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Estanislao H. Olmos
Bruchou & Funes de Rioja

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1. What are the main structures for mergers and acquisitions (M&A) transactions available under local law, and what are their key distinctions?

The principal structures for M&A transactions in Argentina are share purchases and asset purchases. To a lesser extent, statutory mergers between independent businesses (as distinct from intragroup reorganization mergers) are also used. Given the prevailing corporate structure of most publicly listed companies in Argentina, which are typically controlled by one or more shareholder groups through holding vehicles with majority stakes (often exceeding 50%), tender offers are generally limited to mandatory offers triggered upon a change of control. Public M&As in Argentina are, in general, private transactions with the controlling group.

A share purchase is the most common structure for acquiring control of a target company. This approach involves the acquisition of equity interests — whether shares in a corporation (*sociedad anónima*) or quotas in a limited liability company (*sociedad de responsabilidad limitada*). The structure enables the buyer to acquire the target as a going concern, with all contracts, permits, and liabilities (both known and unknown) transferring automatically, without requiring individual assignment or novation. Share purchases are typically favored when the target holds material permits, concessions, or contracts that would be difficult to transfer individually. Also, in most cases, this is the most tax efficient deal structure.

Capital gains realized by non-Argentine resident shareholders located in cooperative jurisdictions are generally taxed at 15% on net income. Acquisition cost may be adjusted for inflation if the shares were acquired after 2018. Double taxation treaties may reduce the applicable capital gains tax rate (generally to 10%, and in certain cases to 5%), provided certain conditions are met. Exemptions from capital gains tax apply only to sales of Argentine shares in the context of an Initial Public Offering (IPO), which requires listing with the Argentine securities regulator.

By contrast, the applicable rate on sales of individual assets may reach up to 35% on net income. Acquisition costs may similarly be adjusted for inflation if the assets were acquired after 2018. Other federal taxes (e.g., VAT) and local taxes (e.g., gross turnover tax and stamp tax) may also apply to asset sales, depending on the circumstances.

An asset purchase involves the acquisition of specific assets and the assumption of specific liabilities of the target. This structure provides greater flexibility, allowing buyers to select desired assets while leaving behind unwanted liabilities. However, asset purchases may trigger transfer taxes and require third-party consents for contract assignments.

Law 11,867 was created for transferring going concerns and is intended to protect creditors by providing them with an opportunity to secure their claims before the transfer. However, the procedure is highly formal, requires substantial time to be completed, and provides only limited advantages to the parties involved as it does not entirely eliminate successor liabilities; therefore, large companies seldom use the process outlined in this law.

In practice, when sophisticated parties are involved, this formal procedure is — in most cases — not followed. Instead, the parties address successor liability through indemnification obligations and liability assumption provisions in the asset purchase agreement. In the pharma industry, asset purchases of product lines are quite common.

A merger (*fusión*) under Argentine law involves the combination of two or more companies, either through absorption (where one company absorbs another) or through the creation of a new entity. Mergers require compliance with specific procedural steps under the General Companies Law (*Ley General de Sociedades* No. 19,550), including creditor notification and opposition periods. Mergers can be structured as tax-free reorganizations if certain requirements are met.

Tax-free reorganizations require, in a nutshell, compliance with certain requirements prior to the effective reorganization date (i.e., conduct business or have ceased operations no more than 18 months before the reorganization date, and operate — or have ceased operating within 12 months before the merger date — in the same or a related industry), and with certain requirements after the effective reorganization date, that is:

- maintain at least 80% ownership in the surviving entity or entities for a minimum of two years following the reorganization;
- continue the same or related activities conducted by the reorganization date for at least two years following the reorganization;
- satisfy all procedural and registration requirements under the General Companies Law; and
- report the reorganization to the federal tax authority within 180 days of the reorganization date.

Tax-free reorganizations within the same economic group are subject to fewer requirements.

To transfer accumulated net operating losses and tax benefits arising from special promotion regimes in the context of a tax-free reorganization, shareholders of the reorganizing entities must have held at least 80% of their stake in the reorganizing entities for a minimum of two years before the reorganization date (or since incorporation, if shorter).

Transfers under tax-free reorganizations do not result in a step-up in the tax basis of the assets transferred.

Tender offers are mandatory for the acquisition of control of publicly listed companies and are regulated by the Argentine Securities Commission (*Comisión Nacional de Valores* (CNV)). The acquirer must offer to purchase shares from all shareholders on identical terms and at least at an equitable price.

2. How would you describe the current M&A market in Argentina?

The M&A market in Argentina experienced a notable resurgence in 2025 and early 2026. During this period, there were approximately 105 transactions worth over USD 7 billion nationally, with energy and natural resources leading market activity.

The Incentive Regime for Large Investments (*Régimen de Incentivo para Grandes Inversiones* (RIGI)) has been a cornerstone for strategic sector development, particularly in oil and gas, mining, energy, and infrastructure. Other sectors within the RIGI regulations are forestry, tourism, technology, and steel. As of January 2026, the Argentine government has approved 10 projects under the RIGI, with aggregate committed investment of approximately USD 25.5

billion. The regime is overwhelmingly concentrated in energy (oil, gas, LNG, and renewables) and mining (mainly lithium and emerging copper projects), which together account for virtually all approved investment. In the broader pipeline of projects (approved plus under evaluation), mining represents roughly two-thirds of projected investment and energy about one-third, underscoring RIGI's extractive and export-oriented focus. LNG projects are expected to be authorized during 2026 and would double the committed investments thus far.

M&A activity in Vaca Muerta's oil & gas sector has been particularly robust. Key transactions included Vista Energy's approximately USD 1.5 billion acquisition of Petronas E&P Argentina's stake in La Amarga Chica, Vista Energy's USD 750 million acquisition of Equinor's stake in Bandurria Sur and Bajo del Toro, the formation of the VMOS and Southern Energy (LNG) consortiums, a strategic asset swap between YPF and Pluspetrol to realign upstream positions for the Argentina LNG project, as well as portfolio rebalancing transactions involving YPF and TotalEnergies — including YPF's acquisition of TotalEnergies' assets and YPF's divestment of Manantiales to Rovella.

The financial services sector continues to consolidate, with traditional banks increasingly pursuing technology and fintech solutions through acquisitions or joint ventures with technology-focused partners. The investor mix includes both domestic players and increasing foreign investor interest, particularly from strategic investors focused on the energy and mining sectors.

3. What major trends have you seen in the past 12–24 months?

Following the unprecedented investment surge in Argentina during 2025, there has been notable M&A activity, particularly in asset acquisitions and joint ventures in oil and gas and mining. This was enabled in part because Argentina effectively addressed the long-standing evacuation bottleneck affecting Vaca Muerta's production. Solutions included the expansion of the Oldelval system (Duplicar Project) and Oil Tanking facilities, the commissioning of the Vaca Muerta Norte pipeline, the rehabilitation of the Trans-Andean Pipeline, and — most notably — the legal and financial close of the VMOS project (currently under construction), which consolidated the infrastructure required to sustain production growth and exports.

In the financial services sector, traditional banks are increasingly pursuing technology and fintech solutions through acquisitions or joint ventures with technology-focused partners. This trend continues to accelerate, with new players entering the fintech market and growing convergence between traditional banks and fintech companies — whether through banks launching digital products or fintechs seeking banking licenses. As foreign exchange regulations continue to ease, some consolidation in the brokerage sector is also expected.

From a tax perspective, Argentina is continuing to enhance its international competitiveness and pursue OECD accession. As of January 1, 2026, the Multilateral Instrument has taken effect, aligning 17 tax treaties with BEPS standards and tightening treaty-based planning.

With respect to deal structures, during 2025, more domestic M&A transactions with cross-border elements incorporated representations and warranties insurance; a feature only seen in the context of global transactions. Argentina appears poised to adopt this instrument as latterly seen in other Latin American jurisdictions, though regulatory challenges remain.

Macroeconomic factors have significantly influenced dealmaking. To the extent that the federal government continues successfully addressing inflation and simplifying foreign exchange regulations, M&A activity should continue growing across multiple sectors, including transactions involving foreign investors.

4. What are your predictions for the M&A market in the next 12–24 months?

We anticipate notable M&A activity in Argentina to continue, particularly asset acquisitions and joint ventures in oil and gas and mining. Several publicly owned or operated businesses — such as Transener, Aguas Argentinas, and certain railroad enterprises — are in the pipeline for privatization. Additionally, the new concession of Hidrovías Paraná-Paraguay (a crucial international river transport route carrying roughly 80% of Argentina's agricultural exports) is expected to be completed this year.

The RIGI will remain a cornerstone for strategic sector development throughout 2026. Market participants continue to value the regime's tax benefits and the stabilization of foreign exchange regulations.

Consolidation is expected to persist in financial services, as fintechs emerge and banks converge with fintech companies.

With the National Competition Authority now formally appointed, Argentina will transition to a pre-merger control system by November 2026. This shift will significantly impact M&A practices, as local practitioners have operated under a post-closing regime for decades. We anticipate significant debate in the local M&A community regarding hell-or-high-water provisions — which under the prior regime appeared justified in most cases — as well as interim operating covenants.

A tax bill scheduled for Congressional debate in February could reduce corporate income tax brackets and introduce income tax exemptions for certain real estate transactions and specified financial investments. Negotiations for new double tax treaties with additional jurisdictions are also expected.

Since 2026 is not an electoral year, the government will likely be able to focus on reducing inflation and country risk while advancing its reform agenda, further liberalizing the private sector from burdensome regulations — including major labor and tax reforms.

5. What are the key laws and regulations governing M&A?

The primary legal framework governing M&A in Argentina includes the Civil and Commercial Code, and the General Companies Law No. 19,550 (*Ley General de Sociedades*), which establishes corporate structures, merger procedures, and shareholder rights applicable to Argentine companies.

For publicly traded companies, the Capital Markets Law No. 26,831 (*Ley de Mercado de Capitales*), and the regulations of the CNV establish disclosure requirements, tender offer rules, and other matters related to public M&A transactions.

The Competition Law No. 27,442 (*Ley de Defensa de la Competencia*) governs merger control.

Foreign investment is generally governed by the Foreign Investment Law (*Ley de Inversiones Extranjeras* No. 21,382), which establishes the principle of equal treatment between foreign and domestic investors.

The key regulatory bodies overseeing M&A activity include:

- the CNV, which regulates public company transactions and tender offers;
- the National Competition Authority, which reviews merger notifications and will administer the pre-merger control system beginning November 2026; and
- sector-specific regulators for transactions involving regulated industries such as financial services, telecommunications, insurance, and energy. Change of control in some of these sector-regulated businesses are subject to prior approval by the competent regulator.

6. What forms of consideration are commonly used? Are there restrictions on non-cash consideration?

Cash consideration in United States dollars remains the predominant form of consideration in Argentine M&A transactions. This preference reflects the historical volatility of the Argentine peso and the desire to hedge currency risk. Local currency (peso) consideration is less common even in purely domestic transactions.

Recently, there have been a couple of transactions using shares of publicly listed companies as consideration in M&A (like the payment-in-kind by Galicia to HSBC in the sale of HSBC Argentina, and in the context of the merger between Banco Valores and Columbus), particularly where the parties sought immediate liquidity and better tax treatment.

Earn-outs are frequently used in local M&A transactions involving entrepreneur-owner-managed businesses, and not solely to bridge valuation gaps — they often serve as retention tools as well.

Deals involving Argentine assets continue to be heavily influenced by existing foreign exchange controls and regulatory uncertainty. Financing structures must be carefully tailored to remain resilient under multiple future scenarios — whether capital controls are relaxed or, conversely, reinforced in the near future.

7. What is the typical scope and focus of due diligence?

Due diligence in Argentine M&A transactions typically covers legal, financial, tax, labor, environmental, and regulatory matters. The specific focus depends on the sector and the nature of the target's business.

Tax, labor and compliance with foreign exchange regulations due diligence are particularly important. Buyers should anticipate heightened scrutiny of holding and financing structures and potential limitations on treaty relief, particularly following the Multilateral Instrument taking effect on January 1, 2026, which aligned 17 tax treaties with BEPS standards and tightened treaty-based planning.

Foreign exchange and regulatory compliance are critical areas of focus given the historical regulatory volatility.

Following years of economic volatility, due diligence often focuses on understanding the target's exposure to currency fluctuations and regulatory changes.

There are no specific legal restrictions on access to information during due diligence, though standard confidentiality agreements are used, and insider trading rules apply to transactions involving publicly traded companies.

8. How common are warranty and indemnity (W&I) insurance policies, and how do they affect negotiations of representations and warranties?

During 2025, more domestic M&A transactions with cross-border elements incorporated representations and warranties insurance. Argentina appears poised to adopt this instrument as seen in other Latin American jurisdictions.

There are several challenges ahead in this regard, including regulatory issues if the beneficiary is a local party. If the business community embraces this solution, local regulations and market participants will eventually adapt accordingly.

9. Distinct from antitrust and competition law requirements, are there restrictions or review mechanisms for foreign buyers acquiring domestic businesses or assets?

Argentina generally maintains an open foreign investment regime based on the principle of equal treatment between foreign and domestic investors under our National Constitution and the Foreign Investment Law. Foreign investors may acquire Argentine businesses and assets on the same terms as local investors, without requiring prior governmental approval in the majority of sectors.

However, sector-specific regulations may impose ownership restrictions or require regulatory approvals in certain industries, such as media, financial services, and certain natural resources activities (both when involving rural land or land in locations that qualify as border security zones).

The RIGI provides a favorable framework for foreign investment in selected strategic sectors, offering tax benefits, foreign exchange stabilization, and regulatory certainty. Foreign investors participating in RIGI-registered projects benefit from the regime's protections and incentives. The window to register RIGI projects is due to expire in June 2026, unless the Federal Government extends it for a one-year period.

There are no general national security review mechanisms comparable to CFIUS in the United States or similar regimes in other jurisdictions.

10. What are the major disclosure or announcement requirements for public M&A transactions?

M&A transactions in Argentina are subject to CNV disclosure requirements when they involve a publicly listed party or target.

Material events affecting a publicly traded company, including the announcement of a potential acquisition or merger, must be disclosed to the CNV and the relevant stock exchanged promptly. The disclosure must provide sufficient information for investors to make informed decisions.

Tender offers for publicly traded companies are subject to specific procedural and disclosure requirements, including filing of a prospectus with the CNV and publicly announcing the offer terms.

Parties to significant transactions must comply with insider trading prohibitions, which restrict trading by persons with material non-public information about the transaction.

11. How are public takeovers regulated, and what are the main procedural requirements?

Takeovers are regulated by the Capital Markets Law and CNV regulations. Public takeovers in Argentina, however, are not frequent as most listed companies have a consolidated controlling group. Therefore, even if a publicly listed company is the target, the takeover is done through a private M&A with the controlling group, which would trigger a mandatory tender offer for the benefit of the minority investors at an equitable price (which takes into account the higher price paid by the party taking over during a 12-month period prior to the public takeover offer (*Oferta Pública de Adquisición* (OPA)) or the average price of the immediate semester; CNV contemplates certain further regulations on price which requires careful review before launching an OPA).

The OPA will be launched after closing, pending CNV approval. CNV regulations provide certain exceptions to the OPA requirement.

The definition of control is broad, encompassing not only direct share acquisitions but also shareholder agreements that grant the parties sufficient votes to form the corporate will at ordinary shareholders' meetings or to elect or remove a majority of directors or supervisory board members.

The price payable under the OPA will be in pesos (adjusted by an index) or the peso equivalent of the foreign currency used in the triggering transaction (using BYMA Dollar Index or, if higher, BNA selling exchange rate).

12. How are M&A disputes commonly resolved? Are there preferred dispute resolution forums or governing laws?

M&A disputes in Argentina are commonly resolved through arbitration, which is the preferred dispute resolution mechanism for cross-border transactions. Parties frequently select international arbitration institutions such as the ICC and choose neutral governing laws (often New York or English law).

Litigation in Argentine courts remains an option, particularly for purely domestic transactions or where specific remedies under Argentine law are sought (including collateral over assets located in Argentina).

Under Argentine law, parties to a domestic contract cannot agree on a foreign law or jurisdiction when the contract is domestic. Similarly, parties cannot agree on a seat of arbitration outside Argentina when the matter does not qualify

as "international". Otherwise, the arbitration clause would be invalid under Argentine law, and any arbitral award would be unenforceable in Argentina. A matter qualifies as international if it has a relevant connecting factor with another country, determined objectively based on:

- the place of performance;
- the place of contracting, and
- the domicile of the parties.

13. What role are emerging technologies playing in shaping upcoming M&A opportunities or challenges locally?

We do not anticipate significant AI-driven standardization in Argentina in the near future, though AI tools for due diligence and contract review continue to accelerate, achieving greater efficiency in mechanical tasks. Argentina lacks statistics on common terms in private M&A, and public transactions are relatively limited — unlike in the United States, where the ABA publishes annual reports on deal terms. This data gap will likely delay convergence.

In jurisdictions such as Argentina, bespoke transaction structuring remains critical. Deals continue to be heavily influenced by foreign exchange controls and regulatory uncertainty. As a result, while AI may help optimize procedures, it will not replace the need for bespoke legal and financial structuring. AI will serve as an enabler, allowing legal teams to focus on high-value, jurisdiction-specific problem solving central to cross-border M&A in emerging markets.

14. Are there any other significant corporate M&A considerations in Argentina?

Private credit is less common in the Argentine market and, where it does occur, is not always visible to sellers — typically treated as a financing matter handled internally by the buyer "in the backyard". We do not anticipate significant changes in the use of this option in 2026.

Regarding valuations, following years of economic volatility, valuations in Argentina continue to incorporate country risk premiums in addition to interest rates and other standard valuation factors. Encouragingly, the current federal government is expected to continue managing its public debt while reducing inflation, country risk, and concerns regarding unexpected peso devaluation, and also maintaining its battle against fiscal deficit (where the provinces are, in most cases, not showing willingness to follow).

The transition to a pre-merger control system by November 2026 will require adjustments to transaction timelines and deal documentation. The National Competition Authority will face challenges in expediting review processes and managing the system efficiently — particularly for global transactions — without imposing unnecessary delays on deals with minimal competitive impact. These discussions will bring Argentine practice more in line with international approaches to pre-merger review and waiting periods.

AUTHOR BIOGRAPHY

Estanislao H. Olmos

Estanislao H. Olmos is a partner in the General Corporate and M&A Department at Bruchou & Funes de Rioja since 2010. His practice focuses on corporate law, with expertise in mergers, acquisitions, and divestitures involving both public and private companies. He has extensive experience in antitrust issues and restructuring matters. Mr. Olmos has been consistently recognized for several consecutive years by Chambers and Partners (ranked Band 1 in Corporate/M&A), Legal 500 (ranked as Leading Partner in Corporate and M&A and as a Key Lawyer in the Life Sciences and Antitrust practice areas), and IFLR1000 (Highly Regarded practitioner). He has been previously a foreign associate at Sullivan & Cromwell LLP in New York (2003–2004) and President of the Columbia Latin American Business Law Association at Columbia University Law School (2002–2003). Mr. Olmos received an LLM degree from Columbia University School of Law (2003) and a law degree, with honors, from Universidad Católica Argentina, School of Law (1998).