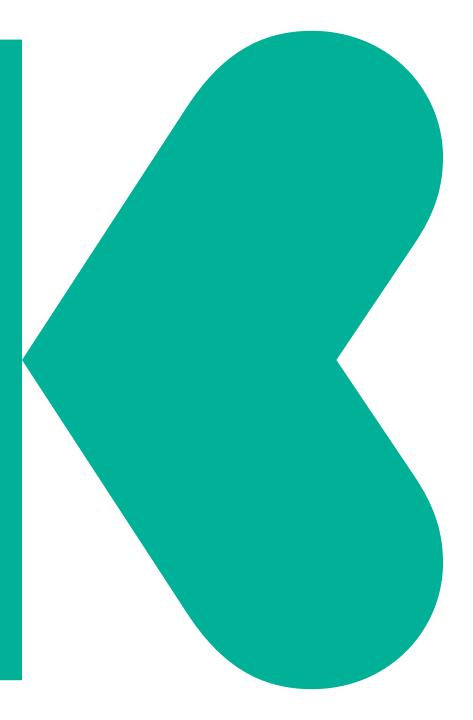
Third Quarter Earnings Results

October 26, 2023





Introduction



Thibaut Mongon Chief Executive Officer and Director

Paul Ruh Chief Financial Officer

Tina Romani Head of Investor Relations

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Disclaimer

Cautionary note on forward-looking statements

This presentation contains "forward-looking statements" as defined in the Private Securities Litigation Reform Act of 1995 regarding, among other things, statements about management's expectations of Kenvue Inc.'s ("Kenvue") future operating and financial performance, product development, market position and business strategy. Forward-looking statements may be identified by the use of words such as "plans," "expects," "will," "anticipates," "estimates" and other words of similar meaning. The viewer is cautioned not to rely on these forward-looking statements. These statements are based on current expectations of future events. If underlying assumptions prove inaccurate or known or unknown risks or uncertainties materialize, actual results could vary materially from the expectations and projections of Kenvue and its affiliates. Risks and uncertainties include, but are not limited to: the inability to execute on Kenvue's business development strategy or realize the benefits of the separation from Johnson & Johnson: the risk of disruption or unanticipated costs in connection with the separation: Kenvue's ability to succeed as a standalone publicly traded company; economic factors, such as interest rate and currency exchange rate fluctuations; the ability to successfully manage local, regional or global economic volatility, including reduced market growth rates, and to generate sufficient income and cash flow to allow Kenvue to effect any dividend payments; Kenvue's ability to maintain satisfactory credit ratings, which could adversely affect its liquidity, capital position, borrowing costs and access to capital markets; competition, including technological advances, new products and intellectual property attained by competitors; challenges inherent in new product research and development; uncertainty of commercial success for new and existing products and digital capabilities; challenges to intellectual property protections including counterfeiting; the ability of Kenvue to successfully execute strategic plans, including restructuring plans; the impact of business combinations and divestitures, including any ongoing or future transactions; manufacturing difficulties or delays, internally or within the supply chain; product efficacy or safety concerns resulting in product recalls or regulatory action; significant adverse litigation or government action, including related to product liability claims;

changes to applicable laws and regulations and other requirements imposed by stakeholders; challenges to intellectual property; changes in behavior and spending patterns of consumers; natural disasters, acts of war or terrorism or disease outbreaks; financial instability of international economies and legal systems and sovereign risk; and risks related to the impact of the COVID-19 global pandemic, such as the scope and duration of the outbreak. government actions and restrictive measures implemented in response, supply chain disruptions and other impacts to the business, or on Kenvue's ability to execute business continuity plans, as a result of the COVID-19 pandemic. A further list and descriptions of these risks, uncertainties and other factors can be found in Kenvue's filings with the Securities and Exchange Commission, including its registration statement on Form S-1 and subsequent Quarterly Reports on Form 10-Q and other filings, available at www.kenvue.com or on request from Kenvue. Any forward-looking statement made in this presentation speaks only as of the date of this presentation. Kenvue undertakes no obligation to update any forward-looking statements, whether as a result of new information, future events or developments or otherwise.

Market and Industry Data

Unless otherwise indicated, information contained in this presentation concerning our industry and the markets in which we operate, including our general expectations, market position, market share, market opportunity and market size, has been obtained from third-party sources, including industry publications and other reports, internal data sources and management estimates, which we believe to be reliable and based on reasonable assumptions. Unless otherwise indicated, statements of market position are on the basis of total sales in the relevant geographic market or product category in 2022, based on our analysis of third-party data reported by various sources, including Euromonitor Beauty & Personal Care 2023ed, Euromonitor Tissue & Hygiene 2023ed, Euromonitor Consumer Health 2023ed, IQVIA, IRI, Morning Consult, Nicholas Hall, Nielsen and Numerator Consumer Insights. Unless otherwise indicated, we have not commissioned any of the industry publications or other reports generated by thirdparty providers that we refer to in this presentation. Our management estimates are derived from such third-party sources, other publicly available information, our knowledge of our industry, internal company research, surveys, information from our customers and third-party partners, trade and business organizations and other contacts in the markets in which we operate and assumptions based on this information and knowledge.

Data regarding our industry and our market position and market share within our industry are inherently imprecise and are subject to significant business, economic and competitive uncertainties beyond our control, but we believe they generally indicate market size, market position and market share within our industry.

Non-GAAP Financial Measures

This presentation includes certain non-GAAP financial measures, including Adjusted diluted earnings per share, Adjusted effective tax rate, Adjusted gross profit margin, Adjusted interest expense, net, Adjusted net income, Adjusted operating income, Adjusted operating income margin and Organic growth. Such non-GAAP financial measures are in addition to, not a substitute for or superior to, measures of financial performance prepared in accordance with U.S. GAAP. A reconciliation of these measures to the most directly comparable GAAP measure is included in the Appendix to these slides and the earnings release available on the Company's website at investors.kenvue.com.

Welcome



Aveeno. Daily Moisturizing BODY LOTION Intensely Nourishes Dry Skin

FRAGRANCE FREE

TYLENOL Extra Strength



A Moment in History

8/23	Kenvue becomes an independent company				
~22k	About 22,000 Kenvuers focused on building a fit-for-purpose model				
S&P 500	Kenvue represented within the index				

Q3 2023 Financial Highlights

01

Reported net sales increased **3.3%** to **\$3.9** billion 02

Organic growth¹ of **3.6%** this quarter on top of **4.7%** growth last year 03

Reported EPS **\$0.23** & Adjusted EPS¹ **\$0.31** 04

Full year 2023 organic growth¹ expected to be **5.5%** to **6.0%**

Adjusted diluted earnings per share¹ expected to be **\$1.26 -\$1.28**

Self Care **Well-being is Our Priority**

+6.7% Organic growth¹

Growth in all product categories of the portfolio



Kenvue ¹ Non-GAAP financial measure; refer to reconciliations of non-GAAP financial measures included in accompanying schedules to this presentation and to the earnings release available at investors.kenvue.com

Q3 2023 **Self Care Highlights**

- Global share gains behind successful brand activation
- \bigcirc
- Successful premium innovation across product categories
- \bigcirc
- Strong consumer loyalty for our iconic brands



Skin Health & Beauty Everyday Rituals Are Our Expertise

-0.4% Organic growth¹

Executing on plans to gradually improve performance



Kenvue ¹ Non-GAAP financial measure; refer to reconciliations of non-GAAP financial measures included in accompanying schedules to this presentation and to the earnings release ⁹ available at investors.kenvue.com

Q3 2023 **Skin Health & Beauty Highlights**

Underlying progress in the U.S. behind service recovery

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Portfolio rationalization initiatives in 2022 and market softness in China impacted volume growth

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Strong performance in Latin America and Europe due to successful innovation and brand activation



Essential Health Raising the Standard of Care

+3.8% Organic growth¹

Innovation in oral care, premiumization in women's health and strength in U.S. baby care fueling growth



Q3 2023 **Essential Health Highlights**



Strong global leadership position



Supply recovery, value realization and successful product launches



Share gains in Listerine through innovation and healthcare professional recommendations



Healthy Growth **Driven by the Power of Our Portfolio of** Iconic **Brands**



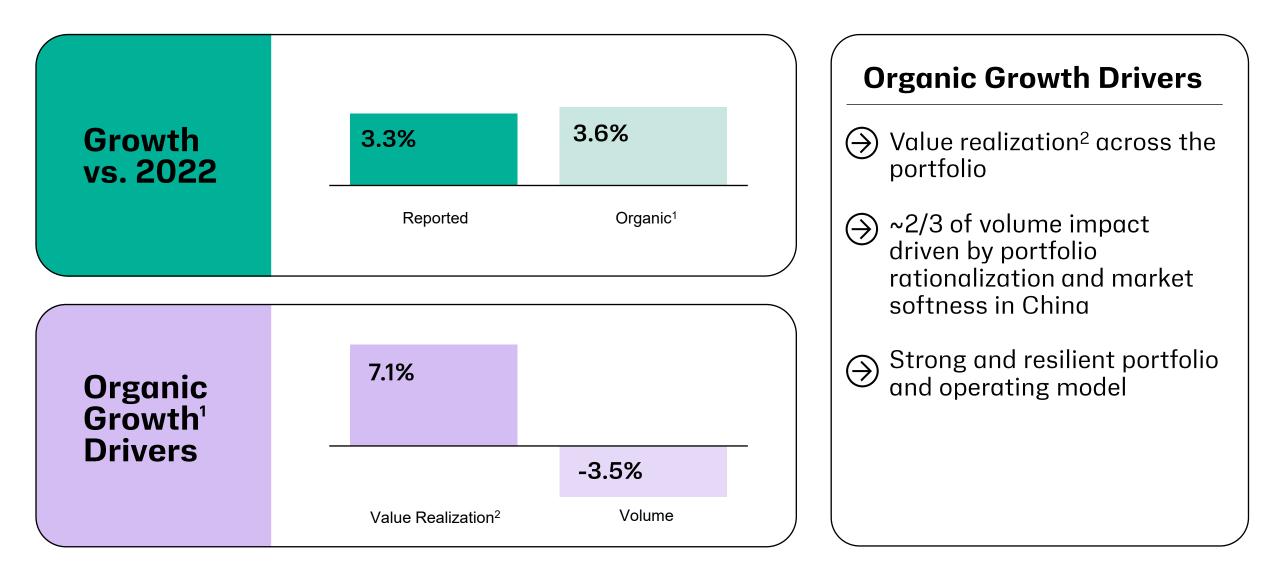


Q3 2023 Financial Results



Q3 2023 Net Sales and Organic Growth¹

Kenvue



¹ Non-GAAP financial measure; refer to reconciliations of non-GAAP financial measures included in accompanying schedules to this presentation and to the earnings release available at investors.kenvue.com
² Value Realization reflects Price/Mix

Q3 2023 Net Sales and Organic Growth¹

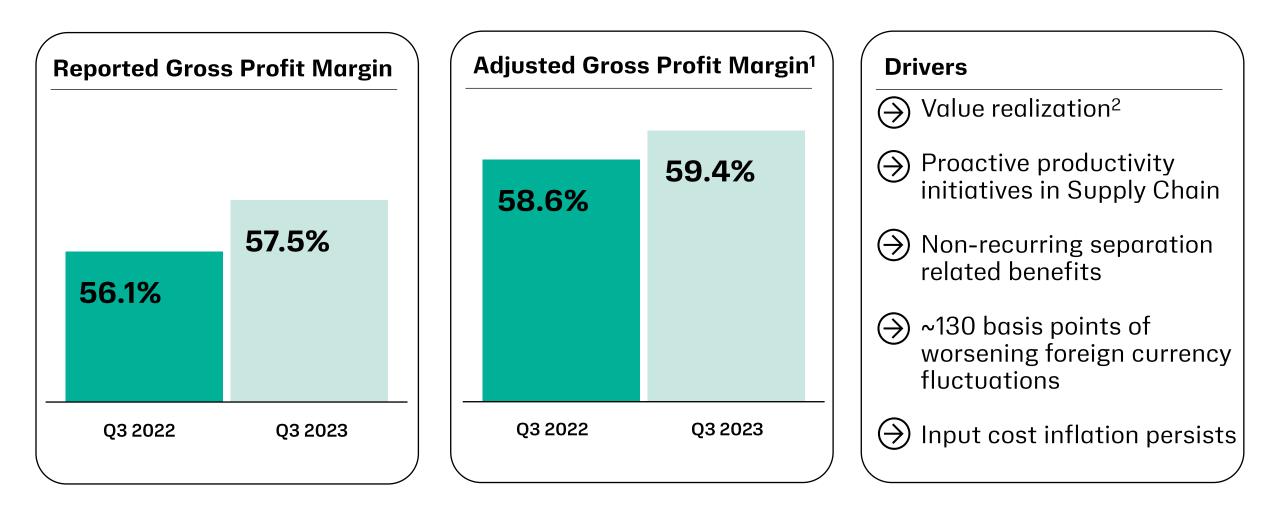
Self Care		Skin Health &	Beauty	Essential Health			
6.4% Reported	6.7% Organic ¹	-0.4% Reported	-0.4% Organic ¹	3.0% Reported	3.8% Organic ¹		
Organic Drivers Value Realization ¹	+5.5%	Organic Drivers Value Realization ¹	+6.4%	Organic Drivers Value Realization ¹	+10.0%		
Volume	+1.2%	Volume	(6.8)%	Volume	(6.2)%		

¹ Non-GAAP financial measure; refer to reconciliations of non-GAAP financial measures included in accompanying schedules to this presentation and to the earnings release available at

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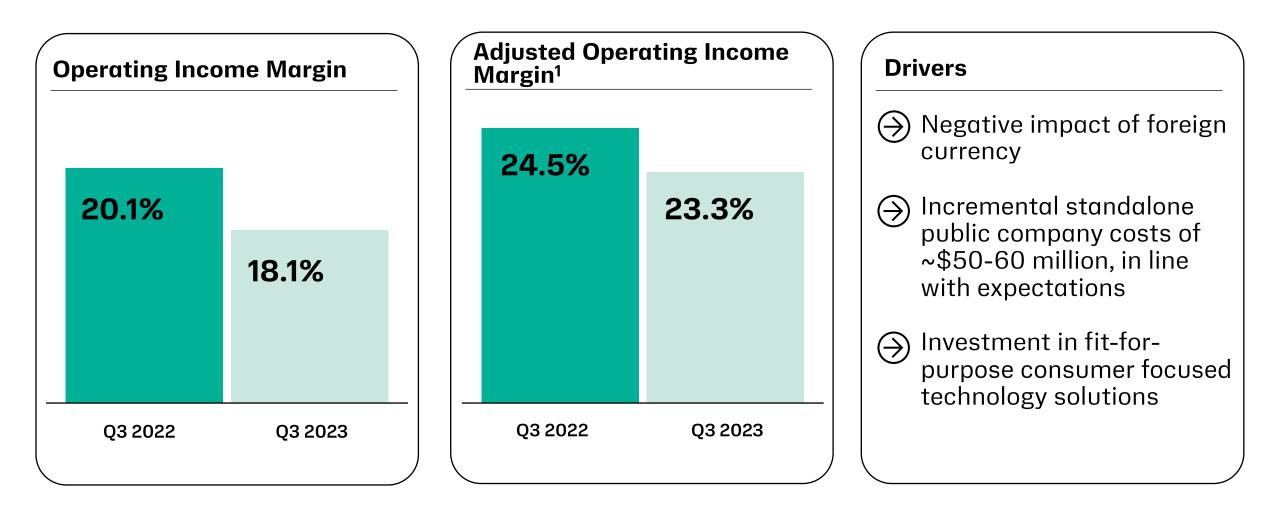
² Value Realization reflects Price/Mix

Q3 Gross Profit Margin



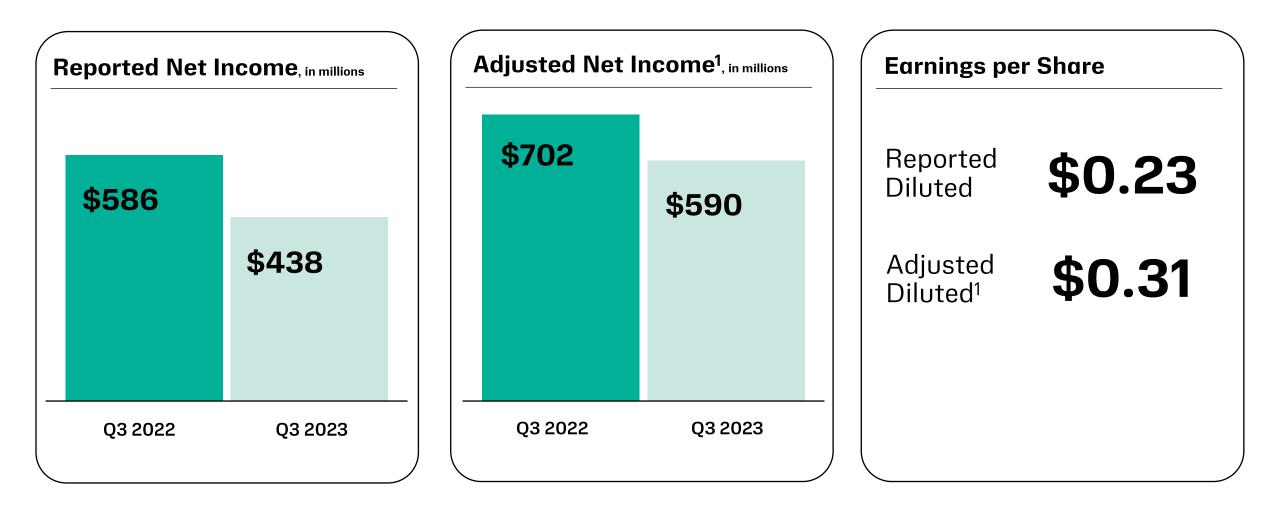
Kenvue ¹Non-GAAP financial measure; refer to reconciliations of non-GAAP financial measures included in accompanying schedules to this presentation and to the earnings release available at investors.kenvue.com ² Value Realization reflects Price/Mix

Q3 Operating Income Margin¹

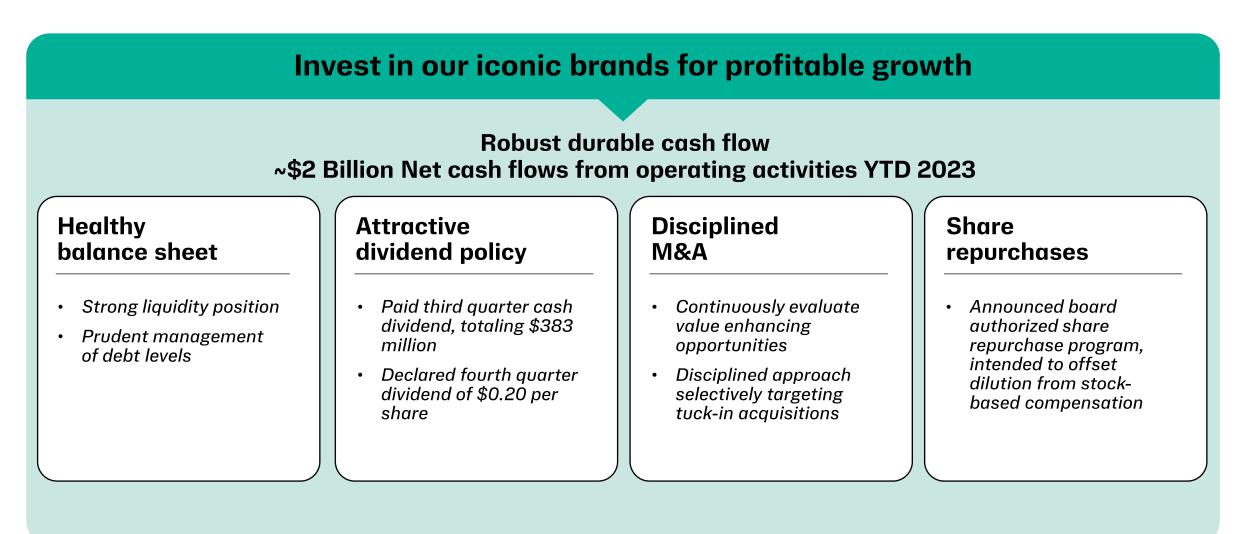


Q3 Net Income and Earnings Per Share

Kenvue



Commitment to Disciplined Capital Stewardship



Full-Year 2023 Guidance

	Current Guidance	Prior Guidance	Drivers
Reported Net Sales Growth	4.0% - 4.5%	4.5% - 5.5%	Increased translational foreign exchange headwinds
Organic Growth ¹	5.5% - 6.0%	5.5% - 6.5%	Softer start to cough, cold and flu season
Reported Interest Expense, Net	~\$270M	~\$270M	No change
Adjusted Interest Expense, Net ¹	~\$300M	~\$300M	No change
Reported Effective Tax Rate	25.5% - 26.5%	34.5% - 35.5%	Change in accounting policy with regards to GILTI treatment
Adjusted Effective Tax Rate ¹	24.5% - 25.5%	24.5% - 25.5%	No change
Adjusted Diluted Earnings per share ^{1,2,3}	\$1.26 - \$1.28	\$1.26 - \$1.31	Increased transactional foreign exchange headwinds and softer start to season

¹ Non-GAAP financial measure; refer to reconciliations of non-GAAP financial measures included in accompanying schedules to this presentation and to the earnings release available at investors.kenvue.com.

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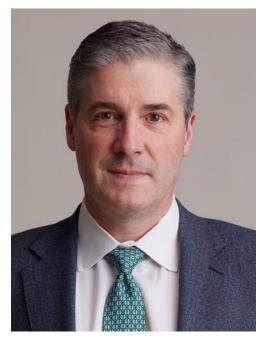
²This range assumes a full year 2023 diluted weighted average share count of 1.852 billion.

³ Prior range assumed a full year 2023 diluted weighted average share count of 1.855 billion





Thibaut Mongon Chief Executive Officer and Director



Paul Ruh Chief Financial Officer



Appendix

Organic Growth

	Fiscal Three Months Ended October 1, 2023 vs October 2, 2022 ⁽¹⁾								
		Reported Net sale	es change	Impact of foreign currency	Organic growth ⁽²⁾				
(Unaudited; Dollars in Millions)	Aı	nount	Percent	Amount	Amount	Percent			
Self Care	\$	97	6.4 % \$	(4) \$	101	6.7 %			
Skin Health and Beauty		(5)	(0.4)	_	(5)	(0.4)			
Essential Health		34	3.0	(9)	43	3.8			
Total	\$	126	<u>3.3 %</u> \$	(13) \$	139	3.6 %			

Fiscal Three Months Ended October 1, 2023 vs October 2, 2022⁽¹⁾

			Organic growth ⁽²⁾							
(Unaudited)	Reported Net sales change	Impact of foreign currency	Price/Mix ⁽³⁾	Volume						
Self Care	6.4 %	(0.3)%	5.5 %	1.2 %						
Skin Health and Beauty	(0.4)	_	6.4	(6.8)						
Essential Health	3.0	(0.8)	10.0	(6.2)						
Total	3.3 %	(0.3)%	7.1 %	(3.5)%						

⁽¹⁾ Acquisitions and divestitures did not materially impact Net sales for the fiscal three months ended October 1, 2023 or October 2, 2022.

⁽²⁾ Non-GAAP financial measure. Excludes the impact of foreign currency exchange.

⁽³⁾ Price/Mix reflects value realization.

Organic Growth

Fiscal Three Months Ended October 2, 2022 vs October 3, 2021⁽¹⁾

(Unaudited; Dollars in Millions)	Reported Net sales change	Impact of foreign currency	Organic ⁽²⁾	Price/Mix ⁽³⁾	Volume
Self Care	2.2 %	(4.8)%	6.9 %	5.1 %	1.9 %
Skin Health and Beauty	0.1	(4.9)	5.0	4.4	0.6
Essential Health	(4.5)	(5.9)	1.6	6.3	(4.8)
Total	(0.5) <u>%</u>	(5.2)%	4.7 %	<u>5.3 %</u>	(0.7)%

⁽¹⁾ Acquisitions and divestitures did not materially impact Net sales for the fiscal three months ended October 2, 2022 or October 3, 2021.

⁽²⁾ Non-GAAP financial measure. Excludes the impact of foreign currency exchange.

⁽³⁾ Price/Mix reflects value realization.

Organic Growth

	Fiscal Nine Months Ended October 1, 2023 vs October 2, 2022 ⁽¹⁾							
		Reported Net sa	les change	Impact of foreign currency	Organic g	rowth ⁽²⁾		
(Unaudited; Dollars in Millions)	A	mount	Percent	Amount	Amount	Percent		
Self Care	\$	452	10.1 % \$	(84) \$	536	12.0 %		
Skin Health and Beauty		115	3.5	(52)	167	5.1		
Essential Health		28	0.8	(106)	134	3.9		
Total	\$	595	<u>5.3 %</u> \$	(242) _\$	837	7.5 %		

Fiscal Nine Months Ended October 1, 2023 vs October 2, 2022⁽¹⁾

			Organic growth ⁽²⁾						
(Unaudited)	Reported Net sales change	Impact of foreign currency	Price/Mix ⁽³⁾	Volume					
Self Care	10.1 %	(1.9)%	8.1 %	3.9 %					
Skin Health and Beauty	3.5	(1.6)	7.2	(2.1)					
Essential Health	0.8	(3.1)	10.0	(6.1)					
Total	5.3 %	(2.2)%	8.4 %	(0.9)%					

⁽¹⁾ Acquisitions and divestitures did not materially impact Net sales for the fiscal nine months ended October 1, 2023 or October 2, 2022.

⁽²⁾ Non-GAAP financial measure. Excludes the impact of foreign currency exchange.

⁽³⁾ Price/Mix reflects value realization.

Total Segment Net Sales and Total Adjusted Operating Income ⁽¹⁾

		Net	Sales	Net Sales		
		Fiscal Three I	Months Ended	Fiscal Nine I	Months Ended	
(Unaudited; Dollars in Millions)	(October 1, 2023	October 2, 2022	October 1, 2023	October 2, 2022	
Self Care		1,613	1,516	4,914	4,462	
Skin Health and Beauty		1,119	1,124	3,377	3,262	
Essential Health		1,183	1,149	3,487		
Total segment net sales	\$	3,915	\$ 3,789	\$ 11,778	\$ 11,183	

	Adjusted Operating Income			 Adjusted Operating Income			
		Fiscal Three	Mont	ths Ended	Fiscal Nine N	Mont	hs Ended
(Unaudited; Dollars in Millions)		October 1, 2023		October 2, 2022	 October 1, 2023		October 2, 2022
Self Care Adjusted operating income	\$	583	\$	556	\$ 1,741	\$	1,554
Skin Health and Beauty Adjusted operating income		167		246	517		616
Essential Health Adjusted operating income		309		261	 770_		821
Total	\$	1,059	\$	1,063	\$ 3,028	\$	2,991
Depreciation		(72)		(69)	(211)		(213)
General corporate/unallocated expenses		(76)		(81)	(219)		(197)
Other operating (expense) income, net		(9)		14	7		6
Other - impact of deferred markets ⁽²⁾		12		—	33		—
Litigation expense					20		
Impairment of intangible assets							12
Total adjusted operating income (non-GAAP)	\$	914	\$	927	\$ 2,658	\$	2,599
Reconciliation to Income before taxes:							
Amortization		81		83	242		265
Separation-related costs ⁽³⁾		133		50	333		109
Restructuring expense		3		31	3		69
Conversion of share-based awards		(25)			(25)		
Other - impact of deferred markets		12		—	33		—
Litigation expense					20		
Impairment of intangible assets							12
Total operating income	\$	710	\$	763	\$ 2,052	\$	2,144
Other expense, net		25		25	65		19
Interest expense, net		100			 154		
Income before taxes	\$	585	\$	738	\$ 1,833	\$	2,125

(1) In the third quarter of 2023, the Company adjusted its definition of Total adjusted operating income in order to align more closely with the financial measures used to evaluate performance by the Company's peers.
(2) Includes tax expense and minority interest expense related to Deferred Markets recognized within Other operating expense (income), net, which are payable to Johnson & Johnson through interim related-party agreements until these Deferred Markets can be transferred to the Company. Deferred Markets are local businesses in certain non-U.S. jurisdictions in which the transfer from Johnson & Johnson of certain assets and liabilities were deferred in order to ensure compliance with applicable law, to obtain necessary governmental approvals and other consents and for other business reasons.
(3) Costs incurred in connection with our establishment as a standalone public company are defined as "Separation-related costs."

Total Adjusted Operating Income ⁽¹⁾

		Fisc	cal Three Months Ended	
(Unaudited; Dollars in Millions)	April 2, 2023		July 2, 2023	October 1, 2023
Self Care Adjusted operating income	\$ 582	\$	576	\$ 583
Skin Health and Beauty Adjusted operating income	150		200	167
Essential Health Adjusted operating income	 210		251	309
Total	\$ 942	\$	1,027	\$ 1,059
Depreciation	(71)		(68)	(72)
General corporate/unallocated expenses	(69)		(74)	(76)
Other operating (expense) income, net	17		(1)	(9)
Other - impact of deferred markets ⁽²⁾	—		21	12
Litigation expense	 		20	
Total adjusted operating income (non-GAAP)	\$ 819	\$	925	\$ 914
Reconciliation to Income before taxes:				
Amortization	81		80	81
Separation-related costs ⁽³⁾	98		102	133
Restructuring expense	—		—	3
Conversion of share-based awards	_		_	(25)
Other - impact of deferred markets	—		21	12
Litigation expense	 _		20	 _
Total operating income	\$ 640	\$	702	\$ 710
Other expense, net	30		10	25
Interest expense, net	 1		53	 100
Income before taxes	\$ 609	\$	639	\$ 585

⁽¹⁾ In the third quarter of 2023, the Company adjusted its definition of Total adjusted operating income in order to align more closely with the financial measures used to evaluate performance by the Company's peers. ⁽²⁾ Includes tax expense and minority interest expense related to Deferred Markets recognized within Other operating expense (income), net, which are payable to Johnson & Johnson through interim related-party agreements until these Deferred Markets can be transferred to the Company. Deferred Markets are local businesses in certain non-U.S. jurisdictions in which the transfer from Johnson & Johnson of certain assets and liabilities were deferred in order to ensure compliance with applicable law, to obtain necessary governmental approvals and other consents and for other business reasons. ⁽³⁾ Costs incurred in connection with our establishment as a standalone public company are defined as "Separation-related costs."

Non-GAAP Reconciliation (QTD)

Fiscal Three Months Ended

		October 1, 2023				
(Unaudited; Dollars in Millions)		As Reported	Adj	ustments	As	Adjusted
Net sales	\$	3,915	\$	_	\$	3,915
Gross profit	\$	2,250	\$	75 (a),(b),(c)	\$	2,325
Gross profit margin	Ψ	57.5 %	Ψ		Ψ	59.4 %
Operating income	\$	710	\$	204 (a)-(h)	\$	914
Operating income margin	-	18.1 %	Ŷ			23.3 %
Net Income	\$	438	\$	152 (a)-(g),(i)	\$	590
Net income margin		11.2 %				15.1 %
Interest expense, net	\$	100				
Provision for taxes	\$	147				
Depreciation and amortization	\$	153				
EBITDA (non-GAAP)	\$	838	\$	123 (b)-(h)	\$	961
EBITDA margin		21.4 %				24.5 %
Detail of Adjustments						
(a) Amortization (COGS)	\$	81				
(b) Restructuring expense (COGS)	\$	1				
(c) Conversion of share-based awards (COGS)	\$	(7)				
(d) Separation-related costs (SG&A)	\$	133				
(e) Restructuring expense (SG&A)	\$	2				
(f) Conversion of share-based awards (SG&A)	\$	(18)				
(g) Other - Impact of deferred markets (minority interest expense) (OOI&E)	\$	4				
(h) Other - Impact of deferred markets (tax expense) (OOI&E)	\$	8				
(i) Tax impact on special item adjustments	\$	(44)				

Non-GAAP Reconciliation (QTD)

Fiscal Three Months Ended

	October 2, 2022					
(Unaudited; Dollars in Millions)	A	s Reported		Adjustments		As Adjusted
Net sales	\$	3,789	\$	-	\$	3,789
Gross profit	\$	2,125	\$	96 (a)-(b)	\$	2,221
Gross profit margin		56.1 %				58.6 %
Operating income	\$	763	\$	164 (a)-(d)	\$	927
Operating income margin		20.1 %				24.5 %
Net Income	\$	586	\$	116 (a)-(e)	\$	702
Net income margin		15.5 %				18.5 %
Provision for taxes	\$	152				
Depreciation and amortization	\$	152				
EBITDA (non-GAAP)	\$	890	\$	81 (b)-(d)	\$	971
EBITDA margin		23.5 %				25.6 %
Detail of Adjustments						
(a) Amortization (COGS)	\$	83				
(b) Restructuring expense (COGS)	\$	13				
(c) Separation-related costs (SG&A)	\$	50				
(d) Restructuring expense (SG&A)	\$	18				
(e) Tax impact on special item adjustments	\$	(48)				

Non-GAAP Reconciliation (YTD)

			Fiscal Nine Months Ended					
					Octobe	r 1, 2023		
	(Unaudited; Dollars in Millions)	As	Reported	Adju	stments		As	Adjusted
	Net sales	\$	11,778		—		\$	11,778
		•	0.000	•	000		•	0.000
	Gross profit	\$	6,600	\$	236	(a)-(c)	\$	6,836
	Gross profit margin		56.0 %					58.0 %
	Operating income	\$	2,052	\$	606	(a)-(i)	\$	2,658
	Operating income margin		17.4 %					22.6 %
	Net Income	\$	1,337	\$	460	(a)-(g),(i)-(l)	\$	1,797
	Net income margin		11.4 %					15.3 %
	Interest expense, net	\$	154					
	Provision for taxes	\$	496					
	Depreciation and amortization	\$	453					
	EBITDA (non-GAAP)	\$	2,440	\$	371	(b)-(j)	\$	2,811
	EBITDA margin		20.7 %					23.9 %
	Detail of Adjustments							
(a)	Amortization (COGS)	\$	242					
(b)	Restructuring expense (COGS)	\$	1					
(c)	Conversion of share-based awards (COGS)	\$	(7)					
(d)	Separation-related costs (SG&A)	\$	333					
(e)	Restructuring expense (SG&A)	\$	2					
(f)	Conversion of share-based awards (SG&A)	\$	(18)					
(g)	Other - Impact of deferred markets (minority interest expense) (OOI&E)	\$	10					
(h)	Other - Impact of deferred markets (tax expense) (OOI&E)	\$	23					
(i)	Litigation expense (OOI&E)	\$	20					

7 (33)

(97)

Unrealized gain on securities (OI&E) (j) \$ Interest income from related party note (Interest expense, net) \$ (k) Tax impact on special item adjustments \$ (I)

Non-GAAP Reconciliation (YTD)

Fiscal Nine Months Ended

		October 2, 2022			
(Unaudited; Dollars in Millions)	As	Reported Adju	stments	As	Adjusted
Net sales	\$	11,183	_	\$	11,183
Gross profit	\$	6,239 \$	292 (a)-(b)	\$	6,531
Gross profit margin		55.8 %			58.4 %
Operating income	\$	2,144 \$	455 (a)-(e)	\$	2,599
Operating income margin		19.2 %			23.2 %
Net Income	\$	1,703 \$	316 (a)-(f)	\$	2,019
Net income margin		15.2 %			18.1 %
Provision for taxes	\$	422			
Depreciation and amortization	\$	478			
EBITDA (non-GAAP)	\$	2,603 \$	190 (b)-(e)	\$	2,793
EBITDA margin		23.3 %			25.0 %
Detail of Adjustments					
(a) Amortization (COGS)	\$	265			
(b) Restructuring expense (COGS)	\$	27			
(c) Separation-related costs (SG&A)	\$	109			
(d) Restructuring expense (SG&A)	\$	42			
(e) Impairment of intangible assets (OOI&E)	\$	12			
(f) Tax impact on special item adjustments	\$	(139)			

Adjusted Diluted Earnings Per Share

	Fiscal Three Months Ended	Fiscal Nine Months Ended
(Unaudited)	October 1, 2023	October 1, 2023
Diluted earnings per share	\$ 0.23	\$ 0.73
Adjustments:		
Separation-related costs	0.07	0.18
Amortization and impairment of intangible assets	0.04	0.13
Conversion of share-based awards	(0.01)	(0.01)
Interest income from related party note	_	(0.02)
Tax impact on special item adjustments	(0.02)	(0.05)
Other		0.02
Adjusted diluted earnings per share (non-GAAP)	\$ 0.31	\$ 0.98

Kenvue is not able to provide GAAP measures or reconcile certain non-GAAP financial measures to comparable GAAP measures on a forward-looking basis without unreasonable efforts given the unpredictability of the timing and amounts of discrete items such as acquisitions or divestitures.