



## Hudson's Bay Company Announces Postponement of Special Meeting of Shareholders

Dec 16, 2019

*Will Provide Shareholders with Amended Management Information Circular*

TORONTO & NEW YORK--(BUSINESS WIRE)--Dec. 16, 2019-- Hudson's Bay Company (TSX: HBC) ("HBC" or the "Company") today announced that it has postponed its special meeting of shareholders called to consider the arrangement (the "Arrangement") contemplated by the arrangement agreement entered into with Rupert Acquisition LLC on October 20, 2019 pursuant to which HBC will become a private company owned by certain continuing shareholders (the "Continuing Shareholders"). The special meeting of shareholders had been scheduled for December 17, 2019.

The Company intends to schedule a new date for the postponed special meeting of shareholders as soon as practicable, and to provide shareholders with an amended Management Information Circular that will contain additional information that the Ontario Securities Commission requires to be included in the circular. The amended Management Information Circular will also contain information on amended dates for proper submission of proxy voting instructions and dissent elections.

Materials related to the proposed privatization transaction are available under HBC's profile on SEDAR at [www.sedar.com](http://www.sedar.com) and on HBC's website at [www.investor.hbc.com](http://www.investor.hbc.com). Shareholders can access voting instructions and additional information about the transaction, including the Management Information Circular, by visiting [www.HBCGoPrivate.com](http://www.HBCGoPrivate.com).

### 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, including, but not limited to, statements with respect to the rationale of the Special Committee and the Board of Directors for recommending the privatization transaction, the timing of steps to be completed in connection with the transaction, and other statements that are not material facts. 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 the transaction will not be completed on the terms and conditions, or on the timing, currently contemplated, 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 the transaction; (d) risks relating to HBC's ability to retain and attract key personnel during the interim period; (e) the possibility of litigation relating to the transaction; (f) credit, market, currency, operational, real estate, liquidity and funding risks generally and relating specifically to the transaction, including changes in economic conditions, interest rates or tax rates; (g) risks and uncertainties relating to information management, technology, supply chain, product safety, changes in law, competition, seasonality, commodity price and business; and (h) 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 the transaction.

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" sections of HBC's Annual Information Form dated May 3, 2019 and Management Information Circular dated November 14, 2019, as well as HBC's other public filings, available at [www.sedar.com](http://www.sedar.com) and at [www.hbc.com](http://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.

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**Investor Relations:**

Jennifer Bewley, 646-802-4631  
[jennifer.bewley@hbc.com](mailto:jennifer.bewley@hbc.com)

**Media:**

*Special Committee*

Sard Verbinnen & Co.

Liz Zale and Paul Scarpetta, 212-687-8080

Meghan Gavigan, 415-618-8750

[HBC-SVC@sardverb.com](mailto:HBC-SVC@sardverb.com)

*Company*

Andrew Blecher, 646-802-4030

[press@hbc.com](mailto:press@hbc.com)