

PRESS RELEASE

PLACE AND DATE

Mexico City. July 5, 2016

COMPANY NAME

El Puerto de Liverpool, S.A.B. de C.V.

TICKER

LIVEPOL

SUBJECT

El Puerto de Liverpool, S.A.B. de C.V. ("Liverpool") herein informs the market that as of this date it has signed with the companies known as Inversiones R Matriz Limitada, Inversiones Familiares Sociedad Colectiva Civil, Inversiones R III Limitada, and International Funds Limitada, all Controlling Companies of Ripley Corp S.A., a contract referred to as the Partnership Agreement with Ripley Corp S.A., (the "Partnership Agreement"), based on which they agree to, among other things, the following:

- a) Liverpool agrees to buy and acquire by means of a Tender Offer, be it directly or through one of its subsidiaries assigned to this task, the totality of the Company's shares that are offered up for sale by the shareholders of the Company.

For this purpose, within a maximum term of 10 business days from the date on which the minimum required conditions have been met to the satisfaction of Liverpool, or when it has agreed to forgo them, Liverpool agrees to extend a Tender Offer to the totality of the Company's shareholders, offering to buy up to 100% of such shares, with the understanding that the offer will be rendered successful if Liverpool is able to acquire at least 493.693.336 shares, representing 25.5% of the Company's subscribed and paid-in-full shares.

The share price for the Tender Offer, as Ripley Corp has been informed, will be \$420 Chilean pesos per share.

The minimum conditions established by Liverpool in order to begin the tender offer are as follows:

- i. That there exist no rulings, resolutions, suits, actions or legal or administrative processes that in any way could (A) prohibit, block or affect the completion of the tender offer or make such tender offer more onerous or burdensome for Liverpool; (B) impose any limitations on Liverpool to acquire such shares or to exercise all its rights over the shares; (C) question, challenge or limit the agreements between the Parties included in the Partnership Agreement, in the

- Shareholders Pact as referenced in section **c**), or in any other document pertaining to the transaction; or (D) any other actions by any court or government authority that result in any of the consequences indicated in items (A) and (C) above;
- ii. That no material adverse change has occurred, understanding as such any change, effect, event, fact, occurrence, condition or incident that is unforeseen or foreign to the Parties and that either individually or globally, could represent a significant adverse change in the businesses, assets, financial situation, worth or results of the Company that could threaten its stability, growth or economic sustainability; including any change, effect, event, fact, occurrence, condition or incident resulting from (a) a relevant change in economic conditions in Chile or the world or in the stock or financial markets in general; (b) relevant changes in the general legal, political, economic or commercial conditions that, in each case, could significantly affect the Company's businesses;
 - iii. That, in accordance to the stipulations of the *Decreto con Fuerza de Ley N° 3* (N° 3 enforceable decree) of 1997, the *Ley General de Bancos* (general banking law), the *Superintendencia de Bancos e Instituciones Financieras de Chile* (“**SBIF**”) (Chilean supervising body for banks and financial institutions), Liverpool has received the authorization to indirectly acquire more than 10% of the shares issued by Banco Ripley. For this purpose, Liverpool agrees to submit to the SBIF within a period of 45 days after the signing of the Partnership Agreement, the application forms and other background information required to obtain the above mentioned authorizations;
 - iv. That each of the Controlling Companies has signed the Shareholders Pact referenced in section **b**);
 - v. That the statements made by the Controlling Companies in the Partnership Agreement are correct, complete and true as of the date of the beginning of the tender offer;
 - vi. That the Controlling Companies have complied in a complete and timely manner with all their obligations in accordance with the Partnership Agreement; and
 - vii. That the Partnership Agreement has not been canceled.
- b)** Subject to (i) the tender offer being rendered successful—meaning that by the expiration date of the tender offer all the conditions established in the initial notice have been met or that Liverpool has agreed to forgo them—, and that (ii) Liverpool has acquired the required minimum percentage of the shares as indicated in the Partnership Agreement, then a Shareholders Pact at Ripley Corp S.A. (the “Shareholders Pact”) will come into force, which includes a commitment to manage the Company jointly, as well as reciprocal restrictions and rights with respect to the transference of the Company's shares that are common in agreements of this sort, including in this case a liquidity



option in favor of the Controlling Companies to sell shares to Liverpool starting on the fifth anniversary of the date when the tender offer is rendered successful.

INVESTOR RELATIONS

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