



Grupo Famsa, S.A.B. de C.V. Announces Final Results of Exchange Offer and Acceptance of Notes Tendered for Exchange

Monterrey, Mexico, December 11, 2019 – Grupo Famsa, S.A.B. de C.V. (the “Issuer”) today announced the following, in connection with its offer to exchange (the “Exchange Offer”) newly issued 9.75% Senior Secured Notes due 2024 (the “New Notes”) for any and all of its outstanding 7.250% Senior Notes due 2020 (the “Existing Notes”), and the related solicitation of consents (the “Consent Solicitation”) of the holders of Existing Notes to certain proposed amendments to the indenture governing the Existing Notes. The Exchange Offer and Consent Solicitation are being conducted upon the terms and subject to the conditions set forth in the offering memorandum dated October 28, 2019 (as it may be amended or supplemented from time to time, the “Offering Memorandum”).

The exchange agent for the Exchange Offer has informed the Issuer that as of 5:00 p.m., New York City time, on December 10, 2019, US\$80,922,000, or 57.80%, of the outstanding aggregate principal amount of Existing Notes had been validly tendered. The Issuer has elected to waive the Minimum Tender Condition (as defined in the Offering Memorandum), and will accept all of the Existing Notes tendered in the Exchange Offer.

On the terms and subject to the conditions set forth in the Offering Memorandum, for every US\$1,000 principal amount of Existing Notes tendered and accepted in the Exchange Offer, holders will receive US\$1,000 principal amount of New Notes and US\$12.50 in cash. The settlement of the exchange is expected to occur on or about December 17, 2019.

In addition, the Issuer has obtained the amount of consents necessary to execute the Proposed Amendments, which will become effective upon the settlement date.

General

The New Notes have not been and will not be registered under the Securities Act of 1933, as amended (the “Securities Act”) or any state securities laws. The New Notes are being offered and issued only (1) in the United States to holders of Existing Notes that are (a) “Accredited Investors” as defined in Rule 501 under Regulation D or (b) “qualified institutional buyers” as defined in Rule 144A under the Securities Act and (2) outside the United States to holders of Existing Notes that are not U.S. persons in reliance upon Regulation S under the Securities Act (each, an “Eligible Holder” and together, the “Eligible Holders”). Accordingly, the New Notes will be subject to restrictions on transferability and resale and may not be transferred or resold except as permitted under the Securities Act and other applicable securities laws, pursuant to registration or exemption therefrom.

This press release is for informational purposes only and is not an offer of the New Notes for sale in the United States. The New Notes may not be offered or sold in the United States absent registration or an applicable exemption from the registration requirements of the Securities Act and other applicable securities laws. Any public offering of the New Notes to be made in the United States will be made by means of a prospectus that may be obtained from the Issuer and

that will contain detailed information about the Issuer and its management, as well as financial statements.

The New Notes have not been and will not be registered with the National Securities Registry maintained by the Mexican National Banking and Securities Commission, and may not be offered or sold publicly, or otherwise be the subject of brokerage activities, in Mexico, except pursuant to a private placement exemption set forth under Article 8 of the *Ley del Mercado de Valores*, as amended (the Mexican Securities Market Law). The acquisition of the New Notes by an investor who is a resident of Mexico will be made under its own responsibility.

This press release shall not constitute an offer to sell or the solicitation of an offer to buy any security and shall not constitute an offer, solicitation or sale in any jurisdiction in which such offering, solicitation or sale would be unlawful.

About Grupo Famsa

Established in 1970 in Monterrey, Nuevo Leon, Mexico, Grupo Famsa is a leading company in the Mexican retail sector, satisfying families' diverse purchasing, financing and savings needs. Its target market is the middle and low-middle income segments of Mexico's population and the Hispanic population in the U.S. states where it operates. Grupo Famsa's Mexican retail operation offers furniture, electronics, household appliances, cellular telephones, computers, motorcycles, clothing and other durable consumer products, which are sold mainly through its Famsa stores. In the states of Texas and Illinois in the United States, Grupo Famsa offers furniture and appliances through its subsidiary, Famsa, Inc.

Forward-Looking Statements

This release may contain forward-looking statements. These forward-looking statements include, without limitation, those regarding the Issuer's future financial position and results of operations, the Issuer's strategy, plans, objectives, goals and targets, future developments in the markets in which the Issuer participates or is seeking to participate or anticipated regulatory changes in the markets in which the Issuer operates or intends to operate. By their nature, forward-looking statements involve risks and uncertainties because they relate to events and depend on circumstances that may or may not occur in the future. The Issuer cautions potential investors that forward-looking statements are not guarantees of future performance and are based on numerous assumptions and that the Issuer's actual results of operations, including the Issuer's financial condition and liquidity may differ materially from (and be more negative than) those made in, or suggested by, any forward-looking statements contained in this release. In addition, even if the Issuer's results of operations, including the Issuer's financial condition and liquidity and the development of the industries in which the Issuer operates, are consistent with the forward-looking statements contained in this release, those results or developments may not be indicative of results or developments in subsequent periods. More detailed information about these and other factors are set forth in the Offering Memorandum.

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