

Aviso de Derechos para emisoras del SIC

FECHA: 21/08/2019



BOLSA MEXICANA DE VALORES, S.A.B DE C.V, INFORMA:

FOLIO DE REFERENCIA DEL EVENTO CORPORATIVO	100226
FOLIO DE REFERENCIA INDEVAL	70316C003
TIPO DE MENSAJE	Replace
COMPLETO / INCOMPLETO	COMPLETE
CONFIRMADO / NO CONFIRMADO	CONFIRMED

CLAVE DE COTIZACIÓN	ADS1
RAZÓN SOCIAL	ALLIANCE DATA SYSTEMS CORPORATION
SERIE	*
ISIN	US0185811082
MERCADO PRINCIPAL	NEW YORK STOCK EXCHANGE

TIPO DE EVENTO	DUTCH AUCTION
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MANDATORIO / OPCIONAL / VOLUNTARIO	Voluntary
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OPCIÓN	1
TIPO	NoAction
DEFAULT	true

NOTA	TAKE NO ACTION
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OPCIÓN	2
TIPO	Cash
DEFAULT	false

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TRANSACCIÓN	Cash Movement
CREDIT / DEBIT	Credit

EFFECTIVO A RECIBIR	ActualAmount
	USD 148

NOTA
Holders may surrender shares and state a price, not greater than USD 162.00, nor less than USD 144.00, in increments of USD 0.50, at which they are willing to tender.

OPCIÓN	3
TIPO	Cash
DEFAULT	false

TRANSACCIÓN	Cash Movement
CREDIT / DEBIT	Credit

EFFECTIVO A RECIBIR	ActualAmount
	USD 148

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NOTA

Holders may surrender their shares without specifying a price and accept the price determined by the company

NOTAS DEL EVENTO CORPORATIVO

NOTA

(21/08/2019)

Alliance Data Systems Corporation (the company) is offering to purchase for cash up to USD 750,000,000 of its common stock at a purchase price not greater than USD 162.00 per share nor less than USD 144.00 per share net to the seller in cash, without interest (subject to proration).

The company is conducting the offer pursuant to a modified Dutch Auction procedure.

All Shares purchased in the Offer will be purchased at the same Purchase Price regardless of whether they were tendered at a lower price. However, because of the odd lot priority, proration and conditional tender provisions described in the Offer to Purchase, all of the Shares tendered at or below the Purchase Price may not be purchased if Shares are properly tendered and not properly withdrawn at or below the Purchase Price having an aggregate purchase price greater than USD 750,000,000.

The lowest price that may be specified is USD 144.00. The prices that may be specified increase in increments of USD 0.50 up to USD 162.00.

Holders are advised that this offer has the following features:

Conditional Tender of Shares

Under the conditional tender alternative, a stockholder may tender Shares subject to the condition that all or a specified minimum number of the stockholders Shares tendered must be purchased if any Shares tendered are purchased. If the effect of proration would be to reduce the number of Shares to be purchased from any tendering stockholder below the minimum number specified by that stockholder, the Shares conditionally tendered will automatically be regarded as withdrawn.

Conditional tenders may be accepted for purchase by random lot. To be eligible for purchase by random lot, shareholders whose shares are conditionally tendered must have tendered all their shares.

Odd lot preference: (a holders entire position must be tendered)

The company will purchase shares in the following order:

First, the company will purchase all Shares tendered by any Odd Lot Holder who:

Properly tenders and does not properly withdraw all Shares owned by the Odd Lot Holder at or below the Purchase Price (tenders of less than all of the Shares owned by an Odd Lot Holder will not qualify for this preference); and

Second, subject to the conditional tender provisions described in Section 6 herein, the company will purchase Shares from all other stockholders who properly tender Shares at or below the Purchase Price (and do not properly withdraw them prior to the Expiration Date), on a pro rata basis, with appropriate adjustments to avoid the purchase of fractional Shares (except for stockholders who tendered Shares conditionally for which the condition was not satisfied), until the company has purchased Shares resulting in an aggregate purchase price of USD 750,000,000; and

Third, only if necessary to permit us to purchase Shares resulting in an aggregate purchase price of USD 750,000,000, the company will purchase Shares from holders who properly tender Shares (and do not properly withdraw them prior to the Expiration Date) at or below the Purchase Price conditionally (for which the condition was not initially satisfied) by random lot, to the extent feasible. To be eligible for purchase by random lot, stockholders whose Shares are conditionally tendered must have properly tendered and not properly withdrawn all of their Shares prior to the Expiration Date.

There is a two day guaranteed delivery procedures provided by the Offeror in connection with this Offer.

Taxable Indicator Text

Generally, if you are a U.S. Holder (as defined in Section 13), your receipt of cash from us in exchange for the Shares you tender will be a taxable transaction for U.S. federal income tax purposes. The cash you receive for your tendered Shares will generally be treated for U.S. federal income tax purposes either as consideration received in respect of a sale or exchange of the Shares purchased by us or as a distribution from us in respect of Shares. See Section 13 for a more detailed discussion of the tax treatment of the Offer. We urge you to consult your own tax advisor as to the particular tax consequences to you of the Offer. If you are a Non-U.S. Holder (as defined in Section 13), because it is unclear whether the cash you receive in connection with the Offer will be treated (i) as proceeds of a sale or exchange or (ii) as a distribution, the Company intends to treat such payment as a dividend distribution for withholding purposes. Accordingly, if you

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are a Non-U.S. Holder, you will be subject to withholding on payments to you at a rate of 30% of the gross proceeds paid, unless you establish an entitlement to a reduced or zero rate of withholding by timely completing, under penalties of perjury, the applicable Form W-8. See Section 13 for a more detailed discussion of the tax treatment of the Offer. Non-U.S. Holders are urged to consult their tax advisors regarding the application of U.S. federal income tax withholding and backup withholding, including eligibility for a withholding tax reduction or exemption and the refund procedure. Please refer to the section, Certain U.S. Federal Income Tax Considerations, on page 50 of the offer document for complete text regarding income tax considerations.
(22/07/2019)

Alliance Data Systems Corporation (NYSE: ADS) ("Alliance Data" or the "Company"), a leading global provider of data-driven marketing and loyalty solutions, announced that it commenced a "modified Dutch Auction" tender offer to purchase up to \$750,000,000 in aggregate purchase price of its issued and outstanding shares of common stock, par value \$0.01 per share (each, a "Share," and collectively, "Shares"), or such lesser aggregate purchase price of Shares as are properly tendered and not properly withdrawn, at a price not greater than \$162.00 nor less than \$144.00 per Share to the seller in cash, less any applicable withholding taxes and without interest. The tender offer is made in accordance with the terms and subject to the conditions described in the offer to purchase, the related letter of transmittal and other related materials, as each may be amended or supplemented from time to time.

The closing price of the Shares on the New York Stock Exchange on July 18, 2019, the last full trading day before the commencement of the tender offer, was \$158.00 per Share. The tender offer is scheduled to expire at one (1) minute after 11:59 P.M., New York City time, on August 15, 2019, unless the offer is extended or terminated.

The Company believes that the repurchase of Shares pursuant to the tender offer is consistent with its long-term goal of allocating capital to maximize value for its stockholders and other stakeholders. The offer also allows the Company to return value to its stockholders following the closing of the transaction between the Company and certain of its subsidiaries with Publicis Groupe, S.A., a French société anonyme ("Publicis"), and certain subsidiaries of Publicis (together with Publicis, the "Purchasers") pursuant to which the Purchasers acquired the Company's Epsilon business for a purchase price of \$4.4 billion in cash, subject to certain adjustments specified therein, including for indebtedness, cash, working capital and transaction expenses. Further, the offer also provides a mechanism for completing the Company's authorized share repurchase program more rapidly that would be possible through open market repurchases. The Company believes that the modified Dutch auction tender offer provides its stockholders with the opportunity to tender all or a portion of their Shares, and thereby receive a return of some or all of their investment in the Company, if they so elect.

The tender offer is not contingent upon any minimum number of Shares being tendered. However, the tender offer is subject to a number of other terms and conditions, which are described in detail in the offer to purchase. Specific instructions and a complete explanation of the terms and conditions of the tender offer are contained in the offer to purchase, the related letter of transmittal and other related materials, which will be mailed to stockholders of record promptly after commencement of the tender offer.