

COVER SHEET

JOLLIBEE FOODS CORPORATION
Doing business under the name and style of Jollibee
(Company's Full Name)

10/F Jollibee Plaza Building
10 F. Ortigas Jr. Avenue,
Ortigas Center, Pasig City
(Company's Address)

(632) 8634-1111
Telephone Number

December 31
(Fiscal Year Ending)

Last Friday of June
(Annual Meeting)

17C

JFC's Subsidiary Announces Final Results of its Cash Tender Offer for
USD600MN Guaranteed Senior Perpetual Capital Securities

(Form Type)

Amendment Designation (If applicable)

(Secondary License Type and File Number)

Cashier

LCU

DTU

77487
S.E.C REG. No.

Central Receiving Unit

File Number

Document I.D.

**SECURITIES AND EXCHANGE COMMISSION
SEC FORM 17-C
CURRENT REPORT PURSUANT TO SECTION 17 OF THE
SECURITIES REGULATIONS CODE (SRC) AND SRC RULE 17 THEREUNDER**

1. Date of Report **November 5, 2021**
2. Commission identification number **77487**
3. BIR Tax Identification No. **000-388-771**
4. **JOLLIBEE FOODS CORPORATION**
doing business under the name and style of Jollibee
Exact name of registrant as specified in its charter
5. **PHILIPPINES**
Province, country or other jurisdiction of incorporation or organization
6. Industry classification code (SEC Use Only)
7. **10/F JOLLIBEE PLAZA BUILDING, 10 F. ORTIGAS JR. AVENUE, ORTIGAS CENTER, PASIG CITY**
Address of registrant's principal office
1605
Postal Code
8. **(632) 8634-1111**
Registrant's telephone number, including area code
9. **N/A**
Former name, former address and former fiscal year, if changed since last report
10. Securities registered pursuant to Sections 4 and 8 of the RSA

Title of each Class	Number of shares of Common stock outstanding
Common	<u>1,109,570,417</u>
Treasury Shares:	
Common	<u>16,447,340</u>

Note: Total common outstanding shares of 1,109,570,417 is inclusive of 21,746,800 total outstanding shares for JFC's stock option program, which also include 3,027,734 remaining shares entrusted with Regis Partners, Inc. Details of shares with Regis Partners, Inc. are as follows:

MSOP Shares:	
Beginning balance (per SEC Form 17-C dated July 6, 2021)	453,172
Shares applied for listing	-
Ending balance, as of November 5, 2021	<u>453,172</u>
ELTIP Shares:	
Beginning Balance (per SEC Form 17-C dated July 6, 2021)	2,574,562
Shares applied for listing	-
Ending balance, as of November 5, 2021	<u>2,574,562</u>
TOTAL	<u>3,027,734</u>

No offer or invitation to acquire any securities is being made pursuant to this press release.

JOLLIBEE FOODS CORPORATION

JFC's Subsidiary Announces Final Results of its Cash Tender Offer for USD600MN Guaranteed Senior Perpetual Capital Securities

Metro Manila, Philippines, November 5, 2021 – Jollibee Foods Corporation (PSE: JFC) –

Jollibee Foods Corporation ("JFC"), one of the largest Asian food service companies, announced today the final results from its wholly-owned subsidiary, Jollibee Worldwide Pte. Ltd.'s ("JWPL") offer to purchase for cash ("Tender Offer") its USD600,000,000 Guaranteed Senior Perpetual Capital Securities (ISIN: XS2099563228, Common Code: 209956322) ("Securities").

The Tender Offer was announced on October 4, 2021 to holders of the Guaranteed Senior Perpetual Capital Securities, on the terms and conditions set forth in an offer to purchase statement or Tender Offer Memorandum dated October 4, 2021.

As of 4:00 p.m. London time, on November 3, 2021, a total of USD203,534,000 in aggregate principal amount of the Securities were validly tendered and not validly withdrawn, representing 33.92% of the outstanding principal amount. This includes USD400,000 tendered after the Early Tender Time. Immediately following the Settlement Date, USD396,466,000 in principal amount of Securities remain outstanding.

The Tender Offer provided a source of liquidity at a time of increased volatility in the broader credit markets, demonstrating JFC's willingness to provide support to its noteholders. At the same time, the success of the buyback allowed JFC to pursue its proactive management strategy to prudently strengthen its balance sheet.

The Tender Offer will be partially funded by JFC's recent issuance of 12,000,000 Series A and Series B cumulative, non-voting, non-participating, non-convertible, redeemable, peso-denominated perpetual preferred shares under JFC's 20,000,000 Preferred Shares Shelf Registration with the Philippine Securities and Exchange Commission. With the completion of both transactions, along with other actions related to financing and financial management, JFC expects to have fewer debt obligations, more distributed financial maturities over the next few years, lower foreign exchange risks and better leverage and debt servicing ratios by December 2021. All these actions will support JFC in maintaining its capability to finance its profitable growth, which is forecasted to accelerate in the next few months and years, as the JFC Group plans to accelerate its worldwide store expansion in 2022 and onward.

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**The distribution of this press release may be restricted by law and persons into whose possession this press release comes are required by JFC, JWPL and the Dealer Managers and the Information and Tender Agent who are involved in the Tender Offer to inform themselves about, and to observe, any such restrictions.**

**No offer or invitation to acquire any securities is being made pursuant to this press release. None of this press release or the Tender Offer Memorandum constitutes an invitation to acquire any securities in any jurisdiction in which, or to or from any person to or from whom, it is unlawful to make such invitation under applicable securities laws.**

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**JOLLIBEE WORLDWIDE PTE. LTD.**

*(incorporated with limited liability in Singapore)*

**Results of Tender Offer as at the Expiration Deadline**

**FOR IMMEDIATE RELEASE**

Reference is made to the announcements of Jollibee Worldwide Pte. Ltd. (the “**Company**”) on October 4, 2021, October 19, 2021 and October 21, 2021 (the “**Announcements**”) in relation to an offer to purchase (the “**Tender Offer**”) for cash its Guaranteed Senior Perpetual Capital Securities (ISIN: XS2099563228, Common Code: 209956322) (the “**Securities**”) from Holders of the Securities. Capitalized terms used in this announcement have the meanings given to them in the Announcements and in the Tender Offer Memorandum.

The Company hereby announces that:

- (i) it has been advised that, after the Early Tender Time but at or prior to the Expiration Deadline, Holders of Securities had validly tendered and not validly withdrawn US\$400,000 in aggregate principal amount of Securities;
- (ii) the Tender Cap has not been reached and accordingly all Securities validly tendered after the Early Tender Time but at or prior to the Expiration Deadline will be accepted for purchase; and
- (iii) as the Financing Condition and all other conditions to the Tender Offer have been satisfied, the Company plans to make payment for Securities validly tendered after the Early Tender Time but at or prior to the Expiration Deadline and accepted for purchase on November 8, 2021 at a price equal to the amount of US\$1,000 per US\$1,000 principal amount of Securities plus Accrued Distribution. The Company also expects to cancel such Securities on the same date.

The dealer managers for the Tender Offer (the “**Dealer Managers**”) are Australia and New Zealand Banking Group Limited, Citigroup Global Markets Limited, BPI Capital Corporation and Credit Suisse (Hong Kong) Limited. The information and tender agent for the Tender Offer is Morrow Sodali Limited (the “**Information and Tender Agent**”). All documentation relating to the Tender Offer, together with any updates, can be found on the Tender Offer Website. Questions about the terms of the Tender Offer should be directed to the Dealer Managers at the telephone numbers and addresses listed below. If you have questions regarding or require additional copies of the Tender Offer Memorandum, please contact the Information and Tender Agent at the telephone number and address listed below.

November 5, 2021

*Information and Tender Agent:*

**Morrow Sodali Limited**

Email: [jollibee@investor.morrowsodali.com](mailto:jollibee@investor.morrowsodali.com)

Tender Offer Website: <https://bonds.morrowsodali.com/>

**In London:**  
103 Wigmore Street  
W1U 1QS  
London  
Telephone: +44 20 4513 6933

[jollibee](mailto:jollibee)

**In Hong Kong:**  
Unit 23-106,  
LKF Tower  
33 Wyndham Street,  
Central Telephone: +852  
2319 4130

*Dealer Managers:*

**Australia and New Zealand Banking Group  
Limited**

10 Collyer Quay  
#21-00 Ocean Financial Centre  
Singapore 049315  
Fax no.: +65 6708 0311  
Attention: Debt Capital Markets Asia

**Citigroup Global Markets Limited**

Citigroup Centre  
Canada Square  
Canary Wharf London E14 5LB  
United Kingdom  
Attention: Debt Syndicate Desk  
Fax: +44 (0) 20 7986 9050  
Email: [liabilitymanagement.asia@citi.com](mailto:liabilitymanagement.asia@citi.com)

**BPI Capital Corporation**

11/F Ayala North Exchange Tower One  
6796 Ayala Avenue corner Salcedo  
Street Makati City, 1229 Philippines  
Fax no.: +632 8246 6004  
Attention: Debt Capital Markets Team

**Credit Suisse (Hong Kong) Limited**

International Commerce Centre, Level  
88 One Austin Road West  
Kowloon  
Hong Kong  
Fax no.: +852 2284 7184  
Attention: Investment Banking & Capital  
Markets - Legal

**DISCLAIMER**

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*None of the Tender Offer, this Tender Offer Memorandum or any other documents or materials pertaining to the Tender Offer have been or will be filed or registered with the Philippine Securities and Exchange Commission under the Securities Regulation Code of the Philippines ("SRC"). Any tender offer or distribution to the public in the Philippines of the Tender Offer Memorandum or any other documents or materials pertaining to the Tender Offer is subject to the registration requirements under the SRC unless such offer or distribution qualifies as an exempt transaction under the SRC.*

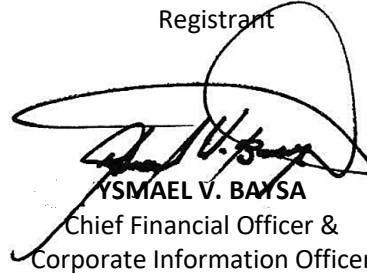
**SIGNATURE**

Pursuant to the requirements of the Securities Regulation Code, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**SIGNATURE:**

**JOLLIBEE FOODS CORPORATION**

Registrant

A handwritten signature in black ink, appearing to read 'Ysmael V. Baysa', is written over the printed name and title. The signature is stylized with a large loop at the end.

**YSMAEL V. BAYSA**  
Chief Financial Officer &  
Corporate Information Officer