

November 28, 2017



# Central Garden & Pet Company Announces Fiscal 2017 & Fourth Quarter Results

***Fiscal 2017 diluted EPS of \$1.52 vs. diluted EPS of \$0.87 for fiscal 2016***

***Fiscal 2017 non-GAAP diluted EPS of \$1.50 vs. non-GAAP diluted EPS of \$1.26 for fiscal 2016***

WALNUT CREEK, Calif.--(BUSINESS WIRE)-- Central Garden & Pet Company (NASDAQ: CENT) (NASDAQ: CENTA), a leading innovator, producer and distributor of branded and private label products for the lawn & garden and pet supplies markets, today announced financial results for its fiscal year and fourth quarter ended September 30, 2017.

## **Fiscal 2017 Summary**

Net sales of \$2.05 billion increased 12.3% compared to \$1.83 billion a year ago. Branded product sales of \$1.65 billion increased 14.1% and sales of other manufacturers' products increased 5.7% to \$408.9 million. Fiscal 2017 contained an additional week compared to fiscal 2016. Organic sales growth, adjusting for businesses purchased or exited that impacted the year and excluding the extra week, rose 4.8%. The Pet and Garden segments both experienced meaningful organic growth. Gross margin improved 60 basis points to 30.8% compared to 30.2% in the prior year, with both the Garden and Pet segments contributing to the increase. The Company's gross margin benefited from higher sales volumes and cost savings, including manufacturing efficiencies and more favorable input costs.

## **Fiscal 2017 GAAP Operating Income, Net Earnings and EPS**

- Operating income of \$156.1 million increased 20.7% from \$129.4 million in fiscal 2016;
- Operating margin of 7.6% increased 50 basis points compared to fiscal 2016;
- Net income of \$78.8 million, increased 77.1% compared to \$44.5 million in fiscal 2016; and
- Earnings per share increased 74.7% to \$1.52 per fully diluted share.

## **Fiscal 2017 Non-GAAP Operating Income, Net Earnings and EPS**

- Non-GAAP results for fiscal 2017 exclude \$2.0 million from the sale of a Garden

distribution facility in the first quarter;

- Non-GAAP results for fiscal 2016 exclude \$14.3 million of charges in the first quarter related to the Company's refinancing of its fixed rate notes, \$2.4 million of income related to the sale of a manufacturing plant in the third quarter, and non-cash impairment charges of \$18.4 million in the fourth quarter primarily related to the Company's investment in an anti-microbial technology venture. Only \$1.8 million of the fourth quarter impairment charge impacted operating income;
- Non-GAAP operating income for fiscal 2017 was \$154.1 million and an operating margin of 7.5% compared to \$128.8 million and 7.0% in the prior year;
- Non-GAAP net income for fiscal 2017 was \$77.5 million, a 20.4% gain compared to \$64.4 million in the period a year ago;
- Non-GAAP earnings per fully diluted share increased 19.0% to \$1.50.

### **Fiscal 2017 Fourth Quarter Financial Results**

Net sales increased 18.6% to \$490.5 million compared to \$413.4 million in the fourth quarter a year ago, benefiting from acquisitions, an extra week compared to the prior year period, and strength in the Company's dog & cat and controls & fertilizer categories. Branded product sales of \$393.5 million increased 19.4% and sales of other manufacturers' products of \$97.0 million increased 15.9%. Organic sales growth excluding the extra week increased 3.6%. The Pet and Garden segments both experienced organic growth; gross margin improved 50 basis points compared to the fourth quarter a year ago to 29.6%, on increased volume and greater efficiencies.

### **Fourth Quarter GAAP Operating Income, Net Earnings and EPS**

- Operating income of \$14.4 million was up \$1.4 million or 10.6% compared to \$13.0 million in the fourth quarter a year ago. Operating margin of 2.9% decreased 20 basis points compared to the fourth quarter a year ago, due to higher SG&A expenses, including increased demand creation spending and an additional \$2.3 million expense related to a contingent earn out for a fiscal 2017 Pet segment acquisition;
- Net income increased to \$4.3 million from a loss of \$5.6 million in the fourth quarter a year ago;
- Earnings per fully-diluted share increased to \$0.08 from a loss of \$0.11 in the fourth quarter a year ago.

### **Fourth Quarter Non-GAAP Operating Income, Net Earnings and EPS**

- Non-GAAP results for the fourth quarter of 2016 exclude non-cash impairment charges of \$18.4 million including \$1.8 million that impacted operating income;
- Non-GAAP operating income was \$14.4 million and non-GAAP operating margin was 2.9%; compared to \$14.8 million and 3.6% in the fourth quarter of fiscal 2016. The decline was due in large part to the higher SG&A spending to drive future demand and a \$2.3 million charge related to a contingent earn-out for a fiscal 2017 Pet segment acquisition;
- Non-GAAP net income of \$4.3 million decreased \$2.3 million compared to the fourth

quarter a year ago; and

- Non-GAAP earnings per diluted share of \$0.08 decreased from \$0.13 in the fourth quarter a year ago.

"We are very pleased with the record revenue and earnings that Central realized in 2017," said George Roeth, President & CEO of Central Garden & Pet. "Even more gratifying is the success we achieved in significantly advancing our strategy to support long-term sustainable growth in the future." Roeth continued, "The market share gains and innovation that we rolled out during the year were key drivers of our success. We executed well in both of our segments and partnered closely with our customers to help bring superior value to consumers."

### **Pet Segment Fiscal 2017 Fourth Quarter Results**

Fourth quarter net sales for the Pet segment increased 22.1% to \$330.5 million, from the same period a year ago, with acquisitions and an extra week significant factors. The Pet segment's branded product sales were \$267.4 million, up 24.7% compared to the fourth quarter a year ago, and sales of other manufacturers' products were \$63.1 million, an increase of 12.3%. Pet organic sales, excluding the extra week grew 3.4%, on strength in the dog & cat businesses.

The Pet segment's operating income rose 21.8% to \$27.5 million compared to the fourth quarter a year ago, which included a \$1.8 million non-cash intangible impairment. Pet operating margin was flat at 8.3%, aided by the absence of the impairment charge taken in the prior year but negatively impacted by a \$2.3 million contingent earn-out charge in the current year related to a recent acquisition. Another factor affecting margins was increased facilities and warehouse costs related to a successful new pet distribution business model initiative.

### **Garden Segment Fiscal 2017 Fourth Quarter Results**

Net sales for the Garden segment, all organic, increased 12.0% compared to the fourth quarter a year ago to \$160.0 million. The Garden segment's branded product sales were \$126.1 million in the quarter, up 9.4% compared to the fourth quarter a year ago. Sales of other manufacturers' products gained 23.3% to \$33.9 million. Organic sales, excluding the extra week, were up 4.1% on strength in the segment's controls & fertilizer category and an increase in sales of other manufacturers' products.

The Garden segment's operating income in the quarter decreased to \$0.2 million compared to \$2.7 million in the fourth quarter a year ago. Garden operating margin declined 170 basis points to 0.2%. Increased demand creation spending, to fuel growth in the future, as well as costs related to the reset of product in the Company's decor business, drove the decline.

### **2018 Guidance**

The Company currently expects earnings per fully-diluted share of \$1.62 or higher for fiscal 2018, an increase of 6.6% or more from the prior year on a GAAP basis despite fiscal 2018 having one less week than fiscal 2017. On a non-GAAP basis, excluding the Garden facility sale from the first quarter of 2017, the expected earnings increase is 8.0% or higher. While the Company expects the strong execution of its strategies to continue its momentum into

2018 and beyond, it does expect some quarterly bumpiness, due to such factors as investment timing, how the quarterly calendar falls versus the prior year, and the impact of a highly seasonal JV in which it invested in fiscal 2017.

In addition, the guidance excludes any impact from new M&A activities and any potential change to the Company's tax rate. A recent accounting standard changes the GAAP requirements for the way companies are required to account for some of the impacts related to non-cash equity compensation expense and is expected to impact the Company in 2018 and in future years. The Company believes the change will result in a lower tax rate in 2018, although the impact could vary depending on a number of factors, including the price of the Company's stock. The Company plans to provide an estimate as it gains more clarity on the impact as it moves through the fiscal year. Capital expenditures are expected to be approximately \$40 million in the fiscal 2018.

Mr. Roeth said, "As we look ahead to 2018, we continue to be committed to our strategy, which is working. We have a long runway of opportunities and continue to stay focused on growing revenues organically by reinvesting cost savings in sustainable, profitable organic growth and using our cash flow and debt capacity to add additional growth through disciplined acquisitions. All-in-all, we continue to be very optimistic about the future."

### **Additional Information**

At September 30, 2017, the Company's cash and short-term investment balance was \$32.4 million, compared to \$93.0 million a year ago. Cash flow from operations for the fourth quarter of fiscal 2017 was \$71.7 million, compared to \$61.8 million in the fourth quarter of fiscal 2016.

Total debt at September 30, 2017 was \$395.7 million compared to \$395.3 million at September 24, 2016. Net interest expense was \$7.2 million for the fourth quarter compared to \$6.6 million in the prior-year period. The increase in interest expense was due primarily to the extra week in the fourth quarter of fiscal 2017. During the quarter, the Company did not repurchase any shares of its common stock. Approximately \$35 million remains available under the Board approved share repurchase program.

### **Conference Call**

The Company will host a conference call today at 4:30 p.m. Eastern Time / 1:30 p.m. Pacific Time to discuss its fourth quarter and fiscal 2017 results. The conference call will be accessible via the internet through Central's website, <http://ir.central.com>.

Alternatively, to listen to the call by telephone, dial (201) 689-8345 (domestic and international) using confirmation #13673101. A replay of the call will be available for ten days by dialing (201) 612-7415 and entering confirmation #13673101.

### **About Central Garden & Pet**

Central Garden & Pet Company is a leading innovator, marketer and producer of quality branded products for the lawn & garden and pet supplies markets. Committed to new product innovation, our products are sold to specialty independent and mass retailers. Participating categories in Lawn & Garden include: Grass seed and the brands

PENNINGTON®, and THE REBELS®; wild bird feed and the brand PENNINGTON®; weed and insect control and the brands AMDRO®, SEVIN®, IRONITE® and OVER-N-OUT®; and decorative outdoor patio products under the PENNINGTON® brand. We also provide a host of other regional and application-specific garden brands and supplies. Participating categories in Pet include: Animal health and the brands ADAMS™ and ZODIAC®; aquatics and reptile and the brands AQUEON®, CORALIFE®, SEGREST™ and ZILLA®; bird & small animal and the brands KAYTEE®, Forti-Diet® and CRITTER TRAIL®; dog & cat and the brands TFH™, NYLABONE®, FOUR PAWS®, IMS™, CADET®, DMC™, K&H Pet Products®, PINNACLE® and AVODERM®; and equine and the brands FARNAM®, HORSE HEALTH™ and VITAFLEX®. We also provide a host of other application-specific pet brands and supplies. Central Garden & Pet Company is based in Walnut Creek, California, and has approximately 4,100 employees, primarily in North America. For additional information on Central Garden & Pet Company, including access to the Company's SEC filings, please visit the Company's website at [www.central.com](http://www.central.com).

“Safe Harbor” Statement under the Private Securities Litigation Reform Act of 1995: The statements contained in this release which are not historical facts, including expectations for future favorable results and cost reductions, operating margin expansion, and earnings guidance for fiscal 2018 are forward-looking statements that are subject to risks and uncertainties that could cause actual results to differ materially from those set forth in or implied by forward-looking statements. All forward-looking statements are based upon the Company's current expectations and various assumptions. There are a number of risks and uncertainties that could cause our actual results to differ materially from the forward-looking statements contained in this release including, but not limited to, the following factors:

- seasonality and fluctuations in the Company's operating results and cash flow;
- fluctuations in market prices for seeds and grains and other raw materials and the Company's ability to pass through cost increases in a timely manner;
- adverse weather conditions;
- our dependence upon our key executives;
- the impact of new accounting regulations and potential federal tax reform on the Company's tax rate;
- dependence on a small number of customers for a significant portion of our business;
- uncertainty about new product innovations and marketing programs; and
- competition in our industries.

These risks and others are described in the Company's Securities and Exchange Commission filings. The Company undertakes no obligation to publicly update these forward-looking statements to reflect new information, subsequent events or otherwise.

**CENTRAL GARDEN & PET COMPANY**  
**CONDENSED CONSOLIDATED BALANCE SHEETS**  
(in thousands)  
Unaudited

| <b>ASSETS</b>                                         | <b>September 30, 2017</b> | <b>September 24, 2016</b> |
|-------------------------------------------------------|---------------------------|---------------------------|
| Current assets:                                       |                           |                           |
| Cash and cash equivalents                             | \$ 32,397                 | \$ 92,982                 |
| Restricted cash                                       | 12,645                    | 10,910                    |
| Accounts receivable, net                              | 237,868                   | 201,151                   |
| Inventories                                           | 382,101                   | 362,004                   |
| Prepaid expenses, deferred income taxes and other     | 18,045                    | 16,249                    |
| Total current assets                                  | 683,056                   | 683,296                   |
| Plant, property and equipment, net                    | 180,913                   | 158,224                   |
| Goodwill                                              | 256,275                   | 231,385                   |
| Other intangible assets, net                          | 116,067                   | 95,865                    |
| Deferred income taxes and other assets                | 70,595                    | 11,913                    |
| Total                                                 | <u>\$ 1,306,906</u>       | <u>\$ 1,180,683</u>       |
| <b>LIABILITIES AND EQUITY</b>                         |                           |                           |
| Current liabilities:                                  |                           |                           |
| Accounts payable                                      | \$ 103,283                | \$ 102,413                |
| Accrued expenses                                      | 116,549                   | 99,343                    |
| Current portion of long-term debt                     | 375                       | 463                       |
| Total current liabilities                             | 220,207                   | 202,219                   |
| Long-term debt                                        | 395,278                   | 394,806                   |
| Deferred income taxes and other long-term obligations | 54,279                    | 29,071                    |
| Equity:                                               |                           |                           |
| Common stock                                          | 122                       | 120                       |
| Class A common stock                                  | 380                       | 374                       |
| Class B stock                                         | 16                        | 16                        |
| Additional paid-in capital                            | 396,790                   | 393,297                   |
| Retained earnings                                     | 239,329                   | 160,501                   |
| Accumulated other comprehensive income (loss)         | (951)                     | (1,294)                   |
| Total Central Garden & Pet shareholders' equity       | 635,686                   | 553,014                   |
| Noncontrolling interest                               | 1,456                     | 1,573                     |
| Total equity                                          | 637,142                   | 554,587                   |
| Total                                                 | <u>\$ 1,306,906</u>       | <u>\$ 1,180,683</u>       |

**CENTRAL GARDEN & PET COMPANY**  
**CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS**  
(in thousands, except per share amounts)  
(unaudited)

|                                                                          | Three Months Ended |                    | Fiscal Year Ended  |                    |
|--------------------------------------------------------------------------|--------------------|--------------------|--------------------|--------------------|
|                                                                          | September 30, 2017 | September 24, 2016 | September 30, 2017 | September 24, 2016 |
| Net sales                                                                | \$ 490,464         | \$ 413,412         | \$ 2,054,478       | \$ 1,829,017       |
| Cost of goods sold and occupancy                                         | 345,136            | 293,232            | 1,421,670          | 1,275,967          |
| Gross profit                                                             | 145,328            | 120,180            | 632,808            | 553,050            |
| Selling, general and administrative expenses                             | 130,947            | 105,355            | 476,696            | 421,864            |
| Intangible asset impairment                                              | —                  | 1,828              | —                  | 1,828              |
| Operating income                                                         | 14,381             | 12,997             | 156,112            | 129,358            |
| Interest expense                                                         | (7,233)            | (6,642)            | (28,209)           | (42,847)           |
| Interest income                                                          | 48                 | 66                 | 147                | 140                |
| Other income (expense)                                                   | (1,315)            | (16,770)           | (1,621)            | (17,013)           |
| Income before income taxes and noncontrolling interest                   | 5,881              | (10,349)           | 126,429            | 69,638             |
| Income tax expense                                                       | 2,078              | (4,456)            | 46,699             | 24,053             |
| Net income including noncontrolling interest                             | 3,803              | (5,893)            | 79,730             | 45,585             |
| Net income attributable to noncontrolling interest                       | (456)              | (282)              | 902                | 1,071              |
| Net income attributable to Central Garden & Pet Company                  | \$ 4,259           | \$ (5,611)         | \$ 78,828          | \$ 44,514          |
| Net income per share attributable to Central Garden & Pet Company:       |                    |                    |                    |                    |
| Basic                                                                    | \$ 0.08            | \$ (0.11)          | \$ 1.57            | \$ 0.91            |
| Diluted                                                                  | \$ 0.08            | \$ (0.11)          | \$ 1.52            | \$ 0.87            |
| Weighted average shares used in the computation of net income per share: |                    |                    |                    |                    |
| Basic                                                                    | 50,654             | 49,453             | 50,230             | 48,964             |
| Diluted                                                                  | 51,935             | 49,453             | 51,820             | 51,075             |

### *Use of Non-GAAP Financial Measures*

We report our financial results in accordance with U.S. generally accepted accounting principles (GAAP). However, to supplement the financial results prepared in accordance with GAAP, we use non-GAAP financial measures including non-GAAP net sales on a consolidated and segment basis, non-GAAP selling, general and administrative (SG&A) expense, non-GAAP operating income on a consolidated and segment basis, non-GAAP interest expense, non-GAAP other income (expense) and non-GAAP net income and diluted net income per share. Management believes these non-GAAP financial measures that exclude the impact of specific items (described below) may be useful to investors in their assessment of our ongoing operating performance and provide additional meaningful comparisons between current results and results in prior operating periods.

The reconciliations of these non-GAAP measures to the most directly comparable financial measures calculated and presented in accordance with GAAP are shown in the tables below. We believe that the non-GAAP financial measures provide useful information to investors and other users of our financial statements, by allowing for greater transparency in the review of our financial and operating performance. Management also uses these non-GAAP financial measures in making financial, operating and planning decisions and in evaluating our performance, and we believe these measures similarly may be useful to investors in evaluating our financial and operating performance and the trends in our business from management's point of view. While our management believes that non-GAAP

measurements are useful supplemental information, such adjusted results are not intended to replace our GAAP financial results and should be read in conjunction with those GAAP results.

Non-GAAP financial measures reflect adjustments based on the following items:

- Asset impairment charges: we have excluded the impact of asset impairments on intangible assets and equity method investments as such non-cash amounts are inconsistent in amount and frequency. We believe that the adjustment of these charges supplements the GAAP information with a measure that can be used to assess the sustainability of our operating performance.
- Gains on disposals of significant plant assets: we have excluded the impact of gains on the disposal of significant plant assets as these represent infrequent transactions that impact the comparability between operating periods. We believe the adjustment of these gains supplements the GAAP information with a measure that may be used to assess the sustainability of our operating performance.
- Loss on early extinguishment of debt: we have excluded the charges associated with the refinancing of our 2018 Notes as the amount and frequency of such charges is not consistent and is significantly impacted by the timing and size of debt financing transactions.
- Tax impact: adjustment represents the impact of the tax effect of the pre-tax non-GAAP adjustments excluded from non-GAAP net income. The tax impact of the non-GAAP adjustments is calculated based on the consolidated effective tax rate on a GAAP basis, applied to the non-GAAP adjustments, unless the underlying item has a materially different tax treatment.
- We have also provided organic net sales, a non-GAAP measure that excludes the impact of businesses purchased or exited in the prior 12 months, because we believe it permits investors to better understand the performance of our historical business without the impact of recent acquisitions or dispositions. For fiscal 2017, we have also adjusted our organic net sales for our estimate of the impact of the extra week on our 2017 fiscal year net sales.

From time to time in the future, there may be other items that we may exclude if we believe that doing so is consistent with the goal of providing useful information to investors and management.

The non-GAAP adjustments made reflect the following:

- (1) During the fourth quarter of fiscal 2016 and fiscal 2015, we recognized non-cash impairment charges in our Pet segment of \$1.8 million and \$7.3 million, respectively, related to the impairment of intangible assets caused by increased competition and declining volume of sales. These impairments are included within intangible asset impairment.
- (2) During fiscal 2017, we recognized a \$2.0 million gain in our Garden segment from the sale of a distribution facility. During fiscal 2016, we recorded a \$2.4 million gain in our Pet segment from the sale of a manufacturing plant resulting from rationalizing our facilities to reduce excess capacity. These adjustments were recorded as part of selling, general and administrative costs.
- (3) During the first quarter of fiscal 2016, we redeemed our 2018 Notes and issued senior notes due November 2023. As a result of the bond redemption, we incurred incremental expenses of \$14.3 million, comprised of a call premium payment of \$8.3 million, a \$2.7 million payment of overlapping interest expense for 30 days and a \$3.3 million non-cash charge for the write off of unamortized deferred financing costs and discount related to the 2018 Notes. These amounts are included in Interest expense in the consolidated statements of operations.
- (4) During the fourth quarter of fiscal 2016, we recognized a non-cash impairment charge of \$16.6 million related to our investment in two joint ventures as a result of changes in marketplace conditions, which impacted the expected cash flows and recoverability of the investment. The impairment is included within other income (expense).

| GAAP to Non-GAAP Reconciliation<br>(in thousands)<br>For the Fiscal Year Ended September |     |            |           |
|------------------------------------------------------------------------------------------|-----|------------|-----------|
| Non-GAAP Adjustments                                                                     |     | 2017       | 2016      |
| Impairments of intangible assets                                                         | (1) | \$ —       | \$ 1,828  |
| (Gain)/loss on disposal of plant assets                                                  | (2) | (2,050)    | (2,363)   |
| Incremental expenses from note redemption and issuance                                   | (3) | —          | 14,339    |
| Impairment of equity method investments                                                  | (4) | —          | 16,572    |
| Total non-GAAP adjustments                                                               |     | (2,050)    | 30,376    |
| Tax effects of non-GAAP adjustments                                                      |     | (757)      | (10,492)  |
| Total net income impact from non-GAAP adjustments                                        |     | \$ (1,293) | \$ 19,884 |

| GAAP to Non-GAAP Reconciliation<br>(in thousands)<br>For the Fiscal Year Ended September |        |                   |                    |
|------------------------------------------------------------------------------------------|--------|-------------------|--------------------|
| SG&A Expense Reconciliation                                                              |        |                   |                    |
|                                                                                          |        | 2017              | 2016               |
| GAAP SG&A expense                                                                        |        | \$ 476,696        | \$ 421,864         |
| SG&A expense impact from non-GAAP adjustments                                            | (1)(2) | 2,050             | 2,363              |
| Non-GAAP SG&A expense                                                                    |        | <u>\$ 478,746</u> | <u>\$ 424,227</u>  |
| GAAP SG&A expense as a percentage of net sales                                           |        | 23.2%             | 23.1%              |
| Non-GAAP SG&A expense as a percentage of net sales                                       |        | 23.3%             | 23.2%              |
| Operating Income Reconciliation                                                          |        |                   |                    |
| GAAP operating income                                                                    |        | \$ 156,112        | \$ 129,358         |
| Total operating income impact from non-GAAP adjustments                                  | (1)(2) | (2,050)           | (535)              |
| Non-GAAP operating income                                                                |        | <u>\$ 154,062</u> | <u>\$ 128,823</u>  |
| GAAP operating margin                                                                    |        | 7.6%              | 7.1%               |
| Non-GAAP operating margin                                                                |        | 7.5%              | 7.0%               |
| Pet Segment Operating Income Reconciliation                                              |        |                   |                    |
| GAAP Pet segment operating income                                                        |        | \$131,622         | \$ 119,930         |
| Total operating income impact from non-GAAP adjustments                                  | (1)(2) | N/A               | (535)              |
| Non-GAAP Pet segment operating income                                                    |        | <u>N/A</u>        | <u>\$ 119,395</u>  |
| GAAP Pet segment operating margin                                                        |        |                   | 11.1%              |
| Non-GAAP Pet operating margin                                                            |        |                   | 11.0%              |
| Garden Segment Operating Income Reconciliation                                           |        |                   |                    |
| GAAP Garden segment operating income                                                     |        | \$ 87,298         | 70,317             |
| Total operating income impact from non-GAAP adjustments                                  | (2)    | (2,050)           | N/A                |
| Non-GAAP Garden segment operating income                                                 |        | <u>\$ 85,248</u>  | <u>N/A</u>         |
| GAAP Garden segment operating margin                                                     |        | 10.8%             |                    |
| Non-GAAP Garden segment operating margin                                                 |        | 10.5%             |                    |
| Interest Expense Reconciliation                                                          |        |                   |                    |
| GAAP interest expense                                                                    |        | \$(28,209)        | \$ (42,847)        |
| Impact from non-GAAP adjustment                                                          | (3)    | N/A               | 14,339             |
| Non-GAAP interest expense                                                                |        | <u>N/A</u>        | <u>\$ (28,508)</u> |

| GAAP to Non-GAAP Reconciliation<br>(in thousands, except per share amounts)<br>For the Fiscal Year Ended September |     |            |              |
|--------------------------------------------------------------------------------------------------------------------|-----|------------|--------------|
| Other Income (Expense) Reconciliation                                                                              |     |            |              |
|                                                                                                                    |     | 2017       | 2016         |
| GAAP other income (expense)                                                                                        |     | \$ (1,621) | (17,013)     |
| Impact from non-GAAP adjustment                                                                                    | (4) | N/A        | 16,572       |
| Non-GAAP other income (expense)                                                                                    |     | <u>N/A</u> | <u>(441)</u> |

|                                                                             |               | <b>GAAP to Non-GAAP Reconciliation<br/>(in thousands)<br/>For the Fiscal Year Ended September</b> |             |
|-----------------------------------------------------------------------------|---------------|---------------------------------------------------------------------------------------------------|-------------|
|                                                                             |               | <b>2017</b>                                                                                       | <b>2016</b> |
| <b>Net Income and Diluted Net Income Per Share Reconciliation</b>           |               |                                                                                                   |             |
| GAAP net income attributable to Central Garden & Pet                        |               | \$ 78,828                                                                                         | \$ 44,514   |
| Total non-GAAP adjustments                                                  | (1)(2) (3)(4) | (2,050)                                                                                           | 30,376      |
| Tax effects of non-GAAP adjustments                                         |               | 757                                                                                               | (10,492)    |
| Total net income impact from non-GAAP adjustments                           |               | \$ (1,293)                                                                                        | \$ 19,884   |
| Non-GAAP net income attributable to Central Garden & Pet                    |               | \$ 77,535                                                                                         | \$ 64,398   |
| GAAP diluted net income per share                                           |               | \$ 1.52                                                                                           | \$ 0.87     |
| Non-GAAP diluted net income per share                                       |               | \$ 1.50                                                                                           | \$ 1.26     |
| Shares used in GAAP and non-GAAP diluted net earnings per share calculation |               | 51,820                                                                                            | 51,075      |

|                                                    |               | <b>GAAP to Non-GAAP Reconciliation<br/>(in thousands)<br/>For the Quarter Ended September 30, 2017</b> |                           |
|----------------------------------------------------|---------------|--------------------------------------------------------------------------------------------------------|---------------------------|
|                                                    |               | <b>September 30, 2017</b>                                                                              | <b>September 24, 2016</b> |
| <b>Net income and diluted net income per share</b> |               |                                                                                                        |                           |
| GAAP net income (loss)                             |               | \$ 4,259                                                                                               | \$ (5,611)                |
| Total non-GAAP Adjustments                         | (1)(2) (3)(4) | —                                                                                                      | 18,400                    |
| Tax effect                                         |               | —                                                                                                      | (6,224)                   |
| Net income impact                                  |               | —                                                                                                      | 12,176                    |
| Non-GAAP net income                                |               | \$ 4,259                                                                                               | \$ 6,565                  |
| GAAP diluted income (loss) per share               |               | \$ 0.08                                                                                                | \$ (0.11)                 |
| Non-GAAP diluted income per share                  |               | \$ 0.08                                                                                                | \$ 0.13                   |
| Basic                                              |               | 50,654                                                                                                 | 49,453                    |
| Diluted                                            |               | 51,935                                                                                                 | 51,645                    |

|                                                            |  | <b>GAAP to Non-GAAP Reconciliation<br/>(in thousands)<br/>For the Quarter Ended September 30, 2017</b> |                           |
|------------------------------------------------------------|--|--------------------------------------------------------------------------------------------------------|---------------------------|
|                                                            |  | <b>September 30, 2017</b>                                                                              | <b>September 24, 2016</b> |
| <b>Operating income reconciliation</b>                     |  |                                                                                                        |                           |
| GAAP operating income                                      |  | \$ 14,381                                                                                              | \$ 12,997                 |
| Total operating income impact from non-GAAP <sup>(1)</sup> |  | —                                                                                                      | 1,828                     |
| Non-GAAP operating income                                  |  | 14,381                                                                                                 | 14,825                    |
| GAAP operating margin                                      |  | 2.9%                                                                                                   | 3.1%                      |
| Non-GAAP operating margin                                  |  | 2.9%                                                                                                   | 3.6%                      |
| Net sales                                                  |  | \$ 490,464                                                                                             | \$ 413,412                |

## Organic Net Sales Reconciliation

We have provided organic net sales, a non-GAAP measure that excludes the impact of acquisitions and dispositions, because we believe it permits investors to better understand the performance of our historical business. We define organic net sales as net sales from our historical business derived by excluding the net sales from businesses acquired or exited in the preceding 12 months. After an acquired business has been part of our consolidated results for 12 months, the change in net sales thereafter is considered part of the increase or decrease in organic net sales.

**GAAP to Non-GAAP Reconciliation  
For the Fiscal Year Ended September 30, 2017**

|                                                                  | <b>Consolidated</b>       |       | <b>Pet Segment</b>        |       | <b>Garden Segment</b>     |      |
|------------------------------------------------------------------|---------------------------|-------|---------------------------|-------|---------------------------|------|
|                                                                  | <b>Percent<br/>Change</b> |       | <b>Percent<br/>Change</b> |       | <b>Percent<br/>Change</b> |      |
| Reported net sales FY 2017 (GAAP)                                | \$2,054.5                 |       | \$1,246.4                 |       | \$808.1                   |      |
| Reported net sales FY 2016 (GAAP)                                | 1,829.0                   |       | 1,081.8                   |       | 747.2                     |      |
| Increase in net sales                                            | 225.5                     | 12.3% | 164.6                     | 15.2% | 60.9                      | 8.2% |
| Effect of acquisitions and dispositions on increase in net sales | 104.7                     |       | 110.3                     |       | (5.6)                     |      |
| Increase in organic net sales                                    | 120.8                     | 6.6%  | 54.3                      | 5.0%  | 66.5                      | 8.9% |
| Estimated impact of extra week in fiscal 2017 on organic sales   | 32.8                      |       | 21.4                      |       | 11.4                      |      |
| Organic net sales adjusted for extra week                        | \$ 88.0                   | 4.8%  | \$ 32.9                   | 3.0%  | \$ 55.1                   | 7.4% |

**GAAP to Non-GAAP Reconciliation  
For the Quarter Ended September 30, 2017**

|                                                                 | <b>Consolidated</b>       |       | <b>Pet Segment</b>        |       | <b>Garden Segment</b>     |       |
|-----------------------------------------------------------------|---------------------------|-------|---------------------------|-------|---------------------------|-------|
|                                                                 | <b>Percent<br/>Change</b> |       | <b>Percent<br/>Change</b> |       | <b>Percent<br/>Change</b> |       |
| Reported net sales Q4 FY17 (GAAP)                               | \$490.5                   |       | \$330.5                   |       | \$160.0                   |       |
| Reported net sales Q4 FY16 (GAAP)                               | \$413.4                   |       | \$270.6                   |       | \$142.8                   |       |
| Increase in net sales                                           | \$ 77.1                   | 18.6% | \$ 59.9                   | 22.1% | \$ 17.2                   | 12.0% |
| Effect of acquisition and divestitures on increase in net sales | \$ 29.3                   |       | \$ 29.3                   |       | \$ —                      |       |
| Increase in organic net sales                                   | \$ 47.8                   | 11.6% | \$ 30.6                   | 11.3% | \$ 17.2                   | 12.0% |
| Impact estimate of extra week in Q4 FY17                        | \$ 32.8                   |       | \$ 21.4                   |       | \$ 11.4                   |       |
| Adjusted organic net sales                                      | \$ 15.0                   | 3.6%  | \$ 9.2                    | 3.4%  | \$ 5.8                    | 4.1%  |

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