



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

Santiago, June 20 2018

Mr.
Joaquín Cortez Huerta
President
Comisión para el Mercado Financiero
Av. Libertador Bernardo O'Higgins 1449
Present

**Re.: Coming Materialization of Hortifrut S.A. Merge with
Talsa Chile II SpA.**

Dear President:

In accordance with Article 9° and 10° of the Law of the Stock Markets, and in order to the General Regulation N°30, duly authorized by board meeting made on this date, I am reporting as an Material Fact the communication sent to the *Bolsa de Comercio de Santiago* on the subject of the reference.

Best regards,

Juan Ignacio Allende Connelly
CEO
Hortifrut S.A.

c.c.: - Bolsa de Comercio de Santiago, Bolsa de Valores
- Bolsa Electrónica de Chile, Bolsa de Valores
- Bolsa de Corredores, Bolsa de Valores



Santiago, June 20 2018

Mrs.
Bolsa de Comercio de Santiago, Bolsa de Valores
La Bolsa 64
PRESENT

**Re.: Hortifrut S.A. - Registration in the *Registro de Valores*
N° 1.096 / Communication of Coming Materialization of
the Company's Merger with Talsa Chile II SpA**

Dear Sir:

As you know, at the Extraordinary Shareholders' Meeting of Hortifrut S.A. (the "Company") celebrated on December 22, 2017, was approved the merger of Hortifrut S.A. with Talsa Chile II SpA (the "Absorbed Company"), by its incorporation into the Company (hereinafter, the "Merger"). The Merger was holding to certain terms and conditions; those that, once fulfilled, will allow the Merger to be materialized and begin to take effect. A copy of the legal background of the Merger was duly provided to your *Bolsa* prior to this date, at the time required by the General Regulation of the *Comisión para el Mercado Financiero* N°30.

Hereby, to comply with the provisions of the Manual of Rights and Obligations of Issuers of your *Bolsa*, we can inform you that the Company and the Absorbed Company are coordinating the procedures that will allow the terms and conditions to which it was subject the Merger will be fulfilled within June 2018, so that the Merger will materialize with effect from the next July 1, 2018.

In relation to the Merger, we can inform the following:

- a) The Company, for purposes of materializing the Merger, increased its capital from US\$135,148,882.38, divided into 435,520,079 shares, to US\$347,191,087.38, divided into 525,546,131 shares, of the same and unique series, without par value, through the issuance of 90,026,052 shares, to be delivered in exchange to the shareholders of the Absorbed Company, at a rate of 0.070680735 shares of the Company for each share fully subscribed and paid by the Absorbed Company;
- b) The aforementioned 90,026,052 shares were duly registered in the *Registro de Valores de la Comisión para el Mercado Financiero*, under N° 1,069, dated March 9, 2018. A copy of the registration certificate was duly provided to your *Bolsa* prior to this date, together with the other rigorous background, at the time required by the aforementioned General



Standard N°30;

- c) The capital of the Absorbed Company is divided into 1,273,700,000 shares, fully subscribed and paid, with which, when the Merger materializes, the aforementioned 90,026,052 shares of the Company will be delivered in exchange to the holders of the aforementioned 1,273,700,000 shares of the Absorbed Company;
- d) The notice of exchange of the Merger that prescribes the aforementioned General Standard N°30, will be published on July 5, 2018, in the newspaper *El Mostrador*, which corresponds to the newspaper of publication of the notices of citation of the Absorbed Company; and
- e) The Company will keep its name and corporate purpose.

I am at your entire disposal to clarify or complement any information that you deem necessary.

Best regards,

Juan Ignacio Allende Connelly
CEO
HORTIFRUT S.A.

c.c.: Bolsa de Corredores - Valparaíso
Bolsa Electrónica de Chile - Santiago