

2023 GLOBAL INDUSTRIAL CONFERENCE

NOVEMBER 8, 2023

WORTHINGTON ENTERPRISES

Andy Rose – President & CEO
Joe Hayek - CFO

Notes to Investors

FORWARD LOOKING STATEMENTS. Worthington Industries, Inc. (the "Company" or "Worthington") wishes to take advantage of the Safe Harbor provisions included in the Private Securities Litigation Reform Act of 1995 (the "Act"). Statements by the Company relating to the intended separation of Worthington's Steel Processing business; the timing and method of the separation; the anticipated benefits of the separation; the expected financial and operating performance of, and future opportunities for, each company following the separation; the tax treatment of the transaction; the leadership of each company following the separation; and other non-historical matters constitute "forward-looking statements" within the meaning of the Act. Forward-looking statements may be characterized by terms such as "believe," "anticipate," "should," "would," "intend," "plan," "will," "expect," "estimate," "project," "positioned," "strategy," "targets," "aims," "seeks," "sees" and similar expressions. Because they are based on beliefs, estimates and assumptions, forward-looking statements are inherently subject to risks and uncertainties that could cause actual results to differ materially from those projected. Any number of factors could affect actual results, including, without limitation, the final approval of the separation by our board of directors; the uncertainty of obtaining regulatory approvals in connection with the separation; the ability to satisfy the necessary closing conditions to complete the separation on a timely basis, or at all; our ability to successfully separate the two companies and realize the anticipated benefits of the separation; the risks, uncertainties and impacts, for both the Company's business and the planned separation, related to the United Auto Workers strikes against Ford, General Motors and Stellantis North America (the "Detroit Three automakers"), and the associated impact on companies that supply the Detroit Three automakers, the duration and scope of which are impossible to predict; the effect of conditions in national and worldwide financial markets, including inflation, increases in interest rates and economic recession, and with respect to the ability of financial institutions to provide capital; the impact of tariffs, the adoption of trade restrictions affecting the Company's products or suppliers, a United States withdrawal from or significant renegotiation of trade agreements, the occurrence of trade wars, the closing of border crossings, and other changes in trade regulations or relationships; changing oil prices and/or supply; product demand and pricing; changes in product mix, product substitution and market acceptance of the Company's products; volatility or fluctuations in the pricing, quality or availability of raw materials (particularly steel), supplies, transportation, utilities, labor and other items required by operations (especially in light of Russia's invasion of Ukraine); effects of sourcing and supply chain constraints; the outcome of adverse claims experience with respect to workers' compensation, product recalls or product liability, casualty events or other matters; effects of facility closures and the consolidation of operations; the effect of financial difficulties, consolidation and other changes within the steel, automotive, construction and other industries in which the Company participates; failure to maintain appropriate levels of inventories; financial difficulties (including bankruptcy filings) of original equipment manufacturers, end-users and customers, suppliers, joint venture partners and others with whom the Company does business; the ability to realize targeted expense reductions from headcount reductions, facility closures and other cost reduction efforts; the ability to realize cost savings and operational, sales and sourcing improvements and efficiencies, and other expected benefits from transformation initiatives, on a timely basis; the overall success of, and the ability to integrate, newly-acquired businesses and joint ventures, maintain and develop their customers, and achieve synergies and other expected benefits and cost savings therefrom; capacity levels and efficiencies, within facilities, within major product markets and within the industries in which the Company participates as a whole; the effect of disruption in the business of suppliers, customers, facilities and shipping operations due to adverse weather, casualty events, equipment breakdowns, labor shortages, interruption in utility services, civil unrest, international conflicts (especially in light of Russia's invasion of Ukraine), terrorist activities or other causes; changes in customer demand, inventories, spending patterns, product choices, and supplier choices; risks associated with doing business internationally, including economic, political and social instability (especially in light of Russia's invasion of Ukraine), foreign currency exchange rate exposure and the acceptance of the Company's products in global markets; the ability to improve and maintain processes and business practices to keep pace with the economic, competitive and technological environment; the effect of inflation, interest rate increases and economic recession, as well as potential adverse impacts as a result of the Inflation Reduction Act of 2022, which may negatively impact the Company's operations and financial results; deviation of actual results from estimates and/or assumptions used by the Company in the application of its significant accounting policies; the level of imports and import prices in the Company's markets; the impact of environmental laws and regulations or the actions of the United States Environmental Protection Agency or similar regulators which increase costs or limit the Company's ability to use or sell certain products; the impact of increasing environmental, greenhouse gas emission and sustainability considerations or regulations; the impact of judicial rulings and governmental regulations, both in the United States and abroad, including those adopted by the United States Securities and Exchange Commission ("SEC") and other governmental agencies as contemplated by the Coronavirus Aid, Relief and Economic Security (CARES) Act, the Consolidated Appropriations Act, 2021, the American Rescue Act of 2021, and the Dodd-Frank Wall Street Reform and the Consumer Protection Act of 2010; the effect of healthcare laws in the United States and potential changes for such laws, especially in light of the COVID-19 pandemic which may increase the Company's healthcare and other costs and negatively impact the Company's operations and financial results; the effect of tax laws in the U.S. and potential changes for such laws, which may increase the Company's costs and negatively impact its operations and financial results; cyber security risks; the effects of privacy and information security laws and standards; and other risks described from time to time in the filings of Worthington Industries, Inc. with the SEC, including those described in "Part I — Item 1A. — Risk Factors" of Worthington's Annual Report on Form 10-K for the fiscal year ended May 31, 2023, and its subsequent filings with the SEC. Forward-looking statements should be construed in the light of such risks. Readers are cautioned not to place undue reliance on any forward-looking statements, which speak only as of the date made. Worthington does not undertake, and hereby disclaim, any obligation to update any forward-looking statements, whether as a result of new information, future developments or otherwise.

Notes to Investors

PRO FORMA FINANCIAL INFORMATION. Unless otherwise specified, all financial data and operating metrics included in these materials are presented on a pro forma basis giving effect to the reorganization and the planned separation of the Steel Processing business, as described in the Form 10 filed with the Securities and Exchange Commission, and divested operations historically presented within Other.

NON-GAAP MEASURES. These materials include certain financial measures that are not calculated in accordance with U.S. generally accepted accounting principles, or GAAP. Management believes these non-GAAP measures provide useful supplemental information on the performance of the Company's ongoing operations and should not be considered as an alternative to the comparable GAAP measure. Additionally, management believes these non-GAAP measures allow for meaningful comparisons and analysis of trends in the Company's businesses and enables investors to evaluate operations and future prospects in the same manner as management. A reconciliation of each non-GAAP measure to its most directly comparable GAAP measure is included in the Appendix.

The following provides an explanation of each non-GAAP measure presented in these materials:

Adjusted EBITDA is defined as Adjusted Earnings Before Interest, Taxes, Depreciation and Amortization, and consists of EBITDA (calculated by adding or subtracting, as appropriate, interest expense, income tax expense and depreciation and amortization to/from net earnings attributable to controlling interest), which is further adjusted to exclude impairment and restructuring charges (gains) as well as other items that management believes are not reflective of, and thus should not be included when evaluating the performance of its ongoing operations, including incremental costs associated with the planned separation. Adjusted EBITDA also excludes stock-based compensation due to its non-cash nature. In prior periods, Adjusted EBITDA did not exclude stock-based compensation. However, management now believes that further excluding stock-based compensation from Adjusted EBITDA is useful to better understand the financial performance of our business and to facilitate a better comparison of our results to those of our peer companies over multiple periods given that this item may vary between companies for reasons unrelated to overall operating performance.

Impairment charges are excluded from adjusted EBITDA because they do not occur in the ordinary course of our ongoing business operations, are inherently unpredictable in timing and amount, and are non-cash, which we believe facilitates the comparison of historical, current and forecasted financial results

Restructuring activities, which can result in both discrete gains and/or losses, consist of established programs that are not part of our ongoing operations, such as divestitures, closing or consolidating facilities, employee severance (including rationalizing headcount or other significant changes in personnel), and realignment of existing operations (including changes to management structure in response to underlying performance and/or changing market conditions).

Adjusted EBITDA Margin is calculated by dividing Adjusted EBITDA by net sales.

Free Cash Flow is defined as Adjusted EBITDA less capital expenditures.

Free Cash Flow Conversion is calculated by dividing Free Cash by Adjusted EBITDA.

The Planned Separation Will Create Two Market-Leading, Independent Public Companies

WORTHINGTON INDUSTRIES

WORTHINGTON ENTERPRISES



Andy Rose
Chief Executive Officer



Joseph Hayek
Chief Financial Officer

- A market-leader with premier brands in attractive end markets in Consumer Products, Building Products, and Sustainable Energy Solutions
- High margins and asset-light business model enable strong cash flow generation
- Growth strategy driven by focus on sustainable, technology-enabled solutions disrupting mature markets

WORTHINGTON STEEL



Geoff Gilmore
Chief Executive Officer



Tim Adams
Chief Financial Officer

- A best-in-class, value-added steel processor with a blue-chip customer base in growing end-markets
- A market-leader in electrical steel laminations and automotive lightweighting solutions capitalizing on electrification, sustainability and infrastructure spending
- Sophisticated supply chain and pricing solutions to manage complex programs for customers, grow market share and increase margins

Improved Strategic Focus and Differentiated Investment Theses

Worthington Enterprises is a Compelling Standalone Investment Story….

…and **Now** is the Right Time to Separate

Strategic Focus	Enhanced focus on strategic priorities
Timing	We have now achieved the scale, financial strength and capabilities to operate on a standalone basis
Differentiation	Compelling and distinct growth strategy
Flexibility	Tailored decision-making and strategic capital allocation decisions
Aligned Investor Base	Clear-cut value proposition and differentiated investment thesis with comparable company peers
Tailored Capital Structures	Strong balance sheet and free cash flow to execute on strategic M&A

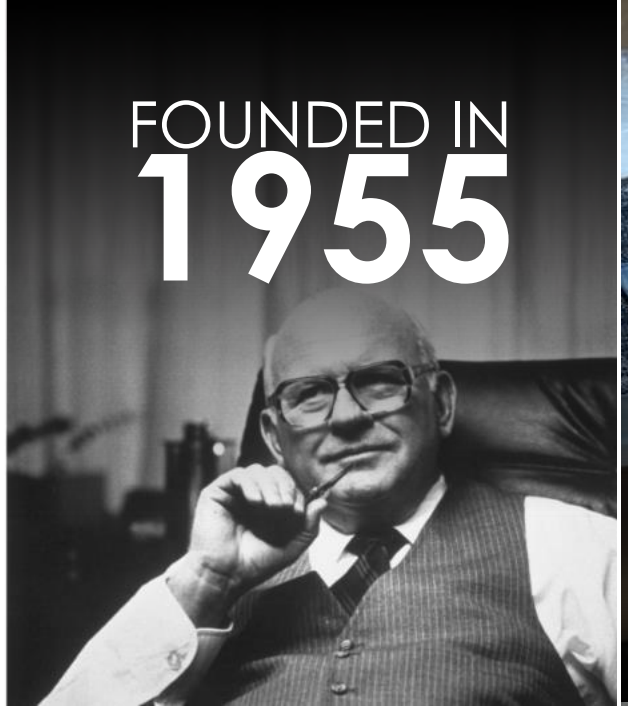
Worthington Enterprises is positioned to deliver long-term growth and sustainable value creation

Worthington Enterprises

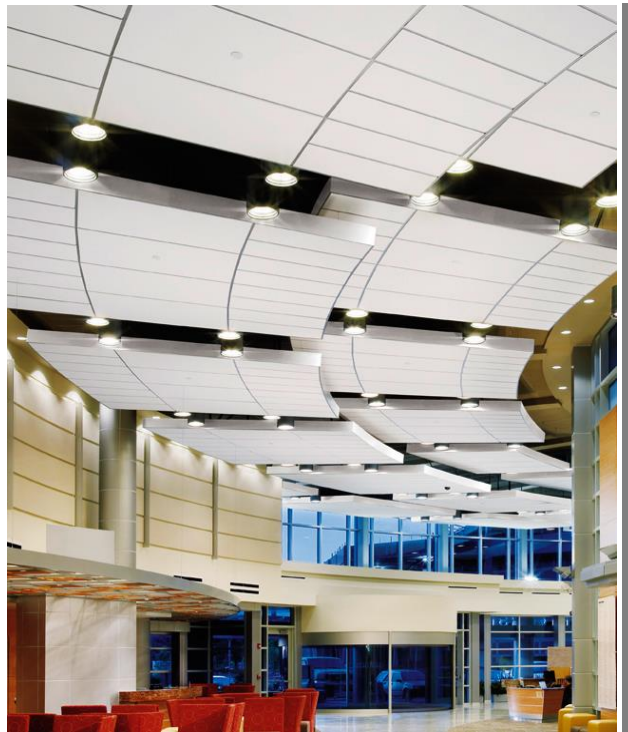
KEY INVESTMENT HIGHLIGHTS

- Established Portfolio of Market-Leading Brands with High Barriers to Entry
- Strong Underlying Secular Trends Enabling Steady Long-Term Growth
- Business Model Drives High Free Cash Flow and Returns
- Worthington Business System Accelerates Growth and Profitability
- Innovation For Highly Engineered Products Drives Incremental Sales and Margin
- Guided by Our Philosophy – a People-First, Performance-Based Culture
- Low Leverage and Ample Liquidity Provides Financial Flexibility

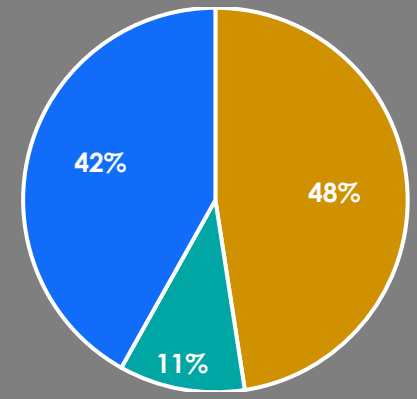
[1] TTM figures as of Q1 FY24. Sales exclude pro-rata share of unconsolidated JV sales. Percentages do not add up to 100% due to rounding.







Net Sales by End-Market[1]



Building Products
Consumer Products
Sustainable Energy Solutions

Established Portfolio of Market-Leading Brands…

80%+ of Adjusted EBITDA comes from brands and products with leading market positions

Ceiling Suspension Systems	Metal Framing	Hand Torch And Fuels	Camping Fuel	Portable Helium Tanks	Vertical Residential Heating Tanks	Well Water Tanks
						
WAVE WORTHINGTON ARMSTRONG VENTURE	ClarkDietrich	BERNZOMATIC	Coleman	Balloon time	WORTHINGTON ENTERPRISES	AMTROL

Note: FY2023 period. North America only. Based on management estimates.

…With High Barriers-to-Entry

High Margin, Asset-Light Business Model, Generating Strong Cash Flow and Returns

Highly Engineered Solutions – Meeting Rigorous Specifications in Highly Regulated Markets

Reliability, Speed & Product Quality – Exceptional Quality, Service, and Supply Chain Solutions

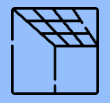
Robust Industry Knowledge – 68-Year History Providing Specialized, Technical Industry Expertise

Innovative Products and Services – Driving Innovation Into Mature Markets

Manufacturing at Scale – Automation Enabling Enhanced Efficiency in Production Across Niche Markets

Our Products Serve Markets that are Well Positioned to Capitalize on Strong Secular Trends

GOVERNMENT STIMULUS AND SUPPORT


Ceiling Solutions

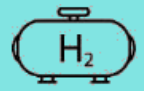

Metal Framing


Tools


HVAC Products

Multiple Federal funding bills support long-term construction and supply chain investment

ENVIRONMENTAL INVESTMENT



H2 & CNG Systems


Propane Systems


Refillable Solutions

Increasing investments in environmental projects at the corporate and government level

POPULATION SHIFT


Lawn & Garden


BBQ / Grill Products


Foam & Adhesive

Population trends support increased need for new and re-modeled homes

RE-SHORING AND NEAR SHORING


Industrial Products

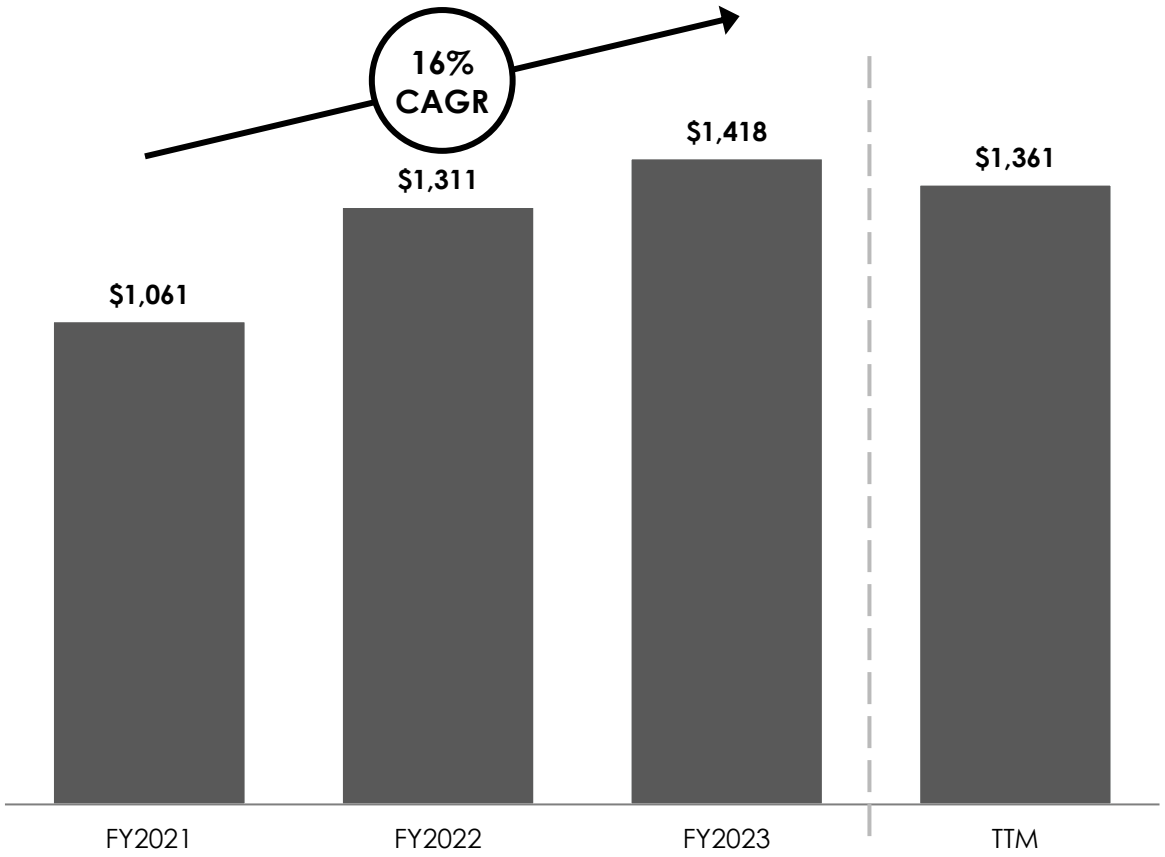

Metal Framing


HVAC Products

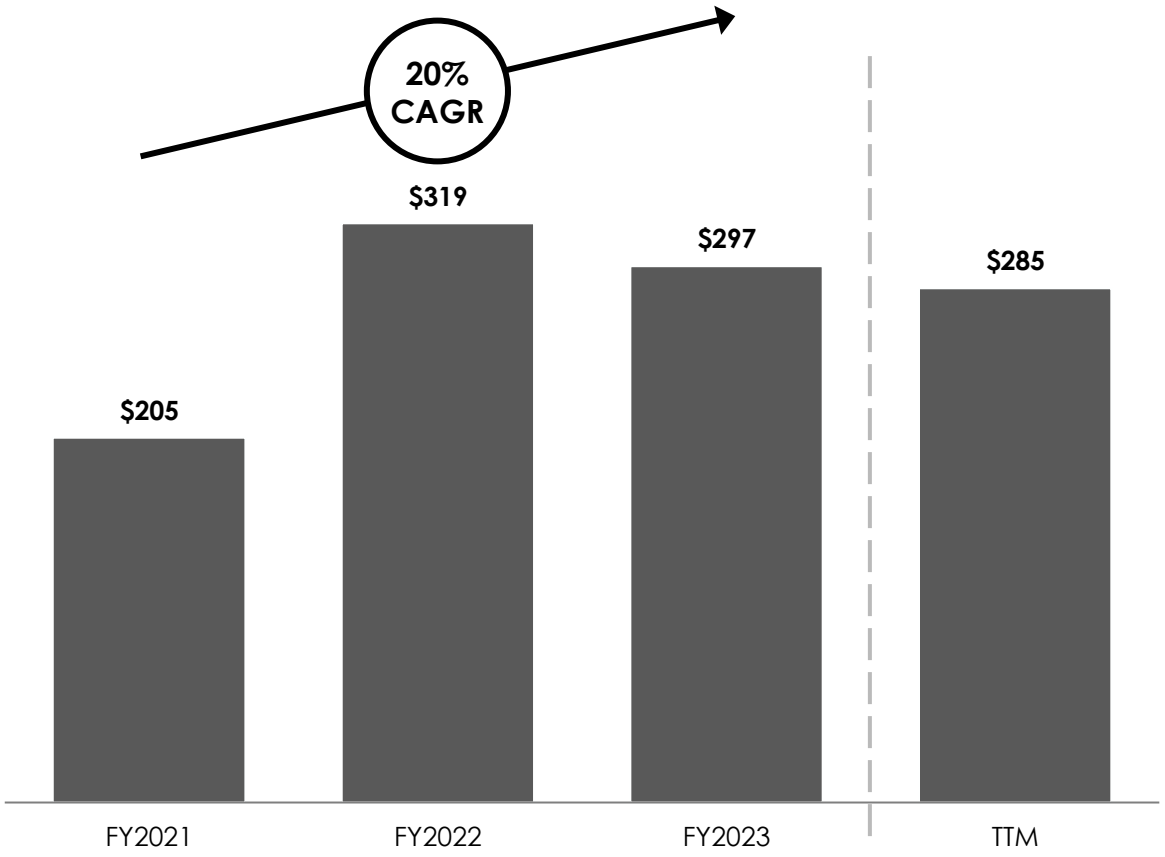
Manufacturing investment in the U.S. in early stages of multi-year resurgence

Business Model Drives Strong Returns

Net Sales ($M)



Adjusted EBITDA[1] ($M)



Note: TTM figures as of Q1 FY24.

[1] Refer to appendix for reconciliation of Adjusted EBITDA to the comparable GAAP measure.

High Free Cash Flow Generation
Accelerating Growth

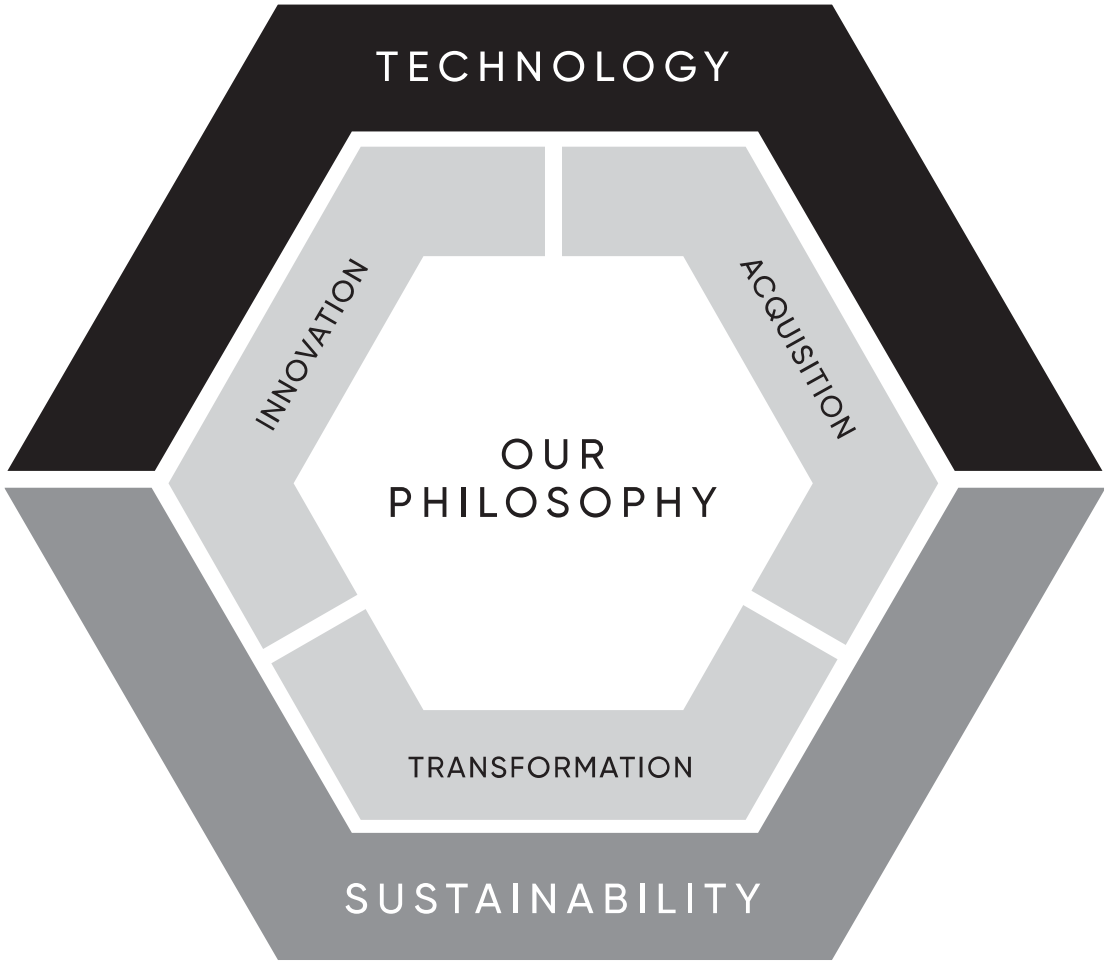
Today		Long-Term Targets
$1.4B Net Sales	High Margin and Asset-Light Business Model	**6-8%** Net Sales CAGR
~21% Adj. EBITDA Margin[1]	Powered by the Worthington Business System	**24%** Adj. EBITDA Margin[1]
~85% Free Cash Flow Conversion[2]	Driven by Strong Underlying Secular Trends	**85-90%** Free Cash Flow Conversion[2]

Note: TTM figures as of Q1 FY24.
[1] Refer to appendix for reconciliation of Adjusted EBITDA to the comparable GAAP measure.
[2] Free Cash Flow Conversion defined as (Adj. EBITDA – Capex) / Adj. EBITDA.

Worthington Business System Accelerates Our Growth and Profitability

Our deeply-held Philosophy is rooted in the **Golden Rule** – we treat our customers, employees, investors, and suppliers as we would like to be treated

- Through continuous transformation we drive higher margins within Manufacturing, Commercial, Sourcing, and Supply Chain Excellence
- We innovate in partnership with our customers and suppliers
- We acquire strategic capabilities and invest in accretive opportunities
- We invest in technology and sustainability to create value for customers
- We are disciplined stewards of capital, focused on earning exceptional returns for our shareholders



Innovation for Highly Engineered Products Drives Incremental Sales and Margin

01

BUILDING THE CORE

Improving existing products with a leading brand portfolio

02

EXPANDING THE CORE

Strength in channel management to drive margin expansion

03

DISRUPTING THE CORE

Transformational innovations driving sustainable value creation

Higher margin, diversified portfolio mix enabling long-term growth

Guided by Our Philosophy

A People-First, Performance-Based Culture

Culture of Engagement	Health & Safety	Positive Impact	Diversity & Inclusion	Profit-Sharing Incentives
				
Strong sense of belonging and accountability, driving ownership of results	Putting our people first and ensuring the health and safety of our employees	Partnering with organizations and school districts to support our communities	Valuing diversity of all types and committed to building an inclusive culture	Committed to best-in-industry practices in recruiting, promotion, and retention

Low Leverage and Ample Liquidity Provides **Financial Flexibility**



Strong Balance Sheet

Expected Leverage at Close[1]:
1.0x
Total Debt / TTM Adj. EBITDA



Financial Flexibility

Commitment to Maintaining
Investment Grade Rating



Disciplined Capital Allocation

Expected Liquidity at Close[2]:
$701M

Note: TTM figures as of Q1 FY24.
[1] Assumes $298M of total debt at close of separation. Based on TTM Adjusted EBITDA of $285M.
[2] Current liquidity as of 31-Aug-2023. Includes $201M of cash and cash equivalents as of 31-Aug-2023 and $500M of capacity from undrawn revolver.

Building Products at a Glance

Brands

WAVE
WORTHINGTON ARMSTRONG VENTURE

Industry Leader With Innovation and Product Specification Driving High Barriers to Entry in Attractive End-Markets



WORTHINGTON ENTERPRISES | AMTROL | SMARTLID

Specialized Products With Superior Customer Service Driving Leading Market Share



ClarkDietrich

Market-Leading Platform Driven by Service and Breath of Specialized Product Offering



Key Figures

(TTM as of Q1 FY24)

$570M
Net Sales

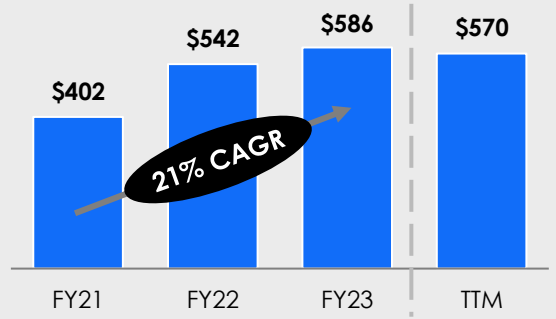
38%
Adj. EBITDA Margin

$216M
Adj. EBITDA[1]

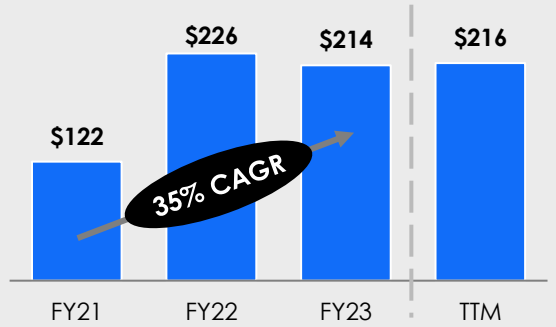
Financial Metrics

($ Millions)

Net Sales



Adj. EBITDA[1]



Note: TTM figures as of Q1 FY24. Net Sales reflects wholly-owned businesses only, exclude JV's.
[1] Refer to appendix for reconciliation of Adjusted EBITDA to the comparable GAAP measure.

Consumer Products at a Glance

SEGMENT OVERVIEW

Value-added partner to customers, featuring a wide variety of highly engineered products across Tools, Outdoor Living, and Celebrations

TOOLS

BERNZOMATIC
GENERAL
DEWALT
LEVEL5
MagTorch
PACTOOL INTERNATIONAL

OUTDOOR LIVING

BERNZOMATIC
Coleman
Garden Weasel

CELEBRATIONS

Balloon time

KEY FIGURES

(TTM as of Q1 FY24)

$647M
Net Sales

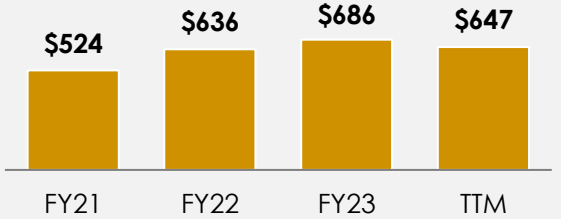
14%
Adj. EBITDA Margin

$89M
Adj. EBITDA[1]

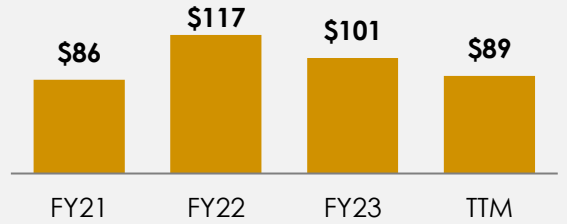
FINANCIAL METRICS

($ Millions)

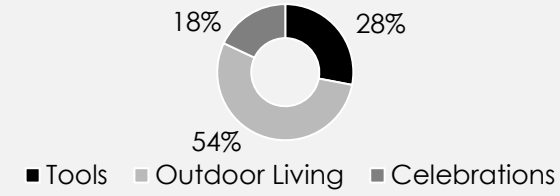
Net Sales



Adj. EBITDA[1]



Sales by End-Market



Note: TTM figures as of Q1 FY2024.
[1] Refer to appendix for reconciliation of Adjusted EBITDA to the comparable GAAP measure.

Sustainable Energy Solutions At a Glance

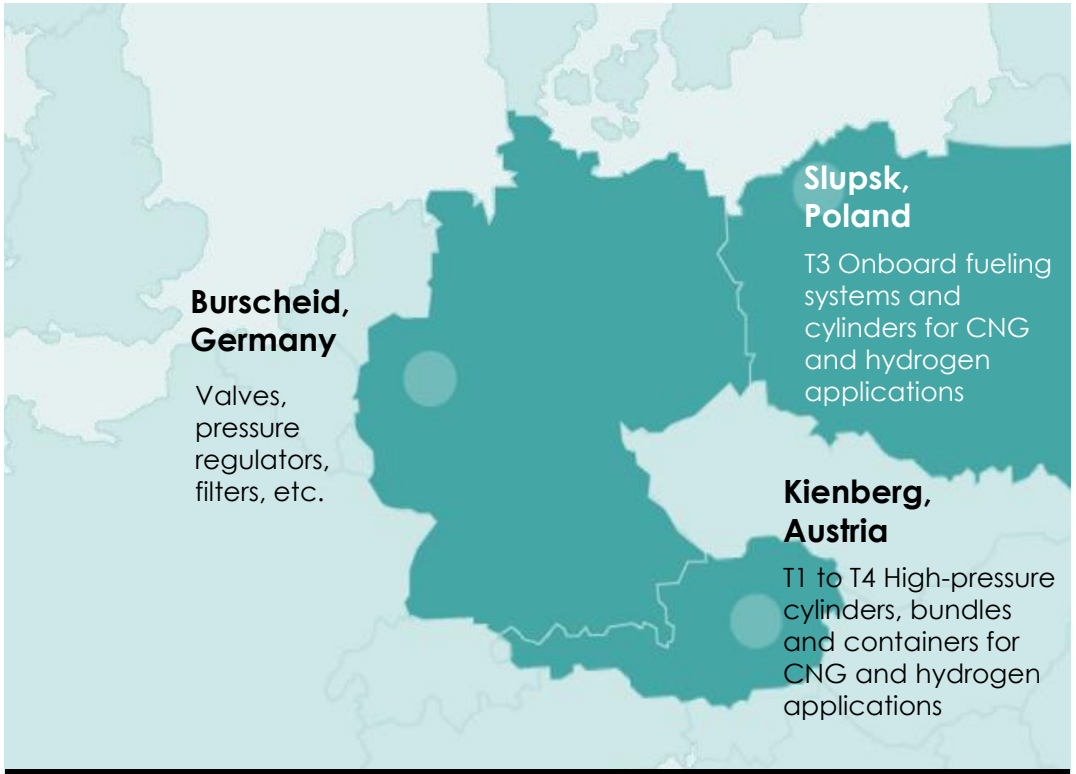
Supporting the growing hydrogen ecosystem and adjacent sustainable energies with products including:

- On-board fueling systems and services
- Gas containment solutions and services for the storage, transport, and distribution of industrial gases

One of only 5 global players with the capabilities to create and deliver these solutions

Our Goal:
To become the trusted global partner providing system solutions for sustainable power and mobility



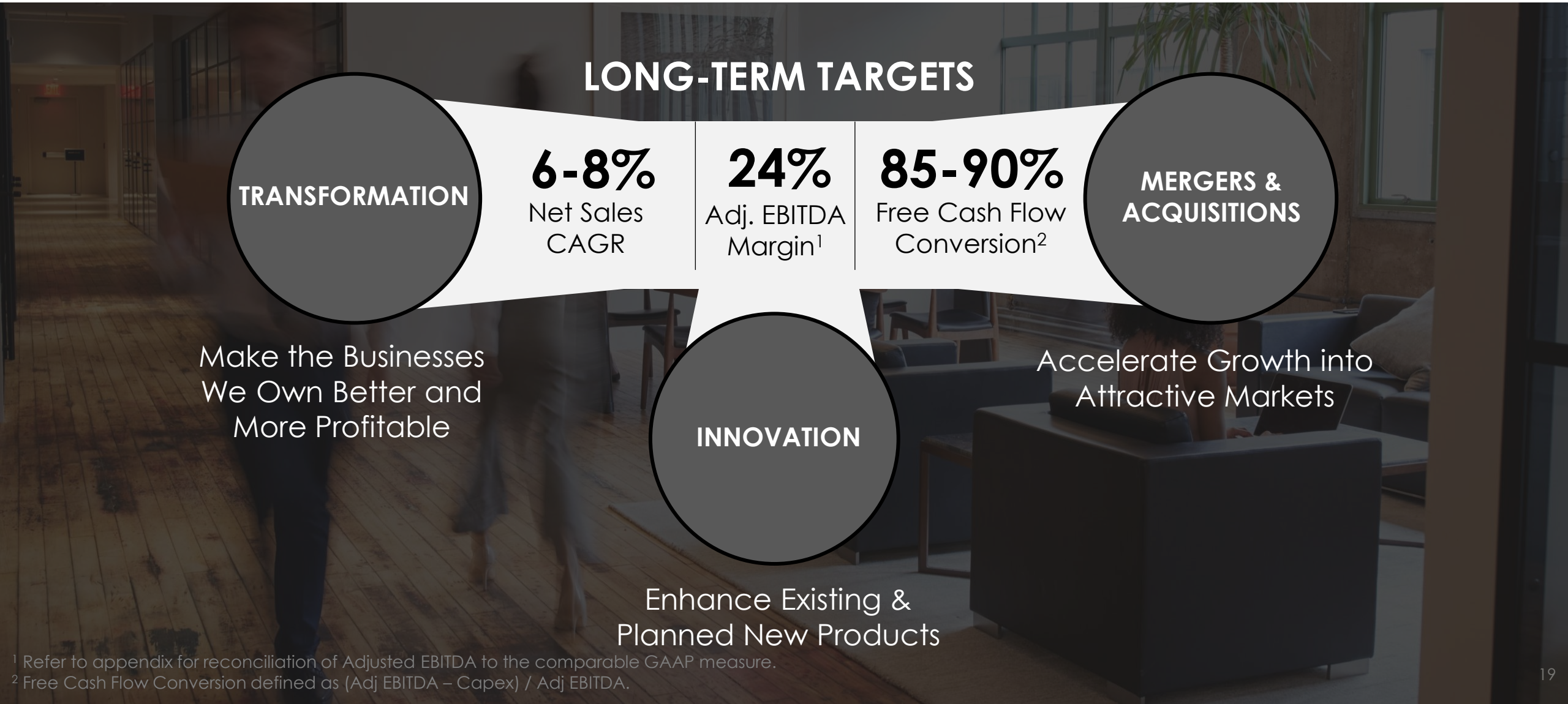


$144M	$4M	3	550
NET SALES	ADJ. EBITDA[1]	MANUFACTURING LOCATIONS	EMPLOYEES

Note: TTM figures as of Q1 FY2024
[1] Refer to appendix for reconciliation of Adjusted EBITDA to the comparable GAAP measure.

Our Strategic Enablers

Worthington's Performance-Based Culture Enables Continued Transformation, Innovation, and Appetite for Strategic Acquisitions



[1] Refer to appendix for reconciliation of Adjusted EBITDA to the comparable GAAP measure.
[2] Free Cash Flow Conversion defined as (Adj EBITDA – Capex) / Adj EBITDA.

A Compelling Financial Profile

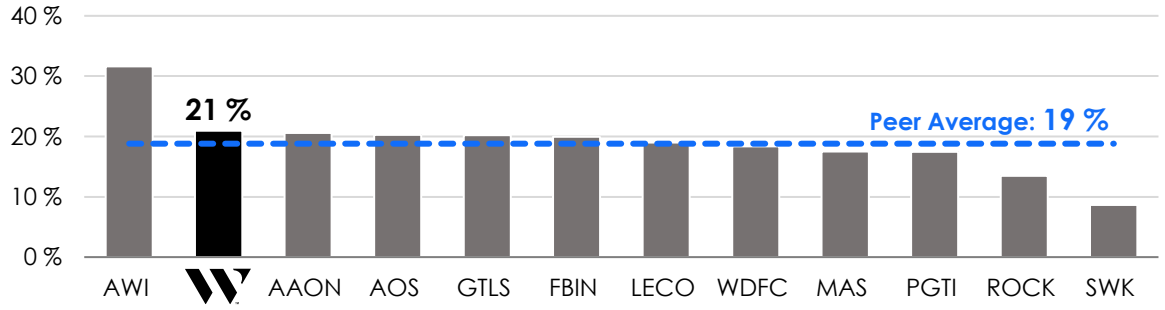
Net Sales	Adj. EBITDA[1]	Adj. EBITDA Margin
$1,361M	**$285M**	**21%**
Net Working Capital[2]	**Fixed Assets[3]**	**FCF Conversion[4]**
$295M	**$260M**	**85%**

Note: TTM figures as of Q1 FY2024.
[1] Refer to appendix for reconciliation of Adjusted EBITDA to the comparable GAAP measure.
[2] Net Working Capital is defined as Accounts Receivable ($224M) + Inventory ($193M) – Accounts Payable ($122M). Balances at May 31, 2023 in parentheses.
[3] Figures are as of May 31, 2023. [4] FCF Conversion is defined as (Adj. EBITDA – Capex) / Adj. EBITDA.

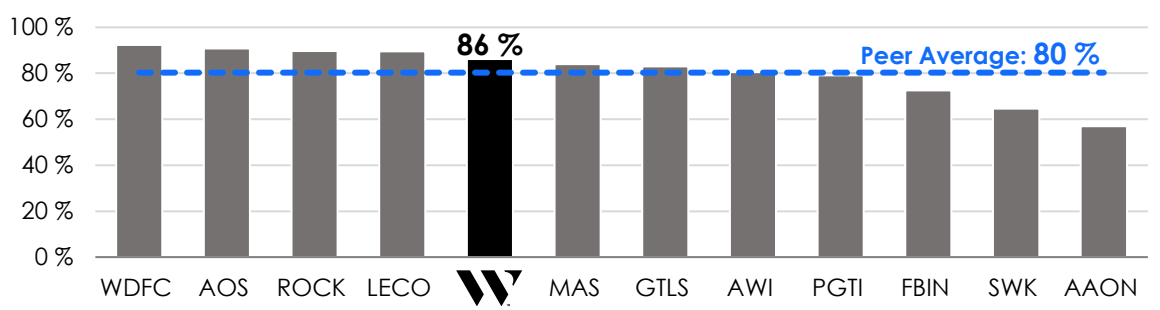
Best-in-Class Financial Profile with Attractive Upside

High Margin, High Cash Flow, Asset Light, and Low Leverage

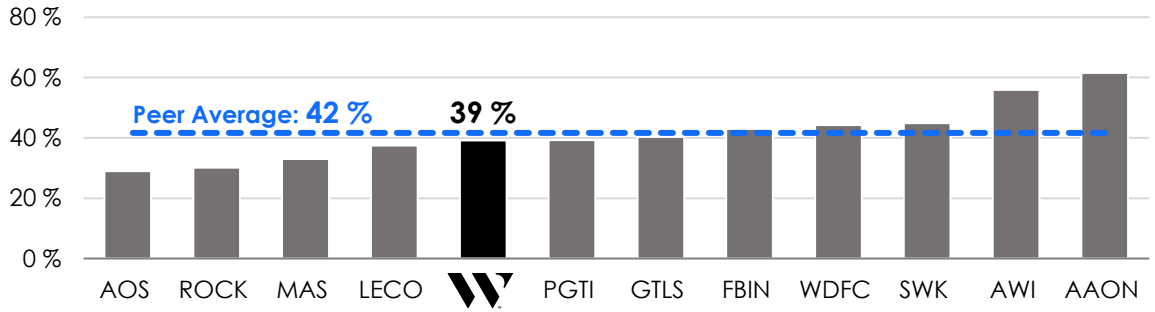
Adj. EBITDA Margin % (FY2023)



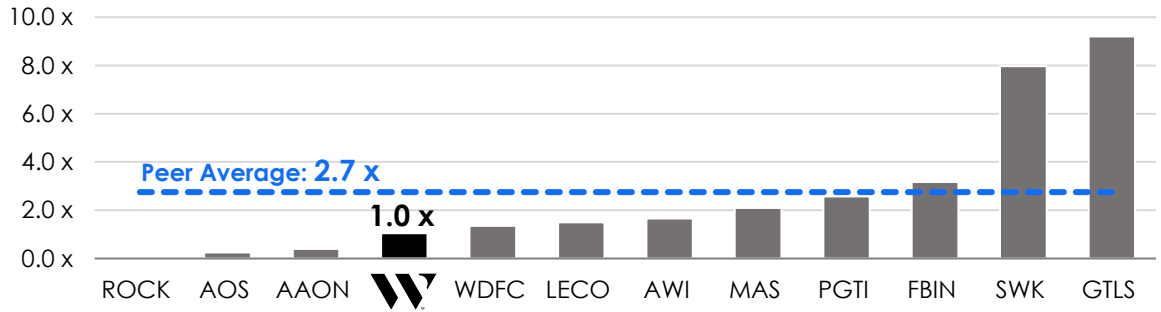
FCF Conversion (FY2023)[1]



(Net Working Capital + Fixed Assets) / Sales (FY2023)[2]



Debt / TTM Adj. EBITDA



Positioned to Outperform

Source: Company filings | Note: FY2023 metrics for peers are calendarized to 31-May fiscal year end. Peers include: A. O. Smith, AAON, Armstrong, Chart Industries, Fortune Brands, Gibraltar Industries, Lincoln Electric, Masco, PGT Innovations, Stanley Black & Decker, WD-40. [1] Free Cash Flow (FCF) Conversion is defined as (Adj. EBITDA – Capex) / Adj. EBITDA. [2] Net Working Capital is defined as Accounts Receivable + Inventories Accounts Payable; Fixed Assets is defined as Net Property, Plant, and Equipment.

Long-Term Capital Allocation Priorities



ORGANIC GROWTH

- Brand, Innovation, and Channel investments
- Investments in automation and R&D initiatives
- High-returning Capex investments

TARGETED M&A

- Build out core businesses and selectively grow into new markets
- Create value via channel and supply chain synergies
- Enhance capabilities allowing for faster integration and synergies

CAPITAL RETURN

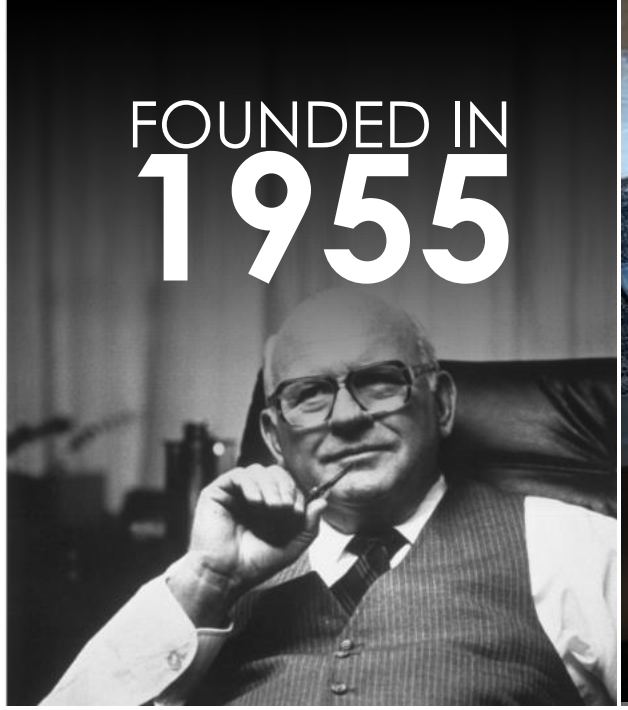
- Modest quarterly dividend payments
- Opportunistic share buybacks

Worthington Enterprises

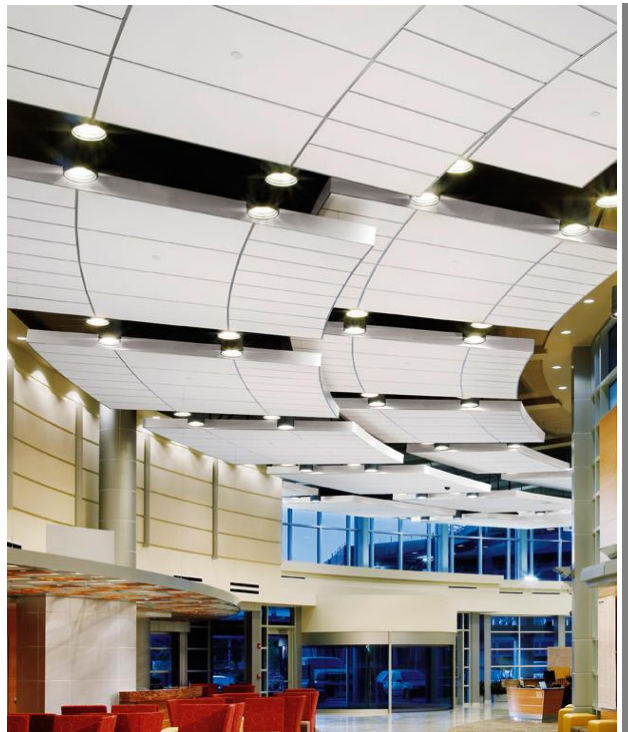
KEY INVESTMENT HIGHLIGHTS

- Established Portfolio of Market-Leading Brands with High Barriers to Entry
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- Innovation For Highly Engineered Products Drives Incremental Sales and Margin
- Guided by Our Philosophy – a People-First, Performance-Based Culture
- Low Leverage and Ample Liquidity Provides Financial Flexibility

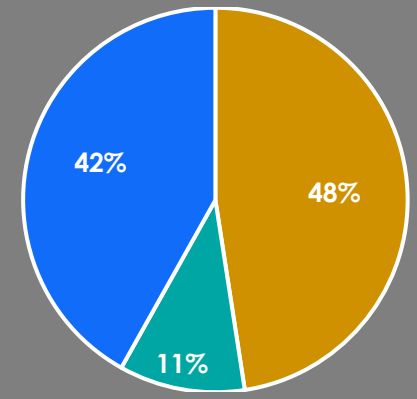
[1] TTM figures as of Q1 FY24. Sales exclude pro-rata share of unconsolidated JV sales. Percentages do not add up to 100% due to rounding.







Net Sales by End-Market[1]



Building Products
Consumer Products
Sustainable Energy Solutions

Appendix

Update on Separation Into Two World-Class Companies

Key Events	Expected Timing
Public Announcement of Separation	**September 29, 2022**
Amended Worthington Enterprises Revolver Credit Facility Effectiveness	**September 27, 2023**
Public Form 10 Filing	**October 4, 2023**
Investor Day Presentation	**October 11, 2023**
Target for Start of Regular Way Trading	**December 2023**

Note: There can be no assurance that the spin-off will occur or, if it does occur, its terms or timing.

OUR PHILOSOPHY

adopted in 1961, is the foundation of our culture

EARNINGS
- The first corporate goal for Worthington Industries is to earn money for its shareholders and increase the value of their investment.
- We believe that the best measurement of the accomplishment of our goal is consistent growth in earnings per share.

OUR GOLDEN RULE
- We treat our customers, employees, investors and suppliers, as we would like to be treated.

PEOPLE
- We are dedicated to the belief that people are our most important asset.
- We believe people respond to recognition, opportunity to grow and fair compensation.
- We believe that compensation should be directly related to job performance and therefore use incentives, profit sharing or otherwise, in every possible situation.
- From employees we expect an honest day's work for an honest day's pay
- We believe in the philosophy of
- continued employment for all Worthington people.
- In filling job openings, every effort is expended to find candidates within Worthington, its divisions or subsidiaries.

CUSTOMERS
- Without the customer and their need for our products and services we have nothing.
- We will exert every effort to see that the customer's quality and service requirements are met.
- Once a commitment is made to a customer, every effort is made to fulfill that obligation.

SUPPLIERS
- We cannot operate profitably without those who supply the quality materials we need.
- We ask that suppliers be competitive in the marketplace with regard to quality, pricing, delivery and volume purchased.
- We are a loyal customer to suppliers who meet our quality and service requirements through all market conditions.

ORGANIZATION
- We believe in a divisionalized organizational structure with responsibility for performance resting with the head of each operation.
- All managers are given the operating latitude and authority to accomplish their responsibilities within our corporate goals and objectives.
- In keeping with this philosophy, we do not create excessive corporate procedures. If procedures are necessary within a particular company operation, that manager creates them.
- We believe in a small corporate staff and support group to service the needs of our shareholders and operating units as requested.

COMMUNICATION
- We communicate through every possible channel with our customers, employees, shareholders, suppliers and financial community.

CITIZENSHIP
- Worthington Steel practices good citizenship at all levels. We conduct our business in a professional and ethical manner.
- We encourage all our people to actively participate in community affairs
- We support worthwhile community causes.

Worthington Enterprises
Reconciliation of Non-GAAP Measures
(in thousands)

	Trailing Twelve Months Ended August 31, 2023				
	Worthington Enterprises Consolidated	Consumer Products	Building Products	Sustainable Energy Solutions	Corporate & Other
Net Sales	$ 1,360,628	$ 647,029	$ 569,604	$ 143,995	n/a
Operating income (loss)	$ 62,469	$ 66,556	$ 37,024	$ (2,978)	$ (38,133)
True-up of Level5 earnout accrual	(525)	(525)	-	-	-
Impairment of long-lived assets	484	-	484	-	-
Restructuring and other (income) expense	810	213	597	-	-
Separation costs[1]	30,083	-	-	-	30,083
Adjusted operating income (loss)	93,321	66,244	38,105	(2,978)	(8,050)
Miscellaneous income (expense)	1,071	(140)	184	567	460
Equity in net income of unconsolidated affiliates	166,981	-	167,604	-	(623)
Adjusted EBIT[2]	261,373	66,104	205,893	(2,411)	(8,213)
Depreciation and amortization	47,448	15,921	18,603	6,638	6,286
Stock based compensation	11,277	2,030	3,609	-	5,639
Adjusted EBITDA	$ 320,098	$ 84,055	$ 228,105	$ 4,227	$ 3,712
Pro Forma Adjustments:					
Shared overhead reallocation[3]	(32,907)	7,259	(9,993)	-	(30,173)
Operational adjustments[4]	(2,048)	(2,000)	(2,000)	-	1,952
Pro Forma Adjusted EBITDA	$ 285,143	$ 89,314	$ 216,111	$ 4,227	$ (24,509)
Pro Forma Adjusted EBITDA margin	21.0%	13.8%	37.9%	2.9%	NM
Pro Forma Adjusted EBITDA	$ 285,143				
Less: capital expenditures	(42,534)				
Pro Forma Free Cash Flow	$ 242,609				
Pro Forma FCF Conversion	85%				

Non-GAAP Footnotes:

(1) Separation costs reflect direct and incremental costs incurred in connection with the planned separation and are held at the corporate level.

(2) Excludes a loss on early extinguishment of debt of $1,534 related to the redemption of the 2026 Notes completed in July 2023.

Pro Forma Footnotes:

(3) Reflects the excess of our estimated post-separation corporate expenses over the amounts historically absorbed by our segments. Additionally, reflects within Corporate & Other certain general overhead expenses that will not be allocated to our segments post-separation, but are included in our historical results.

(4) Includes estimated incremental material cost associated with intercompany purchases from the Steel Processing business that will be subject to an arms-length commercial agreement post-separation as well as the removal of certain miscellaneous operating and non-operating items historically held at Corporate but attributed to the Steel Processing business on a pro forma basis.

Worthington Enterprises
Reconciliation of Non-GAAP Measures
(*in thousands*)

	Twelve Months Ended May 31, 2023				
	Worthington Enterprises Consolidated	Consumer Products	Building Products	Sustainable Energy Solutions	Corporate & Other
Net Sales	$ 1,418,496	$ 686,319	$ 586,059	$ 146,118	n/a
Operating income (loss)	$ 88,676	$ 78,039	$ 36,754	$ 718	$ (26,835)
Impairment of long-lived assets	484	-	484	-	-
Restructuring and other (income) expense	(367)	213	597	-	(1,177)
Separation costs[1]	24,048	-	-	-	24,048
Adjusted operating income (loss)	$ 112,841	$ 78,252	$ 37,835	$ 718	$ (3,964)
Miscellaneous income (expense)[2]	277	(205)	349	199	(66)
Equity in net income of unconsolidated affiliates[3]	167,258	-	166,427	-	831
Adjusted EBIT	$ 280,376	$ 78,047	$ 204,611	$ 917	$ (3,199)
Depreciation and amortization	46,417	15,734	17,856	6,319	6,508
Stock based compensation	11,893	2,141	3,806	-	5,946
Adjusted EBITDA	**$ 338,686**	**$ 95,922**	**$ 226,273**	**$ 7,236**	**$ 9,255**
Pro Forma Adjustments:					
Shared overhead reallocation[4]	(33,434)	7,405	(10,564)	$ -	(30,275)
Operational adjustments[5]	(8,270)	(2,000)	(2,000)	-	(4,270)
Pro Forma Adjusted EBITDA	**$ 296,983**	**$ 101,326**	**$ 213,709**	**$ 7,236**	**$ (25,289)**
Pro Forma Adjusted EBITDA margin	21%	15%	36%	5%	NM
Pro forma adjusted EBITDA	$ 296,983				
Less: capital expenditures	(40,896)				
Free Cash Flow (FCF)	$ 256,087				
FCF Conversion	86%				

Non-GAAP Footnotes:

(1) Separation costs reflect direct and incremental costs incurred in connection with the planned separation and are held at the corporate level.

(2) Misc. income within Corporate & Other excludes a pre-tax settlement charge of $4,774 related to a pension lift-out transaction completed in August 2022.

(3) Equity income within Corporate & Other excludes the following: 1) a pre-tax loss of $16,059 related to the sale of our 50% noncontrolling investment in ArtiFlex Manufacturing, LLC; and 2) a pre-tax gain of $2,063 related to a sale-leaseback transaction at Taxi Workhorse Holdings LLC;

Pro Forma Footnotes:

(4) Reflects the excess of our estimated post-separation corporate expenses over the amounts historically absorbed by our segments. Additionally, reflects within Corporate & Other certain general overhead expenses that will not be allocated to our segments post-separation, but are included in our historical results.

(5) Includes estimated incremental material cost associated with intercompany purchases from the Steel Processing business that will be subject to an arms-length commercial agreement post-separation as well as the removal of certain miscellaneous operating and non-operating items historically held at Corporate but attributed to the Steel Processing business on a pro forma basis.

Worthington Enterprises
Reconciliation of Non-GAAP Measures
(in thousands)

	Twelve Months Ended May 31, 2022				
	Worthington Enterprises Consolidated	Consumer Products	Building Products	Sustainable Energy Solutions	Corporate & Other
Net Sales	$ 1,309,198	$ 636,478	$ 541,757	$ 130,954	$ 9
Operating income (loss)	$ 130,148	$ 94,378	$ 39,905	$ (6,157)	$ 2,022
Restructuring and other income, net[(1)]	(2,616)	-	(35)	(143)	(2,438)
Adjusted operating income (loss)	$ 127,532	$ 94,378	$ 39,870	$ (6,300)	$ (416)
Miscellaneous income (expense)	1,852	(76)	240	64	1,624
Equity in net income of unconsolidated affiliates	183,854	-	176,498	-	7,356
Adjusted EBIT	$ 313,238	$ 94,302	$ 216,608	$ (6,236)	$ 8,564
Depreciation and amortization	43,056	12,736	16,294	6,554	7,472
Stock-based compensation	10,321	1,858	3,303	$ -	5,161
Adjusted EBITDA	**$ 366,615**	**$ 108,896**	**$ 236,205**	**$ 318**	**$ 21,197**
Pro Forma Adjustments:					
Shared overhead reallocation[(2)]	(27,409)	9,702	(8,361)	$ -	(28,750)
Operational adjustments[(3)]	(20,078)	(2,000)	(2,000)	-	(16,078)
Pro Forma Adjusted EBITDA	**$ 319,127**	**$ 116,598**	**$ 225,844**	**$ 318**	**$ (23,632)**
Pro Forma Adjusted EBITDA margin	24%	18%	42%	0%	NM
Pro forma adjusted EBITDA	$ 319,127				
Less: capital expenditures	(58,158)				
Free Cash Flow (FCF)	$ 260,969				
FCF Conversion	82%				

Non-GAAP Footnotes:

(1) Net restructuring gains resulted primarily from the sale of certain non-core real property and other long-lived assets associated with non-core legacy businesses that no longer fit within our management structure and have therefore been reported within Corporate & Other.

Pro Forma Footnotes:

(2) Reflects the excess of our estimated post-separation corporate expenses over the amounts historically absorbed by our segments. Additionally, reflects within Corporate & Other certain general overhead expenses that will not be allocated to our segments post-separation, but are included in our historical results.

(3) Includes estimated incremental material cost associated with intercompany purchases from the Steel Processing business that will be subject to an arms-length commercial agreement post-separation as well as the removal of certain miscellaneous operating and non-operating items historically held at Corporate but attributed to the Steel Processing business on a pro forma basis.

Worthington Enterprises
Reconciliation of Non-GAAP Measures
(in thousands)

	Twelve Months Ended May 31, 2021				
	Worthington Enterprises Consolidated	Consumer Products	Building Products	Sustainable Energy Solutions	Corporate & Other
Net Sales	$ 1,112,032	$ 523,697	402,038	134,890	51,407
Operating income (loss)	$ (41,175)	$ 74,901	$ 12,584	$ (5,535)	$ (123,125)
Impairment of long-lived assets[1]	13,739	506	1,423	-	11,810
Restructuring and other income, net[2]	54,214	41	256	10,293	43,624
Incremental expenses related to Nikola gains[3]	50,624	-	-	-	50,624
Adjusted operating income (loss)	$ 77,402	$ 75,448	$ 14,263	$ 4,758	$ (17,067)
Miscellaneous income (expense)	2,534	(512)	194	203	2,649
Equity in net income of unconsolidated affiliates	107,360	-	103,447	-	3,913
Adjusted EBIT	$ 187,296	$ 74,936	$ 117,904	$ 4,961	$ (10,505)
Depreciation and amortization	46,784	12,343	15,560	6,699	12,182
Stock-based compensation	12,357	2,224	3,954	-	6,178
Adjusted EBITDA	**$ 246,437**	**$ 89,503**	**$ 137,418**	**$ 11,660**	**$ 7,855**
Pro Forma Adjustments:					
Shared overhead reallocation[4]	(28,978)	(1,735)	(13,406)	-	(13,837)
Operational adjustments[5]	(6,564)	(2,000)	(2,000)	-	(2,564)
Divestitures[6]	(6,066)	-	-	-	(6,066)
Pro Forma Adjusted EBITDA	**$ 204,828**	**$ 85,768**	**$ 122,012**	**$ 11,660**	**$ (14,612)**
Pro Forma Adjusted EBITDA margin	18%	16%	30%	9%	NM
Pro forma adjusted EBITDA	$ 204,828				
Less: capital expenditures	(53,377)				
Free Cash Flow (FCF)	$ 151,450				
FCF Conversion	74%				

Non-GAAP Footnotes:

(1) Impairment charges resulted primarily from certain non-core legacy asset groups classified within Corporate & Other that were impaired in anticipation of their ultimate disposal.

(2) Net restructuring losses resulted primarily from the sale of certain non-core legacy businesses that no longer fit within our management structure and therefore have been classified within Corporate & Other. Additionally, the restructuring loss within Sustainable Energy Solutions resulted from the sale of the LPG fuel storage business located in Poland.

(3) Consists of incremental compensation expense and charitable contributions funded with the proceeds realized from the sale of our investment in Nikola Corporation common stock.

Pro Forma Footnotes:

(4) Reflects the excess of our estimated post-separation corporate expenses over the amounts historically absorbed by our segments. Additionally, reflects within Corporate & Other certain general overhead expenses that will not be allocated to our segments post-separation, but are included in our historical results.

(5) Includes estimated incremental material cost associated with intercompany purchases from the Steel Processing business that will be subject to an arms-length commercial agreement post-separation as well as the removal of certain miscellaneous operating and non-operating items historically held at Corporate but attributed to the Steel Processing business on a pro forma basis.

(6) Reflects the removal of net sales and operating results of non-core divested businesses historically reported within Corporate & Other.

Worthington Industries
Reconciliation of Non-GAAP Measures
(in thousands)

Below provides a reconciliation of trailing twelve months adjusted EBITDA as of August 31, 2023 and 2022 for Worthington Industries, Inc. along with the calculation of net debt to adjusted EBITDA for the same periods. The calculation of adjusted EBITDA for Worthington Industries, Inc. is consistent with the definition previously provided, except that no adjustment is made for stock-based compensation. Net debt to adjusted EBITDA is calculated by subtracting cash from net debt (defined as the aggregate of short-term borrowings, current maturities of long-term debt and long-term debt) and dividing the sum by adjusted EBITDA for the trailing twelve months.

	August 31,	
	2023	**2022**
Short-term borrowings	$ -	$ 15,554
Current maturities of long-term debt	150,268	248
Long-term debt	298,083	690,011
Total debt	$ 448,351	$ 705,813
Less: cash and cash equivalents	(201,009)	(35,768)
Net debt	$ 247,342	$ 670,045
Adjusted EBITDA (TTM)	$ 539,273	$ 559,576
Net debt to TTM ajusted EBITDA	0.5	1.2

	TTM August 31,	
	2023	**2022**
Net earnings attributable to controlling interest	$ 288,552	$ 310,977
Interest expense, net	21,244	32,217
Income tax expense	85,477	94,370
Depreciation and amortization	113,124	104,764
EBITDA	508,397	542,328
Incremental expense related to (true-up of) Level5 earnout accrual	(525)	525
Impairment of long-lived assets	3,168	2,135
Restructuring and other expense (income), net	(1,621)	(5,945)
Separation costs	30,083	-
Loss on extinguishment of debt	1,534	-
Pension settlement charge	-	4,774
Loss on sale of investment in ArtiFlex	300	15,759
Sale-leaseback gain in equity income	(2,063)	-
TTM Adjusted EBITDA	$ 539,273	$ 559,576