

**SUPPLEMENT, DATED APRIL 26, 2010 (To Proxy Statement Dated March 15, 2010)**

Popular, Inc.  
P.O. Box 362708  
San Juan, Puerto Rico 00936-2708

To the stockholders of Popular, Inc.:

This supplement to the Proxy Statement dated March 15, 2010 (this "Supplement") is furnished in connection with the solicitation of proxies by the Board of Directors of Popular, Inc. (the "Corporation") for use at the Annual Meeting of Stockholders of the Corporation (the "Meeting") to be held on May 4, 2010, beginning at 9:00 a.m., local time, on the third floor of the Centro Europa Building, 1492 Ponce de León Avenue, San Juan, Puerto Rico, and at any postponements or adjournments thereof.

This Supplement corrects the Proxy Statement dated March 15, 2010 by amending and restating the first paragraph in the section titled "**What vote is required and how are abstentions and broker non-votes treated?**" (with new text underlined):

"To be elected, directors must receive a majority of the votes cast (the number of shares voted FOR a director nominee must exceed the number of votes cast AGAINST the nominee). For additional information relating to the election of directors, see "Proposal 1: Election of Directors." **Broker non-votes and abstentions will not be counted as either a vote cast for or a vote cast against the nominee and, therefore, will have no effect on the results for the election of directors.**"

This Supplement does not change the Proxy Statement dated March 15, 2010 other than as described above. The proxy card mailed to stockholders on or about March 19, 2010 remains valid and effective for the proposals set forth in the Proxy Statement dated March 15, 2010 as supplemented hereby. All proxy cards executed prior to the date of this Supplement and not revoked prior to the Meeting will be voted in accordance with the instructions contained in such proxy cards. You may change your vote at any time before the vote takes place at the Meeting. To do so or to vote by proxy if you have not yet voted, send in the attached proxy card with a later date, or cast a new vote by telephone or over the Internet, or send a written notice of revocation to the President or Secretary of Popular, Inc., (751), P.O. Box 362708, San Juan, Puerto Rico 00936-2708, delivered before the proxy is exercised.

If you attend the Meeting and want to vote in person, you may request that your previously submitted proxy not be used. If you want to vote in person at the Meeting, and you hold your shares of the Corporation's common stock, par value \$0.01 per share, through a securities broker or nominee (that is, in street name), you must obtain a proxy from your broker or nominee and bring that proxy to the Meeting.

If you have not yet voted by proxy, we encourage you to do so by following the instructions set forth on the attached proxy card.

If you have any questions, please contact Georgeson Inc., which is assisting the Corporation in connection with the solicitation of proxies, toll-free at 866-316-3922.

In San Juan, Puerto Rico, on April 26, 2010.

By Order of the Board of Directors,



SAMUEL T. CÉSPEDES  
Secretary