

## **Subscription Notice**



**TGLT S.A.**

### **Public Offering of up to 45,400,000 shares of common stock, with the possibility to be expanded up to 61,800,000 shares of common stock**

Investors are hereby advised that, in accordance with the terms and conditions of the information prospectus dated October 14, 2010 (the "Prospectus"), TGLT S.A. (the "Company" or "TGLT"), a stock company incorporated in Argentina, is launching a public offering of up to 45,400,000 book-entry shares of common stock with a par value of one (1) Peso and entitled to one (1) vote per share (the "New Shares"), with the possibility to be expanded to 61,800,000 book-entry shares of common stock with a par value of one (1) Peso and entitled to one (1) vote per share (the "Offering").

The Company offers up to 34,400,000 New Shares in Argentina through Raymond James Argentina Sociedad de Bolsa S.A. (the "Lead Underwriter") and the other Securities Brokers that are members of the Buenos Aires Securities Exchange (MERVAL) (the "Sub-Underwriters"), as per the Prospectus. The New Shares may be acquired in Argentina by eligible investors only, as defined by article 25, Chapter VI, of the Regulations of the National Securities Commission (N.T. 2001, as amended) (the "CNV").

Also, as part of the Offering, the Company is offering New Shares as Global Depositary Shares ("GDSs" and, together with the New Shares, the "Securities") represented by Global Depositary Receipts ("GDRs") in the United States of America and other countries other than Argentina (the "International Offering"). Each GDS represents 5 New Shares.

The Company, under the International Offering, is offering up to 15,000,000 New Shares as GDSs in countries other than Argentina, in accordance with an information memorandum in the English language and substantially similar to the Prospectus. Within the framework of the International Offering, the Company will sell DGSs directly to investors. Raymond James & Associates Inc. will coordinate that process. The total number of New Shares under the Local Offering and International Offering is subject to reallocations between both offerings. The closing of the International Offering will be contingent upon the closing of the Local Offering.

All the Existing Shareholders waived their preemptive subscription rights and hence their accretion rights in relation to the New Shares to be issued under the Offering.

The Offering is conducted on the following terms and conditions:

**a) Subscription period and location for the Local Offering:** The starting date of the Subscription Period is October 21, 2010, and it ends on October 28, 2010, both dates inclusive. The Subscription Period may be extended, suspended, modified or postponed by the Issuer together with the Lead Underwriter. This circumstance would be advised in timely fashion in the Daily Bulletin of the Buenos Aires Stock Exchange (the "BCBA"), in one or more widely-circulating newspapers in Argentina and in the CNV webpage. Investors who tender offers prior to said extension, modification or postponement may withdraw their offers without any penalty. The subscription forms will only be received during business days from 10 a.m. to 6 p.m., except on October 28, 2010, when the deadline will be 3 p.m., at the head offices of the Lead Underwriter and Sub-Underwriters in Argentina, it being noted that on the last day of the Subscription Period the Sub-Underwriters shall not process subscription forms after 12 p.m. The Lead Underwriter may reject orders in whole

or in part on grounds such as, but not limited to, failure to fulfill current asset-laundering prevention regulations, thereby not entitling the investors to any claim against the Lead Underwriter.

b) Subscription Price: The Lead Underwriter will allocate the New Shares using the book building system, on the basis of the subscription forms received from prospective investors in Argentina, and of the purchase orders sent by international investors within the framework of the International Offering until the Subscription Price fix date. The Lead Underwriter will maintain a demand curve in Dollars. To this end, purchase orders placed under the Local Offering (where the subscription price advised by prospective investors will be denominated in Pesos) will be incorporated into the demand curve or table for the Offering by converting them into Dollars using the benchmark exchange rate reported by the Central Bank ("A" 3500 Notice) on the Stock Exchange Business Day immediately preceding the Subscription Price fix date (the "Applicable Exchange Rate"), thereby determining the cutoff price of the new Shares in Dollars based on the total number of purchase orders received under the Offering. The board of directors of TGLT, exercising the authority vested in it at the regular and special shareholders' meeting held on October 30, 2009, and within 24 hours from the end of the Subscription Period, will fix the subscription price for the New Shares, to be denominated in Pesos (the "Subscription Price"). To fix the Subscription Price, the board of directors will obtain the cutoff price in Dollars of the New Shares based on the aforementioned demand curve, and will convert the cutoff Dollar price of the new Shares into Pesos at the Applicable Exchange Rate. The Subscription Price of the GDSs will result from multiplying the cutoff price of the new Shares in Dollars times 5, i.e. times the number of New Shares per GDS.

c) Terms of payment of the New Shares: The New Shares subscribed within the framework of this Offering shall be paid (a) in cash or (b) by capitalizing any credits resulting from obligations assumed by the Company as a result of purchasing shares in the Operating Companies.

Cash payments under the Local Offering must be made by bank transfer, check or other electronic means of payment within 4 (four) Stock Exchange Business Days from the Subscription Price fix date, as per the payment instructions contained in the subscription form.

d) Issuance and Crediting: The New Shares shall be issued and credited on the fifth Stock Exchange Day after the date on which the Subscription Price is established or otherwise as indicated in the Outcome Notice, in the accounts indicated by the Lead Underwriter regarding the Local Offering.

e) Dividends: Investors acquiring New Shares under this Offering will have the right to receive dividends on the same conditions as holders of the remaining outstanding shares. TGLT shall pay dividends in cash for the New Shares in Pesos, by crediting them in their accounts. In relation to GDS holders, the Company will transfer the dividends in cash in Dollars after deducting all the relevant commissions, currency conversion expenses, taxes and/or governmental dues, to an offshore account with The Bank of New York Mellon, as depositary, and the latter shall distribute the dividends to the GDS holders in accordance with the relevant depositary agreement.

f) Purchase agreements with Previous Shareholders of the Operating Companies: The Company has entered into share purchase agreements with the Previous Shareholders of the Operating Companies to acquire and/or increase its equity interest in the Operating Companies. Under those agreements, the Company may opt for discharging the obligations arising from said purchases by delivering New Shares under the Local Offering. In this case, the New Shares issued in favor of the Previous Shareholders of the Operating Companies will be paid by capitalizing said credits. Assuming a Subscription Price of 12.25 Pesos per New Share, the midpoint of the Indicative Price Range, the Previous Shareholders of the Operating Companies will subscribe for approximately 22,300,000 New Shares under the Offering, representing 33% of corporate capital and votes in the Company, once the Offering ends. Thus, as resolved in the Board of Directors' meeting held on October 14, 2010, the Company has decided to use the above option and discharge the obligations under its acquisitions in the Operating Companies by delivering New Shares in the Company to the Previous Shareholders.

g) Material changes to the situation of the Company: The Company advises that no additional material change has occurred to its capital, economic and financial situation in relation to the Financial Statements as of June 30, 2010, other than as indicated in the Prospectus.

The remaining conditions of this Offering are detailed in the Prospectus, made available to prospective investors at the corporate offices of the Company Av. Scalabrini Ortiz 3333, 1<sup>st</sup> Floor, Autonomous City of Buenos Aires, at the offices of Raymond James Argentina Sociedad de Bolsa S.A., San Martín 344, 22<sup>nd</sup> Floor, Autonomous City of Buenos Aires, and on the webpage of the CNV ([www.cnv.gov.ar](http://www.cnv.gov.ar)). Also, a summarized issuance prospectus has been published in the Daily Bulletin of the BCBA on October 19, 2010.

For all purposes of this notice, the capitalized terms used herein (except at the beginning of a sentence or as a proper noun) bear the meanings given to them in the Prospectus, except for those otherwise expressly defined herein. Terms defined in the plural shall also apply in the singular and vice versa.

The public offering for the New Shares has been authorized by Resolution No. 16,409 issued on September 8, 2010, by the CNV. The BCBA has authorized the listing of the New Shares on October 19, 2010.

**This notice must be read together with the Prospectus.**

**It is recommended that the Prospectus -along with this notice, which supplements the same- should be read very closely.**

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**María Manuela Lava**  
**Authorized Representative**

**Arranger, Lead Underwriter and Bookrunner**

**RAYMOND JAMES**  
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**Sub-Underwriters**



Other Brokers and Exchange Firms in Merval