



**Flowers**  
FOODS

# THIRD QUARTER 2023 REVIEW

November 9, 2023



# REGARDING FORWARD-LOOKING STATEMENTS

Statements contained in this presentation and certain other written or oral statements made from time to time by Flowers Foods, Inc. (the “company”, “Flowers Foods”, “Flowers”, “us”, “we”, or “our”) and its representatives that are not historical facts are forward-looking statements as defined in the Private Securities Litigation Reform Act of 1995. Forward-looking statements relate to current expectations regarding our business and our future financial condition and results of operations and are often identified by the use of words and phrases such as “anticipate,” “believe,” “continue,” “could,” “estimate,” “expect,” “intend,” “may,” “plan,” “predict,” “project,” “should,” “will,” “would,” “is likely to,” “is expected to” or “will continue,” or the negative of these terms or other comparable terminology. These forward-looking statements are based upon assumptions we believe are reasonable. Forward-looking statements are based on current information and are subject to risks and uncertainties that could cause our actual results to differ materially from those projected. Certain factors that may cause actual results, performance, liquidity, and achievements to differ materially from those projected are discussed in our Annual Report on Form 10-K (the “Form 10-K”) and Quarterly Reports on Form 10-Q filed with the Securities and Exchange Commission (“SEC”) and may include, but are not limited to, (a) unexpected changes in any of the following: (1) general economic and business conditions; (2) the competitive setting in which we operate, including advertising or promotional strategies by us or our competitors, as well as changes in consumer demand; (3) interest rates and other terms available to us on our borrowings; (4) supply chain conditions and any related impact on energy and raw materials costs and availability and hedging counter-party risks; (5) relationships with or increased costs related to our employees and third-party service providers; (6) laws and regulations (including environmental and health-related issues); and (7) accounting standards or tax rates in the markets in which we operate, (b) the loss or financial instability of any significant customer(s), including as a result of product recalls or safety concerns related to our products, (c) changes in consumer behavior, trends and preferences, including health and whole grain trends, and the movement toward less expensive store branded products, (d) the level of success we achieve in developing and introducing new products and entering new markets, (e) our ability to implement new technology and customer requirements as required, (f) our ability to operate existing, and any new, manufacturing lines according to schedule, (g) our ability to implement and achieve our environmental, social, and governance goals in accordance with regulatory requirements and expectations of stakeholders, suppliers, and customers; (h) our ability to execute our business strategies which may involve, among other things, (1) the ability to realize the intended benefits of completed, planned or contemplated acquisitions, dispositions or joint ventures, (2) the deployment of new systems (e.g., our enterprise resource planning (“ERP”) system), distribution channels and technology, and (3) an enhanced organizational structure (e.g., our sales and supply chain reorganization), (i) consolidation within the baking industry and related industries, (j) changes in pricing, customer and consumer reaction to pricing actions (including decreased volumes), and the pricing environment among competitors within the industry, (k) our ability to adjust pricing to offset, or partially offset, inflationary pressure on the cost of our products, including ingredient and packaging costs; (l) disruptions in our direct-store-delivery distribution model, including litigation or an adverse ruling by a court or regulatory or governmental body that could affect the independent contractor classifications of the independent distributor partners, and changes to our direct-store-delivery distribution model in California, (m) increasing legal complexity and legal proceedings that we are or may become subject to, (n) labor shortages and turnover or increases in employee and employee-related costs, (o) the credit, business, and legal risks associated with independent distributor partners and customers, which operate in the highly competitive retail food and foodservice industries, (p) any business disruptions due to political instability, pandemics, armed hostilities (including the ongoing conflict between Russia and Ukraine and the conflict in Israel and Gaza), incidents of terrorism, natural disasters, labor strikes or work stoppages, technological breakdowns, product contamination, product recalls or safety concerns related to our products, or the responses to or repercussions from any of these or similar events or conditions and our ability to insure against such events, (q) the failure of our information technology systems to perform adequately, including any interruptions, intrusions, cyber-attacks or security breaches of such systems or risks associated with the implementation of the upgrade of our ERP system; and (r) the potential impact of climate change on the company, including physical and transition risks, availability or restriction of resources, higher regulatory and compliance costs, reputational risks, and availability of capital on attractive terms. The foregoing list of important factors does not include all such factors, nor does it necessarily present them in order of importance. In addition, you should consult other disclosures made by the company (such as in our other filings with the SEC or in company press releases) for other factors that may cause actual results to differ materially from those projected by the company. Refer to Part I, Item 1A., Risk Factors, of the Form 10-K, Part II, Item 1A., Risk Factors, of the Form 10-Q for the quarter ended October 7, 2023 and subsequent filings with the SEC for additional information regarding factors that could affect the company’s results of operations, financial condition and liquidity. We caution you not to place undue reliance on forward-looking statements, as they speak only as of the date made and are inherently uncertain. The company undertakes no obligation to publicly revise or update such statements, except as required by law. You are advised, however, to consult any further public disclosures by the company (such as in our filings with the SEC or in company press releases) on related subjects.



# KEY MESSAGES

- Sales growth driven by pricing actions to offset inflationary pressures
- Volume trends improved sequentially, reflecting strong branded retail performance and diminished impact of business rationalizations
- Maintained unit share in challenging consumer environment
- *Dave's Killer Bread* snack bar launch on track with almost 14 thousand points of distribution
- Narrowed 2023 guidance range to reflect greater clarity moving into fourth quarter



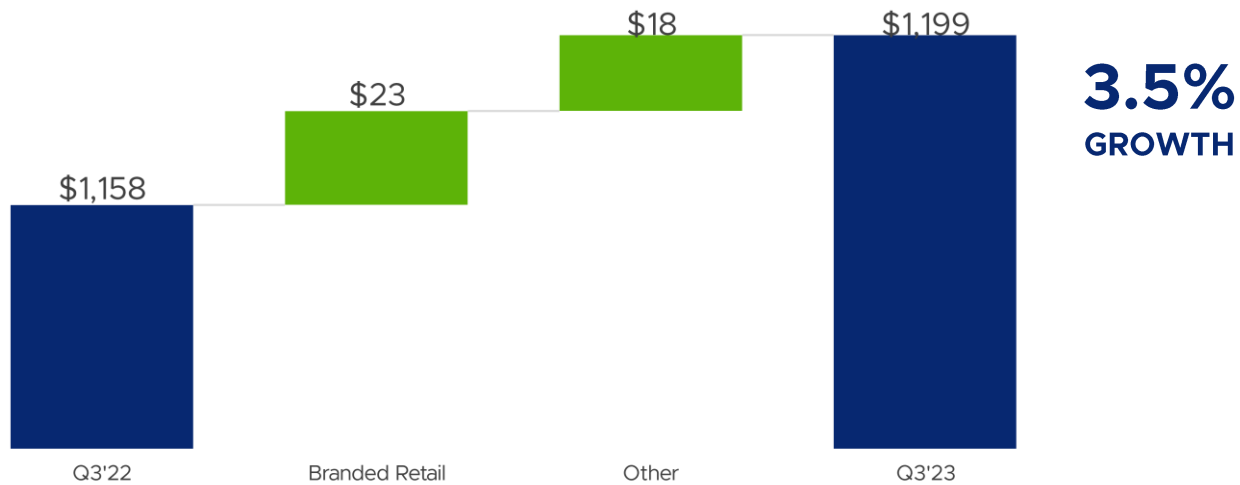
# Q3 2023 FINANCIAL HIGHLIGHTS

Sales grew due to price increases to mitigate inflation and the acquisition contribution, partly offset by lower volume

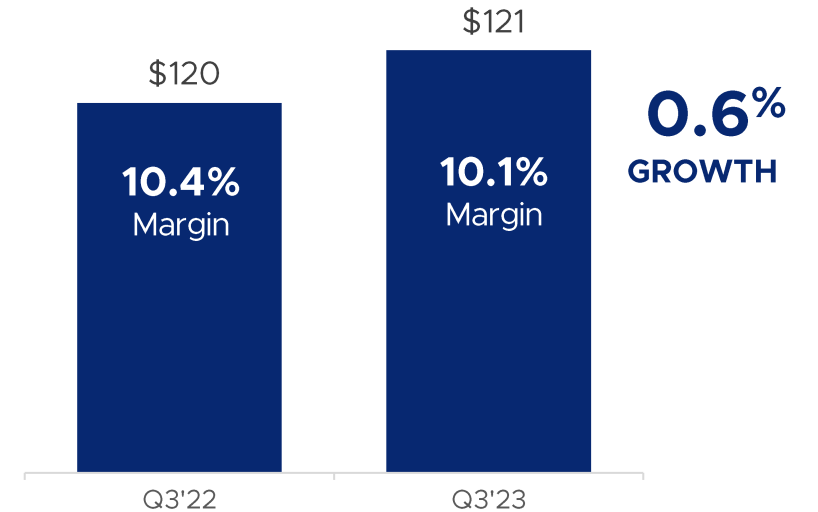
Net income decreased \$87.3 million to a net loss of \$46.7 million due to increased legal settlement expense and higher interest expense

Adjusted EBITDA increased primarily due to improved gross margin from greater sales, partly offset by higher SD&A

## COMPONENTS OF Q3'23 SALES CHANGE (MILLIONS)



## ADJUSTED EBITDA (MILLIONS)<sup>1</sup>



(1) Earnings before interest, taxes, depreciation & amortization, adjusted for matters affecting comparability. See non-GAAP reconciliations at the end of this slide presentation.



# Q3 2023 FINANCIAL REVIEW

## NET SALES

**\$1.199B** +3.5% v PY

- Price/Mix +6.3%<sup>1</sup>
- Volume -4.1%<sup>2</sup>
- Papa Pita acquisition +1.3%
- Price increases to mitigate inflation and acquisition contribution, partly offset by lower volume

## NET (LOSS) INCOME

**\$(46.7)M** v \$40.5M PY

## ADJ. EBITDA<sup>3</sup>

**\$121.2M** +0.6% v PY

- 10.1% of sales, down 30 bps
- Increased prices mitigating inflationary pressures, partly offset by higher SD&A

## CASH FLOWS — YTD

Cash from Ops  
**\$257.3M**

Dividends  
**\$146.7M**

Capex  
**\$97.0M**

## GAAP DILUTED EPS

**\$(0.22)** v \$0.19 PY

## ADJ. DILUTED EPS<sup>4</sup>

**\$0.29** -\$0.01 v PY

- Increased SD&A, COGS, D&A, and net interest expense
- Partly offset by increased sales and lower adjusted income tax

(1) Calculated as (current year period units X change in price per unit) / prior year period sales \$

(2) Calculated as (prior year period price per unit X change in units) / prior year period sales \$

(3) Earnings before interest, taxes, depreciation & amortization (EBITDA), adjusted for matters affecting comparability. See non-GAAP reconciliations at the end of this slide presentation.

(4) Earnings per share (EPS), adjusted for matters affecting comparability. See non-GAAP reconciliations at the end of this slide presentation.

# FISCAL 2023 GUIDANCE

(Provided November 9, 2023)

## SALES

**\$5.085 to  
\$5.104B**

## ADJ. EBITDA<sup>1</sup>

**\$495 to  
\$515M**

## ADJ. DIL. EPS<sup>2</sup>

**\$1.18 to  
\$1.25**

## OTHER

Depreciation & amortization

**\$150 – \$155M**

Effective tax rate

**APPROX. 24.0%**

Net interest expense

**\$16 - \$18M**

Diluted shares outstanding

**APPROX. 213M**

Capital expenditures

**\$135 – \$145M<sup>3</sup>**

## Fiscal 2023 Considerations

- Demand reversion
- Ability to mitigate inflation
- Consumer resiliency
- Business rationalizations
- Timing of cost savings initiatives
- Promotional environment
- Supply chain disruptions and availability of materials

(1) No reconciliation of the forecasted range for adjusted EBITDA to net income for the 52-week Fiscal 2023 is included in this presentation because the company is unable to quantify certain amounts that would be required to be included in the GAAP measure without unreasonable efforts. In addition, the company believes such reconciliations would imply a degree of precision that would be confusing or misleading to investors

(2) Earnings per share (EPS), adjusted for matters affecting comparability. See non-GAAP reconciliations at the end of this slide presentation.

(3) \$25-35 million related to ERP upgrade



# LONG-TERM GROWTH TARGET SCORECARD

	LT Targets <sup>1</sup>	CAGR <sup>1</sup>			
		FY'20 <sup>2</sup>	FY'21	FY'22	FY'23 <sup>3</sup>
Sales	1-2%	6.4%	2.5%	5.2%	5.4%
Adj EBITDA	4-6%	23.4%	7.8%	5.9%	4.5% <sup>4</sup>
Adj dil. EPS	7-9%	36.5%	13.7%	9.8%	6.1% <sup>5</sup>

(1) Off FY'19 base. No reconciliation of the forecasted range for adjusted diluted EPS to diluted EPS and adjusted EBITDA to net income is included in this presentation because the company is unable to quantify certain amounts that would be required to be included in the GAAP measure without unreasonable efforts. In addition, the company believes such reconciliations would imply a degree of precision that would be confusing or misleading to investors.

(2) FY'20 was a 53-week year

(3) Implied return using FY'23 guidance midpoint

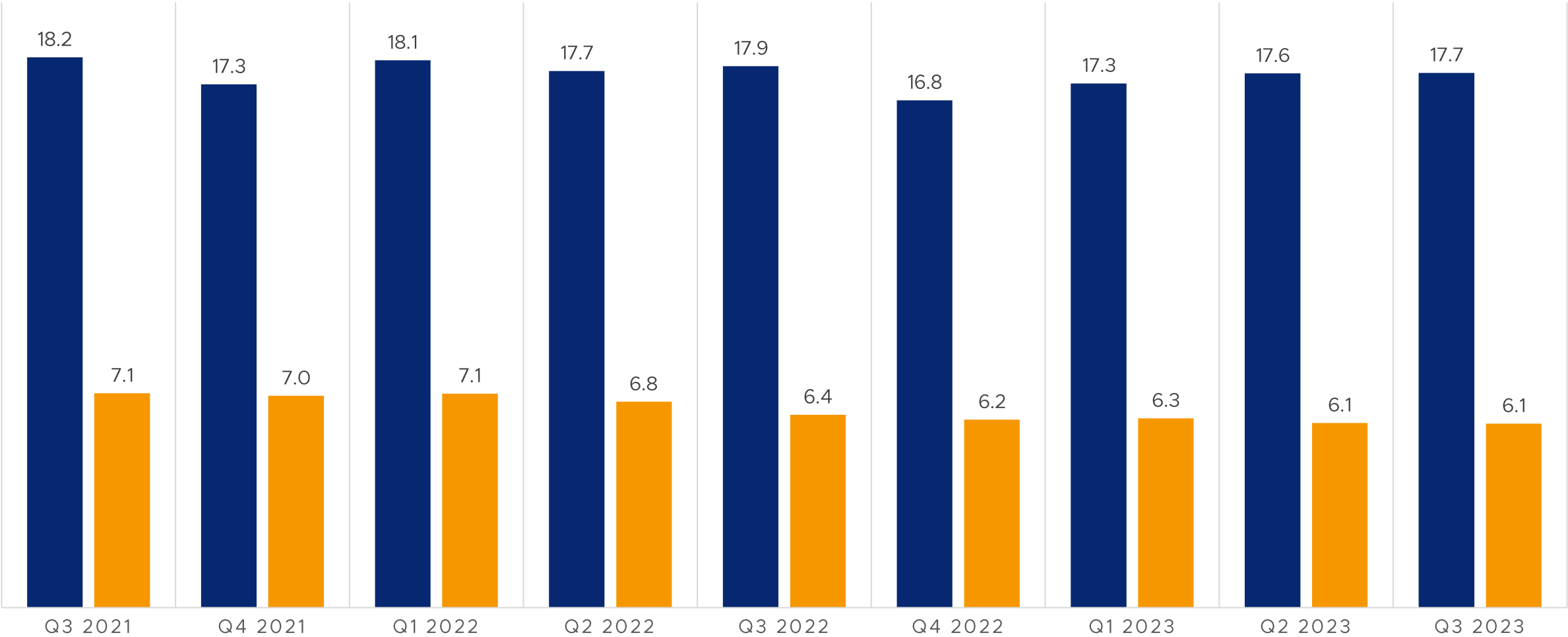
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(5) Earnings per share (EPS), adjusted for matters affecting comparability. See non-GAAP reconciliations at the end of this slide presentation.



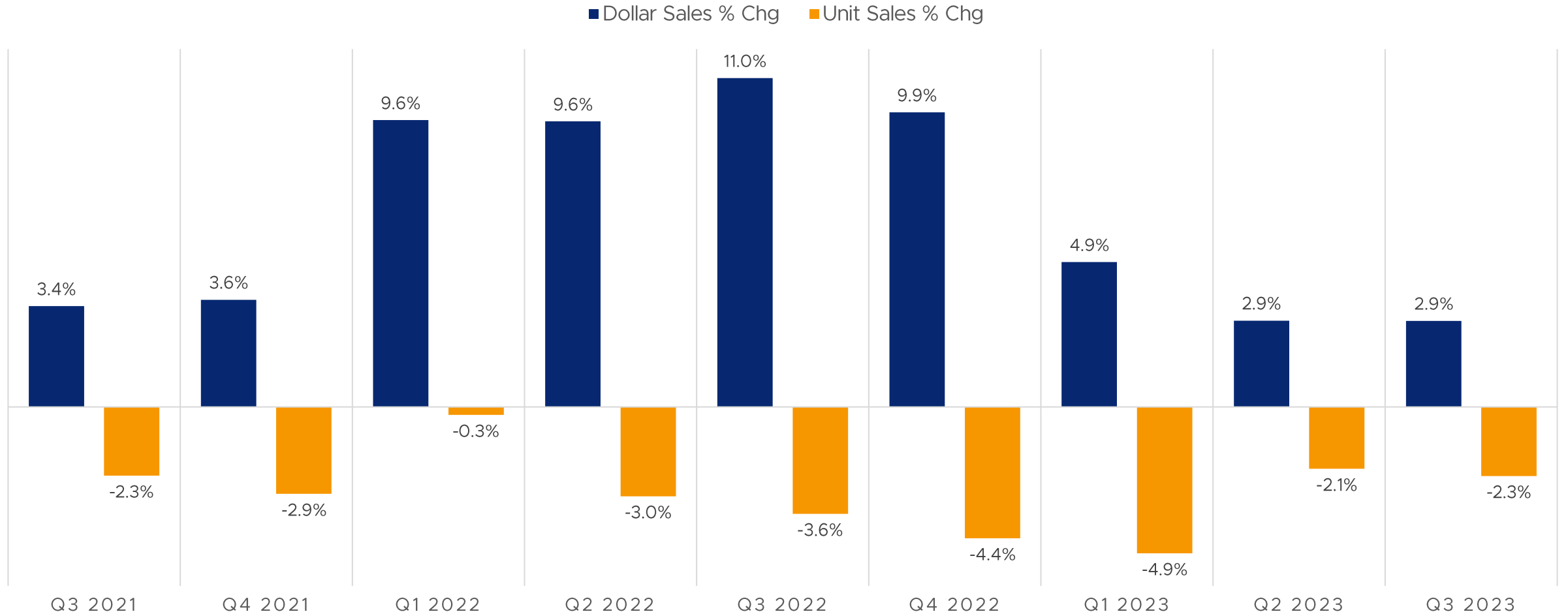
# FLOWERS' MARKET SHARE

■ FLO Bread Dollar Share   ■ FLO Cake Dollar Share



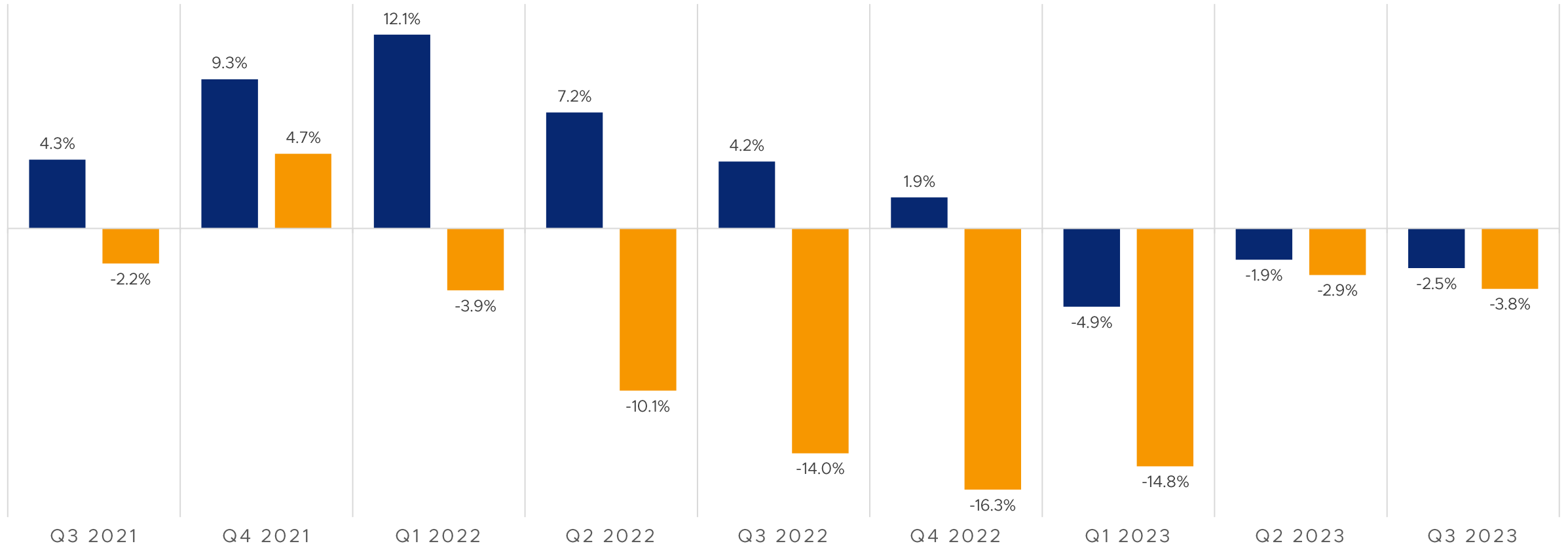
Source: Flowers Custom Database – Circana Total US Mulo + C Store

# FLOWERS FRESH PACKAGED BREADS



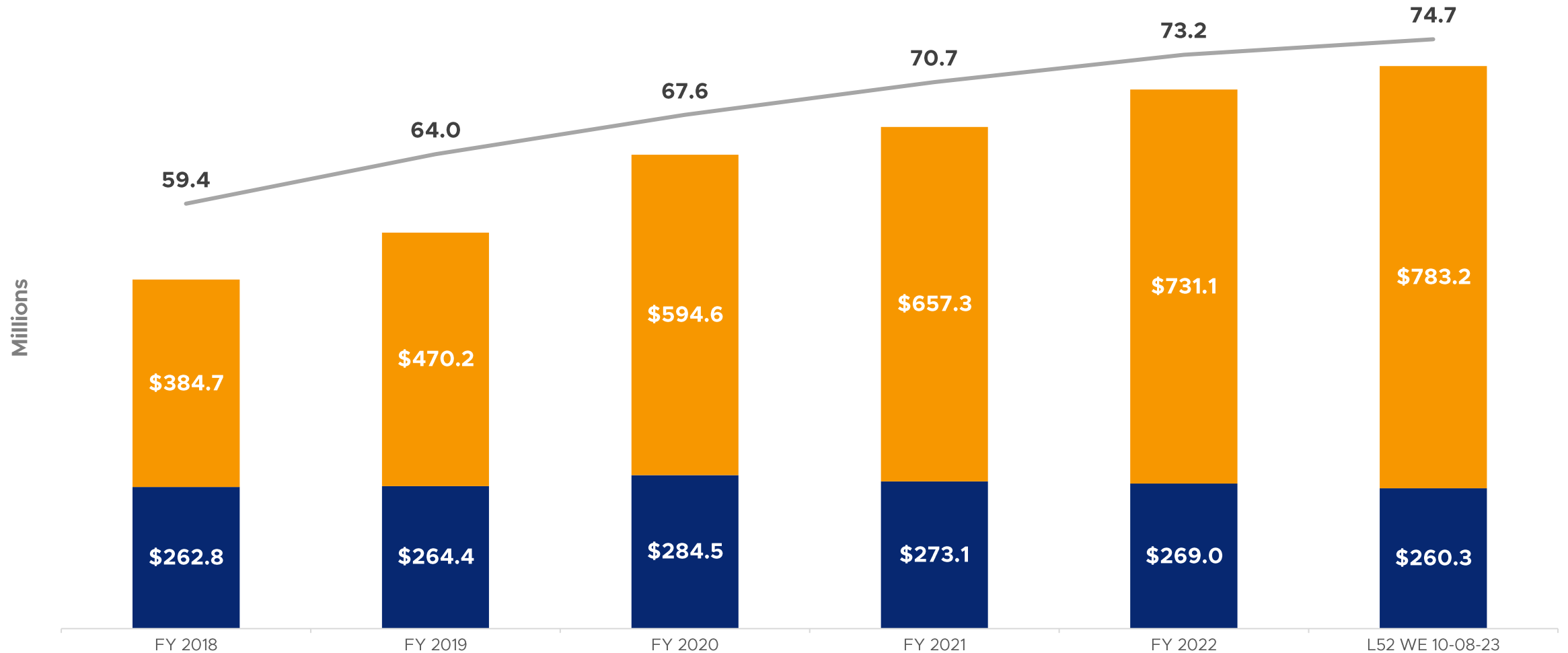
# FLOWERS COMMERCIAL CAKE

■ Dollar Sales % Chg ■ Unit Sales % Chg



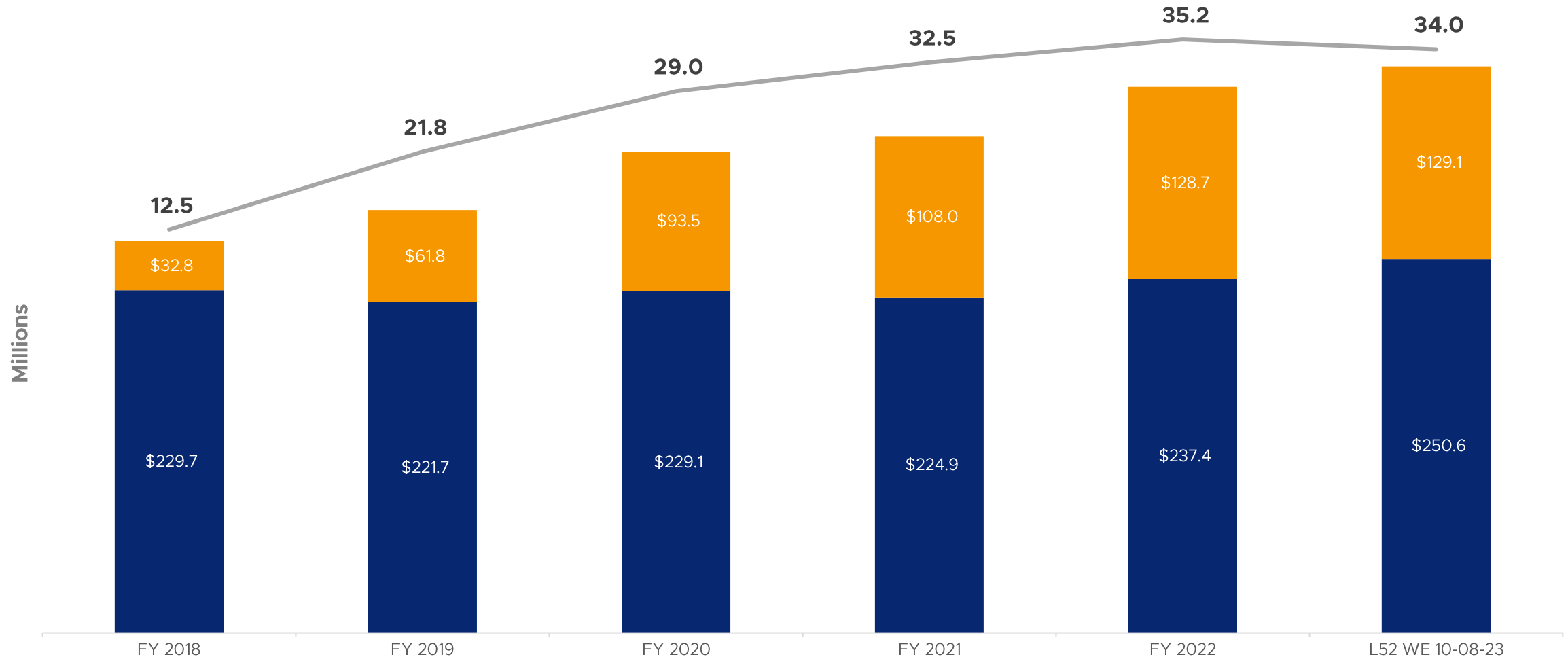
# ORGANIC CATEGORY SALES

■ ORGANIC FRESH PACKAGED BREADS xFLO    
 ■ FLOWERS ORGANICS    
 — FLOWERS SHARE OF ORGANICS



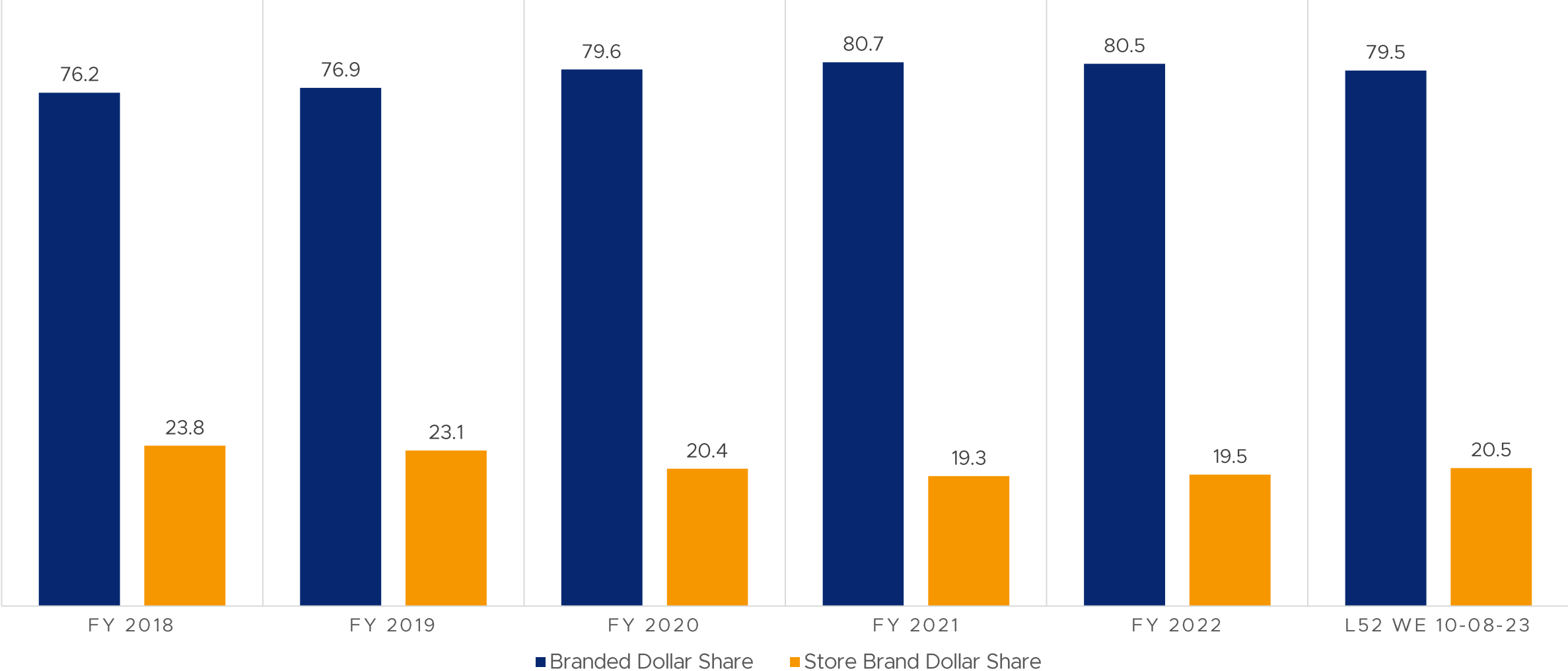
# GLUTEN-FREE CATEGORY SALES

GLUTEN FREE FPB xFLO    FLOWERS GF    FLOWERS SHARE OF GF



# BRANDED VS STORE BRAND MARKET SHARE

## FRESH PACKAGED BREAD CATEGORY



Source: Flowers Custom Database – Circana Total US Mulo + C Store

# INFORMATION REGARDING NON-GAAP FINANCIAL MEASURES

## Information Regarding Non-GAAP Financial Measures

The company prepares its consolidated financial statements in accordance with U.S. Generally Accepted Accounting Principles (GAAP). However, from time to time, the company may present in its public statements, press releases and SEC filings, non-GAAP financial measures such as, EBITDA, adjusted EBITDA, adjusted EBITDA margin, adjusted net income, adjusted diluted EPS, adjusted income tax expense, adjusted selling, distribution and administrative expenses (SD&A), and gross margin excluding depreciation and amortization. The reconciliations attached provide reconciliations of the non-GAAP measures used in this presentation or release to the most comparable GAAP financial measure. The company's definitions of these non-GAAP measures may differ from similarly titled measures used by others. These non-GAAP measures should be considered supplemental to, and not a substitute for, financial information prepared in accordance with GAAP.

The company defines EBITDA as earnings before interest, taxes, depreciation and amortization. Earnings are net income. The company believes that EBITDA is a useful tool for managing the operations of its business and is an indicator of the company's ability to incur and service indebtedness and generate free cash flow. EBITDA is used as the primary performance measure in the company's 2014 Omnibus Equity and Incentive Compensation Plan. Furthermore, pursuant to the terms of our credit facility, EBITDA is used to determine the company's compliance with certain financial covenants. The company also believes that EBITDA measures are commonly reported and widely used by investors and other interested parties as measures of a company's operating performance and debt servicing ability because EBITDA measures assist in comparing performance on a consistent basis without regard to depreciation or amortization, which can vary significantly depending upon accounting methods and non-operating factors (such as historical cost). EBITDA is also a widely-accepted financial indicator of a company's ability to incur and service indebtedness.

EBITDA should not be considered an alternative to (a) income from operations or net income (loss) as a measure of operating performance; (b) cash flows provided by operating, investing and financing activities (as determined in accordance with GAAP) as a measure of the company's ability to meet its cash needs; or (c) any other indicator of performance or liquidity that has been determined in accordance with GAAP.

The company defines adjusted EBITDA, adjusted EBITDA margin, adjusted net income, adjusted diluted EPS, adjusted income tax expense and adjusted SD&A, respectively, to exclude additional costs that the company considers important to present to investors. These costs include, but are not limited to, the costs of closing a plant or costs associated with acquisition-related activities, certain impairment charges, legal settlements and other costs impacting past and future comparability. The company believes that these measures, when considered together with its GAAP financial results, provides management and investors with a more complete understanding of its business operating results, including underlying trends, by excluding the effects of certain charges.

Presentation of gross margin includes depreciation and amortization in the materials, supplies, labor and other production costs according to GAAP. Our method of presenting gross margin excludes the depreciation and amortization components, as discussed above.

The reconciliations attached provide reconciliations of the non-GAAP measures used in this presentation or release to the most comparable GAAP financial measure.

No reconciliation of the forecasted range for adjusted EBITDA or adjusted EPS is included in this presentation because we are unable to quantify certain amounts that would be required to be included in the GAAP measure without unreasonable efforts. In addition, the company believes such reconciliations would imply a degree of precision that would be confusing or misleading to investors.



# RECONCILIATION OF NON-GAAP FINANCIAL MEASURES

## RECONCILIATION OF NET (LOSS) INCOME PER SHARE TO ADJUSTED DILUTED EARNINGS PER SHARE

	12-Week Period Ended	12-Week Period Ended
	October 7, 2023	October 8, 2022
Net (loss) income per diluted common share	\$ (0.22)	\$ 0.19
Business process improvement costs	0.02	0.03
Plant closure costs and impairment of assets	NM	0.02
Restructuring charges	NM	—
Acquisition-related costs	—	0.04
Legal settlement and related costs	0.49	0.02
Adjusted net income per diluted common share	\$ 0.29	\$ 0.30

*NM – Not meaningful.  
Certain amounts may not add due to rounding.*



# RECONCILIATION OF NON-GAAP FINANCIAL MEASURES

## RECONCILIATION OF GROSS MARGIN EXCLUDING DEPRECIATION AND AMORTIZATION TO GROSS MARGIN (000S OMITTED)

	For the 12 Week Period Ended October 7, 2023	For the 12 Week Period Ended October 8, 2022
Sales	\$ 1,199,260	\$ 1,158,169
Materials, supplies, labor and other production costs (exclusive of depreciation and amortization)	617,468	615,621
Gross Margin excluding depreciation and amortization	581,792	542,548
Less depreciation and amortization for production activities	19,225	18,264
Gross Margin	<u>\$ 562,567</u>	<u>\$ 524,284</u>
Depreciation and amortization for production activities	\$ 19,225	\$ 18,264
Depreciation and amortization for selling, distribution and administrative activities	16,749	14,635
Total depreciation and amortization	<u>\$ 35,974</u>	<u>\$ 32,899</u>



# RECONCILIATION OF NON-GAAP FINANCIAL MEASURES

## RECONCILIATION OF SELLING, DISTRIBUTION AND ADMINISTRATIVE EXPENSES TO ADJUSTED SD&A (000S OMITTED)

	For the 12 Week Period Ended <u>October 7, 2023</u>	For the 12 Week Period Ended <u>October 8, 2022</u>
Selling, distribution and administrative expenses	\$ 603,954	\$ 447,363
Business process improvement costs	(5,814)	(8,144)
Legal settlements and related costs	(137,529)	(5,500)
Acquisition-related costs	-	(11,582)
<b>Adjusted selling, distribution and administrative expenses</b>	<b>\$ 460,611</b>	<b>\$ 422,137</b>
Sales	\$ 1,199,260	\$ 1,158,169
<b>Adjusted SD&amp;A as a percent of sales</b>	<b>38.4%</b>	<b>36.4%</b>



# RECONCILIATION OF NON-GAAP FINANCIAL MEASURES

## RECONCILIATION OF NET (LOSS) INCOME TO EBITDA AND ADJUSTED EBITDA (000S OMITTED)

	For the 12 Week Period Ended October 7, 2023	For the 12 Week Period Ended October 8, 2022
Net (loss) income	\$ (46,730)	\$ 40,528
Income tax (benefit) expense	(16,567)	13,759
Interest expense, net	4,010	1,342
Depreciation and amortization	35,974	32,899
EBITDA	(23,313)	88,528
Other pension benefit	(62)	(178)
Business process improvement costs	5,814	8,144
Restructuring charges	179	-
Legal settlements and related costs	137,529	5,500
Plant closure costs and impairment of assets	1,034	6,835
Acquisition-related costs	-	11,582
Adjusted EBITDA	\$ 121,181	\$ 120,411
Sales	\$ 1,199,260	\$ 1,158,169
Adjusted EBITDA as a percent of sales	10.1%	10.4%



# RECONCILIATION OF NON-GAAP FINANCIAL MEASURES

## RECONCILIATION OF INCOME TAX (BENEFIT) EXPENSE TO ADJUSTED INCOME TAX EXPENSE (000S OMITTED)

	For the 12 Week Period Ended <u>October 7, 2023</u>	For the 12 Week Period Ended <u>October 8, 2022</u>
Income tax (benefit) expense	\$ (16,567)	\$ 13,759
Tax impact of:		
Business process improvement costs	1,453	2,036
Restructuring charges	45	-
Legal settlements and related costs	34,382	1,375
Plant closure costs and impairment of assets	259	1,708
Acquisition-related costs	-	2,896
Adjusted income tax expense	<u>\$ 19,572</u>	<u>\$ 21,774</u>



# RECONCILIATION OF NON-GAAP FINANCIAL MEASURES

## RECONCILIATION OF NET (LOSS) INCOME TO ADJUSTED NET INCOME (000S OMITTED)

	<u>For the 12 Week Period Ended October 7, 2023</u>	<u>For the 12 Week Period Ended October 8, 2022</u>
Net (loss) income	\$ (46,730)	\$ 40,528
Business process improvement costs	4,361	6,108
Restructuring charges	134	-
Legal settlements and related costs	103,147	4,125
Plant closure costs and impairment of assets	775	5,127
Acquisition-related costs	-	8,686
Adjusted net income	<u>\$ 61,687</u>	<u>\$ 64,574</u>



# RECONCILIATION OF NON-GAAP FINANCIAL MEASURES

## RECONCILIATION OF NET INCOME (LOSS) TO EBITDA AND ADJUSTED EBITDA (000S OMITTED)

	For the 12 Week Period Ended December 31, 2022	For the 16 Week Period Ended April 22, 2023	For the 12 Week Period Ended July 15, 2023	For the 12 Week Period Ended October 7, 2023	Trailing 52 Week Period Ended October 7, 2023
Net income (loss)	\$ 48,597	\$ 70,710	\$ 63,760	\$ (46,730)	\$ 136,337
Income tax expense (benefit)	15,346	19,255	20,605	(16,567)	38,639
Interest expense, net	330	3,886	4,251	4,010	12,477
Depreciation and amortization	32,713	43,735	34,984	35,974	147,406
EBITDA	96,986	137,586	123,600	(23,313)	334,859
Other pension benefit	(179)	(83)	(62)	(62)	(386)
Business process improvement costs	4,303	6,219	6,588	5,814	22,924
Gain on sale, severance costs, and lease termination (gain) loss	(6,107)	-	-	-	(6,107)
Legal settlements and related costs	-	-	-	137,529	137,529
Restructuring charges	-	4,195	2,499	179	6,873
Plant closure costs and impairment of assets	-	-	-	1,034	1,034
Acquisition-related costs	936	3,223	489	-	4,648
FASTER Act and loss on inferior ingredients	236	-	-	-	236
Adjusted EBITDA	\$ 96,175	\$ 151,140	\$ 133,114	\$ 121,181	\$ 501,610



# RECONCILIATION OF NON-GAAP FINANCIAL MEASURES

## RECONCILIATION OF DEBT TO NET DEBT AND CALCULATION OF NET DEBT TO TRAILING TWELVE MONTH ADJUSTED EBITDA RATIO (000S OMITTED)

	<u>As of</u> <u>October 7, 2023</u>
Current maturities of long-term debt	\$ -
Long-term debt	1,037,843
<b>Total debt</b>	<b>1,037,843</b>
Less: Cash and cash equivalents	14,561
<b>Net Debt</b>	<b>\$ 1,023,282</b>
Adjusted EBITDA for the Trailing Twelve Months Ended October 7, 2023	\$ 501,610
<b>Ratio of Net Debt to Trailing Twelve Month Adjusted EBITDA</b>	<b>2.0</b>



# RECONCILIATION OF NON-GAAP FINANCIAL MEASURES

## RECONCILIATION OF EARNINGS PER SHARE - FULL YEAR FISCAL 2023 GUIDANCE RANGE ESTIMATE

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	Range Estimate	
Net income per diluted common	\$ 0.60	to \$ 0.67
Business process improvement costs	0.07	0.07
Plant closure costs and impairment of	NM	NM
Restructuring charges	0.02	0.02
Acquisition-related costs	0.01	0.01
Legal settlements and related costs	0.48	0.48
Adjusted net income per diluted	\$ 1.18	to \$ 1.25

