

## Media Contact

The One Nine Three Group for JAB

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## JDE PEET'S N.V. – FULL EXERCISE OF OVER-ALLOTMENT OPTION AND END OF STABILISATION PERIOD ANNOUNCEMENT

This is an announcement as required under Article 5 sub 5 of the Market Abuse Regulation ((EU) 596/2014), “MAR”) and in accordance with Article 6 of Regulation (EU) 2016/1052.

Amsterdam, the Netherlands, 4 June 2020 – JDE Peet's N.V. (the “Company”), today announces that J.P. Morgan Securities plc acting as stabilisation manager (the “Stabilisation Manager”) (on behalf of the Underwriters (as defined below)) has fully exercised the over-allotment option, selling an additional 10,714,285 Shares (as defined below) at the price of €31.50 per Share and bringing the gross proceeds of the offering (the “Offer”) of the Company’s ordinary shares (the “Shares”) to approximately €2,587 million, as well as the end of the stabilisation period.

### OVER-ALLOTMENT OPTION

As part of the Offer and as set out in the prospectus dated 26 May 2020 (the “Prospectus”), the Company, Acorn Holdings B.V. (“Acorn Holdings”) and Mondelez Coffee Holdco B.V. (“Mondelez Coffee Holdco”, and together with Acorn Holdings, the “Selling Shareholders”) have granted the Stabilisation Manager (on behalf of the Underwriters) an option to subscribe for or purchase additional Shares, corresponding to up to 15% of the number of Shares sold in the Offer at the price of €31.50 per Share. The Stabilisation Manager (on behalf of the Underwriters) has notified the Company and the Selling Shareholders of the exercise of the over-allotment option. In total 3,333,333 new Shares are issued by the Company, 5,931,677 existing Shares are sold by Acorn Holding and 1,449,275 existing Shares are sold by Mondelez Coffee Holdco (together, the “Over-Allotment Shares”) pursuant to the over-allotment option, raising gross proceeds of approximately €337 million. In addition, the Stabilisation Manager (on behalf of the Underwriters) has notified the Company and the Selling Shareholders of the end of the stabilisation period.

As a result of the exercise of the over-allotment option, the total number of Shares placed in the Offer amounts to 82,142,856, representing approximately 16.5% of the total number of 498,719,501 issued and outstanding Shares immediately after settlement of the Over-Allotment Shares.

Immediately after settlement of the Over-Allotment Shares, Acorn Holdings will hold 302,302,847 Shares, representing approximately 60.6% of the issued and outstanding share capital of the Company.

Immediately after settlement of the Over-Allotment Shares, JAB<sup>1</sup>, through Acorn Holdings and JAB Holdings B.V., will hold an economic interest in 184,980,381 Shares, representing approximately 37.1% of the issued and outstanding share capital of the Company.

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<sup>1</sup> JAB Holding Company S.à r.l. is in turn, indirectly, controlled by Agnaten SE, its majority shareholder, and Lucesca SE. Agnaten SE and Lucesca SE, indirectly, share voting and investment control over JAB and its subsidiaries.

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Immediately after settlement of the Over-Allotment Shares, Mondelēz International, Inc., through Mondelez Coffee Holdco, will hold 114,273,798 Shares, representing approximately 22.9% of the issued and outstanding share capital of the Company.

Certain post-closing lock-ups have been agreed, which for the Company, the Selling Shareholders and JAB Holdings B.V. are for a period ending 180 days after the settlement date of the Offer and for each member of the Company's board of directors and each member of the senior management team for a period ending 360 days after the settlement date of the Offer. These lock-ups are subject to exceptions as set out in the Prospectus and possible waiver by the Joint Global Coordinators (as defined below).

## **STABILISATION**

The Stabilisation Manager (on behalf of the Underwriters) has informed the Company and the Selling Shareholders that it has not carried out any stabilisation transactions within the meaning of Article 3 sub 2(d) of MAR in relation to the Offer.

## **UNDERWRITERS**

The Company has appointed BNP Paribas, Goldman Sachs International and J.P. Morgan Securities plc as joint global coordinators (the "Joint Global Coordinators") for the Offer.

Banco Santander, S.A., BofA Securities (Merrill Lynch International), Citigroup Global Markets Limited, Crédit Agricole Corporate and Investment Bank, Deutsche Bank Aktiengesellschaft, HSBC Bank plc, ING Bank N.V., MUFG Securities EMEA plc and UniCredit Bank AG, together with the Joint Global Coordinators, are acting as joint bookrunners for the Offer (the "Joint Bookrunners").

Banca IMI S.p.A (Intesa Sanpaolo Group), Bayerische Landesbank, COMMERZBANK Aktiengesellschaft, Coöperatieve Rabobank U.A., Landesbank Baden-Württemberg, Skandinaviska Enskilda Banken AB (publ) Frankfurt Branch, SMBC Nikko Capital Markets Europe GmbH and TD Securities Inc., are acting as co-lead managers for the Offer (the "Co-Lead Managers" and, together with the Joint Bookrunners, the "Underwriters").

## **CONTACTS**

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## **DISCLAIMER**

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The securities mentioned herein may not be offered or sold in the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act. There will be no public offer of securities in the United States.

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