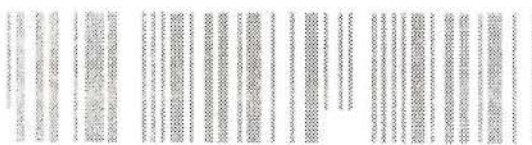


# FUTURE RETAIL



22nd August, 2019

To,  
Dept. of Corporate Services (CRD)  
**BSE Limited**  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai - 400 001

To,  
Listing Department  
**National Stock Exchange of India Limited**  
Exchange Plaza,  
Bandra - Kurla Complex, Bandra (East)  
Mumbai - 400 051

**Scrip Code: 540064**  
**Scrip Code of Debt : 958809 & 958810**

**Symbol: FRETAIL**

Dear Sir / Madam,

**Sub.: Intimation for execution of a Share Subscription Agreement and Shareholders' Agreement by a group company**

We have been informed by Mr. Kishore Biyani on behalf of the existing shareholders forming part of the promoter group and Future Coupons Limited (**Promoters**) that they have entered into a share subscription agreement and a shareholders' agreement with Amazon.Com NV Investment Holdings LLC (**Amazon**).

Pursuant to these agreements, Amazon has agreed to make an equity investment in Future Coupons Limited for acquiring a 49% stake comprising both, voting and non-voting shares.

As part of the agreement, Amazon has been granted a call option. This call option allows Amazon to acquire all or part of the Promoters' shareholding in Future Retail Limited (**Company**), and is exercisable between the 3<sup>rd</sup> to 10<sup>th</sup> years, in certain circumstances, subject to applicable law.

The Promoters have also agreed to certain share transfer restrictions on their shares in the Company for same tenure, including restrictions to not transfer shares to specified persons, a right of first offer in favour of Amazon, all of which are subject to mutually agreed exceptions (such as liquidity allowances and affiliate transfers).

The transaction contemplated above is subject to obtaining applicable regulatory approvals and customary closing conditions.

The above shall be treated as disclosure under Regulation 30 and other applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Thanking You,

Yours Faithfully,  
For **Future Retail Limited**

  
**Virendra Samani**  
Company Secretary

