

Barry Callebaut Services NV announces final results of its cash tender offer

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THIS ANNOUNCEMENT RELATES TO THE DISCLOSURE OF INFORMATION THAT QUALIFIED OR MAY HAVE QUALIFIED AS INSIDE INFORMATION WITHIN THE MEANING OF ARTICLE 7(1) OF THE MARKET ABUSE REGULATION (EU) 596/2014, AS AMENDED.

11 June 2026. Barry Callebaut Services NV (the “**Offeror**”) announces today the final results of its invitation to holders of its outstanding EUR 900,000,000 3.750 per cent. Senior Guaranteed Notes due 2028 (ISIN: BE6360448615 / Common Code: 300761526 / Swiss Security Number: 142200951) (the “**2028 Bonds**”), EUR 700,000,000 4.000 per cent. Senior Guaranteed Notes due 2029 (ISIN: BE6352800765 / Common Code: 284206738 / Swiss Security Number: 135816117) (the “**2029 Bonds**”) and EUR 850,000,000 4.250 per cent. Senior Guaranteed Notes due 2031 (ISIN: BE6360449621 / Common Code: 300761585 / Swiss Security Number: 142200952) (the “**2031 Bonds**”) and, together with the 2028 Bonds and 2029 Bonds, the “**Bonds**”) to tender their Bonds for purchase by the Offeror for cash up to the Maximum Acceptance Amount (as defined in the Tender Offer Memorandum (as defined below)) (such invitation, the “**Offer**”). The Offeror announced the indicative results of the Offer on 11 June 2026.

The Offer was announced on 3 June 2026 and was made on the terms and subject to the conditions contained in the tender offer memorandum dated 3 June 2026 (the “**Tender Offer Memorandum**”) prepared by the Offeror in connection with the Offer, and is subject to the offer and distribution restrictions as more fully described in the Tender Offer Memorandum.

The Offer expired on 10 June 2026 at 5:00 p.m. CEST.

For detailed terms of the Offer, please refer to the Tender Offer Memorandum, copies of which are (subject to offer and distribution restrictions) available from the Tender Agent as set out below. Capitalised terms used but not otherwise defined in this announcement shall have the meanings given to them in the Tender Offer Memorandum.

Final results of the Offer

The final results of the Offer are as follows:

Description of the Bonds	ISIN / Common Code / Swiss Security Number	Series Acceptance Amount	Scaling Factor	Interpolated Mid-Swap Rate	Purchase Yield	Purchase Price
EUR 900,000,000 3.750 per cent. Senior Guaranteed Notes due 2028	BE6360448615 / 300761526 / 142200951	EUR 399,900,000 in aggregate principal amount	70.83 per cent.	2.857 per cent.	3.207 per cent.	100.824 per cent.
EUR 700,000,000 4.000 per cent. Senior Guaranteed Notes due 2029	BE6352800765 / 284206738 / 135816117	EUR 99,100,000 in aggregate principal amount	26.66 per cent.	2.877 per cent.	3.327 per cent.	101.749 per cent.
EUR 850,000,000 4.250 per cent. Senior Guaranteed Notes due 2031	BE6360449621 / 300761585 / 142200952	EUR 350,000,000 in aggregate principal amount	67.88 per cent.	2.908 per cent.	3.708 per cent.	102.401 per cent.

The Offeror announces that the Final Acceptance Amount is set at EUR 849,000,000.

The Offeror will also pay an Accrued Interest Payment in respect of the Bonds accepted for purchase pursuant to the Offer.

Settlement of the Offer and other relevant information

The Settlement Date for the Bonds validly tendered and accepted for purchase by the Offeror is expected to be 15 June 2026.

Following settlement of the Offer, EUR 500,100,000 in aggregate principal amount of the 2028 Bonds, EUR 600,900,000 in aggregate principal amount of the 2029 Bonds and EUR 500,000,000 in aggregate principal amount of the 2031 Bonds will remain outstanding.

Bonds purchased by the Offeror pursuant to the Offer are expected to be cancelled and will not be re-issued or re-sold.

The Offeror may to the extent permitted by applicable law, acquire further Bonds from time to time, including through open market purchases and privately negotiated transactions, tender offers, exchange offers or otherwise, upon such terms and at such prices as it may determine.

Further information

Banco Santander, S.A., ING Bank N.V., Skandinaviska Enskilda Banken AB (publ) and Société Générale are acting as Dealer Managers and Kroll Issuer Services Limited is acting as Tender Agent.

Questions and requests for assistance in connection with the Offer may be directed to the Dealer Managers:

Banco Santander, S.A. (Attention: Liability Management; Email: liabilitymanagement@gruposantander.com).

ING Bank N.V. (Attention: Liability Management Team; Email: liability.management@ing.com).

Skandinaviska Enskilda Banken AB (publ) (Attention: Liability Management; Email: SEBLiabilityManagement@seb.se).

Société Générale (Attention: Liability Management; Email: liability.management@sgcib.com).

Questions and requests for assistance in connection with the procedures for the Offer may be directed to the Tender Agent:

Kroll Issuer Services Limited (Telephone: +44 20 7704 0880; Attention: Jacek Kusion; Email: barry@is.kroll.com; Tender Offer Website: <https://deals.is.kroll.com/barry>).

This announcement is released by the Offeror and contains information that qualified or may have qualified as inside information for the purposes of Article 7 of the Market Abuse Regulation (EU) 596/2014 (“**MAR**”), encompassing information relating to the Offer described above. For the purposes of MAR and Article 2 of Commission Implementing Regulation (EU) 2016/1055, this announcement is made by Peter Vanneste, Group CFO Barry Callebaut.

DISCLAIMER

This announcement must be read in conjunction with the Tender Offer Memorandum. This announcement and the Tender Offer Memorandum contain important information which should be read carefully before any decision is made with respect to the Offer. If any Bondholder is in any doubt as to the contents of this announcement and/or the Tender Offer Memorandum or the action it should take, it is recommended to seek its own financial and legal advice, including in respect of any tax consequences, immediately from its broker, bank manager, solicitor, accountant or other independent financial, tax or legal adviser. Any individual or company whose Bonds are held on its behalf by a broker, dealer, bank, custodian, trust company or other nominee or intermediary must contact such entity if it wishes to tender such Bonds pursuant to the Offer. The Dealer Managers are acting exclusively for the Offeror and no one else in connection with the arrangements described in this announcement and the Tender Offer Memorandum and will not be responsible to any Bondholder for providing the protections which would be afforded to customers of the Dealer Managers or for advising any other person in connection with the Offer. None of the Offeror, the Dealer Managers or the Tender Agent or any director, officer, employee, agent or affiliate of any such person has made or will make any assessment of the merits and risks of the Offer or of the impact of the Offer on the interests of the Bondholders either as a class or as individuals, and none of them makes any recommendation as to whether Bondholders should tender Bonds pursuant to the Offer. None of the Offeror, the Dealer Managers or the Tender Agent (or any of their respective directors, officers, employees, agents or affiliates) is providing Bondholders with any legal, business, tax or other advice in this announcement and/or the Tender Offer Memorandum. Bondholders should consult with their own advisers as needed to assist them in making an investment decision and to advise them whether they are legally permitted to tender Bonds for cash.

This announcement is for informational purposes only and does not constitute an offer or an invitation to participate in the Offer. The distribution of this announcement in certain jurisdictions may be restricted by law. Persons into whose possession this announcement comes are required by each of the Offeror, the Dealer Managers and the Tender Agent to inform themselves about, and to observe, any such restrictions. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdiction.