



# BEYOND MEAT<sup>®</sup>

## Beyond Meat, Inc. Prices Upsized \$1 Billion Convertible Senior Notes Offering

March 2, 2021

EL SEGUNDO, Calif., March 02, 2021 (GLOBE NEWSWIRE) -- Beyond Meat, Inc. (NASDAQ: BYND) ("Beyond Meat") today announced the pricing of its offering of \$1,000,000,000 aggregate principal amount of 0% convertible senior notes due 2027 (the "notes") in a private offering to qualified institutional buyers pursuant to Rule 144A under the Securities Act of 1933, as amended (the "Securities Act"). The offering size was increased from the previously announced offering size of \$750,000,000 aggregate principal amount of notes. The issuance and sale of the notes are scheduled to settle on March 5, 2021, subject to customary closing conditions. Beyond Meat also granted the initial purchasers of the notes an option to purchase, for settlement within a period of 13 days from, and including, the date the notes are first issued, up to an additional \$150,000,000 principal amount of notes.

The notes will be senior, unsecured obligations of Beyond Meat. The notes will not bear regular interest, and the principal amount of the notes will not accrete. The notes will mature on March 15, 2027, unless earlier repurchased, redeemed or converted. Before December 15, 2026, noteholders will have the right to convert their notes only upon the occurrence of certain events. From and after December 15, 2026, noteholders may convert their notes at any time at their election until the close of business on the second scheduled trading day immediately before the maturity date. Beyond Meat will have the right to elect to settle conversions either in cash or in a combination of cash and shares of its common stock. However, upon conversion of any notes, the conversion value, which will be determined over a period of multiple trading days, will be paid in cash up to at least the principal amount of the notes being converted. The initial conversion rate is 4.8544 shares of common stock per \$1,000 principal amount of notes, which represents an initial conversion price of approximately \$206.00 per share of common stock. The initial conversion price represents a premium of approximately 47.5% over the last reported sale price of \$139.66 per share of Beyond Meat's common stock on March 2, 2021. The conversion rate and conversion price will be subject to adjustment upon the occurrence of certain events.

The notes will be redeemable, in whole or in part, for cash at Beyond Meat's option at any time, and from time to time, on or after March 20, 2024 and on or before the 20th scheduled trading day immediately before the maturity date, but only if the last reported sale price per share of Beyond Meat's common stock exceeds 130% of the conversion price for a specified period of time. The redemption price will be equal to the principal amount of the notes to be redeemed, plus accrued and unpaid special and additional interest, if any, to, but excluding, the redemption date.

If a "fundamental change" (as defined in the indenture for the notes) occurs, then, subject to limited exceptions, noteholders may require Beyond Meat to repurchase their notes for cash. The repurchase price will be equal to the principal amount of the notes to be repurchased, plus accrued and unpaid special and additional interest, if any, to, but excluding, the applicable repurchase date.

Beyond Meat estimates that the net proceeds from the offering will be approximately \$979.4 million (or approximately \$1,126.4 million if the initial purchasers fully exercise their option to purchase additional notes), after deducting the initial purchasers' discounts and commissions and estimated offering expenses. Beyond Meat intends to use approximately \$73.0 million of the net proceeds to fund the cost of entering into the capped call transactions described below. Beyond Meat intends to use the remainder of the net proceeds from the offering for general corporate purposes and working capital. If the initial purchasers exercise their option to purchase additional notes, then Beyond Meat intends to use a portion of the additional net proceeds to fund the cost of entering into additional capped call transactions as described below.

In connection with the pricing of the notes, Beyond Meat entered into privately negotiated capped call transactions with one or more of the initial purchasers and/or their respective affiliates and/or other financial institutions (in this capacity, the "option counterparties"). The capped call transactions will cover, subject to customary adjustments, the number of shares of Beyond Meat's common stock that will initially underlie the notes. The capped call transactions are expected generally to reduce potential dilution to Beyond Meat's common stock upon conversion of the notes and/or, at Beyond Meat's election (subject to certain conditions), offset any cash payments Beyond Meat is required to make in excess of the aggregate principal amount of the converted notes, as the case may be, with such reduction and/or offset subject to a cap. The cap price of the capped call transactions will initially be \$279.32, which represents a premium of 100% over the last reported sale price of Beyond Meat's common stock of \$139.66 per share on March 2, 2021, and is subject to certain adjustments under the terms of the capped call transactions. If the initial purchasers exercise their option to purchase additional notes, Beyond Meat expects to enter into additional capped call transactions with the option counterparties.

In connection with establishing their initial hedges of the capped call transactions, the option counterparties or their respective affiliates expect to purchase shares of Beyond Meat's common stock and/or enter into various derivative transactions with respect to Beyond Meat's common stock concurrently with or shortly after the pricing of the notes. This activity could increase (or reduce the size of any decrease in) the market price of Beyond Meat's common stock or the notes at that time. In addition, the option counterparties or their respective affiliates may modify their hedge positions by entering into or unwinding various derivatives with respect to Beyond Meat's common stock and/or purchasing or selling Beyond Meat's common stock or other securities issued by Beyond Meat in secondary market transactions following the pricing of the notes and prior to the maturity of the notes (and are likely to do so on each exercise date of the capped call transactions, which are expected to occur during the 20 trading day period beginning on the 21st scheduled trading day prior to the maturity date of the notes, or following any repurchase, redemption or early conversion of the notes, in each case if Beyond Meat exercises its option to terminate the relevant portion of the capped call transactions). This activity could also cause or avoid an increase or a decrease in the market price of Beyond Meat's common stock or the notes, which could affect a noteholder's ability to convert the notes and, to the extent the activity occurs during any observation period related to a conversion of the notes, it could affect the number of shares of Beyond Meat's common stock and value of the consideration that a noteholder will receive upon conversion of such notes.

In addition, if any such capped call transaction fails to become effective, whether or not this offering of the notes is completed, the option counterparty

party thereto may unwind its hedge positions with respect to Beyond Meat's common stock, which could adversely affect the value of Beyond Meat's common stock and, if the notes have been issued, the value of the notes.

The offer and sale of the notes and any shares of common stock issuable upon conversion of the notes have not been, and will not be, registered under the Securities Act or any other securities laws, and the notes and any such shares cannot be offered or sold except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and any other applicable securities laws. This press release does not constitute an offer to sell, or the solicitation of an offer to buy, the notes or any shares of common stock issuable upon conversion of the notes, nor will there be any sale of the notes or any such shares, in any state or other jurisdiction in which such offer, sale or solicitation would be unlawful.

### **About Beyond Meat**

Beyond Meat is one of the fastest growing food companies in the United States, offering a portfolio of revolutionary plant-based meats made from simple ingredients without GMOs, bioengineered ingredients, hormones, antibiotics, or cholesterol. Founded in 2009, Beyond Meat products are designed to have the same taste and texture as animal-based meat while being better for people and the planet. Beyond Meat's brand commitment, Eat What You Love™, represents a strong belief that there is a better way to feed our future and that the positive choices we all make, no matter how small, can have a great impact on our personal health and the health of our planet. By shifting from animal-based meat to plant-based meat, we can positively impact four growing global issues: human health, climate change, constraints on natural resources and animal welfare.

### **Forward-Looking Statements**

Certain statements in this release constitute "forward-looking statements," including statements regarding the completion of the offering, the expected amount and intended use of the net proceeds, the effects of entering into the capped call transactions described above and the actions of the option counterparties and their respective affiliates. These forward-looking statements are only predictions, not historical fact, and involve certain risks and uncertainties, as well as assumptions. Actual results, levels of activity, performance, achievements and events could differ materially from those stated, anticipated or implied by such forward-looking statements. While Beyond Meat believes that its assumptions are reasonable, it is very difficult to predict the impact of known factors, and, of course, it is impossible to anticipate all factors that could affect actual results. There are many risks and uncertainties that could cause actual results to differ materially from forward-looking statements made herein including, most prominently, the risks discussed under the heading "Risk Factors" in the Company's Annual Report on Form 10-K for the year ended December 31, 2020 filed with the U.S. Securities and Exchange Commission ("SEC") on March 1, 2021, as well as other factors described from time to time in Beyond Meat's filings with the SEC. Among those risks and uncertainties are market conditions, the satisfaction of the closing conditions related to the offering and risks relating to Beyond Meat's business. Beyond Meat may not consummate the offering described in this press release and, if the offering is consummated, cannot provide any assurances regarding its ability to effectively apply the net proceeds as described above. Such forward-looking statements are made only as of the date of this release. Beyond Meat undertakes no obligation to publicly update or revise any forward-looking statement because of new information, future events or otherwise, except as otherwise required by law. If we do update one or more forward-looking statements, no inference should be made that we will make additional updates with respect to those or other forward-looking statements.

### **Contact Information**

Shira Zackai  
szackai@beyondmeat.com