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# Mondelez International Announces Expiration and Final Results of Its Cash Tender Offer and Consent Solicitation

DEERFIELD, III. – April 30, 2018 – Mondelēz International, Inc. (formerly known as Kraft Foods Inc.) (the "Company" or "Mondelēz International") announces the expiration and final results, as of 11:59 p.m., New York City time, on April 27, 2018 (the "Expiration Date") for its previously announced offer to purchase (the "Tender Offer") for cash up to \$1,000,000,000 aggregate principal of the debt securities listed below (the "Notes") from each holder (individually, a "Holder," and collectively, the "Holders") of the applicable Notes. The principal amount of each series of Notes that were validly tendered and not validly withdrawn in the Tender Offer as of 5:00 p.m., New York City time, on April 13, 2018 (the "Early Tender Date"), and as of the Expiration Date is set forth in the table below:

Title of Security	CUSIP	Aggregate Principal Amount Outstanding	Acceptance Priority Level	As of the Early Tender Date		As of the Expiration Date	
				Principal Amount Tendered	Percent of Amount Outstanding Tendered	Principal Amount Tendered	Percent of Amount Outstanding Tendered
6.500% Notes due 2040 <sup>(1)</sup>	50075N AZ7 / US50075NAZ78	\$501,541,000	1	\$241,001,000	48.05%	\$241,001,000	48.05%
6.500% Notes due 2031 <sup>(1)(2)</sup>	50075N AC8 / US50075NAC83	\$350,409,000	2	\$75,829,000	21.64%	\$75,838,000	21.64%
6.875% Notes due 2038 <sup>(1)</sup>	50075N AT1 / US50075NAT19	\$255,387,000	3	\$72,070,000	28.22%	\$72,070,000	28.22%
6.875% Notes due 2039 <sup>(1)</sup>	50075N AW4 / US50075NAW48	\$195,193,000	4	\$29,262,000	14.99%	\$29,262,000	14.99%
7.000% Notes due 2037 <sup>(1)</sup>	50075N AR5 / US50075NAR52	\$139,631,000	5	\$11,684,000	8.37%	\$11,684,000	8.37%
5.375% Notes due 2020 <sup>(1)</sup>	50075N BA1 / US50075NBA19	\$524,402,000	6	\$97,592,000	18.61%	\$97,612,000	18.61%
6.125% Notes due 2018 <sup>(1)</sup>	50075N AV6 / US50075NAV64	\$322,602,000	7	\$42,578,000	13.20%	\$42,583,000	13.20%

<sup>(1)</sup> Issuer formerly known as Kraft Foods Inc.

The Tender Offer and the Consent Solicitation (as defined below) was made upon the terms and subject to the conditions set forth in the Offer to Purchase and Consent Solicitation Statement dated April 2, 2018 (as the same may be amended or supplemented from time to time, the "Offer to Purchase")

<sup>(2)</sup> Admitted to trading on the Regulated Market of the Luxembourg Stock Exchange.

and in the related Consent and Letter of Transmittal (as the same may be amended or supplemented from time to time, the "Letter of Transmittal").

The Company announces that it has accepted for purchase all \$34,000 aggregate principal amount of Notes validly tendered and not validly withdrawn after the Early Tender Date and at or prior to the Expiration Date (in addition to the \$570,016,000 aggregate principal amount of Notes validly tendered and not validly withdrawn prior to the Early Tender Date, previously accepted for purchase). Holders of Notes that have been validly tendered and not validly withdrawn after the Early Tender Date and at or prior to the Expiration Date and that have been accepted for purchase by the Company will receive the applicable "Tender Offer Consideration" (which will equal the applicable Total Consideration, as announced on the Company's press release dated April 16, 2018, minus the early tender premium of \$30 per \$1,000 principal amount of such Notes accepted for purchase) and will also receive accrued and unpaid interest on their purchased Notes from the last interest payment date for such Notes to, but excluding, the Final Settlement Date (defined below). The settlement for Notes validly tendered and not validly withdrawn after the Early Tender Date and at or prior to the Expiration Date and accepted for purchase pursuant to the Tender Offer will be on May 1, 2018 (the "Final Settlement Date").

As previously announced, the Company solicited (the "Consent Solicitation") consents (the "Consents") from each Holder of the Notes to certain proposed amendments to the indenture (as supplemented to the date hereof) governing each series of Notes and the Notes. The Company has not received the requisite Consents from Holders of more than 50% of the outstanding aggregate principal amount of any of the Notes as of the Expiration Date.

Barclays Capital Inc. and Citigroup Global Markets Inc. are serving as dealer managers (the "Dealer Managers") for the Tender Offer and as solicitation agents (the "Solicitation Agents") for the Consent Solicitation. Global Bondholder Services Corporation is acting as information agent (the "Information Agent") and depositary (the "Depositary") in connection with the Tender Offer and Consent Solicitation.

Capitalized terms used in this press release but not defined have the meanings given to them in the Offer to Purchase.

This announcement is for informational purposes only. This announcement is not an offer to purchase or a solicitation of an offer to purchase or a solicitation of consents with respect to any Notes. The Tender Offer and Consent Solicitation were made solely pursuant to the Offer to Purchase and related documents. The Tender Offer and the Consent Solicitation are not being made to Holders in any jurisdiction in which the making or acceptance thereof would not be in compliance with the securities, blue sky or other laws of such jurisdiction. In any jurisdiction in which the securities laws or blue sky laws require the Tender Offer and the Consent Solicitation to be made by a licensed broker or dealer, the Tender Offer and the Consent Solicitation will be deemed to be made on behalf of Mondelēz International by the Dealer Managers or one or more registered brokers or dealers that are licensed under the laws of such jurisdiction.

# The Information Agent for the Tender Offer and Consent Solicitation is: Global Bondholder Services Corporation

Attention: Corporate Actions

Banks and Brokers Call Collect: (212) 430-3774

All Others Call Toll-Free: (866) 470-3800

The Dealer Managers for the Tender Offer and the Solicitation Agents for the Consent Solicitation are:

### **Barclays Capital Inc.**

Attention: Liability Management Group

Collect: (212) 528-7581 Toll Free: (800) 438-3242

Email: us.lm@barclays.com

## Citigroup Global Markets Inc.

Attention: Liability Management Group

Collect: (212) 723-6106 Toll-Free: (800) 558-3745

Email: ny.liabilitymanagement@citi.com

#### About Mondelez International

Mondelez International, Inc. (NASDAQ:MDLZ) is building the best snacking company in the world, with 2017 net revenues of approximately \$26 billion. Creating more moments of joy in approximately 160 countries, Mondelez International is a world leader in biscuits, chocolate, gum, candy and powdered beverages, featuring global Power Brands such as Oreo and belVita biscuits; Cadbury Dairy Milk and Milka chocolate; and Trident gum. Mondelez International is a proud member of the Standard and Poor's 500, Nasdag 100 and Dow Jones Sustainability Index. Visit www.mondelezinternational.com or follow us on Twitter at www.twitter.com/MDLZ.

#### **Forward-Looking Statements**

This press release contains a number of forward-looking statements. Words, and variations of words, such as "will," "may," "expect," "intend" and similar expressions are intended to identify the Company's forward-looking statements, including, but not limited to, statements about the offer to purchase and proposed amendments to the indenture as supplemented by the applicable officers' certificates governing each series of Notes and the Notes. These forward-looking statements are subject to a number of risks and uncertainties, many of which are beyond the Company's control, which could cause the Company's actual results to differ materially from those indicated in the Company's forwardlooking statements. Please see the Company's risk factors, as they may be amended from time to time, set forth in its filings with the U.S. Securities and Exchange Commission, including the Company's most recently filed Annual Report on Form 10-K. Mondelez International disclaims and does not undertake any obligation to update or revise any forward-looking statement in this press release, except as required by applicable law or regulation.











