

City of Buenos Aires, April 24, 2020

ARGENTINE SECURITIES COMMISSION

Re.: BANCO HIPOTECARIO S.A. – PROPOSED
AMENDMENT TO BYLAWS – INCLUSION OF
REMOTE SHAREHOLDERS’ MEETINGS.

Ladies & Gentlemen,

We hereby submit the proposed amendment to Banco Hipotecario’s Bylaws that has been submitted for consideration by the Argentine Securities Commission and will be submitted to the General Ordinary and Extraordinary Shareholders’ Meeting to be held on May 6, 2020, for approval.

The purpose of the proposed amendment is to include in the bylaws the possibility of holding remote shareholders’ meetings, in accordance with the provisions of Section 61 of Law No. 26,831 on capital markets and Section 61 – Exhibit II of Executive Order No. 471/18. In this regard, the above mentioned amendment involves the provisions of the above-mentioned legal rules, as set forth in Article VII GENERAL SHAREHOLDERS’ MEETINGS, Sections 22 to 25.

For ease of understanding, we enclose a comparative table with highlighted changes as Exhibit I hereto.

Sincerely,

Ernesto M. Viñes
Market Relations Responsible
Officer

Exhibit I

Current Text	Amended Text
ARTICLE VII – GENERAL SHAREHOLDERS’ MEETINGS	ARTICLE VII – GENERAL SHAREHOLDERS’ MEETINGS
SECTION 22 - <u>CALL</u> : Ordinary or extraordinary shareholders' meetings, as the case may be, shall be called to transact the business provided in Sections 234 and 235 of General Companies Law No. 19,550 (1984 revision), as amended. Meetings shall be called as provided by applicable laws and regulations. Ordinary shareholders’ meetings at first and second call may be called and held simultaneously.	SECTION 22 - <u>CALL</u> : Ordinary or extraordinary shareholders' meetings, as the case may be, shall be called to transact the business provided in Sections 234 and 235 of General Companies Law No. 19,550 (1984 revision), as amended. Meetings shall be called as provided by applicable laws and regulations. Ordinary shareholders’ meetings at first and second call may be called and held simultaneously. In the event of remote shareholders’ meetings, communication means shall be in place allowing for simultaneous transmission of sound, image and words, thus ensuring the principle of equal treatment among attendees. FIVE (5) business days’ prior notice shall be given to the Argentine Securities Commission of any remote shareholders’ meetings to be held.
SECTION 23 - <u>PUBLICATION</u> : a) <u>Notices</u> : Both ordinary and extraordinary shareholders' meetings shall be called by means of notices published in the Official Gazette, in one of the major newspapers of Argentina and in the newsletters of the stock exchanges and securities markets of the country where the Company's shares are listed, for the term and with the anticipation required by applicable laws. The Board of Directors shall order the publications to be made abroad to comply with the laws and practices in effect in the jurisdictions of the stock exchanges and securities markets on which the shares are listed. b) <u>Other means</u> : The Board of Directors may use the services of companies specialized in communications with shareholders and use other dissemination media to let them know its opinion on the subject matters to be dealt with at the relevant meeting. The cost of such services and dissemination shall be borne by the Company.	SECTION 23 - <u>PUBLICATION</u> : a) <u>Notices</u> : Both ordinary and extraordinary shareholders' meetings shall be called by means of notices published in the Official Gazette, in one of the major newspapers of Argentina and in the newsletters of the stock exchanges and securities markets of the country where the Company's shares are listed, for the term and with the anticipation required by applicable laws. The Board of Directors shall order the publications to be made abroad to comply with the laws and practices in effect in the jurisdictions of the stock exchanges and securities markets on which the shares are listed. b) <u>Other means</u> : The Board of Directors may use the services of companies specialized in communications with shareholders and use other dissemination media to let them know its opinion on the subject matters to be dealt with at the relevant meeting. The cost of such services and dissemination shall be borne by the Company. Furthermore, the Board of Directors may provide for the publication of notices by e-mail and other electronic and/or digital means.
SECTION 24 - <u>PROXIES</u> : Shareholders may attend meetings by means of proxies by granting a private instrument of proxy the signature of which must be attested by a court	SECTION 24 - <u>PROXIES</u> : Shareholders may attend meetings by means of proxies by granting a private instrument of proxy the signature of which must be attested by a court

<p>officer, a notary public or a bank. Shareholders' meetings shall be chaired by the Chairman of the Board or, in case of absence, by a person to be appointed by the shareholders at such meeting.</p>	<p>officer, a notary public or a bank. In the case of remote meetings, the relevant qualifying instrument, duly authenticated, shall be sent to the Company FIVE (5) business days before the meeting is held. Shareholders' meetings shall be chaired by the Chairman of the Board or, in case of absence, by a person to be appointed by the shareholders at such meeting.</p>
<p><u>SECTION 25 - PROCEEDINGS:</u> a) <u>Quorum and Majority requirements:</u> Quorum and majority requirements set forth in Sections 243 and 244 of General Companies Law No. 19,550 (1984 revision), as amended, shall apply, depending on the kind of meeting, call and matters to be dealt with, with the following exceptions: (i) as regards quorum at extraordinary meetings on second call, the meeting may be held no matter the number of present shareholders entitled to vote; (ii) resolutions upon the subject matters mentioned in clause (c) of Section 6 hereof shall require the affirmative vote of Class A shareholders at a Special Meeting; (iii) to resolve upon the subject matters listed on clause (b) below, both on first and second call, the majority of SEVENTY-FIVE PERCENT (75%) of the voting shares shall be required; (iv) to resolve upon the subject matters listed on clause (c) below, both on first and second call, the majority of SIXTY-SIX PERCENT (66%) of the voting shares shall be required; (v) to affect the rights of a class of shares, the consent of such class given at a Special Meeting shall be required; (vi) to amend any of the provisions of these Bylaws requiring a special majority, such special majority shall also be required; and (vii) all other cases where these Bylaws require the voting per class or the consent of each of the classes of shares. b) Resolutions requiring the special majority mentioned in clause (iii) above, without prejudice to the consent of the Special Meeting of the class whose rights are affected, are: (i) the transfer abroad of the company's corporate office; (ii) a fundamental change in the corporate purpose as a result of which the activities defined in Section 4, clause a) hereof ceases to be the Company's main or primary activity; (iii) the withdrawal of the Company's shares from listing on the Buenos Aires or New York stock exchanges; and (iv) the Company's spin-off into several companies when as a result thereof TWENTY-FIVE PERCENT (25%) or more of the Company's assets are transferred to the</p>	<p><u>SECTION 25 - PROCEEDINGS:</u> a) <u>Quorum and Majority requirements:</u> Quorum and majority requirements set forth in Sections 243 and 244 of General Companies Law No. 19,550 (1984 revision), as amended, shall apply, depending on the kind of meeting, call and matters to be dealt with, with the following exceptions: (i) as regards quorum at extraordinary meetings on second call, the meeting may be held no matter the number of present shareholders entitled to vote; (ii) resolutions upon the subject matters mentioned in clause (c) of Section 6 hereof shall require the affirmative vote of Class A shareholders at a Special Meeting; (iii) to resolve upon the subject matters listed on clause (b) below, both on first and second call, the majority of SEVENTY-FIVE PERCENT (75%) of the voting shares shall be required; (iv) to resolve upon the subject matters listed on clause (c) below, both on first and second call, the majority of SIXTY-SIX PERCENT (66%) of the voting shares shall be required; (v) to affect the rights of a class of shares, the consent of such class given at a Special Meeting shall be required; (vi) to amend any of the provisions of these Bylaws requiring a special majority, such special majority shall also be required; and (vii) all other cases where these Bylaws require the voting per class or the consent of each of the classes of shares. b) Resolutions requiring the special majority mentioned in clause (iii) above, without prejudice to the consent of the Special Meeting of the class whose rights are affected, are: (i) the transfer abroad of the company's corporate office; (ii) a fundamental change in the corporate purpose as a result of which the activities defined in Section 4, clause a) hereof ceases to be the Company's main or primary activity; (iii) the withdrawal of the Company's shares from listing on the Buenos Aires or New York stock exchanges; and (iv) the Company's spin-off into several companies when as a result thereof TWENTY-FIVE PERCENT (25%) or more of the Company's assets are transferred to the</p>

surviving companies, even when such result is achieved through successive spin-offs made in the course of ONE (1) year. c) Resolutions requiring the special majority mentioned in clause a)(iv) above, without prejudice to the consent of the Special Meeting of the class whose rights are affected, are: (i) any amendment to the Bylaws entailing (A) a change in the percentages set forth in clauses (b) or (c) of Section 7, or (B) the removal of the requirements set forth in clauses (d) (ii), (e) (i) (F) and (e)(v) of Section 7, requiring that the tender offering must reach ONE HUNDRED PERCENT (100%) of the shares or securities convertible into shares, must be paid in cash and may not be lesser than the price resulting from the procedures therein established; (ii) the granting of guarantees in favor of shareholders of the Company except when the guarantee and the secured obligation were undertaken in fulfilling the corporate purpose; (iii) the total cease or substantial reduction of the housing loan activities; and (iv) the provisions on number, nomination, election and composition of the Board of Directors. d) Special meetings: Special Meetings of classes shall be governed by the provisions on quorum at Ordinary Meetings applied to all of the outstanding shares of such class. There being general quorum of all the classes present, any number of Class A, B and C shares shall make a quorum on first call and on any subsequent calls of special meetings of such classes. As long as the holder of Class A shares is the Argentine Government exclusively, a notice signed by a competent government official in lieu of the Special Meeting of such class may be given for voting such shares.

surviving companies, even when such result is achieved through successive spin-offs made in the course of ONE (1) year. c) Resolutions requiring the special majority mentioned in clause a)(iv) above, without prejudice to the consent of the Special Meeting of the class whose rights are affected, are: (i) any amendment to the Bylaws entailing (A) a change in the percentages set forth in clauses (b) or (c) of Section 7, or (B) the removal of the requirements set forth in clauses (d) (ii), (e) (i) (F) and (e)(v) of Section 7, requiring that the tender offering must reach ONE HUNDRED PERCENT (100%) of the shares or securities convertible into shares, must be paid in cash and may not be lesser than the price resulting from the procedures therein established; (ii) the granting of guarantees in favor of shareholders of the Company except when the guarantee and the secured obligation were undertaken in fulfilling the corporate purpose; (iii) the total cease or substantial reduction of the housing loan activities; and (iv) the provisions on number, nomination, election and composition of the Board of Directors. d) Special meetings: Special Meetings of classes shall be governed by the provisions on quorum at Ordinary Meetings applied to all of the outstanding shares of such class. There being general quorum of all the classes present, any number of Class A, B and C shares shall make a quorum on first call and on any subsequent calls of special meetings of such classes. As long as the holder of Class A shares is the Argentine Government exclusively, a notice signed by a competent government official in lieu of the Special Meeting of such class may be given for voting such shares. e) Remote Meetings: The Board of Directors may provide for remote meetings to be held by submitting to the Argentine Securities Commission the procedure that will govern such meetings, for approval. Regardless of the place where the shareholders, the members of the Board of Directors or the Supervisory Committee are located, remote meetings will be governed by the laws of the Argentine Republic. Mention shall be made in the relevant shareholders' meetings' minutes to the individuals attending the meetings by remote means and their respective capacity, the place where they were located and the technical mechanisms that were adopted.