

GRUPO FINANCIERO GALICIA SA

Form 20-F

April 29, 2013

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AS FILED WITH THE SECURITIES AND EXCHANGE COMMISSION ON APRIL 29, 2013

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 20 F**

(Mark One)

**Registration Statement pursuant to Section 12(b) or (g) of the Securities Exchange Act of 1934**  
or

**Annual Report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**  
for the fiscal year ended December 31, 2012

or

**Transition report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 for the transition period from \_\_\_\_\_ to \_\_\_\_\_**

or

**Shell Company Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**  
Date of event requiring this Shell Company Report

# **GRUPO FINANCIERO GALICIA S.A.**

(Exact name of Registrant as specified in its charter)

## **GALICIA FINANCIAL GROUP**

(Translation of Registrant's name into English)

## **REPUBLIC OF ARGENTINA**

(Jurisdiction of incorporation or organization)

**Grupo Financiero Galicia S.A.**

**Tte. Gral. Juan D. Perón 456**

**C1038 AAJ-Buenos Aires, Argentina**

(Address of principal executive offices)

**Pedro A. Richards, Chief Executive Officer**

**Tel: 54 11 4 343 7528 / Fax: 54 11 4 331 9183, prichards@gfgsa.com**

**Perón 456, 2° Piso C1038AAJ Buenos Aires ARGENTINA**

(Name, Telephone, E-mail and/or Facsimile number and Address of Company Contact Person)

**Securities registered or to be registered pursuant to Section 12(b) of the Act:**

**American Depositary Shares, each representing ten Class B ordinary Shares**

**Name of each exchange on which registered**

**Nasdaq Capital Market**

Title of each class

Class B Ordinary Shares, Ps.1.00 par value, (not for trading but only in connection with the listing of the American Depositary Shares on the Nasdaq Capital Market)

Securities registered or to be registered pursuant to Section 12(g) of the Act:

None

Securities for which there is a reporting obligation pursuant to Section 15(d) of the Act:

None

Indicate the number of outstanding shares of each of the issuer's classes of capital or common stock as of the close of the period covered by the annual report:

Class A Ordinary Shares, Ps.1.00 par value . . . . . 281,221,650

Class B Ordinary Shares, Ps.1.00 par value . . . . . 960,185,367

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.

Yes  No

If this report is an annual or transition report, indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934. Yes  No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of accelerated filer and larger accelerated filer in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer  Accelerated filer  Non-accelerated filer

Indicate by check mark which basis of accounting the registrant has used to prepare the financial statements included in this filing:

International Financial Reporting Standards

U.S. GAAP  As issued by the International Accounting Standards Board  Other

Indicate by check mark which financial statement item the registrant has elected to follow. Item 17  Item 18

If this is an annual report, indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes  No

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**PRESENTATION OF FINANCIAL INFORMATION**

Grupo Financiero Galicia S.A. ( Grupo Financiero Galicia or Grupo Galicia ) is a financial services holding company incorporated in Argentina and is one of Argentina's largest financial services groups. In this annual report, references to we, our, and us are to Grupo Financiero Galicia and its consolidated subsidiaries, except where otherwise noted. Our consolidated financial statements consolidate the accounts of the following companies:

Grupo Financiero Galicia;

Banco de Galicia y Buenos Aires S.A., our largest subsidiary, its wholly-owned subsidiaries Banco Galicia Uruguay S.A. (in liquidation) ( Galicia Uruguay ) and Galicia Cayman Limited ( Galicia Cayman ), and other subsidiaries and affiliated companies required to be consolidated under Argentine Banking GAAP (collectively Banco Galicia or the Bank except where otherwise noted);

Tarjetas Regionales S.A. ( Tarjetas Regionales ) and its operating subsidiaries;

Compañía Financiera Argentina S.A. ( Compañía Financiera Argentina or CFA );

Sudamericana Holding S.A. ( Sudamericana ) and its subsidiaries;

Galicia Warrants S.A. ( Galicia Warrants ),

Net Investment S.A. ( Net Investment ) and

Galval Agente de Valores S.A. ( Galval ), the results of which were consolidated only during the first half of fiscal year 2012, since on September 4, 2012, the Board of Directors of Grupo Financiero Galicia (the Board of Directors ) approved the sale of 100% of its interest in Galval. Such transaction is subject to the corresponding authorization of the Central Bank of Uruguay.

We maintain our financial books and records in Argentine Pesos and prepare our financial statements in conformity with the accounting rules of the Argentine Central Bank, which entity prescribes the generally accepted accounting principles for all financial institutions in Argentina. This annual report refers to those accounting principles as Argentine Banking GAAP. Argentine Banking GAAP differs in certain relevant respects from generally accepted accounting principles in Argentina, which we refer to as Argentine GAAP. Argentine Banking GAAP also differs in certain significant respects from the generally accepted accounting principles in the United States, which we refer to as U.S. GAAP. See Note 33 to our audited consolidated financial statements included in this annual report for a description of the differences between Argentine GAAP and Argentine Banking GAAP, and Note 35 to our audited consolidated financial statements included in this annual report for a discussion of the principal differences between Argentine Banking GAAP and U.S. GAAP and a reconciliation to U.S. GAAP of our net income for the three fiscal years ended December 31, 2012 and total shareholders' equity as of December 31, 2012 and 2011 and Item 5. Operating and Financial Review and Prospects-Item 5.A. Operating Results-U.S. GAAP and Argentine Banking GAAP Reconciliation.

In this annual report, references to US\$ and Dollars are to United States Dollars and references to Ps. or Pesos are to Argentine Pesos. The exchange rate used in translating Pesos into Dollars and used in calculating the convenience translations included in the following tables is the Reference Exchange Rate which is published by the Argentine Central Bank and which was Ps.4.9173, Ps.4.3032 and Ps.3.9758 per US\$1.00 as of December 31, 2012, December 31, 2011 and December 31, 2010, respectively. The exchange rate translations contained in this annual report should not be construed as representations that the stated Peso amounts actually represent or have been or could be converted into Dollars at the rates indicated or at any other rate.

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Our fiscal year ends on December 31, and references in this annual report to any specific fiscal year are to the twelve-month period ended December 31 of such year.

Unless otherwise indicated, all information regarding deposit and loan market shares and other financial industry information has been derived from information published by the Argentine Central Bank.

We have expressed all amounts in millions of Pesos, except percentages, ratios, multiples and per-share data.

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**FORWARD LOOKING STATEMENTS**

This annual report contains forward-looking statements that involve substantial risks and uncertainties, including, in particular, statements about our plans, strategies and prospects under the captions Item 4. Information on the Company-Capital Investments and Divestitures, Item 5.

Operating and Financial Review and Prospects -Item 5.A. Operating Results-Principal Trends and Item 5.B. Liquidity and Capital Resources. All statements other than statements of historical facts contained in this annual report (including statements regarding our future financial position, business strategy, budgets, projected costs and management's plans and objectives for future operations) are forward-looking statements. In addition, forward-looking statements generally can be identified by the use of such words as may, will, expect, intend, estimate, anticipate, believe, continue or other similar terminology. Although we believe that the expectations reflected in these forward-looking statements are reasonable, no assurance can be provided with respect to these statements. Because these statements are subject to risks and uncertainties, actual results may differ materially and adversely from those expressed or implied by such forward-looking statements. Factors that could cause actual results to differ materially and adversely from those contemplated in such forward-looking statements include but are not limited to:

changes in Argentine government regulations applicable to financial institutions, including tax regulations and changes in or failures to comply with banking or other regulations;

changes in general political, legal, social or other conditions in Argentina, Latin America or abroad;

fluctuations in the Argentine rate of inflation;

changes in capital markets in general that may affect policies or attitudes toward lending to Argentina or Argentine companies, including expected or unexpected turbulence or volatility in domestic or international financial markets;

changes in the macroeconomic situation at the regional, national or international levels, and the influence of these changes on the microeconomic conditions of the financial markets in Argentina;

increased competition in the banking, financial services, credit card services, insurance, asset management and related industries;

changes in interest rates which may, among other things, adversely affect margins;

a loss of market share by any of Banco Galicia's main businesses;

a change in the credit cycle, increased borrower defaults and/or a decrease in the fees charged to clients;

Banco Galicia's inability to sustain or improve its performance;

Banco Galicia's inability to obtain additional debt or equity financing on attractive conditions or at all, which may limit its ability to fund existing operations and to finance new activities;

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technological changes and changes in Banco Galicia's ability to implement new technologies;

changes in the saving and consumption habits of its customers and other structural changes in the general demand for financial products, such as those offered by Banco Galicia;

possible financial difficulties of the Argentine government;

volatility of the Peso and the exchange rates between the Peso and foreign currencies; and

other factors discussed under Item 3. Key Information-Item 3.D. Risk Factors in this annual report.

You should not place undue reliance on forward-looking statements, which speak only as of the date that they were made. Moreover, you should consider these cautionary statements in connection with any written or oral forward-looking statements that we may issue in the future. We do not undertake any obligation to release publicly any revisions to forward-looking statements after completion of this annual report to reflect later events or circumstances or to reflect the occurrence of unanticipated events.

In light of the risks and uncertainties described above, the forward-looking events and circumstances discussed in this annual report might not occur and are not guarantees of future performance.

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**PART I**

**Item 1. Identity of Directors, Senior Management and Advisers**

Not applicable.

**Item 2. Offer Statistics and Expected Timetable**

Not applicable.

**Item 3. Key Information**

**Item 3.A. Selected Financial Data**

The following table presents summary historical financial and other information about us as of the dates and for the periods indicated.

Our financial statements do not include any effect for inflation accounting other than the adjustments to non-monetary assets through February 28, 2003.

The selected consolidated financial information as of December 31, 2012 and December 31, 2011 and for the fiscal years ended December 31, 2012, 2011 and 2010 has been derived from our audited consolidated financial statements included in this annual report. The selected consolidated financial information as of December 31, 2010, December 31, 2009 and December 31, 2008 and for the fiscal years ended December 31, 2009 and December 31, 2008 has been derived from our audited consolidated financial statements not included in this annual report.

You should read this data in conjunction with Item 5. Operating and Financial Review and Prospects and our audited consolidated financial statements included in this annual report.

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	Fiscal Year Ended December 31,					
	2012 <i>(in millions of Dollars, except as noted)<sup>(1)</sup></i>	2012	2011	2010	2009	2008
	<i>(in millions of Pesos, except as noted)<sup>(1)</sup></i>					
	<i>Unaudited</i>					
<b>Consolidated Income Statement in Accordance with Argentine Banking GAAP</b>						
Financial Income	1,856.5	9,129.0	6,017.7	3,614.9	3,005.6	2,559.3
Financial Expenses	801.4	3,940.6	2,274.2	1,412.7	1,460.5	1,421.0
Net Financial Income <sup>(2)</sup>	1,055.1	5,188.4	3,743.5	2,202.2	1,545.1	1,138.3
Provision for Losses on Loans and Other Receivables	274.0	1,347.3	843.4	551.5	639.5	395.4
Income before Taxes	432.2	2,125.5	1,860.8	667.1	385.3	250.8
Income Tax	(160.5)	(789.3)	(753.9)	(258.2)	(156.0)	(74.0)
Net Income / (Loss)	271.7	1,336.2	1,106.9	408.9	229.3	176.8
Earnings / (Loss) per Share (in Pesos) <sup>(3)</sup>	0.219	1.076	0.892	0.329	0.185	0.142
Cash Dividends per Share (in Pesos) <sup>(3)</sup>	0.004	0.020	0.014	0.020		
Stock Dividends per Share (in Pesos) <sup>(3)</sup>						
Book Value per Share (in Pesos) <sup>(3)</sup>	0.798	3.923	2.861	1.989	1.653	1.487
<b>Amounts in Accordance with U.S. GAAP</b>						
Net Income / (Loss)	266.3	1,309.6	866.7	2,293.6	770.2	(1,171.0)
Basic and Diluted Earnings / (Losses) per Share (in Pesos) <sup>(3)</sup>	0.215	1.055	0.698	1.848	0.620	(0.943)
Book Value / (Deficit) per Share (in Pesos) <sup>(3)</sup>	0.837	4.115	3.122	2.414	0.996	(0.608)
Financial Income	1,868.3	9,187.1	5,985.6	4,778.0	3,374.8	1,201.7
Financial Expenses	797.8	3,923.1	2,240.8	1,343.4	1,434.4	1,391.3
Net Financial Income / (Loss)	1,075.5	5,264.0	3,744.8	3,434.6	1,940.4	(189.6)
Provision for Losses on Loans and Other Receivables	272.1	1,338.0	887.8	549.7	527.3	450.1
Income Tax	158.5	779.5	678.8	508.1	54.5	50.9
<b>Consolidated Balance Sheet in Accordance with Argentine Banking GAAP</b>						
Cash and Due from Banks	1,697.1	8,345.0	6,418.9	5,645.6	3,696.3	3,405.1
Government Securities, Net	737.6	3,627.1	5,227.7	2,267.7	3,907.2	1,531.8
Loans, Net	8,661.9	42,593.0	30,904.5	21,353.8	13,477.9	11,774.6
Total Assets	12,905.1	63,458.3	51,193.0	35,708.1	27,602.4	24,735.8
Deposits	8,133.6	39,945.2	30,135.1	22,222.8	17,039.4	14,056.1
Other Funds <sup>(4)</sup>	5,621.6	27,643.0	17,506.3	11,015.8	8,510.5	8,834.0
Total Shareholders' Equity	990.4	4,870.1	3,551.6	2,469.5	2,052.5	1,845.7
Average Total Assets <sup>(5)</sup>	11,066.3	54,416.4	41,635.7	29,118.4	24,685.3	23,412.5
<b>Percentage of Period-end Balance Sheet Items Denominated in Dollars:</b>						
Loans, Net of Allowances	6.32	6.32	13.88	14.53	17.78	16.97
Total Assets	11.42	11.42	15.15	18.98	24.95	28.85
Deposits	10.12	10.12	15.05	18.08	18.16	16.98
Total Liabilities	14.29	14.29	23.57	23.01	27.73	32.47
<b>Amounts in Accordance with U.S. GAAP</b>						
Trading Securities	701.6	3,450.1	5,309.8	2,700.4	2,011.9	989.6
Available-for-Sale Securities	661.2	3,251.2	2,881.9	2,384.9	3,916.9	2,050.0

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Total Assets	14,723.2	72,398.2	55,956.7	40,593.9	30,377.6	25,159.7
Total Liabilities	13,684.4	67,290.3	52,080.6	37,596.9	29,141.3	25,914.1
Shareholders' Equity (Deficit)	1,038.8	5,107.9	3,876.1	2,997.1	1,236.3	(754.4)

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	2012	Fiscal Year Ended December 31,			2008
		2011	2010	2009	
		<i>(in millions of Pesos, except as noted)<sup>(1)</sup></i>			
<b>Selected Ratios in Accordance with Argentine Banking GAAP</b>					
<b><i>Profitability and Efficiency</i></b>					
Net Yield on Interest Earning Assets <sup>(6)</sup>	14.14%	13.27%	11.38%	9.10%	5.72%
Financial Margin <sup>(7)</sup>	12.11	11.72	10.02	8.41	5.72
Return on Average Assets <sup>(8)</sup>	2.80	3.07	1.76	1.12	0.91
Return on Average Shareholders' Equity <sup>(9)</sup>	32.12	37.39	18.63	11.69	10.13
Net Income from Services as a Percentage of Operating Income <sup>(10)</sup>	38.15	39.57	44.73	45.90	51.07
Efficiency ratio <sup>(11)</sup>	68.83	67.88	71.42	71.05	76.57
<b><i>Capital</i></b>					
Shareholders' Equity as a Percentage of Total Assets	7.67%	6.94%	6.92%	7.44%	7.46%
Total Liabilities as a Multiple of Shareholders' Equity	12.03x	13.41x	13.46x	12.45x	12.40x
Total Capital Ratio	13.02%	12.63%	15.19%	14.35%	13.92%
<b><i>Liquidity</i></b>					
Cash and Due from Banks as a Percentage of Total Deposits	20.89%	21.30%	25.40%	21.69%	24.23%
Loans, Net as a Percentage of Total Assets	67.12	60.37	59.80	48.83	47.60
<b><i>Credit Quality</i></b>					
Past Due Loans <sup>(12)</sup> as a Percentage of Total Loans	2.53%	1.82%	2.57%	3.95%	2.87%
Non-Accrual Loans <sup>(13)</sup> as a Percentage of Total Loans	3.37	2.63	3.37	4.77	3.49
Allowance for Loan Losses as a Percentage of Non-accrual Loans <sup>(13)</sup>	115.86	152.01	137.57	118.64	123.11
Net Charge-Offs <sup>(14)</sup> as a Percentage of Average Loans	2.00	1.49	2.37	2.84	1.83
<b>Ratios in Accordance with U.S. GAAP</b>					
<b><i>Capital</i></b>					
Shareholders' Equity (deficit) as a Percentage of Total Assets	7.06%	6.93%	7.38%	4.07%	(3.00)%
Total Liabilities as a Multiple of Total Shareholders' Equity	13.17x	13.44x	12.54x	23.57x	(34.35)x
<b><i>Liquidity</i></b>					
Loans, Net as a Percentage of Total Assets	58.74%	55.06%	52.56%	45.55%	49.59%
<b><i>Credit Quality</i></b>					
Allowance for Loan Losses as a Percentage of Non-Accrual Loans	143.90	202.23	163.37	108.37	141.34
<b><i>Inflation and Exchange Rate</i></b>					
Wholesale Inflation <sup>(15)</sup>	13.08%	12.67%	14.56%	10.27%	8.82%
Consumer Inflation <sup>(16)</sup>	10.84	9.51	10.92	7.69	7.24
Exchange Rate Variation <sup>(17)</sup> (%)	14.27	8.23	4.72	9.93	9.61
CER <sup>(18)</sup>	10.55	9.54	11.04	6.95	7.97

The ratios disclosed above are considered significant by the management of Grupo Financiero Galicia despite of the fact that they are not a specific requirement of any GAAP.



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- (1) The exchange rate used to convert the December 31, 2012 amounts into Dollars was Ps.4.9173 per US\$1.00. All amounts are stated in millions of Pesos, except inflation and exchange rates, percentages, ratios, multiples and per-share data.
- (2) Net financial income primarily represents income from interest on loans and other receivables resulting from financial brokerage plus net income from government and corporate debt securities, including gains and losses, minus interest on deposits and other liabilities from financial intermediation. It also includes the CER adjustment.
- (3) Amounts stated in Pesos or Dollars, as it corresponds.
- (4) Includes primarily debt with merchants and liabilities with other banks and international entities.
- (5) The average balances of assets, including the related interest that is due are calculated on a daily basis for Banco Galicia and for Galicia Uruguay, as well as for Tarjetas Regionales consolidated with its operating subsidiaries, and on a monthly basis for Grupo Financiero Galicia and its non-banking subsidiaries.
- (6) Net interest earned divided by interest-earning assets. For a description of net interest earned, see Item 4. Information on the Company-Selected Statistical Information-Interest-Earning Assets-Net Yield on Interest-Earning Assets .
- (7) Financial margin represents net financial income divided by average interest-earning assets.
- (8) Net income excluding minority interest as a percentage of average total assets.
- (9) Net income as a percentage of average shareholders' equity.
- (10) Operating income is defined as net financial income plus net income from services.
- (11) Administrative expenses as a percentage of operating income as defined above.
- (12) Past-due loans are defined as the aggregate principal amount of a loan plus any accrued interest that is due and payable for which either the principal or any interest payment is 91 days or more past due.
- (13) Non-Accrual loans are defined as those loans in the categories of: (a) Consumer portfolio: Medium Risk , High Risk , Uncollectible , and Uncollectible Due to Technical Reasons , and (b) Commercial portfolio: With problems , High Risk of Insolvency , Uncollectible , and Uncollectible Due to Technical Reasons .
- (14) Charge-offs plus direct charge-offs minus bad debts recovered.
- (15) As measured by the annual change in the end-of-period Wholesale Price Index ( WPI ), published by INDEC (as defined herein).
- (16) As measured by the annual change in the end-of-period Consumer Price Index ( CPI ), published by INDEC.
- (17) Annual change in the end-of-period exchange rate expressed in Pesos per Dollar.
- (18) The CER is the Coeficiente de Estabilización de Referencia , an adjustment coefficient based on changes in the CPI.

**Exchange Rate Information**

The following table sets forth the annual high, low, average and period-end exchange rates for Dollars for the periods indicated, expressed in Pesos per Dollar and not adjusted for inflation.

	Exchange Rate <sup>(1)</sup>			Period-End
	High	Low	Average (in Pesos per Dollar)	
2008	3.4537	3.0128	3.1797 <sup>(2)</sup>	3.4537
2009	3.8545	3.4497	3.7478	3.7967
2010	3.9857	3.7942	3.9226	3.9758
2011	4.3035	3.9715	4.1442	4.3032
2012	4.9173	4.3048	4.5760	4.9173
October 2012	4.7655	4.6992	4.7299 <sup>(3)</sup>	4.7655
November 2012	4.8338	4.7700	4.7974	4.8338
December 2012	4.9173	4.8398	4.8800	4.9173
January 2013	4.9768	4.9228	4.9486	4.9768
February 2013	5.0448	4.9825	5.0111	5.0448
March 2013	5.1223	5.0475	5.0840	5.1223

(1) Using closing reference exchange rates as published by the Argentine Central Bank.

(2) Annual average: based on the last day of each month's closing quotation.

(3) Monthly average: daily closing quotations.

As of April 26, 2013, the exchange rate was Ps.5.1752 for US\$1.00.



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**Item 3.B. Capitalization and Indebtedness**

Not applicable.

**Item 3.C. Reasons for the Offer and Use of Proceeds**

Not applicable.

**Item 3.D. Risk Factors**

*You should carefully consider the risks described below in addition to the other information contained in this annual report. In addition, most, if not all, of the risks described below must be evaluated bearing in mind that our most important asset is our equity interest in Banco Galicia, thus, a material change in Banco Galicia's shareholders' equity or income statement would also adversely affect our businesses and results of operations. We may also face risks and uncertainties that are not presently known to us or that we currently deem immaterial, which may impair our business. Our operations, property and customers are located mainly in Argentina. Accordingly, the quality of our customer portfolio, loan portfolio, financial condition and results of operations depend, to a significant extent, on the macroeconomic and political conditions prevailing in Argentina. In general, the risk assumed when investing in the securities of issuers from countries such as Argentina, is higher than when investing in the securities of issuers from developed countries.*

**Risk Factors Relating to Argentina**

*Market conditions and the government's intervention in the economy may adversely affect our business and prospects.*

Grupo Galicia's results of operations may be affected by inflation, fluctuations in the exchange rate, modifications in interest rates, changes in the government's policies, and other political or economic developments either internationally or in Argentina or other events that affect the country.

Historically, Argentina's economy has experienced periods of high levels of instability and volatility, low or negative economic growth and high and fluctuating levels of inflation and devaluation. There are a number of factors that could have a material and adverse effect on Argentina's economy, in general, and, in particular, on Grupo Galicia's results of operations, the rights of the holders of securities issued by Grupo Galicia and the value of such securities. These factors include, but are not limited to, Argentina's inability to sustain economic growth, the effects of inflation, Argentina's limited ability to obtain external financing, a decline in the international prices for Argentina's main commodity exports, fluctuations in the exchange rate of other countries against which Argentina competes, regulatory actions taken by the Government (including, for example, the recent nationalization of YPF, and certain changes in the legal framework applicable to the capital markets), actions taken by the Government regarding the ongoing lawsuit with the holdout creditors from Argentina's debt default and the vulnerability of the Argentine economy to external shocks.

After the presidential elections in October 2011, and in the light of the foreign exchange imbalance that arose as a result of the increase in the dollarization of the private sector portfolio and the decrease in the balance of payment current account surplus, the Government issued a series of regulations with a view to stabilizing Argentina's stock of international reserves. The main measures taken included: (i) suspension of regulations that allowed non-financial Argentine residents (both individuals and entities) to purchase foreign currency for the following concepts: real estate investments abroad, loans granted to non-residents, direct investment contributions abroad, portfolio investments abroad, other investments abroad by residents, among other saving transactions, (ii) new obligations regarding the repatriation of funds (applicable, for example, to insurance and mining companies), (iii) shorter periods within which to convert foreign currency into Pesos when there is an obligation to repatriate funds and (iv) the implementation of a reporting system which includes a pre-import of Goods Affidavit ( DJAI ), an Anticipated Affidavit of Services ( DJAS ) and an Anticipated Affidavit of (Financial) Payments Abroad ( DAPE Please see below Risk Factors Relating to Us ) whereby, for example, importers of goods for consumption are required to file such declaration with the Federal Public Revenue Authority, prior to issuing any purchase order (or similar document), otherwise they cannot make any import-related payment or fulfill the necessary Customs procedures to obtain the clearance of the imported goods.

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The above noted factors that are currently impacting the Argentine economy, the Argentine government's regulatory intervention and a deterioration in certain variables in the international context have led to a slowdown in the Argentine economic growth rate in 2012 that may continue in the near future. In addition, the inflation rate remains high. Further, no assurance can be given that additional events in the future, such as the enactment of new regulations by the Argentine government or authorities will not occur. As a result of all of the foregoing, the financial position and results of operations of private sector companies in Argentina, including Grupo Galicia, the rights of holders of securities issued by such institutions and the value of such securities may be negatively and adversely impacted.

***The performance of the Argentine economy may deteriorate due to current economic conditions and any significant decline may adversely impact Grupo Galicia's financial condition.***

According to the Argentine Institute of Statistics and Census ( INDEC ), Argentina's Gross Domestic Product ( GDP ), in real terms, grew by 6.8% in 2008, 0.9% in 2009, 9.2% in 2010, 8.9% in 2011 and 1.9% in 2012, according to preliminary data. Thus, after the recovery observed in 2010 and 2011, in 2012 the economy suffered a slowdown as a result of the negative impact of lower crop yields, Brazil's economic slowdown, the deterioration in the investment climate due to heightened regulations and the domestic economy's loss of competitiveness resulting from a level of inflation that exceeds the exchange rate depreciation rate. Although the economic conditions for the current year show indications of an improvement in terms of yields for the agricultural sector and the recovery of Argentina's main business partner (Brazil), the macroeconomic imbalances as well as the regulatory risks continue, creating risks as to the domestic economy's performance.

The international economic deterioration, a lack of stability and competitiveness of the Peso against other foreign currencies, the low level of confidence among consumers and foreign and domestic investors, a higher inflation rate and future political uncertainties, among other factors, may affect the development of the Argentine economy and cause volatility in the local capital markets.

In addition, the Argentine economy may be subject to further deterioration due to the following economic conditions:

the availability of long-term credit is scarce;

if the difficulties in bringing down the high spending growth rate continue, this may adversely affect the fiscal situation;

inflation remains high;

an ongoing review of the regulatory framework applicable to many private sector activities continues to remain uncertain; and

the economic recovery has depended to some extent on high commodity prices, which are volatile and beyond the control of the Argentine government.

A slowdown in Argentina's economic growth or an increased level economic instability may have a significant adverse effect on Grupo Galicia's business, financial position and results of its operations and the trading price for its ADSs.

***If the high levels of inflation continue, the Argentine economy and Grupo Galicia's financial position and business could be adversely affected.***

The high rate of economic growth in recent years, which has been fueled by Argentina's full utilization of its installed productive capacity, along with expansive fiscal and monetary policies, has caused a high level of inflation in Argentina since 2007. According to INDEC data, the CPI grew 7.2% in 2008, 7.7% in 2009, 10.9% in 2010, 9.5% in 2011 and 10.8% in 2012; while the WPI increased 8.8% in 2008, 10.0% in 2009, 14.6% in 2010, 12.7% in 2011 and 13.1% in 2012. In the past, inflation has materially undermined the Argentine economy and the government's ability to generate conditions that fostered economic growth. In addition, high inflation or a high level of volatility with respect to the same may materially and adversely affect the business volume of the financial system and prevent the growth of intermediation activity levels. This result, in turn, could adversely affect the level of economic activity and employment.



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A high inflation rate also affects Argentina's competitiveness abroad, real salaries, employment, consumption and interest rates. A high level of uncertainty with regard to these economic variables, and a general lack of stability in terms of inflation, could lead to shortened contractual terms and affect the ability to plan and make decisions. This may have a negative impact on economic activity and on the income of consumers and their purchasing power, all of which could materially and adversely affect Grupo Galicia's financial position, results of operations and business.

In addition to the above, the accuracy of the measurements of the INDEC is in doubt, and the current actual consumer and wholesale price indices may be significantly higher than those indicated by INDEC. If a correction of the CPI and other INDEC indices is deemed necessary, this may lead to a marked loss of confidence in the Argentine economy.

***Argentina's ability to obtain financing and to attract direct foreign investment is limited and may adversely affect Grupo Galicia's financial position, results of operations and business.***

As of the date hereof, Argentina had very limited access to foreign financing, essentially due a default in December 2001 on its debt to foreign bondholders, multilateral financial institutions (e.g., the IMF and the Paris Club) and other financial institutions. Although in 2006, Argentina settled all of its outstanding debt with the IMF and between 2004 and 2010 carried out a variety of debt swaps with certain bondholders, the Government is still in default with some of the bondholders (holdout creditors) and with the Paris Club.

In this regard, among other issues, Argentina is currently involved in litigation in U.S. courts with the holdout bondholders, i.e. those bondholders that chose not to participate in the above mentioned debt swaps. The outcome of this litigation is uncertain and, in the event of an unfavorable outcome for Argentina, could cause Argentina to be in technical default under some of its current indebtedness. In addition, the foreign shareholders of several Argentine companies, mostly public utilities, have filed claims with the International Centre for Settlement of Investment Disputes (ICSID), alleging that the emergency measures adopted by the Argentine government differ from the fair and equitable treatment provisions set forth in several bilateral investment treaties to which Argentina is a party. Both items would entail a contingent debt that would exceed US\$20 billion.

Argentina's default on its foreign debt and the abovementioned claims that have been filed against Argentina may prevent the Argentine government and Argentine private sector companies from accessing the international capital markets and receiving direct foreign investment. Due to the same, the Argentine government may not be able to foster economic growth. Moreover, direct foreign investment in the private sector, which is also necessary to foster economic growth, may not occur at the necessary or optimal levels. These risks may be additionally exacerbated due to the limited liquidity available for investment in the local capital markets, as well as the highly concentrated pool of potential local investors.

If Argentina does not fully recover its ability to access the international capital markets and attract direct foreign investment, there is a risk that the country will not obtain the requisite capital to restart the investment cycle and sustain a high economic growth rate. If this occurs, Argentina's fiscal condition may be adversely affected, which could generate more inflation and undermine the Argentine government's ability to implement economic policies designed to foster growth. The difficulty of sustaining economic growth in the long term, along with a reasonable stability in prices, may result in another episode of economic instability, which could have a material adverse effect on the prospects of the Argentine economy and, therefore, could have a material adverse effect on Grupo Galicia's financial condition and operating results and on the trading prices for its ADSs.

***A decline in the international prices of Argentina's main commodity exports and a significant real appreciation of the Peso against the U.S. Dollar could affect the Argentine economy and create new pressures on the foreign exchange market, and have a material adverse effect on Grupo Galicia's financial condition, prospects and operating results.***

Argentina's economic recovery since the 2001-2002 crisis has taken place within a context of increasing prices for commodity exports, such as soy, which represented 21.9% of Argentine exports in 2012. High prices for

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commodities have contributed to the increase in exports by Argentina since the third quarter of 2002, and have contributed to increased tax revenues for the Argentine government, mainly from export taxes (withholdings). However, this reliance on the export of certain commodities, such as soy, has made the Argentine more vulnerable to fluctuations in their prices.

A significant increase in the real appreciation of the Peso could affect Argentina's competitiveness, substantially affecting exports, and this, in turn could prompt new recessionary pressures on the country's economy and a new imbalance in the foreign exchange market, which could lead to a high degree of volatility in the exchange rate. Most importantly, in the short term, a significant appreciation of the real exchange rate could substantially reduce the Argentine public sector's tax revenues in real terms, given the strong reliance on taxes on exports (withholdings). The occurrence of the foregoing could lead to inflation and potentially materially and adversely affect the Argentine economy, as well as Grupo Galicia's financial condition and operating results and, thus, the trading prices for its ADSs.

***Volatility in the regulatory framework could have a material adverse effect on Argentina's economy in general, and on Grupo Galicia's financial position, specifically.***

In response to the 2001 and 2002 economic crisis, the Argentine government enacted several laws amending the regulatory framework governing a number of different activities. The Argentine government continues to exert significant control over the economy. For example, during fiscal year 2012, the Argentine Central Bank passed new regulations that require banks, including Banco Galicia, to provide loans with interest rates that are below the then prevailing market interest rates. In addition, political and social pressures could inhibit the Argentine government's implementation of policies designed to maintain price stability, generate growth and enhance consumer and investor confidence.

Existing or new regulations that could potentially be enacted in the future by Argentine authorities could materially and adversely affect the assets, revenues and operating income of private sector companies, including Grupo Galicia, the rights of holders of securities issued by those entities, or the value of those securities.

The lack of regulatory foresight could impose significant limitations on the activities of the financial system and Grupo Galicia's business, and would generate uncertainty regarding its future financial position and results of operations and the trading price for its ADSs.

***The Argentine economy and its goods, financial services and securities markets remain vulnerable to external factors, which could affect Argentina's economic growth and Grupo Galicia's prospects.***

The financial and securities markets in Argentina are influenced, to varying degrees, by economic and market conditions in other countries. Although such conditions may vary from country to country, investor reactions to events occurring in one country may affect capital flows to issuers in other countries, and consequently, affect the trading prices of their securities. Decreased capital inflows and lower prices in the securities market of a country may have a material adverse effect on the real economy of those countries in the form of higher interest rates and foreign exchange volatility.

During periods of uncertainty in international markets, investors generally choose to invest in high-quality assets (flight to quality) over emerging market assets. This has caused and could continue to cause an adverse impact on the Argentine economy and has and could continue to adversely affect the country's economy in the near future.

During 2011 and 2012, Greece and, to a lesser extent, other European countries such as Portugal, Ireland, Spain and Italy, continued facing significant problems, and the risk of these issues continuing into the future continues to be a concern. The problems faced by the European Union's periphery countries, resulting from a combination of factors such as low growth, fiscal woes and financial pressures, are particularly acute. Reestablishing financial and fiscal stability to offset the low or zero growth continues to pose a challenge.

A new global economic and/or financial crisis or the effects of deterioration in the current international context, could affect the Argentine economy and, consequently, Grupo Galicia's results of operations, financial condition and the trading price for its ADSs.

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***A potential future devaluation of the Peso may hinder or potentially prevent Grupo Galicia from being able to honor its foreign-currency denominated obligations.***

If the Peso were to devalue significantly in the future, it could have an adverse effect on the ability of Argentine companies to make timely payments on their debts denominated in or indexed or otherwise connected to a foreign currency, generate very high inflation rates, reduce real salaries significantly, and have an adverse effect on companies focused on the domestic market, such as public utilities and the financial industry. Devaluation could also adversely affect the Argentine government's capacity to honor its foreign debt, with adverse consequences for Grupo Galicia's and Banco Galicia's businesses, which could affect Grupo Galicia's capacity to meet future obligations denominated in a foreign currency which, in turn, could have a material adverse effect on the trading prices for Grupo Galicia's ADSs.

***The Argentine foreign exchange market is subject to controls, which may adversely affect the ability and the manner in which Grupo Galicia repays its obligations denominated in or indexed or otherwise connected to a foreign currency.***

Decree No. 1570/01, effective as of December 3, 2001, established certain restrictions on transfers of foreign currencies abroad, prohibiting most of ordinary foreign currency transfers abroad. Decree No. 1606/01 maintained the same restrictions, but has incorporated additional restrictions regarding the transfers of funds that entered the country after December 3, 2001 to foreign countries.

Subsequently, the Argentine government issued Decree No. 616/05 (and supplementary regulations), which regulated Argentina's capital inflows and outflows. Basically, this decree establishes that, subject to certain exceptions, funds transferred into Argentina by residents and non-residents are subject to a deposit, called an *encaje*, equal to 30% of the amount transferred, which must be deposited in U.S. Dollars for one year in a local financial institution, during which time such amount will not bear interest. This deposit cannot be transferred and cannot be used as security. This regulation also establishes that Argentine companies obtain the approval of the Argentine Central Bank (BCRA, as per its initials in Spanish) in order to transfer funds from Argentina to accounts abroad, subject to certain exceptions, and also sets forth the prerequisites for individuals to acquire and transfer funds in the foreign exchange market without requiring that prior authorization.

Since late 2011, the controls and regulations in respect of the foreign exchange market have become more stringent, limiting the possibility of transferring funds abroad. For further details on these and other exchange control measures in respect of the foreign exchange market, please see the section titled Item 8. Financial Information-Legal Proceedings.

No assurance can be provided that the abovementioned regulations will not be amended, or that no new regulations will be enacted in the future imposing greater limitations on funds flowing into and out of the Argentine foreign exchange market. Any such measures, as well as any additional controls and/or restrictions, could materially affect Grupo Galicia's ability to access the international capital markets and may undermine its ability to make payments of principal and/or interest on its obligations denominated in a foreign currency or transfer funds abroad (in total or in part) to make payments on its obligations (which could affect Grupo Galicia's financial condition and results of operations). Therefore, Argentine resident or non-resident investors should take special notice of these regulations (and their amendments) that limit access to the foreign exchange market. Grupo Galicia may be prevented from making payments in U.S. Dollars and/or making payments outside Argentina due to the restrictions in place at that time in the foreign exchange market and/or due to the restrictions on the ability of companies to transfer funds abroad.

***It may be difficult to effect service of process against Grupo Galicia's executive officers and directors, and foreign judgments may be difficult to enforce or may be unenforceable.***

Service of process upon individuals or entities which are not resident in the United States may be difficult to obtain with the United States. Grupo Galicia and substantially all of its subsidiaries are companies incorporated under the laws of Argentina. Most of their shareholders, directors, members of the Supervisory Syndics' Committee, officers, and some specialists named herein are domiciled in Argentina and the most significant part of their assets is located in Argentina. Although Grupo Galicia has an agent to receive service of process in any action against it in the United States with respect to its ADSs, none of its executive officers or directors has consented to service of



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process in the United States or to the jurisdiction of any United States court. As a result, it may be difficult to effect service of process against Grupo Galicia's executive officers and directors. Additionally, under Argentine law, the enforcement of foreign judgments will be allowed provided that the requirements in sections 517 to 519 of the National Code of Civil and Commercial Procedures are met or, if it is one of the powers governed by provincial law, the requirements in the applicable local code of procedure, and provided that the foreign judgment does not infringe the concepts of public policy in Argentine law, as determined by the competent courts of Argentina. Grupo Galicia cannot guarantee that an Argentine court may consider that the enforcement of foreign judgments ordering payments under foreign-currency securities, outside Argentina is contrary to public policy regulations of Argentine law, for instance, if at such time there are legal restrictions in place prohibiting Argentine debtors from transferring foreign currency abroad to pay off debts.

***The measures adopted by the Argentine government and the claims filed by workers on an individual basis or as part of a labor union action may lead to pressures to increase salaries or additional benefits, which would increase companies', including Grupo Galicia's, operating costs.***

In the past, the Argentine government has passed laws and regulations requiring private sector companies to maintain certain salary levels and provide their employees with additional benefits. Furthermore, employers, both in the public sector and in the private sector, have been experiencing intense pressures from their personnel, or from the labor unions representing them, demanding salary increases and certain benefits for the workers, given the high inflation rates.

Grupo Galicia cannot assure you that the Argentine government will not adopt measures in the future mandating salary increases or the provision of additional employee benefits or that the employees or their unions will not exert pressure in demanding those measures. Any such measures could have a material and adverse effect on Grupo Galicia's expenses and business, results of operations and financial condition and, thus, on the trading prices for its ADSs.

### **Risk Factors Relating to the Argentine Financial System**

***The stability of the Argentine financial system is dependent upon the ability of financial institutions, including Banco Galicia, the main subsidiary of Grupo Galicia, to maintain and increase the confidence of depositors.***

The measures implemented by the Argentine government in late 2001 and early 2002, in particular the restrictions imposed on depositors to withdraw money freely from banks and the pesification and restructuring of their deposits, were strongly opposed by depositors due to the losses on their savings and undermined their confidence in the Argentine financial system and in all financial institutions operating in Argentina.

If depositors once again withdraw their money from banks in the future, there may be a substantial negative impact on the manner in which financial institutions, including Banco Galicia, conduct their business, and on their ability to operate as financial intermediaries. Loss of confidence in the international financial markets may also adversely affect the confidence of Argentine depositors in local banks.

In the future, an adverse economic situation, even if it is not related to the financial system, could trigger a massive withdrawal of capital from local banks by depositors, as an alternative to protect their assets from potential crises. Any massive withdrawal of deposits could cause liquidity issues in the financial sector and, consequently, a contraction in credit supply.

The occurrence of any of the above could have a material and adverse effect on Grupo Galicia's expenses and business, results of operations and financial condition and, thus, on the trading prices for its ADSs.

***If financial intermediation activity volumes relative to GDP are not restored to significant levels, the capacity of financial institutions, including Banco Galicia, the main subsidiary of Grupo Galicia, to generate profits may be negatively affected.***

As a result of the 2001-2002 economic crisis, the volume of financial intermediation activity dropped dramatically: private sector credit plummeted from 24% of GDP in December 2000 to 7.7% in June 2004 and total deposits as a percentage of GDP fell from 31% to 23.2% during the same period. The depth of the crisis and the

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effect it had on depositors' confidence in the financial system created uncertainty as to its ability to act as an intermediary between savings and credit. Further, the ratio of total financial system's private-sector deposits and loans to GDP is low when compared to international levels and lower than the periods prior to the crisis, especially in the case of loans to the private sector, which represented approximately 17% of GDP as of December 31, 2012.

There is no assurance that financial intermediation activities will continue in a manner sufficient to reach the necessary volumes to provide financial institutions, including Banco Galicia, with sufficient capacity to generate income, or that those actions will be sufficient to prevent Argentine financial institutions, such as Banco Galicia, from having to assume excessive risks in terms of maturity mismatches. Under these circumstances, for an undetermined period of time, the scale of operations of Argentine-based financial institutions, including Banco Galicia, their business volume, the size of their assets and liabilities or their income-generation capacity could be much lower than before the crisis which may, in turn, impact the results of operations of Banco Galicia and, potentially, the trading price for Grupo Galicia's ADSs.

***The Argentine financial system's growth and income, including that of Banco Galicia, the main subsidiary of Grupo Galicia, depend in part on the development of medium- and long-term funding sources.***

In spite of the fact that the financial system's and Banco Galicia's deposits continue to grow, they are mostly demand or short-term time deposits and the sources of medium- and long-term funding for financial institutions are currently limited. If Argentine financial institutions, such as Banco Galicia, are unable to access adequate sources of medium and long-term funding or if they are required to pay high costs in order to obtain the same and/or if they cannot generate profits and/or maintain their current volume and/or scale of their business, this may adversely affect Grupo Galicia's ability to honor its debts.

***Argentine financial institutions (including Banco Galicia) continue to have exposure to public sector debt (including securities issued by the Argentine Central Bank) and its repayment capacity, which in periods of economic recession, may negatively affect their results of operations.***

Argentine financial institutions continue to be exposed, to some extent, to public sector debt and its repayment capacity. The Argentine government's ability to honor its financial obligations is dependent on, among other things, its ability to establish economic policies that succeed in fostering sustainable growth and development in the long term, generating tax revenues and controlling public expenditures, which could, either partially or totally, fail to take place.

Banco Galicia's exposure to the public sector as of December 31, 2012 was Ps.4,950 million, representing approximately 7.9% of its total consolidated assets and one times its shareholders' equity. Of this total, Ps.1,698 million corresponded to Argentine government securities, while the remaining Ps.3,252 million were Argentine Central Bank debt instruments. As a result, Banco Galicia's income-generating capacity may be materially impacted, or may be particularly affected by the Argentine public sector's repayment capacity and the performance of public sector bonds, which, in turn, is dependent on the factors referred to above. Banco Galicia's ability to honor its financial obligations may be adversely affected by the Argentine government's repayment capacity or its failure to meet its obligations in regard to Argentine government obligations owed to Banco Galicia.

***In the future, the Argentine government may impose new limitations on creditors' rights in Argentina and on the possibility of enforcing certain guarantees, which could adversely affect the financial conditions of financial institutions, including Banco Galicia, the main subsidiary of Grupo Galicia.***

To protect debtors affected by the 2001-2002 economic crisis, beginning in 2002, the Argentine government passed various laws and regulations that temporarily suspended the ability of creditors to enforce their guarantees and exert their rights under similar instruments established in financing agreements in the event of a default by the debtor. Such limitations have, in some cases, restricted Argentine creditors, such as Banco Galicia, from initiating actions and/or lawsuits to collect and recover on defaulted loans. While these rules have ceased to be applicable, in the event of an adverse economic environment or in other circumstances, the Government could pass new rules and regulations restricting the ability of creditors to enforce their rights pursuant to loan agreements, guarantees and similar instruments or documents, the impact of which may have an adverse effect on the business of financial institutions in Argentine, include those of Banco Galicia.

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***The Consumer Protection Law may limit some of the rights afforded to Grupo Galicia and its subsidiaries.***

Argentine Law No. 24,240 (the Consumer Protection Law) sets forth a series of rules and principles designed to protect consumers, which include Banco Galicia's customers. The Consumer Protection Law was amended by Law No. 26,361 on March 12, 2008 to expand its applicability and the penalties associated with violations thereof. Additionally, Law No. 25,065 (as amended by Law No. 26,010 and Law No. 26,361, the Credit Card Law) also sets forth public policy regulations designed to protect credit card holders.

The application of both the Consumer Protection Law and the Credit Card Law by administrative authorities and courts at the federal, provincial and municipal levels has increased. This trend has increased general consumer protection levels. In the event that Grupo Galicia and its subsidiaries are found to be liable for violations of any of the provisions of the Consumer Protection Law or the Credit Card Law, the potential penalties could limit some of Grupo Galicia and its subsidiaries' rights, for example, with respect to their ability to collect payments due from services and financing provided by Grupo Galicia or its subsidiaries, and adversely affect their financial results of operations. Grupo Galicia cannot assure you that court and administrative rulings based on the newly-enacted regulation or measures adopted by the enforcement authorities will not increase the degree of protection given to its debtors and other customers in the future, or that they will not favor the claims brought by consumer groups or associations. This may prevent or hinder the collection of payments resulting from services rendered and financing granted by Grupo Galicia's subsidiaries, which may have an adverse effect on their results and operations.

***Class actions against financial institutions for an indeterminate amount may adversely affect the profitability of the financial system and of Banco Galicia, specifically.***

Certain public and private organizations have initiated class actions against financial institutions in Argentina. Class actions are contemplated in the Argentine National Constitution and the Consumer Protection Law, however, their guidance with respect to procedural rules for instituting and trying class action cases is limited. Notwithstanding the foregoing, the courts have admitted class actions providing for some guidance with respect to the procedures for trying the same. These courts have admitted several complaints filed against financial institutions to defend collective interests, based on arguments that object to the charges applied to certain products, the interest rates applied and the advisory services rendered in the sale of government securities, among others.

Final judgments entered against financial institutions under these class actions may affect the profitability of financial institutions in general and of Banco Galicia specifically in relation to class actions filed against Banco Galicia. If these class actions plaintiffs were to prevail, their success could have an adverse effect on the financial or insurance industry and, consequently, on Grupo Galicia's business and financial condition. For further information regarding class actions brought against Banco Galicia, please refer to the Item 8. Financial Information Legal Proceedings.

***Administrative procedures filed by the tax authorities of certain Argentine provinces against financial institutions, such as Banco Galicia (the primary subsidiary of Grupo Galicia) and amendments to tax laws applicable to Grupo Galicia could generate losses for Grupo Galicia.***

Buenos Aires City tax authorities, as well as certain provincial tax authorities, have initiated administrative proceedings against financial institutions in order to collect higher gross income taxes from those financial institutions from the year ended 2002 and onwards. The Argentine Federal Court of Appeals granted Banco Galicia a preliminary injunction in an amount corresponding to the Compensatory Bond (as defined below) in Banco Galicia's challenge of the assessment of the tax authorities of the Autonomous City of Buenos Aires. The Argentine Supreme Court of Justice affirmed the opinion of the Argentine Federal Court of Appeals, and the Court of Appeals therefore ordered the fiscal authority to refrain from starting tax enforcement proceedings or otherwise requesting precautionary measures for such purpose. The aim of the Compensatory Bond was to compensate financial institutions for losses that they would have otherwise incurred as a result of the measures implemented to confront the 2001-2002 economic crisis, in particular, the asymmetric pesification. The final decision regarding these proceedings remains uncertain and financial institutions, including Banco Galicia, may suffer substantial losses.

In addition, although Banco Galicia considers it has met its tax obligations regarding current regulations and has properly recorded provisions for those risks based on the opinions and advice of its external legal advisors and pursuant to the applicable accounting standards, certain risk factors may render those provisions inadequate. Tax authorities may not agree with Grupo Galicia's tax treatment, possibly leading to an increase in the tax responsibilities.

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Moreover, amendments to existing regulations may increase Grupo Galicia's tax rate and a material increase in the tax burden could adversely affect its financial results.

### **Risk Factors Relating to Us**

#### ***Grupo Galicia may be unable to repay its financial obligations due to a lack of liquidity it may suffer because of being a holding company***

Grupo Galicia, as a holding company, conducts its operations through its subsidiaries. Consequently, it does not operate or hold substantial assets, except for equity investments in its subsidiaries. Except for such assets, Grupo Galicia's ability to invest in its business developments and/or to repay obligations is subject to the funds generated by its subsidiaries and their ability to pay cash dividends. In the absence of such funds, Grupo Galicia may be forced to resort to financing options at unappealing prices, rates and conditions. Additionally, such financing could be unavailable when Grupo Galicia may need it.

Grupo Galicia's subsidiaries are under no obligation to pay any amount to enable Grupo Galicia to carry out investment activities and/or to cancel its liabilities, or to give Grupo Galicia funds for such purposes. Each of the subsidiaries is a legal entity separate from Grupo Galicia, and due to certain circumstances, legal or contractual restrictions, as well as to the subsidiaries' financial condition and operating requirements, Grupo Galicia's ability to receive dividends and its ability to develop its business and/or to comply with payment obligations, could be limited. Under certain regulations and agreements, Banco Galicia has restrictions related to dividend distribution. In particular, effective as of the end of 2011, the Argentine Central Bank implemented new regulations regarding dividend distribution. These new regulations established that after paying dividends, financial institutions must still have an excess of computable capital over the new minimum requirement of 75%, an increase from the previous requirement of 30%. As a result of these regulations, Banco Galicia was unable to declare dividends for the fiscal year ended December 31, 2012, and therefore the ability of Grupo Financiero Galicia to pay dividends has been negatively impacted. In addition, the Federal Public Revenue Authority enacted a new regulation (effective since February, 2013), requiring an Anticipated Affidavit of (Financial) Payments Abroad (named DAPE) in order to complete payments of dividends to non-residents (among other concepts which are also subject to the mandatory DAPE).

Notwithstanding the fact that the repayment of such obligations could be afforded by Grupo Galicia through other means, such as bank loans or new issues in the capital market, investors should take notice of the above prior to deciding on their investment in debt or equity of Grupo Galicia. For further information on dividend distribution restrictions, see Item 5.B. Liquidity and capital Resources.

#### ***Corporate governance standards and disclosure policies that govern companies listing their shares as part of the public offerings system in Argentina may differ from those regulating highly-developed capital markets, such as the U.S. As a foreign private issuer, Grupo Galicia applies disclosure policies and requirements that differ from those governing U.S. domestic registrants.***

Argentine disclosure requirements, are more limited than those in the United States in important respects and, as a foreign private issuer, Grupo Galicia may be subject to different disclosure and other requirements than a domestic U.S. registrant. For example, as a foreign private issuer in the U.S., Grupo Galicia is not subject to the same requirements and disclosure policies as a domestic U.S. registrant under the Exchange Act, including the requirements to prepare and issue financial statements, report on significant events and the standards applicable to domestic U.S. registrants under Section 14 of the Exchange Act or the insider reporting and short-swing profit rules applicable to domestic U.S. registrants.

In addition, although Argentine laws provide for certain requirements that are similar to those prevailing in the U.S. in relation to publicly listed companies (including, for example, those related to price manipulation), in general, applicable Argentine laws are different to those in the U.S. and in certain aspects may provide different or fewer protections or remedies as compared to U.S. laws. Further, Grupo Galicia relies on exemptions from certain Nasdaq rules that are applicable to domestic companies. Accordingly, the information available about Grupo Galicia to you is not the same as, and may be more limited than, the information available to shareholders of a U.S. company.

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***Adverse conditions in the credit, capital and foreign exchange markets may have a material adverse effect on Grupo Galicia's financial position and results of operations and adversely impact it by limiting its ability to access funding sources.***

Grupo Galicia may sustain losses relating to its investments in fixed- or variable-income securities on the exchange market and its monetary position due to, among other reasons, changes in market prices, defaults and fluctuations in interest rates and in exchange rates. A deterioration in the capital markets may cause Grupo Galicia to record net losses due to a decrease in the value of its investment portfolios, in addition to losses caused by the volatility in financial market prices, even if the economy overall is not affected. Any of these losses could have an adverse effect on Grupo Galicia's results of operations.

A percentage of Banco Galicia's liquidity is derived from local banks and the local capital market. As of December 31, 2012, Banco Galicia's liquidity ratio was 27.64%, as measured by liquid assets as a percentage of total deposits (liquid assets that include cash, bank loans, holdings of securities issued by the Argentine Central Bank (Lebac and Nobac), net interbank loans, short-term placements with correspondent banks and repurchase agreement transactions in the local market). Any disruptions in the local capital market or in the local financial market, as have been experienced by Argentina in the past, may result in a reduction in availability and/or increased cost of financing for liquidity obtained from such sources. These conditions may impact Banco Galicia's ability to replace, in a cost effective and/or timely manner, maturing liabilities and/or access funding to execute its growth strategy. Any such event may adversely affect Banco Galicia's financial position and/or results of operations.

***Grupo Galicia's subsidiaries estimate and establish reserves for potential credit risk or future credit losses, which may be inadequate or insufficient, and which may, in turn, materially and adversely affect its financial position and results of operations.***

Grupo Galicia's subsidiaries estimate and establish reserves for potential credit risk and losses related to changes in the levels of income of debtors/borrowers, increased rates of inflation, increased levels of non-performing loans or an increase in interest rates. This process requires a complex and subjective analysis, including economic projections and assumptions regarding the ability of debtors to repay their loans.

Therefore, if in the future Grupo Galicia's subsidiaries are unable to effectively control the level of quality of their loan portfolio, if loan loss reserves are inadequate to cover future losses, or if they are required to increase their loan loss reserves due to an increase in the amount of their non-performing loans, the financial position and the results of operations of Grupo Galicia's subsidiaries may be materially and adversely affected.

***If Grupo Galicia's main subsidiary, Banco Galicia, should fail to detect money laundering and other illegal or inappropriate activities in a comprehensive or timely manner, the business interests and reputation of Banco Galicia, and consequently, that of Grupo Galicia, may be harmed.***

Banco Galicia must be in compliance with all applicable laws against money laundering, funding of terrorist activities and other regulations. These laws and regulations require, among other things, that Banco Galicia adopt and implement control policies and procedures which involve know your customer principles that comply with the applicable regulations and reporting suspicious or unusual transactions to the applicable regulatory authorities. While Banco Galicia has adopted policies and procedures intended to detect and prevent the use of its network for money laundering activities and by terrorists, terrorist organizations and other types of organizations, those policies and procedures may fail to fully eliminate the risk that Banco Galicia has been or is currently being used by other parties, without its knowledge, to engage in activities related to money laundering or other illegal activities. To the extent that Banco Galicia has not detected or does not detect those illegal activities, the relevant governmental agencies to which it reports have the power and authority to impose fines and other penalties on Banco Galicia. In addition, its business and reputation could be adversely affected if customers use it for money laundering activities or other illegal activities.

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*A disruption or failure in Grupo Galicia's information technology system could adversely affect its operations and financial position.*

The success of Grupo Galicia's subsidiaries is dependent upon the efficient and uninterrupted operation of their communications and computer hardware systems, including those systems related to the operation of their ATM networks. Grupo Galicia's communications, systems or transactions could be harmed or disrupted by fire, floods, power failures, defective telecommunications, computer viruses, electronic or physical theft and similar events or disruptions. Any of the foregoing events may cause disruptions in Grupo Galicia's systems, delays and the loss of critical data, and could prevent it from operating at optimal levels. In addition, the contingency plans in place may not be sufficient to cover all those events and, therefore, this may mean that the applicable insurance coverage is limited or inadequate, preventing Banco Galicia from receiving full compensation for the losses sustained as a result of such a disruption. If any of these events occur, it could damage the reputation, entail serious costs and affect Grupo Galicia's transactions, as well as its results of operations and financial position.

## **Item 4. Information on the Company**

### **History and Development of the Company**

Our legal name is Grupo Financiero Galicia S.A. We are a financial services holding company that was incorporated on September 14, 1999, as a *sociedad anónima* (which is a stock corporation) under the laws of Argentina. As a holding company we do not have operations of our own and conduct our business through our subsidiaries. Banco Galicia is our main subsidiary and one of Argentina's largest full-service banks. Through the operating subsidiaries of Tarjetas Regionales, a holding company controlled by Banco Galicia, and CFA (97% Banco Galicia, 3% Grupo Financiero Galicia S.A.) we provide proprietary brand credit cards throughout the *Interior* of the country and consumer finance services throughout Argentina. Argentines refer to the *Interior* as that part of the country's territory different from the federal capital and the areas surrounding the city of Buenos Aires (Greater Buenos Aires), i.e., the provinces, including the Buenos Aires Province but excluding the city of Buenos Aires and its surroundings. Through Sudamericana and its subsidiaries we provide insurance products in Argentina. We directly or indirectly own other companies providing financial related products as explained herein. We are one of Argentina's largest financial services groups with consolidated assets of Ps.63,458 million as of December 31, 2012.

Our goal is to consolidate our position as one of Argentina's leading comprehensive financial services providers while continuing to strengthen Banco Galicia's position as one of Argentina's leading banks. We seek to broaden and complement the operations and businesses of Banco Galicia, through holdings in companies and undertakings whose objectives are related to and/or can produce synergies with financial activities. Our non-banking subsidiaries operate in financial and related activities that Banco Galicia cannot undertake or in which it is limited to invest in due to restrictive banking regulations.

Our domicile is in Buenos Aires, Argentina. Under our bylaws, our corporate duration is until June 30, 2100. Our duration can be extended by a resolution passed at the extraordinary shareholders' meeting. Our principal executive offices are located at Teniente General Juan D. Perón 456, Second Floor, (C1038AAJ), Buenos Aires, Argentina. Our telephone number is (54-11) 4343-7528.

Our agent for service of process in the United States is C T Corporation System, presently located at 111 8th Avenue, New York, New York 10011.

### **Organizational Structure**

The following table illustrates our organizational structure as of December 31, 2012. Percentages indicate the ownership interests held. All of the companies shown in the chart are incorporated in Argentina, except for:

Galicia Uruguay (in liquidation), incorporated in Uruguay and currently not an operating financial institution.

Galval, incorporated in Uruguay and on September 4, 2012, the Board of Directors of Grupo Financiero Galicia approved the sale of the 100% of its interest in Galval. Such transaction is subject to the corresponding authorization of the Central Bank of Uruguay.

Galicia Cayman, incorporated in the Cayman Islands.

Tarjeta Naranja Dominicana, incorporated in the Dominican Republic.

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Tarjeta Naranja Perú, incorporated in Perú.



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### History

#### *Grupo Financiero Galicia*

Grupo Financiero Galicia was formed on September 14, 1999 as a financial services holding company to hold all of the shares of the capital stock of Banco Galicia held by members of the Escasany, Ayerza and Braun families. Its initial nominal capital amounted to 24,000 common shares, 12,516 of which were designated as class A ordinary (common) shares (the class A shares ) and 11,484 of which were designated as class B ordinary (common) shares (the class B shares ).

Following Grupo Financiero Galicia's formation, the holding companies that held the shares in Banco Galicia on behalf of the Escasany, Ayerza and Braun families were merged into Grupo Financiero Galicia. Following the merger, Grupo Financiero Galicia held 46.34% of the outstanding shares of Banco Galicia. In addition, and due to the merger, Grupo Financiero Galicia's capital increased from 24,000 to 543,000,000 common shares, 281,221,650 of which were designated as class A shares and 261,778,350 of which were designated as class B shares. Following this capital increase, all of our class A shares were held by EBA Holding S.A., an Argentine corporation that is 100% owned by our controlling shareholders, and our class B shares were held directly by our controlling shareholders in an amount equal to their ownership interests in the holding companies that were merged into Grupo Financiero Galicia.

On May 16, 2000, our shareholders held an extraordinary shareholders' meeting during which they unanimously approved a capital increase of up to Ps.628,704,540 and the public offering and listings of our class B shares. All of the new common shares were designated as class B shares, with a par value of Ps.1.00. During this extraordinary shareholders' meeting, all of our existing shareholders waived their preemptive rights. In addition, the shareholders determined that the exchange ratio for the exchange offer would be one class B share of Banco Galicia for 2.5 of our class B shares and one ADS of Banco Galicia for one of our ADSs. The exchange offer was completed in July 2000 and the resulting capital increase was of Ps.549,407,017. At date of completion of the exchange offer, our only significant asset was our 93.23% interest in Banco Galicia.

On January 2, 2004, our shareholders held an extraordinary shareholders' meeting during which they approved a capital increase of up to 149,000,000 preferred shares, each of them mandatorily convertible into one of our class B shares on the first anniversary of the date of issuance, to be subscribed for in up to US\$100.0 million of face value of subordinated notes to be issued by Banco Galicia to its creditors in the restructuring of the foreign debt of its head office in Argentina (the Head Office ) and its Cayman Branch, or cash. This capital increase was carried out in connection with the restructuring of Banco Galicia's foreign debt. On May 13, 2004, we issued 149,000,000 preferred non-voting shares, with preference over the ordinary shares in the event of liquidation, each with a face value of Ps.1.00. The preferred shares were converted into class B shares on May 13, 2005. With this capital increase, our capital increased to Ps.1,241,407,017. For more information on Banco Galicia's debt restructuring, please see below.

In 2000, Net Investment was established as a holding company, of which Grupo Financiero Galicia had 87.5% ownership. During that year, Grupo Financiero Galicia also entered the bank insurance business acquiring a participation in Sudamericana and in 2001 acquired the 87.5% of Galicia Warrants. As of the date of this annual report Grupo Financiero Galicia owns the 87.5% of each company, with the remaining 12.5% being held by Banco Galicia.

In January 2005, we created Galval, a securities broker based in Uruguay, with the purpose of providing trading and custody services. We own 100% of the capital and voting rights of this subsidiary. On September 4, 2012, the Board of Directors approved the sale of its 100% interest in Galval. Such transaction is subject to the corresponding authorization of the Central Bank of Uruguay.

In August 2007, Grupo Financiero Galicia exercised its preemptive rights in Banco Galicia's share issuance and subscribed for 93.6 million shares of Banco Galicia. The consideration consisted of: (i) US\$102.2 million face value of notes due 2014 issued by Banco Galicia in May 2004, and (ii) cash. After the capital increase, Grupo Financiero Galicia held 94.66% of Banco Galicia's shares, up from 93.60%. For more information on Banco Galicia's capital increase, please see -Banco Galicia-Banco Galicia's 2007 Capital Increase .

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In March 2008, GV Mandataria (in liquidation) was incorporated with the purpose of carrying out securities-related representations, mandates and commissions of all types, involving both domestic and international companies. Grupo Financiero Galicia holds 100% of GV Mandataria's stock.

As of December 31, 2012, the controlling percentage held by Grupo Financiero Galicia in Banco Galicia was 94.93%. During the first quarter of fiscal year 2013, its ownership of Banco Galicia reached 94.94%.

### ***Banco Galicia***

Banco de Galicia y Buenos Aires S.A. is a banking corporation organized as a stock corporation under Argentine law and supervised and licensed to operate as a commercial bank by the *Superintendencia de Entidades Financieras y Cambiarias* (Superintendency of Financial Institutions and Exchange Bureaus or the Superintendency).

Banco Galicia was founded in September 1905 by a group of businessmen from the Spanish community in Argentina and initiated its activities in November of that year. Two years later, in 1907, Banco Galicia's stock was listed on the Buenos Aires Stock Exchange (BASE). Banco Galicia's business and branch network increased significantly by the late 1950s and continued expanding in the following decades, after regulatory changes allowed Banco Galicia to exercise its potential and gain a reputation for innovation, thereby achieving a leading role within the domestic banking industry.

In the late 1950s, Banco Galicia launched the equity fund FIMA Acciones and founded the predecessor of the asset manager Galicia Administradora de Fondos S.A., Sociedad Gerente de Fondos Comunes de Inversión (Galicia Administradora de Fondos). Beginning in the late 1960s Banco Galicia began to establish an international network mainly comprised of branches in New York and in the Cayman Islands, a bank in Uruguay and several representative offices.

In order to develop automated banking in Argentina and avoid bank disintermediation (i.e., when consumers directly access information or goods rather than using intermediaries) in the provision of electronic information and fund transfer services, in 1985, Banco Galicia established, together with four other private-sector banks operating in Argentina, Banelco S.A. to operate a nationwide automated teller system, which became the largest in the country. During the same year, Banco Galicia also acquired an interest in VISA Argentina S.A., and is currently one of the largest issuers of such cards in Argentina.

During the 1990s, Banco Galicia implemented a growth and modernization strategy directed at achieving economies of scale and increasing productivity and, therefore, heavily invested in developing new businesses, acquiring new customers, widening its product offering, developing its IT and human resources capabilities, and expanding its distribution capacity. This was comprised of traditional channels (branches) and, especially, alternative channels, including new types of branches (in-store for example), ATMs, banking centers, phone banking and internet banking.

As part of its growth strategy, in 1995 Banco Galicia began a new expansion phase into the *Interior* of Argentina where high growth potential was believed to exist. Typically the Interior is underserved relative to the city of Buenos Aires and its surroundings with respect to access to financial services and its population tends to use fewer banking services. Between 1995 and 1999, Banco Galicia acquired equity interests in entities or formed several non-banking companies providing financial services to individuals in the Interior through the issuance of proprietary brand credit cards. See *Regional Credit Card Companies* below. In addition, in 1997, Banco Galicia acquired a regional bank that was merged into it, with branches located mainly in Santa Fe and Córdoba, two of the wealthiest and more populous provinces.

In order to fund its strategy, during the 1990s, Banco Galicia tapped the international capital markets for both equity and debt. In June 1993, Banco Galicia carried out its initial international public offering in the United States and Europe and, as a result, began to list its American Depositary Receipts (ADRs) on the Nasdaq Stock Market until 2000, when Banco Galicia's shares were exchanged for our shares. In 1991, it was the first Argentine bank to issue debt in the European capital markets and, in 1994, it was the first Latin American issuer of a convertible bond. In 1996, Banco Galicia raised equity again through a local and international public offering.

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In 1996, Banco Galicia entered the bank insurance business through an agreement with ITT Hartford Life Insurance Co. for the joint development of initiatives in the life insurance business. In this same year, Banco Galicia initiated its internet presence, which evolved into a full e-banking service for both companies and individuals.

At the end of 2000, Banco Galicia was the largest private-sector bank in the Argentine market with a 9.8% deposit market share.

In 2001 and 2002 Argentina experienced a severe political and financial crisis, which had a material adverse effect on the financial system and on financial businesses as a whole, including Banco Galicia, but especially on financial intermediation activity. However, during the crisis, the provision of banking services of a transactional nature was maintained. With the normalization of the Argentine economy's situation and the subsequent growth cycle that began in mid-2002, financial activities began to expand at high rates, which translated into high growth at the level of the financial system as a whole, including Banco Galicia. The provision of services continued to develop, even further than prior to the crisis, and financial intermediation resumed progressively.

Beginning in May 2002, Banco Galicia began to implement a series of initiatives to deal with the liquidity shortage caused by the systemic deposit run, the unavailability of funding and other adverse effects of the 2001-2002 crisis on the financial system as a whole. Banco Galicia significantly streamlined its operations and reduced its administrative expenses and, immediately after launching such initiatives, restored its liquidity. Also, in late 2002 and early 2003, Banco Galicia closed all of its operating units abroad or began to wind them down. In addition, Banco Galicia: (i) restructured most of its commercial loan portfolio, a process that was substantially completed in 2005, (ii) restructured its foreign debt, a process that began in 2002 and that was completed in May 2004, and resulted in an increase in its capitalization, and (iii) in February 2004, finalized the restructuring of its debt with the Argentine Central Bank incurred as a consequence of the 2001-2002 crisis.

Together with the launching of the above-mentioned initiatives, Banco Galicia began to normalize its activities, progressively restoring its customer relations and growing its business with the private sector. In 2007, Banco Galicia finalized the full repayment of its debt with the Argentine Central Bank incurred as a consequence of the 2001-2002 crisis. In addition, in August 2007, Banco Galicia repaid in full the notes that it had issued to restructure the debt of its New York Branch and undertook a share offering to increase its capitalization, in order to be able to support the increase in regulatory capital requirements on a bank's exposure to the public sector and the growth of its business with the private sector. For more information, see *Banco Galicia's 2007 Capital Increase* below.

On June 1, 2009, Banco Galicia entered into a stock purchase agreement with AIG and with AIG Consumer Finance Group Inc. for the purchase of the shares of CFA, Cobranzas y Servicios S.A. and Procesadora Regional S.A. (collectively the *CFA Group*), Argentine companies that are involved in financial and related activities.

Pursuant to Resolution No. 124, dated June 7, 2010, the Argentine Central Bank authorized the purchase of the shares of the CFA Group by Banco Galicia and Tarjetas Regionales and on August 31, 2010, through Resolution No. 299, the National Commission for the Defense of Competition (*Comisión Nacional de Defensa de la Competencia*) approved the transaction. The purchase of the shares of the CFA Group was completed by Banco Galicia (95%) and Tarjetas Regionales (5%) on June 24, 2010. The price to acquire the shares of these companies was Ps.333.9 million. This purchase was financed with Banco Galicia's available cash, within its ordinary course of business. During the fiscal year ended December 31, 2011, the 5% interest held by Tarjetas Regionales was acquired by Grupo Financiero Galicia and Banco Galicia, which acquired 3% and 2% of such interest, respectively. Following such acquisition, Banco Galicia held a 97% interest in CFA. See *Compañía Financiera Argentina* below.

### *Restructuring of the Foreign Debt of Banco Galicia's Head Office in Argentina and its Cayman Branch*

On May 18, 2004, Banco Galicia successfully completed the restructuring of US\$1,320.9 million of the debt of Banco Galicia's Head Office and its Cayman Branch, consisting of bank debt (including debt with multilateral credit agencies) and bonds. This amount represented 98.2% of the foreign debt eligible for restructuring. As of December 31, 2012, the principal amount of old debt, the holders of which did not participate in the exchange offer was US\$1.3 million.

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Based on the final amounts validly tendered, on May 18, 2004, Banco Galicia paid creditors who elected to participate in the cash offer and the Boden offer and issued the following new debt instruments:

US\$648.5 million of long-term Dollar-denominated debt instruments, of which US\$464.8 million were Dollar-denominated notes due 2014 (referred to as the Step Up Notes Due 2014 or the 2014 Notes ) issued under an indenture.

US\$399.8 million of medium-term Dollar-denominated debt instruments, of which US\$352.8 million were Dollar-denominated notes due 2010 (referred to as the Floating Rate Notes Due 2010 or the 2010 Notes ) issued under an indenture.

US\$230.0 million of subordinated Dollar-denominated debt instruments, of which US\$218.2 million were Dollar-denominated notes due 2019 (referred to as the Subordinated Notes Due 2019 or the 2019 Notes ) issued under an indenture.

In January 2010, Banco Galicia paid the last amortization installment of its 2010 Notes, for a principal amount of US\$34.2 million and in November 2010, Banco Galicia redeemed all its 2014 Notes, for an outstanding principal amount of US\$102.3 million.

During February 2011, Banco Galicia partially redeemed capitalized interest of its Subordinated Notes Due 2019 for US\$90.1 million, which amount was capitalized between January 1, 2004 and December 31, 2010, and was originally scheduled to be paid on January 1, 2014. In addition, as part of such partial redemption, Banco Galicia also paid all other interest accrued on such partially redeemed amount up to the day before the redemption date for US\$1.4 million. Interest accrues on these notes at a fixed annual rate of 5% and is payable semiannually.

In addition, in December 2011, with respect to such notes, Banco Galicia made an advance payment of interest, including both interests that capitalized from January 1, 2011 to June 30, 2011, as well as interests that had accrued on such capitalized amount as of the day before such advanced payment, of US\$5.5 million and US\$0.3 million, respectively. Such payment was originally scheduled to be made on January 1, 2014.

As of December 31, 2012, the outstanding principal amount of debt resulting from the above-mentioned restructuring amounted to US\$242.4 million. For more information see Item 5.A. Operating Results-Contractual Obligations and Operating Results-Funding .

Grupo Financiero Galicia holds a credit against Banco Galicia for US\$10.2 million, as a result of the acquisition from third parties of subordinated loans maturing in 2019.

*Banco Galicia's 2007 Capital Increase*

On October 11, 2006, Banco Galicia's shareholders resolved to increase Banco Galicia's capital stock by up to 100 million ordinary (common) book-entry, class B shares, with one vote per share and a nominal value of Ps.1.0 each. The new shares could be purchased, at the option of the purchaser, in cash or in 2010 Notes, 2014 Notes and/or 2019 Notes. The offer was made only to shareholders. The purpose of the capital increase was to guarantee Banco Galicia's compliance with the Argentine Central Bank's capital adequacy rules, in light of the increase in such requirements. This increase was expected because of the projected growth of Banco Galicia's business volume with the private sector and the Argentine Central Bank's regulations establishing increasing capital requirements in respect of public-sector assets.

On July 27, 2007, we purchased 93,604,637 new shares through the exercise of our preemptive rights. During August 2007, Banco Galicia issued 93,664,806 new shares through the exercise of its shareholders' preemptive and accretion rights. In total, the transaction led to a net increase in Banco Galicia's shareholders' equity of Ps.493 million, of which Ps.466 million was an aggregate increase in Banco Galicia's shareholders' equity items capital stock and issuance premiums, net of issuance costs, and Ps.27 million was a profit in connection with the portion paid for in 2014 Notes, given that these notes were received by Banco Galicia at a value lower than their book value.

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*Banco Galicia Uruguay S.A. and Galicia (Cayman) Ltd.*

In 1983, Galicia Uruguay was established as a *Casa Bancaria*, a license that granted an offshore status, as an alternative service location for Banco Galicia's customers. In September and October 1999, the Uruguayan government's executive branch and the Uruguayan Central Bank, respectively, approved Galicia Uruguay's status as a full service domestic bank. Due to the effects of the 2001-2002 crisis on Galicia Uruguay, in early 2002, the Central Bank of Uruguay suspended its activities and assumed control and management of Galicia Uruguay. In December 2002, Galicia Uruguay restructured its deposits into debt maturing in 2011. On June 1, 2004, Galicia Uruguay's license to operate as a domestic commercial bank was revoked by the Central Bank of Uruguay, but it retained the license from the Uruguayan government's executive branch. Control and management of Galicia Uruguay by the Central Bank of Uruguay ended on February 22, 2007. On May 15, 2009, Galicia Uruguay made available to its clients in advance US\$27.3 million, corresponding to the remaining balance of its restructured debt, which was initially due in September 2011.

On May 29, 2009, the Special General Meeting of Galicia Uruguay approved the voluntary reduction of capital by redemption of shares. Following such capital reduction, Banco Galicia held 100% of the capital stock of Galicia Cayman, of which formerly 65.34% was controlled by Galicia Uruguay and the remaining 34.66% by Banco Galicia. As of the closing of fiscal year 2012 the shareholders' equity of Galicia Uruguay amounted to Ps.55.7 million.

At the date of this annual report, Galicia Uruguay was in the process of being liquidated and therefore was not engaged in any active business and its restructured debt (time deposits and notes) has been repaid in full.

Galicia Cayman was established in 1988 in the Cayman Islands as another alternative service location for Banco Galicia's customers. Galicia Uruguay's situation adversely affected its subsidiary Galicia Cayman, which commenced voluntary liquidation and surrendered its banking license effective as of December 31, 2002. In May 2003, Galicia Cayman together with the provisional liquidators designated by the Grand Court of the Cayman Islands completed a debt restructuring plan and, with the authorization of such Court, presented it to all creditors for their consideration. The plan was approved, in whole, by the vote of 99.7% of creditors, exceeding the legal majority required, on July 10, 2003, and became effective and mandatory for all creditors. On February 2, 2006, the Grand Court of the Cayman Islands declared the plan as terminated and ended the involvement of any third parties in the company's management beginning on February 23, 2006.

***Regional Credit Card Companies***

In the mid-1990s, Banco Galicia made the strategic decision to target the non-account holding individuals market, which, in Argentina, typically includes the low and medium-low income segments of the population who live in the *Interior* of the country, in addition to certain locations of the Greater Buenos Aires. To implement this strategic decision, in 1995 Banco Galicia began investing in non-bank companies (the *Regional Credit Card Companies*) operating in certain regions of the *Interior*, providing financial services to individuals through the issuance of credit cards with proprietary brands and extending credit to its customers through such cards.

In 1995, Banco Galicia made the first investment in this business by acquiring a minority stake in Tarjeta Naranja S.A. (*Tarjeta Naranja*) and in 1997 increased its ownership to 80%. This company had begun operations in 1985 in the city of Córdoba, the second largest city in Argentina, by marketing *Tarjeta Naranja*, its proprietary brand credit card, in this city and had enjoyed local growth.

In 1996, Banco Galicia formed Tarjetas Cuyanas S.A. (*Tarjetas Cuyanas*), to operate in the Cuyo Region (the provinces of Mendoza, San Juan and San Luis) in partnership with local businessmen. This company launched the *Nevada Card* in May 1996 in the city of Mendoza. Also in 1996, Banco Galicia formed a new company, Tarjetas del Mar S.A. (*Tarjetas del Mar*), to operate in the city of Mar del Plata and its area of influence. *Tarjetas del Mar* began marketing the *Mira* card in March 1997.

In early 1997, Banco Galicia purchased an interest in Comfiar S.A., a consumer finance company operating in the provinces of Santa Fe and Entre Ríos, which was merged into *Tarjeta Naranja* in January 2004.

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In 1999, Banco Galicia reorganized its participation in this business through Tarjetas Regionales, a holding company wholly owned by Banco Galicia and Galicia Cayman, which achieved control of Tarjeta Naranja, Comfiar S.A., Tarjetas Cuyanas, and Tarjetas del Mar. In addition, in 1999, Tarjetas Regionales acquired a 12.5% interest in Tarjetas del Sur S.A., a credit card company operating in southern Argentina. In January 2000, this interest increased to 60% and, in February of the same year, Tarjeta Naranja acquired the remaining 40%. In March 2001, Tarjetas del Sur S.A. merged into Tarjeta Naranja.

During 2012, the ownership interests in Tarjetas Regionales and its operating subsidiaries were modified due to the following events:

Tarjeta Naranja's board of directors approved the merger of Tarjeta Mira S.A. (merged company) into Tarjeta Naranja (merging company).

Tarjetas Regionales carried out a capital increase that was mainly paid in by the contribution of the minority shareholders holdings in its subsidiaries Tarjeta Naranja and Tarjetas Cuyanas. Therefore, Banco Galicia's direct and indirect interest decreased to 77% of the capital stock and the remaining 23% is held by the shareholders who, by means of the above-mentioned contribution, became Tarjetas Regionales' minority shareholders.

As of December 31, 2012, Banco Galicia held directly 57.97% of Tarjetas Regionales while through Galicia Cayman held 19.03%. In turn, Tarjetas Regionales held 99.0% of Tarjeta Naranja and 99.0% of Tarjetas Cuyanas.

These companies have experienced a significant expansion of their customer bases, in absolute terms and with respect to the range of customers served, number of cards issued, distribution networks and size of operations, as well as a technological upgrade and general modernization. By mid 1995, Tarjeta Naranja had approximately 200,000 cards outstanding. As of December 31, 2012, the Regional Credit Card Companies, on a consolidated basis, had 7.3 million issued cards and were the largest proprietary brand credit card operation in Argentina.

In terms of funding, the Regional Credit Card Companies have historically used one or more of the following third party sources of financing: merchants, bond issuances, bank loans and other credit lines, financial leases and securitizations using financial trust vehicles. This diversification has allowed the Regional Credit Card Companies to maintain and expand their business without depending excessively on one single source or provider.

The business operations of the Regional Credit Card Companies are exposed to foreign exchange rate fluctuations and interest rate fluctuations; however, they mitigate the foreign exchange rate risk in respect of their business and operation through hedging transactions and to try to offset their interest rate exposure with assets that bear interest at similar floating rates. In addition, the Regional Credit Card Companies have an overall liquidity policy to have sufficient liquidity to cover at least three months of future operations and they also formulate a cash flow projection for each upcoming year. These internal policies and practices ensure adequate working capital through which the Regional Credit Card Companies protect their operations against short-term cash shortages, allowing them to focus on expanding their business and continuously better serving their clients.

### ***Compañía Financiera Argentina***

CFA is a financial company which operates under the Financial Institutions Law and other regulations set forth by the Argentine Central Bank.

CFA is a leading financial company in Argentina in the personal loans business, providing consumer personal loans through different products. Within this framework, CFA grants unsecured personal loans within the Argentine territory, mainly through its *Efectivo Sí* offices, intermediary entities (mutuals, unions, cooperatives, etc.) and the financing of purchases through its affiliated merchants. It also issues credit cards, but on a small scale.

CFA had different names before adopting its current name. It was originally set up under the name Río de la Plata Sociedad Anónima Comercial y de Financiaciones on August 16, 1960, and in 1977 the name was changed to Burofinanz S.A. Compañía Financiera (authorized by Resolution No. 424 of the Argentine Central Bank, dated December 29, 1977).

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In 1992, CFA carried out its commercial activities under the name Interbonos Compañía Financiera S.A. (authorized by Resolution No. 284 of the Argentine Central Bank, dated June 17, 1992), as agent of the *Mercado Abierto* (fixed income brokerage) and later it shifted its activities to personal financing, providing small loans through retail merchants for the acquisition of different consumer goods. In 1994, it created *Efectivo Sí*, which is a product aimed at satisfying the financial needs of the non-bankarized population sector, or that segment of the population characterized by limited interaction with traditional banks.

In 1995, Banco de Crédito Argentino acquired an interest in the company's capital stock and later Banco de Crédito Argentino was acquired by BBVA Banco Francés S.A., which became the major shareholder of CFA. Subsequently, the *División Convenios* (Agreements Division) was created, which allowed CFA to enter the market of agreements with mutuals, unions, cooperatives and other intermediary organizations, and grant loans to its associates.

The Argentine Central Bank, through its Resolution No. 85 dated February 7, 1996, registered CFA's change of denomination to Compañía Financiera Argentina S.A. and authorized it to operate as a financial company under the Financial Institutions Law, thus allowing CFA to initiate its activities since February 27, 1996.

In 1998, most of CFA's capital stock was acquired by AIG Consumer Finance Group Inc., a company controlled by AIG American International Group Inc. Six years later, in 2004, the *Cuota Sí* product was designed, aimed at financing purchases through affiliated merchants.

In June 2010, Compañía Financiera Argentina was acquired by Banco Galicia and Tarjetas Regionales, with an interest in CFA's capital stock of 95% and 5%, respectively.

During fiscal year 2011, the 5% interest held by Tarjetas Regionales was acquired by Grupo Financiero Galicia and Banco Galicia, which acquired 3% and 2% of such interest, respectively. Following such acquisition, Banco Galicia held a 97% interest in CFA.

### ***Sudamericana Holding***

In 1996, Banco Galicia entered the bank insurance business, through the establishment of a joint venture with Hartford Life International to sell life insurance and annuities, in which it had a 12.5% interest. In December 2000, Banco Galicia sold its interest in this company and purchased 12.5% of Sudamericana, a subsidiary of Hartford Life International. As a result of various acquisitions, Grupo Financiero Galicia owns 87.5% of Sudamericana (with the remaining 12.5% being held by Banco Galicia) which offers life, retirement and property and casualty insurance products in Argentina through its subsidiaries Galicia Seguros S.A. (Galicia Seguros), which provides property and casualty and life insurance, Galicia Retiro Compañía de Seguros S.A. (Galicia Retiro), which provides retirement insurance and Galicia Broker Asesores de Seguros S.A. (insurance broker).

In addition, during fiscal year 2012 Galicia Seguros, together with other three insurance companies, created Nova Re Compañía Argentina de Reaseguros S.A., the goal of which is to increase the scope of offerings of reinsurance products in Argentina.

### ***Net Investment***

Net Investment was established in February 2000 as a holding company (87.5% owned by Grupo Financiero Galicia and 12.5% owned by Banco Galicia) whose initial purpose was to invest in and develop businesses related to technology, communications, internet connectivity and web contents. Net Investment has performed its activities in the areas of business to business e-commerce, with the purpose of creating and exchanging synergies with Banco Galicia's business activities.

During the 2010 fiscal year, Net Investment purchased shares of a company that carries out activities related to online business development. Further, during the 2011 fiscal year, the shareholders decided to amend the corporate purpose of Net Investment to be able to invest in additional companies in related, accessory and/or supplementary activities.

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As of December 31, 2012, the equity investment held by Net Investment is equivalent to 0.19% of such company's net worth.

For fiscal year 2013, the board of directors of Net Investment is analyzing various business alternatives and opportunities.

### ***Galicia Warrants***

Galicia Warrants was founded in April 1993, when it obtained the authorization from the relevant authorities to store goods and issue certificates of deposits of goods and warrants under the provisions of Law No. 9,643.

Galicia Warrants is a leading company in the deposit certificates and warrants issuance market and its main customers belong to the agricultural, industrial and agro-industrial sectors, as well as exporters and retailers. Its main objective is to enable its customers to access credit and financing, which are secured by the property kept under custody. Its shareholders are Grupo Financiero Galicia, with an 87.5% stake, and Banco Galicia, with the remaining 12.5%

### ***Galval***

Galval was formed in January 2005 under the laws of República Oriental del Uruguay. Galval renders brokerage services in Uruguay.

On September 4, 2012, the Board of Directors approved the sale of the 100% of Grupo Financiero Galicia's interest in Galval. Such transaction is subject to the corresponding authorization of the Central Bank of Uruguay.

### ***GV Mandataria (in liquidation)***

The main purpose of GV Mandataria de Valores S.A. (GV Mandataria) (in liquidation) is to represent, act as agent and carry out brokerage activities for domestic and foreign companies. As a result of the international financial crisis and its impact on financial brokerage, GV Mandataria has not achieved its economic goals. During the fiscal year ended December 31, 2012, the decision was made to reduce the number of shareholders to only one, Grupo Financiero Galicia.

On November 12, 2012, the company's extraordinary shareholders approved a proposal for the dissolution and liquidation of GV Mandataria pursuant to Section 94, Subsection 8, of the Law No. 19,550, as amended (Ley de Sociedades Comerciales, the Corporations Law). Consequently, GV Mandataria (in liquidation) is currently in liquidation and is taking all the necessary steps for the payment of its liabilities and the sale of its assets.

## **Business**

### ***Banking***

Banco Galicia is our largest subsidiary. Banco Galicia operates in Argentina and substantially all of its customers, operations and assets are located in Argentina. Banco Galicia is a bank that provides, directly or through its subsidiaries, a wide variety of financial products and services to large corporations, small and medium-sized companies, and individuals.

Banco Galicia is one Argentina's largest full-service banks and is a leading provider of financial services in Argentina. According to information published by the Argentine Central Bank, as of December 31, 2012, Banco Galicia ranked second in terms of assets, deposits and loan portfolio within private-sector banks in Argentina. As of the same date, Banco Galicia also ranked first among private-sector domestic banks in terms of assets, loans and deposits. Its market share of private sector deposits and of loans to the private sector was of 9.12% and of 9.05% respectively, as of the end of 2012. On a consolidated basis, as of the end of fiscal year 2012, Banco Galicia had total assets of Ps.62,771 million, total loans of Ps.42,571 million, total deposits of Ps.39,991 million, and its shareholders' equity amounted to Ps.4,904 million.



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Banco Galicia provides a full range of financial services through one of the most extensive and diversified distribution platforms amongst private-sector financial institutions in Argentina. This distribution platform, as of December 31, 2012, was comprised of 257 full service banking branches, located throughout the country, 1,676 ATMs and self-service terminals owned by Banco Galicia, phone banking and e-banking facilities. Banco Galicia's customer base, on an unconsolidated basis, was comprised of more than 2.5 million customers, who were comprised of mostly individuals but who also included more than 65,500 companies. Banco Galicia has a strong competitive position in retail banking, both with respect to individuals and small and medium-sized companies. Specifically, it is one of the primary providers of financial services to individuals, one of the largest providers of credit cards, the primary private-sector institution serving the small and medium-sized companies sector, and has traditionally maintained a leading position in the agriculture and livestock sectors. Banco Galicia's primary clients are classified into two categories, the Wholesale Banking Division and the Retail Banking Division.

For a breakdown of Banco Galicia's revenues by category of activity for the last three financial years, see Item 5.A. Operating Results-Results by Segments-Banking.

*Wholesale Banking*

The Wholesale Banking division manages and builds the relationships with companies from all economic sectors and supports its business model by being closely related to its corporate customers, providing dedicated and focused services.

Banco Galicia continues to strengthen its leading position in various business segments, not only through the cross selling of its various products to existing clients, but also through continuing to provide better quality financial products and services (including collection and payment services, commercial credit cards for each segment, direct payroll deposit, capital market alternatives, foreign trade solutions and corporate e-banking solutions). Banco Galicia also renewed its certification of the quality management system *Cobranza Integrada Galicia* (Galicia Integral Collection).

Banco Galicia provided assistance to more than 62,000 companies in Argentina through multiple credit lines to finance from working capital to medium- to long-term investment projects. The commitment to the country's business activity becomes clear in the Bank's total loan portfolio structure (unconsolidated with Tarjetas Regionales or Compañía Financiera Argentina), of which 58% accounts for the financing of production-related sectors. Out of this total, 62% of such financing was granted to small and medium-sized companies and the agricultural sector, and the remainder of such financing to large companies and corporations.

During 2012, Ps.43,700 million were granted as loans to companies across the country and the total commercial loans portfolio increased by 33.6%. The offer of Peso and Dollar-denominated medium- and long-term financing continued being improved through a broad offer of agreements with domestic and international agencies, such as the International Finance Corporation (IFC), the Inter-American Development Bank (IDB), FONTAR (*Fondo Tecnológico Argentino*), the Netherlands Development Finance Company (FMO), the Promotion et Participation pour la Coopération Economique (Proparco) and Bank for Investment and Foreign Trade (BICE). Additionally, the benefits of all subsidized credit lines or lines with special conditions offered by the national and provincial public sector were offered to customers.

In addition to investment in capital goods, through the Credit Line for the Productive Investment under Communiqué A 5319, Banco Galicia disbursed more than Ps.1,400 million in respect of 3,300 loans, 89% of which related to micro-, small- and medium-sized companies. Through such Communiqué, in July 2012, the Argentine Central Bank established that financial entities must offer a new credit line in order to finance investment projects to purchase capital goods and/or to finance the construction of facilities to produce goods and/or services and to market goods (excluding inventories). Financial entities must assign at least an amount equivalent to 5% of the monthly average of daily balances of peso-denominated deposits from the non-financial private sector as of June 2012. Not less than 50% of said amount had to be granted to micro, small and medium enterprises, and said financing had to be fully approved before December 31, 2012. Loans had to be granted in pesos, at a fixed nominal annual interest rate not higher than 15.01%, with an average life longer than 24 months and for a minimum term of 36 months. In order to continue managing value chain integration, alliances were forged with leading companies to provide special financing conditions, entering into 115 agreements for the purchase of machines, seeds, agrochemicals, trucks and vehicles, among others; and purchases for over Ps.453 million were financed. The

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relationship with *Sociedades de Garantía Recíproca* SGR (Reciprocal Guarantee Companies) was sought to be strengthened, by generating differentiated circuits and exclusive proposals/quotas, and granting Ps.25 million for transactions guaranteed by the SGR and obtaining deposits amounting to Ps.130 million from their risk funds. Furthermore, an agreement was signed with Garantizar SGR, whereby Banco Galicia contributed Ps.30 million to the SGR's risk fund and became the contributory partner of the company.

Galicia Office, Banco Galicia's corporate e-banking service, provides a quick, dynamic and safe channel to manage the online treasury of corporate customers and continues to grow year after year. In this respect, Galicia Office's business increased by 36%, totaling Ps.553,800 million in transaction volumes, as compared to Ps.407,300 million in 2011.

### Corporate Banking

During the 2012 fiscal year, Banco Galicia consolidated its leading position in the segment, as per its presence in assessment and market penetration indices, as a result of planned commercial management, tailor-made financial and non-financial solutions, and the specialized advisory services from a professional team.

We have continued to design technological solutions to integrate Banco Galicia into global platforms in order to facilitate customers transactions. Treasury volumes increased by 56%, as compared to the prior year, as a result of increased e-banking services and the provision of products, such as *Cobranza Integrada Galicia* (Galicia Integral Collection), *Pago a Proveedores* (Payment to Suppliers) and *Pago de Haberes* (Direct Payroll Deposits).

During the fiscal year, the Corporate Banking division actively took part in the structuring of debt transactions and capital markets issuances, bolstering its leading positions in such transactions.

With respect to foreign trade transactions, the service model for such segment was supplemented in order to provide more expedient and tailor-made professional services in respect of the same.

### Companies

This segment is comprised of companies whose revenues range from Ps.50 million to Ps.500 million. Among these types of companies, Banco Galicia is the leading bank in the sector, standing out in all business sectors.

During the 2012 fiscal year, both cross-selling and transactional levels remained high, supported by the fact that the Companies segment practically fully joined the corporate e-banking solution, Galicia Office. Additionally, there was an increased presence throughout Argentina by the opening of additional Corporate Banking Centers with officers and service representatives specializing in the geographic area and business of such companies. These officers provide attentive, professional advice, credit assistance and technical support to selected groups of companies. There are a total of eleven Corporate Banking Centers throughout Argentina.

In the second half of the 2012 fiscal year, companies' demand for financing increased, both with respect to working capital and for financing investment projects. Furthermore, capital markets transactions and other financial transactions were successfully carried out within such segment.

### Agricultural and Livestock Sector

For the seventh year in a row, according to the annual survey of ICASA/Mora y Araujo Consultant for *Chacra Magazine* that establishes the best positioned brands in this sector, Banco Galicia was ranked first among private banks in the agriculture and livestock sector. Further, Banco Galicia continued to improve its business model in respect of the agriculture sector by focusing on small producers in order to reach additional regions of Argentina.

This directly correlates to its offering of products relating to such sector. Tarjeta Galicia Rural holds more than 50% of the market share of credit card-related transactions in this segment, having experienced a 50% increase in sales volumes, as compared to the 2011 fiscal year. For example, more than 70 interest-free agreements were entered into with leading agricultural and livestock sector companies.

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Noteworthy among the business activities carried out during the 2012 fiscal year were multiple financing offers to finance agricultural campaigns, including the structuring of loans to best suit each producer's needs and the development of capital market transactions for such segment.

During the 2012 fiscal year, the tenth edition of the *Excelencia Agropecuaria La Nación Banco Galicia* Award (La Nación-Banco Galicia's Agricultural Excellence Award) was achieved and *Banco Galicia Revista Chacra a la Gestión Solidaria del Campo* Award (Banco Galicia-Chacra Magazine's Rural Solidarity Award) and CAPA-Banco Galicia Award to the agricultural journalism were granted. Banco Galicia also continued supporting the research and outreach activities of *Producir Conservando* Foundation and of *Universidad Austral* as well as continuing its support of the work of *Asociación Argentina de Productores en Siembra Directa* (Argentine Association of No-till Farming) and *Consortios Regionales de Experimentación Agrícola* (Agricultural Experimentation Regional Consortiums) with a view towards spreading the agriculture certified in Argentina.

### Foreign Trade

During the 2012 fiscal year, the foreign trade volumes (imports plus exports) amounted to US\$14,400 million, which accounts for 9.7% of the trade balance.

The Foreign Trade Customer Contact Center supported this sector by providing telephone assistance by way of more than 245,000 calls. Work was performed jointly with operating and commercial areas to strengthen the internal management and foster a better experience for all customers.

New employees joined the team of Foreign Trade specialists within the Corporate Banking Centers to provide assistance in the preparation of transactions, business advice and miscellaneous services. This new service model was implemented at the Corporate Banking Centers in Morón, Pilar, Quilmes, Mendoza, Corrientes and Córdoba.

During the 2012 fiscal year, the micro-, small- and medium-sized companies segment service model was launched with Foreign Trade Officers throughout Argentina. The Galicia Comex website, a community for Foreign Trade customers, was renewed for customers to be able to find valuable information required by its businesses. In respect of the same, 19 events were held in the main marketplaces of Argentina, where over 850 people attended who represented more than 600 companies. The goal of such events was to provide a forum for advice related to new regulations and updates regarding the Argentine Central Bank and the Federal Public Revenue Authority.

### Capital Markets and Investment Banking

Banco Galicia's capital market activity is focused on corporate debt transactions and, to a lesser extent, on securitization transactions. In addition, Banco Galicia contributes to the optimization of its affiliated companies' financing strategies.

### Non-Financial Public Sector

During the 2012 fiscal year, non-financial public sector work was intended to provide e-collection and payment solutions to various agencies, municipalities and universities, with technology-based, value-added solutions that facilitate and enhance daily operations according to transactional needs. In addition, at the municipal level, Banco Galicia is still the leader in implementing e-collection solutions for the payment of rates to large taxpayers through its Business to Business tool.

Based on the Bank's Foreign Trade positioning, customers in the sector were provided with advice, both on export and the introduction of new technologies and equipment.

### *Retail Banking*

The Retail Banking Division manages Banco Galicia's business with individuals from all income brackets, micro and smaller businesses (i.e., those businesses with annual revenues below Ps.30 million) and small retailers and professionals. Retail Banking provides a wide range of financial products and services, encompassing transactions, loans, and investments. On the transactions side, Banco Galicia offers its customers checking and



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savings accounts, credit and debit cards, and payroll direct deposit, among other services. Banco Galicia's customers have access to its services through its branch network as well as through its electronic distribution channels. See -Sales and Marketing.

Retail Banking continued consolidating its commercial strategy by segment. During the 2012 fiscal year, the Retail Banking Division launched an initiative for the small companies and business and professionals segment, increased the implementation of the customer service model targeted at the high-income customer segment and increased the effectiveness of customer service provided to other income segments.

As of December 31, 2012, the Retail Banking Division's total customers amounted to 1.8 million, representing a 12% growth from the fiscal year ended December 31, 2011.

During the 2012 fiscal year, certain actions were carried out in order to improve profitability, increase the number of customers, enhance consumer satisfaction and streamline key processes to achieve the promptness and simplicity Banco Galicia seeks for its services.

Similar to the strategy differentiated by segment previously discussed, an initiative targeted at business and small- and medium-sized companies was launched in August 2012. This customer service platform is targeted at individuals with business activity and companies with annual turnover of less than Ps.30 million. Such initiative is based on the following three points:

*Proximity:* More than 400 specialized officers and improved processes to achieve prompter services.

*Advisory Service:* Increase customers' growth by providing training and support for business development and management.

*Solutions:* New products by type of business activity and size were developed, new Home Banking and Galicia Office functions.

Galicia Éminent, a service launched in June 2011 and aimed at the high-income customer segment, was consolidated during the 2012 fiscal year. At the end of 2012, such service reached 100,000 customers and met all growth and service level goals.

In order to continuously improve the Bank's services and provide customer-focused services, a new satisfaction assessment system was implemented, involving both sale channels and those who are involved in central areas.

In order to improve responsiveness, comfort and the customer service offerings, strategies were implemented during the 2012 fiscal year to provide current customers with access to other alternative channels of customer service being provided. The Bank achieved a 35% increase in customers with access to such alternative channels.

Banco Galicia continued to lead in the direct deposit of salaries, with a 4% increase in the number of customers as compared to 2011.

Private Banking offers professional financial services to individuals with medium- to high- net worth, through the management of their investments and the provision of financial advisory services. Private Banking offers its customers a wide range of domestic financial investment alternatives, such as deposits, FIMA mutual funds, government and corporate securities, as well as trusts and notes where Banco Galicia acts as an arranger.

One of the Private Banking goals, similar to the Bank's strategy to differentiate from competitors through quality of service, is the focus on customer service. For the fifth year in a row, the Private Banking Division has obtained the ISO 9001 Certification for its Customer Service Model and continued with its customer loyalty and satisfaction assessment programs. Further, the ISO 9001 recertification was also obtained for the immediate loans process for the third consecutive year. The high index achieved with respect to the general perception of the services rendered exceeds the general market levels.

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Banco Galicia has placed special emphasis on its personal loan customer base and has aimed at sustaining growth while maintaining its excellent low-risk levels.

Banco Galicia provides a wide offering of services according to each customer's income and credit profile. A personal loan can be accessed immediately by visiting any of its branches, by phone, from home banking, ATMs and self-inquiry terminals.

During the 2012 fiscal year, certain special offers were also launched, including *Tiempo de Préstamos* (Time for Loans) to provide easier access to personal loans for more conservative customers and promissory loans of up to Ps.250,000 for the high-income customer segment.

Banco Galicia's extensive network of branches is one of the key components of its distribution network, and one of its most important competitive advantages. Banco Galicia's distribution network is supported by its intranet, information technology systems, customer incentives offered in connection therewith and the constant monitoring of its customer service quality.

As of December 31, 2012, Banco Galicia's geographical distribution of its branches was as follows:

<i>Geographical Area</i>	<i>Number of Branches</i>
City of Buenos Aires	84
Greater Buenos Aires	68
Rest of the Province of Buenos Aires	31
Santa Fe	15
Córdoba	15
Mendoza	9
Chubut	5
Entre Ríos	4
Río Negro and Tucumán	3 each
Corrientes, La Pampa, Misiones, San Luis and Tierra del Fuego	2 each
Catamarca, Chaco, Formosa, Jujuy, La Rioja, Neuquén, Salta, Santa Cruz, Santiago del Estero and San Juan	1 each
<b>Total</b>	<b>257</b>

Apart from its branches, Banco Galicia uses Red Galicia 24 (Banco Galicia's ATM and self-service terminals network), the bancogalicia.com portal, Galicia Servicios Móviles, its Retail Sales Unit, and the Commercial Planning area of its Customer Contact Center, which are service, transactional and sales channels focused on individual and corporate customers.

Banco Galicia's ATMs and self-service terminals provide its customers with a means of solving their transactional needs in a simple, safe and affordable way, on a 24/7 basis. They are distributed all over the country in the branch network and other locations, such as gas stations, supermarkets and shopping malls.

The bancogalicia.com website makes it possible for customers to request products according to their needs with the assistance of an interactive advisor, obtain information on promotions in the innovative benefits catalogue, and get information about all the products and services offered by Banco Galicia. It also facilitates access to Banco Galicia's specific web pages for both individuals (Galicia home banking) and companies (Galicia Office), allowing customers to access Banco Galicia's products and services from any location, 365 days a year.

Galicia Servicios Móviles is a suite of services for cell phones (SMS, WAP, and Java and iPhone applications), allowing customers to inquire about their accounts, pay balances, subscribe to alerts and obtain information regarding their credit cards.

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*Consumption*

Through its Regional Credit Card Companies and CFA, Banco Galica offers financing for low- and mid-income consumer segments.

Regional Credit Card Companies

The companies devoted to the issuance of regional credit cards and the provision of financing transactions to consumers are subsidiaries of Banco Galicia through Tarjetas Regionales (Tarjeta Naranja and Tarjetas Cuyanas)

Through the Regional Credit Card Companies, Tarjetas Regionales is the largest non-bank credit card issuer in Argentina and one of the largest in Latin America, in each case, based on the number of credit cards issued. It is also one of the two largest merchant acquirers in Argentina and one of the largest credit card processors in Argentina. As of December 31, 2012, Tarjetas Regionales had more than 2.8 million active accounts, 7.3 million issued credit cards and more than 190,000 affiliated merchants. As of the same date, Tarjetas Regionales estimated that its market share of issued credit cards in Argentina was approximately 17% and of active accounts in Argentina was approximately 15%. As the credit card processor for all of our credit card operations, Tarjetas Regionales processes approximately 118 million transactions per year.

Tarjetas Regionales has a distinctive business model that it believes is well-suited to developing economies in Latin America and to the cultural background of its clients. Its business model of credit card issuance and related credit services focuses on the specific needs of lower- and lower-middle-income clients through personalized and attentive services using its extensive network of branches. Tarjetas Regionales' client base is primarily in the *Interior*, where each of its brands has a leading presence in its coverage area. Its current expansion efforts in Argentina are focused on the greater Buenos Aires area. In addition, Tarjetas Regionales has exported its model to Peru, where it commenced operations in 2011 through a joint venture with Banco de Crédito del Perú.

As of the end of the second quarter of 2012, Tarjeta Naranja Dominicana S.A.'s shareholders decided to sell Banco Múltiple León S.A. (holder of the remaining 50% interest in Tarjeta Naranja Dominicana S.A.'s capital stock) Tarjeta Naranja Dominicana S.A.'s right related to customers and to start the liquidation of the company.

Through the Regional Credit Card subsidiaries, Tarjetas Regionales issues, operates and processes its own branded credit cards, the Tarjeta Naranja credit card and the Tarjeta Nevada credit card, which allow credit card holders to charge purchases of goods and services in the network of merchants that have agreed to accept these proprietary credit cards. At December 31, 2012, these proprietary credit cards accounted for, on average, approximately 57% of its issued credit cards and approximately 82% in terms of its average monthly purchase volumes. Tarjetas Regionales also offers its clients international credit card brands such as Visa, MasterCard and American Express that are issued by Banco Galicia on its behalf. In addition to its credit card business, Tarjetas Regionales also extends personal loans, through the Regional Credit Card Companies, to its clients either for the account of the Regional Credit Card Companies or for the account of Banco Galicia at the election of the relevant Regional Credit Card Company. Tarjetas Regionales provides its products and services through an extensive network of 254 branches, client service centers and other points of sale strategically located in most major Argentine cities and in limited locations in Peru. Its branch network provides a critical service and payment interface for its clients, which allows it to provide targeted client service and form relationships with its clients and affiliated merchants.

For a breakdown of the Regional Credit Card Companies' revenues for the last three financial years, see Item 5.A. Operating Results-Results by Segments-Regional Credit Cards .

Compañía Financiera Argentina

CFA is the leading financial company in Argentina in the personal loan business. As of December 31, 2012, CFA's assets were over Ps.3,198 million and its shareholders' equity was Ps.970.6 million. CFA employed 1,071 people. With 59 branches and 36 points of sale throughout Argentina, CFA offers its products to 500,000 customers, who belong, in general, to the low-to-medium income segments, characterized by limited interaction with traditional banks. Such customers often seek a more simplified and quick processing regime for their loans and other banking products.

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Main products:

### *Efectivo Sí Loans*

*Personal Loans:* Unsecured personal loans payable in installments.

*Consumer Loans:* Product to finance purchases of goods through merchants associated with CFA, without using any cash or credit cards. Such goods include home appliances, household goods and construction materials.

*Microfinance:* Credit lines for small ventures in specific geographic areas across the country.

*Payroll Loans:* Granted to affiliates or associate members of mutuals, cooperatives, unions, and to companies' employees.

*Loans to Public Sector Employees:* Loans targeted to public sector employees on the national level, which are deducted directly from their salary.

### *Efectivo Sí Savings*

*Time Deposits:* An investment alternative which allows customers to receive returns over its invested money in a quick and streamlined manner.

*Savings Account and Debit Card:* Mainly aimed at retired individuals who receive their salaries through Efectivo Sí.

### *Efectivo Sí Cards*

*Credit Cards:* CFA is the issuer of Visa and MasterCard, both at domestic and international level.

### *Efectivo Sí Insurance*

*Insurance:* CFA sells different types of insurance policies from leading companies of the market to meet customers' needs.

*Retirement and pension payment National Social Security Administration:* Aimed at retired individuals and pensioners collecting their payments at CFA.

Throughout the year, the *Efectivo Sí* trademark has strengthened, mainly through advertising in major soccer tournaments organized by the Argentine Soccer Association.



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CFA's net income for fiscal year 2012 amounted to Ps.213 million. At year end, its loan portfolio, net of allowances for loan losses, exceeded Ps.2,280 million, representing a 37.8% increase as compared to fiscal year 2011 and had strong portfolio quality ratios.

CFA's objective is to secure, maintain and expand its leading position in the consumer finance market. During 2012, CFA expects to further grow and consolidate its customer portfolio and boost credit card circulation. With respect to financing, it will seek financing from the domestic capital market by issuing trusts and notes, and it will focus on increasing financing through time deposits at its branches.

For a breakdown of CFA's revenues for the last financial year, see Item 5.A. Operating Results-Results by Segments-CFA .

### *Financial Division*

The Financial Division of Banco Galicia includes the Financial Operations, Banking Relations, Assets and Liabilities Management and Information Management and Support areas. The Financial Division is also involved in mutual funds and in brokerage services through Galicia Valores.

The Financial Operations Division is responsible for, among other things, managing liquidity and the different financial risks of Banco Galicia, based on the parameters determined by the board of directors of Banco Galicia. It manages positions in foreign currency and government securities, and it also acts as an intermediary and distributes financial instruments for its own customers (institutional investors) and corporate customers and individuals. It participates in different markets in its capacity as agent of the *Mercado Abierto Electrónico* ( MAE ) and as a member of the Rosario Futures Exchange ( ROFEX ), Financial Products Division. Through Galicia Valores, this division offers customers the ability to buy and sell securities on the BASE.

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In 2012, Banco Galicia was ranked 1st in the MAE's annual ranking for transactions of fixed-income instruments, rising one position as compared to 2011.

Foreign trade transactions amounted to US\$15,800 million, similar to the amount of transactions in 2011. In addition, Dollar trading transactions significantly decreased as a result of foreign exchange restrictions, from US\$6,000 million in 2011 to US\$1,300 million in 2012. The trading of reais and Uruguayan pesos for trips and tourism was implemented in mid-October to provide a broader range of services to our customers.

Banco Galicia ranked first in the futures traded volume with a total of Ps.10,200 million, and second in swaps with a total traded volume of Ps.460 million. In 2012, Banco Galicia substantially increased the number of derivative transactions with customers to meet their hedging and investment needs.

The Banking Relations Division is responsible internationally for managing Banco Galicia's business relationships with correspondent banks, international credit agencies, official credit agencies and, domestically, with financial institutions and exchange houses.

The Assets and Liabilities Management Division is in charge of preparing and analyzing information aimed at managing the mismatches inherent in banking activities, maintaining the exposure within the policies determined by Banco Galicia's board of directors.

The Bank's activities include the provision of support to the Assets and Liabilities Committee through the analysis and quantification of the risks associated with different business strategies and market scenarios, as well as the follow-up of liquidity policies and currency mismatches, whether due to regulations of the Argentine Central Bank or other Banco Galicia operations, and the assessment of the Funding Unit's results of operations through a transfer pricing method so as to assess the profitability of each business unit, isolated from the rate, term and currency risk exposure.

Banco Galicia distributes the FIMA mutual funds through its broad distribution network (branches, electronic banking and telephone banking) to different customer segments (institutions, companies and individuals), while it acts as custodian of the assets that make up the funds in its role as depository. Galicia Administradora de Fondos is the company that manages investments and determines the value of the mutual fund units on a daily basis. The total value of the FIMA funds equity grew 81% to Ps.3,562 million, as compared to the fiscal year ended December 31, 2011, accounting for 7.9% of the market share.

## ***Insurance***

Galicia Seguros is a provider of a variety of property and casualty and life insurance products. Its most important line of business is group life insurance, including employee benefit plans and credit related insurance. With regard to property and casualty insurance products, it primarily underwrites home and ATM theft insurance. Galicia Retiro provides annuity products, and Galicia Broker Asesores de Seguros S.A. is an insurance broker. In the 2012 fiscal year, Galicia Seguros, together with three other insurance companies, created Nova Re Compañía Argentina de Reaseguros S.A., which aims to increase the reinsurance offers in the Argentinean market. These companies operations are all located in Argentina.

Total insurance production of the aforementioned insurance companies amounted to Ps.939.0 million during 2012, 54% higher than the volume of premiums of the previous year (Ps.608.5 million).

This increase in insurance production was recorded mainly for Galicia Seguros, with Ps.329.6 million more premiums written than in the same period of the previous fiscal year. As regards Galicia Seguros' business transactions, the focus was placed on continuing to increase the company's turnover and sales, which in 2012 amounted to Ps.272 million of annualized premiums. This represented a 56% growth as compared to the previous year, thus increasing the insurance policy lapse ratio and extending the types of coverage offered by adding insurance policies in new lines of business, including liability insurance and burial insurance.

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Law No. 26,425 that created the Argentine Social Security Integrated System (Sistema Integrado Previsional Argentino) brought an end to pension-linked life annuities, the main product marketed by Galicia Retiro. Consequently, the company's main objective is to efficiently administrate current business and to analyze whether or not to re-launch new voluntary individual and group retirement products.

Within the current economic framework, measures aimed at complying with the goals established in the Business Plan will continue during 2013.

### ***Other Businesses***

**Net Investment:** this company has performed its activities in the areas of intercompany e-commerce, with the purpose of creating and exchanging synergies with Banco Galicia's business activities.

During the 2010 fiscal year, Net Investment purchased shares of a company that carries out activities related to online business development. Further, during the 2011 fiscal year, the shareholders of Net Investment decided to amend the corporate purpose in order to be able to invest in additional companies in related, accessory and/or supplementary activities. As of December 31, 2012, the equity investment held by Net Investment was equivalent to 0.19% of such company's net worth.

For fiscal year 2013, the board of directors of Net Investment is analyzing various business alternatives and opportunities.

**Galicia Warrants:** this company is a leading company in the deposit certificates and warrants issuance market. It has been conducting transactions since 1994, supporting medium and large companies with respect to stock custody. Galicia Warrants' main objective is to enable its customers to access credit and financing secured by the property kept under custody. Galicia Warrants' main customers belong to the agricultural, industrial and agro-industrial sectors, as well as exporters and retailers. The growth experienced by the Argentine economy and the increased activity in the industrial and agro-industrial sectors resulted in higher demand for credit and, therefore, an increase in financing-related activities. As a result of such growth, together with the demand for short- and mid-term financial services, in the fiscal year December 31, 2012, Galicia Warrants recorded Ps.23.9 million in income from services and a net income of to Ps.7.9 million.

**Galval:** this company mainly generates fee income from brokerage and custodial services. On September 4, 2012, the Board of Directors resolved to approve the sale of 100% of its interest in Galval. Such transaction is still subject to the approval of the Uruguayan Central Bank.

**GV Mandataria (in liquidation):** this company carries out representations, mandates and commissions of all types, whether involving domestic or international companies.

As a result of the international financial crisis and its impact on GV Mandataria's business, it has not achieved its economic goals. During the fiscal year ended December 31, 2012, the decision was made to reduce the number of shareholders to only one, Grupo Financiero Galicia.

On November 12, 2012, the company's extraordinary shareholders' meeting approved a proposal for the dissolution and liquidation of the company pursuant to Section 94, Subsection 8, of the Corporations' Law. Consequently, GV Mandataria (in liquidation) is currently in liquidation and taking all the necessary steps for the payment of its liabilities and the sale of its assets.

For a breakdown of the other businesses' revenues for the last three financial years, see Item 5.A. Operating Results-Results by Segments-Other Grupo Businesses.

### **Competition**

Due to our financial holding structure, competition is experienced at the level of our operating subsidiaries. We face strong competition in most of the areas in which our subsidiaries are active. For a breakdown of our total revenues, for each of the past three fiscal years, for the activities discussed below (i.e., banking, regional credit cards, CFA personal loans and insurance), see Item 5.A. Operating Results-Results by Segments.

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### ***Banking***

Banco Galicia faces significant competition in all of its principal areas of operation from foreign banks operating in Argentina, mainly large retail banks which are subsidiaries or branches of banks with global operations; Argentine national and provincial government-owned banks; private-sector domestic banks and cooperative banks, as well as non-bank financial institutions.

With respect to private-sector customers, Banco Galicia's main competitors are large foreign banks and certain domestically-owned private-sector banks. Banco Galicia also faces competition from government-owned banks.

Banco Galicia's estimated deposit market share of private-sector deposits in the Argentine financial system was 9.12% as of December 31, 2012, compared to 8.78% as of December 31, 2011 and 8.35% as of December 31, 2010.

With respect to loans to the private sector, Banco Galicia's Argentine market share was 9.05% as of December 31, 2012, as compared to 8.63% and 8.99% as of December 31, 2011 and December 31, 2010, respectively.

According to the information published by the Argentine Central Bank, as of December 31, 2012, Banco Galicia was the second largest private-sector bank as measured by its assets, its deposits and its loan portfolio and ranked fourth in terms of net worth.

Banco Galicia believes that it has a strong competitive position in retail banking, both with respect to individuals and small and medium-sized companies. Specifically, Banco Galicia believes it is one of the primary providers of financial services to individuals, the primary private-sector institution serving the small and medium-sized companies sector, and has traditionally maintained a leading position in the agriculture and livestock sector.

### ***Argentine Banking System***

As of December 31, 2012, the Argentine financial system consisted of 81 financial institutions, of which 65 were banks and 16 were financial non-bank institutions (including finance companies, credit unions and savings and loans associations). Of the 65 banks, 12 were Argentine national and provincial government-owned or related banks. Of the 53 private-sector banks, 33 were private-sector domestically-owned banks; 20 were foreign-owned banks (i.e., local branches or subsidiaries of foreign banks); and 1 was a cooperative bank, also domestically-owned.

As of the same date, the largest private-sector banks, in terms of total deposits, were: Banco Santander Río, Banco Galicia, BBVA Banco Francés, Banco Macro, HSBC Bank, Credicoop and Patagonia. Banco Galicia, Banco Macro and Credicoop are domestically-owned banks and the others are foreign-owned banks. According to information published by the Argentine Central Bank as of December 31, 2012, private-sector banks accounted for 53.3% of total deposits and 59.0% of total net loans in the Argentine financial system. Argentine financial industry regulations do not raise significant entry or exit barriers, nor do they make any differentiation between locally or foreign-owned institutions. The only cooperative bank is active principally in consumer and middle-market banking, with a special emphasis on the lower end of the market. As of December 31, 2012, financial institutions (other than banks) accounted for approximately 0.4% of deposits and 3.2% of net loans in the Argentine financial system.

As of December 31, 2012, the largest Argentine national and provincial government-owned or related banks, in terms of total deposits, were Banco Nación and Banco de la Provincia de Buenos Aires. Under the provisions of the Financial Institutions Law, public-sector banks have comparable rights and obligations to private banks, except that public-sector banks are usually chosen as depositaries for public-sector revenues and promote regional development and certain public-sector banks have preferential tax treatment. The bylaws of some public-sector banks provide that the governments that own them (both national and provincial governments) guarantee their commitments. Under current law, Banco de la Provincia de Buenos Aires is not subject to any taxes, levies or assessments that the Argentine government may impose. According to information published by the Argentine Central Bank, as of December 31, 2012, government-owned banks and banks in which the national, provincial and municipal governments had an ownership interest accounted for 46.3% of deposits and 37.8% of loans in the Argentine financial system.

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Consolidation has been a dominant theme in the Argentine banking sector since the 1990 s, with the total number of financial institutions declining from 214 in 1991 to 81 at December 31, 2012, with the ten largest banks holding 77.7% of the system s deposits and 73.4% of the system s loans as of December 31, 2012.

Foreign banks continue to have significant presence, despite the fact that the number of foreign banks decreased by 20 through December 2012, as compared to the end of 2001, and that foreign banks share of total deposits has decreased since the 2001-2002 crisis while the share of domestic private-sector banks has increased.

### ***Regional Credit Cards***

The Regional Credit Card Companies credit cards represent approximately 17% of all personal credit cards issued in Argentina. On a national basis, the Regional Credit Card Companies compete with open credit card system companies, such as Visa, MasterCard and American Express. On a regional level, they face competition from regional credit card companies that operate within closed credit cards systems.

In the consumer loan market, the Regional Credit Card Companies compete with Argentine banks and other financial institutions that target similar economic segments. The main players in this segment include Banco Supervielle, Banco Columbia, Banco Comafi, Banco Credicoop, Banco MasVentas, Banco Municipal de Rosario and CFA. Historically, certain international banks with presence in Argentina have attempted to target consumers in these economic segments and have been, to date and for the most part, unsuccessful.

In order to compete effectively at a national and regional basis, the Regional Credit Card Companies target low to middle income clients by offering personalized services in each region, focusing their commercial efforts mainly on medium and low income segments. While other Argentine credit card issuers and consumer loan providers focus on earning interest on outstanding personal loans and credit card balances, they also focus on and have access to additional sources of revenues including merchant fees and commissions, which allow them to offer competitive pricing and financing terms. Furthermore, unlike other credit card issuers in Argentina, approximately 60% of their clients pay their credit card bill through their branch network. The broad geographical reach of their network of branches, which is the second largest in Argentina, has allowed the Regional Credit Card Companies to establish a local presence in all of the provinces of Argentina.

The Regional Credit Card Companies believe that their diversified and consistent funding sources, significant network of branches, robust information technology infrastructure, relationships with over 190,000 merchants and the brand recognition they enjoy provide them with a competitive edge to consolidate and expand their market share in their target market segment, making it difficult for new players to effectively compete in this market segment on a national scale.

### ***Compañía Financiera Argentina***

CFA markets all of its financial products mainly to medium and low income segments. CFA s main competitors are: Banco Cetelem, Banco Columbia (which acquired the branch network of GE Money), Banco de Servicios y Transacciones (formerly known as Credilogros), Cooperativa la Capital del Plata, Caja de Crédito Cuenca, Banco de Servicios Financieros (Carrefour Group), Banco Supervielle and Banco Sáenz (Frávega Group). It is worth mentioning that CFA is ranked 10th within national personal loans market, over entities such as Citibank, Cordial Cía.Financiera S.A., Banco Supervielle, Banco Credicoop and Banco Hipotecario.

CFA also faces competition with certain entities which render non-regulated services, or small chains, located in less populated cities. Some big chains also offer their own financing, such as Garbarino, Frávega, Megatone and Riveiro, financed through the issuance of financial trusts.

### ***Insurance***

Sudamericana s subsidiaries face significant competition since, as of December 2012, the Argentine insurance industry was comprised of approximately 178 insurance companies, 34 of which were dedicated exclusively to life insurance and 18 to annuities. Subsidiaries of foreign insurance companies and the world s largest insurance companies with global operations are among these companies. In addition, as of that date, the number of brokers amounted to approximately 23,100 individuals and 470 companies.

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During 2012, the insurance industry continued growing. Production amounted to Ps.68.3 billion, 29.7% higher than the level recorded for 2011.

Out of the total insurance production, 80% relates to property insurance, 18% relates to life and personal insurance, and 2% relates to retirement insurance.

Within the 80% corresponding to property insurance, the automotive insurance segment continues to be the most significant segment, representing 44%, followed by the workers' compensation segment, representing 32%.

Within the life insurance segment, the group life insurance segment is the most significant, representing 66%, followed by individual life insurance, representing 15%, and personal accident insurance, representing 14%.

As of December 2012, Galicia Seguros ranked sixth in terms of net premium of life insurance policies underwritten and first in terms of net premium of home insurance policies underwritten.

**Sales and Marketing**

Banco Galicia's, the Regional Credit Card Companies' and CFA's distribution capabilities are our principal marketing channels. Our distribution network is one of the largest and most flexible distribution platforms in the country and has nationwide coverage. The network of offices, located in the *interior* of Argentina, of the Regional Credit Card Companies mainly serves the medium and low income segments of the population, who tend to use fewer banking and financial services. CFA's network serves the low income segment of the population, mainly in Buenos Aires and its outskirts. Through Banco Galicia, we operate a nationwide distribution network, which is one of the most extensive and diversified distribution networks among private-sector financial institutions in Argentina.

	<b>December 2012</b>
<b>Branches (number)</b>	
Bank Branches	257
Regional Credit Card Cos. Branches	198
CFA Branches	95
Business Centers and In-House Facilities	31
Eminent's space with Private-Banking	17
<b>Electronic Banking Terminals (number)</b>	
ATMs	807
Self-Service Terminals	869
<b>Electronic Banking Transactions (thousands per month)</b>	
ATMs + Self-Service Terminals	15,058
Phone-Banking	357
e-banking	36,641

Banco Galicia markets all of its financial products and services to high-, medium- and medium- to low-income individuals, including loans, insurance and FIMA family of mutual funds, among others, through its branch network, which operates on-line in real time. Within the branches, the sales force is specialized by type of customer and by customer segment. Banco Galicia's sales policy encourages tellers to perform sales functions as well. Wealthy individuals who are private banking customers are served by specialized officers and a specialized network of service centers, including a head office facility.

Commercial and investment banking services to large corporations and other entities are provided in a centralized manner. Branch officers are responsible for Banco Galicia's relationship with middle-market and small businesses and most of the agriculture and livestock sector customers. Banco Galicia also has established specialized centers that concentrate on providing service to businesses, which are distributed across the country and located in main cities of the *Interior* and certain customer companies' facilities.

All of Banco Galicia's individual and corporate customers have access to Banco Galicia's electronic distribution channels, including the ATM and self-service terminals network, a multifunction call center (the CCC), an e-banking website (www.bancogalicia.com) and a mobile banking

service platform Galicia Móvil.

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Likewise, Banco Galicia currently has over 400,000 customers who find social networks a means to talk to Banco Galicia quickly, effectively and frankly. Banco Galicia consistently focuses on adapting to the varying situations that result from the use of social media, using these opportunities as a chance to improve its relationship with its customers. Through its work on the digital platform, Banco Galicia has established an excellent reputation regarding its online services, providing not only traditional services, but also involving the use of social networks, cellular phones and transactional, informative and communicative services, with the purpose of promoting the Bank's business and establishing effective channels of communication with its current and potential customers. Banco Galicia is client service oriented and assigns great importance to its service model and seeks to improve it constantly.

Banco Galicia has a segmented marketing approach and designs marketing campaigns focused on specific segments of Banco Galicia's customer base. Banco Galicia's marketing strategy is also focused on the development of long-term relationships with customers based on a deep and increasing knowledge of those customers. As part of this client-oriented strategy, Banco Galicia implemented a customer relationship management technology. Banco Galicia's investment in advertising has increased in the last years, in line with the general market's trend and particularly, the Argentine financial system's increase in investment and number of advertisers.

Banco Galicia considers quality of service as the main element capable of distinguishing it from competitors. In order to measure this indicator, Banco Galicia periodically performs surveys, with positive results in recent years, showing high customer satisfaction.

The Regional Credit Card Companies market their products and services through a network of branches and service centers, the size of which depends on the size of the locations in which they operate. The companies' culture is strongly client service oriented and assigns great importance to quality of service. Sales officials receive intensive training in personalized sale of the companies' products and quality of service, given that the bulk of sales is conducted on a one-on-one basis. Quality of service at the branches is permanently monitored by third parties and availability is enhanced through extended business hours. In addition, each of the companies has a web site through which they conduct sales, receive customers' requests (such as requests for statements, loans or increases in the credit limits assigned and new cards, among others), provide information on and promote products. These sites include a link that allows payments to be made. In addition, each company has a call center, through which sales, post-sales and collection functions are performed. During 2012, Tarjeta Naranja launched the website [www.tiendanaranja.com](http://www.tiendanaranja.com) aimed at selling products associated with its primary merchants. Similarly, Tarjetas Cuyanas launched the website, [www.preciosbajos.com](http://www.preciosbajos.com).

CFA markets its products through a network of 59 branches and 36 points of sales, located throughout Argentina. The company leads the personal loan business among financial institutions in Argentina and offers its products to customers who belong, in general, to the low-to-medium income segments, characterized by limited interaction with traditional banks. As such, CFA offers its product Cuota SI in approximately 5,300 merchants, of which 666 are active, while the agreements are offered out of the branches through different channels. Such customers often seek a more simplified and quick processing regime for their loans and other banking products.

To market its products, Sudamericana's subsidiaries mainly use Banco Galicia's, the Regional Credit Card Companies' and CFA's distribution networks. They also use the sales officers of Galicia Broker Asesores de Seguros S.A. In addition Sudamericana has a telemarketing center of its own.



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The following are our main property assets, as of December 31, 2012:

<b>Property</b>	<b>Address</b>	<b>Square Meters (approx.)</b>	<b>Main Uses</b>
<b>Grupo Financiero Galicia</b>			
- Owned	-Tte. Gral. Juan D. Perón 456, 2nd floor, Buenos Aires, Argentina	191	Administrative activities
<b>Banco de Galicia y Buenos Aires S.A.</b>			
- Owned	-Tte. Gral. Juan D. Perón 407, Buenos Aires, Argentina	17,300	Administrative activities
	-Tte. Gral. Juan D. Perón 430, Buenos Aires, Argentina	42,000	Administrative activities
	-Florida 361, Buenos Aires, Argentina	7,300	Administrative activities
	-Corrientes 6287, Buenos Aires, Argentina	4,800	Land for corporate building
- Rented	-San Martín 178/200, Buenos Aires, Argentina	3,600	Administrative activities
	-Corrientes 411, 3rd and 4th floors, Buenos Aires, Argentina	2,100	Administrative activities
<b>Banco Galicia Uruguay S.A. (in liquidation)</b>			
- Rented	-Bernardina Frago de Rivera 1438, Montevideo, Uruguay	580	Storage
	- Dr. Luis A. de Herrera 1052 - Tower C , Unit 1309, Montevideo, Uruguay	87	Administrative activities
<b>Tarjeta Naranja S.A.</b>			
- Owned	-Sucre 152, 154 and 541, Córdoba, Argentina	6,300	Administrative activities
	-Humberto Primo, Córdoba, Argentina	4,900	Administrative activities
	-Jujuy 542, Córdoba, Argentina	853	Administrative activities
	-Ruta Nacional 36, km. 8, Córdoba, Argentina	49,200	Storage
	-Río Grande, Tierra del Fuego, Argentina	309	Administrative activities
	-San Jerónimo 2348 and 2350, Santa Fe, Argentina	1,475	Administrative activities
- Rented			Administrative activities and printing
	-Sucre 145/151, La Rioja 359, 364 and 375, Córdoba, Argentina	4,450	centre
<b>Tarjetas Cuyanas S.A.</b>			
- Rented	-Belgrano 1415, Mendoza, Argentina	1,740	Administrative activities
	-Belgrano 1462, Mendoza, Argentina	1,156	Administrative activities
	-Belgrano 1478, Mendoza, Argentina	175	Printing centre
<b>Compañía Financiera Argentina</b>			
- Rented	-Florida 238, Buenos Aires, Argentina	4,500	Administrative Activities
	-Paseo Colón 746, 3rd floor, Buenos Aires, Argentina	1,700	Administrative Activities
<b>Galicia Warrants S.A.</b>			
- Owned	-Tte. Gral. Juan D. Perón 456, 6th floor, Buenos Aires, Argentina	118	Administrative activities
	-Alsina 3396/3510, San Miguel de Tucumán, Tucumán, Argentina	12,800	Storage
- Rented	-Alto Verde, Chicligasta, Tucumán, Argentina	2,000	Storage
		2,100	Storage

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-Santa Marta, Alderete, Tucumán,  
Argentina

### **Galicia Seguros S.A.**

- Owned

-Maipú 241, Buenos Aires, Argentina

3,261 Administrative activities

As of December 31, 2012, our distribution network consisted of:

Banco Galicia: 244 branches located in Argentina, 139 of which were owned and 118 of which were rented by Banco Galicia, located in all of Argentina's 23 provinces.

Tarjeta Naranja: 159 sales points located in 21 of the 23 Argentine provinces, 157 of which were rented by the company.

Tarjetas Cuyanas: 45 sales points in the provinces of Mendoza, San Juan, San Luis, Santiago del Estero, La Pampa, La Rioja, Catamarca, Neuquén, Río Negro, Salta, Jujuy and Tucumán, all of which were leased.

CFA: 41 branches, 38 mini-branches and 16 payment centers, all of which were leased and with at least one branch located in each of Argentina's provinces.

### **Capital Investments and Divestitures**

During 2012, our capital expenditures amounted to Ps.868.0 million, distributed as follows:

Ps.299.6 million in fixed assets (real estate, machinery and equipment, vehicles, furniture and fittings); and

Ps.568.4 million in organizational and IT system development expenses.

During 2011, our capital expenditures amounted to Ps.584.6 million, distributed as follows:

Ps.198.6 million in fixed assets (real estate, machinery and equipment, vehicles, furniture and fittings); and

Ps.386.0 million in organizational and IT system development expenses.

During 2010, our capital expenditures amounted to Ps.330.5 million, distributed as follows:

Ps.118.8 million in fixed assets (real estate, machinery and equipment, vehicles, furniture and fittings); and

Ps.211.7 million in organizational and IT system development expenses.

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These capital expenditures were made mainly in Argentina.

During fiscal year 2010, Banco Galicia purchased 95% of the shares of CFA and Tarjetas Regionales purchased the remaining 5% of the shares of CFA. The total cost for the shares was Ps.333.9 million (including acquisition costs), generating a negative goodwill of Ps.517.4 million resulting from the difference between the amount paid as acquisition cost and the book value of the net assets received. During fiscal year 2011, the 5% interest in CFA owned by Tarjetas Regionales SA was acquired by Grupo Financiero Galicia SA (3%) and by Banco Galicia (2%, which added to its previous interest totaled 97%).

In February 2012, Tarjetas Regionales carried out a capital increase that was mainly subscribed for by the minority shareholders of its subsidiaries, Tarjeta Naranja and Tarjeta Cuyanas, and which was predominantly funded by the contribution of such minority shareholders holdings in such subsidiaries. The Bank's direct and indirect interest in Tarjetas Regionales amounted to 77% of the capital stock with the remaining 23% of the capital stock held by the minority shareholders who became shareholders in Tarjetas Regionales. As a result of this transaction, Tarjetas Regionales' direct and indirect interest in Tarjeta Naranja and Tarjetas Cuyanas now amounts to 100% of the capital stock of such subsidiaries.

In addition, during the 2012 fiscal year, Galicia Seguros invested Ps.11.7 million for the formation of a reinsurance company (Nova Re Compañía Argentina de Reaseguro S.A.), controlling 39% of the capital stock and voting rights of such company.

We have budgeted capital expenditures for the fiscal year ending December 31, 2013, for the following purposes and amounts:

	<i>(In millions of Pesos)</i>	
Infrastructure of Corporate Buildings, Tower and Branches (construction, furniture, equipment, phones and other fixed assets)	Ps.	540.2
Organizational and IT System Development		689.7
<b>Total</b>	<b>Ps.</b>	<b>1,229.9</b>

These capital expenditures will be made mainly in Argentina.

Management considers that internal funds will be sufficient to finance fiscal year ended December 31, 2013 capital expenditures.

**Selected Statistical Information**

You should read this information in conjunction with the other information provided in this annual report, including our audited consolidated financial statements and Item 5. Operating and Financial Review and Prospects. We prepared this information from our financial records, which are maintained under accounting methods established by the Argentine Central Bank under Argentine Banking GAAP, and do not reflect adjustments necessary to reflect the information in accordance with U.S. GAAP.

The exchange rate used in translating Pesos into Dollars, which is used in calculating the convenience translations included in the following tables is the Reference Exchange Rate published by the Argentine Central Bank, which was Ps.4.9173, Ps.4.3032 and Ps.3.9758 per US\$1.00 as of December 31, 2012, December 31, 2011 and December 31, 2010, respectively. The exchange rate translations contained in this annual report should not be construed as representations that the stated Peso amounts actually represent or have been or could be converted into Dollars at the rates indicated or any other rate. See Item 3. Key Information-Exchange Rate Information.

***Average Balance Sheet and Income from Interest-Earning Assets and Expenses from Interest-Bearing Liabilities***

The average balances of interest-earning assets and interest-bearing liabilities, including the related interest that is receivable and payable, are calculated on a daily basis for Banco Galicia, Galicia Uruguay, Tarjetas Regionales and CFA on a consolidated basis. CFA was consolidated since the third quarter of fiscal year 2010. The average balances of interest-earning assets and interest bearing liabilities are calculated on a monthly basis for Grupo Financiero Galicia and its other non-banking subsidiaries.



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Average balances have been separated between those denominated in Pesos and those denominated in Dollars. The average yield/rate is the amount of interest earned or paid during the period divided by the related average balance.

Net gains/losses on government securities and related differences in quoted market prices are included in interest earned. We manage our trading activities in government securities as an integral part of our business. We do not distinguish between interest income and market gains or losses on our government securities portfolio. The non-accrual loans balance is included in the average loan balance calculation.

The following table shows our consolidated average balances, accrued interest and nominal interest rates for interest-earning assets and interest-bearing liabilities for the fiscal year ended December 31, 2012.

	Fiscal Year Ended December 31, 2012 (*)								
	Pesos			Dollars			Total		
	Average Balance	Accrued Interest	Average Yield/Rate	Average Balance	Accrued Interest	Average Yield/Rate	Average Balance	Accrued Interest	Average Yield/Rate
	<i>(in millions of Pesos, except rates)</i>								
<b>Assets</b>									
Government Securities	5,154.1	695.0	13.48	94.0	2.1	2.23	5,248.1	697.1	13.28
<b>Loans</b>									
Private Sector	31,552.2	7,846.1	24.87	3,644.7	196.7	5.40	35,196.9	8,042.8	22.85
Public Sector									
Total Loans <sup>(1)</sup>	31,552.2	7,846.1	24.87	3,644.7	196.7	5.40	35,196.9	8,042.8	22.85
Other	2,264.7	383.3	16.92	126.9	3.5	2.76	2,391.6	386.8	16.17
<b>Total Interest-Earning Assets</b>	<b>38,971.0</b>	<b>8,924.4</b>	<b>22.90</b>	<b>3,865.6</b>	<b>202.3</b>	<b>5.23</b>	<b>42,836.6</b>	<b>9,126.7</b>	<b>21.31</b>
Cash and Gold	4,349.5			2,799.3			7,148.8		
Equity in Other Companies	850.9			265.3			1,116.2		
Other Assets	4,435.8			527.3			4,963.1		
Allowances	(1,543.1)			(105.2)			(1,648.3)		
<b>Total Assets</b>	<b>47,064.1</b>			<b>7,352.3</b>			<b>54,416.4</b>		
<b>Liabilities and Equity</b>									
<b>Deposits</b>									
Checking Accounts	0.2			1.3			1.5		
Savings Accounts	5,395.2	10.5	0.19	1,274.0			6,669.2	10.5	0.16
Time Deposits	15,124.7	2,222.0	14.69	1,585.8	14.4	0.91	16,710.5	2,236.4	13.38
Total Interest-Bearing Deposits	20,520.1	2,232.5	10.88	2,861.1	14.4	0.50	23,381.2	2,246.9	9.61
Other Financial Entities	925.0	192.5	20.81	968.2	31.8	3.28	1,893.2	224.3	11.85
Debt Securities	1,032.0	186.1	18.03	3,718.7	360.8	9.70	4,750.7	546.9	11.51
Other	228.0	19.6	8.60	668.9	32.4	4.84	896.9	52.0	5.80
<b>Total Interest-Bearing Liabilities</b>	<b>22,705.1</b>	<b>2,630.7</b>	<b>11.59</b>	<b>8,216.9</b>	<b>439.4</b>	<b>5.35</b>	<b>30,922.0</b>	<b>3,070.1</b>	<b>9.93</b>
Demand Deposits	8,922.0			615.4			9,537.4		
Other Liabilities	7,971.9			1,255.9			9,227.8		
Minority Interests	568.8						568.8		
Shareholders Equity	4,160.4						4,160.4		

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<b>Total Liabilities and Equity</b>	<b>44,328.2</b>	<b>10,088.2</b>	<b>54,416.4</b>
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**Spread and Net Yield**

Interest Rate Spread	11.31	(0.12)	11.38
Cost of Funds Supporting			
Interest-Earning Assets	6.75	11.37	7.17
Net Yield on Interest-Earning Assets	16.15	(6.13)	14.14

(\*) Rates include the CER adjustment.

(1) Non accruing loans have been included in average loans.

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The following table shows our consolidated average balances, accrued interest and nominal interest rates for interest-earning assets and interest-bearing liabilities for the fiscal year ended December 31, 2011.

	Fiscal Year Ended December 31, 2011 (*)								
	Pesos			Dollars			Total		
	Average Balance	Accrued Interest	Average Yield/ Rate	Average Balance	Accrued Interest	Average Yield/ Rate	Average Balance	Accrued Interest	Average Yield/ Rate
	<i>(in millions of Pesos, except rates)</i>								
<b>Assets</b>									
Government Securities	3,781.5	652.8	17.26	4.4	0.2	4.55	3,785.9	653.0	17.25
Loans									
Private Sector	22,218.5	5,071.4	22.83	4,000.2	149.3	3.73	26,218.7	5,220.7	19.91
Public Sector									
Total Loans <sup>(1)</sup>	22,218.5	5,071.4	22.83	4,000.2	149.3	3.73	26,218.7	5,220.7	19.91
Other	1,677.8	207.5	12.37	258.9	5.0	1.93	1,936.7	212.5	10.97
<b>Total Interest-Earning Assets</b>	<b>27,677.8</b>	<b>5,931.7</b>	<b>21.43</b>	<b>4,263.5</b>	<b>154.5</b>	<b>3.62</b>	<b>31,941.3</b>	<b>6,086.2</b>	<b>19.05</b>
Cash and Gold	3,184.7			2,952.6			6,137.3		
Equity in Other Companies	678.0			248.3			926.3		
Other Assets	3,572.3			277.3			3,849.6		
Allowances	(1,140.3)			(78.5)			(1,218.8)		
<b>Total Assets</b>	<b>33,972.5</b>			<b>7,663.2</b>			<b>41,635.7</b>		
<b>Liabilities and Equity</b>									
Deposits									
Checking Accounts	0.6			2.7			3.3		
Savings Accounts	3,928.3	10.6	0.27	1,897.4			5,825.7	10.6	0.18
Time Deposits	10,153.5	1,285.9	12.66	1,816.7	11.3	0.62	11,970.2	1,297.2	10.84
Total Interest-Bearing Deposits	14,082.4	1,296.5	9.21	3,716.8	11.3	0.30	17,799.2	1,307.8	7.35
Other Financial Entities	696.5	134.8	19.35	636.4	11.1	1.74	1,332.9	145.9	10.95
Debt Securities	379.9	66.6	17.53	3,010.9	286.6	9.52	3,390.8	353.2	10.42
Other	114.4	9.2	8.04	691.6	31.9	4.61	806.0	41.1	5.10
<b>Total Interest-Bearing Liabilities</b>	<b>15,273.2</b>	<b>1,507.1</b>	<b>9.87</b>	<b>8,055.7</b>	<b>340.9</b>	<b>4.23</b>	<b>23,328.9</b>	<b>1,848.0</b>	<b>7.92</b>
Demand Deposits	6,878.8			750.2			7,629.0		
Other Liabilities	6,048.5			1,251.8			7,300.3		
Minority Interests	416.7						416.7		
Shareholders' Equity	2,960.8						2,960.8		
<b>Total Liabilities and Equity</b>	<b>31,578.0</b>			<b>10,057.7</b>			<b>41,635.7</b>		
<b>Spread and Net Yield</b>									
Interest Rate Spread			11.56			(0.61)			11.13
Cost of Funds Supporting Interest-Earning Assets			5.45			8.00			5.79
Net Yield on Interest-Earning Assets			15.99			(4.37)			13.27

*(\*) Rates include the CER adjustment.*

*(1) Non accruing loans have been included in average loans.*



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The following table shows our consolidated average balances, accrued interest and nominal interest rates for interest-earning assets and interest-bearing liabilities for the fiscal year ended December 31, 2010.

	Fiscal Year Ended December 31, 2010 (*)								
	Pesos			Dollars			Total		
	Average Balance	Accrued Interest	Average Yield/Rate	Average Balance	Accrued Interest	Average Yield/Rate	Average Balance	Accrued Interest	Average Yield/Rate
	<i>(in millions of Pesos, except rates)</i>								
<b>Assets</b>									
Government Securities	2,770.6	567.6	20.49	573.5	(181.0)	(31.56)	3,344.1	386.6	11.56
<b>Loans</b>									
Private Sector	14,191.4	3,002.5	21.16	2,609.0	116.1	4.45	16,800.4	3,118.6	18.56
Public Sector	0.4		0.20				0.4		0.20
Total Loans <sup>(1)</sup>	14,191.8	3,002.5	21.16	2,609.0	116.1	4.45	16,800.8	3,118.6	18.56
Other	1,571.8	85.3	5.43	266.6	3.9	1.46	1,838.4	89.2	4.85
<b>Total Interest-Earning Assets</b>	<b>18,534.2</b>	<b>3,655.4</b>	<b>19.72</b>	<b>3,449.1</b>	<b>(61.0)</b>	<b>(1.77)</b>	<b>21,983.3</b>	<b>3,594.4</b>	<b>16.35</b>
Cash and Gold	2,084.8			2,233.0			4,317.8		
Equity in Other Companies	702.5			147.7			850.2		
Other Assets	2,735.0			183.6			2,918.6		
Allowances	(901.1)			(50.4)			(951.5)		
<b>Total Assets</b>	<b>23,155.4</b>			<b>5,963.0</b>			<b>29,118.4</b>		
<b>Liabilities and Equity</b>									
<b>Deposits</b>									
Checking Accounts	328.1	5.5	1.67	180.0			508.1	5.5	1.08
Savings Accounts	2,717.5	7.7	0.28	1,298.7			4,016.2	7.7	0.19
Time Deposits	7,083.8	741.8	10.47	1,470.5	11.7	0.79	8,554.3	753.5	8.81
Total Interest-Bearing Deposits	10,129.4	755.0	7.45	2,949.2	11.7	0.40	13,078.6	766.7	5.86
Other Financial Entities	335.2	61.3	18.29	281.2	7.1	2.53	616.4	68.4	11.10
Debt Securities	256.7	32.3	12.58	2,019.4	196.2	9.72	2,276.1	228.5	10.04
Other	147.5	10.7	7.25	543.9	18.9	3.47	691.4	29.6	4.28
<b>Total Interest-Bearing Liabilities</b>	<b>10,868.8</b>	<b>859.3</b>	<b>7.91</b>	<b>5,793.7</b>	<b>233.9</b>	<b>4.04</b>	<b>16,662.5</b>	<b>1,093.2</b>	<b>6.56</b>
Demand Deposits	4,746.0			390.7			5,136.7		
Other Liabilities	3,995.8			786.5			4,782.3		
Minority Interests	341.9						341.9		
Shareholders' Equity	2,195.0						2,195.0		
<b>Total Liabilities and Equity</b>	<b>22,147.5</b>			<b>6,970.9</b>			<b>29,118.4</b>		
<b>Spread and Net Yield</b>									
Interest Rate Spread			11.81			(5.81)			9.79
Cost of Funds Supporting Interest-Earning Assets			4.64			6.78			4.97
Net Yield on Interest-Earning Assets			15.09			(8.55)			11.38

- (\*) Rates include the CER adjustment.*
- (1) Non accruing loans have been included in average loans.*

**Table of Contents****Changes in Net Interest Income-Volume and Rate Analysis**

The following table allocates, by currency of the underlying asset or liability, changes in our consolidated interest income and interest expenses between changes in the average volume of interest-earning assets and interest-bearing liabilities and changes in their respective average yield/rate for (i) the fiscal year ended December 31, 2012 compared with the fiscal year ended December 31, 2011; and (ii) the fiscal year ended December 31, 2011, compared with the fiscal year ended December 31, 2010. Differences related to both rate and volume are allocated proportionally to the rate variance and the volume variance, respectively.

	Fiscal Year 2012/ Fiscal Year 2011, Increase (Decrease) due to changes in			Fiscal Year 2011/ Fiscal Year 2010, Increase (Decrease) due to changes in		
	Volume	Rate	Net Change <i>(in millions of Pesos)</i>	Volume	Rate	Net Change
<b>Interest Earning Assets</b>						
Government Securities						
Pesos	106.4	(64.2)	42.2	149.8	(64.6)	85.2
Dollars	1.9		1.9	83.4	97.8	181.2
<b>Total</b>	<b>108.3</b>	<b>(64.2)</b>	<b>44.1</b>	<b>233.2</b>	<b>33.2</b>	<b>266.4</b>
Loans <sup>(1)</sup>						
Private Sector						
Banco Galicia and Regional Credit Card Companies						
Pesos	2,287.6	487.1	2,774.7	1,815.8	253.1	2,068.9
Dollars	(11.8)	59.2	47.4	47.6	(14.4)	33.2
<b>Total</b>	<b>2,275.8</b>	<b>546.3</b>	<b>2,822.1</b>	<b>1,863.4</b>	<b>238.7</b>	<b>2,102.1</b>
Public Sector						
Pesos						
Dollars						
<b>Total</b>						
Other						
Pesos	85.7	90.1	175.8	6.1	116.1	122.2
Dollars	(9.1)	7.6	(1.5)	(0.1)	1.2	1.1
<b>Total</b>	<b>76.6</b>	<b>97.7</b>	<b>174.3</b>	<b>6.0</b>	<b>117.3</b>	<b>123.3</b>
<b>Total Interest-Earning Assets</b>						
Pesos	2,479.7	513.0	2,992.7	1,971.7	304.6	2,276.3
Dollars	(19.0)	66.8	47.8	130.9	84.6	215.5
<b>Total</b>	<b>2,460.7</b>	<b>579.8</b>	<b>3,040.5</b>	<b>2,102.6</b>	<b>389.2</b>	<b>2,491.8</b>
<b>Interest Bearing Liabilities</b>						
Demand Account						
Pesos				(2.7)	(2.8)	(5.5)
Dollars						
<b>Total</b>				<b>(2.7)</b>	<b>(2.8)</b>	<b>(5.5)</b>
Savings Account						
Pesos	3.3	(3.4)	(0.1)	3.3	(0.4)	2.9
Dollars						
<b>Total</b>	<b>3.3</b>	<b>(3.4)</b>	<b>(0.1)</b>	<b>3.3</b>	<b>(0.4)</b>	<b>2.9</b>

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<b>Time Deposits</b>						
Pesos	705.5	230.6	936.1	366.9	177.2	544.1
Dollars	(1.2)	4.3	3.1	2.4	(2.8)	(0.4)
<b>Total</b>	<b>704.3</b>	<b>234.9</b>	<b>939.2</b>	<b>369.3</b>	<b>174.4</b>	<b>543.7</b>
<b>With Other Financial Entities</b>						
Pesos	46.9	10.8	57.7	69.7	3.8	73.5
Dollars	7.6	13.1	20.7	5.3	(1.3)	4.0
<b>Total</b>	<b>54.5</b>	<b>23.9</b>	<b>78.4</b>	<b>75.0</b>	<b>2.5</b>	<b>77.5</b>
<b>Notes</b>						
Pesos	117.5	2.0	119.5	18.9	15.4	34.3
Dollars	68.6	5.6	74.2	94.2	(3.8)	90.4
<b>Total</b>	<b>186.1</b>	<b>7.6</b>	<b>193.7</b>	<b>113.1</b>	<b>11.6</b>	<b>124.7</b>
<b>Other liabilities</b>						
Pesos	9.7	0.7	10.4	(2.9)	1.4	(1.5)
Dollars	(0.9)	1.4	0.5	5.9	7.1	13.0
<b>Total</b>	<b>8.8</b>	<b>2.1</b>	<b>10.9</b>	<b>3.0</b>	<b>8.5</b>	<b>11.5</b>
<b>Total Interest Bearing Liabilities</b>						
Pesos	882.9	240.7	1,123.6	453.2	194.6	647.8
Dollars	74.1	24.4	98.5	107.8	(0.8)	107.0
<b>Total</b>	<b>957.0</b>	<b>265.1</b>	<b>1,222.1</b>	<b>561.0</b>	<b>193.8</b>	<b>754.8</b>

(1) *Non accruing loans have been included in average loans.*

The increase of Ps.3,040.5 million in interest income for the fiscal year ended December 31, 2012, as compared to the previous year, is mainly explained by the Ps.2,460.7 million benefit from the increase in the volume of interest-earning assets, together with the Ps.579.8 million increase in interest rates.

In particular, the Ps.2,992.7 million benefit from Peso-denominated assets was mainly due to an increase in volume, mainly as a result of the increase in loans to the private sector due to the strong demand. Likewise, the increase in interest rates in Pesos was mainly due to the 249 basis points ( b.p. ) increase in the average interest rate for loans to the private sector, from 19.91% to 22.85%.

The Ps.47.8 million net change in Dollar-denominated assets reflects an increase of Ps.66.8 million due to an increase in the interest rate for interest earning assets. This increase was partially offset by a decrease of Ps.19.0 million in the volume of interest earning assets held.

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In terms of interest expenses, the Ps.1,222.1 million increase for the fiscal year ended December 31, 2012, as compared to the previous year, is mainly due to the increase in the volume of time deposits, together with the increase in the average interest rate, in line with the dynamics of the financial market.

**Interest-Earning Assets-Net Yield on Interest-Earning Assets**

The following table analyzes, by currency of denomination, the levels of our average interest-earning assets and net interest earned, and illustrates the net yields and spreads obtained, for each of the periods indicated.

	<b>Fiscal Year Ended December 31,</b>		
	<b>2012</b>	<b>2011</b>	<b>2010</b>
	<i>(in millions of Pesos, except percentages)</i>		
<b>Total Average Interest-Earning Assets</b>			
Pesos	38,971.0	27,677.8	18,534.2
Dollars	3,865.6	4,263.5	3,449.1
<b>Total</b>	<b>42,836.6</b>	<b>31,941.3</b>	<b>21,983.3</b>
<b>Net Interest Earned <sup>(1)</sup></b>			
Pesos	6,293.7	4,424.6	2,796.1
Dollars	(237.1)	(186.4)	(294.9)
<b>Total</b>	<b>6,056.6</b>	<b>4,238.2</b>	<b>2,501.2</b>
<b>Net Yield on Interest-Earning Assets <sup>(2)</sup> (%)</b>			
Pesos	16.15	15.99	15.09
Dollars	(6.13)	(4.37)	(8.55)
<b>Weighted-Average Yield</b>	<b>14.14</b>	<b>13.27</b>	<b>11.38</b>
<b>Interest Spread, Nominal Basis <sup>(3)</sup> (%)</b>			
Pesos	11.31	11.56	11.81
Dollars	(0.12)	(0.61)	(5.81)
<b>Weighted-Average Yield</b>	<b>11.38</b>	<b>11.13</b>	<b>9.79</b>
<b>Credit Related Fees Included in Net Interest Earned</b>			
Pesos	191.5	146.2	109.5
Dollars	0.4		
<b>Total</b>	<b>191.9</b>	<b>146.2</b>	<b>109.5</b>

- (1) Net interest earned corresponds to the net financial income ( Financial Income minus Financial Expenses , as set forth in the Income Statement), plus (i) financial fees included in Income from Services In Relation to Lending Transactions in the Income Statement, (ii) contributions to the Deposits Insurance Fund included in the item with the same denomination that is part of the Financial Expenses caption in the Income Statement, and (iii) contributions and taxes on financial income included in the Income Statement under Financial Expenses Others ; minus (i) net income from corporate securities, included under Financial Income/Expenses Interest Income and Gains/Losses from Holdings of Government and Corporate Securities , in the Income Statement, (ii) differences in quotation of gold and foreign currency included in the item with the same denomination that is part of the Financial Expenses/Income caption in the Income Statement, and (iii) the premiums and adjustments on forward transactions in foreign currency, included in the item Financial Income-Others in the Income Statement. Net interest earned also includes income from government securities used as security margins in

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*repurchase agreement transactions. This income/loss is included in Miscellaneous Income/Loss Others in the Income Statement. Net income from government securities includes both interest and gains/losses due to the variation of market quotations.*

(2) *Net interest earned, divided by average interest-earning assets.*

(3) *Interest spread, nominal basis is the difference between the average nominal interest rate on interest-earning assets and the average nominal interest rate on interest-bearing liabilities.*

**Table of Contents****Government and Corporate Securities**

The following table shows our holdings of government and corporate securities at the balance sheet dates stated below, and the breakdown of the portfolio in accordance with the Argentine Central Bank classification system and by the currency of denomination of the relevant securities. Our holdings of government securities represent mainly holdings of Banco Galicia.

	<b>Fiscal Year Ended December 31,</b>		
	<b>2012</b>	<b>2011</b>	<b>2010</b>
	<i>(in millions of Pesos)</i>		
<b>Government Securities</b>			
<b>Pesos</b>			
<b>Recorded at Cost plus Yield</b>	<b>595.7</b>	<b>162.4</b>	<b>133.7</b>
Bonar Bonds	558.1		
Others	37.6	162.4	133.7
<b>Recorded at Fair Value</b>	<b>98.8</b>	<b>93.1</b>	<b>38.4</b>
Bonar Bonds	89.1	61.1	13.3
Others	9.7	32.0	25.1
<b>Issued by Argentine Central Bank</b>	<b>2,685.3</b>	<b>4,917.9</b>	<b>2,065.7</b>
Lebac Unquoted	1,165.5	713.5	257.5
Lebac Quoted	1,309.2	10.3	359.1
Nobac Unquoted	46.6	637.4	1,265.0
Nobac Quoted	125.5	2,146.0	3.9
Nobac Repurchase Agreement Transactions		66.5	
Lebac Repurchase Agreement Transactions	38.5	1,344.2	180.2
<b>Without Quotation</b>			
Bonar Bonds			
Discount Bonds in Pesos			
<b>Total Government Securities in Pesos</b>	<b>3,379.8</b>	<b>5,173.4</b>	<b>2,237.8</b>
<b>Dollars</b>			
<b>Recorded at Cost plus Yield</b>	<b>228.5</b>		
Government Bonds	228.5		
<b>Recorded at Fair Value</b>	<b>19.8</b>	<b>54.3</b>	<b>29.9</b>
Others	19.8	54.3	29.9
<b>Total Government Securities in Dollars</b>	<b>248.3</b>	<b>54.3</b>	<b>29.9</b>
<b>Total Government Securities</b>	<b>3,628.1</b>	<b>5,227.7</b>	<b>2,267.7</b>
<b>Corporate Securities</b>	<b>0.2</b>	<b>3.1</b>	<b>10.3</b>
Corporate Equity Securities (Quoted) in Pesos	0.2	3.1	10.3
Corporate Equity Securities (Quoted) in Dollars			
<b>Allowances</b>	<b>(1.2)</b>		
<b>Total Government and Corporate Securities</b>	<b>3,627.1</b>	<b>5,230.8</b>	<b>2,278.0</b>

The decrease in our holdings of Argentine government securities in 2012 can be mainly attributed to the decrease in Lebac and Nobac (Argentine Central Bank bills and notes). The portfolio in Pesos corresponding to securities recorded at cost plus yield reflects Banco Galicia's holdings of bonds issued by the Argentine government due in 2015 ( Bonar 2015 Bonds ) for Ps.558.1 million.

In the 2011 fiscal year, the increase of our holdings of Argentine government securities can also be mainly attributed to the increase in Lebac and Nobac. The portfolio in Pesos corresponding to securities recorded at cost plus yield reflects Banco Galicia's holdings of Bonar 2015 Bonds for Ps.162.4 million.

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All government securities, except for the Lebac and Nobac, which are issued by the Argentine Central Bank, were issued by the Argentine government.



**Table of Contents***Government Securities - Net Position*

The following table shows our net position in government and corporate securities at the balance sheet date, and the breakdown of the portfolio in accordance with the Argentine Central Bank classification system and by the securities' currency of denomination. The net position is defined as holdings plus forward purchases and spot purchases pending settlement, minus forward sales and spot sales pending settlement.

	Holdings	As of December 31, 2012			Net Position
		Forward Purchases <sup>(1)</sup>	Forward Sales <sup>(2)</sup>	Spot purchases to be settled	
<b>Government Securities</b>					
<b>Holdings Recorded at Cost plus Yield</b>					
Pesos	595.6				595.6
Dollars	228.5			(1.2)	227.3
<b>Holdings Recorded at Fair Value</b>					
Pesos	98.9		(192.4)		(93.5)
Dollars	18.5			(3.7)	14.8
<b>Securities issued by the Argentine Central Bank</b>					
Pesos	2,685.4	727.5	(91.4)	(69.9)	3,251.6
<b>Total Government Securities</b>	<b>3,626.9</b>	<b>727.5</b>	<b>(283.8)</b>	<b>(74.8)</b>	<b>3,995.8</b>
<b>Corporate Equity Securities (Quoted)</b>	<b>0.2</b>			<b>(1.1)</b>	<b>(0.9)</b>
<b>Total Government and Corporate Securities</b>	<b>3,627.1</b>	<b>727.5</b>	<b>(283.8)</b>	<b>(75.9)</b>	<b>3,994.9</b>

1. Forward purchases include securities granted as collateral.

2. Forward sales include government securities deposits.

The net position of government securities as of December 31, 2012 amounted to Ps.3,994.9 million.

The net position of government securities at cost plus yield issued in pesos corresponds to Bonar 2015 Bonds, for Ps.595.6 million. The net position of government securities at cost plus yield issued in dollars amount to Ps.227.3 million and can primarily be attributed to debt issued by the provinces of Neuquén, Buenos Aires and Córdoba.

The negative net position corresponding to government securities at fair value in pesos, in the amount of Ps.93.5 million, occurred as a result of the receipt of deposits of the Bonar 2015 Bonds.

Regarding securities issued by the Argentine Central Bank, the net position corresponds to our holding of Lebac and Nobac in the amount of Ps.3,251.6 million.

*Remaining Maturity and Weighted-Average Yield*

The following table analyzes the remaining maturity and weighted-average yield of our holdings of government and corporate securities as of December 31, 2012. Our government securities portfolio yields do not contain any tax equivalency adjustments.

Total Book	Maturity Yield			
	Maturing within 1 year	Maturing after 1 year but within 5 years	Maturing after 5 years but within	Maturing after 10 years

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	Value	Book Value	Yield (1)	Book Value	Yield (1)	10 years Book Value	10 years Yield (1)	Book Value	Yield (1)
<i>(in millions of Pesos, except percentages)</i>									
<b>Government Securities</b>									
<b>Recorded at Fair Value</b>									
Pesos	136.5	52.6	18.5%	80.8	17.4%			3.0	12.8%
Dollars	247.2	155.4	4.4%	91.8	9.4%				
<b>Recorded at Cost plus Yield</b>									
Pesos	558.0	185.9	17.5%	372.1	17.5%				
<b>Instruments Issued by the Argentine Central Bank</b>									
Pesos	2,685.3	2,653.4	14.1%	31.9	14.1%				
<b>Securities Without Quotation</b>									
Pesos									
Dollars									
<b>Total Government Securities</b>	<b>3,627.0</b>	<b>3,047.3</b>	<b>13.8%</b>	<b>576.6</b>	<b>16.0%</b>			<b>3.0</b>	<b>12.8%</b>
<b>Corporate Debt Securities</b>	<b>0.2</b>	<b>0.2</b>							
<b>Total Portfolio</b>	<b>3,627.1</b>	<b>3,047.5</b>	<b>13.8%</b>	<b>576.6</b>	<b>16.0%</b>			<b>3.0</b>	<b>12.8%</b>

(1) Effective yield based on December 31, 2012 quoted market values.

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As of December 31, 2012, we had the following investments in securities of issuers that exceeded 10% of our shareholders' equity.

<i>In millions of Pesos</i>	Issuer	Book Value	December 31, 2012 Market Value
Securities issued by the Argentine Central Bank	Argentine Central Bank	2,685.3	2,684.4
Government Securities Bonar	National Government	558.0	601.0
<b>Total</b>		<b>3,243.3</b>	<b>3,285.4</b>

**Loan Portfolio**

Our total loans reflect Banco Galicia's, the Regional Credit Card Companies' and CFA's loan portfolios including past due principal amounts. Personal loans and credit-card loans are typically loans to individuals granted by Banco Galicia, the Regional Credit Card Companies or CFA. The Regional Credit Card Companies' loans are included under Credit card loans, while most of CFA's loans are included under Personal loans. Also, certain amounts related to advances, promissory notes, mortgage loans and pledge loans are extended to individuals. However, advances and promissory notes mostly represent loans to companies. The following table analyzes our loan portfolio, i.e., Banco Galicia's loan portfolio consolidated with the Regional Credit Card Companies' and CFA's loan portfolio, by type of loan and total loans with guarantees.

	2012	2011	As of December 31, 2010 2009		2008
	<i>(in millions of Pesos)</i>				
<b>Principal and Interest</b>					
Non-Financial Public Sector	0.1	1.0	3.2	5.0	1,319.6
Local Financial Sector	356.6	326.2	80.6	25.4	148.1
Non-Financial Private Sector and Residents Abroad <sup>(1)</sup>					
Advances	3,097.8	2,302.1	979.2	630.1	594.4
Promissory Notes	10,459.7	6,412.3	4,534.3	3,205.4	2,116.3
Mortgage Loans	1,158.8	959.5	950.2	964.3	1,026.8
Pledge Loans	310.7	202.3	119.2	64.8	81.0
Personal Loans	7,283.1	5,785.7	4,093.6	1,724.4	1,217.6
Credit Card Loans	19,279.0	13,392.2	9,120.1	5,691.3	4,378.4
Placements in Banks Abroad	277.5	66.0	215.3	440.7	334.5
Other Loans	1,619.4	2,462.5	2,081.2	1,387.9	883.3
<b>Accrued Interest, Adjustment and Quotation Differences</b>					
Receivable	660.5	420.8	277.1	178.8	185.8
Documented Interest	(200.7)	(165.6)	(81.8)	(54.2)	(38.5)
<b>Total Non-Financial Private-Sector and Residents Abroad</b>	<b>43,945.8</b>	<b>31,837.8</b>	<b>22,288.4</b>	<b>14,233.5</b>	<b>10,779.6</b>
<b>Total Gross Loans</b>	<b>44,302.5</b>	<b>32,165.0</b>	<b>22,372.2</b>	<b>14,263.9</b>	<b>12,247.3</b>
<b>Allowance for Loan Losses</b>	<b>(1,731.9)</b>	<b>(1,284.0)</b>	<b>(1,038.5)</b>	<b>(806.4)</b>	<b>(526.8)</b>
<b>Total Loans</b>	<b>42,570.6</b>	<b>30,881.0</b>	<b>21,333.7</b>	<b>13,457.5</b>	<b>11,720.5</b>
<b>Loans with Guarantees</b>					
With Preferred Guarantees <sup>(2)</sup>	1,698.9	1,441.3	1,257.1	1,142.2	1,332.8
Other Guarantees	6,829.5	4,866.0	3,694.5	2,453.9	2,971.1
<b>Total Loans with Guarantees</b>	<b>8,528.4</b>	<b>6,307.3</b>	<b>4,951.6</b>	<b>3,596.1</b>	<b>4,303.9</b>



**Table of Contents***(1) Categories of loans include:*

- *Advances: short-term obligations drawn on by customers through overdrafts.*
- *Promissory Notes: endorsed promissory notes, notes and other promises to pay signed by one borrower or group of borrowers and factored loans.*
- *Mortgage Loans: loans granted to purchase or improve real estate and collateralized by such real estate and commercial loans secured by a real estate mortgage.*
- *Pledge Loans: loans secured by collateral (such as cars or machinery) other than real estate, where such collateral is an integral part of the loan documents.*
- *Personal Loans: loans to individuals.*
- *Credit-Card Loans: loans granted through credit cards to credit card holders.*
- *Placements in Banks Abroad: short-term loans to banks abroad.*
- *Other Loans: loans not included in other categories.*
- *Documented Interest: discount on notes and bills.*

*(2) Preferred guarantees include mortgages on real estate property or pledges on movable property, such as cars or machinery, where Banco Galicia has priority, endorsements of the Federal Office of the Secretary of Finance, pledges of Government securities, or gold or cash as collateral.*

As of December 31, 2012, Banco Galicia's loan portfolio before allowances for loan losses increased by 37.7% as compared to the fiscal year ended December 31, 2011, as a result of increases in loans to both companies and individuals by 39.8% and 35.8%, respectively.

For the fiscal year ended December 31, 2011, Banco Galicia's loan portfolio before allowances for loan losses amounted to Ps.32,165.0 million, a 43.8% increase as compared to the fiscal year ended December 31, 2010, as a result of a significant increase in loans to the private sector.

**Loans by Type of Borrower**

The following table shows the breakdown of our total loan portfolio, by type of borrower at December 31, 2012, 2011 and 2010. The middle-market companies' category includes Banco Galicia's loans to small and medium-sized companies and the agricultural and livestock sectors while the individuals' category includes loans granted by Banco Galicia, the Regional Credit Card Companies and CFA. Loans to individuals comprise both consumer loans and commercial loans extended to individuals with a commercial activity.

	2012		As of December 31, 2011		2010	
	Amount	% of Total	Amount	% of Total	Amount	% of Total
	<i>(in millions of Pesos, except percentages)</i>					
<b>Commercial Loans</b>	<b>19,041.3</b>	<b>42.98</b>	<b>13,623.7</b>	<b>42.36</b>	<b>9,410.1</b>	<b>42.06</b>
Corporate	6,256.6	14.12	4,454.5	13.85	2,768.1	12.37
Middle-Market Companies	12,784.7	28.86	9,169.2	28.51	6,642.0	29.69
- Agribusiness	5,474.2	12.36	3,615.9	11.24	2,458.2	10.99
- Small and medium-sized companies	7,310.5	16.50	5,553.3	17.27	4,183.8	18.70

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<b>Individuals</b>	<b>24,609.5</b>	<b>55.55</b>	<b>18,115.2</b>	<b>56.32</b>	<b>12,640.9</b>	<b>56.51</b>
- Bank	12,915.6	29.15	9,562.2	29.73	6,807.0	30.43
- Regional Credit Card Companies	9,260.6	20.90	6,740.0	20.95	4,455.9	19.92
- CFA	2,433.3	5.50	1,813.0	5.64	1,378.0	6.16
<b>Financial Sector <sup>(1)</sup></b>	<b>651.6</b>	<b>1.47</b>	<b>425.1</b>	<b>1.32</b>	<b>318.0</b>	<b>1.42</b>
<b>Non-Financial Public Sector</b>	<b>0.1</b>		<b>1.0</b>		<b>3.2</b>	<b>0.01</b>
<b>Total <sup>(2)</sup></b>	<b>44,302.5</b>	<b>100.00</b>	<b>32,165.0</b>	<b>100.00</b>	<b>22,372.2</b>	<b>100.00</b>

(1) *Includes local and international financial sector. Financial Sector loans are primarily composed of interbank loans (call money loans), overnight deposits at international money center banks and loans to provincial banks.*

(2) *Before the allowance for loan losses.*

**Table of Contents****Loans by Economic Activity**

The following table sets forth as of the dates indicated an analysis of our loan portfolio according to the borrower's main economic activity. Figures include principal and interest.

	2012		As of December 31, 2011		2010	
	Amount	% of Total	Amount	% of Total	Amount	% of Total
<b>Financial Sector <sup>(1)</sup></b>	<b>651.6</b>	<b>1.47</b>	<b>425.1</b>	<b>1.32</b>	<b>318.0</b>	<b>1.42</b>
Services						
Non-Financial Public Sector	0.1		1.0		3.2	0.01
Communications, Transportation Health and Others	2,063.8	4.66	1,571.2	4.88	1,315.3	5.88
Electricity, Gas, Water Supply and Sewage						
Services	243.9	0.55	268.9	0.84	111.2	0.50
Other Financial Services	165.3	0.37	126.1	0.39	54.0	0.24
<b>Total</b>	<b>2,473.1</b>	<b>5.58</b>	<b>1,967.2</b>	<b>6.11</b>	<b>1,483.7</b>	<b>6.63</b>
Primary Products						
Agriculture and Livestock	4,844.8	10.94	3,318.9	10.32	2,268.0	10.14
Fishing, Forestry and Mining	133.8	0.30	537.7	1.67	199.3	0.89
<b>Total</b>	<b>4,978.6</b>	<b>11.24</b>	<b>3,856.6</b>	<b>11.99</b>	<b>2,467.3</b>	<b>11.03</b>
<b>Consumer</b>	<b>24,167.5</b>	<b>54.55</b>	<b>17,617.0</b>	<b>54.77</b>	<b>12,232.7</b>	<b>54.68</b>
<b>Retail Trade</b>	<b>1,749.2</b>	<b>3.95</b>	<b>1,125.7</b>	<b>3.50</b>	<b>906.2</b>	<b>4.05</b>
<b>Wholesale Trade</b>	<b>2,476.4</b>	<b>5.59</b>	<b>1,918.3</b>	<b>5.96</b>	<b>1,532.8</b>	<b>6.85</b>
<b>Construction</b>	<b>593.8</b>	<b>1.34</b>	<b>510.0</b>	<b>1.59</b>	<b>318.1</b>	<b>1.42</b>
<b>Manufacturing</b>						
Foodstuffs	2,614.5	5.90	1,962.2	6.10	1,098.4	4.91
Transportation Materials	1,041.1	2.35	76.5	0.24	70.9	0.32
Chemicals and Oil	1,139.7	2.57	642.6	2.00	454.3	2.03
Manufacturing Industries	2,416.3	5.46	2,062.0	6.41	1,388.7	6.21
<b>Total</b>	<b>7,211.6</b>	<b>16.28</b>	<b>4,743.3</b>	<b>14.75</b>	<b>3,012.3</b>	<b>13.47</b>
<b>Other Loans</b>	<b>0.7</b>		<b>1.8</b>	<b>0.01</b>	<b>101.1</b>	<b>0.45</b>
<b>Total <sup>(2)</sup></b>	<b>44,302.5</b>	<b>100.00</b>	<b>32,165.0</b>	<b>100.00</b>	<b>22,372.2</b>	<b>100.00</b>

(1) Includes local and international financial sectors.

(2) Before the allowance for loan losses.

Consumer loans account for the majority of the loan portfolio, which as of the fiscal year-end represented 54.55% of the total loan portfolio; similar to the 54.77% of the previous fiscal year and 54.68% for fiscal year 2010.

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As for business activities, the most significant categories during the fiscal year ended December 31, 2012 were loans to the manufacturing industry, the primary production sector and trade (wholesale and retail), with a total portfolio share of 16.28%, 11.24% and 9.54%, respectively.

The most significant growth occurred in the retail trade sector, with a 55.4% increase as compared to the previous fiscal year and in the manufacturing industry, which increased 52.0% as compared to the previous fiscal year.



**Table of Contents***Maturity Composition of the Loan Portfolio*

The following table sets forth an analysis by type of loan and time remaining to maturity of our loan portfolio as of December 31, 2012.

	Within 1 Month	After 1 Month but within 6 Months	After 6 Months but within 12 Months	After 1 Year but within 3 Years	After 3 Years but within 5 Years	After 5 Years	Total at December 31, 2012
<i>(in millions of Pesos)</i>							
<b>Non-Financial Public Sector <sup>(1)</sup></b>	<b>0.1</b>						<b>0.1</b>
<b>Financial Sector <sup>(1)</sup></b>	<b>107.6</b>	<b>99.1</b>	<b>149.9</b>				<b>356.6</b>
<b>Private Sector and Residents Abroad</b>	<b>22,266.8</b>	<b>10,675.8</b>	<b>4,315.7</b>	<b>5,575.1</b>	<b>953.8</b>	<b>158.7</b>	<b>43,945.9</b>
- Advances	1,959.5	930.8	206.8	0.7			3,097.8
- Promissory Notes	3,261.8	4,292.5	1,165.6	1,630.0	90.1	19.7	10,459.7
- Mortgage Loans	43.5	111.4	125.6	495.2	245.2	137.9	1,158.8
- Pledge Loans	13.3	57.4	50.8	178.1	11.1		310.7
- Personal Loans	451.7	1,666.1	1,574.7	2,991.4	599.1	0.1	7,283.1
- Credit-Card Loans	14,356.3	3,558.4	1,158.2	206.1			19,279.0
- Other Loans	1,721.7	59.2	34.0	73.6	8.3	1.0	1,897.8
- Accrued Interest and Quotation Differences Receivable <sup>(1)</sup>	660.5						660.5
- (Documented Interest)	(200.7)						(200.7)
- (Unallocated Collections)	(0.8)						(0.8)
<b>Allowance for Loan Losses <sup>(2)</sup></b>	<b>(1,732.0)</b>						<b>(1,732.0)</b>
<b>Total Loans, Net</b>	<b>20,642.5</b>	<b>10,774.9</b>	<b>4,465.6</b>	<b>5,575.1</b>	<b>953.8</b>	<b>158.7</b>	<b>42,570.6</b>

(1) Interest and the CER adjustment were assigned to the first month.

(2) Allowances were assigned to the first month as were past due loans and loans in judicial proceedings.

*Interest Rate Sensitivity of Outstanding Loans*

The following table presents the interest rate sensitivity of our outstanding loans due after one year by denomination as of December 31, 2012.

	In millions of Pesos	As a % of Total Loans
<b>Variable Rate <sup>(1)(2)</sup></b>		
Pesos	1,760.7	26.33%
Dollars	164.3	2.46%
<b>Total</b>	<b>1,925.0</b>	<b>28.79%</b>
<b>Fixed Rate <sup>(2)(3)</sup></b>		
Pesos	4,635.2	69.31%
Dollars	127.4	1.90%
<b>Total</b>	<b>4,762.6</b>	<b>71.21%</b>

- (1) *Includes overdraft loans.*
- (2) *Includes past due loans and excludes interest receivable, differences in quotations and the CER adjustment.*
- (3) *Includes short-term and long-term loans whose rates are determined at the beginning of the loans' life.*

**Credit Review Process**

Credit risk is the potential for financial loss resulting from the failure of a borrower to honor its financial contractual obligations. Our credit risk arises mainly from Banco Galicia's, the Regional Credit Card Companies' and CFA's lending activities, and from the fact that, in the normal course of business, these subsidiaries are parties to certain transactions with off-balance sheet treatment and associated risk, mainly commitments to extend credit and guarantees granted. See also Item 5.A. Operating Results-Off-Balance Sheet Arrangements.

Our credit approval and credit risk analysis is a centralized process based on the concept of opposition of interests. This is achieved through the existing division among the risk management, the credit and the origination functions both in retail and wholesale businesses, thus enabling us to achieve an ongoing and efficient control of asset quality, a proactive management of loans with problems, aggressive charge-offs of uncollectible loans, and adequate loan loss provisioning. Apart from that, it includes the follow-up of the models for measuring the portfolio risk at the operation and customer levels, facilitating the detection of loans with problems and the losses associated thereto, what in turn allows the early detection of situations that could entail some degree of portfolio deterioration and provides appropriate protection of our assets.

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### *Banco Galicia*

The Risk Management Division manages the Bank's risks in a comprehensive manner and follows international best practices. The Risk Management Division handles credit, insurance, financial and operational risks. It is independent from other divisions as it reports directly to the Bank's General Division. This structure reflects the high level of commitment from each of the Bank's governance bodies to risk management. It also strengthens the independence of management while still keeping management involved in business decisions and focused on managing the risk profile of the Bank by providing them with state-of-the-art tools and systems for identifying, measuring, monitoring and mitigating the risks faced by the Bank.

The mission of the Risk Management Division is comprised of the following activities: (i) actively and comprehensively managing and monitoring the risks assumed by Banco Galicia and its subsidiaries to ensure compliance with the internal policies and regulations in force; (ii) keeping the board of directors of Banco Galicia informed with respect to the risks Banco Galicia faces and proposing how to deal with such risks; (iii) strengthening risk management and fully understanding the risks undertaken by providing a global view of the business; (iv) designing policies and procedures to mitigate and control risks; (v) quantifying the capital required by each business and recommending to the General Division the appropriate allocation and profitability of each risk undertaken; and (vi) facilitating communication regarding dispensations from risk internal policies to Banco Galicia's General Division, as appropriate, together with a compliance plan.

The Risk Management Division's responsibilities include: (i) ensuring contingency plans are in place for risks posing a threat to business continuity; (ii) recommending the most suitable methodologies for Banco Galicia to measure identified risks; (iii) guaranteeing that the launching of any new product includes a previous assessment of potential risks involved; and (iv) providing technical support and assisting management with global risk management.

The Prevention and Control of Money Laundering and Funding of Terrorist Activities Division monitors Banco Galicia's compliance with the regulations set forth by the Argentine Central Bank and with Law No. 25,246, as amended and supplemented, with respect to the concealment and laundering of assets from illegal activities. The Financial Information Unit (the UIF), under the supervision of the Ministry of Justice, is in charge of the analysis, treatment and transmission of any information in connection with this risk.

Banco Galicia has policies, procedures and control structures in place related to the features of the various products offered, which assist in monitoring transactions in order to identify unusual or suspicious transactions and reporting such transactions to the UIF. The Anti-Money Laundering Unit is in charge of managing such risk, through the implementation of control and prevention procedures, as well as through communication thereof to the rest of the organization via employee training and incorporation of such risk into handbooks.

Banco Galicia has appointed a director to be responsible for the management of such risk, and has created a committee in charge of planning, coordinating and enforcing compliance with the policies set by the board of directors of Banco Galicia. Such regulations are based on Banco Galicia's know your customer policy, which is implemented and enforced worldwide. The internal and external auditors regularly review management of such risk.

The Credit Division's mission is to assure the quality of the Bank's loan portfolio by monitoring the origination of businesses and the optimization of loan recovery in accordance with best practices standards.

This division performs the following functions: credit granting, preventative management, tracking down and classification of customers and recovery of past-due loans.

In order to obtain timely information and to provide a flexible and efficient structure that assists in responding and adjusting to the then current macro and microeconomic variables, the above-mentioned functions, both for companies and for individuals, are under the direction of divisions and departments that report directly to the Credit Division.

The Credit Division has specific departments for complex businesses which include banks, capital market and agri-business, and specific departments for the review and analysis of sectors based on their type of activity and environmental risk.

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The analysis and granting in relation to the retail portfolio is made on a centralized basis by the Individuals Credit Approval Division.

Applications for these products, such as credit cards, checking account overdrafts and secured or unsecured personal loans, are automatically assessed through computerized credit scoring systems that take into account different criteria to determine the customer's credit background and repayment capacity, as well as through granting guidelines based on the customer's credit history within the financial system (which is verified against the information provided by a company that furnishes credit information) or with Banco Galicia (credit screening).

Credit approval for the corporate loan portfolio is carried out through two specialized teams: The Corporate Credit Approval Division, responsible for credit granting and the Credit Analysis Division, responsible for the analysis of large amount transactions.

Before approving a loan, Banco Galicia performs an assessment of the potential borrower and his/her financial condition. Approvals of loans exceeding a certain threshold amount are analyzed based on the credit line and the customer. For loans below such amount, Banco Galicia uses automated risk assessment systems that provide financial and non-financial information on the borrower and that provide projections based on the financial statements of the borrower and generate automatic warnings about situations that may indicate an increase in the risk.

Banco Galicia performs its risk assessment based on the following factors:

Qualitative Analysis	Assessment of the corporate borrower's creditworthiness performed by the officer in charge of the account based on personal knowledge.
Economic and Financial Risk	Quantitative analysis of the borrower's balance sheet amounts.
Economic Risk of the Sector	Measurement of the general risk of the financial sector where the borrower operates (based on statistical information, internal and external).
Environmental Risk	Environmental impact analysis (required for all investment projects of significant amounts).

Loans are generally approved by the Corporate Approval Division, pursuant to set authorization levels. However, loans exceeding a certain amount and loans granted to (domestic or foreign) financial institutions and to related customers are approved by the Credit Committee.

The Information and Management Division provides information for the decision-making process in compliance with both internal credit policies and regulations passed by regulating authorities, and carries out an ongoing review of processes by establishing efficiency ratios and proposing alternatives for improvement.

The Policy and Strategy Department is responsible for reviewing and proposing changes to Banco Galicia's internal policies, with respect to both credit granting and recovery of past-due loans. This department consistently interfaces with the Risk Management Division.

The Preventive Management and Analysis Division is in charge of the reorganization of Banco Galicia's portfolio through the analysis of strategic patterns of behavior, as well as sector, environmental, economic and financial analyses to assist in identifying credit customers that may potentially default in their payments.

The Customer Credit Recovery Division is responsible for reducing the deterioration of the loan portfolio under management and pursuing customers' reinsertion in the commercial line; whereas the Portfolio Recovery Division covers the court and out-of-court proceedings with respect to customers within the individuals and companies portfolio.

*Regional Credit Card Companies*

Each of the Regional Credit Card Companies maintains its own credit products and limits; however, their credit approval and credit risk analysis procedures are basically the same. Assessment of the credit risk of each

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customer is based on certain information required and provided by the customer, which is verified by the companies, as well as on information on customers' credit records obtained from credit bureaus and other entities. Once the information is verified, the credit card is issued. There are certain requirements such as age, minimum levels of income (depending on the type of customer, i.e. employee, self-employed, etc.) and domicile area that must be fulfilled in order to qualify for a credit card. Credit limits are defined based on customers' income. Credit limits may be raised for a particular customer, either at the customer's request or based on the customer's past payment profile, at the companies' discretion or for all customers, due to, among other factors, macroeconomic conditions such as inflation, salary trends or interest rates.

Credit risk assessment, credit approval (the extension of a credit card and the assignment of a limit) and classification (in accordance with the current loan classification criteria defined by the Argentine Central Bank regulations) of the loan portfolio are managed by each company on a centralized basis by a unit that is separate from the sales units. The credit process is described in manuals and Tarjeta Naranja, the largest regional credit card company, has certified all of its processes under the ISO 9001/2000 standard. Credit limits and policies are defined by the board of directors of each regional credit card company.

With regards to recovery of past due loans, the Regional Credit Card Companies and Cobranzas Regionales S.A., a subsidiary of Tarjetas Regionales, manage the early stages of delinquency through their branch personnel and use different types of contact with customers (letters, phone calls, etc.). After 100 days, recovery is turned over to collection agencies that manage out of court proceedings, and if the loan is not recovered, court proceedings could be initiated by other specialized agencies. Cobranzas Regionales S.A. supervises the whole process of recovery, including recovery procedures of such collection agencies.

*Compañía Financiera Argentina*

CFA maintains its own credit products and limits. Assessment of the credit risk of each customer is based on certain information required and provided by the customer, which is verified by the company, as well as on information on customers' credit records obtained from credit bureaus and other entities.

Credit risk assessment, credit approval and classification (in accordance with the current loan classification criteria defined by the Argentine Central Bank regulations) of the loan portfolio are managed by the company on a centralized basis by a unit that is separate from the sales units.

***Main Argentine Central Bank's Rules on Loan Classification and Loan Loss Provisions***

*General*

Regardless of the internal policies and procedures designed to minimize risks undertaken, Banco Galicia complies with the Argentine Central Bank regulations.

In 1994, the Argentine Central Bank introduced the current loan classification system and the corresponding minimum loan-loss provision requirements applicable to loans and other types of credit (together referred to as "loans" in this section) to private sector borrowers.

The current loan classification system applies certain criteria to classify loans in a bank's consumer portfolio, and another set of criteria to classify loans in its commercial portfolio. The classification system is independent of the currency in which the loan is denominated.

The loan classification criteria applied to loans in the consumer portfolio is based on objective guidelines related to the borrower's degree of fulfillment of its obligations or its legal status, the information provided by the Financial System's Debtors System-whenver debtors reflect lower quality levels than the rating assigned by the Bank-, by the Non-Performing Debtors' database from former financial institutions and the status resulting from the enforcement of the refinance guidelines. In the event of any disagreement, the guidelines indicating the greater risk level of loan losses should be considered.

For the purposes of the Argentine Central Bank's regulations, consumer loans are defined as mortgage loans, pledge loans, credit card loans and other types of loans in installments granted to individuals. All other loans

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are considered commercial loans. In addition, in accordance with an option set forth in these regulations, Banco Galicia prospectively applies the consumer portfolio classification criteria to commercial loans of up to Ps.1,500,000 (until May 2012, such amount was up to Ps.750,000). This classification is based on the level of fulfillment and the situation thereof.

The main classification criterion for loans in the commercial portfolio is each borrower's ability to pay, mainly in terms of such borrower's future cash flows. If a customer has both commercial and consumer loans, all these loans will be considered as a whole to determine eligibility for classification in the corresponding portfolio. Loans backed with preferred guarantees will be considered at 50% of their face value.

By applying the Argentine Central Bank's classification to commercial loans, banks must assess the following factors: the current and projected financial situation of the borrower, the customer's exposure to currency risk, the customer's managerial and operating background, the borrower's ability to provide accurate and timely financial information, as well as the overall risk of the sector in which the borrower operates and the borrower's relative position within that sector.

The Argentine Central Bank's regulations also establish that a team independent from the departments in charge of credit origination must carry out a periodic review of the commercial portfolio. Banco Galicia's Credit Division, which is independent from the business units that generate transactions, is in charge of these reviews.

The review must be carried out on each borrower with debt pending payment equal to the lesser of the following amounts: Ps.4.0 million (until May 2012 such figure was Ps.2.0 million) or 1% of the bank's computable capital (the RPC) but, in any case, the review shall cover at least 20% of the total loan portfolio. The frequency of the review of each borrower depends on the bank's exposure to that borrower. The Argentine Central Bank requires that the larger the exposure is, the more frequent the review should be. This review must be conducted every calendar quarter when credit exposure to that borrower is equal to or in excess of 5% of the bank's RPC, or every six months when exposure equals or exceeds the lesser of the following amounts: Ps.4 million or 1% of the bank's RPC. In all cases, at least 50% of Banco Galicia's commercial portfolio must be reviewed once every six months; and all other borrowers in Banco Galicia's commercial portfolio must be reviewed during the fiscal year, so that the entire commercial portfolio is reviewed every fiscal year.

In addition, only one level of discrepancy is permitted between the classification assigned by a bank and the lowest classification assigned by at least two other banks whose combined credit to the borrower represents 40% or more of the total credit of the borrower, considering all banks. If Banco Galicia's classification was different by more than one level from the lowest classification granted, Banco Galicia must immediately downgrade its classification of the debtor to the same classification level, or else within one classification level.

Communiqué A 4738 issued by the Argentine Central Bank on November 26, 2007, introduced certain amendments to the classification rules applicable to debtors pertaining to the consumer portfolio, with the purpose of reflecting the customer's total risk more accurately. Consequently, the rule establishes a new identification of the consumer portfolio categories. Communiqué A 4738 also establishes that, in order to determine the degree of timely fulfillment of obligations, it will be necessary to analyze the customer's arrears, legal situation and the classification assigned by the rest of the financial institutions whether currently operating or under liquidation, and whether the fulfillment of obligations depends on any kind of refinancing.

Pursuant to this Communiqué, those customers having received any kind of refinancing may achieve a better credit status than the one they had at the time of such refinancing, by previously repaying a certain number of installments for monthly or bimonthly amortization loans or a percentage of the debt for any other type of loans, without incurring any arrears exceeding 31 days.

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In August 2009, the Argentine Central Bank amended these requirements as per Comunicu  A 4975 (effective since January 2010):

	Monthly or Bimonthly	Refinancing		Judicial Agreements	
		Previous %	Others Com. A 4975	Previous %	Com. A 4975
Category change from 5 to 4	3 installments	20%	15%		
Category change from 4 to 3	3 installments	15%	10%		
Category change from 3 to 2	2 installments	10%	5%	20%	15%
Category change from 2 to 1	1 installment	10%	5%	20%	15%

In addition: (i) to achieve this better quality status, the customer must comply with the rest of the requirements for the new category; (ii) in case the customer has refinanced and non-refinanced transactions, the resulting classification shall be the lowest from the individual analysis of each transaction; (iii) if a customer with a refinanced loan received or had received additional financial assistance, it will remain within the category for 180 days after the refinancing or the granting of additional credit, whichever is more recent; and (iv) debtors with arrears of over 31 days must be classified within the category resulting from adding the number of days in arrears corresponding to the refinanced debt's first unpaid installment and those of the minimum arrears set forth for the category in which the debtor is classified at the time of default.

For customers in a normal situation, the additional financial assistance granted shall not be deemed refinancing as long as it leads to an increase in principal owed and the customer's ability to pay the obligation resulting from such expansion is assessed. The rest of the cases where no debt increase is recorded will be deemed refinancing and only those customers who have not exceeded two refinancing instances within 12 months since the last refinancing will be kept within category 1.

To comply with the commercial obligations included in this portfolio, the following cases shall not be deemed refinancing: (i) any additional credit facilities granted with respect to already agreed limits to the extent said facilities imply additional funds and they do not exceed 10% of the original limits set; and (ii) a higher financial assistance to fund working capital increases or additional investments arisen from business expansion to the extent they are in agreement with the borrower's ordinary course of business and provided that there exists the ability to honor payments of the remaining financial obligations.

*Loan Classification*

The following tables contain the six loan classification categories corresponding to the different risk levels set forth by the Argentine Central Bank. Banco Galicia's total exposure to a private sector customer must be classified according to the riskier classification corresponding to any part of such exposure.

Commercial Portfolio.

Loan Classification	Description
1. Normal Situation	The debtor is widely able to meet its financial obligations, demonstrating significant cash flows, a liquid financial situation, an adequate financial structure, a timely payment record, competent management, available information in a timely, accurate manner and satisfactory internal controls. The debtor is in the upper 50% of a sector of activity that is operating properly and has good prospects.
2. With Special Follow-up	Cash flow analysis reflects that the debt may be repaid even though it is possible that the customer's future payment ability may deteriorate without a proper follow-up.  This category is divided into two subcategories:  (2.a). Under Observation;  (2.b). Under Negotiation or Refinancing Agreements.

3. With Problems

Cash flow analysis evidences problems to repay the debt, and therefore, if these problems are not solved, there may be some losses.

4. High Risk of Insolvency

Cash flow analysis evidences that repayment of the full debt is highly unlikely.



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5. Uncollectible	The amounts in this category are deemed total losses. Even though these assets may be recovered under certain future circumstances, inability to make payments is evident at the date of the analysis. It includes loans to insolvent or bankrupt borrowers.
6. Uncollectible due to Technical Reasons	Loans to borrowers indicated by the Argentine Central Bank to be in non-accrual status with financial institutions that have been liquidated or are being liquidated, or whose authorization to operate has been revoked. It also includes loans to foreign banks and other institutions that are not: <ul style="list-style-type: none"> <li>(i) classified as normal ;</li> <li>(ii) subject to the supervision of the Argentine Central Bank or other similar authority of the country of origin;</li> <li>(iii) classified as investment grade by any of the rating agencies admitted pursuant to Communiqué A 2729 of the Argentine Central Bank.</li> </ul>

**Consumer Portfolio.**

Loan Classification	Description
1. Normal Situation	Loans with timely repayment or arrears not exceeding 31 days, both of principal and interest.
2. Low Risk	Occasional late payments, with a payment in arrears of more than 32 days and up to 90 days. A customer classified as Normal having been refinanced may be recategorized within this category, as long as he amortizes one principal installment (whether monthly or bimonthly) or repays 5% of principal.
3. Medium Risk	Some inability to make payments, with arrears of more than 91 days and up to 180 days. A customer classified as Low Risk having been refinanced may be recategorized within this category, as long as he amortizes two principal installments (whether monthly or bimonthly) or repays 5% of principal.
4. High Risk	Judicial proceedings demanding payment have been initiated or arrears of more than 180 days and up to one year. A customer classified as Medium Risk having been refinanced may be recategorized within this category, as long as he amortizes three principal installments (whether monthly or bimonthly) or repays 10% of principal.
5. Uncollectible	Loans to insolvent or bankrupt borrowers, or subject to judicial proceedings, with little or no possibility of collection, or with arrears in excess of one year.
6. Uncollectible due to Technical Reasons	Loans to borrowers who fall within the conditions described above under Commercial Portfolio-Uncollectible due to Technical Reasons .

*Loan Loss Provision Requirements*

Allocated Provisions. Minimum allowances for loan losses are required for the different categories in which loans are classified. The rates vary by classification and by whether the loans are secured. The percentages apply to total customer obligations, both principal and interest. The allowance for loan losses on the performing portfolio is unallocated, while the allowances for the other classifications are individually allocated.

Regulations

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provide for the suspension of interest accrual or the requirement of allowances equivalent to 100% of the interests for customers classified as With Problems and Medium Risk, or lower. The allowances are set forth as follows:

<b>Minimum Allowances for Loan Losses Category</b>	<b>Secured</b>	<b>Unsecured</b>
1. Normal Situation	1.0%	1.0%
2. (a) Under Observation and Low Risk	3.0%	5.0%
2. (b) Under Negotiation or Refinancing Agreements	6.0%	12.0%
3. With Problems and Medium Risk	12.0%	25.0%
4. High Risk of Insolvency and High Risk	25.0%	50.0%
5. Uncollectible	50.0%	100.0%
6. Uncollectible Due to Technical Reasons	100.0%	100.0%

Loans backed with preferred guarantees A (loans assigned or pledged in such a way that a financial institution may be assured of its full repayment due to the existence of a solvent third party or secondary markets available for the sale of the assets) require a 1% provision independently of the customer category.

**General Provisions.** In addition to the specific loan loss allowances described above, the Argentine Central Bank requires the establishment of a general allowance of 1% for all loans in its Normal Situation category. This general allowance is not required for interbank financial transactions of less than thirty days, or loans to the non-financial public sector or to financial institutions majority-owned by the Argentine national, provincial or city governments with governmental guarantees. Besides these general provisions, Banco Galicia may establish additional provisions, determined based on Banco Galicia's judgment of the entire loan portfolio risk at each reporting period.

As of December 31, 2012, 2011 and 2010, we maintained a general loan loss allowance of Ps.937.8 million, Ps.836.4 million and Ps.614.2 million, respectively, which exceeded by Ps.501.1 million, Ps.517.2 million and Ps.393.0 million, respectively, the 1% minimum general allowance required by the Argentine Central Bank. The increase in these amounts was related to the growth and seasoning of the individuals loan portfolio and the impact of the worsening of certain macroeconomic variables.

**Classification of the Loan Portfolio based on Argentine Central Bank Regulations**

The following tables set forth the amounts of our loans past due and the amounts not yet due of the loan portfolio, including the loan portfolios of Banco Galicia, the Regional Credit Card Companies and CFA, applying the Argentine Central Bank's loan classification criteria in effect at the dates indicated.

<b>Loan Portfolio Classification</b>	<b>As of December 31, 2012</b>					
	<b>Amounts Not Yet Due</b>		<b>Amounts Past Due</b>		<b>Total Loans</b>	
	<b>Amounts</b>	<b>%</b>	<b>Amounts</b>	<b>%</b>	<b>Amounts</b>	<b>%</b>
	<i>(in millions of Pesos, except percentages)</i>					
1. Normal and Normal Performance	41,790.4	96.78			41,790.4	94.33
2. With Special Follow-up - Under observation and Low Risk	1,017.3	2.36			1,017.3	2.30
3. With Problems and Medium Risk	243.9	0.56	353.3	31.46	597.2	1.35
4. High Risk of Insolvency and High Risk	128.0	0.30	534.5	47.60	662.5	1.50
5. Uncollectible			233.3	20.78	233.3	0.52
6. Uncollectible Due to Technical Reasons			1.8	0.16	1.8	
<b>Total</b>	<b>43,179.6</b>	<b>100.00</b>	<b>1,122.9</b>	<b>100.00</b>	<b>44,302.5</b>	<b>100.00</b>

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	As of December 31, 2011					
	Amounts Not Yet Due		Amounts Past Due		Total Loans	
	Amounts	%	Amounts	%	Amounts	%
<i>(in millions of Pesos, except percentages)</i>						
<b>Loan Portfolio Classification</b>						
1. Normal and Normal Performance	30,715.8	97.28			30,715.8	95.49
2. With Special Follow-up - Under observation and Low Risk	604.5	1.91			604.5	1.88
3. With Problems and Medium Risk	162.5	0.51	163.4	27.89	325.9	1.01
4. High Risk of Insolvency and High Risk	96.3	0.30	275.6	47.04	371.9	1.16
5. Uncollectible			144.1	24.59	144.1	0.45
6. Uncollectible Due to Technical Reasons			2.8	0.48	2.8	0.01
<b>Total</b>	<b>31,579.1</b>	<b>100.00</b>	<b>585.9</b>	<b>100.00</b>	<b>32,165.0</b>	<b>100.00</b>

	As of December 31, 2010					
	Amounts Not Yet Due		Amounts Past Due		Total Loans	
	Amounts	%	Amounts	%	Amounts	%
<i>(in millions of Pesos, except percentages)</i>						
<b>Loan Portfolio Classification</b>						
1. Normal and Normal Performance	21,230.1	97.40			21,230.1	94.90
2. With Special Follow-up - Under observation and Low Risk	387.2	1.78			387.2	1.73
3. With Problems and Medium Risk	114.2	0.52	144.6	25.11	258.8	1.15
4. High Risk of Insolvency and High Risk	64.8	0.30	251.7	43.71	316.5	1.41
5. Uncollectible			178.4	30.98	178.4	0.80
6. Uncollectible Due to Technical Reasons			1.2	0.20	1.2	0.01
<b>Total</b>	<b>21,796.3</b>	<b>100.00</b>	<b>575.9</b>	<b>100.00</b>	<b>22,372.2</b>	<b>100.00</b>

	As of December 31, 2009					
	Amounts Not Yet Due		Amounts Past Due		Total Loans	
	Amounts	%	Amounts	%	Amounts	%
<i>(in millions of Pesos, except percentages)</i>						
<b>Loan Portfolio Classification</b>						
1. Normal and Normal Performance	13,273.6	96.89			13,273.6	93.06
2. With Special Follow-up - Under observation and Low Risk	310.6	2.27			310.6	2.18
3. With Problems and Medium Risk	85.1	0.62	146.2	25.92	231.3	1.62
4. High Risk of Insolvency and High Risk	30.5	0.22	308.1	54.62	338.6	2.37
5. Uncollectible			109.0	19.32	109.0	0.76
6. Uncollectible Due to Technical Reasons			0.8	0.14	0.8	0.01
<b>Total</b>	<b>13,699.8</b>	<b>100.00</b>	<b>564.1</b>	<b>100.00</b>	<b>14,263.9</b>	<b>100.00</b>

	As of December 31, 2008					
	Amounts Not Yet Due		Amounts Past Due		Total Loans	
	Amounts	%	Amounts	%	Amounts	%
<i>(in millions of Pesos, except percentages)</i>						
<b>Loan Portfolio Classification</b>						
1. Normal and Normal Performance	11,430.6	96.09			11,430.6	93.33
2. With Special Follow-up - Under observation and Low Risk	388.8	3.27			388.8	3.18
3. With Problems and Medium Risk	54.1	0.46	103.1	29.29	157.2	1.28
4. High Risk of Insolvency and High Risk	21.8	0.18	185.4	52.67	207.2	1.69

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5. Uncollectible			62.0	17.61	62.0	0.51
6. Uncollectible Due to Technical Reasons			1.5	0.43	1.5	0.01
<b>Total</b>	<b>11,895.3</b>	<b>100.00</b>	<b>352.0</b>	<b>100.00</b>	<b>12,247.3</b>	<b>100.00</b>

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**Amounts Past Due and Non-Accrual Loans**

The following table analyzes amounts past due by 90 days or more in our loan portfolio, by type of loan and by type of guarantee as of the dates indicated, as well as our non-accrual loan portfolio, by type of guarantee, our allowance for loan losses and the main asset quality ratios as of the dates indicated.

	As of December 31,				
	2012	2011	2010	2009	2008
	<i>(in millions of Pesos, except ratios)</i>				
<b>Total Loans <sup>(1)</sup></b>	<b>44,302.5</b>	<b>32,165.0</b>	<b>22,372.2</b>	<b>14,263.9</b>	<b>12,247.3</b>
<b>Non-Accrual Loans <sup>(2)</sup></b>					
With Preferred Guarantees	12.6	17.2	27.9	33.7	42.0
With Other Guarantees	28.9	12.8	37.4	97.9	10.3
Without Guarantees	1,453.3	814.7	689.6	548.1	375.6
<b>Total Non-Accrual Loans <sup>(2)</sup></b>	<b>1,494.8</b>	<b>844.7</b>	<b>754.9</b>	<b>679.7</b>	<b>427.9</b>
<b>Past Due Loan Portfolio</b>					
Non-Financial Public Sector					
Local Financial Sector					
Non-Financial Private Sector and Residents Abroad					
Advances	96.0	65.1	94.3	64.4	25.9
Promissory Notes	54.2	35.4	53.1	90.5	24.5
Mortgage Loans	9.0	10.6	16.0	16.8	24.9
Pledge Loans	1.3	3.4	6.8	2.7	1.1
Personal Loans	188.3	115.6	131.2	69.8	45.7
Credit-Card Loans	739.4	340.0	237.8	285.9	215.0
Placements with Correspondent Banks					
Other Loans	34.7	15.8	36.7	34.0	14.9
<b>Total Past Due Loans</b>	<b>1,122.9</b>	<b>585.9</b>	<b>575.9</b>	<b>564.1</b>	<b>352.0</b>
Past Due Loans					
With Preferred Guarantees	9.6	11.2	19.1	19.8	26.0
With Other Guarantees	25.2	10.8	35.1	66.9	9.0
Without Guarantees	1,088.1	563.9	521.7	477.4	317.0
<b>Total Past Due Loans</b>	<b>1,122.9</b>	<b>585.9</b>	<b>575.9</b>	<b>564.1</b>	<b>352.0</b>
<b>Allowance for Loan Losses</b>	<b>1,731.9</b>	<b>1,284.0</b>	<b>1,038.5</b>	<b>806.4</b>	<b>526.8</b>
<b>Ratios (%)</b>					
As a % of Total Loans:					
Total Past Due Loans	2.53	1.82	2.57	3.95	2.87
Past Due Loans with Preferred Guarantees	0.02	0.03	0.09	0.14	0.21
Past Due Loans with Other Guarantees	0.06	0.04	0.16	0.47	0.07
Past Due Unsecured Amounts	2.45	1.75	2.32	3.34	2.59
Non-Accrual Loans <sup>(2)</sup>	3.37	2.63	3.37	4.77	3.49
Non-Accrual Loans <sup>(2)</sup> (Excluding Interbank Loans)	3.40	2.64	3.42	4.93	3.60
Non-Accrual Loans <sup>(2)</sup> as a Percentage of Loans to the					
Private Sector	3.37	2.63	3.37	4.77	3.95

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Allowance for Loan Losses as a % of:					
Total Loans	3.91	3.99	4.64	5.65	4.30
Total Loans Excluding Interbank Loans	3.94	4.02	4.70	5.84	4.44
Total Non-Accrual Loans <sup>(2)</sup>	115.86	152.01	137.57	118.64	123.11
Non-Accrual Loans with Guarantees as a Percentage					
of Non-Accrual Loans <sup>(2)</sup>	2.78	3.55	8.65	19.36	12.22
Non-Accrual Loans as a Percentage of Total Past Due					
Loans	133.12	144.17	131.08	120.49	121.56

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(1) Before the allowance for loan losses.

(2) Non-Accrual loans are defined as those loans in the categories of: (a) Consumer portfolio: Medium Risk , High Risk , Uncollectible , and Uncollectible Due to Technical Reasons , and (b) Commercial portfolio: With problems , High Risk of Insolvency , Uncollectible , and Uncollectible Due to Technical Reasons .

At the end of the fiscal year ended December 31, 2012, our non-accrual loans to the private sector ratio was 3.37%, representing an increase from the 2.63% recorded at the end of the fiscal year ended December 31, 2011, mainly due to seasoning of the consumer portfolio.

At the end of the fiscal year ended December 31, 2011, our non-accrual loans to the private sector ratio was 2.63%, representing a decrease from the 3.37% recorded at the end of the fiscal year ended December 31, 2010, mainly due to effective credit recovery management and the growth in the total portfolio of Banco Galicia and its subsidiaries.

Banco Galicia has entered into certain debt renegotiation agreements with customers. Banco Galicia has eliminated any differences between the principal and accrued interest due under the original loan and the new loan amount through a charge against the allowance for loan losses. Loans under such agreements are included within past due and accruing loans, which amounted to Ps.99.4 million, Ps.137.3 million and Ps.123.5 million as of December 31, 2012, 2011 and 2010, respectively.

For the past three fiscal years, Banco Galicia's coverage of non-accrual loans with allowances for loan losses has exceeded 100%.

Under Argentine Central Bank rules, we are required to cease the accrual of interest or to establish provisions equal to 100% of the interest accrued on all loans pertaining to the non-accrual loan portfolio, that is, all loans to borrowers in the categories of:

in the consumer portfolio: Medium Risk , High Risk , Uncollectible and Uncollectible Due to Technical Reasons .

in the commercial portfolio: With Problems , High Risk of Insolvency , Uncollectible and Uncollectible Due to Technical Reasons .

The table below shows the interest income that would have been recorded on non-accrual loans on which the accrual of interest was discontinued and the recoveries of interest on loans classified as non-accrual on which the accrual of interest had been discontinued:

	2012	As of December 31,			2008
		2011	2010	2009	
		(in millions of Pesos)			
Interest Income that Would Have Been Recorded on Non-Accrual Loans on which the Accrual of Interest was Discontinued	85.7	53.2	56.0	52.0	35.4
Recoveries of Interest on Loans Classified as Non-Accrual on which the Accrual of Interest had been Discontinued <sup>(1)</sup>	4.3	2.7	2.8	2.6	1.8

(1) Recorded under Miscellaneous Income .

**Table of Contents****Loan Loss Experience**

The following table presents an analysis of our allowance for loan losses and of our credit losses as of and for the periods indicated. Certain loans are charged off directly to income statement (such charge offs are immaterial amounts charged to income before any allowances for loan losses are recorded) therefore, are not reflected in the allowance.

	Fiscal Year Ended December 31,				
	2012	2011	2010	2009	2008
	<i>(in millions of Pesos, except ratios)</i>				
<b>Total Loans, Average <sup>(1)</sup></b>	35,212.6	26,218.7	16,800.8	11,481.9	12,077.3
<b>Allowance for Loan Losses at Beginning of Period <sup>(2)</sup></b>	1,284.0	1,038.5	806.4	526.8	428.6
<b>Changes in the Allowance for Loan Losses During the Period <sup>(2)</sup></b>					
Provisions Charged to Income	1,294.7	820.1	523.6	625.9	384.6
Prior Allowances Reversed	(11.6)	(22.1)		(5.4)	(6.5)
Charge-Offs (A)	(835.2)	(552.5)	(487.3)	(354.5)	(289.2)
Inflation and Foreign Exchange Effect and Other Adjustments			195.8	13.6	9.3
<b>Allowance for Loan Losses at End of Period</b>	<b>1,731.9</b>	<b>1,284.0</b>	<b>1,038.5</b>	<b>806.4</b>	<b>526.8</b>
<b>Charge to the Income Statement during the Period</b>					
Provisions Charged to Income <sup>(2)</sup>	1,294.7	820.1	523.6	625.9	384.6
Direct Charge-Offs, Net of Recoveries (B)	(132.1)	(162.4)	(88.6)	(27.9)	(68.4)
Recoveries of Provisions	(60.4)	(22.1)	0.0	(5.4)	(6.5)
<b>Net Charge (Benefit) to the Income Statement</b>	<b>1,102.2</b>	<b>635.6</b>	<b>435.0</b>	<b>592.6</b>	<b>309.7</b>
<b>Ratios (%)</b>					
Charge-Offs Net of Recoveries (A+B) to Average Loans <sup>(4)</sup>	2.00	1.49	2.37	2.84	1.83
Net Charge to the Income Statement to Average Loans <sup>(4)</sup>	3.13	2.42	2.59	5.16	2.56

(1) Before the allowance for loan losses.

(2) Includes quotation differences for Galicia Uruguay and Cayman Branch.

(3) Charge-offs plus direct charge-offs minus bad debts recovered.

The increase in allowance for loan losses in fiscal year 2012 is mainly attributable to the increase of the individuals loan portfolio and to the worsening of certain macroeconomic variables.

**Allocation of the Allowance for Loan Losses**

The following table presents the allocation of our allowance for loan losses among the various loan categories and shows such allowances as a percentage of our total loan portfolio before deducting the allowance for loan losses, in each case for the periods indicated. The table also shows each loan category as a percentage of our total loan portfolio before deducting the allowance for loan losses at the dates indicated.

	2012		As of December 31,			2011		2010	
	Amount	% of Loans	Loan Category %	Amount	% of Loans	Loan Category %	Amount	% of Loans	Loan Category %



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(in millions of Pesos, except percentages)

Non-Financial Public Sector									0.01
Local Financial Sector		0.80				1.01			0.36
Non-Financial Private Sector and									
Residents Abroad									
Advances	67.7	0.15	6.99	48.9	0.15	7.16	55.1	0.25	4.38
Promissory Notes	40.9	0.09	23.61	35.5	0.11	19.94	43.3	0.19	20.27
Mortgage Loans	4.5	0.01	2.62	6.2	0.02	2.98	10.6	0.05	4.25
Pledge Loans	1.5	0.01	0.70	1.4	0.01	0.63	2.6	0.01	0.53
Personal Loans	190.3	0.43	16.44	128.1	0.40	17.99	139.2	0.62	18.30
Credit-Card Loans	460.7	1.04	43.52	231.6	0.72	41.64	166.8	0.75	40.77
Placements in Correspondent Banks			0.63			0.21			0.96
Other	14.7	0.03	4.69	9.1	0.03	8.44	16.9	0.08	10.17
Unallocated <sup>(1)</sup>	951.6	2.15		823.2	2.55	0.00	604.0	2.69	
<b>Total</b>	<b>1,731.9</b>	<b>3.91</b>	<b>100.00</b>	<b>1,284.0</b>	<b>3.99</b>	<b>100.00</b>	<b>1,038.5</b>	<b>4.64</b>	<b>100.00</b>

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	As of December 31,					
	2009		2008		2008	
	Amount	% of Loans	Loan Category %	Amount	% of Loans	Loan Category %
<i>(in millions of Pesos, except percentages)</i>						
Non-Financial Public Sector			0.04			10.77
Local Financial Sector			0.18			1.21
Non-Financial Private Sector and						
Residents Abroad						
Advances	31.7	0.22	4.42	14.5	0.12	4.85
Promissory Notes	80.3	0.56	22.47	34.9	0.28	17.28
Mortgage Loans	11.8	0.08	6.76	21.9	0.18	8.38
Pledge Loans	1.5	0.01	0.45	0.5		0.66
Personal Loans	63.9	0.45	12.09	37.8	0.31	9.94
Credit-Card Loans	168.3	1.18	39.90	111.4	0.91	35.75
Placements in Correspondent Banks			3.09			2.73
Other	16.0	0.11	10.60	7.4	0.06	8.43
Unallocated <sup>(1)</sup>	432.9	3.04		298.4	2.44	
<b>Total</b>	<b>806.4</b>	<b>5.65</b>	<b>100.00</b>	<b>526.8</b>	<b>4.30</b>	<b>100.00</b>

(1) The unallocated reserve consists of the allowances established on the portfolio classified in the normal situation category and includes additional reserves in excess of Argentine Central Bank minimum requirements.

**Charge-Offs**

The following table sets forth the allocation of the main charge-offs made by Banco Galicia, the Regional Credit Card Companies and CFA during the years ended December 31, 2012, 2011 and 2010.

Charge-offs by Type	Fiscal Year Ended		
	2012	2011	2010
<i>(in millions of Pesos)</i>			
Advances	50.5	35.4	18.5
Promissory Notes	70.6	50.2	82.5
Mortgage Loans	2.6	3.4	1.5
Pledge Loans	2.3	2.5	0.9
Personal Loans	275.4	182.1	106.8
Credit-Card Loans			
Banco Galicia	160.4	92.3	52.4
Regional Credit Card Companies	228.7	147.2	217.9
Other Loans	44.7	39.4	6.8
<b>Total<sup>(1)</sup></b>	<b>835.2</b>	<b>552.5</b>	<b>a.</b>

(1) Do not include the amounts directly charged off to the income statement.

During fiscal year 2012, Ps.835.2 million was charged off against allowance for loan losses, including the Regional Credit Card Companies and CFA's portfolios. The increased amount as compared to the prior year was attributable to the seasoning of the individuals loan portfolio, which represented more than 75% of charge-offs.

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During fiscal year 2011, Ps.552.5 million was charged off against allowance for loan losses in connection with loans to individuals, including the Regional Credit Card Companies and CFA's portfolios, and the increased amount as compared to the prior year was attributable to the seasoning of the individuals' loan portfolio.

### ***Foreign Outstandings***

Cross-border or foreign outstandings for a particular country are defined as the sum of all claims against third parties domiciled in that country and comprise loans (including accrued interest), acceptances, interest-bearing deposits with other banks, other interest-bearing investments and any other monetary assets that are denominated in

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Dollars or other non-local currency. The following were our foreign outstandings as of the dates indicated representing 1.00% or more of our total assets:

Country	Fiscal Year Ended		
	December 31,		
	2012	2011	2010
	<i>(in millions of Pesos)</i>		
<b>United Kingdom</b>			
Demand Deposits	4.0	2.0	1.4
Forward Purchases of Bonar 2015 Bonds		633.9	544.8
Other			0.1
<b>Total</b>	<b>4.0</b>	<b>635.9</b>	<b>546.3</b>
<b>United States</b>			
Demand Deposits	122.0	90.7	191.5
Overnight Placements	277.5	66.0	215.3
Other	30.0	72.3	44.4
<b>Total</b>	<b>429.5</b>	<b>229.0</b>	<b>451.2</b>
<b>Germany</b>			
Demand Deposits	11.4	1.8	0.3
Forward Purchases of Boden 2012 Bonds			
Other	0.4		1.3
<b>Total</b>	<b>11.8</b>	<b>1.8</b>	<b>1.6</b>

As of December 31, 2012, we had the following foreign outstandings:

Ps.4.0 million with United Kingdom financial institutions, corresponding to demand deposits.

Ps.429.5 million (0.7% of our total assets) representing liquid placements with United States financial institutions, of which Ps.122.0 million corresponded to demand deposits and Ps.277.5 million represented overnight placements.

Ps.11.8 million with German financial institutions, mainly corresponding to demand deposits.

**Deposits**

The following table sets out the composition of our deposits as of December 31, 2012, 2011 and 2010. Our deposits represent deposits with Banco Galicia and CFA.

	As of December 31,		
	2012	2011	2010
	<i>(in millions of Pesos)</i>		
Checking Accounts and Other Demand Deposits	9,916.3	7,203.5	5,565.7
Savings Accounts	9,478.2	8,010.8	6,362.0

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Time Deposits	19,694.2	14,150.8	9,724.9
Other Deposits <sup>(1)</sup>	576.3	534.3	463.2
Plus: Accrued Interest, Quotation Differences and CER Adjustment	280.3	235.7	107.0
<b>Total Deposits</b>	<b>39,945.2</b>	<b>30,135.1</b>	<b>22,222.8</b>

*(1) Includes among other, deposits originated by Decree No. 616/05, Reprogrammed Deposits under judicial proceedings and other demand deposits.*

In 2012, our consolidated deposits increased 32.6% mainly as a result of a Ps.4,180.2 million increase in deposits in checking and savings accounts and a Ps.5,543.4 million increase in time deposits. As in prior years, these increases were mainly due to deposits received by Banco Galicia.

In 2011, our consolidated deposits increased 35.6% mainly as a result of a Ps.3,286.6 million increase in deposits in checking and savings accounts and a Ps.4,425.9 million increase in time deposits. As in prior years, these increases were mainly due to deposits received by Banco Galicia.

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In 2010, our consolidated deposits increased 30.4% mainly as a result of a Ps.3,213.9 million increase in deposits in checking and savings accounts and a Ps.1,770.2 million increase in time deposits. It is worth mentioning that on June 30, 2010, the assets and liabilities of CFA were consolidated on a line-by-line basis due to the acquisition of such companies.

For more information, see Item 5.A. Operating Results-Funding .

The following table provides a breakdown of our consolidated deposits as of December 31, 2012, by contractual term and currency of denomination.

	Peso-Denominated		Dollar-Denominated		Total	
	Amount	% of Total	Amount	% of Total	Amount	% of Total
	<i>(in millions of Pesos, except percentages)</i>					
<b>Checking Accounts and Demand Deposits</b>	<b>Ps.9,916.3</b>	<b>27.1%</b>			<b>Ps.9,916.3</b>	<b>25.0%</b>
<b>Savings Accounts</b>	<b>7,941.6</b>	<b>21.7</b>	<b>Ps.1,536.5</b>	<b>49.1</b>	<b>9,478.1</b>	<b>23.9</b>
<b>Time Deposits</b>	<b>18,231.3</b>	<b>49.9</b>	<b>1,462.9</b>	<b>46.8</b>	<b>19,694.2</b>	<b>49.7</b>
Maturing Within 30 Days	3,508.1	9.6	335.7	10.7	3,843.8	9.7
Maturing After 31 Days but Within 59 Days	7,789.0	21.3	250.5	8.0	8,039.5	20.3
Maturing After 60 Days but Within 89 Days	3,021.3	8.3	214.3	6.9	3,235.6	8.2
Maturing After 90 Days but Within 179 Days	2,447.6	6.7	357.2	11.4	2,804.8	7.1
Maturing After 180 Days but Within 365 Days	949.0	2.6	237.6	7.6	1,186.6	3.0
Maturing After 365 Days	516.3	1.4	67.6	2.2	583.9	1.4
<b>Other Deposits</b>	<b>447.0</b>	<b>1.3</b>	<b>129.3</b>	<b>4.1</b>	<b>576.3</b>	<b>1.4</b>
Maturing Within 30 Days	274.0	0.8	102.3	3.3	376.3	1.0
Maturing After 31 Days but Within 59 Days						
Maturing After 60 Days but Within 89 Days						
Maturing After 90 Days but Within 179 Days						
Maturing After 180 Days but Within 365 Days	166.5	0.5			166.5	0.3
Maturing After 365 Days	6.5		27.0	0.8	33.5	0.1
<b>Total Deposits <sup>(1)</sup></b>	<b>36,536.2</b>	<b>100.0%</b>	<b>3,128.7</b>	<b>100.0%</b>	<b>39,664.9</b>	<b>100.0%</b>

(1) Only principal. Excludes the CER adjustment

The categories with the highest concentration of maturities per their original term are those within the segments within 30 Days and after 31 days but within 59 days (Pesos and Dollars), which accounted for 30.0% of the total and corresponded mainly to Peso-denominated time deposits. The rest of the terms have a homogeneous participation. As of December 31, 2012, the average original term of non-adjusted Peso-denominated time deposits was approximately 66 days and for Dollar-denominated time deposits the original term was 100 days. Dollar-denominated deposits, for Ps.3,128.7 million (only principal), represented 7.9% of total deposits.

The following table provides information about the maturity of our outstanding time deposits exceeding Ps.100,000, as of December 31, 2012.

	<b>Deposits over Ps.100,000</b>
	<i>(in millions of Pesos)</i>
Time Deposits	
Within 30 Days	2,526.6
After 31 Days but Within 59 Days	6,517.5
After 60 Days but Within 89 Days	2,521.9
After 90 Days but Within 179 Days	1,893.3
After 180 Days but Within 365 Days	933.7
After 365 Days	216.5

<b>Total Time Deposits</b>	<b>14,609.5</b>
<b>Total Deposits <sup>(1)</sup></b>	<b>14,609.5</b>

(1) Only principal.

**Table of Contents****Return on Equity and Assets**

The following table presents certain selected financial information and ratios for the periods indicated.

	Fiscal Year Ended December 31,		
	2012	2011	2010
	<i>(in millions of Pesos, except percentages)</i>		
Net Income / (Loss)	1,336.2	1,106.9	408.9
Average Total Assets	54,416.4	41,635.7	29,118.4
Average Shareholders' Equity	4,160.4	2,960.8	2,195.0
Shareholders' Equity at End of the Period	4,870.1	3,551.6	2,469.5
Net Income as a Percentage of:			
Average Total Assets	2.80	3.07	1.76
Average Shareholders' Equity	32.12	37.39	18.63
Declared Cash Dividends	24.35	17.75	24.83
Dividend Payout Ratio	1.82	1.60	6.07
Average Shareholders' Equity as a Percentage of Average Total Assets	7.65	7.11	7.54
Shareholders' Equity at the End of the Period as a Percentage of			
Average Total Assets	8.95	8.53	8.48

**Short-term Borrowings**

Our short-term borrowings include all of our borrowings (including repurchase agreement transactions, debt securities and notes) with a contractual maturity of less than one year, owed to foreign or domestic financial institutions or holders of notes.

	As of December 31,		
	2012	2011	2010
	<i>(in millions of Pesos)</i>		
<b>Short-Term Borrowings</b>			
Argentine Central Bank	0.9	0.7	0.7
Other Banks and International Entities			
Credit Lines from Domestic Banks	419.0	216.0	155.4
Credit Lines from Foreign Banks	198.3	1,142.3	409.0
Repurchases with Domestic Banks			359.1
Notes	311.8	227.4	155.4
<b>Total</b>	<b>930.1</b>	<b>1,586.4</b>	<b>1,079.6</b>

As of the end of fiscal year 2012, our short-term borrowings consisted mainly of credit lines from domestic banks.

Banco Galicia also borrows funds under different credit arrangements from local and foreign banks and international lending agencies as follows:

	As of December 31,		
	2012	2011	2010
	<i>(in millions of Pesos)</i>		
<b>Banks and International Entities</b>			
Contractual Short-term Liabilities			



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Other Lines from Foreign Banks	198.3	1,142.3	409.0
Total Short-term Liabilities	198.3	1,142.3	409.0
<b>Total Banks and International Entities</b>	<b>198.3</b>	<b>1,142.3</b>	<b>409.0</b>
<b>Domestic and Financial Institutions</b>			
Contractual Short-term Liabilities:			
Other Lines from Credit from Domestic Banks		216.0	155.4
Total Short-term Liabilities	419.0	216.0	155.4
<b>Total Domestic and Financial Institutions</b>	<b>419.0</b>	<b>216.0</b>	<b>155.4</b>
<b>Total</b>	<b>617.3</b>	<b>1,358.3</b>	<b>564.4</b>

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The outstanding amounts and the terms corresponding to the outstanding notes as of the dates indicated below are as follows:

	Maturity	Annual Interest Rate	As of December 31,		
			2012	2011	2010
<i>(in millions of Pesos)</i>					
<b>Notes<sup>(*)</sup></b>					
Tarjeta Naranja Class XVIII Series I					
<i>(Quarterly interest, principal payable at maturity)</i>	2013	17.70%	46.3		
Tarjeta Naranja Class XIX Series I					
<i>(Quarterly interest, principal payable at maturity)</i>	2013	19.00%	52.6		
Tarjetas Cuyanas Class VIII Series I					
<i>(Quarterly interest, principal payable at maturity)</i>	2013	17.75%	49.6		
Tarjetas Cuyanas Class IX Series I					
<i>(Quarterly interest, principal payable at maturity)</i>	2013	19.25%	33.4		
CFA Class VI Series I					
<i>(Quarterly interest, principal payable at maturity)</i>	2013	15.50%	81.2		
CFA Class VII Series I					
<i>(Quarterly interest, principal payable at maturity)</i>	2013	17.90%	48.8		
Tarjeta Naranja Class XIV Series I					
<i>(Quarterly interest, principal payable at maturity)</i>	2012	13.50%		20.0	
Tarjeta Naranja Class XV					
<i>(Quarterly interest, principal payable at maturity)</i>	2012	Badlar + 375 b.p.		61.6	
Tarjetas Cuyanas Class IV					
<i>(Quarterly interest, principal payable at maturity)</i>	2012	Badlar + 285 b.p.		48.3	
Tarjetas Cuyanas Class V Series I					
<i>(Quarterly interest, principal payable at maturity)</i>	2012	14.00%		12.8	
CFA Class V Series I					
<i>(Quarterly interest, principal payable at maturity)</i>	2012	Badlar + 325 b.p.		84.6	
Tarjeta Naranja Class X					
<i>(Quarterly interest, principal payable at maturity)</i>	2011	Badlar + 275 b.p.			48.2
Tarjeta Naranja Class XI					
<i>(Quarterly interest, principal payable at maturity)</i>	2011	Badlar + 295 b.p.			40.9
Tarjetas Cuyanas Series I					
<i>(Quarterly interest, principal payable at maturity)</i>	2011	Badlar + 300 b.p.			28.8
Tarjetas Cuyanas Class II					
<i>(Quarterly interest, principal payable at maturity)</i>	2011	13.50%			37.5

<b>Total</b>	<b>311.9</b>	<b>227.4</b>	<b>155.4</b>
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(\*) *Only principal.*

The following table sets forth the items listed below for our significant short-term borrowings for the fiscal years ended December 31, 2012, 2011 and 2010:

the weighted-average interest rate at year-end,

the maximum balance recorded at the monthly closing dates of the periods,

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the average balances for each period calculated on a daily basis, and

the weighted-average interest rate for each period.

	2012	As of December 31,	
		2011	2010
	<i>(in millions of Pesos, except percentages)</i>		
<b>Argentine Central Bank</b>			
Weighted-average Interest Rate at End of Period	%	19.8%	16.1%
Maximum Balance Recorded at the Monthly Closing Dates	Ps.1.4	Ps.2.5	Ps.1.9
Average Balances for Each Period	Ps.0.6	Ps.0.8	Ps.0.7
Weighted-average Interest Rate for the Period	%	%	%
<b>Credit Lines from Domestic Banks</b>			
Weighted-average Interest Rate at End of Period	19.4%	19.8%	16.1%
Maximum Balance Recorded at the Monthly Closing Dates	Ps.419.0	Ps.271.9	Ps.343.0
Average Balances for Each Period	Ps.325.6	Ps.218.0	Ps.150.7
Weighted-average Interest Rate for the Period	16.0%	16.8%	11.0%
<b>Credit Lines from Foreign Banks</b>			
Weighted-average Interest Rate at End of Period	3.8%	1.5%	1.4%
Maximum Balance Recorded at the Monthly Closing Dates	Ps.1,155.1	Ps.1,142.3	Ps.409.0
Average Balances for Each Period	Ps.906.3	Ps.595.5	Ps.266.8
Weighted-average Interest Rate for the Period	2.6%	1.3%	1.9%
<b>Repurchases with Domestic Banks</b>			
Weighted-average Interest Rate at End of Period	11.0%	%	10.4%
Maximum Balance Recorded at the Monthly Closing Dates	Ps.427.9	Ps.139.4	Ps.359.1
Average Balances for Each Period	Ps.173.2	Ps.54.8	Ps.39.3
Weighted-average Interest Rate for the Period	9.6%	10.4%	9.8%
<b>Notes</b>			
Weighted-average Interest Rate at End of Period	17.6%	22.0%	13.6%
Maximum Balance Recorded at the Monthly Closing Dates	Ps.387.5	Ps.227.4	Ps.176.8
Average Balances for Each Period	Ps.304.1	Ps.161.9	Ps.69.3
Weighted-average Interest Rate for the Period	16.8%	16.8%	9.0%

**Regulatory Capital***Grupo Financiero Galicia*

Grupo Financiero Galicia's capital adequacy is not under the supervision of the Argentine Central Bank. Grupo Financiero Galicia has to comply with the minimum capital requirement established by the Corporations Law. On October 8, 2012, through Decree 1331/12, such amount was determined to be Ps.100,000.

*Banco Galicia*

Banco Galicia is subject to the capital adequacy rules of the Argentine Central Bank. Through its Comunicués A 3959 and A 3986 dated as of June 2 and June 25, 2003, respectively, the Argentine Central Bank established regulations regarding minimum capital requirements effective as from January 1, 2004.

The capital adequacy regulations are based on the Basel Committee methodology, are similar to the previous regulations and establish the minimum capital a financial institution is required to maintain in order to cover the various risks inherent to its business activity and endemic to its assets. Such risks include: credit risk, generated both by exposure to the private sector and to the public sector; market risk, generated by positions in securities, foreign-currency and CER; and interest-rate risk, generated by mismatches between assets and liabilities in terms of interest-rate repricing. The minimum capital requirement imposed by the regulations is 8% of risk-weighted assets, for exposure to both the private sector and the public sector, with such requirement decreasing depending on the existence of certain guarantees in the case of private-sector assets and for certain liquid assets.

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Additionally, as of February 1, 2012, the Argentine Central Bank established an additional capital requirement for operational risk coverage, equal to 15% of the annual average of financial income and net income from services corresponding to the last 36 months before the calculation date, excluding certain items that are considered extraordinary or not closely related to such risk. Further, the regulation established a gradual schedule for compliance equal to 0% of the requirement from February through March, 50% from April through July, 75% from August through November and 100% from December 2012.

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Minimum capital requirements must be met by the Bank, both on an individual basis and on a consolidated basis with its significant subsidiaries.

In the table below, Banco Galicia's information on regulatory capital and compliance with minimum capital requirements regulations is consolidated with Galicia Uruguay (in liquidation), CFA and the companies indirectly controlled by Banco Galicia through Tarjetas Regionales.

The table below shows information on Banco Galicia's consolidated computable regulatory capital, or RPC or adjusted shareholders' equity and minimum capital requirements as of the dates indicated.

	As of December 31,		
	2012	2011	2010
	<i>(in millions of Pesos, except percentages)</i>		
<b>Shareholders' Equity</b>	<b>4,903.9</b>	<b>3,602.8</b>	<b>2,595.7</b>
<b>Argentine Central Bank Minimum Capital Requirements <sup>(1)</sup></b>			
Allocated to Financial Assets	3,122.5	2,504.2	1,618.4
Allocated to Fixed Assets, Intangible and Unquoted Equity Investments	256.3	208.7	165.2
Allocated to Market Risk	15.7	41.0	5.8
Allocated to Interest-Rate Risk	46.6	10.1	70.1
Lending to the Non-Financial Public Sector	107.0	96.5	147.6
Operational Risk	717.3		
<b>Total (A)</b>	<b>4,265.4</b>	<b>2,860.5</b>	<b>2,007.1</b>
<b>Computable Regulatory Capital Calculated Under Argentine Banking GAAP</b>			
Core Capital	4,027.5	2,827.3	2,192.4
Supplemental Capital	2,355.9	1,976.0	1,333.3
<b>Deductions</b>			
Investments in Financial Entities	(2.4)	(53.1)	(2.0)
Organization Expenses	(1,034.8)	(643.7)	(394.6)
Goodwill Recorded from June 30, 1997			(11.5)
Negative Goodwill CFA	247.8	343.8	467.2
Real Estate Properties for Banco Galicia's Own Use and Miscellaneous, for which No Title Deed has been Made	(2.3)	(3.5)	(2.6)
Other	(6.1)	(23.7)	(8.2)
Total	(797.8)	(380.2)	48.3
Additional Capital - Market Variation	24.8	(7.0)	19.9
<b>Total (B)</b>	<b>5,610.4</b>	<b>4,416.1</b>	<b>3,593.9</b>
<b>Excess Capital</b>			
Excess Over Required Capital (B)-(A)	1,345.0	1,555.6	1,586.8
Excess Over Required Capital as a % of Required Capital	31.53	54.38	79.06
<b>Total Capital Ratio</b>	<b>13.02</b>	<b>12.63</b>	<b>15.19</b>

(1) In accordance with Argentine Central Bank rules applicable at each date.

As of December 31, 2012, Banco Galicia's computable capital amounted to Ps.5,610.4 million, exceeding the minimum capital requirement by Ps.1,345.0 million pursuant to the regulations provided for by the Argentine Central Bank effective at such date. This excess was Ps

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210.6 million lower than the excess recorded as of December 31, 2011.

The Ps.1,404.9 million increase in the minimum capital requirement, as compared to December 31, 2011, was mainly attributable to an increased requirement of Ps.618.3 million related to private sector financing due to the growth of this portfolio's balances and the new operational risk requirement, which amounted to Ps.717.3 million as of December 31, 2012.

The Ps.1,194.3 million increase in computable capital, as compared to December 31, 2011, was primarily a result of: (i) an increase of Ps.1,200.2 million in core capital, mostly for the result recorded in the previous fiscal

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year and (ii) an increase of Ps.379.9 million in supplemental capital for the increase in the balance of the subordinated debt due to the increase in the U. S. Dollar exchange rate and the results of operations for the fiscal year. This growth was mitigated by increased deductions in the amount of Ps.417.6 million, primarily due to an increase in organization and development expenses resulting from the significant investment in IT developments, among others.

### *Regional Credit Card Companies*

Since the Regional Credit Card Companies are not financial institutions, their capital adequacy is not regulated by the Argentine Central Bank. The Regional Credit Card Companies have to comply with the minimum capital requirement established by the Corporations Law, which was required to be Ps.100,000. However, as noted above, Banco Galicia has to comply with the Argentine Central Bank's capital adequacy rules on a consolidated basis, which includes the Regional Credit Card Companies.

### *Compañía Financiera Argentina*

Since CFA is a financial institution, its capital adequacy is subject to rules of the Argentine Central Bank, the same as Banco Galicia. In addition, as noted above, Banco Galicia has to comply with the Argentine Central Bank's capital adequacy rules on a consolidated basis, which includes CFA.

### *Minimum Capital Requirements of Insurance Companies*

The insurance companies controlled by Sudamericana must meet the minimum capital requirements set by General Resolution No. 31,134 of the National Insurance Superintendency. This resolution requires insurance companies to maintain a minimum capital level equivalent to the highest of the amounts calculated as follows:

- (a) By line of insurance: this method establishes a fixed amount by line of insurance. For life insurance companies, it is Ps.4 million, increasing to Ps.5 million for companies that offer pension-linked life insurance. For providers of retirement insurance that do not offer pension-linked annuities, the requirement is Ps.3 million (increasing to Ps.5 million for companies that offer pension-linked annuities). For companies that offer property insurance that includes damage coverage (excluding those related to vehicles) the requirement is Ps.1.5 million (increasing to Ps.8 million for companies that offer all property and casualty products).
- (b) By premiums and additional fees: to use this method, the company must calculate the sum of the premiums written and additional fees earned in the last 12 months. Based on the total, the company must calculate 16%. Finally, it must adjust the total by the ratio of net paid claims to gross paid claims for the last 36 months. This ratio must be at least 50%.
- (c) By claims: to use this method, the company must calculate the sum of gross claims paid during the 36 months prior to the end of the period under analysis. To that amount, it must add the difference between the balance of unpaid claims as of the end of the period under analysis and the balance of unpaid claims as of the 36<sup>th</sup> month prior to the end of the period under analysis. The resulting figure must be divided by three. Then the company must calculate 23%. The resulting figure must be adjusted by the ratio of net paid claims to gross paid claims for the last 36 months. This ratio must be at least 50%.
- (d) For life insurance companies that offer policies with an investment component, the figures obtained in b) and c) must be increased by an amount equal to 4% of the technical reserves adjusted by the ratio of net technical reserves to gross technical reserves (at least 85%), plus 0.3% of at-risk capital adjusted by the ratio of retained at-risk capital to total at-risk capital (at least 50%).

The minimum required capital must then be compared to computable capital, defined as shareholders' equity less non-computable assets. Non-computable assets consist mainly of deferred charges, pending capital contributions, the proposal for profits distribution and excess investments in authorized instruments.

As of December 31, 2012, the computable capital of the companies controlled by Sudamericana exceeded the minimum requirement of Ps.142.5 million by Ps.25.7 million.





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Sudamericana also holds Galicia Broker Asesores de Seguros S.A., a company dedicated to brokerage in different lines of insurance that is regulated by the guidelines of the Corporations Law, which provided for a minimum capital requirement of Ps.0.012 million.

### **Government Regulation**

#### ***General***

All companies operating in Argentina must be registered with the Argentine Public Registry of Commerce whose regulations are applicable to all companies in Argentina but may be superseded by other regulatory entities' rules, depending on the matter, such as the Argentine National Securities Commission (the CNV) or the Argentine Central Bank. All companies operating in Argentina are regulated by the Corporations Law.

In their capacity as companies listed in Argentina, Grupo Financiero Galicia and Banco Galicia must comply with the disclosure, reporting, governance and other rules applicable to such companies issued by the markets in which they are listed and their regulators, including Law No. 17,811, as amended, Law No. 20,643 and Decrees No. 659/74 and No. 2,220/80, as well as Decree No. 677/01 otherwise known as the Decree for Transparency in the Public Offering ( *Régimen de la Transparencia de la Oferta Pública* ). In their capacity as public issuers of securities these companies are subject to the above-mentioned rules. As Grupo Financiero Galicia has publicly listed ADSs in the United States, it is also subject to the reporting requirements of the Securities and Exchange Act of 1934 of the United States (the Exchange Act) for foreign private issuers and to the provisions applicable to foreign private issuers under the Sarbanes Oxley Act. See Item 9. The Offer and Listing-Market Regulations .

Our operating subsidiaries are also subject to the following laws: Law No. 25,156 (the Competition Defense Law, *Ley de Defensa de la Competencia* ), Law No. 22,820 (Fair Business Practice Law, *Ley de Lealtad Comercial* ) and the Consumer Protection Law.

As a financial services holding company, we do not have a specific institution that regulates our activities. Our banking and insurance subsidiaries are regulated by different regulatory entities. In the case of Banco Galicia, the Argentine Central Bank is the main regulatory and supervising entity.

The banking industry is highly regulated in Argentina. Banking activities in Argentina are regulated by the Financial Institutions Law, which places the supervision and control of the Argentine banking system in the hands of the Argentine Central Bank. The Argentine Central Bank regulates all aspects of financial activity. See -Argentine Banking Regulation below.

Banco Galicia and our insurance subsidiaries are subject to Law No. 25,246, which was passed on April 13, 2000, as amended, which provides for an anti-money laundering framework in Argentina, including Law No. 26,268, which amends the latter to include within the scope of criminal activities those associated with terrorism and its financing.

Sudamericana's insurance subsidiaries are regulated by the National Insurance Superintendency and Laws No. 17,418 and No. 20,091. Galicia Broker Asesores de Seguros S.A. is regulated by the National Insurance Superintendency, through Law No. 22,400.

The activity of the Regional Credit Card Companies and the credit card activities of Banco Galicia are regulated by Law No. 25,065, as amended (the Credit Cards Law). Both the Argentine Central Bank and the Secretariat of Domestic Trade have issued regulations to, among other things, enforce public disclosure of companies' pricing (fees and interest rates) in order to assure consumer awareness of such pricing. See -Credit Cards Regulation .

Net Investment and GV Mandataria are regulated by the Corporations Law, as previously noted, and are not regulated by any specific regulatory agency. Galicia Warrants is regulated by Law No. 9,643.

On January 6, 2002, the Argentine Congress enacted Law No. 25,561, or the Public Emergency Law, which together with various decrees and Argentine Central Bank rules, provided for the principal measures in order to deal with the 2001 and 2002 crisis, including Asymmetric Pesification, among others. The period of effectiveness of the Public Emergency Law was extended again until December 31, 2013.

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Galval is located in Uruguay and is regulated by the local legal framework according to the following detail: Corporation's Law No. 16,060, legal framework related to exchange markets issued by the Banco Central del Uruguay, Law No. 15,921 -Zona Franca and Law No. 17,835 -Anti-money laundering.

On January 2013, the CNV issued Law No. 26,831 (the Capital Markets Law), replacing Law No.17,811 and Decree No. 677/01, with the aim of regulating the capital market under the supervision of the CNV and broadening the CNV's powers. Additionally, the law intends to enhance the growth of local markets, to develop new and simplified negotiating systems and to create new regulation standards for the Argentine stock exchange, markets and other intervenient agents.

### ***Foreign Exchange Market***

In late 2001 and early 2002, restrictions were imposed on access to the Argentine foreign exchange market and on capital movements, which were tightened by the middle of 2002. The Public Emergency Law granted the executive branch of the Argentine government the power to regulate the local foreign exchange market.

Since its creation this regime was subject to various modifications. Only the principal features currently in force are detailed below.

On June 9, 2005, the executive branch of the Argentine government issued Decree No. 616/05, which established certain major amendments to the rules for capital movements into and from Argentina:

- (a) Foreign exchange flows into and from the local foreign exchange market and all resident new debt transactions that may imply future foreign exchange payments to nonresidents must be registered with the Argentine Central Bank.
- (b) All new debt of the private sector with non-residents must be for a minimum term of 365 days, except for international trade financing and primary issuances of debt securities, if such securities' public offering and listing on self-regulated markets in Argentina has been duly authorized.
- (c) All inflows of foreign exchange resulting from such indebtedness, with the exceptions mentioned in the previous item and those regulated by the Argentine Central Bank which are detailed below, and all inflows of foreign exchange by non-residents, excluding direct foreign investments and certain portfolio investments (subscriptions of primary issuances of debt and equity securities, which public offering and listing in self-regulated markets in Argentina has been duly authorized, and government securities acquired in the secondary market), must be kept in Argentina for a term of at least 365 days and will be subject to a 30% deposit requirement.
- (d) Such deposit requirement will be held in a local financial institution as an unremunerated, no-transferable Dollar-denominated time deposit maturing in at least 365 days; such funds will not be available as a guarantee for any kind of debt and, upon the deposit maturity date, such funds will become available within the country and, therefore, will be subject to the applicable restrictions on foreign exchange transfers abroad.
- (e) The 30% deposit is not required for, among other things, inflows of foreign currency resulting from:
  - (i) loans in foreign currency granted to residents by local financial institutions;
  - (ii) direct investment contributions in Argentina as capital contributions to local institutions, when the contributor owns, previously or as a result of such contributions 10% or more of the company's capital or votes, subject to the compliance with certain requirements;

- (iii) sales of ownership interests in local entities to direct investors, subject to the filing of certain documentation;

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- (iv) to be applied to real estate acquisitions;
  - (v) an indebtedness with multilateral and bilateral credit agencies either directly or through their related agencies, in so far as such funds pertain to transactions conducted in full compliance with their purposes; however, when such inflows are related to the integration (or acquisition) of securities issued by financial trusts, it is necessary to comply with other requirements to avoid the 30 % deposit;
  - (vi) other foreign indebtedness of the local non-financial private sector, with an average life of no less than two years (including principal and interest), the proceeds of which will be applied to the acquisition of non-financial investments (as defined by the Argentine Central Bank);
  - (vii) other foreign indebtedness with no resident creditor of the financial sector and of the private, non-financial sector, to extent the proceeds from the foreign exchange settlement are simultaneously applied, net of taxes and expenses to (i) the acquisition of foreign currency to repay external debts service and/or (ii) the formation of long-term off-shore assets;
  - (viii) that will be utilized within 10 business days from their liquidation in the local foreign exchange market for purposes listed as current transactions within the international accounts (as defined by the Argentine Central Bank), among others, within such purposes are the payment by non-Argentine residents of certain local taxes; or
  - (ix) resulting from the sale of foreign assets of residents in order to subscribe to primary issuances of public debt issued by the Argentine government; and
- (f) The proceeds of sales of foreign assets brought into the country by residents ( capital repatriation ) will be subject to the 30% deposit requirement noted in (c) above, which will apply to any amounts exceeding US\$2.0 million per month if certain other operative requirements are met.

The Argentine Ministry of Economy is entitled to modify the percentages and terms detailed above, when a change in the macroeconomic situation so requires. It is also entitled to modify the rest of the requirements established by Decree No. 616/05, and/or establish new ones, and/or increase the types of foreign currency inflows included. The Argentine Central Bank is entitled to regulate and control compliance with the regime established by Decree No. 616/05, and to enforce the applicable penalties.

In addition to Decree No. 616/05, the Argentine Ministry of Economy issued Resolution No. 637/05, dated November 16, 2005, which established that, the restrictions established in such Decree are also applicable to all inflows of funds to the local foreign exchange market for the subscription of primary issuances of debt securities or certificates of participation by financial trusts, if such restrictions were applicable to capital inflows to be used to acquire any of the trusts' assets. The corresponding criminal regime will be applicable in the case that any of these rules are violated.

In addition, currently, access to the local foreign exchange market by non-residents (both individuals and entities) to transfer funds abroad is permitted:

- (a) With no limit in the case of: (i) proceeds from the principal amortization of government debt securities and guarantee loans in local currency; (ii) recoveries from local bankruptcies; (iii) proceeds from the sale of direct investments (as it is defined by the Argentine Central Bank) in the non-financial private sector in Argentina if they were made in foreign currency that entered the local foreign exchange market no less than 365 days before (additionally, and in connection with the investments made as from October 28, 2011, the inflow of the investment to the local foreign exchange market must be supported); and (iv) certain other specific cases.

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- (b) With a US\$500,000 monthly limit in the case of the aggregate proceeds of the sale of portfolio investments made with foreign currency that entered the local foreign exchange market no less than 365 days before.

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As of July 5, 2012, the Argentine Central Bank suspended the applicability of Rule 5,236, Section 4.2. Such rule provided for the only foreign exchange channel that allowed Argentine individuals and companies to complete exchange purchases, to make real estate investments abroad, to make contributions pertaining to direct investment or portfolio investments abroad or buy foreign currency bills or traveler checks to be held in Argentina. We cannot determine until when such suspension will be in force.

Access to the foreign exchange local market for the transfer of profits and dividends abroad is permitted when corresponding to audited and final balance sheets.

Pursuant to Decree No. 260/02, all foreign exchange transactions in Argentina must be executed only through the *mercado libre y único de cambios* (free and single foreign exchange market) on which the Argentine Central Bank buys and sells currency.

### ***Compensation to Financial Institutions***

#### ***For the Asymmetric Pesification and its Consequences***

Decree No. 214/02 provided for compensation to financial institutions, for:

the losses caused by the mandatory conversion into Pesos of certain liabilities at the Ps.1.4 per US\$1.0 exchange rate, which exchange rate was greater than the Ps.1.0 per US\$1.0 exchange rate established for the conversion into Pesos of certain Dollar-denominated assets. This was to be achieved through the delivery of a Peso-denominated Compensatory Bond issued by the Argentine government.

the currency mismatch left on financial institutions' balance sheets after the compulsory pesification of certain of their assets and liabilities after the conversion of the Peso-denominated Compensatory Bond into a Dollar-denominated Compensatory Bond. This would be achieved by the purchase by financial institutions of a Dollar-denominated Hedge Bond. For such purpose, the Argentine government established the issuance of a Dollar-denominated bond bearing Libor and maturing in 2012 (Boden 2012 Bonds).

Among others, Decree No. 905/02 established the methodology for calculating the compensation to be received by financial institutions. We recorded the compensation for the amounts we had determined according to the regulations. The Argentine Central Bank had to confirm the amounts after a review.

In March 2005, we agreed to receive US\$2,178.0 million of face value of Boden 2012 Bonds, comprised of US\$906.3 million of face value of Boden 2012 Bonds corresponding to the Compensatory Bond (fully delivered to us in November 2005) and US\$1,271.7 million of face value of Boden 2012 Bonds corresponding to the Hedge Bond (fully delivered to us in April 2007).

#### ***For Differences Related to Amparo Claims***

As a result of the provisions of Decree No. 1,570/01, the Public Emergency Law, Decree No. 214/02 and concurrent regulations, and as a result of the restrictions on cash withdrawals and of the issuance of measures that established the pesification and restructuring of foreign-currency deposits, since December 2001, a significant number of claims have been filed against the Argentine government and/or financial institutions, formally challenging the emergency regulations and requesting prompt payment of deposits in their original currency. Most lower and upper courts have declared the emergency regulations unconstitutional.

Through *Comunicado A 3916*, dated April 3, 2003, the Argentine Central Bank allowed for the recording of an intangible asset on account of the difference between the amount paid by financial institutions pursuant to legal actions, and the amount resulting from the conversion into Pesos of the balance of the Dollar deposits reimbursed, at the exchange rate of 1.4 Pesos per Dollar (adjusted by the CER plus accrued interest as of the payment date). In addition, it established that the corresponding amount must be amortized in 60 monthly equal and consecutive installments beginning in April 2003.

On November 17, 2005, through *Comunicado A 4439*, the Argentine Central Bank established that, beginning in December 2005, financial institutions having provided, as from that date, new commercial loans with





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an average life of more than two years could defer the losses related to the amortization of *amparo claims*. The maximum deferrable amount was 10% of a financial institution's RPC or 50% of the new commercial loans. Likewise, financial institutions were not able to reduce the remainder of their commercial loan portfolio. This methodology was applied until December 2008, when the balances recorded as of that date began to be amortized in up to 36 monthly equal and consecutive installments.

With respect to judicial deposits that have been subject to pesification, the Argentine Central Bank established that, beginning in July 2007, financial institutions must establish a provision in an amount equal to the difference that results from comparing such deposits' balances at each month's end, considered in their original currency, and the corresponding Peso balances actually recorded on the books. Such provision, established as of December 31, 2012 and charged to income, amounted to Ps.2.3 million.

During fiscal year 2010, Banco Galicia amortized the total remaining balance of the deferred losses from *amparo claims* for Ps.281.0 million.

Banco Galicia has complied with Argentine Central Bank regulations concerning the amortization of *amparo claims*. However, Banco Galicia reserves the right to make claims in view of the negative effect on its financial condition caused by compliance with court orders, in excess of the provisions of the above-mentioned regulations. On December 30, 2003, Banco Galicia formally requested of the executive branch of the Government, with a copy of such request sent to the Argentine Ministry of Economy and to the Argentine Central Bank, the payment of due compensation for the losses incurred in connection with Asymmetric Pesification.

### **Argentine Banking Regulation**

*The following is a summary of certain matters relating to the Argentine banking system, including provisions of Argentine law and regulations applicable to financial institutions in Argentina. This summary is not intended to constitute a complete analysis of all laws and regulations applicable to financial institutions in Argentina.*

#### **General**

Since 1977, banking activities in Argentina have been regulated by the Financial Institutions Law, which places the supervision and control of the Argentine banking system in the hands of the autonomous Argentine Central Bank. The Argentine Central Bank enforces the Financial Institution's Law and grants authorization to banks to operate in Argentina. The Financial Institutions Law confers numerous powers to the Argentine Central Bank, including the ability to grant and revoke bank licenses, authorize the establishment of branches of Argentine banks outside of Argentina, approve bank mergers, capital increases and certain transfers of stock, set minimum capital, liquidity and solvency requirements and lending limits, grant certain credit facilities to financial institutions in cases of temporary liquidity problems and promulgate other regulations that further the intent of the Financial Institutions Law. The Argentine Central Bank has vested the Superintendency with most of the Argentine Central Bank's supervisory powers. In this section, unless otherwise stated, references to the Argentine Central Bank should be understood to be references to the Argentine Central Bank acting through the Superintendency. The Financial Institutions Law grants to the Argentine Central Bank broad access to the accounting systems, books, correspondence, and other documents belonging to banking institutions. The Argentine Central Bank regulates the supply of credit and monitors the liquidity of, and generally supervises the operation of, the Argentine banking system.

Current regulations equally regulate Argentine and foreign owned banks.

#### *Principal Regulatory Changes since 2002*

On January 6, 2002, the Argentine government enacted the Emergency Law (*Ley de Emergencia*) to address the 2001-2002 economic crisis. The principal measures taken by the Argentine government during 2002, both through the enactment of the Emergency Law and a series of decrees and other regulations, include the following: (i) the ratification of the suspension of payments on most of the public debt, with the exception of debts owed to multilateral lending agencies; (ii) the repeal of sections of the Convertibility Law (*Ley de Convertibilidad*)

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that established, since 1991, a 1 to 1 parity between the Peso and the Dollar, the devaluation of the Peso, and the establishment of an exchange rate fluctuation regime, which resulted in an increase in the value of the Peso against the Dollar of around 240% during 2002; (iii) the amplification of exchange controls and restrictions on transfers abroad; (iv) the ratification and extension of the restrictions on cash withdrawals from bank deposits that were established in December 2001 (the *corralito*), and later lifted in December 2002; (v) Asymmetric Pesification, the specific details of which are as follows: (a) the Dollar-denominated debts of individuals and companies with financial institutions were converted into debt denominated in Pesos at an exchange rate of Ps.1.00 per US\$1.00 (1:1), (b) Dollar-denominated public sector debt to the financial sector were converted into Peso-denominated debt instruments at an exchange rate of Ps.1.40 per US\$1.00 (1.40:1), and (c) the Dollar-denominated bank deposits were converted into Peso-denominated bank deposits at an exchange rate of Ps.1.40 per US\$1.00 (1.40:1), while foreign regulated public sector debt held by banks and companies remained Dollar-denominated; (vi) the modification of the return on assets and cost of liabilities pesified at the rate of Ps.1.40 per US\$1.00 through the establishment of maximum and minimum interest rates and capital adjustments in accordance with retail price or wage change indices; (vii) the extension of the maturities of Peso-denominated time deposits and deposits originally denominated in Dollars, above a certain amount, which established a payment schedule with maturities in 2003 or 2005, depending on whether the deposits were originally made in Pesos or Dollars (the *corralón*); (viii) the voluntary exchange of *corralito* or *corralón* deposits for Argentine government bonds (through Decree No. 739/03, dated April 1, 2003, the *corralón* was eliminated); (ix) the amendment of the charter of the Argentine Central Bank (see -General above); and (x) the compensation to financial institutions, through bonds issued by the Argentine government for the losses caused by Asymmetric Pesification. The executive branch of the Argentine government and the Argentine Central Bank have provided a set of rules for determining the amount of compensation for losses related to Asymmetric Pesification, although certain financial entities claim that the compensation established by such rules is not adequate to cover the losses that they have experienced.

The Argentine Congress recently extended the validity of the Emergency Law until December 31, 2013.

***Supervision***

As the regulator of the Argentine financial system, the Argentine Central Bank requires financial institutions to submit information on a daily, monthly, quarterly, semiannual and annual basis. These reports, which include balance sheets and income statements, information relating to reserve funds, use of deposits, portfolio quality (including details on debtors and any established loan loss provisions) and other pertinent information, allow the Argentine Central Bank to monitor financial institutions' financial condition and business practices.

The Argentine Central Bank periodically carries out formal inspections of all banking institutions for the purpose of monitoring compliance by banks with legal and regulatory requirements. If the Argentine Central Bank rules are breached, it may impose various sanctions depending on the gravity of the violation. These sanctions range from calling attention to the infraction, to the imposition of fines or even the revocation of the financial institution's operating license. Moreover, non-compliance with certain rules may result in the obligatory presentation to the Argentine Central Bank of specific adequacy or regularization plans. The Argentine Central Bank must approve these plans in order for the financial institution to remain operational.

Financial institutions operating in Argentina have been subject to the supervision of the Argentine Central Bank on a consolidated basis since 1994. Information set out in -Limitations on Types of Business, -Capital Adequacy Requirements, -Lending Limits, and -Loan Classification System and Loan Loss Provisions below, relating to a bank's loan portfolio, is calculated on a consolidated basis. However, regulations relating to a bank's deposits are not based on consolidated information, but on such bank's deposits in Argentina (for example, liquidity requirements and contributions to the deposit insurance system).

***Examination by the Argentine Central Bank***

The Argentine Central Bank began to rate financial institutions based on the CAMEL quality rating system in 1994. Each letter of the CAMEL system corresponds to an area of the operations of each bank being rated, with: C standing for capital, A for assets, M for management, E for earnings, and L for liquidity. Each factor is evaluated and rated on a scale from 1 to 5, with 1 being the highest rating an entity can receive. The Argentine Central Bank modified the supervision system in September of 2000. The objective and basic

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methodology of the new system, referred to as CAMELBIG, do not differ substantially from the CAMEL system. The components were redefined in order to evaluate business risks separately from management risks. The components used to rate the business risks are: capital, assets, market, earnings, liquidity and business. The components to rate management risks are: internal control and the quality of management. By combining the individual factors that are under evaluation, a combined index can be populated that represents the final rating for the financial institution.

After temporarily halting such examinations as a result of the 2001-2002 economic crisis, the Argentine Central Bank resumed the examination process, which continues to be in effect today. In Banco Galicia's case, the first examination after the 2001-2002 economic crisis was based on the information as of June 30, 2005. New examinations have been conducted, the last one of which was based on information as of September 30, 2010.

### *Minimum Capital Requirements*

Banco Galicia, as a commercial bank, must maintain capital equal to or greater than the value calculated by comparing the minimum capital requirements applicable to a bank with similar characteristics and the capital requirement amounts related to credit risk, market risk, interest rate risk and operational risk.

Commercial banks headquartered in the Autonomous City of Buenos Aires must maintain minimum capital requirements in the amount of Ps.26,000,000. The minimum capital requirements related to credit or counterparty risk, which are calculated using a formula created by the Argentine Central Bank, aim to estimate the minimum capital required to counteract the risk associated with counterparties to the assets under review. The minimum capital requirements related to interest rate risk aim to counteract the risk associated with mismatches between lending and deposit rates earned on assets and liabilities held by Banco Galicia. The minimum capital requirements related to market risk not only aim to counteract the risk associated with the counterparty to each asset, but the change in its market price. Finally, the minimum capital requirements related to operational risk aim to counteract the risk associated with losses resulting from inadequate or failed internal processes and systems, human error, or from certain external events.

### *Legal Reserve*

The Argentine Central Bank requires that every year banks allocate to a legal reserve 20% of their net profits. Such reserve may only be used during periods of bank losses and after using up every allowance and other reserves. Distribution of dividends will not be allowed if the legal reserve has been impaired. See Item 8. Financial Information-Dividend Policy and Dividends .

### *Limitations on Types of Business*

In accordance with the provisions of the Financial Institutions Law, commercial banks are authorized to carry out all those activities and operations which are not strictly prohibited by law or by the Argentine Central Bank regulations. Permitted activities include the capacity to: grant and receive loans; receive deposits from the general public in local and foreign currency; secure its customers' debts; acquire, place and trade with shares and debt securities in the Argentine over-the-counter market, subject to the prior approval of the CNV; carry out operations in foreign currencies; act as trustee; and issue credit cards.

Financial institutions are not allowed to own commercial, industrial, agricultural or any other type of company, unless they are authorized by the Argentine Central Bank. Pursuant to the rules of the Argentine Central Bank, a commercial bank's total equity investments (including interest in local mutual funds) may not exceed 50% of the bank's adjusted shareholders' equity or its RPC. Also, the following investments may not exceed 15%, in the aggregate, of the bank's adjusted shareholders' equity: (i) shares not listed on stock exchanges except for (a) shares in companies providing services supplementary to the ones offered by the bank, and (b) certain equity interests requiring the provision of utility services, if applicable and (ii) listed shares and participation certificates in mutual funds not included for the purposes of determining capital requirements associated with market risk.

In order to carry out the calculation of limits described above, it is not necessary to deduct the capital stock allocated to foreign branches from a bank's shareholders' equity.

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Pursuant to the Argentine Central Bank's regulations, financial institutions are not allowed to engage directly in insurance activities or hold more than a 12.5% interest (or more than a specific percentage of the financial institution's adjusted shareholders' equity) in the outstanding capital of a company which does not provide services supplementary to those offered by financial institutions. The Argentine Central Bank determines which services are complementary to those provided by financial institutions; it has been determined that such services include those offered in connection with stock brokerage, the issuance of credit, debit or similar cards, financial intermediation in leasing and factoring transactions.

As regards non-banking financial institutions (such as CFA), they are not allowed to provide certain services and activities, such as checking accounts, foreign trade transactions, etc.

### ***Computable Regulatory Capital***

Pursuant to the Argentine Central Bank's regulations, a bank's RPC is calculated as: (a) the minimum core capital (Tier 1 capital) which includes: (i) capital contributions, capital adjustments, reserves, irrevocable capital contributions pending capitalization, unassigned unaudited results of past fiscal years, (ii) 100% of the results of the past fiscal year (plus or minus depending on whether they are positive or negative) registered on the latest audited quarterly financial statement in the event the yearly financials are not audited, (iii) 100% of the results of the current fiscal year (plus or minus depending on whether they are positive or negative) registered at the close of the latest quarterly financial statement once it is audited, (iv) 50% of the net income and 100% of the losses from the latest available audited quarterly or yearly statements, (v) breakdowns not included in financial statements or the corresponding auditors report (made according to the Minimum Standard of External Audit established by the Argentine Central Bank), plus the share premium arising from the above mentioned instruments as certain requirements are met, minus certain deductible items, including (i) securities deposited with custodians that are not registered, (ii) securities issued by foreign countries with ratings under the Argentine government's rating and the instrument does not have a regular quotation in stock markets for relevant values, (iii) demand securities in correspondent bank accounts with foreign financial institutions with ratings below investment grade and (iv) unregistered ownership over real property, goodwill, incorporation and development expenses and other intangibles and provisioning deficiencies as determined by the Superintendency; plus (b) the supplementary capital (Tier 2 capital), which includes (i) securities issued by the financial institution and share premiums resulting therefrom as certain requirements are met and (ii) the provisions required by the Argentine Central Bank for loan losses on portfolio customers in normal situation and covered with preferred A guarantees (without exceeding 1.25% of risk-weighted assets for credit), minus certain deductible concepts.

### ***Capital Adequacy Requirements***

See -Selected Statistical Information-Regulatory Capital.

### ***Capitalization of Debt Instruments***

Through Communiqué A 5282, dated February 15, 2012, the Argentine Central Bank modified Item 8.3 Capital Contributions of Chapter VI. Minimum Capital of Financial Institutions- Section 8. Computable Equity of its LISOL rule. According to such Communiqué, capital contributions made for the purposes of all regulations related to capital, capital calculations and capital increases must be completed in cash. Subject to the prior authorization by the Superintendency, the following instruments are allowed as capital contributions: (i) securities issued by the Argentine government, (ii) debt instruments issued by the Argentine Central Bank, and (iii) a financial institution's deposits and other liabilities resulting from financial brokerage, including subordinated obligations. In the case of clauses (i) and (ii), the contributions must be recorded at market value. It is understood that an instrument has a market value when it has regular quotations in stock markets and regulated local and foreign markets. In the case of clause (iii), contributions must be recorded at market value, as defined in the previous sentence or, in the case of financial institutions that publicly offer their stock, at the price determined by the regulatory authority.

### ***Profit Distribution***

See Item 8. Financial Information-Dividend Policy and Dividends .

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### ***Legal Reserve Requirements for Liquidity Purposes***

The minimum cash requirements that banks are required to carry are established as a percentage of the balances of the different types of bank deposits and, for time deposits, the percentage varies with the remaining maturity. The deposit amount minus the minimum cash requirement is such deposits' lending capacity.

The Argentine Central Bank modifies from time to time the percentages of the minimum cash requirements depending on monetary policy considerations. Compliance with the minimum cash requirements must be accomplished with certain assets (see below), in the same currency as the deposit that triggers such requirement. Compliance with the minimum cash requirements is determined in averages, for monthly periods. Through Communiqué A 3486, dated March 22, 2002, and Communiqué A 3528, dated March 25, 2002, the Argentine Central Bank established that foreign currency denominated deposits lending capacity must only be applied to Dollar-denominated international trade financing, interbank loans and Lebac, and that any such lending capacity not applied to the aforementioned purposes will constitute a greater cash minimum requirement in Pesos, for the same amount. Subsequently, other purposes were added, allowing for the financing of activities that do not directly generate cash flows in foreign currency, such as the granting of loans to finance the importing of capital goods to be used to increase the production for the local market.

Pursuant to Communiqué A 4449, dated December 2, 2005, the Argentine Central Bank established that, effective December 2005, the minimum cash requirement in Pesos is to be applied over the monthly average of the daily balances of the obligations comprised, except for the period from December to February of the following year, for which the quarterly average was used.

At the end of fiscal year 2012, the percentages of minimum cash requirements applicable in accordance with Argentine Central Bank rules, were as follows:

#### Demand deposits:

Peso-denominated checking accounts and savings accounts: 15%.

Dollar-denominated savings accounts: 30%.

#### Time deposits (by remaining maturity):

Peso-denominated: up to 29 days: 14%; from 30 to 59 days: 11%; from 60 to 89 days: 7%; from 90 to 179 days: 2%; from 180 to 365 days: 1%; and more than 365 days: 0%.

Dollar-denominated: up to 29 days: 35%; from 30 to 59 days: 28%; from 60 to 89 days: 20%; from 90 to 179 days: 10%; from 180 to 365 days: 6%; and more than 365 days: 0%.

The assets computable for compliance with this requirement are the technical cash, which includes cash (bills and coins in vaults, in ATMs and branches, and in transportation and in armored truck companies, the balances of the Peso- and Dollar-denominated accounts at the Argentine Central Bank and that of the escrow accounts held at the Argentine Central Bank for the benefit of clearing houses.

As of December 31, 2012, Banco Galicia was in compliance with its legal reserve requirements, and has continued to be up to the date of this annual report.

### ***Lending Limits***

The total equity stake and credit, including collateral, a bank is allowed to grant to a customer at any time is based on the bank's adjusted shareholders' equity as of the last day of the immediately preceding month and on the customer's shareholders' equity.

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In accordance with the Argentine Central Bank's regulations, a commercial bank shall not lend or provide credit ( financial assistance ) in favor of, nor hold shares in the capital stock of only one unrelated customer (together with its affiliates) for amounts higher than 15% of the bank's adjusted shareholders' equity or 100% of the customer's shareholders' equity. Nevertheless, a bank may provide additional financial assistance to such customer up to a sum equivalent to 10% of the bank's adjusted shareholders' equity, if the additional financial assistance is secured by certain liquid assets, including government or private debt securities.

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The total amount of financial assistance a bank is authorized to provide to a borrower and its affiliates is also limited based on the borrower's shareholders' equity. The total amount of financial assistance granted to a borrower and its affiliates shall not be higher than, in the aggregate, 100% of such borrower's shareholders' equity, although such limit may be increased an additional 200% of the borrower's shareholders' equity if the sum does not exceed 2.5% of the bank's adjusted shareholders' equity.

Since October 1, 1995, the Argentine Central Bank has required that the granting of any kind of loans exceeding 2.5% of a bank's adjusted shareholders' equity be approved by the branch's manager, the regional manager, the senior administrative officer of the credit division, the general manager and the credit committee, if any, and it must also have the approval by the board of directors, management board or another similar board.

With regards to the assistance to non-financial public sector, Communiqué A 3911, dated March 28, 2003, established certain limits, effective as from April 1, 2003. These limits do not include the bank's current exposure as of March 31, 2003 or bonds received as compensation pursuant to Decree No 905/02 or to be received pursuant to other rules, nor the extension of amortization payments. The same treatment is given to bonds issued pursuant to the conditions established by Decree 1,735/04 (through which the debt exchange offer was made official), received as part of the Argentine debt restructuring, in exchange for preexisting eligible securities as of March 31, 2003. Global exposure to the public sector (national, provincial and municipal public sector) shall not be higher than 75% of an institution's adjusted shareholders' equity. Additionally, Section 12 of the aforementioned Communiqué establishes that, since January 2006, the average financial assistance to non-financial public sector, in the aggregate, shall not be higher than 40% of the bank's total assets as of the end of the previous month. Later, through Communiqué A 4546, this limit was reduced to 35%, to be effective as from July 1, 2007 to present.

The Argentine Central Bank also regulates the level of total financial exposure (defined as financial assistance or credit plus equity participations) of bank to a related party (defined as a bank's affiliates and related individuals). For purposes of these limits, affiliate means any entity over which a bank, directly or indirectly, has control, is controlled by, or is under common control with, or any entity over which a bank has, directly or indirectly, significant influence with respect to such entity's corporate decisions. Related individuals mean a bank's directors, senior management, syndics and such persons' direct relatives.

The Argentine Central Bank limits the level of total financial exposure that a bank can have outstanding to related parties, depending on the rating granted to each bank by the Superintendency. Banks rated 4 or 5 are forbidden to extend financial assistance to related parties. For banks ranked between 1 and 3, the financial assistance without guarantees to related parties cannot exceed, together with any equity participation held by the bank in its affiliates, 5% of such bank's RPC. The bank may increase its financing to such related parties up to an amount equal to 10% of such bank's RPC if the financial assistance is secured.

However, a bank may grant additional financial assistance to such related parties up to the following limits:

Financial institutions rated 1, 2 or 3, subject to consolidation with the lender or the borrower:

- If the affiliate is a financial institution rated 1, the amount of total financial exposure can reach 100% of a bank's RPC, and 50% for additional financial assistance.
- If the receiving affiliate financial institution is rated 2, the amount of total financial exposure can reach 20% and an additional 105% can be included.
- If the affiliate is a financial institution rated 3, the amount of total financial exposure can reach 10%, and additional financial assistance can reach 40%.

Financial institutions not subject to consolidation with the lender or the borrower: 10%

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Domestic companies with complementary services associated with brokerage of shares, financial brokerage in leasing and factoring operations, and temporary acquisition of shares in companies to facilitate their development in order to sell such shares afterwards.

- Controlling company rated 1: General assistance: 100%
- Controlling company rated 2: General assistance 10% / Additional assistance 90%

Domestic companies with complementary services related to the issuance of credit cards, debit cards or other cards:

- Controlling company rated 1: General assistance: 100% / Additional assistance 50%
- Controlling company rated 2: General assistance 20% / Additional assistance 105%



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- Controlling company rated 3: General assistance 10% / Additional assistance 40%

Domestic companies with complementary services, not subject to consolidation with the lender or the borrower : 10%

Foreign financial entities:

- Investment grade: 10%

- No Investment grade: Unsecured 5%; Secured 10%

In addition, the aggregate amount of a bank's total financial exposure to its related parties, plus non-exempt financial assistance may not exceed 20% of such bank's RPC.

Notwithstanding the limitations described above, financial assistance is also limited in order to prevent risk concentration. To that end, a bank's aggregate amount of non-exempt total financial exposure (including equity interests) independently of whether customers qualify as such bank's related parties or not, in the case in which such exposure exceeds 10% of such bank's RPC, may not exceed three times the bank's RPC excluding total financial exposure to domestic financial institutions, or five times the bank's RPC, including such exposure.

For a second floor financial institution (i.e. a financial institution which only provides financial products to other banks and not to the public) the latter limit is 10 times the bank's RPC.

Banco Galicia has historically complied with such rules.

***Loan Classification System and Loan Loss Provisions***

For a description of the Argentine Central Bank's loan classification system and the Argentine Central Bank's minimum loan loss provisions requirements, see -Selected Statistical Information-Main Argentine Central Bank's Rules on Loan Classification and Loan Loss Provisions .

***Valuation of Public Sector Assets***

Since March 1, 2011, the Argentine Central Bank amended the valuation criterion applicable to holdings of public sector debt according to the probable allocation of the assets:

- (a) Fair value: the difference between the corresponding market price of the debt instruments (market value or present value), and the net book value of the offset account; it is applicable to debt instruments included in the list of volatilities or present values published by the Argentine Central Bank.
- (b) Cost plus yield: the debt instruments not included in the list mentioned in a) above, are registered at incorporation value increased on an exponential basis according to their internal rate of return.

***Foreign Currency Position***

Through Communiqué A 4350, dated May 12, 2005, the Argentine Central Bank suspended, effective May 1, 2005, the limit on the positive Global Foreign Currency Net Position (defined as assets and liabilities from financial brokerage and securities denominated in foreign currencies) established at the lowest of 30% of a bank's RPC or a bank's liquid shareholders' equity as of the end of the previous month. Although, at that moment the Argentine Central Bank kept the limit on the negative foreign currency net position at 30% of a bank's RPC, through Communiqué A 4577, issued on September 28, 2006, and effective January 1, 2007, it established that this position should not exceed 15% of the RPC of the preceding month. Subsequently, through Communiqué A 4598, dated November 17, 2006, the Argentine Central Bank allowed, in certain cases, the limit to increase by 15%. Communiqué A 4577 also clarified that participation certificates or debt securities issued by

financial trusts and credit rights on ordinary trusts, in the corresponding proportion, should be calculated when the trust's underlying assets are denominated in foreign currency.

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### ***Deposit Insurance System***

In 1995, Law No. 24,485 and Decree No. 540/95, as amended, created a deposit insurance system for bank deposits and delegated to the Argentine Central Bank the organization and start-up of the deposit insurance system. The deposit insurance system was implemented through the creation of a fund named *Fondo de Garantía de los Depósitos* ( FGD ), which is administered by Seguros de Depósitos S.A. ( Sedesa ). The shareholders of Sedesa are the Argentine government, through the Argentine Central Bank, which holds at least one share, and a trust constituted by the financial institutions which participate in the fund. The Argentine Central Bank establishes the extent of participation by each institution in proportion to the resources contributed by each such institution to the FGD. Banks must contribute to the FGD on a monthly basis in an amount that is currently equal to 0.015% of the monthly average of daily balances of a financial institution's deposits (both Pesos and foreign currency denominated). The deposit insurance system covers all Peso and foreign currency deposits held in demand deposit accounts, savings accounts and time deposits. The Argentine Central Bank may modify, at any time, and with general scope, the amount of the mandatory deposit guarantee insurance. As from January 2011, the Argentine Central Bank decided to increase the limit of the deposit insurance to Ps.120,000.

Decree No. 1,292/96, enhanced Sedesa's functions to allow it to provide equity capital or make loans to Argentine financial institutions experiencing difficulties and to institutions that buy such financial institutions or their deposits. As a result of such decree, Sedesa has the flexibility to intervene in the restructuring of a financial institution experiencing difficulties prior to bankruptcy.

### ***Priority Rights of Depositors***

According to Section 49 (e) of the Financial Institutions Law, in the event of a judicial liquidation or the bankruptcy of a financial entity, the holders of deposits in Pesos and foreign currency benefit from a general priority right to obtain repayment of their deposits up to the amount set forth below, with priority over all other creditors, with the exception of the following: (i) credits secured by a mortgage or pledge, (ii) rediscounts and overdrafts granted to financial entities by the Argentine Central Bank, according to Section 17 subsections (b), (c) and (f) of the Argentine Central Bank Charter, (iii) credits granted by the Banking Liquidity Fund created by Decree No. 32 of December 26, 2001, secured by a mortgage and pledge and (iv) certain labor credits, including accrued interest until their total cancellation.

The holders of the following deposits are entitled to the general preferential right established by the Financial Institutions Law in the following order:

deposits of individuals or entities up to Ps.50,000 or the equivalent thereof in foreign currency, with only one person per deposit being able to use this preference. For the determination of this preference, all deposits of the same person registered by the entity shall be computed;

deposits in excess of Ps.50,000 or the equivalent thereof in foreign currency, referred to above;

liabilities originated on commercial credit lines granted to the financial entity, which are directly related with international trade.

According to the Financial Institutions Law, the preferences set forth in previous paragraphs (i) and (ii) above, are not applicable to deposits held by persons who are affiliates of the financial entity, either directly or indirectly as determined by the Argentine Central Bank.

In addition, under Section 53 of the Financial Institutions Law, the Argentine Central Bank has an absolute priority over all other creditors of the entity except as provided by the Financial Institutions Law.

### ***Financial Institutions with Economic Difficulties***

The Financial Institutions Law establishes that financial institutions, including commercial banks such as Banco Galicia, which evidence a deficiency in their cash reserves, have not complied with certain required technical standards, including minimum capital requirements, or whose solvency or liquidity is deemed to be impaired by the Argentine Central Bank must submit a restructuring plan to the Argentine Central Bank. Such restructuring plan must be presented to the Argentine Central Bank on the date specified by the Argentine Central Bank, which should not be later than 30 calendar days from the date on which the request is made by the Argentine Central Bank. In order to facilitate the implementation of a restructuring plan, the Argentine Central Bank is authorized to provide a temporary exemption from compliance with technical regulations and/or the payment of charges and fines that arise from such non-compliance.



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The Argentine Central Bank may also, in relation to a restructuring plan presented by a financial institution, require such financial institution to provide guarantees or limit the distribution of profits, and appoint a supervisor, to oversee such financial institutions' management, with the power to veto decisions taken by the financial institution's corporate authorities.

In addition, the Argentine Central Bank's charter authorizes the Superintendency, subject only to the prior approval of the president of the Argentine Central Bank, to suspend for up to 30 days, in whole or in part, the operations of a financial institution if its liquidity or solvency have been adversely affected. Notice of this decision must be given to the board of directors of the Argentine Central Bank. If at the end of such suspension period the Superintendency considers it is necessary to renew it, it can only be authorized by the board of directors of the Argentine Central Bank, for an additional period not to exceed 90 days. During the suspension period: (i) there is an automatic stay of claims, enforcement actions and precautionary measures; (ii) any commitment increasing the financial institution's liabilities is void, and (iii) acceleration of indebtedness and interest accrual is suspended.

If, in the judgment of the Argentine Central Bank, a financial institution is in a situation which, under the Financial Institutions Law, would authorize the Argentine Central Bank to revoke the financial institution's license to operate as such, the Argentine Central Bank may, prior to considering such revocation, order a variety of measures, including (1) taking steps to reduce, increase or sell the financial institution's capital; (2) revoking the approval granted to the shareholders of the financial institution to own an interest therein, giving a term for the transfer of such shares; (3) excluding and transferring assets and liabilities; (4) constituting trusts with part or all the financial institution's assets; (5) granting of temporary exemptions to comply with technical regulations and/or pay charges and fines arising from such defective compliance; or (6) appointing a bankruptcy trustee and removing statutory authorities.

Furthermore, any actions authorized, commissioned or decided by the Argentine Central Bank under Section 35 bis of the Financial Institutions Law, involving the transfer of assets and liabilities, or complementing it, or necessary to execute the restructuring of a financial institution, as well as those related to the reduction, increase and sale of equity, are not subject to any court authorization and cannot be deemed inefficient in respect of the creditors of the financial institution which was the owner of the excluded assets, even though its insolvency preceded any of such actions.

### ***Dissolution and Liquidation of Financial Institutions***

The Argentine Central Bank must be notified of any decision to dissolve a financial institution pursuant to the Financial Institutions Law. The Argentine Central Bank, in turn, must then notify a court of competent jurisdiction which will determine who will liquidate the entity (the corporate authorities or an appointed, independent liquidator). This determination is based on whether or not sufficient assurances exist regarding the ability of such corporate authorities to carry out the liquidation properly.

Pursuant to the Financial Institutions Law, the Argentine Central Bank no longer acts as liquidator of financial institutions. However, when a restructuring plan has failed or is not considered viable, local and regulatory violations exist, or substantial changes have occurred in the financial institution's condition since the original authorization was granted, the Argentine Central Bank may decide to revoke the license of the financial institution to operate as such. In this case, the law allows judicial or extrajudicial liquidation as in the case of voluntary liquidation described in the preceding paragraph.

The bankruptcy of a financial institution cannot be adjudicated until the license is revoked by the Argentine Central Bank. No creditor, with the exception of the Argentine Central Bank, may request the bankruptcy of the former financial institution before 60 days have elapsed since the revocation of its license.

### **Credit Cards Regulation**

The Credit Cards Law establishes the general framework for credit card activities. Among other regulations, this law:

sets a 3% cap on the rate a credit card company can charge merchants for processing customer card holders' transactions with such merchants, calculated as a percentage of the customers' purchases. With respect to debit cards, the cap is set at 1.5% and the amounts relating to the customers' purchases should be processed in a maximum of 3 business days;

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establishes that credit card companies must provide the Argentine Central Bank with the information on their loan portfolio that such entity requires; and

sets a cap on the interest rate a credit card company can charge a card holder, which cannot exceed by more than 25% the average interest rate charged by the issuer on personal loans and, for non-bank issuers, it cannot exceed by more than 25% the financial system's average interest rate on personal loans (published by the Argentine Central Bank).

Both the Argentine Central Bank and the National Undersecretary of Industry and Trade have issued regulations, among others, to enforce public disclosure of companies' pricing (fees and interest rates) to ensure consumer awareness of such pricing.

### **Concealment and Laundering of Assets of a Criminal Origin**

Law No. 25,246 (as amended in July 2011 by Law No. 26,683) incorporates money laundering as a crime under the Argentine Criminal Code. Additionally, with the goal of preventing money laundering, the UIF was created under the jurisdiction of the Argentine Ministry of Justice, Security and Human Rights. The main consequence of such modification is that money laundering is now classified as a separate offense.

The new legislation removes which did not participate from the previous crime figure, thus now penalizing self-laundering. Also, it eliminates the need for the goods to originate from a crime, as it is now sufficient that goods emanate from a criminal offense.

The new standard falls under Article 303 of the Argentine Penal Code in the chapter titled Crimes against economic and financial order.

The minimum and maximum of the criminal scale will be doubled when (i) the foregoing acts were crimes that are particularly serious, meaning those crimes with a punishment that is greater than three years of imprisonment; (ii) the perpetrator committed the crime for profit; and (iii) the perpetrator regularly performs concealment activities. The criminal scale will only be increased once, even when more than one of the above-mentioned acts occurs. In such a case the court may take into consideration the multiple acts when individualizing the punishment.

In addition, the regulations establish that: (i) within the framework of a review of reported suspicious activity, the person that is required by the UIF to provide information may not withhold it claiming such information is a banking, stock market or professional secret nor because it is legally or contractually confidential; (ii) if after having completed its analysis of the reported activity, the UIF has found sufficient elements to suspect that the activity is a money laundering operation pursuant to the law, then the UIF shall notify the Public Ministry in order to determine if a criminal prosecution should begin; and (iii) those persons who have acted for their spouse, any relative that is related by blood up to the fourth degree or by marriage up to the second degree or a close friend or a person to whom they owe special gratitude, shall be exempted from criminal responsibility.

Notwithstanding the foregoing, pursuant to the Argentine Criminal Code, the exemption shall not be effective in the following cases: (i) with respect to a person who secures or helps the perpetrator of or a participant in a crime to secure the product or profit of the crime; (ii) with respect to a perpetrator that committed the crime for profit; (iii) with respect to a perpetrator that regularly performs concealment activities; or (iv) with respect to a person that converts, transfers, administers, sells, encumbers or uses money or any other asset derived from any crime in which he was not involved, with the possible result of giving those original or secondary assets the appearance of having a legal origin and as long as their value is greater than Ps.50,000, whether through a single act or through a series of related events.

The law lists the parties that are obligated to report to the UIF; which include, among others: financial institutions, agents and stock companies, insurance companies, notary publics and those registered professionals

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whose activities are governed by the *Consejo de Profesionales de Ciencias Económica* (Economic Sciences Professional Council), companies that receive donations or capital contribution for over Ps.50.000 and companies that organize and regulate professional sport events.

Banco Galicia formed the Committee for the Control and Prevention of Money Laundering, the name of which was changed in 2005 to the Committee for the Control and Prevention of Money Laundering and Funding of Terrorist Activities, which is responsible for establishing and maintaining the general guidelines for Banco Galicia's strategy to control and prevent money laundering and the financing of terrorism. For more information, see Item 6. Directors, Senior Management and Employees-Functions of the Board of Directors of Banco Galicia. In addition, a unit specializing in this area was created, the Anti-Money Laundering Unit, which is responsible for the execution of the policies passed by the committee and for the monitoring of control systems and procedures in order to ensure that they are adequate. CFA also has a Committee for the Control and Prevention of Money Laundering.

The guide for unusual or suspicious transactions within the scope of the financial and foreign exchange system (passed by Resolution No. 121/2011 of the UIF) establishes the obligation to report, among others, the following investment related transactions: (i) investments related to purchases of government or corporate securities given in custody to the financial institution if such securities' value appears to be inappropriate due to the type of business of the client; (ii) deposits or back to back loan transactions with branches, subsidiaries or affiliates of the bank in places known to be tax havens or countries or territories considered by the Financial Action Task Force as non-cooperative, (iii) client requests for investment management services (whether in foreign currency, shares or trusts) where the source of the funds is not clear or is not consistent with its business; (iv) significant and unusual movements in custodial accounts; (v) frequent use by infrequent clients of special investment accounts whose owner is the financial entity; and (vi) regular securities transactions, through purchases and sales on the same day and for identical volumes and nominal values, taking advantage of quotation differences, when such transactions are not consistent with the client's profile and regular activity. Such reporting obligation generally consists of performing due diligence in order to get to know the client and to understand the corresponding transaction and also, if applicable, to report any irregular or suspicious activity to the UIF, pursuant to the terms and conditions established by the regulation applicable to such obligated party.

Law No. 26,734 enacted on December 22, 2011, incorporated terrorism financing and the financing of terrorism as an aggravating circumstance to all criminal conduct in the Argentine Criminal Code.

Such law punishes any individual who either directly or indirectly collects or provides goods or money with the intention of being used, or knowing that they will be used, in whole or in part (i) to finance committing a crime with the purpose established in Section 41.5, (ii) for an organization who commits or attempts to commit crimes with the purpose established in Section 41.5 and (iii) for a person who commits or attempts to commit or participates in any way with committing crimes with the purpose established in Section 41.5.

The new legislation also punishes terrorism as an aggravating factor in other punishable crimes when any such offense was committed in order to terrorize the population.

### **Item 4.A. Unresolved Staff Comments**

None.

### **Item 5. Operating and Financial Review and Prospects**

#### **Item 5.A. Operating Results**

The following discussion and analysis is intended to help you understand and assess the significant changes and trends in our historical results of operations and the factors affecting our resources. You should read this section in conjunction with our audited consolidated financial statements and their related notes included elsewhere in this annual report.

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### **Overview**

In the last three years, in order to increase our recurrent earnings generation capacity, we have undertaken to expand the volume of our business with the private sector.

We have increased our customer base and our fee based and financial intermediation activities with the private sector, strengthening our position as a leading domestic private-sector financial institution. In addition, our total deposits and loan origination increased, both at the level of Banco Galicia and at the level of the Regional Credit Card Companies, and since June 2010 also at the level of CFA.

We have increased our regulatory capital through the purchase of CFA and through internal origination. The increase in our overall level of activity, which led to the above-mentioned increase in the volume of our fee based business and financial intermediation with the private sector, has had a positive impact on our net financial income and on our net income from services. Loan loss provisions increased due to the deterioration of individuals' loan portfolios, due to the incorporation of CFA's loan portfolio since June 2010 and also due to the worsening of the economic condition.

During this period, we expanded our distribution network, with a related increase in personnel and a greater use of resources in general, as well as expenses for advertising and publicity. In addition, the administrative expenses reflect an inflationary environment and the adjustment of salaries that has taken place.

In spite of the slowdown in the Argentine economy during 2012, Banco Galicia managed to expand its business with the private sector and to improve its income generation, while strengthening its financial condition, the coverage of its credit risks in a scenario of deterioration of asset quality.

In summary, in recent years, our operating profitability was positively impacted by the growth of our business with the private sector, both the financial intermediation and fee-based businesses, in a still low credit risk environment, but within a context of growing inflation. The current fiscal year will be more challenging as the world economy is still weak and there exist certain domestic problems such as a growing fiscal deficit and high levels of inflation, which could negatively impact the Argentine economy.

### **The Argentine Economy**

While a high degree of uncertainty affected international markets during the first half of 2012, particularly with respect to a possible exit of Greece from the European Union and the persistence of fiscal and economic problems throughout Europe, the actions carried out by central banks worldwide, particularly during the second half of the year, managed to reverse the negative market trends and reduce the previous levels of increased volatility.

Specifically, the European Central Bank stated it was willing and able to redeem the sovereign debt of troubled countries in the European Union. In September 2012, the U.S. Federal Reserve initiated its third attempt to stimulate growth pursuant to a non-traditional monetary stimulus, which, in turn, increased investors' appetite for risk. As a result, several main stock exchanges demonstrated strong recovery during the second half of 2012, while commodities demonstrated a positive trend and a general emerging reduction of risk was noted.

In connection with the high levels of volatility, the developed economies remained stagnant, particularly in Europe, while emerging economies generally demonstrated a slowdown in their rate of expansion. Specifically, the Brazilian economy, which significantly impacts Argentina's economy, demonstrated a significant slowdown, growing by 1% in 2012, as compared to 2.7% in 2011 and 7.5% in 2010.

As a result, the prices of Argentina's major exports began to recover by mid-2012, driven not only by a weak dollar and a better market environment, but also by reduced crop yields in the U.S. As such, Argentina's major exports experienced an average overall increase of 8.8%, according to the Commodity Index, with a drop of 1.8% in the first half of 2012 that was offset by a recovery of 20.1% in the second half of 2012. Financial assets were subject to volatility in the international markets and to additional uncertainty caused by increased regulations in the foreign exchange market, amendments to the Capital Market Law, the YPF nationalization and the various statuses of the legal proceedings (still unresolved) between the holders of defaulted debt and Argentina.



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It is estimated that activity decreased by 0.3% in 2012, which implied a significant decline as compared to the 5.8% growth noted in 2011. This decrease took place primarily during the second half of 2012, when there was a 2.7% drop with respect to the prior quarter, as compared to an average growth of 1.0% for the remaining 2012 quarters.

With respect to supply, the financial intermediation sector showed the best performance, with a 17.4% annual increase, followed by electricity, gas and water (+3.0%). On the other hand, the manufacturing industry showed a decrease higher than the general average, falling by 1.9% due to the slowdown of the domestic economy and the Brazilian economy (the most important purchaser in some sectors, such as the automotive sector). The drop of this activity was only beaten by construction (-2.2%) and the agricultural sector (-6.4%). The latter suffered the strong crop reduction of around 20%, as a result of the drought in the 2011/2012 time period.

The Industrial Production Index prepared by *Fundación de Investigaciones Económicas Latinoamericanas (FIEL)* posted a 1.7% annual accumulated decrease in 2012. The sectors that decreased the most were the iron and steel industry, with a total decrease of 8.5% and the automotive sector, with a decrease of 8.4%, whereas fuel was the sector that increased the most during this period (+3.0%).

The unemployment rate increased from 6.7% of the economically active population for the fourth quarter of 2011 to 6.9% for the same quarter of 2012, thus reflecting the impact of the economic activity level on the labor market.

In the monetary area, the main monetary aggregates increased during the 2012 fiscal year, above the overall nominal economic growth. By the end of the 2012 fiscal year, the monetary base of the Argentine government recorded a 39.0% annual expansion. The Ps.84,430 million growth was mainly due to an increase in financing provided to the National Treasury and the intervention in the foreign exchange market, which amounted to Ps.47,495 million and Ps.41,086 million, respectively. In fiscal year 2012, Lebac and Nobac transactions led to a decrease of Ps.3,300 million through the issuance of such instruments. This trend was as well reflected in the performance of the private-sector M2 (money in circulation and deposits in savings and checking accounts that belong to the private sector), which grew 37.2% as compared to 2011. On the other hand, total M2 (including deposits from public sector) grew 40.1% as compared to 28.9% in 2011.

Interest rates decreased in the beginning of 2012 as a result of the restrictions on access to the foreign exchange market, which gave rise to increased liquidity in the financial system. During the second half of 2012, however, such liquidity began to decrease, with the resumption of credit growth causing interest rates to increase moderately.

The reference exchange rate established by the Argentine Central Bank increased from Ps.4.303 to Ps.4.917 per Dollar between December 30, 2011 and December 31, 2012 (equivalent to a 14.3% depreciation); while the average exchange rate increased from Ps.4.131 per Dollar in 2011 to Ps.4.550 per Dollar in 2012.

The inflation rate recorded for 2012 was 10.8%, as measured by the CPI published by INDEC, which is higher than the 9.5% inflation rate recorded in 2011. In turn, the WPI increased 13.1%. According to private estimates, consumer prices increased approximately 24.0% during 2012.

In the fiscal area, tax revenues as of November 30, 2012, including social security grew 26.4% as compared to a 30.0% increase in the same period of 2011. This decreased expansion was a result of the overall decrease in economic activity, as well as the lower contributions received from taxes on exports. On the other hand, primary expenditures (with information as of November) increased by 29.0% on an annual basis in 2012 and slowed down clearly as from the second quarter of the year, demonstrating a 23.8% year over year growth between July and October 2012. Therefore, as of November 30, 2012, the Argentine public sector achieved a primary surplus of Ps.6,672 million, equivalent to 0.3% of the GDP, showing a decline against the 0.7% recorded in the same period of 2011. After interest payment for Ps.29,087 million, the financial deficit amounted to Ps.22,415 million, equivalent to 1.0% of GDP.

According to the Bank's estimates and based on preliminary year end information, the balance of payments on current account is projected to reach a surplus amounting to US\$2,100 million in 2012. In terms of GDP, this would amount to a significant improvement from a 0.05% deficit in 2011 to a 0.43% surplus in 2012. The balance of trade posted a US\$12,690 million surplus over the year, above the US\$2,675 million posted in 2011.

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Exports decreased by 3%, as compared to 2011, due to a 5% drop in year over year export volumes, partially mitigated by a 2% rise in prices. This decline in the amount exported represents a strong slowdown, as compared to the 6% increase noted in 2011 and the 18% noted in 2010. Such decline is largely a result of lower crop yields, mainly of soy, due to the drought and the slowdown of the Brazilian economy, which affected industrial goods. Although declines were noted in the exported value of all industries, commodities performed the best because they were the only industry where the amounts exported (+1%) increased. However, the 5% drop in prices implied a 3% decrease in the exported value of such products.

On the other hand, imports decreased by 7% in 2012, as a result of a decline in the volume of goods imported, as compared to the 31% increase in imports in 2011. Imports of intermediate goods represented 29% and decreased by 8% as compared to 2011, followed, in order of importance, by capital goods, which represented 18% and decreased by 13% as compared to 2011.

The non-financial private sector's capital account (as per estimates made by the single free exchange market) posted a net foreign currency outflow of US\$1,281 million during the first nine months of 2012, demonstrating a strong recovery against the US\$6,697 million outflow in the first nine months of 2011. As of December 31, 2012, the Argentine Central Bank's international reserves amounted to US\$43,290 million, US\$3,086 million lower than those as of December 31, 2011.

### **The Argentine Financial System**

Financial intermediation continued to develop strongly in 2012. The loans-to-private-sector to GDP ratio, an indicator of the financial system depth, increased from 15.6% in 2011 to 16.6% in 2012.

Total loans to the private sector in the financial system grew 30.8% in 2012, reaching Ps.375,225 million. The category of loans that experienced the most growth were consumer credit lines, comprised of loans through credit cards and personal loans, which increased 33.7% as compared to 2011, reaching Ps.136,791 million as of December 31, 2012. Short-term commercial loans, which include overdrafts and promissory notes, grew 23.5% as compared to 2011, amounting to Ps.111,017 million as of December 31, 2012. Loans secured by a pledge increased 35.5% as compared to 2011, amounting to Ps.22,694 million as of December 31, 2012, whereas mortgage loans increased 28.1% as compared to 2011, amounting to Ps.36,157 million as of December 31, 2012. In turn, loans to the public sector accounted for 9.7% of total assets as of December 2012, decreasing 1 percentage point ( p.p ). year over year.

The financial system's total deposits increased 28.7% as compared to 2011, amounting to Ps.588,310 million as of December 31, 2012. Deposits from the non-financial private sector increased 30.3% as compared to 2011, amounting to Ps.422,455 million as of December 31, 2012, whereas deposits from the public sector amounted to Ps.162,604 million as of December 31, 2012, representing a 25.4% increase as compared to 2011. Within deposits from the private sector, transactional deposits grew 26.4% as compared to 2011, reaching Ps.219,245 million as of December 31, 2012, while time deposits increased 35.9% as compared to 2011, amounting to Ps.187,539 million as of December 31, 2012.

The average interest rate paid by private banks in December 2012 for deposits up to 59 days was 14.95%, decreasing 239 b.p. as compared to December 2011. This large variation was a result of the high interest rate in in the last two months of 2011. On an annual basis, interest rates showed an overall increase in 2012 as compared to 2011 of 124 b.p.

The evolution described above correlated to lending rates. In December 2012, the rate applicable to overdrafts was 21.79%, 499 b.p. lower than the rate recorded in December 2011; however, the annual average rose to 21.72% (+144 b.p.). Similarly, the promissory notes rate decreased by 315 b.p. as of December 2012, reaching 18.95% and amounting to an 18.81% average during the year (+222 b.p.).

With respect to liquidity, liquidity levels of financial institutions increased in relation to total deposits; such rate rose from an average of 24.7% in December 2011 to 26.9% in December 2012.

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The Argentine financial system's net worth increased by Ps.20,783 million in 2012, which represents a 29.6% improvement over 2011. The Argentine financial system's profitability was equivalent to 2.9% of total assets, while return on shareholders' equity was 25.8%, 0.5 p.p. higher than the level recorded the previous year. Income from interest and services amounted to 5.7% and 4.2% of total assets, respectively. In turn, administrative expenses increased from 6.7% to 7.0% of total assets, while provisions for loan losses increased from 0.7% to 0.9% of total assets, thus reflecting the slowdown of the Argentine economy. In line with this, the non-accrual loan portfolio to the non-financial private sector increased from 1.4% in December 2011 to 1.7% in the same month of 2012. Within the framework of prudent policies, the coverage of the private-sector non-accrual loan portfolio with allowances increased recently, reaching historically high levels, such as 172% in November 2011. In 2012, financial institutions reduced their coverage, which stood at 141% at the end of December.

As of December 31, 2012, there were 81 financial institutions in operation in Argentina, including banks and non-banking institutions. Out of these 81, 65 were banks, 53 of which were private-sector banks (concentrating 53.3% of total deposits in the financial system). Of these 53, 33 were domestic banks, one of which was a cooperative bank (which represented 26.8% of total deposits, similar when compared to the end of 2011) and 20 were foreign-owned banks (which represented 26.5% of total deposits, 1.6% lower when compared to the end of 2011). There were 12 government-owned banks as of December 31, 2012 (which represented 46.3% of total deposits), and 16 non-banking financial institutions, with only a 0.4% share of total deposits.

The concentration of the financial system, measured by the deposit-market share of the ten leading banks, reached 77.7% as of December 31, 2012. This percentage was similar to the one recorded by the end of 2011.

Based on information as of December 2012, the Argentine financial system's banks employed a total of 104,375 people (63.5% of which were employed by the private sector), representing a 1.6% increase throughout 2012.

### **The Argentine Insurance Industry**

The insurance industry continued to grow in 2012. Production amounted to Ps.68,300 million, 29.7% higher than the level recorded for 2011. Out of the total insurance production, 80% related to property insurance, 18% related to life and personal insurance and 2% related to retirement insurance. Within the 80% corresponding to property insurance, the automotive insurance segment comprised the most significant portion with 44% of property insurance, followed by the workers' compensation segment with 32%.

Within the life insurance business, the group life insurance represented 66% of the segment, followed by individual life insurance, representing 15%, and personal accident insurance, representing 14%.

### **Inflation**

Historically, inflation in Argentina has played a significant role in influencing, often negatively, the economic conditions in Argentina and, in turn, the operations and financial results of companies operating in Argentina, such as Grupo Financiero Galicia.

The chart below presents a comparison of inflation rates published by INDEC, measured by the WPI and the CPI, for the fiscal years 2012, 2011 and 2010. In addition, the chart below presents the evolution of the CER index, published by the Argentine Central Bank, used to adjust the principal of certain of our assets and liabilities, for the periods indicated.

<i>(in percentages)</i>	<b>For the 12-month period ended December 31,</b>		
	<b>2012</b>	<b>2011</b>	<b>2010</b>
Price Indices <sup>(1) (2)</sup>			
WPI	13.13	12.67	14.56
CPI	10.84	9.51	10.92
Adjustment Indices			
CER	10.55	9.54	11.04

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- (1) Data for December of each year as compared to December of the immediately preceding year. Source: INDEC/the Argentine Central Bank.
- (2) The accuracy of the measurements of INDEC is in doubt, and the actual CPI and WPI could be substantially higher than those indicated by INDEC. For example, according to private sector estimates, the CPI approximately increased by 23% (rather than 10.9%) in 2010, 21% (rather than 9.5%) in 2011 and 24% (rather than 10.8%) in 2012.

In the first three months of 2013, the WPI increased 3.05% and the CPI increased 2.37%. Over the same period, the CER increased 2.78%.

**Currency Composition of Our Balance Sheet**

The following table sets forth our assets and liabilities denominated in foreign currency, in Pesos and adjustable by the CER, at the dates indicated.

	2012	As of December 31, 2011	2010
	<i>(In millions of Pesos)</i>		
<b>Assets</b>			
In Pesos, Unadjusted	55,493.8	42,860.0	28,319.4
In Pesos, Adjusted by the CER	717.0	579.3	610.8
In Foreign Currency <sup>(1)</sup>	7,247.4	7,753.7	6,777.9
<b>Total Assets</b>	<b>63,458.2</b>	<b>51,193.0</b>	<b>35,708.1</b>
<b>Liabilities and Shareholders Equity</b>			
In Pesos, Unadjusted, Including Shareholders Equity	55,081.5	39,973.7	28,059.5
In Pesos, Adjusted by the CER	8.2	8.8	13.6
In Foreign Currency <sup>(1)</sup>	8,368.5	11,210.5	7,635.0
<b>Total Liabilities and Shareholders Equity</b>	<b>63,458.2</b>	<b>51,193.0</b>	<b>35,708.1</b>

- (1) If adjusted to reflect forward sales and purchases of foreign exchange made by Grupo Financiero Galicia and recorded off-balance sheet, assets amounted to Ps.10,988.5 million and liabilities to Ps.10,139.9 million.

Funding of our long position in CER-adjusted assets through Peso-denominated liabilities bearing a market interest rate (and no principal adjustment linked to inflation) exposes us to differential fluctuations in the inflation rate and in market interest rates, with a significant increase in market interest rates vis-à-vis the inflation rate (which is reflected in the CER variation) having a negative impact on our net financial income.

Two other currencies have been defined apart from the Argentine Peso: assets and liabilities adjusted by CER and foreign currency. Banco Galicia's policy in force establishes limits in terms of maximum net asset positions (assets denominated in a currency which are higher than the liabilities denominated in such currency) and net liability positions (assets denominated in a currency which are lower than the liabilities denominated in such currency) for mismatches in Pesos adjusted by CER and in foreign currency, as a proportion of Banco Galicia's RPC, on a consolidated basis.

An adequate balance between assets and liabilities denominated in foreign currency characterizes management strategy for this risk factor, in which management seeks to achieve full coverage of long-term asset-liability mismatches and allows a short-term mismatch management margin that contributes to the possibility of improving certain market situations. Short- and long-term goals are attained by appropriately managing assets and liabilities and by using the financial products available in our market, particularly dollar futures both in institutionalized markets (MAE and ROFEX) and in forward transactions performed with customers.

Transactions in foreign currency futures (Dollar futures) are subject to limits that take into consideration the particular characteristics of each trading environment.



**Table of Contents****Results of Operations for the Fiscal Years Ended December 31, 2012, December 31, 2011 and December 31, 2010**

We discuss below our results of operations for the fiscal year ended December 31, 2012 as compared with our results of operations for the fiscal year ended December 31, 2011, and our results of operations for the fiscal year ended December 31, 2011 as compared with our results of operations for the fiscal year ended December 31, 2010.

**Net Income/Loss**

	Fiscal Year Ended			Change	
	2012	December 31, 2011	2010	2012/2011	2011/2010
<i>(in millions of Pesos, except percentages)</i>					
<b>Consolidated Income Statement</b>					
Financial Income	9,129.0	6,017.7	3,614.9	3,111.3	2,402.8
Financial Expenses	3,940.6	2,274.2	1,412.7	1,666.4	861.5
Net financial Income	5,188.4	3,743.5	2,202.2	1,444.9	1,541.3
Provision for Losses on Loans and Other Receivables	1,347.3	843.4	551.5	503.9	291.9
Net income from Services	3,200.0	2,451.7	1,781.9	748.3	669.8
Income from Insurance Activities	651.9	457.4	255.6	194.5	201.8
Administrative Expenses	5,773.6	4,205.2	2,845.3	1,568.4	1,359.9
Minority Interest	(186.4)	(171.0)	(104.3)	(15.4)	(66.7)
Income / (Loss) from Equity Investments	117.4	132.7	62.1	(15.3)	70.6
Miscellaneous Income / (Loss), Net	275.1	295.1	(133.6)	(20.0)	428.7
Income Tax	(789.3)	(753.9)	(258.2)	(35.4)	(495.7)
<b>Net income / (Loss)</b>	<b>1,336.2</b>	<b>1,106.9</b>	<b>408.9</b>	<b>229.3</b>	<b>698.0</b>
Return on Average Assets <sup>(1)</sup>	2.8	3.1	1.8	(0.3)	1.3
Return on Average Shareholders' Equity	32.1	37.4	18.6	(5.3)	18.8

(1) For the calculation of the return on average assets, profits or losses corresponding to minority interests are excluded from net income. Net income for the fiscal year ended December 31, 2012 was Ps.1,336.2 million, as compared to Ps.1,106.9 million for the fiscal year ended December 31, 2011 and Ps.408.9 million for the fiscal year ended December 31, 2010.

Net earnings per share for the fiscal year ended December 31, 2012 were Ps.1.076, as compared to Ps.0.892 for the fiscal year ended December 31, 2011 and Ps.0.329 for the fiscal year ended December 31, 2010. The return on average assets and the return on average shareholders' equity for the fiscal year ended December 31, 2012 were 2.76% and 32.12%, respectively, as compared to 3.07% and 37.39%, respectively, for the fiscal year ended December 31, 2011 and to 1.76% and 18.63%, respectively, for fiscal year 2010.

**Fiscal Year 2012 Compared to Fiscal Year 2011**

Net income for the fiscal year ended December 31, 2012 was Ps.1,336.2 million, as compared to Ps.1,106.9 million for the fiscal year ended December 31, 2011, representing a Ps.229.3 million increase, or 20.7%. Such increase was primarily attributable to:

a Ps.3,111.3 million increase in financial income, from Ps.6,017.7 million to Ps.9,129.0 million,

a Ps.748.3 million increase in net income from services, from Ps.2,451.7 million to Ps.3,200.0 million, and

a Ps.194.5 million increase in income from insurance activities, from Ps.457.4 million to Ps.651.9 million.  
Such changes were partially offset by:

a Ps.1,666.4 million increase in financial expenses, from Ps.2,274.2 million to Ps.3,940.6 million,

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a Ps.503.9 million increase in provision for loan losses and other receivables, from Ps.843.4 million to Ps.1,347.3 million, and

a Ps.1,568.4 million increase in administrative expenses from Ps.4,205.2 million to Ps.5,773.6 million.

The increase in income as compared to fiscal year 2011 was the result of a significant increase in the volume of financial intermediation with the private sector, which led to an increase in net operating income (net financial income plus net income from services) which more than offset the increases recorded in administrative expenses and in provisions for loan losses.

*Fiscal Year 2011 Compared to Fiscal Year 2010*

Net income for the fiscal year ended December 31, 2011 was Ps.1,106.9 million, as compared to Ps.408.9 million for the fiscal year ended December 31, 2010, representing a Ps.698.0 million or 170.7% increase. Such increase was primarily attributable to:

a Ps.2,402.8 million increase in financial income, from Ps.3,614.9 million to Ps.6,017.7 million,

a Ps.669.8 million increase in net income from services, from Ps.1,781.9 million to Ps.2,451.7 million,

a Ps.201.8 million increase in income from insurance activities, from Ps.255.6 million to Ps.457.4 million,

a Ps.70.6 million increase in income from equity investments, from Ps.62.1 million to Ps.132.7 million, and

a Ps.428.7 million increase in miscellaneous income net, from a Ps.133.6 million net loss to a Ps.295.1 million net profit.

Such changes were partially offset by:

a Ps.861.5 million increase in financial expenses, from Ps.1,412.7 million to Ps.2,274.2 million,

a Ps.291.9 million increase in provision for loan losses and other receivables, from Ps.551.5 million to Ps.843.4 million,

a Ps.1,359.9 million increase in administrative expenses from Ps.2,845.3 million to Ps.4,205.2 million, and

an increase in income tax of Ps.495.7 million, from Ps.258.2 million to Ps.753.9 million.

The increase in income as compared to fiscal year 2010 was the result of a significant increase in the volume of financial intermediation with the private sector, coupled with an improved efficiency ratio, as a consequence of higher growth in net operating income than in administrative expenses. In addition, net income for fiscal year 2011 included Ps.247.5 million (net of consolidation and elimination adjustments) corresponding to CFA's income, as well as Ps.118.7 million for the amortization of the negative goodwill from the acquisition of such company. For the same reason, fiscal year 2010, recorded profits for Ps.89.4 million and Ps.51.7 million, respectively, since CFA's income was included into Banco Galicia's balance sheet as from the third quarter of 2010.

***Financial Income***

Our financial income was composed of the following:



	Fiscal Year Ended December 31,		
	2012	2011	2010
	<i>(in millions of Pesos)</i>		
Income on Loans and Other Receivables Resulting from Financial Brokerage and Premiums Earned on Reverse Repurchases	8,010.0	5,160.2	3,061.3
Income from Government and Corporate Securities, Net	961.7	753.0	407.9
CER Adjustment	0.9	2.0	5.3
Other <sup>(1)</sup>	156.4	102.5	140.4
<b>Total</b>	<b>9,129.0</b>	<b>6,017.7</b>	<b>3,614.9</b>

(1) Reflects income from receivables from financial leases, differences in the quotation of gold and foreign currency, as well as premiums on forward sales of foreign currency and CER adjustment.

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The following table shows our yields on interest-earning assets and cost of funds:

	2012		As of December 31, 2011		2010	
	Average Balance	Rate	Average Balance	Rate	Average Balance	Rate
	<i>(in millions of Pesos, except rates)</i>					
<b>Interest-Earning Assets</b>	<b>42,836.6</b>	<b>21.31</b>	<b>31,941.3</b>	<b>19.05</b>	<b>21,983.3</b>	<b>16.35</b>
Government Securities	5,248.1	13.28	3,785.9	17.25	3,344.1	11.56
Loans	35,196.9	22.85	26,218.7	19.91	16,800.8	18.56
Other	2,391.6	16.17	1,936.7	10.97	1,838.4	4.85
<b>Interest-Bearing Liabilities</b>	<b>30,922.0</b>	<b>9.93</b>	<b>23,328.9</b>	<b>7.92</b>	<b>16,662.5</b>	<b>6.56</b>
Checking Accounts	1.5		3.3		508.1	1.08
Savings Accounts	6,669.2	0.16	5,825.7	0.18	4,016.2	0.19
Time Deposits	16,710.5	13.38	11,970.2	10.84	8,554.3	8.81
Debt Securities	4,750.7	11.51	3,390.8	10.42	2,276.1	10.04
Other Interest-bearing Liabilities	2,790.1	9.90	2,138.9	8.75	1,307.8	7.50
<b>Spread and Net Yield</b>						
Interest Spread, Nominal Basis <sup>(1)</sup>		11.38		11.13		9.79
Net Yield on Interest-earning Assets <sup>(2)</sup>		14.14		13.27		11.38
Financial Margin <sup>(3)</sup>		12.11		11.72		10.02

(1) Reflects the difference between the average nominal interest rate on interest-earning assets and the average nominal interest rate on interest-bearing liabilities. Interest rates include the CER adjustment.

(2) Net interest earned divided by average interest-earning assets. Interest rates include the CER adjustment.

(3) Represents net financial income, divided by average interest-earning assets.

Fiscal Year 2012 Compared to Fiscal Year 2011

Financial income for the fiscal year ended December 31, 2012 was Ps.9,129.0 million, as compared to Ps.6,017.7 million for the fiscal year ended December 31, 2011, representing a 51.7% increase. Such increase was the result of a higher average volume of interest-earning assets, together with a higher average yield.

The average yield on interest-earning assets for the fiscal year ended December 31, 2012 was 21.31%, as compared to 19.05% for the fiscal year ended December 31, 2011, a 226 b.p. increase primarily as a result of a high average interest rate earned on loans, offset by a lower average yield on government securities.

The average of interest-earning assets for the fiscal year ended December 31, 2012 was Ps.42,836.6 million as compared to Ps.31,941.3 million for the fiscal year ended December 31, 2011, representing a 34.1% increase, which was primarily attributable to the 34.2% increase in the size of the average loan portfolio.

According to Argentine Central Bank information, as of December 31, 2012, Banco Galicia's estimated market share of loans to the private sector, excluding loans granted by the Regional Credit Card Companies, was 9.05%, as compared to 8.63% as of December 31, 2011, a 42 b.p. increase.

The average interest rate on total loans was 22.85% for the fiscal year ended December 31, 2012, as compared to 19.91% for the fiscal year ended December 31, 2011, representing an increase of 294 b.p. Such increase was primarily attributable to a 204 b.p. increase in the average interest rate earned on Peso-denominated loans to the private sector, which was 24.87% for fiscal year ended December 31, 2012, as compared

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to 22.83% for the fiscal year ended December 31, 2011. The average interest rate earned on foreign currency denominated loans to the private sector for the fiscal year ended December 31, 2012 was 5.39%, as compared to 3.73% for the fiscal year ended December 31, 2011, representing a 167 b.p. increase. The average position in government securities for the fiscal year ended December 31, 2012 was Ps.5,248.1 million, as compared to Ps.3,785.9 million for the fiscal year ended December 31, 2011, representing an increase of 38.6%. This was primarily attributable to a Ps.1,372.6 million increase in the average position on Peso-denominated government bonds, due to an increase in the average position of securities issued by the Argentine Central Bank (Lebac and Nobac). The average position in Dollar-denominated government bonds recorded an increase of Ps.89.6 million during the fiscal year ended December 31, 2012.

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The average yield on government securities for the fiscal year ended December 31, 2012 was 13.28%, as compared to 17.25% for the fiscal year ended December 31, 2011, a 397 b.p. decrease. The average interest rate on government securities denominated in Pesos for the fiscal year ended December 31, 2012 was 13.48%, as compared to 17.26% for the fiscal year ended December 31, 2011, a 378 b.p. decrease, mainly due to the lower average rate accrued on Lebac and Nobac, as well as on Bonar 2015 Bonds.

The average Other Interest-Earning Assets for the fiscal year ended December 31, 2012 was Ps.2,391.6 million, as compared to Ps.1,936.7 million for the fiscal year ended December 31, 2011, representing an increase of Ps.454.9 million, or 23.5%, mainly attributable to the higher average balance of reverse repurchase agreement transactions. The average rate on Other Interest-Earning Assets for the fiscal year ended December 31, 2012 was 16.17%, as compared to 10.97% for the fiscal year ended December 31, 2011, a 520 b.p. increase. Such increase was attributable to the variation in the average rate of other Peso-denominated assets as such rate increased to 16.92% for the fiscal year ended December 31, 2012 from 12.37% for the fiscal year ended December 31, 2011, predominantly as a result of financial trust transactions. The foreign currency average rate increased to 2.76% from 1.93% for the same periods.

The following table indicates our market share in the segments listed below:

<i>(in percentages)</i>	<b>Fiscal Year Ended December 31,</b>		
	<b>2012</b>	<b>2011</b>	<b>2010</b>
Total Deposits	6.77	6.62	5.94
Private-Sector Deposits			
Total	9.12	8.78	8.35
Deposits in Checking and Savings Accounts and Time Deposits	9.40	9.06	8.60
Total Loans	8.20	7.77	7.98
Private-Sector Loans	9.05	8.63	8.99

*Exclusively Banco Galicia within the Argentine market, based on daily information on deposits and loans prepared by the Argentine Central Bank. End-of-month balances are used. Deposits and loans include only principal. The Regional Credit Card Companies data is not included.*

*Fiscal Year 2011 Compared to Fiscal Year 2010*

Financial income for the fiscal year ended December 31, 2011 was Ps.6,017.7 million, as compared to Ps.3,614.9 million for the fiscal year ended December 31, 2010, a 66.5% increase. Such increase was the result of a higher average volume of interest-earning assets, together with a higher average yield.

The average yield on interest-earning assets for the fiscal year ended December 31, 2011 was 19.05%, as compared to 16.35% for the fiscal year ended December 31, 2010, a 270 b.p. increase as a result of a high average rate of all its components.

The average of interest-earning assets for the fiscal year ended December 31, 2011 was Ps.31,941.3 million as compared to Ps.21,983.3 million for the fiscal year ended December 31, 2010, a 45.3% increase, which was primarily attributable to the 56.1% increase in the average loan portfolio.

As of December 31, 2011, Banco Galicia's estimated market share of loans to the private sector, excluding loans granted by the Regional Credit Card Companies, was 8.64% as of December 31, 2011, as compared to 8.99% as of December 31, 2010, a 35 b.p. decrease.

The average interest rate on total loans, including the CER adjustment, was 19.91% for the fiscal year ended December 31, 2011, as compared to 18.56% for the fiscal year ended December 31, 2010, an increase of 135 b.p. Such increase was primarily attributable to a 167 b.p. increase in the average interest rate on Peso-denominated loans to the private sector, which was 22.83% for fiscal year ended December 31, 2011, as compared to 21.16% for the fiscal year ended December 31, 2010, a 167 b.p. increase, while the average interest rate on foreign currency denominated loans to the private sector for the fiscal year ended December 31, 2011 was 3.73%, as compared to 4.45% for the fiscal year ended December 31, 2010, a 72 b.p. decrease. The average position in government securities for the fiscal year ended December 31, 2011 was Ps.3,785.9 million, as compared to Ps.3,344.1 million for



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the fiscal year ended December 31, 2010, an increase of 13.2%. This was primarily attributable to a Ps.1,010.9 million increase in the average position on Peso-denominated government bonds, which increase was partially offset by the significant decrease in the average position in Dollar-denominated government bonds to Ps.4.4 million for the fiscal year ended December 31, 2011, as compared to Ps.573.5 million for the fiscal year ended December 31, 2010.

The average yield on government securities for the fiscal year ended December 31, 2011 was 17.25%, as compared to 11.56% for the fiscal year ended December 31, 2010, a 569 b.p. increase. This increase was primarily a consequence that in fiscal year 2010 the average rate was highly influenced by the negative average rate of on government securities denominated in Dollars (-31.56%), mainly due to an allowance for impairment of value for Boden 2012 Bonds portfolio, equivalent to the difference between its book value and its estimated reasonable realizable value, which were finally sold by Banco Galicia during fiscal year 2010. The average interest rate on government securities denominated in Pesos for the fiscal year ended December 31, 2011 was 17.26%, as compared to 20.49% for the fiscal year ended December 31, 2010, a 323 b.p. decrease.

The average Other Interest-Earning Assets for the fiscal year ended December 31, 2011 were Ps.1,936.7 million, as compared to Ps.1,838.4 million for the fiscal year ended December 31, 2010, an increase of Ps.98.3 million, or 5.3%. The average rate on Other Interest-Earning Assets for the fiscal year ended December 31, 2011 was 10.97%, as compared to 4.85% for the fiscal year ended December 31, 2010, a 612 b.p. increase. Such increase was attributable to the variation in the average rate of other Peso-denominated assets as such rate increased to 12.37% for the fiscal year ended December 31, 2011 from 5.43% for the fiscal year ended December 31, 2010 whereas the foreign currency average rate only increased to 1.93% from 1.46% for the same periods.

**Financial Expenses**

Our financial expenses were composed of the following:

	<b>Fiscal Year Ended December 31,</b>		
	<b>2012</b>	<b>2011</b>	<b>2010</b>
	<i>(in millions of Pesos)</i>		
Interest on Deposits	2,244.8	1,305.7	765.5
Notes	546.9	353.2	230.8
Contributions and Taxes	629.9	412.3	268.6
Other <sup>(1)</sup>	519.0	203.0	147.8
<b>Total</b>	<b>3,940.6</b>	<b>2,274.2</b>	<b>1,412.7</b>

*(1) Includes interest accrued on liabilities resulting from financial brokerage with international banks and credit entities, premiums payable on repurchase agreement transactions, CER adjustment and, during fiscal year 2012, results from foreign-exchange differences. Fiscal Year 2012 Compared to Fiscal Year 2011*

The financial expenses for the fiscal year ended December 31, 2012 were Ps.3,940.6 million, as compared to Ps.2,274.2 million for the fiscal year ended December 31, 2011, a 73.3% increase. Such increase was mainly attributable to a 32.5% increase in the average balance of interest-bearing liabilities combined with a 201 b.p. increase in the average cost thereof.

The average interest-bearing liabilities for the fiscal year ended December 31, 2012 were Ps.30,992.0 million, as compared to Ps.23,328.9 million for the fiscal year ended December 31, 2011. Such increase was mainly attributable to the Ps.5,582 million increase in total interest-bearing deposits, which increased from Ps.17,799.2 million to Ps.23,381.2 million, a Ps.1,359.9 million increase in the average balance of debt securities, from Ps.3,390.8 million to Ps.4,750.7 million, and an increase of Ps.651.2 million in the average balance of Other Interest-Bearing Liabilities, from Ps.2,138.9 million to Ps.2,790.1 million.

With respect to the total average interest-bearing deposits for the fiscal year ended December 31, 2012, Ps.2,861.1 million were Dollar-denominated deposits and Ps.20,520.1 million were Peso-denominated deposits, as compared to Ps.3,716.8 million and Ps.14,082.4

million, respectively, for the fiscal year ended December 31, 2011.

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Average Peso-denominated deposits in saving accounts increased 37.3% and time deposits increased 48.9%. Dollar-denominated deposits decreased during the period, as well as in the financial system as a whole. Average deposits in Dollars fell 23.0% during fiscal year 2012, with deposits in savings accounts decreasing 32.9% and time deposits decreasing by 12.7%.

Considering Argentine Central Bank information, considering only deposits from the private sector in checking and savings accounts and time deposits, Banco Galicia's estimated Argentine deposit market share was 9.40% for the fiscal year ended December 31, 2012, as compared to 9.06% for the fiscal year ended December 31, 2011, a 34 b.p. increase.

The average rate on interest-bearing deposits for the fiscal year ended December 31, 2012 was 9.61%, as compared to 7.35% for the fiscal year ended December 31, 2011, a 226 b.p. increase. Peso-denominated deposits for the fiscal year ended December 31, 2012 accrued at a 10.88% average interest rate, as compared to 9.21% for the fiscal year ended December 31, 2011, a 167 b.p. increase. The rate of Dollar-denominated deposits for the fiscal year ended December 31, 2012 was 0.50%, as compared to 0.30% for the fiscal year ended December 31, 2011, a 20 b.p. increase.

The average balance of debt securities for the fiscal year ended December 31, 2012 was Ps.4,750.7 million, as compared to Ps.3,390.8 million for the fiscal year ended December 31, 2011, a 40.1% increase. This increase was mainly attributable to the issuance of notes by Tarjeta Naranja, Tarjetas Cuyanas and CFA, and to the variation in the quotation of the Dollar during the period.

The average interest rate for debt securities for the fiscal year ended December 31, 2012 was 11.51%, as compared to 10.42% for the fiscal year ended December 31, 2011, a 109 b.p. increase.

The average balance of Other Interest-Bearing Liabilities for the fiscal year ended December 31, 2012 was Ps.2,790.1 million, with an average rate of 9.90%, as compared to Ps.2,138.9 million for the fiscal year ended December 31, 2011, with an average rate of 8.74%, a 30.4% increase in the average balance and a 115 b.p. increase in the average rate, respectively. This item includes mainly Peso and Dollar-denominated debt with international banks and credit entities, and Peso and Dollar-denominated obligations in connection with repurchase agreement transactions for government securities. The Ps.651.2 million increase in the average balance was mainly attributable to the higher average balance of transactions with banks and international entities.

The financial expenses for the fiscal year ended December 31, 2012 included a Ps.189.2 million loss from fluctuations in foreign currency exchange rates. These financial expenses were composed of a Ps.159.6 million gain from foreign exchange brokerage activities and a Ps.348.8 million loss from the valuation of the net position in foreign currency. For the fiscal year ended December 31, 2011 the result from fluctuations in the foreign currency exchange was positive and is disclosed under the item Other in the Financial Income table above.

*Fiscal Year 2011 Compared to Fiscal Year 2010*

The financial expenses for the fiscal year ended December 31, 2011 were Ps.2,274.2 million, as compared to Ps.1,412.6 million for the fiscal year ended December 31, 2010, a 61.0% increase. Such increase was mainly attributable to a 40.0% increase in the average balance of interest-bearing liabilities combined with a 136 b.p. increase in the average cost thereof.

The average interest-bearing liabilities for the fiscal year ended December 31, 2011 were Ps.23,328.9 million, as compared to Ps.16,662.5 million for the fiscal year ended December 31, 2010, a 40.0% increase. Such increase was mainly attributable to the Ps.4,720.6 million increase in total interest-bearing deposits, which increased from Ps.13,078.6 million to Ps.17,799.2 million, a Ps.1,114.7 million increase in the average balance of debt securities, from Ps.2,276.1 million to Ps.3,390.8 million, and an increase of Ps.831.0 million in the average balance of Other Interest-Bearing Liabilities, from Ps.1,307.1 million to Ps.2,138.1 million.

The increase in the average balance of interest-bearing deposits was mainly attributable to an increase in Banco Galicia's deposits in savings accounts and time deposits. The decrease in the average balance of interest-bearing checking accounts was due to the elimination of such accounts as from May 2010, pursuant to the Argentine Central Bank's regulations. Average transactional interest-bearing deposits increased 28.8%, while time deposits grew 39.9%.



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Regarding the total average interest-bearing deposits for the fiscal year ended December 31, 2011, Ps.3,716.8 million were Dollar-denominated deposits and Ps.14,082.4 million were Peso-denominated deposits, as compared to Ps.2,949.2 million and Ps.10,129.4 million, respectively, for the fiscal year ended December 31, 2010.

Considering only deposits from the private sector in checking and savings accounts and time deposits, Banco Galicia's estimated deposit market share in the Argentine financial system was 9.06% for the fiscal year ended December 31, 2011, as compared to 8.60% for the fiscal year ended December 31, 2010, a 46 b.p. increase.

The average rate on interest-bearing deposits for the fiscal year ended December 31, 2011 was 7.35%, as compared to 5.86% for the fiscal year ended December 31, 2010, a 149 b.p. increase. Peso-denominated deposits for the fiscal year ended December 31, 2011 accrued at a 9.21% average interest rate, as compared to 7.45% for the fiscal year ended December 31, 2010, a 176 b.p. increase. The rate of Dollar-denominated deposits for the fiscal year ended December 31, 2011 was 0.30%, as compared to 0.40% for the fiscal year ended December 31, 2010, a 10 b.p. decrease.

The average balance of debt securities for the fiscal year ended December 31, 2011 was Ps.3,390.8 million, as compared to Ps.2,276.1 million for the fiscal year ended December 31, 2010, a 49.0% increase. This increase was mainly attributable to the issuance of an aggregate principal amount of US\$300 million of notes by Banco Galicia on May 4, 2011, and by Tarjeta Naranja on January 28, 2011 for US\$200 million.

The average interest rate for debt securities for the fiscal year ended December 31, 2011 was 10.42%, as compared to 10.04% for the fiscal year ended December 31, 2010, a 38 b.p. increase.

The average balance of Other Interest-Bearing Liabilities for the fiscal year ended December 31, 2011 was Ps.2,138.1 million, with an average rate of 8.75%, as compared to Ps.1,307.1 million for the fiscal year ended December 31, 2010, with an average rate of 7.50%, a 63.6% increase in average balance and a 125 b.p. increase in average rate, respectively. This item includes mainly Peso and Dollar-denominated debt with international banks and credit entities, and Peso and Dollar-denominated obligations in connection with repurchase agreement transactions of government securities. The Ps.831.0 million increase in the average balance was mainly attributable to the higher average balance of transactions with banks and international entities.

The average rate increase was related to transactions in Pesos, since the average rate increased 284 b.p., from 14.92% for the fiscal year ended December 31, 2010 to 17.76% for the fiscal year ended December 31, 2011, while the average rate in Dollars remained at similar levels in both fiscal years.

The financial expenses for the fiscal year ended December 31, 2011 included a Ps.4.1 million loss from fluctuations in foreign currency exchange rates. These financial expenses were composed of a Ps.138.4 million gain from foreign exchange brokerage activities and a Ps.142.5 million loss from the valuation of the net position in foreign currency. For the fiscal year ended December 31, 2010 the result from fluctuations in foreign currency exchange was positive. See *Financial Income Fiscal Year 2010 Compared to Fiscal Year 2009* above. In addition, financial expenses for fiscal year 2010 included a Ps.48.6 million loss from the result of forward transactions in foreign currency.

***Net Financial Income***

*Fiscal Year 2012 compared to Fiscal Year 2011*

Net financial income for the fiscal year ended December 31, 2012 was Ps.5,188.4 million, with a corresponding financial margin of 12.11%, as compared to Ps.3,743.5 million for the fiscal year ended December 31, 2011 with a corresponding financial margin of 11.72%, a Ps.1,444.9 million increase and a 39 b.p. increase, respectively.

The increase in net financial income for the fiscal year ended December 31, 2012 was mainly attributable to a significant increase in the volume of activity with the private sector, partially offset by the lower spread related to Peso-denominated transactions, which decreased to 11.31% for fiscal year 2012 from 11.56% for fiscal year ended December 31, 2011.

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*Fiscal Year 2011 compared to Fiscal Year 2010*

Net financial income for the fiscal year ended December 31, 2011 was Ps.3,743.5 million (including Ps.658.1 million from CFA), with a corresponding financial margin of 11.72%, as compared to Ps.2,202.2 million for the fiscal year ended December 31, 2010 (including Ps.282.2 million from CFA), with a corresponding financial margin of 10.02%, a Ps.1,541.3 million increase and a 170 b.p. increase, respectively.

The increase in net financial income for the fiscal year ended December 31, 2011 was mainly attributable to a significant increase in the volume of activity with the private sector, a higher average spread and the increase recorded in non interest-bearing liabilities.

***Provision for Losses on Loans and Other Receivables***

*Fiscal Year 2012 compared to Fiscal Year 2011*

Provisions for losses on loans and other receivables for the fiscal year ended December 31, 2012 were Ps.1,347.3 million, as compared to Ps.843.4 million for the fiscal year ended December 31, 2011, a Ps.503.9 million increase due to an increase in the size of the individuals portfolio. The non-accrual loan portfolio as a percentage of total loans increased from 2.63% at the end of fiscal year 2011 to 3.37% at the end of fiscal year 2012, primarily as a result of the worsening of the macroeconomic variables related to the consumer loan portfolio. During 2012, Banco Galicia established allowances for loan losses for Ps.1,343.5 million.

The coverage of the non-accrual portfolio with allowances decreased from 152.01% at fiscal year-end 2011 to 115.86% at fiscal year-end 2012.

Direct charges, net of recoveries, represented a gain of Ps.132.1 million. Charge-offs against allowances for loan losses were Ps.835.2 million.

*Fiscal Year 2011 compared to Fiscal Year 2010*

Provisions for losses on loans and other receivables for the fiscal year ended December 31, 2011 were Ps.843.4 million, as compared to Ps.551.5 million for the fiscal year ended December 31, 2010, a Ps.291.9 million increase. The non-accrual loan portfolio as a percentage of total loans decreased from 3.37% at the end of fiscal year 2010 to 2.63% at the end of fiscal year 2011, due to the credit recovery management and the increase in the total portfolio. During 2011, Banco Galicia established allowances for loan losses for Ps.820.1 million.

The coverage of the non-accrual portfolio with allowances increased from 137.57% as of the fiscal year ended December 31, 2010 to 152.01% as of the fiscal year ended December 31, 2011.

Direct charges, net of recoveries, represented a gain of Ps.162.4 million. Charge-offs against allowances for loan losses amounted to Ps.552.5 million.

**Table of Contents****Net Income from Services**

Our net income from services consisted of:

	Fiscal Year Ended December 31,			% Change December 31,	
	2012	2011	2010	2012/2011	2011/2010
	<i>(in millions of Pesos)</i>			<i>(in percentages)</i>	
Income From					
Credit and Debit Cards	3,036.8	2,235.9	1,576.6	35.8	41.8
CFA	104.3	70.4	32.9	48.2	114.0
Deposit Accounts	652.0	475.4	349.0	37.1	36.2
Cash Management	38.7	30.7	24.7	26.1	24.3
Safe Deposit Box	98.7	72.3	51.2	36.5	41.2
Services for Shipments	26.2	22.5	18.1	16.4	24.3
Financial Fees	70.2	54.9	56.7	27.9	(3.2)
Credit-related Fees	233.5	224.9	150.7	3.8	49.2
Check Collection	79.1	65.5	44.9	20.8	45.9
Collection Services (Taxes and Utility Bills)	64.5	52.2	36.9	23.6	41.5
International Trade	98.8	87.9	67.2	12.4	30.8
Other (1)	151.1	127.7	106.0	18.3	20.5
<b>Total Income</b>	<b>4,653.9</b>	<b>3,520.3</b>	<b>2,514.9</b>	<b>32.2</b>	<b>40.0</b>
<b>Total Expenses</b>	<b>1,453.9</b>	<b>1,068.6</b>	<b>733.0</b>	<b>36.1</b>	<b>45.8</b>
<b>Net Income from Services</b>	<b>3,200.0</b>	<b>2,451.7</b>	<b>1,781.9</b>	<b>30.5</b>	<b>37.6</b>

(1) Includes, among others, fees from investment banking activities, asset management, assets under custody and guarantees granted. Fiscal Year 2012 Compared to Fiscal Year 2011

Net income from services for the fiscal year ended December 31, 2012 was Ps.3,200.0 million, as compared to Ps.2,451.7 million for the fiscal year ended December 31, 2011, a 30.5% increase. The Bank's strategic positioning in the different segments, the significant growth in the business volume, mainly in connection with credit and debit cards, and the rise in prices, in line with the dynamics of the market, account for the increases in all items noted in the chart above.

Banco Galicia's income from credit and debit card transactions, on an individual basis, for the fiscal year ended December 31, 2012 was Ps.1,223.9 million, as compared to Ps.897.3 million for the fiscal year ended December 31, 2011, a 36.4% increase. Such increase was mainly attributable not only to the greater number of credit cards managed, but also to the greater average amount of purchases made with each card during the year. The total number of cards managed by Banco Galicia excluding those issued by the Regional Credit Card Companies and CFA, for the fiscal year ended December 31, 2012 was 2.2 million, as compared to 1.9 million for the fiscal year ended December 31, 2011, a 15.6% increase.

Income from services corresponding to the Regional Credit Card Companies for the fiscal year ended December 31, 2012 was Ps.1,812.9 million, as compared to Ps.1,338.6 million for the fiscal year ended December 31, 2011, a 35.4% increase. Such increase was mainly attributable to an increase in the amount of purchases made during the fiscal year together with a greater number of issued credit cards. These Regional Credit Card Companies had issued 7.5 million credit cards as of December 31, 2012, as compared to 6.5 million credit cards as of December 31, 2010, a 15.2% increase.

Significant growth levels were achieved by Banco Galicia for the fiscal year ended December 31, 2012, particularly in the amount of fees collected in connection with deposit accounts (37.1%), safe deposit boxes (36.5%), financial fees (27.9%), cash management (26.1%), collection services (23.6%) and check collection (20.8%), as compared to the fiscal year ended December 31, 2011.

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Total deposit accounts for the fiscal year ended December 31, 2012 were 2.4 million, as compared to 2.2 million for the fiscal year ended December 31, 2011, representing a 10.3% increase.

Expenses from services for the fiscal year ended December 31, 2012 were Ps.1,453.9 million, as compared to Ps.1,068.6 million for the fiscal year ended December 31, 2011, representing a 36.1% increase. Such increase was mainly attributable to an increase in the number and frequency of promotions related to credit cards.

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**Table of Contents***Fiscal Year 2011 Compared to Fiscal Year 2010*

Net income from services for the fiscal year ended December 31, 2011 was Ps.2,451.7 million, as compared to Ps.1,781.9 million for the fiscal year ended December 31, 2010, a 37.6% increase. Almost all items under net income from services recorded an increase, which was mainly attributable to the increase in the volume of transactions together with an increase in the price of certain services, in line with general financial market trends.

Banco Galicia's income from credit and debit card transactions, on an individual basis, for the fiscal year ended December 31, 2011 was Ps.897.3 million, as compared to Ps.664.7 million for the fiscal year ended December 31, 2010, a 35.0% increase. Such increase was mainly attributable not only to the greater number of credit cards issued, but also to the greater average amount of purchases made with each card during the year. The total number of cards managed by Banco Galicia excluding those issued by the Regional Credit Card Companies and CFA, for the fiscal year ended December 31, 2011 was 1.9 million, as compared to 1.6 million for the fiscal year ended December 31, 2010, a 23.6% increase.

Income from services corresponding to the Regional Credit Card Companies for the fiscal year ended December 31, 2011 was Ps.1,454.1 million, as compared to Ps.979.6 million for the fiscal year ended December 31, 2010, a 48.4% increase. Such increase was mainly attributable to an increase in the amount of purchases made during the fiscal year together with a greater number of issued credit cards. These Regional Credit Card Companies had issued 6.5 million credit cards as of December 31, 2011, as compared to 5.3 million credit cards as of December 31, 2010, a 19.7% increase.

Total deposit accounts for the fiscal year ended December 31, 2011 were 2.2 million, as compared to 2.0 million for the fiscal year ended December 31, 2010, a 12.3% increase.

Significant growth levels were achieved by Banco Galicia for the fiscal year ended December 31, 2011, particularly credit-related fees (49.2%), check collection (45.9%), collection services (41.5%), deposit accounts (36.2%) and international trade (30.8%) as compared to the fiscal year ended December 31, 2010.

Expenses from services for the fiscal year ended December 31, 2011 were Ps.1,068.6 million, as compared to Ps.733.0 million for the fiscal year ended December 31, 2010, a 45.8% increase. Such increase was mainly attributable to an increase in the number and frequency of promotions related to credit cards.

The following table sets forth the number of credit cards outstanding as of the dates indicated:

Credit Cards	December 31,			% Change	
	2012 <i>(number of credit cards, except otherwise noted)</i>	2011	2010	2012/2011 <i>(percentages)</i>	2011/2010
<b>Visa</b>	1,495,934	1,317,402	1,102,730	13.55	19.47
Gold	342,678	300,536	292,400	14.02	2.78
International	772,946	642,828	504,687	20.24	27.37
Domestic	117,562	162,515	164,120	(27.66)	(0.98)
Business	58,011	46,211	36,878	25.54	25.31
Corporate	2,971	2,421	1,718	22.72	40.92
Platinum	201,766	162,891	102,927	23.87	58.26
<b>Galicia Rural</b>	12,472	10,619	8,716	17.45	21.83
<b>American Express</b>	644,710	524,560	392,247	22.90	33.73
Gold	211,297	183,472	168,899	15.17	8.63
International	282,744	228,966	153,526	23.49	49.14
Platinum	150,669	112,122	69,822	34.38	60.58
<b>MasterCard</b>	100,288	96,644	72,738	3.77	32.87
Gold	30,592	26,918	24,613	13.65	9.36
MasterCard	69,058	68,951	47,186	0.16	46.13
Argencard	638	775	939	(17.68)	(17.47)
<b>Regional Credit Card Companies</b>	7,494,721	6,504,825	5,432,841	15.22	19.73
Local Brands <sup>(1)</sup>	4,242,386	3,879,919	3,364,988	9.34	15.30

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Visa	2,741,907	2,172,228	1,726,281	26.23	25.83
MasterCard	478,173	422,266	317,759	13.24	32.89
American Express	32,255	30,412	23,813	6.06	27.71
<b>CFA</b>	88,987	64,989	53,369	36.93	21.77
Visa	79,488	53,761	38,834	47.85	38.44
MasterCard	9,499	11,228	14,535	(15.40)	(22.75)
<b>Total</b>	<b>9,837,112</b>	<b>8,519,039</b>	<b>7,062,641</b>	<b>15.47</b>	<b>20.62</b>
<b>Total Amount of Purchases (in millions of Pesos)</b>	<b>Ps.52,804</b>	<b>Ps.38,207</b>	<b>Ps.26,950</b>	<b>38.21</b>	<b>41.77</b>

(1) It corresponds to Tarjeta Naranja, Tarjetas Cuyanas, Tarjetas del Mar and La Anónima.

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**Table of Contents****Administrative Expenses**

The following table sets forth the components of our administrative expenses:

	Fiscal Year Ended December 31,			% Change December 31,	
	2012	2011	2010	2012/2011	2011/2010
	<i>(in millions of Pesos)</i>			<i>(in percentages)</i>	
Salaries and Social Security Contributions	2,784.7	2,008.2	1,382.2	38.7	45.3
Property-related Expenses	280.8	218.7	162.5	28.4	34.6
Personnel Services	158.1	124.2	89.3	27.3	39.1
Advertising and Publicity	359.3	280.5	189.6	28.1	47.9
Amount Accrued in Relation to Directors and Syndics Compensation	49.9	38.2	37.2	30.6	2.7
Electricity and Communications	191.7	135.6	106.4	41.4	27.4
Taxes	435.7	298.6	190.7	45.9	56.6
Other	1,513.4	1,101.2	687.4	37.4	60.2
<b>Total</b>	<b>5,773.6</b>	<b>4,205.2</b>	<b>2,845.3</b>	<b>37.3</b>	<b>47.8</b>

*Fiscal Year 2012 Compared to Fiscal Year 2011*

Administrative expenses for the fiscal year ended December 31, 2012 were Ps.5,773.6 million, as compared to Ps.4,205.2 million for the fiscal year ended December 31, 2011, a 37.3% increase.

Salaries, social security contributions and expenses related to personnel services for the fiscal year ended December 31, 2012 were Ps.2,942.8 million, as compared to Ps.2,154.1 million for the fiscal year ended December 31, 2011, a 36.6% increase. Such increase was mainly attributable to the salary increase agreement with the unions and the 6.1% increase in the number of employees.

The remaining administrative expenses for the fiscal year ended December 31, 2012 were Ps.2,830.8 million, as compared to Ps.2,051.1 million for the fiscal year ended December 31, 2011, a 38.0% increase. Such increase was mainly attributable to a higher level of activity, to the geographic expansion of Banco Galicia and the Regional Credit Card Companies, the rise in utility rates and the increases in amounts payable pursuant to agreements with different service providers, the main component of which is labor.

*Fiscal Year 2011 Compared to Fiscal Year 2010*

Administrative expenses for the fiscal year ended December 31, 2011 were Ps.4,205.2 million, as compared to Ps.2,845.3 million for the fiscal year ended December 31, 2010, a 47.8% increase.

Salaries, social security contributions and expenses related to personnel services for the fiscal year ended December 31, 2011 were Ps.2,154.1 million, as compared to Ps.1,497.3 million for the fiscal year ended December 31, 2010, a 43.9% increase. Such increase was mainly attributable to the salary increase agreement with the unions in force since January 2011 and the 6.6% increase in the number of employees.

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The remaining administrative expenses for the fiscal year ended December 31, 2011 were Ps.2,051.1 million, as compared to Ps.1,348.0 million for the fiscal year ended December 31, 2010, a 52.2% increase. Such increase was mainly attributable to a higher level of activity, to the geographic expansion of Banco Galicia and the Regional Credit Card Companies and to increased inflation during such period.

***Income from Insurance Activities***

*Fiscal Year 2012 Compared to Fiscal Year 2011*

Income from insurance activities amounted to Ps.651.9 million in fiscal year 2012, 42.5% higher than the Ps.457.4 million income recorded in fiscal year 2011, mainly as a consequence of a significant increase in the volume of premiums issued on all the insurance products sold.

*Fiscal Year 2011 Compared to Fiscal Year 2010*

Income from insurance activities amounted to Ps.457.4 million in fiscal year 2011, 79% higher than the Ps.255.6 million income recorded in fiscal year 2010, mainly as a consequence of a significant increase in the volume of premiums issued on all the insurance products sold.

***Income/(Loss) from Equity Investments***

*Fiscal Year 2012 compared to Fiscal Year 2011*

Income from equity investments for the fiscal year ended December 31, 2012 was Ps.117.4 million, as compared to Ps.132.7 million for the fiscal year ended December 31, 2011. The decrease of Ps.15.3 million was mainly attributable to a lower amortization of CFA's negative goodwill, as fiscal year 2011 included the accelerated amortization of Ps.16.4 million recorded by Tarjetas Regionales as a result of the sale of its equity investment in CFA to Banco Galicia and Grupo Financiero Galicia. This decline in income for equity investments was partially offset by the collection of higher dividends from VISA Argentina S.A.

*Fiscal Year 2011 compared to Fiscal Year 2010*

Income from equity investments for the fiscal year ended December 31, 2011 was Ps.132.7 million, as compared to Ps.62.1 million for the fiscal year ended December 31, 2010, a Ps.70.6 million increase. Such increase was mainly attributable to the Ps.118.7 million amortization of the negative goodwill stemming from the acquisition of CFA and Cobranzas y Servicios for the fiscal year ended December 31, 2011, as compared to 51.7 million for the fiscal year ended December 31, 2010, a Ps.67.0 million increase. The variation is the result of the fact that CFA was only included on Banco Galicia's balance sheet for the second half of 2010.

***Miscellaneous Income/(Loss), Net***

*Fiscal Year 2012 compared to Fiscal Year 2011*

Miscellaneous net income for the fiscal year ended December 31, 2012 was Ps.275.1 million, as compared to Ps.295.1 million for the fiscal year ended December 31, 2011, a Ps.20.0 million decrease.

The result for the 2012 fiscal year was mainly attributable to profits from loans recovered and punitive interest for a total amount of Ps.317.2 million, and adjustments and interest for miscellaneous receivables amounting to Ps.52.5 million, mainly from profits on security margins of repurchase agreement transactions. Such profits were partially offset by the establishment of net allowances for Ps.80.9 million.

During fiscal year 2011, adjustments and interest were recorded for miscellaneous receivables, and for loans recovered and punitive interest in the amounts of Ps.66.1 million and Ps.269.3 million, respectively. These profits were lessened by the establishment of net allowances which amounted to Ps.43.1 million.



**Table of Contents***Fiscal Year 2011 compared to Fiscal Year 2010*

Miscellaneous net income for the fiscal year ended December 31, 2011 was Ps.295.1 million, as compared to a Ps.133.6 million loss for the fiscal year ended December 31, 2010, a Ps.428.7 million increase. The net income for the 2011 fiscal year was mainly attributable to profits from loans recovered and punitive interests, in a total amount of Ps.269.3 million, which were partially offset by the establishment of net allowances in the amount of Ps.43.1 million.

**Income Tax***Fiscal Year 2012 compared to Fiscal Year 2011*

The income tax charge for the fiscal year ended December 31, 2012 was Ps.789.3 million, as compared to Ps.753.9 million for the fiscal year ended December 31, 2011, a Ps.35.4 million increase.

The effective income tax rate for fiscal year 2012 was 37.1% lower than the 40.5% recorded in 2011.

*Fiscal Year 2011 compared to Fiscal Year 2010*

The income tax charge for the fiscal year ended December 31, 2011 was Ps.753.9 million, as compared to Ps.258.2 million for the fiscal year ended December 31, 2010, a Ps.495.7 million increase. Such increase was mainly attributable to the fact that during 2011 Banco Galicia used the entirety of its tax loss carryforward with taxable income and, consequently, began to accrue the income tax charge, which for the fiscal year ended December 31, 2011 amounted to Ps.325.7 million.

**U.S. GAAP and Argentine Banking GAAP Reconciliation****General**

We prepare our financial statements in accordance with Argentine Banking GAAP. The more significant differences between Argentine Banking GAAP and U.S. GAAP relate to the determination of the allowance for loan losses, the carrying value of certain government securities and receivables for government securities, the accounting of Banco Galicia's foreign debt restructuring, goodwill, securitization and recognition of deferred income taxes. For more detail on differences in accounting treatment between Argentine Banking GAAP and U.S. GAAP as of December 31, 2012, see Note 35 to our consolidated financial statements.

**Allowances for Loan Losses**

With respect to the determination of the allowance for loan losses, we follow the rules of the Argentine Central Bank. Under these rules, reserves are based on minimum reserve requirements established by the Argentine Central Bank. U.S. GAAP requires that an impaired loan be generally valued at the present value of expected future cash flows discounted at the loan's effective rate or at the fair value of the collateral if the loan is collateral dependent. For the purposes of analyzing our loan loss reserve under U.S. GAAP, we divide our loan portfolio into performing and non-performing commercial and consumer loans.

The following table shows the allowance for loan losses for the periods indicated under Argentine Banking GAAP and U.S. GAAP and the corresponding shareholders' equity adjustment under U.S. GAAP:

	December 31, 2012	December 31, 2011	December 31, 2010
		<i>(in millions of Pesos)</i>	
Argentine Banking GAAP	1,761.4	1,300.6	870.2 <sup>(1)</sup>
U.S. GAAP			
ASC 310			
Allowance for Loan Losses	70.6	40.5	61.6
ASC 450	1,660.5	1,239.0	743.1

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<b>U.S. GAAP Shareholders</b>	<b>Equity Adjustment<sup>(2)</sup></b>	<b>30.3</b>	<b>21.1</b>	<b>65.5</b>
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- (1) *The balance does not include Ps.185,381 of CFA allowances for loan losses as of the acquisition date.*  
(2) *Including qualitative and quantitative adjustments.*

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**Table of Contents***ASC 310 Analysis*

The non-performing commercial loan portfolio is comprised of loans falling into the following classifications of the Argentine Central Bank:

With Problems

High Risk of Insolvency

Uncollectible

The following table shows our loan loss reserve under ASC 310 for our non-performing commercial loan portfolio as of the dates indicated.

	<b>December 31, 2012</b>	<b>December 31, 2011</b>	<b>December 31, 2010</b>
	<i>(in millions of Pesos)</i>		
<b>Loan Loss Reserve Under U.S. GAAP ASC 310 Analysis</b>	<b>70.6</b>	<b>40.5</b>	<b>61.6</b>

For such non-performing commercial loans, we applied the procedures required by ASC 310. For loans that were not collateral dependent, the expected future cash flows to be received from the loans were discounted using the interest rate at each balance sheet date for variable loans. Loans that were collateral dependent, and for which there was an expectation that the loan balance would be recovered via the exercise of collateral, were valued using the fair value of the collateral. In addition, in order to assess the fair value of collateral, we discounted collateral valuations due to the extended period of time that it can take to foreclose on assets in Argentina.

*ASC 450 Analysis*

To calculate the allowance required for smaller-balance impaired loans and unimpaired loans, we perform an analysis of historical losses from our consumer and performing commercial loan portfolios in order to estimate losses for U.S. GAAP purposes resulting from loan losses that had been incurred in such loan portfolios at the balance sheet date but which had not been individually identified.

Loss estimates are analyzed by loan type and thus for homogeneous groups of clients. Such historical ratios are updated to incorporate the most recent data reflecting current economic conditions, industry performance trends, geographic or obligor concentrations within each portfolio segment, and any other pertinent information that may affect the estimation of the allowance for loan losses. Many factors can affect Banco Galicia's estimates of allowance for loan losses, including volatility of default probability, migrations and estimated loss severity.

We estimate that, on average, it takes a period of up to one year between the trigger of an impairment event and identification of a loan as being a probable loss for consumer and performing commercial loans.

The increase in the allowances recorded under ASC 450 is mostly due to a higher volume of credit card and personal loans granted during 2012 and 2011 and the worsening of macroeconomic factors. The table below shows our loan loss reserve under ASC 450 for consumer and performing commercial loans as of the dates indicated.

	<b>December 31, 2012</b>	<b>December 31, 2011</b>	<b>December 31, 2010</b>
	<i>(in millions of Pesos)</i>		
<b>Loan Loss Reserve Under U.S. GAAP ASC 450 Analysis</b>	<b>1,660.5</b>	<b>1,239.0</b>	<b>743.1</b>

In addition to assessing the reasonableness of the loan loss reserve as described above, Grupo Financiero Galicia makes an overall determination of the adequacy of each period's reserve based on such ratios as:

Loan loss reserves as a percentage of non-accrual loans,

Loan loss reserves as a percentage of total amounts past due, and

Loan loss reserves as a percentage of past-due unsecured amounts.

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The table below shows the above-mentioned ratios as of the dates indicated.

	December 31, 2012	December 31, 2011	December 31, 2010
Loan Loss Reserves as a Percentage of Non-accrual Loans	143.90%	202.23%	163.37%
Loan Loss Reserves as a Percentage of Total Amounts Past Due	87.80%	121.00%	116.04%
Loan Loss Reserves as a Percentage of Past-due Unsecured Amounts	159.09%	226.90%	189.79%

The allowance for loan losses has increased approximately 35% during 2012 under U.S. GAAP. This variation is due to an increase in the portfolio of loans to the private sector and to the qualitative approach reflecting current economic conditions, industry performance trends, geographic or obligor concentrations, within each portfolio segment required for smaller-balance impaired and unimpaired.

**Carrying Value of Certain Government Securities and Receivables for Government Securities**

As of December 31, 2012, our holding of Bonar 2015 Bonds have been recorded at their acquisition cost increased according to the accrual of their internal rate of return under Argentine Banking GAAP.

Under U.S. GAAP, the Bonar 2015 Bonds were considered as available for sale securities and recorded at fair value with the unrealized gains or losses recognized as a charge or credit to equity through other comprehensive income.

Under U.S. GAAP, all of these assets are carried at fair value as fully explained in Note 35 to our financial statements and -U.S. GAAP Critical Accounting Policies .

As of December 31, 2010 under Argentine Banking GAAP, our holdings of Boden 2012 Bonds, Bonar 2015 Bonds, securities issued by the Argentine Central Bank and Discount Bonds in Pesos were recorded in accordance with Argentine Central Bank valuation rules for public-sector assets. During 2010, Boden 2012 Bonds corresponding to the Compensatory Bond or Hedge Bond received and Discount Bonds in Pesos were sold. Therefore, the 2010 U.S. GAAP net income reconciliation includes the reversal of the 2009 shareholders' equity adjustment previously recorded through other comprehensive income that are being realized and reversed through the income statement. Under U.S. GAAP, our holdings of Bonar 2015 Bonds and securities issued by the Argentine Central Bank were considered available for sale and carried at fair value.

The table below shows the book value, market value and amortized cost of Bonar 2015 Bonds as of December 31, 2012 and 2011, respectively.

	December 31, 2012					December 31, 2011				
	Amortized Cost US GAAP	Book Value Argentine Banking GAAP	Market Value	Unrealized (Loss)/ Gain	Shareholders Equity Adjustment	Amortized Cost US GAAP	Book Value Argentine Banking GAAP	Market Value	Unrealized (Loss)/ Gain	Shareholders Equity Adjustment
<i>(In millions of Pesos)</i>										
Bonar 2015 Bonds	409.9	558.0	601.0	191.1	43	555.1	779.7	849.2	294.1	69.5

**Foreign Debt Restructuring**

On May 18, 2004, we completed the restructuring of Banco Galicia's foreign debt. As a result of this restructuring, we recorded a Ps.142.5 million gain under Argentine Banking GAAP.

For U.S. GAAP purposes, the restructuring is accounted for in each of two steps. The first step of the restructuring required the holders of our debt to exchange its old debt for new debt in two tranches. Pursuant to Determining Whether a Debtor's Modification or Exchange of Debt Instruments is within the scope of ASC 470 (ASC 820), we did not receive any concession from the holders of the debt and therefore, the first step of the restructuring was not considered a troubled debt restructuring. Pursuant to Debtors Accounting for a Modification or Exchange of Debt Instruments - ASC 470-50, the first step of the restructuring was accounted for as a modification of the old debt and therefore we did not recognize any gain or loss. The second step of the restructuring offers the



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holders of our debt issued in the first step explained above the option to exchange it for new securities including cash, Boden 2012 Bonds and our equity shares. Pursuant to U.S. GAAP, this second step of the restructuring was accounted for in accordance with Accounting by Debtors and Creditors for Trouble Debt Restructurings ASC 310-40, as a partial settlement of the debt through the transfer of certain assets and equity at its fair value. After deducting the considerations used to repay the debt, ASC 310-40 requires the comparison of the future cash outflows of the restructured debt and the carrying of the debt at the restructuring date.

Gain on troubled debt restructuring is only recognized when the remaining carrying value of the debt at the date of the restructuring exceeds the total future cash payments of the restructured debt reduced by the fair value of the assets and equity given as payment of the debt. Since the total future cash outflows of the restructured debt exceeds the carrying value of the old debt, no gain on restructuring was recorded under U.S. GAAP.

As a result, under U.S. GAAP, the carrying amount of the restructured debt is greater than the amount recorded under Argentine Banking GAAP. Therefore, under U.S. GAAP, a new effective interest rate was determined to reflect the present value of the future cash payments of the restructured debt.

Furthermore, under U.S. GAAP, expenses incurred in a trouble debt restructuring are expensed as incurred. Expenses related to the issuance of equity were deducted directly from the shareholders' equity.

In 2009 and 2010, we repurchased part of the debt maturing in 2010 and 2014. In addition, notes were repaid in advance. For U.S. GAAP purposes, these transactions were considered as an extinguishment of debt. Therefore, the U.S. GAAP adjustment recorded in previous years related to the debt extinguished was reversed in 2010 and 2009 respectively, generating a gain of approximately Ps.34.5 million and Ps.20.5 million included in 2010 and 2009 U.S. GAAP net income reconciliation. During 2012 and 2011, we have not repurchased any of our debt instruments.

Shareholders' Equity adjustments between Argentine Banking GAAP and U.S. GAAP as of December 31, 2012 and December 31, 2011, amounted to Ps.(25.0) and Ps.(42.6), respectively.

**Securizations**

The following table summarizes the adjustment for U.S. GAAP purposes related to securitization transactions as of December 31, 2012 and 2011:

	2012		As of December 31, 2011			
	Book Value Argentine Banking GAAP	Fair Value Book value under U.S. GAAP	<i>(In millions of Pesos)</i>		Fair Value Book value under U.S. GAAP	U.S. Shareholders Equity Adjustment
Galtrust I <sup>(1)</sup>	674.0	674.0	U.S. GAAP Shareholders Equity Adjustment	Book Value Argentine Banking GAAP	538.8	538.8
Financial Trust Galicia <sup>(2)</sup>	136.7	75.7	(61.0)	121.5	22.0	(99.5)
<b>Total</b>	<b>810.7</b>	<b>749.7</b>	<b>(61.0)</b>	<b>660.3</b>	<b>560.8</b>	<b>(99.5)</b>

**(1) Financial Trust Galtrust I**

The financial trust Galtrust I was created in October 2000 in connection with the securitization of provincial loans for a total amount of Ps.1,102 million. The securitized loans were from the portfolio of loans granted to provincial governments, guaranteed by the federal tax revenues shared with the provincial governments.

During 2002, the portfolio of loans and the related retained interest payments in Galtrust I were subject to the pesification. As a result, the retained interest in the trust was converted into Pesos at an exchange rate of Ps.1.40 to US\$1.00 and the interest rate for their debt securities changed to CER plus 10%. During 2003, Galtrust I had swapped its provincial loans for Bogar Bonds.





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Under Argentine Banking GAAP, this transaction was accounted for as sales and the debt securities and certificates retained by Banco Galicia are accounted for at cost plus accrued interest for the debt securities, and the equity method is used to account for the residual interest in the trust.

The retained interest in the trust was recorded under Argentine Central Bank rules in the Other Receivables from Financial Brokerage, and its balance as of December 31, 2012 and 2011, was Ps.674.0 million and Ps.538.8 million, respectively.

As of December 31, 2012 and 2011, under Argentine Banking GAAP, we recorded certain reserves to adjust the equity method used to account for the residual interest in the trust, at its fair value.

The fair value of these securities was determined on the balance sheet date, based on an internal valuation technique estimating future cash flows for this certificate of participation, discount at a present value with a rate comparable with internal rates of return of other CER adjusted bonds. Such fair value constituted the new cost basis for this investment.

In accordance with ASC 810, the Group was deemed to be the primary beneficiary of this trust and, therefore, the Bank reconsolidated the assets and liabilities of the mentioned trust. Upon consolidation, the Bogar Bonds were classified as available-for-sale securities and measured at fair value with changes recorded in other comprehensive income. As the fair value of the residual interest in the trust recorded pursuant to Argentine Central Bank rules was determined based on the fair value of the Bogar Bonds, recorded as an asset in the trust, there is no difference in the measurement of the net assets held and recorded under Argentine Central Bank rules as compared to under U.S. GAAP. The only difference between both standards is that under U.S. GAAP, changes in the fair value of the Bogar Bonds are recorded in other comprehensive income, while under Argentine Banking GAAP, changes are recorded in the consolidated income statement.

**(2) Financial Trust Galicia**

Under this trust, Argentine government promissory notes in Pesos at 2% due 2014 for Ps.108.0 million were transferred and a certificate of participation and debt securities were received in exchange. Those Argentine government promissory notes were previously received in exchange of national secured loans held by us.

For Argentine Banking GAAP purposes, the debt securities and certificates retained by Banco Galicia are accounted for at cost plus accrued interest for the debt securities, and the equity method is used to account for the residual interest in the trust. The cost of these securities was determined based on the book value of the promissory notes transferred.

This transfer was not considered a true sale for U.S. GAAP purposes, and therefore, it was recorded as a secured borrowing according to ASC 860. Therefore, we recognized in our consolidated balance sheet the promissory notes transferred to the financial trust.

Under U.S. GAAP, the promissory notes were classified as loans recorded at amortized cost with the corresponding loan loss reserve, as applicable. The U.S. GAAP adjustment is related to the difference between the cost basis used under both standards. For Argentine Banking GAAP, the cost was determined based on the carrying value of national secured loans previously hold and exchange for the promissory notes, while under U.S. GAAP, the cost was determined based on the fair value of each national secured loans transferred in exchange of the promissory notes received.

**Additional information required by U.S. GAAP**

The table below presents the aggregated assets and liabilities of the financial trusts which have been consolidated for U.S. GAAP purposes:

<i>(In millions of Pesos)</i>	As of December 31,			
		2012		2011
Cash and Due from Banks	Ps.	11.8	Ps.	11.2
Government Securities		988.0		961.0
Other Assets		4.8		0.1
<b>Total Assets</b>	<b>Ps.</b>	<b>1,004.6</b>	<b>Ps.</b>	<b>972.3</b>

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Debt Securities	Ps.204.4	Ps.324.3
Certificates of Participation	800.0	647.8
Other Liabilities	0.2	0.2
<b>Total Liabilities</b>	<b>Ps. 1,004.6</b>	<b>Ps. 972.3</b>

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Our maximum loss exposure, which amounted to Ps.1,004.6 million and Ps.972.3 million as of December 31, 2012 and 2011, respectively, is based on the unlikely events that all of the assets in the VIE s become worthless and incorporates potential losses associated with assets recorded on our balance sheet.

### **Other transfers of financial assets accounted for as sales under U.S. GAAP**

As of December 31, 2010 certain financial trusts created in connection with the transfer of financial assets considered sales under ASC 860 for U.S. GAAP purposes had been liquidated. Therefore, the 2010 U.S. GAAP net income reconciliation includes the reverse of the previous year s adjustments.

As of December 31, 2011 and 2012 there are no financial trusts accounted for as sales under U.S. GAAP.

### ***Negative Goodwill Compañía Financiera Argentina and subsidiaries***

The Argentine Central Bank s board of directors, through Resolution No.124 dated June 7, 2010, authorized Banco Galicia to purchase 95% of the shares belonging to the following companies: CFA, Cobranzas y Servicios S.A. and Procesadora Regional S.A. (former Universal Processing Center S.A.). Furthermore, through the above-mentioned resolution the Argentine Central Bank authorized the subsidiary Tarjetas Regionales to purchase the remaining 5% of the shares belonging to such companies.

The total purchase price paid amounted to Ps.328.3 million for CFA, Ps.0.8 million for Cobranzas y Servicios S.A. and Ps.4.8 million for Procesadora Regional S.A. (former Universal Processing Center S.A.).

Pursuant to Argentine Central Bank rules, and due to the difference between the acquisition cost and the estimated fair value of assets and liabilities acquired as of June 30, 2010, a negative goodwill amounting to Ps.500.6 million was recorded by CFA and a negative goodwill of Ps.16.8 million was recorded by Cobranzas y Servicios S.A., both of which were recorded under the line item Liabilities-Provisions. With regard to Procesadora Regional S.A. (former Universal Processing Center S.A.), a goodwill amounting to Ps.4.0 million was recorded under Intangible Assets Goodwill. The negative goodwill is subsequently charged to Income on a straight-line basis during 60 months.

Under U.S. GAAP, ASC 805 requires the acquisition of controlling interest of CFA, Cobranzas y Servicios S.A. and Procesadora Regional S.A. (former Universal Processing Center S.A.) to be accounted for as a business combination applying the purchase method, recognizing all net assets acquired at their fair value.

Considering that the net assets acquired were originally recorded at their estimated fair value under Argentine Banking GAAP, no adjustments for U.S. GAAP purposes were recorded in this regard. However, the negative goodwill recorded as a liability and being amortized over a 60 months period under Argentine Banking GAAP, has been fully recognized as a gain in the consolidated statement of income for U.S. GAAP purposes under the caption Miscellaneous Income.

In addition, the amortization of negative goodwill recorded under Argentine Banking GAAP has been reversed for U.S. GAAP purposes.

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As of December 31, 2012 and 2011 we had a balance of Ps.247.8 million and Ps.346.9 million, respectively, related to the negative goodwill.

**Income Tax**

Argentine Central Bank regulations do not require the recognition of deferred tax assets and liabilities and, therefore, income taxes for Banco Galicia are recognized on the basis of amounts due in accordance with Argentine tax regulations. However, we and our non-bank subsidiaries apply the deferred income tax method.

For the purposes of U.S. GAAP reporting, we applied ASC 740-10 Accounting for Income Taxes. Under this method, income tax is recognized based on the assets and liabilities method whereby deferred tax assets and liabilities are established for temporary differences between the financial reporting and tax basis of our assets and liabilities. Deferred tax assets are recognized if it is more likely than not those assets will be realized.

According to the taxable income projections, Grupo Financiero Galicia estimates that is more likely than not that it will recover the temporary differences and the presumed minimum income tax with future taxable income and the presumed minimum income tax will be utilized. Therefore, no valuation allowance was provided against presumed minimum income tax and temporary differences.

Accounting for Uncertainty in Income Taxes, ASC 740-10 was issued in July 2006 and interprets FASB Statement of Financial Accounting Standards ASC 740-10. ASC 740-10 became effective for us on January 1, 2007 and prescribes a comprehensive model for the recognition, measurement, financial statement presentation and disclosure of uncertain tax positions taken or expected to be taken in a tax return. ASC 740-10 provides guidance on derecognition, classification, interest and penalties, accounting in interim periods, disclosure and transition.

We classify income tax-related interest and penalties as income taxes in the financial statements. The adoption of this pronouncement had no effect on our overall financial position or results of operations.

**Summary**

As a result of the above and other differences, our net income and shareholders' equity under Argentine Banking GAAP and U.S. GAAP for the periods indicated were as follows:

	Net Income (Loss)		Shareholders' Equity (Deficit)	
	Argentine Banking GAAP	U.S. GAAP	Argentine Banking GAAP	U.S. GAAP
	<i>(in millions of Pesos)</i>			
Fiscal Year 2012	1,336.2	1,309.6	4,870.1	5,107.9
Fiscal Year 2011	1,106.9	866.7	3,551.6	3,876.1
Fiscal Year 2010	408.9	2,293.6	2,469.5	2,997.1

The significant differences that result between shareholders' equity under U.S. GAAP and shareholders' equity under Argentine Banking GAAP primarily reflect that:

Under U.S. GAAP, Bonar 2015 Bonds are reflected at market values, with changes from market values at the time of exchange being recognized as other comprehensive income. With the improvement in the Argentine economy, market values have increased, with a favorable influence on our financial position.

Under U.S. GAAP, ASC 850-40 defines three stages for the costs of computer software developed or obtained for internal use: the preliminary project stage, the application development stage and the post-implementation operation stage. Under U.S. GAAP, only second stage costs should be capitalized. Under Argentine Banking GAAP, the Bank capitalized costs relating to all three of the stages of software development.

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The difference between the consideration transferred for the acquisition of Compañía Financiera Argentina S.A. and Cobranzas y Servicios S.A. and the fair value of the assets acquired and liabilities assumed was recognized as a gain in earnings on the acquisition date. Instead, under Argentine Banking GAAP, such difference was recorded in the line item Liabilities-Provisions. Pursuant to the Argentine Central Bank regulations, negative goodwill must be charged to Income with regard to the causes that have originated it, not to exceed a 60-month straight-line method amortization.

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The recognition of the Deferred Income Taxes differs under Argentine Banking GAAP as compared to U.S. GAAP. Under Argentine Banking GAAP banking companies are not allowed to record Deferred Income Tax, as such Grupo Galicia and its non-banking subsidiaries have recognized a deferred tax asset for local purposes. As such, the U.S. GAAP adjustment includes: (a) Deferred Income Taxes for banking companies not recorded for local purposes and; (b) tax effects on the USGAAP adjustments including in the reconciliation.

The significant differences that result between net income under U.S. GAAP and net income under Argentine Banking GAAP primarily reflect that under U.S. GAAP the difference between the consideration transferred for the acquisition of CFA and Cobranzas y Servicios S.A. and the fair value of the assets acquired and liabilities assumed was recognized as a gain in earnings on the acquisition date. Instead, under Argentine Banking GAAP, the negative goodwill is charged to Income on a straight-line basis during 60 months.

**Results by Segments**

The presentation of our segment disclosures for the years ended December 31, 2012, 2011 and 2010 corresponds with our internal reporting structure, considering the banking business as one single segment that is evaluated regularly by our management in deciding how to allocate resources and in assessing the performance of our business.

We measure the performance of each of our business segments primarily in terms of Net income, in accordance with the regulatory reporting requirements of the Argentine Central Bank. Net income and other information by segment are based on Argentine Banking GAAP and are consistent with the presentation of our consolidated financial statements.

Our disclosure segments are as follows:

**Banking:** our banking business segment represents Banco Galicia consolidated line by line with Galicia Uruguay, Galicia Cayman and its subsidiaries and the results of other small banking-related subsidiaries.

**Regional Credit Cards:** our regional credit cards business segment represents the accounts of Tarjetas Regionales consolidated with its subsidiaries.

**CFA:** the CFA business segment primarily extends unsecured personal loans to low and middle-income segments of the Argentine population.

**Insurance:** our insurance business segment represents the accounts of Sudamericana and its subsidiaries.

**Other Grupo Galicia Businesses:** this segment includes the results of Net Investment and Galicia Warrants. Fiscal years 2010 and 2011 also include the results of GV Mandataria (in liquidation) and Galval.

Our results by segments are shown in Note 31 to our audited consolidated financial statements. Below is a discussion of our results of operations by segments for the years ended December 31, 2012, December 31, 2011 and December 31, 2010.

***Banking***

The table below shows the results of our banking business segment.

	<b>For the year ended December 31,</b>		
<i>In millions of Pesos, except percentages</i>	<b>2012</b>	<b>2011</b>	<b>2010</b>

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Net Financial Income	3,188.4	2,362.5	1,428.0
Net Income from Services	1,477.2	1,095.5	880.6
<b>Net Operating Revenue</b>	<b>4,665.6</b>	<b>3,458.0</b>	<b>2,308.6</b>
Provisions for Loan Losses	593.3	494.1	307.2
Administrative Expenses	3,094.6	2,302.4	1,693.1
<b>Net Operating Income</b>	<b>977.7</b>	<b>661.5</b>	<b>308.3</b>
Income from Equity Investments			
Tarjetas Regionales SA	434.8	347.0	270.5
Compañía Financiera Argentina S.A. <sup>(*)</sup>	307.6	315.0	133.3
Sudamericana	14.4	11.3	4.0
Others	(60.0)	17.7	13.7
<b>Income from Equity Investments</b>	<b>696.9</b>	<b>691.0</b>	<b>421.5</b>
<b>Other Income (Loss)</b>	<b>(31.4)</b>	<b>80.5</b>	<b>(260.6)</b>
<b>Pre-tax Income</b>	<b>1,643.2</b>	<b>1,433.0</b>	<b>469.1</b>
Income Tax Provision	342.0	325.7	
<b>Net Income</b>	<b>1,301.2</b>	<b>1,107.3</b>	<b>469.1</b>
Net Income as a % of Grupo Financiero Galicia s Net Income	97%	100%	115%
Average Loans	25,871.8	19,608.3	12,818.6
Average Deposits	32,220.4	25,146.8	18,112.0

(\*) Includes amortization of negative goodwill.

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This segment recorded Ps.1,301.2 million net income for the fiscal year ended December 31, 2012, a Ps.193.9 million increase as compared to Ps.1,107.3 million for the fiscal year ended December 31, 2011, which in turn was Ps.638.2 million more than the Ps.469.1 million for the fiscal year ended December 31, 2010.

The increase in net income for the fiscal year ended December 31, 2012 as compared to fiscal year 2011 was primarily due to the significant increase in the volume of financial intermediation with the private sector. This was mainly the consequence of an increase of Ps.1,207.6 million in net operating revenues, an increase of Ps.792.2 million in administrative expenses, a Ps.111.9 million decrease in other income and an increase of Ps.99.2 million in provisions for loan losses.

The increase in net income for the fiscal year ended December 31, 2011 was partially attributable to a significant increase in the volume of financial intermediation with the private sector and to an improved efficiency ratio, as the increase in net operating income was higher than the increase in administrative expenses, in each case as compared to the fiscal year ended December 31, 2010. In addition, net income for the fiscal year 2011 also included Ps.215.9 million which corresponded to CFA's income, as compared to Ps.83.6 million of CFA's income for the fiscal year ended December 31, 2010, as well as Ps.99.1 million corresponding to the amortization of the negative goodwill from the acquisition of such company, as compared to Ps.49.6 million for the fiscal year ended December 31, 2010, in each case due to the fact that CFA's income was included into Banco Galicia's balance sheet on July 1, 2010.

Net financial income for fiscal year ended December 31, 2012 amounted to Ps.3,188.4 million, as compared to Ps.2,362.5 million for the fiscal year ended December 31, 2011, a 35.0% increase, which was in turn 65.4% higher than the Ps.1,428.0 million for the fiscal year ended December 31, 2010. In both cases the increases were the consequence of a significant increase in the volume of financial intermediation with the private sector, which in 2012 was partially offset by the drop in the spread related to Peso-denominated transactions

Net income from services was Ps.1,477.2 million for the fiscal year ended December 31, 2012, as compared to Ps.1,095.5 million for the fiscal year ended December 31, 2011, a 34.8% increase, which was in turn 24.4% higher than the Ps.880.6 million for the fiscal year ended December 31, 2010. These increases can be mainly attributed to the Bank's strategic positioning in the different segments in which it operates, the significant growth in the business volume and the rise in prices, in line with the dynamics of the market.

Provisions for loan losses and other receivables were Ps.593.3 million for the fiscal year ended December 31, 2012 as compared to Ps.494.1 million for the fiscal year ended December 31, 2011, an increase of Ps.99.2 million, mainly due to the seasoning of the consumers' portfolio. In turn, provisions for loan losses and other receivables for the fiscal year ended December 31, 2011, were Ps.186.9 million higher than the Ps.307.2 million recorded in fiscal year ended December 31, 2010, as a consequence of the increase in the size of the loan portfolio and in the amount of provisioning for the non-accrual loan portfolio with allowances for loan losses.

Administrative expenses were Ps.3,094.6 million for the fiscal year ended December 31, 2012, as compared to Ps.2,302.4 million for the fiscal year ended December 31, 2011, a 34.4% increase. In turn, administrative



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expenses for the fiscal year ended December 31, 2011, were 36.0% higher as compared to Ps.1,693.1 million for the fiscal year ended December 31, 2010. These increases were mainly attributable to higher personnel expenses and other administrative expenses. In fiscal year 2012, as compared to fiscal year 2011, the increase in personnel expenses (salaries, Argentine social security contributions and expenses related to personnel services) was mainly due to the salary increase agreed upon with unions and to the 3.8% increase in staff, while the increase in other administrative expenses was mainly attributable to the geographic expansion the branch network, the rise in utility rates and the increases in amounts due to agreements with the different service providers, the main component of which is labor. For the fiscal year ended December 31, 2011, the increases in personnel expenses, as compared to the previous fiscal year, were mainly attributable to the salary increase agreed upon with the union and an increase in Banco Galicia's staff, which increased 6.5%. In addition, the increase in other administrative expenses was mainly attributable to the higher level of activity, the geographic expansion of Banco Galicia and the higher inflation rate during that period.

Income from equity investments was Ps.696.9 million for the fiscal year ended December 31, 2012, as compared to Ps.691.0 million and Ps.421.5 million for the fiscal years ended December 31, 2011 and 2010, respectively. Income from equity investments for the fiscal year ended December 31, 2012 was mainly attributable to profits from Banco Galicia's interest in Tarjetas Regionales and in CFA, of Ps.342.4 million and Ps.304.2 million (including Ps.99.1 million from the amortization of the negative goodwill stemming from the acquisition of CFA and Cobranzas y Servicios), respectively. The increase recorded in the fiscal year ended December 31, 2011 was mainly attributable to: (i) the higher net income from CFA which was Ps.215.9 million for the fiscal year ended December 31, 2011 as compared to Ps.83.6 million for the fiscal year ended December 31, 2010, and (ii) the amortization of the negative goodwill stemming from the acquisition of CFA and Cobranzas y Servicios since these profits amounted to Ps.49.6 million in the fiscal year ended December 31, 2010, while they amounted to Ps.99.1 million in the fiscal year ended December 31, 2011. The variation was due to the fact that CFA was only included on Banco Galicia's balance sheet for the second half of 2010 and because of the increase that resulted from Banco Galicia's Ps.76.6 million equity investment in Tarjetas Regionales. The increase in income from equity investments for the fiscal year ended December 31, 2010 was mainly attributable to: (i) the incorporation in the third quarter of 2010 of the results of operations of CFA (net of results from transactions not involving third parties) into those of Banco Galicia, which during the second half of the fiscal year ended December 31, 2010 amounted to Ps.83.6 million, and the accrual of negative goodwill generated by the purchase of CFA in the amount of Ps.49.6 million, and (ii) the income that resulted from Banco Galicia's equity investment in Tarjetas Regionales of Ps.270.5 million.

Other net loss for the fiscal year ended December 31, 2012 was Ps.31.4 million, as compared to a Ps.80.5 million income for the fiscal year ended December 31, 2011 and net losses of Ps.260.6 million for the fiscal year ended December 31, 2010. Other net loss for the fiscal year 2012 was mainly attributable to net other provisions recorded, for Ps.146.4 million, partially offset by profits from loans recovered and punitive interest, of Ps.74.3 million and Ps.29.9 million, respectively. The gain for the fiscal year ended December 31, 2011 was mainly attributable to the financial income from margin requirements in connection with repurchase agreement transactions totaling Ps.52.2 million. The loss for the fiscal year ended December 31, 2010 was mainly attributable to the amortization of the total amount of deferred losses from amparo claims of Ps.281.0 million.

The income tax charge during the fiscal year ended December 31, 2012 was Ps.342.0 million. For fiscal year 2011 was Ps.325.7 million. There was no income tax charge for fiscal year 2010, since Banco Galicia started to accrue such charge in fiscal year 2011.

**Table of Contents****Regional Credit Cards**

The table below shows the results of our regional credit cards business segment.

<i>In millions of Pesos, except percentages</i>	<b>For the year ended December 31,</b>		
	<b>2012</b>	<b>2011</b>	<b>2010</b>
Net Financial Income	1,169.2	701.6	503.4
Net Income from Services	2,052.8	1,571.1	1,040.1
<b>Net Operating Revenue</b>	<b>3,222.0</b>	<b>2,272.7</b>	<b>1,543.5</b>
Provisions for Loan Losses	580.1	270.4	199.5
Administrative Expenses	2,014.1	1,402.1	905.0
<b>Net Operating Income</b>	<b>627.8</b>	<b>600.2</b>	<b>439.0</b>
Other Income (Loss)	167.7	141.2	101.7
Minority Interests	(9.8)	(106.4)	(78.4)
<b>Pre-tax Income</b>	<b>785.7</b>	<b>635.0</b>	<b>462.3</b>
Income Tax Provision	351.0	287.9	191.8
<b>Net Income</b>	<b>434.7</b>	<b>347.1</b>	<b>270.5</b>
Net Income as a % of Grupo Financiero Galicia s Net Income	33%	31%	66%
Average Loans	7,300.5	5,087.5	3,341.8

During fiscal year 2011, with the purpose of achieving a better corporate structure, Banco Galicia and its subsidiaries initiated a series of changes in its organizational structure, which were completed during 2012. This reorganization was carried out between companies under common control. Therefore, this reorganization did not have any impact on the financial conditions and results of Banco Galicia. It is worth mentioning that on July 1, 2010, 5% of the results of operations of CFA were consolidated with those of the Regional Credit Card Companies along with the accrual of negative goodwill generated by the acquisition of CFA.

In fiscal year 2012, the business segment of the Regional Credit Card Companies recorded net income of Ps.434.8 million, as compared to Ps.347.1 million for the fiscal year ended December 31, 2011, representing a Ps.87.7 million or 25.3% increase.

The increase in income corresponding to the Regional Credit Card Companies for the fiscal year ended December 31, 2012 was mainly attributable to an increase in net operating revenues of Ps.949.4 million. This increase was partially offset by increases of Ps.612.0 million in administrative expenses, Ps.309.7 million in loan loss provisions and Ps.63.1 million in income tax.

The net operating revenues for fiscal year 2012 amounted to Ps.3,222.0 million, a 41.8% increase as compared to the Ps.2,272.7 million for fiscal year 2011, as a consequence of increases of Ps.467.6 million in net financial income and Ps.481.7 million in net income from services. The increase in net operating income was due to a higher average amount of purchases and financing, and to the increase in the number of transactions.

In the 2012 fiscal year provisions for loan losses of Ps.580.1 million were recorded, Ps.309.7 million higher than in the previous fiscal year, mainly as a result of an increase in the size of the loan portfolio and to higher levels of past due loans in line with the economy in general.

Administrative expenses for the fiscal year 2012 amounted to Ps.2,014.1, a 43.6% increase from fiscal year 2011, mainly due to the salary increase agreed upon with unions, an increase in staff, a higher level of economic activity, the geographic expansion of the branch network and the higher inflation rate during that period.

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The income tax charge during the fiscal year 2012 was Ps.351.0 million, Ps.63.1 million higher than in fiscal year 2011.

The Regional Credit Card Companies experienced growth in the following key indicators during the fiscal year ended December 31, 2012, as compared to the fiscal year ended December 31, 2011:

average statements issued: 14.4% growth, reaching an annual average of 2.6 million customers;

increase in retail sales: 40.9%, from Ps.18,248 million to Ps.25,707 million;

increase in loan portfolio: 43.3%, amounting to Ps.11,291 million;

increase in the number of purchase transactions: 18.7%, reaching Ps.119 million; and

increase in the size of the distribution network: 5%, reaching a total of 254 service centers.

The Regional Credit Card Companies employed 5,901 employees as of December 31, 2012, which represents a 6.2% increase as compared to the number of employees as of December 31, 2011.

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In fiscal years 2012 and 2011, other net income amounted to Ps.167.7 million and Ps.141.2 million, respectively, with increases of 18.8% and 38.8%, respectively, mainly as a result of an increase in loans recovered in each such fiscal year.

The net income for the fiscal year ended December 31, 2011 was Ps.76.6 million or 28.3% higher than the Ps.270.5 million recorded in fiscal year ended December 31, 2010.

During fiscal year 2011, with the purpose of achieving a better corporate structure, Banco Galicia and its subsidiaries have made a series of changes in its organizational structure. This reorganization was carried out between companies under common control. Therefore, this reorganization did not have any impact on the financial conditions and results as of the fiscal year ended December 31, 2011. It is worth mentioning that on July 1, 2010, 5% of the results of operations of CFA were consolidated with those of the Regional Credit Card Companies along with the accrual of negative goodwill generated by the acquisition of CFA.

The increase in income corresponding to the Regional Credit Card Companies for the fiscal year ended December 31, 2011 was mainly attributable to an increase in net operating revenues of Ps.729.2 million. This increase was partially offset by increases of Ps.497.1 million in administrative expenses, Ps.96.1 million in income tax provision and Ps.70.9 million in loan loss provisions. During the fiscal year ended December 31, 2010 the increase in income was mainly attributable to an increase in net operating revenue of Ps.431.0 million, a decrease in loan loss provisions of Ps.51.3 million and an increase in other income of Ps.46.8 million. This increase was partially offset by higher administrative expenses of Ps.283.1 million and a higher income tax provision of Ps.62.7 million.

The Regional Credit Card Companies experienced growth in the following key indicators during the fiscal year ended December 31, 2011, as compared to the fiscal year ended December 31, 2010:

average statements issued: 13.4% growth, reaching an annual average of 2.3 million customers;

increase in retail sales: 41.2%, from Ps13,110 million to Ps.18,512 million;

increase in loan portfolio: 47.2%, amounting to Ps.6,564 million;

increase in the number of purchase transactions: 14.2%, reaching 101.7 million; and

increase in the size of the distribution network: 10%, reaching a total of 241 service centers.

The Regional Credit Card Companies employed 5,554 employees as of December 31, 2011, which represents an 18.5% increase over the number of employees as of December 31, 2010.

The increase in the Regional Credit Card Companies provisions for loan losses from Ps.199.5 million for the fiscal year ended December 31, 2010 to Ps.270.4 million for the fiscal year ended December 31, 2011 was mainly related to the significant growth recorded in their financing portfolio together with an increase in the coverage. During fiscal year ended December 31, 2011 the Regional Credit Card Companies maintained low default rates. The decrease in the Regional Credit Card Companies provisions for loan losses from Ps.250.8 million for the fiscal year ended December 31, 2009 to Ps.199.5 million for the fiscal year ended December 31, 2010 was mainly attributable to the improvements in the credit card sector (due to the application of higher creditworthiness standards to potential customers) and increased rates of collection (due to technological and organizational advances), in the context of a more favorable economic environment.

The increases in administrative expenses in fiscal years ended December 31, 2011 and 2010 were mainly attributable to the increased level of activity among the Regional Credit Card Companies, increased inflation and geographical expansion.

**Table of Contents****CFA**

The table below sets forth the results of operations of CFA's business segment:

<i>In millions of Pesos, except percentages</i>	<b>For the year ended December 31,</b>		
	<b>2012</b>	<b>2011</b>	<b>2010(*)</b>
Net Financial Income	792.6	655.5	282.0
Net Income from Services	80.0	36.0	25.9
<b>Net Operating Revenue</b>	<b>872.6</b>	<b>691.5</b>	<b>307.9</b>
Provisions for Loan Losses	173.9	78.9	44.8
Administrative Expenses	524.9	373.5	159.2
<b>Net Operating Income</b>	<b>173.8</b>	<b>239.1</b>	<b>103.9</b>
Other Income (Loss)	136.2	94.5	37.5
<b>Pre-tax Income</b>	<b>310.0</b>	<b>333.6</b>	<b>141.4</b>
Income Tax Provision	94.0	111.1	51.2
<b>Net Income</b>	<b>216.0</b>	<b>222.5</b>	<b>90.2</b>
Net Income as a % of Grupo Financiero Galicia's Net Income	16%	20%	22%
Average Loans	2,040.3	1,523.0	640.4
Average Deposits	699.4	289.4	116.5

(\*) Results of operations correspond to the second half of the fiscal year ended December 31, 2010, subsequent to Banco Galicia's acquisition of CFA.

CFA is a leading non-bank financial institution that engages in retail lending and focuses on the area of unsecured personal loans within Argentina. Its customers are characterized by a limited relationship with traditional banks and a desire for quick and easy access to credit. CFA's customers usually belong to the lower and middle-class sectors of the Argentine economy. Efectivo Sí, the leading brand of CFA, has an especially strong presence in Greater Buenos Aires.

CFA's net income for the fiscal year ended December 31, 2012 amounted to Ps.216.0 million, Ps.6.5 million lower than for the fiscal year ended December 31, 2011.

Net financial income for fiscal year 2012 amounted to Ps.792.6 million, a Ps.137.1 million increase as compared to fiscal year 2011, due to the growth of the loan portfolio, with a stable yield during such periods. This increase was offset by a higher cost of funding, higher average liabilities and a higher interest rate due to market conditions.

Net income from services reached Ps.80.0 million in fiscal year 2012, a Ps.44.0 million increase as compared to fiscal year 2011, due to higher fees related to loans.

Provisions for loan losses for the fiscal year ended December 31, 2012 amounted to Ps.173.9 million, increasing Ps.95.0 million compared to the fiscal year ended December 31, 2011, as a result of the changes in the past due loan portfolio.

Administrative expenses for the fiscal year ended December 31, 2012 amounted to Ps.524.9 million, an increase of Ps.151.4 million as compared to fiscal year 2011, mainly as a result of an increase in personnel expenses of Ps.65.0 million as a result of salary agreements with unions and a 10% increase in the number of personnel.

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For fiscal year 2012, other net income amounted to Ps.136.2 million, an increase of 44.1% as compared to fiscal year 2011 and mainly reflected loans recovered.

As regards the information for fiscal years 2011 and 2010, the significant growth in the net income was due the fact that CFA was incorporated to the income statement of Banco Galicia on July 1, 2010.

CFA's net income for the fiscal year ended December 31, 2011 amounted to Ps 222.5 million, as a result of net operating revenues of Ps.691.5 million and other income of Ps.94.5 million. These results were partially offset by: (i) administrative expenses in the amount of Ps.373.5 million; (ii) loan loss provisions in the amount of Ps.78.9 million; and (iii) an income tax provision in the amount of Ps.111.1 million.

Net income for the second half of 2010 amounted to Ps.90.2 million, as a result of net operating revenues of Ps.307.9 million and other income of Ps.37.5 million. These results were partially offset by losses arising from: (i) administrative expenses in the amount of Ps.159.2 million; (ii) loan loss provisions in the amount of Ps.44.8 million; and (iii) income tax provision in the amount of Ps.51.2 million.

**Table of Contents****Insurance**

The table below shows the results of our insurance business segment.

<i>In millions of Pesos, except percentages</i>	<b>As of December 31, 2012</b>	<b>2011</b>	<b>As of September 30, 2010</b>
Net Financial Income	54.2	47.5	28.7
Net Operating Revenue	54.2	47.5	28.7
Administrative Expenses	131.8	103.2	56.2
<b>Net Operating Income</b>	<b>(77.6)</b>	<b>(55.7)</b>	<b>(27.5)</b>
Other Income (Loss)	257.1	199.0	75.1
<b>Pre-tax Income</b>	<b>179.5</b>	<b>143.3</b>	<b>47.6</b>
Income Tax Provision	63.8	50.3	16.3
<b>Net Income</b>	<b>115.7</b>	<b>93.0</b>	<b>31.3</b>
Net Income as a % of Grupo Financiero Galicia's Net Income	9%	8%	8%

The accounting rules of the Argentine Central Bank establish that the accounts of non-homogeneous activities must be included under Other Income/Loss, therefore the income statement of Sudamericana was reclassified and that is why, in the table above, its main accounts (earned premiums, claims, acquisition costs, etc.) are included in such item. The results of this segment mainly represent the results of Galicia Seguros.

Net income for fiscal year 2012 amounted to Ps.115.7 million, Ps.22.7 million higher than in fiscal year 2011. This significant increase responds to the increase of premiums earned, which were mainly the result of Galicia Seguros' performance through group life insurance, home insurance and accidental, death and dismemberment insurance sold through Banco Galicia and the Regional Credit Card Companies.

The administrative expenses grew following the increase in acquisition costs, and correspond mainly to the increase of expenses related to the issuance of policies, the salary increases and increases in other expenses within an inflationary context.

It is important to note that during the three years described herein the claims ratio have remained at the same or similar levels.

As of December 31, 2012, the insurance segment had approximately 6.4 million insured under all their lines of business.

**Other Grupo Galicia Businesses**

This segment includes the results of Net Investment and Galicia Warrants. As of December 31, 2011 and 2010, it also included the results of Galval and GV Mandataria.

In fiscal year 2012, this segment recorded a Ps.7.8 million profit, predominantly from Galicia Warrants, as Net Investment recorded a Ps.0.01 million loss.

In fiscal year 2011, the segment recorded a Ps.0.7 million net loss. GV Mandataria recorded Ps.0.7 million losses primarily attributable to a change in the cost structure of the company. Galval recorded Ps.4.6 million losses due to the fact that income from services was lower than administrative and commercial expenses. These results were partially offset by a Ps.4.6 million net income from Galicia Warrants.

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In fiscal year 2010, our other businesses recorded a Ps.2.0 million net loss, attributable to the net loss of Galval and Net Investment, in the amounts of Ps.4.0 million and Ps.0.1 million, respectively, partially offset by Ps.2.0 million and Ps.0.1 million attributable to Galicia Warrants and GV Mandataria's net income, respectively.

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**Table of Contents****Consolidated Assets**

The structure and main components of our consolidated assets as of the dates indicated were as follows:

	For the year ended December 31,					
	2012		2011		2010	
	Amounts	%	Amounts	%	Amounts	%
	<i>(in millions of Pesos, except percentages)</i>					
Cash and Due from Banks	8,345.0	13.2	6,418.9	12.5	5,645.6	15.8
Government and Corporate Securities	3,627.1	5.7	5,230.9	10.2	2,278.0	6.4
Loans	42,593.0	67.1	30,904.5	60.4	21,353.8	59.8
Other Assets	8,893.2	14.0	8,638.7	16.9	6,430.7	18.0
<b>Total</b>	<b>63,458.3</b>	<b>100.0</b>	<b>51,193.0</b>	<b>100.0</b>	<b>35,708.1</b>	<b>100.0</b>

Of our Ps.63,458.3 million total assets as of December 31, 2012, Ps.62,771.3 million, or 98.9%, corresponded to Banco Galicia on a consolidated basis. The remaining Ps.563.2 million, or 1.1%, were primarily attributable to Sudamericana Holding on a consolidated basis. The composition of our assets demonstrates an increase in the amounts of the Loans and Cash and Due from Banks line items and the decrease of Government and Corporate Securities and Other Assets line items.

The line item Cash and Due from Banks included cash for Ps.2,561.0 million, balances held at the Argentine Central Bank for Ps.5,613.6 million and balances held in correspondent banks for Ps.170.4 million. The balance held at the Argentine Central Bank is used for meeting the minimum cash requirements set by the Argentine Central Bank.

Our holdings of government and corporate securities as of December 31, 2012 amounted to Ps.3,627.1 million. Our holdings of government and corporate securities are shown in more detail in Item 4. Information on the Company-Selected Statistical Information-Government and Corporate Securities .

Our total net loans amounted to Ps.42,593.0 million as of December 31, 2012, of which Ps. 42,570.6 million corresponded to Banco Galicia (including the Regional Credit Card Companies portfolios) and the remaining amount to secured loans held by Sudamericana. For more information on Banco Galicia's and CFA's loan portfolio, see Item 4. Information on the Company-Selected Statistical Information-Loan Portfolio .

The Other Assets line item mainly includes the following items recorded in our balance sheet under Other Receivables Resulting from Financial Brokerage , unless otherwise noted:

Ps.2,461.3 million recorded under Bank Premises and Equipment , Miscellaneous Assets and Intangible Assets .

Ps.888.0 million corresponding to miscellaneous receivables.

Ps.848.3 million corresponding to Receivables from Financial Leases .

Ps.756.0 million corresponding to participation certificates in, and debt securities of, different financial trusts, created by Banco Galicia or by third parties.

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Ps.674.0 million corresponding to our holdings of debt securities and participation certificates issued by the Galtrust I Financial Trust, resulting from the securitization of loans to the provincial public sector in late 2000.

Ps.608.3 million corresponding to balances at the Argentine Central Bank as guarantees in favor of clearing houses.

Ps.474.8 million of forward purchases of Lebac in connection with repurchase agreements transactions (including the corresponding security margins recorded as Miscellaneous Receivables in the balance sheet).

Ps.403.4 million corresponding to debt securities.

Ps.309.9 million corresponding to other financing.

Ps.119.5 million corresponding to holdings of the participation certificate in, and debt securities of, the special fund jointly formed by Banco Galicia and other private-sector banks in order to facilitate the recovery of the assets of former Almafuerde Bank.

Ps.76.1 million corresponding to equity investments.

Ps.38.5 million corresponding to repurchase agreement transactions.

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The Other Assets line item increased 34.3% for the fiscal year 2011 as compared to fiscal year 2010, mainly as a result of: (i) Ps.1,322.5 million corresponding to an increase in reverse repurchase agreement transactions and (ii) Ps.437.0 million corresponding to an increase in Bank Premises and Equipment, Miscellaneous Assets and Intangible Assets.

**Exposure to the Argentine Public Sector**

The following table shows our total net exposure to the Argentine public sector as of December 31, 2012, 2011 and 2010. This exposure mainly consisted of exposure of Banco Galicia.

	For the year ended December 31,		
	2012	2011	2010
	<i>(in millions of Pesos)</i>		
<b>Net Position in Government Securities</b>	<b>3,995.8</b>	<b>4,397.0</b>	<b>3,111.7</b>
Trading and Investment Accounts	3,437.8	3,617.3	2,469.6
Bonar 2015 Bonds	558.0	779.7	642.1
<b>Loans</b>	<b>25.7</b>	<b>24.6</b>	<b>24.6</b>
<b>Other Receivables Resulting from Financial Brokerage</b>	<b>1,000.7</b>	<b>855.5</b>	<b>808.2</b>
Trusts Certificates of Participation and Securities	997.1	853.0	807.0
Other	3.6	2.5	1.2
<b>Total Assets <sup>(1)</sup></b>	<b>5,022.2</b>	<b>5,277.1</b>	<b>3,944.5</b>

(1) Does not include deposits with the Argentine Central Bank, which constitute one of the items by which Banco Galicia complies with the Argentine Central Bank's minimum cash requirements.

As of December 31, 2012, our total exposure to the public sector amounted to Ps.5,022.2 million. Excluding Banco Galicia's holding of debt securities issued by the Argentine Central Bank (Ps.3,251.6 million, Ps.3,536.7 million, Ps.2,393.0 million, for fiscal years 2012, 2011 and 2010, respectively), net exposure to the non-financial public sector increased by Ps.30.2 million as compared to 2011 and by Ps.219.1 million as compared to 2010.

**Funding**

Banco Galicia's and the Regional Credit Card Companies' and CFA's lending activities are our main asset-generating businesses. Accordingly, most of our borrowing and liquidity needs are associated with these activities. We also have liquidity needs at the level of our holding company, which are discussed in Item 5. Operating and Financial Review and Prospects-Item 5.B. Liquidity and Capital Resources-Liquidity-Holding Company on an Individual Basis. Our objective is to maintain cost-effective and well diversified funding to support current and future asset growth in our businesses. For this, we rely on diverse sources of funding. The use and availability of funding sources depends on market conditions, both local and foreign, and prevailing interest rates. Market conditions in Argentina include a structurally limited availability of domestic long-term funding.

Our funding activities and liquidity planning are integrated into our asset and liability management and our financial risks management and policies. The liquidity policy of Banco Galicia is described in Item 5. Operating and Financial Review and Prospects-Item 5.B. Liquidity and Capital Resources-Banco Galicia's Liquidity Management and our other financial risk policies, including interest rate, currency and market risks are described in Item 11. Quantitative and Qualitative Disclosures about Market Risk. Our funding sources are discussed below.

Traditionally, our primary source of funding has been Banco Galicia's deposit taking activity. Although Banco Galicia has access to Argentine Central Bank financing, management does not view this as a primary source of funding in line with our overall strategies discussed herein.

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Other important sources of funding have traditionally included issuing Dollar-denominated medium and long-term debt securities issued in foreign capital markets and borrowing from international banks and multilateral credit agencies. After the restructuring of its foreign debt in May 2004 and until the US\$300.0 million bond issuance in May 2011, Banco Galicia had not relied on the issuance of new debt securities, and entered into three long term

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loan agreements with the IFC in 2005, 2007 and 2010 for US\$130.0 million, with the purpose of funding long-term loans to small and medium-sized companies. In addition, Banco Galicia entered into a long-term loan agreement with the FMO on December 17, 2010 for US\$20.0 million and a long-term loan agreement with the IDB on February 15, 2011 for US\$30.0 million. In December 2011, Proparco granted Banco Galicia a US\$30 million loan, with a 6 year term, for the financing of investment projects of small and medium-sized companies mainly active in the agribusiness and export sectors.

Selling government securities under repurchase agreement transactions has been another recurrent source of funding for Banco Galicia. In 2012, the repurchase transactions of government securities decreased Ps.24.0 million (principal and interest) and in 2011 decreased Ps.344.8 million (principal and interest). Within its liquidity policy, Banco Galicia considers its unencumbered liquid government securities holdings as part of its available excess liquidity. See Item 5. Operating and Financial Review and Prospects -Item 5.B. Liquidity and Capital Resources-Banco Galicia s Liquidity Management .

The Regional Credit Card Companies fund their business through the issuance of notes in the local and international capital markets, borrowing from local financial institutions and debt with merchants generated in the ordinary course of business of any credit card issuing company. In 2012, the Regional Credit Card Companies issued notes in an amount equal to Ps.950.0 million and received loans for Ps.867.0 million.

CFA funds its business through the issuance of debt securities in the local market, borrowing from financial institutions and time deposits from institutional investors (insurance companies and mutual funds).

Below is a breakdown of our funding as of the dates indicated:

	For the year ended December 31,					
	2012		2011		2010	
	Amounts	%	Amounts	%	Amounts	%
	<i>(in millions of Pesos, except percentages)</i>					
<b>Deposits</b>	<b>39,945.2</b>	<b>62.9</b>	<b>30,135.1</b>	<b>58.9</b>	<b>22,222.8</b>	<b>62.2</b>
Checking Accounts and Other Demand Deposits	9,916.3	15.6	7,203.5	14.1	5,565.7	15.6
Savings Accounts	9,478.2	14.9	8,010.8	15.6	6,362.0	17.8
Time Deposits	19,694.2	31.0	14,150.8	27.6	9,724.9	27.2
Other Deposits	576.3	0.9	534.3	1.0	463.2	1.3
Interest Payable and Differences in quotation	280.3	0.4	235.7	0.5	107.0	0.3
<b>Debt with Financial Institutions <sup>(1)</sup></b>	<b>2,108.3</b>	<b>3.3</b>	<b>2,737.2</b>	<b>5.3</b>	<b>2,114.5</b>	<b>5.9</b>
Domestic Financial Institutions	1,134.6	1.8	855.5	1.7	668.3	1.9
International Banks and Credit Agencies	545.8	0.9	1,429.7	2.8	649.5	1.8
Repurchases	427.9	0.7	452.0	0.9	796.7	2.2
<b>Notes (Unsubordinated and Subordinated) <sup>(1)</sup></b>	<b>5,467.2</b>	<b>8.6</b>	<b>4,229.7</b>	<b>8.3</b>	<b>2,041.7</b>	<b>5.7</b>
<b>Other obligations</b>	<b>11,067.5</b>	<b>17.4</b>	<b>10,539.4</b>	<b>20.6</b>	<b>6,859.6</b>	<b>19.2</b>
<b>Shareholders Equity</b>	<b>4,870.1</b>	<b>7.7</b>	<b>3,551.6</b>	<b>6.9</b>	<b>2,469.5</b>	<b>6.9</b>
<b>Total Funding</b>	<b>63,458.3</b>	<b>100.0</b>	<b>51,193.0</b>	<b>100.0</b>	<b>35,708.1</b>	<b>100.0</b>

*(1) Includes accrued interest, quotation differences, and CER adjustment where applicable.*

As of December 31, 2012, deposits represented 62.9% of our funding, up from 58.9% as of December 31, 2011 and from 62.2% as of December 31, 2010. Our deposit base increased 32.6% in 2012 and 35.6% in 2011. During the 2012 fiscal year, the Ps.9,810.1 million increase in deposits was due to the increase in transactional deposits (deposits in checking and savings accounts) and time deposits. The increase registered during 2011 was also the result of an increase in transactional deposits and time deposits. For more information on deposits, see Item 4. Information on the Company-Selected Statistical Information-Deposits .

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As of December 31, 2012, credit lines from international banks and credit agencies representing Dollar-denominated debt subject to foreign law amounted to Ps.545.8 million. Of this total, Ps.198.3 million corresponded to trade loans; Ps.222.2 million corresponded to an IFC loan granted to Banco Galicia in 2005, which increased at

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the end of 2010 with the signing of a new agreement; and Ps 98.3 million corresponded to a long-term loan agreement with the FMO. The decrease of Ps.883.9 million as compared to December 31, 2011 was mainly as a result of a decrease in trade loans.

As of December 31, 2011, credit lines from international banks and credit agencies representing Dollar-denominated debt subject to foreign law amounted to Ps.1,429.7 million. Of this total, Ps.1,119.3 million corresponded to trade loans and Ps.256.9 million corresponded to an IFC loan granted to Banco Galicia in 2005 which increased at the end of 2010 with the signing of a new agreement. The increase from Ps.649.5 million as of December 31, 2010 was mainly due to the increase in trade loans.

Our debt securities outstanding amounted to Ps.5,467.2 million (principal and interest) as of December 31, 2012, as compared to Ps.4,229.7 million as of December 31, 2011, and Ps.2,041.7 million as of December 31, 2010. Of our debt securities outstanding at the end of fiscal year 2012, Ps.3,806.9 million (only principal) corresponded to Dollar-denominated debt subject to foreign law and Ps.1,490.5 million (only principal) corresponded to Peso-denominated debt.

As of December 31, 2012, the breakdown of our Dollar-denominated debt was as follows:

Ps.1,464.2 million of 2018 notes maturing in 2018 issued by Banco Galicia.

Ps.1,126.0 million of 2019 notes maturing in 2019 issued in 2004 and corresponding to new debt of Banco Galicia resulting from the foreign debt restructuring completed in May of such year.

Ps.973.0 million of Class XIII notes maturing in 2017 issued by Tarjeta Naranja.

Ps.132.1 million of Class II Series III notes maturing in 2013 issued by Grupo Financiero Galicia.

Ps.36.3 million of Class VI Series II notes maturing in 2013 issued by Tarjetas Cuyanas.

Ps.68.7 million of Class XVI Series II notes maturing in 2013 issued by Tarjeta Naranja.

Ps.6.6 million of past due foreign debt included in Banco Galicia's 2004 debt restructuring, the holders of which did not participate in such restructuring.

As of December 31, 2012, the breakdown of our Pesos-denominated debt was as follows:

Ps.164.2 million and Ps.34.6 million of Class XVII Series I and Series II notes maturing in 2013 issued by Tarjeta Naranja.

Ps.111.1 million of Class VII Series II notes maturing in 2014 and Ps.48.8 million of Class VII Series I notes maturing in 2013 issued by CFA.

Ps.70.2 million of Class VI Series II notes maturing in 2014 and Ps.81.2 million of Class VI Series I notes maturing in 2013 issued by CFA.

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Ps.98.6 million and Ps.49.6 million of Class VIII Series II and I notes maturing in 2014 and 2013, respectively, issued by Tarjetas Cuyanas.

Ps.102.6 million and Ps. 33.4 million of Class IX Series II and I notes maturing in 2014 and 2013, respectively, issued by Tarjetas Cuyanas.

Ps.111.3 million of Class XIX Series II notes maturing in 2014 issued by Tarjeta Naranja.

Ps.100.6 million of Class IV notes maturing in 2013 issued by CFA.

Ps.100.2 million of Class XVIII Series II notes maturing in 2014 issued by Tarjeta Naranja.

Ps.77.7 million of Class V Series II notes maturing in 2013 issued by Tarjetas Cuyanas.

Ps.76.1 million of Class III notes maturing in 2014 issued by Grupo Financiero Galicia.

Ps.61.7 million of Class V Series II notes maturing in 2013 issued by CFA.

Ps.52.6 million of Class XIX Series I notes maturing in 2013 issued by Tarjeta Naranja.

Ps.46.3 million of Series XVIII Series I notes maturing in 2013 issued by Tarjeta Naranja.

Ps.43.6 million of Class VII Series II notes maturing in 2013 issued by Tarjetas Cuyanas.

Ps.26.1 million of Class XIV Series II notes maturing in 2013 issued by Tarjeta Naranja.

The increase in our debt securities outstanding as of December 31, 2012 as compared to December 31, 2011 was mainly a result of: i) the issuance by Tarjeta Naranja of its senior notes for an aggregate principal amount of Ps.423.8 million. ii) the issuance by Tarjeta Cuyanas of its senior notes for an aggregate principal amount of Ps.222.3 million and iii) the issuance by CFA of its senior notes for an aggregate principal amount of Ps.183.6 million.



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The increase in our debt securities outstanding as of December 31, 2011 as compared to December 31, 2010 was mainly a result of: i) the issuance by Banco Galicia of its senior notes due in 2018 for an aggregate principal amount of US\$300.0 million and ii) the issuance by Tarjeta Naranja of its Class XIII senior notes due in 2017 for an aggregate principal amount of US\$200.0 million.

For more information see -Contractual Obligations below.

The category other obligations includes Ps.5,715.9 million of debt with merchants in connection with credit-card transactions of Banco Galicia and the regional credit card companies, Ps.1,773.6 million in miscellaneous liabilities, Ps.761.8 million in connection with collections on account of third parties and Ps.468.2 million related to allowances for other contingencies.

**Ratings**

The following are our ratings as of the date of this annual report:

**LOCAL RATINGS**

	Standard & Poor's	Fitch Argentina	Evaluidora Latinoamericana	Moody's
<b>Grupo Financiero Galicia S.A.</b>				
Rating of Shares	1			
Short-/Medium Term Debt <sup>(1)</sup>			AA-	
<b>Banco de Galicia y Buenos Aires S.A.</b>				
Counterparty Rating	raA			
Long-Term Debt <sup>(2) (3)</sup>	raA		AA-	A2.ar
Subordinated Debt <sup>(2) (4)</sup>	raA-		A+	Ba1.ar
Deposits (Long Term / Short Term)	raA / raA-1			
Deposits (Local Currency / Foreign Currency)				Aa3.ar /Ba1.ar
Trustee				TQ1(-).ar
<b>Tarjeta Naranja S.A.</b>				
Medium-/Long-Term Debt <sup>(2) (5)</sup>		AA(arg)		
Short-Term Debt <sup>(2) (6)</sup>		A1+(arg)		
<b>Tarjetas Cuyanas S.A.</b>				
Long-Term Debt <sup>(2) (7)</sup>		AA-(arg)		
Short-Term Debt <sup>(2) (8)</sup>		A1(arg)		
<b>CFA S.A.</b>				
Long-Term Debt <sup>(9)</sup>		AA(arg)		Aa3.ar
Short-Term Debt <sup>(10)</sup>		A1+(arg)		Aa3.ar
Deposits (Local Currency / Foreign Currency)				Aa3.ar /Ba1.ar
<b>INTERNATIONAL RATINGS</b>				
<b>Banco de Galicia y Buenos Aires S.A.</b>				
Long-Term Debt <sup>(2) (3)</sup>	B-			B3
<b>Tarjeta Naranja S.A.</b>				
Medium-/Long-Term Debt <sup>(2) (11)</sup>		B-		

(1) Class II Series III and Class III notes.

(2) See -Contractual Obligations .

(3) Class I notes due in 2018.

(4) Subordinated notes due in 2019.

(5) Class XIII, Class XIV Series II, Class XVI Series II, Class XVII Series I and II, Class XVIII Series II and Class XIX Series II notes.

(6) Class XIII Series I and Class XIX Series I notes.

(7) Class V Series II, Class VI Series II, Class VII Series II, Class VIII Series II and Class IX Series II notes.

(8) Class VIII Series I and Class IX Series I notes.

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- (9) *Class IV Series II, Class V Series II, Class VI Series II and Class VII Series II notes.*
- (10) *Class VI Series I and Class VII Series I notes.*
- (11) *Class XIII notes.*

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***Debt Programs***

On March 9, 2009, Grupo Financiero Galicia's shareholders, during the ordinary shareholders' meeting, and the Board of Directors created a global short-, medium- and long-term notes program, for a maximum outstanding amount of US\$60 million. This program was authorized pursuant to Resolution No. 16,113 of April 29, 2009 of the CNV. On March 16, 2009 and on April 24, 2009, the Board of Directors approved the terms and conditions of the issuance of the Class I, Series I and Series II notes.

Within the program, on June 4, 2009 Grupo Financiero Galicia issued two series of bonds for a total amount of US\$45 million, with the following characteristics: (i) US\$34.4 million of non-interest bearing Class I, Series I notes, due on May 30, 2010, this bond was issued at a price of 92.68/100 and with a yield of 8%; and (ii) US\$10.6 million of 12.5% Class I, Series II notes, due on May 25, 2011, this bond was issued at a price of 103.48/100 with a yield of 10.5%. Interest on the notes described in (ii) was paid semiannually.

During fiscal year 2010, Grupo Financiero Galicia repaid, upon maturity, its Class I, Series I notes, for US\$34.4 million and made an offer of notes for a face value of US\$45 million. The subscription period ended on June 4, 2010; notes were fully subscribed and Grupo Financiero Galicia decided not to issue Series I, which was planned to be issued at a discount.

On June 8, 2010 Grupo Financiero Galicia issued two series of bonds in the aggregate principal amount of US\$45 million, with the following characteristics: (i) US\$18.1 million of 8% Class II, Series II notes, due in 2012, issued at a price of 101.8/100, with a yield of 7% and (ii) US\$26.9 million of 9% Class II, Series III notes due in 2013, issued at a price of 101.3/100, with a yield of 8.5%. Interest is payable semi-annually.

During 2011, Grupo Financiero Galicia repaid, upon maturity, Class I, Series II notes in the principal aggregate amount of US\$10.6 million.

At the extraordinary shareholders' meeting held in August 2012, the shareholders decided to ratify the decision made at the ordinary and extraordinary shareholders' meeting held in April 2010 with regard to the approval of the US\$40 million increase in the amount of Grupo Financiero Galicia's global note program. Therefore, once approved by the CNV, the amount will be for up to US\$100 million or its equivalent in other currencies.

On May 29, 2012, Grupo Financiero Galicia fully repaid its Class II, Series II notes, in the aggregate principal amount of US\$18.1 million. On August 28, 2012, Grupo Financiero Galicia issued Class III notes, for a face value amount of Ps.78.1 million, with a variable interest rate equal to the Benchmark Rate (BADLAR) plus 3.59% and with a maturity date of February 28, 2014. The aggregate principal amount of such notes will be repaid upon maturity. As of December 31, 2012, debt for a principal amount outstanding of Ps.210.2 million had been issued under Grupo Financiero Galicia's debt program.

Banco Galicia has a program outstanding for the issuance and re-issuance of non-convertible notes, subordinated or non-subordinated, adjustable or non-adjustable, secured or unsecured, with a term from 30 days to up to the current permitted maximum (30 years), for a maximum outstanding face value during the period of such program of up to US\$342.5 million. This program was approved by the CNV on November 4, 2005 and the extension of the program was approved by the CNV pursuant to Resolution No. 16,454, dated November 11, 2010. The term of the program is for five years commencing on the date of approval of the extension by the CNV. On May 4, 2011 Banco Galicia issued 8.75% Class I notes due 2018 in the aggregate principal amount of US\$300.0 million under this program. These notes are subject to a number of significant covenants, which are subject to important qualifications and exceptions, that, among other things, restrict the ability of (i) Banco Galicia and certain of its subsidiaries to directly or indirectly, create, incur, assume or suffer to exist liens upon its present or future assets to secure any indebtedness and (ii) Banco Galicia to merge, consolidate or amalgamate with or into, or convey or transfer or lease all or substantially all of its properties and assets, whether in one transaction or a series of related transactions.

Tarjeta Naranja has a program outstanding for the issuance and re-issuance of non-convertible notes, subordinated or non-subordinated, adjustable or non-adjustable, secured or unsecured, with a term from 30 days to up to the current permitted maximum (30 years), for a maximum outstanding face value during the period of such program of up to US\$650.0 million. The program was approved by the CNV on May 23, 2012. As of December 31, 2012, debt for a principal amount outstanding of US\$323.8 million had been issued under the program. Tarjeta

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Naranja's program contains certain restrictions on liens, subject to the provisions established in the applicable pricing supplement with respect to each class and/or series of notes, so long as any note issued under such program remains outstanding. Certain notes issued under Tarjeta Naranja's program are subject to covenants that limit the ability of Tarjeta Naranja and certain of its subsidiaries, subject to important qualifications and exceptions, to pay dividends on its capital stock or redeem, repurchase or retire its capital stock or subordinated indebtedness, make certain restricted payments, and consolidate, merge or transfer assets, among others.

Tarjetas Cuyanas has a program outstanding with the same characteristics, for a maximum outstanding face value during the period of such program of up to US\$120.0 million. The CNV approved the program on May 2, 2007 and approved the increase of its maximum outstanding face value to up to US\$120.0 million on April 6, 2010. As of December 31, 2012, debt for a principal amount outstanding of US\$92.5 million had been issued under this program.

CFA has a program outstanding for the issuance of ordinary short, medium or long term, secured or unsecured, subordinated or non-subordinated notes, for a maximum outstanding face value during the period of such program of up to Ps.200.0 million. The CNV approved this program on August 3, 2006, and approved an increase of its maximum outstanding face value to up to Ps.500.0 million on March 19, 2008.

On January 27, 2011 the CNV approved an extension of the program and the increase of its maximum outstanding face value to up to US\$250.0 million. On May 17, 2012 CFA issued debt in the aggregate principal amount of Ps.153.4 million, on September 26, 2012 CFA issued debt in the aggregate principal amount of Ps.161.9 million under its program. As of December 31, 2012, debt for a principal amount outstanding of Ps.481.3 million had been issued under CFA's debt program.

**Contractual Obligations**

The table below identifies the principal amounts of our main on balance-sheet contractual obligations, their currency of denomination, remaining maturity and interest rate and the breakdown of payments due, as of December 31, 2012.

	Maturity	Annual Interest Rate	Total	Less than 1 Year	1 to 3 Years	3 to 5 Years	Over 5 Years
<b>Grupo Financiero Galicia</b>							
<b>Bonds</b>							
Notes Class III Due 2014 (Pesos)	2014	Badlar + 359 b.p.	81.0	4.9	76.1		
Notes Class II Series III Due 2013 (US\$)	2013	9.00%	133.3	133.3			
<b>Banco Galicia</b>							
<b>Deposits</b>							
Time Deposits (Pesos/US\$)	Various	Various	20,168.1	19,912.9	253.2	2.0	
<b>Bonds</b>							
Fixed Rate Due 2018 (US\$) <sup>(4)</sup>	2018	8.75%	1,484.6	20.4			1,464.2
2019 Notes (US\$) <sup>(1)(2)</sup>	2019	11.00%	1,188.0				1,188.0
9% Notes Due 2003 (US\$) <sup>(3)</sup>	2003	9.00%	13.2	13.2			
<b>Loans</b>							
Floating Rate Loans Due 2019 (US\$) <sup>(1)(5)</sup>	2019	Libor + 578 b.p.	11.9				11.9
FMO Financial Loans (US\$)	Various	Libor + 550 b.p.	100.3	31.5	39.3	29.5	
PROPARCO Financial Loans (US\$)	Various	Libor + 400 b.p.	10.0	1.2	3.9	3.9	1.0
IFC Financial Loans (US\$)	Various	Libor + 350 b.p.	222.6	114.7	107.9		
Other Financial Loans (US\$) <sup>(6)</sup>	Various	Various	201.3	201.3			
IDB Financial Loans (Pesos)	Various	Various	28.8	8.7	12.1	7.6	0.4
Fontar Financial Loans (Pesos)	Various	Various	24.9	9.2	10.6	4.7	0.4
BICE Financial Loans (Pesos)	Various	Various	38.9	10.8	20.3	5.1	2.7
BICE Financial Loans (US\$)	Various	Various	38.2	13.3	21.2	3.7	
Short-term Intrebank Loans (Pesos)	2013	9.8%	82.0	82.0			
Repurchases (US\$) <sup>(7)</sup>	2013	Various	427.9	427.9			

**Tarjetas Regionales**

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Financial Loans with Local Banks (Pesos)	Various	Various	684.8	630.8	54.0		
Notes (Pesos/US\$)	Various	Various	2,085.4	688.6	740.8	656.0	
<b>CFA</b>							
Local Financing (Pesos)	Various	Various	277.8	257.8	20.0		
Notes (Pesos)	Various	Various	481.6	458.2	23.4		
<b>Total</b>			<b>27,784.6</b>	<b>23,020.7</b>	<b>1,382.8</b>	<b>712.5</b>	<b>2,668.6</b>

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*Principal and interest. Includes the CER adjustment, where applicable.*

- (1) Issued in 2004 as part of the restructuring of the foreign debt of Banco Galicia's Head Office and its Cayman Branch.
- (2) Subordinated Notes Due 2019: Interest paid in cash: 6% per annum from January 1, 2004 until (but not including) January 1, 2014, payable semiannually, on January 1 and July 1 of each year, beginning on July 1, 2004. Unless the notes are previously redeemed, the annual interest rate will increase to 11% per annum from that date until (but not including) January 1, 2019. Interest paid in additional subordinated notes due 2019: 5% per annum from January 1, 2004, to be paid on January 1, 2014 and January 1, 2019. Principal amortizes in full on January 1, 2019, unless the notes are previously redeemed at par plus accrued but unpaid interest, in whole or in part, at Banco Galicia's option, at any time, in accordance with the terms of the agreements governing such notes.
- (3) The balance represents debt not tendered by its holders to the exchange offered by Banco Galicia to restructure its foreign debt, which was completed in May 2004.
- (4) Interest payable in cash semiannually, fixed rate of 8.75%. Principal in full on May 4, 2018.
- (5) Interest payable in cash: Libor+78 b.p., per annum from January 1, 2004, until (but not including) January 1, 2014, payable semiannually, on January 1 and July 1 of each year, beginning on July 1, 2004. Unless the loans are previously redeemed, the annual interest rate will increase to Libor+578 b.p. per annum from that date until (but not including) January 1, 2019. Also pays interest in additional subordinated loans, due 2019: 5% per annum from January 1, 2004, to be paid on January 1, 2014 and January 1, 2019. Principal amortizes in full on January 1, 2019 unless the loans are previously redeemed at part plus accrued interest and additional amounts, if any, in whole or in part at Banco Galicia's option, in accordance with the terms of the agreements governing such loans.
- (6) Borrowings to finance international trade operations to Bank customers.
- (7) Includes premiums.

**Off-Balance Sheet Contractual Obligations***Operating Leases*

As of December 31, 2012, we also had off-balance sheet contractual obligations arising from the leasing of certain properties used as a part of our distribution network. The estimated future lease payments in connection with these properties are as follows:

	<i>(In millions of Pesos)</i>
2013	114.26
2014	137.11
2015	165.73
2016	196.94
2017	217.78
2018 and After	490.79
<b>Total</b>	<b>1,322.62</b>

*Other*

As a shareholder of Aguas Cordobesas S.A., Banco Galicia is a guarantor with respect to compliance with certain obligations arising from the concession contract signed by Aguas Cordobesas S.A. In addition, Banco Galicia and the other shareholders committed, in certain circumstances, to provide financial support to the company if it was unable to fulfill the commitments it had undertaken with various international financial institutions.

Banco Galicia, as a shareholder and proportionally to its 10.833% interest, is jointly responsible, to the Province of Córdoba, for contractual obligations under the concession contract for its entire term. Should any of the other shareholders fail to comply with the commitments arising from their joint responsibility, the province may force Banco Galicia to assume the unfulfilled commitment, but only in proportion and to the extent of the interest held by Banco Galicia. See Note 3 to our consolidated financial statements.

**Off-Balance Sheet Arrangements**

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Our off-balance sheet risk mainly arises from Banco Galicia's activities.

In the normal course of its business, Banco Galicia is a party to financial instruments with off-balance sheet risk which are entered into in order to meet the financing needs of its customers. These instruments expose us to credit risk in addition to the amounts recognized on our consolidated balance sheets. These financial instruments include commitments to extend credit, standby letters of credit, guarantees granted and acceptances.

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**Table of Contents*****Commitments to Extend Credit, Stand-By Letters of Credit and Guarantees Granted***

Commitments to extend credit are agreements to lend to a customer at a future date, subject to meeting certain contractual terms. Commitments generally have fixed expiration dates or other termination clauses and may require payment of a fee. Since many of the commitments are expected to expire without being drawn upon, total commitment amounts do not necessarily represent actual future cash requirements. We evaluate each customer's creditworthiness on a case-by-case basis.

We use the same credit policies in making commitments, conditional obligations and guarantees as we do for granting loans. In the opinion of management, our outstanding commitments and guarantees do not represent unusual credit risk.

Standby letters of credit and guarantees granted are conditional commitments issued by Banco Galicia to guarantee the performance of a customer to a third party. Guarantees granted are surety guarantees in connection with transactions between two parties. Acceptances are conditional commitments for foreign trade transactions.

Our exposure to credit loss in the event of non-performance by the other party to the financial instrument for commitments to extend credit, standby letters of credit, guarantees granted and acceptances is represented by the contractual notional amount of those investments.

Our credit exposure related to these items as of December 31, 2012, is summarized below:

	<b>December 31, 2012</b>
	<i>(in millions of Pesos)</i>
Commitments to Extend Credit	3,732.3
Standby Letters of Credit	671.2
Guarantees Granted	345.6
Acceptances	88.5

In addition to the above commitments, as of December 31, 2012, purchase limits available for credit-card holders amounted to Ps.53,251.4 million.

As of December 31, 2012, main fees related to the above-mentioned commitments were Ps.11.5 million corresponding to standby letters of credit, Ps.9.8 million from guarantees provided and Ps.2.9 million from commitments to extend credit.

The credit risk involved in issuing letters of credit and granting guarantees is essentially the same as that involved in extending loan facilities to customers. In order to grant guarantees to our customers, we may require counter guarantees. As of December 31, 2012, these counter guarantees, classified by type, were as follows:

	<b>December 31, 2011</b>
	<i>(in millions of Pesos)</i>
Preferred Counter Guarantees	16.8
Other Counter Guarantees	76.9

For more detailed information about off-balance sheet financial instruments, see Note 25 to our audited consolidated financial statements.

***Other***

We account for checks drawn on us and other financial institutions, as well as other items in the process of collection, such as notes, bills and miscellaneous items, in memorandum accounts until the related item clears or is accepted. In management's opinion, the risk of loss on these clearing transactions is not significant. The amounts of clearing items in process as of December 31, 2012, were as follows:



	<b>December 31, 2012</b>
	<i>(in millions of Pesos)</i>
Checks Drawn on Banco Galicia	984.2
Checks Drawn on Other Banks	1,154.8
Bills and Other Items for Collection	6,527.9

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With respect to fiduciary risk, we act as trustee of trust agreements to guarantee obligations arising from various contracts between the parties. As of December 31, 2012, the trust funds amounted to Ps.5,192.3 million.

In addition, we hold securities in custody, which as of December 31, 2012 amounted to Ps.16,640.5 million.

For more detailed information about off-balance sheet financial instruments, see Note 25 to our audited consolidated financial statements.

## **Critical Accounting Policies**

We believe that the following are our critical accounting policies under Argentine Banking GAAP, as they are important to the portrayal of our financial condition and results of operations and require our most difficult, subjective and complex judgment and the need to make estimates about the effect of matters that are inherently uncertain.

### ***Allowance for Loan Losses***

Our allowance for loan losses including the allowance for loan losses of Banco Galicia and CFA is maintained in accordance with Argentine Central Bank rules. Under such rules, a minimum allowance for loan losses is calculated primarily based upon the classification of Banco Galicia's commercial loan borrowers and upon delinquency aging (or the number of days the loan is past due) for individual loan borrowers of both Banco Galicia and CFA and for Banco Galicia's commercial loans of less than Ps.750,000. Although we are required to follow the methodology and guidelines for determining the minimum loan loss allowance as set forth by the Argentine Central Bank, we are allowed to establish additional allowances for loan losses. The determination of the allowance for loan losses requires a significant degree of judgment. The credit cards companies follow the IFRS guidelines to record the allowances for loan losses, which include the minimum requirements of Argentine Central Bank rules.

For commercial loans, we are required to classify all of our commercial loan borrowers. In order to perform the classification, we must consider the management and operating history of the borrower, the present and projected financial situation of the borrower, the borrower's payment history and ability to service the debt, the capability of the borrower's internal information and control systems and the risk in the sector in which the borrower operates. We apply the minimum loss percentages required by the Argentine Central Bank to our commercial loan borrowers based on the loan classification and the nature of the collateral, or guarantee in respect of the loan. In addition, based on the overall risk of the portfolio, we consider whether or not additional loan loss reserves in excess of the minimum required are warranted.

For our consumer loan portfolio, including the loan portfolios of Banco Galicia, the Regional Credit Card Companies and CFA, we classify loans based upon delinquency aging, consistent with the requirements of the Argentine Central Bank. Minimum loss percentages required by the Argentine Central Bank are also applied to the totals in each loan classification.

### ***Other Receivables Resulting from Financial Brokerage and Miscellaneous Receivables***

We carry other receivables resulting from financial brokerage and miscellaneous receivables net of allowances for uncollectible amounts. Our judgment regarding the ultimate collectability is performed on an account-by-account basis and considers our assessment of the borrower's ability to pay based on factors such as the borrower's financial condition, past payment history, guarantees and past-due status.

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### ***Goodwill***

Goodwill is carried at cost less accumulated amortization. The carrying amount of goodwill is analyzed for impairment based on estimates of future undiscounted cash flows generated by the business acquired. The estimate of future cash flows requires complex management judgment.

Pursuant to the Argentine Central Bank regulations, the negative goodwill has to be charged to Income with regard to the causes that have originated it, not to exceed a 60-month straight-line method amortization.

### **U.S. GAAP - Critical Accounting Policies**

Additional information in connection with critical accounting policies for U.S. GAAP purposes is described as follows.

#### ***Allowance for Loan Losses***

Under U.S. GAAP, Banco Galicia considers loans to be impaired when it is probable that all amounts of principal and interest will not be collected according to the contractual terms of the loan agreement. The allowance for significant impaired loans are assessed based on the present value of estimated future cash flows discounted at the current effective loan rate or the fair value of the collateral in the case where the loan is considered collateral-dependent. An allowance for impaired loans is provided when discounted future cash flows or collateral fair value is lower than book value.

In addition, if necessary, a specific allowance for loan losses is established for individual loans, based on regular reviews of individual loans, recent loss experience, credit scores, the risk characteristics of the various classifications of loans and other factors directly influencing the potential collectability and affecting the quality of the loan portfolio.

To calculate the allowance required for smaller-balance impaired loans and unimpaired loans, we perform an analysis of historical losses from our consumer and performing commercial loan portfolios in order to estimate losses for U.S. GAAP purposes resulting from loan losses that had been incurred in such loan portfolios at the balance sheet date but which had not been individually identified. Loss estimates are analyzed by loan type and thus for homogeneous groups of clients. Such historical ratios are updated to incorporate the most recent data reflecting current economic conditions, industry performance trends, geographic or obligor concentrations within each portfolio segment, and any other pertinent information that may affect the estimation of the allowance for loan losses.

We estimate that, on average, it takes a period of up to one year between the trigger of an impairment event and identification of a loan as being a probable loss for consumer and performing commercial loans.

Many factors can affect Banco Galicia's estimates of allowance for loan losses, including volatility of default probability, migrations and estimated loss severity.

A ten percent decrease in the expected cash flows of significant impaired loans individually analyzed, could result in an additional impairment of approximately Ps.7.1 million.

A ten percent increase in the historical loss ratios for loans collectively analyzed could result in an additional impairment of approximately Ps.166.5 million.

These sensitivity analyses do not represent management's expectations of the deterioration in risk ratings or the increases in loss rates but are provided as hypothetical scenarios to assess the sensitivity of the allowance for loan and lease losses to changes in key inputs. We believe the risk ratings and loss severities currently in use are appropriate and represent management's expectations about the credit risk inherent in its loan portfolio.

Determining the allowance for loan losses requires significant management judgments and estimates including, among others, identifying impaired loans, determining customers' ability to pay and estimating the fair value of underlying collateral or the expected future cash flows to be received. Actual events are likely to differ from the estimates and assumptions used in determining the allowance for loan losses.

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### *Fair Value Estimates*

A portion of our assets is carried at fair value, including trading and available-for-sale securities, retained interests in assets transferred to financial trusts, futures and forwards transactions.

ASC 820-10 defines fair value as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. ASC 820-10, among other things, requires Grupo Financiero Galicia to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value.

In addition, ASC 825-10 provides an option to elect fair value as an alternative measurement for selected financial assets, financial liabilities, unrecognized firm commitments and written loan commitments not previously recorded at fair value. Under ASC 825-10, fair value is used for both the initial and subsequent measurement of the designated assets, liabilities and commitments, with the changes on fair value recognized in net income. As a result of ASC 825-10 analysis, Grupo Financiero Galicia has not elected to apply fair value accounting for any of its financial instruments not previously carried at fair value.

### *Fair Value Hierarchy*

ASC 820-10 defines fair value as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

ASC 820-10 establishes a three-level valuation hierarchy for disclosure of fair value measurements. The valuation hierarchy is based upon the transparency of inputs to the valuation of an asset or liability as of the measurement date. The three levels are defined as follows:

Level 1: inputs to the valuation methodology are quoted prices (unadjusted) for identical assets or liabilities in active markets.

Level 2: inputs to the valuation methodology include quoted prices for similar assets and liabilities in active markets, and inputs that are observable for the asset or liability, either directly or indirectly, for substantially the full term of the asset or liability.

Inputs include the following:

- (a) Quoted prices for similar assets or liabilities in active markets;
- (b) Quoted prices for identical or similar assets or liabilities in non-active markets;
- (c) Pricing models whose inputs are observable for substantially the full term of the asset or liability; and
- (d) Pricing models whose inputs are derived principally from or corroborated by observable market data through correlation or other means.

Level 3: inputs to the valuation methodology are unobservable and significant to the fair value measurement.

A financial instrument's categorization within the valuation hierarchy is based upon the lowest level of input that is significant to the fair value measurement.

### *Determination of Fair Value*

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Fair value is based upon quoted market prices, where available. If listed prices or quotes are not available, fair value is based upon internally developed models that use primarily market-based or independently-sourced market parameters, including interest rate yield curves, option volatilities and currency rates. Valuation adjustments may be made to ensure that financial instruments are recorded at fair value. These adjustments include amounts to reflect counterparty credit quality, Banco Galicia's creditworthiness, liquidity and unobservable parameters that are applied consistently over time.

Grupo Financiero Galicia believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies, or assumptions, to determine the fair value of certain financial instruments could result in a different estimate of fair value at the reporting date.

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### ***Impairment of Assets Other Than Loans***

Certain assets, such as goodwill and equity investments are subject to an impairment review. Asset impairment charges require considerable judgment and are recorded when market value declines below the carrying value, for declines other-than-temporary, or where the cost of the asset is deemed to not be recoverable.

Goodwill impairment exists when the fair value of the reporting unit to which the goodwill is allocated is not enough to cover the book value of its assets and liabilities and the goodwill. The fair value of the reporting units is estimated using discounted cash flow techniques. The sustained value of the majority of the goodwill is supported ultimately by revenue from our banking and credit-card businesses. A decline in earnings as a result of a lack of growth, or our inability to deliver cost-effective services over sustained periods, could lead to a perceived impairment of goodwill, which would be evaluated and, if necessary, recorded as a write-down in our consolidated income statement. On an annual basis, or as circumstances dictate, management reviews goodwill and evaluates events or other developments that may indicate impairment in the carrying amount. The evaluation methodology for potential impairment is inherently complex and involves significant management judgment in the use of estimates and assumptions. These estimates involve many assumptions, including the expected results of the reporting unit, an assumed discount rate and an assumed growth rate for the reporting unit.

As of December 31, 2012 and 2011, no impairment was recorded.

The fair value of equity investments is determined using discounted cash flow techniques. This technique involves complex management judgment in terms of estimating the future cash flows of the companies and in defining the applicable interest rate to discount those cash flows.

### ***Deferred Tax Asset Valuation Allowance***

Deferred tax assets and liabilities are recorded for the estimated future tax effects of temporary differences between the carrying amounts of assets and liabilities recorded for accounting and tax reporting purposes and for the future tax effects of net operating loss carryforwards. Recognition of those deferred tax assets is subject to management's judgment based on available evidence that realization is more likely than not and they are reduced, if necessary, by a valuation reserve. Management's judgment on the likelihood that deferred tax assets can be realized is subjective and involves estimates and assumptions about matters that are inherently uncertain. This judgment involves estimating future taxable income and the timing at which the temporary differences between book and taxable income will be reversed. Underlying estimates and assumptions can change over time, influencing our overall tax positions, as a result of unanticipated events or circumstances.

According to taxable income projections, Grupo Financiero Galicia believes that is more likely than not that it will recover the temporary differences and the presumed minimum income tax. Therefore, no valuation allowance was provided against presumed minimum income tax and temporary differences.

### ***Securitizations***

Under U.S. GAAP, prior to January 1, 2010, Grupo Financiero Galicia adopted SFAS No. 140, *Accounting for Transfers and Servicing of Financial Assets and Extinguishments of Liabilities*, as amended by SFAS 156, both of them codified under the topic ASC No. 860 *Transfers and Servicing* (ASC No. 860). ASC No. 860 required an entity to recognize the financial and servicing assets it controls and the liabilities it had incurred and to derecognize financial assets when control has been surrendered.

Effective January 1, 2010, Grupo Financiero Galicia implemented new accounting guidance provided by SFAS 166 and 167 (ASU 2009-16 and ASU 2009-17, respectively, under the new codification), which amend the accounting for the transfers of financial assets and the consolidation of VIEs.

The new guidance eliminates the concept of QSPEs that were previously exempt from consolidation and introduces a new framework for determining the primary beneficiary of a VIE. The primary beneficiary of a VIE is required to consolidate the assets and liabilities of the VIE. Therefore, Grupo Financiero Galicia must evaluate all existing securitization trusts that qualify as QSPEs to determine whether they must be consolidated in accordance with ASU 2009-17. An entity is considered a VIE if it possesses one of the following characteristics:

Insufficient equity investment at risk



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Equity lacks decision-making rights

Equity with non-substantive voting rights

Lacking the obligation to absorb an entity's expected losses

Lacking the right to receive an entity's expected residual returns

Under the new guidance, the primary beneficiary is the part that has both (1) the power to direct the activities of an entity that most significantly impact the VIE's economic performance; and (2) through its interests in the VIE, the obligation to absorb losses or the right to receive benefits from the VIE that could potentially be significant to the VIE.

To assess whether Grupo Financiero Galicia has the power to direct the activities of a VIE that most significantly impact the VIE's economic performance, Grupo Financiero Galicia considers all facts and circumstances, including its role in establishing the VIE and its ongoing rights and responsibilities. This assessment includes, first, identifying the activities that most significantly impact the VIE's economic performance; and second, identifying which party, if any, has power over those activities.

Under ASC 810-10-65, Banco Galicia should measure the components of the newly consolidated financial trusts at their carrying amounts as of the adoption date. Grupo Financiero Galicia must determine the amounts of the assets, liabilities, and non-controlling interests of the newly consolidated financial trusts, that would have been recorded in Grupo Financiero Galicia's financial statements as of January 1, 2010, as if ASU 2009-17 had been effective as of the date of Grupo Financiero Galicia's initial involvement with the financial trusts. Any difference between the net amount added (assets less liabilities of each financial trusts where Grupo Financiero Galicia is primary beneficiary) from Grupo Financiero Galicia's balance sheet and the amount of any previously recognized retained interest is recognized as a cumulative-effect adjustment to retained earnings.

Based on the mentioned evaluation as of December 31, 2012 and 2011 Grupo Financiero Galicia consolidated the financial trust Galtrust I in which Grupo Financiero Galicia had a controlling financial interest and for which it is the primary beneficiary.

***Exchange of Assets***

In accordance with U.S. GAAP, specifically ASC 310-20, satisfaction of one monetary asset by the receipt of another monetary asset for the creditor is generally based on the market value of the asset received in satisfaction of the debt (an extinguishment). In this particular case, the securities being received are substantially different in structure and in interest rates than the debt securities swapped. Therefore, such amounts should initially be recognized at their fair value. The estimated fair value of the securities received will constitute the cost basis of the asset. Any difference between the old asset and the fair value of the new asset is recognized as a gain or loss.

Banco Galicia exchanged Argentine government bonds denominated in Pesos at 2% due 2014 (Boden 2014 Bonds) with a face value of Ps.683.6 million (recorded in Banco Galicia's shareholders' equity in February 2009 within the scope of an exchange transaction of National Secured Loans at market price) for Bonar 2015 Bonds with a face value of Ps.912.7 million.

Under U.S. GAAP, the Bonar 2015 Bonds were considered as available for sale securities and recorded at fair value with the unrealized gains or losses recognized as a charge or credit to equity through other comprehensive income.

***Other-than-temporary impairment***

Under U.S. GAAP, Argentine government bonds, including Bonar 2015 Bonds, Galtrust I and the investment in Almafuerde Special fund, were classified as available-for-sale securities, and therefore, carried at fair value with changes in the fair value reflected in other comprehensive income for the years ended December 31, 2012 and 2011.



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Recognition and Presentation of Other-Than-Temporary Impairments ASC 320 establishes a new method of recognizing and reporting other-than-temporary impairments of debt securities. Impairment is now considered to be other than temporary if an entity:

1. intends to sell the security;
2. is more likely than not to be required to sell the security before recovering its cost; or
3. does not expect to recover the security's entire amortized cost basis (even if the entity does not intend to sell) that is, a credit loss.

This credit loss is based on the present value of cash flows expected to be collected from the debt security. If a credit loss exists but an entity does not intend to sell the impaired debt security and it is more likely than not to be required to sell before recovery, the impairment is other than temporary. It should therefore be separated into:

1. the estimated amount relating to the credit loss, and
2. all other changes in fair value.

Only the estimated credit loss amount is recognized in profit or loss; the remaining change in fair value is recognized in other comprehensive income. This approach more closely aligns the impairment models for debt securities and loans by reflecting only credit losses as impairment in profit and loss.

As of December 31, 2012 and 2011 the fair value of the securities exceeded their amortized cost. Therefore for U.S. GAAP purposes we concluded that there was no recognition of impairment.

## **Principal Trends**

### ***Related to Argentina***

We expect the economy to continue recovering at a moderate pace in 2013. The main factors contributing to this expectation of recovery include improved climate conditions which will benefit the crop yields of the agricultural sector as compared to the poor crop yield which affected the Argentine economy in 2012. In addition, relatively favorable international prices for Argentine exports, as compared to 2012 prices, will contribute positively to economic recovery in 2013. The recovery of the Brazilian economy will also positively impact Argentine exports of industrial goods and, therefore, contribute to the growth of certain domestic industries, particularly the automotive industry, whose main export market is Brazil. We do not expect significant economic growth worldwide, especially in developed countries, and particularly Europe. The rapid expansion of emerging markets, however, could impact economic growth worldwide and in developed countries.

Additionally, we expect improvements in domestic demand as a result of the Argentine government's fiscal and monetary policy.

Even though a slight recovery in the pace of growth of activity is estimated, the inflation rate and the subsequent loss of competitiveness of the Argentine peso in the international market are still negative factors affecting the Argentine economy. In the financial sector, high volatility in connection with the outcome of the dispute between the Argentine government and the holders of defaulted debt is expected.

### ***Related to the Financial System***

With respect to the Argentine financial system, we understand that financial intermediation with the private sector will continue to increase, gradually returning loans and deposits to higher GDP-rate levels. As such, it will be essential to reduce the volatility of certain variables in order to increase the average terms of loans and deposits.

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In terms of financial strength, net results and accumulated results will help maintain high levels of capitalization. The Argentine Central Bank's new organic charter grants additional power to the monetary authority with respect to whom credit is granted together with limits on interest rates, which we expect may have a negative impact on the financial margin.

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Income from services will continue to be a significant component of operating income, whereas institutions will continue to work to decrease administrative expenses in order to improve operating efficiency.

The macroeconomic environment could negatively impact the loan portfolio quality, although the ongoing application of prudent measures and the high levels of allowances for the existing non-accrual loan portfolio should help to mitigate the effect on net income.

### ***Related to Us***

It is expected that the level of activity of all of the subsidiaries of Grupo Financiero Galicia will be consistent with the expectations in this economic context. Given that Banco Galicia is the most significant asset of Grupo Financiero Galicia, we refer to the trends related to Banco Galicia.

In 2013, with the goal of continued improvement of recurring operating results, Banco Galicia will maintain its strategy of increasing its volume of financial intermediation activities with the private sector, controlling administrative expenses in an effort to improve operational efficiency and maintaining an adequate diversification and risk coverage.

With respect to changes in portfolio quality, we expect some deterioration since, although there will be a recovery in GDP growth, there are sectors and regions that will face major challenges during 2013. Nevertheless, considering Banco Galicia has a high coverage for the non-accruing portfolio with provisions, it is likely that the impact on the income statement will be limited.

The analysis of these trends should be read in conjunction with the discussion in Item 3. Key Information Risk Factors , and with consideration that the Argentine economy has been historically volatile, which has negatively affected the volume and growth of the financial system.

## **Item 5.B. Liquidity and Capital Resources**

### **Liquidity - Holding Company on an Individual Basis**

We generate our net earnings/losses from our operating subsidiaries, specifically Banco Galicia, our main operating subsidiary. Although, from 2002 to 2010 we did not receive any dividends from Banco Galicia, it is the primary source of funds available to us. On April 27, 2011, Banco Galicia's shareholders held a shareholders' meeting during which they approved the distribution of cash dividends for a total amount of Ps.100.1 million. During May 2011, according to our participation of 94.84%, we received a cash dividend of Ps.94.9 million. Additionally, during 2011, we received from other subsidiaries cash dividends for Ps.38.9 million. During fiscal year 2012, Grupo Financiero Galicia's subsidiaries approved a cash dividend distribution of Ps.61.4 million. Grupo Financiero Galicia received Ps.41.0 million of such amount during 2012 and the remaining amount of Ps.20.4 million will be received in May 2013.

Banco Galicia's dividend-paying ability had been affected since late 2001 by the effects of the 2001-2002 liquidity crisis and its impact on its income-generation capacity. In addition, there were other restrictions on Banco Galicia's ability to pay dividends resulting from applicable Argentine Central Bank rules and the loan agreements entered into by Banco Galicia as part of its foreign debt restructuring. See Item 8. Financial Information-Dividend Policy and Dividends.

The extent to which a banking subsidiary may extend credit or otherwise provide funds to a holding company is limited by Argentine Central Bank rules. For a description of these rules, see Item 4. Information on the Company-Argentine Banking Regulation-Lending Limits.

According to Grupo Financiero Galicia's policy for the distribution of dividends and due to the fact that most of the profits for fiscal year 2011 corresponded to income by holdings and just a fraction corresponded to the realized and liquid profits meeting the requirements to be distributed as per Section 68 of the Corporations Law, and taking as well into consideration Grupo Financiero Galicia's financial condition for the fiscal year ended December 31, 2011, at the shareholders' meeting held on April 19, 2012, our shareholders approved the payment of

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dividends in cash for Ps.17.8 million for the fiscal year ended December 31, 2011, which represents 1.4% for the 1,241,407,017 class A and B ordinary shares with a face value of Ps.1 each. Taking into consideration the above policy, regulatory framework and Grupo Financiero Galicia's financial situation, as well as its profits for the fiscal year ended December 31, 2012, the shareholders' meeting held on April 15, 2013 approved the distribution of cash dividends for Ps.24.3 million for the fiscal year ended December 31, 2012 which represents 1.9% with regard to 1,241,407,017 class A and B ordinary shares with a face value of Ps.1 each.

Pursuant to the section incorporated after Section 25 of Act No. 23,966, Grupo Financiero Galicia will receive the reimbursement of tax withholdings related to the taxes paid on behalf of the shareholders subject to the tax on personal assets as of December 31, 2012.

As of December 31, 2012, Grupo Financiero Galicia, on an individual basis, had cash and due from banks in an amount of Ps.0.4 million and short-term investments in an amount of Ps.11.57 million. Grupo Financiero Galicia's short-term investments were made up of: (i) special checking account deposits of Ps.0.77 million, (ii) investments in mutual funds of Ps.3.66 million, (iii) public and private bonds for Ps.3.89 million, (iv) Grupo Financiero Galicia's stake in GV Mandataria (in liquidation) for Ps.0.02 million and (v) Grupo Financiero Galicia's stake in Galval for Ps.3.5 million.

As of December 31, 2011, Grupo Financiero Galicia, on an individual basis, had cash and due from banks of Ps.0.9 million and short-term investments of Ps.59.4 million. Grupo Financiero Galicia's short-term investments were made up of: (i) special checking account deposits of Ps.55.9 million and (ii) investments in mutual funds of Ps.3.5 million.

As of December 31, 2010, Grupo Financiero Galicia, on an individual basis, had cash and due from banks of Ps.0.8 million and short-term investments of Ps.26.5 million. Grupo Financiero Galicia's short-term investments were made up of: (i) special checking account deposits of Ps.24.8 million, (ii) time deposits of Ps.0.5 million, and (iii) investments in mutual funds of Ps.1.2 million.

On January 6, 2009, the remaining outstanding of US\$62 million was cancelled in advance, with a single and final payment of US\$39.1 million, with our own funds and funds from financing granted by local entities.

On March 9, 2009, our shareholders held the general ordinary shareholders' meeting during which they approved the creation of a global program for simple notes, not convertible into shares, for a maximum principal amount of US\$60.0 million. On June 4, 2009 Series I and Series II notes corresponding to the Class I notes were issued in the amount of US\$45.0 million. Series I, with a one-year term, was issued for a principal amount of US\$34.4 million and a yield of 8%; Series II, with a two-year term, was issued for a principal amount of US\$10.6 million and an annual yield of 10.5%. With the proceeds of these issuances, we proceeded to cancel the funding from local entities.

On April 14, 2010, Grupo Financiero Galicia's shareholders held the ordinary and extraordinary shareholders' meeting during which they approved an extension of US\$40 million in the amount of the global program of simple short-, medium- and/or long- term notes. Therefore, the maximum amount of the program, which was originally set at US\$60.0 million or its equivalent in any other currency, was increased to US\$100.0 million or its equivalent in any other currency. The extraordinary shareholders' meeting held in August 2012 ratified the extension previously approved by the ordinary and extraordinary shareholders' meeting held in April 2010 with regard to the approval of the US\$40.0 million increase in the amount of Grupo Financiero Galicia's global program.

Furthermore, during fiscal year 2010 Grupo Financiero Galicia made an offer of notes for a face value of US\$45.0 million. The subscription period for such notes ended on June 4, 2010; the notes were fully subscribed for and Grupo Financiero Galicia decided not to issue the Series I notes, which were planned to be issued at a discount. The cut-off rate for the Series II notes was 101.82%, for a face value of US\$18.1 million, equivalent to a 7% annual yield. With respect to the Series III notes, the cut-off rate was 101.28%, for a face value of US\$26.9 million, equivalent to an 8.5% annual yield. Accordingly, during fiscal year 2010, Grupo Financiero Galicia repaid, upon maturity, the Class I, Series I notes for US\$34.4 million. During 2011, Grupo Financiero Galicia repaid, upon maturity, Class I, Series II notes for US\$10.6 million and during fiscal year 2012 Grupo Financiero Galicia also repaid upon maturity Class II, Series II notes for US\$18.1 million.

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On August 28, 2012, Grupo Financiero Galicia issued Class III notes, for a face value amount of Ps.78.1 million, with a variable interest rate equal to the Benchmark Rate (BADLAR) plus 3.59% and with a maturity date of February 28, 2014. The aggregate principal amount of such notes will be repaid upon maturity.

Each of our subsidiaries is responsible for their own liquidity management. For a discussion of Banco Galicia's liquidity management, see -Banco Galicia's Liquidity Management-Banco Galicia (Unconsolidated) Liquidity Management .

**Consolidated Cash Flows**

Our consolidated statements of cash flows were prepared using the measurement methods and the presentation requirements prescribed by the Argentine Central Bank. See our consolidated cash flow statements as of and for the fiscal years ended December 31, 2012, December 31, 2011 and December 31, 2010, included in this annual report.

As of December 31, 2012, on a consolidated basis, we had Ps.11,324.0 million in available cash (defined as total cash and cash equivalents), representing a Ps.1,079.8 million increase from the Ps.10,244.2 million as of December 31, 2011. At the end of fiscal year 2011, our available cash (and cash equivalents) had increased in the amount of Ps.2,800.7 million from the Ps.7,443.5 million of available cash (and cash equivalents) at the end of the prior fiscal year.

Effective May 14, 2007, and in accordance with the provisions of Argentine Central Bank's Communiqué A 4667, cash equivalents are comprised of the following: Argentine Central Bank debt instruments (Nobac and Lebac) having a remaining maturity that does not exceed 90 days, securities in connection with reverse repurchase agreement transactions with the Argentine Central Bank, short term call loans to corporations, local interbank loans and overnight placements in correspondent banks abroad. Cash equivalents also comprise, in the case of the Regional Credit Card Companies, time deposit certificates and mutual fund shares.

The table below summarizes the information from our consolidated statements of cash flows for the three fiscal years ended December 31, 2012, 2011 and 2010 which is also discussed in more detail below.

	2012	December 31, 2011	2010
	<i>(in millions of Pesos)</i>		
<b>Funds (1) at the Beginning of the Fiscal Year</b>	<b>Ps.10,244.2</b>	<b>Ps.7,443.5</b>	<b>Ps.5,428.7</b>
<b>Funds Provided (Used) by Operating Activities</b>	<b>1,675.7</b>	<b>432.0</b>	<b>2,762.9</b>
- Net (Increase)/Decrease in Government and Private Securities	1,219.7	(245.5)	2,911.0
- Net (Increase)/Decrease in Loans	(4,484.2)	(5,012.3)	(4,453.4)
- Net Increase/(Decrease) in Deposits	7,181.5	6,219.3	4,181.0
- Other	(2,241.3)	(529.5)	124.3
<b>Funds Provided (Used) by Investing Activities</b>	<b>(309.0)</b>	<b>(273.4)</b>	<b>(363.3)</b>
- Payments for bank premises, equipment and miscellaneous assets, net	(290.8)	(258.3)	(133.7)
- Payments for equity investments	(18.2)	(15.1)	(347.2)
- Other			117.6
<b>Funds Provided (Used) by Financing Activities</b>	<b>(673.4)</b>	<b>2,370.8</b>	<b>(495.9)</b>
- Net Increase/(Decrease) in notes	(15.0)	1,521.6	(1,012.3)
- Net Increase/(Decrease) in banks and international entities	(888.6)	757.8	96.5
- Net Increase/(Decrease) in loans from local financial institutions	260.6	135.6	430.0
- Other	(30.4)	(44.2)	(10.1)

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<b>-Effect of Exchange Rate on Cash and Cash Equivalents</b>	<b>386.5</b>	<b>271.3</b>	<b>111.1</b>
<b>Funds at the End of the Fiscal Year</b>	<b>Ps.11,324.0</b>	<b>Ps.10,244.2</b>	<b>Ps.7,443.5</b>

*(1) Cash and cash equivalents*

Under Argentine Banking GAAP, our operating activities include the operating results, the origination of loans and other credits to the private sector, as well as raising customer deposits and entering into sales of

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government securities under repurchase agreement transactions. Our financing activities include issuing bonds in the local and foreign capital markets and borrowing from foreign and local banks and international credit agencies. Our investing activities primarily consist of the acquisition of equity investments and purchasing of bank premises and equipment.

Management believes that cash flows from operations and available cash and cash equivalent balances, will be sufficient to fund our financial commitments and capital expenditures for fiscal year 2013.

***Cash Flows from Operating Activities***

In fiscal year 2012, net cash provided by operating activities amounted to Ps.1,675.7 million, due to a Ps.7,181.5 million increase in deposits, corresponding to: (a) an increase of Ps.4,071.5 million in demand deposits and (b) an increase of Ps.3,110.0 million in time deposits, that was partially offset by the increase of Ps.4,484.2 million in loans mainly attributable to our private-sector loan portfolio origination. In addition, net cash was used by operating activities as follows: (i) Ps.1,219.7 million decrease in government and private securities comprised of the proceeds of Ps.1,778.9 million from the sale of Argentine Central Bank debt instruments (Nobac and Lebac) and other securities and offset by an increase of Ps.559.2 million in net repurchase agreement transactions, (ii) Ps.562.2 million of organization and development expenses, and (iii) Ps.1,679.1 million due to the increase of net other assets and liabilities.

In fiscal year 2011, net cash provided by operating activities amounted to Ps.432.0 million, due to a Ps.6,219.3 million increase in deposits, corresponding to: (a) an increase of Ps.3,045.6 million in demand deposits and (b) an increase of Ps.3,173.7 million in time deposits, that was partially offset by the increase of Ps.5,012.3 million in loans mainly attributable to our private-sector loan portfolio origination. In addition, net cash was used by operating activities as follows: (i) Ps.245.5 million increase in government and private securities comprised of an increase of Ps.364.5 million in net repurchase agreement transactions and offset by proceeds of Ps.119.0 million from the sale of Argentine Central Bank debt instruments (Nobac and Lebac) and other securities, (ii) Ps.385.4 million of organization and development expenses, and (iii) Ps.144.1 million due to the increase of net other assets and liabilities.

In fiscal year 2010, net cash provided by operating activities amounted to Ps.2,762.9 million. This increase was mainly attributable to the decrease in government and private securities of Ps.2,911.0 related to sales and the collection of amortization and interest on Boden 2012 Bonds for Ps.1,808.6 million, Ps.487.2 million of sales of Discount Bonds, Ps.363.6 million due to the decrease of Argentine Central Bank debt instruments (Nobac and Lebac), Ps.80.7 million of sales of Bonar 2015 Bonds, and a Ps.170.9 million decrease corresponding to other securities. The increase in deposits of Ps.4,181.0 million, corresponding to: (a) an increase of Ps.3,326.9 million in demand deposits and (b) an increase of Ps.854.1 million in time deposits, was offset by the increase of Ps.4,453.4 million in loans mainly attributable to our private-sector loan portfolio origination. In addition, net cash was provided by other fluctuations in operating assets and liabilities of Ps.124.3 million.

***Cash Flows from Investing Activities***

In fiscal year 2012, net cash used by investing activities amounted to Ps.309.0 million mainly attributable to the acquisition of bank premises and equipment of Ps.241.7 million and miscellaneous assets of Ps.49.1 million. In addition, net cash was used by other fluctuations of Ps.18.2 million corresponding to other investing assets.

In fiscal year 2011, net cash used by investing activities amounted to Ps.273.4 million mainly attributable to the acquisition of bank premises and equipment of Ps.165.1 million and miscellaneous assets of Ps.93.2 million. In addition, net cash was used by other fluctuations of Ps.15.1 million corresponding to other investing assets.

In fiscal year 2010, net cash used by investing activities amounted to Ps.363.3 million. Cash equal to Ps.133.7 million was applied to bank premises and equipment and miscellaneous assets and Ps.347.2 million attributable to investments in other companies mainly related to the acquisition of CFA. These amounts were offset by Ps.117.6 million provided by other investing assets.

**Table of Contents****Cash Flows from Financing Activities**

In fiscal year 2012, financing activities used cash in the amount of Ps.673.4 million due to the issuance of notes and long term foreign credit facilities in the amount of Ps.1,146.3 million and the increase in short-term borrowings of Ps.260.6 million. These amounts were offset by: (a) payments of long-term debt for Ps.2,049.5 million and (b) a net decrease in others fluctuations of Ps.30.8 million corresponding to other financing activities.

In fiscal year 2011, financing activities generated cash in the amount of Ps.2,370.8 million due to the issuance of notes and long term foreign credit facilities in the amount of Ps.3,185.0 million and the increase in short-term borrowings of Ps.135.6 million. These amounts were offset by: (a) payments of long-term debt for Ps.905.6 million and (b) a net decrease in others fluctuations of Ps.44.2 million corresponding to other financing activities.

In fiscal year 2010, financing activities used cash in the amount of Ps.495.9 million due to: (a) payments of interest on restructured debt, the payment of two amortization installments on debt due 2010 and the prepayment of Banco Galicia's 2014 Notes for Ps.1,031.7 million, (b) payments of long-term debt for Ps.421.1 million and (c) a Ps.460.3 million net increase in funds obtained by the Regional Credit Card Companies through the issuance of notes and long term foreign credit facilities, (d) the increase in short-term borrowings of Ps.430.0 million and (e) a Ps 66.6 million net increase in other liabilities corresponding to financing activities.

For a description of the types of financial interests we use and the maturity profile of our debt, currency and interest rate structure, see Item 5. Operating and Financial Review and Prospects -Item 5.A. Operating Results .

**Banco Galicia's Liquidity Management***Banco Galicia Consolidated Liquidity Gaps*

Liquidity risk is the risk that liquid assets are not available for Banco Galicia to meet financial commitments at contractual maturity, take advantage of potential investment opportunities and meet demand for credit. To monitor and control liquidity risk, Banco Galicia monitors and systematically calculates the gaps between financial assets and liabilities maturing within set time intervals based on contractual remaining maturity, on a consolidated basis with the Regional Credit Card Companies and CFA. All of the deposits in checking accounts and other demand deposits and deposits in savings accounts are included in the first time interval. These figures are used to simulate different liquidity crisis scenarios based on assumptions stemming from historical experience.

As of December 31, 2012, the consolidated gaps between maturities of Banco Galicia's financial assets and liabilities based on contractual remaining maturity were as follows

	As of December 31, 2012 <sup>(1)</sup>				Total
	Less than one Year	1 5 Years	5 10 Years	Over 10 Years	
<i>(in millions of Pesos, except ratios)</i>					
<b>Assets</b>					
Cash and Due from Banks	2,875.5				2,875.5
Argentine Central Bank Escrow Accounts	6,062.7				6,062.7
Overnight Placements	277.5				277.5
Loans Public Sector	339.5				339.5
Loans Private Sector	34,959.8	6,483.1	137.5	13.3	41,593.7
Government Securities	3,038.4	503.1			3,541.5
Notes and Corporate Securities	95.7	87.3	25.0		208.0
Financial Trusts	607.6	779.4	126.0	0.9	1,513.9
Special Fund Former Alfuerte Bank		166.1			166.1
Other Financing	309.9				309.9
Receivables from Financial Leases	240.2	329.2	36.7		606.1
Other	465.9				465.9
<b>Total Assets</b>	<b>49,272.7</b>	<b>8,348.2</b>	<b>325.1</b>	<b>14.2</b>	<b>57,960.2</b>



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<b>Liabilities</b>					
Savings Accounts	9,250.5				9,250.5
Demand Deposits	10,526.3				10,526.3
Time Deposits	19,683.7	255.2	0.1		19,939.0
Notes	977.5	2,661.4	1,464.2		5,103.1
International Banks and Credit Agencies	343.2	249.0	1.0		593.2
Domestic Banks	987.4	159.4	3.4		1,150.2
Other Liabilities <sup>(1)</sup>	7,423.7				7,423.7
<b>Total Liabilities</b>	<b>49,192.4</b>	<b>3,325.0</b>	<b>1,468.7</b>		<b>53,986.0</b>
Asset / Liability Gap	80.3	5,023.2	(1,143.6)	14.2	3,974.2
Cumulative Gap	80.3	5,103.5	3,959.9	3,974.1	3,974.2
Ratio of Cumulative Gap to Cumulative Liabilities	0.2%	9.7%	7.3%	7.4%	
Ratio of Cumulative Gap to Total Liabilities	0.2%	9.5%	7.3%	7.4%	

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*Principal plus CER adjustment. Does not include interest.*

(1) *Includes, mainly, debt with retailers due to credit card operations, liabilities in connection with repurchase transactions, debt with domestic credit agencies and collections for third parties. The Less than One Year bucket also includes Ps.6.6 million corresponding to Banco Galicia's foreign debt not tendered by its holders in the exchange offered to restructure such foreign debt, which was completed in May 2004.*

The table above is prepared taking into account contractual maturity. Therefore, all financial assets and liabilities with no maturity date are included in the Less than One Year category.

Banco Galicia must comply with a maximum limit set by its board of directors for liquidity mismatches. This limit has been established at -25% (minus 25%) for the ratio of cumulative gap to total liabilities within the first year. As shown in the table above, Banco Galicia complies with the established policy, since such gap was 0.2% as of December 31, 2012.

**Banco Galicia (Unconsolidated) Liquidity Management**

The following is a discussion of Banco Galicia's liquidity management, excluding the consolidated companies.

Banco Galicia's policy is to maintain a level of liquid assets that allows it to meet financial commitments at contractual maturity, take advantage of potential investment opportunities, and meet customer's credit demand. To set the appropriate level, forecasts are made based on historical experience and on an analysis of possible scenarios. This enables management to project funding needs and alternative funding sources, as well as excess liquidity and placement strategies for such funds. As of December 31, 2012, Banco Galicia's unconsolidated liquidity structure was as follows:

	<b>As of December 31, 2012</b>	
	<i>(in millions of Pesos)</i>	
Legal Requirement	Ps.	5,809.7
Management Liquidity		5,634.9
<b>Total Liquidity <sup>(1)</sup></b>	<b>Ps.</b>	<b>11,444.6</b>

(1) *Excludes cash and due from banks of consolidated companies.*

The legal liquidity requirements in the table above correspond to the Minimum Cash Requirements for Peso- and Dollar-denominated liabilities determined by Argentine Central Bank regulations. For more information on the Argentine Central Bank regulations regarding reserve requirements for liquidity purposes, see Item 4. Information on the Company-Argentine Banking Regulation-Legal Reserve Requirements for Liquidity Purposes .

The assets included in this calculation are the balances of Peso- and Dollar-denominated deposit accounts at the Argentine Central Bank and escrow accounts held at the Argentine Central Bank in favor of clearing houses.

Management liquidity consists of the following items: (i) 100% of the balance of overnight placements in banks abroad, (ii) 90% of the Lebac balance, (iii) 90% of the market value of available government securities, due to

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the potential liquidity that might be obtained through sales or repurchase transactions, (iv) net short-term interbank loans (call loans), and (vi) 100% of the balance at the Argentine Central Bank, including escrow accounts in favor of clearing houses, in excess of the amounts necessary to cover the Minimum Cash Requirements

**Capital**

Our capital management policy is designed to ensure prudent levels of capital. The following table analyzes our capital resources as of the dates indicated.

	As of December 31,		
	2012	2011	2010
	<i>(in millions of Pesos, except ratios, multiples and percentages)</i>		
Shareholders Equity	Ps. 4,870.1	Ps. 3,551.6	Ps. 2,469.5
Shareholders Equity as a Percentage of Total Assets	7.67%	6.94%	6.92%
Total Liabilities as a Multiple of Total Shareholders Equity	12.03x	13.41x	13.46x
Tangible Shareholders Equity <sup>(1)</sup> as a Percentage of Total Assets	5.96%	5.53%	5.64%

(1) Tangible shareholders equity represents shareholders equity minus intangible assets.

For information on our capital adequacy and that of our operating subsidiaries, see Item 4. Information on the Company-Selected Statistical Information-Regulatory Capital .

**Capital Expenditures**

In the course of our business, our capital expenditures are mainly related to fixed assets, construction and organizational and IT system development. In general terms, our capital expenditures are not significant when compared to our total assets.

For a more detailed description of our capital expenditures in 2012 and our capital commitments for 2013, see Item 4. Information on the Company-Capital Investments and Divestitures . For a description of financing of our capital expenditures, see -Consolidated Cash Flows .

**Item 5.E. Off-Balance Sheet Arrangements**

See Item 5.A. Operating Results-Off-Balance Sheet Arrangements and Operating Results-Off-Balance Sheet Contractual Obligations.

**Item 5.F. Contractual Obligations**

See Item 5.A. Operating Results-Contractual Obligations.

**Item 6. Directors, Senior Management and Employees****Our Board of Directors**

Our ordinary shareholders meeting took place on April 15, 2013. The following table sets out the members of our Board of Directors as of that date (all of whom reside in Buenos Aires, Argentina), the positions they hold within Grupo Financiero Galicia, their dates of birth, their principal occupations and the dates of their appointment and on which their current terms will expire. Terms expire when the annual shareholders meeting takes place.

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<b>Name</b>	<b>Position</b>	<b>Date of Birth</b>	<b>Principal Occupation</b>	<b>Member Since</b>	<b>Current Term Ends</b>
Eduardo J. Escasany	Chairman	June 30, 1950	Businessman	April 2005	December 2015
Pablo Gutierrez	Vice chairman	December 9, 1959	Banker	April 2003	December 2015
Abel Ayerza	Director	May 27, 1939	Businessman	September 1999	December 2014
Federico Braun	Director	February 4, 1950	Businessman	September 1999	December 2013
Antonio R. Garcés	Director	May 30, 1942	Banker	April 2012	December 2014
Enrique Martin	Director	October 19, 1945	Businessman	April 2006	December 2014
Luis O. Oddone	Director	May 11, 1938	Businessman	April 2005	December 2015
Silvestre Vila Moret	Director	April 26, 1971	Businessman	June 2002	December 2013
Juan Miguel Cuattromo	Director	January 13, 1983	Economist	April 2013	December 2013
María Ofelia Hordeñana de Escasany	Alternate Director	December 30, 1920	Businesswoman	April 2000	December 2013
Sergio Grinenco	Alternate Director	May 26, 1948	Banker	April 2003	December 2014
Alejandro Rojas Lagarde	Alternate Director	July 17, 1937	Lawyer	April 2000	December 2014
Luis S. Monsegur	Alternate Director	August 15, 1936	Accountant	April 2000	December 2014

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The following is a summary of the biographies of the members of our Board of Directors:

*Eduardo J. Escasany:* Mr. Escasany obtained a degree in economics at the Universidad Católica Argentina. He was associated with Banco Galicia from 1973 to 2002. He was appointed to Banco Galicia's board of directors in 1975. In 1979, he was elected as the vice chairman and from 1989 to March 21, 2002 he was the chairman of Banco Galicia's board of directors and its chief executive officer. He was elected as the vice chairman of the Argentine Bankers Association from 1989 to 1993 and the chairman of such association from 1993 to 2002. He was chairman of the Board of Directors from April 2002 to June 2002. In April 2005, he was re-elected as member of the Board of Directors and appointed as chairman in 2010. He is also a lifetime trustee and vice chairman of the Fundación Banco de Galicia y Buenos Aires. Mr. Escasany is Mrs. María Ofelia Hordeñana de Escasany's son and Mr. Silvestre Vila Moret's uncle.

*Pablo Gutierrez:* Mr. Gutierrez obtained a degree in business administration at the Universidad de Buenos Aires. He has been associated with Banco Galicia since 1985, where he served in different positions. In April 2005, he was appointed to the board of directors of Banco Galicia. Mr. Gutierrez is chairman of Tarjetas Regionales, vice president of Sudamericana Holding and Galicia Valores, regular director of CFA, Tarjetas Cuyanas, Tarjetas del Mar, Tarjeta Naranja and an alternate trustee of the Fundación Banco de Galicia y Buenos Aires. He was an alternate director of Grupo Financiero Galicia from April 2003 to April 2010 when he was appointed as vice chairman. In April 2012, he was appointed as the vice chairman of Banco Galicia. Mr. Gutierrez is Mr. Abel Ayerza's nephew.

*Abel Ayerza:* Mr. Ayerza obtained a degree in business administration at the Universidad Católica Argentina. He was associated with Banco Galicia from 1966 to 2002. Mr. Ayerza is also the chairman of Aygalpla S.A., a lifetime trustee and second vice chairman of the Fundación Banco de Galicia y Buenos Aires and the managing partner of Cribelco S.R.L., Crisabe S.R.L. and Huinca Cereales S.R.L. He has been a member of the Board of Directors since September, 1999. Mr. Ayerza is the uncle of Mr. Pablo Gutierrez.

*Federico Braun:* Mr. Braun obtained a degree in industrial engineering at the Universidad de Buenos Aires. He was associated with Banco Galicia from 1984 to 2002. Mr. Braun is also the chairman of Patagonia Logística S.A., Campos de la Patagonia S.A., Estancia Anita S.A. and S.A. Importadora and Exportadora de la Patagonia; the vice chairman of Club de Campo Los Pingüinos S.A., Inmobiliaria y Financiera La Josefina S.A. and Asociación de Supermercados Unidos y Mayorista Net S.A. He is a member of Asociación Empresaria Argentina and a lifetime trustee of the Fundación Banco de Galicia y Buenos Aires. He has been a member of the Board of Directors since September, 1999.

*Antonio Roberto Garcés:* Mr. Garcés obtained a degree in national public accounting at the Universidad de Buenos Aires. He has been associated with Banco Galicia since 1959 and with Grupo Financiero Galicia since 2002. In April 1985, he was appointed as an alternate director of Banco Galicia. Subsequently, he was appointed as the vice chairman of Banco Galicia in September 2001, the chairman of the board of directors of Banco Galicia from March 2002 until August 2002, and then the vice chairman from August 2002 until April 2003, when he was elected as the chairman of Banco Galicia's board of directors until 2011. From 2003 to 2010 he was the chairman of Grupo Financiero Galicia. In April 2012, Mr. Garcés was appointed as a regular director of Grupo Financiero Galicia.

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*Enrique Martin:* Mr. Martin obtained a degree in law at the Universidad de Buenos Aires. He was a professor at the Universidad de Buenos Aires for more than 20 years and has a post-graduate certificate in international economics from the University of London. He was associated with Banco Galicia from 1977 until 2002 and was responsible for the International Banking Relations Department. Mr. Martin is a senior Advisor to ZEIG S.A. He is also a director of the Argentine-Chilean Chamber of Commerce and an advisor to the Canadian-Argentine Chamber of Commerce. He has been a member of the Board of Directors since April 2006, and in 2012 was appointed as an alternate director of Banco Galicia.

*Luis Oddone:* Mr. Odone obtained a degree in national public accounting at the Universidad de Buenos Aires. He was appointed as Grupo Financiero Galicia s syndic from 1999 until April 2005. He has been a member of the Board of Directors since April 2005.

*Silvestre Vila Moret:* Mr. Vila Moret obtained a degree in banking administration at the Universidad Católica Argentina. He was associated with Banco Galicia from 1997 until May 2002. Mr. Vila Moret is also vice chairman of El Benteveo S.A. and Santa Ofelia S.A. He has been a member of the Board of Directors since June 2002. Mr. Vila Moret is the grandson of Mrs. María Ofelia Hordeñana de Escasany and nephew of Mr. Eduardo J. Escasany.

*Juan Miguel Cuattromo:* Mr. Cuattromo obtained a degree and a Master s degree in economics at the Universidad de Buenos Aires. He also obtained postgraduate degrees from the Institute for Capacity Development (a special agency of the IMF) and from the Escola de Administração Fazendária. Mr. Cuattromo was a professor at the Universidad de Buenos Aires teaching subjects such as macroeconomics, international economy and banks and credits. He has published a wide variety of paper works and won the first prize at the 5th Edition of the Annual Prize on Economics Research organized by the Argentine Central Bank. Mr. Cuattromo also worked as a consultant at the World Bank and as a special guest of the Economic and Finance Centre for Argentinean Development. Since 2005 he has served within different agencies of the Ministry of Economics, and in 2012 he was appointed director of the Foreign Analysis Agency where he still serves.

*María Ofelia Hordeñana de Escasany:* Mrs. Hordeñana de Escasany has held several positions in different subsidiaries of Banco Galicia. She is currently the chairman of the Fundación Banco de Galicia y Buenos Aires and Santamera S.A. She has been an alternate director of Grupo Financiero Galicia since April 2000. Mrs. Hordeñana de Escasany is the mother of Mr. Eduardo J. Escasany and the grandmother of Mr. Silvestre Vila Moret.

*Sergio Grinenco:* Mr. Grinenco obtained a degree in economics at the Universidad Católica Argentina and a master s degree in business administration from Babson College in Wellesley, Massachusetts. He has been associated with Banco Galicia since 1977. He was elected as an alternate director of Banco Galicia in September 2001 and as the vice chairman in April 2003, a position he held until 2011. Mr. Grinenco is also the chairman of CFA, vice chairman of the Asociación de Bancos Argentina, a regular director of Tarjetas Regionales, liquidator of Galicia Capital Markets S.A. (in liquidation) and an alternate trustee of the Fundación Banco de Galicia y Buenos Aires. In 2012, he was appointed as the chairman of Banco Galicia.

*Alejandro María Rojas Lagarde:* Mr. Rojas obtained a degree in law at the Universidad de Buenos Aires. He has held a variety of positions at Banco Galicia since 1963. From 1965 to January 2000, he was responsible for the general counsel office of Banco Galicia. He has been an alternate director on the Board of Directors since 2000. He is also a manager of Rojas Lagarde S.R.L., alternate director of Santiago Salud S.A. and lifetime trustee of the Fundación Banco de Galicia y Buenos Aires.

*Luis Sila Monsegur:* Mr. Monsegur obtained a degree in national public accounting at the Universidad de Buenos Aires. He held a variety of positions at Banco Galicia from 1962 to 1992 and is an alternate trustee of the Fundación Banco de Galicia y Buenos Aires. He has been an alternate director on the Board of Directors since 2000.

Our Board of Directors may consist of between three and nine permanent members. Currently our Board of Directors has nine members. In addition, the number of alternate directors-individuals who act in the temporary or permanent absence of a director-has been set at four. The directors and alternate directors are elected by the shareholders at our annual general shareholders meeting. Directors and alternate directors are elected for a maximum term of three years.

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Messrs. Sergio Grinenco and Pablo Gutiérrez are also directors of Banco Galicia. In addition, some members of our Board of Directors may serve on the board of directors of any subsidiary.

Five of our directors and one of our alternate directors are members of the families that are the controlling shareholders of Grupo Financiero Galicia.

**Our Audit Committee**

Grupo Financiero Galicia complies with the provisions set forth by Decree 677/01, Section 15 and General Resolution No. 400/02 enacted by the CNV, and Capital Markets Law No. 26,831 and the regulations set forth by the CNV, which require that companies which make a public offering of shares should form an Audit Committee, and develop a charter with regulations for its operation.

Accordingly, the Board of Directors established an Audit Committee with three members. Currently, Messrs. Luis O. Oddone, Antonio R. Garcés and C. Enrique Martin are the members of the Audit Committee. Our Audit Committee is comprised of two independent directors under the CNV and Nasdaq requirements. All three members of the Audit Committee are financially literate and have extensive managerial experience. Mr. Oddone is the financial expert serving on our Audit Committee.

According to the CNV rules, the Audit Committee is primarily responsible for (i) issuing a report on the Board of Directors' proposals for the appointment of the independent auditors and the compensation for the Directors, (ii) issuing a report detailing the activities performed according to the CNV requirements, (iii) issuing the Audit Committee's annual plan and implementing the plan each fiscal year, (iv) evaluating the external auditors' independence, work plans and performance, (v) evaluating the plans and performance of the internal auditors, (vi) supervising the reliability of our internal control systems, including the accounting system, and of external reporting of financial or other information, (vii) following-up on the use of information policies on risk management at Grupo Financiero Galicia's main subsidiaries, (viii) evaluating the reliability of the financial information to be filed with the CNV and the SEC, (ix) verifying compliance with the applicable conduct rules, and (x) issuing a report on related party transactions and disclosing any transaction where a conflict of interest exists with corporate governance bodies and controlling shareholders. The Audit Committee has access to all information and documentation that it requires and is broadly empowered to fulfill its duties. During 2012, the Audit Committee held thirteen meetings.

**Our Supervisory Committee**

Our bylaws provide for a Supervisory Committee consisting of three members who are referred to as syndics ( syndics ) and three alternate members who are referred to as alternate syndics ( alternate syndics ). In accordance with the Corporations Law and our bylaws, the syndics and alternate syndics are responsible for ensuring that all of our actions are in accordance with applicable Argentine law. Syndics and alternate syndics are elected by the shareholders at the annual general shareholders' meeting. Syndics and alternate syndics do not have management functions. Syndics are responsible for, among other things, preparing a report to shareholders analyzing our financial statements for each year and recommending to the shareholders whether to approve such financial statements. Alternate syndics act in the temporary or permanent absence of a syndic. Currently, there are three syndics and three alternate syndics. Syndics and alternate syndics are elected for a one-year term.

The following table shows the members of our Supervisory Committee. Each of our syndics was appointed at the ordinary shareholders' meeting held on April 15, 2013. Terms expire when the annual shareholders' meeting takes place.

Name	Position	Principal	Current	Term Ends
Norberto Corizzo	Syndic	Accountant		December 2013
Luis A. Díaz	Syndic	Accountant		December 2013
Enrique M. Garda Olaciregui	Syndic	Lawyer		December 2013
Miguel Armando	Alternate Syndic	Lawyer		December 2013
Fernando Noetinger	Alternate Syndic	Lawyer		December 2013
Horacio Tedín	Alternate Syndic	Lawyer		December 2013

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The following is a summary of the biographies of the members of our Supervisory Committee:

*Norberto Corizzo:* Mr. Corizzo obtained a degree in national public accounting at the Universidad de Buenos Aires. He has developed taxes activities in companies such as López González Raimondi y Asoc., Noel y Cía and Price Waterhouse. He has been syndic at Grupo Financiero Galicia since April 2003. He has been associated with Banco Galicia since 1977. Mr. Corizzo is also a syndic of Banco Galicia, EBA Holding, Tarjetas Regionales, Cobranzas Regionales S.A., Tarjeta Naranja, Tarjetas Cuyanas, Tarjetas del Mar and of other subsidiaries of Banco Galicia and Grupo Financiero Galicia.

*Luis Díaz:* Mr. Díaz obtained a degree in national public accounting at the Universidad de Buenos Aires. He has provided services to Banco Galicia since 1965, and was elected as a syndic of Banco Galicia and Grupo Financiero Galicia at the shareholders' meetings held on April 28, 2009. Additionally, he is a syndic of Tarjetas del Mar, CFA, Galicia Seguros, Galicia Valores, Galicia Warrants, CFA and of other subsidiaries of Banco Galicia and Grupo Financiero Galicia.

*Enrique M. Garda Olaciregui:* Mr. Garda Olaciregui obtained a degree in law at the Universidad del Salvador. He has a master in Finances at Universidad del CEMA and a degree in Corporate Law at Universidad Austral. He has been associated with Banco Galicia since 1970. He served as legal advisor to Banco Galicia between September 2001 and April 2003. He has provided services as a Secretary Director between April 2003 and April 2010, when he was designated as regular syndic of Banco de Galicia. Additionally, he is a regular syndic at Tarjetas Regionales, CFA, Galicia Seguros, Galicia Valores, Galicia Warrants, Sudamericana Holding and other subsidiaries of Banco Galicia and Grupo Financiero Galicia.

*Miguel Armando:* Mr. Armando obtained a degree in law at the Universidad de Buenos Aires. He was first elected as an alternate syndic of Banco Galicia in 1986. He is vice chairman of Arnoar S.A. and member of the board of directors of Santiago de Compostela Promotora de Seguros S.A. Mr. Armando is also a syndic of EBA Holding S.A. and an alternate syndic of Banco Galicia, Galicia Valores, Tarjetas Regionales, Tarjeta Naranja, Tarjetas Cuyanas and Tarjetas del Mar, among others.

*Fernando Noetinger:* Mr. Noetinger obtained a degree in law at the Universidad de Buenos Aires. He has been associated with Banco Galicia since 1987. Mr. Noetinger is also chairman of Arnoar S.A., and an alternate syndic of EBA Holding S.A., Electrigral S.A., GV Mandataria (in liquidation), Tarjetas del Mar, Tarjetas Regionales, Galicia Warrants, Galicia Valores, Banco Galicia, Galicia Capital Markets S.A. (in liquidation), Galicia Retiro, Galicia Seguros, Sudamericana Holding and Net Investment, among others.

*Horacio Tedín:* Mr. Tedín obtained a degree in law at the Universidad de Buenos Aires. In 1981 he founded his own law firm, which has actively worked for Banco Galicia and other big corporate clients. Mr. Tedín has been an alternate syndic of Grupo Financiero Galicia since 2006. He is also a syndic of Electrigral S.A. and an alternate syndic of EBA Holding S.A., GV Mandataria (in liquidation), CFA and Galicia Administradora de Fondos, among others.

## **Compensation of Our Directors**

Compensation for the members of the Board of Directors is considered by the shareholders at the shareholders' meeting once the fiscal year has ended. The independent directors and members of the Audit Committee are paid an annual fee based on the functions they carry out and they may receive partial advance payments during the year. We do not pay fees to the members of our Board of Directors who are also members of the board of directors of Banco Galicia. At the ordinary shareholders' meeting held on April 15, 2013 the compensation for the Board of Directors was set at Ps.854,250 for the fiscal year ending on December 31, 2012. For a description of the amounts to be paid to the board of directors of Banco Galicia, see "Compensation of Banco Galicia's Directors and Officers" below.

We do not maintain a stock-option, profit-sharing or pension plan for the benefit of our directors. In connection with Banco Galicia's foreign debt restructuring, we agreed to limit the amounts paid per fiscal year to the members of our Board of Directors and agreed not to make any payments to our management in excess of market compensation.



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We do not have a policy establishing any termination benefits for our directors.

**Management of Grupo Financiero Galicia**

Our organizational structure consists of a chief executive officer ( CEO ) who reports to the Board of Directors, and the Chief Financial Officer who reports to the CEO and is in charge of the Financial and Accounting Division.

The CEO s main function consists in implementing the policies defined by the Board of Directors, as well as suggesting to the Board of Directors the application of plans, budgets and company organization. He is also in charge of supervising the Financial & Accounting Division, assessing the attainment of goals and the performance of Grupo Financiero Galicia. The position also takes part in the board of directors of some subsidiaries.

Our CEO is Mr. Pedro Alberto Richards, who was born on November 14, 1952 and obtained a degree in economics from the Universidad Católica Argentina. He holds a Master of Science in Management from the Sloan School of Management at the Massachusetts Institute of Technology. He was director of the National Development Bank (BANADE). He has been associated with Banco Galicia since 1990. He was member of the board of directors of Galicia Capital Markets S.A. between 1992 and 1994 and vice chairman of Net Investment between September 2001 and May 2007. Since August 2000, he served as Grupo Financiero Galicia s managing director and from 2010 as our CEO. Mr. Richards is also vice chairman of Sudamericana, chairman of Galicia Warrants and director of GV Mandataria (in liquidation) and Galval. Mr. Richards was alternate director of Grupo Financiero Galicia from April 2003 until April 2005, when he was appointed as director, position he occupied until April 14, 2010.

Our CFO is Mr. José Luis Gentile, who was born on March 15, 1956 and obtained a degree in national public accounting at the Universidad de Buenos Aires in 1982. Mr. Gentile is chairman of GV Mandataria (in liquidation), vice chairman of Marín S.A., Net Investment, Nucleamiento Inversor S.A. and Rivadavia 5306 S.A.; director of Distrocuyo S.A., Electrigal S.A., Galicia Retiro, Galicia Seguros, Galval and Galicia Broker Asesores de Seguros S.A. and alternate director of Galicia Warrants and Sudamericana. The Financial & Accounting Division is mainly responsible for the assessment of investment alternatives, thus suggesting whether to invest or withdraw Grupo Financiero Galicia s positions in different companies or businesses. It also plans and coordinates Grupo Financiero Galicia s administrative services and financial resources in order to guarantee its proper management. This division also aims at meeting requirements set by several controlling authorities, complying with information and internal control needs and budgeting purposes. Furthermore, it includes the investor relations function, aimed at planning, preparing, coordinating, controlling and providing financial information to the stock exchanges where Grupo Financiero Galicia s shares are listed, regulatory bodies and both domestic and international investors and analysts. It assesses the materials published by analysts, carrying out a follow-up of their opinions, as well as those of shareholders and investors in general.

Our compensation policy, which is essentially the same as the policy followed by the companies that we control, consists of arranging salary levels in order of importance based on a system that describes and assesses job positions based on objective factors (the Hay System). The purpose of such system is to pay compensation that is similar to the compensation that is paid for a similar position in the domestic market. Managers who are our employees or our controlled companies employees receive a fixed salary and may receive a bonus based on individual performance. This policy for compensation includes the possibility of having access to retirement insurance. We do not maintain stock-option, profit-sharing or pension plans or any other retirement plans for the benefit of our managers.

We have established a Disclosure Committee in response to the U.S. Sarbanes-Oxley Act of 2002. The main responsibility of this committee is to review and approve controls over the public disclosure of financial and related information, and other procedures necessary to enable our chief financial officer and chief executive officer to provide their certifications of our annual report that is filed with the SEC. The members are Messrs. Pedro A. Richards, José Luis Gentile, Adrián Enrique Pedemonte and Ms. Mariana Saavedra. In addition, at least one of the members of this committee attends all of the meetings of our principal subsidiaries disclosure committees.

**Table of Contents****Board of Directors of Banco Galicia**

At the ordinary shareholders' meeting held on April 15, 2013, the size of Banco Galicia's board of directors was set at seven members and five alternate directors. The following table sets out the members of Banco Galicia's board of directors as of April 15, 2013, all of whom are residents of Buenos Aires, Argentina, the position currently held by each of them, their dates of birth, their principal occupations, the dates of their appointment and the year in which their current terms will expire. The business address of the members of the Banco Galicia's board of directors is Tte. General J. D. Perón 407, (C1038AAI) Buenos Aires, Argentina.

Name	Position	Date of Birth	Principal Occupation	Member Since	Current Term Ends
Sergio Grinenco	Chairman of the Board	May 26, 1948	Banker	April 2012	December 2014
Pablo Gutierrez	Vice chairman	December 9, 1959	Banker	April 2012	December 2013
Guillermo J. Pando	Secretary Director	October 23, 1948	Banker	April 2003	December 2014
Luis M. Ribaya	Director	July 17, 1952	Banker	September 2001	December 2015
Raúl H. Seoane	Director	July 18, 1953	Banker	April 2012	December 2014
Pablo M. Garat <sup>(1)</sup>	Director	January 12, 1953	Lawyer	April 2004	December 2015
Ignacio A. González <sup>(1)</sup>	Director	April 23, 1944	Accountant	April 2010	December 2015
Enrique García Pinto	Alternate Director	August 10, 1948		April 2009	December 2015
Cirilo E. Martín	Alternate Director	October 19, 1945	Lawyer	April 2012	December 2014
Juan C. Fossatti <sup>(2)</sup>	Alternate Director	September 11, 1955	Lawyer	June 2002	December 2014
Augusto R. Zapiola Macnab <sup>(2)</sup>	Alternate Director				
<sup>(3)</sup>	Alternate Director	June 27, 1947	Economist	April 2013	December 2015
Oscar J. Falleroni <sup>(2) (3)</sup>	Alternate Director	June 19, 1949	Accountant	April 2013	December 2015

(1) In accordance with the rules of the CNV, and pursuant to the classifications adopted by the CNV, Messrs. Garat and González are independent and were reelected at the ordinary shareholders' meeting held on April 15, 2013. The board of directors' meeting held on April 16, 2013 elected them as members of the Audit Committee. Messrs. Garat and González are also independent directors in accordance with the Nasdaq rules.

(2) In accordance with the rules of the CNV, and pursuant to the classifications adopted by the CNV, Messrs. Fossatti, Zapiola Macnab and Oscar J. Falleroni are independent alternate directors. They would replace the independent directors in case of vacancy. They are also independent directors in accordance with the Nasdaq rules.

(3) Messrs. Augusto R. Zapiola Macnab and Oscar J. Falleroni, won't be able to assume as directors without authorization from the Argentine Central Bank, which is still pending.

The following are the biographies of the members of the board of directors of Banco Galicia:

*Sergio Grinenco:* See -Our Board of Directors .

*Pablo Gutierrez:* See -Our Board of Directors .

*Guillermo Juan Pando:* Mr. Pando has been associated with Banco Galicia since 1969. He was first elected as an alternate director of Banco Galicia from September 2001 until June 2002, and in April 2003 he was elected as a director. He is also the chairman of Galicia Cayman and Santiago Salud S.A., vice chairman of Distrocuyo S.A. and Electrigal S.A., an alternate director of CFA, Tarjetas Regionales, Tarjetas del Mar and Tarjeta Naranja, the liquidator of Galicia Capital Markets S.A. (in liquidation) and an alternate trustee of Fundación Banco de Galicia y Buenos Aires.

*Luis María Ribaya:* Mr. Ribaya obtained a degree in law from the Universidad de Buenos Aires. He has been associated with Banco Galicia since 1971. He was elected as a director of Banco Galicia in September 2001, as an alternate director in June 2002 and again as a director in April 2003. Mr. Ribaya is also the chairman of Argencontrol S.A. and MAE, a director of Galicia Valores, and an alternate trustee of Fundación Banco de Galicia y Buenos Aires.

*Raúl Héctor Seoane:* Mr. Seoane obtained a degree in economics from the Universidad de Buenos Aires. He has been associated with Banco Galicia since 1988. Mr. Seoane was first elected as an alternate director of Banco Galicia from 2005 until December 2011, and in April 2012 was elected as a director. He is also an alternate director of CFA.



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*Pablo María Garat:* Mr. Garat obtained a degree in law at the Universidad de Buenos Aires. He has been associated with Banco Galicia as an independent director since April 2004. Mr. Garat has been an official representative of the Province of Tierra del Fuego and an advisor to the Argentine Senate, and he currently develops its professional independent activity at his own law firm and is a professor at the University of Constitutional Law and Constitutional Tributary Law.

*Ignacio Abel González:* Mr. González obtained a degree in national public accounting at the Universidad de Buenos Aires and a master in Auditing at Drew University, New Jersey. Previously, he served as a Member of the International Committee of Finance & Value Sharing, PricewaterhouseCoopers. He was appointed as director of Banco Galicia at the shareholders' meeting held on April 14, 2010. He is also syndic of Sociedad Anónima La Nación, La Nación Nuevos Medios, Publirevistas S.A., Sociedad Anónima Importadora y Exportadora de la Patagonia, Banelcip S.A. and Banelco S.A. and the founder and president of P.O.D.E.R (Polo de Desarrollo Educativo Renovador).

*Enrique García Pinto:* Mr. García Pinto has been associated with Banco Galicia since 1970. Previous to such time he served at Nobleza Piccardo SAYCYF and Saturno Agropecuaria SCA. Mr. García Pinto was appointed as an alternate director of Banco Galicia at the shareholders meeting held on April 28, 2009. He is also vice chairman of Galicia Internacional S.A. and director of Distrocuyo S.A.

*Cirilo Enrique Martin:* See -Our Board of Directors .

*Juan Carlos Fossatti:* Mr. Fossatti obtained a degree in law from the Universidad de Buenos Aires. He has been associated with Banco Galicia since June 2002, when he was elected as an independent alternate director at the annual general shareholders' meeting. Mr. Fossatti is also the chairman of Tierras del Bermejo S.A. and of Tierras del Tigre S.A. and director of Baerlocher do Brasil S.A. (Sao Paulo - Brazil).

*Augusto Rodolfo Zapiola Macnab:* Mr. Zapiola Macnab obtained a degree in economics from the Pontificia Universidad Católica Argentina. He has been associated with Banco Galicia from June 1978 until September 2002. In April 2013, he was elected as an alternate director.

*Oscar José Falleroni:* Mr. Falleroni was born on June 19, 1949. He obtained a degree in national public accounting at the Universidad de Buenos Aires. He was first elected as an alternate syndic on April 2012, and in April 2013 was elected as an alternate director.

### **Functions of the Board of Directors of Banco Galicia**

Banco Galicia's board of directors may consist of three to nine permanent members. In addition, there can be one or more alternate directors who can act during the temporary or permanent absence of a director. As of the date of this annual report, five directors and one alternate director were engaged on a full time basis in the day-to-day operations of Banco Galicia. Messrs. García Pinto, Fossatti, Garat, González, Canova and Naveyra are not employees of Banco Galicia.

Banco Galicia's board of directors meets formally twice each week and informally on a daily basis, is in charge of Banco Galicia's general management and makes all the necessary decisions. Members of Banco Galicia's board of directors serve on the following committees:

*Financial Committee:* This committee is composed of one director, the CEO of Banco Galicia, the managers of the Risk Management and Financial Divisions, the managers of the Capital Markets and Financial Transactions Departments, the CEO and Financial manager of Tarjetas Regionales and the Financial manager of CFA. This committee may also call officers and managers from Banco Galicia, Tarjetas Regionales and CFA, whenever it may deem such action necessary. The committee is in charge of analyzing the financial evolution and funding needs of retail credit companies. It is also responsible of analyzing the portfolio and liquidity evolution, in addition to evaluate funding alternatives. This committee meets at least twice a month.

*Risk Management Committee:* This committee is composed of five directors, the CEO, the managers of the Strategic Planning and Management Control and the Risk Management Divisions and the Internal Audit Department manager. This committee is in charge of approving risk management strategies, policies, processes and procedures

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and the contingency plans thereof. It is also responsible for setting specific limits for the exposure to each risk and approving, when applicable, temporary excesses over such limits as well as being informed of each risk position and compliance with policies. This committee meets at least once every two months. Its resolutions are summarized in writing.

*Credit Committee:* This committee is composed of five directors, the CEO and the managers of the Credit and Risk Management Divisions. The managers of the Wholesale Banking, Retail Banking and Financial Divisions must attend the meetings if the bank account pending approval by this committee corresponds to any of the above-mentioned divisions. This committee meets at least once every week. It is in charge of granting loans for amounts higher than Ps.50 million and all loans to financial institutions (local or international) and related parties. Approved operations are recorded in signed and dated documents.

*Information Technology Committee:* This committee is composed of three directors, the CEO, the Comprehensive Corporate Services Division manager and the IT Department manager. This committee is in charge of supervising and approving the development plans of new systems and their budgets, as well as controlling these systems' budget control. It is also responsible for approving the general design of the systems' structure, the main processes thereof and the systems implemented, as well as monitoring the quality of Banco Galicia's systems. This committee meets at least once every three months. It can hold extraordinary meetings when issues exist which require urgent attention. The IT Department manager usually calls for the meeting and requests the documents to be considered. However, any member of the Committee can do so. Its resolutions are summarized in writing.

*Audit Committee:* In accordance with the requirements set forth by the Argentine Central Bank regulations, Banco Galicia has an Audit Committee composed of two directors, one of which is an independent director, and the Internal Audit Department manager. In addition, in its capacity as a publicly listed company (in Argentina), Banco Galicia must comply with the transparency regime for public companies set forth by Decree No. 677/01 and by the rules established by the CNV in its resolutions No. 400, 402 and supplementary regulations. In compliance with the CNV regulations, the Audit Committee is made up of three directors, two of which are independent directors.

*Committee for the Control and Prevention of Money Laundering and Funding of Terrorist Activities:* This committee is responsible for planning, coordinating and enforcing compliance with the policies for the prevention and control of money laundering and funding of terrorist activities established and approved by Banco Galicia's board of directors, based on regulations in force. Furthermore, this committee is in charge of the design of internal controls, personnel training plans and the control of the fulfillment thereof by the internal audit. It is composed of two directors, the CEO, the person in charge of the Anti-Money Laundering Unit (UAL), the managers of the following divisions: Financial, Wholesale and Retail Banking and Comprehensive Corporate Services, as well as the Risk Management Division manager and the Internal Audit Department manager. The syndics can be invited to attend any meeting called by this committee. The Anti-Money Laundering Unit reports directly to Banco Galicia's board of directors. In addition, in compliance with the regulations set forth by the Argentine Central Bank, Director Mr. Guillermo Juan Pando, was appointed Banco Galicia's officer responsible for the control and prevention of money laundering and funding of terrorist activities. Likewise, the Financial Division manager is the officer in charge of financial intermediation transactions.

This committee is scheduled to meet at least once every two months and its resolutions must be registered in a minutes book bearing folios and seals.

*Disclosure Committee:* This Committee was created to comply with the provisions of the U.S. Sarbanes-Oxley Act. It is composed of five directors, the CEO, the manager in charge of the Strategic Planning and Management Control Division, the Internal Audit Department manager, and the managers of the Accounting Department, the Assets and Liabilities Management Department, the Investor Relations Department and the Legal Advisory Services Department and Risk Management. The syndics can be invited to attend any meeting called by this committee. A member of this committee that was created for the same purpose by Grupo Financiero Galicia also attends the meetings held by this committee. Likewise, this committee may call officers from Banco Galicia's different divisions whenever it may deem necessary. This committee will meet every month or as long as there exist issues that require to be considered

*Human Resources Committee:* This committee is in charge of the appointment and assignment, transfer, rotation, development, headcount and compensation of the personnel included in salary levels 9 and above. It is

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composed of two directors, the CEO and the Organizational Development and Human Resources Division manager. This committee meets every six months or whenever there are issues that require consideration. Its resolutions are summarized in writing.

*Asset and Liabilities Committee (ALCO):* This committee is in charge of analyzing the evolution of Banco Galicia's business from a financial point of view, in regard to fund raising and different assets placement. It is also in charge of the follow-up and control of liquidity, interest rate and currency mismatches. This committee is in charge of analyzing and making recommendations to the business divisions in connection with the management of interest rate, currency and maturity mismatches, with the goal of maximizing financial and foreign-exchange results within acceptable parameters of risk and capital use. This Committee is also responsible for suggesting changes to these parameters, if necessary, to Banco Galicia's board of directors. Five directors, the CEO, the Retail Banking Division manager, the Wholesale Banking Division manager, the Financial Division manager, the Risk Management Division manager and the Strategic Planning and Management Control Division manager are members of this committee. This committee meets at least once a month. Its resolutions are summarized in writing and signed by two of its members.

*Strategic Planning and Management Control Committee:* This committee is composed of five directors, the CEO, the Risk Management Division manager, the Strategic Planning and Management Control Division manager and the Internal Audit Department manager. The syndics can be invited to attend any meeting called by this committee. This committee is in charge of the analysis, definition and follow-up of the consolidated balance sheet and income statement. This committee meets at least once every month. Quarterly budgetary follow-up by division must be made in meetings, in which three directors, the CEO, the Strategic Planning and Management Control Division manager and those managers who are called upon may attend. Its resolutions are summarized in writing and signed by two of the above-mentioned officers.

*Segments and Business Management Committee:* This committee is composed of three directors, the CEO, the division managers, the department managers and those officers whose participation is deemed necessary and those whose presence is specifically requested. It is in charge of the analysis, definition and follow-up of businesses and segments. This committee meets at least once every three months. Its resolutions are summarized in writing and signed by two of the above-mentioned officers.

*Crisis Committee:* This committee is composed of five directors, the CEO and those other officers whose participation is deemed to be necessary and those who are invited to attend. This committee is in charge of the assessment of any liquidity crisis and the implementation of actions designed to resolve the same. Its resolutions are summarized in writing and are signed by any two of the previously described members.

Periodically, the board of directors of Banco Galicia is informed of the actions taken by the committees, which are recorded in minutes.

### **Banco Galicia's Executive Officers**

On August 31, 2009, Mr. Daniel A. Llambías, an accountant, was appointed CEO of Banco Galicia, by decision of its board of directors. The CEO is in charge of implementing the strategic goals established by the board of directors of Banco Galicia. Likewise, he coordinates the managers of Banco Galicia's divisions, while reporting to Banco Galicia's board of directors.

*Daniel Antonio Llambías:* Mr. Llambías was born on February 8, 1947. He obtained a degree in national public accounting at the Universidad de Buenos Aires. He has been associated with Banco Galicia since 1964. He was elected as an alternate director of Banco Galicia in September 1997 and as a director in September 2001 until August 2009, when he was appointed CEO. Mr. Llambías is also the chairman of Sudamericana Holding, the vice chairman of Visa Argentina S.A. and Tarjetas del Mar, a director of Tarjeta Naranja, Tarjetas Regionales, Tarjetas Cuyanas and IDEA (*Instituto para el Desarrollo Empresarial de la Argentina*), as well as a member of the supervisory committee of Automóvil Club Argentino, and an alternate trustee of the Fundación Banco de Galicia y Buenos Aires.

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The following divisions and department managers report to Banco Galicia's CEO:

<b>Division</b>	<b>Manager</b>
Retail Banking	Juan Sarquis
Wholesale Banking	Gastón Bourdieu
Financial	Pablo María León
Risk Management	Juan Carlos L. Afflitto
Credit	Marcelo Poncini
Comprehensive Corporate Services	Miguel Ángel Peña
Organizational Development and Human Resources	Rafael Pablo Bergés
Strategic Planning and Management Control	Bruno Folino

**Retail Banking Division:** This division is responsible for designing, planning and implementing the vision, strategies, policies and goals for the Retail Banking Division's businesses and for each customer segment and distribution channel. It is also in charge of the definition and control of this division's business goals. The following departments report to this division: Private Banking, Retail Banking Segments, Products and Publicity, Alternative Channels, Branches, Operating Supervision of Branches and Planning, and Quiero Fidelity Program.

**Wholesale Banking Division:** This division is responsible for designing, planning and implementing the vision, strategies, policies and goals for the Wholesale Banking Division's businesses and for each customer segment (corporate, small and medium-sized companies, agriculture and livestock companies and public-sector companies) and products. It is also in charge of the definition and control of this division's business goals. The following departments report to this division: Agriculture and Livestock Sector, Corporate, small and medium-sized companies, Public Sector, Wholesale Products and Marketing, Capital Markets and Investment Banking, Wholesale Business Analysis and Planning.

**Financial Division:** This division is responsible for planning and managing the correct use of financial resources and providing the appropriate funding for Banco Galicia's businesses, establishing and applying Banco Galicia's deposit-raising and funding policies within the parameters established by Banco Galicia's risk policies. It also manages short-term resources and Banco Galicia's investment portfolio, ensuring the correct execution of transactions. The following departments report to this division: Assets and Liabilities Management, Financial Operations, Banking Relations and Information Support and Management.

**Risk Management Division:** This division is responsible for monitoring and actively managing the various risks faced by Banco Galicia (credit, financial and operational) and its subsidiaries. The following departments report to this division: Credit Risk and Insurance, Financial Risk, Operational Risk, Information and Risk Analysis and Development and Management of Models.

**Credit Division:** This division is responsible for developing and proposing the strategies for credit and credit-granting policies, as well as managing and monitoring credit origination processes, follow-up and control thereof, and the recovery of past-due loans. This aims at ensuring the quality of the loan portfolio, cost and time efficiency, and recovery optimization, thus minimizing loan losses and optimizing efficiency in processes and business credit granting. The following departments report to this division: Credit Analysis, Corporate Credit, Consumer Credit, Preventative Management and Analysis, Customer Credit Recovery, Portfolio Recovery, Information and Management of the Credit Division, Policies and Strategies and Special Projects.

**Comprehensive Corporate Services Division:** This division is responsible for designing, planning and implementing the strategies and policies for the IT, Organization, Operations, Purchase of Goods and Services and Infrastructure divisions, and the maintenance thereof. It is as well in charge of Banco Galicia's physical and information safety, with the purpose of ensuring and maintaining the logistic support for its operations and activities. The following departments report to this division: Operations, IT, Organization, Engineering and Maintenance, Purchases and Contracts, Security, Management Control and Information Security.

**Organizational Development and Human Resources Division:** This division is in charge of designing, planning and implementing human resources strategies and policies, as well as defining and controlling management goals of Banco Galicia's human resources with the purpose of ensuring homogeneous practices, availability of

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qualified and motivated personnel and a proper work environment. The following departments report to this division: Human Resources, Consultants, Internal Communications and Change Management, Management Development, Compensation, Quality Assurance and Corporate Social Responsibility.

**Strategic Planning and Management Control Division:** This division is responsible for planning and controlling budget, accounting and tax activities. The following departments report to this division: Accounting, Tax Advisory, Planning and Management Control, Investors Relations and Fiduciary Administration and Supplementary Businesses.

The following department reports to the CEO:

<b>Department</b>	<b>Manager</b>
Legal Advisory Services Department	María Elena Casanovas

**Legal Advisory Services Department:** This department is responsible for providing advisory services and determining the steps to be taken for Banco Galicia's business conduction under the regulations in force, with the purpose of ensuring the legitimacy thereof and avoiding loss of rights, indemnifications and/or penalties.

The following departments report to the board of directors of Banco Galicia:

<b>Department</b>	<b>Manager</b>
Internal Audit	Omar Severini
Institutional Affairs and Press Department	Diego Francisco Videla
Anti-money Laundering Unit	Claudia Estecho

**Internal Audit Department:** This department is responsible for assessing and monitoring the effectiveness of internal control systems with the purpose of ensuring compliance with applicable laws and regulations.

**Institutional Affairs and Press Department:** This department is responsible for managing and controlling press and institutional image promotion activities, providing advice to the different areas.

**Anti-money Laundering Unit:** This unit is responsible for monitoring and detecting unusual possible operations to assure compliance with the Control and Prevention of Money Laundering regulations.

The following are the biographies of Banco Galicia's senior executive officers mentioned above and not provided in the sections -Board of Directors of Banco Galicia or -Our Board of Directors above.

***Juan H. Sarquís:*** Mr. Sarquís was born on June 23, 1957. He obtained a degree in economics at the Pontificia Universidad Católica Argentina. He has been associated with Banco Galicia since 1982. Mr. Sarquís is also a director of Sudamericana Holding and Banelco S.A., an alternate director of Visa Argentina S.A., Banel SIP S.A., Tarjetas Regionales, Tarjeta Naranja, Tarjetas del Mar and Tarjetas Cuyanas.

***Gastón Bourdieu:*** Mr. Bourdieu was born on August 31, 1956. He obtained a degree in agricultural administration at UADE University. He has been associated with Banco Galicia since 1981 as a member of the young professional program in the Credit Division. He is the vice chairman of Galicia Warrants, an alternate director of Tarjetas Regionales, director of Maradona S.A. and Sullair Argentina S.A.

***Pablo M. Leon:*** Mr. Leon was born on August 31, 1964. He obtained a degree in finance at the Universidad de Palermo and two PDF (Programs for Executive Development) at IAE (Instituto Argentino de Empresas) and IMD, Lausanne, Switzerland. He has been associated with Banco Galicia since 1987. He is also the chairman of Galicia Valores and director of Argenclear S.A.

***Juan Carlos L. Afflitto:*** Mr. L. Afflitto was born on September 15, 1958. He received a degree in national public accounting at the Universidad de Buenos Aires. He has been associated with Banco Galicia since 1986. Prior to such time, he worked at Morgan, Bénédict y Asociados, where he acted as an advisor and accountant. He was a professor at the Universidad Católica Argentina until 1990.





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*Marcelo Poncini:* Mr. Poncini was born on November 11, 1961. He obtained a degree in business administration at the Universidad de Morón. He has been associated with Banco Galicia since 1987.

*Miguel Angel Peña:* Mr. Peña was born on January 22, 1962. He obtained a degree in information systems from the Universidad Nacional Tecnológica. He has been associated with Banco Galicia since 1994. Mr. Peña is director of Tarjeta Naranja and an alternate director of Tarjetas Regionales. He is also a voting member of the ONG-Usuaría (*Asociación Argentina de Usuarios de la Informática y las Comunicaciones*).

*Rafael Pablo Bergés:* Mr. Bergés was born on September 10, 1963. He obtained a degree in industrial engineering. He has been associated with Banco Galicia since August 2010. Prior to such time, he worked at Techint and at a several multinational companies in managerial positions. From 1998 to 2009 he was vice president in the Human Resources Division of Grupo Telefónica.

*Bruno Folino:* Mr. Folino was born on February 23, 1966. He has an accounting degree from the Universidad de Buenos Aires. He completed a post-graduate degree in Tax & Legal at the Universidad Austral and Master in Science of Management Sloan at GSB Stanford University. He started his career in Price Waterhouse & Co at the Auditing Department, and later, at the Tax & Legal department. He has been associated with Banco Galicia since 1997 as Tax Manager and Planning Manager. In 2012 he was appointed Strategic Planning and Management Control Manager.

*María Elena Casanovas:* Mrs. Casanovas was born on May 10, 1951. She obtained a degree in law at the Pontificia Universidad Católica Argentina. She has been associated with Banco Galicia since 1972.

*Omar Severini:* Mr. Severini was born on July 30, 1958. He obtained a degree in national public accounting from the Universidad de Belgrano. He has been associated with Banco Galicia since 1978.

*Diego Francisco Videla:* Mr. Videla was born on November 7, 1948. He has been associated with Banco Galicia since 1997. Prior to such time, he acted as an advisor in the privatization of Banco de la Provincia de Misiones S.A. Mr. Videla is a voting member of the Fundación Policía Federal Argentina.

*Claudia Raquel Estecho:* Mrs. Estecho was born on September 24, 1957. She obtained a degree in public accounting at the Universidad de Buenos Aires. She has been associated with Banco Galicia since 1976.

**Banco Galicia s Supervisory Committee**

Banco Galicia s bylaws provide for a Supervisory Committee consisting of three syndics and three alternate syndics. Pursuant to Argentine law and to the provisions of Banco Galicia s bylaws, Banco Galicia s syndics and alternate syndics are responsible of ensuring that all of Banco Galicia s actions are in accordance with applicable Argentine law. Syndics and alternate syndics do not participate in business management and cannot have managerial functions of any type. Syndics are responsible for, among other things, the preparation of a report to the shareholders analyzing Banco Galicia s financial statements for each year and the recommendation to the shareholders as to whether to approve such financial statements. Syndics and alternate syndics are elected at the ordinary shareholders meeting for a one-year term and they can be re-elected. Alternate syndics act in the temporary or permanent absence of a syndic.

The table below shows the composition of Banco Galicia s Supervisory Committee as they were re-elected by the annual shareholders meeting held on April 15, 2013.

Name	Year of Appointment	Position	Principal Occupation	Current Term Ends
Enrique M. Garda Olaciregui	2013	Syndic	Lawyer	December 31, 2013
Norberto D. Corizzo	2013	Syndic	Accountant	December 31, 2013
Luis A. Díaz	2013	Syndic	Accountant	December 31, 2013
Fernando Noetinger	2013	Alternate Syndic	Lawyer	December 31, 2013
Miguel N. Armando	2013	Alternate Syndic	Lawyer	December 31, 2013
Horacio Tedín	2013	Alternate Syndic	Lawyer	December 31, 2013



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For the biographies of Messrs. Enrique M. Garda Olaciregui, Norberto D. Corizzo, Luis A. Díaz, Fernando Noetinger and Miguel N. Armando and Horacio Tedín, see -Our Supervisory Committee .

**Compensation of Banco Galicia s Directors and Officers**

Banco Galicia s board of directors establishes the policy for compensation of Banco Galicia s personnel. Banco Galicia s managers receive a fixed compensation and they may receive a variable compensation, based on their performance. Five directors and an alternate director are employees of Banco Galicia and, therefore, receive a fixed compensation and may also receive a variable compensation based on their performance, provided that these additional payments do not exceed the standard levels of similar entities in the Argentine financial market, a provision that is applicable to managers as well. The compensation regime includes the possibility of acquiring a retirement insurance policy. Banco Galicia does not maintain stock-option plans or pension plans or any other retirement plans for the benefit of its directors and managers. Banco Galicia does not have a policy establishing any termination benefits for its directors.

For fiscal year 2012, Banco Galicia s ordinary shareholders meeting held on April 15, 2013, approved compensation for the directors in the total amount of Ps.0.85 million.

Annually, provisions are established to cover the variable compensation of Banco Galicia s board of directors and employees for the fiscal year. During the first quarter of each year, Banco Galicia s board of directors analyzes the possibility of paying employees a variable compensation for the previous fiscal year ended based on the compensation for similar jobs in the labor market in recognition of the performance and professional development of the respective beneficiaries during the fiscal year.

**Employees**

The following table shows the composition of our staff:

	As of December 31,		
	2012	2011	2010
<b>Grupo Financiero Galicia S.A.</b>	<b>13</b>	<b>12</b>	<b>13</b>
<b>Banco de Galicia y Buenos Aires S.A.</b>	<b>5,734</b>	<b>5,525</b>	<b>5,185</b>
Branches	2,782	2,756	2,685
Head Office	2,952	2,769	2,500
<b>Galicia Uruguay</b>	<b>5</b>	<b>5</b>	<b>7</b>
<b>Regional Credit Card Companies</b>	<b>6,098</b>	<b>5,723</b>	<b>4,747</b>
<b>CFA<sup>(*)</sup></b>	<b>1,233</b>	<b>1,125</b>	<b>1,099</b>
<b>Sudamericana Consolidated</b>	<b>193</b>	<b>162</b>	<b>126</b>
<b>Other Subsidiaries</b>	<b>40</b>	<b>45</b>	<b>48</b>
<b>Total</b>	<b>13,316</b>	<b>12,597</b>	<b>11,225</b>

(\*) Includes Cobranzas y Servicios S.A.

Within the current legal framework, membership in an employee union is voluntary and there is only one union of bank employees with national representation. As of December 31, 2012, approximately 19.6% of Banco Galicia s employees were affiliated with the national bank employee union. As of December 31, 2012, approximately 95.8% of the Regional Credit Card Companies work force was party to the merchant union s Collective Bargaining Agreement No. 130/75 applicable to trade employees, 4.5% of which were members of a labor union and 0.03% of which were labor union representatives. As of December 31, 2012, CFA s employees were not affiliated to any union. Usually during the first four months of the year, the bank employee union and the national commerce employee union renegotiate their respective collective labor agreements in order to establish new minimum wages. As a result of such negotiations, salary increases are granted. Banco Galicia has not experienced a strike by its employees since 1973 and the Regional Credit Card Companies and CFA have never experienced any strike event. We believe that our relationship with our employees has developed within normal and satisfactory parameters.



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We have a human resources policy that aims at providing our employees possibilities for growth and personal and socio-economic achievement. We will continue our current policy of monitoring both wage levels and labor conditions in the financial industry in order to be competitive. Our employees receive fixed compensation and may receive variable compensation according to their level of achievement. We do not maintain any profit-sharing programs for our employees.

The Fundación Banco de Galicia y Buenos Aires (the Fundación) is an Argentine non-profit organization that provides various services to Banco Galicia employees. The various activities of the Fundación include, among others, purchasing school materials for the children of Banco Galicia's employees and making donations to hospitals and other charitable causes, including cultural events. The Fundación is managed by a Council, certain members and alternate members of which are members of our Board of Directors and supervisory committee. Members and alternate members of the Council do not receive remuneration for their services as trustees.

## **Nasdaq Corporate Governance Standards**

Pursuant to Nasdaq Marketplace Rule 5615(a) (3), a foreign private issuer may follow home country corporate governance practices in lieu of the requirements of the Rule 5600 Series, provided that the foreign private issuer complies with certain sections of the Rule 5000 Series, discloses each requirement that it does not follow and describes the home relevant country practice followed in lieu of such requirement. The requirements of the Rule 5000 Series and the Argentine corporate governance practice that we follow in lieu thereof are described below:

- (i) **Rule 5250 (d) Distribution of Annual and Interim Reports.** In lieu of the requirements of Rule 5250 (d), we follow Argentine law, which requires that companies make public a Spanish language annual report, including annual audited consolidated financial statements, by filing such annual report with the CNV and the BASE, within 70 calendar days of the end of the company's fiscal year. Interim reports must be filed with the CNV and the BASE within 42 calendar days of the end of each fiscal quarter. The BASE publishes the annual reports and interim reports in the BASE bulletin and makes the bulletin available for inspection at its offices. In addition, our shareholders can receive copies of our annual reports and any interim reports upon such shareholders' request. English language translations of our annual reports and interim reports are furnished to the SEC. We also post the English language translation of our annual reports and quarterly press releases on our website. Furthermore, under the terms of the Second Amended and Restated Deposit Agreement, dated as of June 22, 2000, among us, The Bank of New York, as depositary, and owners of ADSs issued thereunder, we are required to furnish The Bank of New York with, among other things, English language translations of our annual reports and each of our quarterly press releases. Annual reports and quarterly press releases are available for inspection by ADRs holders at the offices of The Bank of New York located at, 101 Barclay Street, New York, New York. Finally, Argentine law requires that 20 calendar days before the date of a shareholders' meeting, the board of directors must provide to the shareholders, at the company's executive office or through electronic means, all information relevant to the shareholders' meeting, including copies of any documents to be considered by the shareholders (which includes the annual report), as well as proposals of the company's board of directors.
- (ii) **Rule 5605 (b) (1) Majority of Independent Directors.** In lieu of the requirements of Rule 5605 (b) (1), we follow Argentine law, which does not require that a majority of the board of directors be comprised of independent directors. Argentine law instead requires that public companies in Argentina such as us must have a sufficient number of independent directors to be able to form an audit committee of at least three members, the majority of which must be independent pursuant to the criteria established by the CNV. In addition, because we are a controlled company as defined in Rule 5615 (c) (1), we are relying on the exemption provided thereby for purposes of complying with Rule 5615 (c) (2).
- (iii) **Rule 5605 (b) (2) Executive Sessions of Independent Directors.** In lieu of the requirements of Rule 5605 (b) (2), we follow Argentine law which does not require independent directors to hold regularly scheduled meetings at which only such independent directors are present (*i.e.*, executive sessions). Our Board of Directors as a whole is responsible for monitoring our affairs. In addition, under Argentine law, the board of directors may approve the delegation of specific responsibilities to designated directors or non-director managers of the company. Also, it is mandatory for public companies to form a supervisory committee (composed of *syndics*), which is responsible for monitoring the legality of the company's actions under Argentine law and the conformity thereof with its bylaws.

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- (iv) Rule 5605 (d) Compensation of Officers. In lieu of the requirements of Rule 5605 (d), we follow Argentine law, which does not require companies to form a compensation committee comprised solely of independent directors. It also is not required in Argentine law that the compensation of the chief executive officer and all other executive officers be determined by either a majority of the independent directors or a compensation committee comprised solely of independent directors. Under Argentine law, the board of directors is the corporate body responsible for determining the compensation of the chief executive officer and all other executive officers, so long as they are not directors. In addition, under Argentine law, the audit committee shall give its opinion about the reasonableness of management's proposals on fees and option plans for directors or managers of the company. Finally, because we are a controlled company as defined in Rule 5615 (c) (1), we are relying on the exemption provided thereby for purposes of complying with Rule 5615 (c) (2).
- (v) Rule 5605 (e) (1) Nomination of Directors. In lieu of the requirements of Rule 5605 (e) (1), we follow Argentine law which requires that directors be nominated directly by the shareholders at the shareholders' meeting and that they be selected and recommended by the shareholders themselves. Under Argentine law, it is the responsibility of the ordinary shareholders' meeting to appoint and remove directors and to set their compensation. In addition, because we are a controlled company as defined in Rule 5615 (c) (1), we are relying on the exemption provided thereby for purposes of complying with Rule 5615 (c) (2).
- (vi) Rule 5605 (c) (1) Audit Committee Charter. In lieu of the requirements of Rule 5605 (c) (1), we follow Argentine law, which requires that audit committees have a charter but does not require that companies certify as to the adoption of the charter nor does it require an annual review and assessment thereof. Argentine law instead requires that companies prepare a proposed plan or course of action with respect to those matters, which are the responsibility of the company's audit committee. Such plan or course of action could, at the discretion of our audit committee, include a review and assessment of the audit committee charter.
- (vii) Rule 5605 (c) (2) Audit Committee Composition. Argentine law does not require, and it is equally not customary business practice in Argentina, that companies have an audit committee comprised solely of independent directors. Argentine law instead requires that companies establish an audit committee with at least three members comprised of a majority of independent directors as defined by Argentine law. Nonetheless, although not required by Argentine law, until April 19, 2012, we had an Audit Committee entirely comprised of three independent directors, pursuant to the definition of independence in Rule 10 A-3 (b) (1), one of which the Board of Directors determined to be a financial expert. Currently, our Audit Committee is comprised of three Directors; two of which meet such independent requirements. In addition, we have a supervisory committee ( *comisión fiscalizadora* ) composed of three syndics, which are in charge of monitoring the legality, under Argentine law, of the actions of our Board of Directors and the conformity of such actions with our bylaws.
- (viii) Rule 5620 (c) Quorum. In lieu of the requirements of Rule 5620 (c), we follow Argentine law and our bylaws, which distinguish between ordinary meetings and extraordinary meetings and require, in connection with ordinary meetings, that a quorum consist of a majority of stock entitled to vote. If no quorum is present at the first meeting, a second meeting may be called at which the shareholders present, whatever their number, constitute a quorum and resolutions may be adopted by an absolute majority of the votes present. Argentine law and our bylaws require, in connection with extraordinary meetings, that a quorum consist of 60% of the stock entitled to vote. However, if such quorum is not present at the first meeting, our bylaws provide that a second meeting may be called which may be held with the number of shareholders present. In both ordinary and extraordinary meetings, decisions are adopted by an absolute majority of votes present at the meeting, except for certain fundamental matters (such as mergers and spin-offs (when we are not the surviving entity and the surviving entity is not listed on any stock exchange), anticipated liquidation, a change in our domicile to outside of Argentina, total or partial recapitalization of our statutory capital following a loss, any transformation in our corporate legal form or a substantial change in our corporate purpose) which require an approval by vote of the majority of all the stock entitled to vote (all stock being entitled to only one vote).

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- (ix) Rule 5620 (b) Solicitation of Proxies. In lieu of the requirements of Rule 5620 (b), we follow Argentine law which requires that notices of shareholders meetings be published, for five consecutive days, in the Official Gazette and in a widely circulated newspaper in Argentina no earlier than 45 calendar days prior to the meeting and at least 20 calendar days prior to such meeting. In order to attend a meeting and be listed on the meeting registry, shareholders are required to submit evidence of their book-entry share account held at Caja de Valores S.A. (Caja de Valores) up to three business days prior to the scheduled meeting date. If entitled to attend the meeting, a shareholder may be represented by proxy (properly executed and delivered with a certified signature) granted to any other person, with the exception of a director, syndic, member of the surveillance committee (*consejo de vigilancia*), manager or employee of the issuer, which are prohibited by Argentine law from acting as proxies. In addition, our ADRs holders receive, prior to the shareholders meeting, a notice listing the matters on the agenda, a copy of the annual report and a voting card.
- (x) Rule 5630 (a) Conflicts of Interest. In lieu of the requirements of Rule 5630 (a), we follow Argentine law which requires that related party transactions be approved by the audit committee when the transaction exceeds one percent (1%) of the corporation's net worth, measured pursuant to the last audited balance sheet, so long as the relevant transaction exceeds the equivalent of three hundred thousand Argentine Pesos (Ps.300,000). Directors can contract with the corporation only on terms consistent with prevailing market terms. If the contract is not in accordance with prevailing market terms, such transaction must be pre-approved by the board of directors (excluding the interested director). In addition, under Argentine law, a shareholder is required to abstain from voting on a business transaction in which its interests may be in conflict with the interests of the company. In the event such shareholder votes on such business transaction and such business transaction would not have been approved without such shareholder's vote, such shareholder may be liable to the company for damages and the resolution may be declared void.

Other than as noted above, we are in full compliance with all other applicable Nasdaq corporate governance standards.

**Share Ownership**

For information on the share ownership of our directors and executive officers as of March 31, 2013, see Item 7. Major Shareholders and Related Party Transactions-Major Shareholders .

**Item 7. Major Shareholders and Related Party Transactions**

**Major Shareholders**

As of March 31, 2013, our capital structure was made up of class A shares, each of which is entitled to five votes and class B shares, each of which is entitled to one vote. As of March 31, 2013, we had 1,241,407,017 shares outstanding composed of 281,221,650 class A shares and 960,185,367 class B shares (229,707,950 of which were evidenced by 22,970,795 ADSs).

Our controlling shareholders are members of the Escasany, Ayerza and Braun families and the Fundación. As of March 31, 2013, the controlling shareholders owned 100% of our class A shares through EBA Holding (representing 22.7% of our total outstanding shares) and 13.9% of our class B shares (or 10.7% of our total outstanding shares), therefore directly and indirectly owning 33.4% of our shares and 65.0% of total votes.

Based on information that is available to us, the table below sets forth, as of March 31, 2013, the number of our class A and class B shares held by holders of more than 5% of each class of shares, the percentage of each class of shares held by such holder, and the percentage of votes that each class of shares represent as a percentage of our total possible votes.



**Table of Contents**Class A Shares

Name	Class A Shares	% of Class A Shares	% of Total Votes
EBA Holding S.A.	281,221,650 class A shares	100	59.4

Class B Shares

Name	Class B Shares	% of Class B Shares	% of Total Votes
The Bank of New York Mellon <sup>(1)</sup>	229,707,950 class B shares	23.9	9.7
ANSES	264,221,559 class B shares	27.5	11.2
EBA Holding Shareholders <sup>(2)</sup>	133,172,582 class B shares	13.9	5.6

(1) Pursuant to the requirements of Argentine law, all class B shares represented by ADSs are owned of record by The Bank of New York, as Depository. The address for the Bank of New York is 101 Barclay Street, New York 10286, and the country of organization is the United States.

(2) No member holds more than 2.0% of the capital stock. Such holding includes 36,435,360 shares in the form of ADSs.

Based on information that is available to us, the table below sets forth, as of March 31, 2013, the shareholders that either directly or indirectly have more than 5% of our votes or shares.

Name	Shares	% of Shares	% of Total Votes
The Bank of New York Mellon	229,707,950 class B shares	18.5	9.7
EBA Holding S.A.	281,221,650 class A shares	22.7	59.4
ANSES.	264,221,559 class B shares	21.3	11.2
EBA Holding Shareholders.	133,172,582 class B shares	10.7	5.6

Members of the three controlling families have owned the majority of the issued share capital of Banco Galicia since 1959. Members of the Escasany family have been on the board of directors of Banco Galicia since 1923. The Ayerza and Braun families have been represented on Banco Galicia's board of directors since 1943 and 1947, respectively. Currently, there is one member of these families on Banco Galicia's board of directors and five members of these families on our Board of Directors. In addition, there is one alternate director on our Board of Directors that is member of the controlling families.

On September 13, 1999, the controlling shareholders of Banco Galicia formed EBA Holding S.A., an Argentine corporation, which is 100% owned by our controlling shareholders. EBA Holding holds 100% of our class A shares.

Currently, EBA Holding only has class A shares outstanding. EBA Holding's bylaws provide for certain restrictions on the sale or transfer of its class A shares. While the class A shares of EBA Holding may be transferred to any other class A shareholder of EBA Holding, any transfer of such class A shares to third parties would automatically result in the conversion of the sold shares into class B shares of EBA Holding having one vote per share. In addition, EBA Holding's bylaws contain rights of first refusal, buy-sell provisions and tag-along rights.

A public shareholder of Banco Galicia, who indirectly owns approximately 4.5% of the outstanding capital stock of Banco Galicia, has granted a right of first refusal for the purchase of all or part of its shares to certain of our controlling shareholders in the event such public shareholder decides to sell all or part of its Banco Galicia shares.

As of December 31, 2012, we had 45 identified United States record shareholders (not considering The Bank of New York), of which 16 held our class B shares and 29 held our ADSs. Such United States holders, in the aggregate, held approximately 95 million of our class B shares, representing approximately 7.7% of our total outstanding capital stock as of such date.

**Related Party Transactions**

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Grupo Financiero Galicia and its non-banking subsidiaries are not a party to any transactions with, and have not made any loans to any (i) enterprises that directly or indirectly through one or more intermediaries, control

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or are controlled by Grupo Financiero Galicia or its non-banking subsidiaries, (ii) associates (i.e. an unconsolidated enterprise in which Grupo Financiero Galicia or its non-banking subsidiaries has a significant influence or which has significant influence over Grupo Financiero Galicia or its non-banking subsidiaries), (iii) individuals owning, directly or indirectly, an interest in the voting power of Grupo Financiero Galicia or its non-banking subsidiaries that gives them significant influence over Grupo Financiero Galicia or its non-banking subsidiaries, as applicable, and close members of any such individual's family (i.e. those family members that may be expected to influence, or be influenced by, that person in their dealings with Grupo Financiero Galicia or its non-banking subsidiaries, as applicable), (iv) key management personnel (i.e. persons that have authority and responsibility for planning, directing and controlling the activities of Grupo Financiero Galicia or its non-banking subsidiaries, including directors and senior management of companies and close members of such individual's family) or (v) enterprises in which a substantial interest is owned, directly or indirectly, by any person described in (iii) or (iv) over which such a person is able to exercise significant influence nor are there any proposed transactions with such persons. For purposes of this paragraph, this includes enterprises owned by directors or major shareholders of Grupo Financiero Galicia or its non-banking subsidiaries that have a member of key management in common with Grupo Financiero Galicia or its non-banking subsidiaries, as applicable. In addition, significant influence means the power to participate in the financial and operating policy decisions of the enterprise but means less than control. Shareholders beneficially owning a 10% interest in the voting power of Grupo Financiero Galicia or its non-banking subsidiaries are presumed to have a significant influence on Grupo Financiero Galicia or its non-banking subsidiaries, as applicable.

Some of our directors and the directors of Banco Galicia have been involved in certain credit transactions with Banco Galicia as permitted by Argentine law. The Corporations Law and the Argentine Central Bank's regulations allow directors of a limited liability company to enter into a transaction with such company if such transaction follows prevailing market conditions. Additionally, a bank's total financial exposure to related individuals or legal entities is subject to the regulations of the Argentine Central Bank. Such regulations set limits on the amount of financial exposure that can be extended by a bank to affiliates based on, among other things, a percentage of a bank's RPC. See Item 4. Information on the Company-Argentine Banking Regulation-Lending Limits.

Banco Galicia is required by the Argentine Central Bank to present to its board of directors, on a monthly basis, the outstanding amounts of financial assistance granted to directors, controlling shareholders, officers and other related entities, which are transcribed in the minute books of the board of directors of Banco Galicia. The Argentine Central Bank establishes that the financial assistance to directors, controlling shareholders, officers and other related entities must be granted on an equal basis with respect to rates, tenor and guarantees as loans granted to the general public.

In this section total financial exposure comprises equity interests and financial assistance (all credit related items such as loans, holdings of corporate debt securities without quotation, guarantees granted and unused balances of loans granted, among others), as this term is defined in Item 4. Information on the Company-Argentine Banking Regulation-Lending Limits.

Related parties refers to our directors and the directors of Banco Galicia, our senior officers and senior officers of Banco Galicia, our syndics and Banco Galicia's syndics, our controlling shareholders as well as all individuals who are related to them by a family relationship of up to the second degree by blood and/or first degree by marriage and any entities directly or indirectly affiliated with any of these parties, not required to be consolidated.

The following table presents the aggregate amounts of total financial exposure of Banco Galicia to related parties, the number of recipients, the average amounts and the single largest exposures as of the end of the three fiscal years ended December 31, 2012 and as of February 28, 2013, the last date for which information is available.

	February 28, 2013	December 31, 2012	December 31, 2011	December 31, 2010
	<i>In millions of Pesos, except as noted</i>			
Aggregate Total Financial Exposure	Ps. 211.7	Ps. 222.1	Ps. 139.0	Ps. 126.1
Number of Recipient Related Parties	232	232	239	230
Individuals	175	175	183	175
Companies	57	57	56	55
Average Total Financial Exposure	Ps. 0.9	Ps. 0.9	Ps. 0.6	Ps. 0.5
Single Largest Exposure	Ps. 37	Ps. 33	Ps. 22	Ps. 39

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The financial assistance granted to our directors, officers and related parties by Banco Galicia was granted in the ordinary course of business, on substantially the same terms, including interest rates and collateral, as those prevailing at the time for comparable transactions with other non-related parties, and did not involve more than the normal risk of collectability or present other unfavorable features.

Banco Galicia and Grupo Financiero Galicia have executed a trademark license agreement under which Banco Galicia has authorized Grupo Financiero Galicia to use the word "Galicia" in our corporate name and has authorized our direct or indirect subsidiaries, other than those of Banco Galicia, to use in their corporate names Banco Galicia's registered trademarks, including the word "Galicia", in marketing their products and services. The trademark license agreement has a 10-year term until July 1, 2010, at which point it becomes automatically renewable every two years. This agreement provides for the payment of an annual royalty, which in 2012 amounted to Ps.1.5 million.

In June 2011, Banco Galicia entered into an agreement with Galicia Seguros, a company indirectly controlled by Grupo Financiero Galicia, pursuant to which the Bank can offer insurance products on behalf of Galicia Seguros. In addition, they entered into an agreement for a one-year period by which Galicia Seguros insures the Bank for the balances of certain loans in the case of death of its clients. On June 14, 2012, Banco Galicia renewed both agreements with Galicia Seguros, for an additional year, starting on June 1, 2012. Such agreements were considered to be related party transactions pursuant to Section 72 of the Capital Markets Law.

On February 29, 2012, Tarjetas Regionales granted Grupo Financiero Galicia a credit line for US\$3 million with a term of 120 days, of which US\$2.3 million has been used. The related interest amounts were repaid at the initial maturity, but the principal amount was extended for a new period of 180 days with a 10% fixed nominal annual interest rate. Such principal amount, together with the corresponding interest, was repaid in October 2012 (US\$1.2 million), December 2012 (US\$0.5 million) and January 2013 (US\$0.6 million).

In May 2012, Sudamericana extended Grupo Financiero Galicia a secured loan for US\$4 million for a 180-day term, with a fixed nominal annual interest rate of 9.5%. Such loan and its accrued interest were repaid in full in October 2012. Similarly, in November 2012, Sudamericana extended an additional loan to Grupo Financiero Galicia for US\$1 million, with a term of 35 days and a fixed nominal annual interest rate of 7.5%. Such loan and the corresponding accrued interest were repaid in full in December 2012.

During March and April 2012, Grupo Financiero Galicia carried out foreign exchange forward transactions with Banco Galicia in an aggregate amount of US\$14 million, these matured on March 27, 2013.

In fiscal year 2012, Grupo Financiero Galicia subscribed short-term checking account overdrafts with Banco Galicia for a maximum amount of up to Ps.24 million at market rates, which were paid in full in August 2012.

The Board of Directors of Banco Galicia, during its meeting on February 6, 2013, decided to grant a checking account overdraft in favor of Grupo Financiero Galicia for up to Ps.150 million with a maturity date of June 30, 2013. Such transaction currently accrues an annual nominal interest rate of 22.5%, for 32 days. On March 20, 2013 the checking account overdraft was increased up to Ps.184 million with a maturity date in January 2014.

Each of the foreign exchange transactions of Grupo Financiero Galicia, where carried out through Banco Galicia under market conditions.

## **Item 8. Financial Information**

We have elected to provide the financial information set forth in Item 18 of this annual report.

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### **Legal Proceedings**

We are a party to the following legal proceedings:

#### ***Banco Galicia***

In response to certain pending legal proceedings, Banco Galicia has made allowances to cover (i) various types of claims filed by customers against it (e.g., claims for thefts from safe deposit boxes, collections of checks that had been fraudulently altered, discrepancies related to deposit and payment services rendered to Banco Galicia's customers, etc.) and (ii) estimated amounts payable under labor-related lawsuits filed against Banco Galicia by former employees.

As of the date of this annual report, provincial tax collection authorities, as well as tax collection authorities from the Autonomous City of Buenos Aires, are in the process (in different degrees of completion) of conducting audits and assessments mainly regarding the Compensatory Bond granted by the National Government to compensate financial institutions for the losses generated by the asymmetric pesification of loans and deposits. The Argentine Federal Court of Appeals granted Banco Galicia a preliminary injunction in an amount corresponding to the Compensatory Bond (as defined below) in Banco Galicia's challenge of the assessment of the tax authorities of the Autonomous City of Buenos Aires. The Argentine Supreme Court of Justice affirmed the opinion of the Argentine Federal Court of Appeals, and the Court of Appeals therefore ordered the fiscal authority to refrain from starting tax enforcement proceedings or otherwise requesting precautionary measures for such purpose.

In addition, Theseus S.A. and Lagarcu  S.A., two minority shareholders of Banco de Galicia y Buenos Aires S.A., initiated legal proceedings on March 11, 2003 against Banco Galicia and Grupo Financiero Galicia requesting that the court declare null the corporate legal action effected by Grupo Financiero Galicia with the cooperation of Banco Galicia pursuant to which there was an exchange of class B shares of Banco Galicia for class B shares of Grupo Financiero Galicia. Banco Galicia and Grupo Financiero Galicia have answered the claim, arguing that the transaction complied with applicable legal requirements. The evidentiary period has ended and the parties must now file their respective pleadings as the final step before the Court issues a final decision.

The claim does not include a petition for damages nor any monetary disbursement whatsoever. Therefore, even if the lawsuit were successful, which Banco Galicia considers unlikely, no loss could directly arise from such decision. The remote consequences of an adverse result cannot be assessed in monetary terms, but they are unlikely to significantly affect Banco Galicia's financial position.

#### ***Regional Credit Card Companies***

As of the date of this annual report, the Federal Public Revenue Authority, the Revenue Board of the Province of C rdoba and the municipalities of the cities of Mendoza and San Luis are in the process of conducting audits in respect of the activities of certain of the credit card subsidiaries of Banco Galicia. Such entities have served notices and made claims regarding taxes applicable to the subsidiaries of Tarjetas Regionales Based on the opinions of their tax advisors, these companies believe that the above-mentioned claims are both legally and technically without merit and that taxes related to the claims have been correctly calculated in accordance with applicable tax regulations and case law. Therefore, these companies are taking the corresponding administrative and legal steps in order to resolve such issues.

#### ***Compa a Financiera Argentina***

With respect to CFA, the company acquired by Banco Galicia in June 2010, the Federal Public Revenue Authority initiated two separate proceedings in which it questioned certain deductions made by CFA. CFA filed appeals before the federal tax courts, and these cases are still pending resolution.

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**Dividend Policy and Dividends**

***Dividend Policy***

Grupo Financiero Galicia's policy for the distribution of dividends envisages, among other factors, the obligatory nature of establishing a legal reserve, the company's financial condition and its indebtedness, the business requirements of affiliated companies and, mainly, that the profits recorded in the financial statements are, to a great extent, income from holdings and not realized and liquid profits, a requirement of Section 68 of the Corporations Law so that it is possible to distribute them as dividends. The proposal to distribute dividends arising from such analysis has to be approved at the shareholders' meeting that discusses the Financial Statements corresponding to each fiscal year.

We may only declare and pay dividends out of our retained earnings representing the profit realized on our operations and investments. The Corporations Law and our bylaws state that no profits may be distributed until prior losses are covered. Dividends paid on our class A shares and class B shares will equal one another on a per share basis. As required by the Corporations Law, 5% of our net income is allocated to a legal reserve until the reserve equals 20% of our outstanding capital. Dividends may not be paid if the legal reserve has been impaired until it is fully restored. The legal reserve is not available for distribution to shareholders.

Our ability to pay dividends to our shareholders principally depends on (i) our net income, (ii) availability of cash and (iii) applicable legal requirements.

Holders of our ADSs will be entitled to receive any dividends payable in respect of our underlying class B shares. We will pay cash dividends to the ADSs depository in Pesos, although we reserve the right to pay cash dividends in any other currency, including Dollars. The ADSs deposit agreement provides that the depository will convert cash dividends received by the ADSs depository in Pesos to Dollars and, after deduction or upon payment of fees and expenses of the ADSs depository and deduction of other amounts permitted to be deducted from such cash payments in accordance with the ADSs deposit agreement (such as for unpaid taxes by the ADSs holders in connection with personal asset taxes or otherwise), will make payment to holders of our ADSs in Dollars.

By means of Communiqués A 4589 and A 4591, issued on October 29 and November 8, 2006, the Argentine Central Bank modified the criteria by which a financial institution determines if it can distribute profits. According to the new rules, profits can be distributed up to the positive amount resulting after deducting from retained earnings the reserves that may be legally and statutory required, as well as the following items: the difference between the book value and the market value of a financial institution's portfolio of public-sector assets and/or debt issued by the Argentine Central Bank not marked-to-market, the amount of assets representing the losses from lawsuits related to deposits (*amparos*), and any adjustments required by the external auditors or the Argentine Central Bank not having been recognized. In addition, to be able to distribute profits, a financial institution must comply with the capital adequacy rule, with the minimum capital requirement and the regulatory capital calculated, only for the purpose of determining its ability to distribute profits, by deducting from its assets and retained earnings all the items mentioned in above, as well as the asset recorded in connection with the minimum presumed income tax and the amounts allocated to the repayment of long-term debt instruments computable as core capital pursuant to Communiqué A 4576. Likewise, in such calculation, a financial institution will not be able to compute any regulatory forbearance that the Argentine Central Bank may provide, affecting minimum capital requirements, RPC or a financial institution's capital adequacy, and the amount of profits that it wishes to distribute.

In May 2010, the Argentine Central Bank modified the conditions necessary to pay dividends through Communiqué A 5072:

Calculation of the distributable profits subtracting the net difference between the book value and the market price of the government debt.

Compliance with minimum capital requirements plus 30% after the payment of the dividend.

Compliance with minimum capital cash reserves after the payment of the dividend.

In January 2012, the Argentine Central Bank modified the conditions necessary to pay dividends through Communiqué A 5273:

Compliance with minimum capital requirements plus 75% after the payment of the dividend.

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Under these rules, dividend distribution requires the prior authorization of the Argentine Central Bank, with such authorization having the purpose of verifying that the aforementioned requirements have been fulfilled.

### ***Dividends***

#### ***Grupo Financiero Galicia***

As a holding company, our principal source of cash from which to pay dividends on our shares is dividends or other intercompany transfers from our subsidiaries, primarily Banco Galicia. Due to the dividend restrictions contained in Banco Galicia's loan agreements in connection with Banco Galicia's foreign debt restructuring and in Argentine Central Bank regulations, our ability to distribute cash dividends to our shareholders has been materially and adversely affected since late 2001 until 2010, when Banco Galicia obtained the authorization to distribute its profits.

During the shareholders' meeting held on April 27, 2011, our shareholders approved the payment of dividends in cash corresponding to fiscal year 2010, in the amount of Ps.24.8 million. After the end of fiscal year 2011, the Argentine Central Bank modified its regulations governing the minimum capital requirements and dividend distribution. Due to these new regulations, Banco Galicia did not pay dividends for fiscal year 2011 and 2012. However, Grupo Financiero Galicia paid a cash dividend corresponding to fiscal year 2011 in the amount of Ps.17.8 million, equivalent to Ps.0.0143 per share, subject to the deduction, when applicable, of the personal assets tax.

Due to the fact that most of the profits for fiscal year correspond to income by holdings and just a fraction corresponds to the realized and liquid profits meeting the requirements to be distributed as per Section 68 of the Corporations' Law, and taking as well into consideration Grupo Financiero Galicia's financial condition, during the shareholders' meeting held on April 15, 2013 our shareholders approved the payment of dividends in cash for the amount of Ps.24.4 million, which represents 1.96% with regard to 1,241,407,017 class A and B ordinary shares with a face value of Ps.1 each.

Pursuant to the section incorporated after Section 25 of Act No. 23,966, Grupo Financiero Galicia will receive the reimbursement of tax withholdings related to taxes paid on behalf of the shareholders subject to tax on personal assets as of December 31, 2012.

#### ***Banco Galicia***

At the close of the fiscal year ended December 31, 2012, Banco Galicia's capital, non-capitalized contributions, profit reserves, adjustments to shareholders' equity and retained earnings (not including the fiscal year's net income) totaled Ps.3,602.8 million. Banco Galicia's net income for fiscal year 2012 amounted to Ps.1,301.1 million.

Taking into consideration the Argentine Central Bank rules regarding the distribution of profits, as explained above, Banco Galicia's board of directors proposed at the shareholders' meeting held on April 15, 2013, and such shareholders approved, the allocation of Ps.260.2 million to legal reserve and Ps.1,040.9 million to discretionary reserve for the future distribution of profits.

#### ***Compañía Financiera Argentina***

At the shareholders' meeting held on April 20, 2011, a cash dividend of Ps.55.5 million corresponding to fiscal year 2010 was approved. Likewise, on the April 12, 2012 shareholders' meeting, the shareholders approved a cash dividend of Ps.176.3 million from fiscal year 2011. In both cases, said dividends were authorized by the Argentine Central Bank.

#### ***Sudamericana Holding***

During the ordinary and extraordinary shareholder's meeting held on October 12, 2012, the shareholders approved the payment of cash dividends in the amount of Ps.28.0 million. On December 14, 2012, Sudamericana Holding held an extraordinary shareholders' meeting during which the shareholders approved the payment of cash dividends in the amount of Ps.31.7 million.



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### **Significant Changes**

#### *Grupo Financiero Galicia*

On January 17, 2013 Grupo Financiero Galicia acquired in the market 26,900 shares of Banco Galicia and on March 6, 2013 acquired 50,000 shares of Banco Galicia. As a result, Grupo Financiero Galicia's stake in Banco Galicia as of April 2013 increased from 94.93% to 94.94%.

On March 8, 2013, the Board of Directors resolved to approve the issuance of Class IV notes for a maximum face value of up to Ps.150.0 million, increasable up to Ps.220.0 million. These notes will be issued under Grupo Financiero Galicia's global program for simple, short, mid-and/or long term notes, non-convertible into shares.

On April 15, 2013, our shareholders held a shareholders' meeting during which they approved the payment of dividends in cash in the amount of Ps.24.4 million which represents 1.96% with regards to the 1,241,407,017 class A and B ordinary shares with a face value of Ps.1 each.

On April 25, 2013 the Board of Directors of the CNV, through resolution No. 17,064, approved the extension of the amount of the Global Program in the sum of up to US\$40 million or its equivalent in any other currency, increasing the program to the sum of US\$100 million or its equivalent in any other currency. Said extension had been resolved at the ordinary and extraordinary shareholders' meeting held on April 14, 2010.

#### *Tarjetas Regionales*

On December 19, 2012, the board of directors of Tarjeta Naranja, a subsidiary of Tarjetas Regionales, approved the issuance of its Class XX notes, to be issued in one or two series, for a nominal aggregate maximum amount of Ps.250 million. On February 7, 2013 Tarjeta Naranja issued Series I and Series II notes, for a face value of Ps.35.4 million and Ps.208.1 million respectively.

On January 9, 2013, the board of directors of Tarjetas Cuyanas, a subsidiary of Tarjetas Regionales, approved the issuance of its Class X notes, to be issued in one or two series, for a nominal aggregate maximum amount of Ps.200 million. On February 21, 2013 Tarjetas Cuyanas issued Series I and Series II notes, for a face value of Ps.46.1 million and Ps.153.2 million respectively.

#### *Compañía Financiera Argentina*

On January 17, 2013, CFA issued debt in the aggregate principal amount of Ps.200.0 million under its program for the issuance of debt.

### **Item 9. The Offer and Listing**

#### **Shares and ADSs**

Our class B shares are listed on the BASE and the Córdoba Stock Exchange under the symbol GGAL. Our ADSs, each representing ten class B shares, are listed on the Nasdaq Capital Market, under the symbol GGAL. Our ADSs have been listed on Nasdaq Capital Market since August 2002. Previously, our ADSs had been listed on the Nasdaq National Market since July 24, 2000.

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The following tables present, for the periods indicated, the high and low closing prices and the average trading volume of our class B shares on the BASE as reported by the BASE and the high and low closing prices and the average trading volume of our ADSs on the Nasdaq as reported by the Nasdaq Capital Market. There has been low trading volume of our class B shares on the Córdoba Stock Exchange. The following prices have not been adjusted for any stock dividends and/or stock splits.

**Grupo Financiero Galicia - Class B Shares - Buenos Aires Stock Exchange (in Pesos)**

	High	Low	Average Daily Volume (in thousands of Class B shares)
<b>Calendar Year</b>			
2008	2.36	0.57	3,549.4
2009	2.30	0.61	2,471.5
2010	6.69	1.84	2,341.3
2011	6.69	2.75	8,548.6
2012	4.51	2.72	2,152.8
<b>Two Most Recent Fiscal Years</b>			
<b>2011</b>			
First Quarter	6.69	5.23	1,299.7
Second Quarter	5.85	4.96	1,538.9
Third Quarter	6.24	3.93	1,488.3
Fourth Quarter	4.77	2.75	2,839.8
<b>2012</b>			
First Quarter	3.74	3.07	2,847.5
Second Quarter	3.30	2.72	2,165.0
Third Quarter	3.70	2.87	1,553.1
Fourth Quarter	4.51	3.18	1,902.2
<b>2013</b>			
First Quarter	5.00	4.19	1,415.1
<b>Most Recent Six Months</b>			
November 2012	3.63	3.18	1,675.2
December 2012	4.51	3.61	2,555.8
January 2013	4.99	4.63	1,445.6
February 2013	5.00	4.19	1,333.4
March 2013	4.84	4.41	1,454.5
April 2013 (through April 18, 2013)	4.94	4.59	1,128.2

As of April 18, 2013, the closing price of our class B shares was Ps.4.73.

**Grupo Financiero Galicia ADSs - Nasdaq Capital Market (in US\$)**

	High	Low	Average Daily Volume (in thousands of ADRs)
<b>Calendar Year</b>			
2008	7.60	1.45	251.6
2009	6.10	1.56	160.0
2010	16.77	4.72	447.1
2011	16.52	5.76	326.6
2012	8.15	4.21	216.7
<b>Two Most Recent Fiscal Years</b>			
<b>2011</b>			
First Quarter	16.52	12.32	376.8
Second Quarter	13.94	11.12	248.9
Third Quarter	14.67	8.28	231.4

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Fourth Quarter	9.98	5.76	451.5
<b>2012</b>			
First Quarter	8.15	6.17	375.1
Second Quarter	6.27	4.21	209.7
Third Quarter	6.37	4.25	128.6
Fourth Quarter	6.93	4.64	137.1
<b>2013</b>			
First Quarter	7.06	5.24	119.7
<b>Most Recent Six Months</b>			
November 2012	5.35	4.64	129.8
December 2012	6.93	5.31	214.2
January 2013	7.06	6.42	116.4
February 2013	6.54	5.24	118.1
March 2013	6.02	5.47	124.8
April 2013 (through April 18, 2013)	5.93	5.29	89.6

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As of April 18, 2013, the closing price of our ADSs was US\$5.29.

The following tables present for the periods indicated the high and low closing prices and the average trading volume of Banco Galicia's class B shares on the BASE as reported by the BASE. Banco Galicia class B shares continue to be listed on the BASE with very low trading volume.

**Banco Galicia Class B Shares - Buenos Aires Stock Exchange (in Pesos)**

	High	Low	Average Daily Trading Volume (in thousand Class B shares)
<b>Calendar Year</b>			
2008	4.45	2.15	3.30
2009	3.55	2.10	6.47
2010	11.91	3.12	3.51
2011	14.40	6.00	1.56
2012	9.62	6.00	3.07
<b>Two Most Recent Fiscal Years</b>			
<b>2011</b>			
First Quarter	11.66	9.06	2.59
Second Quarter	13.95	10.78	2.26
Third Quarter	14.40	10.00	0.90
Fourth Quarter	9.70	6.00	0.51
<b>2012</b>			
First Quarter	9.62	6.50	9.23
Second Quarter	8.00	6.70	0.56
Third Quarter	6.90	6.00	0.40
Fourth Quarter	8.50	6.90	1.99
<b>2013</b>			
First Quarter	9.20	8.30	2.33
<b>Most Recent Six Months</b>			
November 2012	7.10	6.90	0.98
December 2012	8.50	7.10	2.00
January 2013	9.20	8.30	2.75
February 2013	9.10	8.30	0.46
March 2013	9.15	8.30	3.53
April 2013 (through April 18, 2013)	9.20	9.00	1.24

As of April 18, 2013, the closing price of Banco Galicia's class B shares was Ps.9.10.

**Argentine Securities Market**

The principal and oldest exchange for the Argentine securities market is the BASE. The BASE started operating in 1854 and handles approximately 95% of all equity trading in Argentina. Securities listed on the BASE include corporate equity and debt securities and government securities. Debt securities listed on the BASE may also be listed on the MAE. The Buenos Aires Stock Market (the Merval), which is affiliated with the BASE, was founded in 1929 and is the largest stock market in Argentina. The Merval is a corporation whose 133 shareholder members are the only individuals and entities authorized to trade, either as principal or as agent, in the securities listed on the BASE. Although there are 183 Merval shares outstanding, some banks and brokers own more than one share and currently there are 133 members. We are a member of the Merval through Galicia Valores, who owns three shares.

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Trading on the BASE is conducted mostly through the *Sistema Integrado de Negociación Asistida por Computación* (Integrated Computer Assisted Trading System, SINAC) although there are still some transactions carried out by continuous open outcry, the traditional auction system, from 11:00 a.m. to 5:00 p.m. each business day of the year. SINAC is a computer trading system that permits trading in debt and equity securities and is accessed by brokers directly from workstations located at their offices. As a result of an agreement between the Merval and the MAE, equity securities are traded exclusively on the BASE and corporate and government debt securities are traded on the MAE and the BASE. Currently, all transactions relating to listed corporate and government debt securities can be effected on SINAC. In addition, a substantial over-the-counter market exists for private trading in listed debt securities and, prior to the agreement described above, equity securities. Such trades are reported on the MAE.

Although companies may list all of their capital stock on the BASE, in most cases the controlling shareholders retain the majority of a company's capital stock. This results in only a relatively small percentage of most companies' stock being available for active trading by the public on the BASE. Even though individuals have historically constituted the largest group of investors in Argentina's equity markets, in recent years, banks and insurance companies have shown an interest in these markets. Argentine mutual funds, by contrast, continue to have very low participation in the market. Although 93 companies had equity securities listed on the BASE as of December 31, 2012, the 10 most-traded companies on the exchange accounted for approximately 92.8% of total trading value during 2012. Our shares were the most-traded shares on the BASE in 2012, with a 24.9% share of trading volume.

The Córdoba Stock Exchange is another important stock market in Argentina. Securities listed on the Córdoba Stock Exchange include both corporate equity and debt securities and government securities. Through an agreement with the BASE, all of the securities listed on the BASE are authorized to be listed and subsequently traded on the Córdoba Stock Exchange. Thus, many transactions that originate on the Córdoba Stock Exchange relate to companies listed on the BASE and such trades are subsequently settled in Buenos Aires.

## **Market Regulations**

The CNV oversees the Argentine securities markets and is responsible for authorizing public offerings of securities and supervising brokers, public companies and mutual funds. Argentine pension funds and insurance companies are regulated by separate Argentine government agencies, while financial institutions are regulated mainly by the Argentine Central Bank. The Argentine securities markets are governed generally by Law No. 17,811, as amended, which created the CNV and regulates stock exchanges, market operations and the public offering of securities.

In compliance with the provisions of Law No. 20,643 and the Decrees No. 659/74 and No. 2,220/80, most debt and equity securities traded on the exchanges and the MAE must, unless otherwise instructed by the shareholders, be deposited by the shareholders in Caja de Valores, which is a corporation owned by the BASE, the Merval and certain provincial exchanges. Caja de Valores is the central securities depository of Argentina, which provides depository facilities for securities and acts as a transfer and paying agent in connection therewith. It also handles settlement of securities transactions carried out on the BASE and operates the computerized exchange information system.

The level of regulation of the market for Argentine securities and investors' activities is relatively low as compared to the United States and certain other countries, and enforcement of existing regulatory provisions has been limited. In addition, there may be less publicly available information about Argentine companies than is regularly published by or about companies in these countries. However, the CNV has taken steps to strengthen disclosure and regulatory standards for the Argentine securities market, including the issuance of regulations prohibiting insider trading and requiring insiders to report on their ownership of securities, with associated penalties for non-compliance.

In order to improve Argentine securities market regulation, Decree No. 677/01 or Decree for Transparency in the Public Offering, was promulgated and took effect on June 1, 2001. This decree has come to be regarded as the financial consumer's bill of rights. Its objective is to provide transparency and protection to participants in the capital markets. The decree applies to individuals and entities that participate in the public offering of securities and to stock exchanges as well. Among its key provisions, the decree broadens the definition of security; governs the treatment of

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negotiable securities; obligates publicly listed companies to form audit committees composed of three or more members of the board of the directors, the majority of whom must be independent under CNV regulations; authorizes market-stabilization transactions under certain circumstances; governs insider trading, market manipulation and securities fraud; and regulates going-private transactions and acquisitions of voting shares, including controlling stakes in public companies.

In order to offer securities to the public in Argentina, an issuer must meet certain requirements of the CNV regarding assets, operating history, management and other matters, and only securities for which an application for a public offering has been approved by the CNV may be listed on the corresponding stock exchange. This approval does not imply any kind of certification of assurance related to the merits of the quality of the securities, or the solvency of the issuer. Issuers of listed securities are required to file unaudited quarterly financial statements and audited annual financial statements, as well as various other periodic reports, with the CNV and the corresponding stock exchange.

Securities can be freely traded on the Argentine markets but certain restrictions exist regarding access by residents and non-residents to the local foreign exchange market and to transfers of foreign exchange abroad. See Item 4. Information on the Company-Government Regulation-Foreign Exchange Market .

On October 2007, the CNV passed Resolution No. 516/07 providing for the voluntary adoption of a corporate governance code. The CNV recommends adoption of such code by public companies but requires that their policy with respect to each topic described in the code be disclosed in detail in the annual report. This resolution was effective for fiscal years beginning on January 1, 2008 and after and, therefore, public companies, including us, have to report on their degree of fulfillment of each topic of such code.

On January 2013, the CNV issued Law No. 26,831 (the Capital Markets Law ), replacing Law No.17,811 and Decree No. 677/01, with the aim of regulating the capital market under the supervision of the CNV and broadening the CNV's powers. Additionally, the law intends to enhance the growth of local markets, to develop new and simplified negotiating systems and to create new regulation standards for the Argentine stock exchange, markets and other intervenient agents.

## **Item 10. Additional Information**

### **Description of Our Bylaws**

#### ***General***

Set forth below is a brief description of certain provisions of our bylaws and Argentine law and regulations with regard to our capital stock. Your rights as a holder of our capital stock are subject to Argentine corporate law, which may differ from the corporate laws of other jurisdictions. This description is not purported to be complete and is qualified in its entirety by reference to our bylaws, Argentine law and the rules of the BASE, the Córdoba Stock Exchange as well as the CNV. A copy of our bylaws has been filed with and can be examined at the CNV in Buenos Aires and the SEC in Washington, D.C.

We were incorporated on September 14, 1999, as a stock corporation under the laws of Argentina and registered on September 30, 1999, with the Argentine Superintendency of Companies or IGJ, under corporate registration number 14,519 of Book 7, Volume of Stock Corporations. Our domicile is in Buenos Aires, Argentina. Under our bylaws, our duration is until June 30, 2100 and we are exclusively a financial and investment company (as stated in Chapter 2. Purpose. Article 3. of our bylaws). This duration may be extended by resolution taken at an extraordinary shareholders meeting.

Our bylaws do not contain any provision governing the ownership threshold above which shareholder ownership must be disclosed.

During the shareholders meeting held on April 23, 2003, we decided not to adhere to the Optional Statutory System for the Mandatory Acquisition of Shares in a Public Offering regime in compliance with Decree No. 677/01, which requires a company to announce whether it has adopted this regime.

**Table of Contents*****Outstanding Capital Stock***

Our total subscribed and paid-in share capital as of December 31, 2012, amounted to Ps.1,241,407,017, composed of class A shares and class B shares, each with a par value of Ps.1.00. The following table presents the number of our shares outstanding as of December 31, 2012, and the voting interest that the shares represent.

Shares	Number of Shares	As of December 31, 2012	
		% of Capital Stock	% of Voting Rights
Class A Shares	281,221,650	22.65	59.42
Class B Shares	960,185,367	77.35	40.58
<b>Total</b>	<b>1,241,407,017</b>	<b>100.00</b>	<b>100.00</b>

***Registration and Transfer***

The class B shares are book-entry common shares held through Caja de Valores. Caja de Valores maintains a stock registry for us and only those persons listed in such registry will be recognized as our shareholders. Caja de Valores periodically delivers to us a list of the shareholders as at a certain date.

The class B shares are transferable on the books of Caja de Valores. Caja de Valores records all transfers in our registry. Within 10 days of any such transfer, Caja de Valores is required to confirm the registration of transfer with the transferor.

***Voting Rights***

At shareholders' meetings, each class A share is entitled to five votes and each class B share is entitled to one vote. However, class A shares are entitled to only one vote in certain matters, such as:

a merger or spin-off in which we are not the surviving corporation, unless the acquirer's shares are authorized to be publicly offered or listed on any stock exchange;

a transformation in our legal corporate form;

a fundamental change in our corporate purpose;

a change of our domicile to outside Argentina;

a voluntary termination of our public offering or listing authorization;

our continuation following a delisting or a mandatory cancellation of our public offering or listing authorization;

a total or partial recapitalization of our statutory capital following a loss; or

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the appointment of syndics.

All distinctions between our class A shares and our class B shares will be eliminated upon the occurrence of any of the following change of control events:

EBA Holding sells 100% of its class A shares;

EBA Holding sells a portion of our class A shares to a third person who, when aggregating all our class A shares with our class B shares owned by such person, if any, obtains 50% plus one vote of our total votes; or

the current shareholders of EBA Holding sell shares of EBA Holding that will allow the buyer to exercise more than 50% of the voting power of EBA Holding at any general shareholders meeting of EBA Holding shareholders, except for transfers to other current shareholders of EBA Holding or to their heirs or their legal successors or to entities owned by any of them.

### ***Limited Liability of Shareholders***

Shareholders are not liable for our obligations. Shareholders liability is limited to the payment of the shares for which they subscribe. However, shareholders who have a conflict of interest with us and do not abstain from voting may be held liable for damages to us. Also, shareholders who willfully or negligently vote in favor of a resolution that is subsequently declared void by a court as contrary to Argentine law or our bylaws may be held liable for damages to us or to third parties, including other shareholders, resulting from such resolutions.



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### ***Directors***

Our bylaws provide that the board of directors shall be composed by at least three and at most nine members, as decided at a general ordinary shareholders meeting. To be appointed to our Board of Directors, such person must have been presented as a candidate by shareholders who represent at least 10% of our voting rights, at least three business days before the date the general ordinary shareholders meeting is to be held. Our bylaws do not state an age limit over which the directors cannot serve on our board.

At each annual shareholders meeting, the term of one third of the members of our Board of Directors (no fewer than three directors) expires and their successors are elected to serve for a term of three years. The shareholders meeting shall have the power to fix a shorter period (one or two years) for the terms of office of one, several or all of the directors. This system of electing directors is intended to help maintain the continuity of the board. Alternate directors replace directors until the following general ordinary shareholders meeting is held. Directors may also be replaced by alternate directors if a director will be absent from a board meeting. The board of directors is required to meet at least once every month and anytime any one of the directors or syndics so requests.

Our bylaws state that the board of directors may decide to appoint an executive committee and/or a delegate director.

Our bylaws do not provide for any arrangements or understandings with major shareholders, customers, suppliers or others, pursuant to which any person referred to in this annual report was selected as a director or member of senior management.

Additionally, pursuant to our bylaws, any borrowing powers on behalf of the Company are granted to our Board of Directors. Our Board of Directors has the power to delegate these borrowing powers to our directors through a power of attorney and currently certain of our directors have powers of attorney to negotiate the terms of and borrow money on behalf of the Company. Furthermore, as stated by our bylaws, the chairman of our Board of Directors is also the legal representative of the Company. Although our bylaws do not expressly address a director's power to vote on proposals, arrangements or contracts in which the director has a material interest, pursuant to customary Argentine business practice and certain tenants of Argentine corporate law, our directors do not vote on proposals, arrangements or contracts in which the director has a material interest.

### ***Appointment of Directors and Syndics by Cumulative Voting***

The Corporations Law provides for the use of cumulative voting to enable minority shareholders to appoint members of the board of directors and syndics. Upon the completion of certain requirements, shareholders are entitled to appoint up to one third of the vacancies to be filled on the board of directors by cumulative voting. Each shareholder voting cumulatively has the number of votes resulting from multiplying the number of votes to which such shareholder would normally be entitled by the number of vacancies to be filled. Such shareholder may apportion his votes or cast all such votes for one or a number of candidates not exceeding one third of the vacancies to be filled.

### ***Compensation of Directors***

The Corporations Law and the CNV establish rules regarding the compensation of directors. The maximum amount of aggregate compensation that the members of the board of directors may receive, including salaries and other compensation for the performance of permanent technical and administrative services, may not exceed 25.0% of profits of each fiscal year. This maximum amount shall be limited to 5.0% when no dividends are distributed to the shareholders and shall be increased proportionately to the dividend distribution until the 25.0% limit is reached when all profits are distributed.

The Corporations Law provides that aggregate director compensation may exceed the maximum percentage of computable profit in any one year when the company's profits are non-existent or too small as to allow payment of a reasonable compensation to board members which have been engaged in technical or administrative services to the company, provided that such proposal is described in the notice of the agenda for the ordinary shareholders meeting and is approved by a majority of shareholders present at such shareholders meeting.

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In addition to the above, our bylaws establish that best practices and national and international market standards regarding directors with similar duties and responsibilities shall be considered when determining the compensation of board members.

### ***Syndics***

Our bylaws, in accordance with Argentine law, provide for the maintenance of a supervisory committee whose members are three permanent syndics and three alternate syndics. Syndics are elected for a one-year term and may be re-elected. Alternate syndics replace permanent syndics in case of absence. For the appointment of syndics, each of our class A shares and class B shares has only one vote. Fees for syndics are established by the shareholders at the annual ordinary shareholders meeting. Their function is to oversee the management of the company, to control the legality of the actions of the board of directors, to attend all board of directors meetings, to attend all shareholders meetings, to prepare reports for the shareholders on the financial statements with their opinion, and to provide information regarding the company to shareholders that represent at least 2% of the capital stock. Syndics liabilities are joint and several and unlimited for the non-fulfillment of their duties. They are also jointly and severally liable, together with the members of the board of directors, if the proper fulfillment of their duties as syndics would have avoided the damage or the losses caused by the members of the board of directors.

### ***Shareholders Meetings***

Shareholders meetings may be ordinary meetings or extraordinary meetings. An annual ordinary shareholders meeting is required to be held in each fiscal year to consider the matters outlined in Article 234 of the Corporations Law, including, among others:

approval of the financial statements and general performance of the management for the preceding fiscal year;

appointment and remuneration of directors and members of the supervisory committee;

allocation of profits; and

any other matter the board of directors decides to submit to the shareholders meeting concerning the company's business administration. Matters which may be discussed at these or other ordinary meetings include resolutions regarding the responsibility of directors and members of the supervisory committee, as well as capital increases and the issuance of notes.

Extraordinary shareholders meetings may be called at any time to discuss matters beyond the competence of the ordinary meeting, including but not limited to amendments to the bylaws, matters related to the liquidation of a company, limitation of the shareholders preemptive rights to subscribe new shares, issuance of bonds and debentures, transformation of the corporate form, a merger into another company and spin-offs, early winding-up, change of the company's domicile to outside Argentina, total or partial repayment of capital for losses, and a substantial change in the corporate purpose set forth in the bylaws.

Shareholders meetings may be convened by the board of directors or by the syndics. A shareholder or group of shareholders holding at least 5.0% in the aggregate of our capital stock may request the board of directors or the syndics to convene a general shareholders meeting to discuss the matters indicated by the shareholder.

Once a meeting has been convened with an agenda, the agenda limits the matters to be decided upon at such meeting and no other matters may be decided upon.

Additionally, our bylaws provide that any shareholder holding at least 5% in aggregate of our capital stock may present, in writing, to the Board of Directors, before February 28 of each year, proposals of items to be included in the agenda at the annual general ordinary shareholders meeting. The Board of Directors is not obligated to include such items in the agenda.

Class B shares represented by ADSs will be voted or caused to be voted by the Depositary in accordance with instructions of the holders of such ADSs. In the event instructions are not received from the holder, the Depositary shall give a discretionary proxy for the shares represented by such ADSs to a person designated by us.



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Notice of each shareholders' meeting must be published in the Official Gazette, and in a widely circulated newspaper in the country's territory, at least twenty days prior to the meeting but not more than forty-five days prior to the date on which the meeting is to be held. The board of directors will determine the appropriate publication of notices outside Argentina in accordance with the requirements of the jurisdictions and exchanges on which our shares are traded. In order to attend a meeting and to be listed on the meeting registry, shareholders must submit evidence of their book-entry share account held at Caja de Valores at least three business days prior to the scheduled meeting date without counting the meeting day.

The quorum for ordinary meetings consists of a majority of stock entitled to vote, and resolutions may be adopted by the affirmative vote of 50% plus one vote (an absolute majority) of the votes present whether in person or participating via electronic means of communication. If no quorum is present at the first meeting, a second meeting may be called at which the shareholders present, whatever their number, shall constitute a quorum. Resolutions are to be adopted by an absolute majority of the votes present. The second meeting may be convened to be held one hour later on the same day as the first meeting had been called for, provided that it is an ordinary shareholders' meeting, or within thirty days of the date for which the first ordinary meeting was called.

The quorum for extraordinary shareholders' meetings consists of 60% of stock entitled to vote, and resolutions may be adopted by an absolute majority of the votes present. If no quorum is present at the first meeting, a second meeting may be called at which the shareholders present, whatever their number, shall constitute a quorum. Resolutions are to be adopted by an absolute majority of the votes present. The second meeting has to be convened to be held within thirty days of the date for which the first extraordinary meeting was called, and the notice must be published for three days, at least eight days before the date of the second meeting. Some special matters require a favorable vote of the majority of all the stock holding voting rights, the class A shares being granted the right to only one vote each. The special matters are described in -Voting Rights above.

### ***Dividends***

Dividends may be lawfully paid and declared only out of our retained earnings representing the profit realized and liquid on our operations and investments reflected in our annual financial statements, as approved at our annual general shareholders' meeting. No profits may be distributed until prior losses are covered. Dividends paid on our class A shares and class B shares will equal one another on a per-share basis.

As required by the Corporations' Law, 5% of our net income is allocated to a legal reserve until the reserve equals 20% of our outstanding capital. Dividends may not be paid if the legal reserve has been impaired. The legal reserve is not available for distribution to shareholders.

Our Board of Directors submits our financial statements for the previous fiscal year, together with reports prepared by our supervisory committee, to our shareholders for approval at the general ordinary shareholders' meeting. The shareholders, upon approving the financial statements, determine the allocation of our net income.

Our Board of Directors is allowed by law and by our bylaws to decide to pay anticipated dividends on the basis of a balance sheet especially prepared for purposes of paying such dividends.

Under CNV regulations and our bylaws, cash dividends must be paid to shareholders within 30 days of the shareholders' meeting approving the dividend. Payment of dividends in shares requires authorization from the CNV, the BASE and the Córdoba Stock Exchange, whose authorizations must be requested within 10 business days after the shareholders' meeting approving the dividend. We must make a distribution of the shares available to shareholders not later than three months after receiving authorization to do so from the CNV.

Shareholders may no longer claim the payment of dividends from us after three years have elapsed from the date on which the relevant dividends were made available to such shareholders.

### ***Capital Increases and Reductions***

We may increase our capital upon resolution of the general ordinary shareholders' meeting. All capital increases must be reported to the CNV, published in the Official Gazette and registered with the Public Registry of Commerce. Capital reductions may be voluntary or mandatory. A voluntary reduction of capital must be approved

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by an extraordinary shareholders meeting after the corresponding authorization by the BASE, the Córdoba Stock Exchange and the CNV and may take place only after notice of such reduction has been published and creditors have been given an opportunity to obtain payment or guarantees for their claims or attachment. A reduction of capital is mandatory when losses have exceeded reserves and more than 50% of the share capital of the company.

### ***Preemptive Rights***

Under Argentine law, it is mandatory that a shareholder of ordinary shares of any given class have preemptive rights, proportional to the number of shares he or she owns, to subscribe for shares of capital stock of the same class or of any other class if the new subscription offer does not include all classes of shares. Shareholders may only decide to suspend or limit preemptive rights by supermajority at an extraordinary shareholders meeting and only in exceptional cases. Shareholders may waive their preemptive rights only on a case-by-case basis.

In the event of an increase in our capital, holders of class A shares and class B shares have a preemptive right to subscribe for any issue of class B shares in an amount sufficient to maintain the proportion of capital then held by them. Holders of class A shares are entitled to subscribe for class B shares because no further class A shares carrying five votes each are allowed to be issued in the future. Under Argentine law, companies are prohibited from issuing stock with multiple voting rights after they have been authorized to make a public offering of securities.

Preemptive rights are exercisable following the last publication of the notification to shareholders of the opportunity to exercise preemptive rights in the Official Gazette and an Argentine newspaper of wide circulation for a period of 30 days, provided that such period may be reduced to no less than 10 days if so approved by an extraordinary shareholders meeting.

Shareholders who have exercised their preemptive rights and indicated their intention to exercise additional preemptive rights are entitled to additional preemptive rights ( accretion rights ), on a pro rata basis, with respect to any unsubscribed shares, in accordance with the terms of the Corporations Law. Class B shares not subscribed for by shareholders through the exercise of their preemptive or accretion rights may be offered to third parties.

Holders of ADSs may be restricted in their ability to exercise preemptive rights if a registration statement relating to such rights has not been filed or is not effective or if an exemption from registration is not available.

### ***Appraisal Rights***

Whenever our shareholders approve:

a merger or spin-off in which we are not the surviving corporation, unless the acquirer's shares are authorized to be publicly offered or listed on any stock exchange,

a transformation in our legal corporate form,

a fundamental change in our corporate purpose,

a change of our domicile to outside Argentina,

a voluntary termination of our public offering or listing authorization,

our continuation following a delisting or a mandatory cancellation of our public offering or listing authorization, or

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a total or partial recapitalization of our statutory capital following a loss, any shareholder that voted against such action or did not attend the relevant meeting may exercise its right to have its shares canceled in exchange for the book value of its shares, determined on the basis of our latest balance sheet prepared in accordance with Argentine laws and regulations, provided that such shareholder exercises its appraisal rights within the periods set forth below.

There is, however, doubt as to whether holders of ADSs, will be able to exercise appraisal rights with respect to class B shares represented by ADSs.

Appraisal rights must be exercised within five days following the adjournment of the meeting at which the resolution was adopted, in the event that the dissenting shareholder voted against such resolutions, or within 15 days following such adjournment if the dissenting shareholder did not attend such meeting and can prove that he was a

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shareholder on the date of such meeting. In the case of a merger or spin-off involving an entity authorized to make a public offering of its shares, appraisal rights may not be exercised if the shares to be received as a result of such transaction are listed on any stock exchange. Appraisal rights are extinguished if the resolution giving rise to such rights is overturned at another shareholders' meeting held within 75 days of the meeting at which the resolution was adopted.

Payment of the appraisal rights must be made within one year from the date of the shareholders' meeting at which the resolution was adopted, except if the resolution was to delist our capital stock, in which case the payment period is reduced to 60 days from the date of the related resolution.

### ***Preferred Stock***

According to the Corporations Law and our bylaws, an ordinary shareholders' meeting may approve the issuance of preferred stock. Such preferred stock may have a fixed dividend, cumulative or not cumulative, with or without additional participation in our profits, as decided by shareholders at a shareholders' meeting when determining the conditions of the issuance. They may also have other preferences, such as a preference in the event of our liquidation.

The holders of preferred stock shall not be entitled to voting rights. Notwithstanding the foregoing, in the event that no dividends are paid to such holders for their preferred stock, and for as long as such dividends are not paid, the holders of preferred stock shall be entitled to voting rights. Holders of preferred stock are also entitled to vote on certain special matters, such as the transformation of the corporate form, a merger into another company and spin-offs (when we are not the surviving entity and the surviving entity is not listed on any stock exchange), early winding-up, a change of our domicile to outside Argentina, total or partial repayment of capital for losses and a substantial change in the corporate purpose set forth in our bylaws or in the event our preferred stock is traded on stock exchanges and such trading is suspended or terminated.

### ***Conflicts of Interest***

As a protection to minority shareholders, under the Corporations Law, a shareholder is required to abstain from voting on any resolution in which its direct or indirect interests conflict with that of or are different than ours. In the event such shareholder votes on such resolution, and such resolution would not have been approved without such shareholders' vote, the resolution may be declared void by a court and such shareholder may be liable for damages to the company as well as to any third party, including other shareholders.

### ***Redemption or Repurchase***

According to Decree No. 677/01, a stock corporation may acquire the shares issued by it, provided that the public offering and listing thereof has been authorized, subject to the following terms and conditions and those set forth by the CNV. The CNV has not yet issued its regulations. The above-mentioned conditions are: (a) the shares to be acquired shall be fully paid up; (b) there shall be a resolution signed by the board of directors to such effect; (c) the acquisition shall be made out of net profits or free or voluntary reserves; and (d) the total amount of shares acquired by the company, including previously acquired shares, shall not exceed 10% of the capital stock or such lower percentage determined by the CNV. The shares acquired by the company in excess of such limit shall be disposed of within the term of 90 days after the date of the acquisition originating such excess.

The shares acquired by the company shall be disposed of by the company within the maximum term of three years counted as from the date of acquisition thereof. Upon disposing of the shares, the company shall make a preemptive offer thereof. Such an offer will not be obligatory if the shares are used in connection with a compensation plan or program for the company's employees or if the shares are distributed among all shareholders pro rata their shareholdings. If shareholders do not exercise, in whole or in part, their preemptive rights, the sale shall be made at a stock exchange.

### ***Liquidation***

Upon our liquidation, one or more liquidators may be appointed to wind up our affairs. If no such appointment is made, our Board of Directors will act as liquidator. All outstanding common shares will be entitled to participate equally in any distribution upon liquidation. In the event of liquidation, in Argentina as well as in any other country, our assets shall first be applied to satisfy our debts and liabilities.

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### ***Other Provisions***

Our bylaws are governed by Argentine law and the ownership of any kind of our shares represents acceptance of our bylaws and submission to the exclusive jurisdiction of the ordinary commercial courts of Buenos Aires for any claim or dispute related to us, our shareholders, directors and members of the supervisory committee.

### **Exchange Controls**

For a description of the exchange controls that would affect us or the holders of our securities, see Item 4. Information on the Company-Government Regulation-Foreign Exchange Market .

### **Taxation**

The following is a summary of the principal Argentine and U.S. Federal tax consequences arising from the acquisition, ownership and disposition of our class B shares and ADSs. The summary is based upon Argentine and U.S. Federal tax laws, as well as the regulations in effect as of the date of this annual report. Further, such summary is subject to any subsequent changes in such laws and regulations that may come into effect after such date. Any change could apply retroactively and could affect the continued validity of this summary. The summary which follows does not constitute legal advice or a legal opinion with respect to the transactions that the holders of our class B shares or ADSs may enter into, but rather is only a brief description of certain (and not all) aspects of the Argentine and U.S. Federal taxation system related to the acquisition, ownership and disposition of our class B shares and ADSs. In addition, although the following summary is believed to be a reasonable interpretation of the current taxation rules and regulations, we cannot assure you that the applicable authorities or tribunals will agree with all of, or any of, the tax consequences outlined below. Currently, there is no tax treaty between the United States and Argentina.

### **Argentine Taxes**

#### *Taxation of Dividends*

In general, dividend payments on ADSs or ordinary shares, whether in cash, property, or stock, are not subject to Argentine withholding tax or other taxes.

There is an exception under which a 35% tax ( equalization tax ) will be imposed on certain dividends approved by the registrant s shareholders. The equalization tax will be applied only to the extent that distributions of dividends exceed the taxable income of the company increased by non-taxable dividends received by the distributing company in prior years and reduced by Argentine income tax paid by the distributing company.

In this situation the equalization tax will be imposed as a withholding tax on the shareholder receiving the dividend. Dividends distributions made in property (other than cash) will be subject to the same tax rules as cash dividends. Stock dividends are not subject to Argentine taxation.

#### *Taxation of Capital Gains*

Pursuant to Decree No. 2,284/91 (the Deregulation Decree ), capital gains derived by non-resident individuals or foreign companies from the sale, exchange or other disposition of ADSs or class B shares are not currently subject to income tax.

Beginning on January 1, 2001, capital gains from the sale, exchange or other dispositions of shares not listed in a stock exchange will be subject to income tax when derived by individuals domiciled in Argentina.

In addition, in the case of entities or permanent organizations incorporated or domiciled abroad that, pursuant to their bylaws, charters, documents or the applicable regulatory framework, have as their principal activity investing outside of the jurisdiction of their incorporation or domicile, or are generally restricted from doing



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business in their country of incorporation, it will be assumed, without any proof to the contrary being admitted, that the seller is an individual domiciled in Argentina. Such entities will be subject to income tax imposed as a withholding tax on the seller receiving the payment (for payments made beginning on April 30, 2001) at the rate of 17.50% (that is, 35% on 50% of the amount of the payment), but the foreign party may choose instead to pay a tax of 35% on the net gain realized on the sale. In such situation, the Deregulation Decree will not be applicable.

On July 3, 2003, the Argentine government's Chief Counsel ( *Procurador del Tesoro* ) issued an opinion that the provisions of the income tax law that taxed capital gains arising from shares without quotation obtained by resident individuals or offshore companies, as defined by the Argentine Income Tax Law, are no longer in force because they have been implicitly abrogated. The validity of this opinion is difficult to assess. Opinions of the Argentine government's Chief Counsel are binding upon all Argentine government attorneys, including attorneys of the Argentine tax administration.

### *Transfer Taxes*

No Argentine transfer taxes are applicable on the sale or transfer of ADSs or class B shares.

### *Tax on Minimum Notional Income*

The tax reform in force since 1999 reinstated a tax on assets on Argentine companies. This tax is similar to the asset tax that was previously in effect in Argentina from 1990 to 1995. It applies at a general rate of 1% on a broadly defined asset base encompassing most of the taxpayer's gross assets at the end of any fiscal year ending after December 31, 1998.

Specifically, the Law establishes that banks, other financial institutions and insurance companies will consider a taxable base equal to 20% of the value of taxable assets.

A company's asset tax liability for a tax year will be reduced by its income tax payments, and asset tax payments for a tax year can be carried forward to be applied against the company's income tax liability in any of the following ten tax years.

### *Personal Assets Tax*

Individuals domiciled and undivided estates located in Argentina or abroad will be subject to an annual tax in respect of assets located in Argentina and abroad. The tax rate is from 0.5% to 1.25%, depending on the total amount of assets. Individuals domiciled abroad will pay the tax only in respect of the assets they hold in Argentina. In the case of individuals domiciled abroad, the tax will be paid by the individuals or entities domiciled in Argentina which, as of December 31 of each year, hold the joint ownership, possession, use, enjoyment, deposit, safekeeping, custody, administration or tenure of the assets located in Argentina subject to the tax belonging to the individuals domiciled abroad. When the direct ownership of notes, government securities and certain other investments, except shares issued by companies ruled by the Corporations Law, corresponds to companies domiciled abroad in countries that do not enforce registration systems for private securities (with the exception of insurance companies, open-end investment funds, pension funds or banks and financial entities with head offices in countries that have adopted the international banking supervision standards laid down by the Basel Committee on Banking Supervision) or that pursuant to their bylaws, charter, documents or the applicable regulatory framework, have as their principal activity investing outside of the jurisdiction of their organization or domicile, or are generally restricted from doing business in their country of incorporation, it will be assumed, without any proof to the contrary being admitted, that those assets belong ultimately to individuals and therefore the system for paying the tax for such individuals domiciled abroad is applicable to them.

There is an exception pursuant to a tax reform that was published in the Official Gazette as Law No. 25,585, which went into effect on December 31, 2002. This tax reform introduced a mechanism to collect the personal assets tax on shares issued by companies ruled by the Corporations Law, which ownership belongs to individuals domiciled in Argentina or abroad and companies or entities domiciled abroad. In the case of companies or entities domiciled abroad, it will be assumed, without any proof to the contrary being admitted, that those shares belong ultimately to individuals domiciled abroad.

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The tax will be assessed and paid by those companies ruled by the Corporations Law at the rate of 0.5% on the value of the shares or equity interest. The valuation of the shares, whether listed or not, must be made according to their proportional equity value. These companies may eventually seek reimbursement from the direct owner of their shares in respect of any amounts paid to the Argentine tax authorities as personal assets tax. Grupo Financiero Galicia has sought reimbursement for the amount paid corresponding to December 31, 2002. The board of directors submitted the decision on how to proceed with respect to fiscal year 2003 to the annual shareholders meeting held on April 22, 2004. At that meeting, our shareholders voted to suspend all claims on our shareholders for amounts unpaid for fiscal year 2002 and to have us absorb the amounts due for fiscal year 2003 onward when not withheld from dividends.

### *Other Taxes*

There are no Argentine federal inheritance, succession or gift taxes applicable to the ownership, transfer or disposition of ADSs or class B shares. There are no Argentine stamps, issue, registration or similar taxes or duties payable by holders of ADSs or class B shares.

### *Deposit and Withdrawal of Class B Shares in Exchange for ADSs*

No Argentine tax is imposed on the deposit or withdrawal of class B shares in exchange for ADSs.

### *United States Taxes*

The following is a summary of the material U.S. Federal income tax consequences of the acquisition, ownership and disposition of class B shares or ADSs, as such securities are set forth in the documents or the forms thereof, relating to such securities as in existence on the date hereof, but it does not purport to address all of the tax considerations that may be relevant to a decision to purchase, own or dispose of class B shares or ADSs. This summary assumes that the class B shares or ADSs will be held as capital assets within the meaning of Section 1221 of the Internal Revenue Code of 1986, as amended (the Code) and does not address tax consequences to all categories of investors, some of which (such as dealers or traders in securities or currencies, real estate investment trusts, regulated investment companies, grantor trusts, tax-exempt entities, banks, insurance companies, persons that received class B shares or ADSs as compensation for the performance of services, persons owning (or deemed to own for U.S. tax purposes) at least 10% or more (by voting power or value) of our shares, investors whose functional currency is not the Dollar and persons that will hold the class B shares or ADSs as part of a position in a straddle or as part of a hedging or conversion transaction for U.S. tax purposes) may be subject to special tax rules. Moreover, this summary does not address the U.S. federal estate and gift or alternative minimum tax consequences of the acquisition, ownership and disposition of class B shares or ADSs.

This summary (i) is based on the Code, existing, proposed and temporary United States Treasury Regulations and judicial and administrative interpretations thereof, in each case as in effect and available on the date hereof; and (ii) is based in part on representations of the Depository and the assumption that each obligation in the Deposit Agreement and any related agreement will be performed in accordance with its terms. All of the foregoing are subject to change, which change could apply retroactively and could affect the tax consequences described below.

For purposes of this summary, a U.S. Holder is a beneficial owner of class B shares or ADSs who, for U.S. Federal income tax purposes, is (i) a citizen or resident of the United States, (ii) a corporation organized in or under the laws of the United States or any state thereof or the District of Columbia, (iii) an estate the income of which is subject to U.S. Federal income taxation regardless of its source, or (iv) a trust if such trust validly elects to be treated as a United States person for U.S. Federal income tax purposes or if (a) a United States court can exercise primary supervision over its administration and (b) one or more United States persons have the authority to control all of the substantial decisions of such trust. A Non-U.S. Holder is a beneficial owner of class B shares or ADSs that is neither a U.S. Holder nor a partnership (or other entity or arrangement treated as such for U.S. Federal income tax purposes).

If a partnership (or any other entity or arrangement treated as a partnership for U.S. federal income tax purposes) holds class B shares or ADSs, the tax treatment of the partnership and a partner in such partnership will generally depend on the status of the partner and the activities of the partnership. Such a partner or partnership should consult its tax advisor as to its tax consequences.

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**Each prospective purchaser should consult its own tax advisor with respect to the U.S. Federal, state, local and foreign tax consequences of acquiring, owning or disposing of class B shares or ADSs.**

### *Ownership of ADSs in General*

In general, for U.S. Federal income tax purposes holders of ADSs will be treated as the owners of class B shares represented by such ADSs. For purposes of the discussion below, we assume that intermediaries in the chain of ownership between the holder of an ADS and Grupo Financiero Galicia are acting, consistently with the claiming of U.S. foreign tax credits by U.S. Holders.

### *Taxation of Distributions*

Subject to the discussion below under *Passive Foreign Investment Company Considerations*, for U.S. Federal income tax purposes, the gross amount of distributions by Grupo Financiero Galicia of cash or property (other than certain distributions, if any, of class B shares or ADSs distributed pro rata to all shareholders of Grupo Financiero Galicia, including holders of ADSs) made with respect to the class B shares or ADSs before reduction for any Argentine taxes withheld therefrom, will constitute dividends to the extent that such distributions are paid out of Grupo Financiero Galicia's current and accumulated earnings and profits, as determined for U.S. Federal income tax purposes, and will be included in the gross income of a U.S. Holder as dividend income. Subject to the discussion below under *Passive Foreign Investment Company Considerations*, non-corporate U.S. Holders generally may be taxed on such distributions on ADSs (or shares that are readily tradable on an established securities market in the United States at the time of such distribution) at the lower rates applicable to long-term capital gains (i.e., gains from the sale of capital assets held for more than one year). Non-corporate U.S. Holders (i) that do not meet a minimum holding period requirement with respect to such ADSs (or class B shares), (ii) that elect to treat the dividend income as investment income pursuant to Section 163(d)(4)(B) of the Code or (iii) that receive dividends with respect to which they are obligated to make related payments for positions in substantially similar or related property, will not be eligible for the reduced rates of taxation. In addition, such dividends will not be eligible for the dividends received deduction generally allowed to corporations under the Code.

Subject to the discussion below under *Passive Foreign Investment Company Considerations*, if distributions with respect to the class B shares or ADSs exceed Grupo Financiero Galicia's current and accumulated earnings and profits, as determined for U.S. Federal income tax purposes, the excess would be treated first as a tax-free return of capital to the extent of such U.S. Holder's adjusted tax basis in the class B shares or ADSs. Any amount in excess of the amount of the dividend and the return of capital would be treated as capital gain. Grupo Financiero Galicia does not maintain calculations of its earnings and profits under U.S. Federal income tax principles.

Dividends paid in Pesos will be included in the gross income of a U.S. Holder in an amount equal to the Dollar value of the Pesos on the date of receipt, which, in the case of ADSs, is the date they are received by the depository. The amount of any distribution of property other than cash will be the fair value of such property on the date of distribution. Any gains or losses resulting from the conversion of Pesos between the time of the receipt of dividends paid in Pesos and the time the Pesos are converted into Dollars will be treated as ordinary income or loss, as the case may be, of a U.S. Holder. Dividends received by a U.S. Holder with respect to the class B shares or ADSs will be treated as foreign source income, which may be relevant in calculating such holder's foreign tax credit limitation. Subject to certain conditions and limitations, Argentine tax withheld on dividends may be deducted from taxable income or credited against a U.S. Holder's U.S. Federal income tax liability. The limitation on foreign taxes eligible for credit is calculated separately with respect to specific categories of income. For this purpose, dividend income with respect to class B shares or ADSs should generally constitute passive category income, or in the case of certain U.S. Holders, general category income. The rules governing the foreign tax credit are complex. Prospective holders are urged to consult their tax advisors regarding the availability of the foreign tax credit under their particular circumstances.

Subject to the discussion below under *Backup Withholding and Information Reporting*, a Non-U.S. Holder generally will not be subject to U.S. Federal income or withholding tax on dividends received on class B shares or ADSs, unless such income is effectively connected with the conduct by the Non-U.S. Holder of a trade or business in the United States.

**Table of Contents***Taxation of Capital Gains*

Subject to the discussion below under *Passive Foreign Investment Company Considerations*, U.S. Holders that hold class B shares or ADSs as capital assets will recognize capital gain or loss for U.S. Federal income tax purposes upon a sale or exchange of such class B shares or ADSs in an amount equal to the difference between such U.S. Holder's adjusted tax basis in the class B shares or ADSs and the amount realized on their disposition. In the case of a non-corporate U.S. Holder, the maximum marginal U.S. Federal income tax rate applicable to such gain will be lower than the maximum marginal federal income tax rate for ordinary income (other than certain dividends) if the U.S. Holder's holding period for the class B shares or ADSs exceeds one year. Gain or loss, if any, recognized by a U.S. Holder generally will be treated as United States source income or loss for U.S. foreign tax credit purposes. Certain limitations exist on the deductibility of capital losses for U.S. Federal income tax purposes.

The initial tax basis of the class B shares to a U.S. Holder is the Dollar value of the Pesos denominated purchase price determined on the date of purchase. If the class B shares or ADSs are treated as traded on an established securities market, a cash basis U.S. Holder (or, if it elects, an accrual basis U.S. Holder) will determine the Dollar value of the cost of such class B shares or ADSs by translating the amount paid at the spot rate of exchange on the settlement date of the purchase.

With respect to the sale or exchange of class B shares or ADSs, the amount realized generally will be the Dollar value of the payment received determined on (i) the date of receipt of payment in the case of a cash basis U.S. Holder and (ii) the date of disposition in the case of an accrual basis U.S. Holder. If the class B shares or ADSs are treated as traded on an established securities market, a cash basis taxpayer (or, if it elects, an accrual basis taxpayer) will determine the Dollar value of the amount realized by translating the amount received at the spot rate of exchange on the settlement date of the sale.

Subject to the discussion below under *Backup Withholding and Information Reporting*, a Non-U.S. Holder generally will not be subject to U.S. Federal income or withholding tax on gain realized on the sale or exchange of class B shares or ADSs unless (i) such gain is effectively connected with the conduct by the Non-U.S. Holder of a trade or business in the United States or (ii) in the case of gain realized by an individual Non-U.S. Holder, the Non-U.S. Holder is present in the United States for 183 days or more in the taxable year of the sale or exchange and certain other conditions are met.

*Passive Foreign Investment Company Considerations*

A Non-United States corporation will be classified as a passive foreign investment company, or a PFIC, for U.S. Federal income tax purposes in any taxable year in which, after applying certain look-through rules, either (1) at least 75 percent of its gross income is passive income or (2) at least 50 percent of the average value of its gross assets is attributable to assets that produce passive income or is held for the production of passive income. Passive income for this purpose generally includes dividends, interest, royalties, rents and gains from commodities and securities transactions, other than certain income derived in the active conduct of a banking business.

The application of the PFIC rules is unclear both generally and specifically with respect to banks. The United States Internal Revenue Service (IRS) has issued a notice and certain proposed Treasury Regulations that exclude from passive income any income derived in the active conduct of a banking business by a qualifying foreign bank (the Active Bank Exception). However, the IRS notice and proposed Treasury Regulations are inconsistent in certain respects. Since final Treasury Regulations have not been issued, there can be no assurance that Grupo Financiero Galicia or its subsidiaries will satisfy the Active Bank Exception for any given taxable year.

Based on certain estimates of its gross income and gross assets, which estimates are inherently imprecise, the nature of its business and relying on the Active Bank Exception, Grupo Financiero Galicia believes that it should not be classified as a PFIC for the taxable year ended December 31, 2012. Grupo Financiero Galicia's status in future years will depend on its assets and activities in those years. Grupo Financiero Galicia has no reason to believe that its assets or activities will change in a manner that would cause it to be classified as a PFIC, but there can be no assurance that Grupo Financiero Galicia will not be considered a PFIC for any taxable year. If Grupo Financiero

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Galicia were a PFIC, a U.S. Holder of class B shares or ADSs generally would be subject to imputed interest charges and other disadvantageous tax treatment (including the denial of the taxation of certain dividends at the lower rates applicable to long-term capital gains, as discussed above under "Taxation of Distributions") with respect to any gain from the sale or exchange of, and certain distributions with respect to, the class B shares or ADSs.

If Grupo Financiero Galicia were a PFIC, a U.S. Holder of class B shares or ADSs could make a variety of elections that may alleviate certain of the adverse tax consequences referred to above, and one of these elections may be made retroactively. However, it is expected that the conditions necessary for making certain of such elections will not apply in the case of the class B shares or ADSs. U.S. Holders should consult their own tax advisors regarding the tax consequences that would arise if Grupo Financiero Galicia were treated as a PFIC.

### *Backup Withholding and Information Reporting*

United States backup withholding tax and information reporting requirements generally apply to certain payments to certain holders of stock.

Information reporting generally will apply to payments of dividends on, and to proceeds from the sale or redemption of, class B shares or ADSs made within the United States, or by a U.S. payor or U.S. middleman, to a holder of class B shares or ADSs (other than an exempt recipient, including a payee that is not a United States person that provides an appropriate certification and certain other persons).

A payor will be required to withhold backup withholding tax from any payments of dividends on, or proceeds from the sale or redemption of, class B shares or ADSs within the United States, or by a U.S. payor or U.S. middleman, to a holder (other than an exempt recipient, such as a payee that is not a United States person and that provides an appropriate certification) if such Holder fails to furnish its correct taxpayer identification number or otherwise fails to comply with, or establish an exemption from, such backup withholding tax requirements. The backup withholding tax rate is currently 28%.

In addition, certain U.S. Holders who are individuals are required to report information relating to an interest in our class B shares or ADSs, subject to certain exceptions (including an exception for the class B shares or ADSs held in accounts maintained by certain financial institutions). U.S. Holders are urged to consult their tax advisers regarding the effect, if any, of such information reporting requirements with respect to their ownership and disposition of class B shares or ADSs.

### *FATCA*

Beginning on January 1, 2017 (or, if later, the date on which final regulations are published defining the term "foreign passthru payment"), Grupo Financiero Galicia may be required, pursuant to Sections 1471 through 1474 of the Code, and the regulations promulgated thereunder (often referred to as the "Foreign Account Tax Compliance Act" or "FATCA") to withhold U.S. tax at a 30% rate on all or a portion of any distributions on class B shares or ADSs which is treated as "foreign passthru payments."

Assuming that distributions from Grupo Financiero Galicia constitute "foreign passthru payments" and Grupo Financiero Galicia enters into an agreement with the IRS to report the information required by FATCA, then an investor considered to have a "U.S. account" maintained by Grupo Financiero Galicia may be required to provide the information described below or be subject to U.S. withholding tax any distribution on class B shares or ADSs that is treated as "foreign passthru payments." Investors in class B shares or ADSs that are financial institutions, or financial institutions that receive payments on behalf of other persons, and that have not entered into an agreement with the IRS (or otherwise established an exemption from FATCA) would also be subject to this U.S. withholding tax.

Generally, under FATCA, a "U.S. account" is a financial account maintained by a foreign financial institution that is held by one or more specified U.S. persons or U.S.-owned foreign entities. An equity instrument in a financial institution that is regularly traded on an established securities market is not a financial account. Further, under regulations finalized in January 2013, a "financial account" does not include an equity instrument in a financial institution, such as Grupo Financiero Galicia, that is not engaged (or holding itself out as engaged) primarily in certain investment activities, unless the value of the equity instrument is determined, directly or indirectly, primarily by reference to assets giving rise to withholdable payments and certain other requirements are met.

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Each holder of class B shares or ADSs that is considered to have a U.S. account maintained by Grupo Financiero Galicia may be required to provide satisfactory documentation (i) that neither it nor the beneficial owners of the class B shares or ADSs, if other than the holder, are U.S. persons, or (ii) if the holder or the beneficial owners are U.S. persons, information including the name, address and U.S. taxpayer identification number of each U.S. person. Each holder of class B shares or ADSs that fails to provide the requested information generally will be subject to a U.S. withholding tax on any payments made to that holder. A holder that fails to provide the necessary information due to a non-U.S. law prohibiting the provision of this information may be required to execute a valid waiver of the non-U.S. law (and then provide the relevant information to Grupo Financiero Galicia) or dispose of its class B shares or ADSs within a reasonable time.

FATCA is particularly complex and its application to Grupo Financiero Galicia is uncertain at this time. Each holder of class B shares or ADSs should consult its own tax advisor to obtain a more detailed explanation of FATCA and to learn how it might affect such holder in its particular circumstances.

### *Medicare Tax on Investment Income*

Certain U.S. Holders that are individuals, estates or trusts are required to pay a 3.8% tax on the lesser of (i) the U.S. Holder's net investment income for the taxable year and (ii) the excess of the U.S. Holder's modified adjusted gross income for the taxable year over a certain threshold. Net investment income includes, among other things, dividends and capital gains from the sale or other disposition of shares of the class B shares or ADSs.

**THE ABOVE SUMMARIES ARE NOT INTENDED TO CONSTITUTE A COMPLETE ANALYSIS OF ALL TAX CONSEQUENCES RELATING TO THE OWNERSHIP OF THE CLASS B SHARES OR ADSs. PROSPECTIVE HOLDERS SHOULD CONSULT AN INDEPENDENT TAX ADVISOR CONCERNING THE TAX CONSEQUENCES OF THEIR PARTICULAR SITUATION.**

## **Material Contracts**

### *Bonds*

In connection with Banco Galicia's issuance on May 4, 2011 of its Class I notes due 2018 in the aggregate principal amount of US\$300.0 million, within its global short-term, medium-term and/or long-term note program, for an outstanding face value at any time of up to US\$342.5 million, or the equivalent amount in other currencies, Banco Galicia entered into an indenture with The Bank of New York Mellon, acting as trustee, pursuant to which such notes were issued. This indenture includes a number of significant covenants, which are subject to important qualifications and exceptions, that, among other things, restrict the ability of (i) Banco Galicia and certain of its subsidiaries to directly or indirectly, create, incur, assume or suffer to exist liens upon its present or future assets to secure any indebtedness and (ii) Banco Galicia to merge, consolidate or amalgamate with or into, or convey or transfer or lease all or substantially all of its properties and assets, whether in one transaction or a series of related transactions.

On January 28, 2011 Tarjeta Naranja issued its Class XIII notes due 2017 in the aggregate principal amount of US\$200.0. On January 24, 2012 Tarjetas Cuyanas issued its Class VII notes in the aggregate amount of Ps.150 million, and during July and November of the 2012 fiscal year issued its Class VIII and Class IX notes, in the amount of Ps.150 million and Ps.136.0 million, respectively.

Likewise, on May 17, 2012, CFA issued its Class VI and Class VII notes for an aggregate principal amount of Ps.153.4 million and Ps.161.9 million, respectively. As regards Grupo Financiero Galicia, on August 28, 2012, the company issued its Class III notes for Ps.78.1 million, due 2014.

According to the price supplement of the above mentioned notes, the companies agreed to certain commitments with the holders which include, among others, the inability to merge except in certain circumstances, restrictions on incurring or guaranteeing certain indebtedness and restrictions on asset dispositions.

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For a description of the notes issued during fiscal year 2012, see Note 14 to our financial statements.

### *Loans*

In May 2005 and in November 2007, the IFC granted Banco Galicia a US\$40 million loan and a US\$50 million loan respectively, both facilities fully utilized, with a tenor of up to 8 years, for the financing of investment projects of small and medium-sized companies mainly active in the agribusiness sector and export oriented. As of December 31, 2012, the principal amount of those facilities amounted to Ps.222.2 million.

In September of 2010, IFC granted Banco Galicia a US\$40 million loan with a 5 year term. In December 2010, FMO granted Banco Galicia a US\$20 million loan with a 6 year term. The purpose of these facilities is to fund long-term loans to small and medium-sized companies. In addition, in February 2011, IDB granted Banco Galicia a US\$30 million loan with a 5 year term, the proceeds of which are to be used to fund green line and microfinance investment projects. In December 2011, Proparco granted Banco Galicia a US\$30 million loan with a 6 year term for the financing of investment projects of export oriented small and medium-sized companies mainly active in the agribusiness sector.

### **Documents on Display**

We are subject to the informational requirements of the Exchange Act. In accordance with these requirements, we file reports and other information with the SEC. These materials, including this annual report and its exhibits, may be inspected and printed or copied for a fee at the SEC's Public Reference Room at 100 F Street, N.E., Washington, D.C. 20549. You may obtain information about the operation of the Public Reference Room by calling the SEC at (202) 942-8090. These materials are also available on the SEC's website at <http://www.sec.gov>. Material submitted by us can also be inspected at the offices of The Nasdaq Stock Market, Inc., 1735 K Street, N.W., Washington, D.C. 20006-1506.

## **Item 11. Quantitative and Qualitative Disclosures About Market Risk**

### **General**

Market risks faced by us are the risks arising from the fluctuations in interest rates and in foreign exchange rates. Our market risk arises mainly from the operations of Banco Galicia in its capacity as a financial intermediary. Our subsidiaries and other entities in which we have a minority equity interest are also subject to market risk. However, the amount of these risks is not significant and they are not discussed below. Policies regarding these risks are applied at the level of our operating subsidiaries.

In compliance with the Argentine Central Bank's regulations, based on the best practices and international standards, Banco Galicia has a Risk Management Division responsible for identifying, monitoring and actively and integrally managing the different risks Banco Galicia and its subsidiaries are exposed to (credit, financial and operational risks). The aim of the Division is to guarantee Banco Galicia's board of directors that it is fully aware of the risks Banco Galicia is exposed to. It also creates and proposes the policies and procedures necessary to mitigate and control such risks. The Risk Management Committee, made-up of four members of the board of directors of Banco Galicia, the CEO and the managers of the Risk Management Division, the Strategic Planning and Management Control Division and Internal Audit, is the highest corporate body to which Banco Galicia's board of directors delegates integral risk management and the executive responsibility to define and enforce risk management policies, procedures and controls. This Committee is also responsible for setting specific limits for the exposure to each risk and approving, when applicable, temporary excesses over such limits as well as being informed of each risk position and compliance with policies.

See Item 6. Directors, Senior Management and Employees-Functions of the Board of Directors of Banco Galicia. Liquidity management is discussed in Item 5.B. Liquidity and Capital Resources. Credit risk management is discussed in Item 4. Information on the Company-Selected Statistical Information-Credit Review Process and other sections under Item 4. Information on the Company-Selected Statistical Information describing Banco Galicia's loan portfolio and loan loss experience.

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The following sections contain information on Banco Galicia's sensitivity to interest-rate risk and exchange-rate risk that constitute forward-looking statements that involve risks and uncertainties. Actual results could differ from those projected in the forward-looking statements.

**Interest Rate Risk**

A distinctive and natural characteristic of financial brokerage is the existence of interest-earning assets and interest-bearing liabilities with different maturities (or different rate repricing periods) and interest rates that can be fixed or variable. This situation leads to a gap or mismatch that arises from the balance sheet and measures the imbalance between fixed- and variable-rate assets and liabilities, and results in the so-called interest-rate risk or else balance sheet structural risk. A commercial bank can face the interest rate risk on both sides of its balance sheet with regard to the income generated by assets (loans and securities) and the expenses related to the interest-bearing liabilities (deposits and others sources of funds).

The policy currently in force defines this gap as the risk that the financial margin and the economic value of equity may vary as a consequence of fluctuations in market interest rates. The magnitude of such variation is associated with the sensitivity to interest rates of the structure of Banco Galicia's assets and liabilities.

Aimed at managing and limiting the sensitivity of Banco Galicia's economic value and results with respect to variations in the interest rate inherent to the structure of certain assets and liabilities, the following caps have been determined:

Limit on the net financial income for the first year.

Limit on the net present value of assets and liabilities.

**Limit on the Net Financial Income for the First Year**

The effect of interest rate fluctuations on the net financial income for the first year is calculated using the methodology known as scenario simulation. On a monthly basis, net financial income for the first year is simulated in a base scenario and in a +100 b.p. scenario. In order to prepare each scenario, different criteria are assumed regarding the sensitivity to interest rates of assets and liabilities, depending on the historical performance observed of the different balance sheet items. Net financial income for the first year in the +100 b.p. scenario is compared to the net financial income for the first year in the base scenario. The resulting difference is related to the annualized accounting net financial income for the last calendar trailing quarter available, for Banco Galicia on a consolidated basis, before quotation differences and CER adjustment.

The limit on a potential loss in the +100 b.p. scenario with respect to the base scenario was established at 20% of the net financial income for the first year, as defined in the paragraph above. At the end of fiscal year 2012, the negative difference between the net financial income for the first year corresponding to the +100 b.p. scenario and that corresponding to the base scenario accounted for -0.1% (minus 0.1%) of the net financial income for the first year.

The tables below show as of December 31, 2012 and December 31, 2011, in absolute and percentage terms, the change in Banco Galicia's net financial income (NFI) of the first year, as compared to the NFI of the base scenario corresponding to various interest-rate scenarios in which interest rates change 50, 100, 150 and 200 b.p. from those in the base scenario. Banco Galicia's net portfolio is broken down into trading and non-trading. The trading net portfolio represents primarily securities issued by the Argentine Central Bank (Lebac and Nobac).

Net Portfolio (In millions of Pesos, except percentages)	Net Financial Income <sup>(1)</sup>			
	As of December 31, 2012		As of December 31, 2011	
	Variation	% Change in the NFI	Variation	% Change in the NFI
Change in Interest Rates in b.p.				
200	(8.2)	-0.16%	36.0	0.69%
150	(6.6)	-0.13%	25.6	0.49%
100	(4.9)	-0.09%	15.3	0.29%
50	(3.2)	-0.06%	5.0	0.10%
Static				



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(50)	12.4	0.24%	(14.7)	(0.28)%
(100)	26.2	0.50%	(24.0)	(0.46)%
(150)	39.9	0.77%	(33.3)	(0.64)%
(200)	53.8	1.03%	(42.5)	(0.82)%

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Net Trading Portfolio (In millions of Pesos, except percentages)	Net Financial Income <sup>(1)</sup>			
	As of December 31, 2012		As of December 31, 2011	
	Variation	% Change in the NFI	Variation	% Change in the NFI
<b>Change in Interest Rates in b.p.</b>				
200	55.0	1.05%	98.0	1.88%
150	41.2	0.79%	73.5	1.41%
100	27.5	0.53%	49.0	0.94%
50	13.8	0.26%	24.5	0.47%
Static				
(50)	(13.7)	-0.26%	(24.5)	(0.47)%
(100)	(27.5)	-0.53%	(49.1)	(0.94)%
(150)	(41.2)	-0.79%	(73.6)	(1.41)%
(200)	(54.9)	-1.05%	(98.1)	(1.88)%

Net Non Trading Portfolio (In millions of Pesos, except percentages)	Net Financial Income <sup>(1)</sup>			
	As of December 31, 2012		As of December 31, 2011	
	Variation	% Change in the NFI	Variation	% Change in the NFI
<b>Change in Interest Rates in b.p.</b>				
200	(63.2)	-1.21%	(62.0)	(1.19)%
150	(47.8)	-0.92%	(47.9)	(0.92)%
100	(32.4)	-0.62%	(33.7)	(0.65)%
50	(17.0)	-0.33%	(19.5)	(0.37)%
Static				
(50)	26.1	0.50%	9.8	0.19%
(100)	53.7	1.03%	25.1	0.48%
(150)	81.1	1.56%	40.3	0.77%
(200)	108.7	2.08%	55.6	1.07%

(1) Net interest of the first year.

**Limit on the Net Present Value of Assets and Liabilities**

The net present value of assets and liabilities is also calculated on a monthly basis and taking into account the assets and liabilities of Banco Galicia's consolidated balance sheet. The net present value of the consolidated assets and liabilities, as mentioned, is calculated for a base scenario in which the listed securities portfolio is discounted using interest rates obtained according to yield curves determined based on the market yields of different reference bonds denominated in Pesos, in Dollars and adjusted by the CER. Yield curves for unlisted assets and liabilities are also created using market interest rates. The net present value of assets and liabilities is also obtained for a second scenario where portfolios are discounted at the rates of the aforementioned yield curves plus 100 b.p. It is worth mentioning that, in order to prepare the second scenario, it is assumed that an increase in domestic interest rates is not transferred to the yield curves of the portfolios in Dollars, and that, in the case of portfolios adjusted by CER, such rates are considered as fixed rates. By comparing the values obtained for each scenario, the difference between the present values of shareholders' equity in each scenario can be drawn.

The limit on a potential loss in the present value of shareholders' equity resulting from a 100 b.p. increase in interest rates regarding the base scenario was established at 3% of the RPC. As of the fiscal year-end, a 100 b.p. increase in interest rates (as mentioned in the paragraph above) resulted in a reduction in the present value of Banco Galicia's shareholders' equity in comparison to the value calculated for the base scenario, equivalent to -1.6% (minus 1.6%) of the RPC.

The analysis made was based on deterministic methods, which take in consideration only the aforementioned scenario. With the purposes of covering a larger number of scenarios, and therefore, a greater variation range of the pertinent variables, in 2010 a Balance Sheet Structural Risk Manager started being developed, which, with stochastic simulations, allows coverage of a wider range of scenarios and generate results for a large variety of analyses.

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One of the main applications of the manager is the estimation of the economic capital consumption of the balance sheet structural risk. The manager will estimate the VaR (Value at Risk) inherent to Banco Galicia's assets and liabilities, based on the generation of a considerable number of simulations of interest rates' movements. Likewise, the EaR (Earnings at Risk) will be estimated taking into consideration different interest rates evolution paths and their impact on the net financial income. Both results, VaR and EaR are associated with specific levels of likelihood of occurrence or degree of confidence.

In fiscal year 2012, economic capital started to be estimated systematically within a comprehensive risk management framework in regards to Banco Galicia.

The tables below show as of December 31, 2012 and December 31, 2011, in absolute and percentage terms, the change in Banco Galicia's RPC versus the RPC of the base scenario, corresponding to various interest-rate scenarios in which interest rates change 50, 100, 150 and 200 b.p. from those in the base scenario. Banco Galicia's net portfolio is broken down into trading and non-trading. The trading net portfolio represents primarily securities issued by the Argentine Central Bank (Lebac and Nobac).

Net Portfolio <i>(In millions of Pesos, except percentages)</i>	Net Fair Value			
	As of December 31, 2012		As of December 31, 2011	
	Variation	% Change in the RPC	Variation	% Change in the RPC
<b>Change in Interest Rates in b.p.</b>				
200	(167.5)	-2.95%	(122.2)	(2.70)%
150	(127.7)	-2.25%	(91.8)	(2.03)%
100	(87.9)	-1.55%	(60.8)	(1.34)%
50	(48.2)	-0.85%	(31.1)	(0.69)%
Static				
(50)	39.7	0.70%	29.7	0.66%
(100)	88.1	1.55%	60.9	1.34%
(150)	136.5	2.41%	90.5	2.00%
(200)	185.1	3.26%	121.0	2.67%

Net Trading Portfolio <i>(In millions of Pesos, except percentages)</i>	Net Fair Value			
	As of December 31, 2012		As of December 31, 2011	
	Variation	% Change in the RPC	Variation	% Change in the RPC
<b>Change in Interest Rates in b.p.</b>				
200	(2.7)	-0.05%	(5.8)	(0.13)%
150	(2.0)	-0.04%	(4.4)	(0.10)%
100	(1.3)	-0.02%	(2.9)	(0.06)%
50	(0.7)	-0.01%	(1.5)	(0.03)%
Static				
(50)	0.7	0.01%	1.4	0.03%
(100)	1.4	0.02%	2.9	0.06%
(150)	2.1	0.04%	4.4	0.10%
(200)	2.7	0.05%	5.8	0.13%

Net Non Trading Portfolio <i>(In millions of Pesos, except percentages)</i>	Net Fair Value			
	As of December 31, 2012		As of December 31, 2011	
	Variation	% Change in the RPC	Variation	% Change in the RPC
<b>Change in Interest Rates in b.p.</b>				
200	(164.8)	(2.91)%	(116.4)	(2.57)%
150	(125.7)	(2.22)%	(87.4)	(1.93)%
100	(86.6)	(1.53)%	(57.9)	(1.28)%
50	(47.5)	(0.84)%	(29.6)	(0.65)%
Static				
(50)	39.0	0.69%	28.3	0.63%
(100)	86.7	1.53%	58.0	1.28%
(150)	134.4	2.37%	86.1	1.90%
(200)	182.4	3.22%	115.2	2.54%



**Table of Contents****Foreign Exchange Rate Risk**

Exchange-rate sensitivity is the relationship between the fluctuations of exchange rates and Banco Galicia's net financial income resulting from the revaluation of Banco Galicia's assets and liabilities denominated in foreign currency. The impact of variations in the exchange rate on Banco Galicia's net financial income depends on whether Banco Galicia has a net asset foreign currency position (the amount by which foreign currency denominated assets exceed foreign currency denominated liabilities) or a net liability foreign currency position (the amount by which foreign currency denominated liabilities exceed foreign currency denominated assets). In the first case an increase/decrease in the exchange rate results in a gain/loss, respectively. In the second case, an increase/decrease results in a loss/gain, respectively. Banco Galicia has established limits for its consolidated foreign currency mismatches for the asset and liability positions of 30% and -10% (minus 10%) of Banco Galicia's RPC, respectively. At the end of the fiscal year, Banco Galicia's net asset position in foreign currency represented 14.2% of its RPC.

As of December 31, 2012, Banco Galicia had a net asset foreign currency position of Ps.806.6 million equivalent to US\$164.0 million, after adjusting its on-balance sheet net liability position of Ps.1,094.3 million (US\$222.5 million) by net forward purchases of foreign currency without delivery of the underlying asset, for Ps.1,909.9 million (US\$386.6 million), recorded off-balance sheet.

As of December 31, 2011, Banco Galicia had a net liability foreign currency position of Ps.28.0 million equivalent to US\$6.5 million, after adjusting its on-balance sheet net liability position of Ps.3,425.1 million (US\$795.9 million) by net forward purchases of foreign currency without delivery of the underlying asset, for Ps.3,397.1 million (US\$789.4 million), recorded off-balance sheet.

As of December 31, 2010, Banco Galicia had a net asset foreign currency position of Ps.40.7 million equivalent to US\$10.2 million, after adjusting its on-balance sheet net liability position of Ps.792.5 million (US\$199.3 million) by net forward purchases of foreign currency without delivery of the underlying asset, for Ps.833.2 million (US\$209.6 million), recorded off-balance sheet.

The tables below show the effects of changes in the exchange rate of the Peso vis-à-vis the Dollar on the value of Banco Galicia's foreign currency net asset position as of December 31, 2012, 2011 and 2010. As of these dates, the breakdown of Banco Galicia's foreign currency net asset position into trading and non-trading is not presented, as Banco Galicia's foreign currency trading portfolio was not material.

Percentage Change in the Value of the Peso Relative to the Dollar <sup>(1)</sup>	Value of Foreign Currency Net Position as of December 31, 2012		
	Amount	Absolute Variation	% Change
	<i>(In millions of Pesos, except percentages)</i>		
40%	1,128.4	321.8	39.9
30%	1,048.6	242.0	30.0
20%	967.9	161.3	20.0
10%	887.3	80.7	10.0
Static	806.6 <sup>(2)</sup>		
(10)%	725.9	(80.7)	(10.0)
(20)%	645.3	(161.3)	(20.0)
(30)%	564.6	(242.0)	(30.0)
(40)%	484.8	(321.8)	(39.9)

(1) Devaluation / (Revaluation).

(2) Adjusted to reflect forward purchases and sales of foreign currency without delivery of the underlying asset, registered in memorandum accounts.

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Percentage Change in the Value of the Peso Relative to the Dollar <sup>(1)</sup>	Value of Foreign Currency Net Position as of December 31, 2011		
	Amount	Absolute Variation	% Change
	<i>(In millions of Pesos, except percentages)</i>		
40%	(39.2)	(11.2)	40.0
30%	(36.4)	(8.4)	30.0
20%	(33.6)	(5.6)	20.0
10%	(30.8)	(2.8)	10.0
Static	(28.0) <sup>(2)</sup>		
(10)%	(25.2)	2.8	(10.0)
(20)%	(22.4)	5.6	(20.0)
(30)%	(19.6)	8.4	(30.0)
(40)%	(16.8)	11.2	(40.0)

(1) Devaluation / (Revaluation).

(2) Adjusted to reflect forward purchases and sales of foreign currency without delivery of the underlying asset, registered in memorandum accounts.

Percentage Change in the Value of the Peso Relative to the Dollar <sup>(1)</sup>	Value of Foreign Currency Net Position as of December 31, 2010		
	Amount	Absolute Variation	% Change
	<i>(In millions of Pesos, except percentages)</i>		
40%	57.0	16.3	40.0
30%	52.9	12.2	30.0
20%	48.8	8.1	19.9
10%	44.8	4.1	10.1
Static	40.7 <sup>(2)</sup>		
(10)%	36.6	(4.1)	(10.1)
(20)%	32.6	(8.1)	(19.9)
(30)%	28.5	(12.2)	(30.0)
(40)%	24.4	(16.3)	(40.0)

(1) Devaluation / (Revaluation).

(2) Adjusted to reflect forward purchases and sales of foreign currency without delivery of the underlying asset, registered in memorandum accounts.

**Currency Mismatches**

Financial brokerage naturally involves the raising of funds and the subsequent use thereof. Both funding (deposits and other alternative sources of financing) and the use of the funds in loans and/or investments can be carried out in assets and liabilities denominated in different currencies. This possible currency mismatch between liabilities and the use thereof on assets generates a source of risk that arises from the variations in the different foreign currency exchange rates. This risk is inherent to the structure of assets and liabilities per currency.

Currency risk is defined as the risk of incurring in equity losses as a consequence of variations in the foreign currency exchange rates in which assets and liabilities (both on and off the Balance Sheet) are denominated.

For purposes of the management and mitigation of the currency risk, two other currencies have been defined apart from the Argentine Peso: Assets and liabilities adjusted by CER and foreign currency.

The policy framework currently in force establishes limits in terms of maximum net asset positions (assets denominated in a currency which are higher than the liabilities denominated in such currency) and net liability positions (assets denominated in a currency which are lower than the liabilities denominated in such currency) for mismatches in Pesos adjusted by CER and in foreign currency, as a proportion of Banco Galicia's RPC, on a consolidated basis.

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Banco Galicia manages mismatches not only regarding assets and liabilities, but also covering mismatches through the foreign currency futures market. Transactions in foreign currency futures (Dollar futures) are carried out through the MAE, ROFEX and with customers. These transactions are subject to limits that take into consideration particular characteristics of each trading environment. A global exposure limit was set for these futures contracts, equivalent to 100% of Banco Galicia's RPC on a consolidated basis.

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The table below shows the composition of Banco Galicia's shareholders' equity by currency and type of principal adjustment, that is Banco Galicia's assets and liabilities denominated in foreign currency, in Pesos and adjustable by the CER, as of December 31, 2012.

	As of December 31, 2012		
	Assets	Liabilities	Gap
	<i>(In millions of Pesos)</i>		
<b>Financial Assets and Liabilities</b>	<b>58,833.1</b>	<b>55,351.4</b>	<b>3,481.7</b>
Pesos - Adjusted by CER	684.3	8.2	676.1
Pesos - Unadjusted	50,949.6	47,049.7	3,899.9
Foreign Currency <sup>(1)</sup>	7,199.2	8,293.5	(1,094.3)
<b>Other Assets and Liabilities</b>	<b>3,938.2</b>	<b>2,516.0</b>	<b>1,422.2</b>
<b>Total Gap</b>	<b>62,771.3</b>	<b>57,867.4</b>	<b>4,903.9</b>
<b>Adjusted for Forward Transactions Recorded in Memo Accounts</b>			
<b>Financial Assets and Liabilities</b>	<b>58,833.1</b>	<b>55,351.4</b>	<b>3,481.7</b>
Pesos - Adjusted by the CER	684.3	8.2	676.1
Pesos - Unadjusted, Including Shareholders' Equity <sup>(2)</sup>	47,208.5	45,209.5	1,999.0
Foreign Currency <sup>(1) (2)</sup>	10,940.3	10,133.7	806.6
<b>Other Assets and Liabilities</b>	<b>3,938.2</b>	<b>2,516.0</b>	<b>1,422.2</b>
<b>Total Adjusted Gap</b>	<b>62,771.3</b>	<b>57,867.4</b>	<b>4,903.9</b>

(1) In Pesos, at an exchange rate of Ps.4.9173 per US\$1.0.

(2) Adjusted for forward sales and purchases of foreign exchange, without delivery of underlying assets and recorded in Memorandum Accounts.

As of December 31, 2012, considering the adjustments from forward transactions recorded under memorandum accounts, Banco Galicia had net asset positions in Foreign Currency, and in Pesos Adjusted and Non-adjusted by CER.

The paragraphs below describe the composition of the different currency mismatches as of December 31, 2012.

**Peso-denominated Assets and Liabilities Adjusted by CER**

At fiscal year-end, the Bank had a net asset position of Ps.676.1 million, mainly made up of Ps.674.0 million corresponding to the participation certificate in Galtrust I Financial Trust.

The limit established for the CER-adjusted mismatch is at 100% and at -25% (minus 25%) of the Bank's RPC for the net asset position and the net liability position, respectively. At fiscal year-end, the asset position in Pesos adjusted by CER accounted for 11.9% of the Bank's RPC.

**Assets and Liabilities Denominated in Foreign Currency**

The Bank's assets denominated in foreign currency were mainly comprised of the following: (i) loans to the non-financial private sector and residents abroad for Ps.2,693.4 million (principal and interest, net of allowances) and (ii) cash and balances held at the Argentine Central Bank and correspondent banks for Ps.3,588.0 million.

The Bank's liabilities denominated in foreign currency consisted mainly of: (i) deposits for Ps.3,134.2 million (principal, interest and exchange-rate differences); (ii) Ps.3,812.7 million of subordinated and unsubordinated notes issued by Banco Galicia and the Regional Credit Card Companies; (iii) debt with international banks and credit agencies for Ps.600.5 million and (iv) Ps.602.2 million in connection with collections for third parties.





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A net liability position of Ps.1,094.3 million stems from the consolidated balance sheet. Furthermore, forward transactions in foreign currency without delivery of the underlying asset for a notional value of Ps.1,901.0 million were recorded in memorandum accounts. Therefore, as of that date, the Bank's net position in foreign currency adjusted to reflect these transactions was an asset position of Ps.806.6 million, equivalent to US\$164.0 million.

Banco Galicia has set limits as regards foreign-currency mismatches at 30% and 10% of the Bank's RPC for its net asset position and its short position, respectively. At the end of the fiscal year, Banco Galicia's net asset position in foreign currency represented 14.2% of its RPC.

### ***Non-Adjusted Peso-Denominated Assets and Liabilities***

The Bank's non-adjusted Peso-denominated assets were mainly comprised of the following: (i) loans to the non-financial private sector for Ps.39,523.7 million (principal plus interest, net of allowances); (ii) 2,685.3 million corresponding to the holdings of securities issued by the Argentine Central Bank; (iii) cash and balances held at the Argentine Central Bank and correspondent banks for Ps.5,350.2 (including the balance of escrow accounts); (iv) Ps.474.8 million of forward purchases related to repurchase agreement transactions for Lebac; (v) Ps.793.7 million corresponding to debt securities and participation certificates in various financial trusts and (vi) Ps.595.7 million corresponding to holdings of Bonar 2015 Bonds.

Banco Galicia's non-adjusted Peso-denominated liabilities were mainly comprised of the following: (i) deposits for Ps.36,836.8 million (principal plus interest); (ii) liabilities with stores in connection with Banco Galicia's credit card activities and the Regional Credit Card Companies for Ps.5,715.9 million; (iii) Ps.1,067.5 million in liabilities with local financial institutions (almost all corresponding to the Regional Credit Card Companies); (iv) Ps.1,456.0 million corresponding to notes issued by the Regional Credit Card Companies and CFA and (v) Ps.427.9 million corresponding to creditors on account of the repurchase agreement transactions agreed upon with the Lebac portfolio.

The net asset position in non-adjusted Peso-denominated assets and liabilities was of Ps.1,999.0 million at fiscal year-end.

### ***Other Assets and Liabilities***

In the category *Other Assets and Liabilities*, the assets were mainly comprised of the following: (i) Bank, premises and equipment, miscellaneous and intangible assets for Ps.2,423.4 million; (ii) miscellaneous receivables for Ps.660.6 million and (iii) equity investments for Ps.87.3 million. Liabilities mainly included Ps.1,637.5 million recorded under *Miscellaneous Liabilities*, and allowances for other contingencies for Ps.461.8 million.

### **Market Risk**

The exposure to portfolios of listed financial instruments, whose value varies according to the movement in their market prices, is subject to a specific policy framework that regulates the risk of incurring a loss as a consequence of the variation of the market price of financial assets whose value is subject to negotiation.

Brokerage transactions and/or investments in government securities, currencies, notes, derivative products and debt instruments issued by the Argentine Central Bank are governed by the policy that limits the maximum tolerable losses in a given fiscal year.

In order to measure and monitor this source of risk, the model known as VaR is used, among others. This model determines intra-daily, for Banco Galicia individually, the possible loss that could be generated by the positions in securities, derivative instruments and currencies under certain parameters.

The parameters taken into consideration are as follows:

- (i) A 95% - 99% degree of accuracy.
- (ii) VaR estimates are made for holding periods of one day and  $n$  days, where  $n$  is defined as the number of days necessary to settle the position in each security.



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- (iii) In the case of new issuances, the available trading days are taken into consideration; if there are not enough trading days or if there are no quotations, the volatility of bonds from domestic issuers with similar risk and characteristics is used.

Likewise, the measurement method known as Dollar Value of One Basis Point ( DVO1 ) is also applied to measure and monitor the trading of debt instruments issued by the Argentine Central Bank and the brokerage of notes.

Banco Galicia's policy requires that the Risk Management and Treasury Divisions agree on the parameters under which the models work and establishes the maximum losses authorized both for securities, foreign-currency, Argentine Central Bank's debt instruments and derivative products in a fiscal year. Maximum losses were established in:

Securities	Ps.36.0 million.
Spot Currency	Ps.5.0 million.
Futures Currency	Ps.20.0 million.
Interest Rate Derivatives	Ps.6.5 million.
Lebac / Nobac	Ps.2.0 million.
Notes	Ps.2.0 million.

During fiscal year 2012, stress test methodologies and contingency plans continued being developed, as well as their gradual implementation, which will continue during fiscal year 2013.

**Cross-border Risk**

Cross-border risk represents the risk of incurring equity losses as a consequence of the impairment or failure to collect exposures (loans, positions in securities, equity investments, and liquidity) abroad. It includes risks generated by entering into transactions with public or private counterparties domiciled outside of Argentina.

In order to regulate risk exposures in international jurisdictions, limits were established taking into consideration the jurisdiction's credit rating, the type of transaction and a maximum exposure acceptable for each counterparty.

The Bank defined its policy by setting maximum exposure limits measured as a percentage of its RPC and taking into account if the counterparty is considered investment grade:

<b>Risk</b>	<b>Required Credit Rating</b>	<b>Investment Grade</b>	<b>Not Investment Grade</b>
-Jurisdictional Risk	-International Rating Agency	-No limit	-Maximum limit: 5%
-Counterparty Risk	-International Banking Relations	-Maximum limit: 15%	-Maximum limit: 1%
	-Credit Division	-The limit is distributed between financial and foreign trade transactions, thus absorbing local counterparty margin	-Only foreign trade transactions

**Overseas Foreign Currency Transfer Risk**

With a view towards mitigating the risk resulting from a potential change in domestic laws that may affect overseas foreign currency transfers, in order to meet incurred liabilities, a policy was devised to set a limit for liabilities transferred abroad, as a proportion to total consolidated liabilities. Such ratio was fixed at 15%.

As of the fiscal year ended December 31, 2012, this exposure was 7.7%.

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**Risk Exposures in the Non-financial Public Sector**

Risk exposures in the Non-financial Public Sector in federal, provincial and municipal jurisdictions are regulated by a management policy set in the fourth quarter of the 2012 fiscal year.

The policy sets limits on risk exposures, establishing a possible loss (as a percentage of the Bank's RPC) associated with a given position, considering in its application the debt instruments issued by the different jurisdictions and other possible vehicles of financing to the Non-financial Public Sector. The policy is also supplemented by a limit that establishes that the total position in the Non-financial Public Sector should not exceed a given percentage of the Bank's RPC.

The limits are as follows:

The possible loss cannot exceed 4% of the Bank's RPC.

The total position cannot exceed 70% of the Bank's RPC.

**Item 12. Description of Securities Other Than Equity Securities**

**Item 12.D. American Depositary Shares**

**Fees and Charges Applicable to ADS Holders**

The depositary collects its fees for delivery and surrender of ADSs directly from investors depositing shares or surrendering ADSs for the purpose of withdrawal or from intermediaries acting for them. The depositary collects fees for making distributions to investors by deducting those fees from the amounts distributed or by selling a portion of distributable property to pay the fees. The depositary may collect its annual fee for depositary services by deductions from cash distributions or by directly billing investors or by charging the book-entry system accounts of participants acting for them. The depositary may generally refuse to provide fee-attracting services until its fees for those services are paid.

**Persons depositing or withdrawing shares must pay**  
\$5.00 (or less) per 100 ADSs (or portion of 100 ADSs)

\$0.02 (or less) per ADS

A fee equivalent to the fee that would be payable if securities distributed to you had been shares and the shares had been deposited for issuance of ADSs

Registration or transfer fees

Expenses of the depositary

Taxes and other governmental charges the depositary or the custodian have to pay on any ADS or share underlying an ADS, for example, stock transfer taxes, stamp duty or withholding taxes.

**For:**

Issuance of ADSs, including issuances resulting from a distribution of shares or rights or other property  
Cancellation of ADSs for the purpose of withdrawal, including if the deposit agreement terminates

Any cash distribution to ADS registered holders  
Distribution of securities distributed to holders of deposited securities which are distributed by the depositary to ADS registered holders

Transfer and registration of shares on our share register to or from the name of the depositary or its agent when you deposit or withdraw shares

Cable, telex and facsimile transmissions (when expressly provided in the deposit agreement)

Converting foreign currency to Dollars

As necessary

As necessary

Any charges incurred by the depositary or its agents for servicing the deposited securities

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**Fees and Direct and Indirect Payments Made by the Depositary to Us**

***Past Fees and Payments***

Grupo Financiero Galicia S.A. received a payment of US\$234,006.84 during 2012, US\$260,879.73 during 2011 and US\$350,000 in 2010 for continuing annual stock exchange listing fees, standard out-of-pocket maintenance costs for the ADRs (consisting of the expenses of postage and envelopes for mailing annual and interim financial reports, printing and distributing dividend checks, electronic filing of U.S. Federal tax information, mailing required tax forms, stationery, postage, facsimile and telephone calls), accounting fees and legal fees.

***Future Fees and Payments***

The Bank of New York Mellon, as depositary, has agreed to reimburse the Company for expenses they incur that are related to establishment and maintenance expenses of the ADSs program. The depositary has agreed to reimburse the Company for its continuing annual stock exchange listing fees and certain accounting and legal fees. The depositary has also agreed to pay the standard out-of-pocket maintenance costs for the ADRs, which consists of the expenses of postage and envelopes for mailing annual and interim financial reports, printing and distributing dividend checks, electronic filing of U.S. Federal tax information, mailing required tax forms, stationery, postage, facsimile, and telephone calls. It has also agreed to reimburse the Company annually for certain investor relationship programs or special investor relations promotional activities. There are limits on the amount of expenses for which the depositary will reimburse the Company, but the amount of reimbursement available to the Company is not tied to the amount of fees the depositary collects from investors.

The depositary collects its fees for delivery and surrender of ADSs directly from investors depositing shares or surrendering ADSs for the purpose of withdrawal or from intermediaries acting for them. The depositary collects fees for making distributions to investors by deducting those fees from the amounts distributed or by selling a portion of distributable property to pay the fees. The depositary may collect its annual fee for depositary services by deduction from cash distributions or by directly billing investors or by charging the book-entry system accounts of participants acting for them. The depositary may generally refuse to provide fee-attracting services until its fees for those services are paid.

We expect to receive a similar reimbursement from the depositary for expenses for the fiscal year ending December 31, 2013, to the one we received for the fiscal year ended December 31, 2012.

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**PART II**

**Item 13. Defaults, Dividend Arrearages and Delinquencies**

Not applicable.

**Item 14. Material Modifications to the Rights of Security Holders and Use of Proceeds**

Not applicable.

**Item 15. Controls and Procedures**

(a) Disclosure Controls and Procedures.

We maintain disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) of the Exchange Act, as amended). We performed an evaluation of the effectiveness of our disclosure controls and procedures that are designed to ensure that information required to be disclosed in the reports that we file with or submit to the SEC under the Exchange Act, as amended, is recorded, processed, summarized and reported, within the time periods specified in the SEC's rules and forms and is communicated to our management, including our Chief Executive Officer and Chief Financial Officer, as appropriate, to allow timely decisions regarding the required disclosure. Our Chief Executive Officer and Chief Financial Officer concluded that, as of the end of the period covered by this annual report, our disclosure controls and procedures were effective to provide reasonable assurance of their reliability. Notwithstanding the effectiveness of our disclosure controls and procedures, these disclosure controls and procedures cannot provide absolute assurance of achieving their objectives because of their inherent limitations. Disclosure controls and procedures are processes that involve human diligence and compliance and are subject to error in judgment. Because of such limitations, there is a risk that material misstatements may not be prevented or detected on a timely basis by our disclosure controls and procedures.

(b) Management's Annual Report on Internal Control over Financial Reporting.

1) Our management is responsible for establishing and maintaining adequate internal control over financial reporting for us and our consolidated subsidiaries. Internal control over financial reporting is defined in Rule 13a-15(f) and 15d-15(f) of the Exchange Act, as amended, as a process designed by, or under the supervision of, our principal executive and principal financial officers, and effected by our Board of Directors, management and other personnel, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of consolidated financial statements in accordance with applicable generally accepted accounting principles. Internal controls and procedures are processes that involve human diligence and compliance and are subject to error in judgment. Because of its inherent limitations, internal control over financial reporting may not prevent or detect all misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

2) Our management, including our Chief Executive Officer and Chief Financial Officer has evaluated the effectiveness of our internal control over financial reporting as of the end of the period covered by this annual report. In making this assessment, we used the criteria established in Internal Control - Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission, or COSO.

3) Based on our assessment, we and our management have concluded that our internal control over financial reporting was effective as of December 31, 2012.



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4) Price Waterhouse & Co. S.R.L., an independent registered public accounting firm, has audited the effectiveness of our internal control over financial reporting as of December 31, 2012, as stated in their report to our consolidated financial statements.

(c) See Item 18. Financial Statements-Report of the Independent Registered Public Accounting Firm for our registered public accounting firm's attestation report on the effectiveness of our internal control over financial reporting.

(d) Changes in Internal Control over Financial Reporting During the Year Ended December 31, 2012.

We evaluated the changes in our internal control over financial reporting that occurred during the year ended December 31, 2012 and concluded that the following matters have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

Based on our assessment of the effectiveness of our internal control over financial reporting as of December 31, 2011, we identified a material weakness related to the presentation of cash flows from operating, investing and financing activities under U.S. GAAP. We implemented certain activities to remediate this material weakness, including enhancing our training and review procedures to ensure the proper classification, in the statement of cash flows under U.S. GAAP. These enhancements focused on controls over the application for interest income received or interest expense paid within operating activities. These activities, including the results of our control testing, had the cumulative effect of remediating the material weakness as of December 31, 2012.

**Item 16.A. Audit Committee Financial Expert**

Mr. Luis O. Oddone is our Audit Committee financial expert and he is independent as that term is defined under Nasdaq National Market listing requirements.

**Item 16.B. Code of Ethics**

We have adopted a code of ethics (for Grupo Financiero Galicia and its main subsidiaries) in accordance with the requirements of Section 406 of the Sarbanes-Oxley Act of 2002. We did not modify our code of ethics during the fiscal year ended December 31, 2012. In addition, we did not grant any waivers to our code of ethics during the fiscal year ended December 31, 2012. In June 2009, we adopted a Code of Good Practice in Corporate Governance in accordance with Argentine legal requirements that received minor modifications in 2010 and 2011. On May 23, 2012 the CNV issued Rule No. 606 (modifying Rule No. 516) which established new standards for the filing of the Code of Good Practices in Corporate Governance. Our code of ethics and our code of corporate governance good practices are attached hereto as Exhibits 11.1 and 11.2.

**Item 16.C. Principal Accountants Fees and Services**

The following table sets forth the total amount billed to us by our independent registered public accounting firm, Price Waterhouse & Co. S.R.L., during the fiscal years ended December 31, 2012 and 2011.

	2012	2011
	<i>(In thousands of Pesos)</i>	
Audit Fees	13,276	11,106
Audit Related Fees	1,696	2,192
Tax Fees	1,104	1,147
All Other Fees	2,942	1,408
<b>Total</b>	<b>19,018</b>	<b>15,853</b>

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***Audit Fees***

Audit fees are mainly the fees billed in relation with professional services for auditing our consolidated financial statements under local and U.S. GAAP requirements for the fiscal years ended December 31, 2012 and December 31, 2011.

***Audit-Related Fees***

Audit-related fees are fees billed for professional services related to attestation, review and verification services with respect to our financial information and the provision of services in connection with special reports in 2012 and 2011.

***Tax Fees***

Tax fees are fees billed with respect to tax compliance and advisory services related to tax liabilities.

***All Other Fees***

All other fees include fees paid for professional services other than the services reported above under audit fees , audit related fees and tax fees in each of the fiscal periods above.

***Audit Committee Pre-approval***

Our audit committee is required to pre-approve all audit and non-audit services to be provided by our independent registered public accounting firm. Since 2004, our Audit Committee has reviewed and approved audit and non-audit services fees proposed by our independent auditors.

**Item 16.D. Exemptions from the Listing Standards for Audit Committees**

Not applicable.

**Item 16.E. Purchases of Equity Securities by the Issuer and Affiliated Purchasers**

None.

**Item 16.H. Mine Safety Disclosure**

Not applicable.

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**PART III**

**Item 17. Financial Statements**

Not applicable.

**Item 18. Financial Statements**

Report of the Independent Registered Public Accounting Firm as of and for the fiscal years ended December 31, 2012, 2011 and 2010.

Consolidated Balance Sheets as of December 31, 2012 and 2011.

Consolidated Statements of Income for the years ended December 31, 2012, 2011 and 2010.

Consolidated Statements of Cash Flows for the years ended December 31, 2012, 2011 and 2010.

Consolidated Statements of Changes in Shareholders' Equity for the years ended December 31, 2012, 2011 and 2010.

Notes to the Consolidated Financial Statements.

You can find our audited consolidated financial statements on pages F-1 to F-101 of this annual report.

**Item 19. Exhibits**

<b>Exhibit</b>	<b>Description</b>
1.1	Unofficial English language translation of the Bylaws (estatutos sociales).****
2.1	Form of Deposit Agreement between The Bank of New York and the registrant, including the form of American Depositary Receipt.*
2.2	Indenture, dated as of May 18, 2004, among Banco Galicia, The Bank of New York and Banco Rio de la Plata S.A.**
2.3	Indenture, dated as of June 4, 2009, among Grupo Financiero Galicia, The Bank of New York Mellon, Banco de Valores S.A. and The Bank of New York (Luxembourg) S.A.*****
2.4	Indenture, dated as of June 8, 2010, among Grupo Financiero Galicia, The Bank of New York Mellon, Banco de Valores S.A. and The Bank of New York Mellon (Luxembourg) S.A.*****
2.5	Indenture, dated as of May 4, 2011, among Banco de Galicia y Buenos Aires S.A., The Bank of New York Mellon, Banco de Valores S.A. and The Bank of New York Mellon (Luxembourg) S.A.*****
2.6	Indenture, dated as of January 28, 2011, among Tarjeta Naranja S.A., The Bank of New York Mellon, Banco de Valores S.A. and The Bank of New York Mellon (Luxembourg) S.A.*****
4.1	English translation of form of Financial Trust Contract, dated April 16, 2002, among Banco Galicia, Banco Provincia de Buenos Aires and BAPRO Mandatos y Negocios S.A.***
4.2	Form of Restructured Loan Facility (as evidenced by the Note Purchase Agreement, dated as of April 27, 2004, among Banco de Galicia y Buenos Aires S.A., Barclays Bank PLC, the holders party thereto and Deutsche Bank Trust Company Americas).**

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4.3 Form of First Amendment and Waiver to Restructured Loan Facility (as evidenced by the First Amendment and Waiver to the Note Purchase Agreement, dated as of December 20, 2004, among Banco de Galicia y Buenos Aires S.A., the holders party thereto and Deutsche Bank Trust Company Americas).\*\*\*\*

4.4 Form of Second Amendment to Restructured Loan Facility (as evidenced by the Second Amendment to the Note Purchase Agreement, dated as of August 25, 2006, among Banco de Galicia y Buenos Aires S.A., the holders party thereto and Deutsche Bank Trust Company Americas).\*\*\*\*\*

4.5 Form of Third Amendment to Restructured Loan Facility (as evidenced by the Third Amendment to the Note Purchase Agreement, dated as of December 28, 2007, among Banco de Galicia y Buenos Aires S.A., the holders party thereto and Deutsche Bank Trust Company Americas).\*\*\*\*\*

4.6 Loan Agreement, dated as of July 24, 2007, between Grupo Financiero Galicia S.A. and Merrill Lynch International.\*\*\*\*\*

4.7 Stock Purchase Agreement, dated as of June 1, 2009, among American International Group Inc., AIG Consumer Finance Group, Inc. and Banco de Galicia y Buenos Aires S.A., and the other parties signatory thereto.\*\*\*\*\*

4.8 Loan Agreement, dated as of September 8, 2010, between Banco de Galicia y Buenos Aires S.A. and International Finance Corporation.\*\*\*\*\*

4.9 Loan Agreement, dated as of December 17, 2010, between Banco de Galicia y Buenos Aires S.A. and Netherlands Financierings-Moatschappy Voor Ontwikkelingslanden N.V.\*\*\*\*\*

4.10 Loan Agreement, dated as of February 15, 2011, between Banco de Galicia y Buenos Aires S.A. and Inter-American Development Bank.\*\*\*\*\*

8.1 For a list of our subsidiaries as of the end of the fiscal year covered by this annual report, please see Item 4. Information on the Company-Organizational Structure .

11.1 Code of Ethics.\*\*\*\*\*

11.2 Code of Corporate Governance Good Practices.

12.1 Certification of the principal executive officer required under Rule 13a-14(a) or Rule 15d-14(a), pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.

12.2 Certification of the principal financial officer required under Rule 13a-14(a) or Rule 15d-14(a), pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.

13.1 Certification of the principal executive officer required pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

13.2 Certification of the principal financial officer required pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

\* Incorporated by reference from our Registration Statement on Form F-4 (333-11960).

\*\* Incorporated by reference from our Annual Report on Form 20-F for the year ended December 31, 2003.

\*\*\* Incorporated by reference from our Annual Report on Form 20-F for the year ended December 31, 2002.

\*\*\*\* Incorporated by reference from our Annual Report on Form 20-F for the year ended December 31, 2004.

\*\*\*\*\* Incorporated by reference from our Annual Report on Form 20-F for the year ended December 31, 2006.

\*\*\*\*\* Incorporated by reference from our Annual Report on Form 20-F for the year ended December 31, 2007.

\*\*\*\*\* Incorporated by reference from our Annual Report on Form 20-F for the year ended December 31, 2008.

\*\*\*\*\* Incorporated by reference from our Annual Report on Form 20-F for the year ended December 31, 2009.

\*\*\*\*\* Incorporated by reference from our Annual Report on Form 20-F for the year ended December 31, 2010.

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**SIGNATURE**

The registrant hereby certifies that it meets all of the requirements for filing on Form 20-F and that it has duly caused and authorized the undersigned to sign this annual report on its behalf. GRUPO FINANCIERO GALICIA S.A.

By: /s/ Pedro Alberto Richards  
Name: Pedro Alberto Richards  
Title: Chief Executive Officer

By: /s/ José Luis Gentile  
Name: José Luis Gentile  
Title: Chief Financial Officer

Date: April 29, 2013

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**GRUPO FINANCIERO GALICIA S.A. AND SUBSIDIARIES**

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**Report of the Independent Registered Public Accounting Firm**

To the Board of Directors and Shareholders of Grupo Financiero Galicia S.A.

In our opinion, the accompanying consolidated balance sheets and the related consolidated statements of income, of changes in shareholders equity and of cash flows present fairly, in all material respects, the financial position of Grupo Financiero Galicia S.A. and its subsidiaries (the Company ) at December 31, 2012 and 2011, and the results of their operations and their cash flows for each of the three years in the period ended December 31, 2012 in conformity with accounting rules prescribed by the Banco Central de la República Argentina (the BCRA ). Also, in our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2012, based on criteria established in Internal Control – Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). The Company’s management is responsible for these financial statements, for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting included in management’s report referred to above. Our responsibility is to express opinions on these financial statements and on the Company’s internal control over financial reporting based on our integrated audits. We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement and whether effective internal control over financial reporting was maintained in all material respects. Our audits of the financial statements included examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audits also included performing such other procedures as we considered necessary in the circumstances. We believe that our audits provide a reasonable basis for our opinions.

Accounting rules prescribed by the BCRA vary in certain significant respects from accounting principles generally accepted in Argentina for enterprises in general. Information relating to the nature and effect of such differences is presented in Note 33 to the consolidated financial statements.

Accounting rules prescribed by the BCRA also vary in certain significant respects from accounting principles generally accepted in the United States of America. Information relating to the nature and effect of such differences is presented in Note 35 to the consolidated financial statements.

A company’s internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company’s internal control over financial reporting includes those policies and procedures that (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company’s assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

PRICE WATERHOUSE & Co. S.R.L.

By /s/ DIEGO LUIS SISTO (Partner)  
Diego Luis Sisto  
Buenos Aires, Argentina

February 14, 2013, except for notes 27, 31, 34 and 35 as to which the date is April 29, 2013.





**Table of Contents****Grupo Financiero Galicia S.A. and Subsidiaries****Consolidated Balance Sheets****As of December 31, 2012 and 2011**

(Expressed in thousands of Argentine pesos)

	<b>December 31,</b>	
	<b>2012</b>	<b>2011</b>
<b>ASSETS</b>		
<b>A. Cash and due from banks</b>		
Cash	2,560,967	2,310,470
Financial institutions and correspondents	5,784,048	4,108,421
Argentine Central Bank	5,613,604	3,979,121
Other local financial institutions	26,271	8,810
Foreign financial institutions	144,173	120,490
	Ps. 8,345,015	Ps. 6,418,891
<b>B. Government and private securities</b>		
Holdings Recorded at Fair Value	118,655	106,715
Holdings Recorded at their Acquisition Cost plus the I.R.R.	824,188	162,414
Government securities from Repo transactions with the Argentine Central Bank		40,600
Securities issued by the Argentine Central Bank	2,685,293	4,918,006
Investments in listed private securities	188	3,128
Allowances	(1,180)	
	Ps. 3,627,144	Ps. 5,230,863
<b>C. Loans</b>		
To the non-financial public sector	25,657	24,606
To the financial sector	356,617	326,239
Interbank loans (call money loans granted)	84,000	126,000
Other loans to domestic financial institutions	255,582	189,019
Accrued interest, adjustments and exchange rate differences receivable	17,035	11,220
To the non-financial private sector and residents abroad	43,942,659	31,837,635
Advances	3,097,755	2,302,100
Promissory notes	10,456,604	6,412,303
Mortgage loans	1,158,832	959,546
Pledge loans	310,668	202,336
Personal loans	7,283,083	5,785,668
Credit card loans	19,279,002	13,392,249
Other	1,897,800	2,529,837
Accrued interest, adjustments and quotation differences receivable	660,400	420,791
Documented interest	(200,705)	(165,626)
Unallocated collections	(780)	(1,569)
Allowances	(1,731,954)	(1,283,953)
	Ps. 42,592,979	Ps. 30,904,527
<b>D. Other receivables resulting from financial brokerage</b>		
Argentine Central Bank	716,493	588,902
Amounts receivable for spot and forward sales to be settled.	122,473	1,517,409
Securities receivable under spot and forward purchases to be settled	434,005	626,263
Negotiable obligations without quotation	278,967	154,377
Balances from forward transactions without delivery of underlying asset to be settled	2,540	11,407

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Other	2,932,951	2,170,808
Allowances	(68,858)	(55,375)

Ps. 4,418,571 Ps. 5,013,791

*The accompanying Notes are an integral part of these consolidated financial statements*

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**Table of Contents****Grupo Financiero Galicia S.A. and Subsidiaries****Consolidated Balance Sheets - Continued****As of December 31, 2012 and 2011**

(Expressed in thousands of Argentine pesos)

	December 31,	
	2012	2011
<b>ASSETS (Continued)</b>		
E. Assets under financial leases		
Assets under financial leases	844,849	588,203
Interest and adjustments	15,800	11,410
Allowances	(12,385)	(6,509)
	Ps. 848,264	Ps. 593,104
F. Equity investments		
In financial institutions	2,438	2,133
Other	101,648	75,494
Allowances	(27,992)	(21,462)
	Ps. 76,094	Ps. 56,165
G. Miscellaneous receivables		
Receivables for assets sold	10,641	34,435
Tax on minimum presumed income Tax credit	15,022	186,408
Other	1,040,142	781,474
Accrued interest on receivables for assets sold		541
Other accrued interest and adjustments receivable	6,179	2,991
Allowances	(136,527)	(54,456)
	Ps. 935,457	Ps. 951,393
H. Bank premises and equipment	Ps. 1,191,509	Ps. 1,034,692
I. Miscellaneous assets	Ps. 184,740	Ps. 163,106
J. Intangible assets		
Goodwill	8,888	10,827
Organization and development expenses	1,076,129	711,944
	Ps. 1,085,017	Ps. 722,771
K. Unallocated items	8,129	12,203
L. Other Assets	145,352	91,520
<b>Total Assets</b>	Ps. 63,458,271	Ps. 51,193,026

*The accompanying Notes are an integral part of these consolidated financial statements*

**Table of Contents****Grupo Financiero Galicia S.A. and Subsidiaries****Consolidated Balance Sheets - Continued****As of December 31, 2012 and 2011**

(Expressed in thousands of Argentine pesos)

		December 31,	
		2012	2011
<b>LIABILITIES AND SHAREHOLDERS EQUITY</b>			
M.	Deposits		
	Non-financial public sector	Ps. 1,251,534	Ps. 1,803,816
	Financial sector	35,798	29,667
	Non-financial private sector and residents abroad	38,657,848	28,301,654
	Current accounts	9,500,021	6,955,109
	Saving accounts	9,475,206	7,977,519
	Time deposits	18,838,179	12,675,489
	Investment accounts	170,443	209,346
	Other	401,236	319,620
	Accrued interest and quotation differences payable	272,763	164,571
		Ps. 39,945,180	Ps. 30,135,137
N.	Other liabilities resulting from financial brokerage		
	Argentine Central Bank	3,637	3,050
	Other	3,637	3,050
	Banks and international entities	540,287	1,425,822
	Unsubordinated negotiable obligations	4,171,588	3,170,192
	Amounts payable for spot and forward purchases to be settled	434,784	564,045
	Securities to be delivered under spot and forward sales to be settled	122,424	1,705,070
	Loans from domestic financial institutions	1,105,434	815,251
	Interbank loans (call money loans received)	82,000	15,000
	Other loans from domestic financial institutions	1,014,570	794,505
	Accrued interest payable	8,864	5,746
	Balances from forward transactions without delivery of underlying asset to be settled	2,345	8,073
	Amounts payable to merchants	5,715,886	4,173,746
	Other	2,062,967	1,975,817
	Accrued interest and quotation differences payable	122,305	86,073
		Ps. 14,281,657	Ps. 13,927,139
O.	Miscellaneous liabilities		
	Directors and Syndics fees	16,258	13,403
	Other	1,757,272	1,302,894
	Adjustments and accrued interests	23	
		Ps. 1,773,553	Ps. 1,316,297
P.	Provisions	468,223	575,644
Q.	Subordinated negotiable obligations	1,188,015	984,364
R.	Unallocated items	8,414	4,792
S.	Other Liabilities	221,231	168,724
T.	Non-controlling interests	701,920	529,314
	<b>Total Liabilities</b>	<b>Ps. 58,588,193</b>	<b>Ps. 47,641,411</b>

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SHAREHOLDERS EQUITY	4,870,078	3,551,615
Total Liabilities and Shareholders Equity	Ps. 63,458,271	Ps. 51,193,026

*The accompanying Notes are an integral part of these consolidated financial statements*

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**Table of Contents****Grupo Financiero Galicia S.A. and Subsidiaries****Consolidated Statements of Income****For the fiscal years ended December 31, 2012, 2011 and 2010**

(Expressed in thousands of Argentine pesos)

	2012	December 31, 2011	2010
<b>A. Financial income</b>			
Interest on cash and due from banks	Ps. 70	Ps. 565	Ps. 746
Interest on loans granted to the financial sector	59,264	24,797	8,542
Interest on overdrafts	698,656	398,533	186,443
Interest on promissory notes	1,393,332	797,101	498,436
Interest on mortgage loans	125,618	112,656	103,888
Interest on pledge loans	35,716	24,443	11,535
Interest on credit card loans	2,932,812	1,744,162	1,143,592
Interest on financial leases	128,915	95,762	63,749
Interest on other loans	2,543,641	1,881,433	981,709
Interest on other receivables resulting from financial brokerage	45,417	34,586	15,438
Net income from government and corporate securities	961,720	752,990	407,931
Income from secured loans Decree No. 1387/01	3,963	4,431	3,608
Net income from options	1,500		
Consumer price index adjustment (CER)	872	2,020	5,331
Exchange rate differences on foreign currency			76,296
Other	197,542	144,265	107,648
	Ps. 9,129,038	Ps. 6,017,744	Ps. 3,614,892
<b>B. Financial expenses</b>			
Interest on current account deposits			5,476
Interest on saving account deposits	4,811	6,906	5,442
Interest on time deposits	2,185,392	1,272,897	748,205
Interest on interbank loans received (call money loans)	9,560	2,843	6,158
Interest on financing from the financial sector	53,974	44,331	6,525
Interest on other liabilities resulting from financial brokerage	607,528	350,410	165,604
Interest on subordinated obligations	122,821	114,455	137,788
Other interest	54,586	25,899	6,367
Consumer price index adjustment	65	90	59
Contributions made to Deposit Insurance Fund	57,316	44,874	31,839
Exchange rate differences on foreign currency	189,222	4,072	
Other	655,385	407,424	299,218
	Ps. 3,940,660	Ps. 2,274,201	Ps. 1,412,681
<b>C. Gross brokerage margin</b>	5,188,378	3,743,543	2,202,211
Loan loss provisions	1,347,302	843,370	551,524
<b>D. Income from services</b>			
In relation to lending transactions	1,180,982	947,655	660,987
In relation to borrowing transactions	761,703	645,437	543,309
Other commissions	108,934	72,936	42,152
Other	2,602,289	1,854,241	1,268,486
	Ps. 4,653,908	Ps. 3,520,269	Ps. 2,514,934
<b>E. Expenses for services</b>			

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Commissions	636,418	457,953	291,701
Other	817,480	610,613	441,356

Ps. 1,453,898      Ps. 1,068,566      Ps. 733,057

*The accompanying Notes are an integral part of these consolidated financial statements*

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**Table of Contents****Grupo Financiero Galicia S.A. and Subsidiaries****Consolidated Statements of Income - Continued**

For the fiscal years ended December 31, 2012, 2011 and 2010

(Expressed in thousands of Argentine pesos)

	2012	December 31, 2011	2010
F. Administrative expenses			
Personnel expenses	3,210,519	2,333,867	1,576,896
Directors and syndics fees	49,930	38,176	37,217
Other fees	245,347	188,205	99,702
Advertising and publicity	359,251	280,486	189,596
Taxes	435,716	298,572	190,722
Depreciation of bank premises and equipment	117,246	92,942	76,899
Amortization of organization expenses	198,747	104,597	63,132
Other operating expenses	714,182	526,296	373,641
Other	442,696	342,070	237,509
	Ps. 5,773,634	Ps. 4,205,211	Ps. 2,845,314
Net Income from financial brokerage	Ps. 1,267,452	Ps. 1,146,665	Ps. 587,250
G. Income from Insurance activities	Ps. 651,871	Ps. 457,447	Ps. 255,608
H. Non-controlling interests result	Ps. (186,403)	Ps. (170,962)	Ps. (104,333)
I. Miscellaneous income			
Net Income from equity investments	117,420	132,696	62,054
Default interests	146,703	87,106	56,193
Loans recovered and allowances reversed	255,154	224,384	154,328
Other	119,671	139,284	83,711
Consumer price index adjustment (CER)	102	60	45
	Ps. 639,050	Ps. 583,530	Ps. 356,331
J. Miscellaneous losses			
Default interests and charges in favor of the Argentine Central Bank	222	850	58
Loan loss provisions for miscellaneous receivables and other provisions	166,991	87,622	102,387
Amortization of differences arising from court resolutions	16,452	6,933	280,946
Depreciation and losses from miscellaneous assets	1,085	1,756	1,347
Amortization of goodwill	1,940	12,639	11,330
Other	59,735	46,028	31,655
Consumer price index adjustment	52	46	41
	Ps. 246,477	Ps. 155,874	Ps. 427,764
Net Income before tax	2,125,493	1,860,806	667,092
K. Income tax	Ps. 789,278	Ps. 753,863	Ps. 258,191
Net Income for the fiscal year	Ps. 1,336,215	Ps. 1,106,943	Ps. 408,901
Net Income per common share (basic and diluted) in Argentine Pesos	1.076	0.892	0.329

*The accompanying Notes are an integral part of these consolidated financial statements*



**Table of Contents****Grupo Financiero Galicia S.A. and Subsidiaries****Consolidated Statements of Cash Flows****For the fiscal years ended December 31, 2012, 2011 and 2010**

(Expressed in thousands of Argentine pesos)

	2012	December 31, 2011	2010
<b>CHANGES IN CASH AND CASH EQUIVALENTS</b>			
Cash and cash equivalents at the beginning of the year	10,244,173	7,443,517	5,428,730
Cash and cash equivalents at the end of the year	11,323,978	10,244,173	7,443,517
<b>Net increase in cash and cash equivalents</b>	<b>Ps. 1,079,805</b>	<b>Ps. 2,800,656</b>	<b>Ps. 2,014,787</b>
<b>Causes of changes in cash and cash equivalents</b>			
<b>Cash Flow from operating activities</b>			
Net (payments) / collections related to:			
Government and Private Securities	1,219,664	(245,480)	2,911,041
Loans			
To the financial sector	(13,260)	(127,462)	(55,841)
To the non-financial public sector	940	2,129	1,819
To the non-financial private sector and foreign residents	(4,471,840)	(4,887,003)	(4,399,392)
Other receivables resulting from financial brokerage	(274,119)	(187,508)	177,629
Receivables from Financial Leases	(129,326)	(67,605)	(33,949)
Deposits			
To the financial sector	6,131	19,733	(64,949)
To the non-financial public sector	(552,282)	929,615	(511,710)
To the non-financial private sector and foreign residents	7,727,631	5,269,911	4,757,624
Other liabilities from financial brokerage			
Financing from the financial sector			
Interbank Loans (call money loans received)	57,440	12,157	(30,158)
Others (except for liabilities included in Financing Activities)	1,125,069	1,532,319	1,172,142
Collections related to income from services	5,638,872	4,156,730	2,919,013
Payments related to expenses for services	(1,311,746)	(952,571)	(669,249)
Administrative expenses paid	(5,860,888)	(4,245,068)	(2,898,783)
Payment of organization and development expenses	(562,231)	(385,419)	(206,175)
Collection for penalty interests, net	146,481	86,256	56,135
Differences arising from court resolutions paid	(16,452)	(6,933)	(21,893)
Collection of dividends from other companies	34,687	26,167	16,190
Other Collections related to miscellaneous profits and losses	123,339	191,321	104,346
Net (payments) / collections for other operating activities			
Other receivables and miscellaneous liabilities	(491,151)	(453,249)	(343,487)
Other operating activities, net	(228,098)	(25,058)	33,193
Payment of income tax / minimum presumed income tax	(493,150)	(210,993)	(150,579)
<b>Net cash provided by operating activities</b>	<b>Ps. 1,675,711</b>	<b>Ps. 431,989</b>	<b>Ps. 2,762,967</b>
<b>Cash Flow from investing activities</b>			
Payments for bank premises and equipment, net	(241,678)	(165,148)	(104,583)
Payments for miscellaneous assets, net	(49,129)	(93,169)	(29,101)
Payments for equity investments	(18,192)	(15,058)	(347,194)
Other collections for investment activities			

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Cash and Cash Equivalents related to the Acquisition of Compañía Financiera Argentina S.A., Cobranzas y Servicios S.A. and Procesadora Regional S.A.				117,549
<b>Net cash used in investing activities</b>	<b>Ps. (308,999)</b>	<b>Ps. (273,375)</b>	<b>Ps. (363,329)</b>	

*The accompanying Notes are an integral part of these consolidated financial statements*

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**Table of Contents****Grupo Financiero Galicia S.A. and Subsidiaries****Consolidated Statements of Cash Flows - Continued****For the fiscal years ended December 31, 2012, 2011 and 2010**

(Expressed in thousands of Argentine pesos)

	2012	December 31, 2011	2010
<b>Cash Flow from financing activities</b>			
Net collections / (payments) related to:			
Unsubordinated negotiable obligations	51,388	1,984,971	(936,377)
Argentine Central Bank			
Others	587	945	(1,110)
Banks and international entities	(888,556)	757,834	96,465
Subordinated negotiable obligations	(66,410)	(463,493)	(75,889)
Loans from local financial institutions	260,634	135,639	429,986
Distribution of dividends	(33,922)	(45,139)	(10,877)
Other Collections from financing activities	2,886		1,860
<b>Cash Flow provided by / (used in) financing activities</b>	<b>Ps. (673,393)</b>	<b>Ps. 2,370,757</b>	<b>Ps. (495,942)</b>
Effect of exchange rate changes on cash and cash equivalents	386,486	271,285	111,091
<b>Net increase in cash and cash equivalents</b>	<b>Ps. 1,079,805</b>	<b>Ps. 2,800,656</b>	<b>Ps. 2,014,787</b>

*The accompanying Notes are an integral part of these consolidated financial statements*

**Table of Contents****Grupo Financiero Galicia S.A. and Subsidiaries****Consolidated Statements of Changes in Shareholders' Equity****For the years ended December 31, 2012, 2011 and 2010**

(Expressed in thousands of Argentine pesos)

	Capital Stock	Paid in Capital	Inflation adjustments to Capital Stock and Paid in Capital	Profit reserves		Accumulated Retained earnings	Total Shareholders Equity
				Legal	Other		
<b>Balance at December 31, 2009</b>	Ps. 1,241,407	Ps. 606	Ps. 278,131	Ps. 45,998	Ps. 257,122	Ps. 229,275	Ps. 2,052,539
Distribution of retained earnings by the shareholders' meeting on April 14, 2010							
Legal Reserve				11,464		(11,464)	
Discretionary Reserve					217,811	(217,811)	
Valuation Differences					8,060		8,060
Net Income for the year						408,901	408,901
<b>Balance at December 31, 2010</b>	Ps. 1,241,407	Ps. 606	Ps. 278,131	Ps. 57,462	Ps. 482,993	Ps. 408,901	Ps. 2,469,500
Distribution of retained earnings by the shareholders' meeting on April 27, 2011							
Legal Reserve				20,445		(20,445)	
Discretionary Reserve					363,628	(363,628)	
Cash Dividends						(24,828)	(24,828)
Net Income for the year						1,106,943	1,106,943
<b>Balance at December 31, 2011</b>	Ps. 1,241,407	Ps. 606	Ps. 278,131	Ps. 77,907	Ps. 846,621	Ps. 1,106,943	Ps. 3,551,615
Distribution of retained earnings by the shareholders' meeting on April 19, 2012							
Legal Reserve				55,347		(55,347)	
Discretionary Reserve					1,033,844	(1,033,844)	
Cash Dividends						(17,752)	(17,752)
Net Income for the year						1,336,215	1,336,215
<b>Balance at December 31, 2012</b>	Ps. 1,241,407	Ps. 606	Ps. 278,131	Ps. 133,254	Ps. 1,880,465	Ps. 1,336,215	Ps. 4,870,078

*The accompanying Notes are an integral part of these consolidated financial statements*



**Table of Contents****Grupo Financiero Galicia S.A. and Subsidiaries****Notes to the Consolidated Financial Statements****For the years ended December 31, 2012, 2011 and 2010**

(Expressed in thousands of Argentine pesos)

**1. Basis of Presentation.**

Grupo Financiero Galicia S.A. ( Grupo Galicia , the Company or the Group ) is a corporation that is organized under the laws of Argentina and acts as a holding company for Banco de Galicia y Buenos Aires S.A. and its subsidiaries ( Banco Galicia or the Bank ). At December 31, 2012 and 2011, the Company's interest in Banco Galicia as a result of open market purchases was 94.92966% and 94.84074% respectively.

Banco Galicia is a private-sector commercial bank organized under the laws of Argentina which provides general banking services, through its branches, to corporate and retail customers.

In the previous fiscal year and during this one, a reorganization process of the corporate structure of Banco de Galicia y Buenos Aires S.A.'s subsidiaries was carried out. This fact has not caused the controlling interest by the Bank to be modified.

As part of this process, Tarjetas del Mar S.A. has partially spun off its Shareholders' Equity for the creation of a new company called Tarjeta Mira S.A. Also, during the third quarter of 2012, Tarjeta Mira S.A. merged with and into Tarjeta Naranja S.A.

On February 29, 2012, Tarjetas Regionales S.A.'s Extraordinary Shareholders' Meeting approved a capital increase that was subscribed mainly through the contribution of the minority holders' holdings in the subsidiaries Tarjeta Naranja S.A. and Tarjetas Cuyanas S.A.

The percentage of the controlled companies' Shareholders' Equity owned by third parties has been disclosed in the Balance Sheet, under the Non-Controlling interests' account.

Grupo Galicia's consolidated financial statements as of December 31, 2012 and 2011 include the assets, liabilities and results of the controlled companies detailed below. The percentages directly or indirectly held in those companies' capital stock are as follows:

Issuing Company	December 31,	
	2012	2011
Galval Agente de Valores S.A.		100.00%
GV Mandataria de Valores S.A.		100.00%
Net Investment S.A.	99.37%	99.36%
Galicia Warrants S.A.	99.37%	99.36%
Sudamericana Holding S.A.	99.37%	99.36%
Compañía Financiera Argentina S.A.	95.08%	95.00%
Banco de Galicia y Buenos Aires S.A.	94.93%	94.84%
Banco Galicia Uruguay S.A. ( In Liquidation )	94.93%	94.84%
Tarjetas Regionales S.A.	73.10%	94.84%
Galicia Administradora de Fondos S.A.Sociedad Gerente de Fondos Comunes de Inversión	94.93%	94.84%
Galicia (Cayman) Ltd.	94.93%	94.84%
Tarjetas del Mar S.A.	94.87%	94.78%
Cobranzas y Servicios S.A.	94.79%	94.84%
Procesadora Regional S.A.	74.19%	94.84%

**Table of Contents****Grupo Financiero Galicia S.A. and Subsidiaries****Notes to the Consolidated Financial Statements****For the years ended December 31, 2012, 2011 and 2010**

(Expressed in thousands of Argentine pesos)

Issuing Company	December 31,	
	2012	2011
Galicia Valores S.A. Sociedad de Bolsa	94.93%	94.83%
Tarjeta Mira S.A.		76.25%
Tarjeta Naranja S.A.	73.10%	75.87%
Cobranzas Regionales S.A.	73.10%	93.89%
Tarjetas Cuyanas S.A.	73.10%	56.90%

The financial statements of the controlled companies were adapted to the accounting and disclosure standards set by the Argentine Central Bank and cover the same period as that of the financial statements of the Group.

Intercompany transactions have been eliminated for the purposes of these statements.

**2. Significant Accounting Policies.**

The accounting policies and financial statements presentation conform to the rules of the Argentine Central Bank which prescribes the generally accepted accounting principles for all banks in Argentina (the Argentine Banking GAAP). This differs in certain significant respects from generally accepted accounting principles in Argentina applicable to enterprises in general (Argentine GAAP) (see Note 33) and from generally accepted accounting principles in the United States of America (U.S. GAAP) (see Note 35).

Certain required disclosures have not been presented herein since they are not material to the accompanying financial statements. In addition, certain presentations and disclosures have been included in the accompanying financial statements to comply with the United States Securities and Exchange Commission's regulations for foreign private issuers.

Certain reclassifications of prior year's information have been made to conform to current year presentation. Such reclassifications do not have a significant impact on the Group's financial statements.

The following is a summary of significant accounting policies followed by the Group in the preparation of the consolidated financial statements.

**2.1 Presentation of Financial Statements in Constant Argentine Pesos.**

Effective September 1, 1995, pursuant to Decree No. 316/95, the Bank discontinued its prior practice of adjusting the financial statements for inflation. Effective January 1, 2002, however, as a result of the application of Argentine Central Bank, National Securities Commission (CNV) and Argentine Federation of Professional Councils in Economic Sciences (FACPCE) rules, the Group re-applied the application of the adjustment for inflation.

In 2002, Argentina experienced a high rate of inflation. The wholesale Price Index (WPI) increased approximately 118.44% in 2002.

Primarily as a result of the stabilization of the WPI during the first half of 2003, the Argentine government, the Argentine Central Bank and the CNV eliminated the requirement that financial statements be prepared in constant currency.

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**2.2 Foreign Currency.**

Foreign currency is stated at the U.S. dollar rate of exchange set by the Argentine Central Bank, prevailing at the close of operations on the last business day of each year.

Assets and liabilities valued in foreign currencies other than the U.S. dollar are converted into U.S. dollars using the year end exchange rates issued by the Argentine Central Bank.

For financial reporting purposes, these assets and liabilities are then translated into pesos at the year-end U.S. dollar to Argentine peso exchange rate.

As of December 31, 2012 and 2011 the exchange rate amounted Ps. 4.9173 and Ps. 4.3032, respectively.

**2.3 Government and Private Securities.**

Government securities mainly represent obligations of the Argentine government. Corporate securities included in this caption consist of listed corporate equity securities, mutual funds and listed debt securities.

Realized and unrealized gains and losses on sales and interest income on government and corporate securities are included as Net Income from government and corporate securities in the accompanying statements of income.

**Government Securities**

As of December 31, 2012 and 2011 the Bank records its holdings according to the following:

*Holdings Recorded at Fair Value*

These holdings include trading securities that were valued according to volatilities or present value data issued by the Argentine Central Bank.

These securities are recorded at fair value, and any difference between their book value and fair value is recognized as a gain or loss in the income statement.

The same criterion was applied to holdings of such securities used in purchase and sale transactions pending settlement and repo transactions.

*Holdings Recorded at their Acquisition Cost plus the Interest Rate of Return (I.R.R.)*

In this caption, the Group records Peso-denominated Bonds issued by the Argentine Nation at Badlar rate due 2015 (Bonar 2015) and other provincial bonds.

This holding has been valued at their acquisition cost increased on an exponential basis according to their I.R.R. In the case the market value of the instrument is lower than its book value, 50% of the monthly accrual of the I.R.R. must be charged to an asset regularizing account. Said regularizing account shall be reversed by charging to income to the extent its balance exceeds the positive difference between the market value and book value.



The same criterion was applied to the securities used in repo transactions.

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*Government Securities from Repo transactions with the Argentine Central Bank*

These holdings include government securities that were valued according to volatilities or present value data issued by the Argentine Central Bank.

The same criterion was applied to holdings of such securities used in purchase and sale transactions pending settlement and repo transactions.

*Securities Issued by the Argentine Central Bank*

a) At Fair Value:

These have been valued according to volatilities or present value data issued by the Argentine Central Bank. The same criterion was applied to holdings of such securities used in repo transactions.

b) At the Acquisition Cost plus the I.R.R.:

These holdings have been valued at their acquisition cost increased on an exponential basis according to their I.R.R. The same criterion was applied to holdings of such securities used in repo transactions.

**Investments in listed private securities**

These securities are recorded at fair value, and any difference between their book value and fair value is recognized as a gain or loss in the income statement.

**2.4 Financial Trust Debt Securities and Certificates of Participation.**

Debt securities that are incorporated at face value are recorded at technical value. The remaining holdings in debt securities are recorded at cost plus the interest rate of return. Certificates of participation are accounted for under the equity method.

**2.5 Interest Income (Expense) Recognition.**

For loans and deposits, interest is recognized on a compounded basis, which provides for an increasing effective rate over the life of the loan or deposit.

The Bank suspends the accrual of interest when the related loan is past due and the collection of interest and principal is in doubt. The suspension of interest corresponds to the loans classified as with problems and medium risk or below, under the Argentine Central Bank's classification rules. Accrued interest remains on the Bank's books and is considered to be part of the loan balance when determining the allowance for loan losses. Regarding impaired loans, interest is recognized on a cash basis after reducing the balance of accrued interest, if applicable.

Reference Stabilization Index ( CER ) is accrued in all lending and borrowing transactions originally carried out in foreign currency prior to the pesification process.

**2.6 Allowances for Loan Losses.**

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The Bank provides for estimated future on loans and the related accrued interest through the establishment of an allowance for loan losses. The allowance charged to expense is determined by management based upon loan classification, actual loss experience, current and expected economic conditions, delinquency aging, and an evaluation of potential losses in the current loan portfolio. Specific attention is given to loans with evidence that may negatively affect the Group's ability to recover the loan and accrued interest.

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**2.7 Provisions for Contingencies.**

The Group has certain contingent liabilities with respect to existing or potential claims, lawsuits and other proceedings, including those involving labor and other matters. The Group accrues liabilities when it is probable that future costs will be incurred and such costs can be reasonably estimated. Such accruals are based on developments to date, the Group's estimates of the outcomes of these matters and the Group's lawyers' experience in responding, litigating and settling other matters. As the scope of the liabilities becomes better defined, there may be changes in the estimates of future costs, which could have a material effect on the Group's future results of income and financial condition or liquidity.

**2.8 Equity Investments.**

Equity Investments include equity investments in companies where a Non-controlling interest is held.

Under Argentine Banking GAAP, the equity method is used to account for investments where a significant influence in the corporate decision making process exists. Significant influence is considered to be present if one of the following applies:

Ownership of a portion of a related company's capital granting the voting power necessary to influence the approval of such company's financial statements and profits distribution.

Representation on the related company's board of directors or corporate governance body.

Participation in the definition of the related company's policies.

Existence of significant transactions between the company holding the interest and the related company (for example, when the former is the latter's only supplier or by far its most important client).

Interchange of senior officers among companies.

Technical dependence of one of the companies on the other.

Equity investments in companies where corporate decisions are not influenced, in terms of the criteria listed above, are accounted for at the lower of cost or equity method.

**2.9 Bank Premises and Equipment, Assets under financial leases and Miscellaneous Assets.**

Bank premises and equipment and miscellaneous assets are valued at cost adjusted for inflation (as described in Note 2.1), less accumulated depreciation.

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Construction in progress is carried at cost.

Financial leases that mainly transfer risks and benefits inherent to the leased property are registered at the beginning of the lease either by the cash value of the leased property or the present value of cash flows established in the financial lease, whichever is the lowest.

Accumulated depreciation is computed under the straight-line method at rates over the estimated useful lives of the assets, which generally are estimated to be 50 years for properties, 10 years for furniture and fixtures, and 5 years for others. Leasehold improvements are depreciated using the straight-line method over the shorter of the lease term or the estimated useful life of the asset.

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The cost of maintenance and repairs is charged to expense as incurred. The cost of significant renewals and improvements is added to the carrying amount of the respective fixed assets. When assets are retired or otherwise disposed of, the cost and the related accumulated depreciation are removed from the accounts, and any resulting gain or loss is reflected in the consolidated statement of income.

**2.10 Intangible Assets.**

Intangible assets are valued at cost adjusted for inflation (as described in Note 2.1) and are amortized on a straight-line basis over 120 months for goodwill and over 60 months for organization and development costs. Under Argentine Banking GAAP, goodwill is no longer recognized as an asset when it is estimated that amounts of future income will not be sufficient to absorb the amortization of goodwill or when there are other reasons to presume that the amount of an investment made, will not be recovered in full.

Effective March 2003, the Argentine Central Bank established that the difference resulting from compliance with court decisions made in lawsuits filed challenging the current regulations applicable to deposits with the financial system, within the framework of the provisions of Law No. 25,561, Decree No. 214/02 and supplementary regulations, must also be recorded under this caption. Such difference must be amortized in a maximum of 60 equal monthly and consecutive installments as of April 2003.

As of December 31, 2012 and 2011, this item has been fully amortized; thus total accumulated amortization amounts to Ps. 883,022 and Ps. 866,570 respectively.

The Bank carried out the abovementioned amortization for the purposes of complying with the provisions set forth by the Argentine Central Bank only. However, the Bank has repeatedly reserved its right to make claims in view of the negative effect caused on its financial condition by the reimbursement of deposits originally in U.S. dollars pursuant to court orders, which exceeded the amount established in the aforementioned regulation. On November 30, 2003, the bank formally requested the National Executive Branch, with a copy to the Ministry of Economy (MECON) and to the Argentine Central Bank, the payment of due compensation for the losses incurred that were generated by the asymmetric pesification and especially for the negative effect on its financial condition caused by court resolutions.

**2.11 Shareholders' Equity.**

Shareholders' Equity accounts have been adjusted for inflation following the procedure described in Note 2.1, except for the Capital Stock and Paid-in Capital accounts, which have been stated at their original values. The adjustment of these accounts was allocated to the Inflation adjustments to capital stock and paid-in capital account.

**2.12 Minimum Presumed Income Tax and Income Tax.**

Effective 1998, a Minimum Presumed Income Tax (MPIT) was established as a complementary component of income tax obligations. MPIT is a minimum taxation, which assesses at the tax rate of 1% of certain assets. Ultimately, the tax obligation will be the higher of MPIT or income tax. For financial entities, the taxable basis is 20% of their computable assets. If in a fiscal year, the MPIT obligation exceeds the income tax liability, the surplus will be available as a credit against future income tax.

The Bank has recognized the MPIT amount paid in the year and the accumulated amount paid in prior years as an asset for future tax deductions.

Based on the provisions set forth by the Argentine Central Bank, the Group recorded an asset related to the MPIT amounting to Ps.15,022 and Ps. 186,408 as of December 31, 2012 and 2011, respectively.



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Argentine Central Bank regulations do not require the recognition of deferred tax assets and liabilities and therefore income taxes for Banco Galicia are recognized on the basis of amounts due in accordance with Argentine tax regulations. However, Grupo Galicia and Grupo Galicia's non-bank subsidiaries apply the deferred income tax method. As a result, Grupo Galicia and its non-bank subsidiaries had recognized a deferred tax asset as of December 31, 2012 and 2011.

**2.13 Liabilities - Banco de Galicia y Buenos Aires S.A.'s customers fidelity program *Quiero* (I want)**

The Bank records the points assigned to the Bank's customers through the *Quiero* (I want) Program using a mathematical model that takes into account certain events of exchange percentages, the cost for the exchanged points based on the combination of available products and the preferences of the Bank's customers, as well as the expiration term of the customers' non-exchanged points.

As of December 31, 2012 and 2011, the Bank recorded liabilities for Ps. 74,736 and Ps. 50,521, respectively from its customers' non-exchanged points under the caption Miscellaneous Liabilities.

**2.14 Statements of Cash Flows**

The consolidated statements of cash flows were prepared using the measurement methods prescribed by the Argentine Central Bank. Cash and cash equivalents include cash and due from banks and highly liquid investments with an original maturity of three months or less.

**2.15 Use of Estimates.**

The preparation of financial statements in conformity with Argentine Banking GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures of contingent liabilities at the date of the financial statements, and the reported amounts of revenues and expenses during the reporting periods. Actual results could differ from those estimates.

**3. Minimum cash requirements and restricted Assets.**

3.1 Pursuant to Argentine Central Bank regulations, Banco Galicia must maintain a monthly average liquidity level. Computable assets for complying with the minimum cash requirement are cash and the checking accounts opened at the Argentine Central Bank.

The minimum cash requirement at the end of each fiscal year was as follows (as measured in average daily balances):

	December 31,	
	2012	2011
Peso balances	Ps.3,947,895	Ps.3,917,272
Foreign currency balances	1,284,890	1,944,576



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3.2 Certain of the Group's other assets are pledged or restricted from use under various agreements. The following assets were restricted at each balance sheet date:

	<b>December 31,</b>	
	<b>2012</b>	<b>2011</b>
Funds and securities pledged under various arrangements	Ps. 1,068,697	Ps. 1,044,154
Shares on equity investments (*)	5,250	5,250
Deposits in the Argentine Central Bank, restricted under Argentine Central Bank regulations	2,603	2,693
Loans granted as collateral(**)	63,241	123,541
<b>Total</b>	<b>Ps. 1,139,791</b>	<b>Ps. 1,175,638</b>

(\*) Shares over which transferability is subject to prior approval of the National or Provincial authorities, as applicable, under the terms of certain concession contracts signed.

The Bank, as a shareholder of Aguas Cordobesas S. A. and proportionally to its 10.833% interest, is jointly responsible for the contractual obligations arising from the concession contract during the entire term thereof. Should any of the other shareholders fail to comply with the commitments arising from their joint responsibility, the Bank may be forced to assume the unfulfilled commitment by the grantor, but only in the proportion and to the extent of the interest held by the Bank.

(\*\*) Securities granted as collateral for lines of credit provided by the International Finance Corporation ( IFC ). The Bank used book-entry mortgage securities to collateralize Ps. 49,186 and Bonar 2015 Bonds to collateralize Ps.55,075 IFC lines of credit at December 31, 2012 and 2011 , respectively.

Furthermore, as of December 31, 2012, Banco de Galicia y Buenos Aires S.A. used book-entry mortgage securities as collateral for the loans granted within the Credit Program to the Province of San Juan and Mendoza for the amount of Ps. 9,772 and Ps. 4,283 respectively.

**4. Interest-Bearing Deposits with Other Banks.**

As of December 31, 2012 and 2011, the overnight foreign bank interest-bearing deposits included under the caption Loans - Other amounted to Ps. 277,528 and Ps. 65,981, respectively.

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**5. Government and Private Securities.**

Government and corporate securities consist of the following at the respective balance sheet dates:

	December 31,	
	2012	2011
Government Securities		
Holdings Recorded at Fair Value		
- Government Bonds	118,655	105,381
- Others		1,334
Total Holdings Recorded at Fair Value	Ps. 118,655	Ps. 106,715
Holdings Recorded at their Acquisition Cost plus the I.R.R.		
- Government Bonds	824,188	162,414
Total Holdings Recorded at their Acquisition Cost plus the I.R.R.	Ps. 824,188	Ps. 162,414
Government Securities from Repo Transactions with the Argentine Central Bank		
- Government Bonds		40,600
Total Government Securities from Repo Transactions with the Argentine Central Bank	Ps.	Ps. 40,600
Securities Issued by the Argentine Central Bank		
- Argentine Central Bank Bills at Fair Value	1,309,213	10,313
- Argentine Central Bank Bills for Repo Transactions	38,497	1,344,245
- Argentine Central Bank Bills at Acquisition Cost plus the I.R.R.	1,165,474	713,541
- Argentine Central Bank Notes at Fair Value	125,494	2,146,017
- Argentine Central Bank Notes for Repo Transactions		66,494
- Argentine Central Bank Notes at Acquisition Cost plus the I.R.R.	46,615	637,396
Total Securities Issued by the Argentine Central Bank	2,685,293	4,918,006
Total Government Securities	Ps. 3,628,136	Ps. 5,227,735
Investments in listed Private Securities		
- Negotiable Obligations (Listed)	188	1,138
- Shares		1,990
Total Private Securities	188	3,128
Allowances	(1,180)	
Total Government and Private Securities	Ps. 3,627,144	Ps. 5,230,863

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As of December 31, 2012, Securities issued by Argentine Central Bank sold under repurchase agreements amounted to Ps.427,361 were recorded under the caption Other Receivables resulting from financial brokerage .

As of December 31, 2011, Bonar 2015 Bonds sold under repurchase agreements amounted to Ps. 513,864 and were recorded under the caption Other Receivables resulting from financial brokerage .

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**6. Loans.**

The lending activities of the Bank consist of the following:

Loans to the non-financial public sector: loans to the federal and provincial governments of Argentina.

Loans to the financial sector: loans to local banks and financial entities.

Loans to the non-financial private sector and residents abroad: include the following types of lending:  
*Advances* short-term obligations drawn on by customers through overdrafts.

*Promissory Notes* endorsed promissory notes, discounted and purchased bills and factored loans.

*Mortgage loans* loans to purchase or improve real estate and collateralized by such real estate or commercial loans secured by real estate.

*Pledge loans* loans where collateral is pledged as an integral part of the loan document.

*Credit card loans* loans to credit card holders.

*Personal loans* loans to individuals.

*Others* includes mainly short-term placements in foreign banks.

Pursuant to Argentine Central Bank regulations, financial entities must disclose the breakdown of their loan portfolio to: the non-financial public sector, the financial sector and the non-financial private sector and residents abroad. In addition, financial entities must disclose the type of collateral established on the applicable loans to the non-financial private sector and the pledges granted on loans (preferred guarantees relative to a registered senior pledge).

As of December 31, 2012 and 2011, the classification of the Group's loan portfolio was as follows:

	December 31,			
	2012		2011	
Non-financial public sector	Ps.	25,657	Ps.	24,606
Financial sector (Argentine)		356,617		326,239
Non-financial private sector and residents abroad		43,942,659		31,837,635
With preferred guarantees		1,698,882		1,441,277
With other guarantees		6,829,534		4,866,007

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Unsecured		35,414,243		25,530,351
<b>Subtotal</b>		<b>44,324,933</b>		<b>32,188,480</b>
Allowance for loan losses (See Note 7)		(1,731,954)		(1,283,953)
<b>Total</b>	<b>Ps.</b>	<b>42,592,979</b>	<b>Ps.</b>	<b>30,904,527</b>

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The Bank also records its loan portfolio by industry segment. The following industry segments comprised the most significant loan concentrations as of December 31, 2012 and 2011, respectively:

	December 31,	
	2012	2011
Consumer	54.55%	54.77%
Manufacturing	16.28%	14.75%
Primary Products	11.24%	11.99%
Services	5.58%	6.11%
Wholesale Trade	5.59%	5.96%
Retail Trade	3.95%	3.50%
Construction	1.34%	1.59%
Financial Sector	1.47%	1.32%

**7. Allowance for Loan Losses.**

The activity in the allowance for loan losses for the fiscal years ended December 31, 2012, 2011 and 2010, was as follows:

	December 31,		
	2012	2011	2010
Balance at beginning of year	Ps. 1,283,953	Ps. 1,038,473	Ps. 806,446
Provision charged to income	1,294,686	820,083	523,588
Allowances Reversed	(11,540)	(22,146)	(8)
Foreign exchange effect and other adjustments (*)	13	30	195,776
Loans charged off	(835,158)	(552,487)	(487,329)
Balance at end of year	Ps. 1,731,954	Ps. 1,283,953	Ps. 1,038,473

(\*) As of December 31, 2010 Ps. 185,381 of allowances as of the acquisition date of Compañía Financiera Argentina S.A. was included. Certain loans, principally small loans, are charged directly to income and are not reflected in the activity in the allowance for loan losses. The Loan loss provision in the accompanying statements of income includes:

	December 31,		
	2012	2011	2010
Provisions charged to income	Ps. 1,294,686	Ps. 820,083	Ps. 523,588
Direct charge-offs	38,421	19,776	17,079
Other receivable losses	8,320	2,471	9,921
Financial leases	5,875	1,040	936

Ps.	1,347,302	Ps.	843,370	Ps.	551,524
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The Bank has entered into certain renegotiation with customers. The Bank has eliminated any differences between the principal and accrued interest due under the original loan and the new loan amount through a charge against the allowance for loan losses. Loans under such agreements amounted to Ps. 36,769, Ps.137,276 and Ps.123,462 as of December 31, 2012, 2011 and 2010, respectively.

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**8. Other Receivables Resulting from Financial Brokerage.**

The composition of other receivables from financial brokerage, by type of guarantee, is as follows:

	December 31,	
	2012	2011
Preferred guarantees, including deposits with the Argentine Central Bank	Ps. 736,154	Ps. 613,490
Other guarantees	555	568
Unsecured	3,750,720	4,455,108
Less: Allowance for doubtful accounts	(68,858)	(55,375)
	Ps. 4,418,571	Ps. 5,013,791

The breakdown of the caption other included in the balance sheet was as follows:

	December 31,	
	2012	2011
Mutual funds	Ps. 244,028	Ps. 143,309
Galtrust I	673,981	538,768
Other financial trust participation certificates	875,513	818,065
Accrued commissions	49,944	47,036
Other financings	326,858	136,672
Others	762,627	486,958
	Ps. 2,932,951	Ps. 2,170,808

**9. Equity Investments.**

Equity investments in other companies consisted of the following as of the respective balance sheet dates:

	December 31,	
	2012	2011
In Financial Institutions, complementary and authorized activities		
Banelco S.A	Ps. 8,230	Ps. 8,097
Visa Argentina S.A	4,901	3,899
Mercado de Valores de Buenos Aires S.A.	8,139	8,139
Tarjeta Naranja Perú S.A	17,315	8,044
Banco Latinoamericano de Exportaciones S.A	2,438	2,133



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Others		814		790
Total equity investments in Financial Institutions, complementary and authorized activities	Ps.	41,837	Ps.	31,102
<b>In Non-financial Institutions</b>				
Electrigral S.A		5,455		5,455
A.E.C. S.A		26,703		26,703
Aguas Cordobesas S.A		8,911		8,911
Distrocuyo S.A.		3,955		3,955

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	December 31,	
	2012	2011
Nova Re Compañía Argentina de Reaseguros S.A.	11,515	
Other	5,710	1,501
<b>Total equity investments in non-financial institutions</b>	<b>Ps. 62,249</b>	<b>Ps. 46,525</b>
Allowances	Ps. (27,992)	Ps. (21,462)
<b>Total Equity investments</b>	<b>Ps. 76,094</b>	<b>Ps. 56,165</b>

**10. Miscellaneous receivables Others.**

As of December 31, 2012 and December 31, 2011, the breakdown of Miscellaneous Receivables Others was as follows:

	December 31,	
	2012	2011
Sundry Debtors	Ps. 291,192	Ps. 122,441
Deposits as Collateral	215,562	333,931
Tax Advances	424,563	238,179
Payments in Advance	79,412	70,101
Others	29,413	16,822
	<b>Ps. 1,040,142</b>	<b>Ps. 781,474</b>

**11. Bank Premises and Equipment, Intangible Assets and Miscellaneous Assets.**

The major categories of Grupo Financiero Galicia's premises and equipment and accumulated depreciation, as of December 31, 2012 and 2011, were as follows:

	December 31,	
	2012	2011
Land and buildings	Ps. 1,122,200	Ps. 1,032,702
Furniture and fittings	301,136	256,034
Machinery and equipment	629,737	499,415
Vehicles	12,932	11,015
Others	1,555	1,187
Accumulated depreciation	(876,051)	(765,661)
	<b>Ps. 1,191,509</b>	<b>Ps. 1,034,692</b>

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Depreciation expense recorded for the fiscal years ended December 31, 2012, 2011 and 2010, was Ps.117,246, Ps. 92,942 and Ps. 76,899, respectively.

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The major categories of intangible assets as of December 31, 2012 and 2011 were as follows:

	December 31,	
	2012	2011
Goodwill, net of accumulated amortization of Ps.14,715 and Ps. 12,776, respectively	Ps. 8,888	Ps. 10,827
Organization and development expenses, net of accumulated amortization of Ps.1,490,579 and Ps. 1,295,220, respectively and includes Ps. 883,022 and Ps. 866,570 of accumulated amortization corresponding to legal actions related to the payment of deposits	1,076,129	711,944
	Ps. 1,085,017	Ps. 722,771

Total amortization expenses for the fiscal years ended December 31, 2012, 2011 and 2010, was Ps. 217,139, Ps. 124,169 and Ps. 355,408, respectively.

Organization and development expenses included software and the related implementation services purchased from third parties, with a net book value of Ps.793,024 and Ps.583,970 at December 31, 2012 and 2011, respectively.

The table below shows the components of goodwill by type of activity for the periods presented:

	December 31,	
	2012	2011
Banking	8,888	10,827
	Ps. 8,888	Ps. 10,827

Miscellaneous assets consisted of the following as of December 31, 2012 and 2011:

	December 31,	
	2012	2011
Construction in progress	Ps. 64,705	Ps. 21,791
Deposits on fixed asset purchases	14,048	15,751
Stationery and supplies	17,544	16,305
Real estate held for sale	1,946	2,772
Assets under leasing agreements	18,563	18,885
Land and Building	52,837	72,454
Others	15,097	15,148

Ps. 184,740 Ps. 163,106

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**12. Allowances and Provisions.**

Allowances on assets excluding loans and reserves for contingencies were as follows:

	December 31,	
	2012	2011
Allowances against asset accounts:		
Government and corporate securities (a)	1,180	
Other receivables resulting from financial brokerage, for collection risk (b)	68,858	55,375
Assets under financial leases (b)	12,385	6,509
Equity investments in other companies (c)	27,992	21,462
Miscellaneous receivables, for collection risk (b)	136,527	54,456
Reserves for contingencies:		
For severance payments (d)	5,988	15,060
Litigations (e)	91,663	91,892
Other contingencies (f)	98,120	82,582
Sundry liabilities arising from credit card activities (g)	22,306	35,021
Other commitments (h)		2,162
Differences arising from court deposit's dollarization (i)	2,338	1,996
Negative Goodwill (j)	247,808	346,931
<b>Total reserves for contingencies</b>	<b>Ps. 468,223</b>	<b>Ps. 575,644</b>

(a) Includes the difference between the book value and settlement price of the government securities.

(b) Based upon an assessment of debtors' performance, the economic and financial situation and the guarantees collateralizing their respective transactions.

(c) Includes the estimated losses due to the excess of the cost plus dividend method over the equity method in non-majority owned equity investments.

(d) Estimated amounts payable under labor lawsuits filed against the Bank by former employees.

(e) Litigation arising from different types of claims from customers (e.g., claims for thefts from safe deposit boxes, the cashing of checks that have been fraudulently altered, discrepancies in deposits and payments services that the Bank renders, etc).

(f) As of December 31, 2012 there are several review and assessment processes ongoing, at different progress stages, initiated by the provincial and Autonomous City of Buenos Aires Tax Authorities related to the turnover tax, mainly corresponding to fiscal year 2002, and basically in connection with the Compensatory Bond set forth by the National Government in order to compensate financial institutions for the losses resulting from the asymmetric pesification of loans and deposits.

As regards the assessment of tax collection authorities from the Autonomous City of Buenos Aires, within the framework of the legal actions brought by Banco de Galicia y Buenos Aires S.A. with the purpose of challenging the assessment of the tax collection authorities, a preliminary injunction was granted by the Argentine Federal Court of Appeals in Administrative Matters for the amount corresponding to the Compensatory Bond, which was ratified by the Supreme Court of Justice. Therefore, the Court ordered the A.G.I.P. to refrain from starting tax enforcement proceedings or else requesting precautionary measures for such purpose.



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With regard to the Autonomous City of Buenos Aires claims on account of other items, Banco de Galicia y Buenos Aires S.A. adhered to the System for the Settlement of Tax Liabilities in Arrears (Law No. 3,461 and the related regulations), which envisaged the total relief of interest and fines. The Bank's adherence to such system was communicated within the framework of the respective cases before the corresponding judicial authorities. Furthermore, regarding the claims made by the different jurisdictions, Banco de Galicia y Buenos Aires S.A. has been expressing its disagreement regarding these adjustments at the corresponding administrative and/or legal proceedings.

These proceedings and their possible effects are constantly being monitored by Management. Even though Banco de Galicia y Buenos Aires S.A. considers it has complied with its tax liabilities in full pursuant to current regulations, the provisions deemed adequate pursuant to the evolution of each proceeding have been set up.

As regards Compañía Financiera Argentina S.A., the Argentine Revenue Service (AFIP) conducted audits on fiscal years 1998 and 1999, not accepting certain uncollectible loans to be recorded as uncollectible receivables deductible from income tax and minimum presumed income tax. The original amount claimed for taxes by the tax collection authorities totals Ps.2,094.

Since the final resolution of this controversy is still uncertain, provisions have been set up to cover such contingencies.

(g) Reserves for a guarantee of credit-card receivables and for the estimated liability for the insurance of the payment of credit-card balances in the event of the death of the credit-card holders.

As of December 31, 2012, the Argentine Revenue Service (AFIP), the Revenue Board of the Province of Córdoba and the Municipalities are in the process of conducting audits and assessments, with respect to claims made by such agencies, regarding taxes applicable to Credit Card issuing companies. The original amount claimed for such reason, totals approximately Ps.9,881.

Based on the opinions of tax advisors, the companies believe that the above mentioned claims are both legally and technically groundless.

However, since the final outcome of these measures cannot be foreseen, provisions have been set up to cover such contingencies. Therefore, both companies are taking the corresponding administrative and legal steps in order to solve such issues.

(h) Represents contingent commitments in connection with customers classified in categories other than the normal categories under Argentine Banking GAAP.

(i) Represents the difference between the amounts of deposits subject to pesification at Ps. 1.40 and such amounts at the exchange rate as of December 31, 2012.

(j) In accordance with Argentine Central Bank regulations, as a result of the difference between the cost of acquisition and the value of assets and liabilities acquired as of June 30, 2010, consistently valued with those of the Group, a negative goodwill of Ps.450,547 was recorded for Compañía Financiera Argentina S.A. and Ps.15,087 for Cobranzas y Servicios S.A., which were recorded under the caption Liabilities Provisions.

The allocation to income of the negative goodwill is carried out on a straight-line basis over 60 months, taking into account Argentine Central Bank regulations on the subject. Therefore, the negative goodwill recorded for Compañía Financiera Argentina S.A. and Cobranzas y Servicios S.A. were Ps. 239,840 and Ps. 7,968 respectively, as of December 31, 2012.





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**13. Other Liabilities Resulting from Financial Brokerage- Banks and International Entities, and Loans from Domestic Financial Institutions**

The Bank also borrows funds under different credit arrangements from local and foreign banks and international lending agencies as follows:

<u>Description</u>	December 31,	
	2012	2011
Banks and International Entities		
Contractual long-term Liabilities		
Floating Rate Bank Loans 2019	11,547	9,496
International Finance Corporation. (I.F.C.)	222,232	256,399
Other lines from foreign banks	108,181	17,669
<b>Total long-term liabilities</b>	<b>Ps. 341,960</b>	<b>Ps. 283,564</b>
Contractual short-term liabilities:		
Other lines from foreign banks	198,327	1,142,258
<b>Total short-term liabilities</b>	<b>Ps. 198,327</b>	<b>Ps. 1,142,258</b>
<b>Total Banks and International Entities</b>	<b>Ps. 540,287</b>	<b>Ps. 1,425,822</b>
Loans from Domestic Financial Institutions		
Contractual long-term liabilities:		
BICE (Banco de Inversión y Comercio Exterior)	77,151	60,726
Other lines from domestic banks	609,288	538,479
<b>Total long-term liabilities</b>	<b>Ps. 686,439</b>	<b>Ps. 599,205</b>
Contractual short-term liabilities:		
Other lines from credit from domestic banks	418,995	216,046
<b>Total short-term liabilities</b>	<b>Ps. 418,995</b>	<b>Ps. 216,046</b>
<b>Total Domestic Financial Institutions</b>	<b>Ps. 1,105,434</b>	<b>Ps. 815,251</b>
<b>TOTAL</b>	<b>Ps. 1,645,721</b>	<b>Ps. 2,241,073</b>

Accrued interest on the above liabilities in the amount of Ps.14,466 and Ps.10,620 as of December 31, 2012 and 2011, respectively, are included in Others under the caption Other Liabilities Resulting from Financial Brokerage in the accompanying balance sheet.



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As of December 31, 2012, maturities of the above long-term liabilities for each of the following five fiscal years and thereafter were as follows:

Contractual long-term Liabilities	
2013	690,109
2014	185,630
2015	76,090
2016	28,945
2017	20,989
Thereafter	26,636
	Ps. 1,028,399

**14. Other Liabilities Resulting from Financial Brokerage Negotiable Obligations**

The amounts outstanding and the terms corresponding to outstanding negotiable obligations at the dates indicated were as follows, considering their original contractual terms:

	Currency	Maturity	Annual Interest Rate	December 31,	
				2012	2011
Negotiable Obligations (1)					
Long-term liabilities:					
9 % Notes Due 2003 (Semi-annual interest, principal payable at maturity)	US\$	2003	9.00%	6,589	7,057
Banco Galicia- Due 2018 (Semi-annual interest, principal payable at maturity)	US\$	2018	8.75%	1,464,207	1,277,915
Banco Galicia- Subordinated Due 2019 (Semi-annual interest, principal payable at maturity)	US\$	2019	11.00%	1,188,015	984,364
Tarjetas Cuyanas S.A. Class V serie II (Interest quarterly, principal payable at maturity)	Ps.	2013	Badlar + 400 b.p.	77,712	72,626
Tarjetas Cuyanas S.A. Class VI serie I (Interest quarterly, principal payable at maturity)	US\$	2012	7.50%		80,119
Tarjetas Cuyanas S.A. Class VI serie II (Interest quarterly, principal payable at maturity)	US\$	2013	8.50%	36,347	30,380
Tarjetas Cuyanas S.A. S. XVIII (Interest fixed semi-annual interest principal payable every six months)	US\$	2012	12.00%		9,965
Tarjetas Cuyanas S.A. Clase VIII serie II (Quarterly interest, principal payable at maturity)	Ps.	2014	Badlar + 375 b.p.	98,638	

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	Currency	Maturity	Annual Interest Rate	December 31,	
				2012	2011
Tarjetas Cuyanas S.A. Clase IX serie II	Ps.	2014	Badlar + 450 b.p.	102,616	
(Quarterly interest, principal payable at maturity)					
Tarjetas Cuyanas S.A. Clase VII serie II <sup>(5)</sup>	Ps.	2013	Badlar + 280 b.p.	43,628	
(Interest quarterly, principal payable at maturity)					
Tarjetas Naranja S.A. Clase XVII serie I	Ps.	2013	16.25%	34,618	
(Interest fixed, semi-annual interest principal payable every six months)					
Tarjetas Naranja S.A. Clase XVII Serie II	Ps.	2013	Badlar + 210 b.p.	164,247	
(Interest fixed, semi-annual interest, principal payable at maturity)					
Tarjetas Naranja S.A. Clase XVIII Serie II	Ps.	2014	Badlar + 400 b.p.	100,249	
(Quarterly interest, principal payable at maturity)					
CFA Clase VI serie II	Ps.	2014	Badlar + 230 b.p.	70,246	
(Quarterly interest, principal payable at maturity)					
CFA Clase VII serie II	Ps.	2014	Badlar + 375 b.p.	111,104	
(Quarterly interest, principal payable at maturity)					
Grupo Financiero Galicia Class I Serie II	Ps.	2014	Badlar + 359 b.p.	76,075	
Tarjetas Naranja S.A. Class XIII	US\$	2017	9.00%	972,985	843,787
(Interest fixed semi-annual interest, principal payable in 3 annual quotas )					
Tarjetas Naranja S.A. Class XIV Serie II	Ps.	2013	Badlar+340 b.p.	26,117	77,650
(Interest quarterly, principal payable at maturity)					
Tarjetas Naranja S.A. Class XVI Serie I	US\$	2012	7.5%		91,419
(Interest fixed, payable quarterly, principal payable at maturity)					
Tarjetas Naranja S.A. Class XIX Serie II	US\$	2014	Badlar+419 b.p.	111,299	
(Interest quarterly, principal payable at maturity)					
Tarjetas Naranja S.A. Class XVI Serie II	US\$	2013	8.75%	68,658	59,655

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	Currency	Maturity	Annual Interest Rate	December 31,	
				2012	2011
(Interest fixed, payable quarterly, principal payable at maturity)					
CFA ON Clase III Serie II	Ps.	2012	Badlar+408 b.p		42,315
(Quarterly interest, principal payable every 3 months)					
CFA ON Clase IV	Ps.	2013	Badlar+400 b.p.	100,640	100,569
(Quarterly interest, principal payable at maturity)					
CFA ON Clase V serie II	Ps.	2013	Badlar+425 b.p.	61,707	62,555
(Quarterly interest, principal payable at maturity)					
Grupo Financiero Galicia Class II Serie II	US\$	2012	8.00%		78,089
(Interest fixed semi-annual interest, principal payable at maturity)					
Grupo Financiero Galicia Class II Serie III	US\$	2013	9.00%	132,062	109,633
(Interest fixed semi-annual interest, principal payable at maturity)					
TOTAL		Ps.		5,047,759	3,927,196

	Currency	Maturity	Annual Interest Rate	December 31,	
				2012	2011
Short-term liabilities:					
Tarjeta Naranja S.A. ON Clase XIV Serie I	Ps.	2012	13.50%		20,040
(Interest fixed, payable quarterly, principal payable at maturity)					
Tarjetas Naranja S.A. Class XV	Ps.	2012	Badlar + 375 b.p.		61,651
(Interest quarterly, principal payable at maturity)					
Tarjetas Cuyanas S.A. S. IV	Ps.	2012	Badlar + 285 b.p.		48,333
(Interest quarterly, principal payable at maturity)					
Tarjetas Cuyanas S.A. Class V serie I	Ps.	2012	14.00%		12,776
(Interest quarterly, principal payable at maturity)					
CFA Class V S I	Ps.	2012	Badlar + 325 b.p.		84,560
(Quarterly interest, principal payable at maturity)					
Tarjeta Naranja Clase XVIII Serie I	Ps.	2013	17.70%	46,328	
(Quarterly interest, principal payable at maturity)					
Tarjeta Naranja Clase XIX Serie I	Ps.	2013	19.00%	52,633	

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	Currency	Maturity	Annual Interest Rate	December 31,	
				2012	2011
(Quarterly interest, principal payable at maturity)					
Tarjetas Cuyanas S.A. Clase VIII serie I	Ps.	2013	17.75%	49,552	
(Quarterly interest, principal payable at maturity)					
Tarjetas Cuyanas S.A. Clase IX serie I	Ps.	2013	19.25%	33,404	
(Quarterly interest, principal payable at maturity)					
CFA Clase VI serie I	Ps.	2013	15.50%	81,157	
(Quarterly interest, principal payable at maturity)					
CFA Clase VII serie I	Ps.	2013	17.90%	48,770	
(Quarterly interest, principal payable at maturity)					
TOTAL		Ps.		311,844	227,360
Total Negotiable Obligations		Ps.		5,359,603	4,154,556

(1) Only principal, except for Subordinated Obligations which include accrued interest for Ps. 62,003.

As of December 31, 2012 and 2011, interest and principal on all of the above debt securities denominated in U.S. dollars were payable in U.S. dollars except for Tarjeta Naranja s Class IV, IX and XVI Notes and Tarjetas Cuyanas Class XVIII Notes, which were payable in Pesos.

Accrued interest on the above liabilities for Ps.107,584 and Ps.75,077 as of December 31, 2012 and 2011, respectively, was included in Other under the caption Other Liabilities Resulting from Financial Brokerage in the accompanying balance sheet.

Long-term negotiable obligations as of December 31, 2012 mature as follows:

	Maturity Long Term
Past Due (*)	6,589
2013	810,749
2014	594,199
2015	328,000
2016	328,000
2017	328,000
Thereafter	2,652,222
	5,047,759

(\*) Corresponds to past due debt not yet restructured.

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**15. Balances in Foreign Currency.**

The balances of assets and liabilities denominated in foreign currencies (principally in U.S. dollars(\*)) were as follows:

	December 31,		
	2012		2011
<b>Assets:</b>			
Cash and due from banks	Ps. 3,589,051	Ps.	2,769,587
Government and private securities	247,158		57,335
Loans	2,690,252		4,290,584
Other receivables resulting from financial brokerage	640,479		553,188
Assets under financial leases	32,624		35,787
Equity investments in other companies	23,712		2,212
Miscellaneous receivables	23,472		44,648
Bank, premises and equipments	123		345
Miscellaneous assets			22
Unallocated items			43
Other assets	557		17
<b>Total</b>	<b>Ps. 7,247,428</b>	<b>Ps.</b>	<b>7,753,768</b>
<b>Liabilities:</b>			
Deposits	Ps. 3,132,653	Ps.	4,535,817
Other liabilities resulting from financial brokerage	4,030,942		5,668,794
Miscellaneous liabilities	13,994		21,143
Subordinated Negotiable Obligations	1,188,015		984,364
Provisions	6,112		17,278
Unallocated items	161		286
Other Liabilities	2,763		115
<b>Total</b>	<b>Ps. 8,374,640</b>	<b>Ps.</b>	<b>11,227,797</b>

(\*) Exchange rate was 4.9173 as of December 31, 2012 and 4.3032 as of December 31, 2011

The Group covers its foreign currency mismatch through foreign currency futures transactions. These transactions are carried out through auto-regulated markets (MAE / ROFEX) and with customers.

**16. Transactions with Related Parties**

The Group has granted loans to certain related parties including related officers, equity-method investees and consolidated companies. Total loans outstanding as of December 31, 2012 and 2011, amounted to Ps.222,743 and Ps.139,402, respectively, and the change from December 31, 2011 to December 31, 2012, reflects payments amounting to Ps.14,478 and advances of Ps.96,162. Furthermore, there were foreign exchange



differences of Ps.1,657 on the above-mentioned portfolio between those dates.

Such loans were made in the ordinary course of business at normal credit terms, including interest rates and collateral requirements, and, in management's opinion, such loans represent normal credit risk.

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**17. Breakdown of Captions Included in the Income Statement.**

	December 31,		
	2012	2011	2010
<b>Financial Income</b>			
Interest on other receivables resulting from financial brokerage:			
Interest on purchased certificates of deposits	31,537	25,383	11,684
Advance payment leasing	7,006	5,064	1,968
Other	6,874	4,139	1,786
	Ps. 45,417	Ps. 34,586	Ps. 15,438
<b>Other</b>			
Premiums on forward purchases of Government securities under repos	74,965	49,465	29,584
Interest on pre-export and export financing	96,554	87,992	73,298
Result from other credits by financial brokerage		5,586	4,543
Net position of forward transactions in pesos	26,023	616	
Other		606	223
	Ps. 197,542	Ps. 144,265	Ps. 107,648
<b>Financial Expenses</b>			
Interest on other liabilities resulting from financial brokerage:			
Interest on negotiable obligations	424,067	238,791	92,980
Interest on other liabilities resulting from financial brokerage from other banks and international entities	183,461	111,619	72,624
	Ps. 607,528	Ps. 350,410	Ps. 165,604
<b>Other interest</b>			
Interest for other deposits	47,780	25,726	6,360
Other	6,806	173	7
	Ps. 54,586	Ps. 25,899	Ps. 6,367
<b>Other</b>			
Premiums on repo transactions	34,592	28,595	13,169
Contributions and taxes on financial income	572,598	367,392	236,792
Net position of forward transactions in pesos			48,630
Other	48,195	11,437	627
	Ps. 655,385	Ps. 407,424	Ps. 299,218

<b>Income from services</b>			
Other			
Commissions on credit cards	1,892,698	1,479,306	1,127,881
Safety rental	98,720	72,283	51,248
Insurance premiums	163,702	11,614	337
Other	447,169	291,038	89,020

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	2012	December 31, 2011	2010
	Ps.	Ps.	Ps.
	2,602,289	1,854,241	1,268,486
<b>Expenses for services</b>			
Other			
Gross revenue taxes	258,251	186,980	131,260
Linked with credit cards	393,236	329,175	295,150
Other	165,993	94,458	14,946
	Ps. 817,480	Ps. 610,613	Ps. 441,356
<b>Administrative expenses</b>			
Other operating expenses			
Rentals	163,587	125,805	85,551
Electricity and communications	191,664	135,573	106,439
Maintenance and repair expenses	127,795	96,394	67,274
Security Services	165,512	116,393	75,707
Other operating expenses	65,624	52,131	38,670
	Ps. 714,182	Ps. 526,296	Ps. 373,641
<b>Miscellaneous income</b>			
Income from Sale of Bank Premises and Equipment	835	1,489	641
Income from Transactions with Miscellaneous Assets	4,447	1,910	4,583
Leases	1,977	1,330	2,376
Adjustments and Interest on miscellaneous receivables	54,129	67,488	25,375
Others	58,283	67,067	50,736
	Ps. 119,671	Ps. 139,284	Ps. 83,711
<b>Miscellaneous losses</b>			
Adjustment to Interest on Miscellaneous Liabilities	679	811	2,296
Donations	14,829	11,411	5,961
Turnover Tax	5,884	5,697	1,995
Claims	8,189	6,355	3,412
Others	30,154	21,754	17,991
	Ps. 59,735	Ps. 46,028	Ps. 31,655

**18. Income Taxes.**

Income tax for the fiscal years ended December 31, 2012, 2011 and 2010, amounted to Ps.789,278, Ps. 753,863 and Ps. 258,191, respectively. The statutory income tax rate as of December 31, 2012, 2011 and 2010 was 35%.

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As of December 31, 2012 and 2011, the consolidated Group's MPIT available to credit against future income tax amounts to Ps.15,022 and Ps186,408, respectively. Such MPIT expire over the following ten years.

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**19. Shareholders Equity and Restrictions Imposed on the Distribution of Dividends.**

The distribution of retained earnings in the form of dividends is governed by the Corporations Law and CNV regulations. These rules obligate Grupo Galicia to transfer 5% of its net income to a legal reserve until the reserve reaches an amount equal to 20% of the company's capital stock.

In the case of Banco Galicia, Argentine Central Bank rules require 20% of the profits shown in the income statement plus (less) prior year adjustments to be allocated to a legal reserve.

This proportion applies regardless of the ratio of the legal reserve to the capital stock. Should the legal reserve be used to absorb losses, dividends shall be distributed only if the value of the legal reserve exceeds 20% of the capital stock plus the capital adjustment.

The Argentine Central Bank set rules for the conditions under which financial institutions can make the distribution of profits. According to the new scheme, profits can be distributed as long as results of operations are positive after deducting not only the Reserves, that may be legally and statutory required, but also the following items from Unappropriated Retained Earnings: The difference between the book value and the market value of public sector assets and/or debt instruments issued by the Argentine Central Bank not valued at market price, the amounts capitalized for lawsuits related to deposits and any unrecorded adjustments required by the external auditors or the Argentine Central Bank.

Moreover, in order that a financial institution be able to distribute profits, said institution must comply with the capital adequacy rule, i.e. with the calculation of minimum capital requirements and the regulatory capital.

For these purposes, this shall be done by deducting from its assets and Unappropriated Retained Earnings all the items mentioned in the paragraph above, as well as the asset recorded in connection with the minimum presumed income tax and the amounts allocated to the repayment of long-term debt instruments subject to be computed as computable regulatory capital (R.P.C., as per its initials in Spanish) pursuant to Communiqué A 4576.

Moreover, in such calculation, a financial institution shall not be able to compute the temporary reductions that affect minimum capital requirements, computable regulatory capital or its capital adequacy.

In addition to the above-mentioned, the Argentine Central Bank requires that computable capital be in excess over the minimum capital requirements, equal to 75%, the latter including the requirement with regard to operational risk determined as from February 2012, which is computed at 100%.

Regulations in force until January 27, 2012 set such percentage at 30% and did not consider the requirement with regard to operational risk. Such additional capital requirement shall be 15% of the average of financial income and net income from services corresponding to the last 36 months before the calculation date, excluding some items that are considered extraordinary or not closely related to operational capacity. The Argentine Central Bank has set forth compliance with such requirement gradually, reaching 100% in December 2012.

Distribution of profits shall require the prior authorization of the Argentine Central Bank's Superintendence of Financial and Foreign Exchange Institutions, whose intervention shall have the purpose of verifying the aforementioned requirements have been fulfilled.

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Tarjeta Naranja S.A.'s Ordinary and Extraordinary Shareholders' Meeting held on March 16, 2006 decided to set the maximum limit for the distribution of dividends at 25% of the realized and liquid profits of each fiscal year. This restriction shall remain in force as long as the company's shareholders' equity is below Ps. 300,000.

Tarjeta Naranja S.A. has agreed, pursuant to the terms and conditions of the Class XIII Negotiable Obligations not to distribute dividends that may exceed 50% of the company's net income. This restriction also applies in the case there is any excess on certain indebtedness ratios.

**20. Minimum Capital.**

Grupo Financiero Galicia is not subject to the minimum capital requirements established by the Argentine Central Bank.

In addition, Grupo Financiero Galicia meets the minimum capital requirements established by the Corporations Law, which amount to Ps.100.

Pursuant to Argentine Central Bank regulations, Banco Galicia is required to maintain a minimum capital, which is calculated by weighting the risks related to assets and to the balances of bank premises and equipment and miscellaneous and intangible assets.

As called for by Argentine Central Bank regulations, as of December 31, 2012 and 2011, the minimum capital requirements were as follows:

	Minimum Capital	Computable Capital	Computable Capital as a % of Minimum Capital
December 31, 2012	Ps. 4,265,382	Ps. 5,610,375	131.53
December 31, 2011	Ps. 2,860,486	Ps. 4,416,112	154.38

The Argentine Central Bank introduced some modifications to the determination of the regulation on Minimum Capital Requirements for Financial Institutions.

The modifications with regard to the minimum capital requirements associated to credit risk have been in force since January 1, 2013, while those associated to computable regulatory capital (R.P.C., as per its initials in Spanish) have been in force since February 1, 2013.

Banco Galicia's analysis indicates that these changes will not have a significant impact.

**21. Earnings per Share.**

Earnings per share are based upon the weighted average of common shares outstanding of Grupo Galicia in the amount of 1,241,407 for the fiscal years ended December 31, 2012, 2011 and 2010.

Earnings per share for the fiscal years ended December 31, 2012, 2011 and 2010, were 1.076, 0.892 and 0.329, respectively.

As of December 31, 2012, 2011 and 2010, there were no outstanding dilutive instruments and therefore for the purposes of calculating earnings per share Grupo Galicia had a simple capital structure.





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**22. Contribution to the Deposit Insurance System.**

Law No. 24,485 and Decree No. 540/95 established the creation of the Deposit Insurance System to cover the risk attached to bank deposits, in addition to the system of privileges and safeguards envisaged in the Financial Institutions Law.

The National Executive Branch through Decree No. 1127/98 dated September 24, 1998 established the maximum amount for this insurance system to demand deposits and time deposits denominated either in Pesos and/or in foreign currency. As from January 2011, said amount has been established at Ps. 120.

This system does not cover deposits made by other financial institutions (including time deposit certificates acquired through a secondary transaction), deposits made by parties related to Banco Galicia, either directly or indirectly, deposits of securities, acceptances or guarantees and those deposits set up after July 1, 1995, at an interest rate exceeding the one established regularly by the Argentine Central Bank based on a daily survey conducted by it. Also excluded are those deposits whose ownership has been acquired through endorsement and those placements made as a result of incentives other than the interest rate. This system has been implemented through the creation of the Deposit Insurance Fund ( FGD ), which is managed by a company called Seguros de Depósitos S.A. (SEDESA). The shareholders of SEDESA are the Argentine Central Bank and the financial institutions, in the proportion determined for each one by the Argentine Central Bank based on the contributions made to the fund.

As of January 1, 2005, the Argentine Central Bank set this contribution in 0.015%.

As of December 31, 2012, 2011 and 2010, the standard contribution to the Deposits Insurance System amounted to Ps. 57,316, 44,874 and Ps.31,839, respectively, recorded in the Consolidated Statements of Income in Financial Expenses under the caption Contributions made to Deposit Insurance Fund .

**23. Statements of Income and Balance Sheets.**

The presentation of financial statements according to the Argentine Central Bank rules differs significantly from the format required by the Securities and Exchange Commission under Rules 210.9 to 210.9-07 of Regulation S-X (Article 9). The statement of income presented below discloses the categories required by Article 9 using Argentine Banking GAAP:

	2012	December 31, 2011	2010
<b>Interest income:</b>			
Interest and fees on loans	Ps. 8,189,439	Ps. 5,307,748	Ps. 3,174,796
Interest and dividends on investment securities:			
Non taxable interest income	264,436	235,187	21,263
Interest on interest bearing deposits with other banks	70	565	746
Interest on other receivables from financial brokerage	239,633	172,050	135,620
Trading account interest, net	579,764	457,737	318,121
<b>Total interest income</b>	<b>Ps. 9,273,342</b>	<b>Ps. 6,173,287</b>	<b>Ps. 3,650,546</b>

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**Interest expense**

Interest on deposits	2,246,915	1,307,826	766,710
Interest on securities sold under agreements to repurchase	34,592	28,595	13,169
Interest on short-term liabilities from financial intermediation	55,427	28,254	77,350
Interest on long-term liabilities from financial intermediation (*)	733,126	483,382	235,985
<b>Total interest expense</b>	<b>3,070,060</b>	<b>1,848,057</b>	<b>1,093,214</b>
Net interest income	6,203,282	4,325,230	2,557,332
Provision for loan losses, net of reversals	1,115,940	639,045	445,833
Net interest income after provision for loan losses	Ps. 5,087,342	Ps. 3,686,185	Ps. 2,111,499

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	<b>December 31,</b>		
	<b>2012</b>	<b>2011</b>	<b>2010</b>
<b>Non-interest income:</b>			
Service charges on deposit accounts	Ps. 646,962	Ps. 471,354	Ps. 323,328
Credit-card service charges and fees	1,793,157	1,350,887	981,215
Other commissions	2,083,574	1,692,671	1,188,063
Income from equity in other companies	117,420	132,696	62,054
Premiums and commissions on insurance business	651,871	457,447	255,608
Other	35,493	82,327	127,723
<b>Total non-interest income</b>	<b>Ps. 5,328,477</b>	<b>Ps. 4,187,382</b>	<b>Ps. 2,937,991</b>
<b>Non-interest expense:</b>			
Commissions	1,195,647	881,586	601,797
Salaries and social security charges	2,784,715	2,008,234	1,382,145
Fees and external administrative services	678,425	503,108	294,051
Depreciation of bank premises and equipment	117,246	92,942	76,899
Personnel services	158,130	124,156	89,345
Rentals	163,587	125,805	85,551
Electricity and communications	191,664	135,573	106,439
Advertising and publicity	359,251	280,486	189,596
Taxes	1,329,765	935,030	608,485
Amortization of organization and development expenses	198,747	104,597	63,132
Maintenance and repair expenses	127,795	96,394	67,274
Amortization of Amparo claims	16,452	6,933	280,946
Other Provisions and reserves	166,991	87,622	102,387
Other	615,508	459,333	330,018
<b>Total non-interest expense</b>	<b>Ps. 8,103,923</b>	<b>Ps. 5,841,799</b>	<b>Ps. 4,278,065</b>
<b>Income before tax expense</b>	<b>2,311,896</b>	<b>2,031,768</b>	<b>771,425</b>
<b>Income tax expense</b>	<b>789,278</b>	<b>753,863</b>	<b>258,191</b>
<b>Net Income</b>	<b>Ps. 1,522,618</b>	<b>Ps. 1,277,905</b>	<b>Ps. 513,234</b>
Less: Net Loss attributable to non-controlling interest	186,403	170,962	104,333
<b>Net Income attributable to Controlling interest</b>	<b>Ps. 1,336,215</b>	<b>Ps. 1,106,943</b>	<b>Ps. 408,901</b>
<b>Net income per Ordinary Share in Argentine Pesos</b>	<b>1.076</b>	<b>0.892</b>	<b>0.329</b>

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Argentine Central Bank rules also require certain classifications of assets and liabilities, which are different from those required by Article 9. The following balance sheet presents Grupo Galicia's balance sheet as of December 31, 2012 and 2011, as if they had followed Article 9 balance sheet disclosure requirements using Argentine Banking GAAP.

	December 31,	
	2012	2011
<b>Assets:</b>		
Cash and due from banks	Ps. 8,357,331	Ps. 6,430,617
Interest-bearing deposits in other banks	277,528	65,981
Federal funds sold and securities purchased under resale agreements or similar agreements	122,544	1,631,035
Trading account assets	3,448,310	5,295,723
Investment securities	3,208,173	2,808,772
Loans	43,298,190	31,591,420
Allowances for loan losses	(1,731,954)	(1,283,953)
Miscellaneous receivables	822,593	762,489
Bank Premises and Equipment	1,191,509	1,034,692
Intangible Assets	1,085,017	722,771
Other assets	3,572,953	2,445,497
<b>Total assets</b>	<b>Ps. 63,652,194</b>	<b>Ps. 51,505,044</b>
<b>Liabilities and Shareholders' Equity:</b>		
Deposits	Ps. 39,668,393	Ps. 29,899,642
Short-term borrowing	929,166	1,585,664
Other liabilities	506,669	409,195
Amounts payable for spot and forward purchases to be settled	434,784	564,045
Other liabilities resulting from financial brokerage	8,223,250	8,263,663
Long-term debt	6,076,158	4,809,965
Miscellaneous Liabilities	1,773,553	1,316,297
Contingent liabilities	468,223	575,644
<b>Total Liabilities</b>	<b>58,080,196</b>	<b>47,424,115</b>
Common Stock	1,241,407	1,241,407
Other stockholders' equity	3,628,671	2,310,208
Non-controlling Interest	701,920	529,314
<b>Total Shareholders' Equity</b>	<b>5,571,998</b>	<b>4,080,929</b>
<b>Total Liabilities and Equity</b>	<b>Ps. 63,652,194</b>	<b>Ps. 51,505,044</b>



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The carrying value and market value of each classification of Investment securities in the Article 9 balance sheet were as follows:

	Carrying value	December 31, 2012 Unrealized		Market value	Carrying value	December 31, 2011 Unrealized		Market value
		Gains	Losses			Gains	Losses	
Securities issued by the National Government								
Bonar 2015 Bonds	558,045	191,135		601,045	779,731	294,145		849,254
GalTrust I	754,390	536,744		754,390	720,710	503,064		720,710
Other Debt Securities and Certificates of Participation								
Almafuerte Special Fund	176,173	8,917		176,173	174,091	3,602		177,693
Other assets	1,719,565			1,719,565	1,134,240			1,134,240
<b>TOTAL</b>	Ps. 3,208,173	Ps. 736,796		Ps. 3,251,173	Ps. 2,808,772	Ps. 800,811		Ps. 2,881,897

The maturities as of December 31, 2012, of the Investment securities included in the Article 9 balance sheet were as follows:

	Carrying Value	December 31, 2012			
		Maturing within 1 year	Maturing after 1 year but within 5 years	Maturing after 5 years but within 10 years	Maturing after 10 years
Bonar 2015 Bonds Investments	558,045	185,941	372,104		
Galtrust I	754,390	39,317	686,937	28,136	
Almafuerte Special Fund	176,173	10,039	166,134		
Other assets	1,719,565	1,123,054	365,683	168,548	62,280
<b>TOTAL</b>	Ps. 3,208,173	1,358,351	1,590,858	196,684	62,280

The following table presents realized gains and losses from AFS securities:

Year ended December 31,	2012	2011	2010
Proceeds from sales			2,376,489

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Gross realized gains			971,680
Net unrealized gains / (losses)	(64,015)	39,170	567,566

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**24. Operations by Geographical Segment.**

The main financial information, classified by country where transactions originate, is shown below. Most of the transactions originated in the Republic of Uruguay were with Argentine citizens and enterprises, and were denominated in U.S. dollars. Transactions between different geographical segments have been eliminated for the purposes of this Note.

	2012	December 31, 2011	2010
Total revenues:(*)			
Republic of Argentina	Ps. 15,316,558	Ps. 10,846,006	Ps. 6,868,807
Republic of Uruguay	2,362	16,063	8,195
Grand Cayman Island	4,973	4,732	940
Net income (loss), net of monetary effects allocable to each country:			
Republic of Argentina	1,339,953	1,107,687	418,066
Republic of Uruguay	(2,734)	(3,967)	(8,647)
Grand Cayman Island	(1,004)	3,223	(518)
Total assets:			
Republic of Argentina	63,389,181	51,102,871	35,538,519
Republic of Uruguay	68,008	88,918	167,749
Grand Cayman Island	1,082	1,237	1,795
Bank Premises and Equipment			
Republic of Argentina	1,191,509	1,034,670	947,648
Republic of Uruguay		22	419
Miscellaneous assets			
Republic of Argentina	184,740	163,063	81,363
Republic of Uruguay		43	40
Goodwill			
Republic of Argentina	8,888	10,827	23,467
Other intangible assets			
Republic of Argentina	1,076,129	711,944	430,648
Republic of Uruguay			
Geographical segment assets as a percentage of total assets			
Republic of Argentina	99.89%	99.83%	99.53%
Republic of Uruguay	0.11%	0.17%	0.47%
Grand Cayman Island			

(\*) The caption Revenues includes financial income, income from services, income from insurance activities and miscellaneous income.



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**25. Financial Instruments with Off-Balance Sheet Risk.**

The Group has been party to financial instruments with off-balance sheet risk in the normal course of its business in order to meet the financing needs of its customers. These instruments expose the Bank to credit risk above and beyond the amounts recorded in the consolidated balance sheets. These financial instruments include commitments to extend credit, standby letters of credit, guarantees granted and acceptances.

The Group uses the same credit policies in making commitments, conditional obligations and guarantees as it does for granting loans. In management's opinion, the Group's outstanding commitments and guarantees do not represent unusual credit risk.

The Group's exposure to credit loss in the event of non-performance by the counterparty to the financial instrument for commitments to extend credit, standby letters of credit, guarantees granted and acceptances is represented by the contractual notional amount of those investments.

A summary of the credit exposure related to these items is shown below:

	December 31,			
	2012		2011	
Commitments to extend credit	Ps.	3,732,287	Ps.	2,552,994
Standby letters of credit		671,231		403,734
Guarantees granted		345,574		333,976
Acceptances		88,546		116,370

Commitments to extend credit are agreements to lend to a customer at a future date, subject to the meeting of the contractual terms. Commitments generally have fixed expiration dates or other termination clauses and may require payment of a fee. Since many of the commitments are expected to expire without being drawn upon, total commitment amounts do not necessarily represent actual future cash requirements of the Group. The Group evaluates each customer's creditworthiness on a case-by-case basis. In addition to the above commitments, as of December 31, 2012 and 2011, the available purchase limits for credit card holders amounted to Ps.53,251,404 and Ps. 36,378,671, respectively.

Standby letters of credit and guarantees granted are conditional commitments issued by the Group to guarantee the performance of a customer to a third party.

Acceptances are conditional commitments for foreign trade transactions.

The credit risk involved in issuing letters of credit and granting guarantees is essentially the same as that involved in extending loan facilities to customers. In order to grant guarantees to its customers, the Group may require counter-guarantees. These financial customer guarantees are classified by type, as follows:

	December 31,			
	2012		2011	
Preferred counter-guarantees	Ps.	16,848	Ps.	12,688
Other counter-guarantees		76,940		99,698



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The Group accounts for checks drawn on it and other banks, as well as other items in process of collection, such as notes, bills and miscellaneous items, in memorandum accounts until such time when the related item clears or is accepted. In management's opinion, the risk of loss on these clearing transactions is not significant. The amounts of clearing items in process were as follows:

	December 31,	
	2012	2011
Checks drawn on the Bank	Ps. 984,235	Ps. 421,273
Checks drawn on the other Bank	1,154,848	659,759
Bills and other items for collection	6,527,907	4,716,946

As of December 31, 2012 and 2011, the trusts' funds amounted to Ps.5,192,257 and Ps. 3,265,680, respectively.

In addition, the Group had securities in custody, which as of December 31, 2012 and 2011, amounted to Ps. 16,640,504 and Ps. 11,825,332, respectively.

As of December 31, 2012, the Group also has off-balance sheet contractual obligations arising from the leasing of certain properties used as a part of our distribution network. The estimated future lease payments in connection with these properties are as follows:

2013	114,260
2014	137,113
2015	165,735
2016	196,945
2017	217,777
2018 and After	490,788
<b>Total</b>	<b>1,322,618</b>

**26. Derivative Financial Instruments**

The Group's management of financial risks is carried out within the limits of the policies approved by the Board of Directors. Under those policies, derivatives are allowed, depending on market conditions, to adjust risk exposures to the established limits, thus contributing to keep such exposures within the parameters set forth by said policies. The Group plans to continue to use these instruments in the future, as long as their use is favorably assessed, in order to limit certain risk exposures.

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The derivative instruments held by the Group as of December 31, 2012 and 2011 were as follows:

Type of Contract	Underlying	Average Weighted Maturity Term	Notional Amount as of December 31, 2012	Net Book Value as of December 31, 2012 Asset / (Liability)	Net Book Value as of December 31, 2011 Asset / (Liability)	Fair Value as of December 31, 2012	Fair Value as of December 31, 2011
<b>FORWARDS (a)</b>							
- Purchases	Foreign currency	2 months	3,586,121	(1,114)	(2,794)	(1,114)	(2,794)
- Sales	Foreign currency	2 months	1,546,126	1,484	3,035	1,484	3,035
<b>FUTURES (b)</b>							
- Purchases	Interest Rate	1 months	20,000				
- Sales	Interest Rate	2 months	102,000				
<b>FORWARDS - CLIENTS (c)</b>							
- Purchases	Foreign currency	2 months	247,349	(985)	(768)	(985)	(768)
- Sales	Foreign currency	2 months	272,839	852	8,372	852	8,372
<b>FORWARD FOREIGN CURRENCY HEDGE CONTRACT (d)</b>							
- Purchases	Foreign currency				(860)		(860)
- Purchases	Foreign currency				(467)		(467)
- Purchases	Foreign currency				(1,024)		(1,024)
- Purchases	Foreign currency				(2,160)		(2,160)
<b>OPTIONS (e)</b>							
- Put option written Boden 2013 coupon	National government securities	18 months	31,106				
- Gold call options bought	National government securities	5 months	81,560				
- Gold call options written	National government securities	5 months	89,768				
<b>INTEREST RATE SWAP (f)</b>							
-Fixed for variable interest rate	Other	3 months	125,000				
-Variable for fixed interest rate	Other	4 months	146,000				
<b>INTEREST RATE SWAP (g) clients</b>							
-Fixed for variable interest rate	Other	14 months	22,955	(246)		(246)	
-Variable for fixed interest rate	Other	15 months	110,000	204		204	

(a) These transactions are made through recognized exchange markets, such as Mercado Abierto Electrónico (MAE) and Mercado a Término de Rosario (ROFEX).



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The general settlement method for these transactions does not require delivery of the traded underlying notional, rather, settlement is carried out on a daily basis for the difference, if any, between the closing price of the underlying and the closing price or value of the underlying corresponding to the previous day, the difference in price being charged to income.

As of December 31, 2012 there are pending purchases-sales forwards transactions amounting to Ps (1,114) and Ps. 1,484 , respectively.

As of December 31, 2011 there are pending purchases-sales forwards transactions amounting to Ps (2,794) and Ps. 3,035, respectively.

(b) These transactions are conducted within the trading environment created by the M,A,E. The underlying is the Badlar rate for time deposits of 30 to 35 days and of more than one million Pesos of private banks. Settlement is carried on a daily basis for the difference between the forward price or value of the traded underlying asset and the closing price or value, the difference in price being charged to income.

In case balances pending settlement exist, they are recorded under Other Receivables from Financial Brokerage and/or Other Liabilities Resulting from Financial Brokerage , as the case may be.

As of December 31, 2012 and 2011, there are not pending amounts recorded for purchases-sales futures transactions.

(c) These transactions have been conducted directly with customers. The Group records under Other Receivables from Financial Brokerage and / or Other Liabilities Resulting from Financial Brokerage , as the case may be, the difference between the agreed foreign currency exchange rate and such exchange rate at the end of the year according with the future prices published by Rofex.

(d) The Group entered into forward foreign currency hedge contracts, aimed to hedge the risk associated with the exchange rate exposure of financial debt designated in U.S. Dollars.

The settlement of the outstanding transactions at the settlement date shall be carried out without the physical delivery of the currency. That is to say, it shall be by compensation or difference between the spot exchange rate for settlement and the forward exchange rate.

(e) Put options: As established by Decree 1836/02 and Argentine Central Bank regulations, in connection with the second exchange offered by the government to exchange restructured deposits for government bonds, the Bank granted an option to sell coupons to the holders of restructured deposits certificates who had opted to receive Boden 2013 Bonds and Boden 2012 Bonds in exchange for their certificates.

The exercise price will be equal to that resulting from converting to pesos the face value of each coupon in U.S. dollars at a rate of Ps. 1.40 per U.S. dollar adjusted by applying the CER, which arises from comparing the index at February 3, 2002 to that corresponding to the due date of the coupon. That value shall in no case exceed the principal and interest amounts in pesos resulting from applying the face value of the coupon in U.S. dollars at the buying exchange rate quoted by Banco de la Nación Argentina (Banco Nación) on the payment date of that coupon.

As of December 31, 2012 and 2011, the options bought and sold were recorded at their exercise price in memorandum accounts. The premiums collected and/or paid have been accrued on a straight-line basis over the life of the contract.

Call options: These transactions have been conducted with the purpose of hedging the variable yield of the deposits received by the Bank and set forth by the Argentine Central Bank.



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The deposit date, the term to exercise the option and the underlying asset are the as than those for the related deposit. Notional amounts have been computed so that the offset value of derivative instruments is similar to the variable yield of the investment. Changes in the value of the underlying asset at the time of the arrangement and at fiscal year-end, equivalent to the variable yield, have been recognized in Income and are recorded under Other Receivables Resulting from Financial Brokerage and/or under Other Liabilities Resulting from Financial Brokerage , as appropriate. Premiums received and/or paid have accrued on a straight-line basis during the currency of the agreement.

As of December 31, 2012, call options bought and written totaled Ps.81,560 and Ps. 89,768, respectively. These options have been recorded under Memorandum Accounts Debit-Derivatives Notional Value of Call Options Bought and under Memorandum Accounts Credit-Derivatives Notional Value of Call Options Written .

(f) These transactions are conducted within the environment created by the MAE, and the settlement thereof is carried out on a monthly basis, in pesos, for the difference between the cash flows calculated using a variable rate (Badlar for time deposits of 30 to 35 days of private banks) and the cash flows calculated using a fixed rate, or vice versa, on the notional value traded, the difference in price being charged to income.

In case accrued balances pending settlement exist, they are recorded under Other Receivables from Financial Brokerage and/or Other Liabilities Resulting from Financial Brokerage , as the case may be.

(g) These transactions have been conducted directly with customers pursuant to the above mentioned conditions.

**27. Disclosure about Fair Value of Financial Instruments.**

ASC 825, Disclosures about Fair Value of Financial Instruments requires disclosures of estimates of fair value of financial instruments. These estimates were made at the end of December 2012 and 2011. Because many of the Bank's financial instruments do not have a readily trading market from which to determine fair value, the disclosures are based upon estimates regarding economic and current market conditions and risk characteristics. Such estimates are subjective and involve matters of judgment and, therefore, are not precise and may not be reasonably comparable to estimates of fair value for similar instruments made by other financial institutions.

The estimated fair values do not include the value of assets and liabilities not considered financial instruments.

In order to determine the fair value, cash flows were discounted for each category or group of loans having similar characteristics, based on credit risk, guarantees and/or maturities, using rates offered for similar loans by the Bank as of December 31, 2012 and 2011, respectively.



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	<b>December 31, 2012</b>				
	Book Value	Fair Value	Level 1	Level 2	Level 3
<b>Derivative activities: (see Note 26)</b>					
Assets	Ps. 2,540	Ps. 2,540	Ps. 1,688	Ps. 852	Ps.
Liabilities	2,345	2,345	1,360	985	
<b>Non derivative activities:</b>					
Assets:					
Cash and due from banks (1)	Ps. 8,345,015	Ps. 8,345,015	Ps. 8,345,015		Ps.
Government securities (2)					
At fair market value	118,655	118,655	118,655		
At acquisition cost plus IRR	3,508,301	3,553,087	3,309,598		243,489
Private Securities	188	188	188		
Loans (3)	42,592,979	43,481,056			43,481,056
Others (4)	4,539,610	4,430,428	727,433		3,702,995
Liabilities:					
Deposits (5)	Ps. 39,945,180	Ps. 39,943,527	Ps.		Ps. 39,943,527
Other liabilities resulting from financial Intermediation:					
Banks and international entities and Loans from Domestic Financial Institutions (6) and					
Negotiable obligations (7)	7,136,525	6,728,040	2,281,072		4,446,968
Others (8)	Ps. 7,142,787	Ps. 7,131,569	Ps. 161,220		Ps. 6,970,349
	<b>December 31, 2011</b>				
	Book Value	Fair Value	Level 1	Level 2	Level 3
<b>Derivative activities: (see Note 26)</b>					
Assets	Ps. 11,407	Ps. 11,407	Ps. 3,035	Ps. 8,372	Ps.
Liabilities	8,073	8,073	2,794	5,279	
<b>Non derivative activities:</b>					
Assets:					
Cash and due from banks (1)	Ps. 6,418,891	Ps. 6,418,891	Ps. 6,418,891		Ps.
Government securities (2)					
At fair market value	2,370,139	2,370,139	2,370,139		
At acquisition cost plus IRR	2,857,596	2,886,192	2,886,192		
Private Securities	3,128	3,128	3,128		
Loans (3)	30,904,527	31,118,836			31,118,836
Others (4)	5,162,002	5,111,782	661,702		4,450,080
Liabilities:					
Deposits (5)	Ps. 30,135,137	Ps. 30,122,198	Ps.		Ps. 30,122,198
Other liabilities resulting from financial Intermediation:					
Banks and international entities and Loans from Domestic Financial Institutions (6) and					
Negotiable obligations (7)	6,487,448	6,269,460			6,269,460
Others (8)	Ps. 8,415,982	Ps. 7,905,956	Ps. 1,559,308		Ps. 6,346,648

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The following is a description of the estimating techniques applied:

**(1) Cash and due from banks:** By definition, cash and due from banks are short-term and do not possess credit loss risk. The carrying values as of December 31, 2012 and 2011 are a reasonable estimate of fair value and are classified within level 1 of the valuation hierarchy.

**(2) Government securities:** As of December 31, 2012 and 2011 holdings recorded at fair market value correspond to government bonds and securities issued by Argentine Central Bank which are carried at fair value. As of December 31, 2012 and 2011 holdings recorded at their acquisition cost plus the IRR correspond mainly to Bonar 2015 bonds and securities issued by Argentine Central Bank which fair value corresponds to their quoted market value.

Holding recorded at fair value: Where quoted prices are available in an active market, securities are classified within level 1 of the valuation hierarchy. Level 1 securities includes national and government bonds, instruments issued by BCRA and corporate securities.

Other investments securities: as quoted market prices are not available, then fair values are estimated by using a discount cash flow model which includes assumptions based upon projected finance charges related to the securitized assets, estimated net credit losses, prepayment assumptions and contractual interest paid to third-party investors. These are classified within level 3 of the valuation hierarchy. See note 35.p.

**(3) Loans:** The fair values of loans are estimated for groups of similar characteristics, including type of loan, credit quality incorporating the credit risk factor. For floating- or adjustable-rate loans, which mature or are repriced within a short period of time, the carrying values are considered to be a reasonable estimate of fair values. For fixed-rate loans, market prices are not generally available and the fair values are estimated discounting the estimated future cash flows based on the contracted maturity of the loans. The discount rates are based on the current market rates corresponding to the applicable maturity. For nonperforming loans, the fair values are generally determined on an individual basis by discounting the estimated future cash flows and may be based on the appraisal value of underlying collateral as appropriate. The fair value of loans is classified as Level 3 of the valuation hierarchy where significant unobservable inputs were used to calculate the fair value. The valuation technique used to obtain the fair value was an income approach using discounted cash flows. No changes in the valuation technique took place during the year.

**(4) Others:** Includes other receivables from financial brokerage and equity investments in other companies. A majority of the items include purchases of government securities held for investment purposes for which fair value is determined by the quoted market value of the underlying government securities, mostly Bonar 2015 Bonds and Securities issued by the Argentine Central Bank. This caption also includes financial trusts certificates of participation for which their fair value is estimated using valuation techniques to convert the future amounts to a single discounted present amount. The measurement is based on the value indicated by current market expectation about those future amounts. The estimation of the cash flows is based on the future cash flows from the securitized assets, considering the prepayments, historical loan performance, etc, Equity investments in companies where significant influence is exercised are not within the scope of ASC 825, Financial Instruments, Equity investments in other companies are carried at market value less costs to sell.

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Securitized assets include the consolidated assets of Galtrust I. The fair value was estimated by using the discounted cash flows of the assets. Therefore, these are classified within level 3 of the valuation hierarchy. The valuation technique used to obtain the fair value was an income approach. The estimation of the cash flows is based on the future cash flows from the securitized assets, considering the prepayments, historical loan performance, discount rates are based on the current market rates for similar assets. No changes in the valuation technique took place during the year. See note 35.p.

Other assets were classified as Level 3 of the valuation hierarchy where significant unobservable inputs were used to calculate the fair value. The valuation technique used to obtain the fair value was an income approach using discounted cash flows based on contractual cash flows using current market rates for instruments with similar characteristics. No changes in the valuation technique took place during the year.

**(5) Deposits:** The fair value of deposit liabilities on demand and savings account deposits is similar to its book value. The fair value of time deposits was calculated by discounting contractual cash flows using current market rates for instruments with similar maturities.

The fair value of deposits is classified as Level 3 of the valuation hierarchy where significant unobservable inputs were used to calculate the fair value. The valuation technique used to obtain the fair value was an income approach using discounted cash flows. No changes in the valuation technique took place during the year. For floating- or adjustable-rate deposits, which mature or are repriced within a short period of time, the carrying values are considered to be a reasonable estimate of fair values. For fixed-rate deposits, market prices are not generally available and the fair values are estimated discounting the estimated future cash flows based on the contracted maturity of the deposits. The discount rates are based on the current market rates corresponding to the applicable maturity.

**(6) Banks and international entities and loans from domestic financial institutions:** Includes credit lines borrowed under different credit arrangements from local and foreign banks and entities. Most of them were restructured as of May 2004. As of December 2012 and 2011, when no quoted market prices were available, the estimated fair value has been calculated by discounting the contractual cash flows of these liabilities at estimated market rates.

The fair value of Banks and international entities and loans from domestic financial institutions are classified as Level 3 of the valuation hierarchy where significant unobservable inputs were used to calculate the fair value. The valuation technique used to obtain the fair value was an income approach using discounted cash flows. No changes in the valuation technique took place during the year.

**(7) Negotiable obligations:** As of December 31, 2012 and 2011, the fair value of the negotiable obligations was determined based on quoted market prices and when no quoted market prices were available, the estimated fair value has been calculated by discounting the contractual cash flows of these liabilities at estimated market rates.

Negotiable Obligations where quoted market are available are classified within level 1 of the valuation hierarchy.

The fair value of Negotiable obligation where no quoted market are available are classified as Level 3 of the valuation hierarchy where significant unobservable inputs were used to calculate the fair value. The valuation technique used to obtain the fair value was an income approach using discounted cash flows. No changes in the valuation technique took place during the year.

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**(8) Others:** Includes other liabilities resulting from financial brokerage. Their fair value was estimated at the expected future cash flows based on contractual maturity discounted at the estimated market rates of similar liabilities at year-end.

The fair value of negotiable others is classified as Level 3 of the valuation hierarchy where significant unobservable inputs were used to calculate the fair value. The valuation technique used to obtain the fair value was an income approach using discounted cash flows. No changes in the valuation technique took place during the year.

**28. Situation of Banco Galicia Uruguay S.A. (in liquidation).**

During fiscal year 2009, Banco Galicia Uruguay S.A. (in liquidation) wholly repaid in advance the debt restructuring plan entered into with its creditors. Therefore and having fulfilled its obligations, its shareholders have resolved, at the Shareholders Meeting held on June 30, 2010, to voluntarily dissolve and liquidate the company.

Furthermore, taking into consideration the financial condition and the evolution estimated in the liquidation process, shareholders decided to reduce the company's computable capital for a value equal to US\$2,069 through the voluntary redemption of shares, which was carried out on October 28, 2010.

Pursuant to current regulations, the corporate name is, as from said date, Banco Galicia Uruguay S.A. (in liquidation).

At fiscal year-end, Banco Galicia Uruguay S.A. (in liquidation)'s Shareholder's Equity amounted to Ps.55,670.

**29. Preferred Liabilities of the former Banco Almafuerde Coop. Ltda.**

As a consequence of the dissolution of former Banco Almafuerde Coop. Ltda., the Bank assumed certain preferred liabilities corresponding to five branches of said financial institution. As a counterpart, the Bank received a Class A Participation Certificate of the Nues Trust Fund and has been involved in the creation of a Special Fund. Both transactions were implemented pursuant to Resolution No. 659, dated November 27, 1998, adopted by the Board of Directors of the Argentine Central Bank within the framework of Section 35 bis, section II, clauses a) and b) of the Financial Institutions Law.

On June 30, 2006, the holders of Class A Participation Certificates of the Nues Trust and the contributors to the Special Fund subscribed a new agreement in order to achieve the total repayment of unpaid balances corresponding to Class A Participation Certificates and the subsequent liquidation of the Special Fund.

On July 6, 2010, the outstanding balance of Class A participation certificates was fully paid and the Special Fund's balance was partially paid, thus generating a remaining balance equal to the original contribution to the fund.

As of December 31, 2012 and 2011 the Special Fund's balances amount to Ps. 176,173 and Ps. 174,091, respectively.

As of December 31, 2012 and 2011 the underlying assets of the Special Fund were invested in Bonar 2014 Bonds amounting to Ps. 391,496 and to Ps. 394,875, respectively. As of December 31, 2012 and 2011 the Bank held 45% of the Special Fund.

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**30. Financial Trusts.**

a) Financial trusts with the Bank as trustee outstanding at fiscal year-end:

Name	Issuance	Estimated maturity	Trustee	Trust assets	Portfolio transferred	Book value of securities held in own portfolio	
	Date	date				12.31.12	12.31.11
Galtrust I	10.13.00	10.10.15	First Trust of New York N.A.	Secured Bonds in Pesos at 2% due 2018 (1)	U.S. 490,224 (*)	Ps. 673,981	Ps. 538,768
Galicia	04.16.02	05.06.32	Bapro Mandatos y Negocios S.A.	National Government Bonds in Pesos at 2% due 2014 (2)	Ps. 108,000	Ps. 136,692	Ps. 121,520
<b>Total</b>						<b>Ps. 810,673</b>	<b>Ps. 660,288</b>

(\*) The remaining US\$ 9,776 was transferred in cash.

(1) In exchange for loans to the Provincial Governments.

(2) In exchange for secured loans.

b) As of December 31, 2012 and December 31, 2011, the Bank records financial trusts in own portfolio:

Received as loans repayment for Ps.143,911 and Ps.112,924, respectively.

Acquired as investments for Ps.305,648 and Ps.315,641, respectively.

c) Trust Activities

Trust contracts for purposes of guaranteeing compliance with obligations:  
Purpose: in order to guarantee compliance with contractual obligations, the parties to these agreements have agreed to deliver to the Bank, amounts as fiduciary property, to be invested according to the following detail:

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Date of Contract	Trustor	Balances of	Maturity Date
		Trust Funds 12.31.12	
04.10.07	Sullair	7	(1) 01.31.13
02.12.08	Sinteplast	8	01.28.13
12.21.09	Las Blondas	7	04.30.14
12.07.10	Aceitero Trust Fund	3,687	12.31.12
12.20.10	Tecsan II	5,812	12.28.13
07.26.11	Tecsan III	95,830	07.28.16
10.21.11	Coop. de Trab. Portuarios	1,000	10.21.13
03.21.12	Latinoamericana III	20,464	04.30.15
03.29.12	Benito Roggio II	100,000	03.30.15
	Total	Ps. 226,815	

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- (1) These amounts shall be released monthly until settlement date of trustor obligations or maturity date, whichever occurs first.

## Financial trust contracts:

Purpose: to administer and exercise the fiduciary ownership of the trust assets until the redemption of debt securities and participation certificates:

Date of Contract	Trust	Balances of Trust Funds		Maturity Date
		12.31.12		
		Ps.	US\$	
07.13.05	Rumbo Norte I	113	4	03.31.2013(3)
10.12.05	Hydro I	10,118		09.05.17(2)
12.05.06	Faid 2011	919		06.30.2013(3)
12.06.06	Gas I	19,432		12.31.13(3)
09.05.07	Saturno VII	109		03.31.2013(3)
05.06.08	Agro Nitraco II	1,191		06.30.2013(3)
05.14.09	Gas II	4,677,057		12.31.2022(3)
02.10.11	Cag S.A.	36,283		06.30.2013(3)
03.22.11	Atanor	67		03.31.2013(3)
04.25.11	Faid 2015	66,536		02.29.16(3)
06.08.11	Mila III	22,254		10.31.16(3)
09.01.11	Mila IV	28,739		06.30.17(3)
09.14.11	Cag S.A. II	41,779		12.31.2013(3)
10.07.11	Sursem III	10,871		09.30.2013(3)
11.02.11	Fideicred Agro I	50		03.31.2013(3)
05.31.12	Fideicomiso Agro Serie I	44,298		05.31.16(3)
12.27.12	Pla	5,602		05.31.16(3)
	Total	4,965,418	4	

- (2) These amounts shall be released monthly until redemption of debt securities.  
 (3) Estimated date, since maturity date shall occur at the time of the distribution of all of the trust assets.  
 d) Banco de Galicia y Buenos Aires S.A.'s activities as Security Agent:

d.1) Under the terms and conditions for the issuance of Negotiable Obligations Class I for a F.V. of US\$ 25,000 corresponding to INVAP S.E., Banco de Galicia y Buenos Aires S.A. entered into an agreement with the latter whereby the Bank undertakes the function of Security Agent.

Pursuant to the terms set forth in the above agreement, INVAP S.E. granted in rem rights with first pledge and privilege over payment rights and any other credit right owned by INVAP S.E. in favor of the Security Agent and in representation of the holders of the secured obligations, in order that the latter can guarantee compliance thereof until the redemption of such Negotiable Obligations.

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The Bank, in its capacity as Security Agent, is in charge of the administration of pledged banking accounts, authorized investments, and also carries out all functions specified under the terms and conditions of the agreement. Pledged balances as of December 31, 2012 amount to US\$ 26,311 and Ps. 75, while as of December 31, 2011 said balances amounted to US\$ 38,063 and Ps. 57.

d.2) On April 8, 2011 Banco de Galicia y Buenos Aires S.A. was appointed Security Agent to custody the National Treasury's endorsement guarantees in favor of ENARSA (*Energía Argentina SA*) that were assigned in favor of *Nación Fideicomisos SA* in its capacity of Trustee of ENARSA-BARRAGAN and ENARSA-BRIGADIER LOPEZ financial trusts.

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Said endorsement guarantees secure the payment of all obligations arising from the above-mentioned trusts.

The Bank, in its capacity as Security Agent, will custody the documents regarding the National Treasury's endorsement guarantees and will be in charge of managing all legal and notarial proceedings with respect to the enforcement thereof.

As of December 31, 2012 and 2011, the balances recorded from these transactions amount to US\$ 1,364,097 and Ps. 408.

**31. Segment Reporting.**

The Group has disclosed its segment information in accordance with the Disclosures about Segments of an Enterprise and Related Information ASC 280-10. Operating segments are defined as components of an enterprise about which separate financial information is available and which is regularly reviewed by the Chief Operating Decision Maker in deciding how to allocate resources and in assessing performance. Reportable segments consist of one or more operating segments with similar economic characteristics, distribution systems and regulatory environments. The information provided for Segment Reporting is based on internal reports used by the Chief Operating Decision Maker.

The Group measures the performance of each of its business segments primarily in terms of Net income in accordance with the regulatory reporting requirements of the Argentine Central Bank. Net income and other segment information are based on Argentine Banking GAAP and are consistent with the presentation of the Group's consolidated financial statements.

The following summarizes the aggregation of Grupo Financiero Galicia's operating segments into reportable segments:

**Banking:** corresponds to the results of our banking business and represents the accounts of Banco de Galicia y Buenos Aires S.A. consolidated line by line with Banco Galicia Uruguay S.A. and its subsidiaries. The results Galicia Valores S.A. Sociedad de Bolsa, and Galicia Administradora de Fondos S.A. Sociedad Gerente de Fondos Comunes de Inversión, which are controlled by the Bank are shown under income from equity investments.

**Regional Credit Cards:** shows the results of our regional credit card and consumer finance business and represents the accounts of Tarjetas Regionales S.A. consolidated with its subsidiaries. As of December 31, 2012, Tarjetas Regionales S.A.'s main subsidiaries were Tarjeta Naranja S.A. and Tarjetas Cuyanas S.A.

**CFA Personal Loans:** shows the results of Compañía Financiera Argentina S.A. This Company was incorporated as of June 30, 2010 in the consolidated financial statements of the Bank.

**Insurance:** includes the results of our insurance business and represents the accounts of Sudamericana Holding S.A. and its subsidiaries, including the results of the 12.5% interest owned by the Bank. As of December 31, 2012, Grupo Financiero Galicia S.A. maintained, through Sudamericana Holding S.A., controlling interests in Galicia Vida Compañía de Seguros S.A., Galicia Retiro Compañía de Seguros S.A. and Sudamericana Asesores de Seguros S.A.

**Other Grupo Businesses:** shows the results of Galicia Warrants S.A., Net Investment S.A. (in both cases, including the 12.5% interest of the Bank) and Galval Agente de Valores S.A.

The column Adjustments comprises (i) intercompany transactions between us and our consolidated subsidiaries and among these companies, if corresponding, which are eliminated in our consolidated income statement; (ii) adjustments to compensate for not showing the results of Galicia Valores S.A.



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Sociedad de Bolsa, Galicia Administradora de Fondos S.A. Sociedad Gerente de Fondos Comunes de Inversión consolidated line by line with Banco Galicia but as income from equity investments, while in our consolidated financial statements, the accounts of these companies are shown line by line; (iii) the results corresponding to Non-controlling interests in the Bank and (iv) all of our stand alone income and expenses, including goodwill amortization, different from income from our interests in our subsidiaries.

In Pesos Thousands	Banking	Regional Credit Cards	CFA Personal Loans	Insurance	Other Grupo s Businesses	Adjustments	Consolidated Total
<b>Year ended December 31, 2012</b>							
Net Financial Income	3,188,411	1,169,228	792,607	54,247	275	(16,390)	5,188,378
Net Income from Services	1,477,162	2,052,836	80,011		23,197	(433,196)	3,200,010
<b>Net Operating Revenue</b>	<b>4,665,573</b>	<b>3,222,064</b>	<b>872,618</b>	<b>54,247</b>	<b>23,472</b>	<b>(449,586)</b>	<b>8,388,388</b>
Provisions for Loan Losses	593,295	580,143	173,864				1,347,302
Administrative Expenses	3,094,587	2,014,055	524,948	131,821	12,856	(4,633)	5,773,634
<b>Net Operating Income</b>	<b>977,691</b>	<b>627,866</b>	<b>173,806</b>	<b>(77,574)</b>	<b>10,616</b>	<b>(444,953)</b>	<b>1,267,452</b>
<b>Income from Equity Investment</b>							
<i>Tarjetas Regionales SA</i>	342,432					(342,432)	
<i>Compañía Financiera Argentina SA</i>	304,155					(304,155)	
<i>Sudamericana</i>	14,431					(14,431)	
<i>Others</i>	35,839					81,581	117,420
Other Income (Loss)	(31,434)	167,728	136,221	257,108	1,623	395,778	927,024
Non-controlling interests		(9,779)				(176,624)	(186,403)
<b>Pre-tax Income</b>	<b>1,643,114</b>	<b>785,815</b>	<b>310,027</b>	<b>179,534</b>	<b>12,239</b>	<b>(805,236)</b>	<b>2,125,493</b>
Income tax provision	342,000	351,010	94,003	63,785	4,375	(65,895)	789,278
<b>Net Income</b>	<b>1,301,114</b>	<b>434,805</b>	<b>216,024</b>	<b>115,749</b>	<b>7,864</b>	<b>(739,341)</b>	<b>1,336,215</b>
<b>Average:</b>							
Private Loans	25,871,770	7,300,469	2,040,344			(15,715)	35,196,868
Deposits	32,220,440		699,384			(1,296)	32,918,528
<b>End of Period:</b>							
Assets	52,632,797	9,785,157	3,225,719	563,206	41,081	(2,789,689)	63,458,271
Equity	4,959,619	1,797,194	993,752	191,121	20,575	(3,092,183)	4,870,078

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In Pesos Thousands	Banking	Regional Credit Cards	CFA Personal Loans	Insurance	Other Grupo s Businesses	Adjustments	Consolidated Total
<b>Year ended December 31, 2011</b>							
Net Financial Income	2,362,549	701,587	655,534	47,510	680	(24,317)	3,743,543
Net Income from Services	1,095,450	1,571,092	36,014		19,182	(270,035)	2,451,703
<b>Net Operating Revenue</b>	<b>3,457,999</b>	<b>2,272,679</b>	<b>691,548</b>	<b>47,510</b>	<b>19,862</b>	<b>(294,352)</b>	<b>6,195,246</b>
Provisions for Loan Losses	494,109	270,390	78,871				843,370
Administrative Expenses	2,302,358	1,402,148	373,481	103,214	21,786	2,224	4,205,211
<b>Net Operating Income</b>	<b>661,532</b>	<b>600,141</b>	<b>239,196</b>	<b>(55,704)</b>	<b>(1,924)</b>	<b>(296,576)</b>	<b>1,146,665</b>
<b>Income from Equity Investment</b>							
<i>Tarjetas Regionales SA</i>	347,019					(347,019)	
<i>Compañía Financiera Argentina SA</i>	315,026					(315,026)	
<i>Sudamericana</i>	11,285					(11,285)	
<i>Others</i>	17,711					114,985	132,696
Other Income (Loss)	80,389	141,202	94,513	199,005	3,808	233,490	752,407
Non-controlling interests		(106,418)				(64,544)	(170,962)
<b>Pre-tax Income</b>	<b>1,432,962</b>	<b>634,925</b>	<b>333,709</b>	<b>143,301</b>	<b>1,884</b>	<b>(685,975)</b>	<b>1,860,806</b>
Income tax provision	325,700	287,906	111,143	50,330	2,586	(23,802)	753,863
<b>Net Income</b>	<b>1,107,262</b>	<b>347,019</b>	<b>222,566</b>	<b>92,971</b>	<b>(702)</b>	<b>(662,173)</b>	<b>1,106,943</b>
<b>Average:</b>							
Private Loans	19,608,300	5,087,467	1,522,954				26,218,721
Deposits	25,146,838		289,384			(8,031)	25,428,191
<b>End of Period:</b>							
Assets	43,324,590	7,306,208	2,326,969	390,391	39,831	(2,194,963)	51,193,026
Equity	3,602,824	1,099,184	954,067	135,072	21,334	(2,260,866)	3,551,615

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In Pesos Thousands	Banking	Regional Credit Cards	CFA Personal Loans	Insurance	Other Grupo s Businesses	Adjustments	Consolidated Total
<b>Year ended December 31, 2010</b>							
Net Financial Income	1,426,748	503,385	282,021	28,656	(738)	(37,861)	2,202,211
Net Income from Services	880,591	1,040,109	25,902		12,835	(177,560)	1,781,877
<b>Net Operating Revenue</b>	<b>2,307,339</b>	<b>1,543,494</b>	<b>307,923</b>	<b>28,656</b>	<b>12,097</b>	<b>(215,421)</b>	<b>3,984,088</b>
Provisions for Loan Losses	307,240	199,461	44,823				551,524
Administrative Expenses	1,693,034	905,035	159,165	56,188	17,351	14,541	2,845,314
<b>Net Operating Income</b>	<b>307,065</b>	<b>438,998</b>	<b>103,935</b>	<b>(27,532)</b>	<b>(5,254)</b>	<b>(229,962)</b>	<b>587,250</b>
<b>Income from Equity Investment</b>							
<i>Tarjetas Regionales SA</i>	270,494					(270,494)	
<i>Compañía Financiera Argentina SA</i>	133,277					(133,277)	
<i>Sudamericana</i>	4,023					(4,023)	
<i>Others</i>	13,665					48,389	62,054
Other Income (Loss)	(259,390)	101,716	37,473	75,102	4,602	162,618	122,121
Non-controlling interests		(78,417)				(25,916)	(104,333)
<b>Pre-tax Income</b>	<b>469,134</b>	<b>462,297</b>	<b>141,408</b>	<b>47,570</b>	<b>(652)</b>	<b>(452,665)</b>	<b>667,092</b>
Income tax provision		191,803	51,195	16,269	1,303	(2,379)	258,191
<b>Net Income</b>	<b>469,134</b>	<b>270,494</b>	<b>90,213</b>	<b>31,301</b>	<b>(1,955)</b>	<b>(450,286)</b>	<b>408,901</b>
<b>Average:</b>							
Private Loans	12,818,609	3,341,756	640,405			2	16,800,722
Deposits	18,111,998		116,499			(13,095)	18,215,402
<b>End of Period:</b>							
Assets	30,212,422	4,888,094	1,754,255	293,886	37,810	(1,478,404)	35,708,063
Equity	2,595,660	812,252	787,460	105,102	22,599	(1,853,573)	2,469,500

**32. Agreement for the purchases of shares.**

The Argentine Central Bank's Board of Directors, through Resolution No. 124 dated June 7, 2010, authorized the Bank to purchase 95% of the shares belonging to the following companies: Compañía Financiera Argentina S.A., Cobranzas y Servicios S.A. and Procesadora Regional S.A. (former Universal Processing Center S.A.). Furthermore, through the above-mentioned resolution the Argentine Central Bank authorized the subsidiary Tarjetas Regionales S.A. to purchase the remaining 5% of the shares belonging to said companies.

The total purchase price paid amounted to Ps.328,279 for Compañía Financiera Argentina, Ps.835 for Cobranzas y Servicios S.A. and Ps.4,809 for Procesadora Regional S.A. (former Universal Processing Center S.A.).

Pursuant to the Argentine Central Bank regulations, and due to the difference between the acquisition cost and the value of assets and liabilities purchased as of June 30, 2010, valued in line with those that belong to the Group, a negative goodwill amounting to Ps.500,608 was recorded by Compañía Financiera Argentina S.A. and a negative goodwill of Ps.16,764 was recorded by Cobranzas y Servicios S.A., both of which were recorded in the caption Liabilities-Provisions.

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The negative goodwill is charged to Income on a straight-line basis during 60 months, pursuant to the Argentine Central Bank regulations in that regard.

*Additional disclosures for business combinations as required by ASC 805-10-50-2 (h)*

The table below presents unaudited condensed income statement data of CFA (Compañía Financiera Argentina S.A., Cobranzas y Servicios S.A. and Procesadora Regional S.A. are collectively refer to as CFA ) for the six-month period ending December 31, 2010, which represents the results of CFA since the acquisition date included in Grupo Galicia s consolidated income statement for the year ended December 31, 2010.

	<b>Condensed income statement of CFA for the six-month period ending December 31, 2010</b>
Net financial income	282,021
Net Income from services	25,902
<b>Net operating revenue</b>	<b>307,923</b>
Provisions for loan losses	(44,823)
Administrative expenses	(159,165)
<b>Net operating income</b>	<b>103,935</b>
Other income loss	37,473
Non-controlling interest	
<b>Pre-tax income</b>	<b>141,408</b>
Income tax provision	(51,195)
<b>Net Income</b>	<b>90,213</b>

The table below presents the unaudited pro forma condensed consolidated income statement for the year ended December 31, 2010 which give effect to Grupo Galicia s acquisition of CFA as if it had occurred on January 1, 2010.

The unaudited pro forma condensed consolidated income statement presented below is derived from the historical financial statements of CFA and Grupo Galicia s in accordance with Argentina Banking GAAP. Such unaudited pro forma consolidated financial information does not include eliminations related to transactions between Grupo Galicia and CFA, the anticipated realization of cost savings from any operating efficiencies, synergies or restructurings resulting from the integration of CFA.

Grupo Galicia believes that the assumptions used to derive the unaudited pro forma condensed consolidated income statement are reasonable given the information available; however, such assumptions are subject to change and the effect of any such change could be material. The unaudited pro forma condensed consolidated income statement has been provided for information purposes only and is not necessarily indicative of the financial condition or results of operations that would have been achieved had the transaction actually been completed on the dates indicated and do not purport to be indicative of results of operations at any future date or for any future period.

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	<b>Unaudited pro-forma condensed income statement of Grupo Galicia for the twelve-month period ending December 31, 2010</b>
Net financial income	2,453,977
Net Income from services	1,807,430
<b>Net operating revenue</b>	<b>4,261,407</b>
Provisions for loan losses	(681,602)
Administrative expenses	(2,999,289)
<b>Net operating income</b>	<b>580,516</b>
Other income	194,764
Non-controlling interest	(104,333)
<b>Pre-tax income</b>	<b>670,947</b>
Income tax provision	(283,428)
<b>Net Income</b>	<b>387,519</b>

**33. Differences between the Argentine Central Bank's regulations and Argentine GAAP in the Autonomous City of Buenos Aires.**

The main differences between the Argentine Central Bank's regulations and Argentine GAAP are detailed below:

**Bonar 2015 Bonds in Holdings recorded at their acquisition cost plus IRR**

In January 2010, Bonar 2015 with a face value of Ps.668,178 were recorded in this item, from which face value Ps.627,178 were valued at their acquisition cost increased according to the internal rate of return (IRR) and face value Ps.41,000 were valued at fair values as of the previous fiscal year-end. Holdings of these securities are valued at their acquisition cost at the closing of operations on the day before they were recognized. Consequently, the recognition of face value Ps.627,178 generated income for Ps.240,624.

As of December 31, 2012, these holdings have been valued at their acquisition cost increased on an exponential basis according to their IRR. Under Argentine GAAP these securities should be valued at market price, the Bank's Shareholders' Equity would have been increased by Ps.43,000 as of December 31, 2012.

**Conversion of financial statements**

The conversion into pesos of the financial statements of the foreign branches and subsidiaries for the purpose of their consolidation with Banco Galicia's financial statements, made in accordance with Argentine Central Bank regulations differ from Argentine GAAP (Technical Pronouncement No. 18). Argentine GAAP requires that:

- a) The measurements in the financial statements that are stated in fiscal year-end foreign currency (current values, recoverable values) be converted into pesos at the balance sheet date exchange rate; and
- b) The measurements that are stated in foreign currency of periods predating the closing date (for example: those which represent historical costs, income, expenses) in the financial statements be converted into pesos at the pertinent historical exchange rates, restated at fiscal year-end

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currency due to the application of Technical Pronouncement No. 17, Quotation differences arising from conversion of the financial statements are treated as financial income or losses, as the case may be.

The application of this criterion instead of that mentioned in Note 2.2 does not have a significant impact on the Group's financial statements.

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**Allowance for loan losses – Non-financial public sector**

Current Argentine Central Bank regulations on the establishment of allowances provide that receivables from the public sector are not subject to allowances for uncollectibility risk. Under Argentine GAAP, those allowances must be estimated based on the recoverability risk of those assets.

**Negative Goodwill**

As of December 31, 2012 and 2011, the Bank have recorded a negative goodwill (net of the accumulated amortizations) for Ps.247,808 and Ps.346,931, respectively, thus regularizing the equity investments. This negative goodwill stems from the difference between the acquisition cost paid by the companies Compañía Financiera Argentina S.A. and Cobranzas y Servicios S.A. and their equity method value estimated at the time of the purchase.

Pursuant to the Argentine Central Bank regulations, the negative goodwill is recorded regularizing the equity investment and subsequently charged to income on a straight-line basis during 60 months. Pursuant to Argentine GAAP, negative goodwill should be recognized as a gain at the time of the purchase.

**Accounting for income tax according to the deferred tax method**

The Bank determines the Income Tax charge by applying the statutory tax rate to the estimated taxable income, without considering the effect of any temporary differences between accounting and tax results.

Under Argentine GAAP, income tax must be recognized using the deferred tax method and, therefore, deferred tax assets or liabilities must be established based on the aforementioned temporary differences. In addition, unused tax loss carryforwards or fiscal credits that may be offset against future taxable income should be recognized as deferred assets, provided that taxable income is likely to be generated.

**Adoption of the International Financial Reporting Standards by the National Securities Commission**

The international financial reporting standards adopted by the National Securities Commission (C.N.V.) are not applicable to Banco de Galicia y Buenos Aires S.A., Galicia Seguros S.A. and Galicia Retiro S.A., This is due to the fact that the C.N.V. holds the position to accept accounting criteria set forth by other regulatory or control bodies, such as those established by the Argentine Central Bank for the companies included in the Financial Institutions Law and those established by the Argentine Superintendency of Insurance for insurance companies.

It is worth noting that Technical Pronouncement No. 26 waives the compulsory application of the International Financial Reporting Standards to companies regarding which, even if they have negotiable securities within the public offering system, whether because of their capital or else their negotiable obligations, the C.N.V. holds the position to accept accounting criteria set forth by other regulatory or control bodies, such as companies included in the Financial Institutions Law and insurance companies.

In line with the aforementioned, on April 28, 2010, the Company's Board of Directors approved the specific implementation plan, which excluded Banco de Galicia y Buenos Aires S.A. and the insurance companies.

Later, on November 24, 2011, the C.N.V. issued General Resolution No. 595 through which companies that invest in banks and insurance companies are exempted from the mandatory adoption of the I.F.R.S. Therefore, due to the fact that Banco de Galicia y Buenos Aires S.A. is the Company's main equity investment, a financial institution subject to the Argentine Central Bank regulations, the Company will continue following the valuation and disclosure criteria applied by Banco de Galicia y Buenos Aires S.A. for the presentation of the consolidated financial statements. Therefore, on January 24, 2012, the Company's Board of Directors decided to suspend the application of the implementation plan.



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Tarjeta Naranja S.A. and Tarjetas Cuyanas S.A., institutions which are both included in the public offering system because of their Negotiable Obligations pursuant to Law No.17811 have applied the I.F.R.S as from January 1, 2012.

**34. Subsequent events**

On April 15, 2013, our shareholders held a shareholders meeting during which they approved the payment of dividends in cash in the amount of Ps. 24.3 million which represents 1.96% with regard to 1,241,407,017 class A and B ordinary shares with a face value of Ps.1 each.

**35. Summary of Significant Differences between Argentine Central Bank Rules and United States Accounting Principles.**

The following is a description of the significant differences between Argentine Banking GAAP and U.S. GAAP:

**a. Income tax.**

Argentine Central Bank regulations do not require the recognition of deferred tax assets and liabilities and, therefore, income taxes for Banco Galicia and CFA are recognized on the basis of amounts due in accordance with Argentine tax regulations. However, Grupo Galicia and Grupo Galicia's non-bank subsidiaries apply the deferred income tax method. As a result, Grupo Galicia and its non-banking subsidiaries have recognized a deferred tax asset as of December 31, 2012 and 2011.

In addition, the Group records as an asset the credit related with Minimum Presumed Income Tax amounting to Ps. 15,022 and Ps. 186,408 as of December 31, 2012 and 2011 respectively. The MPIT credit will be computable as a down payment of any income tax excess over minimum notional income tax through the next ten years.

For the purposes of U.S. GAAP reporting, Grupo Galicia applies ASC 740-10 Accounting for Income Taxes. Under this guidance, income tax is recognized based on the assets and liabilities method whereby deferred tax assets and liabilities are established for temporary differences between the financial reporting and tax basis of Grupo Galicia's assets and liabilities. Deferred tax assets are recognized if it is more likely than not that such assets will be realized. As such, the US GAAP adjustment included: a) Deferred Income Taxes for banking companies not recorded for local purposes and; b) tax effects on the USGAAP adjustments including in the reconciliation.

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Deferred tax assets (liabilities) are summarized as follows:

	December 31, 2012		
	ASC 740-10 applied to Argentine GAAP balances	ASC 740-10 applied to U.S. GAAP adjustments	U.S. GAAP Deferred Tax total
Deferred tax assets			
Allowance for loan losses private sector	264,491	(10,621)	253,870
Intangible assets	997	91,182	92,179
Impairment of fixed assets and foreclosed assets		18,622	18,622
Debt restructuring		8,764	8,764
Liabilities	125,990		125,990
Others	(8,145)	34,895	26,750
Total gross deferred tax assets	Ps. 383,333	Ps. 142,842	Ps. 526,175
Deferred tax liabilities:			
Investments	(1,012)	(15,674)	(16,686)
Others	(97,870)		(97,870)
Total gross deferred tax liabilities	Ps. (98,882)	Ps. (15,674)	Ps. (114,556)
Net deferred income tax asset	Ps. 284,451	Ps. 127,168	Ps. 411,619

	December 31, 2011		
	ASC 740-10 applied to Argentine GAAP balances	ASC 740-10 applied to U.S. GAAP adjustments	U.S. GAAP Deferred Tax total
Deferred tax assets			
Allowance for loan losses private sector	237,743	(7,379)	230,364
Intangible assets	1,326	73,851	75,177
Impairment of fixed assets and foreclosed assets		19,110	19,110
Debt restructuring		14,924	14,924
Investments	13,146		13,146
Liabilities	93,314		93,314
Others	46,441	41,178	87,619
Total gross deferred tax assets	Ps. 391,970	Ps. 141,684	Ps. 533,654
Deferred tax liabilities:			

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Investments			(29,272)		(29,272)
Others		(102,495)			(102,495)
<b>Total gross deferred tax liabilities</b>	Ps.	(102,495)	Ps.	(29,272)	Ps. (131,767)
Net deferred income tax asset	Ps.	289,475	Ps.	112,412	Ps. 401,887

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The following table accounts for the difference between the actual tax provision and the amounts obtained by applying the statutory income tax rate in Argentina to income before income tax, calculated on the basis of U.S. GAAP for the fiscal years ended December 31, 2012, 2011 and 2010:

	2012		December 31, 2011		2010	
Income before taxes and non - controlling interest	Ps.	2,275,736	Ps.	1,737,935	Ps.	3,035,816
Tax rate in force		35%		35%		35%
Result for the year at the tax rate		796,508		608,277		1,062,536
Permanent tax differences		(16,962)		70,478		(554,414)
Income tax expense	Ps.	779,546	Ps.	678,755	Ps.	508,122

According to the taxable income projections, the Group estimates that it is more likely than not that it will recover the temporary differences and the credit recorded regarding Presumed Minimum Income Tax (See note 2.12) with future taxable income. Therefore, no valuation allowance was provided against the deferred tax assets and presumed minimum income tax.

Regarding the Presumed Minimum Income Tax as of December 21, 2009 based on the analysis performed, the Group believed that it was more likely that not it would recover only the net operating tax loss carryforward and the temporary differences, with future taxable income. Therefore, a valuation allowance was provided against it. As of December 31, 2010, the Group believed that it was more likely that not it would recover the net operating tax loss carryforward, the temporary differences and Presume Minimum Income Tax with future taxable income. Among other factors, the Group considered that the taxable income, mainly due to the sales of national government bonds has consumed the total tax loss carryforward. In addition, according to the taxable income projections, the Group estimated that the presumed minimum income tax would be utilized during 2011 and 2012. Therefore, no valuation allowance was provided against presumed minimum income tax. Therefore, the 2010 U.S. GAAP net income reconciliation includes the reversal of the 2009 shareholders' equity adjustment for Ps. 328,619.

ASC 740-10 also provides guidance on derecognition, classification, interest and penalties, accounting in interim periods, disclosure and transition for uncertain tax positions taken or expected to be taken in a tax return. As of December 31, 2012 and 2011, there were no uncertain tax positions.

The Group classifies income tax-related interest and penalties as income taxes in the financial statements.

The following table shows the tax years open for examination as of December 31, 2012, by major tax jurisdictions in which the Group operates:

Jurisdiction	Tax year	
Argentina	2008	2012
Uruguay	2008	2012

The table below includes the amount of tax (expense)/benefit of each component of OCI for the year end December 31, 2012, 2011 and 2010:

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	For the year end December 31,		
	2012	2011	2010
Compensatory Bonds Received			(290,542)
Discount Bonds			(46,273)
Bonar 2015 - Bonds	(36,054)	33,408	39,781
Galtrust I	11,788	(22,068)	130,363
Others	3,246	1,662	(19,819)
Tax Effect (expense) /benefit	(21,020)	13,002	(186,490)

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**b. Commissions on loans.**

Under Argentine Banking GAAP, the Bank does not defer loan origination fees and costs. In accordance with U.S. GAAP under ASC 310, loan origination fees net of certain direct loan origination costs should be recognized over the life of the related loan as an adjustment of yield.

Therefore the Shareholders' Equity adjustment between Argentine Banking GAAP and U.S. GAAP as of December 31, 2012 and 2011 amounted to Ps. (98,888) and Ps. (118,544) respectively.

**c. Intangible assets.****Goodwill Amortization and impairment**

The following table summarizes the U.S. GAAP shareholders' equity adjustments as of December 31, 2012 and 2011:

	December 31,	
	2012	2011
Goodwill impairment (1)	(3,028)	(3,688)
Reversal of amortizations (2)	45,693	44,414
<b>Total</b>	<b>Ps. 42,665</b>	<b>Ps. 40,726</b>

- (1) The amount includes goodwill recognized under Argentine Banking GAAP, which should be reversed for U.S. GAAP purposes.
- (2) Goodwill is amortized for Argentine Banking GAAP purposes. Under U.S. GAAP, according to ASC 350-20, since June 30, 2001, goodwill is no longer amortized. ASC 350 requires that goodwill should be reviewed annually for impairment or whenever events or changes in circumstances indicate that the carrying amount may not be recoverable, and adjusted in case that an impairment is detected. Goodwill amortization recorded under Argentine Banking GAAP has been reversed for U.S. GAAP purposes. During the year ended December 31, 2012 and 2011, no impairment was recorded.

**Negative Goodwill Compañía Financiera Argentina S.A. and Cobranzas y Servicios S.A.**

As described in note 32, due to the difference between the acquisition cost and the estimated fair value of assets and liabilities acquired as of June 30, 2010, for the purchase of Compañía Financiera Argentina S.A. and Cobranzas y Servicios S.A. the Group recorded negative goodwill amounting to Ps.500,608 by Compañía Financiera Argentina S.A. and Ps.16,764 by Cobranzas y Servicios S.A., respectively, under the caption Liabilities-Provisions. The negative goodwill is subsequently charged to Income on a straight-line basis over 60 months.

Under U.S. GAAP, ASC 805 requires the acquisition of the controlling interest of Compañía Financiera Argentina and Cobranzas y Servicios S.A. to be accounted for as a business combination applying the purchase method, recognizing all net assets acquired at their fair value.

Considering that the net assets acquired were originally recorded at their fair value under Argentine Banking GAAP, no adjustments for U.S. GAAP purposes were recorded in this regard. However, the negative goodwill recorded as a liability and being amortized over a 60 months period under Argentine Banking GAAP, has been fully recognized as a gain in the 2010 consolidated statement of income for U.S. GAAP



purposes under the caption Miscellaneous Income.

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In addition, the amortization of negative goodwill recorded under Argentine Banking GAAP has been reversed for U.S. GAAP purposes.

As of December 31, 2012 and 2011, the Group has a balance of Ps. 247,808 and Ps. 346,931 respectively, related to the negative goodwill which has been reversed for U.S. GAAP purposes.

**Software costs**

Under U.S. GAAP, ASC 850-40 defines three stages for the costs of computer software developed or obtained for internal use: the preliminary project stage, the application development stage and the post-implementation operation stage. Only the second stage costs should be capitalized. Under Argentine Banking GAAP, the Bank capitalized costs relating to all three of the stages of software development.

Therefore the Shareholders' Equity adjustment between Argentine Banking GAAP and U.S. GAAP as of December 31, 2012 and 2011 is as follows:

	December 31,	
	2012	2011
Capitalized cost expensed for U.S. GAAP purposes	(309,608)	(232,638)
Amortization adjustments	49,088	21,635
<b>Total</b>	<b>Ps. (260,520)</b>	<b>Ps. (211,003)</b>

**d. Loan loss reserves.****(i) Loans - Non-financial national public sector**

During the fiscal year ended December 31, 2001, and as a consequence of Decree No. 1387/01, effective as of November 6, 2001, the Bank swapped part of its Argentine public-sector debt instruments, under the Promissory Note/Bond program, for secured loans.

During January 2009 the National Government offered a public debt swap, including secured loans set forth in Decree No. 1387/01 and other debt securities. Regarding such measure, the Bank took part in an exchange of National Secured Loans - DUE:2009-7%, Bond Promissory Note G+580 Mega (fixed rate) , for other public sector assets pursuant to their market prices.

Under Argentine Banking GAAP, the Secured Loans have been valued on the basis of the highest value that arises from the difference between the present value, informed by the Argentine Central Bank, and their net book value. The latter value is the book value recorded as of January 31, 2009, increased monthly by the IRR and adjusted by the CER, net of charged financial services received. In the case that these Secured Loans' present value is lower than their book value, the monthly accrual is charged to an asset regularizing account. Such account shall be reversed by charging its balance to Income as long as such balance is higher than the positive difference existing between the present value and the net book value, as recorded in the previous fiscal year.

In accordance with U.S. GAAP, specifically ASC 310-20, satisfaction of one monetary asset (in this case a loan or debt security) by the receipt of another monetary asset (in this case a secured loan) for the creditor is generally based on the market value of the asset received in satisfaction of the debt (an extinguishment). In this particular case, the secured loan being received is substantially different in structure and in interest rates than the debt securities swapped. Therefore, the fair value of the loans was determined on the balance sheet date based on the contractual cash

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flows of the loan received discounted at an estimated market rate. The estimated fair value of the loan received constitutes the cost basis of the asset. Any difference between the old asset and the fair value of the new asset is recognized as a gain or loss. The difference between the cost basis and amounts expected to be collected is being amortized on an effective yield basis over the life on the loan.

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During the year ended December 31, 2010 the Bank sold its position in these loans. Therefore, as of December 31, 2012 and 2011, the shareholders' equity does not include a reconciliation item related to the above mentioned adjustment.

**(ii) Loans to the non-financial private sector and residents abroad**

For the purposes of analyzing our loan loss reserve under U.S. GAAP, the Bank divides the loan portfolio into performing and non-performing commercial and consumer loans.

The non-performing commercial loan portfolio is comprised of loans falling into the following classifications of the Argentine Central Bank:

With Problems

High Risk of Insolvency

Uncollectible

The Bank applies ASC 310-10 to all commercial loans classified as With problems, High Risk of Insolvency and Uncollectible. Additionally it is also considered in the assessment, however is not a determining factor, if commercial loans are more than 90 days past due. All non-performing commercial loans are individually assessed for impairment. All other commercial and consumer loans are assessed on a collective basis.

The allowance for significant non-performing commercial loans is measured based on the present value of estimated future cash flows discounted at the original effective loan rate or on the fair value of the collateral net of estimated costs to sell in the case where the loan is considered collateral-dependent. An allowance for impaired loans is provided when estimated future cash flows discounted at their original effective rate or collateral fair value is lower than book value.

To calculate the allowance required for all other commercial and consumer impaired loans and unimpaired loans, the Bank performs an analysis of historical losses from consumer and performing commercial loan portfolios in order to estimate losses for U.S. GAAP purposes, resulting from loan losses that had been incurred in such loan portfolios at the balance sheet date but which had not been individually identified. Loss estimates are analyzed by loan type and thus for homogeneous groups of clients. Such historical ratios are updated to incorporate the most recent data reflecting current economic conditions, industry performance trends, geographic or obligor concentrations within each portfolio segment, and any other pertinent information that may affect the estimation of the allowance for loan losses. Many factors can affect the Bank's estimates of allowance for loan losses, including volatility of default probability, migrations and estimated loss severity.

Allowances on homogeneous loan portfolios are established based on probability of default, which is defined as the probability of the debtor within a specific loan portfolio or segment and rating, defaulting on its obligations within the next twelve (12) months. Under U.S. GAAP, this probability of default is determined by analyzing estimated defaults or foreclosures based on portfolio trends, historical losses, and client's payment behavior.



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**a. Allowance for Credit Losses and Recorded Investments in Financial Receivables**

The following table presents the allowance for loan losses and the related carrying amount of Financial Receivables for the years ended December 31, 2012 and 2011 respectively:

	As of December 31, 2012		Total
	Consumer Loan Portfolio	Commercial Loan Portfolio	
	Ps.	Ps.	Ps.
<b>Allowances for loan losses:</b>			
Beginning balance	1,130,909	148,568	1,279,477
Charge-offs	(761,795)	(73,363)	(835,158)
Recoveries	(60,375)		(60,375)
Foreign Exchange effect and other adjustments	48,848		48,848
Provision	1,276,262	22,020	1,298,282
<b>Ending balance</b>	<b>Ps. 1,633,849</b>	<b>Ps. 97,225</b>	<b>Ps. 1,731,074</b>
Ending balance- individually evaluated for impairment		70,558	70,558
Ending balance- collectively evaluated for impairment	1,633,849	26,667	1,660,516
<b>Financing receivables:</b>			
<b>Ending balance</b>	<b>28,806,645</b>	<b>17,559,914</b>	<b>46,366,559</b>
Ending balance: individually evaluated for impairment		115,551	115,551
Ending balance: collectively evaluated for impairment	Ps. 28,806,645	Ps. 17,444,363	Ps. 46,251,008

	As of December 31, 2011		Total
	Consumer Loan Portfolio	Commercial Loan Portfolio	
	Ps.	Ps.	Ps.
<b>Allowances for loan losses:</b>			
Beginning balance	729,212	75,474	804,686
Charge-offs	(457,741)	(94,746)	(552,487)
Recoveries	(22,146)		(22,146)
Foreign Exchange effect and other adjustments	30		30
Provision	881,554	167,840	1,049,394
<b>Ending balance</b>	<b>Ps. 1,130,909</b>	<b>Ps. 148,568</b>	<b>Ps. 1,279,477</b>

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Ending balance- individually evaluated for impairment		40,475	40,475
Ending balance- collectively evaluated for impairment	1,130,909	108,093	1,239,002

**Financing receivables:**

<b>Ending balance</b>	<b>Ps. 20,204,801</b>	<b>Ps 13,352,209</b>	<b>Ps 33,557,010</b>
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Ending balance: individually evaluated for impairment		81,054	81,054
Ending balance: collectively evaluated for impairment	20,204,801	13,271,155	33,475,956

**b. Loan Charge-off s and recoveries**

Under Argentine Banking GAAP, recoveries on previously charged-off loans are recorded directly to income and the amount of charged-off loans in excess of amounts specifically allocated is recorded as a direct charge to the income statement. The Bank does not partially charge off troubled loans until final disposition of the loan, rather, the allowance is maintained on a loan-by-loan basis for its estimated settlement value. Under U.S. GAAP, all charge off and recovery activity is recorded through the allowance for loan loss account. Further, loans are

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generally charged to the allowance account when all or part of the loan is considered uncollectible. In connection with loans in judicial proceedings, resolution through the judicial system may span several years. Loans in judicial proceedings, greater than three years as of December 31, 2012, 2011 and 2010, amounted to Ps. 11,284, Ps.5,966 and Ps. 5,061, respectively. Under U.S. GAAP these loans were completely provisioned. The Bank also classified loans, many of which are in judicial proceedings, which amounted to approximately Ps. 233,261, Ps. 144,103 and Ps.178,400 as of December 31, 2012, 2011 and 2010, respectively, as uncollectible, although the Bank may hold preferred guarantees. Therefore, the balance of loans and allowance for loan losses would be decreased by these amounts. There is no impact on the Statements of Income or Shareholders' equity considering that the Bank's practice involves a reclassification with no income impact.

**c. Impaired Loans**

ASC 310, requires a creditor to measure impairment of a loan based on the present value of expected future cash flows discounted at the loan's effective interest rate, or at the loan's observable market price or the fair value of the collateral if the loan is collateral dependent. This Statement is applicable to all loans (including those restructured in a troubled debt restructuring involving amendment of terms), except large groups of smaller-balance homogenous loans that are collectively evaluated for impairment. Loans are considered impaired when, based on Management's evaluation, a borrower will not be able to fulfill its obligation under the original loan terms.

The following table discloses the amounts of loans considered impaired in accordance with ASC 310, as of December 31, 2012 and 2011:

	As of December 31, 2012					
	Recorded Investment		Unpaid Principal Balance		Related Allowance	
<i>With no related allowance recorded:</i>						
Commercial Impaired Loans	Ps	6,180	Ps	6,007	Ps	
<i>With an allowance recorded:</i>						
Commercial Impaired Loans	Ps	109,371	Ps	104,025	Ps	70,558
<b>Total</b>	<b>Ps</b>	<b>115,551</b>	<b>Ps</b>	<b>110,032</b>	<b>Ps</b>	<b>70,558</b>

	As of December 31, 2011					
	Recorded Investment		Unpaid Principal Balance		Related Allowance	
<i>With no related allowance recorded:</i>						
Commercial Impaired Loans	Ps	7,334	Ps	5,460		
<i>With an allowance recorded:</i>						
Commercial Impaired Loans	Ps	73,720	Ps	68,957	Ps	40,475
<b>Total</b>	<b>Ps</b>	<b>81,054</b>	<b>Ps</b>	<b>74,417</b>	<b>Ps</b>	<b>40,475</b>



The average recorded investments for impaired loans were Ps. 105,986 and Ps. 127,186 for the years ended December 31, 2012 and 2011, respectively.

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The interest income recognized on impaired loans amounted to Ps. 7,738, Ps. 6,495 and Ps. 3,451 for the years ended December 31, 2012, 2011 and 2010, respectively.

**d. Non-accrual Loans**

Non-Accrual loans are defined as those loans in the categories of: (a) Consumer portfolio: Medium Risk , High Risk and Uncollectible and (b) Commercial portfolio: With problems , High Risk of Insolvency and Uncollectible .

The following table represents the amounts of nonaccruals, segregated by class of loans, as of December 31, 2012 and 2011, respectively:

	As of December 31,			
	2012		2011	
<b>Consumer</b>				
Advances	Ps	43,648	Ps	32,052
Promissory Notes		41,998		21,929
Mortgage Loans		7,974		5,835
Personal Loans		314,461		184,800
Credit Card Loans		713,462		328,589
Other Loans		10,309		7,176
<b>Total Consumer</b>	Ps	1,131,852	Ps	580,381
<b>Commercial</b>				
Impaired Loans		71,132		52,295
<b>Total Commercial</b>	Ps	71,132	Ps	52,295
<b>Total Non-accrual loans</b>	Ps	1,247,403	Ps	632,676

An aging analysis of past due loans, segregated by class of loans, as of December 31, 2012 and 2011 were as follows:

	As of December 31, 2012						
	30-90 Days Past Due	91-180 Days Past Due	181-360 Days Past Due	Greater than 360	Total Past Due	Current	Total Financing
<b>Consumer</b>							
Advances	14,946	15,499	22,105	6,044	58,594	472,242	530,836
Promissory Notes	15,267	15,256	19,201	7,541	57,265	1,785,904	1,843,169
Mortgage Loans	6,214	2,808	1,159	4,007	14,188	456,840	471,028
Personal Loans	233,802	142,136	162,420	9,905	548,263	7,377,987	7,926,250
Credit Card Loans	448,922	283,494	394,052	35,916	1,162,384	16,528,710	17,691,094

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Other Loans	4,966	5,701	3,441	1,167	15,275	328,993	344,268
Total Consumer Loans	724,117	464,894	602,378	64,580	1,855,969	26,950,676	28,806,645
<b>Commercial:</b>							
Performing Loans						17,444,363	17,444,363
Impaired loans		3,145	55,999	56,407	115,551 <sup>(1)</sup>		115,551
Total Commercial Loans		3,145	55,999	56,407	115,551	17,444,363	17,559,914
Total	724,117	468,039	658,377	120,987	1,971,520	44,395,039	46,366,559

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	As of December 31, 2011					Current	Total Financing
	30-90 Days Past Due	91-180 Days Past Due	181-360 Days Past Due	Greater than 360	Total Past Due		
<b>Consumer</b>							
Advances	8,568	8,600	15,796	7,656	40,620	292,518	333,138
Promissory Notes	4,613	5,975	8,722	7,232	26,542	974,345	1,000,887
Mortgage Loans	4,784	1,343	517	3,975	10,619	450,328	460,947
Personal Loans	135,295	85,069	90,324	9,407	320,095	5,343,315	5,663,410
Credit Card Loans	240,774	143,001	175,776	9,812	569,363	11,894,259	12,463,622
Other Loans	1,972	2,297	1,209	3,670	9,148	273,649	282,797
Total Consumer Loans	396,006	246,285	292,344	41,752	976,387	19,228,414	20,204,801
<b>Commercial:</b>							
Performing Loans						13,271,155	13,271,155
Impaired loans		4,815	37,370	38,869	81,054 <sup>(1)</sup>		81,054
Total Commercial Loans		4,815	37,370	38,869	81,054	13,271,155	13,352,209
Total	396,006	251,100	329,714	80,621	1,057,441	32,499,569	33,557,010

(1) Includes Ps. 71,132 and Ps. 52,292 of non-accruing impaired loans as of December 31, 2012 and 2011.

**e. Credit Quality Indicators**

The following tables contain the loan portfolio classification by credit quality indicator set forth by the Argentine Central Bank,

**Commercial Portfolio:**

Loan Classification	Description
1, Normal Situation	The debtor is widely able to meet its financial obligations, demonstrating significant cash flows, a liquid financial situation, an adequate financial structure, a timely payment record, competent management, available information in a timely, accurate manner and satisfactory internal controls, The debtor is in the upper 50% of a sector of activity that is operating properly and has good prospects.
2, With Special Follow-up	Cash flow analysis reflects that the debt may be repaid even though it is possible that the customer's future payment ability may deteriorate without a proper follow-up. This category is divided into two subcategories: (2,a), Under Observation.

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(2,b), Under Negotiation or Refinancing Agreements.

3, With Problems

Cash flow analysis evidences problems to repay the debt, and therefore, if these problems are not solved, there may be some losses.

4, High Risk of Insolvency

Cash flow analysis evidences that repayment of the full debt is highly unlikely.

5, Uncollectible

The amounts in this category are deemed total losses, Even

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though these assets may be recovered under certain future circumstances, inability to make payments is evident at the date of the analysis. It includes loans to insolvent or bankrupt borrowers.

Credit quality indicators for the commercial portfolio are reviewed, at a minimum, on an annual basis.

**Consumer Portfolio:**

Loan Classification

1. Normal Situation

Description

Loans with timely repayment or arrears not exceeding 31 days, both of principal and interest,

2. Low Risk

Occasional late payments, with a payment in arrears of more than 32 days and up to 90 days, A customer classified as Normal having been refinanced may be recategorized within this category, as long as he amortizes one principal installment (whether monthly or bimonthly) or repays 5% of principal,

3. Medium Risk

Some inability to make payments, with arrears of more than 91 days and up to 180 days, A customer classified as Low Risk having been refinanced may be recategorized within this category, as long as he amortizes two principal installments (whether monthly or bimonthly) or repays 5% of principal.

4. High Risk

Judicial proceedings demanding payment have been initiated or arrears of more than 180 days and up to one year. A customer classified as Medium Risk having been refinanced may be recategorized within this category, as long as he amortizes three principal installments (whether monthly or bimonthly) or repays 10% of principal.

5., Uncollectible

Loans to insolvent or bankrupt borrowers, or subject to judicial proceedings, with little or no possibility of collection, or with arrears in excess of one year.

Credit quality indicators for the consumer portfolio are reviewed on a monthly basis.

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The following table shows the loan balances categorized by credit quality indicators for the years ended December 31, 2012 and 2011:

	As of December 31, 2012					Total
	1	2	3	4	5	
	Normal Situation	With special follow-up or Low Risk	With problems or Medium Risk	High risk of insolvency or High risk	Uncollectible	
<b>Consumer</b>						
Advances	472,242	14,946	15,499	22,105	6,045	530,836
Promissory Notes	1,785,904	15,267	15,256	19,201	7,541	1,843,169
Mortgage Loans	456,840	6,214	2,808	1,159	4,007	471,028
Personal Loans	7,377,987	233,802	142,136	162,420	9,905	7,926,250
Credit Card Loans	16,528,710	448,922	283,494	394,052	35,916	17,691,094
Other Loans	328,993	4,966	5,701	3,441	1,167	344,268
<b>Total Consumer Loans</b>	<b>26,950,676</b>	<b>724,117</b>	<b>464,894</b>	<b>602,378</b>	<b>64,580</b>	<b>28,806,645</b>
<b>Commercial:</b>						
Performing loans	17,394,248	50,115				17,444,363
Impaired loans		44,419	45,806	23,532	1,794	115,551
<b>Total Commercial Loans</b>	<b>17,394,248</b>	<b>94,534</b>	<b>45,806</b>	<b>23,532</b>	<b>1,794</b>	<b>17,559,914</b>
<b>Total Financing Receivables</b>	<b>44,344,924</b>	<b>818,651</b>	<b>510,700</b>	<b>625,910</b>	<b>66,374</b>	<b>46,366,559</b>

	As of December 31, 2011					Total
	1	2	3	4	5	
	Normal Situation	With special follow-up or Low Risk	With problems or Medium Risk	High risk of insolvency or High risk	Uncollectible	
<b>Consumer</b>						
Advances	292,518	8,568	8,600	15,796	7,656	333,138
Promissory Notes	974,345	4,613	5,975	8,722	7,232	1,000,887
Mortgage Loans	450,328	4,784	1,343	517	3,975	460,947
Personal Loans	5,343,315	135,295	85,069	90,324	9,407	5,663,410
Credit Card Loans	11,894,259	240,774	143,001	175,776	9,812	12,463,622
Other Loans	273,649	1,972	2,297	1,209	3,670	282,797
<b>Total Consumer Loans</b>	<b>19,228,414</b>	<b>396,006</b>	<b>246,285</b>	<b>292,344</b>	<b>41,752</b>	<b>20,204,801</b>
<b>Commercial:</b>						
Performing loans	13,228,490	42,665				13,271,155
Impaired loans		28,759	11,547	37,880	2,868	81,054

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Total Commercial Loans	13,228,490	71,424	11,547	37,880	2,868	13,352,209
Total Financing Receivables	32,456,904	467,430	257,832	330,224	44,620	33,557,010

Loans are considered non-accrual when they are categorized by credit quality as with problems or medium risk or worst.

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As of December 31, 2012 and 2011, the total shareholders' equity adjustment for loan impairment-private sector was as follows:

	Argentine Banking GAAP	U.S. GAAP	Adjustment
December 31, 2011	Ps. 1,300,565	Ps. 1,279,477	Ps. 21,088
Variations	460,855	451,597	9,258
December 31, 2012	Ps. 1,761,420	Ps. 1,731,074	Ps. 30,346

**f. Trouble Debt Restructuring disclosures**

In 2012 there were seven restructuring transactions affecting commercial debtors whose financial situation had deteriorated. As of the date of issuance of these Consolidated Financial Statements, four of these debtors are in default of their payment obligations.

As for the consumer segment, all the restructuring transactions effected during 2012 had the following characteristics: (i) the debtor had paid, at a minimum, one installment in advance in order to qualify to the restructuring of its debt; (ii) the Bank, CFA and the Regional Cards made sure before the restructuring that the debtor's monthly payment capacity would be able to absorb the new monthly paying obligation resulting from the restructuring; (iii) the guarantees in force were in all cases maintained or, in the case of loans without guarantees, the execution capacity for the loan was improved; and (iv) all the restructurings currently in force are arranged in consecutive monthly payments, with a minimum of six months and a maximum of 60 months.

The following table presents for the period ended as of December 31, 2012, the financing receivables modified as troubled debt restructurings within during this period:

	Number of Loans	2012 Investment recorded	Allowances
<b>Commercial</b>			
Performing loans	1	61	
Impaired loans	3	9,620	2,241
Total Commercial	4	9,681	2,241
<b>Consumer</b>			
Advances	387	7,950	630
Promissory Notes	1,545	29,029	9,756
Mortgage Loans	4	595	40
Personal Loans	5,498	90,712	16,655
Credit Cards Loans	38,809	174,608	71,006
Other Loans	3	1,229	1,077
Total Consumer	46,246	304,123	99,164

TOTAL	46,250	313,804	101,405
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The following table presents for the period ended as of December 31, 2012, the financing receivables modified as troubled debt restructurings within the previous 12 months and for which there was a payment default during that period:

	Number of Loans	2012 Investment recorded	Allowances
<b>Commercial</b>			
Performing loans	1	61	
Impaired loans	3	9,620	2,241
Total Commercial	4	9,681	2,241
<b>Consumer</b>			
Advances	387	7,950	630
Promissory Notes	1,530	28,563	9,521
Mortgage Loans			
Personal Loans	1,503	55,004	14,379
Credit Cards Loans	33,092	115,020	60,676
Other Loans	3	1,229	1,077
Total Consumer	36,515	207,766	86,283
<b>TOTAL</b>	<b>36,519</b>	<b>217,447</b>	<b>88,524</b>

**e. Government securities and other investments****(i) Compensatory and Hedge bonds received and Hedge Bonds in connection with the compensation for foreign currency position and compensatory bonds received and to be received in connection with the compensation for asymmetric pesification .**

Argentine Central Bank Communiqué A 3650 established the regulations necessary to implement the provisions of Decree No.905/02 in connection with the compensation of the negative effects of the conversion into pesos at different exchange rates of financial institutions' assets and liabilities and the resulting foreign currency mismatches left in their respective balance sheets.

In order to acquire the Hedge Bond, the Bank enters into an advance with the Argentine Central Bank, with interest payable at CER plus 2%. In the case of the Hedge Bond and the related financing to be obtained from the Argentine Central Bank, the transaction to acquire the Hedge Bond was retroactive to February 3, 2002. The Bank could withdraw its request to acquire the Hedge Bond prior to approval of the Argentine Central Bank and prior to the execution of the transaction.

Under U.S. GAAP, the activity of the compensation bonds has been reflected in the income statement considering that the compensation bonds were adjusted to its market value. The activity includes (1) the effect of the exchange rate between the Argentine pesos and the U.S. dollars for the compensation bonds to be received, (2) the cancellation of certain amounts related to the disputes with the Central Bank and (3) the payments made in satisfaction to the deposits held in Uruguay, and foreign debt restructuring.

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During the year ended December 31, 2010, all compensatory and hedge bonds were sold. Therefore, the 2010 U.S. GAAP net income reconciliation includes the reversal of the 2009 shareholders' equity adjustment of Ps. 175,818 plus Ps. 830,119 of gains previously recorded through other comprehensive income that are being realized and reversed through the income statement.

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As of December 31, 2012 and 2011 the Shareholders' Equity and Net Income, do not include any reconciliation item related to Compensatory and Hedge Bond.

**(ii) External Notes / Discount Bonds and GDP-Linked Negotiable Securities**

In January 2006, the Bank accepted the offer to exchange its External Notes, for Discount Bonds in Pesos and GDP-Linked Negotiable Securities issued under Argentine debt restructuring. The Bank received the new instrument for an original principal amount equal to 33.7% for the External Notes carrying value as of December 31, 2004.

Under Argentine Banking GAAP, the Discount Bonds and GDP-Linked Negotiable Securities have been recorded at the lower of the total future nominal cash payments up to maturity, specified by the terms and conditions of the new securities, and the carrying value of the securities tendered as of March 17, 2005, equivalent to the present value of the Bogar Bonds' cash flows at that date.

During the year ended December 31, 2010, the Discount Bonds and GDP-Linked Negotiable Securities were sold. Therefore, the 2010 U.S. GAAP net income reconciliation includes the reversal of the 2009 shareholders' equity adjustment of Ps. 284,111 plus Ps. 132,209 of gains previously recorded through other comprehensive income that are being realized and reversed through the income statement.

As of December 31, 2012 and 2011 the Shareholders' Equity and Net Income, do not include any reconciliation item related to Discount Bonds and GDP-Linked Negotiable Securities.

**(iii) Bonar 2015 Bonds**

The Bank exchanged National Government Bonds in Pesos at 2% due 2014 (Boden 2014 Bonds) with a face value of Ps.683,647 (recorded in the Bank's Shareholders equity in February 2009 within the scope of an exchange transaction of National Secured Loans at market price) for Bonar 2015 Bonds with a face value of Ps.912,669.

Under Argentine Banking GAAP, the bonds related to public debt instruments subscribed, were stated in the Shareholders' Equity at the value these exchanged securities had been recorded.

In accordance with U.S. GAAP, specifically ASC 310-20, satisfaction of one monetary asset by the receipt of another monetary asset for the creditor is generally based on the market value of the asset received in satisfaction of the debt (an extinguishment). In this particular case, the securities being received are substantially different in structure and in interest rates than the debt securities swapped. Therefore, such amounts should initially be recognized at their fair value. The estimated fair value of the securities received will constitute the cost basis of the asset. Any difference between the old asset and the fair value of the new asset is recognized as a gain or loss.

As of December 31, 2012 and 2011, the bonds have been recorded at their acquisition cost increased according to the accrual of their internal rate of return (IRR) under Argentine Banking GAAP.

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Under U.S. GAAP, the BONAR 2015 bonds were considered as available for sale securities and recorded at fair value with the unrealized gains or losses recognized as a charge or credit to equity through other comprehensive income.

	Amortized Cost U.S. GAAP	Book Value Argentine Banking GAAP (*)	2012 Fair Value Book value under U.S. GAAP	Unrealized Gain	Shareholders equity Adjustment (In thousands of Ps.)	Amortized Cost U.S. GAAP	Book Value Argentine Banking GAAP (*)	2011 Fair Value Book value under U.S. GAAP	Unrealized Gain	Shareholders equity Adjustment
<b>Bonar 2015</b>										
Bonds	409,910	558,045	601,045	191,135	43,000	555,109	779,731	849,254	294,145	69,523

(\*) Under Argentine banking GAAP, Bonar 2015 is recorded in the captions **Holdings** recorded at their acquisition cost plus IRR, other receivable from financial brokerage and miscellaneous assets.

**(iv) Other investments**

The following table summarizes the U.S. GAAP adjustment related to other investments, as of December 31, 2012 and 2011:

	Book Value Argentine Banking GAAP	2012 Fair Value Book value under U.S. GAAP	Shareholders Equity Adjustment (in thousands of Ps.)	Book Value Argentine Banking GAAP	2011 Fair Value Book value under U.S. GAAP	Shareholders Equity Adjustment
Almafuerte Special Fund	176,173	176,173		174,091	177,693	3,602
Securities issued by BCRA and provinces governments	3,492,253	3,494,139	1,786	3,551,937	3,566,052	14,115
Others	23,691	18,754	(4,937)	23,691	20,744	(2,947)
<b>Total</b>	<b>3,692,217</b>	<b>3,689,066</b>	<b>(3,151)</b>	<b>3,749,719</b>	<b>3,764,489</b>	<b>14,770</b>

**Almafuerte Special Fund**

Under Argentine Banking GAAP, Almafuerte Special Fund was accounted for at their acquisition cost increased on an exponential basis according to their I.R.R. In the case the market value of each instrument is lower than its book value, 50% of the monthly accrual of the I.R.R. must be charged against an asset offset account. Said offset account shall be reversed by charging to income to the extent its balance exceeds the positive difference between the market value and book value.

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Under U.S. GAAP, the Special Fund was classified as available-for-sale securities, and therefore, recognized at fair value with changes in other comprehensive income.

	2012				2011					
	Amortized Cost U.S. GAAP	Book Value Argentine Banking GAAP (*)	Fair Value Book value under U.S. GAAP	Unrealized Gain	Shareholders equity Adjustment	Amortized Cost U.S. Banking GAAP (*)	Fair Value Book value under U.S. GAAP	Unrealized Gain	Shareholders equity Adjustment	
Almafuerte	167,256	176,173	176,173	8,917		174,091	174,091	177,693	3,602	3,602

(In thousands of Ps.)

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As of December 31, 2012 and 2011 there are not unrealized losses on this investment.

**Securities issued by BCRA**

As of December 31, 2012 and 2011 under Argentine Banking GAAP the Group holds securities issued by the Argentine Central Bank, which were classified under the caption "Securities issued by the Argentine Central Bank", and recorded at its fair value or their cost plus accrued interest determined on an exponentially basis according to their internal rate of return (IRR) according to the volatility published by the Argentine Central Bank. For U.S. GAAP purposes, all these securities were classified as trading and accounted for at its fair value with changes recorded in the income statement.

**f. Items in process of collection**

The Bank does not give accounting recognition to checks drawn on the Bank or other banks, or other items to be collected until such time as the related item clears or is accepted. Such items are recorded by the Bank in memorandum accounts. U.S. banks, however, account for such items through balance sheet clearing accounts at the time the items are presented to the Bank.

Grupo Galicia's assets and liabilities would be increased by approximately Ps. 8,666,990, Ps. 5,797,978 and Ps. 4,524,520 applying U.S. GAAP at December 31, 2012, 2011 and 2010, respectively.

**g. Compensation related to the payment of deposits**

Financial institutions have requested the Government for compensation for the losses generated from the payment of deposits pursuant to judicial orders at the free market exchange rate, which was higher than that established by the government for conversion into pesos of the financial institutions' assets and liabilities.

Through Communiqué A 3916, the Argentine Central Bank allowed the recording of an intangible asset for the difference between the amount paid by financial institutions pursuant to judicial orders and the amount resulting from the conversion into pesos of the dollar balance of the deposits reimbursed at the Ps.1.40 per U.S. dollar exchange rate (adjusted by CER and interest accrued until the date of the reimbursement). The corresponding amount must be amortized over 60 months beginning April 2003. As of December 31, 2009, the amount recorded under "Intangible Assets", net of accumulated amortization, was Ps. 259,053. During the fiscal year ended December 31, 2010, these amounts were totally amortized.

As of the date of preparation of these financial statements, neither the Supreme Court nor the National Government has taken any measures to compensate for these issues.

Under U.S. GAAP, the right to obtain this compensation is not considered an asset. As of December 31, 2012 and 2011, the shareholders' equity does not include any reconciliation item considering the total amortization of the assets, under Argentine Central Bank rules.



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**h. Securitizations.**

The following table summarizes the adjustment for U.S. GAAP purposes related to securitization transactions as of December 31, 2012 and 2011:

	Book Value Argentine Banking GAAP	2012 Fair Value Book value under U.S. GAAP	U.S. GAAP Shareholders Equity Adjustment (in thousands of Ps.)	Book Value Argentine Banking GAAP	2011 Fair Value Book value under U.S. GAAP	U.S. GAAP Shareholders Equity Adjustment
Galtrust I (1)	673,981	673,981		538,768	538,768	
Financial Trust Galicia (2)	136,692	75,682	(61,010)	121,520	22,000	(99,520)
<b>Total</b>	<b>810,673</b>	<b>749,663</b>	<b>(61,010)</b>	<b>660,288</b>	<b>560,768</b>	<b>(99,520)</b>

**(1) Financial trust Galtrust I**

The financial trust Galtrust I was created in October 2000 in connection with the securitization of provincial loans for a total amount of Ps.1,102 million. The securitized loans were from the portfolio of loans granted to provincial governments, guaranteed by the federal tax revenues shared with the provincial governments.

During 2002, the portfolio of loans included and the related retained interest in Galtrust I were subject to the pesification. As a result the retained interest in the trust was converted into pesos at an exchange rate of 1.40 to 1 and the interest rate for their debt securities changed to CER plus 10%. During 2003, Galtrust I had swapped its provincial loans for Bogar Bonds.

Under Argentine Banking GAAP, this transaction was accounted for as sales and the debt securities and certificates retained by the Bank are accounted for at cost plus accrued interest for the debt securities, and the equity method is used to account for the residual interest in the trust.

The retained interest in the trust was recorded under Argentine Central Bank rules in the Other Receivables from Financial Brokerage, and its balance as of December 31, 2012 and 2011, was Ps. 673,981 and Ps. 538,768, respectively.

As of December 31, 2012 and 2011, under Argentine Banking GAAP, the Group recorded certain reserves to adjust the equity method used to account for the residual interest in the trust, to its fair value.

The fair value of these securities was determined on the balance sheet date, based on an internal valuation technique estimating future cash flows for this certificate of participation, discount at a present value with a rate comparable with internal rates of return of other CER adjusted bonds. Such fair value constituted the new cost basis for this investment.

In accordance with ASC 810, the Group was deemed to be the primary beneficiary of this trust and, therefore, the Bank reconsolidated the assets and liabilities of the mentioned trust. Upon consolidation, the Bogar Bonds were classified as available-for-sale securities and measured at fair value with changes recorded in other comprehensive income. Since the fair value of the residual interest in the trust recorded under Argentine

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Central Bank rules was determined based on the fair value of the Bogar Bonds, recorded as an assets in the trust, there is no difference in the measurement basis of the net assets held and recorded under Argentine Central Bank rules and the assets and liabilities recorded under U.S. GAAP. The only difference between both standards is that under U.S. GAAP, changes in the fair value of the Bogar Bonds are recorded in other comprehensive income, while under Argentine Banking GAAP; changes are recorded in the consolidated income statement.

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**(2) Financial Trust Galicia**

Under this trust, National Government Promissory Notes in pesos at 2% due 2014 for Ps.108,000 were transferred and a Certificate of Participation and Debt Securities were received in exchange. Those National Government Promissory Notes were previously received in exchange of National Secured Loans held by the Group.

For Argentine Banking GAAP purposes, the debt securities and certificates retained by the Bank are accounted for at cost plus accrued interest for the debt securities, and the equity method is used to account for the residual interest in the trust. The cost of these securities was determined based on the book value of the Promissory Notes transferred.

This transfer was not considered a true sale for U.S. GAAP purposes, and therefore, it was recorded as a secured borrowing in accordance with ASC 860. Therefore, the Bank recognized in its consolidated balance sheet, the Promissory Notes transferred to the financial trust.

Under U.S. GAAP, the Promissory notes were classified as loans recorded at amortized cost with the corresponding loan loss reserve, if applicable. The U.S. GAAP adjustment is related to the difference between the cost basis used under both standards. For Argentine Banking GAAP, the cost was determined based on the carrying value of National Secured Loans previously held and exchanged for the Promissory Notes, while under U.S. GAAP, the cost was determined based on the fair value of each National Secured Loans transferred in exchange of the Promissory Notes received.

**Additional information required by U.S. GAAP**

The table below presents the aggregated assets and liabilities of the financial trusts which have been consolidated for U.S. GAAP purposes:

	December 31,	
	2012	2011
Cash and due from banks	Ps. 11,783	Ps. 11,193
Government securities and Promissory Notes	987,970	961,038
Other assets	4,843	75
<b>Total Assets</b>	<b>Ps. 1,004,596</b>	<b>Ps. 972,306</b>
Debt Securities	Ps. 204,365	Ps. 324,332
Certificates of Participation	799,994	647,790
Other liabilities	237	184
<b>Total Liabilities</b>	<b>Ps. 1,004,596</b>	<b>Ps. 972,306</b>

The Group's maximum loss exposure, which amounted to Ps. 1,004,596 and Ps. 972,306 as of December 31, 2012 and 2011, respectively is based on the unlikely events that all of the assets in the VIE's become worthless and incorporates potential losses associated with assets recorded on the Group's balance sheet.

**Other transfers of financial assets accounted for as sales under U.S. GAAP**

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As of December 31, 2009, the Bank has entered into different securitizations that were accounted for as sales under Argentine Banking GAAP. The transfers of financial assets related to the creation of certain trusts were considered sales for U.S. GAAP purposes under ASC 860 and for that reason debt securities and certificates retained by the Bank are considered to be available for sale securities under U.S. GAAP.

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As of December 31, 2010 these financial trusts had been liquidated. Therefore, the 2010 U.S. GAAP net income reconciliation includes the reversal of the previous year's adjustments.

As of December 31, 2012 and 2011 the Group has not issued new financial trusts accounted for as sales under U.S. GAAP.

**i. Acceptances.**

Under Argentine Banking GAAP, acceptances are accounted for in memorandum accounts. Under U.S. GAAP, third party liability for acceptances should be included in Other Receivables Resulting from Financial Brokerage representing Group customers' liabilities on outstanding drafts or bills of exchange that have been accepted by the Group. Acceptances should be included in Other Liabilities Resulting from Financial Brokerage representing the Group's liability to remit payment upon the presentation of the accepted drafts or bills of exchange.

The Group's assets and liabilities would be increased by approximately Ps. 88,546, Ps.116,370 and Ps.111,744, had U.S. GAAP been applied as of December 31, 2012, 2011 and 2010, respectively.

**j. Impairment of real estate properties and foreclosed assets.**

Under Argentine Banking GAAP, real estate properties and foreclosed assets are carried at cost adjusted by depreciation over the life of the assets. In accordance with ASC 360-10 Impairment of Long-lived Assets, such assets are additionally subject to: recognition of an impairment loss if the carrying amounts of those assets are not recoverable from their undiscounted cash flows and an impairment loss measured as the difference between the carrying amount and fair value of the assets.

The Group evaluates potential impairment loss relating to long-lived assets by comparing their carrying amounts with the undiscounted future expected cash flows generated by the assets over the remaining life of the assets. If the sum of the expected future undiscounted cash flows is less than the carrying amount of the asset, a loss is recognized for the difference between the fair value and carrying value of the assets. Testing whether an asset is impaired and measuring the impairment loss is performed for asset groupings at the lowest level for which there are identifiable cash flows that are largely independent of the cash flows generated by other asset groups.

Long-lived assets are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. In 2002, the Group determined that the uncertainty of the Argentine economic situation had a significant impact on the recoverability of its long-lived assets and evaluated its properties for impairment. An impairment loss was recorded in 2002.

Foreclosed assets are carried at the lower of cost and market. In 2002, the Group recorded a valuation allowance reflecting a decrease in the market values of its foreclosed properties.

In 2012 and 2011, no additional impairment was recorded in real estate properties and foreclosed assets.

The Argentine Banking GAAP depreciation for 2012 and 2011 of the assets impaired in 2002 have been reversed for U.S. GAAP purposes.

Therefore the Shareholders' Equity adjustment between Argentine Banking GAAP and U.S. GAAP as of December 31, 2012 and 2011 amounted to Ps. (53,205) and Ps. (54,600) respectively.



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**k. Equity investments in other companies**

Under Argentine Banking GAAP, the equity investments in companies where significant influence exists are accounted for under the equity method. The remaining investments have been accounted for under the cost method, taking their equity method value as a limit in book value.

For U.S. GAAP purposes, under ASC 320, the Group should determine if any factors are present that might indicate the fair value of the investment has been negatively impacted during the fiscal year. If it is determined that the fair value of an investment is less than the related company's value, an impairment of the investment must be recognized.

As of December 31, 2012 and 2011, the group concluded that the carrying amount of certain investments would not be recoverable and therefore an impairment loss was recorded for U.S. GAAP purposes.

Therefore the Shareholders' Equity adjustment between Argentine Banking GAAP and U.S. GAAP as of December 31, 2012 and 2011 amounted to Ps. (15,232) and Ps. (21,489) respectively.

**l. Financial Guarantees**

**Exchange of deposits with the financial system II - Written Options.**

Pursuant to the decree 1836/02 and the Argentine Central Bank Communiqué A 3828, the Bank entered into an exchange offer to exchange restructured deposit certificates ( CEDROS ) for Boden 2012 Bonds and Boden 2013 Bonds. The Boden Bonds offered to the holders of CEDROS are unsecured government bonds denominated in U.S. dollars. As a part of the restructuring, the Bank granted an option to sell coupons to the holders of restructured deposits certificates that had opted to receive Boden 2013 Bonds and Boden 2012 Bonds in exchange for their certificates.

The exercise price will be equal to that resulting from converting to pesos the face value of each coupon in U.S. dollars at a rate of Ps.1.40 per U.S. dollar adjusted by applying the CER, which arises from comparing the index at February 3, 2002 to that corresponding to the due date of the coupon. That value shall in no case exceed the principal and interest amounts in pesos resulting from applying the face value of the coupon in U.S. dollars at the buying exchange rate quoted by Banco de la Nación Argentina (Banco Nación) on the payment date of that coupon.

Under Argentine Banking GAAP, these options were recorded off-balance. For U.S. GAAP, these options are treated as derivatives, and therefore, the Bank recorded the fair value of such options in accordance with the requirements of ASC 815, with changes in fair value recorded through earnings. As of December 31, 2012 and 2011 the Group has not recorded any balance related to these options.

**Other Financial Guarantees.**

During 2012 and 2011, the Company entered into different agreements to guarantee lines of credit of selected customers amounting to Ps. 850,691 and Ps. 810,085, respectively. As of December 31, 2012 and 2011, guarantees granted by the Bank amounted to Ps. 302,636 and Ps. 258,168, respectively.

Under Argentine Banking GAAP the guarantees are recorded in memorandum accounts. As of December 31, 2012 and 2011, for U.S. GAAP purposes the Bank recognized a liability for the fair value of the obligations assumed at its inception in accordance with the requirements of ASC 460. Such liabilities are being amortized over the expected term of the guarantee. As of December 31, 2012 and 2011, the fair value of the guarantees less the estimated proceeds from collateral amounted to Ps. (813) and Ps. 892 respectively.





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As of December 31, 2011 the Group registered an adjustment in Shareholders Equity related to difference in accounting of a contingent liability of a client between Argentine Banking GAAP and US GAAP

As of December 31, 2012 and 2011, the Group maintained the following guarantees:

	Maximum Potential Payments (*)	2012 Estimated Proceeds From collateral Recourse	U.S. GAAP Adjustment
Financial guarantees	316,620	13,450	(813)
	Ps. 316,620	Ps. 13,450	Ps. (813)
	Maximum Potential Payments (*)	2011 Estimated Proceeds From collateral Recourse	U.S. GAAP Adjustment
Financial guarantees	258,168	10,825	892
	Ps. 258,168	Ps. 10,825	Ps. 892

(\*) The maximum potential payments represent a worse-case scenario, and do not necessarily reflect expected results. Estimated proceeds from collateral and recourse represent the anticipated value of assets that could be liquidated or received from other parties to offset the Company's payments under guarantees.

**m. Non-controlling interest**

Under Argentine Central Bank rules, the non-controlling interest is required to be disclosed as a component of the liabilities. Under U.S. GAAP, non-controlling interest should be reported as a separate component within equity in the consolidated financial statements. Additionally, consolidated net income and comprehensive income are reported with separate disclosure of the amounts attributable to the parent company and to the non-controlling interest. The non-controlling interest in accordance with Argentine Banking GAAP has been eliminated for US GAAP reconciliation purposes.

**n. Foreign Debt Restructuring**

On May 18, 2004, the Group completed the restructuring of its foreign debt. As a result of this restructuring, the Group recorded a Ps.142.5 million gain under Argentine Banking GAAP.

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For U.S. GAAP purposes, the restructuring is accounted for in each of two steps. The first step of the restructuring required the holders of the Group's debt to exchange its old debt for new debt in two tranches. Pursuant to *Determining Whether a Debtor's Modification or Exchange of Debt Instruments is within the scope of ASC 470 (ASC 820)*, the Group did not receive any concession from the holders of the debt and therefore, the first step restructuring was not considered a trouble debt restructuring. Pursuant to *Debtors Accounting for a Modification or Exchange of Debt Instruments - ASC 470-50*, the first step of the restructuring was accounted for as a modification of the old debt and therefore the Group did not recognize any gain or loss. The second step of the restructuring offers the holders of the Group's debt issued in the first step explained above to exchange it for new securities including cash, Boden 2012 Bonds and equity shares of the Group. Pursuant to U.S. GAAP this second step, the restructuring was accounted for in accordance with *Accounting by Debtors and Creditors for Trouble*

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Debt Restructurings ASC 310-40, as a partial settlement of the debt through the transfer of certain assets and equity at its fair value. After deducting the considerations used to repay the debt, ASC 310-40 requires the comparison of the future cash outflows of the restructured debt and the carrying of the debt at the restructuring date.

A gain on troubled debt restructuring is only recognized when the remaining carrying value of the debt at the date of the restructuring exceeds the total future cash payments of the restructured debt reduced by the fair value of the assets and equity given as payment of the debt. Since the total future cash outflows of the restructured debt exceeds the carrying value of the old debt, no gain on restructuring was recorded under U.S. GAAP.

As a result, under U.S. GAAP, the carrying amount of the restructured debt is greater than the amount recorded under Argentine Banking GAAP. Therefore, under U.S. GAAP, a new effective interest rate was determined to reflect the present value of the future cash payments of the restructured debt.

Furthermore, under U.S. GAAP, expenses incurred in a troubled debt restructuring are expensed as incurred. Expenses related to the issuance of equity were deducted directly from the shareholder's equity.

During 2010, the Group repurchased part of the debt maturing in 2010 and 2014. In addition, Negotiable Obligations were repaid in advance. For U.S. GAAP purposes, these transactions were considered as an extinguishment of debt. Therefore, the U.S. GAAP adjustment recorded in previous years related to the debt extinguished was reversed in 2010, generating a gain of approximately Ps. 34,462 included in 2010 U.S. GAAP net income reconciliation. During 2012 and 2011, the Group has not repurchased any of its debt instruments.

During 2011, the Group paid in advance the interest capitalized related to the Subordinated Negotiable Obligation for an amount of approximately US\$ 95,8 million. This amount was originally scheduled to be paid in 2014. This advance payment does not constitute a modification of terms of the Negotiable Obligation for U.S. GAAP purposes.

Shareholders' Equity adjustments between Argentine Banking GAAP and U.S. GAAP as of December 31, 2012 and 2011 amounted to Ps. (25,041) and Ps. (42,640) respectively.

**o. Repurchase Agreements and Reverse Repurchase Agreements ( Repos and Reverse Repos ).**

During 2012 and 2011, the Bank entered into the above mentioned transactions of the following financial instruments: Boden 2012 Bonds, Securities issued by Argentine Central Bank, Discount Bonds and Bonar 2015 Bonds.

Under Argentine Banking GAAP, initial measurement of such agreements implies sale or purchase accounting together with the recognition of an asset and liability due to the investing or financing transaction entered into.

For U.S. GAAP purposes these transactions have not qualified as true sales and therefore these transactions were classified as available for sale securities and trading and recorded at fair value. The corresponding net adjustment in shareholders' equity under U.S. GAAP is included under the caption Bonar 2015 Bonds as of December 31, 2011. There were no repurchase agreements as of December 31, 2012.

**p. Fair Value Measurements Disclosures.**

ASC 820-10 defines fair value, establishes a consistent framework for measuring fair value and disclosure requirements about fair-value measurements. ASC 820-10, among other things, requires the Group to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value.

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In addition, ASC 825-10 provides an option to elect fair value as an alternative measurement for selected financial assets, financial liabilities, unrecognized firm commitments and written loan commitments not previously recorded at fair value. Under ASC 825-10, fair value is used for both the initial and subsequent measurement of the

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designated assets, liabilities and commitments, with the changes on fair value recognized in net income. As a result of ASC 825-10 analysis, the Group has not elected to apply fair value accounting for any of its financial instruments not previously carried at fair value.

**Fair Value Hierarchy**

ASC 820-10, defines fair value as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

In addition, ASC 820-10 establishes a three-level valuation hierarchy for disclosure of fair value measurements. The valuation hierarchy is based upon the transparency of inputs to the valuation of an asset or liability as of the measurement date. The three levels are defined as follows:

Level 1 inputs to the valuation methodology are quoted prices (unadjusted) for identical assets or liabilities in active markets.

Level 2 inputs to the valuation methodology include quoted prices for similar assets and liabilities in active markets, and inputs that are observable for the asset or liability, either directly or indirectly, for substantially the full term of the asset or liability.

Level 2 inputs include the following:

- a) Quoted prices for similar assets or liabilities in active markets;
- b) Quoted prices for identical or similar assets or liabilities in non-active markets;
- c) Pricing models whose inputs are observable for substantially the full term of the asset or liability; and
- d) Pricing models whose inputs are derived principally from or corroborated by observable market data through correlation or other means

Level 3 inputs to the valuation methodology are unobservable and significant to the fair value measurement.

A financial instrument's categorization within the valuation hierarchy is based upon the lowest level of input that is significant to the fair value measurement.

**Determination of Fair Value**

Fair value is based upon quoted market prices, where available. If listed prices or quotes are not available, fair value is based upon internally developed models that use primarily market-based or independently-sourced market parameters, including interest rate yield curves, option volatilities and currency rates. Valuation adjustments may be made to ensure that financial instruments are recorded at fair value. These adjustments include amounts to reflect counterparty credit quality, the Bank's creditworthiness, liquidity and unobservable parameters that are applied consistently over time.

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The Group believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies, or assumptions, to determine the fair value of certain financial instruments could result in a different estimate of fair value at the reporting date.

The following section describes the valuation methodologies used by the Group to measure various financial instruments at fair value, including an indication of the level in the fair-value hierarchy in which each instrument is generally classified. Where appropriate, the description includes details of the valuation models, the key inputs to those models as well as any significant assumptions.

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**Assets**

**a) Government securities and other investments**

Listed investment securities: where quoted prices are available in an active market, securities are classified within level 1 of the valuation hierarchy. Level 1 securities includes national and government bonds, instruments issued by BCRA and corporate securities.

Other investments securities: as quoted market prices are not available, then fair values are estimated by using a discount cash flow model which includes assumptions based upon projected finance charges related to the securitized assets, estimated net credit losses, prepayment assumptions and contractual interest paid to third-party investors. These are classified within level 3 of the valuation hierarchy.

**b) Securities receivable under repurchase agreements**

Securities receivables under repurchase agreements are classified within level 1 of the valuation hierarchy using quoted prices available in the active market for Bonar 2015 Bonds and Securities issued by Argentine Central Bank where the securities are traded.

**c) Securitizations**

As of December 31, 2012 and 2011 the caption includes the consolidated assets of Galtrust I. The fair value was estimated by using the discounted cash flows of the assets. Therefore, these are classified within level 3 of the valuation hierarchy.

**d) Derivatives Financial Instruments**

Forward transactions traded in autoregulated markets are made through recognized exchange markets, such as Mercado Abierto Electrónico (MAE) and Mercado a Término de Rosario (ROFEX).

The general settlement method for these transactions does not require delivery of the traded underlying asset. Rather, settlement is carried on a daily basis for the difference, if any, between the closing price of the underlying asset and the closing price or value of the underlying asset corresponding to the previous day, the difference in price being charged to income. Therefore, they are classified in Level 1 of the fair-value hierarchy.

Forward transactions conducted directly with customers are recorded as the difference between the agreed foreign currency exchange rate and such exchange rate at the end of the year according with the future prices published by Rofex. Therefore, they are classified in Level 2 of the fair-value hierarchy.

**Liabilities**

**e) Securities to be delivered under spot and forward sales to be settled**

Securities to be delivered under spot and forward sales to be settled are classified within level 1 of the valuation hierarchy using quoted prices available in the active market for Securities issued by the Argentine Central Bank where the securities are traded.

**f) Derivatives Financial Instruments**

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Forward transactions traded in autoregulated markets are made through recognized exchange markets, such as Mercado Abierto Electrónico (MAE) and Mercado a Término de Rosario (ROFEX).

The general settlement method for these transactions does not require delivery of the traded underlying asset. Rather, settlement is carried on a daily basis for the difference, if any, between the closing price of the underlying asset and the closing price or value of the underlying asset corresponding to the previous day, the difference in price being charged to income. Therefore, they are classified in Level 1 of the fair-value hierarchy.

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Forward transactions conducted directly with customers are recorded as the difference between the agreed foreign currency exchange rate and such exchange rate at the end of the year according with the future prices published by Rofex. Therefore, they are classified in Level 2 of the fair-value hierarchy.

**Items measured at fair value on a recurring basis**

The following table presents the financial instruments carried at fair value as of December 31, 2012 and 2011, for U.S. GAAP purposes by ASC 820-10 valuation hierarchy (as described above).

	Total carrying value	Quoted market prices in active markets (Level 1)	Internal models with significant observable market parameters (Level 2)	Internal models with significant unobservable market parameters (Level 3)
<b>Balances as of December 31, 2012</b>				
<b>ASSETS</b>				
a) Government securities and other investments				
a.1) Holdings recorded at fair market value				
Holdings Recorded at Fair Market Value	Ps. 718,520	Ps. 718,520	Ps.	Ps.
a.2) Securities issued by Argentine Central Bank				
and government securities	Ps. 2,953,222	Ps. 2,709,733	Ps.	Ps. 243,489
a.3) Investments in listed Private Securities				
Negotiable Obligations	Ps. 188	Ps. 188	Ps.	Ps.
a.4) Other Investments (*)	Ps. 194,927	Ps.	Ps.	Ps. 194,927
b) Securities receivable under repurchase agreements				
b.1) Securities issued by Argentine Central Bank	Ps. 727,433	Ps. 727,433	Ps.	Ps.
c) Securitizations				
Galtrust I Bogar Bonds (**)	Ps. 754,390	Ps.	Ps.	Ps. 754,390
d) Derivatives financial instruments	Ps. 2,540	Ps. 1,688	Ps. 852	Ps.
<b>TOTAL ASSETS AT FAIR VALUE</b>	<b>Ps. 5,351,220</b>	<b>Ps. 4,157,562</b>	<b>Ps. 852</b>	<b>Ps. 1,192,806</b>
<b>LIABILITIES By Class</b>				
e) Securities to be delivered under spot and forward sales to				
be settled	Ps. (161,220)	Ps. (161,220)	Ps.	Ps.
f) Derivatives financial instruments				
Foreign exchange contracts	Ps. (2,345)	Ps. (1,360)	Ps. (985)	Ps.
<b>TOTAL LIABILITIES AT FAIR VALUE</b>	<b>Ps. (163,565)</b>	<b>Ps. (162,580)</b>	<b>Ps. (985)</b>	<b>Ps.</b>

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- (\*) This amount is related to the fair value of certificates of participation held in the Almafuerde Special Fund and debt securities of Saturno Trust
- (\*\*) The Ps. 754,390 corresponds to the fair value of the Bogar Bonds recorded as an asset in Galtrust I.

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	Total carrying value	Quoted market prices in active markets (Level 1)	Internal models with significant observable market parameters (Level 2)	Internal models with significant unobservable market parameters (Level 3)
<b>Balances as of December 31, 2011</b>				
<b>ASSETS</b>				
a) Government securities and other investments				
a.1) Holdings recorded at fair value	Ps. 396,287	Ps. 396,287	Ps.	Ps.
a.2) Government securities from repo transactions with				
Argentine Central Bank	Ps. 40,600	Ps. 40,600	Ps.	Ps.
a.3) Securities issued by Argentine Central Bank	Ps. 5,023,340	Ps. 5,023,340	Ps.	Ps.
a.4) Investments in listed Private Securities				
Shares	Ps. 2,040	Ps. 2,040	Ps.	Ps.
Negotiable Obligations	Ps. 1,088	Ps. 1,088	Ps.	Ps.
a.5) Other Investments (*)	Ps. 198,437	Ps.	Ps.	Ps. 198,437
b) Securities receivable under repurchase agreements				
b.1) Bonar 2015 Bonds	Ps. 559,682	Ps. 559,682	Ps.	Ps.
b.2) Securities issued by Argentine Central Bank	Ps. 102,020	Ps. 102,020	Ps.	Ps.
c) Securitizations				
Galtrust I Bogar Bonds (**)	Ps. 720,710	Ps.	Ps.	Ps. 720,710
d) Derivatives financial instruments	Ps. 11,407	Ps. 3,035	Ps. 8,372	Ps.
<b>TOTAL ASSETS AT FAIR VALUE</b>	<b>Ps. 7,055,611</b>	<b>Ps. 6,128,092</b>	<b>Ps. 8,372</b>	<b>Ps. 919,147</b>
<b>LIABILITIES</b>				
e) Securities to be delivered under spot and forward sales to				
be settled	Ps. (1,559,308)	Ps. (1,559,308)	Ps.	Ps.
f) Derivatives financial instruments				
Foreign exchange contracts	Ps. (8,073)	Ps. (2,794)	Ps. (5,279)	Ps.
<b>TOTAL LIABILITIES AT FAIR VALUE</b>	<b>Ps. (1,567,381)</b>	<b>Ps. (1,562,102)</b>	<b>Ps. (5,279)</b>	<b>Ps.</b>

(\*) This amount is related to the fair value of certificates of participation held in the Almafuerde Special Fund and debt securities of Saturno Trust

(\*\*) The Ps. 720,710 corresponds to the fair value of the Bogar Bonds recorded as an asset in Galtrust I.

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**Changes in level 3 fair value measurements**

The table below includes a roll forward of the balance sheet amounts as of December 31, 2012, 2011 and 2010 (including the change in fair value) for financial instruments classified by the Group within level 3 of the valuation hierarchy. When a determination is made to classify a financial instrument within level 3 of the valuation hierarchy, the determination is based upon the significance of the unobservable factors to the overall fair value measurement.

	Galtrust I - Bogar bonds		Other investments		Securities issued by Argentine Central Bank and government securities	Total Fair Value Measurements
	Ps.		Ps.		Ps.	
<b>Fair value, December 31, 2010</b>	<b>783,761</b>		<b>186,205</b>			<b>969,966</b>
Total gains or losses (realized/unrealized)	(63,051)		12,232			(50,819)
Purchases, sales, issues and settlements						
Included in earnings			1,262			1,262
Included in other comprehensive income	(63,051)		10,970			(52,081)
<b>Fair value, December 31, 2011</b>	<b>720,710</b>		<b>198,437</b>			<b>919,147</b>
Total gains or losses (realized/unrealized)	33,680		2,757		2,642	39,079
Included in earnings			(2,558)		2,642	916
Included in other comprehensive income	33,680		5,315			38,995
Purchases					240,847	240,847
Sales			(6,267)			(6,267)
<b>Fair value, December 31, 2012</b>	<b>754,390</b>		<b>194,927</b>		<b>243,489</b>	<b>1,192,806</b>

The table below summarizes gains and losses due to changes in fair value, recorded in earnings for level 3 assets and liabilities during the year:

Balances as of December 31, Available for sale securities	Total Fair Value Measurements		
	2012	2011	2010
Classification of gains and losses included in earnings :			
Financial Income	Ps. 916	Ps. 1,262	Ps. (7,265)
Total	Ps. 916	Ps. 1,262	Ps. (7,265)

The Group did not transfer any assets or liabilities between levels 1 and 2 of the fair value hierarchy during 2012. In addition, the Group is required, on a nonrecurring basis, to adjust the carrying value of certain assets or provide valuation allowances related to certain assets using fair value measurements in accordance with GAAP. Loans are generally not recorded at fair value on a recurring basis. Periodically, the Group records nonrecurring adjustments for including certain impairment amounts for impaired loans calculated in accordance with ASC 310-10 when establishing the allowance for loan losses. Estimates of fair value used for impaired loans generally are based on assumptions not observable in

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the marketplace and therefore such valuations have been classified as Level 3. The valuation technique used to obtain the fair value was an income approach using discounted cash flows based on the contracted maturity of the loans. The discount rates are based on the current market rates corresponding to the applicable maturity. No changes in the valuation technique took place during the year. Loans subject to nonrecurring fair value measurement were Ps. 44,993 and Ps. 40,579 as of December 31, 2012 and 2011 classified as Level 3.

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**q. New authoritative pronouncements**

In March 2013, FASB issued ASU 2013-05, Foreign Currency Matters (Topic 830) : to resolve the diversity in practice about the cumulative translation adjustment derecognition guidance in Subtopic 830-30 for the derecognition of certain subsidiaries or groups of assets within a foreign entity and for changes in an investment in a foreign entity. Furthermore, ASU 2013-05 resolves the diversity in practice for the treatment of business combinations achieved in stages (sometimes also referred to as step acquisitions) involving a foreign entity. The requirements will be effective prospectively for fiscal years beginning after December 15, 2012. Management considers that the adoption of this statement will not have an impact on their financial statements.

In February 2013, the FASB issued ASU No. 2013-04, Reporting Obligations Resulting from Joint and Several Liability Arrangements for Which the Total Amount of the Obligation is Fixed at the Reporting Date (Topic 405): The objective of the amendments in this Update is to provide guidance for the recognition, measurement, and disclosure of obligations resulting from joint and several liability arrangements for which the total amount of the obligation within the scope of this guidance is fixed at the reporting date, except for obligations addressed within existing guidance in U.S. generally accepted accounting principles (GAAP). Examples of obligations within the scope of this Update include debt arrangements, other contractual obligations, and settled litigation and judicial rulings. U.S. GAAP does not include specific guidance on accounting for such obligations with joint and several liability, which has resulted in diversity in practice. Some entities record the entire amount under the joint and several liability arrangement on the basis of the concept of a liability and the guidance that must be met to extinguish a liability. Other entities record less than the total amount of the obligation, such as an amount allocated, an amount corresponding to the proceeds received, or the portion of the amount the entity agreed to pay among its co-obligors, on the basis of the guidance for contingent liabilities. The amendments in this Update are effective for fiscal years, and interim periods within those years, beginning after December 15, 2013. The amendments in this Update should be applied retrospectively to all prior periods presented for those obligations resulting from joint and several liability arrangements within the Update's scope that exist at the beginning of an entity's fiscal year of adoption. Early adoption is permitted. Management considers that the adoption of this statement will not have an impact on their financial statements.

In February 2013, the FASB issued ASU No. 2013-02, Reporting of Amounts Reclassified Out of Accumulated Other Comprehensive Income (Topic 220): The objective of this Update is to improve the reporting of reclassifications out of accumulated other comprehensive income. The amendments in this Update seek to attain that objective by requiring an entity to report the effect of significant reclassifications out of accumulated other comprehensive income on the respective line items in net income if the amount being reclassified is required under U.S. generally accepted accounting principles (GAAP) to be reclassified in its entirety to net income. For other amounts that are not required under U.S. GAAP to be reclassified in their entirety to net income in the same reporting period, an entity is required to cross-reference other disclosures required under U.S. GAAP that provide additional detail about those amounts. This would be the case when a portion of the amount reclassified out of accumulated other comprehensive income is reclassified to a balance sheet account (for example, inventory) instead of directly to income or expense in the same reporting period. For public entities, the amendments are effective prospectively for reporting periods beginning after December 15, 2012. Management considers that the adoption of this statement will not have a significant impact on their financial statements.

In October 2012, the FASB issued ASU 2012-04: Technical Corrections and Improvements. The amendments in this Update cover a wide range of Topics in the Codification. These amendments are presented in two sections Technical Corrections and Improvements (Section A) and Conforming Amendments Related to Fair Value Measurements (Section B). The amendments in Section A have been categorized in the following manner: Source literature amendments, Guidance clarification and reference corrections and Relocated guidance. The amendments in Section B are intended to conform terminology and clarify certain guidance in various Topics of the Codification to fully reflect the fair value measurement and disclosure requirements of Topic 820. The amendments in this

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Update that will not have transition guidance will be effective upon issuance for both public entities and nonpublic entities. For public entities, the amendments that are subject to the transition guidance will be effective for fiscal periods beginning after December 15, 2012. This Update is not intended to significantly change U.S. GAAP.

In August 2012, the FASB issued ASU 2012-03: Technical Amendments and Corrections to SEC Sections. The ASU amends various SEC paragraphs of the FASB's Accounting Standards Codification pursuant to the issuance of SEC Staff Accounting Bulletin No. 114 (SAB 114), which was issued in March 2011. SAB 114 was issued to update the relevant interpretive guidance in the SEC's Staff Accounting Bulletin series to make it consistent with current authoritative accounting guidance issued by the FASB. The principal changes involve revision or removal of accounting guidance references and other conforming changes to ensure consistency of referencing throughout the SAB series. Management considers that the adoption of this statement will not have a significant impact on their financial statements.

In July 2012, the FASB issued ASU No. 2012-02, Intangibles—Goodwill and Other (Topic 350): Testing Indefinite-Lived Intangible Assets for Impairment. In accordance with the amendments in this Update, an entity has the option first to assess qualitative factors to determine whether the existence of events and circumstances indicates that it is more likely than not that the indefinite-lived intangible asset is impaired. If, after assessing the totality of events and circumstances, an entity concludes that it is not more likely than not that the indefinite-lived intangible asset is impaired, then the entity is not required to take further action. However, if an entity concludes otherwise, then it is required to determine the fair value of the indefinite-lived intangible asset and perform the quantitative impairment test by comparing the fair value with the carrying amount in accordance with Subtopic 350-30. The amendments are effective for annual and interim impairment tests performed for fiscal years beginning after September 15, 2012. Management considers that the adoption of this statement will not have a material impact on their financial statements.

In December 2011, FASB issued ASU 2011-11, Disclosures about offsetting assets and liabilities (Topic 210), to provide enhanced disclosures that will enable users of its financial statements to evaluate the effect or potential effect of netting arrangements on an entity's financial position. This includes the effect or potential effect of rights of setoff associated with an entity's recognized assets and recognized liabilities within the scope of this Update. The amendments require enhanced disclosures by requiring improved information about financial instruments and derivative instruments that are either (1) offset in accordance with either Section 210-20-45 or Section 815-10-45 or (2) subject to an enforceable master netting arrangement or similar agreement, irrespective of whether they are offset in accordance with either Section 210-20-45 or Section 815-10-45. An entity is required to apply the amendments for annual reporting periods beginning on or after January 1, 2013. An entity should provide the disclosures required by those amendments retrospectively for all comparative periods presented. Management considers that the adoption of this statement will not have a material impact on their financial statements.

In December 2011, FASB issued ASU 2011-10, Derecognition of in substance Real Estate (Topic 360), to resolve the diversity in practice about whether the guidance in sub-topic 360-20 applies to a parent that ceases to have a controlling interest in a subsidiary that is in substance real estate. The amendments are effective for fiscal years, and interim periods within those years beginning on or after December 15, 2013. Early adoption is permitted. The adoption had no impact on the U.S. GAAP disclosures and financial information released by the Company for the reporting period ending on December 31, 2012.

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(Expressed in thousands of Argentine pesos)

**r. Consolidated net income**

	2012		December 31, 2011		2010
	Ps.		Ps.		Ps.
Net income as stated		1,336,215		1,106,943	408,901
Loan origination fees and costs (Note 35 b.)		19,656		(33,902)	7,422
Intangible assets:					
Goodwill amortization and impairment (Note 35 c.)		1,939		8,591	6,928
Negative goodwill (Note 35 c.)		(99,123)		(118,703)	465,634
Software cost (Note 35 c.)		(49,517)		(77,390)	(56,259)
Compensation related to the payment of deposits (Note 35 g.)					259,053
Equity investments in other companies Impairment (Note 35 k.)		6,257		8,249	1,810
Loans non Financial Public Sector Secured loans (Note 35 d.(i))					282
Loan impairment Private sector (Note 35 d.(ii))		9,258		(44,395)	1,812
Securitizations (Note 35 h.)		4,830		23,654	(12,920)
Government Securities and other investments:					
Compensatory Bond received and Hedge Bond (Note 35 e.(i))					1,005,937
Discount Bonds (Note 35 e.(ii))					428,686
GDP Linked Negotiable Securities (Note 35 e.(ii))					(12,366)
Bonar 2015 Bonds ( Note 35 e. (iii))		76,487		(110,425)	(346,761)
Other investments (Note 35 e. (iv))		(23,236)		10,985	115,494
Amortization of real estate properties and foreclosed assets previously impaired under U.S. GAAP (Note 35 j.)		1,395		1,395	1,395
Recognition for the fair value of obligations assumed under financial guarantees issued (Note 35 l.)		(1,705)		4,740	8,361
Foreign Debt restructuring (Note 35 n.)		17,599		33,368	61,264
Deferred Income tax (Note 35 a.)		9,732		75,108	(249,931)
Minimum Presumed Income Tax (Note 35 a.)					328,619
Non-controlling interest (Note 35 m.)		186,403		170,962	104,333
Net income in accordance with U.S. GAAP	Ps.	1,496,190	Ps.	1,059,180	Ps. 2,527,694
Less Net (Income) attributable to the Non-controlling Interest (Note 35 m)		(186,593)		(192,459)	(234,121)
Net Income attributable to Parent Company in accordance with U.S. GAAP	Ps.	1,309,597	Ps.	866,721	Ps. 2,293,573
Average number of shares outstanding (in thousands) (Note 21)		1,241,407		1,241,407	1,241,407
Basic net income per share in accordance with U.S. GAAP (Note 21)		1.055		0.698	1.848
Diluted net income per share in accordance with U.S. GAAP (Note 21)		1.055		0.698	1.848



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**s. Consolidated shareholders equity**

	December 31,	
	2012	2011
Shareholders equity as stated	Ps. 4,870,078	Ps. 3,551,615
Loan origination fees and costs (Note 35 b.)	(98,888)	(118,544)
Intangible assets:		
Goodwill amortization and impairment (Note 35 c.)	42,665	40,726
Negative Goodwill (Note 35 c.)	247,808	346,931
Software Cost (Note 35 c.)	(260,520)	(211,003)
Equity investments in other companies Impairment (Note 35 k.)	(15,232)	(21,489)
Loan impairment Private sector (Note 35 d.(ii))	30,346	21,088
Government securities and other investments:		
Bonar 2015 Bonds (Note 35 e. (iii))	43,000	69,523
Other Investments (Note 35 e. (iv))	(3,151)	14,770
Securizations (Note 35 h.)	(61,010)	(99,520)
Impairment of real estate properties and foreclosed assets (Note 35 j.)	(67,155)	(67,155)
Amortization of real estate properties and foreclosed assets previously impaired under U.S. GAAP (Note 35 j.)	13,950	12,555
Deferred Income tax (Note 35 a.)	411,619	401,887
Recognition for the fair value of obligations assumed under financial guarantees issued (Note 35 l.)	(813)	892
Foreign debt restructuring (Note 35 n.)	(25,041)	(42,640)
Non-controlling interest (Note 35m.)	701,920	529,314
Consolidated shareholders equity in accordance with U.S. GAAP	Ps. 5,829,576	Ps. 4,428,950
Non-controlling Interest (Note 35 m.)	(721,677)	(552,841)
Consolidated Parent Company Shareholders Equity in accordance with U.S. GAAP	Ps. 5,107,899	Ps. 3,876,109

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Roll forward analysis of shareholders' equity under U.S. GAAP at December 31, 2012, 2011 and 2010:

	Capital Stock	Paid in Capital	Adjustments to Shareholders Equity	Profit reserves		Other Comprehensive Income (loss)	(Accumulated deficit) /Retained Earnings	Total Shareholders Equity		Non controlling interest
				Legal	Other			Parent Company		
Balance at December 31, 2009	Ps. 1,241,407	Ps. 606	Ps. 294,254	Ps. 45,998	Ps. 265,182	Ps. 1,255,174	Ps. (1,866,299)	Ps. 1,236,322	Ps. 188,661	
Distribution of retained earnings: Absorption approved by the shareholders meeting on April 28, 2010										
Legal Reserve				11,464			(11,464)			
Discretionary Reserve					217,811		(217,811)			
Net, unrealized gain / (loss) of available-for-sale securities, net of tax						(532,828)		(532,828)	(40,562)	
Net Income (Loss) in accordance with U.S. GAAP							2,293,573	2,293,573	234,121	
Balance at December 31, 2010	Ps. 1,241,407	Ps. 606	Ps. 294,254	Ps. 57,462	Ps. 482,993	Ps. 722,346	Ps. 197,999	Ps. 2,997,067	Ps. 382,220	
Distribution of retained earnings: Absorption approved by the shareholders meeting on April 27, 2011										
Legal Reserve				20,445			(20,445)			
Discretionary Reserve					363,628		(363,628)			
Cash Dividends							(24,828)	(24,828)	(23,859)	
Unrealized gain of available-for-sale securities, net of tax						37,149		37,149	2,021	
Net Income (Loss) in accordance with U.S. GAAP							866,721	866,721	192,459	
Balance at December 31, 2011	Ps. 1,241,407	Ps. 606	Ps. 294,254	Ps. 77,907	Ps. 846,621	Ps. 759,495	Ps. 655,819	Ps. 3,876,109	Ps. 552,841	

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Distribution of retained earnings:				
Absorption approved by the shareholders meeting on April 19, 2012				
Legal Reserve		55,347		(55,347)
Discretionary Reserve		1,033,844		(1,033,844)
Cash Dividends			(17,752)	(17,752) (13,797)
Unrealized gain of available-for-sale securities, net of tax			(60,055)	(60,055) (3,960)
Net Income (Loss) in accordance with U.S. GAAP			1,309,597	1,309,597 186,593

Balance at  
 December 31, 2012 Ps. 1,241,407 Ps. 606 Ps. 294,254 Ps. 133,254 Ps. 1,880,465 Ps. 699,440 Ps. 858,473 Ps. 5,107,899 Ps. 721,677

**t. Comprehensive income**

Reporting Comprehensive Income ASC 220, establishes standards for reporting and the display of comprehensive income and its components (revenues, expenses, gains and losses) in the financial statements. Comprehensive income is the total of net income and all transactions, and other events and circumstances from non-owner sources.

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The following disclosure presents the Comprehensive Income according to ASC 220, for the fiscal years ended December 31, 2012, 2011 and 2010:

	<b>2012</b>	<b>December 31, 2011</b>	<b>2010</b>
<b>Income Statement</b>			
Financial Income	Ps. 9,187,119	Ps. 5,985,617	Ps. 4,778,002
Financial Expenditures	3,923,061	2,240,833	1,343,357
Net Financial Income	5,264,058	3,744,784	3,434,645
Provision for Loan Losses	1,338,044	887,765	549,712
Income from Services	4,655,127	3,458,771	2,506,687
Expenditures from Services	1,453,855	1,064,378	721,124
Administrative Expenses	5,803,362	4,301,457	2,881,200
Net Income from Financial Brokerage	1,323,924	949,955	1,789,296
Income from Insurance activities	651,871	457,447	255,608
Miscellaneous Income	546,184	473,076	1,152,394
Miscellaneous Losses	246,243	142,543	161,482
Net Income before Income tax	2,275,736	1,737,935	3,035,816
Income Tax	779,546	678,755	508,122
<b>Net income under U.S. GAAP</b>	<b>1,496,190</b>	<b>1,059,180</b>	<b>2,527,694</b>
Less Net (Income) attributable to the Non-controlling Interest	(186,593)	(192,459)	(234,121)
<b>Net Income attributable to Parent Company</b>	<b>1,309,597</b>	<b>866,721</b>	<b>2,293,573</b>
Net income under U.S. GAAP	1,496,190	1,059,180	2,527,694
Other comprehensive income / (loss)	(64,015)	39,170	(573,390)
<b>Comprehensive income</b>	<b>1,432,175</b>	<b>1,098,350</b>	<b>1,954,307</b>
Net Income attributable to parent Company	1,309,597	866,721	2,293,573
Other comprehensive income / (loss) attributable to parent Company	(60,055)	37,149	(532,828)
<b>Comprehensive income attributable to parent Company</b>	<b>1,249,542</b>	<b>903,870</b>	<b>1,760,745</b>
Net Income attributable to the Non-controlling Interest	186,593	192,459	234,121
Other comprehensive income / (loss) attributable to the Non-controlling Interest	(3,960)	2,021	(40,562)
<b>Comprehensive income attributable to the Non-controlling Interest</b>	<b>182,633</b>	<b>194,480</b>	<b>193,559</b>



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Accumulated non-owner changes in equity (accumulated other comprehensive income) as of December 31, 2012, 2011 and 2010 were as follows:

	December 31,		
	2012	2011	2010
GalTrust I	536,744	503,064	566,115
Bonar 2015 Bonds	191,135	294,145	198,693
Other	8,917	3,602	(3,167)
Accumulated other comprehensive income	Ps. 736,796	Ps. 800,811	Ps. 761,641
Less, accumulated other comprehensive income attributable to the Non-controlling interest	(37,356)	(41,316)	(39,295)
Net accumulated other comprehensive income attributable to Parent Company	Ps. 699,440	Ps. 759,495	Ps. 722,346

There were no available for sale securities with a continuous loss position of 12 months or more. There are no unrealized losses on investments as of December 31, 2012 and 2011.

**u. Consolidated cash flows**

ASC 230 Statement of Cash Flows provides guidance for the reporting of cash flows within Operating, Investing and Financing categories. For US GAAP purposes the Company considers as cash equivalents all highly liquid investments with original maturities of three months or less, including cash and cash equivalents corresponding to financial trusts consolidated in accordance with Note 35.h.

	For the year ended December 31,		
	2012	2011	2010
Cash	8,345,015	6,418,891	5,645,571
Cash equivalents	2,978,963	3,825,282	1,797,946
<b>Cash and cash equivalents as shown in the statement of cash flows under Argentine Banking GAAP</b>	<b>Ps. 11,323,978</b>	<b>Ps. 10,244,173</b>	<b>Ps. 7,443,517</b>
Cash and cash equivalents corresponding to financial trusts	11,783	11,193	11,626
<b>Cash and cash equivalents in the Statement of Cash Flows under US GAAP</b>	<b>Ps. 11,335,761</b>	<b>Ps. 10,255,366</b>	<b>Ps. 7,455,143</b>

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The following table presents the reconciliation of the condensed consolidated statements of cash flows under Argentine Banking GAAP and US GAAP:

	For the year ended December 31,		
	2012	2011	2010
<b>Reconciliation of cash flows under Argentine Banking GAAP and US GAAP</b>			
<b>Net cash flow provided by operating activities under Argentine Banking GAAP</b>	<b>Ps. 1,675,711</b>	<b>Ps. 431,989</b>	<b>Ps. 2,762,967</b>
Loans, available for sale securities, deposits at the Argentine Central Bank and organization and development expenses reclassified to investing activities	12,716,908	10,554,506	5,040,272
Deposits and repo transactions reclassified to financing activities	(8,705,103)	(7,076,388)	(4,991,983)
Interest paid on debt	(700,811)	(407,756)	(224,102)
Financial trust consolidated under US GAAP	92,061	(15,927)	(203,185)
<b>Net cash flow provided by operating activities under US GAAP</b>	<b>Ps. 5,078,766</b>	<b>Ps. 3,486,424</b>	<b>Ps. 2,383,969</b>
<b>Net cash flow used in investing activities under Argentine Banking GAAP</b>	<b>Ps. (308,999)</b>	<b>Ps. (273,375)</b>	<b>Ps. (363,329)</b>
Net increase in Loans, available for sale securities, deposits at the Argentine Central Bank and organization and development expenses	(12,716,908)	(10,554,506)	(5,040,272)
Financial trust consolidated under US GAAP - corresponding to loans and securities	27,663	105,019	466,924
<b>Net cash flow used in investing activities under US GAAP</b>	<b>Ps. (12,998,244)</b>	<b>Ps. (10,722,862)</b>	<b>Ps. (4,936,677)</b>
<b>Net cash flow provided by (used in) financing activities under Argentine Banking GAAP</b>	<b>Ps. (673,393)</b>	<b>Ps. 2,370,757</b>	<b>Ps. (495,942)</b>
Deposits and repo transactions	8,705,103	7,076,388	4,991,983
Interest paid on debt reclassified to operating activities	700,811	407,756	224,102
Financial trust consolidated under US GAAP - corresponding to debt	(119,134)	(89,525)	(268,606)
<b>Net cash flow provided by financing activities under US GAAP</b>	<b>Ps. 8,613,387</b>	<b>Ps. 9,765,376</b>	<b>Ps. 4,451,537</b>
<b>Effect of exchange rate changes on cash and cash equivalents</b>	<b>Ps. 386,486</b>	<b>Ps. 271,285</b>	<b>Ps. 111,091</b>
Cash and cash equivalents at the beginning of the year under US GAAP	10,255,366	7,455,143	5,445,223
Cash and cash equivalents at the end of the year under US GAAP	11,335,761	10,255,366	7,455,143

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<b>Net increase (decrease) in cash and cash equivalents under US GAAP</b>	<b>Ps. 1,080,395</b>	<b>Ps. 2,800,223</b>	<b>Ps. 2,009,920</b>
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**v. Concentration of risk Total exposure to the public sector - Argentine government and provinces**

The Group has significant exposure to the Argentine national government and provinces in the form of government securities net positions, secured loans and other debt obligations. As of December 31, 2012 and 2011, the Group had the following bonds and loans outstanding:

	December 31, 2012		December 31, 2011	
	Argentine Banking GAAP	U.S. GAAP	Argentine Banking GAAP	U.S. GAAP
Argentine national government loans	Ps. 25,580	Ps. 25,580	Ps. 23,578	Ps. 23,578
Other Argentine public-sector receivables	334,597	273,587	320,278	224,360
Galtrust I (securitization of Provincial Loans)	662,456	662,456	532,680	532,680
Securities issued by the Argentine Central Bank	3,251,506	3,250,650	3,551,937	3,566,052
Bonar 2015 Bonds	558,045	601,045	779,731	849,254
Other (1)	189,991	192,633	68,869	68,869
<b>Total</b>	<b>Ps. 5,022,175</b>	<b>Ps. 5,005,951</b>	<b>Ps. 5,277,073</b>	<b>Ps. 5,264,793</b>

(1) Includes bonds and other national government bonds.

**w. Risks and Uncertainties****Government Securities**

As of December 31, 2012, the Group's exposure to the Argentine public sector represented approximately 7.91% of the total Group's assets. Although the Group's exposure to the Argentine public sector consists of performing assets, the realization of the Group's assets, its income and cash flow generation capacity and future financial condition is dependent on the Argentine government ability to comply with its payment obligations.

Argentine Central Bank's regulations state that, the total exposure of financial institutions to the non-financial public sector must not exceed 35% of their total assets.

As of December 31, 2012 and 2011, the Group was in compliance with the general limit of 35% imposed by the Argentine Central Bank.

**Exchange restrictions**

All transactions involving the purchase of foreign currency must be settled through the single free exchange market (Mercado Único Libre de Cambios, or MULC) where the Argentine Central Bank supervises the purchase and sale of foreign currency. Under Executive Branch Decree No. 260/2002, the Argentine government set up an exchange market through which all foreign currency exchange transactions are made. Such transactions are subject to the regulations and requirements imposed by the Argentine Central Bank. Under Communication A 3471, as amended, the Argentine Central Bank established certain restrictions and requirements applicable to foreign currency exchange transactions. If such restrictions and requirements are not met, criminal penalties shall be applied.

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On October 28, 2011, the Federal Administration of Public Revenues (Administración Federal de Ingresos Públicos, AFIP ) established an Exchange Transactions Inquiry Program ( Inquiry Program ) through which the entities authorized by the Central Bank to deal in foreign exchange must inquire and register through an IT system the total peso amount of each exchange transaction at the moment it is closed. All foreign exchange sale transactions, whether involving foreign currency or banknotes, irrespective of their purpose or allocation, are subject to this inquiry and registration system, which determines whether Transactions are Validated or Inconsistent .

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**Grupo Financiero Galicia S.A. and Subsidiaries**

**Notes to the Consolidated Financial Statements**

**For the years ended December 31, 2012, 2011 and 2010**

(Expressed in thousands of Argentine pesos)

Pursuant to Communication A 5239, afterward replaced by Communication A 5245, in the case of sales of foreign exchange (foreign currency or banknotes) for the formation of off-shore assets by residents without the obligation of subsequently allocating it to specific purpose, entities authorized to deal in foreign exchange may only allow transactions through the MULC by those clients who have obtained the validation and who comply with the rest of the requirements set forth in the applicable foreign exchange regulations. Sales of foreign exchange other than for the formation of off-shore assets by residents without a specific purpose are also exempted from the Inquiry Program, although, the financial entities must verify that the other requirements established by the MULC are accomplished.

According to Communication A 5264, as amended, in general terms the access to the foreign exchange market for resident in order to pay services, debts and profits to non-residents has no limits or restrictions. The access to the MULC requires the filing of certain documentation by residents evidencing the validity of transactions for which the funds are purchase for its remittance abroad. Communication A 5236, item 4.2, which regulated the outflow of fund allowing residents to access to the MULC for the formation of off-shore assets without a specific allocation by residents has been suspended and, up to now, the Central Bank has not issued any other measure or provisions in this regard.

On August 6, 2012, Resolution 3210 was replaced by Resolution 3356 enacted by AFIP. This resolution sets forth more restrictions for the access to the foreign exchange market, in particular for the outflow of funds made by residents. Both resolutions (3210 and 3356) are related with Communications A 5239 (currently abrogated) and 5245.

The Argentine government may, in the future, impose additional controls on the foreign exchange market and on capital flows from and into Argentina, in response to capital flight or depreciation of the Peso. These restrictions may have a negative effect on the economy and on our business if imposed in an economic environment where access to local capital is constrained.

**x. Allowance for loan losses**

Management believes that the current level of allowance for loan losses recorded for U.S. GAAP purposes are sufficient to cover incurred losses of the Group's loan portfolio as of December 31, 2012. Many factors can affect the Group's estimates of allowance for loan losses, including expected cash flows, volatility of default probability, migrations and estimated loss severity. The process of determining the level of the allowance for credit losses requires a high degree of judgment. It is possible that others, given the same information, may at any point in time reach different reasonable conclusions.

**y. U.S. GAAP estimates**

Valuation reserves, impairment charges and estimates of market values on assets and step up bonds discounting, as established by the Group for U.S. GAAP purposes are subject to significant assumptions of future cash flows and interest rates for discounting such cash flows. Losses on the exchange of government and provincial bonds and on retained interests in securitization trusts could be significantly affected by higher discount rates. Should the discount rates change in future years, the carrying amounts and charges to income and shareholders' equity will also change. In addition, as estimates of future cash flows change, the carrying amounts which are dependent on such cash flows could be affected as well. It is possible that changes to the carrying amounts of loans, investments and other assets will be adjusted in the near term in amounts that are material to the Group's financial position and results of income.

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(Expressed in thousands of Argentine pesos)

**36. Parent only Financial Statements**

The following are the unconsolidated balance sheets of Grupo Galicia as of December 31, 2012 and 2011 and the related unconsolidated statements of income, and cash flows for the fiscal years ended December 31, 2012, 2011 and 2010.

**Balance sheet (Parent Company only)**

	<b>December 31,</b>	
	<b>2012</b>	<b>2011</b>
<b>ASSETS</b>		
A. Cash and due from Banks		
Cash	Ps. 12	Ps. 11
Financial institutions and correspondents	392	887
	Ps. 404	Ps. 898
B. Government and corporate securities		
Holdings of trading securities	4,432	
Allowances	(1,180)	
	Ps. 3,252	
C. Loans		
To the financial sector	54,744	45,385
	Ps. 54,744	Ps. 45,385
D. Other receivables resulting from financial brokerage		
Other receivables not included in the debtor classification		
Regulations	3,658	3,487
Other receivables included in the debtor classification		
Regulations	776	55,938
Balances from forward transactions without delivery of underlying asset to be settled	2,170	
	Ps. 6,604	Ps. 59,425
E. Equity investments		
In financial institutions	4,815,438	3,525,490
Other	183,283	131,098
Allowances	(311)	
	Ps. 4,998,410	Ps. 3,656,588
F. Miscellaneous receivables		
Other ,	63,584	26,671

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Allowances		(32,555)		(17,614)
		Ps. 31,029		Ps. 9,057
G. Bank premises and equipment		1,231		1,187
H. Intangible assets				
Goodwill		8,888		10,827
Organization and development expenses		128		28
		Ps. 9,016		Ps. 10,855
<b>Total Assets</b>		Ps. 5,104,690		Ps. 3,783,395

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**Table of Contents****Grupo Financiero Galicia S.A. and Subsidiaries****Notes to the Consolidated Financial Statements****For the years ended December 31, 2012, 2011 and 2010**

(Expressed in thousands of Argentine pesos)

	<b>December 31,</b>	
	<b>2012</b>	<b>2011</b>
<b>LIABILITIES AND SHAREHOLDERS EQUITY</b>		
H. Other liabilities resulting from financial brokerage		
Unsubordinated negotiable obligations	Ps. 210,137	Ps. 193,680
Loans from domestic financial institutions		19,625
Balances from forward transactions without delivery of underlying asset to be settled	6,233	3,184
Accrued interest and quotation differences payable	3,073	1,546
	219,443	218,035
I. Miscellaneous liabilities		
Directors and Syndics fees	Ps. 116	Ps. 790
Other	15,053	12,955
	15,169	13,745
<b>Total Liabilities</b>	Ps. 234,612	Ps. 231,780
<b>SHAREHOLDERS EQUITY</b>	Ps. 4,870,078	Ps. 3,551,615
<b>Total Liabilities and Shareholders Equity</b>	Ps. 5,104,690	Ps. 3,783,395

**Table of Contents****Grupo Financiero Galicia S.A. and Subsidiaries****Notes to the Consolidated Financial Statements****For the years ended December 31, 2012, 2011 and 2010**

(Expressed in thousands of Argentine pesos)

**Statement of Income (Parent Company only)**

	2012	December 31, 2011	2010
<b>A. Financial income</b>			
Interest on loans granted to the financial sector	146	153	181
Interest on other receivables resulting from financial brokerage	25	112	54
Net income from government and corporate securities		274	161
Exchange rate differences on gold and foreign currency			
Other			
	Ps. 171	Ps. 539	Ps. 396
<b>B. Financial expenses</b>			
Interest on other liabilities resulting from financial brokerage	Ps. 18,785	Ps. 17,744	Ps. 18,796
Exchange rate differences on gold and foreign currency	10,893	14,154	23,221
Interests on Other Loans from Financial Institutions	4,533	392	
Net income from government and corporate securities	821		
Other	235	276	243
	Ps. 35,267	Ps. 32,566	Ps. 42,260
<b>C. Gross brokerage margin</b>	(35,096)	(32,027)	(41,864)
<b>F. Administrative expenses</b>			
Personnel expenses	10,802	9,019	6,338
Directors and syndics fees	1,835	1,966	1,362
Other fees	4,939	4,463	4,144
Taxes	3,088	2,247	2,993
Other operating expenses	571	579	717
Other	1,750	1,353	7,559
	Ps. 22,985	Ps. 19,627	Ps. 23,113
Net Income from financial brokerage	Ps. (58,081)	Ps. (51,654)	Ps. (64,977)
<b>H. Miscellaneous income</b>			
Net income from equity investments	1,396,909	1,155,060	473,918
Other	1,244	7,679	2,722
	Ps. 1,398,153	Ps. 1,162,739	Ps. 476,640
<b>I. Miscellaneous losses</b>			
Other	3,857	3,209	2,733
	Ps. 3,857	Ps. 3,209	Ps. 2,733
Net Income before tax	1,336,215	1,107,876	408,930
<b>J. Income tax</b>	Ps.	Ps. 933	Ps. 29

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Net income for the fiscal year

Ps. 1,336,215

Ps. 1,106,943

Ps. 408,901

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**Table of Contents****Grupo Financiero Galicia S.A. and Subsidiaries****Notes to the Consolidated Financial Statements****For the years ended December 31, 2012, 2011 and 2010**

(Expressed in thousands of Argentine pesos)

**Statement of cash flows (Parent Company only)**

	2012	December 31, 2011	2010
<b>CHANGES IN CASH AND CASH EQUIVALENTS</b>			
Cash and cash equivalents at the beginning of the year	60,323	27,298	19,422
Cash and cash equivalents at the end of the year	9,270	60,323	27,298
<b>Net increase in cash and cash equivalents</b>	<b>Ps. (51,053)</b>	<b>Ps. 33,025</b>	<b>Ps. 7,876</b>
<b>Causes of changes in cash and cash equivalents</b>			
<b>Cash Flow from operating activities</b>			
Collections for Service	1,107	1,007	2,675
Payments to Suppliers of Goods and Services	(11,803)	(10,223)	(11,946)
Personnel Salaries and Social Security Contributions	(8,672)	(6,814)	(4,944)
Payments of Other Taxes	(12,422)	(10,745)	(8,262)
Income Tax Payments and Prepayments			(21,822)
Payments for Other Net Operating Activities	(1,779)	(6,472)	(6,554)
<b>Net cash provided by operating activities</b>	<b>Ps. (33,569)</b>	<b>Ps. (33,247)</b>	<b>Ps. (50,853)</b>
<b>Cash Flow from investing activities</b>			
Collections for Sales of Fixed Assets		146	8,385
Payments for Purchases of Fixed Assets	(306)	(296)	(246)
Collection of Dividends	40,995	133,868	18,813
Contribution to Controlled Companies	(1,641)	(850)	(4,070)
(Payments) / Collections of Interest, Net	(16,157)	20,458	1,132
Payments for Equity Investments	(3,270)	(25,669)	
<b>Net cash used in investing activities</b>	<b>Ps. 19,621</b>	<b>Ps. 127,657</b>	<b>Ps. 24,014</b>
<b>Cash Flow from financing activities</b>			
Payments (collection) of Loans Received, Net	(26,543)	(42,593)	34,715
Distribution of Dividends, Net of Taxes	(10,562)	(18,792)	
<b>Cash Flow provided by / (used in) financing activities</b>	<b>Ps. (37,105)</b>	<b>Ps. (61,385)</b>	<b>Ps. 34,715</b>
<b>Net increase in cash and cash equivalents</b>	<b>Ps. (51,053)</b>	<b>Ps. 33,025</b>	<b>Ps. 7,876</b>

The accompanying condensed financial statements have been prepared in accordance with Argentine Banking GAAP. Certain information and footnote disclosures normally included in financial statements prepared in accordance with Argentine Banking GAAP have been condensed or omitted. The Company's majority-owned subsidiaries are recorded using the equity method of accounting. The footnotes' disclosures contain supplemental information relating to the operations of Grupo Galicia; as such, these financial statements should be read in conjunction with the

notes to the consolidated financial statements of the Company.

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EXHIBIT INDEX

<b>Exhibit</b>	<b>Description</b>
11.2	Code of Corporate Governance Good Practices.
12.1	Certification of the principal executive officer required under Rule 13a-14(a) or Rule 15d-14(a), pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
12.2	Certification of the principal financial officer required under Rule 13a-14(a) or Rule 15d-14(a), pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
13.1	Certification of the principal executive officer required pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
13.2	Certification of the principal financial officer required pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.