

POPULAR INC  
Form 10-Q  
November 08, 2018  
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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

**Form 10-Q**

**Quarterly report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**  
**For the quarterly period ended September 30, 2018**

**Commission File Number: 001-34084**

**POPULAR, INC.**

**(Exact name of registrant as specified in its charter)**

**Puerto Rico**  
**(State or other jurisdiction of**  
**Incorporation or organization)**

**66-0667416**  
**(IRS Employer**  
**Identification Number)**

**Popular Center Building**

**209 Muñoz Rivera Avenue**

**Hato Rey, Puerto Rico**  
**(Address of principal executive offices)**

**00918**  
**(Zip code)**

**(787) 765-9800**

**(Registrant's telephone number, including area code)**

**NOT APPLICABLE**

**(Former name, former address and former fiscal year, if changed since last report)**

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      No

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files).      Yes      No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, smaller reporting company, or an emerging growth company. See definitions of "large accelerated filer", "accelerated filer", "smaller reporting company", and "emerging growth company" in Rule 12b-2 of the Exchange Act:

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).      Yes      No

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date: Common Stock, \$0.01 par value, 100,352,514 shares outstanding as of November 5, 2018.

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**Forward-Looking Information**

This Form 10-Q contains forward-looking statements within the meaning of the U.S. Private Securities Litigation Reform Act of 1995, including, without limitation, statements about Popular Inc. (the Corporation, Popular, we, our) business, financial condition, results of operations, plans, objectives and future performance. These statements are not guarantees of future performance, are based on management's current expectations and, by their nature, involve risks, uncertainties, estimates and assumptions. Potential factors, some of which are beyond the Corporation's control, could cause actual results to differ materially from those expressed in, or implied by, such forward-looking statements. Risks and uncertainties include without limitation the effect of competitive and economic factors, and our reaction to those factors, the adequacy of the allowance for loan losses, delinquency trends, market risk and the impact of interest rate changes, capital markets conditions, capital adequacy and liquidity, the effect of legal proceedings and new accounting standards on the Corporation's financial condition and results of operations, and the impact of Hurricanes Irma and María on the Corporation. All statements contained herein that are not clearly historical in nature are forward-looking, and the words anticipate, believe, continues, expect, estimate, intend, project and similar and future or conditional verbs such as will, would, should, could, might, can, may or similar expressions generally intended to identify forward-looking statements.

Various factors, some of which are beyond Popular's control, could cause actual results to differ materially from those expressed in, or implied by, such forward-looking statements. Factors that might cause such a difference include, but are not limited to:

the rate of growth in the economy and employment levels, as well as general business and economic conditions in the geographic areas we serve;

the impact of the current fiscal and economic crisis of the Commonwealth of Puerto Rico (the Commonwealth or Puerto Rico) and the measures taken and to be taken by the Puerto Rico Government and the Federally-appointed oversight board on the economy, our customers and our business;

the impact of the pending debt restructuring proceedings under Title III of the Puerto Rico Oversight, Management and Economic Stability Act ( PROMESA ) and of other actions taken or to be taken to address Puerto Rico's fiscal crisis on the value of our portfolio of Puerto Rico government securities and loans to governmental entities and private borrowers that have relationships with the government, and the possibility that these actions may result in credit losses that are higher than currently expected;

the impact of Hurricanes Irma and Maria, and the measures taken to recover from these hurricanes (including the availability of relief funds and insurance proceeds), on the economy of Puerto Rico, the U.S. Virgin Islands and the British Virgin Islands, and on our customers and our business;

changes in interest rates and market liquidity, which may reduce interest margins, impact funding sources and affect our ability to originate and distribute financial products in the primary and secondary markets;

the fiscal and monetary policies of the federal government and its agencies;

changes in federal bank regulatory and supervisory policies, including required levels of capital and the impact of proposed capital standards on our capital ratios;

the impact of the Dodd-Frank Wall Street Reform and Consumer Protection Act (the Dodd-Frank Act ) on our businesses, business practices and cost of operations;

regulatory approvals that may be necessary to undertake certain actions or consummate strategic transactions such as acquisitions and dispositions;

the ability to successfully integrate the auto finance business acquired from Wells Fargo & Company, as well as unexpected costs, including, without limitation, costs due to exposure to any unrecorded liabilities or issues not identified during the due diligence investigation of the business or that are not subject to indemnification or reimbursement, and risks that the business may suffer as a result of the transaction, including due to adverse effects on relationships with customers, employees and service providers;

the relative strength or weakness of the consumer and commercial credit sectors and of the real estate markets in Puerto Rico and the other markets in which borrowers are located;

the performance of the stock and bond markets;

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competition in the financial services industry;

additional Federal Deposit Insurance Corporation ( FDIC ) assessments;

possible legislative, tax or regulatory changes; and

a failure in or breach of our operational or security systems or infrastructure or those of EVERTEC, Inc., our provider of core financial transaction processing and information technology services, as a result of cyberattacks, including e-fraud, denial-of-services and computer intrusion, that might result in loss or breach of customer data, disruption of services, reputational damage or additional costs to Popular.

Other possible events or factors that could cause results or performance to differ materially from those expressed in these forward-looking statements include the following:

negative economic conditions, including as a result of Hurricanes Irma and Maria, that adversely affect housing prices, the job market, consumer confidence and spending habits which may affect, among other things, the level of non-performing assets, charge-offs and provision expense;

changes in market rates and prices which may adversely impact the value of financial assets and liabilities;

liabilities resulting from litigation and regulatory investigations;

changes in accounting standards, rules and interpretations;

our ability to grow our core businesses;

decisions to downsize, sell or close units or otherwise change our business mix; and

management's ability to identify and manage these and other risks.

Moreover, the outcome of legal proceedings, as discussed in Part II, Item I. Legal Proceedings, is inherently uncertain and depends on judicial interpretations of law and the findings of regulators, judges and/or juries. Investors should refer to the Corporation's Annual Report on Form 10-K for the year ended December 31, 2017 as well as Part II, Item 1A of this Form 10-Q for a discussion of such factors and certain risks and uncertainties to which the Corporation is subject.

All forward-looking statements included in this Form 10-Q are based upon information available to Popular as of the date of this Form 10-Q and, other than as required by law, including the requirements of applicable securities laws, we assume no obligation to update or revise any such forward-looking statements or information which speak as of their

respective dates.

**Table of Contents****POPULAR, INC.****CONSOLIDATED STATEMENTS OF FINANCIAL CONDITION****(UNAUDITED)**

| (In thousands, except share information)  | September 30,<br>2018 | December 31,<br>2017 |
|---|-----------------------|----------------------|
| <b>Assets:</b>  |                       |                      |
| Cash and due from banks   | \$ 400,949            | \$ 402,857           |
| <b>Money market investments:</b>  |                       |                      |
| Time deposits with other banks  | 4,609,061             | 5,255,119            |
| <b>Total money market investments</b>   | <b>4,609,061</b>      | <b>5,255,119</b>     |
| <b>Trading account debt securities, at fair value:</b>  |                       |                      |
| Pledged securities with creditors right to repledge   | 600                   | 625                  |
| Other trading securities  | 37,131                | 33,301               |
| <b>Debt securities available-for-sale, at fair value:</b>   |                       |                      |
| Pledged securities with creditors right to repledge   | 295,437               | 393,634              |
| Other investment securities available-for-sale  | 12,752,180            | 9,783,289            |
| Debt securities held-to-maturity, at amortized cost (fair value 2018 - \$105,074;<br>2017 - \$97,501) | 101,238               | 107,019              |
| Equity securities (realizable value 2018 -\$162,741); (2017 - \$168,417)                              | 157,962               | 165,103              |
| Loans held-for-sale, at lower of cost or fair value   | 51,742                | 132,395              |
| <b>Loans held-in-portfolio:</b>   |                       |                      |
| Loans not covered under loss-sharing agreements with the FDIC   | 26,661,951            | 24,423,427           |
| Loans covered under loss-sharing agreements with the FDIC   |                       | 517,274              |
| Less Unearned income  | 149,783               | 130,633              |
| Allowance for loan losses   | 633,718               | 623,426              |
| <b>Total loans held-in-portfolio, net</b>   | <b>25,878,450</b>     | <b>24,186,642</b>    |
| FDIC loss-share asset   |                       | 45,192               |
| Premises and equipment, net   | 557,104               | 547,142              |
| Other real estate not covered under loss-sharing agreements with the FDIC                             | 133,780               | 169,260              |
| Other real estate covered under loss-sharing agreements with the FDIC                                 |                       | 19,595               |
| Accrued income receivable   | 163,443               | 213,844              |
| Mortgage servicing assets, at fair value  | 162,779               | 168,031              |
| Other assets  | 1,900,850             | 1,991,323            |
| Goodwill  | 687,536               | 627,294              |
| Other intangible assets   | 29,186                | 35,672               |
| <b>Total assets</b>   | <b>\$ 47,919,428</b>  | <b>\$ 44,277,337</b> |



| Liabilities and Stockholders Equity   |               |               |
|---|---------------|---------------|
| Liabilities:  |               |               |
| Deposits:   |               |               |
| Non-interest bearing  | \$ 8,803,752  | \$ 8,490,945  |
| Interest bearing  | 30,845,075    | 26,962,563    |
| Total deposits  | 39,648,827    | 35,453,508    |
| Assets sold under agreements to repurchase  | 300,116       | 390,921       |
| Other short-term borrowings   | 1,200         | 96,208        |
| Notes payable   | 1,744,687     | 1,536,356     |
| Other liabilities   | 980,249       | 1,696,439     |
| Total liabilities   | 42,675,079    | 39,173,432    |
| Commitments and contingencies (Refer to Note 22)  |               |               |
| Stockholders equity:  |               |               |
| Preferred stock, 30,000,000 shares authorized; 2,006,391 shares issued and outstanding  | 50,160        | 50,160        |
| Common stock, \$0.01 par value; 170,000,000 shares authorized; 104,304,529 shares issued (2017 - 104,238,159) and 100,336,341 shares outstanding (2017 - 102,068,981) | 1,043         | 1,042         |
| Surplus   | 4,281,515     | 4,298,503     |
| Retained earnings   | 1,629,692     | 1,194,994     |
| Treasury stock - at cost, 3,968,188 shares (2017 - 2,169,178)   | (183,872)     | (90,142)      |
| Accumulated other comprehensive loss, net of tax  | (534,189)     | (350,652)     |
| Total stockholders equity   | 5,244,349     | 5,103,905     |
| Total liabilities and stockholders equity   | \$ 47,919,428 | \$ 44,277,337 |

*The accompanying notes are an integral part of these Consolidated Financial Statements.*

**Table of Contents****POPULAR, INC.****CONSOLIDATED STATEMENTS OF OPERATIONS****(UNAUDITED)**

| (In thousands, except per share information)                                      | Quarters ended September 30, |                | Nine months ended September 30, |                  |
|---|------------------------------|----------------|---------------------------------|------------------|
|   | 2018                         | 2017           | 2018                            | 2017             |
| <b>Interest income:</b>   |                              |                |                                 |                  |
| Loans   | \$ 430,637                   | \$ 371,979     | \$ 1,190,498                    | \$ 1,102,784     |
| Money market investments  | 27,581                       | 15,529         | 86,258                          | 33,233           |
| Investment securities   | 70,147                       | 48,375         | 185,537                         | 144,594          |
| <b>Total interest income</b>  | <b>528,365</b>               | <b>435,883</b> | <b>1,462,293</b>                | <b>1,280,611</b> |
| <b>Interest expense:</b>  |                              |                |                                 |                  |
| Deposits  | 55,134                       | 37,058         | 139,050                         | 104,907          |
| Short-term borrowings   | 1,622                        | 1,524          | 5,387                           | 3,734            |
| Long-term debt  | 20,140                       | 19,130         | 59,204                          | 57,222           |
| <b>Total interest expense</b>   | <b>76,896</b>                | <b>57,712</b>  | <b>203,641</b>                  | <b>165,863</b>   |
| <b>Net interest income</b>  | <b>451,469</b>               | <b>378,171</b> | <b>1,258,652</b>                | <b>1,114,748</b> |
| Provision for loan losses - non-covered loans                                     | 54,387                       | 157,659        | 183,774                         | 249,681          |
| Provision for loan losses - covered loans   |                              | 3,100          | 1,730                           | 4,255            |
| <b>Net interest income after provision for loan losses</b>                        | <b>397,082</b>               | <b>217,412</b> | <b>1,073,148</b>                | <b>860,812</b>   |
| Service charges on deposit accounts   | 38,147                       | 39,273         | 111,704                         | 119,882          |
| Other service fees  | 64,316                       | 53,481         | 187,794                         | 168,824          |
| Mortgage banking activities (Refer to Note 11)                                    | 11,269                       | 5,239          | 33,408                          | 27,349           |
| Net gain on sale of debt securities   |                              | 83             |                                 | 83               |
| Other-than-temporary impairment losses on debt securities                         |                              |                |                                 | (8,299)          |
| Net gain (loss), including impairment on equity securities                        | 370                          | 20             | (42)                            | 201              |
| Net (loss) profit on trading account debt securities                              | (122)                        | 253            | (299)                           | (680)            |
| Net loss on sale of loans, including valuation adjustments on loans held-for-sale |                              | (420)          |                                 | (420)            |
| Adjustments (expense) to indemnity reserves on loans sold                         | (3,029)                      | (6,406)        | (6,482)                         | (11,302)         |
| FDIC loss-share (expense) income (Refer to Note 29)                               |                              | (3,948)        | 94,725                          | (12,680)         |
| Other operating income  | 40,070                       | 12,799         | 78,519                          | 50,078           |
| <b>Total non-interest income</b>  | <b>151,021</b>               | <b>100,374</b> | <b>499,327</b>                  | <b>333,036</b>   |

**Operating expenses:**

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|  |                   |                  |                   |                   |
|--|-------------------|------------------|-------------------|-------------------|
| Personnel costs                              | 139,757           | 117,769          | 389,941           | 358,457           |
| Net occupancy expenses                       | 18,602            | 22,254           | 63,829            | 65,295            |
| Equipment expenses                           | 18,303            | 16,457           | 53,284            | 48,677            |
| Other taxes                                  | 11,923            | 10,858           | 33,701            | 32,567            |
| Professional fees                            | 83,860            | 70,772           | 260,748           | 212,956           |
| Communications                               | 6,054             | 5,394            | 17,342            | 17,242            |
| Business promotion                           | 15,478            | 15,216           | 44,265            | 40,158            |
| FDIC deposit insurance                       | 8,610             | 6,271            | 22,534            | 18,936            |
| Other real estate owned (OREO) expenses      | 7,950             | 11,724           | 21,028            | 41,212            |
| Other operating expenses                     | 52,576            | 38,028           | 111,462           | 92,707            |
| Amortization of intangibles                  | 2,324             | 2,345            | 6,973             | 7,034             |
| <b>Total operating expenses</b>              | <b>365,437</b>    | <b>317,088</b>   | <b>1,025,107</b>  | <b>935,241</b>    |
| Income before income tax                     | 182,666           | 698              | 547,368           | 258,607           |
| Income tax expense (benefit)                 | 42,018            | (19,966)         | 35,613            | 48,772            |
| <b>Net Income</b>                            | <b>\$ 140,648</b> | <b>\$ 20,664</b> | <b>\$ 511,755</b> | <b>\$ 209,835</b> |
| <b>Net Income Applicable to Common Stock</b> | <b>\$ 139,718</b> | <b>\$ 19,734</b> | <b>\$ 508,963</b> | <b>\$ 207,043</b> |
| <b>Net Income per Common Share Basic</b>     | <b>\$ 1.38</b>    | <b>\$ 0.19</b>   | <b>\$ 5.01</b>    | <b>\$ 2.03</b>    |
| <b>Net Income per Common Share Diluted</b>   | <b>\$ 1.38</b>    | <b>\$ 0.19</b>   | <b>\$ 5.00</b>    | <b>\$ 2.03</b>    |

*The accompanying notes are an integral part of these Consolidated Financial Statements.*

**Table of Contents****POPULAR, INC.****CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME****(UNAUDITED)**

| (In thousands)  | Quarters ended,<br>September 30, |           | Nine months ended,<br>September 30, |            |
|---|----------------------------------|-----------|-------------------------------------|------------|
|   | 2018                             | 2017      | 2018                                | 2017       |
| Net income  | \$ 140,648                       | \$ 20,664 | \$ 511,755                          | \$ 209,835 |
| Reclassification to retained earnings due to cumulative effect of accounting change |                                  |           | (605)                               |            |
| Other comprehensive (loss) income before tax:                                       |                                  |           |                                     |            |
| Foreign currency translation adjustment   | (605)                            | (390)     | (3,968)                             | (1,839)    |
| Amortization of net losses of pension and postretirement benefit plans              | 5,386                            | 5,606     | 16,157                              | 16,819     |
| Amortization of prior service credit of pension and postretirement benefit plans    | (868)                            | (950)     | (2,603)                             | (2,850)    |
| Unrealized holding (losses) gains on debt securities arising during the period      | (43,781)                         | 9,180     | (201,193)                           | 14,912     |
| Other-than-temporary impairment included in net income                              |                                  |           |                                     | 8,299      |
| Reclassification adjustment for gains included in net income                        |                                  | (83)      |                                     | (83)       |
| Unrealized holding gains on equity securities arising during the period             |                                  | 60        |                                     | 225        |
| Reclassification adjustment for gains included in net income                        |                                  | (20)      |                                     | (201)      |
| Unrealized net gains (losses) on cash flow hedges                                   | 341                              | (410)     | 1,296                               | (1,424)    |
| Reclassification adjustment for net losses (gains) included in net income           | 147                              | 232       | (870)                               | 2,122      |
| Other comprehensive (loss) income before tax  | (39,380)                         | 13,225    | (191,786)                           | 35,980     |
| Income tax benefit (expense)  | 1,983                            | (1,614)   | 8,249                               | (7,026)    |
| Total other comprehensive (loss) income, net of tax                                 | (37,397)                         | 11,611    | (183,537)                           | 28,954     |
| Comprehensive income, net of tax  | \$ 103,251                       | \$ 32,275 | \$ 328,218                          | \$ 238,789 |

**Tax effect allocated to each component of other comprehensive (loss) income:**

| (In thousands)   | Quarters ended<br>September 30, |            | Nine months<br>ended,<br>September 30, |            |
|--|---------------------------------|------------|--|------------|
|  | 2018                            | 2017       | 2018                                   | 2017       |
| Amortization of net losses of pension and postretirement benefit plans | \$ (2,101)                      | \$ (2,185) | \$ (6,301)                             | \$ (6,556) |

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|  |          |            |          |            |
|--|----------|------------|----------|------------|
| Amortization of prior service credit of pension and postretirement benefit plans | 339      | 370        | 1,016    | 1,110      |
| Unrealized holding (losses) gains on debt securities arising during the period   | 3,936    | 122        | 13,701   | 239        |
| Other-than-temporary impairment included in net income                           |          |            |          | (1,559)    |
| Reclassification adjustment for gains included in net income                     |          | 17         |          | 17         |
| Unrealized holding gains on equity securities arising during the period          |          | (12)       |          | (45)       |
| Reclassification adjustment for gains included in net income                     |          | 4          |          | 40         |
| Unrealized net gains (losses) on cash flow hedges                                | (133)    | 160        | (506)    | 555        |
| Reclassification adjustment for net losses (gains) included in net income        | (58)     | (90)       | 339      | (827)      |
| Income tax benefit (expense)   | \$ 1,983 | \$ (1,614) | \$ 8,249 | \$ (7,026) |

*The accompanying notes are an integral part of the Consolidated Financial Statements.*

**Table of Contents****POPULAR, INC.****CONSOLIDATED STATEMENTS OF CHANGES IN STOCKHOLDERS' EQUITY****(UNAUDITED)**

| (In thousands)                         | Common stock | Preferred stock | Surplus      | Retained earnings | Treasury stock | Accumulated other comprehensive loss | Total        |
|--|--------------|-----------------|--------------|-------------------|----------------|--------------------------------------|--------------|
| Balance at                             |              |                 |              |                   |                |                                      |              |
| December 31, 2016                      | \$ 1,040     | \$ 50,160       | \$ 4,255,022 | \$ 1,220,307      | \$ (8,286)     | \$ (320,286)                         | \$ 5,197,957 |
| Net income                             |              |                 |              | 209,835           |                |                                      | 209,835      |
| Issuance of stock                      | 2            |                 | 5,513        |                   |                |                                      | 5,515        |
| Dividends declared:                    |              |                 |              |                   |                |                                      |              |
| Common stock                           |              |                 |              | (76,620)          |                |                                      | (76,620)     |
| Preferred stock                        |              |                 |              | (2,792)           |                |                                      | (2,792)      |
| Common stock purchases                 |              |                 | 4,518        |                   | (81,936)       |                                      | (77,418)     |
| Other comprehensive income, net of tax |              |                 |              |                   |                | 28,954                               | 28,954       |
| Balance at                             |              |                 |              |                   |                |                                      |              |
| September 30, 2017                     | \$ 1,042     | \$ 50,160       | \$ 4,265,053 | \$ 1,350,730      | \$ (90,222)    | \$ (291,332)                         | \$ 5,285,431 |
| Balance at                             |              |                 |              |                   |                |                                      |              |
| December 31, 2017                      | \$ 1,042     | \$ 50,160       | \$ 4,298,503 | \$ 1,194,994      | \$ (90,142)    | \$ (350,652)                         | \$ 5,103,905 |
| Cumulative effect of accounting change |              |                 |              | 1,935             |                |                                      | 1,935        |
| Net income                             |              |                 |              | 511,755           |                |                                      | 511,755      |
| Issuance of stock                      | 1            |                 | 2,564        |                   |                |                                      | 2,565        |
| Dividends declared:                    |              |                 |              |                   |                |                                      |              |
| Common stock                           |              |                 |              | (76,200)          |                |                                      | (76,200)     |
| Preferred stock                        |              |                 |              | (2,792)           |                |                                      | (2,792)      |
| Common stock purchases                 |              |                 | (23,020)     |                   | (104,423)      |                                      | (127,443)    |
| Common stock reissuance                |              |                 | 143          |                   | 2,008          |                                      | 2,151        |
| Stock based compensation               |              |                 | 3,325        |                   | 8,685          |                                      | 12,010       |
| Other comprehensive income, net of tax |              |                 |              |                   |                | (183,537)                            | (183,537)    |
| Balance at                             |              |                 |              |                   |                |                                      |              |
| September 30, 2018                     | \$ 1,043     | \$ 50,160       | \$ 4,281,515 | \$ 1,629,692      | \$ (183,872)   | \$ (534,189)                         | \$ 5,244,349 |

|   | September 30,<br>2018 | September 30,<br>2017 |
|---|-----------------------|-----------------------|
| <b>Disclosure of changes in number of shares:</b> |                       |                       |
| <b>Preferred Stock:</b>                           |                       |                       |
| Balance at beginning and end of period            | 2,006,391             | 2,006,391             |
| <b>Common Stock Issued:</b>                       |                       |                       |
| Balance at beginning of period                    | 104,238,159           | 104,058,684           |
| Issuance of stock                                 | 66,370                | 138,840               |
| Balance at end of period                          | 104,304,529           | 104,197,524           |
| Treasury stock                                    | (3,968,188)           | (2,171,107)           |
| Common Stock Outstanding                          | 100,336,341           | 102,026,417           |

*The accompanying notes are an integral part of these Consolidated Financial Statements.*

**Table of Contents****POPULAR, INC.****CONSOLIDATED STATEMENTS OF CASH FLOWS****(UNAUDITED)**

| (In thousands)  | Nine months ended September 30, |            |
|---|---------------------------------|------------|
|   | 2018                            | 2017       |
| <b>Cash flows from operating activities:</b>  |                                 |            |
| Net income  | \$ 511,755                      | \$ 209,835 |
| Adjustments to reconcile net income to net cash provided by operating activities:                     |                                 |            |
| Provision for loan losses   | 185,504                         | 253,936    |
| Amortization of intangibles   | 6,973                           | 7,034      |
| Depreciation and amortization of premises and equipment   | 39,083                          | 35,966     |
| Net accretion of discounts and amortization of premiums and deferred fees                             | (43,533)                        | (17,371)   |
| Share-based compensation  | 5,962                           |            |
| Impairment losses on long-lived assets  | 272                             | 11,286     |
| Other-than-temporary impairment on debt securities  |                                 | 8,299      |
| Fair value adjustments on mortgage servicing rights   | 13,123                          | 24,262     |
| FDIC loss share (income) expense  | (94,725)                        | 12,680     |
| Adjustments (expense) to indemnity reserves on loans sold   | 6,482                           | 11,302     |
| Earnings from investments under the equity method, net of dividends or distributions                  | (14,772)                        | (11,514)   |
| Deferred income tax (benefit) expense   | (97,708)                        | 30,471     |
| Loss (gain) on:   |                                 |            |
| Disposition of premises and equipment and other productive assets                                     | 17,694                          | 5,018      |
| Proceeds from insurance claims  | (14,411)                        |            |
| Sale and valuation adjustments of debt securities   |                                 | (83)       |
| Sale of loans, including valuation adjustments on loans held-for-sale and mortgage banking activities | (6,734)                         | (16,455)   |
| Sale of foreclosed assets, including write-downs  | (638)                           | 19,228     |
| Acquisitions of loans held-for-sale   | (173,644)                       | (204,813)  |
| Proceeds from sale of loans held-for-sale   | 51,131                          | 68,326     |
| Net originations on loans held-for-sale   | (186,063)                       | (283,709)  |
| Net decrease (increase) in:   |                                 |            |
| Trading debt securities   | 346,455                         | 499,714    |
| Equity securities   | (2,480)                         | (613)      |
| Accrued income receivable   | 51,868                          | (8,297)    |
| Other assets  | 234,836                         | (1,882)    |
| Net (decrease) increase in:   |                                 |            |
| Interest payable  | (9,933)                         | (9,299)    |
| Pension and other postretirement benefits obligation  | 3,392                           | (13,760)   |
| Other liabilities   | (197,035)                       | 15,178     |



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|   |             |             |
|---|-------------|-------------|
| Total adjustments   | 121,099     | 434,904     |
| Net cash provided by operating activities   | 632,854     | 644,739     |
| <b>Cash flows from investing activities:</b>  |             |             |
| Net increase (decrease) in money market investments                                 | 647,519     | (2,600,853) |
| Purchases of investment securities:   |             |             |
| Available-for-sale  | (6,968,920) | (2,356,385) |
| Equity  | (11,304)    | (23,822)    |
| Proceeds from calls, paydowns, maturities and redemptions of investment securities: |             |             |
| Available-for-sale  | 3,925,362   | 1,225,915   |
| Held-to-maturity  | 7,184       | 6,229       |
| Proceeds from sale of investment securities:  |             |             |
| Available-for-sale  |             | 14,423      |
| Equity  | 20,925      | 17,675      |
| Net disbursements on loans  | (15,604)    | (77,400)    |
| Proceeds from sale of loans   | 1,354       | 415         |
| Acquisition of loan portfolios  | (461,117)   | (448,121)   |
| Net payments (to) from FDIC under loss sharing agreements                           | (25,012)    | (11,520)    |
| Payments to acquire businesses, net of cash acquired                                | (1,830,050) |             |
| Return of capital from equity method investments                                    | 2,501       | 8,056       |
| Acquisition of premises and equipment   | (53,144)    | (40,158)    |
| Proceeds from insurance claims  | 14,411      |             |
| Proceeds from sale of:  |             |             |
| Premises and equipment and other productive assets                                  | 6,991       | 6,982       |
| Foreclosed assets   | 85,622      | 85,705      |
| Net cash used in investing activities   | (4,653,282) | (4,192,859) |
| <b>Cash flows from financing activities:</b>  |             |             |
| Net increase (decrease) in:   |             |             |
| Deposits  | 4,193,859   | 3,751,367   |
| Assets sold under agreements to repurchase  | (90,805)    | (105,020)   |
| Other short-term borrowings   | (95,008)    | 239,398     |
| Payments of notes payable   | (226,976)   | (89,375)    |
| Proceeds from issuance of notes payable   | 434,706     | 45,000      |
| Proceeds from issuance of common stock  | 10,852      | 5,515       |
| Dividends paid  | (79,115)    | (69,162)    |
| Net payments for repurchase of common stock   | (125,326)   | (75,662)    |
| Payments related to tax withholding for share-based compensation                    | (2,205)     | (1,756)     |
| Net cash provided by financing activities   | 4,019,982   | 3,700,305   |
| Net (decrease) increase in cash and due from banks, and restricted cash             | (446)       | 152,185     |
| Cash and due from banks, and restricted cash at beginning of period                 | 412,629     | 374,196     |
| Cash and due from banks, and restricted cash at the end of the period               | \$ 412,183  | \$ 526,381  |

*The accompanying notes are an integral part of these Consolidated Financial Statements.*



**Table of Contents****Notes to Consolidated Financial****Statements (Unaudited)**

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**Note 1 Nature of operations**

Popular, Inc. (the Corporation or Popular ) is a diversified, publicly-owned financial holding company subject to the supervision and regulation of the Board of Governors of the Federal Reserve System. The Corporation has operations in Puerto Rico, the mainland United States and U.S. and British Virgin Islands. In Puerto Rico, the Corporation provides retail, mortgage, and commercial banking services through its principal banking subsidiary, Banco Popular de Puerto Rico ( BPPR ), as well as investment banking, broker-dealer, auto and equipment leasing and financing, and insurance services through specialized subsidiaries. In the U.S. mainland, the Corporation provides retail, mortgage and commercial banking services through its New York-chartered banking subsidiary, Popular Bank ( PB ), which has branches located in New York, New Jersey and Florida.

Prior to April 9, 2018, PB operated under the legal name of Banco Popular North America and conducted business under the assumed name of Popular Community Bank.

On August 1, 2018, Popular, Inc., through its subsidiary Popular Auto, LLC, acquired and assumed from Reliable Financial Services, Inc. and Reliable Finance Holding Co. ( Reliable ), subsidiaries of Wells Fargo & Company, certain assets and liabilities related to their auto finance business in Puerto Rico (the Reliable Transaction or Transaction ). Refer to Note 4, Business combination, for further details on the Reliable Transaction.

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**Note 2 Basis of Presentation and Summary of Significant Accounting Policies**

***Basis of Presentation***

The consolidated interim financial statements have been prepared without audit. The consolidated statement of financial condition data at December 31, 2017 was derived from audited financial statements. The unaudited interim financial statements are, in the opinion of management, a fair statement of the results for the periods reported and include all necessary adjustments, all of a normal recurring nature, for a fair statement of such results.

Certain reclassifications have been made to the 2017 Consolidated Financial Statements and notes to the financial statements to conform to the 2018 presentation.

Certain information and note disclosures normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States of America have been condensed or omitted from the unaudited financial statements pursuant to the rules and regulations of the Securities and Exchange Commission. Accordingly, these financial statements should be read in conjunction with the audited Consolidated Financial Statements of the Corporation for the year ended December 31, 2017, included in the Corporation's 2017 Form 10-K. Operating results for the interim periods disclosed herein are not necessarily indicative of the results that may be expected for a full year or any future period.

***Use of Estimates in the Preparation of Financial Statements***

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and contingent assets and liabilities at the date of the financial statements, and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

***Business Combination***

The Corporation determined that the acquisition of certain assets and assumption of certain liabilities in connection with the Reliable Transaction constitutes a business combination as defined by the Financial Accounting Standards Board ( FASB ) Accounting Standards Codification ( ASC ) Topic 805 Business Combinations . The assets and liabilities, both tangible and intangible, were initially recorded at their estimated fair values. Fair values were determined based on the requirements of FASB ASC Topic 820 Fair Value Measurements . These fair value estimates are preliminary and subject to refinement for up to one year after the closing date of the acquisition as additional information regarding the closing date fair value becomes available. Acquisition-related costs are expensed as incurred. Refer to Note 4, Business combination, for additional information of assets acquired and liabilities assumed in connection with the Transaction.

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**Note 3 New accounting pronouncements**

*Recently Adopted Accounting Standards Updates*

*FASB Accounting Standards Update ( ASU ) 2018-03, Technical Corrections and Improvements to Financial Instruments Overall (Subtopic 825-10): Recognition and Measurement of Financial Assets and Liabilities*

The FASB issued ASU 2018-03 in February 2018, which clarifies certain aspects of the guidance in ASU 2016-01, principally related to equity securities without a readily determinable fair value.

The Corporation was not impacted by these technical corrections and improvements upon adoption of this ASU.

*FASB Accounting Standards Update ( ASU ) 2017-07, Compensation Retirement Benefits (Topic 715): Improving the Presentation of Net Periodic Pension Cost and Net Periodic Postretirement Benefit Cost*

The FASB issued ASU 2017-07 in March 2017, which requires that an employer disaggregate the service cost component from the other components of net benefit cost of pension and postretirement benefit plans. The amendments also provide guidance on how to present the service cost component and the other components of net benefit cost in the income statement and allow only the service cost component of net benefit cost to be eligible for capitalization.

As a result of the adoption of this accounting pronouncement, the Corporation recognized \$6.7 million during the nine months ended September 30, 2018 (September 30, 2017 \$5.6 million) as components of net periodic benefit cost other than service cost in the other operating expenses caption, which would have otherwise previously been recognized as personnel cost. The presentation for prior periods has been adjusted to reflect the new classification. Effective January 1, 2018, these expenses are no longer capitalized as part of loan origination costs.

*FASB Accounting Standards Update ( ASU ) 2017-05, Other Income Gains and Losses from the Derecognition of Nonfinancial Assets (Subtopic 610-20): Clarifying the Scope of Asset Derecognition Guidance and Accounting for Partial Sales of Nonfinancial Assets*

The FASB issued ASU 2017-05 in February 2017, which, among other things, clarifies the scope of the derecognition of nonfinancial assets, the definition of in substance financial assets, and impacts the accounting for partial sales of nonfinancial assets by requiring full gain recognition upon the sale.

The adoption of this standard during the first quarter of 2018 did not have a material impact on the Corporation's financial statements.

*FASB Accounting Standards Update ( ASU ) 2017-01, Business Combinations (Topic 805): Clarifying the Definition of a Business*

The FASB issued ASU 2017-01 in January 2017, which revises the definition of a business by providing an initial screen to determine when an integrated set of assets and activities ( set ) is not a business. Also, the amendments, among other things, specify the minimum inputs and processes required for a set to meet the definition of a business when the initial screen is not met and narrow the definition of the term output so that the term is consistent with Topic 606.

The Corporation adopted ASU 2017-01 during the first quarter of 2018. As such, the Corporation will consider this guidance in any business combinations completed after the effective date. Refer to Note 4, Business combination, for additional information on assets acquired and liabilities assumed in connection with the Reliable Transaction.

*FASB Accounting Standards Update ( ASU ) 2016-18, Statement of Cash Flows (Topic 230): Restricted Cash*

The FASB issued ASU 2016-18 in November 2016, which requires entities to present the changes in total cash, cash equivalents, restricted cash and restricted cash equivalents in the statement of cash flows. The new guidance also requires a reconciliation of the totals in the statement of cash flows to the related captions in the balance sheet if restricted cash and restricted cash equivalents are presented in a different line item in the balance sheet.

As a result of the adoption of this accounting pronouncement, the Corporation included restricted cash and restricted cash equivalents within money market investments of \$11.2 million at September 30, 2018 (September 30, 2017 \$8.9 million) in the Consolidated Statements of Cash Flows. In addition, the Corporation presented a reconciliation of the totals in the Consolidated Statements of Cash Flows to the related captions in the Consolidated Statements of Condition in Note 33, Supplemental disclosure on the consolidated statements of cash flows.

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*FASB Accounting Standards Update ( ASU ) 2016-16, Income Taxes (Topic 740): Intra-Entity Transfers of Assets Other Than Inventory*

The FASB issued ASU 2016-16 in October 2016, which eliminates the exception for all intra-entity sales of assets other than inventory that requires deferral of the tax effects until the transferred asset is sold to a third party or otherwise recovered through use. The new guidance requires a reporting entity to recognize the tax impact from the sale of the asset in the seller's tax jurisdiction when the transfer occurs, even though the pre-tax effects of that transaction are eliminated in consolidation. Any deferred tax asset that arises in the buyer's jurisdiction would also be recognized at the time of the transfer.

As a result of the adoption of this accounting pronouncement during the first quarter of 2018, the Corporation recorded a positive cumulative effect adjustment of \$1.3 million to retained earnings to reflect the net tax benefit resulting from intra-entity sales of assets.

*FASB Accounting Standards Update ( ASU ) 2016-15, Statement of Cash Flows (Topic 230): Classification of Certain Cash Receipts and Cash Payments*

The FASB issued ASU 2016-15 in August 2016, which addresses specific cash flow issues with the objective of reducing existing diversity in practice, which may lead to a difference in the classification of transactions between operating, financing or investing activities. Among other things, the guidance provides an accounting policy election for classifying distributions received from equity method investees and clarifies the application of the predominance principle.

As a result of the adoption of this accounting pronouncement, the Corporation reclassified from investing to operating activities \$0.5 million in the Consolidated Statements of Cash Flows for the nine months ended September 30, 2017 as a result of electing the cumulative earnings approach for classifying distributions received from equity investees.

*FASB Accounting Standards Updates ( ASUs ), Revenue from Contracts with Customers (Topic 606)*

The FASB has issued a series of ASUs which, among other things, clarify the principles for recognizing revenue and develop a common revenue standard. The core principle of the guidance is that an entity should recognize revenue to depict the transfer of promised goods or services, that is, the satisfaction of performance obligations, to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. A five-step process is defined to achieve this core principle. The new guidance also requires disclosures to enable users of financial statements to understand the nature, timing, and uncertainty of revenue and cash flows arising from contracts with customers.

The Corporation adopted this accounting pronouncement during the first quarter of 2018 using the modified retrospective approach. The Corporation elected the practical expedient that permits an entity to expense incremental costs of obtaining contracts, given the amortization periods were one year or less. There were no material changes in the presentation and timing of when revenues are recognized. ASC Topic 606 was applied to contracts that were not completed as of January 1, 2018. There was no impact in the evaluation of these contracts. Refer to additional disclosures on Note 28, Revenue from contracts with customers.

*FASB Accounting Standards Update ( ASU ) 2016-01, Financial Instruments - Overall (Subtopic 825-10): Recognition and Measurement of Financial Assets and Financial Liabilities*



The FASB issued ASU 2016-01 in January 2016, which primarily affects the accounting for equity investments and financial liabilities under the fair value option as follows: require equity investments (except those accounted for under the equity method of accounting or those that result in consolidation of the investee) to be measured at fair value with changes in fair value recognized in net income; simplify the impairment assessment of equity investments without readily determinable fair values; require changes in fair value due to instrument-specific credit risk to be presented separately in other comprehensive income for financial liabilities under the fair value option; and clarify that the need for a valuation allowance on a deferred tax asset related to available-for-sale securities should be evaluated in combination with the entity's other deferred tax assets. In addition, the ASU also impacts the presentation and disclosure requirements of financial instruments.

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As a result of the adoption of this accounting pronouncement during the first quarter of 2018, the Corporation aggregated \$11 million previously classified as available-for-sale and as trading to those under the other investment securities caption and reclassified under the caption of equity securities. In addition, a positive cumulative effect adjustment of \$0.6 million was recognized due to the reclassification of unrealized gains of equity securities available-for-sale, net of tax, from accumulated other comprehensive loss to retained earnings.

The adoption of *FASB Accounting Standards Update ( ASU ) 2017-09, Compensation - Stock Compensation (Topic 718): Scope of Modification Accounting*, effective during the first quarter of 2018, did not have a significant impact on the Consolidated Financial Statements.

### *Recently Issued Accounting Standards Updates*

#### *FASB Accounting Standards Update ( ASU ) 2018-18, Collaborative Arrangements (Topic 808): Clarifying the Interaction between Topic 808 and Topic 606*

The FASB issued ASU 2018-18 in November 2018 which, among other things, provides guidance on how to assess whether certain collaborative arrangement transactions should be accounted for under Topic 606.

The amendments in this ASU are effective for fiscal years, and interim periods within those fiscal years, beginning after December 15, 2019, with early adoption permitted.

The Corporation does not expect to be impacted by these amendments since it does not have collaborative arrangements.

#### *FASB Accounting Standards Update ( ASU ) 2018-17, Consolidation (Topic 810): Targeted Improvements to Related Party Guidance for Variable Interest Entities*

The FASB issued ASU 2018-17 in October 2018, which requires entities to consider indirect interests held through related parties under common control on a proportional basis rather than as the equivalent of a direct interest in its entirety when determining whether a decision-making fee is a variable interest.

The amendments in this ASU are effective for fiscal years, and interim periods within those fiscal years, beginning after December 15, 2019, with early adoption permitted. These amendments should be applied retrospectively with a cumulative-effect adjustment to retained earnings at the beginning of the earliest period presented.

The Corporation does not expect to be materially impacted by these amendments.

#### *FASB Accounting Standards Update ( ASU ) 2018-16, Derivatives and Hedging (Topic 815): Inclusion of the Secured Overnight Financing Rate (SOFR) Overnight Index Swap (OIS) Rate as a Benchmark Interest Rate for Hedge Accounting Purposes*

The FASB issued ASU 2018-16 in October 2018 which permit use of the OIS rate based on SOFR as a U.S. benchmark interest rate for hedge accounting purposes under Topic 815 in addition to other permissible U.S. benchmark rates.

The amendments in this ASU are required to be adopted concurrently with the amendments in ASU 2017-12, which are effective in the first quarter of 2019. The amendments should be adopted on a prospective basis for qualifying new or re-designated hedging relationships entered into on or after the date of adoption.

The Corporation will consider this guidance for qualifying new hedging relationships entered into on or after the effective date.

*FASB Accounting Standards Update ( ASU ) 2018-15, Intangibles – Goodwill and Other – Internal-Use Software (Subtopic 350-40): Customer’s Accounting for Implementation Costs Incurred in a Cloud Computing Arrangement That Is a Service Contract*

The FASB issued ASU 2018-15 in August 2018 which, among other things, aligns the requirements for capitalizing implementation costs incurred in a hosting arrangement that is a service contract with the requirements for capitalizing implementation costs incurred to develop or obtain internal-use software, and clarifies the term over which such capitalized implementation costs should be amortized.

The amendments in this ASU are effective for fiscal years, and interim periods within those fiscal years, beginning after December 15, 2019, with early adoption permitted.

The Corporation does not expect to be materially impacted by these amendments.

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*FASB Accounting Standards Update ( ASU ) 2018-14, Compensation – Retirement Benefits – Defined Benefit Plans – General (Subtopic 715-20): Disclosure Framework – Changes to the Disclosure Requirements for Defined Benefit Plans*

The FASB issued ASU 2018-14 in August 2018, which modifies the disclosure requirements for employers that sponsor defined benefit pension or postretirement plans. The most significant changes include the removal of the amounts in accumulated other comprehensive income expected to be recognized as components of net periodic benefit cost over the next fiscal year and the effects of a one-percentage point change in assumed health care cost trend rates on the aggregate of the service and interest cost components of net periodic benefit costs and benefit obligation for postretirement health care benefits. In addition, certain disclosure requirements were added which include, but are not limited to, an explanation of the reasons for significant gains and losses related to changes in the benefit obligation for the period.

The amendments in this ASU are effective for fiscal years ending after December 15, 2020, with early adoption permitted. The amendments in this ASU should be applied on a retrospective basis to all periods presented.

Upon adoption of this standard, the Corporation will be impacted principally by the simplified disclosures on defined benefit plans.

*FASB Accounting Standards Update ( ASU ) 2018-13, Fair Value Measurement (Topic 820): Disclosure Framework – Changes to the Disclosure Requirements for Fair Value Measurement*

The FASB issued ASU 2018-13 in August 2018, which modifies the disclosure requirements on fair value measurements. The most significant changes include, among other things, the removal of the requirements to disclose the amount of and reasons for transfers between Level 1 and Level 2 of the fair value hierarchy, the policy for timing of transfers between levels, and the valuation processes for Level 3 fair value measurements. In addition, certain disclosure requirements were added, which include but are not limited to, how the weighted average of significant unobservable inputs used to develop Level 3 fair value measurements was calculated.

The amendments in this ASU are effective for fiscal years, and interim periods within those fiscal years, beginning after December 15, 2019, with early adoption permitted.

Upon adoption of this standard, the Corporation will be impacted principally by the simplified disclosures on fair value measurements.

*FASB Accounting Standards Update ( ASU ) 2018-12, Financial Services – Insurance (Topic 944): Targeted Improvements to the Accounting for Long-Duration Contracts*

The FASB issued ASU 2018-12 in August 2018, which makes targeted improvements to the existing recognition, measurement, presentation, and disclosure requirements for long-duration contracts issued by an insurance entity.

The amendments in this ASU are effective for fiscal years, and interim periods within those fiscal years, beginning after December 15, 2020, with early adoption permitted.

The Corporation does not anticipate that the adoption of this accounting pronouncement will have a significant impact on its Consolidated Financial Statements.

*FASB Accounting Standards Update ( ASU ) 2018-11, Leases (Topic 842): Targeted Improvements*

The FASB issued ASU 2018-11 in July 2018, which provides entities with an additional and optional transition method that allows entities to apply the transition provisions of the new leases standard at the adoption date, instead of at the earliest comparative period presented. If elected, comparative periods will continue to be presented in accordance with ASC Topic 840. Also, the amendments provide lessors with a practical expedient, by class of underlying asset, to not separate nonlease components, subject to certain circumstances.

The amendments in this ASU are effective for fiscal years, and interim periods within those fiscal years, beginning after December 15, 2018.

The Corporation will elect this optional transition method to initially apply the new leases standard as of January 1, 2019. On the other hand, the Corporation does not expect to elect the practical expedient provided to lessors.

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*FASB Accounting Standards Update ( ASU ) 2018-10, Codification Improvements to Topic 842, Leases*

The FASB issued ASU 2018-10 in July 2018, which makes various technical corrections to clarify how to apply certain aspects of the new leases standard such as lease reassessment of lease classification, variable lease payments that depend on an index or a rate, lease term and purchase option, certain transition adjustments, among others.

The amendments in this ASU are effective for fiscal years, and interim periods within those fiscal years, beginning after December 15, 2018.

The Corporation does not expect to be materially impacted by these Codification improvements.

*FASB Accounting Standards Update ( ASU ) 2018-09, Codification Improvements*

The FASB issued ASU 2018-09 in July 2018, which makes various codification improvements in the areas of excess tax benefits on share-based compensation awards, income tax accounting for business combinations, derivatives offsetting, liability or equity-classified financial instruments, among others.

The amendments in this ASU are effective immediately, except for amendments that require transition guidance, which are effective for fiscal years, and interim periods within those fiscal years, beginning after December 15, 2018; and amendments to guidance not yet effective which are effective on the same date as the original Updates.

The Corporation does not expect to be materially impacted by these Codification improvements.

*FASB Accounting Standards Update ( ASU ) 2018-07, Compensation – Stock Compensation (Topic 718):  
Improvements to Nonemployee Share-Based Payment Accounting*

The FASB issued ASU 2018-07 in June 2018, which expands the scope of Topic 718 to include share-based payment transactions for acquiring goods and services from nonemployees, although differences remain in the accounting for attribution and a contractual term election for valuing nonemployee equity share options.

The amendments in this ASU are effective for fiscal years, and interim periods within those fiscal years, beginning after December 15, 2018, with early adoption permitted.

The Corporation does not expect to be impacted by these amendments since it does not enter into share-based payment transactions for acquiring goods and services from nonemployees.

*FASB Accounting Standards Update ( ASU ) 2018-06, Codification Improvements to Topic 942, Financial Services  
Depository and Lending*

The FASB issued ASU 2018-06 in May 2018, which removes outdated guidance related to the Comptroller of the Currency's Banking Circular 202, Accounting for Net Deferred Taxes in ASC Topic 942.

The amendments in this ASU were effective upon issuance of the Update. The Corporation was not impacted by this Codification improvement.

*FASB Accounting Standards Update ( ASU ) 2016-02, Leases (Topic 842)*

The FASB issued ASU 2016-02 in February 2016, which supersedes ASC Topic 840 and sets out the principles for the recognition, measurement, presentation and disclosure of leases for both lessors and lessees. The new standard requires lessees to apply a dual approach, classifying leases as either finance or operating leases based on the principle of whether or not the lease is effectively a financed purchase by the lessee. This classification will determine whether lease expense is recognized based on an effective interest method or on a straight-line basis over the term of the lease, respectively. A lessee is also required to record a right-of-use asset ( ROU ) and a lease liability for all leases with a term greater than 12 months regardless of their classification. Leases with a term of 12 months or less will be accounted for similar to existing guidance for operating leases today. The new standard requires lessors to account for leases using an approach that is substantially equivalent to existing guidance for sales-type leases, direct financing leases and operating leases.

The amendments of this ASU are effective for fiscal years, and interim periods within those fiscal years, beginning after December 15, 2018, with early adoption permitted.

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The ASU is expected to impact the Corporation's Consolidated Financial Statements since the Corporation has operating and land lease arrangements for which it is the lessee. The Corporation expects to recognize lease liabilities of approximately \$0.2 billion, with a corresponding recognition of ROU assets on its operating leases.

For other recently issued Accounting Standards Updates not yet effective, refer to Note 4 to the Consolidated Financial Statements included in the 2017 Form 10-K.



**Table of Contents****Note 4 Business combination**

On August 1, 2018, Popular Auto, LLC ( Popular Auto ), Banco Popular de Puerto Rico's auto finance subsidiary, completed the acquisition of certain assets and the assumption of certain liabilities related to Wells Fargo & Company's ( Wells Fargo ) auto finance business in Puerto Rico ( Reliable ). Popular Auto acquired approximately \$1.6 billion in retail auto loans and \$341 million in primarily auto-related commercial loans. Reliable will continue operating as a Division of Popular Auto in parallel with Popular Auto's existing operations for a period after closing to provide continuity of service to Reliable customers while allowing Popular to assess best practices before completing the integration of the two operations.

Wells Fargo retained approximately \$398 million in retail auto loans and has separately entered into a loan servicing agreement with Popular Auto with respect to such loans.

Popular entered into the Transaction as part of its growth strategy to increase its market share in the auto finance business in Puerto Rico.

The following table presents the fair values of the consideration and major classes of identifiable assets acquired and liabilities assumed by the Corporation as of August 1, 2018.

| (In thousands)            | Book value prior to<br>purchase accounting<br>adjustments | Fair value<br>adjustments | As recorded by<br>Popular, Inc. |
|---------------------------|---|---------------------------|---------------------------------|
| Cash consideration        | \$ 1,843,256  | \$                        | \$ 1,843,256                    |
| Assets:                   |   |                           |                                 |
| Loans                     | 1,912,866   | (126,908) <sup>[1]</sup>  | 1,785,958                       |
| Premises and equipment    | 1,246   |                           | 1,246                           |
| Accrued income receivable | 1,466   |                           | 1,466                           |
| Other assets              | 5,020   |                           | 5,020                           |
| Trademark                 |   | 488                       | 488                             |
| Total assets              | \$ 1,920,598  | \$ (126,420)              | \$ 1,794,178                    |
| Liabilities:              |   |                           |                                 |
| Other liabilities         | \$ 11,164   | \$                        | \$ 11,164                       |
| Total liabilities         | \$ 11,164   | \$                        | \$ 11,164                       |
| Net assets acquired       | \$ 1,909,434  | \$ (126,420)              | \$ 1,783,014                    |
| Goodwill on acquisition   |   |                           | \$ 60,242                       |

[1] The fair value discount is comprised of \$118 million related to the retail auto loans portfolio and \$9 million related to the commercial loans portfolio.

The fair values initially assigned to the assets acquired and liabilities assumed are preliminary and are subject to refinement for up to one year after the closing date of the acquisition as new information relative to closing date fair values becomes available. Because of the short time period between the August 1, 2018 closing of the transaction and the September 30, 2018 reporting date, the Corporation continues to analyze its estimates of fair value on loans acquired. As the Corporation finalizes its analyses, there may be adjustments to the recorded carrying values, and thus the recognized goodwill may increase or decrease.

Following is a description of the methods used to determine the fair values of significant assets acquired on the Reliable Transaction:

*Loans*

*Retail Auto Loans*

Fair values for retail auto loans were based on a discounted cash flow methodology. Aggregation into pools considered characteristics such as payment terms, remaining terms, and credit quality. Principal and interest projections considered prepayment rates and credit loss expectations. The discount rates were developed based on the relative risk of the cash flows as of the valuation date, taking into account the expected life of the loans. Retail auto loans were accounted for under ASC Subtopic 310-20. As of August 1, 2018, contractual cash flows amounted to \$1.8 billion, from which \$112 million are not expected to be collected.

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*Commercial Loans*

Fair values for commercial loans were based on a probability of default/loss given default ( PD/LGD ) methodology. The PD was determined based on characteristics such as payment terms, remaining terms, and credit quality. Commercial loans were accounted for under ASC Subtopic 310-20. As of August 1, 2018, contractual cash flows amounted to \$348 million, from which \$8 million are not expected to be collected.

*Goodwill*

The amount of goodwill is the residual difference between the consideration transferred to Wells Fargo and the fair value of the assets acquired, net of the liabilities assumed. The goodwill is deductible for income tax purposes.

*Trademark*

The fair value of the Reliable trademark was calculated using the relief-from-royalty method. The Reliable trademark is subject to amortization, since Popular intends to use the trademark for a limited period of time.

The operating results of the Corporation for the quarter ended September 30, 2018 include the operating results produced by the acquired assets and liabilities assumed for the period of August 1, 2018 to September 30, 2018. This includes approximately \$35.7 million in gross revenues, including \$13.4 million in accretion of the fair value discount, and approximately \$8.6 million in operating expenses, including \$3.8 million of transaction-related expenses. The Corporation believes that given the amount of assets and liabilities assumed and the size of the operations acquired in relation to Popular's operations, the historical results of Reliable are not significant to Popular's results, and thus no pro forma information is presented.

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**Note 5 Restrictions on cash and due from banks and certain securities**

The Corporation's banking subsidiaries, BPPR and PB, are required by federal and state regulatory agencies to maintain average reserve balances with the Federal Reserve Bank of New York (the "Fed") or other banks. Those required average reserve balances amounted to \$1.5 billion at September 30, 2018 (December 31, 2017 \$1.4 billion). Cash and due from banks, as well as other highly liquid securities, are used to cover the required average reserve balances.

At September 30, 2018, the Corporation held \$47 million in restricted assets in the form of funds deposited in money market accounts, debt securities available for sale and equity securities (December 31, 2017 \$41 million). The restricted assets held in debt securities available for sale and equity securities consist primarily of assets held for the Corporation's non-qualified retirement plans and fund deposits guaranteeing possible liens or encumbrances over the title of insured properties.

**Table of Contents****Note 6 Debt securities available-for-sale**

The following tables present the amortized cost, gross unrealized gains and losses, approximate fair value, weighted average yield and contractual maturities of debt securities available-for-sale at September 30, 2018 and December 31, 2017.

| (In thousands)   | At September 30, 2018 |                        |                         |                  | Weighted average yield |
|--|-----------------------|------------------------|-------------------------|------------------|------------------------|
|  | Amortized cost        | Gross unrealized gains | Gross unrealized losses | Fair value       |                        |
| <b>U.S. Treasury securities</b>  |                       |                        |                         |                  |                        |
| Within 1 year  | \$ 3,305,842          | \$ 16                  | \$ 6,510                | \$ 3,299,348     | 1.75%                  |
| After 1 to 5 years   | 4,348,322             |                        | 76,258                  | 4,272,064        | 2.22                   |
| After 5 to 10 years  | 295,352               | 9                      | 4,811                   | 290,550          | 2.64                   |
| <b>Total U.S. Treasury securities</b>                                      | <b>7,949,516</b>      | <b>25</b>              | <b>87,579</b>           | <b>7,861,962</b> | <b>2.04</b>            |
| <b>Obligations of U.S. Government sponsored entities</b>                   |                       |                        |                         |                  |                        |
| Within 1 year  | 220,063               | 1                      | 1,081                   | 218,983          | 1.46                   |
| After 1 to 5 years   | 188,811               | 4                      | 4,004                   | 184,811          | 1.45                   |
| <b>Total obligations of U.S. Government sponsored entities</b>             | <b>408,874</b>        | <b>5</b>               | <b>5,085</b>            | <b>403,794</b>   | <b>1.45</b>            |
| <b>Obligations of Puerto Rico, States and political subdivisions</b>       |                       |                        |                         |                  |                        |
| After 1 to 5 years   | 6,861                 |                        | 182                     | 6,679            | 1.33                   |
| <b>Total obligations of Puerto Rico, States and political subdivisions</b> | <b>6,861</b>          |                        | <b>182</b>              | <b>6,679</b>     | <b>1.33</b>            |
| <b>Collateralized mortgage obligations federal agencies</b>                |                       |                        |                         |                  |                        |
| After 1 to 5 years   | 906                   |                        | 8                       | 898              | 1.92                   |
| After 5 to 10 years  | 115,854               |                        | 6,397                   | 109,457          | 1.67                   |
| After 10 years   | 681,359               | 1,208                  | 34,310                  | 648,257          | 2.10                   |
| <b>Total collateralized mortgage obligations federal agencies</b>          | <b>798,119</b>        | <b>1,208</b>           | <b>40,715</b>           | <b>758,612</b>   | <b>2.03</b>            |
| <b>Mortgage-backed securities</b>  |                       |                        |                         |                  |                        |
| Within 1 year  | 879                   | 11                     |                         | 890              | 4.46                   |
| After 1 to 5 years   | 4,748                 | 23                     | 148                     | 4,623            | 2.31                   |
| After 5 to 10 years  | 351,597               | 949                    | 11,726                  | 340,820          | 2.21                   |
| After 10 years   | 3,834,855             | 9,383                  | 174,558                 | 3,669,680        | 2.43                   |

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|   |               |           |            |               |       |
|---|---------------|-----------|------------|---------------|-------|
| Total mortgage-backed securities                        | 4,192,079     | 10,366    | 186,432    | 4,016,013     | 2.41  |
| Other   |               |           |            |               |       |
| After 5 to 10 years                                     | 556           | 1         |            | 557           | 3.62  |
| Total other   | 556           | 1         |            | 557           | 3.62  |
| Total debt securities available-for-sale <sup>[1]</sup> | \$ 13,356,005 | \$ 11,605 | \$ 319,993 | \$ 13,047,617 | 2.14% |

[1] Includes \$8.5 billion pledged to secure public and trust deposits, assets sold under agreements to repurchase, credit facilities and loan servicing agreements that the secured parties are not permitted to sell or repledge the collateral, of which \$7.6 billion serve as collateral for public funds.

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| (In thousands)   | At December 31, 2017 |                        |                         |                  | Weighted average yield |
|--|----------------------|------------------------|-------------------------|------------------|------------------------|
|  | Amortized cost       | Gross unrealized gains | Gross unrealized losses | Fair value       |                        |
| <b>U.S. Treasury securities</b>  |                      |                        |                         |                  |                        |
| Within 1 year  | \$ 1,112,791         | \$ 8                   | \$ 2,101                | \$ 1,110,698     | 1.06%                  |
| After 1 to 5 years   | 2,550,116            |                        | 26,319                  | 2,523,797        | 1.55                   |
| After 5 to 10 years  | 293,579              | 281                    | 191                     | 293,669          | 2.24                   |
| <b>Total U.S. Treasury securities</b>                                      | <b>3,956,486</b>     | <b>289</b>             | <b>28,611</b>           | <b>3,928,164</b> | <b>1.46</b>            |
| <b>Obligations of U.S. Government sponsored entities</b>                   |                      |                        |                         |                  |                        |
| Within 1 year  | 276,304              | 21                     | 818                     | 275,507          | 1.26                   |
| After 1 to 5 years   | 336,922              | 22                     | 3,518                   | 333,426          | 1.48                   |
| <b>Total obligations of U.S. Government sponsored entities</b>             | <b>613,226</b>       | <b>43</b>              | <b>4,336</b>            | <b>608,933</b>   | <b>1.38</b>            |
| <b>Obligations of Puerto Rico, States and political subdivisions</b>       |                      |                        |                         |                  |                        |
| After 1 to 5 years   | 6,668                |                        | 59                      | 6,609            | 2.30                   |
| <b>Total obligations of Puerto Rico, States and political subdivisions</b> | <b>6,668</b>         |                        | <b>59</b>               | <b>6,609</b>     | <b>2.30</b>            |
| <b>Collateralized mortgage obligations - federal agencies</b>              |                      |                        |                         |                  |                        |
| Within 1 year  | 40                   |                        |                         | 40               | 2.60                   |
| After 1 to 5 years   | 16,972               | 173                    | 75                      | 17,070           | 2.90                   |
| After 5 to 10 years  | 36,186               | 57                     | 526                     | 35,717           | 2.31                   |
| After 10 years   | 914,568              | 2,789                  | 26,431                  | 890,926          | 2.01                   |
| <b>Total collateralized mortgage obligations - federal agencies</b>        | <b>967,766</b>       | <b>3,019</b>           | <b>27,032</b>           | <b>943,753</b>   | <b>2.03</b>            |
| <b>Mortgage-backed securities</b>  |                      |                        |                         |                  |                        |
| Within 1 year  | 484                  | 8                      |                         | 492              | 4.23                   |
| After 1 to 5 years   | 14,599               | 206                    | 211                     | 14,594           | 3.50                   |
| After 5 to 10 years  | 339,161              | 2,390                  | 3,765                   | 337,786          | 2.21                   |
| After 10 years   | 4,385,368            | 19,493                 | 69,071                  | 4,335,790        | 2.46                   |
| <b>Total mortgage-backed securities</b>                                    | <b>4,739,612</b>     | <b>22,097</b>          | <b>73,047</b>           | <b>4,688,662</b> | <b>2.44</b>            |
| <b>Other</b>   |                      |                        |                         |                  |                        |
| After 5 to 10 years  | 789                  | 13                     |                         | 802              | 3.62                   |
| <b>Total other</b>   | <b>789</b>           | <b>13</b>              |                         | <b>802</b>       | <b>3.62</b>            |

|   |               |           |            |               |       |
|---|---------------|-----------|------------|---------------|-------|
| Total debt securities available-for-sale <sup>[1]</sup> | \$ 10,284,547 | \$ 25,461 | \$ 133,085 | \$ 10,176,923 | 1.96% |
|---|---------------|-----------|------------|---------------|-------|

[1] Includes \$6.6 billion pledged to secure public and trust deposits, assets sold under agreements to repurchase, credit facilities and loan servicing agreements that the secured parties are not permitted to sell or repledge the collateral, of which \$5.6 billion serve as collateral for public funds.

The weighted average yield on investment securities available-for-sale is based on amortized cost; therefore, it does not give effect to changes in fair value.

Securities not due on a single contractual maturity date, such as mortgage-backed securities and collateralized mortgage obligations, are classified based on the period of final contractual maturity. The expected maturities of collateralized mortgage obligations, mortgage-backed securities and certain other securities may differ from their contractual maturities because they may be subject to prepayments or may be called by the issuer.

There were no securities sold during the nine months ended September 30, 2018. During the nine months ended September 30, 2017, the Corporation sold obligations from the Puerto Rico government and its political subdivisions with a realized gain of \$83 thousand. The proceeds from these sales were \$14.4 million.

The following tables present the Corporation's fair value and gross unrealized losses of debt securities available-for-sale, aggregated by investment category and length of time that individual securities have been in a continuous unrealized loss position at September 30, 2018 and December 31, 2017.



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| (In thousands)  | Less than 12 months |                      | At September 30, 2018<br>12 months or more |                      | Total         |                      |
|---|---------------------|----------------------|--|----------------------|---------------|----------------------|
|   | Fair                | Gross                | Fair                                       | Gross                | Fair          | Gross                |
|   | value               | unrealized<br>losses | value                                      | unrealized<br>losses | value         | unrealized<br>losses |
| U.S. Treasury securities  | \$ 5,699,061        | \$ 57,506            | \$ 1,617,265                               | \$ 30,073            | \$ 7,316,326  | \$ 87,579            |
| Obligations of U.S. Government sponsored entities                       | 62,347              | 135                  | 340,364                                    | 4,950                | 402,711       | 5,085                |
| Obligations of Puerto Rico, States and political subdivisions           | 6,679               | 182                  |  |                      | 6,679         | 182                  |
| Collateralized mortgage obligations federal agencies                    | 122,520             | 2,481                | 576,298                                    | 38,234               | 698,818       | 40,715               |
| Mortgage-backed securities  | 973,548             | 35,262               | 2,760,024                                  | 151,170              | 3,733,572     | 186,432              |
| Total debt securities available-for-sale in an unrealized loss position | \$ 6,864,155        | \$ 95,566            | \$ 5,293,951                               | \$ 224,427           | \$ 12,158,106 | \$ 319,993           |

| (In thousands)  | Less than 12 months |                      | At December 31, 2017<br>12 months or more |                      | Total        |                      |
|---|---------------------|----------------------|---|----------------------|--------------|----------------------|
|   | Fair                | Gross                | Fair                                      | Gross                | Fair         | Gross                |
|   | value               | unrealized<br>losses | value                                     | unrealized<br>losses | value        | unrealized<br>losses |
| U.S. Treasury securities  | \$ 2,608,473        | \$ 14,749            | \$ 1,027,066                              | \$ 13,862            | \$ 3,635,539 | \$ 28,611            |
| Obligations of U.S. Government sponsored entities                       | 214,670             | 1,108                | 376,807                                   | 3,228                | 591,477      | 4,336                |
| Obligations of Puerto Rico, States and political subdivisions           | 6,609               | 59                   |   |                      | 6,609        | 59                   |
| Collateralized mortgage obligations federal agencies                    | 153,336             | 2,110                | 595,339                                   | 24,922               | 748,675      | 27,032               |
| Mortgage-backed securities  | 1,515,295           | 12,529               | 2,652,359                                 | 60,518               | 4,167,654    | 73,047               |
| Total debt securities available-for-sale in an unrealized loss position | \$ 4,498,383        | \$ 30,555            | \$ 4,651,571                              | \$ 102,530           | \$ 9,149,954 | \$ 133,085           |

As of September 30, 2018, the portfolio of available-for-sale debt securities reflects gross unrealized losses of approximately \$320 million, driven mainly by mortgage-backed securities, U.S. Treasury securities, and collateralized mortgage obligations.

Management evaluates debt securities for other-than-temporary ( OTTI ) declines in fair value on a quarterly basis. Once a decline in value is determined to be other-than-temporary, the value of a debt security is reduced and a corresponding charge to earnings is recognized for anticipated credit losses. The OTTI analysis requires management to consider various factors, which include, but are not limited to: (1) the length of time and the extent to which fair value has been less than the amortized cost basis, (2) the financial condition of the issuer or issuers, (3) actual collateral attributes, (4) the payment structure of the debt security and the likelihood of the issuer being able to make

payments, (5) any rating changes by a rating agency, (6) adverse conditions specifically related to the security, industry, or a geographic area, and (7) management's intent to sell the debt security or whether it is more likely than not that the Corporation would be required to sell the debt security before a forecasted recovery occurs.

At September 30, 2018, management performed its quarterly analysis of all debt securities in an unrealized loss position. Based on the analysis performed, management concluded that no individual debt security was other-than-temporarily impaired as of such date. At September 30, 2018, the Corporation did not have the intent to sell debt securities in an unrealized loss position and it was not more likely than not that the Corporation would have to sell the debt securities prior to recovery of their amortized cost basis.

The following table states the name of issuers, and the aggregate amortized cost and fair value of the debt securities of such issuer (includes available-for-sale and held-to-maturity debt securities), in which the aggregate amortized cost of such securities exceeds 10% of stockholders' equity. This information excludes debt securities backed by the full faith and credit of the U.S. Government. Investments in obligations issued by a state of the U.S. and its political subdivisions and agencies, which are payable and secured by the same source of revenue or taxing authority, other than the U.S. Government, are considered securities of a single issuer.

| (In thousands) | September 30, 2018 |              | December 31, 2017 |              |
|----------------|--------------------|--------------|-------------------|--------------|
|                | Amortized cost     | Fair value   | Amortized cost    | Fair value   |
| FNMA           | \$ 3,132,301       | \$ 2,993,841 | \$ 3,621,537      | \$ 3,572,474 |
| Freddie Mac    | 1,119,833          | 1,066,880    | 1,358,708         | 1,335,685    |

**Table of Contents****Note 7 Debt securities held-to-maturity**

The following tables present the amortized cost, gross unrealized gains and losses, approximate fair value, weighted average yield and contractual maturities of debt securities held-to-maturity at September 30, 2018 and December 31, 2017.

| (In thousands)   | At September 30, 2018 |                              |                               |                   | Weighted<br>average<br>yield |
|--|-----------------------|------------------------------|-------------------------------|-------------------|------------------------------|
|  | Amortized<br>cost     | Gross<br>unrealized<br>gains | Gross<br>unrealized<br>losses | Fair<br>value     |                              |
| <b>Obligations of Puerto Rico, States and political subdivisions</b>       |                       |                              |                               |                   |                              |
| Within 1 year  | \$ 3,510              | \$ 8                         | \$ 3                          | \$ 3,515          | 6.00%                        |
| After 1 to 5 years   | 16,505                | 497                          | 1                             | 17,001            | 6.07                         |
| After 5 to 10 years  | 23,885                | 1,127                        | 575                           | 24,437            | 3.61                         |
| After 10 years   | 45,221                | 3,004                        | 219                           | 48,006            | 1.87                         |
| <b>Total obligations of Puerto Rico, States and political subdivisions</b> | <b>89,121</b>         | <b>4,636</b>                 | <b>798</b>                    | <b>92,959</b>     | <b>3.28</b>                  |
| <b>Collateralized mortgage obligations - federal agencies</b>              |                       |                              |                               |                   |                              |
| After 5 to 10 years  | 56                    | 3                            |                               | 59                | 5.45                         |
| <b>Total collateralized mortgage obligations - federal agencies</b>        | <b>56</b>             | <b>3</b>                     |                               | <b>59</b>         | <b>5.45</b>                  |
| <b>Trust preferred securities</b>  |                       |                              |                               |                   |                              |
| After 10 years   | 11,561                |                              |                               | 11,561            | 6.51                         |
| <b>Total trust preferred securities</b>                                    | <b>11,561</b>         |                              |                               | <b>11,561</b>     | <b>6.51</b>                  |
| <b>Other</b>   |                       |                              |                               |                   |                              |
| After 1 to 5 years   | 500                   |                              | 5                             | 495               | 2.97                         |
| <b>Total other</b>   | <b>500</b>            |                              | <b>5</b>                      | <b>495</b>        | <b>2.97</b>                  |
| <b>Total debt securities held-to-maturity<sup>[1]</sup></b>                | <b>\$ 101,238</b>     | <b>\$ 4,639</b>              | <b>\$ 803</b>                 | <b>\$ 105,074</b> | <b>3.65%</b>                 |

[1] Includes \$89.1 million pledged to secure public and trust deposits that the secured parties are not permitted to sell or repledge the collateral.

At December 31, 2017  
Gross      Gross      Weighted

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| (In thousands)   | Amortized<br>cost | unrealized<br>gains | unrealized<br>losses | Fair<br>value    | average<br>yield |
|--|-------------------|---------------------|----------------------|------------------|------------------|
| Obligations of Puerto Rico, States and political subdivisions              |                   |                     |                      |                  |                  |
| Within 1 year  | \$ 3,295          | \$                  | \$ 79                | \$ 3,216         | 5.96%            |
| After 1 to 5 years   | 15,485            |                     | 4,143                | 11,342           | 6.05             |
| After 5 to 10 years  | 29,240            |                     | 8,905                | 20,335           | 3.89             |
| After 10 years   | 44,734            | 3,834               | 222                  | 48,346           | 1.93             |
| <b>Total obligations of Puerto Rico, States and political subdivisions</b> | <b>92,754</b>     | <b>3,834</b>        | <b>13,349</b>        | <b>83,239</b>    | <b>3.38</b>      |
| Collateralized mortgage obligations - federal agencies                     |                   |                     |                      |                  |                  |
| After 5 to 10 years  | 67                | 4                   |                      | 71               | 5.45             |
| <b>Total collateralized mortgage obligations - federal agencies</b>        | <b>67</b>         | <b>4</b>            |                      | <b>71</b>        | <b>5.45</b>      |
| Trust preferred securities   |                   |                     |                      |                  |                  |
| After 5 to 10 years  | 1,637             |                     |                      | 1,637            | 8.33             |
| After 10 years   | 11,561            |                     |                      | 11,561           | 6.51             |
| <b>Total trust preferred securities</b>                                    | <b>13,198</b>     |                     |                      | <b>13,198</b>    | <b>6.73</b>      |
| Other  |                   |                     |                      |                  |                  |
| Within 1 year  | 500               |                     | 7                    | 493              | 1.96             |
| After 1 to 5 years   | 500               |                     |                      | 500              | 2.97             |
| <b>Total other</b>   | <b>1,000</b>      |                     | <b>7</b>             | <b>993</b>       | <b>2.47</b>      |
| <b>Total debt securities held-to-maturity<sup>[1]</sup></b>                | <b>\$ 107,019</b> | <b>\$ 3,838</b>     | <b>\$ 13,356</b>     | <b>\$ 97,501</b> | <b>3.79%</b>     |

[1] Includes \$92.8 million pledged to secure public and trust deposits that the secured parties are not permitted to sell or repledge the collateral.

Debt securities not due on a single contractual maturity date, such as collateralized mortgage obligations, are classified in the period of final contractual maturity. The expected maturities of collateralized mortgage obligations and certain other securities may differ from their contractual maturities because they may be subject to prepayments or may be called by the issuer.

The following tables present the Corporation's fair value and gross unrealized losses of debt securities held-to-maturity, aggregated by investment category and length of time that individual securities have been in a continuous unrealized loss position, at September 30, 2018 and December 31, 2017.

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| (In thousands)   | At September 30, 2018 |                         |                   |                         |                  |                         |
|--|-----------------------|-------------------------|-------------------|-------------------------|------------------|-------------------------|
|  | Less than 12 months   |                         | 12 months or more |                         | Total            |                         |
|  | Fair value            | Gross unrealized losses | Fair value        | Gross unrealized losses | Fair value       | Gross unrealized losses |
| Obligations of Puerto Rico, States and political subdivisions                | \$ 17,359             | \$ 219                  | \$ 14,431         | \$ 579                  | \$ 31,790        | \$ 798                  |
| Other  |                       |                         | 495               | 5                       | 495              | 5                       |
| <b>Total debt securities held-to-maturity in an unrealized loss position</b> | <b>\$ 17,359</b>      | <b>\$ 219</b>           | <b>\$ 14,926</b>  | <b>\$ 584</b>           | <b>\$ 32,285</b> | <b>\$ 803</b>           |

| (In thousands)   | At December 31, 2017 |                         |                   |                         |                  |                         |
|--|----------------------|-------------------------|-------------------|-------------------------|------------------|-------------------------|
|  | Less than 12 months  |                         | 12 months or more |                         | Total            |                         |
|  | Fair value           | Gross unrealized losses | Fair value        | Gross unrealized losses | Fair value       | Gross unrealized losses |
| Obligations of Puerto Rico, States and political subdivisions                | \$                   | \$                      | \$ 35,696         | \$ 13,349               | \$ 35,696        | \$ 13,349               |
| Other  |                      |                         | 743               | 7                       | 743              | 7                       |
| <b>Total debt securities held-to-maturity in an unrealized loss position</b> | <b>\$</b>            | <b>\$</b>               | <b>\$ 36,439</b>  | <b>\$ 13,356</b>        | <b>\$ 36,439</b> | <b>\$ 13,356</b>        |

As indicated in Note 6 to these Consolidated Financial Statements, management evaluates debt securities for OTTI declines in fair value on a quarterly basis.

The Obligations of Puerto Rico, States and political subdivisions classified as held-to-maturity at September 30, 2018 are primarily associated with securities issued by municipalities of Puerto Rico and are generally not rated by a credit rating agency. This includes \$45 million of general and special obligation bonds issued by three municipalities of Puerto Rico, which are payable primarily from, and have a lien on, certain property taxes imposed by the issuing municipality. In the case of general obligations, they also benefit from a pledge of the full faith, credit and unlimited taxing power of the issuing municipality and issuing municipalities are required by law to levy property taxes in an amount sufficient for the payment of debt service on such general obligations bonds.

The portfolio also includes \$44 million in securities for which the underlying source of payment is not the central government, but in which a government instrumentality provides a guarantee in the event of default. The Corporation performs periodic credit quality reviews on these issuers. Based on the quarterly analysis performed, management concluded that no individual debt security held-to-maturity was other-than-temporarily impaired at September 30, 2018. Further deterioration of the Puerto Rico economy or of the fiscal crisis of the Government of Puerto Rico (including if any of the issuing municipalities become subject to a debt restructuring proceeding under PROMESA) could further affect the value of these securities, resulting in losses to the Corporation. The Corporation does not have the intent to sell debt securities held-to-maturity and it is more likely than not that the Corporation will not have to sell these investment securities prior to recovery of their amortized cost basis.

Refer to Note 22 for additional information on the Corporation's exposure to the Puerto Rico Government.



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**Table of Contents****Note 8 Loans**

For a summary of the accounting policies related to loans, interest recognition and allowance for loan losses refer to Note 3 - Summary of significant accounting policies of the 2017 Form 10-K.

The Corporation has presented the loans covered by the loss-sharing agreements with the FDIC separately as covered loans since the risk of loss was significantly different than those not covered under the loss-sharing agreements, due to the loss protection provided by the FDIC. As discussed in Note 10, on May 22, 2018, the Corporation entered into a Termination Agreement with the FDIC to terminate all loss-share arrangements in connection with the Westernbank FDIC-assisted transaction. As a result of the Termination Agreement, assets that were covered by the loss share agreement, including covered loans in the amount of approximately \$514.6 million as of March 31, 2018, were reclassified as non-covered. The Corporation now recognizes entirely all future credit losses, expenses, gains, and recoveries related to the formerly covered assets with no offset due to or from the FDIC.

As previously disclosed in Note 4, as a result of the Reliable Transaction completed on August 1, 2018, Popular Auto, LLC, acquired approximately \$1.6 billion in retail auto loans and \$341 million in primarily auto-related commercial loans. These loans are included in the information presented in this note.

During the quarter and nine months ended September 30, 2018, the Corporation recorded purchases (including repurchases) of mortgage loans amounting to \$147 million and \$480 million, respectively and consumer loans of \$48 million and \$152 million, respectively. During the quarter and nine months ended September 30, 2017, the Corporation recorded purchases (including repurchases) of mortgage loans amounting to \$104 million and \$364 million, respectively; consumer loans of \$133 million and \$283 million, respectively; and leases of \$2 million, for the nine months ended September 30, 2017.

The Corporation performed whole-loan sales involving approximately \$19 million and \$45 million of residential mortgage loans during the quarter and nine months ended September 30, 2018, respectively (September 30, 2017 - \$9 million and \$63 million, respectively). Also, the Corporation securitized approximately \$110 million and \$320 million of mortgage loans into Government National Mortgage Association ( GNMA ) mortgage-backed securities during the quarter and nine months ended September 30, 2018, respectively (September 30, 2017 - \$86 million and \$369 million, respectively). Furthermore, the Corporation securitized approximately \$26 million and \$72 million of mortgage loans into Federal National Mortgage Association ( FNMA ) mortgage-backed securities during the quarter and nine months ended September 30, 2018, respectively (September 30, 2017 - \$21 million and \$86 million, respectively).

*Delinquency status*

The following table presents the composition of loans held-in-portfolio ( HIP ), net of unearned income, by past due status, and by loan class including those that are in non-performing status or that are accruing interest but are past due 90 days or more at September 30, 2018 and December 31, 2017.

**Table of Contents**September 30, 2018  
Puerto Rico

| (In thousands)              | 30-59<br>days     | Past due          |                     |                      | Total<br>past due    | Current              | Loans HIP         | Past due 90 days or<br>more      |  |
|-----------------------------|-------------------|-------------------|---------------------|----------------------|----------------------|----------------------|-------------------|----------------------------------|--|
|                             |                   | 60-89<br>days     | 90 days<br>or more  | Non-accrual<br>loans |                      |                      |                   | Accruing<br>loans <sup>[1]</sup> |  |
| Commercial multi-family     | \$ 466            | \$ 242            | \$ 2,061            | \$ 2,769             | \$ 145,459           | \$ 148,228           | \$ 577            | \$                               |  |
| Commercial real estate:     |                   |                   |                     |                      |                      |                      |                   |                                  |  |
| Non-owner occupied          | 34,587            | 1,612             | 86,831              | 123,030              | 2,234,301            | 2,357,331            | 29,288            |                                  |  |
| Owner occupied              | 12,947            | 3,260             | 120,401             | 136,608              | 1,598,897            | 1,735,505            | 93,192            |                                  |  |
| Commercial and industrial   | 8,313             | 503               | 48,425              | 57,241               | 3,109,171            | 3,166,412            | 48,214            | 211                              |  |
| Construction                | 2,306             |                   | 1,829               | 4,135                | 73,658               | 77,793               | 1,829             |                                  |  |
| Mortgage                    | 285,917           | 136,265           | 1,215,269           | 1,637,451            | 4,893,825            | 6,531,276            | 348,779           | 735,454                          |  |
| Leasing                     | 7,416             | 2,259             | 3,009               | 12,684               | 890,856              | 903,540              | 3,009             |                                  |  |
| Consumer:                   |                   |                   |                     |                      |                      |                      |                   |                                  |  |
| Credit cards                | 9,515             | 6,178             | 16,768              | 32,461               | 1,005,372            | 1,037,833            |                   | 16,768                           |  |
| Home equity lines of credit | 159               | 391               | 107                 | 657                  | 4,824                | 5,481                | 11                | 96                               |  |
| Personal                    | 12,609            | 7,162             | 19,780              | 39,551               | 1,203,845            | 1,243,396            | 18,939            | 1                                |  |
| Auto                        | 53,347            | 10,783            | 22,165              | 86,295               | 2,382,315            | 2,468,610            | 22,097            | 68                               |  |
| Other                       | 443               | 92                | 15,344              | 15,879               | 132,069              | 147,948              | 14,868            | 476                              |  |
| <b>Total</b>                | <b>\$ 428,025</b> | <b>\$ 168,747</b> | <b>\$ 1,551,989</b> | <b>\$ 2,148,761</b>  | <b>\$ 17,674,592</b> | <b>\$ 19,823,353</b> | <b>\$ 580,803</b> | <b>\$ 753,074</b>                |  |

[1] Loans HIP of \$218 million accounted for under ASC Subtopic 310-30 are excluded from the above table as they are considered to be performing due to the application of the accretion method, in which these loans will accrete interest income over the remaining life of the loans using estimated cash flow analysis.

September 30, 2018  
Popular U.S.

| (In thousands)          | 30-59<br>days | Past due      |                    |                      | Total<br>past due | Current      | Loans HIP | Past due 90<br>days or<br>more   |  |
|-------------------------|---------------|---------------|--------------------|----------------------|-------------------|--------------|-----------|----------------------------------|--|
|                         |               | 60-89<br>days | 90 days<br>or more | Non-accrual<br>loans |                   |              |           | Accruing<br>loans <sup>[1]</sup> |  |
| Commercial multi-family | \$ 2,581      | \$ 17         | \$                 | \$ 2,598             | \$ 1,325,974      | \$ 1,328,572 | \$        | \$                               |  |
| Commercial real estate: |               |               |                    |                      |                   |              |           |                                  |  |
| Non-owner occupied      |               | 13,993        | 365                | 14,358               | 1,885,035         | 1,899,393    | 365       |                                  |  |
| Owner occupied          | 1,578         | 618           | 389                | 2,585                | 285,820           | 288,405      | 389       |                                  |  |



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|                             |           |           |            |            |              |              |           |    |
|-----------------------------|-----------|-----------|------------|------------|--------------|--------------|-----------|----|
| Commercial and industrial   | 1,350     | 2,036     | 86,220     | 89,606     | 980,255      | 1,069,861    | 660       |    |
| Construction                | 20,588    |           | 17,866     | 38,454     | 827,118      | 865,572      | 17,866    |    |
| Mortgage                    | 932       | 3,112     | 12,306     | 16,350     | 756,544      | 772,894      | 12,306    |    |
| Legacy                      | 23        | 269       | 3,403      | 3,695      | 23,871       | 27,566       | 3,403     |    |
| Consumer:                   |           |           |            |            |              |              |           |    |
| Credit cards                | 1         |           | 5          | 6          | 57           | 63           | 5         |    |
| Home equity lines of credit | 1,739     | 594       | 13,938     | 16,271     | 129,274      | 145,545      | 13,938    |    |
| Personal                    | 2,164     | 1,778     | 2,753      | 6,695      | 283,966      | 290,661      | 2,753     |    |
| Other                       |           | 4         |            | 4          | 279          | 283          |           |    |
| Total                       | \$ 30,956 | \$ 22,421 | \$ 137,245 | \$ 190,622 | \$ 6,498,193 | \$ 6,688,815 | \$ 51,685 | \$ |

[1] Loans HIP of \$86 million accounted for under ASC Subtopic 310-30 are excluded from the above table as they are considered to be performing due to the application of the accretion method, in which these loans will accrete interest income over the remaining life of the loans using estimated cash flow analysis.

**Table of Contents**September 30, 2018  
Popular, Inc.

| (In thousands)              | 30-59<br>days     | Past due          |                     | Total<br>past due   | Current              | Loans HIP <sup>[3]</sup><br>[4] | Past due 90 days or<br>more |                                  |
|-----------------------------|-------------------|-------------------|---------------------|---------------------|----------------------|---------------------------------|-----------------------------|----------------------------------|
|                             |                   | 60-89<br>days     | 90 days<br>or more  |                     |                      |                                 | Non-accrual<br>loans        | Accruing<br>loans <sup>[5]</sup> |
| Commercial multi-family     | \$ 3,047          | \$ 259            | \$ 2,061            | \$ 5,367            | \$ 1,471,433         | \$ 1,476,800                    | \$ 577                      | \$                               |
| Commercial real estate:     |                   |                   |                     |                     |                      |                                 |                             |                                  |
| Non-owner occupied          | 34,587            | 15,605            | 87,196              | 137,388             | 4,119,336            | 4,256,724                       | 29,653                      |                                  |
| Owner occupied              | 14,525            | 3,878             | 120,790             | 139,193             | 1,884,717            | 2,023,910                       | 93,581                      |                                  |
| Commercial and industrial   | 9,663             | 2,539             | 134,645             | 146,847             | 4,089,426            | 4,236,273                       | 48,874                      | 211                              |
| Construction                | 22,894            |                   | 19,695              | 42,589              | 900,776              | 943,365                         | 19,695                      |                                  |
| Mortgage <sup>[1]</sup>     | 286,849           | 139,377           | 1,227,575           | 1,653,801           | 5,650,369            | 7,304,170                       | 361,085                     | 735,454                          |
| Leasing                     | 7,416             | 2,259             | 3,009               | 12,684              | 890,856              | 903,540                         | 3,009                       |                                  |
| Legacy <sup>[2]</sup>       | 23                | 269               | 3,403               | 3,695               | 23,871               | 27,566                          | 3,403                       |                                  |
| Consumer:                   |                   |                   |                     |                     |                      |                                 |                             |                                  |
| Credit cards                | 9,516             | 6,178             | 16,773              | 32,467              | 1,005,429            | 1,037,896                       | 5                           | 16,768                           |
| Home equity lines of credit | 1,898             | 985               | 14,045              | 16,928              | 134,098              | 151,026                         | 13,949                      | 96                               |
| Personal                    | 14,773            | 8,940             | 22,533              | 46,246              | 1,487,811            | 1,534,057                       | 21,692                      | 1                                |
| Auto                        | 53,347            | 10,783            | 22,165              | 86,295              | 2,382,315            | 2,468,610                       | 22,097                      | 68                               |
| Other                       | 443               | 96                | 15,344              | 15,883              | 132,348              | 148,231                         | 14,868                      | 476                              |
| <b>Total</b>                | <b>\$ 458,981</b> | <b>\$ 191,168</b> | <b>\$ 1,689,234</b> | <b>\$ 2,339,383</b> | <b>\$ 24,172,785</b> | <b>\$ 26,512,168</b>            | <b>\$ 632,488</b>           | <b>\$ 753,074</b>                |

[1] It is the Corporation's policy to report delinquent residential mortgage loans insured by FHA or guaranteed by the VA as accruing loans past due 90 days or more as opposed to non-performing since the principal repayment is insured.

[2] The legacy portfolio is comprised of commercial loans, construction loans and lease financings related to certain lending products exited by the Corporation as part of restructuring efforts carried out in prior years at the Popular U.S. segment.

[3] Loans held-in-portfolio are net of \$150 million in unearned income and exclude \$52 million in loans held-for-sale.

[4] Includes \$7.2 billion pledged to secure credit facilities and public funds that the secured parties are not permitted to sell or repledge the collateral, of which \$4.7 billion were pledged at the Federal Home Loan Bank ( FHLB ) as collateral for borrowings, \$2.1 billion at the Federal Reserve Bank ( FRB ) for discount window borrowings and \$0.4 billion serve as collateral for public funds.

[5] Loans HIP of \$304 million accounted for under ASC Subtopic 310-30 are excluded from the above table as they are considered to be performing due to the application of the accretion method, in which these loans will accrete interest income over the remaining life of the loans using estimated cash flow analysis.

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| December 31, 2017           |                   |                   |                     |                     |                      |                          |                          |                                  |
|-----------------------------|-------------------|-------------------|---------------------|---------------------|----------------------|--------------------------|--------------------------|----------------------------------|
| Puerto Rico                 |                   |                   |                     |                     |                      |                          |                          |                                  |
| (In thousands)              | Past due          |                   |                     | Total<br>past due   | Current              | Non-covered<br>loans HIP | Past due 90 days or more |                                  |
|                             | 30-59<br>days     | 60-89<br>days     | 90 days<br>or more  |                     |                      |                          | Non-accrual<br>loans     | Accruing<br>loans <sup>[1]</sup> |
| Commercial multi-family     | \$                | \$ 426            | \$ 1,210            | \$ 1,636            | \$ 144,763           | \$ 146,399               | \$ 1,115                 | \$                               |
| Commercial real estate:     |                   |                   |                     |                     |                      |                          |                          |                                  |
| Non-owner occupied          | 39,617            | 131               | 28,045              | 67,793              | 2,336,766            | 2,404,559                | 18,866                   |                                  |
| Owner occupied              | 7,997             | 2,291             | 123,929             | 134,217             | 1,689,397            | 1,823,614                | 101,068                  |                                  |
| Commercial and industrial   | 3,556             | 1,251             | 40,862              | 45,669              | 2,845,658            | 2,891,327                | 40,177                   | 685                              |
| Construction                |                   |                   | 170                 | 170                 | 95,199               | 95,369                   |                          |                                  |
| Mortgage                    | 217,890           | 77,833            | 1,596,763           | 1,892,486           | 4,684,293            | 6,576,779                | 306,697                  | 1,204,691                        |
| Leasing                     | 10,223            | 1,490             | 2,974               | 14,687              | 795,303              | 809,990                  | 2,974                    |                                  |
| Consumer:                   |                   |                   |                     |                     |                      |                          |                          |                                  |
| Credit cards                | 7,319             | 4,464             | 18,227              | 30,010              | 1,063,211            | 1,093,221                |                          | 18,227                           |
| Home equity lines of credit | 438               | 395               | 257                 | 1,090               | 4,997                | 6,087                    |                          | 257                              |
| Personal                    | 13,926            | 6,857             | 19,981              | 40,764              | 1,181,548            | 1,222,312                | 19,460                   | 141                              |
| Auto                        | 24,405            | 5,197             | 5,466               | 35,068              | 815,745              | 850,813                  | 5,466                    |                                  |
| Other                       | 537               | 444               | 16,765              | 17,746              | 139,842              | 157,588                  | 15,617                   | 1,148                            |
| <b>Total</b>                | <b>\$ 325,908</b> | <b>\$ 100,779</b> | <b>\$ 1,854,649</b> | <b>\$ 2,281,336</b> | <b>\$ 15,796,722</b> | <b>\$ 18,078,058</b>     | <b>\$ 511,440</b>        | <b>\$ 1,225,149</b>              |

[1] Non-covered loans HIP of \$118 million accounted for under ASC Subtopic 310-30 are excluded from the above table as they are considered to be performing due to the application of the accretion method, in which these loans will accrete interest income over the remaining life of the loans using estimated cash flow analysis.

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| December 31, 2017           |                  |                  |                   |                       |                     |                     |                          |           |                               |
|-----------------------------|------------------|------------------|-------------------|-----------------------|---------------------|---------------------|--------------------------|-----------|-------------------------------|
| Popular U.S.                |                  |                  |                   |                       |                     |                     |                          |           |                               |
| (In thousands)              | 30-59 days       | Past due         |                   |                       | Total past due      | Current             | Past due 90 days or more |           | Accruing loans <sup>[1]</sup> |
|                             |                  | 60-89 days       | 90 days or more   | Non-covered loans HIP |                     |                     | Non-accrual loans        |           |                               |
| Commercial multi-family     | \$ 395           | \$               | \$ 784            | \$ 1,179              | \$ 1,209,514        | \$ 1,210,693        | \$ 784                   | \$        |                               |
| Commercial real estate:     |                  |                  |                   |                       |                     |                     |                          |           |                               |
| Non-owner occupied          | 4,028            | 1,186            | 1,599             | 6,813                 | 1,681,498           | 1,688,311           | 1,599                    |           |                               |
| Owner occupied              | 2,684            |                  | 862               | 3,546                 | 315,429             | 318,975             | 862                      |           |                               |
| Commercial and industrial   | 1,121            | 5,278            | 97,427            | 103,826               | 901,157             | 1,004,983           | 594                      |           |                               |
| Construction                |                  |                  |                   |                       | 784,660             | 784,660             |                          |           |                               |
| Mortgage                    | 13,453           | 6,148            | 14,852            | 34,453                | 659,175             | 693,628             | 14,852                   |           |                               |
| Legacy                      | 291              | 417              | 3,039             | 3,747                 | 29,233              | 32,980              | 3,039                    |           |                               |
| Consumer:                   |                  |                  |                   |                       |                     |                     |                          |           |                               |
| Credit cards                | 3                | 2                | 11                | 16                    | 84                  | 100                 | 11                       |           |                               |
| Home equity lines of credit | 4,653            | 3,675            | 14,997            | 23,325                | 158,760             | 182,085             | 14,997                   |           |                               |
| Personal                    | 3,342            | 2,149            | 2,779             | 8,270                 | 289,732             | 298,002             | 2,779                    |           |                               |
| Other                       |                  |                  |                   |                       | 319                 | 319                 |                          |           |                               |
| <b>Total</b>                | <b>\$ 29,970</b> | <b>\$ 18,855</b> | <b>\$ 136,350</b> | <b>\$ 185,175</b>     | <b>\$ 6,029,561</b> | <b>\$ 6,214,736</b> | <b>\$ 39,517</b>         | <b>\$</b> |                               |

[1] Non-covered loans HIP of \$97 million accounted for under ASC Subtopic 310-30 are excluded from the above table as they are considered to be performing due to the application of the accretion method, in which these loans will accrete interest income over the remaining life of the loans using estimated cash flow analysis.

| December 31, 2017       |            |            |                 |   |                |              |                          |     |                               |
|-------------------------|------------|------------|-----------------|---|----------------|--------------|--------------------------|-----|-------------------------------|
| Popular, Inc.           |            |            |                 |   |                |              |                          |     |                               |
| (In thousands)          | 30-59 days | Past due   |                 |   | Total past due | Current      | Past due 90 days or more |     | Accruing loans <sup>[5]</sup> |
|                         |            | 60-89 days | 90 days or more | Non-covered loans HIP <sup>[3]</sup><br>[4] |                |              | Non-accrual loans        |     |                               |
| Commercial multi-family | \$ 395     | \$ 426     | \$ 1,994        | \$ 2,815                                    | \$ 1,354,277   | \$ 1,357,092 | \$ 1,899                 | \$  |                               |
| Commercial real estate: |            |            |                 |   |                |              |                          |     |                               |
| Non-owner occupied      | 43,645     | 1,317      | 29,644          | 74,606                                      | 4,018,264      | 4,092,870    | 20,465                   |     |                               |
| Owner occupied          | 10,681     | 2,291      | 124,791         | 137,763                                     | 2,004,826      | 2,142,589    | 101,930                  |     |                               |
|                         | 4,677      | 6,529      | 138,289         | 149,495                                     | 3,746,815      | 3,896,310    | 40,771                   | 685 |                               |

|                             |            |            |              |              |               |               |            |              |  |
|-----------------------------|------------|------------|--------------|--------------|---------------|---------------|------------|--------------|--|
| Commercial and industrial   |            |            |              |              |               |               |            |              |  |
| Construction                |            |            | 170          | 170          | 879,859       | 880,029       |            |              |  |
| Mortgage <sup>[1]</sup>     | 231,343    | 83,981     | 1,611,615    | 1,926,939    | 5,343,468     | 7,270,407     | 321,549    | 1,204,691    |  |
| Leasing                     | 10,223     | 1,490      | 2,974        | 14,687       | 795,303       | 809,990       | 2,974      |              |  |
| Legacy <sup>[2]</sup>       | 291        | 417        | 3,039        | 3,747        | 29,233        | 32,980        | 3,039      |              |  |
| Consumer:                   |            |            |              |              |               |               |            |              |  |
| Credit cards                | 7,322      | 4,466      | 18,238       | 30,026       | 1,063,295     | 1,093,321     | 11         | 18,227       |  |
| Home equity lines of credit | 5,091      | 4,070      | 15,254       | 24,415       | 163,757       | 188,172       | 14,997     | 257          |  |
| Personal                    | 17,268     | 9,006      | 22,760       | 49,034       | 1,471,280     | 1,520,314     | 22,239     | 141          |  |
| Auto                        | 24,405     | 5,197      | 5,466        | 35,068       | 815,745       | 850,813       | 5,466      |              |  |
| Other                       | 537        | 444        | 16,765       | 17,746       | 140,161       | 157,907       | 15,617     | 1,148        |  |
| Total                       | \$ 355,878 | \$ 119,634 | \$ 1,990,999 | \$ 2,466,511 | \$ 21,826,283 | \$ 24,292,794 | \$ 550,957 | \$ 1,225,149 |  |

- [1] It is the Corporation's policy to report delinquent residential mortgage loans insured by FHA or guaranteed by the VA as accruing loans past due 90 days or more as opposed to non-performing since the principal repayment is insured.
- [2] The legacy portfolio is comprised of commercial loans, construction loans and lease financings related to certain lending products exited by the Corporation as part of restructuring efforts carried out in prior years at the Popular U.S. segment.
- [3] Loans held-in-portfolio are net of \$131 million in unearned income and exclude \$132 million in loans held-for-sale.
- [4] Includes \$7.1 billion pledged to secure credit facilities and public funds that the secured parties are not permitted to sell or repledge the collateral, of which \$4.6 billion were pledged at the FHLB as collateral for borrowings, \$2.0 billion at the FRB for discount window borrowings and \$0.5 billion serve as collateral for public funds.
- [5] Non-covered loans HIP of \$215 million accounted for under ASC Subtopic 310-30 are excluded from the above table as they are considered to be performing due to the application of the accretion method, in which these loans will accrete interest income over the remaining life of the loans using estimated cash flow analysis.

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At September 30, 2018, mortgage loans held-in-portfolio include \$1.4 billion of loans insured by the Federal Housing Administration (FHA), or guaranteed by the U.S. Department of Veterans Affairs (VA) of which \$739 million are 90 days or more past due, including \$195 million of loans rebooked under the GNMA buyback option, discussed below (December 31, 2017 \$1.8 billion, \$1.2 billion and \$840 million, respectively). Within this portfolio, loans in a delinquency status of 90 days or more are reported as accruing loans as opposed to non-performing since the principal repayment is insured. These balances include \$238 million of residential mortgage loans in Puerto Rico that are no longer accruing interest as of September 30, 2018 (December 31, 2017 - \$178 million). Additionally, the Corporation has approximately \$53 million in reverse mortgage loans in Puerto Rico which are guaranteed by FHA, but which are currently not accruing interest at September 30, 2018 (December 31, 2017 \$58 million).

Loans with a delinquency status of 90 days past due as of September 30, 2018 include \$195 million in loans previously pooled into GNMA securities (December 31, 2017 \$840 million). Under the GNMA program, issuers such as BPPR have the option but not the obligation to repurchase loans that are 90 days or more past due. For accounting purposes, these loans subject to the repurchase option are required to be reflected on the financial statements of the Bank with an offsetting liability.

*Covered loans*

The following table presents the composition of covered loans held-in-portfolio by past due status, and by loan class that are in non-performing status or are accruing interest but are past due 90 days or more at December 31, 2017.

| (In thousands)                           | December 31, 2017 |                 |                    |                  |                   | Current           | Past due 90 days or more            |                      |                   |
|--|-------------------|-----------------|--------------------|------------------|-------------------|-------------------|-------------------------------------|----------------------|-------------------|
|  | Past due          |                 |                    |                  | Total<br>past due |                   | Covered<br>loans HIP <sup>[2]</sup> | Non-accrual<br>loans | Accruing<br>loans |
|  | 30-59<br>days     | 60-89<br>days   | 90 days<br>or more | Total            |                   |                   |                                     |                      |                   |
| Mortgage                                 | \$ 16,640         | \$ 5,453        | \$ 59,018          | \$ 81,111        | \$ 421,818        | \$ 502,929        | \$ 3,165                            | \$                   |                   |
| Consumer                                 | 518               | 147             | 988                | 1,653            | 12,692            | 14,345            | 188                                 |                      |                   |
| <b>Total covered loans<sup>[1]</sup></b> | <b>\$ 17,158</b>  | <b>\$ 5,600</b> | <b>\$ 60,006</b>   | <b>\$ 82,764</b> | <b>\$ 434,510</b> | <b>\$ 517,274</b> | <b>\$ 3,353</b>                     | <b>\$</b>            |                   |

[1] Covered loans accounted for under ASC Subtopic 310-30 are excluded from the above table as they are considered to be performing due to the application of the accretion method, in which these loans will accrete interest income over the remaining life of the loans using estimated cash flow analyses.

[2] Includes \$279 million pledged to secure credit facilities at the FHLB which are not permitted to sell or repledge the collateral.

*Loans acquired with deteriorated credit quality accounted for under ASC 310-30*

The following provides information of loans acquired with evidence of credit deterioration as of the acquisition date, accounted for under the guidance of ASC 310-30.

The outstanding principal balance of acquired loans accounted pursuant to ASC Subtopic 310-30, amounted to \$2.3 billion at September 30, 2018 (December 31, 2017 \$2.5 billion). The carrying amount of these loans consisted of loans determined to be impaired at the time of acquisition, which are accounted for in accordance with ASC Subtopic 310-30 (credit impaired loans), and loans that were considered to be performing at the acquisition date, accounted for

by analogy to ASC Subtopic 310-30 ( non-credit impaired loans ).

The following table provides the carrying amount of acquired loans accounted for under ASC 310-30 by portfolio at September 30, 2018 and December 31, 2017.

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| (In thousands)                    | Carrying amount    |                   |
|-----------------------------------|--------------------|-------------------|
|                                   | September 30, 2018 | December 31, 2017 |
| Commercial real estate            | \$ 876,521         | \$ 923,424        |
| Commercial and industrial         | 86,000             | 88,130            |
| Construction                      |                    | 170               |
| Mortgage                          | 1,012,789          | 1,079,611         |
| Consumer                          | 15,312             | 17,658            |
| Carrying amount                   | 1,990,622          | 2,108,993         |
| Allowance for loan losses         | (168,559)          | (119,505)         |
| Carrying amount, net of allowance | \$ 1,822,063       | \$ 1,989,488      |

At September 30, 2018, none of the acquired loans accounted for under ASC Subtopic 310-30 were considered non-performing loans. Therefore, interest income, through accretion of the difference between the carrying amount of the loans and the expected cash flows, was recognized on all acquired loans.

Changes in the carrying amount and the accretable yield for the loans accounted pursuant to the ASC Subtopic 310-30, for the quarters and the nine months ended September 30, 2018 and 2017, were as follows:

| (In thousands)                         | Carrying amount of acquired loans accounted for pursuant to ASC 310-30 |                    |                           |                    |
|--|--|--------------------|---------------------------|--------------------|
|  | For the quarter ended  |                    | For the nine months ended |                    |
|  | September 30, 2018   | September 30, 2017 | September 30, 2018        | September 30, 2017 |
| Beginning balance                      | \$ 2,033,457   | \$ 2,168,664       | \$ 2,108,993              | \$ 2,301,024       |
| Additions                              | 3,062  | 4,792              | 8,334                     | 14,671             |
| Accretion                              | 38,886   | 42,735             | 121,752                   | 133,373            |
| Collections / loan sales / charge-offs | (84,783)   | (82,245)           | (248,457)                 | (315,122)          |
| Ending balance <sup>[1]</sup>          | \$ 1,990,622   | \$ 2,133,946       | \$ 1,990,622              | \$ 2,133,946       |
| Allowance for loan losses              | (168,559)  | (138,030)          | (168,559)                 | (138,030)          |
| Ending balance, net of ALLL            | \$ 1,822,063   | \$ 1,995,916       | \$ 1,822,063              | \$ 1,995,916       |

[1] At September 30, 2018, includes \$1.5 billion of loans considered non-credit impaired at the acquisition date (September 30, 2017 - \$1.6 billion).

| (In thousands)    | Activity in the accretable yield of acquired loans accounted for pursuant to ASC 310-30 |                    |                           |                    |
|-------------------|---|--------------------|---------------------------|--------------------|
|                   | For the quarter ended   |                    | For the nine months ended |                    |
|                   | September 30, 2018  | September 30, 2017 | September 30, 2018        | September 30, 2017 |
| Beginning balance | \$ 1,178,042  | \$ 1,245,672       | \$ 1,214,488              | \$ 1,288,983       |
| Additions         | 315   | 2,882              | 3,752                     | 8,737              |



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|                               |              |              |              |              |
|-------------------------------|--------------|--------------|--------------|--------------|
| Accretion                     | (38,886)     | (42,735)     | (121,752)    | (133,373)    |
| Change in expected cash flows | (16,739)     | (6,475)      | 26,244       | 34,997       |
| Ending balance <sup>[1]</sup> | \$ 1,122,732 | \$ 1,199,344 | \$ 1,122,732 | \$ 1,199,344 |

[1] At September 30, 2018, includes \$0.8 billion of loans considered non-credit impaired at the acquisition date (September 30, 2017 - \$0.9 billion).

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**Table of Contents****Note 9 Allowance for loan losses**

The Corporation follows a systematic methodology to establish and evaluate the adequacy of the allowance for loan losses ( ALLL ) to provide for inherent losses in the loan portfolio. This methodology includes the consideration of factors such as current economic conditions, portfolio risk characteristics, prior loss experience and results of periodic credit reviews of individual loans. The provision for loan losses charged to current operations is based on this methodology. Loan losses are charged and recoveries are credited to the ALLL.

The Corporation's assessment of the ALLL is determined in accordance with the guidance of loss contingencies in ASC Subtopic 450-20 and loan impairment guidance in ASC Section 310-10-35. Also, the Corporation determines the ALLL on purchased impaired loans and purchased loans accounted for under ASC Subtopic 310-30, by evaluating decreases in expected cash flows after the acquisition date.

The accounting guidance provides for the recognition of a loss allowance for groups of homogeneous loans. The determination of the general ALLL includes the following principal factors:

Base net loss rates, which are based on the moving average of annualized net loss rates computed over a 5-year historical loss period for the commercial and construction loan portfolios, and an 18-month period for the consumer and mortgage loan portfolios. The base net loss rates are applied by loan type and by legal entity.

Recent loss trend adjustment, which replaces the base loss rate with a 12-month average loss rate, when these trends are higher than the respective base loss rates. The objective of this adjustment is to allow for a more recent loss trend to be captured and reflected in the ALLL estimation process.

For the period ended September 30, 2018, 80% (September 30, 2017 45%) of the ALLL for the BPPR segment loan portfolios utilized the recent loss trend adjustment instead of the base loss. The recent loss trends were impacted by charge-off activity related to the impact of Hurricanes Irma and Maria. The effect of replacing the base loss with the recent loss trend adjustment was mainly concentrated in the mortgage, leasing and overall consumer portfolios for 2018 and in the leasing, credit cards, personal, auto and other consumer loans for 2017.

For the period ended September 30, 2018, 6% (September 30, 2017 5%) of the Popular U.S. segment loan portfolios utilized the recent loss trend adjustment instead of the base loss. The effect of replacing the base loss with the recent loss trend adjustment was concentrated in the consumer portfolio for 2018 and 2017.

Environmental factors, which include credit and macroeconomic indicators such as unemployment rate, economic activity index and delinquency rates, adopted to account for current market conditions that are likely to cause estimated credit losses to differ from historical losses. The Corporation reflects the effect of these environmental factors on each loan group as an adjustment that, as appropriate, increases the historical loss rate applied to each group. Environmental factors provide updated perspective on credit and economic conditions. Regression analysis is used to select these indicators and quantify the effect on the general ALLL.

During the third quarter of 2018, management completed the annual review of the components of the ALLL models. As part of this review, management updated core metrics related to the estimation process for evaluating the adequacy

of the general ALLL. These updates to the ALLL models, which are described in the paragraph below, were implemented as of September 30, 2018 and resulted in a net decrease to the ALLL of \$6.1 million.

Management made the following revisions to the ALLL models during the third quarter of 2018:

Annual review and recalibration of the environmental factors adjustments. The environmental factors adjustments are developed by performing regression analyses on selected credit and economic indicators for each applicable loan segment. During the third quarter of 2018, the environmental factor models used to account for changes in current credit and macroeconomic conditions were reviewed and recalibrated based on the latest applicable trends.

The effect of the recalibration to the environmental factors adjustments resulted in a decrease to the ALLL of \$5.9 million and \$0.2 million at the BPPR and Popular U.S. segments, respectively.

The following tables present the changes in the allowance for loan losses, loan ending balances and whether such loans and the allowance pertain to loans individually or collectively evaluated for impairment for the quarters and nine months ended September 30, 2018 and 2017.

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For the quarter ended September 30, 2018

Puerto Rico

| (In thousands)   | Commercial   | Construction | Mortgage     | Leasing    | Consumer     | Total         |
|--|--------------|--------------|--------------|------------|--------------|---------------|
| <b>Allowance for credit losses:</b>                          |              |              |              |            |              |               |
| Beginning balance  | \$ 190,926   | \$ 765       | \$ 182,103   | \$ 14,285  | \$ 179,066   | \$ 567,145    |
| Provision (reversal of provision)                            | 21,548       | (12)         | 10,145       | (422)      | 20,618       | 51,877        |
| Charge-offs  | (7,335)      | (21)         | (23,526)     | (2,088)    | (42,180)     | (75,150)      |
| Recoveries   | 4,966        | 146          | 1,564        | 531        | 9,097        | 16,304        |
| Ending balance   | \$ 210,105   | \$ 878       | \$ 170,286   | \$ 12,306  | \$ 166,601   | \$ 560,176    |
| Specific ALLL  | \$ 52,250    | \$           | \$ 43,841    | \$ 297     | \$ 24,906    | \$ 121,294    |
| General ALLL   | \$ 157,855   | \$ 878       | \$ 126,445   | \$ 12,009  | \$ 141,695   | \$ 438,882    |
| <b>Loans held-in-portfolio:</b>                              |              |              |              |            |              |               |
| Impaired non-covered loans                                   | \$ 356,007   | \$ 1,829     | \$ 508,258   | \$ 931     | \$ 107,184   | \$ 974,209    |
| Non-covered loans held-in-portfolio excluding impaired loans | 7,051,469    | 75,964       | 6,023,018    | 902,609    | 4,796,084    | 18,849,144    |
| Total non-covered loans held-in-portfolio                    | \$ 7,407,476 | \$ 77,793    | \$ 6,531,276 | \$ 903,540 | \$ 4,903,268 | \$ 19,823,353 |

For the quarter ended September 30, 2018

Popular U.S.

| (In thousands)                                   | Commercial   | Construction | Mortgage   | Legacy    | Consumer   | Total        |
|--|--------------|--------------|------------|-----------|------------|--------------|
| <b>Allowance for credit losses:</b>              |              |              |            |           |            |              |
| Beginning balance                                | \$ 50,920    | \$ 6,937     | \$ 4,363   | \$ 700    | \$ 12,953  | \$ 75,873    |
| Provision (reversal of provision)                | (14,744)     | 7,305        | (65)       | (1,008)   | 11,022     | 2,510        |
| Charge-offs                                      | (2,792)      |              | (17)       | (81)      | (5,015)    | (7,905)      |
| Recoveries                                       | 1,051        |              | 20         | 766       | 1,227      | 3,064        |
| Ending balance                                   | \$ 34,435    | \$ 14,242    | \$ 4,301   | \$ 377    | \$ 20,187  | \$ 73,542    |
| Specific ALLL                                    | \$           | \$ 5,530     | \$ 2,364   | \$        | \$ 1,349   | \$ 9,243     |
| General ALLL                                     | \$ 34,435    | \$ 8,712     | \$ 1,937   | \$ 377    | \$ 18,838  | \$ 64,299    |
| <b>Loans held-in-portfolio:</b>                  |              |              |            |           |            |              |
| Impaired loans                                   | \$           | \$ 17,866    | \$ 8,825   | \$        | \$ 7,388   | \$ 34,079    |
| Loans held-in-portfolio excluding impaired loans | 4,586,231    | 847,706      | 764,069    | 27,566    | 429,164    | 6,654,736    |
| Total loans held-in-portfolio                    | \$ 4,586,231 | \$ 865,572   | \$ 772,894 | \$ 27,566 | \$ 436,552 | \$ 6,688,815 |

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For the quarter ended September 30, 2018

Popular, Inc.

| (In thousands)                                   | Commercial    | Construction | Mortgage     | Legacy    | Leasing    | Consumer     | Total         |
|--|---------------|--------------|--------------|-----------|------------|--------------|---------------|
| <b>Allowance for credit losses:</b>              |               |              |              |           |            |              |               |
| Beginning balance                                | \$ 241,846    | \$ 7,702     | \$ 186,466   | \$ 700    | \$ 14,285  | \$ 192,019   | \$ 643,018    |
| Provision (reversal of provision)                | 6,804         | 7,293        | 10,080       | (1,008)   | (422)      | 31,640       | 54,387        |
| Charge-offs                                      | (10,127)      | (21)         | (23,543)     | (81)      | (2,088)    | (47,195)     | (83,055)      |
| Recoveries                                       | 6,017         | 146          | 1,584        | 766       | 531        | 10,324       | 19,368        |
| Ending balance                                   | \$ 244,540    | \$ 15,120    | \$ 174,587   | \$ 377    | \$ 12,306  | \$ 186,788   | \$ 633,718    |
| Specific ALLL                                    | \$ 52,250     | \$ 5,530     | \$ 46,205    | \$        | \$ 297     | \$ 26,255    | \$ 130,537    |
| General ALLL                                     | \$ 192,290    | \$ 9,590     | \$ 128,382   | \$ 377    | \$ 12,009  | \$ 160,533   | \$ 503,181    |
| <b>Loans held-in-portfolio:</b>                  |               |              |              |           |            |              |               |
| Impaired loans                                   | \$ 356,007    | \$ 19,695    | \$ 517,083   | \$        | \$ 931     | \$ 114,572   | \$ 1,008,288  |
| Loans held-in-portfolio excluding impaired loans | 11,637,700    | 923,670      | 6,787,087    | 27,566    | 902,609    | 5,225,248    | 25,503,880    |
| Total loans held-in-portfolio                    | \$ 11,993,707 | \$ 943,365   | \$ 7,304,170 | \$ 27,566 | \$ 903,540 | \$ 5,339,820 | \$ 26,512,168 |

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|  | For the nine months ended September 30, 2018 |              |              |            |              |               |
|--|--|--------------|--------------|------------|--------------|---------------|
|  | Puerto Rico - Non-covered loans              |              |              |            |              |               |
| (In thousands)   | Commercial                                   | Construction | Mortgage     | Leasing    | Consumer     | Total         |
| <b>Allowance for credit losses:</b>                          |  |              |              |            |              |               |
| Beginning balance  | \$ 171,531                                   | \$ 1,286     | \$ 159,081   | \$ 11,991  | \$ 174,215   | \$ 518,104    |
| Provision (reversal of provision)                            | 52,846                                       | (1,042)      | 24,564       | 5,022      | 71,610       | 153,000       |
| Charge-offs  | (25,626)                                     | 9            | (50,164)     | (6,404)    | (101,703)    | (183,888)     |
| Recoveries   | 11,354                                       | 625          | 3,383        | 1,697      | 22,291       | 39,350        |
| Allowance transferred from covered loans <sup>[1]</sup>      |  |              | 33,422       |            | 188          | 33,610        |
| Ending balance   | \$ 210,105                                   | \$ 878       | \$ 170,286   | \$ 12,306  | \$ 166,601   | \$ 560,176    |
| Specific ALLL  | \$ 52,250                                    | \$           | \$ 43,841    | \$ 297     | \$ 24,906    | \$ 121,294    |
| General ALLL   | \$ 157,855                                   | \$ 878       | \$ 126,445   | \$ 12,009  | \$ 141,695   | \$ 438,882    |
| <b>Loans held-in-portfolio:</b>                              |  |              |              |            |              |               |
| Impaired non-covered loans                                   | \$ 356,007                                   | \$ 1,829     | \$ 508,258   | \$ 931     | \$ 107,184   | \$ 974,209    |
| Non-covered loans held-in-portfolio excluding impaired loans | 7,051,469                                    | 75,964       | 6,023,018    | 902,609    | 4,796,084    | 18,849,144    |
| Total non-covered loans held-in-portfolio                    | \$ 7,407,476                                 | \$ 77,793    | \$ 6,531,276 | \$ 903,540 | \$ 4,903,268 | \$ 19,823,353 |

[1] Represents the allowance transferred from covered to non-covered loans at June 30, 2018, due to the Termination Agreement with the FDIC.

|  | For the nine months ended September 30, 2018 |              |           |         |          |           |
|--|--|--------------|-----------|---------|----------|-----------|
|  | Puerto Rico - Covered loans                  |              |           |         |          |           |
| (In thousands)                             | Commercial                                   | Construction | Mortgage  | Leasing | Consumer | Total     |
| <b>Allowance for credit losses:</b>        |  |              |           |         |          |           |
| Beginning balance                          | \$   | \$           | \$ 32,521 | \$      | \$ 723   | \$ 33,244 |
| Provision (reversal of provision)          |  |              | 2,265     |         | (535)    | 1,730     |
| Charge-offs                                |  |              | (1,446)   |         | (2)      | (1,448)   |
| Recoveries                                 |  |              | 82        |         | 2        | 84        |
| Allowance transferred to non-covered loans |  |              | (33,422)  |         | (188)    | (33,610)  |
| Ending balance                             | \$   | \$           | \$        | \$      | \$       | \$        |
| Specific ALLL                              | \$   | \$           | \$        | \$      | \$       | \$        |
| General ALLL                               | \$   | \$           | \$        | \$      | \$       | \$        |

**Loans held-in-portfolio:**

|  |    |    |    |    |    |    |
|--|----|----|----|----|----|----|
| Impaired covered loans                                   | \$ | \$ | \$ | \$ | \$ | \$ |
| Covered loans held-in-portfolio excluding impaired loans |    |    |    |    |    |    |
| Total covered loans held-in-portfolio                    | \$ | \$ | \$ | \$ | \$ | \$ |

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For the nine months ended September 30, 2018

Popular U.S.

| (In thousands)                                   | Commercial   | Construction | Mortgage   | Legacy    | Consumer   | Total        |
|--|--------------|--------------|------------|-----------|------------|--------------|
| <b>Allowance for credit losses:</b>              |              |              |            |           |            |              |
| Beginning balance                                | \$ 44,134    | \$ 7,076     | \$ 4,541   | \$ 798    | \$ 15,529  | \$ 72,078    |
| Provision (reversal of provision)                | 9,004        | 7,166        | (529)      | (1,714)   | 16,847     | 30,774       |
| Charge-offs                                      | (22,435)     |              | (160)      | (252)     | (16,329)   | (39,176)     |
| Recoveries                                       | 3,732        |              | 449        | 1,545     | 4,140      | 9,866        |
| Ending balance                                   | \$ 34,435    | \$ 14,242    | \$ 4,301   | \$ 377    | \$ 20,187  | \$ 73,542    |
| Specific ALLL                                    | \$           | \$ 5,530     | \$ 2,364   | \$        | \$ 1,349   | \$ 9,243     |
| General ALLL                                     | \$ 34,435    | \$ 8,712     | \$ 1,937   | \$ 377    | \$ 18,838  | \$ 64,299    |
| <b>Loans held-in-portfolio:</b>                  |              |              |            |           |            |              |
| Impaired loans                                   | \$           | \$ 17,866    | \$ 8,825   | \$        | \$ 7,388   | \$ 34,079    |
| Loans held-in-portfolio excluding impaired loans | 4,586,231    | 847,706      | 764,069    | 27,566    | 429,164    | 6,654,736    |
| Total loans held-in-portfolio                    | \$ 4,586,231 | \$ 865,572   | \$ 772,894 | \$ 27,566 | \$ 436,552 | \$ 6,688,815 |

For the nine months ended September 30, 2018

Popular, Inc.

| (In thousands)                                   | Commercial | Construction | Mortgage   | Legacy  | Leasing   | Consumer   | Total        |
|--|------------|--------------|------------|---------|-----------|------------|--------------|
| <b>Allowance for credit losses:</b>              |            |              |            |         |           |            |              |
| Beginning balance                                | \$ 215,665 | \$ 8,362     | \$ 196,143 | \$ 798  | \$ 11,991 | \$ 190,467 | \$ 623,426   |
| Provision (reversal of provision)                | 61,850     | 6,124        | 26,300     | (1,714) | 5,022     | 87,922     | 185,504      |
| Charge-offs                                      | (48,061)   | 9            | (51,770)   | (252)   | (6,404)   | (118,034)  | (224,512)    |
| Recoveries                                       | 15,086     | 625          | 3,914      | 1,545   | 1,697     | 26,433     | 49,300       |
| Ending balance                                   | \$ 244,540 | \$ 15,120    | \$ 174,587 | \$ 377  | \$ 12,306 | \$ 186,788 | \$ 633,718   |
| Specific ALLL                                    | \$ 52,250  | \$ 5,530     | \$ 46,205  | \$      | \$ 297    | \$ 26,255  | \$ 130,537   |
| General ALLL                                     | \$ 192,290 | \$ 9,590     | \$ 128,382 | \$ 377  | \$ 12,009 | \$ 160,533 | \$ 503,181   |
| <b>Loans held-in-portfolio:</b>                  |            |              |            |         |           |            |              |
| Impaired loans                                   | \$ 356,007 | \$ 19,695    | \$ 517,083 | \$      | \$ 931    | \$ 114,572 | \$ 1,008,288 |
| Loans held-in-portfolio excluding impaired loans | 11,637,700 | 923,670      | 6,787,087  | 27,566  | 902,609   | 5,225,248  | 25,503,880   |



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Total loans held-in-portfolio \$ 11,993,707 \$ 943,365 \$ 7,304,170 \$ 27,566 \$ 903,540 \$ 5,339,820 \$ 26,512,168

For the quarter ended September 30, 2017

Puerto Rico - Non-covered loans

| (In thousands)   | Commercial   | Construction | Mortgage     | Leasing    | Consumer     | Total         |
|--|--------------|--------------|--------------|------------|--------------|---------------|
| <b>Allowance for credit losses:</b>                          |              |              |              |            |              |               |
| Beginning balance  | \$ 174,189   | \$ 1,473     | \$ 147,866   | \$ 8,003   | \$ 122,904   | \$ 454,435    |
| Provision  | 31,059       | 176          | 38,838       | 3,924      | 41,118       | 115,115       |
| Charge-offs  | (5,573)      | 9            | (17,460)     | (1,733)    | (31,793)     | (56,550)      |
| Recoveries   | 6,011        | 41           | 389          | 238        | 4,570        | 11,249        |
| Ending balance   | \$ 205,686   | \$ 1,699     | \$ 169,633   | \$ 10,432  | \$ 136,799   | \$ 524,249    |
| Specific ALLL  | \$ 40,863    | \$           | \$ 49,129    | \$ 450     | \$ 21,730    | \$ 112,172    |
| General ALLL   | \$ 164,823   | \$ 1,699     | \$ 120,504   | \$ 9,982   | \$ 115,069   | \$ 412,077    |
| <b>Loans held-in-portfolio:</b>                              |              |              |              |            |              |               |
| Impaired non-covered loans                                   | \$ 328,704   | \$           | \$ 510,134   | \$ 1,468   | \$ 101,948   | \$ 942,254    |
| Non-covered loans held-in-portfolio excluding impaired loans | 6,840,907    | 87,705       | 5,305,371    | 753,413    | 3,188,422    | 16,175,818    |
| Total non-covered loans held-in-portfolio                    | \$ 7,169,611 | \$ 87,705    | \$ 5,815,505 | \$ 754,881 | \$ 3,290,370 | \$ 17,118,072 |

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For the quarter ended September 30, 2017  
Puerto Rico - Covered Loans

| (In thousands)   | Commercial | Construction | Mortgage   | Leasing | Consumer  | Total      |
|--|------------|--------------|------------|---------|-----------|------------|
| <b>Allowance for credit losses:</b>                      |            |              |            |         |           |            |
| Beginning balance  | \$         | \$           | \$ 30,284  | \$      | \$ 524    | \$ 30,808  |
| Provision  |            |              | 2,538      |         | 562       | 3,100      |
| Charge-offs  |            |              | (863)      |         | (24)      | (887)      |
| Recoveries   |            |              | 32         |         | 4         | 36         |
| Ending balance   | \$         | \$           | \$ 31,991  | \$      | \$ 1,066  | \$ 33,057  |
| Specific ALLL  | \$         | \$           | \$         | \$      | \$        | \$         |
| General ALLL   | \$         | \$           | \$ 31,991  | \$      | \$ 1,066  | \$ 33,057  |
| <b>Loans held-in-portfolio:</b>                          |            |              |            |         |           |            |
| Impaired covered loans                                   | \$         | \$           | \$         | \$      | \$        | \$         |
| Covered loans held-in-portfolio excluding impaired loans |            |              | 510,211    |         | 14,643    | 524,854    |
| Total covered loans held-in-portfolio                    | \$         | \$           | \$ 510,211 | \$      | \$ 14,643 | \$ 524,854 |

For the quarter ended September 30, 2017  
Popular U.S.

| (In thousands)                                   | Commercial   | Construction | Mortgage   | Legacy    | Consumer   | Total        |
|--|--------------|--------------|------------|-----------|------------|--------------|
| <b>Allowance for credit losses:</b>              |              |              |            |           |            |              |
| Beginning balance                                | \$ 28,319    | \$ 6,528     | \$ 4,122   | \$ 993    | \$ 14,809  | \$ 54,771    |
| Provision (reversal of provision)                | 39,246       | 595          | (39)       | (418)     | 3,160      | 42,544       |
| Charge-offs                                      | (4,553)      |              | (113)      | (86)      | (4,957)    | (9,709)      |
| Recoveries                                       | 271          |              | 287        | 383       | 1,060      | 2,001        |
| Ending balance                                   | \$ 63,283    | \$ 7,123     | \$ 4,257   | \$ 872    | \$ 14,072  | \$ 89,607    |
| Specific ALLL                                    | \$           | \$           | \$ 2,292   | \$        | \$ 727     | \$ 3,019     |
| General ALLL                                     | \$ 63,283    | \$ 7,123     | \$ 1,965   | \$ 872    | \$ 13,345  | \$ 86,588    |
| <b>Loans held-in-portfolio:</b>                  |              |              |            |           |            |              |
| Impaired loans                                   | \$           | \$           | \$ 9,094   | \$        | \$ 3,439   | \$ 12,533    |
| Loans held-in-portfolio excluding impaired loans | 4,057,484    | 735,620      | 704,636    | 37,508    | 507,597    | 6,042,845    |
| Total loans held-in-portfolio                    | \$ 4,057,484 | \$ 735,620   | \$ 713,730 | \$ 37,508 | \$ 511,036 | \$ 6,055,378 |

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For the quarter ended September 30, 2017

Popular, Inc.

| (In thousands)                                   | Commercial    | Construction | Mortgage     | Legacy    | Leasing    | Consumer     | Total         |
|--|---------------|--------------|--------------|-----------|------------|--------------|---------------|
| <b>Allowance for credit losses:</b>              |               |              |              |           |            |              |               |
| Beginning balance                                | \$ 202,508    | \$ 8,001     | \$ 182,272   | \$ 993    | \$ 8,003   | \$ 138,237   | \$ 540,014    |
| Provision (reversal of provision)                | 70,305        | 771          | 41,337       | (418)     | 3,924      | 44,840       | 160,759       |
| Charge-offs                                      | (10,126)      | 9            | (18,436)     | (86)      | (1,733)    | (36,774)     | (67,146)      |
| Recoveries                                       | 6,282         | 41           | 708          | 383       | 238        | 5,634        | 13,286        |
| Ending balance                                   | \$ 268,969    | \$ 8,822     | \$ 205,881   | \$ 872    | \$ 10,432  | \$ 151,937   | \$ 646,913    |
| Specific ALLL                                    | \$ 40,863     | \$           | \$ 51,421    | \$        | \$ 450     | \$ 22,457    | \$ 115,191    |
| General ALLL                                     | \$ 228,106    | \$ 8,822     | \$ 154,460   | \$ 872    | \$ 9,982   | \$ 129,480   | \$ 531,722    |
| <b>Loans held-in-portfolio:</b>                  |               |              |              |           |            |              |               |
| Impaired loans                                   | \$ 328,704    | \$           | \$ 519,228   | \$        | \$ 1,468   | \$ 105,387   | \$ 954,787    |
| Loans held-in-portfolio excluding impaired loans | 10,898,391    | 823,325      | 6,520,218    | 37,508    | 753,413    | 3,710,662    | 22,743,517    |
| Total loans held-in-portfolio                    | \$ 11,227,095 | \$ 823,325   | \$ 7,039,446 | \$ 37,508 | \$ 754,881 | \$ 3,816,049 | \$ 23,698,304 |

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For the nine months ended September 30, 2017

Puerto Rico - Non-covered loans

| (In thousands)   | Commercial   | Construction | Mortgage     | Leasing    | Consumer     | Total         |
|--|--------------|--------------|--------------|------------|--------------|---------------|
| <b>Allowance for credit losses:</b>                          |              |              |              |            |              |               |
| Beginning balance  | \$ 189,686   | \$ 1,353     | \$ 143,320   | \$ 7,662   | \$ 125,963   | \$ 467,984    |
| Provision (reversal of provision)                            | 29,945       | (2,218)      | 77,692       | 6,516      | 76,831       | 188,766       |
| Charge-offs  | (38,219)     | (3,646)      | (53,936)     | (5,030)    | (81,607)     | (182,438)     |
| Recoveries   | 24,274       | 6,210        | 2,557        | 1,284      | 15,612       | 49,937        |
| Ending balance   | \$ 205,686   | \$ 1,699     | \$ 169,633   | \$ 10,432  | \$ 136,799   | \$ 524,249    |
| Specific ALLL  | \$ 40,863    | \$           | \$ 49,129    | \$ 450     | \$ 21,730    | \$ 112,172    |
| General ALLL   | \$ 164,823   | \$ 1,699     | \$ 120,504   | \$ 9,982   | \$ 115,069   | \$ 412,077    |
| <b>Loans held-in-portfolio:</b>                              |              |              |              |            |              |               |
| Impaired non-covered loans                                   | \$ 328,704   | \$           | \$ 510,134   | \$ 1,468   | \$ 101,948   | \$ 942,254    |
| Non-covered loans held-in-portfolio excluding impaired loans | 6,840,907    | 87,705       | 5,305,371    | 753,413    | 3,188,422    | 16,175,818    |
| Total non-covered loans held-in-portfolio                    | \$ 7,169,611 | \$ 87,705    | \$ 5,815,505 | \$ 754,881 | \$ 3,290,370 | \$ 17,118,072 |

For the nine months ended September 30, 2017

Puerto Rico - Covered Loans

| (In thousands)   | Commercial | Construction | Mortgage   | Leasing | Consumer  | Total      |
|--|------------|--------------|------------|---------|-----------|------------|
| <b>Allowance for credit losses:</b>                      |            |              |            |         |           |            |
| Beginning balance  | \$         | \$           | \$ 30,159  | \$      | \$ 191    | \$ 30,350  |
| Provision  |            |              | 3,253      |         | 1,002     | 4,255      |
| Charge-offs  |            |              | (2,700)    |         | (134)     | (2,834)    |
| Recoveries   |            |              | 1,279      |         | 7         | 1,286      |
| Ending balance   | \$         | \$           | \$ 31,991  | \$      | \$ 1,066  | \$ 33,057  |
| Specific ALLL  | \$         | \$           | \$         | \$      | \$        | \$         |
| General ALLL   | \$         | \$           | \$ 31,991  | \$      | \$ 1,066  | \$ 33,057  |
| <b>Loans held-in-portfolio:</b>                          |            |              |            |         |           |            |
| Impaired covered loans                                   | \$         | \$           | \$         | \$      | \$        | \$         |
| Covered loans held-in-portfolio excluding impaired loans |            |              | 510,211    |         | 14,643    | 524,854    |
|  | \$         | \$           | \$ 510,211 | \$      | \$ 14,643 | \$ 524,854 |

Total covered loans  
held-in-portfolio

For the nine months ended September 30, 2017

Popular U.S.

| (In thousands)                                   | Commercial   | Construction | Mortgage   | Legacy    | Consumer   | Total        |
|--|--------------|--------------|------------|-----------|------------|--------------|
| <b>Allowance for credit losses:</b>              |              |              |            |           |            |              |
| Beginning balance                                | \$ 12,968    | \$ 8,172     | \$ 4,614   | \$ 1,343  | \$ 15,220  | \$ 42,317    |
| Provision (reversal of provision)                | 53,491       | (1,049)      | (173)      | (1,554)   | 10,200     | 60,915       |
| Charge-offs                                      | (4,774)      |              | (1,064)    | (669)     | (14,476)   | (20,983)     |
| Recoveries                                       | 1,598        |              | 880        | 1,752     | 3,128      | 7,358        |
| Ending balance                                   | \$ 63,283    | \$ 7,123     | \$ 4,257   | \$ 872    | \$ 14,072  | \$ 89,607    |
| Specific ALLL                                    | \$           | \$           | \$ 2,292   | \$        | \$ 727     | \$ 3,019     |
| General ALLL                                     | \$ 63,283    | \$ 7,123     | \$ 1,965   | \$ 872    | \$ 13,345  | \$ 86,588    |
| <b>Loans held-in-portfolio:</b>                  |              |              |            |           |            |              |
| Impaired loans                                   | \$           | \$           | \$ 9,094   | \$        | \$ 3,439   | \$ 12,533    |
| Loans held-in-portfolio excluding impaired loans | 4,057,484    | 735,620      | 704,636    | 37,508    | 507,597    | 6,042,845    |
| Total loans held-in-portfolio                    | \$ 4,057,484 | \$ 735,620   | \$ 713,730 | \$ 37,508 | \$ 511,036 | \$ 6,055,378 |

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For the nine months ended September 30, 2017

Popular, Inc.

| (In thousands)                                   | Commercial    | Construction | Mortgage     | Legacy    | Leasing    | Consumer     | Total         |
|--|---------------|--------------|--------------|-----------|------------|--------------|---------------|
| <b>Allowance for credit losses:</b>              |               |              |              |           |            |              |               |
| Beginning balance                                | \$ 202,654    | \$ 9,525     | \$ 178,093   | \$ 1,343  | \$ 7,662   | \$ 141,374   | \$ 540,651    |
| Provision (reversal of provision)                | 83,436        | (3,267)      | 80,772       | (1,554)   | 6,516      | 88,033       | 253,936       |
| Charge-offs                                      | (42,993)      | (3,646)      | (57,700)     | (669)     | (5,030)    | (96,217)     | (206,255)     |
| Recoveries                                       | 25,872        | 6,210        | 4,716        | 1,752     | 1,284      | 18,747       | 58,581        |
| Ending balance                                   | \$ 268,969    | \$ 8,822     | \$ 205,881   | \$ 872    | \$ 10,432  | \$ 151,937   | \$ 646,913    |
| Specific ALLL                                    | \$ 40,863     | \$           | \$ 51,421    | \$        | \$ 450     | \$ 22,457    | \$ 115,191    |
| General ALLL                                     | \$ 228,106    | \$ 8,822     | \$ 154,460   | \$ 872    | \$ 9,982   | \$ 129,480   | \$ 531,722    |
| <b>Loans held-in-portfolio:</b>                  |               |              |              |           |            |              |               |
| Impaired loans                                   | \$ 328,704    | \$           | \$ 519,228   | \$        | \$ 1,468   | \$ 105,387   | \$ 954,787    |
| Loans held-in-portfolio excluding impaired loans | 10,898,391    | 823,325      | 6,520,218    | 37,508    | 753,413    | 3,710,662    | 22,743,517    |
| Total loans held-in-portfolio                    | \$ 11,227,095 | \$ 823,325   | \$ 7,039,446 | \$ 37,508 | \$ 754,881 | \$ 3,816,049 | \$ 23,698,304 |

The following table provides the activity in the allowance for loan losses related to loans accounted for pursuant to ASC Subtopic 310-30.

| (In thousands)                 | ASC 310-30             |                    |                           |                    |
|--------------------------------|------------------------|--------------------|---------------------------|--------------------|
|                                | For the quarters ended |                    | For the nine months ended |                    |
|                                | September 30, 2018     | September 30, 2017 | September 30, 2018        | September 30, 2017 |
| Balance at beginning of period | \$ 156,328             | \$ 103,597         | \$ 119,505                | \$ 91,308          |
| Provision                      | 17,854                 | 41,683             | 78,317                    | 64,336             |
| Net charge-offs                | (5,623)                | (7,250)            | (29,263)                  | (17,614)           |
| Balance at end of period       | \$ 168,559             | \$ 138,030         | \$ 168,559                | \$ 138,030         |

**Impaired loans**

The following tables present loans individually evaluated for impairment at September 30, 2018 and December 31, 2017.

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September 30, 2018

Puerto Rico

| (In thousands)                            | Impaired Loans<br>Allowance<br>Unpaid |                      | With an<br>Related<br>allowance | Impaired Loans<br>With No Allowance<br>Unpaid |                      | Impaired Loans - Total |                      |                      |
|---|---------------------------------------|----------------------|---------------------------------|---|----------------------|------------------------|----------------------|----------------------|
|   | Recorded<br>investment                | principal<br>balance |                                 | Recorded<br>investment                        | principal<br>balance | Recorded<br>investment | principal<br>balance | Related<br>allowance |
| Commercial multi-family                   | \$ 1,501                              | \$ 1,501             | \$ 13                           | \$  | \$                   | \$ 1,501               | \$ 1,501             | \$ 13                |
| Commercial real estate non-owner occupied | 85,259                                | 86,091               | 27,582                          | 48,690  | 61,520               | 133,949                | 147,611              | 27,582               |
| Commercial real estate owner occupied     | 116,746                               | 138,880              | 8,489                           | 29,740  | 63,750               | 146,486                | 202,630              | 8,489                |
| Commercial and industrial                 | 64,437                                | 66,344               | 16,166                          | 9,634   | 19,878               | 74,071                 | 86,222               | 16,166               |
| Construction                              |                                       |                      |                                 | 1,829   | 1,829                | 1,829                  | 1,829                |                      |
| Mortgage                                  | 444,980                               | 506,941              | 43,841                          | 63,278  | 84,504               | 508,258                | 591,445              | 43,841               |
| Leasing                                   | 931                                   | 931                  | 297                             |   |                      | 931                    | 931                  | 297                  |
| Consumer:                                 |                                       |                      |                                 |   |                      |                        |                      |                      |
| Credit cards                              | 30,674                                | 30,674               | 5,193                           |   |                      | 30,674                 | 30,674               | 5,193                |
| Personal                                  | 74,114                                | 74,114               | 19,296                          |   |                      | 74,114                 | 74,114               | 19,296               |
| Auto                                      | 1,099                                 | 1,099                | 225                             |   |                      | 1,099                  | 1,099                | 225                  |
| Other                                     | 1,297                                 | 1,297                | 192                             |   |                      | 1,297                  | 1,297                | 192                  |
| <b>Total Puerto Rico</b>                  | <b>\$ 821,038</b>                     | <b>\$ 907,872</b>    | <b>\$ 121,294</b>               | <b>\$ 153,171</b>                             | <b>\$ 231,481</b>    | <b>\$ 974,209</b>      | <b>\$ 1,139,353</b>  | <b>\$ 121,294</b>    |

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| September 30, 2018<br>Popular U.S. |                                       |                      |                                 |   |                      |                        |                      |                      |
|------------------------------------|---------------------------------------|----------------------|---------------------------------|---|----------------------|------------------------|----------------------|----------------------|
| (In thousands)                     | Impaired Loans<br>Allowance<br>Unpaid |                      | With an<br>Related<br>allowance | Impaired Loans<br>With No Allowance<br>Unpaid |                      | Impaired Loans - Total |                      |                      |
|                                    | Recorded<br>investment                | principal<br>balance |                                 | Recorded<br>investment                        | principal<br>balance | Recorded<br>investment | principal<br>balance | Related<br>allowance |
| Construction                       | \$ 17,866                             | \$ 18,128            | \$ 5,530                        | \$  | \$                   | \$ 17,866              | \$ 18,128            | \$ 5,530             |
| Mortgage                           | 6,629                                 | 8,231                | 2,364                           | 2,196   | 3,137                | 8,825                  | 11,368               | 2,364                |
| Consumer:                          |                                       |                      |                                 |   |                      |                        |                      |                      |
| HELOCs                             | 5,335                                 | 5,366                | 1,102                           | 1,288   | 1,354                | 6,623                  | \$ 6,720             | \$ 1,102             |
| Personal                           | 633                                   | 633                  | 247                             | 132   | 132                  | 765                    | \$ 765               | \$ 247               |
| Total Popular<br>U.S.              | \$ 30,463                             | \$ 32,358            | \$ 9,243                        | \$ 3,616                                      | \$ 4,623             | \$ 34,079              | \$ 36,981            | \$ 9,243             |

| September 30, 2018<br>Popular, Inc.                |                                       |                      |                                 |   |                      |                        |                      |                      |
|--|---------------------------------------|----------------------|---------------------------------|---|----------------------|------------------------|----------------------|----------------------|
| (In thousands)                                     | Impaired Loans<br>Allowance<br>Unpaid |                      | With an<br>Related<br>allowance | Impaired Loans<br>With No Allowance<br>Unpaid |                      | Impaired Loans - Total |                      |                      |
|  | Recorded<br>investment                | principal<br>balance |                                 | Recorded<br>investment                        | principal<br>balance | Recorded<br>investment | principal<br>balance | Related<br>allowance |
| Commercial<br>multi-family                         | \$ 1,501                              | \$ 1,501             | \$ 13                           | \$  | \$                   | \$ 1,501               | \$ 1,501             | \$ 13                |
| Commercial real<br>estate<br>non-owner<br>occupied | 85,259                                | 86,091               | 27,582                          | 48,690  | 61,520               | 133,949                | 147,611              | 27,582               |
| Commercial real<br>estate owner<br>occupied        | 116,746                               | 138,880              | 8,489                           | 29,740  | 63,750               | 146,486                | 202,630              | 8,489                |
| Commercial and<br>industrial                       | 64,437                                | 66,344               | 16,166                          | 9,634   | 19,878               | 74,071                 | 86,222               | 16,166               |
| Construction                                       | 17,866                                | 18,128               | 5,530                           | 1,829   | 1,829                | 19,695                 | 19,957               | 5,530                |
| Mortgage   | 451,609                               | 515,172              | 46,205                          | 65,474  | 87,641               | 517,083                | 602,813              | 46,205               |
| Leasing  | 931                                   | 931                  | 297                             |   |                      | 931                    | 931                  | 297                  |
| Consumer:  |                                       |                      |                                 |   |                      |                        |                      |                      |
| Credit Cards                                       | 30,674                                | 30,674               | 5,193                           |   |                      | 30,674                 | 30,674               | 5,193                |
| HELOCs   | 5,335                                 | 5,366                | 1,102                           | 1,288   | 1,354                | 6,623                  | 6,720                | 1,102                |
| Personal   | 74,747                                | 74,747               | 19,543                          | 132   | 132                  | 74,879                 | 74,879               | 19,543               |
| Auto   | 1,099                                 | 1,099                | 225                             |   |                      | 1,099                  | 1,099                | 225                  |
| Other  | 1,297                                 | 1,297                | 192                             |   |                      | 1,297                  | 1,297                | 192                  |
| Total Popular,<br>Inc.                             | \$ 851,501                            | \$ 940,230           | \$ 130,537                      | \$ 156,787                                    | \$ 236,104           | \$ 1,008,288           | \$ 1,176,334         | \$ 130,537           |



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| December 31, 2017                         |                                 |                   |            |                           |   |                   |                               |                   |                   |
|---|---------------------------------|-------------------|------------|---------------------------|---|-------------------|-------------------------------|-------------------|-------------------|
| Puerto Rico                               |                                 |                   |            |                           |   |                   |                               |                   |                   |
| (In thousands)                            | Impaired Loans Allowance Unpaid |                   |            | With an Related allowance | Impaired Loans With No Allowance Unpaid |                   | Impaired Loans - Total Unpaid |                   |                   |
|   | Recorded investment             | principal balance |            |                           | Recorded investment                     | principal balance | Recorded investment           | principal balance | Related allowance |
| Commercial multi-family                   | \$ 206                          | \$ 206            | \$ 32      | \$                        | \$                                      | \$ 206            | \$ 206                        | \$ 32             |                   |
| Commercial real estate non-owner occupied | 101,485                         | 102,262           | 23,744     | 11,454                    | 27,522                                  | 112,939           | 129,784                       | 23,744            |                   |
| Commercial real estate owner occupied     | 127,634                         | 153,495           | 10,221     | 24,634                    | 57,219                                  | 152,268           | 210,714                       | 10,221            |                   |
| Commercial and industrial                 | 43,493                          | 46,918            | 2,985      | 14,549                    | 23,977                                  | 58,042            | 70,895                        | 2,985             |                   |
| Mortgage                                  | 450,226                         | 504,006           | 46,354     | 58,807                    | 75,228                                  | 509,033           | 579,234                       | 46,354            |                   |
| Leasing                                   | 1,456                           | 1,456             | 475        |                           |   | 1,456             | 1,456                         | 475               |                   |
| Consumer:                                 |                                 |                   |            |                           |   |                   |                               |                   |                   |
| Credit cards                              | 33,676                          | 33,676            | 5,569      |                           |   | 33,676            | 33,676                        | 5,569             |                   |
| Personal                                  | 62,488                          | 62,488            | 15,690     |                           |   | 62,488            | 62,488                        | 15,690            |                   |
| Auto                                      | 2,007                           | 2,007             | 425        |                           |   | 2,007             | 2,007                         | 425               |                   |
| Other                                     | 1,009                           | 1,009             | 165        |                           |   | 1,009             | 1,009                         | 165               |                   |
| Total Puerto Rico                         | \$ 823,680                      | \$ 907,523        | \$ 105,660 | \$ 109,444                | \$ 183,946                              | \$ 933,124        | \$ 1,091,469                  | \$ 105,660        |                   |

| December 31, 2017  |                                 |                   |          |                           |   |                   |                               |                   |                   |
|--------------------|---------------------------------|-------------------|----------|---------------------------|---|-------------------|-------------------------------|-------------------|-------------------|
| Popular U.S.       |                                 |                   |          |                           |   |                   |                               |                   |                   |
| (In thousands)     | Impaired Loans Allowance Unpaid |                   |          | With an Related allowance | Impaired Loans With No Allowance Unpaid |                   | Impaired Loans - Total Unpaid |                   |                   |
|                    | Recorded investment             | principal balance |          |                           | Recorded investment                     | principal balance | Recorded investment           | principal balance | Related allowance |
| Mortgage           | \$ 6,774                        | \$ 8,439          | \$ 2,478 | \$ 2,468                  | \$ 3,397                                | \$ 9,242          | \$ 11,836                     | \$ 2,478          |                   |
| Consumer:          |                                 |                   |          |                           |   |                   |                               |                   |                   |
| HELOCs             | 3,530                           | 3,542             | 722      | 761                       | 780                                     | 4,291             | 4,322                         | 722               |                   |
| Personal           | 542                             | 542               | 231      | 224                       | 224                                     | 766               | 766                           | 231               |                   |
| Total Popular U.S. | \$ 10,846                       | \$ 12,523         | \$ 3,431 | \$ 3,453                  | \$ 4,401                                | \$ 14,299         | \$ 16,924                     | \$ 3,431          |                   |

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| December 31, 2017                         |                             |                                |                                 |                                     |                                |                        |                                |                      |
|---|-----------------------------|--------------------------------|---------------------------------|-------------------------------------|--------------------------------|------------------------|--------------------------------|----------------------|
| Popular, Inc.                             |                             |                                |                                 |                                     |                                |                        |                                |                      |
| (In thousands)                            | Impaired Loans<br>Allowance |                                | With an<br>Related<br>allowance | Impaired Loans<br>With No Allowance |                                | Impaired Loans - Total |                                |                      |
|   | Recorded<br>investment      | Unpaid<br>principal<br>balance |                                 | Recorded<br>investment              | Unpaid<br>principal<br>balance | Recorded<br>investment | Unpaid<br>principal<br>balance | Related<br>allowance |
| Commercial multi-family                   | \$ 206                      | \$ 206                         | \$ 32                           | \$                                  | \$                             | \$ 206                 | \$ 206                         | \$ 32                |
| Commercial real estate non-owner occupied | 101,485                     | 102,262                        | 23,744                          | 11,454                              | 27,522                         | 112,939                | 129,784                        | 23,744               |
| Commercial real estate owner occupied     | 127,634                     | 153,495                        | 10,221                          | 24,634                              | 57,219                         | 152,268                | 210,714                        | 10,221               |
| Commercial and industrial                 | 43,493                      | 46,918                         | 2,985                           | 14,549                              | 23,977                         | 58,042                 | 70,895                         | 2,985                |
| Mortgage                                  | 457,000                     | 512,445                        | 48,832                          | 61,275                              | 78,625                         | 518,275                | 591,070                        | 48,832               |
| Leasing                                   | 1,456                       | 1,456                          | 475                             |                                     |                                | 1,456                  | 1,456                          | 475                  |
| Consumer:                                 |                             |                                |                                 |                                     |                                |                        |                                |                      |
| Credit Cards                              | 33,676                      | 33,676                         | 5,569                           |                                     |                                | 33,676                 | 33,676                         | 5,569                |
| HELOCs                                    | 3,530                       | 3,542                          | 722                             | 761                                 | 780                            | 4,291                  | 4,322                          | 722                  |
| Personal                                  | 63,030                      | 63,030                         | 15,921                          | 224                                 | 224                            | 63,254                 | 63,254                         | 15,921               |
| Auto                                      | 2,007                       | 2,007                          | 425                             |                                     |                                | 2,007                  | 2,007                          | 425                  |
| Other                                     | 1,009                       | 1,009                          | 165                             |                                     |                                | 1,009                  | 1,009                          | 165                  |
| <b>Total Popular, Inc.</b>                | <b>\$ 834,526</b>           | <b>\$ 920,046</b>              | <b>\$ 109,091</b>               | <b>\$ 112,897</b>                   | <b>\$ 188,347</b>              | <b>\$ 947,423</b>      | <b>\$ 1,108,393</b>            | <b>\$ 109,091</b>    |

The following tables present the average recorded investment and interest income recognized on impaired loans for the quarters and nine months ended September 30, 2018 and 2017.

| For the quarter ended September 30, 2018  |                                   |                                  |                                   |                                  |                                   |                                  |  |
|---|-----------------------------------|----------------------------------|-----------------------------------|----------------------------------|-----------------------------------|----------------------------------|--|
| (In thousands)                            | Puerto Rico                       |                                  | Popular U.S.                      |                                  | Popular, Inc.                     |                                  |  |
|   | Average<br>recorded<br>investment | Interest<br>income<br>recognized | Average<br>recorded<br>investment | Interest<br>income<br>recognized | Average<br>recorded<br>investment | Interest<br>income<br>recognized |  |
| Commercial multi-family                   | \$ 1,100                          | \$ 9                             | \$                                | \$                               | \$ 1,100                          | \$ 9                             |  |
| Commercial real estate non-owner occupied | 132,927                           | 1,371                            |                                   |                                  | 132,927                           | 1,371                            |  |
| Commercial real estate owner occupied     | 148,931                           | 1,636                            |                                   |                                  | 148,931                           | 1,636                            |  |
| Commercial and industrial                 | 74,770                            | 1,053                            |                                   |                                  | 74,770                            | 1,053                            |  |
| Construction                              | 2,194                             |                                  | 17,884                            |                                  | 20,078                            |                                  |  |
| Mortgage                                  | 507,919                           | 3,561                            | 9,277                             | 43                               | 517,196                           | 3,604                            |  |
| Leasing                                   | 1,031                             |                                  |                                   |                                  | 1,031                             |                                  |  |
| Consumer:                                 |                                   |                                  |                                   |                                  |                                   |                                  |  |
| Credit cards                              | 31,998                            |                                  |                                   |                                  | 31,998                            |                                  |  |

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|                     |            |          |           |       |              |          |
|---------------------|------------|----------|-----------|-------|--------------|----------|
| HELOCs              |            |          | 6,208     |       | 6,208        |          |
| Personal            | 72,353     | 65       | 768       |       | 73,121       | 65       |
| Auto                | 1,067      |          |           |       | 1,067        |          |
| Other               | 1,136      |          |           |       | 1,136        |          |
| Total Popular, Inc. | \$ 975,426 | \$ 7,695 | \$ 34,137 | \$ 43 | \$ 1,009,563 | \$ 7,738 |

For the quarter ended September 30, 2017

| (In thousands)                            | Puerto Rico                 |                            | Popular U.S.                |                            | Popular, Inc.               |                            |
|---|-----------------------------|----------------------------|-----------------------------|----------------------------|-----------------------------|----------------------------|
|   | Average recorded investment | Interest income recognized | Average recorded investment | Interest income recognized | Average recorded investment | Interest income recognized |
| Commercial multi-family                   | \$ 141                      | \$ 1                       | \$                          | \$                         | \$ 141                      | \$ 1                       |
| Commercial real estate non-owner occupied | 117,650                     | 1,272                      |                             |                            | 117,650                     | 1,272                      |
| Commercial real estate owner occupied     | 151,580                     | 1,413                      |                             |                            | 151,580                     | 1,413                      |
| Commercial and industrial                 | 61,950                      | 531                        |                             |                            | 61,950                      | 531                        |
| Mortgage                                  | 507,689                     | 3,211                      | 8,995                       | 60                         | 516,684                     | 3,271                      |
| Leasing                                   | 1,568                       |                            |                             |                            | 1,568                       |                            |
| Consumer:                                 |                             |                            |                             |                            |                             |                            |
| Credit cards                              | 35,727                      |                            |                             |                            | 35,727                      |                            |
| HELOCs                                    |                             |                            | 2,572                       |                            | 2,572                       |                            |
| Personal                                  | 64,091                      |                            | 763                         |                            | 64,854                      |                            |
| Auto                                      | 2,065                       |                            |                             |                            | 2,065                       |                            |
| Other                                     | 991                         |                            |                             |                            | 991                         |                            |
| Total Popular, Inc.                       | \$ 943,452                  | \$ 6,428                   | \$ 12,330                   | \$ 60                      | \$ 955,782                  | \$ 6,488                   |

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For the nine months ended September 30, 2018

| (In thousands)                            | Puerto Rico                 |                            | Popular U.S.                |                            | Popular, Inc.               |                            |
|---|-----------------------------|----------------------------|-----------------------------|----------------------------|-----------------------------|----------------------------|
|   | Average recorded investment | Interest income recognized | Average recorded investment | Interest income recognized | Average recorded investment | Interest income recognized |
| Commercial multi-family                   | \$ 634                      | \$ 28                      | \$                          | \$                         | \$ 634                      | \$ 28                      |
| Commercial real estate non-owner occupied | 128,143                     | 4,278                      |                             |                            | 128,143                     | 4,278                      |
| Commercial real estate owner occupied     | 151,192                     | 4,786                      |                             |                            | 151,192                     | 4,786                      |
| Commercial and industrial                 | 67,775                      | 2,793                      |                             |                            | 67,775                      | 2,793                      |
| Construction                              | 2,170                       | 25                         | 8,942                       |                            | 11,112                      | 25                         |
| Mortgage                                  | 508,930                     | 13,790                     | 9,217                       | 130                        | 518,147                     | 13,920                     |
| Leasing                                   | 1,220                       |                            |                             |                            | 1,220                       |                            |
| Consumer:                                 |                             |                            |                             |                            |                             |                            |
| Credit cards                              | 32,734                      |                            |                             |                            | 32,734                      |                            |
| HELOCs                                    |                             |                            | 5,446                       |                            | 5,446                       |                            |
| Personal                                  | 67,049                      | 320                        | 769                         |                            | 67,818                      | 320                        |
| Auto                                      | 1,476                       |                            |                             |                            | 1,476                       |                            |
| Other                                     | 1,246                       |                            |                             |                            | 1,246                       |                            |
| Total Popular, Inc.                       | \$ 962,569                  | \$ 26,020                  | \$ 24,374                   | \$ 130                     | \$ 986,943                  | \$ 26,150                  |

For the nine months ended September 30, 2017

| (In thousands)                            | Puerto Rico                 |                            | Popular U.S.                |                            | Popular, Inc.               |                            |
|---|-----------------------------|----------------------------|-----------------------------|----------------------------|-----------------------------|----------------------------|
|   | Average recorded investment | Interest income recognized | Average recorded investment | Interest income recognized | Average recorded investment | Interest income recognized |
| Commercial multi-family                   | \$ 111                      | \$ 4                       | \$                          | \$                         | \$ 111                      | \$ 4                       |
| Commercial real estate non-owner occupied | 118,243                     | 3,997                      |                             |                            | 118,243                     | 3,997                      |
| Commercial real estate owner occupied     | 158,046                     | 4,640                      |                             |                            | 158,046                     | 4,640                      |
| Commercial and industrial                 | 61,072                      | 1,682                      |                             |                            | 61,072                      | 1,682                      |
| Mortgage                                  | 503,628                     | 11,394                     | 8,947                       | 156                        | 512,575                     | 11,550                     |
| Leasing                                   | 1,689                       |                            |                             |                            | 1,689                       |                            |
| Consumer:                                 |                             |                            |                             |                            |                             |                            |
| Credit cards                              | 36,718                      |                            |                             |                            | 36,718                      |                            |
| HELOCs                                    |                             |                            | 2,632                       |                            | 2,632                       |                            |
| Personal                                  | 64,962                      |                            | 440                         |                            | 65,402                      |                            |
| Auto                                      | 2,079                       |                            |                             |                            | 2,079                       |                            |
| Other                                     | 891                         |                            |                             |                            | 891                         |                            |
| Total Popular, Inc.                       | \$ 947,439                  | \$ 21,717                  | \$ 12,019                   | \$ 156                     | \$ 959,458                  | \$ 21,873                  |

**Modifications**

A modification of a loan constitutes a troubled debt restructuring when a borrower is experiencing financial difficulty and the modification constitutes a concession. For a summary of the accounting policy related to troubled debt restructurings ( TDRs ), refer to the Summary of Significant Accounting Policies included in Note 3 to the 2017 Form 10-K.

TDRs amounted to \$1.4 billion at September 30, 2018 (December 31, 2017 \$1.3 billion). The amount of outstanding commitments to lend additional funds to debtors owing receivables whose terms have been modified in TDRs amounted to \$17 million related to the commercial loan portfolio at September 30, 2018 (December 31, 2017 \$8 million).

At September 30, 2018, the mortgage loan TDRs include \$503 million guaranteed by U.S. sponsored entities at BPPR, compared to \$449 million at December 31, 2017.

The following table presents the non-covered and covered loans classified as TDRs according to their accruing status and the related allowance at September 30, 2018 and December 31, 2017.

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| (In thousands)                              | Popular, Inc.      |              |              |                   |              |              |              |                   |
|---|--------------------|--------------|--------------|-------------------|--------------|--------------|--------------|-------------------|
|   | September 30, 2018 |              |              | December 31, 2017 |              |              |              |                   |
|   | Accruing           | Non-Accruing | Total        | Related Allowance | Accruing     | Non-Accruing | Total        | Related Allowance |
| <b>Non-covered loans held-in-portfolio:</b> |                    |              |              |                   |              |              |              |                   |
| Commercial                                  | \$ 200,196         | \$ 119,250   | \$ 319,446   | \$ 46,694         | \$ 161,220   | \$ 59,626    | \$ 220,846   | \$ 32,472         |
| Construction                                |                    | 1,829        | 1,829        | 5,530             |              |              |              |                   |
| Mortgage                                    | 863,654            | 133,708      | 997,362      | 46,205            | 803,278      | 126,798      | 930,076      | 48,832            |
| Leases                                      | 772                | 220          | 992          | 297               | 863          | 393          | 1,256        | 475               |
| Consumer                                    | 96,279             | 15,104       | 111,383      | 25,354            | 93,916       | 12,233       | 106,149      | 22,802            |
| <b>Non-covered loans held-in-portfolio</b>  |                    |              |              |                   |              |              |              |                   |
|   | 1,160,901          | \$ 270,111   | \$ 1,431,012 | \$ 124,080        | \$ 1,059,277 | \$ 199,050   | \$ 1,258,327 | \$ 104,581        |
| <b>Covered loans held-in-portfolio:</b>     |                    |              |              |                   |              |              |              |                   |
| Mortgage                                    | \$                 | \$           | \$           | \$                | \$ 2,658     | \$ 3,227     | \$ 5,885     | \$                |
| <b>Covered loans held-in-portfolio</b>      |                    |              |              |                   |              |              |              |                   |
|   | \$                 | \$           | \$           | \$                | \$ 2,658     | \$ 3,227     | \$ 5,885     | \$                |

The following tables present the loan count by type of modification for those loans modified in a TDR during the quarters and nine months ended September 30, 2018 and 2017. Loans modified as TDRs for the U.S. operations are considered insignificant to the Corporation.

|   | Popular, Inc.   |                            |       |  |                            |   |                            |       |  |
|---|---|----------------------------|-------|--|----------------------------|---|----------------------------|-------|--|
|   | For the quarter ended September 30, 2018                            |                            |       |  |                            | For the nine months ended September 30, 2018                        |                            |       |  |
|   | Combination of reduction in interest rate and extension of maturity |                            |       | Reduction in interest rate and extension of maturity |                            | Combination of reduction in interest rate and extension of maturity |                            |       | Reduction in interest rate and extension of maturity |
|   | Rate  | Extension of maturity date | Other | Rate   | Extension of maturity date | Rate  | Extension of maturity date | Other | Other  |
| Commercial multi-family                   |   | 1                          |       |  |                            | 2   |                            |       |  |
| Commercial real estate non-owner occupied | 1   | 3                          |       |  |                            | 3   | 14                         |       |  |
| Commercial real estate owner occupied     | 1   | 12                         |       |  |                            | 4   | 54                         |       |  |
| Commercial and industrial                 | 2   | 25                         |       |  |                            | 6   | 75                         |       |  |
| Construction                              |   |                            |       |  |                            | 1   |                            |       |  |
| Mortgage                                  |   | 28                         | 7     | 70   | 11                         | 73  | 17                         | 173   | 56   |
| Leasing                                   |   |                            |       | 3  |                            |   |                            | 4     |  |

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|              |     |    |    |    |       |     |     |     |
|--------------|-----|----|----|----|-------|-----|-----|-----|
| Consumer:    |     |    |    |    |       |     |     |     |
| Credit cards | 115 |    |    | 72 | 426   |     | 3   | 382 |
| HELOCs       |     | 8  | 1  | 1  |       | 20  | 8   | 1   |
| Personal     | 511 | 1  |    |    | 1,139 | 4   |     |     |
| Auto         |     | 4  | 1  |    |       | 6   | 2   |     |
| Other        | 1   |    | 1  |    | 21    |     | 2   |     |
| Total        | 659 | 61 | 76 | 84 | 1,673 | 192 | 192 | 439 |

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|   | Popular, Inc.  |                               |  |       |  |                               |  |       |
|---|--|-------------------------------|--|-------|--|-------------------------------|--|-------|
|   | For the quarter ended<br>September 30, 2017                        |                               |  |       | For the nine months ended<br>September 30, 2017                    |                               |  |       |
|   | Combination of<br>reduction<br>in                                  |                               |  |       | Combination of<br>reduction<br>in                                  |                               |  |       |
|   | Reduction in<br>interest rate and<br>extension of<br>maturity date | Extension of<br>maturity date | Combination of<br>reduction in<br>interest rate and<br>extension of<br>maturity date | Other | Reduction in<br>interest rate and<br>extension of<br>maturity date | Extension of<br>maturity date | Combination of<br>reduction in<br>interest rate and<br>extension of<br>maturity date | Other |
| Commercial real estate non-owner occupied |  |                               |  |       | 4  | 1                             |  |       |
| Commercial real estate owner occupied     |  | 3                             |  |       | 3  | 12                            |  |       |
| Commercial and industrial                 | 1  | 15                            |  |       | 3  | 36                            |  |       |
| Mortgage                                  | 13   | 14                            | 83   | 16    | 45   | 35                            | 301  | 116   |
| Leasing                                   |  |                               | 1  |       |  | 1                             | 6  |       |
| Consumer:                                 |  |                               |  |       |  |                               |  |       |
| Credit cards                              | 140  |                               | 4  | 114   | 425  |                               | 5  | 424   |
| HELOCs                                    |  |                               | 2  |       |  | 1                             | 3  |       |
| Personal                                  | 187  | 2                             | 1  | 2     | 699  | 6                             | 1  | 3     |
| Auto                                      |  | 1                             | 2  |       |  | 5                             | 4  | 1     |
| Other                                     | 11   |                               |  |       | 27   | 1                             |  | 1     |
| Total                                     | 352  | 35                            | 93   | 132   | 1,206  | 98                            | 320  | 545   |

The following tables present by class, quantitative information related to loans modified as TDRs during the quarters and nine months ended September 30, 2018 and 2017.

Popular, Inc.  
For the quarter ended September 30, 2018

| (Dollars in thousands)                    | Loan count | Increase (decrease) in the<br>Pre-modification outstanding investment<br>and modification recorded as a result of |                       |   |
|---|------------|---|-----------------------|---|
|   |            | Pre-modification outstanding investment recorded  | Modification recorded | Increase (decrease) in the<br>Pre-modification outstanding investment<br>and modification recorded as a result of |
| Commercial multi-family                   | 1          | \$ 810  | \$ 808                | \$ 63   |
| Commercial real estate non-owner occupied | 4          | 1,523   | 1,521                 | 100   |
| Commercial real estate owner occupied     | 13         | 7,578   | 7,525                 | 160   |
| Commercial and industrial                 | 27         | 2,411   | 2,388                 | 139   |
| Mortgage                                  | 116        | 15,143  | 13,507                | 640   |
| Leasing                                   | 3          | 75  | 73                    | 23  |
| Consumer:                                 |            |   |                       |   |
| Credit cards                              | 187        | 1,693   | 1,838                 | 234   |
| HELOCs                                    | 10         | 913   | 906                   | 66  |
| Personal                                  | 512        | 8,026   | 8,025                 | 2,660   |
| Auto                                      | 5          | 63  | 63                    | 11  |
| Other                                     | 2          | 392   | 392                   | 67  |
| Total                                     | 880        | \$ 38,627   | \$ 37,046             | \$ 4,163  |



Popular, Inc.  
For the quarter ended September 30, 2017

| (Dollars in thousands)                | Loan count | Increase (decrease) in the                       |   |   |
|---------------------------------------|------------|--|---|---|
|                                       |            | Pre-modification outstanding investment recorded | Post-modification outstanding investment recorded | allowance for loan losses as a result of modification |
| Commercial real estate owner occupied | 3          | \$ 272   | \$ 269  | \$ 29   |
| Commercial and industrial             | 16         | 1,022  | 1,044   | 111   |
| Mortgage                              | 126        | 17,692   | 16,633  | 1,103   |
| Leasing                               | 1          | 27   | 27  | 8   |
| <b>Consumer:</b>                      |            |  |   |   |
| Credit cards                          | 258        | 2,881  | 3,114   | 375   |
| HELOCs                                | 2          | 203  | 203   | 23  |
| Personal                              | 192        | 2,945  | 2,944   | 673   |
| Auto                                  | 3          | 42   | 42  | 8   |
| Other                                 | 11         | 46   | 46  | 6   |
| <b>Total</b>                          | <b>612</b> | <b>\$ 25,130</b>                                 | <b>\$ 24,322</b>                                  | <b>\$ 2,336</b>                                       |

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Popular, Inc.  
For the nine months ended September 30, 2018

| (Dollars in thousands)                    | Loan count   | Pre-modification<br>investment | Post-modification<br>investment | Increase (decrease) in the<br>allowance for loan losses as<br>a result of<br>modification |
|---|--------------|--------------------------------|---------------------------------|---|
| Commercial multi-family                   | 2            | \$ 1,377                       | \$ 1,375                        | \$ 106  |
| Commercial real estate non-owner occupied | 17           | 28,969                         | 28,908                          | 6,854   |
| Commercial real estate owner occupied     | 58           | 27,648                         | 26,433                          | 1,143   |
| Commercial and industrial                 | 81           | 49,633                         | 48,882                          | 13,963  |
| Construction                              | 1            | 4,210                          | 4,293                           | 474   |
| Mortgage                                  | 319          | 40,741                         | 36,442                          | 1,874   |
| Leasing                                   | 4            | 98                             | 96                              | 30  |
| Consumer:                                 |              |                                |                                 |   |
| Credit cards                              | 811          | 8,097                          | 8,642                           | 1,086   |
| HELOCs                                    | 29           | 2,638                          | 2,579                           | 440   |
| Personal                                  | 1,143        | 18,351                         | 18,346                          | 5,390   |
| Auto                                      | 8            | 139                            | 122                             | 21  |
| Other                                     | 23           | 595                            | 593                             | 98  |
| <b>Total</b>                              | <b>2,496</b> | <b>\$ 182,496</b>              | <b>\$ 176,711</b>               | <b>\$ 31,479</b>  |

Popular, Inc.  
For the nine months ended September 30, 2017

| (Dollars in thousands)                    | Loan count   | Pre-modification<br>investment | Post-modification<br>investment | Increase (decrease) in the<br>allowance for loan losses as<br>a result of<br>modification |
|---|--------------|--------------------------------|---------------------------------|---|
| Commercial real estate non-owner occupied | 5            | \$ 2,069                       | \$ 1,901                        | \$ 145  |
| Commercial real estate owner occupied     | 15           | 2,975                          | 2,951                           | 172   |
| Commercial and industrial                 | 39           | 1,850                          | 3,967                           | 579   |
| Mortgage                                  | 497          | 58,777                         | 54,965                          | 3,343   |
| Leasing                                   | 7            | 263                            | 262                             | 74  |
| Consumer:                                 |              |                                |                                 |   |
| Credit cards                              | 854          | 7,785                          | 8,514                           | 1,019   |
| HELOCs                                    | 4            | 689                            | 686                             | 36  |
| Personal                                  | 709          | 11,979                         | 11,982                          | 2,704   |
| Auto                                      | 10           | 2,043                          | 1,999                           | 362   |
| Other                                     | 29           | 2,002                          | 2,002                           | 70  |
| <b>Total</b>                              | <b>2,169</b> | <b>\$ 90,432</b>               | <b>\$ 89,229</b>                | <b>\$ 8,504</b>   |

The following tables present by class, TDRs that were subject to payment default and that had been modified as a TDR during the twelve months preceding the default date. Payment default is defined as a restructured loan becoming 90 days past due after being modified, foreclosed or charged-off, whichever occurs first. The recorded investment at September 30, 2018 is inclusive of all partial paydowns and charge-offs since the modification date. Loans modified as a TDR that were fully paid down, charged-off or foreclosed upon by period end are not reported.



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Popular, Inc.  
Defaulted during the quarter ended September 30, 2018

| (Dollars in thousands)                    | Defaulted during the quarter ended September 30, 2018 |  | Defaulted during the nine months ended September 30, 2018 |  |
|---|---|--|---|--|
|   | Loan count  | Recorded investment as of first default date | Loan count  | Recorded investment as of first default date |
| Commercial real estate non-owner occupied |   | \$   | 1   | \$ 17  |
| Commercial real estate owner occupied     | 1   | 255  | 4   | 392  |
| Commercial and industrial                 | 1   | 5  | 7   | 81   |
| Mortgage                                  | 42  | 5,280  | 74  | 9,520  |
| Consumer:                                 |   |  |   |  |
| Credit cards                              | 86  | 707  | 150   | 2,301  |
| HELOCs                                    | 1   | 144  | 1   | 144  |
| Personal                                  | 27  | 362  | 67  | 1,656  |
| Auto                                      |   |  | 3   | 79   |
| Other                                     | 1   | 3  | 2   | 10   |
| <b>Total</b>                              | <b>159</b>  | <b>\$ 6,756</b>                              | <b>309</b>  | <b>\$ 14,200</b>                             |

Popular, Inc.  
Defaulted during the quarter ended September 30, 2017

| (Dollars in thousands)                    | Defaulted during the quarter ended September 30, 2017 |  | Defaulted during the nine months ended September 30, 2017 |  |
|---|---|--|---|--|
|   | Loan count  | Recorded investment as of first default date | Loan count  | Recorded investment as of first default date |
| Commercial real estate non-owner occupied |   | \$   | 2   | \$ 457                                       |
| Commercial real estate owner occupied     |   |  | 3   | 1,749  |
| Commercial and industrial                 | 1   | 36   | 4   | 601  |
| Mortgage                                  | 48  | 4,216  | 110   | 10,112                                       |
| Consumer:                                 |   |  |   |  |
| Credit cards                              | 135   | 1,212  | 274   | 2,661  |
| HELOCs                                    |   |  | 1   | 97   |
| Personal                                  | 67  | 1,222  | 138   | 3,230  |
| Auto                                      | 1   | 19   | 5   | 99   |
| Other                                     |   |  | 1   | 9  |
| <b>Total</b>                              | <b>252</b>  | <b>\$ 6,705</b>                              | <b>538</b>  | <b>\$ 19,015</b>                             |

Commercial, consumer and mortgage loans modified in a TDR are closely monitored for delinquency as an early indicator of possible future default. If loans modified in a TDR subsequently default, the Corporation evaluates the loan for possible further impairment. The allowance for loan losses may be increased or partial charge-offs may be taken to further write-down the carrying value of the loan.

*Credit Quality*

The following table presents the outstanding balance, net of unearned income, of loans held-in-portfolio based on the Corporation's assignment of obligor risk ratings as defined at September 30, 2018 and December 31, 2017. For the definitions of the obligor risk ratings, refer to the Credit Quality section of Note 10 to the Consolidated Financial Statements included in the Corporation's Form 10K for the year ended December 31, 2017.

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September 30, 2018

| (In thousands)                            | Watch        | Special<br>Mention | Substandard  | Doubtful | Loss   | Sub-total    | Pass/<br>Unrated | Total         |
|---|--------------|--------------------|--------------|----------|--------|--------------|------------------|---------------|
| <b>Puerto Rico</b>                        |              |                    |              |          |        |              |                  |               |
| Commercial multi-family                   | \$ 2,137     | \$ 4,605           | \$ 4,223     | \$       | \$     | \$ 10,965    | \$ 137,263       | \$ 148,228    |
| Commercial real estate non-owner occupied | 494,377      | 237,756            | 413,077      |          |        | 1,145,210    | 1,212,121        | 2,357,331     |
| Commercial real estate owner occupied     | 323,248      | 129,932            | 381,435      | 2,192    |        | 836,807      | 898,698          | 1,735,505     |
| Commercial and industrial                 | 787,901      | 145,193            | 178,806      | 198      | 157    | 1,112,255    | 2,054,157        | 3,166,412     |
| Total                                     |              |                    |              |          |        |              |                  |               |
| Commercial                                | 1,607,663    | 517,486            | 977,541      | 2,390    | 157    | 3,105,237    | 4,302,239        | 7,407,476     |
| Construction                              |              | 889                | 1,829        |          |        | 2,718        | 75,075           | 77,793        |
| Mortgage                                  | 3,475        | 1,994              | 169,236      |          |        | 174,705      | 6,356,571        | 6,531,276     |
| Leasing                                   |              |                    | 2,928        |          | 81     | 3,009        | 900,531          | 903,540       |
| Consumer:                                 |              |                    |              |          |        |              |                  |               |
| Credit cards                              |              |                    | 16,768       |          |        | 16,768       | 1,021,065        | 1,037,833     |
| HELOCs                                    |              |                    | 108          |          |        | 108          | 5,373            | 5,481         |
| Personal                                  | 636          | 160                | 19,854       |          |        | 20,650       | 1,222,746        | 1,243,396     |
| Auto                                      |              |                    | 22,003       |          | 162    | 22,165       | 2,446,445        | 2,468,610     |
| Other                                     | 102          |                    | 15,222       |          | 158    | 15,482       | 132,466          | 147,948       |
| Total                                     |              |                    |              |          |        |              |                  |               |
| Consumer                                  | 738          | 160                | 73,955       |          | 320    | 75,173       | 4,828,095        | 4,903,268     |
| Total Puerto Rico                         |              |                    |              |          |        |              |                  |               |
|   | \$ 1,611,876 | \$ 520,529         | \$ 1,225,489 | \$ 2,390 | \$ 558 | \$ 3,360,842 | \$ 16,462,511    | \$ 19,823,353 |
| <b>Popular U.S.</b>                       |              |                    |              |          |        |              |                  |               |
| Commercial multi-family                   | \$ 52,062    | \$ 8,010           | \$ 6,048     | \$       | \$     | \$ 66,120    | \$ 1,262,452     | \$ 1,328,572  |
| Commercial real estate non-owner occupied | 79,381       | 9,027              | 36,692       |          |        | 125,100      | 1,774,293        | 1,899,393     |
| Commercial real estate owner occupied     | 46,366       | 7,624              | 8,955        |          |        | 62,945       | 225,460          | 288,405       |
| Commercial and industrial                 | 5,437        | 117                | 89,879       |          |        | 95,433       | 974,428          | 1,069,861     |

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|              |         |        |         |        |         |           |           |  |
|--------------|---------|--------|---------|--------|---------|-----------|-----------|--|
| Total        |         |        |         |        |         |           |           |  |
| Commercial   | 183,246 | 24,778 | 141,574 |        | 349,598 | 4,236,633 | 4,586,231 |  |
| Construction | 69,547  | 15,698 | 64,493  |        | 149,738 | 715,834   | 865,572   |  |
| Mortgage     |         |        | 12,306  |        | 12,306  | 760,588   | 772,894   |  |
| Legacy       | 565     | 228    | 2,495   |        | 3,288   | 24,278    | 27,566    |  |
| Consumer:    |         |        |         |        |         |           |           |  |
| Credit cards |         |        | 4       |        | 4       | 59        | 63        |  |
| HELOCs       |         |        | 2,049   | 11,889 | 13,938  | 131,607   | 145,545   |  |
| Personal     |         |        | 1,864   | 888    | 2,752   | 287,909   | 290,661   |  |
| Other        |         |        |         |        |         | 283       | 283       |  |

|          |  |  |       |        |        |         |         |  |
|----------|--|--|-------|--------|--------|---------|---------|--|
| Total    |  |  |       |        |        |         |         |  |
| Consumer |  |  | 3,917 | 12,777 | 16,694 | 419,858 | 436,552 |  |

|                    |            |           |            |    |           |            |              |              |
|--------------------|------------|-----------|------------|----|-----------|------------|--------------|--------------|
| Total Popular U.S. | \$ 253,358 | \$ 40,704 | \$ 224,785 | \$ | \$ 12,777 | \$ 531,624 | \$ 6,157,191 | \$ 6,688,815 |
|--------------------|------------|-----------|------------|----|-----------|------------|--------------|--------------|

**Popular, Inc.**

|   |           |           |           |       |     |           |              |              |
|---|-----------|-----------|-----------|-------|-----|-----------|--------------|--------------|
| Commercial multi-family                   | \$ 54,199 | \$ 12,615 | \$ 10,271 | \$    | \$  | \$ 77,085 | \$ 1,399,715 | \$ 1,476,800 |
| Commercial real estate non-owner occupied | 573,758   | 246,783   | 449,769   |       |     | 1,270,310 | 2,986,414    | 4,256,724    |
| Commercial real estate owner occupied     | 369,614   | 137,556   | 390,390   | 2,192 |     | 899,752   | 1,124,158    | 2,023,910    |
| Commercial and industrial                 | 793,338   | 145,310   | 268,685   | 198   | 157 | 1,207,688 | 3,028,585    | 4,236,273    |

|              |           |         |           |        |        |           |           |            |
|--------------|-----------|---------|-----------|--------|--------|-----------|-----------|------------|
| Total        |           |         |           |        |        |           |           |            |
| Commercial   | 1,790,909 | 542,264 | 1,119,115 | 2,390  | 157    | 3,454,835 | 8,538,872 | 11,993,707 |
| Construction | 69,547    | 16,587  | 66,322    |        |        | 152,456   | 790,909   | 943,365    |
| Mortgage     | 3,475     | 1,994   | 181,542   |        |        | 187,011   | 7,117,159 | 7,304,170  |
| Legacy       | 565       | 228     | 2,495     |        |        | 3,288     | 24,278    | 27,566     |
| Leasing      |           |         | 2,928     |        | 81     | 3,009     | 900,531   | 903,540    |
| Consumer:    |           |         |           |        |        |           |           |            |
| Credit cards |           |         | 16,772    |        |        | 16,772    | 1,021,124 | 1,037,896  |
| HELOCs       |           |         | 2,157     | 11,889 | 14,046 | 136,980   | 151,026   |            |
| Personal     | 636       | 160     | 21,718    | 888    | 23,402 | 1,510,655 | 1,534,057 |            |
| Auto         |           |         | 22,003    | 162    | 22,165 | 2,446,445 | 2,468,610 |            |
| Other        | 102       |         | 15,222    | 158    | 15,482 | 132,749   | 148,231   |            |

|          |     |     |        |        |        |           |           |  |
|----------|-----|-----|--------|--------|--------|-----------|-----------|--|
| Total    |     |     |        |        |        |           |           |  |
| Consumer | 738 | 160 | 77,872 | 13,097 | 91,867 | 5,247,953 | 5,339,820 |  |

|                     |              |            |              |          |           |              |               |               |
|---------------------|--------------|------------|--------------|----------|-----------|--------------|---------------|---------------|
| Total Popular, Inc. | \$ 1,865,234 | \$ 561,233 | \$ 1,450,274 | \$ 2,390 | \$ 13,335 | \$ 3,892,466 | \$ 22,619,702 | \$ 26,512,168 |
|---------------------|--------------|------------|--------------|----------|-----------|--------------|---------------|---------------|





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The following table presents the weighted average obligor risk rating at September 30, 2018 for those classifications that consider a range of rating scales.

| <b>Weighted average obligor risk rating</b> | <b>(Scales 11 and 12) (Scales 1 through 8)</b> |             |
|---|--|-------------|
|   | <b>Substandard</b>                             | <b>Pass</b> |
| <b>Puerto Rico:</b>                         |  |             |
| Commercial multi-family                     | 11.18  | 5.73        |
| Commercial real estate non-owner occupied   | 11.07  | 6.91        |
| Commercial real estate owner occupied       | 11.23  | 7.16        |
| Commercial and industrial                   | 11.27  | 7.05        |
| Total Commercial                            | 11.17  | 7.01        |
| Construction                                | 12.00  | 7.55        |
| <b>Popular U.S. :</b>                       |  |             |
|   | <b>Substandard</b>                             | <b>Pass</b> |
| Commercial multi-family                     | 11.00  | 7.35        |
| Commercial real estate non-owner occupied   | 11.01  | 6.77        |
| Commercial real estate owner occupied       | 11.04  | 7.50        |
| Commercial and industrial                   | 11.97  | 6.49        |
| Total Commercial                            | 11.62  | 6.91        |
| Construction                                | 11.28  | 7.77        |
| Legacy                                      | 11.16  | 7.94        |

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December 31, 2017

| (In thousands)                            | Watch        | Special<br>Mention | Substandard  | Doubtful | Loss     | Sub-total    | Pass/<br>Unrated | Total         |
|---|--------------|--------------------|--------------|----------|----------|--------------|------------------|---------------|
| <b>Puerto Rico<sup>[1]</sup></b>          |              |                    |              |          |          |              |                  |               |
| Commercial multi-family                   | \$ 1,387     | \$ 1,708           | \$ 6,831     | \$       | \$       | \$ 9,926     | \$ 136,473       | \$ 146,399    |
| Commercial real estate non-owner occupied | 327,811      | 335,011            | 307,579      |          |          | 970,401      | 1,434,158        | 2,404,559     |
| Commercial real estate owner occupied     | 243,966      | 215,652            | 354,990      | 2,124    |          | 816,732      | 1,006,882        | 1,823,614     |
| Commercial and industrial                 | 453,546      | 108,554            | 241,695      | 471      | 126      | 804,392      | 2,086,935        | 2,891,327     |
| Total                                     |              |                    |              |          |          |              |                  |               |
| Commercial                                | 1,026,710    | 660,925            | 911,095      | 2,595    | 126      | 2,601,451    | 4,664,448        | 7,265,899     |
| Construction                              | 110          | 4,122              | 1,545        |          |          | 5,777        | 89,592           | 95,369        |
| Mortgage                                  | 2,748        | 3,564              | 155,074      |          |          | 161,386      | 6,415,393        | 6,576,779     |
| Leasing                                   |              |                    | 1,926        |          | 1,048    | 2,974        | 807,016          | 809,990       |
| Consumer:                                 |              |                    |              |          |          |              |                  |               |
| Credit cards                              |              |                    | 18,227       |          |          | 18,227       | 1,074,994        | 1,093,221     |
| HELOCs                                    |              |                    | 257          |          |          | 257          | 5,830            | 6,087         |
| Personal                                  | 429          | 659                | 20,790       |          |          | 21,878       | 1,200,434        | 1,222,312     |
| Auto                                      |              |                    | 5,446        |          | 20       | 5,466        | 845,347          | 850,813       |
| Other                                     |              |                    | 16,324       |          | 440      | 16,764       | 140,824          | 157,588       |
| Total Consumer                            |              |                    |              |          |          |              |                  |               |
|   | 429          | 659                | 61,044       |          | 460      | 62,592       | 3,267,429        | 3,330,021     |
| Total Puerto Rico                         |              |                    |              |          |          |              |                  |               |
|   | \$ 1,029,997 | \$ 669,270         | \$ 1,130,684 | \$ 2,595 | \$ 1,634 | \$ 2,834,180 | \$ 15,243,878    | \$ 18,078,058 |
| <b>Popular U.S.</b>                       |              |                    |              |          |          |              |                  |               |
| Commercial multi-family                   | \$ 11,808    | \$ 6,345           | \$ 7,936     | \$       | \$       | \$ 26,089    | \$ 1,184,604     | \$ 1,210,693  |
| Commercial real estate non-owner occupied | 46,523       | 16,561             | 37,178       |          |          | 100,262      | 1,588,049        | 1,688,311     |
| Commercial real estate owner occupied     | 28,183       | 30,893             | 8,590        |          |          | 67,666       | 251,309          | 318,975       |
| Commercial and industrial                 | 4,019        | 603                | 123,935      |          |          | 128,557      | 876,426          | 1,004,983     |

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|              |        |        |         |       |         |           |           |  |
|--------------|--------|--------|---------|-------|---------|-----------|-----------|--|
| Total        |        |        |         |       |         |           |           |  |
| Commercial   | 90,533 | 54,402 | 177,639 |       | 322,574 | 3,900,388 | 4,222,962 |  |
| Construction | 36,858 | 8,294  | 54,276  |       | 99,428  | 685,232   | 784,660   |  |
| Mortgage     |        |        | 14,852  |       | 14,852  | 678,776   | 693,628   |  |
| Legacy       | 688    | 426    | 3,302   |       | 4,416   | 28,564    | 32,980    |  |
| Consumer:    |        |        |         |       |         |           |           |  |
| Credit cards |        |        | 11      |       | 11      | 89        | 100       |  |
| HELOCs       |        |        | 6,084   | 8,914 | 14,998  | 167,087   | 182,085   |  |
| Personal     |        |        | 2,069   | 704   | 2,773   | 295,229   | 298,002   |  |
| Other        |        |        |         |       |         | 319       | 319       |  |

|          |  |  |       |       |        |         |         |  |
|----------|--|--|-------|-------|--------|---------|---------|--|
| Total    |  |  |       |       |        |         |         |  |
| Consumer |  |  | 8,164 | 9,618 | 17,782 | 462,724 | 480,506 |  |

|               |            |           |            |          |            |              |              |  |
|---------------|------------|-----------|------------|----------|------------|--------------|--------------|--|
| Total Popular |            |           |            |          |            |              |              |  |
| U.S.          | \$ 128,079 | \$ 63,122 | \$ 258,233 | \$ 9,618 | \$ 459,052 | \$ 5,755,684 | \$ 6,214,736 |  |

**Popular, Inc.**

|                |           |          |           |       |           |              |              |           |
|----------------|-----------|----------|-----------|-------|-----------|--------------|--------------|-----------|
| Commercial     |           |          |           |       |           |              |              |           |
| multi-family   | \$ 13,195 | \$ 8,053 | \$ 14,767 | \$    | \$ 36,015 | \$ 1,321,077 | \$ 1,357,092 |           |
| Commercial     |           |          |           |       |           |              |              |           |
| real estate    |           |          |           |       |           |              |              |           |
| non-owner      |           |          |           |       |           |              |              |           |
| occupied       | 374,334   | 351,572  | 344,757   |       | 1,070,663 | 3,022,207    | 4,092,870    |           |
| Commercial     |           |          |           |       |           |              |              |           |
| real estate    |           |          |           |       |           |              |              |           |
| owner          |           |          |           |       |           |              |              |           |
| occupied       | 272,149   | 246,545  | 363,580   | 2,124 | 884,398   | 1,258,191    | 2,142,589    |           |
| Commercial     |           |          |           |       |           |              |              |           |
| and industrial | 457,565   | 109,157  | 365,630   | 471   | 126       | 932,949      | 2,963,361    | 3,896,310 |

|              |           |         |           |       |        |           |           |            |
|--------------|-----------|---------|-----------|-------|--------|-----------|-----------|------------|
| Total        |           |         |           |       |        |           |           |            |
| Commercial   | 1,117,243 | 715,327 | 1,088,734 | 2,595 | 126    | 2,924,025 | 8,564,836 | 11,488,861 |
| Construction | 36,968    | 12,416  | 55,821    |       |        | 105,205   | 774,824   | 880,029    |
| Mortgage     | 2,748     | 3,564   | 169,926   |       |        | 176,238   | 7,094,169 | 7,270,407  |
| Legacy       | 688       | 426     | 3,302     |       |        | 4,416     | 28,564    | 32,980     |
| Leasing      |           |         | 1,926     |       | 1,048  | 2,974     | 807,016   | 809,990    |
| Consumer:    |           |         |           |       |        |           |           |            |
| Credit cards |           |         | 18,238    |       |        | 18,238    | 1,075,083 | 1,093,321  |
| HELOCs       |           |         | 6,341     | 8,914 | 15,255 | 172,917   | 188,172   |            |
| Personal     | 429       | 659     | 22,859    | 704   | 24,651 | 1,495,663 | 1,520,314 |            |
| Auto         |           |         | 5,446     | 20    | 5,466  | 845,347   | 850,813   |            |
| Other        |           |         | 16,324    | 440   | 16,764 | 141,143   | 157,907   |            |

|          |     |     |        |        |        |           |           |  |
|----------|-----|-----|--------|--------|--------|-----------|-----------|--|
| Total    |     |     |        |        |        |           |           |  |
| Consumer | 429 | 659 | 69,208 | 10,078 | 80,374 | 3,730,153 | 3,810,527 |  |

|                |              |            |              |          |           |              |               |               |
|----------------|--------------|------------|--------------|----------|-----------|--------------|---------------|---------------|
| Total Popular, |              |            |              |          |           |              |               |               |
| Inc.           | \$ 1,158,076 | \$ 732,392 | \$ 1,388,917 | \$ 2,595 | \$ 11,252 | \$ 3,293,232 | \$ 20,999,562 | \$ 24,292,794 |



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The following table presents the weighted average obligor risk rating at December 31, 2017 for those classifications that consider a range of rating scales.

| <b>Weighted average obligor risk rating</b> | (Scales 11 and 12)<br>Substandard | (Scales 1 through 8)<br>Pass |
|---|-----------------------------------|------------------------------|
| <b>Puerto Rico:[1]</b>                      |                                   |                              |
| Commercial multi-family                     | 11.16                             | 5.89                         |
| Commercial real estate non-owner occupied   | 11.06                             | 6.99                         |
| Commercial real estate owner occupied       | 11.28                             | 7.14                         |
| Commercial and industrial                   | 11.16                             | 7.11                         |
| Total Commercial                            | 11.17                             | 7.06                         |
| Construction                                | 11.00                             | 7.76                         |
| <b>Popular U.S.:</b>                        |                                   |                              |
| Commercial multi-family                     | 11.00                             | 7.28                         |
| Commercial real estate non-owner occupied   | 11.04                             | 6.74                         |
| Commercial real estate owner occupied       | 11.10                             | 7.14                         |
| Commercial and industrial                   | 11.82                             | 6.17                         |
| Total Commercial                            | 11.59                             | 6.80                         |
| Construction                                | 11.00                             | 7.70                         |
| Legacy                                      | 11.11                             | 7.93                         |

[1] Excludes covered loans acquired in the Westernbank FDIC-assisted transaction.

The increase in the Watch category for Puerto Rico commercial loans of \$581 million, from December 31, 2017, is impacted by the \$341 million auto-related commercial loan portfolio acquired as part of the Reliable Transaction. These loans were placed in Watch status until the Corporation completes its internal review process.

**Table of Contents****Note 10 FDIC loss-share asset and true-up payment obligation**

In connection with the Westernbank FDIC-assisted transaction, BPPR entered into loss-share arrangements with the FDIC with respect to the covered loans and other real estate owned. Pursuant to the terms of the loss-share arrangements, the FDIC's obligation to reimburse BPPR for losses with respect to covered assets began with the first dollar of loss incurred. The FDIC reimbursed BPPR for 80% of losses with respect to covered assets, and BPPR reimbursed the FDIC for 80% of recoveries with respect to losses for which the FDIC paid reimbursement under loss-share arrangements. The loss-share component of the arrangements applicable to commercial (including construction) and consumer loans expired during the quarter ended June 30, 2015, but the arrangement provided for reimbursement of recoveries to the FDIC to continue through the quarter ending June 30, 2018, and for the single family mortgage loss-share component of such agreement to expire in the quarter ended June 30, 2020.

As of March 31, 2018, the Corporation had an FDIC loss share asset of \$45.6 million, net of amounts owed to the FDIC of \$1.1 million, related to the covered assets. As part of the loss-share agreements, BPPR had agreed to make a true-up payment to the FDIC 45 days following the last day (such day, the true-up measurement date) of the final shared-loss month, or upon the final disposition of all covered assets under the loss-share agreements, in the event losses on the loss-share agreements fail to reach expected levels. The estimated fair value of such true-up payment obligation at March 31, 2018 was approximately \$171 million (December 31, 2017 - \$165 million) and was included as a contingent consideration within the caption of other liabilities in the Consolidated Statements of Financial Condition.

On May 22, 2018, the Corporation entered into a Termination Agreement (the Termination Agreement) with the FDIC to terminate all loss-share arrangements in connection with the Westernbank FDIC-assisted transaction. Under the terms of the Termination Agreement, BPPR made a payment of approximately \$23.7 million (the Termination Payment) to the FDIC as consideration for the termination of the loss-share agreements. Popular recorded a gain of \$102.8 million within the FDIC loss share (expense) income caption in the Consolidated Statements of Operations calculated based on the difference between the Termination Payment and the net amount of the true-up payment obligation and the FDIC loss share asset.

The following table sets forth the activity in the FDIC loss-share asset for the periods presented.

| (In thousands)  | Quarters ended September 30, |           | Nine months ended September 30, |           |
|---|------------------------------|-----------|---------------------------------|-----------|
|   | 2018                         | 2017      | 2018                            | 2017      |
| Balance at beginning of period  | \$                           | \$ 53,070 | \$ 46,316                       | \$ 69,334 |
| FDIC loss-share Termination Agreement   |                              |           | (45,659)                        |           |
| Accretion (amortization)  |                              | 567       | (934)                           | (62)      |
| Credit impairment losses (reversal) to be covered under loss-sharing agreements |                              | (329)     | 104                             | 1,945     |
| Reimbursable expenses   |                              | 588       | 537                             | 2,232     |
| Net payments from FDIC under loss-sharing agreements                            |                              | (4,502)   | (364)                           | (18,505)  |
| Other adjustments attributable to FDIC loss-sharing agreements                  |                              |           |                                 | (5,550)   |
| Balance at end of period  | \$                           | \$ 49,394 | \$                              | \$ 49,394 |

|  |    |    |        |    |    |        |
|--|----|----|--------|----|----|--------|
| Balance due to the FDIC for recoveries on covered assets |    |    | (924)  |    |    | (924)  |
| Balance at end of period                                 | \$ | \$ | 48,470 | \$ | \$ | 48,470 |

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As a result of the Termination Agreement, assets that were covered by the loss share agreement, including covered loans in the amount of approximately \$514.6 million and covered real estate owned assets in the amount of approximately \$15.3 million as of March 31, 2018, were reclassified as non-covered. The Corporation now recognizes entirely all future credit losses, expenses, gains, and recoveries related to the formerly covered assets with no offset due to or from the FDIC.



**Table of Contents****Note 11 Mortgage banking activities**

Income from mortgage banking activities includes mortgage servicing fees earned in connection with administering residential mortgage loans and valuation adjustments on mortgage servicing rights. It also includes gain on sales and securitizations of residential mortgage loans and trading gains and losses on derivative contracts used to hedge the Corporation's securitization activities. In addition, lower-of-cost-or-market valuation adjustments to residential mortgage loans held for sale, if any, are recorded as part of the mortgage banking activities.

The following table presents the components of mortgage banking activities:

| (In thousands)  | Quarters ended September 30, |           | Nine months ended September 30, |           |
|---|------------------------------|-----------|---------------------------------|-----------|
|   | 2018                         | 2017      | 2018                            | 2017      |
| Mortgage servicing fees, net of fair value adjustments:               |                              |           |                                 |           |
| Mortgage servicing fees   | \$ 12,324                    | \$ 12,012 | \$ 37,205                       | \$ 38,485 |
| Mortgage servicing rights fair value adjustments                      | (4,194)                      | (10,262)  | (13,123)                        | (24,262)  |
| Total mortgage servicing fees, net of fair value adjustments          | 8,130                        | 1,750     | 24,082                          | 14,223    |
| Net gain on sale of loans, including valuation on loans held-for-sale | 3,014                        | 4,244     | 6,531                           | 16,875    |
| Trading account profit (loss):  |                              |           |                                 |           |
| Unrealized gains (losses) on outstanding derivative positions         | 45                           | (147)     | (131)                           | (104)     |
| Realized gains (losses) on closed derivative positions                | 80                           | (608)     | 2,926                           | (3,645)   |
| Total trading account profit (loss)                                   | 125                          | (755)     | 2,795                           | (3,749)   |
| Total mortgage banking activities                                     | \$ 11,269                    | \$ 5,239  | \$ 33,408                       | \$ 27,349 |

**Table of Contents****Note 12 Transfers of financial assets and mortgage servicing assets**

The Corporation typically transfers conforming residential mortgage loans in conjunction with GNMA and FNMA securitization transactions whereby the loans are exchanged for cash or securities and servicing rights. As seller, the Corporation has made certain representations and warranties with respect to the originally transferred loans and, in the past, has sold certain loans with credit recourse to a government-sponsored entity, namely FNMA. Refer to Note 21 to the Consolidated Financial Statements for a description of such arrangements.

No liabilities were incurred as a result of these securitizations during the quarters and nine months ended September 30, 2018 and 2017 because they did not contain any credit recourse arrangements. During the quarter and nine months ended September 30, 2018, the Corporation recorded a net gain of \$2.9 million and \$6.2 million, respectively (September 30, 2017 \$3.9 million and \$15.0 million, respectively) related to the residential mortgage loans securitized.

The following tables present the initial fair value of the assets obtained as proceeds from residential mortgage loans securitized during the quarters and nine months ended September 30, 2018 and 2017:

| (In thousands)                           | Proceeds Obtained During the Quarter Ended September 30, 2018 |            |          |                    |
|--|---|------------|----------|--------------------|
|  | Level 1   | Level 2    | Level 3  | Initial Fair Value |
| <b>Assets</b>                            |   |            |          |                    |
| Debt securities available-for-sale:      |   |            |          |                    |
| Mortgage-backed securities - FNMA        | \$  | \$ 2,498   | \$       | \$ 2,498           |
| Total debt securities available-for-sale | \$  | \$ 2,498   | \$       | \$ 2,498           |
| Trading account debt securities:         |   |            |          |                    |
| Mortgage-backed securities - GNMA        | \$  | \$ 109,911 | \$       | \$ 109,911         |
| Mortgage-backed securities - FNMA        |   | 23,625     |          | 23,625             |
| Total trading account debt securities    | \$  | \$ 133,536 | \$       | \$ 133,536         |
| Mortgage servicing rights                | \$  | \$         | \$ 2,625 | \$ 2,625           |
| Total                                    | \$  | \$ 136,034 | \$ 2,625 | \$ 138,659         |

| (In thousands)                           | Proceeds Obtained During the Nine Months Ended September 30, 2018 |            |         |                    |
|--|---|------------|---------|--------------------|
|  | Level 1   | Level 2    | Level 3 | Initial Fair Value |
| <b>Assets</b>                            |   |            |         |                    |
| Debt securities available-for-sale:      |   |            |         |                    |
| Mortgage-backed securities - FNMA        | \$  | \$ 9,458   | \$      | \$ 9,458           |
| Total debt securities available-for-sale | \$  | \$ 9,458   | \$      | \$ 9,458           |
| Trading account debt securities:         |   |            |         |                    |
| Mortgage-backed securities - GNMA        | \$  | \$ 319,769 | \$      | \$ 319,769         |

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|                                       |    |    |         |          |            |
|---------------------------------------|----|----|---------|----------|------------|
| Mortgage-backed securities - FNMA     |    |    | 62,853  |          | 62,853     |
| Total trading account debt securities | \$ | \$ | 382,622 | \$       | \$ 382,622 |
| Mortgage servicing rights             | \$ | \$ |         | \$ 7,198 | \$ 7,198   |
| Total                                 | \$ | \$ | 392,080 | \$ 7,198 | \$ 399,278 |

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| (In thousands)                           | Proceeds Obtained During the Quarter Ended September 30, 2017 |            |          |                    |
|--|---|------------|----------|--------------------|
|  | Level 1   | Level 2    | Level 3  | Initial Fair Value |
| <b>Assets</b>                            |   |            |          |                    |
| Debt securities available-for-sale:      |   |            |          |                    |
| Mortgage-backed securities - FNMA        | \$  | \$ 4,329   | \$       | \$ 4,329           |
| Total debt securities available-for-sale | \$  | \$ 4,329   | \$       | \$ 4,329           |
| Trading account debt securities:         |   |            |          |                    |
| Mortgage-backed securities - GNMA        | \$  | \$ 85,722  | \$       | \$ 85,722          |
| Mortgage-backed securities - FNMA        |   | 16,452     |          | 16,452             |
| Total trading account debt securities    | \$  | \$ 102,174 | \$       | \$ 102,174         |
| Mortgage servicing rights                | \$  |            | \$ 1,588 | \$ 1,588           |
| Total                                    | \$  | \$ 106,503 | \$ 1,588 | \$ 108,091         |

| (In thousands)                           | Proceeds Obtained During the Nine Months Ended September 30, 2017 |            |          |                    |
|--|---|------------|----------|--------------------|
|  | Level 1   | Level 2    | Level 3  | Initial Fair Value |
| <b>Assets</b>                            |   |            |          |                    |
| Debt securities available-for-sale:      |   |            |          |                    |
| Mortgage-backed securities - FNMA        | \$  | \$ 16,049  | \$       | \$ 16,049          |
| Total debt securities available-for-sale | \$  | \$ 16,049  | \$       | \$ 16,049          |
| Trading account debt securities:         |   |            |          |                    |
| Mortgage-backed securities - GNMA        | \$  | \$ 368,660 | \$       | \$ 368,660         |
| Mortgage-backed securities - FNMA        |   | 69,798     |          | 69,798             |
| Total trading account debt securities    | \$  | \$ 438,458 | \$       | \$ 438,458         |
| Mortgage servicing rights                | \$  |            | \$ 6,766 | \$ 6,766           |
| Total                                    | \$  | \$ 454,507 | \$ 6,766 | \$ 461,273         |

During the nine months ended September 30, 2018, the Corporation retained servicing rights on whole loan sales involving approximately \$43 million in principal balance outstanding (September 30, 2017 \$49 million), with realized gains of approximately \$0.6 million (September 30, 2017 gains of \$1.8 million). All loan sales performed during the nine months ended September 30, 2018 and 2017 were without credit recourse agreements.

The Corporation recognizes as assets the rights to service loans for others, whether these rights are purchased or result from asset transfers such as sales and securitizations. These mortgage servicing rights ( MSR ) are measured at fair value.

The Corporation uses a discounted cash flow model to estimate the fair value of MSRs. The discounted cash flow model incorporates assumptions that market participants would use in estimating future net servicing income,

including estimates of prepayment speeds, discount rate, cost to service, escrow account earnings, contractual servicing fee income, prepayment and late fees, among other considerations. Prepayment speeds are adjusted for the Corporation's loan characteristics and portfolio behavior.

The following table presents the changes in MSRs measured using the fair value method for the nine months ended September 30, 2018 and 2017.

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| (In thousands)  | Residential MSR    |                    |
|---|--------------------|--------------------|
|   | September 30, 2018 | September 30, 2017 |
| Fair value at beginning of period   | \$ 168,031         | \$ 196,889         |
| Additions   | 7,871              | 7,530              |
| Changes due to payments on loans <sup>[1]</sup>                               | (10,194)           | (12,794)           |
| Reduction due to loan repurchases   | (2,929)            | (1,605)            |
| Changes in fair value due to changes in valuation model inputs or assumptions |                    | (9,863)            |
| Fair value at end of period   | \$ 162,779         | \$ 180,157         |

[1] Represents changes due to collection / realization of expected cash flows over time.

Residential mortgage loans serviced for others were \$15.9 billion at September 30, 2018 (December 31, 2017 -\$16.1 billion).

Net mortgage servicing fees, a component of mortgage banking activities in the Consolidated Statements of Operations, include the changes from period to period in the fair value of the MSR, including changes due to collection / realization of expected cash flows. The banking subsidiaries receive servicing fees based on a percentage of the outstanding loan balance. These servicing fees are credited to income when they are collected. At September 30, 2018, those weighted average mortgage servicing fees were 0.30% (September 30, 2017 0.29%). Under these servicing agreements, the banking subsidiaries do not generally earn significant prepayment penalty fees on the underlying loans serviced.

The section below includes information on assumptions used in the valuation model of the MSR, originated and purchased.

Key economic assumptions used in measuring the servicing rights derived from loans securitized or sold by the Corporation during the quarters and nine months ended September 30, 2018 and 2017 were as follows:

|                                  | Quarters ended     |                    | Nine months ended  |                    |
|----------------------------------|--------------------|--------------------|--------------------|--------------------|
|                                  | September 30, 2018 | September 30, 2017 | September 30, 2018 | September 30, 2017 |
| Prepayment speed                 | 4.4%               | 4.9%               | 4.4%               | 4.3%               |
| Weighted average life (in years) | 11.4               | 10.5               | 11.4               | 10.9               |
| Discount rate (annual rate)      | 11.0%              | 10.9%              | 11.1%              | 10.9%              |

Key economic assumptions used to estimate the fair value of MSR derived from sales and securitizations of mortgage loans performed by the banking subsidiaries and servicing rights purchased from other financial institutions, and the sensitivity to immediate changes in those assumptions, were as follows as of the end of the periods reported:

| (In thousands)                 | Originated MSR     |                   | Purchased MSR      |                   |
|--------------------------------|--------------------|-------------------|--------------------|-------------------|
|                                | September 30, 2018 | December 31, 2017 | September 30, 2018 | December 31, 2017 |
| Fair value of servicing rights | \$ 67,545          | \$ 73,951         | \$ 95,234          | \$ 94,080         |

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|   |            |            |            |            |
|---|------------|------------|------------|------------|
| Weighted average life (in years)                | 7.2        | 7.3        | 6.7        | 6.5        |
| Weighted average prepayment speed (annual rate) | 5.0%       | 5.1%       | 5.4%       | 5.7%       |
| Impact on fair value of 10% adverse change      | \$ (1,371) | \$ (1,503) | \$ (2,023) | \$ (2,070) |
| Impact on fair value of 20% adverse change      | \$ (2,702) | \$ (2,976) | \$ (3,982) | \$ (3,999) |
| Weighted average discount rate (annual rate)    | 11.5%      | 11.5%      | 11.0%      | 11.0%      |
| Impact on fair value of 10% adverse change      | \$ (3,005) | \$ (3,091) | \$ (4,071) | \$ (3,785) |
| Impact on fair value of 20% adverse change      | \$ (5,789) | \$ (5,971) | \$ (7,850) | \$ (7,235) |

The sensitivity analyses presented in the tables above for servicing rights are hypothetical and should be used with caution. As the figures indicate, changes in fair value based on a 10 and 20 percent variation in assumptions generally cannot be extrapolated because the relationship of the change in assumption to the change in fair value may not be linear. Also, in the sensitivity tables included herein, the effect of a variation in a particular assumption on the fair value of the retained interest is calculated without changing any other assumption. In reality, changes in one factor may result in changes in another (for example, increases in market interest rates may result in lower prepayments and increased credit losses), which might magnify or counteract the sensitivities.

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At September 30, 2018, the Corporation serviced \$1.4 billion (December 31, 2017 \$1.5 billion) in residential mortgage loans with credit recourse to the Corporation.

Under the GNMA securitizations, the Corporation, as servicer, has the right to repurchase (but not the obligation), at its option and without GNMA's prior authorization, any loan that is collateral for a GNMA guaranteed mortgage-backed security when certain delinquency criteria are met. At the time that individual loans meet GNMA's specified delinquency criteria and are eligible for repurchase, the Corporation is deemed to have regained effective control over these loans if the Corporation was the pool issuer. At September 30, 2018, the Corporation had recorded \$195 million in mortgage loans on its Consolidated Statements of Financial Condition related to this buy-back option program (December 31, 2017 \$840 million). As long as the Corporation continues to service the loans that continue to be collateral in a GNMA guaranteed mortgage-backed security, the MSR is recognized by the Corporation. During the nine months ended September 30, 2018, the Corporation repurchased approximately \$264 million (September 30, 2017 \$113 million) of mortgage loans under the GNMA buy-back option program. The determination to repurchase these loans was based on the economic benefits of the transaction, which results in a reduction of the servicing costs for these severely delinquent loans, mostly related to principal and interest advances. Furthermore, due to their guaranteed nature, the risk associated with the loans is minimal. The Corporation places these loans under its loss mitigation programs and once brought back to current status, these may be either retained in portfolio or re-sold in the secondary market.



**Table of Contents****Note 13 Other real estate owned**

The following tables present the activity related to Other Real Estate Owned ( OREO ), for the quarters and nine months ended September 30, 2018 and 2017.

| (In thousands)                 | For the quarter ended September 30, 2018 |             |  | Total      |
|--------------------------------|--|-------------|--|------------|
|                                | Non-covered                              | Non-covered |  |            |
|                                | OREO                                     | OREO        |  |            |
|                                | Commercial/Construction                  | Mortgage    |  |            |
| Balance at beginning of period | \$ 25,262                                | \$ 116,801  |  | \$ 142,063 |
| Write-downs in value           | (487)                                    | (2,584)     |  | (3,071)    |
| Additions                      | 2,006                                    | 11,517      |  | 13,523     |
| Sales                          | (1,309)                                  | (17,296)    |  | (18,605)   |
| Other adjustments              |  | (130)       |  | (130)      |
| Ending balance                 | \$ 25,472                                | \$ 108,308  |  | \$ 133,780 |

| (In thousands)                                | For the nine months ended September 30, 2018 |             |           | Total      |
|---|--|-------------|-----------|------------|
|   | Non-covered                                  | Non-covered | Covered   |            |
|   | OREO   | OREO        | OREO      |            |
|   | Commercial/Construction                      | Mortgage    | Mortgage  |            |
| Balance at beginning of period                | \$ 21,411                                    | \$ 147,849  | \$ 19,595 | \$ 188,855 |
| Write-downs in value                          | (1,889)                                      | (9,123)     | (287)     | (11,299)   |
| Additions                                     | 9,047  | 17,047      |           | 26,094     |
| Sales   | (3,932)                                      | (62,051)    | (3,282)   | (69,265)   |
| Other adjustments                             | 835  | (747)       | (693)     | (605)      |
| Transfer to non-covered status <sup>[1]</sup> |  | 15,333      | (15,333)  |            |
| Ending balance                                | \$ 25,472                                    | \$ 108,308  | \$        | \$ 133,780 |

[1] Represents the reclassification of OREOs to the non-covered category, pursuant to the Termination Agreement of all shared-loss agreements with the Federal Deposit Insurance Corporation related to loans acquired from Westernbank, that was completed on May 22, 2018.

| (In thousands)                      | For the quarter ended September 30, 2017 |             |           | Total      |
|-------------------------------------|--|-------------|-----------|------------|
|                                     | Non-covered                              | Non-covered | Covered   |            |
|                                     | OREO                                     | OREO        | OREO      |            |
|                                     | Commercial/Construction                  | Mortgage    | Mortgage  |            |
| Balance at beginning of period      | \$ 23,949                                | \$ 157,147  | \$ 25,350 | \$ 206,446 |
| Write-downs in value <sup>[1]</sup> | (2,702)                                  | (2,856)     | (234)     | (5,792)    |
| Additions                           | 982                                      | 18,669      | 1,560     | 21,211     |

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|                   |           |            |           |            |
|-------------------|-----------|------------|-----------|------------|
| Sales             | (743)     | (18,185)   | (4,395)   | (23,323)   |
| Other adjustments |           | 467        | (736)     | (269)      |
| Ending balance    | \$ 21,486 | \$ 155,242 | \$ 21,545 | \$ 198,273 |

- [1] Includes \$2.7 million related to the damages from Hurricane Maria, of which \$1.3 million were for commercial and \$1.4 million for residential.

| (In thousands)                      | For the nine months ended September 30, 2017   |                                 |                             | Total      |
|-------------------------------------|--|---------------------------------|-----------------------------|------------|
|                                     | Non-covered<br>OREO<br>Commercial/Construction | Non-covered<br>OREO<br>Mortgage | Covered<br>OREO<br>Mortgage |            |
| Balance at beginning of period      | \$ 20,401                                      | \$ 160,044                      | \$ 32,128                   | \$ 212,573 |
| Write-downs in value <sup>[1]</sup> | (4,681)  | (14,715)                        | (2,980)                     | (22,376)   |
| Additions                           | 8,604  | 69,585                          | 9,775                       | 87,964     |
| Sales                               | (2,707)  | (61,068)                        | (15,184)                    | (78,959)   |
| Other adjustments                   | (131)  | 1,396                           | (2,194)                     | (929)      |
| Ending balance                      | \$ 21,486                                      | \$ 155,242                      | \$ 21,545                   | \$ 198,273 |

- [1] Includes \$2.7 million related to the damages from Hurricane Maria, of which \$1.3 million were for commercial and \$1.4 million for residential.

**Table of Contents****Note 14 Other assets**

The caption of other assets in the consolidated statements of financial condition consists of the following major categories:

| (In thousands)                                       | September 30, 2018  | December 31, 2017   |
|--|---------------------|---------------------|
| Net deferred tax assets (net of valuation allowance) | \$ 1,144,417        | \$ 1,035,110        |
| Investments under the equity method                  | 223,222             | 215,349             |
| Prepaid taxes  | 34,859              | 168,852             |
| Other prepaid expenses                               | 80,131              | 84,771              |
| Derivative assets                                    | 18,977              | 16,539              |
| Trades receivable from brokers and counterparties    | 57,290              | 7,514               |
| Receivables from investments maturities              | 51,000              | 70,000              |
| Principal, interest and escrow servicing advances    | 94,298              | 107,299             |
| Guaranteed mortgage loan claims receivable           | 77,704              | 163,819             |
| Others   | 118,952             | 122,070             |
| <b>Total other assets</b>                            | <b>\$ 1,900,850</b> | <b>\$ 1,991,323</b> |

**Table of Contents****Note 15 Goodwill and other intangible assets*****Goodwill***

The changes in the carrying amount of goodwill for the nine months ended September 30, 2018, allocated by reportable segments, were as follows (refer to Note 34 for the definition of the Corporation's reportable segments):

| (In thousands)               | <b>2018</b>                   |                            |                                       |                        | Balance at<br>September 30, 2018 |
|------------------------------|-------------------------------|----------------------------|---------------------------------------|------------------------|----------------------------------|
|                              | Balance at<br>January 1, 2018 | Goodwill on<br>acquisition | Purchase<br>accounting<br>adjustments | Goodwill<br>impairment |                                  |
| Banco Popular de Puerto Rico | \$ 276,420                    | \$ 60,242                  | \$                                    | \$                     | \$ 336,662                       |
| Popular U.S.                 | 350,874                       |                            |                                       |                        | 350,874                          |
| <b>Total Popular, Inc.</b>   | <b>\$ 627,294</b>             | <b>\$ 60,242</b>           | <b>\$</b>                             | <b>\$</b>              | <b>\$ 687,536</b>                |

The goodwill recognized during the quarter ended September 30, 2018 in the reportable segment of Banco Popular de Puerto Rico of \$60.2 million was related to the Reliable Transaction. Refer to Note 4, Business combination, for additional information.

There were no changes in the carrying amount of goodwill for the nine months ended September 30, 2017.

***Other Intangible Assets***

At September 30, 2018 and December 31, 2017, the Corporation had \$6.1 million of identifiable intangible assets with indefinite useful lives, mostly associated with the E-LOAN trademark.

The following table reflects the components of other intangible assets subject to amortization:

| (In thousands)                       | Gross<br>Carrying<br>Amount | Accumulated<br>Amortization | Net<br>Carrying<br>Value |
|--------------------------------------|-----------------------------|-----------------------------|--------------------------|
| <b>September 30, 2018</b>            |                             |                             |                          |
| Core deposits                        | \$ 37,224                   | \$ 25,139                   | \$ 12,085                |
| Other customer relationships         | 35,632                      | 25,182                      | 10,450                   |
| Trademark                            | 488                         | 17                          | 471                      |
| <b>Total other intangible assets</b> | <b>\$ 73,344</b>            | <b>\$ 50,338</b>            | <b>\$ 23,006</b>         |
| <b>December 31, 2017</b>             |                             |                             |                          |
| Core deposits                        | \$ 37,224                   | \$ 22,347                   | \$ 14,877                |
| Other customer relationships         | 35,683                      | 21,051                      | 14,632                   |
| <b>Total other intangible assets</b> | <b>\$ 72,907</b>            | <b>\$ 43,398</b>            | <b>\$ 29,509</b>         |

The trademark recognized during the quarter ended September 30, 2018 of \$0.5 million was related to the Reliable Transaction. Refer to Note 4, Business combination, for additional information.

During the quarter ended September 30, 2018, the Corporation recognized \$2.3 million in amortization expense related to other intangible assets with definite useful lives (September 30, 2017 \$2.3 million). During the nine months ended September 30, 2018, the Corporation recognized \$7.0 million in amortization related to other intangible assets with definite useful lives (September 30, 2017 \$7.0 million).

The following table presents the estimated amortization of the intangible assets with definite useful lives for each of the following periods:

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|                |          |
|----------------|----------|
| (In thousands) |          |
| Remaining 2018 | \$ 2,337 |
| Year 2019      | 9,140    |
| Year 2020      | 5,065    |
| Year 2021      | 2,254    |
| Year 2022      | 1,378    |
| Year 2023      | 1,338    |
| Later years    | 1,494    |

**Results of the Annual Goodwill Impairment Test**

The Corporation's goodwill and other identifiable intangible assets having an indefinite useful life are tested for impairment, at least annually and on a more frequent basis if events or circumstances indicate impairment could have taken place. Such events could include, among others, a significant adverse change in the business climate, an adverse action by a regulator, an unanticipated change in the competitive environment and a decision to change the operations or dispose of a reporting unit.

Under applicable accounting standards, goodwill impairment analysis is a two-step test. The first step of the goodwill impairment test involves comparing the fair value of the reporting unit with its carrying amount, including goodwill. If the fair value of the reporting unit exceeds its carrying amount, goodwill of the reporting unit is considered not impaired; however, if the carrying amount of the reporting unit exceeds its fair value, the second step must be performed. The second step involves calculating an implied fair value of goodwill for each reporting unit for which the first step indicated possible impairment. The implied fair value of goodwill is determined in the same manner as the amount of goodwill recognized in a business combination, which is the excess of the fair value of the reporting unit, as determined in the first step, over the aggregate fair values of the individual assets, liabilities and identifiable intangibles (including any unrecognized intangible assets, such as unrecognized core deposits and trademark) as if the reporting unit was being acquired in a business combination and the fair value of the reporting unit was the price paid to acquire the reporting unit. The Corporation estimates the fair values of the assets and liabilities of a reporting unit, consistent with the requirements of the fair value measurements accounting standard, which defines fair value as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value of the assets and liabilities reflects market conditions, thus volatility in prices could have a material impact on the determination of the implied fair value of the reporting unit goodwill at the impairment test date. The adjustments to measure the assets, liabilities and intangibles at fair value are for the purpose of measuring the implied fair value of goodwill and such adjustments are not reflected in the consolidated statement of condition. If the implied fair value of goodwill exceeds the goodwill assigned to the reporting unit, there is no impairment. If the goodwill assigned to a reporting unit exceeds the implied fair value of the goodwill, an impairment charge is recorded for the excess. An impairment loss recognized cannot exceed the amount of goodwill assigned to a reporting unit, and the loss establishes a new basis in the goodwill. Subsequent reversal of goodwill impairment losses is not permitted under applicable accounting standards.

The Corporation performed the annual goodwill impairment evaluation for the entire organization during the third quarter of 2018 using July 31, 2018 as the annual evaluation date. The reporting units utilized for this evaluation were those that are one level below the business segments, which are the legal entities within the reportable segment. The Corporation follows push-down accounting, as such all goodwill is assigned to the reporting units when carrying out a business combination.

In determining the fair value of a reporting unit, the Corporation generally uses a combination of methods, including market price multiples of comparable companies and transactions, as well as discounted cash flow analysis. Management evaluates the particular circumstances of each reporting unit in order to determine the most appropriate

valuation methodology. The Corporation evaluates the results obtained under each valuation methodology to identify and understand the key value drivers in order to ascertain that the results obtained are reasonable and appropriate under the circumstances. Elements considered include current market and economic conditions, developments in specific lines of business, and any particular features in the individual reporting units.

The computations require management to make estimates and assumptions. Critical assumptions that are used as part of these evaluations include:

a selection of comparable publicly traded companies, based on nature of business, location and size;

a selection of comparable acquisition and capital raising transactions;

the discount rate applied to future earnings, based on an estimate of the cost of equity;

the potential future earnings of the reporting unit; and

the market growth and new business assumptions.

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For purposes of the market comparable approach, valuations were determined by calculating average price multiples of relevant value drivers from a group of companies that are comparable to the reporting unit being analyzed and applying those price multiples to the value drivers of the reporting unit. Multiples used are minority based multiples and thus, no control premium adjustment is made to the comparable companies market multiples. While the market price multiple is not an assumption, a presumption that it provides an indicator of the value of the reporting unit is inherent in the valuation. The determination of the market comparables also involves a degree of judgment.

For purposes of the discounted cash flows ( DCF ) approach, the valuation is based on estimated future cash flows. The financial projections used in the DCF valuation analysis for each reporting unit are based on the most recent (as of the valuation date) financial projections presented to the Corporation's Asset / Liability Management Committee ( ALCO ). The growth assumptions included in these projections are based on management's expectations for each reporting unit's financial prospects considering economic and industry conditions as well as particular plans of each entity (i.e. restructuring plans, de-leveraging, etc.). The cost of equity used to discount the cash flows was calculated using the Ibbotson Build-Up Method and ranged from 11.42% to 13.93% for the 2018 analysis. The Ibbotson Build-Up Method builds up a cost of equity starting with the rate of return of a risk-free asset (20-year U.S. Treasury note) and adds to it additional risk elements such as equity risk premium, size premium and industry risk premium. The resulting discount rates were analyzed in terms of reasonability given the current market conditions and adjustments were made when necessary.

BPPR passed Step 1 in the annual test as of July 31, 2018. The results indicated that the average estimated fair value calculated in Step 1 using all valuation methodologies exceeded BPPR's equity value by approximately \$2.4 billion or 77%. Accordingly, there was no indication of impairment on the goodwill recorded in BPPR at July 31, 2018 and there was no need for a Step 2 analysis.

PB passed Step 1 in the annual test as of July 31, 2018. The results indicated that the average estimated fair value calculated in Step 1 using all valuation methodologies exceeded PB's equity value by approximately \$407 million or 28%. Accordingly, there was no indication of impairment on the goodwill recorded in PB at July 31, 2018 and there was no need for a Step 2 analysis.

The goodwill balance of BPPR and PB, as legal entities, represented approximately 98% of the Corporation's total goodwill balance as of the July 31, 2018 valuation date.

Furthermore, as part of the analyses, management performed a reconciliation of the aggregate fair values determined for the reporting units to the market capitalization of the Corporation concluding that the fair value results determined for the reporting units in the July 31, 2018 annual assessment were reasonable.

The goodwill impairment evaluation process requires the Corporation to make estimates and assumptions with regard to the fair value of the reporting units. Actual values may differ significantly from these estimates. Such differences could result in future impairment of goodwill that would, in turn, negatively impact the Corporation's results of operations and the reporting units where the goodwill is recorded. Declines in the Corporation's market capitalization could increase the risk of goodwill impairment in the future.

Management monitors events or changes in circumstances between annual tests to determine if these events or changes in circumstances would more likely than not reduce the fair value of a reporting unit below its carrying amount.





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The following tables present the gross amount of goodwill and accumulated impairment losses by reportable segments.

|                              | September 30, 2018                                  |                                     |   |  |                                     |   |
|------------------------------|---|-------------------------------------|---|--|-------------------------------------|---|
|                              | Balance at<br>January 1,<br>2018<br>(gross amounts) | Accumulated<br>impairment<br>losses | Balance at<br>January 1,<br>2018<br>(net amounts) | Balance at<br>September 30,<br>2018<br>(gross amounts) | Accumulated<br>impairment<br>losses | Balance at<br>September 30,<br>2018<br>(net<br>amounts) |
| (In thousands)               |   |                                     |   |  |                                     |   |
| Banco Popular de Puerto Rico | \$ 280,221  | \$ 3,801                            | \$ 276,420  | \$ 340,463   | \$ 3,801                            | \$ 336,662  |
| Popular U.S.                 | 515,285   | 164,411                             | 350,874   | 515,285  | 164,411                             | 350,874   |
| <b>Total Popular, Inc.</b>   | <b>\$ 795,506</b>                                   | <b>\$ 168,212</b>                   | <b>\$ 627,294</b>                                 | <b>\$ 855,748</b>                                      | <b>\$ 168,212</b>                   | <b>\$ 687,536</b>                                       |

|                              | December 31, 2017                                   |                                     |   |   |                                     |   |
|------------------------------|---|-------------------------------------|---|---|-------------------------------------|---|
|                              | Balance at<br>January 1,<br>2017<br>(gross amounts) | Accumulated<br>impairment<br>losses | Balance at<br>January 1,<br>2017<br>(net amounts) | Balance at<br>December 31,<br>2017<br>(gross amounts) | Accumulated<br>impairment<br>losses | Balance at<br>December 31,<br>2017<br>(net amounts) |
| (In thousands)               |   |                                     |   |   |                                     |   |
| Banco Popular de Puerto Rico | \$ 280,221  | \$ 3,801                            | \$ 276,420  | \$ 280,221  | \$ 3,801                            | \$ 276,420  |
| Popular U.S.                 | 515,285   | 164,411                             | 350,874   | 515,285   | 164,411                             | 350,874   |
| <b>Total Popular, Inc.</b>   | <b>\$ 795,506</b>                                   | <b>\$ 168,212</b>                   | <b>\$ 627,294</b>                                 | <b>\$ 795,506</b>                                     | <b>\$ 168,212</b>                   | <b>\$ 627,294</b>                                   |

**Table of Contents****Note 16 Deposits**

Total interest bearing deposits as of the end of the periods presented consisted of:

| (In thousands)   | September 30, 2018   | December 31, 2017    |
|--|----------------------|----------------------|
| Savings accounts   | \$ 9,711,063         | \$ 8,561,718         |
| NOW, money market and other interest bearing demand deposits                       | 13,721,732           | 10,885,967           |
| <b>Total savings, NOW, money market and other interest bearing demand deposits</b> | <b>23,432,795</b>    | <b>19,447,685</b>    |
| Certificates of deposit:   |                      |                      |
| Under \$100,000  | 3,346,204            | 3,446,575            |
| \$100,000 and over   | 4,066,076            | 4,068,303            |
| <b>Total certificates of deposit</b>   | <b>7,412,280</b>     | <b>7,514,878</b>     |
| <b>Total interest bearing deposits</b>   | <b>\$ 30,845,075</b> | <b>\$ 26,962,563</b> |

A summary of certificates of deposit by maturity at September 30, 2018 follows:

| (In thousands)                       |                     |
|--------------------------------------|---------------------|
| 2018                                 | \$ 1,969,701        |
| 2019                                 | 2,233,844           |
| 2020                                 | 1,361,441           |
| 2021                                 | 829,654             |
| 2022                                 | 513,048             |
| 2023 and thereafter                  | 504,592             |
| <b>Total certificates of deposit</b> | <b>\$ 7,412,280</b> |

At September 30, 2018, the Corporation had brokered deposits amounting to \$0.5 billion (December 31, 2017 \$0.5 billion).

The aggregate amount of overdrafts in demand deposit accounts that were reclassified to loans was \$3 million at September 30, 2018 (December 31, 2017 \$4 million).

**Table of Contents****Note 17 Borrowings**

The following table presents the balances of assets sold under agreements to repurchase at September 30, 2018 and December 31, 2017.

| (In thousands)                                   | September 30, 2018 | December 31, 2017 |
|--|--------------------|-------------------|
| Assets sold under agreements to repurchase       | \$ 300,116         | \$ 390,921        |
| Total assets sold under agreements to repurchase | \$ 300,116         | \$ 390,921        |

The Corporation's repurchase transactions are overcollateralized with the securities detailed in the table below. The Corporation's repurchase agreements have a right of set-off with the respective counterparty under the supplemental terms of the master repurchase agreements. In an event of default each party has a right of set-off against the other party for amounts owed in the related agreement and any other amount or obligation owed in respect of any other agreement or transaction between them.

The following table presents information related to the Corporation's repurchase transactions accounted for as secured borrowings that are collateralized with debt securities available-for-sale, other assets held-for-trading purposes or which have been obtained under agreements to resell. It is the Corporation's policy to maintain effective control over assets sold under agreements to repurchase; accordingly, such securities continue to be carried on the Consolidated Statements of Financial Condition.

*Repurchase agreements accounted for as secured borrowings*

| (In thousands)  | September 30, 2018<br>Repurchase<br>liability | December 31, 2017<br>Repurchase<br>liability |
|---|---|--|
| U.S. Treasury securities                                |   |  |
| Within 30 days  | \$ 93,129                                     | \$ 148,516                                   |
| After 30 to 90 days                                     | 19,831  | 87,357                                       |
| After 90 days   | 159,292                                       | 43,500                                       |
| Total U.S. Treasury securities                          | 272,252                                       | 279,373                                      |
| Obligations of U.S. government sponsored entities       |   |  |
| Within 30 days  |   | 30,656                                       |
| After 30 to 90 days                                     |   | 19,463                                       |
| After 90 days   | 6,055   | 15,937                                       |
| Total obligations of U.S. government sponsored entities | 6,055   | 66,056                                       |

|   |            |            |
|---|------------|------------|
| Mortgage-backed securities                |            |            |
| Within 30 days                            | 12,228     | 31,383     |
| Total mortgage-backed securities          | 12,228     | 31,383     |
| Collateralized mortgage obligations       |            |            |
| Within 30 days                            | 9,581      | 14,109     |
| Total collateralized mortgage obligations | 9,581      | 14,109     |
| Total                                     | \$ 300,116 | \$ 390,921 |

Repurchase agreements in this portfolio are generally short-term, often overnight. As such our risk is very limited. We manage the liquidity risks arising from secured funding by sourcing funding globally from a diverse group of counterparties, providing a range of securities collateral and pursuing longer durations, when appropriate.

The following table presents information related to the Corporation's other short-term borrowings for the periods ended September 30, 2018 and December 31, 2017.

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| (In thousands)                           | September 30, 2018 | December 31, 2017 |
|--|--------------------|-------------------|
| Advances with the FHLB                   | \$                 | \$ 95,000         |
| Others                                   | 1,200              | 1,208             |
| <b>Total other short-term borrowings</b> | <b>\$ 1,200</b>    | <b>\$ 96,208</b>  |

Note: Refer to the Corporation's 2017 Form 10-K for rates information at December 31, 2017.

During the quarter ended September 30, 2018, Popular North America, Inc. (PNA), a wholly-owned subsidiary of the Corporation, redeemed all outstanding capital securities issued by BanPonce Trust I (the Trust), a statutory trust established by PNA, along with the common securities issued by the Trust, which resulted in the concurrent extinguishment of the related junior subordinated debentures with an aggregate book value of \$55 million. Refer to Note 18 for additional information on the redemption of these trust preferred securities.

Also, during the quarter ended September 30, 2018, the Corporation issued an aggregate of \$300 million principal amount of its 6.125% senior notes due 2023 and recorded debt issuance costs of \$6.3 million. On October 15, 2018, the Corporation used the net proceeds, together with available cash, to redeem \$450 million of its outstanding 7.00% senior notes due 2019.

The following table presents the composition of notes payable at September 30, 2018 and December 31, 2017.

| (In thousands)  | September 30, 2018 | December 31, 2017 |
|---|--------------------|-------------------|
| Advances with the FHLB with maturities ranging from 2018 through 2029 paying interest at monthly fixed rates ranging from 0.89% to 4.19 %   | \$ 567,031         | \$ 572,307        |
| Advances with the FHLB with maturing in 2019 paying interest monthly at a floating rate of 0.34% over the 1 month LIBOR   | 13,000             | 34,164            |
| Advances with the FHLB with maturing in 2019 paying interest quarterly at a floating rate from 0.12% to 0.24% over the 3 month LIBOR  | 19,724             | 25,019            |
| Unsecured senior debt securities with maturities ranging from 2019 through 2023 paying interest semiannually at fixed rates ranging from of 6.125% to 7.00%, net of debt issuance costs of \$7,841                              | 742,159            | 446,873           |
| Junior subordinated deferrable interest debentures (related to trust preferred securities) with maturities ranging from 2033 to 2034 with fixed interest rates ranging from 6.125% to 6.7%, net of debt issuance costs of \$429 | 384,869            | 439,351           |
| Others  | 17,904             | 18,642            |

|                     |    |           |    |           |
|---------------------|----|-----------|----|-----------|
| Total notes payable | \$ | 1,744,687 | \$ | 1,536,356 |
|---------------------|----|-----------|----|-----------|

Note: Refer to the Corporation's 2017 Form 10-K for rates information at December 31, 2017.

A breakdown of borrowings by contractual maturities at September 30, 2018 is included in the table below.

| (In thousands)          | Assets sold under<br>agreements to repurchase | Short-term<br>borrowings | Notes payable          | Total               |
|-------------------------|---|--------------------------|------------------------|---------------------|
| 2018                    | \$ 134,769                                    | \$ 1,200                 | \$ 83,103              | \$ 219,072          |
| 2019                    | 165,347                                       |                          | 650,159 <sup>[1]</sup> | 815,506             |
| 2020                    |   |                          | 111,960                | 111,960             |
| 2021                    |   |                          | 21,877                 | 21,877              |
| 2022                    |   |                          | 105,175                | 105,175             |
| Later years             |   |                          | 772,413                | 772,413             |
| <b>Total borrowings</b> | <b>\$ 300,116</b>                             | <b>\$ 1,200</b>          | <b>\$ 1,744,687</b>    | <b>\$ 2,046,003</b> |

[1] On October 15, 2018, the Corporation redeemed \$450 million principal amount of its senior notes due on 2019.

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At September 30, 2018 and December 31, 2017, the Corporation had FHLB borrowing facilities whereby the Corporation could borrow up to \$3.4 billion and \$3.9 billion, respectively, of which \$600 million and \$726 million, respectively, were used. In addition, at September 30, 2018 and December 31, 2017, the Corporation had placed \$1.1 billion and \$260 million, respectively, of the available FHLB credit facility as collateral for a municipal letter of credit to secure deposits. The FHLB borrowing facilities are collateralized with loans held-in-portfolio, and do not have restrictive covenants or callable features.

Also, at September 30, 2018, the Corporation has a borrowing facility at the discount window of the Federal Reserve Bank of New York amounting to \$1.2 billion (2017 \$1.1 billion), which remained unused at September 30, 2018 and December 31, 2017. The facility is a collateralized source of credit that is highly reliable even under difficult market conditions.



**Table of Contents****Note 18 Trust preferred securities**

Statutory trusts established by the Corporation (BanPonce Trust I, Popular Capital Trust I, Popular North America Capital Trust I and Popular Capital Trust II) had issued trust preferred securities (also referred to as capital securities) to the public. The proceeds from such issuances, together with the proceeds of the related issuances of common securities of the trusts (the common securities), were used by the trusts to purchase junior subordinated deferrable interest debentures (the junior subordinated debentures) issued by the Corporation.

The sole assets of the trusts consisted of the junior subordinated debentures of the Corporation and the related accrued interest receivable. These trusts are not consolidated by the Corporation pursuant to accounting principles generally accepted in the United States of America.

The junior subordinated debentures are included by the Corporation as notes payable in the Consolidated Statements of Financial Condition, while the common securities issued by the issuer trusts are included as other investment securities. The common securities of each trust are wholly-owned, or indirectly wholly-owned, by the Corporation.

During the quarter ended September 30, 2018, Popular North America, Inc. (PNA), a wholly-owned subsidiary of the Corporation, redeemed all outstanding capital securities issued by BanPonce Trust I (the Trust), a statutory trust established by PNA, with an aggregate book value of \$53 million, along with the common securities issued by the Trust, which resulted in the concurrent extinguishment of the related junior subordinated debentures amounting to \$55 million, as discussed in Note 17.

The following tables present financial data pertaining to the different trusts at September 30, 2018 and December 31, 2017.

| (Dollars in thousands)         | As of September 30, 2018   |  |                             |
|--------------------------------|----------------------------|--|-----------------------------|
|                                | Popular<br>Capital Trust I | Popular<br>North America<br>Capital Trust<br>I | Popular<br>Capital Trust II |
| Issuer                         |                            |  |                             |
| Capital securities             | \$ 181,063                 | \$ 91,651                                      | \$ 101,023                  |
| Distribution rate              | 6.700%                     | 6.564%   | 6.125%                      |
| Common securities              | \$ 5,601                   | \$ 2,835                                       | \$ 3,125                    |
| Junior subordinated debentures |                            |  |                             |
| aggregate liquidation amount   | \$ 186,664                 | \$ 94,486                                      | \$ 104,148                  |
| Stated maturity date           | November<br>2033           | September<br>2034                              | December<br>2034            |
| Reference notes                | [2],[4],[5]                | [1],[3],[5]                                    | [2],[4],[5]                 |

[1] Statutory business trust that is wholly-owned by PNA and indirectly wholly-owned by the Corporation.

[2] Statutory business trust that is wholly-owned by the Corporation.

[3] The obligations of PNA under the junior subordinated debentures and its guarantees of the capital securities under the trust are fully and unconditionally guaranteed on a subordinated basis by the Corporation to the extent set forth in the applicable guarantee agreement.

[4]

These capital securities are fully and unconditionally guaranteed on a subordinated basis by the Corporation to the extent set forth in the applicable guarantee agreement.

- [5] The Corporation has the right, subject to any required prior approval from the Federal Reserve, to redeem after certain dates or upon the occurrence of certain events mentioned below, the junior subordinated debentures at a redemption price equal to 100% of the principal amount, plus accrued and unpaid interest to the date of redemption. The maturity of the junior subordinated debentures may be shortened at the option of the Corporation prior to their stated maturity dates (i) on or after the stated optional redemption dates stipulated in the agreements, in whole at any time or in part from time to time, or (ii) in whole, but not in part, at any time within 90 days following the occurrence and during the continuation of a tax event, an investment company event or a capital treatment event as set forth in the indentures relating to the capital securities, in each case subject to regulatory approval.

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| Issuer   | As of December 31, 2017 |                               |  |                             |
|--|-------------------------|-------------------------------|--|-----------------------------|
|  | BanPonce<br>Trust I     | Popular<br>Capital<br>Trust I | Popular<br>North America<br>Capital Trust<br>I | Popular<br>Capital Trust II |
| Capital securities   | \$ 52,865               | \$ 181,063                    | \$ 91,651                                      | \$ 101,023                  |
| Distribution rate  | 8.327%                  | 6.700%                        | 6.564%   | 6.125%                      |
| Common securities  | \$ 1,637                | \$ 5,601                      | \$ 2,835                                       | \$ 3,125                    |
| Junior subordinated debentures<br>aggregate liquidation amount | \$ 54,502               | \$ 186,664                    | \$ 94,486                                      | \$ 104,148                  |
| Stated maturity date   | February<br>2027        | November<br>2033              | September<br>2034                              | December<br>2034            |
| Reference notes  | [1],[3],[6]             | [2],[4],[5]                   | [1],[3],[5]                                    | [2],[4],[5]                 |

[1] Statutory business trust that is wholly-owned by PNA and indirectly wholly-owned by the Corporation.

[2] Statutory business trust that is wholly-owned by the Corporation.

[3] The obligations of PNA under the junior subordinated debentures and its guarantees of the capital securities under the trust are fully and unconditionally guaranteed on a subordinated basis by the Corporation to the extent set forth in the applicable guarantee agreement.

[4] These capital securities are fully and unconditionally guaranteed on a subordinated basis by the Corporation to the extent set forth in the applicable guarantee agreement.

[5] The Corporation has the right, subject to any required prior approval from the Federal Reserve, to redeem after certain dates or upon the occurrence of certain events mentioned below, the junior subordinated debentures at a redemption price equal to 100% of the principal amount, plus accrued and unpaid interest to the date of redemption. The maturity of the junior subordinated debentures may be shortened at the option of the Corporation prior to their stated maturity dates (i) on or after the stated optional redemption dates stipulated in the agreements, in whole at any time or in part from time to time, or (ii) in whole, but not in part, at any time within 90 days following the occurrence and during the continuation of a tax event, an investment company event or a capital treatment event as set forth in the indentures relating to the capital securities, in each case subject to regulatory approval.

[6] Same as [5] above, except that the investment company event does not apply for early redemption.

At September 30, 2018, the Corporation had \$374 million in trust preferred securities outstanding which do not qualify for Tier 1 capital treatment, but instead qualify for Tier 2 capital treatment, compared to \$427 million at December 31, 2017, as a result of the previously mentioned redemption by PNA.

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**Note 19 Stockholders equity**

As of September 30, 2018, stockholder s equity totaled \$5.2 billion. During the nine months ended September 30, 2018, the Corporation declared dividends on its common stock of \$ 76.2 million. The quarterly dividend declared to shareholders of record as of the close of business on August 23, 2018, which amounted to \$25.1 million, was paid on October 1, 2018. Dividends per share declared for the quarter and nine months ended September 30, 2018 were \$0.25 and \$0.75, respectively (2017 - \$0.25 and \$0.75, respectively).

During the quarter ended September 30, 2018, the Corporation entered into a \$125 million accelerated share repurchase transaction ( ASR ) and, in connection therewith, received an initial delivery of 2,000,000 shares of common stock (the Initial Shares ), which was accounted for as a treasury stock transaction. As a result of the receipt of the Initial Shares, the Corporation recognized in shareholders equity approximately \$102 million in treasury stock and \$23 million as a reduction of capital surplus. During the fourth quarter of 2018, the Corporation expects to further adjust its treasury stock and capital surplus accounts to reflect the delivery or receipt of cash or shares upon the termination of the ASR agreement, which will depend on the average price of the Corporation s shares during the term of the ASR.

**Table of Contents****Note 20 Other comprehensive loss**

The following table presents changes in accumulated other comprehensive loss by component for the quarters and nine months ended September 30, 2018 and 2017.

|  |   | Changes in Accumulated Other Comprehensive Loss by Component [1] |              |                   |              |
|--|---|--|--------------|-------------------|--------------|
|  |   | Quarters ended   |              | Nine months ended |              |
|  |   | September 30,  |              | September 30,     |              |
| (In thousands)   |   | 2018   | 2017         | 2018              | 2017         |
| Foreign currency translation                           | Beginning Balance   | \$ (46,397)  | \$ (41,405)  | \$ (43,034)       | \$ (39,956)  |
|  | Other comprehensive loss  | (605)  | (390)        | (3,968)           | (1,839)      |
|  | Net change  | (605)  | (390)        | (3,968)           | (1,839)      |
|  | Ending balance  | \$ (47,002)  | \$ (41,795)  | \$ (47,002)       | \$ (41,795)  |
| Adjustment of pension and postretirement benefit plans | Beginning Balance   | \$ (199,895)   | \$ (205,928) | \$ (205,408)      | \$ (211,610) |
|  | Amounts reclassified from accumulated other comprehensive loss for amortization of net losses           | 3,285  | 3,421        | 9,856             | 10,263       |
|  | Amounts reclassified from accumulated other comprehensive loss for amortization of prior service credit | (529)  | (580)        | (1,587)           | (1,740)      |
|  | Net change  | 2,756  | 2,841        | 8,269             | 8,523        |
|  | Ending balance  | \$ (197,139)   | \$ (203,087) | \$ (197,139)      | \$ (203,087) |
| Unrealized net holding losses on debt securities       | Beginning Balance   | \$ (250,422)   | \$ (56,414)  | \$ (102,775)      | \$ (69,003)  |
|  | Other comprehensive (loss) income before reclassifications  | (39,845)   | 9,302        | (187,492)         | 15,151       |
|  | Other-than-temporary impairment amount reclassified from accumulated other comprehensive loss           |  |              |                   | 6,740        |
|  | Amounts reclassified from accumulated other comprehensive loss for gains                                |  | (66)         |                   | (66)         |

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|   |  |              |             |              |             |
|---|--|--------------|-------------|--------------|-------------|
|   | on securities  |              |             |              |             |
|   | Net change   | (39,845)     | 9,236       | (187,492)    | 21,825      |
|   | Ending balance   | \$ (290,267) | \$ (47,178) | \$ (290,267) | \$ (47,178) |
| Unrealized holding gains on equity securities | Beginning Balance  | \$           | \$ 672      | \$ 605       | \$ 685      |
|   | Reclassification to retained earnings due to cumulative effect adjustment of accounting change |              |             | (605)        |             |
|   | Other comprehensive income before reclassifications  |              | 48          |              | 180         |
|   | Amounts reclassified from accumulated other comprehensive income for gains on securities       |              | (16)        |              | (161)       |
|   | Net change   |              | 32          | (605)        | 19          |
|   | Ending balance   | \$           | \$ 704      | \$           | \$ 704      |

Unrealized net (losses) gains

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|                     |   |              |              |              |              |
|---------------------|---|--------------|--------------|--------------|--------------|
| on cash flow hedges | Beginning Balance   | \$ (78)      | \$ 132       | \$ (40)      | \$ (402)     |
|                     | Other comprehensive income (loss) before reclassifications              | 208          | (250)        | 790          | (869)        |
|                     | Amounts reclassified from accumulated other comprehensive (loss) income | 89           | 142          | (531)        | 1,295        |
|                     | Net change  | 297          | (108)        | 259          | 426          |
|                     | Ending balance  | \$ 219       | \$ 24        | \$ 219       | \$ 24        |
|                     | Total   | \$ (534,189) | \$ (291,332) | \$ (534,189) | \$ (291,332) |

[1] All amounts presented are net of tax.

The following table presents the amounts reclassified out of each component of accumulated other comprehensive loss during the quarters and nine months ended September 30, 2018 and 2017.

| (In thousands)   | Affected Line Item in the Consolidated Statements of Operations              | Reclassifications Out of Accumulated Other Comprehensive Loss |            |                                 |             |
|--|--|---|------------|---------------------------------|-------------|
|  |  | Quarters ended September 30,                                  |            | Nine months ended September 30, |             |
|  |  | 2018  | 2017       | 2018                            | 2017        |
| Adjustment of pension and postretirement benefit plans |  |   |            |                                 |             |
| Amortization of net losses                             | Personnel costs  | \$ (5,386)  | \$ (5,606) | \$ (16,157)                     | \$ (16,819) |
| Amortization of prior service credit                   | Personnel costs  | 868   | 950        | 2,603                           | 2,850       |
|  | Total before tax   | (4,518)   | (4,656)    | (13,554)                        | (13,969)    |
|  | Income tax benefit   | 1,762   | 1,815      | 5,285                           | 5,446       |
|  | Total net of tax   | \$ (2,756)  | \$ (2,841) | \$ (8,269)                      | \$ (8,523)  |
| Unrealized holding losses on debt securities           |  |   |            |                                 |             |
| Other-than-temporary impairment                        | Other-than-temporary impairment losses on available-for-sale debt securities | \$  | \$         | \$                              | \$ (8,299)  |
| Realized gains on sale of debt securities              | Net gain on sale of debt securities  |   | 83         |                                 | 83          |

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|   |  |            |            |            |             |
|---|--|------------|------------|------------|-------------|
|   | Total before tax                               |            | 83         |            | (8,216)     |
|   | Income tax (expense) benefit                   |            | (17)       |            | 1,542       |
|   | Total net of tax                               | \$         | \$ 66      | \$         | \$ (6,674)  |
| Unrealized holding gains on equity securities     |  |            |            |            |             |
| Realized gain on sale of equity securities        |  |            |            |            |             |
|   | Net gain on equity securities                  | \$         | \$ 20      | \$         | \$ 201      |
|   | Total before tax                               |            | 20         |            | 201         |
|   | Income tax expense                             |            | (4)        |            | (40)        |
|   | Total net of tax                               | \$         | \$ 16      | \$         | \$ 161      |
| Unrealized net (losses) gains on cash flow hedges |  |            |            |            |             |
| Forward contracts                                 |  |            |            |            |             |
|   | Mortgage banking activities                    | \$ (147)   | \$ (232)   | \$ 870     | \$ (2,122)  |
|   | Total before tax                               | (147)      | (232)      | 870        | (2,122)     |
|   | Income tax benefit (expense)                   | 58         | 90         | (339)      | 827         |
|   | Total net of tax                               | \$ (89)    | \$ (142)   | \$ 531     | \$ (1,295)  |
|   | Total reclassification adjustments, net of tax | \$ (2,845) | \$ (2,901) | \$ (7,738) | \$ (16,331) |



**Table of Contents****Note 21 Guarantees**

At September 30, 2018, the Corporation recorded a liability of \$0.3 million (December 31, 2017 \$0.3 million), which represents the unamortized balance of the obligations undertaken in issuing the guarantees under the standby letters of credit. Management does not anticipate any material losses related to these instruments.

From time to time, the Corporation securitized mortgage loans into guaranteed mortgage-backed securities subject to limited, and in certain instances, lifetime credit recourse on the loans that serve as collateral for the mortgage-backed securities. The Corporation has not sold any mortgage loans subject to credit recourse since 2009. At September 30, 2018, the Corporation serviced \$1.4 billion (December 31, 2017 \$1.5 billion) in residential mortgage loans subject to credit recourse provisions, principally loans associated with FNMA and FHLMC residential mortgage loan securitization programs. In the event of any customer default, pursuant to the credit recourse provided, the Corporation is required to repurchase the loan or reimburse the third party investor for the incurred loss. The maximum potential amount of future payments that the Corporation would be required to make under the recourse arrangements in the event of nonperformance by the borrowers is equivalent to the total outstanding balance of the residential mortgage loans serviced with recourse and interest, if applicable. During the quarter and nine months ended September 30, 2018, the Corporation repurchased approximately \$4 million and \$13 million, respectively, of unpaid principal balance in mortgage loans subject to the credit recourse provisions (September 30, 2017 - \$7 million and \$22 million, respectively). In the event of nonperformance by the borrower, the Corporation has rights to the underlying collateral securing the mortgage loan. The Corporation suffers ultimate losses on these loans when the proceeds from a foreclosure sale of the property underlying a defaulted mortgage loan are less than the outstanding principal balance of the loan plus any uncollected interest advanced and the costs of holding and disposing the related property. At September 30, 2018, the Corporation's liability established to cover the estimated credit loss exposure related to loans sold or serviced with credit recourse amounted to \$58 million (December 31, 2017 \$59 million).

The following table shows the changes in the Corporation's liability of estimated losses related to loans serviced with credit recourse provisions during the quarters and nine months ended September 30, 2018 and 2017.

| (In thousands)                    | Quarters ended September 30 |           | Nine months ended September 30 |           |
|-----------------------------------|-----------------------------|-----------|--------------------------------|-----------|
|                                   | 2018                        | 2017      | 2018                           | 2017      |
| Balance as of beginning of period | \$ 57,425                   | \$ 49,395 | \$ 58,820                      | \$ 54,489 |
| Provision for recourse liability  | 3,000                       | 6,375     | 5,991                          | 11,104    |
| Net charge-offs                   | (2,678)                     | (3,718)   | (7,064)                        | (13,541)  |
| Balance as of end of period       | \$ 57,747                   | \$ 52,052 | \$ 57,747                      | \$ 52,052 |

When the Corporation sells or securitizes mortgage loans, it generally makes customary representations and warranties regarding the characteristics of the loans sold. To the extent the loans do not meet specified characteristics, the Corporation may be required to repurchase such loans or indemnify for losses and bear any subsequent loss related to the loans. During the quarter and nine months ended September 30, 2018, BPPR repurchased \$2 million and \$12 million, respectively, in loans under representation and warranty arrangements (there were no loan repurchases during the same period of the prior year). A substantial amount of these loans reinstate to performing status or have mortgage insurance, and thus the ultimate losses on the loans are not deemed significant.

From time to time, the Corporation sells loans and agrees to indemnify the purchaser for credit losses or any breach of certain representations and warranties made in connection with the sale. The following table presents the changes in

the Corporation's liability for estimated losses associated with indemnifications and representations and warranties related to loans sold by BPPR for the quarters and nine months ended September 30, 2018 and 2017.

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| (In thousands)   | Quarters ended September 30, |           | Nine months ended September 30, |           |
|--|------------------------------|-----------|---------------------------------|-----------|
|  | 2018                         | 2017      | 2018                            | 2017      |
| Balance as of beginning of period                      | \$ 11,153                    | \$ 10,545 | \$ 11,742                       | \$ 10,936 |
| Provision (reversal) for representation and warranties | (104)                        | (140)     | 194                             | (521)     |
| Net charge-offs  | (39)                         |           | (926)                           | (10)      |
| Balance as of end of period                            | \$ 11,010                    | \$ 10,405 | \$ 11,010                       | \$ 10,405 |

Servicing agreements relating to the mortgage-backed securities programs of FNMA and GNMA, and to mortgage loans sold or serviced to certain other investors, including FHLMC, require the Corporation to advance funds to make scheduled payments of principal, interest, taxes and insurance, if such payments have not been received from the borrowers. At September 30, 2018, the Corporation serviced \$15.9 billion in mortgage loans for third-parties, including the loans serviced with credit recourse (December 31, 2017 \$16.1 billion). The Corporation generally recovers funds advanced pursuant to these arrangements from the mortgage owner, from liquidation proceeds when the mortgage loan is foreclosed or, in the case of FHA/VA loans, under the applicable FHA and VA insurance and guarantees programs. However, in the meantime, the Corporation must absorb the cost of the funds it advances during the time the advance is outstanding. The Corporation must also bear the costs of attempting to collect on delinquent and defaulted mortgage loans. In addition, if a defaulted loan is not cured, the mortgage loan would be canceled as part of the foreclosure proceedings and the Corporation would not receive any future servicing income with respect to that loan. At September 30, 2018, the outstanding balance of funds advanced by the Corporation under such mortgage loan servicing agreements was approximately \$94 million (December 31, 2017 \$107 million). To the extent the mortgage loans underlying the Corporation's servicing portfolio experience increased delinquencies, the Corporation would be required to dedicate additional cash resources to comply with its obligation to advance funds as well as incur additional administrative costs related to increases in collection efforts.

Popular, Inc. Holding Company ( PIHC ) fully and unconditionally guarantees certain borrowing obligations issued by certain of its wholly-owned consolidated subsidiaries amounting to \$94 million and \$149 million, respectively, at September 30, 2018 and December 31, 2017. In addition, at September 30, 2018 and December 31, 2017, PIHC fully and unconditionally guaranteed on a subordinated basis \$374 million and \$427 million, respectively, of capital securities (trust preferred securities) issued by wholly-owned issuing trust entities to the extent set forth in the applicable guarantee agreement. Refer to Note 18 to the Consolidated Financial Statements for further information on the trust preferred securities.

**Table of Contents****Note 22 Commitments and contingencies***Off-balance sheet risk*

The Corporation is a party to financial instruments with off-balance sheet credit risk in the normal course of business to meet the financial needs of its customers. These financial instruments include loan commitments, letters of credit and standby letters of credit. These instruments involve, to varying degrees, elements of credit and interest rate risk in excess of the amount recognized in the consolidated statements of financial condition.

The Corporation's exposure to credit loss in the event of nonperformance by the other party to the financial instrument for commitments to extend credit, standby letters of credit and financial guarantees is represented by the contractual notional amounts of those instruments. The Corporation uses the same credit policies in making these commitments and conditional obligations as it does for those reflected on the consolidated statements of financial condition.

Financial instruments with off-balance sheet credit risk, whose contract amounts represent potential credit risk as of the end of the periods presented were as follows:

| (In thousands)                                  | September 30, 2018 | December 31, 2017 |
|---|--------------------|-------------------|
| Commitments to extend credit:                   |                    |                   |
| Credit card lines                               | \$ 4,462,603       | \$ 4,303,256      |
| Commercial and construction lines of credit     | 2,772,111          | 3,011,673         |
| Other consumer unused credit commitments        | 255,798            | 250,029           |
| Commercial letters of credit                    | 2,561              | 2,116             |
| Standby letters of credit                       | 30,036             | 33,633            |
| Commitments to originate or fund mortgage loans | 23,724             | 15,297            |

At September 30, 2018 and December 31, 2017, the Corporation maintained a reserve of approximately \$8 million and \$10 million, respectively, for potential losses associated with unfunded loan commitments related to commercial and consumer lines of credit.

*Business concentration*

Since the Corporation's business activities are concentrated primarily in Puerto Rico, its results of operations and financial condition are dependent upon the general trends of the Puerto Rico economy and, in particular, the residential and commercial real estate markets. The concentration of the Corporation's operations in Puerto Rico exposes it to greater risk than other banking companies with a wider geographic base. Its asset and revenue composition by geographical area is presented in Note 34 to the Consolidated Financial Statements.

Puerto Rico is in the midst of a profound fiscal and economic crisis. In response to such crisis, the U.S. Congress enacted the Puerto Rico Oversight Management and Economic Stability Act ( PROMESA ) in 2016, which, among other things, established a Fiscal Oversight and Management Board for Puerto Rico (the Oversight Board ) and a framework for the restructuring of the debts of the Commonwealth, its instrumentalities and municipalities. The Commonwealth and several of its instrumentalities have commenced debt restructuring proceedings under PROMESA. As of the date of this report, no municipality has commenced, or has been authorized by the Oversight

Board to commence, any such debt restructuring proceeding under PROMESA.

At September 30, 2018, the Corporation's direct exposure to the Puerto Rico government and its instrumentalities and municipalities amounted to \$458 million, which was fully outstanding at quarter-end (compared to a direct exposure of approximately \$484 million, which was fully outstanding at December 31, 2017). Of this amount, \$413 million consists of loans and \$45 million are securities (\$435 million and \$49 million at December 31, 2017). Substantially all of the amount outstanding at September 30, 2018 consisted of obligations from various Puerto Rico municipalities. In most cases, these are general obligations of a municipality, to which the applicable municipality has pledged its good faith, credit and unlimited taxing power, or special obligations of a municipality, to which the applicable municipality has pledged other revenues. At September 30, 2018, 75% of the Corporation's exposure to municipal loans and securities was concentrated in the municipalities of San Juan, Guaynabo, Carolina and Bayamón. On July 2, 2018 the Corporation received principal payments amounting to \$23 million from various obligations from Puerto Rico municipalities.

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The following table details the loans and investments representing the Corporation's direct exposure to the Puerto Rico government according to their maturities:

| (In thousands)   | Investment<br>Portfolio | Loans             | Total Outstanding | Total Exposure    |
|--|-------------------------|-------------------|-------------------|-------------------|
| <b>Central Government</b>                                      |                         |                   |                   |                   |
| After 1 to 5 years   | \$ 6                    | \$                | \$ 6              | \$ 6              |
| After 5 to 10 years  | 43                      |                   | 43                | 43                |
| After 10 years   | 27                      |                   | 27                | 27                |
| <b>Total Central Government</b>                                | <b>76</b>               |                   | <b>76</b>         | <b>76</b>         |
| <b>Government Development Bank (GDB)</b>                       |                         |                   |                   |                   |
| Within 1 year  | 4                       |                   | 4                 | 4                 |
| <b>Total Government Development Bank (GDB)</b>                 | <b>4</b>                |                   | <b>4</b>          | <b>4</b>          |
| <b>Puerto Rico Highways and Transportation Authority</b>       |                         |                   |                   |                   |
| After 5 to 10 years  | 5                       |                   | 5                 | 5                 |
| <b>Total Puerto Rico Highways and Transportation Authority</b> | <b>5</b>                |                   | <b>5</b>          | <b>5</b>          |
| <b>Municipalities</b>  |                         |                   |                   |                   |
| Within 1 year  | 3,510                   | 15,265            | 18,775            | 18,775            |
| After 1 to 5 years   | 16,505                  | 198,022           | 214,527           | 214,527           |
| After 5 to 10 years  | 23,885                  | 101,693           | 125,578           | 125,578           |
| After 10 years   | 845                     | 98,185            | 99,030            | 99,030            |
| <b>Total Municipalities</b>                                    | <b>44,745</b>           | <b>413,165</b>    | <b>457,910</b>    | <b>457,910</b>    |
| <b>Total Direct Government Exposure</b>                        | <b>\$ 44,830</b>        | <b>\$ 413,165</b> | <b>\$ 457,995</b> | <b>\$ 457,995</b> |

In addition, at September 30, 2018, the Corporation had \$374 million in loans or securities issued or guaranteed by Puerto Rico governmental entities whose principal source of repayment is non-governmental. In such obligations, the Puerto Rico government entity guarantees any shortfall in collateral in the event of borrower default (\$386 million at December 31, 2017). These included \$299 million in residential mortgage loans guaranteed by the Puerto Rico Housing Finance Authority (HFA), an entity that has been designated as a covered entity under PROMESA (December 31, 2017 \$310 million). These mortgage loans are secured by the underlying properties and the HFA guarantee serve to cover shortfalls in collateral in the event of a borrower default. Although the Governor is currently authorized by local legislation to impose a temporary moratorium on the financial obligations of the HFA, he has not exercised this power as of the date hereof. Also, at September 30, 2018 and December 31, 2017, the Corporation had \$44 million in Puerto Rico housing bonds issued by HFA, which are secured by second mortgage loans on Puerto Rico residential properties, and for which HFA also provides a guarantee to cover shortfalls, \$7 million in

pass-through securities issued by HFA that have been economically defeased and refunded and for which collateral including U.S. agencies and Treasury obligations has been escrowed, and \$24 million of commercial real estate notes issued by government entities, but payable from rent paid by third parties at September 30, 2018 (December 31, 2017 \$25 million).

BPPR's commercial loan portfolio also includes loans to private borrowers who are service providers, lessors, suppliers or have other relationships with the government. These borrowers could be negatively affected by the fiscal measures to be implemented to address the Commonwealth's fiscal crisis and the ongoing Title III proceedings under PROMESA described above. Similarly, BPPR's mortgage and consumer loan portfolios include loans to government employees which could also be negatively affected by fiscal measures such as employee layoffs or furloughs.

The Corporation has operations in the United States Virgin Islands (the USVI) and has approximately \$78 million in direct exposure to USVI government entities. The USVI has been experiencing a number of fiscal and economic challenges that could adversely affect the ability of its public corporations and instrumentalities to service their outstanding debt obligations.

### *Legal Proceedings*

The nature of Popular's business ordinarily results in a certain number of claims, litigation, investigations, and legal and administrative cases and proceedings ( Legal Proceedings ). When the Corporation determines that it has meritorious defenses to the claims asserted, it vigorously defends itself. The Corporation will consider the settlement of cases (including cases where it has meritorious defenses) when, in management's judgment, it is in the best interest of both the Corporation and its shareholders to do so. On at least a quarterly basis, Popular assesses its liabilities and contingencies relating to outstanding Legal Proceedings utilizing the latest

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information available. For matters where it is probable that the Corporation will incur a material loss and the amount can be reasonably estimated, the Corporation establishes an accrual for the loss. Once established, the accrual is adjusted on at least a quarterly basis as appropriate to reflect any relevant developments. For matters where a material loss is not probable, or the amount of the loss cannot be reasonably estimated, no accrual is established.

In certain cases, exposure to loss exists in excess of the accrual to the extent such loss is reasonably possible, but not probable. Management believes and estimates that the aggregate range of reasonably possible losses (with respect to those matters where such limits may be determined, in excess of amounts accrued), for current Legal Proceedings ranges from \$0 to approximately \$24.4 million as of September 30, 2018. For certain other cases, management cannot reasonably estimate the possible loss at this time. Any estimate involves significant judgment, given the varying stages of the Legal Proceedings (including the fact that many of them are currently in preliminary stages), the existence of multiple defendants in several of the current Legal Proceedings whose share of liability has yet to be determined, the numerous unresolved issues in many of the Legal Proceedings, and the inherent uncertainty of the various potential outcomes of such Legal Proceedings. Accordingly, management's estimate will change from time-to-time, and actual losses may be more or less than the current estimate.

While the outcome of Legal Proceedings is inherently uncertain, based on information currently available, advice of counsel, and available insurance coverage, management believes that the amount it has already accrued is adequate and any incremental liability arising from the Legal Proceedings in matters in which a loss amount can be reasonably estimated will not have a material adverse effect on the Corporation's consolidated financial position. However, in the event of unexpected future developments, it is possible that the ultimate resolution of these matters in a reporting period, if unfavorable, could have a material adverse effect on the Corporation's consolidated financial position for that particular period.

Set forth below is a description of the Corporation's significant Legal Proceedings.

**BANCO POPULAR DE PUERTO RICO***Hazard Insurance Commission-Related Litigation*

Popular, Inc., BPPR and Popular Insurance, LLC (the Popular Defendants) have been named defendants in a putative class action complaint captioned Pérez Díaz v. Popular, Inc., et al, filed before the Court of First Instance, Arecibo Part. The complaint seeks damages and preliminary and permanent injunctive relief on behalf of the purported class against the Popular Defendants, as well as Antilles Insurance Company and MAPFRE-PRAICO Insurance Company (the Defendant Insurance Companies). Plaintiffs allege that the Popular Defendants have been unjustly enriched by failing to reimburse them for commissions paid by the Defendant Insurance Companies to the insurance agent and/or mortgagee for policy years when no claims were filed against their hazard insurance policies. They demand the reimbursement to the purported class of an estimated \$400 million plus legal interest, for the good experience commissions allegedly paid by the Defendant Insurance Companies during the relevant time period, as well as injunctive relief seeking to enjoin the Defendant Insurance Companies from paying commissions to the insurance agent/mortgagee and ordering them to pay those fees directly to the insured. A hearing on the request for preliminary injunction and other matters was held on February 15, 2017, as a result of which plaintiffs withdrew their request for preliminary injunctive relief. A motion for dismissal on the merits, which the Defendant Insurance Companies filed shortly before hearing, was denied with a right to replead following limited targeted discovery. On March 24, 2017, the Popular Defendants filed a certiorari petition with the Puerto Rico Court of Appeals seeking a review of the lower court's denial of the motion to dismiss. The Court of Appeals denied the Popular Defendant's request, and the Popular Defendants appealed this determination to the Puerto Rico Supreme Court, which declined review. On December 21, 2017, plaintiffs sought to amend the complaint and, on January 2018, defendants filed an answer thereto. Separately,



on October 26, 2017, the Court entered an order whereby it broadly certified the class; the Popular Defendants filed a certiorari petition before the Puerto Rico Court of Appeals in relation to the class certification, but on March 4, 2018, the Court of Appeals declined to entertain such petition. At a hearing held on November 2, 2017, the Court encouraged the parties to reach agreement on discovery and class notification procedures. Although the case is still in discovery stage, the parties have not yet reached an agreement as to the class notification procedures.

BPPR has separately been named a defendant in a putative class action complaint captioned *Ramírez Torres, et al. v. Banco Popular de Puerto Rico, et al.*, filed before the Puerto Rico Court of First Instance, San Juan Part. The complaint seeks damages and preliminary and permanent injunctive relief on behalf of the purported class against the same Popular Defendants, as well as other financial institutions with insurance brokerage subsidiaries in Puerto Rico. Plaintiffs essentially contend that in November 2015, Antilles

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Insurance Company obtained approval from the Puerto Rico Insurance Commissioner to market an endorsement that allowed its customers to obtain reimbursement on their insurance deductible for good experience, but that defendants failed to offer this product or disclose its existence to their customers, favoring other products instead, in violation of their duties as insurance brokers. Plaintiffs seek a determination that defendants unlawfully failed to comply with their duty to disclose the existence of this new insurance product, as well as double or treble damages (the latter subject to a determination that defendants engaged in anti-monopolistic practices in failing to offer this product). Between late March and early April, co-defendants filed motions to dismiss the complaint and opposed the request for preliminary injunctive relief. A co-defendant filed a third-party Complaint against Antilles Insurance Company. A preliminary injunction and class certification hearing originally scheduled for April 6, 2017 was subsequently postponed, pending resolution of the motions to dismiss. On July 31, 2017, the Court dismissed the complaint with prejudice. In August 2017, plaintiffs appealed this judgment and, on March 21, 2018, the Court of Appeals reversed the Court of First Instance's dismissal. On May 18, 2018, defendants each filed Petitions of Certiorari to the Puerto Rico Supreme Court. The Petitions of Certiorari were all denied on June 26, 2018 and all parties but BPPR filed a timely Motion for Reconsideration of such denial. Those Motions for Reconsideration were denied and one defendant filed a Second Motion for Reconsideration to the Puerto Rico Supreme Court, which is still pending.

*Mortgage-Related Litigation and Claims*

BPPR has been named a defendant in a putative class action captioned Lilliam González Camacho, et al. v. Banco Popular de Puerto Rico, et al., filed before the United States District Court for the District of Puerto Rico on behalf of mortgage-holders who have allegedly been subjected to illegal foreclosures and/or loan modifications through their mortgage servicers. Plaintiffs maintain that when they sought to reduce their loan payments, defendants failed to provide them with such reduced loan payments, instead subjecting them to lengthy loss mitigation processes while filing foreclosure claims against them in parallel (or dual tracking). Plaintiffs assert that such actions violate the Home Affordable Modification Program ( HAMP ), the Home Affordable Refinance Program ( HARP ) and other federally sponsored loan modification programs, as well as the Puerto Rico Mortgage Debtor Assistance Act and the Truth in Lending Act ( TILA ). For the alleged violations stated above, plaintiffs request that all defendants (over 20, including all local banks), be held jointly and severally liable in an amount no less than \$400 million. BPPR waived service of process in June 2017 and filed a motion to dismiss in August 2017, as did most co-defendants. On March 28, 2018, the Court dismissed the complaint in its entirety. On April 9, 2018, plaintiffs filed a motion for reconsideration of such dismissal, which was denied on August 17, 2018. On August 29, 2018, plaintiffs filed a Notice of Appeal to the U.S. Court of Appeals for the First Circuit. Plaintiffs' appellate brief is due on December 3, 2018 and Defendants' response brief will be due 30 days thereafter.

BPPR has also been named a defendant in another putative class action captioned Yiries Josef Saad Maura v. Banco Popular, et al., filed by the same counsel who filed the González Camacho action referenced above, on behalf of residential customers of the defendant banks who have allegedly been subject to illegal foreclosures and/or loan modifications through their mortgage servicers. As in González Camacho, plaintiffs contend that when they sought to reduce their loan payments, defendants failed to provide them with such reduced loan payments, instead subjecting them to lengthy loss mitigation processes while filing foreclosure claims against them in parallel, all in violation of TILA, the Real Estate Settlement Procedures Act ( RESPA ), the Equal Credit Opportunity Act ( ECOA ), the Fair Credit Reporting Act ( FCRA ), the Fair Debt Collection Practices Act ( FDCPA ) and other consumer-protection laws and regulations. Plaintiffs did not include a specific amount of damages in their complaint. On January 3, 2018, plaintiffs requested that BPPR waive service of process, which it agreed to do on February 1, 2018. BPPR subsequently filed a motion to dismiss the complaint on the same grounds as those asserted in the González Camacho action (as did most co-defendants, separately). BPPR further filed a motion to oppose class certification, which the Court granted, denying the motion for class certification on September 26, 2018. On October 8, 2018, plaintiffs filed a Motion for Reconsideration of such denial, which BPPR opposed on October 22, 2018. Those motions are still

pending.

BPPR has been named a defendant in a complaint for damages and breach of contract captioned Héctor Robles Rodriguez et al. v. Municipio de Ceiba, et al. Plaintiffs are residents of a development called Hacienda Las Lomas. Through the Doral Bank-FDIC assisted transaction, BPPR acquired a significant number of mortgage loans within this development and is currently the primary mortgage lender in the project. Plaintiffs claim damages against the developer, contractor, the relevant insurance companies, and most recently, their mortgage lenders, because of a landslide that occurred in October 2015, affecting various streets and houses within the development. Plaintiffs specifically allege that the mortgage lenders, including BPPR, should be deemed liable for their alleged failure to properly inspect the subject properties. Plaintiffs demand \$30 million in damages plus attorney's fees, costs and the annulment of their mortgages. BPPR extended plaintiffs four consecutive six-month payment forbearances, the last of which is still in effect, and it is engaged in settlement discussions with plaintiffs. In November 2017, the FDIC notified BPPR that it had agreed to indemnify the Bank in connection with its Doral Bank-related exposure, pursuant to the terms of the relevant Purchase and Assumption Agreement

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with the FDIC. The FDIC filed a Notice of Removal to the United States District Court for the District of Puerto Rico ( USDC ) on March 27, 2018 and, on April 11 2018, the state court stayed the proceedings in response thereto. On April 13, 2018, the FDIC requested the USDC to stay the proceedings until plaintiffs have exhausted administrative remedies. This motion is still pending, along with several motions for remand to state court filed by plaintiffs.

*Mortgage-Related Investigations*

The Corporation and its subsidiaries from time to time receive requests for information from departments of the U.S. government that investigate mortgage-related conduct. In particular, BPPR has received subpoenas and other requests for information from the Federal Housing Finance Agency's Office of the Inspector General, the Civil Division of the Department of Justice, the Special Inspector General for the Troubled Asset Relief Program and the Federal Department of Housing and Urban Development's Office of the Inspector General mainly concerning real estate appraisals and residential and construction loans in Puerto Rico. The Corporation is cooperating with these requests and is in discussions regarding the resolution of such matters. There can be no assurances as to the outcome of those discussions.

Separately, in July 2017, management learned that certain letters generated by the Corporation to comply with Consumer Financial Protection Bureau ( CFPB ) rules requiring written notification to borrowers who have submitted a loss mitigation application were not mailed to borrowers over a period of up to approximately three-years due to a systems interface error. Loss mitigation is a process whereby creditors work with mortgage loan borrowers who are having difficulties making their loan payments on their debt. The loss mitigation process applies both to mortgage loans held by the Corporation and to mortgage loans serviced by the Corporation for third parties. The Corporation has corrected the systems interface error that caused the letters not to be sent.

The Corporation notified applicable regulators and conducted a review of its mortgage files to assess the scope of potential customer impact. The review, which has been completed, found that while the mailing error extended to approximately 23,000 residential mortgage loans (approximately 50% of which are serviced by the Corporation for third parties), the number of borrowers actually harmed by the mailing error was substantially lower. This was due to, among other things, the fact that the Corporation regularly uses means other than the mail to communicate with borrowers, including email and hand delivery of written notices at our mortgage servicing centers or bank branches. Importantly, more than half of all borrowers potentially subject to such error actually closed on a loss mitigation alternative.

During the fourth quarter of 2017, the Corporation began outreach to potentially affected borrowers with outstanding loans. These efforts are substantially complete. The Corporation is engaged in ongoing dialogue with applicable regulators with respect to this matter. The Corporation has also engaged in remediation with respect to, and notified regulators of, other printing and mailings incidents in its mortgage servicing operation that occurred after Hurricane Maria. At this point, we are not able to estimate the financial impact of the failure to print and mail letters to mortgage borrowers.

*Other Significant Proceedings*

In June 2017, a syndicate comprised of BPPR and other local banks (the Lenders ) filed an involuntary Chapter 11 bankruptcy proceeding against Betterroads Asphalt and Betterrecycling Corporation (the Involuntary Debtors ). This filing followed attempts by the Lenders to restructure and resolve the Involuntary Debtors' obligations and outstanding defaults under a certain credit agreement, first through good faith negotiations and subsequently, through the filing of a collection action against the Involuntary Debtors in local court. The involuntary debtors subsequently counterclaimed, asserting damages in excess of \$900 million. The Lenders ultimately joined in the commencement of

these involuntary bankruptcy proceedings against the Debtors in order to preserve and recover the Involuntary Debtors assets, having confirmed that the Involuntary Debtors were transferring assets out of their estate for little or no consideration. The Involuntary Debtors subsequently filed a motion to dismiss the proceedings and for damages against the syndicate, arguing both that this petition was filed in bad faith and that there was a bona fide dispute as to the petitioners' claims, as set forth in the counterclaim filed by the Involuntary Debtors in local court. The court allowed limited discovery to take place prior to an evidentiary hearing to determine the merits of debtors' motion to dismiss. At a hearing held in November 2017, the Court determined that it was inclined to rule against the dismissal of the complaint but requested that the parties submit supplemental briefs on the subject, which the parties did; however, no decision has been rendered to date. On September 17, 2018, the Lenders filed a motion requesting the Court to expedite its determination on the motion for Summary Judgment filed by the Lenders on November 2017, since there were continuing acts by Involuntary Debtor insiders to transfer all revenues and assets to such insiders and shield such revenues and assets from the Lenders and other legitimate creditors. This motion is still pending.

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## POPULAR SECURITIES

*Puerto Rico Bonds and Closed-End Investment Funds*

The volatility in prices and declines in value that Puerto Rico municipal bonds and closed-end investment companies that invest primarily in Puerto Rico municipal bonds have experienced since August 2013 have led to regulatory inquiries, customer complaints and arbitrations for most broker-dealers in Puerto Rico, including Popular Securities. Popular Securities has received customer complaints and is named as a respondent (among other broker-dealers) in 152 arbitration proceedings with aggregate claimed amounts of approximately \$260 million, including one arbitration with claimed damages of approximately \$78 million in which another Puerto Rico broker-dealer is a co-defendant. While Popular Securities believes it has meritorious defenses to the claims asserted in these proceedings, it has often determined that it is in its best interest to settle certain claims rather than expend the money and resources required to see such cases to completion. The Puerto Rico Government's defaults and non-payment of its various debt obligations, as well as the Commonwealth's and the Financial Oversight Management Board's (the Oversight Board) decision to pursue restructurings under Title III and Title VI of PROMESA, have increased and may continue to increase the number of customer complaints (and claimed damages) filed against Popular Securities concerning Puerto Rico bonds, including bonds issued by COFINA and GDB, and closed-end investment companies that invest primarily in Puerto Rico bonds. An adverse result in the arbitration proceedings described above, or a significant increase in customer complaints, could have a material adverse effect on Popular.

*Subpoenas for Production of Documents in relation to PROMESA Title III Proceedings*

Popular Securities has, together with Popular, Inc. and BPPR (collectively, the Popular Companies) filed an appearance in connection with the Commonwealth of Puerto Rico's pending Title III bankruptcy proceeding. Its appearance was prompted by a request by the Commonwealth's Unsecured Creditors Committee (UCC) to allow a broad discovery program under Rule 2004 to investigate, among other things, the causes of the Puerto Rico financial crisis. The Rule 2004 request sought broad discovery not only from the Popular Companies, but also from others, spanning in excess of eleven (11) years. The Oversight Board, as well as the Popular Companies and others, opposed the UCC's request. Magistrate Dein denied the UCC's request without prejudice and allowed the law firm of Kobre & Kim to carry out its own independent investigation on behalf of the Oversight Board.

The Popular Companies have separately been served with additional requests for the preservation and voluntary production of certain documents and witnesses from the UCC and the COFINA Agents in connection with the COFINA-Commonwealth adversary complaint, as well as from the Oversight Board's Independent Investigator, Kobre & Kim, with respect to its independent investigation. The Popular Companies cooperated with all such requests and asked that such requests be submitted in the form of a subpoena to address privacy and confidentiality considerations pertaining to some of the documents involved in the production.

On August 20, 2018, Kobre & Kim issued its Final Report, which contained various references to the Popular Companies, including allegations that Popular Securities participated as an underwriter in Commonwealth's 2014 issuance of government obligation bonds notwithstanding having allegedly advised against it. The report discussed that such allegation could give rise to an unjust enrichment claim against the Popular Companies and could also serve as a basis to equitably subordinate any claim it files in the Title III proceeding to other claims.

## POPULAR BANK

*Josefina Valle v. Popular Community Bank (now Popular Bank)*

PB has been named a defendant in a putative class action complaint captioned Josefina Valle, et al. v. Popular Community Bank, filed in November 2012 in the New York State Supreme Court (New York County). Plaintiffs, PB customers, alleged among other things that PB engaged in unfair and deceptive acts and trade practices in connection with the assessment of overdraft fees and payment processing on consumer deposit accounts. The complaint further alleged that PB improperly disclosed its consumer overdraft policies and that the overdraft rates and fees assessed by PB violate New York's usury laws. Plaintiffs sought unspecified damages, including punitive damages, interest, disbursements, and attorneys' fees and costs.

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After several procedural steps that included a ruling partially granting PB's motion to dismiss and the filing of an amended complaint that was also partially dismissed, on August 12, 2015, plaintiffs filed a second amended complaint. On September 17, 2015, PB filed a motion to dismiss the second amended complaint and on February 18, 2016, the Court granted it in part and denied it in part, dismissing plaintiffs' unfair and deceptive acts and trade practices claim to the extent it sought to recover overdraft fees incurred prior to September 2011. On March 28, 2016, PB filed an answer to the second amended complaint and, on November 13, 2017, the parties reached an agreement in principle. Under this agreement, an amount up to \$5.2 million would be paid to qualified claimants. In March 2018, the Court entered an order for the preliminary approval of the settlement. On July 23, 2018, the claims process closed and, on August 6, 2018, the Court granted its final approval of the settlement agreement, entering such final order on August 13, 2018. The settlement became final and unappealable on September 12, 2018.



**Table of Contents****Note 23 Non-consolidated variable interest entities**

The Corporation is involved with three statutory trusts which it created to issue trust preferred securities to the public. These trusts are deemed to be variable interest entities ( VIEs ) since the equity investors at risk have no substantial decision-making rights. The Corporation does not hold any variable interest in the trusts, and therefore, cannot be the trusts primary beneficiary. Furthermore, the Corporation concluded that it did not hold a controlling financial interest in these trusts since the decisions of the trusts are predetermined through the trust documents and the guarantee of the trust preferred securities is irrelevant since in substance the sponsor is guaranteeing its own debt.

Also, the Corporation is involved with various special purpose entities mainly in guaranteed mortgage securitization transactions, including GNMA and FNMA. These special purpose entities are deemed to be VIEs since they lack equity investments at risk. The Corporation s continuing involvement in these guaranteed loan securitizations includes owning certain beneficial interests in the form of securities as well as the servicing rights retained. The Corporation is not required to provide additional financial support to any of the variable interest entities to which it has transferred the financial assets. The mortgage-backed securities, to the extent retained, are classified in the Corporation s Consolidated Statements of Financial Condition as available-for-sale or trading securities. The Corporation concluded that, essentially, these entities (FNMA and GNMA) control the design of their respective VIEs, dictate the quality and nature of the collateral, require the underlying insurance, set the servicing standards via the servicing guides and can change them at will, and can remove a primary servicer with cause, and without cause in the case of FNMA. Moreover, through their guarantee obligations, agencies (FNMA and GNMA) have the obligation to absorb losses that could be potentially significant to the VIE.

The Corporation holds variable interests in these VIEs in the form of agency mortgage-backed securities and collateralized mortgage obligations, including those securities originated by the Corporation and those acquired from third parties. Additionally, the Corporation holds agency mortgage-backed securities and agency collateralized mortgage obligations issued by third party VIEs in which it has no other form of continuing involvement. Refer to Note 25 to the Consolidated Financial Statements for additional information on the debt securities outstanding at September 30, 2018 and December 31, 2017, which are classified as available-for-sale and trading securities in the Corporation s Consolidated Statements of Financial Condition. In addition, the Corporation holds variable interests in the form of servicing fees, since it retains the right to service the transferred loans in those government-sponsored special purpose entities ( SPEs ) and may also purchase the right to service loans in other government-sponsored SPEs that were transferred to those SPEs by a third-party.

The following table presents the carrying amount and classification of the assets related to the Corporation s variable interests in non-consolidated VIEs and the maximum exposure to loss as a result of the Corporation s involvement as servicer of GNMA and FNMA loans at September 30, 2018 and December 31, 2017.

| (In thousands)            | September 30, 2018 | December 31, 2017 |
|---------------------------|--------------------|-------------------|
| <b>Assets</b>             |                    |                   |
| Servicing assets:         |                    |                   |
| Mortgage servicing rights | \$ 130,454         | \$ 132,692        |
| Total servicing assets    | \$ 130,454         | \$ 132,692        |
| Other assets:             |                    |                   |
| Servicing advances        | \$ 37,548          | \$ 47,742         |

|                          |    |         |    |         |
|--------------------------|----|---------|----|---------|
| Total other assets       | \$ | 37,548  | \$ | 47,742  |
| Total assets             | \$ | 168,002 | \$ | 180,434 |
| Maximum exposure to loss | \$ | 168,002 | \$ | 180,434 |

The size of the non-consolidated VIEs, in which the Corporation has a variable interest in the form of servicing fees, measured as the total unpaid principal balance of the loans, amounted to \$10.7 billion at September 30, 2018 (December 31, 2017 \$11.7 billion).

The Corporation determined that the maximum exposure to loss includes the fair value of the MSRs and the assumption that the servicing advances at September 30, 2018 and December 31, 2017, will not be recovered. The agency debt securities are not included as part of the maximum exposure to loss since they are guaranteed by the related agencies.

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In September of 2011, BPPR sold construction and commercial real estate loans to a newly created joint venture, PRLP 2011 Holdings, LLC. In March of 2013, BPPR completed a sale of commercial and construction loans, and commercial and single family real estate owned to a newly created joint venture, PR Asset Portfolio 2013-1 International, LLC.

These joint ventures were created for the limited purpose of acquiring the loans from BPPR; servicing the loans through a third-party servicer; ultimately working out, resolving and/or foreclosing the loans; and indirectly owning, operating, constructing, developing, leasing and selling any real properties acquired by the joint ventures through deed in lieu of foreclosure, foreclosure, or by resolution of any loan.

BPPR provided financing to PRLP 2011 Holdings, LLC and PR Asset Portfolio 2013-1 International, LLC for the acquisition of the assets in an amount equal to the acquisition loan of \$86 million and \$182 million, respectively. The acquisition loans had a 5-year maturity and bear a variable interest at 30-day LIBOR plus 300 basis points and are secured by a pledge of all of the acquiring entity's assets. In addition, BPPR provided these joint ventures with a non-revolving advance facility (the advance facility) of \$69 million and \$35 million, respectively, to cover unfunded commitments and costs-to-complete related to certain construction projects, and a revolving working capital line (the working capital line) of \$20 million and \$30 million, respectively, to fund certain operating expenses of the joint venture. As part of these transactions, BPPR received \$48 million and \$92 million, respectively, in cash and a 24.9% equity interest in each joint venture. The Corporation is not required to provide any other financial support to these joint ventures.

BPPR accounted for both transactions as a true sale pursuant to ASC Subtopic 860-10.

The Corporation has determined that PRLP 2011 Holdings, LLC and PR Asset Portfolio 2013-1 International, LLC are VIEs but it is not the primary beneficiary. All decisions are made by Caribbean Property Group (CPG) (or an affiliate thereof) (the Manager), except for certain limited material decisions which would require the unanimous consent of all members. The Manager is authorized to execute and deliver on behalf of the joint ventures any and all documents, contracts, certificates, agreements and instruments, and to take any action deemed necessary in the benefit of the joint ventures.

The Corporation holds variable interests in these VIEs in the form of the 24.9% equity interests and the financing provided to these joint ventures. The equity interest is accounted for under the equity method of accounting pursuant to ASC Subtopic 323-10.

The following tables present the carrying amount and classification of the assets and liabilities related to the Corporation's variable interests in the non-consolidated VIEs, PRLP 2011 Holdings, LLC and PR Asset Portfolio 2013-1 International, LLC, and their maximum exposure to loss at September 30, 2018 and December 31, 2017.

| (In thousands)    | PRLP 2011 Holdings, LLC |                   | PR Asset Portfolio 2013-1 International, LLC |                   |
|-------------------|-------------------------|-------------------|--|-------------------|
|                   | September 30, 2018      | December 31, 2017 | September 30, 2018                           | December 31, 2017 |
| <b>Assets</b>     |                         |                   |  |                   |
| Other assets:     |                         |                   |  |                   |
| Equity investment | \$ 6,942                | \$ 7,199          | \$ 5,569                                     | \$ 12,874         |
| Total assets      | \$ 6,942                | \$ 7,199          | \$ 5,569                                     | \$ 12,874         |

|                                 |                 |                 |                   |                    |
|---------------------------------|-----------------|-----------------|-------------------|--------------------|
| <b>Liabilities</b>              |                 |                 |                   |                    |
| Deposits                        | \$ (280)        | \$ (20)         | \$ (8,433)        | \$ (10,501)        |
| <b>Total liabilities</b>        | <b>\$ (280)</b> | <b>\$ (20)</b>  | <b>\$ (8,433)</b> | <b>\$ (10,501)</b> |
| Total net assets                | \$ 6,662        | \$ 7,179        | \$ (2,864)        | \$ 2,373           |
| <b>Maximum exposure to loss</b> | <b>\$ 6,662</b> | <b>\$ 7,179</b> | <b>\$</b>         | <b>\$ 2,373</b>    |

The Corporation determined that the maximum exposure to loss under a worst case scenario at September 30, 2018 would be not recovering the net assets held by the Corporation as of the reporting date.

ASU 2009-17 requires that an ongoing primary beneficiary assessment should be made to determine whether the Corporation is the primary beneficiary of any of the VIEs it is involved with. The conclusion on the assessment of these non-consolidated VIEs has not changed since their initial evaluation. The Corporation concluded that it is still not the primary beneficiary of these VIEs, and therefore, these VIEs are not required to be consolidated in the Corporation's financial statements at September 30, 2018.

**Table of Contents****Note 24 Related party transactions**

The Corporation considers its equity method investees as related parties. The following provides information on transactions with equity method investees considered related parties.

**EVERTEC**

The Corporation has an investment in EVERTEC, Inc. ( EVERTEC ), which provides various processing and information technology services to the Corporation and its subsidiaries and gives BPPR access to the ATH network owned and operated by EVERTEC. As of September 30, 2018, the Corporation held 11,654,803 shares of EVERTEC, an ownership stake of 16.03%. The Corporation continues to have significant influence over EVERTEC. Accordingly, the investment in EVERTEC is accounted for under the equity method and is evaluated for impairment if events or circumstances indicate that a decrease in value of the investment has occurred that is other than temporary.

The Corporation received \$ 0.6 million in dividend distributions during the nine months ended September 30, 2018, from its investments in EVERTEC's holding company (September 30, 2017 \$ 3.5 million). The Corporation's equity in EVERTEC is presented in the table which follows and is included as part of other assets in the Consolidated Statements of Financial Condition.

| (In thousands)               | September 30, 2018 | December 31, 2017 |
|------------------------------|--------------------|-------------------|
| Equity investment in EVERTEC | \$ 57,839          | \$ 47,532         |

The Corporation had the following financial condition balances outstanding with EVERTEC at September 30, 2018 and December 31, 2017. Items that represent liabilities to the Corporation are presented with parenthesis.

| (In thousands)                       | September 30, 2018 | December 31, 2017 |
|--------------------------------------|--------------------|-------------------|
| Accounts receivable (Other assets)   | \$ 6,233           | \$ 6,830          |
| Deposits                             | (52,339)           | (22,284)          |
| Accounts payable (Other liabilities) | (4,326)            | (2,040)           |
| Net total                            | \$ (50,432)        | \$ (17,494)       |

The Corporation's proportionate share of income or loss from EVERTEC is included in other operating income in the consolidated statements of operations. The following table presents the Corporation's proportionate share of EVERTEC's income (loss) and changes in stockholders' equity for the quarters and nine months ended September 30, 2018 and 2017.

| (In thousands)                                 | Quarter ended<br>September 30, 2018 | Nine months<br>ended<br>September 30, 2018 |
|--|-------------------------------------|--|
| Share of income from the investment in EVERTEC | \$ 3,682                            | \$ 10,586                                  |
|  | (34)                                | 601  |

Share of other changes in EVERTEC's stockholders' equity

|   |          |           |
|---|----------|-----------|
| Share of EVERTEC's changes in equity recognized in income | \$ 3,648 | \$ 11,187 |
|---|----------|-----------|

| (In thousands)  | Quarter ended<br>September 30, 2017 | Nine months<br>ended<br>September 30, 2017 |
|---|-------------------------------------|--|
| Share of income from the investment in EVERTEC            | \$ 1,200                            | \$ 8,143                                   |
| Share of other changes in EVERTEC's stockholders' equity  | 366                                 | 2,034                                      |
| Share of EVERTEC's changes in equity recognized in income | \$ 1,566                            | \$ 10,177                                  |

The following tables present the transactions and service payments between the Corporation and EVERTEC (as an affiliate) and their impact on the results of operations for the quarters and nine months ended September 30, 2018 and 2017. Items that represent expenses to the Corporation are presented with parenthesis.

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| (In thousands)   | Quarter ended<br>September 30, 2018 | Nine months ended<br>September 30, 2018 | Category                 |
|--|-------------------------------------|---|--------------------------|
| Interest expense on deposits                                     | \$ (21)                             | \$ (46)                                 | Interest expense         |
| ATH and credit cards interchange income from services to EVERTEC | 8,486                               | 24,940                                  | Other service fees       |
| Rental income charged to EVERTEC                                 | 1,781                               | 5,297                                   | Net occupancy            |
| Processing fees on services provided by EVERTEC                  | (48,360)                            | (142,443)                               | Professional fees        |
| Other services provided to EVERTEC                               | 279                                 | 884                                     | Other operating expenses |
| Total  | \$ (37,835)                         | \$ (111,368)                            |                          |

| (In thousands)   | Quarter ended<br>September 30, 2017 | Nine months ended<br>September 30, 2017 | Category                 |
|--|-------------------------------------|---|--------------------------|
| Interest expense on deposits                                     | \$ (12)                             | \$ (33)                                 | Interest expense         |
| ATH and credit cards interchange income from services to EVERTEC | 7,061                               | 22,656                                  | Other service fees       |
| Rental income charged to EVERTEC                                 | 1,737                               | 5,119                                   | Net occupancy            |
| Processing fees on services provided by EVERTEC                  | (43,855)                            | (132,289)                               | Professional fees        |
| Other services provided to EVERTEC                               | 291                                 | 900                                     | Other operating expenses |
| Total  | \$ (34,778)                         | \$ (103,647)                            |                          |

**PRLP 2011 Holdings LLC**

As indicated in Note 23 to the Consolidated Financial Statements, the Corporation holds a 24.9% equity interest in PRLP 2011 Holdings LLC and currently holds certain deposits from the entity.

The Corporation's equity in PRLP 2011 Holdings, LLC is presented in the table which follows and is included as part of other assets in the Consolidated Statements of Financial Condition.

| (In thousands)                               | September 30, 2018 | December 31, 2017 |
|--|--------------------|-------------------|
| Equity investment in PRLP 2011 Holdings, LLC | \$ 6,942           | \$ 7,199          |

The Corporation had the following financial condition balances outstanding with PRLP 2011 Holdings, LLC at September 30, 2018 and December 31, 2017.

| (In thousands) | September 30, 2018 | December 31, 2017 |
|----------------|--------------------|-------------------|
|----------------|--------------------|-------------------|

|                                 |    |       |    |      |
|---------------------------------|----|-------|----|------|
| Deposits (non-interest bearing) | \$ | (280) | \$ | (20) |
|---------------------------------|----|-------|----|------|

The Corporation's proportionate share of income or loss from PRLP 2011 Holdings, LLC is included in other operating income in the Consolidated Statements of Operations. The following table presents the Corporation's proportionate share of loss from PRLP 2011 Holdings, LLC for the quarters and nine months ended September 30, 2018 and 2017.



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| (In thousands)   | Quarter ended<br>September 30, 2018 | Nine months ended<br>September 30, 2018 |
|--|-------------------------------------|---|
| Share of income (loss) from the equity investment in PRLP 2011 Holdings, LLC | \$ 55                               | \$ (257)                                |

| (In thousands)   | Quarter ended<br>September 30,<br>2017 | Nine months<br>ended<br>September 30,<br>2017 |
|--|--|---|
| Share of income (loss) from the equity investment in PRLP 2011 Holdings, LLC | \$ 101                                 | \$ (808)                                      |

No capital distributions were received by the Corporation from its investment in PRLP 2011 Holdings, LLC during the nine months ended September 30, 2018 (September 30, 2017 \$ 1.0 million). There were no transactions between the Corporation and PRLP 2011 Holdings, LLC during the quarters ended September 30, 2018 and 2017.

**PR Asset Portfolio 2013-1 International, LLC**

As indicated in Note 23 to the Consolidated Financial Statements, effective March 2013 the Corporation holds a 24.9% equity interest in PR Asset Portfolio 2013-1 International, LLC and currently provides certain financing to the joint venture as well as holds certain deposits from the entity.

The Corporation's equity in PR Asset Portfolio 2013-1 International, LLC is presented in the table which follows and is included as part of other assets in the Consolidated Statements of Financial Condition.

| (In thousands)  | September 30, 2018 | December 31, 2017 |
|---|--------------------|-------------------|
| Equity investment in PR Asset Portfolio 2013-1 International, LLC | \$ 5,569           | \$ 12,874         |

The Corporation had the following financial condition balances outstanding with PR Asset Portfolio 2013-1 International, LLC at September 30, 2018 and December 31, 2017.

| (In thousands) | September 30, 2018 | December 31, 2017 |
|----------------|--------------------|-------------------|
| Deposits       | \$ (8,433)         | \$ (10,501)       |

The Corporation's proportionate share of income or loss from PR Asset Portfolio 2013-1 International, LLC is included in other operating income in the consolidated statements of operations. The following table presents the Corporation's proportionate share of income (loss) from PR Asset Portfolio 2013-1 International, LLC for the quarters and nine months ended September 30, 2018 and 2017.

| (In thousands) | Quarter<br>ended<br>September 30,<br>2018 | Nine months ended<br>September 30, 2018 |
|----------------|---|---|
|                | \$ 112                                    | \$ (5,297)                              |

Share of income (loss) from the equity investment in PR Asset Portfolio 2013-1 International, LLC

| (In thousands)   | Quarter ended<br>September 30,<br>2017 | Nine months ended<br>September 30, 2017 |
|--|--|---|
| Share of loss from the equity investment in PR Asset Portfolio 2013-1 International, LLC | \$ (1,299)                             | \$ (1,150)                              |

During the nine months ended September 30, 2018, the Corporation received \$ 2.0 million in capital distributions from its investment in PR Asset Portfolio 2013-1 International, LLC (September 30, 2017 \$ 7.1 million). The Corporation received \$0.7 million in dividend distributions during the nine months ended September 30, 2017, which were declared by PR Asset Portfolio 2013-1 International, LLC during the quarter ended December 31, 2016. The following table presents transactions between the Corporation and PR Asset

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Portfolio 2013-1 International, LLC and their impact on the Corporation's results of operations for the quarters and nine months ended September 30, 2018 and 2017.

| (In thousands)               | Quarter ended<br>September 30,<br>2018 | Nine months ended<br>September 30,<br>2018 | Category         |
|------------------------------|--|--|------------------|
| Interest expense on deposits | \$ (5)                                 | \$ (16)                                    | Interest expense |

  

| (In thousands)   | Quarter ended<br>September 30,<br>2017 | Nine months ended<br>September 30,<br>2017 | Category         |
|--|--|--|------------------|
| Interest income on loan to PR Asset<br>Portfolio 2013-1 International, LLC | \$                                     | \$ 9                                       | Interest income  |
| Interest expense on deposits   | (8)                                    | (23)                                       | Interest expense |
| <b>Total</b>   | <b>\$ (8)</b>                          | <b>\$ (14)</b>                             |                  |

**Centro Financiero BHD León**

At September 30, 2018, the Corporation had a 15.84% stake in Centro Financiero BHD Leon, S.A. ( BHD Leon ), one of the largest banking and financial services groups in the Dominican Republic. During the nine months ended September 30, 2018, the Corporation recorded \$ 22.1 million in earnings from its investment in BHD Leon (September 30, 2017 \$ 17.3 million), which had a carrying amount of \$ 140.4 million at September 30, 2018 (December 31, 2017 \$ 135.0 million). As of December 31, 2016, BPPR had extended a credit facility of \$ 50 million to BHD León with an outstanding balance of \$ 25 million. This credit facility was repaid and expired during March 2017. On December 2017, BPPR extended a credit facility of \$ 40 million to BHD León. This credit facility was repaid during the quarter ended March 31, 2018. The Corporation received \$ 12.6 million in dividend distributions during the nine months ended September 30, 2018 from its investment in BHD Leon (September 30, 2017 \$ 11.8 million).

On June 30, 2017, BPPR extended an \$8 million credit facility to Grupo Financiero Leon, S.A. Panamá ( GFL ), a shareholder of BHD Leon. The sources of repayment for this loan were the dividends to be received by GFL from its investment in BHD Leon. BPPR's credit facility ranked pari passu with another \$8 million credit facility extended to GFL by BHD International Panama, an affiliate of BHD Leon. This credit facility was repaid during the quarter ended June 30, 2018.

**Puerto Rico Investment Companies**

The Corporation provides advisory services to several Puerto Rico investment companies in exchange for a fee. The Corporation also provides administrative, custody and transfer agency services to these investment companies. These fees are calculated at an annual rate of the average net assets of the investment company, as defined in each agreement. Due to its advisory role, the Corporation considers these investment companies as related parties.

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For the nine months ended September 30, 2018 administrative fees charged to these investment companies amounted to \$ 5.1 million (September 30, 2017 \$ 5.8 million) and waived fees amounted to \$ 1.6 million (September 30, 2017 \$ 1.7 million), for a net fee of \$ 3.5 million (September 30, 2017 \$ 4.1 million).

The Corporation, through its subsidiary Banco Popular de Puerto Rico, has also entered into lines of credit facilities with these companies. As of September 30, 2018, the available lines of credit facilities amounted to \$337 million (December 31, 2017 \$356 million). The aggregate sum of all outstanding balances under all credit facilities that may be made available by BPPR, from time to time, to those Puerto Rico investment companies for which BPPR acts as investment advisor or co-investment advisor, shall never exceed the lesser of \$200 million or 10% of BPPR's capital. At September 30, 2018 there was no outstanding balance for these credit facilities.

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**Note 25 Fair value measurement**

ASC Subtopic 820-10 Fair Value Measurements and Disclosures establishes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value into three levels in order to increase consistency and comparability in fair value measurements and disclosures. The hierarchy is broken down into three levels based on the reliability of inputs as follows:

*Level 1* Unadjusted quoted prices in active markets for identical assets or liabilities that the Corporation has the ability to access at the measurement date. Valuation on these instruments does not necessitate a significant degree of judgment since valuations are based on quoted prices that are readily available in an active market.

*Level 2* Quoted prices other than those included in Level 1 that are observable either directly or indirectly. Level 2 inputs include quoted prices for similar assets or liabilities in active markets, quoted prices for identical or similar assets or liabilities in markets that are not active, or other inputs that are observable or that can be corroborated by observable market data for substantially the full term of the financial instrument.

*Level 3* Inputs are unobservable and significant to the fair value measurement. Unobservable inputs reflect the Corporation's own assumptions about assumptions that market participants would use in pricing the asset or liability.

The Corporation maximizes the use of observable inputs and minimizes the use of unobservable inputs by requiring that the observable inputs be used when available. Fair value is based upon quoted market prices when available. If listed prices or quotes are not available, the Corporation employs internally-developed models that primarily use market-based inputs including yield curves, interest rates, volatilities, and credit curves, among others. Valuation adjustments are limited to those necessary to ensure that the financial instrument's fair value is adequately representative of the price that would be received or paid in the marketplace. These adjustments include amounts that reflect counterparty credit quality, the Corporation's credit standing, constraints on liquidity and unobservable parameters that are applied consistently. There have been no changes in the Corporation's methodologies used to estimate the fair value of assets and liabilities from those disclosed in the 2017 Form 10-K.

The estimated fair value may be subjective in nature and may involve uncertainties and matters of significant judgment for certain financial instruments. Changes in the underlying assumptions used in calculating fair value could significantly affect the results.

**Table of Contents***Fair Value on a Recurring and Nonrecurring Basis*

The following fair value hierarchy tables present information about the Corporation's assets and liabilities measured at fair value on a recurring basis at September 30, 2018 and December 31, 2017:

| (In thousands)  | At September 30, 2018 |                      |                   |                      |
|---|-----------------------|----------------------|-------------------|----------------------|
|   | Level 1               | Level 2              | Level 3           | Total                |
| <b>RECURRING FAIR VALUE MEASUREMENTS</b>                            |                       |                      |                   |                      |
| <b>Assets</b>   |                       |                      |                   |                      |
| <b>Debt securities available-for-sale:</b>                          |                       |                      |                   |                      |
| U.S. Treasury securities  | \$ 2,496,517          | \$ 5,365,445         | \$                | \$ 7,861,962         |
| Obligations of U.S. Government sponsored entities                   |                       | 403,794              |                   | 403,794              |
| Obligations of Puerto Rico, States and political subdivisions       |                       | 6,679                |                   | 6,679                |
| Collateralized mortgage obligations - federal agencies              |                       | 758,612              |                   | 758,612              |
| Mortgage-backed securities  |                       | 4,014,750            | 1,263             | 4,016,013            |
| Other   |                       | 557                  |                   | 557                  |
| <b>Total debt securities available-for-sale</b>                     | <b>\$ 2,496,517</b>   | <b>\$ 10,549,837</b> | <b>\$ 1,263</b>   | <b>\$ 13,047,617</b> |
| <b>Trading account debt securities, excluding derivatives:</b>      |                       |                      |                   |                      |
| U.S. Treasury securities  | \$ 5,183              | \$                   | \$                | \$ 5,183             |
| Obligations of Puerto Rico, States and political subdivisions       |                       | 143                  |                   | 143                  |
| Collateralized mortgage obligations                                 |                       | 48                   | 644               | 692                  |
| Mortgage-backed securities  |                       | 28,194               | 43                | 28,237               |
| Other   |                       | 2,978                | 498               | 3,476                |
| <b>Total trading account debt securities, excluding derivatives</b> | <b>\$ 5,183</b>       | <b>\$ 31,363</b>     | <b>\$ 1,185</b>   | <b>\$ 37,731</b>     |
| Equity securities   | \$                    | \$ 14,154            | \$                | \$ 14,154            |
| Mortgage servicing rights   |                       |                      | 162,779           | 162,779              |
| Derivatives   |                       | 18,977               |                   | 18,977               |
| <b>Total assets measured at fair value on a recurring basis</b>     | <b>\$ 2,501,700</b>   | <b>\$ 10,614,331</b> | <b>\$ 165,227</b> | <b>\$ 13,281,258</b> |
| <b>Liabilities</b>  |                       |                      |                   |                      |
| Derivatives   | \$                    | \$ (16,554)          | \$                | \$ (16,554)          |
|   | \$                    | \$ (16,554)          | \$                | \$ (16,554)          |

Total liabilities measured at fair value on a  
recurring basis

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| (In thousands)   | At December 31, 2017 |                     |                     |                      |
|--|----------------------|---------------------|---------------------|----------------------|
|  | Level 1              | Level 2             | Level 3             | Total                |
| <b>RECURRING FAIR VALUE MEASUREMENTS</b>                             |                      |                     |                     |                      |
| <b>Assets</b>  |                      |                     |                     |                      |
| <b>Debt securities available-for-sale:</b>                           |                      |                     |                     |                      |
| U.S. Treasury securities   | \$ 503,385           | \$ 3,424,779        | \$                  | \$ 3,928,164         |
| Obligations of U.S. Government sponsored entities                    |                      | 608,933             |                     | 608,933              |
| Obligations of Puerto Rico, States and political subdivisions        |                      | 6,609               |                     | 6,609                |
| Collateralized mortgage obligations - federal agencies               |                      | 943,753             |                     | 943,753              |
| Mortgage-backed securities   |                      | 4,687,374           | 1,288               | 4,688,662            |
| Other  |                      | 802                 |                     | 802                  |
| <b>Total debt securities available-for-sale</b>                      | <b>\$ 503,385</b>    | <b>\$ 9,672,250</b> | <b>\$ 1,288</b>     | <b>\$ 10,176,923</b> |
| <b>Trading account debt securities, excluding derivatives:</b>       |                      |                     |                     |                      |
| U.S. Treasury securities   | \$ 261               | \$                  | \$                  | \$ 261               |
| Obligations of Puerto Rico, States and political subdivisions        |                      | 159                 |                     | 159                  |
| Collateralized mortgage obligations                                  |                      |                     | 529                 | 529                  |
| Mortgage-backed securities   |                      | 29,237              | 43                  | 29,280               |
| Other  |                      | 2,988               | 529                 | 3,517                |
| <b>Total trading account debt securities, excluding derivatives</b>  | <b>\$ 261</b>        | <b>\$ 32,384</b>    | <b>\$ 1,101</b>     | <b>\$ 33,746</b>     |
| Equity securities  | \$                   | \$ 11,076           | \$                  | \$ 11,076            |
| Mortgage servicing rights  |                      |                     | 168,031             | 168,031              |
| Derivatives  |                      | 16,719              |                     | 16,719               |
| <b>Total assets measured at fair value on a recurring basis</b>      | <b>\$ 503,646</b>    | <b>\$ 9,732,429</b> | <b>\$ 170,420</b>   | <b>\$ 10,406,495</b> |
| <b>Liabilities</b>   |                      |                     |                     |                      |
| Derivatives  | \$                   | \$ (14,431)         | \$                  | \$ (14,431)          |
| Contingent consideration   |                      |                     | (164,858)           | (164,858)            |
| <b>Total liabilities measured at fair value on a recurring basis</b> | <b>\$</b>            | <b>\$ (14,431)</b>  | <b>\$ (164,858)</b> | <b>\$ (179,289)</b>  |

The fair value information included in the following tables is not as of period end, but as of the date that the fair value measurement was recorded during the quarters and nine months ended September 30, 2018 and 2017 and excludes nonrecurring fair value measurements of assets no longer outstanding as of the reporting date.



Nine months ended September 30, 2018

| (In thousands)  | Level 1 | Level 2 | Level 3    | Total      | Write-downs |
|---|---------|---------|------------|------------|-------------|
| <b>NONRECURRING FAIR VALUE MEASUREMENTS</b>                 |         |         |            |            |             |
| Assets  |         |         |            |            |             |
| Loans <sup>[1]</sup>  | \$      | \$      | \$ 79,347  | \$ 79,347  | \$(28,769)  |
| Other real estate owned <sup>[2]</sup>                      |         |         | 42,572     | 42,572     | (8,744)     |
| Other foreclosed assets <sup>[2]</sup>                      |         |         | 2,596      | 2,596      | (957)       |
| Total assets measured at fair value on a nonrecurring basis | \$      | \$      | \$ 124,515 | \$ 124,515 | \$(38,470)  |

[1] Relates mostly to certain impaired collateral dependent loans. The impairment was measured based on the fair value of the collateral, which is derived from appraisals that take into consideration prices in observed transactions involving similar assets in similar locations, in accordance with the provisions of ASC Section 310-10-35. Costs to sell are excluded from the reported fair value amount.

[2] Represents the fair value of foreclosed real estate and other collateral owned that were written down to their fair value. Costs to sell are excluded from the reported fair value amount.

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Nine months ended September 30, 2017

| (In thousands)  | Level 1 | Level 2 | Level 3    | Total      | Write-downs |
|---|---------|---------|------------|------------|-------------|
| <b>NONRECURRING FAIR VALUE MEASUREMENTS</b>                 |         |         |            |            |             |
| Assets  |         |         |            |            |             |
| Loans <sup>[1]</sup>  | \$      | \$      | \$ 66,221  | \$ 66,221  | \$(16,282)  |
| Other real estate owned <sup>[2] [3]</sup>                  |         |         | 89,825     | 89,825     | (17,405)    |
| Other foreclosed assets <sup>[2]</sup>                      |         |         | 2,223      | 2,223      | (475)       |
| Total assets measured at fair value on a nonrecurring basis | \$      | \$      | \$ 158,269 | \$ 158,269 | \$(34,162)  |

[1] Relates mostly to certain impaired collateral dependent loans. The impairment was measured based on the fair value of the collateral, which is derived from appraisals that take into consideration prices in observed transactions involving similar assets in similar locations, in accordance with the provisions of ASC Section 310-10-35. Costs to sell are excluded from the reported fair value amount.

[2] Represents the fair value of foreclosed real estate and other collateral owned that were written down to their fair value. Costs to sell are excluded from the reported fair value amount.

[3] Write-downs include \$2.7 million related to estimated damages caused by Hurricanes Irma and Maria based on the sample of properties examined.

The following tables present the changes in Level 3 assets and liabilities measured at fair value on a recurring basis for the quarters and nine months ended September 30, 2018 and 2017.

| (In thousands)  | Quarter ended September 30, 2018                     |  |   |  |                           |            | Total assets |
|---|--|--|---|--|---------------------------|------------|--------------|
|   | MBS classified as debt securities available-for-sale | CMOs classified as trading account debt securities | MBS classified as trading account debt securities | Other securities classified as trading account debt securities | Mortgage servicing rights |            |              |
| Balance at June 30, 2018  | \$ 1,264   | \$ 670   | \$ 43   | \$ 506   | \$ 164,025                | \$ 166,508 |              |
| Gains (losses) included in earnings   |  |  |   | (8)  | (4,194)                   | (4,202)    |              |
| Gains (losses) included in OCI  | (1)  |  |   |  |                           | (1)        |              |
| Additions   |  | 7  |   |  | 2,946                     | 2,953      |              |
| Settlements   |  | (33)   |   |  |                           | (33)       |              |
| Balance at September 30, 2018   | \$ 1,263   | \$ 644   | \$ 43   | \$ 498   | \$ 162,777                | \$ 165,225 |              |
| Changes in unrealized gains (losses) included in earnings relating to assets still held at September 30, 2018 | \$   | \$   | \$  | \$ 3   | \$                        | \$ 3       |              |

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Nine months ended September 30, 2018

| (In thousands)  | MBS<br>classified<br>as investment<br>securities<br>available-<br>for-sale | CMOs<br>as trading<br>account<br>securities | MBS<br>classified<br>as trading<br>account<br>securities | Other<br>securities<br>classified<br>as trading<br>account<br>securities | Mortgage<br>servicing<br>rights | Total<br>assets | Contingent<br>consideration <sup>[1]</sup> | Total<br>liabilities |
|---|--|---|--|--|---------------------------------|-----------------|--|----------------------|
| Balance at January 1,<br>2018   | \$ 1,288   | \$ 529                                      | \$ 43  | \$ 529   | \$ 168,031                      | \$ 170,420      | \$ (164,858)                               | \$ (164,858)         |
| Gains (losses)<br>included in earnings  |  | 6   |  | (31)   | (13,123)                        | (13,148)        | (6,112)                                    | (6,112)              |
| Gains (losses)<br>included in OCI   | 1  |   |  |  |                                 | 1               |  |                      |
| Additions   |  | 260   |  |  | 7,869                           | 8,129           |  |                      |
| Settlements   | (26)   | (151)                                       |  |  |                                 | (177)           | 170,970                                    | 170,970              |
| Balance at<br>September 30, 2018  | \$ 1,263   | \$ 644                                      | \$ 43  | \$ 498   | \$ 162,777                      | \$ 165,225      | \$   | \$                   |
| Changes in unrealized<br>gains (losses) included<br>in earnings relating to<br>assets still held at<br>September 30, 2018 | \$   | \$ 6  | \$   | \$ 14  | \$                              | \$ 20           | \$   | \$                   |

[1] Effective May 22, 2018, the Corporation entered into a Termination Agreement with the FDIC to terminate the Corporation's loss share arrangement ahead of their contractual maturities. Refer to Note 10 for additional information.

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| (In thousands)  | Quarter ended September 30, 2017                     |   |  |  |                           |            | Total assets | Contingent consideration | Total liabilities |
|---|--|---|--|--|---------------------------|------------|--------------|--------------------------|-------------------|
|   | MBS classified as debt securities available-for-sale | CMOs classified as trading account securities | MBS classified trading account debt securities | Other securities classified as trading account debt securities | Mortgage servicing rights |            |              |                          |                   |
| Balance at June 30, 2017  | \$ 1,289   | \$ 858  | \$ 4,334                                       | \$ 557   | \$ 188,728                | \$ 195,766 | \$ (163,668) | \$ (163,668)             |                   |
| Gains (losses) included in earnings   |  | 5   | (77)   | (8)  | (10,262)                  | (10,342)   | (3,208)      | (3,208)                  |                   |
| Gains (losses) included in OCI  | (1)  |   |  |  |                           | (1)        |              |                          |                   |
| Additions   |  | 31  |  |  | 1,691                     | 1,722      |              |                          |                   |
| Settlements   |  | (46)  | (326)  |  |                           | (372)      |              |                          |                   |
| Transfers out of Level 3  |  | (276)   | (3,888)  |  |                           | (4,164)    |              |                          |                   |
| Balance at September 30, 2017   | \$ 1,288   | \$ 572  | \$ 43  | \$ 549   | \$ 180,157                | \$ 182,609 | \$ (166,876) | \$ (166,876)             |                   |
| Changes in unrealized gains (losses) included in earnings relating to assets still held at September 30, 2017 | \$   | \$ 1  | \$   | \$ 1   | \$ (6,241)                | \$ (6,239) | \$ (3,208)   | \$ (3,208)               |                   |

| (In thousands)                      | Nine months ended September 30, 2017                       |   |   |   |                           |            | Total assets | Contingent consideration | Total liabilities |
|-------------------------------------|--|---|---|---|---------------------------|------------|--------------|--------------------------|-------------------|
|                                     | MBS classified as investment securities available-for-sale | CMOs classified as trading account securities | MBS classified trading account securities | Other securities classified as trading account securities | Mortgage servicing rights |            |              |                          |                   |
| Balance at January 1, 2017          | \$ 1,392   | \$ 1,321                                      | \$ 4,755                                  | \$ 602  | \$ 196,889                | \$ 204,959 | \$ (153,158) | \$ (153,158)             |                   |
| Gains (losses) included in earnings |  |   | (124)                                     | (53)  | (24,262)                  | (24,439)   | (13,718)     | (13,718)                 |                   |
| Gains (losses) included in OCI      | 9  |   |   |   |                           | 9          |              |                          |                   |
| Additions                           |  | 39  | 332                                       |   | 7,530                     | 7,901      |              |                          |                   |
| Sales                               |  | (365)   | (156)                                     |   |                           | (521)      |              |                          |                   |
| Settlements                         | (25)   | (147)   | (876)                                     |   |                           | (1,048)    |              |                          |                   |
| Transfers out of Level 3            | (88)   | (276)   | (3,888)                                   |   |                           | (4,252)    |              |                          |                   |

|  |          |        |         |        |            |            |              |              |  |
|--|----------|--------|---------|--------|------------|------------|--------------|--------------|--|
| Balance at   |          |        |         |        |            |            |              |              |  |
| September 30, 2017   | \$ 1,288 | \$ 572 | \$ 43   | \$ 549 | \$ 180,157 | \$ 182,609 | \$ (166,876) | \$ (166,876) |  |
| Changes in<br>unrealized gains<br>(losses) included in<br>earnings relating to<br>assets still held at |          |        |         |        |            |            |              |              |  |
| September 30, 2017   | \$       | \$ (5) | \$ (23) | \$ 22  | \$ (9,863) | \$ (9,869) | \$ (13,718)  | \$ (13,718)  |  |

There were no transfers in and / or out of Level 1, Level 2, or Level 3 for financial instruments measured at fair value on a recurring basis during the quarter and nine months ended September 30, 2018. During the quarter and nine months ended September 30, 2017, certain MBS and CMO s amounting to \$4.2 million and \$4.3 million, respectively, were transferred from Level 3 to Level 2 due to a change in valuation technique from an internally-prepared pricing matrix and discontinued cash flow model, respectively, to a bond s theoretical value.

Gains and losses (realized and unrealized) included in earnings for the quarters and nine months ended September 30, 2018 and 2017 for Level 3 assets and liabilities included in the previous tables are reported in the consolidated statement of operations as follows:

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| (In thousands)                | Quarter ended September 30, 2018                |  | Nine months ended September 30, 2018            |  |
|-------------------------------|---|--|---|--|
|                               | Total gains<br>(losses) included<br>in earnings | Changes in<br>unrealized<br>gains (losses) relating to<br>assets still<br>held at<br>reporting<br>date | Total gains<br>(losses) included<br>in earnings | Changes in<br>unrealized<br>gains (losses) relating to<br>assets still<br>held at<br>reporting<br>date |
| FDIC loss share expense       | \$ (4,194)                                      | \$ 3   | \$ (6,112)                                      | \$ 20  |
| Mortgage banking activities   | (8)   |  | (25)  |  |
| Trading account profit (loss) |   |  |   |  |
| Total                         | \$ (4,202)                                      | \$ 3   | \$ (19,260)                                     | \$ 20  |

| (In thousands)                | Quarter ended September 30, 2017                |  | Nine months ended September 30, 2017            |   |
|-------------------------------|---|--|---|---|
|                               | Total gains<br>(losses) included<br>in earnings | Changes in<br>unrealized<br>gains (losses) relating to<br>assets still held<br>at<br>reporting<br>date | Total gains<br>(losses) included<br>in earnings | Changes in unrealized<br>gains (losses) relating to<br>assets still held<br>at<br>reporting<br>date |
| FDIC loss share expense       | \$ (3,208)                                      | \$ (3,208)   | \$ (13,718)                                     | \$ (13,718)   |
| Mortgage banking activities   | (10,262)  | (6,241)  | (24,262)  | (9,863)   |
| Trading account profit (loss) | (80)  | 2  | (177)   | (6)   |
| Total                         | \$ (13,550)                                     | \$ (9,447)   | \$ (38,157)                                     | \$ (23,587)   |

The following table includes quantitative information about significant unobservable inputs used to derive the fair value of Level 3 instruments, excluding those instruments for which the unobservable inputs were not developed by the Corporation such as prices of prior transactions and/or unadjusted third-party pricing sources.

| (In thousands)            | Fair<br>value<br>at September 30,<br>2018 | Valuation technique        | Unobservable inputs   | Weighted average (range)     |
|---------------------------|---|----------------------------|-----------------------|------------------------------|
| CMO s - trading           | \$ 644                                    | Discounted cash flow model | Weighted average life | 1.9 years (1.3 - 2.2 years)  |
|                           |   |                            | Yield                 | 3.8% (3.7% - 4.2%)           |
|                           |   |                            | Prepayment speed      | 18.9% (16.3% -20.8%)         |
| Other - trading           | \$ 498                                    | Discounted cash flow model | Weighted average life | 5.2 years                    |
|                           |   |                            | Yield                 | 12.0%                        |
|                           |   |                            | Prepayment speed      | 10.8%                        |
| Mortgage servicing rights | \$ 162,779                                | Discounted cash flow model | Prepayment speed      | 5.3% (0.1% - 16.9%)          |
|                           |   |                            | Weighted average life | 8.0 years (0.1 - 16.0 years) |
|                           |   |                            | Discount rate         | 11.2% (9.5% - 15.0%)         |

|                         |                          |                    |  |                      |
|-------------------------|--------------------------|--------------------|--|----------------------|
| Loans held-in-portfolio | \$ 66,710 <sup>[1]</sup> | External appraisal | Haircut applied on external appraisals | 10.2% (10.0%-11.8%)  |
| Other real estate owned | \$ 36,989 <sup>[2]</sup> | External appraisal | Haircut applied on external appraisals | 23.8% (15.0% -30.0%) |

[1] Loans held-in-portfolio in which haircuts were not applied to external appraisals were excluded from this table.

[2] Other real estate owned in which haircuts were not applied to external appraisals were excluded from this table.

The significant unobservable inputs used in the fair value measurement of the Corporation's collateralized mortgage obligations and interest-only collateralized mortgage obligation (reported as other), which are classified in the trading category, are yield, constant prepayment rate, and weighted average life. Significant increases (decreases) in any of those inputs in isolation would result in significantly lower (higher) fair value measurement. Generally, a change in the assumption used for the constant prepayment rate will generate a directionally opposite change in the weighted average life. For example, as the average life is reduced by a higher constant prepayment rate, a lower yield will be realized, and when there is a reduction in the constant prepayment rate, the average life of these collateralized mortgage obligations will extend, thus resulting in a higher yield. These particular financial instruments are valued internally by the Corporation's investment banking and broker-dealer unit utilizing internal valuation techniques. The unobservable inputs incorporated into the internal discounted cash flow models used to derive the fair value of collateralized mortgage obligations

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and interest-only collateralized mortgage obligation (reported as other ), which are classified in the trading category, are reviewed by the Corporation's Corporate Treasury unit on a quarterly basis. In the case of Level 3 financial instruments which fair value is based on broker quotes, the Corporation's Corporate Treasury unit reviews the inputs used by the broker-dealers for reasonableness utilizing information available from other published sources and validates that the fair value measurements were developed in accordance with ASC Topic 820. The Corporate Treasury unit also substantiates the inputs used by validating the prices with other broker-dealers, whenever possible.

The significant unobservable inputs used in the fair value measurement of the Corporation's mortgage servicing rights are constant prepayment rates and discount rates. Increases in interest rates may result in lower prepayments. Discount rates vary according to products and / or portfolios depending on the perceived risk. Increases in discount rates result in a lower fair value measurement. The Corporation's Corporate Comptroller's unit is responsible for determining the fair value of MSR's, which is based on discounted cash flow methods based on assumptions developed by an external service provider, except for prepayment speeds, which are adjusted internally for the local market based on historical experience. The Corporation's Corporate Treasury unit validates the economic assumptions developed by the external service provider on a quarterly basis. In addition, an analytical review of prepayment speeds is performed quarterly by the Corporate Comptroller's unit. The Corporation's MSR Committee analyzes changes in fair value measurements of MSR's and approves the valuation assumptions at each reporting period. Changes in valuation assumptions must also be approved by the MSR Committee. The fair value of MSR's are compared with those of the external service provider on a quarterly basis in order to validate if the fair values are within the materiality thresholds established by management to monitor and investigate material deviations. Back-testing is performed to compare projected cash flows with actual historical data to ascertain the reasonability of the projected net cash flow results.



**Table of Contents****Note 26 Fair value of financial instruments**

The fair value of financial instruments is the amount at which an asset or obligation could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale. For those financial instruments with no quoted market prices available, fair values have been estimated using present value calculations or other valuation techniques, as well as management's best judgment with respect to current economic conditions, including discount rates, estimates of future cash flows, and prepayment assumptions. Many of these estimates involve various assumptions and may vary significantly from amounts that could be realized in actual transactions.

The fair values reflected herein have been determined based on the prevailing rate environment at September 30, 2018 and December 31, 2017, as applicable. In different interest rate environments, fair value estimates can differ significantly, especially for certain fixed rate financial instruments. In addition, the fair values presented do not attempt to estimate the value of the Corporation's fee generating businesses and anticipated future business activities, that is, they do not represent the Corporation's value as a going concern. There have been no changes in the Corporation's valuation methodologies and inputs used to estimate the fair values for each class of financial assets and liabilities not measured at fair value, but for which the fair value is disclosed from those disclosed in the 2017 Form 10-K.

The following tables present the carrying amount and estimated fair values of financial instruments with their corresponding level in the fair value hierarchy. The aggregate fair value amounts of the financial instruments disclosed do not represent management's estimate of the underlying value of the Corporation.

| (In thousands)  | Carrying amount   | September 30, 2018 |                  |                  | Fair value        |
|---|-------------------|--------------------|------------------|------------------|-------------------|
|   |                   | Level 1            | Level 2          | Level 3          |                   |
| <b>Financial Assets:</b>  |                   |                    |                  |                  |                   |
| Cash and due from banks   | \$ 400,949        | \$ 400,949         | \$               | \$               | \$ 400,949        |
| Money market investments  | 4,609,061         | 4,597,827          | 11,234           |                  | 4,609,061         |
| Trading account debt securities, excluding derivatives <sup>[1]</sup> | 37,731            | 5,183              | 31,363           | 1,185            | 37,731            |
| Debt securities available-for-sale <sup>[1]</sup>                     | 13,047,617        | 2,496,517          | 10,549,837       | 1,263            | 13,047,617        |
| <b>Debt securities held-to-maturity:</b>                              |                   |                    |                  |                  |                   |
| Obligations of Puerto Rico, States and political subdivisions         | \$ 89,121         | \$                 | \$               | \$ 92,959        | \$ 92,959         |
| Collateralized mortgage obligation-federal agency                     | 56                |                    |                  | 59               | 59                |
| Trust preferred securities  | 11,561            |                    | 11,561           |                  | 11,561            |
| Other   | 500               |                    | 495              |                  | 495               |
| <b>Total debt securities held-to-maturity</b>                         | <b>\$ 101,238</b> | <b>\$</b>          | <b>\$ 12,056</b> | <b>\$ 93,018</b> | <b>\$ 105,074</b> |
| <b>Equity securities:</b>   |                   |                    |                  |                  |                   |
| FHLB stock  | \$ 53,562         | \$                 | \$ 53,562        | \$               | \$ 53,562         |
| FRB stock   | 88,945            |                    | 88,945           |                  | 88,945            |
| Other investments   | 15,455            |                    | 14,152           | 6,082            | 20,234            |

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|  |            |    |            |            |            |
|--|------------|----|------------|------------|------------|
| Total equity securities                                      | \$ 157,962 | \$ | \$ 156,659 | \$ 6,082   | \$ 162,741 |
| Loans held-for-sale  | \$ 51,742  | \$ | \$         | \$ 52,151  | \$ 52,151  |
| Loans not covered under loss sharing agreement with the FDIC | 25,878,450 |    |            | 23,709,245 | 23,709,245 |
| Mortgage servicing rights                                    | 162,779    |    |            | 162,779    | 162,779    |
| Derivatives  | 18,977     |    | 18,977     |            | 18,977     |

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| (In thousands)  | September 30, 2018   |           |                      |                  |                      |
|---|----------------------|-----------|----------------------|------------------|----------------------|
|   | Carrying amount      | Level 1   | Level 2              | Level 3          | Fair value           |
| <b>Financial Liabilities:</b>   |                      |           |                      |                  |                      |
| Deposits:   |                      |           |                      |                  |                      |
| Demand deposits   | \$ 32,236,547        | \$        | \$ 32,236,547        | \$               | \$ 32,236,547        |
| Time deposits   | 7,412,280            |           | 7,187,889            |                  | 7,187,889            |
| <b>Total deposits</b>   | <b>\$ 39,648,827</b> | <b>\$</b> | <b>\$ 39,424,436</b> | <b>\$</b>        | <b>\$ 39,424,436</b> |
| Assets sold under agreements to repurchase  | \$ 300,116           | \$        | \$ 300,150           | \$               | \$ 300,150           |
| Other short-term borrowings <sup>[2]</sup>  | \$ 1,200             | \$        | \$ 1,200             | \$               | \$ 1,200             |
| Notes payable:  |                      |           |                      |                  |                      |
| FHLB advances   | \$ 599,755           | \$        | \$ 591,397           | \$               | \$ 591,397           |
| Unsecured senior debt securities  | 742,159              |           | 763,863              |                  | 763,863              |
| Junior subordinated deferrable interest debentures<br>(related to trust preferred securities) | 384,869              |           | 371,913              |                  | 371,913              |
| Others  | 17,904               |           |                      | 17,904           | 17,904               |
| <b>Total notes payable</b>  | <b>\$ 1,744,687</b>  | <b>\$</b> | <b>\$ 1,727,173</b>  | <b>\$ 17,904</b> | <b>\$ 1,745,077</b>  |
| Derivatives   | \$ 16,554            | \$        | \$ 16,554            | \$               | \$ 16,554            |

[1] Refer to Note 25 to the Consolidated Financial Statements for the fair value by class of financial asset and its hierarchy level.

[2] Refer to Note 17 to the Consolidated Financial Statements for the composition of other short-term borrowings.

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| (In thousands)  | December 31, 2017    |            |                      |                   |                      |
|---|----------------------|------------|----------------------|-------------------|----------------------|
|   | Carrying amount      | Level 1    | Level 2              | Level 3           | Fair value           |
| <b>Financial Assets:</b>  |                      |            |                      |                   |                      |
| Cash and due from banks   | \$ 402,857           | \$ 402,857 | \$                   | \$                | \$ 402,857           |
| Money market investments  | 5,255,119            | 5,245,346  | 9,773                |                   | 5,255,119            |
| Trading account debt securities, excluding derivatives <sup>[1]</sup> | 33,746               | 261        | 32,384               | 1,101             | 33,746               |
| Debt securities available-for-sale <sup>[1]</sup>                     | 10,176,923           | 503,385    | 9,672,250            | 1,288             | 10,176,923           |
| Debt securities held-to-maturity:                                     |                      |            |                      |                   |                      |
| Obligations of Puerto Rico, States and political subdivisions         | \$ 92,754            | \$         | \$                   | \$ 83,239         | \$ 83,239            |
| Collateralized mortgage obligation-federal agency                     | 67                   |            |                      | 71                | 71                   |
| Trust preferred securities  | 13,198               |            | 13,198               |                   | 13,198               |
| Other   | 1,000                |            | 750                  | 243               | 993                  |
| <b>Total debt securities held-to-maturity</b>                         | <b>\$ 107,019</b>    | <b>\$</b>  | <b>\$ 13,948</b>     | <b>\$ 83,553</b>  | <b>\$ 97,501</b>     |
| Equity securities:  |                      |            |                      |                   |                      |
| FHLB stock  | \$ 57,819            | \$         | \$ 57,819            | \$                | \$ 57,819            |
| FRB stock   | 94,308               |            | 94,308               |                   | 94,308               |
| Other investments   | 12,976               |            | 11,076               | 5,214             | 16,290               |
| <b>Total equity securities</b>  | <b>\$ 165,103</b>    | <b>\$</b>  | <b>\$ 163,203</b>    | <b>\$ 5,214</b>   | <b>\$ 168,417</b>    |
| <b>Loans held-for-sale</b>  | <b>\$ 132,395</b>    | <b>\$</b>  | <b>\$</b>            | <b>\$ 134,839</b> | <b>\$ 134,839</b>    |
| Loans not covered under loss sharing agreement with the FDIC          | 23,702,612           |            |                      | 21,883,003        | 21,883,003           |
| Loans covered under loss sharing agreements with the FDIC             | 484,030              |            |                      | 465,893           | 465,893              |
| FDIC loss share asset   | 45,192               |            |                      | 33,323            | 33,323               |
| Mortgage servicing rights   | 168,031              |            |                      | 168,031           | 168,031              |
| Derivatives   | 16,719               |            | 16,719               |                   | 16,719               |
| <b>December 31, 2017</b>  |                      |            |                      |                   |                      |
| (In thousands)  | Carrying amount      | Level 1    | Level 2              | Level 3           | Fair value           |
| <b>Financial Liabilities:</b>   |                      |            |                      |                   |                      |
| Deposits:   |                      |            |                      |                   |                      |
| Demand deposits   | \$ 27,938,630        | \$         | \$ 27,938,630        | \$                | \$ 27,938,630        |
| Time deposits   | 7,514,878            |            | 7,381,232            |                   | 7,381,232            |
| <b>Total deposits</b>   | <b>\$ 35,453,508</b> | <b>\$</b>  | <b>\$ 35,319,862</b> | <b>\$</b>         | <b>\$ 35,319,862</b> |
| Assets sold under agreements to repurchase                            |                      |            |                      |                   |                      |
| Other short-term borrowings <sup>[2]</sup>                            | \$ 96,208            | \$         | \$ 96,208            | \$                | \$ 96,208            |

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Notes payable:

|  |                     |           |                     |            |                     |
|--|---------------------|-----------|---------------------|------------|---------------------|
| FHLB advances  | \$ 631,490          | \$        | \$ 628,839          | \$         | \$ 628,839          |
| Unsecured senior debt  | 446,873             |           | 463,554             |            | 463,554             |
| Junior subordinated deferrable interest debentures (related to trust preferred securities) | 439,351             |           | 406,883             |            | 406,883             |
| Others   | 18,642              |           |                     | 18,642     | 18,642              |
| <b>Total notes payable</b>   | <b>\$ 1,536,356</b> | <b>\$</b> | <b>\$ 1,499,276</b> | <b>\$</b>  | <b>\$ 1,517,918</b> |
| Derivatives  | \$ 14,431           | \$        | \$ 14,431           | \$         | \$ 14,431           |
| Contingent consideration   | \$ 164,858          | \$        | \$                  | \$ 164,858 | \$ 164,858          |

- [1] Refer to Note 25 to the Consolidated Financial Statements for the fair value by class of financial asset and its hierarchy level.
- [2] Refer to Note 17 to the Consolidated Financial Statements for the composition of other short-term borrowings.

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The notional amount of commitments to extend credit at September 30, 2018 and December 31, 2017 is \$ 7.5 billion and \$ 7.6 billion, respectively, and represents the unused portion of credit facilities granted to customers. The notional amount of letters of credit at September 30, 2018 and December 31, 2017 is \$ 33 million and \$ 36 million respectively, and represents the contractual amount that is required to be paid in the event of nonperformance. The fair value of commitments to extend credit and letters of credit, which are based on the fees charged to enter into those agreements, are not material to Popular's financial statements.

**Table of Contents****Note 27 Net income per common share**

The following table sets forth the computation of net income per common share ( EPS ), basic and diluted, for the quarters and nine months ended September 30, 2018 and 2017:

| (In thousands, except per share information)        | Quarters ended September 30, |             | Nine months ended<br>September 30, |             |
|---|------------------------------|-------------|------------------------------------|-------------|
|   | 2018                         | 2017        | 2018                               | 2017        |
| Net income  | \$ 140,648                   | \$ 20,664   | \$ 511,755                         | \$ 209,835  |
| Preferred stock dividends                           | (930)                        | (930)       | (2,792)                            | (2,792)     |
| Net income applicable to common stock               | \$ 139,718                   | \$ 19,734   | \$ 508,963                         | \$ 207,043  |
| Average common shares outstanding                   | 101,067,300                  | 101,652,352 | 101,549,711                        | 102,057,607 |
| Average potential dilutive common shares            | 181,854                      | 111,520     | 182,219                            | 127,937     |
| Average common shares outstanding assuming dilution | 101,249,154                  | 101,763,872 | 101,731,930                        | 102,185,544 |
| Basic EPS   | \$ 1.38                      | \$ 0.19     | \$ 5.01                            | \$ 2.03     |
| Diluted EPS   | \$ 1.38                      | \$ 0.19     | \$ 5.00                            | \$ 2.03     |

As disclosed in Note 19, during the quarter ended September 30, 2018, the Corporation entered into a \$125 million accelerated share repurchase transaction ( ASR ) and, in connection therewith, received an initial delivery of 2,000,000 shares of common stock. The initial share delivery was accounted for as a treasury stock transaction. As part of this transaction, the Corporation entered into a forward contract, which remains outstanding as of September 30, 2018, for which the Corporation expects to receive additional shares upon termination of the ASR agreement. The diluted earnings per share computation for the quarter and nine months ended September 30, 2018 excludes 476,749 antidilutive shares related to the ASR.

For the quarter and nine months ended September 30, 2018, the Corporation calculated the impact of potential dilutive common shares under the treasury stock method, consistent with the method used for the preparation of the financial statements for the year ended December 31, 2017. For a discussion of the calculation under the treasury stock method, refer to Note 34 of the Consolidated Financial Statements included in the 2017 Form 10-K.

**Table of Contents****Note 28 Revenue from contracts with customers**

The following tables present the Corporation's revenue streams from contracts with customers by reportable segment for the quarters and nine months ended September 30, 2018 and 2017:

| (In thousands)  | Quarter ended September 30, 2018 |              | Nine months ended September 30, 2018 |              |
|---|----------------------------------|--------------|--------------------------------------|--------------|
|   | BPPR                             | Popular U.S. | BPPR                                 | Popular U.S. |
|   |                                  |              |                                      |              |
| Service charges on deposit accounts                       | \$ 34,869                        | \$ 3,278     | \$ 101,824                           | \$ 9,880     |
| Other service fees:                                       |                                  |              |                                      |              |
| Debit card fees   | 10,723                           | 261          | 33,543                               | 763          |
| Insurance fees, excluding reinsurance                     | 8,210                            | 1,187        | 24,097                               | 2,642        |
| Credit card fees, excluding late fees and membership fees | 19,029                           | 221          | 54,513                               | 698          |
| Sale and administration of investment products            | 5,696                            |              | 16,071                               |              |
| Trust fees  | 5,034                            |              | 15,593                               |              |
| Total revenue from contracts with customers [1]           | \$ 83,561                        | \$ 4,947     | \$ 245,641                           | \$ 13,983    |

[1] The amounts include intersegment transactions of \$0.2 million and \$1.9 million, respectively, for the quarter and nine months ended September 30, 2018.

| (In thousands)  | Quarter ended September 30, 2017 |              | Nine months ended September 30, 2017 |              |
|---|----------------------------------|--------------|--------------------------------------|--------------|
|   | BPPR                             | Popular U.S. | BPPR                                 | Popular U.S. |
|   |                                  |              |                                      |              |
| Service charges on deposit accounts                       | \$ 35,920                        | \$ 3,353     | \$ 109,926                           | \$ 9,956     |
| Other service fees:                                       |                                  |              |                                      |              |
| Debit card fees   | 10,148                           | 211          | 32,831                               | 647          |
| Insurance fees, excluding reinsurance                     | 7,512                            | 785          | 23,827                               | 2,227        |
| Credit card fees, excluding late fees and membership fees | 13,516                           | 223          | 43,380                               | 655          |
| Sale and administration of investment products            | 5,496                            |              | 16,377                               |              |
| Trust fees  | 4,887                            |              | 15,035                               |              |
| Total revenue from contracts with customers [1]           | \$ 77,479                        | \$ 4,572     | \$ 241,376                           | \$ 13,485    |

[1]



The amounts include intersegment transactions of \$0.2 million and \$1.9 million, respectively, for the quarter and nine months ended September 30, 2017.

Revenue from contracts with customers is recognized when, or as, the performance obligations are satisfied by the Corporation by transferring the promised services to the customers. A service is transferred to the customer when, or as, the customer obtains control of that service. A performance obligation may be satisfied over time or at a point in time. Revenue from a performance obligation satisfied over time is recognized based on the services that have been rendered to date. Revenue from a performance obligation satisfied at a point in time is recognized when the customer obtains control over the service. The transaction price, or the amount of revenue recognized, reflects the consideration the Corporation expects to be entitled to in exchange for those promised services. In determining the transaction price, the Corporation considers the effects of variable consideration. Variable consideration is included in the transaction price only to the extent it is probable that a significant reversal in the amount of cumulative revenue recognized will not occur. The Corporation is the principal in a transaction if it obtains control of the specified goods or services before they are transferred to the customer. If the Corporation acts as principal, revenues are presented in the gross amount of consideration to which it expects to be entitled and are not netted with any related expenses. On the other hand, the Corporation is an agent if it does not control the specified goods or services before they are transferred to the customer. If the Corporation acts as an agent, revenues are presented in the amount of consideration to which it expects to be entitled, net of related expenses.

Following is a description of the nature and timing of revenue streams from contracts with customers:

*Service charges on deposit accounts*

Service charges on deposit accounts are earned on retail and commercial deposit activities and include, but are not limited to, nonsufficient fund fees, overdraft fees and checks stop payment fees. These transaction-based fees are recognized at a point in time, upon occurrence of an activity or event or upon the occurrence of a condition which triggers the fee assessment. The Corporation is acting as principal in these transactions.

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### *Debit card fees*

Debit card fees include, but are not limited to, interchange fees, surcharging income and foreign transaction fees. These transaction-based fees are recognized at a point in time, upon occurrence of an activity or event or upon the occurrence of a condition which triggers the fee assessment. Interchange fees are recognized upon settlement of the debit card payment transactions. The Corporation is acting as principal in these transactions.

### *Insurance fees*

Insurance fees include, but are not limited to, commissions and contingent commissions. Commissions and fees are recognized when related policies are effective since the Corporation does not have an enforceable right to payment for services completed to date. An allowance is created for expected adjustments to commissions earned related to policy cancellations. Contingent commissions are recorded on an accrual basis when the amount to be received is notified by the insurance company. The Corporation is acting as an agent since it arranges for the sale of the policies and receives commissions if, and when, it achieves the sale.

### *Credit card fees*

Credit card fees include, but are not limited to, interchange fees, additional card fees, cash advance fees, balance transfer fees, foreign transaction fees, and returned payments fees. Credit card fees are recognized at a point in time, upon the occurrence of an activity or an event. Interchange fees are recognized upon settlement of the credit card payment transactions. The Corporation is acting as principal in these transactions.

### *Sale and administration of investment products*

Fees from the sale and administration of investment products include, but are not limited to, commission income from the sale of investment products, asset management fees, underwriting fees, and mutual fund fees.

Commission income from investment products is recognized on the trade date since clearing, trade execution, and custody services are satisfied when the customer acquires or disposes of the rights to obtain the economic benefits of the investment products and brokerage contracts have no fixed duration and are terminable at will by either party. The Corporation is acting as principal in these transactions since it performs the service of providing the customer with the ability to acquire or dispose of the rights to obtain the economic benefits of investment products.

Asset management fees are satisfied over time and are recognized in arrears. At contract inception, the estimate of the asset management fee is constrained from the inclusion in the transaction price since the promised consideration is dependent on the market and thus is highly susceptible to factors outside the manager's influence. As advisor, the broker-dealer subsidiary is acting as principal.

Underwriting fees are recognized at a point in time, when the investment products are sold in the open market at a markup. When the broker-dealer subsidiary is lead underwriter, it is acting as an agent. In turn, when it is a participating underwriter, it is acting as principal.

Mutual fund fees, such as distribution fees, are considered variable consideration and are recognized over time, as the uncertainty of the fees to be received is resolved as NAV is determined and investor activity occurs. The promise to provide distribution-related services is considered a single performance obligation as it requires the provision of a series of distinct services that are substantially the same and have the same pattern of transfer. When the broker-dealer subsidiary is acting as a distributor, it is acting as principal. In turn, when it acts as third-party dealer, it is acting as an

agent.

*Trust fees*

Trust fees are recognized from retirement plan, mutual fund administration, investment management, trustee, escrow, and custody and safekeeping services. These asset management services are considered a single performance obligation as it requires the provision of a series of distinct services that are substantially the same and have the same pattern of transfer. The performance obligation is satisfied over time, except for optional services and certain other services that are satisfied at a point in time. Revenues are recognized in arrears, when, or as, the services are rendered. The Corporation is acting as principal since, as asset manager, it has the obligation to provide the specified service to the customer and has the ultimate discretion in establishing the fee paid by the customer for the specified services.

**Table of Contents****Note 29 FDIC loss share (expense) income**

The caption of FDIC loss-share (expense) income in the Consolidated Statements of Operations consists of the following major categories:

| (In thousands)  | Quarters ended September 30, |            | Nine months ended September 30, |             |
|---|------------------------------|------------|---------------------------------|-------------|
|   | 2018                         | 2017       | 2018                            | 2017        |
| Accretion (amortization)  | \$                           | \$ 567     | \$ (934)                        | \$ (62)     |
| 80% mirror accounting on credit impairment losses (reversal)  |                              | (329)      | 104                             | 1,945       |
| 80% mirror accounting on reimbursable expenses  |                              | 588        | 537                             | 2,232       |
| 80% mirror accounting on recoveries on covered assets, including rental income on OREOs, subject to reimbursement to the FDIC |                              | (1,601)    | (1,658)                         | 2,832       |
| Change in true-up payment obligation  |                              | (3,208)    | (6,112)                         | (13,718)    |
| Gain on FDIC loss-share Termination Agreement <sup>[1]</sup>  |                              |            | 102,752                         |             |
| Other   |                              | 35         | 36                              | (5,909)     |
| Total FDIC loss-share (expense) income  | \$                           | \$ (3,948) | \$ 94,725                       | \$ (12,680) |

[1] Refer to Note 10 for additional information of the Termination Agreement with the FDIC.

**Table of Contents****Note 30 Pension and postretirement benefits**

The Corporation has a non-contributory defined benefit pension plan and supplementary pension benefit restoration plans for regular employees of certain of its subsidiaries. The accrual of benefits under the plans is frozen to all participants.

The components of net periodic pension cost for the periods presented were as follows:

| (In thousands)                                   | Pension Plan                      |                                   | Benefit Restoration Plans         |                                   |
|--|-----------------------------------|-----------------------------------|-----------------------------------|-----------------------------------|
|  | Quarters ended September 30, 2018 | Quarters ended September 30, 2017 | Quarters ended September 30, 2018 | Quarters ended September 30, 2017 |
| Other operating expenses:                        |                                   |                                   |                                   |                                   |
| Interest cost                                    | \$ 6,029                          | \$ 6,120                          | \$ 344                            | \$ 352                            |
| Expected return on plan assets                   | (9,551)                           | (10,186)                          | (509)                             | (502)                             |
| Amortization of net loss                         | 4,716                             | 5,053                             | 349                               | 411                               |
| <b>Total net periodic pension cost (benefit)</b> | <b>\$ 1,194</b>                   | <b>\$ 987</b>                     | <b>\$ 184</b>                     | <b>\$ 261</b>                     |

| (In thousands)                                   | Pension Plans                        |                                      | Benefit Restoration Plans            |                                      |
|--|--------------------------------------|--------------------------------------|--------------------------------------|--------------------------------------|
|  | Nine months ended September 30, 2018 | Nine months ended September 30, 2017 | Nine months ended September 30, 2018 | Nine months ended September 30, 2017 |
| Other operating expenses:                        |                                      |                                      |                                      |                                      |
| Interest cost                                    | \$ 18,086                            | \$ 18,359                            | \$ 1,033                             | \$ 1,057                             |
| Expected return on plan assets                   | (28,653)                             | (30,557)                             | (1,527)                              | (1,508)                              |
| Amortization of net loss                         | 14,147                               | 15,160                               | 1,048                                | 1,233                                |
| <b>Total net periodic pension cost (benefit)</b> | <b>\$ 3,580</b>                      | <b>\$ 2,962</b>                      | <b>\$ 554</b>                        | <b>\$ 782</b>                        |

During the quarter ended September 30, 2018 the Corporation made a contribution to the pension and benefit restoration plans of \$59 thousand. The total contributions expected to be paid during the year 2018 for the pension and benefit restoration plans amount to approximately \$235 thousand.

During the quarters ended September 30, 2018 and 2017, there is no service cost recognized as part of the net periodic pension cost since the accrual of benefits for all participants has been frozen. As part of the implementation of ASU 2017-07, the other components of net periodic pension cost were reclassified from Personnel costs to Other operating expenses in the consolidated statement of operations in the amount of \$1.2 million for the quarter ended September 30, 2017 and \$3.7 million for the nine months ended September 30, 2017.

The Corporation also provides certain postretirement health care benefits for retired employees of certain subsidiaries. The table that follows presents the components of net periodic postretirement benefit cost.

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| (In thousands)                     | Postretirement Benefit Plan     |               |                                    |                 |
|------------------------------------|---------------------------------|---------------|------------------------------------|-----------------|
|                                    | Quarters ended<br>September 30, |               | Nine months ended<br>September 30, |                 |
|                                    | 2018                            | 2017          | 2018                               | 2017            |
| <b>Personnel Costs:</b>            |                                 |               |                                    |                 |
| Service cost                       | \$ 257                          | \$ 256        | \$ 771                             | \$ 769          |
| <b>Other operating expenses:</b>   |                                 |               |                                    |                 |
| Interest cost                      | 1,390                           | 1,426         | 4,171                              | 4,277           |
| Amortization of prior service cost | (868)                           | (950)         | (2,603)                            | (2,850)         |
| Amortization of net loss           | 321                             | 142           | 962                                | 426             |
| <b>Total postretirement cost</b>   | <b>\$ 1,100</b>                 | <b>\$ 874</b> | <b>\$ 3,301</b>                    | <b>\$ 2,622</b> |

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Contributions made to the postretirement benefit plan for the quarter ended September 30, 2018 amounted to approximately \$1.4 million. The total contributions expected to be paid during the year 2018 for the postretirement benefit plan amount to approximately \$6.3 million.

As part of the implementation of ASU 2017-07, the other components of net periodic postretirement benefit cost other than the service cost components were reclassified from Personnel costs to Other operating expenses in the consolidated statement of operations in the amount of \$0.6 million for the quarter ended September 30, 2017 and \$1.9 million for the nine months ended September 30, 2017.

**Table of Contents****Note 31 Stock-based compensation***Incentive Plan*

In April 2004, the Corporation's shareholders adopted the Popular, Inc. 2004 Omnibus Incentive Plan (the Incentive Plan). The Incentive Plan permits the granting of incentive awards in the form of Annual Incentive Awards, Long-term Performance Unit Awards, Stock Options, Stock Appreciation Rights, Restricted Stock, Restricted Units or Performance Shares. Participants in the Incentive Plan are designated by the Compensation Committee of the Board of Directors (or its delegate as determined by the Board). Employees and directors of the Corporation and/or any of its subsidiaries are eligible to participate in the Incentive Plan.

Under the Incentive Plan, the Corporation has issued restricted shares, which become vested based on the employees continued service with Popular. Unless otherwise stated in an agreement, the compensation cost associated with the shares of restricted stock is determined based on a two-prong vesting schedule. The first part is vested ratably over five years commencing at the date of grant (the graduated vesting portion) and the second part is vested at termination of employment after attainment of 55 years of age and 10 years of service (the retirement vesting portion). The graduated vesting portion is accelerated at termination of employment after attaining 55 years of age and 10 years of service. The vesting schedule for restricted shares granted on or after 2014 was modified as follows, the first part is vested ratably over four years commencing at the date of the grant (the graduated vesting portion) and the second part is vested at termination of employment after attainment of the earlier of 55 years of age and 10 years of service or 60 years of age and 5 years of service (the retirement vesting portion). The graduated vesting portion is accelerated at termination of employment after attaining the earlier of 55 years of age and 10 years of service or 60 years of age and 5 years of service.

The performance share awards consist of the opportunity to receive shares of Popular, Inc.'s common stock provided that the Corporation achieves certain goals during a three-year performance cycle. The goals will be based on two metrics weighted equally: the Relative Total Shareholder Return (TSR) and the Absolute Earnings per Share (EPS) goals. The TSR metric is considered to be a market condition under ASC 718. For equity settled awards based on a market condition, the fair value is determined as of the grant date and is not subsequently revised based on actual performance. The EPS performance metric is considered to be a performance condition under ASC 718. The fair value is determined based on the probability of achieving the EPS goal as of each reporting period. The TSR and EPS metrics are equally weighted and work independently. The number of shares that will ultimately vest ranges from 50% to a 150% of target based on both market (TSR) and performance (EPS) conditions. The performance shares vest at the end of the three-year performance cycle. The vesting is accelerated at termination of employment after attaining the earlier of 55 years of age and 10 years of service or 60 years of age and 5 years of service.

The following table summarizes the restricted stock and performance shares activity under the Incentive Plan for members of management.

| (Not in thousands)                     | Shares    | Weighted-Average<br>Grant Date Fair<br>Value |
|--|-----------|--|
| Non-vested at December 31, 2016        | 383,982   | \$ 26.35                                     |
| Granted                                | 212,200   | 42.57  |
| Performance Shares Quantity Adjustment | (232,989) | 29.10  |
| Vested                                 | (67,853)  | 48.54  |



|  |           |    |       |
|--|-----------|----|-------|
| Non-vested at December 31, 2017        | 295,340   | \$ | 30.75 |
| Granted                                | 236,115   |    | 45.69 |
| Performance Shares Quantity Adjustment | 182,813   |    | 30.58 |
| Vested                                 | (293,707) |    | 34.40 |
| Forfeited                              | (6,652)   |    | 33.14 |
| Non-vested at September 30, 2018       | 413,909   | \$ | 36.57 |

During the quarter ended September 30, 2018, 8,395 shares of restricted stock were awarded to management under the Incentive Plan. No shares of restricted stock were awarded to management for the quarter ended September 30, 2017. During the quarters ended September 30, 2018 and 2017, no performance shares were awarded to management under the Incentive Plan. For the nine months ended September 30, 2018, 163,701 shares of restricted stock (September 30, 2017 138,516) and 72,414 performance shares (September 30, 2017 73,684) were awarded to management under the incentive plan.

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During the quarter ended September 30, 2018, the Corporation recognized \$1.1 million of restricted stock expense related to management incentive awards, with a tax benefit of \$0.2 million (September 30, 2017 \$1.0 million, with a tax benefit of \$0.2 million). For the nine months ended September 30, 2018, the Corporation recognized \$5.9 million of restricted stock expense related to management incentive awards, with a tax benefit of \$0.9 million (September 30, 2017 \$4.8 million, with a tax benefit of \$0.9 million). For the nine months ended September 30, 2018, the fair market value of the restricted stock and performance shares vested was \$6 million at grant date and \$8 million at vesting date. This triggers a windfall of \$0.7 million that was recorded as a reduction on income tax expense. During the quarter ended September 30, 2018 the Corporation recognized \$0.6 million of performance shares expense, with a tax benefit of \$12 thousand (September 30, 2017 \$0.3 million, with a tax benefit of \$42 thousand). For the nine months ended September 30, 2018, the Corporation recognized \$3.8 million of performance shares expense, with a tax benefit of \$0.3 million (September 30, 2017 \$2.4 million, with a tax benefit of \$0.2 million). The total unrecognized compensation cost related to non-vested restricted stock awards and performance shares to members of management at September 30, 2018 was \$8.3 million and is expected to be recognized over a weighted-average period of 2.6 years.

The following table summarizes the restricted stock activity under the Incentive Plan for members of the Board of Directors:

| (Not in thousands)               | Restricted Stock | Weighted-Average<br>Grant Date Fair<br>Value |
|----------------------------------|------------------|--|
| Non-vested at December 31, 2016  |                  | \$   |
| Granted                          | 25,771           | 38.42  |
| Vested                           | (25,771)         | 38.42  |
| Forfeited                        |                  |  |
| Non-vested at December 31, 2017  |                  | \$   |
| Granted                          | 25,159           | 46.71  |
| Vested                           | (25,159)         | 46.71  |
| Forfeited                        |                  |  |
| Non-vested at September 30, 2018 |                  | \$   |

During the quarter ended September 30, 2018, the Corporation granted 2,765 shares of restricted stock to members of the Board of Directors of Popular, Inc. No shares of restricted stock were recognized to the members of the Board of Directors of Popular, Inc. for the quarter ended September 30, 2017. During this period, the Corporation recognized \$0.1 million of restricted stock expense related to these restricted stock grants, with a tax benefit of \$16 thousand (September 30, 2017 \$0.3 million, with a tax benefit of \$39 thousand). For the nine months ended September 30, 2018, the Corporation granted 25,159 shares of restricted stock to members of the Board of Directors of Popular, Inc. (September 30, 2017 25,771). During this period, the Corporation recognized \$1.6 million of restricted stock expense related to these restricted stock grants, with a tax benefit of \$0.2 million (September 30, 2017 \$1.0 million, with a tax benefit of \$0.1 million). The fair value at vesting date of the restricted stock vested during the nine months ended September 30, 2018 for directors was \$1.2 million.

**Table of Contents****Note 32 Income taxes**

The reason for the difference between the income tax expense applicable to income before provision for income taxes and the amount computed by applying the statutory tax rate in Puerto Rico, were as follows:

| (In thousands)  | Quarters ended     |                     |                    |                     |
|---|--------------------|---------------------|--------------------|---------------------|
|   | September 30, 2018 |                     | September 30, 2017 |                     |
|   | Amount             | % of pre-tax income | Amount             | % of pre-tax income |
| Computed income tax expense at statutory rates        | \$ 71,240          | 39%                 | \$ 272             | 39%                 |
| Net benefit of tax exempt interest income             | (24,941)           | (14)                | (19,563)           | (2,803)             |
| Deferred tax asset valuation allowance                | 5,606              | 3                   | 5,142              | 737                 |
| Difference in tax rates due to multiple jurisdictions | (5,203)            | (3)                 | 189                | 27                  |
| Effect of income subject to preferential tax rate     | (2,031)            | (1)                 | (3,313)            | (475)               |
| Unrecognized tax benefits                             | (1,621)            | (1)                 | (1,185)            | (170)               |
| State and local taxes                                 | 3,115              | 2                   | (64)               | (9)                 |
| Others  | (4,147)            | (2)                 | (1,444)            | (207)               |
| <b>Income tax (benefit) expense</b>                   | <b>\$ 42,018</b>   | <b>23%</b>          | <b>\$ (19,966)</b> | <b>(2,861)%</b>     |

  

| (In thousands)   | Nine months ended  |                     |                    |                     |
|--|--------------------|---------------------|--------------------|---------------------|
|  | September 30, 2018 |                     | September 30, 2017 |                     |
|  | Amount             | % of pre-tax income | Amount             | % of pre-tax income |
| Computed income tax expense at statutory rates                   | \$ 213,474         | 39%                 | \$ 100,857         | 39%                 |
| Net benefit of tax exempt interest income                        | (70,341)           | (13)                | (56,408)           | (22)                |
| Deferred tax asset valuation allowance                           | 17,018             | 3                   | 15,262             | 6                   |
| Difference in tax rates due to multiple jurisdictions            | (10,400)           | (2)                 | (1,601)            | (1)                 |
| Effect of income subject to preferential tax rate <sup>[1]</sup> | (108,087)          | (20)                | (9,825)            | (4)                 |
| Unrecognized tax benefits  | (1,621)            |                     | (1,185)            |                     |
| State and local taxes  | 6,196              | 1                   | 2,800              | 1                   |
| Others   | (10,626)           | (2)                 | (1,128)            |                     |
| <b>Income tax (benefit) expense</b>                              | <b>\$ 35,613</b>   | <b>6%</b>           | <b>\$ 48,772</b>   | <b>19%</b>          |

[1]

For the nine months ended September 30, 2018, includes the impact of the Tax Closing Agreement entered into in connection with the Westernbank FDIC-assisted Transaction. Income tax expense of \$35.6 million for the nine months ended September 30, 2018 reflects the impact of the Termination Agreement with the FDIC, discussed in Note 10. In June 2012, the Puerto Rico Department of the Treasury and the Corporation entered into a Tax Closing Agreement (the Tax Closing Agreement ) to clarify the tax treatment related to the loans acquired in the FDIC Transaction in accordance with the provisions of the Puerto Rico Tax Code. The Tax Closing Agreement provides that these loans are capital assets and any principal amount collected in excess of the amount paid for such loans will be taxed as a capital gain. The Tax Closing Agreement further provides that the Corporation's tax liability upon the termination of the Shared-Loss Agreements be calculated based on the deemed sale of the underlying loans. As a result, in connection with the Termination Agreement with the FDIC, the Corporation recognized an additional income tax expense of \$49.8 million associated with the deemed sale incremental tax liability at the capital gains rate per the Tax Closing Agreement. In addition, the Corporation recognized an income tax benefit of \$158.7 million related to the increase in deferred tax assets due to increase in the tax basis of the loans as a result of the deemed sale for a net tax benefit of \$108.9 million. Also, the Corporation recorded an income tax expense of \$45.0 million related to the gain resulting from the Termination Agreement, mainly related to the reversal of net deferred tax liability of the true-up payment obligation and the FDIC Loss Share Asset.

The following table presents a breakdown of the significant components of the Corporation's deferred tax assets and liabilities.



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|   |            |            |              |
|---|------------|------------|--------------|
| Total gross deferred tax assets   | 881,232    | 754,457    | 1,635,689    |
| <b>Deferred tax liabilities:</b>  |            |            |              |
| FDIC-assisted transaction   | 60,402     |            | 60,402       |
| Indefinite-lived intangibles  | 31,973     | 33,009     | 64,982       |
| Unrealized net gain (loss) on trading and available-for-sale securities | 26,364     | (7,961)    | 18,403       |
| Other temporary differences   | 9,876      | 386        | 10,262       |
| Total gross deferred tax liabilities                                    | 128,615    | 25,434     | 154,049      |
| Valuation allowance   | 67,263     | 380,561    | 447,824      |
| Net deferred tax asset  | \$ 685,354 | \$ 348,462 | \$ 1,033,816 |

The net deferred tax asset shown in the table above at September 30, 2018 is reflected in the consolidated statements of financial condition as \$1.1 billion in net deferred tax assets in the Other assets caption (December 31, 2017 \$1.0 billion) and \$1.6 million in deferred tax liabilities in the Other liabilities caption (December 31, 2017 \$1.3 million), reflecting the aggregate deferred tax assets or liabilities of individual tax-paying subsidiaries of the Corporation in their respective tax jurisdiction, Puerto Rico or the United States.

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A deferred tax asset should be reduced by a valuation allowance if based on the weight of all available evidence, it is more likely than not (a likelihood of more than 50%) that some portion or the entire deferred tax asset will not be realized. The valuation allowance should be sufficient to reduce the deferred tax asset to the amount that is more likely than not to be realized. The determination of whether a deferred tax asset is realizable is based on weighting all available evidence, including both positive and negative evidence. The realization of deferred tax assets, including carryforwards and deductible temporary differences, depends upon the existence of sufficient taxable income of the same character during the carryback or carryforward period. The analysis considers all sources of taxable income available to realize the deferred tax asset, including the future reversal of existing taxable temporary differences, future taxable income exclusive of reversing temporary differences and carryforwards, taxable income in prior carryback years and tax-planning strategies.

At September 30, 2018 the net deferred tax asset of the U.S. operations amounted to \$759 million with a valuation allowance of approximately \$421 million, for a net deferred tax asset of approximately \$338 million. As of September 30, 2018, management estimated that the U.S. operations would earn enough pre-tax Income during the carryover period to realize the total amount of net deferred tax asset after valuation allowance. After weighting all available positive and negative evidence, management concluded that is more likely than not that a portion of the deferred tax asset from the U.S. operation, amounting to approximately \$338 million, will be realized. Management will continue to evaluate the realization of the deferred tax asset each quarter and adjust as any changes arises.

At September 30, 2018, the Corporation's net deferred tax assets related to its Puerto Rico operations amounted to \$805 million.

The Corporation's Puerto Rico Banking operation is not in a cumulative three year loss position and has sustained profitability for the three year period ended September 30, 2018. This is considered a strong piece of objectively verifiable positive evidence that outweighs any negative evidence considered by management in the evaluation of the realization of the deferred tax asset. Based on this evidence and management's estimate of future taxable income, the Corporation has concluded that it is more likely than not that such net deferred tax asset of the Puerto Rico Banking operations will be realized.

The Popular, Inc., holding company ( PIHC ) operation is in a cumulative loss position taking into account taxable income exclusive of reversing temporary differences, for the three year period ended September 30, 2018. Management expects these losses will be a trend in future years. This objectively verifiable negative evidence is considered by management as strong negative evidence that will suggest that income in future years will be insufficient to support the realization of all deferred tax asset. After weighting of all positive and negative evidence management concluded, as of the reporting date, that it is more likely than not that the PIHC will not be able to realize any portion of the deferred tax assets, considering the criteria of ASC Topic 740. Accordingly, a valuation allowance is recorded on the deferred tax asset at the PIHC, which amounted to \$84 million as of September 30, 2018.

The reconciliation of unrecognized tax benefits, excluding interest, was as follows:

| (In millions)                                       | 2018   | 2017   |
|---|--------|--------|
| Balance at January 1                                | \$ 7.3 | \$ 7.4 |
| Additions for tax positions - January through March | 0.2    | 0.2    |
| Balance at March 31                                 | \$ 7.5 | \$ 7.6 |
| Additions for tax positions - April through June    | 0.3    | 0.3    |

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|   |        |        |
|---|--------|--------|
| Reduction as a result of settlements - April through June                         |        | (0.3)  |
| Balance at June 30  | \$ 7.8 | \$ 7.6 |
| Additions for tax positions - July through September                              | 0.3    | 0.3    |
| Reduction as a result of lapse of statute of limitations - July through September | (1.2)  | (0.9)  |
| Balance at September 30   | \$ 6.9 | \$ 7.0 |



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At September 30, 2018, the total amount of accrued interest recognized in the statement of financial condition approximated \$2.7 million (December 31, 2017 - \$2.7 million). The total interest expense recognized at September 30, 2018 was \$477 thousand net of a reduction of \$483 thousand due to the expiration of the statute of limitations (September 30, 2017 - \$458 thousand). Management determined that at September 30, 2018 and December 31, 2017 there was no need to accrue for the payment of penalties. The Corporation's policy is to report interest related to unrecognized tax benefits in income tax expense, while the penalties, if any, are reported in other operating expenses in the consolidated statements of operations.

After consideration of the effect on U.S. federal tax of unrecognized U.S. state tax benefits, the total amount of unrecognized tax benefits, including U.S. and Puerto Rico, that if recognized, would affect the Corporation's effective tax rate, was approximately \$8.9 million at September 30, 2018 (December 31, 2017 - \$9.0 million).

The amount of unrecognized tax benefits may increase or decrease in the future for various reasons including adding amounts for current tax year positions, expiration of open income tax returns due to the statutes of limitation, changes in management's judgment about the level of uncertainty, status of examinations, litigation and legislative activity and the addition or elimination of uncertain tax positions.

The Corporation and its subsidiaries file income tax returns in Puerto Rico, the U.S. federal jurisdiction, various U.S. states and political subdivisions, and foreign jurisdictions. At September 30, 2018, the following years remain subject to examination in the U.S. Federal jurisdiction: 2015 and thereafter; and in the Puerto Rico jurisdiction, 2014 and thereafter. The Corporation anticipates a reduction in the total amount of unrecognized tax benefits within the next 12 months, which could amount to approximately \$4.6 million.

**Table of Contents****Note 33 Supplemental disclosure on the consolidated statements of cash flows**

Additional disclosures on cash flow information and non-cash activities for the nine months ended September 30, 2018 and September 30, 2017 are listed in the following table:

| (In thousands)   | September 30, 2018 | September 30, 2017 |
|--|--------------------|--------------------|
| Non-cash activities:   |                    |                    |
| Loans transferred to other real estate   | \$ 23,188          | \$ 80,992          |
| Loans transferred to other property  | 30,973             | 22,987             |
| Total loans transferred to foreclosed assets                                   |                    |                    |
|  | 54,161             | 103,979            |
| Loans transferred to other assets  | 11,218             | 4,519              |
| Financed sales of other real estate assets                                     | 11,962             | 10,621             |
| Financed sales of other foreclosed assets                                      | 12,347             | 5,964              |
| Total financed sales of foreclosed assets                                      |                    |                    |
|  | 24,309             | 16,585             |
| Transfers from loans held-for-sale to loans held-in-portfolio                  | 20,063             | 1,705              |
| Loans securitized into investment securities <sup>[1]</sup>                    | 392,080            | 454,507            |
| Trades receivable from brokers and counterparties                              | 57,290             | 999                |
| Trades payable to brokers and counterparties                                   | 22,244             | 999                |
| Receivables from investments maturities  | 19,000             | 270,000            |
| Recognition of mortgage servicing rights on securitizations or asset transfers | 7,871              | 7,530              |
| Interest capitalized on loans subject to the temporary payment moratorium      | 481                |                    |
| Loans booked under the GNMA buy-back option                                    | 380,329            | 43,783             |
| Gain from the FDIC Termination Agreement                                       | 102,752            |                    |
| Payable to Wells Fargo related to auto finance business acquisition            | 13,193             |                    |

[1] Includes loans securitized into trading securities and subsequently sold before quarter end.

The following table provides a reconciliation of cash and due from banks, and restricted cash reported within the Consolidated Statement of Financial Condition that sum to the total of the same such amounts shown in the Consolidated Statement of Cash Flows.

| (In thousands) | September 30, 2018 | September 30, 2017 |
|----------------|--------------------|--------------------|
|----------------|--------------------|--------------------|

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|   |    |         |    |         |
|---|----|---------|----|---------|
| Cash and due from banks   | \$ | 382,892 | \$ | 500,513 |
| Restricted cash and due from banks                                |    | 18,057  |    | 16,924  |
| Restricted cash in money market investments                       |    | 11,234  |    | 8,944   |
| Total cash and due from banks, and restricted cash <sup>[2]</sup> | \$ | 412,183 | \$ | 526,381 |

[2] Refer to Note 5 Restrictions on cash and due from banks and certain securities for nature of restrictions.

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**Table of Contents****Note 34 Segment reporting**

The Corporation's corporate structure consists of two reportable segments – Banco Popular de Puerto Rico and Popular U.S. These reportable segments pertain only to the continuing operations of Popular, Inc.

Management determined the reportable segments based on the internal reporting used to evaluate performance and to assess where to allocate resources. The segments were determined based on the organizational structure, which focuses primarily on the markets the segments serve, as well as on the products and services offered by the segments.

*Banco Popular de Puerto Rico:*

Given that Banco Popular de Puerto Rico constitutes a significant portion of the Corporation's results of operations and total assets at September 30, 2018, additional disclosures are provided for the business areas included in this reportable segment, as described below:

Commercial banking represents the Corporation's banking operations conducted at BPPR, which are targeted mainly to corporate, small and middle size businesses. It includes aspects of the lending and depository businesses, as well as other finance and advisory services. BPPR allocates funds across business areas based on duration matched transfer pricing at market rates. This area also incorporates income related with the investment of excess funds, as well as a proportionate share of the investment function of BPPR.

Consumer and retail banking represents the branch banking operations of BPPR which focus on retail clients. It includes the consumer lending business operations of BPPR, as well as the lending operations of Popular Auto and Popular Mortgage. Popular Auto focuses on auto and lease financing, while Popular Mortgage focuses principally on residential mortgage loan originations. The consumer and retail banking area also incorporates income related with the investment of excess funds from the branch network, as well as a proportionate share of the investment function of BPPR.

Other financial services include the trust and asset management service units of BPPR, the brokerage and investment banking operations of Popular Securities, and the insurance agency and reinsurance businesses of Popular Insurance, Popular Insurance V.I., Popular Risk Services, and Popular Life Re. Most of the services that are provided by these subsidiaries generate profits based on fee income.

*Popular U.S.:*

Popular U.S. reportable segment consists of the banking operations of PB, E-LOAN, Inc., Popular Equipment Finance, Inc. and Popular Insurance Agency, U.S.A. PB operates through a retail branch network in the U.S. mainland under the name of Popular, while E-LOAN, Inc. supported PB's deposit gathering through its online platform until March 31, 2017, when said operations were transferred to Popular Direct, a division of PB. During 2017, the E-LOAN brand was transferred to Popular Inc. and is being used by BPPR to offer personal loans through an online platform. Popular Equipment Finance, Inc. also holds a running-off loan portfolio as this subsidiary ceased originating loans during 2009. Popular Insurance Agency, U.S.A. offers investment and insurance services across the PB branch network.

The Corporate group consists primarily of the holding companies Popular, Inc., Popular North America, Popular International Bank and certain of the Corporation's investments accounted for under the equity method, including EVERTEC and Centro Financiero BHD, Leon. The Corporate group also includes the expenses of certain corporate areas that are identified as critical to the organization including: Finance, Risk Management and Legal.

The accounting policies of the individual operating segments are the same as those of the Corporation. Transactions between reportable segments are primarily conducted at market rates, resulting in profits that are eliminated for reporting consolidated results of operations.

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The tables that follow present the results of operations and total assets by reportable segments:

**2018**  
For the quarter ended September 30, 2018

| (In thousands)              | Banco Popular  |              |                           |
|-----------------------------|----------------|--------------|---------------------------|
|                             | de Puerto Rico | Popular Bank | Intersegment Eliminations |
| Net interest income         | \$ 388,533     | \$ 76,184    | \$ 3                      |
| Provision for loan losses   | 51,911         | 2,510        |                           |
| Non-interest income         | 135,762        | 5,530        | (141)                     |
| Amortization of intangibles | 2,157          | 167          |                           |
| Depreciation expense        | 11,135         | 2,185        |                           |
| Other operating expenses    | 282,124        | 44,279       | (136)                     |
| Income tax expense          | 39,421         | 10,439       |                           |
| Net income                  | \$ 137,547     | \$ 22,134    | \$ (2)                    |
| Segment assets              | \$ 38,338,571  | \$ 9,388,787 | \$ (112,222)              |

For the quarter ended September 30, 2018

| (In thousands)                       | Reportable    |              |                | Total Popular, Inc. |
|--------------------------------------|---------------|--------------|----------------|---------------------|
|                                      | Segments      | Corporate    | Eliminations   |                     |
| Net interest income (expense)        | \$ 464,720    | \$ (13,251)  | \$             | \$ 451,469          |
| Provision (reversal) for loan losses | 54,421        | (34)         |                | 54,387              |
| Non-interest income                  | 141,151       | 9,960        | (90)           | 151,021             |
| Amortization of intangibles          | 2,324         |              |                | 2,324               |
| Depreciation expense                 | 13,320        | 188          |                | 13,508              |
| Other operating expenses             | 326,267       | 23,995       | (657)          | 349,605             |
| Income tax expense (benefit)         | 49,860        | (8,070)      | 228            | 42,018              |
| Net income (loss)                    | \$ 159,679    | \$ (19,370)  | \$ 339         | \$ 140,648          |
| Segment assets                       | \$ 47,615,136 | \$ 5,478,884 | \$ (5,174,592) | \$ 47,919,428       |

For the nine months ended September 30, 2018

| (In thousands)            | Banco Popular  |              |                           |
|---------------------------|----------------|--------------|---------------------------|
|                           | de Puerto Rico | Popular Bank | Intersegment Eliminations |
| Net interest income       | \$ 1,073,522   | \$ 226,654   | \$ 5                      |
| Provision for loan losses | 154,805        | 30,774       |                           |
| Non-interest income       | 452,577        | 15,010       | (420)                     |

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|                             |               |              |              |
|-----------------------------|---------------|--------------|--------------|
| Amortization of intangibles | 6,474         | 499          |              |
| Depreciation expense        | 32,069        | 6,466        |              |
| Other operating expenses    | 777,574       | 135,305      | (409)        |
| Income tax expense          | 41,088        | 15,759       |              |
| Net income                  | \$ 514,089    | \$ 52,861    | \$ (6)       |
| Segment assets              | \$ 38,338,571 | \$ 9,388,787 | \$ (112,222) |

For the nine months ended September 30, 2018

| (In thousands)                       | Reportable    |              |                | Total Popular, Inc. |
|--------------------------------------|---------------|--------------|----------------|---------------------|
|                                      | Segments      | Corporate    | Eliminations   |                     |
| Net interest income (expense)        | \$ 1,300,181  | \$ (41,529)  | \$             | \$ 1,258,652        |
| Provision (reversal) for loan losses | 185,579       | (75)         |                | 185,504             |
| Non-interest income                  | 467,167       | 33,698       | (1,538)        | 499,327             |
| Amortization of intangibles          | 6,973         |              |                | 6,973               |
| Depreciation expense                 | 38,535        | 548          |                | 39,083              |
| Other operating expenses             | 912,470       | 68,766       | (2,185)        | 979,051             |
| Income tax expense (benefit)         | 56,847        | (21,505)     | 271            | 35,613              |
| Net income (loss)                    | \$ 566,944    | \$ (55,565)  | \$ 376         | \$ 511,755          |
| Segment assets                       | \$ 47,615,136 | \$ 5,478,884 | \$ (5,174,592) | \$ 47,919,428       |

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For the quarter ended September 30, 2017

| (In thousands)              | Banco<br>Popular<br>de Puerto<br>Rico | Popular<br>Bank | Intersegment<br>Eliminations |
|-----------------------------|---------------------------------------|-----------------|------------------------------|
| Net interest income         | \$ 321,145                            | \$ 71,453       | \$ 7                         |
| Provision for loan losses   | 118,177                               | 42,544          |                              |
| Non-interest income         | 88,170                                | 5,124           | (141)                        |
| Amortization of intangibles | 2,178                                 | 167             |                              |
| Depreciation expense        | 9,751                                 | 2,128           |                              |
| Other operating expenses    | 243,564                               | 41,960          | (138)                        |
| Income tax benefit          | (8,704)                               | (4,117)         |                              |
| Net income (loss)           | \$ 44,349                             | \$ (6,105)      | \$ 4                         |
| Segment assets              | \$ 33,031,839                         | \$ 9,323,647    | \$ (24,615)                  |

For the quarter ended September 30, 2017

| (In thousands)                | Reportable<br>Segments | Corporate    | Eliminations   | Total Popular, Inc. |
|-------------------------------|------------------------|--------------|----------------|---------------------|
| Net interest income (expense) | \$ 392,605             | \$ (14,434)  | \$             | \$ 378,171          |
| Provision for loan losses     | 160,721                | 38           |                | 160,759             |
| Non-interest income           | 93,153                 | 7,277        | (56)           | 100,374             |
| Amortization of intangibles   | 2,345                  |              |                | 2,345               |
| Depreciation expense          | 11,879                 | 159          |                | 12,038              |
| Other operating expenses      | 285,386                | 17,944       | (625)          | 302,705             |
| Income tax benefit            | (12,821)               | (7,360)      | 215            | (19,966)            |
| Net income (loss)             | \$ 38,248              | \$ (17,938)  | \$ 354         | \$ 20,664           |
| Segment assets                | \$ 42,330,871          | \$ 5,003,304 | \$ (4,732,908) | \$ 42,601,267       |

For the nine months ended September 30, 2017

| (In thousands)              | Banco<br>Popular<br>de Puerto<br>Rico | Popular<br>Bank | Intersegment<br>Eliminations |
|-----------------------------|---------------------------------------|-----------------|------------------------------|
| Net interest income         | \$ 951,024                            | \$ 208,274      | \$ (207)                     |
| Provision for loan losses   | 198,668                               | 60,915          |                              |
| Non-interest income         | 290,042                               | 15,259          | (431)                        |
| Amortization of intangibles | 6,535                                 | 499             |                              |
| Depreciation expense        | 29,296                                | 6,191           |                              |
| Other operating expenses    | 713,594                               | 123,940         | (414)                        |



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|                    |               |              |             |
|--------------------|---------------|--------------|-------------|
| Income tax expense | 56,946        | 13,202       | (93)        |
| Net income         | \$ 236,027    | \$ 18,786    | \$ (131)    |
| Segment assets     | \$ 33,031,839 | \$ 9,323,647 | \$ (24,615) |

For the nine months ended September 30, 2017

| (In thousands)                | Reportable<br>Segments | Corporate    | Eliminations   | Total Popular, Inc. |
|-------------------------------|------------------------|--------------|----------------|---------------------|
| Net interest income (expense) | \$ 1,159,091           | \$ (44,343)  | \$             | \$ 1,114,748        |
| Provision for loan losses     | 259,583                | 308          | (5,955)        | 253,936             |
| Non-interest income           | 304,870                | 29,616       | (1,450)        | 333,036             |
| Amortization of intangibles   | 7,034                  |              |                | 7,034               |
| Depreciation expense          | 35,487                 | 479          |                | 35,966              |
| Other operating expenses      | 837,120                | 57,145       | (2,024)        | 892,241             |
| Income tax expense (benefit)  | 70,055                 | (23,819)     | 2,536          | 48,772              |
| Net income (loss)             | \$ 254,682             | \$ (48,840)  | \$ 3,993       | \$ 209,835          |
| Segment assets                | \$ 42,330,871          | \$ 5,003,304 | \$ (4,732,908) | \$ 42,601,267       |

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Additional disclosures with respect to the Banco Popular de Puerto Rico reportable segment are as follows:

**2018**

For the quarter ended September 30, 2018

Banco Popular de Puerto Rico

| (In thousands)              | Commercial<br>Banking | Consumer<br>and Retail<br>Banking | Other<br>Financial<br>Services | Eliminations<br>and Other<br>Adjustments<br>[1] | Total Banco<br>Popular de<br>Puerto Rico |
|-----------------------------|-----------------------|-----------------------------------|--------------------------------|---|--|
| Net interest income         | \$ 145,397            | \$ 241,920                        | \$ 1,232                       | \$ (16)   | \$ 388,533                               |
| Provision for loan losses   | 25,580                | 26,331                            |                                |   | 51,911                                   |
| Non-interest income         | 23,630                | 88,866                            | 23,663                         | (397)   | 135,762                                  |
| Amortization of intangibles | 50                    | 1,069                             | 1,038                          |   | 2,157                                    |
| Depreciation expense        | 4,697                 | 6,287                             | 151                            |   | 11,135                                   |
| Other operating expenses    | 78,628                | 183,626                           | 20,279                         | (409)   | 282,124                                  |
| Income tax expense          | 11,068                | 27,436                            | 917                            |   | 39,421                                   |
| Net income                  | \$ 49,004             | \$ 86,037                         | \$ 2,510                       | \$ (4)  | \$ 137,547                               |
| Segment assets              | \$ 28,247,478         | \$ 22,672,941                     | \$ 336,311                     | \$ (12,918,159)                                 | \$ 38,338,571                            |

For the nine months ended September 30, 2018

Banco Popular de Puerto Rico

| (In thousands)              | Commercial<br>Banking | Consumer<br>and Retail<br>Banking | Other<br>Financial<br>Services | Eliminations<br>and Other<br>Adjustments<br>[1] | Total Banco<br>Popular de<br>Puerto Rico |
|-----------------------------|-----------------------|-----------------------------------|--------------------------------|---|--|
| Net interest income         | \$ 430,341            | \$ 639,149                        | \$ 4,066                       | \$ (34)   | \$ 1,073,522                             |
| Provision for loan losses   | 56,027                | 98,778                            |                                |   | 154,805                                  |
| Non-interest income         | 60,122                | 220,690                           | 69,876                         | 101,889   | 452,577                                  |
| Amortization of intangibles | 153                   | 3,209                             | 3,112                          |   | 6,474                                    |
| Depreciation expense        | 13,327                | 18,284                            | 458                            |   | 32,069                                   |
| Other operating expenses    | 199,528               | 518,147                           | 52,679                         | 7,220   | 777,574                                  |
| Income tax expense          | 52,640                | 46,625                            | 5,711                          | (63,888)  | 41,088                                   |
| Net income                  | \$ 168,788            | \$ 174,796                        | \$ 11,982                      | \$ 158,523                                      | \$ 514,089                               |
| Segment assets              | \$ 28,247,478         | \$ 22,672,941                     | \$ 336,311                     | \$ (12,918,159)                                 | \$ 38,338,571                            |

[1] Includes the impact of the Termination Agreement with the FDIC and the Tax Closing Agreement entered into in connection with the FDIC transaction. These transactions resulted in a gain of \$102.8 million reported in the non-interest income line, other operating expenses of \$8.1 million and a net tax benefit of \$63.9 million. Refer to

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Notes 10 and 32 to the Consolidated Financial Statements for additional information.

**2017**

For the quarter ended September 30, 2017

Banco Popular de Puerto Rico

| (In thousands)               | Commercial<br>Banking | Consumer<br>and Retail<br>Banking | Other<br>Financial<br>Services | Eliminations   | Total Banco<br>Popular de<br>Puerto Rico |
|------------------------------|-----------------------|-----------------------------------|--------------------------------|----------------|--|
| Net interest income          | \$ 132,101            | \$ 186,827                        | \$ 2,213                       | \$ 4           | \$ 321,145                               |
| Provision for loan losses    | 27,647                | 90,530                            |                                |                | 118,177                                  |
| Non-interest income          | 19,733                | 46,022                            | 22,473                         | (58)           | 88,170                                   |
| Amortization of intangibles  | 54                    | 1,066                             | 1,058                          |                | 2,178                                    |
| Depreciation expense         | 4,386                 | 5,207                             | 158                            |                | 9,751                                    |
| Other operating expenses     | 61,843                | 164,981                           | 16,809                         | (69)           | 243,564                                  |
| Income tax expense (benefit) | 11,925                | (22,811)                          | 2,182                          |                | (8,704)                                  |
| Net income (loss)            | \$ 45,979             | \$ (6,124)                        | \$ 4,479                       | \$ 15          | \$ 44,349                                |
| Segment assets               | \$ 21,258,790         | \$ 18,501,519                     | \$ 522,008                     | \$ (7,250,478) | \$ 33,031,839                            |

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For the nine months ended September 30, 2017  
Banco Popular de Puerto Rico

| (In thousands)               | Commercial<br>Banking | Consumer<br>and Retail<br>Banking | Other<br>Financial<br>Services | Eliminations   | Total Banco<br>Popular de<br>Puerto Rico |
|------------------------------|-----------------------|-----------------------------------|--------------------------------|----------------|--|
| Net interest income          | \$ 380,761            | \$ 564,956                        | \$ 5,295                       | \$ 12          | \$ 951,024                               |
| Provision for loan losses    | 27,970                | 170,698                           |                                |                | 198,668                                  |
| Non-interest income          | 60,496                | 162,613                           | 67,130                         | (197)          | 290,042                                  |
| Amortization of intangibles  | 158                   | 3,206                             | 3,171                          |                | 6,535                                    |
| Depreciation expense         | 12,994                | 15,759                            | 543                            |                | 29,296                                   |
| Other operating expenses     | 177,278               | 492,939                           | 43,606                         | (229)          | 713,594                                  |
| Income tax expense (benefit) | 60,780                | (12,760)                          | 8,926                          |                | 56,946                                   |
| Net income                   | \$ 162,077            | \$ 57,727                         | \$ 16,179                      | \$ 44          | \$ 236,027                               |
| Segment assets               | \$ 21,258,790         | \$ 18,501,519                     | \$ 522,008                     | \$ (7,250,478) | \$ 33,031,839                            |

**Geographic Information**

| (in thousands)              | Quarter ended      |                    | Nine months ended  |                    |
|-----------------------------|--------------------|--------------------|--------------------|--------------------|
|                             | September 30, 2018 | September 30, 2017 | September 30, 2018 | September 30, 2017 |
| Revenues:                   |                    |                    |                    |                    |
| Puerto Rico                 | \$ 493,512         | \$ 378,790         | \$ 1,435,099       | \$ 1,157,324       |
| United States               | 90,659             | 81,652             | 264,232            | 234,778            |
| Other                       | 18,319             | 18,103             | 58,648             | 55,682             |
| Total consolidated revenues | \$ 602,490         | \$ 478,545         | \$ 1,757,979       | \$ 1,447,784       |

[1] Total revenues include net interest income (expense), service charges on deposit accounts, other service fees, mortgage banking activities, net gain (loss) and valuation adjustments on investment securities, trading account (loss) profit, net (loss) gain on sale of loans and valuation adjustments on loans held-for-sale, adjustments to indemnity reserves on loans sold, FDIC loss share (expense) income and other operating income.

**Selected Balance Sheet Information:**

| (In thousands)       | September 30, 2018 | December 31, 2017 |
|----------------------|--------------------|-------------------|
| <b>Puerto Rico</b>   |                    |                   |
| Total assets         | \$ 37,167,038      | \$ 33,705,624     |
| Loans                | 18,782,224         | 17,591,078        |
| Deposits             | 31,171,092         | 27,575,292        |
| <b>United States</b> |                    |                   |
| Total assets         | \$ 9,855,363       | \$ 9,648,865      |
| Loans                | 7,085,761          | 6,608,056         |

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|                         |    |           |    |           |
|-------------------------|----|-----------|----|-----------|
| Deposits                |    | 6,956,336 |    | 6,635,153 |
| Other                   |    |           |    |           |
| Total assets            | \$ | 897,027   | \$ | 922,848   |
| Loans                   |    | 695,925   |    | 743,329   |
| Deposits <sup>[1]</sup> |    | 1,521,399 |    | 1,243,063 |

[1] Represents deposits from BPPR operations located in the U.S. and British Virgin Islands.

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**Note 35 Condensed consolidating financial information of guarantor and issuers of registered guaranteed securities**

The following condensed consolidating financial information presents the financial position of Popular, Inc. Holding Company ( PIHC ) (parent only), Popular North America, Inc. ( PNA ) and all other subsidiaries of the Corporation at September 30, 2018 and December 31, 2017, and the results of their operations and cash flows for periods ended September 30, 2018 and 2017.

PNA is an operating, wholly-owned subsidiary of PIHC and is the holding company of its wholly-owned subsidiaries: Equity One, Inc. and Popular Bank ( PB ), including PB s wholly-owned subsidiaries Popular Equipment Finance, Inc., Popular Insurance Agency, U.S.A., and E-LOAN, Inc.

PIHC fully and unconditionally guarantees all registered debt securities issued by PNA.

**Table of Contents****Condensed Consolidating Statement of Financial Condition (Unaudited)**

|   | At September 30, 2018             |                    |   |                        |                               |
|---|-----------------------------------|--------------------|---|------------------------|-------------------------------|
| (In thousands)  | Popular<br>Inc.<br>Holding<br>Co. | PNA<br>Holding Co. | All other<br>subsidiaries and<br>eliminations | Elimination<br>entries | Popular, Inc.<br>Consolidated |
| <b>Assets:</b>  |                                   |                    |   |                        |                               |
| Cash and due from banks   | \$ 49,058                         | \$                 | \$ 400,951                                    | \$ (49,060)            | \$ 400,949                    |
| Money market investments  | 641,393                           | 10,037             | 4,608,668                                     | (651,037)              | 4,609,061                     |
| Trading account debt securities, at fair value                            |                                   |                    | 37,731  |                        | 37,731                        |
| Debt securities available-for-sale, at fair value                         |                                   |                    | 13,047,617                                    |                        | 13,047,617                    |
| Debt securities held-to-maturity, at amortized cost                       | 8,725                             | 2,835              | 89,678  |                        | 101,238                       |
| Equity securities   | 6,889                             | 20                 | 151,206                                       | (153)                  | 157,962                       |
| Investment in subsidiaries  | 5,514,865                         | 1,657,977          |   | (7,172,842)            |                               |
| Loans held-for-sale, at lower of cost or fair value                       |                                   |                    | 51,742  |                        | 51,742                        |
| <b>Loans held-in-portfolio:</b>   |                                   |                    |   |                        |                               |
| Loans not covered under loss-sharing agreements with the FDIC             | 32,819                            |                    | 26,623,177                                    | 5,955                  | 26,661,951                    |
| Less Unearned income  |                                   |                    | 149,783                                       |                        | 149,783                       |
| Allowance for loan losses   | 192                               |                    | 633,526                                       |                        | 633,718                       |
| Total loans held-in-portfolio, net  | 32,627                            |                    | 25,839,868                                    | 5,955                  | 25,878,450                    |
| Premises and equipment, net   | 3,253                             |                    | 553,851                                       |                        | 557,104                       |
| Other real estate not covered under loss-sharing agreements with the FDIC | 7                                 |                    | 133,773                                       |                        | 133,780                       |
| Accrued income receivable   | 781                               | 22                 | 163,261                                       | (621)                  | 163,443                       |
| Mortgage servicing assets, at fair value                                  |                                   |                    | 162,779                                       |                        | 162,779                       |
| Other assets  | 74,623                            | 35,494             | 1,805,267                                     | (14,534)               | 1,900,850                     |
| Goodwill  |                                   |                    | 687,536                                       |                        | 687,536                       |
| Other intangible assets   | 6,113                             |                    | 23,073  |                        | 29,186                        |
| Total assets  | \$ 6,338,334                      | \$ 1,706,385       | \$ 47,757,001                                 | \$ (7,882,292)         | \$ 47,919,428                 |
| <b>Liabilities and Stockholders Equity</b>                                |                                   |                    |   |                        |                               |
| <b>Liabilities:</b>   |                                   |                    |   |                        |                               |
| <b>Deposits:</b>  |                                   |                    |   |                        |                               |
| Non-interest bearing  | \$                                | \$                 | \$ 8,852,812                                  | \$ (49,060)            | \$ 8,803,752                  |

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|  |              |              |               |                |               |
|--|--------------|--------------|---------------|----------------|---------------|
| Interest bearing                                 |              |              | 31,496,112    | (651,037)      | 30,845,075    |
| Total deposits                                   |              |              | 40,348,924    | (700,097)      | 39,648,827    |
| Assets sold under agreements to repurchase       |              |              | 300,116       |                | 300,116       |
| Other short-term borrowings                      |              |              | 1,200         |                | 1,200         |
| Notes payable                                    | 1,032,971    | 94,057       | 617,659       |                | 1,744,687     |
| Other liabilities                                | 60,927       | 1,844        | 933,167       | (15,689)       | 980,249       |
| Total liabilities                                | 1,093,898    | 95,901       | 42,201,066    | (715,786)      | 42,675,079    |
| Stockholders' equity:                            |              |              |               |                |               |
| Preferred stock                                  | 50,160       |              |               |                | 50,160        |
| Common stock                                     | 1,043        | 2            | 56,307        | (56,309)       | 1,043         |
| Surplus  | 4,272,988    | 4,172,920    | 5,726,616     | (9,891,009)    | 4,281,515     |
| Retained earnings (accumulated deficit)          | 1,638,219    | (2,498,798)  | 305,100       | 2,185,171      | 1,629,692     |
| Treasury stock, at cost                          | (183,785)    |              |               | (87)           | (183,872)     |
| Accumulated other comprehensive loss, net of tax | (534,189)    | (63,640)     | (532,088)     | 595,728        | (534,189)     |
| Total stockholders' equity                       | 5,244,436    | 1,610,484    | 5,555,935     | (7,166,506)    | 5,244,349     |
| Total liabilities and stockholders' equity       | \$ 6,338,334 | \$ 1,706,385 | \$ 47,757,001 | \$ (7,882,292) | \$ 47,919,428 |



**Table of Contents****Condensed Consolidating Statement of Financial Condition (Unaudited)**

| (In thousands)  | At December 31, 2017               |                    |   |                        |                               |
|---|------------------------------------|--------------------|---|------------------------|-------------------------------|
|   | Popular,<br>Inc.<br>Holding<br>Co. | PNA<br>Holding Co. | All other<br>subsidiaries and<br>eliminations | Elimination<br>entries | Popular, Inc.<br>Consolidated |
| <b>Assets:</b>  |                                    |                    |   |                        |                               |
| Cash and due from banks   | \$ 47,663                          | \$ 462             | \$ 402,910                                    | \$ (48,178)            | \$ 402,857                    |
| Money market investments  | 246,457                            | 2,807              | 5,254,662                                     | (248,807)              | 5,255,119                     |
| Trading account debt securities, at fair value                            |                                    |                    | 33,926  |                        | 33,926                        |
| Debt securities available-for-sale, at fair value                         |                                    |                    | 10,176,923                                    |                        | 10,176,923                    |
| Debt securities held-to-maturity, at amortized cost                       | 8,726                              | 4,472              | 93,821  |                        | 107,019                       |
| Equity securities   | 5,109                              | 20                 | 160,075                                       | (101)                  | 165,103                       |
| Investment in subsidiaries  | 5,494,410                          | 1,646,287          |   | (7,140,697)            |                               |
| Loans held-for-sale, at lower of cost or fair value                       |                                    |                    | 132,395                                       |                        | 132,395                       |
| <b>Loans held-in-portfolio:</b>   |                                    |                    |   |                        |                               |
| Loans not covered under loss-sharing agreements with the FDIC             | 33,221                             |                    | 24,384,251                                    | 5,955                  | 24,423,427                    |
| Loans covered under loss-sharing agreements with the FDIC                 |                                    |                    | 517,274                                       |                        | 517,274                       |
| Less Unearned income  |                                    |                    | 130,633                                       |                        | 130,633                       |
| Allowance for loan losses   | 266                                |                    | 623,160                                       |                        | 623,426                       |
| <b>Total loans held-in-portfolio, net</b>                                 | <b>32,955</b>                      |                    | <b>24,147,732</b>                             | <b>5,955</b>           | <b>24,186,642</b>             |
| FDIC loss-share asset   |                                    |                    | 45,192  |                        | 45,192                        |
| Premises and equipment, net   | 3,365                              |                    | 543,777                                       |                        | 547,142                       |
| Other real estate not covered under loss-sharing agreements with the FDIC |                                    |                    | 169,260                                       |                        | 169,260                       |
| Other real estate covered under loss-sharing agreements with the FDIC     |                                    |                    | 19,595  |                        | 19,595                        |
| Accrued income receivable   | 369                                | 112                | 213,574                                       | (211)                  | 213,844                       |
| Mortgage servicing assets, at fair value                                  |                                    |                    | 168,031                                       |                        | 168,031                       |
| Other assets  | 61,319                             | 34,312             | 1,912,727                                     | (17,035)               | 1,991,323                     |
| Goodwill  |                                    |                    | 627,294                                       |                        | 627,294                       |
| Other intangible assets   | 6,114                              |                    | 29,558  |                        | 35,672                        |

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|--|--------------|--------------|---------------|----------------|---------------|
| Total assets                                     | \$ 5,906,487 | \$ 1,688,472 | \$ 44,131,452 | \$ (7,449,074) | \$ 44,277,337 |
| Liabilities and Stockholders Equity              |              |              |               |                |               |
| Liabilities:                                     |              |              |               |                |               |
| Deposits:  |              |              |               |                |               |
| Non-interest bearing                             | \$           | \$           | \$ 8,539,123  | \$ (48,178)    | \$ 8,490,945  |
| Interest bearing                                 |              |              | 27,211,370    | (248,807)      | 26,962,563    |
| Total deposits                                   |              |              | 35,750,493    | (296,985)      | 35,453,508    |
| Assets sold under agreements to repurchase       |              |              |               |                |               |
|  |              |              | 390,921       |                | 390,921       |
| Other short-term borrowings                      |              |              |               |                |               |
|  |              |              | 96,208        |                | 96,208        |
| Notes payable                                    | 737,685      | 148,539      | 650,132       |                | 1,536,356     |
| Other liabilities                                | 64,813       | 5,276        | 1,641,383     | (15,033)       | 1,696,439     |
| Total liabilities                                | 802,498      | 153,815      | 38,529,137    | (312,018)      | 39,173,432    |
| Stockholders equity:                             |              |              |               |                |               |
| Preferred stock                                  | 50,160       |              |               |                | 50,160        |
| Common stock                                     | 1,042        | 2            | 56,307        | (56,309)       | 1,042         |
| Surplus  | 4,289,976    | 4,100,848    | 5,728,978     | (9,821,299)    | 4,298,503     |
| Retained earnings (accumulated deficit)          | 1,203,521    | (2,536,707)  | 165,878       | 2,362,302      | 1,194,994     |
| Treasury stock, at cost                          | (90,058)     |              |               | (84)           | (90,142)      |
| Accumulated other comprehensive loss, net of tax | (350,652)    | (29,486)     | (348,848)     | 378,334        | (350,652)     |
| Total stockholders equity                        | 5,103,989    | 1,534,657    | 5,602,315     | (7,137,056)    | 5,103,905     |
| Total liabilities and stockholders equity        | \$ 5,906,487 | \$ 1,688,472 | \$ 44,131,452 | \$ (7,449,074) | \$ 44,277,337 |

**Table of Contents****Condensed Consolidating Statement of Operations (Unaudited)**

| (In thousands)  | Quarter ended September 30, 2018 |                    |   |                        | Popular,<br>Inc.<br>Consolidated |
|---|----------------------------------|--------------------|---|------------------------|----------------------------------|
|   | Popular, Inc.<br>Holding<br>Co.  | PNA<br>Holding Co. | All other<br>subsidiaries and<br>eliminations | Elimination<br>entries |                                  |
| <b>Interest and dividend income:</b>  |                                  |                    |   |                        |                                  |
| Dividend income from subsidiaries   | \$ 52,000                        | \$                 | \$  | \$ (52,000)            | \$                               |
| Loans   | 537                              |                    | 430,122                                       | (22)                   | 430,637                          |
| Money market investments  | 2,429                            | 16                 | 27,582  | (2,446)                | 27,581                           |
| Investment securities   | 150                              | 72                 | 69,925  |                        | 70,147                           |
| <b>Total interest and dividend income</b>                                   | <b>55,116</b>                    | <b>88</b>          | <b>527,629</b>                                | <b>(54,468)</b>        | <b>528,365</b>                   |
| <b>Interest expense:</b>  |                                  |                    |   |                        |                                  |
| Deposits  |                                  |                    | 57,580  | (2,446)                | 55,134                           |
| Short-term borrowings   |                                  | 22                 | 1,622   | (22)                   | 1,622                            |
| Long-term debt  | 14,045                           | 2,390              | 3,705   |                        | 20,140                           |
| <b>Total interest expense</b>   | <b>14,045</b>                    | <b>2,412</b>       | <b>62,907</b>                                 | <b>(2,468)</b>         | <b>76,896</b>                    |
| Net interest income (expense)   | 41,071                           | (2,324)            | 464,722                                       | (52,000)               | 451,469                          |
| Provision (reversal) for loan losses-<br>non-covered loans                  | (34)                             |                    | 54,421  |                        | 54,387                           |
| Net interest income (expense) after<br>provision (reversal) for loan losses | 41,105                           | (2,324)            | 410,301                                       | (52,000)               | 397,082                          |
| Service charges on deposit accounts   |                                  |                    | 38,147  |                        | 38,147                           |
| Other service fees  |                                  |                    | 64,382  | (66)                   | 64,316                           |
| Mortgage banking activities   |                                  |                    | 11,269  |                        | 11,269                           |
| Net gain, including impairment on equity<br>securities                      | 172                              |                    | 216   | (18)                   | 370                              |
| Net profit on trading account debt<br>securities                            |                                  |                    | (122)   |                        | (122)                            |
| Adjustments (expense) to indemnity<br>reserves on loans sold                |                                  |                    | (3,029)                                       |                        | (3,029)                          |
| Other operating income (expense)  | 3,643                            | (118)              | 36,551  | (6)                    | 40,070                           |
| <b>Total non-interest income (expense)</b>                                  | <b>3,815</b>                     | <b>(118)</b>       | <b>147,414</b>                                | <b>(90)</b>            | <b>151,021</b>                   |
| <b>Operating expenses:</b>  |                                  |                    |   |                        |                                  |
| Personnel costs   | 15,803                           |                    | 123,954                                       |                        | 139,757                          |
| Net occupancy expenses  | 984                              |                    | 17,618  |                        | 18,602                           |
| Equipment expenses  | 1,037                            |                    | 17,266  |                        | 18,303                           |
| Other taxes   | 71                               |                    | 11,852  |                        | 11,923                           |

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|  |                |           |                |              |                |
|--|----------------|-----------|----------------|--------------|----------------|
| Professional fees  | 3,889          | 20        | 80,017         | (66)         | 83,860         |
| Communications   | 144            |           | 5,910          |              | 6,054          |
| Business promotion   | 520            |           | 14,958         |              | 15,478         |
| FDIC deposit insurance   |                |           | 8,610          |              | 8,610          |
| Other real estate owned (OREO) expenses                                |                |           | 7,950          |              | 7,950          |
| Other operating expenses   | (23,600)       | 13        | 76,754         | (591)        | 52,576         |
| Amortization of intangibles  |                |           | 2,324          |              | 2,324          |
| <b>Total operating expenses</b>  | <b>(1,152)</b> | <b>33</b> | <b>367,213</b> | <b>(657)</b> | <b>365,437</b> |
| Income (loss) before income tax and equity in earnings of subsidiaries | 46,072         | (2,475)   | 190,502        | (51,433)     | 182,666        |
| Income tax (benefit) expense   |                | (520)     | 42,310         | 228          | 42,018         |
| Income (loss) before equity in earnings of subsidiaries                | 46,072         | (1,955)   | 148,192        | (51,661)     | 140,648        |
| Equity in undistributed earnings of subsidiaries                       | 94,576         | 19,722    |                | (114,298)    |                |
| Net income   | \$ 140,648     | \$ 17,767 | \$ 148,192     | \$ (165,959) | \$ 140,648     |
| Comprehensive income, net of tax                                       | \$ 103,251     | \$ 11,770 | \$ 111,369     | \$ (123,139) | \$ 103,251     |

**Table of Contents****Condensed Consolidating Statement of Operations (Unaudited)**

| (In thousands)  | Nine months ended September 30, 2018 |                    |   |                        | Popular,<br>Inc.<br>Consolidated |
|---|--------------------------------------|--------------------|---|------------------------|----------------------------------|
|   | Popular, Inc.<br>Holding<br>Co.      | PNA<br>Holding Co. | All other<br>subsidiaries and<br>eliminations | Elimination<br>entries |                                  |
| <b>Interest and dividend income:</b>  |                                      |                    |   |                        |                                  |
| Dividend income from subsidiaries   | \$ 402,000                           | \$                 | \$  | \$ (402,000)           | \$                               |
| Loans   | 1,601                                |                    | 1,188,946                                     | (49)                   | 1,190,498                        |
| Money market investments  | 4,267                                | 18                 | 86,258  | (4,285)                | 86,258                           |
| Investment securities   | 447                                  | 233                | 184,857                                       |                        | 185,537                          |
| <b>Total interest and dividend income</b>   | <b>408,315</b>                       | <b>251</b>         | <b>1,460,061</b>                              | <b>(406,334)</b>       | <b>1,462,293</b>                 |
| <b>Interest expense:</b>  |                                      |                    |   |                        |                                  |
| Deposits  |                                      |                    | 143,335                                       | (4,285)                | 139,050                          |
| Short-term borrowings   |                                      | 49                 | 5,387   | (49)                   | 5,387                            |
| Long-term debt  | 40,280                               | 7,773              | 11,151  |                        | 59,204                           |
| <b>Total interest expense</b>   | <b>40,280</b>                        | <b>7,822</b>       | <b>159,873</b>                                | <b>(4,334)</b>         | <b>203,641</b>                   |
| Net interest income (expense)   | 368,035                              | (7,571)            | 1,300,188                                     | (402,000)              | 1,258,652                        |
| Provision (reversal) for loan losses-<br>non-covered loans                          | (75)                                 |                    | 183,849                                       |                        | 183,774                          |
| Provision for loan losses- covered loans  |                                      |                    | 1,730   |                        | 1,730                            |
| <b>Net interest income (expense) after<br/>provision (reversal) for loan losses</b> | <b>368,110</b>                       | <b>(7,571)</b>     | <b>1,114,609</b>                              | <b>(402,000)</b>       | <b>1,073,148</b>                 |
| Service charges on deposit accounts   |                                      |                    | 111,704                                       |                        | 111,704                          |
| Other service fees  |                                      |                    | 189,253                                       | (1,459)                | 187,794                          |
| Mortgage banking activities   |                                      |                    | 33,408  |                        | 33,408                           |
| Net gain (loss), including impairment on<br>equity securities                       | 176                                  |                    | (170)   | (48)                   | (42)                             |
| Net loss on trading account debt<br>securities                                      |                                      |                    | (299)   |                        | (299)                            |
| Adjustments (expense) to indemnity<br>reserves on loans sold                        |                                      |                    | (6,482)                                       |                        | (6,482)                          |
| FDIC loss-share income  |                                      |                    | 94,725  |                        | 94,725                           |
| Other operating income  | 11,139                               | 278                | 67,133  | (31)                   | 78,519                           |
| <b>Total non-interest income</b>  | <b>11,315</b>                        | <b>278</b>         | <b>489,272</b>                                | <b>(1,538)</b>         | <b>499,327</b>                   |
| <b>Operating expenses:</b>  |                                      |                    |   |                        |                                  |
| Personnel costs   | 43,365                               |                    | 346,576                                       |                        | 389,941                          |
| Net occupancy expenses  | 3,081                                |                    | 60,748  |                        | 63,829                           |

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|  |              |            |                  |                |                  |
|--|--------------|------------|------------------|----------------|------------------|
| Equipment expenses   | 2,581        | 2          | 50,701           |                | 53,284           |
| Other taxes  | 168          | 1          | 33,532           |                | 33,701           |
| Professional fees  | 13,245       | 128        | 247,764          | (389)          | 260,748          |
| Communications   | 380          |            | 16,962           |                | 17,342           |
| Business promotion   | 1,323        |            | 42,942           |                | 44,265           |
| FDIC deposit insurance   |              |            | 22,534           |                | 22,534           |
| Other real estate owned (OREO) expenses                                |              |            | 21,028           |                | 21,028           |
| Other operating expenses   | (64,352)     | 67         | 177,543          | (1,796)        | 111,462          |
| Amortization of intangibles  |              |            | 6,973            |                | 6,973            |
| <b>Total operating expenses</b>  | <b>(209)</b> | <b>198</b> | <b>1,027,303</b> | <b>(2,185)</b> | <b>1,025,107</b> |
| Income (loss) before income tax and equity in earnings of subsidiaries | 379,634      | (7,491)    | 576,578          | (401,353)      | 547,368          |
| Income tax expense   |              | 372        | 34,970           | 271            | 35,613           |
| Income (loss) before equity in earnings of subsidiaries                | 379,634      | (7,863)    | 541,608          | (401,624)      | 511,755          |
| Equity in undistributed earnings of subsidiaries                       | 132,121      | 45,772     |                  | (177,893)      |                  |
| Net income   | \$ 511,755   | \$ 37,909  | \$ 541,608       | \$ (579,517)   | \$ 511,755       |
| Comprehensive income, net of tax                                       | \$ 328,218   | \$ 3,755   | \$ 358,368       | \$ (362,123)   | \$ 328,218       |

**Table of Contents****Condensed Consolidating Statement of Operations (Unaudited)**

| (In thousands)  | Quarter ended September 30, 2017 |                    |   |                        | Popular,<br>Inc.<br>Consolidated |
|---|----------------------------------|--------------------|---|------------------------|----------------------------------|
|   | Popular, Inc.<br>Holding<br>Co.  | PNA<br>Holding Co. | All other<br>subsidiaries and<br>eliminations | Elimination<br>entries |                                  |
| <b>Interest and dividend income:</b>  |                                  |                    |   |                        |                                  |
| Dividend income from subsidiaries   | \$ 27,500                        | \$                 | \$  | \$ (27,500)            | \$                               |
| Loans   | 405                              |                    | 371,574                                       |                        | 371,979                          |
| Money market investments  | 730                              | 13                 | 15,529  | (743)                  | 15,529                           |
| Investment securities   | 142                              | 81                 | 48,152  |                        | 48,375                           |
| <b>Total interest and dividend income</b>   | <b>28,777</b>                    | <b>94</b>          | <b>435,255</b>                                | <b>(28,243)</b>        | <b>435,883</b>                   |
| <b>Interest expense:</b>  |                                  |                    |   |                        |                                  |
| Deposits  |                                  |                    | 37,801  | (743)                  | 37,058                           |
| Short-term borrowings   |                                  |                    | 1,524   |                        | 1,524                            |
| Long-term debt  | 13,118                           | 2,693              | 3,319   |                        | 19,130                           |
| <b>Total interest expense</b>   | <b>13,118</b>                    | <b>2,693</b>       | <b>42,644</b>                                 | <b>(743)</b>           | <b>57,712</b>                    |
| Net interest income (expense)   | 15,659                           | (2,599)            | 392,611                                       | (27,500)               | 378,171                          |
| Provision for loan losses- non-covered loans                                      | 40                               |                    | 157,619                                       |                        | 157,659                          |
| Provision for loan losses- covered loans  |                                  |                    | 3,100   |                        | 3,100                            |
| <b>Net interest income (expense) after provision for loan losses</b>              | <b>15,619</b>                    | <b>(2,599)</b>     | <b>231,892</b>                                | <b>(27,500)</b>        | <b>217,412</b>                   |
| Service charges on deposit accounts   |                                  |                    | 39,273  |                        | 39,273                           |
| Other service fees  |                                  |                    | 53,551  | (70)                   | 53,481                           |
| Mortgage banking activities   |                                  |                    | 5,239   |                        | 5,239                            |
| Net gain on sale of debt securities   |                                  |                    | 83  |                        | 83                               |
| Net gain, including impairment on equity securities                               |                                  |                    | 20  |                        | 20                               |
| Net profit on trading account debt securities                                     | 137                              |                    | 98  | 18                     | 253                              |
| Net loss on sale of loans, including valuation adjustments on loans held-for-sale |                                  |                    | (420)   |                        | (420)                            |
| Adjustments (expense) to indemnity reserves on loans sold                         |                                  |                    | (6,406)                                       |                        | (6,406)                          |
| FDIC loss-share expense   |                                  |                    | (3,948)                                       |                        | (3,948)                          |
| Other operating income  | 1,564                            | 31                 | 11,208  | (4)                    | 12,799                           |
| <b>Total non-interest income</b>  | <b>1,701</b>                     | <b>31</b>          | <b>98,698</b>                                 | <b>(56)</b>            | <b>100,374</b>                   |

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|   |                |            |                |              |                |
|---|----------------|------------|----------------|--------------|----------------|
| Operating expenses:                                       |                |            |                |              |                |
| Personnel costs   | 11,438         |            | 106,331        |              | 117,769        |
| Net occupancy expenses                                    | 976            |            | 21,278         |              | 22,254         |
| Equipment expenses  | 885            | 1          | 15,571         |              | 16,457         |
| Other taxes   | 55             |            | 10,803         |              | 10,858         |
| Professional fees   | 2,555          | 18         | 68,269         | (70)         | 70,772         |
| Communications  | 125            |            | 5,269          |              | 5,394          |
| Business promotion  | 454            |            | 14,762         |              | 15,216         |
| FDIC deposit insurance                                    |                |            | 6,271          |              | 6,271          |
| Other real estate owned (OREO) expenses                   | 42             |            | 11,682         |              | 11,724         |
| Other operating expenses                                  | (17,572)       | 13         | 56,142         | (555)        | 38,028         |
| Amortization of intangibles                               |                |            | 2,345          |              | 2,345          |
| <b>Total operating expenses</b>                           | <b>(1,042)</b> | <b>32</b>  | <b>318,723</b> | <b>(625)</b> | <b>317,088</b> |
| Income (loss) before income tax and equity                |                |            |                |              |                |
| (losses) in earnings of subsidiaries                      | 18,362         | (2,600)    | 11,867         | (26,931)     | 698            |
| Income tax (benefit) expense                              |                | (910)      | (19,271)       | 215          | (19,966)       |
| Income (loss) before equity in earnings                   |                |            |                |              |                |
| (losses) of subsidiaries                                  | 18,362         | (1,690)    | 31,138         | (27,146)     | 20,664         |
| Equity in undistributed earnings (losses) of subsidiaries | 2,302          | (7,681)    |                | 5,379        |                |
| Net income (loss)   | \$ 20,664      | \$ (9,371) | \$ 31,138      | \$ (21,767)  | \$ 20,664      |
| Comprehensive income (loss), net of tax                   | \$ 32,275      | \$ (7,732) | \$ 42,516      | \$ (34,784)  | \$ 32,275      |



**Table of Contents****Condensed Consolidating Statement of Operations (Unaudited)**

| (In thousands)  | Nine months ended September 30, 2017 |                    |   |                        |                                  |
|---|--------------------------------------|--------------------|---|------------------------|----------------------------------|
|   | Popular, Inc.<br>Holding<br>Co.      | PNA<br>Holding Co. | All other<br>subsidiaries and<br>eliminations | Elimination<br>entries | Popular,<br>Inc.<br>Consolidated |
| <b>Interest and dividend income:</b>  |                                      |                    |   |                        |                                  |
| Dividend income from subsidiaries   | \$ 184,000                           | \$                 | \$  | \$ (184,000)           | \$                               |
| Loans   | 534                                  |                    | 1,102,250                                     |                        | 1,102,784                        |
| Money market investments  | 1,820                                | 52                 | 33,233  | (1,872)                | 33,233                           |
| Investment securities   | 425                                  | 242                | 143,927                                       |                        | 144,594                          |
| <b>Total interest and dividend income</b>   | <b>186,779</b>                       | <b>294</b>         | <b>1,279,410</b>                              | <b>(185,872)</b>       | <b>1,280,611</b>                 |
| <b>Interest expense:</b>  |                                      |                    |   |                        |                                  |
| Deposits  |                                      |                    | 106,779                                       | (1,872)                | 104,907                          |
| Short-term borrowings   |                                      |                    | 3,734   |                        | 3,734                            |
| Long-term debt  | 39,353                               | 8,076              | 9,793   |                        | 57,222                           |
| <b>Total interest expense</b>   | <b>39,353</b>                        | <b>8,076</b>       | <b>120,306</b>                                | <b>(1,872)</b>         | <b>165,863</b>                   |
| Net interest income (expense)   | 147,426                              | (7,782)            | 1,159,104                                     | (184,000)              | 1,114,748                        |
| Provision for loan losses- non-covered loans                                      | 309                                  |                    | 255,327                                       | (5,955)                | 249,681                          |
| Provision for loan losses- covered loans  |                                      |                    | 4,255   |                        | 4,255                            |
| <b>Net interest income (expense) after provision for loan losses</b>              | <b>147,117</b>                       | <b>(7,782)</b>     | <b>899,522</b>                                | <b>(178,045)</b>       | <b>860,812</b>                   |
| Service charges on deposit accounts   |                                      |                    | 119,882                                       |                        | 119,882                          |
| Other service fees  |                                      |                    | 170,282                                       | (1,458)                | 168,824                          |
| Mortgage banking activities   |                                      |                    | 27,349  |                        | 27,349                           |
| Net gain on sale of debt securities   |                                      |                    | 83  |                        | 83                               |
| Other-than-temporary impairment losses on debt securities                         |                                      |                    | (8,299)                                       |                        | (8,299)                          |
| Net gain, including impairment on equity securities                               |                                      |                    | 201   |                        | 201                              |
| Net profit (loss) on trading account debt securities                              | 297                                  |                    | (1,003)                                       | 26                     | (680)                            |
| Net loss on sale of loans, including valuation adjustments on loans held-for-sale |                                      |                    | (420)   |                        | (420)                            |
| Adjustments (expense) to indemnity reserves on loans sold                         |                                      |                    | (11,302)                                      |                        | (11,302)                         |
| FDIC loss-share expense   |                                      |                    | (12,680)                                      |                        | (12,680)                         |
| Other operating income  | 10,739                               | 1,256              | 38,101  | (18)                   | 50,078                           |

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|  |            |           |            |              |            |
|--|------------|-----------|------------|--------------|------------|
| Total non-interest income  | 11,036     | 1,256     | 322,194    | (1,450)      | 333,036    |
| Operating expenses:  |            |           |            |              |            |
| Personnel costs  | 37,226     |           | 321,231    |              | 358,457    |
| Net occupancy expenses   | 2,925      |           | 62,370     |              | 65,295     |
| Equipment expenses   | 1,952      | 1         | 46,724     |              | 48,677     |
| Other taxes  | 147        |           | 32,420     |              | 32,567     |
| Professional fees  | 8,743      | (474)     | 205,047    | (360)        | 212,956    |
| Communications   | 407        |           | 16,835     |              | 17,242     |
| Business promotion   | 1,413      |           | 38,745     |              | 40,158     |
| FDIC deposit insurance   |            |           | 18,936     |              | 18,936     |
| Other real estate owned (OREO) expenses                                | 42         |           | 41,170     |              | 41,212     |
| Other operating expenses   | (53,227)   | 39        | 147,559    | (1,664)      | 92,707     |
| Amortization of intangibles  |            |           | 7,034      |              | 7,034      |
| Total operating expenses   | (372)      | (434)     | 938,071    | (2,024)      | 935,241    |
| Income (loss) before income tax and equity in earnings of subsidiaries | 158,525    | (6,092)   | 283,645    | (177,471)    | 258,607    |
| Income tax (benefit) expense   |            | (2,132)   | 48,368     | 2,536        | 48,772     |
| Income (loss) before equity in earnings of subsidiaries                | 158,525    | (3,960)   | 235,277    | (180,007)    | 209,835    |
| Equity in undistributed earnings of subsidiaries                       | 51,310     | 13,947    |            | (65,257)     |            |
| Net income   | \$ 209,835 | \$ 9,987  | \$ 235,277 | \$ (245,264) | \$ 209,835 |
| Comprehensive income, net of tax                                       | \$ 238,789 | \$ 13,554 | \$ 264,006 | \$ (277,560) | \$ 238,789 |

**Table of Contents****Condensed Consolidating Statement of Cash Flows (Unaudited)**

| (In thousands)  | Nine months ended September 30, 2018 |                    |   |                        |                               |
|---|--------------------------------------|--------------------|---|------------------------|-------------------------------|
|   | Popular, Inc.<br>Holding<br>Co.      | PNA<br>Holding Co. | All other<br>subsidiaries and<br>eliminations | Elimination<br>entries | Popular, Inc.<br>Consolidated |
| <b>Cash flows from operating activities:</b>  |                                      |                    |   |                        |                               |
| Net income  | \$ 511,755                           | \$ 37,909          | \$ 541,608                                    | \$ (579,517)           | \$ 511,755                    |
| Adjustments to reconcile net income to net cash provided by (used in) operating activities:           |                                      |                    |   |                        |                               |
| Equity in earnings of subsidiaries, net of dividends or distributions                                 | (132,121)                            | (45,772)           |   | 177,893                |                               |
| Provision for loan losses   | (75)                                 |                    | 185,579                                       |                        | 185,504                       |
| Amortization of intangibles   |                                      |                    | 6,973   |                        | 6,973                         |
| Depreciation and amortization of premises and equipment   | 548                                  |                    | 38,535  |                        | 39,083                        |
| Net accretion of discounts and amortization of premiums and deferred fees                             | 1,624                                | 20                 | (45,177)                                      |                        | (43,533)                      |
| Share-based compensation  | 4,149                                |                    | 1,813   |                        | 5,962                         |
| Impairment losses on long-lived assets  |                                      |                    | 272   |                        | 272                           |
| Fair value adjustments on mortgage servicing rights   |                                      |                    | 13,123  |                        | 13,123                        |
| FDIC loss-share income  |                                      |                    | (94,725)                                      |                        | (94,725)                      |
| Adjustments to indemnity reserves on loans sold   |                                      |                    | 6,482   |                        | 6,482                         |
| Earnings from investments under the equity method, net of dividends or distributions                  | (10,557)                             | (278)              | (3,937)                                       |                        | (14,772)                      |
| Deferred income tax benefit   |                                      | (1,453)            | (96,525)                                      | 270                    | (97,708)                      |
| Loss (gain) on:   |                                      |                    |   |                        |                               |
| Disposition of premises and equipment and other productive assets                                     | 15                                   |                    | 17,679  |                        | 17,694                        |
| Proceeds from insurance claims  |                                      |                    | (14,411)                                      |                        | (14,411)                      |
| Sale of loans, including valuation adjustments on loans held for sale and mortgage banking activities |                                      |                    | (6,734)                                       |                        | (6,734)                       |
| Sale of foreclosed assets, including write-downs  |                                      |                    | (638)   |                        | (638)                         |
| Acquisitions of loans held-for-sale   |                                      |                    | (173,644)                                     |                        | (173,644)                     |
| Proceeds from sale of loans held-for-sale   |                                      |                    | 51,131  |                        | 51,131                        |
| Net originations on loans held-for-sale   |                                      |                    | (186,063)                                     |                        | (186,063)                     |
| Net decrease (increase) in:   |                                      |                    |   |                        |                               |

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|  |                  |                 |                |                |                |
|--|------------------|-----------------|----------------|----------------|----------------|
| Trading securities   |                  |                 | 346,556        | (101)          | 346,455        |
| Equity securities  | (1,779)          |                 | (701)          |                | (2,480)        |
| Accrued income receivable  | (411)            | 90              | 51,779         | 410            | 51,868         |
| Other assets   | (2,352)          | 52              | 237,585        | (449)          | 234,836        |
| Net (decrease) increase in:  |                  |                 |                |                |                |
| Interest payable   | (7,007)          | (3,441)         | 925            | (410)          | (9,933)        |
| Pension and other postretirement benefits obligations                                      |                  |                 | 3,392          |                | 3,392          |
| Other liabilities  | 2,160            | 9               | (198,958)      | (246)          | (197,035)      |
| <b>Total adjustments</b>   | <b>(145,806)</b> | <b>(50,773)</b> | <b>140,311</b> | <b>177,367</b> | <b>121,099</b> |
| Net cash provided by (used in) operating activities  | 365,949          | (12,864)        | 681,919        | (402,150)      | 632,854        |
| <b>Cash flows from investing activities:</b>   |                  |                 |                |                |                |
| Net (increase) decrease in money market investments  | (395,000)        | (7,230)         | 647,519        | 402,230        | 647,519        |
| <b>Purchases of investment securities:</b>   |                  |                 |                |                |                |
| Available-for-sale   |                  |                 | (6,968,920)    |                | (6,968,920)    |
| Equity   |                  |                 | (11,456)       | 152            | (11,304)       |
| <b>Proceeds from calls, paydowns, maturities and redemptions of investment securities:</b> |                  |                 |                |                |                |
| Available-for-sale   |                  |                 | 3,925,362      |                | 3,925,362      |
| Held-to-maturity   |                  | 1,637           | 5,547          |                | 7,184          |
| <b>Proceeds from sale of investment securities:</b>  |                  |                 |                |                |                |
| Equity   |                  |                 | 20,925         |                | 20,925         |
| Net repayments (disbursements) on loans  | 395              |                 | (15,999)       |                | (15,604)       |
| Proceeds from sale of loans  |                  |                 | 1,354          |                | 1,354          |
| Acquisition of loan portfolios   |                  |                 | (461,117)      |                | (461,117)      |

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|   |           |         |             |             |             |
|---|-----------|---------|-------------|-------------|-------------|
| Net payments (to) from FDIC under loss-sharing agreements               |           |         | (25,012)    |             | (25,012)    |
| Payments to acquire businesses, net of cash acquired                    |           |         | (1,830,050) |             | (1,830,050) |
| Return of capital from equity method investments                        | 497       |         | 2,004       |             | 2,501       |
| Capital contribution to subsidiary                                      | (82,000)  |         |             | 82,000      |             |
| Return of capital from wholly-owned subsidiaries                        | 13,000    |         |             | (13,000)    |             |
| Acquisition of premises and equipment                                   | (755)     |         | (52,389)    |             | (53,144)    |
| Proceeds from insurance claims  |           |         | 14,411      |             | 14,411      |
| Proceeds from sale of:  |           |         |             |             |             |
| Premises and equipment and other productive assets                      | 195       |         | 6,796       |             | 6,991       |
| Foreclosed assets   |           |         | 85,622      |             | 85,622      |
| Net cash used in investing activities                                   | (464,165) | (5,096) | (4,655,403) | 471,382     | (4,653,282) |
| <b>Cash flows from financing activities:</b>                            |           |         |             |             |             |
| Net increase (decrease) in:   |           |         |             |             |             |
| Deposits  |           |         | 4,596,970   | (403,111)   | 4,193,859   |
| Assets sold under agreements to repurchase                              |           |         | (90,805)    |             | (90,805)    |
| Other short-term borrowings   |           |         | (95,008)    |             | (95,008)    |
| Payments of notes payable   | (54,502)  |         | (172,474)   |             | (226,976)   |
| Proceeds from issuance of notes payable                                 | 294,706   |         | 140,000     |             | 434,706     |
| Proceeds from issuance of common stock                                  | 11,441    |         | (589)       |             | 10,852      |
| Dividends paid to parent company  |           |         | (402,000)   | 402,000     |             |
| Dividends paid  | (79,115)  |         |             |             | (79,115)    |
| Net payments for repurchase of common stock                             | (125,323) |         |             | (3)         | (125,326)   |
| Return of capital to parent company                                     |           |         | (13,000)    | 13,000      |             |
| Capital contribution from parent  | 72,000    |         | 10,000      | (82,000)    |             |
| Payments related to tax withholding for share-based compensation        | (2,162)   |         | (43)        |             | (2,205)     |
| Net cash provided by financing activities                               | 99,547    | 17,498  | 3,973,051   | (70,114)    | 4,019,982   |
| Net increase (decrease) in cash and due from banks, and restricted cash | 1,331     | (462)   | (433)       | (882)       | (446)       |
| Cash and due from banks, and restricted cash at beginning of period     | 48,120    | 462     | 412,225     | (48,178)    | 412,629     |
| Cash and due from banks, and restricted cash at end of period           | \$ 49,451 | \$      | \$ 411,792  | \$ (49,060) | \$ 412,183  |



**Table of Contents****Condensed Consolidating Statement of Cash Flows (Unaudited)**

| (In thousands)  | Nine months ended September 30, 2017 |                    |   |                        |                               |
|---|--------------------------------------|--------------------|---|------------------------|-------------------------------|
|   | Popular, Inc.<br>Holding<br>Co.      | PNA<br>Holding Co. | All other<br>subsidiaries and<br>eliminations | Elimination<br>entries | Popular, Inc.<br>Consolidated |
| <b>Cash flows from operating activities:</b>  |                                      |                    |   |                        |                               |
| Net income  | \$ 209,835                           | \$ 9,987           | \$ 235,277                                    | \$ (245,264)           | \$ 209,835                    |
| Adjustments to reconcile net income to net cash provided by (used in) operating activities:           |                                      |                    |   |                        |                               |
| Equity in earnings of subsidiaries, net of dividends or distributions                                 | (51,310)                             | (13,947)           |   | 65,257                 |                               |
| Provision for loan losses   | 309                                  |                    | 253,627                                       |                        | 253,936                       |
| Amortization of intangibles   |                                      |                    | 7,034   |                        | 7,034                         |
| Depreciation and amortization of premises and equipment   | 480                                  |                    | 35,486  |                        | 35,966                        |
| Net accretion of discounts and amortization of premiums and deferred fees                             | 1,565                                | 21                 | (18,957)                                      |                        | (17,371)                      |
| Impairment losses on long-lived assets  |                                      |                    | 11,286  |                        | 11,286                        |
| Other-than-temporary impairment on debt securities  |                                      |                    | 8,299   |                        | 8,299                         |
| Fair value adjustments on mortgage servicing rights   |                                      |                    | 24,262  |                        | 24,262                        |
| FDIC loss-share expense   |                                      |                    | 12,680  |                        | 12,680                        |
| Adjustments (expense) to indemnity reserves on loans sold   |                                      |                    | 11,302  |                        | 11,302                        |
| Earnings from investments under the equity method, net of dividends or distributions                  | (6,732)                              | (1,256)            | (3,526)                                       |                        | (11,514)                      |
| Deferred income tax (benefit) expense   |                                      | (2,132)            | 32,389  | 214                    | 30,471                        |
| (Gain) loss on:   |                                      |                    |   |                        |                               |
| Disposition of premises and equipment and other productive assets                                     | (17)                                 |                    | 5,035   |                        | 5,018                         |
| Sale and valuation adjustments of investment securities   |                                      |                    | (83)  |                        | (83)                          |
| Sale of loans, including valuation adjustments on loans held for sale and mortgage banking activities |                                      |                    | (16,455)                                      |                        | (16,455)                      |
| Sale of foreclosed assets, including write-downs  | 42                                   |                    | 19,186  |                        | 19,228                        |
| Acquisitions of loans held-for-sale   |                                      |                    | (204,813)                                     |                        | (204,813)                     |
| Proceeds from sale of loans held-for-sale   |                                      |                    | 68,326  |                        | 68,326                        |
| Net originations on loans held-for-sale   |                                      |                    | (283,709)                                     |                        | (283,709)                     |

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|   |                 |                 |                |               |                |
|---|-----------------|-----------------|----------------|---------------|----------------|
| Net decrease (increase) in:   |                 |                 |                |               |                |
| Trading debt securities   |                 |                 | 499,714        |               | 499,714        |
| Equity securities   | (961)           |                 | 373            | (25)          | (613)          |
| Accrued income receivable   | (115)           | 107             | (8,274)        | (15)          | (8,297)        |
| Other assets  | (2,165)         | 45              | (14,955)       | 15,193        | (1,882)        |
| Net (decrease) increase in:   |                 |                 |                |               |                |
| Interest payable  | (7,875)         | (2,685)         | 1,246          | 15            | (9,299)        |
| Pension and other postretirement benefits obligations                               |                 |                 | (13,760)       |               | (13,760)       |
| Other liabilities   | 2,115           | (760)           | 22,742         | (8,919)       | 15,178         |
| <b>Total adjustments</b>  | <b>(64,664)</b> | <b>(20,607)</b> | <b>448,455</b> | <b>71,720</b> | <b>434,904</b> |
| Net cash provided by (used in) operating activities                                 |                 |                 |                |               |                |
|   | 145,171         | (10,620)        | 683,732        | (173,544)     | 644,739        |
| <b>Cash flows from investing activities:</b>  |                 |                 |                |               |                |
| Net decrease (increase) in money market investments                                 |                 |                 |                |               |                |
|   | 13,733          | 10,491          | (2,599,052)    | (26,025)      | (2,600,853)    |
| Purchases of investment securities:   |                 |                 |                |               |                |
| Available-for-sale  |                 |                 | (2,356,385)    |               | (2,356,385)    |
| Equity  |                 |                 | (23,822)       |               | (23,822)       |
| Proceeds from calls, paydowns, maturities and redemptions of investment securities: |                 |                 |                |               |                |
| Available-for-sale  |                 |                 | 1,225,915      |               | 1,225,915      |
| Held-to-maturity  |                 |                 | 6,229          |               | 6,229          |
| Proceeds from sale of investment securities:  |                 |                 |                |               |                |
| Available for sale  |                 |                 | 14,423         |               | 14,423         |
| Equity  |                 |                 | 17,675         |               | 17,675         |
| Net repayments on loans   | 172             |                 | (77,572)       |               | (77,400)       |



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|   |           |          |             |             |             |
|---|-----------|----------|-------------|-------------|-------------|
| Proceeds from sale of loans   |           |          | 38,279      | (37,864)    | 415         |
| Acquisition of loan portfolios                                      | (31,909)  |          | (454,076)   | 37,864      | (448,121)   |
| Acquisition of trademark  | (5,560)   |          | 5,560       |             |             |
| Net payments from FDIC under loss-sharing agreements                |           |          | (11,520)    |             | (11,520)    |
| Return of capital from equity method investments                    |           |          | 8,056       |             | 8,056       |
| Capital contribution to subsidiary                                  | (5,955)   |          | 5,955       |             |             |
| Return of capital from wholly-owned subsidiaries                    | 22,400    | 10,400   | 40          | (32,840)    |             |
| Acquisition of premises and equipment                               | (594)     |          | (39,564)    |             | (40,158)    |
| Proceeds from sale of:  |           |          |             |             |             |
| Premises and equipment and other productive assets                  | 21        |          | 6,961       |             | 6,982       |
| Foreclosed assets   | 39        |          | 85,666      |             | 85,705      |
| Net cash (used in) provided by investing activities                 | (7,653)   | 20,891   | (4,147,232) | (58,865)    | (4,192,859) |
| <b>Cash flows from financing activities:</b>                        |           |          |             |             |             |
| Net increase (decrease) in:   |           |          |             |             |             |
| Deposits  |           |          | 3,721,882   | 29,485      | 3,751,367   |
| Assets sold under agreements to repurchase                          |           |          | (105,020)   |             | (105,020)   |
| Other short-term borrowings   |           |          | 239,398     |             | 239,398     |
| Payments of notes payable   |           |          | (89,375)    |             | (89,375)    |
| Proceeds from issuance of notes payable                             |           |          | 45,000      |             | 45,000      |
| Proceeds from issuance of common stock                              | 5,515     |          |             |             | 5,515       |
| Dividends paid to parent company                                    |           |          | (179,500)   | 179,500     |             |
| Dividends paid  | (69,162)  |          |             |             | (69,162)    |
| Net payments for repurchase of common stock                         | (75,661)  |          | (1)         |             | (75,662)    |
| Return of capital to parent company                                 |           | (10,400) | 10,400      |             |             |
| Capital contribution from parent                                    |           |          | 5,955       | (5,955)     |             |
| Payments related to tax withholding for share-based compensation    | (1,756)   |          | (32,840)    | 32,840      | (1,756)     |
| Net cash (used in) provided by financing activities                 | (141,064) | (10,400) | 3,615,899   | 235,870     | 3,700,305   |
| Net (decrease) increase in cash and due from banks                  | (3,546)   | (129)    | 152,399     | 3,461       | 152,185     |
| Cash and due from banks, and restricted cash at beginning of period | 48,130    | 591      | 373,556     | (48,081)    | 374,196     |
| Cash and due from banks, and restricted cash at end of period       | \$ 44,584 | \$ 462   | \$ 525,955  | \$ (44,620) | \$ 526,381  |

## **ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS**

This report includes management's discussion and analysis ( MD&A ) of the consolidated financial position and financial performance of Popular, Inc. (the Corporation or Popular ). All accompanying tables, financial statements and notes included elsewhere in this report should be considered an integral part of this analysis.

The Corporation is a diversified, publicly-owned financial holding company subject to the supervision and regulation of the Board of Governors of the Federal Reserve System. The Corporation has operations in Puerto Rico, the United States ( U.S. ) mainland, and the U.S. and British Virgin Islands. In Puerto Rico, the Corporation provides retail, mortgage, and commercial banking services through its principal banking subsidiary, Banco Popular de Puerto Rico ( BPPR ), as well as investment banking, broker-dealer, auto and equipment leasing and financing, and insurance services through specialized subsidiaries. The Corporation's mortgage origination business is conducted under the brand name Popular Mortgage, a division of BPPR. In the U.S. mainland, the Corporation provides retail, mortgage and commercial banking services through its New York-chartered banking subsidiary, Popular Bank ( PB ), which has branches located in New York, New Jersey and Florida. Note 34 to the Consolidated Financial Statements presents information about the Corporation's business segments.

The Corporation has several investments which it accounts for under the equity method. As of September 30, 2018, the Corporation had a 16.03% interest in the holding company of EVERTEC, which provides transaction processing services throughout the Caribbean and Latin America, and services many of the Corporation's systems infrastructure and transaction processing businesses. During the quarter ended September 30, 2018, the Corporation recorded \$ 3.6 million in earnings from its investment in EVERTEC, which had a carrying amount of \$58 million as of the end of the quarter. Also, the Corporation had a 15.84% stake in Centro Financiero BHD León, S.A. ( BHD León ), one of the largest banking and financial services groups in the Dominican Republic. During the quarter ended September 30, 2018, the Corporation recorded \$6.3 million in earnings from its investment in BHD León, which had a carrying amount of \$140 million, as of the end of the quarter.

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**Table of Contents****SIGNIFICANT EVENTS****Acquisition of Wells Fargo's Auto Finance Business in Puerto Rico**

On August 1, 2018, Popular Auto, LLC ( Popular Auto ), BPPR's auto finance subsidiary, completed the acquisition of certain assets and the assumption of certain liabilities from Reliable Financial Services, Inc. and Reliable Finance Holding Co. ( Reliable ), subsidiaries of Wells Fargo & Company ( Wells Fargo ) related to their auto finance business in Puerto Rico (the Reliable Transaction ).

Popular Auto acquired approximately \$1.6 billion in retail auto loans and \$341 million in primarily auto-related commercial loans. Reliable will continue operating as a Division of Popular Auto in parallel with Popular Auto's existing operations for a period after closing to provide continuity of service to Reliable customers while allowing Popular to assess best practices before completing the integration of the two operations. Substantially all Reliable employees received and accepted offers of employment from Popular Auto.

Wells Fargo retained approximately \$398 million in retail auto loans as part of the transaction and has entered into a loan servicing agreement with Popular Auto with respect to such loans.

During the quarter ended September 30, 2018, the Reliable acquisition contributed approximately \$11.7 million to net income, composed of net interest income of \$30.7 million, \$5.1 million of operating income, including servicing fees from the retained Wells Fargo portfolio, and expenses of \$8.6 million, including \$3.8 million of transaction related expenses.

**Common Stock Repurchase Plan**

During the quarter ended September 30, 2018, the Corporation entered into a \$125 million accelerated share repurchase transaction ( ASR ) and, in connection therewith, received an initial delivery of 2,000,000 shares of the Corporation's common stock (the Initial Shares ), which was accounted for as a treasury stock transaction. As a result of the receipt of the Initial Shares, the Corporation recognized in shareholders' equity approximately \$102 million in treasury stock and \$23 million as a reduction of capital surplus. During the fourth quarter of 2018, the Corporation expects to further adjust its treasury stock and capital surplus accounts to reflect the delivery or receipt of cash or shares upon the termination of the ASR agreement, which will depend on the average price of the Corporation's shares during the term of the ASR.

**Redemption of Trust Preferred Securities**

On September 7, 2018, Popular North America, Inc. ( PNA ), a wholly-owned subsidiary of the Corporation, completed the redemption of all outstanding 8.327% Capital Securities, Series A (liquidation amount \$1,000 per security and \$52,865,000 in the aggregate) issued by BanPonce Trust I, a Delaware statutory trust established by PNA. The redemption price of each security was equal to 100% of the liquidation amount of the securities plus accumulated and unpaid distributions up to and excluding the redemption date.

**Issuance of Senior Notes**

On September 11, 2018, the Corporation issued \$300 million aggregate principal amount of 6.125% Senior Notes due 2023 (the Notes ) in an underwritten public offering pursuant to an effective shelf registration statement filed with the Securities and Exchange Commission. On October 15, 2018 ( the Redemption Date ), the Corporation used the net proceeds of the offering and available cash to redeem \$450 million aggregate principal amount of its outstanding

7.00% Senior Notes due 2019 (the 2019 Notes ).

The redemption price of the 2019 Notes was equal to the sum of the present values of the remaining scheduled payments of principal and interest on the 2019 Notes that would have been due after the Redemption Date and on or prior to June 1, 2019, discounted to the Redemption Date on a semiannual basis at the Treasury Rate plus 50 basis points, plus unpaid interest accrued to, but not including the Redemption Date. As such, during the fourth quarter of 2018, the Corporation expects to recognize approximately \$13 million in expenses associated with the accelerated amortization of debt issuance costs and the redemption price of the 2019 Notes.

## **OVERVIEW**

Table 1 provides selected financial data and performance indicators for the quarters and nine months ended September 30, 2018 and 2017.

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**Table of Contents****Adjusted results of operations    Non-GAAP financial measure***Adjusted net income*

The Corporation prepares its Consolidated Financial Statements using accounting principles generally accepted in the United States ( U.S. GAAP or the reported basis ). In addition to analyzing the Corporation's results on a reported basis, management monitors Adjusted net income of the Corporation and excludes the impact of certain transactions on the results of its operations. Adjusted net income is a non-GAAP financial measure. Management believes that Adjusted net income provides meaningful information about the underlying performance of the Corporation's ongoing operations. Refer to Table 29 for a reconciliation of net income to Adjusted net income for the quarter and nine months period ended September 30, 2018. No adjustments are reflected for the third quarter of 2018 and 2017.

*Net interest income on a taxable equivalent basis*

Net interest income, on a taxable equivalent basis, is presented with its different components in Tables 2 and 3 for the quarters and nine months periods ended September 30, 2018 as compared with the same period in 2017, segregated by major categories of interest earning assets and interest-bearing liabilities.

The interest earning assets include investment securities and loans that are exempt from income tax, principally in Puerto Rico. The main sources of tax-exempt interest income are certain investments in obligations of the U.S. Government, its agencies and sponsored entities, and certain obligations of the Commonwealth of Puerto Rico and its agencies and municipalities and assets held by the Corporation's international banking entities. To facilitate the comparison of all interest related to these assets, the interest income has been converted to a taxable equivalent basis, using the applicable statutory income tax rates for each period. The taxable equivalent computation considers the interest expense and other related expense disallowances required by the Puerto Rico tax law. Under this law, the exempt interest can be deducted up to the amount of taxable income. Net interest income on a taxable equivalent basis is a non-GAAP financial measure. Management believes that this presentation provides meaningful information since it facilitates the comparison of revenues arising from taxable and exempt sources.

Non-GAAP financial measures used by the Corporation may not be comparable to similarly named Non-GAAP financial measures used by other companies.

*Financial highlights for the quarter ended September 30, 2018*

For the quarter ended September 30, 2018, the Corporation recorded net income of \$ 140.6 million, compared to net income of \$ 20.7 million for the same quarter of the previous year. The results for the quarter reflect a higher net interest income by \$73.3 million mainly due to the income from the portfolio acquired from Reliable, higher volume of money market and investment securities, and the increase in interest rates. Commercial loan growth in Popular Bank. also contributed to the increase. The total provision for loan losses decreased by \$106.4 million mainly due to last year's incremental provision based on management's best estimate of the impact of Hurricanes Irma and María (the hurricanes ) on the Corporation's loan portfolios, and higher reserves related to the Popular Bank's taxi medallion portfolio. Non-interest income was higher by \$50.6 million and included \$9.5 million in insurance recoveries received related to Hurricane María, higher other service fees by \$10.8 million driven by credit card activity and higher mortgage banking activity income by \$6.0 million due to lower MSR's fair value adjustment. Operating expenses were higher by \$48.3 million, which included a write-down of \$19.6 million of a capitalized

software costs related to a technology project that was discontinued by the Corporation and higher personnel costs by \$22 million, including \$3.9 million related to the Reliable acquisition.

Total assets at September 30, 2018 amounted to \$47.9 billion, compared to \$44.3 billion, at December 31, 2017. The increase of approximately \$3.6 billion was mainly due to higher investments in debt securities available-for-sale, as the Corporation deployed increased liquidity from deposits. The assets composition also reflects the higher loan portfolio balance driven by the acquisition of Reliable.

Total deposits at September 30, 2018 increased by \$4.2 billion when compared to deposits at December 31, 2017, mainly due to an increase in public, retail and commercial deposits at BPPR, including an increase of \$2.9 billion from Puerto Rico government deposits.

Capital ratios continued to be strong. As of September 30, 2018, the Corporation's common equity tier 1 capital ratio was 16.19%, while the total capital ratio was 18.82%. Refer to Table 8 for capital ratios.

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Refer to the Operating Results Analysis and Financial Condition Analysis within this MD&A for additional discussion of significant quarterly variances and items impacting the financial performance of the Corporation.

As a financial services company, the Corporation's earnings are significantly affected by general business and economic conditions in the markets which we serve. Lending and deposit activities and fee income generation are influenced by the level of business spending and investment, consumer income, spending and savings, capital market activities, competition, customer preferences, interest rate conditions and prevailing market rates on competing products.

The Corporation continuously monitors general business and economic conditions, industry-related indicators and trends, competition, interest rate volatility, credit quality indicators, loan and deposit demand, operational and systems efficiencies, revenue enhancements and changes in the regulation of financial services companies.

The Corporation operates in a highly regulated environment and may be adversely affected by changes in federal and local laws and regulations. Also, competition with other financial institutions could adversely affect its profitability.

The description of the Corporation's business contained in Item 1 of the Corporation's 2017 Form 10-K, while not all inclusive, discusses additional information about the business of the Corporation and risk factors, many beyond the Corporation's control that, in addition to the other information in this Form 10-Q, readers should consider. Also, refer to Item 1A Risk Factors, of this Form 10-Q for additional information.

The Corporation's common stock is traded on the NASDAQ Global Select Market under the symbol BPOP.

**Table of Contents****Table 1 Financial Highlights****Financial Condition Highlights**

| (In thousands)           | Ending balances at |                   |              | Average for the nine months ended |                    |              |
|--------------------------|--------------------|-------------------|--------------|-----------------------------------|--------------------|--------------|
|                          | September 30, 2018 | December 31, 2017 | Variance     | September 30, 2018                | September 30, 2017 | Variance     |
| Money market investments | \$ 4,609,061       | \$ 5,255,119      | \$ (646,058) | \$ 6,460,967                      | \$ 4,131,750       | \$ 2,329,217 |
| Investment securities    | 13,344,548         | 10,482,971        | 2,861,577    | 11,729,726                        | 9,517,128          | 2,212,598    |
| Loans                    | 26,563,910         | 24,942,463        | 1,621,447    | 24,633,267                        | 23,403,999         | 1,229,268    |
| Earning assets           | 44,517,519         | 40,680,553        | 3,836,966    | 42,823,960                        | 37,052,877         | 5,771,083    |
| Total assets             | 47,919,428         | 44,277,337        | 3,642,091    | 46,208,621                        | 40,781,408         | 5,427,213    |
| Deposits                 | 39,648,827         | 35,453,508        | 4,195,319    | 38,014,622                        | 32,602,038         | 5,412,584    |
| Borrowings               | 2,046,003          | 2,023,485         | 22,518       | 2,758,342                         | 1,981,012          | 777,330      |
| Stockholders' equity     | 5,244,349          | 5,103,905         | 140,444      | 5,400,225                         | 5,333,137          | 67,088       |

| (In thousands, except per share information)       | Quarters ended September 30, |                  |                   | Nine months ended September 30, |                   |                   |
|--|------------------------------|------------------|-------------------|---------------------------------|-------------------|-------------------|
|  | 2018                         | 2017             | Variance          | 2018                            | 2017              | Variance          |
| Net interest income                                | \$ 451,469                   | \$ 378,171       | \$ 73,298         | \$ 1,258,652                    | \$ 1,114,748      | \$ 143,904        |
| Provision for loan losses - non-covered loans      | 54,387                       | 157,659          | (103,272)         | 183,774                         | 249,681           | (65,907)          |
| Provision for loan losses - covered loans          |                              | 3,100            | (3,100)           | 1,730                           | 4,255             | (2,525)           |
| Non-interest income                                | 151,021                      | 100,374          | 50,647            | 499,327                         | 333,036           | 166,291           |
| Operating expenses                                 | 365,437                      | 317,088          | 48,349            | 1,025,107                       | 935,241           | 89,866            |
| Income before income tax                           | 182,666                      | 698              | 181,968           | 547,368                         | 258,607           | 288,761           |
| Income tax expense (benefit)                       | 42,018                       | (19,966)         | 61,984            | 35,613                          | 48,772            | (13,159)          |
| <b>Net income</b>                                  | <b>\$ 140,648</b>            | <b>\$ 20,664</b> | <b>\$ 119,984</b> | <b>\$ 511,755</b>               | <b>\$ 209,835</b> | <b>\$ 301,920</b> |
| <b>Net income applicable to common stock</b>       | <b>\$ 139,718</b>            | <b>\$ 19,734</b> | <b>\$ 119,984</b> | <b>\$ 508,963</b>               | <b>\$ 207,043</b> | <b>\$ 301,920</b> |
| <b>Net income per common share - Basic</b>         | <b>\$ 1.38</b>               | <b>\$ 0.19</b>   | <b>\$ 1.19</b>    | <b>\$ 5.01</b>                  | <b>\$ 2.03</b>    | <b>\$ 2.98</b>    |
| <b>Net income per common share - Diluted</b>       | <b>\$ 1.38</b>               | <b>\$ 0.19</b>   | <b>\$ 1.19</b>    | <b>\$ 5.00</b>                  | <b>\$ 2.03</b>    | <b>\$ 2.97</b>    |
| <b>Dividends declared per common share - Basic</b> | <b>\$ 0.25</b>               | <b>\$ 0.25</b>   | <b>\$</b>         | <b>\$ 0.75</b>                  | <b>\$ 0.75</b>    | <b>\$</b>         |

| Selected Statistical Information          | Quarters ended September 30, |       | Nine months ended September 30, |       |
|---|------------------------------|-------|---------------------------------|-------|
|   | 2018                         | 2017  | 2018                            | 2017  |
| <b>Common Stock Data</b>                  |                              |       |                                 |       |
| End market price                          | \$ 51.25                     | 35.94 | \$ 51.25                        | 35.94 |
| Book value per common share at period end | 51.77                        | 51.31 | 51.77                           | 51.31 |



**Profitability Ratios**

|   |       |       |       |       |
|---|-------|-------|-------|-------|
| Return on assets                                  | 1.17% | 0.20% | 1.48% | 0.69% |
| Return on common equity                           | 10.10 | 1.47  | 12.72 | 5.24  |
| Net interest spread                               | 3.81  | 3.75  | 3.69  | 3.81  |
| Net interest spread (taxable equivalent) Non-GAAP | 4.14  | 4.05  | 4.01  | 4.10  |
| Net interest margin                               | 4.07  | 3.96  | 3.92  | 4.02  |
| Net interest margin (taxable equivalent) Non-GAAP | 4.40  | 4.26  | 4.24  | 4.31  |

**Capitalization Ratios**

|                                  |        |        |        |        |
|----------------------------------|--------|--------|--------|--------|
| Average equity to average assets | 11.66% | 12.92% | 11.69% | 13.08% |
| Common equity Tier 1 capital     | 16.19  | 16.63  | 16.19  | 16.63  |
| Tier I capital                   | 16.19  | 16.63  | 16.19  | 16.63  |
| Total capital                    | 18.42  | 19.62  | 18.42  | 19.62  |
| Tier 1 leverage                  | 9.60   | 10.29  | 9.60   | 10.29  |

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**Table of Contents****CRITICAL ACCOUNTING POLICIES / ESTIMATES**

The accounting and reporting policies followed by the Corporation and its subsidiaries conform to generally accepted accounting principles in the United States of America and general practices within the financial services industry. Various elements of the Corporation's accounting policies, by their nature, are inherently subject to estimation techniques, valuation assumptions and other subjective assessments. These estimates are made under facts and circumstances at a point in time and changes in those facts and circumstances could produce actual results that differ from those estimates.

Management has discussed the development and selection of the critical accounting policies and estimates with the Corporation's Audit Committee. The Corporation has identified as critical accounting policies those related to: (i) Fair Value Measurement of Financial Instruments; (ii) Loans and Allowance for Loan Losses; (iii) Acquisition Accounting for Loans; (iv) Income Taxes; (v) Goodwill, and (vi) Pension and Postretirement Benefit Obligations. For a summary of these critical accounting policies and estimates, refer to that particular section in the MD&A included in Popular, Inc.'s 2017 Form 10-K. Refer to Note 3 to the Consolidated Financial Statements included in the 2017 Form 10-K for a summary of the Corporation's significant accounting policies and to Note 3 to the Consolidated Financial Statements included in this Form 10Q for information on recently adopted accounting standard updates. Also, refer to Note 2 for accounting policies related to business combinations.

**OPERATING RESULTS ANALYSIS****NET INTEREST INCOME**

Net interest income was \$451.5 million for the third quarter of 2018, an increase of \$73.3 million when compared to \$378.2 million for the same quarter of 2017. Taxable equivalent net interest income was \$488.1 million for the third quarter of 2018, an increase of \$81.5 million when compared to \$406.6 million for the same quarter of 2017. The increase in \$8.3 million in the taxable equivalent adjustment is directly related to a higher volume of tax-exempt investments in P.R. Net interest margin for the third quarter of 2018 was 4.07%, an increase of 11 basis points when compared to 3.96% for the same quarter of the previous year. Net Interest margin, on a taxable equivalent basis, for the third quarter of 2018 was 4.40%, an increase of 14 basis points when compared to 4.26% for the same quarter of 2017. The increase in net interest margin is mostly related to the deployment of excess liquidity to acquire the Reliable portfolio and purchase of approximately \$3 billion in investment securities, thereby improving the after-tax asset yield. The detailed variances of the increase in net interest income are described below:

Positive variances:

Higher interest income from money market investments due to higher yield of 71 basis points when compared to the same period in 2017. Since October 2017 the U.S. Federal Reserve has increased the federal funds rate by 100 basis points. A higher volume of funds available to invest, resulting from the increases in P.R. Government, retail and commercial deposits, also contributed to the increase in interest income;

Higher interest income from investment securities mainly due to higher volumes from U.S. Treasuries related to recent purchases, in part to deploy excess liquidity, as mentioned above. Most of the interest income on these securities is exempt from income tax in P.R. therefore improving the return on investment;

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Higher income from commercial and construction loans, driven by higher volume of loans, mainly from loans acquired in the Reliable Transaction, higher volume in the U.S. and improved yields related to the effect on the variable rate portfolio of the above-mentioned rise in interest rates and originations in a higher interest rate environment; and

Higher income from consumer loans mostly from the loans acquired in the Reliable Transaction, and the growth of the auto loan business in P.R.

Negative variances:

Lower interest income from mortgage loans due to lower portfolio balance in the U.S. and lower yields in P.R. impacted by borrowers who did not make payments after the end of the moratorium period and entered into non-accrual status; and

Higher interest expense on deposits mainly due to higher volumes and cost in most categories, predominantly the increase in deposits from the Puerto Rico government and higher volumes in the U.S. to fund loan growth.

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Interest income for the quarter ended September 30, 2018, included the amortization of deferred loans fees, prepayment penalties, late fees and the amortization of premium/discounts, amounting to \$18.7 million in income including \$13.4 million of fair value discount amortization related to the Reliable Transaction, compared with \$4.7 million in income for the same period in 2017.

**Table of Contents****Table 2 Analysis of Levels & Yields on a Taxable Equivalent Basis for Continuing Operations (Non-GAAP)****Quarters ended September 30,**

| Average Volume |          | Average Yields / Costs |       |          | Interest  |            |            | Variance   | Variance  |
|----------------|----------|------------------------|-------|----------|---|------------|------------|------------|-----------|
| 2017           | Variance | 2018                   | 2017  | Variance | 2018  | 2017       | Variance   | Rate       |           |
| (in millions)  |          | (In thousands)         |       |          |   |            |            |            |           |
| \$ 4,866       | \$ 648   | 1.98%                  | 1.27% | 0.71%    | Money market investments                              | \$ 27,581  | \$ 15,529  | \$ 12,052  | \$ 9,764  |
| 9,536          | 3,418    | 2.97                   | 2.74  | 0.23     | Investment securities                                 | 96,573     | 65,331     | 31,242     | 10,835    |
| 81             | (2)      | 7.81                   | 7.43  | 0.38     | Trading securities                                    | 1,553      | 1,521      | 32         | 76        |
|                |          |                        |       |          | Total money market, investment and trading securities |            |            |            |           |
| 14,483         | 4,064    | 2.70                   | 2.27  | 0.43     |   | 125,707    | 82,381     | 43,326     | 20,675    |
|                |          |                        |       |          | Loans:  |            |            |            |           |
| 11,131         | 683      | 6.09                   | 5.72  | 0.37     | Commercial  | 181,228    | 160,442    | 20,786     | 10,649    |
| 826            | 106      | 6.45                   | 5.76  | 0.69     | Construction  | 15,151     | 11,994     | 3,157      | 1,517     |
| 750            | 135      | 5.99                   | 6.37  | (0.38)   | Leasing   | 13,247     | 11,945     | 1,302      | (753)     |
| 7,035          | 107      | 5.29                   | 5.44  | (0.15)   | Mortgage  | 94,439     | 95,703     | (1,264)    | (2,710)   |
| 3,806          | 1,012    | 11.14                  | 10.62 | 0.52     | Consumer  | 135,269    | 101,843    | 33,426     | 7,979     |
| 23,548         | 2,043    | 6.82                   | 6.45  | 0.37     | Total loans   | 439,334    | 381,927    | 57,407     | 16,682    |
| \$ 38,031      | \$ 6,107 | 5.09%                  | 4.86% | 0.23%    | Total earning assets                                  | \$ 565,041 | \$ 464,308 | \$ 100,733 | \$ 37,357 |
|                |          |                        |       |          | Interest bearing deposits:                            |            |            |            |           |
|                |          |                        |       |          | NOW and money market                                  |            |            |            |           |
| \$ 10,465      | \$ 2,736 | 0.69%                  | 0.39% | 0.30%    | [1]   | \$ 22,974  | \$ 10,278  | \$ 12,696  | \$ 9,319  |
| 8,260          | 1,537    | 0.37                   | 0.24  | 0.13     | Savings   | 9,043      | 5,025      | 4,018      | 2,760     |
| 7,543          | (124)    | 1.24                   | 1.14  | 0.10     | Time deposits   | 23,117     | 21,756     | 1,361      | 2,118     |
| 26,268         | 4,149    | 0.72                   | 0.56  | 0.16     | Total deposits  | 55,134     | 37,059     | 18,075     | 14,197    |
| 431            | (133)    | 2.16                   | 1.40  | 0.76     | Short-term borrowings                                 | 1,622      | 1,523      | 99         | 530       |
| 1,551          | 12       | 5.16                   | 4.94  | 0.22     | Other medium and long-term debt                       | 20,140     | 19,130     | 1,010      | 633       |
| 28,250         | 4,028    | 0.95                   | 0.81  | 0.14     | Total interest bearing liabilities                    | 76,896     | 57,712     | 19,184     | 15,360    |
| 7,235          | 1,625    |                        |       |          | Demand deposits                                       |            |            |            |           |
| 2,546          | 454      |                        |       |          | Other sources of funds                                |            |            |            |           |
| \$ 38,031      | \$ 6,107 | 0.69%                  | 0.60% | 0.09%    | Total source of funds                                 | 76,896     | 57,712     | 19,184     | 15,360    |
|                |          | 4.40%                  | 4.26% | 0.14%    |   | 488,145    | 406,596    | 81,549     | \$ 21,997 |

|       |       |       |                               |  |            |           |
|-------|-------|-------|-------------------------------|--|------------|-----------|
|       |       |       |                               | Net interest margin/ income<br>on a taxable equivalent basis<br>(Non-GAAP) |            |           |
| 4.14% | 4.05% | 0.09% | Net interest spread           |  |            |           |
|       |       |       | Taxable equivalent adjustment | 36,676   | 28,425     | 8,251     |
|       |       |       |                               | Net interest margin/ income<br>non-taxable equivalent basis<br>(GAAP)      |            |           |
| 4.07% | 3.96% | 0.11% |                               | \$ 451,469   | \$ 378,171 | \$ 73,298 |

Note: The changes that are not due solely to volume or rate are allocated to volume and rate based on the proportion of the change in each category.

[1] Includes interest bearing demand deposits corresponding to certain government entities in Puerto Rico.

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Net interest income for the nine months ended September 30, 2018 was \$1.3 billion compared to \$1.1 billion for the same period of 2017. Taxable equivalent net interest income was \$1.4 billion for the nine months ended September 30, 2018, an increase of \$163.3 million when compared to the \$1.2 billion for the same period of 2017. Net interest margin was 3.92%, a decrease of 10 basis points when compared to 4.02% for the same period in 2017. Net interest margin, on a taxable equivalent basis, for the nine months ended September 30, 2018 was 4.24%, a decrease of 7 basis points when compared to the 4.31% for the same period of 2017. The main drivers of the increase in net interest income are: a higher volume of investment securities and money market investments driven by the increase in government, commercial and retail deposits in P.R., the increase in commercial and consumer loans mostly associated to the Reliable Transaction and the U.S. loan growth. The increase in market rates since March 2017 by 150 basis points was a positive factor in the yield of most earning assets, partially offset by an increase in interest cost of P.R. government deposits and U.S. deposits to fund loan growth. The decrease in net interest margin is related to a higher proportion of money market and investment securities to earning assets of 42% as compared to 37% in the same period in 2017.

Interest income for the nine months ended September 30, 2018, included the amortization of deferred loans fees, prepayment penalties, late fees and the amortization of premium/discounts, amounting to \$26.6 million in income including \$13.4 million of fair value discount amortization related to the Reliable Transaction, compared with \$16.9 million in income for the same period in 2017.

**Table of Contents****Table 3 Analysis of Levels & Yields on a Taxable Equivalent Basis from Continuing Operations (Non-GAAP)****Nine months ended September 30,**

| Volume<br>2017<br>(Millions) | Variance | Average Yields / Costs |       |          |   | Interest     |              |                | Va<br>Attrib<br>Rate |
|------------------------------|----------|------------------------|-------|----------|---|--------------|--------------|----------------|----------------------|
|                              |          | 2018                   | 2017  | Variance |   | 2018         | 2017         | Variance       |                      |
|                              |          |                        |       |          |   |              |              | (In thousands) |                      |
| 4,132                        | \$ 2,329 | 1.78%                  | 1.08% | 0.70%    | Money market investments                                    | \$ 86,258    | \$ 33,234    | \$ 53,024      | \$ 28,604            |
| 9,429                        | 2,223    | 2.92                   | 2.73  | 0.19     | Investment securities                                       | 254,638      | 192,680      | 61,958         | 27,865               |
| 88                           | (10)     | 7.53                   | 7.78  | (0.25)   | Trading securities  | 4,387        | 5,101        | (714)          | (162)                |
|                              |          |                        |       |          | Total money market,<br>investment and trading<br>securities | 345,283      | 231,015      | 114,268        | 56,307               |
|                              |          |                        |       |          | Loans:  |              |              |                |                      |
| 0,968                        | 639      | 5.97                   | 5.70  | 0.27     | Commercial  | 518,306      | 467,787      | 50,519         | 22,603               |
| 820                          | 99       | 6.27                   | 5.55  | 0.72     | Construction  | 43,083       | 34,047       | 9,036          | 4,718                |
| 729                          | 123      | 5.99                   | 6.46  | (0.47)   | Leasing   | 38,255       | 35,325       | 2,930          | (2,732)              |
| 7,133                        | (24)     | 5.31                   | 5.48  | (0.17)   | Mortgage  | 283,039      | 293,107      | (10,068)       | (9,083)              |
| 3,754                        | 393      | 10.80                  | 10.70 | 0.10     | Consumer  | 334,849      | 300,433      | 34,416         | 5,475                |
| 3,404                        | 1,230    | 6.60                   | 6.45  | 0.15     | Total loans   | 1,217,532    | 1,130,699    | 86,833         | 20,981               |
| 7,053                        | \$ 5,772 | 4.88%                  | 4.91% | (0.03)%  | Total earning assets  | \$ 1,562,815 | \$ 1,361,714 | \$ 201,101     | \$ 77,288            |
|                              |          |                        |       |          | Interest bearing deposits:                                  |              |              |                |                      |
| 9,809                        | \$ 2,489 | 0.55%                  | 0.38% | 0.17%    | NOW and money market [1]                                    | \$ 50,219    | \$ 27,950    | \$ 22,269      | \$ 15,969            |
| 7,984                        | 1,357    | 0.31                   | 0.25  | 0.06     | Savings   | 22,006       | 14,883       | 7,123          | 3,585                |
| 7,653                        | (32)     | 1.17                   | 1.09  | 0.08     | Time deposits   | 66,825       | 62,074       | 4,751          | 1,001                |
| 5,446                        | 3,814    | 0.64                   | 0.55  | 0.09     | Total deposits  | 139,050      | 104,907      | 34,143         | 20,555               |
| 425                          | (46)     | 1.90                   | 1.17  | 0.73     | Short-term borrowings                                       | 5,387        | 3,734        | 1,653          | 2,032                |
| 1,556                        | 19       | 5.01                   | 4.90  | 0.11     | Other medium and long-term<br>debt                          | 59,204       | 57,222       | 1,982          | 1,444                |
| 7,427                        | 3,787    | 0.87                   | 0.81  | 0.06     | Total interest bearing liabilities                          | 203,641      | 165,863      | 37,778         | 24,031               |
| 7,156                        | 1,599    |                        |       |          | Demand deposits   |              |              |                |                      |
| 2,470                        | 386      |                        |       |          | Other sources of funds                                      |              |              |                |                      |
| 7,053                        | \$ 5,772 | 0.64%                  | 0.60% | 0.04%    | Total source of funds                                       | 203,641      | 165,863      | 37,778         | 24,031               |
|                              |          | 4.24%                  | 4.31% | (0.07)%  |   | 1,359,174    | 1,195,851    | 163,323        | \$ 53,257            |



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Net interest margin/ income on  
a taxable equivalent basis  
(Non-GAAP)

|       |       |         |   |              |              |            |
|-------|-------|---------|---|--------------|--------------|------------|
| 4.01% | 4.10% | (0.09)% | Net interest spread   |              |              |            |
|       |       |         | Taxable equivalent adjustment                               | 100,522      | 81,102       | 19,420     |
|       |       |         | Net interest margin/ income<br>non-taxable equivalent basis |              |              |            |
| 3.92% | 4.02% | (0.10)% | (GAAP)  | \$ 1,258,652 | \$ 1,114,749 | \$ 143,903 |

Note: The changes that are not due solely to volume or rate are allocated to volume and rate based on the proportion of the change in each category.

[1] Includes interest bearing demand deposits corresponding to certain government entities in Puerto Rico.

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**Table of Contents****Provision for Loan Losses**

The following discussion includes the provision for loans previously classified as covered as a result of the Shared-Loss Agreements entered into in connection with the acquisition of certain assets and assumption of certain liabilities of Westernbank Puerto Rico through an FDIC-assisted transaction in 2010 ( the FDIC transaction ) and terminated during the second quarter of 2018 pursuant to a termination agreement entered into between BPPR and the FDIC (the Termination Agreement ).

The provision for loan losses for the portfolio previously classified as covered amounted to \$1.7 million for the nine months period ended September 30, 2018 and \$4.3 million for the same period of prior year.

The Corporation's total provision for loan losses was \$54.4 million for the quarter ended September 30, 2018, compared to \$160.8 million for the quarter ended September 30, 2017, a decrease of \$106.4 million, mostly related to last year's incremental provision expense of \$69.9 million based on management's best estimate of the impact of Hurricanes Irma and María ( the hurricanes ) on the Corporation's loan portfolios, coupled with an impact of \$37.2 million during that quarter related to the Popular U.S. taxi medallion portfolio.

The provision for loan losses for Puerto Rico was \$51.9 million, compared to \$115.1 million for the same quarter in 2017, a decrease of \$63.2 million, mainly related to last year's incremental provision resulting from the hurricanes, as mentioned above.

The Popular U.S. segment continued to reflect strong growth and favorable credit quality metrics, except in the case of the taxi medallion portfolio acquired from the FDIC in the sale of Doral Bank, which continues to reflect the pressure on medallion collateral values, particularly in the New York City metro area. The provision for loan losses for the Popular U.S. segment amounted to \$2.5 million, compared to \$42.5 million for the same quarter in 2017, a decrease of \$40.0 million, mainly related to a lower provision for the taxi medallion portfolio.

The Corporation's total provision for loan losses was \$183.8 million for the nine months ended September 30, 2018, compared to \$249.7 million for the nine months ended September 30, 2017, a decrease of \$65.9 million.

The provision for loan losses for Puerto Rico totaled \$153.0 million for the nine months ended September 30, 2018, compared to \$188.8 million for the same period in 2017, a decrease of \$35.8 million. As mentioned above, the provision for the same period in 2017 included \$69.9 million associated with the hurricane-related reserve. The decrease in the provision for the nine months ended September 30, 2018 includes downward adjustments of \$39.2 million to the hurricane-related reserves, as well as the effects of the annual ALLL review and recalibration completed during the third quarter of 2018, resulting in a decrease of \$5.9 million. These downward adjustments were partially offset by the effect of management's review of certain loss estimates prompting an increase in the reserves for the purchased credit impaired loans accounted for under ASC 310-30 of \$20.5 million.

The provision for loan losses for the Popular U.S. segment amounted to \$30.8 million for the nine months ended September 30, 2018, compared to \$60.9 million for the same period in 2017, a decrease of \$30.1 million. The decrease is mainly related to the taxi medallion portfolio, partially offset by management's review of certain loss assumptions in the consumer portfolio, resulting in a reserve increase of \$6.9 million. The effect of the annual recalibration was immaterial to the U.S. portfolio.

Refer to the Credit Risk section of this MD&A for a detailed analysis of net charge-offs, non-performing assets, the allowance for loan losses and selected loan losses statistics.

## Non-Interest Income

Non-interest income amounted to \$151.0 million for the quarter ended September 30, 2018, including \$9.5 million of insurance recoveries related to Hurricane Maria, compared to \$100.4 million for the same quarter of the previous year. Excluding the favorable variance on the FDIC loss share (expense) income of \$3.9 million, after the termination of the FDIC Shared-Loss Agreements in May 2018, non-interest income increased by \$46.7 million primarily driven by:

Higher other service fees by \$10.8 million mainly due to higher credit card fees by \$4.8 million as a result of higher interchange income resulting from higher transactional volumes; higher insurance commission revenues by \$1.0 million; and higher other fees by \$4.1 million in part due to retail auto loan servicing fees received from Wells Fargo;

Higher income from mortgage banking activities by \$6.0 million due to lower unfavorable fair value adjustments on mortgage servicing rights by \$6.1 million and higher realized gains on closed derivatives positions by \$0.7 million, partially offset by lower gains on securitization transactions by \$1.1 million;

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Favorable variance in adjustments to indemnity reserves of \$3.4 million related to loans previously sold with credit recourse at BPPR; and

Higher other operating income by \$27.3 million mainly resulting from the previously mentioned insurance recoveries of \$9.5 million, modification fees received for the successful completion of loss mitigation alternatives related to hurricane relief measures of \$8.9 million, higher aggregated net earnings from investments under the equity method by \$4.0 million, and \$2.7 million in other income related to the Reliable operations mostly associated to recoveries of previously charged-off loans.

These increases were partially offset by lower service charges on deposit accounts by \$1.1 million due to lower fees on transactional cash management services mainly due to higher credits for compensating balances.

Non-interest income increased by \$166.3 million for the nine months ended September 30, 2018, compared with the same period of the previous year. Excluding the favorable variance on the FDIC loss share (expense) income of \$107.4 million, non-interest income increased by \$58.9 million primarily driven by:

Higher other service fees by \$19.0 million mainly due to higher credit card fees by \$11.6 million as a result of higher interchange income resulting from higher transactional volumes and higher other fees by \$6.1 million in part due to retail auto loan servicing fees received from Wells Fargo;

Higher income from mortgage banking activities by \$6.1 million due to lower unfavorable fair value adjustments on mortgage servicing rights by \$11.1 million and higher realized gains on closed derivatives positions by \$6.6 million, partially offset by lower gains on securitization transactions by \$8.9 million;

The other-than-temporary impairment charge of \$8.3 million recorded during the second quarter of 2017;

Favorable variance in adjustments to indemnity reserves of \$4.8 million related to loans previously sold with credit recourse at BPPR; and

Higher other operating income by \$28.4 million mainly resulting from the previously mentioned insurance recoveries of \$9.5 million, modification fees received for the successful completion of loss mitigation alternatives related to hurricane relief measures of \$12.7 million, \$2.7 million in other income related to the Reliable operations mostly associated to recoveries of previously charged-off loans, and higher daily auto rental revenues.

These favorable variances were partially offset by lower service charges on deposit accounts by \$8.2 million due to lower fees on transactional cash management services mainly due to higher credits for compensating balances.

**Operating Expenses**

Operating expenses amounted to \$365.4 million for the quarter ended September 30, 2018, including a write-down of \$19.6 million of capitalized software costs related to a technology project discontinued by the Corporation. Other variances which contributed to the increase of \$48.3 million when compared with the same quarter of the previous

year are detailed below. Refer to Table 4 for a breakdown of operating expenses by major categories.

Higher personnel cost by \$22.0 million including \$3.9 million related to the Reliable acquisition, due to higher salaries of \$4.6 million as result of higher headcount and salary increases; and higher commissions, incentives and other bonuses of \$8.5 million. The remaining increase in personnel costs is mainly related to annual incentives tied to the Corporation's improved performance;

Higher professional fees by \$13.1 million mainly due to higher programming, processing and other technology expenses by \$5.5 million; higher advisory services by \$2.4 million and higher legal fees, excluding collection fees by \$1.4 million; and

Higher other operating expenses by \$14.5 million due to the above-mentioned capitalized software write-down of \$19.6 million, partially offset by lower reserves for legal contingencies by \$5.5 million.

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Operating expenses amounted to \$1.0 billion for the nine months ended September 30, 2018, including the above-mentioned capitalized software write-down of \$19.6 million. Other variances which contributed to the increase of \$89.9 million in operating expenses were the following:

Higher personnel cost by \$31.5 million mainly due to higher salaries of \$4.9 million as result of higher headcount and salary increases and higher commissions, incentives and other bonuses of \$11.4 million. The remaining increase in personnel costs is mainly related to annual incentives tied to the Corporation's improved performance and higher cost of fringe benefits impacted by the increase in headcount;

Higher equipment expense by \$4.6 million mainly due to higher software and maintenance expense;

Higher professional fees by \$47.8 million mainly due to professional and advisory expenses associated with the termination of the FDIC Shared-Loss Agreements of \$8.1 million; higher advisory services by \$15.4 million at BPPR for regulatory related initiatives; higher programming, processing and other technology expenses by \$11.7 million and higher legal fees excluding collections fees by \$6.4 million; and

Higher business promotion expenses by \$4.1 million due to higher advertising, promotions and higher credit card rewards program expense.

These increases were partially offset by:

Lower OREO expenses by \$20.2 million due to lower write-downs on valuation of mortgage, commercial and construction properties by \$11.0 million and higher gain on sales by \$4.7 million mainly as a result of moratorium on foreclosures due to hurricanes related relief efforts.

**Table 4 Operating Expenses**

| (In thousands)                                 | Quarters ended September 30, |                |                | Nine months ended September 30, |                |                |
|--|------------------------------|----------------|----------------|---------------------------------|----------------|----------------|
|  | 2018                         | 2017           | Variance       | 2018                            | 2017           | Variance       |
| <b>Personnel costs:</b>                        |                              |                |                |                                 |                |                |
| Salaries                                       | \$ 83,535                    | \$ 78,976      | \$ 4,559       | \$ 239,940                      | \$ 235,055     | \$ 4,885       |
| Commissions, incentives and other bonuses      | 25,365                       | 16,879         | 8,486          | 66,685                          | 55,252         | 11,433         |
| Pension, postretirement and medical insurance  | 8,670                        | 9,668          | (998)          | 27,962                          | 29,768         | (1,806)        |
| Other personnel costs, including payroll taxes | 22,187                       | 12,246         | 9,941          | 55,354                          | 38,382         | 16,972         |
| <b>Total personnel costs</b>                   | <b>139,757</b>               | <b>117,769</b> | <b>21,988</b>  | <b>389,941</b>                  | <b>358,457</b> | <b>31,484</b>  |
| <b>Net occupancy expenses</b>                  | <b>18,602</b>                | <b>22,254</b>  | <b>(3,652)</b> | <b>63,829</b>                   | <b>65,295</b>  | <b>(1,466)</b> |

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|   |                   |                   |                  |                     |                   |                  |
|---|-------------------|-------------------|------------------|---------------------|-------------------|------------------|
| Equipment expenses  | 18,303            | 16,457            | 1,846            | 53,284              | 48,677            | 4,607            |
| Other taxes   | 11,923            | 10,858            | 1,065            | 33,701              | 32,567            | 1,134            |
| Professional fees:  |                   |                   |                  |                     |                   |                  |
| Collections, appraisals and other credit related fees             | 3,371             | 3,559             | (188)            | 10,657              | 11,161            | (504)            |
| Programming, processing and other technology services             | 55,187            | 49,717            | 5,470            | 161,039             | 149,377           | 11,662           |
| Legal fees, excluding collections                                 | 4,284             | 2,928             | 1,356            | 14,954              | 8,538             | 6,416            |
| Other professional fees   | 21,018            | 14,568            | 6,450            | 74,098              | 43,880            | 30,218           |
| <b>Total professional fees</b>                                    | <b>83,860</b>     | <b>70,772</b>     | <b>13,088</b>    | <b>260,748</b>      | <b>212,956</b>    | <b>47,792</b>    |
| Communications  | 6,054             | 5,394             | 660              | 17,342              | 17,242            | 100              |
| Business promotion  | 15,478            | 15,216            | 262              | 44,265              | 40,158            | 4,107            |
| FDIC deposit insurance  | 8,610             | 6,271             | 2,339            | 22,534              | 18,936            | 3,598            |
| Other real estate owned (OREO) expenses                           | 7,950             | 11,724            | (3,774)          | 21,028              | 41,212            | (20,184)         |
| Other operating expenses:   |                   |                   |                  |                     |                   |                  |
| Credit and debit card processing, volume and interchange expenses | 8,946             | 7,375             | 1,571            | 23,189              | 19,348            | 3,841            |
| Operational losses  | 7,770             | 13,222            | (5,452)          | 26,695              | 27,973            | (1,278)          |
| All other   | 35,860            | 17,431            | 18,429           | 61,578              | 45,386            | 16,192           |
| <b>Total other operating expenses</b>                             | <b>52,576</b>     | <b>38,028</b>     | <b>14,548</b>    | <b>111,462</b>      | <b>92,707</b>     | <b>18,755</b>    |
| Amortization of intangibles                                       | 2,324             | 2,345             | (21)             | 6,973               | 7,034             | (61)             |
| <b>Total operating expenses</b>                                   | <b>\$ 365,437</b> | <b>\$ 317,088</b> | <b>\$ 48,349</b> | <b>\$ 1,025,107</b> | <b>\$ 935,241</b> | <b>\$ 89,866</b> |

## INCOME TAXES

For the quarter ended September 30, 2018, the Corporation recorded income tax expense of \$42.0 million, compared to an income tax benefit of \$20.0 million for the same quarter of the previous year. The increase in income tax expense was primarily due to an increase in taxable income during the third quarter of 2018 compared to the same quarter of 2017 which was impacted by the losses related to the hurricanes that took place during the third quarter of 2017.

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In December 2017, the Federal Tax Cuts and Jobs Act ( TCJA ) was enacted, which reduced the U.S. federal corporate income tax rate from a maximum rate of 35% to a single tax rate of 21%. The Act contains other provisions, which became effective on January 1, 2018 and which may impact the Corporation's tax calculations and related income tax expense in future years. The effective tax rate reflects the impact to our U.S. operations of the reduction in the federal income tax rate, from 35% to 21%, pursuant to the TCJA.

The Government of Puerto Rico has proposed a tax reform, which is pending approval by the legislative assembly and the Governor, that would reduce the maximum corporate tax rates from a current rate of 39% to 37.5%. According to the Certified Fiscal Plan (as defined below), any tax reform should be revenue-neutral, with stabilizing mechanisms to offset revenue shortfalls. The PROMESA Oversight Board could also assert the power to veto any tax reform legislation that in their view is inconsistent with the Certified Fiscal Plan.

A reduction in corporate tax rates to 37.5%, if approved, would result in a write down of the Corporation's deferred tax asset ( DTA ) related to its P.R. operations of approximately \$29.5 million, with a corresponding charge to the Corporation's income tax expense. If such a reduction in the Corporation's DTA from its P.R. operations would have occurred as of September 30, 2018, Common Equity Tier 1 Capital and Total Regulatory Capital would have been reduced by approximately 3 bps. On a forward-looking basis, a reduction of the maximum corporate income tax rate to 37.5% could result in a reduction in the Corporation's effective tax rate of less than 1% on an annual basis.

At September 30, 2018, the Corporation had a DTA amounting to \$1.2 billion, net of a valuation allowance of \$0.5 billion. The DTA related to the U.S. operations was \$0.3 billion, net of a valuation allowance of \$0.4 billion.

Refer to Note 32 to the Consolidated Financial Statements for a reconciliation of the statutory income tax rate to the effective tax rate and additional information on DTA balances.

**REPORTABLE SEGMENT RESULTS**

The Corporation's reportable segments for managerial reporting purposes consist of Banco Popular de Puerto Rico and Popular U.S. (previously Banco Popular North America). A Corporate group has been defined to support the reportable segments. For managerial reporting purposes, the costs incurred by the Corporate group are not allocated to the reportable segments.

For a description of the Corporation's reportable segments, including additional financial information and the underlying management accounting process, refer to Note 34 to the Consolidated Financial Statements.

The Corporate group reported a net loss of \$19.4 million for the quarter ended September 30, 2018, compared with a net loss of \$17.9 million for the same quarter of the previous year. The change was mostly driven by higher personnel costs by \$4.4 million, mainly due to higher incentives, partially offset by higher net interest income by \$1.2 million mainly from money market investments and higher other income by \$2.6 million due to higher earnings from equity method investments.

Highlights on the earnings results for the reportable segments are discussed below:

**Banco Popular de Puerto Rico**

The Banco Popular de Puerto Rico reportable segment's net income amounted to \$137.5 million for the quarter ended September 30, 2018, compared with net income of \$44.3 million for the same quarter of the previous year. The principal factors that contributed to the variance in the financial results included the following:



Higher net interest income by \$67.4 million due to:

higher income from money market investments by \$12.5 million due to an increase in volume of funds available to invest related to higher average balance of deposits, and the increases in interest rates by the Federal Reserve since October 2017, which totaled 100 basis points;

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higher interest income from investments in debt securities by \$21.9 million driven by higher volume and yields of U.S. Treasuries;

higher income from commercial loans by \$12.7 million, mainly related to the portfolio acquired from Reliable and variable rate loans due to the increase in interest rates; and

higher income from consumer loans by \$34.8 million mainly related to the portfolio acquired from Reliable and the sustained growth of the auto loan business in P.R.

Partially offset by:

higher cost of public and private deposits by \$15.1 million driven by the increase in average balances and higher cost of deposits.

The net interest margin for the quarter ended September 30, 2018 was 4.35% compared to 4.28% for the same period in previous year. The increase in net margins is driven by earning assets mix due to the deployment of excess liquidity to acquire the Reliable portfolio and the purchase of investment securities;

The total provision expense for the second quarter of 2018 was \$51.9 million, compared \$118.2 million for the same quarter of the previous year. The decrease is due mainly to the incremental provision of \$69.9 million recorded in the third quarter of 2017 based on management's estimate of the impact of the hurricanes in the loan portfolios.

Higher non-interest income by \$47.6 million due to:

Higher other service fees by \$10.4 million due to higher credit card fees by \$4.8 million as a result of higher interchange income resulting from higher transactional volumes and higher other fees by \$4.1 million in part due to retail auto loan servicing fees received from Wells Fargo;

Higher income from mortgage banking activities by \$6.1 million due to lower unfavorable fair value adjustments on mortgage servicing rights;

lower reserves for loans previously sold with credit recourse by \$3.4 million;

favorable variance on the FDIC loss share (expense) income of \$3.9 million, after the termination of the FDIC Shared-Loss Agreements in May 2018; and

higher other income by \$24.7 million mainly resulting from the insurance recoveries of \$9.5 million related to the hurricane, modification fees received for the successful completion of loss mitigation alternatives related to hurricane relief measures of \$8.9 million and \$2.7 million in other income related to the Reliable operations mostly associated to recoveries of previously charged-off loans.

Higher operating expenses by \$39.9 million due to:

higher personnel costs by \$12.0 million, including \$3.9 million related to the Reliable acquisition, due to higher salaries of \$9.0 million as result of higher headcount and salary increases; and higher commissions, incentives and other bonuses of \$3.0 million, including annual incentives which are tied to the Corporation's improved performance;

higher professional services expenses by \$11.4 million, due to programming, processing and other technology expenses, advisory services and legal fees;

a write-down of \$19.6 million, related to a capitalized software cost of a technology project discontinued by the Corporation.

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Partially offset by:

lower occupancy expense by \$3.2 million due mainly to hurricane related expenses incurred in 2017;

lower OREO expenses of \$4.7 million due to lower write-downs on valuation of mortgage properties impacted by lower foreclosure activity during 2018 as a result of foreclosure moratorium related to hurricane relief efforts; and

Higher income tax expense by \$48.1 million mainly related to higher taxable income.

Net income for the nine months ended September 30, 2018 amounted to \$514.1 million, compared to \$236.0 million for the same period of the previous year. Excluding the \$158.5 million combined positive impact of the Termination Agreement and the Tax Closing Agreement, discussed in Notes 10 and 32, the net income for the BPPR segment for the nine months ended September 30, 2018 was of \$355.6 million, an increase of \$119.6 million, when compared to the same period of the previous year. The principal factors that contributed to the variance in the financial results included the following:

Higher net interest income by \$122.5 million, due mainly to higher volume of money market and investment securities, from higher balance of funds available to invest and the increase in interest rates, and higher income from commercial and consumer loans mainly related to the Reliable Transaction, partially offset by higher cost of deposits, as mentioned above;

Net interest margin was 4.19% compared to 4.37% for the same period of the previous year. The decrease in net interest margin is related to a higher proportion of money market and investment securities to earning assets.

Lower provision for loan losses by \$43.9 million due mainly to the incremental provision related to the hurricanes recorded in 2017, discussed above, partially offset by higher provisions on purchased credit impaired loans;

Higher non-interest income of \$55.1 million, excluding FDIC loss-share income (expense), due to:

higher other service fees by \$18.4 million mainly from credit card activity;

higher mortgage banking activities by \$6.2 million mainly due to lower fair value adjustment on mortgage servicing rights;

the other-than-temporary impairment of \$8.3 million recorded in 2017 related to P.R. COFINA bonds;

lower indemnity reserves by \$4.8 million mainly for loans previously sold with credit recourse; and

higher other operating income by \$24.5 million, including the above-mentioned insurance recoveries of \$9.5 million and modification fees received for loss mitigation efforts of \$12.7 million;

Partially offset by

lower service charges on deposit accounts by \$8.1 million, due to lower fees on transactional cash management services due to higher credits for compensating balances.

Higher operating expenses by \$66.7 million due to higher personnel costs by \$16.0 million due to higher salaries and incentives; higher equipment expense by \$4.3 million due to higher depreciation expense on daily rental auto units; higher professional service expenses by \$40.8 million due to higher legal expenses and advisory services; and a write-down of \$19.6 million related to capitalized software cost for abandoned project ; partially offset by lower OREO expenses by \$20.7 million due to lower write-downs on mortgage properties related to lower inflows and a \$7.6 million write-down on capitalized software costs recorded in 2017; and

A provision for income tax of \$105.0 million, excluding the net tax benefit of \$63.9 million related to the Termination Agreement and Tax Closing Agreement mentioned above recorded in the second quarter of 2018, an increase of \$48.0 million compared to the previous year due to higher taxable income.

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**Popular U.S.**

For the quarter ended September 30, 2018, the reportable segment of Popular U.S. reported a net income of \$22.1 million, compared with a net loss of \$6.1 million for the same quarter of the previous year. The factors that contributed to the variance in the financial results included the following:

Higher net interest income by \$4.7 million impacted by higher income from commercial and construction loans by \$11.8 million driven by loan portfolio growth and higher yields, partially offset by higher interest expense on deposits to fund loan growth by \$5.7 million.

For the third quarter of 2018, the net interest margin for the Popular U.S. segment was 3.50%, flat when compared with the same period in 2017;

Lower provision for loan losses by \$40.0 million, mostly related to lower impairments on the taxi medallion loan portfolio;

Higher operating expenses by \$2.4 million mainly due to higher personnel costs by \$3.8 million due to higher salaries and incentives and higher OREO expenses by \$1.0 million, partially offset by lower business promotion by \$1.5 million due to lower advertising, and lower other operating expenses by \$2.1 million, mainly related to legal contingency reserves; and

Income tax unfavorable variance of \$14.6 million primarily driven by higher taxable income.

Net income for the nine months ended September 30, 2018 amounted to \$52.9 million, compared to \$18.8 million for the same period of the previous year. The main factors that contributed to the variance in the financial results included the following:

Higher net interest income by \$18.4 million, mainly due to higher income from commercial and construction loans due to portfolio growth and the increase in interest rates, partially offset by higher costs of deposits; Net interest margin remained flat at 3.53%, compared to 3.52% for the same period of the previous year.

Lower provision for loan losses by \$30.1 million mainly related to the taxi medallion portfolio;

Higher operating expenses by \$11.6 million due mainly to higher personnel costs by \$3.7 million, higher professional services by \$2.0 million mainly due to higher regulatory related advisory services related and higher other operating expenses by \$4.4 million mainly related to losses on disposition of assets due to rebranding costs and higher write-downs of taxi medallion repossessed property; and

Higher provision for income tax by \$2.6 million due to higher taxable income.

## **FINANCIAL CONDITION ANALYSIS**

### **Assets**

The Corporation's total assets were \$47.9 billion at September 30, 2018, compared to \$44.3 billion at December 31, 2017. Refer to the Consolidated Statements of Financial Condition included in this report for additional information.

#### Money market investments, trading and investment securities

Money market investments totaled \$4.6 billion at September 30, 2018, compared to \$5.3 billion at December 31, 2017. The decrease was mainly at BPPR due to the cash consideration of \$1.8 billion paid in connection with the Reliable Transaction and purchases of U.S. Treasury securities.

Trading account debt securities amounted to \$38 million at September 30, 2018, compared to \$34 million at December 31, 2017. Refer to the Market Risk section of this MD&A for a table that provides a breakdown of the trading portfolio by security type.

Debt securities available-for-sale amounted to \$13.0 billion at September 30, 2018, compared to \$10.2 billion at December 31, 2017. The increase of \$2.8 billion was mainly at BPPR due to purchases of U.S. Treasury securities, partially offset by pay-downs of mortgage-backed securities, U.S. agencies and collateralized mortgage obligations. Refer to Note 6 to the Consolidated Financial Statements for additional information with respect to the Corporation's debt securities AFS.

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Refer to Table 5 for a breakdown of the Corporation's loan portfolio, the principal category of earning assets. Also, refer to Note 8 for detailed information about the Corporation's loan portfolio composition and loan purchases and sales.

Loans held-in-portfolio increased by \$1.7 billion to \$26.5 billion at September 30, 2018 due to \$1.8 billion in retail auto and commercial loans recognized as part of the Reliable Transaction and growth in commercial loans at PB by \$0.4 billion, partially offset by a reduction of \$0.6 billion in mortgage loans rebooked at BPPR which are subject to the GNMA repurchase option.

The loans held-for-sale portfolio decreased by \$81 million from December 31, 2017 due to a higher volume of securitization activity of mortgage loans held-for-sale at BPPR.

**Table 5 Loans Ending Balances**

| (In thousands)  | September 30, 2018 | December 31, 2017 | Variance     |
|---|--------------------|-------------------|--------------|
| Loans not covered under FDIC loss sharing agreements: |                    |                   |              |
| Commercial  | \$ 11,993,707      | \$ 11,488,861     | \$ 504,846   |
| Construction  | 943,365            | 880,029           | 63,336       |
| Legacy <sup>[1]</sup>                                 | 27,566             | 32,980            | (5,414)      |
| Lease financing                                       | 903,540            | 809,990           | 93,550       |
| Mortgage  | 7,304,170          | 7,270,407         | 33,763       |
| Consumer  | 5,339,820          | 3,810,527         | 1,529,293    |
| <br>  |                    |                   |              |
| Total non-covered loans held-in-portfolio             | 26,512,168         | 24,292,794        | 2,219,374    |
| <br>  |                    |                   |              |
| Loans covered under FDIC loss sharing agreements:     |                    |                   |              |
| Mortgage  |                    | 502,930           | (502,930)    |
| Consumer  |                    | 14,344            | (14,344)     |
| <br>  |                    |                   |              |
| Total covered loans held-in-portfolio                 |                    | 517,274           | (517,274)    |
| <br>  |                    |                   |              |
| Total loans held-in-portfolio                         | 26,512,168         | 24,810,068        | 1,702,100    |
| <br>  |                    |                   |              |
| Loans held-for-sale:                                  |                    |                   |              |
| Mortgage  | 51,742             | 132,395           | (80,653)     |
| <br>  |                    |                   |              |
| Total loans held-for-sale                             | 51,742             | 132,395           | (80,653)     |
| <br>  |                    |                   |              |
| Total loans   | \$ 26,563,910      | \$ 24,942,463     | \$ 1,621,447 |



[1] The legacy portfolio is comprised of commercial loans, construction loans and lease financings related to certain lending products exited by the Corporation as part of restructuring efforts carried out in prior years at the Popular U.S. segment.

FDIC loss share asset

The FDIC loss share asset of \$45 million was eliminated as a result of the Termination Agreement with the FDIC. Refer to Note 10 to the Consolidated Financial Statements for additional information on the Termination Agreement.

Other real estate owned

Other real estate owned ( OREO ) represents real estate property received in satisfaction of debt. At September 30, 2018, OREO decreased to \$134 million from \$189 million at December 31, 2017 mainly due to a decrease in residential properties at BPPR. Refer to Note 13 to the Consolidated Financial Statements for the activity in other real estate owned.

Accrued income receivable

Accrued income receivable decreased by \$50 million principally in consumer and mortgage loans due to collections and capitalizations of interest deferred as part of hurricane relief loan modification programs.

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Other assets decreased by \$90 million mainly due to a decline in guaranteed mortgage loan claims of \$146 million as a result of the foreclosure moratorium on FHA-insured mortgages and a decrease in prepaid taxes of \$134 million, partially offset by an increase in net deferred tax assets of \$109 million mostly associated to the income tax benefit of \$108.9 million recorded during the second quarter related to the Tax Closing Agreement entered into in connection with the FDIC Transaction described in Note 32 and an increase in trades receivable by \$50 million. Refer to Note 14 for a breakdown of the principal categories that comprise the caption of Other Assets in the Consolidated Statements of Financial Condition at September 30, 2018 and December 31, 2017.

Goodwill

Goodwill increased by \$60 million due to the goodwill recognized during the third quarter of 2018 as a result of the Reliable Transaction.

**Liabilities**

The Corporation's total liabilities were \$42.7 billion at September 30, 2018, compared to \$39.2 billion at December 31, 2017.

**Deposits and Borrowings**

The composition of the Corporation's financing sources to total assets at September 30, 2018 and December 31, 2017 is included in Table 6.

**Table 6 Financing to Total Assets**

| (In millions)                   | September 30, December 31 |          | % increase (decrease) | % of total assets |       |
|---------------------------------|---------------------------|----------|-----------------------|-------------------|-------|
|                                 | 2018                      | 2017     | from 2017 to 2018     | 2018              | 2017  |
| Non-interest bearing deposits   | \$ 8,804                  | \$ 8,491 | 3.7%                  | 18.4%             | 19.2% |
| Interest-bearing core deposits  | 26,273                    | 22,394   | 17.3                  | 54.8              | 50.6  |
| Other interest-bearing deposits | 4,572                     | 4,569    | 0.1                   | 9.5               | 10.3  |
| Repurchase agreements           | 300                       | 391      | (23.3)                | 0.6               | 0.9   |
| Other short-term borrowings     | 1                         | 96       | N.M.                  |                   | 0.2   |
| Notes payable                   | 1,745                     | 1,536    | 13.6                  | 3.7               | 3.5   |
| Other liabilities               | 980                       | 1,696    | (42.2)                | 2.1               | 3.8   |
| Stockholders' equity            | 5,244                     | 5,104    | 2.7                   | 10.9              | 11.5  |

N.M. Not meaningful.

Deposits

The Corporation's deposits totaled \$39.6 billion at September 30, 2018, compared to \$35.5 billion at December 31, 2017. The deposits increase of \$4.1 billion was mostly associated to an increase of \$2.9 billion in Puerto Rico public sector deposits, and an increase of \$0.7 billion in retail and commercial savings deposits at both Popular Bank and BPPR. Refer to Table 7 for a breakdown of the Corporation's deposits at September 30, 2018 and December 31, 2017.



**Table of Contents****Table 7 Deposits Ending Balances**

| (In thousands)  | September 30, 2018 | December 31, 2017 | Variance     |
|---|--------------------|-------------------|--------------|
| Demand deposits [1]                                   | \$ 16,120,156      | \$ 12,460,081     | \$ 3,660,075 |
| Savings, NOW and money market deposits (non-brokered) | 15,714,275         | 15,054,242        | 660,033      |
| Savings, NOW and money market deposits (brokered)     | 402,116            | 424,307           | (22,191)     |
| Time deposits (non-brokered)                          | 7,280,854          | 7,411,140         | (130,286)    |
| Time deposits (brokered CDs)                          | 131,426            | 103,738           | 27,688       |
| Total deposits  | \$ 39,648,827      | \$ 35,453,508     | \$ 4,195,319 |

[1] Includes interest and non-interest bearing demand deposits.

**Borrowings**

The Corporation's borrowings amounted to \$2.0 billion at September 30, 2018, an increase of \$22.5 million from December 31, 2017, mostly associated to the issuance of \$300 million in senior notes, partially offset by the repayment of \$55 million in junior subordinated debentures in connection with the redemption of the capital securities issued by BanPonce Trust I during the third quarter of 2018. This increase was offset by a reduction in assets sold under agreements to repurchase and other short-term borrowings. Refer to Note 17 to the Consolidated Financial Statements for detailed information on the Corporation's borrowings. Also, refer to the Liquidity section in this MD&A for additional information on the Corporation's funding sources.

**Other liabilities**

The Corporation's other liabilities amounted to \$1.0 billion at September 30, 2018, a decrease of \$0.7 billion when compared to December 31, 2017, due to a decrease in the liability for rebooked GNMA loans sold with an option to repurchase of \$0.6 billion and the elimination of the true-up payment obligation with the FDIC of \$0.2 billion as a result of the Termination Agreement with the FDIC.

**Stockholders' Equity**

Stockholders' equity totaled \$5.2 billion at September 30, 2018, an increase of \$140 million from \$5.1 billion at December 31, 2017, principally due to net income of \$511.8 million for the nine months ended September 30, 2018 and a cumulative effect of accounting change of \$1.9 million, partially offset by the recognition of \$102.0 million in treasury stock and \$23.0 million as a reduction to capital surplus as part of the \$125 million accelerated share repurchase transaction, higher unrealized losses on debt securities available-for-sale by \$188.1 million, declared dividends of \$76.2 million on common stock (\$0.25 per share) and \$2.8 million in dividends on preferred stock. Refer to the Consolidated Statements of Financial Condition, Comprehensive Income and of Changes in Stockholders' Equity for information on the composition of stockholders' equity.

**REGULATORY CAPITAL**

The Corporation, BPPR and PB are subject to regulatory capital requirements established by the Federal Reserve Board. The current risk-based capital standards applicable to the Corporation, BPPR and PB ( Basel III capital rules ), which have been effective since January 1, 2015, are based on the final capital framework for strengthening international capital standards, known as Basel III, of the Basel Committee on Banking Supervision. As of September 30, 2018, the Corporation s, BPPR s and PB s capital ratios continue to exceed the minimum requirements for being well-capitalized under the Basel III capital rules.

The risk-based capital ratios presented in Table 8, which include common equity tier 1, Tier 1 capital, total capital and leverage capital as of September 30, 2018 and December 31, 2017, are calculated based on the Basel III capital rules related to the measurement of capital, risk-weighted assets and average assets.

**Table 8 Capital Adequacy Data**

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| (Dollars in thousands)                                    | September 30, 2018   | December 31, 2017    |
|---|----------------------|----------------------|
| <b>Common equity tier 1 capital:</b>                      |                      |                      |
| Common stockholders equity GAAP basis                     | \$ 5,194,189         | \$ 5,053,745         |
| AOCI related adjustments due to opt-out election          | 487,187              | 307,618              |
| Goodwill, net of associated deferred tax liability (DTL)  | (612,722)            | (561,604)            |
| Intangible assets, net of associated DTLs                 | (29,186)             | (28,538)             |
| Deferred tax assets and other deductions                  | (586,808)            | (544,702)            |
| <b>Common equity tier 1 capital</b>                       | <b>\$ 4,452,660</b>  | <b>\$ 4,226,519</b>  |
| <b>Additional tier 1 capital:</b>                         |                      |                      |
| Preferred stock   | 50,160               | 50,160               |
| Other additional tier 1 capital deductions                | (50,160)             | (50,160)             |
| <b>Additional tier 1 capital</b>                          | <b>\$</b>            | <b>\$</b>            |
| <b>Tier 1 capital</b>                                     | <b>\$ 4,452,660</b>  | <b>\$ 4,226,519</b>  |
| <b>Tier 2 capital:</b>                                    |                      |                      |
| Trust preferred securities subject to phase in as tier 2  | 373,737              | 426,602              |
| Other inclusions (deductions), net                        | 351,915              | 332,144              |
| <b>Tier 2 capital</b>                                     | <b>\$ 725,652</b>    | <b>\$ 758,746</b>    |
| <b>Total risk-based capital</b>                           | <b>\$ 5,178,312</b>  | <b>\$ 4,985,265</b>  |
| Minimum total capital requirement to be well capitalized  | \$ 2,750,878         | \$ 2,593,570         |
| <b>Excess total capital over minimum well capitalized</b> | <b>\$ 2,427,434</b>  | <b>\$ 2,391,695</b>  |
| Total risk-weighted assets                                | \$ 27,508,780        | \$ 25,935,696        |
| <b>Total assets for leverage ratio</b>                    | <b>\$ 46,364,012</b> | <b>\$ 42,185,805</b> |
| <b>Risk-based capital ratios:</b>                         |                      |                      |
| Common equity tier 1 capital                              | 16.19%               | 16.30%               |
| Tier 1 capital  | 16.19                | 16.30                |
| Total capital   | 18.82                | 19.22                |
| Tier 1 leverage   | 9.60                 | 10.02                |

The Basel III capital rules provide that a depository institution will be deemed to be well capitalized if it maintains a leverage ratio of at least 5%, a common equity Tier 1 ratio of at least 6.5%, a Tier 1 capital ratio of at least 8% and a total risk-based ratio of at least 10%. Management has determined that as of September 30, 2018, the Corporation,

BPPR and PB continue to exceed the minimum requirements for being well-capitalized under the Basel III capital rules.

The decrease in the common equity tier I capital ratio, tier I capital ratio, total capital ratio, and leverage ratio as of September 30, 2018 as compared to December 31, 2017 was mainly attributed to higher risk weighted assets driven by the increase in auto loans from the Reliable acquisition and the accelerated share repurchase transaction, partially offset by the nine months period earnings.

*Non-GAAP financial measures*

The tangible common equity ratio, tangible assets and tangible book value per common share, which are presented in the table that follows, are non-GAAP measures. Management and many stock analysts use the tangible common equity ratio and tangible book value per common share in conjunction with more traditional bank capital ratios to compare the capital adequacy of banking organizations with significant amounts of goodwill or other intangible assets, typically stemming from the use of the purchase accounting method of accounting for mergers and acquisitions. Neither tangible common equity nor tangible assets or related measures should be considered in isolation or as a substitute for stockholders' equity, total assets or any other measure calculated in accordance with GAAP. Moreover, the manner in which the Corporation calculates its tangible common equity, tangible assets and any other related measures may differ from that of other companies reporting measures with similar names.

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Table 9 provides a reconciliation of total stockholders' equity to tangible common equity and total assets to tangible assets as of September 30, 2018, and December 31, 2017.

**Table 9 Reconciliation of Tangible Common Equity and Tangible Assets**

| (In thousands, except share or per share information) |                      |                      |
|---|----------------------|----------------------|
|   | September 30, 2018   | December 31, 2017    |
| Total stockholders' equity                            | \$ 5,244,349         | \$ 5,103,905         |
| Less: Preferred stock                                 | (50,160)             | (50,160)             |
| Less: Goodwill  | (687,536)            | (627,294)            |
| Less: Other intangibles                               | (29,186)             | (35,672)             |
| <b>Total tangible common equity</b>                   | <b>\$ 4,477,467</b>  | <b>\$ 4,390,779</b>  |
| <br>  |                      |                      |
| Total assets  | \$ 47,919,428        | \$ 44,277,337        |
| Less: Goodwill  | (687,536)            | (627,294)            |
| Less: Other intangibles                               | (29,186)             | (35,672)             |
| <b>Total tangible assets</b>                          | <b>\$ 47,202,706</b> | <b>\$ 43,614,371</b> |
| <br>  |                      |                      |
| Tangible common equity to tangible assets             | 9.49%                | 10.07%               |
| Common shares outstanding at end of period            | 100,336,341          | 102,068,981          |
| Tangible book value per common share                  | \$ 44.62             | \$ 43.02             |

**OFF-BALANCE SHEET ARRANGEMENTS AND OTHER COMMITMENTS**

In the ordinary course of business, the Corporation engages in financial transactions that are not recorded on the balance sheet, or may be recorded on the balance sheet in amounts that are different than the full contract or notional amount of the transaction. As a provider of financial services, the Corporation routinely enters into commitments with off-balance sheet risk to meet the financial needs of its customers. These commitments may include loan commitments and standby letters of credit. These commitments are subject to the same credit policies and approval process used for on-balance sheet instruments. These instruments involve, to varying degrees, elements of credit and interest rate risk in excess of the amount recognized in the statement of financial position. Other types of off-balance sheet arrangements that the Corporation enters in the ordinary course of business include derivatives, operating leases and provision of guarantees, indemnifications, and representation and warranties. Refer to Note 21 for a detailed discussion related to the Corporation's obligations under credit recourse and representation and warranties arrangements.

**Contractual Obligations and Commercial Commitments**

The Corporation has various financial obligations, including contractual obligations and commercial commitments, which require future cash payments on debt and lease agreements. Also, in the normal course of business, the Corporation enters into contractual arrangements whereby it commits to future purchases of products or services from third parties. Obligations that are legally binding agreements, whereby the Corporation agrees to purchase products or services with a specific minimum quantity defined at a fixed, minimum or variable price over a specified period of time, are defined as purchase obligations.



Purchase obligations include major legal and binding contractual obligations outstanding at September 30, 2018, primarily for services, equipment and real estate construction projects. Services include software licensing and maintenance, facilities maintenance, supplies purchasing, and other goods or services used in the operation of the business. Generally, these contracts are renewable or cancelable at least annually, although in some cases the Corporation has committed to contracts that may extend for several years to secure favorable pricing concessions. Purchase obligations amounted to \$355 million at September 30, 2018 of which approximately 27% mature in 2018, 37% in 2019, 17% in 2020 and 19% thereafter.

The Corporation also enters into derivative contracts under which it is required either to receive or pay cash, depending on changes in interest rates. These contracts are carried at fair value on the Consolidated Statement of Financial Condition with the fair value representing the net present value of the expected future cash receipts and payments based on market rates of interest as of the statement of condition date. The fair value of the contract changes daily as interest rates change. The Corporation may also be required to post additional collateral on margin calls on the derivatives and repurchase transactions.

Refer to Note 17 for a breakdown of long-term borrowings by maturity.

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The Corporation utilizes lending-related financial instruments in the normal course of business to accommodate the financial needs of its customers. The Corporation's exposure to credit losses in the event of nonperformance by the other party to the financial instrument for commitments to extend credit, standby letters of credit and commercial letters of credit is represented by the contractual notional amount of these instruments. The Corporation uses credit procedures and policies in making those commitments and conditional obligations as it does in extending loans to customers. Since many of the commitments may expire without being drawn upon, the total contractual amounts are not representative of the Corporation's actual future credit exposure or liquidity requirements for these commitments.

Table 10 presents the contractual amounts related to the Corporation's off-balance sheet lending and other activities at September 30, 2018.

**Table 10 Off-Balance Sheet Lending and Other Activities**

| (In thousands)                                  | 2018                | Amount of commitment Expiration Period |                      |                            | Total               |
|---|---------------------|--|----------------------|----------------------------|---------------------|
|   |                     | Years<br>2019 -<br>2020                | Years 2021 -<br>2022 | Years 2023 -<br>thereafter |                     |
| Commitments to extend credit                    | \$ 5,731,634        | \$ 1,506,846                           | \$ 153,033           | \$ 98,999                  | \$ 7,490,512        |
| Commercial letters of credit                    | 1,183               | 1,378                                  |                      |                            | 2,561               |
| Standby letters of credit                       | 7,670               | 22,366                                 |                      |                            | 30,036              |
| Commitments to originate or fund mortgage loans | 20,835              | 2,889                                  |                      |                            | 23,724              |
| <b>Total</b>                                    | <b>\$ 5,761,322</b> | <b>\$ 1,533,479</b>                    | <b>\$ 153,033</b>    | <b>\$ 98,999</b>           | <b>\$ 7,546,833</b> |

At September 30, 2018 and December 31, 2017, the Corporation maintained a reserve of approximately \$8 million and \$10 million, respectively, for probable losses associated with unfunded loan commitments related to commercial and consumer lines of credit. The estimated reserve is principally based on the expected draws on these facilities using historical trends and the application of the corresponding reserve factors determined under the Corporation's allowance for loan losses methodology. This reserve for unfunded loan commitments remains separate and distinct from the allowance for loan losses and is reported as part of other liabilities in the consolidated statement of financial condition.

Refer to Note 22 to the Consolidated Financial Statements for additional information on credit commitments and contingencies.

**RISK MANAGEMENT****Market / Interest Rate Risk**

The financial results and capital levels of the Corporation are constantly exposed to market, interest rate and liquidity risks.

Market risk refers to the risk of a reduction in the Corporation's capital due to changes in the market valuation of its assets and/or liabilities.

Most of the assets subject to market valuation risk are securities in the debt securities portfolio classified as available-for-sale. Refer to Notes 6 and 7 for further information on the debt securities available for sale and held to maturity portfolio. Debt securities classified as available-for-sale amounted to \$13.0 billion as of September 30, 2018. Other assets subject to market risk include loans held-for-sale, which amounted to \$52 million, mortgage servicing rights ( MSRs ) which amounted to \$163 million and securities classified as trading , which amounted to \$38 million, as of September 30, 2018.

Management believes that market risk is currently not a material source of risk at the Corporation.

Interest Rate Risk ( IRR )

The Corporation's net interest income is subject to various categories of interest rate risk, including repricing, basis, yield curve and option risks. In managing interest rate risk, management may alter the mix of floating and fixed rate assets and liabilities, change pricing schedules, adjust maturities through sales and purchases of investment securities, and enter into derivative contracts, among other alternatives.

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Interest rate risk management is an active process that encompasses monitoring loan and deposit flows complemented by investment and funding activities. Effective management of interest rate risk begins with understanding the dynamic characteristics of assets and liabilities and determining the appropriate rate risk position given line of business forecasts, management objectives, market expectations and policy constraints.

Management utilizes various tools to assess IRR, including Net Interest Income ( NII ) simulation modeling, static gap analysis, and Economic Value of Equity (EVE). The three methodologies complement each other and are used jointly in the evaluation of the Corporation's IRR. NII simulation modeling is prepared for a five-year period, which in conjunction with the EVE analysis, provides management a better view of long-term IRR.

Net interest income simulation analysis performed by legal entity and on a consolidated basis is a tool used by the Corporation in estimating the potential change in net interest income resulting from hypothetical changes in interest rates. Sensitivity analysis is calculated using a simulation model which incorporates actual balance sheet figures detailed by maturity and interest yields or costs.

Management assesses interest rate risk by comparing various NII simulations under different interest rate scenarios that differ in direction of interest rate changes, the degree of change and the projected shape of the yield curve. For example, the types of rate scenarios processed during the quarter include flat rates, implied forwards, parallel and non-parallel rate shocks. Management also performs analyses to isolate and measure basis and prepayment risk exposures.

The asset and liability management group performs validation procedures on various assumptions used as part of the simulation analyses as well as validations of results on a monthly basis. In addition, the model and processes used to assess IRR are subject to independent validations according to the guidelines established in the Model Governance and Validation policy.

The Corporation processes NII simulations under interest rate scenarios in which the yield curve is assumed to rise and decline by the same amount (parallel shifts). The rate scenarios considered in these market risk simulations reflect parallel changes of -200, +200 and +400 basis points during the succeeding twelve-month period. Simulation analyses are based on many assumptions, including relative levels of market interest rates across all yield curve points and indexes, interest rate spreads, loan prepayments and deposit elasticity. Thus, they should not be relied upon as indicative of actual results. Further, the estimates do not contemplate actions that management could take to respond to changes in interest rates. By their nature, these forward-looking computations are only estimates and may be different from what may actually occur in the future. The following table presents the results of the simulations at September 30, 2018 and December 31, 2017, assuming a static balance sheet and parallel changes over flat spot rates over a one-year time horizon:

**Table 11 Net Interest Income Sensitivity (One Year Projection)**

| (Dollars in thousands)                | September 30, 2018 |                       | December 31, 2017 |                       |
|---------------------------------------|--------------------|-----------------------|-------------------|-----------------------|
|                                       | Amount             | Change Percent Change | Amount            | Change Percent Change |
| <b><u>Change in interest rate</u></b> |                    |                       |                   |                       |
| +400 basis points                     | \$ 174,738         | 9.42%                 | \$ 227,970        | 14.26%                |
| +200 basis points                     | 88,492             | 4.77                  | 114,943           | 7.19                  |
| -200 basis points                     | (195,892)          | (10.56)               | (176,095)         | (11.01)               |

The results of the NII simulations at December 31, 2017 in the table above have been adjusted from those reported in the Corporation's Form 10-K to align the assumptions used with respect to interest rates on non-maturity public funds deposits to contractual terms of their related depository agreements. Previously, in the Corporation's Form 10-K the assumptions with respect to such deposits had been based on the historical behavior of commercial and public deposits in the aggregate and did not consider the fact that contracts governing such non-maturity public deposits contained provisions that require BPPR, in certain circumstances, to make adjustments to the interest rate payable on such deposits based upon changes in market interest rates. Although as a result of such adjustment the magnitude of the Corporation's sensitivity to increases in interest rates became lower at December 31, 2017, the Corporation remained in an asset sensitive position due mainly to, among other reasons: (i) a high level of money market investments that are highly sensitive to changes in interest rates, (ii) approximately 34% of the Corporation's loan portfolio was comprised of Prime and Libor-based loans at December 31, 2017 and (iii) low elasticity of the Corporation's core deposit base.

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At September 30, 2018, the simulations showed that the Corporation maintains an asset-sensitive position. The overall decrease in sensitivity from December 31, 2017 in the -200, +200 and +400 scenarios is mainly driven by a larger net interest income base due to increases in consumer loans, commercial loans and investment securities. These effects were partially offset by increases in interest bearing non-maturity deposits, including more elastic public sector deposits, which are more sensitive to increases in market rates.

The Corporation's loan and investment portfolios are subject to prepayment risk, which results from the ability of a third-party to repay debt obligations prior to maturity. Prepayment risk also could have a significant impact on the duration of mortgage-backed securities and collateralized mortgage obligations, since prepayments could shorten (or lower prepayments could extend) the weighted average life of these portfolios.

***Trading***

The Corporation engages in trading activities in the ordinary course of business at its subsidiaries, BPPR and Popular Securities. Popular Securities' trading activities consist primarily of market-making activities to meet expected customers' needs related to its retail brokerage business, and purchases and sales of U.S. Government and government sponsored securities with the objective of realizing gains from expected short-term price movements. BPPR's trading activities consist primarily of holding U.S. Government sponsored mortgage-backed securities classified as trading and hedging the related market risk with TBA (to-be-announced) market transactions. The objective is to derive spread income from the portfolio and not to benefit from short-term market movements. In addition, BPPR uses forward contracts or TBAs to hedge its securitization pipeline. Risks related to variations in interest rates and market volatility are hedged with TBAs that have characteristics similar to that of the forecasted security and its conversion timeline.

At September 30, 2018, the Corporation held trading securities with a fair value of \$38 million, representing approximately 0.1% of the Corporation's total assets, compared with \$34 million and 0.1%, respectively, at December 31, 2017. As shown in Table 12, the trading portfolio consists principally of mortgage-backed securities which at September 30, 2018 were investment grade securities. As of September 30, 2018, the trading portfolio also included \$5 million in U.S. Treasury securities and \$0.1 million in Puerto Rico government obligations (\$0.3 million and \$0.2 million as of December 31, 2017, respectively). Trading instruments are recognized at fair value, with changes resulting from fluctuations in market prices, interest rates or exchange rates reported in current period earnings. The Corporation recognized a net trading account loss of \$122 thousand for the quarter ended September 30, 2018 and a net trading account gain of \$253 thousand for the quarter ended September 30, 2017.

**Table 12 Trading Portfolio**

| (Dollars in thousands)              | September 30, 2018 |                                       | December 31, 2017 |                                       |
|-------------------------------------|--------------------|---------------------------------------|-------------------|---------------------------------------|
|                                     | Amount             | Weighted Average Yield <sup>[1]</sup> | Amount            | Weighted Average Yield <sup>[1]</sup> |
| Mortgage-backed securities          | \$ 28,237          | 5.37%                                 | \$ 29,280         | 5.40%                                 |
| U.S. Treasury securities            | 5,183              | 1.23                                  | 261               | 1.31                                  |
| Collateralized mortgage obligations | 692                | 5.64                                  | 529               | 5.74                                  |
| Puerto Rico government obligations  | 143                | 0.26                                  | 159               | 0.28                                  |
| Interest-only strips                | 498                | 11.95                                 | 529               | 12.58                                 |
| Other <sup>[2]</sup>                | 2,978              | 3.19                                  | 3,168             | 2.43                                  |

|       |           |       |           |       |
|-------|-----------|-------|-----------|-------|
| Total | \$ 37,731 | 4.70% | \$ 33,926 | 5.18% |
|-------|-----------|-------|-----------|-------|

[1] Not on a taxable equivalent basis.

[2] Includes trading derivatives at December 31, 2017.

The Corporation's trading activities are limited by internal policies. For each of the two subsidiaries, the market risk assumed under trading activities is measured by the 5-day net value-at-risk ( VAR ), with a confidence level of 99%. The VAR measures the maximum estimated loss that may occur over a 5-day holding period, given a 99% probability.

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The Corporation's trading portfolio had a 5-day VAR of approximately \$0.2 million for the last week in September 2018. There are numerous assumptions and estimates associated with VAR modeling, and actual results could differ from these assumptions and estimates. Backtesting is performed to compare actual results against maximum estimated losses, in order to evaluate model and assumptions accuracy.

In the opinion of management, the size and composition of the trading portfolio does not represent a significant source of market risk for the Corporation.

## ***FAIR VALUE MEASUREMENT OF FINANCIAL INSTRUMENTS***

The Corporation currently measures at fair value on a recurring basis its trading debt securities, debt securities available-for-sale, certain equity securities, derivatives, mortgage servicing rights and contingent consideration. Occasionally, the Corporation may be required to record at fair value other assets on a nonrecurring basis, such as loans held-for-sale, impaired loans held-in-portfolio that are collateral dependent and certain other assets. These nonrecurring fair value adjustments typically result from the application of lower of cost or fair value accounting or write-downs of individual assets.

The Corporation categorizes its assets and liabilities measured at fair value under the three-level hierarchy. The level within the hierarchy is based on whether the inputs to the valuation methodology used for fair value measurement are observable.

Refer to Note 25 to the Consolidated Financial Statements for information on the Corporation's fair value measurement required by the applicable accounting standard.

A description of the Corporation's valuation methodologies used for the assets and liabilities measured at fair value is included in Note 31 to the Consolidated Financial Statements in the 2017 Form 10-K. Also, refer to the Critical Accounting Policies / Estimates in the 2017 Form 10-K for additional information on the accounting guidance and the Corporation's policies or procedures related to fair value measurements.

## **Liquidity**

The objective of effective liquidity management is to ensure that the Corporation has sufficient liquidity to meet all of its financial obligations, finance expected future growth and maintain a reasonable safety margin for cash commitments under both normal and stressed market conditions. The Board is responsible for establishing the Corporation's tolerance for liquidity risk, including approving relevant risk limits and policies. The Board has delegated the monitoring of these risks to the RMC and the ALCO. The management of liquidity risk, on a long-term and day-to-day basis, is the responsibility of the Corporate Treasury Division. The Corporation's Corporate Treasurer is responsible for implementing the policies and procedures approved by the Board and for monitoring the Corporation's liquidity position on an ongoing basis. Also, the Corporate Treasury Division coordinates corporate wide liquidity management strategies and activities with the reportable segments, oversees policy breaches and manages the escalation process. The Financial and Operational Risk Management Division is responsible for the independent monitoring and reporting of adherence with established policies.

An institution's liquidity may be pressured if, for example, its credit rating is downgraded, it experiences a sudden and unexpected substantial cash outflow, or some other event causes counterparties to avoid exposure to the institution. Factors that the Corporation does not control, such as the economic outlook, adverse ratings of its principal markets and regulatory changes, could also affect its ability to obtain funding.



Liquidity is managed by the Corporation at the level of the holding companies that own the banking and non-banking subsidiaries. It is also managed at the level of the banking and non-banking subsidiaries. The Corporation has adopted policies and limits to monitor more effectively the Corporation's liquidity position and that of the banking subsidiaries. Additionally, contingency funding plans are used to model various stress events of different magnitudes and affecting different time horizons that assist management in evaluating the size of the liquidity buffers needed if those stress events occur. However, such models may not predict accurately how the market and customers might react to every event, and are dependent on many assumptions.

Deposits, including customer deposits, brokered deposits and public funds deposits, continue to be the most significant source of funds for the Corporation, funding 83% of the Corporation's total assets at September 30, 2018 and 80% at December 31, 2017. The ratio of total ending loans to deposits was 67% at September 30, 2018, compared to 70% at December 31, 2017. In addition to traditional deposits, the Corporation maintains borrowing arrangements, which amounted to approximately \$2.0 billion at September 30, 2018. A detailed description of the Corporation's borrowings, including their terms, is included in Note 17 to the Consolidated Financial Statements. Also, the Consolidated Statements of Cash Flows in the accompanying Consolidated Financial Statements provide information on the Corporation's cash inflows and outflows.

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As previously mentioned, during the third quarter of 2018, the Corporation executed several actions corresponding to its capital and liquidity strategic plans. These include the redemption by Popular North America of all outstanding 8.327% Capital Securities, Series A issued by BanPonce Trust I, which had an aggregate liquidation amount of \$52.9 million; entering into an accelerated share repurchase plan of \$125 million; and the issuance of \$300 million of 6.125% Senior Notes due 2023, the proceeds of which, along with cash-on-hand, were used to redeem \$450 million of 7% Senior Notes due 2019, on October 15, 2018. Refer to additional details of these transactions in the Overview section of this MD&A and to Notes 17, Borrowings, and 19, Stockholder's Equity, to the accompanying financial statements.

The following sections provide further information on the Corporation's major funding activities and needs, as well as the risks involved in these activities. Note 17 to the Consolidated Financial Statements provides consolidating statements of condition, of operations and of cash flows which separately presents the Corporation's bank holding companies and its subsidiaries as part of the "All other subsidiaries and eliminations" column.

**Banking Subsidiaries**

Primary sources of funding for the Corporation's banking subsidiaries (BPPR and PB), or the banking subsidiaries, include retail and commercial deposits, brokered deposits, unpledged investment securities, mortgage loan securitization, and, to a lesser extent, loan sales. In addition, the Corporation maintains borrowing facilities with the FHLB and at the discount window of the Federal Reserve Board (the "FRB"), and has a considerable amount of collateral pledged that can be used to quickly raise funds under these facilities.

Refer to Note 17 to the Consolidated Financial Statements, for additional information of the Corporation's borrowing facilities available through its banking subsidiaries.

The principal uses of funds for the banking subsidiaries include loan originations, investment portfolio purchases, loan purchases and repurchases, repayment of outstanding obligations (including deposits), and operational expenses. Also, the banking subsidiaries assume liquidity risk related to collateral posting requirements for certain activities mainly in connection with contractual commitments, recourse provisions, servicing advances, derivatives, credit card licensing agreements and support to several mutual funds administered by BPPR.

The banking subsidiaries maintain sufficient funding capacity to address large increases in funding requirements such as deposit outflows. The Corporation has established liquidity guidelines that require the banking subsidiaries to have sufficient liquidity to cover all short-term borrowings and a portion of deposits.

The Corporation's ability to compete successfully in the marketplace for deposits, excluding brokered deposits, depends on various factors, including pricing, service, convenience and financial stability as reflected by operating results, credit ratings (by nationally recognized credit rating agencies), and importantly, FDIC deposit insurance. Although a downgrade in the credit ratings of the Corporation's banking subsidiaries may impact their ability to raise retail and commercial deposits or the rate that it is required to pay on such deposits, management does not believe that the impact should be material. Deposits at all of the Corporation's banking subsidiaries are federally insured (subject to FDIC limits) and this is expected to mitigate the potential effect of a downgrade in the credit ratings.

Deposits are a key source of funding as they tend to be less volatile than institutional borrowings and their cost is less sensitive to changes in market rates. Refer to Table 7 for a breakdown of deposits by major types. Core deposits are generated from a large base of consumer, corporate and institutional customers. Core deposits include all non-interest bearing deposits, savings deposits and certificates of deposit under \$100,000, excluding brokered deposits with denominations under \$100,000. Core deposits have historically provided the Corporation with a sizable source of

relatively stable and low-cost funds. Core deposits totaled \$ 35.1 billion, or 88% of total deposits, at September 30, 2018, compared with \$30.9 billion, or 87% of total deposits, at December 31, 2017. Core deposits financed 79% of the Corporation's earning assets at September 30, 2018, compared with 76% at December 31, 2017.

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The distribution by maturity of certificates of deposits with denominations of \$100,000 and over at September 30, 2018 is presented in the table that follows:

**Table 13 Distribution by Maturity of Certificate of Deposits of \$100,000 and Over**

|                  |                     |
|------------------|---------------------|
| (In thousands)   |                     |
| 3 months or less | \$ 1,269,624        |
| 3 to 6 months    | 397,705             |
| 6 to 12 months   | 680,958             |
| Over 12 months   | 1,717,789           |
| <b>Total</b>     | <b>\$ 4,066,076</b> |

The Corporation had \$ 0.5 billion in brokered deposits at September 30, 2018 and December 31, 2017, which financed approximately 1%, of its total assets. In the event that any of the Corporation's banking subsidiaries' regulatory capital ratios fall below those required by a well-capitalized institution or are subject to capital restrictions by the regulators, that banking subsidiary faces the risk of not being able to raise or maintain brokered deposits and faces limitations on the rate paid on deposits, which may hinder the Corporation's ability to effectively compete in its retail markets and could affect its deposit raising efforts.

At September 30, 2018, management believes that the banking subsidiaries had sufficient current and projected liquidity sources to meet their anticipated cash flow obligations, as well as special needs and off-balance sheet commitments, in the ordinary course of business and have sufficient liquidity resources to address a stress event. Although the banking subsidiaries have historically been able to replace maturing deposits and advances, no assurance can be given that they would be able to replace those funds in the future if the Corporation's financial condition or general market conditions were to deteriorate. The Corporation's financial flexibility will be severely constrained if its banking subsidiaries are unable to maintain access to funding or if adequate financing is not available to accommodate future financing needs at acceptable interest rates. The banking subsidiaries also are required to deposit cash or qualifying securities to meet margin requirements. To the extent that the value of securities previously pledged as collateral declines because of market changes, the Corporation will be required to deposit additional cash or securities to meet its margin requirements, thereby adversely affecting its liquidity. Finally, if management is required to rely more heavily on more expensive funding sources to meet its future growth, revenues may not increase proportionately to cover costs. In this case, profitability would be adversely affected.

**Bank Holding Companies**

The principal sources of funding for the bank holding companies (the "BHCs"), which are Popular, Inc. (holding company only) ("PIHC") and PNA, include cash on hand, investment securities, dividends received from banking and non-banking subsidiaries (subject to regulatory limits and authorizations) asset sales, credit facilities available from affiliate banking subsidiaries and proceeds from potential securities offerings.

The principal use of these funds includes the repayment of debt, and interest payments to holders of senior debt and junior subordinated deferrable interest (related to trust preferred securities) and capitalizing its banking subsidiaries.

The BHCs have in the past borrowed in the money markets and in the corporate debt market primarily to finance their non-banking subsidiaries, however, the cash needs of the Corporation's non-banking subsidiaries other than to repay

indebtedness and interest are now minimal. These sources of funding have become more costly due to the reductions in the Corporation's credit ratings. The Corporation's principal credit ratings are below investment grade, which affects the Corporation's ability to raise funds in the capital markets. The Corporation has an automatic shelf registration statement filed and effective with the Securities and Exchange Commission, which permits the Corporation to issue an unspecified amount of debt or equity securities.

The outstanding balance of notes payable at the BHC's amounted to \$1.1 billion at September 30, 2018, compared with \$886 million at December 31, 2017. The increase is related to the issuance of \$300 million in senior notes, partially offset by repayment of \$55 million of junior subordinated debentures in connection with the redemption of the capital securities issued by BanPonce Trust I, as mentioned above.

The contractual maturities of the BHC's notes payable at September 30, 2018 are presented in Table 14.

**Table of Contents****Table 14 Distribution of BHC s Notes Payable by Contractual Maturity**

| Year         | (In thousands)      |
|--------------|---------------------|
| 2018         | \$                  |
| 2019         | 448,436             |
| 2020         |                     |
| 2021         |                     |
| 2022         |                     |
| Later years  | 678,592             |
| <b>Total</b> | <b>\$ 1,127,028</b> |

On October 15, 2018, the Corporation redeemed the outstanding senior notes due on 2019.

The BHCs liquidity position continues to be adequate with sufficient cash on hand, investments and other sources of liquidity which are expected to be enough to meet all BHCs obligations during the foreseeable future.

**Non-banking subsidiaries**

The principal sources of funding for the non-banking subsidiaries include internally generated cash flows from operations, loan sales, repurchase agreements, capital injection and borrowed funds from their direct parent companies or the holding companies. The principal uses of funds for the non-banking subsidiaries include repayment of maturing debt, operational expenses and payment of dividends to the BHCs. The liquidity needs of the non-banking subsidiaries are minimal since most of them are funded internally from operating cash flows or from intercompany borrowings from their holding companies, BPPR or PB.

**Dividends**

During the nine months ended September 30, 2018, the Corporation declared quarterly dividends on its outstanding common stock of \$0.25 per share, for a total of \$ 76.2 million. The dividends for the Corporation s Series A and Series B preferred stock amounted to \$ 2.8 million. PIHC received dividends amounting to \$396 million from BPPR, \$13 million from PNA and \$6 million in dividends from its non-banking subsidiaries. A portion of these dividends was used by Popular, Inc. for the payments of the cash dividends on its outstanding common stock.

**Other Funding Sources and Capital**

The debt securities portfolio provides an additional source of liquidity, which may be realized through either securities sales or repurchase agreements. The Corporation s debt securities portfolio consists primarily of liquid U.S. government investment securities, sponsored U.S. agency securities, government sponsored mortgage-backed securities, and collateralized mortgage obligations that can be used to raise funds in the repo markets. The availability of the repurchase agreement would be subject to having sufficient unpledged collateral available at the time the transactions are to be consummated, in addition to overall liquidity and risk appetite of the various counterparties. The Corporation s unpledged debt securities, amounted to \$4.3 billion at September 30, 2018 and \$3.2 billion at December 31, 2017. A substantial portion of these debt securities could be used to raise financing quickly in the U.S. money markets or from secured lending sources.

Additional liquidity may be provided through loan maturities, prepayments and sales. The loan portfolio can also be used to obtain funding in the capital markets. In particular, mortgage loans and some types of consumer loans, have secondary markets which the Corporation could use.

*Risks to Liquidity*

Total lines of credit outstanding are not necessarily a measure of the total credit available on a continuing basis. Some of these lines could be subject to collateral requirements, standards of creditworthiness, leverage ratios and other regulatory requirements, among other factors. Derivatives, such as those embedded in long-term repurchase transactions or interest rate swaps, and off-balance sheet exposures, such as recourse, performance bonds or credit card arrangements, are subject to collateral requirements. As their fair value increases, the collateral requirements may increase, thereby reducing the balance of unpledged securities.

The importance of the Puerto Rico market for the Corporation is an additional risk factor that could affect its financing activities. In the case of a deterioration in economic and fiscal conditions in Puerto Rico, the credit quality of the Corporation could be affected and result in higher credit costs. The Puerto Rico economy continues to face various challenges, including significant pressures in some sectors of the residential real estate market and the impact of two major hurricanes in September 2017. Refer to the Geographic and Government Risk section of this MD&A for some highlights on the current status of the Puerto Rico economy and the ongoing fiscal crisis.

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Factors that the Corporation does not control, such as the economic outlook and credit ratings of its principal markets and regulatory changes, could also affect its ability to obtain funding. In order to prepare for the possibility of such scenario, management has adopted contingency plans for raising financing under stress scenarios when important sources of funds that are usually fully available are temporarily unavailable. These plans call for using alternate funding mechanisms, such as the pledging of certain asset classes and accessing secured credit lines and loan facilities put in place with the FHLB and the FRB.

The credit ratings of Popular's debt obligations are a relevant factor for liquidity because they impact the Corporation's ability to borrow in the capital markets, its cost and access to funding sources. Credit ratings are based on the financial strength, credit quality and concentrations in the loan portfolio, the level and volatility of earnings, capital adequacy, the quality of management, geographic concentration in Puerto Rico, the liquidity of the balance sheet, the availability of a significant base of core retail and commercial deposits, and the Corporation's ability to access a broad array of wholesale funding sources, among other factors.

The Corporation's banking subsidiaries have historically not used unsecured capital market borrowings to finance its operations, and therefore are less sensitive to the level and changes in the Corporation's overall credit ratings.

### **Obligations Subject to Rating Triggers or Collateral Requirements**

The Corporation's banking subsidiaries currently do not use borrowings that are rated by the major rating agencies, as these banking subsidiaries are funded primarily with deposits and secured borrowings. The banking subsidiaries had \$12 million in deposits at September 30, 2018 that are subject to rating triggers.

In addition, certain mortgage servicing and custodial agreements that BPPR has with third parties include rating covenants. In the event of a credit rating downgrade, the third parties have the right to require the institution to engage a substitute cash custodian for escrow deposits and/or increase collateral levels securing the recourse obligations. Also, as discussed in Note 21 to the Consolidated Financial Statements, the Corporation services residential mortgage loans subject to credit recourse provisions. Certain contractual agreements require the Corporation to post collateral to secure such recourse obligations if the institution's required credit ratings are not maintained. Collateral pledged by the Corporation to secure recourse obligations amounted to approximately \$61 million at September 30, 2018. The Corporation could be required to post additional collateral under the agreements. Management expects that it would be able to meet additional collateral requirements if and when needed. The requirements to post collateral under certain agreements or the loss of escrow deposits could reduce the Corporation's liquidity resources and impact its operating results.

## **Credit Risk**

### ***Geographic and Government Risk***

The Corporation is exposed to geographic and government risk. The Corporation's assets and revenue composition by geographical area and by business segment reporting are presented in Note 34 to the Consolidated Financial Statements.

### **Commonwealth of Puerto Rico**

A significant portion of our financial activities and credit exposure is concentrated in the Commonwealth of Puerto Rico (the "Commonwealth" or "Puerto Rico"), which continues to be in a severe economic and fiscal crisis.



## Economic Performance

The Commonwealth's economy entered a recession in the fourth quarter of fiscal year 2006, and the Commonwealth's gross national product (GNP) has contracted (in real terms) every fiscal year between 2007 and 2017, with the exception of fiscal year 2012. Pursuant to the latest Puerto Rico Planning Board (the Planning Board) estimates, published in January 2018, the Commonwealth's real GNP for fiscal years 2016 and 2017 decreased by 1.3% and 2.4%, respectively. The Planning Board's GNP forecast for fiscal year 2018, which was released in April 2017 and has not been revised, projects a contraction of 1.5%. This analysis does not account for the impact of hurricanes Irma and María in September 2017, which is expected to have a materially adverse effect on the Commonwealth's GNP in fiscal year 2018. Considering the adverse economic impact of the hurricanes and the offsetting effect of certain measures and reforms, proposed by the Oversight Board (as hereinafter defined) as well as of significant amounts of disaster relief funding, the Revised Commonwealth Fiscal Plan (as hereinafter defined) estimates an 8.0% contraction in real GNP in fiscal year 2018. For additional information regarding the economic projections of the Revised Commonwealth Fiscal Plan, see Fiscal Plans, *Commonwealth Fiscal Plan*, below.

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**Table of Contents****Fiscal Crisis**

The Commonwealth is in the midst of a profound fiscal crisis affecting the central government and many of its instrumentalities, public corporations and municipalities. The fiscal crisis is primarily the result of continuing economic contraction, persistent and significant budget deficits, a high debt burden, unfunded legacy obligations, and lack of access to the capital markets, among other factors. As a result of the crisis, the Commonwealth and certain of its instrumentalities have been unable to make debt service payments on their outstanding bonds and notes since 2016. The escalating fiscal and economic crisis and the imminent widespread defaults prompted the U.S. Congress to enact the Puerto Rico Oversight, Management, and Economic Stability Act ( PROMESA ) in June 2016, which, as further discussed below, established two mechanisms for the restructuring of the obligations of the Commonwealth, its public corporations, instrumentalities and municipalities. The Commonwealth and several of its instrumentalities are currently in the process of restructuring their debts through such mechanisms.

**PROMESA**

PROMESA created a seven-member federally-appointed oversight board (the Oversight Board ) with ample powers over the fiscal and economic affairs of the Commonwealth, its public corporations, instrumentalities, and municipalities. Pursuant to PROMESA, the Oversight Board will remain in place until market access is restored and balanced budgets, in accordance with modified accrual accounting, are produced for at least four consecutive years.

The Oversight Board has designated the Commonwealth and all of its public corporations and instrumentalities as covered entities under PROMESA. None of the Commonwealth's municipalities have been designated as covered entities as of the date of this report but may be designated as such in the future. Covered entities are required to submit their annual budgets and, if the Oversight Board so requests, their fiscal plans, to the Oversight Board for its review and approval. They are also required to seek Oversight Board approval to issue, guarantee or modify their debts and to enter into contracts with an aggregate value of \$10 million or more. Finally, covered entities are also potentially eligible to avail themselves of the restructuring processes provided by PROMESA. One of such restructuring processes, Title VI, is a largely out-of-court process through which a government entity and its financial creditors can agree on terms to restructure such entity's debt. If a supermajority of creditors of a certain category agrees, that agreement can bind all other creditors in such category. The other one, Title III, draws on the federal bankruptcy code and provides a court-supervised process for a comprehensive restructuring led by the Oversight Board. Access to either of these procedures is dependent on compliance with certain requirements established in PROMESA, including the approval of the Oversight Board.

**Fiscal Plans**

*Commonwealth Fiscal Plan.* The Oversight Board has certified several versions of fiscal plans for the Commonwealth since 2017. The most recent fiscal plan for the Commonwealth certified by the Oversight Board is dated as of October 23, 2018 (the Revised Commonwealth Fiscal Plan ). The Revised Commonwealth Fiscal Plan estimates a 16.1% contraction in real GNP in fiscal year 2018, without accounting for the impact of disaster relief funding or the measures and structural reforms contemplated by the plan. Taking into account such factors, the Revised Commonwealth Fiscal Plan estimates an 8.0% contraction in real GNP in fiscal year 2018. It also projects that disaster relief spending will have a short-term stimulative effect on the economy, which, combined with the estimated effects of the proposed fiscal measures and structural reforms, will result in variable GNP growth from fiscal years 2019 through 2022, followed by GNP contraction in fiscal year 2023 as disaster relief funding drops off considerably. The Commonwealth's population is estimated to steadily decline at an average rate of 1.12% from fiscal years 2019 through 2023, reaching an approximately 1% annual decline in the long-term.

Before accounting for the impact of the measures and structural reforms contemplated therein, the Revised Commonwealth Fiscal Plan projects a pre-contractual debt service surplus in fiscal years 2018 through 2020. This surplus is not projected to continue after fiscal year 2020, as federal disaster relief funding slows down. The Revised Commonwealth Fiscal Plan projects that, without major Government action, the Commonwealth would suffer an annual primary deficit starting in fiscal year 2021. After the application of the fiscal measures and structural reforms contemplated therein, the Revised Commonwealth Fiscal Plan projects a pre-contractual debt service surplus of approximately \$17 billion from fiscal years 2018 through 2023. However, after the payment of contractual debt service, the surplus projected for such period drops significantly and annual deficits begin in fiscal year 2027. Moreover, even after

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the implementation of the fiscal measures and structural reforms contemplated by the plan and before contractual debt service, the Revised Commonwealth Fiscal Plan projects an annual deficit starting in fiscal year 2034. Based on such long-term projections, the Revised Commonwealth Fiscal Plan concludes that the Commonwealth cannot afford to meet all of its contractual debt obligations.

The Revised Commonwealth Fiscal Plan does not contemplate a restructuring of the debt of the Commonwealth's municipalities. It does, however, contemplate the gradual reduction and the ultimate elimination of budgetary subsidies provided by the Commonwealth to municipalities, which constitute a material portion of the operating revenues of certain municipalities. Commonwealth appropriations to municipalities were reduced by \$150 million in fiscal year 2018 and by an additional \$45 million in 2019 (from approximately \$370 million in fiscal year 2017 to approximately \$220 million in fiscal year 2018 and approximately \$175 million in fiscal year 2019). The Revised Commonwealth Fiscal Plan provides for additional reductions in such appropriations every fiscal year, holding appropriations constant at approximately 45-50% of current levels starting in fiscal year 2022, before ultimately phasing out all subsidies in fiscal year 2024.

*Other Fiscal Plans.* Pursuant to PROMESA, in 2017, the Oversight Board also requested and certified fiscal plans for several public corporations and instrumentalities. However, following the hurricanes, the Oversight Board requested that the government submit new fiscal plans for such entities. The Oversight Board certified revised fiscal plans for said entities in 2018, which conclude that such entities cannot afford to meet all of their contractual obligations.

The certified fiscal plan for the Puerto Rico Electric Power Authority (PREPA), Puerto Rico's electric power utility, assumes changes to the treatment of the municipal contribution in lieu of taxes, which could result in increased electricity expenses for municipalities.

The certified fiscal plan for Government Development Bank for Puerto Rico (GDB) contemplates the wind-down of GDB and the distribution of the cash flows of GDB's loan portfolio among its creditors (including its municipal depositors) through a debt restructuring proceeding under Title VI of PROMESA, which was recently approved by the U.S. District Court for the District of Puerto Rico (the U.S. District Court) and contemplates significant reductions in creditor recoveries.

#### Pending Title III and Title VI Proceedings

On May 3, 2017, the Oversight Board, on behalf of the Commonwealth, filed a petition in the U.S. District Court to restructure the Commonwealth's liabilities under Title III of PROMESA. The Oversight Board has subsequently filed analogous petitions with respect to the Puerto Rico Sales Tax Financing Corporation (COFINA), the Employees Retirement System of the Government of the Commonwealth of Puerto Rico, the Puerto Rico Highways and Transportation Authority and PREPA.

On October 19, 2018, the Oversight Board filed a plan of adjustment for COFINA (the COFINA Plan of Adjustment), as well as a motion to approve a settlement of certain disputes between the Commonwealth and COFINA regarding the ownership of a portion of the sales and use tax pledged to the payment of COFINA's bonds (the COFINA Settlement). The COFINA Plan of Adjustment, which is still subject to approval through the Title III process, provides for the restructuring of COFINA's bonds based on the COFINA Settlement, which contemplates that the Commonwealth will receive approximately 46.35% of the yearly revenues previously allocated to COFINA. As of the date of this report, the plans of adjustment for the other Title III debtors have not been filed.

On September 12, 2018, GDB commenced a process to restructure its debts pursuant to Title VI of PROMESA in the U.S. District Court. On November 6, 2018, the U.S. District Court approved GDB's restructuring pursuant to Title VI

of PROMESA upon concluding that all applicable requirements of PROMESA had been satisfied. The restructuring transaction is expected to close in the following weeks.

#### Exposure of the Corporation

The credit quality of BPPR's loan portfolio reflects, among other things, the general economic conditions in Puerto Rico and other adverse conditions affecting Puerto Rico consumers and businesses. The effects of the prolonged recession are reflected in limited loan demand, an increase in the rate of foreclosures and delinquencies on loans granted in Puerto Rico. While PROMESA provides a process to address the Commonwealth's fiscal crisis, the length and complexity of the Title III proceedings for the Commonwealth and various of its instrumentalities, the adjustment measures required by the fiscal plans and the impact of Hurricanes Irma and Maria suggest a risk of further significant economic contraction. In addition, the measures taken to address the fiscal crisis and those that will have to be taken in the near future will likely affect many of our individual customers and customers' businesses, which could

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cause credit losses that adversely affect us and may negatively affect consumer confidence. This, in turn, results in reductions in consumer spending that may also adversely impact our interest and non-interest revenues. If global or local economic conditions worsen or the Government of Puerto Rico and the Oversight Board are unable to adequately manage the Commonwealth's fiscal and economic crisis, including by consummating an orderly restructuring of its debt obligations while continuing to provide essential services, these adverse effects could continue or worsen in ways that we are not able to predict.

At September 30, 2018 and December 31, 2017, the Corporation's direct exposure to the Puerto Rico government and its instrumentalities and municipalities amounted to \$458 million and \$484 million, respectively which is fully outstanding at September 30, 2018 and December 31, 2017. Deterioration of the Commonwealth's fiscal and economic situation, including any negative ratings implications, could further adversely affect the value of our Puerto Rico government obligations, resulting in losses to us. Of the amount outstanding, \$413 million consists of loans and \$45 million are securities (\$435 million and \$49 million, respectively, at December 31, 2017). Substantially all of the amount outstanding at September 30, 2018 were obligations from various Puerto Rico municipalities. In most cases, these were general obligations of a municipality, to which the applicable municipality has pledged its good faith, credit and unlimited taxing power, or special obligations of a municipality, to which the applicable municipality has pledged other revenues. On July 2, 2018, the Corporation received principal payments amounting to \$23 million from various obligations from Puerto Rico municipalities. At September 30, 2018, 75% of the Corporation's exposure to municipal loans and securities was concentrated in the municipalities of San Juan, Guaynabo, Carolina and Bayamón. Although the Oversight Board has not designated any of the Commonwealth's 78 municipalities as covered entities under PROMESA, it may decide to do so in the future. For a more detailed description of the Corporation's direct exposure to the Puerto Rico government and its instrumentalities and municipalities, refer to Note 22 Commitments and contingencies.

In addition, at September 30, 2018, the Corporation had \$374 million in loans or securities issued or guaranteed by Puerto Rico governmental entities, but whose principal source of repayment are non-governmental entities. In such obligations, the Puerto Rico governmental entity guarantees any shortfall in collateral in the event of borrower default (\$386 million at December 31, 2017). These included \$299 million in residential mortgage loans guaranteed by the Puerto Rico Housing Finance Authority (HFA), an entity that has been designated as a covered entity under PROMESA (December 31, 2017 \$310 million). These mortgage loans are secured by the underlying properties and the HFA guarantee serves to cover shortfalls in collateral in the event of a borrower default. Although the Governor is currently authorized by local legislation to impose a temporary moratorium on the financial obligations of HFA, he has not exercised this power as of the date hereof. Also, at September 30, 2018, the Corporation had \$44 million in Puerto Rico housing bonds issued by HFA, which are secured by second mortgage loans on Puerto Rico residential properties, and for which HFA also provides a guarantee to cover shortfalls, \$7 million in pass-through securities issued by HFA that have been economically defeased and refunded and for which collateral including U.S. agencies and Treasury obligations has been escrowed, and \$24 million of commercial real estate notes issued by government entities, but payable from rent paid by private parties (\$44 million, \$7 million and \$25 million at December 31, 2017, respectively).

BPPR's commercial loan portfolio also includes loans to private borrowers who are service providers, lessors, suppliers or have other relationships with the government. These borrowers could be negatively affected by the fiscal measures to be implemented to address the Commonwealth's fiscal crisis and the ongoing Title III proceedings under PROMESA described above. Similarly, BPPR's mortgage and consumer loan portfolios include loans to current and former government employees which could also be negatively affected by fiscal measures such as employee layoffs or furloughs or reductions in pension benefits.

BPPR also has a significant amount of deposits from the Commonwealth, its instrumentalities, and municipalities. The amount of such deposits may fluctuate depending on the financial condition and liquidity of such entities, as well as on the ability of BPPR to maintain these customer relationships.

**United States Virgin Islands**

The Corporation has operations in the United States Virgin Islands (the USVI ) and has credit exposure to USVI government entities.

The USVI has been experiencing a number of fiscal and economic challenges that could adversely affect the ability of its public corporations and instrumentalities to service their outstanding debt obligations, and was also severely impacted by Hurricanes Irma and María. PROMESA does not apply to the USVI and, as such, there is currently no federal legislation permitting the restructuring of the debts of the USVI and its public corporations and instrumentalities.

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To the extent that the fiscal condition of the USVI continues to deteriorate, the U.S. Congress or the Government of the USVI may enact legislation allowing for the restructuring of the financial obligations of USVI government entities or imposing a stay on creditor remedies, including by making PROMESA applicable to the USVI.

At September 30, 2018, the Corporation's direct exposure to USVI instrumentalities and public corporations amounted to approximately \$78 million, of which \$69 million is outstanding (compared to \$82 million and \$73 million, respectively, at December 31, 2017). Of the amount outstanding, approximately \$42 million represents loans to the West Indian Company LTD, a government-owned company that owns and operates a cruise ship pier and shopping mall complex in St. Thomas, (ii) \$14 million represents loans to the Virgin Islands Water and Power Authority, a public corporation of the USVI that operates USVI's water production and electric generation plants, and (iii) \$13 million represents loans to the Virgin Islands Public Finance Authority, a public corporation of the USVI created for the purpose of raising capital for public projects (compared to \$43 million, \$14 million and \$16 million, respectively, at December 31, 2017).

## **U.S. Government**

As further detailed in Notes 5 and 6 to the Consolidated Financial Statements, a substantial portion of the Corporation's investment securities represented exposure to the U.S. Government in the form of U.S. Government sponsored entities, as well as agency mortgage-backed and U.S. Treasury securities. In addition, \$1.2 billion of residential mortgages and \$78 million commercial loans were insured or guaranteed by the U.S. Government or its agencies at September 30, 2018 (compared to \$1.7 billion and \$88 million, respectively, at December 31, 2017).

## ***Non-Performing Assets***

At the one-year mark after the hurricanes made landfall in Puerto Rico and the USVI, the third quarter results reflect improvements in credit quality, with most of the metrics improving or trending back to pre-hurricane levels. The Corporation continues to closely monitor its loan portfolios and related credit metrics given remaining challenges in the Puerto Rico's fiscal and economic outlook.

When compared to pre-hurricane levels, June 30, 2017, loans with a delinquency of 90 days past due have increased by \$550 million. From this amount, approximately \$362 million represents loans that are still in accruing status, mainly related to the portfolio of mortgage loans insured under FHA or guaranteed by the VA.



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Refer to the following table for information on delinquencies:

**Table 15 Puerto Rico Loans Delinquency**

| (In thousands)  | 30-59<br>days     | Past due          |                     | Total<br>past due   | Current              | Loans HIP            | Past due 90 days or<br>more |                                  |
|---|-------------------|-------------------|---------------------|---------------------|----------------------|----------------------|-----------------------------|----------------------------------|
|   |                   | 60-89<br>days     | 90 days<br>or more  |                     |                      |                      | Non-accrual<br>loans        | Accruing<br>loans <sup>[1]</sup> |
| September 30, 2018                                    |                   |                   |                     |                     |                      |                      |                             |                                  |
| Commercial<br>and<br>construction                     | \$ 58,619         | \$ 5,617          | \$ 259,547          | \$ 323,783          | \$ 7,161,486         | \$ 7,485,269         | \$ 173,100                  | \$ 211                           |
| Mortgage,<br>including<br>GNMA<br>rebooked<br>loans   | 285,917           | 136,265           | 1,215,269           | 1,637,451           | 4,893,825            | 6,531,276            | 348,779                     | 735,454                          |
| Credit cards  | 9,515             | 6,178             | 16,768              | 32,461              | 1,005,372            | 1,037,833            |                             | 16,768                           |
| Auto  | 53,347            | 10,783            | 22,165              | 86,295              | 2,382,315            | 2,468,610            | 22,097                      | 68                               |
| Other<br>consumer<br>(personal,<br>HELOCs,<br>leases) | 20,627            | 9,904             | 38,240              | 68,771              | 2,231,594            | 2,300,365            | 36,827                      | 573                              |
| <b>Total</b>  | <b>\$ 428,025</b> | <b>\$ 168,747</b> | <b>\$ 1,551,989</b> | <b>\$ 2,148,761</b> | <b>\$ 17,674,592</b> | <b>\$ 19,823,353</b> | <b>\$ 580,803</b>           | <b>\$ 753,074</b>                |
| December 31, 2017                                     |                   |                   |                     |                     |                      |                      |                             |                                  |
| Commercial<br>and<br>construction                     | \$ 51,170         | \$ 4,099          | \$ 194,216          | \$ 249,485          | \$ 7,111,783         | \$ 7,361,268         | \$ 161,226                  | \$ 685                           |
| Mortgage,<br>including<br>GNMA<br>rebooked<br>loans   | 217,890           | 77,833            | 1,596,763           | 1,892,486           | 4,684,293            | 6,576,779            | 306,697                     | 1,204,691                        |
| Credit cards  | 7,319             | 4,464             | 18,227              | 30,010              | 1,063,211            | 1,093,221            |                             | 18,227                           |
| Auto  | 24,405            | 5,197             | 5,466               | 35,068              | 815,745              | 850,813              | 5,466                       |                                  |
| Other<br>consumer<br>(personal,<br>HELOCs,<br>leases) | 25,124            | 9,186             | 39,977              | 74,287              | 2,121,690            | 2,195,977            | 38,051                      | 1,546                            |

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|       |            |            |              |              |               |               |            |              |
|-------|------------|------------|--------------|--------------|---------------|---------------|------------|--------------|
| Total | \$ 325,908 | \$ 100,779 | \$ 1,854,649 | \$ 2,281,336 | \$ 15,796,722 | \$ 18,078,058 | \$ 511,440 | \$ 1,225,149 |
|-------|------------|------------|--------------|--------------|---------------|---------------|------------|--------------|

September 30, 2017

|   |            |            |              |              |               |               |            |            |
|---|------------|------------|--------------|--------------|---------------|---------------|------------|------------|
| Commercial and construction               | \$ 69,175  | \$ 20,641  | \$ 184,935   | \$ 274,751   | \$ 6,982,565  | \$ 7,257,316  | \$ 160,142 | \$ 384     |
| Mortgage, including GNMA rebooked loans   | 583,383    | 221,646    | 856,307      | 1,661,336    | 4,154,169     | 5,815,505     | 337,967    | 443,377    |
| Credit cards                              | 17,523     | 9,863      | 20,626       | 48,012       | 1,035,234     | 1,083,246     |            | 20,626     |
| Auto                                      | 44,331     | 18,933     | 12,259       | 75,523       | 746,481       | 822,004       | 12,259     |            |
| Other consumer (personal, HELOCs, leases) | 38,045     | 15,783     | 39,470       | 93,298       | 2,046,703     | 2,140,001     | 38,298     | 740        |
| Total                                     | \$ 752,457 | \$ 286,866 | \$ 1,113,597 | \$ 2,152,920 | \$ 14,965,152 | \$ 17,118,072 | \$ 548,666 | \$ 465,127 |

June 30, 2017

|   |            |            |              |              |               |               |            |            |
|---|------------|------------|--------------|--------------|---------------|---------------|------------|------------|
| Commercial and construction               | \$ 102,701 | \$ 21,394  | \$ 190,033   | \$ 314,128   | \$ 6,938,862  | \$ 7,252,990  | \$ 162,863 | \$ 229     |
| Mortgage, including GNMA rebooked loans   | 307,222    | 151,129    | 743,059      | 1,201,410    | 4,616,873     | 5,818,283     | 306,642    | 370,756    |
| Credit cards                              | 12,067     | 7,831      | 19,012       | 38,910       | 1,052,164     | 1,091,074     |            | 19,012     |
| Auto                                      | 31,917     | 6,955      | 10,634       | 49,506       | 776,453       | 825,959       | 10,634     |            |
| Other consumer (personal, HELOCs, leases) | 21,080     | 9,291      | 39,043       | 69,414       | 2,018,945     | 2,088,359     | 37,243     | 1,572      |
| Total                                     | \$ 474,987 | \$ 196,600 | \$ 1,001,781 | \$ 1,673,368 | \$ 15,403,297 | \$ 17,076,665 | \$ 517,382 | \$ 391,569 |

[1] Loans HIP accounted for under ASC Subtopic 310-30 are excluded from the above table as they are considered to be performing due to the application of the accretion method, in which these loans will accrete interest income over the remaining life of the loans using estimated cash flow analysis. These loans amounted to \$218 million as of September 30, 2018, \$118 million as of December 31, 2017, \$100 million as of September 30, 2017 and \$93 million as of June 30, 2017.

The results of the Popular U.S. core operation remained stable with strong growth and favorable credit quality metrics. The U.S. taxi medallion portfolio acquired from the FDIC in the sale of Doral Bank continues to reflect the pressure

on medallion collateral values, particularly in the New York City metro area.

As a result of the Reliable Transaction, on August 1, 2018, Popular Auto acquired approximately \$1.6 billion in retail auto loans and \$341 million in primarily auto-related commercial loans. The following presents asset quality results for the third quarter of 2018, including the Reliable acquired portfolios.

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Non-performing assets include primarily past-due loans that are no longer accruing interest, renegotiated loans, and real estate property acquired through foreclosure. A summary, including certain credit quality metrics, is presented in Table 16. Total non-performing assets increased by \$23 million when compared with December 31, 2017, driven by the following variances: (1) higher P.R. mortgage NPLs of \$42 million, mostly due to loans which failed to make a payment after the end of the moratorium period; (2) higher U.S. construction NPLs of \$18 million, driven by the classification as non-performing of a single borrower during the previous quarter; (3) higher P.R. consumer NPLs of \$15 million, which includes \$9 million related to the Reliable auto business; partially offset by (4) lower P.R. mortgage OREOs of \$37 million related to increased sales activity, and lower inflows as a result of the foreclosure moratorium offered as part of the hurricane relief efforts, which was extended through part of 2018.

At September 30, 2018, non-performing loans secured by real estate held-in-portfolio, amounted to \$488 million in the Puerto Rico operations and \$49 million in the U.S. operations. These figures compare to \$449 million in the Puerto Rico operations and \$36 million in the U.S. operations at December 31, 2017. In addition to the non-performing loans included in Table 16, at September 30, 2018, there were \$155 million of performing loans, mostly commercial loans, which in management's opinion, are currently subject to potential future classification as non-performing and are considered impaired (December 31, 2017 \$155 million).

**Table 16 Non-Performing Assets**

|   | September 30, 2018 |              |               |                                     | December 31, 2017 |              |               |                                     |
|---|--------------------|--------------|---------------|-------------------------------------|-------------------|--------------|---------------|-------------------------------------|
|   | BPPR               | Popular U.S. | Popular, Inc. | As a % of loans HIP by category [4] | BPPR              | Popular U.S. | Popular, Inc. | As a % of loans HIP by category [4] |
| (Dollars in thousands)  |                    |              |               |                                     |                   |              |               |                                     |
| Commercial  | \$ 171,271         | \$ 1,414     | \$ 172,685    | 1.4%                                | \$ 161,226        | \$ 3,839     | \$ 165,065    | 1.4%                                |
| Construction  | 1,829              | 17,866       | 19,695        | 2.1                                 |                   |              |               |                                     |
| Leasing   |                    | 3,403        | 3,403         | 12.3                                |                   | 3,039        | 3,039         | 9.2                                 |
| Auto financing  | 3,009              |              | 3,009         | 0.3                                 | 2,974             |              | 2,974         | 0.4                                 |
| Mortgage  | 348,779            | 12,306       | 361,085       | 4.9                                 | 306,697           | 14,852       | 321,549       | 4.4                                 |
| Consumer  | 55,915             | 16,696       | 72,611        | 1.4                                 | 40,543            | 17,787       | 58,330        | 1.5                                 |
| Total non-performing loans held-in-portfolio, including covered loans | 580,803            | 51,685       | 632,488       | 2.4%                                | 511,440           | 39,517       | 550,957       | 2.3%                                |
| Less: real estate owned (OREO), excluding covered OREO                | 130,631            | 3,149        | 133,780       |                                     | 167,253           | 2,007        | 169,260       |                                     |
| Total non-performing assets, excluding covered assets                 | \$ 711,434         | \$ 54,834    | \$ 766,268    |                                     | \$ 678,693        | \$ 41,524    | \$ 720,217    |                                     |
| Less: covered loans and OREO [2]                                      |                    |              |               |                                     | 22,948            |              | 22,948        |                                     |
| Total non-performing assets [3]                                       | \$ 711,434         | \$ 54,834    | \$ 766,268    |                                     | \$ 701,641        | \$ 41,524    | \$ 743,165    |                                     |
| Less: accruing loans past due 90 days or more [5] [6]                 | \$ 753,074         | \$           | \$ 753,074    |                                     | \$ 1,225,149      | \$           | \$ 1,225,149  |                                     |
| Ratio excluding covered loans: [7]                                    | 2.93               | 0.77         | 2.39%         |                                     | 2.83              | 0.64         | 2.27%         |                                     |

|  |       |        |        |        |        |        |
|--|-------|--------|--------|--------|--------|--------|
| non-performing loans held-in-portfolio to loans held-in-portfolio          |       |        |        |        |        |        |
| allowance for loan losses to loans held-in-portfolio                       | 2.83  | 1.10   | 2.39   | 2.87   | 1.16   | 2.43   |
| allowance for loan losses to non-performing loans, excluding held-for-sale | 96.45 | 142.29 | 100.19 | 101.30 | 182.40 | 107.12 |
| <b>Portfolios including covered loans:</b>                                 |       |        |        |        |        |        |
| non-performing assets to total assets                                      | 1.87  | 0.56   | 1.60%  | 2.03   | 0.43   | 1.68%  |
| non-performing loans held-in-portfolio to loans held-in-portfolio          | 2.93  | 0.77   | 2.39   | 2.77   | 0.64   | 2.23   |
| allowance for loan losses to loans held-in-portfolio                       | 2.83  | 1.10   | 2.39   | 2.96   | 1.16   | 2.51   |
| allowance for loan losses to non-performing loans, excluding held-for-sale | 96.45 | 142.29 | 100.19 | 107.10 | 182.40 | 112.47 |

HIP = held-in-portfolio

- [1] The legacy portfolio is comprised of commercial loans, construction loans and lease financings related to certain lending products exited by the Corporation as part of restructuring efforts carried out in prior years at the Popular U.S. segment.

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- [2] The amount consists of \$3 million in non-performing covered loans accounted for under ASC Subtopic 310-20 and \$20 million in covered OREO as of December 2017. It excludes covered loans accounted for under ASC Subtopic 310-30 as they are considered to be performing due to the application of the accretion method, in which these loans will accrete interest income over the remaining life of the loans using estimated cash flow analyses.
- [3] There were no non-performing loans held-for-sale as of September 30, 2018 and December 31, 2017.
- [4] Loans held-in-portfolio used in the computation exclude \$517 million in covered loans at December 2017.
- [5] The carrying value of loans accounted for under ASC Sub-topic 310-30 that are contractually 90 days or more past due was \$304 million at September 30, 2018 (December 31, 2017 \$272 million). This amount is excluded from the above table as the loans' accretible yield interest recognition is independent from the underlying contractual loan delinquency status.
- [6] It is the Corporation's policy to report delinquent residential mortgage loans insured by FHA or guaranteed by the VA as accruing loans past due 90 days or more as opposed to non-performing since the principal repayment is insured. These balances include \$238 million of residential mortgage loans insured by FHA or guaranteed by the VA that are no longer accruing interest as of September 30, 2018 (December 31, 2017 \$178 million). These balances also include approximately \$195 million of loans rebooked due to a repurchase option with GNMA liability (December 31, 2017 \$840 million). The Corporation has approximately \$53 million in reverse mortgage loans which are guaranteed by FHA, but which are currently not accruing interest. Due to the guaranteed nature of the loans, it is the Corporation's policy to exclude these balances from non-performing assets (December 31, 2017 \$58 million).
- [7] At December 31, 2017 these asset quality ratios have been adjusted to remove the impact of covered loans and covered foreclosed property. Appropriate adjustments to the numerator and denominator have been reflected in the calculation of these ratios. Management believes the inclusion of acquired loans in certain asset quality ratios that include non-performing assets, past due loans or net charge-offs in the numerator and denominator results in distortions of these ratios and they may not be comparable to other periods presented or to other portfolios that were not impacted by purchase accounting.

Accruing loans past due 90 days or more are composed primarily of credit cards, residential mortgage loans insured by FHA / VA, and delinquent mortgage loans included in the Corporation's financial statements pursuant to GNMA's buy-back option program. Under the GNMA program, issuers such as BPPR have the option, but not the obligation, to repurchase loans that are 90 days or more past due. For accounting purposes, these loans subject to the repurchase option are required to be reflected on the financial statements of the issuer with an offsetting liability. As of September 30, 2018, and December 31, 2017, loans past due 90 days or more include approximately \$195 million and \$840 million, respectively, in loans previously pooled into GNMA securities with a buy-back option. While the borrowers for our serviced GNMA portfolio benefited from the loan payment moratorium as part of the hurricane relief efforts, the delinquency status of these loans continued to be reported to GNMA without considering the moratorium. Also, accruing loans past due 90 days or more include residential conventional loans purchased from other financial institutions that, although delinquent, the Corporation has received timely payment from the sellers / servicers, and, in some instances, have partial guarantees under recourse agreements.

The Corporation's commercial loan portfolio secured by real estate ( CRE ) amounted to \$7.8 billion at September 30, 2018, of which \$2.0 billion was secured with owner occupied properties, compared with \$7.6 billion and \$2.1 billion, respectively, at December 31, 2017. CRE non-performing loans amounted to \$124 million at September 30, 2018, flat when compared with December 31, 2017. The CRE non-performing loans ratios for the BPPR and Popular U.S. segments were 2.90% and 0.02%, respectively, at September 30, 2018, compared with 2.77% and 0.10%, respectively, at December 31, 2017.

For the quarter ended September 30, 2018, total non-performing loan inflows, excluding consumer loans, decreased by \$40 million, or 35%, when compared to the inflows for the same quarter in 2017. Inflows of non-performing loans held-in-portfolio at the BPPR segment decreased by \$37 million, or 35%, compared to the inflows for the third quarter

of 2017, mostly related to lower mortgage inflows of \$53 million, offset by higher P.R. commercial inflows of \$16 million. Mortgage inflows for the third quarter of 2017 were affected by the disruption in payment channels due to hurricane damage. On the other hand, higher commercial inflows for the third quarter of 2018 were associated with a \$16 million relationship. Inflows of non-performing loans held-in-portfolio at the Popular U.S. segment decreased by \$3 million, or 35%, from the same quarter in 2017, mostly driven by lower commercial inflows of \$2 million.

**Table of Contents****Table 17 Activity in Non-Performing Loans Held-in-Portfolio (Excluding Consumer Loans)**

| (Dollars in thousands)                              | For the quarter ended September 30, 2018 |              |               | For the nine months ended September 30, 2018 |              |               |
|---|--|--------------|---------------|--|--------------|---------------|
|   | BPPR                                     | Popular U.S. | Popular, Inc. | BPPR   | Popular U.S. | Popular, Inc. |
| Beginning balance                                   | \$ 538,597                               | \$ 35,130    | \$ 573,727    | \$ 467,923                                   | \$ 21,730    | \$ 489,653    |
| Plus:   |  |              |               |  |              |               |
| New non-performing loans                            | 68,347                                   | 6,069        | 74,416        | 353,416                                      | 33,629       | 387,045       |
| Advances on existing non-performing loans           |  | 58           | 58            | 763  | 64           | 827           |
| Reclassification from covered loans                 |  |              |               | 3,413  |              | 3,413         |
| Less:   |  |              |               |  |              |               |
| Non-performing loans transferred to OREO            | (6,168)                                  | (183)        | (6,351)       | (14,280)                                     | (183)        | (14,463)      |
| Non-performing loans charged-off                    | (23,769)                                 | (17)         | (23,786)      | (58,425)                                     | (330)        | (58,755)      |
| Loans returned to accrual status / loan collections | (55,128)                                 | (6,068)      | (61,196)      | (230,931)                                    | (19,921)     | (250,852)     |
| Ending balance NPLs <sup>[1]</sup>                  | \$ 521,879                               | \$ 34,989    | \$ 556,868    | \$ 521,879                                   | \$ 34,989    | \$ 556,868    |

[1] Includes \$3.4 million of NPLs related to the legacy portfolio.

**Table 18 Activity in Non-Performing Loans Held-in-Portfolio (Excluding Consumer and Covered Loans)**

| (Dollars in thousands)                              | For the quarter ended September 30, 2017 |              |               | For the nine months ended September 30, 2017 |              |               |
|---|--|--------------|---------------|--|--------------|---------------|
|   | BPPR                                     | Popular U.S. | Popular, Inc. | BPPR   | Popular U.S. | Popular, Inc. |
| Beginning balance                                   | \$ 469,505                               | \$ 19,641    | \$ 489,146    | \$ 477,849                                   | \$ 18,743    | \$ 496,592    |
| Plus:   |  |              |               |  |              |               |
| New non-performing loans                            | 105,498                                  | 9,376        | 114,874       | 316,638                                      | 21,615       | 338,253       |
| Advances on existing non-performing loans           |  | 64           | 64            |  | 123          | 123           |
| Less:   |  |              |               |  |              |               |
| Non-performing loans transferred to OREO            | (9,484)                                  |              | (9,484)       | (38,921)                                     | (46)         | (38,967)      |
| Non-performing loans charged-off                    | (14,451)                                 | (129)        | (14,580)      | (62,339)                                     | (859)        | (63,198)      |
| Loans returned to accrual status / loan collections | (52,959)                                 | (6,027)      | (58,986)      | (195,118)                                    | (16,651)     | (211,769)     |
| Ending balance NPLs <sup>[1]</sup>                  | \$ 498,109                               | \$ 22,925    | \$ 521,034    | \$ 498,109                                   | \$ 22,925    | \$ 521,034    |



[1] Includes \$3.3 million of NPLs related to the legacy portfolio.

**Table 19 Activity in Non-Performing Commercial Loans Held-in-Portfolio**

| (Dollars in thousands)                              | For the quarter ended September 30, 2018 |              |               | For the nine months ended September 30, 2018 |              |               |
|---|--|--------------|---------------|--|--------------|---------------|
|   | BPPR                                     | Popular U.S. | Popular, Inc. | BPPR   | Popular U.S. | Popular, Inc. |
| Beginning balance                                   | \$ 162,781                               | \$ 2,168     | \$ 164,949    | \$ 161,226                                   | \$ 3,839     | \$ 165,065    |
| Plus:   |  |              |               |  |              |               |
| New non-performing loans                            | 23,894                                   | 1,663        | 25,557        | 92,867                                       | 3,637        | 96,504        |
| Advances on existing non-performing loans           |  |              |               | 647  |              | 647           |
| Less:   |  |              |               |  |              |               |
| Non-performing loans transferred to OREO            | (1,480)                                  |              | (1,480)       | (5,985)                                      |              | (5,985)       |
| Non-performing loans charged-off                    | (5,179)                                  | (3)          | (5,182)       | (19,726)                                     | (234)        | (19,960)      |
| Loans returned to accrual status / loan collections | (8,745)                                  | (2,414)      | (11,159)      | (57,758)                                     | (5,828)      | (63,586)      |
| Ending balance NPLs                                 | \$ 171,271                               | \$ 1,414     | \$ 172,685    | \$ 171,271                                   | \$ 1,414     | \$ 172,685    |

**Table of Contents****Table 20 Activity in Non-Performing Commercial Loans Held-in-Portfolio (Excluding Covered Loans)**

| (Dollars in thousands)                              | For the quarter ended September 30, 2017 |                            |            | For the nine months ended September 30, 2017 |          |                            |
|---|--|----------------------------|------------|--|----------|----------------------------|
|   | BPPR                                     | Popular U.S. Popular, Inc. | BPPR       | Popular U.S. Popular, Inc.                   | BPPR     | Popular U.S. Popular, Inc. |
| Beginning balance                                   | \$ 162,863                               | \$ 4,001                   | \$ 166,864 | \$ 159,655                                   | \$ 3,693 | \$ 163,348                 |
| Plus:   |  |                            |            |  |          |                            |
| New non-performing loans                            | 8,085                                    | 4,027                      | 12,112     | 55,494                                       | 6,409    | 61,903                     |
| Advances on existing non-performing loans           |  |                            |            |  | 4        | 4                          |
| Less:   |  |                            |            |  |          |                            |
| Non-performing loans transferred to OREO            | (76)                                     |                            | (76)       | (6,028)                                      |          | (6,028)                    |
| Non-performing loans charged-off                    | (3,587)                                  | (49)                       | (3,636)    | (27,924)                                     | (117)    | (28,041)                   |
| Loans returned to accrual status / loan collections | (7,242)                                  | (2,670)                    | (9,912)    | (21,154)                                     | (4,680)  | (25,834)                   |
| Ending balance NPLs                                 | \$ 160,043                               | \$ 5,309                   | \$ 165,352 | \$ 160,043                                   | \$ 5,309 | \$ 165,352                 |

**Table 21 Activity in Non-Performing Construction Loans Held-in-Portfolio**

| (Dollars in thousands)                              | For the quarter ended September 30, 2018 |                            |           | For the nine months ended September 30, 2018 |           |                            |
|---|--|----------------------------|-----------|--|-----------|----------------------------|
|   | BPPR                                     | Popular U.S. Popular, Inc. | BPPR      | Popular U.S. Popular, Inc.                   | BPPR      | Popular U.S. Popular, Inc. |
| Beginning balance                                   | \$ 2,559                                 | \$ 17,901                  | \$ 20,460 | \$   | \$        | \$                         |
| Plus:   |  |                            |           |  |           |                            |
| New non-performing loans                            |  |                            |           | 4,177  | 17,901    | 22,078                     |
| Advances on existing non-covered loans              |  |                            |           | 116  |           | 116                        |
| Less:   |  |                            |           |  |           |                            |
| Loans returned to accrual status / loan collections | (730)                                    | (35)                       | (765)     | (2,464)                                      | (35)      | (2,499)                    |
| Ending balance NPLs                                 | \$ 1,829                                 | \$ 17,866                  | \$ 19,695 | \$ 1,829                                     | \$ 17,866 | \$ 19,695                  |

**Table 22 Activity in Non-Performing Construction Loans Held-in-Portfolio (Excluding Covered Loans)**

| (Dollars in thousands)   | For the quarter ended September 30, 2017 |                            |      | For the nine months ended September 30, 2017 |      |                            |
|--------------------------|--|----------------------------|------|--|------|----------------------------|
|                          | BPPR                                     | Popular U.S. Popular, Inc. | BPPR | Popular U.S. Popular, Inc.                   | BPPR | Popular U.S. Popular, Inc. |
| Beginning balance        | \$                                       | \$                         | \$   | \$   | \$   | \$                         |
| Plus:                    |  |                            |      |  |      |                            |
| New non-performing loans | 99                                       |                            | 99   | 99   |      | 99                         |

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|                     |    |    |    |  |    |    |    |    |    |  |    |    |
|---------------------|----|----|----|--|----|----|----|----|----|--|----|----|
| Ending balance NPLs | \$ | 99 | \$ |  | \$ | 99 | \$ | 99 | \$ |  | \$ | 99 |
|---------------------|----|----|----|--|----|----|----|----|----|--|----|----|

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**Table of Contents****Table 23 Activity in Non-Performing Mortgage Loans Held-in-Portfolio**

| (Dollars in thousands)                              | For the quarter ended September 30, 2018 |              |               | For the nine months ended September 30, 2018 |              |               |
|---|--|--------------|---------------|--|--------------|---------------|
|   | BPPR                                     | Popular U.S. | Popular, Inc. | BPPR   | Popular U.S. | Popular, Inc. |
| Beginning balance                                   | \$ 373,257                               | \$ 11,398    | \$ 384,655    | \$ 306,697                                   | \$ 14,852    | \$ 321,549    |
| Plus:   |  |              |               |  |              |               |
| New non-performing loans                            | 44,453                                   | 4,406        | 48,859        | 256,372                                      | 11,019       | 267,391       |
| Advances on existing non-performing loans           |  | 52           | 52            |  | 52           | 52            |
| Reclassification from covered loans                 |  |              |               | 3,413  |              | 3,413         |
| Less:   |  |              |               |  |              |               |
| Non-performing loans transferred to OREO            | (4,688)                                  | (183)        | (4,871)       | (8,295)                                      | (183)        | (8,478)       |
| Non-performing loans charged-off                    | (18,590)                                 | (14)         | (18,604)      | (38,699)                                     | (96)         | (38,795)      |
| Loans returned to accrual status / loan collections | (45,653)                                 | (3,353)      | (49,006)      | (170,709)                                    | (13,338)     | (184,047)     |
| Ending balance NPLs                                 | \$ 348,779                               | \$ 12,306    | \$ 361,085    | \$ 348,779                                   | \$ 12,306    | \$ 361,085    |

**Table 24 Activity in Non-Performing Mortgage loans Held-in-Portfolio (Excluding Covered Loans)**

| (Dollars in thousands)                              | For the quarter ended September 30, 2017 |              |               | For the nine months ended September 30, 2017 |              |               |
|---|--|--------------|---------------|--|--------------|---------------|
|   | BPPR                                     | Popular U.S. | Popular, Inc. | BPPR   | Popular U.S. | Popular, Inc. |
| Beginning balance                                   | \$ 306,642                               | \$ 12,280    | \$ 318,922    | \$ 318,194                                   | \$ 11,713    | \$ 329,907    |
| Plus:   |  |              |               |  |              |               |
| New non-performing loans                            | 97,314                                   | 5,349        | 102,663       | 261,045                                      | 15,092       | 276,137       |
| Less:   |  |              |               |  |              |               |
| Non-performing loans transferred to OREO            | (9,408)                                  |              | (9,408)       | (32,893)                                     | (46)         | (32,939)      |
| Non-performing loans charged-off                    | (10,864)                                 | (66)         | (10,930)      | (34,415)                                     | (715)        | (35,130)      |
| Loans returned to accrual status / loan collections | (45,717)                                 | (3,215)      | (48,932)      | (173,964)                                    | (11,696)     | (185,660)     |
| Ending balance NPLs                                 | \$ 337,967                               | \$ 14,348    | \$ 352,315    | \$ 337,967                                   | \$ 14,348    | \$ 352,315    |

**Allowance for Loan Losses**

The allowance for loan losses, which represents management's estimate of credit losses inherent in the loan portfolio, is maintained at a sufficient level to provide for estimated credit losses on individually evaluated loans as well as estimated credit losses inherent in the remainder of the loan portfolio. The Corporation's management evaluates the adequacy of the allowance for loan losses on a quarterly basis. In this evaluation, management considers current

economic conditions and the resulting impact on Popular Inc.'s loan portfolio, the composition of the portfolio by loan type and risk characteristics, historical loss experience, results of periodic credit reviews of individual loans, regulatory requirements and loan impairment measurement, among other factors.

The Corporation must rely on estimates and exercise judgment regarding matters where the ultimate outcome is unknown, such as economic developments affecting specific customers, industries or markets. Other factors that can affect management's estimates are the years of historical data when estimating losses, changes in underwriting standards, financial accounting standards and loan impairment measurements, among others. Changes in the financial condition of individual borrowers, in economic conditions, in historical loss experience and in the condition of the various markets in which collateral may be sold may all affect the required level of the allowance for loan losses. Consequently, the business financial condition, liquidity, capital and results of operations could also be affected. Refer to the Critical Accounting Policies / Estimates section of this MD&A for a description of the Corporation's allowance for loans losses methodology.

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At September 30, 2018, the allowance for loan losses, amounted to \$634 million, an increase of \$44 million when compared with December 31, 2017, mostly driven by an increase in the BPPR segment of \$42 million, principally driven by the reclassification of \$34 million allowance from loans previously classified as covered during the previous quarter. During the third quarter of 2018, the annual review and recalibration of the ALLL models was completed resulting in a decrease of \$6 million. The provision for loan losses for the third quarter of 2018 amounted to \$54.4 million, compared to \$157.7 million in the same period in the prior year. The third quarter of 2017 included a charge of \$64.3 million related to hurricane María's estimated impact on the P.R. loan portfolios. Refer to the Provision for Loan Losses section of this MD&A for additional information.

The following table presents annualized net charge-offs to average loans held-in-portfolio (HIP) for the non-covered portfolio by loan category for the quarters and nine months ended September 30, 2018 and 2017.

**Table 25 Annualized Net Charge-offs (Recoveries) to Average Non-covered Loans Held-in-Portfolio**

|  | Quarters ended     |              |              |                    |              |              |
|--|--------------------|--------------|--------------|--------------------|--------------|--------------|
|  | September 30, 2018 |              |              | September 30, 2017 |              |              |
|  | BPPR               | Popular U.S. | Popular Inc. | BPPR               | Popular U.S. | Popular Inc. |
| Commercial   | 0.13%              | 0.15%        | 0.14%        | (0.02)%            | 0.43%        | 0.14%        |
| Construction   | (0.63)             |              | (0.05)       | (0.22)             |              | (0.02)       |
| Leases   | 0.70               |              | 0.70         | 0.80               |              | 0.80         |
| Legacy   |                    | (9.63)       | (9.63)       |                    | (3.11)       | (3.11)       |
| Mortgage   | 1.38               |              | 1.24         | 1.19               | (0.10)       | 1.04         |
| Consumer   | 3.02               | 3.42         | 3.06         | 3.31               | 3.08         | 3.28         |
| <b>Total annualized net charge-offs to average non-covered loans held-in-portfolio</b> | <b>1.24%</b>       | <b>0.29%</b> | <b>1.00%</b> | <b>1.07%</b>       | <b>0.52%</b> | <b>0.92%</b> |

|  | Nine months ended  |              |              |                    |              |              |
|--|--------------------|--------------|--------------|--------------------|--------------|--------------|
|  | September 30, 2018 |              |              | September 30, 2017 |              |              |
|  | BPPR               | Popular U.S. | Popular Inc. | BPPR               | Popular U.S. | Popular Inc. |
| Commercial   | 0.27%              | 0.56%        | 0.38%        | 0.26%              | 0.11%        | 0.21%        |
| Construction   | (0.93)             |              | (0.09)       | (3.77)             |              | (0.42)       |
| Leases   | 0.74               |              | 0.74         | 0.69               |              | 0.69         |
| Legacy   |                    | (5.69)       | (5.69)       |                    | (3.59)       | (3.59)       |
| Mortgage   | 1.01               | (0.05)       | 0.90         | 1.18               | 0.03         | 1.05         |
| Consumer   | 2.88               | 3.56         | 2.95         | 2.71               | 3.10         | 2.76         |
| <b>Total annualized net charge-offs to average non-covered loans held-in-portfolio</b> | <b>1.07%</b>       | <b>0.61%</b> | <b>0.95%</b> | <b>1.04%</b>       | <b>0.31%</b> | <b>0.85%</b> |

Net charge-offs for the quarter ended September 30, 2018 amounted to \$63.7 million, increasing by \$10.7 million when compared to the same quarter in 2017, driven by higher BPPR consumer and mortgage net charge-offs, mostly

due to post-moratorium effects, accounted for in the hurricane-related reserve.

**Table of Contents****Table 26 Composition of ALLL**

| (Dollars in thousands)  | September 30, 2018 |              |                       |            |              |              |                      |
|---|--------------------|--------------|-----------------------|------------|--------------|--------------|----------------------|
|   | Commercial         | Construction | Legacy <sup>[1]</sup> | Leasing    | Mortgage     | Consumer     | Total <sup>[3]</sup> |
| Specific ALLL   | \$ 52,250          | \$ 5,530     | \$                    | \$ 297     | \$ 46,205    | \$ 26,255    | \$ 130,537           |
| Impaired loans  | \$ 356,007         | \$ 19,695    | \$                    | \$ 931     | \$ 517,083   | \$ 114,572   | \$ 1,008,288         |
| Specific ALLL to impaired loans                                   | 14.68%             | 28.08%       | %                     | 31.90%     | 8.94%        | 22.92%       | 12.95%               |
| General ALLL  | \$ 192,290         | \$ 9,590     | \$ 377                | \$ 12,009  | \$ 128,382   | \$ 160,533   | \$ 503,181           |
| Loans held-in-portfolio, excluding impaired loans                 | \$ 11,637,700      | \$ 923,670   | \$ 27,566             | \$ 902,609 | \$ 6,787,087 | \$ 5,225,248 | \$ 25,503,880        |
| General ALLL to loans held-in-portfolio, excluding impaired loans | 1.65%              | 1.04%        | 1.37%                 | 1.33%      | 1.89%        | 3.07%        | 1.97%                |
| Total ALLL  | \$ 244,540         | \$ 15,120    | \$ 377                | \$ 12,306  | \$ 174,587   | \$ 186,788   | \$ 633,718           |
| Total loans held-in-portfolio                                     | \$ 11,993,707      | \$ 943,365   | \$ 27,566             | \$ 903,540 | \$ 7,304,170 | \$ 5,339,820 | \$ 26,512,168        |
| ALLL to loans held-in-portfolio                                   | 2.04%              | 1.60%        | 1.37%                 | 1.36%      | 2.39%        | 3.50%        | 2.39%                |

[1] The legacy portfolio is comprised of commercial loans, construction loans and lease financings related to certain lending products exited by the Corporation as part of restructuring efforts carried out in prior years at the Popular U.S. segment.

**Table 27 Composition of ALLL**

| (Dollars in thousands)                      | December 31, 2017 |              |                       |           |            |            |            |
|---|-------------------|--------------|-----------------------|-----------|------------|------------|------------|
|   | Commercial        | Construction | Legacy <sup>[1]</sup> | Leasing   | Mortgage   | Consumer   | Total      |
| Specific ALLL non-covered loans             | \$ 36,982         | \$           | \$                    | \$ 475    | \$ 48,832  | \$ 22,802  | \$ 109,091 |
| Impaired non-covered loans                  | \$ 323,455        | \$           | \$                    | \$ 1,456  | \$ 518,275 | \$ 104,237 | \$ 947,423 |
| Specific ALLL to non-covered impaired loans | 11.43%            | %            | %                     | 32.62%    | 9.42%      | 21.88%     | 11.51%     |
|   | \$ 178,683        | \$ 8,362     | \$ 798                | \$ 11,516 | \$ 114,790 | \$ 166,942 | \$ 481,091 |



|   |               |            |           |            |              |              |               |
|---|---------------|------------|-----------|------------|--------------|--------------|---------------|
| General ALLL non-covered loans  |               |            |           |            |              |              |               |
| Non-covered loans held-in-portfolio, excluding impaired loans                 | \$ 11,165,406 | \$ 880,029 | \$ 32,980 | \$ 808,534 | \$ 6,752,132 | \$ 3,706,290 | \$ 23,345,371 |
| General ALLL to non-covered loans held-in-portfolio, excluding impaired loans | 1.60%         | 0.95%      | 2.42%     | 1.42%      | 1.70%        | 4.50%        | 2.06%         |
| Total ALLL non-covered loans  | \$ 215,665    | \$ 8,362   | \$ 798    | \$ 11,991  | \$ 163,622   | \$ 189,744   | \$ 590,182    |
| Total non-covered loans held-in-portfolio                                     | \$ 11,488,861 | \$ 880,029 | \$ 32,980 | \$ 809,990 | \$ 7,270,407 | \$ 3,810,527 | \$ 24,292,794 |
| ALLL to non-covered loans held-in-portfolio                                   | 1.88%         | 0.95%      | 2.42%     | 1.48%      | 2.25%        | 4.98%        | 2.43%         |

[1] The legacy portfolio is comprised of commercial loans, construction loans and lease financings related to certain lending products exited by the Corporation as part of restructuring efforts carried out in prior years at the Popular U.S. segment.

*Troubled debt restructurings*

The Corporation's TDR loans amounted to \$1.4 billion at September 30, 2018, increasing by \$173 million, or approximately 14%, from December 31, 2017, driven by higher commercial and mortgage TDRs in the BPPR segment of \$99 million and \$68 million, respectively. TDRs in accruing status increased by \$102 million from December 31, 2017, while non-accruing TDRs increased by \$71 million.

Refer to Note 9 to the consolidated financial statements for additional information on modifications considered troubled debt restructurings, including certain qualitative and quantitative data about troubled debt restructurings performed in the past twelve months.

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The following tables present the approximate amount and percentage of non-covered commercial impaired loans for which the Corporation relied on appraisals dated more than one year old for purposes of impairment requirements at September 30, 2018 and December 31, 2017.

Appraisals may be adjusted due to their age and the type, location and condition of the property, area or general market conditions to reflect the expected change in value between the effective date of the appraisal and the impairment measurement date. Refer to the Allowance for Loan Losses section of Note 3, Summary of significant accounting policies of the Corporation's 2017 Form 10-K for more information.

**Table 28 Non-Covered Impaired Loans with Appraisals Dated 1 year or Older**

| (In thousands) | September 30, 2018 |   |   |
|----------------|--------------------|---|---|
|                | Loan<br>Count      | Total Impaired Loans<br>(HIP)<br>Principal<br>Balance | Held-in-portfolio<br>Impaired Loans with<br>Outstanding Appraisals Over One-<br>Year Old<br>[1] |
| Commercial     | 110                | \$ 289,993  | 6%  |
| Construction   | 1                  | 1,829   |   |

[1] Based on outstanding balance of total impaired loans.

| (In thousands) | December 31, 2017 |   |   |
|----------------|-------------------|---|---|
|                | Loan<br>Count     | Total Impaired Loans<br>(HIP)<br>Principal<br>Balance | Held-in-portfolio<br>Impaired Loans with<br>Outstanding Appraisals Over One-<br>Year Old<br>[1] |
| Commercial     | 112               | \$ 267,302  | 30%   |

[1] Based on outstanding balance of total impaired loans.

**ADOPTION OF NEW ACCOUNTING STANDARDS AND ISSUED BUT NOT YET EFFECTIVE ACCOUNTING STANDARDS**

Refer to Note 3, New Accounting Pronouncements to the Consolidated Financial Statements.

**Table of Contents****Adjusted net income Non-GAAP Financial Measure**

The Corporation prepares its Consolidated Financial Statements using accounting principles generally accepted in the United States ( U.S. GAAP or the reported basis ). In addition to analyzing the Corporation's results on a reported basis, management monitors the adjusted net income of the Corporation and excludes the impact of certain transactions on the results of its operations. Adjusted net income is a non-GAAP financial measure. Management believes that the adjusted net income provides meaningful information to investors about the underlying performance of the Corporation's ongoing operations.

Table 29 presents a reconciliation of reported results to Adjusted net income for the nine months ended September 30, 2018. No adjustments are reflected for the quarter ended September 30, 2018 or September 30, 2017 or the nine months ended September 30, 2017.

**Table 29 Adjusted Net Income for the Nine Months Ended September 30, 2018 (Non-GAAP)**

(Unaudited)

| (In thousands)  | Pre-tax     | Income<br>tax<br>effect | Impact on net<br>income |
|---|-------------|-------------------------|-------------------------|
| <b>U.S. GAAP Net income</b>                               |             |                         | \$ 511,755              |
| Non-GAAP adjustments:                                     |             |                         |                         |
| Termination of FDIC Shared-Loss Agreements <sup>[1]</sup> | \$ (94,633) | \$ 45,059               | (49,574)                |
| Tax Closing Agreement <sup>[2]</sup>                      |             | (108,946)               | (108,946)               |
| <b>Adjusted net income (Non-GAAP)</b>                     |             |                         | <b>\$ 353,235</b>       |

<sup>[1]</sup> On May 22, 2018, BPPR entered into a Termination Agreement with the FDIC to terminate all Shared-Loss Agreements in connection with the acquisition of certain assets and assumption of certain liabilities of Westernbank Puerto Rico in 2010. As a result, BPPR recognized a pre-tax gain of \$94.6 million, net of the related professional and advisory fees of \$8.1 million associated with the Termination Agreement. Refer to Note 10 FDIC Loss-Share Asset and True Up Payment Obligation for additional information.

<sup>[2]</sup> Represents the impact of the Termination Agreement on income taxes. In June 2012, the Corporation entered into a Tax Closing Agreement with the Puerto Rico Department of the Treasury to clarify the tax treatment related to the loans acquired in the FDIC Transaction in accordance with the provisions of the Puerto Rico Tax Code. Based on the provisions of this Tax Closing Agreement, the Corporation recognized a net income tax benefit of \$108.9 million during the second quarter of 2018. Refer to Note 32- Income Taxes for additional information.

**Item 3. Quantitative and Qualitative Disclosures About Market Risk**

Quantitative and qualitative disclosures for the current period can be found in the Market Risk section of this report, which includes changes in market risk exposures from disclosures presented in the Corporation's 2017 Form 10-K.

**Item 4. Controls and Procedures**

## **Disclosure Controls and Procedures**

The Corporation's management, with the participation of the Corporation's Chief Executive Officer and Chief Financial Officer, has evaluated the effectiveness of the Corporation's disclosure controls and procedures (as such term is defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act) as of the end of the period covered by this report. Based on such evaluation, the Corporation's Chief Executive Officer and Chief Financial Officer have concluded that, as of the end of such period, the Corporation's disclosure controls and procedures are effective in recording, processing, summarizing and reporting, on a timely basis, information required to be disclosed by the Corporation in the reports that it files or submits under the Exchange Act and such information is accumulated and communicated to management, as appropriate, to allow timely decisions regarding required disclosures.

## **Internal Control Over Financial Reporting**

There have been no changes in the Corporation's internal control over financial reporting (as such term is defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act) that occurred during the quarter ended September 30, 2018 that have materially affected, or are reasonably likely to materially affect, the Corporation's internal control over financial reporting.

## **Part II Other Information**

### **Item 1. Legal Proceedings**

For a discussion of Legal Proceedings, see Note 22, Commitments and Contingencies, to the Consolidated Financial Statements.

**Table of Contents****Item 1A. Risk Factors**

In addition to the other information set forth in this report, you should carefully consider the risk factors discussed under Part I Item 1A Risk Factors in our 2017 Form 10-K. These factors could materially adversely affect our business, financial condition, liquidity, results of operations and capital position, and could cause our actual results to differ materially from our historical results or the results contemplated by the forward-looking statements contained in this report. Also refer to the discussion in Part I Item 2 Management's Discussion and Analysis of Financial Condition and Results of Operations in this report for additional information that may supplement or update the discussion of risk factors below and in our 2017 Form 10-K.

There have been no material changes to the risk factors previously disclosed under Item 1A of the Corporation's 2017 Form 10-K.

The risks described in our 2017 Form 10-K and in this report are not the only risks facing us. Additional risks and uncertainties not currently known to us or that we currently deem to be immaterial also may materially adversely affect our business, financial condition, liquidity, results of operations and capital position.

**Item 2. Unregistered Sales of Equity Securities and Use of Proceeds****Issuer Purchases of Equity Securities**

On July 23, 2018, the Corporation's Board of Directors approved a common stock repurchase plan of up to \$125 million. In August 2018, the Corporation entered into a \$125 million accelerated share repurchase transaction. As part of this transaction, the Corporation received an initial delivery of 2,000,000 shares of common stock. Such shares are held as treasury stock.

In April 2004, the Corporation's shareholders adopted the Popular, Inc. 2004 Omnibus Incentive Plan. As of September 30, 2018, the maximum number of shares of common stock that could have been granted under this plan was 3,500,000. In September 2018, the Corporation added to treasury stock 850 shares of common stock related to shares that were withheld under Popular's employee restricted share awards to satisfy tax requirements.

The following table sets forth the details of purchases of Common Stock during the quarter ended September 30, 2018:

## Issuer Purchases of Equity Securities

Not in thousands

| Period                    | Total Number of Shares Purchased | Average Price Paid per Share | Total Number of Shares Repurchased as Part of Publicly Announced Plans or Programs |                             | Dollar Value of Shares that May Yet be Purchased Under the Plans or Programs |
|---------------------------|----------------------------------|------------------------------|--|-----------------------------|--|
|                           |                                  |                              | Announced  | Under the Plans or Programs |  |
| July 1- July 31           |                                  | \$                           |  |                             | 125,000,000  |
| August 1- August 31       | 2,000,000                        | 50.99                        | 2,000,000  |                             | 23,020,000   |
| September 1- September 30 | 850                              | 50.34                        |  |                             | 23,020,000   |
| Total September 30, 2018  | 2,000,850                        | \$ 50.99                     | 2,000,000  |                             | 23,020,000   |

**Item 3. Defaults upon Senior Securities**

None.

**Item 4. Mine Safety Disclosures**

Not applicable.

**Item 5. Other Information**

None.

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**Item 6. Exhibits**

**Exhibit Index**

| Exhibit No. | Exhibit Description   |
|-------------|---|
| 31.1        | <u>Certification pursuant to Section 302 of the Sarbanes-Oxley Act of 2002<sup>(1)</sup></u>  |
| 31.2        | <u>Certification pursuant to Section 302 of the Sarbanes-Oxley Act of 2002<sup>(1)</sup></u>  |
| 32.1        | <u>Certification pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002<sup>(1)</sup></u> |
| 32.2        | <u>Certification pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002<sup>(1)</sup></u> |
| 101.INS     | XBRL Instance Document <sup>(1)</sup>   |
| 101.SCH     | XBRL Taxonomy Extension Schema Document <sup>(1)</sup>  |
| 101.CAL     | XBRL Taxonomy Extension Calculation Linkbase Document <sup>(1)</sup>  |
| 101.DEF     | XBRL Taxonomy Extension Definitions Linkbase Document <sup>(1)</sup>  |
| 101.LAB     | XBRL Taxonomy Extension Label Linkbase Document <sup>(1)</sup>  |
| 101.PRE     | XBRL Taxonomy Extension Presentation Linkbase Document <sup>(1)</sup>   |

(1) Included herewith

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

POPULAR, INC.

(Registrant)

Date: November 8, 2018

By: /s/ Carlos J. Vázquez  
Carlos J. Vázquez  
Executive Vice President & Chief Financial Officer

Date: November 8, 2018

By: /s/ Jorge J. García  
Jorge J. García  
Senior Vice President & Corporate Comptroller