



McCormick Announces Pricing of Common Stock Non-Voting Offering to Fund Part of its Acquisition of Reckitt Benckiser's Food Division

August 8, 2017
SPRING, Md., Aug. 8, 2017 /PRNewswire - McCormick & Company Inc. (NYSE: MKC) ("McCormick" or the "Company"), a global leader in flavor, today announced the pricing of an underwritten public offering (the "Offering") of 5,524,882 shares of its common stock non-voting ("Common Stock Non-Voting") at a price to the public of \$30.50 per share. In connection with the Offering, McCormick has granted the underwriters an option for 30 days to purchase up to an additional 528,729 shares of its Common Stock Non-Voting sold at the public offering price, less the underwriting discount. Subject to customary closing conditions, the Offering is expected to settle and close on or about August 11, 2017.
The net proceeds from the Offering will be approximately \$162 million after estimated underwriting discounts, commissions and offering expenses payable by McCormick. McCormick intends to use the net proceeds of the Offering to fund, in part, the purchase price of the previously announced pending acquisition (the "Acquisition") of Reckitt Benckiser's Food Division ("FB Foods"). McCormick expects to fund the balance of the purchase price and pay related fees and expenses with the net proceeds from debt financings, including a senior unsecured notes offering and borrowing under an amended term loan facility, and to the extent all or a portion of the net proceeds from the Offering and/or the notes offering are not available, an unsecured bridge loan facility, as well as cash on hand. The Offering is not contingent on the closing of the Acquisition or any debt financing. If for any reason the Acquisition does not close, McCormick intends to use the net proceeds from the Offering for general corporate purposes, which may include the financing of future acquisitions and the repayment of existing indebtedness.
Balk Merril Lynch, Credit Suisse, SunTrust Robinson Humphrey and Wells Fargo Securities are acting as joint book-running managers for the Offering.
This press release is neither an offer to sell nor a solicitation of an offer to buy any of the Common Stock Non-Voting or any other security of McCormick, nor shall there be any sale of the Common Stock Non-Voting or any other security of McCormick in any jurisdiction in which such an offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction.
The Offering is being made pursuant to an effective shelf registration statement, including a prospectus, that has been filed with the Securities and Exchange Commission (the "SEC") on August 7, 2017 and will be made only pursuant to a prospectus supplement and the accompanying base prospectus related to the Offering which may be obtained from Balk Merril Lynch, (921) 404-0341, 200 North College Street, 3rd Floor, Charlotte, NC 28205-3301; email: blmccormick@bmo.com; Attention: (Prospectus Department) and Credit Suisse (One Madison Avenue, New York, NY 10017, email: usinfo@credit-suisse.com; tel: (800) 221-1007) Attention: Credit Suisse Prospectus Department.

Forward-Looking Statements

Certain information contained in this release that is not statements of historical or current fact constitutes "forward-looking statements" within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. These statements may be identified by the use of words such as "may," "will," "expect," "anticipate," "intend," "believe," "estimate" and "plan." The forward-looking statements contained in this release include, without limitation, statements related to the expected timing, size, terms and the Company's ability to complete the Offering and any debt financing; the Company's anticipated use of proceeds from the Offering; and the completion of the proposed Acquisition and the timing and financing thereof.
These and other forward-looking statements are based on management's current views and assumptions and involve risks and uncertainties that could significantly affect expected results. Results may be adversely affected by factors such as: risks associated with acquisitions generally, such as the inability to obtain, or delays in obtaining, required approvals under applicable antitrust legislation and other regulatory and third party consents and approvals; general volatility in the capital markets and impact on the ability to complete the proposed debt and equity financing necessary to fund the purchase price; failure to obtain key management and employees of FB Foods; issues or delays in the successful integration of FB Foods' business with those of the Company, including currency and other delays or difficulties; difficulties or delays in the successful transition of the FB Foods' business from the information technology systems of FB to those of McCormick; as well as risks associated with other integration or retention of the operations, systems and personnel of FB Foods, each, as applicable, within the term of the six-month post-closing transition services agreement between McCormick and FB; future levels of revenues being lower than expected and costs being higher than expected; failure or inability to implement growth strategies in a timely manner; unfavorable reaction to the acquisition by customers, competitors, suppliers and employees; conditions affecting the industry generally, local and global politics and economic conditions; conditions in the securities market that are less favorable than expected; and changes in the level of capital investment, and other risks described in the company's filings with the Securities and Exchange Commission, including McCormick's Annual Report on Form 10-K for the year ended November 30, 2016.

Actual results could differ materially from those projected in the forward-looking statements. The company undertakes no obligation to update or revise publicly, any forward-looking statements, whether as a result of new information, future events or otherwise, except as may be required by law.

About McCormick
McCormick & Company, Incorporated is a global leader in flavor. With \$4.4 billion in annual sales, company manufactures, markets and distributes spices, seasoning mixes, condiments and other flavorful products to the entire food industry -- retail outlets, food manufacturers and foodservice businesses. Every day, no matter where or what you eat, you can enjoy food flavored by McCormick. McCormick Brings the Joy of Flavor to Life™.

For information contact:
Heather Robinson,
Kasey Jensen (910) 771-7140 or kjensen@mcormick.com

Corporate Communications,
Lafayette (910) 527-6204 or cc@mcormick.com

View original content: <http://www.prnewswire.com/news-releases/mccormick-announces-pricing-of-common-stock-non-voting-offering-to-fund-part-of-its-acquisition-of-reckitt-benckiser-food-division-300511877.html>

SOURCE: McCormick & Company, Inc.