



News Release

Barry Callebaut's Extraordinary General Meeting of Shareholders on April 22, 2013

Proposal to increase share capital and election of two new Board members

- **Extraordinary General Meeting of Shareholders to take place on Monday, April 22, 2013 at 2:30 pm at Kongresshaus Zürich**
- **Proposal for the creation of authorized share capital for the purpose of partly financing the acquisition of the Cocoa Ingredients Division of Petra Foods Ltd., Singapore**
- **Election of two new Board members; Markus Fiechter to step down as of the next Annual General Meeting of Shareholders**

Zurich/Switzerland, March 27, 2013 – As announced on December 12, 2012, Barry Callebaut, the world's leading manufacturer of high-quality cocoa and chocolate products, agreed to acquire the Cocoa Ingredients Division from Petra Foods Ltd., Singapore. As also communicated, the funding of the acquisition was secured by a bridge loan, which is to be refinanced within twelve months with a combination of equity and debt financing.

Barry Callebaut is now proposing to re-finance the bridge loan through a combination of new equity for an equivalent amount of USD 300 million and a USD 600 million Rule 144A/Reg S USD bond offering.

The acquisition transaction is still subject to approval by Petra Foods' shareholders as well as by regulatory authorities; the closing is expected to be in summer 2013.

The Board of Directors of Barry Callebaut calls for an Extraordinary General Meeting of Shareholders (EGM) on April 22, 2013 with the following agenda:

1. Authorized capital increase

The Board of Directors proposes the creation of authorized capital, which will allow Barry Callebaut to raise the required equity capital in a most efficient way. The new capital to be authorized will allow the Board of Directors to increase Barry Callebaut's share capital either by way of a rights issue or a private placement through an Accelerated Bookbuilding.

The Board of Directors has hence resolved to propose to the EGM to issue a maximum of 500,000 new, fully paid-up registered shares with a nominal value of CHF 18.60 per share.

As previously mentioned, Jacobs Holding AG as majority shareholder, supports the acquisition and the proposed financing without any reservations. Furthermore, in relation to the proposed capital increase, Jacobs Holding AG has expressed its intention to acquire new shares in proportion to its current holding.

2. Election of two new members to the Board of Directors

For the upcoming EGM, the Board of Directors also proposes the election of two new members of the Board of Directors of Barry Callebaut for the current term of office until the next ordinary General Meeting on December 11, 2013. The evaluation process is currently not completed. The

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final nomination of the new members of the Board of Directors will be communicated via separate press release.

Markus Fiechter will step down from the Board of Directors at the ordinary Annual General Meeting of Shareholders in December 2013 after having served since 2004.

The EGM is to be held on April 22, 2013 at Kongresshaus, Claridenstrasse 5, 8002 Zurich, at 2:30 pm.

The invitation to the EGM will be sent on March 28, 2013 to all shareholders registered in Barry Callebaut's share register and published in the Swiss Official Gazette of Commerce on the same day. The invitation will also be available on the company's home page under: www.barry-callebaut.com/documentation.

Barry Callebaut (www.barry-callebaut.com):

With annual sales of about CHF 4.8 billion (EUR 4.0 billion / USD 5.2 billion) for fiscal year 2011/12, Zurich-based Barry Callebaut is the world's leading manufacturer of high-quality cocoa and chocolate – from the cocoa bean to the finest chocolate product. Barry Callebaut is present in 30 countries, operates around 45 production facilities and employs a diverse and dedicated workforce of about 6,000 people. Barry Callebaut serves the entire food industry focusing on industrial food manufacturers, artisans and professional users of chocolate (such as chocolatiers, pastry chefs or bakers), the latter with its two global brands Callebaut® and Cacao Barry®. Barry Callebaut is the global leader in cocoa and chocolate innovations and provides a comprehensive range of services in the fields of product development, processing, training and marketing. Cost leadership is another important reason why global as well as local food manufacturers work together with Barry Callebaut. Through its broad range of sustainability initiatives and research activities, the company works with farmers, farmer organizations and other partners to help ensure future supplies of cocoa and improve farmer livelihoods.

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