



News Release

Barry Callebaut announces Senior Notes offering to finance the acquisition of Petra Foods' Cocoa Ingredients Division

- **Launch of an offering of Senior Notes to partly finance the acquisition of the Cocoa Ingredients Division from Petra Foods**

Zurich/Switzerland – June 4, 2013 – Barry Callebaut, the world's leading manufacturer of high-quality cocoa and chocolate products, takes another step towards the closing of the acquisition of the Cocoa Ingredients Division from Petra Foods by announcing that it intends to offer USD 600 million of Senior Notes due 2023 (the "Notes" or the "Senior Notes").

The Notes will be guaranteed by certain material subsidiaries of the company. The Notes will be pari passu with the existing revolving credit facility and existing notes.

The transaction is expected to be launched, subject to market conditions, following an investor roadshow in Europe (London and Zürich) and in the United States (New York and Boston) commencing on June 5, 2013. It is expected that the Notes will be listed on the Official List of the Luxembourg Stock Exchange and admitted to trading on the Euro MTF Market of the Luxembourg Stock Exchange.

The proceeds of the offering will be used to fund a portion of the consideration for the previously announced acquisition of the Cocoa Ingredients Division from Petra Foods for USD 950 million (subject to customary closing adjustments). Barry Callebaut will deposit the proceeds into an escrow account until the satisfaction of certain conditions set forth in an escrow agreement, including the closing of the acquisition (the Escrow Conditions).

The Senior Notes will be offered and sold to qualified institutional buyers in the United States pursuant to Rule 144A and outside the United States pursuant to Regulation S under the Securities Act of 1933, as amended (the Securities Act).

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