

CRESUD INC
Form 424B1
February 27, 2008
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Filed pursuant to Rule 424(b)(1)
Registration No. 333-146011

Prospectus

CRESUD SOCIEDAD ANÓNIMA COMERCIAL, INMOBILIARIA, FINANCIERA Y AGROPECUARIA

Cresud Inc.

Rights to Subscribe for Common Shares in the Form of American Depositary Shares and Warrants

We are granting to our common shareholders rights to subscribe for 180,000,000 new common shares, together with the right to receive 180,000,000 warrants to acquire additional common shares. Each common share held of record at 6:00 p.m. (Buenos Aires, Argentina time) on February 27, 2008 entitles its holder to one right to subscribe for common shares, or common share right. Each common share right will entitle its holder to subscribe for 0.561141 new common shares, to subscribe at the same price for additional common shares remaining unsubscribed after the preemptive rights offering pursuant to its exercise of accretion rights, and to receive free of charge, for each new common share that it purchases pursuant to this offering, one warrant to purchase 0.33333333 additional common shares. The Bank of New York, as our ADS rights agent, will make available to holders of our American Depositary Shares, or ADSs (each of which represents 10 common shares), rights, or ADS rights, to subscribe for new ADSs, together with the right to receive warrants to acquire additional common shares. Each ADS held of record at 5:00 p.m. (New York City time) on February 27, 2008 entitles its holder to one ADS right. Each ADS right will entitle its holder to subscribe for 0.561141 new ADSs, to subscribe at the same price for additional common shares in the form of ADSs remaining unsubscribed after the preemptive rights offering pursuant to its exercise of accretion rights, and to receive free of charge, for each new ADS that it purchases pursuant to this offering, 10 warrants, each of which will entitle such holder to purchase 0.33333333 additional common shares.

On February 25, 2008 we published in the bulletin of the Buenos Aires Stock Exchange and released to PR Newswire a non-binding indicative subscription price for each of the new common shares and the new ADSs of Ps.5.37 and US\$17.01, respectively.

The definitive subscription price for the new common shares and the new ADSs will be established by our board of directors in U.S. dollars, based on a range between the lowest and the highest trading price of our ADSs during a period of not less than 5 days and not more than 180 days prior to the determination of the subscription price on March 10, 2008. The subscription price for each new common share will be payable in U.S. dollars outside Argentina or in Argentine pesos in Argentina, determined on the basis of the seller's reference exchange rate (*tipo de cambio vendedor*) at the close of business on the subscription price determination date as quoted by *Banco de la Nación Argentina*. The subscription price for each new ADS will be payable in U.S. dollars. The subscription price will be reported to the *Comisión Nacional de Valores*, published in the bulletin of the Buenos Aires Stock Exchange and released to PR Newswire on the following day prior to the opening of the stock market in Argentina.

Subscriptions for new common shares and new ADSs pursuant to the exercise of the common share rights, the ADS rights and the accretion rights that are submitted prior to our publication of the definitive subscription price will be binding and irrevocable even though the definitive subscription price subsequently determined may be different, perhaps materially, than the indicative subscription price.

(cover continued on following page)

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	Price to the Public	Proceeds to Company	
Non-binding indicative subscription price per new common share ⁽²⁾	Ps. 5.37	US\$	48.9
Non-binding indicative subscription price per new ADS ⁽³⁾	US\$ 17.01	US\$	257.2
Rights to subscribe for common shares and ADS rights	US\$ 0.00	US\$	0.00
Warrants ⁽⁴⁾	US\$ 0.00	US\$	0.00
Total offering ⁽⁴⁾		US\$	297.3 ⁽¹⁾

(1) After payment of transaction expenses by us, currently estimated at approximately US\$8.84 million.

(2) Corresponds to approximately 28,800,000 common shares expected to be subscribed in Argentina, based on the non-binding indicative subscription price of Ps. 5.37 for each new common share. Proceeds have been converted to U.S. dollars on the basis of the exchange rate of US\$1 = Ps.3.157 as quoted by *Banco de la Nación Argentina* on February 22, 2008.

(3) Corresponds to approximately 151,200,000 common shares expected to be subscribed in the form of ADSs, each of which represents 10 common shares, based on the non-binding indicative subscription price of US\$17.01 for each new ADS.

(4) No separate consideration will be received by us for the granting of the rights to subscribe for common shares, the rights to subscribe for ADSs evidencing common shares or the warrants prior to their exercise.

Investing in our common shares, ADSs and warrants involves significant risks. See Risk Factors beginning on page 33.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

Joint-Dealer Managers

Citi

Deutsche Bank Securities

Co-Dealer Manager

Raymond James

February 25, 2008

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(continued from previous page)

Any holder of common share rights may transfer any whole number of common share rights. Common share rights will be eligible to trade on the Buenos Aires Stock Exchange from February 28, 2008 to March 14, 2008. The ADS rights will not be transferable.

Our ADSs are traded on the NASDAQ Global Select Market under the symbol CRESY, and our common shares are traded on the Buenos Aires Stock Exchange under the symbol CRES. On February 20, 2008, the closing prices on the NASDAQ Global Select Market per ADS and on the Buenos Aires Stock Exchange per common share were US\$18.35 and Ps.5.94, respectively. We have applied to list the warrants on the Buenos Aires Stock Exchange, and we intend to have the warrants listed on the American Stock Exchange or the NASDAQ.

Prior to their expiration on May 22, 2015, the warrants will be exercisable during the six-day period from and including the 17th through the 22nd day of each February, May, September and November (to the extent such dates are business days in New York City and in the City of Buenos Aires), commencing with such period from and including May 17 through to May 22, 2008. The warrants will be freely transferable. We will accept the exercise of warrants to purchase whole new common shares. Three warrants must be exercised in order to purchase one new common share. The exercise price for new common shares to be purchased pursuant to the exercise of warrants will be payable in U.S. dollars and will be determined by our board of directors and published by us on March 11, 2008 in the bulletin of the Buenos Aires Stock Exchange and released to PR Newswire. You must pay the exercise price of the warrants in U.S. dollars. ADS holders wishing to obtain additional ADSs upon exercise of their warrants must deposit the common shares acquired under the warrants with The Bank of New York, as our depositary, to obtain ADSs in accordance with the terms of the deposit agreement.

We are granting these preemptive rights to subscribe for newly issued common shares as required under Argentine law and, although not obligated to do so, have elected to register the common shares to which these preemptive rights relate with the Securities and Exchange Commission in order to extend to our U.S. shareholders and holders of ADSs an equal opportunity to participate in our preemptive rights offering.

The offering of new common shares and warrants by means of rights to holders of common shares will expire at 1:00 p.m. (Buenos Aires, Argentina time) on March 18, 2008 (the expiration of the common share subscription period). The offering of new ADSs and warrants by means of ADS rights to holders of ADSs will expire at 5:00 p.m. (New York City time) on March 13, 2008 (the expiration of the ADS subscription period).

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No person is authorized to give any information or to make any representations other than those contained or incorporated by reference in this prospectus and, if given or made, such information or representations must not be relied upon as having been authorized. This prospectus does not constitute an offer to sell or the solicitation of an offer to buy securities other than the securities described in this prospectus, or an offer to sell or the solicitation of an offer to buy any securities in any circumstances in which such offer or solicitation is unlawful. The delivery of this prospectus shall not, under any circumstances, create any implication that there has been no change in our affairs since the date hereof, or that the information contained or incorporated by reference herein or therein is correct as of any time subsequent to the date of such information.

As used in this prospectus, the terms *Cresud*, *we*, *us* and *our* may refer, depending upon the context, to Cresud Sociedad Anónima Comercial, Inmobiliaria, Financiera y Agropecuaria, to one or more of our consolidated subsidiaries or to all of them taken as a whole, unless we state otherwise or the context indicates otherwise. Our headquarters are located at Moreno 877, 23rd Floor, (C1091AAQ) Buenos Aires, Argentina, our telephone number is +54 (11) 4814-7800, and our website is www.cresud.com.ar.

PRESENTATION OF FINANCIAL AND CERTAIN OTHER INFORMATION

Cresud

This prospectus contains our audited consolidated financial statements as of June 30, 2006 and 2007 and for the years ended June 30, 2005, 2006 and 2007. This prospectus also incorporates by reference our Annual Report on Form 20-F for the year ended June 30, 2007. This prospectus also contains our unaudited financial statements as of December 31, 2006 and 2007 and for the six-month periods ended on such dates. We prepare our consolidated financial statements in Pesos and in conformity with the generally accepted accounting principles in Argentina, as set forth by the *Federación Argentina de Consejos Profesionales de Ciencias Económicas* (*FACPCE*) and as implemented, adapted, amended, revised and/or supplemented by the *Consejo Profesional de Ciencias Económicas de la Ciudad Autónoma de Buenos Aires* (*CPCECABA*) (collectively Argentine GAAP) and the regulations of the *Comisión Nacional de Valores*, which differ in certain significant respects from generally accepted accounting principles in the United States of America (*U.S. GAAP*). Such differences involve methods of measuring the amounts shown in our consolidated financial statements, as well as additional disclosures required by U.S. GAAP and Regulation S-X of the U.S. Securities and Exchange Commission (*SEC*). See Note 17 to our audited consolidated financial statements contained elsewhere in this prospectus for a description of the principal differences between Argentine GAAP and U.S. GAAP, as they relate to us, and a reconciliation to U.S. GAAP of our net income and shareholders' equity.

In order to comply with regulations of the *Comisión Nacional de Valores*, we recognized deferred income tax assets and liabilities on an undiscounted basis. This accounting practice represented a departure from Argentine GAAP for the years ended June 30, 2005 and 2006. However, such departure has not had a material effect on our financial statements. As further discussed below, the CPCECABA issued revised accounting standards. One of these standards required companies to account for deferred income taxes on an undiscounted basis, thus aligning the accounting to that of the *Comisión Nacional de Valores*. Since the *Comisión Nacional de Valores* adopted the CPCECABA standards effective for our fiscal year beginning July 1, 2006, there is no longer a difference on this subject between Argentine GAAP and the *Comisión Nacional de Valores* regulations.

Additionally, after considerable inflation levels for the second half of 2002 and the first months of 2003, on March 25, 2003, the Argentine government instructed the *Comisión Nacional de Valores* to issue the necessary regulations to preclude companies under its supervision from presenting price-level restated financial statements. Therefore, on April 8, 2003, the *Comisión Nacional de Valores* issued a resolution providing for the discontinuance of inflation accounting as of March 1, 2003. We complied with the *Comisión Nacional de Valores* resolution and accordingly recorded the effects of inflation until February 28, 2003. Comparative figures were restated until that date, using a conversion factor of 1.1232. Since Argentine GAAP required companies to discontinue inflation adjustments only as from October 1, 2003, the application of the *Comisión Nacional de Valores* resolution represented a departure from Argentine GAAP. However, due to low inflation rates during the period from March to September 2003, such a departure has not had a material effect on our consolidated financial statements.

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IRSA

As of December 31, 2007, we owned a 34.6% equity interest in IRSA Inversiones y Representaciones Sociedad Anónima (IRSA). In compliance with Rule 3-09 of Regulation S-X, also contained in this prospectus are the audited consolidated financial statements of IRSA as of June 30, 2006 and 2007 and for the years ended June 30, 2005, 2006 and 2007. This prospectus also includes IRSA's unaudited consolidated financial statements as of and for the six-month periods ended December 31, 2006 and 2007.

IRSA prepares its consolidated financial statements in Pesos and in conformity with Argentine GAAP and the regulations of the *Comisión Nacional de Valores* which differ in certain significant respects from U.S. GAAP. Such differences involve methods of measuring the amounts shown in the consolidated financial statements, as well as additional disclosures required by U.S. GAAP and Regulation S-X of the SEC. See Note 28 to IRSA's audited consolidated financial statements included elsewhere in this prospectus for a description of the principal differences between Argentine GAAP and U.S. GAAP as they relate to IRSA and a reconciliation to U.S. GAAP of IRSA's net income and shareholders equity.

In order to comply with *Comisión Nacional de Valores* regulations, IRSA recognized deferred income tax assets and liabilities on an undiscounted basis. This accounting practice represented a departure from Argentine GAAP for the years ended June 30, 2005 and 2006. However, such departure has not had a material effect on the IRSA's consolidated financial statements. As further discussed below, the CPCECABA issued revised accounting standards. One of these standards required companies to account for deferred income taxes on an undiscounted basis, thus aligning the accounting to that of the *Comisión Nacional de Valores*. Since the *Comisión Nacional de Valores* adopted the CPCECABA standards effective for IRSA's fiscal year beginning July 1, 2006, there is no longer a difference on this subject between Argentine GAAP and the *Comisión Nacional de Valores* regulations.

Additionally, after considerable inflation levels for the second half of 2002 and the first months of 2003, on March 25, 2003, the Argentine government instructed the *Comisión Nacional de Valores* to issue regulations precluding companies under its supervision from presenting price-level restated financial statements. On April 8, 2003, the *Comisión Nacional de Valores* issued a resolution providing for the discontinuance of inflation accounting as of March 1, 2003. IRSA complied with the *Comisión Nacional de Valores* resolution and accordingly recorded the effects of inflation until February 28, 2003. Comparative figures were restated until that date, using a conversion factor of 1.1232. Since Argentine GAAP required companies to discontinue inflation adjustments only as of October 1, 2003, the application of the *Comisión Nacional de Valores* resolution represented a departure from Argentine GAAP. However, due to low inflation rates during the period from March to September 2003, such a departure has not had a material effect on IRSA's consolidated financial statements.

As of December, 2007, IRSA owned an 11.8% equity interest in Banco Hipotecario that represented 7.0% of IRSA's total consolidated assets at such date. In compliance with Rule 3-09 of Regulation S-X, also included in our annual report on Form 20-F for the year ended June 30, 2007, which is incorporated herein by reference, are the audited consolidated financial statements of Banco Hipotecario as of June 30, 2006 and 2007, and for the twelve months ended June 30, 2005, 2006 and 2007.

Incorporation by Reference

We incorporate by reference the Form 20-F described below and any future filings made by us with the SEC under Section 13(a) or 15(d) of the Exchange Act until the transactions contemplated by this prospectus are consummated or this offering is terminated. Any such information incorporated by reference would be an important part of this prospectus. Any such future filings shall be deemed to automatically update and supersede the information contained herein or in documents previously incorporated by reference to the extent not modified or superseded by documents or reports subsequently filed. As of the date of this prospectus, our annual report on Form 20-F (filed under an English translation of our corporate name, Cresud Inc.) for the year ended June 30, 2007, is incorporated herein by reference.

We will provide, without charge, to any person to whom a copy of this prospectus is delivered, upon written request, a copy of any or all of the documents incorporated by reference herein (not including the exhibits to such documents, unless such exhibits are specifically incorporated by reference in such documents). Requests should be directed to us at our headquarters located at Moreno 877, 23rd floor, (C1091AAQ) Buenos Aires, Argentina.

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Adoption by the Comisión Nacional de Valores of CPCECABA standards

Effective July 1, 2006, we adopted Technical Resolution No. 22 Agricultural Activities issued by FACPCE (RT No. 22). RT No. 22 prescribes the accounting treatment, financial statement presentation and disclosures related to agricultural activity. Agricultural activity is the management by an entity of the biological transformation of living animals or plants (biological assets) for sale, into agricultural produce, or into additional biological assets. RT No. 22 prescribes, among other things, the accounting treatment for biological assets during the period of growth, degeneration, production, and procreation, and for the initial measurement of agricultural produce at the point of harvest. It requires measurement at fair value less estimated point-of-sale costs from initial recognition of biological assets up to the point of harvest, other than when fair value cannot be measured reliably on initial recognition. RT No. 22 requires that a change in fair value less estimated point-of-sale costs of a biological asset be included in profit or loss for the period in which it arises. RT No. 22 also requires that gains or losses arising on initial recognition of agricultural produce at fair value less estimated point-of-sale costs to be included in profit or loss for the period in which it arises. The adoption of RT No. 22 did not have a significant impact in our measurement and recognition of biological transformation. Rather, it changed the format of our income statement. Under RT No. 22 we disclose certain components of our costs as separate line items in the income statement. Adoption of RT No. 22 did not result in any change to our consolidated gross profit for any of the periods presented.

Also, the *Comisión Nacional de Valores* issued General Resolutions 485 and 487 on December 29, 2005 and January 26, 2006, respectively, adopting, with certain modifications, new accounting standards previously issued by the CPCECABA through its Resolution CD 93/2005. These standards were effective for our fiscal year ended June 30, 2007. The most significant changes included in the accounting standards adopted by the *Comisión Nacional de Valores* relate to (i) changes in the impairment test of long-lived assets and (ii) changes to deferred income tax accounting. Under the new standards, the carrying value of a long-lived asset is considered impaired when the expected cash flows from such asset are separately identifiable and less than its carrying value. Expected cash flows are determined primarily using the anticipated cash flows discounted at a rate commensurate with the risk involved. The new standards also provide for the accounting treatment of differences between the tax basis and book basis of non-monetary items for deferred income tax calculation purposes when companies prepare price-level restated financial statements. The new accounting standard mandates companies to treat these differences as temporary but allows a one-time accommodation to continue treating those differences as permanent at the time of adoption of the standard. As a result, we elected to continue treating differences as permanent. In addition, the new standards provide for the recognition of deferred income taxes on a non-discounted basis.

General

Certain amounts which appear in this prospectus (including percentage amounts) may not sum due to rounding. Solely for the convenience of the reader, we have translated certain Peso amounts into U.S. dollars at the exchange rate quoted by the Central Bank for December 31, 2007 which was Ps.3.1490 = US\$1.00. We make no representation that the Peso or U.S. dollar amounts actually represent or could have been or could be converted into U.S. dollars at the rates indicated, at any particular rate or at all. See Exchange Rates and Exchange Controls. Total may not sum due to rounding.

References to fiscal years 2003, 2004, 2005, 2006 and 2007 are to the fiscal years ended June 30 of each such year.

The summary consolidated income statement data for the years ended June 30, 2003 and 2004 and the summary consolidated balance sheet data as of June 30, 2003, 2004 and 2005 have been derived from our Annual Report on Form 20-F for the year ended June 30, 2007 which is incorporated by reference herein.

In this prospectus where we refer to *Peso*, *Pesos*, or *Ps.* we mean Argentine pesos, the lawful currency in Argentina; when we refer to *U.S. dollars*, or *US\$* we mean United States dollars, the lawful currency of the United States of America; and when we refer to *Central Bank* we mean the Argentine Central Bank (*Banco Central de la República Argentina*).

Market Data

Market data used throughout this prospectus were derived from reports prepared by unaffiliated third-party sources. Certain market data which appear herein (including percentage amounts) may not sum due to rounding.

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The following summary highlights information contained elsewhere in this prospectus. This summary is not complete and does not contain all the information you should consider before investing in our securities. You should read the entire prospectus carefully, including the Risk Factors and Forward-Looking Statements section, and our consolidated financial statements and related notes, before making an investment decision. As used in this prospectus, unless the context otherwise requires, references to Cresud, we, us and our refer to Cresud Sociedad Anónima Comercial, Inmobiliaria, Financiera y Agropecuaria and our consolidated subsidiaries.

Our Company

We are a leading Argentine agricultural company with a growing presence in the Brazilian agricultural sector through our investment in BrasilAgro Companhia Brasileira de Propriedades Agrícola (BrasilAgro). We are currently involved in a range of activities including crop production, cattle raising and milk production. Our business model, which we seek to roll out abroad, taking into account the specific conditions of each country, focuses on the acquisition, development and exploitation of properties having attractive prospects for agricultural production and/or value appreciation and the selective disposition of such properties where appreciation has been realized. Our shares are listed on the Buenos Aires Stock Exchange, and our ADSs are listed on the NASDAQ Global Select Market.

As of December 31, 2007, we owned 17 farms with approximately 445,075 hectares. Approximately 25,534 hectares of the land we own are used for crop production, approximately 97,942 hectares are for beef cattle production, 3,951 hectares are for milk production and approximately 3,243 hectares are leased to third parties for crop and beef cattle production. The remaining 314,405 hectares of land reserve are primarily natural woodlands. In addition, through Agropecuaria Cervera S.A. we have the rights to 162,000 hectares of land for a 35-year period that can be extended for another 29 years. Also, during the six months ended December 31, 2007, we leased 31,174 hectares from third parties for crop production and 32,494 hectares for beef cattle production.

During the fiscal years ended June 30, 2005, 2006 and 2007, and the six months ended December 31, 2007, we had consolidated sales of Ps.78.2 million, Ps.112.3 million, Ps.110.3 million and Ps.68.1 million, production income of Ps.67.5 million, Ps.65.4 million, Ps.102.8 million and Ps.35.7 million, and consolidated net income of Ps.76.8 million, Ps.32.9 million, Ps.49.4 million and Ps.14.5 million, respectively. During the period from June 30, 2005 to December 31, 2007, our total consolidated assets increased 60.2% from Ps.743.4 million to Ps.1,191 million, and our shareholders' equity increased 62.7% from Ps.523.1 million to Ps.851.0 million.

The following table sets forth, at the dates indicated, the amount of land used for each production activity (including owned and leased land):

	2005(1)	At June 30, 2006(1)	2007(1)(2)	At December 31, 2007(1)(2)
		(in hectares)		
Grains(3)	39,831	41,283	53,579	66,987
Cattle	96,380	129,946	114,097	130,436
Milk	1,776	1,698	2,609	3,951
Natural woodlands(4)	263,177	258,477	325,728	314,405
Owned farmlands leased to others	9,978	14,229	13,771	8,375
Total	411,142	445,633	509,784	524,154

- (1) Includes 35.7% of approximately 8,299 hectares owned by Agro Uranga S.A., an affiliated Argentine company in which we own a non-controlling 35.7% interest. See Cresud's Business Subsidiaries and Affiliated Companies.
- (2) Includes 24.0% of approximately 170 hectares owned by Cactus Argentina S.A., an affiliated Argentine company in which we have a non-controlling 24.0% interest. See Cresud's Business Subsidiaries and Affiliated Companies.
- (3) Includes wheat, corn, sunflower, soybean, sorghum and others.
- (4) We use part of our land reserves to produce fence posts, rods and a small amount of charcoal.

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We are also indirectly engaged in the Argentine real estate business through our holding of 34.6% of the common shares of IRSA, one of Argentina's largest real estate companies. IRSA is engaged in a range of diversified real estate activities including residential properties, office buildings, shopping centers and luxury hotels in Argentina. A majority of our directors are also directors of IRSA, and we are under common control by the same group of controlling shareholders. As of December 31, 2007, our investment in IRSA represented approximately 43.2% of our total consolidated assets, and during the six months ended December 31, 2007, our gain from our investment in IRSA was Ps.7.2 million.

In September 2005, we, together with certain Brazilian partners, founded BrasilAgro, a startup company organized to exploit opportunities in the Brazilian agricultural sector. In April 2006, BrasilAgro increased its capital through a global and domestic offering of common shares, and as of December 31, 2007, we owned approximately 8.3% of the outstanding common shares of BrasilAgro. As of December 31, 2007, our investment in BrasilAgro represented approximately 7.1% of our total consolidated assets.

Our Strategy

We seek to maximize our return on assets and overall profitability by (i) identifying, acquiring and exploiting agricultural properties having attractive prospects for agricultural production and/or long-term value appreciation and selectively disposing of properties as appreciation is realized, (ii) optimizing the yields and productivity of our agricultural properties through the implementation of state-of-the-art technologies and agricultural techniques and (iii) preserving the value of our significant long-term investment in the urban real estate sector held through our affiliate IRSA.

Focus on maximizing value of our agricultural real estate assets

We conduct our agricultural activities with a focus on maximizing the value of our real estate assets. We seek to rotate our portfolio of properties over time by purchasing large parcels of land which we believe have a high potential for appreciation and selling them selectively as opportunities arise to realize attractive capital gains. We believe that our ability to realize gains from appreciation of our farmlands is based on the following principles:

Acquiring under-utilized properties and enhancing their land use: We seek to purchase under-utilized properties at attractive prices and develop them to achieve more productive uses. We seek to do so by (i) transforming non-productive land into cattle feeding land, (ii) transforming cattle feeding land into land suitable for more productive agricultural uses, (iii) enhancing the value of agricultural lands by changing their use to more profitable agricultural activities and (iv) reaching to the final stage of the real estate development cycle by transforming rural properties into urban areas as the boundaries of urban development continue to extend into rural areas. To do so, we generally focus on acquisitions of properties outside of highly developed agricultural regions and/or properties whose value we believe is likely to be enhanced by proximity to existing or expected infrastructure.

Applying modern technologies to enhance operating yields and property values. We believe that an opportunity exists to improve the productivity and long-term value of inexpensive and/or underdeveloped land by investing in modern technologies such as genetically modified and high yield seeds, direct sowing techniques, machinery, crop yield optimization through land rotation, irrigation and the use of fertilizers and agrochemicals. To enhance our cattle production, we use genetic technology and have a strict animal health plan controlled periodically through traceability systems. In addition, we have introduced a feedlot to optimize our beef cattle management and state-of-the-art milking technologies in our dairy business.

Anticipating market trends. We seek to anticipate market trends in the agribusiness sector by (i) identifying opportunities generated by economic development at local, regional and worldwide levels, (ii) detecting medium- and long-term increases or decreases in supply and demand caused by changes in the world's food consumption patterns and (iii) using land for the production of food and energy and for residential use, in each case in anticipation of such market trends.

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International expansion. Although most of our properties are located in different areas of Argentina, we are actively analyzing various expansion opportunities in other Latin American countries. We believe that an attractive opportunity exists to acquire and develop agricultural properties outside Argentina, and our objective is to replicate our business model in such other countries which include, among others, Brazil, Bolivia, Paraguay and Uruguay. For example, in 2005 we and several Brazilian partners founded BrasilAgro, a startup company organized to exploit opportunities in the Brazilian agricultural sector. As of June 30, 2007, Brasilagro had acquired and committed purchases for over 80,000 hectares of land.

Increase and optimize production yields

We seek to increase and improve our production yields through the following initiatives:

Implementation of technology. We seek to continue using state-of-the-art technology to increase production yields. We plan to make further investments in machinery and the implementation of agricultural techniques such as direct sowing to improve cereal production. We believe that we may improve crop yields by using high-potential seeds (GMOs) and fertilizers and by introducing advanced land rotation techniques. In addition, we intend to continue installing irrigation equipment in some of our farms to achieve higher output levels.

We seek to continue improving beef cattle production through the use of advanced breeding techniques and technologies related to animal health. We plan to improve the use of pastures and expect to make further investments in infrastructure, including installation of watering troughs and electrical fencing.

We have implemented an individual animal identification system, using plastic tags for our beef cattle and RFID tags for our dairy cattle, to comply with national laws on traceability. Also, we acquired software from Westfalia Co. which enables us to store individual information about each of our dairy cows. In the beef cattle business, we recently initiated Argentina's first vertically integrated beef cattle processing operation by entering into a partnership with Cactus Feeders and Tyson Foods to set up Cactus Argentina S.A. (Cactus), a feedlot and slaughterhouse operator.

In connection with our milk production, we plan to continue developing our activities through the use of state-of-the-art technology and advanced feeding and techniques relating to animal health. For example, in May 2007 we opened one of the most modern dairy production facilities in Argentina, achieving a daily production capacity of more than 40,000 litres.

Increased production. We seek to increase our crop, beef cattle and milk production in order to achieve economies of scale by:

Increasing our owned land in various regions of Argentina by taking advantage of attractive land purchase opportunities as they arise.

Leasing productive properties to supplement our expansion strategy, using our liquidity to make productive investments in our principal agricultural activities. We believe that leasing enhances our ability to diversify our production and geographic focus, in particular in areas not offering attractive prospects for appreciation of land value.

Developing productive properties in areas where agricultural production is not developed to its full potential. As of June 30, 2007, we owned land reserves in excess of 329,828 hectares, which is located in under-utilized areas where agricultural production is not yet fully developed. We believe that technological tools are available to improve the productivity of such land and enhance its long-term value. However, existing or future environmental regulations may prevent us from completely developing our land reserves, requiring us to maintain a portion of such land as unproductive land reserves.

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Diversifying market and weather risk by expanding our product and land portfolio. We seek to continue diversifying our operations to produce a range of different agricultural commodities in different markets, either directly or in association with third parties. We believe that a diversified product mix mitigates our exposure to seasonality, commodity price fluctuations, extreme weather conditions and other factors affecting the agricultural sector. To achieve this objective in Argentina, we expect to continue to own and lease farmlands in various regions with differing weather patterns and to continue to seed a range of diversified products. Moreover, we believe that continuing to expand our agricultural operations outside of Argentina will enhance our ability to produce new agricultural products, further diversifying our mix of products, and mitigate further our exposure to regional weather conditions and country-specific risks.

Preservation of long-term value of our investment in IRSA

We seek to maintain the long-term value of our significant investment in the urban real estate sector through IRSA. We believe that IRSA is an ideal vehicle through which to participate in the urban real estate market due to its substantial and diversified portfolio of residential and commercial properties, the strength of its management and what we believe are its attractive prospects for future growth and profitability.

Recent Developments

Exercise of our warrants and conversion of our convertible notes. The term for the exercise of our outstanding warrants and the conversion of our outstanding convertible notes issued on November 21, 2002 expired on November 14, 2007. Throughout the conversion and exercise periods, holders of our warrants and convertible notes exercised an aggregate of 49,867,018 warrants and converted an aggregate of 49,910,874 convertible notes, respectively, increasing our capital stock to 320,774,772 issued and outstanding shares. As of the date of this prospectus, there are no outstanding warrants or convertible notes to acquire our shares.

Exercise of IRSA's Warrants and Conversion of Convertible Notes. Between September 25, 2007 and October 25, 2007, we acquired an additional 82.5 million common shares of IRSA by (i) exercising all of our warrants to acquire 60.5 million IRSA common shares for an aggregate purchase price of US\$39.6 million and (ii) converting US\$12.0 million of IRSA's 8% convertible notes due 2007 into 22.0 million common shares. As a result, our investment in IRSA's common shares increased from 25% on June 30, 2007 to 34.6% on December 31, 2007. The term for the exercise of IRSA's remaining warrants and the conversion of its outstanding convertible notes expired on November 14, 2007. After the exercise of warrants and conversion of convertible notes described above, we have no further warrants or convertible notes of IRSA.

Solares de Santa María, City of Buenos Aires (formerly Santa María del Plata). Solares de Santa María is a mixed-use development project which IRSA intends to develop on a 70-hectare property facing the Río de la Plata in the southern port of Puerto Madero, 10 minutes from downtown Buenos Aires. This proposed project is currently expected to have residential complexes, as well as offices, stores, hotels, sport and nautical clubs, schools, supermarkets and parking lots. We initially sought approval for this project in late 1997, and on November 9, 2007, the Executive Branch of the City of Buenos Aires issued Decree No. 1584/2007, approving this project. Notwithstanding such Decree, several operational and implementation issues remain to be approved by the City of Buenos Aires. In addition, a member of the Legislative Branch of the City of Buenos Aires recently initiated a lawsuit (acción de amparo) challenging such Decree, alleging that it did not meet certain procedural requirements and requesting an injunction to suspend construction until the resolution of the legal challenge. As of the date of this prospectus, the injunction has been granted, but we have not been notified of any decision with respect to the merits of the pending claim.

Partial sale of La Nación building. On January 8, 2008, IRSA sold to Techint Compañía Técnica Internacional Sociedad Anónima Comercial e Industrial an undivided 29.9% interest in an office building known as Edificio La Nación located at Bouchard 551, in the City of Buenos Aires. The sale price for such undivided interest was US\$34.4 million which was paid in cash prior to closing. The portion of Edificio La Nación sold represents a surface area of 9,946 square meters and 133 parking spaces.

Acquisition of Shopping Center. On December 28, 2007, IRSA's subsidiary, Alto Palermo S.A. or Alto Palermo, executed a bill of sale for a partial bulk transfer with INC S.A., pursuant to which Alto Palermo agreed to acquire a shopping center known as Soleil Factory which is located in the greater Buenos Aires metropolitan area. Closing of this transaction is subject to certain conditions set forth in the deed of

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transfer, including the approval of the *Argentine Comisión Nacional de Defensa de la Competencia*, or Antitrust Authority. The purchase price was US\$20.7 million, of which Alto Palermo paid into escrow US\$8.1 million upon the execution of the bill of sale. The unpaid balance is US\$12.6 million which accrues interest at an annual rate of 5% (plus value added tax) and is to be paid in 7 years, together with the seventh and last annual installment of the accrued interest. On January 22, 2008, Alto Palermo requested the Antitrust Authority's clearance of the transfer of the Soleil Factory shopping center to Alto Palermo, and as of the date of this prospectus, the Antitrust Authority has not reached a decision.

In addition, Alto Palermo executed a letter of intent for the acquisition, development and exploitation of a new shopping center on a parcel of land owned by INC S.A. in the City of San Miguel de Tucumán, Province of Tucumán, for an amount of US\$1.3 million, of which Alto Palermo paid US\$0.05 million on January 2, 2008. This transaction is subject to certain conditions set forth in the letter of intent, including Alto Palermo's acquisition of the Soleil Factory shopping center.

Our headquarters are located at Moreno 877, 23rd floor, (C1091AAQ) Buenos Aires, Argentina. Our telephone number is +54 (11) 4814-7800, and our website is www.cresud.com.ar.

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THE OFFERING

This summary highlights certain information contained elsewhere in this prospectus. This summary does not contain all of the information that you should consider before deciding to purchase our securities. We urge you to read the entire prospectus carefully, including the Risk Factors and Forward-Looking Statements sections, along with our consolidated financial statements and the related notes.

Offering of Common Share Rights and ADS Rights We are granting to our common shareholders rights, or common share rights, to subscribe for 180,000,000 new common shares and 180,000,000 warrants to acquire additional common shares. Each common share held of record at 6:00 p.m. (Buenos Aires, Argentina time) on February 27, 2008 entitles its holder to one common share right. Each common share right will entitle its holder to subscribe for 0.561141 new common shares and to receive free of charge, for each new common share that it purchases pursuant to this offering, one warrant to purchase 0.33333333 additional common shares.

The Bank of New York, as our ADS rights agent, will make available to holders of ADSs, rights or ADS Rights, to subscribe for new ADS and warrants to acquire additional common shares which may be delivered in the form of ADSs. Each ADS held of record at 5:00 p.m. (New York City time) on February 27, 2008 entitles its holder to one ADS right. Each ADS right will entitle its holder to subscribe for 0.561141 new ADS and to receive free of charge, for each new ADS that it purchases pursuant to this offering, 10 warrants, each of which will entitle such holder to purchase 0.33333333 additional common.

Purchases by holders of rights On February 28, 29 and March 3, 2008, the three business days prior the beginning of the subscription period referred to below, we will publish a notice in the Official Gazette of Argentina, a newspaper of general circulation in Argentina (*La Nación, Ámbito Financiero, or both*) and issue a press release to PR Newswire, announcing the statutory preemptive right of each existing holder of common shares or ADSs to subscribe for 0.561141 new common shares for every common share held of record, or 0.561141 new ADS for every ADSs held of record, as the case may be.

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Subscription period for the common share rights and ADS rights From March 4, 2008, through 1:00 p.m. (Buenos Aires, Argentina time) on March 18, 2008, in the case of the common share rights (the common shares subscription period) and from March 4, 2008, through 5:00 p.m. (New York City time) on March 13, 2008, in the case of the ADS rights (the ADS subscription period).

To exercise common share rights, you must deliver to our common shares agent, a properly completed subscription form accompanied by a certificate of ownership issued by the *Caja de Valores* or evidence of assignment of the common share rights in your favor by 1:00 p.m. on March 18, 2008, or your common share rights will lapse and will have no further value. Deposit in the mail will not constitute delivery to us.

To exercise the ADS rights, you must deliver to the ADS rights agent a properly completed ADS rights subscription form and pay the amount specified below for each ADS subscribed or sought pursuant to accretion rights by 5:00 p.m. New York City time on March 13, 2008, or your ADS rights will lapse and will have no further value, except the right to receive a cash payment if the Depositary receives U.S. dollars in respect of a sale of unexercised common share rights. Deposit in the mail will not constitute delivery to the ADS rights agent.

The amount you pay will be based on (i) the non-binding indicative subscription price or (ii) the definitive subscription price at all times plus, in each case, the Depositary's issuance fee of US\$0.05 per new ADS. See non-binding indicative subscription price for a description of applicable procedures if amounts paid prior to our publication of the definitive subscription price are different from the definitive subscription price.

The exercise of common share rights and ADS rights is irrevocable and may not be canceled or modified.

Accretion rights

Concurrently with the exercise of their common share rights, holders of common shares may exercise their statutory accretion rights with respect to common shares not subscribed for by other holders of common shares in the exercise of their respective preemptive rights, by indicating the maximum number of additional common shares they would like to purchase pursuant to their accretion rights, which shall not exceed the amount of common shares subscribed by such holder in the exercise of its preemptive rights. Common shares relating to such accretion rights will be allocated pro rata to each exercising holder of common shares that has requested additional shares through

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the exercise of accretion rights based on the ratio of the number of new common shares available after exercise of the common share rights to the aggregate number of new common shares to be subscribed for pursuant to accretion rights.

Concurrently with the exercise of their preemptive rights, ADS holders that subscribe for new ADSs pursuant to their ADS rights may indicate on their subscription forms a number of additional ADSs for which they would be willing to subscribe pursuant to their accretion rights which shall not exceed the number of new ADSs subscribed by such holder in the exercise of its preemptive rights. If accretion rights are allocated to the depositary, the ADS rights agent will allocate additional ADSs to ADS holders that requested them. If the amount of additional ADSs available pursuant to accretion rights are insufficient to satisfy all requests, we will allocate the available additional ADSs ratably among requesting ADS holders in proportion to the number of additional ADSs they requested.

On March 19, 2008, which is one business day after the end of the common shares subscription period, we will notify holders of our common shares and our ADS holders who have indicated that they wish to exercise their accretion rights of the aggregate number of unsubscribed common shares and ADSs, as applicable, by publication of a notice in the bulletin of the Buenos Aires Stock Exchange and the CNV web site. Based on this notice, we will allocate unsubscribed common shares to holders of common shares and ADSs to ADS holders, as applicable, in accordance with their accretion rights.

Results of the offering

On March 25, 2008, which is the third Argentine business day after the end of the common shares subscription period, we will notify holders of our common shares and ADS holders by publication of a notice in the bulletin of the Buenos Aires Stock Exchange and PR Newswire of the final results of the offering pursuant to common share rights and ADS rights.

Non-binding indicative subscription price

On February 25, 2008, we published in the bulletin of the Buenos Aires Stock Exchange, the website of the Comisión Nacional de Valores and released to PR Newswire a non-binding indicative subscription price for each of the new common shares and ADSs of Ps.5.37 and US\$17.01, respectively.

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Subscriptions for new common shares and new ADSs pursuant to the exercise of the common share rights, the ADS rights and the accretion rights that are submitted prior to our publication of the definitive subscription price will be binding and irrevocable even though the definitive subscription price subsequently determined may be different, perhaps materially, than the indicative subscription price.

If the non-binding indicative subscription price delivered in connection with a subscription form is less than the definitive subscription price plus the applicable fees, the ADS rights agent will notify the subscriber of the shortfall and will not deliver the new ADSs subscribed for until the shortfall is paid. Any such subscriber will have no more than two days to pay such shortfall to the ADS rights agent prior to the expiration of the subscription period on March 13, 2008. If a shortfall is not paid by the date specified in the notice, the ADS rights agent may sell a portion of the new ADSs to pay for the shortfall.

If the amount paid with a subscription is more than the definitive subscription price plus applicable fees, the ADS rights agent will notify the subscriber of the excess and will return such excess to the relevant subscriber as promptly as practicable after completion of this offering.

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Definitive subscription price

The definitive subscription price for the new common shares and the new ADSs will be established by our board of directors in U.S. dollars, based on a range between the lowest and the highest trading price of our ADSs during a period of not less than 5 days and not more than 180 days prior to the determination of the subscription price on March 10, 2008. The subscription price will be reported to the *Comisión Nacional de Valores*, published in the bulletin of the Buenos Aires Stock Exchange and released to PR Newswire on the following business day, prior to the opening of the Buenos Aires Stock Exchange.

The subscription price for each new ADS will be payable in U.S. dollars. Holders of new ADSs must also pay an amount sufficient to cover the fee of the depositary that is US\$0.05 per new ADS.

The subscription price for each new common share will be payable in U.S. dollars outside Argentina or in Argentine pesos in Argentina, determined on the basis of the seller's reference exchange rate (*tipo de cambio vendedor*) at the close of business on the subscription price determination date as quoted by *Banco de la Nación Argentina*.

The definitive subscription price will be determined within the price range established at our shareholders' meeting held on October 10, 2007.

Payment for exercise of preemptive rights

The new common shares subscribed pursuant to the common share rights must be paid in cash or by wire transfer to the common shares agent no later than 1:00 p.m. on March 18, 2008, which is the last business day of the common shares subscription period.

The new ADSs subscribed pursuant to the ADS rights must be paid by wire transfer or by certified or official bank check or money order to the ADS rights agent no later than 5:00 p.m. on March 13, 2008, which is the last business day of the ADS subscription period.

Payment for exercise of accretion rights

The new common shares subscribed pursuant to the accretion rights must be paid by wire transfer or by certified or official bank check or money order to the common share rights agent no later than 1:00 p.m. on March 25, 2008 which is the second business day after the end of the common shares subscription period.

The new ADSs subscribed pursuant to the accretion rights must be paid in cash, by wire transfer or by certified or official bank check or money order to the ADS rights agent no later than 5:00 p.m. on March 13, 2008 which is the last business day of the ADS subscription period.

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Fractional common shares and ADSs	We will accept subscriptions for whole new common shares and new ADSs only and will round down any subscription submitted for fractional new common shares and fractional new ADSs to the nearest whole number of new common shares or new ADSs, as applicable.
Use of unsubscribed ADSs and common shares	After expiration of the common shares subscription period and the ADS subscription period, we may cancel the unsubscribed common shares or sell them to third parties at such times as our board of directors may determine. The price for such sales may not be more favorable to the purchaser than the price offered herein. We currently intend to offer any unsubscribed common shares to the public promptly after completion of this offering.
Issuance and delivery of new common shares and new ADSs	The new common shares and warrants acquired pursuant to the preemptive rights will be issued and made available on the next Argentine business day following the expiration of the common shares subscription period.
The new ADSs and warrants acquired pursuant to the preemptive rights will be issued and made available as soon as practicable after the new common shares are deposited with the Depositary's custodian in Argentina.	
The new common shares acquired pursuant to the accretion rights will be issued and made available on the second Argentine business day following the expiration of the common shares subscription period.	
The new ADS acquired pursuant to the accretion rights will be issued and made available as soon as practicable after the new common shares are deposited with the Depositary's custodian in Argentina.	
We will register new common shares issued upon exercise of common share rights and related warrants in our share register as soon as practicable after our receipt of payment with respect to such exercise. Certificates representing the new common shares will be issued upon request.	
ADRs, if applicable, evidencing new ADSs, and the related warrants, will be made available to subscribing ADS holders as soon as practicable upon receipt by the depositary (or its agents) of the new common shares subscribed for.	

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Transferability	Any holder of common share rights may transfer its common share rights. Common share rights will be eligible to trade on the Buenos Aires Stock Exchange from February 28, 2008 to March 14, 2008 but will not be eligible to trade on any securities exchange in the United States.
The ADS rights will not be transferable.	
The Depositary may, to the extent permitted by applicable law, sell the common shares rights underlying the unexercised ADS rights on the Buenos Aires Stock Exchange. The proceeds from the sale of common shares rights underlying the unexercised ADS rights will be, to the extent permitted by applicable law, distributed to the ADS holders in U.S. dollars pursuant to the deposit agreement.	
Combined offering	In connection with this rights offering, we intend to offer the unsubscribed common shares, if any, in the form of ADSs in the United States and other jurisdictions outside Argentina, provided certain conditions are met and our board of directors approves such subsequent offering. The price for such sale may not be more favorable for the purchaser than the price offered herein.
No exchanges of common share rights or ADS rights	You may not surrender ADS rights for the purpose of withdrawing rights to subscribe for common shares or deposit common share rights to obtain ADS rights.
Listing of common shares	The common shares are listed on the Buenos Aires Stock Exchange under the symbol CRES. We have requested authorization to list the new common shares rights underlying the rights on the Buenos Aires Stock Exchange.
Listing of ADSs	The ADSs are listed on the NASDAQ Global Select Market under the symbol CRESY. We have requested authorization to list the new ADSs issuable pursuant to the ADS rights on the NASDAQ.
Dealer Managers	Citigroup Global Markets Inc. and Deutsche Bank Securities Inc. will act as joint-dealer managers and Raymond James & Associates, Inc. will act as co-dealer manager, in connection with this rights offering.
ADS rights agent	The Bank of New York
Common share rights agent	Raymond James Argentina Sociedad de Bolsa S.A.
Depositary	The Bank of New York
The Warrants	
Maximum number of warrants	We will issue up to a maximum of 180,000,000 warrants, assuming all of the common shares and ADS available for purchase in this rights offering are purchased.
We will issue, free of charge:	

One warrant to each holder of our common share rights for each new common share it purchases in the common share rights offering; and

10 warrants to each ADS rights holder for each new ADS it purchases in the ADS rights offering.

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Exercise of the warrants

To exercise the warrants, you must deliver to the warrant agent a properly completed purchase form, accompanied by a certificate of ownership, if any, and full payment of the exercise price by 5:00 p.m. (New York City time) during the exercise periods referred to below.

Upon exercise, each warrant will entitle the holder thereof to purchase 0.33333333 of our common shares. Prior to their expiration, the warrants will be exercisable during the six-day period from and including the 17th through the 22nd day of each February, May, September and November (to the extent that such dates are business days in New York City and in Buenos Aires), commencing with such period from and including May 17 through May 22, 2008.

ADS holders wishing to obtain additional ADSs upon exercise of their warrants must deposit the common shares acquired under the warrants with the Bank of New York, as our depositary, to obtain ADSs in accordance with the terms of the deposit agreement.

Unexercised warrants will not entitle their holders to any rights to vote at or attend our shareholders meetings or to receive any dividends in respect of our common shares. The number of our common shares for which, and the price at which, a warrant is exercisable are subject to adjustment upon the occurrence of certain events, as provided in the warrant agreement relating to the warrants.

We will accept exercises of warrants for whole, new common shares only and will round down any warrant exercise submitted for fractional, new common shares to the nearest whole number of new common shares.

Exercise price

Each warrant will entitle its holder to purchase 0.33333333 additional common shares for an exercise price that will be payable in U.S. dollars and will be determined by our board of directors. The exercise price for each new common share to be purchased pursuant to the exercise of the warrants will consist of the definitive subscription price of the new shares subscribed for pursuant to the common share rights offering plus a premium equal to not more than 100% of such subscription price and will be published on March 11, 2008, in the bulletin of the Buenos Aires Stock Exchange and released to PR Newswire. Three warrants must be exercised to purchase each common share.

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If, as of the payment date of the warrant exercise price, payment in U.S. dollars is legally prevented in Argentina, holders of warrants will be entitled to pay the exercise price directly to us, in Pesos in an amount equal to the Argentine peso equivalent of the U.S. dollar exercise price of the warrants determined on the basis of the seller's reference exchange rate (*tipo de cambio vendedor*) published by *Banco de la Nación Argentina*, or if such information is not available, by Bloomberg, for the purchase of Pesos in exchange for U.S. dollars on the business day preceding the payment date of the exercise price of the warrants.

Expiration of warrants	The warrants will expire automatically and become void on May 22, 2015.
Transferability	Any holder of warrants may transfer its warrants at any time after the date of issuance. Warrants will be eligible to trade on the Buenos Aires Stock Exchange and we intend to have the warrants listed on the American Stock Exchange or the NASDAQ.
Shelf registration	We have agreed that until the earlier to occur of the exercise or expiration of all the warrants, we will keep a registration statement current with respect to the issuance of our common shares from time to time upon exercise of the warrants.
Listing	We have applied to have the warrants listed on the Buenos Aires Stock Exchange. We intend to have the warrants listed on the American Stock Exchange or the NASDAQ.
Warrant agent	The Bank of New York.
Representative of the warrant agent in Argentina	Banco Santander Río S.A.

General

Use of proceeds	We currently estimate that the net proceeds of this offering will be approximately US\$297.3 million, after deducting estimated fees and expenses, based on the assumptions that (i) all of the common shares and ADSs available for purchase in this rights offering are purchased, (ii) none of the warrants are exercised upon consummation of this offering and (iii) the subscription price per common share will be Ps.5.37. Such estimated subscription price is based on historic stock prices which may not be representative of the definitive subscription price for this offering which will be determined as set forth elsewhere in this prospectus. <i>The amount of net proceeds set forth above represents only an estimate (based on the stated assumptions) and may differ significantly from the net proceeds we actually receive from this offering.</i>
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We currently intend to use the net proceeds of this offering as follows:

Approximately US\$100 million to US\$200 million to finance the growth of our core business through new investments in agricultural activities in Latin America. We intend to focus primarily on investments in Argentina, Brazil, Uruguay, Paraguay and Bolivia but may make limited investments in other countries to the extent we believe such investments are consistent with our business strategy.

Approximately one third of the net proceeds for additional investments in IRSA, through market purchases of outstanding shares and/or subscriptions of preemptive and accretion rights issued in connection with future capital increases of IRSA; and

Approximately US\$40 million for working capital and other general corporate purposes.

The amount of proceeds we will receive from this offering will depend not only on the definitive subscription price but also on the extent to which our shareholders elect to exercise their rights to subscribe for new common shares. The extent to which our shareholders elect to do so is beyond our control and cannot be predicted with certainty. If a significant percentage of our shareholders do not exercise their rights to subscribe for new common shares, our net proceeds could be materially less than the amount indicated above (which assumes that 100% of the common shares and ADSs available for purchase will be purchased).

Although we are constantly evaluating investment opportunities, at this time we do not have any binding commitment to make any material investments not identified in this prospectus. Because several of the proposed investments above are uncertain at this time, the net proceeds from this offering may not be fully used in the short term. Until those investments are made, we intend to invest the net proceeds of this offering in high quality, liquid financial instruments. The allocation of the net proceeds from this offering will be influenced by prevailing market conditions from time to time, and as a result, we reserve the right to reallocate all or a portion of such anticipated uses to other uses we deem consistent with our strategy.

Outstanding common shares immediately before and after the preemptive rights offering	Immediately prior to this preemptive rights offering, our outstanding capital stock consists of approximately 320,774,772 common shares.
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Immediately after this preemptive rights offering, a total of 500,774,772 common shares are expected to be outstanding (assuming all of the new common shares and ADSs available for purchase in this rights offering are purchased, and that none of the warrants are immediately exercised upon consummation of this offering).

Dividends

Under Argentine law, the declaration, payment and amount of dividends on the common shares are subject to the approval of the our shareholders and to certain requirements of Argentine law. Pursuant to the deposit agreement, holders of ADSs will be entitled to received dividends, if any, declared on the common shares represented by such ADSs to the same extent as the holders of the common shares. Cash dividends will be paid in Pesos and will be converted by the depositary into U.S. dollars at the prevailing exchange rate on the date of conversion and paid to the holders of ADSs net of any dividend distribution fees, currency conversion expenses taxes or governmental charges. See Dividends and Dividend Policy, Description of Capital Stock and Description of the American Depositary Receipts.

Voting Rights

Holders of our common shares are entitled to one vote for each common share at any of our shareholders meeting. See Description of Capital Stock. Pursuant to the deposit agreement and subject to Argentine law and our bylaws, holders of ADSs are entitled to instruct the depositary to vote or cause to be voted the number of common shares represented by such ADSs. See Description of the American Depositary Receipts.

Principal shareholders

Inversiones Financieras del Sur S.A., or IFISA, our largest shareholder and a company of which our director, Eduardo Elsztain, is the largest beneficial owner, has indicated to us that it intends to exercise all of its statutory preemptive rights and possibly some of its accretion rights in connection with this offering. See Related Party Transactions.

Information

Any questions or requests for assistance may be directed to:

Citigroup Global Markets, Inc., as joint-dealer manager, at 388 Greenwich Street, 33rd Floor, New York, New York 10013, or by calling 1-212-816-4346.

Deutsche Bank Securities Inc., as joint-dealer manager at 60 Wall Street, New York, New York 10005 or by calling 1-212-250-9838.

Raymond James & Associates Inc., as co-dealer manager at 880 Cavillon Park Way, St. Petersburg, Florida 33716 or by calling 1-727-567-1000.

The Bank of New York, as ADS rights agent, at 101 Barclay Street, New York, New York 10281, or by calling 1-800-507-9357, in the case of holders of ADSs, or

Raymond James Argentina Sociedad de Bolsa S.A., our common share rights agent, at San Martin 344, 22nd Floor, Buenos Aires, Argentina, or by calling +54 (11) 4850-2500 collect, in the case of holders of our common shares, or

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Cresud Sociedad Anónima Comercial Inmobiliaria, Financiera y Agropecuaria,
Moreno 877, 23rd Floor, (C1091AAQ) Buenos Aires, Argentina, or by calling +54
(11) 4814-7800 collect.

For additional information concerning the common shares, the ADSs and the warrants, see Description of Capital Stock, Description of the American Depositary Receipts and Description of the Warrants.

Risk factors

See Risk Factors for a discussion of certain significant risks you should consider before making an investment decision.

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Timetable for the Offering

Publication of non-binding indicative subscription price	February 25, 2008
Common shares record date 6:00 p.m. (Buenos Aires, Argentina time)	February 27, 2008
ADS record date 5:00 p.m. (New York City time)	February 27, 2008
Common share rights commence trading on the Buenos Aires Stock Exchange	February 28, 2008
Common shares subscription period	March 4, 2008 to March 18, 2008
ADS subscription period	March 4, 2008 to March 13, 2008
Publication of the definitive subscription price for the new common shares and the new ADSs	March 11, 2008
Expiration date for holders of ADS rights	March 13, 2008
End of common share rights trading on the Buenos Aires Stock Exchange	March 14, 2008
Expiration date of common shares subscription period	March 18, 2008
Allocation of accretion rights	March 19, 2008
Delivery date for new common shares pursuant to common share preemptive rights	On or about March 19, 2008
Delivery date for new common shares pursuant to common share accretion rights	On or about March 25, 2008
Delivery date for the new ADS pursuant to ADS preemptive rights	On or about March 25, 2008
Delivery date for the new ADS pursuant to ADS accretion rights	On or about March 25, 2008

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The following summary consolidated financial data has been derived from our consolidated financial statements as of the dates and for each of the periods indicated below. This information should be read in conjunction with and is qualified in its entirety by reference to our consolidated financial statements and the discussion in Cresud's Management's Discussion and Analysis of Financial Condition and Results of Operations included elsewhere in this prospectus. The summary consolidated statement of income data for the six months ended December 31, 2006 and 2007 and the summary consolidated balance sheet data as of December 31, 2006 and 2007 have been derived from our unaudited interim consolidated financial statements included elsewhere in this prospectus. The summary consolidated statement of income data for the years ended June 30, 2005, 2006 and 2007 and the summary consolidated balance sheet data as of June 30, 2006 and 2007 have been derived from our consolidated financial statements included elsewhere in this prospectus. The summary consolidated income statement data for the years ended June 30, 2003 and 2004 and the summary consolidated balance sheet data as of June 30, 2003, 2004 and 2005 have been derived from our Annual Report on Form 20-F for the year ended June 30, 2007 which is incorporated by reference herein.

Effective July 1, 2006, we adopted RT No. 22 which prescribes the accounting treatment, financial statement presentation, and disclosures related to agricultural activity. Agricultural activity is the management by an entity of the biological transformation of living animals or plants (biological assets) for sale, into agricultural produce, or into additional biological assets. RT No. 22 prescribes, among other things, the accounting treatment for biological assets during the period of growth, degeneration, production, and procreation, and for the initial measurement of agricultural produce at the point of harvest. It requires measurement at fair value less estimated point-of-sale costs from initial recognition of biological assets up to the point of harvest, other than when fair value cannot be measured reliably on initial recognition. RT No. 22 requires that a change in fair value less estimated point-of-sale costs of a biological asset be included in profit or loss for the period in which it arises. RT No. 22 also requires that gains or losses arising on initial recognition of agricultural produce at fair value less estimated point-of-sale costs to be included in profit or loss for the period in which it arises. The adoption of RT No. 22 did not have a significant impact in our measurement and recognition of biological transformation. Rather, it changed the format of our income statement. Under RT No. 22 we disclose certain components of our costs as separate line items in the income statement. Adoption of RT No. 22 did not result in any change to our consolidated gross profit for any of the periods presented.

In order to comply with regulations of the *Comisión Nacional de Valores*, we recognized deferred income tax assets and liabilities on an undiscounted basis. This accounting practice represented a departure from Argentine GAAP for the years ended June 30, 2006 and 2005. However, such a departure has not had a material effect on the consolidated financial statements as of those dates. As further discussed below, the CPCECABA issued revised accounting standards. One of these standards required companies to account for deferred income taxes on an undiscounted basis, thus aligning the accounting to that of the *Comisión Nacional de Valores*. Since the *Comisión Nacional de Valores* adopted the CPCECABA standards effective for our fiscal year beginning July 1, 2006, there is no longer a difference on this subject between Argentine GAAP and the *Comisión Nacional de Valores* regulations.

Additionally, after considerable inflation levels for the second half of 2002 and the first months of 2003, on March 25, 2003, the Argentine government instructed the *Comisión Nacional de Valores* to issue the necessary regulations to preclude companies under its supervision from presenting price-level restated financial statements. Therefore, on April 8, 2003, the *Comisión Nacional de Valores* issued a resolution providing for the discontinuance of inflation accounting as of March 1, 2003. We complied with the *Comisión Nacional de Valores* resolution and accordingly recorded the effects of inflation until February 28, 2003. Comparative figures were restated until that date, using a conversion factor of 1.1232. Since Argentine GAAP required companies to discontinue inflation adjustments only as from October 1, 2003, the application of the *Comisión Nacional de Valores* resolution represented a departure from Argentine GAAP. However, due to low inflation rates during the period from March to September 2003, such a departure has not had a material effect on our consolidated financial statements.

As of December 31, 2007 we owned a 34.6% equity interest in IRSA that represented 43.2% of our total consolidated assets of such date. In compliance with Rule 3-09 of Regulation S-X, also contained in this prospectus are the audited consolidated financial statements of IRSA as of June 30, 2006 and 2007 and for the years ended June 30, 2005, 2006 and 2007. This prospectus also includes IRSA's unaudited consolidated financial statements as of and for the six months ended December 31, 2006 and 2007.

Table of Contents**Summary Consolidated Financial and Other Information for Cresud**

	2003(1)	As of and for the year ended June 30, (in Ps., except for ratios)					As of and for the six months ended December 31, (in Ps., except for ratios) (unaudited)		
		2004	2005	2006	2007	2007(2) (in US\$, except for ratios)	2006	2007	2007(2) (in US\$, except for ratios)
INCOME STATEMENT DATA									
<i>Argentine GAAP</i>									
Production income:									
Crops	24,883,609	24,369,232	44,052,970	37,005,907	72,426,012	22,992,385	6,586,411	12,840,230	4,077,558
Beef cattle	16,584,204	20,637,512	19,993,923	20,452,655	19,462,410	6,178,543	11,125,808	13,528,391	4,296,091
Milk	2,414,992	3,191,948	3,463,144	7,892,462	10,911,397	3,463,936	5,478,723	9,339,925	2,965,997
Total production income	43,882,805	48,198,692	67,510,037	65,351,024	102,799,819	32,634,864	23,190,942	35,708,546	11,339,646
Cost of production:									
Crops	(18,770,450)	(17,616,790)	(34,463,844)	(35,799,706)	(52,401,684)	(16,635,455)	(8,007,741)	(10,454,611)	(3,319,978)
Beef cattle	(8,813,155)	(15,112,209)	(17,012,337)	(18,780,372)	(15,050,438)	(4,777,917)	(8,258,522)	(9,746,041)	(3,094,964)
Milk	(1,483,172)	(1,307,962)	(2,094,975)	(5,845,360)	(8,476,391)	(2,690,918)	(3,537,970)	(6,252,352)	(1,985,504)
Total cost of production	(29,066,777)	(34,036,961)	(53,571,156)	(60,425,438)	(75,928,513)	(24,104,290)	(19,804,233)	(26,453,004)	(8,400,446)
Gross income from production	14,816,028	14,161,731	13,938,881	4,925,586	26,871,306	8,530,574	3,386,709	9,255,542	2,939,200
Sales:									
Crops	50,167,010	26,838,376	30,893,216	61,659,566	53,401,376	16,952,818	13,239,915	35,118,126	11,152,152
Beef cattle	20,566,175	27,723,604	36,826,885	33,713,479	31,966,582	10,148,121	15,400,961	14,697,505	4,667,356
Milk	2,414,992	3,191,948	3,463,144	7,892,462	9,730,929	3,089,184	4,603,474	8,958,759	2,844,954
Feed lot	4,453,320	7,120,335	2,129,838	2,721,377	3,102,229	984,835	3,102,229		
Other	1,985,004	4,778,545	4,859,931	6,353,777	12,116,372	3,846,467	5,072,774	9,349,281	2,968,968
Total sales	79,586,501	69,652,808	78,173,014	112,340,661	110,317,488	35,021,425	41,419,353	68,123,671	21,633,430
Cost of sales:									
Crops	(47,129,107)	(23,941,415)	(30,460,110)	(53,286,035)	(50,434,966)	(16,011,100)	(13,761,324)	(32,477,083)	(10,313,459)
Beef cattle	(19,450,110)	(26,478,681)	(35,810,780)	(32,993,523)	(30,272,710)	(9,610,384)	(14,732,739)	(13,518,741)	(4,293,027)
Milk	(2,414,992)	(3,191,948)	(3,463,144)	(7,892,462)	(9,730,929)	(3,089,184)	(4,603,474)	(8,958,759)	(2,844,954)
Feed lot	(4,193,288)	(6,185,771)	(1,855,278)	(2,318,102)	(2,823,865)	(896,465)	(2,784,316)		
Other	(1,387,411)	(1,196,060)	(1,546,204)	(2,093,332)	(5,870,058)	(1,863,510)	(1,519,840)	(4,868,595)	(1,546,077)
Total cost of sales	(74,574,908)	(60,993,875)	(73,135,516)	(98,583,454)	(99,132,528)	(31,470,644)	(37,401,693)	(59,823,178)	(18,997,516)
Gross income from sales	5,011,593	8,658,933	5,037,498	13,757,207	11,184,960	3,550,781	4,017,660	8,300,493	2,635,914
Gross profit	19,827,621	22,820,664	18,976,379	18,682,793	38,056,266	12,081,354	7,404,369	17,556,035	5,575,114
Selling expenses	(6,115,048)	(5,740,115)	(6,599,566)	(10,151,452)	(9,971,891)	(3,165,680)	(2,639,664)	(5,069,107)	(1,609,751)
Administrative expenses	(4,567,091)	(4,957,250)	(7,271,279)	(11,560,307)	(16,628,088)	(5,278,758)	(8,550,529)	(9,000,360)	(2,858,164)
Net gain on sale of farms	4,869,484	1,668,751	19,987,989	9,897,186	22,255,710	7,065,305		3,233,104	1,026,708
Gain from valuation of other assets at net realization value								17,424,454	5,533,329
Unrealized gain on inventories:									
Beef cattle	12,402,776	2,236,255	11,620,779	2,847,711	5,102,943	1,619,982	1,469,238	2,657,122	843,799
Crops	1,590,397	1,783,574	(456,710)	1,391,209	(805,910)	(255,844)	1,935,168	(4,389,461)	(1,393,922)

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Operating income	28,008,139	17,811,879	36,257,592	11,107,140	38,009,030	12,066,359	(381,418)	22,411,787	7,117,112
Financial results, net	(11,065,223)	(18,969)	63,751,386	12,373,958	(10,457,994)	(3,319,998)	(4,343,286)	(7,275,790)	(2,310,508)
Gain on equity investees	67,706,143	26,669,884	28,087,632	22,140,997	40,198,825	12,761,532	22,953,379	9,005,199	2,859,701
Other expense, net	(2,091,884)	(363,761)	(5,065,386)	(3,367,594)	(4,250,800)	(1,349,460)	(1,205,586)	(2,413,581)	(766,460)
Management fee	(7,224,996)	(3,567,003)	(8,533,213)	(3,836,470)	(5,484,697)	(1,741,174)	(2,108,111)	(1,582,959)	(502,686)
Income before income tax and minority interest	75,332,179	40,532,030	114,498,011	38,418,031	58,014,364	18,417,258	14,914,978	20,144,656	6,397,160
Income tax expense	(10,531,263)	(8,570,269)	(37,787,594)	(5,431,831)	(8,375,095)	(2,658,760)	2,140,134	(5,631,806)	(1,788,443)
Minority interest	224,045	141,261	88,501	(102,924)	(277,000)	(87,937)	(16,557)	(40,194)	(12,764)
Net income	65,024,961	32,103,022	76,798,918	32,883,276	49,362,269	15,670,562	17,038,555	14,472,656	4,595,953

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	As of and for the year ended June 30,					As of and for the six months ended			
	2003(1)	2004	2005	2006	2007	2007(2)	December 31,		
			(in Ps., except for ratios)			(in US\$, except for ratios)	2006	2007	2007(2)
							(in Ps., except for ratios)		
							(in US\$, except for ratios)		
							(unaudited)		
U.S. GAAP									
Total sales	71,878,218	62,179,287	75,582,982	105,371,504	104,493,979	33,172,692			
Total cost of sales	(50,578,787)	(40,330,843)	(52,000,895)	(83,441,671)	(62,333,457)	(19,788,399)			
Gross profit	21,299,431	21,848,444	23,582,087	21,929,833	42,160,522	13,384,293			
Administrative expenses	(9,025,339)	(4,561,060)	(16,466,503)	(14,298,716)	(21,878,033)	(6,945,407)			
Operating income	6,159,044	11,547,269	516,018	(2,520,335)	10,346,605	3,284,637			
Financial results, net	(27,336,810)	(8,998,813)	54,964,547	2,017,841	(18,181,646)	(5,771,951)			
Gain on equity investees	67,342,113	3,455,098	47,201,959	21,758,975	40,562,309	12,876,923			
Income before income tax and minority interest	48,941,947	7,197,759	117,631,326	27,864,275	50,856,515	16,144,925			
Income tax expense	(2,646,951)	(3,945,940)	(31,025,373)	(272,575)	(1,244,203)	(394,985)			
Minority interest	83,008	35,483	88,501	(102,924)	(277,000)	(87,937)			
Net income	46,378,004	3,287,302	86,694,454	27,488,776	49,335,312	15,662,003			
BALANCE SHEET DATA									
Argentine GAAP									
Current assets:									
Cash and banks and investments	23,363,232	14,624,161	74,446,153	32,221,149	86,772,082	27,546,693	22,846,991	7,231,016	2,296,290
Inventories	23,305,421	35,441,885	46,293,640	28,932,135	52,460,289	16,654,060	49,476,568	92,485,202	29,369,705
Trade and other receivables, net	13,639,837	24,221,264	32,002,331	33,829,580	77,542,466	24,616,656	26,902,554	58,098,594	18,449,855
Other Assets								19,802,484	6,288,499
Non-current assets:									
Other receivables	672,817	101,758	6,480,334	36,005,292	43,236,560	13,725,892	41,210,720	38,589,842	12,254,634
Inventories	37,796,987	44,740,030	53,223,179	62,712,423	68,345,438	21,696,964	66,616,712	71,183,737	22,605,188
Investments	338,604,025	393,382,176	394,899,782	505,423,985	541,328,760	171,850,400	520,682,569	759,183,241	241,087,088
Negative goodwill, net	(19,347,598)	(25,869,346)	(30,430,822)	(76,825,838)	(67,306,386)	(21,367,107)	(72,145,013)	(134,678,152)	(42,768,546)
Property and equipment, net	150,932,466	160,026,473	166,497,596	224,775,512	245,919,561	78,069,702	236,440,473	255,890,648	81,260,923
Intangible assets, net	369,637			23,581,646	23,581,646	7,486,237	23,581,646	23,581,646	7,488,614
Total assets	569,336,824	646,668,401	743,412,193	870,655,884	1,071,880,416	340,279,497	915,613,220	1,191,368,258	378,332,251

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Current liabilities:

Trade accounts payable	8,002,449	10,840,177	17,894,529	26,438,528	30,935,851	9,820,905	38,330,776	41,017,073	13,025,428
Short-term debt	1,425,499	8,090,261	11,499,782	66,421,573	122,749,734	38,968,169	139,817,661	217,809,995	69,167,988
Other liabilities, taxes, charges, salaries and social security payable	7,158,058	10,370,898	36,585,829	9,048,990	14,006,121	4,446,388	9,532,913	21,584,718	6,854,467

Non-current liabilities:

Long-term debt	137,995,607	125,920,201	114,798,751	99,550,449	27,085,386	8,598,535	25,988,936	2,093,796	664,908
Taxes payable	22,749,374	26,213,217	39,285,385	42,770,882	51,312,237	16,289,599	40,516,058	56,945,343	18,083,628

Total liabilities	177,330,987	181,434,754	220,064,276	244,230,422	246,089,329	78,123,596	254,186,344	339,450,925	107,796,419
Minority interest	206,712	65,451	276,947	559,871	836,872	265,674	576,428	934,075	296,626
Shareholders equity	391,799,125	465,168,196	523,070,970	625,865,591	824,954,215	261,890,227	660,850,448	850,983,258	270,239,205

U.S. GAAP

Non-current assets:

Inventories	11,158,969	14,371,493	16,950,827	26,348,869	32,297,175	10,253,071			
Investments	206,463,936	236,526,965	289,309,184	444,010,858	597,100,979	189,555,866			
Total assets	423,698,035	478,020,170	625,764,749	843,456,953	1,158,910,758	367,908,177			

Non-current liabilities:

Long-term debt	82,925,903	76,346,451	74,810,412	69,708,185	4,722,857	1,499,320			
Taxes payable	54,668,735	53,809,128	60,714,471	59,020,118	60,586,895	19,233,935			
Total liabilities	151,247,284	155,443,201	199,627,882	228,821,956	233,001,458	73,968,717			
Shareholders equity	272,349,817	322,511,158	425,859,920	614,066,773	925,072,428	293,673,787			

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	2003(1)	2004	As of and for the year ended June 30,			2007	2007(2)	As of and for the six months ended December 31,		
			2005	2006			2006	2007	2007(2)	
			(in Ps., except for ratios)			(in US\$, except for ratios)	(in Ps., except for ratios)		(in US\$, except for ratios)	
								(unaudited)		
CASH FLOW										
ATA										
Argentine										
GAAP										
Net cash provided by (used in) operating activities	12,435,796	(280,751)	(10,100,935)	(21,470,041)	(56,140,794)	(17,822,474)	(5,817,210)	(11,191,401)	(3,553,954)	
Net cash provided by (used in) investing activities	(200,614,009)	(25,089,388)	62,734,033	(110,865,934)	(866,877)	(275,199)	(10,501,262)	(136,718,341)	(43,416,431)	
Net cash provided by (used in) financing activities	165,644,376	16,670,247	1,691,457	92,250,539	115,813,757	36,766,272	10,288,190	68,982,621	21,906,199	
U.S. GAAP(9)										
Net cash (used) provided by operating activities	14,521,304	(13,156,027)	54,735,816	(3,839,611)	(62,359,968)	(19,796,815)				
Net cash (used) provided by investing activities	(194,782,124)	(12,983,501)	(1,918,881)	(133,000,622)	5,295,891	1,681,235				
Net cash provided by (used in) financing activities	165,644,376	16,670,247	1,691,457	92,250,539	115,813,757	36,766,272				
Effects of exchange rate changes	(13,656,319)	1,272,280	(183,837)	4,504,528	56,406	17,907				
Effects of inflation accounting	4,863,453									
OTHER										
FINANCIAL										
ATA										
Argentine										
GAAP										
Basic net income per share(3)	0.54	0.23	0.49	0.19	0.20	0.06	0.08	0.05	0.01	
Diluted net income per share(4)	0.19	0.13	0.25	0.13	0.16	0.05	0.06	0.05	0.01	
Basic net income per ADS(3)(5)	5.40	2.30	4.90	1.93	2.00	0.63	0.77	0.46	0.15	
Diluted net income per	1.90	1.30	2.50	1.32	1.60	0.51	0.57	0.46	0.15	

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DS(4)(5)									
Weighted average number of common shares outstanding	121,388,429	137,137,783	155,343,629	170,681,455	247,149,373		221,502,597	313,743,488	313,743,488
Weighted average number of common shares outstanding plus assumed conversion(6)	246,526,666	321,214,392	321,214,392	321,214,392	321,214,392		321,214,392	313,743,488	313,743,488
Dividends									
Per share(7)	1.50	3.00	10.00	5.50	8.25	3.00			
Dividends per share	0.012	0.020	0.059	0.024	0.026	0.008			
Dividends per share(5)	0.12	0.20	0.59	0.24	0.26	0.08			
Depreciation and amortization	3,825,546	3,937,141	4,169,139	5,112,088	4,333,122	1,375,594	2,155,559	2,384,843	757,333
Capital expenditures(8)	31,129,070	15,189,386	25,959,614	55,770,620	29,326,622	9,310,039	13,844,652	14,051,592	4,462,239
Gross margin(10)	45.2%	47.3%	28.1%	28.6%	37.0%	37.0%	31.9%	49.2%	49.2%
Operating margin(11)	63.8%	37.0%	53.7%	17.0%	37.0%	37.0%	(1.6)%	62.8%	62.8%
Net margin(12)	148.2%	66.6%	113.8%	50.3%	48.0%	48.0%	73.5%	40.5%	40.5%
Ratio of current assets to current liabilities	3.64	2.54	2.31	0.93	1.29	1.29	0.53	0.63	0.63
Ratio of shareholders' equity to total liabilities	2.21	2.56	2.38	2.56	3.35	3.35	2.60	2.51	2.51
Ratio of non-current assets to total assets	0.89	0.89	0.79	0.89	0.80	0.80	0.89	0.85	0.85
U.S. GAAP									
Basic net income per share(3)	0.38	0.02	0.56	0.16	0.20	0.06			
Diluted net income per share(4)	0.19	0.02	0.34	0.15	0.18	0.06			
Basic net income per ADS(3)(5)	3.80	0.24	5.58	1.61	2.00	0.63			
Diluted net income per ADS(4)(5)	1.90	0.24	3.38	1.54	1.80	0.57			
Weighted average number of common shares outstanding	121,388,429	137,137,783	155,343,629	170,681,455	247,149,373				
Weighted average number of common shares outstanding plus assumed conversion(6)	194,235,230	137,137,783	283,140,627	282,836,274	308,253,058				
Gross margin(10)	29.6%	35.1%	31.2%	20.8%	40.3%	40.3%			

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operating margin(11)	8.6%	18.6%	0.7%	(2.4%)	9.9%	9.9%
et margin(12)	64.5%	5.3%	114.7%	26.1%	47.2%	47.2%

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- (1) We have complied with the *Comisión Nacional de Valores* resolution in connection with the discontinuance of inflation accounting and accordingly have recorded the effects of inflation until February 28, 2003. We have restated comparative figures until that date. In addition, in fiscal year 2003, as required by Argentine GAAP, we restated the prior year's financial statements to give retroactive effect to new accounting standards adopted in that year, except for certain valuation and disclosure criteria that in accordance with the transition provisions were applied prospectively. See notes 2.d and 3 to our audited consolidated financial statements included elsewhere in this prospectus.
- (2) Solely for the convenience of the reader, we have translated Peso amounts into U.S. dollars at the exchange rate quoted by *Banco de La Nación Argentina* for December 31, 2007 which was Ps.3.149 = US\$1.00. We make no representation that the Peso or U.S. dollar amounts actually represent, could have been or could be converted into U.S. dollars at the rates indicated, at any particular rate or at all. See Exchange Rates and Exchange Controls.
- (3) Basic net income per share is computed by dividing the net income available to common shareholders for the period by the weighted average common shares outstanding during the period.
- (4) Diluted net income per share is computed by dividing the net income for the period by the weighted average number of common shares assuming the total conversion of outstanding notes. See Notes 13 and 17.II.f) to our audited consolidated financial statements included elsewhere in this prospectus for details on the computation of earning per share under Argentine GAAP and U.S. GAAP, respectively.
- (5) Determined by multiplying per share amounts by ten (one ADS equals ten common shares).
- (6) Assuming the (i) conversion into common shares of all of our outstanding convertible notes due 2007 and (ii) exercise of all outstanding warrants to purchase our common shares. The term for the exercise of our outstanding warrants and the conversion of our outstanding convertible notes issued on November 21, 2002 expired on November 14, 2007. During the conversion and exercise periods, holders of our warrants and convertible notes exercised an aggregate of 49,867,018 warrants and converted an aggregate of 49,910,874 convertible notes, respectively. As a result, as of December 31, 2007 the number of common shares outstanding was 320,774,772.
- (7) On October 10, 2007, our shareholders held their ordinary annual meeting at which the payment of a cash dividend of Ps.8.25 million was approved.
- (8) Includes the purchase of farms and other property and equipment.
- (9) This table is intended to present cash flows from operating, investing and financing activities under Argentine GAAP but following the classification guidelines of SFAS No. 95 under U.S. GAAP. See Note 17.II.e) to our audited consolidated financial statements included elsewhere in this prospectus for details of the differences in classifications affecting the categories of cash flows.
- (10) Gross profit divided by the sum of production income, except for information under U.S. GAAP, where the ratio is gross profit divided by sales.
- (11) Operating income divided by the sum of production income, except for information under U.S. GAAP, where the ratio is gross profit divided by sales.
- (12) Net income divided by the sum of production income, except for information under U.S. GAAP, where the ratio is gross profit divided by sales.

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SUMMARY CONSOLIDATED FINANCIAL AND OTHER INFORMATION FOR IRSA

The following table presents IRSA's summary consolidated financial and other information as of and for each of the periods indicated. This data is qualified in its entirety by reference to, and should be read together with IRSA's audited consolidated financial statements and the notes thereto and IRSA's Management's Discussion and Analysis of Financial Condition and Results of Operations included elsewhere in this prospectus. The summary consolidated income statement data for the six months ended December 31, 2006 and 2007 and the summary consolidated balance sheet data as of December 31, 2007 have been derived from IRSA's unaudited interim consolidated financial statements as of December 31, 2007 and for the six months ended December 31, 2006 and 2007 included elsewhere in this prospectus. The summary consolidated balance sheet data as of December 31, 2006 have been derived from IRSA's unaudited interim consolidated financial statements as of December 31, 2005 and 2006 which are not included in this prospectus. The summary consolidated income statement data for the fiscal years ended June 30, 2005, 2006 and 2007 and the summary consolidated balance sheet data as of June 30, 2006 and 2007 have been derived from IRSA's audited consolidated financial statements as of June 30, 2006 and 2007, and for the three years in the period ended June 30, 2007 included elsewhere in this prospectus.

The summary consolidated income statement data for the year ended June 30, 2004 and the summary consolidated balance sheet data as of June 30, 2005 have been derived from IRSA's consolidated financial statements as of June 30, 2005 and 2006 and for the three years in the period ended June 30, 2006 which are not included in this prospectus. We have made certain reclassifications to the consolidated financial statements as of June 30, 2005 and 2006 and for the three years in the period ended June 30, 2006, as originally issued, to conform to the consolidated financial statements as of June 30, 2006 and 2007 and for the three years in the period ended June 30, 2007, included elsewhere in this prospectus.

The summary consolidated income statement data for the year ended June 30, 2003 and the summary consolidated balance sheet data as of June 30, 2004 have been derived from IRSA's consolidated financial statements as of June 30, 2004 and 2005 and for the three years in the period ended June 30, 2005 which are not included in this prospectus. We have made certain reclassifications to the consolidated financial statements as of June 30, 2004 and 2005 and for the three years in the period ended June 30, 2005, as originally issued, to conform to the consolidated financial statements as of June 30, 2006 and 2007 and for the three years in the period ended June 30, 2007, included elsewhere in this prospectus.

The summary consolidated balance sheet data as of June 30, 2003 have been derived from IRSA's consolidated financial statements as of June 30, 2003 and 2004 and for the three years in the period ended June 30, 2004 which are not included in this prospectus. The accountants report on the consolidated financial statements as of June 30, 2003 and 2004 and for the three years in the period ended June 30, 2004, stated that IRSA had a significant investment in Banco Hipotecario, which represented approximately 7.3% of IRSA's total consolidated assets as of June 30, 2004 and further stated that the accountants' report of the consolidated financial statements of Banco Hipotecario (which IRSA accounted for under the equity method of accounting) included an explanatory paragraph describing that the quality of Banco Hipotecario's financial condition and results of operations depended to a significant extent on macroeconomic and political conditions prevailing from time to time in Argentina. Further, the accountants' report described that the political and economic crisis of late 2001 and early 2002 and the Argentine government's actions to address such crisis had a significant adverse effect on Banco Hipotecario's business activity and that Banco Hipotecario was significantly dependent on the Argentine government's ability to perform its obligations to Banco Hipotecario, and to the entire financial and banking system in Argentina, in connection with federal secured loans, federal government securities and on its obligations to approve and deliver government securities under various laws and regulations. The accountants' report stated that these uncertainties could have had an adverse effect in the valuation of the investment in Banco Hipotecario. We have made certain reclassifications to Banco Hipotecario's consolidated financial statements as of June 30, 2003 and 2004 and for the three years in the period ended June 30, 2004, as originally issued, to conform to its consolidated financial statements as of June 30, 2006 and 2007 and for the three years in the period ended June 30, 2007, included in our annual report on Form 20-F for the year ended June 30, 2007, which is incorporated by reference herein.

References to fiscal years 2003, 2004, 2005, 2006 and 2007 are to IRSA's fiscal years ended June 30 of each such year.

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IRSA currently owns 11.8% of Banco Hipotecario, Argentina's leading mortgage lender in terms of outstanding mortgage loans. Banco Hipotecario's consolidated financial statements as of June 30, 2006 and 2007 and for the twelve months ended June 30, 2005, 2006 and 2007, are included in our annual report on Form 20-F for the year ended June 30, 2007, which is incorporated by reference herein. Banco Hipotecario maintains its financial books and records in pesos and prepares its financial statements in conformity with the Central Bank's policies which prescribe the reporting and disclosure requirements for banks and financial institutions in Argentina (Central Bank accounting rules). These rules differ in certain significant respects from Argentine GAAP. A narrative description of significant differences between Central Bank accounting rules and Argentine GAAP are set forth in Note 6 to Banco Hipotecario's audited consolidated financial statements included in our annual report on Form 20-F for the year ended June 30, 2007 which is incorporated by reference herein. Central Bank accounting rules and Argentine GAAP also differ in certain significant aspects from U.S. GAAP. Such differences involve methods of measuring the amounts shown in such consolidated financial statements, as well as additional disclosures required by U.S. GAAP and regulations of the SEC. See Note 37 to Banco Hipotecario's audited consolidated financial statements for a description of the principal differences between Central Bank accounting rules and U.S. GAAP as they relate to Banco Hipotecario, and a reconciliation to U.S. GAAP of Banco Hipotecario's net income and shareholders' equity.

Table of Contents**Summary Consolidated Financial and Other Information for IRSA**

	As of and for the year ended June 30,					As of and for the six months ended			
	2003	2004	2005	2006	2007	2007(1)	2006	2007	2007(1)
	(in thousands Ps.(2), except ratios)					(in thousands US\$, except ratios)	(in thousands Ps.(2), except ratios)	(in thousands Ps.(2), except ratios)	(in thousands US\$, except ratios)
	(unaudited)								
INCOME									
STATEMENT DATA									
Argentine GAAP									
Revenues:									
Development and sale of properties	46,616	30,257	32,311	103,966	75,751	24,056	30,753	63,011	20,010
Office and other non-shopping center rental properties	17,770	15,144	19,431	30,565	55,683	17,683	22,989	44,823	14,234
Shopping centers	88,819	113,216	165,529	215,003	270,266	85,826	133,224	172,567	54,801
Credit card operations	24,935	30,034	64,558	122,969	212,965	67,629	89,296	139,901	44,427
Hotel operations	57,730	71,295	87,120	103,763	122,681	38,959	62,651	75,974	24,126
Financial operations and others	625	859	940	1,414	1,410	448	1,418	340	108
Total revenues	236,495	260,805	369,889	577,680	738,756	234,600	340,331	496,616	157,706
Costs	(154,667)	(147,416)	(168,074)	(243,831)	(311,647)	(98,967)	(142,749)	(209,659)	(66,580)
Gross profit (loss):									
Development and sale of properties	89	4,408	14,769	49,766	17,928	5,693	(73)	15,594	4,952
Office and other non-shopping center rental properties	8,677	6,871	11,685	21,578	38,984	12,380	18,303	29,809	9,466
Shopping centers	30,061	52,734	95,748	137,621	179,154	56,892	94,167	124,082	39,404
Credit card operations	16,605	18,069	41,456	79,036	136,714	43,415	55,553	82,831	26,304
Hotel operations	26,357	31,246	38,196	45,792	53,721	17,060	28,968	34,554	10,973
Financial operations and others	39	61	(39)	56	608	193	664	87	28
Total gross profit	81,828	113,389	201,815	333,849	427,109	135,633	197,582	286,957	91,126
Gain from recognition of inventories at net realizable value									
			17,317	9,063	20,737	6,585	6,965	1,382	439
Selling expenses	(28,555)	(21,988)	(36,826)	(60,105)	(113,709)	(36,110)	(43,034)	(61,382)	(19,493)
Administrative expenses	(46,493)	(51,400)	(70,670)	(96,882)	(141,427)	(44,912)	(62,333)	(85,376)	(27,112)
Gain on purchasers rescissions of sales	9								
Net (loss) income from retained interest in securitized receivables									
	(4,077)	261	423	2,625	3,254	1,033	5,514	320	102
Gain from operations and holdings of real estate assets, net									
	21,507	63,066	27,938	12,616	2,568	815			

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	As of and for the year ended June 30,					As of and for the six months ended December 31,			
	2003	2004	2005	2006	2007	2007(1)	2006	2007	2007(1)
	(in thousands Ps.(2), except ratios)					(in thousands US\$, except ratios)	(in thousands Ps.(2), except ratios)	(in thousands US\$, except ratios)	(in thousands US\$, except ratios)
								(unaudited)	
Operating income (loss):									
Development and sale of properties	2,262	183	20,566	44,277	6,177	1,962	(2,889)	4,164	1,322
Office and other non-shopping center rental properties	1,688	29,685	13,220	11,862	19,626	6,232	10,424	17,481	5,551
Shopping centers	18,709	58,771	81,638	105,583	124,832	39,642	68,732	94,813	30,109
Credit card operations	(4,616)	4,490	13,546	24,836	32,636	10,364	17,775	13,823	4,390
Hotel operations	6,176	10,138	11,066	14,552	14,653	4,653	9,988	11,533	3,662
Financial operations and others		61	(39)	56	608	193	664	87	28
Total operating income	24,219	103,328	139,997	201,166	198,532	63,046	104,694	141,901	45,062
Amortization of goodwill	(6,631)	(2,904)	(1,663)	(1,080)	(1,472)	(467)	(498)	616	196
(Loss) gain on equity investees	(14,701)	26,653	67,207	41,657	40,026	12,711	15,034	(9,066)	(2,879)
Financial results, net	315,645	12,203	(11,848)	(40,926)	4,099	1,302	12,305	(54,853)	(17,419)
Other income (expenses), net	96	(12,856)	(14,089)	(18,263)	(14,100)	(4,478)	(6,327)	(4,500)	(1,429)
Income before taxes and minority interest	318,628	126,424	179,604	182,554	227,085	72,113	125,208	74,098	23,531
Income tax and minimum presumed income tax	3,529	(25,720)	(53,207)	(58,791)	(87,539)	(27,799)	(37,878)	(46,451)	(14,751)
Minority interest	(35,712)	(12,842)	(23,152)	(27,190)	(32,449)	(10,305)	(21,210)	(21,863)	(6,943)
Net income	286,445	87,862	103,245	96,573	107,097	34,010	66,120	5,784	1,837
U.S. GAAP									
Revenues	280,690	327,424	426,499	621,012	867,452	275,469			
Costs	(208,149)	(216,742)	(235,341)	(321,788)	(413,957)	(131,457)			
Gross profit	72,541	110,682	191,158	299,224	453,495	144,012			
Gain from recognition of inventories at net realizable value									
Selling expenses	(28,555)	(23,937)	(36,255)	(66,278)	(104,997)	(33,343)			
Administrative expenses	(50,139)	(57,928)	(77,451)	(97,956)	(142,714)	(45,320)			
Gain on purchasers rescissions of sales	9								
Net income (loss) from retained interest in securitized receivables	1,392	(1,526)	4,591	(12,274)	(115)	(37)			
Operating (loss) income	(4,752)	27,291	82,043	121,716	205,669	65,312			
(Loss) gain on equity investees	(5,621)	(20,161)	138,560	64,697	42,957	13,641			
Financial results, net	265,753	21,195	(31,072)	(50,854)	(43,705)	(13,879)			
Other incomes (expenses), net	9,880	(4,026)	(10,271)	(7,338)	(13,433)	(4,266)			
Income before taxes and minority interest	265,260	24,299	179,259	128,221	191,488	60,808			
Income tax and minimum presumed income tax	3,020	(12,528)	(34,747)	(18,678)	(39,176)	(12,441)			

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Minority interest	(33,154)	(8,946)	(15,114)	(19,597)	(49,090)	(15,589)
Net income	235,126	2,825	129,398	89,946	103,222	32,778

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	2003	As of and for the year ended June 30, 2004 2005 2006 2007 (in thousands Ps.(2), except ratios)					As of and for the six months ended 31 2006 2007 2007(1) (in thousands Ps.(2), except ratios) (in thousands US\$, except ratios) (in thousands US\$, except ratios)			
										(unaudited)
BALANCE SHEET DATA										
<i>Argentine GAAP</i>										
Cash and banks and current investments	232,001	163,900	211,934	233,438	856,707	272,057	288,741	575,100		182,629
Inventories	23,854	29,711	99,811	162,110	256,203	81,360	141,765	156,204		49,604
Mortgages and lease receivables, net	39,181	37,267	73,246	147,955	212,065	67,344	219,014	253,336		80,450
Non-current investments(3)	412,789	519,499	542,863	647,981	673,273	213,805	618,534	692,542		219,924
Fixed assets, net	1,235,223	1,274,675	1,445,551	1,413,212	2,027,311	643,795	1,682,841	2,340,503		743,253
Total current assets	297,476	261,651	389,735	481,788	1,175,790	373,385	583,165	982,900		312,131
Total assets	2,081,956	2,208,326	2,524,426	2,740,121	4,144,899	1,316,259	3,099,306	4,155,974		1,319,776
Short-term debt(4)	96,159	143,126	130,728	142,140	214,193	68,019	409,607	87,619		27,824
Total current liabilities	188,738	256,022	310,977	419,228	652,082	207,076	756,968	558,219		177,269
Long-term debt(5)	592,104	468,807	422,412	295,282	1,222,423	388,194	228,129	1,099,243		349,077
Total non-current liabilities	629,988	522,213	515,381	385,138	1,395,693	443,218	350,768	1,263,996		401,396
Minority interest	454,044	470,237	445,839	449,989	450,410	143,033	414,993	458,672		145,656
Shareholders equity	809,186	959,854	1,252,229	1,485,766	1,646,714	522,932	1,576,577	1,875,087		595,455
<i>U.S. GAAP</i>										
Cash and banks and current investments	231,293	163,435	212,855	233,032	856,318	271,933				
Inventories	23,584	25,374	46,702	61,720	160,961	51,115				
Mortgages and lease receivables, net	39,181	37,267	72,577	145,718	205,267	65,185				
Other receivables and prepaid expenses	80,799	127,114	113,395	131,502	241,656	76,741				
Non-current investments(3)	281,583	327,883	436,063	599,679	590,646	187,566				
Fixed assets, net	1,221,859	1,230,020	1,392,626	1,360,136	1,912,457	607,322				
Intangible assets, net	1,629	666	712	468	22,226	7,058				
Total current assets	313,595	270,883	386,051	471,053	1,183,147	375,721				
Total assets	1,874,299	1,923,456	2,291,808	2,503,812	3,997,217	1,269,361				
Trade accounts payable	30,432	46,414	68,372	136,362	293,522	93,211				
Other liabilities	40,382	46,524	90,106	94,655	101,764	32,316				
Short-term debt(4)	83,217	135,661	111,994	120,172	216,829	68,856				
Total current liabilities	202,679	260,521	314,939	431,422	669,983	212,761				
Long-term debt(5)	600,616	465,099	413,812	298,570	1,225,212	389,080				
Total non-current liabilities	801,806	696,791	698,344	558,951	1,603,747	509,288				

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Minority interest	367,012	378,404	357,062	355,385	366,381	116,348
Shareholders equity	502,803	587,740	921,718	1,158,364	1,358,739	431,483

CASH FLOW

DATA

Argentine GAAP

Net cash provided

by operating

activities

93,945	74,691	93,490	194,685	163,099	51,794	93,615	114,916	36,493
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Net cash used in

investing activities

(40,603)	(97,186)	(126,682)	(136,567)	(510,774)	(162,202)	(209,172)	(359,528)	(114,172)
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	2003	As of and for the year ended June 30,				2007(1) (in thousands US\$, except ratios)	As of and for the six months ended 31		
		2004 (in thousands Ps.(2), except ratios)	2005	2006	2007		2006 (in thousands Ps.(2), except ratios)	2007 (in thousands Ps.(2), except ratios)	2007(1) (in thousands US\$, except ratios)
								(unaudited)	
Net cash provided by (used in) financing activities	109,439	(47,649)	52,868	(36,767)	892,258	283,346	143,972	(21,129)	(6,710)
U.S. GAAP(6)									
Net cash provided by operating activities	55,135	92,378	105,655	192,589	111,936	35,547			
Net cash used in investing activities	(52,260)	(105,061)	(141,746)	(128,687)	(470,318)	(149,355)			
Net cash provided by (used in) financing activities	109,439	(47,649)	52,868	(36,767)	900,907	286,093			
Effect of exchange rate changes on cash and cash equivalents	51,743	(8,081)	2,899	(5,784)	2,058	654			
Effect of inflation accounting	(1,472)								
OTHER FINANCIAL DATA									
Argentine GAAP									
Capital expenditures(7)	10,991	26,908	79,997	116,201	428,026	135,924	247,152	362,530	115,125
Depreciation and amortization(8)	69,437	65,491	74,091	80,979	96,996	30,802	41,490	58,560	18,596
Ratio of current assets to current liabilities	1.576	1.022	1.253	1.149	1.803	1.803	0.770	1.761	1.761
Ratio of shareholders equity to total liabilities	0.988	1.233	1.515	1.847	0.804	0.804	1.423	1.029	1.029
Ratio of non-current assets to total assets	0.857	0.882	0.846	0.824	0.716	0.716	0.812	0.763	0.763
Working capital(9)	108,738	5,629	78,758	62,560	523,708	166,309	(173,803)	424,681	134,862

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- (1) Solely for the convenience of the reader, we have translated Peso amounts into U.S. dollars at the exchange rate quoted by Banco de la Nación Argentina for December 31, 2007 which was Ps.3.149 per US\$1.00. We make no representation that the Peso or U.S. dollar amounts actually represent, could have been or could be converted into Dollars at the rates indicated, at any particular rate or at all. See Exchange Rates and Exchange Controls . Sums may not total due to rounding.
- (2) In thousands of constant Pesos of December 31, 2007. Includes adjustment for inflation through February 28, 2003. Sums may not total due to rounding.
- (3) Includes IRSA's 11.8% investment in Banco Hipotecario and IRSA's investments in undeveloped parcels of land.
- (4) Includes short-term debt (including the current portion of seller financing) and current mortgages payable.
- (5) Includes long-term debt (including the non-current portion of seller financing) and non-current mortgages payable.
- (6) This table is intended to present cash flows from operating, investing and financing activities under Argentine GAAP but following the classification guidelines of SFAS No. 95 under U.S. GAAP. See Note 28 to IRSA's audited consolidated financial statements included elsewhere in this prospectus for details of the differences in classifications affecting the categories of cash flows.
- (7) Includes the purchase of fixed assets (including facilities and equipment), undeveloped parcels of land and renovation and remodeling of hotels and shopping centers.
- (8) Corresponds to depreciation and amortization included in operating income.
- (9) Working capital is calculated by subtracting consolidated current liabilities from consolidated current assets.

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RISK FACTORS

You should carefully consider the risks described below, in addition to the other information contained in this prospectus, before making an investment decision. We also may face additional risks and uncertainties that are not presently known to us, or that we currently deem immaterial, which may impair our business. In general, you take more risk when you invest in the securities of issuers in emerging markets such as Argentina than when you invest in the securities of issuers in the United States. You should understand that an investment in our common shares, ADSs and warrants involves a high degree of risk, including the possibility of loss of your entire investment.

Risks Relating to Argentina

Argentina's current growth and stabilization may not be sustainable.

During 2001 and 2002, Argentina experienced a period of severe political, economic and social crisis. Although the economy has recovered significantly over the past three years, uncertainty remains as to whether the current growth and relative stability are sustainable. Sustainable economic growth is dependant on a variety of factors, including international demand for Argentine exports, the stability and competitiveness of the Peso against foreign currencies, confidence among consumers as well as foreign and domestic investors and stable and relatively low inflation.

The Argentine economy remains fragile for the following reasons:

unemployment remains high;

the availability of long-term fixed rate credit is limited;

investment as a percentage of GDP remains low;

the current fiscal surplus could become a fiscal deficit;

inflation has risen recently and threatens to accelerate;

the country's public debt remains high and international financing is limited; and

the recovery has depended to some extent on high commodity prices, which are volatile and outside the control of the country, and excess capacity, which has reduced considerably.

A substantial part of our operations, properties and customers are located in Argentina. As a result, our business is to a very large extent dependent upon the economic conditions prevailing in Argentina.

The continuing rise of inflation may have an adverse effect on the economy.

After several years of price stability, the devaluation of the Peso in January 2002 imposed pressures on the domestic price system that generated high inflation throughout 2002. In 2003, inflation substantially stabilized. However, inflationary pressures have since reemerged with consumer prices increasing by 6.1% during 2004 and increasing by 12.3% in 2005. As a result of the execution of fixed price agreements and restrictions on, and in certain cases, suspension of, exports, consumer prices only increased by 9.8% in 2006. According to the Argentine statistics and census agency (Instituto Nacional de Estadísticas y Censos), or INDEC, the consumer price index increased by 8.5% during 2007.

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In the past, inflation has materially undermined the Argentine economy and the government's ability to create conditions conducive to growth. A return to a high inflation environment could slow the rebound in the long term credit market and real estate market and may also undermine Argentina's foreign competitiveness by diluting the effects of the Peso devaluation and negatively impacting the level of economic activity and employment.

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If inflation remains high or continues to rise, Argentina's economy may be negatively impacted which could have an adverse effect on our business.

Argentina's ability to obtain financing from international markets is limited which may affect its ability to implement reforms and foster economic growth.

In the first half of 2005, Argentina restructured part of its sovereign debt that had been in default since the end of 2001. As of September 30, 2007, the Argentine government announced that as a result of the restructuring, it had approximately US\$137.1 billion in total outstanding debt remaining. Of this amount, approximately US\$28.1 billion are defaulted bonds owned by creditors who did not participate in the restructuring of the external financial debt.

Some noteholders in the United States, Italy and Germany have filed legal actions against Argentina, and holdout creditors may initiate new suits in the future. Additionally, foreign shareholders of certain Argentine companies have filed claims in excess of US\$17 billion before the International Centre for the Settlement of Investment Disputes, or ICSID, alleging that certain government measures are inconsistent with the fair and equitable treatment standards set forth in various bilateral treaties to which Argentina is a party.

Argentina's past default and its failure to restructure completely its remaining sovereign debt and fully negotiate with the holdout creditors may prevent Argentina from reentering the international capital markets. Litigation initiated by holdout creditors as well as ICSID claims may result in material judgments against the Argentine government and could result in attachments of, or injunctions relating to, assets of Argentina that the government intended for other uses. As a result, the government may not have the financial resources necessary to implement reforms and foster growth which could have a material adverse effect on the country's economy and, consequently, our business.

Significant devaluation of the Peso against the U.S. dollar may adversely affect the Argentine economy as well as our financial performance.

Despite the positive effects of the real depreciation of the Peso in 2002 on the competitiveness of certain sectors of the Argentine economy, it has also had a far-reaching negative impact on the Argentine economy and on businesses and individuals' financial condition. The devaluation of the Peso has had a negative impact on the ability of Argentine businesses to honor their foreign currency-denominated debt, initially led to very high inflation, significantly reduced real wages, had a negative impact on businesses whose success is dependent on domestic market demand, such as utilities and the financial industry, and adversely affected the government's ability to honor its foreign debt obligations.

If the Peso devalues significantly, all of the negative effects on the Argentine economy related to such devaluation could recur, with adverse consequences to our business. Moreover, it would likely result in a decline in the value of our common shares and the ADSs as measured in U.S. dollars.

Significant appreciation of the Peso against the U.S. dollar may adversely affect the Argentine economy.

A substantial increase in the value of the Peso against the U.S. dollar also presents risks for the Argentine economy. The appreciation of the Peso against the U.S. dollar negatively impacts the financial condition of entities whose foreign currency-denominated assets exceed their foreign currency-denominated liabilities, such as us. In addition, in the short term, a significant real appreciation of the Peso would adversely affect exports. This could have a negative effect on GDP growth and employment as well as reduce the Argentine public sector's revenues by reducing tax collection in real terms, given its current heavy reliance on taxes on exports. The appreciation of the Peso against the U.S. dollar could have an adverse effect on the Argentine economy and our business.

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Government measures to preempt or respond to social unrest may adversely affect the Argentine economy.

During its crisis in 2001 and 2002, Argentina experienced social and political turmoil, including civil unrest, riots, looting, nationwide protests, strikes and street demonstrations. Despite Argentina's ongoing economic recovery and relative stabilization, social and political tension and high levels of poverty and unemployment continue. Future government policies to preempt, or in response to, social unrest may include expropriation, nationalization, forced renegotiation or modification of existing contracts, suspension of the enforcement of creditors' rights, new taxation policies, including royalty and tax increases and retroactive tax claims, and changes in laws and policies affecting foreign trade and investment. Such policies could destabilize the country and adversely and materially affect the economy, and thereby our business.

Exchange controls and restrictions on transfers abroad and capital inflow restrictions have limited, and can be expected to continue to limit, the availability of international credit.

In 2001 and 2002, Argentina imposed exchange controls and transfer restrictions substantially limiting the ability of companies to retain foreign currency or make payments abroad. These restrictions have been substantially eased, including those requiring the Central Bank's prior authorization for the transfer of funds abroad in order to pay principal and interest on debt obligations. However, Argentina may re-impose exchange control or transfer restrictions in the future, among other things, in response to capital flight or a significant depreciation of the Peso. In addition, the government issued Decree No. 616/2005 in June 2005 that established new controls on capital inflows that could result in less availability of international credit. Pursuant to such Decree, the Ministry of Economy's Resolution No. 292/2005 was repealed and it was established that any indebtedness in favor of foreign creditors by individuals and legal entities residing in Argentina and conducting business in the private sector must be settled in Argentina and must mature no earlier than 365 days irrespective of the manner of settlement, except in the following cases: transactions related to foreign trade financing and original issuances of debt instruments admitted to public offering and listed in self-regulated stock exchanges.

Therefore, (a) any cash inflows in the domestic foreign exchange market arising from debts incurred with foreign creditors by individuals or legal entities in the private sector and (b) transfers by non-residents to acquire financial assets or liabilities of any kind in the financial and non-financial private sector, excluding direct foreign investment and original issuances of debt instruments admitted to public offering and listed on self-regulated stock exchanges, must meet the following requirements: (i) they may be remitted abroad only after expiration of a term of at least 365 days counted after the date on which such funds officially entered the Argentine foreign exchange market; (ii) the amounts resulting from the exchange rate settlement transaction are to be deposited in an account opened at an Argentine banking system institution, (iii) a non-transferable, non-interest bearing deposit of 30% of the amount being settled is to be made in the name of the depositor for a term of 365 days and (iv) such deposit is to be held in U.S. dollars at one of the Argentine banking system institutions and may not be used as guarantee or collateral of any loan. Non-compliance with the requirements laid down in Decree 616/2005 shall be punished in accordance with the Criminal Foreign Exchange Regime.

Additional controls could have a negative effect on the economy and our business if imposed in an economic environment where access to local capital is substantially constrained. Moreover, in such event, restrictions on the transfers of funds abroad may impede your ability to receive dividend payments as a holder of ADSs.

Payment of dividends to non-residents has been limited in the past and may be limited again.

Beginning on February 2002, any payment of dividends, irrespective of amount, outside Argentina needed prior authorization from the Central Bank. In December 2002 the rule was amended through Communication A 3845 which required Argentine companies to obtain prior authorization from the Central Bank to purchase currency in excess of US\$150,000 (in the aggregate) per calendar month. This rule applied, among others, to the payment of dividends.

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On January 7, 2003, the Central Bank issued communication A 3859 which is still enforceable and pursuant to which Argentine companies have no limitation on their ability to purchase foreign currency and transfer it outside Argentina to pay dividends, to the extent such dividend payments result from an approved and audited financial statement. In the future, similar restrictions may be enacted by the Argentine government or the Central Bank again and, if this were to occur, it could have an adverse effect on the value of our common shares and the ADSs.

The stability of the Argentine banking system is uncertain.

During 2001 and the first half of 2002, a very significant amount of deposits were withdrawn from financial institutions. This massive withdrawal of deposits was largely due to the loss of confidence of depositors in the Argentine government's ability to repay its debts, including its debts within the financial system, and to maintain peso-dollar parity in the context of its solvency crisis.

To prevent a run on the U.S. dollar reserves of local banks, the government restricted the amount of money that account holders could withdraw from banks and introduced exchange controls restricting capital outflows. The government subsequently imposed new restrictions and released a schedule stating how and when deposits would become available.

These measures taken by the government to protect the solvency of the banking system, in particular the emergency laws that converted certain U.S. dollar-denominated debts into Pesos, generated significant opposition directly against banks from depositors frustrated by the loss of their savings. Many depositors instituted court challenges, eventually at the Supreme Court level, on constitutional grounds seeking restitution of their deposits in their original currency. Under Argentine law, Supreme Court rulings are limited to the particular facts and defendants in the case, although lower courts tend to follow precedent set by the Supreme Court. Initial Supreme Court rulings struck down on constitutional grounds pesification pursuant to Law No. 25,561 (the Public Emergency Law). However, the Supreme Court has found in subsequent holdings that emergency laws enacted by the Argentine Congress were necessary to mitigate the crisis, the regulations were not disproportionate to the emergency, and the measures did not violate the constitutional property rights of those affected. For instance, the Supreme Court held on December 27, 2006 in *Massa, Juan Agustin vs. Poder Ejecutivo Nacional y Otro* that banks should repay deposits originally denominated in U.S. dollars in Pesos at an exchange rate of Ps.1.40 per US\$1.00, subject to CER or *Coeficiente de Estabilización de Referencia* indexation, plus interest, at a 4% annual rate. Notwithstanding the foregoing, however, numerous other cases challenging the constitutionality of the pesification pursuant to the Public Emergency Law are still pending. We cannot assure you that the Supreme Court will consistently uphold the views expressed in its latest rulings, or that future rulings will not negatively affect the banking system as a whole. If the Argentine government is called upon to provide additional financial assistance to the banks through the issuance of additional government debt, this could add to Argentina's outstanding debt and would increase the burdens of the public sector.

While the condition of Argentina's financial system has improved and depositors affected by the restrictions imposed in 2001 and 2002 have regained access to their deposits, albeit mainly in Pesos and subject to certain restrictions, you should not underestimate the long-term implications of the most recent crisis for Argentina's economy and the credibility of its financial system. Adverse economic developments, even if not related to or attributable to the financial system, could easily result in deposits flowing out of the banks and into the foreign exchange market, as depositors seek to shield their financial assets from a new crisis. Any run on deposits could create liquidity or even solvency problems for financial institutions and bring about similar measures or other government interventions.

The Argentine economy could be adversely affected by economic developments in other global markets.

Financial and securities markets in Argentina are influenced, to varying degrees, by economic and market conditions in other global markets. Although economic conditions vary from country to country, investors' perception of the events occurring in one country may substantially affect capital flows into and securities from issuers in other countries, including Argentina. The Argentine economy was adversely impacted by the political

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and economic events that occurred in several emerging economies in the 1990s, including Mexico in 1994, the collapse of several Asian economies between 1997 and 1998, the economic crisis in Russia in 1998 and the Brazilian devaluation in January 1999. In addition, Argentina continues to be affected by events in the economies of its major regional partners. Furthermore, the Argentine economy may be adversely affected by events in developed economies which are trading partners or that impact the global economy.

In the future, political and economic crises in the international markets can be expected to adversely affect the Argentine economy and its financial system and therefore our business.

Risks Relating to Brazil

The Brazilian government has exercised and continues to exercise influence over the Brazilian economy, which together with Brazil's historically volatile political and economic conditions could adversely affect our financial condition and results of operations.

Our business is dependent to some extent on the economic conditions in Brazil. As of December 31, 2007, approximately 7.1% of our consolidated assets were located in Brazil through our affiliate BrasilAgro.

Historically, the Brazilian government has changed monetary, credit, tariff, and other policies to influence the course of Brazil's economy. Such government actions have included increases in interest rates, changes in tax policies, price controls, currency devaluations, as well as other measures such as imposing exchange controls and limits on imports and exports.

Our operations in Brazil may be adversely affected by changes in public policy at federal, state and municipal levels with respect to public tariffs and exchange controls, as well as other factors, such as:

fluctuation in exchange rates in Brazil;

monetary policy;

exchange controls and restrictions on remittances outside Brazil, such as those which were imposed on such remittances (including dividends) in 1989 and early 1990;

inflation in Brazil;

interest rates;

liquidity of the Brazilian financial, capital and lending markets;

fiscal policy and tax regime in Brazil; and

other political, social and economical developments in or affecting Brazil.

Actions of the Brazilian government in the future could have a significant effect on economic conditions in Brazil, which could adversely affect private sector companies such as BrasilAgro, and thus, could adversely affect us.

Although inflation in Brazil has stabilized in recent years, increased inflation may adversely affect the operations of BrasilAgro which could adversely impact our financial condition and results of operations.

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Brazil has experienced high and generally unpredictable rates of inflation for many years in the past. Inflation itself, as well as governmental policies to combat inflation, have had significant negative effects on the Brazilian economy in general. Inflation, government efforts to control inflation, and public speculation about future governmental actions have had, and can be expected to continue to have, significant impact on the

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Brazilian economy and on our operations in Brazil. As measured by the Brazilian *Índice Nacional de Preços au Consumidor* (National Consumer Price Index), or INPC, inflation in Brazil was 6.1%, 5.1%, 2.8%, 2.1% and 5.16% in 2004, 2005, 2006 and 2007, respectively. We cannot assure you that levels of inflation in Brazil will not increase in future years and have a material adverse effect on our business, financial condition or results of operations. Inflationary pressures may lead to further government intervention in the economy, including the introduction of government policies that could adversely affect the results of operations of BrasilAgro and consequently our financial condition and results of operations and the market price of our common shares and ADSs.

The Brazilian real is subject to depreciation and exchange rate volatility which could adversely affect our financial condition and results of operations.

Brazil's rate of inflation and the government's actions to combat inflation have also affected the exchange rate between the real and the U.S. dollar. As a result of inflationary pressures, the Brazilian currency has been devalued periodically during the last four decades. Throughout this period, the Brazilian federal government has implemented various economic plans and utilized a number of exchange rate policies, including sudden devaluations, periodic mini devaluations (during which the frequency of adjustments has ranged from daily to monthly), floating exchange rate systems, exchange controls and dual exchange rate markets. During 2005, 2006 and 2007 the real appreciated 11.8%, 8.7% and 17.2%, respectively, against the U.S. dollar. Despite the recent appreciation there can be no assurance that the real will not depreciate against the U.S. dollar in the future, or that the rate of exchange between the real and the dollar will not fluctuate significantly. In the event of a devaluation of the real, the financial condition and results of operations of our Brazilian subsidiary could be adversely affected.

Depreciation of the *real* relative to the U.S. dollar may increase the cost of servicing foreign currency-denominated debt that we may incur in the future, which could adversely affect our financial condition and results of operations. In addition, depreciation of the *real* could create additional inflationary pressures in Brazil that may adversely affect our results of operations. Depreciation generally curtails access to international capital markets and may prompt government intervention. It could also reduce the U.S. dollar value of BrasilAgro's revenues, distributions and dividends, and the U.S. dollar equivalent of the market price of our common shares. On the other hand, the appreciation of the real against the U.S. dollar may lead to the deterioration of Brazil's public accounts and balance of payments, as well as to lower economic growth from exports.

The Brazilian government imposes certain restrictions on currency conversions and remittances abroad which could affect the timing and amount of any dividend or other payment we receive.

Brazilian law guarantees foreign shareholders of Brazilian companies the right to repatriate their invested capital and to receive all dividends in foreign currency provided that their investment is registered with the *Banco Central do Brasil*, or the Brazilian Central Bank. We registered our investment in BrasilAgro with the Brazilian Central Bank on April 28, 2006. Although dividend payments related to profits obtained subsequent to April 28, 2006 are not subject to income tax, after the sum of repatriated capital and invested capital exceeds the investment amount registered with the Brazilian Central Bank, repatriated capital is subject to a capital gains tax of 15%. There can be no assurance that the Brazilian government will not impose additional restrictions or modify existing regulations that would have an adverse effect on an investor's ability to repatriate funds from Brazil nor can there be any assurance of the timing or duration of such restrictions, if imposed in the future.

Widespread uncertainties, corruption and fraud relating to ownership of real estate may adversely affect our business.

There are widespread uncertainties, corruption and fraud relating to title ownership of real estate in Brazil. In Brazil, ownership of real property is conveyed through filing of deeds before the relevant land registry. In certain cases, land registry recording errors, including duplicate and/or fraudulent entries, and deed challenges frequently occur, leading to judicial actions. Property disputes over title ownership are frequent, and, as a result, there is a risk that errors, fraud or challenges could adversely affect us, causing the loss of all or substantially all of our properties.

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In addition, our land may be subject to expropriation by the Brazilian government. An expropriation could materially impair the normal use of our lands or have a material adverse effect on our results of operations. In addition, social movements, such as *Movimento dos Trabalhadores Rurais Sem Terra* and *Comissão Pastoral da Terra*, are active in Brazil. Such movements advocate land reform and mandatory property redistribution by the government. Land invasions and occupations of rural areas by a large number of individuals is common practice for these movements, and, in certain areas, including some of those in which we are likely to invest, police protection and effective eviction proceedings are not available to land owners. As a result, we cannot give you any assurance that our properties will not be subject to invasion or occupation by these groups. A land invasion or occupation could materially impair the normal use of our lands or have a material adverse effect on us or the value of our common shares or ADRs.

The lack of efficient transportation, and adequate storage or handling facilities in certain of the regions in which we operate may have a material adverse effect on our business.

One of the principal disadvantages of the agriculture industry in some of the regions of Brazil is that they are located a long distance from major ports in some cases, nearly 1,500 kilometers. Efficient access to transportation infrastructure and ports is critical to the profitability in the agricultural industry. Furthermore, as part of our business strategy, we intend to acquire and develop land in specific areas where existing transportation is poor. A substantial portion of agricultural production in Brazil is currently transported by truck, a means of transportation significantly more expensive than the rail transportation available to the U.S. and other international producers. As a result, we may be unable to obtain efficient transportation to make our production reach our most important markets in a cost-effective manner, if at all.

Risks Relating to Our Region

Our business is dependent on economic conditions in the countries where we intend to operate.

We anticipate that a portion of the proceeds from the offering will be invested in farmland in Argentina, Brazil and possibly other countries in and outside Latin America. Because demand for agricultural products and farmland usually is correlated to economic conditions prevailing in the local market, which in turn is dependent on the macroeconomic condition of the country in which the market is located, our financial condition and results of operations are, to a considerable extent, dependent upon political and economic conditions prevailing from time to time in the countries where we operate. Latin American countries have historically experienced uneven periods of economic growth, as well as recession, periods of high inflation and economic instability. Certain countries have experienced severe economic crises, which may still have future effects. As a result, governments may not have the financial resources necessary to implement reforms and foster growth. Any of these adverse economic conditions could have a material adverse effect on our business. Some of the countries where we intend to operate are recovering from recent economic crises. Notwithstanding the positive economic results recorded recently in such countries, we cannot assure you that economic conditions will continue to improve or that our operations will experience positive results in the future.

We face the risk of political and economic crises, instability, terrorism, civil strife, expropriation and other risks of doing business in emerging markets.

In addition to Argentina and Brazil, we intend to conduct our operations in other Latin-American countries. Economic and political developments in these countries, including future economic changes or crises (such as inflation or recession), government deadlock, political instability, terrorism, civil strife, changes in laws and regulations, expropriation or nationalization of property, and exchange controls could adversely affect our business, financial condition and results of operations.

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Although economic conditions in one country may differ significantly from another country, we cannot assure that events in one country alone will not adversely affect our business or the market value of, or market for, our common shares or ADRs.

Governments in the countries where we intend to operate exercise significant influence over their economies.

Emerging market governments, including governments in the countries where we intend to operate, frequently intervene in the economies of their respective countries and occasionally make significant changes in policy and regulations. Governmental actions to control inflation and other policies and regulations have often involved, among other measures, price controls, currency devaluations, capital controls and limits on imports. Our business, financial condition, results of operations and prospects may be adversely affected by changes in government policies or regulations, including factors, such as:

exchange rates and exchange control policies;

inflation rates;

interest rates;

tariff and inflation control policies;

import duties on information technology equipment;

liquidity of domestic capital and lending markets;

electricity rationing;

tax policies; and

other political, diplomatic, social and economic developments in or affecting the countries where we intend to operate.

An eventual reduction of foreign investment in any of the countries where we intend to operate may have a negative impact on such country's economy, affecting interest rates and the ability of companies such as us to access financial markets.

Local currencies used in the conduct of our business may be subject to exchange rate volatility and exchange controls.

The currencies of many countries in Latin America have experienced substantial volatility in recent years. Currency movements, as well as higher interest rates, have materially and adversely affected the economies of many Latin American countries, including countries in which we operate or intend to operate. The depreciation of local currencies creates inflationary pressures that may have an adverse effect on us generally, and may restrict access to international capital markets. On the other hand, the appreciation of local currencies against the U.S. dollar may lead to deterioration in the balance of payments of the countries where we intend to operate, as well as to a lower economic growth.

In addition, we may be subject to exchange control regulations in these Latin-American countries which might restrict our ability to convert local currencies into U.S. dollars.

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Inflation and certain government measures to curb inflation may have adverse effects on the economies of the countries where we intend to operate, our business and our operations.

Most countries where we intend to operate have historically experienced high rates of inflation. Inflation and some measures implemented to curb inflation have had significant negative effects on the economies of Latin American countries. Governmental actions taken in an effort to curb inflation, coupled with speculation about possible future actions, have contributed to economic uncertainty at times in most Latin American countries. The countries where we intend to operate may experience high levels of inflation in the future that could lead to further government intervention in the economy, including the introduction of government policies that could adversely affect our results of operations. In addition, if any of these countries experience high rates of inflation, we may not be able to adjust the price of our services sufficiently to offset the effects of inflation on our cost structures. A high inflation environment would also have negative effects on the level of economic activity and employment and adversely affect our business and results of operations.

Developments in other markets may affect the Latin American countries where we intend to operate, and as a result our financial condition and results of operations may be adversely affected.

The market value of securities of companies such as us, may be, to varying degrees, affected by economic and market conditions in other global markets. Although economic conditions vary from country to country, investors' perception of the events occurring in one country may substantially affect capital flows into and securities from issuers in other countries, including Latin American countries. Various Latin American economies have been adversely impacted by the political and economic events that occurred in several emerging economies in recent times. Furthermore, Latin American economies may be affected by events in developed economies which are trading partners or that impact the global economy.

Land in Latin-American countries may be subject to expropriation or occupation.

Our land may be subject to expropriation by governments of the countries where we operate and intend to operate. An expropriation could materially impair the normal use of our lands or have a material adverse effect on our results of operations. In addition, social movements, such as *Movimento dos Trabalhadores Rurais Sem Terra* and *Comissão Pastoral da Terra* in Brazil, are active in certain of the countries where we operate or intend to operate. Such movements advocate land reform and mandatory property redistribution by governments. Land invasions and occupations of rural areas by a large number of individuals is common practice for these movements, and, in certain areas, including some of those in which we are likely to invest, police protection and effective eviction proceedings are not available to land owners. As a result, we cannot give you any assurance that our future properties will not be subject to invasion or occupation by these groups. A land invasion or occupation could materially impair the normal use of our lands or have a material adverse effect on us or the value of our common shares or ADRs.

Risks Relating to Our Business

Fluctuation in market prices for our agriculture products could adversely affect our financial condition and results of operations.

Prices for cereals, oilseeds and by-products, like those of other commodities, can be expected to fluctuate significantly. The prices that we are able to obtain for our agriculture products depend on many factors beyond our control, including:

prevailing world prices, which historically have been subject to significant fluctuations over relatively short periods of time, depending on worldwide demand and supply;

changes in the agricultural subsidy levels in certain important countries (mainly the United States and countries in the European Union) and the adoption of other government policies affecting industry market conditions and prices; and

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demand for and supply of competing commodities and substitutes.

Our financial condition and results of operations could be materially and adversely affected if the prices of grains and agricultural by-products were to decline below current levels.

Unpredictable weather conditions may have an adverse impact on our crop and beef cattle production.

The occurrence of severe adverse weather conditions, especially droughts, hail or floods, is unpredictable and may have a potentially devastating impact upon our crop production and, to a lesser extent, our beef cattle production. The occurrence of severe adverse weather conditions may reduce yields on our farms or require us to increase our level of investment to maintain yields. As a result, we cannot assure you that future severe adverse weather conditions will not adversely affect our operating results and financial condition.

Disease may strike our crops without warning potentially destroying some or all of our yields.

The occurrence and effect of crop disease and pestilence can be unpredictable and devastating to crops, potentially destroying all or a substantial portion of the affected harvests. Even when only a portion of the crop is damaged, our results of operations could be adversely affected because all or a substantial portion of the production costs for the entire crop have been incurred. Although some crop diseases are treatable, the cost of treatment is high, and we cannot assure that such events in the future will not adversely affect our operating results and financial condition.

Our cattle are subject to diseases.

Diseases among our cattle herds, such as tuberculosis, brucellosis and foot-and-mouth disease, can have an adverse effect on milk production and fattening, rendering cows unable to produce milk or meat for human consumption. Outbreaks of cattle diseases may also result in the closure of certain important markets, such as the United States, to our cattle products. Although we abide by national veterinary health guidelines, which include laboratory analyses and vaccination, to control diseases among the herds, especially foot-and-mouth disease, we cannot assure that future outbreaks of cattle diseases will not occur. A future outbreak of diseases among our cattle herds may adversely affect our beef cattle and milk sales which could adversely affect our operating results and financial condition.

We may be exposed to material losses due to volatile crop prices since we hold significant uncovered futures and options positions to hedge our crop price risk.

Due to the fact that we do not have 100% of our crops hedged, we are unable to have minimum price guarantees for all of our production and are therefore exposed to significant risks associated with the level and volatility of crop prices. We are subject to fluctuations in crop prices which could result in receiving a lower price for our crops than our production cost. We are also subject to exchange rate risks related to our crops that are hedged, because our futures and options positions are valued in U.S. dollars, and thus are subject to exchange rate risk.

In addition, if severe weather or any other disaster generates a lower crop production than the position already sold in the market, we may suffer material losses in the repurchase of the sold contracts.

The creation of new export taxes may have an adverse impact on our sales.

In order to prevent inflation and variations in the exchange rate from adversely affecting prices of primary and manufactured products (including agricultural products), and to increase tax collections and reduce Argentina's fiscal deficit, the Argentine government has imposed new taxes on exports. Pursuant to Resolution No. 11/02 of the Ministry of Economy and Production, as amended by Resolution 35/02, 160/2002, 307/2002 and 530/2002, effective as of March 5, 2002, the Argentine government imposed a 20%, 10% and 5% export tax on primary and manufactured products. On November 12, 2005, pursuant to Resolution No. 653/2005, the Ministry

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of Economy and Production increased the tax on beef cattle exports from 5% to 10%, and on January 2007 increased the tax on soybean exports from 23.5% to 27.5%. Pursuant to Resolutions No. 368/07 and 369/07, both dated November 12, 2007, the Ministry of Economy and Production further increased the tax on soybean exports from 27.5% to 35.0% and also the tax on wheat and corn exports from 20.0% to 28.0% and from 20.0% to 25.0%, respectively.

Export taxes might have a material and adverse effect on our sales. We produce exportable goods and, therefore, an increase in export taxes is likely to result in a decrease in our products' price, and, therefore, may result in a decrease of our sales. We cannot guarantee the impact of those or any other future measures that might be adopted by the Argentine government on our financial condition and result of operations.

Government intervention in our markets may have a direct impact on our prices.

The Argentine government has set certain industry market conditions and prices in the past. In order to prevent a substantial increase in the price of basic products as a result of inflation, the Argentine government is adopting an interventionist policy. In March 2002, the Argentine government fixed the price for milk after a conflict among producers and the government. During 2005, the Argentine government adopted measures in order to increase the domestic availability of beef and reduce domestic prices. The Argentine government increased the withholding rate and established a minimum weight requirement for animals to be slaughtered. In March 2006, the foreign sales of cuts of beef cattle were momentarily suspended. The latter measure was softened once prices decreased. Moreover, on December 27, 2007, the Ministry of Economy enacted Resolution No. 24/2007 requiring prior governmental authorization for exports of beef until March 31, 2008. There can be no assurance that the Argentine government will not interfere in other areas by setting prices or regulating other market conditions. Accordingly, we cannot assure you that we will be able to freely negotiate all our products' prices in the future or that the prices or other market conditions that the Argentine government could impose will allow us to freely negotiate the price of our products.

We may increase our crop price risk since we could have a long position in crop derivatives.

In order to improve the use of land and capital allocation, we may have a long position in crops in addition to our own production. This strategy increases our crop price risk, generating material losses in a downward market.

We do not maintain insurance on our crop storage facilities; therefore, if a fire or other disaster damages some or all of our harvest, we will not receive any compensation.

We store a significant portion of our grain production during harvest due to the seasonal drop in prices that normally occurs at that time. Currently, we have approximately 15,341 tons of storage capacity at various farms and plan to further increase our storage capacity. We do not maintain insurance on our storage facilities. Although our storage capacity is in several different locations, and it is unlikely that a natural disaster affects all of our silos simultaneously, a fire or other natural disaster which damages the stored grain, particularly if such event occurs shortly after harvesting, could have an adverse effect on our operating results and financial condition.

Worldwide competition in the markets for our products could adversely affect our business and results of operations.

We experience substantial worldwide competition in each of our markets and in many of our product lines. The market for cereals, oil seeds and by-products is highly competitive and also sensitive to changes in industry capacity, producer inventories and cyclical changes in the world's economies, any of which may significantly affect the selling prices of our products and thereby our profitability. Due to the fact that many of our products are agricultural commodities, they compete in the international markets almost exclusively on the basis of price. Many other producers of these products are larger than us, and have greater financial and other resources. Moreover, many other producers receive subsidies from their respective countries while we do not receive any.

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such subsidies from the Argentine government. These subsidies may allow producers from other countries to produce at lower costs than us and/or endure periods of low prices and operating losses for longer periods than we can. Any increased competitive pressure with respect to our products could materially and adversely affect our financial condition and results of operations.

If we are unable to maintain our relationship with our customers, particularly with the single customer who purchases our entire raw milk production each month, our business may be adversely affected.

Though our cattle sales are diversified, we are and will continue to be significantly dependent on a number of third party relationships, mainly with our customers for crop and milk sales. In 2007, we sold our products to approximately 140 customers. Sales to our ten largest customers represented approximately 71% of our net sales for the fiscal year ended June 30, 2007. Of these customers, our biggest three customers, Cargill S.A., Mastellone Hnos. S.A. and Quickfood S.A. represented, in the aggregate, approximately 46% of our net sales, while the remaining seven customers in the aggregate represented approximately 26% of our net sales in fiscal 2007.

In addition, we currently sell our entire raw milk production to one customer in Argentina, Mastellone Hnos. S.A. For the year ended June 30, 2007, these sales represented approximately 8.8% of our total revenues. There can be no assurance that this customer will continue to purchase our entire raw milk production or that, if it fails to do so, we could enter into satisfactory sale arrangements with new purchasers in the future.

We sell our crop production mainly to exporters and manufacturers that process the raw materials to produce meal and oil, products that are sent to the export markets. The Argentine crop market is characterized by a few purchasers and a great number of sellers. Although most of the purchasers are international companies with strong financial conditions, we cannot assure you that this situation will remain the same in the future or that this market will not get more concentrated in the future.

We may not be able to maintain or form new relationships with customers or others who provide products and services that are important to our business. Accordingly, we cannot assure you that our existing or prospective relationships will result in sustained business or the generation of significant revenues.

Our business is seasonal, and our revenues may fluctuate significantly depending on the growing cycle.

Our agribusiness business is highly seasonal in nature. The harvest and sale of crops (corn, soybean and sunflower) generally occurs from February to June. Wheat is harvested from December to January. Our operations and sales are affected by the growing cycle of the crops we process and by decreases during the summer in the price of the cattle we fatten. As a result, our results of operations have varied significantly from period to period, and are likely to continue to vary, due to seasonal factors.

Our principal shareholder has the ability to direct our business and affairs, and its interests could conflict with yours.

As of December 31, 2007, our largest beneficial shareholder, Mr. Eduardo S. Elsztain, was the beneficial owner of 32.1% of our common shares. As of December 31, 2007, such beneficial ownership consisted of 102,876,754 of our common shares owned through Inversiones Financieras del Sur S.A., or IFISA, a company of which, our director, Mr. Elsztain is the largest beneficial owner. As a result of his significant influence over us, Mr. Elsztain, through IFISA, has been able to elect a majority of the members of our board of directors, direct our management and determine the result of substantially all resolutions that require shareholders' approval, including fundamental corporate transactions and our payment of dividends by us.

The interests of our principal shareholder and management may differ from, and could conflict with, those of our other shareholders. From time to time we engage in transactions with related parties on terms we consider arm's length. For example, pursuant to a consulting agreement we pay a management fee equal to 10% of our annual net income to Consultores Asset Management S.A., formerly known as Dolphin Fund Management

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S.A. (Consultores Asset Management), a company whose capital stock is 85% owned by Eduardo Elsztain and 15% owned by Saúl Zang, the first vice-chairman of our board of directors. This performance based fee could be viewed as an incentive for Consultores Asset Management to favor riskier or more speculative investments than would otherwise be the case. In addition, as of December 31, 2007 Mr. Elsztain was the beneficial owner, due to his indirect shareholding through Cresud of approximately 36.3% of the common shares of IRSA, an Argentine company that currently owns approximately 62.5% of the common shares of its subsidiary Alto Palermo whose chief executive officer is Mr. Alejandro G. Elsztain, Mr. Eduardo Elsztain's brother and our chief executive officer of Cresud. We cannot assure you that our principal shareholders will not cause us to forego business opportunities that their affiliates may pursue or to pursue other opportunities that may not be in our interest, all of which may adversely affect our business, results of operations and financial condition and the value of our common shares and the ADSs.

We depend on our chairman and senior management.

Our success depends, to a significant extent, on the continued employment of Eduardo S. Elsztain, our president and chairman of the board of directors, and Alejandro G. Elsztain, our chief executive officer. The loss of their services for any reason could have a material adverse effect on our business. If our current principal shareholders were to lose their influence on the management of our business, our principal executive officers could resign or be removed from office.

Our future success also depends in part upon our ability to attract and retain other highly qualified personnel. We cannot assure you that we will be successful in hiring or retaining qualified personnel, or that any of our personnel will remain employed by us.

The Investment Company Act may limit our future activities.

Under Section 3(a)(3) of the Investment Company Act of 1940, as amended, an investment company is defined in relevant part to include any company that owns or proposes to acquire investment securities that have a value exceeding 40% of such company's unconsolidated total assets (exclusive of U.S. government securities and cash items). Investments in minority interests of related entities as well as majority interests in consolidated subsidiaries which themselves are investment companies are included within the definition of investment securities for purposes of the 40% limit under the Investment Company Act.

Companies that are investment companies within the meaning of the Investment Company Act, and that do not qualify for an exemption from the provisions of such Act, are required to register with the Securities and Exchange Commission and are subject to substantial regulations with respect to capital structure, operations, transactions with affiliates and other matters. In the event such companies do not register under the Investment Company Act, they may not, among other things, conduct public offerings of their securities in the United States or engage in interstate commerce in the United States. Moreover, even if we desired to register with the Commission as an investment company, we could not do so without an order of the Commission because we are a non-U.S. corporation, and it is unlikely that the Commission would issue such an order.

In recent years we have made a significant minority investment in the capital stock of IRSA, an Argentine company engaged in a range of real estate activities. As of December 31, 2007, we owned approximately 34.6% of IRSA's outstanding shares. As of December 31, 2007, our total investment in IRSA represented approximately 43.2% of our total assets. Although we believe we are not an investment company for purposes of the Investment Company Act, our belief is subject to substantial uncertainty, and we cannot give you any assurance that we would not be determined to be an investment company under the Investment Company Act. As a result, the uncertainty regarding our status under the Investment Company Act may adversely affect our ability to offer and sell securities in the United States or to U.S. persons. The United States capital markets have historically been an important source of funding for us, and our future financing ability may be adversely affected by a lack of access to the United States capital markets. If an exemption under the Investment Company Act is unavailable to us in the future and we desire to access the U.S. capital markets, our only recourse would be to file an application to the SEC for an exemption from the provisions of the Investment Company Act which is a lengthy and highly uncertain process.

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Moreover, if we offer and sell securities in the United States or to U.S. persons and we were deemed to be an investment company and not exempted from the application of the Investment Company Act, contracts we enter into in violation of, or whose performance entails a violation of, the Investment Company Act, including any such securities, may not be enforceable against us.

We hold Argentine securities which are more volatile than U.S. securities and carry a greater risk of default.

We currently have and in the past have had certain investments in Argentine government debt, corporate debt, and equity securities. In particular, we hold a significant interest in IRSA, an Argentine company that has suffered material losses, particularly during fiscal years 2001 and 2002. Although our holding of these investments, excluding IRSA, tends to be short term, investments in such securities involve certain risks, including:

market volatility, higher than those typically associated with U.S. government and corporate securities; and

loss of principal.

Some of the issuers in which we have invested and may invest, including the Argentine government, have in the past experienced substantial difficulties in servicing their debt obligations, which have led to the restructuring of certain indebtedness. We cannot assure that the issuers in which we have invested or may invest will not be subject to similar or other difficulties in the future which may adversely affect the value of our investments in such issuers. In addition, such issuers and, therefore, such investments, are generally subject to many of the risks that are described in this section with respect to us, and, thus, could have little or no value.

We could be adversely affected by our investment in IRSA if IRSA's value decreases.

We currently own 34.6% of IRSA's outstanding shares. As of June 30, 2007, we owned 25.0% of IRSA's outstanding shares which represented an investment of Ps.344.6 million through the purchase of shares and the conversion of convertible notes. In addition, as of such date, we owned 12.5 million of IRSA's warrants. As of December 31, 2007, our investment in IRSA was Ps.514.5 million, representing 43.2% of our total consolidated assets.

Our investment in IRSA is subject to risks common to investments in commercial and residential properties in general, many of which are not within IRSA's control. Any one or more of these risks might materially and adversely affect IRSA's business, financial condition or results of operations. The yields available from equity investments in real estate depend on the level of sales or rental income generated and expenses incurred. In addition, other factors may affect the performance and value of a property adversely, including local economic conditions where the properties are located, macroeconomic conditions in Argentina and the rest of the world, competition from other real estate developers, IRSA's ability to find tenants, tenant default or rescission of leases, changes in laws and governmental regulations (including those governing usage, zoning and real property taxes), changes in interest rates (including the risk that increased interest rates may result in decreased sales of lots in the residential development properties) and the availability of financing. IRSA may also be unable to respond effectively to adverse market conditions or may be forced to sell one or more of its properties at a loss because the real estate market is relatively illiquid. Certain significant expenditures, such as debt service, real estate taxes, and operating and maintenance costs, generally are not reduced in circumstances resulting in a reduction in income from the investment.

It is possible that these or other factors or events will impair IRSA's ability to respond to adverse changes in the performance of its investments, causing a material decline in IRSA's financial condition or results of operations which could adversely affect our financial condition and results of operations.

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While IRSA's share price increased during fiscal years 2005, 2006 and 2007, we cannot assure you that the share price will not decline in the future. Given the relative size of our investment in IRSA, any decline could have a material adverse effect on our financial condition and results of operations.

We could be materially and adversely affected by our investment in BrasilAgro.

As of December 31, 2007, our investment in BrasilAgro represented 7.1% of our total consolidated assets. BrasilAgro was formed on September 23, 2005 to exploit opportunities in the Brazilian agricultural sector. BrasilAgro seeks to acquire and develop future properties to produce a diversified range of agricultural products (which may include sugarcane, grains, cotton, forestry products and livestock). BrasilAgro is a recently incorporated company that has been operating for one and a half years. As a result, it has a developing business strategy and limited track record. BrasilAgro's business strategy may not be successful, and if not successful, BrasilAgro may be unable to successfully modify its strategy. BrasilAgro's ability to implement its proposed business strategy may be materially and adversely affected by many known and unknown factors. If we were to write-off our investments in BrasilAgro, this would likely materially and adversely affect our business. As of June 30, 2007 we owned 7.4% of the outstanding common shares of BrasilAgro. As of December 31, 2007 we owned 8.25% of the outstanding common shares of BrasilAgro.

We may invest in countries other than Argentina and Brazil and cannot give you any current assurance as to the countries in which we will ultimately invest, and we could fail to list all risk factors for each possible country.

We have a broad and opportunistic business strategy and you should understand that we may invest in countries other than Argentina and Brazil including countries in other emerging markets outside Latin America such as Africa. As a result, it is not possible at this time to identify all risk factors that may affect our future operations and the value of our common shares and ADSs.

We will be subject to extensive environmental regulation.

Our activities are subject to a wide set of federal, state and local laws and regulations relating to the protection of the environment, which impose various environmental obligations. Obligations include compulsory maintenance of certain preserved areas in our properties, management of pesticides and associated hazardous waste and the acquisition of permits for water use. Our proposed business is likely to involve the handling and use of hazardous materials that may cause the emission of certain regulated substances. In addition, the storage and processing of our products may create hazardous conditions. We could be exposed to criminal and administrative penalties, in addition to the obligation to remedy the adverse affects of our operations on the environment and to indemnify third parties for damages, including the payment of penalties for non-compliance with these laws and regulations. Since environmental laws and their enforcement are becoming more stringent in Argentina, our capital expenditures and expenses for environmental compliance may substantially increase in the future. In addition, due to the possibility of future regulatory or other developments, the amount and timing of environmental-related capital expenditures and expenses may vary substantially from those currently anticipated. The cost of compliance with environmental regulation may result in reductions of other strategic investments which may consequently decrease our profits. Any material unforeseen environmental costs may have a material adverse effect on our business, results of operations, financial condition or prospects.

As of December 31, 2007, we owned land reserves in excess of 314,405 hectares, most of which is located in under-utilized areas where agricultural production is not fully developed. Existing or future environmental regulations may prevent us from completely developing our land reserves, requiring us to maintain a portion of such land as unproductive land reserves. For example, on November 28, 2007, the National Congress passed Law No. 26,331, known as the Forests Law which establishes minimum budgets for provincial expenditures to promote protection, restoration, conservation and sustainable use of native forests. The Forests Law prevents the owners of lands, including native forests, from deforesting or converting forested areas into non-forest lands for other commercial uses without a prior permit from each local government granting of such permit requires the preparation, evaluation and approval of an environmental impact report. The Forests Law

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further provides that each province must adopt a plan for the implementation of the Forest Law within one year and that no deforestation is permitted during such one-year period. In addition, the Forests Law also establishes a national policy for the sustainable use of native forests which purports to afford the preferential use rights to aboriginal and farming communities that reside near such forest. In this case, the relevant provincial authority is not to grant permits without formal public hearings and the written consent of such communities.

We cannot assure you that current or future development applications will be approved, and if so, to what extent we will be allowed to develop our land.

Increased energy prices could adversely affect our operations.

We require substantial amounts of fuel oil and other resources for our harvest activities and transport of our agricultural products. We rely upon third parties for our supply of the energy resources consumed in our operations. The prices for and availability of energy resources may be subject to change or curtailment, respectively, due to, among other things, new laws or regulations, imposition of new taxes or tariffs, interruptions in production by suppliers, worldwide price levels and market conditions. The prices of various sources of energy may increase significantly from current levels. An increase in energy prices could materially adversely affect our results of operations and financial condition.

Risks Relating to IRSA's Business

IRSA's performance is subject to risks associated with its properties and with the real estate industry.

IRSA's economic performance and the value of its real estate assets, and consequently the value of its securities, are subject to the risk that if IRSA properties do not generate sufficient revenues to meet its operating expenses, including debt service and capital expenditures, IRSA's cash flow and ability to pay distributions to its shareholders will be adversely affected. Events or conditions beyond IRSA's control that may adversely affect IRSA's operations or the value of its properties include:

downturns in the national, regional and local economic climate;

volatility and decline in discretionary spending;

competition from other office, industrial and commercial buildings;

local real estate market conditions, such as oversupply or reduction in demand for office, or other commercial or industrial space;

changes in interest rates and availability of financing;

the exercise by its tenants of their legal right to early termination of their leases;

vacancies, changes in market rental rates and the need to periodically repair, renovate and re-lease space;

increased operating costs, including insurance expense, utilities, real estate taxes, state and local taxes and heightened security costs;

civil disturbances, earthquakes and other natural disasters, or terrorist acts or acts of war which may result in uninsured or underinsured losses;

significant expenditures associated with each investment, such as debt service payments, real estate taxes, insurance and maintenance costs which are generally not reduced when circumstances cause a reduction in revenues from a property;

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declines in the financial condition of IRSA's tenants and IRSA's ability to collect rents from its tenants;

changes in IRSA's ability or its tenants' ability to provide for adequate maintenance and insurance, possibly decreasing the useful life of and revenue from property; and