



News Release

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Barry Callebaut announces launch of share offering to partly finance the acquisition of Petra Foods' Cocoa Ingredients Division

- **Barry Callebaut to place new shares out of authorized capital to generate gross proceeds of CHF 279 million (c. USD 300 million) to partly finance the acquisition of Petra Foods' Cocoa Ingredients Division as announced in December 2012**
- **New shares to be placed through an accelerated bookbuild procedure by way of a private placement**
- **Jacobs Holding AG committed to purchase 50.1% of the new shares at the bookbuilding price of the share offering and agreed to a lock-up period of 180 days**
- **Pricing is expected to occur tomorrow**

Zurich/Switzerland, June 13, 2013 – Barry Callebaut, the world's leading manufacturer of high-quality cocoa and chocolate products, launches today an offering of new shares to partly finance the acquisition of the Cocoa Ingredients Division from Petra Foods, Singapore, as announced on December 12, 2012. Barry Callebaut will issue new registered shares utilizing Barry Callebaut's authorized share capital as approved by the Extraordinary General Meeting of Shareholders of April 22, 2013. The new shares will be issued on a non-preemptive basis.

Jacobs Holding AG, the majority shareholder of Barry Callebaut has committed to purchase 50.1% of the new shares at the bookbuilding price of the share offering. Jacobs Holding AG has agreed to a lock-up period starting today and ending 180 days following the settlement date. Barry Callebaut has also agreed to enter into a lock-up period starting today and ending 180 days following the settlement date. The offering of new shares will be conducted through an accelerated bookbuild procedure by way of a private placement in Switzerland and outside of Switzerland in accordance with applicable securities laws. Pricing is expected to occur tomorrow.

The number and the price of the new shares will be determined after the close of the bookbuilding period on the basis of investor demand resulting from the bookbuilding procedure, the market price of the existing shares and general market conditions so that Barry Callebaut will generate gross proceeds of CHF 279 million.

Application was made for listing of and trading in the new shares to commence on SIX Swiss Exchange on or about June 18, 2013. The new shares will be fully fungible and rank pari passu with Barry Callebaut's existing shares and will have full dividend entitlement for the fiscal year 2012/2013.

Credit Suisse is acting as Sole Bookrunner and Joint Lead Manager and Societe Generale Corporate & Investment Banking is acting as Joint Lead Manager in the share placement.

Confirmation of the terms of the Senior Notes, which have been launched yesterday, are expected to be published later today.

On June 7, 2013 the European Commission approved the acquisition of the Cocoa



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Ingredients Division from Petra Foods. Closing of the transaction is expected to be completed in July 2013, subject to the completion of all conditions precedent.

This press release has been prepared solely for purposes of complying with the ad-hoc disclosure rules of SIX Swiss Exchange Ltd. and is for information only. It does not constitute an offer or invitation to sell, or a solicitation of an offer to buy shares in Barry Callebaut AG (the "Shares") in any jurisdiction, nor shall it (or any part of it) or the fact of its distribution, form the basis of, or be relied on in connection with, any contract therefore. The Shares will solely be offered by way of a private placement to selected qualified investors who do not purchase the Shares with the intention to distribute them to the public and without any public advertisement.

This press release does not constitute (i) an offering prospectus, and no securities will be offered directly or indirectly to the public, within the meaning of Art. 652a of the Swiss Code of Obligations, (ii) a listing prospectus within the meaning of the SIX Swiss Exchange Listing Rules, nor (iii) a prospectus within the meaning of the EC Directive 2003/71/EC of the European Parliament and of the Council dated November 4, 2003 (the "Prospectus Directive").

The shares that are the subject of the placement are not being offered or sold to any person in the United Kingdom, other than to qualified investors as defined in Section 86(7) of the Financial Services and Markets Act 2000, being persons falling within Article 2.1(E)(i), (ii) or (iii) of Directive 2003/71/EC of the European Parliament and of the Council dated 4 November 2003 (Prospectus Directive), which includes legal entities which are regulated by the Financial Services Authority and entities which are not so regulated whose corporate purpose is solely to invest in securities and who also fall within the definition of "Investment Professionals" in Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotions) Order 2005 (the "FPO") and high net worth entities falling within Article 49(2)(a) to (d) of the FPO.

IN ADDITION, THE SECURITIES REFERENCED HEREIN HAVE NOT BEEN AND ARE NOT INTENDED TO BE REGISTERED UNDER THE US SECURITIES ACT OF 1933, AS AMENDED, AND MAY NOT BE OFFERED OR SOLD IN THE UNITED STATES ABSENT REGISTRATION UNDER THAT ACT OR AN AVAILABLE EXEMPTION FROM REGISTRATION REQUIREMENTS UNDER THAT ACT.

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

With annual sales of about CHF 4.8 billion (EUR 4.0 billion / USD 5.2 billion) in 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 operates out of 30 countries, runs more than 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 Cocoa Horizons initiative and research activities, the company engages with farmers, farmer organizations and other partners to help ensure future supplies of cocoa and improve farmer livelihoods.



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