

Oconee Federal Financial Corp.
Form DEF 14A
October 12, 2012

[QuickLinks](#) -- Click here to rapidly navigate through this document

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of
the Securities Exchange Act of 1934 (Amendment No.)

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material under §240.14a-12

OCONEE FEDERAL FINANCIAL CORP.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
 - (1) Title of each class of securities to which transaction applies:
 - (2) Aggregate number of securities to which transaction applies:
 - (3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):
 - (4) Proposed maximum aggregate value of transaction:
 - (5) Total fee paid:

Edgar Filing: Oconee Federal Financial Corp. - Form DEF 14A

- o Fee paid previously with preliminary materials.
 - o Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.
 - (1) Amount Previously Paid:
 - (2) Form, Schedule or Registration Statement No.:
 - (3) Filing Party:
 - (4) Date Filed:
-

Edgar Filing: Oconee Federal Financial Corp. - Form DEF 14A

October 12, 2012

Dear Stockholder:

We cordially invite you to attend the Annual Meeting of Stockholders of Oconee Federal Financial Corp. The Annual Meeting will be held at the main office of Oconee Federal Savings and Loan Association, 115 East North Second Street, Seneca, South Carolina 29678 on November 8, 2012, at 4:30 p.m., local time.

The enclosed Notice of Annual Meeting and Proxy Statement describe the formal business to be transacted. During the Annual Meeting we will also report on the operations of Oconee Federal Financial Corp. Also enclosed for your review is our 2012 Annual Report to Stockholders, which contains detailed information concerning our activities and operating performance.

The business to be conducted at the Annual Meeting consists of the election of two directors and the ratification of the appointment of Cherry, Bekaert & Holland, L.L.P. as independent registered public accounting firm for the year ending June 30, 2013. The Board of Directors has determined that the matters to be considered at the Annual Meeting are in the best interest of Oconee Federal Financial Corp. and its stockholders, and the Board of Directors unanimously recommends a vote "FOR" each matter to be considered.

On behalf of the Board of Directors, we urge you to sign, date and return the enclosed proxy card as soon as possible, even if you currently plan to attend the Annual Meeting. This will not prevent you from voting in person, but will assure that your vote is counted if you are unable to attend the Annual Meeting. Your vote is important, regardless of the number of shares that you own.

Our Proxy Statement and the 2012 Annual Report to Stockholders are available at <http://www.snl.com/IRWebLinkX/GenPage.aspx?IID=4271325&GKP=1073746085>.

Sincerely,

T. Rhett Evatt
President, Chief Executive Officer and
Chairman of the Board

Oconee Federal Financial Corp.

201 East North Second Street
Seneca, South Carolina 29678
(864) 882-2765

**NOTICE OF
ANNUAL MEETING OF STOCKHOLDERS**

To Be Held On November 8, 2012

Notice is hereby given that the Annual Meeting of Stockholders of Oconee Federal Financial Corp. will be held at the main office of Oconee Federal Savings and Loan Association, 115 East North Second Street, Seneca, South Carolina 29678 on November 8, 2012, at 4:30 p.m., local time.

A Proxy Card and Proxy Statement for the Annual Meeting are enclosed.

The Annual Meeting is for the purpose of considering and acting upon:

1. the election of two directors;
2. the ratification of the appointment of Cherry, Bekaert & Holland, L.L.P. as independent registered public accounting firm for the year ending June 30, 2013; and

such other matters as may *properly* come before the Annual Meeting, or any adjournments thereof. The Board of Directors is not aware of any other business to come before the Annual Meeting.

Any action may be taken on the foregoing proposals at the Annual Meeting on the date specified above, or on the date or dates to which the Annual Meeting may be adjourned. Stockholders of record at the close of business on September 28, 2012 are the stockholders entitled to vote at the Annual Meeting, and any adjournments thereof.

EACH STOCKHOLDER, WHETHER HE OR SHE PLANS TO ATTEND THE ANNUAL MEETING, IS REQUESTED TO SIGN, DATE AND RETURN THE ENCLOSED PROXY CARD WITHOUT DELAY IN THE ENCLOSED POSTAGE-PAID ENVELOPE. ANY PROXY GIVEN BY THE STOCKHOLDER MAY BE REVOKED AT ANY TIME BEFORE IT IS VOTED. A PROXY MAY BE REVOKED BY FILING WITH THE SECRETARY OF OCONEE FEDERAL FINANCIAL CORP. A WRITTEN REVOCATION OR A DULY EXECUTED PROXY CARD BEARING A LATER DATE. ANY STOCKHOLDER PRESENT AT THE ANNUAL MEETING MAY REVOKE HIS OR HER PROXY AND VOTE PERSONALLY ON EACH MATTER BROUGHT BEFORE THE ANNUAL MEETING. HOWEVER, IF YOU ARE A STOCKHOLDER WHOSE SHARES ARE NOT REGISTERED IN YOUR OWN NAME, YOU WILL NEED ADDITIONAL DOCUMENTATION FROM YOUR RECORD HOLDER IN ORDER TO VOTE IN PERSON AT THE ANNUAL MEETING.

By Order of the Board of Directors

Robert N. McLellan, Jr.
Secretary

Seneca, South Carolina
October 12, 2012

IMPORTANT: THE PROMPT RETURN OF PROXIES WILL SAVE THE EXPENSE OF FURTHER REQUESTS FOR PROXIES. A SELF-ADDRESSED ENVELOPE IS ENCLOSED FOR YOUR CONVENIENCE. NO POSTAGE IS REQUIRED IF MAILED WITHIN THE UNITED STATES.

PROXY STATEMENT

Oconee Federal Financial Corp.

201 East North Second Street
Seneca, South Carolina 29678
(864) 882-2765

ANNUAL MEETING OF STOCKHOLDERS

November 8, 2012

This Proxy Statement is furnished in connection with the solicitation of proxies on behalf of the Board of Directors of Oconee Federal Financial Corp. to be used at the Annual Meeting of Stockholders, which will be held at the main office of Oconee Federal Savings and Loan Association, 115 East North Second Street, Seneca, South Carolina 29678 on November 8, 2012, at 4:30 p.m., local time, and all adjournments of the Annual Meeting. The accompanying Notice of Annual Meeting of Stockholders and this Proxy Statement are first being mailed to stockholders on or about October 12, 2012.

REVOCAION OF PROXIES

Stockholders who execute proxies in the form solicited hereby retain the right to revoke them in the manner described below. Unless so revoked, the shares represented by such proxies will be voted at the Annual Meeting and all adjournments thereof. Proxies solicited on behalf of the Board of Directors of Oconee Federal Financial Corp. will be voted in accordance with the directions given thereon. **Where no instructions are indicated, validly executed proxies will be voted "FOR" the proposals set forth in this Proxy Statement for consideration at the Annual Meeting.**

Proxies may be revoked by sending written notice of revocation to the Secretary of Oconee Federal Financial Corp. at the address shown above, delivering a later-dated proxy card or by attending the Annual Meeting and voting in person. The presence at the Annual Meeting of any stockholder who had returned a proxy shall not revoke such proxy unless the stockholder delivers his or her ballot in person at the Annual Meeting or delivers a written revocation to the Secretary of Oconee Federal Financial Corp. prior to the voting of such proxy. If you are a stockholder whose shares are not registered in your name, you will need appropriate documentation from your record holder to vote in person at the Annual Meeting.

VOTING SECURITIES AND PRINCIPAL HOLDERS

Except as otherwise noted below, holders of record of Oconee Federal Financial Corp.'s shares of common stock, par value \$0.01 per share, as of the close of business on September 28, 2012 are entitled to one vote for each share then held. As of September 28, 2012, there were 6,432,645 shares of common stock issued and outstanding. The presence in person or by proxy of a majority of the outstanding shares of common stock entitled to vote is necessary to constitute a quorum at the Annual Meeting.

As to the election of directors, the proxy card being provided by the Board of Directors enables a stockholder to vote FOR all nominees proposed by the Board, to WITHHOLD authority for all nominees or to vote FOR ALL EXCEPT one or more of the nominees being proposed. Directors are elected by a plurality of votes cast, without regard to either broker non-votes or proxies as to which the authority to vote for the nominees being proposed is withheld. Accordingly, abstentions and broker non-votes will have no effect on the outcome of the election for directors.

As to the ratification of Cherry, Bekaert & Holland, L.L.P. as the independent registered public accounting firm, by checking the appropriate box, a stockholder may: (i) vote FOR the ratification; (ii) vote AGAINST the ratification; or (iii) ABSTAIN from voting on such ratification. The affirmative vote of a majority of the votes present at the Annual Meeting, in person or by proxy, and entitled to

Edgar Filing: Oconee Federal Financial Corp. - Form DEF 14A

vote, is required for the ratification of Cherry, Bekaert & Holland, L.L.P. as the independent registered public accounting firm for the year ending June 30, 2013. Broker non-votes will not affect the outcome of the vote, and abstentions will have the same effect as votes against.

As provided in Section 6 of our Charter, no person may directly or indirectly offer to acquire or acquire the beneficial ownership of more than 10% of the outstanding stock of any class of voting stock of the Company held by persons other than Oconee Federal, MHC. Persons who beneficially own in excess of 10% of our common stock held by stockholders other than Oconee Federal, MHC are not entitled to vote any shares held in excess of the 10% limit, and shares held in excess of the 10% limit shall not be counted as stock entitled to vote or counted as voting stock in connection with any matters submitted to the stockholders for a vote. This limitation does not apply to a transaction in which an underwriter purchases stock in connection with a public offering, or the purchase of stock by an employee stock ownership plan or other tax-qualified employee stock benefit plan that is exempt from applicable regulatory approval requirements. Subject to certain exceptions, a person is deemed to beneficially own shares owned by an affiliate of, as well as by persons acting in concert with, such person.

Persons and groups who beneficially own in excess of 5% of the shares of common stock are required to file certain reports with Oconee Federal Financial Corp. and the Securities and Exchange Commission regarding such ownership. The following table sets forth, as of September 28, 2012, the shares of common stock beneficially owned by each person who was known to us as the beneficial owner of more than 5% of the outstanding shares of common stock.

Name and Address of Beneficial Owners	Amount of Shares Owned and Nature of Beneficial Ownership(1)	Percent of Shares of Common Stock Outstanding
Oconee Federal, MHC 201 East North Second Street Seneca, South Carolina 29678	4,127,470(2)	64.25%
Farley Capital II L.P. Labrador Partners L.P. Farley Associates II LLC Newfoundland Partners L.P. FA Newfoundland LLC Stephen Farley LLC		
Stephen L. Farley 780 Third Avenue, 31st Floor New York, New York 10017	520,558(3)	8.10%

(1) Under regulations promulgated pursuant to the Securities Exchange Act of 1934, shares of common stock are deemed to be beneficially owned by a person if he or she directly or indirectly has or shares (i) voting power, which includes the power to vote or to direct the voting of the shares, or (ii) investment power, which includes the power to dispose or to direct the disposition of the shares. Unless otherwise indicated, the named beneficial owner has sole voting and dispositive power with respect to the shares.

(2) Based on information contained in a Schedule 13D filed on January 19, 2011.

(3) Based on information contained in a Schedule 13G/A filed on February 14, 2012 with information as of December 31, 2011.

PROPOSAL I ELECTION OF DIRECTORS

Our Board of Directors is comprised of six members. Our Bylaws provide that directors are divided into three classes, with one class of directors elected annually. Our directors are generally elected to serve for a three-year period and until their respective successors shall have been elected and shall qualify. Two directors will be elected at the Annual Meeting to serve for a three-year period and until their respective successors shall have been elected and shall qualify. The Nominating and Corporate Governance Committee of the Board of Directors has nominated the following persons to serve as directors for three-year terms: Robert N. McLellan, Jr. and W. Maurice Poore. Each individual is currently a director of Oconee Federal Financial Corp.

The table below sets forth certain information regarding the nominees, the other current members of our Board of Directors, and executive officers who are not directors, including the terms of office of board members. It is intended that the proxies solicited on behalf of the Board of Directors (other than proxies in which the vote is withheld as to any nominee) will be voted at the Annual Meeting for the election of the proposed nominees. If a nominee is unable to serve, the shares represented by all such proxies will be voted for the election of such substitute as the Board of Directors may determine. At this time, the Board of Directors knows of no reason why any of the nominees might be unable to serve, if elected.

Name	Position(s) Held With Oconee Federal Financial Corp.	Age(1)	Director Since(2)	Current Term Expires	Shares Beneficially Owned(3)	Percent of Class
NOMINEES						
Robert N. McLellan, Jr.	Director	56	2005	2012	18,359(4)	*
W. Maurice Poore	Director	68	1995	2012	31,221	*
CONTINUING BOARD MEMBERS						
T. Rhett Evatt	President, Chief Executive Officer and Chairman of the Board	84	1970	2014	82,873(5)	1.29%
Curtis T. Evatt	Executive Vice President, Chief Financial Officer and Director	40	2010	2014	38,464(6)	*
Harry B. Mays, Jr.	Director	65	2009	2013	14,221(7)	*
Cecil T. Sandifer, Jr.	Director	64	1985	2013	41,799(8)	*
EXECUTIVE OFFICERS WHO ARE NOT DIRECTORS						
Nancy M. Carter	Senior Vice President and Assistant Treasurer	60	N/A	N/A	25,061(9)	*
All Directors and Executive Officers as a Group (7 persons)					251,998	3.92%

* Less than 1%.

(1) As of June 30, 2012.

(2) Includes service with Oconee Federal Savings and Loan Association and Oconee Federal Financial Corp.

(3) As of the voting record date. An aggregate of 15,389 shares held in our employee stock ownership plan have been allocated to participant accounts. The trustee will vote the unallocated stock in proportion to the voting instructions received from plan participants with respect to the allocated shares.

Edgar Filing: Oconee Federal Financial Corp. - Form DEF 14A

- (4) Includes 4,968 shares held in an IRA for the benefit of Mr. McLellan and 6,250 shares held in an inherited IRA for the benefit of Mr. McLellan.
- (5) Includes 25,000 shares held in Mr. Evatt's account in Oconee Federal Savings and Loan Association's 401(k) plan, and 1,768 shares held by our employee stock ownership plan.
- (6) Includes 10,000 shares held in Mr. Evatt's account in Oconee Federal Savings and Loan Association's 401(k) plan, 1,000 shares held as custodian for Mr. Evatt's son, 1,000 shares held as custodian for Mr. Evatt's daughter, and 1,080 shares held by our employee stock ownership plan.
- (7) Includes 5,000 share held as Trustee of the Harry B. Mays Revocable Trust.
- (8) Includes 10,100 shares held as Trustee of the Sandifer Funeral Home Profit Sharing Plan, 250 shares held as custodian for Mr. Sandifer's grandson and 228 shares held as custodian for Mr. Sandifer's granddaughter.
- (9) Includes 10,000 shares held in Ms. Carter's account in Oconee Federal Savings and Loan Association's 401(k) plan and 840 shares held by our employee stock ownership plan.

The biographies of each of the nominees, continuing board members and executive officers are set forth below. With respect to directors and nominees, the biographies also contain information regarding the person's business experience and the experiences, qualifications, attributes or skills that caused the Nominating and Corporate Governance Committee and the Board of Directors to determine that the person should serve as a director. Each director is also a director of Oconee Federal Savings and Loan Association.

Directors

T. Rhett Evatt currently serves as President, Chief Executive Officer and Chairman of the board of directors of Oconee Federal Savings and Loan Association and was appointed to that position in 1983. He has been employed by Oconee Federal Savings and Loan Association since 1960, and has held several positions prior to being named President and Chief Executive Officer, including President and Treasurer, a position he held from 1974 until his appointment as President and Chief Executive Officer. He currently serves as the Chairman of the Board of Directors of Oconee Federal Savings and Loan Association. Mr. Evatt was selected to serve as a director and as Chairman of the Board of Directors of Oconee Federal Financial Corp. because his extensive experience in a variety of roles at Oconee Federal Savings and Loan Association provides a broad and unique perspective on the challenges facing our organization and our business strategies and operations. T. Rhett Evatt is the father of Curtis T. Evatt, our Executive Vice President and Chief Financial Officer.

Curtis T. Evatt currently serves as Executive Vice President and Chief Financial Officer of Oconee Federal Savings and Loan Association, and was appointed to that position in 2010. He has been employed by Oconee Federal Savings and Loan Association since 1988, and has held several positions prior to being named Executive Vice President and Chief Financial Officer, including Senior Vice President and Assistant Secretary, a position he held from 2007 until his most recent appointment, and Treasurer. He was also elected to the board of directors of Oconee Federal Savings and Loan Association effective January 1, 2010. Mr. Evatt was selected to serve as a director of Oconee Federal Financial Corp. because his experience in a variety of roles at Oconee Federal Savings and Loan Association, particularly in finance and accounting, provides perspective on the challenges facing our organization and our business strategies and operations. Curtis T. Evatt is the son of T. Rhett Evatt, our President, Chief Executive Officer and Chairman of the Board of Directors.

Harry B. Mays, Jr. is the owner of, and serves as pharmacist at, Mays Clinic Pharmacy, a position he has held since 1973. Mr. Mays was selected to serve as a director of Oconee Federal Financial

Edgar Filing: Oconee Federal Financial Corp. - Form DEF 14A

Corp. because his experience managing his own business provides insight and perspective with respect to general business operations, as well as experience reviewing financial statements.

Robert N. McLellan, Jr. is the President and majority owner of Byrd-McLellan Agency, Inc., an insurance agency in Seneca, South Carolina. He has been employed at Byrd-McLellan agency since 1975, and became majority (51%) owner in 1986. Mr. McLellan was selected to serve as a director of Oconee Federal Financial Corp. because his experience managing his own business provides insight and perspective with respect to general business operations, as well as experience reviewing financial statements.

Cecil T. Sandifer, Jr. is President and Chief Executive Officer of Sandifer Funeral Home in Westminster, South Carolina and the President of Heritage Memorial Garden, Inc., a cemetery services company in Westminster, South Carolina. Mr. Sandifer has been employed by Sandifer Funeral Home since 1964, and is the 49% owner. He has been employed by Heritage Memorial Garden, Inc. since its formation in 1998, and is the 75% owner. Mr. Sandifer was selected to serve as a director of Oconee Federal Financial Corp. because his experience managing his own business provides insight and perspective with respect to general business operations, as well as experience reviewing financial statements.

W. Maurice Poore is currently retired. Prior to his retirement in 2009, he served as the Executive Vice President and Treasurer of Oconee Federal Savings and Loan Company, a position he held since 1998. He was employed by Oconee Federal Savings and Loan Association from 1970 until his retirement, and held several positions prior to being named Executive Vice President and Treasurer, including Vice President and Assistant Treasurer. Mr. Poore was selected to serve as a director of Oconee Federal Financial Corp. because his experience in a variety of roles at Oconee Federal Savings and Loan Association provides a broad and unique perspective on the challenges facing our organization and our business strategies and operations, and because his service as Treasurer provides unique insight into our financial accounting practices and procedures, financial reporting and our relationship with our auditors.

Executive Officers Who Are Not Directors

Nancy M. Carter is the Senior Vice President and Assistant Treasurer of Oconee Federal Savings and Loan Association and was appointed to that position on January 1, 2010. She has previously served in a variety of positions with Oconee Federal Savings and Loan Association since 1970, including Assistant Treasurer and Bookkeeper, Assistant Vice President and Assistant Treasurer, and Vice President and Assistant Treasurer.

Board Independence

The Board of Directors has determined that each of Oconee Federal Financial Corp.'s directors, with the exception of Messrs. Evatt, Evatt and Poore, is an "independent director" as defined in Rule 5605(a)(2) of the listing standards of the Nasdaq Stock Market. In determining the independence of the directors listed above, the Board of Directors reviewed the following transactions, which are not required to be reported under "Transactions With Certain Related Persons," below. Oconee Federal Savings and Loan Association purchased certain of its insurance policies through the Byrd-McLellan Agency, which received commissions of approximately \$8,100 in each of the past three years.

Board Leadership Structure and Risk Oversight

Our Board of Directors is chaired by T. Rhett Evatt, who is also our President and Chief Executive Officer. We do not have a lead independent director. We believe our structure is appropriate given the relatively small size and relatively non-complex operating philosophy of our organization. In addition, we have never engaged in a transaction with an affiliate of our Chairman. As Chief Executive Officer of our organization, and having been employed by Oconee Federal Savings and Loan Association in various roles for 40 years, Mr. Evatt is well-positioned to understand the challenges faced by our organization. As a result, he can recommend solutions and prioritize the agenda for action by the Board of Directors. We understand the risk that an inside Chairman could theoretically manage the board of directors' agenda to limit the consideration of important issues relating to management. To minimize the risk involved with having a joint Chairman and Chief Executive Officer, the independent directors meet in executive sessions periodically to discuss certain matters such as the chief executive officer's performance and his annual compensation as well as our independent audit and internal controls.

The Board of Directors is actively involved in oversight of risks that could affect Oconee Federal Financial Corp. This oversight is conducted in part through committees of the Board of Directors, but the full Board of Directors has retained responsibility for general oversight of risks. The Board of Directors satisfies this responsibility through full reports by each committee chair regarding the committee's considerations and actions, through regular reports directly from officers responsible for oversight of particular risks, and through internal and external audits. Risks relating to the operations of Oconee Federal Savings and Loan Association are further overseen by the board of directors of Oconee Federal Savings and Loan Association, who are the same individuals who serve on the Board of Directors of Oconee Federal Financial Corp. The board of directors of Oconee Federal Savings and Loan Association also has additional committees that conduct risk oversight separate from Oconee Federal Financial Corp. Further, the Board of Directors oversees risks through the establishment of policies and procedures that are designed to guide daily operations in a manner consistent with applicable laws, regulations and risks acceptable to the organization.

Section 16(a) Beneficial Ownership Reporting Compliance

Our executive officers and directors and beneficial owners of greater than 10% of the outstanding shares of common stock are required to file reports with the Securities and Exchange Commission disclosing beneficial ownership and changes in beneficial ownership of our common stock. Securities and Exchange Commission rules require disclosure if an executive officer, director or 10% beneficial owner fails to file these reports on a timely basis. Based on our review of ownership reports required to be filed for the year ended June 30, 2012, no executive officer, director or 10% beneficial owner of our shares of common stock failed to file ownership reports on a timely basis, except that the executive officers and directors did not file Forms 4 on a timely basis with respect to restricted stock and option awards granted on April 27, 2012.

Code of Ethics

Oconee Federal Financial Corp. has adopted a Code of Ethics that is applicable to its senior financial officers, including the principal executive officer, principal financial officer, principal accounting officer and all officers performing similar functions. Oconee Federal Savings and Loan Association has posted this Code of Ethics on its Internet website at www.oconeeffederal.com.

Attendance at Annual Meetings of Stockholders

Oconee Federal Financial Corp. does not have a written policy regarding director attendance at annual meetings of stockholders, although directors are expected to attend these meetings absent

Edgar Filing: Oconee Federal Financial Corp. - Form DEF 14A

unavoidable scheduling conflicts. All of the directors of Oconee Federal Financial Corp. except for one attended the 2011 annual meeting of stockholders.

Communications with the Board of Directors

Any stockholder who wishes to contact our Board of Directors or an individual director may do so by writing to: Oconee Federal Financial Corp., 201 East North Second Street, Seneca, South Carolina 29678, Attention: Secretary. The letter should indicate that the sender is a stockholder and if shares are not held of record, should include appropriate evidence of stock ownership. Communications are reviewed by the Secretary and are then distributed to the Board of Directors or the individual director, as appropriate, depending on the facts and circumstances outlined in the communications received. The Secretary may attempt to handle an inquiry directly or forward a communication for response by the director or directors to whom it is addressed, or to another employee of Oconee Federal Financial Corp. The Secretary has the authority not to forward a communication if it is primarily commercial in nature, relates to an improper or irrelevant topic, or is unduly hostile, threatening, illegal or otherwise inappropriate.

Meetings and Committees of the Board of Directors

The business of Oconee Federal Financial Corp. is conducted at regular and special meetings of the Board of Directors and its committees. In addition, the "independent" members of the Board of Directors (as defined in the listing standards of the NASDAQ Stock Market) meet in executive sessions. The standing committees of the Board of Directors of Oconee Federal Financial Corp. are the Audit, Compensation and Nominating and Corporate Governance Committees.

The Board of Directors met at five regular meetings and two special meeting during the year ended June 30, 2012. No member of the Board of Directors or any committee thereof attended fewer than 75% of the aggregate of: (i) the total number of meetings of the Board of Directors (held during the period for which he has been a director); and (ii) the total number of meetings held by all committees on which he served (during the periods that he served).

Audit Committee. The Audit Committee is comprised of Directors Mays, McLellan and Sandifer, each of whom is "independent" in accordance with applicable SEC rules and Nasdaq listing standards. Mr. Sandifer serves as chair of the Audit Committee. The Audit Committee also serves as the audit committee of the board of directors of Oconee Federal Savings and Loan Association. The Audit Committee does not have an "audit committee financial expert" as defined under applicable SEC rules. The Board of Directors does not believe it is necessary to have such a person on the Audit Committee because each Audit Committee member has the ability to analyze and evaluate our financial statements as well as an understanding of the Audit Committee's functions. In addition, each Audit Committee member has overseen and assessed the finances and financial reporting of his own business.

Our Board of Directors has adopted a written charter for the Audit Committee, which is available on our Internet website at www.oconeeffederal.com. As more fully described in the Audit Committee Charter, the Audit Committee reviews the financial records and affairs of Oconee Federal Financial Corp. and monitors adherence in accounting and financial reporting to accounting principles generally accepted in the United States of America. The Audit Committee met six times during the year ended June 30, 2012.

Nominating and Corporate Governance Committee. The Nominating and Corporate Governance Committee is comprised of Directors Mays, McLellan and Sandifer, each of whom is independent in accordance with applicable SEC rules and Nasdaq listing standards. The Nominating and Corporate Governance Committee also serves as the nominating and corporate governance committee of the board of directors of Oconee Federal Savings and Loan Association. The Nominating and Corporate Governance Committee operates under a written charter which is available on our Internet website

Edgar Filing: Oconee Federal Financial Corp. - Form DEF 14A

at www.oconeeederal.com. The Nominating and Corporate Governance Committee met two times during the year ended June 30, 2012.

The Nominating and Corporate Governance Committee does not have a formal policy or specific guidelines regarding diversity among board members. However, the Nominating and Corporate Governance Committee seeks members who represent a mix of backgrounds that will reflect the diversity of our stockholders, employees, and customers, and experiences that will enhance the quality of the Board of Directors' deliberations and decisions. As the holding company for a community bank, the Board of Directors also seeks directors who can continue to strengthen Oconee Federal Savings and Loan Association's position in its community and can assist Oconee Federal Savings and Loan Association with business development through business and other community contacts. The Board of Directors considers the following criteria in evaluating and selecting candidates for nomination:

the candidate's relevant financial, regulatory and business experience and skills, including knowledge of the banking and financial services industries, familiarity with the operations of public companies and the ability to read and understand financial statements;

the candidate's familiarity with the Oconee Federal Financial Corp.'s market areas and participation in local business, civic, or charitable organizations;

the candidate's personal and professional integrity, honesty and reputation;

the candidate's ability to represent the best interests of Oconee Federal Financial Corp. and its stockholders, including potential for conflicts of interests with the candidate's other endeavors;

the candidate's ability to devote sufficient time and energy to perform his or her duties, including the ability to attend meetings and the number of boards and committees of other public companies on which the candidate serves; and

whether or not the candidate would be independent under applicable SEC rules and Nasdaq listing standards for purposes of service on the Board of Directors or on any particular committee.

The Nominating and Corporate Governance Committee identifies nominees by first evaluating the current members of the Board of Directors willing to continue in service, including the current members' board and committee attendance and performance, length of board service, experience and contributions, and independence. Current members of the Board of Directors with skills and experience that are relevant to Oconee Federal Financial Corp.'s business and who are willing to continue in service are considered for re-nomination, balancing the value of continuity of service by existing members of the board with that of obtaining a new perspective. If there is a vacancy on the Board of Directors because any member of the Board of Directors does not wish to continue in service or if the Nominating and Corporate Governance Committee decides not to re-nominate a member for re-election, the Nominating and Corporate Governance Committee would determine the desired skills and experience of a new nominee (including a review of the skills set forth above), may solicit suggestions for director candidates from all board members and may engage in other search activities.

In accordance with our Bylaws, a person is not qualified to serve as director if he or she: (1) is under indictment for, or has ever been convicted of, a criminal offense involving dishonesty or breach of trust and the penalty for such offense could be imprisonment for more than one year, (2) is a person against whom a banking agency has, within the past ten years, issued a cease and desist order for conduct involving dishonesty or breach of trust and that order is final and not subject to appeal, or (3) has been found either by a regulatory agency whose decision is final and not subject to appeal or by a court to have (i) breached a fiduciary duty involving personal profit, or (ii) committed a willful violation of any law, rule or regulation governing banking, securities, commodities or insurance, or any final cease and desist order issued by a banking, securities, commodities or insurance regulatory agency.

Edgar Filing: Oconee Federal Financial Corp. - Form DEF 14A

In addition, no person may serve on the Board of Directors beyond the annual meeting of stockholders immediately following such person's 90th birthday. During the year ended June 30, 2012 we did not pay a fee to any third party to identify or evaluate or assist in identifying or evaluating potential nominees for director.

The Nominating and Corporate Governance Committee may consider qualified candidates for director suggested by our stockholders. Stockholders can suggest qualified candidates for director by writing to our Secretary at 201 East North Second Street, Seneca, South Carolina 29678. The Secretary must receive a submission not less than 120 days prior to the anniversary of the date of the proxy statement relating to the prior year's annual meeting. The submission must include the following:

A statement that the writer is a stockholder and is proposing a candidate for consideration by the Nominating and Corporate Governance Committee;

The name and address of the stockholder, and the number of shares of Oconee Federal Financial Corp.'s common stock that are held of record by such stockholder;

The name, age, personal and business address of the candidate, the principal occupation or employment of the candidate;

The candidate's written consent to serve as a director;

A statement of the candidate's business and educational experience;

Such other information regarding the candidate as would be required to be included in Oconee Federal Financial Corp.'s proxy statement pursuant to Securities and Exchange Commission Regulation 14A;

A statement disclosing whether the stockholder is acting with or on behalf of any other person, and, if applicable, the identity of such other person.

Submissions that are received and that satisfy the above requirements are forwarded to the Nominating and Corporate Governance Committee for further review and consideration, using the same criteria to evaluate the candidate as it uses for evaluating other candidates that it considers.

Compensation Committee. The Compensation Committee is comprised of Messrs. Mays, McLellan and Sandifer, each of whom is independent in accordance with applicable SEC rules and Nasdaq listing standards. No member of the Compensation Committee is a current or former officer or employee of Oconee Federal Financial Corp. or Oconee Federal Savings and Loan Association. The Compensation Committee met three times during the year ended June 30, 2012.

The Compensation Committee is responsible for developing compensation guidelines, establishing the compensation of the Chief Executive Officer, and recommending to the entire Board of Directors the compensation for the Chief Financial Officer and the other senior executive officers. No executive officer who is also a director participates with respect to decisions on his compensation.

The Compensation Committee operates under a written charter which is available on our Internet website at www.oconeeffederal.com. This charter sets forth the responsibilities of the Compensation Committee and reflects the Compensation Committee's commitment to create a compensation structure that not only compensates senior management but also aligns the interests of senior management with those of our stockholders.

Our goal is to determine appropriate compensation levels that will enable us to meet the following objectives:

To attract, retain and motivate an experienced, competent executive management team;

Edgar Filing: Oconee Federal Financial Corp. - Form DEF 14A

To reward the executive management team for the enhancement of stockholder value based on our annual earnings performance and the market price of our stock;

To provide compensation rewards that are adequately balanced between short-term and long-term performance goals;

To encourage ownership of our common stock through stock-based compensation to all levels of management; and

To maintain compensation levels that are competitive with other financial institutions, particularly those in our peer group based on asset size and market area.

The Compensation Committee considers a number of factors in their decisions regarding executive compensation, including, but not limited to, the level of responsibility and performance of the individual executive officers, the overall performance of Oconee Federal Financial Corp. and a peer group analysis of compensation paid at institutions of comparable size and complexity. The Compensation Committee also considers the recommendations of the Chief Executive Officer with respect to the compensation of executive officers other than the Chief Executive Officer. In addition, the Compensation Committee may delegate to management certain of its duties and responsibilities, including the adoption, amendment, modification or termination of benefit plans.

The base salary levels for our executive officers are set to reflect the duties and levels of responsibilities inherent in the position and to reflect competitive conditions in the banking business in Oconee Federal Financial Corp.'s market area. Comparative salaries paid by other financial institutions are considered in establishing the salary for our executive officers. While the Compensation Committee did not engage a compensation consultant for the 2012 fiscal year, the Compensation Committee has utilized bank compensation surveys compiled by the America Bankers Association as well as other surveys prepared by trade groups and independent benefit consultants in designing our compensation program. In setting the base salaries, the Compensation Committee also considers a number of factors relating to the executive officers, including individual performance, job responsibilities, experience level, ability and the knowledge of the position. These factors are considered subjectively and none of the factors are accorded a specific weight.

Audit Committee Report

The Audit Committee has issued a report that states as follows:

We have reviewed and discussed with management our audited consolidated financial statements for the year ended June 30, 2012;

We have discussed with the independent registered public accounting firm the matters required to be discussed by Statement on Auditing Standards No. 61, "Communication With Audit Committees" as amended; and

We have received the written disclosures and the letter from the independent registered public accounting firm required by PCAOB Rule 3526, "Communication with Audit Committees Concerning Independence," and have discussed with the independent registered public accounting firm their independence.

Based on the review and discussions referred to above, the Audit Committee recommended to the Board of Directors that the audited consolidated financial statements be included in our Annual Report on Form 10-K for the year ended June 30, 2012 for filing with the Securities and Exchange Commission.

This report shall not be deemed incorporated by reference by any general statement incorporating by reference this proxy statement into any filing under the Securities Act of 1933, as amended, or the

Edgar Filing: Oconee Federal Financial Corp. - Form DEF 14A

Securities Exchange Act of 1934, as amended, except to the extent that Oconee Federal Financial Corp. specifically incorporates this information by reference, and shall not otherwise be deemed filed under such Acts.

This report has been provided by the Audit Committee:

Harry B. Mays, Jr.
Robert N. McLellan, Jr.
Cecil T. Sandifer, Jr.

Transactions With Certain Related Persons

In the ordinary course of business, Oconee Federal Savings and Loan Association makes loans available to its directors, officers and employees. These loans are made in the ordinary course of business on substantially the same terms, including interest rate and collateral, as those prevailing at the time for comparable loans with persons not related to Oconee Federal Savings and Loan Association. Management believes that these loans neither involve more than the normal risk of collectibility nor present other unfavorable features.

Section 402 of the Sarbanes-Oxley Act of 2002 generally prohibits an issuer from: (1) extending or maintaining credit; (2) arranging for the extension of credit; or (3) renewing an extension of credit in the form of a personal loan for an officer or director. There are several exceptions to this general prohibition, one of which is applicable to Oconee Federal Savings and Loan Association. This does not apply to loans made by a depository institution that is insured by the Federal Deposit Insurance Corporation and that is subject to the insider lending restrictions of the Federal Reserve Act. All loans to our directors and officers are made in conformity with the Federal Reserve Act and applicable regulations.

EXECUTIVE COMPENSATION

Executive Officer Compensation

Summary Compensation Table. The table below summarizes for the years ended June 30, 2012 and June 30, 2011 the total compensation paid to or earned by our President and Chief Executive Officer T. Rhett Evatt, and our two other most highly compensated executive officers. Each individual listed in the table below is referred to as a "named executive officer."

Summary Compensation Table

Name and principal position	Year	Salary (\$)	Bonus \$(1)	Stock Awards \$(2)	Option Awards \$(3)	All other compensation \$(4)	Total (\$)
T. Rhett Evatt	2012	189,070	9,259	360,196	77,763	82,404	718,692
President and Chief Executive Officer	2011	181,998	10,155			68,470	260,623
Curtis T. Evatt	2012	126,392	5,654	288,157	77,763	44,277	542,243
Executive Vice President and Chief Financial Officer	2011	99,602	5,644			31,638	136,884
Nancy M. Carter	2012	94,453	4,554	72,039	15,552	14,698	201,296
Senior Vice President and Assistant Treasurer	2011	87,623	4,311			8,222	100,156

- (1) For the 2011 calendar year, each employee of Oconee Federal Savings and Loan Association, including the named executive officers, received a holiday bonus payment equal to five percent of his or her gross base pay received during the 2011 calendar year.
- (2) These amounts represent the aggregate grant date fair value for the restricted stock awards granted during the year indicated, computed in accordance with FASB ASC Topic 718. The assumptions used to determine the value of restricted stock awards are described in note 14 of the notes to the consolidated financial statements included in Oconee Federal Financial Corp.'s Annual Report on Form 10-K for the year ended June 30, 2012.
- (3) These amounts represent the aggregate grant date fair value for outstanding stock option awards granted during the year indicated, computed in accordance with FASB ASC Topic 718. The assumptions used to determine the value of stock options are described in note 14 of the notes to the consolidated financial statements included in Oconee Federal Financial Corp.'s Annual Report on Form 10-K for the year ended June 30, 2012. The actual value, if any, realized by an executive officer from any option will depend on the extent to which the market value of the common stock exceeds the exercise price of the option on the date the option is exercised. Accordingly, there is no assurance that the value realized by an executive officer will be at or near the value shown above.
- (4) The amounts in this column reflect what Oconee Federal Savings and Loan Association paid for, or reimbursed, the applicable named executive officer for the various benefits and perquisites received. A break-down of the various elements of compensation in this column is set forth in the table provided below.

All Other Compensation

Name	Year	Auto Expenses (\$)	Country Club Dues (\$)	Board Fees (\$)(1)	Employer Contributions to 401(k) Plan (\$)	ESOP Allocation (\$)(2)	Life Insurance Premiums Paid (\$)	Total All Other Compensation (\$)
T. Rhett Evatt	2012	7,925	1,980	35,234	2,538	22,984	11,743	82,404
Curtis T. Evatt	2012	4,314	1,980	18,887	5,056	14,040		44,277
Nancy M. Carter	ONT-FAMILY: 'Times New Roman', Times, serif; FONT-SIZE: 10pt; FONT-WEIGHT: bold">204429104							

NAME OF REPORTING PERSON
 SS. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSON

1
 Andsberg Inversiones Ltd.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)
 (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS*

BK

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) 5 OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Jersey, Channel Islands

SOLE VOTING POWER

7

NUMBER OF SHARED VOTING POWER
 SHARES 8

BENEFICIALLY 221,701,716

OWNED BY SOLE DISPOSITIVE POWER
 EACH 9

REPORTING PERSON SHARED DISPOSITIVE POWER

WITH 10
 221,701,716

AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON

11
 221,701,716

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

60.0%

TYPE OF REPORTING PERSON*

14

HC

10

CUSIP No. 204429104

NAME OF REPORTING PERSON

SS. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSON

1

Andsberg Inversiones Ltda.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)

(b)

3 SEC USE ONLY

SOURCE OF FUNDS*

4

BK

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d)
5 OR 2(e)

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Chile

SOLE VOTING POWER

7

NUMBER OF SHARED VOTING POWER

SHARES 8

BENEFICIALLY 221,701,716

OWNED BY SOLE DISPOSITIVE POWER

EACH 9

REPORTING

PERSON SHARED DISPOSITIVE POWER

WITH 10

221,701,716

AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON

11

221,701,716

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

60.0%

TYPE OF REPORTING PERSON*

14

HC

11

CUSIP No. 204429104

NAME OF REPORTING PERSON

SS. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSON

1

Ruana Copper Corporation Establishment

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)

(b)

3 SEC USE ONLY

SOURCE OF FUNDS*

4

BK

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d)
5 OR 2(e)

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Liechtenstein

SOLE VOTING POWER

7

NUMBER OF SHARED VOTING POWER

SHARES 8

BENEFICIALLY 221,701,716

OWNED BY SOLE DISPOSITIVE POWER

EACH 9

REPORTING

PERSON SHARED DISPOSITIVE POWER

WITH 10

221,701,716

AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON

11

221,701,716

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

60.0%

TYPE OF REPORTING PERSON*

14

HC

12

CUSIP No. 204429104

NAME OF REPORTING PERSON

SS. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSON

1

Guillermo Luksic Craig¹

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)

(b)

3 SEC USE ONLY

SOURCE OF FUNDS*

4

BK

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d)

OR 2(e)

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Chile

SOLE VOTING POWER

7

NUMBER OF SHARED VOTING POWER

SHARES 8

BENEFICIALLY 221,701,716

OWNED BY SOLE DISPOSITIVE POWER

EACH 9

REPORTING

PERSON SHARED DISPOSITIVE POWER

WITH 10

221,701,716

AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON

11

221,701,716

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

60.0%

TYPE OF REPORTING PERSON*

14 OO

¹ Mr. Guillermo Luksic Craig passed away on March 27, 2013. Following his passing, his individual holdings of common stock became part of his estate, which is currently the subject of ordinary course proceedings to finalize its distribution. The executor of the estate does not have the ability to direct the voting or disposition of such shares of common stock.

CUSIP No. 204429104

NAME OF REPORTING PERSON

SS. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSON

1

Nicolás Luksic Puga

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)

(b)

3 SEC USE ONLY

SOURCE OF FUNDS*

4

BK

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d)
5 OR 2(e)

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Chile

SOLE VOTING POWER

7

NUMBER OF SHARED VOTING POWER

SHARES 8

BENEFICIALLY 221,701,716

OWNED BY SOLE DISPOSITIVE POWER

EACH 9

REPORTING

PERSON SHARED DISPOSITIVE POWER

WITH 10

221,701,716

AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON

11

221,701,716

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

60.0%

TYPE OF REPORTING PERSON*

14

IN

14

CUSIP No. 204429104

NAME OF REPORTING PERSON

SS. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSON

1

Inmobiliaria e Inversiones Río Claro S.A.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)

(b)

3 SEC USE ONLY

SOURCE OF FUNDS*

4

BK

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d)
5 OR 2(e)

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Chile

SOLE VOTING POWER

7

NUMBER OF SHARED VOTING POWER

SHARES 8

BENEFICIALLY 221,701,716

OWNED BY SOLE DISPOSITIVE POWER

EACH 9

REPORTING

PERSON SHARED DISPOSITIVE POWER

WITH 10

221,701,716

AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON

11

221,701,716

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

60.0%

TYPE OF REPORTING PERSON*

14

HC

15

CUSIP No. 204429104

NAME OF REPORTING PERSON

SS. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSON

1

Andrónico Luksic Craig

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)

(b)

3 SEC USE ONLY

SOURCE OF FUNDS*

4

BK

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d)
5 OR 2(e)

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Chile

SOLE VOTING POWER

7

NUMBER OF SHARED VOTING POWER

SHARES 8

BENEFICIALLY 221,701,716

OWNED BY SOLE DISPOSITIVE POWER

EACH 9

REPORTING

PERSON SHARED DISPOSITIVE POWER

WITH 10

221,701,716

AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON

11

221,701,716

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

60.0%

TYPE OF REPORTING PERSON*

14

IN

16

CUSIP No. 204429104

NAME OF REPORTING PERSON

SS. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSON

1

Patricia Lederer Tcherniak

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)

(b)

3 SEC USE ONLY

SOURCE OF FUNDS*

4

BK

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d)
5 OR 2(e)

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Chile

SOLE VOTING POWER

7

NUMBER OF SHARED VOTING POWER

SHARES 8

BENEFICIALLY 221,701,716

OWNED BY SOLE DISPOSITIVE POWER

EACH 9

REPORTING

PERSON SHARED DISPOSITIVE POWER

WITH 10

221,701,716

AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON

11

221,701,716

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

60.0%

TYPE OF REPORTING PERSON*

14

IN

17

CUSIP No. 204429104

NAME OF REPORTING PERSON

SS. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSON

1

Inversiones Consolidadas Ltda.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)

(b)

3 SEC USE ONLY

SOURCE OF FUNDS*

4

BK

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d)
5 OR 2(e)

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Chile

SOLE VOTING POWER

7

NUMBER OF SHARED VOTING POWER

SHARES 8

BENEFICIALLY 221,701,716

OWNED BY SOLE DISPOSITIVE POWER

EACH 9

REPORTING

PERSON SHARED DISPOSITIVE POWER

WITH 10

221,701,716

AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON

11

221,701,716

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

60.0%

TYPE OF REPORTING PERSON*

14

HC

18

CUSIP No. 204429104

NAME OF REPORTING PERSON

SS. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSON

1

Inversiones Salta S.A.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)

(b)

3 SEC USE ONLY

SOURCE OF FUNDS*

4

BK

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d)
5 OR 2(e)

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Chile

SOLE VOTING POWER

7

NUMBER OF SHARED VOTING POWER

SHARES 8

BENEFICIALLY 221,701,716

OWNED BY SOLE DISPOSITIVE POWER

EACH 9

REPORTING

PERSON SHARED DISPOSITIVE POWER

WITH 10

221,701,716

AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON

11

221,701,716

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

60.0%

TYPE OF REPORTING PERSON*

14 HC

19

CUSIP No. 204429104

NAME OF REPORTING PERSON

SS. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSON

1

Andrónico Luksic Lederer

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)

(b)

3 SEC USE ONLY

SOURCE OF FUNDS*

4

BK

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d)

OR 2(e)

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Chile

SOLE VOTING POWER

7

NUMBER OF SHARED VOTING POWER

SHARES 8

BENEFICIALLY 221,701,716

OWNED BY SOLE DISPOSITIVE POWER

EACH 9

REPORTING

PERSON SHARED DISPOSITIVE POWER

WITH 10

221,701,716

AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON

11

221,701,716

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

60.0%

TYPE OF REPORTING PERSON*

14

IN

20

CUSIP No. 204429104

NAME OF REPORTING PERSON

SS. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSON

1

Davor Luksic Lederer

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)

(b)

3 SEC USE ONLY

SOURCE OF FUNDS*

4

BK

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d)
5 OR 2(e)

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Chile

SOLE VOTING POWER

7

NUMBER OF SHARED VOTING POWER

SHARES 8

BENEFICIALLY 221,701,716

OWNED BY SOLE DISPOSITIVE POWER

EACH 9

REPORTING

PERSON SHARED DISPOSITIVE POWER

WITH 10

221,701,716

AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON

11

221,701,716

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

60.0%

TYPE OF REPORTING PERSON*

14

IN

21

CUSIP No. 204429104

NAME OF REPORTING PERSON

SS. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSON

1

Max Luksic Lederer

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)

(b)

3 SEC USE ONLY

SOURCE OF FUNDS*

4

BK

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d)

OR 2(e)

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Chile

SOLE VOTING POWER

7

NUMBER OF SHARED VOTING POWER

SHARES 8

BENEFICIALLY 221,701,716

OWNED BY SOLE DISPOSITIVE POWER

EACH 9

REPORTING

PERSON SHARED DISPOSITIVE POWER

WITH 10

221,701,716

AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON

11

221,701,716

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

60.0%

TYPE OF REPORTING PERSON*

14

IN

22

CUSIP No. 204429104

NAME OF REPORTING PERSON

SS. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSON

1

Dax Luksic Lederer

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)

(b)

3 SEC USE ONLY

SOURCE OF FUNDS*

4

BK

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d)
5 OR 2(e)

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Chile

SOLE VOTING POWER

7

NUMBER OF SHARED VOTING POWER

SHARES 8

BENEFICIALLY 221,701,716

OWNED BY SOLE DISPOSITIVE POWER

EACH 9

REPORTING

PERSON SHARED DISPOSITIVE POWER

WITH 10

221,701,716

AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON

11

221,701,716

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

60.0%

TYPE OF REPORTING PERSON*

14 IN

23

CUSIP No. 204429104

NAME OF REPORTING PERSON

SS. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSON

1

Inversiones Río Claro Ltda.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)

(b)

3 SEC USE ONLY

SOURCE OF FUNDS*

4

BK

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d)
OR 2(e)

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Chile

SOLE VOTING POWER

7

NUMBER OF SHARED VOTING POWER
SHARES 8

BENEFICIALLY 221,701,716

OWNED BY SOLE DISPOSITIVE POWER

EACH 9

REPORTING

PERSON SHARED DISPOSITIVE POWER

WITH 10

221,701,716

AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON

11

221,701,716

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

60.0%

TYPE OF REPORTING PERSON*

14 CO

24

CUSIP No. 204429104

NAME OF REPORTING PERSON

SS. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSON

1

Inversiones Orengo S.A.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)

(b)

3 SEC USE ONLY

SOURCE OF FUNDS*

4

BK

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d)
5 OR 2(e)

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Chile

SOLE VOTING POWER

7

NUMBER OF SHARED VOTING POWER

SHARES 8

BENEFICIALLY 221,701,716

OWNED BY SOLE DISPOSITIVE POWER

EACH 9

REPORTING

PERSON SHARED DISPOSITIVE POWER

WITH 10

221,701,716

AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON

11

221,701,716

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

60.0%

TYPE OF REPORTING PERSON*

14

CO

25

CUSIP No. 204429104

NAME OF REPORTING PERSON

SS. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSON

1

Inversiones Alaska Ltda.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)

(b)

3 SEC USE ONLY

SOURCE OF FUNDS*

4

BK

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d)
5 OR 2(e)

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Chile

SOLE VOTING POWER

7

NUMBER OF SHARED VOTING POWER

SHARES 8

BENEFICIALLY 221,701,716

OWNED BY SOLE DISPOSITIVE POWER

EACH 9

REPORTING

PERSON SHARED DISPOSITIVE POWER

WITH 10

221,701,716

AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON

11

221,701,716

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

60.0%

TYPE OF REPORTING PERSON*

14

CO

26

CUSIP No. 204429104

NAME OF REPORTING PERSON

SS. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSON

1

Antonia Luksic Puga

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)

(b)

3 SEC USE ONLY

SOURCE OF FUNDS*

4

BK

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d)
5 OR 2(e)

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Chile

SOLE VOTING POWER

7

NUMBER OF SHARED VOTING POWER

SHARES 8

BENEFICIALLY 221,701,716

OWNED BY SOLE DISPOSITIVE POWER

EACH 9

REPORTING

PERSON SHARED DISPOSITIVE POWER

WITH 10

221,701,716

AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON

11

221,701,716

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

60.0%

TYPE OF REPORTING PERSON*

14

IN

27

CUSIP No. 204429104

NAME OF REPORTING PERSON

SS. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSON

1

Isidora Luksic Prieto

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)

(b)

3 SEC USE ONLY

SOURCE OF FUNDS*

4

BK

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d)

OR 2(e)

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Chile

SOLE VOTING POWER

7

NUMBER OF SHARED VOTING POWER

SHARES 8

BENEFICIALLY 221,701,716

OWNED BY SOLE DISPOSITIVE POWER

EACH 9

REPORTING

PERSON SHARED DISPOSITIVE POWER

WITH 10

221,701,716

AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON

11

221,701,716

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

60.0%

TYPE OF REPORTING PERSON*

14 IN

28

CUSIP No. 204429104

NAME OF REPORTING PERSON

SS. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSON

1

Mara Luksic Prieto

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)

(b)

3 SEC USE ONLY

SOURCE OF FUNDS*

4

BK

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d)
OR 2(e)

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Chile

SOLE VOTING POWER

7

NUMBER OF SHARED VOTING POWER
SHARES 8

BENEFICIALLY 221,701,716

OWNED BY SOLE DISPOSITIVE POWER

EACH 9

REPORTING

PERSON SHARED DISPOSITIVE POWER

WITH 10

221,701,716

AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON

11

221,701,716

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

60.0%

TYPE OF REPORTING PERSON*

14 IN

29

CUSIP No. 204429104

NAME OF REPORTING PERSON

SS. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSON

1

Elisa Luksic Prieto

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)

(b)

3 SEC USE ONLY

SOURCE OF FUNDS*

4

BK

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d)
5 OR 2(e)

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Chile

SOLE VOTING POWER

7

NUMBER OF SHARED VOTING POWER

SHARES 8

BENEFICIALLY 221,701,716

OWNED BY SOLE DISPOSITIVE POWER

EACH 9

REPORTING

PERSON SHARED DISPOSITIVE POWER

WITH 10

221,701,716

AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON

11

221,701,716

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

60.0%

TYPE OF REPORTING PERSON*

14

IN

30

CUSIP No. 204429104

NAME OF REPORTING PERSON

1 SS. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSON

Fernanda Luksic Lederer

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)

(b)

3 SEC USE ONLY

SOURCE OF FUNDS*

4

BK

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d)
5 OR 2(e)

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Chile

SOLE VOTING POWER

7

NUMBER OF SHARED VOTING POWER

SHARES 8

BENEFICIALLY 221,701,716

OWNED BY SOLE DISPOSITIVE POWER

EACH 9

REPORTING

PERSON SHARED DISPOSITIVE POWER

WITH 10

221,701,716

AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON

11

221,701,716

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

60.0%

TYPE OF REPORTING PERSON*

14 IN

31

The statement on Schedule 13D filed on September 30, 2005, as amended and supplemented on April 3, 2006 (the "Schedule 13D"), relating to the common stock without nominal (par) value (the "Common Stock"), of Compania Cervecerias Unidas S.A. ("CCU"), a company organized under the laws of Chile, is hereby amended as set forth below by this Amendment No. 2 to the Schedule 13D. Capitalized terms used herein and not otherwise defined herein shall have the respective meanings assigned to such terms in the Schedule 13D.

Item 2. Identity and Background.

Item 2 of Schedule 13D is hereby amended to add the following persons:

(a) – (c), (f) This statement is being filed by the following persons:

Inversiones Río Claro Ltda., a limited liability company organized under the laws of Chile, is a holding company whose main purpose is to hold shares of Quinenco and various other companies. Inversiones Río Claro Ltda.'s principal business address is at Enrique Foster Sur 20, Floor 21, Santiago, Chile. Inversiones Río Clara Ltda. is a member of the Quinenco Group.

Inversiones Orengo S.A., a corporation organized under the laws of Chile, is a holding company whose main purpose is to hold shares of Quinenco and various other companies. Inversiones Orengo S.A.'s principal business address is at Apoquindo 4001, Floor 14, Las Condes, Santiago, Chile. Inversiones Orengo S.A. is a member of the Quinenco Group.

Inversiones Alaska Ltda., a limited liability company organized under the laws of Chile, is a subsidiary of Inversiones Consolidadas Ltda., and its main purpose is to hold shares of Quiñenco S.A. Inversiones Alaska Ltda.'s principal business address is at Enrique Foster Sur 20, 18th Floor, Las Condes, Santiago, Chile. Inversiones Alaska Ltda. is a member of the Quinenco Group.

Antonia Luksic Puga, a Chilean citizen, resides in Chile and has her principal business address at Enrique Foster Sur 20, Floor 21, Santiago, Chile. Mrs. Antonia Luksic Puga is a member of the Quinenco Group.

Isidora Luksic Prieto, a Chilean citizen, resides in Chile and has her principal business address at Enrique Foster Sur 20, Floor 21, Santiago, Chile. Ms. Isidora Luksic Prieto is a member of the Quinenco Group.

Mara Luksic Prieto, a Chilean citizen, resides in Chile and has her principal business address at Enrique Foster Sur 20, Floor 21, Santiago, Chile. Ms. Mara Luksic Prieto is a minor and is a member of the Quinenco Group.

Elisa Luksic Prieto, a Chilean citizen, resides in Chile and has her principal business address at Enrique Foster Sur 20, Floor 21, Santiago, Chile. Ms. Elisa Luksic Prieto is a minor and is a member of the Quinenco Group.

Fernanda Luksic Lederer, a Chilean citizen, resides in Chile and has her principal business address at Enrique Foster Sur 20, Floor 18, Santiago, Chile. Ms. Fernanda Luksic Lederer is a member of the Quinenco Group.

(d) None of the Reporting Persons, or to the best knowledge of each of the Reporting Persons, any of the persons listed in Schedule A hereto, has been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) during the last five years.

(e) During the last five years, none of the Reporting Persons, or to the best knowledge of each Reporting Person, any of the persons listed in Schedule A hereto, has been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction as a result of which any such person was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation of such law.

Item 3. Source and Amount of Funds or Other Consideration.

Item 3 of the Schedule 13D is hereby supplemented as follows:

On June 18, 2013, shareholders at CCU's Extraordinary Shareholders' Meeting approved a capital increase of Ch\$340,000,000,000* through the issuance of 51,000,000 new shares of the same series. On October 8, 2013, Inversiones IRSA Limitada participated in the capital increase in the amount of Ch\$72,366,346,000, representing the acquisition of 11,133,284 additional shares at a subscription price of Ch\$6,500 per share. The purchase of the shares by Inversiones IRSA Limitada was financed with a capital contribution received from Inversiones y Rentas S.A. ("IRSA"). IRSA financed the capital contribution with long-term bank credit loans and its own funds.

Long-term indebtedness of IRSA to finance the capital contribution to Inversiones IRSA Limitada consisted of a Loan Agreement, dated July 25, 2013, between Inversiones y Rentas S.A. and Banco del Estado de Chile, and a Credit Line Agreement, dated August 6, 2013, between Inversiones y Rentas S.A. and Banco de Crédito e Inversiones, as follows:

Lender	Date of Incurrence	Principal Amount**	Interest Rate	Maturity Date
Banco de Credito e Inv.	September 12, 2013	UF1,535,000	UF+ + 4.12% p.a.	May 31, 2023
Banco Estado	September 12, 2013	UF1,500,000	UF+ + 3.95% p.a.	May 31, 2023
Banco Estado	October 8, 2013	UF130,000	UF+ + 3.95% p.a.	May 31, 2023

* Chilean Pesos.

** Unidades de Fomento (UFs), which are inflation-indexed, peso-denominated monetary units. The UF rate is set daily in advance based on changes in the previous month's inflation rate in Chile.

Item 4. Purpose of the Transaction.

Item 4 of the Schedule 13D is hereby amended and restated in its entirety as follows:

Inversiones IRSA Limitada purchased the shares referred to in Item 3 above in connection with CCU's capital increase to maintain, jointly with IRSA, a 60% ownership interest in CCU.

Item 5. Interests in Securities of the Issuer.

Item 5 of the Schedule 13D is hereby amended and restated in its entirety as follows:

(a)-(b) See pages 1-31 of this Amendment No. 2 to the Schedule 13D for the aggregate number and percentage of Common Shares beneficially owned by each Reporting Person, the number of Common Shares as to which there is sole or shared power to vote, or to direct the vote, and sole or shared power to dispose or to direct the disposition.

(c) On October 8, 2013, Inversiones IRSA Limitada purchased 11,133,284 shares of CCU's Common Stock at a purchase price of Ch\$6,500 per share, for an aggregate purchase price of Ch\$72,366,346,000.

(d) Not applicable.

(e) Not applicable.

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer.

Item 6 of the Schedule 13D is hereby supplemented as follows:

Item 3 of this statement on Schedule 13D is incorporated herein by reference.

Pursuant to the Loan Agreement, dated July 25, 2013, between Inversiones y Rentas S.A. and Banco del Estado de Chile, IRSA agreed to, among other things, maintain direct ownership of at least 50.1% of the shares issued by CCU.

Pursuant to the Credit Line Agreement, dated August 6, 2013, between Inversiones y Rentas S.A. and Banco de Crédito e Inversiones, IRSA agreed to, among other things, (i) maintain control over CCU (contemplated in the agreement as direct or indirect ownership of over 50.1% of CCU shares with voting rights at shareholder meetings, and control over rights and interests in CCU's capital allowing IRSA the right to appoint or elect the majority of the members of the board of directors of CCU), and (ii) continue to hold, directly or indirectly, at least 50.1% of CCU's shares.

Copies of English language translations of the Loan Agreement and the Credit Line Agreement are being filed as exhibits hereto.

Item 7. Material to be Filed as Exhibits.

Item 7 of the Schedule 13D is hereby amended and restated in its entirety as follows:

The following are filed with this statement:

<u>Exhibit No.</u>	<u>Description</u>
1	Joint Filing Agreements, together with Powers of Attorney from each of Luksburg Foundation, Dolberg Finance Corporation Establishment, Lanzville Investments Establishment, Ruana Copper Corporation Establishment, Geotech Establishment, Andsberg Ltd., Andsberg Inv. Ltd., Andsberg Inversiones Ltda., Patricia Lederer Tcherniak, Nicolas Luksic Puga, Guillermo Luksic Craig, Andronico Luksic Craig, Inmobiliaria e Inversiones Rio Claro S.A., Inversiones Salta S.A., Inversiones Consolidadas S.A., Andronico Luksic Lederer, Davor Luksic Lederer, Max Luksic Lederer, Dax Luksic Lederer and LQ Inversiones Financieras S.A. *
2	Amended Shareholder's Agreement dated January 13, 2003 between Quinenco and Heineken Chile.*
3	Syndicated Loan Agreement among Inversiones y Rentas, Banco de Estado de Chile, Banco de Credito e Inversiones and Banco Bilbao Vizcaya Argentaria, Chile dated August 5, 2005.*
4	Syndicated Loan Agreement - Inversiones y Rentas S.A. and Banco del Estado de Chile and Others.*
5	Modification of Syndicated Loan Agreement – Inversiones Y Rentas S.A. and Banco del Estado de Chile and Others.*
6	Joint Filing Agreements for each of Inversiones y Rentas S.A., Inversiones IRSA Limitada, Inmobiliaria e Inversiones Río Claro S.A., Inversiones Río Claro Ltda., Inversiones Orengo S.A., Inversiones Alaska Ltda., Nicolás Luksic Puga, Antonia Luksic Puga, Isidora Luksic Prieto, Mara Luksic Prieto, Elisa Luksic Prieto and Fernanda Luksic Lederer; and Powers of Attorney for each of Inversiones y Rentas S.A., Inversiones IRSA Limitada, Inmobiliaria e Inversiones Río Claro S.A., Inversiones Río Claro Ltda., Inversiones Orengo S.A., Inversiones Alaska Ltda., Nicolás Luksic Puga, Antonia Luksic Puga, Isidora Luksic Prieto, Mara Luksic Prieto, Elisa Luksic Prieto and Fernanda Luksic Lederer.
7	Loan Agreement, dated July 25, 2013, between Inversiones y Rentas S.A. and Banco del Estado de Chile.
8	Credit Line Agreement, dated August 6, 2013, between Inversiones y Rentas S.A. and Banco de Crédito e Inversiones.

* Exhibit previously filed

Schedule A-1

Schedule A-1 of the Schedule 13D is hereby amended in its entirety as follows:

Directors and General Manager of Inversiones y Rentas S.A.

Directors:

1. Name: Andrónico Luksic Craig
Principal Occupation:
Chairman of the Board of Directors of Quinenco S.A., LQIF S.A., SM Chile S.A. and CCU S.A.,
and Vice Chairman of the Board of Directors of Banco de Chile and CSVA S.A. Director of
various companies

Business Address: Enrique Foster Sur 20, 16th Floor

 Santiago, Chile

Citizenship: Chilean

2. Name: Phillipe Pasquet
Principal Occupation:
Director of various companies

Business Address: Av. das Americas 500, bloco 12, Barra da Tijuca

 Rio de Janeiro 22640-100, Brasil

Citizenship: French

3. Name: Francisco Pérez Mackenna
Principal Occupation:
Chief Executive Officer of Quinenco

Business Address: Enrique Foster Sur 20, 16th Floor

 Santiago, Chile

Citizenship: Chilean

4. Name: Manuel Jose Noguera Eyzaguirre
Principal Occupation:
Quinenco S.A. Chairman and Board Advisor

Business Address: Enrique Foster Sur 20, 16th Floor

 Santiago, Chile

Citizenship: Chilean

5. Name: John Ross Nicolson
Principal Occupation:
Chairman of the Board of Directors of Inversiones y
Rentas S.A.
Director of various companies

Business Address: AG Barr. 4 Mollins Road, Westfield Ind Estate,

 Cumbernauld, G68 9HD, UK

Citizenship: British

6. Name: Jorge Luis Ramos Santos
Principal Occupation: Director of various companies
Business Address: Esperanza 110. Garza García
Nuevo León, México. ZP 66240
Citizenship: Mexican

A-1-1

General Manager:

1. Name: Alessandro Bizzarri Carvallo
Principal Occupation: Partner, Law Offices Carvallo, Bizzarri & García Abogados
Business Address: Av. Nueva Costanera 4229, of 206
Santiago, Chile
Citizenship: Chilean

A-1-2

Schedule A-2

Schedule A-2 of the Schedule 13D is hereby amended in its entirety as follows:

Authorized Signatories of Inversiones IRSA Limitada.

1. Name: Andrónico Luksic Craig
Principal Occupation: Chairman of the Board of Directors of Quinenco S.A., LQIF S.A., SM Chile S.A. and CCU S.A., and Vice Chairman of the Board of Directors of Banco de Chile and CSVA S.A. Director of various companies
Business Address: Enrique Foster Sur 20, 16th Floor
 Santiago, Chile
Citizenship: Chilean
2. Name: Phillipe Pasquet
Principal Occupation: Director of various companies
Business Address: Av. das Americas 500, bloco 12, Barra da Tijuca
 Rio de Janeiro 22640-100, Brasil
Citizenship: French
3. Name: Francisco Pérez Mackenna
Principal Occupation: Chief Executive Officer of Quinenco
Business Address: Enrique Foster Sur 20, 16th Floor
 Santiago, Chile
Citizenship: Chilean
4. Name: Manuel Jose Noguera Eyzaguirre
Principal Occupation: Quinenco S.A. Chairman and Board Advisor
Business Address: Enrique Foster Sur 20, 16th Floor
 Santiago, Chile
Citizenship: Chilean
5. Name: John Ross Nicolson
Principal Occupation: Chairman of the Board of Directors of Inversiones y Rentas S.A.
 Director of various companies
Business Address: AG Barr. 4 Mollins Road, Westfield Ind Estate,
 Cumbernauld, G68 9HD, UK
Citizenship: British
6. Name: Jorge Luis Ramos Santos
Principal Occupation: Director of various companies
Business Address: Esperanza 110. Garza García
 Nuevo León, México. ZP 66240
Citizenship: Mexican

A-2-1

7. Name: Alessandro Bizzarri Carvallo
Principal Occupation: Partner, Law Offices Carvallo, Bizzarri & García Abogados

Business Address: Av. Nueva Costanera 4229, of 206
Santiago, Chile

Citizenship: Chilean

8. Name: Rosita Covarrubias Gatica
Principal Occupation: Finance Manager Inversiones y Rentas S.A.

Business Address: Enrique Foster Sur 20, 14th Floor
Santiago, Chile

Citizenship: Chilean

A-2-2

Schedule A-3

Schedule A-3 of the Schedule 13D is hereby amended in its entirety as follows:

Directors and Executive Officers of Quiñenco S.A.

Directors:

1. Name: Andrónico Luksic Craig
Principal Chairman of the Board of Directors of Quiñenco, Vice Chairman of the Board of Directors of
Occupation: Banco de Chile, Director of various companies
Business Address: Enrique Foster Sur 20, 16th Floor
 Santiago, Chile
Citizenship: Chilean

2. Name: Jean-Paul Luksic Fontbona
Principal Non-Executive Chairman of Antofagasta plc, Vice Chairman of the Board of Directors of
Occupation: Quiñenco, Director of various companies
Business Address: Apoquindo 4001, 22nd Floor
 Santiago, Chile
Citizenship: Chilean

3. Name: Nicolás Luksic Puga
Principal Chief Executive Officer of Ionix S.A., Director of Quiñenco,
Occupation: Director of various companies
Business Address: Enrique Foster Sur 20, 21st Floor
 Santiago, Chile
Citizenship: Chilean

4. Name: Andrónico Luksic Lederer
Principal Vice Chairman of Inversiones Consolidadas Limitada; Corporate Manager, International
Occupation: Development, Antofagasta Minerals S.A.; Director of Quiñenco
Business Address: Apoquindo 4001, 21st Floor
 Santiago, Chile
Citizenship: Chilean

5. Name: Gonzalo Menéndez Duque
Principal Director of various companies
Occupation: Director of various companies
Business Address: Agustinas 972, Suite 701
 Santiago, Chile
Citizenship: Chilean

6. Name: Hernán Büchi Buc
Principal Director of various companies
Occupation: Director of various companies
Business Address: Alcántara 498
 Las Condes, Santiago, Chile
Citizenship: Chilean

7. Name: Fernando Cañas Berkowitz
Principal
Occupation: Director of various companies
Business Address: Lo Fontecilla 441
Santiago, Chile
Citizenship: Chilean

8. Name: Matko Koljatic Maroevic
Principal
Occupation: Business Administrator
Business Address: Vicuña Mackenna 4860
Escuela de Administración PUC,
Santiago, Chile
Citizenship: Chilean

A-3-1

Executive Officers:

1. Name: Francisco Pérez Mackenna
Title: Chief Executive Officer
Citizenship: Chilean
2. Name: Luis Fernando Antúnez Bories
Title: Chief Financial Officer
Citizenship: Chilean
3. Name: Felipe Joannon Vergara
Title: Managing Director, Business Development
Citizenship: Chilean
4. Name: Martín Rodríguez Guiraldes
Title: Managing Director, Mergers & Acquisitions
Citizenship: Chilean
5. Name: Rodrigo Hinzpeter Kirberg
Title: Chief Legal Counsel
Citizenship: Chilean
6. Name: Pedro Marín Loyola
Title: Managing Director, Performance Appraisal and Internal Auditing
Citizenship: Chilean

A-3-2

7. Name: María Carolina García de la Huerta Aguirre
Title: Managing Director, Corporate Affairs and Communications
Citizenship: Chilean

8. Name: Alvaro Sapag Rajevic
Title: Managing Director, Sustainability
Citizenship: Chilean

9. Name: Andrea Tokman Ramos
Title: Chief Economist
Citizenship: Chilean, U.S.

A-3-3

Schedule A-4

Schedule A-4 of the Schedule 13D is hereby amended in its entirety as follows:

Directors of Heineken N.V.

Members of the Executive Board:

1. Name: Jean-Francois van Boxmeer
Principal Occupation: Chairman of the Executive Board of Heineken N.V. CEO

Business Address: Tweede Weteringplantsoen 21,
1017 2D Amsterdam, Netherlands

Citizenship: Belgian

2. Name: René Hooft Graafland
Principal Occupation: Member of the Executive Board of Heineken N.V. CFO

Business Address: Tweede Weteringplantsoen 21,
1017 2D Amsterdam, Netherlands

Citizenship: Dutch

A-4-1

Schedule A-5

Schedule A-5 of the Schedule 13D is hereby amended in its entirety as follows:

Members of the Foundation Council of the Luksburg Foundation

1. Name: Andrónico Luksic Craig
Principal Chairman of the Board of Directors of Quiñenco, Vice Chairman of the Board of Directors of
Occupation: Banco de Chile, Director of various companies
Business Address: Enrique Foster Sur 20, 16th Floor
 Santiago, Chile
Citizenship: Chilean

2. Name: Jean-Paul Luksic Fontbona
Principal Non-Executive Chairman of Antofagasta plc, Vice Chairman of the Board of Directors of
Occupation: Quiñenco, Director of various companies
Business Address: Apoquindo 4001, 22nd Floor
 Santiago, Chile
Citizenship: Chilean

3. Name: Nicolás Luksic Puga
Principal Chief Executive Officer of Ionix S.A., Director of Quiñenco,
Occupation: Director of various companies
Business Address: Enrique Foster Sur 20, 21st Floor
 Santiago, Chile
Citizenship: Chilean

4. Name: Karl Josef Hier
Principal Lawyer, Marxer & Partner
Occupation:
Business Address: Heiligkreuz 6
 Vaduz, Liechtenstein
Citizenship: Austrian

A-5-1

Schedule A-6

Schedule A-6 of the Schedule 13D is hereby amended in its entirety as follows:

Directors of Lanzville Investments Establishment

1. Name: Andrónico Luksic Craig
Principal Chairman of the Board of Directors of Quiñenco, Vice Chairman of the Board of Directors of
Occupation: Banco de Chile, Director of various companies
Business Address: Enrique Foster Sur 20, 16th Floor
 Santiago, Chile
Citizenship: Chilean

2. Name: Jean-Paul Luksic Fontbona
Principal Non-Executive Chairman of Antofagasta plc, Vice Chairman of the Board of Directors of
Occupation: Quiñenco, Director of various companies
Business Address: Apoquindo 4001, 22nd Floor
 Santiago, Chile
Citizenship: Chilean

3. Name: Karl Josef Hier
Principal Lawyer, Marxer & Partner
Occupation: Lawyer, Marxer & Partner
Business Address: Heiligkreuz 6
 Vaduz, Liechtenstein
Citizenship: Austrian

A-6-1

Schedule A-7

Schedule A-7 of the Schedule 13D is hereby amended in its entirety as follows:

Directors of Dolberg Finance Corporation Establishment

1. Name: Andrónico Luksic Craig
Principal Chairman of the Board of Directors of Quiñenco, Vice Chairman of the Board of Directors of
Occupation: Banco de Chile, Director of various companies
Business Address: Enrique Foster Sur 20, 16th Floor
 Santiago, Chile
Citizenship: Chilean

2. Name: Jean-Paul Luksic Fontbona
Principal Non-Executive Chairman of Antofagasta plc, Vice Chairman of the Board of Directors of
Occupation: Quiñenco, Director of various companies
Business Address: Apoquindo 4001, 22nd Floor
 Santiago, Chile
Citizenship: Chilean

3. Name: Karl Josef Hier
Principal Lawyer, Marxer & Partner
Occupation: Lawyer, Marxer & Partner
Business Address: Heiligkreuz 6
 Vaduz, Liechtenstein
Citizenship: Austrian

A-7-1

Schedule A-8

Schedule A-8 of the Schedule 13D is hereby amended in its entirety as follows:

Directors of Geotech Establishment

1. Name: Andrónico Luksic Craig
Principal Chairman of the Board of Directors of Quiñenco, Vice Chairman of the Board of Directors of
Occupation: Banco de Chile, Director of various companies
Business Address: Enrique Foster Sur 20, 16th Floor
 Santiago, Chile
Citizenship: Chilean

2. Name: Jean-Paul Luksic Fontbona
Principal Non-Executive Chairman of Antofagasta plc, Vice Chairman of the Board of Directors of
Occupation: Quiñenco, Director of various companies
Business Address: Apoquindo 4001, 22nd Floor
 Santiago, Chile
Citizenship: Chilean

3. Name: Karl Josef Hier
Principal Lawyer, Marxer & Partner
Occupation: Lawyer, Marxer & Partner
Business Address: Heiligkreuz 6
 Vaduz, Liechtenstein
Citizenship: Austrian

A-8-1

Schedule A-9

Schedule A-9 of the Schedule 13D is hereby amended in its entirety as follows:

Directors of Andsberg Limited

1. Name: Andrónico Luksic Craig
Principal Chairman of the Board of Directors of Quiñenco, Vice Chairman of the Board of Directors of
Occupation: Banco de Chile, Director of various companies
Business Address: Enrique Foster Sur 20, 16th Floor
 Santiago, Chile
Citizenship: Chilean

2. Name: María Paola Luksic Fontbona
Principal Entrepreneur
Occupation: Entrepreneur
Business Address: Apoquindo 4001, 14th Floor
 Santiago, Chile
Citizenship: Chilean

3. Name: Gonzalo Menéndez Duque
Principal Director of various companies
Occupation: Director of various companies
Business Address: Agustinas 972, Suite 701
 Santiago, Chile
Citizenship: Chilean

4. Name: Ramón Jara Araya
Principal Director of various companies
Occupation: Director of various companies
Business Address: Apoquindo 4001, 22nd Floor
 Santiago, Chile
Citizenship: Chilean

A-9-1

Schedule A-10

Schedule A-10 of the Schedule 13D is hereby amended in its entirety as follows:

Directors of Andsberg Inversiones Limited

1. Name: Andrónico Luksic Craig
Principal Chairman of the Board of Directors of Quiñenco, Vice Chairman of the Board of Directors of
Occupation: Banco de Chile, Director of various companies
Business Address: Enrique Foster Sur 20, 16th Floor
 Santiago, Chile
Citizenship: Chilean

2. Name: María Paola Luksic Fontbona
Principal Entrepreneur
Occupation: Entrepreneur
Business Address: Apoquindo 4001, 14th Floor
 Santiago, Chile
Citizenship: Chilean

3. Name: Gonzalo Menéndez Duque
Principal Director of various companies
Occupation: Director of various companies
Business Address: Agustinas 972, Suite 701
 Santiago, Chile
Citizenship: Chilean

4. Name: Ramón Jara Araya
Principal Director of various companies
Occupation: Director of various companies
Business Address: Apoquindo 4001, 22nd Floor
 Santiago, Chile
Citizenship: Chilean

A-10-1

Schedule A-11

Schedule A-11 of the Schedule 13D is hereby amended in its entirety as follows:

Authorized Signatories of Andsberg Inversiones Ltda.

1. Name: Andrónico Luksic Craig
Principal Chairman of the Board of Directors of Quiñenco, Vice Chairman of the Board of Directors of
Occupation: Banco de Chile, Director of various companies
Business Address: Enrique Foster Sur 20, 16th Floor
 Santiago, Chile
Citizenship: Chilean

2. Name: Jean-Paul Luksic Fontbona
Principal Non-Executive Chairman of Antofagasta plc, Vice Chairman of the Board of Directors of
Occupation: Quiñenco, Director of various companies
Business Address: Apoquindo 4001, 22nd Floor
 Santiago, Chile
Citizenship: Chilean

3. Name: María Paola Luksic Fontbona
Principal
Occupation: Entrepreneur
Business Address: Apoquindo 4001, 14th Floor
 Santiago, Chile
Citizenship: Chilean

4. Name: Lukas Yaksic Rojas
Principal
Occupation: Business Administrator for the Quiñenco Group
Business Address: Apoquindo 4001, 14th Floor
 Santiago, Chile
Citizenship: Chilean

A-11-1

Schedule A-12

Schedule A-12 of the Schedule 13D is hereby amended in its entirety as follows:

Directors of Ruana Copper Corporation Establishment

1. Name: Andrónico Luksic Craig
Principal Chairman of the Board of Directors of Quiñenco, Vice Chairman of the Board of Directors of
Occupation: Banco de Chile and Quiñenco, Director of various companies
Business
Address: Enrique Foster Sur 20, 16th Floor

 Santiago, Chile
Citizenship: Chilean
2. Name: Jean-Paul Luksic Fontbona
Principal Non-Executive Chairman of Antofagasta plc, Vice Chairman of the Board of Directors of
Occupation: Quiñenco, Director of various companies
Business
Address: Apoquindo 4001, 22nd Floor

 Santiago, Chile
Citizenship: Chilean
3. Name: Karl Josef Hier
Principal Lawyer, Marxer & Partner
Occupation:
Business
Address: Heiligkreuz 6

 Vaduz, Liechtenstein
Citizenship: Liechtenstein

A-12-1

Schedule A-13

Schedule A-13 of the Schedule 13D is hereby amended in its entirety as follows:

Directors and General Manager of Inmobiliaria e Inversiones Rio Claro S.A.

Directors:

1. Name: Nicolás Luksic Puga
Principal Occupation: Chief Executive Officer of Ionix S.A., Director of Quiñenco, Director of various companies
Business Address: Enrique Foster Sur 20, 21st Floor
Santiago, Chile
Citizenship: Chilean
2. Name: Gonzalo Menéndez Duque
Principal Occupation: Director of various companies
Business Address: Agustinas 972, Suite 701
Santiago, Chile
Citizenship: Chilean
3. Name: Manuel José Noguera Eyazguirre
Principal Occupation: Advisor to the Chairman and the Board of Directors of Quiñenco
Business Address: Enrique Foster Sur 20, 16th Floor
Santiago, Chile
Citizenship: Chilean
4. Name: Enrique Cibié Bluth
Principal Occupation: Director of various companies
Business Address: Apoquindo 3650, 10th Floor
Santiago, Chile
Citizenship: Chilean
5. Name: Alessandro Bizzarri Carvallo
Principal Occupation: Lawyer, Partner of Carvallo, Bizzarri & García
Business Address: Avenida Nueva Costanera 4229, of. 206
Santiago, Chile
Citizenship: Chilean

A-13-1

Management:

1. Name: Fernando de Solminihac Tampier
Principal Occupation: Chief Executive Officer
Business Address: Enrique Foster Sur 20, 21st Floor
Santiago, Chile
Citizenship: Chilean

A-13-2

Schedule A-14

Schedule A-14 of the Schedule 13D is hereby amended in its entirety as follows:

Directors and General Manager of Inversiones Consolidadas Limitada

Directors:

1. Name: Rodrigo Terré Fontbona
Principal
Occupation: Chairman of Inversiones Consolidadas Limitada, Director of various companies
Business Address: Enrique Foster Sur 20, 18th Floor
Santiago, Chile
Citizenship: Chilean
2. Name: Andrónico Luksic Lederer
Principal
Occupation: Vice Chairman of Inversiones Consolidadas Limitada; Corporate Manager, International Development, Antofagasta Minerals S.A.; Director of Quiñenco
Business Address: Apoquindo 4001, 21st Floor
Santiago, Chile
Citizenship: Chilean
3. Name: Gonzalo Molina Ariztía
Principal
Occupation: Lawyer, Partner of Infante, Valenzuela, Molina & Cía.
Business Address: Av. Apoquindo 3885, 6th Floor
Santiago, Chile
Citizenship: Chilean
4. Name: Alessandro Bizzarri Carvallo
Principal
Occupation: Lawyer, Partner of Carvallo, Bizzarri & García
Business Address: Av. Nueva Costanera 4229, of. 206
Santiago, Chile
Citizenship: Chilean
4. Name: Davor Luksic Lederer
Principal
Occupation: Chairman of Excelsa d.o.o.
Business Address: Ilica 1a, 14th Floor
Zagreb, Croatia
Citizenship: Chilean

A-14-1

General Manager:

1. Name: Rodrigo Swett Brown
Principal Occupation: General Manager of Inversiones Consolidadas Limitada
Business Address: Enrique Foster Sur 20, 18th Floor
Santiago, Chile
Citizenship: Chilean

A-14-2

Schedule A-15

Schedule A-15 of the Schedule 13D is hereby amended in its entirety as follows:

Directors and General Manager of Inversiones Salta S.A.

Directors:

1. Name: Gonzalo Molina Ariztía
Principal
Occupation: Lawyer, Partner of Infante, Valenzuela, Molina & Cía.
Business Address: Av. Apoquindo 3885, 6th Floor
Santiago, Chile
Citizenship: Chilean
2. Name: Andrónico Luksic Lederer
Principal
Occupation: Vice Chairman of Inversiones Consolidadas Limitada; Corporate Manager, International Development, Antofagasta Minerals S.A.; Director of Quiñenco
Business Address: Apoquindo 4001, 21st Floor
Santiago, Chile
Citizenship: Chilean
3. Name: José Miguel Infante Lira
Principal
Occupation: Lawyer, Partner of Infante, Valenzuela, Molina & Cía
Business Address: Av. Apoquindo 3885, 6th Floor
Santiago, Chile
Citizenship: Chilean
4. Name: Gonzalo Valenzuela Silva
Principal
Occupation: Lawyer, Partner of Infante, Valenzuela, Molina & Cía
Business Address: Av. Apoquindo 3885, 6th Floor
Santiago, Chile
Citizenship: Chilean
5. Name: Alessandro Bizzarri Carvallo
Principal
Occupation: Lawyer, Partner of Carvallo, Bizzarri & García
Business Address: Av. Nueva Costanera 4229, of. 206
Santiago, Chile
Citizenship: Chilean

A-15-1

General Manager:

1. Name: Rodrigo Terré Fontbona
Principal Occupation: Chairman of Inversiones Consolidadas Limitada, Director of various companies
Business Address: Enrique Foster Sur 20, 18th Floor
Santiago, Chile
Citizenship: Chilean

A-15-2

Schedule A-16

Authorized Signatories of Inversiones Río Claro Ltda.

1. Name: Nicolás Luksic Puga
Principal Occupation: Chief Executive Officer of Ionix S.A., Director of Quiñenco, Director of various companies
Business Address: Enrique Foster Sur 20, 21th Floor
Santiago, Chile
Citizenship: Chilean
2. Name: Gonzalo Menéndez Duque
Principal Occupation: Director of various companies
Business Address: Agustinas 972, Suite 701
Santiago, Chile
Citizenship: Chilean
3. Name: Manuel José Noguera Eyzaguirre
Principal Occupation: Advisor to the Chairman and the Board of Directors of Quiñenco
Business Address: Enrique Foster Sur 20, 16th Floor
Santiago, Chile
Citizenship: Chilean
4. Name: Antonia Luksic Puga
Principal Occupation: Industrial Designer and Entrepreneur
Business Address: Enrique Foster Sur 20, 21st Floor
Santiago, Chile
Citizenship: Chilean
5. Name: Alessandro Bizzarri Carvallo
Principal Occupation: Lawyer, Partner of Carvallo, Bizzarri & García
Business Address: Avenida Nueva Costanera 4229, of. 206
Santiago, Chile
Citizenship: Chilean
6. Name: Davor Domitrovic Grubisic
Principal Occupation: Chief Attorney of Quiñenco
Business Address: Enrique Foster Sur 20, 15th Floor
Santiago, Chile
Citizenship: Chilean
7. Name: Fernando de Solminihac Tampier
Principal Occupation: Chief Executive Officer
Business Address: Enrique Foster Sur 20, 21st Floor
Santiago, Chile
Citizenship: Chilean

A-16-1

8. Name: Gloria Vergara Figueroa
Principal Occupation: Chief Financial Officer
Business Address: Enrique Foster Sur 20, 21st Floor
Santiago, Chile
Citizenship: Chilean

A-16-2

Schedule A-17

Directors and General Manager of Inversiones Orengo S.A.

Directors:

1. Name: Andrónico Luksic Craig
Principal Chairman of the Board of Directors of Quiñenco, Vice Chairman of the Board of Directors of
Occupation: Banco de Chile and Quiñenco, Director of various companies
Business
Address: Enrique Foster Sur 20, 16th Floor

 Santiago, Chile
Citizenship: Chilean
2. Name: Jean-Paul Luksic Fontbona
Principal Non-Executive Chairman of Antofagasta plc, Vice Chairman of the Board of Directors of
Occupation: Quiñenco, Director of various companies
Business
Address: Apoquindo 4001, 22nd Floor

 Santiago, Chile
Citizenship: Chilean
3. Name: María Paola Luksic Fontbona
Principal
Occupation: Entrepreneur
Business
Address: Apoquindo 4001, 14th Floor

 Santiago, Chile
Citizenship: Chilean
4. Name: Lukas Yaksic Rojas
Principal
Occupation: Business Administrator for the Quiñenco Group
Business
Address: Apoquindo 4001, 14th Floor

 Santiago, Chile
Citizenship: Chilean

General Manager:

1. Name: Lukas Yaksic Rojas
Principal Occupation: Business Administrator for the Quiñenco Group
Business Address: Apoquindo 4001, 14th Floor
 Santiago, Chile
Citizenship: Chilean

Schedule A-18

Authorized Signatories of Inversiones Alaska Limitada

1. Name: Rodrigo Terré Fontbona
Principal Occupation: Chairman of Inversiones Consolidadas Limitada, Director of various companies
Business Address: Enrique Foster Sur 20, 18th Floor
Santiago, Chile
Citizenship: Chilean

2. Name: Alessandro Bizzarri Carvallo
Principal Occupation: Lawyer, Partner of Carvallo, Bizzarri & García
Business Address: Av. Nueva Costanera 4229, of. 206
Santiago, Chile
Citizenship: Chilean

3. Name: Rodrigo Swett Brown
Principal Occupation: General Manager of Inversiones Consolidadas Limitada
Business Address: Enrique Foster Sur 20, 18th Floor
Santiago, Chile
Citizenship: Chilean

A-18-1

SIGNATURES

After reasonable inquiry and to the best of our knowledge and belief, we certify that the information set forth in this statement is true, complete and correct.

Date: December 1, 2014

INVERSIONES Y RENTAS S.A.
INVERSIONES IRSA LIMITADA

By: /s/ Alessandro Bizzarri Carvallo
Name: Alessandro Bizzarri Carvallo
Title: Attorney-in-fact

By: /s/ Francisco Pérez Mackenna
Name: Francisco Pérez Mackenna
Title: Attorney-in-fact

QUIÑENCO S.A.

By: /s/ Francisco Pérez Mackenna
Name: Francisco Pérez Mackenna
Title: Chief Executive Officer

LUKSBURG FOUNDATION
DOLBERG FINANCE
CORPORATION ESTABLISHMENT
LANZVILLE INVESTMENT
ESTABLISHMENT
RUANA COPPER CORPORATION
ESTABLISHMENT
GEOTECH ESTABLISHMENT
ANDSBERG LTDA.
ANDSBERG INVERSIONES LTD.
ANDSBERG INVERSIONES LTDA.
INVERSIONES ORENGO S.A.

By: /s/ Andrónico Luksic Craig
Name: Andrónico Luksic Craig

By: /s/ Jean-Paul Luksic Fontbana
Name: Jean-Paul Luksic Fontbana

HEINEKEN N.V.

By: /s/ D.R. Hooft Graafland
Name: D.R. Hooft Graafland
Title: Executive Board

ANDRÓNICO LUKSIC CRAIG
PATRICIA LEDERER TCHERNIAK
INVERSIONES CONSOLIDADAS LTDA.
INVERSIONES SALTA S.A.
ANDRÓNICO LUKSIC LEDERER
DAVOR LUKSIC LEDERER
MAX LUKSIC LEDERER
DAX LUKSIC LEDERER
INVERSIONES ALASKA LTDA.
FERNANDA LUKSIC LEDERER

By: /s/ Rodrigo Terré Fontbona
Name: Rodrigo Terré Fontbona
Title: Attorney-in-fact

NICOLÁS LUKSIC PUGA
INMOBILIARIA E INVERSIONES RÍO
CLARO S.A.
INVERSIONES RÍO CLARO LTDA.
ANTONIA LUKSIC PUGA
ISIDORA LUKSIC PRIETO
MARA LUKSIC PRIETO
ELISA LUKSIC PRIETO

By: /s/ Fernando de Solminihac Tampier
Name: Fernando de Solminihac Tampier
Title: Attorney-in-fact

EXHIBIT INDEX

Exhibit Description

- 1 Joint Filing Agreements, together with Powers of Attorney from each of Luksburg Foundation, Dolberg Finance Corporation Establishment, Lanzville Investments Establishment, Ruana Copper Corporation Establishment, Geotech Establishment, Andsberg Ltd., Andsberg Inv. Ltd., Andsberg Inversiones Ltda., Patricia Lederer Tcherniak, Nicolas Luksic Puga, Guillermo Luksic Craig, Andronico Luksic Craig, Inmobiliaria e Inversiones Rio Claro S.A., Inversiones Salta S.A., Inversiones Consolidadas S.A., Andronico Luksic Lederer, Davor Luksic Lederer, Max Luksic Lederer, Dax Luksic Lederer and LQ Inversiones Financieras S.A. *
- 2 Amended Shareholder's Agreement dated January 13, 2003 between Quinenco and Heineken Chile.*
- 3 Syndicated Loan Agreement among Inversiones y Rentas, Banco de Estado de Chile, Banco de Credito e Inversiones and Banco Bilbao Vizcaya Argentaria, Chile dated August 5, 2005.*
- 4 Syndicated Loan Agreement - Inversiones y Rentas S.A. and Banco del Estado de Chile and Others.*
- 5 Modification of Syndicated Loan Agreement – Inversiones Y Rentas S.A. and Banco del Estado de Chile and Others.*
- 6 Joint Filing Agreements for each of Inversiones y Rentas S.A., Inversiones IRSA Limitada, Inmobiliaria e Inversiones Río Claro S.A., Inversiones Río Claro Ltda., Inversiones Orengo S.A., Inversiones Alaska Ltda., Nicolás Luksic Puga, Antonia Luksic Puga, Isidora Luksic Prieto, Mara Luksic Prieto, Elisa Luksic Prieto and Fernanda Luksic Lederer; and Powers of Attorney for each of Inversiones y Rentas S.A., Inversiones IRSA Limitada, Inmobiliaria e Inversiones Río Claro S.A., Inversiones Río Claro Ltda., Inversiones Orengo S.A., Inversiones Alaska Ltda., Nicolás Luksic Puga, Antonia Luksic Puga, Isidora Luksic Prieto, Mara Luksic Prieto, Elisa Luksic Prieto and Fernanda Luksic Lederer.
- 7 Loan Agreement, dated July 25, 2013, between Inversiones y Rentas S.A. and Banco del Estado de Chile.
- 8 Credit Line Agreement, dated August 6, 2013, between Inversiones y Rentas S.A. and Banco de Crédito e Inversiones.

* Exhibit previously filed

Edgar Filing: Ocone Federal Financial Corp. - Form DEF 14A

The undersigned persons (each being one of the "Reporting Persons") hereby agree that a joint statement of this schedule 13D/A, and any amendments thereto, be filed on their behalf by Alessandro Bizzarri Carvallo, whose address is Av. Nueva Costanera 4229, of 206, Santiago, Chile, and Francisco Pérez Mackenna, whose address is Enrique Foster Sur 20, 16th Floor, Santiago, Chile.

Each of the Reporting Persons is responsible for the completeness and accuracy of the information concerning each of the items contained therein, but none of the Reporting Persons is responsible for the completeness or accuracy of the information concerning any other Reporting Person.

Date: December 1, 2014

Inversiones y Rentas S.A.
Inversiones IRSA Limitada

By: /s/ Alessandro Bizzarri Carvallo
Name: Alessandro Bizzarri Carvallo
Title: Attorney-in-fact

By: /s/ Francisco Pérez Mackenna
Name: Francisco Pérez Mackenna
Title: Attorney-in-fact

Edgar Filing: Ocone Federal Financial Corp. - Form DEF 14A

The undersigned persons (each being one of the "Reporting Persons") hereby agree that a joint statement of this schedule 13D/A, and any amendments thereto, be filed on their behalf by Fernando de Solminihac Tampier, whose address is Enrique Foster Sur 20, 21st Floor, Santiago, Chile.

Each of the Reporting Persons is responsible for the completeness and accuracy of the information concerning each of the items contained therein, but none of the Reporting Persons is responsible for the completeness or accuracy of the information concerning any other Reporting Person.

Date: December 1, 2014

Inmobiliaria e Inversiones Río Claro S.A.
Inversiones Río Claro Ltda.
Nicolás Luksic Puga
Antonia Luksic Puga
Isidora Luksic Prieto
Mara Luksic Prieto
Elisa Luksic Prieto

By: /s/ Fernando de Solminihac Tampier
Name: Fernando de Solminihac Tampier
Title: Attorney-in-fact

Edgar Filing: Ocone Federal Financial Corp. - Form DEF 14A

The undersigned person (being one of the "Reporting Persons") hereby agrees that a joint statement of this schedule 13D/A, and any amendments thereto, be filed on its behalf by Andrónico Luksic Craig, whose address is Enrique Foster Sur 20, 16th Floor, Santiago, Chile, and Jean-Paul Luksic Fontbona, whose address is Apoquindo 4001, 22nd Floor, Santiago, Chile.

Each of the Reporting Persons is responsible for the completeness and accuracy of the information concerning each of the items contained therein, but none of the Reporting Persons is responsible for the completeness or accuracy of the information concerning any other Reporting Person.

Date: December 1, 2014

Inversiones Orengo S.A.

By: /s/ Andrónico Luksic Craig
Name: Andrónico Luksic Craig
Title: Attorney-in-fact

By: /s/ Jean-Paul Luksic Fontbona
Name: Jean-Paul Luksic Fontbona
Title: Attorney-in-fact

Edgar Filing: Oconee Federal Financial Corp. - Form DEF 14A

The undersigned persons (each being one of the “Reporting Persons”) hereby agree that a joint statement of this schedule 13D/A, and any amendments thereto, be filed on their behalf by Rodrigo Terré Fontbona, whose address is Enrique Foster Sur 20, 18th Floor, Santiago, Chile.

Each of the Reporting Persons is responsible for the completeness and accuracy of the information concerning each of the items contained therein, but none of the Reporting Persons is responsible for the completeness or accuracy of the information concerning any other Reporting Person.

Date: December 1, 2014

Inversiones Alaska Ltda
Fernanda Luksic Lederer

By: /s/ Rodrigo Terré Fontbona
Name: Rodrigo Terré Fontbona
Title: Attorney-in-fact

Power Of Attorney

The undersigned, Inversiones y Rentas S.A., a company whose address is Enrique Foster Sur 20, 14th Floor, Santiago, Chile, does hereby appoint Alessandro Bizzarri Carvallo, whose address is Av. Nueva Costanera 4229, of 206, Santiago, Chile, and Francisco Pérez Mackenna, whose address is Enrique Foster Sur 20, 16th Floor, Santiago, Chile, as its attorneys-in-fact, for it and its name, to execute and cause to be filed or delivered, as required by Section 13(d) of the Securities Exchange Act of 1934, any number, as appropriate, of original and copies of the Securities and Exchange Commission Schedule 13D ("Schedule 13D") any amendments thereto, and any agreement to file Schedule 13D jointly with any other reporting person in respect of the shares of Compania Cervecerias Unidas S.A. common stock, owned by the undersigned and generally to take such other actions and such other things necessary to effectuate the foregoing as fully in all respects as it could do if personally present.

Signed as of the 1st day of December,
2014.

INVERSIONES Y RENTAS S.A.

By: /s/ Alessandro Bizzarri Carvallo
Name: Alessandro Bizzarri Carvallo
Title: General Manager

By: /s/ Francisco Pérez Mackenna
Name: Francisco Pérez Mackenna
Title: Director

WITNESS:

/s/ Davor Domitrovic Grubisic
Name: Davor Domitrovic Grubisic

Power Of Attorney

The undersigned, Inversiones IRSA Limitada, a limited liability company whose address is Enrique Foster Sur 20, 14th Floor, Santiago, Chile, does hereby appoint Alessandro Bizzarri Carvallo, whose address is Av. Nueva Costanera 4229, of 206, Santiago, Chile, and Francisco Pérez Mackenna, whose address is Enrique Foster Sur 20, 16th Floor, Santiago, Chile, as its attorneys-in-fact, for it and its name, to execute and cause to be filed or delivered, as required by Section 13(d) of the Securities Exchange Act of 1934, any number, as appropriate, of original and copies of the Securities and Exchange Commission Schedule 13D ("Schedule 13D") any amendments thereto, and any agreement to file Schedule 13D jointly with any other reporting person in respect of the shares of Compania Cervecerias Unidas S.A. common stock, owned by the undersigned and generally to take such other actions and such other things necessary to effectuate the foregoing as fully in all respects as it could do if personally present.

Signed as of the 1st day of December,
2014.

INVERSIONES IRSA LIMITADA

By: /s/ Alessandro Bizzarri Carvallo
Name: Alessandro Bizzarri Carvallo
Title: Authorized Signatory

By: /s/ Francisco Pérez Mackenna
Name: Francisco Pérez Mackenna
Title: Authorized Signatory

WITNESS:

/s/ Davor Domitrovic Grubisic
Name: Davor Domitrovic Grubisic

Power Of Attorney

The undersigned, Inmobiliaria e Inversiones Río Claro S.A., a corporation whose address is Enrique Foster Sur 20, Floor 21, Santiago, Chile, does hereby appoint Fernando de Solminihac Tampier, whose address is Enrique Foster Sur 20, 21st Floor, Santiago, Chile, as its attorney-in-fact, for it and its name, to execute and cause to be filed or delivered, as required by Section 13(d) of the Securities Exchange Act of 1934, any number, as appropriate, of original and copies of the Securities and Exchange Commission Schedule 13D ("Schedule 13D") any amendments thereto, and any agreement to file Schedule 13D jointly with any other reporting person in respect of the shares of Compania Cervecerias Unidas S.A. common stock, owned by the undersigned and generally to take such other actions and such other things necessary to effectuate the foregoing as fully in all respects as it could do if personally present.

Signed as of the 1st day of December, 2014.

INMOBILIARIA E INVERSIONES RÍO
CLARO S.A.

By: /s/ Fernando de Solminihac Tampier
Name: Fernando de Solminihac Tampier

By: /s/ Gloria Vergara Figueroa
Name: Gloria Vergara Figueroa

WITNESS:

/s/ Mónica Lambert Moraga
Name: Mónica Lambert Moraga

Power Of Attorney

The undersigned, Inversiones Río Claro Ltda., a limited liability company whose address is Enrique Foster Sur 20, Floor 21, Santiago, Chile, does hereby appoint Fernando de Solminihac Tampier, whose address is Enrique Foster Sur 20, 21st Floor, Santiago, Chile, as its attorney-in-fact, for it and its name, to execute and cause to be filed or delivered, as required by Section 13(d) of the Securities Exchange Act of 1934, any number, as appropriate, of original and copies of the Securities and Exchange Commission Schedule 13D ("Schedule 13D") any amendments thereto, and any agreement to file Schedule 13D jointly with any other reporting person in respect of the shares of Compania Cervecerias Unidas S.A. common stock, owned by the undersigned and generally to take such other actions and such other things necessary to effectuate the foregoing as fully in all respects as it could do if personally present.

Signed as of the 1st day of December, 2014.

INVERSIONES RÍO CLARO LTDA.

By: /s/ Fernando de Solminihac Tampier
Name: Fernando de Solminihac Tampier

By: /s/ Gloria Vergara Figueroa____
Name: Gloria Vergara Figueroa

WITNESS:

/s/Mónica Lambert Moraga
Name: Mónica Lambert Moraga

Power Of Attorney

The undersigned, Nicolás Luksic Puga, an individual whose address is Enrique Foster Sur 20, Floor 21, Santiago, Chile, does hereby appoint Fernando de Solminihac Tampier, whose address is Enrique Foster Sur 20, 21st Floor, Santiago, Chile, as his attorney-in-fact, for his and his name, to execute and cause to be filed or delivered, as required by Section 13(d) of the Securities Exchange Act of 1934, any number, as appropriate, of original and copies of the Securities and Exchange Commission Schedule 13D ("Schedule 13D") any amendments thereto, and any agreement to file Schedule 13D jointly with any other reporting person in respect of the shares of Compania Cervecerias Unidas S.A. common stock, owned by the undersigned and generally to take such other actions and such other things necessary to effectuate the foregoing as fully in all respects as he could do if personally present.

Signed as of the 1st day of
December, 2014.

By: /s/ Nicolás Luksic Puga
Name: Nicolás Luksic Puga

WITNESS:

/s/Gloria Vergara Figueroa
Name: Gloria Vergara Figueroa

Power Of Attorney

The undersigned, Inversiones Orengo S.A., a corporation whose address is Apoquindo 4001, Floor 14, Las Condes, Santiago, Chile, does hereby appoint Andrónico Luksic Craig, whose address is Enrique Foster Sur 20, 16th Floor, Santiago, Chile, and Jean-Paul Luksic Fontbona, whose address is Apoquindo 4001, 22nd Floor, Santiago, Chile, as its attorneys-in-fact, for it and its name, to execute and cause to be filed or delivered, as required by Section 13(d) of the Securities Exchange Act of 1934, any number, as appropriate, of original and copies of the Securities and Exchange Commission Schedule 13D ("Schedule 13D") any amendments thereto, and any agreement to file Schedule 13D jointly with any other reporting person in respect of the shares of Compania Cervecerias Unidas S.A. common stock, owned by the undersigned and generally to take such other actions and such other things necessary to effectuate the foregoing as fully in all respects as it could do if personally present.

Signed as of the 1st day of December,
2014.

INVERSIONES ORENGO S.A.

By: /s/ Andrónico Luksic Craig
Name: Andrónico Luksic Craig

By: /s/ Jean-Paul Luksic Fontbona
Name: Jean-Paul Luksic Fontbona

WITNESS:

/s/Lukas Yaksic Rojas
Name: Lukas Yaksic Rojas

Power Of Attorney

The undersigned, Inversiones Alaska Ltda., a limited liability company whose address is Enrique Foster Sur 20, 18th Floor, Las Condes, Santiago, Chile, does hereby appoint Rodrigo Terré Fontbona, whose address is Enrique Foster Sur 20, 18th Floor, Santiago, Chile, as its attorney-in-fact, for it and its name, to execute and cause to be filed or delivered, as required by Section 13(d) of the Securities Exchange Act of 1934, any number, as appropriate, of original and copies of the Securities and Exchange Commission Schedule 13D ("Schedule 13D") any amendments thereto, and any agreement to file Schedule 13D jointly with any other reporting person in respect of the shares of Compania Cervecerias Unidas S.A. common stock, owned by the undersigned and generally to take such other actions and such other things necessary to effectuate the foregoing as fully in all respects as it could do if personally present.

Signed as of the 1st day of December,
2014.

INVERSIONES ALASKA LTDA.

By: /s/ Rodrigo Terré Fontbona
Name: Rodrigo Terré Fontbona

By: /s/ Rodrigo Swett Brown
Name: Rodrigo Swett Brown

WITNESS:

/s/Alessandro Bizzarri Carvallo
Name: Alessandro Bizzarri Carvallo

Power Of Attorney

The undersigned, Antonia Luksic Puga, an individual whose address is Enrique Foster Sur 20, Floor 21, Santiago, Chile, does hereby appoint Fernando de Solminihac Tampier, whose address is Enrique Foster Sur 20, 21st Floor, Santiago, Chile, as her attorney-in-fact, for her and her name, to execute and cause to be filed or delivered, as required by Section 13(d) of the Securities Exchange Act of 1934, any number, as appropriate, of original and copies of the Securities and Exchange Commission Schedule 13D ("Schedule 13D") any amendments thereto, and any agreement to file Schedule 13D jointly with any other reporting person in respect of the shares of Compania Cervecerias Unidas S.A. common stock, owned by the undersigned and generally to take such other actions and such other things necessary to effectuate the foregoing as fully in all respects as she could do if personally present.

Signed as of the 1st day of
December, 2014.

By: /s/ Antonia Luksic Puga
Name: Antonia Luksic Puga

WITNESS:

/s/Gloria Vergara Figueroa
Name: Gloria Vergara Figueroa

Power Of Attorney

The undersigned, Isidora Luksic Prieto, an individual whose address is Enrique Foster Sur 20, Floor 21, Santiago, Chile, does hereby appoint Fernando de Solminihac Tampier, whose address is Enrique Foster Sur 20, 21st Floor, Santiago, Chile, as her attorney-in-fact, for her and her name, to execute and cause to be filed or delivered, as required by Section 13(d) of the Securities Exchange Act of 1934, any number, as appropriate, of original and copies of the Securities and Exchange Commission Schedule 13D ("Schedule 13D") any amendments thereto, and any agreement to file Schedule 13D jointly with any other reporting person in respect of the shares of Compania Cervecerias Unidas S.A. common stock, owned by the undersigned and generally to take such other actions and such other things necessary to effectuate the foregoing as fully in all respects as she could do if personally present.

Signed as of the 1st day of
December, 2014.

By: /s/ Isidora Luksic Prieto
Name: Isidora Luksic Prieto

WITNESS:

/s/ Gloria Vergara Figueroa
Name: Gloria Vergara Figueroa

Power Of Attorney

The undersigned, Mara Luksic Prieto, an individual whose address is Enrique Foster Sur 20, Floor 21, Santiago, Chile, does hereby appoint Fernando de Solminihac Tampier, whose address is Enrique Foster Sur 20, 21st Floor, Santiago, Chile, as her attorney-in-fact, for her and her name, to execute and cause to be filed or delivered, as required by Section 13(d) of the Securities Exchange Act of 1934, any number, as appropriate, of original and copies of the Securities and Exchange Commission Schedule 13D ("Schedule 13D") any amendments thereto, and any agreement to file Schedule 13D jointly with any other reporting person in respect of the shares of Compania Cervecerias Unidas S.A. common stock, owned by the undersigned and generally to take such other actions and such other things necessary to effectuate the foregoing as fully in all respects as she could do if personally present.

Signed as of the 1st day of December, 2014.

Mara Luksic Prieto

By: Virginia Prieto Cruse
Her: Legal guardian and representative

/s/ Virginia Prieto Cruse
Name: Virginia Prieto Cruse

WITNESS:

/s/ Gloria Vergara Figueroa
Name: Gloria Vergara Figueroa

Power Of Attorney

The undersigned, Elisa Luksic Prieto, an individual whose address is Enrique Foster Sur 20, Floor 21, Santiago, Chile, does hereby appoint Fernando de Solminihac Tampier, whose address is Enrique Foster Sur 20, 21st Floor, Santiago, Chile, as her attorney-in-fact, for her and her name, to execute and cause to be filed or delivered, as required by Section 13(d) of the Securities Exchange Act of 1934, any number, as appropriate, of original and copies of the Securities and Exchange Commission Schedule 13D ("Schedule 13D") any amendments thereto, and any agreement to file Schedule 13D jointly with any other reporting person in respect of the shares of Compania Cervecerias Unidas S.A. common stock, owned by the undersigned and generally to take such other actions and such other things necessary to effectuate the foregoing as fully in all respects as she could do if personally present.

Signed as of the 1st day of December,
2014.

Elisa Luksic Prieto

By: Virginia Prieto Cruse
Her: Legal guardian and representative

/s/ Virginia Prieto Cruse
Name: Virginia Prieto Cruse

WITNESS:

/s/ Gloria Vergara Figueroa
Name: Gloria Vergara Figueroa

Power Of Attorney

The undersigned, Fernanda Luksic Lederer, an individual whose address is Enrique Foster Sur 20, 18th Floor, Las Condes, Santiago, Chile, does hereby appoint Rodrigo Terré Fontbona, whose address is Enrique Foster Sur 20, 18th Floor, Santiago, Chile, as her attorney-in-fact, for her and her name, to execute and cause to be filed or delivered, as required by Section 13(d) of the Securities Exchange Act of 1934, any number, as appropriate, of original and copies of the Securities and Exchange Commission Schedule 13D ("Schedule 13D") any amendments thereto, and any agreement to file Schedule 13D jointly with any other reporting person in respect of the shares of Compania Cervecerias Unidas S.A. common stock, owned by the undersigned and generally to take such other actions and such other things necessary to effectuate the foregoing as fully in all respects as she could do if personally present.

Signed as of the 1st day of
December, 2014.

By: /s/ Fernanda Luksic Lederer
Name: Fernanda Luksic Lederer

WITNESS:

/s/ Gloria Vásquez Villarroel
Name: Gloria Vásquez Villarroel
