

# Anadarko Announces Cash Tender Offer For Up To \$500 Million Aggregate Principal Amount Of Certain Of Its Outstanding Debt Securities

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HOUSTON, Nov. 27, 2018 - [Anadarko Petroleum Corp.](#) (NYSE: APC) today announced the commencement of a cash tender offer (the "Tender Offer") for up to \$500 million combined aggregate principal amount (the "Maximum Tender Amount") of its outstanding 3.45% Notes due 2024, 4.85% Notes due 2021 and 5.55% Notes due 2026 (collectively, the "Notes") in the priorities set forth in the table below. The purpose of the Tender Offer is to reduce the outstanding debt represented by the Notes purchased in the Tender Offer and reduce Anadarko's future interest expense. Notes that are accepted in the Tender Offer will be purchased, retired and cancelled by Anadarko and will no longer represent outstanding obligations of Anadarko.

The following table sets forth certain information regarding the Notes and the Tender Offer:

| Title of Security    | CUSIP Number | Principal Amount Outstanding | Acceptance Priority Level | Reference U.S. Treasury Security          | Bloomberg Reference Page(1) | Early Tender Premium (per \$1,000) | Fixed Spread (basis points) | Hyp Total Con |
|----------------------|--------------|------------------------------|---------------------------|---|-----------------------------|------------------------------------|-----------------------------|---------------|
| 3.45% Notes due 2024 | 032511BJ5    | \$625,000,000                | 1                         | 2.875% U.S. Treasury Note due 31 Oct 2023 | FIT1                        | \$30                               | 145                         | \$95          |
| 4.85% Notes due 2021 | 032511BM8    | \$800,000,000                | 2                         | 2.875% U.S. Treasury Note due 15 Nov 2021 | FIT1                        | \$30                               | 85                          | \$1,0         |
| 5.55% Notes due 2026 | 032511BN6    | \$1,100,000,000              | 3                         | 3.125% U.S. Treasury Note due 15 Nov 2028 | FIT1                        | \$30                               | 175                         | \$1,0         |

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| (1) | The applicable page on Bloomberg from which the dealer managers for the Tender Offer will quote the bid-side prices of the applicable U.S. Treasury Security.  |
| (2) | Per \$1,000 principal amount of Notes and shows a hypothetical Total Consideration based on the Reference Yield as of 11:00 a.m., New York City time on November 26, 2018, assuming that we elect to purchase the Notes validly tendered on or prior to the Early Tender Deadline, and assuming the hypothetical Total Consideration therefor is paid on the Early Settlement Date. All capitalized but undefined terms are defined below. |

The Tender Offer is being made upon and is subject to the terms and conditions set forth in Anadarko's Offer to Purchase dated Nov. 27, 2018 (the "Offer to Purchase") and the related Letter of Transmittal. The Tender Offer will expire at 11:59 p.m., New York City time, on Dec. 24, 2018, unless extended or earlier terminated by Anadarko (the "Expiration Date").

The consideration paid in the Tender Offer for each series of Notes that are validly tendered and accepted for purchase will be determined in the manner described in the Offer to Purchase by reference to a fixed spread over the yield to maturity of the applicable U.S. Treasury Security specified in the table above and in the Offer to Purchase (the "Total Consideration"). Holders of Notes that are validly tendered and not withdrawn at or prior to 5:00 p.m., New York City time, on Dec. 10, 2018 (the "Early Tender Deadline") and accepted for purchase will receive the applicable Total Consideration, which includes an early tender premium of \$30.00 per \$1,000 principal amount of the Notes accepted for purchase (the "Early Tender

Premium"). Holders of Notes who validly tender their Notes following the Early Tender Deadline but at or prior to the Expiration Date will only receive the applicable "Tender Offer Consideration" per \$1,000 principal amount of any such Notes tendered by such holders that are accepted for purchase, which is equal to the applicable Total Consideration minus the Early Tender Premium. The Total Consideration will be determined at 11:00 a.m., New York City time, on the day following the Early Tender Deadline, which is expected to be Dec. 11, 2018, unless extended by Anadarko.

Tenders of Notes may be withdrawn at any time at or prior to 5:00 p.m., New York City time, on Dec. 10, 2018 and may not be withdrawn thereafter except in certain limited circumstances where additional withdrawal rights are required by law.

Payments for Notes purchased will include accrued and unpaid interest from and including the last interest payment date applicable to the relevant series of Notes up to, but not including, the applicable settlement date for such Notes accepted for purchase. The settlement date for Notes that are validly tendered and not validly withdrawn at or prior to the Early Tender Deadline is expected to be Dec. 12, 2018, the second business day following the Early Tender Deadline (the "Early Settlement Date"). The settlement date for Notes that are tendered following the Early Tender Deadline but at or prior to the Expiration Date and accepted for purchase is expected to be Dec. 27, 2018, the second business day following the Expiration Date (the "Final Settlement Date"), assuming the Maximum Tender Amount is not purchased on the Early Settlement Date.

Subject to the Maximum Tender Amount, all Notes validly tendered and not validly withdrawn at or prior to the Early Tender Deadline having a higher Acceptance Priority Level (with 1 being the highest) will be accepted before any tendered Notes having a lower Acceptance Priority Level (with 3 being the lowest), and all Notes validly tendered following the Early Tender Deadline having a higher Acceptance Priority Level will be accepted before any Notes tendered following the Early Tender Deadline having a lower Acceptance Priority Level. However, even if the Tender Offer is not fully subscribed as of the Early Tender Deadline, subject to the Maximum Tender Amount, Notes validly tendered and not validly withdrawn at or prior to the Early Tender Deadline will be accepted for purchase in priority to other Notes tendered following the Early Tender Deadline even if such Notes tendered following the Early Tender Deadline have a higher Acceptance Priority Level than Notes tendered at or prior to the Early Tender Deadline.

Notes of a series may be subject to proration if the aggregate principal amount of the Notes of such series validly tendered and not validly withdrawn would cause the Maximum Tender Amount to be exceeded. If the Notes within an Acceptance Priority Level are accepted on a prorated basis, no series of Notes with an Acceptance Priority Level lower than such prorated series of Notes will be accepted for purchase. Furthermore, if the Tender Offer is fully subscribed as of the Early Tender Deadline, holders who validly tender Notes following the Early Tender Deadline will not have any of their Notes accepted for purchase.

Anadarko's obligation to accept for purchase and to pay for the Notes validly tendered in the Tender Offer is conditioned on the satisfaction or waiver of the conditions described in the Offer to Purchase. Anadarko reserves the right, subject to applicable law, to: (i) waive any and all conditions to the Tender Offer; (ii) extend or terminate the Tender Offer with respect to any series of the Notes; (iii) increase or decrease the Maximum Tender Amount; or (iv) otherwise amend the Tender Offer in any respect. Credit Agricole Securities (USA) Inc. and Deutsche Bank Securities are acting as dealer managers for the Tender Offer. The information agent and tender agent is D.F. King & Co., Inc. Copies of the Offer to Purchase, Letter of Transmittal and related offering materials are available by contacting D.F. King & Co., Inc. at (888) 605-1957 (toll-free), (212) 269-5550 (banks and brokers) or [apc@dfking.com](mailto:apc@dfking.com). Questions regarding the Tender Offer should be directed to Credit Agricole Securities (USA) Inc. at (866) 807-6030 (toll-free) or (212) 261-7802 (collect) or Deutsche Bank Securities at (866) 627-0391 (toll-free) or (212) 250-2955 (collect).

This press release shall not constitute an offer to sell, a solicitation to buy or an offer to purchase or sell any securities. The Tender Offer is being made only pursuant to an Offer to Purchase dated Nov. 27, 2018 and a related Letter of Transmittal, which set forth the terms and conditions of the Tender Offer, and only in such jurisdictions as is permitted under applicable law.

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[Anadarko Petroleum Corp.](#)'s mission is to deliver a competitive and sustainable rate of return to shareholders

by exploring for, acquiring and developing oil and natural gas resources vital to the world's health and welfare. As of year-end 2017, the company had approximately 1.44 billion barrels-equivalent of proved reserves, making it one of the world's largest independent exploration and production companies.

This news release contains 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. Anadarko believes that its expectations are based on reasonable assumptions. No assurance, however, can be given that such expectations will prove to have been correct. A number of factors could cause actual results to differ materially from the projections, anticipated results or other expectations expressed in this news release, including the satisfaction of all conditions set forth in the Offer to Purchase, not all of which are within Anadarko's control. See Risk Factors in Anadarko's 2017 Annual Report on Form 10-K, Quarterly Reports on Form 10-Q and other public filings and press releases. Anadarko undertakes no obligation to publicly update or revise any forward-looking statements.

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#### Anadarko Contacts

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