



Hudson's Bay Company Confirms Receipt of Unsolicited Proposal from Catalyst Capital Group

November 27, 2019

TORONTO & NEW YORK--(BUSINESS WIRE)--Nov. 27, 2019-- Hudson's Bay Company (TSX: HBC) ("HBC" or the "Company") today confirmed receipt of Catalyst Capital Group Inc.'s ("Catalyst") unsolicited proposal to acquire HBC for CAD\$11.00 per share in cash.

The Special Committee of the HBC Board of Directors will review the offer in consultation with its independent financial and legal advisors to determine the course of action that is in the best interests of HBC and the minority shareholders. No action is required by HBC shareholders at this time. There can be no assurances that any transaction with Catalyst will occur.

About HBC

HBC is a diversified retailer focused on driving the performance of high-quality stores and their omni-channel platforms and unlocking the value of real estate holdings. Founded in 1670, HBC is the oldest company in North America. HBC's portfolio today includes formats ranging from luxury to premium department stores to off price fashion shopping destinations, with nearly 250 stores and approximately 30,000 employees around the world. HBC's leading businesses across North America include Saks Fifth Avenue, Hudson's Bay, and Saks OFF 5TH. HBC also has significant investments in real estate joint ventures. It has partnered with Simon Property Group Inc. in the HBS Joint Venture, which owns properties in the United States. In Canada, it has partnered with RioCan Real Estate Investment Trust in the RioCan-HBC Joint Venture.

Forward-Looking Statements

Certain statements made in this news release are forward-looking statements within the meaning of applicable securities laws. Often but not always, forward-looking statements can be identified by the use of forward-looking terminology such as "may", "will", "expect", "believe", "estimate", "plan", "could", "should", "would", "outlook", "forecast", "anticipate", "foresee", "continue" or the negative of these terms or variations of them or similar terminology.

Although HBC believes that the forward-looking statements in this news release are based on information and assumptions that are current, reasonable and complete, these statements are by their nature subject to a number of factors that could cause actual results to differ materially from management's expectations and plans as set forth in such forward-looking statements, including, without limitation, the following factors, many of which are beyond HBC's control and the effects of which can be difficult to predict: (a) the possibility that a transaction with Catalyst will not be completed on the terms and conditions, or on the timing, proposed, and that it may not be completed at all, due to a failure to obtain or satisfy, in a timely manner or otherwise, required shareholder and regulatory approvals and other conditions of closing necessary to complete the transaction or for other reasons; (b) risks related to tax matters; (c) the possibility of adverse reactions or changes in business relationships resulting from the announcement or completion of a transaction; (d) the possibility of litigation relating to a transaction; (e) credit, market, currency, operational, real estate, liquidity and funding risks generally and relating specifically to a transaction with Catalyst, including changes in economic conditions, interest rates or tax rates; and (f) other risks inherent to the Company's business and/or factors beyond its control which could have a material adverse effect on the Company or the ability to consummate a transaction with Catalyst.

HBC cautions that the foregoing list of important factors and assumptions is not exhaustive and other factors could also adversely affect its results. For more information on the risks, uncertainties and assumptions that could cause HBC's actual results to differ from current expectations, please refer to the "Risk Factors" section of HBC's Annual Information Form dated May 3, 2019, its Management Information Circular dated November 14, 2019 as well as HBC's other public filings, available at www.sedar.com and at www.hbc.com.

The forward-looking statements contained in this news release describe HBC's expectations at the date of this news release and, accordingly, are subject to change after such date. Except as may be required by applicable Canadian securities laws, HBC does not undertake any obligation to update or revise any forward-looking statements contained in this news release, whether as a result of new information, future events or otherwise. Readers are cautioned not to place undue reliance on these forward-looking statements.

View source version on businesswire.com: <https://www.businesswire.com/news/home/20191127005632/en/>

Source: Hudson's Bay Company

Investor Relations:

Jennifer Bewley, 646-802-4631

jennifer.bewley@hbc.com

Media:

Special Committee

Sard Verbinen & Co.

Liz Zale and Paul Scarpetta, 212-687-8080

Meghan Gavigan, 415-618-8750

HBC-SVC@sardverb.com

Company

Andrew Blecher, 646-802-4030

press@hbc.com