Utz Brands, Inc.
RW Garcia Acquisition Announcement

November 2, 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, future plans for Utz Brands, Inc. (the "Company") including the acquisition of R.W. Garcia Holdings, LLC ("R.W. Garcia Holdings, LLC" or "RW Garcia"), the estimated or anticipated future results and benefits of the Company's future plans and operations, future capital structure, future opportunities for the Company, 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: Whether and when the closing conditions will be satisfied and whether and when the acquisition will close, whether and when Utz will be able to realize the expected financial results and intended accretive effect of the acquisition, and how customers, competitors, suppliers and employees will react to the acquisition the risk that recently completed business combinations (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; changes in applicable law or regulations; costs related to the Business Combinations; 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 being 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 filed with the U.S. Securities and Exchange Commission (the "Commission") for the fiscal year ended January 3, 2021 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.

Disclaimer – Non-GAAP Financial Measures

A non-GAAP financial measure is a numerical measure of financial performance that excludes or includes amounts so as to be different than the most directly comparable measure calculated and presented in accordance with generally accepted accounting principles in the United States (GAAP). Utz believes that the non-GAAP financial measures are meaningful to investors because they increase transparency and assist investors to understand and analyze our ongoing operational performance. The financial measures are shown as supplemental disclosures in this presentation because they are widely used by the investment community for analysis and comparative evaluation. They also provide additional metrics to evaluate Utz's operations and, when considered with both the GAAP results, provide a more complete understanding of Utz's business than could be obtained absent this disclosure. These non-GAAP measures are not and should not be considered an alternative to the most comparable GAAP measures or any other figure calculated in accordance with GAAP, or as an indicator of operating performance. Utz's calculation of the non-GAAP financial measures may differ from methods used by other companies. Utz's management believes that the non-GAAP measures are important to having an understanding of Utz's overall operating results or those of RW Garcia in the periods presented. 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. As new events or circumstances arise, these definitions could change.

In this presentation, we use the following non-GAAP financial measures: "Adjusted EBITDA" is defined as EBITDA further adjusted to exclude certain non-cash items, such as stock-based compensation, hedging and purchase commitments adjustments, and asset impairments; acquisition and integration costs; business transformation initiatives; and financing-related costs. Adjusted EBITDA is one of the key performance indicators we use in evaluating our operating performance and in making financial, operating, and planning decisions. We believe Adjusted EBITDA is useful to the users of this presentation and financial information contained in this presentation in the evaluation of Utz's operating performance compared to other companies in the salty snack industry, as similar measures are commonly used by companies in this industry. We have historically reported an Adjusted EBITDA metric to investors and banks for covenant compliance. "RW Garcia Adjusted EBITDA" is defined as EBITDA further adjusted to exclude certain non-cash items, non-recurring items, and certain costs that will not be incurred after the closing date of the acquisition of R.W. Garcia Holdings, LLC. We believe RW Garcia Adjusted EBITDA is useful to the users of this presentation and financial information contained in this presentation to evaluate the estimated contribution of the RW Garcia acquisition to our Adjusted EBITDA and compares to other companies in the salty snack industry, as similar measures are commonly used by companies in this industry. "EBITDA" is defined as Net Income before Interest, Income Taxes, and Depreciation and Amortization.

R.W. Garcia Holdings, LLC Overview

R.W. Garcia Holdings, LLC ("RW Garcia") Overview

- Founded in 1982, a Family-owned and-operated maker of high-quality non-GMO and organic tortilla chips, crackers, and corn chips
- All RW Garcia products are non-GMO verified, certified gluten-free, low sodium, kosher, and free of artificial additives or preservatives
- Approximately 120 employees
- Strategically placed manufacturing facilities in Las Vegas, NV and Lincolnton, NC with significant production capacity to support growth of the Utz portfolio of brands
- Strong capabilities in better-for-you ("BFY") non-GMO and organic tortilla chips, crackers, and corn chips, will benefit from Utz's distribution capabilities and customer relationships across the United States
- Utz's retail sales in BFY segment will exceed $100M following closing
- RW Garcia will continue to service existing customers into the future

Lincolnton, NC facility



Select Products









Transaction Highlights

Transaction Summary

- Purchase price of $56M[1] represents an acquisition multiple of approximately 9.6x FY June 2021 RW Garcia Adjusted EBITDA of $5.8M[2] excluding synergies, and 5.7x including run-rate cost synergies of approximately $4M
- The transaction is subject to customary closing conditions and is expected to close in the fourth quarter of Utz's fiscal 2021

Real Estate

- Includes the real estate assets related to the operations of the RW Garcia plant in Lincolnton, NC

Financing

- Utz expects to use balance sheet cash and its revolving credit facility to fund the $56M cash purchase price

Financial Impact

- RW Garcia expects FY June 2021 Net Sales and Adjusted EBITDA of $66.2M and $5.8M, respectively[2]
- Utz expects the transaction to be accretive to earnings in fiscal 2022 and beyond

(1) Subject to a customary post-closing purchase price adjustment
(2) 52-week fiscal year ending June 30, 2021. Based on RW Garcia Adjusted EBITDA as defined in Non-GAAP Disclaimer.

Acquisition Aligned with Utz Value Creation and M&A Strategy

1 Strengthens Supply Chain	▪ Strategically well-placed plants in Las Vegas, NV and Lincolnton, NC with production capabilities to support growth of the Utz portfolio of brands
2 Delivers Strong Cost Synergies	▪ Expect approximately $4M in supply chain and SG&A cost synergies once fully-integrated
3 Enhances Better-For-You Portfolio	▪ Nearly all products are organic which will enhance Utz's BFY portfolio ▪ The combination will bring Utz's total BFY portfolio to over $100M in retail sales
4 Accretive & Multiple Enhancing	▪ Purchase price represents 9.6x FY June 2021 Adjusted EBITDA of $5.8M[1], and an acquisition multiple of 5.7x after including expected run-rate cost synergies of approximately $4M ▪ Expected to be accretive to earnings in 2022 and subsequent years
5 Consistent with Target Leverage Policy	▪ Impact to net leverage ratio is not meaningful

(1) 52-week fiscal year ending June 30, 2021. Based on RW Garcia Adjusted EBITDA as defined in Non-GAAP Disclaimer.