



BBVA Francés

RELEVANT INFORMATION

2016

11/22/2016

- **Resignation of Regular Directors and its corresponding replacement by Alternate Directors**

The Board of BBVA Banco Frances S. A. in its meeting held today, has decided to accept the resignation by personal reasons of the Regular Directors José Manuel Tamayo Pérez and Luis Bernardo Juango Fitero as from today.

Therefore, in accordance with Section 10 of the By-laws, which prescribes that in case of permanent absence of a Regular Director, the Board of Directors shall appoint an Alternate Director to replace him, the Board of Directors decided to appoint Alternate Directors Alfredo Castillo Triguero and Juan Manuel Ballesteros Castellano as Regular Directors in replacement of José Manuel Tamayo Pérez and Luis Bernardo Juango Fitero.

The Board of Directors of BBVA Banco Francés is integrated by:

President: Jorge Carlos Bledel (1)

Vice-president 1º: Alfredo Castillo Triguero (2)

Vice-president 2º: Marcelo Gustavo Canestri (3)

Regular Directors: Oscar Miguel Castro (4)

Juan Manuel Ballesteros Castellano (5)

Gabriel Eugenio Milstein (6)

Alternate Director: Javier Pérez Cardete (7)

Expires of the mandates: (2, 3 y 5) 31-12-2016

(1, 4 y 6) 31-12-2017

11/08/2016

- **CLASS ACTION, Asociación por la Defensa de Usuarios y Consumidores ADUC c/ BBVA Banco Francés S.A. s/ Sumarísimo. Expte. 35.482/15**

BBVA Banco Francés S.A. has been notified of a class action, which establishes that the Bank had charged an alleged covert fee related to the purchase of foreign currency for Travel and Tourism abroad (tourist dollar exchange rate) that the Bank sold to clients who had the previous authorization issued by the National Tax Office Collection (AFIP).

The entity must take all precautions and perform all necessary steps to ensure the defense of their interests.

10/12/2016

- **Case N. 14.390 (CPE 362/2016): "BBVA BANCO FRANCES S.A.; ESTRADA, JUAN ALBERTO; MANSILLA, MANUEL ENRIQUE; VITURRO GUSTAVO HÉCTOR S/Infringement. Law 24.144"**

BBVA Banco Frances SA, Juan Alberto Estrada, Gustavo Hector Viturro and Manuel Enrique Mansilla, have been notified, last Friday 07, of the final resolution in the reference judicial case.

According to said resolution, BBVA Banco Frances SA and Messrs. Estrada, Viturro and Mansilla, were individually condemned to pay a \$ 5.000.000.- (five million pesos).

The entity will carry out all necessary actions to ensure the defense of their interests, and appeal said resolution with the Court of Appeals on Economic Criminal matters.

The actual payment of the fine has been suspended until the final outcome of the resolutions of the Court of Appeals.

09/26/2016

- **Closing of transaction with Volkswagen Group**

BBVA Banco Frances S.A. is pleased to inform that today the Bank has finished the purchase of 51% of Volkswagen Credit Compañía Financiera S.A.' capital stock, representing 23,970,000 common, registered, non-endorsable shares, entitled to one vote each, of AR\$ 1 per value per share, for a total amount of AR\$ 53,040,000.

09/20/2016

- **Senior Management Change**

The Board of BBVA Banco Frances S. A. in its meeting held today, has decided to carry out some changes in the Senior Management.

In this sense, it has taken note that Mr. Jorge Luna, Commercial Director is no longer part of BBVA Frances, after a successful career. The Bank has appointed Mr. Gustavo Alonso. Currently Director of Business Development, to carry out this position.

Accordingly, and with the aim of giving more impetus to the transformation, it has decided to integrate the Directions of Business Development and Digital Banking, under the responsibility of Mr. Jorge Bledelel

08/29/2016

- **Approval of the Central Bank of Argentina for the Share Purchase Agreement with the Volkswagen Group**

The Central Bank of Argentina, has approved through Resolution N° 332/16 the incorporation of BBVA Banco Francés S.A., as shareholder of 51% of Volkswagen Credit Compañía Financiera S.A.' capital stock, representing 23,970,000 common, registered, non-endorsable shares, entitled to one vote each, of AR\$ 1 per value per share.

According to the terms and conditions of the agreement, the price to be paid for the shares is \$ 53,040,000 which will be cancelled by the Bank at the closing of the transaction before September 30, 2016.

06/30/2016

- **Issuance of notes under the Global Program of Notes to a total amount of U\$S 750 million**

The Board of BBVA Banco Francés S. A., in its meeting held on June 30, 2016, approved under the global program to a total amount outstanding of U\$S 750 million, the issuance of one or more series for a total amount not to exceed AR\$ 500 million to be offered in the market, which will be determined in due course by the sub-delegation, together with the other terms of issuance.

06/29/2016

- **Payment of cash dividends**

Shareholders of BBVA Banco Francés S.A are hereby notified that, in accordance with a resolution of the Ordinary and Special Shareholders' Meeting held on April 26, 2016 and Board of Directors meeting held today, cash dividends will be paid as from July 14, 2016 for an amount of AR\$ 900,000,000, equivalent to 167.635897% of the capital stock or AR\$ 1.67635897 per share for the fiscal year ended December 31, 2015.

We also inform that for individuals in Argentina and beneficiaries abroad the distributed dividends were included as taxable revenue with a rate of 10%, as final and full payment, if applicable.

The above mentioned distribution is subject to Personal Assets Tax withholdings in accordance with the additional section included after Section 25 in the Argentine Income Tax Law N° 25,585. Any Personal Assets tax payable shall be calculated at a rate of 0.5% on shares held at taxable individuals, as of December of each year, valued pro-rata, provided they were shareholders on that date.

At this time, the Bank shall withhold Personal Assets Taxes from any shareholders collecting dividends and provided they were shareholders on December 31, 2015.

Moreover, we inform that non-resident shareholders may collect cash dividends in U.S. Dollars through a transfer to a foreign account which shall be expressly specified.

Shareholders and/or trustees shall send a written notice with all relevant information to BBVA Banco Francés, to be delivered by 1:00 PM on July 13, 2016.

BBVA BANCO FRANCES S.A. –
OPERACIONES FINANCIERAS,
(Financial Transactions)
RECONQUISITA 199, ENTREPISO,
C1003AAB, Buenos Aires, ARGENTINA
Att. Mr. MANUEL MANSILLA,

Indicating beneficiary, customer name and depositor at Caja de Valores S.A. &/or identification in the Shareholders' Registry held by the Registrar; Caja de Valores S.A., foreign bank to which wire transfers should be made, account number, reference, and any other clarification required for a correct crediting of net dividends. In such cases, once received the note, the Bank will file before the Federal Tax Bureau an Early Foreign Payment Statement Exterior (DAPE) in order to pay de corresponding dividends.

Dividends shall be paid through the Caja de Valores S.A in its address held on 25 de Mayo 362, Ciudad Autónoma de Buenos Aires, Monday through Friday from 13 a 15 hours.

06/08/2016

- **Financial Consumers Association for Civil Defense against BBVA Banco Francés S.A**

The Bank has been served of a class action lawsuit filed by the "Financial Consumers Association for Civil Defense" Association.

The Association on behalf of consumers, claims that certain products such as ATM theft insurance, personal accident and home insurance are granted by the Bank without the express consent of customers.

The Bank is currently analyzing the content of the demand and defining the course of action, believing that this action could not have a significant impact on the Bank's assets.

06/07/2016

- **Autorización del BCRA a BBVA Francés S.A. para el pago de dividendos**

The Central Bank of Argentina through Resolution N° 306, authorized BBVA Banco Francés S.A to distribute earnings for a total amount of AR\$ 900,000,000, corresponding to fiscal year 2015.

As was established in the Annual Ordinary and Extraordinary Shareholders meeting held on April 26, 2016, the Board of Directors will determined the date of the cash payment.

03/29/2016

- **Resignation of a Director**

We are pleased to inform that BBVA Banco Frances S.A.'s Board of Directors, during its meeting held today has decided to accept the resignation of the Director: Mr. Mario Luis Vicens.

It is placed on records that the motive for the resignation was personal reasons, and that it is not resulted willful or untimely. The resignation shall be effective when the next Shareholders Meeting designed his replacement.

03/09/2016

- **New dividend proposal and Call for Regular and Special Shareholders Meeting held on April 26, 2016**

The Board of Directors during its meeting held on March 09, 2016, amended the proposal on dividend distribution previously approved at its former meeting on February 10, 2016, increasing the amount to be distributed as dividends from AR\$ 230,000,000 to AR\$ 900,000,000, and therefore decided to reduce the amount to be allocated in the voluntary reserve for future dividend distribution from AR\$ 2,797,589,946.35 to AR\$ 2,127,589,946.35.

The new proposal is based on a reinterpretation of the current regulations of the Central Bank, and provides for a favorable evolution of the Banks equity, enabling the development and business growth and maintaining solid liquidity and solvency standards, and is part of the company's dividend policy.

Therefore, due to the Central Bank's requirement regarding the prior notification of the proposal, 30 business days in advance from the corresponding Shareholders Meeting, the Board has decided to:

- 1) Modify the item "Profit Distribution" of the Annual Report and Note 14 to the Financial Statements, in order to include the new dividend proposal.
- 2) To cancel the call for Ordinary and Extraordinary Shareholders Annual Meeting to be held on March 31, 2016, approved by the Board on February 23, 2016 and therefore the notices published in the Official Gazette and La Nación on February 29, March 1, 2, 3 and 4, 2016;
- 3) Publish a Notice of Revocation of the Call addressed in point 2) in the same media and for the same term; and
- 4) Convene an Ordinary and Extraordinary Shareholders Annual Meeting on April 26, 2016. The agenda approved only differs from the original agenda, in point 4 with respect to the dividend and special reserve proposal.

03/01/2016

- **Payment of cash dividends**

Shareholders of BBVA Banco Francés S.A are hereby notified that, in accordance with a resolution of the Ordinary and Special Shareholders' Meeting held on April 7, 2015 and Board of Directors meeting as of March 1, 2016 cash dividends will be paid as from March 18, 2016 for an amount of AR\$ 400,000,000, equivalent to 74.504843% of the capital stock or AR\$ 0.74504843 per share for the fiscal year ended December 31, 2014.

We also inform that for individuals in Argentina and beneficiaries abroad the distributed dividends were included as taxable revenue with a rate of 10%, as final and full payment.

Furthermore, the above mention distribution is subject to Personal Assets Tax withholdings in accordance with the additional section included after Section 25 in the Argentine Income Tax Law N° 25,585. Any Personal Assets tax payable shall be calculated at a rate of 0.5% on shares held at taxable individuals, as of December of each year, valued pro-rata, provided they were shareholders on that date.

At this time, the Bank shall withhold Personal Assets Taxes from any shareholders collecting dividends and provided they were shareholders on December 31, 2014, 2013 and 2012; (i) the Bank could not withhold in opportunity of dividend distribution for 2013 because the amount exceeded the dividend amount, or (ii) they have not paid any taxes due to BBVA Banco Francés up to March 14, 2016.

The abovementioned Personal Assets Taxes withholdings shall not exceed in aggregate the gross amount of dividends assessed for each one of the shareholders.

Please note that the Bank has enforced a refund procedure for those ADRs holders that were withheld Personal Assets Taxes, in the event such tax did not apply. The request should be made until April 15, 2016 sending an e-mail to ceciliaviviana.acuna@bbva.com and following the instructions provided by the Bank.

Moreover, we inform that non-resident shareholders may collect cash dividends in U.S. Dollars through a transfer to a foreign account which shall be expressly specified.

Shareholders and/or trustees shall send a written notice with all relevant information to BBVA Banco Francés, to be delivered by 1:00 PM on March 13, 2016.

02/23/2016

- **Call for regular and special shareholder's meeting**

BBVA Banco Francés S.A hereby informs that at the Board of Directors has decided call for Regular and Special Shareholder's meeting to be held on March 31, 2016.

02/23/2016

- **Class Action, Asociación por la Defensa de Usuarios y Consumidores- Aduc- c/ BBVA Banco Francés S.A. s/ Sumarísimo (Expte. 35.150/2015)**

We address to you in our capacity as attorney in fact, in order to inform that on February 23, 2016, BBVA Banco Francés S.A has been notified of the following class action: Asociación por la Defensa de Usuarios y Consumidores- Aduc- c/ BBVA Banco Francés S.A. s/ Sumarísimo (Expte. 35.150/2015), filed before the National Court of the First Instance in Commercial Matters N° 4, Secretariat N° 8 by Dr. Hector Hugo Vitale.

The purpose of the claim is to request for a compensation for the dollar exchange rate used by the Bank for the purchase of foreign currency.

The entity must take all precautions and perform all necessary steps to ensure the defense of their interests.

02/03/2016

- **Central Bank of Argentina approves cash dividends.**

We hereby inform you that on February 2, 2016 the Central Bank of Argentina, through Resolution N° 52, authorized BBVA Francés to distribute cash dividends by a total amount of AR\$ 400.000.000 for the fiscal year 2014.

The dividend's distribution was approved by the Annual Ordinary and Extraordinary Shareholders meeting, which was held on April 7, 2015. The Board of Directors will determined the date of the cash payment

11/01/2016

- **Central Bank of Argentina has not commented regarding Mr. Martin Ezequiel Zarich appointment as Executive Director**

We are pleased to inform that the Central Bank of Argentina (BCRA) through Resolution N° 9 of January 7, 2016 has not commented regarding Mr. Martin Ezequiel Zarich appointment as Executive Director (CEO). He was appointed by the Board of Directors on May 4, 2015 ad referendum the Central Bank approval.

The Board of Directors, during its meeting held on January 11, 2016, has decided to accept the resignation of Martin Ezequiel Zarich as Alternate Director, due to the incompatibility of acting as Alternate Director and Executive Director (CEO) simultaneously.

Furthermore, Mr Ricardo Moreno resignation as Executive Director (CEO) of BBVA Banco Frances S.A became effective from today.

