00330911 美強生美元公司債券 (一)
債券條款修訂內容摘要及影響

一、 債券條款修訂內容摘要及影響(細節請至本行官網查詢原文要約說明)：

(一) 限制性條款：本債券原契約包含部分限制公司行為的條款，例如負債、擔保權、售後租回等相關限制。債券條款修訂內容為刪除Base Indenture中與 Debt、Lien、Funded Debt、sale and leaseback transaction相關定義，並刪除 Limitation upon Liens及 Limitation upon Sales and Leasebacks條款，對此修訂內容之影響為未來在設立擔保、增加負債或進行售後租回交易等方面的契約限制將減少，未賣回債券的投資人保護條款會被刪除或弱化保護機制將降低。

(二) 違約事件：本債券原契約包含部分Events of Default條款，債券條款修訂內容為刪除Base Indenture中Section 5.1 Events of Default的部分條款，包含subsection (c)及(f)，對此修訂內容影響為部分原本可能構成違約的情況，修訂後將不再適用於本債券，債權人可主張違約之範圍縮小。

（三）公司報告義務：本債券原契約包含Reports by the Company條款。債券條款修訂內容為刪除Section 7.4 Reports by the Company。對此修訂內容影響為公司依契約提供資訊及通知義務將有所減少，投資人可取得之契約資訊保證可能降低。

(四) 合併、出售、移轉限制：本債券原契約包含公司合併、出售、租賃或移轉資產相關限制。債券條款修訂內容為刪除Article 8 Consolidation, Merger, Sale, Lease or Conveyance。此修訂內容影響為進行組織重整、出售或移轉等交易時，契約限制將減少。

(五) 遵循聲明與違約通知：本債券原契約包含Statement as to Compliance及 Notice of Certain Defaults。債券條款修訂內容為刪除Section 10.5(a)

Statement as to Compliance; Notice of Certain Defaults。此修訂內容影響為在合規聲明及特定違約通知上的契約義務會被削弱。

(六)控制權變更保護：本債券原補充契約包含 Change of Control、Change of Control Triggering Event、Rating Event 等定義及相關條款。債券條款修訂內容為刪除Second Supplemental Indenture中Change of Control、Change of Control Triggering Event、Rating Event定義，以及Section 2.5 Change of Control。此修訂內容影響為若未來發生控制權變更或評等事件，原本相關的投資人保護或賣回機制將被移除，控制權變更時之相關保護條款及回售權利將不再適用。

(七)債券條款中特定內容：本債券原Second Supplemental Indenture 中Section 2.3 Terms of the Notes包含subsection (k)。債券條款修訂內容為刪除Section 2.3 Terms of the Notes的subsection (k)。此修訂內容影響為該特定債券條款將不再適用。

(八)保證：本債券Reckitt Benckiser Group PLC原本提供與本債券相關的保證。債券條款修訂內容為刪除 Fourth Supplemental Indenture 中Article 2 The Guarantee。此修訂內容影響為Reckitt Benckiser Group PLC對本債券的保證將被解除，未賣回債券將不再享有該保證。

(九)技術性修訂：本債券原契約中仍有與上述條款相關的定義、交叉引用或配套文字。債券條款修訂內容為進行符合或類似修訂，包括修改或刪除部分定義及交叉引用。此修訂內容影響為屬配套修正，目的是讓契約文字與刪除條款後的架構一致。

二、若本次債券修訂條款生效，未參與本次收購要約之投資人仍將受到修訂條款影響，包括解除 Reckitt Benckiser Group PLC 對本債券之付款保證、刪除契約中大部分限制性條款及部分違約事件條款。此外，剩餘流通在外債券之流動性及信用評等可能受到影響，未被買回的債券未來亦可能不再獲信用評

等機構評等。

三、附上原文債券條款修訂內容「Proposed Amendments to the Indenture」

Mead Johnson Nutrition Company - Proposed Amendments to the Indenture

Category	Indenture Provision Proposed to be Deleted / Amended
Base Indenture - Definitions	Section 1.1 (Definitions): "Debt", "Lien", "Funded Debt" and "sale and leaseback transaction".
Events of Default	Section 5.1 (Events of Default), subsections (c) and (f).
Reports by the Company	Section 7.4 (Reports by the Company).
Consolidation / Merger / Sale / Lease	Article 8 (Consolidation, Merger, Sale, Lease or Conveyance).
Compliance Certificate / Notice of Defaults	Section 10.5(a) (Statement as to Compliance; Notice of Certain Defaults).
Limitation upon Liens	Section 10.6 (Limitation upon Liens).
Limitation upon Sales and Leasebacks	Section 10.7 (Limitation upon Sales and Leasebacks).
Second Supplemental Indenture - Definitions	Section 1.2 (Definitions): "Change of Control", "Change of Control Triggering Event" and "Rating Event".
Terms of the Notes	Section 2.3 (Terms of the Notes), subsection (k).
Change of Control	Section 2.5 (Change of Control).
Fourth Supplemental Indenture - Guarantee	Article 2 (The Guarantee).
Conforming Amendments	Certain conforming or other similar changes to the Indenture, including modification or deletion of certain definitions and cross-references.

Key Original English Disclosure

The Proposed Amendments would amend the Indenture to, among other things, eliminate substantially all of the restrictive covenants and certain events of default under the Indenture with respect to the Notes and release the guarantee of the Guarantor with respect to the Notes.

For the avoidance of doubt, in accordance with Section 9.2 of the Base Indenture, the Proposed Amendments only apply with respect to the Notes, but do not apply with respect to any other series of notes under the Base Indenture.

The Company does not intend to seek a rating for the Notes on a standalone basis. Therefore, if the Offer and the Consent Solicitation are consummated and the Proposed Amendments become operative, Notes that are not validly tendered and accepted for purchase by the Company may no longer receive a rating from one or more rating agencies.