CRESUD INC Form SC 13D/A June 22, 2015

#### **UNITED STATES**

#### SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

## SCHEDULE 13 D/A (Rule 13d-101) INFORMATION TO BE INCLUDED IN

#### STATEMENTS FILED PURSUANT TO RULE 13d-1(a) AND

#### AMENDMENTS THERETO FILED PURSUANT TO RULE 13d-2(a)

Under the Securities Exchange Act of 1934

(Amendment No.17)\*

## CRESUD SOCIEDAD ANÓNIMA COMERCIAL INMOBILIARIA FINANCIERA y AGROPECUARIA (Name of Issuer)

Common Stock, Par Value 1.00 Peso per Share (Title of Class of Securities)

226406106 (CUSIP Number)

Saúl Zang Juan Manuel Quintana Carolina Zang

Estudio Zang, Bergel y Viñes

Florida 537, 18th Floor

Buenos Aires, Argentina

+54(11) 4322-0033

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

### May 22, 2015 (Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), Rule 13d-1(f) or Rule 13d-1(g), check the following box. ?

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

#### SCHEDULE 13D

CUSIP No. 226406106

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NAME OF REPORTING PERSON

 I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)
 Eduardo S. Elsztain

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

 $\mathbf{X}$ 

o

- 3. SEC USE ONLY
- 4. SOURCE OF FUNDS WC OO
- 5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS or 2(e) o
- 6. CITIZENSHIP OR PLACE OF ORGANIZATION Republic of Argentina

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH

REPORTING PERSON WITH

- 7. SOLE VOTING POWER 219,825
- 8. SHARED VOTING POWER 187,772,805
- 9. SOLE DISPOSITIVE POWER 219,825
- 10. SHARED DISPOSITIVE POWER 187,772,805
- 11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 187,772,805
- 12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

o

- 13. 37.43%
- 14. TYPE OF REPORTING PERSON

IN

CUSIP No. 226406106

Page 3 of 16 Pages

1. NAME OF REPORTING PERSON

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY) Agroinvestment S.A.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

X

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- 3. SEC USE ONLY
- 4. SOURCE OF FUNDS

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- 5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS or 2(e) o
- 6. CITIZENSHIP OR PLACE OF ORGANIZATION Republic of Uruguay
- NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH
- 7. SOLE VOTING POWER 0
- 8. SHARED VOTING POWER 187,772,805
- 9. SOLE DISPOSITIVE POWER 0
- 10. SHARED DISPOSITIVE POWER 187,772.805
- 11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 187,772,805
- 12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

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- 13. 37.43%
- 14. TYPE OF REPORTING PERSON CO

#### SCHEDULE 13D

CUSIP No. 226406106

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NAME OF REPORTING PERSON
 I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)
 IFIS Limited

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

X

o

- 3. SEC USE ONLY
- 4. SOURCE OF FUNDS WC OO
- 5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS or 2(e) o
- 6. CITIZENSHIP OR PLACE OF ORGANIZATION Bermuda

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH

REPORTING PERSON WITH

- 7. SOLE VOTING POWER 0
- 8. SHARED VOTING POWER 187,772,805
- 9. SOLE DISPOSITIVE POWER 0
- 10. SHARED DISPOSITIVE POWER 187,772,805
- 11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 187,772,805
- 12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 37.43%

14. TYPE OF REPORTING PERSON

CO

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CUSIP No. 226406106

Page 5 of 16 Pages

1. NAME OF REPORTING PERSON

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY) Inversiones Financieras del Sur S.A.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

X

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- 3. SEC USE ONLY
- 4. SOURCE OF FUNDS

WC - OO

- 5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS or 2(e) o
- 6. CITIZENSHIP OR PLACE OF ORGANIZATION Republic of Uruguay
- NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH
- 7. SOLE VOTING POWER 0
- 8. SHARED VOTING POWER 187,772,805
- 9. SOLE DISPOSITIVE POWER 0
- 10. SHARED DISPOSITIVE POWER 187,772.805
- 11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 187,772,805
- 12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

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14. TYPE OF REPORTING PERSON

CO

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CUSIP No. 226406106

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NAME OF REPORTING PERSON

 I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)
 Consultores Assets Management S.A.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

X

o

- 3. SEC USE ONLY
- 4. SOURCE OF FUNDS WC OO
- 5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS or 2(e) o
- CITIZENSHIP OR PLACE OF ORGANIZATION Republic of Argentina

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH

REPORTING PERSON WITH

- 7. SOLE VOTING POWER 0
- 8. SHARED VOTING POWER 187,772,805
- 9. SOLE DISPOSITIVE POWER 0
- 10. SHARED DISPOSITIVE POWER 187,772,805
- 11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 187,772,805
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13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 37.43%

14. TYPE OF REPORTING PERSON CO

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CUSIP No. 226406106

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1. NAME OF REPORTING PERSON

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY) Consultores Venture Capital Uruguay S.A.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

 $\mathbf{X}$ 

0

- 3. SEC USE ONLY
- 4. SOURCE OF FUNDS

WC - OO

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS or 2(e) o

6. CITIZENSHIP OR PLACE OF ORGANIZATION Republic of Uruguay

## NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

- 7. SOLE VOTING POWER 0
- 8. SHARED VOTING POWER 187,772,805
- 9. SOLE DISPOSITIVE POWER 0
- 10. SHARED DISPOSITIVE POWER 187,772.805
- 11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 187,772,805
- 12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

- 13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 37.43%
- 14. TYPE OF REPORTING PERSON

CO

CUSIP No. 226406106

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1. NAME OF REPORTING PERSON

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

Consultores Venture Capital Limited

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A

**GROUP** 

X

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- 3. SEC USE ONLY
- 4. SOURCE OF FUNDS

WC - OO

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS

or 2(e) o

6. CITIZENSHIP OR PLACE OF ORGANIZATION

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH

REPORTING PERSON WITH

Cayman Islands

- 7. SOLE VOTING POWER 0
- 8. SHARED VOTING POWER 187,772,805
- 9. SOLE DISPOSITIVE POWER
  0
- 10. SHARED DISPOSITIVE POWER 187,772.805
- 11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 187,772,805
- 12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

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- 13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 37.43%
- 14. TYPE OF REPORTING PERSON

CO

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# STATEMENT PURSUANT TO RULE 13d-1 OF THE GENERAL RULES AND REGULATIONS UNDER THE SECURITIES AND EXCHANGE ACT OF 1934, AS AMENDED

#### AMENDMENT No.17 TO SCHEDULE 13D

This Amendment No.17 Schedule 13D ("Amendment No.17") amends and restates Items 2, 4, 5, and 6 of the Schedule 13D filed by the Reporting Persons with the SEC (the "Schedule 13D"). Capitalized terms used in this Amendment No.17 but not defined herein have the meaning given to such terms in Schedule 13D, as amended and restated from time to time.

#### Item 2. Identity and Background

- (a)-(c), (f) This statement is being filed by Eduardo S. Elsztain ("Elsztain") a citizen of the Republic of Argentina who serves as Chairman of the board of directors of each of the following companies:
  - (i) IFIS Limited, a limited liability company organized under the laws of Bermuda ("IFIS");
- (ii) Inversiones Financieras del Sur S.A., a stock corporation organized under the laws of the Republic of Uruguay ("IFISA");
- (iii) Consultores Assets Management S.A., a limited liability company organized under the laws of Argentina ("CAM");
- (iv) Consultores Venture Capital Limited, a limited liability company organized under the laws of Cayman Island ("CVC Cayman");
- (v) Consultores Venture Capital Uruguay S.A., a limited liability company organized under the laws of the Republic of Uruguay ("CVC Uruguay");

(vi) Agroinvestment S.A., a stock corporation organized under the laws of the Republic of Uruguay ("Agroinvestment" and together with Elsztain, IFIS, IFISA, CAM, CVC Cayman and CVC Uruguay, being collectively referred to as the "Reporting Persons").

Elsztain's principal offices are located at Bolívar 108, 1st floor, (C1066AAD), Ciudad Autónoma de Buenos Aires, Argentina; IFIS' principal offices are located at Clarendon House, 2 Church Street, Hamilton HM 08, Bermuda; IFISA's principal offices are located at Ruta 8 KM 17.500 Edificio@1 Local 106, 91600 Montevideo, Republic of Uruguay; CAM's principal offices are located at Bolívar 108, 1st floor, (C1066AAD) Ciudad Autónoma de Buenos Aires, Argentina; CVC Cayman's principal offices are located at 89 Nexus Way, Camana Bay, P.O. Box 31106, Grand Cayman, KY1-1205, Cayman Islands; CVC Uruguay's principal offices are located at Ruta 8 KM 17.500 Edificio@1 Local 106, 91600 Montevideo, Republic of Uruguay; and Agroinvestment's principal offices are located at Zabala 1422, 2nd Floor, 11500 Montevideo, Republic of Uruguay.

Because Mr. Elsztain controls each of the other Reporting Persons, the Reporting Persons report their direct and indirect ownership of common shares as "shared" voting and dispositive power other than common shares held directly by Mr. Elsztain (and not through any other Reporting Person).

(d) None of the Reporting Persons nor, to their knowledge, any person named in Schedule A hereto, has been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) within the last five years.

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(e) During the last five years, none of the Reporting Persons nor, to their knowledge, any person named in Schedule A hereto, has been a party to any civil proceeding of a judicial or administrative body of competent jurisdiction as a result of which any such person was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation of such laws.

#### Item 4. Purpose of Transaction

Since April 1, 2015, the Reporting Persons have decreased their beneficial ownership in Cresud's fully diluted capital (i.e., assuming that all of the outstanding New Warrants to acquire common shares are exercised by the holders thereof), as a result of the expiration of the New Warrants on May 22, 2015, and the non-exercise of the New Warrants held by the Reporting Persons. Consequently, as of May 22, 2015, there are no New Warrants outstanding and the Reporting Persons' beneficial ownership in the issued and outstanding common shares of Cresud is 37.43% (equivalent to 187,772,805 common shares).

Except as described above, neither the Reporting Persons nor, to their knowledge, any person named in Schedule A attached hereto, has any present plans or proposals that relate to or would result in any of the actions described in subparagraphs (a) through (j) of Item 4 of Schedule 13D.

The variations reported in this Amendment No. 17 were effected in the period from April 1, 2015 through May 22, 2015 (the "Transaction Period").

#### Item 5. Interests in Securities of the Issuer

(a) As of May 22, 2015, the Reporting Persons beneficially owned the equivalent of 187,772,805 common shares of Cresud, representing 37.43% of Cresud's outstanding equity as of that date.

The following is a description of the Reporting Persons' beneficial ownership of Cresud common shares as of May 22, 2015:

Shareholder Number of Shares Currently Owned % of Outstanding Shares

Reporting Persons (as a

group) 187,772,805 37.43%

Total 501,642,804 -

(i) Elsztain is the Chairman of the Board of Directors of IFIS, IFISA, Cresud, CAM, CVC Uruguay, CVC Cayman and Agroinvestment. As of May 22, 2015, Elsztain is the beneficial owner of 40.26% of the outstanding equity capital of IFIS, including: (a) 21.05% owned indirectly through Agroinvestment, (b) 19.39% owned indirectly through CVC Uruguay and (c) 3.21% owned indirectly through CVC Cayman. As of May 22, 2015, Elsztain owns 85.0% of the outstanding equity capital of CAM which owns 100% of CVC Uruguay which in turn owns 100% of CVC Cayman. As of that same date, Elsztain directly owns the equivalent of 219,825 common shares of the outstanding equity capital of Cresud, representing approximately 0.0438% of Cresud's issued and outstanding

commo	n sh	ares:

(ii) IFIS is the direct owner of 100% of the common shares of IFISA;

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- (iii) IFISA directly owns the equivalent of 187,552,100 common shares of Cresud representing approximately 37.39% of Cresud's issued and outstanding common shares;
- (iv) CVC Cayman serves as the Investment Manager of IFIS and does not own Cresud's common shares;
  - (v) CAM and Agroinvestment do not own directly Cresud's common shares; and
- (vi) CVC Uruguay directly owns 880 common shares of Cresud representing approximately 0.0002% of Cresud's issued and outstanding common shares.

Set forth below is a diagram of the Reporting Persons' beneficial ownership of Cresud as of May 22, 2015:

Given the foregoing, the Reporting Persons may be deemed to be the beneficial owners of 187,722,805 common shares, representing 37.43% of the issued and outstanding common shares of Cresud, as of May 22, 2015.

- (b) Item 5(a) is incorporated herein by reference.
- (c) Transactions by the Reporting Persons or other persons named in Schedule A, attached hereto, in Cresud common shares and New Warrants that were effected during the last sixty days of the Transaction Period are listed on Annex I.

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(d)-(e) Not applicable.

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer.

Expiration of the New Warrants: In accordance with the information previously disclosed in Item 6 of Amendment No.6 to this Schedule 13D, dated as of March 31, 2008, the New Warrants have expired on May 22, 2015. As a result of the aforementioned, the New Warrants that were not exercised by their respective holders were consequently cancelled and delisted from Nasdaq.

Collateral Account: As of the date of this Schedule 13D, IFISA has deposited 4,492,751 ADRs of Cresud, each ADR representative of 10 common shares, with a nominal value of Ps.1 per share, in a collateral account. Notwithstanding the aforementioned, IFISA maintains the voting and economic rights related to the ADRs.

Other than as set forth above or otherwise described in Amendments No.6, 8, 9, 10, 11, 12, 14 15 and 16 previously filed, there are no contracts, arrangements, understandings or relationships with respect to any securities of Cresud to which the Reporting Persons are a party.

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CUSIP No. 226406106

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#### Schedule A

Eduardo S. Elsztain Bolívar 108, 1st Floor (C1066AAD), Ciudad Autónoma de Buenos Aires Republic of Argentina Citizen of Argentina

#### Directors of IFIS Limited

Eduardo S. Elsztain 1.

Director

Mintflower Place 4th Floor,

8 Par-La-Ville Road,

Hamilton HM 08, Bermuda,

Bermuda.

Citizen of Argentina

2. Saúl Zang

Director

Mintflower Place 4th Floor,

8 Par-La-Ville Road,

Hamilton HM 08, Bermuda,

Bermuda.

Citizen of Argentina

3. Mariana Renata Carmona de Elsztain

Director

Mintflower Place 4th Floor,

8 Par-La-Ville Road,

Hamilton HM 08, Bermuda,

Bermuda.

Citizen of Argentina

4. Alejandro Gustavo Elsztain

Director

Mintflower Place 4th Floor,

8 Par-La-Ville Road,

Hamilton HM 08, Bermuda,

Bermuda.

Citizen of Argentina

#### Directors of Consultores Venture Capital Uruguay

Eduardo S. Elsztain (Chairman) 1.

Director

Ruta 8 KM 17.500 Edificio@1 Local

160,

91600, Montevideo Republic of Uruguay

Citizen of Argentina

3. Olga Stirling Director

Ruta 8 KM 17.500 Edificio@1 Local 160,

91600, Montevideo Republic of Uruguay

Citizen of Uruguay

Eduardo Simon Bartfeld 2.

Director

Ruta 8 KM 17.500 Edificio@1 Local

160,

91600, Montevideo

Republic of Uruguay Citizen of Uruguay

#### Directors of Consultores Assets Management S.A.

1. Eduardo S. Elsztain (Chairman)

Director

Bolívar 108, 1st Floor

(C1066AAD) Ciudad Autónoma de

**Buenos Aires** 

Republic of Argentina Citizen of Argentina 3. Mariana Renata Carmona de Elsztain (Vice

First Chairman)

Director

Bolívar 108, 1st Floor

(C1066AAD) Ciudad Autónoma de Buenos

Republic of Argentina Citizen of Argentina

CUSIP No. 226406106

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2. Saúl Zang (Second Vice Chairman)

Director

Bolívar 108, 1st Floor

(C1066AAD) Ciudad Autónoma de

**Buenos Aires** 

Republic of Argentina

Citizen of Argentina

#### Directors of Consultores Venture Capital Limited

I. Eduardo S. Elsztain (Chairman)

Director

89 Nexus Way, Camana Bay, Grand Cayman,

KY1-1205, Cayman Islands

Citizen of Argentina

2. Saúl Zang Director

89 Nexus Way, Camana Bay,

Grand Cayman,

KY1-1205, Cayman Islands

Citizen of Argentina

#### Directors of Inversiones Financieras del Sur S.A.

1. Eduardo S. Elsztain

Chairman of the Board

Ruta 8 KM 17.500 Edificio@1 Local

003,

91600, Montevideo Republic of Uruguay Citizen of Argentina

2. Saúl Zang

Director

Ruta 8 KM 17.500 Edificio@1 Local

003.

91600, Montevideo Republic of Uruguay Citizen of Argentina 3. Eduardo Simon Bartfeld

Director

Ruta 8 KM 17.500 Edificio@1 Local 003,

91600, Montevideo Republic of Uruguay Citizen of Uruguay

4. Olga Stirling

Director

Ruta 8 KM 17.500 Edificio@1 Local 003,

91600, Montevideo Republic of Uruguay Citizen of Uruguay

#### Directors of Agroinvestment S.A.

1. Eduardo S. Elsztain

Chairman of the Board Zabala 1422, 2 nd Floor 11500, Montevideo 3. Eduardo Simon Bartfeld

Director (Second Vice-Chairman)

Zabala 1422, 2 nd Floor 11500, Montevideo

Republic of Uruguay Citizen of Argentina Republic of Uruguay Citizen of Argentina

 Mariana Renata Carmona de Elsztain Director (First Vice-Chairman)
 Zabala 1422, 2nd Floor 11500, Montevideo
 Republic of Uruguay
 Citizen of Argentina

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Annex 1

Transactions by the Reporting Persons or persons named in Schedule A that were effected during the last 60 days of the Transaction Period, in addition to those previously reported in Amendment No.16 to this Schedule 13D filed on April 9, 2015.

Eduardo Elsztain's transactions in CRESUD ADRs

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#### **SIGNATURES**

After reasonable inquiry and to the best of his knowledge and belief, the undersigned certifies that the information set forth in this Statement on Schedule 13D is true, complete and correct.

DATED: June 22, 2015.

Eduardo S. Elsztain Consultores Venture Capital

Uruguay

By: /S/ Eduardo S. Elsztain Bv: /S/ Eduardo S. Elsztain Name: Eduardo S. Elsztain Name: Eduardo S. Elsztain

Title: Chairman of the Board

**IFIS Limited** Consultores Assets Management

S.A.

By: /S/ Eduardo S. Elsztain By: /S/ Eduardo S. Elsztain Name: Eduardo S. Elsztain Name: Eduardo S. Elsztain Title: Chairman of the Board Title: Chairman of the Board Inversiones Financieras del Sur Consultores Venture Capital S.A.

Limited

By: /S/ Eduardo S. Elsztain Name: Eduardo S. Elsztain Title: Chairman of the Board

Agroinvestment S.A.

/S/ Eduardo S. Elsztain By: Name: Eduardo S. Elsztain Title: Chairman of the Board

By: /S/ Eduardo S. Elsztain Name: Eduardo S. Elsztain Title: Chairman of the Board