



PROPIEDADES  
COMERCIALES

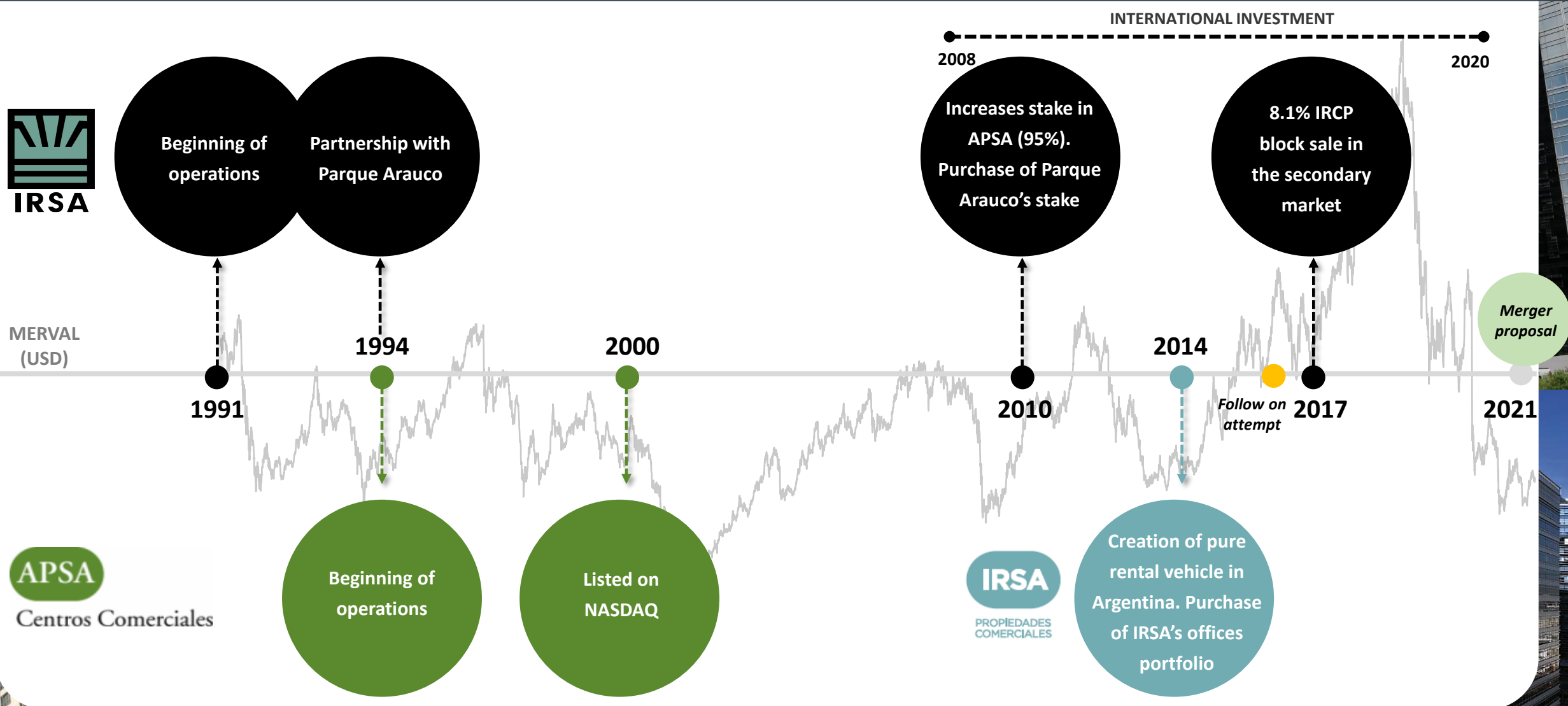
# MERGER PROPOSAL PRESENTATION

OCTOBER 2021



# IRSA-IRCP MERGER RATIONALE

## MAIN HISTORICAL EVENTS



# IRSA-IRCP MERGER RATIONALE

## MAIN ADVANTAGES

A collage of images in the background, including a modern glass building with a 'dot' logo, a snowy mountain range, a traditional wooden chalet, a modern glass building with a 'ALBA SITO' sign, and a multi-level shopping mall with escalators.

1 REAL ESTATE LEADER IN ARGENTINA

2 STRUCTURE SIMPLIFICATION

3 VEHICLE'S LIQUIDITY INCREASE

4 SYNERGIES AND COST EFFICIENCY

5 ELIMINATES POTENTIAL CONFLICTS OF INTEREST

6 GROWTH THROUGH MIXED-USE DEVELOPMENTS



# REAL ESTATE INDUSTRY TRENDS

## POTENTIAL SYNERGIES IN MIXED-USES DEVELOPMENTS



### REAL ESTATE TRENDS

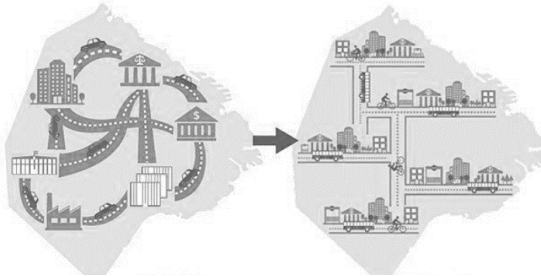
#### HOME OFFICE & HYBRID WORK MODALITY



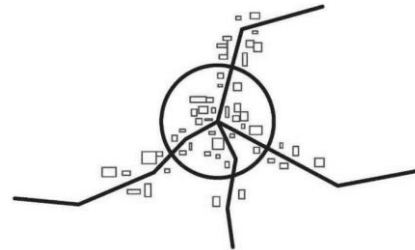
#### E-COMMERCE



#### NEW URBAN PLANNING CODE IN BA CITY



#### URBAN DECENTRALIZATION

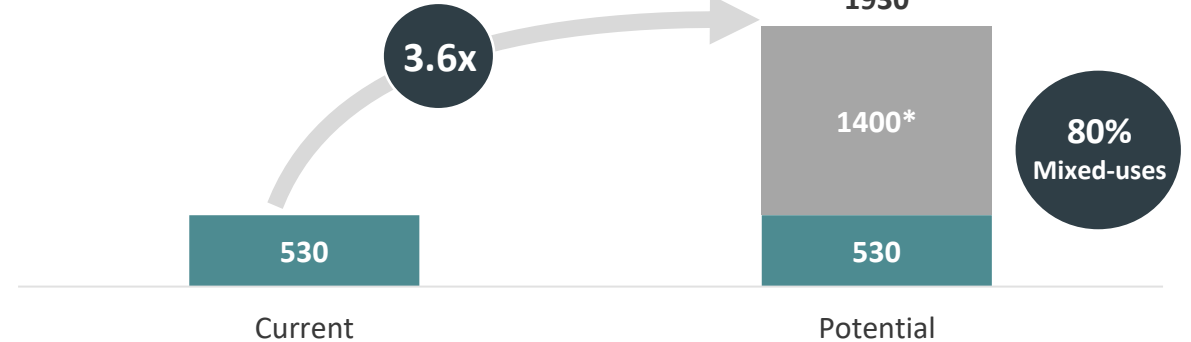


#### MIXED-USE REAL ESTATE PROJECTS



### COMPANY'S FUTURE DEVELOPMENTS

Th. sqm



\*Does not include La Adela and UOM Luján (4.4 million buildable sqm)



Alto Palermo Expansion (BA City)



Patio Bullrich Expansion (BA City)



Polo Dot (BA City)



Costa Urbana (BA City)



La Plata (BA Province)



Caballito (BA City)

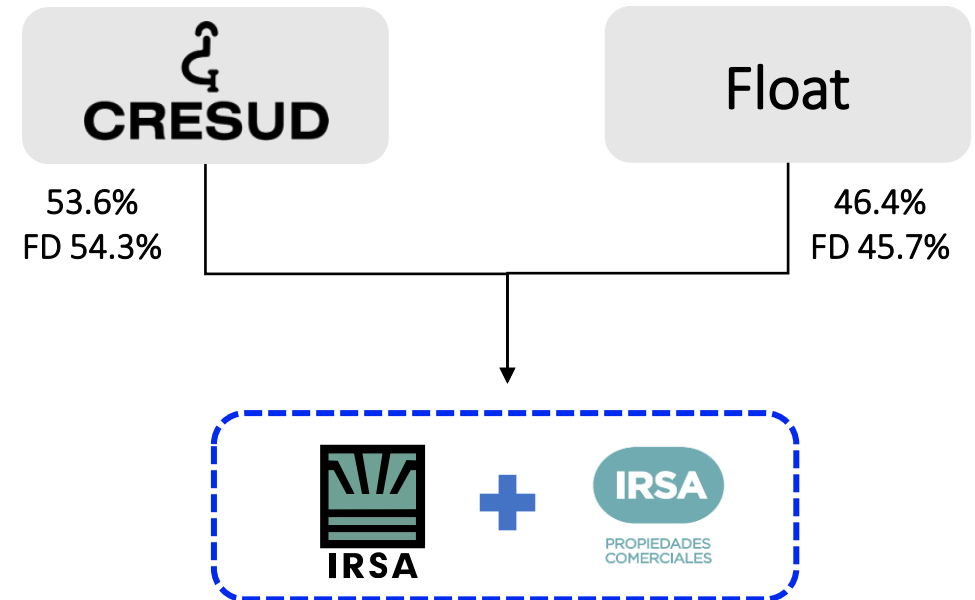
# TRANSACTION DESCRIPTION

## EXCHANGE RATIO AND POST MERGER CORPORATE STRUCTURE



- The transaction consists of a merger by absorption within the framework of the Argentine Companies Law 19,550 and the Income Tax Law 20,628.
- **IRSA** (absorbing company) **merges with IRSA Propiedades Comerciales** (absorbed company), which is dissolved without being liquidated.
- An Exchange Ratio of **1.40 IRSA shares for each IRSA Propiedades Comerciales share** is proposed.
- The Exchange Ratio was supported by two Fairness Opinions issued by Banco Santander and Banco Itaú. It has also been approved by the **Audit Committees** of both Companies.

### POST MERGER PROFORMA CORPORATE STRUCTURE





# CORPORATE STRUCTURE SIMPLIFICATION\*

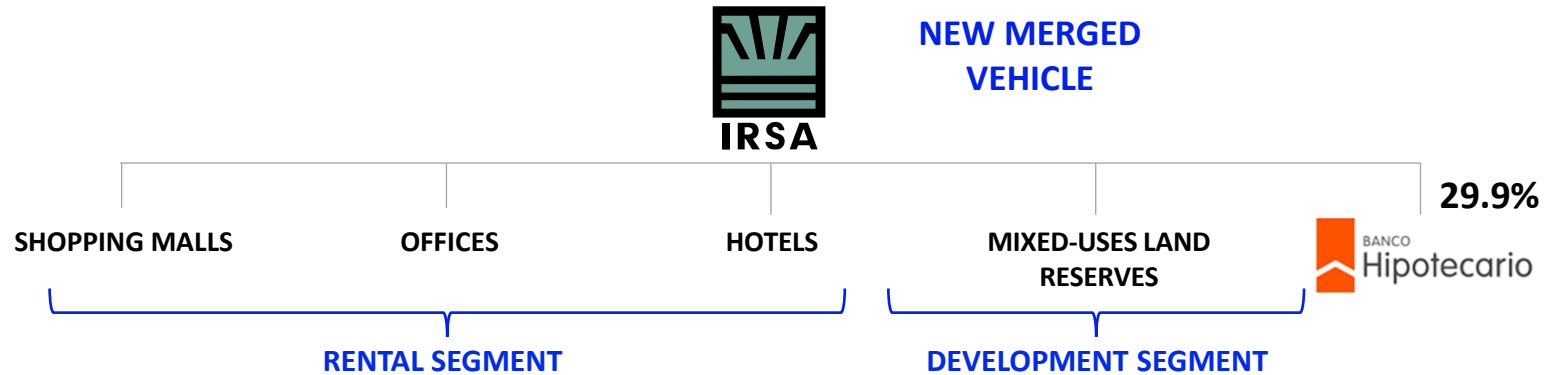
## UNIQUE REAL ESTATE VEHICLE LEADER IN ARGENTINA



### CURRENT STRUCTURE



### PROFORMA STRUCTURE



\*Does not include other investments like TGLT, WeAreAppa, La Rural and La Arena in IRCP and BACS in IRSA

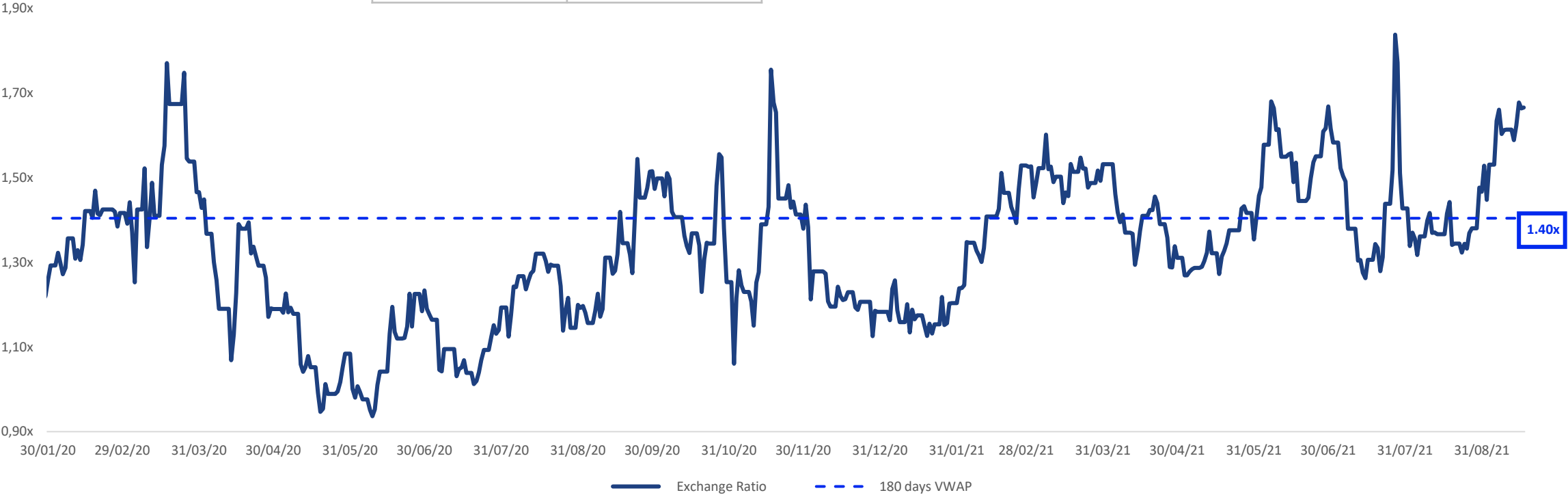
# TRANSACTION DESCRIPTION

## HISTORICAL EXCHANGE RATIO BETWEEN IRCP & IRSA



ARS	180 VWAP
IRCP	95.0
IRSA	67.7
IRCP/IRSA	1.40x

With this Exchange Ratio, a holder with 1,000 IRCP common shares will receive 1,400 IRSA common shares.



# MERGED VEHICLE LIQUIDITY INCREASE

## HISTORICAL EVOLUTION OF THE COMPANIES' FLOAT & LIQUIDITY

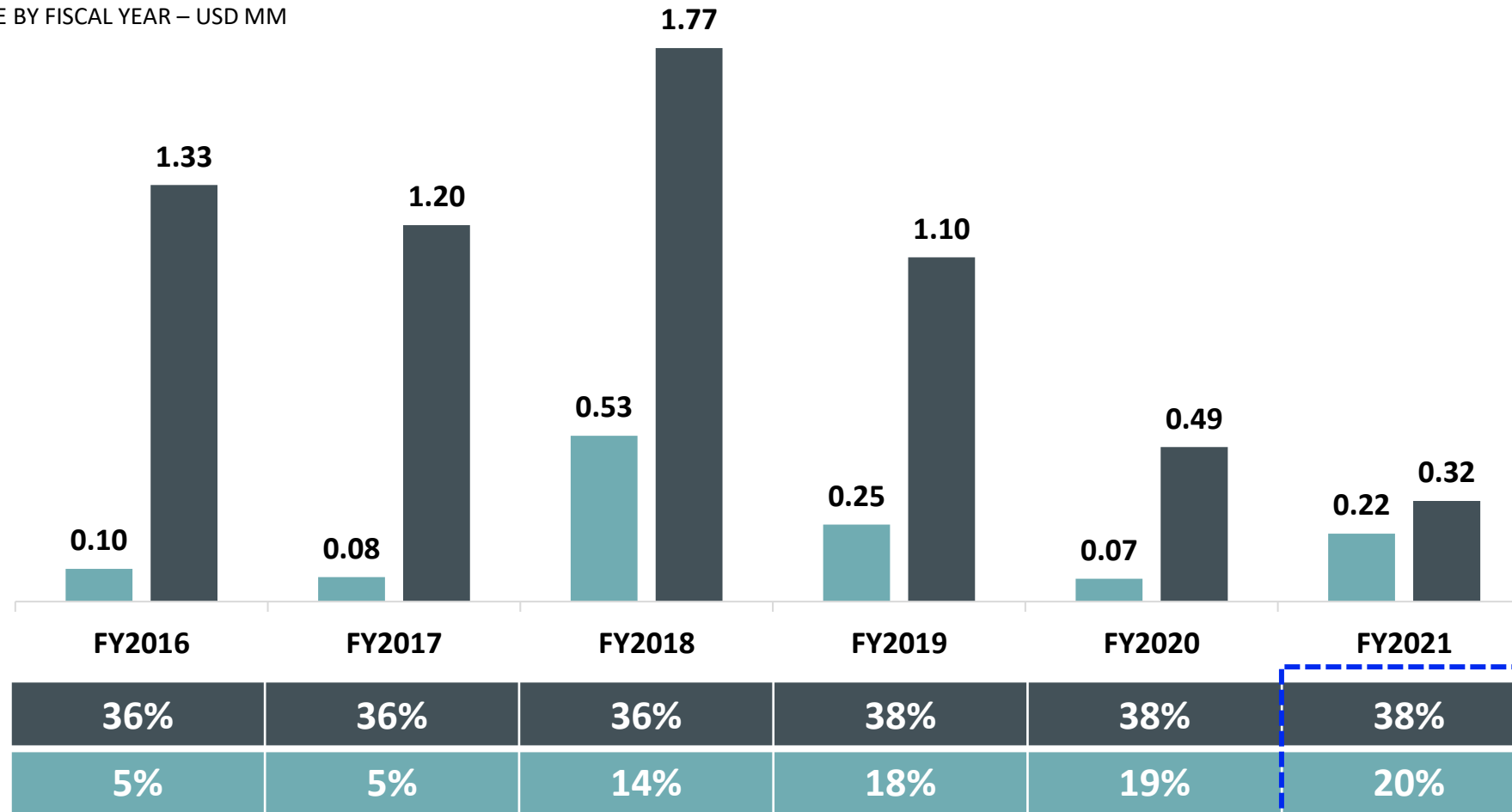


### AVERAGE DAILY LIQUIDITY

DAILY AVERAGE BY FISCAL YEAR – USD MM



FLOAT





# SYNERGIES AND COST EFFICIENCY

## LISTING, CORPORATE EXPENSES AND TAXES



**IRSA** COMMERCIAL  
PROPERTIES

**Listing fees**

**Board, Supervisory & Audit  
Committees**

**Credit Rating**

**Administrative, Legal & Audit  
Expenses**

**Financial Statements & 20F**

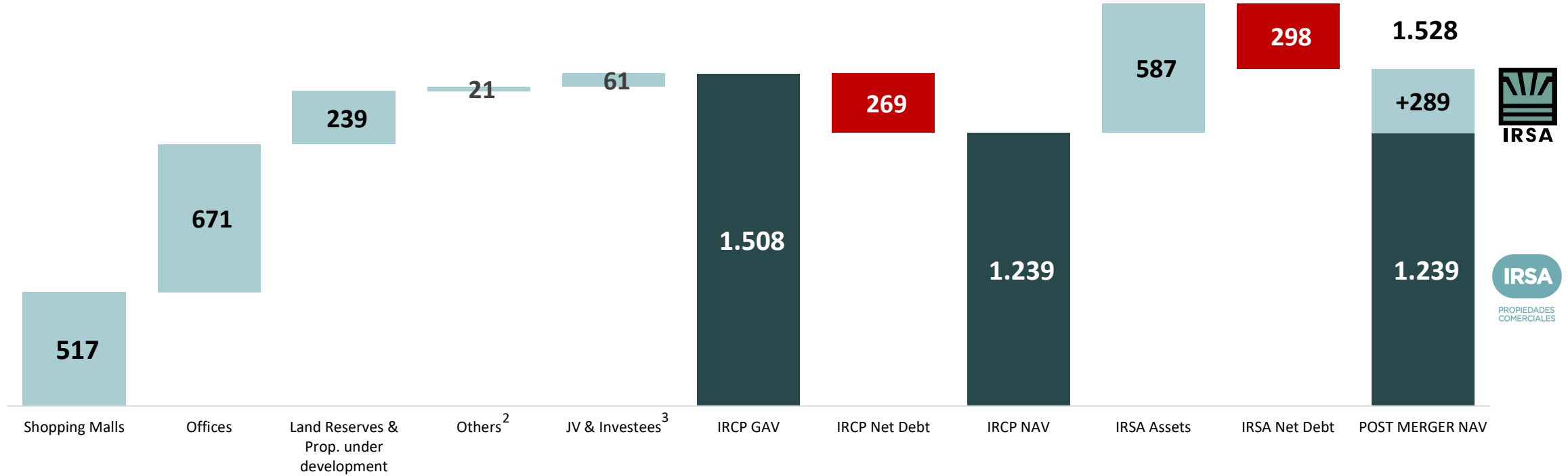
**Websites & IR services**

**CNV, BYMA & SEC filings**

**Taxes**

# NET ASSET VALUE<sup>1</sup>

## USD MILLION (AT OFFICIAL RATE)



1- Assets and liabilities adjusted by ownership

2- Includes trading properties and barbers registered under intangible assets. These two items are recorded at historical cost in the financial statements

3- Includes Quality and Nuevo Puerto Santa Fe as JV and La Rural, Convention Center & TGLT as Investees.



# EBITDA & NET DEBT

USD MILLION (AT OFFICIAL RATE)



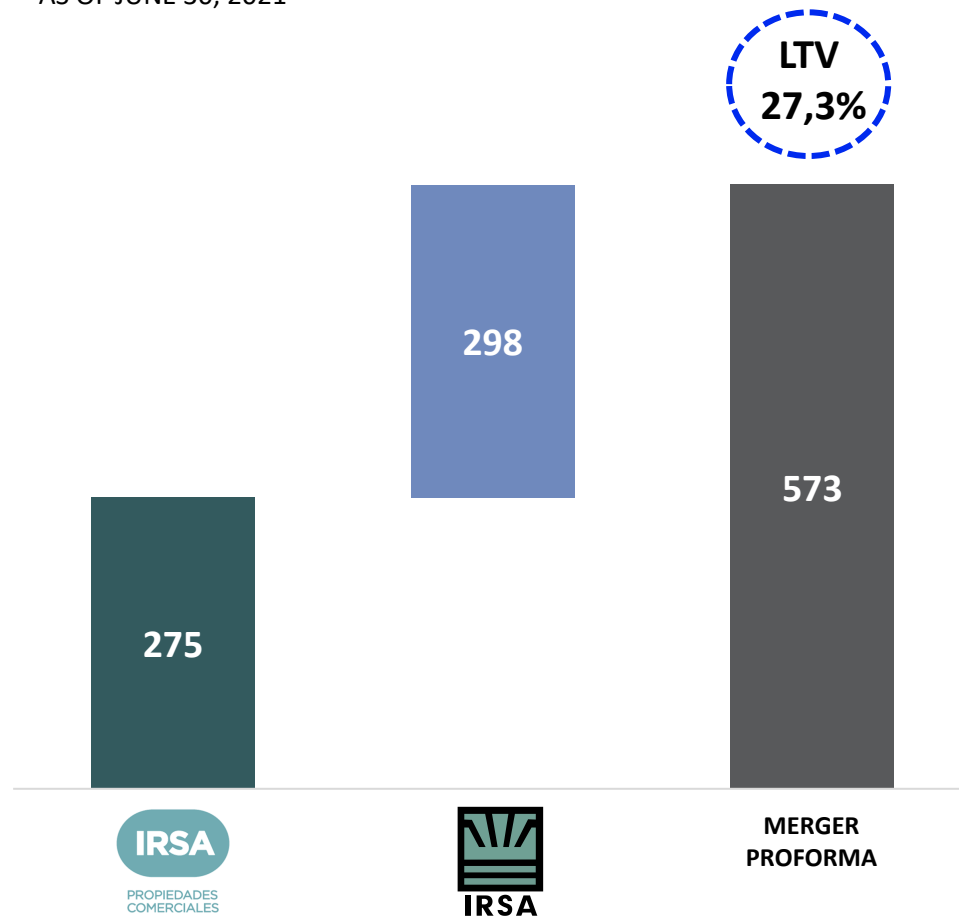
## ADJUSTED RENTAL EBITDA

LAST 5 FISCAL YEARS' AVERAGE (2017-2021)



## NET DEBT

AS OF JUNE 30, 2021



# IRSA, IRCP & PROFORMA MERGED DEBT

## USD MM (AT OFFICIAL RATE) – AS OF JUNE 30, 2021



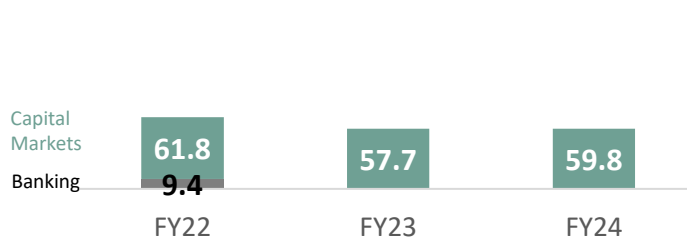
## MERGER

Market Debt*	188.7
Debt with IRCP	69.9
Notes owned by IRCP	51.0
<b>Total Gross Debt</b>	<b>309.6</b>
Cash	(9.4)
IRCP Notes**	(2.4)
<b>Total Net Debt</b>	<b>297.8</b>

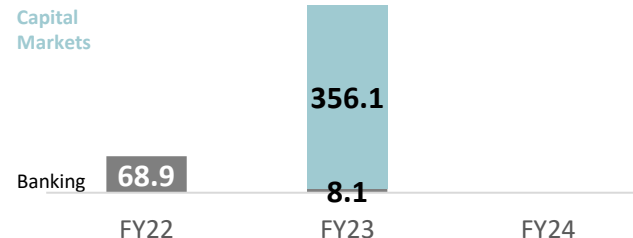
Market Debt	433.1
Notes owned by IRSA	2.4
<b>Total Gross Debt</b>	<b>435.5</b>
Cash & Investments	(39.8)
Credit with IRSA	(69.9)
IRSA Notes**	(51.0)
<b>Total Net Debt</b>	<b>274.8</b>

Market Debt	621.8
<b>Total Gross Debt</b>	<b>621.8</b>
Cash & Investments	(49.2)
<b>Total Net Debt</b>	<b>572.6</b>

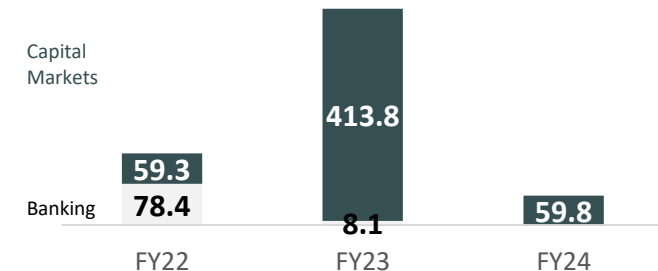
Debt with the Market  
USD 188.7 MM



Debt with the Market  
USD 433.1 MM



Debt with the Market  
USD 621.8 MM



\*Does not include subsequent issuance (USD 58.5 mm)

\*\*Stakes at nominal value



# ESTIMATED MERGER TIMELINE

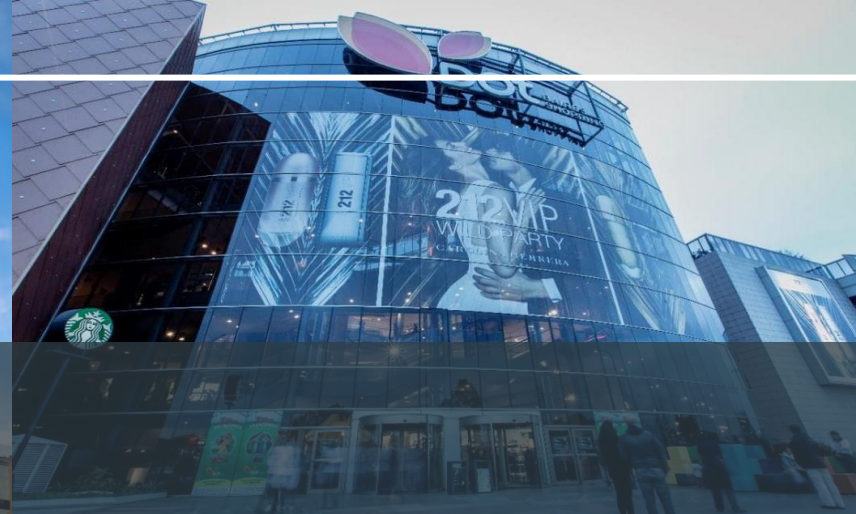
## FISCAL YEAR 2022



ONCE APPROVED, THE MERGER IS EFFECTIVE  
AS OF JULY 1<sup>ST</sup>, 2021

\*In case of CNV views, the process could be extended





OUR ADRESS



OUR EMAIL



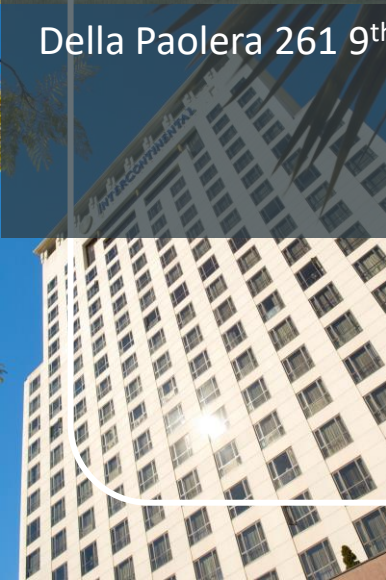
OUR PHONE



OUR WEBSITE



TWITTER



Della Paolera 261 9<sup>th</sup> floor

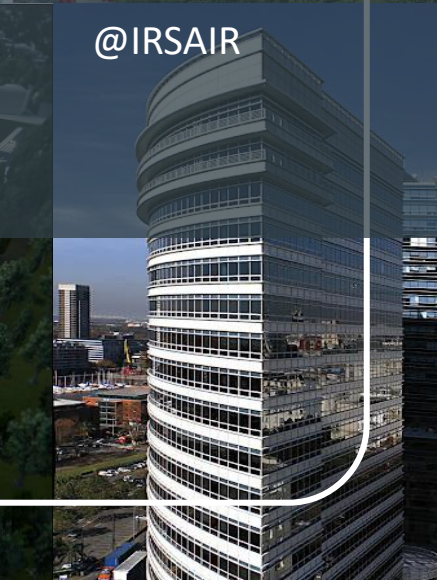
ir@irsa.com.ar



(+54) 911 4323-7449



www.irsa.com.ar



@IRSAIR