Utz Brands, Inc.
Q3 2021 Earnings Presentation

November 11, 2021



Disclaimer

Forward-Looking Statements

Certain statements made herein are not historical facts but are "forward-looking statements" within the meaning of the "safe harbor" provisions of the Private Securities Litigation Reform Act of 1995, as amended. The forward-looking statements generally are accompanied by or include, without limitation, statements such as "will", "expect", "intends", "goal" or other similar words, phrases or expressions. These forward-looking statements include the expected effects from the COVID-19 pandemic, future plans for the Company, the estimated or anticipated future results and benefits of the Company's future plans and operations, future capital structure, future opportunities for the Company including the planned acquisition of R.W. Garcia, and other statements that are not historical facts. These statements are based on the current expectations of the Company's management and are not predictions of actual performance. These statements are subject to a number of risks and uncertainties and the Company's business and actual results may differ materially. Factors that may cause such differences include, but are not limited to: the risk that the recently completed business combinations and other acquisitions recently completed by the Company (collectively, the "Business Combinations") disrupt plans and operations; the ability to recognize the anticipated benefits of such Business Combinations, which may be affected by, among other things, competition and the ability of the Company to grow and manage growth profitably and retain its key employees; the outcome of any legal proceedings that may be instituted against the Company following the consummation of such Business Combinations; the ability of the Company to close planned acquisitions; changes in applicable law or regulations; costs related to the Business Combinations and other planned acquisitions; the inability of the Company to maintain the listing of the Company's Class A Common Stock on the New York Stock Exchange; the inability of the Company to develop and maintain effective internal controls; the risk that the Company's gross profit margins may be adversely impacted by a variety of factors, including variations in raw materials pricing, retail customer requirements and mix, sales velocities and required promotional support; changes in consumers' loyalty to the Company's brands due to factors beyond the Company's control; changes in demand for the Company's products affected by changes in consumer preferences and tastes or if the Company is unable to innovate or market its products effectively; costs associated with building brand loyalty and interest in the Company's products, which may be affected by the Company's competitors' actions that result in the Company's products not suitably differentiated from the products of competitors; fluctuations in results of operations of the Company from quarter to quarter because of changes in promotional activities; the possibility that the Company may be adversely affected by other economic, business or competitive factors; and other risks and uncertainties set forth in the section entitled "Risk Factors" and "Forward-Looking Statements" in the Company's Annual Report on Form 10-K/A filed with the U.S. Securities and Exchange Commission (the "Commission") for the fiscal year ended January 3, 2021, as amended, and other reports filed by the Company with the Commission. In addition, forward-looking statements provide the Company's expectations, plans or forecasts of future events and views as of the date of this communication. Except as required by law, the Company undertakes no obligation to update such statements to reflect events or circumstances arising after such date and cautions investors not to place undue reliance on any such forward-looking statements. These forward-looking statements should not be relied upon as representing the Company's assessments as of any date subsequent to the date of this communication. The Company cautions investors not to place undue reliance upon any forward-looking statements, which speak only as of the date made. The Company does not undertake or accept any obligation or undertaking to release publicly any updates or revisions to any forward-looking statements to reflect any change in its expectations or any change in events, conditions or circumstances on which any such statement is based, except as otherwise required by law.

Non-GAAP Financial Measures

This presentation includes certain financial measures not presented in accordance with U.S. generally accepted accounting principles ("GAAP") including, but not limited to, Pro Forma Net Sales, Adjusted Gross Profit, Pro Forma Adjusted Gross Profit, Adjusted SG&A, EBITDA, Adjusted EBITDA, Further Adjusted EBITDA, Normalized Further Adjusted EBITDA, Adjusted Net Income, Adjusted Earnings Per Share and certain ratios and other metrics derived there from. These non-GAAP financial measures do not represent financial performance in accordance with GAAP and may exclude items that are significant in understanding and assessing financial results. Therefore, these measures should not be considered in isolation or as an alternative to net income, cash flows from operations or other measures of profitability, liquidity or performance under GAAP. You should be aware that the presentation of these measures may not be comparable to similarly-titled measures used by other companies. Reconciliations of these non-GAAP measures to the most directly comparable GAAP measures are set forth in the appendix to this presentation. We believe (i) these non-GAAP measures of financial results provide useful information to management and investors regarding certain financial and business trends relating to the financial condition and results of operations of the Company to date; and (ii) that the use of these non-GAAP financial measures provides an additional tool for investors to use in evaluating ongoing operating results and trends in comparing financial measures with other similar companies, many of which present similar non-GAAP financial measures to investors. These non-GAAP financial measures are subject to inherent limitations as they reflect the exercise of judgments by management about which expense and income are excluded or included in determining these non-GAAP financial measures. The non-GAAP financial measures are not recognized in accordance with GAAP and should not be viewed as an alternative to GAAP measures of performance.

Business Overview

Dylan Lissette, Chief Executive Officer



Key Messages

- **Demand for our brands remains strong and our two-year sales growth is accelerating as we continue to lap the strong consumption impact from COVID-19 with improved strength in our Core and significant Emerging and Expansion growth**

- **Q3'21 IRI retail sales outpaced the Salty Snack Category on a two-year basis with Power Brands significantly outpacing the category with strong performance across all retail channels**

- **Our national expansion continues with both all commodity volume ("ACV") growth of ~600 bps over two years and total points of distribution ("TDP") gains of ~22% over two years for our brands**

- **Gross margins impacted by rising inflation, but pricing actions and productivity initiatives are on-track and continue to build as we exit the year with a carry forward benefit expected into fiscal 2022**

- **Very proud of our Utz associates as we celebrate our 100th year and our first year as a public company, and continue to deploy our long-term value creation strategies**

Value Creation Strategies

Continued Consistent Execution in 3Q'21

Reduce Costs and Enhance Margins

- ✓ On track to achieve ~2% productivity by end of 2021
- ✓ Converted 42 DSD company-owned routes to Independent Operator routes; on track for ~200 in 2021
- ✓ Implementing price pack architecture actions across the portfolio and contribution to net sales accelerated to 4.2%
- ✓ Power Brand sales continue to outpace Foundation Brands and increased to 87% of retail sales[1,2]

Reinvest to Accelerate Revenue Growth

3Q'21 performance below reflects 2-Year CAGR IRI Retail Sales Results for 13-week Period Ended October 3, 2021[1]

- ✓ Power Brands growth of 11.1% vs. Total Salty Snack category +8.3%
- ✓ 13% growth in Emerging and 14% growth in Expansion geographies – outpacing Salty Snack category by ~400bps to 500bps
- ✓ 15% growth in Mass channel vs. Mass Salty Snack category +12%
- ✓ 6% growth in C-store channel vs. C-store Salty Snack category +4%
- ✓ 17% growth in Tortilla chips vs. Sub-category +8%

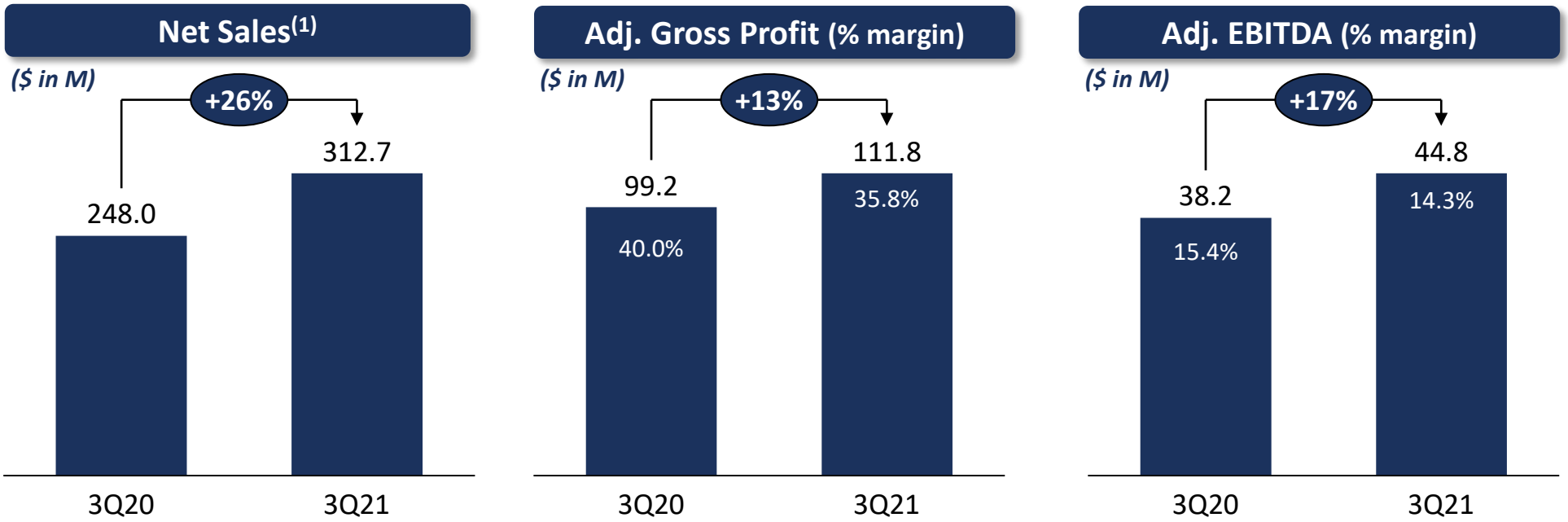
Continue Strategic Acquisitions

- ✓ Recently announced the acquisition of RW Garcia at a purchase multiple of 5.7x Adjusted EBITDA including expected run-rate cost synergies
- ✓ Continue to opportunistically acquire third-party distribution rights to accelerate geographic expansion
- ✓ All integrations of 2020/2021 acquisitions are on track and on target to deliver cost and revenue synergy goals
- ✓ Acquisition pipeline remains robust with strategic and accretive opportunities

(1) Source: IRI Custom Panel, Total US MULO + C, 13-weeks ended 10/3/2021; % YoY Growth compared to the comparable period in the prior year on a pro forma basis.
(2) IRI does not include Partner Brands and Private Label retail sales.

Summary of Q3 Results

- **Net sales growth of 26.1% primarily reflects the positive contribution from acquisitions**
  - **Organic Net Sales growth of 1% on top of strong 10% Organic growth in 3Q'20**
- **Sales momentum is building and Pro Forma Net Sales 2-year CAGR of 6.4% increased from 6.1% in Q2 and 4.3% in Q1**
- **Gross margins primarily impacted by higher inflation**
  - **Pricing actions continue to be implemented with the benefits building**
  - **The Company estimates IO conversions adversely impacted adjusted gross margins by ~100bps with offsetting benefits in SG&A**



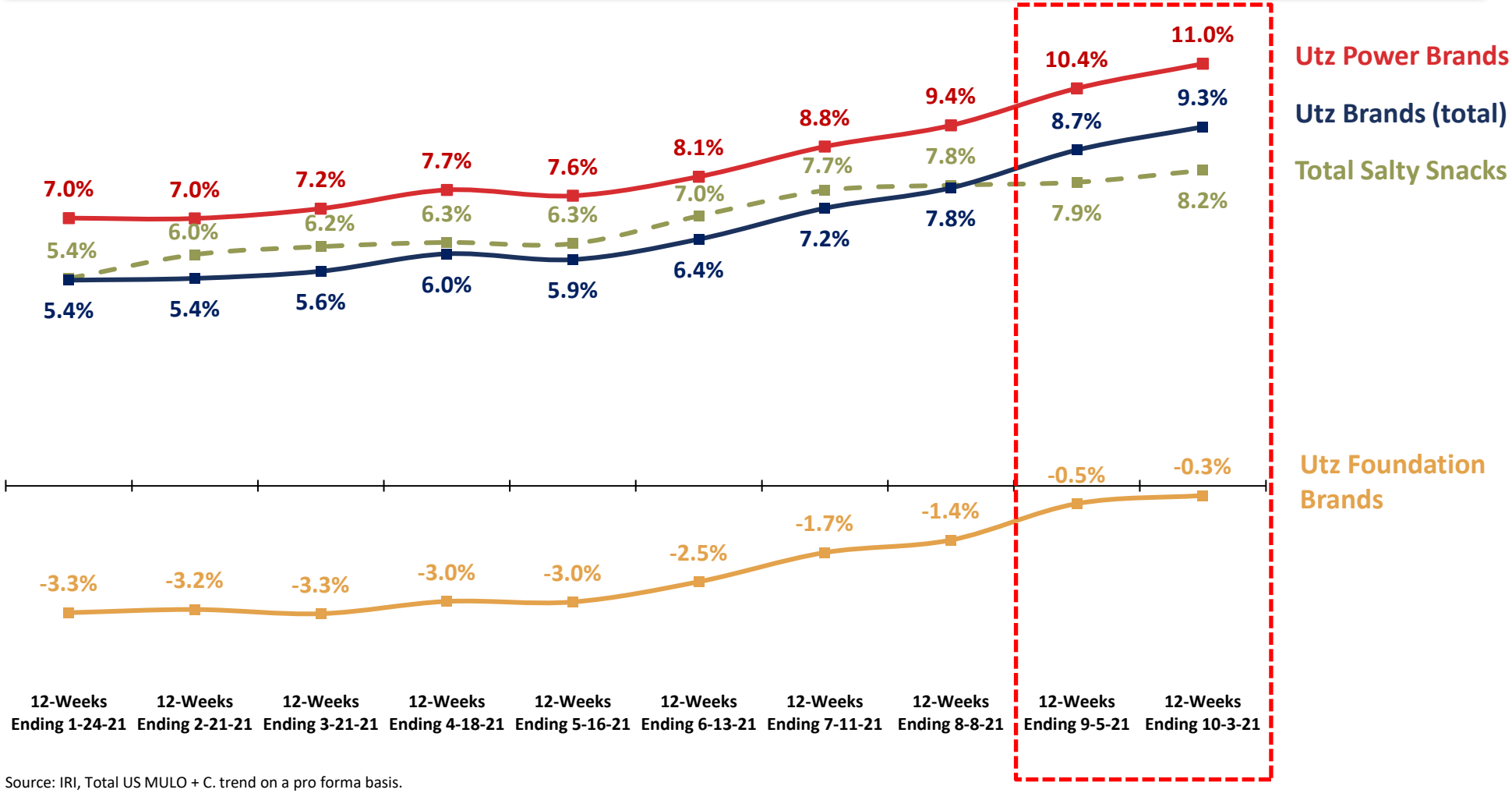
Note: Pro Forma Net Sales, Adjusted Gross Profit, and Adjusted EBITDA, are Non-GAAP financial measures.
See appendix for reconciliation of Non-GAAP financial measures to most directly comparable GAAP measures.
(1) Year-over-year Q3 2021 Pro Forma Net Sales increased 1.4%

Q3 Retail Sales 2-Year Growth Rates Accelerating

Total Utz portfolio returned to 2-year share gains in the quarter driven by Power Brands

Foundation Brands retail sales declines slowing as we lap peak COVID-19 pantry loading

Retail Sales 2-Year CAGR Rolling 12-Week Trend



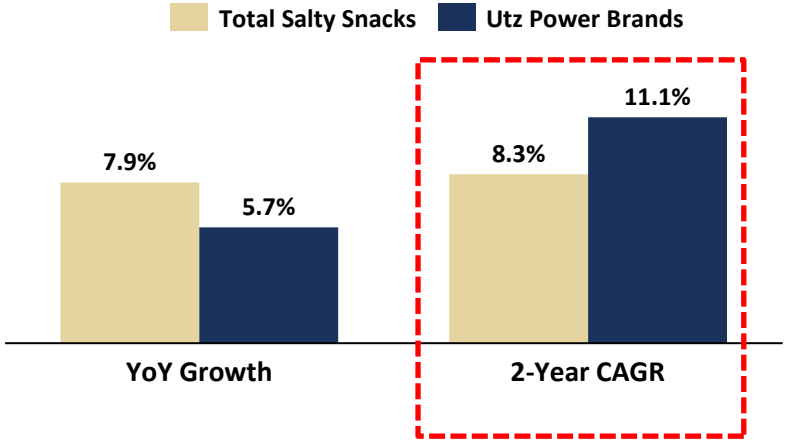
Source: IRI, Total US MULO + C. trend on a pro forma basis.

Gaining Share Power Brand Share Over Last Two Years

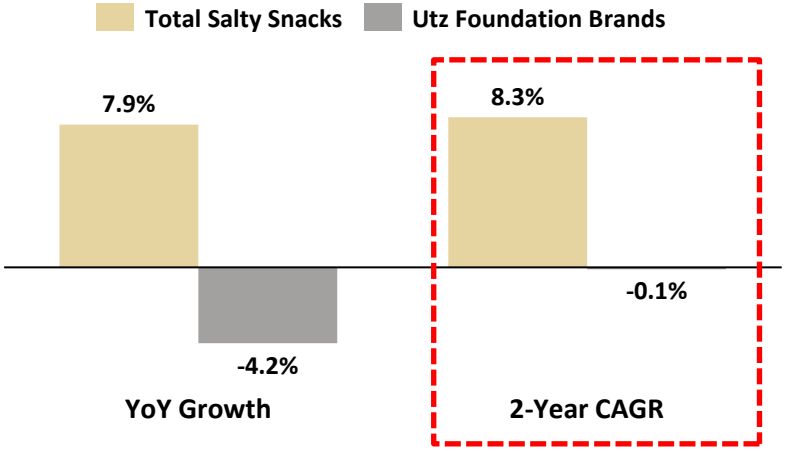
Power brands are now 87% of our portfolio, an increase of 200bps from two years ago

Foundation Brand performance reflects the continued shift in focus to Power Brands, and performance is improving

Power Brands Retail Sales Change[1] (13-Weeks Ended 10/3/21)



Foundation Brands Retail Sales Change[1][2] (13-Weeks Ended 10/3/21)



Power Brands

Utz
Zapp's Potato Chips
On The Border Mexican Grill & Cantina Chips & Dips
good health Positively Snackable
Golden Flake
Pork Skins
Con Toda Confianza Desde 1914 HERDEZ
Est. 1994 Boulder Canyon
TORTIYAHS!
T.G.I. FRIDAYS
HAWAIIAN Baked Better Style Potato Chips

Foundation Brands

TIM'S Cascade Snacks
Golden Flake
Chips/Cheese
Snyder of Berlin
H-K ANDERSON
Spirit Original Recipe Potato Chips
Kitchen Cooked
Bachman
VITNER'S
Jax

Other[2]

- Partner Brands
- Private Label

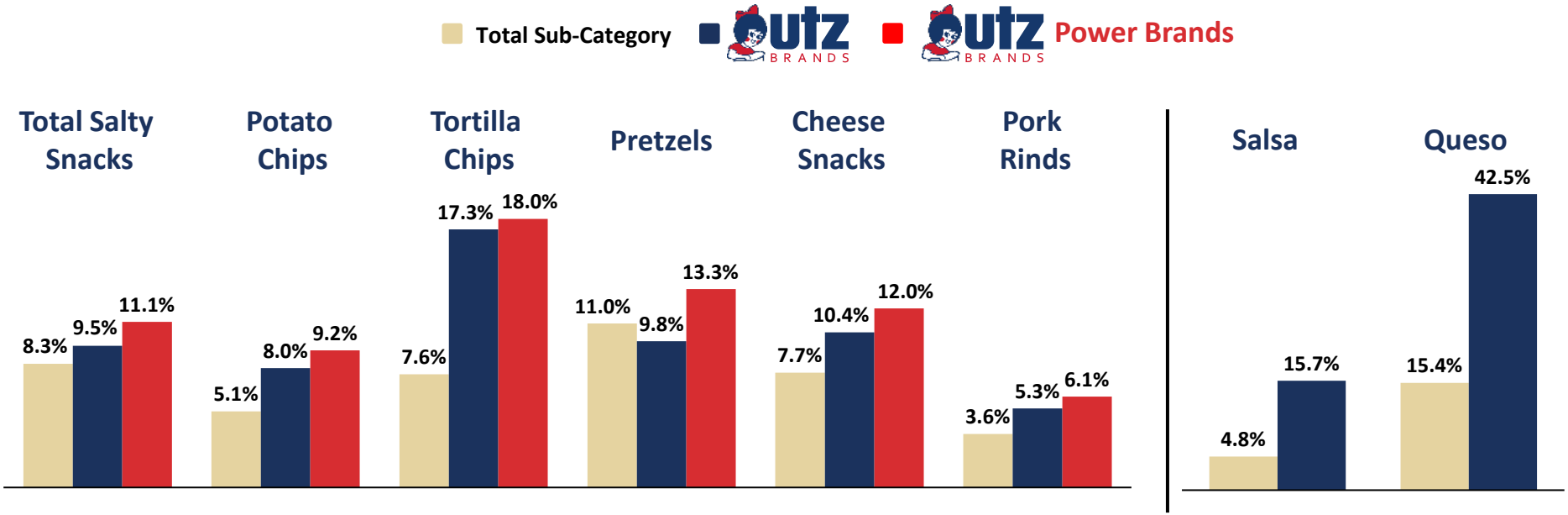
(1) Source: IRI Custom Panel, Total US MULO + C, 13-weeks ended 10/3/2021; % YoY Growth compared to the comparable period in the prior year on a pro forma basis.
(2) IRI does not include Partner Brands and Private Label retail sales.

Two-Year Growth Across Major Sub-Categories

Power Brands two-year share gains across every major sub-category and our total Utz Platform gained share in four of five tracked sub-categories

Double-digit two-year CAGR's in tortilla chips, pretzels, cheese snacks, salsa and queso

Sub-Category Retail Sales 2-Year CAGR (13-Weeks Ended 10/3/21)



13-Weeks Ended 10/3/21 YoY % Change	Total Salty Snacks	Potato Chips	Tortilla Chips	Pretzels	Cheese Snacks	Pork Rinds	Salsa	Queso
Sub-Category	3.4%	5.1%	13.1%	8.3%	7.0%	(6.9%)	10.3%	
Utz Brands	(1.6%)	8.9%	15.1%	9.1%	(0.6%)	(2.8%)	10.8%	

13-Weeks Ended 10/3/21 Approximate % of Retail Sales	Total Salty Snacks	Potato Chips	Tortilla Chips	Pretzels	Cheese Snacks	Pork Rinds	Salsa	Queso
Utz Brands	39%	19%	12%	10%	6%	3%	2%	

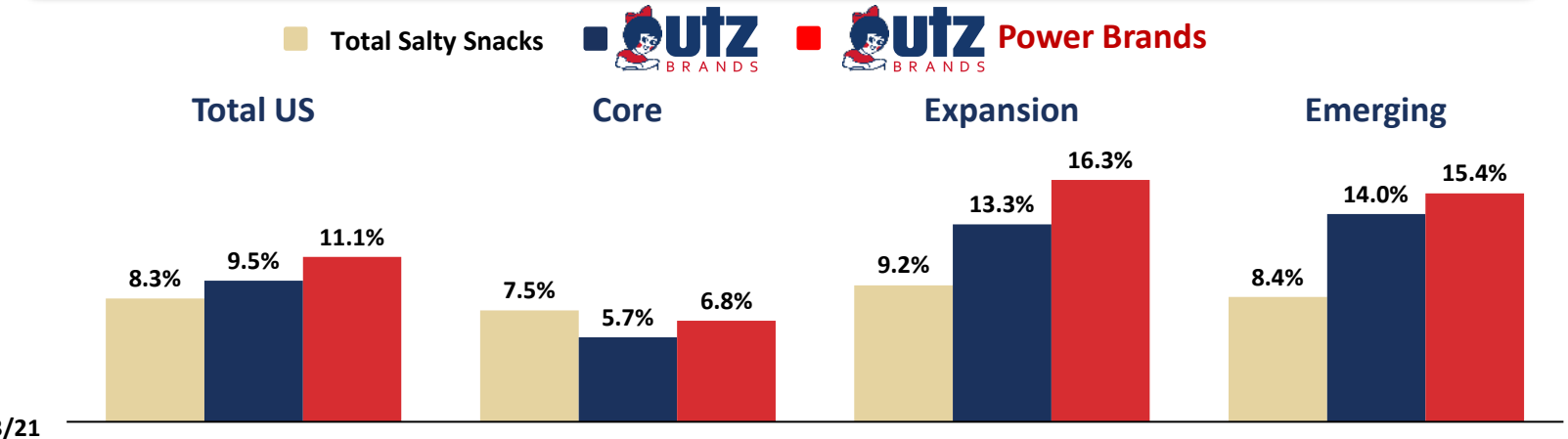
Source: IRI, Total US MULO + C. on a pro forma basis.

Positive Momentum Led by Power Brands Across All Geographies

Expansion and Emerging continue to outperform with two-year growth rates significantly outpacing the Category by 400 bps and 550bps, respectively

Core momentum improving with a return to year-over-year growth and two-year growth doubles from 2.9% in Q2'21 to 5.7% in Q3'21

Geographic Channel Retail Sales 2-Year CAGR (13-Weeks Ended 10/3/21)



13-Weeks Ended 10/3/21 YoY % Change	Total US	Core	Expansion	Emerging
Total Salty Snacks	7.9%	6.4%	9.2%	7.8%
Utz Brands	4.4%	0.9%	6.4%	7.9%

13-Weeks Ended 10/3/21 Approximate % of Retail Sales	Core	Expansion	Emerging
Total Salty Snacks	26%	23%	48%
Utz Brands	48%	23%	26%

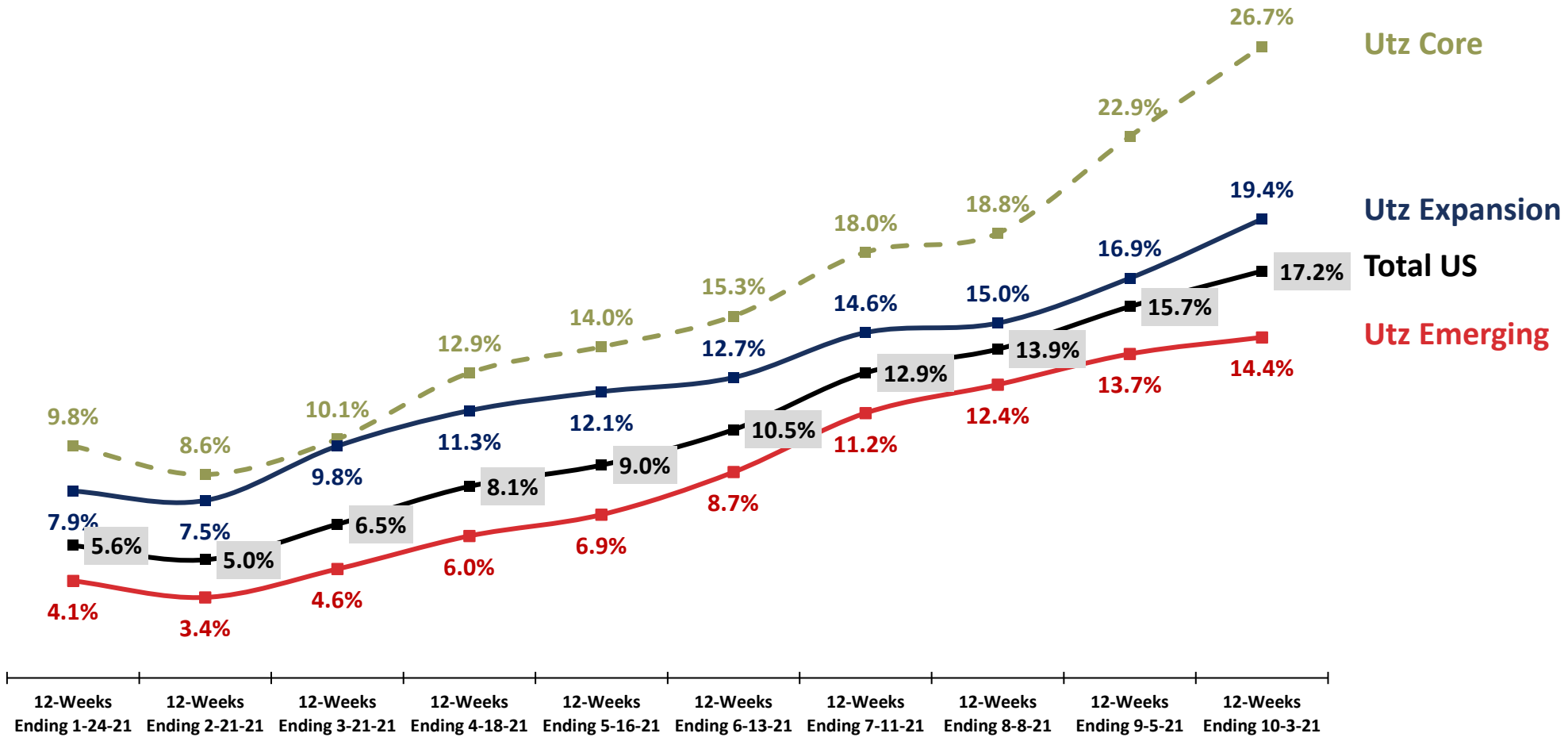
Source: IRI, Total US MULO + C. on a pro forma basis.

Strong Growth for ON THE BORDER® In All Geographies

Leveraging the Utz sales platform to drive increasing growth and unlock revenue synergies

Transitioned our primary DSD Distributor for ON THE BORDER® in certain key Core geographies to Utz in August 2021 and we are seeing positive early results

ON THE BORDER® Retail Sales 2-Year CAGR Rolling 12-Week Trend



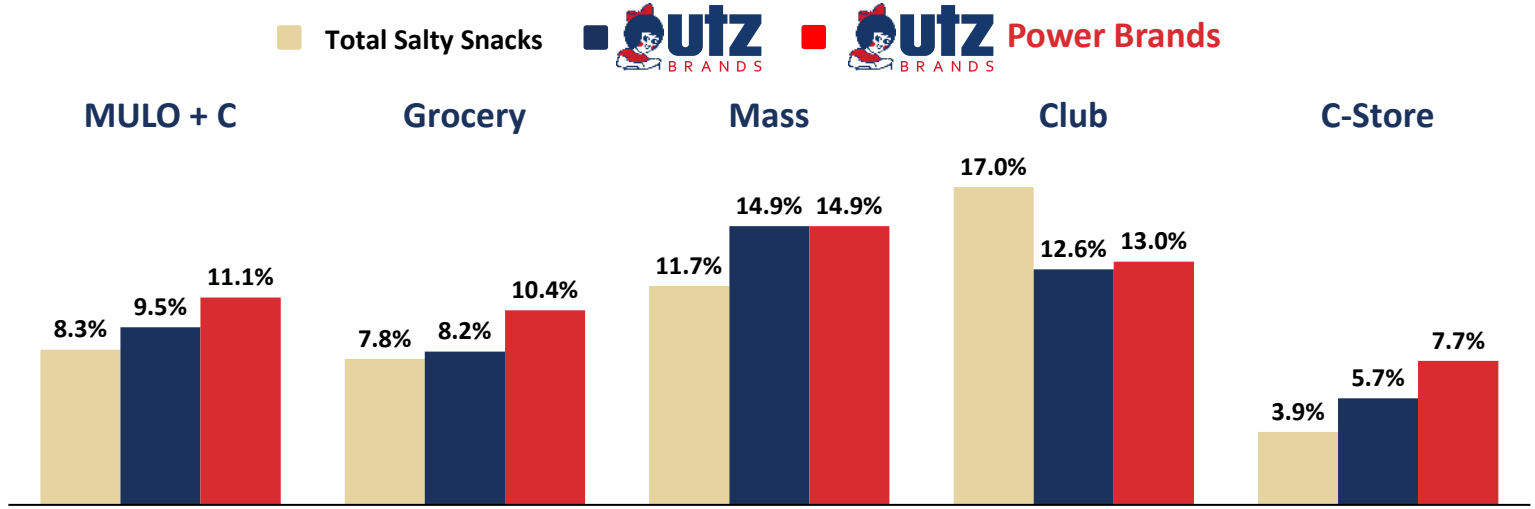
Source: IRI, Total US MULO + C. trend

Share Gains in Grocery, Mass and C-Store

Continued strong growth across all channels with largest share gains in Grocery, Mass and C-store

Momentum is building and Power brands are driving positive momentum across all channels

Retail Channel Retail Sales 2-Year CAGR (13-Weeks Ended 10/4/21)



13-weeks ended 10/4/21 YoY % Change	MULO + C	Grocery	Mass	Club	C-Store
Total Salty Snacks	7.9%	0.6%	14.0%	15.8%	15.9%
Utz Brands	4.4%	(4.0%)	17.9%	4.2%	16.6%

13-Weeks Ended 10/4/21 Approximate % of Retail Sales	MULO + C	Grocery	Mass	Club	C-Store
Total Salty Snacks		43%	23%	6%	21%
Utz Brands		48%	20%	9%	16%

Source: IRI, Total US MULO + C. on a pro forma basis.

Financial Performance

Ajay Kataria, Chief Financial Officer



Third Quarter 2021 Financial Results Summary

In $millions, except per share amounts	3Q'20 Results	3Q'21 Results	YoY Change
Net Sales	248.0	312.7	+26.1%
Pro Forma Net Sales	*308.3*	*312.7*	*+1.4%*
Adj. Gross Profit	99.2	111.8	+12.7%
% of net sales	40.0%	35.8%	(420bps)
Adj. SG&A	60.9	66.1	+8.5%
% of net sales	24.6%	21.1%	+350bps
Adj. EBITDA	38.2	44.8	+17.3%
% of net sales	15.4%	14.3%	(110bps)
Adj. Net Income	18.2	25.6	+40.7%
Adj. EPS	nm	$0.18	nm

Note: Pro Forma Net Sales, Adjusted SG&A, Adjusted Gross Profit, Adjusted EBITDA, Adjusted Net Income and Adjusted EPS are Non-GAAP financial measures. See appendix for reconciliation of Non-GAAP financial measures to most directly comparable GAAP measures.

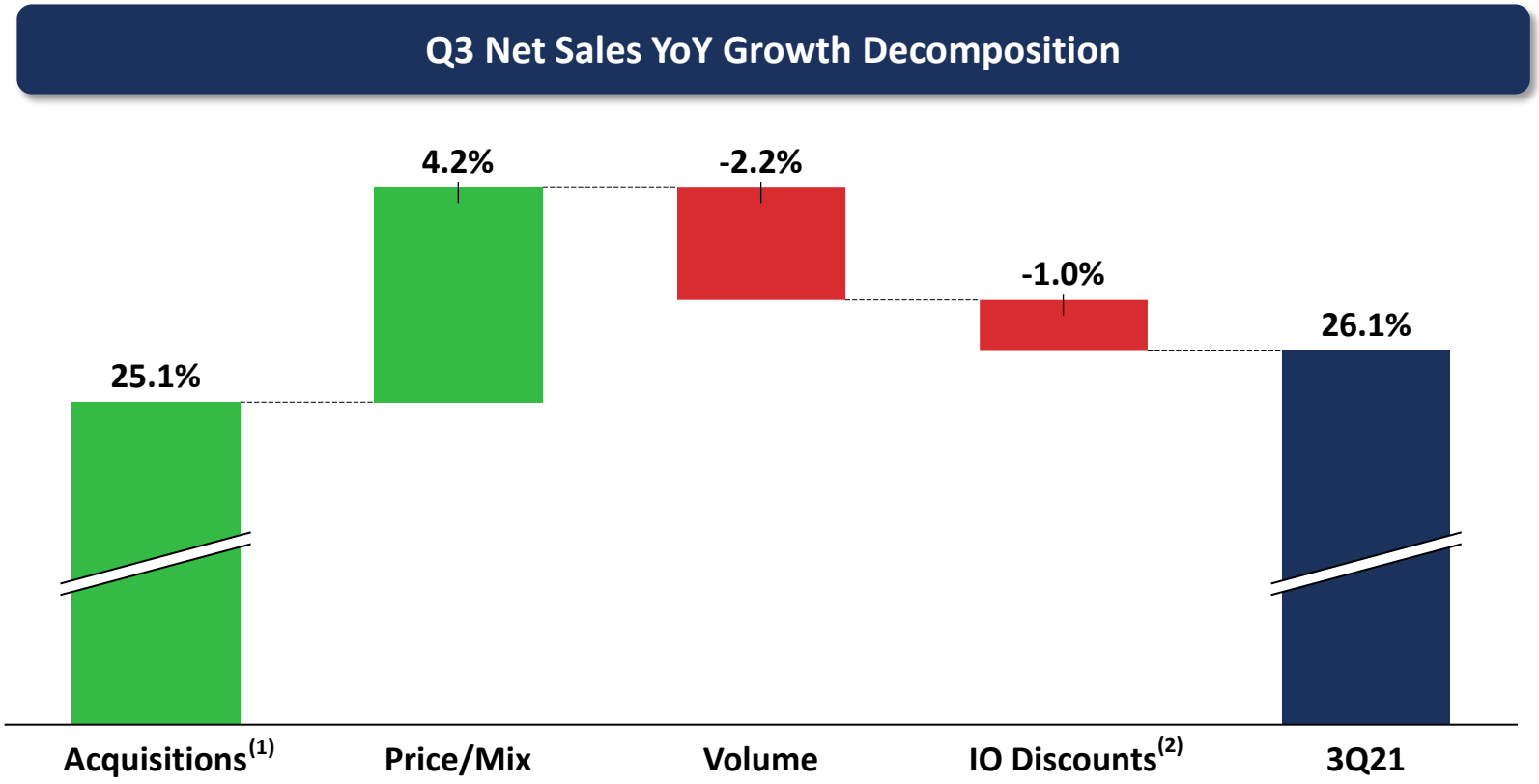
Q3 Balance Sheet and Additional Items

- As of October 3, 2021, the Company had $26M of cash on hand and $133M available under its revolving credit facility, **providing liquidity in excess of $159M**
  - Expect to use balance sheet cash and revolving credit facility to fund the $56M cash purchase price for the previously announced acquisition of R.W. Garcia Holdings, LLC and related entities
- **Net debt of $796.4M** as of October 3, 2021, resulting in a **Pro Forma Net Leverage ratio of 4.7x** based on LTM Normalized Further Adjusted EBITDA of $170.2M
- **Capital expenditures of $17.8M** in the 39-weeks ended October 3, 2021

Note: Pro Forma Net Leverage Ratio and Normalized Further Adjusted EBITDA are Non-GAAP financial measures.
See appendix for reconciliation of Non-GAAP financial measures to most directly comparable GAAP measures.

Q3 Net Sales Bridge

- Growth driven by acquisitions and Organic growth of 1% (+2% excluding IO discounts)
- Price/mix improved from Q1'21 and Q2'21 with momentum building
- Volumes impacted by COVID-19 overlap and supply disruptions
- Pro Forma Net Sales 2-year CAGR of 6.4%, up from Q2'21 rate of 6.1%

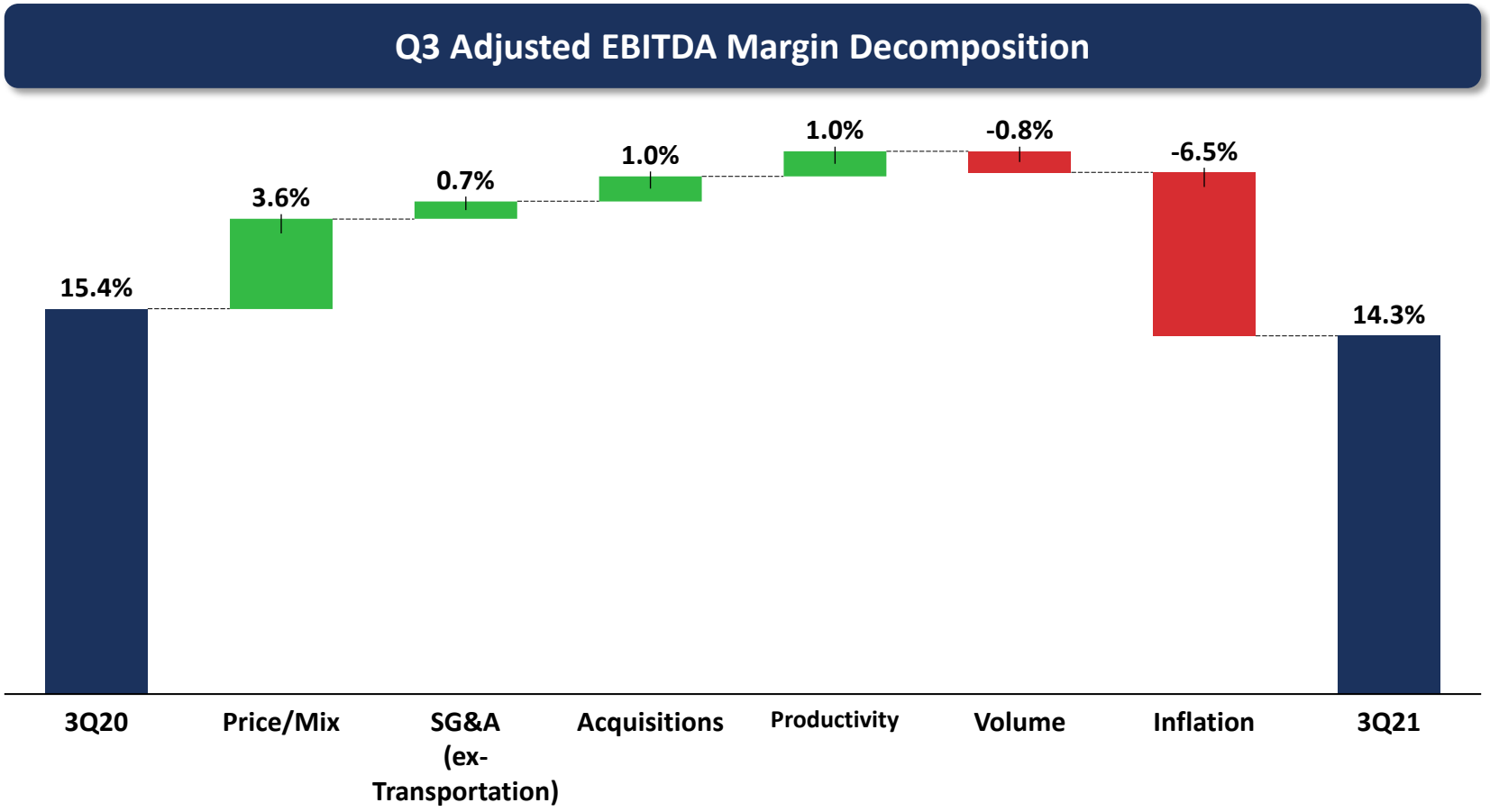


(1) Acquisitions include partial period results of Truco Enterprises from 12/14/2020 to 10/3/2021; H.K. Anderson from 11/2/2020 to 10/3/2021; Vitner's from 2/8/2021 to 10/3/2021; Festida 6/7/2021 to 10/3/2021

(2) Estimated impact due to conversion of employee-serviced DSD routes to independent operator-serviced routes.

Q3 Adjusted EBITDA Margin Bridge

- Favorable price/mix and modest benefits from productivity initiatives
- Volume declines due to 2020 COVID-19 overlap and supply chain disruptions
- Higher inflation which includes commodities, transportation and labor



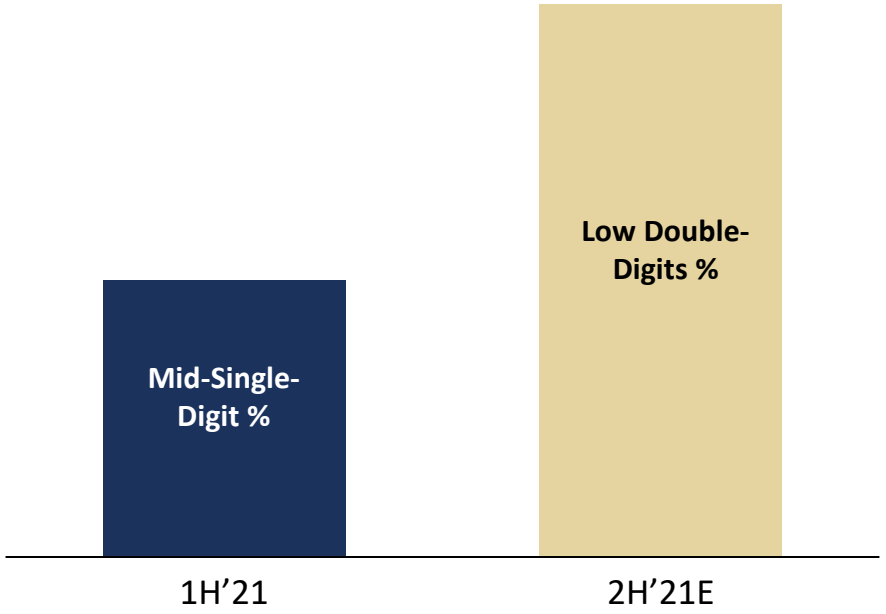
Note: Adjusted EBITDA Margin is a Non-GAAP financial measure. See appendix for reconciliation of Non-GAAP financial measures to most directly comparable GAAP measures.

Implementing Pricing Actions in Response to Rising Input Costs

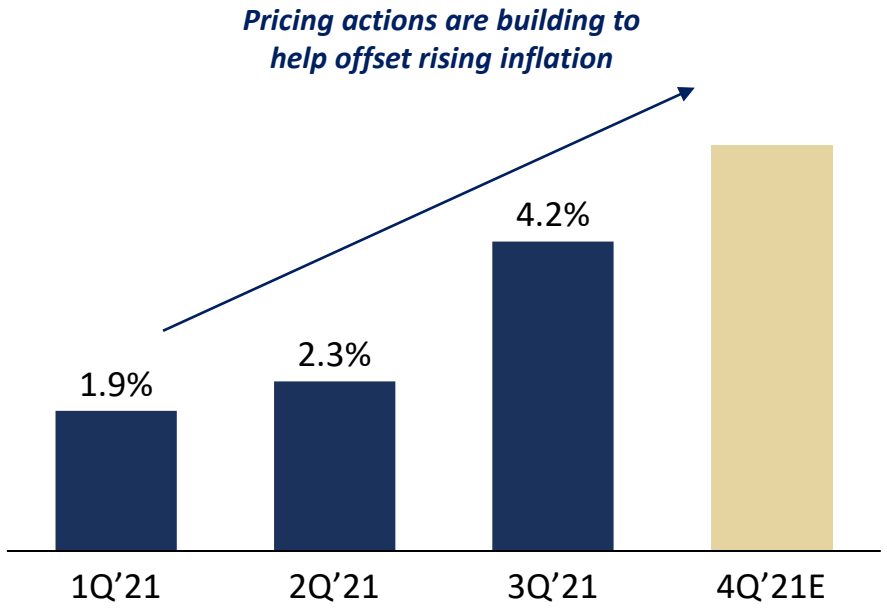
Our total input costs across not only commodities, but also labor and transportation, have continued to increase throughout 2021…

…we reacted quickly and began implementing pricing actions to help offset rising inflation with the benefits building momentum into fiscal 2022

Gross Input Cost Inflation % vs. 2020



Price/Mix Contribution as a % of Net Sales



Fiscal 2021 Outlook

Continue to expect fiscal 2021 net sales to be consistent with fiscal 2020 Pro Forma Net Sales with modest Organic Net Sales growth year-over-year

Earnings outlook reflects rising inflation due to the challenging industry-wide supply chain environment and a lower tax rate and lower interest expense than previously expected

	Previous	Current
Net Sales Growth vs. Pro Forma 2020[(1)]	Consistent with fiscal 2020	Consistent with fiscal 2020
Organic Net Sales Growth[(1)]	Modest	Modest
Adjusted EBITDA[(2)]	$160 to $170M	Towards the low-end of the previous range
Adjusted EPS[(3)]	$0.55 to $0.60	$0.55 to $0.60

Comments

- Earnings outlook now assumes:
  - Commodity inflation of approximately 7%
  - Higher transportation costs
  - Lower effective tax rate
- Pricing actions and productivity initiatives are both 2H'21 weighted and help to offset inflation
- FY21 outlook excludes approximately $6M of unrealized cost synergies from acquisitions (excludes RW Garcia) expected to occur in 2022 and beyond.

Long-term organic growth algorithm of 3 to 4% Net Sales growth and 6 to 8% Adjusted EBITDA growth remains intact

Note: Pro Forma Net Sales, Adjusted EBITDA and Adjusted EPS are non-GAAP financial measures. See appendix for reconciliation of non-GAAP financial measures to most directly comparable GAAP measures.
(1) 2020 Pro Forma Net Sales includes $1.16 billion of pro forma net sales on a 52-week comparison basis, includes pre-acquisition net sales for Vitner's if $20M to align with the expectation for FY 2021 (11 months of results from operating and SKU rationalization activity) and excludes full year pre-acquisition net sales amount of $14M for Festida Foods. The Company's 2021 net sales growth rate outlook is inclusive of the impact from the conversion of employee-serviced DSD routes to independent operator-serviced routes.
(2) Excludes approximately $6M of unrealized cost synergies expected to occur in 2022 and beyond; excludes expected unrealized synergies from RW Garcia acquisition.
(3) Excludes step-up depreciation & amortization ("D&A"), stock compensation expense, and non-recurring items.

Fiscal 2021 Outlook (cont.)

Additional Assumptions

- **Unchanged Assumptions**
  - Funded $25M Vitner's acquisition in February 2021 with balance sheet cash
  - Funded $41M Festida Foods acquisition in June 2021 with revolving credit facility
  - Incremental term loan of $75M to pay down revolver and put cash on balance sheet
  - Productivity of approximately 2% of cost of goods sold
  - Capital expenditures of approximately $40M to drive productivity efforts
  - Fully diluted shares on an as-converted basis of approximately 142M
  - ~200 Independent Route ("IO") conversions
  - Net leverage ratio of approximately 4.5x by end of 2021(1)
- **Updated Assumptions**
  - Commodity inflation of approximately 7%
  - Higher transportation costs than previously expected
  - Fund approximately $15M toward acquiring and vertically integrating multiple third-party distribution rights
  - Core D&A of $25 – $27M and step-up D&A of $50 – $53M (comprised of approximately 40% cost of goods sold and 60% SG&A expense)
  - Cash interest expense of approximately $30M(2)
  - Effective cash tax rate of 15.0% - 17.0% (% of pre-tax book income)(3)

(1) Includes unrealized cost synergies of approximately $6M from acquisitions; excludes RW Garcia
(2) Excludes amortization of deferred financing fees, interest expense related to loans to independent operators that we guarantee, and interest income. Includes $250M notional interest rate hedge expiring in September 2022 that fixes 1 month LIBOR at 1.339%.
(3) Excluding the impact of ~$6.5M of taxes expected to be paid in 2021 that relate to the 2020 tax period prior to August 28, 2020.

Appendix


Golden Flake
SWEET HEAT BARBECUE
CHICHARRONES
FRIED PORK SKINS
EST. 1994
BOULDER CANYON
CANYON CUT
AVOCADO OIL
CLASSIC SEA SALT
KETTLE STYLE POTATO CHIPS
NET WT. 10 OZ (283.5g)
good health
VEGGIE STRAWS
Sea Salted
POTATO BASED SNACK
NET WT 6.25 OZ (177.2g)
ON THE BORDER
MEXICAN GRILL & CANTINA
Café Style
Utz
Baked Cheddar
Cheese Balls
GLUTEN FREE
FAMILY SIZE
Utz
Original
POTATO CHIPS
NET WT 9.5 OZ (269.3g)
Zapp's
POTATO CHIPS
New Orleans Kettle Style
VOODOO
Utz
SOURDOUGH
Special
ORIGINAL
PRETZELS
NET WT 5.5 OZ (155.9g)
HAWAIIAN
BRAND
KETTLE STYLE POTATO CHIPS
SWEET MAUI ONION
Crispy & Crunchy
NET WT 1.5 OZ (42.5g)

Reconciliation of Non-GAAP Financial Measures to Reported Financial Measures

Net Sales and Pro Forma Net Sales

	13-Weeks Ended		39-Weeks Ended	
	October 3, 2021	September 27, 2020	October 3, 2021	September 27, 2020
(dollars in millions)	(Successor)	(Combined Successor and Predecessor)	(Successor)	(Combined Successor and Predecessor)
Net Sales	**$ 312.7**	**$ 248.0**	**$ 879.8**	**$ 718.0**
H.K. Anderson Pre-Acquisition Net Sales	-	2.5	-	6.9
Vitner's Pre-Acquisition Net Sales	-	5.7	-	15.0
Truco Enterprises Pre-Acquisition Net Sales	-	49.8	-	150.6
Festida Foods Pre-Acquisition Net Sales	-	2.3	3.6	7.4
Pro Forma Net Sales	**$ 312.7**	**$ 308.3**	**$ 883.4**	**$ 897.9**

Reconciliation of Non-GAAP Financial Measures to Reported Financial Measures

Gross Profit, Adjusted Gross Profit and PF Adj Gross Profit

(dollars in millions)	13-Weeks Ended October 3, 2021 (Successor)	13-Weeks Ended September 27, 2020 (Combined Successor and Predecessor)	39-Weeks Ended October 3, 2021 (Successor)	39-Weeks Ended September 27, 2020 (Combined Successor and Predecessor)
Gross Profit	**$ 102.6**	**$ 86.2**	**$ 293.4**	**$ 251.1**
Depreciation and Amortization	9.3	13.0	25.4	23.8
Non-Cash, non-recurring adjustments	(0.1)	-	2.9	-
Adjusted Gross Profit	***111.8***	***99.2***	***321.7***	***274.9***
Adjusted Gross Profit as a % of Net Sales	35.8%	40.0%	36.6%	38.3%
Depreciation and Amortization - COGS	(9.3)	(13.0)	(25.4)	(23.8)
H.K. Anderson Pre-Acquisition Gross Profit	-	0.4	-	1.0
Vitner's Pre-Acquisition Gross Profit	-	2.8	-	7.3
Truco Enterprises Pre-Acquisition Gross Profit	-	19.8	-	60.4
Festida Foods Pre-Acquisition Gross Profit	-	1.5	2.7	4.9
Pro Forma Gross Profit	***102.5***	***110.7***	***299.0***	***324.7***
Depreciation and Amortization - COGS	9.3	13.0	25.4	23.8
Festida Pre-Acquisition D&A	-	0.5	1.0	1.5
Depreciation and Amortization - Total	9.3	13.5	26.4	25.3
Pro Forma Adjusted Gross Profit	***$ 111.8***	***$ 124.2***	***$ 325.4***	***$ 350.0***
Pro Forma Adjusted Gross Profit as a % of Pro Forma Net Sales	35.8%	40.3%	36.8%	39.0%

Reconciliation of Non-GAAP Financial Measures to Reported Financial Measures

Adjusted Selling, General and Administrative Expense

(dollars in millions)	13-Weeks Ended October 3, 2021 (Successor)	13-Weeks Ended September 27, 2020 (Combined Successor and Predecessor)	39-Weeks Ended October 3, 2021 (Successor)	39-Weeks Ended September 27, 2020 (Combined Successor and Predecessor)
Selling, General and Administrative Expense - Including Depreciation and Amortization	**$ 98.7**	**$ 84.6**	**$ 278.9**	**$ 221.0**
Depreciation and Amortization in SG&A Expense	(11.4)	(4.4)	(33.9)	(11.6)
Non-Cash, and/or Non-recurring Adjustments	(21.2)	(19.3)	(39.4)	(32.7)
Adjusted Selling, General and Administrative Expense	***66.1***	***60.9***	***205.6***	***176.7***
Adjusted Selling, General and Administrative Expense as a % of Net Sales	21.1 %	24.6 %	23.4 %	24.6 %
Vitner's Pre-Acquisition SG&A Expense	-	2.2	-	5.8
Truco Enterprises Pre-Acquisition SG&A Expense	-	9.1	-	24.2
Festida Foods Pre-Acquisition SG&A Expense	-	0.8	1.5	2.5
Pro Forma Adjusted SG&A Expense	***$ 66.1***	***$ 73.0***	***$ 207.1***	***$ 209.2***
Pro Forma Adjusted Selling, General and Administrative Expense as % of Pro Forma Net Sales	21.1 %	23.7 %	23.4 %	23.3 %

Reconciliation of Non-GAAP Financial Measures to Reported Financial Measures

Adjusted Net Income

(dollars in millions, except per share data)	13-Weeks Ended October 3, 2021 (Successor)	13-Weeks Ended September 27, 2020 (Combined Successor and Predecessor)	39-Weeks Ended October 3, 2021 (Successor)	39-Weeks Ended September 27, 2020 (Combined Successor and Predecessor)
Net Income (Loss)	**$ 31.4**	**$ (25.3)**	**$ 24.2**	**$ (17.0)**
Deferred Financing Fees	***0.4***	***0.4***	***0.8***	***1.9***
Depreciation and Amortization	20.7	17.4	59.3	35.4
Non-Acquisition Related Depreciation and Amortization	(8.0)	(6.3)	(21.0)	(19.2)
Acquisition Step-Up Depreciation and Amortization:	***12.7***	***11.1***	***38.3***	***16.2***
Certain Non-Cash Adjustments	2.0	(4.5)	9.0	(1.7)
Acquisition and Integration	11.0	22.3	19.0	31.4
Business Transformation Initiatives	8.0	1.1	13.7	3.5
Financing-Related Costs	0.1	2.5	0.7	2.6
(Gain) Loss on Remeasurement of Warrant Liability	(36.3)	18.0	(34.2)	18.0
Other Non-Cash and/or Non-Recurring Adjustments	***(15.2)***	***39.4***	***8.2***	***53.8***
Income Tax-Rate Adjustment[(1)]	(3.7)	(7.4)	(9.9)	(11.4)
Adjusted Net Income	***$ 25.6***	***$ 18.2***	***$ 61.6***	***$ 43.5***
Basic Shares Outstanding on an As-Converted Basis	136.9		136.7	
Fully Diluted Shares on an As-Converted Basis	142.4		142.4	
Adjusted Earnings Per Share	$ 0.18		$ 0.43	

(1) Income Tax Rate Adjustment calculated as Income (Loss) before taxes plus (i) Acquisition, Step-Up Depreciation and Amortization and (ii) Other Non-Cash and/or Non-Recurring Adjustments, less the difference between cash tax and the actual tax provision recorded in the Consolidated Statement of Operations and Comprehensive Income (Loss). Cash tax includes corporate income tax payments plus non-resident withholding and tax distributions, which are considered equivalent to tax.

Reconciliation of Non-GAAP Financial Measures to Reported Financial Measures

Depreciation and Amortization Expense

(dollars in millions)	13-Weeks Ended October 3, 2021 (Successor)	13-Weeks Ended September 27, 2020 (Combined Successor and Predecessor)	39-Weeks Ended October 3, 2021 (Successor)	39-Weeks Ended September 27, 2020 (Combined Successor and Predecessor)
Core D&A - Non-Acquisition-related included in Gross Profit	$ 4.7	$ 4.6	$ 13.4	$ 14.8
Step-Up D&A - Transaction-related included in Gross Profit	4.6	8.4	12.0	10.4
Depreciation & Amortization - included in Gross Profit	***9.3***	***13.0***	***25.4***	***25.2***
Core D&A - Non-Acquisition-related included in SG&A Expense	2.8	1.8	7.9	4.4
Step-Up D&A - Transaction-related included in SG&A Expense	8.6	2.6	26.0	5.8
Depreciation & Amortization - included in SG&A Expense	***11.4***	***4.4***	***33.9***	***10.2***
Depreciation & Amortization - Total	***$ 20.7***	***$ 17.4***	***$ 59.3***	***$ 35.4***
Core Depreciation and Amortization	$ 7.5	$ 6.4	$ 21.4	$ 19.2
Step-Up Depreciation and Amortization	13.2	11.0	37.9	16.2
Total Depreciation and Amortization	***$ 20.7***	***$ 17.4***	***$ 59.3***	***$ 35.4***

Reconciliation of Non-GAAP Financial Measures to Reported Financial Measures

EBITDA, Adjusted EBITDA and Further Adjusted EBITDA

	13-Weeks Ended		39-Weeks Ended	
	October 3, 2021	September 27, 2020	October 3, 2021	September 27, 2020
(dollars in millions)	(Successor)	(Combined Successor and Predecessor)	(Successor)	(Combined Successor and Predecessor)
Net Income (Loss)	**$ 31.4**	**$ (25.3)**	**$ 24.2**	**$ (17.0)**
Plus non-GAAP adjustments:				
Income Tax Expense or (Benefit)	0.8	(1.5)	2.3	1.1
Depreciation and Amortization	20.7	17.4	59.3	35.4
Interest Expense, Net	7.7	8.8	26.5	28.5
Interest Income (IO loans)[1]	(0.6)	(0.6)	(2.0)	(1.8)
EBITDA	**60.0**	**(1.2)**	**110.3**	**46.2**
Certain Non-Cash Adjustments[2]	2.0	(4.5)	9.0	(1.7)
Acquisition and Integration[3]	11.0	22.3	19.0	31.4
Business Transformation Initiatives[4]	8.0	1.1	13.7	3.5
Financing-Related Costs[5]	0.1	2.5	0.7	2.6
(Gain) Loss on Remeasurement of Warrant Liabilities[6]	(36.3)	18.0	(34.2)	18.0
Adjusted EBITDA	**44.8**	**38.2**	**118.5**	**100.0**
Adjusted EBITDA as a % of Net Sales	14.3%	15.4%	13.5%	13.9%
H.K. Anderson Pre-Acquisition Adjusted EBITDA[7]	-	0.4	-	1.0
Vitner's Pre-Acquisition Adjusted EBITDA[7]	-	0.6	-	1.5
Truco Enterprises Pre-Acquisition Adjusted EBITDA[7]	-	12.9	-	38.8
Festida Foods Pre-Acquisition Adjusted EBITDA[7]	-	1.5	2.6	4.6
Further Adjusted EBITDA	***$ 44.8***	***$ 53.6***	***$ 121.1***	***$ 145.9***
Further Adjusted EBITDA as % of Pro Forma Net Sales	14.3%	17.4%	13.7%	16.2%

See footnotes in Utz's Q3 earnings press release dated November 10, 2021.

Reconciliation of Non-GAAP Financial Measures to Reported Financial Measures

Adjusted EBITDA

	FY 2020					FY 2021			
	(Predecessor)		(Combined Successor and Predecessor)	(Successor)	(Combined Successor and Predecessor)	(Successor)			(Successor)
(dollars in millions)	Q1	Q2	Q3	Q4	FY 2020	Q1	Q2	Q3	TTM
Further Adjusted EBITDA	**$ 40.8**	**$ 51.5**	**$ 53.6**	**$ 41.4**	**$ 187.3**	**$ 39.5**	**$ 36.7**	**$ 44.8**	**$ 162.4**
Acquisition Synergies[1]	2.9	2.6	2.6	2.0	10.1	2.1	2.1	1.6	7.8
Public Company Costs[2]	(0.8)	(0.7)	(0.6)	-	(2.1)	-	-	-	-
Normalized Further Adjusted EBITDA	***$ 42.9***	***$ 53.4***	***$ 55.6***	***$ 43.4***	***$ 195.3***	***$ 41.6***	***$ 38.8***	***$ 46.4***	***$ 170.2***

Net Debt and Net Leverage Ratio

(dollars in millions)	As of October 3, 2021
Term Loan	$ 789.1
Capital Leases[3]	29.1
Deferred Purchase Price	4.2
Gross Debt[4]	**822.4**
Cash and Cash Equivalents	26.0
Total Net Debt	**$ 796.4**
Last 52-Weeks Normalized Further Adjusted EBITDA	$ 170.2
Net Leverage Ratio	4.7x

(1) Represents identified integration-related cost savings expected to be realized from the elimination of certain procurement, manufacturing, and logistics as well as selling, general and administrative expenses in connection with the acquisition of Kennedy Endeavors, Kitchen Cooked, Truco Enterprises, Vitner's and Festida Foods.

(2) Represents estimated incremental costs of operating as a public company following the closing of the business combination, including exchange listing and other fees; audit and compliance costs; investor relations costs; additional D&O insurance premium; legal expenses associated with public filings and other items; and cash compensation for the Board of Directors.

(3) Capital Leases include equipment term loans and excludes the impact of step-up accounting.

(4) Excludes amounts related to guarantees on IO loans which are collateralized by routes. We have the ability to recover substantially all of the outstanding loan value in the event of a default scenario, which is uncommon.