



**Board of Directors Recommendation regarding items 2, 3, 4, 6, 13, 15, 17, 18, 19, 20, 22 and 23 of the Shareholders' Meeting Agenda**

**Item 2. Consideration of the Board of Directors' resolutions regarding the creation of a long-term plan of compensation in shares for employees, through the acquisition of shares of the Company in accordance with Article 64 et. seq. of Law No. 26,831. Exemption from the preemptive offer of shares to shareholders pursuant to Article 67 of Law No. 26,831.**

Summary of the resolution adopted by the Board of Directors in such connection at its meeting held on March 29, 2016:

- The Board of Directors acquired knowledge of the New Long-Term Stock-based Compensation Program as informed by the Human Resources Vice-presidency.

In addition, it had been deemed convenient to promote the formalization of such Plan through the purchase of stock of the Company on the market, to which end, pursuant to Law No. 26,831, the acquisition shall be made with realized and liquid profits or optional or free reserve funds.

- The Board of Directors resolved to include in the Agenda of the Shareholders' Meeting the authorization to timely deliver stock of the Company to be acquired to employees under the Plan, with exemption of the procedure on First Refusal Offer as it is authorized by Section 67 of Law. 26.831, and to include in the proposal for application of year's profits the creation of a special reserve fund to acquire stock of the Company to be allocated to the said Plan where applicable (according to Sections 64 and 67 of Law No. 26,831).

**Item 3. Consideration of the Annual Report, Inventory, Balance Sheet, Income Statement, Statement of Changes in Shareholders' Equity and Statements of Cash Flow, with their notes, charts, exhibits and related documents, and the Report of the Supervisory Committee and Independent Auditor, corresponding to Fiscal Year No. 39, which began on January 1, 2015 and ended on December 31, 2015.**

The Board of Directors approved the Annual Report and the Financial Statements referred and proposes the approval of the aforementioned documents.

**Item 4. Use of profits accumulated as of December 31, 2015. Constitution of reserves. Declaration of dividends.**

The Board of Directors approved to propose to the General Ordinary and Extraordinary Shareholders' Meeting that will consider the relevant financial documentation corresponding to fiscal year No. 39, the following regarding the distribution of profits:

- (i) Allocate the amount of \$50 million to establish a reserve for purchasing YPF shares, according to the provisions of section "Performance bonus and share-based incentive Plans" of the Annual Report on the financial statements as of December 31, 2014, in order to grant to the Board of Directors the possibility to acquire YPF shares at any time as it considers appropriate, and to comply, in carrying out the share compensation plan, with the obligations currently existing under such plan and those that may arise in the future;



- (ii) Allocate the amount of \$3.640 million to establish a reserve for investments under the terms of Article 70, paragraph 3 of General Corporations Law No. 19,550;
- (iii) Allocate the amount of \$889 million to a reserve for the payments of dividends, empowering the Board to determine the time for their distribution in a timeframe not to exceed the end of the present fiscal year.

**Item 6. Consideration of the extension of the period to conduct the auditing of the Company in accordance with Resolution No. 639/2015 of the National Securities Commission (Comisión Nacional de Valores). Appointment of the Independent Auditor who will report on the annual financial statements as of December 31, 2016 and determination of its remuneration.**

Pursuant to Resolution No. 639/2015 of the National Securities Commission, the appointment of the firm responsible for the independent audit of an entity authorized to publicly trade its securities may be extended for an additional 3-year term; provided, however, that the Shareholders' Meeting shall so approve, and the Company's Board of Directors, Auditing Committee and Supervisory Committee shall so favorably advise in advance.

In this sense, the Board of Directors of the company, the Auditing Committee, and the Supervisory Committee, at their meetings, assessed the performance of Deloitte & Co. S.A., and issued a favorable opinion, raising no objections to such firm being appointed by the Shareholders' Meeting as Independent Auditor of the Company to report on the annual financial statements for up to an additional 3-year term. For issuing this favorable opinion, they have founded in the General Resolution No.683/2015 of the Argentine Securities Commission (Comisión Nacional de Valores) and on the Economic Sciences Professional Counsel of Buenos Aires' recommendations, in accordance with the following criteria: a) the analysis of the quality of the provided services and the sufficiency of the assigned resources; b) the appropriate comprehension of the business, the industry which it belong and the macroeconomic environment impact on the company's activities; c) Communication and interaction with the independent auditor; d) Informs related to accounting and auditing news, relevant for the company and its potential impacts on the audit performance; e) Knowledge of the regulatory requirements related to the external auditor's independence and; f) Valuing of the auditor's professional objectivity.

To such effect, the Board of Directors resolved to propose to the General Ordinary and Extraordinary Shareholders' Meeting that: (i) to extend the term for Deloitte & Co. S.A. to audit the Company for an additional three-year term, pursuant to Resolution No. 639/2015 of the National Securities Commission, and that (ii) to appoint Deloitte & Co S.A. as Independent Auditor of the Company to report on the annual financial statements as of December 31, 2016.

It is proposed that its remuneration should be determined by the Shareholders' Meeting at which the annual financial statements for the year 2016 is considered, pursuant to the Regulations of the Buenos Aires Stock Exchange.

**Item 13. Determination of the number of regular and alternate members of the Board of Directors.**

The Board of Directors resolved, at its meeting held on April 7, 2016, to submit the following proposal to the General Ordinary and Extraordinary Shareholders' Meeting:

Fix the number of the Board members at fifteen (15) and the number of alternate members at twelve (12).



**Item 15. Appointment of the regular and alternate Directors for Class D shares and determination of their tenure.**

The Board of Directors resolved, at its meeting held on April 7, 2016, to submit the following proposal to the General Ordinary and Extraordinary Shareholders' Meeting:

(i) The appointment of Miguel Ángel Gutiérrez, Roberto Luis Monti, Norberto Alfredo Bruno, Néstor José Di Pierro, Juan Franco Donnini, Enrique Andrés Vaquié, Armando Isasmendi, Carlos Alberto Felices, Daniel Gustavo Montamat, Fabián Jorge Rodríguez Simón, Inés María Leopoldo, Daniel Alberto Kokogian, Octavio Oscar Frigerio and Luis Augusto Domenech as Board members representing Class D shares, all for a one year term.

(ii) The appointment of Gerardo Damián Canseco, Alejandro Rodrigo Monteiro, Luis Gustavo Villegas, Lucio Mario Tamburo, Pedro Martín Kerchner Tomba, Facundo Daniel Massafra, Daniel Cristián González Casartelli, Carlos Alberto Alfonsi, Fernando Raúl Dasso, Sergio Pablo Antonio Affronti and Fernando Pablo Giliberti as alternate members representing Class D shares, all for a one year term.

(iii) In the case of the temporary or permanent replacement of the Board members Roberto Luis Monti, Norberto Alfredo Bruno, Néstor José Di Pierro, Juan Franco Donnini, Enrique Andrés Vaquié and Armando Isasmendi, to fix the substitution of each of them in the following order: Gerardo Damián Canseco, Alejandro Rodrigo Monteiro, Luis Gustavo Villegas, Lucio Mario Tamburo, Pedro Martín Kerchner Tomba and Facundo Daniel Massafra. Additionally, Daniel Cristián González Casartelli, Carlos Alberto Alfonsi, Fernando Raúl Dasso, Sergio Pablo Antonio Affronti and Fernando Pablo Giliberti will be able to replace any of the rest of the proposed Board Members who represent Class D shares.

Additionally, it is informed that according to information received by the Company to date, Miguel Ángel Gutiérrez, Roberto Luis Monti, Norberto Alfredo Bruno, Néstor José Di Pierro, Juan Franco Donnini, Enrique Andrés Vaquié, Armando Isasmendi, Carlos Alberto Felices, Daniel Gustavo Montamat, Fabián Jorge Rodríguez Simón, Inés María Leopoldo, Octavio Oscar Frigerio and Luis Augusto Domenech, do qualify as independent in accordance with the regulations of the "Comisión Nacional de Valores"; and Daniel Alberto Kokogian do qualify as non-independent. Also it is informed that according to information received by the Company to date, Alejandro Rodrigo Monteiro, Luis Gustavo Villegas, Lucio Mario Tamburo, Pedro Martín Kerchner Tomba and Facundo Daniel Massafra do qualify as independent in accordance with the regulations of the "Comisión Nacional de Valores"; and Gerardo Damián Canseco, Daniel Cristián González Casartelli, Carlos Alberto Alfonsi, Fernando Raúl Dasso, Sergio Pablo Antonio Affronti and Fernando Pablo Giliberti do qualify as non-independent.

Outside business interests and experience of the proposed candidates is attached.

**Item 17. Modification of the Bylaws. Article 17, subsections i) and xiii); Article 18, subsections a), b), c), d) and e) and Article 19, subsections iii), iv) and v).**

The Board of Directors resolved, at its meeting held on March 29, 2016 to propose to the General Ordinary and Extraordinary Shareholders' Meeting that Article 17, subsections i) and xiii); Article 18, subsections a), b), c), d) and e), and Article 19, subsections iii), iv) and v) of the Company's Bylaws, to split the functions of Chairman and Chief Executive Officer (CEO) provided for in the Bylaws, in accordance with the latest recommendations of the national and international best practices of corporate governance.



The modification of the mentioned articles, proposed by the Board of Directors, is attached as a comparative charge with the current Bylaws.

**18. Consideration of the merger by absorption by YPF S.A. (the Absorbing Company) of YPF Inversora Energética S.A. and Gas Argentino S.A. (the Absorbed Companies), in accordance with article 82 et. seq. of the General Corporations Law (Ley General de Sociedades), and article 77, article 78 et. seq. and consistent norms of the Profit Tax Law (Ley de Impuesto a las Ganancias), as amended, and article 105 to article 109 of its regulatory decree.**

The Board of Directors, at its meeting held on March 3, 2016, resolved to approve the Merger by Absorption by YPF S.A. of YPF Inversora Energética S.A. and Gas Argentino S.A., Absorbed Companies which shall be dissolved without liquidation, in accordance with article 82 et. seq. of General Corporations Act No. 19,550, and to conduct the proceedings and formalities aimed at such corporate reorganization, effective January 1, 2016.

Among the reasons for conducting the Merger considered by the Board, special consideration was given to the operating advantages arising, among others, from the supplementary nature of their business activities and the centralization of their management, which will permit to simplify the corporate structure of the companies involved and also to enhance their operations and business, in furtherance of: (i) a reduction and rationalization of operating costs; (ii) an increase in efficiency; (iii) an increase in the general level of operations; and (iv) the enhancement of the technical, administrative and financial structures of the three companies.

The Board of Directors proposes the approval of the aforementioned Merger by Absorption by YPF S.A. of YPF Inversora Energética S.A. and Gas Argentino S.A.

**Item 19. Consideration of the Special Merger Balance Sheet (Special Merger Financial Statements) of YPF S.A. and the Consolidated Merger Balance Sheet (Consolidated Assets Merger Balance Sheet) of YPF S.A., Gas Argentino S.A. and YPF Inversora Energética S.A., each as of December 31, 2015, and the corresponding Supervisory Committee and Independent Auditor reports.**

The Board of Directors, at its meeting held on March 3, 2016, resolved:

(i) To approve the use of separate annual financial statements of the Company for the year ended December 31, 2015 to be submitted to the consideration of the Company's Board of Directors at this meeting, and the separate annual financial statements of YPF Inversora Energética S.A. and of Gas Argentino S.A. approved by their respective Boards of Directors, for the purposes of the financial statements required under section 83, first paragraph, subsection (b) of General Corporations Act No. 19,550 and other applicable regulations, and

(ii) To approve the Consolidated Balance Sheet of the Merger among YPF S.A., Inversora Energética S.A. and Gas Argentino S.A. as of December 31, 2015, for the purposes of the financial statements required under section 83, fourth paragraph, subsection (d) of General Corporations Act No. 19,550 and other applicable regulations; including Notes and Annexes thereto, the Auditor's Report and Supervisory Committee's Report.

The Board of Directors proposes the approval of the aforementioned Balance Sheets.



**20. Consideration of the Prior Merger Agreement and the Merger by Absorption Prospectus.**

The Board of Directors, at its meeting held on March 3, 2016, resolved:

- (i) To approve the execution of the Prior Merger Agreement by and among the Corporation, YPF Inversora Energética S.A and Gas Argentino S.A., and to authorize the Chairman to sign and deliver same, and
- (ii) To approve the terms and conditions of the proposed Merger by Absorption Prospectus, subject to the approval of merger by the Shareholders' Meeting, which was filed with the National Securities Commission for administrative approval purposes.

A copy of the Prior Merger Agreement and of the Merger by Absorption Prospectus is attached hereto. The Board proposes the approval of the aforementioned documents.

**Item 22. Consideration of an increase in the amount of the Company's Global Medium Term Negotiable Obligations Program.**

Considering that the maximum amount authorized under the Company's Global Negotiable Obligations Program is currently US\$8,000,000,000; that by April, 8<sup>th</sup> 2016, the outstanding negotiable obligations issued by the Company reaches the amount of US\$7,038.206,753; and that the Board of Directors considers the issue of negotiable obligations in the capital market as the most convenient financing tool, the Board of Directors proposes to increase the amount of said Global Medium-Term Negotiable Obligations Program of the Company approved by the Argentine Securities Commission (Comisión Nacional de Valores) through Resolution No. 17,631 dated March 26, 2015 and its respective extensions, by US\$2,000,000,000, to reach a maximum nominal amount outstanding at any time under the Program of US\$10,000,000,000.

**Item 23. Extension of the powers delegated to the Board of Directors to determine the terms and conditions of the notes issued under the current Global Medium-Term Notes Program.**

The Board of Directors informs that on September 13, 2016, the said vesting of powers upon the Board of Directors, approved by the General Ordinary and Extraordinary Shareholders' Meeting on May 21, 2014, will expire. Consequently, the Board of Directors proposes the delegation of powers upon the Board of Directors to determine the terms and conditions of the notes issued under the Program should be extended for a two-year term as from September 13, 2016.

The Board of Directors  
YPF SA

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## **ANNEX Item 15**

### **Proposed Members of the Board of Directors**

#### *Miguel Ángel Gutiérrez*

Mr. Gutiérrez is a founding partner of The Rohatyn Group, where he is in charge of private investments, real estate, infrastructure and renewable energy activities. From 1980 to 2001, he held various positions at J.P. Morgan, where he became Managing Director responsible for Global Emerging Markets and a member of the Management Committee for Global Markets. In addition, he served as Chairman of the Board of Directors of Autopistas de Oeste S.A. and he was the President and CEO of Grupo Telefonica de Argentina S.A. Currently, he is a member of the Consultative Council of CIPPEC, the Economic and Social Council of the University Torcuato Di Tella, the International Advisory Board of the IAE Business School and the Council of the Fundación Cruzada Argentina. Currently he is member of the Board of Directors and member of the Audit Committee since December 2015.

#### *Roberto Luis Monti*

Mr. Monti graduated as an electrical engineer from the University of Buenos Aires (UBA). He holds a master degree in Electrical Engineering from the UBA and a master degree in Business Administration from AMA, New York. He has a wide experience in the national and international energy industry. From 1995 to 1997 he was Chairman and CEO of Maxus Energy Corporation. He worked in YPF, where among other positions he served as CFO in 1997 and as Chairman and CEO, from 1998 to 1999. From 1999 to 2000 he was Executive Vice-President of Exploration and Production of Repsol YPF in Argentina. Currently, he is member of the Board of Directors of Petrobras Argentina SA and Tenaris S.A.

#### *Norberto Alfredo Bruno*

Mr. Bruno holds a degree in business administration and postgraduate studies in Strategic Administration, Business Managing and Energetic Economy. He worked in different positions in YPF, where he became International Development Manager, from 1983 to 1998 and in YPF Peru, where he served as CEO, from 1998 to 2000. From October 2001 to December 2013 he was CEO of Empresa de Energía Río Negro S.A. He worked at business consultant. Since December 2015, Mr. Bruno is the Ministry of Economy and Infrastructure of the Province of Neuquén.

#### *Néstor José Di Pierro*

Mr. Di Pierro served among other positions, as Deputy in the Legislature of the Province of Chubut between 1991 and 1995, as Secretary of Social Welfare of the Municipality of Comodoro Rivadavia, Province of Chubut, between 1995 and 1999 and as Councilman in the Deliberative Council of Comodoro Rivadavia between 1999 and 2001. He was appointed Controller of Petrominera Chubut S.E. between 2003 and 2009. Additionally, he was President of Correo Oficial de Argentina S.A. between 2009 and 2011. He served as Mayor of the Municipality of Comodoro Rivadavia from 2011 to December 2015. Currently he is member of the Board of Directors since December 2015.

#### *Juan Franco Donnini*

Mr. Donnini earned an economics degree from the Argentine University of Business (“UADE”). He has completed a specialization in economy of oil and natural gas at the Technological Institute of Buenos Aires and earned a master’s degree in finance from CEMA University. Among other positions, he served as Advisor in the Mining, Energy and Combustible Commission at the Senate in 2012 and as Advisor at the Undersecretary of Economic Policy and Development Planning at the National Ministry of Economy and Public Finance in 2013. Additionally, he worked as Administrative Secretary of the Planning and Strategic Coordination of the National Plan of Hydrocarbon Investments Commission and was Undersecretary of Economic Policy at the National Ministry of Economy and Finance. He is currently Minister of Economy and Public Works for the Province of Santa Cruz. Currently he is member of the Board of Directors since April 2015.

#### *Enrique Andrés Vaquié*

Mr. Vaquié obtained an economics degree from the National University of Cuyo and has a master’s degree in public policy from the Torcuato Di Tella Institute. He served as Undersecretary of Finance of the Province of Mendoza, Minister of Finance of the Province of Mendoza, from 1999 to 2001 and provincial Senator, from 2003 to 2007. He worked as an economic consultant from 2008 to 2011. In



addition, he was Advisor of the National Vice-Presidency from 2009 to 2011. He was elected National Deputy for the Province of Mendoza from 2011 to 2015. Currently, he is the Minister of Economy, Infrastructure and Energy of the Province of Mendoza. Currently he is member of the Board of Directors since December 2015.

*Armando Isasmendi*

Mr. Isasmendi graduated as a lawyer from the Argentine Catholic University. He earned a master's degree in administrative law from Austral University and completed the Business Managing Program of IAE Business School. He served as an advisor in the National Ministry of Justice and Human Rights, at the Coordination and Innovation Undersecretary; in the Public Ministry of the Autonomous City of Buenos Aires and in the Ministry of Economic Development in the Province of Salta. From 2008 to 2013, he was President of the Regulatory Entity of Public Services in the Province of Salta. Since 2013, he is President of Recursos Energéticos y Mineros de Salta S.A. He was member of the Board of Directors of YPF from December 2013 to April 2014.

*Carlos Alberto Felices*

Mr. Felices holds a bachelor's degree in business administration from UBA and postgraduate studies in the U.S. He worked in various capacities at Pfizer Inc. He served in Argentina as Treasurer, in Brazil as CFO and in the U.S. as Director of Administration for Latin America. From 1993 to 2002, he worked for YPF, eventually serving as CFO. He was later appointed CEO of Telecom Argentina S.A. until 2007 and Chairman of the Board of Directors of Telecom Argentina S.A. until April 2008. Currently he is member of the Board of Directors, President of the Audit Committee and Audit Committee Financial Expert since December 2015.

*Daniel Gustavo Montamat*

Mr. Montamat holds a degree in Economics, Certified Public Accountant and Law. He has two doctoral degrees in Economic Sciences and in Law and Social Sciences, both from the Catholic University of Córdoba. He obtained a master's degree in Economy from Michigan State University in the U.S. Among other positions, he was Director of Gas del Estado, Director and President of YPF S.E. and Secretary of Energy of Argentina. In 1991, he founded Montamat & Asociados in the Autonomous City of Buenos Aires, where he is the Executive Director. Currently, he is a consultant at the World Bank and the Inter-American Development Bank. He is a postgraduate professor of the Energetic Regulation Study Centre of UBA. Currently he is member of the Board of Directors and member of the Audit Committee since December 2015.

*Fabián Jorge Rodríguez Simón*

Mr. Rodríguez Simón earned a law degree from UBA and completed coursework at Harvard Law School. Among other positions, he served as Advisor to the Mayor of the Autonomous City of Buenos Aires, as Chief of Staff of the Ministry of Environment and Public Space of the Autonomous City of Buenos Aires between 2007 and 2009, and President of the Commission Act 1840 "Zero Waste." He was a founding partner of Llerena & Abogados and was Director of its Executive Committee. He is a member of the Governing Council of the Instituto de Empresa (Madrid) and is President of the Fundación Pericles (Buenos Aires). Currently, he is senior partner of AlfaLegalGroup. Currently he is member of the Board of Directors since December 2015.

*Inés María Leopoldo*

Mrs. Leopoldo graduated as an electronic engineer from the Technological Institute of Buenos Aires and earned an MBA degree from UBA. She completed the Senior Management Program of the IESE, the Senior Leadership Program of the INSEAD and a Corporate Government Program issued by the Counsellors and Managers Institute (IC-A). She has a wide experience in the telecommunications industry. She held different positions in Telecom, La Nación, Terranetworks and Telefónica. Currently, Mrs. Leopoldo is an angel investor in Ideas4All, Music Intelligence Solutions and Shiver Technologies. Moreover, she serves as a Partner Director at Mitsue Venture SL and NeoLabels SL from Spain.

*Daniel Alberto Kokogian*

Mr. Kokogian obtained a degree in Geological Sciences and holds a postgraduate degree in oil engineering from UBA. He worked in YPF, from 1981 to 1989, where among other positions he served as Chief of the Geologist Commission. He also worked in Pioneer Natural Resources, where he was



appointed Exploration and Development Vice President and New Business Vice President. He was member of the Board of Directors of Estrella Servicios Petroleros and is director and technical advisor at Compañía General de Combustibles. Mr. Kokogian is an advisor of the Southern Cross Group and is founder and President of New Milestone, an oil and gas consultant.

*Octavio Oscar Frigerio*

Mr. Frigerio graduated as an agricultural engineer from UBA and he earned a Master's degree in genetic science from Iowa State University. He held different positions in Clarín Journal from 1972 to 1981. During 1989 was Comptroller at YPF. He served as National Deputy, from 1991 to 1993 and legislator of the City of Buenos Aires in 1997. From 1997 to 1999 was Presidency's State Secretary at the Cascos Blancos Secretary. Since 2000, Mr. Frigerio is President of an agricultural family business; he serves as a consultant and is Vice President of Economía y Regiones.

*Luis Augusto Domenech*

Mr. Domenech holds a degree in business administration from UBA. He completed the Senior Management Program at IAE and the Executive Program at the Business Administration School from Michigan University (U.S.). From 1993 to 2004 he held different positions in MetroGAS S.A. where he served as CFO, from 1993 to 2002 and as CEO from 2002 to 2004. From 2004 until 2013 he was President and CEO of Companhia do Gas do Sao Paulo (COMGAS) in Brazil.

**Proposed Alternate Members of the Board of Directors**

*Gerardo Damián Canseco*

Mr. Canseco is a lawyer, specialized in union associations. Since 1984 he is an employee of YPF. Among other positions, he served as Government Secretary of the Municipality of San Lorenzo, Province of Santa Fe, from 2007 to 2011 and as Undersecretary of Labour, of the Labour and Social Security Ministry

*Alejandro Rodrigo Monteiro*

Mr. Monteiro holds a degree earned an economics degree from the UADE. He held different positions in the government of the Province of Neuquén as Provincial Director of Economic Coordination of the Undersecretary of Public Revenue, Ministry of Finance and Public Works, from 2003 to 2007 and fiscal and economic coordination of the Undersecretary of Public Revenue, from 2007 to 2011. Since December 2011, Mr. Monteiro is President of the Court of Appraisals and Undersecretary of Public Revenue, of the Economy and Infrastructure Ministry of the Province of Neuquén.

*Luis Gustavo Villegas*

Mr. Villegas has worked in several positions in the oil industry since 1990. Currently, he serves as Undersecretary of the Union of Senior Staff and Professionals of Southern Patagonian Oil and Gas Private Sector and as a senior staff member of the Oil Tankers Mutual Commission. Currently he is alternate member of the Board of Directors since December 2015.

*Lucio Mario Tamburo*

Mr. Tamburo graduated as a civil engineer from the National University of the South, Bahía Blanca. Among other positions, he served as Inspection assistant of the Provincial Roads Direction of the Province of Río Negro and as sanitation consultant in the National Undersecretary of Water Resources. He was the Engineering and Construction Manager and Service and Maintenance Chief of Bahía Blanca at Azurix Buenos Aires SA. He also served as Administrator of the National Entity of Water Works of Sanitation ENOHSA until December 2015. Currently he is alternate member of the Board of Directors since December 2015.

*Pedro Martín Kerchner Tomba*

Mr. Kerchner Tomba obtained a degree as a certified public accountant from the Economic School of the Argentine Catholic University. He completed postgraduate degrees in financial strategy at the National University of Cuyo and in Taxation at the University of Tres de Febrero with a specialization in local taxation. Among other positions, he served as Administration Director of Justice and Security Minister of the Province of Mendoza, as Secretary of Finance of the Municipality of Godoy Cruz, Province of Mendoza and he was elected as provincial Deputy for the third electoral district of the Province of





Mendoza. Currently, Mr. Kerchner Tomba is Minister of Finance of the Province of Mendoza. Currently he is alternate member of the Board of Directors since December 2015.

*Facundo Daniel Massafra*

Mr. Massafra earned a certified public accountant degree from UBA. Among other positions, he was in charge of the auditing area of Consultora Pluss S.A., from 2003 to 2009 and was partner of Integra Consultora S.A., from 2009 to 2011. Furthermore, he was Director of Personnel Management, Liquidations and Assets of the Finance Secretary of the Municipality of the City of Salta, from 2001 to 2015. Since June 2015, Mr. Massafra is CEO of Recursos Energéticos y Mineros de Salta S.A.

*Daniel Cristián González Casartelli*

Mr. González is the President of the Disclosure Committee. Daniel González holds a degree in business administration from the Argentine Catholic University. He served for 14 years in the investment bank Merrill Lynch & Co in Buenos Aires and New York, holding the positions of Head of Mergers and Acquisitions for Latin America and President for the Southern Cone (Argentina, Chile, Peru and Uruguay), among others. While at Merrill Lynch, Mr. González played a leading role in several of the most important investment banking transactions in the region and was an active member of the firm's global fairness opinion committee. He remained a consultant to Bank of America Merrill Lynch after his departure from the bank. Previously, he was Head of Financial Planning and Investor Relations in Transportadora de Gas del Sur SA. He currently is also member of the Board of Directors of Adecoagro S.A. Mr. González has been our Chief Financial Officer since July 2012. He was alternate member of the Board of Directors since April to June 2014. Currently he is member of the Board of Directors since June 2014.

*Carlos Alberto Alfonsi*

Mr. Alfonsi graduated with a degree in chemistry from the Technological University of Mendoza. Additionally, he has a degree in IMD Managing Corporate Resources from Lausanne University and has studied at the Massachusetts Institute of Technology. Since 1987, he has held various positions at the Company, serving as an operations manager, Director of the La Plata refinery, Operation Planning Director, Director of Commerce and Transportation for Latin America, Director of Refinery and Marketing in Peru, Country Manager for Peru and R&M for Peru, Chile, Ecuador and Brazil. Mr. Alfonsi has been our Downstream Executive Vice President since June 2010. He was alternate member of the Board of Directors since March 2008 to June 2012 and Member of the Board of Directors in 2012. Currently he is member of the Board of Directors since April 2014.

*Fernando Raúl Dasso*

Mr. Dasso earned a degree in labor relations from UBA and completed a management development program at IAE in 1993 company. He has held various positions within the Company. In 2006, he was appointed Director of Human Resources of Argentina, Bolivia and Brazil of the Exploration and Production business. He has been our Human Resources Vice President since July 2007 and he is member of the Board of Directors since June 2012.

*Sergio Pablo Antonio Affronti*

Mr. Affronti earned a certified public accountant degree and a degree in business administration from the Argentine Catholic University, and a degree from the Management and Engineering Program of the University of Texas, Austin. He has more than 20 years of experience in the oil and gas industry in Latin America, Europe and North Africa. Among other positions, he was Strategic Planning Manager for YPF Upstream Latin America, Country and General Manager for Repsol in Ecuador, Director for Corporate Development for Repsol Upstream, Director of Procurement for Repsol Upstream, Director of Planning and Control for Europe, Asia and Africa for Repsol Upstream and Technical Planning Director for Algeria projects. He has been our Shared Services Vice President since June 2012 and he is alternate member of the Board of Directors since June 2012.

*Fernando Pablo Giliberti*

Mr. Giliberti earned a certified public accountant degree from the Argentine Catholic University, an MBA from the Argentine University of the Enterprise, a postgraduate diploma in Management and Economics of Natural Gas from the College of Petroleum Studies, Oxford University, and master's degree in the Science of Management, from the Sloan Program at Stanford University. Among other



positions, he previously served at YPF as Head of Accounting and Finance at our headquarters in Mendoza, as South Division Business Support Manager, as Asset Manager of the El Guadal-Lomas del Cuyo, as Business Development Manager and Exploration and Production Business Development Director. In San Antonio, he was Vice President of Business Development and Vice President of the Latin America Division of Pride International. He later served as Vice President of Business Development at Pioneer Natural Resources of Argentina. In 2006, he founded Oper-Pro Services S.A. He has been our Strategy and Business Development Vice President since June 2012. He was member of the Board of Directors since June 2012 to April 2013. Currently he is alternate member of the Board of Directors since April 2014.

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ANNEX Item 17

**Modification of the Bylaws. Articles 17°, subsections i) and xiii); 18°, subsections a), b), c), d) and e) and 19°, subsections iii), iv) and v).**

Current Bylaw	Modification
<b>Section 17 – Powers of the Board of Directors</b>	<b>Section 17 – Powers of the Board of Directors</b>
<p>The Board of Directors shall have wide powers to organize, conduct and manage the affairs of the Corporation, including those powers which require the granting of special powers of attorney as provided for in Section 1881 of the Civil and Section 9 of Decree Law 5965/63. It may specifically operate with all kind of banks, financial companies or public and private credit institutions; grant or revoke special, general, judicial, administrative or other kind of powers of attorney, with or without power of substitution; bring in, prosecute, answer or waive claims or criminal actions, and carry out any other proceedings or legal acts by which the Corporation shall acquire rights or assume obligations, with no further restriction than those arising from the applicable laws, these By-laws or the decisions adopted at the meetings, being empowered to:</p>	<p>The Board of Directors shall have wide powers to organize, conduct and manage the affairs of the Corporation, including those powers which require the granting of special powers of attorney as provided for in Section <del>1881</del> 375 of the Civil <b>and Commercial Code of Argentina</b>, and Section 9 of Decree Law 5965/63. It may specifically operate with all kind of banks, financial companies or public and private credit institutions; grant or revoke special, general, judicial, administrative or other kind of powers of attorney, with or without power of substitution; bring in, prosecute, answer or waive claims or criminal actions, and carry out any other proceedings or legal acts by which the Corporation shall acquire rights or assume obligations, with no further restriction than those arising from the applicable laws, these By-laws or the decisions adopted at the meetings, being empowered to:</p>
<p>(i) Grant general and special powers of attorney –including those having the purpose set forth in section 1881 of the Civil– as well as those authorizing to lodge criminal actions, and to revoke them. For the purposes of filing and answering interrogatories, acknowledge documents in court proceedings, make statements answering charges at the preliminary investigation proceedings or declare at administrative proceedings, the Board shall be allowed to grant powers so that the Corporation be represented by a duly appointed director, manager, or attorney-in-fact.</p>	<p>(i) Grant general and special powers of attorney – including those having the purpose set forth in section <del>1881</del> 375 of the Civil <b>and Commercial Code of Argentina</b>,– as well as those authorizing to lodge criminal actions, and to revoke them. For the purposes of filing and answering interrogatories, acknowledge documents in court proceedings, make statements answering charges at the preliminary investigation proceedings or declare at administrative proceedings, the Board shall be allowed to grant powers so that the Corporation be represented by a duly appointed director, manager, or attorney-in-fact.</p>
<p>(xiii) Approve, if applicable, the appointment of the General Manager and Assistant General Manager, as provided for in section 18 (c).</p>	<p>(xiii) Approve, <del>if applicable</del>, the appointment of the General Manager and Assistant General Manager, as provided for in section 18 (c).</p>
<b>Article 18 – Chairman and Vice Chairman of the Board of Directors – General Manager –</b>	<b>Article 18 – Chairman and Vice <del>Chairmen</del> <b>Chairman</b> of the Board of Directors – General</b>



Assistant General Manager	Manager – Assistant General Manager
<p>a) Appointment: The Board shall appoint a Chairman from among the members elected by Class D shares, and it may appoint, as applicable, a Vice Vicechairmen of the Board. In the event of a tie, it shall be decided by the votes cast by the Directors elected by Class D. The Chairman and Vice Vicechairmen of the Board shall hold office for two (2) fiscal years, provided such term shall not exceed their respective terms of office, and may be indefinitely reelected under such conditions should they be elected or reelected as Directors by Class D. The Chairman of the Board shall also serve as General Manager. He shall be the Corporations’ chief executive officer and shall be responsible for the executive management functions. Should the Chairman of the Board state upon his election, or subsequently thereto, that he does not wish to serve as General Manager, he shall propose the person (who may be a Director or not, but in the first case he shall have been elected by Class D shareholders) who shall hold such office, subject to the Board’s consent. The Chairman of the Board may resume at any time the position as General Manager. The Chairman or the General Manager may propose two persons to the Board (who may be Directors or not, but in the first case they shall have been elected by Class D) who, subject to the Board’s approval, shall serve as Assistant General Managers. The Assistant General Managers shall report directly to the General Manager and shall assist him in the management of the corporate affairs as well as in other executive functions assigned or delegated thereto by the General Manager, whom he shall replace in case of absence or other interim impediment.</p> <p>One Assistant General Manager shall serve as General Operations Director and the other as Assistant Director to the Executive Vice Chairman, if any.</p>	<p>a) Appointment: The Board shall appoint a Chairman from among the members elected by Class D shares, and it may appoint, as applicable, a Vice Chairman <del>Vicechairmen</del> of the Board. In the event of a tie, it shall be decided by the votes cast by the Directors elected by Class D. The Chairman and Vice Chairman <del>Vicechairmen</del> of the Board shall hold office for two (2) fiscal years, provided such term shall not exceed their respective terms of office, and may be indefinitely reelected under such conditions should they be elected or reelected as Directors by Class D. <del>The Chairman of the Board shall also serve as General Manager. He shall be the Corporations’ chief executive officer and shall be responsible for the executive management functions. Should the Chairman of the Board state upon his election, or subsequently thereto, that he does not wish to serve as General Manager, he shall propose the person (who may be a Director or not, but in the first case he shall have been elected by Class D shareholders) who shall hold such office, subject to the Board’s consent. The Chairman of the Board may resume at any time the position as General Manager. The Chairman or the General Manager may propose two persons to the Board (who may be Directors or not, but in the first case they shall have been elected by Class D) who, subject to the Board’s approval, shall serve as Assistant General Managers. The Assistant General Managers shall report directly to the General Manager and shall assist him in the management of the corporate affairs as well as in other executive functions assigned or delegated thereto by the General Manager, whom he shall replace in case of absence or other interim impediment.</del></p> <p><del>One Assistant General Manager shall serve as General Operations Director and the other as Assistant Director to the Executive Vice Chairman, if any.</del></p>
<p>b) <i>Vice Chairman of the Board: The Executive Vice Chairman of the Board shall replace the Chairman of the Board in case of resignation, death, incapacity,</i></p>	<p>b) <i>Vice Chairman <del>Vicechairmen</del> of the Board: The <del>Executive</del> Vice Chairman of the Board shall replace the Chairman of the Board in case of resignation, death, incapacity,</i></p>



<p><i>disability, removal or temporary or definite absence of the latter. In all these cases, save in the case of temporary absence, the Board shall appoint a new Chairman of the Board within sixty days as from the date in which the vacancy occurred and in compliance with the provisions of subsection a) of this section. Should there be more than one Vice Chairman, the Chairman's vacancy shall be filled by the Vice Chairman who has been discharging the functions of the Executive Vice President, and in second place by the eldest Vice Chairman.</i></p>	<p><i>disability, removal or temporary or definite absence of the latter. In all these cases, save in the case of temporary absence, the Board shall appoint a new Chairman of the Board within sixty days as from the date in which the vacancy occurred and in compliance with the provisions of subsection a) of this section.</i><del><i>Should there be more than one Vice Chairman, the Chairman's vacancy shall be filled by the Vice Chairman who has been discharging the functions of the Executive Vice President, and in second place by the eldest Vice Chairman.</i></del></p>
<p>c) When one of the Vice Chairmen is appointed as General Manager or as Assistant General Manager, he shall be called "Executive Vice Chairman". When the Chairman of the Board serves as General Manager, if the Vice Chairman of the Board does not serve as Executive Vice Chairman, the latter shall only replace the former in the position as Chairman of the Board.</p>	<p><del>c) General Manager: The Board shall appoint a General Manager, who may be a Director or not, but in the first case he shall have been elected by Class D shareholders. The Chairman of the Board shall not serves as General Manager. The General Manager shall be the Corporation's chief executive officer and shall be responsible for the executive management functions. The General Manager shall propose to the Board the persons who should be part of its senior management team and the Assistant General Manager (who may be a director or not, but in the first case he shall have been elected by Class D shareholders), who shall assist the General Manager in the management of corporate affairs as well as in any other executive functions that may be assigned upon him, subject to the Board's approval. The Assistant General Manager, if any, shall serve as General Operating Officer and shall report directly to the General Manager, whom he shall replace in case of absence or other interim impediment. When one of the Vice Chairmen is appointed as General Manager or as Assistant General Manager, he shall be called "Executive Vice Chairman". When the Chairman of the Board serves as General Manager, if the Vice Chairman of the Board does not serve as Executive Vice Chairman, the latter shall only replace the former in the position as Chairman of the Board.</del></p>
<p>d) In case of a tie vote in the approval of the General Manager's or the Assistant General Manager's designation, it shall be decided by the votes cast by the Directors elected by Class D.</p>	<p>d) In case of a tie vote in the approval of the General Manager's or the Assistant General Managers's designation, it shall be decided by the votes cast by the Directors elected by Class D..</p>



<p>e) For the purposes of his activities abroad and with respect to the international capital markets, the General Manager shall be appointed as “Chief Executive Officer” and the General Operations Director shall be designated as “Chief Operating Officer”. The General Manager and the Assistant General Managers shall be authorized to sign all contracts, commercial papers, public deeds and other public and private documents binding and/or granting rights to the Corporation within the scope of the powers granted by the Board, without detriment to the legal representation corresponding to the Chairman of the Board and the Executive Vice Chairman of the Board, as the case may be, and notwithstanding the other powers and delegations of executing authority as the Board shall decide.</p>	<p>e) A For the purposes of his activities abroad and with respect to the international capital markets, the General Manager shall be appointed as “Chief Executive Officer” and the General Operations Director shall be designated as “Chief Operating Officer”. The General Manager and the Assistant General Managers shall be authorized to sign all contracts, commercial papers, public deeds and other public and private documents binding and/or granting rights to the Corporation within the scope of the powers granted by the Board, without detriment to the legal representation corresponding to the Chairman of the Board and the <del>Executive</del> Vice Chairman of the Board, as the case may be, and notwithstanding the other powers and delegations of executing authority as the Board shall decide.</p>
<p><b>Article 19 – Powers of the Chairman of the Board.</b></p>	<p><b>Article 19 – Powers of the Chairman of the Board.</b></p>
<p>The Chairman of the Board, or the Executive Vice Chairman of the Board, in absence of the former, shall have the following rights and duties, in addition to those established in section 18 of these Bylaws:</p>	<p>The Chairman of the Board, or the <del>Executive</del> Vice Chairman of the Board, in absence of the former, shall have the following rights and duties, in addition to those established in section 18 of these Bylaws:</p>
<p>(iii) To serve, if appropriate, as General Manager.</p>	<p><del>(iii) — To serve, if appropriate, as General Manager.</del></p>
<p>(iv) To execute public and private documents in the name and on behalf of the Corporation, without detriment to the delegation of executing authority or powers granted by the Board thereto and to the powers which, as the case may be, are vested in the General Manager and Assistant General Manager.</p>	<p><del>(iii)✗</del> To execute public and private documents in the name and on behalf of the Corporation, without detriment to the delegation of executing authority or powers granted by the Board thereto and to the powers which, as the case may be, are vested in the General Manager and Assistant General Manager.</p>
<p>(v) To perform or order the performance of Board resolutions, without detriment to the powers vested, as the case may be, on the General Manager and Assistant General Manager, and notwithstanding the fact that the Board may decide to undertake on its own behalf the performance of a resolution or functions or powers of a particular nature.</p>	<p>(iv) To perform or order the performance of Board resolutions, without detriment to the powers vested, as the case may be, on the General Manager and Assistant General Manager, and notwithstanding the fact that the Board may decide to undertake on its own behalf the performance of a resolution or functions or powers of a particular nature.</p>
<p>(vi) To preside over the shareholders’ meetings of the Corporation.</p>	<p><del>(vi)</del> To preside over the shareholders’ meetings of the Corporation.</p>

# **Annex**

# **Item**

# **20**



## PRIOR MERGER AGREEMENT

Between (i) **YPF S.A.** (“YPF” or “Absorbing Company”), with registered office located at Macacha Güemes 515, City of Buenos Aires, represented for the purposes hereof by Mr. Miguel Matías Galuccio, in his capacity as Chairman, on the one hand; and

(ii) **YPF Inversora Energética S.A.** (“YPFIESA”), with registered office located at Macacha Güemes 515, City of Buenos Aires, represented for the purposes hereof by Mr. Daniel Alfonso Suárez, in his capacity as Chairman, and

(iii) **Gas Argentino S.A.** (“GASA”), with registered office located at Gregorio Araoz de Lamadrid 1360, City of Buenos Aires, represented for the purposes hereof by Mr. Daniel Alfonso Suárez, in his capacity as Chairman, on the other hand; YPFIESA and GASA jointly (the “Absorbed Companies” and together with YPF, the “Parties”).

### WHEREAS:

- (a) YPF is a corporation (sociedad anónima) duly organized and existing under the laws of the Argentine Republic, with By-Laws whereof were registered on February 5, 1991 under number 404, Book 108, Volume “A” of Corporations, with the Public Registry of Commerce for the Autonomous City of Buenos Aires, under the charge of the Superintendency of Corporations (Inspección General de Justicia) of the Autonomous City of Buenos Aires, Argentine Republic (hereinafter, the “IGJ”); and the Amended By-Laws whereof were registered on June 15, 1993 under number 5109, Book 113, Volume “A” of Corporations, with the Public Registry of Commerce for the Autonomous City of Buenos Aires, under the charge of the IGJ;
- (b) YPFIESA is a corporation (sociedad anónima) duly organized and existing under the laws of the Argentine Republic, registered with the IGJ on October 19, 2005 under number 12633, Book 29, Volume – of Corporations;
- (c) GASA is a corporation (sociedad anónima) duly organized and existing under the laws of the Argentine Republic, registered with the IGJ on December 23, 1992 under number 12,660, Book 112, Volume A of Corporations;
- (d) YPF directly owns 100% of the shares in YPFIESA, which in turn directly owns 100% of the shares in GASA, then forming one sole economic group;
- (e) The Parties have held negotiations aimed at the potential intercompany reorganization within the context of a merger by absorption pursuant to section 82 et seq. of Argentine General Corporations Law (Ley General de Sociedades) No. 19,550, as amended (“GCL”), and sections 77, 78 and related sections of Income Tax Law No. 20,628 (“ITL”), and sections 105 to 109 of the regulatory decree of the ITL;
- (f) The Parties consider the merger by absorption by YPF of YPFIESA and GASA to be convenient to centralize the business management of the companies under one sole corporate organization, thereby obtaining operational and economic benefits related to the achievement of higher operating efficiency and effectiveness, the enhanced use of available resources, and of technical, administrative and financial structures, and the rationalization and reduction of related costs.

Therefore, the Parties agree to enter this Prior Merger Agreement, subject to applicable approvals by Shareholders’ Meetings and pursuant to section 82 and related sections of the GCL, regulations of the Argentine Securities Commission (Comisión Nacional de Valores or “CNV”), Listing Regulations of Buenos Aires Stock Exchange (“BASE”), regulations of the IGJ, and other applicable statutory and regulatory rules, and the following terms and conditions.

**FIRST:** The Parties agree the merger by absorption by YPF, as absorbing company, of YPFIESA and GASA, as absorbed companies which shall be dissolved without liquidation,





pursuant to section 82 and related sections of the GCL, and sections 77, 78 et seq. of the ITL, and sections 105 to 109 of the regulatory decree thereof (such merger by absorption hereinafter, the “Merger”).

SECOND: Reasons for and Purposes of the Merger: To adopt the decision about the Merger, special consideration was given to the operating advantages arising, among others, from the supplementary nature of their business activities and the centralization of their management, which will permit to simplify the corporate structure of the companies involved and also to enhance their operations and business, in furtherance of: (i) a reduction and rationalization of operating costs; (ii) an increase in efficiency; (iii) an increase in the general level of operations; and (iv) the enhancement of the technical, administrative and financial structures of the three companies.

THIRD: The Parties agree that, for all applicable accounting and tax purposes, the Merger shall have retroactive effects as from January 1, 2016, 12 a.m. (“Effective Date of Merger”).

FOURTH: As from the Effective Date of Merger, YPF shall assume all the activities inherent to the Absorbed Companies.

As from the Effective Date of Merger and until final registration of the Merger with applicable control authorities, the operations of YPFIESA and GASA shall be deemed to have been made in the name and on behalf of YPF. YPF shall assume all the assets and liabilities of the Absorbed Companies.

FIFTH: The Merger shall be conducted on the basis of the respective special balance sheets of YPF, YPFIESA and GASA, and of the Consolidated Assets Merger Balance Sheet, all of them for the year ended December 31, 2015 (“Financial Statements”), respectively including accompanying Notes and Annexes thereto, the Auditor’s Report and the Supervisory Committee’s Report, which are attached as Annex I hereto. Notwithstanding the foregoing, should any competent authority or control agency require any modification of the Financial Statements, and provided such modification be related to a matter of form or procedure, or to any other respect unsubstantial to the Merger, the Parties, through their representatives, shall be entitled to effect such modifications without the need for altering this Prior Merger Agreement.

SIXTH: The Financial Statements mentioned in the Article above have been prepared by the administrators of the Parties founded on consistent bases and identical appraisal criteria, and have been duly signed by their respective legal representatives, including reports from their respective Supervisory Committees or members of the Supervisory Committees, as applicable, Auditor’s Report and CPA Certificates. All the foregoing shall be made available for shareholders in due time and manner, and shall be timely transcribed in applicable books.

SEVENTH: The Parties agree that all the assets and liabilities of YPFIESA and GASA shall be deemed incorporated into YPF’s net worth as from the Effective Date of Merger according to the value thereof recorded in the special balance sheets attached hereto as Annex I.

Prior to the execution of this Prior Merger Agreement, YPF directly owned 100% of the shares in YPFIESA, and indirectly owned 100% of the shares in GASA. Based on the foregoing, YPF shall not increase its capital stock, no stock conversion shall exist, and no new shares in YPF shall be issued to the shareholders of YPFIESA and GASA.

EIGHTH: The Parties agree that, as a consequence of the Merger, the By-Laws of YPF shall not be amended or modified since the corporate purpose of YPF permits the conduct of GASA’s and of YPFIESA’s business.

NINETH:

9.1. The Parties agree that no limitation or restriction shall be imposed on the management of the affairs of YPF, YPFIESA and GASA, and no warranty for the period from the Effective Date of Merger until registration of the Merger with applicable control authorities shall be



given.

9.2. Notwithstanding the foregoing, the Parties shall conduct no act or deed that may result in a material alteration of their respective net worth and which shall not relate to the ordinary course of business dealings.

9.3. All control acts intended for preserving the operations of YPF, YPFIESA and GASA shall be performed normally through their respective boards of directors. The members of the Board of Directors of YPF, YPFIESA and GASA will continue performing duties with the purpose of harmonizing the development of business, in accordance with the integration process already commenced. From the date of the final agreement –and unless competent authorities otherwise require- the management of the business and affairs, and the representation, of YPFIESA and GASA shall be respectively vested with the Board of Directors and Chairman of YPF, and those then holding such positions in YPFIESA and GASA shall cease to be in office (section 84, in fine, GCL).

TENTH: This Prior Merger Agreement shall be filed with the CNV, corporate control authority of YPF and GASA, and with the IGJ, corporate control authority of YPFIESA, and shall be approved at extraordinary shareholders' meetings to be held by each company with the presence of a quorum and majority as required under rules in force applicable to each Party.

ELEVENTH:

11.1. The publication set out in section 83 subsection 3 of the GCL shall be timely made.

11.2. In the case that, as provided for in the GCL, any creditor may timely object to the merger, the Board of Directors of YPF shall be entitled to determine the way in which such creditor shall be paid out or offered a warranty.

TWELFTH: YPFIESA and GASA hereby ratify all powers granted by them before the date hereof, which shall remain valid until the earlier of the revocation thereof or the registration of the dissolution by reason of merger of YPFIESA and GASA.

THIRTEENTH: The Parties state that the execution of this Prior Merger Agreement has been approved by the Board of Directors of each one of the Parties, subject to approval hereof –and of all effects arising herefrom- by their respective General Extraordinary Shareholders' Meetings, which meetings shall comply with quorum and majority requirements set out in section 244 of the GCL and their respective By-Laws. Should any Shareholders' Meeting of any of the Parties resolve against the approval hereof, this Prior Merger Agreement shall be null and void.

FOURTEENTH: All acts necessary for this Merger to be effected, including administrative proceedings to comply with statutory requirements of approval of resolutions passed at General Extraordinary Shareholders' Meetings confirming same, shall be conducted by the directors of each company or by any person appointed to that end by the General Extraordinary Shareholders' Meetings of each company.

FIFTEEN:

15.1. Upon compliance with the requirements mentioned above, the final agreement of merger containing the provisions set out in section 83 subsection 4 of the GCL shall be signed and given by the representatives of the companies. In addition, such documentation may provide for the transfer of any asset subject to registration arising from the Merger.

15.2. The Definitive Merger Agreement shall be filed with applicable control authorities with jurisdiction over the Parties, and the pertinent registrations shall be requested.



SIXTEENTH: All administrative expenses arising from the Merger shall be exclusively borne by YPF should this Prior Merger Agreement be approved by the said General Extraordinary Shareholders' Meetings. Otherwise, such expenses shall be paid equally by Parties.

SEVENTEENTH: This Merger shall imply the reorganization of YPF pursuant to sections 77 and 78 of the ITL, and sections 105 to 109 of the regulatory decree thereof. For tax purposes and considering the determination of the tax reorganization date, within the scope set out in sections 77 and 78 of the ITL, and sections 105 to 109 of the regulatory decree thereof, January 1, 2016 shall be fixed as the date on which the absorbing company, successor of the absorbed companies, commenced to transact business, and December 31, 2015 shall be fixed as the date on which the business of the absorbed companies was discontinued.

EIGHTEENTH: The Parties agree that any conflict or controversy arising out of or in connection with the application or performance of this Agreement, and any supervening legal effect of the performance hereof, shall be submitted to the jurisdiction of Commercial Courts in and for the Autonomous City of Buenos Aires, expressly waiving any other venue or jurisdiction to which they may be entitled.

IN WITNESS WHEREOF, the Parties hereto sign three counterparts hereof in the City of Buenos Aires, on March 3, 2016.

**YPF S.A.**  
Miguel M. Galuccio  
Chairman

**YPF Inversora Energética S.A.**  
Daniel A. Suárez  
Chairman

**Gas Argentino S.A.**  
Daniel A. Suárez  
Chairman



## **Complete Merger Prospectus**



**YPF SA**

**MERGER BY ABSORPTION OF  
YPF INVERSORA ENERGÉTICA SA  
and  
GAS ARGENTINO SA**

This prospectus (the "Prospectus") sets forth the terms and conditions of the merger (the "Merger") of YPF SA ("YPF" or the "Absorbing Company"), YPF Inversora SA Energy ("YPFIESA"), Gas Argentino SA ("GASA" and together with YPFIESA, the "Absorbed Companies") to be implemented by YPF's absorbing YPFIESA and GASA in full compliance with the provisions set forth in Sections 82 *et seq.* of the *Ley General de Sociedades* (General Corporation Law) No. 19,550 (the "LGS - by its acronym in Spanish") and sections 77, 78 *et seq.* of the *Ley del Impuesto a las Ganancias* (Income Tax Law No. 20.628 as amended (the "LIG" by its acronym in Spanish) and sections 105 to 109 of its regulatory decree. This Prospectus has been prepared in accordance with the provisions set forth in the rules of the Argentine Securities Commission (*Comisión Nacional de Valores*) (the "Rules" and the "CNV" - by its acronym in Spanish, respectively), the LGS, and other applicable regulations.

The terms and conditions of the Merger were agreed upon by YPF, YPFIESA and GASA by the execution of the relevant Prior Merger Agreement (the "Prior Merger Agreement") on March 3, 2016, which is pending approval by the respective Extraordinary General Shareholders' Meetings of the companies participating in the Merger. The Prior Merger Agreement, which is attached hereto as Exhibit A, the relevant Special Financial Statements of YPF, YPFIESA and GASA as of December 2015 (the "Special Financial Statements"), and the Consolidated Balance Sheet for the Merger of such companies as of December 31, 2015 (the "Consolidated Balance Sheet for the Merger") were approved by the Boards of Directors of the participating companies on March 3, 2016.

Among other provisions, the Prior Merger Agreement sets forth that to all relevant accounting and tax effects, the effective merger date is January 1<sup>st</sup>, 2016.

By virtue of the Merger, the capital stock of YPF shall not be altered. Moreover, it will not be necessary to amend the by-laws of YPF because YPF's current corporate purpose allows it developing the activities carried out by YPFIESA and GASA.

The extraordinary general meetings of shareholders of YPF, YPFIESA and GASA called for the consideration, among other issues, as appropriate, of the Merger and the relevant Prior Merger



Agreement, the Special Financial Statements, the Consolidated Balance Sheet for the Merger and the dissolution without liquidation of YPFIESA and GASA have not been held yet.

Through the presentation of this Project and other documents, the administrative approval of the Merger by the CNV and the *Inspección General de Justicia* (the "IGJ") shall be requested. Moreover, such bodies shall be timely required to approve the dissolution without liquidation of YPFIESA and GASA.

YPF's shareholders and other interested parties may get a copy of this Prospectus, the Prior Merger Agreement, the Special Merger Financial Statements, the Consolidated Merger Balance Sheet and any other documents related to the Merger at the principal place of business of YPF located at Macacha Güemes 515 in the Autonomous City of Buenos Aires, from Monday to Friday during business days from 10 am to 1pm and 3 pm to 5 pm, as well as on YPF website [www.ypf.com](http://www.ypf.com)) and on CNV website ([www.cnv.gob.ar](http://www.cnv.gob.ar)) under the link "Financial Information" and in any other information systems of any other stock exchanges or markets where the securities of YPF are traded (as arises from the Rules of the CNV).

**This Prospectus must be jointly considered with the exhibits listed below:**

- **Exhibit A:** Prior Merger Agreement
- **Exhibit B:** The Special Merger Financial Statements of YPF, YPFIESA, GASA as of December 31, 2015;
- **Exhibit C:** The Consolidated Merger Balance Sheet as of December 31, 2015;

The date of this Prospectus is [●].



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## SUMMARY

The main features of the Merger approved by the Boards of Directors of YPF, YPFIESA and GASA and included in the Prior Merger Agreement and the selected financial information of the participating companies arising from the Special Financial Statements and the Consolidated Balance Sheet for the Merger are listed in detail below. Therefore, this summary is qualified in its entirety by the more detailed information contained elsewhere in this Prospectus and the documents referred to above.

### **Main Characteristics of the Merger**

<b>Project Type</b>	Merger by Absorption
<b>Absorbing Company</b>	YPF
<b>Absorbed Companies</b>	YPFIESA and GASA
<b>Execution Date of the Prior Merger Agreement</b>	March 3, 2016
<b>Date of the Special Financial Statements</b>	December 31, 2015
<b>Date of the Consolidated Merger Balance Sheet</b>	December 31, 2015
<b>Date of the meetings of the Board of Directors of YPF and YPFIESA and GASA held for the consideration of the Prior Merger Agreement, the Special Financial Statements, the Consolidated Merger Balance Sheet and the Prospectus</b>	March 03, 2016
<b>Prospectus Date</b>	[•].
<b>Exchange ratio</b>	Pursuant to the fact that YPF directly owns 100% of the shares in YPFIESA and indirectly owns 100% of the shares in GASA, there shall be neither any capital stock increase nor issuance of new YPF shares as a consequence thereof in relation to the merger of YPFIESA and GASA by and into YPF. Consequently, there shall be no exchange ratio as a result of the Merger.
<b>Effective date of the Merger</b>	January 1 <sup>st</sup> , 2016
<b>Reorganization Terms and Conditions</b>	The Merger shall be consummated in full compliance with the provisions set forth in sections 82 <i>et seq.</i> of the LGS, the reorganization provisions set forth in sections 77, 78 <i>et seq.</i> of the LIG, and sections 105 to 109 of its regulatory decree.
<b>Management of the participating</b>	The Parties agree not to restrict the administration of



## **companies**

the business of YPF, YPFIESA and GASA and not to grant any guarantees during the period elapsed from the Effective Date of the Merger until the Merger is registered with the respective controlling authorities. Notwithstanding the foregoing, the Parties may not perform any acts which may cause any significant variation of their shareholders' equity, and which may be alien to the regular management. Any controls aimed at preserving the development of YPF, YPFIESA and GASA shall be implemented through the usual actions resolutions adopted by the respective board of directors. The directors of YPF, YPFIESA and GASA shall continue to perform the tasks aimed at the harmonization of the business execution, according to the integration process started. From the date of the Final Merger Agreement -and unless the competent authorities agree otherwise- the management and representation of YPFIESA and GASA shall be vested in the board of directors and president (respectively) of YPF, and those officers holding such functions in YPFIESA and GASA until such date shall be suspended therefrom (section 84, last paragraph, of the LGS). The Parties ratify all the powers of attorney heretofore granted, which shall remain in force until revoked or until the registration of the dissolution by merger of the Absorbed Companies, whichever is earlier.

## **Public offering of securities and shares**

YPF is authorized to make public offering of its securities on the CNV and the US Securities and Exchange Commission ("SEC"). YPF's securities are traded on the Buenos Aires Stock Exchange (the "BCBA") and the New York Stock Exchange (the "NYSE").

GASA was duly authorized to make public offering of Notes and trade them on the BCBA.

YPFIESA is a privately-held company. It is not authorized to list its securities nor shares on any Stock Exchange in the country or abroad.

YPF and GASA are subject to the supervision of the CNV, in compliance with the provisions set forth in Chapter X of Title II of the CNV rules and the regulations of the markets on which their securities are traded. After the Merger registration, YPFIESA and GASA shall timely request their dissolution without liquidation before the IGJ and CNV.





## PARTICIPATING COMPANIES

### (I) YPF

YPF Sociedad Anónima (CUIT (Taxpayer ID) N° 30-54668997-9) is a *sociedad anónima* incorporated according to the laws in force in the Argentine Republic with legal domicile at Macacha Güemes 515 –in the Autonomous City of Buenos Aires– Argentina. The Company operates under the laws in force in the Argentine Republic, and its Bylaws were registered on February 5, 1991, under number 404 of Book 108, Volume "A" of *Sociedades Anónimas* kept by the Public Registry of Commerce of the City of Buenos Aires, in charge of the *Inspección General de Justicia* (Companies' Controlling Authority); the former Bylaws of which were registered on June 15, 1993, under number 5109 of Book 113, Volume "A" of *Sociedades Anónimas* kept by the Public Registry of Commerce of the City of Buenos Aires in charge of the *Inspección General de Justicia* (Companies' Controlling Authority). The Company has been authorized to make public offerings of its shares and securities by Resolution N° 10,094 dated June 17, 1993.

The Company is mainly engaged in the survey, exploration and exploitation of liquid and/or gaseous hydrocarbon fields and other minerals, as well as the industrialization, transportation and commercialization of these products and their direct or indirect by-products, including any petrochemical products, chemical products, whether derived from hydrocarbons or not, and non-fossil fuels, biofuels and their components, as well as the generation of electrical energy through the use of hydrocarbons, and the provision of telecommunication services, as well as the production, industrialization, processing, commercialization, conditioning, transportation and stockpiling of grains and products derived from grains, as well as any other supplementary activity.

The principal place of business of YPF is located at Macacha Güemes 515, (C1106BKK) Autonomous City of Buenos Aires, Argentina. The telephone number is (5411) 5441-0000; fax number is (5411) 5441-3270 and e-mail address is [inversoresypf@ypf.com](mailto:inversoresypf@ypf.com). The website of YPF is [www.ypf.com](http://www.ypf.com). The information contained in such website is not incorporated by reference in this Prospectus and is not considered as part thereof.

The capital stock of YPF is divided into 393,312,793 book-entry common shares, with a face value of ten pesos (\$10.00) each and one vote per share as detailed below: 3,764 Class A shares; 7,624 Class B shares; 40,422 Class C shares; and 393,260,983 Class D shares.

Currently, the controlling shareholder of YPF is the National State - Ministry of Energy and Mining of the Argentine Republic that owns 51% of the capital stock, corresponding to 3,764 Class A shares and 200,589,525 Class D shares.

### Board of Directors

As resolved at the Annual General and Extraordinary Shareholders' Meeting held on April 30, 2015, and at the Board of Directors' meetings held on November 5, 2015 and December 22, 2015, respectively, the Board of Directors of YPF is, currently, composed of 15 (fifteen) directors and 7 (seven) alternate directors.

<u>Office</u>	<u>Full Name</u>	<u>Term of Office</u>
Chairman of the Board of Directors, CEO and Executive	Miguel Matías Galuccio	One fiscal year



Vice-president		
Director	Jorge Marcelo Soloaga	One fiscal year
Director	Gustavo Alejandro Nagel	One fiscal year
Director	Néstor José Di Pierro	One fiscal year
Director	Juan Franco Donnini	One fiscal year
Director	Enrique Andrés Vaquié	One fiscal year
Director	Nicolás Alfredo Trotta	One fiscal year
Director	Carlos Alberto Felices	One fiscal year
Director	Miguel Ángel Gutiérrez	One fiscal year
Director	Daniel Gustavo Montamat	One fiscal year
Director	Fabián Jorge Rodríguez Simón	One fiscal year
Director	Fernando Raúl Dasso	One fiscal year
Director	Daniel Cristian González Casartelli	One fiscal year
Director	Carlos Alberto Alfonsi	One fiscal year
Director	Emilio José Apud	One fiscal year
Alternate Director	Sergio Pablo Antonio Affronti	One fiscal year
Alternate Director	Omar Gutiérrez	One fiscal year
Alternate Director	Luis Gustavo Villegas	One fiscal year
Alternate Director	Lucio Mario Tamburo	One fiscal year
Alternate Director	Pedro Martín Kerchner Tomba	One fiscal year
Alternate Director	Fernando Pablo Giliberti	One fiscal year
Alternate Director	Jesús Guillermo Grande	One fiscal year

It is hereby placed on record that the Board of Directors of YPF shall not suffer any changes as a consequence of the Merger.

*Supervisory Committee*

The Supervisory Committee of YPF is composed of 3 (three) members and 2 (two) alternate members; whose names are listed below:

<b><u>Office</u></b>	<b><u>Full Name</u></b>	<b><u>Term of Office</u></b>
Member of the Supervisory Committee	Gustavo Adolfo Mazzoni	One fiscal year
Member of the Supervisory Committee	Guillermo Leandro Cadirola	One fiscal year
Member of the Supervisory Committee	Enrique Alfredo Fila	One fiscal year
Alternate Member of the Supervisory Committee	Raquel Inés Orozco	One fiscal year
Alternate Member of the Supervisory Committee	Cecilia Leonor Carabelli	One fiscal year

In accordance with the rules set forth by the CNV, all members of the Supervisory Committee shall act on an independent basis.

It is hereby placed on record that the Supervisory Committee of YPF shall not suffer any changes as a consequence of the Merger.

**(II) YPFIESA**



YPF Inversora Energética S.A. (CUIT (Taxpayer ID) N° 30-70939446-7) is a *sociedad anónima* incorporated according to the laws in force in the Argentine Republic with legal domicile at Macacha Güemes 515 –Autonomous City of Buenos Aires– Argentina. The Company operates under the laws in force in the Argentine Republic, and was registered with the Public Registry of Commerce on October 19, 2005. The Company is mainly engaged in: (i) acquiring, through the purchase, sale or exchange, either in cash or in installments, of shares, notes and corporate bonds, and other types of securities or capital contributions to companies already incorporated or to be incorporated in the future, including but not limited to those companies that carry out gas distribution and marketing activities, and (ii) carrying out transactions related to representations, powers of attorney, custody and management of securities, property, assets and credits.

The capital stock of YPFIESA is divided into 97,239,522 non-endorsable, registered common shares, with a face value of one peso (\$1) each and one vote per share. At present, the controlling shareholder of YPFIESA is YPF, by holding an equity interest of 100% corresponding to 97,239,522 shares in YPFIESA.

#### *Board of Directors*

As resolved at the Annual General Shareholders' Meeting held on May 11, 2015, the Board of Directors of YPFIESA is composed at present of three (3) regular directors and three (3) alternate directors, whose names are listed below:

<u>Office</u>	<u>Full Name</u>	<u>Term of Office</u>
President	Daniel Alfonso Suarez	One fiscal year
Vice-president	Fernando Gómez Zanou	One fiscal year
Director	Valeria Soifer	One fiscal year
Alternate Director	Pablo Manuel Vera Pinto	One fiscal year
Alternate Director	Laura Victoria Cecchini	One fiscal year
Alternate Director	María Eugenia Romano	One fiscal year

#### *Supervisory Committee*

The Supervisory Committee of YPFIESA is composed of 3 (three) regular members and one (1) alternate member, whose names are listed below:

<u>Office</u>	<u>Full Name</u>	<u>Term of Office</u>
Member of the Supervisory Committee	Lisandro Frene	One fiscal year
Member of the Supervisory Committee	Sebastián Borthwick	One fiscal year
Member of the Supervisory Committee	Gustavo Bethular	One fiscal year
Alternate Member of the Supervisory Committee	Juan Pablo Díaz	One fiscal year

#### **(III) GASA**

Gas Argentino S.A. (CUIT (Taxpayer ID) N° 33-65852154-9) is a *sociedad anónima* incorporated according to the laws in force in the Argentine Republic with legal domicile at



Gregorio Aroaz de Lamadrid 1360, Ciudad Autónoma de Buenos Aires – Argentina. The Company was incorporated under the laws in force in the Argentine Republic, and was registered with the Public Registry of Commerce on December 23, 1992.

GASA is mainly engaged in the performance of financial or investment activities on an exclusive basis by holding an equity interest in "MetroGAS S.A."

The principal place of business of GASA is located at Gregorio Aroaz de Lamadrid 1360, Autonomous City of Buenos Aires, Argentina; the telephone number is (5411) 4309-1434; the fax number is (5411) 4309-1446 and the e-mail address is [mgg@metrogas.com.ar](mailto:mgg@metrogas.com.ar) and [fnardini@metrogas.com.ar](mailto:fnardini@metrogas.com.ar). The information contained in such website is not incorporated by reference in this Prospectus and is not considered as part thereof.

The capital stock of GASA is divided into 103,822,575 book-entry common shares, with a face value of one peso (\$1) each and one vote per share as detailed below: (i) 56,762,348 Class A shares; and 47,060,227 Class B shares.

At present, the controlling shareholder of GASA is YPFIESA, by holding an equity interest of 100% corresponding to 56,762,348 Class A shares and 47,060,227 Class B shares.

#### *Board of Directors*

As resolved at the Annual General Shareholders' Meeting held on April 28, 2015, the Board of Directors of GASA is composed at present of three (3) regular directors and two (2) alternate directors, whose names are listed below:

<b><u>Office</u></b>	<b><u>Full Name</u></b>	<b><u>Term of Office</u></b>
President	Daniel Alfonso Suárez	One fiscal year
Director	Marcelo Adrián Núñez	One fiscal year
Director	Fernando Gómez Zanou	One fiscal year
Alternate Director	Valeria Soifer	One fiscal year
Alternate Director	María Eugenia Romano	One fiscal year

#### *Supervisory Committee*

The Supervisory Committee of GASA is composed of 3 (three) regular members and 3 (three) alternate members; whose names are listed below:

<b><u>Office</u></b>	<b><u>Full Name</u></b>	<b><u>Term of Office</u></b>
President	Daniel Roque Vítolo	One fiscal year
Member of the Supervisory Committee	Paula López de Gomara	One fiscal year
Member of the Supervisory Committee	Giselle Caudana	One fiscal year
Alternate Member of the Supervisory Committee	Silvana Shamshoian	One fiscal year
Alternate Member of the Supervisory Committee	Claudio Romera	One fiscal year
Alternate Member of the Supervisory Committee	Karina Andrea Grassano	One fiscal year



## **MERGER PROPOSAL**

Under the Prior Merger Agreement, YPF, YPFIESA and GASA have agreed to consummate the Merger under which YPF (the absorbing company) shall absorb YPFIESA and GASA (the absorbed companies), which shall be dissolved without being wound-up.

Therefore, the effects of the Merger are listed in detail below.

### **1. Transfer of Assets**

The asset of YPFIESA and GASA shall be transferred to YPF, which shall then incorporate all the assets, liabilities, rights and obligations of such companies. The assets and liabilities of the Absorbed Companies shall be incorporated into the equity of YPF at the carrying value thereof registered on the respective Special Financial Statements effective January 1, 2016. Such incorporation shall include those rights and obligations which, for whatever reason, have not been taken into account in the respective Special Financial Statements, including among them, all rights and obligations arising from or disclosed after the closing date of such Financial Statements (i.e., December 31, 2015) as a consequence of any acts or activities prior to such closing date.

### **2. Dissolution of the Absorbed Companies**

YPFIESA and GASA shall be dissolved without being wound-up in compliance with the provisions set forth in Section 94 subsection 7 of the LGS, and their shares of stock shall be consequently canceled.

### **3. Exchange Ratio**

Pursuant to the fact that YPF directly owns 100% of the shares in YPFIESA and indirectly owns 100% of the shares in GASA, there shall be neither any capital stock increase nor issuance of new YPF shares as a consequence thereof in relation to the merger of YPFIESA and GASA by and into YPF. Consequently, there shall be no exchange ratio as a result of the Merger.

### **4. No Amendment to the corporate bylaws of YPF is required**

As a result of the Merger, and as indicated in paragraph 3 above, the capital stock of YPF shall not change.

No amendment to the Corporate Bylaws of YPG shall be made because YPF's current corporate purpose allows it developing the activities carried out by GASA and YPFIESA.

### **5. Effective date of reorganization**

As agreed upon in the Prior Merger Agreement, from January 1, 2016, all assets (including any real and personal property, patents, trademarks, credits and intangible assets), liabilities, rights and obligations of YPFIESA and GASA shall be deemed incorporated into the equity of YPF to all accounting and tax effects, without any reservation or limitation whatsoever.

Pursuant to the provisions set forth in Sections 82 and related provisions of the LGS, YPF shall incorporate ownership of the rights and obligations of YPFIESA and GASA, thus causing the total transfer of their respective assets by registering the Final Merger Agreement with the IGJ effective January 1, 2016.

### **6. Public offering of shares and securities**

YPF is authorized to make public offering of its shares, securities and notes on the CNV and the SEC. Its shares and securities are traded on the Buenos Aires Stock Exchange and the NYSE.



GASA was duly authorized to make public offering of Notes and trade them on the BCBA.

YPFIESA has not been authorized to make public offering of securities and its shares are not listed on any Stock Exchange in the country or abroad

YPF and GASA are subject to the supervision of the CNV, in compliance with the provisions set forth in Chapter X of Title II of the CNV rules and the regulations of the markets on which their shares and securities are traded.

#### **7. Extraordinary General Meetings of Shareholders of YPF, YPFIESA and GASA**

The extraordinary general meetings of shareholders of YPF, YPFIESA and GASA called to consider, among other issues, as appropriate, the Merger and the relevant Prior Merger Agreement, the Special Financial Statements and the Consolidated Balance Sheet for the Merger and the dissolution without liquidation of YPFIESA and GASA have not been held yet.

Once such extraordinary general meetings of shareholders have been called and held, YPF, YPFIESA and GASA shall publish a notice of merger for 3 (three) days in accordance with the provisions set forth in section 83, subsection 3) of the LGS. Such notice shall include, among other information, the value of assets and liabilities to be transferred, the execution date of the Prior Merger Agreement and the dates of the corporate resolutions approving it. The creditors of the companies participating in the Merger may file any objections to the Merger within a term of fifteen (15) days from the last publication of such notice. Any creditors objecting to the Merger may request the court a warrant of attachment within twenty (20) additional days from the expiration of the term of fifteen (15) days referred to above in those cases in which they have not been disinterested or properly secured.

Once the deadlines mentioned above have elapsed, the representatives of the companies shall execute the Final Merger Agreement (the "Final Merger Agreement") before a civil-law notary (*escribano público*) and shall file it with the CNV and the competent controlling authorities to obtain the approval and subsequent registration of the Merger and dissolution without liquidation of YPFIESA and GASA. Once the Final Merger Agreement has been approved and registered with the IGJ, the Merger shall be binding upon and enforceable against third parties.

#### **8. Management of YPFIESA and GASA**

The Parties agree not to restrict the administration of their respective activities and not to grant any guarantees during the period elapsed from the Effective Date of the Merger until the Merger is registered with the respective controlling authorities in order to comply with the regular development thereof. From the date of the Final Merger Agreement -and unless the competent authorities agree otherwise- the management and representation of YPFIESA and GASA shall be vested in the board of directors and president (respectively) of YPF, and those officers holding such offices in YPFIESA and GASA until such date shall be suspended therefrom (art. 84, last paragraph, of the LGS). From the Effective Date of Merger and until the registration of the Final Merger Agreement with the IGJ, all acts performed and carried forward by YPFIESA and GASA as a result of the management of the companies to be absorbed shall be considered as carried out in the name and on behalf of YPF. YPF shall manage the business and affairs in such a way so as to avoid facts that may cause any significant changes in the composition of the merged assets until the registration of the Final Merger Agreement with the IGJ.

#### **9. Approvals, authorizations and administrative compliances**

It is hereby placed on record that this Merger does not require any prior notice or review by the *Comisión Nacional de Defensa de la Competencia* (Argentine Antitrust Commission) because it



is an intragroup reorganization and, therefore, there is no change of control as such term is defined in Article 6 and related provisions of Law No. 25,156.

### **REASONS AND PURPOSES OF THE MERGER**

The Merger is consummated by virtue of the administrative linkage and management derived from the corporate control of the Absorbing Company over the Absorbed Companies because it is deemed advisable to centralize the business management of the companies under a single corporate organization to achieve operational and economic benefits related to accomplishing a greater and operational efficiency and effectiveness, the optimized use of available resources, technical, administrative and financial structures, and the rationalization and abatement of any related costs.

### **CORPORATE RESOLUTIONS APPROVING THE MERGER**

The Prior Merger Agreement, the Special Financial Statements and the Consolidated Merger Balance Sheet of the participating companies were approved by the respective Board of Directors of YPF, YPFIESA and GASA on March 3, 2016.

YPF, YPFIESA and GASA have agreed upon in the Prior Merger Agreement that (i) the Merger must be approved by the respective Extraordinary General Shareholders' Meetings, which must comply with the requirements of quorum and majorities set forth in the LGS and the respective bylaws, for which purpose the parties have agreed to submit to the consideration of their respective governing bodies, the approval of the Prior Merger Agreement, the authorization for the execution of the respective Final Merger Agreement and the dissolution without liquidation of YPFIESA and GASA, among other issues; and (ii) if the Extraordinary Shareholders' Meeting of the Absorbing Company or the Extraordinary Shareholders' Meeting of the Absorbed Companies fails to approve it, the Prior Merger Agreement shall be null and void.

### **ACCOUNTING INFORMATION**

In compliance with the provisions set forth in the LGS, Technical Resolutions No. 26 and 29 of the *Consejo Profesional de Ciencias Económicas* (Professional Council of Economic Sciences) (as they have adopted the International Financial Reporting Standards ("IFRS")), the Rules, the General Resolution IGJ No. 7/2015 and other applicable regulations, YPF, YPFIESA and GASA have prepared a Consolidated Merger Balance Sheet on homogeneous bases and identical assessment criteria according to the IFRS, since the Absorbing Company and GASA list their shares on the stock exchange and, therefore, they must prepare their financial statements according to the IFRS. Such Consolidated Merger Balance Sheet has been prepared based on the information contained in the Special Financial Statements of YPF, YPFIESA and GASA, as of December 31, 2015 audited by Deloitte & Co. S.A., which were also prepared in accordance with the IFRS.

As stated in Section Tenth of the Prior Merger Agreement, and based on the fact that the on the execution date thereof YPF was the direct and indirect owner of 100% of the shares in YPFIESA and GASA, the capital stock of YPF shall not be increased and no new shares shall be issued as a result of the merger, and consequently no exchange ratio is to be established.



### **ADDITIONAL INFORMATION**

The Special Financial Statements of YPF, YPFIESA and GASA as of December 31, 2015 and the Consolidated Merger Balance Sheet as of such same date, were filed with the CNV and may be consulted on the website of the CNV ([www.cnv.gob.ar](http://www.cnv.gob.ar)). Moreover, those shareholders wishing to do so, may request print copies of this Prospectus and the exhibits hereto at the registered offices of YPF, located at Macacha Güemes 515, Autonomous City of Buenos Aires.

### **EXHIBITS**

- **Exhibit A:** Prior Merger Agreement
- **Exhibit B:** The Special Financial Merger Statements of YPF, YPFIESA, GASA as of December 31, 2015;
- **Exhibit C:** The Consolidated Merger Balance Sheet as of December 31, 2015;