

Anadarko Announces The Pricing Terms Of Its Cash Tender Offer

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HOUSTON, Dec. 11, 2018 - [Anadarko Petroleum Corp.](#) (NYSE: APC) today announced the pricing terms of its previously announced 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 terms and conditions of the Tender Offer are described in Anadarko's Offer to Purchase dated Nov. 27, 2018 (the "Offer to Purchase") and the related Letter of Transmittal. As previously announced, 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.

The Total Consideration for each series of Notes is based on the applicable reference yield plus a fixed spread over the yield to maturity of the applicable U.S. Treasury Security specified in the table below, and is payable to holders of the Notes who validly tendered and did not validly withdraw their Notes at or before 5:00 p.m., New York City time, on Dec. 10, 2018 (the "Early Tender Deadline"), and whose Notes are accepted for purchase by Anadarko. The Reference Yields listed in the table below were determined at 11:00 a.m., New York City time, on Dec. 11, 2018, by the dealer managers. The Total Consideration for each series of Notes includes an early tender premium of \$30.00 per \$1,000 principal amount of Notes validly tendered and not validly withdrawn by such holders and accepted for purchase by Anadarko. In addition, holders whose Notes are accepted for purchase pursuant to the Tender Offer will receive accrued and unpaid interest from the last interest payment date for the applicable series of Notes up to, but not including, the settlement date, which is expected to occur on Dec. 12, 2018 (such date, the "Early Settlement Date").

Title of Security	CUSIP Number	Principal Amount Outstanding	Principal Amount Tendered(1)	Principal Amount Accepted
3.45% Notes due 2024	032511BJ5	\$625,000,000	\$377,035,000	\$377,035,000
4.85% Notes due 2021	032511BM8	\$800,000,000	\$606,578,000	\$122,965,000
5.55% Notes due 2026	032511BN6	\$1,100,000,000	\$386,047,000	\$0

(1)	As reported by D.F. King & Co., Inc., the tender and information agent for the Tender Offer.
(2)	Per \$1,000 principal amount of Notes accepted for purchase.
(3)	The Total Consideration includes the early tender premium of \$30.00 per \$1,000 principal amount of Notes.

The Tender Offer is scheduled to expire at 11:59 p.m., New York City time, on Dec. 24, 2018. Pursuant to the terms of the Tender Offer, the amount of Notes that will be accepted for purchase is subject to the Maximum Tender Amount. Because the aggregate principal amount of the Notes validly tendered and not validly withdrawn at or prior to the Early Tender Deadline exceeds the Maximum Tender Amount, the Notes that were validly tendered and not validly withdrawn at or prior to the Tender Deadline will be prorated and accepted for purchase, and Anadarko will not accept for purchase any additional Notes tendered after the Early Tender Deadline. Subject to the satisfaction or waiver of all remaining conditions to the Tender Offer described in the Offer to Purchase having been either satisfied or waived by Anadarko and determination of pricing terms, Anadarko intends to accept for purchase (i) all tendered 2024 Notes, (ii) \$122,965,000 aggregate principal amount of tendered 2021 Notes, based on a proration factor of approximately 20.3%, and (iii) no 2026 Notes.

Notes not accepted for purchase by Anadarko in the Tender Offer will be promptly credited to the account of the registered holder of such Notes with The Depository Trust Company or otherwise returned in accordance with the Offer to Purchase.

Letter of Transmittal.

Anadarko's obligation to accept for purchase, and pay for, any Notes validly tendered and not validly withdrawn and accepted for purchase pursuant to the Tender Offer is conditioned on the satisfaction or waiver by Anadarko of the conditions described in the Offer to Purchase.

Credit Agricole Securities (USA) Inc. and Deutsche Bank Securities are acting as dealer managers for the Tender Offer. 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. Questions regarding the Tender Offer should be directed to Credit Agricole Securities (USA) 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 the Offer to Purchase and the 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.

Logo - <http://photos.prnewswire.com/prnh/20141103/156201LOGO>

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

Anadarko Contacts

INVESTORS:

Mike Pearl, mike.pearl@anadarko.com, 832.636.3271
Andy Taylor, andy.taylor@anadarko.com, 832.636.3089

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