



QIB Certification Form

Client: Sociedad Comercial Del Plata S.A.

DR number: 982294517

Administrator: Perry Palma Gil

Region: Latin America

DR Type:	144A
DR Description:	SOCIEDAD COMERCIAL DEL PLATA S.A.
CUSIP:	833630106
ISIN:	US8336301069
Underlying ISIN:	ARP290071462

Annex I

Purchase

[Handwritten signature]
[Handwritten initials]

Certification and Agreement of Certain Acquirors of
Receipts Upon Deposit of Shares Pursuant to
Section 2.02 of the Rule 144A Deposit Agreement

We refer to the Rule 144A Deposit Agreement, dated as of July 20, 1993 (the "Deposit Agreement"), among SOCIEDAD COMERCIAL DEL PLATA S.A. (the "Issuer"), THE BANK OF NEW YORK, as Depository, and Owners of Rule 144A American Depositary Receipts (the "Receipts") issued thereunder. Capitalized terms used but not defined herein shall have the meanings given them in the Deposit Agreement.

1. This certification and agreement is furnished in connection with the deposit of Shares and issuance of Rule 144A American Depositary Shares to be evidenced by one or more Receipts pursuant to Section 2.02 of the Deposit Agreement.

2. We acknowledge (or if we are acting for the account of another person, such person has confirmed to us that it acknowledges) that the Receipts, the Rule 144A American Depositary Shares evidenced thereby and the Shares represented thereby have not been and will not be registered under the Securities Act of 1933 (the "Act").

3. We certify that either:

A. We are a qualified institutional buyer (as defined in Rule 144A under the Act), and at the time of issuance of

the Receipt or Receipts referred to above, we (or one or more qualified institutional buyers for whose account we are acting) will be the beneficial owner of the Rule 144A American Depositary Shares evidenced thereby.

OR

B. We are a broker-dealer acting for the account of our customer; our customer has confirmed to us that it is a qualified institutional buyer and either (i) at the time of issuance of the Receipt or Receipts referred to above, it will be the beneficial owner of the Rule 144A American Depositary Shares evidenced thereby, or (ii) it is acting for the account of a qualified institutional buyer that, at the time of issuance of the Receipt or Receipts referred to above, will be the beneficial owner of the Rule 144A American Depositary Shares evidenced thereby.

4. We agree (or if we are acting for the account of another person, such person has confirmed to us that it agrees) that we (or it) will not offer, sell, pledge or otherwise transfer the Receipts, the Rule 144A American Depositary Shares evidenced thereby or the Shares represented thereby except (a) to a person whom we reasonably believe (or it and anyone acting on its behalf reasonably believes) is a qualified institutional buyer within the meaning of Rule 144A under the Act in a transaction meeting the requirements of Rule 144A, (b) in accordance with Regulation S under the Act, or (c) in accordance with Rule 144 under the Act (if available), in each case in accordance with any applicable securities laws of any state of the United States.

ANNEX III

Certification of Purchaser of Receipt Pursuant
to Section 2.3 of the Deposit Agreement

The Bank of New York
101 Barclay Street, 22W
New York, New York 10286

[Date]

Re: Sociedad Comercial Del Plata S.A.

Dear Sirs:

In connection with my purchase of a Receipt or Receipts evidencing American Depositary Shares representing an equal number of Shares of U.S. \$_____ of Sociedad Comercial del Plata S.A. (the "Company") pursuant to the terms and conditions of the Deposit Agreement, dated July 20, 1993 (the "Deposit Agreement") among the Company, yourselves and all Owners and Holders from time to time of the American Depositary Receipts issued thereunder, and for purposes of obtaining [delivery of a Receipt or Receipts to or upon the written order of the undersigned] [a beneficial interest in a Global Share Certificate]¹ the undersigned hereby certifies that it is a qualified institutional buyer (as defined in Rule 144A under the Securities Act of 1933) and is acquiring such [Receipt or Receipts] [beneficial interest in a Global Share Certificate]¹ for its own account or for the account of a qualified institutional buyer or person located outside the United States (within the meaning of Regulation S under the Act) and not for the account of any other person. The undersigned hereby agrees to the further restrictions on (i) transfer of [the Receipt or Receipts] [such beneficial interest in a Global Share Certificate]¹ and the American Depositary Shares represented thereby and (ii) withdrawal and delivery of the underlying Shares, in each case as set forth in the Deposit Agreement and the Receipt including, but not limited to, those restrictions placed upon the sale of Receipts to U.S. persons.

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Capitalized terms used but not defined herein shall have the meanings given them in the Deposit Agreement.

Yours very truly,

[Name of Purchaser]

[By: _____
Title: _____]

¹ Use the second bracketed alternative if the Receipts have been accepted for book entry settlement by DTC; otherwise, use the first bracketed alternative.

Annex II

Certification and Agreement of Persons Receiving
Deposited Securities Upon Withdrawal
Pursuant to Section 2.05 of
the Rule 144A Deposit Agreement

We refer to the Rule 144A Deposit Agreement, dated as of July __, 1993 (the "Deposit Agreement"), among SOCIEDAD COMERCIAL DEL PLATA S.A. (the "Issuer"), THE BANK OF NEW YORK, as Depositary thereunder, and Owners of Rule 144A American Depositary Receipts (the "Receipts") issued thereunder. Capitalized terms used but not defined herein shall have the meanings given them in the Deposit Agreement.

1. We are surrendering a Receipt or Receipts in accordance with the terms of the Deposit Agreement for the purpose of withdrawal of the Deposited Securities represented by the Rule 144A American Depositary Shares evidenced by such Receipt or Receipts (the "Shares") pursuant to Section 2.05 of the Deposit Agreement.

2. We acknowledge (or if we are acting for the account of another person, such person has confirmed that it acknowledges) that the Shares have not been and will not be registered under the Securities Act of 1933 (the "Act").

3. We certify that either:

(a) We are a qualified institutional buyer (as defined in Rule 144A under the Act) acting for our own

account or for the account of one or more qualified institutional buyers, and either:

(i) we have (or it has) sold or otherwise transferred, or agreed to sell or otherwise transfer and at or prior to the time of withdrawal will have sold or otherwise transferred, the Receipts or the Shares in accordance with Regulation S under the Act and we are (or it is), or prior to such sale we were (or it was), the beneficial owner of the Receipts, or

(ii) we have (or it has) sold or otherwise transferred, or agreed to sell or otherwise transfer and at or prior to the time of withdrawal will have sold or otherwise transferred, the Receipts or the Shares to another qualified institutional buyer in accordance with Rule 144A under the Act and we are (or it is), or prior to such sale we were (or it was), the beneficial owner of the Receipts, or

(iii) we (or it) will be the beneficial owner of the Shares upon withdrawal, and, accordingly, we agree (or if we are acting for the account of one or more qualified institutional buyers, each such qualified institutional buyer has confirmed to us that it agrees) that (x) we (or it) will not offer, sell, pledge or otherwise transfer the Shares except (A) to a person whom we reasonably believe (or it and anyone acting on its behalf reasonably believes) is a qualified institutional buyer within the meaning of Rule 144A under the Act in a transaction meeting the requirements of Rule 144A, (B)

in accordance with Regulation S under the Act, or (C) in accordance with Rule 144 under the Act (if available), in each case in accordance with any applicable securities laws of any state of the United States, and (y) we (or it) will not deposit or cause to be deposited such Shares into any depository receipt facility established or maintained by a depository bank (including any such facility maintained by the Depository), other than a Rule 144A restricted depository receipt facility, so long as such Shares are "restricted securities" within the meaning of Rule 144(a)(3) under the Act.

OR

(b) We are located outside the United States (within the meaning of Regulation S under the Act); we acquired, or have agreed to acquire and at or prior to the time of the withdrawal will have acquired, the Receipts or the Shares outside the United States (within the meaning of Regulation S); and we are, or upon acquisition thereof will be, the beneficial owner of the Receipts or the Shares.