

**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): August 7, 2023

TYSON FOODS, INC.

(Exact name of Registrant as specified in its charter)

Delaware

(State or other jurisdiction of incorporation or organization)

001-14704

(Commission File Number)

71-0225165

(I.R.S. Employer Identification No.)

2200 West Don Tyson Parkway,

Springdale, Arkansas

(Address of Principal Executive Offices)

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 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 August 7, 2023, Tyson Foods, Inc. issued a press release announcing results of operations for its third quarter ended July 1, 2023. A copy of the press release is furnished as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

The information in the preceding paragraph, as well as Exhibit 99.1, 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 August 7, 2023, announcing the results of operations of Tyson Foods, Inc. for its third quarter ended July 1, 2023.
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: August 7, 2023

By: /s/ John R. Tyson

Name: John R. Tyson

Title: Executive Vice President and Chief Financial Officer



TYSON FOODS REPORTS THIRD QUARTER 2023 RESULTS
Sequential Improvement as Tyson Focuses on Cost Structure

Springdale, Arkansas – August 7, 2023 – 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)

	Third Quarter		Nine Months Ended	
	2023	2022	2023	2022
Sales	\$ 13,140	\$ 13,495	\$ 39,533	\$ 39,545
Operating Income (Loss)	\$ (350)	\$ 1,033	\$ 68	\$ 3,644
Adjusted ¹ Operating Income (non-GAAP)	\$ 179	\$ 998	\$ 697	\$ 3,591
Net Income (Loss) Per Share Attributable to Tyson	\$ (1.18)	\$ 2.07	\$ (0.56)	\$ 7.42
Adjusted ¹ Net Income (Loss) Per Share Attributable to Tyson (non-GAAP)	\$ 0.15	\$ 1.94	\$ 0.97	\$ 7.10

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 (loss) and adjusted net income (loss) 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.

Third Quarter Highlights

- Sales of \$13,140 million, down 3% from prior year
- GAAP operating loss of \$350 million, down 134% from prior year
- Adjusted operating income of \$179 million, down 82% from prior year
- GAAP EPS of \$(1.18), down 157% from prior year
- Adjusted EPS of \$0.15, down 92% from prior year
- Total Company GAAP operating margin of (2.7%)
- Total Company Adjusted operating margin (non-GAAP) of 1.4%
- Announced the closure of four additional Chicken facilities expected to reduce costs and improve capacity utilization
- Liquidity of approximately \$3.7 billion as of July 1, 2023; Entered into \$1.75 billion of new term loan facilities
- Closed on the acquisition of Williams Sausage Company
- Recorded a goodwill impairment charge of \$210 million in our Chicken segment and \$238 million in International/Other

First Nine Months Highlights

- Sales of \$39,533 million, flat from prior year
- GAAP operating income of \$68 million, down 98% from prior year
- Adjusted operating income of \$697 million, down 81% from prior year
- GAAP EPS of \$(0.56), down 108% from prior year
- Adjusted EPS of \$0.97, down 86% from prior year
- Total Company GAAP operating margin of 0.2%
- Total Company Adjusted operating margin (non-GAAP) of 1.8%
- Repurchased 5.4 million shares for \$343 million

“While current market dynamics remain challenging, Tyson Foods is fully committed to our vision of delivering sustainable, top line growth and margin improvement,” said Donnie King, President and CEO, Tyson Foods. “I’m encouraged by the improvements we made this quarter, including our Tyson Core Business lines that continue to outpace our peers in volume growth.”

“The difficult decision to close four chicken facilities in North Little Rock, Arkansas, Corydon, Indiana, Dexter, Missouri and Noel, Missouri, demonstrates our commitment to bold action and operational excellence as we drive performance, including lower costs and improving capacity utilization, and build on our strategy of making Tyson Foods stronger in the long-term.”

SEGMENT RESULTS (in millions)

Sales								
<i>(for the third quarter and nine months ended July 1, 2023, and July 2, 2022)</i>								
	Third Quarter				Nine Months Ended			
	2023	2022	Volume Change	Avg. Price Change ²	2023	2022	Volume Change	Avg. Price Change ²
Beef	\$ 4,956	\$ 4,959	(5.3) %	5.2 %	\$ 14,296	\$ 14,995	(1.8) %	(2.9) %
Pork	1,324	1,619	(1.8) %	(16.4) %	4,274	4,810	(2.8) %	(8.3) %
Chicken	4,212	4,366	2.8 %	(5.5) %	12,905	12,342	3.9 %	1.0 %
Prepared Foods	2,383	2,447	(0.7) %	(1.9) %	7,343	7,173	0.1 %	2.3 %
International/Other	633	602	0.5 %	4.6 %	1,879	1,717	4.9 %	4.5 %
Intersegment Sales	(368)	(498)	n/a	n/a	(1,164)	(1,492)	n/a	n/a
Total	\$ 13,140	\$ 13,495	0.3 %	(2.6) %	\$ 39,533	\$ 39,545	1.5 %	(1.4) %

Operating Income (Loss)								
<i>(for the third quarter and nine months ended July 1, 2023, and July 2, 2022)</i>								
	Third Quarter				Nine Months Ended			
	2023	2022	Operating Margin 2023	Operating Margin 2022	2023	2022	Operating Margin 2023	Operating Margin 2022
Beef	\$ 66	\$ 533	1.3 %	10.7 %	\$ 232	\$ 2,127	1.6 %	14.2 %
Pork	(74)	25	(5.6) %	1.5 %	(128)	248	(3.0) %	5.2 %
Chicken	(314)	277	(7.5) %	6.3 %	(503)	615	(3.9) %	5.0 %
Prepared Foods	206	186	8.6 %	7.6 %	705	635	9.6 %	8.9 %
International/Other	(234)	12	n/a	n/a	(238)	19	n/a	n/a
Total	\$ (350)	\$ 1,033	(2.7) %	7.7 %	\$ 68	\$ 3,644	0.2 %	9.2 %

ADJUSTED SEGMENT RESULTS (in millions)

Adjusted Operating Income (Loss) (Non-GAAP) ¹								
<i>(for the third quarter and nine months ended July 1, 2023, and July 2, 2022)</i>								
	Third Quarter				Nine Months Ended			
	2023	2022	Adjusted Operating Margin (Non-GAAP) 2023 ²	Adjusted Operating Margin (Non-GAAP) 2022	2023	2022	Adjusted Operating Margin (Non-GAAP) 2023 ²	Adjusted Operating Margin (Non-GAAP) 2022
Beef	\$ 79	\$ 506	1.6 %	10.2 %	\$ 216	\$ 2,100	1.5 %	14.0 %
Pork	(70)	25	(5.3) %	1.5 %	(120)	248	(2.8) %	5.2 %
Chicken	(63)	269	(1.5) %	6.2 %	(152)	589	(1.2) %	4.8 %
Prepared Foods	220	186	9.2 %	7.6 %	738	635	10.1 %	8.9 %
International/Other	13	12	n/a	n/a	15	19	n/a	n/a
Total	\$ 179	\$ 998	1.4 %	7.4 %	\$ 697	\$ 3,591	1.8 %	9.1 %

² Average Price Change and Adjusted Operating Margin for the Chicken segment and Total Company exclude \$38 million for the three and nine months ended July 1, 2023 of a legal contingency accrual recognized as a reduction to Sales.

OUTLOOK

For fiscal 2023, the United States Department of Agriculture (USDA) indicates domestic protein production (beef, pork, chicken and turkey) should increase slightly compared to fiscal 2022 levels. The following is a summary of the updated outlook for each of our segments, as well as an outlook for revenues, capital expenditures, net interest expense, liquidity and tax rate for fiscal 2023. Certain of the outlook numbers include adjusted operating margin (a non-GAAP metric) for each segment. The Company is not able to reconcile its full-year fiscal 2023 projected adjusted results to its fiscal 2023 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 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.

Beginning in fiscal 2022, we launched a new productivity program, which is designed to drive a better, faster and more agile organization that is supported by a culture of continuous improvement and faster decision making. We targeted an aggregate \$1 billion in productivity savings by the end of fiscal 2024 relative to a fiscal 2021 cost baseline. We realized more than \$700 million of productivity savings in fiscal 2022, which partially offset the impacts of inflationary market conditions, and we surpassed our aggregate \$1 billion target in the second quarter of fiscal 2023, more than a year ahead of our plan.

Beef

USDA projects domestic production will decrease approximately 3% in fiscal 2023 as compared to fiscal 2022. We anticipate an adjusted operating margin of (1)% to 1% in fiscal 2023 as margins are expected to decrease.

Pork

USDA projects domestic production will be relatively flat in fiscal 2023 as compared to fiscal 2022. We anticipate adjusted operating margin of (4)% to (2)% in fiscal 2023.

Chicken

USDA projects chicken production will increase approximately 3% in fiscal 2023 as compared to fiscal 2022. We anticipate an adjusted operating margin of (1)% to 1% for fiscal 2023.

Additionally, we announced the closure of four Chicken segment processing facilities, located in Corydon, Indiana; Dexter, Missouri; Noel, Missouri; and North Little Rock, Arkansas, to further optimize network asset utilization. We expect to shift production to other facilities and cease operations at the impacted locations in our first two quarters of fiscal 2024. We continue to evaluate the financial statement impact of the closures for charges related to contract terminations, impairments, accelerated depreciation, severance and retention. Based on our preliminary analysis, we currently estimate total charges of \$300 million to \$400 million which will be recorded through the planned closure dates.

Prepared Foods

We anticipate an adjusted operating margin of 8% to 10% in fiscal 2023 driven by volume growth, productivity and disciplined revenue management.

International/Other

We anticipate improved results from our foreign operations in fiscal 2023 on an adjusted basis.

Revenue

We expect sales to be \$53 billion to \$54 billion in fiscal 2023.

Capital Expenditures

We expect capital expenditures of approximately \$2.1 billion for fiscal 2023. Capital expenditures include spending for capacity expansion and utilization, automation to alleviate labor challenges and brand and product innovation.

Net Interest Expense

We expect net interest expense to approximate \$340 million for fiscal 2023.

Liquidity

We expect total liquidity, which was approximately \$3.7 billion as of July 1, 2023, to remain above our minimum liquidity target of \$1.0 billion.

Tax Rate

We currently expect our adjusted effective tax rate to be around 22% for fiscal 2023.

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

	Three Months Ended		Nine Months Ended	
	July 1, 2023	July 2, 2022	July 1, 2023	July 2, 2022
Sales	\$ 13,140	\$ 13,495	\$ 39,533	\$ 39,545
Cost of Sales	12,463	11,884	37,361	34,184
Gross Profit	677	1,611	2,172	5,361
Selling, General and Administrative	579	578	1,656	1,717
Goodwill Impairment	448	—	448	—
Operating Income (Loss)	(350)	1,033	68	3,644
Other (Income) Expense:				
Interest income	(6)	(4)	(22)	(10)
Interest expense	89	85	262	282
Other, net	(7)	(34)	(50)	(111)
Total Other (Income) Expense	76	47	190	161
Income (Loss) before Income Taxes	(426)	986	(122)	3,483
Income Tax Expense	9	233	84	771
Net Income (Loss)	(435)	753	(206)	2,712
Less: Net Income (Loss) Attributable to Noncontrolling Interests	(18)	3	(8)	12
Net Income (Loss) Attributable to Tyson	\$ (417)	\$ 750	\$ (198)	\$ 2,700
Weighted Average Shares Outstanding:				
Class A Basic	284	289	285	291
Class B Basic	70	70	70	70
Diluted	354	362	355	364
Net Income (Loss) Per Share Attributable to Tyson:				
Class A Basic	\$ (1.18)	\$ 2.14	\$ (0.56)	\$ 7.64
Class B Basic	\$ (1.08)	\$ 1.92	\$ (0.51)	\$ 6.87
Diluted	\$ (1.18)	\$ 2.07	\$ (0.56)	\$ 7.42
Dividends Declared Per Share:				
Class A	\$ 0.480	\$ 0.460	\$ 1.460	\$ 1.395
Class B	\$ 0.432	\$ 0.414	\$ 1.314	\$ 1.256
Sales Growth	(2.6)%		—%	
Margins: (Percent of Sales)				
Gross Profit	5.2%	11.9%	5.5%	13.6%
Operating Income (Loss)	(2.7)%	7.7%	0.2%	9.2%
Net Income (Loss) Attributable to Tyson	(3.2)%	5.6%	(0.5)%	6.8%
Effective Tax Rate ³	(1.8)%	23.6%	(67.9)%	22.1%

³ The effective tax rate for the three and nine months ended July 1, 2023 is impacted by a \$448 million goodwill impairment recognized during the period as the charge is non-deductible for income tax purposes.

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

	July 1, 2023	October 1, 2022
Assets		
Current Assets:		
Cash and cash equivalents	\$ 699	\$ 1,031
Accounts receivable, net	2,451	2,577
Inventories	5,391	5,514
Other current assets	342	508
Total Current Assets	8,883	9,630
Net Property, Plant and Equipment	9,612	8,685
Goodwill	10,211	10,513
Intangible Assets, net	6,155	6,252
Other Assets	1,900	1,741
Total Assets	\$ 36,761	\$ 36,821
Liabilities and Shareholders' Equity		
Current Liabilities:		
Current debt	\$ 457	\$ 459
Accounts payable	2,421	2,483
Other current liabilities	2,070	2,371
Total Current Liabilities	4,948	5,313
Long-Term Debt	8,863	7,862
Deferred Income Taxes	2,441	2,458
Other Liabilities	1,599	1,377
Total Tyson Shareholders' Equity	18,779	19,702
Noncontrolling Interests	131	109
Total Shareholders' Equity	18,910	19,811
Total Liabilities and Shareholders' Equity	\$ 36,761	\$ 36,821

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

	Nine Months Ended	
	July 1, 2023	July 2, 2022
Cash Flows From Operating Activities:		
Net income (loss)	\$ (206)	\$ 2,712
Depreciation and amortization	943	892
Deferred income taxes	(54)	149
Impairment of goodwill	448	—
Other, net	200	62
Net changes in operating assets and liabilities	98	(1,925)
Cash Provided by Operating Activities	1,429	1,890
Cash Flows From Investing Activities:		
Additions to property, plant and equipment	(1,564)	(1,323)
Purchases of marketable securities	(21)	(29)
Proceeds from sale of marketable securities	20	28
Acquisition, net of cash acquired	(262)	—
Acquisition of equity investments	(50)	(97)
Other, net	5	96
Cash Used for Investing Activities	(1,872)	(1,325)
Cash Flows From Financing Activities:		
Proceeds from issuance of debt	1,117	79
Payments on debt	(175)	(1,148)
Proceeds from issuance of commercial paper	7,015	—
Repayments of commercial paper	(7,015)	—
Purchases of Tyson Class A common stock	(343)	(693)
Dividends	(503)	(491)
Stock options exercised	10	125
Other, net	(5)	—
Cash Provided by (Used for) Financing Activities	101	(2,128)
Effect of Exchange Rate Changes on Cash	10	(18)
Decrease in Cash and Cash Equivalents and Restricted Cash	(332)	(1,581)
Cash and Cash Equivalents and Restricted Cash at Beginning of Year	1,031	2,637
Cash and Cash Equivalents and Restricted Cash at End of Period	699	1,056
Less: Restricted Cash at End of Period	—	—
Cash and Cash Equivalents at End of Period	\$ 699	\$ 1,056

TYSON FOODS, INC.
EBITDA and Adjusted EBITDA Non-GAAP Reconciliations
(In millions)
(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 ⁴	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 ⁵	\$ (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 ⁶	(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

⁴ 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.

⁵ Relates to fires at production facilities in Chicken in the fourth quarter of fiscal 2021 and Beef in the fourth quarter of fiscal 2019. Amount includes insurance proceeds, net of costs incurred, of \$22 million recognized in Cost of Sales and \$22 million net proceeds recognized in Other, net in the third quarter of fiscal 2023, \$57 million net proceeds recognized in Cost of Sales and \$22 million net proceeds recognized in Other, net in the first nine months of fiscal 2023, \$62 million net proceeds recognized in Cost of Sales and \$52 million net proceeds recognized in Other, net for fiscal 2022, \$35 million net proceeds recognized in Cost of Sales and \$32 million net proceeds recognized in Other, net in the third quarter of fiscal 2022 and \$53 million recognized in Cost of Sales and \$54 million net proceeds recognized in Other, net for the first nine months ended July 2, 2022.

⁶ Removal of accelerated depreciation of \$14 million related to restructuring and related charges and \$24 million related to the plant closures for the nine months ended July 1, 2023 as it is already included in depreciation expense.

EBITDA is defined as net income (loss) before interest, income taxes, 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 is a tool 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.

We believe the presentation of these 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; however, the measurements of EBITDA (and Adjusted EBITDA) and net debt to EBITDA (and to Adjusted EBITDA) may not be comparable to those of other companies, which may limit their usefulness as comparative measures. EBITDA (and Adjusted EBITDA) and net debt to EBITDA (and to Adjusted EBITDA) are not measures required by or calculated in accordance with GAAP and should not be considered as substitutes for net income or any other measure of financial performance reported in accordance with GAAP or as a measure of operating cash flow or liquidity. EBITDA (and Adjusted EBITDA) is a useful tool for assessing, but is not a reliable indicator of, our ability to generate cash to service our debt obligations because certain of the items added to net income to determine EBITDA (and Adjusted EBITDA) involve outlays of cash. As a result, actual cash available to service our debt obligations will be different from EBITDA (and Adjusted EBITDA). Investors should rely primarily on our GAAP results and use non-GAAP financial measures only supplementally in making investment decisions.

TYSON FOODS, INC.
Adjusted EPS Non-GAAP Reconciliation
(In millions, except per share data)
(Unaudited)

	Third Quarter				Nine Months Ended			
	Pretax Impact		EPS Impact		Pretax Impact		EPS Impact	
	2023	2022	2023	2022	2023	2022	2023	2022
Reported net income (loss) per share attributable to Tyson (GAAP EPS)			\$ (1.18)	\$ 2.07			\$ (0.56)	\$ 7.42
Less: Production facilities fire insurance proceeds, net of costs ⁵	\$ (44)	\$ (67)	(0.10)	(0.13)	\$ (79)	\$ (107)	(0.17)	(0.22)
Add: Restructuring and related charges	\$ 50	\$ —	0.11	—	\$ 93	\$ —	0.20	—
Add: Plant closures	\$ 15	\$ —	0.04	—	\$ 107	\$ —	0.22	—
Add: Legal contingency accrual	\$ 38	\$ —	0.08	—	\$ 38	\$ —	0.08	—
Add: Goodwill impairment ⁷	\$ 424	\$ —	1.20	—	\$ 424	\$ —	1.20	—
Less: Remeasurement of net deferred tax liabilities at lower enacted state tax rates	\$ —	\$ —	—	—	\$ —	\$ —	—	(0.10)
Adjusted net income (loss) per share attributable to Tyson (Adjusted EPS)			<u>\$ 0.15</u>	<u>\$ 1.94</u>			<u>\$ 0.97</u>	<u>\$ 7.10</u>

Adjusted net income (loss) per share attributable to Tyson (Adjusted EPS) is presented as a supplementary measure of our financial performance that is not required by, or presented in accordance with, GAAP. We use Adjusted EPS as an internal performance measurement and as one criterion for evaluating our performance relative to that of our peers. We believe Adjusted EPS is meaningful to our investors to enhance their understanding of our financial performance and is frequently used by securities analysts, investors and other interested parties to compare our performance with the performance of other companies that report Adjusted EPS. Further, we believe that Adjusted EPS is a useful measure because it improves comparability of results of operations from period to period. Adjusted EPS should not be considered a substitute for net income (loss) per share attributable to Tyson or any other measure of financial performance reported in accordance with GAAP. Investors should rely primarily on our GAAP results and use non-GAAP financial measures only supplementally in making investment decisions. Our calculation of Adjusted EPS may not be comparable to similarly titled measures reported by other companies.

⁷ Goodwill impairment is non-deductible for income tax purposes and the EPS impact is net of \$24 million associated with Net Income (Loss) Attributable to Noncontrolling Interests.

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

Adjusted Operating Income (Loss) <i>(for the third quarter ended July 1, 2023)</i>						
	Beef	Pork	Chicken	Prepared Foods	International/Other	Total
Reported operating income (loss)	\$ 66	\$ (74)	\$ (314)	\$ 206	\$ (234)	\$ (350)
Less: Production facilities fire insurance proceeds, net of costs ⁵	—	—	(22)	—	—	(22)
Add: Restructuring and related charges	13	4	10	14	9	50
Add: Plant closures	—	—	15	—	—	15
Add: Legal contingency accrual	—	—	38	—	—	38
Add: Goodwill impairment	—	—	210	—	238	448
Adjusted operating income (loss)	\$ 79	\$ (70)	\$ (63)	\$ 220	\$ 13	\$ 179

Adjusted Operating Income <i>(for the third quarter ended July 2, 2022)</i>						
	Beef	Pork	Chicken	Prepared Foods	International/Other	Total
Reported operating income	\$ 533	\$ 25	\$ 277	\$ 186	\$ 12	\$ 1,033
Less: Production facilities fire insurance proceeds, net of costs ⁵	(27)	—	(8)	—	—	(35)
Adjusted operating income	\$ 506	\$ 25	\$ 269	\$ 186	\$ 12	\$ 998

Adjusted Operating Income (Loss) <i>(for the nine months ended July 1, 2023)</i>						
	Beef	Pork	Chicken	Prepared Foods	International/Other	Total
Reported operating income (loss)	\$ 232	\$ (128)	\$ (503)	\$ 705	\$ (238)	\$ 68
Less: Production facilities fire insurance proceeds, net of costs ⁵	(42)	—	(15)	—	—	(57)
Add: Restructuring and related charges	26	8	11	33	15	93
Add: Plant closures	—	—	107	—	—	107
Add: Legal contingency accrual	—	—	38	—	—	38
Add: Goodwill impairment	—	—	210	—	238	448
Adjusted operating income (loss)	\$ 216	\$ (120)	\$ (152)	\$ 738	\$ 15	\$ 697

Adjusted Operating Income <i>(for the nine months ended July 2, 2022)</i>						
	Beef	Pork	Chicken	Prepared Foods	International/Other	Total
Reported operating income	\$ 2,127	\$ 248	\$ 615	\$ 635	\$ 19	\$ 3,644
Less: Production facilities fire insurance proceeds, net of costs ⁵	(27)	—	(26)	—	—	(53)
Adjusted operating income	\$ 2,100	\$ 248	\$ 589	\$ 635	\$ 19	\$ 3,591

Adjusted operating income (loss) is presented as a supplementary measure of our operating performance that is not required by, or presented in accordance with, GAAP. We use adjusted operating income (loss) as an internal performance measurement and as one criterion for evaluating our performance relative to that of our peers. We believe adjusted operating income (loss) is meaningful to our investors to enhance their understanding of our operating performance and is frequently used by securities analysts, investors and other interested parties to compare our performance with the performance of other companies that report adjusted operating income (loss). Further, we believe that adjusted operating income (loss) is a useful measure because it improves comparability of results of operations from period to period. Adjusted operating income (loss) should not be considered as a substitute for operating income (loss) or any other measure of operating performance reported in accordance with GAAP. Investors should rely primarily on our GAAP results and use non-GAAP financial measures only supplementally in making investment decisions. Our calculation of adjusted operating income (loss) may not be comparable to similarly titled measures reported by other companies.

About Tyson Foods, Inc.

Tyson Foods, Inc. (NYSE: TSN) is one of the world's largest food companies and a recognized leader in protein. Founded in 1935 by John W. Tyson and grown under four generations of family leadership, the Company has a broad portfolio of products and brands like Tyson®, Jimmy Dean®, Hillshire Farm®, Ball Park®, Wright®, Aidells®, ibp® and State Fair®. Headquartered in Springdale, Arkansas, the Company had approximately 142,000 team members on October 1, 2022. Through its Core Values, Tyson Foods strives to operate with integrity, create value for its shareholders, customers, communities and team members and serve as a steward of the animals, land and environment entrusted to it. 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, August 7, 2023. A link for the webcast of the conference call is available on the Tyson Investor Relations website at <http://ir.tyson.com>. The webcast also can be accessed by the following direct link: <https://events.q4inc.com/attendee/449859241>. For those who cannot participate at the scheduled time, a replay of the live webcast and the accompanying slides will be available at <http://ir.tyson.com>. A telephone replay will also be available until Thursday, September 7, 2023, 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 1444964. Financial information, such as this news release, as well as other supplemental data, can be accessed from the Company's web site at <http://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 2023, 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) the COVID-19 pandemic and associated responses thereto have had an adverse impact on our business and operations, and the extent that the COVID-19 pandemic continues to impact us will depend on future developments, which are highly uncertain and cannot be predicted with confidence, including the COVID-19 related impacts on the market, including production delays, labor shortages and increases in costs and inflation; (ii) the effectiveness of our financial excellence programs; (iii) access to foreign markets together with foreign economic conditions, including currency fluctuations, import/export restrictions and foreign politics; (iv) cyberattacks, 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, including as a result of our plan to relocate certain corporate team members to our world headquarters in Springdale, Arkansas; (xv) issues related to food safety, including costs resulting from product recalls, regulatory compliance and any related claims or litigation; (xvi) the effect of climate change and any legal or regulatory response thereto; (xvii) 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; (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.

Media Contact: Derek Burlison, 479-290-6466
Investor Contact: Sean Cornett, 479-466-0401

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