





*Extraordinary Transactions.* If any Extraordinary Transaction (as defined in the Certificate of Designations) occurs that is a merger or consolidation immediately after which the shares of Series A Preferred Stock will not remain outstanding, the holders of Series A Preferred Stock will be entitled, at the sole discretion of the board of directors of Qurate Retail (the "Board"), either (i) to a cash payment equal to the liquidation price plus all accrued and unpaid dividends (whether or not declared) since the immediately preceding dividend payment date, and the shares of Series A Preferred Stock will be cancelled, or (ii) to receive substitute preferred stock of the surviving entity or its parent entity with substantially identical powers, preferences and rights (with limited exceptions, which may include the grant of additional powers, preferences or rights, including voting rights) ("Substitute Preferred Stock"), in each case, upon the conversion or exchange of such shares of Series A Preferred Stock in connection with such Extraordinary Transaction.

If any other Extraordinary Transaction occurs, at the sole discretion of the Board, (i) the Series A Preferred Stock will remain outstanding without a material and adverse change to its powers, preferences or rights, (ii) the Series A Preferred Stock will be converted into or exchanged for Substitute Preferred Stock, or (iii) all, but not less than all, of the shares of the Series A Preferred Stock may be redeemed within 90 days after such Extraordinary Transaction, for cash equal to the liquidation price plus all unpaid dividends (whether or not declared) accrued since the immediately preceding dividend payment date.

~~Value of the Series A Preferred Stock as of the date of the Extraordinary Transaction shall be determined as the value of the Series A Preferred Stock as of the date of the Extraordinary Transaction as specified in the Certificate of Designations or as required by Delaware law.~~

~~Preferred Stock Dividend~~ If the aggregate liquidation price of the outstanding shares of Series A Preferred Stock exceeds 25% of the aggregate liquidation price of the shares of Series A Preferred Stock issued on the Original I »

**Item 7.01. Regulation FD Disclosure.**

On August 21, 2020, Qurate Retail announced

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: August 25, 2020

QURATE RETAIL, INC.

By: /s/ Katherine C. Jewell  
Name: Katherine C. Jewell  
Title: Assistant Vice President and Secretary

CERTIFICATE OF DESIGNATIONS

OF

8.0% SERIES A CUMULATIVE REDEEMABLE PREFERRED STOCK

OF

QURATE RETAIL, INC.

Qurate Retail, Inc., a corporation organized and existing under the General Corporation Law of the State of Delaware (the "Corporation"), does hereby certify that a duly authorized committee of the Board of Directors (the "Committee") of the Corporation duly adopted the following resolutions on August 20, 2020 in accordance with Section 151(g) of the General Corporation Law of the State of Delaware:

"RESOLVED, that pursuant to the authority expressly vested by Article IV, Section C of the Restated Certificate of Incorporation of the Corporation and in accordance with Section 151(g) of the General Corporation Law of the State of Delaware, the Committee hereby creates, authorizes and provides for the issuance of a new series of preferred stock consisting of 13,500,000 shares, out of the authorized and unissued shares of preferred stock, and that the designation and number of shares thereof, the powers, preferences and relative, participating, optional or other rights of such shares, and the qualifications, li

ware, the  
of tr  
# # hu QD p



“Business Day” shall mean any weekday that is not a day on which banking institutions in New York, New York are authorized or required by law, regulation or executive order to be closed.

“Capital Stock” shall mean any and all shares of capital stock of the Corporation.

“Certificate of Designations” shall mean this Certificate of Designations of 8.0% Series A Cumulative Redeemable Preferred Stock of the Corporation, as may be amended from time to time.

“Certificate of Incorporation” shall mean the Restated Certificate of Incorporation of the Corporation, as amended from time to time.

“Close of Business” means 5:00 p.m., New York City time.

“Common Stock” shall mean (i) the Series A Common Stock, (ii) the Series B Common Stock, (iii) the Series C common stock, par value \$0.01 per share, of the Corporation, and (iv) all shares of any other class or series of common stock of the Corporation hereafter authorized.

“Corporation” shall mean Qurate Retail, Inc., a Delaware corporation.

“Debt Instrument” shall mean any note, bond, debenture, indenture, guarantee or other instrument or agreement evidencing any Indebtedness, whether existing at the effective time of this Certificate of Designations or thereafter created, incurred, assumed or guaranteed.

“Depositary” shall have the meaning set forth in Section 19 of this Certificate of Designations.

“Dividend Amount” shall mean, for any Dividend Payment Date, the amount accrued and payable by the Corporation as a dividend per share of Series A Preferred Stock, as determined pursuant to Section 3(a) of this Certificate of Designations (and as such amount is subject to adjustment from time to time pursuant to Sections 3(b) and 3(c) of this Certificate of Designations).

“Dividend Director Event” shall have the meaning set forth in Section 9(a)(i) of this Certificate of Designations.

“Dividend Nonpayment” shall have the meaning set forth in Section 3(b) of this Certificate of Designations.

“Dividend Nonpayment Rate” shall mean the Stated Rate *plus* one and a half percent (1.50%) per annum of the Liquidation Price of each share of Series A Preferred Stock.

“Dividend Payment Date” shall mean March 15, June 15, September 15 and December 15 of each year, commencing with December 15, 2020.

“Dividend Period” shall mean the period from and ”t

---

“Exchange Act” shall mean the Securities Exchange Act of 1934, as amended.

“Extraordinary Transaction





(i) which the Corporation or any Subsidiary has guaranteed or which is otherwise its legal liability; (iii) any obligations secured by any mortgage, pledge, lien, encumbrance, charge or adverse claim affecting title or resulting in an encumbrance against any real or personal property, or a security interest of any kind (including any conditional sale or other title retention agreement, any lease in the nature thereof, any option or other agreement to sell and any filing of or agreement to give any financing statement under the Uniform Commercial Code (or equivalent statutes) of any jurisdiction) to which the property or assets of the Corporation or any Subsidiary are subject whether or not the obligations secured thereby shall have been assumed by or shall otherwise be the Corporation's or any Subsidiary's legal liability; and (iv) any amendment, renewal, extension or refunding of any liability of the types referred to in clause (i), (ii) or (iii) above.

"Junior Stock" shall mean the Common Stock and any other class or series of Capital Stock now existing, or authorized after, the effective time of this Certificate of Designations other than the Series A Preferred Stock, any class or series of Parity Stock, and any class or series of Senior Stock.

"Liquidation Event" shall have the meaning set forth in Section 4 of this Certificate of Designations.

"Liquidation Nonpayment" shall have the meaning set forth in Section 3(c) of this Certificate of Designations.

"Liquidation Price" measured per share of the Series A Preferred Stock as of any date of determination shall mean the sum of (i) \$100.00 plus (ii) an amount equal to all unpaid dividends (whether or not declared) accrued with respect to such share which pursuant to Section 3(c) of this Certificate of Designations are added to and then remain part of the Liquidation Price as of such date.



Nonpayment Rate shall increase by one quarter of one percent (0.25%) commencing on the Dividend Payment Date immediately following the Nonpayment and for each subsequent Dividend Period thereafter so long as such Nonpayment fails to be cured; provided, further, that such increases will cease at such time as the Nonpayment Rate equals the Stated Rate plus three percent (3.00%) per annum of the Liquidation Price of each share of Series A Preferred Stock. For the avoidance of doubt, in no event will the Nonpayment Rate exceed 11.00% per annum of the Liquidation Price.

“Notice of Redemption” shall have the meaning set forth in Section 5(d) of this Certificate of Designations.

“Optional Redemption” shall have the meaning set forth in Section 5(a) of this Certificate of Designations.

“Optional Redemption Date” shall mean (i) the date as determined by the Board of Directors, which shall be a Business Day and shall be no less than ten (10) days after the date on which the Corporation provides a Notice of Redemption and (ii) if any shares of Series A Preferred Stock selected for redemption remain outstanding following such date, any date thereafter on which shares of Series A Preferred Stock are redeemed pursuant to Section 5 of this Certificate of Designations.

“Optional Redemption Price” shall mean, with respect to each share of Series A Preferred Stock to be redeemed, the sum of (i) the Liquidation Price *plus* (ii) all unpaid dividends (whether or not declared) on such share accrued from (and including) the most recent Dividend Payment Date to (but not including) the Optional Redemption Date *plus* (iii) if the Optional Redemption Date of such share is (x) on or after the fifth anniversary of the Original Issue Date but prior to the sixth anniversary of the Original Issue Date, four percent (4.00%) of the Liquidation Price of such share of Series A Preferred Stock, (y) on or after the sixth anniversary of the Original Issue Date but prior to the seventh anniversary of the Original Issue Date, two percent (2.00%) of the Liquidation Price of such share of Series A Preferred Stock, and (z) on or after the seventh anniversary of the Original Issue Date, zero (0.00).

“Original Issue Date” shall mean the date on which shares of Series A Preferred Stock are first issued.

“Parity Stock” shall mean any class or series of Capital Stock authorized after the effective time of this Certificate of Designations that expressly ranks on a parity basis with the Series A Preferred

enden o e?

---



“Stated Rate” shall mean eight percent (8.0%) per annum of the Liquidation Price of each share of Series A Preferred Stock.

“Subsidiary” shall mean any company or corporate entity for which a Person owns, directly or indirectly, an amount of the voting securities, other voting rights or voting partnership interests of which is sufficient to elect at least a majority of its board of directors or other governing body (or, if there are no such voting interests, more than 50% of the equity interests of such company or corporate entity).

“Substitute Preferred Stock” shall have the meaning set forth in Section 6(a) of this Certificate of Designations.

“Threshold Amount” shall have the meaning set forth in Section 9(a) of this Certificate of Designations.

“Transfer Agent” shall mean the Person designated by the Corporation to act as transfer agent, Registrar and paying agent for the Series A Preferred Stock, and its successors and assigns; provided that the Corporation may, in its sole discretion, remove and replace the transfer agent, Registrar and paying agent for the Series A Preferred Stock at any time and from time to time.

“Voting Parity Stock” means any class or series of Parity Stock upon which voting powers for the election of directors upon nonpayment of dividends or failure to redeem shares when required have been conferred and are exercisable at the time of determination.

“Voting Power” shall mean the total number of votes of the outstanding Voting Stock of any Person.

“Voting Stock” shall mean (a) with respect to the Corporation, shares of Capital Stock that constitute Voting Securities as defined in the Certificate of Incorporation and (b) with respect to any Person other than the Corporation, any shares of capital stock or interests of such Person having the right to vote generally in any election of directors of the board of directors of such Person or other similar governing body.

3. Dividends.

(a) Subject to the prior preferences and other rights of any Senior Stock and the provisions of Section 3(e) of this Certificate of Designations, the Holders of outstanding shares of Series A Preferred Stock shall be entitled to receive, when, as and if declared by the Board of Directors, out of funds legally available therefor, preferential dividends that shall accrue and cumulate as provided herein. Subject to adjustment from time to time pursuant to Sections (b) and (c) of this Certificate of Designations, dividends on each outstanding share of Series A Preferred Stock shall accrue on a daily basis at the Dividend Rate equal to the Stated Rate from (and including) the Original Issue Date to (but not including) the date on which the Liquidation Price or Redemption Price of such share is paid pursuant to Section 4, 5 or 7 of this Certificate of Designations, as applicable, whether or not such dividends have been declared and whether or not there are any funds of the Corporation legally available for the payment of dividends, and such dividends shall be cumulative. If declared, accrued dividends on the Series A Preferred Stock shall be payable, in accordance with the terms and conditions set forth in this Certificate of

Designations,





conver



remaining assets of the Corporation after receiving in full the amount set forth in the immediately preceding sentence. Notwithstanding anything herein to the contrary, including Section 3(c)(ii) of this Certificate of Designations, if, upon distribution of the Corporation's assets in liquidation, dissolution or winding up, the assets of the Corporation to be distributed among the Holders of shares of Series A Preferred Stock and to all holders of any Parity Stock shall be insufficient to permit payment in full (a) to Holders of shares of Series A Preferred Stock, the Liquidation Price and the Liquidation Dividend Amount and (b) to holders of any Parity Stock, any preferential amounts to which they are entitled, then the entire assets of the Corporation to be distributed to Holders of shares of Series A Preferred Stock and holders of such Parity Stock shall be distributed *pro rata* to such holders based upon the aggregate of the full preferential amounts to which the shares of Series A Preferred Stock and such Parity Stock would otherwise respectively be entitled. Neither the consolidation or merger of the Corporation with or into any other corporation or corporations nor the sale, transfer or lease of all or substantially all the assets of the Corporation shall itself be deemed to be a liquidation, dissolution or winding up of the Corporation within the meaning of this Section 4 of this Certificate of Designations.

---



~~Section 5(c) shall be redeemed.~~ The shares of Series A Preferred Stock (and, if applicable, Parity Stock) to be redeemed in accordance with this Section 5(c) shall be redeemed *pro rata* (as nearly as practical without creating fractional shares) or by any other equitable method the Board of Directors in its discretion shall choose from among the Holders of the outstanding shares of Series A Preferred Stock (and, if applicable, Parity Stock). For the avoidance of doubt, any shares of Series A Preferred Stock that remain outstanding after the Redemption Date shall continue to accrue dividends in accordance with the provisions of Section 3 of this Certificate of Designations for so long as such shares remain outstanding.

(d) Notice of Redemption and Certificates. The Corporation shall mail notice of any redemption in accordance with this Certificate of Designations to each Holder (such notice, a “Notice of Redemption”) in accordance with Section 16 of this Certificate of Designations, not later than ten (10) days prior to the Redemption Date. Such Notice of Redemption shall contain: (A) the number of shares of Series A Preferred Stock that the Corporation shall redeem on the Redemption Date specified in the Notice of Redemption, (B) the Redemption Price, (C) the Redemption Date, (D) the instructions a Holder must follow with respect to the redemption, including the method for surrendering the certificates, if any, for the shares of Series A Preferred Stock to be redeemed for payment of the Redemption Price on the Redemption Date, and (E) any other matters required by ~~the~~

---

---

with respect to such shares shall forthwith cease and terminate, except the right of the Holders thereof to receive, subject to the procedures contained in the Notice of Redemption, the consideration payable upon redemption thereof.

(f) Status of Redeemed Shares. Any shares of Series A Preferred Stock that are redeemed, purchased or otherwise acquired by the Corporation shall be retired and shall be restored to the status of authorized and unissued shares of preferred stock of the Corporation and may be reissued as part of another series of the preferred stock of the Corporation, but such shares shall not be reissued as Series A Preferred Stock.

(g) Certain Restrictions. If and so long as the Corporation shall fail to redeem on the Redemption Date all shares of Series A Preferred Stock required to be redeemed on such date, the Corporation shall not redeem (except in accordance with Section 5(c) of this Certificate of Designations), or discharge any sinking fund obligation with respect to, any Parity Stock or Junior Stock, and shall not purchase or otherwise acquire any additional shares of Series A Preferred Stock, Parity Stock or Junior Stock, unless and until all then outstanding shares of Series A Preferred Stock that were not previously redeemed as required are redeemed pursuant to the terms hereof. Nothing contained in this Section 5(g) of this Certificate of Designations shall prevent (i) the purchase or acquisition by the Corporation of shares of Series A Preferred Stock and Parity Stock pursuant to a purchase or exchange offer or offers made to Holders of all outstanding shares of Series A Preferred Stock and Parity Stock, provided that (A) as to Holders of all outstanding shares of Series A Preferred Stock, the terms of the purchase or exchange offer for all such shares are identical, (B) as to holders of all outstanding shares of a particular series or class of Parity Stock, the terms of the purchase or exchange offer for all such shares are identical, and (C) as among Holders of all outstanding shares of Series A Preferred Stock and holders of all outstanding shares of any and all Parity Stock, the terms of each purchase or exchange offer or offers are substantially identical relative to the liquidation price of the shares of Series A Preferred Stock and each series or class of Parity Stock, (ii) the purchase or acquisition by the Corporation of shares of Series A Preferred Stock, Parity Stock or Junior Stock in exchange for (together with a cash adjustment for fractional shares, if any), or through the application of the proceeds of the sale of, shares of Junior Stock, or (iii) the redemption, purchase or other acquisition of Junior Stock solely in exchange for shares of Junior Stock.

6. Protective Provisions.

(a) In addition to any vote required by applicable law, for so long as any of the shares of Series A Preferred Stock shall remain outstanding, the Corporation shall not, without the written consent or affirmative vote of the Holders of at least a majority of the then outstanding shares of Series A Preferred Stock, given in writing or by vote at a meeting, consenting or voting (as the case may be) separately as a series, amend, alter or repeal any provision of this Certificate of Designations, whether by merger, share exchange, consolidation or otherwise (except for any transaction contemplated by Section 7 of this Certificate of Designations, in which case no vote of the Holders of shares of Series A Preferred Stock shall be required under this Section 6 of this Certificate of Designations), in a manner that adversely affects the powers, preferences or rights of the Series A Preferred Stock set forth in this Certificate of Designations, unless in each such case each share of Series A Preferred Stock (x) shall remain outstanding without a material and adverse change to the powers, preferences or rights of the Series A Preferred Stock or (y) shall be converted into or exchanged for preferred stock of the surviving or resulting entity or a direct or

---



pursuant to this Section 7(b) of this Certificate of Designations only if and to the extent it shall have funds legally available to redeem and is not otherwise prohibited or restricted from redeeming all shares of Series A Preferred Stock to be so redeemed.

(c) In the event of an exchange, consolidation, merger or similar transaction (whether effected in a single transaction or series of related transactions) (x) in connection with which the shares of Series A Preferred Stock outstanding immediately prior to the consummation of such transaction or series of related transactions shall not remain outstanding and (y) that is n

---





Global Select Market (or any other exchange or automated quotation system on which the Common Stock of the Corporation may be listed or quoted), including, but not limited to, any requirements that listed or quoted companies have a majority of independent directors.

(vii) Preferred Directors elected pursuant to the limited voting rights with respect to the election of any Preferred Directors expressly set forth in this Section 9 of this Certificate of Designations (or appointed pursuant to Section 9(b)(v)(A) of this Certificate of Designations) shall be entitled to one vote per director on any matter on which members of the Board of Directors as a whole are entitled to vote.

(viii) In all cases in which Holders of the Series A Preferred Stock shall be entitled to vote, each share of Series A Preferred Stock shall be entitled to one vote.

(ix) The rules and procedures for calling and conducting meetings of the Board of Directors of Series A Preferred Stock (including, without limitation, the fixing of a record date in connection therewith), the election and use of proxies at such a meeting and any other procedural aspect or matter with regard to such a meeting shall be governed by any rules the Board of Directors, in its discretion, may adopt from time to time and applicable law.

(d) Term.

(i) The Preferred Directors will not be subject to the classification requirements set forth in Article V, Section B of the Certificate of Incorporation and will serve (once appointed or elected pursuant to this Section 9 of this Certificate of Designations) until the earliest to occur of (x) the election or appointment and qualification of their successor, (y) their death, resignation, or removal, and (z) an applicable Preferred Director Termination Event.

(ii) At such time as (x) ent.ed (z) once appoin ign, i MN qual sa



immediately cease to be directors of the Corporation and (C) such Nonpayment Director directorships shall be eliminated and the total authorized number of directorships of the Corporation shall be automatically reduced thereby.

- (e) Compliance with Listing Requirements





shall have designated by notice similar Day However, in the case of

Series A Preferred Stock or other securities issued on account of Series A Preferred Stock pursuant hereto or certificates representing such shares or securities. The Corporation shall not, however, be required to pay any such tax that may be payable in respect of any transfer involved in the issuance or delivery of shares of Series A Preferred Stock or other securities in a name other than that in which the shares of Series A Preferred Stock with respect to which such shares or other securities are issued or delivered were registered, or in respect of any payment to any Person other than a payment to the Holder thereof, and shall not be required to make any such issuance, delivery or payment unless and until the Person otherwise entitled to such issuance, delivery or payment has paid to the Corporation the amount of any such tax or has established, to the satisfaction of the Corporation, that such tax has been paid or is not payable.

(b) Withholding. All payments and distributions (or deemed distributions) on the shares of Series A Preferred Stock shall be subject to withholding and backup withholding of tax to the extent required by applicable law, and amounts withheld, if any, shall be treated as received by Holders.

16. Notices.

All notices or communications referred to in this Certificate of Designations or otherwise in respect of the Series A Preferred Stock shall be sufficiently given if given in writing and delivered by first class mail, postage prepaid, or if given in such other manner as may be permitted in this Certificate of Designations, in the Certificate of Incorporation or the Bylaws and by applicable law. All notices hereunder shall be deemed to have been given upon the earlier of (i) receipt thereof, (ii) three (3) Business Days after the mailing thereof if sent by registered, certified mail or first class mail with postage prepaid, (iii) with respect to Section 7(b) of this Certificate of Designations, the Fr. e

---

---

18. Information Rights.

During any period in which the Corporation is not subject to Section 13 or 15(d) of the Exchange Act and any shares of Series A Preferred Stock are outstanding, the Corporation will use its reasonable efforts to (a) transmit by mail (or other permissible means under the Exchange Act) to all Holders of Series A Preferred Stock, as their names and addresses appear on the record books of the Corporation and without cost to such Holders, copies of the annual reports on Form 10-K and quarterly reports on Form 10-Q that the Corporation would have been required to file with the SEC pursuant to Section 13 or 15(d) of the Exchange Act if it were subject thereto (other than any exhibits that would have been required); and (b) promptly, upon request, supply copies of such reports to any Holders or prospective Holder of Series A Preferred Stock. The Corporation will use its reasonable efforts to mail (or otherwise provide) the information to the Holders of shares of Series A Preferred Stock within fifteen (15) days after the respective dates by which a periodic report on Form 10-K or Form 10-Q, as the case may be, in respect of such information would have been required to be filed with the SEC, if the Corporation were subject to Section 13 or 15(d) of the Exchange Act, in each case, based on the dates on which the Corporation would be required to file such periodic reports if it were a “non-accelerated filer” within the meaning of the Exchange Act.

19. Book Entry.

The Series A Preferred Stock shall be issued initially in the form of one or more fully registered global certificates (“Global Preferred Shares”) to a custodian for a securities depository (the “Depository”) that is a “clearing agency” under Section 17A of the Exchange Act (or with such other custodian as the Depository may direct), and registered in the name of the Depository or its nominee, duly executed by the Corporation and authenticated by the Transfer Agent. The number of shares of Series A Preferred Stock represented by Global Preferred Shares may from time to time be increased or decreased by adjustments made on the records of the Transfer Agent and the Depository as hereinafter provided. Members of, or participants in, the Depository (“Agent Members”) shall have no rights under these terms of the shares of Series A Preferred Stock with respect to any Global Preferred Shares held on their behalf by the Depository or by the Transfer Agent as the custodian of the Depository or under such Global Preferred Shares, and the Depository may be treated by the Corporation, the Transfer Agent and any agent of the Corporation or the Transfer Agent as the absolute owner of such Global Preferred Shares for all purposes whatsoever.

Notwithstanding the foregoing, nothing herein shall prevent the Corporation, the Transfer Agent or any agent of the Corporation or the Transfer Agent from giving effect to any written certification, proxy or other authorization furnished by the Depository or impair, as between the Depository and its Agent Members, the operation of customary practices of the Depository governing the exercise of the rights of a Holder of a beneficial interest in any Global Preferred Shares.

---



August 21, 2020

Qurate Retail Announces Declaration of Special Dividend of Cash and Preferred Stock to Common Stock Holders

ENGLEWOOD, Colo.-- Qurate Retail, Inc. ("Qurate Retail") (Nasdaq: QRTEA, QRTEB) today announced that an authorized committee of its Board of Directors declared a special dividend on each outstanding share of its common stock consisting of (i) a special cash dividend in the amount of \$1.50 per common share, for an aggregate cash dividend of approximately \$633 million, and (ii) a special dividend of 0.03 shares of newly issued 8.0% Series A Cumulative Redeemable Preferred Stock (the "Preferred Shares"), having an initial liquidation price of \$100 per Preferred Share, with cash to be paid in lieu of fractional shares.

The distribution ratio for the Preferred Share dividend is equivalent to \$3.00 in initial liquidation preference per common share, for an aggregate issuance of approximately \$1.3 billion aggregate liquidation preference. Holders of the Preferred Shares are entitled to receive quarterly cash dividends at a rate of 8.0% per annum on a cumulative basis, beginning December 15, 2020 and thereafter on each March 15, June 15, September 15 and December 15 during the term. The Preferred Shares will be non-voting, except in limited circumstances as required by law, will be subject to mandatory redemption on March 15, 2031 and are expected to trade separately from the common shares on the Nasdaq Global Select Market under the ticker symbol QRTEP following the date of distribution. The cash dividend is tax-free to shareholders, other than on shares held in a tax-advantaged account.



by such statements, including, without limitation, regulatory matters affecting our businesses, continued access to capital on terms acceptable to Qurate Retail, satisfaction of the conditions to the distribution of the Preferred Shares, changes in law and government regulations, the availability of investment opportunities, and general market conditions (including as a result of COVID-19). These forward-looking statements speak only as of the date of this press release, and Qurate Retail expressly disclaims any obligation or undertaking to disseminate any updates or revisions to any forward-looking statement contained herein to reflect any change in Qurate Retail's expectations with regard thereto or any change in events, conditions or circumstances on which any such statement is based. Please refer to the publicly filed documents of Qurate Retail, including the most recent Forms 10-K and 10-Q, for additional information about Qurate Retail and about the risks and uncertainties related to Qurate Retail's business which may affect the statements made in this press release.

#### About Qurate Retail, Inc.

Qurate Retail, Inc. operates and owns interests in a broad range of digital commerce businesses. Qurate Retail, Inc.'s businesses and assets consist of QVC (and its subsidiaries, including HSN), Zulily and the Cornerstone Brands (collectively, the Qurate Retail Group) as well as various green energy and other investments.

#### Contacts

Courtnee Chun, 720-875-5420

Qurate Retail, Inc.  
NASDAQ:QRTEA/QRTEB