

GRUPO FINANCIERO GALICIA S.A.

SHAREHOLDERS' MEETING
TO BE HELD ON APRIL 23, 2003

PROPOSALS OF THE BOARD OF DIRECTORS

The proposals that the Board of Directors will submit to the Ordinary and Extraordinary Shareholders' Meeting are stated as follows:

1st. Appointment of two shareholders to sign the minutes.

A proposal will be submitted to the Shareholders' Meeting in order to appoint two of the following: Dr. Arturo Santillán, and/or Máximo Bomchil and/or Jorge Losicer

2° Amendment to article twenty-second of the Corporate Bylaws (representation at the Shareholders' Meetings).

The Board of Directors will propose to the Shareholders' Meeting that article twenty-second of the Corporate ByLaws shall read as follows:

"Article twenty-second: The right to attend the Shareholders' Meeting may be exercised either personally or by the representation of another person, whether or not he/she is a shareholder, through a proxy made in a private document, signature of which shall be certified by a judicial officer, a Notary Public or a banking institution."

3° Amendment to articles thirteenth and fourteenth of the Corporate Bylaws (Board of Directors).

The Board of Directors will propose to the Shareholders' Meeting that articles thirteenth and fourteenth of the Corporate ByLaws be drawn up to read as follows:

"Article thirteenth: a. Management of the Corporation shall be vested in a Board of Directors which shall be composed of a number of members to be determined each time by the Annual Ordinary Shareholders' Meeting, said number ranging between a minimum of three and a maximum of nine members. **b.** The directors who may be elected shall only be those persons whose names are stated in lists, which shall be submitted, with three days in advance and with the signature of shareholders representing shares which at least entitle their holders to a ten percent of total voting rights, to the Chairman of the Board of Directors, or his substitute, for its official approval. In the event the Meeting is adjourned before the

election of directors, new lists may be submitted until three business days before the date stated for said Meeting to be reassumed. If any shareholder notifies the Company with no less than three days' notice prior to the date the Meeting is being held, his/her decision to vote cumulatively, he/she shall state the name or names of the person/s to whom he/she proposes to be elected through such system. To the purposes of facilitating the preparation of these lists and of registering the names of the candidates, as from the date of the first notice of the respective Meeting, a book *ad hoc* with the formalities set forth by Article 53 of the Commerce Code shall be kept at the corporate domicile, which book shall be at the shareholders' disposal. On said book, the names of the lists and candidates proposed by those shareholders who have made such request shall be written down. The votes cast in favor of persons not included into these presented lists within the terms and under the above-mentioned conditions, shall be invalid.c. The Shareholders' Meeting may also elect one or more alternate directors up to a maximum number equal to the elected regular directors. When electing the alternate directors, the Shareholders' Meeting may choose to (i) establish which regular director shall be replaced by each alternate director, or (ii) establish an order of election, or (iii) any combination of the above two options. If the Shareholders Meeting remains silent, it shall be deemed that it chose the criterion itemized in ii). In the event of incapacity or absence of a regular director, either temporarily or definitively, the alternate director elected under item (i) shall only replace each respective regular director, and the alternate directors elected under item (ii) shall replace the regular directors following their order of election. Alternate directors shall become members of the Board of Directors without any authorization or decision adopted by said body in the event quorum by regular directors was not reached. If quorum is present by the regular directors, alternate Directors shall be members of the Board of Directors, when the latter, by majority of its members, decides so. The alternate director's term of office shall extend until the director to whom he was replacing shall resume his activities, and, in the event of a definitive absence or discontinuance, the former shall act in such capacity until the next Ordinary Shareholders' Meeting in which directors are to be elected. This Meeting shall decide either to confirm that said alternate Director should finish the outgoing Director's unexpired term of office, or, to that end, to elect another director.d. In order to become a Director, it is necessary to be a notoriously honorable person and to possess the technical qualifications suitable to hold said position. Each director, upon beginning to serve in their

functions, shall deposit a guarantee of One Thousand Pesos (Ps.1,000.-). These guarantees may be set up in cash and/or as a government securities' bond. **e.** Regular directors shall hold office for three years and each time they shall be renewed by thirds (or a fraction not less than three). The first Shareholders' Meeting held in which directors are to be elected as from the approval of the amendment to this article (even when this amendment may not be registered), shall decide which of the directors elected shall hold office for a term of one, two or three years. In general, when the Shareholders' Meeting elects directors or after said election, it shall have the powers to fix a lesser period (one or two years) for the terms of office of one, several or all of the directors. Should the Shareholders' Meeting not resolve on this issue, the first Board of Directors in which a partial renewal of its members corresponds, in its first session it shall decide the name of directors who shall cease in their offices after their first year of service. Alternate directors shall also be elected for a three-year term, and same rules set forth for regular directors shall apply to the former. Directors, both alternate and regular, may be reelected for a non-definitive term. In the event the Ordinary Shareholders' Meeting is held after the expiration of the terms of office established for directors, the latter shall validly continue in their offices until the election of their substitutes. **f.** In the event of any vacancies in the Board of Directors, the Syndics' Committee shall appoint the directors necessary to constitute this body.

Article fourteenth: During the course of the Board of Directors' first meeting held after the Ordinary Shareholders' Meeting whereby its members are elected, whether totally or partially, and provided always that in such Meeting said offices had not been elected, directors shall choose from their own numbers a Chairman, and one or two Vice-Chairmans, as per resolved by such Board of Directors. In the event of absence or incapacity of the Chairman, one of the Vice-Chairmans shall automatically replace him in all his duties and powers. This replacement shall be performed in the order of their election."

- 4° **Optional Statutory System for the Mandatory Acquisition of Shares in a Public Offering ("Régimen Estatutario Optativo de Oferta Pública de Adquisición Obligatoria"): exercise of the provision set forth in Article 24 of Decree N° 677/01 and subsequent rules. Introduction of an express clause on this issue into the Corporate Bylaws.**

The Board of Directors will propose to the Shareholders' Meeting not to adhere to the Mandatory Acquisition of Shares in a Public Offering set forth by Decree 677/01, and therefore, this Board will propose to add the following text as second paragraph of **Article One**:

"Article One:

Grupo Financiero Galicia S.A. is a "Corporation which has not adhered to the Optional Statutory System for the Mandatory Acquisition of Shares in a Public Offering" under the regulations of Article 24 of Decree 677/01".

- 5° ***Examination of the businesses situation of our controlled company Banco de Galicia y Bs.As. S.A. Grupo Financiero Galicia S.A.'s position to be adopted over some issues to be dealt with on Banco de Galicia y Bs.As. S.A.'s next meeting.***

Based on the Annual Report and the information provided to the shareholders of our controlled company Banco de Galicia y Bs.As., and of the controlled companies managed by the latter, the Board of Directors will propose to the Shareholders' Meeting, **that Grupo Financiero Galicia S.A.'s representative should be given instructions** to attend Banco de Galicia y Buenos Aires S.A.'s Annual Ordinary and Extraordinary Shareholders' Meetings to be held on April 30, 2003, so as he shall cast his vote as follows:

- a.** *When dealing with item 2° of the Agenda: Amendment of Corporate Bylaws with respect to the Board of Directors (Articles 16° to 21°) and to the Notice of Shareholders' Meeting (Article 32°):*

He shall vote in favor of the inclusion of the texts proposed by its Board of Directors for Articles 16 to 21, and 32 into Banco de Galicia y Buenos Aires SA's Corporate Bylaws, as they were published in the Stock Exchange Bulletin (*Boletín de la Bolsa*) on March 21, 2003.

- b.** *When item 3° of the Agenda is being discussed, referring to the "Optional Statutory System for the Mandatory Acquisition of Shares in a Public Offering": exercise of the provision set forth in Article 24 of Decree N° 677/01 and subsequent rules. Introduction of an express clause on this issue into the Corporate Bylaws.*

He shall vote for the option set forth by Article 24 of Decree 677/01 and subsequent rules, and, therefore, he shall vote in favor of the exclusion of Banco de Galicia y Buenos Aires S.A. from the System of Mandatory Acquisition of Shares in a Public Offering. To such purposes, Article 1 of said Company's Corporate Bylaws should be amended pursuant to the text proposed by its Board of Directors, as it was published in the Stock Exchange Bulletin on March 21, 2003.

- c. When dealing with item 4 of the Agenda related to the Examination of the Financial Statements, and other documents as set forth in article 234, subsection 1 of the Business Corporations Law:*

He shall vote in favor of the approval of said documents.

- d. When item 5 of the Agenda is being discussed, referring to the Approval of the performance of the Board of Directors and of the Syndics' Committee:*

He shall vote in favor of the approval of the performance of the Board of Directors and of the Syndics' Committee.

- e. When dealing with items 6 and 7 regarding the compensation for the Syndics' Committee and the information to Shareholders' Meeting about the assignation of paid functions in agreement with the regulations set forth in Article 25, sub-section 2 of Banco Galicia's Corporate Bylaws, and about the compensations charged to general expenses corresponding to the fiscal year ended December 31, 2002. Same discussion over compensation for the Board of Directors for their technical-administrative functions and especial commissions for Ps.1,792,991.67, which was effectively paid, corresponding to the fiscal year ended December 31, 2002, and which result was a loss computable pursuant to the rules set forth by the National Securities Commission.*

He shall vote in favor of the proposal to pay the amount of Ps.270,000 to the Syndics' Committee, and the amount of Ps. 1,792,991.67 to the Board of Directors for their technical-administrative functions and especial commissions.

- f. When discussing item 8 related to the Treatment to be given to the Fiscal year's Results (Loss):*

With respect to this fiscal year's results, the loss for Ps.2,976,582,032.88, **he shall vote** in favor of the proposal, pursuant to Communiqué "A" 3800 set forth by the Argentine Central Bank, to absorb the loss recorded in this fiscal year, with and up to the balances of the Retained Earnings and Unrealized Difference Valuation accounts, amounting to Ps.350,666,650.86 and Ps.1,451,285,003.32, respectively. With respect to this fiscal year's remaining negative results, after having made the above-mentioned absorption, which amounts to Ps.1,174,630,378.70, **he shall vote** in favor of the proposal to partially absorb this loss as follows: Ps.334,269,581.97 to be charged to Facultative Reserves, Ps.94,998,704.64 to be charged to Reserves for Technical Revaluations, so as Retained Earnings after both absorptions will record a loss of Ps.745,362,092.09. These figures are stated in currency of December 2002. Said amounts must be restated in the currency of February 2003, therefore, the proposal for the fiscal year's results, stated in the currency of February of 2003, being the latter the last month the inflation adjustment was made before it was repealed by Decree-Law 664/2003, is as follows: The loss recorded during the fiscal year, stated in the currency of February 2003, being the latter, the last month where the accounting data was adjusted to the constant currency before regulations set forth by Decree-Law 664/2003, amounted to Ps.3,002,531,145.48, and the proposed absorption in constant currency is as follows:
 Ps.353,723,769.74 to be charged to Earnings from previous fiscal years:
 Ps. 1,463,937,334.99 to be charged to the Unrealized Difference Valuation for its Net Asset Foreign Currency Position:
 Ps.337,183,750.86 to be charged to Facultative Reserves:
 Ps.95,826,905.21 to be charged to the Shareholders' Equity Adjustment Fund (Fondo de Ajuste Patrimonial)-Reserves for Technical Revaluations.
 Once the above-mentioned absorptions are made, Retained Earnings record a loss of Ps. 751,859,384.68.-

- g. When dealing with item 9 of the Agenda with respect to the "Composition of the Board of the Board of Directors, based on what shall be resolved on item 2 of the Agenda referred to the determination of the number of regular and alternate directors and their election until reaching the number established by the Shareholders Meeting. Determination of their terms of office":

He shall vote in favor of the proposal that Grupo Financiero Galicia S.A.'s Board of Directors will prepare to that end. The Board of Directors will consider what it deems most appropriate for Banco de Galicia y Buenos Aires S.A.'s interest regarding the determination of the number of directors, election of regular and alternate directors, and determination of their terms of office.

- h. When dealing with item 10 of the Agenda with respect to the determination of the incentive compensation provided in Article 39, sub-section 2 of Corporate By-Laws for the fiscal year January 1, 2003 - December 31, 2003.*

He shall vote in favor of similar criteria to those approved in the last Shareholders' Meeting, thus allowing Grupo Financiero Galicia S.A.'s Board of Directors to determine in detail the parameters involved.

- i. When dealing with item 11 of the Agenda related to the "Election of regular and alternate syndics":*

He shall vote in favor of the proposal that Grupo Financiero Galicia S.A.'s Board of Directors will prepare with respect to the election of regular and alternate members of the Syndics' Committee.

- j. When dealing with item 12 of the Agenda regarding the compensation for the accountant who certified the Financial Statements for the fiscal year 2002, and item 13 regarding the appointment of the independent accountant and alternate accountant to certify the Financial Statements for fiscal year 2003.*

He shall vote in favor of the proposal from Banco de Galicia y Buenos Aires S. A.'s Board of Directors.

- 6° **Examination of the Statement of Financial Condition, Income Statement and other documents as set forth by Article 234, sub-section 1, of the Business Corporations Law, Annual Report and Report of the Syndics' Committee for the 4th. fiscal year ended December 31, 2002.**

The Board of Directors will propose to vote in favor of all such documents.

7° ***Approval of the performance of the Board of Directors and the Supervisory Syndics Committee.***

The Board of Directors can make no proposals on this issue, however, it expects that our shareholders approve its performance as well as the performance of the Supervisory Syndics Committee.

8° ***Compensation for the Board of Directors and for the Supervisory Syndics Committee.***

The Board of Directors will propose to the Shareholders' Meeting that for the fiscal year under consideration, and in view of its results, the Board of Directors shall receive no compensation. It will also propose that the compensation of the Syndics' Committee be fixed in the sum of Ps. 60,000 for their functions during the fiscal year.

9° ***Treatment to be given to this Fiscal Year's Results (Loss).***

The Board of Directors will present a motion to absorb the sum of Ps.488,084,420.34 from the loss of Ps.1,452,241,393.10 in the Facultative Reserve, while the remaining amount of such loss amounting to Ps.964,156,972.76 be charged to the new fiscal year.

10° ***Constitution of the Board of Directors based on the decisions adopted when dealing with item 3 of the Agenda: determination of the number of directors and alternate directors and their election until reaching the number established by the Shareholders' Meeting. Determination of their terms of office.***

Since terms of office of regular directors Mr. Abel Ayerza, Marcelo L.S. Tonini and Eduardo J. Zimmerman are about to end, some shareholders announced they will propose that said directors to be reelected in such capacity. The Board of Directors will present a motion to the Shareholders' Meeting that, in view of the extension of the directors' term of office from two to three years, this body should be organized as follows: the number of directors shall be six, of which three regular directors shall hold office for a two-year term, while the other three shall hold office for a three-year-term as from this Meeting. This Board will also propose that the

number of alternate directors be fixed in six.

11° Election of three regular syndics and three alternate syndics for one-year term of office.

Our shareholders stated that a motion will be presented to the Shareholders' Meeting that Luis O.Oddone, Adolfo Melián and Norberto Corizzo, be elected as regular syndics, and Miguel Maxwell, Miguel R.Armando and Alejandro H.Massa as alternate syndics.

12° Compensation for the accountant who certified the Financial Statements for the fiscal year 2002.

The Board of Directors will submit a proposal to the Shareholders' Meeting in order to fix the compensation of the accountant who certified the Financial Statements for the fiscal year 2002 in the sum of Ps. 24,000.

13° Appointment of the independent accountant and alternate accountant to certify the Financial Statements for fiscal year 2003.

The Board of Directors will propose to the Shareholders' Meeting that Ignacio Javier Casas Rúa and Martín Barbafina from Pricewaterhouse Coopers, be appointed as independent accountant and alternate accountant, respectively to certify the Financial Statements for fiscal year 2003.