add significant value for our shareholders. This approach which we expect to maintain distinguishes us within the Chilean financial system.

Our community

We believe that our business actions and financial performance depend on our community involvement. As a result, we strive to continuously reinforce our commitment to the community by carrying out diverse social impact initiatives.

Thus, we are committed to entrepreneurship, the integration of disabled people, high-quality education and environmental protection.

Mission

To be a leading financial institution across all segments, providing first-class financial services with innovative solutions that fit our customers needs.

To accomplish this mission, we believe it is essential to attain industry leadership in all businesses and financial areas in which we operate, namely, profitability, efficiency, business scale, customer base, human resources development and corporate social responsibility.

Also, this mission requires initiatives intended to achieve comprehensive excellence in management, with customer satisfaction as our major goal. This requires relying on the best information technology, business models and quality standards within the industry, all of which is summarized by the value creation cycle below:

Strategic Focuses

Our long-term strategy is to maintain and enhance our position as a leading financial institution in Chile by providing a broad range of financial products and services to corporations and individuals nationwide. As part of this strategy, we have developed a multi-brand approach to target different market segments. We intend to leverage our strongly positioned brand names Banco de Chile , Banco Edwards|Citi and Banco CrediChile in traditional banking, which are supplemented by specialized financial services (such as securities brokerage services, mutual funds management, securitization services, factoring services, financial advisory services and insurance brokerage services) provided by our subsidiaries that operate under the Banchile brand name.

Since the performance of our business depends on many factors, we cannot assure you that we will be able to implement our strategies successfully nor that we will be able to reach our strategic goals. For a discussion of certain risks applicable to our operations, industry and country we operate in, see Item 3. Key Information Risk Factors.

Our long-term strategy is based on the following key goals:

Maintain Profitable Growth

Our business model is focused on those lines of business that add significant economic value to our shareholders, have appropriate levels of risk and allow us to strengthen long-term relationships with our customers. We seek sustained growth, particularly in higher-margin segments and business areas that show strong growth potential. Accordingly, in recent years we have reoriented our business focus towards the retail, large companies and treasury segments, in which we aim to achieve the same prominent position that we have obtained in the corporate segment. Thus, we strive to:

Lead the Retail Banking Segment

In our retail banking segment, our aim is to lead the market by creating differentiated and comprehensive value offerings based on a deep and continuously improving segmentation that permits us to engage in profitable and high-growth potential business opportunities. Thus, we expect to expand our business and customer base by developing tailor-made service models, enlarging our branch network, enhancing our presence in the Small and Medium Companies segment and reinforcing certain lending products that should enable us to consolidate long-term relationships with our customers, especially through payment channels usage (such as credit cards) and residential mortgage loans.

As for the latter, during 2010 we created a new Credit and Debit Card Division, which supports our credit-lending units divisions in defining marketing plans and strategies intended to increase the use of our credit and debit cards, while promoting customer loyalty through those products. This division affirmed its strategic relevance in 2011 as it supported the issuance of more than 350,000 new credit cards while implementing a strategic alliance with a mobile phone service provider that translated into the new Banco de Chile | Entel credit card, which permits the exchange of points (accumulated through purchases) for mobile phone minutes and accessories. These actions, along with positive developments in the Chilean economy, allowed us to reach a 27.9% market share in purchases and cash withdrawals made by credit cards within the Chilean financial system. Also, our aim is to continue being an innovative bank within the Chilean financial system and therefore we expect to increase the use of information technologies in our commercial efforts, as part of our value offering. Accordingly, in 2011 we launched our new Banca Móvil , a mobile banking solution for our retail banking customers available on tablets and smartphones. As of December 31, 2011, this application had been downloaded more than 80,000 times and we had more than 60,000 active customers using this new solution. During 2011 we also improved our internet-based services by renewing and enhancing our websites directed to small and medium sized companies, as well as low, middle and high-income individual customers.

This strategy intends to take advantage of the retail banking segment s growth potential. Even though Chile s per capita GDP has tripled over the last 20 years, banking penetration in the Chilean economy is still below comparable countries, particularly within the low- and middle-income population segments and with respect to certain banking products such as residential mortgage loans. Thus, we believe we can further grow this segment since, according to the Superintendency of Banks, as of December 31, 2011 we had a 22.3% market share in consumer loans and a 16.4% market share in residential mortgage loans, which are 3.3% and 6.9% below the market leader, respectively. Due to our effective commercial strategies, during 2011 we were able to substantially reduce the gap between us and the market leader in both products. Prior to 2011 the gap was 5.6% in consumer loans while it was 8.8% in residential mortgage loans.

Enhance the Wholesale Banking Segment

In our wholesale banking segment (large companies and corporations), we aim to maintain our leading market position in terms of loans and focus on achieving higher profitability by improving our value offerings in order to increase cross-sell. Thus, our efforts are concentrated on: improving our offering of cash management services, increasing the penetration of products designed by our Treasury, enhancing our presence in certain lending products such as leasing and factoring, and promoting international businesses by taking advantage of the commercial synergies related to both our merger with Citibank Chile (such as the Global Connectivity Agreement with Citigroup) and the specialized financial services offered by our subsidiaries, such as securities brokerage, mutual funds management and financial advisory.

We believe that we have already achieved significant improvements in these matters. According to our management information system, we have increased our cross-sell indicator of non-lending revenues to lending revenues from 1.2 times in 2007 to 1.5 times in 2011. As a result of the previously mentioned initiatives, we expect to keep enhancing our cross-sell strategy and the wholesale segment s profitability.

In addition to our traditional lending activities, we have developed other financial activities in order to diversify our revenue sources and continue to grow profitably, such as foreign exchange derivative transactions and fee-based products and services. As a result, our consolidated income from fees and other services has become an important source of revenue, reaching Ch$292,262 million (or 25.1% of our total operating revenues) in 2010 and Ch$308,773 million (or 24.5% of our total operating revenues) in 2011. We aim to continue increasing our net fees and commissions income by developing new products and services and by reinforcing cross-sell in the retail and wholesale segments.

Table of Contents

We are also constantly looking for profitable business opportunities with potential partners, such as our merger with Citibank Chile.

Improve Operating Efficiency

We believe that operating efficiency is a key competitive advantage within a highly competitive market such as the Chilean financial system. As a result, we strive to increase our efficiency levels by increasing productivity and reducing costs. To achieve this goal, we have invested in information technology and the development of simpler, more manageable, secure and modern business processes and platforms to attain faster response times and higher productivity.

In the last three years, we have invested approximately Ch$56,300 million (approximately Ch$14,700 million, Ch$23,200 million and Ch$18,400 million in 2009, 2010 and 2011, respectively) in technology, mainly in software and hardware, as we believe this is one of the best ways to improve our service quality and operating efficiency. Similarly, we are developing internal processes intended to reduce and keep our expenses under control. In 2011, we prioritized the start-up of our data processing center and the upgrade of our contingency site, which allows us to increase our operational productivity while reducing the operational risks. Also, in order to focus our efforts on our core business, we entered into a long-term contract with a technology provider, who will be responsible for managing and maintaining our mainframes.

As a result, we have improved our efficiency ratio since 2009. During 2009, 2010 and 2011, our consolidated operating expenses represented respectively 47.5%, 46.7% and 48.7% (including non-recurring items that account for 2.3% of the ratio) of our consolidated operating revenues. We believe this improvement is partially attributable to our successful merger with Citibank Chile, since it generated synergies in several of our business segments.

We expect to continue improving our efficiency ratio in the coming years by enhancing our strategic development capabilities, increasing our business scale (generating economies of scale), developing economies of scope by incorporating new financially related businesses, reinforcing the productivity of our branch network, enhancing our remote transactional channels, improving our credit processes, developing a higher level of automatization in our internal processes and reinforcing our cost controls and monitoring procedures.

Achieve Superior Service Quality

We are convinced that in a highly competitive industry, such as the Chilean banking system, a key element of competition is a customer-based focus, in order to generate loyalty and long-term relationships. To achieve this goal, we strive to continuously improve our relationship with our customers by developing commercial strategies aligned with their needs, as well as improving our time response and customer satisfaction indicators.

Consistent with this view, in 2009 we created a new division responsible for assessing and improving the quality of our services. This division has set new policies and projects to achieve the highest service quality standards within the Chilean banking industry. The division is composed of work teams of employees from different areas of the Bank who are committed to develop and promote a high-quality culture in the Bank.

In addition, diverse projects have been undertaken by the Bank in order to improve service quality, such as: (i) identifying new customer segments and sub-segments in retail and wholesale banking segments, (ii) implementing new value propositions with an emphasis on service excellence which include new service models, (iii) enhancing our service quality through an ongoing plan that identifies the key behaviors of our customers and developing a service protocol for different kinds of clients, (iv) significantly improving our delivery time for products, (v) reinforcing our Internet channel and business units in order to increase information processing capacity, allowing us to manage larger volumes of business with improved response time, (vi) enhancing quality at branches, and (vii) implementing different performance evaluation measures to compare our service quality levels with those of our competitors, and (viii) incorporating good practices used in other markets, industries and countries.

We expect to continue benchmarking our competitors service performance and incorporate best practices from other markets, industries and countries.

Promote Excellence in Human Resources Management

We believe human resources are a key element to achieve our long-term goals. In order to consolidate profitable growth, attain operating efficiency and achieve high service quality standards over the long term, we believe it is essential to have a motivated and highly-qualified workforce that is aligned with our corporate goals.

Accordingly, we strive to develop a staff committed to both excellence and our corporate values by establishing a distinctive culture among our employees and promoting: (i) a clear focus on the customer, (ii) confidence and leadership, (iii) meritocracy and high performance, (iv) collaboration and teamwork, (v) accountability and empowerment and (vi) innovation and continuous improvement.

We also seek to remain as one of the most respected employers in Chile. For this reason, we have carried out a comprehensive talent inventory review in order to suitably identify our staff s skills and define the correct policies in order to optimize the management of our human resources. Similarly, in 2011 we implemented diverse human resources performance metrics, such as: (i) a competence evaluation that allowed us to determine areas of improvement for approximately 8,500 employees, (ii) a 360° evaluation system for our mid-level managers. In addition, we established a meritocracy-oriented educational program *Jefes para el Chile* that led to the promotion of approximately 800 employees.

Ownership Structure [(1)]

The following diagram shows our ownership structure as of February 29, 2012:

(1) The ownership structure diagram only reflects share ownership and it does not represent voting rights. See Item 7. Major Shareholders and Related Party Transactions Major Shareholders

Table of Contents

Principal Business Activities

We are a full-service financial institution that provides, directly and indirectly through our subsidiaries and affiliates, a wide variety of credit and non-credit products and services to all segments of the Chilean financial market. Accordingly, for management purposes we organize our operations in the following four business segments:

The information relating to our business segments presented in this section has been prepared in accordance with our internal reporting policies. See Item 5. Operating and Financial Review and Prospects Results of Operations for the Years Ended December 31, 2009, 2010 and 2011 Business Segments and Item 5. Operating and Financial Review and Prospects Results of Operations for the Years Ended December 31, 2009, 2010 and 2011 Summary of Differences between Internal Reporting Policies and IFRS for a description of the most significant differences between our internal reporting policies and IFRS.

The following table sets forth information on the composition of our loan portfolio and our consolidated net income before tax in accordance with our internal reporting policies for the year ended December 31, 2011, allocated among our principal business segments:

BANK S INTERNAL REPORTING POLICIES:	Total Loans		Consolidated Net Income(1) (2)
	For the Year Ended December 31, 2011 (in millions of Ch$, except percentages)		
Retail market	Ch$ 8,294,469	47.7%	Ch$ 259,962
Wholesale market	8,668,738	49.9%	149,032
Treasury and money market operations			20,264
Operations through subsidiaries	414,586	2.4%	59,136
Other (Adjustments and Eliminations)			
Total	Ch$ 17,377,793	100.0%	Ch$ 488,394

(1) This net income breakdown is used for internal reporting and planning purposes and it is based on, among other things, our estimated funding cost and direct and indirect cost allocations. This breakdown may differ in some aspects from breakdowns of our operating income for financial reporting and regulatory purposes. Separate information on the operations, assets and income of our financial services subsidiaries and affiliates is provided below under Operations through Subsidiaries.

(2) Consolidated net income consists of net income by business segment before tax expenses.

Table of Contents

The following table sets forth our consolidated operating revenues in accordance with our internal reporting policies, allocated among our principal business segments:

	For the Year Ended December 31,		
	2009	2010	2011
BANK S INTERNAL REPORTING POLICIES:		(in millions of Ch$)	
Retail market	Ch$ 588,373	Ch$ 672,527	Ch$ 767,750
Wholesale market	259,027	281,058	288,058
Treasury and money market operations	60,072	77,723	31,432
Operations through subsidiaries	131,097	150,312	148,670
Other (adjustments and eliminations)	(12,307)	(12,838)	(12,128)
Total Operating Revenues	Ch$ 1,026,262	Ch$ 1,168,782	Ch$ 1,223,782

The following table sets forth a geographic market breakdown of our operating revenues in accordance with our internal reporting policies for the years indicated:

	For the Year Ended December 31,		
	2009	2010	2011
BANK S INTERNAL REPORTING POLICIES:		(in millions of Ch$)	
Chile	Ch$ 1,038,498	Ch$ 1,181,530	Ch$ 1,235,817
Banking operations	907,472	1,031,308	1,087,240
Operations through subsidiaries	131,026	150,222	148,577
Foreign operations	71	90	93
Operations through subsidiaries	71	90	93
Other (adjustments and eliminations)	(12,307)	(12,838)	(12,128)
Total Operating Revenues	Ch$ 1,026,262	Ch$ 1,168,782	Ch$ 1,223,782

Retail Market

Our retail banking segment serves the financial needs of individuals and small and medium-sized companies through our branch network. As of December 31, 2011, we had a total of 441 branches, of which 271 operated under our Banco de Chile and Banco Edwards Citi brand names and 170 operate under the Banco CrediChile brand name.

As of December 31, 2011, our retail segment represented 47.7% of our total loans and accounted for Ch$259,962 million of our net income before taxes for the year ended December 31, 2011.

In terms of composition, as set forth in the following table, our retail market business segment s loan portfolio as of December 31, 2011 was principally focused on residential mortgage loans, which represented 43.4% of the segment s portfolio. The remaining loans were distributed between consumer credits (30.8%) and commercial credits (25.8%).

BANK S INTERNAL REPORTING POLICIES:	As of December 31, 2011 (in millions of Ch$, except percentages)	
Commercial loans	Ch$ 2,138,529	25.8%
Residential mortgage loans	3,598,751	43.4
Consumer loans	2,557,189	30.8

Total	Ch$ 8,294,469	100.0%

We serve the retail market business segment through two different and specialized divisions: (i) the Commercial Division (Individual and SME Banking) and (ii) the Consumer Finance Division (or Banco CrediChile).

Commercial Division (Individual and SME Banking)

The Commercial Division (Individual and SME Banking) is responsible for offering financial services to individuals with monthly incomes over Ch$400,000 (or Ch$4.8 million per year) and to small and medium-sized companies with annual sales of up to approximately Ch$1,600 million. This division manages the portion of our branch network that operates under the brand names Banco de Chile and Banco Edwards Citi and had 271 branches as of December 31, 2011.

Table of Contents

The strategy followed by the Commercial Division (Individual and SME Banking) is mainly focused on sub-segmentation, multi-brand positioning, cross-sales of lending and non-lending products and service quality based on customized service models for specific customer needs. Loyalty programs have been increasingly incorporated into our commercial targets for each sub-segment and they have enabled us to increase the use of our credit cards and our commission based income. In addition, the division s operations count on the support of specialized call centers and internet banking services, along with a wide range of management tools that allow us to measure returns, the performance of cross-sold products and the effectiveness of marketing campaigns. During 2011, this division also developed Banca Móvil , a successful internet-based solution which allows our costumers to make banking transactions from their tablets and smartphones.

As of December 31, 2011, the Commercial Division (Individual and SME Banking) served 791,040 individual customers (hereafter customer should be understood as the sum of individuals or companies that hold at least a current account, a credit or a sight account) and 67,128 small- and medium-sized Chilean companies. This customer base resulted in total loans to 580,884 debtors, which includes 80,977 residential mortgage loans debtors, 81,191 commercial loan debtors, 344,960 utilized lines of credit, 309,753 installment loans and 850,075 credit card accounts. As of the same date, the division held 629,835 current accounts, 155,168 savings accounts and 137,944 time deposits.

As of December 31, 2011, loans originated by our Commercial Division (Individual and SME Banking) represented 43.4% of our total loans and 90.9% of loans granted by our retail market segment. The following table sets forth the composition of the division s loan portfolio in accordance with our internal reporting policies, as of December 31, 2011:

BANK S INTERNAL REPORTING POLICIES:	As of December 31, 2011 (in millions of Ch$, except percentages)	
Commercial Loans		
Commercial credits	Ch$ 1,818,380	24.1%
Leasing contracts	210,646	2.8
Other loans	105,522	1.4
Total Commercial Loans	2,134,548	28.3
Residential Mortgage Loans	3,546,846	47.0
Consumer Loans		
Installment loans	1,132,190	15.0
Credit cards	497,544	6.6
Lines of credit and other loans	231,685	3.1
Total Consumer Loans	1,861,419	24.7
Total	Ch$ 7,542,813	100.0%

We offer a variety of financial services to individuals and small and medium-sized companies, directly through the division or indirectly through our subsidiaries and affiliates, such as current accounts, automatic bill payment, debit cards, credit cards, revolving credit lines, housing loans, consumer loans, commercial loans, mortgage loans, leasing agreements, factoring services, investment management, support in import and export transactions, collection services, payments and collections, insurance brokerage (which handles life and casualty insurance), savings instruments, mutual funds, stock trading and foreign currency services.

Installment Loans

Our consumer installment loans are generally incurred, up to a customer s approved credit limit, to finance the cost of goods or services, such as cars, travel and household furnishings. Consumer loans are denominated in both pesos and UF, and bear fixed or variable interest rates and are generally repayable in installments over a period of up to 36 months.

As of December 31, 2011, we had Ch$1,132,190 million in installment loans granted by our Commercial Division (Individual and SME Banking), which accounted for 44.3% of the retail market business segment s consumer loans. Most of these installment loans are denominated in Chilean pesos and are payable monthly.

Table of Contents

Residential Mortgage Loans

As of December 31, 2011, we had outstanding residential mortgage loans of Ch$3,546,846 million, which represented 42.8% of the retail market business segment s total loans and 20.4% of our total loans. According to information published by the Superintendency of Banks, as of December 31, 2011 we were Chile s second largest privately-owned bank in terms of mortgage loans, accounting for approximately 20.9% of mortgage loans granted by Chilean privately-owned banks, excluding loans granted by Banco del Estado, a government-owned bank.

Our residential mortgage loans are generally denominated in UF and have maturities that range between five and thirty years. To date, the average residual maturity of our residential mortgage loan portfolio was 16.9 years. Originally, we funded our residential mortgage loans through the issuance of mortgage finance bonds, which are recourse obligations only to us with payment terms that are matched to the residential loans. Also, the mortgage finance bonds bear real market interest rates plus a fixed spread over the variable rate of the UF, which permits us to reduce our exposure to interest rate fluctuations and inflation. Chilean banking regulations allow us to finance up to 100% of a residential mortgage loan with mortgage finance bonds, based on the purchase price of the property securing the loan or the appraised value of such property. In addition, we generally require that the monthly payments on a residential mortgage loan not exceed 25% of the borrower s household after-tax monthly income, when the customer belongs to the low-income population segment. However, that limit can be adjusted for the middle and high-income population segments.

Over the last decade, we have also promoted the expansion of *Mutuos Hipotecarios*, a mortgage-lending product, which is not financed by mortgage finance bonds, but instead through our general funds. *Mutuos Hipotecarios* allow customers to finance up to 100% of the purchase price or the appraised value of the property, whichever is lower, instead of the 75% that a standard mortgage would allow. As of December 31, 2011 our residential mortgage loan portfolio was principally composed of Mutuos Hipotecarios, as customers have preferred them due to their flexibility and simplicity, as they permit financing of up to 100% of the property s purchase price and are easier to prepay.

The following table sets forth the composition of our residential mortgage loan portfolio by product type:

BANK S INTERNAL REPORTING POLICIES:	As of December 31, 2011 (in millions of Ch$, except percentages)	
Secured Residential Mortgage Loans[1]		
Loans financed with Mortgage Bonds	Ch$ 134,377	3.7%
Mutuos Hipotecarios	3,473,057	96.3
Total Secured Other-than-Mortgage Loans	Ch$ 3,607,434	100.0%

(1) Correspond to the Bank s total secured residential mortgage loans and not only those associated with the Commercial Division (Individual and SME Banking).

As shown above, as of December 31, 2011 residential mortgage loans financed with Mortgage Bonds represented 3.7% of our total residential mortgage loan portfolio, while the remaining 96.3% corresponded to Mutuos Hipotecarios. As of the same date, loans financed with Mortgage Bonds had an average origination period of 11 years (the period from the date when the loans were granted) and 23.7% of these loans were granted by CrediChile. Conversely, as of December 31, 2011 the Mutuos Hipotecarios portfolio had an average origination period of 4.3 years (the period from the date when the loans were granted) and just 0.6% of these loans were granted by CrediChile. In terms of credit risk, in 2011, loans financed with Mortgage Bonds, as well as *Mutuos Hipotecarios,* had low gross credit risk ratios of 0.27% and 0.10%, respectively. The difference between both ratios is explained by the previously mentioned factors and also by the Bank s stricter requirements to grant *Mutuos Hipotecarios* that finance up to 100% of the property s purchase price.

Regarding Mortgage Bonds that finance residential mortgage loans, the Bank is solely responsible for the payment of the Mortgage Bond obligation to the mortgage bond holders, regardless of the payment behavior of the residential mortgage borrower. Accordingly, in the ordinary course of business, none of our residential mortgage loans serves as a guarantee or collateral for our mortgage bonds.

Table of Contents

For those loans that finance a higher portion of the property appraised value, we demand that customers comply with stricter requirements, which are verified during the credit assessment stage. These requirements are related to: (i) the history of the relationship between the Bank and the customer (new or current client), (ii) credit risk scores, (iii) monthly income, (iv) type of job (employed or self-employed), and (v) years employed. In order to illustrate the above mentioned, the table below sets forth an example of requirements for residential mortgage loans that finance up to 90% and more than 90% of the property value, with a common term and granted to employed as well as self-employed new customers.

Credit granting requirements

(in millions of Ch$, except percentages)

	Requirements	
New Clients	**(in millions of Ch$, except percentages)**	
Loan / Property value	**£ 90%**	**> 90%**
Employed		
Years employed	³ 1 year	³ 2 years
Monthly Income	³ Ch$0.4	³ Ch$0.85
Self-Employed		
Years employed(1)	³ 2 years	³ 3 years
Monthly Income	³ Ch$0.5	³ Ch$1.2

(1) In case of self-employed clients, years employed refers to the minimum period of time in which the customer has been filing annual tax declarations with the Chilean Internal Revenue Service.

During 2011, 36.2% of the residential mortgage loans granted to our customers financed between 90% and 100% of the property value. Similarly during 2011, loans financing between 75% and 90% of the property appraised value represented 30.9% of these loans, loans financing between 50% and 75% of the property value represented 21.6% of these loans, and loans financing less than 50% of the property value represented 11.3% of these loans.

An additional feature of our mortgage loans is that mortgaged property typically secures all of the mortgagor s credit with us, including installment loans and due balances associated with credit cards and credit lines. Our total amount of loans secured by real estate guarantees, their loan-to-value (LTV) ratio and their relative share in our total loan portfolio as of December 31, 2011 are depicted in the table below:

	As of December 31, 2011		
	Outstanding Balance	**LTV (2)(3)**	**% of Bank s Total Loans**
BANK S INTERNAL REPORTING POLICIES:	**(in millions of Ch$, except percentages)**		
Secured Loans(1)			
Residential Mortgage Loans	Ch$ 3,607,434	57.1%	20.8%
Other than mortgage loans	395,373	14.6	2.3
Total Secured Loans	Ch$ 4,002,807	63.3%	23.1%

(1) Correspond to Bank s total secured loans and not only those associated with the Commercial Division (Individual and SME Banking).
(2) LTV ratio is computed as the amount of secured loans divided by the value of their associated collateral.
(3)

For other-than-mortgage loans, the LTV ratio is computed as the amount of the excess guarantee (after deductions) of the balance of the associated residential mortgage loans, as those guarantees are initially established in order to secure the residential mortgage loan.

In addition, the following table sets forth the composition of the other-than-mortgage loans secured by real estate guarantees:

BANK S INTERNAL REPORTING POLICIES:	**As of December 31, 2011 (in millions of Ch$, except percentages)**	
Secured Other-than-Mortgage Loans[1]		
Consumer Loans	Ch$ 237,818	60.1%
Credit Lines	44,632	11.3
Credit Cards	112,923	28.6
Total Secured Other-than-Mortgage Loans	Ch$ 395,373	100.0%

(1) Correspond to Bank s total secured Other-than-Mortgage Loans and not only those associated with the Commercial Division (Individual and SME Banking).

Finally, it is important to mention that unlike other countries in addition to the specific legal rights afforded by the mortgage loan (including foreclosure rights), the Bank may collect the pending balance of the mortgage loan over other assets of the mortgage debtor based on certain legal liens provided by law (*derecho de prenda general*). Regarding the foreclosure processes, as permitted by Chilean regulations we may write-off secured loans (such as residential mortgage loans) the earlier of 48 months from the date the loans become overdue and once we have made all efforts for recovering the past due loan without success. This applies to residential mortgage loans financed with mortgage finance bonds as well as for Mutuos Hipotecarios. Our foreclosure processes comply with the procedures determined by Chilean regulation. However, as we strive to continuously improve our collection processes, we have achieved average terms of 30 months for foreclosures associated with residential mortgage loans.

Credit Cards

As of December 31, 2011, we issued both individual and corporate Visa, MasterCard and Diners credit cards. In addition to traditional credit cards, our portfolio also includes co-branded cards (e.g., Travel Club, Global Pass, and Advantage, among others), and 61 affinity card groups, most of which were associated with our co-branded programs.

Two of our affiliates, Transbank S.A. and Nexus S.A., provide us with merchant acquisition and credit card processing services. As of December 31, 2011, Transbank S.A. had 12 shareholders and Nexus S.A. had seven shareholders, all of which were banks. As of December 31, 2011, our equity ownership in Transbank S.A. was 26.2% and our equity ownership in Nexus S.A. was 25.8%.

As of December 31, 2011, the division had 850,075 valid credit card accounts, with 1,024,478 credit cards issued to individuals and small and medium-sized companies. Total charges on our credit cards during 2011 amounted to Ch$1,747,624 million, with Ch$1,518,230 million corresponding to purchases and service payments in Chile and abroad and Ch$229,394 million corresponding to cash advances both within Chile and abroad. These amounts (which do not include the charges associated with our CrediChile s credit cards) accounted for 26.4% of the total charge volume of bank credit cards issued in Chile in 2011, according to monthly statistics provided by Transbank S.A.

As of December 31, 2011, our credit card loans to individuals and small and medium-sized companies amounted to Ch$497,544 million and represented 19.5% of our retail market business segment s consumer loans.

We believe that the Chilean market for credit cards has a high growth potential, especially among lower- and middle-income customer segments, as the average merchant fees should continue to decline due to increasing competition from other banks that operate in Chile and the large department stores and other non-banking businesses that are involved in the issuance of credit cards. As a result, in 2010 we created a new Credit and Debit Card Division, which is responsible for developing commercial strategies to reinforce this payment channel by supporting the activities carried out by our Commercial Division (Individual and SME Banking). Based on this strategy, the latter division issued roughly 230,000 new credit cards in 2011 and entered into a strategic alliance with a mobile phone provider that resulted in the new Banco de Chile | Entel credit card.

Commercial Credits

Commercial loans granted by our Commercial Division (Individual and SME Banking) mainly consist of project financing and working capital loans granted to small and medium-sized companies, which are denominated in Chilean pesos, UF and U.S. dollars and may have fixed or variable rates of interest and generally mature between one and three months. As of December 31, 2011, our Commercial Division (Individual and SME Banking) had outstanding commercial loans of Ch$1,818,380 million, representing 21.9% of the retail market business segment s total loans and 10.5% of our total loans as of the same date.

Leasing Contracts

Leasing contracts are financing leases for capital equipment and property. Leasing contracts may have fixed or variable interest rates and generally mature within one and five years for equipment and within five and twenty years for property. Most of these contracts are denominated in UF. As of December 31, 2011, our Commercial Division (Individual and SME Banking) had outstanding leasing contracts of Ch$210,646 million, representing 2.5% of the retail market business segment s total loans and 1.2% of our total loans as of the same date.

Non-Residential Mortgage Loans

Non-residential mortgage loans granted to individuals and small- and medium-sized companies are loans made to finance offices, land, facilities and other real estate. Non-residential mortgage loans are denominated in UF and generally have maturities between eight and twelve years. As of December 31, 2011, our Commercial Division (Individual and SME Banking) had non-residential mortgage loans of approximately Ch$80,495 million, representing 1.0% of the retail market business segment s total loans and 0.5% of our total loans as of the same date.

Debit Cards

We offer different types of debit cards to our customers. Depending on their specifications, these cards can be used for banking transactions at ATMs that operate on the local network, such as Redbanc, the Visa International PLUS network, the local network of merchants participating in the local Redcompra debit program or the international network of merchants associated with the Electron program. We have given different names to these debit cards depending on the card s specific functions and the link between the brand and target market which they serve. During 2011, we offered the following cards: *Chilecard*, *Chilecard Plus*, *Chilecard Electron*, *Banjoven*, *Multiedwards,* and *Citicard*. As of December 31, 2011, according to monthly statistics provided by Transbank S.A., the division had a 19.6% market share of debit card purchase transactions (not including Banco CrediChile s debit cards, as those are reported under our Consumer Finance Division), which corresponds to approximately 48.4 million purchases performed throughout the year.

Lines of Credit

We had approximately 531,009 approved lines of credit to individual customers and small and medium-sized companies as of December 31, 2011, and outstanding advances to 344,960 individual customers and small and medium- sized companies that totaled Ch$288,571 million, or 3.5% of the retail market business segment s total loans.

Our lines of credit for individual customers are generally available on a revolving basis, up to an approved credit limit, and may be used for any purpose. Advances under lines of credit are denominated in Chilean pesos and bear an interest rate that is set monthly.

Deposit Products

We strategically offer deposit products to increase our deposit-taking activities as a means of diversifying our sources of funding. We believe that the deposits of our individual customers provide us with a relatively low-cost, stable source of funding, as well as an opportunity to cross-market our other products and services. In this regard, we offer current accounts, time deposits and savings accounts to our individual customers. Current accounts are Chilean peso-denominated and the majority bear no interest (approximately 0.1% of our total current accounts are interest-bearing), and savings accounts are denominated in UF and bear a fixed-interest rate. Time deposits are denominated in Chilean pesos, UF and U.S. dollars and most bear interest at a fixed rate with terms that range between thirty to 360 days.

While historically demand has been mainly for UF-denominated deposits during periods of high inflation, demand for Chilean peso-denominated deposits has increased in recent years as a consequence of lower and more stable inflation rates in Chile. This trend could also be observed during the financial crisis of 2008 and 2009, when we benefited from a flight-to-quality effect. Due to the high volatility observed in the financial markets and low interest rates (in line with monetary stimulus prompted by central banks worldwide) customers and non-customers increasingly deposited their funds in our current accounts, particularly those denominated in Chilean pesos, as inflation was negative.

Table of Contents

Consumer Finance Division (Banco CrediChile)

The Consumer Finance Division provides loans and other financial services to low and middle-income segments (individuals whose monthly incomes range from Ch$170,000 to Ch$400,000), which historically have only been partially served by financial institutions. Also, our Consumer Finance Division serves micro-businesses. Banco CrediChile represents an alternative delivery channel for our products and services to these segments, maintaining a separate brand supported by a network of 170 Banco CrediChile branches as of December 31, 2011. Banco CrediChile was established in 2004 from what was formerly our consumer banking division. During 2008, the business of Banco CrediChile was merged with the consumer division of Citibank Chile (Corporación Financiera Atlas S.A.) as a consequence of our merger with Citibank Chile.

Banco CrediChile offers its customers a variety of banking products, such as consumer loans, credit cards, automobile financing loans, residential mortgage loans and a special demand deposit account (see Bancuenta) targeted at low-income customers. As of December 31, 2011, Banco CrediChile had 857,946 customers and total loans outstanding that amounted to Ch$751,656 million, representing 4.3% of our total loans outstanding as of the same date.

The following table sets forth the composition of Banco CrediChile s loan portfolio in accordance with our internal reporting policies, as of December 31, 2011:

BANK S INTERNAL REPORTING POLICIES:	As of December 31, 2011 (in millions of Ch$, except percentages)	
Consumer loans		
Installment loans	Ch$ 625,693	83.2%
Credit cards	69,843	9.3
Lines of credit	234	0.1
Total consumer loans	695,770	92.6
Residential mortgage loans	51,905	6.9
Commercial loans	3,981	0.5
Total	Ch$ 751,656	100.0%

Our Consumer Finance Division focuses on developing and marketing innovative and customized products targeted to satisfy the needs of its customers while introducing them to the banking system. Banco CrediChile complements the services offered by our other business segments, especially our wholesale market segment, by offering services to employers, such as direct deposit capabilities, that stimulate the use of our services by employees.

The Superintendency of Banks requires greater allowances for loan losses for those banks with low credit classifications. This is the case for Banco CrediChile, which employs a specific credit scoring system, developed by our corporate risk division, as well as other criteria to evaluate and monitor credit risk. Thus, in order to ensure the quality of its loan portfolio, Banco CrediChile adheres to our general loan origination procedures, particularly with regard to the use of our credit scoring system and credit management policies, including the use of credit bureaus and the services of the Superintendency of Banks. In addition, Banco CrediChile carries out rigorous procedures for collection of past-due loans through Socofin S.A., our specialized collection subsidiary. We believe that we have suitable procedures and infrastructure in place to manage the risk exposure of Banco CrediChile. These procedures allow us to take advantage of the attractive growth and earnings potential of this market segment while helping to manage exposure to higher risk. See Item 3. Key Information Risk Factors Risks Relating to our Operations and the Chilean Banking Industry The growth of our loan portfolio may expose us to increased loan losses and Item 3. Key Information Risk Factors Risks Relating to our Operations and the Chilean Banking Industry Our loan portfolio may not continue to grow at the same or similar rate.

Table of Contents

Consumer Lending

Banco CrediChile provides short to medium-term consumer loans and credit card services. As of December 31, 2011, Banco CrediChile had approximately 354,857 consumer loan debtors related to Ch$625,693 million. As of the same date, Banco CrediChile customers had 306,253 valid credit card accounts, with outstanding balances of Ch$69,843 million.

Bancuenta

Banco CrediChile offers its customers Bancuenta, a basic deposit product that is flexible and easy to use. This product allows us to tap into a section of the consumer market that previously was not participating in the banking system. The Bancuenta account is a non-interest bearing demand deposit account without checking privileges targeted at customers who want a secure and comfortable means of managing and accessing their money. Customers may use an ATM card linked to their Bancuenta account (which may include a revolving line of credit) to make deposits or automatic payments to other Banco CrediChile accounts through a network of 1,987 ATMs available through the Redbanc network as of December 31, 2011.

As of December 31, 2011 Banco CrediChile had 820,237 Bancuenta accounts. Bancuenta account holders pay an annual fee, a fee related to the number of withdrawals on the Bancuenta line of credit and interest on any outstanding balance under the line of credit. All fees and interest due on a Bancuenta account are withdrawn automatically on a monthly basis from funds available in the account. Bancuenta allows us to offer our wholesale customers the ability to pay their employees by direct deposit of funds into the individual employee s account at Banco CrediChile. We believe this product can lead to stronger long-term relationships with our wholesale customers and their employees.

Wholesale Market

Our wholesale market business segment serves the needs of corporate customers. In 2011, this business segment recorded annual operating revenues of approximately Ch$288,058 million, which represented 23.5% of our total operating revenues, and annual net income before taxes of Ch$149,032 million, which represented 30.5% of our consolidated net income before taxes. As of December 31, 2011 loans made by this business segment amounted to Ch$8,668,738 million and represented 49.9% of our total loan portfolio.

The following table sets forth the composition of our portfolio of loans to the wholesale market in accordance with our internal reporting policies, as of December 31, 2011:

BANK S INTERNAL REPORTING POLICIES:	**As of December 31, 2011 (in millions of Ch$, except percentages)**	
Commercial credits	Ch$ 6,031,058	69.6%
Foreign trade loans	1,477,576	17.0
Leasing loans	785,877	9.1
Factoring loans	183,826	2.1
Other loans	190,401	2.2
Total	Ch$ 8,668,738	100.0%

As of December 31, 2011, we had 9,798 debtors out of a total of 21,893 wholesale customers. Our wholesale customers are engaged in a wide range of industry sectors. As of December 31, 2011, this business segment s loans were mainly related to:

commerce and trade (approximately 20.7% of all loans made by this business segment);

financial services (approximately 18.7% of all loans made by this business segment);

manufacturing (approximately 13.3% of all loans made by this business segment);

community, social and personal services (approximately 13.1% of all loans made by this business segment);

Table of Contents

- communication and transportation (approximately 11.8% of all loans made by this business segment);
- agriculture, forestry and fishing (approximately 8.8% of all loans made by this business segment);
- construction (approximately 8.0% of all loans made by this business segment);
- utilities (approximately 3.1% of all loans made by this business segment); and
- mining (approximately 2.5% of all loans made by this business segment).

In line with our strategy of identifying and differentiating market segments in order to provide improved value propositions for specific customers, we have defined two divisions within the wholesale market segment based on annual sales: (i) the Corporate Division and (ii) the Large Companies and Real Estate Division.

Corporate Division

The Corporate Division provides services to corporations whose annual sales exceed approximately Ch$70,000 million. This division s customers consist of a large proportion of Chile s publicly-traded companies, subsidiaries of multinational companies and conglomerates (including those that operate in the financial, commercial, manufacturing, industrial and infrastructure sectors), and projects and concessions.

As of December 31, 2011, we had 804 large corporations as debtors out of a total of 4,269 customers in our Corporate Division with total outstanding loans of Ch$4,091,155 million, which represented 23.5% of our total outstanding loan portfolio as of the same date.

The following table sets forth the composition of our Corporate Division s loan portfolio in accordance with our internal reporting policies, as of December 31, 2011:

BANK S INTERNAL REPORTING POLICIES:	**As of December 31, 2011 (in millions of Ch$, except percentages)**	
Commercial credits	Ch$ 3,207,290	78.3%
Foreign trade loans	584,861	14.3
Factoring loans	124,926	3.1
Leasing loans	89,966	2.2
Other loans	84,112	2.1
Total	Ch$ 4,091,155	100.0%

We offer a wide range of products to large corporations that include short- and long-term financing, working capital loans, mortgage loans, leasing, long-term syndicated loans and factoring, as well as investment banking services offered by our subsidiary Banchile Asesoría Financiera S.A., which include the underwriting of public and private securities offerings. We also offer payment services (payrolls, suppliers, pensions, dividends, etc.), collection services and connections to international funds transfer networks, as well as traditional deposit products, in particular current accounts.

As of December 31, 2011, we were party to approximately 1,033 payment service contracts and approximately 210 collection service contracts with large corporations. We believe that cash management and payment service contracts provide us with a source of low-cost deposits and the opportunity to cross-sell our products and fees to payees, many of whom maintain accounts with us. Under our collection contracts, we act as a collection agent for our large corporate customers, providing centralized collection services for their accounts receivable and other similar payments.

In order to provide highly competitive and differentiated services, our Corporate Division has the direct support of our treasury and money market operations segment, which directly fulfills our corporate customers liquidity and short-term loans requirements. We have also improved our technology to facilitate connections with customers and enhance their self-service practices. Similarly, we offer derivative products, which we believe have become increasingly important, especially those associated with Chilean peso-U.S. dollar and UF-U.S. dollar forward contracts and interest rate swaps.

Table of Contents

In recent years, the market for loans to large corporations in Chile has been characterized by reduced profit margins, partly due to a more direct access of such customers to domestic and international capital markets and other funding sources. Consequently, we have focused on increasing the profitability in this segment through enhancing our cross-sell fee generating services, such as payroll processing, dividend payments and billing services, as well as computer banking services. This strategy has enabled us to maintain profitable relationships with our large corporate customers while preserving the ability to extend credit when appropriate business opportunities arise.

During 2011, we consolidated the customer service model implemented during 2009 and 2010, which enabled us to improve the division s cross-sell and customer satisfaction indicators. In fact, we increased the average number of calls to our corporate customers by approximately 12%, while we achieved above 50% penetration in the multinational companies segment. Also, throughout 2011 the division carried out important transactions in the local market and established policies to enhance our cash management services by reshaping and improving the quality and consistency of our services.

Large Companies and Real Estate Division

Our Large Companies and Real Estate Division provides a broad range of financial products and services (such as electronic banking, leasing, foreign trade and financial consultancy) to companies with annual sales that range from approximately Ch$1,600 million to approximately Ch$70,000 million. Customers served by this division are those related to the commercial, manufacturing, agricultural, forestry, fishing, infrastructure and real estate sectors.

As of December 31, 2011, we had 8,994 large companies as debtors out of a total of 17,624 customers in our Large Companies and Real Estate Division. Loans to large companies totaled approximately Ch$4,577,583 million as of the same date, which represented 26.3% of our total loans.

The following table sets forth the composition of the Large Companies and Real Estate Division s loan portfolio in accordance with our internal reporting policies, as of December 31, 2011:

BANK S INTERNAL REPORTING POLICIES:	**As of December 31, 2011 (in millions of Ch$, except percentages)**	
Commercial credits	Ch$ 2,823,768	61.7%
Foreign trade loans	892,715	19.5
Leasing loans	695,911	15.2
Factoring loans	58,900	1.3
Other loans	106,289	2.3
Total	Ch$ 4,577,583	100.0%

The products and services offered to large companies are mainly related to commercial loans, lines of credit, foreign trade and foreign currency transactions, factoring services, leasing, mortgage loans, syndicated loans, mergers and acquisitions, debt restructuring assistance, payments and collections services, current accounts and related services, corporate credit cards, cash and investment management, forward contracts to hedge against currency fluctuations and insurance brokerage.

This division s aim is to deliver exceptional service to its customers based on proactive financial support that enhances long-term relationships with customers. In 2009, to improve the division s service quality standards, our Large Companies and Real Estate Division redesigned its service model to take advantage of synergies arising from the interaction of account and specialized support executives responsible for ensuring comprehensive customer service. These modifications enabled the division to strengthen customer relationships and increase market share, as well as product offerings.

During 2010 and 2011, the division continued consolidating this service model, particularly within the metropolitan region of Santiago, which translated into significant increases in loans granted by our Large Companies and Real Estate Division and important improvements in customer satisfaction and market recognition. Similarly, in 2011 the division achieved important increases in loans associated with factoring, leasing and foreign trade as a result of the implementation of this service model in regions outside Santiago, attaining significant improvements in customer recommendation and satisfaction. This service model is based on a joint program

Table of Contents

developed with our Corporate Risk Division and the Large Companies and Real Estate Division that creates multi-disciplinary teams composed of an executive officer in charge of commercial duties and a credit risk analyst for customer calls in order to carry out on-site evaluations of our customers needs.

Our leasing segment is part of the Large Companies and Real Estate Division. Similarly, our factoring subsidiary, Banchile Factoring S.A., mainly provides its services through the Large Companies and Real Estate Division.

Treasury and Money Markets Operations

Our treasury and money market operations business segment provides a wide range of financial services to our customers, including currency intermediation, forward contracts, interest rate swaps, transactions under repurchase agreements and investment products based on bonds, mortgage finance bonds and deposits.

In addition, our treasury and money market operations business segment is focused on managing currency, interest rate and maturity gaps, ensuring adequate liquidity levels, managing our investment portfolio and performing the intermediation of fixed-income instruments, currencies and derivatives. Interest rate gap management is aimed at generating an adequate funding structure, prioritizing our capitalization and asset and liability cost structure and funding source diversification.

The treasury and money market operations business segment is also responsible for (i) the issuance of short- and long-term senior bonds, as well as long-term subordinated bonds, (ii) monitoring compliance with regulatory deposit limits, technical reserves and maturity and rate matches, (iii) monitoring our adherence to the security margins defined by regulatory limits, and risk limits for interest rate, currency and investment gaps. This segment continually monitors the funding costs of the local financial system, comparing them with our own.

During 2011, our treasury and money market operations segment conducted significant transactions in order to achieve our goal of diversifying our funding structure. The main operations executed during the year were: a syndicated credit of approximately U.S.$200 million with 15 Asian financial institutions, the issuance of approximately U.S.$1,400 million in senior bonds within the local market and a shelf registration of corporate bonds in Mexico for approximately U.S.$720 million. As of December 31, 2011 we had issued roughly U.S.$110 million from this debt shelf.

As of December 31, 2011, our securities portfolio amounted to Ch$1,773,810 million and was composed of available-for-sale securities that totaled Ch$1,468,898 million and securities held for trading that amounted to Ch$304,912 million. As for the type of instruments included in our securities portfolio, as of December 31, 2011, 27.6% consisted of securities issued by the Central Bank and the Chilean Government, 9.2% consisted of securities from foreign issuers, 52.2% consisted of securities issued by local financial institutions and 11.0% consisted of securities issued by Chilean corporate issuers and other securities. Our investment strategy is designed to supplement our expected profitability, risks and economic variable projections while adhering to the regulatory guidelines and internal limits defined by our finance committee.

The funding functions carried out by our treasury division are complemented by our international area, namely International Financial Institutions (IFI), which manages relations with correspondent banks worldwide, facilitating international payments and obtaining foreign currency financing for us. As of December 31, 2011, we have established a network of approximately 600 foreign banks, among which we maintained credit relationships with approximately 180 correspondent banks, from which we maintained 41 account relationships. IFI played an important role in structuring international transactions aimed at diversifying our funding.

Operations through Subsidiaries

We have made several strategic long-term investments in financial services companies that are engaged in activities complementary to our commercial banking activities. In making these investments our goal is to develop a comprehensive financial group capable of meeting the diverse financial needs of our current and potential clients by offering traditional banking products and specialized financial services through our different subsidiaries.

Table of Contents

The following table sets forth information with respect to our financial services subsidiaries in accordance with our internal reporting policies as of December 31, 2011:

BANK S INTERNAL REPORTING POLICIES:	As of or for the year ended December 31, 2011 Assets	Equity (in millions of Ch$)	Net Income
Banchile Trade Services Limited (Hong Kong)	Ch$ 778	Ch$ 757	Ch$ 65
Banchile Administradora General de Fondos S.A.	65,725	62,148	17,267
Banchile Asesoría Financiera S.A.	4,371	3,299	1,557
Banchile Corredores de Seguros Ltda	8,921	6,701	3,997
Banchile Corredores de Bolsa S.A.	577,883	96,024	21,995
Banchile Factoring S.A.	407,056	45,985	4,218
Banchile Securitizadora S.A.	494	395	31
Socofin S.A.	6,961	945	383
Promarket S.A.	1,995	834	102
Total	Ch$ 1,074,184	Ch$ 217,088	Ch$ 49,615

The following table sets forth information with respect to our ownership interest in our financial services subsidiaries as of December 31, 2011:

	Ownership Interest Direct (%)	Indirect (%)	Total (%)
Banchile Trade Services Limited (Hong Kong)	100.00		100.00
Banchile Administradora General de Fondos S.A.	99.98	0.02	100.00
Banchile Asesoría Financiera S.A.	99.96		99.96
Banchile Corredores de Seguros Ltda.	99.83	0.17	100.00
Banchile Corredores de Bolsa S.A.	99.70	0.30	100.00
Banchile Factoring S.A.	99.75	0.25	100.00
Banchile Securitizadora S.A.	99.00	1.00	100.00
Socofin S.A.	99.00	1.00	100.00
Promarket S.A.	99.00	1.00	100.00

Each of these subsidiaries is incorporated in Chile, except for Banchile Trade Services Limited, which is incorporated in Hong Kong.

Securities Brokerage Services

We provide securities brokerage services through Banchile Corredores de Bolsa S.A. Banchile Corredores de Bolsa S.A. is registered as a securities broker with the *Superintendencia de Valores y Seguros de Chile* (the Chilean Superintendency of Securities and Insurance), the regulator of Chilean publicly listed companies, and is a member of the Santiago Stock Exchange and the Chilean Electronic Stock Exchange. Since it was founded in 1989, Banchile Corredores de Bolsa S.A. has provided stock brokerage services, fixed-income investments and foreign exchange products to individuals and companies through our branch network. During the year ended December 31, 2011, Banchile Corredores de Bolsa S.A. recorded an aggregate stock trading turnover on the Santiago Stock Exchange, the Chilean Electronic Stock Exchange and the Valparaíso Stock Exchange that amounted to approximately Ch$8,327,296 million. As of December 31, 2011, Banchile Corredores de Bolsa S.A. had equity of Ch$96,024 million and, for the year ended December 31, 2011, recorded net income of Ch$21,995 million, which represented 5.1% of our consolidated net income for that period.

In early 2009, Citibank Agencia de Valores S.A. merged with and into Banchile Corredores de Bolsa S.A.

Mutual and Investment Fund Management

Since 1980, we have provided mutual fund management services through Banchile Administradora General de Fondos S.A. (formerly Banchile Administradora de Fondos Mutuos S.A.). As of December 31, 2011, according to data prepared by the Chilean Superintendency of Securities and Insurance, Banchile Administradora General de Fondos S.A. was the largest mutual fund manager in Chile, managing approximately 23.3%

of all Chilean mutual funds assets. As of December 31, 2011, Banchile Administradora General de Fondos S.A. operated 71 mutual funds and had Ch$4,122,057 million in assets under management from more than 319,508 corporate and individual investors. Also, as of December 31, 2011, Banchile Administradora General de Fondos S.A. operated six investment funds: Chile Small Cap, Latam Small Mid-Cap, Plusvalia Eficiente, Chile Blend and Banchile Inmobiliario IV and V, managing Ch$198,224 million in net assets on behalf of 172 participants.

Table of Contents

The following table sets forth information regarding the various mutual funds managed by Banchile Administradora General de Fondos S.A. as of December 31, 2011:

Name of Fund	Type of Fund	Net Asset Value As of December 31, 2011 (in millions of Ch$)
Ahorro	Fixed income (medium/long term)	23,314
Ahorro Estable Garantizado	Fixed income (medium/long term)	20,571
Ahorro Plus I	Fixed income (medium/long term)	796
Alianza	Fixed income (medium/long term)	81,297
América Latina Accionario	Equity	16,522
Andes Acciones	Debt/Equity	1,548
Asia Fund	Debt/Equity	7,434
Asiático Accionario	Equity	11,456
Balance I	Debt/Equity	25,046
Banca Americana Voltarget Garantizado	Fixed income (medium/long term)	13,806
Banchile Acciones	Equity	72,273
Booster Australia	Fixed income (medium/long term)	1,709
Booster Chile	Equity	869
Booster Small Cap USA	Fixed income (medium/long term)	1,968
Bric Accionario	Debt/Equity	2,866
Capital Financiero	Fixed income (short term)	271,799
Capitalisa Accionario	Equity	6,490
Carry Trade Monedas	Fixed income (medium/long term)	3,094
Cash	Fixed income (short term)	602,146
Chile 18 Q	Equity	3,845
Chile Accionario	Equity	34,688
Cobertura	Fixed income (medium/long term)	1,423
Corporate Dollar Fund	Fixed income (short term)	365,431
Corporativo	Fixed income (short term)	294,909
Crecimiento	Fixed income (short/medium term)	21,760
Depósito XXI	Fixed income (medium/long term)	91,435
Deuda Nacional	Fixed income (medium/long term)	13,008
Disponible	Fixed income (short term)	42,185
Dollar Investment Grade	Fixed income (medium/long term)	20,992
Emerging Dollar Fund	Debt/Equity	22,152
Emerging Fund	Debt/Equity	30,105
Estrategia Commodities Garantizado	Fixed income (medium/long term)	8,513
Estratégico	Fixed income (medium/long term)	348,459
Euro Money Market Fund	Fixed income (short term)	13,189
Europe Fund	Debt/Equity	3,233
Flexible	Fixed income (short term)	100,349
Global Dollar Fund	Debt/Equity	1,784
Global Fund	Debt/Equity	4,253
Horizonte	Fixed income (medium/long term)	103,116
Inversión	Debt/Equity	26,166
Inversión 10	Debt/Equity	1,154
Inversión 20	Debt/Equity	2,497
Inversión Brasil	Debt/Equity	11,215
Inversión China	Debt/Equity	4,515
Inversión Dollar 30	Debt/Equity	2,369
Inversionista Calificado I	Equity	18,342
Latam Mid Cap	Debt/Equity	7,852
Latin America Fund	Debt/Equity	47,412
Liquidez 2000	Fixed income (short term)	460,018
Liquidez Full	Fixed income (short term)	87,334

Mid Cap	Equity		66,832
Muralla China Garantizado	Fixed income (medium/long term)		24,040
Operacional	Fixed income (medium/long term)		13,376
Oportunidades Sectoriales	Debt/Equity		10,631
Patrimonial	Fixed income (short term)		114,883
Performance	Fixed income (short/medium term)		9,335
Potencias Garantizado	Fixed income (medium/long term)		35,126
Renta Futura	Fixed income (medium/long term)		273,069
Retorno Dólar	Fixed income (medium/long term)		20,110
Retorno LP UF	Fixed income (medium/long term)		50,699
U.S. Dollar Fund	Debt/Equity		7,582
U.S. Fund	Debt/Equity		7,767
USA Accionario	Equity		17,476
Utilidades	Fixed income (short/medium term)		78,310
Viejo Continente Accionario	Equity		916
Visión Dinámica A	Debt/Equity		9,525
Visión Dinámica Acciones	Debt/Equity		4,070
Visión Dinámica B	Debt/Equity		4,745
Visión Dinámica C	Debt/Equity		7,013
Visión Dinámica D	Debt/Equity		1,964
Visión Dinámica E	Debt/Equity		5,885
Total		Ch$	4,122,061

Table of Contents

As of December 31, 2011, Banchile Administradora General de Fondos S.A. recorded equity of Ch$62,148 million and, for the year ended December 31, 2011, net income of Ch$17,267 million, which represented 4.0% of our 2011 consolidated net income.

Factoring Services

We provide factoring services to our customers through Banchile Factoring S.A. Through this service, we purchase our customers outstanding debt portfolios, such as bills, notes, promissory notes or contracts, advancing cash and collecting on the related instruments. For the year ended December 31, 2011, Banchile Factoring S.A. had net income of Ch$4,218 million, which represented 1.0% of our 2011 consolidated net income. As of December 31, 2011, this subsidiary had equity of Ch$45,985 million and a 21.9% market share in Chile s factoring industry, according to information provided by the Chilean Factoring Association.

Financial Advisory Services

We provide financial advisory and other investment banking services to our customers through Banchile Asesoría Financiera S.A. The services offered by Banchile Asesoría Financiera S.A. are primarily targeted to our corporate customers and include advisory services concerning mergers and acquisitions, restructuring, project finance and strategic alliances. As of December 31, 2011, Banchile Asesoría Financiera S.A. had equity of Ch$3,299 million and, for the year ended December 31, 2011, net income of Ch$1,557 million, which represented 0.4% of our 2011 consolidated net income.

Insurance Brokerage

We provide insurance brokerage services to our customers through Banchile Corredores de Seguros Limitada. In 2000, we began to offer life insurance policies associated with consumer loans and non-credit related insurance to our individual customers and the general public. As of December 31, 2011, Banchile Corredores de Seguros Limitada had equity of Ch$6,701 million and, for the year ended December 31, 2011 net income of Ch$3,997 million, which represented 0.9% of our 2011 consolidated net income. According to the Chilean Insurance Companies Association, during 2010 (the latest year for which information is available), Banchile Corredores de Seguros Limitada had a 5.1% market share in the total amount of life and casualty insurance policies (in Chilean pesos) sold by insurance brokerage companies in Chile, excluding life annuities.

Securitization Services

We offer investment products to meet the needs of institutional investors, such as private pension funds and insurance companies, through Banchile Securitizadora S.A. This subsidiary securitizes financial assets, and issues debt instruments with credit ratings that can be traded in the Chilean marketplace, backed by a bundle of revenue-producing assets of the client company. As of December 31, 2011, Banchile Securitizadora S.A. had equity of Ch$395 million and, for the year ended December 31, 2011, it reported net income of Ch$31 million. Also as of December 31, 2011, Banchile Securitizadora S.A. had a 17% market share in the total volume of assets securitized in Chile. This market share refers to the percentage of existing stock of securitized assets.

Credits pre-evaluation services

Promarket S.A. provides credit pre-evaluation services to the Bank and its subsidiaries, including researching potential customers. As of December 31, 2011, Promarket S.A. had equity of Ch$834 million and, for the year ended December 31, 2011, net income of Ch$102 million.

Collection Services

We provide judicial and extra-judicial loan collection services on our behalf and on behalf of third parties through our subsidiary Socofin S.A. As of December 31, 2011, Socofin S.A. had equity of Ch$945 million and, for the year ended December 31, 2011, net income of Ch$383 million.

Trade Services

In November 2004, we began offering direct trade services to our customers through Banchile Trade Services Limited, which acts as our trade finance entity in markets such as China, Hong Kong, Taiwan and South Korea. As of December 31, 2011, Banchile Trade Services Limited had equity of Ch$757 million and, for the year ended December 31, 2011, net income of Ch$65 million.

Distribution Channels and Electronic Banking

Our distribution network provides integrated financial services and products to our customers through a wide range of channels. The network includes ATMs, branches, on-line banking and phone-banking devices. As of December 31, 2011, we had 1,987 ATMs (that form part of Redbanc s 6,589 ATMs system which allowed our customers to conduct self-service banking transactions during banking and non-banking hours.

As of December 31, 2011, we had a network of 441 retail branches throughout Chile. Our branch system serves as a distribution network for all of the products and services offered to our customers. Our full-service branches accept deposits, cash withdrawals, offer the full range of our retail banking products, such as consumer loans, automobile financing loans, credit cards, mortgage loans and current accounts, and provide information to current and potential customers.

We offer electronic banking services to our customers 24 hours a day through our internet website, www.bancochile.cl, which has tailored homepages for the different markets we serve. Our corporate homepage offers a broad range of services, including the payment of bills, electronic fund transfers, stop payment and non-charge orders, as well as a wide variety of account inquiries. These services include our office banking service, *Banconexion Web*, which enables our corporate customers to perform all of their banking transactions from their offices. Our homepage also offers products with exclusive benefits provided by our customer loyalty marketing programs, which enhance our relationships with customers. We also have a homepage designed for our investor customers, through which they can trade stocks, take deposits and open savings accounts. Our foreign trade customers can rely on our international business homepage, www.bancochile.com, which enables them to inquire about the status of their foreign trade transactions and perform transactions, such as opening letters of credit, recording import collection and hedging on instructions and letters of credit. On average, during 2011 approximately 508,000 individual and corporate customers performed nearly 20.0 million transactions per month on our website, of which approximately 4.6 million were monetary transactions.

In addition, we provide our customers with access to a 24-hour phone-banking call center through which they can access account information, transfer funds and make certain payments. This service, through which we receive approximately 508,000 calls per month, has enabled us to develop customer loyalty campaigns, sell financial products and services, answer specialized inquiries about our remote services and receive and resolve complaints by customers and non-customers.

Involvement with the Transantiago Plan

Since June 2005, we have been a shareholder in *Administrador Financiero del Transantiago* (AFT), the company responsible for the financial management of the overhaul of Santiago s public transit system (the Transantiago Plan). Other majority shareholders of the company include three other major Chilean banks, a financial services company and a technology services

company. We own 20% of AFT s capital stock, which represented an original capitalization of approximately U.S.$13.4 million as of June 8, 2005.

45

The Transantiago Plan has faced operational deficits that are being funded by means of permanent and temporary fiscal subsidies in accordance with the provisions of Law 20,378, enacted in September 2009.

In 2007, as shareholders of AFT, we made extraordinary contributions for a total amount of U.S.$4.1 million with the purpose of financing AFT s expenses, which were capitalized as of December 31, 2007. Between January and April 2008, we made additional funds available to AFT in the amount of U.S.$358,000 to pay AFT s expenses arising from the Transantiago Plan. We have made no additional funds available after April 2008. However, if we are required to incur additional payments, we do not expect that any such payments will materially affect our business.

Competition

Overview

The Chilean market for banking and other financial services is highly and increasingly competitive and consists of a number of different market sectors. The most important sector is commercial banking that includes 23 privately-owned banks and one government-owned bank, Banco del Estado. As of December 31, 2011, the four largest Chilean banks accounted for 66.7% of all outstanding loans made by Chilean financial institutions: Banco de Chile (19.8%), Banco Santander-Chile (19.7%), Banco del Estado (14.3%) and Banco de Crédito e Inversiones (12.9%).

We face significant and increasing competition in all market segments in which we operate. As a commercial bank that offers a range of services to all types of businesses and individual customers, we face a variety of competitors, ranging from other large, privately-owned commercial banks to more specialized entities, such as niche banks. We consider the principal commercial banks in Chile to be our primary competitors, namely, Banco Santander-Chile, Banco de Crédito e Inversiones, Banco Bilbao Vizcaya Argentaria Chile (BBVA), and Corpbanca. Nevertheless, we also face competition from Banco del Estado, a government-owned bank, which has a larger customer base than we do. Banco del Estado, which operates under the same regulatory regime as Chilean privately-owned banks, was the third largest bank in Chile as of December 31, 2011, with outstanding total loans of Ch$12,587,222 million, representing a 14.3% market share, according to data published by the Superintendency of Banks.

In the wholesale market, we believe our strongest competitors are Banco Santander-Chile, Banco de Crédito e Inversiones, BBVA and Corpbanca. We also believe these banks are our most significant competitors in the small and medium-sized companies business segment.

In the retail market, we compete with other privately-owned Chilean banks, as well as with Banco del Estado, which has a large customer base of individuals. Among privately-owned banks, we believe our strongest competitors in this market are Banco Santander-Chile and Banco de Crédito e Inversiones, as these banks have developed business strategies focused on both small and medium-sized companies and lower to middle income segments of the Chilean population. In addition, we believe our strongest competitors in the high-income individual segment are Banco Santander-Chile and Banco Itaú Chile, as these banks rely on specialized business units that provide wealth management and traditional banking services, as we do. We also compete with companies that offer non-banking specialized financial services in the high-income individuals segment (such as Larrain Vial and Celfin Capital) whose core businesses are stock brokerage, financial advisory and wealth management services.

The Chilean banking industry has experienced increased levels of competition in recent years from domestic as well as foreign banks, which has triggered a consolidation wave within the industry. Consequently, banks strategies have been increasingly focused on reducing costs and improving efficiency standards in order to compete effectively with the larger banks. Although we are making our best efforts in order to operate within this competitive environment, we acknowledge that our income may decrease as a result of increasing competition.

We expect these trends of increased competition and consolidation to continue, particularly in connection with the formation of new large financial groups and the creation of new niche banks. Although we believe that we are currently large enough to compete

Table of Contents

effectively in all of our target markets, any further consolidation in the Chilean financial services industry may adversely affect our competitive position. We are working on developing and enhancing our competitive strengths to ensure our sustainability.

Historically, commercial banks in Chile have competed in the retail market against each other, and finance companies and department stores, with the latter two having traditionally been focused on consumer loans to low and middle-income segments. However, finance companies have gradually disappeared as most of them have been merged into the largest commercial banks.

In recent years, the Chilean financial system has witnessed a new phenomenon: the rise of non-traditional banking competitors, such as large department stores. These players have become increasingly significant in the consumer-lending sector. Currently, there are three consumer-oriented banks affiliated with Chile s largest department stores: Banco Falabella, Banco Ripley and Banco Paris. Although these banks had a combined market share of only 1.5% as of December 31, 2011, according to the Superintendency of Banks, the presence of these banks is likely to make consumer banking more competitive over the next years.

Below is a set of tables and figures for the years ended December 31, 2009, 2010 and 2011 that shows our position within the Chilean financial system. The market information is set forth under Chilean GAAP as published by the Superintendency of Banks.

The following table sets forth certain statistical information on the Chilean financial system as of December 31, 2011, according to information published by the Superintendency of Banks under Chilean GAAP:

	As of December 31, 2011 (in millions of Ch$, except percentages)							
	Assets		Loans[1]		Deposits		Equity[2]	
	Amount	Share	Amount	Share	Amount	Share	Amount	Share
CHILEAN GAAP:	(in millions of Ch$, except percentages)							
Private sector banks	Ch$ 105,423,446	83.5%	Ch$ 75,359,278	85.7%	Ch$ 62,337,585	81.4%	Ch$ 8,785,548	89.5%
Banco del Estado	20,878,424	16.5	12,587,222	14.3	14,206,667	18.6	1,028,153	10.5
Total banking system	**Ch$ 126,301,870**	**100.0%**	**Ch$ 87,946,500**	**100.0%**	**Ch$ 76,544,252**	**100.0%**	**Ch$ 9,813,701**	**100.0%**

Source: Superintendency of Banks

(1) Net of interbank loans.
(2) For purposes of this table, equity includes capital and reserves, net income for the period and provisions for minimum dividends.

Loans

We had total loans of Ch$17,377,793 million as of December 31, 2011, according to information published by the Superintendency of Banks under Chilean GAAP. The following table sets forth our market share and the market share of our principal privately-owned competitors in terms of total loans, as of the dates indicated, according to information published by the Superintendency of Banks under Chilean GAAP:

CHILEAN GAAP:	Bank Loans[1] As of December 31,		
	2009	2010	2011
Banco de Chile	19.1%	19.2%	19.8%
Banco Santander-Chile	19.9	20.9	19.7
Banco de Crédito e Inversiones	12.8	12.7	12.9
Banco Corpbanca	7.3	7.3	7.7
BBVA Bilbao Vizcaya	7.0	7.3	7.0

Total market share	**66.1%**	**67.4%**	**67.1%**

Source: Superintendency of Banks

(1) Provisions for loan losses not deducted.

Table of Contents

Credit Quality

The following table sets forth the ratio of allowances to total loans of the largest private banks in Chile and that of the Chilean financial system as a whole (including such banks) as of December 31, 2009, 2010 and 2011, according to information published by the Superintendency of Banks under Chilean GAAP:

	00000000	00000000	00000000
CHILEAN GAAP:	**Allowances to Total Loans As of December 31,**		
	2009	**2010**	**2011**
Banco Santander Chile	2.55%	2.82%	3.02%
Banco de Crédito e Inversiones	2.21	2.52	2.44
Banco de Chile	2.45	2.48	2.21
BBVA Bilbao Vizcaya	1.61	1.75	2.02
Banco Corpbanca	1.91	1.95	1.54
Financial system	**2.43%**	**2.52%**	**2.36%**

Source: Superintendency of Banks

The following table sets forth the ratio of total past-due loans to total loans for the largest private banks in Chile as of December 31, 2009, 2010 and 2011 on a consolidated basis, according to information published by the Superintendency of Banks under Chilean GAAP:

	00000000	00000000	00000000
CHILEAN GAAP:	**Total Past-Due Loans to Total Loans As of December 31,**		
	2009	**2010**	**2011**
Banco de Chile	1.44%	1.20%	1.03%
Banco Corpbanca	1.87%	2.04%	1.58%
BBVA Bilbao Vizcaya	2.35%	2.18%	1.90%
Banco de Crédito e Inversiones	2.07%	2.16%	2.16%
Banco Santander-Chile	2.98%	2.66%	2.95%
Financial system	**2.95%**	**2.70%**	**2.35%**

Source: Chilean Superintendency of Banks

Deposits

We had total deposits (including demand deposits and time deposits) of Ch$14,177,750 million as of December 31, 2011, according to information published by the Superintendency of Banks under Chilean GAAP. The following table sets forth the market shares in terms of total deposits for private banks as of December 31, 2009, 2010 and 2011 on a consolidated basis, according to information published by the Superintendency of Banks under Chilean GAAP:

CHILEAN GAAP:	Total Deposits As of December 31, 2009	2010	2011
Banco de Chile	19.0%	18.7%	18.5%
Banco Santander Chile	18.3	17.7	17.4
Banco de Crédito e Inversiones	13.5	12.8	13.0
BBVA Bilbao Vizcaya	6.6	6.4	6.5
Banco Corpbanca	6.5	6.6	7.2
Total market share	**63.9%**	**62.2%**	**62.6%**

Source: Superintendency of Banks

Table of Contents

Capital and Reserves

The following table sets forth the level of capital and reserves for the largest private banks in Chile as of December 31, 2009, 2010 and 2011 according to information published by the Superintendency of Banks under Chilean GAAP:

CHILEAN GAAP:	Capital and Reserves As of December 31,		
	2009	2010	2011
Banco Santander Chile	Ch$ 1,386,238	Ch$ 1,529,599	Ch$ 1,730,464
Banco de Chile	1,315,382	1,268,101	1,569,871
Banco de Crédito e Inversiones	783,611	883,714	1,039,161
Banco Corpbanca	460,980	475,839	643,218
BBVA Bilbao Vizcaya	Ch$ 432,626	Ch$ 464,814	Ch$ 490,608

Source: Superintendency of Banks

Return on Capital and Reserves

The following table sets forth our return on capital and reserves and the returns on capital and reserves of our principal private competitors and the Chilean financial system as a whole, in each case as of December 31, 2009, 2010 and 2011, according to information published by the Superintendency of Banks under Chilean GAAP:

	00000000000	00000000000	00000000000
CHILEAN GAAP:	Return on Capital and Reserves Year Ended December 31,		
	2009	2010	2011
Banco de Chile	19.6%	29.9%	27.3%
Banco Santander-Chile	31.1	31.2	25.1
Banco de Crédito e Inversiones	20.5	25.1	25.1
Banco Corpbanca	18.5	25.0	19.1
BBVA Bilbao Vizcaya	15.7	10.4	15.2
Financial system average	**16.5%**	**20.7%**	**19.3%**

Source: Superintendency of Banks

Efficiency

The following table sets forth the efficiency ratios of the largest private Chilean banks as of December 31, 2009, 2010 and 2011, according to information published by the Superintendency of Banks under Chilean GAAP:

	00000000000	00000000000	00000000000
CHILEAN GAAP:	Efficiency Ratio(1) As of December 31,		
	2009	2010	2011
Banco Santander-Chile	34.5	40.1	41.4

Banco Corpbanca	42.7	42.3	44.6
Banco de Crédito e Inversiones	47.5	50.5	47.2
Banco de Chile	48.8	50.3	50.2
BBVA Bilbao Vizcaya	53.0%	62.9%	55.7%
Financial system average	**48.3%**	**51.5%**	**50.0%**

Source: Superintendency of Banks

(1) Calculated by dividing operating expense by operating revenue.

Table of Contents

REGULATION AND SUPERVISION

General

In Chile, only banks may maintain current accounts for their customers, conduct foreign trade operations and, together with non-banking financial institutions, accept time deposits. The principal authorities that regulate financial institutions in Chile are the Superintendency of Banks and the Central Bank. Chilean banks are primarily subject to the General Banking Law and secondarily, to the extent not inconsistent with that law, the provisions of the Chilean Corporations Law governing public corporations, except for certain provisions that are expressly excluded.

The Chilean banking system dates back to 1925 and has been characterized by periods of substantial regulation and government intervention, as well as periods of deregulation. The most recent period of deregulation commenced in 1975 and culminated in the adoption of a series of amendments to the General Banking Law. In 2004, amendments to the General Banking Law granted additional powers to banks, including general underwriting powers for new issuances of certain debt and equity securities and the power to create subsidiaries to engage in activities related to banking, such as brokerage, investment advisory, mutual fund services, investment fund management, factoring, securitization products and financial leasing services. Prior to 2006, banks had the option of distributing less than 30% of their earnings as dividends in any given year, subject to approval of the holders of at least two-thirds of the bank s common stock. In 2006, however, the General Banking Law was amended to eliminate this alternative.

Following the Chilean banking crisis of 1982 and 1983, the Superintendency of Banks assumed control of banks representing approximately 51% of the total loans in the banking system. As part of the assistance that the Chilean Government provided to Chilean banks, the Central Bank permitted banks to sell to it a certain portion of their non-performing loan portfolios at book value. Each bank then repurchased such loans at their economic value (which, in most cases, was substantially lower than the book value at which the Central Bank had acquired them), with the difference to be repaid to the Central Bank out of future income. Pursuant to Law No. 18,818, which was passed in 1989, this difference was converted into subordinated debt.

The Central Bank

The Central Bank is an autonomous legal entity created under the framework of the Chilean Constitution. It is subject to its *Ley Orgánica Constitucional* (the Organic Constitutional Law) and the Chilean Constitution. To the extent not inconsistent with its Organic Constitutional Law or the Chilean Constitution, the Central Bank is also subject to general laws applicable to the private sector, but is not subject to the laws applicable to the public sector. The Central Bank is directed and administered by a board of directors composed of five members designated by the President of Chile, subject to Senate approval.

The legal purpose of the Central Bank is to maintain the stability of the Chilean peso and the orderly functioning of Chile s internal and external payment systems. The Central Bank s powers include setting reserve requirements, regulating the amount of money and credit in circulation, and establishing regulations and guidelines regarding financial companies, foreign exchange (including the Formal Exchange Market) and bank deposit-taking activities.

The Superintendency of Banks

Banks are supervised and controlled by the Superintendency of Banks, a Chilean governmental agency. The Superintendency of Banks authorizes the creation of new banks and has broad powers to interpret and enforce legal and regulatory requirements applicable to banks and financial institutions. Furthermore, in cases of noncompliance with its legal and regulatory requirements, the Superintendency of Banks has the ability to impose sanctions. In extreme cases, it can appoint, with the prior approval of the board of directors of the Central Bank, a provisional administrator to manage a bank. It also has the mandate to approve any amendment to a bank s bylaws or any increase in its capital.

The Superintendency of Banks examines all banks from time to time, usually at least once a year. Banks are required to submit unconsolidated unaudited financial statements to the Superintendency of Banks on a monthly basis and to publish their unaudited financial statements at least four times a year in a newspaper of national circulation. A bank s financial statements as of December 31 of each year must be audited and submitted to the Superintendency of Banks together with the opinion of its independent auditors. In addition, banks are required to provide extensive information regarding their operations at various periodic intervals to the Superintendency of Banks.

Any person wishing to acquire, directly or indirectly, 10% or more of the share capital of a bank must obtain prior approval from the Superintendency of Banks. Without such approval, the holder will not have the right to vote such shares. The Superintendency of Banks may only refuse to grant its approval based on specific grounds set forth in the General Banking Law.

According to Article 35 bis of the General Banking Law, the prior authorization of the Superintendency of Banks is required for each of the following:

- the merger of two or more banks;
- the acquisition of all or a substantial portion of a bank s assets and liabilities by another bank;
- the control by the same person, or controlling group, of two or more banks; or
- a substantial increase in the share ownership of a bank by a controlling shareholder of that bank.

Such prior authorization is required only when the acquiring bank or the resulting group of banks would own a market share in loans determined by the Superintendency of Banks to be more than 15% of the Chilean banking system loans. The intended purchase, merger or expansion may be denied by the Superintendency of Banks, or, if the acquiring bank or resulting group would own a market share in loans determined to be more than 20% of the Chilean banking system loans, the purchase, merger, or expansion may be conditioned on one or more of the following:

- that the bank or banks maintain Regulatory Capital above 8% and up to 14% of their risk-weighted assets;
- that the technical reserve established in article 65 of the General Banking Law be applicable when deposits exceed 1.5 times the resulting bank s paid-in capital and reserves; or
- that the amount of interbanking loans be reduced to 20% of the resulting bank s Regulatory Capital.

If the acquiring bank or resulting group would own a market share in loans determined by the Superintendency of Banks to be more than 15% but less than 20%, the authorization will be conditioned on the bank or banks maintaining Regulatory Capital not below 10% of their risk-weighted assets for a period set by the Superintendency of Banks, which may not be less than one year. The calculation of risk-weighted assets is based on a five-category risk classification system applied to a bank s assets that is based on the Basel Committee recommendations.

Pursuant to the regulations of the Superintendency of Banks, the following ownership disclosures are required:

- banks must disclose to the Superintendency of Banks the identity of any person owning, directly or indirectly, 5% or more of its shares;
- holders of ADSs must disclose to the depositary the identity of beneficial owners of ADSs registered under such holders names;

the depositary must disclose to the bank the identity of beneficial owners of ADSs which the depositary has registered, and the bank, in turn, must disclose to the Superintendency of Banks the identity of the beneficial owners of the ADSs representing 5% or more of such bank s shares; and

Table of Contents

bank shareholders who individually hold 10% or more of a bank s capital stock and who are controlling shareholders must periodically inform the Superintendency of Banks of their financial condition.

Limitations on Types of Activities

Chilean banks can only conduct those activities allowed by the General Banking Law, including loan placements, factoring and leasing activities, accepting deposits and, subject to certain limitations, making investments and performing financial services. Investments are restricted to real estate for the bank s own use, gold, foreign exchange and debt securities. Through subsidiaries, banks may also engage in other specific financial service activities such as securities brokerage services, mutual fund management, investment fund management, foreign capital fund management, financial advisory, securitization and factoring activities. Subject to specific limitations and the prior approval of the Superintendency of Banks and the Central Bank, Chilean banks may own majority or non-controlling interests in foreign banks.

In March 2002, the Central Bank authorized banks to pay interest on current accounts and the Superintendency of Banks published guidelines permitting banks to offer and charge fees for the use of a current account product that pays interest. Under these guidelines, these accounts may be subject to a minimum balance and different interest rates depending on average balances held in the account. The Central Bank has imposed additional caps on the interest rate that can be charged by banks with a solvency score of less than A.

In June 2007, the Chilean Government passed Law No. 20,190, which amended various aspects of Chile s capital markets regulatory framework, such as the General Banking Law, Securities, Insurance, Venture Capital and Tax law. Law No. 20,190 is aimed at improving the access to financing for start-up companies and small businesses in order to strengthen confidence in the stock market and to stimulate the development of the financial market in general. The General Banking Law was amended to achieve these goals by, among other things, revising regulations concerning demand deposits, increasing certain credit limits, and redefining the calculations to determine the proper amount for a bank s reserves. In addition, the General Banking Law was amended to allow local banks to engage in derivatives such as options, swaps and forward contracts, thereby eliminating prior existing legal impediments to those practices.

As a consequence of Chile s accession to the Organization for Economic Co-operation and Development, the Chilean Congress introduced new corporate governance regulations in 2009. The Chilean Corporations Law and the Chilean Securities Markets Law were amended such that public companies with capital above 1,500,000 UF that have at least 12.5% of their voting shares owned by shareholders representing less than 10% of the voting shares are required to have at least one independent director in their board of directors. In order to assure the independence of this director, certain requirements were established to protect minority shareholders decisions. In addition, regulation was passed to expand the disclosure requirements of publicly-held companies and to hold members of boards of directors liable for not complying with such disclosure obligations.

Deposit Insurance

According to the General Banking Law, local or foreign currency denominated deposits at banks or financial companies are insured as described below.

The Chilean Government guarantees up to 100% of the principal amount of the following deposits:

- deposits in current accounts;
- deposits in savings accounts of demand deposits;
- other demand deposits; and
- deposits in savings accounts with unlimited withdrawals.

Table of Contents

In addition, the Chilean Government guarantees up to 90% of the principal amount of time deposits held by individuals in the Chilean banking system. This guarantee covers obligations with a maximum value of UF 108 per person (Ch$2,407,755 or U.S.$4,632 as of December 31, 2011).

Reserve Requirements

Deposits are subject to a reserve requirement of 9% for demand deposits and 3.6% for time deposits (with terms of less than one year). The Central Bank has statutory authority to increase these percentages to as much as 40% for demand deposits and as much as 20% for time deposits, to implement monetary policy.

In addition, Chilean banks must hold a certain amount of assets in cash or highly liquid instruments. This reserve requirement is equal to the amount by which the daily balance of deposits payable on demand, net of clearing, exceeds 2.5 times the amount of the bank s Regulatory Capital. Deposits payable on demand include the following:

- deposits in current accounts;
- other demand deposits or obligations payable on demand and incurred in the ordinary course of business;
- saving deposits that allow unconditional withdrawals that bear a stated maturity; and
- other deposits unconditionally payable immediately.

Chilean regulations also require that (i) gaps between assets and liabilities maturing within less than 30 days do not exceed a bank s Basic Capital and (ii) gaps between assets and liabilities maturing within less than 90 days do not exceed twice a bank s Basic Capital. Behavioral assumptions of assets and liabilities maturities are accepted if approved by the Superintendency of Banks.

Minimum Capital

Under the General Banking Law, a bank must have a minimum paid-in capital and reserves of UF 800,000 (Ch$17,835 million or U.S.$34.3 million as of December 31, 2011). However, a bank may begin its operations with 50% of such amount, provided that it has a Regulatory Capital ratio (defined as Regulatory Capital as a percentage of risk-weighted assets) of not less than 12%. When such a bank s paid-in capital reaches UF 600,000 (Ch$13,376 million or U.S.$25.7 million as of December 31, 2011), the Regulatory Capital ratio requirement is reduced to 10%.

Capital Adequacy Requirements

According to the General Banking Law, each bank should have Regulatory Capital of at least 8% of its risk-weighted assets, net of required allowances. This percentage may be increased by the regulators according to what has been stated above.

Banks should also have a Basic Capital of at least 3% of their total assets, net of required allowances.

The terms Regulatory Capital and Basic Capital are defined under Presentation of Financial Information at the beginning of this annual report.

Market Risk Regulations

In September 2005, the Superintendency of Banks introduced new regulations for measuring market risks (e.g., price and liquidity risks). This entity introduced standardized methodologies based on Basel Market Risk Measurement models for measuring and reporting price risks. These methodologies allow local banks to determine interest rate, foreign exchange (FX) and options risks (for FX and interest rate transactions) taken in both their trading and accrual books. Additionally, this entity provided funding liquidity risk measurements standards which included the alternative to model the maturity tenor of some balance sheet items following behavioral assumptions.

Table of Contents

The trading book is composed of portfolios of debt and equity instruments that have a liquid secondary market and therefore their valuation at market prices and the corresponding profit and losses impact is representative of market conditions. In addition, all derivative transactions and the FX mismatches are also part of the trading book. The accrual book comprises all of the asset and liability balance sheet items that are not part of the trading book.

The regulation provides that the price risk of the trading book plus 8% of the risk-weighted assets (in light of our merger with Citibank Chile, the Superintendency of Banks has raised the applicable percentage for us from 8% to 10%) may not be greater than Regulatory Capital. As of December 31, 2011, the price risk of our trading book totaled Ch$36,223 million.

The following table shows our regulatory risk availability, computed as the difference between the total risk (10% of the risk-weighted assets plus the trading book risk) and our Regulatory Capital, as of December 31, 2011:

	As of December 31, 2011 (in millions of Ch$, except percentage)
(a) 10% risk-weighted assets	1,958,487
(b) Trading price risk	36,223
(c = a + b) Total risk	1,994,710
(d) Regulatory Capital	2,529,135
(e = d - c) Risk Availability	534,425
(f = c/d) Risk used as a Percentage of Regulatory Capital	78.9%

Interest rate risk generated by the accrual book is measured against a self-imposed limit equal to the lesser of 12-month rolling net revenues and our Basic Capital.

The guidelines for measuring liquidity risk are mainly focused on constructing an expected cash flow analysis for the following 30 and 90 days, broken down by currency. Net outflows may not exceed the amount of our Basic Capital for the following 30 days or two times that amount for the following 90 days. Subject to the Superintendency of Banks approval, the cash flow analysis may include behavioral run-off assumptions for some specific liability balance sheets items (demand deposits, time deposits, etc.) and behavioral roll-over assumptions for some asset items of the consolidated statement of financial position data (loans, etc.).

In June 2006, the Superintendency of Banks introduced new regulations relating to (i) the valuation process of debt instruments and (ii) the measurement and reporting of credit risk generated by derivative transactions.

Prior to June 2006, the Superintendency of Banks allowed banks to classify debt instruments for accounting and business purposes as either Trading or Held-to-Maturity only. Starting in June 2006, a new alternative classification was added (Available-for-Sale). No changes to the classification system have occurred since June 2006.

Credit risk for derivative transactions, for regulatory purposes, must be measured and reported as:

Derivatives Credit risk = Current Mark-to-Market (if positive) + Credit Risk Factor (%) * Notional Amount

The Current Mark-to-Market (CMTM) of the transaction, if positive, reflects the amount of money owed by the customer today, e.g. corresponding to the amount the customer would pay us if the transaction were unwound today. As we are interested in measuring the maximum amount of money that the customer would owe us within the life of the transaction, the maximum potential future value of the transaction is added to the CMTM. This potential value is measured as the Credit Risk Factor multiplied by the Notional Amount. Hence, the Credit Risk Factor reflects the potential value that the transaction may take in favor of the bank (under some confidence level) within its remaining tenor. The regulator determines the Credit Risk Factor by considering market factors (three categories: interest rates, FX rates or equity prices) involved in the respective transactions and the remaining tenor. In addition, banks usually develop their own Credit Risk Factors models to assess credit risk not only under regulatory guidelines. Netting and credit mitigants, such as recouponing, early termination, margins, etc. have been accepted by the regulators in order to optimize the credit risk utilization.

Table of Contents

Lending Limits

Under the General Banking Law, Chilean banks are subject to certain lending limits, including the following material limits:

- A bank may not extend to any entity or individual, directly or indirectly, unsecured credit in an amount that exceeds 10% of the bank s Regulatory Capital, or in an amount that exceeds 30% of its Regulatory Capital if the excess over 10% is secured by certain assets with a value equal to or higher than such excess.

- In the case of financing infrastructure projects built through the concession mechanism, the 10% ceiling for unsecured credits is raised to 15% if secured by a pledge over the concession, or if granted by two or more banks or financial companies which have executed a credit agreement with the builder or holder of the concession.

- A bank may not extend loans to another financial institution subject to the General Banking Law in an aggregate amount exceeding 30% of its Regulatory Capital.

- A bank may not extend to any individual or entity that is, directly or indirectly, related to the ownership or management of the bank, credit under more favorable terms with respect to repayment conditions, interest rates or collateral than those granted to third parties in similar transactions. The aggregate amount of such credits granted to related persons may not exceed 5% of the bank s Regulatory Capital. The 5% unsecured ceiling is raised to 25% of the bank s Regulatory Capital if the excess over 5% is secured by certain assets with a value equal to or higher than such excess. In any case, the aggregate amount of these credits granted by the bank may not exceed the bank s Regulatory Capital.

- A bank may not directly or indirectly grant a loan, the purpose of which is to allow an individual or entity to acquire shares of the lender bank.

- A bank may not lend, directly or indirectly, to a director or any other person who has the power to act on behalf of the bank.

- A bank may not grant loans to related parties (including holders of more than 1% of its shares) on more favorable terms than those generally offered to non-related parties. Loans granted to related parties are subject to the limitations described in the first bullet point above. The aggregate amount of loans to related parties may not exceed a bank s Regulatory Capital.

In addition, the General Banking Law limits the aggregate amount of loans that a bank may grant to its employees to 1.5% of its Regulatory Capital and provides that no individual employee may receive loans in excess of 10% of this 1.5% limit. Notwithstanding these limitations, a bank may grant to each of its employees a single residential mortgage loan for personal use during such employee s term of employment.

Classification of Banks

The Superintendency of Banks regularly examines and evaluates each bank s solvency and credit management process, including its compliance with loan classification guidelines. On the basis of this evaluation, it classifies banks into various categories.

Table of Contents

Solvency and Management

In accordance with amended regulations of the Superintendency of Banks effective as of January 1, 2004, banks are classified into categories I through V based upon their solvency and management ratings. This classification is confidential.

Category I:	This category is reserved for financial institutions that have been rated level A in terms of solvency and management.
Category II:	This category is reserved for financial institutions that have been rated (i) level A in terms of solvency and level B in terms of management, (ii) level B in terms of solvency and level A in terms of management, or (iii) level B in terms of solvency and level B in terms of management.
Category III:	This category is reserved for financial institutions that have been rated (i) level B in terms of solvency and level B in terms of management for two or more consecutive review periods, (ii) level A in terms of solvency and level C in terms of management, or (iii) level B in terms of solvency and level C in terms of management.
Category IV:	This category is reserved for financial institutions that are rated level A or B in terms of solvency and have been rated level C in terms of management for two or more consecutive review periods.
Category V:	This category is reserved for financial institutions that have been rated level C in terms of solvency, irrespective of their rating level of management.

A bank s solvency rating is determined by its Regulatory Capital (after deducting accumulated losses during the financial year) to risk-weighted assets ratio. This ratio is equal to or greater than 10% for level A banks, equal to or greater than 8% and less than 10% for level B banks and less than 8% for level C banks.

With respect to a bank s management rating, level A banks are those that are not rated as level B or C. Level B banks display some weakness in internal controls, information systems, response to risk, private risk rating or ability to manage contingency scenarios. Level C banks display significant deficiencies in internal controls, information systems, response to risk, private risk rating or ability to manage contingency scenarios.

Obligations Denominated in Foreign Currencies

Foreign currency-denominated obligations of Chilean banks are subject to two requirements:

- a reserve requirement of 9% for demand deposits and 3.6% for time deposits. See Reserve Requirements ; and
- net foreign currency outflows may not exceed the amount of the Basic Capital for the following 30 days or two times that amount for the following 90 days.

Capital Markets

Under the General Banking Law, banks in Chile may purchase, sell, place, underwrite and act as paying agents with respect to certain debt securities. Likewise, banks in Chile may place and underwrite certain equity securities. Bank subsidiaries may also engage in debt placement and dealing, equity issuance advice and securities brokerage, as well as mutual fund and investment fund administration, factoring, investment advisory services and merger and acquisition services. The Superintendency of Banks generally regulates these subsidiaries. However, the Chilean Superintendency of Securities and Insurance regulates some of these subsidiaries. The Chilean Superintendency of Securities and Insurance is the regulator of the Chilean securities market and publicly-held corporations.

Legal Provisions Regarding Banking Institutions with Economic Difficulties

The General Banking Law provides that if specified adverse circumstances exist at any bank, its board of directors must correct the situation within 30 days from the date of receipt of the relevant financial statements. If the board of directors is unable to do so, it must call an extraordinary shareholders meeting to increase the capital of the bank by the amount necessary to return the bank to financial stability. If the shareholders reject the capital increase, or if it is not effected within the 30-day period and in the manner agreed to at the meeting, or if the Superintendency of Banks does not approve the board of directors proposal, the bank will be barred from increasing its loan portfolio beyond that stated in the financial statements presented to the board of directors and from making any further investments in any instrument other than instruments issued by the Central Bank. In such a case, or in the event that a bank is unable to make timely payment in respect of its obligations, or if a bank is under provisional administration of the Superintendency of Banks, the General Banking Law provides that the bank may receive a two-year term loan from another bank. The terms and conditions of such a loan must be approved by the board of directors of both banks, as well as by the Superintendency of Banks, but need not be submitted to the borrowing bank s shareholders for their approval. A creditor bank may not grant such interbank loans to an insolvent bank in an amount exceeding 25% of the creditor bank s Regulatory Capital. The board of directors of a bank that is unable to make timely payment of its obligations must present a reorganization plan to its creditors in order to capitalize the credits, extend their respective terms, forgive debts or take other measures for the payment of the debts. If the board of directors of a bank submits a reorganization plan to its creditors and such arrangement is approved, all subordinated debt issued by the bank, whether or not matured, will be converted by operation of law into common stock in the amount required for the ratio of Regulatory Capital to risk-weighted assets to be no lower than 12%. If a bank fails to pay an obligation, it must notify the Superintendency of Banks, which shall determine if the bank is solvent.

Dissolution and Liquidation of Banks

The Superintendency of Banks may establish that a bank should be liquidated for the benefit of its depositors or other creditors when the bank does not have the necessary solvency to continue its operations. In which case, the Superintendency of Banks must revoke the bank s authorization to exist and order its mandatory liquidation, subject to the agreement of the Central Bank. The Superintendency of Banks must also revoke the bank s authorization if the reorganization plan of the bank has been rejected twice. The resolution by the Superintendency of Banks must state the reason for ordering the liquidation and must name a liquidator, unless the Superintendency of Banks assumes this responsibility. When a liquidation is declared, all current accounts, other demand deposits received in the ordinary course of business, other deposits unconditionally payable immediately or that have a maturity of no more than 30 days, and any other deposits and receipts payable within 10 days of its maturity date, are required to be paid by using the bank s existing funds, its deposits with the Central Bank, or its investments in instruments that represent its reserves. If these funds are insufficient to pay these obligations, the liquidator may seize the bank s remaining assets, as needed. If necessary, and in specified circumstances, the Central Bank will lend the bank the funds necessary to pay these obligations. Any such loans are preferential to any claims of other creditors of the liquidated bank.

Investments in Foreign Securities

Under current Chilean banking regulations, banks in Chile may grant loans to foreign individuals and entities and invest in certain foreign currency securities. Chilean banks may only invest in equity securities of foreign banks and certain other foreign companies which may be affiliates of the bank or which would support the bank s business if such companies were incorporated in Chile. Banks in Chile may also invest in debt securities traded in formal secondary markets. Such debt securities shall qualify as (i) securities issued or guaranteed by foreign sovereign states or their central banks or other foreign or international financial entities, and (ii) bonds issued by foreign companies. Such foreign currency securities must have a minimum rating as indicated in the table below and, if the investments in these securities and the loans referred to above exceed 70% of the Regulatory Capital of the bank, an allowance for 100% of the excess shall be established:

Rating Agency	Short Term	Long Term
Moody s	P2	Baa3
Standard and Poor s	A2	BBB-
Fitch IBCA	F2	BBB-

Table of Contents

A Chilean bank may invest in securities having a minimum rating as follows, provided that if the total amount of these investments and the loans referred to above exceed 20% (or 30% in certain cases) of the Regulatory Capital of the bank, an allowance of 100% of the excess shall be established by the bank:

Rating Agency	Short Term	Long Term
Moody s	P2	Ba3
Standard and Poor s	A2	BB-
Fitch IBCA	F2	BB-

However, a Chilean bank may invest in securities up to an additional amount of 70% of the bank s Regulatory Capital without having to establish an additional allowance, if such securities have a minimum rating of:

Rating Agency	Short Term	Long Term
Moody s	P1	Aa3
Standard and Poor s	A-1+	AA-
Fitch IBCA	F1+	AA-

Subject to specific conditions, a bank may grant loans in U.S. dollars to subsidiaries or branches of Chilean companies located abroad, to companies listed on foreign stock exchanges located in countries with an international risk rating no less than BB- or its equivalent and, in general, to individuals and entities residing or domiciled abroad.

Procedures for the Management of Information of Interest to the Market

In order to ensure compliance with the provisions of the Chilean Securities Market Law and regulations, issued by the Chilean Superintendency of Securities and Insurance and the Superintendency of Banks, our board of directors approved, on January 29, 2010, the Manual for the Management of Information of Interest to the Market (the Manual).

The Manual s main objective is to provide timely disclosure of our policies and internal regulations in connection with the disclosure of information to the public and the systems that have been implemented by us.

In addition, these policies and internal regulations establish codes of conduct that our employees and other persons with access to certain information must comply with in order to protect information related to us.

The Manual is available to the general public on our web page at www.bancochile.cl.

Prevention of Money Laundering and the Financing of Terrorism

On March 6, 2006, the Superintendency of Banks issued regulations governing the requirements applicable to banks with respect to prevention of money laundering and terrorism financing. The regulations are aimed at incorporating international anti-money laundering (AML) and terrorism financing laws to the Chilean banking industry. Pursuant to these regulations, the Superintendency of Banks requires that banks implement an Anti-Money Laundering and Terrorism Financing system based mainly on the know your customer concept. Moreover, these policies and procedures must be approved by the board of directors of each bank and must take into account the volume and complexity of its operations and other related parties.

Based on these requirements, a Customer Identification Program (as part of the Anti-Money Laundering and Terrorism Financing system) is needed to enable a bank to reestablish the reasonable belief that it knows the true identity of its customers. In general, the program includes:

- properly identifying customers, including their background, source and amount of funds, country of origin and other risk factors;

identifying what the Superintendency of Banks has defined as persons politically exposed at the international level (PEPs) both within Chile and abroad; and establishing procedures to open accounts and products, with different documentation requirements needed for different types of accounts and products.

The Anti-Money Laundering and Terrorism Financing system required by local regulations must also include the following components:

AML policies and procedures aimed at preventing a bank from being used as an intermediary to carry out money laundering operations;

appointment of a compliance officer on a senior management level who is responsible for coordinating and monitoring day-to-day AML compliance;

establishment of an AML Committee for the purposes of planning and coordinating compliance with AML policies and procedures;

use of software tools to detect, monitor and report unusual operations related to transactions made by customers on different products;

implementation of personnel selection policies and a training program, in order to prevent money laundering;

establishment of a Code of Conduct in order to, among other things, guide employee behavior and prevent possible conflicts of interest; and

independent testing by the compliance department, which must be conducted by a bank s internal audit department.

New Consumer-Oriented Regulation

On September 22, 2010, the Superintendency of Banks issued Circular No. 3,505 and Circular No. 3,506 with the purpose of promoting good practices and more transparency in the terms and conditions of financial services rendered by Chilean banks and financial institutions. On November 15, 2010, the Superintendency of Banks amended Circular No. 3,505 and Circular No. 3,506 by issuing Circular No. 3,513 and Circular No. 3,514. The most significant changes enacted by Circular No. 3,505 and Circular No. 3,506, as amended, are:

any interest rate modification in credit lines offered in connection with a current account may only follow a variable rate and be based on a rate published by the Central Bank or any other entity or publisher of financial information widely recognized, previously agreed upon with the customer;

any change to fees agreed with a customer may only be modified with the expressed or implied consent of such customer, thereby altering previous regulations regarding current accounts and credit cards;

no interest rate or fee may be conditioned on customers obtaining or maintaining other hired services or products;

no mortgage loan may be conditioned on the grant by the customer of a general security interest securing other financial services that the customer may have;

mortgage loans may not have as security a mortgage on property other than the property being financed by the mortgage loan;

no bank may claim an exemption from liability resulting from errors or flaws in the bank s processes and systems or defaults under insurance agreements; and

any contractual provision that conflicts with Circular No. 3,505 and Circular No. 3,506 is unenforceable by a bank against its counterparty, even if it predates these regulations.

Table of Contents

On December 5, 2011, Law 20.555 was published in the *Diario Oficial*, amending the Chilean Consumer Protection Law. The most significant changes enacted by Law 20.555 are:

- new agreements entered into by banks and consumer must fully disclose the costs that the consumer assumes, as well as the periodicity, and the mechanisms to modify them. In addition, new agreements must fully disclose all terms, events of default, events of early termination, and automatic payments;
- banks must inform consumers periodically as to the complete, detailed cost of the banking product, as well as of the cost of the services rendered. The information must include the cost that the consumer will assume if he terminates the agreement before the end of its term;
- before rendering a service or delivering a product, banks must give the consumer a quote, which must include costs, rates, and conditions;
- if the consumer so wishes banks must terminate the rendering of a service;
- banks must inform guarantors as to their rights and obligations before they assume the role of guarantor;
- irrevocable mandates and mandates in blank are prohibited by the law;
- when consumers execute standard form contracts, banks must explain, in writing, the main provisions of the agreement; and
- banks may only modify fees and costs of services and banking products if the mechanisms to modify them are based on objective and verifiable factors previously agreed to in the agreement. In addition, the cost of banking services and products may not be modified without the consent of the consumer.

This amendment became effective on March 5, 2012, however, with regards to the banking product agreements entered into before said date, the amendment will not affect the substantial rights acquired by the parties in those agreements. We do not expect it to have an adverse effect on our business, financial condition and results of operations.

ORGANIZATIONAL STRUCTURE

The following diagram presents our current corporate structure, including our subsidiaries and their respective direct ownership interests, as of December 31, 2011:

With the exception of Banchile Trade Services Limited, which was incorporated in Hong Kong, all of the subsidiaries presented above have their jurisdiction of incorporation in the Republic of Chile. See Business Overview Principal Business Activities Operations through Subsidiaries for more information on our subsidiaries.

PROPERTY, PLANTS AND EQUIPMENT

We are domiciled in Chile and own the building located at Paseo Ahumada 251, Santiago, Chile, that is approximately 77,500 square meters and serves as the headquarters for the Bank and its subsidiaries. In addition, we own three buildings located at Huerfanos 740, Agustinas 733 and Andrés Bello 2687, Santiago, Chile where the remainder of our executive offices are located. The total area we own in these buildings is equivalent to approximately 24,600 square meters.

As of December 31, 2011, we owned the properties on which 173 of our full-service branches and other points of sale are located (approximately 116,000 square meters of office space). Also, as of December 31, 2011, we had leased office space for 261 of our full-service branches, while our remaining 7 branches and other points of sale were in a combined system of owned and leased properties. We also own properties throughout Chile for back office and administrative operations, as well as for storage of documents and other purposes. We believe that our facilities are adequate for our present needs and suitable for their intended purposes.

As of December 31, 2011, we also owned approximately 133,500 square meters in mainly recreational physical facilities in Chile, which we use to assist our employees in maintaining a healthy work and life balance and which we use for incentive and integration activities.

SELECTED STATISTICAL INFORMATION

The following information is included for analytical purposes and should be read in conjunction with our audited consolidated financial statements as of and for the year ended December 31, 2011 appearing elsewhere in this annual report and Item 5. Operating and Financial Review and Prospects.

Average Balance Sheets, Interest Earned on Interest Earning Assets and Interest Paid on Interest Bearing Liabilities

The average balances for interest-earning assets and interest-bearing liabilities, including interest and readjustments received and paid, were calculated on the basis of our daily balances and on the basis of monthly balances for our subsidiaries. These average balances are presented in Chilean pesos (Ch$), in UF and in foreign currencies (principally the U.S. dollar). The UF is an inflation-indexed Chilean monetary unit of account with a value in Chilean pesos which is linked to, and which is adjusted daily to reflect changes in, the CPI of the Chilean National Institute of Statistics.

The nominal interest rate has been calculated by dividing the amount of interest and principal readjustment gain or loss during the period by the related average balance, both amounts expressed in constant pesos.

Foreign exchange gains or losses on foreign currency-denominated assets and liabilities have not been included in interest revenue or expense. Interest is not recognized during periods in which loans are past due except for certain loans where 80% or more of our exposure under the loan is secured. However, interest received on past due loans includes interest on such loans from the original maturity date. For our impaired portfolio and high risk loans, we apply a conservative approach of discontinuing accrual-basis recognition of interest revenue in the income statement and they are only recorded once received.

Included in cash and due from banks are current accounts maintained in the Central Bank and overseas banks. Such assets have a distorting effect on the average interest rate earned on total interest earning assets because of balances maintained in:

- the Central Bank, only the portion that is legally required to be held for liquidity purposes earns interest; and
- overseas banks earn interest on certain accounts in certain countries.

Consequently, the average interest earned on such assets is comparatively low. These deposits are maintained by us in these accounts to comply with statutory requirements and to facilitate international business, rather than to earn income.

The following tables set forth, by currency of denomination, average balances and, where applicable, interest amounts and nominal rate for our assets and liabilities under IFRS for the years ended December 31, 2009, 2010 and 2011:

Table of Contents

	For the Year Ended December 31,								
	2009			2010			2011		
IFRS:	Average balance	Interest earned(1)	Average nominal rate	Average balance	Interest earned(1)	Average nominal rate	Average balance	Interest earned(1)	Average nominal rate
	(in millions of Ch$, except percentages)								
Assets									
Interest earning assets									
Cash and due from banks									
Ch$	Ch$ 462,300	Ch$ 17		Ch$ 559,039	Ch$ 274	0.05%	Ch$ 672,469	Ch$ 2,472	0.37%
UF									
Foreign currency	352,163	173	0.05	289,374	93	0.03	356,145	189	0.05
Total	814,463	190	0.02	848,413	367	0.04	1,028,614	2,661	0.26
Financial investments									
Ch$	816,111	28,762	3.52	608,266	19,777	3.25	630,882	32,721	5.19
UF	619,451	6,086	0.98	725,734	32,351	4.46	669,778	41,375	6.18
Foreign currency	192,708	7,408	3.84	185,808	2,609	1.40	261,591	7,673	2.93
Total	1,628,270	42,256	2.60	1,519,808	54,737	3.60	1,562,251	81,769	5.23
Loans in advance to banks									
Ch$	204,703	5,479	2.68	339,844	7,205	2.12	393,579	10,322	2.62
UF									
Foreign currency									
Total	204,703	5,479	2.68	339,844	7,205	2.12	393,579	10,322	2.62
Commercial loans									
Ch$	3,758,821	275,631	7.33	4,076,224	226,117	5.55	4,556,598	356,534	7.82
UF	3,239,648	76,109	2.35	3,231,121	218,776	6.77	3,723,781	307,310	8.25
Foreign currency	1,540,276	64,139	4.16	1,555,737	41,379	2.66	2,051,804	51,564	2.51
Total	8,538,745	415,879	4.87	8,863,082	486,272	5.49	10,332,183	715,408	6.92
Consumer loans									
Ch$	1,831,744	378,004	20.64	1,950,497	373,264	19.14	2,282,824	431,475	18.90
UF	40,354	1,627	4.03	46,903	3,685	7.86	52,090	4,503	8.64
Foreign currency									
Total	1,872,098	379,631	20.28	1,997,400	376,949	18.87	2,334,914	435,978	18,67
Residential mortgage loans									
Ch$									
UF	2,359,746	57,351	2.43	2,698,384	187,363	6.94	3,233,830	266,914	8.25
Foreign currency									
Total	2,359,746	57,351	2.43	2,698,384	187,363	6.94	3,233,830	266,914	8.25
Repurchase agreement									
Ch$	13,799	1,193	8.65	74,471	5,387	7.23	85,087	5,234	6.15

UF	28,331								
Foreign currency	625								
Total	42,755	1,193	2.79	74,471	5,387	7.23	85,087	5,234	6.15
Total interest earnings assets									
Ch$	7,087,478	689,086	9.72	7,608,341	632,024	8.31	8,621,439	838,758	9.73
UF	6,287,530	141,173	2.25	6,702,142	442,175	6.60	7,679,479	620,102	8.07
Foreign currency	2,085,772	71,720	3.44	2,030,919	44,081	2.17	2,669,540	59,426	2.23
Total	Ch$ 15,460,780	Ch$ 901,979	5.83%	Ch$ 16,341,402	Ch$ 1,118,280	6.84%	Ch$ 18,970,458	Ch$ 1,518,286	8.00%

(1) Interest earned includes interest accrued on trading securities.

Table of Contents

IFRS:	2009 Average balance	2009 Interest earned(1)	2009 Average nominal rate	2010 Average balance	2010 Interest earned(1)	2010 Average nominal rate	2011 Average balance	2011 Interest earned(1)	2011 Average nominal rate
				(in millions of Ch$, except percentages)					
Assets									
Non-interest earning assets									
Transaction in the course of collection									
Ch$	Ch$ 234,486	Ch$		Ch$ 263,263	Ch$		Ch$ 305,521	Ch$	
UF	9								
Foreign currency	149,347			152,592			227,171		
Total	383,842			415,855			532,692		
Allowances for loan losses									
Ch$	(260,879)			(341,313)			(389,578)		
UF									
Foreign currency									
Total	(260,879)			(341,313)			(389,578)		
Derivatives									
Ch$	604,845			481,674			414,682		
UF									
Foreign currency	43,429			44,635			41,616		
Total	648,274			526,309			456,298		
Investment in other companies									
Ch$	9,024			11,057			14,074		
UF									
Foreign currency	2			2			65		
Total	9,026			11,059			14,139		
Intangible assets									
Ch$	89,144			82,151			81,524		
UF									
Foreign currency									
Total	89,144			82,151			81,524		
Fixed assets									
Ch$	210,711			207,267			207,132		
UF									
Foreign currency									
Total	210,711			207,267			207,132		
Current tax assets									
Ch$	1,185			2,520			6,173		
UF									
Foreign currency									
Total	1,185			2,520			6,173		

Deferred tax assets						
Ch$	62,627		63,935		91,397	
UF						
Foreign currency						
Total	62,627		63,935		91,397	
Other assets						
Ch$	84,941		216,432		276,392	
UF	579,991		40,135		66,255	
Foreign currency	12,650		12,502		12,048	
Total	677,582		269,069		354,695	
Total non-interest earning assets						
Ch$	1,036,084		986,986		1,007,317	
UF	580,000		40,135		66,255	
Foreign currency	205,428		209,731		280,900	
Total	1,821,512		1,236,852		1,354,472	
Total assets						
Ch$	8,123,562	689,086	8,595,327	632,024	9,628,756	838,758
UF	6,867,530	141,173	6,742,277	442,175	7,745,734	620,102
Foreign currency	2,291,200	71,720	2,240,650	44,081	2,950,440	59,426
Total	Ch$ 17,282,292	Ch$ 901,979	Ch$ 17,578,254	Ch$ 1,118,280	Ch$ 20,324,930	Ch$ 1,518,286

(1) Interest earned includes interest accrued on trading securities.

	For the Year Ended December 31,								
	2009			2010			2011		
IFRS:	Average balance	Interest paid	Average nominal rate	Average balance	Interest paid	Average nominal rate	Average balance	Interest paid	Average nominal rate
	(in millions of Ch$, except percentages)								
Liabilities									
Interest bearing liabilities									
Savings accounts									
Ch$	Ch$ 3,919,286	Ch$ 131,470	3.35%	Ch$ 4,172,738	Ch$ 86,691	2.08%	Ch$ 5,339,224	Ch$ 282,511	5.29%
UF	2,434,064	7,475	0.31	2,087,299	89,517	4.29	2,246,187	140,879	6.27
Foreign currency	1,214,967	20,711	1.70	1,122,089	14,441	1.29	864,820	8,512	0.98
Total	7,568,317	159,656	2.11	7,382,126	190,649	2.58	8,450,231	431,902	5.1
Repurchase agreements									
Ch$	239,295	5,535	2.31	167,032	1,640	0.98	216,102	10,846	5.02
UF	31,354	725	2.31	14,665	367	2.50	16		
Foreign currency	4,409	99	2.25	1,259	1	0.08	2,729	3	0.11
Total	275,058	6,359	2.31	182,956	2,008	1.10	218,847	10,849	4.96
Borrowings from financial institutions									
Ch$	67,314	2,479	3.68	82,313	2,138	2.60	200,026	6,072	3.04
UF	2,972	1	0.03	8,255	21	0.25	15,485	(1)	
Foreign currency	1,126,865	23		1,275,267	16,663	1.31	1,499,906	17,709	1.18
Total	1,197,151	2,503	0.21	1,365,835	18,822	1.38	1,715,417	23,780	1.39
Debt issued									
Ch$	17,885	1,264	7.07	78,957	805	1.02	54,019	1,612	2.98
UF	1,565,522	26,032	1.66	1,463,769	104,512	7.14	1,827,406	148,090	8.10
Foreign currency	130,222	4,942	3.80	117,714	4,306	3.66	113,254	4,194	3.70
Total	1,713,629	32,238	1.88	1,660,440	109,623	6.60	1,994,679	153,896	7.72
Other financial obligations									
Ch$	41,019	848	2.07	60,144	1,146	1.91	82,470	1,325	1.61
UF	12,242			29,200	1,767	6.05	29,411	2,217	7.54
Foreign currency	48,738	21,279	43.66	42,856	362	0.84	56,977	240	0.42
Total	101,999	22,127	21.69	132,200	3,275	2.48	168,858	3,782	2.24
Total interest bearing liabilities									
Ch$	4,284,799	141,596	3.30	4,561,184	92,420	2.03	5,891,841	302,366	5.31
UF	4,046,154	34,233	0.85	3,603,188	196,184	5.45	4,118,505	291,185	7.07
	2,525,201	47,054	1.86	2,559,185	35,773	1.40	2,537,686	30,658	1.21

Foreign currency									
Total	Ch$ 10,856,154	Ch$ 222,883	2.05%	Ch$ 10,723,557	Ch$ 324,377	3.03%	Ch$ 12,548,032	Ch$ 624,209	4.97%

	Year Ended December 31,								
	2009			2010			2011		
IFRS:	**Average balance**	**Interest paid**	**Average nominal rate**	**Average balance**	**Interest paid**	**Average nominal rate**	**Average balance**	**Interest paid**	**Average nominal rate**
	(in millions of Ch$, except percentages)								
Liabilities									
Non interest bearing liabilities									
Current account and demand deposit									
Ch$	Ch$ 2,665,304	Ch$		Ch$ 3,452,445	Ch$		Ch$ 3,751,441	Ch$	
UF	13,117			107,937			167,004		
Foreign currency	454,883			525,418			621,890		
Total	3,133,304			4,085,800			4,540,335		
Transaction in the course of payment									
Ch$	132,821			139,131			141,285		
UF									
Foreign currency	133,966			142,429			240,505		
Total	266,787			281,560			381,790		
Derivatives									
Ch$	610,155			434,521			401,759		
UF							80		
Foreign currency	61,940			77,072			77,111		
Total	672,095			511,593			478,950		
Current liabilities									
Ch$	15,401			14,143			3,851		
UF									
Foreign currency									
Total	15,401			14,143			3,851		
Deferred tax liabilities									
Ch$	37,291			19,052			32,262		
UF									
Foreign currency									
Total	37,291			19,052			32,262		
Provisions									
Ch$	64,697			49,109			91,622		
UF									
Foreign currency									
Total	64,697			49,109			91,622		

Table of Contents

IFRS:	Year Ended December 31, 2009 Average balance	2009 Interest paid	2009 Average nominal rate	2010 Average balance	2010 Interest paid	2010 Average nominal rate	2011 Average balance	2011 Interest paid	2011 Average nominal rate
	(in millions of Ch$, except percentages)								
Other liabilities									
Ch$	108,883			206,557			280,892		
UF	568,572			10,247			12,916		
Foreign currency	5,367			6,223			16,320		
Total	682,822			223,027			310,128		
Equity									
Ch$	1,553,104			1,670,413			1,937,960		
UF									
Foreign currency	637								
Total	1,553,741			1,670,413			1,937,960		
Total non-interest bearing liabilities and equity									
Ch$	5,187,656			5,985,371			6,641,072		
UF	581,689			118,184			180,000		
Foreign currency	656,793			751,142			955,826		
Total	Ch$ 6,426,138			6,854,697			7,776,898		
Total liabilities and equity									
Ch$	9,472,455	141,596		10,546,555	92,420		12,532,913	302,366	
UF	4,627,843	34,233		3,721,372	196,184		4,298,505	291,185	
Foreign currency	3,181,994	47,054		3,310,327	35,773		3,493,512	30,658	
Total	Ch$ 17,282,292	Ch$ 222,883		Ch$ 17,578,254	Ch$ 324,377		Ch$ 20,324,930	Ch$ 624,209	

Interest Earning Assets and Net Interest Margin

The following table sets forth, by currency of denomination, the levels of our average interest earning assets and net interest, and illustrates the comparative margins obtained, for the years ended December 31, 2010 and 2011:

IFRS:	For the Year Ended December 31, 2009	2010	2011
	(in millions of Ch$, except percentages)		
Total average interest earning assets			
Ch$	Ch$ 7,087,478	Ch$ 7,608,341	Ch$ 8,621,439
UF	6,287,530	6,702,142	7,679,479
Foreign currency	2,085,772	2,030,919	2,669,540
Total	15,460,780	16,341,402	18,970,458
Net interest earned (includes interest accrued on trading securities)[(1)]			
Ch$	547,490	539,604	536,392
UF	106,940	245,991	328,917

Foreign currency		24,666		8,308		28,768
Total	Ch$	679,096	Ch$	793,903	Ch$	894,077
Net interest margin, nominal basis(2)						
Ch$		7.72%		7.09%		6.22%
UF		1.70		3.67		4.28
Foreign currency		1.18		0.41		1.08
Total		4.39%		4.86%		4.71%

(1) Net interest earned is defined as interest revenue earned less interest expense incurred.
(2) Net interest margin, nominal basis is defined as net interest earned divided by average interest earning assets.

Changes in Net Interest Income Volume and Rate Analysis

The following tables compare, by currency of denomination, changes in our net interest revenue between 2010 and 2011 caused by (i) changes in the average volume of interest earning assets and interest bearing liabilities and (ii) changes in their respective nominal interest rates. Volume and rate variances were calculated based on movements in average balances over the period and changes in nominal interest rate, average interest earning assets and average interest bearing liabilities. The net change attributable to changes in both volume and rate has been allocated proportionately to the change in volume and the change in rate.

66

Table of Contents

IFRS:	Increase (Decrease) from 2009 to 2010 due to changes in Volume	Rate	Net change from 2009 to 2010	Increase (Decrease) from 2010 to 2011 due to changes in Volume	Rate	Net change from 2010 to 2011
			(in millions of Ch$)			
Assets						
Interest earning assets						
Cash and due from banks						
Ch$	Ch$ 4	Ch$ 253	Ch$ 257	Ch$ 67	Ch$ 2,131	Ch$ 2,198
UF						
Foreign currency	(27)	(53)	(80)	25	71	96
Total	(23)	200	177	92	2,202	2,294
Financial investments						
Ch$	(6,890)	(2,095)	(8,985)	761	12,183	12,944
UF	1,215	25,050	26,265	(2,655)	11,679	9,024
Foreign currency	(256)	(4,543)	(4,799)	1,380	3,684	5,064
Total	(5,931)	18,412	12,481	(514)	27,546	27,032
Loans in advance to banks						
Ch$	3,045	(1,319)	1,726	1,247	1,870	3,117
UF						
Foreign currency						
Total	3,045	(1,319)	1,726	1,247	1,870	3,117
Commercial loans						
Ch$	21,816	(71,330)	(49,514)	29,087	101,330	130,417
UF	(201)	142,868	142,667	36,355	52,179	88,534
Foreign currency	638	(23,398)	(22,760)	12,574	(2,389)	10,185
Total	22,253	48,140	70,393	78,016	151,120	229,136
Consumer loans						
Ch$	23,667	(28,407)	(4,740)	62,866	(4,655)	58,211
UF	301	1,757	2,058	429	389	818
Foreign currency						
Total	23,968	(26,650)	(2,682)	63,295	(4,266)	59,029
Residential mortgage loans						
Ch$						
UF	9,327	120,685	130,012	40,775	38,776	79,551
Foreign currency						
Total	9,327	120,685	130,012	40,775	38,776	79,551
Repurchase agreement						
Ch$	4,419	(225)	4,194	712	(865)	(153)
UF						
Foreign currency						
Total	4,419	(225)	4,194	712	(865)	(153)

Total interest earning assets						
Ch$	46,061	(103,123)	(57,062)	94,740	111,994	206,734
UF	10,642	290,360	301,002	74,904	103,023	177,927
Foreign currency	355	(27,994)	(27,639)	13,979	1,366	15,345
Total	Ch$ 57,058	Ch$ 159,243	Ch$ 216,301	Ch$ 183,623	Ch$ 216,383	Ch$ 400,006

Table of Contents

IFRS:	Increase (Decrease) from 2009 to 2010 due to changes in Volume	Rate	Net change from 2009 to 2010	Increase (Decrease) from 2010 to 2011 due to changes in Volume	Rate	Net change from 2010 to 2011
			(in millions of Ch$)			
Liabilities						
Interest bearing liabilities						
Savings accounts and time deposits						
Ch$	Ch$ 8,032	Ch$ (52,811)	Ch$ (44,779)	Ch$ 29,972	Ch$ 165,848	Ch$ 195,820
UF	(1,215)	83,257	82,042	7,260	44,102	51,362
Foreign currency	(1,491)	(4,779)	(6,270)	(2,927)	(3,002)	(5,929)
Total	5,326	25,667	30,993	34,305	206,948	241,253
Repurchase agreements						
Ch$	(1,340)	(2,555)	(3,895)	614	8,592	9,206
UF	(413)	55	(358)	(183)	(184)	(367)
Foreign currency	(42)	(56)	(98)	2		2
Total	(1,795)	(2,556)	(4,351)	433	8,408	8,841
Borrowing from financial institutions						
Ch$	482	(823)	(341)	3,519	415	3,934
UF	4	16	20	10	(31)	(21)
Foreign currency	3	16,637	16,640	2,752	(1,706)	1,046
Total	489	15,830	16,319	6,281	(1,322)	4,959
Debt issued						
Ch$	1,363	(1,822)	(459)	(323)	1,130	807
UF	(1,800)	80,280	78,480	28,235	15,342	43,577
Foreign currency	(462)	(174)	(636)	(165)	53	(112)
Total	(899)	78,284	77,385	27,747	16,525	44,272
Other financial obligation						
Ch$	369	(71)	298	379	(200)	179
UF		1,767	1,767	13	437	450
Foreign currency	(2,292)	(18,625)	(20,917)	96	(218)	(122)
Total	(1,923)	(16,929)	(18,852)	488	19	507
Total interest bearing liabilities						
Ch$	8,906	(58,082)	(49,176)	34,161	175,785	209,946
UF	(3,424)	165,375	161,951	35,335	59,666	95,001
Foreign currency	(4,284)	(6,997)	(11,281)	(242)	(4,873)	(5,115)
Total	Ch$ 1,198	Ch$ 100,296	Ch$ 101,494	Ch$ 69,254	Ch$ 230,578	Ch$ 299,832

Financial Investments

Financial assets held-for-trading:

The detail of instruments classified as financial assets held-for-trading is as follows:

IFRS:	2009	As of December 31, 2010 (in millions of Ch$)	2011	Weighted Average Nominal Rate as of December 31, 2011 %
Instruments issued by the Chilean Government and the Central Bank:				
Central Bank bonds	Ch$ 62,477	Ch$ 44,624	Ch$ 66,243	3.12%
Central Bank promissory notes	2,621	3,266	4,657	5.28
Other instruments issued by the Chilean Government and the Central Bank	96,996	109,302	6,942	4.52
Other instruments issued in Chile:				
Mortgage bonds from domestic banks	2,556	196	61	
Bonds from domestic banks	2,732	1,740	585	4.08
Deposits in domestic banks	182,995	119,002	191,003	6.07
Bonds from other Chilean companies				
Other instruments issued in Chile	1,213	1,635	370	
Instruments issued by foreign institutions:				
Instruments from foreign governments or central banks				
Other instruments issued abroad			35,051	
Total	Ch$ 351,590	Ch$ 279,765	Ch$ 304,912	2.63%

68

Table of Contents

Instruments issued by the Chilean Government and the Central Bank include instruments sold under agreements to repurchase to customers and financial institutions, amounting to Ch$15,260 million as of December 31, 2009, Ch$10,792 million as of December 31, 2010 and Ch$29,811 million as of December 31, 2011. Under Other instruments issued in Chile are included instruments sold under agreements to repurchase to customers and financial instruments, amounting to Ch$183,135 million as of December 31, 2009, Ch$56,743 million as of December 31, 2010 and Ch$152,431 million as of December 31, 2011.

Investment Portfolio:

The detail of instruments classified as financial assets available-for-sale and as financial assets held-to-maturity is as follows:

Financial assets available-for-sale

IFRS:	2009	As of December 31, 2010 (in millions of Ch$)	2011	Weighted average nominal rate as of December 31, 2011 %
Instruments issued by the Chilean Government and the Central Bank:				
Bonds issued by the Chilean Government and the Central Bank	Ch$ 25,880	Ch$ 67,822	Ch$ 158,865	3.51%
Promissory notes issued by the Chilean Government and the Central Bank	285,486	212,816	58,564	0.76
Other instruments	136,923	90,849	194,965	2.88
Other instruments issued in Chile:				
Equity instruments valued at cost	2,112	2,222	2,222	
Mortgage bonds from domestic banks	79,220	70,055	87,966	4.32
Bonds from domestic banks	55,111	73,331	124,203	3.98
Deposits from domestic banks	407,432	398,789	521,881	1.24
Bonds from other Chilean companies	73,174	40,467	54,449	0.88
Other instruments		116,682	139,602	6.19
Instruments issued by Foreign Institutions:				
Instruments from foreign governments or central banks				
Other instruments issued abroad	202,436	84,072	128,403	5.51
Total	Ch$ 1,267,774	Ch$ 1,157,105	Ch$ 1,471,120	4.67%

The portfolio of financial assets available for sale included net unrealized gains of Ch$8,314 million and Ch$696 million as of December 31, 2010 and December 31, 2011, respectively, in each case recorded in other comprehensive income within equity.

Financial assets held-to-maturity

There are no securities reported under this category as of December 31, 2009, December 31, 2010 or December 31, 2011.

Maturity of Financial Investments:

The maturities of financial assets held-for-trading and financial assets available-for-sale, as of December 31, 2011 were as follows:

As of December 31, 2011

IFRS:	Due within 1 year	Due after 1 year but within 3 years	Due after 3 years but within 5 years (in millions of Ch$)	Due after 5 years	Total
Financial assets held-for-trading	Ch$ 304,912	Ch$	Ch$	Ch$	Ch$ 304,912
Financial assets available-for-sale	635,951	118,722	222,782	493,665	1,471,120
Total	Ch$ 940,863	Ch$ 118,722	Ch$ 222,782	Ch$ 493,665	Ch$ 1,776,032

Table of Contents

Loan Portfolio

The following table sets forth our loans by type of loan and risk classification. All loan amounts stated below are before deduction of allowances for loan losses.

IFRS:	2009	As of December 31, 2010 (in millions of Ch$)	2011
Commercial loans:			
Commercial loans	Ch$ 6,693,165	Ch$ 6,969,374	Ch$ 7,916,496
Foreign trade loans	786,874	913,658	1,509,147
Current account debtors	135,402	122,106	214,479
Factoring transactions	343,057	477,133	589,098
Commercial lease transactions	696,040	777,294	996,566
Other loans and accounts receivable	66,638	37,841	31,607
Subtotal	8,721,176	9,297,406	11,257,393
Mortgage loans:			
Mortgage bonds	208,971	164,474	134,377
Endorsable mortgage loans	238,875	205,260	175,258
Other residential real state mortgage loans	2,078,099	2,556,335	3,297,331
Residential lease transactions			
Other loans and accounts receivable	1,061	552	468
Subtotal	2,527,006	2,926,621	3,607,434
Consumer loans:			
Consumer loans in installments	1,346,188	1,482,056	1,763,101
Current account debtors	235,366	230,767	232,972
Credit card debtors	360,880	440,791	569,290
Consumer lease transactions			
Other loans and accounts receivable	640	354	257
Subtotal	1,943,074	2,153,968	2,565,620
Total loans	Ch$ 13,191,256	Ch$ 14,377,995	Ch$ 17,430,447

The loan categories are as follows:

Commercial Loans   are loans and accounts receivable from clients not included within the mortgage or consumer loans categories.

Mortgage Loans   include mortgage loans granted to individuals to acquire, expand, repair or build a home, issued as mortgage bonds, endorsable mortgage loans or by other methods. It also includes supplementary loans for the same purposes and bridge loans granted before the mortgage loan has been settled. This subcategory also includes residential real estate lease transactions and other accounts receivable.

Consumer Loans   are all loans granted to individuals to be used for purchasing goods or services. These include different types of loans (either installments or revolving), as well as balances from credit card transactions or overdrafts on current accounts belonging to individuals. Consumer loans also include consumer lease transactions and other accounts receivable. Consumer loans do not include loans granted to finance business activities that the debtor is developing or that it may develop.

Table of Contents

Maturity and Interest Rate Sensitivity of Loans as of December 31, 2011

The following table sets forth an analysis by type and time remaining to maturity of our loans as of December 31, 2011:

	Balance as of December 30, 2011	Due within 1 month	Due after 1 month but within 6 months	Due after 6 months but within 12 months	Due after 1 year but within 3 years	Due after 3 years but within 5 years	Due after 5 years
				(in millions of Ch$)			
IFRS:							
Commercial loans:							
Commercial loans	Ch$ 7,916,496	Ch$ 776,046	Ch$ 1,717,338	Ch$ 826,352	Ch$ 2,128,591	Ch$ 1,112,564	Ch$ 1,355,605
Foreign trade loans	1,509,147	303,005	917,416	207,315	58,418	18,652	4,341
Current account debtors	214,479	214,479					
Factoring loans	589,098	302,438	200,482	58,235	27,515	428	
Leasing loans	996,566	30,827	130,359	138,640	381,463	155,010	160,267
Other loans	31,607	29,087	1,079	720	655	42	24
Subtotal	11,257,393	1,655,882	2,966,674	1,231,262	2,596,642	1,286,696	1,520,237
Mortgage Loans:							
Mortgage bonds	134,377	2,680	7,833	9,613	36,201	28,940	49,110
Endorsable mortgage loans	175,258	3,232	8,868	9,134	34,618	31,151	88,255
Residential mortgage loans	3,297,331	26,848	68,560	83,645	347,482	362,091	2,408,705
Other loans	468	468					
Subtotal	3,607,434	33,228	85,261	102,392	418,301	422,182	2,546,070
Consumer loans:							
Consumer loans	1,763,101	98,903	316,214	316,059	812,144	207,741	12,040
Current account debtors	232,972	232,972					
Credit card	569,290	539,853	29,437				
Other loans	257	257					
Subtotal	2,565,620	871,985	345,651	316,059	812,144	207,741	12,040
Total loans	Ch$ 17,430,447	Ch$ 2,561,095	Ch$ 3,397,586	Ch$ 1,649,713	Ch$ 3,827,087	Ch$ 1,916,619	Ch$ 4,078,347

The following table sets forth the interest rate sensitivity of our outstanding loans due after one year as of December 31, 2011:

		As of December 31, 2011 (in millions of Ch$)
IFRS:		
Variable rate		
Ch$	Ch$	681,030
UF		679,181
Foreign currency		215,145
Total		1,575,356
Fixed rate		
Ch$		2,354,676
UF		5,714,103
Foreign currency		177,918
Total		8,246,697
Total	Ch$	9,822,053

71

Table of Contents

Loans by Economic Activity

The following table sets forth under IFRS, at the dates indicated, an analysis of our loan portfolio based on the borrower s principal economic activity. Loans to individuals for business purposes are allocated to their respective economic activity.

	As of December 31,					
	2009		2010		2011	
IFRS:	Loan Portfolio	% of Loan Portfolio	Loan Portfolio	% of Loan Portfolio	Loan Portfolio	% of Loan Portfolio
	(in millions of Ch$, except percentages)					
Agriculture, Livestock, Forestry, Agribusiness, Fishing:						
Agriculture and livestock	Ch$ 296,178	2.25%	Ch$ 491,486	3.42%	578,938	3.32%
Fruit	237,689	1.80	148,225	1.03	214,334	1.23
Forestry and wood extraction	15,310	0.12	44,136	0.31	41,479	0.24
Fishing	98,969	0.75	242,873	1.69	173,016	0.99
Subtotal	648,146	4.92	926,720	6.45	1,007,767	5.78
Mining and Petroleum:						
Mining and quarries	65,703	0.50	36,316	0.25	178,425	1.02
Natural gas and crude oil extraction	108,749	0.82	68,380	0.48	238,192	1.37
Subtotal	174,452	1.32	104,696	0.73	416,617	2.39
Manufacturing:						
Tobacco, food and beverages	186,901	1.42	269,172	1.87	260,609	1.50
Textiles, clothing and leather goods	102,303	0.78	170,093	1.18	133,366	0.77
Wood and wood products	50,526	0.38	64,344	0.45	71,792	0.41
Paper, printing and publishing	45,716	0.35	45,936	0.32	53,811	0.31
Oil refining, carbon and rubber	141,845	1.08	255,728	1.78	364,064	2.09
Production of basic metal, non-mineral, machine and equipment	225,538	1.71	248,983	1.73	291,522	1.67
Other manufacturing industries	69,925	0.53	94,217	0.66	238,532	1.37
Subtotal	822,754	6.25	1,148,473	7.99	1,413,696	8.12
Electricity, Gas and Water:						
Electricity, gas and water	164,529	1.25	133,263	0.93	165,880	0.95
Subtotal	164,529	1.25	133,263	0.93	165,880	0.95
Construction:						
Residential buildings	316,047	2.40	238,863	1.67	291,856	1.67
Other constructions	728,358	5.52	693,573	4.82	866,511	4.97
Subtotal	1,044,405	7.92	932,436	6.49	1,158,367	6.64
Commerce:						
Wholesale	484,577	3.67	602,603	4.19	594,287	3.41
Retail, restaurants and hotels	760,114	5.76	912,959	6.35	797,309	4.57
Subtotal	1,244,691	9.43	1,515,562	10.54	1,391,596	7.98

Transport, Storage and Communications:						
Transport and storage	267,267	2.03	472,043	3.28	419,043	2.40
Communications	112,799	0.86	110,585	0.77	142,147	0.82
Subtotal	380,066	2.89	582,628	4.05	561,190	3.22
Financial Services:						
Financial and insurance companies	1,247,359	9.43	1,123,996	7.82	1,507,995	8.65
Holding companies and other financial services	1,192,900	9.04	1,404,777	9.77	1,615,254	9.27
Subtotal	2,440,259	18.47	2,528,773	17.59	3,123,249	17.92
Community, Social and Personal Services:						
Community, social and personal services	1,801,874	13.66	1,418,431	9.85	2,019,031	11.58
Subtotal	1,801,874	13.66	1,418,431	9.85	2,019,031	11.58
Consumer Loans	1,943,074	14.73	2,159,235	15.02	2,565,620	14.72
Residential Mortgage Loans	2,527,006	19.16	2,927,778	20.36	3,607,434	20.70
Total	13,191,256	100.00%	14,377,995	100.00%	17,430,447	100.00%

Table of Contents

Foreign Country Outstanding Loans

Our cross-border outstanding loans are principally trade-related. These loans include loans to foreign financial institutions and foreign corporations, some of which are guaranteed by their Chilean parent company. The table below lists under IFRS the total amounts outstanding to borrowers in certain foreign countries as of the dates indicated, and thus does not include foreign trade-related loans to domestic borrowers.

		As of December 31,	
IFRS:	2009	2010 (in millions of Ch$)	2011
Argentina	Ch$ 3,578	Ch$ 3,307	Ch$ 4,559
Australia			12,710
Austria			180
Belgium			6,254
Bolivia			82
Brazil	191,177	175,453	204,477
Canada	40		1,891
China	76,146	133,784	281,294
Colombia	2,218	7,967	29,299
Costa Rica		6,138	
Denmark			132
El Salvador	22	4,251	
Finland			400
France	177	7,618	191
Germany	285		1,643
Holland			15,562
Hong Kong	1,312	117	1,405
India	31,387	44	116,130
Israel			506
Italy			433
Japan	161	247	53
Mexico	14,184	36,309	87,154
New Zealand	59		
Peru	4,615	11,565	12,384
Singapore			9,238
South Korea	21,186	14,811	64,041
Spain			1,243
Switzerland			46
Sweden			3,546
Taiwan	1,019		383
United Kingdom	15,236	371	24,490
United States	226		15,138
Uruguay	534	165	
Venezuela	2,573		
Total	Ch$ 366,135	Ch$ 402,147	Ch$ 894,864

As a result of the economic and financial uncertainty observed in the Euro zone, the Bank is constantly monitoring the credit risk condition of certain European countries. In this line, as of December 31, 2011, the Bank maintains exposures of contingent credits (standby letters of credits and performance bonds) with certain European countries as follows:

	As of December 31, 2011 (in millions of Ch$)

Italy		15,074
Spain		13,515
Total	Ch$	28,589

As of December 31, 2011, the Bank does not have any exposure relating to any other product such as: financial assets available-for-sale, financial assets held-for-trading, derivatives instruments, working capital, lines of credit, etc. with the countries mentioned in the table above.

We also maintain deposits abroad, as needed to conduct our foreign trade transactions and manage liquidity. The table below lists the largest amounts of foreign deposits by country under IFRS as of the end of the dates indicated:

IFRS:	As of December 31, 2009	2010	2011
	(in millions of Ch$)		
Australia	Ch$ 149	Ch$ 382	Ch$ 736
Austria	128		
Belgium	790	688	90
Canada	1,256	775	1,697
China	70	79	128
Denmark	11	59	74
Finland	296	110	99
France	543	1,162	676
Germany	11,163	6,133	3,745
Holland	1,123	1,628	301
Italy	1,067	1,638	109
Japan	7,189	4,497	5,259
Mexico	19		694
Norway	20		116
Peru			9
Russia	63		
Spain	761	1,123	69
Sweden	36	138	199
Switzerland	435		2,092
United Kingdom	2,392	1,323	36,147
United States	221,466	22,888	236,753
Total	Ch$ 248,977	Ch$ 42,623	Ch$ 288,993

Credit Review Process

Credit risk is the risk that we will incur a loss because our customers or counterparties do not comply with their contractual obligations.

This risk is managed using a global, unified and forward-looking strategy, which recognizes the current and projected economic environment of the markets and segments in which our different businesses are developing and grants appropriate credit treatment to each such market or segment by using risk limits that we are willing to accept from counterparties.

Managing credit risk is, therefore, inherent to our business and must be incorporated into each segment in which we do business. In this way, we may achieve an optimum balance between assumed risks and attained returns and properly allocate capital to each business line while complying with regulations and criteria defined by our board of directors in order to ensure that we have an appropriate capital base for potential losses that may arise from our credit exposure.

Counterparty limits are established by analyzing financial information, risk ratings, the nature of the exposure, documentation, guarantees, market conditions and the pertinent industry sector, among other factors. The process of monitoring credit quality also includes identifying in advance any possible changes in a counterparty s payment capacity, which enables us to evaluate the potential loss from these risks and take corrective actions.

Approval Process

Loan analysis and approval is conducted using a differentiated approach for each market segment, using three separate credit-risk models:

Automated Model: This model focuses on individuals from the mass-market segment (i.e., not business-related) and is based on the integral automation of processes, which consist of admission, approval, follow-up and recovery, using scoring and behavior-based approval systems.

We have also developed a broad level of knowledge regarding selection of customers, with a significant capacity to discriminate between customers of different credit bases. Using this model, we have developed separate segmented models for retail banking and Banco CrediChile. In the case of our Consumer Finance Division (Banco CrediChile), there are further distinctions for employed customers, which are separated into the following five sub-segments: retired persons, employees in the public sector, employees in the private sector over 40 years of age, employees in the private sector under 40 years of age and self-employed.

In retail banking there are also sub-segments divided by activity and length of the customer s relationship with us.

Parametric Model: This model is applied to individuals and small- and medium-sized companies in business. To analyze these segments, we use certain levels of automation and parameterization. Automation currently provides a fundamental pillar for the pre-approval process for small companies and support for potential evaluations of medium-sized companies.

Table of Contents

Case-by-Case Model: This model is used for the wholesale business segment. It is based on individual expert evaluation on risk level, operation amount and business complexity, among other variables.

Transactions in which the total customer credit risk is more than Ch$16,721 million require approval from a credit committee, composed of three directors and our Chief Executive Officer. Transactions in which the total customer credit risk is equal to or less than Ch$16,721 million may be approved by other executives, depending on the amount involved, as follows:

Approved by	Limit in MCh$
Credit committee, including members of the board of directors	up to legal limits
Chief executive officer, chairman and senior credit risk officer	up to MCh$16,721
Chief executive officer, chairman or senior credit risk officer (any two of the three)	up to MCh$11,147
Chief executive officer and executive credit risk officers	up to MCh$7,803
Senior credit risk officers and executive vice president of corporate banking	up to MCh$7,803
Executive credit risk officers and Executive vice president of corporate banking	up to MCh$3,121
Other credit risk officers	up to MCh$1,115
Executive vice president of corporate banking	up to MCh$1,115
Other department heads	up to MCh$446
Other officers	up to MCh$223

In addition to reviewing the credit limit, the business segment extending the credit must review the terms of the loan, the interest rate and any security to be obtained.

Control and Follow-up

The ongoing control and follow-up of credit risk is the basis for proactive portfolio management and enables risk to be recognized opportunely, thus identifying business opportunities and detecting potential impairment before it occurs.

In the wholesale business segment, control and follow-up are realized through a combination of reviews. The most relevant are the following:

High-level structured portfolio reviews with respect to the impact of specific macroeconomic fluctuations on relevant sectors of activity, defining case-by-case action plans.

Constant monitoring system in order to detect early those customers that show potential risks, agreeing on specific action plans for these customers with the corresponding client servicing team.

Payment arrears management, backed by predictive indicators of risk level, with follow-up and action plans in the case of our most important customers, plus management of differentiated strategies for early recovery.

Follow-up on the conditions, restrictions and covenants imposed by the credit committee to all operations requiring it due to their importance or complexity.

Control of the exposure as well as the sufficiency of guarantees granted in the form of shares, monitoring fluctuations and preparing action plans in the event of insufficient coverage.

Follow-up schemes of credit behavior variables and borrowers financial condition.

Risk segmentation strategies for collection processes and policies to better integrate loan approval and monitoring processes based on a single set of credit fundamentals.

Analysis of Our Loan Classification

The following tables provide statistical data under IFRS regarding the classification of our loans as of the dates indicated. As discussed above, our risk analysis system requires that loans to all customers be classified.

Table of Contents

IFRS:	As of December 31, 2009				
Bank s Credit Rating:	Commercial Loans	Residential Mortgage Loans	Consumer Loans	Total Loans	Percentage Loans of Classified
	(in millions of Ch$, except percentages)				
A1	Ch$ 32,067	Ch$	Ch$	Ch$ 32,067	0.39%
A2	2,290,427			2,290,427	27.61
A3	2,074,847			2,074,847	25.01
B	3,446,251			3,446,251	41.54
C1	136,957			136,957	1.65
C2	6,195			6,195	0.07
Impaired Portfolio	309,288			309,288	3.73
Total individual classified loans	Ch$ 8,296,032	Ch$	Ch$	Ch$ 8,296,032	100.00%
Group non-classified loans	308,200	2,458,219	1,814,595	4,581,014	
Group impaired portfolio	116,944	68,787	128,479	314,210	
Total loans	Ch$ 8,721,176	Ch$ 2,527,006	Ch$ 1,943,074	Ch$ 13,191,256	
Percentage Classified	95.13%	0.00%	0.00%	62.89%	

IFRS:	As of December 31, 2010(*)				
Bank s Credit Rating:	Commercial Loans	Residential Mortgage Loans	Consumer Loans	Total Loans	Percentage Loans of Classified
	(in millions of Ch$, except percentages)				
A1	Ch$ 28,728	Ch$	Ch$	Ch$ 28,728	0.35%
A2	2,346,028			2,346,028	28.19
A3	2,098,218			2,098,218	25.21
B	3,380,009			3,380,009	40.61
Impaired Portfolio	469,971			469,971	5.64
Total individual classified loans	Ch$ 8,322,954	Ch$	Ch$	Ch$ 8,322,954	100.00%
Group non-classified loans	838,074	2,856,020	2,045,849	5,739,943	
Group impaired portfolio	129,954	71,758	113,386	315,098	
Total loans	Ch$ 9,290,982	Ch$ 2,927,778	Ch$ 2,159,235	Ch$ 14,377,995	
Percentage Classified	89.58%	0.00%	0.00%	57.89%	

(*) On January 1, 2010, the criteria for classification of the impaired portfolio was changed, considering 100% of categories C1 and C2 in impairment, unlike in 2009, where customers that were classified in categories C1 and C2 who were not overdue for more than 60 days were not taken into consideration.

IFRS:	As of December 31, 2011 (**)				
Individual Analysis Category	Commercial Loans	Residential Mortgage Loans	Consumer Loans	Total Loans	Percentage Loans of Classified
	(in millions of Ch$, except percentages)				

Normal portfolio	Ch$ 9,456,109	Ch$	Ch$	Ch$ 9,456,109	97.72%
Substandard portfolio	56,405			56,405	0.59
Non-complying portfolio	163,859			163,859	1.69
Total individual classified loans	Ch$ 9,676,373	Ch$	Ch$	Ch$ 9,676,373	100.00%
Percentage Classified	85.96%	0.00%	0.00%	55.51%	
Group Analysis Category					
Normal portfolio	1,443,208	3,543,520	2,439,495	7,426,223	95.77%
Non-complying portfolio	137,812	63,914	126,125	327,851	4.23
Total group classified loans	Ch$ 1,581,020	3,607,434	2,565,620	7,754,074	100.00%
Total loans	Ch$ 11,257,393	Ch$ 3,607,434	Ch$ 2,565,620	Ch$ 17,430,447	
Percentage Classified	85.96%	0.00%	0.00%	55.51%	

(**) On January 1, 2011, the credit ratings for debtors with individual assessment changed, separating the portfolio in Normal (categories A1-A6), substandard (B1 B4) and Non-complying (C1-C6) as show in the above table. Note 10(a) of Financial Statements shows that the normal portfolio includes, additionally, two substandard categories (B1-B2) which amount corresponds to Ch$48,347 million.

Table of Contents

Classification of Loan Portfolio Based on the Borrower s

Payment Performance

The following table sets forth under IFRS as of the dates indicated the amounts that are current as to payments of principal and interest and the amounts that are overdue:

	Domestic Loans[1] As of December 31, 2009	2010 (in millions of Ch$)	2011
IFRS:			
Current	Ch$ 11,742,400	Ch$ 12,724,970	Ch$ 15,637,362
Total Overdue 1-29 days	721,686	945,689	1,165,108
Total Overdue 30-89 days	535,437	498,612	298,729
Total Past Due 90 days or more	190,295	172,075	178,905
Total loans	Ch$ 13,189,818	Ch$ 14,341,346	Ch$ 17,280,104

	Foreign Loans[1] As of December 31, 2009	2010 (in millions of Ch$)	2011
IFRS:			
Current	Ch$ 1,438	Ch$ 36,649	Ch$ 150,343
Total Overdue 1-29 days			
Total Overdue 30-89 days			
Total Past Due 90 days or more			
Total loans	Ch$ 1,438	Ch$ 36,649	Ch$ 150,343

	Total Loans[1] As of December 31, 2009	2010 (in millions of Ch, except percentages)	2011
IFRS:			
Current	Ch$ 11,743,838	Ch$ 12,761,619	Ch$ 15,787,705
Total Overdue 1-29 days	721,686	945,689	1,165,108
Total Overdue 30-89 days	535,437	498,612	298,729
Total Past Due 90 days or more	190,295	172,075	178,905
Total loans	Ch$ 13,191,256	Ch$ 14,377,995	Ch$ 17,430,447
Total Overdue loans expressed as a percentage of total loans	10.97%	11.24%	9.42%
Total Past-due loans as a percentage of total loans	1.44%	1.20%	1.03%

(1) Total past-due and total overdue loans refer to installments that are past-due or overdue and the remaining outstanding balance of such loans (principal and interest).

Loans included in the previous table, which have been restructured and bear no interest, are as follows:

IFRS:	2009	As of December 31, 2010 (in millions of Ch$)	2011
Ch$	Ch$ 4,283	Ch$ 2,550	Ch$ 2,547
UF	128	128	128
Total	Ch$ 4,411	Ch$ 2,678	Ch$ 2,675

The amount of interest we would have recorded on these loans for the year ended December 31, 2011 had these loans been earning a market interest rate was Ch$113 million.

In addition, other loans that were restructured, mainly through the extension of their maturities, and that bear interest are as follows:

IFRS:	2009	As of December 31, 2010 (in millions of Ch$)	2011
Total other restructured loans	Ch$ 357,345	Ch$ 328,370	Ch$ 338,725

Table of Contents

During the year ended December 31, 2011, interest recorded in income on these loans amounted to Ch$51,950 million.

Analysis of Substandard Loans and Total Past Due

The following table analyzes our substandard loans, total past-due loans and allowances for loan losses existing at the dates indicated under IFRS.

	Year ended December 31,		
	2009	2010	2011
IFRS:	(in millions of Ch$, except percentages)		
Total loans	Ch$ 13,191,256	Ch$ 14,377,995	Ch$ 17,430,447
Substandard loans(1)	766,650	785,069	499,768
Substandard loans as a percentage of total loans	5.81%	5.46%	2.87%
Total past due			
To the extent secured(2)	25,881	23,781	17,388
To the extent unsecured	164,414	148,294	161,517
Total past due	Ch$ 190,295	Ch$ 172,075	Ch$ 178,905
Total past due as a percentage of total loans	1.44%	1.20%	1.03%
To the extent secured	0.20	0.17	0.10
To the extent unsecured	1.25	1.03	0.93
Allowances for loans losses as a percentage of:			
Total loans	2.37	2.42	2.33
Total past due	164.01	202.25	227.32
Total past due unsecured	189.83%	234.69%	251.79%

(1) For periods prior to 2011 individually evaluated loans are considered substandard when they are classified into categories C1 to D2, and group-evaluated loans are considered substandard when they are assigned allowances for loan losses greater than 20%. For periods after 2011, individual assessment, are considered in impaired portfolio all credits of debtors classified in some category of Non-complying Loans , as well as in categories B3 and B4 of Substandard Portfolio. Also, being subject to assessment debtors group, the impaired portfolio includes all credits of the Non-complying loans.

(2) Security generally consists of mortgages on real estate, pledges of marketable securities, letters of credit or cash.

Analysis of Allowances for Loan Losses

The following table analyzes our allowances for loan losses and changes in the allowances attributable to charge-offs, new allowances, allowances released and the effect of price-level restatement on allowances for loan losses:

	As of December 31,		
	2009	2010	2011
IFRS:	(in millions of Ch$, except percentages)		
Allowances for loan losses at beginning of period	Ch$ 225,108	Ch$ 312,101	Ch$ 348,027
Charge-offs	(181,793)	(149,093)	(134,010)
Allowances established	270,305	185,019	192,674
Allowances released(1)	(1,519)		
Allowances for loan losses at end of period	Ch$ 312,101	Ch$ 348,027	Ch$ 406,691
Ratio of charge-offs to average loans	1.42%	1.10%	0.84%
Allowances for loan losses at end of period as a percentage of total loans	2.37%	2.42%	2.33%

(1) Represents the aggregate amount of allowances for loan losses released during the year as a result of charge-offs, recoveries or a determination by management that the level of risk existing in the loan portfolio has been reduced.

For allowance for loan losses associated with impaired loans and with non-impaired loans, see Note 10 (c) to our audited consolidated financial statements as of and for the year ended December 31, 2011 appearing elsewhere in this annual report.

The deterioration of the Chilean economy during the final quarter of 2008 and the first semester of 2009 negatively impacted the risk profiles of both individuals and companies. In addition, certain sectors, such as the

Table of Contents

Chilean salmon industry, were affected by productive difficulties during 2009, weakening its payment capacity. These factors prompted a significant 38.6% increase in our allowances for loan losses as of December 31, 2099, as compared to December 31, 2008.

During 2010, the Chilean economy continued the upward trend that started at the end of 2009, which positively impacted the risk profiles of individuals and companies in Chile. Additionally, certain corporate customers improved their financial performance as a result of specific plans intended to overcome productive difficulties and an increase in the private consumption in Chile. Our allowances for loan losses grew by 11.5% from December 31, 2009 to December 31, 2010, which is in line with the annual growth posted by our total loan portfolio (particularly in the retail banking segment), our conservative risk approach. In addition, the annual increase in allowances for loan losses is consistent with lower charge-offs in 2010 as compared to 2009 and with provisions for loan losses established during 2010 in order to cover potential risks related to certain corporate customers.

The year ended December 31, 2011 was positive for the local economy. GDP recorded 6.0% annual growth, which resulted in improved economic figures, such as a four-year low unemployment rate (7.1%) and an increase in real salaries. These macroeconomic indicators boosted consumption and the commercial activity of companies, all of which resulted in improved risk profiles of both individuals and companies. Given the improved economic conditions, our allowances for loan losses recorded a 16.9% increase, from Ch$348,027 million in 2010 to Ch$406,691 million in 2011, which was mainly the result of a 21.2% increase recorded in our total loans.

Loans are written-off when the collection efforts have been exhausted but not later than the maximum periods as follows:

Type of Loan	Term
Consumer loans with or without collateral	6 months
Other transactions without collateral	24 months
Commercial loans with collateral	36 months
Residential mortgage loans	48 months
Consumer leases	6 months
Other non-real estate lease transactions	12 months
Real estate leases (commercial or residential)	36 months

The following table presents detailed information on write-offs and shows the charge-offs breakdown by loan category:

	Year ended December 31,		
	2009	2010	2011
IFRS:	(in millions of Ch$)		
Commercial loans	Ch$ 86,030	Ch$ 46,419	Ch$ 38,136
Mortgage loans	2,088	2,376	2,923
Consumer loans	93,675	100,298	92,951
Total	Ch$ 181,793	Ch$ 149,093	Ch$ 134,010

Loan recoveries by type of loan are shown in the table below:

	Year ended December 31,		
	2009	2010	2011
IFRS:	(in millions of Ch$)		
Commercial loans	Ch$ 23,934	Ch$ 11,127	Ch$ 16,014
Mortgage loans	2,653	1,387	1,106
Consumer loans	232	19,609	28,445
Subtotal	26,819	32,123	45,565
Recoveries and sales of loans reacquired from the Central Bank	60	46	90
Total	Ch$ 26,879	Ch$ 32,169	Ch$ 45,655

Table of Contents

The following tables classify our loan portfolio based on the borrower s payment performance for each of the last three years:

	Year ended December 31, 2009			
	Commercial Loans	Consumer Loans	Mortgage Loans	Total
IFRS:		(in millions of Ch$)		
Total Past due after 90 days but less than 6 months	Ch$ 11,056	Ch$ 33,549	Ch$ 14,152	58,757
Total Past due after 6 months within 12 months	82,117		13,850	95,967
Total Past due 12 months within 24 months	10,062		9,417	19,479
Total Past due 24 months within 36 months	10,368		3,533	13,901
Total Past due 36 months within 48 months			2,191	2,191
Total Past Due	Ch$ 113,603	Ch$ 33,549	Ch$ 43,143	190,295

	Year ended December 31, 2010			
	Commercial Loans	Consumer Loans	Mortgage Loans	Total
IFRS:		(in millions of Ch$)		
Total Past due after 90 days but less than 6 months	Ch$ 33,889	Ch$ 29,257	Ch$ 16,671	79,817
Total Past due after 6 months within 12 months	28,503		9,754	38,257
Total Past due 12 months within 24 months	33,073		8,689	41,762
Total Past due 24 months within 36 months	5,920		4,335	10,255
Total Past due 36 months within 48 months			1,984	1,984
Total Past Due	Ch$ 101,385	Ch$ 29,257	Ch$ 41,433	172,075

	Year ended December 31, 2011			
	Commercial Loans	Consumer Loans	Mortgage Loans	Total
IFRS:		(in millions of Ch$)		
Total Past due after 90 days but less than 6 months	Ch$ 41,729	Ch$ 38,825	Ch$ 15,367	95,921
Total Past due after 6 months within 12 months	22,837		8,588	31,425
Total Past due 12 months within 24 months	30,982		6,487	37,469
Total Past due 24 months within 36 months	6,847		4,079	10,926
Total Past due 36 months within 48 months			3,164	3,164
Total Past Due	Ch$ 102,395	Ch$ 38,825	Ch$ 37,685	178,905

Allocation of Allowances for Loan Losses

The following tables set forth the proportions of our required allowances for loan losses attributable to our commercial, consumer and residential mortgage loans under IFRS as of the dates indicated.

	As of December 31, 2009				As of December 31, 2010			
	Allowance amount	Allowance amount as a percentage	Allowance amount as a	Loans in category as percentage	Allowance amount	Allowance amount as percentage	Allowance aamount as a percentage	Loans in category as percentage

IFRS:		of loans in category	percentage of total loans	of total loans(1)		of loans in category	of total loans	of total loans(1)
	(in millions of Ch$, except percentages)							
Commercial loans	Ch$ 189,610	2.17%	1.44%	66.11%	Ch$ 211,558	2.28%	1.47%	64.66%
Consumer loans	108,592	5.59	0.82	14.73	121,195	5.63	0.84	14.98
Residential mortgage loans	13,899	0.55	0.11	19.16	15,274	0.52	0.11	20.36
Total allocated allowances	Ch$ 312,101	2.37%	2.37%	100.00%	Ch$ 348,027	2.42%	2.42%	100.00%

	As of December 31, 2011			
IFRS:	Allowance amount	Allowance amount as a percentage of loans in category	Allowance amount as a percentage of total loans	Loans in category as percentage of total loans(1)
	(in millions of Ch$, except percentages)			
Commercial loans	Ch$ 252,199	2.24%	1.45%	64.58%
Consumer loans	138,588	5.40	0.80	14.72
Residential mortgage loans	15,904	0.44	0.09	20.70
Total allocated allowances	Ch$ 406,691	2.33%	2.33%	100.00%

(1) Based on our loan classification.

Table of Contents

The following table sets forth our charge-offs for 2009, 2010 and 2011 by major economic sector and provides further detail of charge-offs that have already been described in the previous discussion of allowances for loan losses:

	Year Ended December 31,		
	2009	2010	2011
IFRS:		(in millions of Ch$)	
Commercial:			
Agriculture	Ch$ 4,950	Ch$ 3,177	Ch$ 5,208
Mining	284	461	606
Manufacturing	9,900	7,956	3.807
Construction	7,766	6,159	3,330
Commerce	26,501	12,960	8,107
Transport	4,867	3,786	2,132
Financial services	11,619	6,140	9,799
Community	20,143	5,780	5,147
Subtotal:	Ch$ 86,030	Ch$ 46,419	Ch$ 38,136
Consumer loans	93,675	100,298	92,951
Mortgage loans	2,088	2,376	2,923
Total	Ch$ 181,793	Ch$ 149,093	Ch$ 134,010

Composition of Deposits and Other Commitments

The following table sets forth under IFRS the composition of our deposits and similar commitments as of the dates indicated. See Average Balance Sheets, Interest Earned on Interest Earning Assets and Interest Paid on Interest Bearing Liabilities for the average rate paid on each of the following deposit categories.

	As of December 31,		
	2009	2010	2011
IFRS:		(in millions of Ch$)	
Current accounts	Ch$ 3,127,934	Ch$ 3,611,894	Ch$ 3,968,504
Other demand deposits	590,142	834,287	926,922
Savings accounts	158,035	173,404	177,900
Time deposits	7,264,809	7,497,073	9,081,336
Other term balance payables	4,637	27,491	23,088
Total	Ch$ 11,145,557	Ch$ 12,144,149	Ch$ 14,177,750

Maturity of Deposits

The following table sets forth under IFRS information regarding the currency and maturity of our deposits at December 31, 2011, expressed in percentages. UF-denominated deposits are similar to Chilean peso-denominated deposits in all aspects, except that the principal is readjusted periodically based on the value of the UF.

	As of December 31, 2011			
	Ch$	UF	Foreign Currency	Total

	(in millions of Ch$)			
IFRS:				
Demand deposits	4,119,500	179,584	596,342	4,895,426
Savings accounts		177,901		177,901
Time deposits:				
Maturing within three months	4,711,567	670,789	888,345	6,270,701
Maturing after three but within six months	546,539	395,991	41,219	983,749
Maturing after six but within 12 months	664,188	880,638	12,335	1,557,161
Maturing after 12 months	80,584	211,321	907	292,812
Total time deposits	6,002,878	2,158,739	942,806	9,104,423
Total deposits	10,122,378	2,516,224	1,539,148	14,177,750

Table of Contents

The following table sets forth information under IFRS regarding the currency and maturity of deposits in excess of U.S.$100,000 as of December 31, 2011:

	As of December 31, 2011			
	Ch$	UF	Foreign Currency	Total
	(in millions of Ch$)			
IFRS:				
Demand deposits	40.70%	7.14%	38.74%	34.53%
Savings accounts		7.07		1.25
Time deposits:				
Maturing within three months	46.55	26.66	57.72	44.23
Maturing after three but within six months	5.40	15.74	2.68	6.94
Maturing after six but within 12 months	6.56	35.00	0.80	10.98
Maturing after 12 months	0.79	8.39	0.06	2.07
Total time deposits	59.30	85.79	61.26	64.22
Total deposits	100.00%	100.00%	100.00%	100.00%

Minimum Capital Requirements

The following table sets forth our minimum capital requirements set by the Superintendency of Banks as of the dates indicated:

	As of December 31,		
	2009	2010	2011
CHILEAN GAAP:	(in millions of Ch$)		
Banco de Chile s regulatory capital	Ch$ 1,392,745	Ch$ 1,404,125	Ch$ 1,739,173
Minimum regulatory capital required	(570,054)	(638,684)	(761,362)
Excess over minimum regulatory capital required	Ch$ 822,691	Ch$ 765,441	Ch$ 977,811

Short-Term Borrowings

The principal categories of our short-term borrowings are amounts borrowed under foreign trade lines of credit, domestic inter-bank loans and repurchase agreements. The table below presents under IFRS the amounts outstanding and the weighted average nominal interest rate for each period indicated by type of short-term borrowing.

	For the year ended December 31,					
	2009		2010		2011	
IFRS:	Year-End Balance	Weighted Average Nominal Interest Rate	Year-End Balance	Weighted Average Nominal Interest Rate	Year-End Balance	Weighted Average Nominal Interest Rate
	(in millions of Ch$, except rate data)					
Payables from repurchase agreements and security lending	Ch$ 308,028	3.48%	Ch$ 81,755	2.46%	Ch$ 223,202	4.86%
Borrowings from domestic financial institutions	3,878	3.73				
Foreign borrowings	1,209,144	1.32	1,281,292	1.37	1,668,084	1.29

Other obligations	129,740		111,558		123,051	
Total short-term borrowings	Ch$ 1,650,790	1.62%	Ch$ 1,474,605	1.33%	Ch$ 2,014,337	1.61%

82

Table of Contents

The following table shows the average balance and the weighted average nominal rate for each short-term borrowing category during the periods indicated:

IFRS:	For the year ended December 31, 2009 Average Balance	2009 Weighted Average Nominal Interest Rate	2010 Average Balance	2010 Weighted Average Nominal Interest Rate	2011 Average Balance	2011 Weighted Average Nominal Interest Rate
	(in millions of Ch$, except rate data)					
Payables from repurchase agreements and security lending	Ch$ 275,058	2.31%	Ch$ 182,956	1.10%	Ch$ 218,847	4.96%
Central Bank borrowings	53,548	0.85	77	1.34	69	
Borrowings from domestic financial institutions	54,446	0.09	61,109	1.98	73,590	3.06
Sub-total	Ch$ 383,052	1.79%	Ch$ 244,142	1.32%	Ch$ 292,506	4.48%
Foreign borrowings	1,090,925	0.18	1,240,088	1.42	1,600,479	1.35
Total short-term borrowings	Ch$ 1,473,977	0.60%	Ch$ 1,484,230	1.40%	Ch$ 1,892,985	1.83%

The following table presents the maximum month-end balances of our principal sources of short-term borrowings during the periods indicated:

IFRS:	Maximum 2009 month-end balance	Maximum 2010 month-end balance	Maximum 2011 month-end balance
		(in millions of Ch$)	
Investments sold under agreements to repurchase	Ch$ 381,522	Ch$ 320,613	Ch$ 321,956
Central Bank borrowings	237,243	125,268	98,865
Borrowings from domestic financial institutions	145,697	250,215	126,055
Foreign borrowings	Ch$ 1,209,144	Ch$ 1,528,988	Ch$ 1,914,290

Item 4B. Unresolved Staff Comments

None.

Table of Contents

Item 5. Operating and Financial Review and Prospects

OPERATING RESULTS

Introduction

The following discussion should be read in conjunction with, and is entirely qualified by reference to, our audited consolidated financial statements as of and for the year ended December 31, 2011 appearing elsewhere in this annual report and Item 4. Information on the Company Selected Statistical Information. Certain amounts (including percentage amounts) that appear in this annual report may not total due to rounding.

We prepare our audited consolidated financial statements in accordance with IFRS as issued by the IASB.

Until and including our consolidated financial statements included in our annual report on Form 20-F for the year ended December 31, 2008, we prepared our audited consolidated financial statements in accordance with Chilean GAAP, with reconciliations to U.S. GAAP. As required by IFRS 1 *First Time Adoption of International Financial Reporting Standards*, our financial position as of December 31, 2008 and our results of operations for the year ended December 31, 2008 were restated in accordance with IFRS 1 for comparative purposes. Reconciliations and description of the transition to IFRS, and the effects on assets, liabilities, equity, net income and cash flows are presented in Note 5 to our audited consolidated financial statements included in our annual report on Form 20-F for the year ended December 31, 2009 filed with the SEC on June 29, 2010. Unless otherwise indicated, the financial information included in this annual report with respect to 2009, 2010 and 2011 has been derived from financial statements that were prepared in accordance with IFRS. See Note 2(a) to our audited consolidated financial statements as of and for the year ended December 31, 2011 appearing elsewhere in this annual report. IFRS differs in certain significant respects from Chilean GAAP. As a result, our financial information presented under IFRS is not directly comparable to any of our financial information presented under Chilean GAAP. Accordingly, readers should avoid such comparison.

Overview

We are a leading bank within the Chilean financial system, providing a broad range of financial products and services to individual and corporate customers who are primarily located in Chile. Accordingly, our financial condition, results of operations and our ability to achieve our strategic business goals could be adversely affected by changes in economic indicators (such as interest rates, inflation and GDP growth), modifications of non-economic policies of the Chilean government that can affect the private sector, or other political and economic developments in Chile, as well as regulatory changes or administrative practices of Chilean authorities. We also face a number of other risks, such as increasing competition and changing market conditions that could impact our ability to achieve our goals. See Item 4. Information on the Company Selected Statistical Information for a more detailed description of risk characteristics associated with each type of loan in our loan portfolio and Item 3. Key Information Risk Factors for a more detailed description of the specific risks that we believe to be material to our business operations.

After a period of accelerated growth between 1985 and 1997, when Chile s gross domestic product grew at an average annual rate of 7.2%, Chile s economic growth slowed to an average rate of 4.3% between 2000 and 2008. Since 2008 the Chilean economy has faced extraordinarily difficult circumstances, ranging from a general worldwide economic slowdown caused by the United States subprime mortgage crisis to the worst earthquake reported in over 50 years in Chile. Nevertheless, the country has been able to successfully overcome these challenges due to its stable financial condition resulting from an earlier accumulation of international reserves and its internationally recognized sound fiscal policy.

Throughout 2009, the local Chilean economy was negatively affected by the international financial turmoil, which reduced foreign trade and fostered high volatility in the global financial markets, mainly because the Chilean economy is highly integrated in the international trading system and dependent on the export of commodities (principally copper). As a result, Chile s mining activity shrank as demand for, and the price of, copper decreased dramatically. Other industrial sectors which rely heavily on exports, such as the cellulose and steel sectors, also suffered the negative impact caused by the global economic downturn.

In terms of domestic demand, as a result of the uncertainty caused by the global economic downturn and the increase in the Chilean unemployment rate, private consumption significantly decreased in 2009, leading to a decrease in the demand for durable goods (mainly cars and houses), which directly affected the construction sector and indirectly affected both the forestry and transportation sectors. The consumption of non-durable goods also declined and, accordingly, the retail sector was negatively affected and reported a decrease in its commercial activity. As a result, investments (which grew by 17.9% in 2008) stagnated due to a decline in expectations of economic growth, leading companies to postpone their investment projects, which raised the unemployment rate in Chile.

All of these elements resulted in a 1.0% reduction in the Chilean GDP and an average unemployment rate of 9.7% for 2009. Also, the reduction in domestic and international consumption entailed a significant adjustment in inventory volumes and an excess of productive capacity, which resulted in a sharp decrease in prices, leading to a deflation of 1.4% as measured by the CPI as published by the Chilean National Statistics Institute for 2009. The absence of inflationary pressures encouraged the Central Bank to carry out monetary stimulus, which caused the annual interest rate to fall to a historical low of 0.5% in order to ensure sufficient liquidity in the local monetary system.

Starting in the third quarter of 2009, the Chilean economy began to show signs of recovery which temporarily faded immediately after the earthquake that struck the center-south region of Chile on February 27, 2010, negatively affecting Chile s GDP growth during the first quarter of 2010.

Nevertheless, the Chilean economy recovered from the effects of the earthquake and, in 2010, GDP growth was 6.1% mainly due to domestic consumption (which grew by 9.0%) and investments (that grew by 14.4%), as a result of a more positive business environment that led consumers to increase household spending and companies to undertake postponed investment projects. As a consequence, the inflation rate for 2010 was 3.0%, as measured by the CPI published by the Chilean National Statistics Institute. Private consumption was the main driver of GDP growth during the first half of 2010 while investment became increasingly important during the second half of 2010, as companies began to restart investment projects in response to a more positive business environment.

During 2011, the Chilean economy witnessed a GDP growth of approximately 6.0%, fostered by the high economic dynamism evidenced during the first half of 2011 as a result of the earthquake effect that represented a low basis for comparison. Conversely, during the second half of 2011, the economy suffered a slowdown mainly associated with lower activity in the mining and manufacturing sectors. On the other hand, consumer spending grew approximately 8.8%, spurred by a 4-year low in the unemployment rate of 7.1%, higher real salaries and a flexible credit market.

On the investment side, preliminary figures show a 17.6% year-over-year growth, which was fostered by expenditures in machinery and equipment, as well as the higher dynamism observed in the real estate and construction industries.

The greater demand, as well as higher food and transportation (due to international oil shortage) prices, translated into higher inflationary pressures that resulted in a CPI increase of 4.4%, which was above the upper boundary of Central Bank s long-term goal range. Accordingly, the Chilean Central Bank continued withdrawing the monetary stimulus it started in June 2010. Thus, during the first half of 2011, the Central Bank carried out four monthly increases of 50 basis points in the monetary policy interest rate, which increased from 3.25% in December 2010 to 5.25% in June 2011, which was maintained by the Central Bank until December 2011.

Nevertheless, despite the inflation recorded in 2011 and due to the global and local economic slowdown observed at the end of 2011, the Central Bank decided to lower the monetary policy rate to 5.00% on January 12, 2012 and as of April 10, 2012 it had maintained this figure throughout the year, subject to the developments in the global and local economies.

As for the stock market, during 2010, the IPSA Index (the most important Chilean stock index composed of the 40 stocks with the highest average annual trading volume on the Santiago Stock Exchange) reached 5,000 points, well above the 3,580 reported in December 31, 2009. This increase was fuelled by the recovery of stocks from companies associated with retail, commodities and banking activities, which reflected the more upbeat outlook for the domestic and global economies. Nonetheless, 2011 was a year full of uncertainty in the global and local stock exchanges. Concerns about the fiscal condition of certain European countries, as well as the slowdown in some emerging economies, such as China, led the IPSA index to lose most of the gain recorded during the previous year, closing 2011 at approximately 4,180 points. Although the uncertainty and volatility have remained in the first months of 2012, the IPSA Index has recovered and by April 23, 2012 it had reached 4,551 points approximately, recording 9.2% increase.

Future changes in the Chilean economy may impair our ability to proceed with our strategic business plan. Our financial condition and results of operations could also be adversely affected by changes in economic or other policies of the Chilean government, which has exercised and continues to exercise a substantial influence over many aspects of the private sector, or other political and economic developments in Chile, as well as regulatory changes or administrative practices of Chilean authorities, over which we have no control. See Item 3. Key Information Risk Factors Risks Relating to Chile Inflation could adversely affect the value of our ADSs and financial condition and results of operations and Item 3. Key Information Risk Factors Risks Relating to Chile Our growth and profitability depend on the level of economic activity in Chile.

Inflation

Historically, Chile has experienced high levels of inflation that have significantly affected our financial condition and results of operations. Although inflation remained relatively low during much of the past decade, price level changes were relatively high during 2008 (7.1%), primarily as a result of the sharp increase in international oil and food prices. However, throughout 2009, we experienced deflation at a rate of 1.4% as a consequence of the global financial crisis, which affected many of Chile s economic indicators, such as exports, employment, consumption and investment, thereby reducing purchasing power and leading to a weaker aggregate demand. Nevertheless, throughout 2010 and consistently with the recovery trend shown by the Chilean economy since the last quarter of 2009, inflation returned to more normal levels and was within the long-term range of 2.0% to 4.0% per year targeted by the Central Bank, ending the year at 3.0%. During the year ended December 31, 2011, inflation was 4.4%, as measured by the CPI published by the Chilean National Statistics Institute. According to the Central Bank, the increase in the inflation rate was in line with higher levels of activity in the Chilean economy prompted by an increase in private consumption and higher international food and oil prices that also impacted other sectors of the economy.

An increase in inflation rates could adversely affect the Chilean economy and have an adverse effect on our business, financial condition and results of operations. Our results of operations reflect the effect of inflation in the following ways:

- a substantial portion of our assets and liabilities are denominated in UFs, a unit that is indexed daily to reflect inflation recorded in the previous month, with the net gain or loss resulting from such indexation reflected in income; and

- the interest rates earned and paid on peso-denominated assets and liabilities to some degree reflect inflation and expectations regarding inflation.

UF-Denominated Assets and Liabilities. The UF is revalued in monthly cycles. On each day in the period beginning the tenth day of the current month through the ninth day of the next month, the nominal peso value of the UF is indexed up (or down in the event of deflation) in order to reflect each day a pro rata amount of the prior calendar month s change in the CPI as published by the Chilean National Statistics Institute. One UF was equal to Ch$21,455.55 as of December 31, 2010 and Ch$ 22,294.03 as of December 31, 2011. The effect of any changes in the nominal peso value of our UF-denominated assets and liabilities is reflected in our results of operations as an increase (or decrease, in the event of deflation) in interest revenue and expense. Our net interest income will be positively affected by inflation (and negatively affected by deflation) to the extent that our average UF-denominated assets exceed our average UF-denominated liabilities, while our net interest income will be negatively affected by inflation (and positively affected by deflation) when average UF-denominated liabilities exceed our average UF-denominated assets. Our average UF-denominated assets exceeded our average UF-denominated liabilities by Ch$3,020,905 million (U.S.$6,449.82 million) during the year ended December 31, 2010 and Ch$3,447,229 million (U.S.$6,634.84 million) during the year ended December 31, 2011. These figures exclude capital, reserves and derivatives. See Item 4. Information on the Company Selected Statistical Information.

Peso-Denominated Assets and Liabilities. Interest rates in Chile tend to reflect the rate of inflation during the relevant period and expectations regarding future inflation. The sensitivity of our peso-denominated interest earning assets and interest bearing liabilities to the inflation rate varies. See Interest Rates. We maintain a substantial amount of non-interest bearing, peso-denominated current accounts and other demand deposits. The ratio of such deposits to average interest bearing peso-denominated liabilities was 76% during the year ended December 31, 2010 and 64% during the year ended December 31, 2011. Since a large part of such deposits are not indexed to inflation, even a slight decline in the rate of inflation may adversely affect our net interest margin on assets funded with such deposits and even a slight increase in the rate of inflation may increase the net interest margin on such assets. See Item 4. Information on the Company Selected Statistical Information Interest Earning Assets and Net Interest Margin.

Interest Rates

Interest rates earned and paid on our assets and liabilities reflect in part, inflation and expectations regarding future inflation, shifts in short-term interest rates related to the Central Bank s monetary policies and movements in long-term real rates. The Central Bank manages short-term interest rates based on its objectives of balancing low inflation and economic growth. Accordingly, due to the high inflation experienced during 2008, the Central Bank increased its reference interest rate five times during that year, resulting in a final monetary policy interest rate of 8.25% at the end of 2008. On the other hand, the sharp decrease in economic activity during 2009, as well as the decrease in inflationary pressures, led the Central Bank to reduce the monetary policy interest rate to a historical low of 0.50% in order to ensure sufficient liquidity levels and to enhance aggregate demand. However, as a consequence of strong recovery signs for the economic activity and the more normalized inflationary environment, the Central Bank began to withdraw the monetary stimulus in June 2010, when it increased the monetary policy annual interest rate to 1.00% from the 0.5% maintained during the first half of that year. Since June 2010, the Central Bank has repeatedly raised the monetary policy interest rate, ending 2011 at 5.25% from the 3.25% recorded in December 2010. Nevertheless, as a consequence of the tempered global slowdown during the last quarter of 2011 and the uncertainty regarding the fiscal condition of some developed countries, the Chilean Central Bank decided to lower the reference interest rate by 0.25% on January 12, 2012. As of April 23, 2012, the Chilean reference interest rate remained steady at 5.00%.

Since our liabilities generally re-price faster than our assets, changes in the rate of inflation or short-term interest rates are reflected in the interest rates we pay on our liabilities before they are reflected in the interest rates we earn on our assets. Accordingly, our net interest margin on assets and liabilities is usually adversely affected in the short-term by increases in inflation or short-term interest rates and benefits in the short-term from decreases in inflation or short-term interest rates, although the existence of non-interest bearing peso-denominated demand deposits tends to mitigate both effects. See Inflation Peso-Denominated Assets and Liabilities. In addition, because our peso-denominated liabilities have relatively short re-pricing periods, those liabilities generally are more sensitive to changes in inflation or short-term interest rates than our UF-denominated liabilities. As a result, during periods when current inflation exceeds the previous month s inflation, customers often switch funds from peso-denominated deposits to more expensive UF-denominated deposits, thereby adversely affecting our net interest margin.

According to information published by the Central Bank, the average annual short-term nominal interest rate, based on the rate paid by Chilean financial institutions for 90 to 360-day Chilean peso-denominated deposits, was 2.73% in 2010 and 5.61% in 2011. The average annual long-term nominal interest rate, based on the interest rate of the Central Bank s five-year Chilean peso-denominated bonds, was 5.54% in 2010 and 5.67% in 2011.

Foreign Currency Exchange Rates

A significant portion of our assets and liabilities are denominated in foreign currencies, principally U.S. dollars, and we have historically maintained and may continue to maintain gaps between the balances of such assets and liabilities. This gap includes assets and liabilities denominated in foreign currencies and assets and liabilities denominated in Chilean pesos that contain repayment terms linked to changes in foreign currency exchange rates. Because foreign currency denominated assets and liabilities, as well as interest earned or paid on such assets and liabilities and gains (losses) realized upon the sale of such assets, are translated into pesos in preparing our audited consolidated financial statements, our reported income is affected by changes in the value of the peso with respect to foreign currencies, primarily the U.S. dollar. Adjustments to U.S. dollar-indexed assets are reflected as adjustments in net interest earnings and offset results in our foreign exchange position.

Table of Contents

Critical Accounting Policies

We prepare our audited consolidated financial statements in accordance with IFRS as issued by the IASB. The notes to our audited consolidated financial statements as of and for the year ended December 31, 2011, which are included in this annual report, contain a summary of our significant accounting policies.

The preparation of financial statements under IFRS requires management to make certain estimates and assumptions, as some of the amounts reported in the financial statements are related to matters that are inherently uncertain. These estimates could change from period to period, which may have a material impact on our financial condition or results of operations. Actual results may differ if conditions or underlying circumstances were to change.

The following discussion describes those areas that require considerable management judgment or involve a higher degree of complexity in the application of the accounting policies that currently affect our financial situation and results of operations.

Allowances for Loan Losses

Determining accounting estimates and judgments related to the impairment of loans and provision for off-balance sheet positions is a critical process for us because the underlying assumptions used for both the individually and collectively assessed impairment can change from period to period and may significantly affect our results of operations.

As part of this process, we first assess whether objective evidence of impairment exists for loans that are individually significant. The decision as to whether loans are individually significant or not is based on fixed criteria specified by management. The determination of these criteria involves management s judgment and is regularly reviewed for adequacy. After this assessment, we assess collectively for loans that are not individually significant and loans which are significant but for which there is no objective evidence of impairment under the individual assessment.

The determination of the impairment allowance required for loans that are deemed to be individually significant often requires the use of considerable judgment by management on economic conditions, the financial performance of the customer and the value of collateral, for which there may not be a readily accessible market. To allow management to determine if a loss event has occurred on an individual basis, all significant counterparty relationships are reviewed periodically. This evaluation considers current information and events related to the counterparty, such as if the counterparty is experiencing significant financial difficulty or a breach of contract, for example, default or delinquency in interest or principal payments.

From the information gathered in the process described above, we estimate the future cash flows expected to flow to the entity considering the losses already incurred. The actual amount and timing of future cash flows may differ from the estimates used by management and consequently may cause actual losses to differ from the reported allowances. We utilize back testing techniques in order to optimize our models and minimize such adjustments.

The collective impairment allowance is calculated on a portfolio basis using statistical models which incorporate various estimates and judgments. In order to constantly monitor and increase the quality of such estimations of future cash flows, we regularly review our statistical models and the underlying data and assumptions. Among other factors, the probability of defaults and loss recovery rates are taken into account during this review.

The collective impairment allowance has two components.

The first component is an allowance amount representing the incurred losses on the portfolio of smaller balance homogeneous loans, which are loans to individuals and small business customers of the retail business segment. The loans are grouped according to similar credit risk characteristics and the allowance for each group is determined using statistical models based on historical experience.

The second component represents an estimate of incurred losses inherent in the group of loans that have not yet been individually identified as impaired or measured as part of the smaller-balance homogeneous loans. We use historical loss experience for these estimates. This historical loss experience is adjusted on the basis of actual observable data to reflect the effects of current conditions that did not affect the period on which the historical loss experience is based and to remove the effects of conditions in the historical period that do not exist currently. Estimates of changes in future cash flows reflect, and are directionally consistent with, changes in related observable data from period to period (e.g., changes in unemployment rates, property prices, payment status or other factors that are indicative of incurred losses in the group and their magnitude).

For a further description of our policy regarding allowances for loan losses, see note 2(m) to our audited consolidated financial statements as of and for the year ended December 31, 2011 appearing elsewhere in this annual report.

Impairment of Other Financial Instruments

Equity method investments and financial assets classified as available for sale are evaluated for impairment throughout the year and at each reporting date in order to assess whether events or changes in circumstances indicate that these assets are impaired. If there is objective evidence of an impairment of an asset, an impairment test is performed by comparing the investments recoverable amount, which is the higher of its value in use and fair value less costs to sell, with its carrying amount.

In the case of equity investments classified as available for sale, objective evidence of impairment would include a significant or prolonged decline in fair value of the investment below cost. It could also include specific conditions in an industry or geographical area or specific information regarding the financial condition of the company, such as a credit rating downgrade. In the case of debt securities classified as available for sale, impairment is assessed based on the same criteria as for loans.

If information becomes available after we make our evaluation, we may be required to recognize impairment in the future. Because the estimate for impairment could change from period to period based upon future events that may or may not occur, we consider this to be a critical accounting estimate.

Fair Value Estimates for Financial Assets and Liabilities

International Accounting Standard (IAS) 39.9 defines fair value as the amount for which an asset could be exchanged, or a liability settled, between knowledgeable, willing parties in an arm s length transaction. We use valuation techniques to establish the fair value of instruments in cases where prices quoted in active markets are not available. The chosen valuation technique makes maximum use of observable market data, relies as little as possible on estimates performed by us, incorporates factors that market participants would consider in setting a price and is consistent with accepted methodologies for pricing financial instruments. Where possible, parameter inputs used in valuation techniques are based on observable data derived from prices of relevant instruments traded in an active market.

Inputs used in valuation techniques represent reasonable market expectations and include risk and return factors that are inherent to the financial instrument. Periodically, we calibrate our valuation techniques and test them for validity using prices from observable current market transactions over the same instrument or based on any available observable market data.

In reaching estimates of fair value, significant management judgment may be required. The level of management judgment required to establish fair value of financial instruments for which there is a quoted price in an active market is minimal. Similarly, there is little subjectivity or judgment required for instruments valued using valuation models that are standard across the industry and where all parameter inputs are quoted in active markets. However, the level of subjectivity and, therefore, the degree of management judgment required, is more significant for those instruments valued using specialized models and those where some or all of the parameter inputs are not observable. In our fair value hierarchy, these financial instruments are classified as level 3. These instruments are valued based on quoted prices for similar instruments, which require adjustments or significant unobservable assumptions to reflect the differences between such similar instruments and the ones valued. For a further description of our internal fair value classification, see note 38 to our audited consolidated financial statements as of and for the year ended December 31, 2011 appearing elsewhere in this annual report.

Management judgment is required in the selection and application of appropriate parameters, assumptions and modeling techniques. In cases where different valuation techniques indicate a range of possible fair values for an instrument, management must determine what point within the range of estimates best represents fair value. Furthermore, some valuation adjustments may require the exercise of management judgment to ensure fair value is reached.

Revenue Recognition

Interest revenue and expenses are recognized in the income statement using the effective interest rate method set forth in IAS 39. To calculate the effective interest rate, we estimate future cash flows by taking into account all contractual conditions of the financial instrument, excluding future credit losses. The estimation of such future cash flows requires management judgment to some degree. In addition, the analysis of contractual conditions and other components (such as transaction costs) for purposes of determining the effective interest rate involves making estimates of possibly incurred but not recognized credit losses. See Allowances for loan losses.

Income and expenses from fees and commissions are recognized in the consolidated income using different criteria based on the nature of the income or expense in accordance with IAS 18 and IAS 39. Fees earned from transactions or services provided over a longer period of time are recognized over the life of the transactions or services. The revenue recognition of fees from such transactions requires management judgment to some degree. Due to the nature of business from which we derive fees and commissions (e.g., asset management, custody of assets), the required degree of estimation is small.

Deferred Tax Assets

Deferred tax is recognized, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amount in the financial statements. Deferred income tax assets are recognized to the extent that it is probable that future taxable profits will be available against which the temporary differences can be recognized. This assessment requires significant management judgments and assumptions. In order to estimate the recoverability of deferred tax assets, we consider historical tax capacity and profitability information, as well as forecasted operating results and other relevant considerations.

Legal and Regulatory Contingencies and Tax Risks

Legal claims, regulatory proceedings and income tax provisions for uncertain tax positions may occur. The use of estimates is important in determining provisions for potential losses that may arise from such events. We estimate and provide for potential losses that may arise from litigation, regulatory proceedings and uncertain income tax positions to the extent that such losses are possible and can be estimated, in accordance with IAS 37 (Provisions, Contingent Liabilities and Contingent Assets) and IAS 12 (Income Taxes). Significant judgment is required in making these estimates and our actual liabilities may ultimately be materially different. Contingencies in respect of legal matters are subject to many uncertainties and the outcome of individual matters is not predictable with assurance.

Our total liability with respect to litigation, arbitration and regulatory proceedings is determined on a case-by-case basis and represents an estimate of probable losses after considering, among other factors, the progress of each case, our experience and the experience of others in similar cases, and the opinions and views of legal counsel. Predicting the outcome of our litigation matters is inherently difficult, particularly in cases in which claimants seek substantial or indeterminate damages.

Table of Contents

Results of Operations for the Year Ended December 31, 2009, 2010 and 2011

The consolidated financial information presented in this section for years ended December 31, 2009, 2010 and 2011 has been audited and prepared in accordance with IFRS. In addition, to the extent that it is available and is useful in analyzing our results, we have included information broken down by the business segments that we use for internal reporting purposes. As mentioned earlier, information about our business segments is reported under our internal reporting policies.

Net Income

The following table sets forth the principal components of our net income, as detailed in our audited consolidated financial statements for the years ended December 31, 2009, 2010 and 2011:

	For the Year Ended December 31,			% Increase (Decrease)	
IFRS:	**2009**	**2010**	**2011**	**2009/2010**	**2010/2011**
	(in millions of Ch$, except percentages)			%	
Net interest income	Ch$ 677,524	767,626	877,475	13.3%	14.3%
Net fees and commissions income	251,855	292,262	308,773	16.0	5.6
Other income (loss), net	105,010	104,509	74,863	(0.5)	(28.4)
Provisions for loan losses	(241,345)	(157,651)	(146,925)	(34.7)	(6.8)
Operating expenses	(491,749)	(544,227)	(613,611)	10.7	12.7
Income attributable to associates	840	1,609	3,054	91.5	89.8
Income before income taxes	302,135	464,128	503,629	53.6	8.5
Income taxes	(40,389)	(46,513)	(65,442)	15.2	40.7
Net income	Ch$ 261,746	417,615	438,187	59.5%	4.9%

2010 and 2011. Our net income posted a 4.9% annual increase, which was the result of:

Our market leading position in non-interest bearing liabilities, such as current accounts and demand deposits, that, along with higher nominal interest rates as compared to 2010, translated into a greater contribution from assets funded with these kinds of liabilities.

An outstanding commercial performance that is reflected by our average balance of total loans that amounted to Ch$15,901 billion in 2011, which represents a yearly growth of 17.3%. This significant increase enabled us to more than offset the lower lending spreads witnessed by the banking industry, which is in line with a local economy that showed a consistent growth especially during the first half of 2011 and lower credit risk levels.

Net fees and commissions that grew by 5.6% on a yearly basis. Despite the moderate annual increase, this line item remains a significant revenue source, due to the significant contributions from our subsidiaries that provide our customers with specialized financial services, as well as our efforts intended to offer value-added financial products and services.

Provisions for loan losses that recorded an annual decrease of 6.8%. This improvement in credit quality was spurred by better conditions in the local economy that positively impacted unemployment and real salary figures, all of which resulted in higher customer payment capacity. This macroeconomic scenario was supplemented by continuously improving credit processes, including better evaluation, approval, supervision and collection. It is important to mention that this annual decrease took place in spite of the significant growth recorded in total loans.

All of these factors were partly offset by greater operating expenses that were the result of increased personnel and administrative expenses. Whereas the former increased as a result of the collective bargaining process carried out by us and our unions, our administrative expenses increased as a consequence of greater outsourced sales force expenses, expenses associated with an enlarged and improved distribution network, additional IT and communication expenses and marketing initiatives put into practice in order to reinforce our market position and promote the launch of new products and services. In addition, the previously mentioned positive factors enabled us to offset a 28.4% annual decrease in other operating income, mostly associated with lower results from derivative contracts and reduced gains associated with our investment portfolio.

2009 and 2010. The main factors contributing to our 59.5% annual increase in our net income were:

- Higher interest income associated with a 6.2% growth in our average balances of total loans in 2010 as compared to 2009 mainly due to more dynamic economic activity and relatively low interest rates in the local market that encouraged our customers to borrow and undertake their investment projects.

- Lower funding costs due to an increase of 30.4% in our average balance of current accounts and demand deposits in 2010 as compared to 2009.

- An increase of approximately Ch$124,000 million in our results obtained from a proactive management of our balance sheet UF gap, amid a normalized inflationary scenario in 2010 as compared to 2009.

- An increase of 16.0% in our net fees and commissions income in 2010 as compared to 2009 mainly due to higher lending and transactional activity, as well as greater volumes traded and managed by our stock brokerage and mutual funds subsidiaries, respectively.

- A reduction of 34.7% in our provisions for loan losses in 2010 as compared to 2009, mainly due to an improved economic environment, accurate credit assessments of new borrowers and more efficient collection efforts.

The factors described above were partly offset by a 10.7% increase in our operating expenses in 2010 as compared to 2009, mainly due to higher commercial activity and other expenses related to the earthquake that struck Chile on February 27, 2010, the one-time impact of information technology projects implemented during the year (contingency sites and data processing center), the implementation of marketing plans intended to enhance our brand recognition and customer loyalty, and greater expenses related to special benefits to our staff for commemorating Chile s bicentennial.

Net Interest Income

The tables included under the headings Interest Revenue and Interest Expense set forth information regarding our consolidated interest revenue and expenses and average interest earning assets and average interest bearing liabilities for the years ended December 31, 2009, 2010 and 2011. This information is derived from tables included elsewhere in this annual report under Item 4. Information on the Company Selected Statistical Information and is qualified in its entirety by reference to such information.

	For the Year Ended December 31,			% Increase (Decrease)	
IFRS:	**2009**	**2010**	**2011**	**2009/2010**	**2010/2011**
	(in millions of Ch$, except percentages)			%	
Interest revenue	Ch$ 900,407	1,092,003	1,501,684	21.3%	37.5%
Interest expense	(222,883)	(324,377)	(624,209)	45.5	92.4
Net interest income	Ch$ 677,524	767,626	877,475	13.3%	14.3%
Net interest margin[(1)]	4.38%	4.70%	4.63%		

(1) Net interest income divided by average interest-earning assets. The average balances for interest-earning assets, including interest readjustments, were calculated on the basis of our daily balances and on the basis of monthly balances for our subsidiaries

2010 and 2011. Our net interest income recorded a 14.3% annual increase, from Ch$767,626 million in 2010 to Ch$877,475 million in 2011. The main factors that supported this rise were:

Our leading market position in current accounts and demand deposits within a scenario of higher nominal interest rates. The combination of these factors enabled us to obtain a higher contribution approximately Ch$50,800 million as compared to 2010 from these non-interest bearing demand deposits that fund a significant portion of our interest-earning assets.

Table of Contents

Higher inflation fostered by greater local aggregate demand and higher international commodity prices that resulted in a 3.9% UF variation in 2011 as compared to the 2.4% recorded in 2010. This issue, along with the proactive management of our UF net asset position, resulted in roughly Ch$24,800 million of additional income.

Greater demand for credit, prompted by a positive economic cycle. The high GDP growth recorded by the local economy, especially during the first half of 2011, translated into lower unemployment and growing real salaries. Under this scenario and also due to still attractive interest rates, individuals increased their consumption, while companies undertook investment projects that had been postponed as a consequence of the economic crisis. As a result, we achieved outstanding double-digit growth rates in commercial, residential mortgage, and consumer loans, which enabled us to more than offset the downward trend in lending spreads, in line with a highly competitive business environment and lower credit risk. The net effect of these factors translated into approximately Ch$17,800 million of greater income as compared to 2010.

All of the above, in combination with greater average interest earning assets, enabled us to maintain net interest margin substantially flat amounting to 4.63% in 2011 as compared to 4.70% obtained in 2010.

2009 and 2010. The main factors contributing to our 13.3% annual increase in net interest income were:

The positive inflation effect on our UF net asset position. During 2010, the inflation rate (measured as the UF variation) increased by 2.45% as compared to deflation of 2.38% recorded in 2009. This variance, along with a proactive management of our UF net asset position, increased the contribution from that exposure for an amount of approximately Ch$124,000 million in 2010.

Higher interest income related to a 6.2% growth in our average balances of total loans in 2010 as compared to 2009 mainly due to a more dynamic economic activity and relatively low interest rates in the local market. The final effect of these higher loan volumes accounted for approximately Ch$4,500 million.

An increase of 19.6% in our year-end balances of current accounts and demand deposits in 2010 as compared to 2009, which became an important funding source for us and accounted for 26.0% of our total funding structure.

The factors described above enabled us to more than offset the effects of lower lending spreads (aligned with improved risk profiles of individuals and companies as a result of the better economic outlook) and still low nominal interest rate that translate into a lower yield of our non-interest bearing liabilities.

As a result of the factors described above, our net interest margin grew from 4.38% in 2009 to 4.70% in 2010.

Interest Revenue

The following table sets forth information regarding our interest revenue and average interest earning assets for the years ended December 31, 2009, 2010 and 2011:

	For the Year Ended December 31,			% Increase (Decrease)	
	2009	2010	2011	2009/2010	2010/2011
IFRS:	(in millions of Ch$, except percentages)			%	
Interest revenue	Ch$ 900,407	Ch$ 1,092,003	Ch$ 1,501,684	21.3%	37.5%
Average interest earning assets:					
Commercial loans	8,538,745	8,863,082	10,332,183	3.8	16.6
Residential mortgage loans	2,359,746	2,698,384	3,233,830	14.4	19.8
Consumer loans	1,872,098	1,997,400	2,334,914	6.7	16.9
Total loans	12,770,589	13,558,866	15,900,927	6.2	17.3

Cash and due from banks	814,463	848,413	1,028,614	4.2	21.2
Repurchase agreements	42,755	74,471	85,087	74.2	14.3
Financial investments	1,628,270	1,519,808	1,562,251	(6.7)	2.8
Loans and advance to banks	204,703	339,844	393,579	66.0	15.8
Total	Ch$ 15,460,780	Ch$ 16,341,402	Ch$ 18,970,458	5.7%	16.1%
Average rates earned on total interest earning assets[(1)]:					
Average nominal rates	5.83%	6.84%	8.00%		

(1) See Item 4. Information on the Company Selected Statistical Information Average Balance Sheets, Interest Earned on Interest Earning Assets and Interest Paid on Interest Bearing Liabilities.

Table of Contents

2010 and 2011. Our interest revenue recorded a significant 37.5% increase in 2011, which was principally due to: (i) higher nominal interest rates as a result of a higher reference interest rate that increased from 3.25% as of December 31, 2010 to 5.25% as of December 31, 2011 in order to maintain inflation in the target range and (ii) a 16.1% yearly growth in our average interest earning assets, mainly fostered by the significant 17.3% annual rise posted by our average balance of total loans. These two factors allowed us to maintain an upward trend in the yield of our average interest earning assets, increasing from 6.84% in 2010 to 8.00% in 2011.

2009 and 2010. The 21.3% annual increase of our interest revenue in 2010 as compared to 2009 resulted mainly from: (i) higher nominal interest rates in the local market caused by positive inflation, which resulted in a higher contribution from our interest earning UF-denominated assets (indexed to inflation), and (ii) a 5.7% increase of our average interest earning assets, mainly due to a 6.2% increase in our average balances of total loans (particularly associated with our expansion in residential mortgage loans) in 2010 as compared to 2009. These factors enabled us to increase the yield of our average interest earning assets from 5.83% in 2009 to 6.84% in 2010, in nominal terms.

Interest Expense

The following table sets forth information regarding our interest expense and average interest bearing liabilities for the years ended December 31, 2009, 2010 and 2011:

	For the Year Ended December 31,			% Increase (Decrease)	
	2009	**2010**	**2011**	**2009/2010**	**2010/2011**
IFRS:	(in millions of Ch$, except percentages)			%	
Interest expense	Ch$ 222,883	Ch$ 324,377	Ch$ 624,209	45.5%	92.4%
Average interest-bearing liabilities:					
Saving accounts and time deposits[1]	7,568,317	7,382,126	8,450,231	(2.5)	14.5
Securities under agreements to repurchase	275,058	182,956	218,847	(33.5)	19.6
Borrowings from financial institutions	1,197,151	1,365,835	1,715,417	14.1	25.6
Debt issued	1,713,629	1,660,440	1,994,679	(3.1)	20.1
Other financial obligations	101,999	132,200	168,858	29.6	27.7
Total	Ch$ 10,856,154	Ch$ 10,723,557	Ch$ 12,548,032	(1.2)%	17.0%
Average rates paid on total interest bearing liabilities[2]:					
Average nominal rates	2.05%	3.03%	4.97%		
Average (Chilean peso-denominated) non-interest bearing current account and demand deposits	3,133,304	4,085,800	4,540,335	30.4%	11.1%

(1) Includes interest-earning demand deposits.
(2) See Item 4. Information on the Company Selected Statistical Information Average Balance Sheets, Interest Earned on Interest Earning Assets and Interest Paid on Interest Bearing Liabilities.

Table of Contents

2010 and 2011. Our interest expense recorded a 92.4% increase in 2011 as compared to 2010. This increase was the result of higher nominal interest rates in 2011 as compared to 2010, as well as an inflation that surpassed last year s figure, due to the improved aggregate demand that encouraged the Central Bank to gradually withdraw the monetary stimulus during the first half of 2011. These effects increased our cost of funding and were amplified by average interest bearing liabilities that recorded a 17.0% increase.

2009 and 2010. The 45.5% increase in our interest expense in 2010 as compared to 2009 is mostly the result of 3.0% inflation in 2010 compared to 1.4% deflation in 2009 in response to more optimistic market projections about GDP growth in Chile. The higher inflation increased the cost of our interest bearing liabilities, which was partly offset by a 1.2% annual decrease in average volumes.

Net Fees and Commissions Income

The following table sets forth certain components of our fees and commissions income (net of fees paid to third parties that provide support for those services) for the years ended December 31, 2009, 2010 and 2011:

	Year Ended December 31,			% Increase (Decrease)	
IFRS:	**2009**	**2010**	**2011**	**2009/2010**	**2010/2011**
	(in millions of Ch$, except percentages)				
Mutual funds	Ch$ 45,246	Ch$ 61,476	Ch$ 63,809	35.9%	3.8%
Insurance	46,146	49,170	59,171	6.6	20.3
Current accounts, overdrafts, credit lines and credit cards	64,993	72,392	76,121	11.4	5.2
Sight accounts and ATMs	21,072	21,225	26,028	0.7	22.6
Stock brokerage	12,177	23,752	21,246	95.1	(10.6)
Collection of over-due loans	16,628	17,870	18,144	7.5	1.5
Cash management services	12,294	13,715	13,746	11.6	0.2
Letters of credit, guarantees, collateral and other contingent loans	12,599	14,290	11,885	13.4	(16.8)
Custody and trust services	4,989	4,838	5,695	(3.0)	17.7
Foreign trade and currency exchange	5,085	4,971	5,387	(2.2)	8.4
Financial advisory services	7,860	4,800	3,186	(38.9)	(33.6)
Credits and factoring	3,912	5,932	4,476	51.6	(24.5)
Collection services	1,622	1,303	1,227	(19.7)	(5.8)
Teller services expenses	(2,548)	(2,054)	(1,020)	(19.4)	(50.3)
Credit pre-evaluation services	(481)	(1,821)	(2,613)	278.6	43.5
Other	261	403	2,285	54.4	467.0
Total	Ch$ 251,855	Ch$ 292,262	Ch$ 308,773	16.0%	5.6%

2010 and 2011. During 2011 our net fees and commissions accounted to Ch$308,773 million, which is 5.6% above the figure posted a year earlier. This annual increment was the result of:

A 20.3% increase (or Ch$10,001 million) in fees and commissions associated with our insurance brokerage business, mainly as a result of the more dynamic commercial activity, prompted by higher aggregate consumption.

Annual growth of 22.6% (or Ch$4,803 million) in net fees and commissions related to sight accounts and ATM usage, explained by increased consumption. Also, worth noting are our efforts to launch new products that promote the use of sight accounts and our ATM network, such as RedGiro and Cuenta Móvil.

Net fees and commissions associated with current accounts, credit lines, overdrafts and credit cards that increased by 5.2% (or Ch$3,729 million). This increase was mainly fostered by an annual increase of 25.3% in commissions from credit cards that reflects the commercial initiatives we have implemented in order to reinforce the use of this payment channel.

Table of Contents

A 3.8% annual growth (or Ch$2,333 million) in fees and commissions associated with our mutual funds business due to a greater average yield and despite a 3.1% annual decrease recorded in assets under management.

The above was partly offset by net fees and commissions from stock brokerage and financial advisory services that decreased by 10.6% (or Ch$2,506 million) and 33.6% (or Ch$1,614 million), respectively. Whereas we witnessed lower activity in financial advisory services, mostly in debt restructuring, our stock brokerage business was affected by lower stock trading turnover during the second half of 2011, as a result of the volatility and uncertainty in the global and local stock markets that encouraged investors to seek refuge in fixed-income securities, which offered high yields in the local market.

2009 and 2010. The main factors contributing to our 16.0% increase in our net fees and commissions income were:

Higher commercial activity from two of our main subsidiaries which benefited from a better economic outlook for the local economy and relatively low interest rates that encouraged investors to reinvest in riskier assets, such as stocks and mutual funds during 2010. Our mutual funds subsidiary increased its average volume of assets under management by 14.3% in 2010 as compared to 2009, which translated into an increase of 35.9% (or Ch$16,230 million) in its net fees and commissions income during the same period. Similarly, the stocks trading turnover handled by our securities brokerage subsidiary rose by 26.6% in 2010 as compared to 2009 that, along with the settlement of several one-off transactions, led to an increase of 95.1% (or Ch$11,575 million) in the subsidiary s net fees and commissions income during the same period.

Higher fees and commissions from the effectiveness of our improved cross-sell strategies for core banking products, such as current accounts, overdrafts, credit lines, and credit cards. The total amount of commissions from these products reached Ch$72,392 million in 2010, which represents an increase of 11.4% (or Ch$7,399 million) as compared to the Ch$64,993 million in 2009. This is the result of specific products and marketing plans, designed and implemented by our new Credit and Debit Cards Division, intended to enhance customer loyalty and the use of our credit cards. Also, the economic rebound encouraged customers to increase their consumption and therefore the monthly amount of transactions with credit cards.

An increase of 51.6% (or Ch$2,020 million) in our net fees and commissions income from a higher demand for credits and factoring in 2010 as compared to 2009, as a result of more dynamism in the Chilean economy during 2010 as compared to 2009.

These factors were partly offset by a 38.9% (or Ch$3,060 million) decrease in fees and commissions from financial advisory activities mainly due to lower activity on debt restructuring in 2010 as compared to 2009, when our financial advisory subsidiary benefited from the higher demand amid the economic downturn.

Other Income (Loss), Net

Other income (loss), net, consists of net gains and losses from financial operating income, net gains and losses from foreign exchange transactions and other operating income. Financial operating income results include gains and losses realized on the sale of securities, gains and losses from the mark to market of securities and interest rate and currency derivatives at the end of the period. Net gains and losses from foreign exchange transactions include gains and losses realized upon the sale of foreign currency and foreign exchange derivatives and gains and losses arising from the period-end translation of foreign currency denominated assets and liabilities into pesos. Foreign exchange results also include net adjustments on U.S. dollar-indexed domestic currency transactions and existing interest rate differences in currency derivatives.

The following table sets forth certain components of our other income (loss), net, for the years ended December 31, 2009, 2010 and 2011:

IFRS:	For the Year Ended December 31, 2009	2010	2011	% Increase (Decrease) 2009/2010	2010/2011
	(in millions of Ch$, except percentages)			%	
Net financial operating income					
Interest accrued on trading securities	Ch$ 4,518	Ch$ 9,119	Ch$ 10,366	101.8%	13.7%
Gains on sales and mark to market	32,758	31,536	6,353	(3.7)	(79.9)
Gains (losses) on derivatives contracts	(175,455)	(23,342)	40,024	(86.7)	
Gains (losses) from sales of loans		(150)	1,358	(100.0)	
Total net financial operating (loss) income	(138,179)	17,163	58,101		
Foreign exchange transactions, net	220,999	63,762	(7,973)	(71.1)	
Other operating income	22,190	23,584	24,735	3.7	4.9
Total	Ch$ 105,010	Ch$ 104,509	Ch$ 74,863	(0.5)%	(28.4)%

2010 and 2011. Our other income (loss) net recorded a 28.4% decrease, from Ch$104,509 million to Ch$74,863 million. This decrease was the result of a 55.4% decline, from Ch$40,505 million to Ch$18,077 million, in the income associated with our investment portfolio, namely, income from interest accrued, sales and mark-to-market adjustments, mainly as a result of the sharp increase in interest rates in 2011 compared to 2010. In effect, due to the low interest rates in 2010 (and expectations of future increases) we sold a significant amount of fixed-income securities that translated into significant gains, which could not be repeated in 2011 due to the higher interest rates. These factors were supplemented by a decrease in gains from derivative contracts (net of foreign exchange transactions) from Ch$40,420 million in 2010 to Ch$32,051 million in 2011, mainly as a result of the decrease in the spread between local and foreign interest rates that constrained the possibility of arbitrage between local and foreign currency funding.

2009 and 2010. The slight 0.5% decrease in our other income net in 2010 as compared to 2009 is explained by lower results from the management of derivative contracts, net of foreign exchange transactions, that decreased by 11.3% from Ch$45,544 million in 2009 to Ch$40,420 million in 2010. This decrease is the result of a combination of different market factors, such as: (i) lower trading volumes during 2010 as compared to 2009 due to lower foreign exchange rate volatility and (ii) a spread compression effect during 2010 as compared to 2009. This reduction was mostly offset by higher results from our investment portfolio, whose income from interest accrued, sales and mark-to-market adjustments increased by 8.7%, from Ch$37,276 million in 2009 to Ch$40,505 million in 2010.

Provisions for Loan Losses

We recognize allowances to cover possible credit losses in accordance with IFRS as issued by the IASB. For statistical information with respect to our substandard loans and allowances for loan losses, see Item 4. Information on the Company Selected Statistical Information and Note 10(b) to our audited consolidated financial statements as of and for the year ended December 31, 2011. According to regulations applicable to such periods, the amount of provisions charged to income in any period consists of net provisions for possible loan losses.

The following table sets forth information with respect to our provisions and allowances for loan losses and charge-offs for each of the years ended December 31, 2009, 2010 and 2011:

IFRS:	For the Year Ended December 31, 2009	2010	2011	% Increase (Decrease) 2009/2010	2010/2011
	(in millions of Ch$, except percentages)			%	
Provisions:					
Net provisions for loan losses	Ch$ 241,345	Ch$ 157,651	Ch$ 146,925	(34.7)%	(6.8)%
Gross provisions for loan losses	268,224	189,820	192,580	(29.2)	1.5
Total loan loss recoveries	26,879	32,169	45,655	19.7	41.9
Charge-offs:					
Total charge-offs	181,793	149,093	134,010	(18.0)	(10.1)
Net charge-offs	154,914	116,924	88,355	(24.5)	(24.4)
Other asset quality data:					
Total loans	Ch$ 13,191,256	Ch$ 14,377,995	Ch$ 17,430,447	9.0	21.2

Allowances for loan losses	312,101	348,027	406,691	11.5	16.9
Allowances for loan losses as a percentage of total loans	2.37%	2.42%	2.33%		
Provisions for loan losses as a percentage of average loans	1.89%	1.16%	0.92%		

97

Table of Contents

2010 and 2011. Our provisions for loan losses recorded a 6.8% annual decrease, from Ch$157,651 million in 2010 to Ch$146,925 million in 2011. This variation corresponds to the improved economic scenario that benefited certain key macroeconomic indicators, such as unemployment and real salaries, all of which positively impacted our individual customers payment capacity. Similarly, the increasing aggregate demand caused an upturn in the commercial activity of Chilean companies, which translated into improved results of operations and a healthier financial condition. Worth mentioning is that the reduction in provisions for loan losses took place within a scenario of a growing loan portfolio, demonstrating the effectiveness of our credit processes, from assessment to collecting.

As mentioned, the decrease in provisions for loan losses was spurred by improved risk profiles of both, individuals and companies, which is reflected by:

- An annual decrease of 15.1% in recurrent provisions for loan losses related to our Retail Banking segment, as a result of macroeconomic indicators, which benefited individuals and SMEs, since they are evaluated by applying grouped credit risk models.

- An annual decline of 9.8% in provisions for loan losses associated with our Wholesale Banking segment, as a result of the higher commercial activity evidenced in 2011 as compared to 2010 that improved the cash flow generating capacity of large companies and corporations.

As a result we saw an improving trend in our credit quality indicators. This is reflected by our ratio of provisions for loan losses to average total loans that amounted to 0.92% in 2011, which is below the 1.16% recorded a year earlier.

2009 and 2010. The 34.7% (or Ch$83,694 million) decrease in provisions for loan losses in 2010 as compared to 2009 was mainly the consequence of an improved local economy that increased our customers payment capacity. This trend was reinforced by effective credit approval processes. Thus, regarding our provisions for loan losses, particularly noteworthy are:

- A decrease of 13.5% in provisions for loan losses related to our Retail Banking segment in 2010 as compared to 2009, as a result of improved economic indicators that benefited customers evaluated through grouped credit risk models.

- A decrease of 11.7% in provisions for loan losses associated with our Wholesale Banking segment in 2010 as compared to 2009, as a result of both the local economy s rebound and the ability of certain industrial sectors to partly overcome difficulties faced in 2009, which led us to improve credit risk scoring for certain sectors and corporate customers, and consequently reduce the corresponding provisions for loan losses.

These reductions in our segments provisions for loan losses were also fueled by an increase of 19.7% in our recoveries from Ch$26,879 million in 2009 to Ch$32,169 million in 2010, as a result of a greater efficiency in our collection processes that were redesigned and improved during 2010.

As a result of the factors described above, our credit quality indicators improved in 2010 as compared to 2009, almost returning to pre-crisis levels. Actually, our ratio of provisions to average loans decreased from 1.89% in 2009 to 1.16% in 2010.

Operating Expenses

The following table sets forth information regarding our operating expenses for the years ended December 31, 2009, 2010 and 2011:

	For the Year Ended December 31,			% Increase (Decrease)	
	2009	2010	2011	2009/2010	2010/2011
IFRS:	(in millions of Ch$, except percentages)			%	
Personnel expenses	Ch$ 256,782	Ch$ 272,737	Ch$ 316,991	6.2%	16.2%
Administrative expenses:					
Advertising	17,943	22,804	26,515	27.1	16.3
Building maintenance	21,611	25,647	28,486	18.7	11.1
Rentals and insurance	17,905	18,419	20,595	2.9	11.8
Office supplies	6,818	5,735	6,556	(15.9)	14.3
Other expenses	112,721	125,064	147,767	11.0	18.2
Total administrative expenses	Ch$ 176,998	Ch$ 197,669	Ch$ 229,919	11.7	16.3
Impairments		1,044	631		(39.6)
Depreciation and amortization	36,447	34,964	35,131	(4.1)	0.5
Other operating expenses	21,522	37,813	30,939	75.7	18.2
Total	Ch$ 491,749	Ch$ 544,227	Ch$ 613,611	10.7%	12.7%

2010 and 2011. Our operating expenses were Ch$613,611 million in 2011, which represented a 12.7% increase over last year s amount. This annual increment is explained by core business activities and projects, as well as non-recurring effects including:

The collective bargaining processes carried out by the Bank with its unions during 2011. These negotiations led to three and four-year collective agreements and a special bonus granted to our staff at the end of negotiations. This non-recurrent bonus amounted to Ch$28,100 million and accounted for 60% of the 16.2% increase posted by our personnel expenses in 2011 as compared to 2010. Excluding the bonus, personnel costs increased 5.6%.

Our recurrent cost base recorded a 16.3% increase in administrative expenses, from Ch$197,669 million in 2010 to Ch$229,919 million in 2011. This increase was caused by: (i) approximately Ch$11,000 million in additional outsourced sale force expenses, in line with the higher commercial activity in our retail banking segment, (ii) approximately Ch$9,000 million of additional expenses related to new branches (25 in 2011) and improvements to our distribution network, (iii) nearly Ch$7,000 million of greater IT and communication expenses, explained by transactional processing, software licenses and the implementation of different projects associated with our mid-term IT strategic plan, and (iv) greater marketing expenses of approximately Ch$4,000 million related to advertising campaigns intended to reinforce our corporate reputation and support the launch of new products and services.

2009 and 2010. The main factors that explained the 10.7% (or Ch$52,478 million) increase in our operating expenses in 2010 as compared to 2009 were:

An increase of approximately Ch$16,000 million in personnel expenses, mainly due to: (i) higher commercial activity during 2010 as compared to 2009 that led to a greater amount of variable compensation for our sales force, (ii) the effect of inflation on the wages of our employees, and (iii) a special bonus of approximately Ch$3,000 million granted to our employees in connection with the celebration of Chile s 200th anniversary.

99

Approximately Ch$14,000 million of additional marketing and advertising expenses in 2010 as compared to 2009 associated with: (i) the enhancement of our customer loyalty program intended to reinforce the use of our credit cards (an increase of approximately Ch$8,300 million in 2010 as compared to 2009), and (ii) advertising campaigns carried out in 2010 in order to increase our brand recognition and presence in certain market segments, especially associated with retail banking (which resulted in an increase of approximately Ch$5,200 million in 2010 as compared to 2009).

Charge-offs of approximately Ch$6,440 million associated with over-accrued commissions related to current accounts.

An increase of approximately Ch$5,400 million in IT expenses mainly due to costs associated with the implementation of our new data processing systems and contingency sites.

Expenses associated with the February 27, 2010 earthquake that consisted of: (i) approximately Ch$5,000 million related to fixed-assets write-offs and repairs, (ii) Ch$1,000 million associated with financial support to our employees and a cash donation in a fund-raising campaign for the post-quake reconstruction process, and (iii) reimbursements of nearly Ch$2,500 million related to insurance policies as a result of damage to infrastructure caused by the earthquake.

Income Tax

Under Law No. 19,396 we are permitted to deduct dividend payments made to SAOS from our taxable income. Consequently, our effective tax rate is significantly lower than the statutory corporate income tax rate because of the deduction of said dividend payments from our taxable income. Additionally, but to a lesser extent, differences in the tax treatment for monetary correction, as well as provisions on individual loans and for charge-offs related to past-due loans have an impact on our effective tax rate. Finally, all real estate taxes paid on properties that are leased to customers are deductible from our taxable income.

On July 31, 2010, the Chilean Congress enacted Law No. 20,455 in response to the February 27, 2010 earthquake, which temporarily increased statutory corporate income tax rates from 17.0% to 20.0% for the fiscal year ending December 31, 2011 and 18.5% for the fiscal year ending December 31, 2012. In 2013, the income tax rate is expected to return to 17.0%. However, it should be noted that there has recently been an announcement from the Government regarding a potential tax reform, specifically related to a potential increase of corporate income taxes, although no bill has been submitted to Congress yet. See Item 3. Key Information Risk Factors Risks Relating to Chile A potential tax reform in Chile may increase our tax burden

2010 and 2011. In 2011 we incurred an income tax expense of Ch$65,442 million, which represented a 40.7% increase as compared to 2010. This annual increase is proportionally greater than the increase of 8.5% recorded by our net income before taxes, resulting in an effective tax rate of 13.0% in 2011 as compared to the 10.0% posted in 2010.

The higher effective tax rate is mainly explained by a higher statutory corporate tax rate that increased from 17.0% in 2010 to 20.0% in 2011, primarily as a result of the previously mentioned Law No. 20,455 that was enacted in order to support the post-earthquake reconstruction process.

2009 and 2010. Our income tax reached Ch$46,513 million in 2010, which corresponds to a 15.2% (or Ch$6,124 million) increase from the figure reported in 2009. The income tax increase is lower than the 53.6% increase in our income before taxes, which resulted in a reduction of our effective tax rate from 13.4% in 2009 to 10.0% in 2010.

The Chilean Revenue Service permits the deduction of the effect of inflation on our equity from our taxable net income which contributed to a decrease in our effective tax rate in 2010 as the inflation equaled 3.0% during the year as compared to the deflation of 1.4% experienced in 2009, in each case as reported by the Chilean Statistics Institute. This variance led to a decrease in our 2010 taxable base associated with the effect of a positive inflation on our equity, which did not take place in 2009. Additionally, the decrease in our effective tax rate is also attributable to differences between amounts previously accrued for income taxes and amounts paid during the year ended December 31, 2009.

Table of Contents

Business Segments

To the extent that it is available and is useful in analyzing our results, we have included information on a consolidated basis by business segments, disclosed under our Internal Reporting Policies. A summary of differences between IFRS and our Internal Reporting Policies is presented under Summary of Differences between Internal Reporting Policies and IFRS.

For management purposes, we have organized our operations and commercial strategies into four business segments, which are defined according to the type of products and services offered to target customers. These business segments are:

Retail Banking: This segment is focused on individuals and small and medium-sized companies whose annual sales do not exceed Ch$1,600 million. The segment s value proposition is primarily focused on consumer loans, commercial loans, current accounts, credit cards, credit lines and mortgage loans.

Wholesale Banking: This segment is focused on corporate clients and large companies whose annual sales that exceed Ch$1,600 million. This segment offers products and services focused on commercial loans, current accounts, liquidity management services, debt instruments, foreign trade, derivative contracts and leases, as well as corporate finance transactions.

Treasury and Money Market: The revenue generated by this segment relates to the management of our liquidity and net positions subject to market risks. This segment also includes the results of our securities portfolio, our derivatives positions and currency trading.

Operations through subsidiaries: This segment includes all companies controlled by us whose results are obtained individually by the respective company. As of December 31, 2011, this business segment consisted of:

- Banchile Trade Services Limited;
- Banchile Administradora General de Fondos S.A.;
- Banchile Asesoría Financiera S.A.;
- Banchile Corredores de Seguros Ltda.;
- Banchile Factoring S.A.;
- Banchile Corredores de Bolsa S.A.;
- Banchile Securitizadora S.A.;
- Socofin S.A.; and
- Promarket S.A.

The accounting policies described in the summary of accounting principles in Critical Accounting Policies apply to all business segments. Matters such as the evaluation of segment performance and decision-making processes regarding goals and allocation of resources for each segment are based on a cost-benefit analysis and are aligned with our overall strategic goals.

In order to measure each segment s financial performance, we use a business segment-based profitability system, which allows us to obtain information for each business segment relative to income, balances, revenues and expenses, among other indicators. This system has been internally developed in order to serve our specific requirements and we continuously work to improve it. In addition, business segment information is subject to general internal auditing procedures to ensure its integrity and usefulness for management decision-making.

The financial information used to measure the performance of our business segments is not necessarily comparable with similar information from other financial institutions because it is based on our internal reporting policies. The accounting policies used to prepare our operating segment information are similar to those described in Note 2(h) to our audited consolidated financial statements as of and for the year ended December 31, 2011 appearing elsewhere in this annual report, except as noted below:

The net interest margin of loans and deposits is measured on an individual transaction and individual client basis, due to the difference between the effective individual transaction rate and our related fund transfer price in terms of maturity, re-pricing and currency.

The results associated with gap management (interest rate and currency mismatches) are allocated to the business segments in proportion of loans and demand deposits managed by each segment.

The internal performance profitability system considers capital allocation in each segment in accordance with Basel guidelines.

In addition to direct costs (consisting mainly of labor and administrative expenses of the business segments), we allocate all of our direct and indirect operating costs of back office and support units to each business segment by utilizing the most relevant business driver to assign such costs to a specific segment.

We apply Chilean GAAP, as required by the Superintendency of Banks, when measuring and recording allowances for loan losses, assets received in lieu of payments, minimum dividend allowances and other minor items for internal reporting purposes. These accounting principles significantly differ in certain respects from IFRS. A description of these differences is presented below under Summary of Differences between Internal Reporting Policies and IFRS.

Net Income by Business Segment

The following table sets forth net income before tax expenses by business segment in accordance with our internal reporting policies for each of the years ended December 31, 2009, 2010 and 2011:

BANK S INTERNAL REPORTING POLICIES:	For the Year Ended December 31, 2009	2010	2011	% Increase (Decrease) 2009/2010	2010/2011
	(in millions of Ch$, except percentages)			%	
Retail banking	Ch$ 116,728	182,114	259,962	56.0%	42.7%
Wholesale banking	76,617	107,826	149,032	40.7%	38.2%
Treasury and Money Market	51,617	64,862	20,264	25.7%	(68.8)%
Subsidiaries	52,522	62,237	59,136	18.5%	(5.0)%
Other					
Net income before taxes	Ch$ 297,484	417,039	488,394	40.2%	17.1%

Retail Banking

2010 and 2011. The segment s net income before taxes amounted to Ch$259,962 million, a 42.7% annual increase as compared to 2010. This significant increase was caused by greater operating revenues and lower provisions for loan losses. As for the former, the segment s operating revenues posted a 14.2% annual increase, due to:

A greater contribution from the segment s non-interest bearing liabilities, due to higher nominal interest rates prompted by the increase in the monetary policy interest rate as well as a 21.3% rise in the average balances of demand deposits.

Double-digit growth rates in credit products that averaged 21.1% on a yearly basis. This increase is related to an increase in year-end balances of residential mortgage (23.3%) and commercial loans (20.0%), and, to a lesser extent, in consumer loans (19.2%).

The positive effect of higher inflation on the segment s UF net asset position.

102

Table of Contents

A 12.3% annual increase in the segment s fees and commissions. This annual increase was the result of our efforts to boost the use of our payment channels which resulted in higher commissions from credit cards, ATMs, current accounts and sight accounts. According to our management information system, during 2011 this segment added approximately 350,000 new credit cards and achieved a 28% market share in purchases and cash withdrawals with credit cards, nearly 94,000 new checking account customers and approximately 42,000 new borrowers of consumer loans up to UF 200 (approximately U.S.$8,500).

In addition, the segment s provisions for loan losses decreased by 16.5% due to: (i) improved macroeconomic indicators, such as lower unemployment and higher real salaries that increased customers payment capacities and (ii) improved credit models that were supplemented by effective collection.

The above was partly offset by an increase of 11.3% in operating expenses associated with higher expenses related to our branch network expansion and greater personnel expenses due to the special bonus and the increase in salaries as a result of the collective bargaining agreements.

2009 and 2010. The 56.0% increase in net income before taxes of our retail banking segment in 2010 as compared to 2009 consists of a 40.0% growth in net income before taxes of our Commercial Division (Individual and SME Banking) and a 561.0% increase in the net income before taxes of our Consumer Finance Division. These increases were mainly driven by:

An increase of 14.1% in the year-end balance of the segment s loan portfolio in 2010 as compared to 2009. This increase was associated with the growth posted by the loan portfolios of both our Commercial Division (Individual and SME Banking) that attained 14.9% increase and our Consumer Finance Division that posted 7.1% rise. Also, according to our management information system, all of the segment s credit products reported double digit growth rates, such as the growth of 16.5% recorded by our Commercial Division (Individual and SME Banking) in residential mortgage loans, the product with the most significant increase.

The impact of a normalized inflation rate on the segment s UF net asset position.

A decrease of 13.5% in the segment s provisions for loan losses in 2010 as compared to 2009, which was in line with positive economic indicators for the local economy throughout 2010 that favored customers evaluated through grouped credit risk models. The variation in provisions for loan losses includes the recognition of approximately Ch$10,000 million in countercyclical (additional) allowances established by our board of directors during the fourth quarter of 2010 in order to anticipate potential adverse developments in the local and international economies.

An increase of 6.8% in the segment s income from fees and commissions, mainly due to greater commissions from a higher activity in current accounts, credit cards and ATMs, especially in our Commercial Division (Individual and SME Banking).

The factors described above were partly offset by the 12.7% increase in the segment s operating expenses in 2010 as compared to 2009, mainly due to greater infrastructure expenses associated with the February 27, 2010 earthquake, as well as commercial initiatives intended to reinforce customer loyalty through higher use of our credit cards (an increase of approximately Ch$8,500 million in 2010 as compared to 2009).

Wholesale Banking

2010 and 2011. Our Wholesale Banking segment recorded a yearly increase of 38.2% in net income before taxes, from Ch$107,826 million in 2010 to Ch$149,032 million in 2011. This annual variation was fueled by a decrease of 85.9% in provisions for loan losses and a slight increase in operating revenues, as follows:

The significant decline in provisions for loan losses was due to: (i) the release of allowances for loan losses of approximately Ch$45,400 million in 2011, related to the sale of a non-performing corporate customer s loan portfolio, and (ii) the recognition of approximately Ch$12,000 million of further contingency and countercyclical provisions in 2010 as compared to 2011, mainly due to the regulation for provisioning individually evaluated loans that was anticipated in 2010.

Table of Contents

If credit risk charges are adjusted by these non-recurrent items, the recurrent provisions also posted a decrease of 9.8%, despite the growth in loans and greater provisions of U.S.$-denominated loans due to an 11% rise in the Ch$/U.S.$ exchange.

In operating revenues, the segment recorded a 2.5% increase due to: (i) the positive effect of higher nominal interest rates on the segment s demand deposits average balances which grew by 18.2%, (ii) a 21.0% increase in the segment s loan portfolio (mostly due to the expansion by 21.0% in commercial loans) and (iii) the positive effect of higher inflation on the segment s UF net asset position.

The above was partly offset by the recognition (in Other Operating Income) of a loss that amounted to approximately Ch$42,500 million, associated with the sale of the previously mentioned loan portfolio and a 27.1% annual rise in the segment s operating expenses due to the collective bargaining bonus, a rise in salaries to reflect inflation and productivity, as well as higher administrative expenses.

2009 and 2010. The 40.7% annual increase in net income before taxes of our Wholesale Banking segment in 2010 as compared to 2009 consists of a 208.4% growth in net income before taxes of our Large Companies and Real Estate Division that offset the 27.0% decrease in net income before taxes of our Corporate Division. This net increase was mainly explained by:

A decrease of 11.7% in provisions for loan losses in 2010, mainly as a result of the local economy s rebound, our effective credit processes, the ability of certain industrial sectors to partly overcome productive and commercial difficulties faced in 2009 and the effect of the exchange rate (Ch$/U.S.$) decrease on the provisions for loan losses linked to U.S. dollar-denominated loans. This decrease includes: (i) the recognition of approximately Ch$22,000 million associated with contingency provisions established during the fourth quarter of 2010 in order to comply with the new regulation of provisioning for individually evaluated loan portfolios (see Item 4. Information of the Company Regulation and Supervision New Guidelines for Classifying and Provisioning of the Loan Portfolio for more information) and (ii) a charge of nearly Ch$10,000 million of countercyclical (additional) allowances established by our board of directors during the fourth quarter of 2010 in order to anticipate potential adverse developments in the local and international economies. Similarly, in 2009 the segment s provisions for loan losses includes countercyclical provisions that amounted to Ch$13,000 million.

An increase of 28.5% in the segment s net fees and commissions in 2010 as compared to 2009, mainly as a result of higher commissions from credit and factoring, as well as cash management services.

An increase of 3.8% in the year-end balance of the segment s loan portfolio in 2010 as compared to 2009.

The effects of a normalized inflationary scenario that, along with a proactive management of the segment s UF exposure, increased the contribution from the segment s UF net asset position.

The factors described above enabled us to more than offset the slight 0.7% annual increase posted by the segment s operating expenses in 2010 as compared to 2009.

Treasury and Money Market

2010 and 2011. Our Treasury posted an annual decrease of 68.8% in net income before taxes, from Ch$64,862 million in 2010 to Ch$20,264 million in 2011. This significant drop in results was primarily caused by a 59.6% decline in the segment s operating revenues as a consequence of:

The sharp increase in spreads of foreign currency instruments during the second half of 2011 that was fostered by the slowdown observed in the global economy.

The significant rise in interest rates in 2011 as compared to 2010. During 2010 the low interest rates (and expectation of future increases) led us to sell fixed-income securities that enabled us to obtain significant gains. Conversely, in 2011 and due to the higher interest rates, we could not take profits from our available-for-sale positions.

Table of Contents

The decrease of the gap between local and foreign interest rates that has constrained the possibility of arbitrage between local and foreign currency funding.

All of the above was partially offset by operating expenses that posted a 20.7% annual decrease, principally due to lower technology expenses and decreasing allocated costs from support areas.

2009 and 2010. The 25.7% increase in net income before taxes of our Treasury and Money Market segment in 2010 as compared to 2009 was mainly due to:

higher operating revenues from intraday trading and overnight positions; and

positive results associated with trading and available-for-sale securities.

The factors described above were partly offset by the increase of 52.1% (or approximately Ch$4,400 million) in the segment s operating expenses in 2010 as compared to 2009, mainly due to higher expenses associated with: (i) the higher activity in bond issuances and foreign funding, (ii) severance payments, and (iii) increased IT related expenses in connection with the implementation of a new business platform.

Operations through Subsidiaries

2010 and 2011. Our subsidiaries posted a 5.0% annual decline in their net income before taxes, from Ch$62,237 million in 2010 to Ch$59,136 million in 2011. The annual change reflected the impact of the higher volatility in local and global financial markets on the activity of some of our subsidiaries, as follows:

Our Securities Brokerage subsidiary posted a Ch$2,590 million decrease in net income, based on a 3.1% decline in stock trading turnover, which is explained by the higher uncertainty evidenced in the financial markets and investors that sought haven in fixed-income securities.

A decrease of Ch$2,310 million in the net income of our Insurance Brokerage, subsidiary mainly as a result of a 10.6% reduction in operating revenues due to lower brokerage margins, partly offset by higher volumes of written premiums.

Our Financial Advisory subsidiary posted a decrease of Ch$1,101 million in net income, based on lower equity and bond issuance activity, as well as lower debt restructuring advisory engagements in 2011.

The above factors were partly offset by better performance in our Factoring subsidiary, whose net income increased by Ch$3,088 million as a result of higher commercial volumes that translated into a 28.2% annual rise in the average volume of factoring loans. The greater business scale enabled the subsidiary to overcome a higher cost of funding associated with the impact of a higher inflation on the company s UF net liability position.

2009 and 2010. The 18.5% increase in net income before taxes of our subsidiaries in 2010 as compared to 2009 was mainly driven by:

An increase of 49.6% in net income from our stock brokerage subsidiary in 2010 as compared to 2009, mainly as a result of: (i) an increase of 78.3% in fees and commissions from Ch$14,921 million in 2009 to Ch$26,600 million in 2010 associated with a 26.6% growth recorded in the stock trading turnover; and (ii) the settlement of several one-off transactions.

An increase of 78.4% in net income before taxes from our mutual funds subsidiary as a consequence of a 43.8% rise in fees and commissions from our mutual funds subsidiary in 2010 as compared to 2009, mainly as a result of the 14.3% increase in the average volume of assets under management during 2010 as compared to 2009 and due to the evolution of our portfolio mix that shifted from fixed to variable-income securities reflecting a more optimistic economic outlook. Also, worth noting is the growth observed in the number of participants in our mutual funds of 10.3% in 2010 as compared to 2009.

An increase of 25.9% in the average volume of insurance policies sold by our insurance brokerage subsidiary in 2010 as compared to 2009.

The factors described above were partly offset by: (i) a decrease of Ch$2,942 million in net income from our financial advisory subsidiary in 2010 as compared to 2009 due to the lower debt restructuring activity, which had grown significantly in 2009 during the financial crisis and (ii) a decrease of Ch$6,075 million in net income from our factoring subsidiary in 2010 as compared to 2009, mainly as a result of the effects of a normalized inflationary scenario on the subsidiary s UF net liability position.

Summary of differences between internal reporting policies and IFRS

We prepare our business segments financial information in accordance with our internal reporting policies, which differ in certain significant aspects from IFRS. The following table sets forth net income and equity for the years ended December 31, 2009, 2010 and 2011 in accordance with our internal reporting policies and under IFRS:

	Year Ended December 31,		
	2009	**2010**	**2011**
		(in millions of Ch$)	
Net income before taxes (Internal Reporting Policies)	Ch$ 297,484	Ch$ 417,039	Ch$ 488,394
Reconciliation to IFRS	4,651	47,089	15,235
Net income before taxes (IFRS)	**302,135**	**464,128**	**503,629**
Net income (Internal Reporting Policies)	257,887	378,530	428,806
Reconciliation to IFRS	3,859	39,085	9,381
Net income (IFRS)	**261,746**	**417,615**	**438,187**
Equity (Internal Reporting Policies)	1,392,748	1,404,127	1,739,173
Reconciliation to IFRS	208,237	290,198	301,496
Equity (IFRS)	**Ch$ 1,600,985**	**Ch$ 1,694,325**	**Ch$ 2,040,669**

Some differences exist between our net income and equity as determined in accordance with our internal reporting policies, which are used for management reporting purposes, as presented in the segment information, and our net income and equity as determined under IFRS, as presented in our consolidated financial statements.

The most significant differences are as follows:

Under internal reporting policies, our merger with Citibank Chile was accounted for under the pooling-of-interest method, while under IFRS, and for external financial reporting purposes, the merger of the two banks was accounted for as a business combination in which we were the acquirer as required by IFRS 3 Business Combinations. Under IFRS 3, we recognized all acquired net assets at fair value as determined at the acquisition date, as well as the goodwill resulting from the purchase price consideration in excess of net assets recognized. As a result of these accounting policy differences, the impact on our net income under IFRS is Ch$6,450 million lower than our internally reported net income in 2009 and 2010, and Ch$7,438 million in 2011.

For internal reporting purposes, allowances for loan losses are calculated based on specific guidelines set by the Superintendency of Banks based on an expected losses approach. Under IFRS, IAS 39 Financial instruments: Recognition and Measurement, allowances for loan losses should be adequate to cover losses in the loan portfolio at the respective balance sheet dates based on an analysis of estimated future cash flows. According to internal reporting policies, we record additional allowances related to expected losses not yet incurred, whereas under IFRS these expected losses may not be recognized. As a result of these accounting policy differences, the impact on our net income under IFRS is Ch$5,298 million, Ch$49,003 million and Ch$11,929 million higher than our net income internally reported in 2009, 2010 and 2011, respectively.

For internal reporting purposes, assets received in lieu of payments are measured at historical cost or fair value, less cost to sell, if lower, on a portfolio basis and written-off if not sold after a certain period in accordance with specific guidelines set by the Superintendency of Banks. Under IFRS, these assets are deemed non-current assets held-for-sale and their accounting treatment is set

Table of Contents

by IFRS 5 Non-Current Assets Held for Sale and Discontinued Operations. In accordance with IFRS 5 these assets are measured at historical cost or fair value, less cost to sell, if lower. Accordingly, under IFRS these assets are not written off unless impaired. As a result of this accounting policy difference, the impact on our net income under IFRS is Ch$3,838 million, Ch$4,099 million and Ch$3,572 million higher than our net income internally reported in 2009, 2010, and 2011, respectively.

Chilean banks are required to distribute at least 30% of their net income to shareholders unless the shareholders unanimously approve the retention of profits. A bank may, however, be prohibited from distributing to shareholders even this 30% of its net income if such distribution would cause the bank to violate certain statutory capital requirements. In accordance with internal reporting policies, we record a minimum dividend allowance based on our distribution policy, which requires distribution of at least 70% of the period s net income, as permitted by the Superintendency of Banks. During 2009, 2010, and 2011, the Bank recorded allowances of Ch$180,519 million, Ch$242,503 million and Ch$259,501 million, respectively. Under IFRS, only the portion of dividends that is required to be distributed by Chilean Law must be recorded, i.e., 30% as required by Chilean Corporations Law. This accounting difference does not lead to differences in net income.

Table of Contents

LIQUIDITY AND CAPITAL RESOURCES

Overview

A sound liquidity strategy must be focused on ensuring that funds are available to honor our financial commitments when they are due and also to take advantage of attractive business opportunities. To accomplish this, we monitor funding liquidity (i.e., the ability to raise funds when they are needed without incurring abnormal costs) and trading liquidity (i.e., the ability to easily defease debt and equity instruments held in our portfolios and/or offset price risk positions generated by derivative transactions).

Liquidity risk can be technically broken down into two types of risks: trading liquidity risk and funding liquidity risk. Trading liquidity risk deals with the inability to defease cash positions (bonds, loans, etc.) and/or offset price risks generated by derivatives transactions and funding liquidity risk is related to the our inability to raise funds. Both risks can lead to potentially adverse scenarios that might make the bank unable to meet its payment obligations and/or potential payment obligations when they become due.

These two risks are jointly managed but by utilizing different tools, as detailed below.

Trading Liquidity Risk Management

Holding a stake of debt instruments with deep secondary markets ensures trading liquidity. Central Bank and government instruments and short-term banks time deposits show these characteristics. These kinds of instruments are held in our trading portfolio and comprise some portion of the Available-for-Sale (AFS) portfolio. In addition, mortgage bonds issued by banks resident in Chile and corporate bonds are also part of the AFS portfolio.

Even though mortgage and corporate bonds show much less trading liquidity than Central Bank and government instruments, the former may be sold to the Central Bank under repurchase agreements. Government instruments and short-term banks time deposits can also be sold to the Central Bank under repurchase agreements.

Funding Liquidity Risk Management

Diversifying funding sources and avoiding a concentration of large fund providers or funding maturity dates are means to ensure funding liquidity. We diversify through the establishment of triggers that monitor concentrations of funding sources, maturities, currencies, etc. The aggregation of significant fund providers by currency is monitored as a percentage of our current liabilities.

In particular, our funding strategy aims to satisfy our customers needs and to enhance our product base offering while maintaining a prudent product diversification profile, currencies and maturities. We are focused on broadening the current core and diversified funding obtained through the retail banking business. In addition, we are continuously issuing either senior or subordinated bonds in order to match both the liquidity and the interest rate risk generated by our long-term loans.

In addition to our own metrics in place to monitor liquidity, the Central Bank and the Superintendency of Banks have established regulations regarding liquidity, which include: minimum reserve requirements for deposits, minimum technical reserve requirements and maximum expected outflows for the following 30 and 90 days.

The Central Bank has established a minimum reserve of 9.0% for demand deposits and 3.6% for time deposits. The reserve requirement must be complied with separately by currency (Chilean Peso and foreign currencies).

In addition, we are subject to a technical reserve requirement applicable to all banks that operate in Chile. The daily balance of deposits and obligations payable on demand, except for obligations with other banks, may not exceed 2.5 times the amount of the bank s Regulatory Capital. Deposits and obligations payable on demand include:

- deposits in current accounts;

other demand deposits or obligations payable on demand and incurred in the ordinary course of business;

savings deposits that allow unconditional withdrawals that bear a stated maturity; and

other deposits unconditionally payable immediately.

Chilean banks are not required, however, to maintain the minimum reserves referred to above for deposits and obligations subject to this technical reserve.

Chilean regulations also require that the expected outflows within the following 30 days not exceed the amount of a bank s Basic Capital and the expected outflows within the following 90 days not exceed twice the amount of a bank s Basic Capital. Expected outflows may include behavioral assumptions. Measurements must be made separately, by currency.

Mandatory metrics requested by the Superintendency of Banks and other metrics developed by us utilizing internal models are prepared daily by independent units within the Corporate/Market Risk Management. These reports are submitted daily to the corresponding Treasury areas, which are in charge of overseeing and managing our liquidity. The Country Asset Liability Committee also monitors these metrics on a monthly basis.

Given our internal metrics and policies, we believe that our working capital is sufficient to meet our present needs.

Cash Flows

The tables below set forth our principal sources of cash. Our subsidiaries are not an important source of cash for us and therefore do not significantly affect our ability to meet our cash obligations. No legal, contractual or economic restrictions exist on the ability of our subsidiaries to transfer funds to us in the form of loans or cash dividends as long as they abide by the regulations in the Chilean Corporations Law regarding loans to related parties and minimum dividend payments.

	For the Year Ended December 31,		
	2009	2010	2011
		(in millions of Ch$)	
IFRS:			
Net cash provided by operating activities	Ch$ 713,139	Ch$ (107,265)	Ch$ (447,474)

2010 and 2011. The net cash provided by operating activities recorded an annual decrease of Ch$340,209 million between 2010 and 2011. This decline was primarily caused by: (i) a greater increase of Ch$2,192,000 million in outflow related to loans granted to our customers and other banks, and (ii) a lower increase in the inflow from current accounts and demand deposits that amounted to Ch$279,623 on an annual basis. These factors were mostly offset by a greater increase in saving accounts and demand deposits that translated into an additional inflow of approximately Ch$1,246,506 that was supplemented by an net increase of Ch$418,566 million in the inflow associated with payables from repurchase agreements and security lendings.

2009 and 2010. The reduction of Ch$820,404 million in the net cash provided by operating activities in 2010 as compared to 2009 is mostly explained by: (i) a greater increase of Ch$1,312,336 million in the outflow associated with loans to customers and banks during 2010 as compared to 2009, (ii) a net increment of Ch$440,607 million in the outflow related to take positions in financial assets held-for-trading. These cash outflows were partly offset by a greater cash inflow of Ch$1,174,388 million associated with the increase in our saving accounts and time deposits balances.

Table of Contents

	For the Year Ended December 31, 2009	2010 (in millions of Ch$)	2011
IFRS:			
Net cash used in investing activities	Ch$ (424,342)	Ch$ 128,449	Ch$ (334,776)

2010 and 2011. The net cash used in investing activities increased from a net inflow of Ch$128,449 million in 2010 to a net outflow of Ch$334,776 million in 2011. This change was mainly prompted by a net increase in the balance of financial assets available for sale, which resulted in an outflow of Ch$316,083 million in 2011 as compared to the inflow of Ch$222,706 million recorded in 2010 as a consequence of sales associated with the same portfolio.

2009 and 2010. The difference of Ch$552,791 between 2010 and 2009 is primarily explained by a net decrease of Ch$405,939 in our portfolio of financial assets available-for-sale as a result of the sale of certain fixed-income securities during 2010 to take advantage of a positive mark-to-market, which resulted in a net cash flow increase. This was partly offset by greater purchases of fixed-assets and intangible assets that amounted to Ch$7,004 million and Ch$15,326 million, respectively in 2010 as compared to 2009.

	For the Year Ended December 31, 2009	2010 (in millions of Ch$)	2011
IFRS:			
Net cash provided by (used in) financing activities	Ch$ (408,168)	Ch$ (67,346)	Ch$ 911,975

2010 and 2011. The net cash provided by (or used in) financing activities varied from a net outflow of Ch$67,346 million in 2010 to a net inflow of Ch$911,975 million in 2011. This variation was mainly associated with: (i) lower bond redemptions that amounted to Ch$213,162 million, (ii) a capital increase of Ch$210,114 million carried out in 2011, (iii) lower payments on foreign borrowings in an amount of Ch$187,387 million, (iv) a net increase of Ch$177,849 million in borrowings from the Central Bank, and (v) greater proceeds from bond issuances that translated into an additional inflow of Ch$157,215 million.

2009 and 2010. The difference between 2010 and 2009 is explained by an increase in proceeds from bond issuances of Ch$571,234 million and a lower payment of long-term foreign borrowings in an amount of Ch$532,137 million, both of which were partly offset by a decrease of Ch$357,319 million in borrowings from financial institutions (Central Bank included), higher redemptions of bonds for a net amount of Ch$167,964 million, a decrease of Ch$99,922 million in the cash inflow from other financial obligations and lower long-term foreign borrowings for a net value of Ch$94,311 million.

Table of Contents

Borrowings

Borrowings are described as short-term when they have original maturities of less than one year or are due on demand. All other borrowings are described as long-term, including the short-term portion of any long-term borrowings.

	As of December 31, 2009			As of December 31, 2010			As of December 31, 2011		
IFRS:	Long-term	Short-term	Total	Long-term	Short-term (in millions of Ch$)	Total	Long-term	Short-term	Total
Borrowings from financial institutions:									
Central Bank credit lines for renegotiation of loans	Ch$ 114	Ch$	Ch$ 114	Ch$ 80	Ch$	Ch$ 80	Ch$ 63	Ch$	Ch$ 63
Other borrowings from the Central Bank	155,090		155,090				22,792		22,792
Borrowings from domestic financial institutions		3,878	3,878						
Borrowings from foreign institutions		1,209,144	1,209,144	117,299	1,163,993	1,281,292	194,886	1,473,198	1,668,084
Debt issued:									
Bonds	815,734		815,734	820,331		820,331	1,488,369		1,488,369
Subordinated bonds	506,683		506,683	744,966		744,966	747,874		747,874
Mortgage finance bonds	265,581		265,581	198,868		198,868	152,098		152,098
Other financial obligations	46,410	129,740	176,150	67,602	111,558	179,160	61,734	123,051	184,785
Total other interest bearing liabilities	Ch$ 1,789,612	Ch$ 1,342,762	Ch$ 3,132,374	Ch$ 1,949,146	Ch$ 1,275,551	Ch$ 3,224,697	Ch$ 2,667,816	Ch$ 1,596,249	Ch$ 4,264,065

The Bank did not have covenants on capital, interest or other covenants with respect to any of its debt instruments for the years ended December 31, 2009, 2010 and 2011.

111

Table of Contents

Central Bank Borrowings

Central Bank borrowings include credit lines for the renegotiation of loans and other borrowings. The Central Bank provided credit lines for the renegotiation of mortgage loans due to the need to refinance debts as a result of the economic recession and crisis of the Chilean banking system from 1982 to 1985. These credit lines are linked to the UF index and carry an average real annual interest rate of 5.28% as of December 31, 2011. The maturities of the outstanding amounts are as follows:

	As of December 31, 2011 (in millions of Ch$)	
IFRS:		
Due within 1 year	Ch$	22,855
Due after 1 year but within 2 years		
Due after 2 years but within 3 years		
Due after 3 years but within 4 years		
Due after 4 years but within 5 years		
Due after 5 years		
Total long-term (Credit lines for renegotiation of loans)		22,855
Total short-term (Other Central Bank borrowings)		
Total Central Bank borrowings	Ch$	22,855

Borrowings from Domestic Financial Institutions

Borrowings from domestic financial institutions are generally used to fund our general operations. We currently do not have any outstanding borrowings from domestic financial institutions.

Borrowings from Foreign Financial Institutions

We have short- and long-term borrowings from foreign banks. These loans are denominated in foreign currency and are used to fund our foreign trade loans and carried an average nominal interest rate of 3.77% in the year ended December 31, 2011. The outstanding maturities of these borrowings as of December 31, 2011 were as follows:

	As of December 31, 2011 (in millions of Ch$)	
IFRS:		
Due within 1 year	Ch$	39,024
Due after 1 year but within 2 years		
Due after 2 years but within 3 years		103,945
Due after 3 years but within 4 years		51,917
Due after 4 years but within 5 years		
Due after 5 years		
Total long-term		194,886
Total short-term(1)		1,473,198
Total foreign borrowings	Ch$	1,668,084

(1)

Includes borrowings with maturities that were originally greater than one year but which as of December 31, 2011 had remaining maturities of less than one year.

Bonds

Our bonds are linked to the UF index and carried an average real annual interest rate of 3.57% as of December 31, 2011 with interest and principal payments due semi-annually. The bonds were intended to finance loans that had a maturity of greater than one year.

Table of Contents

The maturities of bonds as of December 31, 2011 were:

		As of December 31, 2011 (in millions of Ch$)
IFRS:		
Due within 1 year	Ch$	11,389
Due after 1 year but within 2 years		105,280
Due after 2 years but within 3 years		161,560
Due after 3 years but within 4 years		270,490
Due after 4 years but within 5 years		107,360
Due after 5 years		832,290
Total bonds	Ch$	1,488,369

During 2011, we issued bonds with a 3-year maturity term. The bonds were issued in Mexican Pesos in an aggregate amount of Ch$55,940 million (historic pesos). These bonds accrue interest at an annual nominal rate of 5.41%.

Subordinated Bonds

Our outstanding subordinated bonds are linked to the UF index with interest and principal payments due semi-annually. The discount on the issuance of the outstanding subordinated bonds is amortized over the life of the bond. As of December 31, 2011, the effective real interest rate was 4.80% taking into consideration the discount on issuance.

The bonds are intended to finance loans having a maturity of greater than one year. As of December 31, 2011, the maturities of subordinated bonds, which are considered long-term, were:

		As of December 31, 2011 (in millions of Ch$)
IFRS:		
Due within 1 year	Ch$	47,306
Due after 1 year but within 2 years		22,013
Due after 2 years but within 3 years		23,069
Due after 3 years but within 4 years		24,178
Due after 4 years but within 5 years		138,442
Due after 5 years		492,866
Total subordinated bonds	Ch$	747,874

Mortgage Finance Bonds

Mortgage finance bonds are used to finance the granting of mortgage loans. The outstanding principal amounts of the bonds are amortized on a quarterly basis. The range of maturities of these bonds is between five and thirty years. The bonds are linked to the UF index and carried a weighted average annual interest rate of 4.00% as of December 31, 2011.

The maturities of mortgage finance bonds as of December 31, 2011 were:

		As of December 31, 2011 (in millions of Ch$)
IFRS:		

Due within 1 year	Ch$	32,953
Due after 1 year but within 2 years		23,098
Due after 2 years but within 3 years		21,276
Due after 3 years but within 4 years		17,224
Due after 4 years but within 5 years		13,357
Due after 5 years		44,190
Total mortgage finance bonds	Ch$	152,098

Table of Contents

Other Financial Obligations

The maturities of other financial obligations as of December 31, 2010 and 2011 were as follows:

	2009	As of December 31, 2010 (in millions of Ch$)	2011
IFRS:			
Other long-term obligations:			
Obligations with Chilean Government	Ch$ 46,410	Ch$ 67,602	Ch$ 61,734
Total other long-term obligations	46,410	67,602	61,734
Other short-term obligations	129,740	111,558	123,051
Total other obligations	Ch$ 176,150	Ch$ 179,160	Ch$ 184,785

As of December 31, 2011, other financial obligations had the following maturities:

		As of December 31, 2011 (in millions of Ch$)
IFRS:		
Due within 1 year	Ch$	6,840
Due after 1 year but within 2 years		6,429
Due after 2 years but within 3 years		5,926
Due after 3 years but within 4 years		4,498
Due after 4 years but within 5 years		3,694
Due after 5 years		34,347
Total long-term		61,734
Total short-term(1)		123,051
Total other obligations	Ch$	184,785

(1) Includes borrowings with maturities that were originally greater than one year but which as of December 31, 2011 had remaining maturities of less than one year

Asset and Liability Management

Our asset and liability management policy is to maximize net interest income, return on assets and average equity in light of interest rate, liquidity and foreign exchange risks, within the limits of Chilean banking regulations and our internal risk management policies. Subject to these constraints, we may from time to time take mismatched positions as to interest rates or, in certain limited circumstances, foreign currencies when justified, in our view, by market conditions and prospects, and subject to our asset and liability management policies. Our board of directors determines our asset and liability policies. See Note 40 to our audited consolidated financial statements as of and for the year ended December 31, 2011 appearing elsewhere in this annual report.

Table of Contents

Funding

The following table sets forth our average daily balance of liabilities for the years ended December 31, 2009, 2010 and 2011, in each case together with the related average nominal interest rates paid thereon:

	Year Ended December 31,								
	2009			2010			2011		
IFRS:	Average Balance	% of Total Liabilities	Average Nominal Rate	Average Balance	% of Total Liabilities	Average Nominal Rate	Average Balance	% of Total Liabilities	Average Nominal Rate
	(in millions of Ch$, except percentages)								
Current accounts and demand deposits	Ch$ 3,133,304	19.9%	%	Ch$ 4,085,800	25.7%	%	Ch$ 4,540,335	24.7%	%
Savings accounts and time deposits	7,568,317	48.1	2.11	7,382,126	46.4	2.58	8,450,231	46.0	5.11
Borrowings from financial institutions	1,197,151	7.6	0.21	1,365,835	8.6	1.38	1,715,417	9.3	1.39
Debt issued	1,713,629	10.9	1.88	1,660,440	10.4	6.61	1,994,679	10.8	7.72
Other financial obligations	101,999	0.6	21.69	132,200	0.8	2.48	168,858	0.9	2.26
Other interest bearing liabilities	275,058	1.7	2.31	182,956	1.2	1.10	218,847	1.2	4.96
Other non-interest bearing liabilities	1,739,093	11.2		1,098,484	6.9		1,298,603	7.1	
Total liabilities	Ch$ 15,728,551	100.0%		Ch$ 15,907,841	100.0%		Ch$ 18,386,970	100.0%	

Our most important source of funding are customer deposits, which consist primarily of peso-denominated, non-interest bearing current accounts and demand deposits and Chilean peso and UF-denominated interest bearing time deposits and savings accounts. Current accounts and demand deposits represented 24.7% of our average total liabilities in 2011, and are our least expensive source of funding. Savings accounts, time deposit and debt issuances represented 59.0%, 56.8% and 56.8% of our average liabilities in 2009, 2010 and 2011, respectively.

Table of Contents

Capital Expenditures

For information on our capital expenditures, see Item 4. Information on the Company History and Development of the Bank Capital Expenditures.

RECENT DEVELOPMENTS

New Consumer-Oriented Regulation

On December 5, 2011, Law 20.555 was published in the *Diario Oficial*, amending the Chilean Consumer Protection Law. The most significant changes enacted by Law 20.555 are:

- new agreements entered into by banks and consumer must fully disclose the costs that the consumer assumes, as well as the periodicity, and the mechanisms to modify them. In addition, new agreements must fully disclose all terms , events of default, events of early termination, and automatic payments;
- banks must inform consumers periodically as to the complete, detailed cost of the banking product, as well as of the cost of the services rendered. The information must include the cost that the consumer will assume if he terminates the agreement before the end of its term;
- before rendering a service or delivering a product, banks must give the consumer a quote, which must include costs, rates, and conditions;
- banks must terminate the rendering of a service if the consumer so wishes;
- banks must inform guarantors as to their rights and obligations before they assume the role of guarantor;
- irrevocable mandates and mandates in blank are prohibited by the law;
- when consumers execute standard form contracts, banks must explain, in writing, the main provisions of the agreement; and
- banks may only modify fees and costs of services and banking products if the mechanisms to modify them are based on objective and verifiable factors previously agreed to in the agreement. In addition, the cost of banking services and products may not be modified without the consent of the consumer.

This amendment became effective on March 5, 2012, however, with regards to the banking product agreements entered into before said date, the regulation will not affect the substantial rights acquired by the parties in those agreements. We do not expect it to have an adverse effect on our business, financial condition and results of operations.

Table of Contents

TREND INFORMATION

We believe we have developed strong competitive advantages that will allow us to remain a relevant player within the Chilean banking industry. We are continuously seeking additional improvements in matters such as operating efficiency, productivity, profitability and service quality by developing new customer oriented service models, launching new financial products and services and implementing high quality information technologies. Our business environment is increasingly competitive and an active market for mergers and acquisitions tends to encourage large financial groups. In addition, competition from non-banking companies, mainly those involved in the retail industry, has encouraged us to develop improved value propositions to satisfy our customers needs.

The following trends may also have an impact on the Chilean economy and the economic growth of its trade partners, and could therefore affect our business, operating results or financial condition:

- The fragile recovery of the global economy. Unforeseeable financial events, such as the current uncertainty about the financial condition of some European countries and the slowdown observed in the Chinese economy, affect financial markets.

- The impact on worldwide consumption and foreign trade caused by the elimination of monetary and fiscal stimulus in both developed and developing economies.

We believe that Chile and its financial industry have proved to be successful in facing worldwide financial contingencies because of its strict fiscal policy, forward-looking and independent monetary policy, as well as strong regulation and supervision related to the financial industry.

In addition, the recent international trend of improved protection of consumers financial rights has become increasingly significant in Chile. If this trend leads to changes by Chilean financial regulators, these changes could affect our future operating results.

OFF-BALANCE SHEET ARRANGEMENTS

In the normal course of business, we are party to a number of off-balance sheet arrangements that present credit, market and operational risks that are not reflected in our consolidated financial statements. These activities include commitments to extend credit not otherwise accounted for as contingent loans, such as overdrafts and credit card lines of credit, and long-term contractual obligations under operating leases or service contracts.

We provide customers with off-balance sheet credit support through loan commitments. Such commitments are agreements to lend to a customer at a future date, subject to compliance with contractual terms. Since substantial portions of these commitments are expected to expire without us having to make any loans, total commitment amounts do not necessarily represent our actual future cash requirements. The amounts of these loan commitments were Ch$4,146,591 million as of December 31, 2010 and Ch$4,881,220 million as of December 31, 2011. See Note 26 to our audited consolidated financial statements as of and for the year ended December 31, 2011 appearing elsewhere in this annual report. The amounts of subscribed leasing contracts were Ch$186,362 million as of December 31, 2010 and Ch$209,398 million as of December 31, 2011.

Interest rate and cross-currency swaps, which are entered into in order to hedge our foreign investment portfolio, are recorded at their estimated fair market values. See Note 8 to our audited consolidated financial statements as of and for the year ended December 31, 2011 appearing elsewhere in this annual report.

The credit risk of both on and off-balance sheet financial instruments varies based on many factors, including the value of collateral held and other security arrangements. To mitigate credit risk, we generally determine the need for specific covenant, guarantee and collateral requirements on a case-by-case basis, depending on the nature of the financial instrument and the customer s creditworthiness. The amount and type of collateral held to reduce credit risk varies, but may include real estate, machinery, equipment, inventory and accounts receivable, as well as cash on deposit, stocks, bonds and other marketable securities that are generally held in our possession or at another appropriate custodian or depository. This collateral is valued and inspected on a regular basis to ensure both its existence and adequacy. Additional collateral is requested when appropriate. For further

Table of Contents

information, see Note 26 to our audited consolidated financial statements as of and for the year ended December 31, 2011 appearing elsewhere in this annual report.

Financial Guarantees

The following is a summary of the nominal value of instruments that are considered financial guarantees and which are accounted for in off-balance sheet accounts:

	As of December 31, 2011 (in millions of Ch$)	
Performance bonds	Ch$	1,235,031
Foreign office guarantees and standby letters of credit		216,249
Total	Ch$	1,451,280

Guarantees in the form of performance bonds, standby letters of credit and foreign office guarantees are issued in connection with agreements made by customers to counterparties. If the customer fails to comply with the agreement, the counterparty may enforce the performance bonds, standby letters of credit or foreign office guarantees as a remedy. Credit risk arises from the possibility that the customer may not be able to repay us for these guarantees.

The expiration of guarantees per period is as follows:

	Due within 1 year	Due after 1 year but within 3 Years	Due after 3 years but within 5 years (in millions of Ch$)	Due after 5 years	Total
Performance bonds	Ch$ 817,547	Ch$ 395,704	Ch$ 15,871	Ch$ 5,909	Ch$ 1,235,031
Foreign office guarantees and standby letters of credit	170,488	40,001	5,760		216,249
Total	Ch$ 988,035	Ch$ 435,705	Ch$ 21,631	Ch$ 5,909	Ch$ 1,451,280

As of December 31, 2011 the Bank did not have significant concentrations by country

TABULAR DISCLOSURE OF CONTRACTUAL OBLIGATIONS

The following tables set forth our contractual obligations and commercial commitments by time remaining to maturity. As of December 31, 2011, the scheduled maturities of our contractual obligations, including accrued interest, were as follows:

IFRS: Contractual Obligations	Due within 1 year	Due after 1 year but within 3 Years	Due after 3 years but within 5 years (in millions of Ch$)	Due after 5 years	Total
Current accounts and other demand deposits	Ch$ 4,895,426	Ch$	Ch$	Ch$	Ch$ 4,895,426
Savings accounts and time deposits	8,811,613	292,426	355	30	9,104,424
Bonds issued	44,342	311,214	408,431	876,480	1,640,467
Borrowings from financial institutions	1,535,080	103,942	51,917		1,690,939

Other obligations	129,891	12,354	8,192	34,348	184,785
Lease contracts	23,035	32,143	25,505	54,931	135,614
Services contracts	6,057	3,766	271		10,094
Payables from repurchase agreements and security lending	223,202				223,202
Total	Ch$ 15,668,646	Ch$ 755,845	Ch$ 494,671	Ch$ 965,789	Ch$ 17,884,951

Table of Contents

Item 6. Directors, Senior Management and Employees

DIRECTORS AND SENIOR MANAGEMENT

Directors

Our administration is conducted by our board of directors, which, in accordance with our *estatutos* (bylaws), consists of eleven directors and two alternate directors. The entire board of directors is elected every three years. Our current board of directors was elected in March 2011 and its term expires in March 2014.

Cumulative voting is permitted for the election of directors. Our chairman and our chief executive officer are appointed by our board of directors and hold their offices at its discretion. Scheduled meetings of our board of directors are held at least twice a month. Extraordinary board of directors meetings may be called by the chairman, when requested by a majority of the directors, or, in limited circumstances, when requested by a single director.

Our current directors are as follows:

Director	**Position**	**Committee Memberships**	**Age**
Pablo Granifo L.	Chairman	9	53
Andronico Luksic C.	Vice Chairman	1	58
Fernando Quiroz R.	Vice Chairman	7	56
Jorge Awad M.	Director	3	66
Jorge Ergas H.	Director	2	43
Guillermo Luksic C.	Director	1	56
Raúl Anaya E.	Director	4	58
Gonzalo Menendez D.	Director	4	63
Fernando Concha U	Director	2	53
Francisco Perez M.	Director	2	54
Jaime Estévez V.	Director	4	65
Rodrigo Manubens M.	Alternate Director	1	53
Thomas Fürst F.	Alternate Director	1	81

Pablo Granifo L. was reelected as the chairman of our board of directors in 2011, a position which he has held since 2007. He was our chief executive officer from 2001 to 2007, was the chief executive officer of Banco de A. Edwards from 2000 to 2001, commercial manager at Banco Santiago from 1995 to 1999, and corporate manager at Banco Santiago from 1999 to 2000. Mr. Granifo is also chairman of the board of directors of Banchile Asesoría Financiera S.A., Socofin S.A., Banchile Securitizadora S.A., Banchile Factoring S.A., Banchile Administradora General de Fondos S.A., and chairman of the executive committee of Banchile Corredores de Seguros Limitada. He holds a degree in business administration from the Pontificia Universidad Católica de Chile.

Andrónico Luksic C. was reelected as a director and the vice chairman of our board of directors in 2011, a position he has held every year since 2002. Mr. Luksic is also chairman of LQ Inversiones Financieras S.A., vice chairman of Quiñenco S.A. and a member of the board of directors at Compañía Cervecerías Unidas S.A., Manufacturas de Cobre Madeco S.A., Sociedad de Fomento Fabril (SOFOFA) and Bolsa de Comercio de Santiago. Mr. Luksic is a member of the APEC Business Advisory Council (ABAC), Vice-President of the International Business Leaders Advisory Council for the Mayor of Shanghai, besides he is a member of the International Advisory Council of Barrick Gold, of Brookings Institution, of the Panama Canal Authority and the International Council of the Council of the Americas. Mr. Luksic is a member of the board of trustees at Babson College, of the Dean s Council at Harvard Kennedy School, the Advisory Committee at Harvard Business School, the Advisory Committee of the David Rockefeller Center of Harvard University, of the Advisory Council of the School of Economics and Management of Tsinghua University, and a member of the Latin American Executive Council of MIT Sloan School of Management.

Mr. Andrónico Luksic and Mr. Guillermo Luksic are brothers.

Fernando Quiroz was reelected as member of our board and appointed Vice Chairman in March 2011. He was vice chairman of Citigroup s ICG México & Latin America Executive Committee; Member of Banamex s Executive Committee, Banamex s and Grupo Financiero Banamex s boards of directors, Chairman of the Board of Acciones y Valores Banamex. Mr. Quiroz is also a member of Citigroup s ICG Management Committee. Prior to his current position, Mr. Quiroz was CEO of the Institutional Clients Group México & Latin America; Mr. Quiroz

Table of Contents

also has served as head of Strategy and Corporate Development of Banamex and Citigroup Latin America and held different positions in the Consumer, International and Investment Banking Divisions, Strategic Planning at Banamex.

Jorge Awad M. has been a member of our board of directors since 1996. From 1989 to 1996, he was a member of the board of directors of Banco de Santiago. Mr. Awad has been the chairman of the board of directors of Lan Airlines S.A. since 1994 and is a member of the board of directors of several other companies, including Icare and UCV TV. Previously, Mr. Awad was a director of Codelco Chile, Television Nacional de Chile, Laboratorio Chile S.A. and other Chilean companies. Mr. Awad is the chairman of the Chilean Bankers Association. He is also a professor of management at Universidad de Chile Economics School from which he holds a degree in commercial engineering.

Jorge Ergas H. was appointed a member of our board of directors in March 2011. Formerly, he had been Advisor to the board of directors since 2007 and also from 2002 to 2005. From 2005 to 2007, he was an Alternate Director. Currently, he is Vice-Chairman of the insurance company Banchile Compañía de Seguros de Vida S.A., Vice-Chairman of Orion Seguros Generales S.A., President of the automobile mall Movicenter and a director of the real estate company Inersa S.A. and Nido de Águilas Educational Foundation and Ever I BAE. Formerly, Mr. Ergas was a director of the Plaza San Francisco Hotel, CasaPiedra Convention Center, HNS Bank and the real estate company Inmobiliaria Paidahue.

Guillermo Luksic C. has been a member of our board of directors since 2001 and was previously the vice chairman of our board of directors from March 2001 to March 2002. Mr. Luksic is also chairman of the board of directors of Quiñenco S.A., Compañía Cervecerías Unidas S.A. (CCU), Viña San Pedro Tarapacá S.A., Madeco S.A., Compañía Sudamericana de Vapores S.A. and a member of the board of directors of LQ Inversiones Financieras S.A., Antofagasta PLC, Antofagasta Minerals and Nexans y Empresa Nacional de Energía Enex S.A. Mr. Luksic is an active member of Centro de Estudios Públicos (CEP), a Chilean think tank, and a member of the board of directors of Universidad Finis Terrae. Mr. Guillermo Luksic and Mr. Andrónico Luksic are brothers.

Raúl Anaya E. was reelected as member of our board in March 2011 and has been with Citigroup for 25 years. Currently Mr. Anaya is the Latin American Chief Executive Officer for the Consumer and Commercial Bank and head of Citigroup s Global Retail Banking. Prior to this, from August 2008 to April 2012, Mr. Anaya served as COO of the Global Consumer Banking Council and as CEO of Citigroup Inc. s businesses in Central America and the Caribbean, covering Corporate, Investment and Consumer Banking. From December 2005 to July 2008, Mr. Anaya was the CEO of Latin America s (except Brazil and Mexico) Consumer Group of Citigroup. He was responsible for Consumer Operations - Retail Banking, Cards, and Consumer Finance. Mr. Anaya was named to his position after serving as Citigroup s Retail Head for Latin America from February 2005. From August 2003 to January 2005, he was Executive Director of Consumer Assets at Banamex in Mexico, responsible for mortgages, personal loans and car financing. Prior to this position, Mr. Anaya served as Division Director for the Central Metropolitan Retail Banking Division at Banamex. From May 1999 to January 2002, he was Chairman and CEO of Banco Bansud S.A. (formerly a subsidiary of Banamex) in Argentina. Mr. Anaya joined Citibank at Banamex s New York Agency in October 1987 and later became General Manager of the Banamex Agency in Los Angeles, Executive Vice-President of the Corporate Banking and International Division at California Commerce Bank, General Manager of the Banamex Agency in Houston and General Manager of the Banamex Agency in New York in charge of its offices in the United States and Canada.

Gonzalo Menendez D. has been a member of our board of directors since 2001. He is also the chairman of the board of directors of Inversiones Vita S.A. and a member of the boards of directors of several other companies, including Banchile Asesoría Financiera S.A., Banchile Factoring S.A., Banchile Seguros de Vida S.A., Quiñenco S.A., Compañía Sudamericana de Vapores S.A., Sudamericana Agencias Aéreas y Marítimas S.A, Antofagasta PLC, Mining Group Antofagasta Minerals S.A., Antofagasta Railway, Aguas de Antofagasta S.A., Andsberg Investment Ltd. and Andsberg Limited. He is also vice chairman of Fundación Andronico Luksic A. and Fundación Pascual Baburizza. Previously, Mr. Menendez served as chief executive officer of Antofagasta Railway to Bolivia, Banco O Higgins and Empresas Lucchetti. Since 1990, he has been a director and is now the chairman of the board of directors of the Banco Latinoamericano de Comercio Exterior, S.A. Bladex. Mr. Menendez was a member of the board of directors and the executive committee of Banco Santiago and a member of the board of directors of Banco

Table of Contents

de A. Edwards. Mr. Menendez was a professor of finance and Chilean economic and business policy at the Universidad de Chile. He holds a degree in business administration and accounting from the Universidad de Chile.

Fernando Concha U. was appointed member of our board of directors in March 2011. Since April 2010 Mr. Concha has been the Chief Executive Officer of Citigroup for the Andean, Central America & Caribbean Region and a member of the Latin America Executive Committee. Prior to his position, he was the General Director for the South America Cluster, excluding Brazil. From January to July 2008, he worked for Banco de Chile as Corporate and Investment Banking Head after the merger with Citibank Chile. In addition, Mr. Concha was the Citigroup Country Officer for Chile from April 2006 to December 2007, after working in Banamex-Citigroup, Mexico City, for over eight years in different capacities. His last position was as Mexico Regional Treasurer. Throughout his professional career, Mr. Concha has occupied positions of leadership, serving as Country Treasurer and Capital Market Head with Citibank in Mexico and Divisional Treasurer with Citibank Latin America North Division in Miami, USA. Prior to his international assignment, Mr. Concha was the Investment Bank Head with Citibank Chile. From 1986 to 1992, he worked as a Senior Investment Officer for AFP Provida. He was also appointed Board Member of the Mexican Derivatives Market, Mex-Der, President of the Brokerage House, Citibank Mexico and Vice Chairman of the Bolsa Electrónica de Chile, Bolsa de Valores. Currently he is a member of the Board of American Chamber in Chile. Mr. Concha has a degree in Business Administration from the Pontificia Universidad Católica de Chile and has received training in different Executive Programs in the U.S., Europe and Latin America.

Francisco Perez M. has been a member of our board of directors since 2001. Since 1998, Mr. Perez has also served as the chief executive officer of Quiñenco S.A. He was formerly the chief executive officer of Compañía Cervecerías Unidas S.A., of which he is still a director. Prior to 1991, Mr. Perez was chief executive officer of Citicorp Chile and also was vice president of Bankers Trust in Chile. Mr. Perez holds a degree in business administration from the Pontificia Universidad Católica de Chile and a master s degree in business administration from the University of Chicago.

Jaime Estévez V. has been a member of our board of directors since 2007. Presently, he is also a member of the board of directors of Endesa Chile and Chairman of the board of directors of Cruzados SADP. Previously, Mr. Estévez was chairman of the board of directors of Banco Estado, a Chilean government-owned bank. Additionally, he has served as a director of AFP Provida and AFP Protección, two Chilean private investment pension funds. Mr. Estévez was Minister of Public Works from January 2005 to March 2006, and simultaneously, as Minister of Transportation and Telecommunications. He was also a congressman from March 1990 to March 1998 and president of the Lower Chamber of Congress from March 1995 to November 1996. Mr. Estévez holds a degree in economics from the Universidad de Chile.

Rodrigo Manubens M. has been a member of our board of directors since 2001. Mr. Manubens was a member of the board of directors of Banco de A. Edwards from 1999 until 2001. From 1985 to 1999, Mr. Manubens was a member of the board of directors of Banco O Higgins and retained such position following the merger between Banco O Higgings and Banco Santiago. From 1995 to 1999, he was chairman of Banco Tornquist in Argentina and a member of the board of directors of Banco Sur in Peru and Banco Asunción in Paraguay. Mr. Manubens also served for a ten-year period as a director and chairman of the board of directors of Endesa Chile S.A. He is chairman of Banchile Compañía de Seguros de Vida S.A. and a director and chairman of the Director Committee of Aguas Andinas S.A. Mr. Manubens holds a degree in business administration from Universidad Adolfo Ibañez and a master s degree from the London School of Economics and Political Science.

Thomas G. Fürst has been a member of our board of directors since 2004. Previously, Mr. Fürst was vice chairman of the board of directors at Compañía Cervecerías Unidas S.A. and a member of the board of directors of several other companies, including Embotelladoras Chilenas Unidas S.A., Viña Dassault-San Pedro S.A, Southern Breweries Establishment, CCU Argentina S.A. and Compañía Industrial Cerveceria S.A. Mr. Fürst was a founder and member of the board of directors of Parque Arauco. In addition, he is a partner and member of the board of directors of Plaza S.A. and Nuevos Desarrollos S.A., the owners of eleven shopping centers located in Chile and three under construction, three in Peru and two others under construction and another one under construction in Colombia. Mr. Fürst holds a degree in civil construction from Pontificia Universidad Católica de Chile.

Table of Contents

Senior Management

Our current executive officers are as follows:

Executive Officers	Position		Age
Arturo Tagle Quiroz	Chief Executive Officer		53
Jorge Tagle O.	Vice- Chief Executive Officer		41
Pedro Samhan E	Chief Financial Officer		61
Nelson Rojas P.	General Legal Counsel		58
Mauricio Baeza L.	Manager	Corporate Credit Risk Division	49
Alejandro Herrera A.	Manager	Commercial Division (Individual and SME Banking)	54
Patricio Melo G.	Manager	Operations and Technology Division	52
Vacant.	Manager	Human Resources Division	
Felipe Dawes C.	Manager	Development and Quality Division	38
Eduardo Ebensperger O.	Manager	Wholesale, Large Corporations and Real Estate Division	46
Juan Cooper A.	Manager	Consumer Finance Division	50
Felipe Echaiz B.	Manager	Global Compliance Division	44
Vacant.	Manager	Corporate and Investment Banking Division	
Oscar Mehech C.	Manager	Risk Control Division	47
Julio Ramirez G.	Manager	Credit and Debit Cards Division	45

Arturo Tagle Q. was appointed our Chief Executive Officer in May 2010. From November 2009 to April 2010, he was the Managing Director of our Institutional and Investors Relations Division, and from 2008 to November 2009 he was the Managing Director of our Strategic Development Division. From 2002 to 2007, Mr. Tagle was our Chief Financial Officer and from 1998 to 2001 he was head of our Internal Audit and Control Division. Mr. Tagle joined us in 1995. From 1990 to 1994, he was General Manager of the Chilean Bankers Association and from 1984 to 1989 Director of Research at the Superintendency of Banks. Mr. Tagle is also the Chief Executive Officer of Sociedad Matriz del Banco de Chile S.A. and SAOS since 1996. He holds a degree in Business Administration from the Pontificia Universidad Católica de Chile and a master s degree in Business Administration from the University of Chicago.

Jorge Tagle O. was appointed Vice-Chief Executive Officer of Banco de Chile in October 2011. Previously, Mr. Tagle served in different executive positions mainly within the Luksic Group. From September 2008 to August 2011 was Executive Vice-President of Nexans S.A., in charge of the South American area. Between 2005 and 2008 was Corporate General Manager of Alusa S.A. From 2002 and 2005 was Chief Financial Officer of industrial conglomerate Madeco S.A. Mr. Tagle, from 1999 to 2002 was the Manager for New Projects at Quiñenco S.A. the holding company of the Luksic Group. Mr. Tagle holds a degree in civil industrial engineering from the Pontificia Universidad Católica de Chile and a master s degree in Business Administration from Wharton School, University of Pennsylvania.

Pedro Samhan E. was appointed our chief financial officer in January 2008. In August 2008, he was appointed as director of Banchile Trade Services Limited. Prior to his current position, Mr. Samhan was the chief financial officer of Citigroup Chile for several years. He served as a member of the board of directors of Cruz Blanca Seguros de Vida from 1994 to 1997, AFP Habitat from 1996 to 2006 and Compañía Minera Las Luces from 1994 to 1996. Mr. Samhan was chief financial officer of Citicorp for Caribbean and Central America from 1990 to 1993 and investment banking head of Citicorp Chile from 1988 to 1990. Mr. Samhan holds a degree in civil industrial engineering from the Universidad de Chile.

Nelson Rojas P. has been our general counsel and secretary of our board of directors since 2004. In 2002, he joined us as deputy general counsel. Mr. Rojas joined Banco de A. Edwards in 1987 and was the general counsel and secretary of the board of directors of Banco de A. Edwards from 1997 to 2002. He is also vice president of the legal affairs committee of the Chilean Bank Association. Mr. Rojas holds a degree in law from the Universidad de Chile.

Mauricio Baeza L. has been the manager of our Credit Risk Division since December 2005. Mr. Baeza joined us in 1997 and was manager of the risk division of Banco de A. Edwards during 2001. He was risk manager at Banco Santiago from 1993 to 1997 and a member of the board of directors of Santiago Administradora de Fondos de Inversion. He is the secretary of our director s loan committee, SOCOFIN S.A. Committee Advisor, Finance, International and Financial Risk Committee Advisor, and participates in the Portfolio Risk Committee and the

Operational Risk Committee. Mr. Baeza is also a member of the investment committee of Banchile Fondo Inmobiliario. Mr. Baeza holds a degree in civil engineering from the Pontificia Universidad Católica de Chile.

Alejandro Herrera A. leads our Commercial Division (Individual and SME Banking), including Marketing, Individual and Small and Medium-Sized Companies and Branches since 2009. From 2006, he also held the position of manager of Branches and Middle Market Banking and form 2002 to 2005 he was our manager of Individual and Branches Banking. He served as manager of the individual banking and branches division at Banco de A. Edwards from 2000 to 2001 and at Banco Sudamericano from 1996 to 1999. He also served as the chief executive officer of Administradora de Fondos Mutuos Santiago S.A. from 1994 to 1995 and as branch manager at Banco Santiago for the Metropolitan Region. Mr. Herrera is a member of the board of directors of Banchile Administradora General de Fondos S.A., Redbanc S.A. and advisor of Socofin S.A. board of directors, and a member of the executive committee of Banchile Corredores de Seguros Limitada and Credichile. He holds a degree in business administration from the Pontificia Universidad Católica de Valparaiso.

Patricio Melo was appointed manager of our Operations and Technology Division on July 1, 2008. He was chief executive officer for Altec Brasil SA from 2006 to June 2008, and was responsible for technological management of Banco Santander in Brazil. He was chief executive officer for Altec Chile from 2001 to 2005. From 1992 to 2000, he joined Banco Santander in Chile and Perú as an operations and technology manager. He has also been a member of various boards of directors such as that of Redbanc S.A., ALTEC México and ALTEC Chile. Mr. Melo holds a degree in electronic engineering from the Universidad Federico Santa María.

Felipe A. Dawes has been our manager of Development and Quality Division since 2009. Prior to working for us, he was a consultant at McKinsey & Company, where he led projects in the Americas, Europe, Asia and Africa. Prior to McKinsey & Company, Mr. Dawes was a founding member of DeRemate.com and a brand manager at Compañía Cervecerías Unidas, managing Pepsi and Seven Up brands. He holds a degree in business administration from the University of Chile and a master s degree in business administration from Harvard Business School.

Eduardo Ebensperger O. has been the Managing Director of the Wholesale, Large Companies and Real Estate Division since January 2008; before he was Manager of the Middle Market Companies Division from 2005 to 2007, and was previously the Chief Executive Officer of Banchile Factoring S.A. from 2002 to 2005. He joined Banco de A. Edwards in 1989. Mr. Ebensperger was Manager of the Medium Size Companies division and Manager of the regional branches of Banco de A. Edwards from 1997 to 2001. Presently, Mr. Ebensperger is the Chairman of the Board of Directors of Artikos S.A. He is also currently a member of the Board of Directors of Banchile Asesoría Financiera S.A., Banchile Factoring S.A. and Banchile Securitizadora S.A. Mr. Ebensperger holds a degree in Business from the Universidad de Chile.

Juan Cooper A. has been the manager of our Consumer Finance Division since 2003. He was the chief executive officer of Altavida Santander Compañía de Seguros de Vida S.A. from 2001 to 2002 and the manager of Santiago Express, the consumer division of Banco Santiago, from 1997 to 2000. He is also currently a member of the board of directors of Socofin S.A., and a member of the executive committee of Banchile Corredores Seguros Limitada. Mr. Cooper has a degree in business administration from the Universidad de Chile and a master s degree in business administration from the Pontificia Universidad Católica de Chile.

Felipe Echaiz B. has been the manager of our Global Compliance Division since January 2008. He joined us as a result of our merger with Citibank Chile. Mr. Echaiz worked at Citibank for ten years and was Citigroup Inc. s country compliance officer from 2006 to 2007. In 2003, he was the deputy director to the Anti-Money Laundering and Organized Crime Unit at the Public Prosecutor s Office. Mr. Echaiz is a member of the executive committee for Anti-Money Laundering of the Chilean Banks Association and holds a degree in law from the Pontificia Universidad Católica de Chile and a master s degree in finance and economics from the Universidad de Chile.

Oscar Mehech C. was appointed head of our Risk Control Division in July 2008 after holding various positions with us, which include being head of our Regulatory Policies Division, head of our Global Compliance Division and deputy general counsel. Prior to joining us in 2002, he was deputy general counsel at Banco de A. Edwards. Mr. Mehech is the chairman of the internal audit committee of the Chilean Banking Association and a member of the surveillance committee of Depósito Central de Valores S.A. He holds a law degree from

Universidad de Chile and a master s degree in business administration from the Pontificia Universidad Católica de Chile.

Julio Ramírez G. was appointed head of our Credit and Debit Division in September 2010. Mr. Ramírez joined us in 2002 as a result of the merger with Banco de A. Edwards, where he had been since 1990. From 2002 to 2007, Mr. Ramírez was manager of our Individual Credit Risk area, and from 2007 to 2010 he was head of our Individual Credit Risk Division. He holds a degree in business administration from the Universidad de Chile.

COMPENSATION

The table below presents the amount of compensation, as established by our shareholders, to the members of our board of directors for the year ended December 31, 2011. These amounts include remuneration for services, fees for attendance at meetings of our board of directors, meetings of committees of our board of directors and meetings of board of directors of our subsidiaries, consulting services and travel expenses.

Name of Director	Remuneration	Fees for Attending Meetings of our Board of Directors	Fees for Attending Meetings of Committees of our Board of Directors and Meetings of the Board of Directors of our Subsidiaries (in millions of Ch$)	Consulting Services	Total
Pablo Granifo Lavín	Ch$ 347	Ch$ 48	Ch$ 306	Ch$	Ch$ 701
Andrónico Luksic Craig	142	14			156
Jorge Awad Mehech	47	27	107		181
Felipe Joannon Vergara	10	7	12		29
Jorge Ergas H	36	16	42		94
Jaime Estévez Valencia	47	26	87		160
Guillermo Luksic Craig	47	7			54
Rodrigo Manubens Moltedo	47	26	48		121
Gonzalo Menéndez Duque	47	25	111		183
Francisco Pérez Mackenna	47	22	46		115
Thomas Fürst Freiwirth	47	23	34		104
Jacob Ergas Ergas	10	4	17		31
Fernando Quiroz Robles					
Raul Anaya Elizalde					
Other subsidiary directors			166	86	252
Total	Ch$ 874	Ch$ 245	Ch$ 976	Ch$ 86	Ch$ 2,181

Consistent with Chilean law, we do not disclose to our shareholders, or otherwise make public, information regarding the compensation of our executive officers. For the year ended December 31, 2011, the aggregate amount of compensation paid to our executive officers, including the executive officers of our subsidiaries, was Ch$6,449 million. Pursuant to the Chilean Corporations Law, our directors/audit committee must approve compensation plans, but we are not required to have a compensation committee. For the year ended December 31, 2011, no amounts were set aside or accrued by us to provide pension, retirement or similar benefits for our directors and officers. None of our directors is a party to any agreement with us or any of our subsidiaries that provides for benefits upon termination of his appointment as a director.

Table of Contents

Indebtedness of Directors and Executive Officers

As disclosed in Note 37(c) to our audited consolidated financial statements as of and for the year ended December 31, 2011 appearing elsewhere in this annual report, we incurred an aggregate of Ch$127,608 million in expenses and Ch$173,752 million in income from transactions other than loans with related parties in 2011.

As authorized by the General Banking Law, and within applicable regulatory limits, we also hold several outstanding loans owed by different affiliated corporations. All such loans:

- were made in the ordinary course of business;
- were made on substantially the same terms, including interest rate and collateral, as those prevailing at the time for comparable transactions with other persons; and
- did not involve more than the normal risk of collectability or present other unfavorable features.

We held an aggregate of Ch$308,478 million in loans to related parties, including Ch$63,616 million in collateral pledged by related parties, as of December 31, 2011. See Note 37(a) to our audited consolidated financial statements as of and for the year ended December 31, 2011 appearing elsewhere in this annual report for details concerning these transactions.

For a further description of transactions with related parties, including directors, see Item 7. Major Shareholders and Related Party Transactions Related Party Transactions.

Table of Contents

BOARD PRACTICES

Governance Practices

The board of directors delegates certain functions and activities to our committees to research, evaluate and report to the board of directors regarding specific matters which may affect our businesses.

The Directors/Audit Committee

Prior to March 24, 2005, our directors committee and audit committee were separate committees performing independent functions for the board of directors. On March 24, 2005, the board of directors approved the merger of our directors committee with our audit committee, forming the directors/audit committee. The directors/audit committee s primary objectives are to seek the efficiency, maintenance, application and functioning of our internal control systems and compliance with applicable rules and procedures governing our business; to identify our business risks; to supervise the activities of both the Risk Control Division and the Global Compliance Division, ensuring their independence from management; to serve as an mediator and coordinator of tasks between the internal audit work and our independent auditors; and to act as a communication channel between our internal audit team, our independent auditors and our board of directors.

Our directors/audit committee is composed of three members appointed by the board of directors. The directors/audit committee is currently composed of the following individuals:

- Jorge Awad M. (chairman and financial expert);
- Jaime Estevez V.; and
- Fernando Quiroz.

Mr. Awad and Mr. Estevez were appointed as members of the directors/audit committee by our board of directors at the meeting held on April 12, 2007. Mr. Quiroz was appointed to the directors/audit committee by our board of directors at the meeting held on April 27, 2011.

Messrs. Awad and Estevez satisfy the independence requirements of both Chilean law and Rule 10A-3 under the Exchange Act and are full voting members of our directors/audit committee.

Mr. Fernando Quiroz is exempt from the independence requirements of Rule 10A-3 of the Exchange Act pursuant to the exemption under Rule 10A-3(b)(1)(iv)(D). Pursuant to that exemption, Mr. Quiroz is a non-voting member of our directors/audit committee with respect to all matters required to be addressed by our directors/audit committee under U.S. federal securities laws.

The directors/audit committee usually meets monthly and at least eight times per year. The budget of the directors/audit committee is approved annually at the ordinary annual shareholders meeting. The directors/audit committee satisfies the applicable requirements of the Superintendency of Banks and operates pursuant to a charter document. The Superintendency of Banks recommends that at least one of the members of the directors/audit committee be experienced with respect to the accounting procedures and financial aspects of banking operations. The directors/audit committee submits a report regarding its activities to our board of directors after each directors/audit committee meeting and presents an annual report at our ordinary annual shareholder s meeting. As established in the directors/audit committee s charter, the chief executive officer, the general counsel and the manager of our Risk Control Division, or their respective deputies, shall also attend the directors/audit committee meetings. The directors/audit committee may also invite other persons to attend meetings.

The directors/audit committee may appoint independent personnel to carry out specific duties. The directors/audit committee s specific objectives include:

Seeking efficiency, maintenance, application and functioning of our internal control systems, and compliance with rules and procedures;

Supervising compliance with rules and procedures governing the banking business and identifying the business risks of our and our subsidiaries activities;

Supervising the activities of our Corporate Credit Risk Division and Individual Credit Risk Division, ensuring their independence from management;

Supervising the activities of the Global Compliance Division, serving as an intermediator and coordinator of tasks between our internal audit work and our independent auditors, and acting as communication channel between these teams and our board of directors;

Examining the fees budget for our independent auditors and the credit rating agencies;

Analyzing the reports, content, procedures and scope of the revisions by our independent auditors and credit rating agencies;

Analyzing and generating information on the annual internal audit program and the results of internal audits and revisions;

Analyzing the interim and annual financial statements;

Analyzing our financial statements included in the Form 20-F, for presentation to the SEC;

Gathering information on accounting changes occurring during the year and their effects;

Reviewing issues affecting the internal control systems;

Analyzing the remuneration systems and compensation plans for managers and executive officers;

Analyzing the 2011 annual performance self-evaluation process;

Analyzing related party transactions in reference to Title XVI of Chilean Corporations Law;

Analyzing policies relating to operational risk and progress in the risk-management process and SOX self-evaluation, in the context of Basel II;

Analyzing and informing on matters related to the Global Compliance Division, principally regarding the revision of policies for detecting and sanctioning money laundering transactions; and

Reviewing customer claims filed with the Superintendency of Banks and the Customer defense Division of the Chilean Association of Banks and Financial Institutions.

Portfolio Risk Committee

The main function of the portfolio risk committee is to inform our board of directors of changes in the composition and risk of our loan portfolio, and our corresponding global exposure, sector-specific exposure or business-specific exposure. The portfolio risk committee closely reviews the performance of our principal debtors, overdue loan ratios, past-due loan indicators, write-offs and allowances for loan losses.

The portfolio risk committee prepares proposals for discussion with, and approval by, our board of directors with respect to credit policies, portfolio evaluation methods and the calculation of allowances for expected loan losses. The portfolio risk committee also performs analysis of the adequacy of allowances, authorizes extraordinary charge-offs of loans once recovery attempts have been exhausted and controls the liquidation of assets acquired in lieu of payment.

The portfolio risk committee meets on a monthly basis and is composed of the chairman of our board of directors, our chief executive officer, one additional director, the manager of our Corporate Credit Risk Division, the manager of our Individual Credit Risk Division and the manager of our Risk Control Division.

Credit Committees

Our governance structure relating to the evaluation process of commercial loans is based on the segments and risks involved. Each credit decision should be made with the participation of committee members with sufficient authority over a particular type of loan.

A member of the Corporate Credit Risk Division is required to approve most credit decisions exceeding UF 6,000. Such decisions are made by different loan committees, the highest of which, in terms of hierarchy, is the board loan committee, composed of our chief executive officer, the manager of our Corporate Credit Risk Division and at least three members of our board of directors, all of whom review all transactions exceeding UF 750,000 on a weekly basis. Any member of the board of directors may participate in the board loan committee.

The Corporate Credit Risk Division participates independently and autonomously in each committee from our business areas.

For retail banking, we have loan committees that in exceptional cases review individual customers when they do not meet our customer profile policies, payment behavior requirements or maximum financing amounts.

Finance, International and Market Risk Committee

The main function of the finance, international and market risk committee is to analyze the evolution of our financial positions and the market risks (price and liquidity) that these financial positions generated, particularly the control of risks related to internal and regulatory limits and/or warnings. This committee also analyzes international financial exposure and major credit exposures generated by derivative transactions.

The finance, international and market risk committee meets monthly and is composed of the chairman of our board of directors, four other members of our board of directors, our chief executive officer, the manager of our Corporate Credit Risk Division, the manager of our Corporate and Investment Banking Division, our chief financial officer, our corporate treasurer and the manager of our financial risk area. Committee members conduct analyses and make presentations to the committee regarding certain matters, including:

- Knowledge of the current status of market risk, which permits forecasting potential future losses;
- Review of estimated results of certain financial positions generated in isolation in order to measure the risk-return ratio of the treasury businesses, as well as changes in and forecasts of the use of capital based on best estimates of future credit and market risks;
- Analysis of the liabilities of the international financial exposure and major credit exposures generated by derivative transactions; and
- The design of policies and procedures for setting controlling and reporting financial position limits and warnings.

Asset Laundering and Financing of Terrorism Prevention Committee

The asset laundering and financing of terrorism prevention committee was set up in April 2006 with the purpose of defining the policies and procedures that would comprise the asset laundering and financing of terrorism prevention system, as well as evaluating compliance and deciding on all matters related to these subjects.

This committee includes the chairman of our board of directors, our chief executive officer, our general counsel, the manager of our Operations and Technology Division and the chief executive officer of Banchile Administradora General de Fondos S.A. The manager of our Risk Control Division, the manager of our Global Compliance Division and the manager of our asset laundering prevention area may also attend and participate in the meetings.

The asset laundering and financing of terrorism prevention committee meets monthly and has the following functions:

128

Table of Contents

To approve the policies and procedures concerning the gathering of information on customers and their activities and the acceptance and monitoring of their accounts, products and operations;

To approve policies and procedures concerning unusual transaction detection systems; formal channels of information to senior management; and monitoring, analysis and reporting mechanisms;

To approve policies and procedures concerning surveillance methods and relations with correspondent banks;

To approve policies and procedures concerning staff selection, training programs and codes of conduct;

To approve the policies and procedures concerning asset laundering and terrorism financing prevention;

To appoint persons to perform specific functions in accordance with current regulations on the prevention of asset laundering and terrorism financing;

To analyze the results of the reviews conducted to verify compliance with current policies and procedures;

To consider the transactions analyzed and decisions made by the transactions analysis committee;

To consider activities developed to train staff in asset laundering and terrorism financing prevention;

To consider and approve modifications to procedures proposed by our Global Compliance Division that improve existing controls for the prevention of asset laundering and terrorism financing; and

To inform our board of directors of regulatory changes related to the prevention of asset laundering and financing of terrorism.

Disclosure Committee

In May 2003, we established the disclosure committee to ensure accurate market disclosure of our and our subsidiaries consolidated financial information. The members of the disclosure committee include our chief accountant, our senior lawyer for international matters and the manager of our research and planning area, together with the manager of our Institutional and Investor Relations Division, our chief financial officer and the manager of our Risk Control Division.

The members of the disclosure committee are involved in reviewing quarterly reports and in general all financial information disclosed by us prior to each disclosure.

Ethics Committee

The ethics committee was established in 2005 to define, promote and regulate behavior of professional and personal excellence consistent with our philosophy and values to be followed by all our staff in order to meet the expectations of our customers.

To meet these goals and promote a culture of ethical behavior, the ethics committee sets policies on ethics and ensures their compliance, develops training plans related to ethics in our business, and reinforces positive behavior among our staff. The ethics committee also acts as a forum to address, discuss and resolve any conduct by our staff that is inconsistent with our values. This committee is chaired by the manager of our Human Resources Division and includes our general counsel, the manager of our Risk Control Division, the manager of our Global Compliance Division, the manager of our Commercial Division (Individual and SME Banking), the manager of our Operations and Technology Division, and the manager of our Wholesale, Large Corporations and Real Estate Division.

Table of Contents

Citigroup and Banco de Chile Cooperation Agreements Committees

In order to control and review the evolution of the joint initiatives resulting from our strategic association with Citigroup Inc., the following committees have been set up: (i) Global Transaction Services Committee; (ii) International Personal Banking Committee; (iii) Investment Banking Committee; and (iv) Financial Control Committee of the Cooperation Agreement. The committees mentioned above are composed of the chairman of our board of directors, our chief executive officer and two members of our board of directors that have been appointed by Citigroup Inc. Also taking part in these meetings are division managers for each particular business line and the managers of the areas directly responsible for the respective business.

(i) Global Transaction Services Committee (GTS)

The global transaction services committee was set up with the purpose of monitoring the overall performance of the transactional services areas in accordance with the Global Connectivity and Cooperation Agreements and, in particular, the functions of local and international cash management and custody for foreign investors.

(ii) International Personal Banking Committee (IPB)

The main goal of the international personal banking committee is to monitor the performance of the IPB unit in Banco de Chile in relation to the services provided by us to Citibank with respect to certain financial products and services offered abroad to residents of Chile. This committee seeks to strengthen Citibank s commercial activities with individuals that are not residents of the United States.

(iii) Investment Banking Committee

The objective of the investment banking committee is to foster the development of cross-border merger and acquisition transactions, debt issuances and acquisitions, and capital markets for our customers and customers of Citigroup Inc. doing business in Chile. This committee is responsible for monitoring the execution of transactions performed under the Global Connectivity Agreement and collaborating in investment banking business opportunities.

(iv) Financial Control Committee of the Cooperation Agreement

The most important purpose of the financial control committee of the Cooperation Agreement is to monitor in detail the operative and financial performance of the Global Connectivity and Cooperation Agreements. This committee reviews the solutions to the administrative and operative matters will permit the joint business to be carried out effectively, efficiently and profitably by both parties.

Approval of Policies and Procedures under the Merger Agreement

The Merger Agreement between us and Citibank Chile provided that as a general rule our board of directors would approve and implement certain policies relating to the operation of the joint entity. At the time of filing of this annual report, policies regarding the following issues were approved and implemented:

- Anti-Money Laundering;
- Foreign Corrupt Practices Act;
- Office of Foreign Assets Control;
- Insider Trading;

Regulation K   Debts Previously Contracted;

Regulation K   Equity Activity;

Regulation W (23 A/B);

Code of Conduct;

Fair Lending;

Personal Trading Policy;

Loans to Directors;

Independent Research;

Charitable Contributions;

Chinese Walls;

Anti-Tying;

Mandatory Absence Policy;

Compliance Policy/Program;

Administration of Subsidiaries;

Fraud Management;

Anti-Boycott;

Issue Tracking, Management and Escalation Process;

Operational Risk;

Credit Risk;

Vendor Selection and Management Process;

Web Site Standards;

Capital Expenditure Policy;

Expense Management Policy;

Accounting Policies and Procedures;

New Products and Services Policy;

Tax Standards for Tax Sensitive Transactions;

Tax Policy and Procedures; and

Fiduciary Policy.

In addition to the policies mentioned above, we are in the process of supplementing other policies currently in force that are material to our business, such as prevention of asset-laundering, credit risk and market risk.

Upper Management Committee

The upper management committee, the highest coordinating body of our upper management, is chaired by our chief executive officer, and its principal function is to discuss main strategic guidelines and to analyze the market and the banking industry.

Table of Contents

This committee resolves issues relating to our internal policies and analyzes our performance. In this committee, numerous divisions exchange their points of view as to our business and prioritize joint initiatives. Each year, this committee outlines the foundations for our annual plan. After the individual annual plan for each business area is agreed upon by our chief executive officer and each division manager, under the coordination of our chief financial officer, the overall plan is submitted to our board of directors for approval. This committee also reviews progress and budgets for approved plans on a monthly basis.

Operational Risk Executive Committee

Created in 2009, the operational risk executive committee is responsible for identifying, prioritizing and establishing strategies to mitigate key operational risk events relating to internal and external fraud; risks associated with customer, product and business practices; damage to tangible assets; and disturbance of normal activity resulting from system malfunctions or failures in executing, delivering and processing products/services. This committee is also responsible for defining and evaluating our corporate strategy for managing operational risk, establishing guidelines and directing efforts to create controls and improve internal processes in order to reduce operational losses.

To comply with these objectives and foster an awareness of operational risk, this committee promotes a series of training activities and communicates to our staff important information relating to operating risks.

This committee is chaired by our chief executive officer and includes our chief financial officer, the head of the security and risk prevention area, the manager of our Risk Control Division, the manager of our Operations and Technology Division and the manager of our operational risk area.

Internal Communications Committee

The internal communications committee defines policies and designs our action plan to ensure that appropriate information reaches all of our employees. This committee ensures that information sent to our employees is adequate to allow them to correctly perform their functions, communicates the organization s fundamental strategies and policies and its performance, promotes collaboration and team work, fosters personal development, encourages first-rate performance and cultivates a pleasant work environment. The internal communications committee is lead by the manager of our Human Resources Division and our chief financial officer, and includes managers from the following divisions:

- Operations and Technology Division;
- Institutional and Investor Relations Division;
- Commercial Division (Individual and SME Banking);
- Corporate and Investment Banking Division;
- Wholesale, Large Corporation and Real Estate Division;
- Consumer Finance Division; and
- Development and Quality Division.

Table of Contents

EMPLOYEES

The following table shows a breakdown of our full-time, permanent employees at the dates indicated:

	As of December 31,		
	2009	2010	2011
Banco de Chile	10,284	10,341	10,482
Subsidiaries	3,737	3,675	3,647
Total	14,021	14,016	14,129

As of December 31, 2011, we had 14,129 employees (on a consolidated basis) of which 6,761, or 47.9%, were unionized.

In 2011 we renegotiated three out of the five existing collective agreements that were due to expire in 2012 and signed four-year agreements with all of them. Also, we renegotiated the collective bargaining arrangement related to an agreement that expired in 2011 with Citibank union that is composed of 1,016 employees, representing 15.0% of our total unionized workforce. Despite our efforts to offer high-quality standards with one union as we did with the other unions they decided to undertake a 15-day strike, as permitted by the Chilean labour law. After the strike we reached a three-year agreement with this union.

These collective bargaining processes allowed us to equalize benefits among all of our employees since we previously had differentiated agreements due to our successive merger transactions. We believe these new agreements will improve relations with our employees which we believe are satisfactory and simplify the compensation system to employees across the corporation.

We have a comprehensive personnel training and development program that includes internal courses on operational, technical and commercial matters as well as participation in external seminars. In 2011, the total cost of training programs was approximately 0.35% of the Bank s consolidated personnel salaries and expenses. This cost was related to 916 training courses, attended by approximately 59,000 attendees. According to our human resources division, during 2011 92% of the Bank s total personnel attended at least one training course. We do not maintain any pension or retirement programs for the vast majority of our employees. We do, however, pay certain long-serving key employees a severance payment upon retirement. Although we have provided productivity bonuses to individual employees on a discretionary basis, we do not maintain a formal profit-sharing plan.

SHARE OWNERSHIP

Mr. Andronico Luksic and Mr. Guillermo Luksic, members of our board of directors since March 2002 and March 2001, respectively, together with members of their family, control Quiñenco S.A. As of April 10, 2012, Quiñenco S.A. owns 31.81% of our outstanding shares (directly and indirectly through LQ Inversiones Financieras S.A.). Additionally, Quiñenco S.A. holds 59.32% of the voting rights in Banco de Chile (directly and indirectly through shares of SM-Chile S.A. that are owned by LQ Inversiones Financieras S.A. and Inversiones LQ-SM S.A).

In connection with the framework agreement executed between Citigroup, Inc. and Quiñenco S.A. in July 2007 and following the merger of Citibank Chile into Banco de Chile, Citigroup became a shareholder of LQ Inversiones Financieras S.A. (LQIF), the parent corporation of SM-Chile S.A. As of April 14, 2011, Citigroup is the owner of 50% of LQIF, and Quiñenco, directly and indirectly, owns 50% of LQIF. Regardless of any increase in participation by Citigroup, however, the agreement provides that Quiñenco will remain in control of LQIF and the corporations that are directly or indirectly controlled by LQIF. Accordingly, Quiñenco will maintain the power to elect the majority of the directors of LQIF, SM-Chile and Banco de Chile.

Mr. Jacob Ergas controls Ever I Bae S.p.A., Ever Chile S.p.A. and Inversiones Aspen Limitada. As of April 10, 2012, these holding companies own 2.17%, 2.17% and 1.51% of our outstanding shares, respectively. Mr. Ergas holds 5.85% of the voting rights in Banco de Chile through these holding companies. Mr. Jacob Ergas has not been a member of the board until March 2011.

None of our directors or senior management (other than Mr. Andronico Luksic and Mr. Guillermo Luksic) owns 1% or more of our outstanding common stock. Further, none of our directors (including Mr. Andronico Luksic

and Mr. Guillermo Luksic) or senior management have different or preferential voting rights with respect to the shares they own.

We do not have any arrangements for involving employees in our capital, including any arrangements that involve the issue or grant of options of our shares or securities.

Item 7. Major Shareholders and Related Party Transactions

MAJOR SHAREHOLDERS

Ownership Structure

As described in Item 4. Information on the Company History and Development of the Bank History The 1982 1983 Economic Crisis and the Central Bank Subordinated Debt, the Chilean banking system, including us, experienced significant instability during that time that required the Central Bank and the Chilean Government to provide financial assistance to most Chilean private sector banks which resulted, pursuant to Law No. 18,818 enacted in 1989, in the repurchase by us of our portfolio of non-performing loans from the Central Bank and the assumption of the Central Bank s subordinated debt relating to our non-performing loans.

In November 1996, pursuant to Law No. 19,396, our shareholders approved a reorganization by which we were converted into a holding company named SM-CHILE S.A. In turn, SM-CHILE S.A. organized a new wholly owned banking subsidiary named Banco de Chile, to which it contributed all of its assets and liabilities other than the Central Bank subordinated debt. In addition, SM-CHILE S.A. incorporated SAOS S.A. (SAOS), a special purpose legal vehicle created by Law 19,396, whose only business purpose is to repay the Central Bank indebtedness. In exchange for assuming the Central Bank indebtedness, SAOS received from SM-CHILE S.A. a certain portion of our shares pledged as collateral in favor of the Central Bank of Chile to secure payment to the Central Bank. Pursuant to applicable laws and the bylaws of both SAOS and SM-CHILE S.A., the economic rights of our shares held by SAOS belong to the Chilean Central Bank; however, their voting rights are exercised by the shareholders of SM-CHILE S.A. at Banco de Chile s shareholders meetings.

Currently, our major shareholder LQ Inversiones Financieras S.A., holds 59.32% (together with Inversiones LQ SM Ltda., as further explained below) of the voting rights of our shares. The voting rights of LQIF and LQ-SM is the result of the right of LQIF and LQ-SM, pursuant to applicable law and bylaws, to vote (i) our shares owned by LQIF and LQ-SM; (ii) our shares owned by SM-CHILE S.A., based on the ownership percentage of LQIF and LQ-SM in SM-CHILE S.A.; and, (iii) our shares owned by SAOS, as a shareholder of SM-CHILE S.A., based on the ownership percentage of LQIF and LQ-SM in SM-CHILE S.A., at our shareholders meetings. According to the bylaws of SM-CHILE S.A., the voting rights of SM-CHILE S.A., shares Series A, B and D which in turn possess voting rights over Banco de Chile shares, are exercised in accordance with the following rule: each share of SM-CHILE S.A., exercises the voting rights of one of our shares plus 2.38337827 of our shares owned by SAOS. The latter factor is the result of dividing the number of our shares owned by SAOS (28,593,701,789) by the number of total outstanding shares of SM-CHILE S.A., Series A, B and D (11,997,131,195). Consequently, each SM-CHILE S.A. share (Series A, B and D) with voting rights over our shares may vote 3.38337827 shares of Banco de Chile. SM-CHILE S.A. s Series E exercises voting rights of Banco de Chile shares in a one-to-one ratio.

Major Shareholders

The following table sets forth certain information regarding the ownership of outstanding shares as of April 10, 2012 for the following:

each person or entity who is known by us to own beneficially more than 5% of our outstanding share capital or voting rights; and SAOS, LQ Inversiones Financieras S.A. (LQIF) and SM-Chile S.A.

our directors and members of our executive management group, as a group.

Ownership [1] Name	Amount Owned	Percentage
SAOS[2]	28,593,701,789	32.89%

SM-CHILE S.A.	12,138,525,772	13.96%
LQ Inversiones Financieras S.A. (LQIF) and Inversiones LQ SM Ltda. (LQ-SM[3])	27,659,693,008	31.81%
Jacob Ergas[(4)]	5,089,475,418	5.85%
Directors and executive officers as a group	22,247,282	0.03%

Voting Rights

Name	**Amount Owned**	**Percentage**
LQ inversiones Financieras S.A. and Inversiones LQ SM Ltda.	51,577,634,551	59.32%
Jacob Ergas	5,089,475,418	5.85%
Directors and executive officers as a group	53,050,127	0.06%

134

(1) Percentages are based on 86,942,514,973 common shares outstanding as of December 31, 2011. Currently there is a single series of common shares of Banco de Chile outstanding. Each common share has one vote and all shares have identical voting rights and we have no shares outstanding with special voting rights.

(2) SM-CHILE S.A. beneficially owns 100% of SAOS. Our shares owned by SAOS, (which are all pledged as collateral in favor of the Chilean Central Bank to secure repayment of the Central Bank indebtedness) possess economic rights that belong to the Chilean Central Bank, although the voting rights, pursuant to the by-laws of both SAOS and SM-CHILE S.A., are exercised by the shareholders of SM-CHILE S.A., at the Bank s shareholders meetings.

(3) The percentage ownership of LQIF and LQ-SM in SM-CHILE S.A., was calculated by adding the total number of shares of LQIF and LQ-SMIF, as shareholders of record, divided by the total number of shares issued by SM-Chile S.A. LQIF and LQ-SM do not beneficially own all of our shares owned by SM-CHILE S.A. because SM-CHILE S.A. has, as of December 31, 2011, a total of 18,842 shareholders. LQ-SM is an investment vehicle whose major shareholder LQIF owns 99.99% of its shares. As of its incorporation date (August 26, 2002), we were informed that LQ-SM s total capital was CLP$73,175,029,140. In connection with the framework agreement executed between Citigroup, Inc. and Quiñenco S.A. in July 2007 and following the merger of Citibank Chile into Banco de Chile, Citigroup became a shareholder of LQIF. As of April 10, 2012, Citigroup is the owner of 50% of LQIF, and Quiñenco directly and indirectly owns 50% of LQIF. Regardless of any increase in participation by Citigroup, however, the agreement provides that Quiñenco will remain in control of LQIF and the corporations that are directly or indirectly controlled by LQIF. Accordingly, Quiñenco will maintain the right to elect the majority of the directors of LQIF, SM-CHILE S.A. and Banco de Chile. As of December 31, 2011, members of the Luksic family or their affiliates beneficially owned 83.3% of the common shares of Quiñenco S.A. Mr. Andronico Luksic and Mr. Guillermo Luksic are members of our board of directors.

(4) Mr. Jacob Ergas holds his shares through Ever 1 Bae S.p.A., Ever Chile S.p.A. and Inversiones Aspen Ltda., which are holding companies under his control. Since March 2011, when Mr. Jorge Ergas was appointed director to the board, Mr. Jacob Ergas is no longer a member of the board.

RELATED PARTY TRANSACTIONS

In the ordinary course of our business, we engage in a variety of transactions with certain of our affiliates and related parties. Financial information concerning these transactions is set forth in Note 37 to our audited consolidated financial statements as of and for the year ended December 31, 2011, appearing elsewhere in this annual report. The Chilean Corporations Law was amended in October 2009 by Law No. 20,382, which also introduced changes to several others laws to improve Chilean corporate governance. As part of these changes, the concept of related party transactions in the Chilean Corporations Law was amended. The new regulation established different treatment for closely held corporations and for publicly held corporations.

In accordance with the Chilean Corporations Law, related party transactions in publicly held corporations are defined as every negotiation, act, contract or operation in which the corporation deals with any of the following persons: (i) one or more persons related to the corporation, in accordance with the Chilean Securities Law No. 18,045; (ii) a director, manager, administrator, main executive or liquidator of the corporation, acting on its own behalf or on behalf of third parties, or their respective husband or wife or any other person to which such director, manager, administrator, main executive or liquidator, or their husband or wife has a second degree relationship with (either by consanguinity or affinity); (iii) companies or corporations in which the persons mentioned in the previous item are owners, directly or through other juridical or natural persons, of 10% or more of its capital, directors, managers, administrators or main executives; (iv) those established in the bylaws of the corporation or those reasonably agreed by the board of directors; or (v) persons who acted as a director, manager, administrator, main executive or liquidator of the corporation within eighteen months of the relevant transaction.

We may only enter into transactions with related parties if (i) the purpose of the transaction is in our best interest, (ii) the transaction reflects prevailing market prices, terms, and conditions and (iii) the transaction complies with the requirements and procedures specified in the Chilean Corporations Law, which requires our board of directors to approve the relevant transaction based upon the criteria mentioned in items (i) and (ii) of this paragraph. In order for our board of directors to approve any such transactions, the related party involved in or negotiating the transaction must give prior notice to our board of directors.

A violation of these provisions shall not affect the transaction s validity, but shall grant us, our shareholders or third parties an indemnification right to claim damages for the benefit of the company. The amount of damages claimed shall be equal to the sum of the benefits improperly obtained by the related party as a result of the relevant transaction. All board resolutions approving such related party transactions must be reported to our shareholders at the following ordinary annual shareholders meeting. Violations of this provision may result in administrative or criminal sanctions and civil liability to shareholders or third parties who suffer losses as a result of such violation.

The following transactions with related parties may be executed without complying with the requirements previously mentioned, subject to the prior approval of our board of directors: (i) transactions that are not considered material (for this purpose, an act or contract is deemed material if (1) it exceeds 1% of our paid-in capital and reserves and it also exceeds UF 2,000 or (2) it exceeds UF 20,000; and there is a presumption that all contracts celebrated within a period of 12 months constitute one single transaction, irrespective of whether they are executed in one or more separate transactions during such period of time); (ii) transactions that, according to a general policy of customary transactions adopted by the board of directors of the corporation, are considered customary in connection with our corporate purpose; and (iii) transactions among corporations in which we own, directly or indirectly, at least 95% of the stake of the counterparty.

In connection with number (ii) above, on December 29, 2009, our board of directors established the following general policy which permits us to carry out certain transactions with related parties without the requirements and procedures set forth in the Chilean Corporations Law. The general policy adopted by our board of directors permits, among other things, transactions in the ordinary course of our business, such as opening current accounts, making deposits, extending loans or credit lines with or without collateral, factoring transactions, the sale and transfer of commercial paper, collections, payments and funds transfers, foreign exchange transactions and issuing letters of credit. This general policy has also been extended to our affiliates.

We believe that we have complied with the applicable requirements of the Chilean Corporations Law in all transactions with related parties and affirm that we will continue to comply with such requirements. See Note 37 to our audited consolidated financial statements as of and for the year ended December 31, 2011, appearing elsewhere in this annual report for a more detailed accounting of our transactions with related parties.

On July 19, 2007, Quiñenco S.A., Citigroup Inc. and Citibank Overseas Investment Corporation entered into a Master Joint Venture Agreement (the Framework Agreement) that set forth the parameters of a partnership between Quiñenco S.A. and Citigroup Inc., including the eventual merger of Citibank Chile into us. The Framework Agreement provided that Citigroup Inc. would initially acquire a 32.96% equity interest in LQIF, our controlling shareholder, and would be entitled to increase its stake in LQIF to either 41.4778% or 50% through the exercise of several options. Citigroup Inc. could also be required to increase its stake in LQIF to 50% if Quiñenco S.A. exercised a put option under the Framework Agreement. The acquisition by Citigroup Inc. of its initial interest in LQIF occurred, with effect on January 1, 2008, under the terms of the Framework Agreement and the corresponding Merger Agreement between us and Citibank Chile. For purposes of the Merger Agreement, the operations and businesses of Citibank Chile that were effectively contributed to us were deemed to represent 10.497% of the post-merger entity and, together with other assets and businesses contributed by Citigroup Inc. to LQIF, were the basis for the issuance by LQIF of the 32.96% equity interest in LQIF transferred to Citigroup Inc. As consideration for the merger, we issued and conveyed to LQIF (and indirectly, the holders of Citibank Chile shares) 8,443,861,140 no-par value Banco de Chile-S series shares (which, as of the date hereof, were converted into ordinary shares Banco de Chile , by means of the amendment of the Bank s Bylaws).

Under the Framework Agreement, Quiñenco S.A. remains as the controlling shareholder of LQIF and therefore of us, while Citigroup Inc. is granted certain governance and other shareholder rights in LQIF. With respect to the governance rights in us, Citigroup Inc. has the right to name, and has recently appointed, two directors to our eleven-member board of directors, while Quiñenco would maintain the right to appoint a majority of our board of directors. Citigroup Inc. also has the power to propose the appointment of certain of our executive officers (including our chief financial officer) and at least one representative on our directors/audit committees. Under this agreement, Citigroup Inc. was also granted certain veto rights over certain fundamental strategic decisions (as defined in the Framework Agreement), such as the delisting of our ADSs from the New York Stock Exchange or the delisting of our shares from the Santiago Stock Exchange, the Bolsa Electrónica de Chile and the Valparaiso Stock Exchange, entry into new lines of business or large acquisitions, approval of related party transactions and changes to our bylaws or organizational documents. Furthermore, Citigroup Inc. agreed to purchase substantially all of the assets of our North American (i.e., Miami and New York) branches for U.S.$130 million. In the event that Citigroup Inc. were to beneficially own 50% of LQIF, Citigroup would become entitled to name up to five of our 11 directors (such number to be reduced by the number of directors appointed by minority shareholders, provided that Citigroup Inc. always shall have the right to appoint at least one director), including the vice chairman of our board of directors. However, even in this circumstance, Quiñenco S.A. would still be entitled to appoint a majority of our board of directors. The Framework Agreement also sets forth a series of ancillary agreements proposed to be entered into by the parties to the Framework Agreement and some of their affiliates.

On December 19, 2008, Quiñenco S.A., Citigroup Inc. and Citibank Overseas Investment Corporation amended the Framework Agreement (the Amendment), and through it the Shareholders Agreement mentioned below. The Amendment provided that if Citigroup Inc. did not acquire 8.52% of LQIF s shares (to hold at least a 41.4778% ownership interest in LQIF) as a consequence of the actions and decisions of any relevant authority in the United States, Quiñenco S.A. shall have the right to a compensation as provided in the Amendment, and Citigroup Inc. shall have the option of acquiring either a 41.4778% or a 50% share of LQIF. Furthermore, the Amendment provided that if for any reason Citigroup Inc. did not exercise any of the call options mentioned in the previous sentence, Quiñenco S.A. or its affiliates, as applicable, shall be entitled to require Citigroup Inc. to sell to them an amount of shares of LQIF such that, after such sale, Quiñenco S.A. shall directly or through its affiliates own an 80.1% ownership interest in LQIF. If this had occurred, Citigroup Inc. s governance and other shareholder rights mentioned in the preceding paragraph should have been those provided in Clause Six of the Shareholders Agreement referred to below. Notwithstanding these provisions, on January 29, 2010, Citigroup Inc. exercised a call option to acquire 8.52% of LQIF s shares and, on March 15, 2010, Citigroup Inc. exercised another call option to acquire an additional 8.52% of LQIF s shares. Consequently, since April 30, 2010 Citigroup Inc. and Citigroup Overseas Investment Corporation indirectly owns 50% of LQIF. As a result, since April 30, 2010, Citigroup Inc. has been granted certain corporate governance rights over us, as described above.

On December 27, 2007, Quiñenco S.A., Citigroup Chile S.A. and the minority shareholders of LQIF entered into a shareholders agreement (the Shareholders Agreement) that formalized the rights of Citigroup Inc. with respect to the governance rights in us as set forth in the Framework Agreement (and as discussed in the preceding paragraph). The Shareholders Agreement became effective on January 1, 2008.

On December 27, 2007, we entered into a Global Connectivity Agreement with Citigroup Inc. The purpose of this agreement is to enable us and our clients to become part of Citigroup s Global Network and to provide a framework for us and Citigroup Inc. to direct new business to the partnership in order to generate wealth creation for both companies. The agreement sets forth the terms upon which we, Citigroup Inc. and our and its respective affiliates will develop a relationship with respect to cross-border business and certain services being rendered (such as corporate and investment banking services, international personal banking services and global transactions services, among others). The parties agreed on the following principles with respect to implementing the terms of the agreement: (i) the promotion of global connectivity products among Chilean customers, (ii) the setup of a technology platform, (iii) the training of employees and officers, and (iv) the construction of international support networks to carry out the transactions contemplated by the agreement. On February 27, 2009, we and Citigroup amended the Global Connectivity Agreement. The purpose of the amendment was to clarify and supplement the terms of the original agreement with respect to the banking services to be provided in Chile and abroad.

On December 27, 2007, we also entered into a Trademark License Agreement with Citigroup Inc. (the Trademark License Agreement) in which Citigroup Inc. granted us a non-exclusive paid-up and royalty-free license to use certain of Citigroup Inc. s trademarks in Chilean territory. In addition, Citigroup Inc. granted us a license to use its domain name solely in connection with marketing and promoting authorized services in Chilean territory. On February 27, 2009, we and Citigroup Inc. amended the Trademark License Agreement. The amendment requires us to deliver a certificate at least once a year confirming that we are in compliance with the standards set forth in the Trademark License Agreement. In addition, we must comply with certain additional quality control standards approved periodically by Citigroup Inc. relating to certain products, and Citigroup Inc. has the right to review and inspect all materials relating to the offer and sale of certain products.

On December 27, 2007, we entered into a Cooperation Agreement with Citigroup Inc. (the Cooperation Agreement) with the purpose of providing a framework for the integration of Citibank Chile with us following the merger and ensuring a successful relationship between us and Citigroup Inc. In particular, the Cooperation Agreement establishes a communication mechanism between us and Citigroup Inc. to enhance the exchange of ideas and information related to the integration of our business with that of Citibank Chile and provides for certain specific areas of collaboration going forward (such as with respect to our hedging and derivatives strategies). On

Table of Contents

February 27, 2009, we and Citigroup Inc. amended the Cooperation Agreement to require each company to establish specific formal processes for sharing information about regulatory changes in the United States and Chile that may have an impact on us. This Cooperation Agreement together with the Operating Agreements (for this purposes the Global Connectivity Agreement and the Licensing Agreement) are valid for six (6) years from January 1, 2008 through January 1, 2014. We and Citigroup may agree on an extension of such agreements for another six (6) years from January 1, 2014 through January 1, 2020, an extension that will be agreed in writing by January 1, 2013; otherwise, the effective agreements will be extended once for two (2) years from January 1, 2014 through January 1, 2016, when they will expire without any further proceeding.

On December 31, 2007, we entered into an Asset Purchase Agreement with Citibank, N.A. (the Asset Purchase Agreement), whereby we sold substantially all of the assets and operations of our banking businesses in Miami and New York to Citibank, N.A. and Citibank, N.A. agreed to offer employment to substantially all of the employees in those branches and to assume substantially all of the liabilities related to such assets and operations. In consideration for this sale, we were paid an aggregate purchase price of U.S.$130 million, in addition to the assumption of liabilities. Following the completion of the sale, the Miami and New York branches were placed in voluntary liquidation in January 2008. In March 2008, the banking licenses for both branches were surrendered to the appropriate banking regulator.

On December 30, 2008, we entered into an agreement with Banchile Seguros de Vida S.A., an affiliated insurance brokerage company, setting forth the specific terms of the life insurance policies associated with customer loans contracted by us for its borrower portfolio on behalf of the borrowers. The conditions of this agreement are an integral part of all the life insurance policies that we offer our borrowers. The agreement can be automatically renewed for two additional one-year periods through December 31, 2012.

On September 1, 2009, we and Jorge Ergas Heyman entered into an agreement with an indefinite term for consulting services to our board of directors for an annual amount of U.S.$245,000. Considering that Mr. Ergas has been recently appointed director of our board, this agreement has been terminated.

On September 25, 2009, we entered into a Master Services Agreement with Citigroup Inc. This agreement regulates and supplements certain reciprocal services that, before the merger between us and Citibank Chile, had been provided pursuant to the terms of certain service agreements then in effect between Citigroup Inc. (and certain of its affiliates) and Citibank Chile, which were assumed, after the merger, by us as legal successor to Citibank Chile. Furthermore, this Agreement seeks to foster global connectivity with respect to the banking and financial services referred to in the Global Connectivity Agreement and in the other agreements executed with Citigroup Inc. mentioned above.

On December 12, 2011, we and our affiliated companies Banchile Corredores de Seguros Limitada and Banchile Seguros de Vida S.A., have extended until December 31, 2012, the following existing insurance agreements:

1. Brokerage Agreement entered into by the affiliate Banchile Corredores de Seguros Limitada and the related company Banchile Seguros de Vida S.A.

2. Agreements entered into by Banco de Chile and Banchile Seguros de Vida S.A.:

   a. Collection and Data Administration Agreement;

   b. Use Agreement for Distribution Channels;

   c. Banchile s Trademark License Agreement; and

   d. Debtor s Life Insurance Agreement.

3. Framework agreement for Insurance Banking, entered into by Banco de Chile, Banchile Corredores de Seguros Limitada and Banchile Seguros de Vida S.A.

All the terms and conditions contained in the agreement mentioned above were previously reviewed and approved by our board of directors.

Table of Contents

Loans to Related Parties

As authorized by the General Banking Law, and within the regulatory limits, we hold several outstanding loans owed by different corporations related to us. All such loans (i) were made in the ordinary course of business, (ii) were made on terms, including interest rates and collateral, substantially the same as those prevailing at the time for comparable transactions with other persons and (iii) did not involve more than the normal risk of collectability or present other unfavorable features. See Note 37(a) to our audited consolidated financial statements as of and for the year ended December 31, 2011 appearing elsewhere in this annual report for more information on these loans.

Item 8. Financial Information

CONSOLIDATED STATEMENTS AND OTHER FINANCIAL INFORMATION

Audited Consolidated Financial Statements

Please refer to Item 18. Financial Statements.

Legal Proceedings

We and our subsidiaries are subject to claims and are parties to legal proceedings in the normal course of business.

Request from Spanish Court to Chilean Judicial Authorities

On April 29, 2010, the Supreme Court of Chile denied the requests contained in a rogatory letter issued on October 26, 2009, by the Central Court of Instruction Number 5 of the National Court of Spain (*Juzgado Central de Instrucción No. 5 de la Audiencia Nacional de Madrid*) in Madrid, Spain (the Spanish Court) to have certain actions taken (as described below) with respect to a lawsuit before the Spanish Court. The Supreme Court of Chile established that the subject matter of the investigation by the Spanish Court was currently pending before a Chilean tribunal that has jurisdiction and competency over these matters.

The rogatory letter referred to above notified the Chilean judicial authorities that a lawsuit pending before the Spanish Court had been amended to add causes of action concerning concealment of assets and money laundering against Mr. Pablo Granifo Lavin (the chairman of our board of directors) and Mr. Hernán Donoso Lira (former manager of our New York branch) and against us, Banchile Corredores de Bolsa S.A. and Banchile Administradora General de Fondos S.A., the latter three of which face only subsidiary civil liability. The rogatory letter, among other items, requested a joint guarantee (*fianza solidaria*) from the defendants in the amount of U.S.$77,348,374 and, if the aforementioned parties were not to grant such a joint guarantee, requested the attachment of assets of up to U.S.$103,131,165.

In Chile, a judicial investigation is currently underway and at the time of filing of this annual report no indictments for criminal participation of persons affiliated with us have been issued. Consequently, it is not possible to predict the outcome of these proceedings, or what impact, if any, they might have on us.

Labor Discrimination Claim

A Chilean court with jurisdiction over labor claims has issued a judgment against us in a legal proceeding for wrongful termination of employment based on a labor discrimination claim. As a result of this judgment and as long as it remains in effect, we are prevented from entering into certain service agreements with the Chilean government until September 7, 2012. Despite the judgment, we are still permitted to enter service agreements with government-owned companies created by statute, agreements in connection with the purchase and sale of securities or other financial instruments, agreements in connection with the execution and concessions of public projects and agreements in connection with the lending of credit on a fixed term basis. In connection with the legal provision that prevent us from entering into the service agreements aforementioned, we filed, on October 2001, a civil lawsuit against the *Dirección de Compras y Contratación Pública* (a Chilean Procurement Agency) before the 14th Civil Court of Santiago, and subsequently a Constitutional Action (*Recurso de Inaplicabilidad por Inconstitucionalidad*) before the Chilean Constitutional Tribunal with the aim of declaring non-applicable to us, on constitutional grounds, said provision. Assuming that this inability remains in effect, we have estimated its impact on our results of operations for the year ending December 31, 2012 to be about U.S.$2.0 million.

Dividends

General

We currently have a single series of common shares, and the dividends on our shares are proposed by our board of directors and are approved by our shareholders at the ordinary annual shareholders meeting following the year with respect to which the dividends are proposed. Our ordinary annual shareholders meeting is required to be held in the first four months of each year. Following shareholder approval, the dividends are declared and paid. Dividends are paid to shareholders of record on the fifth business day preceding the date set for payment of the dividend. The applicable record dates for the payment of dividends to holders of our ADSs are, to the extent practicable, the same. Under the Chilean Corporations Law and regulations issued thereunder, Chilean public corporations are generally required to distribute at least 30% of their consolidated annual earnings as dividends, except to the extent they have accumulated losses. Previously, a bank was permitted to distribute less than such minimum amount in any given year with approval of the holders of at least two-thirds of the bank s outstanding stock. In 2006, however, this possibility was eliminated by law. Under the General Banking Law, a Chilean bank may pay dividends upon approval of its shareholders from (i) net earnings of previous fiscal years (i.e., interim dividends are not permitted), (ii) the reserve kept for that purpose or (iii) other funds permitted under Chilean law.

Our dividend policy is affected to some extent by the rights of SAOS, our affiliate, pursuant to its assumption of the Central Bank indebtedness discussed in Item 4. Information on the Company History and Development of the Bank History The 1982 1983 Economic Crisis and the Central Bank Subordinated Debt.

Up until April 15, 2011, we had two series of capital shares with identifiable rights: our ordinary shares and our ordinary Banco de Chile-S series shares. On April 15, 2011, we cancelled all our ordinary Banco de Chile-S series shares and granted to holders of these shares one ordinary share for every ordinary Banco de Chile-S series share held. As of April 15, 2011, we had a total of 85,106,824,710 outstanding shares with no par value. All these shares were duly subscribed and paid. The current number of our outstanding shares (of which there is only one class, being ordinary shares) at December 31, 2011, and once concluded the capital increase that took place in 2011 is 86,942,514,973.

Cash Dividends

In March 2009, we paid a nominal dividend of Ch$2.357790 per share. At the ordinary annual shareholders meeting held on March 26, 2009, our shareholders agreed to the distribution and payment of dividend No. 197, in the amount of Ch$2.357790 per ordinary share, with a corresponding charge to our 2008 income, and the distribution and payment of a dividend of Ch$2.357790 per share of the Banco de Chile-S series.

In March 2010, we paid a nominal dividend of Ch$3.496813 per share. At the ordinary annual shareholders meeting held on March 25, 2010, our shareholders agreed to the distribution and payment of dividend No. 198, in the amount of Ch$3.496813 per ordinary share, with a corresponding charge to our 2009 income, and the distribution and payment of a dividend of Ch$3.496813 per share of the Banco de Chile-S series.

In March 2011, we paid a nominal dividend of Ch$2.937587 per share. At the ordinary annual shareholders meeting held on March 17, 2011, our shareholders agreed to the distribution and payment of dividend No. 199, in the amount of Ch$2.937587 per ordinary share, with a corresponding charge to our 2010 income.

As of March 22, 2012, our shareholders at the ordinary annual shareholders meeting agreed to the distribution and payment of dividend No. 200, in the amount of Ch$ 2.984740 per ordinary share, with a corresponding charge to our 2011 income.

The following table sets forth the cash dividends declared per common share during the years ended December 2009, 2010 and 2011:

Table of Contents

Chile GAAP:	As of and for the Year Ended December 31, 2009	2010	2011	
	(in Ch$, except percentages)			(in U.S.$)
Dividend payout ratio(1)	80.82%	111.94%	73.76%	
Dividend per common share(2)	2.72(*)	3.50	3.38(*)	0.007

(1) Dividend payout ratio is calculated by dividing the amount of dividends paid by the earnings per share of the prior year.
(2) Dividends per share are calculated by dividing the amount of the dividend paid during each year by the previous year s number of shares outstanding.
(*) Includes an additional payment to the Central Bank by an amount of MCh$29,466 for 2009 and MCh$36,713 in 2011, in accordance with Law No. 19,396.

Whether future dividends will be paid will depend upon our earnings, financial condition, capital requirements, governmental regulations and policies and other factors. Accordingly, there can be no assurance that dividends in future years will be paid at a rate similar to dividends paid in past years.

Stock Dividends

At the extraordinary shareholders meeting held on March 17, 2011, our shareholders agreed to a stock dividend in connection with the capitalization of 30% of our distributable net income obtained during the fiscal year 2010 by means of the issuance of fully paid-in shares, without par value, with a value of Ch$66.83 per share, which was distributed among the shareholders in the proportion of 0.018838 fully paid-in shares for each share held, subject to the exercise of the options established in article 31 of Law 19,396.

At the extraordinary shareholders meeting held on March 22, 2012, our shareholders agreed to a stock dividend in connection with the capitalization of 30% of our distributable net income obtained during the fiscal year 2011 by means of the issuance of fully paid-in shares, without par value, with a value of Ch$2,984740 per share, which was distributed among the shareholders in the proportion of 0.018956 fully paid-in shares for each share held, subject to the exercise of the options established in article 31 of Law 19,396.

Capital Increases

During an extraordinary shareholders meeting held on December 27, 2007, our shareholders approved, among other things, (i) the merger with Citibank Chile and (ii) a capital increase in the amount of Ch$297,324,899,039, which was contributed and paid for as consideration for the acquisition of all of the assets and liabilities of Citibank Chile. It was further agreed that we would issue 8,443,861,140 registered, ordinary no-par Banco de Chile-S series shares, which were to be delivered to the shareholders of Citibank Chile, in the proportion of 8,443.86114 shares of Banco de Chile-S series for each Citibank Chile share held. For a more detailed description of this Extraordinary Shareholders Meeting, see Item 10. Additional Information Memorandum and Articles of Association Shareholders Meetings and Voting Rights.

During the extraordinary shareholders meeting held on January 20, 2011, our shareholders approved a capital increase with the issuance of 3,385,049,365 new shares. From this issuance the Bank was able to raise a gross amount of Ch$210,693,503,468 by successfully placing the new issued shares. The issuance started on March 31, 2011 with a public auction of shares for preemptive rights holders and ended on July 19, 2011.

ADR Holders

Dividends payable to holders of our ADSs are net of conversion expenses of the depositary and are subject to Chilean withholding tax currently at the rate of 35%, subject to certain credits. Owners of our ADSs are not charged any fees with respect to cash or stock dividends.

Pursuant to current Chilean foreign exchange regulations, a shareholder who is not a resident of Chile does not need to be authorized as a foreign investor in order to receive dividends, sale proceeds or other amounts with respect to its shares remitted outside Chile, but the investor must inform the Central Bank about any such transactions and must remit foreign currency through the Formal Exchange Market. See Item 10. Additional Information Exchange Controls for additional information on how ADS holders may remit currency outside Chile.

Table of Contents

SIGNIFICANT CHANGES

No significant changes in our financial condition have occurred since the date of the most recent audited consolidated financial statements included in this annual report.

Item 9. The Offer and Listing
Nature of Trading Market

Shares of our common stock are traded on all Chilean stock exchanges. Our shares have been listed on the Santiago Stock Exchange and the Valparaiso Stock Exchange since 1894 and on the Electronic Stock Exchange since 1989. The Santiago Stock Exchange is the main trading market for our shares.

The Chilean securities markets are substantially smaller, less liquid and more volatile than major securities markets in the United States. The Santiago Stock Exchange, which is Chile s main exchange, had a market capitalization of approximately U.S.$270 billion as of December 31, 2011 and an average monthly trading volume of approximately U.S.$4,370 million for the year ended as of the same date. The Santiago Stock Exchange was established in 1893 and is a private company whose equity consists of 48 shares owned by 45 shareholders. As of December 31, 2011, 251 series of shares were listed on the Santiago Stock Exchange.

According to information published by the Chilean Superintendency of Securities and Insurance, during 2011, the Santiago Stock Exchange accounted for approximately 82.7% of the equity trading in Chile. Also, as of December 31, 2011, approximately 13.3% of equity trading in Chile was conducted on the Chilean Electronic Stock Exchange. The remaining 4.0% of equities was traded on the Valparaiso Stock Exchange.

In addition, as reported by the Santiago Stock Exchange, the ten largest companies in terms of market capitalization represented, as of December 31, 2011, approximately 45.0% of the Santiago Stock Exchange s aggregate market capitalization and during 2010 accounted for approximately 41.7% of equity trading. During 2011, 29.6% of the companies listed on the Santiago Stock Exchange had their shares traded on an average of 70% or more of the exchange s trading days.

Our ADSs, each representing 600 shares of common stock, without nominal (par) value, have been listed on the NYSE since January 2, 2002 under the symbol BCH. JPMorgan Chase Bank is our depositary for purposes of the ADSs. As of December 31, 2011, a maximum of 1,782,389 ADSs were outstanding (equivalent to 1,069,433,400 shares of common stock or 1.2% of the total number of issued shares of common stock as of the same date). Since certain of our ADSs are held by brokers or other nominees, the number of record holders in the United States may not be fully indicative of the number of direct beneficial owners in the United States or of where the beneficial owners of such shares are resident.

We listed our shares of common stock on Latibex, and trading of these shares started on October 8, 2002 under the code XBCH, grouped in trading units of 600 shares. In addition, since December 20, 2002, our trading units are listed on the LSE.

Table of Contents

The table below shows, for the periods indicated, the annual, quarterly and monthly high and low closing prices (in nominal Chilean pesos) of the traded shares of our securities on the Santiago Stock Exchange, the Electronic Stock Exchange and the Valparaiso Stock Exchange:

	Santiago Stock Exchange Common Stock		Electronic Stock Exchange Common Stock		Valparaiso Stock Exchange Common Stock	
	High	Low	High	Low	High	Low
			(Ch$ per share)[(1)]			
Annual Price History						
2006	Ch$ 45.9	Ch$ 32.0	Ch$ 46.0	Ch$ 31.4	Ch$ 46.0	Ch$ 31.7
2007	48.2	38.1	49.0	37.5	48.0	37.5
2008	43.6	26.1	43.4	25.5	42.8	27.0
2009	45.0	33.4	44.8	33.5	72.8	33.4
2010	72.6	45.1	73.2	44.7	72.7	44.7
2011	74.0	57.2	74.7	57.0	74.4	58.4
2012 (through April 20)	79.5	71.0	79.5	70.5	77.7	71.1
Quarterly Price History						
2008						
1st Quarter	43.6	36.0	43.4	35.6	42.8	36.1
2nd Quarter	40.5	38.2	41.4	38.2	40.0	38.1
3rd Quarter	38.4	35.4	39.1	35.4	38.5	35.6
4th Quarter	36.5	26.1	36.7	25.5	36.2	27.0
2009						
1st Quarter	37.4	34.0	37.5	33.5	37.5	34.0
2nd Quarter	39.0	33.4	39.0	33.5	38.9	33.4
3rd Quarter	43.7	37.0	43.6	37.0	42.5	37.2
4th Quarter	45.0	40.8	44.8	39.5	72.8	41.5
2010						
1st Quarter	55.9	45.1	56.4	44.7	55.5	44.7
2nd Quarter	57.8	51.3	57.8	51.2	57.0	51.4
3rd Quarter	72.6	54.9	73.2	54.9	72.7	54.9
4th Quarter	72.6	68.6	72.8	68.0	72.6	68.5
2011						
1st Quarter	74.0	63.0	74.7	62.1	74.4	63.1
2nd Quarter	69.7	65.1	69.9	62.0	69.0	65.7
3rd Quarter	69.3	57.2	70.0	57.0	68.5	58.4
4th Quarter	73.2	59.0	73.6	58.4	73.2	59.0
2012						
1st Quarter	79.5	71.0	79.5	70.5	77.7	71.1
Monthly Price History						
November 2011	73.2	66.6	73.6	65.6	73.2	67.3
December 2011	70.6	66.0	70.9	65.0	70.3	66.2
January 2012	74.3	71.0	74.6	70.5	74.0	71.1
February 2012	77.0	72.9	77.0	73.0	76.5	72.9
March 2012	79.5	75.7	79.5	75.7	77.7	75.8
April 2012 (through April 20)	76.6	74.5	76.5	74.2	75.6	74.7

Sources: Santiago Stock Exchange, Electronic Stock Exchange and Valparaiso Stock Exchange Official Quotation Bulletins and Bloomberg.

(1) Pesos per share reflect nominal price at trade date.

Table of Contents

The table below shows the annual, quarterly and monthly high and low closing prices, as reported by the NYSE, Latibex:

Period	New York Stock Exchange High	New York Stock Exchange Low	Latibex High	Latibex Low
	(U.S.$ per ADS)(1)		(Euros per Trading Unit)(2)	
Annual Price History				
2007	U.S.$ 53.51	U.S.$ 43.04	40.10	30.75
2008	58.43	23.50	37.67	18.61
2009	53.90	31.85	37.45	22.81
2010	92.50	53.72	68.65	37.33
2011	90.35	66.63	72.60	52.80
2012 (through April 20)	99.11	83.98	72.00	59.40
Quarterly Price History				
1st Quarter 2008	58.43	45.90	37.67	31.03
2nd Quarter 2008	55.01	44.60	34.43	28.96
3rd Quarter 2008	46.13	38.26	30.63	26.77
4th Quarter 2008	39.08	23.50	28.25	18.61
1st Quarter 2009	38.05	31.85	29.98	22.81
2nd Quarter 2009	43.50	34.13	30.38	26.05
3rd Quarter 2009	48.39	40.51	32.93	28.90
4th Quarter 2009	53.90	46.07	37.45	31.32
1st Quarter 2010	64.41	53.72	46.93	37.33
2nd Quarter 2010	65.63	56.25	51.60	42.50
3rd Quarter 2010	90.20	61.00	66.30	48.29
4th Quarter 2010	92.50	85.16	68.65	61.00
1st Quarter 2011	90.35	78.37	68.90	55.85
2nd Quarter 2011	89.81	83.00	61.30	54.00
3rd Quarter 2011	90.23	69.85	62.40	53.40
4th Quarter 2011	85.84	66.63	72.60	52.80
1st Quarter 2012	99.11	83.98	72.00	59.40
Monthly Price History				
October 2011	83.20	66.63	57.60	52.80
November 2011	85.84	75.40	63.00	55.80
December 2011	81.75	76.99	72.60	56.40
January 2012	91.18	83.98	70.20	59.40
February 2012	96.03	90.86	71.40	64.80
March 2012	99.11	93.23	72.00	67.20
April 2012 (through April 20)	95.27	91.56	71.40	68.40

Source: Bloomberg.

(1) One ADS represents 600 shares of common stock.
(2) One Trading Unit represents 600 shares of common stock.

Table of Contents

Item 10. Additional Information

MEMORANDUM AND ARTICLES OF ASSOCIATION

Set forth below is a brief summary of the significant provisions of our *estatutos* (bylaws) and Chilean law. This description contains all material information concerning our shares, but does not purport to be complete and is qualified in its entirety by reference to our *estatutos* (a copy of which is filed as Exhibit 1.1 to this annual report), the General Banking Law, the Chilean Corporations Law and the Securities Market Law.

We are an open stock (public) corporation and are registered with the Chilean Public Registry of Commerce under Page 23,859 Number 18,638. Open stock (public) corporations are those with 500 or more shareholders, or companies in which 100 or more shareholders own at least 10% of the subscribed capital (excluding those whose individual holdings exceed 10%), and all other companies that are registered in the Securities Registry of the Chilean Superintendency of Securities and Insurance. The Chilean Corporations Law sets forth the rules and requirements for establishing open stock corporations. Shareholder rights in a Chilean bank that is also an open stock corporation are governed by the bank s *estatutos*, which effectively serve as both the articles of incorporation and the bylaws of a company incorporated in the United States.
Article 137 of the Chilean Corporations Law provides that all provisions of the Chilean Corporations Law take precedence over any contrary provision in a corporation s *estatutos*. Both the Chilean Corporations Law and our *estatutos* provide that legal actions by shareholders against us (or our officers or directors) to enforce their rights as shareholders or by one shareholder against another in their capacity as such are to be brought in Chile in arbitration proceedings.

The Chilean securities markets are principally regulated by the Chilean Superintendency of Securities and Insurance under the Securities Market Law and the Chilean Corporations Law. In the case of banks, compliance with these laws is supervised by the Superintendency of Banks. These two laws provide for disclosure requirements, restrictions on insider trading and price manipulation and protection of minority investors. The Securities Market Law sets forth requirements relating to public offerings, stock exchanges and brokers, and outlines disclosure requirements for companies that issue publicly offered securities.

Purpose

Our corporate purpose is to undertake all acts, contracts, business and transactions as the General Banking Law allows banking institutions to undertake, without prejudice to expanding or restricting our scope of action consistent with current legal precepts or such as may be established in the future.

Capitalization

There is currently one outstanding series of our capital stock because, as of April 15, 2011, we have exchanged each ordinary share of the Banco de Chile-S series for an ordinary Banco de Chile share. According to our bylaws we have a total of 86,942,514,973 shares with no par value and full voting rights. There are no legal restrictions on the payment of dividends from our net income, except that we may only pay a single dividend per year (i.e., interim dividends are not permitted). Under the Chilean Corporations Law and regulations issued thereunder, Chilean public corporations are generally required to distribute at least 30% of their consolidated annual earnings as dividends, except to the extent they have accumulated losses. Previously, a bank was permitted to distribute less than such minimum amount in any given year with approval of the holders of at least two-thirds of the bank s outstanding stock. In 2006, however, this possibility was eliminated by law. Under the General Banking Law, a Chilean bank may pay dividends upon approval of its shareholders from (i) net earnings of previous fiscal years (i.e., interim dividends are not permitted), (ii) the reserve kept for that purpose or (iii) other funds permitted under Chilean law.

Under Chilean law, the shareholders of a company, acting at an extraordinary shareholders meeting, have the power to authorize an increase in the company s capital. When an investor subscribes for issued shares, the shares are registered in such investor s name, even if not paid for, and the investor is treated as a shareholder for all purposes, except with regard to receipt of dividends and the return of capital. The investor becomes eligible to receive dividends or the return of capital once it has paid for the shares; if it has paid for only a portion of such shares, it is entitled to reserve a corresponding pro rata portion of the dividends declared with respect to such shares unless the company s bylaws provide otherwise. If an investor does not pay for shares for which it has subscribed

Table of Contents

on or prior to the date agreed upon for payment, the company is entitled under Chilean law to auction the shares on a stock exchange and collect the difference, if any, between the subscription price and the auction proceeds. However, until such shares are sold, the subscriber continues to exercise all the rights of a shareholder (except the right to receive dividends or the return of capital). In the case of banks, authorized shares and issued shares that have not been paid for within the period fixed for their payment by the Superintendency of Banks are cancelled and are no longer available for issuance by the company.

The Chilean Corporations Law provides that the purchaser of shares of a company implicitly accepts its bylaws and any agreements adopted at shareholders meetings.

Directors

For a description of the provisions of our *estatutos* relating to our board of directors and our directors/audit committee, see Item 6. Directors, Senior Management and Employees.

Ownership Restrictions

Under the Securities Market Law and the regulations of the Superintendency of Banks, shareholders of open stock corporations are required to report the following to the Chilean Superintendency of Securities and Insurance and the Chilean stock exchanges:

- any direct or indirect acquisition or sale of shares that results in the holder s acquiring or disposing of, directly or indirectly, 10% or more of an open stock corporation s share capital; and

- any direct or indirect acquisition or sale of shares or options to buy or sell shares, in any amount, if made by a holder of 10% or more of an open stock corporation s capital or if made by a director, liquidator, main officer, general manager or manager of such corporation.

The foregoing requirements also apply to the acquisition or sale of securities or agreements which price or return depends or is conditioned (all or in a significant part) upon changes or movements in the price of such shares. The report shall be made the day following the execution of the transaction.

In addition, any person who acquires 10% or more of our shares must include in the report whether the purpose of the acquisition is to acquire control of the company or if the acquisition is just a financial investment. A beneficial owner of ADSs representing 10% or more of our share capital will be subject to these reporting requirements under Chilean law.

According to the regulations of the Superintendency of Banks, Chilean banks that issue ADSs are required to inform the Superintendency of Banks if any person, directly or beneficially, acquires ADSs representing 5% or more of the total amount of shares of capital stock issued by such bank.

Under the Securities Market Law and the regulations of the Chilean Superintendency of Securities and Insurance, persons or entities intending to acquire control, directly or indirectly, of an open stock corporation, regardless of the acquisition vehicle or procedure, and including acquisitions made through direct subscriptions or private transactions, are also required to inform the public of such intention at least 10 business days before the date on which the transaction is to be completed, but, in any case, as soon as negotiations regarding the change of control begin or as soon as confidential information and documents concerning the target are delivered to the potential acquirer such delivery can occur through a filing with the Chilean Superintendency of Securities and Insurance, the stock exchanges where its securities are traded, companies controlled by and that control the target and through a notice published in two Chilean newspapers, which notice must disclose, among other information, the person or entity purchasing or selling, the price and the material conditions of any negotiations.

Prior to such publication, a written communication to such effect must be sent to the target corporation, to the controlling corporation, to the corporations controlled by the target corporation, to the Chilean Superintendency of Securities and Insurance and to the Chilean stock exchanges. Title XV of the Securities Market Law provides the definition of a controlling power, direct holding and related party.

146

Table of Contents

In addition to the foregoing, Article 54A of the Chilean Securities Market Law requires that within two business days of the completion of the transactions pursuant to which a person has acquired control of a publicly traded company, a notice shall be published in the same newspapers in which the notice referred to above was published and notices shall be sent to the same persons mentioned in the preceding paragraphs, as well as posted on their websites, if any.

The provisions of the aforementioned articles do not apply when the acquisition is being made through a tender or exchange offer.

Title XXV of the Chilean Securities Market Law on tender offers and the regulations of the Chilean Superintendency of Securities and Insurance provide that the following transactions must be carried out through a tender offer:

- an offer which allows a person to take control of a publicly traded company, unless (i) the shares are being sold by a controlling shareholder of such company at a price in cash which is not substantially higher than the market price and the shares of such company are actively traded on a stock exchange and (ii) those shares are acquired (a) through a capital increase, (b) as a consequence of a merger, (c) by inheritance or (d) through a forced sale;

- an offer for a controlling percentage of the shares of a listed company if such person intends to take control of the parent company (whether listed or not) of such listed company, to the extent that the listed company represents 75% or more of the consolidated net worth of the parent company; and

- whenever a controlling shareholder acquires two-thirds of the voting shares of a listed company, such controlling shareholder must offer to purchase the remaining shares from the minority shareholders in a tender offer, unless (i) the controlling shareholder has reached two thirds of the voting shares through a tender offer for all of the shares of the company, or (ii) it reaches such percentage as a result of a reduction of the capital of the company by operation of law.

Article 200 of the Chilean Securities Market Law prohibits any shareholder that has taken control of a publicly traded company from acquiring, for a period of 12 months from the date of the transaction in which it gained control of the publicly traded company, a number of shares equal to or greater than 3% of the outstanding issued shares of the target without making a tender offer at a price per share not lower than the price paid at the time of taking control. Should the acquisition from the other shareholders of the company be made on a stock exchange and on a pro rata basis, the controlling shareholder may purchase a higher percentage of shares, if so permitted by the regulations of the stock exchange.

Title XV of the Chilean Securities Market Law sets forth the basis to determine what constitutes a controlling power, a direct holding and a related party. The Chilean Securities Market Law defines control as the power of a person or group of persons acting (either directly or through other entities or persons) pursuant to a joint action agreement to direct the majority of the votes at the shareholders meetings of the corporation and to elect the majority of members of its board of directors, or to influence the management of the corporation significantly. Significant influence is deemed to exist in respect of the person or group of persons with an agreement to act jointly that holds, directly or indirectly, at least 25% of the voting share capital, unless:

- another person or group of persons acting pursuant to joint action agreement, directly or indirectly, controls a stake equal to or greater than the percentage controlled by such person;

- the person or group does not control, directly or indirectly, more than 40.0% of the voting share capital and the percentage controlled is lower than the sum of the shares held by other shareholders holding more than 5% of the share capital (either directly or pursuant to a joint action agreement); or

- in cases where the Chilean Superintendency of Securities and Insurance has ruled otherwise, based on the distribution or atomization of the overall shareholding.

According to the Chilean Securities Market Law, a joint action agreement is an agreement among two or more parties which, directly or indirectly, own shares in a corporation at the same time and whereby they agree to

Table of Contents

participate with the same interest in the management of the corporation or in taking control of the same. The law presumes that such an agreement exists between:

- a principal and its agents;
- spouses and relatives within certain degrees of kinship;
- entities within the same business group; and
- an entity and its controller or any of the members of the controller.

Likewise, the Chilean Superintendency of Securities and Insurance may determine that a joint action agreement exists between two or more entities considering, among other things, the number of companies in which they participate and the frequency with which they vote identically in the election of directors, appointment of managers and other resolutions passed at extraordinary shareholders meetings.

According to Article 96 of the Chilean Securities Market Law, a business group is a group of entities with such ties in their ownership, management or credit liabilities that it may be assumed that the economic and financial action of such members is directed by, or subordinated to, the joint interests of the group, or that there are common credit risks in the credits granted to, or in the acquisition of securities issued by, them. According to the Chilean Securities Market Law, the following entities are part of the same business group:

- a company and its controller;
- all the companies with a common controller together with that controller; and
- all the entities that the Chilean Superintendency of Securities and Insurance declares to be part of the business group due to one or more of the following reasons:
- a substantial part of the assets of the company is involved in the business group, whether as investments in securities, equity rights, loans or guaranties;
- the company has a significant level of indebtedness and the business group has a material participation as a lender or guarantor of such indebtedness;
- the company is a member of a controlling group of any company of those mentioned in the first two bullets above and there are reasons grounded in ties in the ownership, management or credit liabilities to include it in the business group; or
- the company is controlled by a member of the controller of any of the entities of the business group if the latter is formed by more than one entity and if there is more than one group of controlling entities and there are reasons grounded in ties in the ownership, management or credit liabilities to include it in the business group.

The General Banking Law provides that, as a matter of public policy, no person or company may acquire, directly or indirectly, more than 10% of the shares of a bank without the prior authorization of the Superintendency of Banks, which may not be unreasonably withheld. The prohibition also applies to beneficial owners of ADSs. In the absence of such authorization, any person or group of persons acting in concert would not be permitted to exercise voting rights with respect to the shares or ADSs acquired. In determining whether or not to issue such an authorization, the Superintendency of Banks considers a number of factors enumerated in the General Banking Law, including the financial stability of the purchasing party.

The General Banking Law also requires the prior authorization of the Superintendency of Banks for the following transactions:

- the merger of two or more banks;

Table of Contents

the acquisition of all or a substantial portion of a bank s assets and liabilities by another bank;

the control by the same person or controlling group of two or more banks; or

a substantial increase in the share ownership by a controlling shareholder of a bank.

This prior authorization is only required when the acquiring bank or the resulting group of banks would own a significant market share in loans, defined by the Superintendency of Banks to be more than 15% of all loans in the Chilean banking system. The intended purchase, merger or expansion may be denied by the Superintendency of Banks; or, if the acquiring bank or resulting group would own a market share in loans determined to be more than 20% of all loans in the Chilean banking system, the purchase, merger or expansion may be conditioned on one or more of the following:

the bank or banks maintaining regulatory capital higher than 8% and up to 14% of risk-weighted assets;

the technical reserve established in Article 65 of the General Banking Law being applicable when deposits exceed one and a half times the resulting bank s paid-in capital and reserves; or

the margin for interbank loans being reduced to 20% of the resulting bank s regulatory capital.

If the acquiring bank or resulting group would own a market share in loans determined by the Superintendency of Banks to be more than 15% but less than 20%, the authorization will be conditioned on the bank or banks maintaining a regulatory capital not lower than 10% of their risk-weighted assets for the period specified by the Superintendency of Banks, which may not be less than one year. The calculation of the risk-weighted assets is based on a five category risk classification system applied to a bank s assets that is based on the Basel Committee recommendations.

According to the General Banking Law, a bank may not grant loans to related parties on terms more favorable than those generally offered to non-related parties. Article 84 No. 2 of the General Banking Law and the regulations issued by the Superintendency of Banks creates the presumption that natural persons who are holders of shares and who beneficially own more than 1% of the shares are related to the bank and imposes certain restrictions on the amounts and terms of loans made by banks to related parties. This presumption would also apply to beneficial owners of ADSs representing more than 1% of the shares.

Article 16bis of the General Banking Law provides that the individuals or legal entities that, individually or with other people, directly control a bank and who individually own more than 10% of its shares must send to the Superintendency of Banks reliable information on their financial situation in the form and in the opportunity set forth in Resolution No. 3,156 of the Superintendency of Banks.

There are no limitations for non-resident or foreign shareholders to hold or exercise voting rights on the securities of a bank.

Preemptive Rights and Increases of Share Capital

The Chilean Corporations Law provides that whenever a Chilean company issues new shares for cash, it must offer its existing shareholders the right to purchase a number of shares sufficient to maintain their existing ownership percentages in the company. Pursuant to this requirement, preemptive rights in connection with any future issue of shares will be offered by us to the depositary as the registered owner of the shares underlying the ADSs. However, the depositary will not be able to make such preemptive rights available to holders of ADSs unless a registration statement under the Securities Act is effective with respect to the underlying shares or an exemption from the registration requirements thereunder is available.

We intend to evaluate, at the time of any preemptive rights offering, the practicality under Chilean law and Central Bank regulations in effect at the time of making such rights available to our ADS holders, as well as the costs and potential liabilities associated with registration of such rights and the related shares of common stock under the Securities Act, and the indirect benefits to us of thereby enabling the exercise by all or certain holders of

ADSs of their preemptive rights and any other factors we consider appropriate at the time, and then to make a decision as to whether to file such registration statement. There can be no assurance that any registration statement would be filed. If we do not file a registration statement and no exemption from the registration requirements under the Securities Act is available, the depositary will sell such holders preemptive rights and distribute the proceeds thereof if a premium can be recognized over the cost of such sale. In the event that the depositary is not able, or determines that it is not feasible, to sell such rights at a premium over the cost of any such sale, all or certain holders of ADSs may receive no value for such rights. Non-U.S. holders of ADSs may be able to exercise their preemptive rights regardless of whether a registration statement is filed. The inability of all or certain holders of ADSs to exercise preemptive rights in respect of shares of common stock underlying such ADSs could result in such holders not maintaining their percentage ownership of the common stock following such preemptive rights offering unless such holder made additional market purchases of ADSs or shares of common stock.

Under Chilean law, preemptive rights are exercisable or freely transferable by shareholders during a period that cannot be less than 30 days following the grant of such rights. During such period, and for an additional 30-day period thereafter, a Chilean corporation is not permitted to offer any unsubscribed shares for sale to third parties on terms which are more favorable than those offered to its shareholders. At the end of such additional 30-day period, a Chilean open stock corporation is authorized to sell unsubscribed shares to third parties on any terms, provided they are sold on a Chilean stock exchange. Unsubscribed shares that are not sold on a Chilean stock exchange can be sold to third parties only on terms no more favorable for the purchaser than those offered to shareholders.

Shareholders Meetings and Voting Rights

An ordinary annual shareholders meeting is held within the first four months of each year. The ordinary annual shareholders meeting is the corporate body that approves the annual financial statements, approves all dividends in accordance with the dividend policy determined by our board of directors, elects the members of our board of directors and approves any other matter that does not require an extraordinary shareholders meeting. Extraordinary meetings may be called by our board of directors when deemed appropriate, and ordinary or extraordinary meetings must be called by our board of directors when requested by shareholders representing at least 10% of the issued voting shares or by the Superintendency of Banks.

Notice to convene the ordinary annual meeting or an extraordinary meeting is given by means of three notices which must be published in a newspaper of our corporate domicile (currently Santiago, Chile) previously determined by our shareholders at the ordinary annual meeting or, in the event an agreement is not reached in the previous ordinary annual meeting or the newspaper ceases to exist or has its distribution suspended for whatever reason, in the *Official Gazette* in a prescribed manner, and the first notice must be published not less than 15 calendar days nor more than 20 calendar days in advance of the scheduled meeting. Notice must also be given to the Superintendency of Banks, the Santiago Stock Exchange, the Valparaiso Stock Exchange and the Chilean Electronic Stock Exchange. Currently, we publish our official notices in the *El Mercurio* newspaper of Santiago.

In the case of an ordinary annual shareholders meeting, shareholders holding a prescribed minimum ownership interest in us must be sent an annual report of our activities that includes audited consolidated financial statements. Shareholders who do not fall into this category but who request it must also be sent a copy of our annual report. In addition to these requirements, we regularly provide, and management currently intends to continue to provide, together with the notice of ordinary annual shareholders meeting, a proposal for the final annual dividend.

The quorum for a shareholders meeting is established by the presence, in person or by proxy, of shareholders representing at least an absolute majority of the issued shares. If a quorum is not present at the first meeting on first call, the meeting can be reconvened (in accordance with the procedures described in the previous paragraphs) and, upon the meeting being reconvened, shareholders present at the reconvened meeting are deemed to constitute a quorum regardless of the percentage of the shares represented.

The shareholders meetings pass resolutions by the affirmative vote of an absolute majority of those voting shares present or represented at the meeting. Approval by a two-thirds majority of the issued shares, however, is required at any shareholders meeting to approve any of the following actions:

- a change in corporate form, merger or spin-off;

Table of Contents

- an amendment to our term of existence, if any, or our early dissolution;
- a change in corporate domicile;
- a decrease of corporate capital previously approved by the Superintendency of Banks, provided it is not reduced below the minimum legal capital;
- the approval of capital contributions and appraisal of properties other than cash, in those cases where it is permitted by the General Banking Act;
- a modification of the powers of shareholders or limitations on the powers of our board of directors;
- a reduction in the number of members of our board of directors;
- the transfer of 50% or more of the corporate assets or the implementation or amendment of any business plan that contemplates the transfer of more than 50% of our corporate assets or the transfer of 50% or more of the assets of a subsidiary if such subsidiary represents at least 20% of our total corporate assets, as well as transfer of shares of such subsidiary which would make it lose such status;
- any non-cash distribution in respect of the shares;
- a change in the manner of distribution of profits established in our bylaws;
- the granting of guarantees to secure third-party obligations in excess of 50% of our corporate assets, unless granted to a subsidiary;
- the repurchase of our shares under the conditions set forth in Articles 27A and 27B of the Chilean Corporations Law;
- the correction of nullity caused by formal defects of any amendments to our bylaws;
- approval or confirmation of transactions with related parties, as set forth in Articles 44 and 147 of the Chilean Corporations Law; or
- certain other matters set forth in our bylaws.

Shareholders may accumulate their votes for the election of directors and cast all of their votes in favor of one person.

In general, Chilean law does not require a Chilean open stock corporation to provide the level and type of information that U.S. securities laws require a reporting company to provide to its shareholders in connection with a solicitation of proxies. However, shareholders are entitled to examine the books of a company and its subsidiaries within the 15-day period before any ordinary annual shareholders meeting.

The Chilean Corporations Law provides that a Chilean company s annual report must include, in addition to the materials provided by the board of directors to shareholders, the comments and proposals made by the directors committee, and, whenever shareholders representing 10% or more of the issued voting shares so request, such shareholders comments and proposals in relation to the company s affairs. Similarly, the Chilean Corporations Law provides that whenever the board of directors of an open stock corporation convenes an ordinary annual shareholders meeting and solicits proxies for that meeting, or distributes information supporting its decisions or other similar material, it is obligated to include as an annex to its annual report any pertinent comments and proposals that may have been made by the directors committee and shareholders owning 10% or more of the company s voting shares who have requested that such comments and proposals be so included.

Only shareholders registered as such with us on the fifth business day prior to the date of a meeting are entitled to attend and vote their shares. A shareholder may appoint another individual (who need not be a shareholder) as his proxy to attend and vote on his behalf. Every shareholder entitled to attend and vote at a shareholders meeting has one vote for every share subscribed, as we do not have special classes of shares with different voting rights.

An extraordinary shareholders meeting was held on December 27, 2007 and the following issues were discussed and the following matters were approved:

- Approval of the merger by absorption of Citibank Chile into us, under the terms set forth in the Merger Agreement executed by the parties on December 26, 2007. As a result of the merger, we acquired all the assets and assumed all the liabilities of Citibank Chile, and it succeeded to all of the assets and all of the liabilities of the latter. The merger was approved by Citibank Chile s shareholders. In addition, the shareholders ratified the other agreements executed in connection with the Citibank Chile merger (i.e., the Asset Purchase Agreement, the License Agreement, the Cooperation Agreement and the Global Connectivity Agreement).

- A capital increase was approved in the amount of Ch$297,324,899,039, which was contributed and paid for as consideration for the acquisition of all of the assets and liabilities of Citibank Chile. It was resolved that we would issue 8,443,861,140 registered, ordinary no-par Banco de Chile-S series shares, which were to be delivered to the shareholders of Citibank Chile, in the proportion of 8,443,861,140 shares of Banco de Chile-S for each Citibank Chile share. Each Banco de Chile-S series share was exchanged for an ordinary share on April 15, 2011.

- It was agreed that the merger was to become effective as of January 1, 2008, and that the profits of each bank corresponding to the financial year 2007 were to correspond to the shareholders of each respective institution in the manner and under the conditions determined by the ordinary annual shareholder s meeting of the post-merger bank.

- Some modifications to our bylaws were approved, as proposed by our board of directors (as detailed below). The issuance of a rewritten, coordinated and systemized text of our bylaws was also approved.

The modifications made to our bylaws were:

- Article Five was amended in order to establish our new share capital, the new amount of shares and the creation of a new series of ordinary shares (Banco de Chile-S);

- Article Eight was modified in order to establish that, in the case of any vacancy of alternate directors, any replacement director will be appointed by our board of directors so that the second alternate director will stand in the place of the first alternate director automatically;

- Article Ten was modified to change the term during which a board of directors meeting must be held when it has been convened by one or more directors, to modify the term of any notice for such meetings, and the means by which these notices can be carried out;

- Article Fifteen was amended to establish a new system for replacing the chairman of our board of directors. Accordingly, in case of absence or incapacity of the chairman of our board of directors, he or she shall be replaced by a director appointed by our board of directors, and not by the vice chairman of our board of directors;

- Article Nineteen was modified in order to change the system by which an election at a shareholders meeting is conducted. The existing *viva voce* mechanism was replaced by voting by slip of paper for shareholder votes. Additionally, the counting of votes can be carried out by a notary public, without prejudice to the resolutions adopted by the shareholders or by the Superintendency of

Banks; and

New transitional articles were included to make reference to the merger between us and Citibank Chile and to our new share capital.

At the ordinary annual shareholders meeting held on March 27, 2008, the members of our board of directors and the alternate directors were elected. In addition, our shareholders agreed to the distribution and payment of dividend No. 196, in the amount of Ch$3.359690 per share, with a charge to our 2007 income.

At the ordinary shareholders meeting held on March 26, 2009, our shareholders agreed to the distribution and payment of dividend No. 197, in the amount of Ch$2.357790 per share, with a charge to our 2008 income.

At the extraordinary shareholders meeting held on March 26, 2009, our shareholders agreed that 30% of the net income obtained during the fiscal year ended December 31, 2008, would be capitalized through the issuance of fully paid-in shares, of no par value, with a value of Ch$31.26 per share, which would be distributed among the shareholders in the proportion of 0.032325 fully paid-in shares for each share held by shareholders at the record date prescribed by law.

At the ordinary shareholders meeting held on March 25, 2010, our shareholders agreed to the distribution and payment of dividend No. 198, in the amount of Ch$3.496813 per share, with a charge to our 2009 income.

At the extraordinary shareholders meeting held on March 25, 2010, our shareholders agreed to supplement our bylaws, as proposed by our board of directors and as detailed below.

A new provisional article four was included in Banco de Chile s Articles of Incorporation. Given that under International Financial Reporting Standards no price restatement is made in the financial statements to account for inflation, the Bank decided to amend its Articles of Incorporation to address the impact that the new accounting criteria would have on the calculation of the annual payments that SAOS must make to the Central Bank each year according to the contract dated November 8, 1996 between the Chilean Central Bank, Banco de Chile and SM-Chile S.A. (the Central Bank Contract). The new provisional article four establishes that, for purposes of Law No. 19,396 (in particular Articles 24, 25 and 28 of such law) and the Central Bank Contract, Banco de Chile s distributable net income will be determined by subtracting or adding to net income the correction of the value of the paid-in capital and reserves according to the variation of the Consumer Price Index between November of the fiscal year prior to the one in which the calculation is made and November of the fiscal year in which the calculation is made. The difference between net income and distributable net income shall be registered in a reserve account since the first day of the fiscal year following the date when the calculation is made. This reserve account cannot be distributed or capitalized. Provisional article four shall be in force until the obligation of Law No. 19,396 owed by Sociedad Matriz del Banco de Chile S.A. directly or through its subsidiary SAOS has been fully paid. See Item 4. Information on the Company History and Development of the Bank History The 1982-1983 Economic Crisis and the Central Bank Subordinated Debt.

At the extraordinary shareholders meeting held on January 20th, 2011 our shareholders agreed to increase the Bank s capital in the amount of Ch$240,000,000,000 by means of the issuance of 3,385,049,365 cash shares, Banco de Chile-S series.

At the ordinary annual shareholders meeting held on March 17, 2011, our shareholders agreed to the distribution and payment of dividend No. 199, in the amount of Ch$2.937587, per ordinary share, with a charge to our 2010 income. Additionally, as indicated in Item 6, Directors, Senior Management and Employees , a new Board was appointed for the term of three years, as provided in Article Eight of the Bank s bylaws.

At the extraordinary shareholders meeting held on March 17, 2011, our shareholders agreed to a stock dividend in connection with the capitalization of 30% of our distributable net income obtained during the fiscal year 2010 by means of the issuance of fully paid-in shares, without par value, with a value of Ch$66.83 per share, which was distributed among the shareholders in the proportion of 0.018838 fully paid-in shares for each share held, subject to the exercise of the options established in article 31 of Law 19,396. In addition, our shareholders agreed to the conversion of the Banco de Chile-S series shares into ordinary shares, by means of an amendment to our bylaws. The aforementioned amendment

Table of Contents

became effective on April 15, 2011, upon its approval by the Superintendence of Banks and Financial Institutions and upon the compliance of all other legalizations formalities. The conversion of the Banco de Chile-S series shares has been registered at the Securities Register of the Superintendence of Banks and Financial Institutions (*Registro de Valores de la Superintendencia de Bancos e Instituciones Financieras)*. As a consequence of this, the 86,942,514,973 outstanding shares in which our capital is divided are duly registered before such Securities Register as ordinary shares.

Additionally, the following modifications were made to our bylaws:

- As a consequence of the capital increase referred to above, Article Five was amended in order to establish our new share capital and the new amount of shares;

- Article Eleventh was modified in order to establish that, in the first meeting held by the board of directors, after being elected by the shareholders, the board shall select its President and two Vice Presidents.

- Article Fifteen was amended to establish a new system for replacing the chairman of our board of directors. Accordingly, the chairman shall be replaced in his functions by the Vice President appointed, with this purpose, by the board of directors. Likewise, in case of absence or incapacity of the appointed Vice President, he shall be replaced in his functions by the director appointed by the board of directors, with such specific purpose;

The First Transitional Article was amended in order to reflect the new capital of the Bank and the new amount of shares in which it is divided.

Dividend, Liquidation and Appraisal Rights

For a description of the provisions of our *estatutos* related to our dividends, see Item 8. Financial Information Consolidated Statements and Other Financial Information Dividends.

Under the Chilean Corporations Law, Chilean companies are generally required to distribute at least 30% of their earnings as dividends. Previously, the General Banking Law stated that banks were permitted to distribute less than such minimum amount in any given year with the approval of holders of at least two-thirds of the bank s common stock. In 2006, however, this possibility was eliminated by law. In the event of any loss of capital, no dividends can be distributed so long as such loss is not recovered. Also, a bank cannot distribute dividends above the legal minimum if doing so would result in the bank exceeding its ratio of risk-weighted assets to regulatory capital or total assets. See Item 8. Financial Information Consolidated Statements and Other Financial Information Dividends.

Dividends that are declared but not paid by the date set for payment at the time of declaration are adjusted from the date set for payment to the date such dividends are actually paid, and interest is accrued thereon. The right to receive a dividend lapses if it is not claimed within five years from the date the dividend is payable, and the funds may be claimed by the Chilean treasury.

We may declare a dividend in cash or in shares. When a share dividend is declared above the legal minimum (which minimum must be paid in cash), our shareholders must be given the option to elect to receive cash. A holder of our ADSs may, in the absence of an effective registration statement under the Securities Act or an available exemption from the registration requirement thereunder, effectively be required to receive a dividend in cash. See Preemptive Rights and Increases of Share Capital.

In the event of our liquidation, the holders of our fully paid shares would participate equally and ratably, in proportion to the number of paid-in shares held by them, in our assets available after payment of all our creditors. The holders of fully paid shares would not be required to contribute additional capital to us in the event of our liquidation.

In accordance with the General Banking Law, our shareholders do not have appraisal rights in the event of a business combination or otherwise.

Table of Contents

Approval of Financial Statements

Our board of directors is required to submit our audited consolidated financial statements to the shareholders annually for their approval. The approval or rejection of the financial statements is entirely within our shareholders discretion. If our shareholders reject our consolidated financial statements, our board of directors must submit new consolidated financial statements not later than 60 calendar days from the date of the rejection. If our shareholders reject our new consolidated financial statements, our entire board of directors is deemed removed from office and a new board of directors shall be elected at the same meeting. Directors who individually approved our consolidated financial statements are disqualified from running for re-election for the ensuing period.

Registrations and Transfers

We act as our own registrar and transfer agent, as is customary among Chilean companies. In the case of jointly owned shares, an attorney-in-fact must be appointed to represent the joint owners in dealings with us.

Table of Contents

MATERIAL CONTRACTS

See Item 7. Major Shareholders and Related Party Transactions Related Party Transactions.

EXCHANGE CONTROLS

The Central Bank is responsible for maintaining the stability of the Chilean peso and the normal functioning of internal and external payments. The authority of the Central Bank for these purposes includes regulation of the amount of currency and credit in circulation, the performance of credit transactions and foreign exchange operations and the issuance of regulatory provisions regarding monetary, credit, financing and foreign exchange matters.

Under the Basic Constitutional Act of the Central Bank, Law 18,840, foreign exchange operations can be carried out in Chile by any person, subject to the limitations and restrictions established by the Central Bank. Foreign exchange transactions include buying and selling foreign currency and, in general, any act or agreement that may have the effect of creating, amending, or extinguishing an obligation payable in such currency, even if no transfer of funds or drafts to or from Chile is actually involved. Foreign exchange transactions also include transfers of or transactions with respect to gold or instruments representing gold.

The Central Bank can impose the following limitations on foreign exchange transactions:

- The Central Bank can require that the transaction of specified foreign exchange operations, such as foreign investments and foreign credits, be reported to it; and

- The Central Bank can require that the execution of certain foreign exchange operations, such as money transfers to and from Chile, be made only in the Formal Exchange Market. The Formal Exchange Market consists of banks and other entities authorized by the Central Bank.

Also, the Central Bank has the authority to establish certain restrictions on foreign exchange transactions with respect to the Formal Exchange Market. These restrictions may include the following: the obligation to return to Chile in Chilean pesos the value obtained in the export of goods, services, and other payments to foreign persons or entities that have a right of residency in Chile; that a reserve be maintained for credits, deposits and investments in foreign currency from or to a foreign country; and the obligation to obtain approval for payment or remittance of foreign exchange transactions, among others.

These restrictions may only be imposed by resolution adopted by the majority of board members of the Central Bank if required for the stability of the currency or the financing of the balance of payments of the country. Additionally, these restrictions may only be imposed for a predetermined period, which, at the most, may extend to a year. The resolution may be subject to veto by the Minister of Finance, in which case the restriction may only be adopted pursuant to a favorable vote of all the board members. The restriction, once the predetermined period has expired, may be renewed subject to the preceding rules.

On April 16, 2001, the Central Bank eliminated the prior foreign exchange restrictions, replaced the former Compendium of Foreign Exchange Regulations (Compendium) by a new one, and eliminated Chapter XXVI of the old Compendium, which regulated the establishment of an ADR facility by a Chilean company. Notwithstanding such replacement, the special regime of Chapter XXVI continued in force for Banco de Chile s ADS program until March 7, 2011, when the Central Bank of Chile, JPMorgan Chase Bank N.A., as depositary bank, and Banco de Chile executed an agreement that terminated the Exchange Convention (*Convención Cambiaria*). As a consequence of such termination, the special exchange regime established in the Exchange Convention is no longer applicable. Thus, the Deposit Agreement, as amended, and Banco de Chile s ADS program are subject to the exchange regulations of general applicability of Chapter XIV of the Compendium or such new regulations that may be issued in the future. A copy of the amendment to the deposit agreement, dated February 1, 2011, can be found as an Exhibit to this annual report.

The ADS facility is governed by Chapter XIV of the Compendium on Regulations applicable to Credits, Deposits, Investments and Capital Contributions from Abroad . According to Chapter XIV, the establishment of an ADS facility is regarded as an ordinary foreign investment, subject to the above mentioned limitations, and it is not

156

necessary to seek the Central Bank s prior approval in order to establish an ADS facility. The establishment of an ADS facility only requires that the Central Bank be informed of the transaction, and that the transaction be conducted through the Formal Exchange Market.

In Chile, foreign investments can also be made through the Foreign Investment Committee under Decree Law No. 600, Foreign Investment Statute, which is an optional mechanism to invest capital in Chile that requires, among other items, a foreign investment contract with the State of Chile.

Investment in Our Shares and ADSs

Investments made in shares of our common stock are subject to the following requirements:

- any foreign investor acquiring shares of our common stock who brought funds into Chile for that purpose must bring those funds through an entity participating in the Formal Exchange Market;
- any foreign investor acquiring shares of our common stock to be converted into ADSs or deposited into an ADR facility who brought funds into Chile for that purpose must bring those funds through an entity participating in the Formal Exchange Market;
- in both cases, the entity of the Formal Exchange Market through which the funds are brought into Chile must report such investment to the Central Bank;
- all remittances of funds from Chile to the foreign investor upon the sale of the acquired shares of our common stock or from dividends or other distributions made in connection therewith must be made through the Formal Exchange Market;
- all remittances of funds from Chile to the foreign investor upon the sale of shares underlying ADSs or from dividends or other distributions made in connection therewith must be made through the Formal Exchange Market; and
- all remittances of funds made to the foreign investor must be reported to the Central Bank by the intervening entity of the Formal Exchange Market.

When funds are brought into Chile for a purpose other than to acquire shares to convert them into ADSs or deposit them into an ADR facility and subsequently such funds are used to acquire shares to be converted into ADSs or deposited into an ADR facility, such investment must be reported to the Central Bank by the custodian within ten days following the end of each month within which the custodian is obligated to deliver periodic reports to the Central Bank.

When funds to acquire shares of our common stock or to acquire shares to convert them into ADSs or deposit them into an ADR facility are received by us abroad (i.e., outside of Chile), such investment must be reported to the Central Bank directly by the foreign investor or by an entity participating in the Formal Exchange Market within ten days following the end of the month in which the investment was made.

All payments in foreign currency in connection with our shares of common stock or ADSs made from Chile through the Formal Exchange Market must be reported to the Central Bank by the entity participating in the transaction. In the event there are payments made outside of Chile, the foreign investor must provide the relevant information to the Central Bank directly or through an entity of the Formal Exchange Market within the first ten calendar days of the month following the date on which the payment was made.

There can be no assurance that additional Chilean restrictions applicable to the holders of ADSs, the disposition of shares of our common shares underlying ADSs or the conversion or repatriation of the proceeds from such disposition will not be imposed in the future, nor can we assess the duration or impact of such restrictions if imposed.

Table of Contents

This summary does not purport to be complete and is qualified by reference to Chapter XIV of the Central Bank Foreign Exchange Regulations, a copy of which is available in Spanish and English versions at the Central Bank s website at www.bcentral.cl.

TAXATION

Chilean Tax Considerations

The following discussion is based on certain Chilean income tax laws presently in force, including Ruling No. 324 of January 29, 1990, of the *Servicio de Impuestos Internos*, or the Chilean Internal Revenue Service, and other applicable regulations and rulings. The discussion summarizes the principal Chilean income tax consequences of an investment in ADSs or shares of common stock by an individual who is not domiciled in, or a resident of, Chile or a legal entity that is not organized under the laws of Chile and does not have a permanent establishment located in Chile, which we refer to as a foreign holder. For purposes of Chilean tax law, an individual holder is a resident of Chile if he or she has resided in Chile for more than six months in one calendar year or for a total of more than six months in two consecutive tax years. The Chilean Internal Revenue Service has interpreted that the six months period must be uninterrupted. An individual holder is domiciled in Chile if he or she resides in Chile with the purpose of staying in Chile. Also, according to the Chilean Internal Revenue Service, an individual that has no residence in Chile may be nonetheless considered as domiciled in Chile if he or she intends to stay in Chile commencing on the day of entry into the country and such intention is evidenced by circumstances such as the acceptance of employment within Chile or the relocation of his or her family to Chile. This discussion is not intended as tax advice to any particular investor, which can be rendered only in light of that investor s particular tax situation.

Under Chilean law, provisions contained in statutes such as tax rates applicable to foreign holders, the computation of taxable income for Chilean purposes and the manner in which Chilean taxes are imposed and collected may be amended only by another statute. In addition, the Chilean tax authorities issue rulings and regulations of either general or specific application and interpret the provisions of Chilean tax law. Chilean taxes may not be assessed retroactively against taxpayers who act in good faith relying on such rulings and regulations, but Chilean tax authorities may change rulings and regulations prospectively. Chile and the United States have executed an income and capital tax treaty for the avoidance of double taxation and the prevention of fiscal evasion, but this treaty is not in effect, and its effectiveness is contingent upon ratification in the United States Senate and by the Chilean Congress. At this time it is not clear when the United States Senate and the Chilean Congress will consider ratification, and therefore the effective date of the treaty is uncertain.

Cash Dividends and Other Distributions

Cash dividends paid by us with respect to ADSs or shares of common stock held by a foreign holder are subject to a 35.0% Chilean withholding tax, which is withheld and paid over by us, which we refer to as the Chilean withholding tax. A credit against the Chilean withholding tax is available based on the corporate income tax, or the first category tax, actually paid on the taxable income to which the dividend is imputed; however, this credit does not reduce the Chilean withholding tax on a one-for-one basis because it also increases the base on which the Chilean withholding tax is imposed. Distribution of book income in excess of retained taxable income is subject to the Chilean withholding tax, but such distribution is not eligible for the credit since said income is not subject to the first category tax at the corporate level. Finally, distribution of non-taxable income or income subject to the first category tax applied as a sole tax is not subject to Chilean withholding tax. Under Chilean income tax law, for purposes of determining the level of the first category tax paid, dividends generally are assumed to have been paid out of oldest retained taxable profits. The effective rate of withholding tax to be imposed on dividends paid by us will vary depending upon the amount of the first category tax paid by us on the earnings to which the dividends are attributed. In our case, the amount paid as the first category tax is lower than it would be based on our income because the dividends paid to SAOS are considered tax deductible. For reconstruction purposes arising from the earthquake of February 2010, the first category tax rate was increased to 20% for year 2011 and to 18.5% for year 2012, returning on 2013 to its normal tax-rate of 17%. However, independently of the first category tax rate applicable at the corporate level the effective overall combined rate of Chilean taxes imposed with respect to our distributed profits is 35.0%.

The foregoing tax consequences apply to cash dividends paid and dividend distributions made in property, other than shares of common stock. Share dividends are not subject to Chilean taxation.

Table of Contents

Capital Gains

Gain realized on the sale, exchange or other disposition by a foreign holder of ADSs (or ADRs evidencing ADSs) will not be subject to Chilean taxation, provided that such disposition occurs outside Chile or that it is performed under the rules of Title XXIV of the Chilean Securities Market Law. The deposit and withdrawal of shares of common stock in exchange for ADRs will not be subject to any Chilean taxes.

Gain recognized on the sale or exchange of shares of common stock (as distinguished from sales or exchanges of ADSs representing such shares of common stock) by a foreign holder will be subject to both the first category tax and the Chilean withholding tax (the former being creditable against the latter) if (1) the foreign holder has held such shares of common stock for less than one year since exchanging ADSs for the shares of common stock, (2) the foreign holder acquired and disposed of the shares of common stock in the ordinary course of its business or as a regular trader of stock or (3) the sale is made to a company in which the foreign holder holds an interest (10.0% or more of the shares in the case of open stock corporations). In all other cases, gain on the disposition of shares of common stock will be subject only to the first category tax levied as a sole tax. In this last case, a 5.0% withholding will be imposed on the total amount to be remitted abroad, without any deductions, as a provisional payment of the total tax due, unless the profit subject to taxation can be determined, in which case the withholding is equal to the corporate tax rate on the profit. On the other hand, in case the gain recognized is subject to general taxation, that is, both the first category tax and the Chilean withholding tax (the former being creditable against the latter), a 20.0% provisional withholding would be imposed on the total amount (the sale price without any deduction), paid to, credited to, accounted for, put at the disposal of, or corresponding to the foreign holder. The foreign holder would be entitled to request a tax refund for any amounts withheld in excess of the taxes actually due, in April of the following year upon filing its corresponding tax return.

The acquisition value of the shares of common stock received in exchange for ADSs will represent the tax basis of such shares. The acquisition value is determined by the parties in the relevant deposit agreement, and generally corresponds to the highest price at which they are traded on the Santiago Stock Exchange on the date exchange takes place. Consequently, the conversion of ADSs into shares of common stock and sale of such shares of common stock for the value established under the deposit agreement will not generate a capital gain subject to taxation in Chile.

However, as the exchange is generally registered two days after the transaction is made, in case the price of the shares goes down, a gain would arise. To remedy this situation, on October 1, 1999, the Chilean Internal Revenue Service issued Ruling No. 3,708, allowing Chilean issuers of ADSs to amend the deposit agreements to which they are parties in order to include a clause that states that, in the case that the exchanged shares are sold by the ADSs holders in a Chilean stock exchange, either on the same day in which the exchange is recorded in the shareholders registry of the issuer or within the two prior business days to such date, the acquisition price of said exchanged shares shall be the price registered in the invoice issued by the stock broker that participated in the sale. Consequently, if this clause were included in the deposit agreement, the capital gain that may be generated if the exchange date is different from the date in which the shares received in exchange for ADSs were sold, it will not be subject to taxation.

The distribution and exercise of preemptive rights relating to the shares of common stock will not be subject to Chilean taxation. Amounts received in exchange for the shares or assignment of preemptive rights relating to the shares will be subject to both the first category tax and the Chilean withholding tax (the former being creditable against the latter to the extent described above).

Capital gains obtained by foreign institutional investors such as mutual funds, pension funds and others, from the sale of shares of publicly traded corporations, which are actively traded in a stock exchange, carried out through a Chilean stock exchange authorized by the Chilean Superintendency of Securities and Insurance or in a tender offer are exempt of income tax in Chile. The Chilean Internal Revenue Service has not enacted any rule nor issued any ruling about the applicability of this regulation to foreign holders of ADSs.

Table of Contents

A foreign institutional investor is an entity that is:

- a fund that makes public offers of its shares in a country with investment grade public debt, according to a classification performed by an international risk classification entity registered with the Chilean Superintendency of Securities and Insurance;
- a fund registered with a regulatory entity of a country with investment grade public debt, according to a classification performed by an international risk classification entity registered with the Chilean Superintendency of Securities and Insurance, provided that its investments in Chile, including securities issued abroad representing Chilean securities, represent less than 30.0% of its portfolio;
- a fund whose investments in Chile, including securities issued abroad representing Chilean securities, represent less than 30.0% of its portfolio, provided that no more than 10.0% of the equity or right to the profits of the fund is directly or indirectly owned by Chilean residents;
- a pension fund that is exclusively organized by individuals that receive their pensions out of an accumulated capital in the fund, which is subject in its home country to regulation or supervision by the regulatory authorities;
- a Foreign Capital Investment Fund, as defined in Chilean Law No. 18,657, in which case all quota holders must be non-Chilean residents or Chilean institutional investors; or
- any other foreign institutional investor that complies with the regulatory requirements set forth in general regulations for each category of investor, prior information from the SVS and the Chilean IRS.

In order to be entitled to the exemption under analysis, foreign institutional investors, during the time in which they operate in Chile, must meet the following requirements:

- be organized abroad and not be domiciled in Chile;
- not participate either directly or indirectly in the control of the issuers of the securities in which they invest or directly or indirectly hold or participate in, 10.0% or more of the capital or the profits of such corporations.;
- execute a written agreement with a Chilean bank or stock broker incorporated in Chile, in which the bank or stock broker undertakes to execute purchase and sale orders, verify the applicability of the tax exemption or the applicability of taxes, and in this last case verify that the applicable withholdings have been made by the payor of the rent; and
- register with the Chilean Internal Revenue Service by means of a sworn statement issued by the bank or stock broker mentioned above.

Also, according to article 107 of the Chilean Income Law, gains derived from the sale or transfer of shares of publicly-traded companies organized in Chile that are actively traded in a stock exchange, as defined in the relevant regulation, are exempt of taxes in Chile, provided that the following requirements are met:

The seller must have acquired the shares: (i) in a Chilean stock exchange authorized by the Chilean Superintendency of Securities and Insurance; (ii) pursuant to a regulated tender offer carried out according to Title XXV of the Chilean Securities Market Law; (iii) at the time of incorporation of the corporation or pursuant to a capital increase, (iv) pursuant to the exchange of public traded securities convertible in shares (in this case the acquisition cost of the shares corresponds to the exchange price), or (v) in a redemption of securities from mutual funds;

The shares must be sold: (i) in a stock exchange authorized by the Chilean Superintendency of Securities and Insurance; (ii) pursuant to a regulated tender offer; or (iii) in a contribution of securities on mutual funds.

Table of Contents

The exemption under analysis also applies if the sale or transfer of shares is executed within 90 days following the day on which they were no longer considered as actively traded. In such case, the profit exempted from Chilean taxes will be up to the average price of shares within the last 90 days on which they were actively traded. Any profit above the average price will be subject to the general tax regime applicable to the transfer of shares.

Other Chilean Taxes

There are no Chilean inheritance, gift or succession taxes applicable to the transfer or disposition of the ADSs by a foreign holder, however according to the Chilean Internal Revenue Services criteria; such taxes generally will apply to the transfer at death or by a gift of shares of common stock by a foreign holder. No Chilean stamp, issue, registration or similar taxes or duties apply to foreign holders of ADSs or shares of common stock.

United States Federal Income Tax Considerations

The following discussion is a summary of certain U.S. federal income tax considerations that may be relevant to the acquisition, ownership and disposition of shares of our common stock, as well as the ownership and disposition of ADSs received pursuant to a deposit into the ADR facility of shares of our common stock, by a beneficial owner that is: (i) an individual who is a citizen or resident of the United States; (ii) a corporation (or other entity treated as a corporation for U.S. federal income tax purposes) created or organized under the laws of the United States, any state thereof or the District of Columbia; (iii) an estate the income of which is subject to U.S. federal income tax regardless of its source; or (iv) a trust if a court within the United States is able to exercise primary supervision over its administration and one or more U.S. persons have the authority to control all substantial decisions of the trust (or otherwise if the trust has a valid election in effect under current U.S. Treasury regulations to be treated as a U.S. person). For purposes of this discussion, we refer to these owners of ADSs or shares of our common stock as U.S. Holders. If a partnership holds ADSs or shares of our common stock, the tax treatment of a partner will generally depend upon the status of the partner and upon the activities of the partnership. A prospective investor who is a partner of a partnership holding ADSs or shares of our common stock should consult its own tax advisors.

This summary is not a comprehensive discussion of all of the tax considerations that may be relevant to a U.S. Holder s decision to acquire shares of our common stock. In particular, this discussion is directed only to U.S. Holders that will hold ADSs or shares of our common stock as capital assets (generally, property held for investment) and it does not address any special U.S. federal income tax consequences that may be applicable to U.S. Holders that are subject to special treatment under the Internal Revenue Code of 1986, as amended (U.S. Code), such as banks, brokers or dealers in securities or currencies, traders in securities electing the mark-to-market method of accounting, financial institutions, life insurance companies, tax-exempt entities, regulated investment companies, real estate investment trusts, partnerships, holders that own or are treated as owning 10% or more of our voting shares of our common stock, persons holding ADSs or shares of our common stock as part of a hedging, conversion or other integrated transaction or a straddle, persons subject to the alternative minimum tax or persons whose functional currency is not the U.S. dollar. Prospective investors are advised to satisfy themselves as to the overall U.S. federal, state and local tax consequences of their ownership of ADSs or shares of our common stock by consulting their own tax advisors.

Except where specifically described below, this discussion assumes that we are not a passive foreign investment company (PFIC), for U.S. federal income tax purposes. Please see the discussion under Passive Foreign Investment Companies below.

The statements of U.S. federal income tax laws set out below are based on the laws in force as of the date hereof and may be subject to changes in U.S. federal income tax law occurring after that date, including changes that may have retroactive effect.

ADRs

A U.S. Holder who deposits shares of our common stock into the ADR facility, receiving ADSs in return, will be treated for U.S. federal income tax purposes as the beneficial owner of the underlying shares of our common stock represented by those ADSs and evidenced by ADRs. Deposits and withdrawals of shares of our common stock by U.S. Holders in exchange for ADSs will not result in the realization of gain or loss for U.S. federal income tax purposes.

Taxation of Dividends

Subject to the discussion below under Passive Foreign Investment Companies, distributions of cash or property (other than shares of our common stock, if any, distributed pro rata to all of our shareholders, including holders of ADSs) paid out of our current or accumulated earnings and profits (as determined for U.S. federal income tax purposes) with respect to ADSs or shares of our common stock, including the net amount of the Chilean income tax withheld on the distribution (after taking into account the credit for the first category tax), will be includible in gross income as ordinary income on the date on which the U.S. Holder receives the dividends, in the case of shares of our common stock, or the date the depositary receives the dividends, in the case of ADSs. To the extent that the amount of any distribution exceeds our current and accumulated earnings and profits as determined for U.S. federal income tax purposes, such excess amounts will be treated first as a nontaxable return of capital to the extent of such U.S. Holder s tax basis in the shares of our common stock and, thereafter, as capital gain. As used below, the term dividend means a distribution that constitutes a dividend for U.S. federal income tax purposes. Dividends paid in Chilean pesos generally will be includible in gross income in a U.S. dollar amount calculated by reference to the exchange rate in effect on the date the U.S. Holder receives the dividends, in the case of shares of our common stock, or the date the depositary receives the dividends, in the case of ADSs. U.S. Holders should consult their own tax advisors regarding the treatment of foreign currency gain or loss, if any, on any Chilean pesos received which are converted into U.S. dollars after they are received.

Dividends paid to corporate U.S. Holders with respect to ADSs or shares of our common stock will not be eligible for the dividends received deduction allowed to corporations under the U.S. Code. Under current law, dividends received in taxable years beginning before January 1, 2013 by certain non-corporate U.S. Holders with respect to ADSs will be subject to U.S. federal income tax at a maximum rate of 15% if the dividends constitute qualified dividend income for U.S. federal income tax purposes. Dividends paid on the ADSs will be treated as qualified dividend income if:

- the ADSs are readily tradable on an established securities market in the United States; and

- we were not, in the year prior to the year in which the dividend was paid, and are not, in the year in which the dividend is paid, a PFIC.

The ADSs are listed on the NYSE, and will qualify as readily tradable on an established securities market in the United States so long as they are so listed. Moreover, as discussed below under Passive Foreign Investment Companies, we believe that we will not be treated as a PFIC for U.S. federal income tax purposes with respect to our 2011 and current taxable year, and based on our current expectations regarding the value and nature of our assets, the sources and nature of our income, relevant market and shareholder data and our current business plans, we do not anticipate becoming a PFIC in the future. However, there can be no assurance in this regard because the PFIC determination is made annually and is based on the portion of our assets (including goodwill) and income that is characterized as passive under the PFIC rules and our continued qualification for an exception to the PFIC rules for certain foreign banks.

Based on existing guidance, we do not expect that dividends paid on shares of our common stock will be qualified dividends because shares of our common stock are not readily tradable on an established securities market in the United States and, although a comprehensive income tax treaty between Chile and the United States has been signed, such treaty is not currently in force.

Subject to generally applicable limitations and conditions under the U.S. Code (including a minimum holding period requirement), Chilean income tax withheld from dividends (after taking into account the credit for the first category tax, when it is available) will be treated as a foreign income tax eligible for credit against a U.S. Holder s U.S. federal income tax liability. If the amount of Chilean income tax initially withheld from a dividend is determined to be in excess of a U.S. Holder s Chilean tax liability, thereby permitting a U.S. Holder to obtain a refund in respect of such excess tax, such excess tax may not be creditable. Dividends paid on the ADSs or shares of our common stock will generally constitute foreign source income, and for purposes of calculating the foreign tax credit, as passive category income, for most U.S. Holders. U.S. Holders are not allowed foreign tax credits for

Table of Contents

income taxes withheld in respect of certain short-term or hedged positions in securities and may not be allowed foreign tax credits in respect of arrangements in which their expected economic profit is insubstantial. Alternatively, a U.S. Holder may be able to deduct Chilean income taxes paid with respect to dividends on our shares of common stock against its taxable income, assuming such U.S. Holder does not take a credit for any foreign income taxes paid or accrued during the taxable year and certain other conditions are met. U.S. Holders should consult their own advisors concerning the implications of these rules in light of their particular circumstances.

Taxation of Capital Gains or Losses

Subject to the discussion below under Passive Foreign Investment Companies, gain or loss realized by a U.S. Holder on the sale, exchange or other taxable disposition of ADSs or shares of our common stock generally will be capital gain or loss and generally will be long-term capital gain or loss if the shares of our common stock have been held for more than one year. The amount of gain or loss realized will be the difference between (i) the amount realized on the sale, exchange or other taxable disposition of ADSs or shares of our common stock over (ii) the U.S. Holder s adjusted tax basis in such ADSs or shares of our common stock. Long-term capital gain realized by certain U.S. Holders (including individuals) generally is eligible for favorable rates of U.S. federal income tax. The deductibility of capital losses is subject to significant limitations under the U.S. Code.

The initial tax basis of shares of our common stock purchased by a U.S. Holder will be the U.S. dollar value of the Chilean pesos denominated purchase price determined on the date of purchase. If shares of our common stock are treated as being traded on an established securities market, a cash basis U.S. Holder, or, if it elects, an accrual basis U.S. Holder, will determine the U.S. dollar value of the cost of such shares by translating the amount paid at the spot rate of exchange on the settlement date of the purchase. If a U.S. Holder converts U.S. dollars to Chilean pesos and immediately uses the currency to purchase shares of our common stock, such conversion generally will not result in taxable gain or loss to the U.S. Holder.

With respect to the sale, exchange or other taxable disposition of shares of our common stock, the amount realized by a U.S. Holder generally will be the U.S. dollar value of the payment received determined on (1) the date of receipt of payment in the case of a cash basis U.S. Holder or (2) the date of disposition in the case of an accrual basis U.S. Holder. If shares of our common stock are treated as being traded on an established securities market, a cash basis U.S. Holder, or, if it elects, an accrual basis U.S. Holder, will determine the U.S. dollar value of the amount realized by translating the amount received at the spot rate of exchange on the settlement date of the sale.

Any gain or loss realized by a U.S. Holder on such a sale, exchange or other taxable disposition of shares of our common stock will generally be treated as U.S. source income or loss for U.S. foreign tax credit purposes. If Chilean income tax is withheld on such sale, exchange or other taxable disposition (see Taxation Chilean Tax Considerations Capital Gains), a U.S. Holder generally would not be able to utilize foreign tax credits in respect of such Chilean income tax unless the U.S. Holder has other income from foreign sources, for purposes of the foreign tax credit limitation rules. Alternatively, a U.S. Holder may be able to deduct Chilean income taxes paid with respect to a disposition of shares of our common stock against its taxable income, assuming such U.S. Holder does not take a credit for any foreign income taxes paid or accrued during the taxable year and certain other conditions are met. U.S. Holders should consult their own tax advisors regarding the application of the foreign tax credit limitation rules to their investment in, and disposition of, the shares of our common stock.

Passive Foreign Investment Companies

Special U.S. federal income tax rules apply to U.S. persons owning ADSs or common shares of a PFIC. A foreign corporation generally will be classified as a PFIC for U.S. federal income tax purposes in any taxable year in which, after applying relevant look through rules with respect to the income and assets of subsidiaries, either:

- at least 75% of its gross income is passive income ; or
- on average at least 50% of the gross value of its assets is attributable to assets that produce passive income or are held for the production of passive income.

For this purpose, passive income generally includes, among other things, dividends, interest, rents, royalties, gains from the disposition of passive assets and gains from commodities and securities transactions. In

determining whether a foreign corporation is a PFIC, a pro rata portion of the income and assets of each corporation in which it owns, directly or indirectly, at least 25% interest (by value) is taken into account.

Banks generally derive a substantial part of their income from assets that are interest bearing or that otherwise could be considered passive under the PFIC rules. An exception, however, is provided for income derived in the active conduct of a banking business (the Active Bank Exception). The application of the Active Bank Exception to banks is unclear under present U.S. federal income tax law. The U.S. Internal Revenue Service (U.S. IRS) has issued a notice and has proposed U.S. Treasury regulations which have different requirements for qualifying as a foreign bank and for determining the banking income that may be excluded from passive income under the Active Bank Exception. Based on our current estimates of our gross income and gross assets, the nature of our business and our interpretation of the proposed U.S. Treasury regulations and notice relating to the Active Bank Exception, we do not expect to be classified as a PFIC for our current taxable year (although the determination cannot be made until the end of such taxable year), and we intend to continue our operations in such a manner that we do not expect to be classified as a PFIC in the foreseeable future. There can be no assurances in this regard, however, because the application of the relevant rules is complex and involves some uncertainty. The PFIC determination is made annually and is based on the portion of our assets (including goodwill) and income that is characterized as passive under the PFIC rules. In addition, the relevant U.S. Treasury regulations addressing the Active Bank Exception may not be finalized in their current form, and our PFIC status may be impacted if and when these U.S. Treasury regulations are finalized. Moreover, our business plans may change, which may affect the PFIC determination in future years.

If we are treated as a PFIC for any year, U.S. Holders may be subject to adverse tax consequences upon a sale, exchange or other disposition of ADSs or shares of our common stock, or upon the receipt of certain excess distributions (generally distributions in excess of 125% of the average distribution over the shorter of a three-year period or the U.S. Holder s holding period for shares of our common stock) from us. In this event, unless a U.S. Holder elects to be taxed annually on a mark-to-market basis with respect to ADSs or shares of our common stock, as described below, any gain realized on a sale or other taxable disposition of ADSs or shares of our common stock or excess distributions would be treated as realized ratably over the U.S. Holder s holding period for such ADSs or shares of our common stock, and amounts allocated to prior years during which we were a PFIC would be taxed at the highest tax rate in effect for each such year. An additional interest charge may apply to the portion of the U.S. federal income tax liability on such gain or distribution treated under the PFIC rules as having been deferred by the U.S. Holder. Amounts allocated to the taxable year in which the sale or excess distribution occurs and to any year before we became a PFIC would be taxed as ordinary income in the taxable year in which the sale or excess distribution occurs. If we were a PFIC, certain subsidiaries and other entities in which we have a direct or indirect interest may also be PFICs (Lower-tier PFICs). Under attribution rules, U.S. Holders would be deemed to own their proportionate shares of Lower-tier PFICs and would be subject to U.S. federal income tax according to the rules described above on (i) certain distributions by a Lower-tier PFIC and (ii) a disposition of shares of a Lower-tier PFIC, in each case as if the U.S. Holder held such shares directly, even though such U.S. Holder had not received the proceeds of those distributions or dispositions.

If we are treated as a PFIC, the rules described in the foregoing paragraph can be avoided by a U.S. Holder that makes a mark-to-market election. A U.S. Holder may make a mark-to-market election for ADSs or shares of our common stock (but not for the shares of any Lower-tier PFIC) if such ADSs or shares of our common stock constitute marketable stock as defined in the U.S. Treasury regulations. ADSs and shares of our common stock will be marketable stock if they are regularly traded on a qualified exchange or other market within the meaning of the U.S. Treasury regulations. The ADSs are listed on the NYSE, and will qualify as regularly traded on an established securities market so long as they are so listed. No assurance can be given, however, that our common stock will be considered regularly traded on an established securities market. In particular, it is unclear whether the Santiago Stock Exchange, the *Bolsa Electrónica de Chile* and the Valparaiso Stock Exchange would meet the requirements for a qualified exchange or other market. A U.S. Holder electing the mark-to-market regime generally would compute gain or loss at the end of each taxable year as if the ADSs or shares of our common stock had been sold at fair market value. Any gain recognized by the U.S. Holder under mark-to-market treatment, or on an actual sale, would be treated as ordinary income, and the U.S. Holder would be allowed an ordinary deduction for any decrease in the value of its ADSs or shares of our common stock as of the end of any taxable year, and for any loss recognized on an actual sale, but only to the extent, in each case, of previously included mark-to-market income not offset by previously deducted decreases in value. Any loss on an actual sale of ADSs or shares of our common

Table of Contents

stock would be a capital loss to the extent in excess of previously included mark-to-market income not offset by previously deducted decreases in value. A U.S. Holder s adjusted tax basis in its ADSs or shares of our common stock will be increased by the amount of income inclusion and decreased by the amount of deductions under the mark-to-market rules. U.S. Holders should be aware, however, that if we are determined to be a PFIC, the interest charge regime described above could be applied to indirect distributions or gains deemed to be attributable to U.S. Holders in respect of any of our Lower-tier PFICs, and the mark-to-market election generally would not be effective for such Lower-tier PFICs.

The rules described in the second preceding paragraph can also be avoided by a U.S. Holder that elects to treat us as a qualified electing fund. However, this option will generally not be available to U.S. Holders because we do not intend to provide the information necessary for U.S. Holders to make such election.

A U.S. Holder that owns ADSs or shares of our common stock during any taxable year that we are treated as a PFIC would be required to file U.S. IRS Form 8621. U.S. Holders should also be aware that recently enacted legislation would impose an additional annual filing requirement for U.S. persons owning shares of a PFIC. The legislation does not describe what information would be required to be included in the additional annual filing, but grants the Secretary of the U.S. Treasury Department power to make this determination. U.S. Holders should consult their own tax advisors regarding the application of the PFIC rules to ADSs or shares of our common stock, the availability and advisability of making an election to avoid the adverse tax consequences of the PFIC rules should we be considered a PFIC for any taxable year and the application of the recently enacted legislation to their particular situation.

Backup Withholding and Information Reporting

Dividends paid on, and proceeds from the sale or other disposition of, ADSs or shares of our common stock to a U.S. Holder generally will be subject to the information reporting requirements of the U.S. Code and may be subject to backup withholding unless the U.S. Holder provides an accurate taxpayer identification number and makes any other required certification or otherwise establishes an exemption. Backup withholding is not an additional tax. The amount of any backup withholding from a payment to a U.S. Holder will be allowed as a credit against the U.S. Holder s U.S. federal income tax liability and may entitle the U.S. Holder to a refund, provided that certain required information is timely furnished to the U.S. IRS.

In addition, U.S. Holders should be aware that recently enacted legislation imposes new reporting requirements with respect to the holding of certain foreign financial assets, including stock of foreign issuers, either directly or through certain foreign financial institutions, if the aggregate value of all such assets exceeds U.S.$50,000. U.S. Holders should consult their own tax advisors regarding the application of the information reporting rules to ADSs or shares of our common stock and the application of the recently enacted legislation to their particular situations.

HOLDERS OF ADSs OR SHARES OF OUR COMMON STOCK SHOULD CONSULT THEIR OWN TAX ADVISORS AS TO THE CHILEAN, U.S. FEDERAL INCOME AND OTHER TAX CONSEQUENCES OF THE ACQUISITION, OWNERSHIP AND DISPOSITION OF ADSs OR SHARES OF OUR COMMON STOCK, INCLUDING, IN PARTICULAR, THE EFFECT OF ANY NON-U.S., STATE OR LOCAL TAX LAWS.

DOCUMENTS ON DISPLAY

The materials included in this annual report on Form 20-F, and exhibits thereto, may be inspected and copied at the SEC s public reference room in Washington, D.C. Please call the SEC at 1-800-SEC-0330 for further information on the public reference rooms. The SEC maintains a website at http://www.sec.gov that contains reports and information statements and other information regarding us. The reports and information statements and other information about us can be downloaded from the SEC s website.

Table of Contents

Item 11. Quantitative and Qualitative Disclosures About Market Risk

For quantitative and qualitative information related to market risk, see Note 40 to our audited consolidated financial statements as of and for the year ended December 31, 2011 appearing elsewhere in this annual report.

Item 12. Description of Securities Other Than Equity Securities

Item 12A. Debt Securities

Not Applicable.

Item 12B. Warrants and Rights

Not Applicable.

Item 12C. Other Securities

Not Applicable.

Item 12D. American Depositary Shares

JPMorgan Chase Bank, N.A. (the Depositary) serves as the depositary for our ADSs. ADS holders are required to pay various fees to the Depositary, and the Depositary may refuse to provide any service for which a fee is assessed until the applicable fee has been paid.

ADS holders are required to pay the Depositary amounts in respect of expenses incurred by the Depositary or its agents on behalf of ADS holders, including expenses arising from compliance with applicable law, taxes or other governmental charges, facsimile transmission or conversion of foreign currency into U.S. dollars.

ADS holders are also required to pay additional fees for certain services provided by the Depositary, as set forth in the table below.

Depositary service	Fee payable by ADS holders
(a) Issuance and delivery of ADRs against deposits of shares, including deposits in respect of share distributions, rights and other distributions	Up to U.S.$5.00 per 100 ADSs (or portion thereof)
(b) Distribution of dividends	U.S.$0.02 or less per ADS
(c) Withdrawal of shares underlying ADSs	Up to U.S.$5.00 per 100 ADSs (or portion thereof)
(d) Transfer, combination and split-up of ADRs	U.S.$1.50 per ADS

The Depositary may sell (by public or private sale) sufficient securities and property received in respect of share distributions, rights and other distributions prior to the deposit of shares to pay the charges described in (a) and (c) of the table above. In addition, the Depositary may deduct from any distributions on or in respect of deposited securities, or may sell by public or private sale for the account of a holder, any part or all of such deposited securities (after attempting by reasonable means to notify the holder prior to such sale), and may apply such deduction or the proceeds of any such sale in payment of any tax or other governmental charge that may become payable by or on behalf of a custodian or the Depositary with respect to any ADR, any deposited securities represented by ADSs or any distribution thereon.

Payments by the Depositary

The Depositary has agreed to reimburse us for certain reasonable expenses related to the ADS program, subject to a cap agreed between the Depositary and us. These reimbursable expenses currently include, but are not limited to, legal fees, NYSE listing fees, investor relations servicing, investor related presentations, ADR-related advertising and public relations in those jurisdictions in which the ADRs may be listed or otherwise quoted for trading, and accountants fees in relation to our regulatory filings. During the year ended December 31, 2011, we did not receive any reimbursement.

Table of Contents

PART II

Item 13. Defaults, Dividend Arrearages and Delinquencies

None.

Item 14. Material Modifications to the Rights of Security Holders and Use of Proceeds

None.

Item 15. Controls and Procedures

(a) Disclosure Controls and Procedures

We have evaluated, with the participation of our chief executive officer and chief financial officer, the effectiveness of our disclosure controls and procedures as of December 31, 2011.

There are inherent limitations to the effectiveness of any system of disclosure controls and procedures, including the possibility of human error and the circumvention or overriding of the controls and procedures. Accordingly, even effective disclosure controls and procedures can only provide reasonable assurance of achieving their control objectives. Based upon our evaluation, our chief executive officer and chief financial officer concluded that our disclosure controls and procedures were effective to provide reasonable assurance that information required to be disclosed by us in the reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported, within the time periods specified in the applicable rules and forms, and that it is accumulated and communicated to our management, including our chief executive officer and chief financial officer, as appropriate to allow timely decisions regarding required disclosure.

(b) Management s Annual Report on Internal Control Over Financial Reporting

Our management is responsible for establishing and maintaining adequate internal control over financial reporting as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act. The company s internal control over financial reporting is designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. The company s internal control over financial reporting includes those policies and procedures that:

(i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;

(ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and

(iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of the company s assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Management assessed the effectiveness of the company s internal control over financial reporting as of December 31, 2011. In making this assessment, management used the criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission (COSO) in Internal Control-Integrated Framework.

Based on our assessment and those criteria, management believes that the company maintained effective internal control over financial reporting as of December 31, 2011.

Table of Contents

(c) Report of Independent Registered Public Accounting Firm on Internal Controls

Ernst & Young Limitada, the independent registered public accounting firm that has audited our financial statements, has issued an attestation report on our internal control over financial reporting as of December 31, 2011. This attestation report appears on page F-3 of our audited consolidated financial statements as of and for the year ended December 31, 2011.

(d) Changes in Internal Control over Financial Reporting

There has been no change in our internal control over financial reporting during 2011 that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

Item 16. [Reserved]

Item 16A. Audit Committee Financial Expert

Our board of directors has determined that Mr. Jorge Awad M., a member of our directors/audit committee who satisfies the independence requirements of both Chilean law and Rule 10A-3 under the Exchange Act, qualifies as an audit committee financial expert pursuant to the Instruction to paragraph (a) of Item 16A. Mr. Awad possesses the relevant financial experience because of his oversight of the preparation of financial statements of various companies through his experience detailed in Item 6. Directors, Senior Management and Employees Jorge Awad M. , in particular with Lan Airlines S.A. (an SEC registrant) as a member of their board of director s committee, where his main duties included the examination of reports of external auditors, balance sheets and other financial statements required by applicable regulations.

Item 16B. Code of Ethics

In 2008, we adopted a new Code of Ethics, as defined in Item 16B of Form 20-F under the Exchange Act. The Code of Ethics applies to our chief executive officer, chief financial officer, principal accounting officer and persons performing similar functions, and to all other employees without exception. Since 2011, the Code of Ethics additionally applies to our Directors and Consultants of our Board. A current copy of the Code of Ethics is filed as Exhibit 11.1 to this annual report.

Item 16C. Principal Accountant Fees and Services
Audit and Non-Audit Fees

The following table sets forth the fees billed to us by our independent auditors, Ernst & Young Limitada, during the fiscal years ended December 31, 2009, 2010 and 2011:

	Year ended December 31,		
	2009	2010	2011
	(in millions of Ch$)		
Audit fees	Ch$ 487	Ch$ 549	Ch$ 554
Audit-related fees		123	181
Tax fees			
Other fees	30	30	
Total fees	Ch$ 517	Ch$ 702	Ch$ 735

Audit fees in the above table are the aggregate fees billed by Ernst & Young Limitada in connection with the audit of our annual financial statements. This line item includes: (i) the statutory audit required by local regulations, (ii) annual reviews related to filings with the SEC, and

(iii) the audit of the consolidated financial statements required by Item 18 of Form 20-F.

Audit-related fees in the above table are fees billed by Ernst & Young Limitada mainly for the audit and review of filings our filings to regulators, the SEC (USA), and the CNBV (Mexico). Additionally, we were billed for other specific reviews of certain branches in Chile and Treasury Division.

Table of Contents

Tax fees No services for tax compliance, tax advice, or tax planning was engaged or rendered by Ernst & Young Limitada during these periods.

Other fees in the above table are fees billed by Ernst & Young Limitada related to compensation for research studies during 2009 and 2010, services rendered in connection with the merger of the subsidiaries Banchile Corredores de Bolsa S.A. and Citibank Agencia de Valores S.A., and IFRS training and services that were specifically required by the Superintendency of Banks during 2009 and 2010. No other fees were billed in 2011.

Directors/Audit Committee Pre-Approval Policies and Procedures

Auditors are pre-approved by our directors/audit committee, whose main duties are disclosed in Item 6. Directors, Senior Management and Employees Board Practices. Furthermore, the selection of external auditors is subject to approval by our shareholders at the ordinary annual shareholders meeting. All proposed services carried out by our external auditors as well as corresponding fees related to audit and non-audit services, have been presented to our directors/audit committee, which has determined they are reasonable and consistent with our policies.

Item 16D. Exemptions from the Listing Standards for Audit Committees

Mr. Quiroz serves on our directors/audit committee in reliance upon the exemption from the independence requirements contained in Rule 10A-3(b)(1)(iv)(D). We do not believe that such reliance would materially adversely affect the ability of the directors/audit committee to act independently and to satisfy the other requirements of Rule 10A-3.

Item 16E. Purchases of Equity Securities by the Issuer and Affiliated Purchasers

We did not make any purchases of our previously issued shares during the fiscal year ended December 31, 2011.

Item 16F. Change in Registrant s Certifying Accountant

Not Applicable.

Item 16G. Corporate Governance

Pursuant to Section 303A.11 of the Listed Company Manual of the NYSE, we are required to provide a summary of the significant ways in which our corporate governance practices differ from those required for U.S. companies under the NYSE listing standards. We are a Chilean bank with shares listed on the Santiago Stock Exchange, the Valparaiso Stock Exchange, the Chilean Electronic Stock Exchange, the LSE and the Latibex and ADSs listed on the New York Stock Exchange. Our corporate governance practices are governed by our bylaws, the General Banking Law, the Chilean Corporations Law, the *Ley de Mercado de Valores* No. 18,045 (the Securities Market Law), and the regulations issued by the Superintendency of Banks. Therefore, you may not have the same protections afforded to shareholders of U.S. companies under the NYSE listing standards.

The table below discloses the significant differences between our corporate governance practices and the NYSE standards.

NYSE Standards	Our Corporate Governance Practice
Director Independence. *Majority of board of directors must be independent. Controlled companies, which would include our company if it were a U.S. issuer, are exempt from this requirement. §303A.01*	Pursuant to the General Banking Law, we are not required to make a determination as to the independence of our directors. However, pursuant to the Chilean Corporations Law, under certain circumstances provided in Article 50bis of such law, we are required to appoint at least one independent director.

The definition of independence applicable to us pursuant to the Chilean Corporations Law differs in certain aspects from the definition applicable to U.S. issuers

Table of Contents

NYSE Standards	Our Corporate Governance Practice
	under the NYSE rules. Under the Chilean Corporations Law, as recently amended, there are several factors that must be observed in order to determine whether a director is deemed to be independent. These factors are included in Article 50bis of the Chilean Corporations Law. In addition, under the regulations of the Superintendency of Banks, members of the directors/audit committee must satisfy international independence criteria set forth by our board of directors.
Executive Sessions*. Non-management directors must meet regularly in executive sessions without management. Independent directors should meet alone in an executive session at least once a year. §303A.03*	There is no similar requirement under our bylaws or under applicable Chilean law.
Audit committee*. Audit committee must satisfy the independence and other requirements of Rule 10A-3 under the Exchange Act, and the more stringent requirements under the NYSE standards is required. §§303A.06, 303A.07.*	We are in compliance with Rule 10A-3. The members of our directors/audit committee are not required to satisfy the NYSE independence and other audit committee standards that are not prescribed by Rule 10A-3.
Nominating/corporate governance committee*. Nominating/corporate governance committee of independent directors is required. The committee must have a charter specifying the purpose, duties and evaluation procedures of the committee. Controlled companies, which would include our company if it were a U.S. issuer, are exempt from these requirements. §303A.04*	We are not required to have, and do not have, a nominating/corporate governance committee.
Compensation committee. *Compensation committee of independent directors is required, which must approve executive officer compensation. The committee must have a charter specifying the purpose, duties and evaluation procedures of the committee. Controlled companies, which would include our company if it were a U.S. issuer, are exempt from this requirement. §303A.05*	We are not required to have a compensation committee. Pursuant to the Chilean Corporations Law, our directors/audit committee must approve compensation plans.
Equity compensation plans. *Equity compensation plans require shareholder approval, subject to limited exemptions.*	Equity compensation plans require shareholder approval, subject to limited exemptions.
Code of Ethics. *Corporate governance guidelines and a code of business conduct and ethics is required, with disclosure of any waiver for directors or executive officers. §303A.10*	We have adopted a code of ethics applicable to all of our executive officers, employees, directors and advisors to our board of directors, a version of which is filed as an exhibit to this Form 20-F. We are required by Item 16B of Form 20-F to disclose any waivers granted to our chief executive officer, chief financial officer, principal accounting officer and persons performing similar functions. Our Code of Ethics sets forth the principles and values that govern personnel conduct as well as other issues such as conflicts of interests, usage of privileged information, internal controls for fraud

NYSE Standards	Our Corporate Governance Practice
	prevention and labor responsibility.

Table of Contents

PART III

Item 17. Financial Statements

Not applicable.

Item 18. Financial Statements

Our audited consolidated financial statements are included in this annual report beginning at page F-1. Our financial statements have been prepared in accordance with International Financial Reporting Standards as issued by the International Accounting Standards Board.

Item 19. Exhibits

LIST OF EXHIBITS

Exhibit No.	Exhibit
1.1	*Estatutos* of Banco de Chile, which serve as our articles of incorporation and bylaws (English translation) (filed as an exhibit to our annual report on Form 20-F (File No. 001-15266) for the year ended December 31, 2010, and incorporated herein by reference).
2.1	Form of Deposit agreement among Banco de Chile, JPMorgan Chase Bank as depositary, and the holders from time to time of ADSs (incorporated by reference to our registration statement on Form F-4 (File No. 333-14020) filed on October 18, 2001).
2.2	Amendment No. 1, dated February 1, 2011, to the Deposit Agreement among Banco de Chile, JPMorgan Chase Bank, N.A. as depositary and holders from time to time of ADSs (incorporated by reference to our registration statement on Form F-6 (Registration No. 333-171999) filed on February 1, 2011).
3.1	Master Joint Venture Agreement between Quiñenco S.A., Citigroup, Inc. and Citibank Overseas Investment Corporation, dated July 19, 2007 (English translation) (filed as an exhibit to our annual report on Form 20-F (File No. 001-15266) for the year ended December 31, 2007, and incorporated herein by reference).
3.2	Shareholders Agreement between Quiñenco, S.A., Citigroup Chile S.A. and the minority shareholders of LQIF, dated December 27, 2007 (English translation) (filed as an exhibit to our annual report on Form 20-F (File No. 001-15266) for the year ended December 31, 2007, and incorporated herein by reference).
3.3	Amendment to the Master Joint Venture Agreement between Quiñenco S.A., Citigroup, Inc. and Citibank Overseas Investment Corporation, dated December 19, 2008 (English translation) (filed as an exhibit to our annual report on Form 20-F (File No. 001-15266) for the year ended December 31, 2008, and incorporated herein by reference).
4.1	Merger Agreement between Banco de Chile and Citibank Chile, dated December 26, 2007 (English translation) (filed as an exhibit to our annual report on Form 20-F (File No. 001-15266) for the year ended December 31, 2007, and incorporated herein by reference).
4.2	Cooperation Agreement between Banco de Chile and Citigroup Inc., dated December 27, 2007 (English translation) (filed as an exhibit to our annual report on Form 20-F (File No. 001-15266) for the year ended December 31, 2007, and incorporated herein by reference).
4.3	Global Connectivity Agreement between Banco de Chile and Citigroup Inc., dated December 27, 2007 (English translation) (filed as an exhibit to our annual report on Form 20-F (File No. 001-15266) for the year ended December 31, 2007, and incorporated herein by reference).
4.4	Asset Purchase Agreement between Banco de Chile and Citibank, N.A., dated December 31, 2007 (English translation) (filed as an exhibit to our annual report on Form 20-F (File No. 001-15266) for the year ended December 31, 2007, and incorporated herein by reference).

Exhibit No.	Exhibit
4.5	Trademark License Agreement between Banco de Chile and Citigroup Inc., dated December 27, 2007 (English translation) (filed as an exhibit to our annual report on Form 20-F (File No. 001-15266) for the year ended December 31, 2007, and incorporated herein by reference).
4.6	First Supplementary Agreement to the Cooperation Agreement between Banco de Chile and Citigroup Inc., dated February 27, 2009 (English translation) (filed as an exhibit to our annual report on Form 20-F (File No. 001-15266) for the year ended December 31, 2008, and incorporated herein by reference).
4.7	First Supplementary Agreement to the Global Connectivity Agreement between Banco de Chile and Citigroup Inc., dated February 27, 2009 (English translation) (filed as an exhibit to our annual report on Form 20-F (File No. 001-15266) for the year ended December 31, 2008, and incorporated herein by reference).
4.8	Amendment to the Trademark License Agreement between Banco de Chile and Citigroup Inc., dated February 27, 2009 (English translation) (filed as an exhibit to our annual report on Form 20-F (File No. 001-15266) for the year ended December 31, 2008, and incorporated herein by reference).
4.9	Master Services Agreement between Banco de Chile and Citigroup, Inc., dated September 25, 2009. (filed as an exhibit to our annual report on Form 20-F (File No. 001-15266) for the year ended December 31, 2009, and incorporated herein by reference).
8.1	List of subsidiaries.*
11.1	Code of Professional Ethics (English translation) (filed as an exhibit to our annual report on Form 20-F (File No. 001-15266) for the year ended December 31, 2010, and incorporated herein by reference).
12.1	Certification under Section 302 of the Sarbanes-Oxley Act of 2002.*
12.2	Certification under Section 302 of the Sarbanes-Oxley Act of 2002.*
13.1	Certification under Section 906 of the Sarbanes-Oxley Act of 2002.*
15.1	Consent of Ernst & Young Limitada.*

* Filed herewith.

Omitted from the exhibits filed with this annual report are certain instruments and agreements with respect to our long-term debt, none of which authorizes securities in a total amount that exceeds 10% of our total assets. We hereby agree to furnish to the SEC copies of any such omitted instruments or agreements as the SEC requests.

Consolidated Financial Statements

BANCO DE CHILE AND SUBSIDIARIES

December 31, 2010 and 2011

Index

Ch$ or CLP	=	Chilean pesos
MCh$	=	Millions of Chilean pesos
US$ or USD	=	U.S. dollars
ThUS$	=	Thousands of U.S. dollars
JPY	=	Japanese yen
EUR	=	Euro
MXN	=	Mexican pesos
U.F. or CLF	=	Unidad de fomento (The unidad de fomento is an inflation-indexed, Chilean peso denominated monetary unit set daily in advance on the basis of the previous month s inflation rate).

Table of Contents

BANCO DE CHILE AND SUBSIDIARIES

INDEX

Table of Contents

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Report of Independent Registered Public Accounting Firm

To the Board of Directors and Shareholders of Banco de Chile:

We have audited the accompanying consolidated financial statements of Banco de Chile and its subsidiaries (the Bank) which comprise the consolidated statements of financial position as of December 31, 2011 and 2010, and the related consolidated statements of comprehensive income, shareholders equity, and cash flows for each of the three years in the period ended December 31, 2011. These consolidated financial statements are the responsibility of the Bank s management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the consolidated financial position of Banco de Chile and subsidiaries at December 31, 2011 and 2010 and the consolidated results of their operations and their cash flows for each of the three years in the period ended December 31, 2011, in conformity with International Financial Reporting Standards as issued by the International Accounting Standards Board.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the effectiveness of the Bank s internal control over financial reporting as of December 31, 2011, based on criteria established in Internal Control-Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission and our report dated April 18, 2012, expressed an unqualified opinion thereon.

/s/ ERNST & YOUNG LIMITADA

Santiago, Chile, April 18, 2012

Table of Contents

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Report of Independent Registered Public Accounting Firm on Internal Control over Financial Reporting

To the Board of Directors and Shareholders of Banco de Chile:

We have audited Banco de Chile and subsidiaries internal control over financial reporting as of December 31, 2011, based on criteria established in Internal Control Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (the COSO criteria). Banco de Chile s management is responsible for maintaining effective internal control over financial reporting, and for its assessment of the effectiveness of internal control over financial reporting included in the accompanying Management s Annual Report on Internal Control Over Financial Reporting. Our responsibility is to express an opinion on the company s internal control over financial reporting based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

A company s internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company s internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company s assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

In our opinion, Banco de Chile maintained, in all material respects, effective internal control over financial reporting as of December 31, 2011, based on the COSO criteria.

Table of Contents

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We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the 2011 consolidated financial statements of Banco de Chile and our report dated April 18, 2012, expressed an unqualified opinion thereon.

/s/ ERNST & YOUNG LIMITADA

Santiago, Chile, April 18, 2012

F-4

Table of Contents

BANCO DE CHILE AND SUBSIDIARIES

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

As of December 31, 2010 and 2011

(Expressed in millions of Chilean pesos)

	Notes	2010 MCh$	2011 MCh$	2011 ThUS$
ASSETS				
Cash and due from banks	5	772,329	881,146	1,695,164
Transactions in the course of collection	5	429,756	373,639	718,813
Financial assets held-for-trading	6	279,765	304,912	586,595
Receivables from Repurchase Agreements and Security Borrowing	7	82,787	47,981	92,307
Derivative instruments	8	488,354	381,055	733,080
Loans and advance to banks	9	349,588	648,425	1,247,451
Loans to customers, net	10	14,029,968	17,023,756	32,750,589
Financial assets available-for-sale	11	1,157,105	1,471,120	2,830,165
Investments in other companies	12	11,072	13,196	25,387
Intangible assets	13	88,463	81,026	155,879
Property and equipment	14	204,352	207,888	399,938
Investment properties	15	17,459	17,079	32,857
Current tax assets	16	3,363		
Deferred tax assets, net	16	57,678	60,025	115,477
Other assets	17	304,425	254,310	489,246
TOTAL ASSETS		**18,276,464**	**21,765,558**	**41,872,948**
LIABILITIES				
Current accounts and other demand deposits	18	4,446,181	4,895,426	9,417,903
Transactions in the course of payment	5	208,750	155,424	299,007
Payables from Repurchase Agreements and Security Lending	7	81,755	223,202	429,400
Saving accounts and time deposits	19	7,697,968	9,282,324	17,857,491
Derivative instruments	8	528,445	429,913	827,074
Borrowings from financial institutions	20	1,281,372	1,690,939	3,253,057
Debt issued	21	1,764,165	2,388,341	4,594,731
Other financial obligations	22	179,160	184,785	355,492
Current tax liabilities	16		3,095	5,954
Provisions	23	114,685	131,344	252,682
Employee benefits	24	55,433	60,634	116,649
Other liabilities	25	224,225	279,462	537,634
TOTAL LIABILITIES		**16,582,139**	**19,724,889**	**37,947,074**
EQUITY				
Attributable to equity holders of the parent:				
Capital		1,158,752	1,436,083	2,762,761
Reserves		158,282	229,464	441,447
Other comprehensive income		8,210	265	510
Retained earnings:				
Retained earnings from previous periods		65,023	65,311	125,646
Income for the year		417,615	438,186	842,990
Less:				

Provision for minimum dividends		(113,559)	(128,642)	(247,484)
Non-controlling interest		2	2	4
TOTAL EQUITY	27	**1,694,325**	**2,040,669**	**3,925,874**
TOTAL LIABILITIES AND EQUITY		**18,276,464**	**21,765,558**	**41,872,948**

Table of Contents

BANCO DE CHILE AND SUBSIDIARIES

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

for the years ended December 31, 2009, 2010 and 2011

(Expressed in million of Chilean pesos)

	Notes	2009 MCh$	2010 MCh$	2011 MCh$	2011 ThUS$
A. STATEMENT OF INCOME					
Interest revenue	28	900,407	1,092,003	1,501,684	2,888,965
Interest expense	28	(222,883)	(324,377)	(624,209)	(1,200,864)
Net interest income		677,524	767,626	877,475	1,688,101
Income from fees and commissions	29	296,009	342,219	367,966	707,899
Expenses from fees and commissions	29	(44,154)	(49,957)	(59,193)	(113,876)
Net fees and commissions income		251,855	292,262	308,773	594,023
Net financial operating income	30	(138,179)	17,163	58,101	111,776
Foreign exchange transaction, net	31	220,999	63,762	(7,973)	(15,339)
Other operating income	35	22,190	23,584	24,735	47,586
Total operating revenues		1,034,389	1,164,397	1,261,111	2,426,147
Provisions for loan losses	32	(241,345)	(157,651)	(146,925)	(282,657)
OPERATING REVENUES, NET OF PROVISIONS FOR LOAN LOSSES		793,044	1,006,746	1,114,186	2,143,490
Personnel expenses	33	(256,782)	(272,737)	(316,991)	(609,833)
Administrative expenses	34	(176,998)	(197,669)	(229,919)	(442,322)
Depreciation and amortization	13-14-15	(36,447)	(34,964)	(35,131)	(67,586)
Impairments	13-14		(1,044)	(631)	(1,214)
Other operating expenses	36	(21,522)	(37,813)	(30,939)	(59,521)
TOTAL OPERATING EXPENSES		(491,749)	(544,227)	(613,611)	(1,180,476)
NET OPERATING INCOME		301,295	462,519	500,575	963,014
Income attributable to associates	12	840	1,609	3,054	5,875
Income before income taxes		302,135	464,128	503,629	968,889
Income taxes	16	(40,389)	(46,513)	(65,442)	(125,897)
NET INCOME FOR THE YEAR		261,746	417,615	438,187	842,992
Attributable to:					
Equity holders of the parent		261,744	417,614	438,186	842,990
Non-controlling interest		2	1	1	2
Net income per share from continued operations attributable to equity holders of the parent:		$	$	$	US$
Basic net income per share		3.18	5.06	5.04	0.01

Diluted net income per share	3.18	5.06	5.04	0.01

The accompanying notes 1 to 42 are an

integral part of these consolidated financial statements

Table of Contents

BANCO DE CHILE AND SUBSIDIARIES

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

for the years ended December 31, 2009, 2010 and 2011

(Expressed in million of Chilean pesos)

		2009 MCh$	2010 MCh$	2011 MCh$	2011 ThUS$
B. CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME					
NET INCOME FOR THE YEAR		261,746	417,615	438,187	842,992
OTHER COMPREHENSIVE INCOME					
Net unrealized gains (losses):					
Net change in unrealized gains (losses) on available for sale instruments	11	27,941	(363)	(9,484)	(18,245)
Gains and losses on derivatives held as cash flow hedges	8			(485)	(933)
Cumulative translation adjustment		(91)	(45)	68	131
Other comprehensive income before income taxes		27,850	(408)	(9,901)	(19,047)
Income tax related to other comprehensive income	16	(4,750)	(162)	1,956	3,763
Total other comprehensive income items		23,100	(570)	(7,945)	(15,284)
TOTAL CONSOLIDATED COMPREHENSIVE INCOME		284,846	417,045	430,242	827,708
Attributable to:					
Equity holders of the parent		284,844	417,044	430,241	827,706
Non-controlling interest		2	1	1	2
Comprehensive net income per share from continued operations attributable to equity holders of the parent:		$	$	$	US$
Basic net income per share		3.47	5.05	4.95	0.01
Diluted net income per share		3.47	5.05	4.95	0.01

The accompanying notes 1 to 42 are an

integral part of these consolidated financial statements

F-7

Table of Contents

BANCO DE CHILE AND SUBSIDIARIES

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

for the years ended December 31, 2009, 2010 and 2011

(Expressed in million of Chilean pesos)

			Reserves		Other comprehensive income			Retained earnings					
	Nota	**Paid-in Capital MCh$**	**Other reserves MCh$**	**Reserves from earnings MCh$**	**Unrealized gains (losses) on available-for-sale MCh$**	**Cumulative translation adjustment MCh$**	**Cash flow hedge adjustment MCh$**	**Retained earnings from previous periods MCh$**	**Income for the year MCh$**	**Provision for minimum dividends MCh$**	**Attributable to equity holders of the parent MCh$**	**Non-controlling interest MCh$**	**Total equity MCh$**
Balances as of January 1, 2009		**1,106,491**	**(1,024)**	**85,914**	**(14,352)**	**32**		**72,713**	**365,052**	**(109,516)**	**1,505,310**	**8**	**1,505,318**
Capitalization of retained earnings		52,261	100,317					(7,690)	(144,888)				
Dividends distributions and paid	27								(220,164)	109,516	(110,648)		(110,648)
Cumulative translation adjustment						(91)					(91)		(91)
Valuation adjustment on available-for- sale instruments (net)	11				23,191						23,191		23,191
Merger of subsidiaries												(7)	(7)
Income for the year									261,744		261,744	2	261,746
Provision for minimum dividends	27									(78,524)	(78,524)		(78,524)
Balances as of December 31, 2009		**1,158,752**	**99,293**	**85,914**	**8,839***	**(59)***		**65,023**	**261,744**	**(78,524)**	**1,600,982**	**3**	**1,600,985**
Capitalization of retained earnings													
Retention (release) earnings				(26,925)					26,925				
Dividends distributions and paid	27								(288,669)	78,524	(210,145)	(2)	(210,147)
Cumulative translation adjustment						(45)					(45)		(45)
Valuation adjustment on available-for-sale instruments (net)	11				(525)						(525)		(525)
Income for the year									417,615		417,615	1	417,616
	27									(113,559)	(113,559)		(113,559)

Provision for minimum dividends													
Balances as of December 31, 2010		**1,158,752**	**99,293**	**58,989**	**8,314***	**(104)***		**65,023**	**417,615**	**(113,559)**	**1,694,323**	**2**	**1,694,325**
Capitalization of retained earnings	27	67,217							(67,217)				
Retention (release) earnings				71,182					(71,182)				
Dividends distributions and paid	27								(279,216)	113,559	(165,657)	(1)	(165,658)
Capital increase	27	210,114									210,114		210,114
Cumulative translation adjustment						68					68		68
Valuation adjustment on available-for-sale instruments (net)	11				(7,618)						(7,618)		(7,618)
Cash flow hedge adjustment, net							(395)				(395)		(395)
Equity adjustment in subsidiary								288			288		288
Income for the year									438,186		438,186	1	438,187
Provision for minimum dividends	27									(128,642)	(128,642)		(128,642)
Balances as of December 31, 2011		**1,436,083**	**99,293**	**130,171**	**696***	**(36)***	**(395)***	**65,311**	**438,186**	**(128,642)**	**2,040,667**	**2**	**2,040,669**

* As of December 31, 2009, 2010 and 2011 total other comprehensive income is MCh$8,780, MCh$ 8,210 and MCh$265, respectively.

The accompanying notes 1 to 42 are an

integral part of these consolidated financial statements

Table of Contents

BANCO DE CHILE AND SUBSIDIARIES

CONSOLIDATED STATEMENT OF CASH FLOWS

for the years ended December 31, 2009, 2010 and 2011

(Expressed in million of Chilean pesos)

	Notes	2009 MCh$	2010 MCh$	2011 MCh$	2011 ThUS$
CASH FLOWS FROM OPERATING ACTIVITIES:					
Net income for the year		261,746	417,615	438,186	842,990
Items that do not represent cash flows:					
Depreciation and amortization	13-14-15	36,447	34,964	35,130	67,584
Impairment property and equipment	13-14		1,044	631	1,214
Provision for loan losses	32	269,647	184,452	193,070	371,433
Provision financial guarantees	32	(1,423)	5,368	(490)	(943)
Fair value adjustment of financial assets held-for-trading		5,669	(2,433)	(1,242)	(2,389)
Income attributable to associates	12	(840)	(1,609)	(3,054)	(5,875)
Net gain on sales of assets received in lieu of payment	35	(5,212)	(6,440)	(5,918)	(11,385)
Net gain loss on sales of property and equipment		(83)	(753)	(1,311)	(2,522)
Other credits which do not represent cash flows		(63,208)	(91,814)	(52,264)	(100,548)
Net changes in interest and fee accruals		23,727	(164,310)	(27,475)	(52,857)
Changes in assets and liabilities that affect operating cash flows:					
(Increase) decrease in loans and advances to banks, net		(127,011)	99,183	(298,023)	(573,342)
(Increase) decrease in loans to customers, net		319,902	(1,218,628)	(3,013,422)	(5,797,272)
(Increase) decrease in financial assets held-for-trading, net		289,816	(150,791)	(23,024)	(44,294)
Increase in deferred taxes, net		(23,907)	(15, 788)	(2,347)	(4,515)
Increase in current accounts and other demand deposits		711,326	727,613	447,990	861,851
Increase (decrease) in payables from repurchase agreements and security lending		(112,602)	(221,745)	196,821	378,648
Increase (decrease) in saving accounts and time deposits		(880,371)	294,017	1,540,523	2,963,684
(Increase) decrease in other operating assets and liabilities		821	(6,701)	118,524	228,018
Proceeds from sale of assets received in lieu of payment		8,695	9,491	10,221	19,664
Total cash flows from operating activities		**713,139**	**(107,265)**	**(447,474)**	**(860,856)**
CASH FLOWS FROM INVESTING ACTIVITIES:					
(Increase) decrease in financial assets available-for-sale		(183,233)	222,706	(316,083)	(608,086)
Purchases of property and equipment	14	(15,325)	(22,329)	(22,073)	(42,464)
Proceeds from sales of property and equipment		326	3,130	1,711	3,292
Purchases of intangible assets			(15,326)	(9,597)	(18,463)
Investments in other companies			(4)		
Proceeds from sale investment in other companies	12	169			
(Increase) decrease in other assets and liabilities		(227,281)	(60,712)	10,505	20,210
Dividends received from investments in other companies	12	1,002	984	761	1,464
Total cash flows from investing activities		**(424,342)**	**128,449**	**(334,776)**	**(644,047)**
CASH FLOWS FROM FINANCING ACTIVITIES:					
Increase (decrease) in borrowings from financial institutions		181,670	(20,559)	(7,916)	(15,229)
Increase (decrease) in other financial obligations		81,740	(18,182)	11,491	22,107
Increase (decrease) borrowings from Central Bank			(155,090)	22,759	43,784
Borrowings with Central Bank of Chile (long-term)		130	100	91	175

Payment of borrowings from Central Bank (long-term)		(315)	(151)	(106)	(204)
Long-term foreign borrowings		905,831	811,520	805,594	1,549,815
Payment of long-term foreign borrowings		(1,165,972)	(633,835)	(446,448)	(858,884)
Other long-term borrowings		30,201	26,797	3,894	7,491
Payment of other long-term borrowings		(27,926)	(5,656)	(9,811)	(18,875)
Increase in mortgage finance bonds		416			
Repayment of mortgage finance bonds		(60,094)	(53,206)	(38,433)	(73,938)
Proceeds from bond issuances	21	21,137	592,371	749,586	1,442,066
Redemption from bond issuances		(154,822)	(322,786)	(109,624)	(210,896)
Subscription and payment of shares	27			210,114	404,221
Dividends paid	27	(220,164)	(288,669)	(279,216)	(537,160)
Total cash flows from financing activities		**(408,168)**	**(67,346)**	**911,975**	**1,754,473**
TOTAL NET POSITIVE (NEGATIVE) CASH FLOWS FOR THE YEAR		**(119,371)**	**(46,162)**	**129,725**	**249,570**
Cash and cash equivalents at beginning of year		1,207,557	1,088,186	1,042,024	2,004,663
Cash and cash equivalents at end of year	5	**1,088,186**	**1,042,024**	**1,171,749**	**2,254,233**
Supplemental disclosure of cash flow information:					
Cash paid during the year for:					
Income taxes paid		5,672	29,622	68,672	132,112

The accompanying notes 1 to 42 are an

integral part of these consolidated financial statements

Table of Contents

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

1. Company Information:

Banco de Chile, resulting from the merger of Banco Nacional de Chile, Banco Agrícola and Banco de Valparaíso, was formed on October 28, 1893 in the city of Santiago, in the presence of the Notary Eduardo Reyes Lavalle.

Banco de Chile (Banco de Chile or the Bank) is a Corporation organized under the laws of the Republic of Chile, regulated by the Superintendency of Banks and Financial Institutions (SBIF). Since 2001 when the Bank was first listed on the New York Stock Exchange (NYSE), in the course of its American Depository Receipt (ADR) program, which is also registered at the London Stock Exchange Banco de Chile additionally follows the regulations published by the United States Securities and Exchange Commission (SEC). Banco de Chile s shares are also listed on the Latinamerican securities market of the Madrid Stock Exchange (LATIBEX).

Banco de Chile offers a broad range of banking services to its customers, ranging from individuals to large corporations. The services are managed in large corporate banking, middle and small corporate banking, personal banking services and retail. Additionally, the Bank offers international as well as treasury banking services. The Bank s subsidiaries provide other services including securities brokerage, mutual fund management, factoring, insurance brokerage, financial advisory and securitization.

Banco de Chile s legal domicile is Ahumada 251, Santiago, Chile and its Web site is www.bancochile.cl.

The consolidated financial statements of the Group for the year ended December 31, 2011 were authorized for issuance in accordance with the directors resolution on April 18, 2012.

2. Summary of Significant Accounting Principles:

(a) Basis of preparation:

The Bank s consolidated financial statements for the year 2010 and 2011 have been prepared in accordance with International Financial Reporting Standards (IFRS) as issued by the IASB.

The bank presents its statement of financial position broadly in order of liquidity. An analysis regarding recovery or settlement within 12 months after the statement of financial position date (current) and more than 12 months after the statement of financial position date (non current) is presented in note 39.

The consolidated financial statements comprise the consolidated income statement and statement of comprehensive income, the statements of financial position, changes in equity and cash flows and the related notes. The consolidated financial statements have been prepared under the historical cost convention, except for available-for-sale financial assets, financial assets and financial liabilities designated at fair value through profit or loss and derivative contracts, which have been measured at fair value.

Banco de Chile and subsidiaries classify its expenses according to the nature of expense method.

The accompanying notes 1 to 42 are an

integral part of these consolidated financial statements

Table of Contents

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS, Continued

2. Summary of Significant Accounting Principles, continued:

(a) Basis of preparation, continued:

The consolidated statement of cash flows shows the changes in cash and cash equivalents arising from operating activities, investing activities and financing activities during the period.

When compared to prior year s IFRS financial statements minor reclassifications of certain line items have been made in order to ensure comparability of the information presented for 2011.

(b) Basis of consolidation:

The financial statements of Banco de Chile as of and for the years ended December 31, 2010 and 2011 have been consolidated with those of its subsidiaries. The financial statements of the bank s subsidiaries are prepared for the same reporting year as for Banco de Chile, using consistent accounting policies.

(i) Subsidiaries

Subsidiaries are entities controlled by the Bank which is the parent of the group. The Bank controls entities when it has the power to govern the financial and operating policies of the entity, generally accompanying a shareholding, either directly or indirectly, of more than one half of the voting rights. The existence of potential voting rights that are currently exercisable or convertible are considered when assessing whether the Bank controls an entity.

The financial statements of the subsidiaries are included in the consolidated financial statements from the date control is obtained until the loss of control. The financial statements have been prepared using uniform accounting policies for similar transactions and other events under equivalent circumstances.

The following table details the entities in which the Bank - directly or indirectly owns a controlling interest and that are therefore consolidated in these financial statements:

Rut	Subsidiaries	Country	Functional Currency	Interest Owned Direct 2010 %	Direct 2011 %	Indirect 2010 %	Indirect 2011 %	Total 2010 %	Total 2011 %
44,000,213-7	Banchile Trade Services Limited	Hong Kong	US$	100.00	100.00			100.00	100.00
96,767,630-6	Banchile Administradora General de Fondos S.A.	Chile	$	99.98	99.98	0.02	0.02	100.00	100.00
96,543,250-7	Banchile Asesoría Financiera S.A.	Chile	$	99.96	99.96			99.96	99.96
77,191,070-K	Banchile Corredores de Seguros Ltda.	Chile	$	99.83	99.83	0.17	0.17	100.00	100.00
96,894,740-0	Banchile Factoring S.A.	Chile	$	99.75	99.75	0.25	0.25	100.00	100.00
96,571,220-8	Banchile Corredores de Bolsa S.A.	Chile	$	99.70	99.70	0.30	0.30	100.00	100.00

96,932,010-K	Banchile Securitizadora S.A.	Chile	$	99.00	99.00	1.00	1.00	100.00	100.00
96,645,790-2	Socofin S.A.	Chile	$	99.00	99.00	1.00	1.00	100.00	100.00
96,510,950-1	Promarket S.A.	Chile	$	99.00	99.00	1.00	1.00	100.00	100.00

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS, Continued

2. Summary of Significant Accounting Principles, continued:

(b) Basis of consolidation, continued:

(i) Subsidiaries, continued

Significant intercompany transactions and balances between the Bank and its subsidiaries and among its subsidiaries have been eliminated for consolidation purposes. Any non-controlling interest is recognized as a separate item within the Bank s consolidated equity.

(ii) Associates

An associate is an entity over which s operating and financial management policy decisions the Bank has significant influence, yet in which it does not hold a controlling interest. Significant influence is generally presumed when the Bank holds between 20% and 50% of the voting rights. The existence of potential voting rights that are currently exercisable or convertible are considered when assessing whether the Bank has significant influence. Investments in associates are accounted for using the equity method. Other factors considered when determining whether the Bank has significant influence over another entity are the representation on the board of directors and the existence of material intercompany transactions. The existence of these factors could require the application of the equity method for a particular investment even though the Bank s holdings are for less than 20% of the voting stock.

According to the equity method, the Bank s investments in associates are initially recorded at cost, and subsequently increased (or decreased) to reflect both the Bank s prorata share of the post-acquisition net income (or loss) of the associate and other movements directly recognized in the associate s equity. Goodwill arising on the acquisition of an associate is included in the carrying value of the investment (net of any accumulated impairment loss). Since goodwill is not reported separately associates are not tested individually for impairment. Rather, the entire investment is tested for impairment as follows.

After the application of the equity method, the Bank determines whether it is necessary to recognize an additional impairment loss on the Bank s investment in its associates. The Bank determines at each reporting date whether there is objective evidence that the investment in the associate is impaired. If this is the case, the Bank calculates the amount of impairment as the difference between the recoverable amount of the associate and its carrying value and recognizes the amount in its income statement.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS, Continued

2. Summary of Significant Accounting Principles, continued:

(b) Basis of consolidation, continued:

(iii) Special purpose entities

Special purpose entities (SPEs) are generally created to comply with a specific and well-defined objective, such as securitizing specific assets or carrying out a specific loan transaction. A SPE is consolidated if, based on an assessment of its relationship with the Bank and the risks and benefits of the SPE, the Bank concludes that it has control. As of December 31, 2010 and 2011, the Bank does not control any SPEs.

(iv) Fund management

The Bank manages assets maintained in common investment funds and other investment products on behalf of investors. The financial statements of these entities are not included in these consolidated financial statements except when the Bank controls the entity. The Bank does not control or consolidate any of these funds.

(c) Non-controlling interest:

Non-controlling interest represents the share of losses, income and net assets that the Bank does not control, neither directly nor indirectly. It is presented as a separate item in the Consolidated Statement of Comprehensive Income and the Consolidated Statement of Financial Position.

(d) Use of estimates and judgment:

Preparing financial statements requires management to make judgments, estimations and assumptions that affect the application of accounting policies and the valuation of assets, liabilities, income and expenses presented. Real results could differ from these estimated amounts.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS, Continued

2. Summary of Significant Accounting Principles, continued:

(d) Use of estimates and judgment, continued:

Relevant estimates and assumptions are reviewed regularly by the senior management in order to quantify certain assets, liabilities, income, expenses and uncertainties. Revisions to accounting estimates are recognized in the year in which the estimate is revised and in any future period that is affected.

Some accounting matters particularly underlie uncertainties and therefore require a considerable degree of estimation and critical judgment when applying accounting policies. Details on the use of estimates and judgment and their effect on the amounts recognized in the financial statement are included in the following notes:

Impairment of loans (Note 9 and 10)

Impairment of other financial assets (Note 11)

Useful lives of property, equipment and intangible assets (Notes 13 y 14)

Goodwill valuation (Note 13)

Deferred taxes and income taxes (Note 16)

Employee benefits (Note 24)

Commitments and contingencies (Note 26)

Provisions for loan losses (Note 32)

Fair value of financial assets and liabilities (Note 38)

(e) Financial asset and liability valuation criteria:

Measurement is the process of determining the monetary amounts at which the elements of the financial statements are to be recognized and carried in the Statement of Financial Position and the Comprehensive Income. This involves selecting the particular basis or method of measurement.

These bases or methods include the following:

(i) Recognition

Initially, the Bank and its subsidiaries recognize loans to customers, trading and investment securities, deposits, debt issued and subordinated liabilities on the date they originated. Purchases and sales of financial assets performed on a regular basis are recognized as of the trade date on which the Bank committed to purchase or sell the asset. All other assets and liabilities (including assets and liabilities at fair value through profit and loss) are initially recognized as of the trade date on which the Bank becomes a party to the contractual provisions of the instrument.

Financial assets or liabilities are initially recognized at fair value plus transaction costs directly attributable to their purchase or issuance.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS, Continued

2. Summary of Significant Accounting Principles, continued:

(e) Financial asset and liability valuation criteria, continued:

(ii) Derecognition of financial assets and liabilities

The Bank and its subsidiaries derecognize a financial asset (or where applicable, part of a financial asset) from its Statement of Financial Position when the contractual rights to the cash flows of the financial asset have expired or when the contractual rights to receive the cash flows of the financial asset are transferred during a transaction in which all ownership risks and rewards of the financial asset are transferred. Any portion of transferred financial assets that is created or retained by the Bank is recognized as a separate asset or liability. The bank does not enter into pass-through - arrangements.

When the Bank transfers a financial asset, it assesses to what extent it has retained the risks and rewards of ownership. In this case:

(a) If substantially all risks and rewards of ownership of the financial asset have been transferred, it is derecognized and any rights or obligations created or retained upon transfer are recognized separately as assets or liabilities.

(b) If substantially all risks and rewards of ownership of the financial asset have been retained, the Bank continues to recognize it.

(c) If substantially all risks and rewards of ownership of the financial asset are neither transferred nor retained, the Bank will determine if it has retained control of the financial asset. In this case:

(i) If it has not retained control, the financial asset will be derecognized and any rights or obligations created or retained upon transfer will be recognized separately as assets or liabilities.

(ii) If the entity has retained control, it will continue to recognize the financial asset to the extent of its continuing involvement in the financial asset.

A financial liability is derecognized when the obligation under the liability is discharged or cancelled or expires.

If an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of the existing liability are substantially modified, such an exchange or modification is treated as a derecognition of the original liability and the recognition of a new liability, and the difference in the respective carrying amounts is recognized in the income statement.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS, Continued

2. Summary of Significant Accounting Principles, continued:

(e) Financial asset and liability valuation criteria, continued:

(iii) Offsetting

Financial assets and liabilities are offset and the net amount is reported in the Statement of Financial Position if, and only if, the Bank has the legally enforceable right to set off the recognized amounts and there is an intention to settle on a net basis or to realize an asset and settle the liability simultaneously.

Income and expenses are shown net only if accounting standards allow such treatment, or in the case of gains and losses arising from a group of similar transactions such as the Bank s trading activities.

(iv) Valuation at amortized cost

Amortized cost is the amount at which a financial asset or liability is measured at initial recognition minus principal repayments, plus or minus the cumulative amortization (calculated using the effective interest rate method) of any difference between that initial amount and the maturity amount and minus any reduction for impairment.

(v) Fair value measurements

Fair value is the amount for which an asset could be exchanged, or a liability settled, between knowledgeable, willing parties in an arm s length transaction.

When available, the Bank estimates the fair value of an instrument using quoted prices in an active market for that instrument. A market is considered active if quoted prices are readily and regularly available and represent actual and regularly occurring market transactions on an arm s length basis.

If a market for a financial instrument is not active, the Bank establishes fair value using a valuation technique. These valuation techniques include the use of recent market transactions between knowledgeable, willing parties in an arm s length transaction, if available, as well as references to the fair value of other instruments that are substantially the same, discounted cash flows and options pricing models.

The chosen valuation technique makes maximum use of observable market data, relies as little as possible on estimates performed by the Bank, incorporates factors that market participants would consider in setting a price and is consistent with accepted economic methodologies for pricing financial instruments. Inputs into valuation technique reasonably represent market expectations and include risk and return factors that are inherent in the financial instrument. Periodically, the Bank calibrates the valuation technique and tests it for validity using prices from observable current market transactions in the same instrument or based on any available observable market data.

Table of Contents

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS, Continued

2. Summary of Significant Accounting Principles, continued:

(e) Financial asset and liability valuation criteria, continued:

(v) Fair value measurements, continued

The best evidence of the fair value of a financial instrument at initial recognition is the transaction price (i.e. the fair value of the consideration given or received) unless the fair value of that instrument is evidenced by comparison with other observable current market transactions in the same instrument (i.e. without modification or repackaging) or based on a valuation technique whose variables include only data from observable markets. When transaction price provides the best evidence of fair value at initial recognition, the financial instrument is initially measured at the transaction price and any difference between this price and the value initially obtained from a valuation model is subsequently recognized in income depending on the individual facts and circumstances of the transaction but not later than the valuation is supported wholly by observable market data or the transaction is closed out.

Generally, the Bank has assets and liabilities that offset each other s market risks which are derivatives and available-for-sale. Assets and long positions are measured at a bid price; liabilities and short positions are measured at an asking price. Where the Bank has positions with offsetting risks, mid-market prices are used to measure the offsetting risk positions and a bid or asking price adjustment is applied only to the net open position as appropriate. Fair values reflect the credit risk of the instrument and include adjustments to account for the credit risk of the issuer, as appropriate.

Fair value estimates obtained from models are adjusted for any other factors, such as liquidity risk or model uncertainties; to the extent that the Bank believes that a third-party market participant would take them into account in pricing a transaction.

When the transaction price is different to the fair value from other observable current market transactions in the same instrument or based on a valuation technique whose variables include only data from observable markets, the Bank immediately recognizes the difference between the transaction price and fair value (a Day 1 profit or loss) in Net financial operating income . In cases where fair value is determined using data which is not observable, the difference between the transaction price and model value is only recognized in the income statement when the inputs become observable, or when the instrument is derecognized.

The Bank s fair value disclosures are included in Note 38.

(f) Presentation and functional currency

The items included in the financial statements of each of the entities of Banco de Chile and its subsidiaries are valued using the currency of the primary economic environment in which it operates (functional currency). The functional currency of Banco de Chile is the Chilean peso, which is also the currency used to present the entity s consolidated financial statements.

Table of Contents

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS, Continued

2. Summary of Significant Accounting Principles, continued:

(g) Transactions in foreign currency:
Transactions and balances

Transactions in currencies other than the functional currency are considered to be in foreign currency and are initially recorded at the exchange rate of the functional currency on the transaction date. Monetary assets and liabilities denominated in foreign currencies are converted using the exchange rate of the functional currency as of the date of the Statement of Financial Position. All differences are recorded as a charge or credit to income.

Assets and liabilities in foreign currencies are shown at their equivalent value in Chilean pesos, calculated using the following exchange rates as of December 31, 2010 and 2011, Ch$468.37 and Ch$519.80 to US$1, Ch$5.74 and Ch$6.75 per JPY1, Ch$619.87 and Ch$674.96 per Euro1.

The loss of MCh$7,973 (income of MCh$63,762 in 2010) for net foreign exchange income shown in the Consolidated Statement of Comprehensive Income, includes recognition of the effects of exchange rates variations on assets and liabilities in foreign currency or indexed to exchange rates, and the result of foreign exchange transactions conducted by the Bank and its subsidiaries.

(h) Segment reporting:
The Bank s operating segments are defined based on its different business units, considering the following factors:

(i) That it develops business activities from which income is obtained and expenses are incurred (including income and expenses relating to transactions with other components of the same entity).

(ii) That its operating results are reviewed regularly by the entity s highest decision-making authority for operating decisions, to decide about resource allocation for the segment and evaluate its performance; and

(iii) That separate financial information is available.

(i) Cash and cash equivalents:
Cash and short-term deposits in the statement of financial position comprise cash at banks and on hand and short-term deposits with original maturity of three months or less, highly liquid investments that are readily convertible to a known amount of cash, and that are subject to an insignificant risk of changes in value.

The Bank has included as cash and cash equivalents to the account Cash and due from banks , plus (minus) the net balance of transactions in the course of collection that are shown in the Consolidated Statement Financial Position, plus short-term repurchase agreements. It also includes investments in fixed-income mutual funds that are presented in Other Assets in the Consolidated Statement of Financial Position.

Table of Contents

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS, Continued

2. Summary of Significant Accounting Principles, continued:

(j) Financial assets held-for-trading:

Financial assets held-for-trading consist of debt instruments, including money-market paper, traded corporate and bank loans, and equity instruments, as well as financial assets with embedded derivatives acquired in order to generate profits from short-term price fluctuations or as a result of brokerage activities, or which are part of a portfolio on which a short-term profit-generating pattern exists.

Financial assets held-for-trading are stated at their fair market value as of the Statement of Financial Position date. Gains or losses from their fair market value adjustments, as well as gains or losses from trading activities, are included in Net financial operating income in the Consolidated Statement of Comprehensive Income. Dividends, interest and indexations are reported as Net financial operating income .

All purchases and sales of financial assets held-for-trading that must be executed within the period established by market regulations or conventions are recorded using the trade date, which is the date on which the purchase or sale of the asset is committed. Any other purchase or sale is treated as a derivative (forward) until settlement occurs.

(k) Repurchase agreements and security lending and borrowing transactions:

The Bank engages in transactions with repurchase agreements as a form of investment. The securities purchased under these agreements are not recognized on the Bank s Statement of Financial Position. The consideration paid is recognized under Receivables from Repurchase Agreements and Security Lending reflecting the transaction s economic substance as a loan granted by the Bank. The difference between the purchase and resale price is recorded in Net Interest Income and is accrued over the duration of the agreement using its effective interest rate. This treatment reflects the economic substance as a loan to the Bank.

The Bank also enters into security repurchase agreements as a form of financing. The securities sold under agreement to repurchase at a specific date in the future are not derecognized from the Statement of Financial Position as the Bank retains all the risks and rewards of ownership. The corresponding cash received is recognized in the balance sheet as an asset with a corresponding obligation to return it, including accrued interest, as a liability within Payables from Repurchase Agreements and Security Lending . The difference between the sale and repurchase price is treated as Interest Expense and is accrued over the duration of the agreement using the effective interest rate.

The treatment of security lending and borrowing transactions follows the principles laid out above. Securities borrowed are not recorded on and, securities lent are not derecognized from the Statement of Financial Position.

Table of Contents

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS, Continued

2. Summary of Significant Accounting Principles, continued:

(l) Derivative instruments:

Derivative instruments, which include foreign currency and U.F. forwards, interest rate forwards, currency and interest rate swaps, currency and interest rate options and other financial derivative instruments, are recorded in the Statement of Financial Position at fair value regardless of whether they are held-for-trading or for non-trading purposes.

The fair value is obtained from market quotes, discounted cash flows models and options valuation models, as and where applicable. Derivative contracts are reported as an asset when their fair value is positive and as a liability when negative under the item Derivative Instruments .

Certain embedded derivatives in other financial instruments are treated as separate derivatives when their risk and characteristics are not closely related to those of the main contract and if the contract in its entirety is not recorded at its fair value with its unrealized gains and losses included in income.

At inception, a derivative contract must be designated by the Bank as a derivative instrument for trading or hedging purposes.

Changes in the fair value of derivative contracts maintained for trading purposes are included in Net financial operating income , in the Consolidated Statement of Comprehensive Income.

If a derivative instrument is classified as a hedging instrument, it can be:

(1) A hedge of the fair value of existing assets or liabilities or firm commitments, or

(2) A hedge of cash flows related to existing assets or liabilities or forecasted transactions.

A hedge relationship for hedge accounting purposes must comply with all of the following conditions:

(a) at its inception, the hedge relationship has been formally documented;

(b) it is expected that the hedge will be highly effective;

(c) the effectiveness of the hedge can be measured in a reasonable manner; and

(d) the hedge is highly effective with respect to the hedged risk on an ongoing basis and throughout the entire hedge relationship.

Certain derivatives transactions that do not qualify for hedge accounting are treated and reported as derivatives for trading purposes even though they provide an effective hedge on the risk of net positions.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS, Continued

2. Summary of Significant Accounting Principles, continued:

(l) Derivative instruments, continued:

Fair Value Hedges

When a derivative instrument hedges the risk of changes in the fair value of an existing asset or liability, the asset or liability is recorded at its fair value with respect to the specific hedged risk. Gains or losses from fair value adjustments, both the hedged item and the derivative instrument, are recognized in income.

Should the hedged item in a fair value hedge be a firm commitment, changes in the fair value of the commitment with respect to the hedged risk are recorded as an asset or liability against net income for the year. Gains or losses from fair value adjustments of the hedging derivative are recorded in income. When an asset or liability is acquired as a result of the commitment, the initial recognition of the asset or liability acquired is adjusted to incorporate the accumulated effect of the valuation at fair value of the firm commitment, which was previously recorded in the Statement of Financial Position.

Cash Flow Hedges

When a derivative hedges the risk of changes in the cash flows of existing assets or liabilities or forecasted transactions, the effective portion of changes in the fair value related to the hedged risk is recorded in equity net on income taxes. Any ineffective portion is directly recorded in income. The accumulated amounts recorded in equity are transferred to income at the moment that the hedged item affects income.

(m) Loans to customers:

Loans to customers include originated and purchased non-derivative financial assets with fixed or determinable payments that are not quoted on an active market and which the Bank does not intend to sell immediately or in the short-term.

(i) Valuation method

Loans are subsequently measured at amortized cost using the effective interest rate method.

(ii) Lease contracts

Accounts receivable relating to leasing contracts, included under the caption Loans to customers , correspond to periodic rent installments of contracts which meet the definition to be classified as financial leases and are presented at their nominal value net of unearned interest as of each year-end.

(iii) Factoring transactions

The Bank and its subsidiary Banchile Factoring S.A. carry out factoring transactions, where they receive invoices and other commercial instruments representative of credit, with or without recourse, and they advance to the assignor a percentage of the total amounts to be collected from the original debtor.

Table of Contents

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS, Continued

2. Summary of Significant Accounting Principles, continued:

(m) Loans to customers, continued:

(iii) Factoring transactions, continued

As of December 31, 2010 and 2011, the caption Loans to customers includes MCh$477,133 and MCh$589,098 respectively, corresponding to the amount advanced to the assignor plus accrued interest net of payments received.

(iv) Impairment of loans

At each balance sheet date, Banco de Chile and subsidiaries assess whether there is objective evidence that a loan asset or a group of loans is impaired. A loan asset or a group of loans is considered impaired and impairment losses are incurred if:

(a) there is objective evidence of impairment as a result of a loss event that occurred after the initial recognition of the asset and up to the balance sheet date (a loss event);

(b) the loss event had an impact on the estimated future cash flows of the financial asset or the group of financial assets and;

(c) a reliable estimate of the loss amount can be made.

Banco de Chile and subsidiaries first assess whether objective evidence of impairment exists for loans that are individually significant. It then assesses collectively for loans that are not individually significant and loans which are significant but for which no objective evidence of impairment was observed as a result of the individual assessment.

(i) Allowances for individual evaluations:

An individual analysis of debtors is applied to individuals and companies that are of such significance with respect to size, complexity or level of exposure to the Bank, that they must be analyzed in detail. The cut-off amount for the individual evaluation is ThCh$111,470.

To allow management to determine whether a loss event has occurred on an individual basis, all significant counterparty relationships are reviewed periodically. This evaluation considers current information and events related to the counterparty, such as whether the counterparty is experiencing significant financial difficulty or in breach of contract as, for example, default or delinquency in interest or principal payments.

The individual evaluation requires assigning a risk category to each debtor and its respective loans. This risk category should consider the following factors: industry or sector, group considerations and management, financial situation, payment behavior and payment capacity.

Table of Contents

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS, Continued

2. Summary of Significant Accounting Principles, continued:

(m) Loans to customers, continued:

(iv) Impairment of Loans, continued:

(i) Allowances for individual evaluations, continued:

If there is evidence of impairment leading to an impairment loss for an individual counterparty relationship, then the amount of the loss is determined as the difference between the carrying amount of the loan(s), including accrued interest, and the present value of expected future cash flows discounted at the loan s original effective interest rate or the effective interest rate established upon reclassification to loans, including cash flows that may result from foreclosure less costs for obtaining and selling the collateral. The carrying amount of the loans is reduced by the use of an allowance account and the amount of the loss is recognized in the income statement as a component of the provision for credit losses.

(ii) Allowances for group evaluations:

The collective assessment of impairment is principally to establish an allowance amount relating to loans that are either individually significant but for which there is no objective evidence of impairment, or are not individually significant but for which there is, on a portfolio basis, a loss amount that is probable of having occurred and is reasonably estimable. The loss amount has two components.

The first component is an allowance amount representing the incurred losses on the portfolio of smaller balance homogeneous loans, which are loans to individuals and small business customers of the private and retail business. The loans are grouped according to similar credit risk characteristics and the allowance for each group is determined using statistical models based on historical experience. The second component represents an estimate of incurred losses inherent in the group of loans that have not yet been individually identified or measured as part of the smaller-balance homogeneous loans. Loans that were found not to be impaired when evaluated on an individual basis are included in the scope of this component of the allowance.

Once a loan is identified as impaired, although the accrual of interest in accordance with the contractual terms of the loan is discontinued, the accretion of the net present value of the written down amount of the loan due to the passage of time is recognized as interest income based on the original effective interest rate of the loan.

At each balance sheet date, all impaired loans are reviewed for changes to the present value of expected future cash flows discounted at the loan s original effective interest rate. Any change to the previously recognized impairment loss is recognized as a change to the allowance account and recorded in the income statement as a component of the provision for credit losses.

Table of Contents

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS, Continued

2. Summary of Significant Accounting Principles, continued:

(m) Loans to customers, continued:

(iv) Impairment of Loans, continued:

Loans are written-off when collection efforts have been exhausted, but not later than the following maximum periods:

Type of Loan	Term
Consumer loans secured and unsecured	6 months
Other transactions unsecured	24 months
Commercial loans secured	36 months
Residential mortgage loans	48 months
Consumer leases	6 months
Other non-real estate lease transactions	12 months
Real estate leases (commercial or residential)	36 months

The term represents the time elapsed since the date on which payment of all or part of the obligation in default became due.

Cash recoveries on written-off loans are recorded directly in income, through the provision for credit losses in the Consolidated Statement of Comprehensive Income.

If in a subsequent period the amount of a previously recognized impairment loss decreases and the decrease is due to an event occurring after the impairment was recognized, the impairment loss is reversed by reducing the allowance account accordingly. Such reversal is recognized in profit or loss.

(v) Renegotiated loans:

The bank attempts to restructure loans rather than to take possession of collateral. This may involve extending the payment arrangements and the agreement of new loan conditions. After having renegotiated the terms, any impairment is measured using the original effective interest rate as calculated before the modification of terms and the loan is no longer considered past due. Renegotiated loans are continuously reviewed by management to ensure that all criteria are met and that future payments are likely to occur. The loans continue to be subject to an individual or collective impairment assessment, calculated using the loan s original effective interest rate.

(vi) Provision for contingencies resulting from the loan business:

Provision for contingencies is applied to all off-balance sheet accounts (e.g. guarantees, letters of credit, standby letters, immediately available credit lines and other commitments) and the process to determine the provision for off-balance sheet positions is similar to the methodology used for loans. Any loss amounts are recognized as an allowance in the consolidated balance sheet within other liabilities and charged to the consolidated statement of income as a component of the provision for credit losses . For a further description of the allowances for loan losses see

Note 2 (m)(iv) to the Consolidated Financial Statements.

Table of Contents

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS, Continued

2. Summary of Significant Accounting Principles, continued:

(n) Financial guarantees:

In its ordinary course of business the Bank gives financial guarantees consisting of letters of credit, guarantees and acceptances. Financial guarantees are initially recognized in the financial statements at fair value being the premium received. Subsequent to initial recognition, the Bank s liability is measured at the higher of the amount originally recognized less, when appropriate, cumulative amortization recognized in the income statement and the best estimate of expenditure required to settle the financial obligation arising as the result of the guarantee. The premium received is recognized in the income statement in Income from Fees and Commissions on a straight line basis over the guarantee period.

(o) Financial assets held to maturity and available-for-sale:

Financial assets held-to-maturity include only those securities for which the Bank has the ability and intention of keeping until maturity. The remaining investments are considered as financial assets available-for-sale. The Bank reassesses on an ongoing basis whether the ability and intention to sell available-for-sale instruments remains to be given.

A financial asset classified as available-for-sale is initially recognized at its fair value plus transaction costs that are directly attributable to the acquisition of the financial asset.

Financial assets available-for-sale are subsequently measured at their fair value based on market prices or valuation models. Unrealized gains or losses as result of fair value adjustments are recorded in other comprehensive income within equity. When these investments are sold, the cumulative fair value adjustments existing within equity will be recorded directly in income under Net financial operating income .

Financial assets held-to-maturity are recorded at their cost plus accrued interest and indexations, less impairment provisions made when the carrying amount exceeds the estimated recoverable amount.

Interest and indexations of financial assets held to maturity and available-for-sale are included in the line item Interest revenue . Dividends earned whilst holding available for sale financial investments are recognized in the income statement as Other operating income when the right to receive the payment has been established.

Investment securities, which are subject to hedge accounting, are adjusted according to the rules for hedge accounting.

Purchases and sales of investment securities that must be delivered within a period established by market regulations or conventions are recorded using the trade date that is the date on which the purchase or sale of the asset is committed. Any other purchase or sale is treated as a derivative (forward) until liquidation occurs.

As of December 31, 2010 and 2011, the Bank does not hold held to maturity instruments.

Table of Contents

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS, Continued

2. Summary of Significant Accounting Principles, continued:

(p) Debt issued and other financial liabilities:

Financial instruments issued by the Bank, which are not designated at fair value through profit and loss, are classified under Debt issued , where the substance of the contractual arrangement results in the Bank having an obligation either to deliver cash or another financial asset to the holder, or to satisfy the obligation other than by the exchange of a fixed amount of cash or another financial asset for a fixed number of own equity shares.

After initial measurement, debt issued is subsequently measured at amortized cost using the effective interest rate. Amortized cost is calculated by taking into account any discount or premium on the issue and costs that are an integral part of the effective interest rate.

The Bank applies the same accounting policies for its other financial liabilities.

(q) Intangible assets:

Intangible assets are identified as non-monetary assets (separated from other assets) without physical substance that arise as the result of a legal transaction or that are developed internally by the consolidated entities. They are assets whose cost can be reliably estimated and for which the consolidated entities consider that it is probable that future economic benefits will be recognized.

(i) Goodwill

Goodwill arises on the acquisition of subsidiaries and associates representing the excess of the fair value of the purchase consideration over the net fair value of the Bank s share of the identifiable assets acquired and the liabilities and contingent liabilities assumed on the date of the acquisition.

For the purpose of calculating goodwill, fair values of acquired assets, liabilities and contingent liabilities are determined by reference to market values or by discounting expected future cash flows to present value. This discounting is either performed using market rates or by using risk-free rates and risk-adjusted expected future cash flows.

Goodwill originating from the acquisition of subsidiaries is capitalized and reviewed for impairment annually or more frequently if there are indications that impairment may have occurred. Impairment is determined by comparing the present value of expected future cash flows from each cash generating unit with the carrying value of its net assets, including attributable goodwill. Goodwill is allocated to cash generating units for the purpose of impairment testing considering the business level at which goodwill is monitored for internal management purposes.

Impairment losses on goodwill are not reversed. Gains and losses on the disposal of an entity include the carrying amount of goodwill relating to the entity sold.

Table of Contents

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS, Continued

2. Summary of Significant Accounting Principles, continued:

(q) Intangible assets, continued:

(ii) Software and computer programs

Computer software purchased by the Bank and its subsidiaries is accounted for at cost less accumulated amortization and impairment losses.

The subsequent expense in software assets is capitalized only when it increases the future economic benefit for the specific asset. All other expenses are recorded as an expense as incurred.

Amortization is recorded in income using the straight-line amortization method based on the estimated useful life of the software, from the date on which it is available for use. The estimated useful life of software is a maximum of 6 years.

Expense for internally developed software is recorded in income for each year.

(iii) Other identifiable intangible assets

This item applies to identifiable intangible assets for which the cost can be reliably measured and which are likely to generate future economic benefits for the Bank. The estimated useful life of other intangible assets is a maximum of 7 years.

(r) Property and equipment:

Property and equipment is stated at cost excluding servicing cost, less accumulated depreciation and accumulated impairment. Changes in the expected useful life are accounted for by changing the depreciation period or method, as appropriate, and treated as changes in accounting estimates.

This cost includes expenses that have been directly attributed to the asset s acquisition.

Depreciation is recognized in income on a straight-line basis over the estimated useful lives of each part of an item of property and equipment.

Estimated useful lives for 2010 and 2011 are as follows:

Buildings	50 years
Installations (in general)	10 years
Equipments	3 years
Office furniture	5 years

Property and equipment is derecognized on disposal or when no future economic benefits are expected from its use. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is recognized in Impairments in the income statement in the year the asset is derecognized.

Table of Contents

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS, Continued

2. Summary of Significant Accounting Principles, continued:

(s) Deferred taxes and income taxes:

The income tax provision of the Bank and its subsidiaries has been determined in conformity with current legal provisions.

The Bank and its subsidiaries recognize, when appropriate, deferred tax assets and liabilities for future estimates of tax effects attributable to temporary differences between the book and tax values of assets and liabilities. Deferred tax assets and liabilities are measured based on the tax rate expected to be applied, in accordance with current tax law, in the year that deferred tax assets are realized or liabilities are settled. The effects of future changes in tax legislation or tax rates are recognized in deferred taxes starting on the date of publication of the law approving such changes.

Deferred tax assets and liabilities are recorded at their book value as of the date the deferred taxes are measured. Deferred tax assets are recognized only when it is likely that future tax profits will be sufficient to recover deductions for temporary differences.

(t) Assets received in lieu of payment:

Assets received in lieu of payment are classified under Other Assets and they are recorded at the lower of its carrying amount and fair value, less costs to sell.

(u) Investment Properties:

Investment properties are real estate assets held to earn rental income or for capital appreciation or both, but are not held-for-sale in the ordinary course of business or used for administrative purposes. Investment properties are initially measured at cost, including transaction costs. Subsequent to initial recognition, they are carried at cost less accumulated depreciation and impairments using the same accounting policies as property and equipment.

(v) Provisions and contingent liabilities:

Provisions are liabilities involving uncertainty about their amount or maturity. They are recorded in the Statement of Financial Position when the following requirements are jointly met:

i) a present obligation has arisen from a past event and,

ii) as of the date of the financial statements it is likely that the Bank or its subsidiaries have to disburse resources to settle the obligation and,

iii) the amount can be reliably measured.

A contingent asset or liability is any right or obligation arisen from past events whose existence will be confirmed by one or more uncertain future events which are not within the control of the Bank. Contingent assets and liabilities are not recognized in the Statement of Financial Position.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS, Continued

2. Summary of Significant Accounting Principles, continued:

(w) Provision for minimum dividends:

The Bank records within liabilities the portion of net income for the year that should be distributed to comply with the Corporations Law. For these purposes, the Bank establishes a provision in a complementary equity account within retained earnings.

(x) Employee benefits:

(i) Staff vacations

The annual costs of vacations and staff benefits are recognized on an accruals basis.

(ii) Short-term benefits

The Bank has a yearly bonus plan for its employees based on their ability to meet objectives and their individual contribution to the company s results, consisting of a given number or portion of monthly salaries. It is provisioned for based on the estimated amount to be distributed.

(iii) Staff severance indemnities

Banco de Chile has recorded a liability for long-term severance indemnities in accordance with employment contracts it has with certain employees. The liability, which results from payments to specified retiring employees with more than 30 years of service, is recorded at the present value of the accrued benefits. It is calculated by applying an equivalent discount rate to the accrued benefits. These benefits accrue over the estimated average remaining service period.

Obligations for this defined benefit plan are valued according to the projected unit credit actuarial valuation method, using inputs such as staff turnover rates, expected growth in wages and the probability that this benefit will be used, discounted at current long-term rates (5.91% as of December 31, 2010 and 6.04% as of December 31, 2011). The discount rate used corresponds to the return on bonds of the Central Bank with maturity (BCP) in 5 years.

Actuarial gains and losses are recognized as income or expense at the end of each reporting period. There is no past service costs that would have to be recognized by the Bank.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS, Continued

2. Summary of Significant Accounting Principles, continued:

(y) Equity reserves:

The equity reserves recorded in the Bank s Statement of Financial Position include:

Reserves from Earnings:

This item includes all the reserves that were originated from earnings and that by legal or statutory dispositions, or agreements of the shareholders meeting, will not be distributed in the form of future dividends.

Other reserves:

This item includes all the reserves that do not come from earnings and that do not correspond to those indicated in previous items.

Unrealized gains (losses) on available-for-sale instruments:

This item comprises changes in the fair value of these instruments.

Cumulative translation adjustment:

This item is used to record exchange differences arising from the translation of the net investment in foreign operations.

(z) Earnings per share:

Basic earnings per share is determined by dividing net income for the year attributable to the Bank by the average weighted number of shares in circulation during that year.

Diluted earnings per share is determined in a similar manner as basic earnings per share, but the average weighted number of shares in circulation is adjusted to account for the dilutive effect of stock options, warrants and convertible debt. As of December 31, 2010 and 2011, the Bank does not have any instruments or contracts that could cause dilutions. Therefore, no adjustments have been made.

(aa) Interest revenue and expense:

Interest revenue and expenses are recognized in the income statement using the effective interest rate method. The effective interest rate is the rate which exactly discounts estimated future cash payments or receipts through the expected life of the financial instrument or a shorter period, where appropriate, to the net carrying amount of the financial asset or financial liability. To calculate the effective interest rate, the Bank determines cash flows by taking into account all contractual conditions of the financial instrument, excluding future credit losses.

The effective interest rate calculation includes all fees and other amounts paid or received that form part of the effective interest rate. Transaction costs include incremental costs that are directly attributable to the purchase or issuance of a financial asset or liability.

Table of Contents

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS, Continued

2. Summary of Significant Accounting Principles, continued:

(ab) Fees and commissions:

Income and expenses from fees and commissions are recognized in income using different criteria based on the nature of the income or expense. The most significant criteria include:

(i) Fees earned from an individual act are recognized once the act has taken place.

(ii) Fees earned from transactions or services provided over a longer period of time are recognized over the life of the transactions or services. These fees include commissions and asset management, custody or other management and advisory fees.

Loan commitment fees for loans that are likely to be drawn down and other credit related fees are deferred (together with incremental costs) and recognized as an adjustment to the effective interest rate of the loan. When it is unlikely that a loan is drawn down the fees are recognized over the commitment period on a straight-line basis.

(ac) Identifying and measuring impairment:

Financial assets (other than loans)

Financial assets are reviewed throughout each year, and especially at each reporting date, to determine whether there is objective evidence of impairment as a result of a loss event that occurred after the initial recognition of the asset and the loss event had an impact on the estimated future cash flows of the financial asset that can be reliably calculated.

A financial asset or group of financial assets is impaired and impairment losses are incurred if:

- there is objective evidence of impairment as a result of a loss event that occurred after the initial recognition of the asset and up to the balance sheet date (a loss event);
- the loss event had an impact on the estimated future cash flows of the financial asset or the group of financial assets and;
- a reliable estimate of the loss amount can be made.

An impairment loss for financial assets recorded at amortized cost is calculated as the difference between the asset s carrying amount and the present value of the estimated future cash flows, discounted using the effective interest rate.

An impairment loss for available-for-sale financial assets is calculated using its fair value considering fair value changes already recognized in other comprehensive income.

In the case of equity investments classified as available-for-sale financial assets, objective evidence includes a significant or prolonged decline in the fair value of the investment below cost. The bank considers significant generally as 20% and prolonged generally as greater than 6 months. In the case of debt securities classified as available-for-sale financial assets, the Bank assesses whether there exists objective evidence for impairment based on the same criteria as for loans.

Table of Contents

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS, Continued

2. Summary of Significant Accounting Principles, continued:

(ac) Identifying and measuring impairment, continued:

Financial assets (other than loans), continued:

If there is evidence of impairment, any amounts previously recognized in equity, in net gains (losses) not recognized in the income statement, is removed from equity and recognized in the income statement for the period, reported in net gains (losses) on financial assets available for sale. This amount is determined as the difference between the acquisition cost (net of any principal repayments and amortization) and current fair value of the asset less any impairment loss on that investment previously recognized in the income statement.

When the fair value of the available-for-sale debt security recovers to at least amortized cost it is no longer considered impaired and subsequent changes in fair value are reported in equity.

Individually significant financial assets are individually examined to determine impairment. Remaining financial assets are collectively evaluated in groups that share similar credit risk characteristics. Both criterions are similar as those described in Note 2 (m) Loans to customer to determine impairment individually and group.

All impairment losses are recognized in the income statement. Any cumulative loss related to available-for-sale financial assets recognized previously in equity is transferred to the income statement.

An impairment loss is reversed if, in a subsequent period, the fair value of the debt instrument classified as available for sale increases and the increase can be objectively related to an event occurring after the impairment loss was recognized in profit or loss. The amount of the reversal is recognized in profit or loss up to the amount previously recognized as impairment. Impairment losses recognized in profit or loss for an investment in an equity instrument classified as available for sale are not reversed through profit or loss.

Table of Contents

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS, Continued

2. Summary of Significant Accounting Principles, continued:

(ac) Identifying and measuring impairment, continued:

Non-financial assets

The Bank assesses at each reporting date and on an ongoing basis whether there is an indication that an asset may be impaired. If any indication exists, or if annual impairment testing for an asset is required, the Bank estimates the asset s recoverable amount. An asset s recoverable amount is the higher of an asset s or cash-generating unit s (CGU) fair value less costs to sell and its value in use. Where the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount. In assessing value in use, the estimated cash flows are discounted to their present value using a pre-tax discount rate that reflects the current market assessments of the time value of money and risks specific to the asset. In determining fair value less costs to sell, an appropriate valuation model is used. These calculations are corroborated by valuation multiples, share prices and other available fair value indicators.

For assets, excluding goodwill, impairment losses recognized in prior years are assessed at each reporting date in search of any indication that the loss has decreased or disappeared. A previously recognized impairment is reversed only if there has been a change in the assumptions used to determine the asset s recoverable amount since the last impairment was recognized. An impairment loss is reversed only to the extent that the book value of the asset does not exceed the carrying amount that would have been determined, net of depreciation or amortization, if no impairment loss had been recognized. Such reversal is recognized in the income statement.

Impairment losses relating to goodwill cannot be reversed in future periods.

(ad) Finance and operating leases:

The determination of whether an arrangement is a lease, or it contains a lease, is based on the substance of the arrangement and requires an assessment of whether the fulfillment of the arrangement is dependent on the use of a specific asset or assets and the arrangement conveys a right to use the asset.

The Bank acting as lessor

Assets leased to customers under agreements which transfer substantially all the risks and rewards of ownership, with or without ultimate legal title, are classified as finance leases. When assets held are subject to a finance lease, the leased assets are derecognized and a receivable is recognized which is equal to the present value of the minimum lease payments, discounted at the interest rate implicit in the lease. Initial direct costs incurred in negotiating and arranging a finance lease are incorporated into the receivable through the discount rate applied to the lease. Finance lease income is recognized over the lease term based on a pattern reflecting a constant periodic rate of return on the net investment in the finance lease.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS, Continued

2. Summary of Significant Accounting Principles, continued:

(ad) Lease transactions, continued:

The Bank acting as lessor, continued

Assets leased to customers under agreements which do not transfer substantially all the risks and rewards of ownership are classified as operating leases. The leased assets are included within premises and equipment on the Group s balance sheet and depreciation is provided on the depreciable amount of these assets on a systematic basis over their estimated useful economic lives. Rental income is recognized on a straight-line basis over the period of the lease. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognized as an expense on a straight-line basis over the lease term.

The Bank acting as lessee

Assets held under finance leases are initially recognized on the balance sheet at an amount equal to the fair value of the leased property or, if lower, the present value of the minimum lease payments. The corresponding liability to the lessor is included in the balance sheet as a finance lease obligation. The discount rate used in calculating the present value of the minimum lease payments is either the interest rate implicit in the lease, if it is practicable to determine, or the incremental borrowing rate. Contingent rentals are recognized as expense in the periods in which they are incurred. As of December 31, 2010 and 2011, the Bank and its subsidiaries have not signed contracts of this nature.

Operating lease rentals payable are recognized as an expense on a straight-line basis over the lease term, which commences when the lessee controls the physical use of the property. Lease incentives are treated as a reduction of rental expense and are also recognized over the lease term on a straight-line basis. Contingent rentals arising under operating leases are recognized as an expense in the period in which they are incurred.

(ae) Fiduciary activities:

The Bank provides trust and other fiduciary services that result in the holding or investing of assets on behalf of the clients. Assets held in a fiduciary capacity are not reported in the financial statements, as they are not the assets of the Bank.

(af) Customer loyalty programs:

The Bank maintains a customer loyalty program as an incentive to its clients. The scheme grants its customers certain points depending on the value of credit card purchases they make. The so-collected points can be used to obtain services from a third party. The costs which the Bank incurs providing this incentive are recognized at fair value when the corresponding revenue is recognized, considering the probabilities of being used by the customers to obtain the third party s service. The points collected cannot be used to obtain services directly from the Bank.

Table of Contents

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS, Continued

3. New and amendment standards and interpretations:

The accounting policies adopted are consistent with those of the previous financial year. Amendments resulting from Improvements to IFRSs to the following standards did not have any impact on the accounting policies, financial position or performance of the Bank:

IFRS 24 Related Party Disclosures effective January 1, 2011.

IFRIC 14 Limit of a defined benefits asset, obligation to maintain minimum financing level and their interaction effective January 1, 2011.

Table of Contents

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS, Continued

4. Segment Reporting:

For management purposes, we have organized our operations and commercial strategies into four business segments, which are defined in accordance with the type of products and services offered to target customers. These business segments are currently defined as follows:

Retail: This segment focuses on individuals and small and medium-sized companies with annual sales up to Ch$1,500 million, where the product offering focuses primarily on consumer loans, commercial loans, checking accounts, credit cards, credit lines and mortgage loans.

Wholesale: This segment focused on corporate clients and large companies, whose annual revenue exceed Ch$1,500 million, where the product offering focuses primarily on commercial loans, checking accounts and liquidity management services, debt instruments, foreign trade, derivative contracts and leases.

Treasury and money market operations:

This segment includes revenue associated with managing the Bank s balance sheet (currencies, maturities and interest rates) and liquidity, including financial instrument and currency trading on account of the Bank itself.

Transactions on behalf of customers carried out by the Treasury are reflected in the respective aforementioned segments. These products are highly transaction-focused such as foreign exchange transactions, derivatives and financial instruments in general.

Subsidiaries: Corresponds to companies and corporations controlled by the Bank, where results are obtained individually by the respective subsidiary. The companies that comprise this segment are:

Entity

Banchile Trade Services Limited

Banchile Administradora General de Fondos S.A.

Banchile Asesoría Financiera S.A.

Banchile Corredores de Seguros Ltda.

Banchile Factoring S.A.

Banchile Corredores de Bolsa S.A.

Banchile Securitizadora S.A.

Socofin S.A.

Promarket S.A.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS, Continued

4. Segment Reporting, continued:

The financial information used to measure the performance of the Bank s business segments is not necessarily comparable with similar information from other financial institutions because it is based on internal reporting policies. The accounting policies used to prepare the Bank s operating segment information are similar as those described in Note 2 Summary of Significant Accounting Principles , except as noted below:

The net interest margin of loans and deposits is measured on an individual transaction and individual client basis, stemming from the difference between the effective customer rate and the related Bank s fund transfer price in terms of maturity, re-pricing and currency.

The results associated with gap management (interest rate and currency mismatches) are allocated to the business segments by considering the amount of loans and demand deposits managed by each segment.

The internal performance profitability system considers capital allocation in each segment in accordance to the Basel guidelines.

In addition to direct costs (consisting mainly of labor and administrative expenses), the Bank allocates all of its indirect operating costs to each business segment by utilizing a different cost driver in order to allocate such costs to the specific segment.

The Bank applies local banking regulator accounting principles when measuring and recording its allowance for loan losses, assets received in lieu of payments, minimum dividend allowances and some other minor items for internal reporting purposes. These accounting policies differ in some significant aspects from IFRS.

The Bank obtains the majority of its income from: interest, indexations and fees, discounted the credit cost and expenses. Management mainly bases its evaluation of segment performance and decision-making regarding goals, allocation of resources for each unit individually on these concepts. Even though the results of the segments reconcile with those of the Bank at total level, differences exist in the single segments figures due to different measurement concepts indicated above.

The Bank did not enter into transactions with a particular customer or third party that exceed 10% of its total income in 2010 and 2011.

The Bank carries out its business operations in Chile.

Transfer pricing between operating segments are on an arm s length basis in a manner similar to transactions with third parties.

Taxes are managed at a corporate level and are not allocated to business segments.

Table of Contents

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS, Continued

4. Segment Reporting, continued:

	As of December 31, 2009							
	Retail MCh$	**Wholesale MCh$**	**Treasury MCh$**	**Subsidiaries MCh$**	**Subtotal MCh$**	**Reclassifications and adjustments to conform IFRS MCh$**	**Note**	**Total MCh$**
Net interest income	436,035	196,314	24,704	14,039	671,092	6,432		677,524
Net fees and commissions income	136,068	31,861	(123)	96,491	264,297	(12,442)		251,855
Other operating income	16,270	30,852	35,491	20,567	103,180	1,830		105,010
Total operating revenue	588,373	259,027	60,072	131,097	1,038,569	(4,180)	(1)	1,034,389
Provisions for loan losses	(154,685)	(68,137)		(619)	(223,441)	(17,904)	(2)	(241,345)
Depreciation and amortization	(16,745)	(7,217)	(5,529)	(2,536)	(32,027)	(4,420)	(3)	(36,447)
Other operating expenses	(300,735)	(107,033)	(2,926)	(75,763)	(486,457)	31,155	(4)	(455,302)
Income attributable to associates	520	(23)		343	840			840
Income before income taxes	116,728	76,617	51,617	52,522	297,484	4,651		302,135
Income taxes					(39,597)	(792)	(5)	(40,389)
Income after income taxes					257,887	3,859		261,746
Assets	6,169,113	7,336,807	3,095,493	1,056,358	17,657,771	(206,045)		17,451,726
Current and deferred taxes					83,012	(33,279)		49,733
Total assets					17,740,783	(239,324)	(6)	17,501,459
Liabilities	4,560,558	7,463,580	3,415,522	855,294	16,294,954	(433,498)		15,861,456
Current and deferred taxes					53,081	(14,063)		39,018
Total liabilities					16,348,035	(447,561)	(7)	15,900,474

Table of Contents

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS, Continued

4. Segment Reporting, continued:

Reclassifications and adjustments to conform IFRS

(1) The total effect due to the elimination adjustments to conform the total operating revenue correspond to MCh$(12,307). The total effect of IFRS adjustments correspond to MCh$8,127 which mainly stems from reclassification of allowances for loan losses and amortization of fair value loans from Citibank Chile.
(2) The total effect relates to IFRS adjustments of MCh$(17,904), which mainly stem from differing allowances for loan losses.
(3) The total effect relates to IFRS adjustments of MCh$(4,420), which stem from the amortization of intangibles and depreciation of property and equipment, from Citibank Chile.
(4) The total effect due to the elimination adjustments to conform other operating expenses correspond to MCh$12,307. The total effect of IFRS adjustments correspond to MCh$18,848, which mainly stems from deviating provision for loan losses.
(5) The total effect relates to IFRS adjustments of MCh$(792), which stem from deferred taxes.
(6) The total effect due to the elimination adjustments to conform the consolidated financial position data in assets correspond to MCh$(280,564). The total effect of IFRS adjustments in assets correspond to MCh$41,240, which mainly stems from deviating allowances for loan losses, acquisition of Citibank Chile and deferred taxes effects.
(7) The total effect due to the elimination adjustments to conform the consolidated financial position data in liabilities correspond to MCh$(280,564). The total effect of IFRS adjustments in liabilities correspond to MCh$(166,997), which mainly stems from providing for minimum dividends and differing allowances for loan losses.

Table of Contents

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS, Continued

4. Segment Reporting, continued:

	As of December 31, 2010							
	Retail MCh$	Wholesale MCh$	Treasury MCh$	Subsidiaries MCh$	Subtotal MCh$	Reclassifications and adjustments to conform IFRS MCh$	Note	Total MCh$
Net interest income	517,459	218,348	21,997	10,144	767,948	(322)		767,626
Net fees and commissions income	145,316	40,955	(367)	117,561	303,465	(11,203)		292,262
Other operating income	9,752	21,755	56,093	22,607	110,207	(5,698)		104,509
Total operating revenue	672,527	281,058	77,723	150,312	1,181,620	(17,223)	(1)	1,164,397
Provisions for loan losses	(133,823)	(71,647)		(3,120)	(208,590)	50,939	(2)	(157,651)
Depreciation and amortization	(18,625)	(6,630)	(3,349)	(1,940)	(30,544)	(4,420)	(3)	(34,964)
Other operating expenses	(339,197)	(95,344)	(9,512)	(83,320)	(527,373)	18,110	(4)	(509,263)
Income attributable to associates	1,233	388		305	1,926	(317)		1,609
Income before income taxes	182,115	107,825	64,862	62,237	417,039	47,089		464,128
Income taxes					(38,509)	(8,004)	(5)	(46,513)
Income after income taxes					378,530	39,085		417,615
Assets	7,198,879	7,547,025	2,902,332	845,837	18,494,073	(278,650)		18,215,423
Current and deferred taxes					88,231	(27,190)		61,041
Total assets					18,582,304	(305,840)	(6)	18,276,464
Liabilities	5,459,085	7,812,367	3,277,059	629,666	17,178,177	(596,038)		16,582,139
Current and deferred taxes								
Total liabilities					17,178,177	(596,038)	(7)	16,582,139

Table of Contents

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS, Continued

4. Segment Reporting, continued:

Reclassifications and adjustments to conform IFRS

(1) The total effect due to the elimination adjustments to conform the total operating revenue correspond to MCh$(12,275). The total effect of IFRS adjustments correspond to MCh$(4,948) which mainly stems from reclassification of allowances for loan losses and amortization of fair value loans from Citibank Chile.
(2) The total effect relates to IFRS adjustments of MCh$50,939, which mainly stem from differing allowances for loan losses.
(3) The total effect relates to IFRS adjustments of MCh$(4,420), which stem from the amortization of intangibles and depreciation of property and equipment, from Citibank Chile.
(4) The total effect due to the elimination adjustments to conform other operating expenses correspond to MCh$12,838. The total effect of IFRS adjustments correspond to MCh$5,272, which represents reversal of write-offs of assets received in lieu of payments.
(5) The total effect relates to IFRS adjustments of MCh$(8,004), which stem from deferred taxes.
(6) The total effect due to the elimination adjustments to conform the consolidated financial position data in assets correspond to MCh$(375,552). The total effect of IFRS adjustments in assets correspond to MCh$69,712, which mainly stems from deviating allowances for loan losses, acquisition of Citibank Chile and deferred taxes effects.
(7) The total effect due to the elimination adjustments to conform the consolidated financial position data in liabilities correspond to MCh$(375,552). The total effect of IFRS adjustments in liabilities correspond to MCh$(220,486), which mainly stems from providing for minimum dividends and differing allowances for loan losses.

Table of Contents

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS, Continued

4. Segment Reporting, continued:

	As of December 31, 2011							
	Retail MCh$	**Wholesale MCh$**	**Treasury MCh$**	**Subsidiaries MCh$**	**Subtotal MCh$**	**Reclassifications and adjustments to conform IFRS MCh$**	**Note**	**Total MCh$**
Net interest income	589,040	247,471	20,460	4,204	861,175	16,300		877,475
Net fees and commissions income	163,232	39,406	(536)	116,955	319,057	(10,284)		308,773
Other operating income	15,478	1,181	11,508	27,511	55,678	19,185		74,863
Total operating revenue	767,750	288,058	31,432	148,670	1,235,910	25,201	(1)	1,261,111
Provisions for loan losses	(111,701)	(10,082)	(964)	(2,093)	(124,840)	(22,085)	(2)	(146,925)
Depreciation and amortization	(21,174)	(6,299)	(1,718)	(1,520)	(30,711)	(4,420)	(3)	(35,131)
Other operating expenses	(377,165)	(123,355)	(8,486)	(86,259)	(595,265)	16,785	(4)	(578,480)
Income attributable to associates	2,252	710		338	3,300	(246)		3,054
Income before income taxes	259,962	149,032	20,264	59,136	488,394	15,235		503,629
Income taxes					(59,588)	(5,854)	(5)	(65,442)
Income after income taxes					428,806	9,381		438,187
Assets	8,416,826	9,268,380	3,415,922	1,069,135	22,170,263	(464,730)		21,705,533
Current and deferred taxes					89,974	(29,949)		60,025
Total assets					22,260,237	(494,679)	(6)	21,765,558
Liabilities	6,468,025	8,983,599	4,214,432	855,006	20,521,062	(796,173)		19,724,889
Current and deferred taxes								
Total liabilities					20,521,062	(796,173)	(7)	19,724,889

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS, Continued

4. Segment Reporting, continued:

Reclassifications and adjustments to conform IFRS

(1) The total effect due to the elimination adjustments to conform the total operating revenue correspond to MCh$31,822. The total effect of IFRS adjustments correspond to MCh$(6,621) which mainly stems from reclassification of allowances for loan losses, amortization of fair value loans from Citibank Chile and embedded derivatives.

(2) The total effect relates to IFRS adjustments of MCh$22,085, which mainly stem from differing allowances for loan losses.

(3) The total effect relates to IFRS adjustments of MCh$(4,420), which stem from the amortization of intangibles and depreciation of property and equipment, from Citibank Chile.

(4) The total effect due to the elimination adjustments to conform other operating expenses correspond to MCh$12,128. The total effect of IFRS adjustments correspond to MCh$4,657, which represents reversal of write-offs of assets received in lieu of payments.

(5) The total effect relates to IFRS adjustments of MCh$(5,854), which stem from deferred taxes.

(6) The total effect due to the elimination adjustments to conform the consolidated financial position data in assets correspond to MCh$(547,005). The total effect of IFRS adjustments in assets correspond to MCh$52,326, which mainly stems from deviating allowances for loan losses, acquisition of Citibank Chile and deferred taxes effects.

(7) The total effect due to the elimination adjustments to conform the consolidated financial position data in liabilities correspond to MCh$(547,005). The total effect of IFRS adjustments in liabilities correspond to MCh$(249,168), which mainly stems from providing for minimum dividends and differing allowances for loan losses.

Table of Contents

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS, Continued

5. Cash and Cash Equivalents:

(a) Details of cash and cash equivalents and its reconciliation to the statement of cash flows at each period are as follows:

	2010 MCh$	2011 MCh$
Cash and due from banks:		
Cash	309,348	346,169
Current account with the Chilean Central Bank	310,358	139,328
Deposits in other domestic banks	110,000	106,656
Deposits abroad	42,623	288,993
Subtotal Cash and due from banks	772,329	881,146
Net transactions in the course of collection	221,006	218,215
Highly liquid financial instruments (shown in other assets)	28,787	31,910
Repurchase agreements	19,902	40,478
Total cash and cash equivalents	1,042,024	1,171,749

Amounts in cash and Central Bank deposits are regulatory reserve deposits for which the Bank must maintain a certain monthly average.

(b) Transactions in the course of collection

Transactions in the course of settlement are transactions for which the only remaining step is settlement, which will increase or decrease the funds in the Central Bank or in foreign banks, normally occurring within 12 to 24 business hours and are detailed as follows:

	2010 MCh$	2011 MCh$
Assets		
Documents drawn on other banks (clearing)	231,339	185,342
Funds receivable	198,417	188,297
Subtotal transactions in the course of collection	429,756	373,639
Liabilities		
Funds payable	(208,750)	(155,424)
Subtotal transactions in the course of payment	(208,750)	(155,424)

Net transactions in the course of collection	221,006	218,215

Table of Contents

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS, Continued

6. Financial Assets Held-for-Trading:

The detail of financial instruments classified as held-for-trading is as follows:

	2010 MCh$	2011 MCh$
Instruments issued by the Chilean Government and Central Bank of Chile:		
Central Bank bonds	44,624	66,243
Central Bank promissory notes	3,266	4,657
Other instruments issued by the Chilean Government and Central Bank	109,302	6,942
Other instruments issued in Chile		
Mortgage bonds from domestic banks	196	61
Bonds from domestic banks	1,740	585
Deposits in domestic banks	119,002	191,003
Other instruments issued in Chile	1,635	370
Instruments issued by foreign institutions		
Other instruments issued abroad		35,051
Total	279,765	304,912

Instruments issued by the Chilean Government and Central Bank include instruments sold under agreements to repurchase to customers and financial institutions, equivalent to MCh$29,811 as of December 31, 2011 (MCh$10,792 in 2010).

Other instruments issued in Chile include instruments sold under agreements to repurchase to customers and financial instruments, amounting to MCh$152,431 as of December 31, 2011 (MCh$56,743 in 2010).

Agreements to repurchase have an average expiration of 7 days as of year-end (8 days in 2010).

Additionally, the Bank holds financial investments in mortgage finance bonds issued by itself in the amount of MCh$64,929 as of December 31, 2011 (MCh$76,334 in 2010), which are presented as a reduction of the liability line item Debt issued .

Table of Contents

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS, Continued

7. Repurchase Agreements and Security Lending and Borrowing:

(a) The Bank provides financing to its customers through Receivables from Repurchase Agreements and Security Borrowing , in which the financial instrument serves as collateral. As of December 31, 2010 and 2011, the Bank has the following receivables resulting from such transactions:

	Up to 1 month		Over 1 month and up to 3 month		Over 3 months and up to 12 months		Over 1 year and up to 3 years		Over 3 years and up to 5 years		Over 5 years		Total	
	2010 MCh$	2011 MCh$	2010 MCh$	2011 MCh$	2010 MCh$	2011 MCh$	2010 MCh$	2011 MCh$	2010 MCh$	2011 MCh$	2010 MCh$	2011 MCh$	2010 MCh$	2011 MCh$
Instruments issued by the Chilean Governments and Central Bank of Chile														
Central Bank bonds	92	10,021											92	10,021
Other instruments issued by the Chilean Government and Central Bank	5,014												5,014	
Other Instruments Issued in Chile														
Other instruments issued in Chile	7,610	30,191	68,346	6,270	1,725	1,499							77,681	37,960
Total	12,716	40,212	68,346	6,270	1,725	1,499							82,787	47,981

Table of Contents

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS, Continued

7. Repurchase Agreements and Security Lending and Borrowing, continued:

(b) The Bank obtains financing by selling financial instruments and committing to repurchase them at future dates, plus interest at a prefixed rate. As of December 31, 2010 and 2011 , the Bank has the following payables resulting from such transactions:

	Up to 1 month		Over 1 month and up to 3 month		Over 3 months and up to 12 months		Over 1 year and up to 3 years		Over 3 years and up to 5 years		Over 5 years		Total	
	2010 MCh$	2011 MCh$	2010 MCh$	2011 MCh$	2010 MCh$	2011 MCh$	2010 MCh$	2011 MCh$	2010 MCh$	2011 MCh$	2010 MCh$	2011 MCh$	2010 MCh$	2011 MCh$
Instruments issued by the Chilean Governments and Central Bank of Chile														
Central Bank bonds	12,013	49,025											12,013	49,025
Central Bank promissory notes		1,139												1,139
Other instruments issued by the Chilean Government and Central Bank	13,665												13,665	
Other Instruments Issued in Chile														
Deposit promissory notes from domestic banks	53,807	168,414	40	4,553		71							53,847	173,038
Bonds from domestic banks	2,230												2,230	
Total	81,715	218,578	40	4,553		71							81,755	223,202

(c) Securities given:

The carrying amount of securities lent and of Payables from Repurchase Agreements and Security Lending at December 31, 2011 is Ch$208,530 million (Ch$77,191 million in 2010). The counterparty is allowed to sell or repledge those securities in the absence of default by the Bank.

(d) Securities received:

As part of reverse repurchase and securities borrowing agreements the Bank has received securities that it is allowed to sell or repledge in the absence of default by the owner. At December 31, 2011 the Bank held securities with a fair value of Ch$47,022 million (Ch$74,895 million in 2010) on such terms. The Bank has an obligation to return the securities to its counterparties.

Table of Contents

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS, Continued

8. Derivative Instruments and Accounting Hedges:

(a) As of December 31, 2010 and 2011, the Bank s portfolio of derivative instruments is detailed as follows:

	As of December 31, 2010 Notional amount of contract with final expiration date in						Fair value	
	Up to 1 month MCh$	Over 1 month and up to 3 months MCh$	Over 3 months and up to 12 months MCh$	Over 1 year and up to 3 years MCh$	Over 3 years and up to 5 years MCh$	Over 5 years MCh$	Asset MCh$	Liability MCh$
Derivatives held for hedging of fair value								
Cross currency swap				29,485	23,601	107,569	65	4,212
Interest rate swap				14,192	22,624	116,268	2,061	7,246
Total derivatives held for hedging purposes				43,677	46,225	223,837	2,126	11,458
Derivatives held as cash flow hedges								
Interest rate swap and cross currency swap								
Total Derivatives held as cash flow hedges								
Derivatives held-for-trading purposes								
Currency forward	3,697,884	2,505,564	3,590,728	417,789	1,076		118,705	191,280
Cross currency swap	127,949	320,000	1,050,845	2,223,196	245,930	240,437	284,702	227,381
Interest rate swap	295,000	182,456	828,375	1,923,619	514,806	538,621	82,688	97,767
Call currency options	9,836	30,725	49,436				133	109
Put currency options	468	30,725	2,084					429
Others						647,096		21
Total derivatives held-for-trading purposes	4,131,137	3,069,470	5,521,468	4,564,604	761,812	1,426,154	486,228	516,987
Total	**4,131,137**	**3,069,470**	**5,521,468**	**4,608,281**	**808,037**	**1,649,991**	**488,354**	**528,445**

Table of Contents

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS, Continued

8. Derivative Instruments and Accounting Hedges, continued:

	As of December 31, 2011 Notional amount of contract with final expiration date in						Fair value	
	Up to 1 month MCh$	**Over 1 month and up to 3 months MCh$**	**Over 3 months and up to 12 months MCh$**	**Over 1 year and up to 3 years MCh$**	**Over 3 years and up to 5 years MCh$**	**Over 5 years MCh$**	**Asset MCh$**	**Liability MCh$**
Derivatives held for hedging of fair value								
Cross currency swap				13,376	17,260	125,952		11,148
Interest rate swap				15,750	25,108	184,784		27,273
Total derivatives held for hedging purposes				29,126	42,368	310,736		38,421
Derivatives held as cash flow hedges								
Interest rate swap and cross currency swap	57,128			55,940				1,514
Total Derivatives held as cash flow hedges	57,128			55,940				1,514
Derivatives held-for-trading purposes								
Currency forward	3,673,409	2,376,646	4,107,029	328,970	28,080		121,133	115,797
Cross currency swap	133,883	145,791	1,065,272	1,497,511	685,216	891,617	181,092	174,984
Interest rate swap	200,243	506,595	1,473,712	1,620,359	621,418	584,082	77,589	97,992
Call currency options	11,072	34,671	46,262				1,239	1,149
Put currency options	468	988	3,119				2	35
Others						672,384		21
Total derivatives held-for-trading purposes	4,019,075	3,064,691	6,695,394	3,446,840	1,334,714	2,148,083	381,055	389,978
Total	**4,076,203**	**3,064,691**	**6,695,394**	**3,531,906**	**1,377,082**	**2,458,819**	**381,055**	**429,913**

Table of Contents

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS, Continued

8. Derivative Instruments and Accounting Hedges, continued:

(b) Fair value Hedges:

The Bank uses cross-currency swaps and interest rate swaps to hedge its exposure to changes in the fair value of the hedged elements attributable to interest rates. The aforementioned hedge instruments change the effective cost of long-term issuances from a fixed interest rate to a variable interest rate, decreasing the duration and modifying the sensitivity to the shortest segments of the curve.

Below is a detail of the hedged elements and hedge instruments under fair value hedges as of December 31, 2010 and 2011:

	As of December 31,	
	2010	2011
	MCh$	MCh$
Hedged element		
Commercial loans	160,655	156,588
Corporate bonds	153,084	225,642
Total	313,739	382,230
Hedge instrument		
Cross currency swap	160,655	156,588
Interest rate swap	153,084	225,642
Total	313,739	382,230

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS, Continued

8. **Derivative Instruments and Accounting Hedges, continued:**

(c) Cash flow Hedges:

(c.1) The Bank, starting in 2011, uses CLF/MNX cross currency swaps that hedge the exposure to two identified risks. The first risk being hedged is the exchange rate risk from bonds denominated in Mexican Pesos (MXN), and the second risk being hedged is the inflation risk from cash flows denominated in Unidad de Fomento (CLF). The Bank has documented and matched cash flows of the cross currency swaps to each hedged item.

(c.2) Below is an estimate of the periods in which the estimated cash flows, that includes the interest and the capital amount, of the hedged item(s) are expected to be generated:

	2011						
	Up to 1 month MCh$	Over 1 month and up to 3 months MCh$	Over 3 months and up to 12 months MCh$	Over 1 year and up to 3 years MCh$	Over 3 years and up to 5 years MCh$	Over 5 years MCh$	Total MCh$
Hedged item (Corporate bonds MXN)							
Outflows	(235)	(470)	(2,349)	(62,048)			(65,102)
Hedged Instrument (Cross currency swap MXN leg) Inflows	235	470	2,349	62,048			65,102
Net cash flows							

	2011						
	Up to 1 month MCh$	Over 1 month and up to 3 months MCh$	Over 3 months and up to 12 months MCh$	Over 1 year and up to 3 years MCh$	Over 3 years and up to 5 years MCh$	Over 5 years MCh$	Total MCh$
Hedged item (Cash flows CLF)							
Inflows			1,591	60,337			61,928
Hedged Instrument (Cross currency swap CLF leg) Outflows			(1,591)	(60,337)			(61,928)
Net cash flows							

Table of Contents

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS, Continued

8. Derivative Instruments and Accounting Hedges, continued:

(c) Cash flow Hedges, continued:

(c.3) Unrealized profit of Ch$485 millions generated from hedging instruments has been recorded in equity.

(c.4) The net effect in income of derivatives cash flow hedges amount to Ch$1,029 millions.

Table of Contents

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS, Continued

9. Loans and Advance to Banks, net:

(a) As of December 31, 2010 and 2011 , amounts are detailed as follows:

	2010 MCh$	2011 MCh$
Domestic Banks		
Interbank loans	13,149	15,059
Other credits with domestic banks		
Provisions for loans to domestic banks		(5)
Subtotal	13,149	15,054
Foreign Banks		
Loans to foreign banks	141,088	190,838
Overdrafts in current accounts	1	
Credits with third countries	21,290	15,639
Other credits with foreign banks	174,514	127,076
Provisions for loans to foreign banks	(610)	(1,001)
Subtotal	336,283	332,552
Central Bank of Chile		
Unavailable Central Bank deposits		300,000
Other Central Bank credits	156	819
Subtotal	156	300,819
Total	349,588	648,425

(b) Provisions for loans to banks are detailed below:

Detail	Bank s Location Chile MCh$	Abroad MCh$	Total MCh$
Balance as of January 1, 2009		316	316
Charge-offs			
Provisions established		861	861
Provisions released			
Balance as of December 31, 2009		1,177	1,177

Charge-offs			
Provisions established			
Provisions released		(567)	(567)
Balance as of December 31, 2010		610	610
Charge-offs			
Provisions established	5	391	396
Provisions released			
Balance as of December 31, 2011	5	1,001	1,006

Table of Contents

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS, Continued

10. Loans to Customers, net:

(a) Loans to Customers:

As of December 31, 2010 and 2011, the composition of the portfolio of loans is the following:

	As of December 31, 2010						
	Asset before Allowance			Allowances established			
	Normal Porfolio MCh$	Substandard Loans MCh$	Total MCh$	Individual Provisions MCh$	Group Provision MCh$	Total MCh$	Net Assets MCh$
Commercial loans							
Commercial loans	6,597,336	372,038	6,969,374	(80,002)	(48,147)	(128,149)	6,841,225
Foreign trade loans	783,422	130,236	913,658	(50,249)	(279)	(50,528)	863,130
Current account debtors	109,881	12,225	122,106	(5,342)	(1,931)	(7,273)	114,833
Factoring transactions	465,750	11,383	477,133	(5,567)	(507)	(6,074)	471,059
Commercial lease transactions [1]	706,707	70,587	777,294	(11,958)	(5,723)	(17,681)	759,613
Other loans and accounts receivable	34,385	3,456	37,841	(363)	(1,490)	(1,853)	35,988
Subtotal	8,697,481	599,925	9,297,406	(153,481)	(58,077)	(211,558)	9,085,848
Mortgage loans							
Mortgage bonds [2]	149,039	15,435	164,474		(1,443)	(1,443)	163,031
Transferable mortgage loans	197,745	7,515	205,260		(1,106)	(1,106)	204,154
Other residential real estate mortgage loans	2,507,963	48,372	2,556,335		(12,700)	(12,700)	2,543,635
Other loans and accounts receivable	116	436	552		(25)	(25)	527
Subtotal	2,854,863	71,758	2,926,621		(15,274)	(15,274)	2,911,347
Consumer loans							
Consumer loans in installments	1,389,887	92,169	1,482,056		(101,415)	(101,415)	1,380,641
Current account debtors	221,093	9,674	230,767		(4,261)	(4,261)	226,506
Credit card debtors	429,266	11,525	440,791		(15,485)	(15,485)	425,306
Other loans and accounts receivable	336	18	354		(34)	(34)	320
Subtotal	2,040,582	113,386	2,153,968		(121,195)	(121,195)	2,032,773
Total	13,592,926	785,069	14,377,995	(153,481)	(194,546)	(348,027)	14,029,968

(1)

In this item, the Bank finances its customers purchases of assets, including real estate and other personal property, through finance lease agreements. As of December 31, 2010, MCh$353,455 corresponds to finance leases for real estate and MCh$423,839 correspond to finance leases for other assets.

(2) For mortgage Bonds that finance residential mortgage loans, it is important to note that the Bank is solely responsible for the payment of that obligation to the mortgage bond holders, regardless of the payment behavior of the residential mortgage borrower. Accordingly, none of our residential mortgage loans serves as a guarantee or collateral for our mortgage bonds.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS, Continued

10. Loans to Customers, net, continued:

(b) Loans to Customers continued:

	As of December 31, 2011						
	Asset before Allowance			Allowances established			
	Normal Porfolio MCh$	Substandard Loans MCh$	Total MCh$	Individual Provisions MCh$	Group Provision MCh$	Total MCh$	Net Assets MCh$
Commercial loans							
Commercial loans	7,705,590	210,906	7,916,496	(107,796)	(57,420)	(165,216)	7,751,280
Foreign trade loans	1,442,460	66,687	1,509,147	(58,458)	(504)	(58,962)	1,450,185
Current account debtors	212,595	1,884	214,479	(2,178)	(2,074)	(4,252)	210,227
Factoring transactions	586,576	2,522	589,098	(4,499)	(613)	(5,112)	583,986
Commercial lease transactions (1)	973,013	23,553	996,566	(9,275)	(7,105)	(16,380)	980,186
Other loans and accounts receivable	27,430	4,177	31,607	(372)	(1,905)	(2,277)	29,330
Subtotal	10,947,664	309,729	11,257,393	(182,578)	(69,621)	(252,199)	11,005,194
Mortgage loans							
Mortgage bonds (2)	123,797	10,580	134,377		(871)	(871)	133,506
Transferable mortgage loans	169,424	5,834	175,258		(881)	(881)	174,377
Other residential real estate mortgage loans	3,250,235	47,096	3,297,331		(14,151)	(14,151)	3,283,180
Other loans and accounts receivable	64	404	468		(1)	(1)	467
Subtotal	3,543,520	63,914	3,607,434		(15,904)	(15,904)	3,591,530
Consumer loans							
Consumer loans in installments	1,661,799	101,302	1,763,101		(110,190)	(110,190)	1,652,911
Current account debtors	223,871	9,101	232,972		(5,806)	(5,806)	227,166
Credit card debtors	553,574	15,716	569,290		(22,570)	(22,570)	546,720
Other loans and accounts receivable	251	6	257		(22)	(22)	235
Subtotal	2,439,495	126,125	2,565,620		(138,588)	(138,588)	2,427,032
Total	16,930,679	499,768	17,430,447	(182,578)	(224,113)	(406,691)	17,023,756

(1) In this item, the Bank finances its customers purchases of assets, including real estate and other personal property, through finance lease agreements. As of December 31, 2011, MCh$305,600 corresponds to finance leases for real estate and MCh$600,966 correspond to finance leases for other assets.

(2) For mortgage Bonds that finance residential mortgage loans, it is important to note that the Bank is solely responsible for the payment of that obligation to the mortgage bond holders, regardless of the payment behavior of the residential mortgage borrower. Accordingly, none of our residential mortgage loans serves

as a guarantee or collateral for our mortgage bonds.

Table of Contents

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS, Continued

10. Loans to Customers, net, continued:

(b) Allowances for loan losses:

Movements in allowances for loan losses during 2009, 2010 and 2011 periods are as follows:

	Allowances		
	Individual MCh$	**Group MCh$**	**Total MCh$**
Balance as of January 1, 2009	105,854	119,254	225,108
Charge-offs:			
Commercial loans	(79,509)	(6,521)	(86,030)
Mortgage loans		(2,088)	(2,088)
Consumer loans		(93,675)	(93,675)
Total charge-offs	(79,509)	(102,284)	(181,793)
Allowances established	101,609	168,696	270,305
Allowances released		(1,519)	(1,519)
Balance as of December 31, 2009	127,954	184,147	312,101
Balance as of January 1, 2010	127,954	184,147	312,101
Charge-offs:			
Commercial loans	(13,838)	(32,581)	(46,419)
Mortgage loans		(2,376)	(2,376)
Consumer loans		(100,298)	(100,298)
Total charge-offs	(13,838)	(135,255)	(149,093)
Allowances established	39,365	145,654	185,019
Allowances released			
Balance as of December 31, 2010	153,481	194,546	348,027
Balance as of January 1, 2011	153,481	194,546	348,027
Charge-offs:			
Commercial loans	(7,548)	(30,588)	(38,136)
Mortgage loans		(2,923)	(2,923)
Consumer loans		(92,951)	(92,951)
Total charge-offs	(7,548)	(126,462)	(134,010)
Allowances established	36,645	156,029	192,674
Allowances released			
Balance as of December 31, 2011	182,578	224,113	406,691

Table of Contents

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS, Continued

10. Loans to Customers, net, continued:

(c) During 2010 and 2011, the Bank and its subsidiaries presented the following allowance for loan losses associated with impaired loans and with non-impaired loans:

	As of December 31,	
	2010	2011
	MCh$	MCh$
Individual impaired	113,705	127,717
Group impaired	90,550	102,989
Allowances for loans impaired	204,255	230,706
Provision for not yet identified but incurred impairment	143,772	175,985
Total allowances for loan losses	348,027	406,691

Table of Contents

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS, Continued

10. Loans to Customers, net, continued:

(d) Finance Lease Contracts:

The Bank s scheduled cash flows to be received from finance leasing contracts have the following maturities:

	Total receivable		Unearned income		Net lease receivable (*)	
	2010	2011	2010	2011	2010	2011
	MCh$	MCh$	MCh$	MCh$	MCh$	MCh$
Due within one year	261,877	338,406	(32,363)	(42,362)	229,514	296,044
Due after 1 year but within 2 years	188,469	257,239	(24,587)	(31,668)	163,882	225,571
Due after 2 years but within 3 years	129,086	176,620	(16,910)	(20,847)	112,176	155,773
Due after 3 years but within 4 years	87,809	110,512	(11,870)	(14,280)	75,939	96,232
Due after 4 years but within 5 years	57,461	68,860	(8,635)	(10,089)	48,826	58,771
Due after 5 years	163,553	183,112	(19,535)	(22,831)	144,018	160,281
Total	888,255	1,134,749	(113,900)	(142,077)	774,355	992,672

(*) The net balance receivable does not include past-due portfolio totaling MCh$2,939 and MCh$3,894 as of December 31, 2010 and 2011, respectively.

The leasing contracts are related to real estate, industrial machinery, vehicles and computer equipment. The leasing contracts have an average life of between 3 and 8 years.

Table of Contents

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS, Continued

10. Loans to Customers, continued:

(e) Loans by industry sector:

The following table details the Bank s loan portfolio (before allowances for loans losses) as of December 31, 2010 and 2011 by the customer s industry sector:

	Location							
	Chile		Abroad		Total			
	2010	2011	2010	2011	2010		2011	
	MCh$	MCh$	MCh$	MCh$	MCh$	%	MCh$	%
Commercial loans:								
Services	2,186,184	2,553,931	659,338	772,782	2,845,522	19.79	3,326,713	19.09
Commerce	1,508,252	1,388,792	7,311	2,804	1,515,563	10.54	1,391,596	7.98
Manufacturing	1,174,339	1,462,267			1,174,339	8.17	1,462,267	8.39
Construction	932,436	1,158,367			932,436	6.49	1,158,367	6.65
Agriculture and livestock	639,711	793,272			639,711	4.45	793,272	4.55
Transportation	472,043	419,043			472,043	3.28	419,043	2.40
Mining	104,696	350,641		65,976	104,696	0.73	416,617	2.39
Electricity, gas and water	189,669	223,328			189,669	1.32	223,328	1.28
Fishing	157,208	173,016			157,208	1.09	173,016	0.99
Telecom	110,585	142,147			110,585	0.77	142,147	0.82
Forestry	44,136	41,479			44,136	0.31	41,479	0.24
Other	1,081,301	1,656,246	30,197	53,302	1,111,498	7.73	1,709,548	9.81
Subtotal	8,600,560	10,362,529	696,846	894,864	9,297,406	64.67	11,257,393	64.59
Residential mortgage loans	2,926,621	3,607,434			2,926,621	20.36	3,607,434	20.70
Consumer loans	2,153,968	2,565,620			2,153,968	14.97	2,565,620	14.71
Total	13,681,149	16,535,583	696,846	894,864	14,377,995	100.00	17,430,447	100.00

Table of Contents

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS, Continued

11. Financial Assets Available-for-sale:

As of December 31, 2010 and 2011, investment securities classified as available-for-sale are detailed as follows:

	2010 MCh$	2011 MCh$
Instruments issued by the Chilean Government and Central Bank of Chile:		
Bonds issued by the Chilean Government and Central Bank	67,822	158,865
Promissory notes issued by the Chilean Government and Central Bank	212,816	58,564
Other instruments	90,849	194,965
Other instruments issued in Chile:		
Equity instruments valued at cost	2,222	2,222
Mortgage bonds from domestic banks	70,055	87,966
Bonds from domestic banks	73,331	124,203
Deposits from domestic banks	398,789	521,881
Bonds from other Chilean companies	35,138	48,790
Promissory notes issued by other Chilean companies	5,329	5,659
Other instruments	116,682	139,602
Instruments issued by foreign institutions:		
Other instruments issued abroad	84,072	128,403
Total	1,157,105	1,471,120

Instruments issued by the Chilean Government and Central Bank include instruments with agreements to repurchase sold to clients and financial institutions, totaling MCh$9,656 and MCh$26,288 as of December 31, 2010 and 2011. The agreements to repurchase have an average maturity of 12 days as of December 31, 2010 and 2011 respectively.

As of December 31**,** 2011, the portfolio of financial assets available-for-sale includes a net unrealized loss of MCh$696 (net unrealized gain of MCh$8,314 in 2010) recorded in other comprehensive income within equity.

The equity investments values at cost represent shares of servicing companies that the Bank is obliged to hold in order to benefit from these services. There is no active market for these shares and their fair value cannot be measured reliably. However, the difference between cost and fair value is not expected to be significant.

During 2010 and 2011, there is no evidence of impairment of financial assets available-for-sale.

As of December 31, 2010 and 2011, the Bank and its subsidiaries do not hold financial assets held-to-maturity.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS, Continued

11. Financial Assets Available-for-sale, continued:

Realized profits and losses are calculated as the proceeds from sales less the cost (specific identification method) of the investments identified as for sale. In addition, any unrealized profit or loss previously recorded in equity for these investments is reversed when recorded in the income statements.

Gross profits and losses realized and unrealized on the sale of available for sale investments for the period ended December 31, 2009, 2010 and 2011 are as follows:

	2009 MCh$	2010 MCh$	2011 MCh$
Net gain (loss) on available for sale before income tax (1)	27,941	(363)	(9,484)
Tax (expense) benefit (2)	(4,750)	(162)	1,866
Net of tax amount (3)	**23,191**	**(525)**	**(7,618)**

(1) These amounts do not included realized gain or loss recorded to the period and which are detailed in Note 30 Net financial operating income . As of December 31, 2009, 2010 and 2011 these amount are MCh$14,840, MCh$(10,248) and MCh$932, respectively.
(2) This amount corresponds to the deferred taxes of the unrealized gain or loss and which are included in Note 16 (d).
(3) This amount corresponds to the unrealized gain or loss, net of deferred tax and which are included in Consolidated Statement of Changes in Equity .

Table of Contents

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS, Continued

12. Investments in Other Companies:

(a) This item includes investments in other companies for an amount of MCh$11,072 and MCh$13,196 as of December 31, 2010 and 2011 respectively, which is detailed as follows:

		Ownership Interest		Equity		Investment Book Value		Income (Loss)		
Company	Shareholder	2010 %	2011 %	2010 MCh$	2011 MCh$	2010 MCh$	2011 MCh$	2009 MCh$	2010 MCh$	2011 MCh$
Investments value at equity method:										
Servipag Ltda. [1]	Banco de Chile	50.00	50.00	6,176	7,397	3,088	3,698	15	376	611
Redbanc S.A.	Banco de Chile	38.13	38.13	4,764	5,480	1,817	2,090	202	78	492
Soc. Operadora de Tarjetas de Crédito Nexus S.A.	Banco de Chile	25.81	25.81	6,412	6,412	1,655	1,655	188	227	300
Transbank S.A.	Banco de Chile	26.16	26.16	6,205	6,274	1,623	1,641	254	292	313
Artikos Chile S.A. [1]	Banco de Chile	50.00	50.00	1,840	1,984	920	992	353	222	72
Administrador Financiero del Transantiago S.A.	Banco de Chile	20.00	20.00	3,879	8,714	776	1,743	(349)	193	967
Soc. Operadora de la Cámara de Compensación de Pagos de Alto Valor S.A.[2]	Banco de Chile	14.17	14.17	3,347	3,795	474	538	74	59	102
Sociedad Interbancaria de Depósitos de Valores S.A.	Banco de Chile	26.81	26.81	1,392	1,573	373	422	85	115	92
Centro de Compensación Automatizado S.A.	Banco de Chile	33.33	33.33	1,039	1,252	346	417	18	47	105
Subtotal						11,072	13,196	840	1,609	3,054

(1) Banco de Chile does not possess more than half of the voting rights and there are no other indicators of control. Therefore, Banco de Chile only possesses significant influence over this company.

(2) Banco de Chile has significant influence in Soc. Operadora de la Cámara de Compensación de Pagos de Alto Valor S.A. because they have the right to designate one director of the board.

Table of Contents

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS, Continued

12. Investments in Other Companies, continued:

(b) The total carrying amount of the Bank s associates is explained as follows:

	2010 MCh$	2011 MCh$
Share of the associate s statement of financial position		
Current assets	379,983	479,842
Non-current assets	56,447	62,753
Current liabilities	393,873	493,287
Non-current liabilities	7,503	6,427
Equity	35,054	42,881
Share of the associate s revenue and profit		
Revenue	10,421	21,043
Profit	6,126	10,901
Carrying amount of the investment	11,072	13,196

(c) The reconciliation between opening and ending balance of investments in other companies that are not consolidated in 2010 and 2011 is detailed as follows:

	2009 MCh$	2010 MCh$	2011 MCh$
Balance as of January 1,	11,293	10,494	11,072
Acquisitions (sales)	(169)	4	
Participation in net income	840	1,609	3,054
Dividends received	(1,002)	(984)	(761)
Other	(468)	(51)	(169)
Balance as of December 31,	10,494	11,072	13,196

(d) As of December 31, 2010 and 2011 no impairment has incurred in these investments.

Table of Contents

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS, Continued

13. Intangible Assets:

(a) Movements in intangible assets during the 2009, 2010 and 2011 periods are as follows:

	Goodwill (1) MCh$	Intangible assets arising from business combinations(2) MCh$	Software or computer programs MCh$	Total MCh$
Gross Balance				
Balance as of January 1, 2009	16,714	56,249	60,791	133,754
Acquisitions			8,369	8,369
Disposals			(43)	(43)
Balance as of December 31, 2009	**16,714**	**56,249**	**69,117**	**142,080**
Acquisitions			15,326	15,326
Disposals			(15)	(15)
Balance as of December 31, 2010	**16,714**	**56,249**	**84,428**	**157,391**
Acquisitions			9,597	9,597
Disposals			(1,903)	(1,903)
Balance as of December 31, 2011	**16,714**	**56,249**	**92,122**	**165,085**
Accumulated Amortization and Impairment				
Balance as of January 1, 2009		(6,127)	(33,303)	(39,430)
Amortization for the year		(6,277)	(8,228)	(14,505)
Impairment loss				
Disposals			37	37
Balance as of December 31, 2009		**(12,404)**	**(41,494)**	**(53,898)**
Amortization for the year		(6,277)	(8,753)	(15,030)
Impairment loss				
Disposals				
Balance as of December 31, 2010		**(18,681)**	**(50,247)**	**(68,928)**

Amortization for the year		(6,274)	(9,288)	(15,562)
Impairment loss			(296)	(296)
Disposals			727	727
Balance as of December 31, 2011		**(24,955)**	**(59,104)**	**(84,059)**
Net balance as of December 31, 2009	**16,714**	**43,845**	**27,623**	**88,182**
Net balance as of December 31, 2010	**16,714**	**37,568**	**34,181**	**88,463**
Net balance as of December 31, 2011	**16,714**	**31,294**	**33,018**	**81,026**

(1) **Goodwill** corresponds mainly to business combination with Citibank Chile whose amount is of MCh$12,595 that represents the value of synergies to be generated in the combination process and the acquisition of know-how.

(2) **Intangible assets arising from business combinations** include assets with indefinite useful lives acquired in the business combination with Citibank Chile (Brands).

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS, Continued

13. Intangible Assets, continued:

(b) Impairment testing of Goodwill

For goodwill impairment purposes, testing is controlled at the level of operating segments described above and in Note 4 to financial statements. This is according to IAS 36, where the operating segment represents the lowest level within the entity at which the goodwill is monitored for internal management purposes. Additionally, in this case, business-generating units are not larger than an operating segment, but the same.

Goodwill acquired through business combinations has been allocated to 4 individual cash-generating units for impairment testing as follows:

	2010	2011
Business Segments	**MCh$**	**MCh$**
Retail	5,928	5,928
Wholesale	2,135	2,135
Treasury and money market operations	4,512	4,512
Subsidiaries	4,139	4,139
Total	16,714	16,714

Key Assumptions used in the value in use calculations for impairment testing:

The Bank determines the recoverable amount of its primary cash-generating units on the basis of value in use and employs a valuation model based on discounted cash flows (DCF). The DCF model employed by the Bank reflects the specifics of the banking business and its regulatory environment. The model calculates the present value of the estimated future earnings that are distributable to shareholders after fulfilling the respective regulatory capital requirements.

The DCF model uses earnings projections for a five-year period which, for purposes of the goodwill impairment test, are extrapolated to a ten-year period assuming a declining growth rate and are discounted to their present value. Estimating future earnings requires judgment, considering past and actual performance as well as expected developments in the respective markets and in the overall macro-economic environment. Earnings projections beyond the initial ten-year period are, where applicable, adjusted to derive a sustainable level and assumed to increase by or converging towards a constant long-term growth rate, which is based on expectations for the development of gross domestic product and inflation, and are captured in the terminal value. The real growth rates are slightly higher than the industry for the first five years, assuming a market share of 20% over the mid-term. In the long term, 5 to 10 years for BCH are considered the same grown rates than the industry. Regarding the discount rate, the valuation of the segments considered raising discount rates of 10%, 11% and 12% as of December 31, 2011.

The value in use of a cash-generating unit is sensitive to the earnings projections, to the discount rate applied and, to a much lesser extent, to the long-term growth rate. The discount rates applied have been determined based on the capital asset pricing model. Variations in the market factors might impact the calculation of the discount rates. As of December 31, 2010 and 2011 the Bank did not determine any impairment on goodwill.

Table of Contents

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS, Continued

13. Intangible Assets, continued:

(c) As of December 31, 2010 and 2011, the Bank has made the following commitments to purchase intangible assets, which have not been capitalized:

	Amount of Commitment	
	2010	2011
	MCh$	MCh$
Software and licenses	5,152	6,639

F-66

Table of Contents

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS, Continued

14. Property and Equipment:

(a) As of December 31, 2010 and 2011, this account and its movements are detailed as follows:

	Land and Buildings MCh$	Equipment MCh$	Other MCh$	Total MCh$
Cost				
Balance as of January 1, 2010	171,215	116,141	122,663	410,019
Additions	5,387	7,922	9,020	22,329
Disposals/write-downs	(2,661)	(4,054)	(2,611)	(9,326)
Transfers		1	(1)	
Accumulated depreciation	(32,123)	(98,464)	(87,039)	(217,626)
Impairment loss	(209)	(284)	(551)	(1,044)
Balance as of December 31, 2010	**141,609**	**21,262**	**41,481**	**204,352**
Balance as of January 1, 2011	173,732	119,726	128,520	421,978
Additions	3,481	8,797	9,795	22,073
Disposals/write-downs	(947)	(3,893)	(846)	(5,686)
Transfers		5	(5)	
Accumulated depreciation	(32,329)	(103,013)	(94,800)	(230,142)
Impairment loss		(3)	(332)	(335)
Balance as of December 31, 2011	**143,937**	**21,619**	**42,332**	**207,888**
Accumulated Depreciation				
Balance as of January 1, 2010	(30,155)	(92,922)	(81,095)	(204,172)
Depreciation charges in the period	(2,196)	(8,422)	(8,935)	(19,553)
Sales and disposals in the period	228	2,880	2,991	6,099
Transfers				
Balance as of December 31, 2010	**(32,123)**	**(98,464)**	**(87,039)**	**(217,626)**
Depreciation charges in the period	(1,986)	(8,439)	(8,764)	(19,189)
Sales and disposals in the period	1,780	3,890	1,003	6,673
Transfers				
Balance as of December 31, 2011	**(32,329)**	**(103,013)**	**(94,800)**	**(230,142)**

Table of Contents

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS, Continued

14. Property and equipment, continued:

(b) As of December 31, 2010 and 2011, the Bank has operating lease agreements in which it acts as lessee that cannot be terminated unilaterally; Information on future payments is detailed as follows:

	Expenses for the year		Up to 1 month		Over 1 month and up to 3 months		Over 3 months and up to 12 months		Over 1 year and up to 3 years		Over 3 years and up to 5 years		Over 5 years		Total	
	2010 MCh$	**2011 MCh$**	**2010 MCh$**	**2011 MCh$**	**2010 MCh$**	**2011 MCh$**	**2010 MCh$**	**2011 MCh$**	**2010 MCh$**	**2011 MCh$**	**2010 MCh$**	**2011 MCh$**	**2010 MCh$**	**2011 MCh$**	**2010 MCh$**	**201 MC**
e ments	21,997	25,924	2,342	2,054	4,799	4,017	14,749	16,964	30,042	32,143	23,060	25,505	51,015	54,931	126,007	135,

As these lease agreements are operating leases under IAS 17 the leased assets are not presented in the Bank s statement of financial position.

The Bank has entered into commercial leases of real estate. These leases have an average life of 10 years. There are no restrictions placed upon the lessee by entering into the lease.

(c) As of December 31, 2010 and 2011, the Bank does not have any finance lease agreements as lessee and, therefore, there are no property and equipment balances to be reported from such transactions as of December 31, 2010 and 2011.

Table of Contents

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS, Continued

15. Investment Properties:

	2009 MCh$	2010 MCh$	2011 MCh$
Net Balance as of January 1,	18,397	17,840	17,459
Additions resulting from business combinations			
Disposals			
Depreciation charges in the period	(557)	(381)	(380)
Impairment			
Net balance as of December 31,	17,840	17,459	17,079

Estimated useful lives applied by the Bank are presented in Note 2 (r) on Property and equipment.

As of December 31, 2011 the fair value of the investment properties held by the Bank is MCh$57,193 million (December 31, 2010: MCh$55,041 million).

In 2011, the Bank earned income of MCh$5,034 million (2010: Ch$4,552 million) renting out their investment properties. In the same period it has incurred corresponding expenses of MCh$2,038 and MCh$2,559 per year in 2010 and 2011.

16. Current Taxes and Deferred Taxes:

(a) Current Tax:

As of each year end, the Bank and its subsidiaries have established a First Category Income Tax Provision of MCh$(3,363) and MCh$3,095 as of December 31, 2010 and 2011, determined in accordance with current tax laws. The net tax to be paid or recovered is detailed as follows:

	2010 MCh$	2011 MCh$
Income taxes, 17% rate	54,112	64,590
Tax from previous periods	3,052	
Tax on non-deductible expenses (tax rate 35%)	1,835	1,701
Less:		
Monthly prepaid taxes (PPM)	(53,108)	(62,225)
Credit for training expenses	(1,327)	(742)
Other	(7,927)	(229)
Total [(1)]	(3,363)	3,095

(1) Negative amount represent a tax recovery and a positive amount represent a tax payable.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS, Continued

16. Current and Deferred Taxes, continued:

(b) Income Tax:

The Bank s tax expense recorded for the years ended December 31, 2009, 2010 and 2011 is detailed as follows:

	2009 MCh$	2010 MCh$	2011 MCh$
Income tax expense:			
Current year taxes	(68,954)	(54,112)	(64,590)
Tax from previous periods	(1,722)	1,723	1,203
Subtotal	(70,676)	(52,389)	(63,387)
Credit (charge) for deferred taxes:			
Origin and reversal of temporary differences	33,945	5,443	5,433
Effect of changes in tax rate		2,263	(5,042)
Change in unrecognized temporary differences	(1,330)		
Subtotal	32,615	7,706	391
Non deductible expenses (Art. 21 Income Tax Law)	(2,319)	(1,835)	(1,701)
Other	(9)	5	(745)
Net charge to income for income taxes	(40,389)	(46,513)	(65,442)

(c) Reconciliation of effective tax rate:

The following table reconciles the income tax rate to the effective rate applied to determine the Bank s income tax expense as of December 31, 2009, 2010 and 2011.

	2009		2010		2011	
	Tax rate %	MCh$	Tax rate %	MCh$	Tax rate %	MCh$
Income tax calculated on net income before tax	17.00	51,363	17.00	78,902	20.00	100,726
Additions or deductions[1]	(6.78)	(20,478)	(5.73)	(26,602)	(7.33)	(36,929)
Non-deductible expenses tax	0.77	2,319	0.40	1,835	0.34	1,701
Tax from previous years	1.01	3,052	(0.37)	(1,723)	(0.24)	(1,203)
Effect of changes in tax rate			(0.49)	(2,263)*	1.00	5,042*
Other	1.37	4,133	(0.78)	(3,636)	(0.77)	(3,895)
Effective rate and income tax expense	13.37	40,389	10.03	46,513	13.00	65,442

The effective rate for income tax for 2011 is 13.00% (13.37% and 10.03% in 2009 and 2010).

1 The deductions of the tax rate for 2009, 2010 and 2011 mainly relate to specific adjustments from tax-exempt distribution of income to SAOS of 34.64% (2009 and 2010) and 32.89 % (2011) of the Bank s profits as well as adjustments relating to its subsidiaries.

Table of Contents

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS, Continued

16. Current and Deferred Taxes, continued:

* According to the Law No. 20,455 issued in 2010 and the instructions of the Circular No. 63 of September 30, 2010, issued by the Chilean Internal Revenue Service (SII) is temporarily changed the tax rates of the first category according to the following :

Year	Tax rate
2011	20.0%
2012	18.5%
2013 hereinafter	17.0%

Table of Contents

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS, Continued

16. Current and Deferred Taxes, continued:

(d) Effect of deferred taxes on income and equity:

During the year 2011, the Bank has recorded the effects of deferred taxes in accordance with IAS 12.

The effects of deferred taxes on assets, liabilities and income accounts are detailed as follows:

	Balance as of December 31, 2008 MCh$	Effect Income MCh$	Effect Equity MCh$	Balance as of December 31, 2009 MCh$	Unrecognized temporary differences MCh$	Effect Income MCh$	Effect Equity MCh$	Balance as of December 31, 2010 MCh$	Effect Income MCh$	Effect Equity MCh$	Balance as of December 31, 2011 MCh$
Debit Differences:											
Allowances for loan losses	38,043	18,525		56,568		6,735		63,303	(2,565)		60,738
Obligations with agreements to repurchase	8,101	(9,194)		(1,093)		853		(240)	997		757
Leasing equipment	3,311	2,665		5,976		2,918		8,894	3,426		12,320
Personnel provisions	3,827	(538)		3,289		1,392		4,681	532		5,213
Staff vacations	3,056	(205)		2,851		745		3,596	41		3,637
Accrued interests and indexation adjustments from past due loans	2,383	(1,266)		1,117		349		1,466	107		1,573
Staff severance indemnities provisions	894	175		1,069		49		1,118	61		1,179
Other adjustments	4,132	(1,806)		2,326	53	6,726		9,105	(4,447)		4,658
Total debit differences	**63,747**	**8,356**		**72,103**	**53**	**19,767**		**91,923**	**(1,848)**		**90,075**
Credit Differences:											
Investments with agreements to repurchase	7,843	(7,843)				872		872	1,239		2,111
Depreciation of property and equipment and investment properties	14,207	(82)		14,125		(737)		13,388	(1,779)		11,609
Deferred taxes, modification of accounting method in equity	552	(96)		456		(456)					
Adjustment for valuation financial assets available-for-sale	(3,419)		4,750	1,331			162	1,493		(1,866)	(373)
Hedged cash adjustment										(90)	(90)
Transitory assets	4,661	(2,826)		1,835		(166)		1,669	1,011		2,680
Derivative instruments adjustments	(526)	(10,740)		(11,266)		12,585		1,319	(1,614)		(295)
Other adjustments	18,561	(2,672)		15,889	(348)	(37)		15,504	(1,096)		14,408
Total credit differences	**41,879**	**(24,259)**	**4,750**	**22,370**	**(348)**	**12,061**	**162**	**34,245**	**(2,239)**	**(1,956)**	**30,050**

Deferred tax assets, net	**21,868**	**32,615**	**(4,750)**	**49,733**	**401**	**7,706**	**(162)**	**57,678**	**391**	**1,956**	**60,025**

Table of Contents

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS, Continued

17. Other Assets:

As of December 31, 2010 and 2011, other assets are detailed as follows:

	2010 MCh$	2011 MCh$
Documents intermediated	103,448	77,613
Assets held for leasing (*)	90,792	74,185
Mutual funds	28,787	31,910
Other accounts and notes receivable	25,546	9,851
VAT receivable	8,251	9,557
Assets received or awarded as payment:		
Assets received in lieu of payment	10,418	15,554
Provisions for assets received in lieu of payment	(15)	(1,118)
Pending transactions	5,115	3,532
Prepaid expenses	4,494	4,567
Recoverable income taxes	4,442	5,373
Commissions receivable	3,772	4,193
Recovered leased assets for sale	2,197	203
Transactions in progress	2,171	1,340
Rental guarantees	1,145	1,344
Accounts receivable for sale of assets received in lieu of payment	1,079	530
Other	12,783	15,676
Total	304,425	254,310

(*) These correspond to property and equipment to be given under a finance lease.

Table of Contents

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS, Continued

18. Current Accounts and Other Demand Deposits:

As of December 31, 2010 and 2011, current accounts and other demand deposits are detailed as follows:

	2010	2011
	MCh$	MCh$
Current accounts	3,611,894	3,968,504
Other demand deposits and accounts	318,993	310,527
Other demand deposits	515,294	616,395
Total	4,446,181	4,895,426

19. Saving Accounts and Time Deposits:

As of December 31, 2010 and 2011, saving accounts and time deposits are detailed as follows:

	2010	2011
	MCh$	MCh$
Time deposits	7,497,073	9,081,335
Term saving accounts	173,404	177,900
Other term balances payable	27,491	23,089
Total	7,697,968	9,282,324

Table of Contents

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS, Continued

20. Borrowings from Financial Institutions:

As of December 31, 2010 and 2011, borrowings from financial institutions are detailed as follows:

	2010	2011
	MCh$	MCh$
Domestic banks		
Interbank loans		
Current account overdrafts		
Subtotal		
Foreign banks		
Foreign trade financing		
Chilean export financing	1,088,766	1,444,826
Chilean import financing	16,236	23,970
Borrowings and other obligations		
Short-term borrowings	9,426	
Current account overdrafts	49,565	4,252
Long-term borrowings	117,299	195,036
Subtotal	1,281,292	1,668,084
Chilean Central Bank		
Borrowings and other obligations		
Debt reprogramming credit lines	80	22,855
Subtotal	80	22,855
Total	1,281,372	1,690,939

Table of Contents

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS, Continued

21. Debt Issued:

As of December 31, 2010 and 2011, Debt issued is detailed as follows:

	2010	2011
	MCh$	MCh$
Mortgage bonds	198,868	152,098
Bonds	820,331	1,488,369
Subordinated bonds	744,966	747,874
Total	1,764,165	2,388,341

During 2011, Banco de Chile issued bonds in an amount of Ch$749,586 million, all of which corresponds to unsubordinated bonds.

Bonds

Series	MCh$	Term	Interest rate	Currency	Issued date	Maturity date
BCHIUE0510	82,639	6 years	2.20%	UF	05/20/2011	05/20/2017
BCHIUG0610	81,802	11 years	2.70%	UF	05/27/2011	05/27/2022
BCHIUC0510	37,866	5 years	2.20%	UF	07/07/2011	07/07/2016
BCHIUF0610	36,608	10 years	2.70%	UF	07/07/2011	07/07/2021
BCHIUI0611	42,944	7 years	3.20%	UF	07/12/2011	07/12/2018
BCHIUI0611	34,096	7 years	3.20%	UF	07/20/2011	07/20/2018
BCHIUK0611	52,866	11 years	3.50%	UF	07/28/2011	07/28/2022
BCHIUD0510	46,014	6 years	2.20%	UF	07/28/2011	07/28/2017
BCHIUK0611	33,451	11 years	3.50%	UF	07/29/2011	07/29/2022
BCHIUI0611	432	7 years	3.20%	UF	08/02/2011	08/02/2018
BCHIUI0611	756	7 years	3.20%	UF	08/03/2011	08/03/2018
BCHIUJ0811	48,045	8 years	3.20%	UF	09/12/2011	09/12/2019
BCHI-B1208	84,912	7 years	2.20%	UF	09/12/2011	09/12/2018
BCHIUD0510	12,790	6 years	2.20%	UF	09/22/2011	09/22/2017
BCHIUH0611	21,668	6 years	3.00%	UF	09/29/2011	09/29/2017
BCHIUI0611	65,014	7 years	3.20%	UF	09/30/2011	09/30/2018
BCHIUD0510	10,675	6 years	2.20%	UF	09/30/2011	09/30/2017
BCHIUD0510	1,068	6 years	2.20%	UF	10/13/2011	10/13/2017
BNCHIL (*)	55,940	3 years	5.41%	MXN	12/08/2011	12/04/2014
Total	749,586					

(*)

At the Ordinary Meeting No. BCH 2,738 held on the 11th of August, 2011, the minutes of which were recorded in a public deed drawn up at the office of the Public Notary Mr. René Benavente Cash on August 19, 2011, authorized a program to place certificates in Mexico in an amount of MXN$10,000,000,000 (Mexican pesos), of which an amount of $1,500,000,000 (Mexican pesos) were issued and placed on December 8, 2011.

Table of Contents

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS, Continued

21. Debt Issued, continued:

During 2010, Banco de Chile issued bonds by an amount of Ch$592,371 million, of which Ch$330,837 million correspond to unsubordinated bonds and Ch$261,534 million correspond to subordinated bonds, respectively.

Bonds

Series	MCh$	Term	Interest rate	Currency	Issued date	Maturity date
BCHIUA0609	80,160	5 years	1.75% annual	UF	03/10/2010	03/10/2015
BCHIUB0609	51,928	10 years	2.50% annual	UF	06/02/2010	06/02/2020
BCHIUB0609	26,165	10 years	2.50% annual	UF	06/03/2010	06/03/2020
BCHI-T0207	82,091	11 years	2.70% annual	UF	07/02/2010	07/02/2021
BCHIUC0510	41,574	5 years	2.20% annual	UF	08/23/2010	08/23/2015
BCHIUF0610	40,897	10 years	2.70% annual	UF	08/23/2010	08/23/2020
BCHIUF0610	8,022	10 years	2.70% annual	UF	10/07/2010	10/07/2020
Total	**330,837**					

Subordinated Bonds

Series	MCh$	Term	Interest rate	Currency	Issued date	Maturity date
UCHI-F1108	91,672	25 years	4.50% annual	UF	04/14/2010	04/14/2035
UCHI-F1108	22,198	25 years	4.50% annual	UF	04/15/2010	04/15/2035
UCHI-F1108	1,563	25 years	4.50% annual	UF	04/16/2010	04/16/2035
UCHI-F1108	92,497	25 years	4.50% annual	UF	05/11/2010	05/11/2035
UCHI-F1108	53,604	25 years	4.50% annual	UF	05/13/2010	05/13/2035
Total	**261,534**					

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS, Continued

22. Other Financial Obligations:

As of December 31, 2010 and 2011, other financial institutions are detailed as follows:

	2010	2011
	MCh$	MCh$
Public sector obligations	67,602	61,734
Other Chilean obligations	111,558	123,051
Total	179,160	184,785

Table of Contents

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS, Continued

23. Provisions:

(a) As of December 31, 2010 and 2011, provisions are detailed as follows:

	2010	2011
	MCh$	MCh$
Provision for minimum dividends	113,559	128,642
Other provisions for contingencies	1,126	2,702
Total	114,685	131,344

(b) The following table details the movements in provisions during the 2010 and 2011 periods:

	Minimum dividends	Other contingencies	Total
	MCh$	MCh$	MCh$
Balances as of January 1, 2009	109,516	11,699	121,215
Provisions established	78,524	5,045	83,569
Provisions used	(109,516)	(6,661)	(116,177)
Provisions released			
Other movements			
Balances as of December 31, 2009	78,524	10,083	88,607
Balances as of January 1, 2010	78,524	10,083	88,607
Provisions established	113,559	690	114,249
Provisions used	(78,524)	(9,647)	(88,171)
Provisions released			
Other movements			
Balances as of December 31, 2010	113,559	1,126	114,685
Balances as of January 1, 2011	113,559	1,126	114,685
Provisions established	128,642	1,966	130,608
Provisions used	(113,559)	(215)	(113,774)
Provisions released		(175)	(175)
Other movements			

Balances as of December 31, 2011	128,642	2,702	131,344

Table of Contents

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS, Continued

24. Employee Benefits:

(a) Provisions for personnel benefits and payroll:

	2010	2011
	MCh$	MCh$
Short-term personnel benefits	25,920	28,827
Vacation accrual	18,774	20,361
Pension plan defined benefit plan (letter b)	7,980	8,511
Other benefits	2,759	2,935
Total	55,433	60,634

(b) Pension plan Defined benefit plan:

	2010	2011
	MCh$	MCh$
Current service cost	843	886
Interest cost on benefit obligation	470	482
Actuarial gains and losses	(908)	(536)
Net benefit expense	405	832

The net benefit expense is recognized under Personnel Expenses (Note 33).

The principal assumptions used in determining pension obligations for the Bank s plan are shown below:

	December 31, 2010	December 31, 2011
	%	%
Discount rate	5.91	6.04
Annual salary increase	2.00	2.00
Payment probability	93.00	93.00

The most recent actuarial valuation of the present value of the benefit plan obligation was carried out at December 31, 2011.

Table of Contents

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS, Continued

24. Employee Benefits, continued:

(b) Pension plan Defined benefit plan, continued:
Changes in the present value of the defined benefit obligation are as follows:

	2010 MCh$	2011 MCh$
Opening defined benefit obligation, January 1,	7,955	7,980
Contributions by the employer	843	886
Benefits paid	(379)	(281)
Prepayments		(20)
Actuarial gains and losses	(439)	(54)
Closing defined benefit obligation	7,980	8,511

(c) The following table details the movements in provisions for incentive plans during the 2010 and 2011 periods:

	2010 MCh$	2011 MCh$
Balances as of January 1,	18,079	25,920
Provisions established	30,872	30,655
Provisions used	(23,090)	(27,724)
Provisions released	(501)	(24)
Other movements	560	
Balances as of December 31,	25,920	28,827

(d) The following table details the movements in provisions for vacation during the 2010 and 2011 periods:

	2010 MCh$	2011 MCh$
Balances as of January 1,	17,168	18,774
Provisions established	5,093	5,821
Provisions used	(3,238)	(4,187)
Provisions released	(249)	(47)

Balances as of December 31,	18,774	20,361

Table of Contents

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS, Continued

24. Employee Benefits, continued:

e) Provisions for share-based employee benefits:

As of December 31, 2010 and 2011, the Bank and its subsidiaries do not have a stock compensation plan.

25. Other Liabilities:

As of December 31, 2010 and 2011, other liabilities are detailed as follows:

	2010	**2011**
	MCh$	**MCh$**
Documents intermediated	112,924	134,820
Accounts and notes payable (*)	53,855	79,031
Financial guarantees	13,501	13,699
VAT payable	9,540	12,465
Leasing deferred gains	6,356	7,039
Deferred income	5,728	5,379
Insurance payments	4,357	1,158
Pending transactions	602	1,941
Other	17,362	23,930
Total	224,225	279,462

(*) This item includes obligations that fall outside the Bank s line of business such as withholding taxes, social security payments, insurance payable, balances from material purchases and provisions for expenses pending payment.

Table of Contents

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS, Continued

26. Contingencies and Commitments:

(a) Commitments accounted for in off-balance-sheet accounts:

In order to satisfy its customers needs, the Bank entered into several irrevocable commitments and contingent obligations. Although these obligations are not recognized in the Statement of Financial Position, they entail credit risks and, therefore, form part of the Bank s overall risk.

	2010	2011
	MCh$	MCh$
Off-balance-sheet accounts		
Guarantees and surety bonds	203,900	216,249
Confirmed foreign letters of credit	58,112	137,253
Issued foreign letters of credit	152,983	131,567
Bank guarantees	1,062,020	1,235,031
Immediately available credit lines	4,146,591	4,881,220
Other commitments	35,772	164,361
Transactions on behalf of third parties		
Collections	497,370	582,090
Third-party resources managed by the Bank:		
Financial assets managed on behalf of third parties	4,654	2,766
Financial assets acquired on its own behalf	22,852	62,701
Fiduciary activities		
Securities held in safe custody in the Bank	6,484,398	5,613,495
Securities held in safe custody in other entities	4,187,873	4,088,670
Total	16,856,525	17,115,403

(b) Lawsuits and legal proceedings:

(b.1) Legal contingencies within the ordinary course of business:

In the ordinary course of business, the Bank and its subsidiaries act as defendant or co-defendant in various litigation matters. Although there can be no assurances, the Bank s management believes, based on information currently available, that the ultimate resolution of these legal proceedings are not likely to have a material adverse effect on its results of operations, financial condition, or liquidity. As of December 31, 2010 and 2011, the Bank has established provisions for this concept in the amount of MCh$909 and MCh$736, recorded within Provisions in the statement of financial position. The following table presents estimated date of completion of the respective litigation:

	As of December 31, 2011					
	2012	2013	2014	2015	2016	Total

	MCh$	MCh$	MCh$	MCh$	MCh$	MCh$
Legal contingencies	110	359	150	30	87	736

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS, Continued

26. Contingencies and Commitments, continued:

(b.2) Contingencies for significant lawsuits:
As of December 31, 2010 and 2011, the Bank is not party to any significant lawsuits that affect or may affect these consolidated financial statements.

(c) Guarantees granted:

i. In subsidiary Banchile Administradora General de Fondos S.A.:
In compliance with article 226 and subsequent articles of Law 18,045, Banchile Administradora General de Fondos S.A., has designated Banco de Chile as the representative of the beneficiaries of the guarantees it has established and in that character the Bank has issued bank guarantees totaling UF 2,501,000, maturing January 6, 2012.

ii. In subsidiary Banchile Corredores de Bolsa S.A.:
For the purposes of ensuring correct and complete compliance with all of its obligations as broker-dealer entity, in conformity with the provisions of article 30 and subsequent articles of Law 18,045 on Securities Markets, the subsidiary established a guarantee in an insurance policy for UF 20,000, insured by Cía. de Seguros de Crédito Continental S.A., that matures April 22, 2012, whereby the Securities Exchange of the Santiago Stock Exchange was appointed as the subsidiary s creditors to representative.

The Bank has given the following guarantees in relation to this subsidiary s business activities.

	2010	2011
	MCh$	MCh$
Guarantees:		
Shares to secure short-sale transactions in:		
Securities Exchange of the Santiago Stock Exchange	3,426	15,980
Securities Exchange of the Electronic Stock Exchange of Chile	73,261	21,731
Money Market a Pershing Division of Pershing LLC	57	64
Bank guarantees	225	231
Bank guarantees for portfolio management		5,128
Fixed income securities to ensure system CCLV, Bolsa de Comercio de Santiago, Bolsa de Valores	2,983	2,987
Total	79,952	46,121

In conformity with the provisions of internal stock market regulations, and for the purpose of securing the broker s correct performance, the company established a pledge on its share of the Santiago Stock Exchange in favor of that institution, as recorded in Public Deed on

September 13, 1990, signed before Santiago public notary Mr. Raúl Perry Pefaur, and on its share in the Electronic Stock Exchange of Chile in favor of that institution, as recorded in a contract entered into by both parties on May 16, 1990.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS, Continued

27. Equity:

i. Authorized, subscribed and paid shares:

As of December 31, 2011, the paid-in capital of Banco de Chile is represented by 86,942,514,973 registered shares (82,551,699,423 in 2010), with no par value, subscribed and fully paid.

ii. Capital Increase:

On January 20th, 2011 the Bank decided to increase its capital in the amount of Ch$240,000,000,000 by means of the issuance of 3,385,049,365 cash shares, Banco de Chile - S series, which process concluded in July 2011 in which the subscribed and fully paid was of 3,385,049,365 cash shares, the total amount net of cost associated with the issuance was Ch$ 210,114 million. With this increase the number of shares subscribed and paid grew to 86,942,514,973 shares and the paid capital grew to Ch$1,436,083 millions.

iii. Shares:

(ii.1) On April 15, 2011, the transformation of the shares series Banco de Chile-S into ordinary shares Banco de Chile has been duly registered in the respective Securities Register as agreed upon the Extraordinary Shareholders Meeting held on March 17, 2011.

Accordingly, the shares in which the capital of the Bank is divided are registered in the Securities Register of the Superintendence of Banks and Financial Institutions and have the name Banco de Chile .

(ii.2) The following table shows the share movements from December 31, 2009 to December 31, 2011:

	Ordinary shares	**Ordinary S Series shares**	**Total shares**
As of December 31, 2009	73,834,890,472	8,716,808,951	82,551,699,423
As of December 31, 2010	73,834,890,472	8,716,808,951	82,551,699,423
Capitalization of retained earnings (**)	1,005,766,185		1,005,766,185
Transformation of the shares series Banco de Chile-S into ordinary shares Banco de Chile	8,716,808,951	(8,716,808,951)	
Fully paid the share capital increase (*)	3,385,049,365		3,385,049,365
Total subscribed and paid shares as of December 31, 2011	86,942,514,973		86,942,514,973

(*) During July 2011, the Bank concluded the capital increase process by an amount of Ch$210,114 millions, amount net of cost associated with the issuance.
(**) Capitalization of March 17, 2011.

The number of authorized shares is the same as for issued shares.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS, Continued

27. Equity, continued:

iv. Shareholders composition:

As of December 31, 2011 the shareholder composition was as follows:

Corporate Name or Shareholder s Name	Shares	% of Equity Holding (1)
Sociedad Administradora de la Obligación Subordinada SAOS S.A.	28,593,701,789	32.89
LQ Inversiones Financieras S.A.	27,609,418,295	31.76
Sociedad Matriz del Banco de Chile S.A. SM-Chile S.A.	12,138,525,772	13.96
Other minority shareholders	18,600,869,117	21.39
Total	86,942,514,973	100.00

As of December 31, 2010 the shareholder composition was as follows:

Corporate Name or Shareholder s Name	Shares	% of Equity Holding (1)
Sociedad Administradora de la Obligación Subordinada SAOS S.A.	28,593,701,789	34.64
LQ Inversiones Financieras S.A.	26,993,155,828	32.70
Sociedad Matriz del Banco de Chile S.A. SM-Chile S.A.	12,138,525,385	14.70
Other minority shareholders	14,826,316,421	17.96
Total	82,551,699,423	100.00

(1) See note 27 letter (ii).

v. Capitalization of retained earning:

On March 17, 2011, the Extraordinary Shareholders Meeting approved the capitalization of 30% of the distributable net income obtained during the fiscal year ending as of December 31, 2010 by an amount of Ch$67,217 millions.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS, Continued

27. Equity, continued:

vi. Approval and payment of dividends:

At the Ordinary Shareholders Meeting held on March 25, 2010 the Bank s shareholders agreed to distribute and pay dividend N° 198 amounting to Ch$3.496813 per common share of Banco de Chile, with charge to net income for the year ended December 31, 2009.

At the Ordinary Shareholders Meeting held on March 17, 2011 the Bank s shareholders agreed to distribute and pay dividend N° 199 amounting to Ch$2.937587 per common share of Banco de Chile, with charge to net income for the year ended December 31, 2010.

The following dividends were declared and paid by the Bank for the year ended as of December 31, 2009, 2010 and 2011:

	2009	2010	2011
	MCh$	MCh$	MCh$
Dividends on ordinary shares:	220,164	288,669	279,216
Dividends per ordinary share [1]:	Ch$2.72	Ch$3.50	Ch$3.38(*)

(1) Dividends per share are calculated by dividing the amount of the dividend paid during each year by the previous year s number of shares outstanding.

(*) This dividend per share is composed by the dividend paid to Central Bank of Chile and common shareholders for an amount of MCh$122,377 and MCh$156,839, respectively. The Central Bank has 29,161.4 number of shares with a paid of Ch$4.196552 per common share of Banco de Chile and for common shareholders the number of shares are 53,390.2 with a paid of Ch$2.937587 per common share of Banco de Chile.

vii. Provision for minimum dividends:

Chilean Corporations Law mandates a minimum distribution of 30% of distributable income. Accordingly, the Bank recorded a liability under the line item Provisions for an amount of MCh$128,642 (MCh$113,559 in December 31, 2010) against Retained earnings .

viii. Other comprehensive income:

The cumulative translation adjustment is generated from the Bank s translation of its investments in foreign companies, as it records the effects of foreign currency translation for these items in equity.

In accordance with Note 2 (o), the fair market value adjustment for available-for-sale instruments is generated by fluctuations in the fair value of that portfolio, with a charge or credit to equity, net of deferred taxes.

Table of Contents

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS, Continued

27. Equity, continued:

ix. Earnings per share

Earnings per share is calculated by dividing the net profit for the year attributable to the ordinary equity holders of the Bank by the weighted average number of ordinary shares outstanding during the year.

ix. Earnings per share, continued:

The following table shows the income and share data used in the calculation of EPS:

	As of December 31,		
	2009	**2010**	**2011**
Basic and diluted earnings per share:			
Net profits attributable to ordinary equity holders of the Bank	261,744	417,615	438,186
Weighted average number of ordinary shares	82,185,276,752	82,551,699,423	86,942,514,973
Earnings per shares	3.18	5.06	5.04

During the periods presented the Bank did not have any instruments that could lead to a dilution of its ordinary shares.

There have been no transactions involving ordinary shares or potential ordinary shares between the reporting date and the date of the completion of these financial statements.

28. Interest Revenue and Expenses:

(a) As of each year end, interest revenue is detailed as follows:

	2009	**2010**	**2011**
	MCh$	**MCh$**	**MCh$**
Commercial loans	422,813	488,235	711,946
Consumer loans	373,369	370,847	435,978
Residential mortgage loans	56,682	186,215	266,914
Financial investments	35,479	43,608	71,669
Repurchase agreements	8,482	8,133	14,605
Loans and advances to banks	5,477	7,205	10,322
Loss from accounting hedges	(2,085)	(12,607)	(12,411)
Other interest revenue	190	367	2,661

Total	900,407	1,092,003	1,501,684

Table of Contents

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS, Continued

28. Interest Revenue and Expenses, continued:

(b) As of each year end, interest expenses are detailed as follows:

	2009 MCh$	2010 MCh$	2011 MCh$
Saving accounts and time deposits	159,822	187,210	425,968
Debt issued	32,913	109,624	153,896
Borrowings from financial institutions	2,504	18,822	23,784
Demand deposits	318	3,439	5,934
Other financial obligations	22,127	2,935	3,823
Repurchase agreements	6,360	2,007	10,849
Loss from accounting hedges	(485)		
Other interest expenses	(676)	340	(45)
Total	222,883	324,377	624,209

29. Income and Expenses from Fees and Commissions:

The income and expenses for fees and commissions shown in the Consolidated Statement of Comprehensive Income refers to the following items:

	2009 MCh$	2010 MCh$	2011 MCh$
Income from fees and commissions			
Card services	67,405	76,487	90,758
Investments in mutual funds and other	45,246	61,476	63,809
Collections and payments	52,620	51,371	49,764
Trading and securities management	26,541	38,724	38,600
Lines of credit and overdrafts	27,627	26,124	22,771
Insurance brokerage	18,845	22,909	20,480
Portfolio management	12,452	16,401	17,702
Guarantees and letters of credit	12,858	15,187	12,888
Financial advisory services	7,860	4,800	3,186
Other fees earned	24,555	28,740	48,008
Total income from fees and commissions	296,009	342,219	367,966
Expenses from fees and commissions			
Credit card transactions	(27,742)	(29,570)	(35,522)
Fees for collections and payments	(6,302)	(6,729)	(6,619)

Sale of mutual fund units	(2,958)	(3,571)	(3,038)
Fees for securities transactions	(2,628)	(3,532)	(4,246)
Other fees	(4,524)	(6,555)	(9,768)
Total expenses from fees and commissions	(44,154)	(49,957)	(59,193)

Table of Contents

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS, Continued

30. Net Financial Operating Income:

The gain (losses) from trading and brokerage activities is detailed as follows:

	2009 MCh$	2010 MCh$	2011 MCh$
Financial assets held-for-trading	17,903	21,306	13,386
Sale of available-for-sale instruments	19,627	19,178	2,289
Net loss of other transactions	743	506	(353)
Derivative instruments	(176,452)	(23,678)	41,346
Sale of loan portfolios		(149)	1,433
Total	(138,179)	17,163	58,101

31. Foreign Exchange Transaction, net:

Net foreign exchange transactions are detailed as follows:

	2009 MCh$	2010 MCh$	2011 MCh$
Translation difference, net	233,620	69,538	(18,495)
Indexed foreign currency	(12,621)	(5,776)	11,489
Loss from accounting hedges *			(967)
Total	220,999	63,762	(7,973)

* Correspond to the foreign exchange of the Mexican bond issued in 2011.

Table of Contents

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS, Continued

32. Provisions for Loan Losses:

The movement during 2009, 2010 and 2011 is the following:

	Loans and advance to banks	Loans to customers as of December 31, 2009 Commercial loans	Mortgage loans	Consumer loans	Total	Financial guarantees	Total
Provisions established:							
Individual provisions	(861)	(101,609)			(101,609)	(2,157)	(104,627)
Group provisions		(59,397)	(2,712)	(106,587)	(168,696)	(399)	(169,095)
Provisions established, net	(861)	(161,006)	(2,712)	(106,587)	(270,305)	(2,556)	(273,722)
Provisions released:							
Individual provisions						3,979	3,979
Group provisions		1,519			1,519		1,519
Provisions released, net		1,519			1,519	3,979	5,498
Recovery of written-off assets		23,994	2,653	232	26,879		26,879
Provisions, net allowances for credit risk	(861)	(135,493)	(59)	(106,355)	(241,907)	1,423	(241,345)

F-91

Table of Contents

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS, Continued

32. Provisions for Loan Losses, continued:

		Loans to customers as of December 31, 2010					
	Loans and advance to banks	Commercial loans	Mortgage loans	Consumer loans	Total	Financial Guarantees	Total
Provisions established:							
Individual provisions		(39,365)			(39,365)	(5,217)	(44,582)
Group provisions		(29,003)	(3,750)	(112,901)	(145,654)	(151)	(145,805)
Provisions established, net		(68,368)	(3,750)	(112,901)	(185,019)	(5,368)	(190,387)
Provisions released:							
Individual provisions	567						567
Group provisions							
Provisions released, net	567						567
Recovery of written-off assets		11,173	1,387	19,609	32,169		32,169
Provisions, net allowances for credit risk	567	(57,195)	(2,363)	(93,292)	(152,850)	(5,368)	(157,651)

F-92

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS, Continued

32. Provisions for Loan Losses, continued:

		Loans to customers as of December 31, 2011					
	Loans and advance to banks	Commercial loans	Mortgage loans	Consumer loans	Total	Financial guarantees	Total
Provisions established:							
Individual provisions	(396)	(36,645)			(36,645)	(4,412)	(41,453)
Group provisions		(42,132)	(3,553)	(110,344)	(156,029)		(156,029)
Provisions established, net	(396)	(78,777)	(3,553)	(110,344)	(192,674)	(4,412)	(197,482)
Provisions released:							
Individual provisions							
Group provisions						4,902	4,902
Provisions released, net						4,902	4,902
Recovery of written-off assets		16,104	1,106	28,445	45,655		45,655
Provisions, net allowances for credit risk	(396)	(62,673)	(2,447)	(81,899)	(147,019)	490	(146,925)

Table of Contents

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS, Continued

33. Personnel Expenses:

Personnel expenses in 2009, 2010 and 2011 are detailed as follows:

	2009 MCh$	2010 MCh$	2011 MCh$
Remuneration	159,247	157,839	169,114
Bonuses	50,734	69,203	100,494
Lunch and health benefits	17,613	17,817	20,272
Staff severance indemnities	10,921	7,140	6,167
Training expenses	1,251	1,380	1,493
Other personnel expenses	17,016	19,358	19,451
Total	256,782	272,737	316,991

34. Administrative Expenses:

As of December 31, 2009, 2010 and 2011, administrative expenses are detailed as follows:

	2009 MCh$	2010 MCh$	2011 MCh$
General administrative expenses	127,710	136,958	153,191
Expenses for outsourced services	20,695	26,870	37,601
Board of Director s expenses	2,485	2,358	2,733
Marketing expenses	17,943	22,804	26,515
Taxes, payroll taxes and contributions	8,165	8,679	9,879
Total	176,998	197,669	229,919

Table of Contents

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS, Continued

35. Other Operating Income:

During 2009, 2010 and 2011, the Bank and its subsidiaries presented the following under other operating income:

	2009 MCh$	2010 MCh$	2011 MCh$
Income for assets received in lieu of payment	5,212	6,440	5,918
Rental income	5,088	5,367	5,614
Recovery from external branches	1,152	2,656	2,207
Expenses recovery	1,141	2,133	1,957
Refund of Insurance			1,594
Foreign advisory services	2,781	2,130	1,474
Release of provisions for contingencies		294	173
Other	6,816	4,564	5,798
Total	22,190	23,584	24,735

36. Other Operating Expenses:

During 2009, 2010 and 2011, the Bank and its subsidiaries incurred the following other operating expenses:

	2009 MCh$	2010 MCh$	2011 MCh$
Cobranding travel club and global pass	4,740	13,302	17,360
Write-offs for operating risks	3,753	10,400	3,002
Card administration	2,232	2,584	2,602
Operational expenses and writes-off leasing	303	2,254	792
Provision for other assets	1,039	1,704	
Provisions for contingencies	5,043	689	2,495
Other	4,412	6,880	4,688
Total	21,522	37,813	30,939

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS, Continued

37. Related Party Transactions:

The disclosures for related party transactions follow the rules set out in IAS 24.

In addition to subsidiaries affiliates and associates entities, the Bank s related parties include its key personnel from the executive staff (members of the Bank s Board and the Managers of Banco de Chile and its Affiliates, together with their close relatives), as well as the entities over which the key personnel could exercise significant influence or control.

The Bank also considers the companies that are part of the Quiñenco Group as related parties, given that all of them have a common parent.

Transactions between the Bank and its related parties are specified below, and we have divided the information into three categories:

Production companies

This category includes all the companies that are controlled by the Quiñenco Group, and hence, it also includes the companies over which the Bank exercises any degree of control (Affiliates). In this category, it is included the relationship with Citigroup.

Investment companies

This category includes the entities over which the Bank, exercises a significant degree of influence and which generally belong to the group of entities known as business support companies.

Individuals

This category includes members of the Bank s Board and the managers of Banco de Chile and its Affiliates, together with their close relatives and also the related parties that are not included in the groups identified above and which are, in general, entities over which the key personnel could exercise significant influence or control.

Article 89 of the Corporations Law, which applies to Chilean banks, indicates that any transaction with a related party must take place under arm s length conditions similar to those prevailing in the market.

Moreover, Article 84 of the General Banking Law establishes limits on loans granted to related parties and prohibits the granting of loans to the Bank s directors, managers and general representatives.

The Bank did not enter into any transactions with his parent company, LQ Inversiones Financieras S.A., nor with the group s ultimate parent, Quiñenco S.A.

Table of Contents

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS, Continued

37. Related Party Transactions, continued:

(a) Loans to related parties:

The following table details loans and accounts receivable, contingent loans and assets related to trading and investment securities, corresponding to related entities.

	Production companies (*)		Investment companies (*)		Individuals (*)		Total	
	2010 MCh$	2011 MCh$	2010 MCh$	2011 MCh$	2010 MCh$	2011 MCh$	2010 MCh$	2011 MCh$
Loans and accounts receivable								
Commercial loans	111,140	209,764	65,839	81,798	567	575	177,546	292,137
Residential mortgage loans					9,366	13,919	9,366	13,919
Consumer loans					2,475	3,387	2,475	3,387
Gross loans	111,140	209,764	65,839	81,798	12,408	17,881	189,387	309,443
Provision for loan losses	(573)	(602)	(410)	(295)	(59)	(68)	(1,042)	(965)
Net loans	**110,567**	**209,162**	**65,429**	**81,503**	**12,349**	**17,813**	**188,345**	**308,478**
Off balance sheet accounts								
Guarantees	15,745	18,670	58				15,803	18,670
Letters of credits		158	63				63	158
Banks guarantees	11,730	21,313	118	2,038			11,848	23,351
Immediately available credit lines	11,840	32,406	638	1,451	2,705	9,393	15,183	43,250
Total off balance sheet account	39,315	72,547	877	3,489	2,705	9,393	42,897	85,429
Financial guarantees	(102)	(95)	(1)	(2)			(103)	(97)
Amount covered by collateral	**39,213**	**72,452**	**876**	**3,487**	**2,705**	**9,393**	**42,794**	**85,332**
Mortgage	28,244	27,958	231	55	10,053	15,431	38,528	43,444
Warrant								
Pledge						7		7
Other	2,092	2,855	21,885	17,300	10	10	23,987	20,165
Total collateral	**30,336**	**30,813**	**22,116**	**17,355**	**10,063**	**15,448**	**62,515**	**63,616**
Acquired instruments								
For trading purposes		2,154						2,154
For investment purposes(*)	2,333						2,333	
Total acquired instruments	**2,333**	**2,154**					**2,333**	**2,154**

(*) The Bank has several business relationships with related parties. Transactions with such parties are made in the ordinary course of business and on substantially the same terms, including interest rates, as those prevailing at the time for comparable transactions with other parties. These transactions also did not involve more than the normal risk of collectability or present other unfavorable features. The outstanding balance and year end are unsecured.

As of December 31, 2011, the Bank has guarantees received for related party receivables which mainly correspond to time deposits, real estates, lands and common shares.

Letters of Credit are any arrangement, however named or described, that irrevocable and thereby constitutes a definite undertaking of the issuing bank to honor a complying presentation.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS, Continued

37. Related Party Transactions, continued:

(a) Loans to related parties, continued:

* Production companies are legal entities which comply with the following conditions:

a) they engage in productive activities and generate a separable flow of income

b) less than 50% of their assets are trading securities or investments

* Investment companies include those legal entities that do not comply with the conditions for production companies and are profit-oriented.

* Individuals include key members of the management, who directly or indirectly posses the authority and responsibility of planning, administrating and controlling the activities of the organization, including directors. This category also includes their family members who are expected to have an influence or to be influenced by such individuals in their interactions with the organization.

(b) Other assets and liabilities with related parties:

	2010 MCh$	2011 MCh$
Assets		
Cash and due from banks	102,936	97,390
Derivative instruments	139,343	116,010
Other assets	2,349	2,665
Total	244,628	216,065
Liabilities		
Demand deposits	62,816	69,287
Saving accounts and time deposits	282,487	531,448
Derivative instruments	124,293	100,238
Borrowing from financial institutions	153,678	194,059
Other liabilities	6,364	7,969
Total	629,638	903,001

(c) Income and expenses from related party transactions (*):

Type of income or expense recognized	2010 Income MCh$	2010 Expense MCh$	2011 Income MCh$	2011 Expense MCh$
Interest and revenue expenses	10,619	7,685	15,522	31,190
Fees and commission income	29,472	28,297	56,979	30,647
Net financial operating income	21,019		100,187	
Foreign currency translation				
Provision for credit risk		686	221	
Operating expenses		53,378		65,718
Other income and expenses	770	626	843	53
Total	61,880	90,672	173,752	127,608

(*) This detail does not constitute an Income Statement for related party transactions.

Table of Contents

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS, Continued

37. Related Party Transactions, continued:

(d) Related party contracts:

There are no contracts entered during 2010 and 2011 that do not represent a customary transaction within the Bank s line of business with general customers and which accounts for amounts greater than UF 1,000.

(e) Payments to key management personnel:

	2010 MCh$	2011 MCh$
Remunerations	3,327	3,629
Short-term benefits	4,072	2,830
Contract termination indemnity	306	
Total	7,705	6,459

Composition of key personnel:

	N° of executives	
Position	**2010**	**2011**
CEO	1	1
Deputy general manager		1
CEOs of subsidiaries	8	8
Division Managers	14	15
Total	23	25

F-99

Table of Contents

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS, Continued

37. Related Party Transactions, continued:

(f) Directors expenses and remunerations:

	Remunerations			**Fees for attending Board meetings**			**Fees for attending Committees and Subsidiary Board meetings (1)**			**Consulting**			**Total**		
	2009	**2010**	**2011**	**2009**	**2010**	**2011**	**2009**	**2010**	**2011**	**2009**	**2010**	**2011**	**2009**	**2010**	**2011**
Name of Directors	**MCh$**	**MCh$**	**MCh$**	**MCh$**	**MCh$**	**MCh$**	**MCh$**	**MCh$**	**MCh$**	**MCh$**	**MCh$**	**MCh$**	**MCh$**	**MCh$**	**MCh$**
Pablo Granifo Lavín	332(*)	334	347(*)	39	40	48	291	284	306				662	658	701
Andrónico Luksic Craig	140	137	142	13	5	14							153	142	156
Jorge Awad Mehech	47	45	47	21	19	27	63	85	107				131	149	181
Felipe Joannon Vergara		37	10		18	7		45	12					100	29
Jacob Ergas Ergas	47	46	10	17	18	4	53	52	17				117	116	31
Jaime Estévez Valencia	47	46	47	21	22	26	67	70	87				135	138	160
Guillermo Luksic Craig	47	46	47	6	12	7							53	58	54
Rodrigo Manubens Moltedo	47	46	47	19	22	26	55	49	48				121	117	121
Gonzalo Menéndez Duque	47	46	47	19	19	25	115	98	111				181	163	183
Francisco Pérez Mackenna	47	46	47	18	19	22	55	53	46				120	118	115
Thomas Fürst Freiwirth	47	46	47	19	17	23	49	36	34				115	99	104
Juan Andrés Fontaine Talavera	47	7		19	2		52	5					118	14	
Jorge Ergas Heyman			36			16			42						94
Other subsidiary directors							119	156	166		56	86	119	212	252
Total	895	882	874	211	213	245	919	933	976		56	86	2,025	2,084	2,181

(1) *Includes fees paid to members of the Advisory Committee of Banchile Corredores de Seguros Ltda. of MCh$19, MCh$14 and MCh$9 in 2009, 2010 and 2011.*

(*) *Includes a provision of MCh$192, MCh$197 and MCh$205 in 2009, 2010 and 2011 for an incentive subject to achieving the Bank s forecasted earnings.*

Fees paid for advisory services to the Board of Directors amount to MCh$ 233, MCh$229 and MCh$248 in 2009, 2010 and 2011.

Travel and other related expenses amount to MCh$ 227, MCh$45 and MCh$304 in 2009, 2010 and 2011.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS, Continued

38. Fair Value of Financial Assets and Liabilities:

(a) Financial instruments measured at fair value.

Banco de Chile and its subsidiaries determine the fair value of financial instruments by taking into account the followings:

1. The market price of financial instruments whether is an observed price or derived using modeling.

2. The credit risk presented by the issuer of debt instruments.

3. The liquidity and depth conditions of the markets.

4. Whether the position is an asset or liability to the Bank, in the case of derivatives, if the future cash flow is received or paid, respectively.

Based on an analysis of these four factors, the Bank classifies the financial instruments portfolio into one of three following levels, according to the valuation technique used for each instrument:

Level 1: Observable prices in active markets for the specific type of instrument or transaction to be measured.

Level 2: Valuation based in observed markets factors. This category includes instruments valued using: Quoted prices for similar instruments, either in active or less active markets. Other valuation techniques when all significant inputs are directly or indirectly observable based on market data.

Level 3: Valuation is based in unobservable market factors. This category includes instruments where its valuation technique includes factors that are not directly observable and instruments that are valued based on quoted prices for similar instruments that may require adjustments or assumptions to reflect the differences.

Valuation of Financial Instruments:

The Bank s accounting policy for measuring fair value is discussed in Note 2(e).

All financial assets and financial liabilities, as is established in IAS 39, including derivatives, loans, borrowings, receivables and payables, and equity investments in other entities, are required to be classified into one of the following five categories; (1) Held for Trading and Derivatives, (2) Loans and Receivables, (3) Held to Maturity investments, (4) Available for Sale assets and (5) other financial liabilities. Each one of these categories has to be measured at Fair Value (1,4) or Amortized Cost (2,3,5).

To reflect the fair value of each financial instrument we use as a primary data source, over-the-counter and exchange information systems commonly used worldwide, such as Bloomberg. These systems provide market prices, bid and offer, and relevant information from the relevant markets about each asset and liability class. As a complement, we use data from specialized Chilean and international brokerage firms. This process allows us to determine on a daily basis all the necessary inputs for valuation: foreign exchange rates, yields to maturity, discount rates, volatility, among others.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS, Continued

38. Fair Value of Financial Assets and Liabilities, continued:

Valuation of Financial Instruments, continued:

All financial instruments are periodically valued using the average closing prices/rates between asks and bids. These valuations, except for options, are performed calculating the Net Present Value (NPV) for each component of each instrument, trough discounted cash flows, using appropriate zero coupon rate curves for discounting every cash flows in any particular currency. Options are valued according to well known financial models such as Black-Scholes-Merton.

The Bank has established a control framework for measuring fair values. This framework includes a Product Control Function, which is independent from the Business Unit, the Treasury Area, and reports directly to the Financial Control Manager.

The Product Control area is responsible for the independent verification of the Bank s treasury results due to trading and investment transactions as well as is responsible for the fair value of financial instruments. To assess these tasks, the Product Control Unit (PCU) is responsible for the Fair Value Policy and, consequently the development of control structures to verify observable prices, valuation models, market risk and liquidity measurements. Also Profit and Losses measurements and explanation to the Senior Management are part of the PCU tasks in order to have a comprehensive understanding of the Risk-Return relation of the Treasury Area.

Derivatives:

Derivatives are classified as a level 2 financial instrument, with the exception of currency futures, for which prices are directly observable on exchange markets. For these instruments the valuation is performed using simple net present value calculations for all instruments without options characteristics. Options are valued using well-known, widely accepted valuation models.

Investments in Financial Instruments:

Held for trading and available for sale instruments are classified among level 2 and level 3. Only debt instruments classified as available for sale, corporate bonds, particularly, are classified as level 3.

These instruments are valued using the internal rate of return to discount all the future cash flows. These financial instruments, which are not actively quoted, are valued using models and brokers quotes for real transactions or derived from.

Valuation Techniques and Verification Process:

Banco de Chile in accordance with what management believes to be the best practices in the industry uses different techniques to establish the fair value of financial instruments, depending on several factors.

Table of Contents

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS, Continued

38. Fair Value of Financial Assets and Liabilities, continued:

Valuation Techniques and Verification Process, continued:

The used valuation techniques require multiple parameters as inputs. The availability of these parameters depends on the activity and liquidity level of the markets. For financial instruments traded in active and liquid markets, market quotes are used. For less liquid and active markets, market data inputs is not quoted, and indicative broker quotes and consensus pricing should be used directly or to infer the proper price. As is established in the Bank s Fair Value Policy, Treasury is the last responsible for valuation of each financial instrument.

The base of the valuation technique is the Present Value mathematics (PV) using the appropriate discount factors for each cash flow. Instruments with options-characteristics are valued according to widely-accepted models such as Black-Scholes-Merton. For more complex or unique instruments, more sophisticated modeling techniques, assumptions and parameters are required, including correlation, prepayment speeds, default rates and loss severity. Also Banco de Chile compares this fair value valuation against fair value calculated using independent price providers, and establishes limits for theses difference in each relevant market factor.

Finally, it is necessary to verify the determined fair value in a quantitative way. To accomplish this task, the PCU, has settled an Independent Price Verification Process (IPVP) to compare and control, differences in Mark-to-Market for financial assets between Treasury and Independent data providers. These differences are controlled and reported by each market factor and measured against limits. In case that one limit is breached, the responsible Treasury area is required to establish the support for these inputs or take a corrective action plan.

Table of Contents

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS, Continued

38. Fair Value of Financial Assets and Liabilities, continued:

The following tables detail the classification, by level, of financial instruments measured at fair value.

	Level 1		Level 2		Level 3		Total	
	2010 MCh$	2011 MCh$	2010 MCh$	2011 MCh$	2010 MCh$	2011 MCh$	2010 MCh$	2011 MCh$
Financial Assets								
Financial assets held-for-trading								
From the Chilean Government and Central Bank	150,571	72,971	6,621	4,871			157,192	77,842
Other instruments issued in Chile	1,635	371	119,198	191,063	1,740	585	122,573	192,019
Instruments issued abroad				35,051				35,051
Subtotal	152,206	73,342	125,819	230,985	1,740	585	279,765	304,912
Derivative contracts for trading purposes								
Forwards			118,705	121,133			118,705	121,133
Swaps			367,390	258,681			367,390	258,681
Call Options			133	1,239			133	1,239
Put Options				2				2
Futures								
Subtotal			486,228	381,055			486,228	381,055
Hedge derivative contracts								
Swaps			2,126				2,126	
Subtotal			2,126				2,126	
Total			488,354	381,055			488,354	381,055
Financial assets available-for-sale								
From the Chilean Government and Central Bank			371,487	412,394			371,487	412,394
Other instruments issued in Chile			471,066	608,945	113,798	321,378	584,864	930,323
Instruments issued abroad					200,754	128,403	200,754	128,403
Subtotal			842,553	1,021,339	314,552	449,781	1,157,105	1,471,120
Other assets								
Mutual fund investments	28,787	31,910					28,787	31,910
Subtotal	28,787	31,910					28,787	31,910

Total	180,993	105,252	1,456,726	1,633,379	316,292	450,366	1,954,011	2,188,997
Financial Liabilities								
Derivative contracts for trading purposes								
Forwards			191,280	115,797			191,280	115,797
Swaps			325,148	272,976			325,148	272,976
Call Options			109	1,149			109	1,149
Put Options			429	35			429	35
Futures								
Other			21	21			21	21
Subtotal			516,987	389,978			516,987	389,978
Hedge derivative contracts								
Swaps			11,458	39,935			11,458	39,935
Subtotal			11,458	39,935			11,458	39,935
Total			528,445	429,913			528,445	429,913

During the years ended December 31, 2010 and 2011 there were no transfers between level 1 and 2 and nor between level 2 and 3.

Table of Contents

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS, Continued

38. Fair Value of Financial Assets and Liabilities, continued:

(b) Level 3 Reconciliation:

The following tables show the reconciliation between the beginning and ending balances of instruments classified as Level 3, whose fair value is reflected in the financial statements.

	Balance as of January 1, 2010 MCh$	Gain (loss) Recognized in Income MCh$	Gain (loss) Recognized in Equity MCh$	Purchases MCh$	Sales MCh$	Agreements MCh$	Balance as of December 31, 2010 MCh$
Financial Assets							
Financial assets held-for-trading							
Other instruments issued in Chile	2,732	251		62,837	(64,080)		1,740
Instruments issued abroad							
Total	**2,732**	**251**		**62,837**	**(64,080)**		**1,740**
Financial assets available-for-sale							
Other instruments issued in Chile	128,285	165	(1,518)	104,442	(116,276)	(1,300)	113,798
Instruments issued abroad	202,436	869	(256)	77,034	(79,329)		200,754
Total	**330,721**	**1,034**	**(1,774)**	**181,476**	**(195,605)**	**(1,300)**	**314,552**

	Balance as of January 1, 2011 MCh$	Gain (loss) Recognized in Income MCh$	Gain (loss) Recognized in Equity MCh$	Purchases MCh$	Sales MCh$	Agreements MCh$	Balance as of December 31, 2011 MCh$
Financial Assets							
Financial assets held-for-trading							
Other instruments issued in Chile	1,740	94		(1,249)			585
Instruments issued abroad							
Total	1,740	94		(1,249)			585
Financial assets available-for-sale							
Other instruments issued in Chile	230,480	11,992	(2,130)	81,036			321,378
Instruments issued abroad	84,072	16,115	(3,897)	32,113			128,403
Total	314,552	28,107	(6,027)	113,149			449,781

Table of Contents

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS, Continued

38. Fair Value of Financial Assets and Liabilities, continued:

(c) Sensitivity of instruments classified as Level 3 to changes in key assumptions of models.

The following tables show the sensitivity, by type of instrument, of instruments classified as Level 3 to changes in key valuation assumptions:

	As of December 31, 2010		As of December 31, 2011	
	Level 3 MCh$	Sensitivity to changes in key assumptions of models MCh$	Level 3 MCh$	Sensitivity to changes in key assumptions of models MCh$
Financial Assets				
Financial assets held-for-trading				
Other instruments issued in Chile	1,740	5	585	
Total	1,740	5	585	
Financial assets available-for-sale				
Other instruments issued in Chile	230,480	1,715	321,378	9,553
Instruments issued abroad	84,072	1,261	128,403	(6,058)
Total	314,552	2,976	449,781	3,495

The level 3 figures in the precedent matrix represent the fair value calculated as of December 31, 2010 and 2011 using data provided by the Treasury area, verified by the PCU using prices from independent market data providers. The following column, sensitivity to changes in key assumptions of models, represents the best proxy for what could be a variation, or delta, in the fair value of these instruments.

The sensitivity figures are calculated as a difference in fair values. This difference is calculated as the fair value in the precedent column, Banco de Chile figures, minus the fair value obtained by using other market data set. The rationale behind this way to calculate the sensitivity is based on the appropriateness of prices and rates provided by independent sources, such as Interactive Data. This brokerage information companies uses all the available market information and is used by the major financial institutions in Chile such as Banks and Pension Funds.

Table of Contents

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS, Continued

38. Fair Value of Financial Assets and Liabilities, continued:

(d) Other assets and liabilities

The following table summarizes the fair values of the Bank s main financial assets and liabilities that are not recorded at fair value in the Statement of Financial Position. The values shown in this note do not attempt to estimate the value of the Bank s income-generating assets, nor forecast their future behavior. The estimated fair value is as follows:

	Book Value		Fair Value	
	2010 MCh$	2011 MCh$	2010 MCh$	2011 MCh$
Assets				
Cash and due from banks	772,329	881,146	772,329	881,146
Transactions in the course of collection	429,756	373,639	429,756	373,639
Receivables from repurchase agreements and security borrowing	82,787	47,981	82,787	47,981
Subtotal	1,284,872	1,302,766	1,284,872	1,302,766
Loans and advances to banks				
Domestic banks	13,305	315,873	13,305	315,873
Foreign banks	336,283	332,552	336,283	332,552
Subtotal	349,588	648,425	349,588	648,425
Loans to customers, net				
Commercial loans	9,085,848	11,005,194	9,009,948	10,973,062
Residential mortgage loans	2,911,347	3,591,530	2,875,377	3,557,248
Consumer loans	2,032,773	2,427,032	2,024,250	2,426,959
Subtotal	14,029,968	17,023,756	13,909,575	16,957,269
Total	15,664,428	18,974,947	15,544,035	18,908,460
Liabilities				
Current accounts and other demand deposits	4,446,181	4,895,426	4,446,181	4,895,426
Transactions in the course of payment	208,750	155,424	208,750	155,424
Payables from repurchase agreements and security lending	81,755	223,202	81,755	223,202
Saving accounts and time deposits	7,697,968	9,282,324	7,653,446	9,273,010
Borrowings from financial institutions	1,281,372	1,690,939	1,280,759	1,689,172
Other financial obligations	179,160	184,785	179,160	184,785
Subtotal	13,895,186	16,432,100	13,850,051	16,421,019
Debt issued				
Letters of credit for residential purposes	133,709	106,965	142,709	115,825

Letters of credit for general purposes	65,159	45,133	69,545	48,871
Bonds	820,331	1,488,369	809,689	1,459,145
Subordinated bonds	744,966	747,874	740,334	728,330
Subtotal	1,764,165	2,388,341	1,762,277	2,352,171
Total	15,659,351	18,820,441	15,612,328	18,773,190

The fair value of assets not presented at that value in the Statement of Financial Position is derived from estimated cash flows the Bank expects to receive, discounted using the relevant market interest rate for each type of transaction.

The fair value of liabilities without market quotes is based on discounted cash flows using the interest rate for similar maturity terms, for each currency and type of instrument.

For financial assets and liabilities that have a short term maturity (less than three months) it is assumed that the carrying amounts approximate their fair value. This assumption is also applied to demand deposits and savings accounts without specific maturity.

The Bank did not incur any day 1 profits or losses during the reporting period.

Table of Contents

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS, Continued

39. Maturity of Assets and Liabilities:

The table below shows the classification of assets and liabilities as current and non-current as the balance sheet is presented in the order of liquidity without indicating this information.

	As of December 31, 2010		
	Less than 12 months MCh$	Over 1 year MCh$	Total MCh$
Assets			
Cash and due from banks	772,329		772,329
Transactions in the course of collection	429,756		429,756
Financial assets held-for-trading	279,765		279,765
Receivables from repurchase agreements and security borrowing	82,787		82,787
Derivative instruments	210,661	277,693	488,354
Loans and advance to banks (*)	250,401	99,797	350,198
Loans to customers (*)	6,407,405	7,970,590	14,377,995
Financial assets available-for-sale	638,460	518,645	1,157,105
Investment in other companies		11,072	11,072
Property and equipment		204,352	204,352
Investment properties		17,459	17,459
Intangible assets		88,463	88,463
Current tax assets		3,363	3,363
Deferred tax assets, net		57,678	57,678
Other assets	132,235	172,190	304,425
Total assets	9,203,799	9,421,302	18,625,101

	As of December 31, 2011		
	Less than 12 months MCh$	Over 1 year MCh$	Total MCh$
Assets			
Cash and due from banks	881,146		881,146
Transactions in the course of collection	373,639		373,639
Financial assets held-for-trading	304,912		304,912
Receivables from repurchase agreements and security borrowing	47,981		47,981
Derivative instruments	170,352	210,703	381,055
Loans and advance to banks (*)	649,431		649,431
Loans to customers (*)	9,172,096	8,258,351	17,430,447
Financial assets available-for-sale	635,951	835,169	1,471,120
Investment in other companies		13,196	13,196
Property and equipment		207,888	207,888
Investment properties		17,079	17,079
Intangible assets		81,026	81,026

Current tax assets			
Deferred tax assets, net		60,025	60,025
Other assets	109,523	144,787	254,310
Total assets	12,345,031	9,828,224	22,173,255

(*) The respective provisions, which amount MCh$406,691 and MCh$348,027 in 2011 and 2010 for loans to customers and MCh$1,006 and MCh$610 for loans and advances to bank, have not been deducted from these balances.

Table of Contents

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS, Continued

39. Maturity of Assets and Liabilities, continued:

	As of December 31, 2010		
	Less than 12 months MCh$	Over 1 year MCh$	Total MCh$
Liabilities			
Current accounts and other demand deposits	4,446,181		4,446,181
Transactions in the course of payment	208,750		208,750
Payables from repurchase agreements and security lending	81,755		81,755
Saving accounts and time deposits	7,137,208	560,760	7,697,968
Derivative instruments	247,952	280,493	528,445
Borrowings from financial institutions	1,146,338	135,034	1,281,372
Debt issued	186,433	1,577,732	1,764,165
Other financial obligations	118,628	60,532	179,160
Current tax liabilities			
Employee benefits		55,433	55,433
Provisions	114,685		114,685
Other liabilities	112,924	111,301	224,225
Total liabilities	13,800,854	2,781,285	16,582,139

	As of December 31, 2011		
	Less than 12 months MCh$	Over 1 year MCh$	Total MCh$
Liabilities			
Current accounts and other demand deposits	4,895,426		4,895,426
Transactions in the course of payment	155,424		155,424
Payables from repurchase agreements and security lending	223,202		223,202
Saving accounts and time deposits	8,811,613	470,711	9,282,324
Derivative instruments	162,863	267,050	429,913
Borrowings from financial institutions	1,418,654	272,285	1,690,939
Debt issued	91,414	2,296,927	2,388,341
Other financial obligations	129,892	54,893	184,785
Current tax liabilities		3,095	3,095
Employee benefits		60,634	60,634
Provisions		131,344	131,344
Other liabilities	134,820	144,642	279,462
Total liabilities	16,023,308	3,701,581	19,724,889

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS, Continued

40. Risk Management:

(1) Introduction:

The Bank s risk management is based on specialization, knowledge of the business and the experience of its teams, with professionals specifically dedicated to each different type of risks. Our policy is to maintain an integrated, forward looking approach to risk management, taking into account the current and forecasted economic environment and the risk/return ratio of all products for both the Bank and its subsidiaries.

Our credit policies and processes acknowledge the particularities of each market and segment, thus affording specialized treatment. The integrated information prepared for risk analyses is key to developing our strategic plan, the objectives which include: determining the desired risk level for each business line; aligning all strategies with the established risk level; communicating desired risk levels to the Bank s commercial areas; developing models, processes and tools for evaluating, measuring and controlling risk throughout the different business lines and areas; informing the board of directors about risks and their evolution; proposing action plans to address important deviations in risk indicators and enforcing compliance of applicable standards and regulations.

(a) Risk Management Structure

Credit and Market Risk Management takes place at different levels throughout the organization, structured in response to both the important role that risk plays and the diverse types of risks that exist.

The Bank segregates risk management into two divisions that directly report to the Chief Executive Officer: the Companies Credit Risk and Market Risk Division and the Individuals Credit Risk Division. These divisions are internally organized based on the Bank s commercial structure and function independently. They complement the Operational Risk Area, which reports to the Operations and Technology Division.

The Companies Credit Risk and Market Risk Division is responsible for the quality of the Bank s portfolio and giving impulses in order to optimize the risk/return ratio for all client segments, from small and medium enterprises to corporations, including Private Banking. This division is also responsible for managing the Bank s financial and market risks. The Individuals Risk Division plays a similar role for all of the Individuals client segments, including Banco CrediChile s portfolio. The Operational Risk Area monitors loss events stemming from operating, administrative or technical factors or fraud, verifies controls and proposes corrective measures.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS, Continued

40. Risk Management, continued:

(i) Board of Directors

Banco de Chile s Board of Directors is continually informed of developments in the different risk areas through its Finance, Credit, Portfolio and Audit Committees, in which it reviews the status of credit and market risks. The Board of Directors participates actively in each of these risk areas, keeping abreast of the portfolio and helping to define strategies that impact portfolio quality.

(ii) Finance, International and Financial Risk Committee

This committee meets monthly to review developments and the current status of financial positions and market, price and liquidity risk. It reviews estimated results from financial positions in order to measure the risk/return ratio of the Bank s Treasury business, as well as the evolution of and forecasts regarding use of capital.

(iii) Credit Committees

All loan proposals made to customers must be approved by the appropriate committee. As a general rule, this committee must include a minimum of three executives, one of which must have sufficient authority to approve the specific transaction. There are various levels of authority, differentiated by segment and applied based on exposure, risk rating, statements of uncollectability, loan charge-offs, etc. The highest of these committees is the Board of Directors Loan Committee, which reviews and approves the Bank s main risk exposures. This committee is composed of at least three directors, the Chief Executive Officer and the Credit Risk Division Manager.

(iv) Portfolio Committee

This committee reviews in detail any developments in key credit risk variables. It reviews indicators such as risk, default, impaired portfolio and portfolio expense indices, among others. This review includes aggregate information at portfolio level, detailed by industry sector, segment, business unit, credit rating, etc. This committee also conducts a detailed review of the Bank s main debtors, either by exposure or impairment. This committee is composed of the Chairman of the Board of Directors, at least one director, the Chief Executive Officer and the Credit Risk Managers.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS, Continued

40. Risk Management, continued:

(v) Treasury

The Bank s Treasury Division is responsible for managing price risks (interest rates, exchange rates and options volatility) for its Trading and Accrual Portfolios, based on limits approved by the Board of Directors. In addition, it is the sole body responsible for ensuring that the Bank maintains adequate liquidity levels in line with market conditions and the needs of its different business units.

(vi) Operational Risk Committee

This committee periodically reviews the status of operational risks, analyzing reasons for losses and progress made on any corrective measures adopted. It is composed of the Chief Executive Officer, the Manager of the Operations and Technology Division, the Manager of the Financial Control and Management Division, the Controller and the Operational Risk Manager.

(b) Internal Audit

Risk management processes throughout the Bank are continually audited by the Internal Audit Area, which analyzes the sufficiency of and compliance with risk management procedures, Internal Audit discusses the results of all evaluations with management and reports its findings and recommendations to the Board of Directors.

(c) Measurement Methodology

In terms of Credit Risk, provision levels and portfolio expenses are the basic measurements used to determine the credit quality of our portfolio.

Each year, the Board of Directors is presented with the results of a sufficiency test for allowances for loan loss. This test shows whether the Bank s existing level of allowances for loan loss, both for the individual and group portfolios, is sufficient, based on historic losses or impairment experienced by the portfolio. The Board of Directors must issue a formal opinion on its sufficiency.

Risk monitoring and control are performed primarily based on established limits. These limits reflect the Bank s business and market strategy as well as the risk level it is willing to accept, with added emphasis on selected industry sectors.

The Bank s Chief Executive Officer, on a daily basis, and the Finance, International and Market Risk Committee, on a monthly basis, receive a report detailing the evolution of the Bank s price and liquidity risk, based on both internal and regulator-imposed metrics.

Table of Contents

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS, Continued

40. Risk Management, continued:

(d) Mitigating Interest Rate Risk in the Accrual Portfolio using Derivatives

The Bank uses derivatives to manage exposure from changes in interest rates of loans and bonds in the available-for-sale portfolio.

The effectiveness of each hedge is evaluated each month by the Market Risk Control and Information area. When determined to be ineffective, a new hedge structure must be defined if the Bank wants to continue to mitigate the given risk using derivatives.

(e) Use of Collateral

The Bank actively uses collateral to reduce its credit risks (see below for more details).

(2) Credit Risk

Credit risk is the risk that we will incur a loss because our customers or counterparties do not comply with their contractual obligations.

This risk is managed using a global, unified and forward-looking strategy, which recognizes the current and projected economic environment of the markets and segments in which our different businesses are developing and grants appropriate credit treatment to each such market or segment by using risk limits that we are willing to accept from counterparties.

Managing credit risk is, therefore, inherent to our business and must be incorporated into each segment in which we do business: In this way, we may achieve an optimum balance between assumed risks and attained returns and properly allocate capital to each business line while complying with regulations and criteria defined by the Board of Directors, in order to ensure that the Bank has an appropriate capital base for potential losses that may arise from its credit exposure.

Counterparty limits are established by analyzing financial information, risk ratings, the nature of the exposure, documentation, guarantees, market conditions and the pertinent industry sector, among other factors. The process of monitoring credit quality also includes identifying in advance any possible changes in counterparty s payment capacity, which enables us to evaluate the potential loss from these risks and take corrective actions.

Table of Contents

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS, Continued

40. Risk Management, continued:

(a) Approval Process

Loan analysis and approval is conducted using a differentiated approach for each market segment, using three separate credit-risk models:

Automated Model: This model focuses on individuals from the mass-market segment (i.e., not business-related) and is based on the integral automation of processes, which consist of admission, approval, follow-up and recovery, using scoring and behavior-based approval systems.

The Bank has also developed a broad level of knowledge regarding selection of customers, with a significant capacity to discriminate between subjects of different credit bases. Using this model, we have developed separate segmented models for retail banking and Banco CrediChile. In the case of our Consumer Division (Banco CrediChile), there are further distinctions for employed customers, which are separated into the following five sub-segments: retired persons, employees in the public sector, employees in the private sector over 40 years of age, employees in the private sector under 40 years of age and self-employed.

In retail banking there are also sub-segments divided by activity and length of the customer s relationship with the Bank.

Parametric Model: This model is applied to individuals and small and medium-sized companies in business. To analyze these segments, the Bank uses certain levels of automation and parameterization. Automation currently provides a fundamental pillar for the pre-approval process for small companies and support for potential evaluations of medium-sized companies.

Case-by-case Model: This model is used for the wholesale segment. It is based on individual expert evaluation on risk level, operation amounts and business complexity, among other variables.

(b) Control and Follow-up

The ongoing control and follow-up of credit risk is the basis for proactive portfolio management and enables risk to be recognized opportunely, thus identifying business opportunities and detecting potential impairment before it occurs.

In the wholesale business segment, control and follow-up are realized through a combination of reviews. The most relevant are the following:

- High-level structured portfolio reviews with respect to the impact of specific macroeconomic fluctuations in relevant sectors of activity, defining case-by-case actions plans.

- Constant monitoring system in order to detect early on those customers that show potential risks, agreeing on specific action plans for these customers with the corresponding client servicing team.

Table of Contents

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS, Continued

40. Risk Management, continued:

(b) Control and Follow up, continued:

Payment arrears management, backed by predictive indicators of risk level, with follow-up and action plans in the case of our most important customers, plus management of differentiated strategies for early recovery.

Follow-up of the conditions, restrictions and covenants imposed by the credit committee to all operations requiring it due to their importance or complexity.

Control of the exposure as well as the sufficiency of guarantees granted in the form of shares, monitoring fluctuations and preparing action plans in the event of insufficient coverage.

Follow-up schemes of credit behavior variables and borrowers financial condition.

Risk segmentation strategies for collections processes and policies to better integrate loan approval and monitoring processes, aligned behind a single vision of customer credit fundamentals.

(c) Derivative Instruments

The value of derivative financial instruments is always reflected in the Bank s balance sheet. The risks derived from these instruments, determined using SBIF models, are controlled against lines of credit of the counterparty at the inception of each transaction.

(d) Portfolio Concentration

Maximum credit risk exposure per counterparty without considering collateral or other credit enhancements as of December 31, 2010 and 2011 does not exceed 10% of the Bank s effective equity.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS, Continued

40. Risk Management, continued:

The following tables show credit risk exposure per balance sheet item, including derivatives, detailed by both geographic region and industry sector as of December 31, 2010.

	Chile MCh$	United States MCh$	Brazil MCh$	Other MCh$	Total MCh$
Financial assets					
Cash and due from banks	729,706	24,733		17,890	772,329
Financial assets held-for-trading					
From the Chilean Government and Central Bank of Chile	157,192				157,192
Other instruments issued in Chile	122,573				122,573
Subtotal	279,765				279,765
Receivables from repurchase agreements and security borrowing	82,787				82,787
Derivative contracts for trading purposes					
Forwards	95,160	18,409		5,136	118,705
Swaps	168,567	159,635		39,188	367,390
Call options	133				133
Subtotal	263,860	178,044		44,324	486,228
Hedge derivative contracts					
Forwards					
Swaps		1,302		824	2,126
Subtotal		1,302		824	2,126
Loans and advances to banks					
Domestic banks	13,305				13,305
Foreign banks			154,509	181,774	336,283
Subtotal	13,305		154,509	181,774	349,588
Loans to customers (before allowances for loans losses)					
Commercial loans	9,260,757			36,649	9,297,406
Residential mortgage loans	2,926,621				2,926,621
Consumer loans	2,153,968				2,153,968

Subtotal	14,341,346			36,649	14,377,995
Financial assets available-for-sale					
From the Chilean Government and Central Bank of Chile	371,487				371,487
Other instruments issued in Chile	584,864				584,864
Instruments issued abroad	124,650	71,805	4,299		200,754
Subtotal	1,081,001	71,805	4,299		1,157,105
Financial assets held-to-maturity					

Table of Contents

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS, Continued

40. Risk Management, continued:

	Financial Services MCh$	Government MCh$	Retail (Individuals) MCh$	Trade MCh$	Manufacturing MCh$	Mining MCh$	Electricity, Gas and Water MCh$	Agriculture and Livestock MCh$	Forestry MCh$	Fishing MCh$	Transportation and Telecom MCh$	Construction MCh$	Services MCh$	Other MCh$	Total MCh$
ancial assets															
sh and due m banks	264,715	310,359											197,255		772,32
ancial assets d-for-trading															
m the Chilean vernment and ntral Bank of le		157,192													157,19
er instruments ied in Chile	120,938			16			256	957						406	122,57
total	120,938	157,192		16			256	957						406	279,76
eivables from urchase eements and urity rowing	36,983			2,445	14,839	260	25,751		75	16	1,921	54	443		82,78
rivative tracts for ding purposes															
wards	86,080		117	6,279	5,952	3,501	3,083	969	2,065	652	3,145	272	6,522	68	118,70
aps	288,217			6,642	1,369	220	28,828	1,666	25	2,487	18,752	690	18,494		367,39
l options	6			13									114		13
total	374,303		117	12,934	7,321	3,721	31,911	2,635	2,090	3,139	21,897	962	25,130	68	486,22
dge derivative tracts															
wards															
aps	2,126														2,12
total	2,126														2,12
ans and ances to ıks															
mestic banks	13,149	156													13,30
eign banks	336,283														336,28

btotal	349,432	156													349,58
ans to tomers															
mmercial loans															
idential rtgage loans	3,404		183,053	57,504	13,550	2,374	209	20,623		1,385	18,232	15,823	62,625	2,547,839	2,926,62
nsumer loans	1,481		73,682	35,176	10,118	1,470	127	26,336		809	13,921	8,714	26,428	1,955,706	2,153,96
ancial assets ilable-for-sale															
m the Chilean vernment and ntral Bank of ile		371,487													371,48
er instruments ued in Chile	551,112				5,457		8,666		5,146			1,545	12,938		584,86
ruments issued oad	105,095	7,968			39,086	4,880	36,895							6,830	200,72
btotal	656,207	379,455			44,543	4,880	45,561		5,146			1,545	12,938	6.830	1,157,10
ancial assets d-to-maturity															

(*) See commercial loans by industry sector in Note 10 (e).

Table of Contents

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS, Continued

40. Risk Management, continued:

The following tables show credit risk exposure per balance sheet item, including derivatives, detailed by both geographic region and industry sector as of December 31, 2011:

	Chile MCh$	United States MCh$	Brazil MCh$	Other MCh$	Total MCh$
Financial Assets					
Cash and Due from Banks	622,082	228,796		30,268	881,146
Financial Assets held-for-trading					
from the Chilean Government and Central Bank of Chile	77,842				77,842
Other instruments issued in Chile	191,857			162	192,019
Instruments issued abroad	35,051				35,051
Subtotal	304,750			162	304,912
Receivables from repurchase agreements and security borrowing	47,945			36	47,981
Derivative Contracts for Trading Purposes					
Forwards	96,723	10,490		13,920	121,133
Swaps	110,203	117,592		30,886	258,681
Call Options	1,239				1,239
Put Options	2				2
Futures					
Other					
Subtotal	208,167	128,082		44,806	381,055
Hedge Derivative Contracts					
Forwards					
Swaps					
Call Options					
Put Options					
Futures					
Other					
Subtotal					
Loans and advances to Banks					
Central Bank of Chile	300,819				300,819
Domestic banks	15,054				15,054

Foreign banks	181,428		91,530	59,594	332,552
Subtotal	497,301		91,530	59,594	648,425
Loans to Customers (before allowances for loans losses)					
Commercial loans	11,107,050	18,231	5,568	126,544	11,257,393
Residential mortgage loans	3,607,434				3,607,434
Consumer loans	2,565,620				2,565,620
Subtotal	17,280,104	18,231	5,568	126,544	17,430,447
Financial Assets Available-for-Sale					
from the Chilean Government and Central Bank of Chile	412,394				412,394
Other instruments issued in Chile	930,323				930,323
Instruments issued abroad	21,870	71,740	4,712	30,081	128,403
Subtotal	1,364,587	71,740	4,712	30,081	1,471,120
Financial assets held-to-Maturity					

Table of Contents

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS, Continued

40. Risk Management, continued:

	Financial Services MCh$	Government MCh$	Retail (Individuals) MCh$	Trade MCh$	Manufacturing MCh$	Mining MCh$	Electricity, Gas and Water MCh$	Agriculture and Livestock MCh$	Forestry MCh$	Fishing MCh$	Transportation and Telecom MCh$	Construction MCh$	Services MCh$	Other MCh$	Total MCh$
nancial Assets															
ash and Due om Banks	328,933												72,759	479,454	881,146
nancial Assets ld-for-trading															
om the Chilean overnment and entral Bank of hile														77,842	77,842
ther instruments sued in Chile	191,999													20	192,019
struments issued road	35,051														35,051
btotal	227,050													77,862	304,912
eceivables from purchase greements and curity borrowing	13,619			2,780	92	512	21,045		57	118	5,959	76	156	3,567	47,981
erivative ontracts for rading Purposes															
orwards	60,037		9	2,006	5,787	1,457	160	5,337	151	326	148	313	101	45,301	121,133
vaps	185,892	672		3,933	4,333	59	8,394	18,241	34	906	2,136	909	230	32,942	258,681
ll Options	1,167			68										4	1,239
t Options				2											2
btotal	247,096	672	9	6,009	10,120	1,516	8,554	23,578	185	1,232	2,284	1,222	331	78,247	381,055
edge Derivative ontracts															
orwards															
vaps															
btotal															
oans and lvances to Banks															
	300,819														300,819

entral Bank of hile															
omestic banks	15,054														15,054
oreign banks	332,403													149	332,552
ubtotal	648,276													149	648,425
oans to ustomers, Net															
ommercial loans)															
esidential ortgage loans	5,175		3,101,327	71,639	14,687	2,506		21,524	2,819	1,442	22,073	15,208	95,712	253,322	3,607,434
onsumer loans	3,250		1,957,143	40,137	8,599	1,573	9	28,208	1,557	728	16,433	8,022	40,244	459,717	2,565,620
nancial Assets vailable-for-Sale															
om the Chilean overnment and entral Bank of hile	217,429													194,965	412,394
ther instruments sued in Chile	892,287			2,393		67	6,097		3,247		15,009	2,307		8,916	930,323
struments issued road	113,497							14,906							128,403
ubtotal	1,223,213			2,393		67	6,097	14,906	3,247		15,009	2,307		203,881	1,471,120
nancial assets eld-to-Maturity															

(*) See commercial loans by industry sector in Note 10 (e).

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS, Continued

40. Risk Management, continued:

(e) Collateral and Other Credit Enhancements

The amount and type of collateral required depends on the counterparty s credit risk assessment. The Bank has guidelines regarding the acceptability of types of collateral and valuation parameters.

The main types of collateral obtained are:

- For commercial loans: Residential and non-residential real estate, liens and inventory.
- For retail loans: Mortgages on residential property.

The Bank also obtains collateral from parent companies for loans granted to their subsidiaries.

Management makes sure its collateral is acceptable according to both external standards and internal policy guidelines and parameters. The Bank has approximately 153,000 collateral assets, the majority of which consist of real estate.

The Bank also uses mitigating tactics for credit risk on derivative transactions. To date, the following mitigating tactics are used:

- Accelerating transactions and net payment using market values at the date of default of one of the parties.
- Option for both parties to terminate early any transactions with a counterparty at a given date, using market values as of the respective date.
- Margins established with time deposits by customers that close FX forwards with subsidiary Banchile Corredores de Bolsa S.A.

(f) Credit Quality by Asset Class

The Bank determines the credit quality of financial assets using internal credit ratings. The rating process is linked to the Bank s approval and monitoring processes and is carried out in accordance with risk categories established by current standards. Credit quality is continuously updated based on any favorable or unfavorable developments to customers or their environments, considering aspects such as commercial and payment behavior as well as financial information.

The Bank also conducts reviews of companies in certain industry sectors that are affected by macroeconomic or sector-specific variables. Such reviews allow the Bank to timely establish any necessary allowance loan losses that are sufficient to cover losses for potentially uncollectable loans.

Table of Contents

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS, Continued

40. Risk Management, continued:

(f) Credit Quality by Asset Class, continued:

The following table shows credit quality by asset class for balance sheet items, based on the Bank s credit rating system, as of December 31, 2010 and 2011.

	As of December 31, 2010						
	A1 MCh$	A2 MCh$	A3 MCh$	B MCh$	Impaired Portfolio MCh$	Other MCh$	Total MCh$
Financial assets							
Loans and advances to banks							
Domestic banks	13,305						13,305
Foreign banks	10,360	255,133	70,786			4	336,283
Subtotal	23,665	255,133	70,786			4	349,588
Loans to customers							
(before allowances for loans losses)							
Commercial loans	28,728	2,346,028	2,098,218	3,380,009	599,925	844,498	9,297,406
Residential mortgage loans					71,758	2,854,863	2,926,621
Consumer loans					113,386	2,040,582	2,153,968
Subtotal	28,728	2,346,028	2,098,218	3,380,009	785,069	5,739,943	14,377,995

	As of December 31, 2011					
	Individual Portfolio			Group Portfolio		
	Normal MCh$	Substandard MCh$	Non-complying MCh$	Normal MCh$	Non-complying MCh$	Total MCh$
Financial Assets (*)						
Loans and advances to banks						
Central Bank of Chile	300,819					300,819
Domestic banks	15,059					15,059
Foreign banks	333,553					333,553
Subtotal	649,431					649,431
Loans to customers						
(before allowances for loan losses)						
Commercial loans	9,456,109	56,405	163,859	1,443,208	137,812	11,257,393

Residential mortgage loans				3,543,520	63,914	3,607,434
Consumer loans				2,439,495	126,125	2,565,620
Subtotal	9,456,109	56,405	163,859	7,426,223	327,851	17,430,447

(*) On January 1, 2011, the credit ratings for debtors with individual assessment has changed, separating the portfolio in Normal (categories A1-A6), substandard (B1 B4) and Non-complying (C1-C6) as show in the above table. The normal portfolio includes additionally two categories included in substandard portfolio (B1 and B2) by an amount of MCh$48,347. The impaired loans corresponded categories from B-3 to C6 by an amount of MCh$499,768.

Table of Contents

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS, Continued

40. Risk Management, continued:

(f) Credit Quality by Asset Class, continued:
Analysis of age of non-impaired, over-due loans by financial asset class:

Terms:

Default 1: 1 to 29 days

Default 2: 30 to 59 days

Default 3: 60 to 89 days

As of December 31, 2010:

	Default 1 MCh$	Default 2 MCh$	Default 3 MCh$	Total MCh$
Loans and advances to banks	15,940			15,940
Commercial loans	15,014	4,371	2,625	22,010
Import-export financing	9,078	194	83	9,355
Factoring transactions	37,764	5,785	587	44,136
Commercial lease transactions	1,716	519	386	2,621
Other loans and receivables	13,162	729	512	14,403
Residential mortgage loans	399	347	10	756
Consumer loans	11,583	5,507	3,676	20,766
Total	104,656	17,452	7,879	129,987

As of December 31, 2011:

	Default 1 MCh$	Default 2 MCh$	Default 3 MCh$	Total MCh$
Loans and advances to banks	19,694			19,694
Commercial loans	16,797	6,206	6,718	29,721
Import-export financing	15,802	962	406	17,170
Factoring transactions	32,623	4,701	532	37,856
Commercial lease transactions	2,201	594	292	3,087
Other loans and receivables	1,213	1,115	929	3,257
Residential mortgage loans	205	400	379	984
Consumer loans	13,732	6,815	5,575	26,122

Total	102,267	20,793	14,831	137,891

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS, Continued

40. Risk Management, continued:

(f) Credit Quality by Asset Class, continued:
As of December 31, the ageing analysis of loans is as follows:

As of December 31,	Neither past due nor impaired MCh$	Past due but not impaired Up to 30 days MCh$	Over 30 days and up to 60 days MCh$	Over 60 days and up to 90 days MCh$	Over 90 days and up to 120 days MCh$	Over 120 days MCh$	Total MCh$
2011	16,819,212	90,079	10,618	3,372	871	6,527	16,930,679
2010	13,514,568	65,802	10,623	2,796	329	1,808	13,595,926

(g) Collateral
The value of collateral maintained by the Bank for loans individually classified as impaired as of December 31, 2010 and 2011 is MCh$191,083 and MCh$35,186 respectively.

The value of collateral maintained by the Bank for loans over-due but non-impaired as of December 31, 2010 and 2011 is MCh$2,667 and MCh$104,543 respectively.

(h) Assets Received in Lieu of Payment
The Bank has received assets in lieu of payment totaling MCh$10,418 and MCh$15,554 as of December 31, 2010 and 2011, respectively, the majority of which are properties. All of these assets are managed for sale.

Table of Contents

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS, Continued

40. Risk Management, continued:

(i) Renegotiated Assets

The impaired loans are considered to be renegotiated when the corresponding financial commitments are restructured and the Bank assesses the probability of recovery as sufficiently high.

The following table details the book value of loans with renegotiated terms per financial asset class:

	2010 MCh$	2011 MCh$
Financial assets		
Loans and advances to banks		
Domestic banks		
Foreign banks		
Subtotal		
Loans to customers, net		
Commercial loans	137,576	119,637
Residential mortgage loans	10,216	26,286
Consumer loans	180,578	192,802
Subtotal	328,370	338,725
Total renegotiated financial assets	328,370	338,725

The Bank evaluates allowances loan losses in two segments: individually assessed allowances loan losses and group assessed allowances loan losses, which are described in more detail in Note 2(m).

Complementary Information

The renegotiated portfolio of Banco de Chile represents 1.94% of the total loans and the redefault rate of these loans for retail segment is 26.46% as of December 31, 2011 (the Bank does not have this information for other segments for internal purposes).

The most common type of modification is to extend the term of the loan. For payment extensions, depending on the characteristics of each credit, the Bank may change the initial conditions in terms of interest rate and initial grace period for the first payment. With respect to forgiveness of principal, the Bank typically does not give this benefit. The Board of Directors might on rare occasions approve a portion of principal forgiveness on certain credit-operations that have been impaired and provisioned previously. Based on this knowledge, the Bank estimates that about 80% of renegotiated loans extend the maturity date, including a new amortization schedule. Only those borrowers which are considered viable are renegotiated, and that the average term of the commercial credit renegotiated is 38 months, demonstrating the relatively short payment extensions given. If the debtor is not considered to be financially viable, the Bank proceeds to the legal collection of debts.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS, Continued

40. Risk Management, continued:

(i) Renegotiated Assets, continued

The Bank does not have information related the balance of loans modified by type of concession because is not required by the local banking regulator and not much used among peers. However, the Bank continually monitors its deteriorated portfolio as defined in note 2 (m)(iv) of the financial statements. Also, for internal purposes the renegotiated loan portfolio is analyzed and reviewed as part of the impaired portfolio. Therefore, for management and regulatory (local and IFRS) reporting purposes the bank is not frequently using information of loans modified by types of concession.

The Bank determines the appropriate amount of allowance for loan losses as follow:

The commercial loan renegotiations are always evaluated and approved individually by the credit committee with all the background and history of previous approvals, including financial records, delinquencies or other previous renegotiations of the debtor. Since almost the entire commercial portfolio is individually provisioned, it is in this approval step of the renegotiation where the level of provision for each debtor is determined.

Among the variables that are considered by the credit committee to establish the level of provisions, is the payment capacity and the collateral coverage. The condition of a new default of a renegotiated credit is considered when the credit committee is establishing the new level of provisions, which in general as a consequence of this higher risk, could increase up to 65% of the loan.

On the other hand, for the portfolio evaluated for provisioning purposes as a group, the models contain past behavior variables, incorporating delinquencies and default prior to renegotiation for six months, recognizing the increased risk and generating a higher level of provisions. The provision can only be decreased if the renegotiated client has good payment behavior (an overdue less than 30 days), in a period of over seven months.

Moreover, an operation identified as renegotiation never leaves this classification for purposes of monitoring and provisioning.

(j) Impairment Testing

The main tools used to test loan impairment include an analysis of whether principal or interest payments are more than 90 days past due or if the counterparty is experiencing any known cash flow problems, reductions in credit ratings or default of the original contractual terms.

(k) Off balance sheet accounts

In order to meet our customers financial needs, the Bank has extended several irrevocable commitments and contingent obligations. Even though these obligations are not recognized in the balance sheet, they involve credit risk and thus form part of the Bank s general risk exposure.

Credit risk exposure generated by contingent obligations is disclosed in Note 26.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS, Continued

40. Risk Management, continued:

(3) Market Risk

Market Risk is referred as to the potential loss the Bank may incur due to the scarcity of liquidity (Liquidity Risk) or due to an adverse change of market factors levels (Price Risk).

(a) Liquidity Risk:

Liquidity Risk Measurement and Limits

The Bank measures, limits, controls and reports Trading and Funding liquidity risks. For the Trading portfolio, the Bank measures and controls derivatives and debt securities trading liquidity risk through specific DV01 limits by tenor point (DV01 is the change in the value of a transaction as a result of the increase in the interest rate used for valuing the transaction by 0.01%). Debt instruments booked in the Accrual book do not require trading liquidity restrictions since they are purchased as medium to long term investments.

Funding Liquidity is controlled and limited using several reports. The most basic one in place is the C08 liquidity report, which is part of the set of reports requested by the banks regulator (Superintendence of Banks and Financial Institutions or SBIF hereafter). The C08 liquidity report includes forecasted cash flows over the next 30 and 90 days for the main transactional balance sheet items (excluding capital, property and equipment, etc,); reports are separated between those that include cash flows denominated in local currency (including cash flows denominated in CLP and CLF) from those in foreign currencies (mainly concentrated in USD).

The SBIF requests banks to comply with the following C08 Index limits (the C08 Index is computed as the result of dividing the expected cash flow for the tenor bucket under analysis by the bank s Tier1 Capital):

Foreign Currency 1-30 days: C08 Index < 1

All Currencies 1-30 days: C08 Index < 1

All Currencies 1-90 days: C08 Index < 2

Additionally, the SBIF allows banks to measure and report the C08 Index utilizing behavioral maturity assumptions for some specific balance sheet items (such as rollover assumptions for some proportion of the loans portfolio; some portion of the DDAs may be modeled as stable and therefore not withdrawn from the bank; etc.). When calculating the C08 Index using behavioral assumptions, it is referred as to the Adjusted C08 Index.

As of December 31st 2011, the Foreign Currency 1-30 days Adjusted C08 Index is slightly below 0,1 whereas the index for all currencies is slightly above 0,4.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS, Continued

40. Risk Management, continued:

(3) Market Risk, continued:

(a) Liquidity Risk, continued

The tables below details the maturity profile of the consolidated financial liabilities of Banco de Chile and its subsidiaries where are included projected contractual interests [(1)], as of December 31, 2010 and 2011:

	Up to 1 month MCh$	Between 1 and 3 months MCh$	Between 3 and 12 months MCh$	Between 1 and 3 years MCh$	Between 3 and 5 years MCh$	More than 5 years MCh$	Total MCh$
Liabilities as of December 31, 2011							
Current accounts and other demand deposits	4,895,426						4,895,426
Transactions in the course of payment	155,424						155,424
Accounts Payable from repurchase agreements and security lending	222,756	446					223,202
Savings accounts and time deposits	4,441,786	1,951,047	2,607,906	290,481	355	30	9,291,605
Derivative instruments	515,787	439,237	244,021	48,804			1,247,849
Borrowings from financial institutions	483,189	800,101	407,649				1,690,939
Other financial obligations	89,141	13,738	149,234	423,070	603,744	1,559,965	2,838,892
Total undiscounted financial liabilities (excluding derivatives with offsetting agreements)	10,803,509	3,204,569	3,408,810	762,355	604,099	1,559,995	20,343,337
Derivatives with offsetting agreements	671,072	1,066,890	3,637,260	4,068,859	2,616,022	944,230	13,004,333

	Up to 1 month MCh$	Between 1 and 3 months MCh$	Between 3 and 12 months MCh$	Between 1 and 3 years MCh$	Between 3 and 5 years MCh$	More than 5 years MCh$	Total MCh$
Liabilities as of December 31, 2010							
Current accounts and other demand deposits	4,446,181						4,446,181
Transactions in the course of payment	208,750						208,750
Payables from repurchase agreements and security lending	81,590	165					81,755

Savings accounts and time deposits	3,400,663	1,458,340	2,481,908	328,030	65,937	39	7,734,917
Derivative instruments	374,303	347,750	213,633	45,326			981,012
Borrowings from financial institutions	102,288	122,572	905,270	104,167	47,075		1,281,372
Other financial obligations	321,168	340,251	375,168	368,674	374,532	1,496,556	3,276,349
Total undiscounted financial liabilities (excluding derivatives with offsetting agreements)	8,934,943	2,269,078	3,975,979	846,197	487,544	1,496,595	18,010,336
Derivatives with offsetting agreements	691,096	769,277	3,052,715	4,915,709	2,112,000	1,131,751	12,672,548

(1) These tables included the flows of interests and the flows of capital.

The Loans-to-deposit ratio for 2011 and 2010 is detailed below:

Loans-to-Deposit Ratio

	December 31, 2011	December 31, 2010
Maximum	2.05	1.47
Minimum	1.93	0.99
Average	1.98	1.39

Table of Contents

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS, Continued

40. Risk Management, continued:

(3) Market Risk, continued

(a) Liquidity Risk, continued:

The Bank establishes various internal measurements, in addition to the limits imposed by local regulators, which aim to prevent significant funding sources concentration, funding maturity date concentrations in both local and foreign currency and other ratios to closely watch the evolution of the structure of the balance sheet.

(b) Price Risk:

Price Risk Measurement and Limits

Price Risk is measured utilizing various internal and regulatory reports. Analyses are usually made separately for the Trading portfolio from those utilized for the Accrual book.

A standardized regulatory report (SBIF C43 report) is used for the Trading portfolio, which allows the Bank including its affiliates to measure its potential loss in the case of an adverse fluctuation, at a given confidence level, of the relevant market factors used for valuing these transactions (FX rates, interest rates, derivatives yields, equity prices, options volatility, etc.). This metric is computed using tables provided by the SBIF, which are taken from the Basel Accord on standardized measurement of price risk for trading portfolios.

The SBIF has not established a formal individual limit for the Trading Portfolio price risk, but rather an overall limit that includes Market Risk plus the Credit Risk of the assets portfolio, which is assessed as 10% of the risk-weighted assets. In the future, Operational Risk will be included in the regulatory measurement as well.

In addition, the Bank has established internal limits for the Trading portfolio positions; in fact, limits are established for net foreign exchange rate positions (FX delta), interest rates positions (rho or DV01) and for volatility positions (vega) generated by options portfolios.

The Bank measures a 99% confidence parametric VaR escalated to 22 days (one month) for the Trading portfolio, which is monitored against a trigger. Volatilities and correlations are implied from market factors historical fluctuations using statistical tools. One year daily closing prices are used as a source for the volatility discovery process.

Interest risk for the Accrual Book is measured using both a standardized regulatory report (C40) and an internal report. The latter is based on the analysis of gaps generated by the mismatch between assets and liabilities repricing tenors.

The standardized regulatory report (C40) estimates the potential loss due to adverse interest rate fluctuations, with a certain level of confidence. This metric is computed using tables provided by the SBIF, for standardized measurement of the accrual interest rate risk. Under current regulations, banks must establish limits for the short term interest rate risk for the Accrual book as a percentage of the net interest rate margin and for the long-term interest rate risk as a percentage of the Bank s Tier-2 Capital; current limits for Banco de Chile are 25% and 25% respectively. The evolution of these two metrics along year 2011 is the following:

F-128

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS, Continued

40. Risk Management, continued:

(3) Market Risk, continued

(b) Price Risk, continued

	Banking Risk Book Short term	Banking Risk Book Long Term
Maximum Use	11.7%	18.4%
Average Use	10.3%	17.1%
Minimum Use	9.3%	15.9%

During 2011, the Bank established additional measurements, limits and reports for interest rates positions and price risks but utilizing internal models; in fact, a new methodology was put in place for interest rate exposures (IRE) and earnings at risks (EaR) computation. These two metrics are generated including the whole balance sheet; therefore, some items that are not included in the C40 analysis (e.g. Capital, Fixed Assets, etc.) are here included. Additionally, the internal models consider a more thorough and realistic study of the FX and interest rates fluctuations than the one required by the local regulators.

Finally, the internal policies Bank implement stress tests must be executed for the Trading portfolio, where the potential losses must be compared against internal triggers. In addition the Bank has also established a one month rolling loss trigger which is also daily monitored. For the Accrual Book monthly stress tests are carried out, the results are also compared against triggers defined by the Banks administration.

The following table illustrates the exposure of the Accrual Book to interest rate risk by repricing tenor on an individual basis as of December 31, 2010 and 2011:

Table of Contents

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS, Continued

40. Risk Management, continued:

(3) Market Risk, continued:

(b) Price Risk, continued

The tables below included projected contractual interest [(1)], as of December 31, 2010 and 2011:

Accrual Book Interest Rate Exposure by Maturity

	Up to 1 month MCh$	Between 1 and 3 months MCh$	Between 3 and 12 months MCh$	Between 1 and 3 years MCh$	Between 3 and 5 years MCh$	More than 5 years MCh$	Total MCh$
Assets as of December 31, 2011							
Cash and due from banks	827,381						827,381
Transactions in the course of collection	295,420						295,420
Accounts receivable from repurchase agreements and security borrowing	10,021						10,021
Derivative instruments	173,624	64,468	195,555				433,647
Loans and advances to banks	52,870	188,642	198,068	38,127	61,469	109,249	648,425
Loans to customers, net	2,063,967	2,371,825	4,516,013	4,123,675	1,920,759	4,537,489	19,533,728
Financial assets available-for-sale	112,181	229,613	260,827	119,412	225,218	492,407	1,439,658
Financial assets held-to-maturity							
Total assets	3,535,464	2,854,548	5,170,463	4,281,214	2,207,446	5,139,145	23,188,280

	Up to 1 month MCh$	Between 1 and 3 months MCh$	Between 3 and 12 months MCh$	Between 1 and 3 years MCh$	Between 3 and 5 years MCh$	More than 5 years MCh$	Total MCh$
Assets as of December 31, 2010							
Cash and due from banks	759,947						759,947
Transactions in the course of collection	403,208						403,208
Receivables from repurchase agreements and security borrowing	5,107						5,107
Derivative instruments	34,644	85,949	192,620				313,213
Loans and advances to banks	95,236	71,094	128,536	54,722			349,588
Loans to customers, net	2,236,700	2,084,812	3,936,659	3,018,469	1,718,849	3,633,320	16,628,809
Financial assets available-for-sale	236,329	186,498	197,401	116,278	198,449	398,807	1,333,762
Financial assets held-to-maturity							

Total assets	3,771,171	2,428,353	4,455,216	3,189,469	1,917,298	4,032,127	19,793,634

(1) These tables included the flows of interests and the flows of capital.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS, Continued

40. Risk Management, continued:

(3) Market Risk, continued

(b) Price Risk, continued

The tables below included projected contractual interest [(1)], as of December 31, 2010 and 2011:

	Up to 1 month MCh$	Between 1 and 3 months MCh$	Between 3 and 12 months MCh$	Between 1 and 3 years MCh$	Between 3 and 5 years MCh$	More than 5 years MCh$	Total MCh$
Liabilities as of December 31, 2011							
Current accounts and demand deposits	4,906,774						4,906,774
Transactions in the course of payment	87,821						87,821
Accounts payable from repurchase agreements and security lending	48,560						48,560
Savings accounts and time deposits	4,488,511	1,999,990	2,546,130	346,907	397	41	9,381,976
Derivative instruments	1,739	3,119	20,276	167,445	78,059	246,035	516,673
Borrowings from financial institutions	609,849	789,386	408,950	17,548	12,650	39,466	1,877,849
Debt issued	12	15	164	465	664	1,714	3,034
Other financial obligations	104,265	11,117	56,986	109,687	118,978	44,926	445,959
Total liabilities	10,247,531	2,803,627	3,032,506	642,052	210,748	332,182	17,268,646

	Up to 1 month MCh$	Between 1 and 3 months MCh$	Between 3 and 12 months MCh$	Between 1 and 3 years MCh$	Between 3 and 5 years MCh$	More than 5 years MCh$	Total MCh$
Liabilities as of December 31, 2010							
Current accounts and demand deposits	4,407,773						4,407,773
Transactions in the course of payment	181,283						181,283
Accounts payable from repurchase agreements and security lending	22,007						22,007
Savings accounts and time deposits	3,403,335	1,480,524	2,483,602	387,976	6,932	53	7,762,422
Derivative instruments	332	1,203	17,454	51,666	102,998	199,410	373,063
Borrowings from financial institutions	347,092	461,551	449,523	1,177			1,259,343
Debt issued	21,262	26,244	253,160	346,518	357,462	1,442,776	2,447,422
Other financial obligations	172,267	1,242	7,814	18,920	14,343	43,354	257,940
Total liabilities	8,555,351	1,970,764	3,211,553	806,257	481,735	1,685,593	16,711,253

(1) These tables included the flows of interests and the flows of capital.

Table of Contents

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS, Continued

40. Risk Management, continued:

(3) Market Risk, continued:

(b) Price Risk, continued:

Price Risk Sensitivity Analysis

The Bank uses stress tests as a main measure for analyzing price risk sensitivity. The analysis is implemented for the Trading Book and the Accrual or Banking Book in a separate manner. After the financial crisis of 2008 and based on the numerous studies and analyses performed on the matter, the Bank adopts this tool when it notices that it is more reliable and useful than normal distribution change evaluations such as the (VaR) since:

(a) The recent financial crisis shows fluctuations that are materially higher than those used through VaR with 99% reliability.

(b) The recent financial crisis shows correlations between these fluctuations that are materially different to those used through VaR, since the crisis precisely indicates severe disconnections between the evolution of market variables and those normally observed.

(c) Trading liquidity dramatically decreased in emergent markets and in Chile during the financial crisis and therefore, scaling of the daily fluctuation VaR is a very gross approximation of the expected loss.

In order to increase stress tests, in a daily manner, the Bank performs a follow-up of the evolution of potential losses or gains of the Trading Book and their causes.

An updated database is maintained including the historical data of foreign exchange rates, debt instruments yields to maturity, derivatives swap yields, foreign exchange volatilities, etc. that enable the Bank to maintain up-to-date records of historical volatility of market factors fluctuations and correlations between these ones. Given this, the stress tests may be implemented modeling directional fluctuations but also knowing the magnitude of the modeled fluctuations relative to statistical data and also how frequent the fluctuation modeled occurred in the past (last 4 years, as a minimum data horizon).

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS, Continued

40. Risk Management, continued:

(3) Market Risk, continued:

(b) Price Risk, continued

In order to comply with IFRS 7.40, we include the following exercise illustrating an estimation of the impact of feasible but reasonable (neither stressed nor extreme) fluctuations of interest rates, swaps yield, foreign exchange rates and foreign exchange volatilities embedded in the Trading and Accrual portfolios. Given that the Bank s portfolio includes positions denominated in nominal and real interest rates, these fluctuations must be aligned with realistic inflation changes forecast. The exercise is implemented in a very simplistic way: trading portfolios impacts are estimated by multiplying DV01s by expected interest rates shifts; accrual portfolios impacts are computed as multiplying cumulative gaps by forward interest rates modeled fluctuations. However, this methodology presents the limitation that convexity of interest rates yield curves is not captured for trading portfolios; additionally, neither convexity nor prepayments behaviors are captured in the accrual portfolio analysis. In any case, given the magnitude of the shifts, the methodology may be accurate enough for the purposes and scope of the analysis.

The following table illustrates the fluctuations of bond interest rates, derivatives yields, FX rates, FX CLP/USD volatility and inflation. Equity prices fluctuations of positions held in the Bank s stockbrokerage house (Banchile Corredores de Bolsa SA) are not included given that are not considered material. In fact, equity positions are usually tiny since that this legal vehicle is mostly focused on customer driven transactions (brokerage or equity swaps transactions closed with customers).

The directions of these fluctuations were chosen between four scenarios (two positive economic scenarios that include better performance of the expected economic outlook such as faster solution of the European crisis and two negative economic scenarios that include a worse performance of the expected economic outlook such as a double dip of the American financial crisis) given that they generate the worst impact within the four above mentioned:

Market Factor Fluctuations: adverse scenario

	CLP Derivatives (bps)	CLP Bonds (bps)	CLF Derivatives (bps)	CLF Bonds (bps)	USD Offshore 3m Derivatives (bps)	Spread USD On/Off Derivatives (bps)	Vol FX CLP/USD (%)	Inflation s Change Period n-1 to n (Monthly Basis) (%)
3 m	54	75	-190	-173	5	-7	-11.9%	0.19%
6 m	46	84	-70	-47	9	-41	-9.8%	0.01%
9 m	48	89	-29	-3	12	-49	-8.1%	0.01%
1 yr	49	91	-34	8	14	-52	-7.2%	0.05%
2 yrs	56	79	-8	18	33	-60		0.03%
4 yrs	50	56	-1	6	48	-23		0.03%
6 yrs	48	48	2	3	51	-23		0.02%
10 yrs	47	49	1	2	51	-24		0.03%
16 yrs	48	49	2	1	46	-24		0.03%
20 yrs	49	49	1	0	45	-24		0.04%

Bps = Basic points

F-133

Table of Contents

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS, Continued

40. Risk Management, continued:

(3) Market Risk, continued:

(b) Price Risk, continued

The impact of the fluctuations detailed above in the value of the Trading book is the following:

ESTIMATED P&L IMPACT

TRADING BOOK

ADVERSE SCENARIO

	MCh$
CLP Interest Rate	38
Derivatives	512
Securities	(474)
CLF Interest Rate	(600)
Derivatives	(568)
Securities	(32)
USD, EUR, JPY Offshore Interest Rate	217
USD, EUR, JPY On/Off Spread	146
Total Interest Rate	**(199)**
Total FX	**58**
Total Vega FX	**(155)**
P&L Impact: Interest Rate + FX + Vega	**(296)**
BCh Expected P&L (12 Months)	460,000
BCh Tier1 Capital	1,739,175
P&L Impact / (Tier1 Capital + Expected P&L 12 Months)	0.0%

P&L Estimated (12 Months annual)	(0.1%)

The impact of such fluctuations in the Accrual portfolio, which is not necessarily a gain/loss but greater/lower net revenue from funds generation (net revenues from funds or NRFF is the net interests generation resulting from the accrual portfolio), is illustrated below:

MARGINAL NRFF ACCRUAL BOOK
ADVERSE SCENARIO

MCh$	12 MONTHS
High/low income	**(14,538)**
CLP TOTAL	78,800
CLF TOTAL	(91,466)
FCY TOTAL	(1,872)

The positive impact on the CLP book is somehow compensated by the negative impact on the CLF book; additionally, the net impact in the NRFF for the next 12 months is less than 10% of the forecasted 2012 bank s profit, reflecting an adequate risk-return ratio.

Table of Contents

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS, Continued

40. Risk Management, continued:

(3) Market Risk, continued:

(b) Price Risk, continued

Finally, the next table illustrates the shadow mark-to-market impact (the impact on equity but not on income) in the AFS portfolio due to the interest rate fluctuations detailed in the first table of the stress test analysis:

AVAILABLE FOR SALE PORTFOLIO IMPACT

ADVERSE SCENARIO

Instrument	DV01(+1 bps) (USD)	Impact due to interest rate change (USD)	Impact due to interest rate change (MCh$)
CLP	(106,970)	(7,166,990)	(3,726)
CLF	(466,668)	(2,333,340)	(1,213)
USD	(261,774)	(5,235,480)	(2,722)
Total		**(14,735,810)**	**(7,661)**

The scenario would generate losses in the Available for Sale portfolio, mainly due to a rise in rates above 1 year.

(4) Capital Requirements and Capital Management:

The Bank maintains an actively managed capital base to cover the risks inherent in its business. The adequacy of the Bank s capital is monitored using, among other measures, the rules and ratios established by the Chilean Superintendency of Banks and Financial Institutions. During the past year as well as 2008, the Bank has fully complied with the externally imposed capital requirements.

The primary objectives of the Bank s capital management are to ensure that the Bank complies with externally imposed capital requirements and that the Bank maintains strong credit ratings and healthy capital ratios.

The Bank manages its capital structure and makes adjustments in the light of changes in the economic conditions and the risk characteristics of its activities. In order to maintain or adjust the capital structure the Bank may adjust the amount of dividend payments, return capital to its shareholders or issue capital securities. No changes have been made to the objectives, policies and processes during the years presented.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS, Continued

40. Risk Management, continued:

Regulatory capital

In accordance with the Chilean General Banking Law, the Bank must maintain a minimum ratio of Effective Equity to Consolidated Risk-Weighted Assets of 8%, net of required provisions, and a minimum ratio of Basic Capital to Total Consolidated Assets of 3%, net of required provisions. However, due to the 2008 merger of Banco de Chile and Citibank Chile, the Superintendency of Banks and Financial Institutions, in Resolution N° 209 from December 26, 2007, increased the limit on the Bank s ratio of effective equity to risk-weighted assets to 10%. In this context, the SBIF ratified the use of the 10% as minimum fixed in December 2001 when authorizing merge by absorption of Banco Edwards in Banco de Chile.

For this purpose, Effective Equity is determined based on Capital and Reserves or Basic Capital, adjusted by: (a) adding subordinated bonds up to 50% of Basic Capital, (b) adding additional loan provisions, and (c) subtracting the asset balance of goodwill or overpayments and unconsolidated investments in companies.

Assets are weighted using risk categories, which are assigned a risk percentage based on the capital needed to back each asset. There are 5 risk categories (0%, 10%, 20%, 60% and 100%). For example, cash, due from banks and financial instruments issued by the Chilean Central Bank have 0% risk, which means, in accordance with current standards, no capital is required to back these assets. Property and equipment have 100% risk, which means that minimum capital equivalent to 8% of the value of these assets is needed (10% in the case of Banco de Chile).

All derivative instruments traded off-market are taken into account to determine risk assets using conversion factors over notional values, thus calculating the value of the credit risk exposure (or credit equivalent). For weighting purposes, credit equivalent also considers off-balance sheet contingent loans.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS, Continued

40. Risk Management, continued:

(4) Capital Requirements and Capital Management, continued:

Levels of Basic Capital and Effective Equity as of December 31, 2010 and 2011 are as follows:

	Consolidated assets		Risk-weighted assets	
	2010	2011	2010	2011
	MCh$	MCh$	MCh$	MCh$
Balance sheet assets (net of provisions)				
Cash and due from banks	772,329	881,146	767	16,472
Transactions in the course of collection	429,756	373,639	60,922	100,236
Financial assets held-for-trading	279,765	304,912	65,540	78,314
Receivables from repurchase agreements and security borrowing	82,787	47,981	82,787	47,981
Derivative instruments	488,354	381,055	396,511	378,788
Loans and advances to banks	349,588	648,425	338,913	335,562
Loans to customers, net	14,029,968	17,023,756	12,841,904	15,555,760
Financial assets available-for-sale	1,157,105	1,471,120	358,740	488,760
Investments in other companies	11,072	13,196	13,294	15,418
Intangible assets	88,463	81,026	33,992	33,757
Property and equipment	204,352	207,888	206,513	207,887
Investment Properties	17,459	17,079		
Current tax assets	3,363		565	141
Deferred tax assets	57,678	60,025	11,120	11,628
Other assets	304,425	254,310	286,021	229,650
Subtotal			14,697,589	17,500,354
Off-balance-sheet assets				
Contingent loans	2,913,689	3,484,007	1,748,106	2,084,517
Total risk-weighted assets			16,445,695	19,584,871

41. New Accounting Pronouncements:

The following is a summary of new standards, interpretations and improvements to the International Financial Reporting Standards issued by the International Accounting Standards Board (IASB) but which have not come into effect as of December 31, 2011, as per the following detail:

IAS 1 Presentation of Financial Statements

The amendments to IAS 1 published by the IASB on June 16, 2011 require entities to group items presented in OCI on the basis of whether they are potentially recycled to profit or loss (ie reclassification adjustments). The amendments do not address which items are presented in OCI or which and when items are recycled through profit or loss, but reaffirm that items in OCI and profit or loss should be presented as either a single statement or two consecutive statements. Entities are required to apply amendments in the annual periods beginning on or after ***July 1, 2012***, or earlier. To date, Banco de Chile and its subsidiaries are evaluating the possible impact that the adoption of this standard will have on its consolidated financial statements.

IAS 12 Income Taxes

On December 20, 2010, the IASB issued the document Deferred Taxes: Recovery of Underlying Assets (amendment to IAS 12) which regulates determination of deferred taxes for entities that use ***fair value as a valuation model for investment properties*** in accordance with IAS 40 Investment Properties. In addition, the new regulation incorporates SIC-21 Income Taxes Recovery of Non-depreciable Assets in the body of IAS 12. The entities are obliged to apply the amendments in annual periods beginning as of ***January 1, 2012.*** To date, Banco de Chile and its subsidiaries are evaluating the possible impact that the adoption of this standard will have on its consolidated financial statements.

IAS 19 Employee Benefits

The amendments to IAS 19 published by the IASB on June 16, 2011 eliminate the option to defer recognition of gains and losses (the corridor method), streamline the presentation of changes in assets and liabilities arising from defined benefit plans and enhance the disclosure requirements for defined benefit plans. Entities are required to apply amendments in the annual periods beginning on or after ***January 1, 2013***, or earlier. To date, Banco de Chile and its subsidiaries are evaluating the possible impact that the adoption of this standard will have on its consolidated financial statements.

IAS 27 Separate Financial Statements

This standard amended in May 2011, and supersedes IAS 27 (2008). The scope of this standard is restricted from this change only separate financial statements, as the concept related to the definition of control and consolidation were removed and included in IFRS 10. Entities are required to apply amendments in the annual periods beginning on or after ***January 1, 2013***, and early adoption is permitted in conjunction with IFRS 10, IFRS 11 and IFRS 12 and the amendment to IAS 28. To date, Banco de Chile and its subsidiaries are evaluating the possible impact that the adoption of this standard will have on its consolidated financial statements.

Table of Contents

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS, Continued

41. New Accounting Pronouncements, continued:

IAS 28 Investments in Associates and Joint Venture

The objective of IAS 28 (as amended in May 2011) is to prescribe the accounting for investments in associates and to set out the requirements for the application of the equity method when accounting for investments in associates and joint ventures. Entities are required to apply amendments in the annual periods beginning on or after ***January 1, 2013***, and early adoption is permitted in conjunction with IFRS 10, IFRS 11 and IFRS 12 and the amendment to IAS 27. To date, Banco de Chile and its subsidiaries are evaluating the possible impact that the adoption of this standard will have on its consolidated financial statements.

IFRS 9 Financial Instruments

Financial liabilities

Financial Instruments: Recognition and Measurement

In November 2009, the IASB issued IFRS 9, Financial Instruments, the first step in its project to replace IAS 39, Financial Instruments: Recognition and Measurement . IFRS 9 introduces new requirements for classifying and measuring financial assets that are in the scope of the application of IAS 39. This new regulation requires that all financial assets be classified in function of the entity s business model for the management of financial assets and of the characteristics of the contractual cash flows of financial assets. A financial asset shall be measured at amortized cost if two criteria are fulfilled: (a) the objective of the business model is to maintain a financial asset to receive contractual cash flows, and (b) contractual cash flows represent principal and interest payments. Should a financial asset not comply with the aforementioned conditions, it will be measured at fair value. In addition, this standard allows a financial asset that fulfills the criteria to be valued at amortized cost to be designated at fair value with changes in income under the fair value option, as long as this significantly reduces or eliminates an accounting asymmetry. Likewise, IFRS 9 eliminates the requirement of separating embedded derivatives from the host financial assets. Therefore, it requires that a hybrid contract be classified entirely in amortized cost or fair value.

IFRS 9 is effective for annual periods commencing as of ***January 1, 2015***, and allows adoption prior to that date. IFRS 9 must be applied retroactively, however if it is adopted before January 1, 2012, there is no need to reformulate comparative periods.

Banco de Chile and its subsidiaries are assessing the possible impact of adoption of these changes on the financial statements, however, that impact will depend on the assets maintained by the institution as of the adoption date. It is not practicable to quantify the effect on the issuance of these financial statements. To date, neither of these regulations has been approved by the Superintendency of Banks, event that is required for their application.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS, Continued

41. New Accounting Pronouncements, continued:

IFRS 10 Consolidated Financial Statement

In May 2011 the IASB issued IFRS 10 establishes a new definition of control applies to all entities including special purpose entities or structured entities as they are now referred to in the new standards. The changes introduced by IFRS 10 will require management to exercise significant judgment to determine which entities are controlled, and therefore are required to be consolidated by a parent.

These new standard is effective for annual periods beginning on or after ***January 1, 2013***. To date, Banco de Chile and its subsidiaries are evaluating the possible impact that the adoption of this standard will have on its consolidated financial statements.

IFRS 11 Joint Arrangements

In May 2011 the IASB issued IFRS 11 replaces IAS 31 Interest in Joint Ventures and SIC-13 Jointly-Controlled Entities- Non-monetary Contributions by Ventures.

IFRS 11 eliminated the option to record the value of investment in a joint venture using proportionate consolidation or recognize its assets and liabilities its relative shares of those items, if any. The new standards require to use the equity method.

These new standard is effective for annual periods beginning on or after ***January 1, 2013***. To date, Banco de Chile and its subsidiaries are evaluating the possible impact that the adoption of this standard will have on its consolidated financial statements.

IFRS 12 Disclosure of Interests in Other Entities

On May 12, 2011 the IASB issued IFRS 12 which replaces the requirements previously included in IAS 27, IAS 31 and IAS 28. This new standard is aimed at concentrating on a single regulatory body disclosure of subsidiaries, joint agreements, associates and structured entities. The new disclosures will help users of its financial statement evaluate the nature and risks associated with interests in other entities and the effects of those interests on its financial statements.

These new standard is effective for annual periods beginning on or after ***January 1, 2013***. To date, Banco de Chile and its subsidiaries are evaluating the possible impact that the adoption of this standard will have on its consolidated financial statements.

Table of Contents

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS, Continued

41. New Accounting Pronouncements, continued:

IFRS 13 Fair Value Measurement

In May 2011, the IASB issued IFRS 13 Fair Value Measurement. This new standard establishes a new definition of Fair Value that converges with the generally accepted accounting principles in United States (US GAAP). This new regulation does not change when an entity must or may use fair value, but changes the way how to measure the fair value of financial assets and liabilities and non-financial.

These new standard is effective for annual periods beginning on or after ***January 1, 2013***. To date, Banco de Chile and its subsidiaries are evaluating the possible impact that the adoption of this standard will have on its consolidated financial statements.

IFRS 7 Financial Instruments: Disclosures

In December 2011, amended the required disclosures to include information that will enable users of an entity s financial statements to evaluate the effect or potential effect of netting arrangements, including rights of set-off associated with the entity s recognized financial assets and recognised financial liabilities, on the entity s financial position. An entity shall apply those amendments for annual periods beginning on or after ***January 1, 2013***. To date, Banco de Chile and its subsidiaries are evaluating the possible impact that the adoption of this standard will have on its consolidated financial statements.

IAS 32 Financial Instruments: Presentation

The amendments, issued in December 2011, address inconsistencies in current practice when applying the offsetting criteria IAS 32. The amendments are effective for annual periods beginning on or after ***January 1, 2014*** and allow adoption prior to that date. To date, Banco de Chile and its subsidiaries are evaluating the possible impact that the adoption of this standard will have on its consolidated financial statements.

Table of Contents

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS, Continued

42. Subsequent Events:

a. In an ordinary meeting held on January 26, 2012, our board of directors decided to call an ordinary shareholders meeting to be held on March 22, 2012 with the objective of proposing, among other matters, the increase the Banks capital through the capitalization of 30% of the Bank s net income for the fiscal year 2011, by means of the issuance of shares without nominal value, set at the value of $67.48 per share and distributed among shareholders, without charge, at the rate of 0.018956 new shares per each paid for and subscribed share and to adopt all necessary resolutions subject to the options contemplated in Article 31 of Law N°19,396.

In an ordinary meeting held on March 22, 2012, its shareholders approved the distribution and payment of dividend No.200, in the amount of CLP$2.984740 per Banco de Chile common share, which represents 70% of the Bank s net income for year 2011.

b. On February 16, 2012 and pursuant to Article 116 of Law No.18,045, Bank of Chile in his capacity as representative of the bondholders Series A, issued by Compañía Sud Americana de Vapores S.A., that because this has occurred the configuration of the disability cause contemplated in the first paragraph of Article 116 of Law No.18,045, that is, being the representative of the bondholders related to the issuer.

Bank of Chile will refrain from further actions as such and will renounce as representative of the bondholders of such issue, for which purpose will proceed to quote in the shortest possible time to a bondholders meeting, to announce the renounce of Bank of Chile as representative and to propose to the assembly the appointment of a new representative.

The said bond issue is in the public deed dated August 29, 2001, executed in Santiago on behalf of the Public Notary Mr. René Benavente Cash, together with all the amendments and entered in the Registry of Securities of the Chilean Superintendency of Securities and Insurance under No.274.

c. On March 27, 2012, the Central Bank of Chile communicated to Banco de Chile that in the Extraordinary Session, No.1666E, the Board of the Central Bank of Chile resolved to request its corresponding surplus, from the fiscal year ended on December 31, 2011, including the proportional part of the agreed upon capitalization profits, which be paid in cash currency.

Table of Contents

SIGNATURE

The registrant, Banco de Chile, hereby certifies that it meets all of the requirements for filing on Form 20-F and that it has duly caused and authorized the undersigned to sign this annual report on its behalf.

BANCO DE CHILE

By	/s/ Arturo Tagle Q.
Name:	**Arturo Tagle Q.**
Title:	**Chief Executive Officer**

Date: April 25, 2012