

# Supplemental Deck – Q3 2023

Open a World of Goodness®

November 9, 2023



**WHOLE  
EARTH  
BRANDS**

# Disclaimer

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Forward-looking statements may be accompanied by words such as "achieve," "aim," "anticipate," "believe," "can," "continue," "could," "drive," "estimate," "expect," "forecast," "future," "guidance," "grow," "improve," "increase," "intend," "may," "outlook," "plan," "possible," "potential," "predict," "project," "should," "target," "will," "would," or similar words, phrases or expressions. Examples of such forward-looking statements include, but are not limited to, those related to our supply chain reinvention, our ability to meet product launch goals, our ability to offset inflation, and our 2023 Outlook. Factors that could cause actual results to differ materially from those in the forward-looking statements include, but are not limited to, the ongoing conflicts in Ukraine and the Middle East and related economic disruptions and new governmental regulations on our business, including but not limited to the potential impact on our sales, operations and supply chain; adverse changes in the global or regional general business, political and economic conditions, including the impact of continuing uncertainty and instability in certain countries, that could materially affect our global markets and the potential adverse economic impact and related uncertainty caused by these items; the extent of the continued impact of the COVID-19 pandemic, and any recurrence of the COVID-19 pandemic, local, regional, national, and international economic conditions that have deteriorated as a result of the COVID-19 pandemic, including the risks of a global recession or a recession in one or more of the Company's key markets, and the impact they may have on the Company and its customers and management's assessment of that impact; extensive and evolving government regulations that impact the way the Company operates; the impact of the COVID-19 pandemic on the Company's suppliers, including disruptions and inefficiencies in the supply chain; and the Company's ability to offset rising costs through pricing and productivity effectively.

These forward-looking statements are subject to risks, uncertainties and other factors, many of which are outside of the Company's control, which could cause actual results to differ materially from the results contemplated by the forward-looking statements. These statements are subject to the risks and uncertainties indicated from time to time in the documents the Company files (or furnishes) with the U.S. Securities and Exchange Commission.

You are cautioned not to place undue reliance upon any forward-looking statements, which are based only on information currently available to the Company and speak only as of the date made. The Company undertakes no commitment to publicly update or revise the forward-looking statements, whether written or oral that may be made from time to time, whether as a result of new information, future events or otherwise, except as required by law.

## Industry and Market Data

In this presentation, Whole Earth Brands relies on and refers to information and statistics regarding the sectors in which it competes and other industry data. The Company obtained this information and statistics from third-party sources, including reports by market research firms. The Company has supplemented this information where necessary with information from its own internal estimates, taking into account publicly available information about other industry participants and its management's best view as to information that is not publicly available. The Company has not independently verified the accuracy or completeness of any such third-party information.

## Use of Non-GAAP Financial Measures

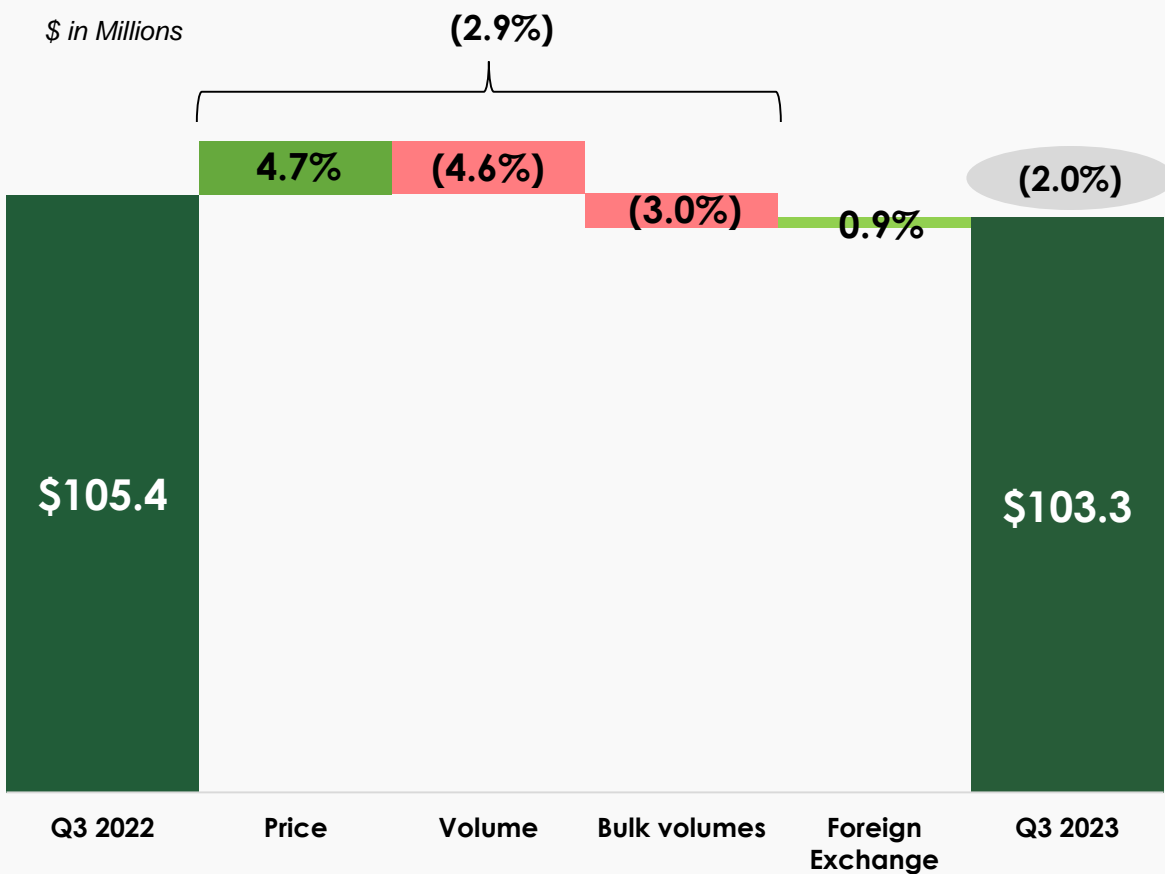
This Presentation includes non-GAAP financial measures which do not conform to SEC Regulation S-X in that it includes financial information (including proforma and/or constant currency metrics, Adjusted EBITDA, Adjusted Gross Profit Margin, Free Cash Flow, Free Cash Flow Margin and CAPEX) not derived in accordance with GAAP. Whole Earth Brands believes that the presentation of non-GAAP measures provides an additional tool for investors to use in evaluating ongoing operating results and trends. Other companies may calculate non-GAAP measures differently, and therefore Whole Earth Brands' respective non-GAAP measures may not be directly comparable to similarly titled measures of other companies. The Company cannot reconcile forward looking Adjusted EBITDA projections to net income without unreasonable effort because certain items that impact net income and other reconciling metrics are out of the Company's control and/or cannot be reasonably predicted at this time. These items include, but are not limited to, share-based compensation expense and acquisition-related charges. These items are uncertain, depend on various factors, and could have a material impact on GAAP reported results for the guidance period.

# Q3 2023 Financial Summary

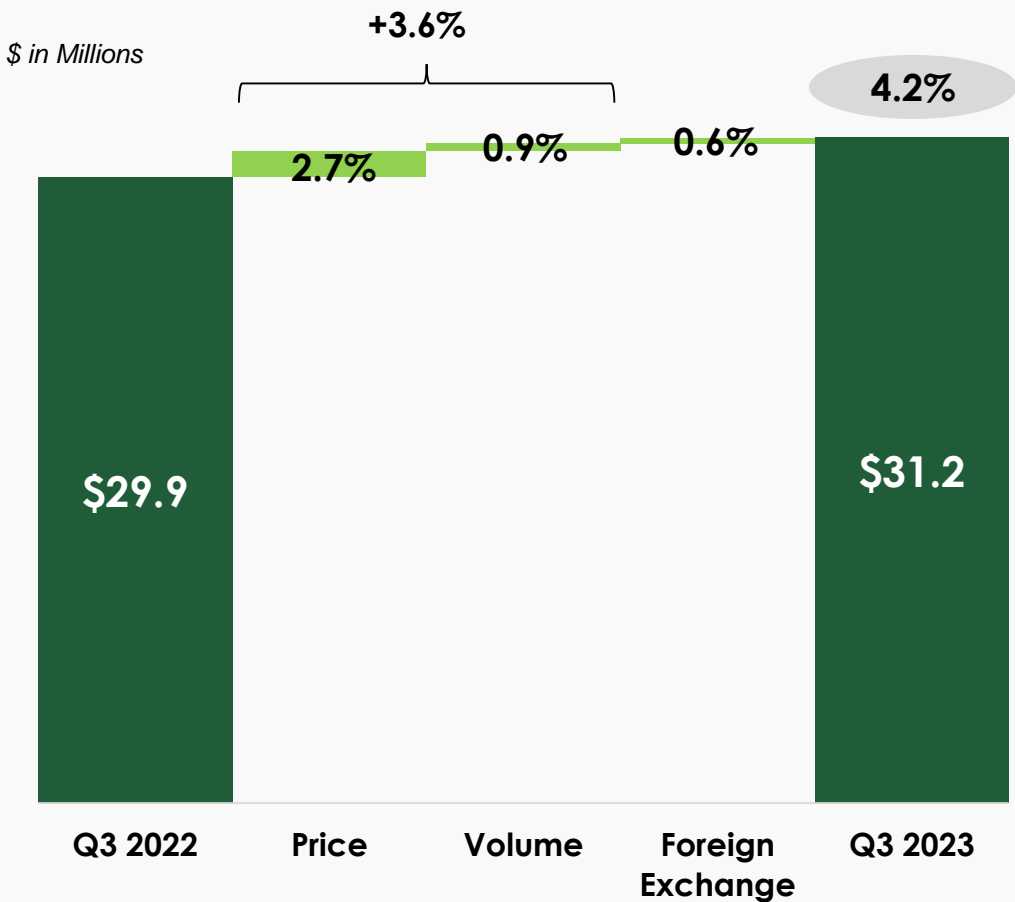
- **Consolidated product revenues of \$134.4 million** decreased (1.5%) versus prior year at constant currency
  - Strong performance at Flavors & Ingredients delivering +3.6% growth on a strong base
  - Currency was only a 0.8% impact in the quarter
- **Branded CPG revenue declined (2.9%) vs. PY on a constant currency basis**
  - Results included +4.7% growth from pricing actions including carryover from 2022
  - Volumes decreased 7.6% of which our planned strategic decrease in Wholesome bulk sugar sales accounted for 3%
- **Flavors & Ingredients constant currency revenues increased by +3.6%**
  - \$31.2 million of revenues in Q3, highest since Whole Earth Brands went public
- **Adjusted EBITDA of \$21.0 million**, a decline of 2.3%
  - Adjusted gross profit margins improved 80 bps vs. 2022, third consecutive quarterly improvement
- **YTD Adjusted Free Cash Flow of \$19.9 million** (excludes one-time Adjusted EBITDA cash adjustments), reflecting strong improvement in Net Working Capital
- **Debt, net of cash, as of September 30, 2023, was \$411.4 million**
  - Net leverage ratio of 5.41x

# Q3 2023 Segment Revenue Performance reflects significant pricing. Branded CPG growth impacted by planned strategic decline in bulk sugar sales.

## Branded CPG Segment

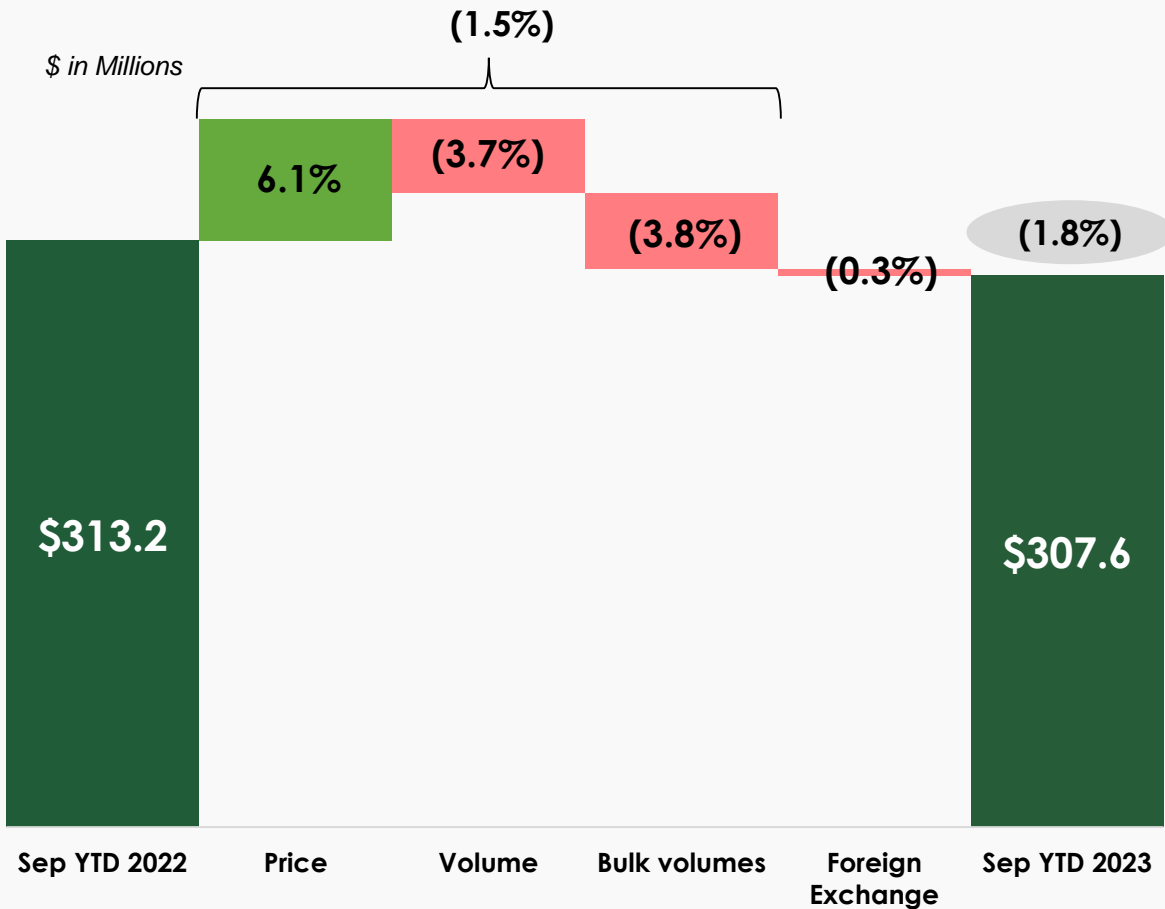


## Flavors & Ingredients Segment

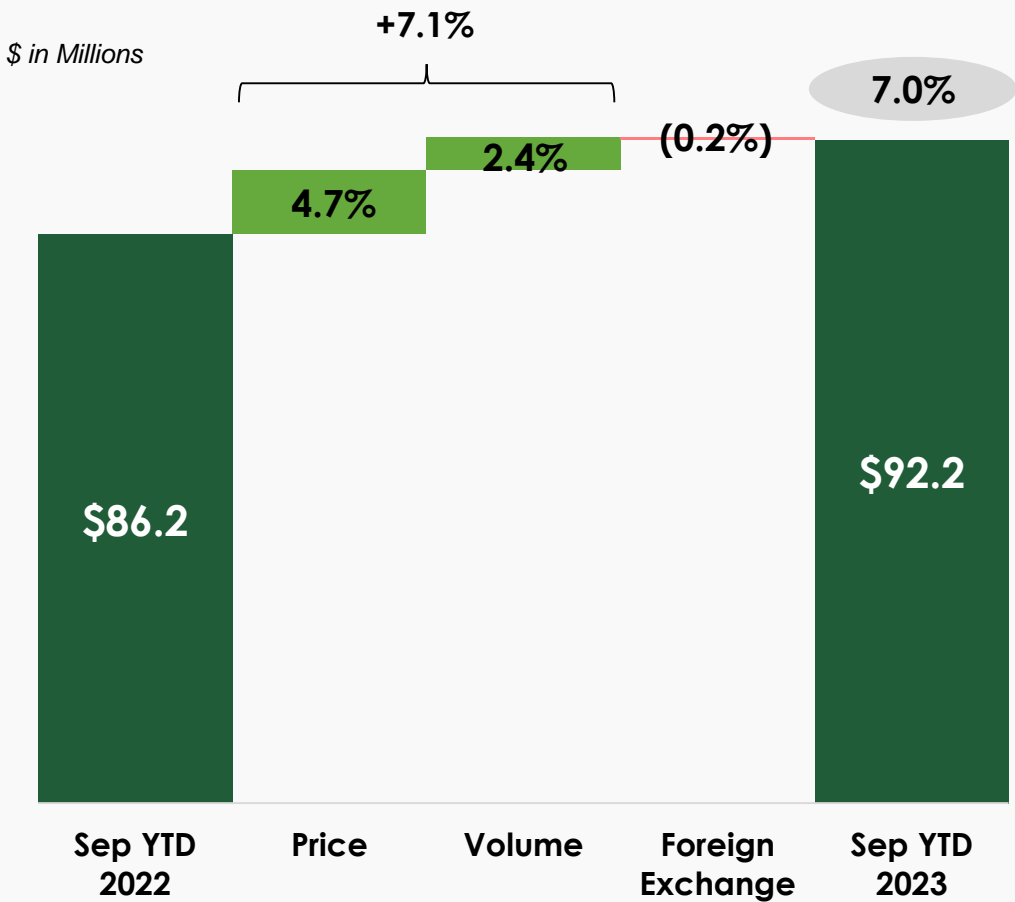


# Sep YTD 2023 Segment Revenue Performance reflects significant pricing. Branded CPG growth impacted by planned strategic decline in bulk sugar sales.

## Branded CPG Segment

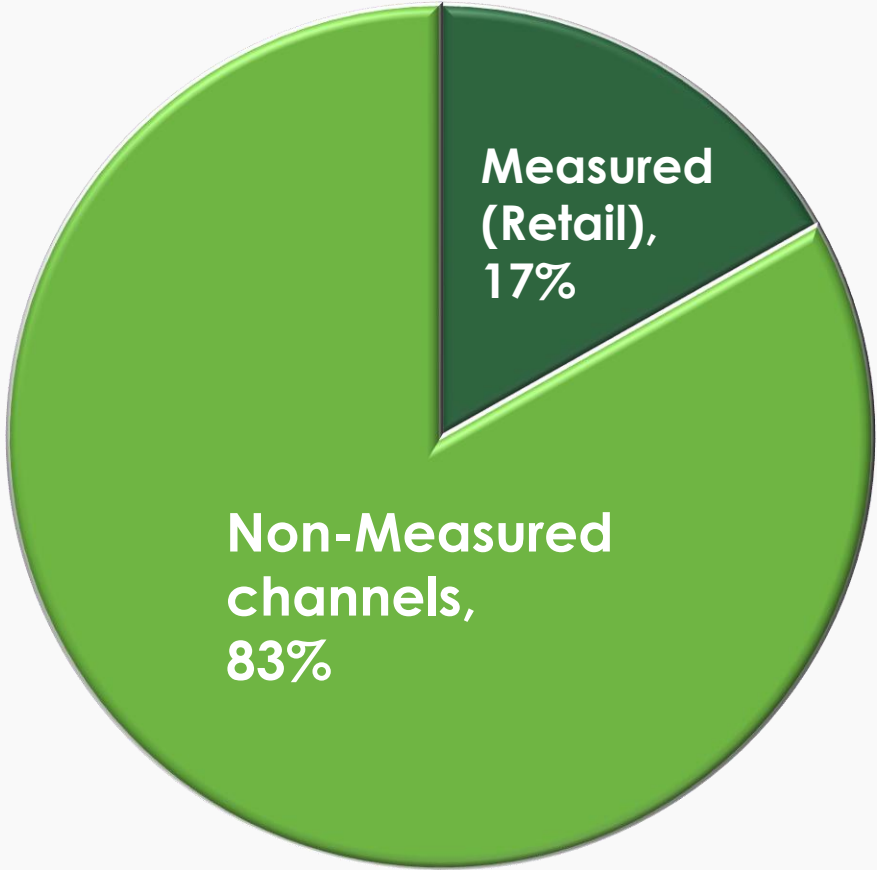


## Flavors & Ingredients Segment



# North America 2023 revenue growth fueled by non-measured channels; Nielsen measured channels represents only 17% of NA

FY Measured vs. Non-Measured Revenues



Change - YTD 2023 vs YTD 2022



Source: Sep YTD 2023 Revenue results

# Q3 2023 vs. Q3 2022 GAAP to Non-GAAP Reconciliation

\$ in Thousands  
(unaudited)

	Three Months Ended September 30, 2023				Three Months Ended September 30, 2022				\$ Change	% Change
	GAAP	Non-cash adj.	Cash adj.	Adjusted EBITDA	GAAP	Non-cash adj.	Cash adj.	Adjusted EBITDA		
<b>Product revenues, net</b>	<b>\$ 134,430</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$ 134,430</b>	<b>\$ 135,280</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$ 135,280</b>	<b>\$ (850)</b>	<b>(0.6%)</b>
Cost of goods sold	96,902	(2,689)	(2,325)	91,888	100,263	(1,635)	(5,070)	93,558	(1,669)	(1.8%)
Gross profit	37,528	2,689	2,325	42,542	35,017	1,635	5,070	41,722	819	2.0%
<i>Gross profit margin %</i>	<i>27.9%</i>			<i>31.6%</i>	<i>25.9%</i>			<i>30.8%</i>		<i>0.8%</i>
Selling, general and administrative expenses	26,226	(3,424)	(1,292)	21,510	23,566	(2,253)	(1,107)	20,206	1,304	6.5%
Amortization of intangible assets	4,641	(4,641)	-	-	4,629	(4,629)	-	-	-	-
<b>Operating income</b>	<b>\$ 6,661</b>	<b>\$ 10,754</b>	<b>\$ 3,617</b>	<b>\$ 21,032</b>	<b>\$ 6,822</b>	<b>\$ 8,517</b>	<b>\$ 6,178</b>	<b>\$ 21,517</b>	<b>\$ (485)</b>	<b>(2.3%)</b>
<i>Operating margin %</i>	<i>5.0%</i>			<i>15.6%</i>	<i>5.0%</i>			<i>15.9%</i>		<i>(0.3%)</i>

(1) Non-cash adjustments including: depreciation, amortization of intangibles, non-cash pension expenses and long-term incentives

# September YTD 2023 vs. September YTD 2022 GAAP to Non-GAAP Reconciliation

\$ in Thousands  
(unaudited)

	Nine Months Ended September 30, 2023				Nine Months Ended September 30, 2022				\$ Change	% Change
	GAAP	Non-cash adj.	Cash adj.	Adjusted EBITDA	GAAP	Non-cash adj.	Cash adj.	Adjusted EBITDA		
Product revenues, net	\$ 399,749	\$ -	\$ -	\$ 399,749	\$ 399,375	\$ -	\$ -	\$ 399,375	\$ 374	0.1%
Cost of goods sold	296,500	(8,361)	(10,909)	277,230	287,486	(3,132)	(12,190)	272,164	5,066	1.9%
Gross profit	103,249	8,361	10,909	122,519	111,889	3,132	12,190	127,211	(4,692)	(3.7%)
Gross profit margin %	25.8%			30.6%	28.0%			31.9%		(1.2%)
Selling, general and administrative expenses	76,549	(7,316)	(2,518)	66,715	76,314	(5,892)	(2,191)	68,231	(1,516)	(2.2%)
Amortization of intangible assets	13,989	(13,989)	-	-	13,998	(13,998)	-	-	-	-
Operating income	\$ 12,711	\$ 29,666	\$ 13,426	\$ 55,804	\$ 21,577	\$ 23,022	\$ 14,381	\$ 58,980	\$ (3,177)	(5.4%)
Operating margin %	3.2%			14.0%	5.4%			14.8%		(0.8%)

(1) Non-cash adjustments including: depreciation, amortization of intangibles, purchase accounting adjustments, non-cash pension expenses and long-term incentives

# September YTD 2023 Adjusted Free Cash Flow of \$19.9 million (excl. one-time items)

Free Cash Flow	\$ Millions (unaudited)
Net loss	(\$30.7)
Stock-based compensation	7.3
Depreciation and amortization	19.0
Deferred income taxes	0.7
Amortization of debit issuance costs	1.7
Change in fair value of warrant liabilities	(0.1)
Change in net working capital	11.5
Other, net (including pension)	1.2
<b>Net cash from operations</b>	<b>10.6</b>
Capex	(4.1)
<b>Free cash flow</b>	<b>\$6.5</b>

Adjusted Free Cash Flow	\$ Millions (unaudited)
Adjusted EBITDA	\$55.8
Cash taxes	(3.8)
Interest paid	(31.3)
NWC and other <sup>1</sup>	3.4
Capex	(4.1)
<b>Adjusted free cash flow</b>	<b>19.9</b>
Cash related addbacks <sup>1</sup>	(13.4)
<b>Free cash flow</b>	<b>\$6.5</b>

<sup>1</sup>Includes supply chain reinvention included in the Adjusted EBITDA reconciliation; see definitions of the Company's non-GAAP Financial Measures

# 2023 Guidance

<i>USD\$ in Millions</i>	<b>FY2022 Actual</b>
<b>Revenue</b>	\$538.3
<b>Adjusted EBITDA</b>	\$79.2
<b>Capex</b>	\$8.9

<b>2023 Guidance</b>	
<b>FY2023</b>	<b>Reported Growth</b>
\$540 to \$550	0% to 2%
\$77 to \$79	-3% to 0%
~\$8	



## Appendix

# Product revenues, net constant currency

\$ in Thousands  
(unaudited)

	Three Months Ended September 30,							
	\$ change					% change		
	<u>2023</u>	<u>2022</u>	<u>Reported</u>	<u>Constant Dollar</u>	<u>Foreign Exchange <sup>(1)</sup></u>	<u>Reported</u>	<u>Constant Dollar</u>	<u>Foreign Exchange</u>
Product revenues, net								
Branded CPG	\$ 103,270	\$ 105,373	\$ (2,103)	\$ (3,064)	\$ 961	-2.0%	-2.9%	0.9%
Flavors & Ingredients	<u>31,160</u>	<u>29,907</u>	<u>1,253</u>	<u>1,073</u>	<u>180</u>	<u>4.2%</u>	<u>3.6%</u>	<u>0.6%</u>
Combined	\$ 134,430	\$ 135,280	\$ (850)	\$ (1,991)	\$ 1,141	-0.6%	-1.5%	0.8%

	Nine Months Ended September 30,							
	\$ change					% change		
	<u>2023</u>	<u>2022</u>	<u>Reported</u>	<u>Constant Dollar</u>	<u>Foreign Exchange <sup>(1)</sup></u>	<u>Reported</u>	<u>Constant Dollar</u>	<u>Foreign Exchange</u>
Product revenues, net								
Branded CPG	\$ 307,581	\$ 313,207	\$ (5,626)	\$ (4,547)	\$ (1,079)	-1.8%	-1.5%	-0.3%
Flavors & Ingredients	<u>92,168</u>	<u>86,168</u>	<u>6,000</u>	<u>6,149</u>	<u>(149)</u>	<u>7.0%</u>	<u>7.1%</u>	<u>-0.2%</u>
Combined	\$ 399,749	\$ 399,375	\$ 374	\$ 1,602	\$ (1,228)	0.1%	0.4%	-0.3%

<sup>(1)</sup> The "foreign exchange" amounts presented, reflect the estimated impact from fluctuations in foreign currency exchange rates on product revenues.

# Q3 2023 / Q3 2022 Adjusted EBITDA reconciliation

**\$ in Thousands**  
**(unaudited)**

	Three Months Ended September 30, 2023	Three Months Ended September 30, 2022	Nine Months Ended September 30, 2023	Nine Months Ended September 30, 2022
Product revenues, net	\$ 134,430	\$ 135,280	\$ 399,749	\$ 399,375
Net (loss) income	\$ (5,430)	\$ (2,521)	\$ (30,744)	\$ 1,531
Provision for income taxes	526	1,407	9,238	3,357
Other expense (income), net	448	(278)	1,333	(3,985)
Interest expense, net	11,117	8,214	32,884	20,674
Operating income	6,661	6,822	12,711	21,577
Depreciation	1,564	1,408	5,038	4,324
Amortization of intangible assets	4,641	4,629	13,989	13,998
Purchase accounting adjustments	-	-	-	(2,537)
Long term incentive plan	2,472	1,743	4,534	4,957
Severance and related expenses	8	783	1,198	1,047
Non-cash pension expense	-	10	-	30
M&A transaction/strategic review	992	30	992	723
Supply chain reinvention	2,935	5,354	12,642	13,334
Other items	1,758	737	4,701	1,527
Adjusted EBITDA	\$ 21,032	\$ 21,517	\$ 55,804	\$ 58,980

# Q3 2023 / Q3 2022 operating income adjustments by P&L line

- \$3.6M of cash addbacks in 2023, driven by Supply Chain re-invention and M&A

\$ in Thousands  
(unaudited)

	Three Months Ended September 30, 2023			
	Cost of Goods Sold	SG&A	Amort. Of Intangibles	Operating Income
<b>Non-Cash adjustments</b>				
Depreciation	\$ 1,381	\$ 184	\$ -	\$ 1,564
Amortization of intangible assets	-	-	4,641	4,641
Non-cash pension expense	-	-	-	-
Long term incentive plan	119	2,353	-	2,472
Supply chain reinvention	609	-	-	609
Other items	580	887	-	1,467
<b>Total non-cash adjustments</b>	<b>\$ 2,689</b>	<b>\$ 3,424</b>	<b>\$ 4,641</b>	<b>\$ 10,754</b>
<b>Cash adjustments</b>				
Severance and related expenses	-	8	-	8
M&A transaction/strategic review	-	992	-	992
Supply chain reinvention	2,325	-	-	2,325
Other items	-	292	-	292
<b>Total cash adjustments</b>	<b>\$ 2,325</b>	<b>\$ 1,292</b>	<b>\$ -</b>	<b>\$ 3,617</b>
<b>Total adjustments</b>	<b>\$ 5,014</b>	<b>\$ 4,716</b>	<b>\$ 4,641</b>	<b>\$ 14,371</b>

	Three Months Ended September 30, 2022			
	Cost of Goods Sold	SG&A	Amort. Of Intangibles	Operating Income
	\$ 1,222	\$ 186	\$ -	\$ 1,408
	-	-	4,629	4,629
	-	10	-	10
	(121)	1,865	-	1,743
	-	-	-	-
	534	192	-	726
<b>Total non-cash adjustments</b>	<b>\$ 1,635</b>	<b>\$ 2,253</b>	<b>\$ 4,629</b>	<b>\$ 8,517</b>
	102	681	-	783
	-	30	-	30
	4,969	385	-	5,354
	-	11	-	11
<b>Total cash adjustments</b>	<b>\$ 5,070</b>	<b>\$ 1,107</b>	<b>\$ -</b>	<b>\$ 6,178</b>
<b>Total adjustments</b>	<b>\$ 6,705</b>	<b>\$ 3,360</b>	<b>\$ 4,629</b>	<b>\$ 14,695</b>

# September YTD 2023 / September YTD 2022 operating income adjustments by P&L line

- \$13.4M of 2023 cash addbacks, driven by Supply Chain re-invention, Severance and M&A

\$ in Thousands  
(unaudited)

	Nine Months Ended September 30, 2023			
	Cost of Goods Sold	SG&A	Amort. Of Intangibles	Operating Income
<b>Non-Cash adjustments</b>				
Depreciation	\$ 4,467	\$ 571	\$ -	\$ 5,038
Amortization of intangible assets	-	-	13,989	13,989
Non-cash pension expense	-	-	-	-
Long term incentive plan	297	4,237	-	4,534
Purchase accounting costs	-	-	-	-
Supply chain reinvention	1,798	-	-	1,798
Other items	1,800	2,508	-	4,308
<b>Total non-cash adjustments</b>	<b>\$ 8,361</b>	<b>\$ 7,316</b>	<b>\$ 13,989</b>	<b>\$ 29,666</b>
<b>Cash adjustments</b>				
Severance and related expenses	54	1,143	-	1,198
M&A transaction/strategic review	-	992	-	992
Supply chain reinvention	10,854	(11)	-	10,843
Other items	-	394	-	394
<b>Total cash adjustments</b>	<b>\$ 10,909</b>	<b>\$ 2,518</b>	<b>\$ -</b>	<b>\$ 13,426</b>
<b>Total adjustments</b>	<b>\$ 19,270</b>	<b>\$ 9,834</b>	<b>\$ 13,989</b>	<b>\$ 43,093</b>

Nine Months Ended September 30, 2022			
Cost of Goods Sold	SG&A	Amort. Of Intangibles	Operating Income
\$ 3,711	\$ 613	\$ -	\$ 4,324
-	-	13,998	13,998
-	30	-	30
163	4,795	-	4,958
(2,537)	-	-	(2,537)
772	-	-	772
1,024	453	-	1,477
<b>\$ 3,132</b>	<b>\$ 5,892</b>	<b>\$ 13,998</b>	<b>\$ 23,022</b>
102	945	-	1,047
-	723	-	723
12,088	473	-	12,562
-	50	-	50
<b>\$ 12,190</b>	<b>\$ 2,191</b>	<b>\$ -</b>	<b>\$ 14,381</b>
<b>\$ 15,322</b>	<b>\$ 8,083</b>	<b>\$ 13,998</b>	<b>\$ 37,403</b>

# Definitions of the Company's Non-GAAP financial measures

- **Constant Currency Presentation:** We evaluate the results of our operations on both a reported and a constant currency basis. The constant currency presentation, which is a non-GAAP measure, excludes the impact of fluctuations in foreign currency exchange rates. We believe providing constant currency information provides valuable supplemental information regarding our product revenue results, thereby facilitating period-to-period comparisons of our business performance and is consistent with how management evaluates the Company's performance. We calculate constant currency percentages by converting our current period local currency financial results using the prior period exchange rates and comparing these adjusted amounts to our current period reported product revenues.
- **Adjusted EBITDA:** We define Adjusted EBITDA as net income or loss from our consolidated statements of operations before interest income and expense, income taxes, depreciation and amortization, as well as certain other items that arise outside of the ordinary course of our continuing operations specifically described below:
  - **Asset impairment charges:** We exclude the impact of charges related to the impairment of goodwill and other long-lived intangible assets. We believe that the exclusion of these impairments, which are non-cash, allow for more meaningful comparisons of operating results to peer companies. We believe that this increases period-to-period comparability and is useful to evaluate the performance of the company.
  - **Purchase accounting adjustments:** We exclude the impact of purchase accounting adjustments, including the revaluation of inventory at the time of the business combination. These adjustments are non-cash and we believe that the adjustments of these items allow for more meaningful comparability of our operating results.
  - **Long-term incentive plan:** We exclude the impact of costs relating to the long-term incentive plan. We believe that the adjustments of these items allow for more meaningful comparability of our operating results.
  - **Non-cash pension expenses:** We exclude non-cash pension expenses/credits related to closed, defined pension programs of the Company. We believe that the adjustments of these items allow for more meaningful comparability of our operating results.
  - **Severance and related expenses:** We exclude employee severance and associated expenses related to roles that have been eliminated or reduced in scope as a productivity measure taken by the Company. We believe that the adjustments of these items allow for more meaningful comparability of our operating results.
- **M&A transaction/strategic review:** We exclude expenses directly related to the acquisition of businesses and the Company's strategic review. We believe that the adjustments of these items allow for more meaningful comparability of our operating results.
- **Supply chain reinvention:** To measure operating performance, we exclude certain one-time and other costs associated with reorganizing our North America Branded CPG operations and facilities in connection with our supply chain reinvention program, which will drive long-term productivity and cost savings. These costs include incremental expenses such as hiring, training, startup, exit and other temporary costs. We believe that the adjustments of these items allow for more meaningful comparability of our operating results.
- **Other items:** To measure operating performance, we exclude certain expenses and include certain gains that we believe are not operational in nature. We believe the exclusion or inclusion of such amounts allow management and the users of the financial statements to better understand our financial results.
- **Free Cash Flow:** "Net Cash Provided by Operating Activities" (as stated in our Consolidated Statement of Cash Flows) less capital expenditures.
- **Adjusted Free Cash Flow:** We define Adjusted Free Cash Flow as Free Cash Flow excluding cash-related items that arise outside the ordinary course of our continuing operations such as transaction-related expenses and severance and related expenses.
- **Adjusted Gross Profit Margin:** We define Adjusted Gross Profit Margin as Gross Profit excluding all cash and non-cash adjustments impacting Cost of Goods Sold, included in the Adjusted EBITDA reconciliation, as a percentage of Product Revenues, net. Such adjustments include: depreciation, purchase accounting adjustments, long term incentives and other items adjusted by management to better understand our financial results.