

**FORM OF CERTIFICATE FOR EXCHANGE OR TRANSFER
FROM RULE 144A GLOBAL NOTE TO REGULATION S
GLOBAL NOTE AFTER THE DISTRIBUTION COMPLIANCE PERIOD**

Citibank, N.A., London Branch
Citigroup Centre
Canada Square
Canary Wharf
London E14 5LB
Attention: [●]

$$\begin{bmatrix} \vdots \\ \vdots \\ \vdots \\ \vdots \end{bmatrix}$$

Reference is hereby made to the Fiscal Agency Agreement dated as of [], 2013 (the “Fiscal Agency Agreement”), among Banco de Chile (the “Issuer”), Citibank, N.A., London Branch, as paying agent, registrar and transfer agent and Banque Internationale à Luxembourg SA as Luxembourg listing agent. Capitalized terms used but not defined herein shall have the meanings given to them in the Fiscal Agency Agreement.

In connection with such request and in respect of such Notes, the Transferor does hereby certify that such exchange or transfer has been effected in accordance with the transfer restrictions set forth in the Securities and that:

(2) either (i) the transaction was executed in, on or through a physical trading floor of an established foreign securities exchange that is located outside the United States, (ii) the transaction was executed in, on or through the facilities of a designated offshore securities market and neither the Transferor nor any person acting on our behalf knows that the

transaction was pre-arranged with a transferee in the United States or (iii) the transferee is outside the United States, or the Transferor and any person acting on its behalf reasonably believes that the transferee is outside the United States;

(3) no directed selling efforts have been made in contravention of the requirement of Rule 903(a)(2) or 904(a)(2) of Regulation S, as applicable;

(4) the additional conditions set forth in Rule 903(b) or 904(b), as applicable, have been satisfied; and

(5) the transaction is not part of a plan or scheme to evade the registration requirements of the Securities Act; or

(b) With respect to transfers made in reliance on Rule 144 under the Securities Act, the Notes are being transferred in a transaction permitted by Rule 144 under the Securities Act.

To the extent applicable, the terms used in clauses (a)(1) through (5) above have the meanings given to them in Regulation S.

This certificate and the statements contained herein are made for your benefit and the benefit of the Issuer.

[Insert name of Transferor]

By: _____
Name:
Title:

Dated: _____, 20 ____

EXHIBIT E

**FORM OF CERTIFICATE FOR EXCHANGE
OR TRANSFER FROM REGULATION S
GLOBAL NOTE TO RULE 144A GLOBAL NOTE**

(Exchanges or Transfers pursuant to
Section 4(e) of the Fiscal Agency Agreement)

Citibank, N.A., London Branch
Citigroup Centre
Canada Square
Canary Wharf
London E14 5LB
Attention: [●]

$$\begin{bmatrix} \vdots \\ \vdots \\ \vdots \\ \vdots \end{bmatrix}$$

Re: Banco de Chile [*Describe Notes*] (the “Notes”)

Reference is hereby made to the Fiscal Agency Agreement dated as of [], 2013 (the “Fiscal Agency Agreement”), among Banco de Chile (the “Issuer”), Citibank, N.A., London Branch, as fiscal agent, paying agent, registrar and transfer agent and Banque Internationale à Luxembourg SA as Luxembourg listing agent. Capitalized terms used but not defined herein shall have the meanings given to them in the Fiscal Agency Agreement.

This letter relates to [currency amount] principal amount of Notes that are held as a beneficial interest in the Regulation S Global Note (CUSIP No. _____) to be held with [Euroclear] [Clearstream] (Common Code No. _____; ISIN No. _____) through DTC in the name of [transferor] (the “Transferor”). The Transferor has requested an exchange or transfer of such beneficial interest for an interest in the Rule 144A Global Note (CUSIP No. _____) with DTC.

In connection with such request, and in respect of such Notes, the Transferor does hereby certify that such Notes are being transferred in accordance with Rule 144A under the Securities Act to a transferee that the Transferor reasonably believes is purchasing the Notes for its own account or an account with respect to which the transferee exercises sole investment discretion, in each case in a transaction meeting the requirements of Rule 144A and in accordance with any applicable securities laws of any state of the United States or any other jurisdiction. The transferee and any such account are “qualified institutional buyers” within the meaning of Rule 144A, and each such person has been advised that this Note is being sold or transferred to it in reliance upon Rule 144A and has received the information, if any, requested by it pursuant to Rule 144A.

This certificate and the statements contained herein are made for your benefit and the benefit of the Issuer.

[Insert name of Transferor]

By: _____

Name:

Title:

Dated: _____, 20__