



Whirlpool Corporation Amends Proposal To Acquire Maytag

BENTON HARBOR, Mich., July 22 /PRNewswire-FirstCall/ -- Whirlpool Corporation (NYSE: WHR) today announced that the company has increased the value of its proposal to acquire Maytag to \$18 per Maytag share from \$17 per share.

(Logo: <http://www.newscom.com/cgi-bin/prnh/20040202/DETU004LOGO>)

"By delaying a prompt response and failing to recognize the clearly superior value of our July 17 proposal, the Maytag Board of Directors has jeopardized this important opportunity for consumers, trade customers and shareholders of both Maytag and Whirlpool," said Jeff M. Fettig, Whirlpool's chairman, president and CEO. "This amended proposal includes additional terms that we believe should fully address any concerns of the Maytag Directors."

The amended proposal of \$18 per Maytag share is a 29 percent premium to Maytag shareholders compared to the Triton offer. The details of the amended proposal are contained in a letter (attached to this release) that has been delivered to the Maytag Board. The letter reinforces the Company's continuing strong belief that the proposed transaction will receive antitrust clearance and has overwhelming support from trade customers.

Fettig added: "This proposal is the best solution with clearly superior value compared to the Triton offer. I expect the Maytag Board of Directors to do what's best for Maytag shareholders and immediately and fully support this proposal."

Whirlpool Corporation is the world's leading manufacturer and marketer of major home appliances, with annual sales of over \$13 billion, 68,000 employees, and nearly 50 manufacturing and technology research centers around the globe. The company markets Whirlpool, KitchenAid, Brastemp, Bauknecht, Consul and other major brand names to consumers in more than 170 countries. Additional information about the company can be found on the Internet at www.whirlpoolcorp.com.

This news release contains forward-looking statements that speak only as of this date. The company disclaims any obligation to update such information. Forward-looking statements include, but are not limited to, statements regarding expected earnings per share, cash flow, and material costs for the full year 2005, as well as the expected consequences of enacted price increases. Although the company believes that the expectations reflected in the forward-looking statements are reasonable, it can give no assurance that those expectations will prove to have been correct. Many factors could cause actual results to differ materially from the Company's forward-looking statements. Among these factors are: (1) the cost of raw materials and components, especially steel and the impact of rising oil prices; (2) the financial impact of the Company's announced price increases will be dependent upon such factors as the strength of the

Company's brands in the market place, the strength of consumer demand for the Company's products, and other factors outside of the Company's control such as the general economic conditions prevailing at the time the new pricing goes into effect; (3) rising worldwide transportation costs due to historically high and volatile oil prices, capacity constraints, and other factors; (4) the ability to gain or maintain market share in an intensely competitive global market; (5) the success of the Company's global strategy to develop brand differentiation and brand loyalty; (6) the Company's global operating platform initiatives; (7) the success of the Latin

American businesses operating in challenging and volatile environments; (8) continuation of the Company's strong relationship with Sears Holdings Corporation in North America, which accounted for approximately 17% of consolidated net sales of \$13 billion in 2004; (9) currency exchange rate fluctuations; (10) social, economic and political volatility in developing markets; (11) continuing uncertainty in the North American, Latin American, Asian and European economies; (12) the effectiveness of the series of restructuring actions the Company has announced and/or completed through 2004; (13) U.S. interest rates; (14) new Asian competitors; (15) changes to the obligations as presented in the contractual obligations table; (16) changes in the funded position of the U.S. pension plans; (17) continued strength of the U.S. builder industry; (18) the threat of terrorist activities or the impact of war; (19) the Company's estimate of its annual effective tax rate of approximately 31.7%; and (20) the success of the Company's proposal to acquire Maytag Corporation and, if the acquisition is completed, the Company's ability to realize expected benefits.

This material is not a substitute for the prospectus/proxy statement Whirlpool and Maytag would file with the Securities and Exchange Commission if a definitive agreement with Maytag is reached. Investors are urged to read any such prospectus/proxy statement, when available, which would contain important information. The prospectus/proxy statement would be, and other documents filed by Whirlpool and Maytag with the Securities and Exchange Commission are, available free of charge at the

SEC's website (www.sec.gov) or from Whirlpool by directing a request to Whirlpool Corporation, 2000 North M- 63, Mail Drop 2800, Benton Harbor, MI 49022-2692, Attention: Larry Venturelli, Vice President Investor Relations.

Whirlpool is not currently engaged in a solicitation of proxies from the stockholders of Maytag in connection with Whirlpool's proposed acquisition of Maytag. If a proxy solicitation commences, Whirlpool, Maytag and their respective directors, executive officers, and other employees may be deemed to be participants in such solicitation. Information about Whirlpool's directors and executive officers is available in Whirlpool's proxy statement, dated March 18, 2005, for its 2005 annual meeting of stockholders. Additional information about the interests of potential participants will be included in the prospectus/proxy statement Whirlpool and Maytag would file if a definitive agreement with Maytag is reached.

JEFF M. FETTIG
CHAIRMAN OF THE BOARD,
PRESIDENT AND CHIEF EXECUTIVE OFFICER
WHIRLPOOL CORPORATION

July 22, 2005

Mr. Ralph F. Hake
Chairman & CEO

Mr. Howard L. Clark, Jr.
Chairman, Special Committee of the Board of Directors

Maytag Corporation
403 West Fourth Street
Newton, IA 50208

Dear Messrs. Hake and Clark:

I am writing to respond to the announcement Maytag issued yesterday evening.

First, I would like to express Whirlpool's disappointment that the Maytag Board of Directors was "unable to determine" that Whirlpool's July 17 proposal "may reasonably be expected to lead to a financially superior transaction that is reasonably capable of being completed". We believe there can be no question our July 17 proposal met this standard and, thus, we should have had immediate access to due diligence and an immediate ability to enter into discussions and negotiations with you.

As we said on July 17, our proposal is a great opportunity to create value for the shareholders, trade customers and consumers of both companies. By your indecision, you have jeopardized this opportunity.

The transaction that we have proposed derives its value from important efficiencies and the opportunity for Maytag brand revitalization. These benefits are uniquely available in a Maytag acquisition by Whirlpool. This transaction certainly is neither motivated by, nor could it produce, anticompetitive effects. In order to facilitate your prompt review of antitrust questions, we asked our antitrust counsel immediately to summarize the basic analysis that underlies our confidence in the likelihood of antitrust clearance. We provided that information to you on Tuesday. An initial positive reaction by trade customers to the proposed transaction, which is the ultimate "market litmus test", reinforced the numerous reasons why anticompetitive harm is so implausible.

Support by large and sophisticated trade customers, as well as small and medium size trade customers, the very groups that would be purported victims of any anticompetitive harm, should provide Maytag with confidence that the proposed transaction poses no risk to competition and will receive prompt antitrust clearance. Whirlpool has received overwhelming positive support from trade customers. We contacted the top 20 trade customers and buying groups, including the top four retailers and top three buying groups that represent 90% of retail appliance sales. To date, we have received 17 letters of support and we expect another on Monday. Two trade customers of the 20 are neutral or supportive, but as a matter of policy are unable to so state in a letter. The proposed transaction is also supported by small and medium sized retailers, as evidenced by the support of NARDA, which represents over 3000 retail storefronts. We are prepared, on condition of confidentiality, to share with you the trade customer letters we have received. A redacted representative sample letter from a major retailer is attached.

We are making one final request that your Board make the determination that is clearly correct and clearly in the best interests of your shareholders. To address any residual concerns your Board may have, we are supplementing and amending our July 17 proposal in the following respects:

- First, we are increasing the total value of the consideration we would provide your shareholders to \$18 per Maytag share. This increases to nearly 29% the premium Maytag shareholders would receive compared to the existing transaction.
- Secondly, while the enhancement of our already superior proposal is designed to take into account your antitrust concerns, we are also willing to discuss reasonable mechanisms to address these concerns, including a reverse break-up fee and payment of the contractual break-up fee to Triton upon Maytag's termination of the existing agreement to enter into a definitive agreement with Whirlpool, all as a part of the overall value of our proposal.

As we emphasized in our proposal five days ago, we have a very short timeframe in which to conduct due diligence and negotiate a definitive agreement given the schedule established by the Maytag Board. We have now lost a week. Every day forward is even more critical than before. Accordingly, we expect to hear from you by 6:00 p.m. (Eastern time) Sunday so that we can enter into a confidentiality agreement, have our due diligence team on site and working at your data room and commence discussions and negotiations with you on Monday.

Very truly yours,

Jeff M. Fettig
Chairman, President & CEO
Whirlpool Corporation

cc: The Board of Directors
Maytag Corporation