



Mondelēz International Announces an Increase of the Maximum Tender Amount and the Early Tender Results of Its Previously Announced Cash Tender Offer

March 17, 2022 at 8:30 AM EDT

CHICAGO, March 17, 2022 (GLOBE NEWSWIRE) – Mondelēz International, Inc. (Nasdaq: MDLZ) ("Mondelēz International") today announced the early tender results as of 5:00 p.m., New York City time, on March 16, 2022 (the "Early Tender Date") for its previously announced offer to purchase (the "Tender Offer") for cash up to an aggregate consideration amount, including premium, but excluding any Accrued Interest (as defined below), of \$850,000,000 (such amount as it may be amended, the "Maximum Tender Amount") of the debt securities listed in the table (the "Notes") from each holder (individually, a "Holder," and collectively, the "Holders") of the applicable Notes, each issued under the applicable indenture, as supplemented by the applicable officers' certificate, governing each series of Notes.

Title of Security	CUSIP / ISIN	Maturity Date	Par Call Date	Aggregate Principal Amount Outstanding	Acceptance Priority Level ⁽¹⁾	Tender SubCap	Principal Amount Tendered	Percentage of Amount Outstanding Tendered
7.000% Notes due 2037 ⁽²⁾	50075N AR5 / US00075NAR52	August 11, 2037	N/A	\$126,504,000	1		\$9,758,000	7.71%
6.500% Notes due 2031 ⁽²⁾⁽³⁾	50075N AC8 / US00075NAC83	November 1, 2031	N/A	\$269,920,000	2		\$17,469,000	6.47%
6.875% Notes due 2038	50075N AT1 / US00075NAT19	February 1, 2038	N/A	\$159,014,000	3		\$21,113,000	13.28%
6.875% Notes due 2039 ⁽²⁾	50075N AW4 / US00075NAW48	January 26, 2039	N/A	\$156,416,000	4		\$7,751,000	4.96%
6.500% Notes due 2040 ⁽²⁾	50075N AZ7 / US00075NAZ78	February 9, 2040	N/A	\$259,578,000	5		\$35,612,000	13.72%
4.625% Notes due 2048	609207 AP0 / US609207AP00	May 7, 2048	November 7, 2047	\$229,184,000	6		\$54,460,000	23.76%
2.750% Notes due 2030 ⁽³⁾	609207 AT2 / US609207AT22	April 13, 2030	January 13, 2030	\$1,250,000,000	7	\$500,000,000	\$921,646,000	73.73%
4.125% Notes due 2028	609207 AM7 / US609207AM78	May 7, 2028	February 7, 2028	\$672,523,000	8		\$210,977,000	31.37%
3.625% Notes due 2026	609207 AR6 / US609207AR65	February 13, 2026	December 13, 2025	\$351,540,000	9		\$129,795,000	36.92%
4.500% Notes due 2035 ⁽⁴⁾	609207 AH8 / XS1324085304	December 3, 2035	September 3, 2035	£94,881,000	10		£60,225,000	63.47%
3.875% Notes due 2045 ⁽⁴⁾	609207 AG0 / XS1197275966	March 6, 2045	December 6, 2044	£168,363,000	11		£146,252,000	86.87%

(1) Mondelēz International will accept Notes in the order of their respective Acceptance Priority Level specified in the table above (each, an "Acceptance Priority Level," with "1" being the highest Acceptance Priority Level and "11" being the lowest Acceptance Priority Level), subject to the terms and conditions described elsewhere in the Offer to Purchase (as defined below), including the Maximum Tender Amount and the 2030 Notes SubCap.

(2) Issuer formerly known as Kraft Foods Inc.

(3) Admitted to trading on the Euro MTF market of the Luxembourg Stock Exchange.

(4) Admitted to trading on The Nasdaq Stock Market LLC.

The Tender Offer is being made upon the terms and subject to the conditions set forth in the Offer to Purchase, dated March 3, 2022 (as the same may be amended or supplemented from time to time, the "Offer to Purchase"). Capitalized terms used in this press release but not defined have the meanings given to them in the Offer to Purchase.

Mondelēz International announces that \$1,408,581,000 aggregate principal amount of Notes denominated in U.S. dollars and £206,477,000 aggregate principal amount of Notes denominated in Pounds Sterling have been validly tendered and not validly withdrawn prior to the Early Tender Date. The Maximum Tender Amount is expected to be reached, subject to the calculation of the consideration to be paid in the Tender Offer. As such, Mondelēz International announces it will increase the Maximum Tender Amount, subject to the calculation of the consideration to be paid in the Tender Offer, in order to accept for purchase all Notes validly tendered and not validly withdrawn at or prior to the Early Tender Date with acceptance priority levels 1 through 9, except for the calculation of the consideration to be paid in the Tender Offer, in order to accept for purchase all Notes validly tendered and not validly withdrawn at or prior to the Early Tender Date with acceptance priority level 7, which are subject to the 2030 Notes SubCap. As such, since the aggregate principal amount of the 2030 Notes validly tendered and not validly withdrawn at or prior to the Early Tender Date exceeded the 2030 Notes SubCap, Mondelēz International will accept for purchase the 2030 Notes validly tendered and not validly withdrawn at or prior to the Early Tender Date up to the 2030 Notes SubCap on a prorated basis, in accordance with the terms and conditions described in the Offer to Purchase. Mondelēz International will not accept for purchase any of the Notes validly tendered and not validly withdrawn at or prior to the Early Tender Date with acceptance priority levels 10 and 11. No additional Notes tendered after the Early Tender Date will be accepted for purchase pursuant to the Tender Offer. Notes tendered pursuant to the Tender Offer and not accepted for purchase due to the Maximum Tender Amount, the 2030 Notes SubCap, the Acceptance Priority Levels or proration will be returned to the tendering Holders promptly following the Early Tender Date. The Withdrawal Deadline expired at 5:00 p.m., New York City time, on March 16, 2022, and has not been extended and, accordingly, Notes validly tendered in the Tender Offer may no longer be withdrawn.

As previously announced, the consideration paid in the Tender Offer will be determined in the manner described in the Offer to Purchase by reference to the applicable fixed spread over the bid-side or mid-market (as applicable) yield to maturity of the applicable Reference Security (such sum being annualized in the case of the Sterling Notes) specified in the Offer to Purchase as calculated by the Dealer Managers for the Tender Offer at 10:00 a.m., New York City time, on Thursday, March 17, 2022 (such time and date, as the same may be extended, the "Price Determination Date").

Holders who have validly tendered (and who have not validly withdrawn) their Notes at or prior to the Early Tender Date and whose Notes are accepted for purchase will receive the applicable "Total Consideration" per \$1,000 or £1,000 principal amount, as applicable, of Notes accepted for purchase, which includes an early tender premium for the applicable series of Notes as set forth in the Offer to Purchase. In addition to the Total Consideration, all Holders of Notes accepted for purchase will also receive accrued and unpaid interest on such \$1,000 or £1,000 principal amount of Notes from the last applicable interest payment date up to, but not including, the applicable settlement date, payable on the applicable settlement date ("Accrued Interest").

Settlement for Notes validly tendered and not validly withdrawn at or prior to the Early Tender Date and accepted for purchase pursuant to the Tender Offer will be on Friday, March 18, 2022.

This announcement is for informational purposes only. This announcement is not an offer to purchase or a solicitation of an offer to purchase with respect to any Notes. The Tender Offer is being made solely pursuant to the Offer to Purchase. The Tender Offer is 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 to be made by a licensed broker or dealer, the Tender Offer 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 Depository and Information Agent for the Tender Offer is Global Bondholder Services Corporation. Any questions or requests for assistance or additional copies of this Offer to Purchase may be directed to the Depository and Information Agent at 65 Broadway – Suite 404, New York, New York 10006, e-mail: contact@gbsc-usa.com, banks and brokers call: 212-430-3774, all others call toll free (U.S. only): 855-654-2015.

The Dealer Managers for the Tender Offer are BofA Securities, Inc., Credit Suisse Securities (USA) LLC and Deutsche Bank Securities Inc. Any questions related to the terms of the Tender Offer may be directed to BofA Securities, Inc. at 620 South Tryon Street, 20th Floor, Charlotte, North Carolina 28255, attention: Liability Management Group, collect: (980) 387-3907, e-mail: debt_advisory@bofa.com, London: +44 207 996 5420, DG.LM-EMEA@bofa.com, Credit Suisse Securities (USA) LLC at Eleven Madison Avenue, New York, New York 10010, attention: Liability Management Group, toll free: (800) 820-1653, collect: (212) 325-6340, London: +44 (0) 20-7883-8763, and Deutsche Bank Securities Inc. at 1 Columbus Circle, New York, New York 10019, Attn: Liability Management Group, Toll Free: 1-800-503-4611, Collect: (212) 250-2955, London: +44 20 7545 8011.

About Mondelēz International

Mondelēz International, Inc. (Nasdaq: MDLZ) empowers people to snack right in over 150 countries around the world. With 2021 net revenues of approximately \$29 billion, Mondelēz International is leading the future of snacking with iconic global and local brands such as *Oreo*, *belVita* and *LU* biscuits; *Cadbury Dairy Milk*, *Milka* and *Toblerone* chocolate; *Sour Patch Kids* candy and *Trident* gum. Mondelēz International is a proud member of the Standard and Poor's 500, Nasdaq 100 and Dow Jones Sustainability Index.

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 Mondelēz International's forward-looking statements, including, but not limited to, statements about the offer to purchase. These forward-looking statements are subject to a number of risks and uncertainties, many of which are beyond Mondelēz International's control, which could cause Mondelēz International's actual results to differ materially from those indicated in Mondelēz International's forward-looking statements. Please see Mondelēz International'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 Mondelēz International's most recently filed Annual Report on Form 10-K. Mondelēz 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.

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