

TREEHOUSE FOODS

Q4 & FY 2023 Results and 2024 Outlook



Forward Looking Statements

From time to time, we and our representatives may provide information, whether orally or in writing, which are deemed to be "forward-looking" within the meaning of the Private Securities Litigation Reform Act of 1995 (the "Litigation Reform Act"). These forward-looking statements and other information are based on our beliefs as well as assumptions made by us using information currently available.

The words "believe," "estimate," "project," "expect," "anticipate," "plan," "intend," "foresee," "should," "would," "could," and similar expressions, as they relate to us, are intended to identify forward-looking statements. Such statements reflect our current views with respect to future events and are subject to certain risks, uncertainties, and assumptions. Should one or more of these risks or uncertainties materialize, or should underlying assumptions prove incorrect, actual results may vary materially from those described herein as anticipated, believed, estimated, expected, or intended. We do not intend to update these forward-looking statements following the date of this presentation.

In accordance with the provisions of the Litigation Reform Act, we are making investors aware that such forward-looking statements, because they relate to future events, are by their very nature subject to many important factors that could cause actual results to differ materially from those contemplated by the forward-looking statements contained in this presentation and other public statements we make. Such factors include, but are not limited to: risks related to quality issues, disruptions, or inefficiencies in our supply chain and/or operations; loss of key suppliers; raw material and commodity costs due to inflation; labor strikes or work stoppages; multiemployer pension plans; labor shortages and increased competition for labor; success of our growth, reinvestment, and restructuring programs; our level of indebtedness and related obligations; disruptions in the financial markets; interest rates; changes in foreign currency exchange rates; customer concentration and consolidation; competition; our ability to execute on our business strategy; our ability to continue to make acquisitions and execute on divestitures or effectively manage the growth from acquisitions; impairment of goodwill or long lived assets; changes and developments affecting our industry, including customer preferences and the prevalence of weight loss drugs; the outcome of litigation and regulatory proceedings to which we may be a party; product recalls; changes in laws and regulations applicable to us; shareholder activism; disruptions in or failures of our information technology systems; changes in weather conditions, climate changes, and natural disasters; and other risks that are set forth in the Risk Factors section, the Legal Proceedings section, the Management's Discussion and Analysis of Financial Condition and Results of Operations section, and other sections of our Annual Report on Form 10-K for the year ended December 31, 2022, and from time to time in our filings with the Securities and Exchange Commission ("SEC").



Key Takeaways

1

Delivered Q4 net sales and adjusted EBITDA in-line with guidance

2

Sharpened portfolio focus and investments in depth and capabilities improved competitive positioning

3

Executed balanced and disciplined capital allocation strategy; opportunistically repurchased \$100 million of stock in 2023

4

FY24 outlook reflects opportunities to drive profitable volume growth

- First half muted by restart of broth facility
- Second half captures strong sales pipeline
- Supply chain initiatives drive profit growth



Full Year and Q4 2023 Results

Metric	Full Year	Q4
Net Sales	\$3,431.6 million	\$910.8 million
Adjusted EBITDA	\$365.9 million	\$108.4 million



Adjusted EBITDA is a non-GAAP financial measure. See "Comparison of Adjusted Information to GAAP Information" in the Appendix for the definition of the non-GAAP measure, information concerning certain items affecting comparability, and reconciliation of the non-GAAP measure to the most directly comparable GAAP measure.

Sharpened Portfolio & Strengthened Capability Depth to Fuel Growth



Baked Snacking

Crackers ■ ✓

Pretzels ■ ✓

Cookies ■

Candy



Coffee & RTD, Tea

Coffee & RTD ■ ✓

Tea ■



Aseptic

Broth ■ ✓

Liquid beverages ■

Cheese & Pudding ■



Dry Blends

Non-dairy creamer ■

Powdered beverages ■

Hot cereal ■



Pickles

Pickles ■ ✓



Frozen & Refrigerated

Refrigerated dough ■ ✓

Griddle ■

In-store bakery ■

■ categories where we have advantaged capabilities and depth

✓ categories where we have strengthened capabilities and depth through various investments (growth capex / M&A)

■ categories where we see potential to improve competitive positioning

Supply Chain Initiatives Driving Efficiencies and Higher Service Levels

On Track to Deliver \$250M in Gross Supply Chain Savings for 2024 – 2027



Supply Chain Initiatives

TMOS

+5 points overall equipment effectiveness (OEE) improvement FY23 vs FY22
Roll-out continues across the network; substantial carry-in cost savings for 2024 in place

Procurement

Completed initial spend stratification and scoping of opportunities
Strong line of sight to year 1 savings identified

Logistics & Distribution Network

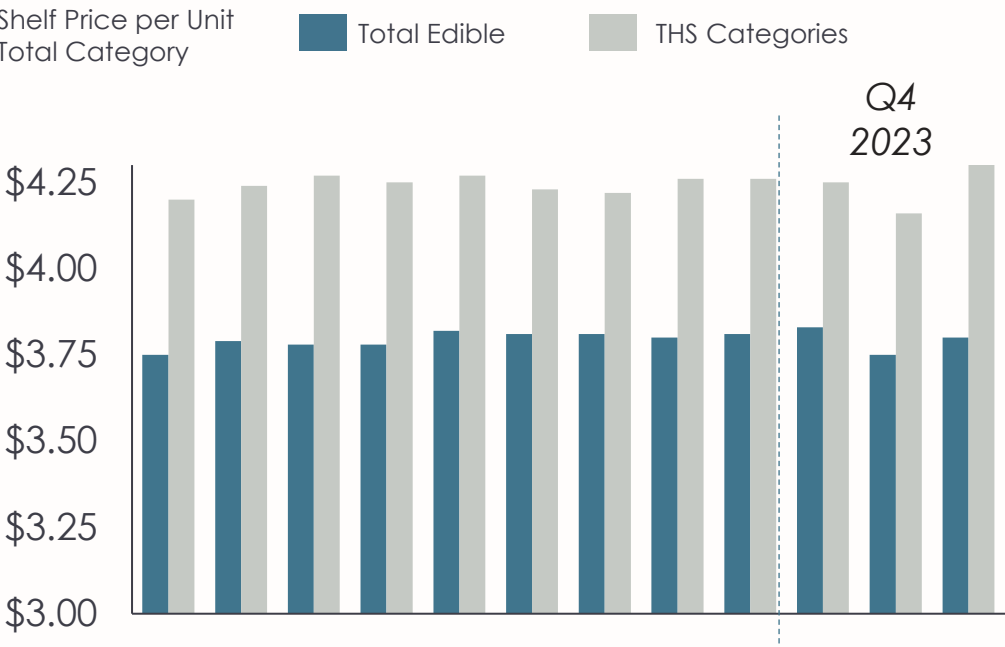
Established coffee center of excellence in Northlake, TX; migrating a portion of single serve coffee production
Logistics utilization and efficiency initiatives are in place and delivering savings

Delivered 130 bps of Year-over-Year Improvement in Adjusted Gross Margin in FY23

Continued Shelf Price Inflation Underscores Value of Private Brands for Consumers



Grocery Retailers Increase Shelf Prices to Reflect Inflation



Absolute Dollar Savings for a Basket of Private Brand Goods Remains Significant Even with Merchandising Returning

National Brands

~\$74



Private Brands

~\$56

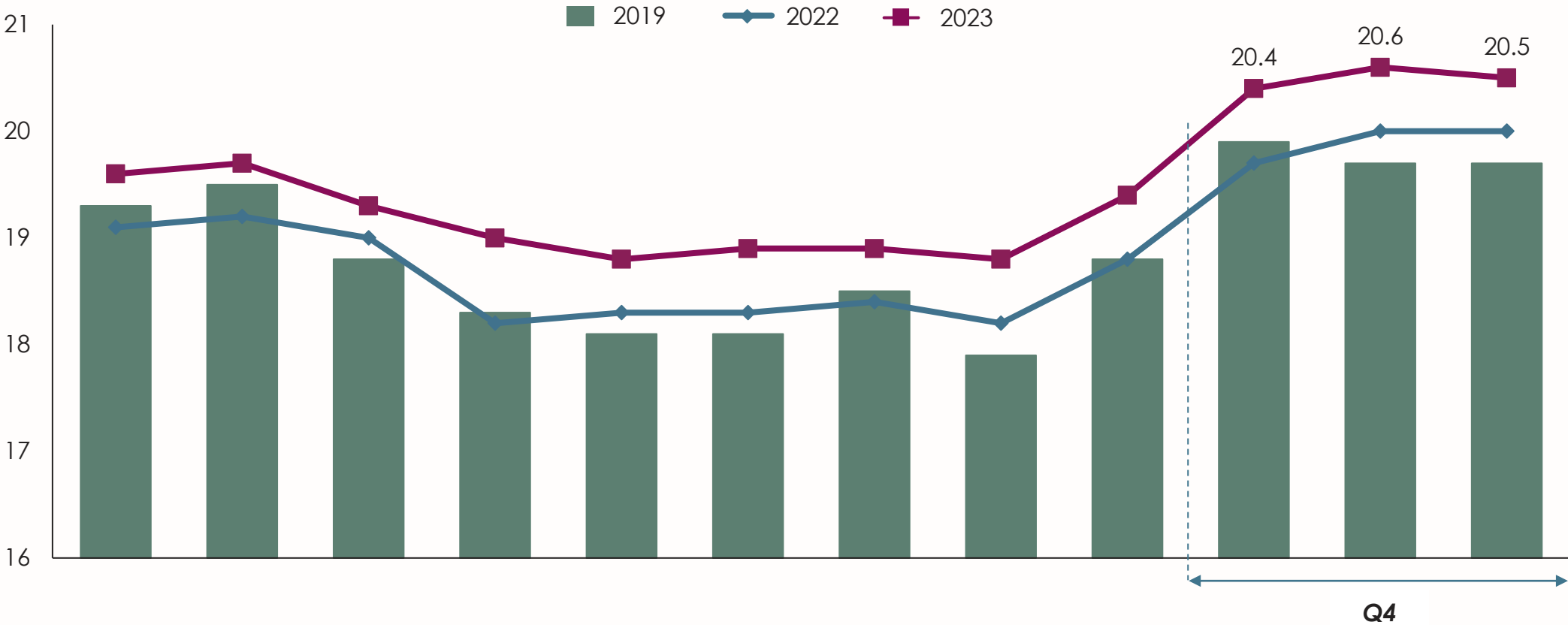


~\$18
Savings with
Private Brands

Sources: Circana Syndicated Point of Sales Data, Total US Multi-Outlet, 4 and 5 weeks ended data (left chart); Circana Custom Point of Sales Data for the 5-week period ending 12/31/2023 (right chart). Basket includes one product from each TreeHouse category; price per unit uses comparable product and pack sizes for national brand and private brand.

Private Brand Unit Share Remains Strong

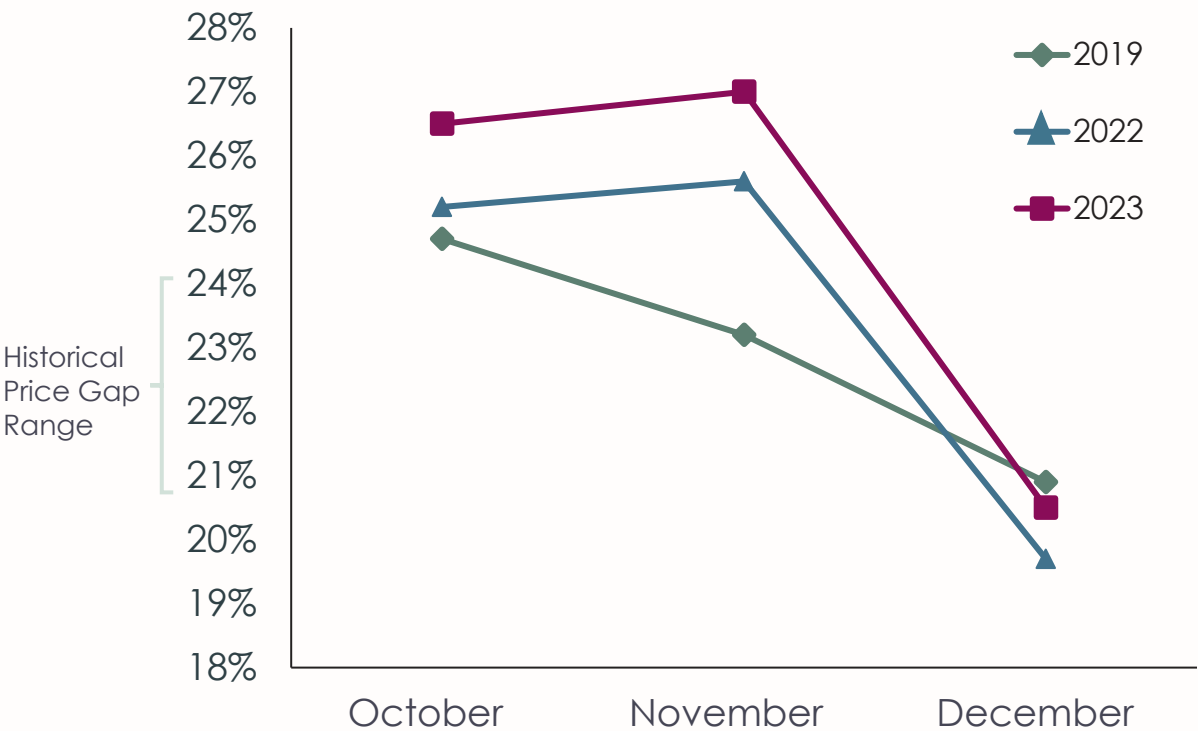
Private Brand Share at an All-Time High in Q4



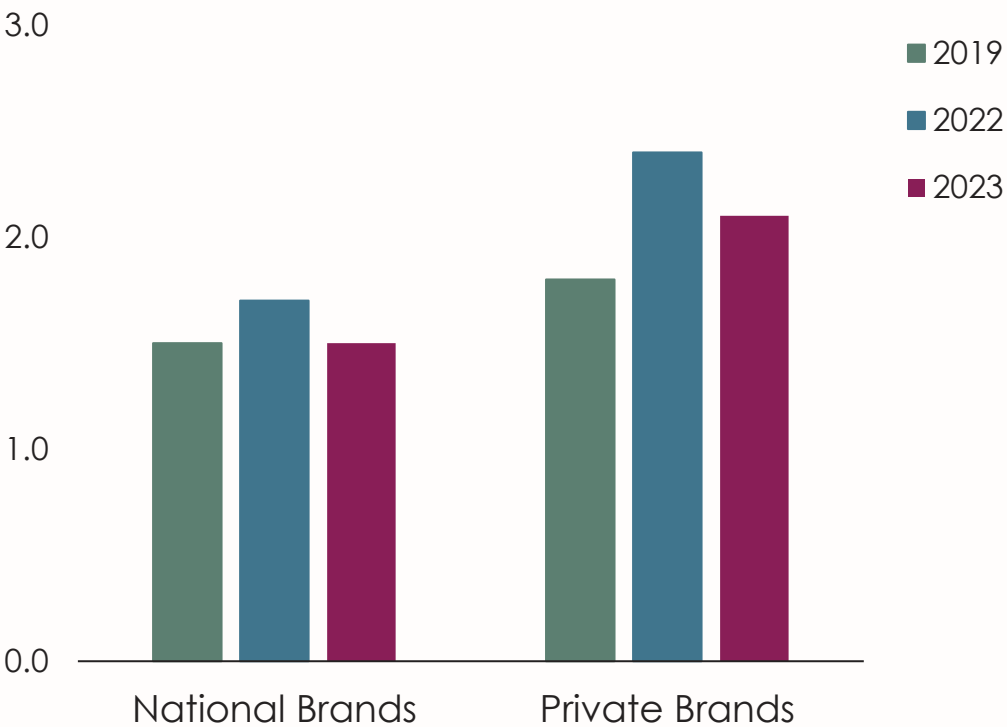
Source: Circana Syndicated POS Data ending 12/31/2023 for TreeHouse categories. Chart not drawn to scale.

Price Gaps Can Tolerate Increased Promotions; Private Brand Promotions Generate Higher Returns

Private Brand % Price Gaps Follow Typical Seasonal Pattern

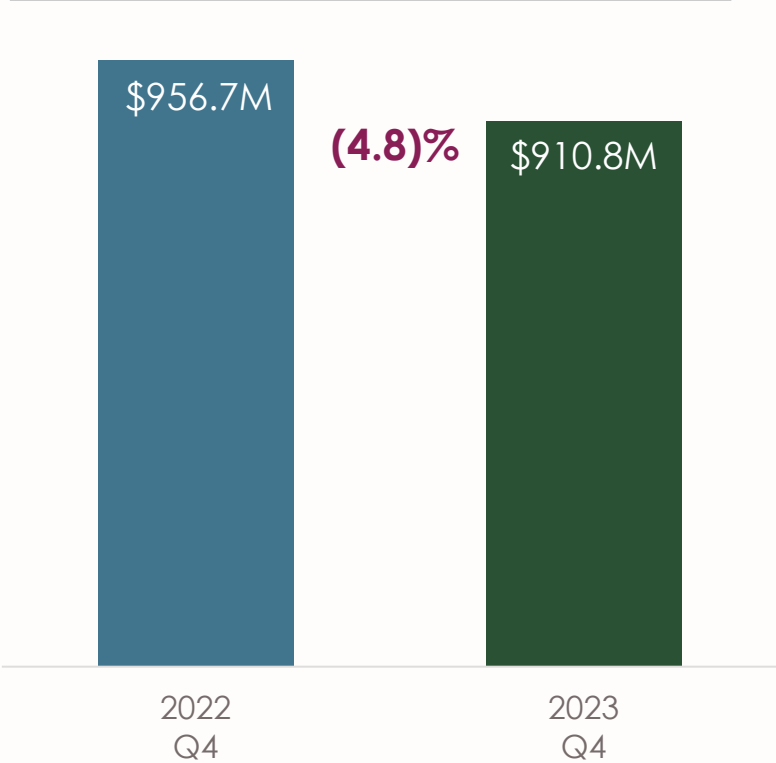


Private Brand Promotions Generate Higher Returns on Investment than National Brands

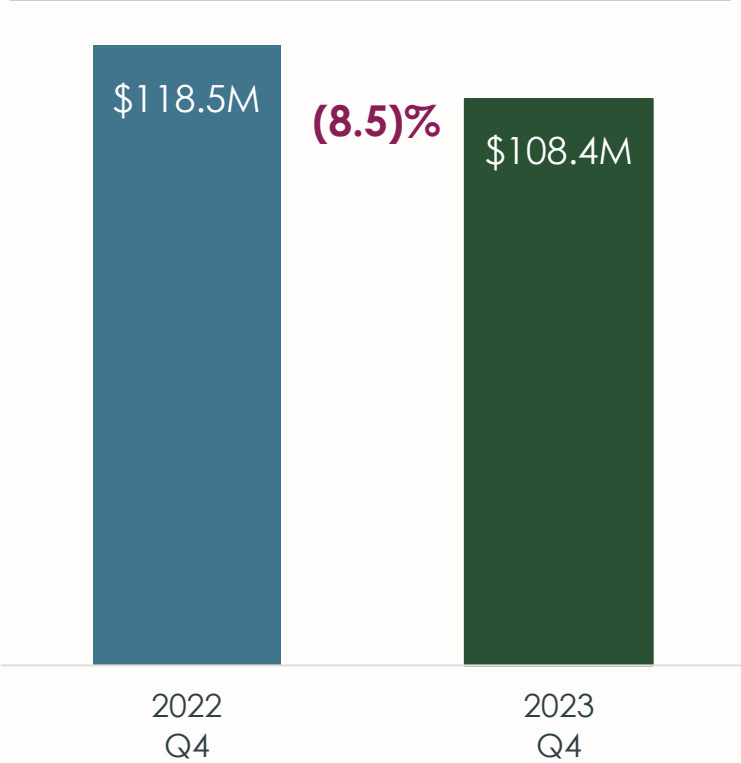


Sales and Profit Performance In-Line with Guidance

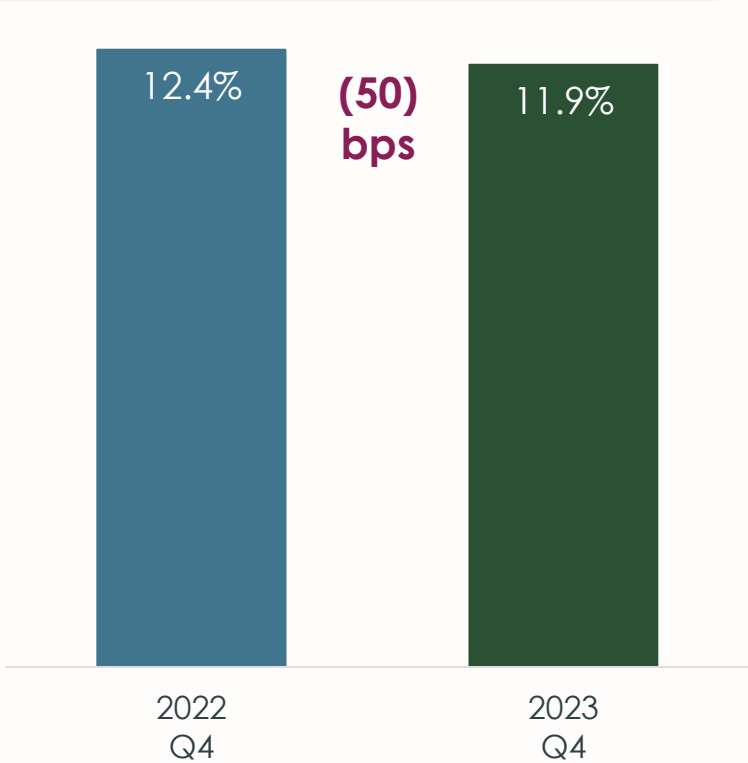
NET SALES Declined 4.8% to \$910.8M



ADJUSTED EBITDA Decreased to \$108.4M



ADJUSTED EBITDA MARGIN Declined 50 bps to 11.9%



Charts not drawn to scale.
Adjusted EBITDA and Adjusted EBITDA margin are non-GAAP financial measures. See "Comparison of Adjusted Information to GAAP Information" in the Appendix for the definition of the non-GAAP measures, information concerning certain items affecting comparability, and reconciliation of the non-GAAP measures to the most directly comparable GAAP measures.

Net Sales Impacted by Expected Supply Chain Disruption



TreeHouse Foods Continuing Operations

Q4 2023

Volume/mix:

Impact of supply chain disruption	(4.2)%
Volume/mix	(3.9)%
Acquisitions	3.2%
Pricing	0.1%
Net Sales Decline	(4.8)%

Year-over-year net sales drivers

- Volume/mix was negatively impacted by the disruption in our Broth, Pretzel and Cookies businesses, as we expected, and planned exits of lower margin business.
- Pricing contribution was minimal as we lapped our previously-taken pricing actions to recover inflation

Adjusted EBITDA In-Line with Guidance

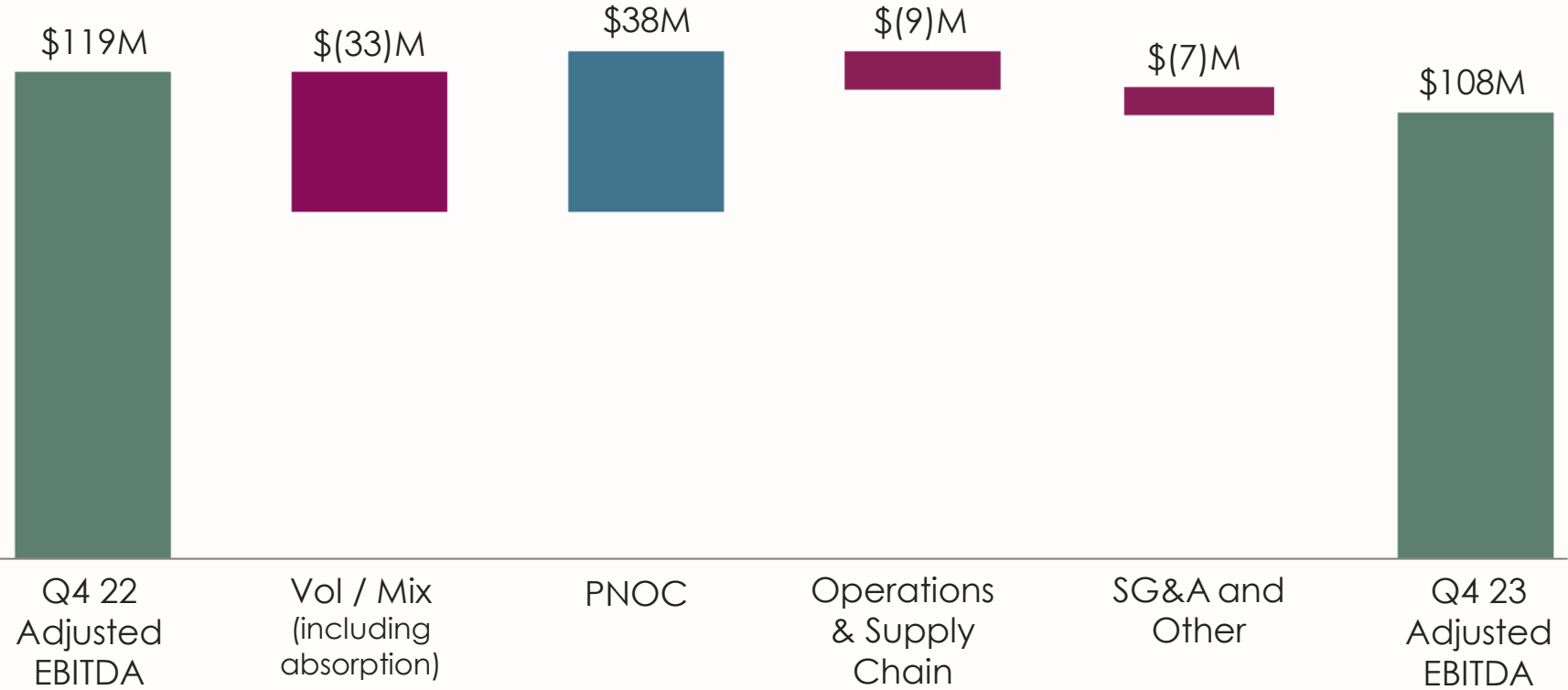


Chart not drawn to scale.
Adjusted EBITDA is a non-GAAP financial measure. See "Comparison of Adjusted Information to GAAP Information" in the Appendix for the definition of the non-GAAP measure, information concerning certain items affecting comparability, and reconciliation of the non-GAAP measure to the most directly comparable GAAP measure.
PNOC is defined as pricing to recover inflation, net of commodities, freight & warehousing.

Strong Improvement in Leverage Profile and Balance Sheet

Total Debt Net of Cash & Leverage Trends

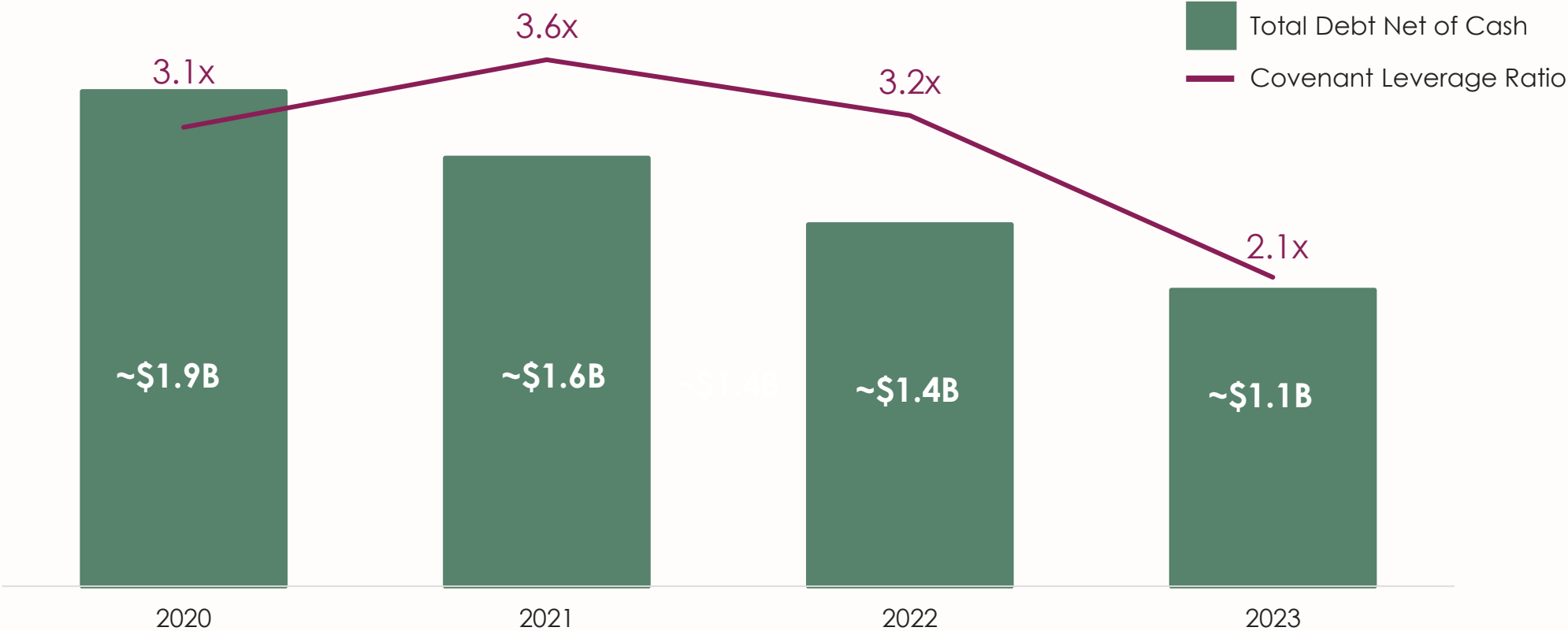





Chart not drawn to scale.
Covenant leverage ratio is a non-GAAP financial measure. See "Comparison of Adjusted Information to GAAP Information" in the Appendix for the definition of the non-GAAP measure, information concerning certain items affecting comparability, and reconciliation of the non-GAAP measure to the most directly comparable GAAP measure.

Executing Balanced and Disciplined Capital Allocation Strategy

	2023	2024
 Investment in the Business	Deployed approx. \$140M of capex and \$105M in build vs buy investments in coffee and pretzels	Targeted investments to enhance depth and capabilities in growing categories
 Debt Service	Lowered net debt by ~\$300M and ended with covenant leverage of ~2x	Maintain balance sheet strength
 Share Repurchase	Repurchased \$100 million of shares	Opportunistically repurchase shares

Covenant leverage ratio is a non-GAAP financial measure. See "Comparison of Adjusted Information to GAAP Information" in the Appendix for the definition of the non-GAAP measure, information concerning certain items affecting comparability, and reconciliation of the non-GAAP measure to the most directly comparable GAAP measure.

Fiscal Year 2024 Outlook Considerations

Tailwinds

- Investments have further strengthened coffee, pretzels, and pickles businesses, which has led to significant new bid opportunities
- Retailers are eager to return to private brands innovation and promotion given the current environment
- Substantial carry-in among supply chain cost savings

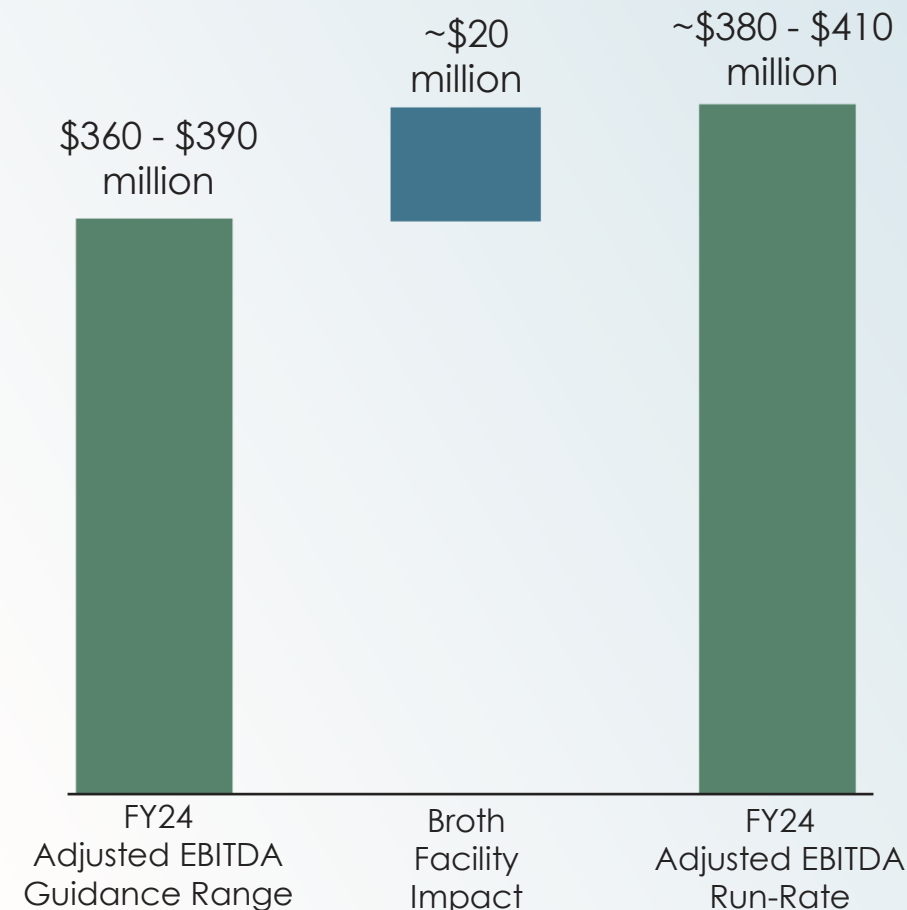
Headwinds

- Overall food & beverage consumption continues to be down year-over-year
- Efforts to upgrade one of the Company's broth facilities expected to constrain capacity through the first half of 2024
- Ongoing labor investment to attract and retain talent in plants where we intend to drive growth



Fiscal Year 2024 and Q1 2024 Outlook

	FY 24 Guidance	Q1 24 Guidance
Net Sales	\$3.43 to \$3.50 billion flat to 2% growth	\$780 to \$810 million approx. (9)% to (5)% decline
Adjusted EBITDA	\$360 to \$390 million	\$45 to \$55 million
Free Cash Flow	At least \$130 million	
Net Interest Expense	\$56 to \$62 million	
Capex	~\$145 million	



Adjusted EBITDA and free cash flow are non-GAAP financial measures. See "Comparison of Adjusted Information to GAAP Information" in the Appendix for the definitions of the non-GAAP measures and information concerning certain items affecting comparability. The Company is not able to reconcile prospective adjusted EBITDA and free cash flow to the most comparable GAAP financial measures without unreasonable effort due to the inherent uncertainty and difficulty of predicting the occurrence, financial impact, and timing of certain items impacting GAAP results.

Key Takeaways

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Delivered Q4 net sales and adjusted EBITDA in-line with guidance

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Appendix



Long-Term Growth Algorithm

3-5%

Revenue

8-10%

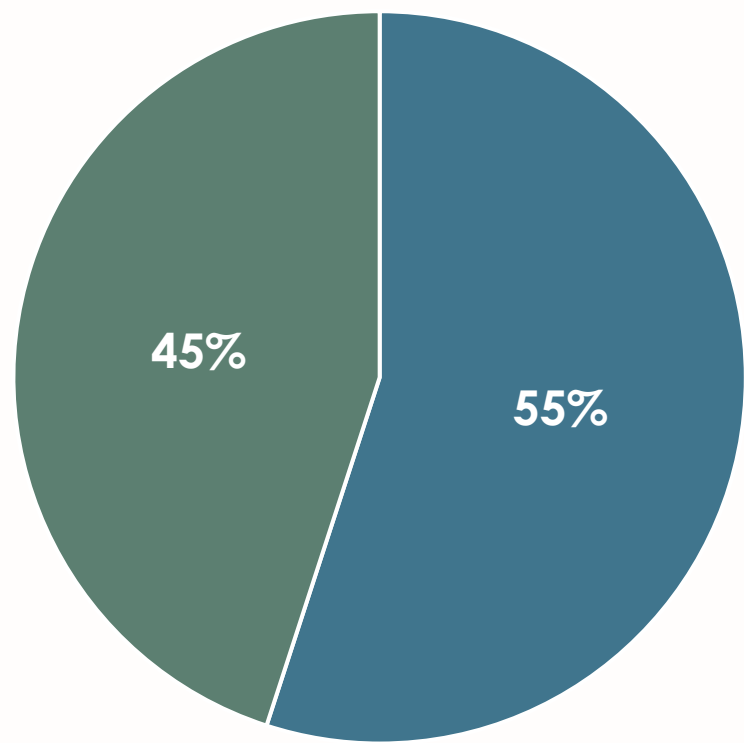
Adjusted EBITDA

At Least
\$200m
Free Cash Flow

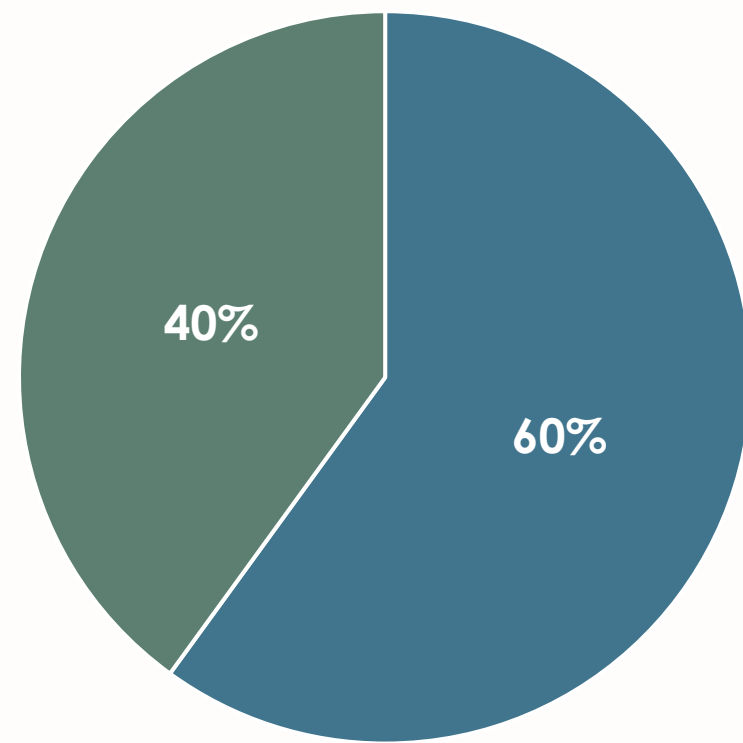
The Company is not able to reconcile prospective adjusted EBITDA or free cash flow, which are Non-GAAP financial measures, to the most comparable GAAP financial measures without unreasonable effort due to the inherent uncertainty and difficulty of predicting the occurrence, financial impact, and timing of certain items impacting GAAP results.

Historical Sales and Profitability Cadence (2019 – 2023)

Net Sales



Adjusted EBITDA



- First Half
- Second Half

Investments in the Business Targeted Toward Enhancing Competitive Positioning

Growth Investments



- Product & packaging innovation
- Capacity expansion
- Vertical integration



- Fuel growth through efficiency:
 - NextGen TMOS
 - Automation and digitization
 - Strategic sourcing
 - Customer-centric DC network

Infrastructure Investments



- Equipment upgrades
- Food safety and quality
- Technology

Comparison of Adjusted Information to GAAP Information

The Company has included in this presentation measures of financial performance that are not defined by GAAP ("Non-GAAP"). A Non-GAAP financial measure is a numerical measure of financial performance that excludes or includes amounts so as to be different than the most directly comparable measure calculated and presented in accordance with GAAP in the Company's Consolidated Balance Sheets, Consolidated Statements of Operations, Consolidated Statements of Comprehensive Income (Loss), Consolidated Statements of Stockholders' Equity, and the Consolidated Statements of Cash Flows. The Company believes these measures provide useful information to the users of the financial statements as we also have included these measures in other communications and publications.

For each of these Non-GAAP financial measures, the Company provides a reconciliation between the most directly comparable GAAP measure and the Non-GAAP measure, an explanation of why management believes the Non-GAAP measure provides useful information to financial statement users, and any additional purposes for which management uses the Non-GAAP measure. This Non-GAAP financial information is provided as additional information for the financial statement users and is not in accordance with, or an alternative to, GAAP. These Non-GAAP measures may be different from similar measures used by other companies.

Adjusted Net Sales

Adjusted net sales is defined as net sales excluding the impacts related to product recall. This information is provided in order to allow investors to make meaningful comparisons of the Company's sales between periods and to view the Company's business from the same perspective as Company management. A reconciliation of the GAAP measure of net sales as presented in the Consolidated Statement of Operations to adjusted net sales is presented in the attached tables.

Adjusted Gross Profit, Adjusted Total Operating Expenses, Adjusted Operating Income (Loss), Adjusted Total Other Expense (Income), Adjusted Income Tax Expense (Benefit), Adjusted Net Income from Continuing Operations, and Adjusted Diluted Earnings (Loss) Per Share from Continuing Operations, Adjusting for Certain Items Affecting Comparability

Adjusted gross profit, adjusted total operating expenses, adjusted operating income (loss), adjusted total other expense (income), adjusted income tax expense (benefit), and adjusted net income from continuing operations represent their respective GAAP presentation line item adjusted for items such as divestiture, acquisition, integration, and related costs, mark-to-market adjustments on derivative contracts, foreign currency exchange impact on the re-measurement of intercompany notes, growth, reinvestment, and restructuring programs, impairment of assets, and other items that may arise from time to time that would impact comparability. Management does not consider these costs when evaluating the Company's performance, when making decisions regarding the allocation of resources, in determining incentive compensation, or in determining earnings estimates. This information is provided in order to allow investors to make meaningful comparisons of the Company's earnings performance between periods and to view the Company's business from the same perspective as Company management. The Company has presented each of these adjusted Non-GAAP measures as a percentage of Net Sales compared to its respective reported GAAP presentation line item as a percentage of net sales. The reconciliation of the respective GAAP measures as presented in the Consolidated Statements of Operations, excluding certain items affecting comparability, to the respective non-GAAP measure is presented in the attached tables. Adjusted diluted earnings (loss) per share from continuing operations ("Adjusted diluted EPS") is determined by dividing adjusted net income from continuing operations by the weighted average diluted common shares outstanding. Adjusted diluted EPS reflects adjustments to GAAP earnings (loss) per diluted share to identify items that, in management's judgment, significantly affect the assessment of earnings results between periods.

Net Income (Loss) from Continuing Operations Margin, EBITDA from Continuing Operations, EBITDA from Continuing Operations Margin, Adjusted EBITDA from Continuing Operations, and Adjusted EBITDA from Continuing Operations Margin, Adjusting for Certain Items Affecting Comparability

Net income (loss) from continuing operations margin, EBITDA from continuing operations margin, and adjusted EBITDA from continuing operations margin are defined as net income (loss) from continuing operations, EBITDA from continuing operations, and adjusted EBITDA from continuing operations as a percentage of net sales. EBITDA from continuing operations represents net income (loss) from continuing operations before interest expense, interest income, income tax expense, and depreciation and amortization expense. Adjusted EBITDA from continuing operations reflects adjustments to EBITDA from continuing operations to identify items that, in management's judgment, significantly affect the assessment of earnings results between periods. This information is provided in order to allow investors to make meaningful comparisons of the Company's earnings performance between periods and to view the Company's business from the same perspective as Company management. As the Company cannot predict the timing and amount of charges that include, but are not limited to, items such as divestiture, acquisition, integration, and related costs, mark-to-market adjustments on derivative contracts, foreign currency exchange impact on the re-measurement of intercompany notes, growth, reinvestment, and restructuring programs, impairment of assets, and other items that may arise from time to time that would impact comparability, management does not consider these costs when evaluating the Company's performance, when making decisions regarding the allocation of resources, in determining incentive compensation, or in determining earnings estimates. EBITDA from continuing operations, and adjusted EBITDA from continuing operations are performance measures commonly used by management to assess operating performance and incentive compensation, and the Company believes they are commonly reported and widely used by investors and other interested parties as a measure of a company's operating performance between periods and as a component of our debt covenant calculations. A full reconciliation between the relevant GAAP measure of net income (loss) from continuing operations for the three and twelve month periods ended December 31, 2023 and 2022 calculated according to GAAP, EBITDA from continuing operations and adjusted EBITDA from continuing operations is presented in the attached tables. Given the inherent uncertainty regarding adjusted items in any future period, a reconciliation of forward-looking financial measures to the most directly comparable GAAP measure is not feasible.

Free Cash Flow from Continuing Operations

In addition to measuring the Company's cash flow generation and usage based upon the operating, investing, and financing classifications included in the Consolidated Statements of Cash Flows, we also measure free cash flow from continuing operations, which represents net cash provided by (used in) operating activities from continuing operations less capital expenditures. The Company believes free cash flow is an important measure of operating performance because it provides management and investors a measure of cash generated from operations that is available for mandatory payment obligations and investment opportunities such as funding acquisitions, repaying debt, repurchasing public debt, and repurchasing common stock.

Covenant Leverage Ratio, Debt Covenant EBITDA, and Net Debt

Covenant leverage ratio, debt covenant EBITDA, and net debt are Non-GAAP financial measures. Covenant leverage ratio, also known as "consolidated net leverage ratio", and debt covenant EBITDA, also known as "consolidated EBITDA", are defined by our Second Amended and Restated Credit Agreement ("Credit Agreement"). Net debt is defined as consolidated funded indebtedness minus all unencumbered cash and cash equivalents per our Credit Agreement. The Company uses these metrics to measure its levered position as required under its Credit Agreement. Reconciliation to the equivalent GAAP financial measures are presented in the attached tables.

TREEHOUSE FOODS, INC.

RECONCILIATION OF NET INCOME (LOSS) FROM CONTINUING OPERATIONS TO EBITDA AND ADJUSTED EBITDA FROM CONTINUING OPERATIONS

(unaudited, in millions)	Three Months Ended December 31,		Twelve Months Ended December 31,	
	2023	2022	2023	2022
Net income (loss) from continuing operations (GAAP)	\$ 6.4	\$ 39.7	\$ 59.0	\$ (9.2)
Interest expense	16.9	18.7	74.8	69.9
Interest income	(3.9)	(11.1)	(40.1)	(15.5)
Income tax expense	4.4	12.9	24.4	10.3
Depreciation and amortization	36.2	36.0	141.9	139.6
EBITDA from continuing operations (Non-GAAP)	60.0	96.2	260.0	195.1
Growth, reinvestment, and restructuring programs, excluding accelerated depreciation	12.2	18.1	46.1	84.5
Product recall and related costs	18.0	—	29.2	—
Divestiture, acquisition, integration, and related costs	3.2	(4.6)	16.7	13.8
Mark-to-market adjustments	16.6	4.3	15.1	(75.1)
Shareholder activism	—	0.6	0.3	2.7
Tax indemnification	(0.1)	—	0.2	—
Foreign currency (gain) loss on remeasurement of intercompany notes	(1.5)	(0.6)	(1.7)	0.8
Central services and conveyed employee costs	—	—	—	65.0
Loss on extinguishment of debt	—	4.5	—	4.5
Litigation matter	—	—	—	0.4
Adjusted EBITDA from continuing operations (Non-GAAP)	<u>\$ 108.4</u>	<u>\$ 118.5</u>	<u>\$ 365.9</u>	<u>\$ 291.7</u>
% of net sales				
Net income (loss) margin from continuing operations	0.7 %	4.1 %	1.7 %	(0.3) %
EBITDA margin from continuing operations	6.6 %	10.1 %	7.6 %	5.9 %
Adjusted EBITDA margin from continuing operations	11.9 %	12.4 %	10.7 %	8.8 %

TREEHOUSE FOODS, INC.

RECONCILIATION OF NET SALES TO ADJUSTED NET SALES

	Three Months Ended December 31,		Twelve Months Ended December 31,	
	2023	2022	2023	2022
	(unaudited, in millions)			
Net sales	\$ 910.8	\$ 956.7	\$ 3,431.6	\$ 3,297.1
Product recall and related costs	(1.7)	—	1.3	—
Adjusted net sales	<u>\$ 909.1</u>	<u>\$ 956.7</u>	<u>\$ 3,432.9</u>	<u>\$ 3,297.1</u>

TREEHOUSE FOODS, INC.

RECONCILIATION OF NON-GAAP MEASURES

	Three Months Ended December 31, 2023					
(Unaudited, in millions, except per share amounts)	Gross profit	Total operating expenses	Operating income	Total other expense	Income tax expense	Net income from continuing operations
As reported (GAAP)	\$ 151.8	\$ 109.7	\$ 42.1	\$ 31.3	\$ 4.4	\$ 6.4
Adjustments:						
Growth, reinvestment, and restructuring programs, including accelerated depreciation	—	(12.2)	12.2	—	—	12.2
Product recall and related costs	18.0	—	18.0	—	—	18.0
Divestiture, acquisition, integration, and related costs	(0.2)	(3.4)	3.2	—	—	3.2
Mark-to-market adjustments	—	—	—	(16.6)	—	16.6
Tax indemnification	—	—	—	0.1	—	(0.1)
Foreign currency gain on remeasurement of intercompany notes	—	—	—	1.5	—	(1.5)
Taxes on adjusting items	—	—	—	—	12.0	(12.0)
As adjusted (Non-GAAP)	\$ 169.6	\$ 94.1	\$ 75.5	\$ 16.3	\$ 16.4	\$ 42.8
As reported (% of net sales)	16.7 %	12.0 %	4.6 %	3.4 %	0.5 %	0.7 %
As adjusted (% of net sales)	18.6 %	10.3 %	8.3 %	1.8 %	1.8 %	4.7 %
Earnings per share from continuing operations:						
Diluted						\$ 0.12
Adjusted diluted						\$ 0.77
Weighted average common shares:						
Diluted for net income from continuing operations						55.3
Diluted for adjusted net income from continuing operations						55.3

TREEHOUSE FOODS, INC.

RECONCILIATION OF NON-GAAP MEASURES

	Three Months Ended December 31, 2022					
(Unaudited, in millions, except per share amounts)	Gross profit	Total operating expenses	Operating income	Total other expense	Income tax expense	Net income from continuing operations
As reported (GAAP)	\$ 175.0	\$ 105.5	\$ 69.5	\$ 16.9	\$ 12.9	\$ 39.7
Adjustments:						
Growth, reinvestment, and restructuring programs, including accelerated depreciation	0.5	(18.2)	18.7	—	—	18.7
Divestiture, acquisition, integration, and related costs	—	4.6	(4.6)	—	—	(4.6)
Mark-to-market adjustments	—	—	—	(4.3)	—	4.3
Shareholder activism	—	(0.6)	0.6	—	—	0.6
Foreign currency gain on remeasurement of intercompany notes	—	—	—	0.6	—	(0.6)
Loss on extinguishment of debt	—	—	—	(4.5)	—	4.5
Taxes on adjusting items	—	—	—	—	7.5	(7.5)
As adjusted (Non-GAAP)	\$ 175.5	\$ 91.3	\$ 84.2	\$ 8.7	\$ 20.4	\$ 55.1
As reported (% of net sales)	18.3 %	11.0 %	7.3 %	1.8 %	1.3 %	4.1 %
As adjusted (% of net sales)	18.3 %	9.5 %	8.8 %	0.9 %	2.1 %	5.8 %
Earnings per share from continuing operations:						
Diluted						\$ 0.70
Adjusted diluted						\$ 0.97
Weighted average common shares:						
Diluted for net income from continuing operations						56.7
Diluted for adjusted net income from continuing operations						56.7

TREEHOUSE FOODS, INC.

RECONCILIATION OF NON-GAAP MEASURES

	Twelve Months Ended December 31, 2023					
(Unaudited, in millions, except per share amounts)	Gross profit	Total operating expenses	Operating income	Total other expense	Income tax expense	Net income from continuing operations
As reported (GAAP)	\$ 576.1	\$ 429.2	\$ 146.9	\$ 63.5	\$ 24.4	\$ 59.0
Adjustments:						
Growth, reinvestment, and restructuring programs, including accelerated depreciation	—	(46.1)	46.1	—	—	46.1
Product recall and related costs	29.2	—	29.2	—	—	29.2
Divestiture, acquisition, integration, and related costs	0.8	(15.9)	16.7	—	—	16.7
Mark-to-market adjustments	—	—	—	(15.1)	—	15.1
Shareholder activism	—	(0.3)	0.3	—	—	0.3
Tax indemnification	—	—	—	(0.2)	—	0.2
Foreign currency gain on remeasurement of intercompany notes	—	—	—	1.7	—	(1.7)
Taxes on adjusting items	—	—	—	—	25.7	(25.7)
As adjusted (Non-GAAP)	\$ 606.1	\$ 366.9	\$ 239.2	\$ 49.9	\$ 50.1	\$ 139.2
As reported (% of net sales)	16.8 %	12.5 %	4.3 %	1.9 %	0.7 %	1.7 %
As adjusted (% of net sales)	17.7 %	10.7 %	7.0 %	1.5 %	1.5 %	4.1 %
Earnings per share from continuing operations:						
Diluted						\$ 1.05
Adjusted diluted						\$ 2.47
Weighted average common shares:						
Diluted for net income from continuing operations						56.4
Diluted for adjusted net income from continuing operations						56.4

TREEHOUSE FOODS, INC.

RECONCILIATION OF NON-GAAP MEASURES

	Twelve Months Ended December 31, 2022					
(Unaudited, in millions, except per share amounts)	Gross profit	Total operating expenses	Operating (loss) income	Total other (income) expense	Income tax expense	Net (loss) income from continuing operations
As reported (GAAP)	\$ 522.4	\$ 535.0	\$ (12.6)	\$ (13.7)	\$ 10.3	\$ (9.2)
Adjustments:						
Growth, reinvestment, and restructuring programs, including accelerated depreciation	0.5	(84.6)	85.1	—	—	85.1
Divestiture, acquisition, integration, and related costs	1.6	(12.2)	13.8	—	—	13.8
Mark-to-market adjustments	—	—	—	75.1	—	(75.1)
Shareholder activism	—	(2.7)	2.7	—	—	2.7
Foreign currency loss on remeasurement of intercompany notes	—	—	—	(0.8)	—	0.8
Central services and conveyed employee costs	14.9	(50.1)	65.0	—	—	65.0
Loss on extinguishment of debt	—	—	—	(4.5)	—	4.5
Litigation matter	—	(0.4)	0.4	—	—	0.4
Taxes on adjusting items	—	—	—	—	15.4	(15.4)
As adjusted (Non-GAAP)	\$ 539.4	\$ 385.0	\$ 154.4	\$ 56.1	\$ 25.7	\$ 72.6
As reported (% of net sales)	15.8 %	16.2 %	(0.4) %	(0.4) %	0.3 %	(0.3) %
As adjusted (% of net sales)	16.4 %	11.7 %	4.7 %	1.7 %	0.8 %	2.2 %
(Loss) earnings per share from continuing operations:						
Diluted						\$ (0.16)
Adjusted diluted						\$ 1.28
Weighted average common shares:						
Diluted for net loss from continuing operations						56.0
Diluted for adjusted net income from continuing operations						56.5

TREEHOUSE FOODS, INC.
RECONCILIATION OF NET CASH PROVIDED BY (USED IN) OPERATING ACTIVITIES FROM CONTINUING
OPERATIONS TO FREE CASH FLOW FROM CONTINUING OPERATIONS

	Twelve Months Ended December 31,	
	2023	2022
	(unaudited, in millions)	
Cash flow provided by (used in) operating activities from continuing operations	\$ 157.3	\$ (67.7)
Less: Capital expenditures	(140.8)	(93.5)
Free cash flow from continuing operations	<u>\$ 16.5</u>	<u>\$ (161.2)</u>

TREEHOUSE FOODS, INC. NET DEBT RECONCILIATION

Consolidated Balance Sheet	December 31, 2020	December 31, 2021	December 31, 2022	December 31, 2023
	(unaudited, in millions)			
Current portion of long-term debt	\$ 15.7	\$ 15.4	\$ 0.6	\$ 0.4
Long-term debt	2,199.0	1,890.0	1,394.0	1,396.0
Add back deferred financing costs	18.3	16.1	11.6	9.2
Other indebtedness	—	—	—	4.0
(Less) Cash and cash equivalents	(364.6)	(304.5)	(43.0)	(320.3)
Net Debt	\$ 1,868.4	\$ 1,617.0	\$ 1,363.2	\$ 1,089.3

TREEHOUSE FOODS, INC.

COVENANT LEVERAGE RATIO RECONCILIATION

	Last Twelve Months Ended			
	December 31, 2020	December 31, 2021	December 31, 2022	December 31, 2023
	(unaudited, in millions)			
Net (loss) income from continuing operations (GAAP)	\$ (53.9)	\$ (68.6)	\$ (9.2)	\$ 59.0
Growth, reinvestment, restructuring programs & other	69.2	83.4	85.1	46.1
Product recall and related costs	—	—	—	29.2
Central services and conveyed employee costs	86.0	81.6	65.0	—
Divestiture, acquisition, integration, and related costs	2.0	4.0	13.8	16.7
Loss on extinguishment of debt	1.2	14.4	4.5	—
Shareholder activism	—	4.6	2.7	0.3
Foreign currency (gain) loss on re-measurement of intercompany notes	(0.2)	(0.5)	0.8	(1.7)
Litigation matter	9.0	—	0.4	—
Mark-to-market adjustments	30.0	(37.3)	(75.1)	15.1
Tax indemnification	3.7	1.6	—	0.2
COVID-19	14.8	14.3	—	—
Change in regulatory requirements	1.0	(0.1)	—	—
Executive management transition	0.4	—	—	—
Less: Taxes on adjusting items	(61.5)	(39.7)	(15.4)	(25.7)
Adjusted net income from continuing operations (Non-GAAP)	101.7	57.7	72.6	139.2
Interest expense	92.6	72.1	69.9	74.8
Interest income (excluding COVID-19 interest income adjustments)	(4.1)	(4.7)	(15.5)	(40.1)
Income taxes (excluding COVID-19 tax adjustments)	(31.3)	(19.5)	10.3	24.4
Add: Taxes on adjusting items	61.5	39.7	15.4	25.7
Adjusted EBIT from continuing operations (Non-GAAP)	220.4	145.3	152.7	224.0
Depreciation and amortization	142.5	143.4	139.0	141.9
Adjusted EBITDA from continuing operations (Non-GAAP)	\$ 362.9	\$ 288.7	\$ 291.7	\$ 365.9
Debt covenant adjustments:				
Other non-cash charges	\$ 28.2	\$ 31.3	\$ 43.2	\$ 65.1
Interest income	4.1	4.7	15.5	40.1
Stock-based compensation expense	22.4	11.7	13.2	15.9
Realized foreign exchange losses	0.9	0.7	1.9	1.0
Realized losses on derivative instruments (excluding interest rate swap agreements)	9.8	—	1.2	0.4
Net periodic pension and postretirement benefit, net	(0.6)	(3.7)	(4.4)	0.7
Other covenant adjustments ¹	171.1	116.8	63.1	20.4
Debt covenant EBITDA	\$ 598.8	\$ 450.2	\$ 425.4	\$ 509.5
Net Debt	\$ 1,868.4	\$ 1,617.0	\$ 1,363.2	\$ 1,089.3
Covenant Leverage Ratio	3.1	3.6	3.2	2.1

¹ Other covenant adjustments include the maximum of certain non-GAAP and Meal Preparation divestiture adjustments that are allowable under the Consolidated EBITDA definition for the trailing twelve months within Amendment No. 6 to Second Amended and Restated Credit Agreement, dated February 17, 2023 and incorporated by reference to Exhibit 10.1 on Form 10-Q dated May 8, 2023.