

THE J.M. SMUCKER Co

**ACQUISITION OF
HOSTESS BRANDS**

September 11, 2023





FORWARD-LOOKING STATEMENTS

This presentation contains forward-looking statements, such as projected net sales, operating results, earnings, and cash flows, that are subject to known and unknown risks and uncertainties that could cause actual results to differ materially from any future results, performance, or achievements expressed or implied by those forward-looking statements. Users should understand that the risks, uncertainties, factors, and assumptions listed and discussed in this presentation could affect the future results of the Company and could cause actual results to differ materially from those expressed in the forward-looking statements.

Users are cautioned not to unduly rely on such forward-looking statements, which speak only as of the date made, when evaluating the information presented in this presentation. The Company does not undertake any obligation to update or revise these forward-looking statements to reflect new events or circumstances.

WHAT MAKES HOSTESS BRANDS SPECIAL

ICONIC BRANDS

A MISSION-DRIVEN CULTURE

SIMPLE, LOW-COST
OPERATING
BUSINESS
MODEL

TAILORED
CAPABILITIES TO
CAPTURE
UNIQUE
IMPULSE AND
SWEET
SNACKING

INNOVATION
DRIVING NEW
CONSUMER
OCCASIONS

COMPLETED
CAPITAL
INVESTMENT
TO FUEL
GROWTH
EXPANSION

ENHANCING
GROWTH AND
MARGINS
WITH CLEAR
PATHWAYS TO
DRIVE FUTURE
GROWTH



PORTFOLIO OF ICONIC BRANDS WITH MULTIPLE DRIVERS OF ORGANIC GROWTH

ICONIC SWEET BAKED GOODS BRANDS



19%

YOY GROWTH*

VOORTMAN® GROWTH ENGINE



90%+

BRAND AWARENESS*

PROLIFIC INNOVATORS



100%

SNACKING

TRANSACTION OVERVIEW

TERMS

- Acquire all outstanding common shares of Hostess Brands for \$34.25 per share in cash and stock
 - \$30.00 cash consideration
 - 0.03002 shares of Smucker common stock*
- Total enterprise value of approximately \$5.6B, including net debt
- Implied 17.2x adjusted 2023 EBITDA** multiple and 13.2x post-synergies multiple with approximately \$100M in annual cost synergies

FINANCING

- Expected to finance with cash on hand and new debt
- Committed to maintaining strong investment grade credit rating

TIMING

- Pending regulatory approvals
- Expected to close in the third quarter of our current fiscal year ending April 30, 2024

*REPRESENTS A VALUE OF \$4.25 BASED ON SMUCKER SHARE PRICE ON SEPTEMBER 8, 2023 OF \$141.58.

**REPRESENTS CALENDAR YEAR 2023 ESTIMATED EBITDA.

ACCELERATES FOCUS ON CONVENIENT CONSUMER OCCASIONS



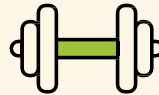
**ICONIC SNACKING
PLATFORM**



**ACCELERATES CONVENIENT
OCCASION STRATEGY**



**COMPLEMENTARY
ATTRIBUTES**



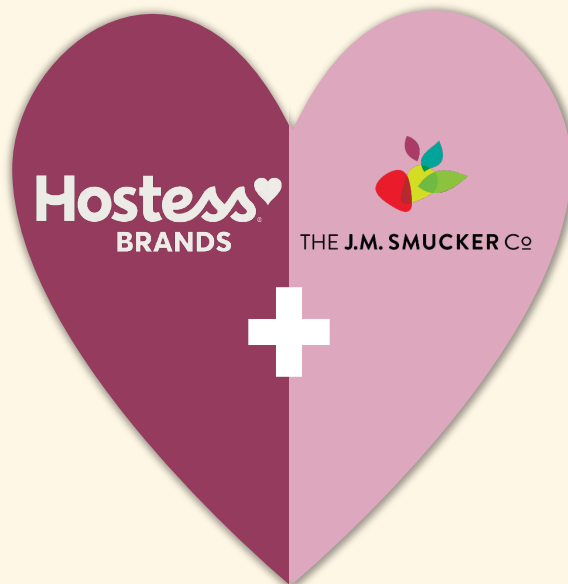
**STRENGTHENS FINANCIAL
GROWTH PROFILE**

COMBINATION HIGHLIGHTS

COMPLEMENTARY STRENGTHS

HOSTESS BRANDS' UNIQUE ATTRIBUTES

- ✓ ICONIC BRANDS
- ✓ SNACKING PLATFORM POSITIONED FOR STRONG GROWTH
- ✓ SCALED IN IMPULSE-SNACKING OCCASION
- ✓ A LEADER IN SWEET SNACKS
- ✓ INNOVATION TRACK RECORD AND PIPELINE
- ✓ STRONG PERIMETER AND C-STORE CHANNEL DISTRIBUTION



SMUCKER LEVERS TO DRIVE CONTINUED GROWTH

- ✓ HOME OF BELOVED BRANDS
- ✓ MARKET ACTIVATION THROUGH MEDIA AND INNOVATIVE MARKETING
- ✓ INSIGHT LED BRAND BUILDING / CATEGORY MANAGEMENT
- ✓ COMPLEMENTARY PRODUCT TECHNOLOGY WITH *UNCRUSTABLES*® SANDWICHES
- ✓ CENTER STORE, FROZEN AND MAINSTREAM CHANNEL EXPERTISE

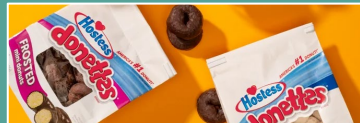


ICONIC BRANDS FOCUSED IN SNACKING OCCASIONS

BELOVED SNACKING BRANDS



SWEET SNACKING



LEADER IN IMPULSE OCCASIONS



#1 INNOVATOR IN SWEET BAKED GOODS



PURE-PLAY SNACKING
100% OF TOTAL SALES

LARGE ADDRESSABLE SNACKING OPPORTUNITY



MORNING SWEET START

\$6.7B



LUNCHBOX

\$7.2B



AFTERNOON REWARD

\$15.1B



IMMEDIATE CONSUMPTION

\$9.8B



AFTERNOON SHARING

\$26.1B

STRENGTHENS FINANCIAL PROFILE



VALUE CREATION

- Enhances net sales growth, operating margin and earnings growth
- Expected to be accretive to adjusted earnings per share in the first fiscal year



SYNERGIES

- Approximately \$100M of annual synergies realized over 2 years



CAPITAL STRUCTURE

- Committed to maintain strong investment grade credit rating
- Initial pro forma net leverage ratio of approximately 4.4x
- Long-term leverage target of 2.5x – 3.0x

**POSITIONED
TO DELIVER
LONG-TERM
GROWTH AND
SHAREHOLDER
VALUE**





THE J.M. SMUCKER Co

FORWARD-LOOKING STATEMENTS

This presentation includes certain forward-looking statements within the meaning of federal securities laws that involve risks and uncertainties relating to future events and the future performance of The J. M. Smucker Company (the "Company") and Hostess Brands, Inc. ("Hostess Brands"), including regarding the Company's proposed acquisition of Hostess Brands, the prospective benefits of the proposed acquisition, the potential consideration amount and the terms and the anticipated occurrence, manner and timing of the proposed exchange offer and the closing of the proposed acquisition. The forward-looking statements may include statements concerning our current expectations, estimates, assumptions and beliefs concerning future events, conditions, plans and strategies that are not historical fact. Any statement that is not historical in nature is a forward-looking statement and may be identified by the use of words and phrases such as "expect," "anticipate," "believe," "intend," "will," "plan," "strive" and similar phrases. Federal securities laws provide a safe harbor for forward-looking statements to encourage companies to provide prospective information. We are providing this cautionary statement in connection with the safe harbor provisions. Readers are cautioned not to place undue reliance on any forward-looking statements, which speak only as of the date made, when evaluating the information presented in this presentation, as such statements are by nature subject to risks, uncertainties and other factors, many of which are outside of our control and could cause actual results to differ materially from such statements and from our historical results and experience. These risks and uncertainties include, but are not limited to, the following: uncertainties relating to the timing of the exchange offer and merger between the Company, SSF Holdings, Inc., a Delaware corporation and wholly owned subsidiary of the Company, and Hostess Brands (the "Transaction"); uncertainties as to how many of Hostess Brands' stockholders will tender their stock in the exchange offer; the possibility that competing offers will be made; the possibility that any or all of the conditions to the consummation of the Transaction may not be satisfied or waived, including failure to receive required regulatory approvals; the possibility that the Transaction does not close; risks related to the Company's ability to realize the anticipated benefits of the Transaction, including the possibility that the expected benefits will not be realized or will not be realized within the expected time period; the effect of the announcement or pendency of the Transaction on the Company's ability to retain key personnel and to maintain relationships with customers, suppliers and other business partners; risks relating to potential diversion of management attention from the Company's ongoing business operations; negative effects of this announcement or the consummation of the Transaction on the market price of the Company's or Hostess Brands' common stock and/or operating results; transaction costs associated with the Transaction; disruptions or inefficiencies in the Company's operations or supply chain, including any impact caused by product recalls (including the Jif® peanut butter product recall); political instability, terrorism, armed hostilities (including the ongoing conflict between Russia and Ukraine); extreme weather conditions; natural disasters; pandemics (including the novel coronavirus); work stoppages or labor shortages, or other calamities; risks related to the availability, and cost inflation in, supply chain inputs, including labor, raw materials, commodities, packaging, and transportation; the impact of food security concerns involving either the Company's products or its competitors' products, including changes in consumer preference, consumer litigation, actions by the U.S. Food and Drug Administration or other agencies, and product recalls; risks associated with derivative and purchasing strategies the Company employs to manage commodity pricing and interest rate risks; the availability of reliable transportation on acceptable terms; the ability to achieve cost savings related to restructuring and cost management programs in the amounts and within the time frames currently anticipated; the ability to generate sufficient cash flow to continue operating under the Company's capital deployment model, including capital expenditures, debt repayment, dividend payments, and share repurchases; the ability to implement and realize the full benefit of price changes, and the impact of the timing of the price changes to profits and cash flow in a particular period; the success and cost of marketing and sales programs and strategies intended to promote growth in the Company's businesses, including product innovation; general competitive activity in the market, including competitors' pricing practices and promotional spending levels; the Company's ability to attract and retain key talent; the concentration of certain of the Company's businesses with key customers and suppliers, including single-source suppliers of certain key raw materials and finished goods, and the Company's ability to manage and maintain key relationships; impairments in the carrying value of goodwill, other intangible assets, or other long-lived assets or changes in the useful lives of other intangible assets or other long-lived assets; the impact of new or changes to existing governmental laws and regulations and their application; the outcome of tax examinations, changes in tax laws, and other tax matters; a disruption, failure, or security breach of the Company or their suppliers' information technology systems, including, but not limited to, ransomware attacks; and foreign currency exchange rate and interest rate fluctuations.

A more complete description of these and other material risks can be found under "Risk Factors" in reports and statements filed by the Company and Hostess Brands respectively with the U.S. Securities and Exchange Commission, including each of the Company's and Hostess Brands' most recent Annual Reports on Form 10-K, as well as the Form S-4 and related exchange offer documents to be filed by the Company and its acquisition subsidiary, SSF Holdings, Inc. and the Schedule 14D-9 to be filed by Hostess Brands. The Company does not undertake any obligation to update or revise these forward-looking statements, which speak only as of the date made, to reflect new events or circumstances.

ADDITIONAL INFORMATION AND WHERE TO FIND IT

The exchange offer referenced in this presentation has not yet commenced. This presentation is for informational purposes only and is neither an offer to purchase nor a solicitation of an offer to sell any securities, nor is it a substitute for the exchange offer materials that Hostess Brands, the Company, or its acquisition subsidiary, SSF Holdings, Inc., will file with the SEC. This presentation does not constitute an offer to sell or the solicitation of an offer to buy any securities, nor shall there be any sale of securities in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction. The solicitation and offer to buy Hostess Brands stock will only be made pursuant to an Offer to Exchange and related exchange offer materials that the Company intends to file with the SEC. At the time the exchange offer is commenced, the Company and its acquisition subsidiary will file a tender offer statement on Schedule TO, the Company will file a registration statement on Form S-4 and thereafter Hostess Brands will file a Solicitation/Recommendation Statement on Schedule 14D-9 with the SEC with respect to the exchange offer. HOSTESS BRANDS' STOCKHOLDERS AND OTHER INVESTORS ARE URGED TO READ CAREFULLY THE EXCHANGE OFFER MATERIALS (INCLUDING AN OFFER TO EXCHANGE, A RELATED LETTER OF TRANSMITTAL AND CERTAIN OTHER EXCHANGE OFFER DOCUMENTS) AND THE SOLICITATION/RECOMMENDATION STATEMENT ON SCHEDULE 14D-9 BECAUSE THEY WILL EACH CONTAIN IMPORTANT INFORMATION THAT HOLDERS OF HOSTESS BRANDS SECURITIES AND OTHER INVESTORS SHOULD CONSIDER BEFORE MAKING ANY DECISION WITH RESPECT TO THE EXCHANGE OFFER. The Offer to Exchange, the related Letter of Transmittal, certain other exchange offer documents, as well as the Solicitation/Recommendation Statement on Schedule 14D-9, will be made available to all stockholders of Hostess Brands at no expense to them and will also be made available for free at the SEC's website at <https://www.sec.gov>. Additional copies may be obtained for free by contacting either the Company or Hostess Brands. Copies of the documents filed with the SEC by Hostess Brands will be available free of charge on Hostess Brands' website at <https://www.hostessbrands.com>. Copies of the documents filed with the SEC by the Company will be available free of charge on the Company's website at <https://investors.jmsmucker.com>.

In addition to the Offer to Exchange, the related Letter of Transmittal and certain other exchange offer documents, as well as the Solicitation/Recommendation Statement on Schedule 14D-9, the Company and Hostess Brands each file annual, quarterly and current reports, proxy statements and other information with the SEC, which are available to the public over the Internet at the SEC's website at <https://www.sec.gov>.

NON-GAAP FINANCIAL MEASURES

The Company uses non-GAAP financial measures, including: net sales excluding divestitures and foreign currency exchange; adjusted gross profit; adjusted operating income; adjusted income; adjusted earnings per share; earnings before interest, taxes, depreciation, amortization, impairment charges related to intangible assets, and gains and losses on divestitures ("EBITDA (as adjusted)"); and free cash flow, as key measures for purposes of evaluating performance internally. The Company believes that investors' understanding of its performance is enhanced by disclosing these performance measures. Furthermore, these non-GAAP financial measures are used by management in preparation of the annual budget and for the monthly analyses of its operating results. The Board of Directors also utilizes certain non-GAAP financial measures as components for measuring performance for incentive compensation purposes.

Non-GAAP financial measures exclude certain items affecting comparability that can significantly affect the year-over-year assessment of operating results, which include amortization expense and impairment charges related to intangible assets; certain divestiture, acquisition, integration, and restructuring costs ("special project costs"); gains and losses on divestitures; the net change in cumulative unallocated gains and losses on commodity and foreign currency exchange derivative activities ("change in net cumulative unallocated derivative gains and losses"); and other infrequently occurring items that do not directly reflect ongoing operating results. Income taxes, as adjusted is calculated using an adjusted effective income tax rate that is applied to adjusted income before income taxes and reflects the exclusion of the previously discussed items, as well as any adjustments for one-time tax-related activities, when they occur. While this adjusted effective income tax rate does not generally differ materially from the GAAP effective income tax rate, certain exclusions from non-GAAP financial measures can significantly impact the adjusted effective income tax rate.

These non-GAAP financial measures are not intended to replace the presentation of financial results in accordance with U.S. GAAP. Rather, the presentation of these non-GAAP financial measures supplements other metrics used by management to internally evaluate its businesses and facilitate the comparison of past and present operations and liquidity. These non-GAAP financial measures may not be comparable to similar measures used by other companies and may exclude certain nondiscretionary expenses and cash payments. A reconciliation of certain non-GAAP financial measures to the comparable GAAP financial measure for the current and prior year periods is included in the "Unaudited Non-GAAP Financial Measures" tables. The Company has also provided a reconciliation of non-GAAP financial measures for its fiscal year 2024 outlook.

ADDITIONAL INFORMATION

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