



MATERIAL FACT
Hortifrut S.A.
Registration in the *Registro de Valores* N° 1096

December 22, 2017, Santiago.

Mr.
Carlos Pavez Tolosa
Superintendente
Superintendencia de Valores y Seguros
Av. Libertador Bernardo O'Higgins 1449
Present

Dear Sir:

In accordance with Article 9 and 10 of the Law in the Security Markets, and in order to the General Regulation N°30, inform to you like a Material Fact that in the Extraordinary Shareholders' Meeting of Hortifrut S.A. ("Hortifrut" or "Company") celebrated on December 22, 2017 (the "Meeting"), adopted the following main agreements:

- a) Approve the merger of the Company with the Chilean company TALSA Chile II SpA, RUT N°76.810.744-0 (the "Absorbed Company"), by its incorporation into the Company, which as a result of the merger will acquire all the assets, rights, authorizations, permits, obligations and liabilities of the Absorbed Company (the "Merger").
- b) For purposes of the Merger, it was agreed to increase the capital of the Company by USD 212,042,205, through the issuance of 90,026,052 new shares, to be exchanged for the shareholders of the Absorbed Company, at a rate of 0.070680735 new shares of the Company for each share that is fully subscribed and paid by the Absorbed Company. The corporate article of association were adjusted, in relation to the share capital, based on the resolutions adopted at the Meeting.
- c) Modify article twenty-three of the article of association, as regards the form of voting, to adapt it in a specific aspect to the current regulations applicable to open stock corporation; and also modify the twenty-sixth article thereof, with regard to the quorum required for the distribution of profits.
- d) For the purposes of the Merger, it was agreed to approve a new consolidated text of the Company's articles of association, which included the amendments thereto approved by the Meeting.



- e) The Merger and related agreements approved in the Meeting, once certain terms and suspensive and copulative conditions are met, will take effect in the manner established in the Meeting.
- f) In accordance with the provisions of N°2 of Article 69 of the Law on Open Stock Corporation, the approval of the Merger grants dissenting shareholders the right to withdraw from Hortifrut, upon payment by the latter of the value of their shares. A dissident shareholder is considered the person who, in the Meeting, opposed the agreement that gives the withdrawal right; or that, not having attended the Meeting, express its dissent in writing to the Company within 30 days from the date of the Meeting, that is, until January 21, 2018. The dissident shareholder must exercise the withdrawal right, by virtue of the provisions of Article 70 of the Law on Open Stock Corporations and 127 of its Regulations, within the same period of 30 days from the date of the Meeting; this is, until January 21, 2018. The notice of right of withdrawal for dissident shareholders will be published on December 24, 2017 in the newspaper "El Mercurio" of Santiago.
- g) To this date, it is not possible to determine the financial effects that the Merger may have on the assets, liabilities or results of the Company.

Best regards,

Juan Ignacio Allende Conelly
CEO
Hortifrut S.A.

Copy to:

- Bolsa de Comercio de Santiago, Bolsa de Valores
- Bolsa Electrónica de Chile, Bolsa de Valores
- Bolsa de Corredores - Bolsa de Valores