

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
WASHINGTON, D.C. 20549

FORM 8-K

**Current Report Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934**

Date of Report (Date of Earliest Event Reported): November 12, 2024

TYSON FOODS, INC.

(Exact name of Registrant as specified in its charter)

Delaware
(State or other jurisdiction of incorporation or organization)
2200 West Don Tyson Parkway,
Springdale, Arkansas
(Address of Principal Executive Offices)

001-14704
(Commission File Number)

71-0225165
(I.R.S. Employer Identification No.)

72762-6999
(Zip Code)

(479) 290-4000
(Registrant's telephone number, including area code)

Not applicable
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities Registered Pursuant to Section 12(b) of the Act:

Title of Each Class	Trading Symbol	Name of Each Exchange on Which Registered
Class A Common Stock Par Value \$0.10	TSN	New York Stock Exchange

Class B stock is not publicly listed for trade on any exchange or market system. However, Class B stock is convertible into Class A stock on a share-for-share basis.

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter). Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 2.02. Results of Operations and Financial Condition

On November 12, 2024, Tyson Foods, Inc. issued a press release announcing results of operations for its fourth quarter and fiscal year ended September 28, 2024, and made available a financial results presentation for that same quarter and fiscal year. A copy of the press release and presentation are furnished as Exhibits 99.1 and 99.2 to this Current Report on Form 8-K, respectively, and are incorporated herein by reference.

The information in the preceding paragraph, as well as Exhibits 99.1 and 99.2, shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities of that section. It may only be incorporated by reference into another filing under the Exchange Act or the Securities Act of 1933, as amended, if such subsequent filing specifically references this Current Report on Form 8-K.

Item 9.01. Financial Statements and Exhibits

(d) Exhibits

<u>Exhibit Number</u>	<u>Description</u>
99.1	Press release, dated November 12, 2024, announcing the results of operations of Tyson Foods, Inc. for its fourth quarter and fiscal year ended September 28, 2024.
99.2	Fourth quarter 2024 financial results presentation.
104	Cover Page Interactive Data File formatted in iXBRL.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

TYSON FOODS, INC.

Date: November 12, 2024

By: /s/ Curt T. Calaway

Name: Curt T. Calaway
Title: Chief Financial Officer



TYSON FOODS REPORTS FOURTH QUARTER AND FISCAL 2024 RESULTS
Achieved Significant Improvements in Profitability for Fourth Quarter and Full Year

Springdale, Arkansas – November 12, 2024 – Tyson Foods, Inc. (NYSE: TSN), one of the world’s largest food companies and a recognized leader in protein with leading brands including *Tyson, Jimmy Dean, Hillshire Farm, Ball Park, Wright, Aidells, ibp* and *State Fair*, reported the following results:

(in millions, except per share data)

	Fourth Quarter		Twelve Months Ended	
	2024	2023	2024	2023
Sales	\$ 13,565	\$ 13,348	\$ 53,309	\$ 52,881
Operating Income (Loss)	\$ 525	\$ (463)	\$ 1,409	\$ (395)
Adjusted ¹ Operating Income (non-GAAP)	\$ 512	\$ 236	\$ 1,820	\$ 933
Net Income (Loss) Per Share Attributable to Tyson	\$ 1.00	\$ (1.31)	\$ 2.25	\$ (1.87)
Adjusted ¹ Net Income Per Share Attributable to Tyson (non-GAAP)	\$ 0.92	\$ 0.37	\$ 3.10	\$ 1.34

¹ The Company reports its financial results in accordance with U.S. generally accepted accounting principles (GAAP). As used in this table and throughout this earnings release, adjusted operating income and adjusted net income per share attributable to Tyson (Adjusted EPS) are non-GAAP financial measures. Refer to the end of this release for an explanation and reconciliation of these and other non-GAAP financial measures used in this release to comparable GAAP measures.

Fiscal 2024 Highlights

- Sales of \$53,309 million, up 0.8% from prior year
- GAAP operating income of \$1,409 million, up \$1,804 million from prior year
- Adjusted operating income of \$1,820 million, up 95% from prior year
- GAAP EPS of \$2.25, up \$4.12 from prior year
- Adjusted EPS of \$3.10, up 131% from prior year
- Total Company GAAP operating margin of 2.6%
- Total Company adjusted operating margin (non-GAAP) of 3.4%
- Cash provided by operating activities of \$2,590 million, up 48% from prior year
- Free cash flow (non-GAAP) of \$1,458 million, up \$1,645 million from prior year

Fourth Quarter Highlights

- Sales of \$13,565 million, up 1.6% from prior year
- GAAP operating income of \$525 million, up \$988 million from prior year
- Adjusted operating income of \$512 million, up 117% from prior year
- GAAP EPS of \$1.00, up \$2.31 from prior year
- Adjusted EPS of \$0.92, up 149% from prior year
- Total Company GAAP operating margin of 3.9%
- Total Company adjusted operating margin (non-GAAP) of 3.8%
- Liquidity of approximately \$4.0 billion as of September 28, 2024

"We delivered significant improvement in profitability for the fourth quarter and full year. We also strengthened our financial position, with solid cash flow generation and a substantial reduction of our net leverage ratio," stated Donnie King, President & CEO of Tyson Foods. "Looking ahead, we are optimistic about our outlook and our ability to deliver long-term value to our shareholders. Our multi-protein, multi-channel portfolio, combined with our best-in-class team, iconic brands and focus on operational excellence positions us well for Fiscal 2025 and beyond."

SEGMENT RESULTS (in millions)

Sales												
<i>(for the fourth quarter and twelve months ended September 28, 2024, and September 30, 2023)</i>												
	Fourth Quarter					Twelve Months Ended						
	2024		2023		Volume Change	Avg. Price Change ²	2024		2023		Volume Change	Avg. Price Change ²
		\$		\$				\$		\$		
Beef	\$	5,261	\$	5,029	3.7 %	0.9 %	\$	20,479	\$	19,325	1.6 %	4.4 %
Pork		1,438		1,494	3.2 %	(6.9) %		5,903		5,768	3.8 %	(0.7) %
Chicken		4,251		4,155	(0.7) %	0.2 %		16,425		17,060	(2.2) %	(2.4) %
Prepared Foods		2,472		2,502	(1.4) %	0.2 %		9,851		9,845	0.9 %	(0.8) %
International/Other		609		636	1.3 %	(5.5) %		2,353		2,515	3.2 %	(9.6) %
Intersegment Sales		(466)		(468)	n/a	n/a		(1,702)		(1,632)	n/a	n/a
Total	\$	13,565	\$	13,348	0.5 %	0.2 %	\$	53,309	\$	52,881	— %	0.6 %

Operating Income (Loss)												
<i>(for the fourth quarter and twelve months ended September 28, 2024, and September 30, 2023)</i>												
	Fourth Quarter					Twelve Months Ended						
	2024		2023		Operating Margin	2024		2023		Operating Margin		
		\$		\$			\$		\$			\$
Beef	\$	(71)	\$	(323)	(1.3) %	(6.4) %	\$	(381)	\$	(91)	(1.9) %	(0.5) %
Pork		(16)		(11)	(1.1) %	(0.7) %		(40)		(139)	(0.7) %	(2.4) %
Chicken		409		(267)	9.6 %	(6.4) %		988		(770)	6.0 %	(4.5) %
Prepared Foods		203		118	8.2 %	4.7 %		879		823	8.9 %	8.4 %
International/Other		—		20	n/a	n/a		(37)		(218)	n/a	n/a
Total	\$	525	\$	(463)	3.9 %	(3.5) %	\$	1,409	\$	(395)	2.6 %	(0.7) %

ADJUSTED SEGMENT RESULTS (in millions)

Adjusted Operating Income (Loss) (Non-GAAP) ¹												
<i>(for the fourth quarter and twelve months ended September 28, 2024, and September 30, 2023)</i>												
	Fourth Quarter					Twelve Months Ended						
	2024		2023		Adjusted Operating Margin (Non-GAAP)	2024		2023		Adjusted Operating Margin (Non-GAAP)		
		\$		\$			\$		\$			\$
Beef	\$	(71)	\$	17	(1.3) %	0.3 %	\$	(291)	\$	233	(1.4) %	1.2 %
Pork		19		(8)	1.3 %	(0.5) %		142		(128)	2.4 %	(2.2) %
Chicken		356		75	8.4 %	1.8 %		1,015		(77)	6.2 %	(0.4) %
Prepared Foods		205		151	8.3 %	6.0 %		905		889	9.2 %	9.0 %
International/Other		3		1	n/a	n/a		49		16	n/a	n/a
Total	\$	512	\$	236	3.8 %	1.8 %	\$	1,820	\$	933	3.4 %	1.8 %

¹ Average Price Change and Adjusted Operating Margin (Non-GAAP) exclude \$118 million and \$156 million in the Chicken segment and Total Company for the three and twelve months ended September 30, 2023, respectively, and \$45 million in the Pork segment and Total Company for the twelve months ended September 28, 2024 of legal contingency accruals recognized as reductions to Sales.

OUTLOOK

For fiscal 2025, the United States Department of Agriculture (USDA) indicates domestic protein production (beef, pork, chicken and turkey) should increase compared to fiscal 2024 levels. The following is a summary of the updated outlook for each of our segments, as well as an outlook for revenue, capital expenditures, net interest expense, liquidity, free cash flow, tax rate and dividends for fiscal 2025. Certain of the outlook numbers include adjusted operating income (loss) (a non-GAAP metric) for each segment. The Company is not able to reconcile its full-year fiscal 2025 projected adjusted results to its fiscal 2025 projected GAAP results because certain information necessary to calculate such measures on a GAAP basis is unavailable or dependent on the timing of future events outside of our control. Therefore, because of the uncertainty and variability of the nature of and the amount of any potential applicable future adjustments, which could be significant, the Company is unable to provide a reconciliation for these forward-looking non-GAAP measures without unreasonable effort. Adjusted operating income (loss) should not be considered a substitute for operating income (loss) or any other measures of financial performance reported in accordance with GAAP. Investors should rely primarily on the Company's GAAP results and use non-GAAP financial measures only supplementally in making investment decisions.

Beef

USDA projects domestic production will decrease approximately 2% in fiscal 2025 as compared to fiscal 2024. We anticipate adjusted operating loss between \$(0.4) billion and \$(0.2) billion in fiscal 2025.

Pork

USDA projects domestic production will increase approximately 2% in fiscal 2025 as compared to fiscal 2024. We anticipate adjusted operating income of \$0.1 billion to \$0.2 billion in fiscal 2025.

Chicken

USDA projects chicken production will increase approximately 3% in fiscal 2025 as compared to fiscal 2024. We anticipate adjusted operating income of \$1.0 billion to \$1.2 billion for fiscal 2025.

Prepared Foods

We anticipate adjusted operating income of \$0.9 billion to \$1.1 billion in fiscal 2025.

International/Other

We anticipate improved results from our foreign operations in fiscal 2025 on an adjusted basis.

Total Company

We anticipate total company adjusted operating income of \$1.8 billion to \$2.2 billion for fiscal 2025.

Revenue

We expect sales to be down 1% to flat in fiscal 2025 as compared to fiscal 2024.

Capital Expenditures

We expect capital expenditures between \$1.0 billion and \$1.2 billion for fiscal 2025. Capital expenditures include investments in profit improvement projects as well as projects for maintenance and repair.

Net Interest Expense

We expect net interest expense to approximate \$380 million for fiscal 2025.

Liquidity

We expect total liquidity, which was \$4.0 billion as of September 28, 2024, to remain above our minimum liquidity target of \$1.0 billion.

Free Cash Flow

We expect free cash flow to be greater than dividends for fiscal 2025.

Tax Rate

We currently expect our adjusted effective tax rate to be 24% to 25% for fiscal 2025

Dividends

Effective November 8, 2024, the Board of Directors increased the quarterly dividend previously declared on August 8, 2024, to \$0.50 per share on our Class A common stock and \$0.45 per share on our Class B common stock. The increased quarterly dividend is payable on December 13, 2024, to shareholders of record at the close of business on November 29, 2024. The Board also declared on November 8, 2024 a quarterly dividend of \$0.50 per share on our Class A common stock and \$0.45 per share on our Class B common stock, payable on March 14, 2025, to shareholders of record at the close of business on February 28, 2025. We anticipate the remaining quarterly dividends in fiscal 2025 will be \$0.50 and \$0.45 per share of our Class A and Class B common stock, respectively. This results in an annual dividend rate in fiscal 2025 of \$2.00 for Class A shares and \$1.80 for Class B shares, or a 2% increase compared to the fiscal 2024 annual dividend rate.

TYSON FOODS, INC.
CONSOLIDATED CONDENSED STATEMENTS OF INCOME
(In millions, except per share data)
(Unaudited)

	Three Months Ended		Twelve Months Ended	
	September 28, 2024	September 30, 2023	September 28, 2024	September 30, 2023
Sales	\$ 13,565	\$ 13,348	\$ 53,309	\$ 52,881
Cost of Sales	12,505	12,889	49,682	50,250
Gross Profit	1,060	459	3,627	2,631
Selling, General and Administrative	535	589	2,218	2,245
Goodwill Impairment	—	333	—	781
Operating Income (Loss)	525	(463)	1,409	(395)
Other (Income) Expense:				
Interest income	(29)	(8)	(89)	(30)
Interest expense	130	93	481	355
Other, net	(51)	8	(75)	(42)
Total Other (Income) Expense	50	93	317	283
Income (Loss) before Income Taxes	475	(556)	1,092	(678)
Income Tax Expense (Benefit)	111	(113)	270	(29)
Net Income (Loss)	364	(443)	822	(649)
Less: Net Income (Loss) Attributable to Noncontrolling Interests	7	7	22	(1)
Net Income (Loss) Attributable to Tyson	\$ 357	\$ (450)	\$ 800	\$ (648)
Net Income (Loss) Per Share Attributable to Tyson:				
Class A Basic	\$ 1.03	\$ (1.31)	\$ 2.31	\$ (1.87)
Class B Basic	\$ 0.92	\$ (1.17)	\$ 2.06	\$ (1.68)
Diluted	\$ 1.00	\$ (1.31)	\$ 2.25	\$ (1.87)
Dividends Declared Per Share:				
Class A	\$ 0.490	\$ 0.480	\$ 1.970	\$ 1.940
Class B	\$ 0.441	\$ 0.432	\$ 1.773	\$ 1.746
Sales Growth	1.6 %		0.8 %	
Margins: (Percent of Sales)				
Gross Profit	7.8 %	3.4 %	6.8 %	5.0 %
Operating Income (Loss)	3.9 %	(3.5)%	2.6 %	(0.7)%
Net Income (Loss) Attributable to Tyson	2.6 %	(3.4)%	1.5 %	(1.2)%
Effective Tax Rate ³	23.3 %	20.2 %	24.8 %	4.3 %

³ The effective tax rate for the three and twelve months ended September 30, 2023 was impacted by a \$333 million and \$781 million goodwill impairment, respectively, as the impairment charge is non-deductible for income tax purposes.

TYSON FOODS, INC.
CONSOLIDATED CONDENSED BALANCE SHEETS
(In millions)
(Unaudited)

	September 28, 2024	September 30, 2023
Assets		
Current Assets:		
Cash and cash equivalents	\$ 1,717	\$ 573
Accounts receivable, net	2,406	2,476
Inventories	5,195	5,328
Other current assets	433	345
Total Current Assets	9,751	8,722
Net Property, Plant and Equipment	9,442	9,634
Goodwill	9,819	9,878
Intangible Assets, net	5,875	6,098
Other Assets	2,213	1,919
Total Assets	\$ 37,100	\$ 36,251
Liabilities and Shareholders' Equity		
Current Liabilities:		
Current debt	\$ 74	\$ 1,895
Accounts payable	2,402	2,594
Other current liabilities	2,311	2,010
Total Current Liabilities	4,787	6,499
Long-Term Debt	9,713	7,611
Deferred Income Taxes	2,285	2,308
Other Liabilities	1,801	1,578
Total Tyson Shareholders' Equity	18,390	18,133
Noncontrolling Interests	124	122
Total Shareholders' Equity	18,514	18,255
Total Liabilities and Shareholders' Equity	\$ 37,100	\$ 36,251

TYSON FOODS, INC.
CONSOLIDATED CONDENSED STATEMENTS OF CASH FLOWS
(In millions)
(Unaudited)

	Twelve Months Ended	
	September 28, 2024	September 30, 2023
Cash Flows From Operating Activities:		
Net income (loss)	\$ 822	\$ (649)
Depreciation and amortization	1,400	1,339
Deferred income taxes	(45)	(183)
Impairment of goodwill	—	781
Other, net	189	277
Net changes in operating assets and liabilities	224	187
Cash Provided by Operating Activities	2,590	1,752
Cash Flows From Investing Activities:		
Additions to property, plant and equipment	(1,132)	(1,939)
Purchases of marketable securities	(38)	(34)
Proceeds from sale of marketable securities	35	32
Proceeds from sale of business	174	—
Acquisitions, net of cash acquired	—	(262)
Acquisition of equity investments	(29)	(115)
Other, net	102	19
Cash Used for Investing Activities	(888)	(2,299)
Cash Flows From Financing Activities:		
Proceeds from issuance of debt	2,415	1,130
Payments on debt	(1,641)	(603)
Proceeds from issuance of commercial paper	1,694	7,693
Repayments of commercial paper	(2,285)	(7,103)
Purchases of Tyson Class A common stock	(49)	(354)
Dividends	(684)	(670)
Stock options exercised	14	11
Other, net	(45)	(16)
Cash Provided by (Used for) Financing Activities	(581)	88
Effect of Exchange Rate Changes on Cash	23	1
Increase (Decrease) in Cash and Cash Equivalents and Restricted Cash	1,144	(458)
Cash and Cash Equivalents and Restricted Cash at Beginning of Year	573	1,031
Cash and Cash Equivalents and Restricted Cash at End of Period	1,717	573
Less: Restricted Cash at End of Period	—	—
Cash and Cash Equivalents at End of Period	\$ 1,717	\$ 573

Non-GAAP Financial Measures

Adjusted Operating Income (Loss), Adjusted Income (Loss) before Income Taxes, Adjusted Income Tax Expense (Benefit), Adjusted Net Income (Loss) Attributable to Tyson and Adjusted EPS, EBITDA, Adjusted EBITDA, net debt to EBITDA, net debt to Adjusted EBITDA and Free Cash Flow are presented as supplemental financial measures in the evaluation of our business that are not required by, or presented in accordance with GAAP. The non-GAAP financial measures are tools intended to assist our management and investors in comparing our performance on a consistent basis for purposes of business decision-making by removing the impact of certain items that management believes do not directly reflect our core operations on an ongoing basis. These non-GAAP measures should not be a substitute for their comparable GAAP financial measures. Investors should rely primarily on our GAAP results and use non-GAAP financial measures only supplementally in making investment decisions. We believe the presentation of these non-GAAP financial measures helps management and investors to assess our operating performance from period to period, including our ability to generate earnings sufficient to service our debt, enhances understanding of our financial performance and highlights operational trends. These measures are widely used by investors and rating agencies in the valuation, comparison, rating and investment recommendations of companies. Our calculation of non-GAAP measures may not be comparable to similarly titled measures reported by other companies and other companies may not define these non-GAAP financial measures in the same way, which may limit their usefulness of comparative measures.

Definitions

EBITDA is defined as net income (loss) before interest, income taxes (benefits), depreciation and amortization. Net debt to EBITDA (Adjusted EBITDA) represents the ratio of our debt, net of cash, cash equivalents and short-term investments, to EBITDA (and to Adjusted EBITDA). EBITDA, Adjusted EBITDA, net debt to EBITDA and net debt to Adjusted EBITDA are presented as supplemental financial measurements in the evaluation of our business.

Adjusted EBITDA, Adjusted Operating Income (Loss), Adjusted Income (Loss) before Income Taxes, Adjusted Income Tax Expense (Benefit), Adjusted Net Income (Loss) Attributable to Tyson and Adjusted EPS are defined as EBITDA, Operating Income (Loss), Income (Loss) before Income Taxes, Income Tax Expense (Benefit), Net Income (Loss) Attributable to Tyson and diluted earnings per share, respectively, excluding the impacts of any items that management believes do not directly reflect our core operations on an ongoing basis.

Free Cash Flow is defined as Cash Provided by Operating Activities minus payments for Property, Plant and Equipment.

TYSON FOODS, INC.
GAAP Results to Non-GAAP Results Reconciliations
(In millions, except per share data)
(Unaudited)

Results for the fourth quarter ended September 28, 2024										
	Sales	Cost of Sales	Selling, General and Administrative	Goodwill Impairment	Operating Income (Loss)	Other (Income) Expense	Income (Loss) before Income Taxes	Income Tax Expense (Benefit)	Net Income (Loss) Attributable to Tyson	EPS Impact
GAAP Results					\$ 525		\$ 475	\$ 111	\$ 357	1.00
Production facility fire insurance proceeds, net of costs ⁸	—	(51)	—	—	(51)	(31)	(82)	(19)	(63)	(0.18)
Plant closures and disposals	—	27	—	—	27	—	27	(10)	37	0.10
The Netherlands facility ⁹	—	3	—	—	3	—	3	11	(8)	(0.02)
Brand discontinuation	—	—	8	—	8	—	8	2	6	0.02
Adjusted Non-GAAP Results					\$ 512		\$ 431	\$ 95	\$ 329	0.92

Results for the fourth quarter ended September 30, 2023										
	Sales	Cost of Sales	Selling, General and Administrative	Goodwill Impairment	Operating Income (Loss)	Other (Income) Expense	Income (Loss) before Income Taxes	Income Tax Expense (Benefit)	Net Income (Loss) Attributable to Tyson	EPS Impact
GAAP Results					\$ (463)		\$ (556)	\$ (113)	\$ (450)	(1.31)
Production facilities fire costs, net of insurance proceeds ⁸	—	4	—	—	4	—	4	1	3	0.01
Restructuring and related charges	—	6	25	—	31	—	31	8	23	0.06
Plant closures and disposals	—	215	—	—	215	—	215	55	160	0.45
Legal contingency accruals	118	—	—	—	118	—	118	30	88	0.25
China plant relocation remuneration ⁵	—	(19)	—	—	(19)	—	(19)	(5)	(11)	(0.03)
Product line discontinuation	—	17	—	—	17	—	17	4	13	0.04
Goodwill Impairment ⁷	—	—	—	333	333	—	333	—	333	0.93
Remeasurement of net deferred tax liabilities at lower enacted state tax rates	—	—	—	—	—	—	—	26	(26)	(0.07)
Impact of antidilutive securities ⁶	—	—	—	—	—	—	—	—	—	0.04
Adjusted Non-GAAP Results					\$ 236		\$ 143	\$ 6	\$ 133	0.37

Results for the twelve months ended September 28, 2024										
	Sales	Cost of Sales	Selling, General and Administrative	Goodwill Impairment	Operating Income (Loss)	Other (Income) Expense	Income (Loss) before Income Taxes	Income Tax Expense (Benefit)	Net Income (Loss) Attributable to Tyson	EPS Impact
GAAP Results					\$ 1,409		\$ 1,092	\$ 270	\$ 800	2.25
Production facility fire insurance proceeds, net of costs ⁸	—	(70)	—	—	(70)	(34)	(104)	(24)	(80)	(0.23)
Restructuring and related charges	—	—	31	—	31	—	31	8	23	0.06
Plant closures and disposals	—	182	—	—	182	—	182	36	146	0.41
Legal contingency accruals	45	129	—	—	174	—	174	41	133	0.38
The Netherlands facility ⁹	—	86	—	—	86	—	86	11	75	0.21
Brand discontinuation	—	—	8	—	8	—	8	2	6	0.02
Adjusted Non-GAAP Results					\$ 1,820		\$ 1,469	\$ 344	\$ 1,103	3.10

Results for the twelve months ended September 30, 2023										
	Sales	Cost of Sales	Selling, General and Administrative	Goodwill Impairment	Operating Income (Loss)	Other (Income) Expense	Income (Loss) before Income Taxes	Income Tax Expense (Benefit)	Net Income (Loss) Attributable to Tyson	EPS Impact
GAAP Results					\$ (395)		\$ (678)	\$ (29)	\$ (648)	(1.87)
Production facilities fire insurance proceeds, net of costs ⁸	—	(53)	—	—	(53)	(22)	(75)	(17)	(58)	(0.16)
Restructuring and related charges	—	29	95	—	124	—	124	29	95	0.26
Plant closures and disposals	—	322	—	—	322	—	322	82	240	0.67
Legal contingency accruals	156	—	—	—	156	—	156	39	117	0.33
China plant relocation remuneration ⁵	—	(19)	—	—	(19)	—	(19)	(5)	(11)	(0.03)
Product line discontinuation	—	17	—	—	17	—	17	4	13	0.04
Goodwill Impairment ⁷	—	—	—	781	781	—	781	—	757	2.13
Remeasurement of net deferred tax liabilities at lower enacted state tax rates	—	—	—	—	—	—	—	26	(26)	(0.07)
Impact of antidilutive securities ⁶	—	—	—	—	—	—	—	—	—	0.04
Adjusted Non-GAAP Results					\$ 933		\$ 628	\$ 129	\$ 479	1.34

TYSON FOODS, INC.
Adjusted Operating Income (Loss) Non-GAAP Reconciliations
(In millions)
(Unaudited)

Adjusted Operating Income (Loss)						
<i>(for the fourth quarter ended September 28, 2024)</i>						
	Beef	Pork	Chicken	Prepared Foods	International/Other	Total
Reported operating income (loss)	\$ (71)	\$ (16)	\$ 409	\$ 203	\$ —	\$ 525
Less: Production facility fire insurance proceeds, net of costs ⁸	—	—	(51)	—	—	(51)
Add/(Less): Plant closures and disposals	—	35	(8)	—	—	27
Add: the Netherlands facility ⁹	—	—	—	—	3	3
Add: Brand discontinuation	—	—	6	2	—	8
Adjusted operating income (loss)	\$ (71)	\$ 19	\$ 356	\$ 205	\$ 3	\$ 512

Adjusted Operating Income (Loss)						
<i>(for the fourth quarter ended September 30, 2023)</i>						
	Beef	Pork	Chicken	Prepared Foods	International/Other	Total
Reported operating income (loss)	\$ (323)	\$ (11)	\$ (267)	\$ 118	\$ 20	\$ (463)
Add: Production facility fire costs, net of insurance proceeds ⁸	—	—	4	—	—	4
Add: Restructuring and related charges	7	3	5	16	—	31
Add: Plant closures and disposals	—	—	215	—	—	215
Add: Legal contingency accruals	—	—	118	—	—	118
Less: China plant relocation remuneration	—	—	—	—	(19)	(19)
Add: Product line discontinuation	—	—	—	17	—	17
Add: Goodwill Impairment	333	—	—	—	—	333
Adjusted operating income (loss)	\$ 17	\$ (8)	\$ 75	\$ 151	\$ 1	\$ 236

Adjusted Operating Income (Loss)						
<i>(for the twelve months ended September 28, 2024)</i>						
	Beef	Pork	Chicken	Prepared Foods	International/Other	Total
Reported operating income (loss)	\$ (381)	\$ (40)	\$ 988	\$ 879	\$ (37)	\$ 1,409
Less: Production facility fire insurance proceeds, net of costs ⁸	—	—	(70)	—	—	(70)
Add: Restructuring and related charges	4	1	2	24	—	31
Add: Plant closures and disposals	41	108	33	—	—	182
Add: Legal contingency accruals	45	73	56	—	—	174
Add: the Netherlands facility ⁹	—	—	—	—	86	86
Add: Brand discontinuation	—	—	6	2	—	8
Adjusted operating income (loss)	\$ (291)	\$ 142	\$ 1,015	\$ 905	\$ 49	\$ 1,820

Adjusted Operating Income (Loss)						
<i>(for the twelve months ended September 30, 2023)</i>						
	Beef	Pork	Chicken	Prepared Foods	International/Other	Total
Reported operating income (loss)	\$ (91)	\$ (139)	\$ (770)	\$ 823	\$ (218)	\$ (395)
Less: Production facility fire insurance proceeds, net of costs ⁸	(42)	—	(11)	—	—	(53)
Add: Restructuring and related charges	33	11	16	49	15	124
Add: Plant closures and disposals	—	—	322	—	—	322
Add: Legal contingency accruals	—	—	156	—	—	156
Less: China plant relocation remuneration	—	—	—	—	(19)	(19)
Add: Product line discontinuation	—	—	—	17	—	17
Add: Goodwill Impairment	333	—	210	—	238	781
Adjusted operating income (loss)	\$ 233	\$ (128)	\$ (77)	\$ 889	\$ 16	\$ 933

TYSON FOODS, INC.
EBITDA and Adjusted EBITDA Non-GAAP Reconciliations
(In millions)
(Unaudited)

	Twelve Months Ended	
	September 28, 2024	September 30, 2023
Net income (loss)	\$ 822	\$ (649)
Less: Interest income	(89)	(30)
Add: Interest expense	481	355
Add/(Less): Income tax expense (benefit)	270	(29)
Add: Depreciation	1,159	1,100
Add: Amortization ⁷	229	229
EBITDA	\$ 2,872	\$ 976
Adjustments to EBITDA:		
Less: Production facilities fire insurance proceeds, net of costs ⁸	\$ (104)	\$ (75)
Add: Restructuring and related charges	31	124
Add: Plant closures and disposals	182	322
Add: Legal contingency accruals	174	156
Add: The Netherlands facility ⁹	86	—
Add: Brand discontinuation	8	—
Add: Goodwill impairment	—	781
Less: China plant relocation remuneration	—	(19)
Add: Product line discontinuation	—	17
Less: Depreciation and amortization included in EBITDA adjustments ¹⁰	(129)	(133)
Total Adjusted EBITDA	\$ 3,120	\$ 2,149
Total gross debt	\$ 9,787	\$ 9,506
Less: Cash and cash equivalents	(1,717)	(573)
Less: Short-term investments	(10)	(15)
Total net debt	\$ 8,060	\$ 8,918
Ratio Calculations:		
Gross debt/EBITDA	3.4x	9.7x
Net debt/EBITDA	2.8x	9.1x
Gross debt/Adjusted EBITDA	3.1x	4.4x
Net debt/Adjusted EBITDA	2.6x	4.1x

⁴ The China plant relocation remuneration EPS impact was net of \$3 million associated with Net Income (Loss) Attributable to Noncontrolling Interests.

⁵ Goodwill impairment was non-deductible for income tax purposes and the EPS impact was net of \$24 million associated with Net Income (Loss) Attributable to Noncontrolling Interests.

⁶ GAAP EPS, Net Income (Loss) Per Share Attributable to Tyson, excluded the impact of certain antidilutive securities given the Company incurring a net loss for fiscal 2023. Adjusted Non-GAAP EPS is in a net income position, and thus, the impact of the otherwise antidilutive securities under GAAP EPS were added back in the calculation of Adjusted Non-GAAP EPS.

⁷ Excludes the amortization of debt issuance and debt discount expense of \$12 million and \$10 million for the twelve months ended September 28, 2024 and September 30, 2023, respectively, as it is included in interest expense.

⁸ Relates to fires at production facilities in Chicken in the fourth quarter of fiscal 2021 and Beef in the fourth quarter of fiscal 2019.

⁹ Relates to a fire at our production facility in the Netherlands in the first quarter of fiscal 2024 and subsequent decision to sell the facility.

¹⁰ Removal of accelerated depreciation of \$127 million related to plant closures and disposals for the twelve months ended September 28, 2024 and \$19 million related to restructuring and related charges and \$114 million related to plant closures and disposals for the twelve months ended September 30, 2023 as they are already included in depreciation expense. Removal of accelerated amortization of \$2 million related to brand discontinuation for the twelve months ended September 28, 2024 as it is already included in amortization expense.

TYSON FOODS, INC.
Free Cash Flow Non-GAAP Reconciliation
(In millions)
(Unaudited)

	Twelve Months Ended	
	September 28, 2024	September 30, 2023
Cash Provided by Operating Activities	\$ 2,590	\$ 1,752
Additions to property, plant and equipment	(1,132)	(1,939)
Free cash flow	\$ 1,458	\$ (187)

About Tyson Foods, Inc.

Tyson Foods, Inc. (NYSE: TSN) is a world-class food company and recognized leader in protein. Founded in 1935 by John W. Tyson, it has grown under four generations of family leadership. The Company is unified by this purpose: Tyson Foods. We Feed the World Like Family™ and has a broad portfolio of iconic products and brands including Tyson®, Jimmy Dean®, Hillshire Farm®, Ball Park®, Wright®, State Fair®, Aidells® and ibp®. Tyson Foods is dedicated to bringing high-quality food to every table in the world, safely, sustainably, and affordably, now and for future generations. Headquartered in Springdale, Arkansas, the company had approximately 138,000 team members on September 28, 2024. Visit www.tysonfoods.com.

Conference Call Information and Other Selected Data

A conference call to discuss the Company's financial results will be held at 9 a.m. Eastern Monday, November 12, 2024. A link for the webcast of the conference call is available on the Tyson Investor Relations website at <https://ir.tyson.com>. The webcast also can be accessed by the following direct link: <https://events.g4inc.com/attendee/102078426>. For those who cannot participate at the scheduled time, a replay of the live webcast and the accompanying slides will be available at <https://ir.tyson.com>. A telephone replay will also be available until December 12, 2024, toll free at 1-877-344-7529, international toll 1-412-317-0088 or Canada toll free 855-669-9658. The replay access code is 1806944. Financial information, such as this news release, as well as other supplemental data, can be accessed from the Company's web site at <https://ir.tyson.com>.

Forward-Looking Statements

Certain information in this release constitutes forward-looking statements as contemplated by the Private Securities Litigation Reform Act of 1995. Such forward-looking statements include, but are not limited to, current views and estimates of our outlook for fiscal 2025, other future economic circumstances, industry conditions in domestic and international markets, our performance and financial results (e.g., debt levels, return on invested capital, value-added product growth, capital expenditures, tax rates, access to foreign markets and dividend policy). These forward-looking statements are subject to a number of factors and uncertainties that could cause our actual results and experiences to differ materially from anticipated results and expectations expressed in such forward-looking statements. We wish to caution readers not to place undue reliance on any forward-looking statements, which are expressly qualified in their entirety by this cautionary statement and speak only as of the date made. We undertake no obligation to update any forward-looking statements, whether as a result of new information, future events or otherwise. Among the factors that may cause actual results and experiences to differ from anticipated results and expectations expressed in such forward-looking statements are the following: (i) global pandemics have had, and may in the future have, an adverse impact on our business and operations; (ii) the effectiveness of financial excellence programs; (iii) access to foreign markets together with foreign economic conditions, including currency fluctuations, import/export restrictions and foreign politics; (iv) cyber attacks, other cyber incidents, security breaches or other disruptions of our information technology systems; (v) risks associated with our failure to consummate favorable acquisition transactions or integrate certain acquisitions' operations; (vi) the Tyson Limited Partnership's ability to exercise significant control over the Company; (vii) fluctuations in the cost and availability of inputs and raw materials, such as live cattle, live swine, feed grains (including corn and soybean meal) and energy; (viii) market conditions for finished products, including competition from other global and domestic food processors, supply and pricing of competing products and alternative proteins and demand for alternative proteins; (ix) outbreak of a livestock disease (such as African swine fever (ASF), avian influenza (AI) or bovine spongiform encephalopathy (BSE)), which could have an adverse effect on livestock we own, the availability of livestock we purchase, consumer perception of certain protein products or our ability to conduct our operations; (x) changes in consumer preference and diets and our ability to identify and react to consumer trends; (xi) effectiveness of advertising and marketing programs; (xii) significant marketing plan changes by large customers or loss of one or more large customers; (xiii) our ability to leverage brand value propositions; (xiv) changes in availability and relative costs of labor and contract farmers and our ability to maintain good relationships with team members, labor unions, contract farmers and independent producers providing us livestock; (xv) issues related to food safety, including costs resulting from product recalls, regulatory compliance and any related claims or litigation; (xvi) compliance with and changes to regulations and laws (both domestic and foreign), including changes in accounting standards, tax laws, environmental laws, agricultural laws and occupational, health and safety laws; (xvii) the effect of climate change and any legal or regulatory response thereto; (xviii) adverse results from litigation; (xix) risks associated with leverage, including cost increases due to rising interest rates or changes in debt ratings or outlook; (xx) impairment in the carrying value of our goodwill or indefinite life intangible assets; (xxi) our participation in a multiemployer pension plan; (xxii) volatility in capital markets or interest rates; (xxiii) risks associated with our commodity purchasing activities; (xxiv) the effect of, or changes in, general economic conditions; (xxv) impacts on our operations caused by factors and forces beyond our control, such as natural disasters, fire, bioterrorism, pandemics, armed conflicts or extreme weather; (xxvi) failure to maximize or assert our intellectual property rights; (xxvii) effects related to changes in tax rates, valuation of deferred tax assets and liabilities, or tax laws and their interpretation; and (xxviii) the other risks and uncertainties detailed from time to time in our filings with the Securities and Exchange Commission, including those included under the captions "Risk Factors" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" in our most recent Annual Report on Form 10-K and Quarterly reports on Form 10-Q.

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Investor Contact: Sean Cornett, 479-466-0401

Source: Tyson Foods, Inc.
Category: IR, Newsroom



Q4 Fiscal 2024

Supplemental Information
November 12, 2024

Forward-Looking Statements

Certain information in this presentation constitutes forward-looking statements as contemplated by the Private Securities Litigation Reform Act of 1995. Such forward-looking statements include, but are not limited to, current views and estimates of our outlook for fiscal 2025, other future economic circumstances, industry conditions in domestic and international markets, our performance and financial results (e.g., debt levels, return on invested capital, value-added product growth, capital expenditures, tax rates, access to foreign markets and dividend policy). These forward-looking statements are subject to a number of factors and uncertainties that could cause our actual results and experiences to differ materially from anticipated results and expectations expressed in such forward-looking statements. We wish to caution readers not to place undue reliance on any forward-looking statements, which are expressly qualified in their entirety by this cautionary statement and speak only as of the date made. We undertake no obligation to update any forward-looking statements, whether as a result of new information, future events or otherwise. Among the factors that may cause actual results and experiences to differ from anticipated results and expectations expressed in such forward-looking statements are the following: (i) global pandemics have had, and may in the future have, an adverse impact on our business and operations; (ii) the effectiveness of restructuring or financial excellence programs; (iii) access to foreign markets together with foreign economic conditions, including currency fluctuations, import/export restrictions and foreign politics; (iv) cyber attacks, other cyber incidents, security breaches or other disruptions of our information technology systems; (v) risks associated with our failure to consummate favorable acquisition transactions or integrate certain acquisitions' operations; (vi) the Tyson Limited Partnership's ability to exercise significant control over the Company; (vii) fluctuations in the cost and availability of inputs and raw materials, such as live cattle, live swine, feed grains (including corn and soybean meal) and energy; (viii) market conditions for finished products, including competition from other global and domestic food processors, supply and pricing of competing products and alternative proteins and demand for alternative proteins; (ix) outbreak of a livestock disease (such as African swine fever (ASF), avian influenza (AI) or bovine spongiform encephalopathy (BSE)), which could have an adverse effect on livestock we own, the availability of livestock we purchase, consumer perception of certain protein products or our ability to conduct our operations; (x) changes in consumer preference and diets and our ability to identify and react to consumer trends; (xi) effectiveness of advertising and marketing programs; (xii) significant marketing plan changes by large customers or loss of one or more large customers; (xiii) our ability to leverage brand value propositions; (xiv) changes in availability and relative costs of labor and contract farmers and our ability to maintain good relationships with team members, labor unions, contract farmers and independent producers providing us livestock; (xv) issues related to food safety, including costs resulting from product recalls, regulatory compliance and any related claims or litigation; (xvi) compliance with and changes to regulations and laws (both domestic and foreign), including changes in accounting standards, tax laws, environmental laws, agricultural laws and occupational, health and safety laws; (xvii) the effect of climate change and any legal or regulatory response thereto; (xviii) adverse results from litigation; (xix) risks associated with leverage, including cost increases due to rising interest rates or changes in debt ratings or outlook; (xx) impairment in the carrying value of our goodwill or indefinite life intangible assets; (xxi) our participation in a multiemployer pension plan; (xxii) volatility in capital markets or interest rates; (xxiii) risks associated with our commodity purchasing activities; (xxiv) the effect of, or changes in, general economic conditions; (xxv) impacts on our operations caused by factors and forces beyond our control, such as natural disasters, fire, bioterrorism, pandemics, armed conflicts or extreme weather; (xxvi) failure to maximize or assert our intellectual property rights; (xxvii) effects related to changes in tax rates, valuation of deferred tax assets and liabilities, or tax laws and their interpretation; and (xxviii) the other risks and uncertainties detailed from time to time in our filings with the Securities and Exchange Commission, including those included under the captions "Risk Factors" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" in our most recent Annual Report on Form 10-K and Quarterly reports on Form 10-Q.

Non-GAAP Financial Measures

This presentation contains the financial measures "EBITDA," "Adjusted EBITDA," "Adjusted EPS," "Adjusted Operating Income," "Adjusted Operating Margin" and "Free Cash Flow" which are not calculated in accordance with U.S. GAAP. A reconciliation of non-GAAP financial measures to the most directly comparable GAAP financial measure has been provided in the Appendix. Non-GAAP financial measures should be considered in addition to, but not as a substitute for, the Company's reported GAAP results.





Key Messages

Operations

Strong performance in 4Q24 with AOI more than doubling wraps up impressive YoY improvement for FY24

Financial Strength

Significant cash generation with free cash flow more than 2x dividend and substantial reduction of net leverage ratio to 2.6x

Guidance for FY25

Solid growth in AOI behind productivity in Prepared Foods and ongoing strength in Chicken

Controlling the Controllables

Focus on priorities is delivering tangible benefits

FY24 Segment Highlights

Prepared Foods

- AOI¹ performance in line with expectations resulting in best full year since FY18
- Full year volume growth in total outside of retail

Chicken

- Strong finish drives best full year AOI¹ performance since FY17
- Market tailwinds and operational efficiencies driving results

Beef

- Spread compression driven by continued tight cattle supply as expected
- Meaningful heifer retention yet to unfold

Pork

- Significant YoY AOI¹ increase in FY24 in line with expectations
- Herd health and productivity remain strong

¹ Represents a non-GAAP financial measure. Non-GAAP financial measures are explained and reconciled to the most directly comparable GAAP financial measure in the Appendix.



FY25 Enterprise Priorities

Operational Excellence	Striving for best-in-class operations by gaining efficiencies and eliminating waste, with strong impact in Prepared Foods
Customer & Consumer Obsession	Strengthening our iconic brands to expand reach and introduce innovation for new occasions
Data & Digital Delivery	Investing in big data, analytics, and AI to improve operational decision-making and drive consumer insights and actions
Capital Allocation	Focusing on cash flow by managing capex and working capital
Team Member Development	Supporting team members to reinforce our culture and drive success



FY25 Segment Priorities – Prepared Foods

Operational Excellence

- Enhance throughput and yield; eliminate waste
- Reduce SKU complexity
- Improve service levels

Customer & Consumer Obsession

- Advance platform innovations
- Expand distribution on top performing SKUs

Data & Digital Delivery

- Data-driven consumer insights and MAP support to drive growth



FY25 Segment Priorities – Chicken

Operational Excellence

- Continuous improvement in live, plant operations and disciplined S&OP

Customer & Consumer Obsession

- Focus on long-term, win-win partnerships with customers
- Invest in value-added products including the #1 brand in Chicken

Capital Allocation

- Deploy capital into high ROI areas including fully-cooked portfolio



FY25 Segment Priorities – Beef

Operational Excellence

- Manage yield, mix and efficiency to enhance cost structure
- Align cattle procurement to support customer and consumer demand

Customer & Consumer Obsession

- Continue to invest in value-added capabilities in areas of strong demand
- Target category leadership and strengthen customer partnerships

Data & Digital Delivery

- Scale analytics for agile decision making



FY25 Segment Priorities – Pork

Operational Excellence

- Drive capacity utilization through the network
- Continue to optimize yield and mix

Customer & Consumer Obsession

- Continue to invest in value-added capabilities in areas of strong demand
- Target category leadership and strengthen customer partnerships

Data & Digital Delivery

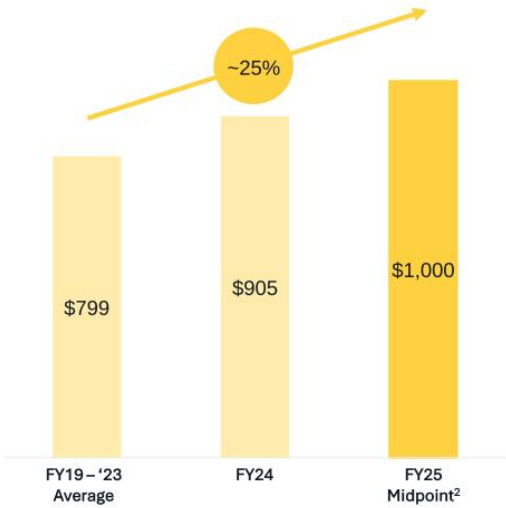
- Scale data and digital for better decision making



Growing Contribution from Prepared Foods & Chicken

Prepared Foods

(in millions of dollars)



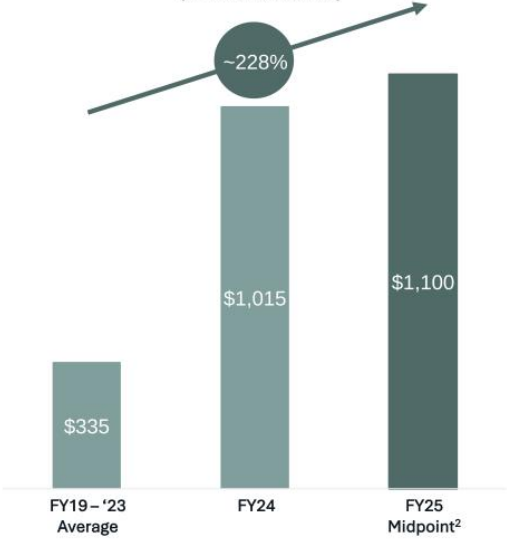
% of Total Company AOI¹:

~25%

~50%

Chicken

(in millions of dollars)



~10%

> 50%

¹ Represents a non-GAAP financial measure. Non-GAAP financial measures are explained and reconciled to the most directly comparable GAAP financial measure in the Appendix.

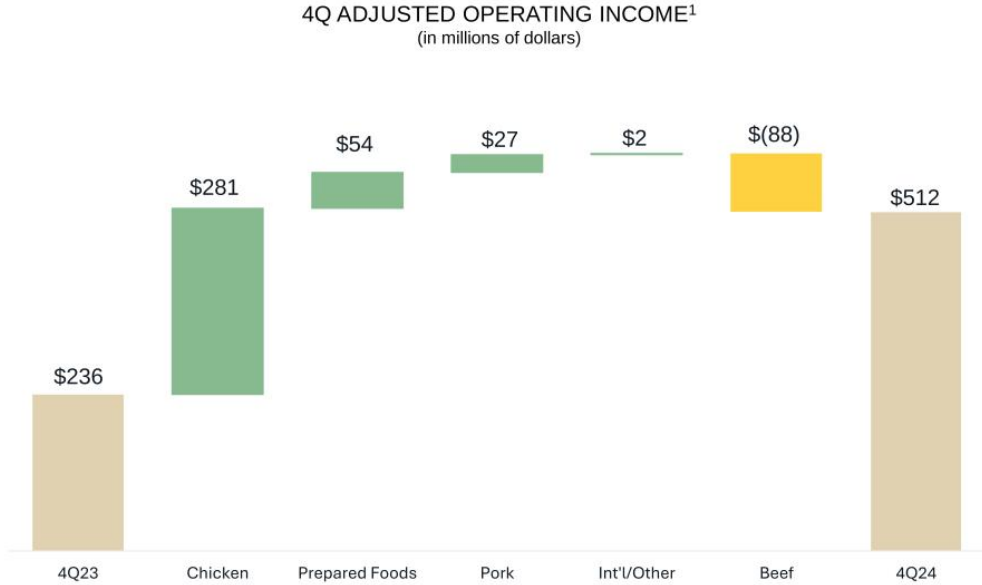
² Midpoint refers to the middle of FY25 guidance range for both the segment and total company.



Enterprise Sales, AOI and EPS Performance

Fourth Quarter FY24 vs Comparable Prior Year Period

4Q24		
in \$m, except EPS (in \$ per share)		
Sales	\$13,565	+1.6% vs PY
AOI ¹	\$512	+117% vs PY
AOI Margin ¹	3.8%	+200bps vs PY
Adjusted EPS ¹	\$0.92	+149% vs PY



¹ Represents a non-GAAP financial measure. Non-GAAP financial measures are explained and reconciled to the most directly comparable GAAP financial measure in the Appendix.



Growing Profitability in Prepared Foods

4Q24 & FY24

	Sales	AOI ¹
4Q24 (in \$m)	\$2,472	\$205

vs PY	(1.2)%	+\$54
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Volume: (1.4)%	AOI % ¹ : 8.3%
Price: +0.2%	YoY: +230 bps

	Sales	AOI ¹
FY24 (in \$m)	\$9,851	\$905

vs PY	+0.1%	+\$16
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Volume: +0.9%	AOI % ¹ : 9.2%
Price: (0.8)%	YoY: +20 bps

¹ Represents a non-GAAP financial measure. Non-GAAP financial measures are explained and reconciled to the most directly comparable GAAP financial measure in the Appendix.



Fundamentally Stronger Chicken Business

4Q24 & FY24

	Sales	AOI ^{1,2}		Sales	AOI ^{1,2}	
4Q24 (in \$m)	\$4,251	\$356		FY24 (in \$m)	\$16,425	\$1,015
vs PY	+2.3%	+\$281		vs PY	(3.7)%	+\$1,092
	Volume: (0.7)% Price ² : +0.2%	AOI % ^{1,2} : 8.4% YoY: +660 bps			Volume: (2.2)% Price ² : (2.4)%	AOI % ^{1,2} : 6.2% YoY: +660 bps

¹ Represents a non-GAAP financial measure. Non-GAAP financial measures are explained and reconciled to the most directly comparable GAAP financial measure in the Appendix.
² Average Sales Price Change and Adjusted Operating Margin (Non-GAAP) exclude the impact of \$118 million and \$156 million of legal contingency accruals recognized as a reduction to Sales for 4Q23 and FY23, respectively



Navigating Industry Challenges in Beef

4Q24 & FY24

	Sales	AOI ¹		Sales	AOI ¹
4Q24 (in \$m)	\$5,261	\$(71)	FY24 (in \$m)	\$20,479	\$(291)
vs PY	+4.6%	\$(88)	vs PY	+6.0%	\$(524)
	Volume: +3.7%	AOI % ¹ : (1.3)%		Volume: +1.6%	AOI % ¹ : (1.4)%
	Price: +0.9%	YoY: (160) bps		Price: +4.4%	YoY: (260) bps

¹ Represents a non-GAAP financial measure. Non-GAAP financial measures are explained and reconciled to the most directly comparable GAAP financial measure in the Appendix.



Strong YOY Improvement in Pork Profitability

4Q24 & FY24

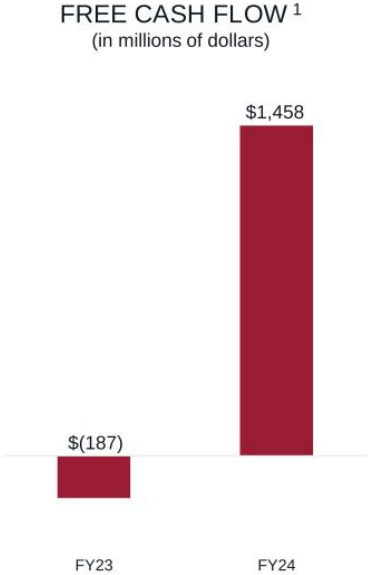
	Sales	AOI ¹		Sales	AOI ^{1,2}	
4Q24 (in \$m)	\$1,438	\$19		FY24 (in \$m)	\$5,903	\$142
vs PY	(3.7)%	+\$27		vs PY	+2.3%	+\$270
	Volume: +3.2%	AOI % ¹ : 1.3%			Volume: +3.8%	AOI % ^{1,2} : 2.4%
	Price: (6.9)%	YoY: +180 bps			Price ² : (0.7)%	YoY: +460 bps

¹ Represents a non-GAAP financial measure. Non-GAAP financial measures are explained and reconciled to the most directly comparable GAAP financial measure in the Appendix.

² Average Sales Price Change and Adjusted Operating Margin (Non-GAAP) exclude a \$45 million legal contingency accrual recognized as a reduction to Sales for FY24.



Robust Cash Flow and Strengthening Financial Position



Build Financial Strength

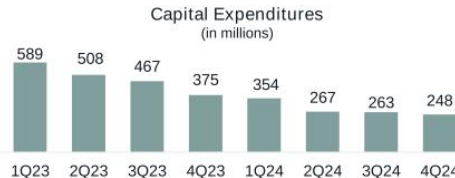
Manage our leverage ratio to be at or below our long-term target

Invest in our Business

Disciplined investments to modernize and expand capacity to support growth

Return Cash to Shareholders

Committed to returning cash to shareholders through dividends and opportunistic share repurchases



¹ Represents a non-GAAP financial measure. Non-GAAP financial measures are explained and reconciled to the most directly comparable GAAP financial measure in the Appendix.



FY25 Guidance¹

Sales Growth	(1)% – Flat
Total AOI ¹	\$1.8 – 2.2B
Net Interest Expense	~\$380M
Adjusted Tax Rate ¹	~24 – 25%
Capital Expenditures	\$1.0 – 1.2B
Free Cash Flow ¹	> Dividend



Prepared Foods AOI ¹	\$0.9 – 1.1B
Chicken AOI ¹	\$1.0 – 1.2B
Beef AOI ¹	\$(0.4) – (0.2)B
Pork AOI ¹	\$0.1 – 0.2B

¹ The Company is not able to reconcile its full-year fiscal 2025 projected adjusted results to its fiscal 2025 projected GAAP results because certain information necessary to calculate such measures on a GAAP basis is unavailable or dependent on the timing of future events outside of our control. Therefore, because of the uncertainty and variability of the nature of the number of future adjustments, such as legal contingency accruals and other significant items which could be significant, the Company is unable to provide a reconciliation for these forward-looking non-GAAP measures without unreasonable effort. Adjusted operating margin should not be considered a substitute for operating margin or any other measures of financial performance reported in accordance with GAAP. Investors should rely primarily on the Company's GAAP results and use non-GAAP financial measures only supplementally in making investment decisions.





We feed the world like family.

- Significant improvement in profitability and financial health in FY24
- Consistently delivering on our strategic priorities
- Continuing upward momentum with ~10% AOI growth in FY25 at midpoint driven by Prepared Foods and Chicken
- **One Team. One Tyson.**



Tyson Foods™



Appendix

AOI Bridge by P&L Items

Fourth Quarter FY24 vs Comparable Prior Year Period

\$ millions



¹ Represents a non-GAAP financial measure. Non-GAAP financial measures are explained and reconciled to the most directly comparable GAAP financial measure in the Appendix.

² Represents the net impact of the change in Sales and change in COGS attributable to decreased sales volumes.

³ Excludes the impact of a legal contingency accrual of \$118 million in the fourth quarter of fiscal 2023.

⁴ Excludes the impacts of \$27 million of plant closure and disposal charges, \$3 million of costs, net of insurance proceeds, related to a production facility fire and subsequent decision to sell the facility in the Netherlands and \$51 million of production facility fire proceeds, net of costs incurred in the fourth quarter of fiscal 2024, and \$215 million of plant closure and disposal charges, \$17 million of product line discontinuation charges, \$6 million of restructuring and related charges, \$4 million of production facility fire costs, net of insurance proceeds and \$19 million of China plant relocation remuneration in the fourth quarter of fiscal 2023.

⁵ Excludes the impact of \$8 million of brand discontinuation charges and \$25 million of restructuring and related charges in the fourth quarter of fiscal 2024 and 2023, respectively.

Non-GAAP Financial Measures

Adjusted Operating Income (Loss), Adjusted Income (Loss) before Income Taxes, Adjusted Income Tax Expense (Benefit), Adjusted Net Income (Loss) Attributable to Tyson, Adjusted Operating Margin and Adjusted EPS, EBITDA, Adjusted EBITDA, net debt to EBITDA, net leverage ratio or net debt to Adjusted EBITDA, and Free Cash Flow are presented as supplemental financial measures in the evaluation of our business that are not required by, or presented in accordance with GAAP. The non-GAAP financial measures are tools intended to assist our management and investors in comparing our performance on a consistent basis for purposes of business decision-making by removing the impact of certain items that management believes do not directly reflect our core operations on an ongoing basis. These non-GAAP measures should not be a substitute for their comparable GAAP financial measures. Investors should rely primarily on our GAAP results and use non-GAAP financial measures only supplementally in making investment decisions. We believe the presentation of these non-GAAP financial measures helps management and investors to assess our operating performance from period to period, including our ability to generate earnings sufficient to service our debt, enhances understanding of our financial performance and highlights operational trends. These measures are widely used by investors and rating agencies in the valuation, comparison, rating and investment recommendations of companies. Our calculation of non-GAAP measures may not be comparable to similarly titled measures reported by other companies and other companies may not define these non-GAAP financial measures in the same way, which may limit their usefulness of comparative measures.

Definitions

EBITDA is defined as net income (loss) before interest, income taxes (benefits), depreciation and amortization. Net debt to EBITDA (Adjusted EBITDA) represents the ratio of our debt, net of cash, cash equivalents and short-term investments, to EBITDA (and to Adjusted EBITDA). EBITDA, Adjusted EBITDA, net debt to EBITDA and net debt to Adjusted EBITDA are presented as supplemental financial measurements in the evaluation of our business.

Adjusted EBITDA, Adjusted Operating Income (Loss), Adjusted Income (Loss) before Income Taxes, Adjusted Income Tax Expense (Benefit), Adjusted Net Income (Loss) Attributable to Tyson and Adjusted EPS are defined as EBITDA, Operating Income (Loss), Income (Loss) before Income Taxes, Income Tax Expense (Benefit), Net Income (Loss) Attributable to Tyson and diluted earnings per share, respectively, excluding the impacts of any items that management believes do not directly reflect our core operations on an ongoing basis.

Free Cash Flow is defined as Cash Provided by Operating Activities minus payments for Property, Plant and Equipment.

GAAP Results to Non-GAAP Results Reconciliations

\$ in millions, except per share data (Unaudited)

Results for the fourth quarter ended September 28, 2024										
	Sales	Cost of Sales	Selling, General and Administrative	Goodwill Impairment	Operating Income (Loss)	Other (Income) Expense	Income (Loss) before Income Taxes	Income Tax Expense (Benefit)	Net Income (Loss) Attributable to Tyson	EPS Impact
GAAP Results					\$ 525		\$ 475	\$ 111	\$ 357	\$ 1.00
Production facility fire insurance proceeds, net of costs ¹	-	(51)	-	-	(51)	(31)	(82)	(19)	(63)	(0.18)
Plant closures and disposals	-	27	-	-	27	-	27	(10)	37	0.10
The Netherlands facility ²	-	3	-	-	3	-	3	11	(8)	(0.02)
Brand discontinuation	-	-	8	-	8	-	8	2	6	0.02
Adjusted Non-GAAP Results					\$ 512		\$ 431	\$ 95	\$ 329	\$ 0.92

Results for the fourth quarter ended September 30, 2023										
	Sales	Cost of Sales	Selling, General and Administrative	Goodwill Impairment	Operating Income (Loss)	Other (Income) Expense	Income (Loss) before Income Taxes	Income Tax Expense (Benefit)	Net Income (Loss) Attributable to Tyson	EPS Impact
GAAP Results					\$ (463)		\$ (556)	\$ (113)	\$ (450)	\$ (1.31)
Production facilities fire costs, net of insurance proceeds ¹	-	4	-	-	4	-	4	1	3	0.01
Restructuring and related charges	-	6	25	-	31	-	31	8	23	0.06
Plant closures and disposals	-	215	-	-	215	-	215	55	160	0.45
Legal contingency accruals	118	-	-	-	118	-	118	30	88	0.25
China plant relocation remuneration ³	-	(19)	-	-	(19)	-	(19)	(5)	(11)	(0.03)
Product line discontinuation	-	17	-	-	17	-	17	4	13	0.04
Goodwill impairment ⁴	-	-	-	333	333	-	333	-	333	0.93
Remeasurement of net deferred tax liabilities at lower enacted state tax rates	-	-	-	-	-	-	-	26	(26)	(0.07)
Impact of antidilutive securities ⁵	-	-	-	-	-	-	-	-	-	0.04
Adjusted Non-GAAP Results					\$ 236		\$ 143	\$ 6	\$ 133	\$ 0.37

¹ Relates to fires at production facilities in Chicken in the fourth quarter of fiscal 2021 and Beef in the fourth quarter of fiscal 2019.

² Relates to a fire at our production facility in the Netherlands in the first quarter of fiscal 2024 and subsequent decision to sell the facility.

³ The China plant relocation remuneration EPS impact was net of \$3 million associated with Net Income (Loss) Attributable to Noncontrolling Interests.

⁴ Goodwill impairment was non-deductible for income tax purposes and the EPS impact was net of \$24 million associated with Net Income (Loss) Attributable to Noncontrolling Interests.

⁵ GAAP EPS, Net Income (Loss) Per Share Attributable to Tyson, excluded the impact of certain antidilutive securities given the Company incurring a net loss for fiscal 2023. Adjusted Non-GAAP EPS is in a net income position, and thus, the impact of the otherwise antidilutive securities under GAAP EPS were added back in the calculation of Adjusted Non-GAAP EPS.

GAAP Results to Non-GAAP Results Reconciliations

\$ in millions, except per share data (Unaudited)

Results for the twelve months ended September 28, 2024										
	Sales	Cost of Sales	Selling, General and Administrative	Goodwill Impairment	Operating Income (Loss)	Other (Income) Expense	Income (Loss) before Income Taxes	Income Tax Expense (Benefit)	Net Income (Loss) Attributable to Tyson	EPS Impact
GAAP Results					\$ 1,409	\$	\$ 1,092	\$ 270	\$ 800	\$ 2.25
Production facility fire insurance proceeds, net of costs ¹	-	(70)	-	-	(70)	(34)	(104)	(24)	(80)	(0.23)
Restructuring and related charges	-	-	31	-	31	-	31	8	23	0.06
Plant closures and disposals	-	182	-	-	182	-	182	36	146	0.41
Legal contingency accruals	45	129	-	-	174	-	174	41	133	0.38
The Netherlands facility ²	-	86	-	-	86	-	86	11	75	0.21
Brand discontinuation	-	-	8	-	8	-	8	2	6	0.02
Adjusted Non-GAAP Results					\$ 1,820	\$	\$ 1,469	\$ 344	\$ 1,103	\$ 3.10

Results for the twelve months ended September 30, 2023										
	Sales	Cost of Sales	Selling, General and Administrative	Goodwill Impairment	Operating Income (Loss)	Other (Income) Expense	Income (Loss) before Income Taxes	Income Tax Expense (Benefit)	Net Income (Loss) Attributable to Tyson	EPS Impact
GAAP Results					\$ (395)	\$	\$ (678)	\$ (29)	\$ (648)	\$ (1.87)
Production facilities fire insurance proceeds, net of costs ¹	-	(53)	-	-	(53)	(22)	(75)	(17)	(58)	(0.16)
Restructuring and related charges	-	29	95	-	124	-	124	29	95	0.26
Plant closures and disposals	-	322	-	-	322	-	322	82	240	0.67
Legal contingency accruals	156	-	-	-	156	-	156	39	117	0.33
China plant relocation remuneration ³	-	(19)	-	-	(19)	-	(19)	(5)	(11)	(0.03)
Product line discontinuation	-	17	-	-	17	-	17	4	13	0.04
Goodwill impairment ⁴	-	-	-	781	781	-	781	-	757	2.13
Remeasurement of net deferred tax liabilities at lower enacted state tax rates	-	-	-	-	-	-	-	26	(26)	(0.07)
Impact of antidilutive securities ⁵	-	-	-	-	-	-	-	-	-	0.04
Adjusted Non-GAAP Results					\$ 933	\$	\$ 628	\$ 129	\$ 479	\$ 1.34

1 Relates to fires at production facilities in Chicken in the fourth quarter of fiscal 2021 and Beef in the fourth quarter of fiscal 2019.

2 Relates to a fire at our production facility in the Netherlands in the first quarter of fiscal 2024 and subsequent decision to sell the facility.

3 The China plant relocation remuneration EPS impact was net of \$3 million associated with Net Income (Loss) Attributable to Noncontrolling Interests.

4 Goodwill impairment was non-deductible for income tax purposes and the EPS impact was net of \$24 million associated with Net Income (Loss) Attributable to Noncontrolling Interests.

5 GAAP EPS, Net Income (Loss) Per Share Attributable to Tyson, excluded the impact of certain antidilutive securities given the Company incurring a net loss for fiscal 2023. Adjusted Non-GAAP EPS is in a net income position, and thus, the impact of the otherwise antidilutive securities under GAAP EPS were added back in the calculation of Adjusted Non-GAAP EPS.

Adjusted Operating Income (Loss) Non-GAAP Reconciliations

\$ in millions (Unaudited)

Adjusted Segment Operating Income (Loss) (for the fourth quarter ended September 28, 2024)						
	Beef	Pork	Chicken	Prepared Foods	International/ Other	Total
Reported operating income (loss)	\$ (71)	\$ (16)	\$ 409	\$ 203	\$ -	\$ 525
(Less): Production facility fire insurance proceeds, net of costs ¹	-	-	(51)	-	-	(51)
Add/(Less): Plant closures and disposals	-	35	(8)	-	-	27
Add: The Netherlands facility ²	-	-	-	-	3	3
Add: Brand discontinuation	-	-	6	2	-	8
Adjusted operating income (loss)	\$ (71)	\$ 19	\$ 356	\$ 205	\$ 3	\$ 512

Adjusted Segment Operating Income (Loss) (for the fourth quarter ended September 30, 2023)						
	Beef	Pork	Chicken	Prepared Foods	International/ Other	Total
Reported operating income (loss)	\$ (323)	\$ (11)	\$ (267)	\$ 118	\$ 20	\$ (463)
Add: Production facilities fire costs, net of insurance proceeds ¹	-	-	4	-	-	4
Add: Restructuring and related charges	7	3	5	16	-	31
Add: Plant closures and disposals	-	-	215	-	-	215
Add: Legal contingency accruals	-	-	118	-	-	118
(Less): China plant relocation remuneration	-	-	-	-	(19)	(19)
Add: Product line discontinuation	-	-	-	17	-	17
Add: Goodwill impairment	333	-	-	-	-	333
Adjusted operating income (loss)	\$ 17	\$ (8)	\$ 75	\$ 151	\$ 1	\$ 236

Adjusted Segment Operating Income (Loss) (for the twelve months ended September 28, 2024)						
	Beef	Pork	Chicken	Prepared Foods	International/ Other	Total
Reported operating income (loss)	\$ (381)	\$ (40)	\$ 988	\$ 879	\$ (37)	\$ 1,409
(Less): Production facility fire insurance proceeds, net of costs ¹	-	-	(70)	-	-	(70)
Add: Restructuring and related charges	4	1	2	24	-	31
Add: Plant closures and disposals	41	108	33	-	-	182
Add: Legal contingency accruals	45	73	56	-	-	174
Add: The Netherlands facility ²	-	-	-	-	86	86
Add: Brand discontinuation	-	-	6	2	-	8
Adjusted operating income (loss)	\$ (291)	\$ 142	\$ 1,015	\$ 905	\$ 49	\$ 1,820

Adjusted Segment Operating Income (Loss) (for the twelve months ended September 30, 2023)						
	Beef	Pork	Chicken	Prepared Foods	International/ Other	Total
Reported operating income (loss)	\$ (91)	\$ (139)	\$ (770)	\$ 823	\$ (218)	\$ (395)
(Less): Production facilities fire insurance proceeds, net of costs ¹	(42)	-	(11)	-	-	(53)
Add: Restructuring and related charges	33	11	16	49	15	124
Add: Plant Closures and disposals	-	-	322	-	-	322
Add: Legal contingency accruals	-	-	156	-	-	156
(Less): China plant remuneration	-	-	-	-	(19)	(19)
Add: Product line discontinuation	-	-	-	17	-	17
Add: Goodwill impairment	333	-	210	-	238	781
Adjusted operating income (loss)	\$ 233	\$ (128)	\$ (77)	\$ 889	\$ 16	\$ 933

¹ Relates to fires at production facilities in Chicken in the fourth quarter of fiscal 2021 and Beef in the fourth quarter of fiscal 2019.

² Relates to a fire at our production facility in the Netherlands in the first quarter of fiscal 2024 and subsequent decision to sell the facility.

Adjusted Operating Income (Loss) Non-GAAP Reconciliations

\$ in millions (Unaudited)

Adjusted Segment Operating Income (Loss) (for the twelve months ended October 1, 2022)						
	Beef	Pork	Chicken	Prepared Foods	International/ Other	Total
Reported operating income (loss)	\$ 2,502	\$ 193	\$ 955	\$ 746	\$ 14	\$ 4,410
(Less): Production facility fire insurance proceeds, net of costs	(27)	-	(35)	-	-	(62)
Add: Restructuring and related charges	16	5	6	36	3	66
Adjusted operating income (loss)	\$ 2,491	\$ 198	\$ 926	\$ 782	\$ 17	\$ 4,414

Adjusted Segment Operating Income (Loss) (for the twelve months ended October 2, 2021)						
	Beef	Pork	Chicken	Prepared Foods	International/ Other	Total
Reported operating income (loss)	\$ 3,240	\$ 328	\$ (625)	\$ 1,456	\$ (3)	\$ 4,396
(Less): Gain on sale of business	-	-	-	(784)	-	(784)
Add: Production facilities fire costs, net of insurance proceeds	-	-	23	-	-	23
Add: Legal contingency accruals	-	-	626	-	-	626
Add: China plant relocation charge	-	-	-	-	27	27
Adjusted operating income (loss)	\$ 3,240	\$ 328	\$ 24	\$ 672	\$ 24	\$ 4,288

Adjusted Segment Operating Income (Loss) (for the twelve months ended October 3, 2020)						
	Beef	Pork	Chicken	Prepared Foods	International/ Other	Total
Reported operating income (loss)	\$ 1,580	\$ 565	\$ 122	\$ 743	\$ (2)	\$ 3,008
Add: Restructuring and related charges	9	3	33	27	3	75
Add: Production facilities fire costs, net of insurance proceeds	1	-	-	-	-	1
Adjusted operating income (loss) prior to adjustment for additional week	1,590	568	155	770	1	3,084
Add/(Less): Estimated impact of additional week	(37)	(13)	(7)	(19)	1	(74)
Adjusted operating income (loss)	\$ 1,553	\$ 555	\$ 148	\$ 752	\$ 2	\$ 3,010

Adjusted Segment Operating Income (Loss) (for the twelve months ended September 28, 2019)						
	Beef	Pork	Chicken	Prepared Foods	International/ Other	Total
Reported operating income (loss)	\$ 1,050	\$ 263	\$ 621	\$ 843	\$ (7)	\$ 2,770
Add: Restructuring and related charges	1	1	21	18	-	41
Add: Keystone purchase accounting and acquisition related costs	-	-	13	-	24	37
Add: Production facilities fire costs, net of insurance proceeds	31	-	-	-	-	31
Add: Impairment associated with the planned divestiture of a business	-	-	-	41	-	41
Adjusted operating income (loss)	\$ 1,082	\$ 264	\$ 655	\$ 902	\$ 17	\$ 2,920

Adjusted Segment Operating Income (Loss) (5-Year Average of Fiscal Years 2019 - 2023)						
	Beef	Pork	Chicken	Prepared Foods	International/ Other	Total
5-Year Average	\$ 1,720	\$ 243	\$ 336	\$ 799	\$ 15	\$ 3,113
% of Total Company 5-year Average	55%	8%	11%	26%	0%	100%

EBITDA and Adjusted EBITDA Non-GAAP Reconciliations

\$ in millions, except per share data (Unaudited)

	Twelve Months Ended	
	September 28, 2024	September 30, 2023
Net income (loss)	\$ 822	\$ (649)
Less: Interest income	(89)	(30)
Add: Interest expense	481	355
Add/(Less): Income tax expense (benefit)	270	(29)
Add: Depreciation	1,159	1,100
Add: Amortization ¹	229	229
EBITDA	\$ 2,872	\$ 976
Adjustments to EBITDA:		
Less: Production facilities fire insurance proceeds, net of costs ²	\$ (104)	\$ (75)
Add: Restructuring and related charges	31	124
Add: Plant closures and disposals	182	322
Add: Legal contingency accruals	174	156
Add: The Netherlands facility ³	86	-
Add: Brand discontinuation	8	-
Add: Goodwill impairment	-	781
Less: China plant relocation remuneration	-	(19)
Add: Product line discontinuation	-	17
Less: Depreciation and amortization included in EBITDA adjustments ⁴	(129)	(133)
Total Adjusted EBITDA	\$ 3,120	\$ 2,149
Total gross debt	\$ 9,787	\$ 9,506
Less: Cash and cash equivalents	(1,717)	(573)
Less: Short-term investments	(10)	(15)
Total net debt	\$ 8,060	\$ 8,918
Ratio Calculations:		
Gross debt/EBITDA	3.4x	9.7x
Net debt/EBITDA	2.8x	9.1x
Gross debt/Adjusted EBITDA	3.1x	4.4x
Net debt/Adjusted EBITDA	2.6x	4.1x

¹ Excludes the amortization of debt issuance and debt discount expense of \$12 million and \$10 million for the twelve months ended September 28, 2024 and September 30, 2023, respectively, as it is included in interest expense.

² Relates to fires at production facilities in Chicken in the fourth quarter of fiscal 2021 and Beef in the fourth quarter of fiscal 2019.

³ Relates to a fire at our production facility in the Netherlands in the first quarter of fiscal 2024 and subsequent decision to sell the facility.

⁴ Removal of accelerated depreciation of \$127 million related to plant closures and disposals for the twelve months ended September 28, 2024 and \$19 million related to restructuring and related charges and \$114 million related to plant closures and disposals for the twelve months ended September 30, 2023 as they are already included in depreciation expense. Removal of accelerated amortization of \$2 million related to brand discontinuation for the twelve months ended September 28, 2024 as it is already included in amortization expense.

EBITDA and Adjusted EBITDA Non-GAAP Reconciliations

\$ in millions, except per share data (Unaudited)

	Nine Months Ended		Fiscal Year Ended	Twelve Months Ended
	June 29, 2024	July 1, 2023	September 30, 2023	June 29, 2024
Net income (loss)	\$ 458	\$ (206)	\$ (649)	\$ 15
Less: Interest income	(60)	(22)	(30)	(68)
Add: Interest expense	351	262	355	444
Add/(Less): Income tax expense (benefit)	159	84	(29)	46
Add: Depreciation	902	762	1,100	1,240
Add: Amortization ¹	171	174	229	226
EBITDA	\$ 1,981	\$ 1,054	\$ 976	\$ 1,903
Adjustments to EBITDA:				
Less: Production facilities fire insurance proceeds, net of costs ²	\$ (22)	\$ (79)	\$ (75)	\$ (18)
Add: Restructuring and related charges	31	93	124	62
Add: Plant closures	155	107	322	370
Add: Legal contingency accruals	174	38	156	292
Add: The Netherlands facility ³	83	-	-	83
Add: Goodwill impairment	-	448	781	333
Less: China plant relocation remuneration	-	-	(19)	(19)
Add: Product line discontinuation	-	-	17	17
Less: Depreciation included in EBITDA adjustments ⁴	(127)	(38)	(133)	(222)
Total Adjusted EBITDA	\$ 2,275	\$ 1,623	\$ 2,149	\$ 2,801
Total gross debt			\$ 9,506	\$ 11,021
Less: Cash and cash equivalents			(573)	(2,569)
Less: Short-term investments			(15)	(13)
Total net debt			\$ 8,918	\$ 8,439
Ratio Calculations:				
Gross debt/EBITDA			9.7x	5.8x
Net debt/EBITDA			9.1x	4.4x
Gross debt/Adjusted EBITDA			4.4x	3.9x
Net debt/Adjusted EBITDA			4.1x	3.0x

¹ Excludes the amortization of debt issuance and debt discount expense of \$9 million for the nine months ended June 29, 2024, \$7 million for the nine months ended July 1, 2023, \$10 million for the fiscal year ended September 30, 2023 and \$12 million for the twelve months ended June 29, 2024 as it is included in interest expense.

² Relates to fires at production facilities in Chicken in the fourth quarter of fiscal 2021 and Beef in the fourth quarter of fiscal 2019.

³ Relates to a fire at our production facility in the Netherlands in the first quarter of fiscal 2024 and subsequent decision to sell the facility.

⁴ Removal of accelerated depreciation of \$127 million related to plant closures and disposals for the nine months ended June 29, 2024; \$14 million related to restructuring and related charges and \$24 million related to plant closures and disposals for the nine months ended July 1, 2023; \$19 million related to restructuring and related charges and \$114 million related to plant closures and disposals for the twelve months ended September 30, 2023, and \$5 million related to restructuring and related charges and \$217 million related to plant closures and disposals for the twelve months ended June 29, 2024 as they are already included in depreciation expense.

TYSON FOODS, INC. November 12, 2024

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EBITDA and Adjusted EBITDA Non-GAAP Reconciliations

\$ in millions, except per share data (Unaudited)

	Six Months Ended		Fiscal Year Ended	Twelve Months Ended
	March 30, 2024	April 1, 2023	September 30, 2023	March 30, 2024
Net income (loss)	\$ 262	\$ 229	\$ (649)	\$ (616)
Less: Interest income	(24)	(16)	(30)	(38)
Add: Interest expense	216	173	355	398
Add/(Less): Income tax expense (benefit)	102	75	(29)	(2)
Add: Depreciation	602	500	1,100	1,202
Add: Amortization ¹	115	115	229	229
EBITDA	\$ 1,273	\$ 1,076	\$ 976	\$ 1,173
Adjustments to EBITDA:				
Less: Production facilities fire insurance proceeds, net of costs ²	\$ (27)	\$ (35)	\$ (75)	\$ (67)
Add: Restructuring and related charges	31	43	124	112
Add: Plant closures	114	92	322	344
Add: Legal contingency accruals	73	-	156	229
Add: Goodwill impairment	-	-	781	781
Less: China plant relocation remuneration	-	-	(19)	(19)
Add: The Netherlands facility ³	80	-	-	80
Add: Product line discontinuation	-	-	17	17
Less: Depreciation included in EBITDA adjustments ⁴	(92)	(19)	(133)	(206)
Total Adjusted EBITDA	\$ 1,452	\$ 1,157	\$ 2,149	\$ 2,444
Total gross debt			\$ 9,506	\$ 10,960
Less: Cash and cash equivalents			(573)	(2,182)
Less: Short-term investments			(15)	(16)
Total net debt			\$ 8,918	\$ 8,762
Ratio Calculations:				
Gross debt/EBITDA			9.7x	9.3x
Net debt/EBITDA			9.1x	7.5x
Gross debt/Adjusted EBITDA			4.4x	4.5x
Net debt/Adjusted EBITDA			4.1x	3.6x

¹ Excludes the amortization of debt issuance and debt discount expense of \$5 million for the six months ended March 30, 2024 and April 1, 2023, and \$10 million for the fiscal year ended September 30, 2023 and the twelve months ended March 30, 2024 as it is included in interest expense.

² Relates to fires at production facilities in Chicken in the fourth quarter of fiscal 2021 and Beef in the fourth quarter of fiscal 2019.

³ Relates to a fire at our production facility in the Netherlands in the first quarter of fiscal 2024 and subsequent decision to sell the facility.

⁴ Removal of accelerated depreciation of \$92 million related to plant closures and disposals for the six months ended March 30, 2024; \$10 million related to restructuring and related charges and \$9 million related to plant closures and disposals for the six months ended April 1, 2023; \$19 million related to restructuring and related charges and \$114 million related to plant closures and disposals for the twelve months ended September 30, 2023; and \$9 million related to restructuring and related charges and \$197 million related to plant closures and disposals for the twelve months ended March 30, 2024 as they are already included in depreciation expense.

EBITDA and Adjusted EBITDA Non-GAAP Reconciliations

\$ in millions, except per share data (Unaudited)

	Three Months Ended		Fiscal Year Ended	Twelve Months Ended
	December 30, 2023	December 31, 2022	September 30, 2023	December 30, 2023
Net income (loss)	\$ 114	\$ 320	\$ (649)	\$ (855)
Less: Interest income	(10)	(9)	(30)	(31)
Add: Interest expense	105	84	355	376
Add/(Less): Income tax expense (benefit)	47	114	(29)	(96)
Add: Depreciation	312	243	1,100	1,169
Add: Amortization ¹	59	58	229	230
EBITDA	\$ 627	\$ 810	\$ 976	\$ 793
Adjustments to EBITDA:				
Less: Production facilities fire insurance proceeds, net of costs ²	\$ (27)	\$ (35)	\$ (75)	\$ (67)
Add: Restructuring and related charges	30	21	124	133
Add: Plant closures	75	-	322	397
Add: Legal contingency accruals	73	-	156	229
Add: The Netherlands facility ³	26	-	-	26
Add: Goodwill impairment	-	-	781	781
Less: China plant relocation remuneration	-	-	(19)	(19)
Add: Product line discontinuation	-	-	17	17
Less: Depreciation included in EBITDA adjustments ⁴	(60)	(6)	(133)	(187)
Total Adjusted EBITDA	\$ 744	\$ 790	\$ 2,149	\$ 2,103
Total gross debt			\$ 9,506	\$ 9,678
Less: Cash and cash equivalents			(573)	(1,484)
Less: Short-term investments			(15)	(15)
Total net debt			\$ 8,918	\$ 8,179
Ratio Calculations:				
Gross debt/EBITDA			9.7x	12.2x
Net debt/EBITDA			9.1x	10.3x
Gross debt/Adjusted EBITDA			4.4x	4.6x
Net debt/Adjusted EBITDA			4.1x	3.9x

¹ Excludes the amortization of debt issuance and debt discount expense of \$2 million for the three months ended December 30, 2023 and December 31, 2022, and \$10 million for the fiscal year ended September 30, 2023 and the twelve months ended December 30, 2023 as it is included in interest expense.

² Relates to fires at production facilities in Chicken in the fourth quarter of fiscal 2021 and Beef in the fourth quarter of fiscal 2019.

³ Relates to a fire at our production facility in the Netherlands in the first quarter of fiscal 2024 and subsequent decision to sell the facility.

⁴ Removal of accelerated depreciation of \$60 million related to plant closures and disposals for the three months ended December 30, 2023; \$6 million related to restructuring and related charges for the three months ended December 31, 2022; \$19 million related to restructuring and related charges and \$14 million

related to plant closures and disposals for the twelve months ended September 30, 2023, and \$13 million related to restructuring and related charges and \$174 million related to plant closures and disposals for the twelve months ended December 30, 2023 as they are already included in depreciation expense.

EBITDA and Adjusted EBITDA Non-GAAP Reconciliations

\$ in millions, except per share data (Unaudited)

	Nine Months Ended		Fiscal Year Ended	Twelve Months Ended
	July 1, 2023	July 2, 2022	October 1, 2022	July 1, 2023
Net income (loss)	\$ (206)	\$ 2,712	\$ 3,249	\$ 331
Less: Interest income	(22)	(10)	(17)	(29)
Add: Interest expense	262	282	365	345
Add: Income tax expense	84	771	900	213
Add: Depreciation	762	699	945	1,008
Add: Amortization ¹	174	186	246	234
EBITDA	\$ 1,054	\$ 4,640	\$ 5,688	\$ 2,102
Adjustments to EBITDA:				
Less: Production facilities fire insurance proceeds, net of costs ²	\$ (79)	\$ (107)	\$ (114)	\$ (86)
Add: Restructuring and related charges	93	-	66	159
Add: Plant closures	107	-	-	107
Add: Legal contingency accrual	38	-	-	38
Add: Goodwill impairment	448	-	-	448
Less: Depreciation included in EBITDA adjustments ³	(38)	-	-	(38)
Total Adjusted EBITDA	\$ 1,623	\$ 4,533	\$ 5,640	\$ 2,730
Total gross debt			\$ 8,321	\$ 9,320
Less: Cash and cash equivalents			(1,031)	(699)
Less: Short-term investments			(1)	(7)
Total net debt			\$ 7,289	\$ 8,614
Ratio Calculations:				
Gross debt/EBITDA			1.5x	4.4x
Net debt/EBITDA			1.3x	4.1x
Gross debt/Adjusted EBITDA			1.5x	3.4x
Net debt/Adjusted EBITDA			1.3x	3.2x

¹ Excludes the amortization of debt issuance and discount expense of \$7 million for the nine months ended July 1, 2023 and July 2, 2022, and \$11 million for the fiscal year ended October 1, 2022, and the twelve months ended July 1, 2023 as it is included in interest expense.

² Relates to fires at production facilities in Chicken in the fourth quarter of fiscal 2021 and Beef in the fourth quarter of fiscal 2019.

³ Removal of accelerated depreciation of \$14 million related to restructuring and related charges and \$24 million related to the plant closures and disposals for the nine months ended July 1, 2023 as it is already included in depreciation expense.

EBITDA and Adjusted EBITDA Non-GAAP Reconciliations

\$ in millions, except per share data (Unaudited)

	Six Months Ended		Fiscal Year Ended	Twelve Months Ended
	April 1, 2023	April 2, 2022	October 1, 2022	April 1, 2023
Net income (loss)	\$ 229	\$ 1,959	\$ 3,249	\$ 1,519
Less: Interest income	(16)	(6)	(17)	(27)
Add: Interest expense	173	197	365	341
Add: Income tax expense	75	538	900	437
Add: Depreciation	500	466	945	979
Add: Amortization ¹	115	124	246	237
EBITDA	\$ 1,076	\$ 3,278	\$ 5,688	\$ 3,486
Adjustments to EBITDA:				
Less: Production facilities fire insurance proceeds, net of costs ²	\$ (35)	\$ (40)	\$ (114)	\$ (109)
Add: Restructuring and related charges	43	-	66	109
Add: Plant closures	92	-	-	92
Less: Depreciation included in EBITDA adjustments ³	(19)	-	-	(19)
Total Adjusted EBITDA	\$ 1,157	\$ 3,238	\$ 5,640	\$ 3,559
Total gross debt			\$ 8,321	\$ 8,930
Less: Cash and cash equivalents			(1,031)	(543)
Less: Short-term investments			(1)	(7)
Total net debt			\$ 7,289	\$ 8,380
Ratio Calculations:				
Gross debt/EBITDA			1.5x	2.6x
Net debt/EBITDA			1.3x	2.4x
Gross debt/Adjusted EBITDA			1.5x	2.5x
Net debt/Adjusted EBITDA			1.3x	2.4x

¹ Excludes the amortization of debt issuance and debt discount expense of \$5 million for the six months ended April 1, 2023 and April 2, 2022, and \$11 million for the fiscal year ended October 1, 2022 and the twelve months ended April 1, 2023 as it is included in interest expense.

² Relates to fires at production facilities in Chicken in the fourth quarter of fiscal 2021 and Beef in the fourth quarter of fiscal 2019.

³ Removal of accelerated depreciation of \$10 million related to restructuring and related charges and \$9 million related to the plant closures and disposals for the six months ended April 1, 2023 as it is already included in depreciation expense.

EBITDA and Adjusted EBITDA Non-GAAP Reconciliations

\$ in millions, except per share data (Unaudited)

	Three Months Ended		Fiscal Year Ended	Twelve Months Ended
	December 31, 2022	January 1, 2022	October 1, 2022	December 31, 2022
Net income (loss)	\$ 320	\$ 1,126	\$ 3,249	\$ 2,443
Less: Interest income	(9)	(3)	(17)	(23)
Add: Interest expense	84	100	365	349
Add: Income tax expense	114	284	900	730
Add: Depreciation	243	236	945	952
Add: Amortization ¹	58	62	246	242
EBITDA	\$ 810	\$ 1,805	\$ 5,688	\$ 4,693
Adjustments to EBITDA:				
Less: Production facilities fire insurance proceeds, net of costs ²	(35)	(45)	(114)	(104)
Add: Restructuring and related charges	21	-	66	87
Total Adjusted EBITDA	\$ 796	\$ 1,760	\$ 5,640	\$ 4,676
Total gross debt			\$ 8,321	\$ 8,349
Less: Cash and cash equivalents			(1,031)	(654)
Less: Short-term investments			(1)	(2)
Total net debt			\$ 7,289	\$ 7,693
Ratio Calculations:				
Gross debt/EBITDA			1.5x	1.8x
Net debt/EBITDA			1.3x	1.6x
Gross debt/Adjusted EBITDA			1.5x	1.8x
Net debt/Adjusted EBITDA			1.3x	1.6x

¹ Excludes the amortization of debt issuance and debt discount expense of \$2 million for the three months ended December 31, 2022 and January 1, 2022, and \$11 million for the fiscal year ended October 1, 2022 and the twelve months ended December 31, 2022 as it is included in interest expense.

² Relates to fires at production facilities in Chicken in the fourth quarter of fiscal 2021 and Beef in the fourth quarter of fiscal 2019.

Free Cash Flow Non-GAAP Reconciliation

\$ in millions (Unaudited)

	Twelve Months Ended	
	September 28, 2024	September 30, 2023
Cash Provided by Operating Activities	\$ 2,590	\$ 1,752
Additions to property, plant and equipment	(1,132)	(1,939)
Free cash flow	\$ 1,458	\$ (187)

