

NOTICE OF GUARANTEED DELIVERY

**THIS IS NOT A LETTER OF TRANSMITTAL. THIS NOTICE OF GUARANTEED DELIVERY IS FOR USE IN ACCEPTING THE TENDER OFFER BY BANCO GNB SUDAMERIS S.A. TO PURCHASE ANY AND ALL OF THE OUTSTANDING 7.50% SUBORDINATED NOTES DUE 2022**



**NOTICE OF GUARANTEED DELIVERY**

**BANCO GNB SUDAMERIS S.A.**

**Pursuant to the Offer to Purchase, dated April 12,  
2021, Any and All of the Outstanding 7.50%  
Subordinated Notes due 2022 (CUSIP Nos. 059593  
AA1/P1265V AA0)**

*The Tender and Information Agent for the Tender Offer is:*

**D.F. King & Co., Inc.**

*By Registered or Certified Mail, by Hand Delivery or by Overnight Courier:*

D.F. King & Co., Inc.  
48 Wall Street, 22<sup>nd</sup> Floor  
New York, NY 10005  
Attn: Michael  
Horthman  
Email:  
[gnb@dfking.com](mailto:gnb@dfking.com)

Facsimile Transmission Number:  
+1 (212) 709-3328

For Confirmation by Telephone:  
+1 (212) 232-3233

**The Tender Offer (as defined in the Offer to Purchase) will expire at 5:00 p.m., New York City time, on April 16, 2021, unless extended, terminated early or withdrawn (such date and time, as the same may be extended, the “Expiration Time”). Holders of Notes must validly tender their Notes at or prior to the Expiration Time and not validly withdraw them at or prior to the Withdrawal Deadline (as defined in the Offer to Purchase) in order to be eligible to receive the Purchase Price (as defined in the Offer to Purchase) plus Accrued Interest (as defined in the Offer to Purchase) for the Notes.**

As set forth in the Offer to Purchase, dated April 12, 2021 (as the same may be amended or supplemented from time to time, the “Offer to Purchase”) issued by Banco GNB Sudameris S.A. (“GNB”), under the caption “Procedures for Tendering Notes” and in the accompanying Letter of Transmittal dated April 12, 2021 (the “Letter of Transmittal”) and Instruction 1 thereto, this Notice of Guaranteed Delivery, or one substantially in the form hereof, must be used to tender the Notes pursuant to the Tender Offer (as defined in the Offer to Purchase) if (1) your Note certificates are not immediately available or cannot be delivered to D.F. King & Co., Inc. (the “Tender and Information Agent”) by the Expiration Time, (2) you cannot comply with the procedure for book-entry transfer by the Expiration Time, or (3) you cannot deliver the other required documents to the Tender and Information Agent by the Expiration Time. Capitalized terms used but not defined herein have the respective meanings assigned to them in the Offer to Purchase.

This Notice of Guaranteed Delivery may be delivered by hand or mail or transmitted by facsimile transmission to the Tender and Information Agent as set forth below, but in any case it must be delivered to the Tender and Information Agent prior to the Expiration Time. In addition to delivery of the Notice of Guaranteed Delivery, the DTC participant executing this Notice of Guaranteed Delivery must also comply with ATOP's procedures applicable to guaranteed delivery.

**Delivery of this Notice of Guaranteed Delivery (this "Notice of Guaranteed Delivery") to an address other than as set forth above, or transmission of instructions via a fax number other than as listed above, will not constitute a valid delivery.**

This form is not to be used to guarantee signatures. If a signature on the Letter of Transmittal is required to be guaranteed by a participant in the Security Transfer Agents Medallion Program or the Stock Exchange Medallion Program, such signature guarantee must appear in the applicable space provided in the signature box on the Letter of Transmittal.

Ladies and Gentlemen:

Upon the terms and subject to the conditions set forth herein, in the Offer to Purchase and in the Letter of Transmittal, the undersigned hereby tenders to GNB the principal amount of Notes indicated herein, pursuant to the guaranteed delivery procedures described herein and in the Offer to Purchase under the caption “Procedures for Tendering Notes—Guaranteed Delivery.” The undersigned hereby represents and warrants that the undersigned has full power and authority to tender such Notes.

The undersigned understands that Notes may be tendered and accepted for payment only in minimum principal amounts of U.S.\$10,000 and integral multiples of U.S.\$1,000 in excess thereof. Alternative, conditional or contingent tenders will not be considered valid. The undersigned understands that tenders of Notes pursuant to the Tender Offer may not be withdrawn except as set forth in the Offer to Purchase. In the event that the Tender Offer is terminated, withdrawn or otherwise not consummated, the Purchase Price (as defined in the Offer to Purchase) will not become payable. In such event, the Notes previously tendered pursuant to the Tender Offer will be promptly returned to the tendering Holders.

The undersigned understands that payment by the Tender and Information Agent for Notes tendered hereby and accepted for payment pursuant to the Tender Offer will be made only after receipt by the Tender and Information Agent, no later than 5:00 pm on the second business day after the Expiration Time (which second business day is expected to be April 20, 2021), of either (i) a properly completed and duly executed Letter of Transmittal (or a manually signed facsimile thereof), together with certificates representing the Notes tendered, or (ii) a properly transmitted Agent’s Message, together with confirmation of book-entry transfer of such Notes, and any other documents required by the Letter of Transmittal. **For the avoidance of doubt, the delivery of Notes tendered by guaranteed delivery (as described in the Offer to Purchase) must be made no later than 5:00 p.m., New York City time, on April 20, 2021; provided that Accrued Interest will cease to accrue on the Settlement Date for all Notes accepted in the Tender Offer, including those tendered by guaranteed delivery. Under no circumstances will additional interest accrue or be payable with respect to Notes from or after the Settlement Date, whether by reason of any delay of the guaranteed delivery or otherwise.**

The Eligible Institution (defined below) that completes this Notice of Guaranteed Delivery (i) must deliver this Notice of Guaranteed Delivery to the Tender and Information Agent and comply with ATOP’s procedures applicable to guaranteed delivery, and (ii) must deliver the Letter of Transmittal and certificates representing the Notes tendered or Agent’s Message, together with confirmation of book-entry transfer thereof, to the Tender and Information Agent, in each case, within the time period stated above. **Failure to do so could result in a financial loss to such Eligible Institution.**

All authority herein conferred or agreed to be conferred by this Notice of Guaranteed Delivery shall survive the death or incapacity of the undersigned and every obligation of the undersigned under this Notice of Guaranteed Delivery shall be binding on the heirs, personal representatives, executors, administrators, successors, assigns, trustees in bankruptcy and other legal representatives of the undersigned.

**PLEASE SIGN AND COMPLETE**

This Notice of Guaranteed Delivery must be signed by the DTC participant tendering Notes on behalf of the Holder(s) of such Notes exactly as such participant's name appears on a security position listing as the owner of such Notes. If the signature appearing below is by a trustee, executor, administrator, guardian, attorney-in-fact, officer or other person acting in a fiduciary or representative capacity, such person must set forth his or her name, address and capacity as indicated below and submit evidence satisfactory to the Company of such person's authority so to act.

Aggregate Principal Amount of Notes Tendered:

\_\_\_\_\_

Account Number: \_\_\_\_\_

Transaction Code Number: \_\_\_\_\_

Date: \_\_\_\_\_

The Participant holds the Notes tendered through DTC on behalf of the following ("Beneficiary"):

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

Name and Tel. No. of Contact (if known) at the Beneficiary:

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

Name of Participant:

\_\_\_\_\_

\_\_\_\_\_

Address of Participant including Zip Code:

\_\_\_\_\_

\_\_\_\_\_

Area Code and Tel. No.: \_\_\_\_\_

\_\_\_\_\_

Name(s) of Authorized Signatory:

\_\_\_\_\_

\_\_\_\_\_

Capacity: \_\_\_\_\_

Address(es) of Authorized Signatory:

\_\_\_\_\_

\_\_\_\_\_

Area Code and Tel. No.: \_\_\_\_\_

Signature(s) of Authorized Signatory:

\_\_\_\_\_

\_\_\_\_\_

Date: \_\_\_\_\_

**GUARANTEE OF DELIVERY  
(NOT TO BE USED FOR SIGNATURE GUARANTEE)**

The undersigned, a firm that is a member of a registered national securities exchange or of the Financial Industry Regulatory Authority, a commercial bank or trust company having an office or correspondent in the United States or an "eligible guarantor institution" within the meaning of Rule 17Ad-15(a)(2) under the Securities Exchange Act of 1934, as amended (each of the foregoing being referred to herein as an "Eligible Institution") hereby (1) represents that each Holder on whose behalf this tender is being made "own(s)" the Notes tendered hereby within the meaning of Rule 14e-4 under the Securities Exchange Act of 1934, as amended, (2) represents that such tender of Notes is being made by guaranteed delivery and (3) guarantees that, no later than the close of business on the second business day after the Expiration Time, a properly completed and duly executed Letter of Transmittal (or a manually signed facsimile thereof) together with certificates representing the Notes tendered, or a properly transmitted Agent's Message, together with confirmation of book-entry transfer of such Notes, and any other documents required by the Letter of Transmittal, will be deposited by such Eligible Institution with the Tender and Information Agent.

The Eligible Institution that completes this form acknowledges that it (i) must deliver this Notice of Guaranteed Delivery to the Tender and Information Agent and comply with ATOP's procedures applicable to guaranteed delivery, and (ii) must deliver the Letter of Transmittal and certificates representing the Notes tendered or Agent's Message together with confirmation of book-entry transfer thereof to the Tender and Information Agent, in each case, within the time period shown herein. Failure to do so could result in financial loss to such Eligible Institution.

<p>Name of Firm: _____</p> <p>Address: _____</p> <p>_____</p> <p>_____</p> <p style="text-align: center;">(including Zip Code)</p> <p>Area Code and Tel. No.: _____</p> <p>_____</p>	<p style="text-align: center;">_____ (Authorized Signature)</p> <p>Name: _____</p> <p>Title: _____</p> <p>Date: _____</p>
--	---