

**CODE OF INTERNAL RULES OF CONDUCT OF
INTERCORP FINANCIAL SERVICES INC.**

STATEMENT OF LEGAL REASONS

The Code, called Internal Rules of Conduct, which is made effective by Intercorp Financial Services Inc. (the "Company") subject to the legal provisions in force, must be construed, first, as a set of substantive and procedural rules duly structured with the purpose of complying with and applying the provisions contained in SMV Resolution N° 005-2014-SMV/01, Regulations of Material Events and Reserved Information.

These rules establish the mechanisms and procedures that must be followed to safeguard the confidentiality of Reserved Information or Privileged Information of the Company; determine the internal procedures that must be followed for the preparation and communication of the material events to the SMV and to the Stock Exchange or to the corresponding centralized trading mechanism; and, in addition, they describe the duties and responsibilities of the persons in charge of preparing and/or communicating those material events and reserved information.

The internal rules of conduct contained herein will help to make the information provided and communicated by the Company as material events and reserved information be clear, true, sufficient, complete and timely, promoting thereby the efficiency and transparency of the securities market, as well as the protection to the investor.

**CHAPTER I
PURPOSE AND SCOPE OF APPLICATION**

Article 1.- The Code regulates the procedures that must be followed inside the Company to safeguard the confidentiality of the Reserved Information and the Privileged Information, and the preparation and communication of the material events to the SMV and, where applicable, to the Stock Exchange or to the corresponding centralized trading mechanism. In addition, it establishes the duties and responsibilities of the persons in charge of preparing and/or communicating those material events and reserved information.

Article 2.- The Company considers that it is very important to assure that the information that is provided to the market is clear, true, complete and timely to promote, in this way, the transparency and efficiency of the securities market, as well as the adequate protection of the shareholders and investors.

Article 3.- The terms indicated have the following scope in the Code:

Stock Exchange:	The Lima Stock Exchange and the other relevant stock exchanges.
Code:	The Code of Internal Rules of Conduct of the Company.
SMV:	Securities Market Superintendence (<i>Superintendencia del Mercado de Valores</i>).

Economic Group:	The one resulting from the application of the Regulations of Indirect Ownership, Relationship and Economic Group, approved by CONASEV Resolution N° 090-2005-EF-94.10 and, if applicable, from their amendments.
Privileged Information:	As established by the Law, any information from the Company referred to it, its businesses or to one or several Securities, not disclosed to the market and which public knowledge, due to its nature, could have influence on the liquidity, the price or the quotation of the securities issued. It comprises, in addition, the Reserved Information and the one obtained from the acquisition or transfer operations that will be carried out by an institutional investor in the securities market, as well as the one referred to take-over bids.
Reserved Information:	The one that is qualified as such as established in Chapter III of the Code and in the Regulations.
Law:	The Securities Market Law, according to its Single Revised Text approved by Supreme Decree N° 093-2002-EF, as amended or repealed.
Stock Exchange Representative:	An officer that will perform the duties and obligations detailed in Chapter IV of the Code and in the Regulations. It is established that there will be, at least, one Permanent Stock Exchange Representative and one Substitute Stock Exchange Representative ¹ .
RPMV:	Public Registry of the Securities Market of the CONASEV.
Regulations:	Regulations of Material Events and Reserved Information, approved by SMV Resolution N° 005-2014-SMV/01.
Company:	Intercorp Financial Services Inc.
Securities:	For the purpose of the Code they shall be: (i) the securities issued by the Company or companies of its Economic Group, whether they represent equity, debt or an underlying element referred to any of these securities, and which are traded in a centralized trading mechanism in Peru; (ii) financial instruments or contracts of any kind that entitle to the acquisition of

¹ As established in article 20.2 of the Regulations.

any of the securities described in paragraph (i) above; and, (iii) the financial instruments or contracts which underlying elements are securities or instruments issued by the Company or any company of its Economic Group in Peru.

Article 4.- This Code is issued in compliance with the provisions of article 19° of the Regulations.

Article 5.- The Code is of mandatory compliance for the shareholders, directors, managers and, in general, any employee or officer of the Company who has access to Reserved Information or Privileged Information of the Company, and for those who prepare and/or communicate the material events and Reserved Information to the SMV and, where applicable, to the Stock Exchange or to the corresponding centralized trading mechanism².

Article 6.- It is presumed that every shareholder, director, manager, employee and/or officer of the Company knows and understands each and all of the provisions contained in the Code. Every director, manager, employee and/or officer of the Company is obliged to know the Code, and for that purpose, he/she will be provided with a copy thereof, with acknowledgement of acceptance of its contents, in the form contained in Annex I hereof.

The shareholders will know the Code through the website of the SMV.

Article 7.- This Code will govern as from the entry into effect of the Regulations, namely, from March 22, 2016.

Article 8.- The Code may be modified through a resolution of the Board of Directors of the Company, in which case the modification must be communicated to the SMV and to the Stock Exchange or the corresponding centralized trading mechanism.

CHAPTER II **MATERIAL EVENTS: PREPARATION AND COMMUNICATION**

Article 9.- For the purpose of the Code, and as provided by the Regulations, “material events” are the acts, decisions, resolutions, events, negotiations in course or any kind of information referred to the Company, to the securities thereof or to its businesses which can have a significant influence on:

- a) The decision of a prudent investor to buy, sell or keep a Security; or,
- b) The liquidity, the price or the quotation of the Securities issued.

In addition, it comprises the information of the Economic Group of the Company that the Company knows or that should reasonably know, and which can have a significant influence on the Company or on its Securities³.

² As established in article 19 of the Regulations.

³ As established in article 3 of the Regulations.

In order to evaluate the ability of significant influence of the information and its possible qualification as a material event, the importance of the act, resolution, event, negotiation in course, decision or set of circumstances in the Company's activity must be considered, as well as the equity, results, financial condition or entrepreneurial or business position of the Company in general, or in its Securities or in the offering thereof, as well as in the price or negotiation thereof⁴.

Article 10.- In addition, and as regulated in article 5° of the Regulations, material events are those events, acts, resolutions and decisions listed in the annex of the Regulations, as well as any other similar event, act, resolution or decision, provided that any of them has the ability to have a significant influence on the Company or on its Securities, as stipulated in article 9° of this Code.

The list which is part of the annex of the Regulations is given without limitation, and if any act, decision, event or resolution does not appear in said list, it does not imply that it does not qualify as a material event, and they must be communicated if they have the ability to have a significant influence on the Company or on its Securities, as stipulated in article 9 of this Code.

The foregoing does not apply to the specific cases contained in the rules in force approved by the SMV which qualifies certain cases as material events.

In case of doubt on whether any information qualifies as a material event or not, it must be decided to disclose it as such⁵.

Article 11.- Material events must be informed by the Company only to the RPMV in the case of securities registered only with said Registry. In the case of securities that, additionally, are traded in the Stock Exchange or in any centralized trading mechanism, the material events must be informed by the Company both to the RPMV and to the Stock Exchange or to the responsible officer of the corresponding centralized trading mechanism. The material events of the Company will be informed, on behalf of the Company, according to the conditions, forms and terms regulated in this Code, by the persons mentioned in Chapter IV of this Code.

Article 12.- Material events must be informed to the SMV as soon as the event occurs or knowledge thereof is obtained, as the case may be, and by no later than within the day when this event has occurred or has been known, as applicable, and always before any other person, entity or media. If applicable, the material event must be simultaneously informed to the SMV and to the Stock Exchange and/or to the managing entity of the corresponding centralized trading mechanism.

This obligation arises regardless of whether the information has been generated in the Company or not.

When the material event occurs or knowledge thereof is obtained on a non-business day, it must be informed by no later than on the next business day and before the beginning of the trading session of the centralized trading mechanism in which the Securities of the Company are listed.

It is presumed that the Company has knowledge of a material event referred to itself: (i) when said

⁴ As established in article 4 of the Regulations.

⁵ As established in article 5 of the Regulations.

event arises in its own controlling organization or shareholder, (ii) when it is communicated or informed of the occurrence of the event, (iii) when it is an event that has been publicly disclosed or informed, (iv) when it arises in the controlling company of its economic group, (v) when there are reasonable signs that its main officers are aware of the event, or (vi) when the Company could reasonably know it⁶.

Article 13.- The information of the Company that qualifies as a material event must be communicated on a true, clear, sufficient, complete, timely, quantified or estimated basis where applicable (indicating the corresponding amount), and disclosed on a neutral basis, without judgments or biases that distort the information or that could generate confusion in its scope or situation. The same requirements must be met in the case of Reserved Information⁷.

In communicating the material events and Reserved Information, the parties must act with impartiality, regardless of whether they could favorably or adversely affect the quotation or trading of the Security⁸.

Article 14.-All the communications about material events or others related, accessory or supplemental thereto must meet the following formal requirements:

- a) They must be made through the one-stop electronic counter of the MVNet clearly indicating that they involve material events and specifying the date when they occurred or when the parties became aware of their occurrence⁹.
- b) The communication must be addressed to the attention of the RPMV and it must contain the identification of the Company or of the person obliged to inform and it must be signed by the Stock Exchange Representative.
- c) The communication must comply with the provisions of the previous article of this Code, contain the detailed description of the material event, enclosing the documents that, in each case, are enforceable. The material events must be informed complying with the technical specifications approved by the SMV and, if applicable, in the forms established by the SMV for that purpose¹⁰.
- d) There must be consistency between the contents of the information communicated and the existing typology in the MVNet.

Article 15.-If the efficacy of the information contained in a material event is subject to a previous authorization or further approval or ratification by another corporate body, person, entity or authority, this must be clearly specified in the communication made. The decisions or resolutions approved as a condition precedent must be also communicated as material events, expressly indicating that they are subject to the compliance of a certain condition¹¹.

Article 16.- It is a duty of the Company, the directors, officers and other persons related to the Company to comply with the Regulations, specifically to ensure that the information that qualifies as material events is informed to the SMV and, simultaneously to the Stock Exchange and/or to

⁶ As established in article 9.1 of the Regulations.

⁷ As established in articles 8.1 and 8.2 of the Regulations.

⁸ As established in article 6.2 of the Regulations.

⁹ As established in articles 7.1 and 10.1 of the Regulations.

¹⁰ As established in article 7.2 of the Regulations.

¹¹ As established in article 8.3 of the Regulations.

the managing entity of the corresponding centralized trading mechanism before any other person, individual or legal entity, or media, as required in article 18° of the Regulations. This implies, necessarily, that this information must be communicated before than:

- a) To the media, even internet, email and social networks or journalists;
- b) Meetings with investors or shareholders, whether they have a significant interest in the capital of the entity or not, except for the information disclosed to them, as applicable, due to its position of administrators; and,
- c) Presentations with investment analysts or similar ones.

If certain information is disclosed through the media and it qualifies as a material event, the Company must communicate it as such to the SMV and to the Stock Exchange and/or to the managing entity of the corresponding centralized trading mechanism, as applicable, notwithstanding the corresponding responsibilities¹².

Article 17.- The information provided to the media must not differ from the communication presented to the SMV, to the Stock Exchange or to the responsible party of the corresponding centralized trading mechanism.

Article 18.- If false, inaccurate or incomplete information of the Company is disclosed in the media regarding material events, once the Company becomes aware thereof it must clarify or deny this information or, if applicable, correctly communicate that information as a material event, through a communication submitted on a timely basis as regulated in this Code and in the Regulations. This duty also includes the information that has not been generated or disclosed by the Company.

The Company will have the same obligation regarding the statements published in the media by representatives of the Company or by third parties, who have or have had a relationship with the Company, or that due to their condition, performance of duties or particular circumstances have or have had access to or know information referred to the Company.

The clarifications or denials indicated in the previous paragraphs are material events and must be treated as such, as regulated in this Code.

The Company will be obliged under the provisions established herein, provided that the information or statements disclosed in the media comply with the provisions established in articles 9° or 10° of this Code¹³.

Article 19.- The Company must make the amendments, specifications or extensions to the documents and information provided as material events that were requested by the SMV, the Stock Exchange or the responsible party of the corresponding centralized trading mechanism.

Article 20.- If it is found that a material event disclosed by the Company does not comply with the provisions of articles 9° or 10° and 13° of this Code, said material event must be immediately rectified.

¹² As established in articles 18.1 and 18.2 of the Regulations.

¹³ As established in articles 6.4 and 6.5 of the Regulations.

The rectification is made notwithstanding the responsibilities that may arise and it must be made through the communication of a new material event, clearly indicating the original material event that is rectified and in what aspects it is rectified. The rectification does not imply in any case the substitution, removal or elimination of the communication of the material event originally communicated¹⁴.

CHAPTER III
RESERVED OR PRIVILEGED INFORMATION
CONFIDENTIALITY SAFEGUARD

Article 21.- The directors, managers, employees and/or officers of the Company who have knowledge of information that could be considered as reserved information as regulated in the Law, must report it as soon as possible and directly to the Chairman of the Board of Directors, as soon as they become aware thereof, so that the latter submits it to the Board of Directors for its evaluation.

Through a resolution taken with the number of votes required by the articles of incorporation and the bylaws of the Company, the Board of Directors may assign to an act, event, or trading in course or, in general, any information that could qualify as a material event according to this Code, the condition of “reserved”, when its premature disclosure could be detrimental to the Company, endanger its competitive position in the market and/or affect the normal development of its activities. The resolution of the Board of Directors must be taken in compliance with the provisions of article 22° of the Code¹⁵.

Article 22.- The Reserved Information must be communicated to the Superintendent of the Securities Market within the day after the taking of the resolution of the Board of Directors that assigns the reserved condition to the event or trading in course, requesting in said communication to keep it as reserved.

The request of reserve must necessarily include the following, notwithstanding the requirement established in the previous article:

- a) Detailed explanation about the event or trading in course, as well as its condition in the corresponding process.
- b) Statement that the event or trading in course has been the subject matter of a confidentiality resolution taken with the favorable vote of at least 3/4 of the members of the Board of Directors.
- c) Support of the taking of the confidentiality resolution, specifying why the premature disclosure of the event or trading in course, subject matter of the resolution, could be detrimental to it.
- d) Indication of the term expressly determined, during which the event or the trading in course will maintain the condition of reserved; and,
- e) Statement of the Company in the sense that it is responsible for ensuring and guaranteeing the reserve and confidentiality of the information, indicating the measures taken for that purpose. The following must be attached to this statement:

¹⁴ As established in article 12 of the Regulations.

¹⁵ As established in articles 9.3 and 13.1 of the Regulations.

- (i) The complete list of the persons that know the information subject matter of the confidentiality resolution, whether they work for the Company or not;
- (ii) The statement of having complied with enforcing the confidentiality commitment from the persons not related to the Company that know the reserved information and who are not bound by this Code; and,
- (iii) The statement of agreeing to inform permanently about any significant act related to the information subject matter of its communication during the confidentiality period¹⁶.

In addition, the request must contain the other requirements indicated in article 13° of the Regulations and it must be sent by the Stock Exchange Representative as provided in the Regulations¹⁷.

Article 23.- The confidential condition of the Reserved Information will end upon the occurrence of any of the following events:

- a) The disappearance of the causes or reasons that led to the confidentiality;
- b) The expiration of the confidentiality term accepted by the SMV; or,
- c) The decision of the Company of disclosing the information subject to confidentiality.

Upon the termination of the confidentiality condition, the information must be communicated as a material event to the SMV and, if applicable, to the Stock Exchange or to the managing entity of the corresponding centralized trading mechanism, within the term established in article 12° of the Code. If the Company fails to perform this obligation, the SMV will disclose said information, notwithstanding the corresponding responsibilities. Prior to said disclosure, the SMV may require that it be made by the issuer.

The provisions of the previous paragraph are not applicable to the trading in course in which no resolution has been taken, notwithstanding that the Company may communicate it as a material event if it determines it so.

Notwithstanding the provisions of this article, the existence of news in the media related to the main contents of the reserved event, or the presence of atypical movements in the price or volume of the Security during the confidentiality period, are reasonable indications that the reserved information has been prematurely, partially or distortedly disclosed and that its confidentiality and reserve have not been duly assured or guaranteed by the Company; case in which the SMV will be empowered to request the Company the disclosure of the information as a material event. Upon the failure to comply of the Company, and notwithstanding the corresponding responsibilities, the SMV will proceed with the disclosure¹⁸.

Article 24.- Before the expiration of the confidentiality term, the Company, if it deems it necessary, may request the SMV the extension of the confidentiality term.

In that case, the Company must attach to the request of extension of the confidentiality term a copy of the minutes of the Board of Directors, or the relevant portion thereof, duly certified by the

¹⁶ As established in article 13 of the Regulations.

¹⁷ As established in article 14 of the Regulations.

¹⁸ As established in articles 16.1 and 16.2 of the Regulations.

General Manager or the person who has powers to do it, stating the resolution and the reasons to extend the confidentiality term based on the cases contemplated in article 34° of the Law, as well as comply with the provisions of article 13.3° of the Regulations¹⁹.

Article 25.- During the confidentiality term the necessary measures to keep the reserve and confidentiality of the information must be established.

It is prohibited for every director, manager and/or officer of the Company who has or has had access to the Reserved Information to comment or disclose said information. In addition, the Company must enforce a confidentiality commitment from the persons not related to the entity who know the Reserved Information and who are not bound by the Code²⁰.

Article 26.- The Board of Directors that has agreed to qualify certain information of the Company as reserved information must restrain the number of persons who have access to said information. For this purpose, the Stock Exchange Representative will be in charge of keeping a record with the name of all the persons who have or have had access to the Reserved Information and he/she must warn them about their condition through a written communication, notwithstanding the presumption of access to Privileged Information referred to in the Law.

If new persons are added to the list that contains all the persons who know the Reserved Information, this must be immediately informed to the SMV²¹.

Article 27.- The Stock Exchange Representative, in permanent coordination with the Board of Directors, shall keep strict control of the documents that contain Reserved Information, so that they are not available in physical or computer means to persons who do not know said information. With that purpose, the Stock Exchange Representative must take all the necessary measures to implement a safeguard or custody mechanism for the Reserved Information²².

Article 28.- During the confidentiality term, all the acts, events, decisions, resolutions or trading in course related to the reserved event will have the same condition and must be informed as provided in article 22° of the Code²³.

CHAPTER IV **DUTIES AND RESPONSIBILITIES OF THE PERSONS IN CHARGE OF PREPARING AND/OR** **COMMUNICATING THE MATERIAL EVENTS AND RESERVED INFORMATION**

Article 29.- The Company must have at all times, at least, one Permanent Stock Exchange Representative and one Substitute Stock Exchange Representative (for the purposes of this Code, unless it is expressly indicated "Substitute Stock Exchange Representative", any mention to a "Stock Exchange Representative" must be understood as referred to the Permanent Stock Exchange Representative).

The communication of the appointment of the Permanent Stock Exchange Representative and of

¹⁹ As established in article 15.4 of the Regulations.

²⁰ As established in article 17.2 of the Regulations.

²¹ As established in article 17.4 of the Regulations.

²² As established in article 17.3 of the Regulations.

²³ As established in article 17.1 of the Regulations.

the Substitute Stock Exchange Representative must be made by the legal representative of the Company. The death, resignation, removal, absence or impossibility to perform in the position by the stock exchange representatives must be communicated to the SMV, Stock Exchange or the managing entities of the centralized trading mechanisms, immediately²⁴.

Article 30.- The Stock Exchange Representative is the individual appointed by the Company to inform its material events and Reserved Information, being empowered to send all the periodic or eventual information that the Company is obliged to send according to the rules of the securities market. The Stock Exchange Representative will be the only person authorized to communicate to the SMV and, where applicable, to the Stock Exchange or to the responsible party of the corresponding centralized trading mechanism, all the information qualified as material events²⁵.

Article 31.- The person appointed as Permanent Stock Exchange Representative and the person appointed as Substitute Stock Exchange Representative must meet the following requirements and conditions:

- a) Be an individual.
- b) Having been appointed by the Board of Directors of the Company.
- c) Have the power to officially answer to, on behalf of the Company and rapidly, the inquiries or requests made by the SMV, the Stock Exchange or the managing entity of the centralized trading mechanism, as applicable, regarding the communication of material events, Reserved Information and as established in this Code and in the Regulations.
- d) Have obtained a professional degree or an academic degree of higher education and training in matters related to the securities market.
- e) Not being a stock exchange representative of another company, unless he/she is a stock Exchange representative of another company of the Economic Group of the Company, or of another company that without being part of the same economic group of the Company consolidate financial information with its parent company.

The Company must submit to the SMV a sworn statement indicating that the stock Exchange representatives appointed meet the requirements and conditions established above and in the Regulations. The documentation that proves the appointment of the stock Exchange representatives must be made available to the SMV.

Article 32.- The duties and obligations of the Stock Exchange Representative are:

- a) Comply with the provisions contained in the Code and perform his/her duties in good faith and with all his/her ability and efficiency.
- b) Communicate the SMV the material events and Reserved Information of the Company, as established in this Code and in the Regulations.
- c) Rapidly answer to the information requests or inquiries made by the SMV, Stock Exchange or managing entity of the centralized trading mechanisms regarding the material events and Reserved Information of the Company, which must be answered on an effective, rapid and timely basis.
- d) Verify that the information and documentation through which the material events and the

²⁴ As established in articles 20.2, 20.3 and 22.3 of the Regulations.

²⁵ As established in article 20.1 of the Regulations.

Reserved Information are informed meet the requirements of form and contents, as established in this Code and in the Regulations, and that it is always clear, true, sufficient, complete and timely.

- e) Sign all the documents and communications that must be submitted to the SMV and to the Stock Exchange or to the corresponding centralized trading mechanism.
- f) Keep absolute reserve of the information that he/she has obtained directly or indirectly as a consequence of the performance of his/her duties, including all the Reserved Information or Privileged Information and any information that must be communicated as material events. In the latter case, he/she must keep reserve and look after that said reserve is kept in the terms established in the Code until the information is disclosed to the market as material events.
- g) All the duties and obligations that may arise in any way from the condition of Stock Exchange Representative of the Company.

The list of obligations contained in this article is without limitation, since it is established that the Permanent Stock Exchange Representative, or the person that may replace him/her as regulated in this chapter, must comply with all the provisions, both legal and internal, that regulate his/her behavior, as well as this Code²⁶.

Article 33.-Any director, manager and/or officer of the Company who becomes aware that acts and/or events have occurred, or that the Company has made decisions and/or taken resolutions, that qualify or may qualify as material events according to the Code and the Regulations, is obliged to inform in writing the Stock Exchange Representative immediately so that within the same day when the resolution was taken or the decision was made or when the event or act of the Stock Exchange Representative occurred, he/she may communicate the material event to the SMV and to the Stock Exchange and/or to the managing entities of the centralized trading mechanisms, as applicable.

Any director, manager and/or officer of the Company must ensure that the Stock Exchange Representative knows that those acts and/or events have occurred, or that the Company has made those decisions and/or taken those resolutions, so that he/she provides said information as material events to the SMV and to the Stock Exchange and/or to the managing entities of the centralized trading mechanisms, as applicable, following the procedure and meeting the formal requirements established in this Code²⁷.

Article 34.-Upon the receipt or knowledge of the information by the Stock Exchange Representative, he/she must immediately call for a meeting with the management, in order to evaluate and determine whether the information qualifies as a material event or not. The meeting may be held in person, by telephone or video conference, or otherwise, according to the availability of the members of the management.

In the case of financial information, externally audited or not, in the meeting called for by the Stock Exchange Representative the Accounting Manager or the Finance Manager of the Company or, failing them, a senior officer of said management(s) must always participate.

In order to evaluate the capacity of significant influence of the information and its potential

²⁶ As established in articles 20.1 and 22 of the Regulations.

²⁷ As established in article 19.2 of the Regulations.

qualification as a material event, the provisions established for this purpose in articles 9° and 10° of this Code must be considered.

Once it is determined that the information qualifies as a material event, the Stock Exchange Representative shall communicate it to the SMV, within the terms and in the forms established in this Code²⁸.

Article 35.- In case of death, resignation, removal, illness, absence or impossibility to perform in the position by the Permanent Stock Exchange Representative, another permanent representative or the Substitute Stock Exchange Representative will replace him/her immediately. In the absence of the Permanent or Substitute Stock Exchange Representative, the General Manager of the Company may perform his duties transitorily. The intervention of any of them shall suffice to prove the absence of the foregoing, as applicable.

The provisions applicable to the permanent representative shall apply and be enforceable to the Substitute Stock Exchange Representative or to the General Manager of the Company, as applicable.

Article 36.- The following persons may not be appointed as Permanent or Substitute Stock Exchange Representative, and they may not perform their duties:

- a) Incapable persons;
- b) The officers and employees of the public administration and of the entities of the business sector in which the State has the control and whose duties are related to the activities of the Company, except if allowed by the law of their creation;
- c) Those who have a pending litigation with the Company as plaintiffs or who are subject to an action to claim liability filed by the Company and those impeded under an injunctive relief issued by the judicial or arbitral authority; and,
- d) Those who are directors, administrators, legal representatives or attorneys-in-fact of companies or partners of companies of persons that have permanently interests opposite to those of the Company or that have personally with it a permanent opposition.

Article 37.- The person who has incurred in any of the impediments indicated in the previous article may not accept the position and if the impediment arises, he/she must immediately resign. Otherwise, he/she shall be immediately removed by the competent corporate body, at the request of any director or shareholder.

Article 38.- The Stock Exchange Representative is liable towards the Company for the veracity, sufficiency and timeliness of the information provided to the SMV and to the Stock Exchange or to the corresponding centralized trading mechanism.

Article 39.- The Stock Exchange Representative is entitled to be informed by the directors, managers and/or officers of the Company who have knowledge of the acts, events, decisions, trading in course and/or resolutions that qualify as material events, regarding those acts, events, decisions, trading in course and/or resolutions.

²⁸ As established in article 19.2 of the Regulations.

CHAPTER V
SUPPLEMENTAL PROVISIONS

Article 40.- The Company is empowered to demand from its directors, managers, employees and/or officers the compliance with the rules and provisions applied for the purposes proposed.

Article 41.- Any situation not contemplated in the Code shall be resolved by the Company according to each specific case. To anything not contemplated in this Code, the provisions of the Regulations shall apply on a supplemental basis, as applicable.

Article 42.- The Company, through the Board of Directors and/or the General Manager, may establish the administrative and regulatory provisions that it may deem necessary for the best application of the text and spirit of the Code.

Annex I

MODEL OF AFFIDAVIT OF ACKNOWLEDGEMENT AND ACCEPTANCE OF CODE

I hereby as signator, [•], in my position of [•] the Company, hereby declare the acknowledgegment and acceptance of the Code of Intercorp Financial Services Inc., approved by board of directors dated March 22, 2016, that entered into force on the same date, and that I have recieved a copy of the latter, being obliged to it's compliance as applicable.

Name: [•]

Position: [•]

ID No. [•]

Lima, [•] de [•] de 2016