# CREDICORP

February 28, 2023

Dear Shareholder:

In accordance with the Bye-laws of Credicorp Ltd. ("Credicorp") and in compliance with the Companies Act 1981 of Bermuda, the Annual General Meeting of Credicorp will be held in Spanish as a pure virtual meeting on Monday, March 27, 2023, 3:00 p.m. (Peru time) at <a href="https://meetnow.global/M4299SP">https://meetnow.global/M4299SP</a>, for the purposes of addressing and voting on the matters referred to in the attached Notice of Annual General Meeting of Credicorp.

Credicorp's Board of Directors has established, in accordance with Credicorp's Bye-laws, that only those shareholders registered as shareholders of Credicorp as of Friday, February 10, 2023 (the "record date") will be entitled to receive notice of, to attend and to vote at the Annual General Meeting of Credicorp.

You will be able to attend and participate in the Annual General Meeting of Credicorp, vote your shares electronically and submit your questions prior to and during the meeting by visiting <a href="https://meetnow.global/M4299SP">https://meetnow.global/M4299SP</a> at the meeting date and time indicated above. There is no in-person meeting for the 2023 Annual General Meeting of Credicorp.

If you wish to lodge your proxy vote before the meeting you can do so by using our online voting service at <a href="www.investorvote.com/bap">www.investorvote.com/bap</a> or alternatively you can complete and return the enclosed proxy form, which must be received by Credicorp no later than Wednesday, March 22, 2023, 3:00 p.m. (Peru time).

Please find enclosed a summary of Credicorp's audited consolidated financial statements for the year ended on December 31, 2022. The "Full Report" is available on our website (<a href="https://credicorp.gcs-web.com/">https://credicorp.gcs-web.com/</a>) under the section "Investors" and "Annual Materials and 20-Fs" and can be requested in accordance with Appendix 1 of the attached Notice of Annual General Meeting of Shareholders of Credicorp.

In accordance with Credicorp's Bye-laws, if a quorum is not present within half an hour from the time appointed for the meeting, the Annual General Meeting of Credicorp shall stand adjourned and will be held in the same virtual format on Monday, April 3, 2023, at 3:00 p.m. (Peru time).

Sincerely,

/S/ Luis Romero B. Chairman of the Board Credicorp Ltd.

# NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS OF CREDICORP LTD.

The Annual General Meeting of Credicorp Ltd. ("Credicorp"), a Bermuda company, will be held on Monday, March 27, 2023, 3:00 p.m. (Peru time) in Spanish in a pure virtual meeting at <a href="https://meetnow.global/M4299SP">https://meetnow.global/M4299SP</a>. There will be no in-person meeting for shareholders to attend this year.

This year's Annual General Meeting will address the following matters:

- 1. Presentation by the Chairman of the Board of the Annual and Sustainability Report of Credicorp for the financial year ended December 31, 2022.
- 2. Presentation by the Chairman of the Board of the audited consolidated financial statements of Credicorp and its subsidiaries for the financial year ended December 31, 2022, including the report of the external auditors of Credicorp thereon. (See Appendix 1 for the Form for Election to Receive Full Financial Statements Report)
- 3. Appointment of Directors and approval of their remuneration. (See Appendix 2)
- 4. Appointment of the external auditors of Credicorp to perform such services for the 2023 financial year and delegation of the power to set and approve fees for such audit services to the Board of Directors (for further delegation to the Audit Committee thereof). (See Appendix 3)

Only those shareholders registered as shareholders of Credicorp as of Friday, February 10, 2023, are entitled to receive notice of, to attend and to vote at the meeting.

To participate in the meeting, shareholders may use their computer, smartphone, or tablet to access <a href="https://meetnow.global/M4299SP">https://meetnow.global/M4299SP</a>. On the website, shareholders will be able to listen to a live webcast of the meeting, ask questions typing them online and submit their votes in real time. Questions must be confined to matters properly before the Annual General Meeting and of general Credicorp's concern. Further information on how to participate in the meeting online is provided in Appendix 4.

If you wish to lodge your proxy vote before the Annual General Meeting you can do so by using our online voting service at <a href="www.investorvote.com/bap">www.investorvote.com/bap</a> or alternatively you can complete and return the enclosed proxy form, which must be received by Credicorp no later than Wednesday, March 22, 2023, 3:00 p.m. (Peru time).

The meeting will begin promptly at 3:00 pm (Peru time). We encourage you to access the meeting prior to the appointed time. Online access will open at 2:45 pm (Peru time), and you should allow ample time to log in to the meeting webcast and test your computer, smartphone, or tablet audio system. We recommend that you carefully review in advance the procedures needed to gain admission.

Please, be aware that if there is no quorum within the first half an hour from the time appointed for the meeting, the Annual General Meeting of Credicorp shall stand adjourned and will be held in the same virtual format on Monday, April 3, 2023, at 3:00 p.m. (Peru time), at which meeting the persons attending representing directly or by proxy voting shares in Credicorp shall form a quorum for the transaction of business.

The Board of Directors

February 28, 2023

# **FORM FOR ELECTION TO RECEIVE FULL FINANCIAL STATEMENTS REPORT**

To: Credicorp Ltd. ("Credicorp")

C/O: Credicorp Capital Servicios Financieros S.A.

Dpto. Registro de Acciones (Srta. Giulia Buiza)

Centro Empresarial Cronos Av. El Derby 055, Torre 4, Piso 10 Santiago de Surco, Lima 33, Peru gbuiza@credicorpcapital.com

REF.: FULL FINANCIAL STATEMENTS FOR ANNUAL GENERAL MEETING OF SHAREHOLDERS OF

CREDICORP TO BE HELD ON MARCH 27, 2023.

Dear sirs:

I/We hereby confirm that I/we was/were a registered shareholder of Credicorp as of the close of business on February 10, 2023 and have duly received the Notice and Agenda issued by the Board of Directors of Credicorp and I/we am/are entitled to attend the Annual General Meeting of Credicorp to be held on March 27, 2023.

I/We hereby elect to receive a copy of the full set of the audited consolidated financial statements of Credicorp for the fiscal year ended December 31, 2022, and the external auditor's opinion thereon (the "Full Report"), to be mailed to the address specified below within fifteen (15) days from the date of receipt by Credicorp of the duly completed form herein or distributed by electronic mail to the electronic mail address specified below.

I/We accept that Credicorp is not liable for any delay in the delivery or non-receipt of the Full Report whatsoever, whether owing to any delay by or other fault of the postal or courier service employed by Credicorp to dispatch the Full Report or otherwise. I/We accept the risk that the Full Report may not reach me/us prior to the commencement of the Annual General Meeting of Shareholders of Credicorp.

Name of shareholder:		
I wish to receive "the Full Report." Please mark with an "X" your preferred option:	Option 1: via email	Option 2: via mail
For Option 1: please provide your email address		
For Option 2: please provide your mailing address		
Date:		
Signed by the above Shareholder		

# **Election of Directors**

Directors are elected through the votes shareholders cast for the candidates included in the list proposed by the Compensation and Nominations Committee, which bases its recommendations on the criteria defined in Credicorp's Corporate Governance Policy and in the Board's Charter. The Committee has also considered the proposals received from shareholders, management, the Board and the Committee's members.

The Board presents the following list of candidates to the Annual General Meeting of Shareholders for their approval. Directors will be elected individually. Each share represents one voting right, and the shareholder can choose to vote FOR, AGAINST or ABSTAIN. If the candidate obtains a higher number of votes FOR than AGAINST (ABSTAIN votes are not considered in the calculation), he/she will be elected as Director.

## **Proposed List of Candidates**

The Board, considering the recommendation of the Compensation and Nominations Committee, proposes the election of the following candidates, the majority of whom are proposed for re-election given their excellent performance and vast professional experience. The new candidates have been selected for their knowledge, integrity, professionalism and personal and professional qualifications, which the Board believes will allow them to perform their roles effectively. Collectively, the candidates would increase female board representation to 33.3%. Below, please find a brief description of the background of each candidate:

## Antonio Abruña Puyol (Independent)

Mr. Abruña has been a member of the Boards of Directors of Credicorp Ltd. and Grupo Crédito S.A. since June 5 and October 29, 2020, respectively. He has also been a member of the Board of Directors of Banco de Crédito del Perú since March 31, 2021.

Mr. Abruña is a Spanish-Peruvian attorney-at-law and one of Peru's leading legal scholars. With decades of extensive experience as a legal scholar and administrator of academic institutions, he has been instrumental in helping to shape the system of justice in Peru. Mr. Abruña has served as Rector of the Universidad de Piura (Peru) since 2018. He previously served as Rector of the university from 2003 to 2012 where he has had a long and successful career. He participated in the creation of the Faculty of Law, of which he is a professor, and has been dean. He has held other academic and administrative positions and participated in various projects of the university.

Mr. Abruña was part of the Special Commission appointed by the Peruvian government to designate the seven members of the National Justice Council. He was the representative in Peru of the Istituto per la Cooperazione Universitaria (ICU). He is currently director of Universia Peru.

Mr. Abruña has a law degree from the Universidad Complutense de Madrid (Spain) and a doctorate in Law from the Universidad de Navarra (Spain).

# Nuria Aliño Pérez (Independent)

Mrs. Aliño is an accomplished Spanish corporate and investment banking professional with over 25 years of experience in developed and developing markets with roles spanning corporate finance, private equity/venture capital, impact investing, fintech transactions and digital strategy.

Since 2016, she has held positions with the World Bank Group's International Finance Corporation (IFC) as Head of Partnerships and Innovations, Digital Finance Services and currently as Open Banking & Digital Transformation Specialist, providing guidance on the digital transformation strategies to financial institutions in the emerging markets.

Prior to her work with the IFC, she spent three years as advisor to the General Manager of IADB Invest (Interamerican Development Bank). Mrs. Aliño spent over 15 years with BBVA in corporate and investment banking where she concluded her tenure as Chief Investment Officer – Industrial Holding Group.

Mrs. Aliño serves as Board member and Chair of the Sustainability Committee at Soltec, a global developer of integral solutions for sustainable solar energy listed in the Spanish stock market since 2019. She has held additional advisory board roles for tech companies and private equity and venture capital firms in Latin America and Europe.

Since 2019, Mrs. Aliño has been a faculty member of teaching programs in the United States and Spain for digital transformation of microfinance institutions, financial inclusion and financial service disruption for programs in the United States and Spain.

She holds a Master of Sciences in Law and a Bachelor of Economics and Business Administration from Universidad Pontificia Comillas (ICADE), Spain.

## María Teresa Aranzábal Harreguy (Independent)

Mrs. Aranzábal has been a member of the Boards of Directors of Credicorp Ltd. and Banco de Crédito del Perú since June 5 and June 24, 2020, respectively. She has also been a Director of Grupo Crédito S.A. since October 29, 2020.

Mrs. Aranzábal is a highly accomplished Spanish executive with decades of experience in advising leading global public and private companies as well as in senior executive roles with responsibilities for strategy, business development and international expansion. Throughout her international career, she has worked across a variety of sectors, spanning retail banking, retail, fashion, consumer goods and real estate. She brings relevant experience from serving on the boards of public and private companies as well as non-profit organizations.

She began her career at McKinsey & Co. in Spain and Argentina, where she consulted with clients in various industries, including retail banking. She then joined Grupo Cortefiel, a family-owned retailer, where she successfully led business development, strategy and international growth. She also collaborated with Advent International, a private equity firm, as retail expert, and was later in charge of the turnaround of KA International (a retail business, with €40 million in annual sales).

Mrs. Aranzábal currently leads Alir Consulting and Trade, her own consulting company, which specializes in retail and real estate. She is also a member of the Board of Directors of the Hijos de Rivera Corporation and Vice President of the Board of Trustees of the Novia Salcedo Foundation.

Mrs. Aranzábal has a degree in Business Administration from ICADE (Spain), and an MBA from The Wharton School of the University of Pennsylvania (United States).

## Alexandre Gouvêa (Independent)

Mr. Gouvêa has been a member of the Boards of Directors of Credicorp Ltd. and Banco de Crédito del Perú since June 5 and June 24, 2020, respectively. He is also a Director of Grupo Credito S.A. since October 29, 2020. Since February 2023, he also sits on the board of Monokera, an insurtech company recently acquired in Colombia by Credicorp's Corporate Venture Capital Krealo.

Mr. Gouvêa has 30 years of international experience at McKinsey & Co. He specializes in providing advice to financial services clients. Mr. Gouvêa is an expert in retail banking and insurance (including its technological transition and digital transformation). He has provided financial services in Latin America and built the Organizations Practice and the Recovery and Transformation Unit of McKinsey & Co.. He was previously a director of McKinsey & Co.. Mr. Gouvêa served as a member of the board of directors of leading publicly listed Brazilian retailers, Lojas Renner between 2019 and January 2023. He also spent over 8 years on the board of nonprofit, Habitat for Humanity International.

Mr. Gouvêa has a degree in Mechanical Engineering from Universidade Federal do Rio de Janeiro (Brazil) and has an MBA from UCLA's Anderson School of Management (United States).

## Patricia Lizárraga Guthertz (Independent)

Ms. Lizárraga has been a member of the Boards of Directors of Credicorp Ltd. and Banco de Crédito del Perú since March 31 and March 22, 2017, respectively. She has also been a Member of the Board of Directors of Grupo Crédito S.A. since October 29, 2020. Since June 2020, she serves as the Chairwoman of Credicorp's Audit Committee.

Ms. Lizárraga is an experienced Wall Street executive with over 25 years working in international mergers & acquisitions, capital markets, private equity and valuation experience with Allen & Company, Donaldson Lufkin & Jenrette, and Citigroup. She is the founder and CEO of Hypatia Capital Group, since 2007, and founder and major shareholder of family group Del Ande Alimentos.

Ms. Lizárraga's board experience includes serving as both President of the Board and Chair of the Audit Committee of non-profit organizations, as well as serving on the board of private companies. She has served as President of the Privatization Committee of Toll Roads of Peru. She is also a member of the John Hancock Fund Complex Board of Directors.

Ms. Lizárraga received her Bachelor of Arts degree from Yale University (United States) and her MBA from Harvard Business School (United States).

# Raimundo Morales Dasso

Mr. Morales has been Vice Chairman of the Boards of Directors of Credicorp Ltd. and Banco de Crédito del Perú since March 28, 2008 and March 31, 2009, respectively. He is also a director of Grupo Crédito S.A., Pacífico Compañía de Seguros y Reaseguros, Solución Empresa Administradora Hipotecaria S.A. and Atlantic Security Holding Corporation.

He joined Banco de Crédito del Perú in 1980 and held different management positions, such as Executive Vice President of Wholesale Banking and Credit Risk Management, as well as CEO from 1990 to 2008. Additionally, he served as Chairman of the Board of Directors and General Manager of Atlantic Security Bank (now ASB Bank Corp., a subsidiary of Credicorp). Mr. Morales led Credicorp's initial public offering of shares on the New York Stock Exchange in October 1995.

He also has experience in a range of organizations, including ASBANC and Association of AFP, and CONFIEP, of which he served as Vice-Chairman. Prior to joining Credicorp, Mr. Morales worked for 10 years at Wells Fargo in its offices in San Francisco and Miami (United States), São Paulo (Brazil), Caracas (Venezuela), and Buenos Aires (Argentina). The last position he held at Wells Fargo was Regional Vice President.

He also serves as a member of the boards of directors of Peruvian listed companies Fosfatos del Pacifico S.A., and Cementos Pacasmayo S.A.A., as well as of Salmueras Sudamericanas S.A., private company wich is part of Pacasmayo Group.

Mr. Morales has a bachelor's degree in Economics and Administration from the Universidad del Pacifico (Peru) and holds an MBA from The Wharton School of the University of Pennsylvania (United States).

#### Leslie Pierce Diez-Canseco

Mr. Pierce has been a member of the Board of Directors of Credicorp Ltd. and Grupo Crédito S.A. since October 16 and October 29, 2020, respectively. He has served as a Member of the Board of Directors of Banco de Crédito del Perú since March 31, 2021, and of Atlantic Security Holding Corporation since April 30, 2021.

Mr. Pierce has served in executive leadership positions, primarily of Peruvian companies, for almost 40 years. He served as CEO of Alicorp S.A.A., Peru's largest consumer goods company with operations throughout Latin America, from 1991 to 2011. Prior to that, Mr. Pierce served as a Vice Minister of Commerce in the Ministry of Economy and Finance of Peru from 1983 to 1984.

Mr. Pierce currently serves as a Director in a number of private businesses, including Compañia Latinoamericana de Radiodifusion S.A., Ceramica Lima S.A., Transber S.A.C, Inka Crops. S.A, Empresa Siderurgica del Perul S.A.A., HV Contratistas S.A., Redondos S.A., Inversiones Agrícolas Caña Brava, Maquinarias S.A., Corporacion Primax S.A., Canvia and Negocios Industriales Real Nirsa S.A. (Ecuador). He also participates in philanthropic organizations such as Vida Peru, Banco de Alimentos del Peru and Crea+.

Mr. Pierce holds a bachelor's degree in Economics from Pontificia Universidad Catolica de Peru (Peru) and a post-graduate degree in Economics from Pontificia Universidad Catolica de Chile (Chile).

# Luis Enrique Romero Belismelis

Mr. Romero has served as the Chairman of the Board and Executive Chairman of Credicorp Ltd. since June 9, 2020 and has been a Director since March 31, 2017.

Through his role on the boards of various subsidiaries, Mr. Romero has gained broad insight into the Group's businesses.

He is also Chairman of the Board of Banco de Crédito del Perú since April 5, 2021 and Director since March 31, 2009.

He is a member and Chairman of the Board of Grupo Crédito S.A. since October 29, 2020, as well as a Director of Pacífico Compañía de Seguros y Reaseguros, Credicorp Perú S.A.C., Mibanco – Banco de la Microempresa S.A., Pacífico S.A. EPS and Atlantic Security Holding Corporation.

Mr. Romero has a vast experience as Head of Finance and General Manager in different companies in the consumer and services sector related to Grupo Romero. Currently, Mr. Romero is a director of the Peruvian listed companies Inversiones Centenario S.A.A., and Alicorp S.A.A., and is also a director of various private companies, which are part of Grupo Romero.

Mr. Romero holds a bachelor's degree in Economics from Boston University (United States).

# Pedro Rubio Feijóo

Mr. Rubio is a Peruvian executive who brings 40 years of experience with Credicorp banking businesses, both domestically and internationally. Through his role on the boards of various subsidiaries, Mr. Rubio has gained broad insight into the Group's businesses.

He began his career at Banco de Crédito del Perú in 1983 as a commercial executive, then went on to hold increasingly senior roles including Head of the International Business Department, CEO of Banco Tequendama, in Bogotá, Colombia, and Head of the Corporate and Business Banking Division. Until March 2018, he acted as Senior Vice President of Wholesale Banking at Banco de Crédito del Perú and reported directly to the CEO.

Mr. Rubio is currently a Board member at various Credicorp subsidiaries including Banco de Crédito del Perú, Prima AFP, Credicorp Capital Ltd., Credicorp Capital Holding Perú S.A., ASB Bank Corp., Banco de Crédito de Bolivia, Inversiones Credicorp Bolivia S.A., and Grupo Crédito Inversiones S.A.

Mr. Rubio has a degree in Industrial Engineering from North Carolina State University (United States).

# **Remuneration of Directors**

According to Credicorp's Bye-Laws, the Annual General Meeting of Shareholders determines and approves the compensation of Directors. The Compensation and Nominations Committee's proposal is to pay to the members of the Board the remuneration presented below:

- To pay an annual remuneration of US\$50,000 to each Director.
- To pay an additional annual remuneration of US\$40,000 to each Director who is a member
  of the Audit Committee and to each Director of Credicorp's subsidiaries who is appointed
  as an advisor to the Audit Committee of Credicorp.
- To pay a remuneration of up to US\$1,500 for each session attended by each Director serving on one or more of the Committees of the Board other than the Audit Committee.

## APPOINTMENT OF EXTERNAL AUDITORS FOR THE 2023 FINANCIAL YEAR

At the Annual General Meeting of Shareholders held on March 29, 2022, the shareholders of Credicorp approved the appointment of Gaveglio Aparicio y Asociados Sociedad Civil de Responsabilidad Limitada, a member firm of PricewaterhouseCoopers in Peru, to act as external auditors for the 2022 financial year in accordance with the proposal and recommendation of the Audit Committee that was delivered to the Board of Directors, and delegated to the Board of Directors acting by the Audit Committee to approve the auditor's fees.

The Audit Committee has determined that the work performed by the above-mentioned external auditors has been satisfactory.

Taking into consideration that Gaveglio Aparicio y Asociados Sociedad Civil de Responsabilidad Limitada has been acting as external auditors of Credicorp for the last eight fiscal years, the Audit Committee performed a bid procedure between June and August 2022 to select the external auditor for Credicorp and its subsidiaries for the fiscal years 2023 to 2027. The firms invited to participate were the four most important ones that operate in the countries where Credicorp's subsidiaries operate: Ernst & Young (EY), PricewaterhouseCoopers (PwC), KPMG, and Deloitte. After analyzing the proposals, the Audit Committee agreed to recommend EY to perform as external auditors of Credicorp and its subsidiaries for a period of five years starting in 2023, subject to satisfactory performance, which will be determined at the end of each year for the aforementioned period.

The Board also recommends the shareholders to delegate to the Board of Directors acting by the Audit Committee the power to set and approve the auditor's fees for their audit services.

# Credicorp's Policy for Audit and Non-Audit Fees

The Audit Committee has determined that, as a general rule, the sum total of tax services and other services provided to Credicorp and its subsidiaries by the external auditor may not exceed 35% of the total of auditing services, services related to auditing, taxes and other services as stipulated in section IV "Services subject to approval," contained in the Appendix A of the Audit Committee Policy during a fiscal year.

When the Audit Committee deems it necessary to approve an exception, it would take into consideration if the service required is aligned with the rules of independence for external auditors as set by the U.S. Securities and Exchange Commission (the "SEC").

Please find below preliminary information related to audit and non-audit fees paid to PwC for the fiscal years ended December 31, 2020, 2021 and 2022 (preliminary). The information includes fees for independent auditing and for other projects conducted at Credicorp. The final information for 2022 will be published in Credicorp's Form 20-F for the year ended December 31, 2022 to be filed with the SEC, but we do not expect that the final amounts, which will be reported in the Form 20-F, will be materially different from the information for 2022 presented below.

## Credicorp Ltd.

Years ended – December 31				
(S/ thousands)	2020	2021	2022	
Audit-related	21,106	24,624	25,758	
Tax	410	663	724	
All others	489	244	62	
Total	22,005	25,531	26,544	

The difference between the 2022 and 2021 audit fees is due to the impact of foreign exchange rate fluctuations between the US dollar and the Peruvian Sol, the inflationary effect, the increase in the number of entities to be audited in 2021, and the increase in the scope of the financial audit of the macrofunds managed by ASB Bank Corp.

For the year 2023, the Annual General Meeting of Shareholders of Credicorp will be a pure virtual meeting. No in-person meeting will be held.

Shareholders who hold their shares represented by physical stock certificates ("registered shareholders") and shareholders who hold their shares through an intermediary ("beneficial owner") who register for the Annual General Meeting of Credicorp in advance, will be able to participate in the meeting at <a href="https://meetnow.global/M4299SP">https://meetnow.global/M4299SP</a>.

# Registered shareholder

If you are a registered shareholder, a 15-digit secure control number that will allow you to attend the Annual General Meeting of Credicorp electronically can be found on your proxy card or notice received.

#### Beneficial Owner

If you hold your shares in the name of a broker, bank or other holder of record, you may either: (i) vote in advance of the Annual General Meeting by contacting your broker and attend the virtual meeting as a guest; or (ii) register to attend the virtual meeting as a shareholder in advance.

To register to attend the Annual General Meeting online, you must submit proof of your proxy power (legal proxy) reflecting your holdings in Credicorp along with your name and email address to Computershare. Requests for registration must be labeled as "Legal Proxy" and be received no later than 3:00 p.m. (Peru time) on March 22, 2023.

You will receive a confirmation of your registration by email after Computershare receives your registration materials. Requests for registration should be directed to Computershare at the following:

**By email**: Forward the email from your broker, or attach an image of your legal proxy, to legalproxy@computershare.com.

**By mail**: Computershare, Credicorp, Legal Proxy, P.O. Box 43001, Providence, RI 02940-3001, United States.

Whether or not you plan to attend the Annual General Meeting of Shareholders of Credicorp, we urge you to vote and submit your proxy in advance of the meeting.