FORWARD-LOOKING INFORMATION

Certain information contained in this presentation, including statements concerning expected performance such as those relating to net sales, gross margins, earnings, cost savings, acquisitions, brand marketing support, special charges, income tax expense and the impact of foreign currency rates are “forward-looking statements” within the meaning of Section 21E of the Securities Exchange Act of 1934. These statements may be identified by the use of words such as “may,” “will,” “expect,” “should,” “anticipate,” “intend,” “believe” and “plan.” These statements may relate to: the expected results of operations of businesses acquired by the company, including the acquisition of RB Foods; the expected impact of costs and pricing actions on the company’s results of operations and gross margins; the expected impact of productivity improvements, including those associated with our CCI program and global enablement initiative; expected working capital improvements; expectations regarding growth potential in various geographies and markets, including the impact from customer, channel, category, and e-commerce expansion; expected trends in net sales and earnings performance and other financial measures; the expected impact of the U.S. Tax Act enacted in December 2017; the expectations of pension and postretirement plan contributions and anticipated charges associated with such plans; the expected holding period and market risks associated with financial instruments; the impact of foreign exchange fluctuations; the adequacy of internally generated funds and existing sources of liquidity, such as the availability of bank financing; the anticipated sufficiency of future cash flows to enable the payments of interest and repayment of short- and long-term debt as well as quarterly dividends and the ability to issue additional debt or equity securities; and expectations regarding purchasing shares of McCormick’s common stock under the existing repurchase authorization.

These and other forward-looking statements are based on management’s current views and assumptions and involve risks and uncertainties that could significantly affect expected results. Results may be materially affected by factors such as: damage to the company’s reputation or brand name; loss of brand relevance; increased private label use; product quality, labeling, or safety concerns; negative publicity about our products; business interruptions due to natural disasters or unexpected events; actions by, and the financial condition of, competitors and customers; the company’s inability to achieve expected and/or needed cost savings or margin improvements; negative employee relations; the lack of successful acquisition and integration of new businesses, including the acquisition of RB Foods; issues affecting the company’s supply chain and raw materials, including fluctuations in the cost and availability of raw and packaging materials and freight; government regulation, and changes in legal and regulatory requirements and enforcement practices; global economic and financial conditions generally, including the availability of financing, interest and inflation rates; the imposition of tariffs, quotas, trade barriers and other similar restrictions; and the pending exit of the U.K. from the European Union (Brexit); the effects of increased level of debt service following the RB Foods acquisition as well as the effects that such increased debt service may have on the company’s ability to react to certain economic and industry conditions and ability to borrow or the cost of any such additional borrowing; the interpretations and assumptions we have made, and guidance that may be issued, regarding the U.S. Tax Act enacted in December 2017; assumptions we have made regarding the investment return on retirement plan assets, and the costs associated with pension obligations; foreign currency fluctuations; the stability of credit and capital markets; risks associated with the company’s information technology systems, including the threat of data breaches and cyber attacks; fundamental changes in tax laws; volatility in our effective tax rate; climate change; infringement of intellectual property rights, and those of customers; litigation, legal and administrative proceedings; and other risks described in the company’s filings with the Securities and Exchange Commission.

Actual results could differ materially from those projected in the forward-looking statements. The company undertakes no obligation to update or revise publicly any forward-looking statements, whether as a result of new information, future events or otherwise, except as may be required by law.
Certain disclosures in this presentation and our remarks represent non-GAAP financial measures which are prepared as a complement to our financial measures prepared in accordance with the United States generally accepted accounting principles ("GAAP").

We believe that these non-GAAP financial measures are important. The exclusion of special charges, transaction and integration expenses, and the net income tax benefit associated with enactment of the U.S. Tax Act provide additional information that enables enhanced comparisons to prior periods and, accordingly, facilitates the development of future projections and earnings growth prospects or is a meaningful metric to investors in evaluating our financial leverage. This information is also used by management to measure the profitability of our ongoing operations and analyze our business performance and trends.

These non-GAAP financial measures may be considered in addition to results prepared in accordance with GAAP, but should not be considered a substitute for, or superior to, GAAP results. In addition, these non-GAAP financial measures may not be comparable to similarly titled measures of other companies because other companies may not calculate them in the same manner that we do. We intend to continue to provide these non-GAAP financial measures as part of our future earnings discussions and, therefore, the inclusion of these non-GAAP financial measures will provide consistency in our financial reporting. A reconciliation of these non-GAAP financial measures to the related GAAP financial measures is provided in the Appendix to this presentation.
We’re a different kind of CPG company

We’re delivering against our objectives

We’re building the McCormick of the future
Our focus is growth

Building the McCORMICK of the future

We’re investing for the future

We’re sustainably advantaged for growth
WE’RE A DIFFERENT KIND OF CPG COMPANY

McCORMICK IS GLOBAL FLAVOR

61% Consumer / 39% Flavor Solutions

16,300 products

$5.3B 2018 Net Sales

Leading and iconic flavor brands in 150 countries and territories

Operations and joint ventures in 27 countries

Leader in clean flavor

69% Americas / 19% EMEA / 12% APZ

~5% of adjusted net income from joint ventures

Large and fast growing emerging markets penetration

~14,000 raw materials sourced from over 80 countries
## WE’RE A DIFFERENT KIND OF CPG COMPANY

### McCORMICK CONSUMER & FLAVOR SOLUTIONS

<table>
<thead>
<tr>
<th>CONSUMER</th>
<th>FLAVOR SOLUTIONS</th>
</tr>
</thead>
<tbody>
<tr>
<td>Leading and iconic flavor brands in 150 countries and territories</td>
<td>Leader in clean label, organic, natural extracts and better-for-you solutions</td>
</tr>
<tr>
<td>Flavors fresh, inspiring healthy choices</td>
<td>Customer intimacy leadership</td>
</tr>
<tr>
<td>Category leadership</td>
<td>Partner with top 10 packaged food &amp; beverage companies and top 10 foodservice restaurant chains</td>
</tr>
<tr>
<td>Digital leadership</td>
<td>Innovation with deep in-market consumer &amp; trend insight</td>
</tr>
<tr>
<td>10% of cost and 90% of flavor</td>
<td>Materials &amp; application science, quality &amp; regulatory leadership</td>
</tr>
</tbody>
</table>

*Products at every price point, from branded to private label*
WE’RE A DIFFERENT KIND OF CPG COMPANY

BROAD AND ADVANTAGED GLOBAL FLAVOR PORTFOLIO

$5.3 Billion NET SALES

1) Approximation of category sizes
WE’RE A DIFFERENT KIND OF CPG COMPANY
NO MATTER WHERE YOU EAT OR DRINK, YOU’RE LIKELY ENJOYING SOMETHING FLAVORED BY McCORMICK…

ACROSS THE GLOBE

ACROSS EVERY CHANNEL

Consumer Segment
- Traditional Grocery
- Supercenter and Club
- Hard Discounters
- Specialty and Ethnic
- E-commerce
- Convenience

Flavor Solutions Segment
- CPG Manufacturers
- Quick Service Restaurants
- Casual Dining Restaurants
- Retail Foodservice
- Broadline & Regional Distributors
- Cash & Carry
- E-commerce

STRONG PRESENCE IN DEVELOPING MARKETS
~20% of global sales¹

¹ Includes McCormick share of joint ventures
WE’RE A DIFFERENT KIND OF CPG COMPANY

NO MATTER WHAT OR WHEN YOU EAT OR DRINK, YOU’RE LIKELY ENJOYING SOMETHING FLAVORED BY McCORMICK…

BROAD RANGE OF CONSUMER FORMATS

24/7 IN- AND AWAY-FROM-HOME

BROAD RANGE OF CUSTOMER APPLICATIONS

FLAVOR SOLUTIONS FOR EVERY TREND

Every cuisine and clean label, organic, natural extracts, and better-for-you
WE’RE SUSTAINABLY ADVANTAGED FOR GROWTH

FLAVOR IS AN ADVANTAGED GLOBAL CATEGORY

GLOBAL DEMAND FOR FLAVOR CONTINUING TO GROW

5% 5-year CAGR

79% of U.S. consumers add flavorful ingredients and spices¹

81% of French consumers are interested in trying new food or flavors²

71% of Australian consumers love trying new spices, seasonings and flavors³

>60% of U.K. consumers like trying new recipes and ingredients⁴

Use of spicy condiments is on the rise in Europe. In the U.S. use is at 54% vs 46% in 2012¹

U.S. consumer sauce use has doubled in past 6 years¹

1) Source: NMI 2017, Health & Wellness Trends in America
2) Source: IPSOS 2017, Periscope (Irish Food Board)
3) Source: Gourmet Garden U&A Nov 2018
4) Source: Relish Research 2018, Project Puzzle
WE'RE SUSTAINABLY ADVANTAGED FOR GROWTH

GEN Z IS HYPER FOCUSED ON FLAVOR

The most ethnically diverse generation in history¹

85 MILLION STRONG
– largest U.S. segment²

$500B in buying power³

Nostalgic for brands and flavors with heritage⁴

Seek function, authenticity, flavor and excitement from food⁵

Global flavor palate⁴

Like bold flavor⁴

Ethics-driven food choices⁴

Digital natives
Phone eats first⁴

¹) Source: Pew Research, 11/15/18
²) Source: Nielsen Total Audience Report, 2017
³) Source: is Package Facts, 7/5/18
⁴) McCormick proprietary learnings: Consumer Eyes Gen Z Immersion Experience, November 2018
⁵) Source: Mintel 7/6/18.
WE'RE BUILDING THE MCCORMICK OF THE FUTURE

DRIVEN TO INNOVATE

SCALEABLE, AGILE, RELEVANT, FOCUSED

<table>
<thead>
<tr>
<th>GLOBALLY-OPTIMIZED</th>
<th>TECHNOLOGY-ENABLED</th>
<th>INSIGHT-DRIVEN</th>
</tr>
</thead>
<tbody>
<tr>
<td><img src="image1" alt="Image" /></td>
<td><img src="image2" alt="Image" /></td>
<td><img src="image3" alt="Image" /></td>
</tr>
<tr>
<td>SUSTAINABLY-DRIVEN</td>
<td>SCIENCE-EMPOWERED</td>
<td>FORWARD-FOCUSED</td>
</tr>
<tr>
<td><img src="image4" alt="Image" /></td>
<td><img src="image5" alt="Image" /></td>
<td><img src="image6" alt="Image" /></td>
</tr>
</tbody>
</table>
OUR CONSUMER FLAVOR LEADERSHIP
WE'RE DELIVERING AGAINST OBJECTIVES

STRENGTHENING OUR LEADERSHIP¹

SPICES & SEASONINGS

20% GLOBAL CATEGORY SHARE LEADER

1) Source: Syndicated retail consumption data 2018

WE'RE DELIVERING AGAINST OBJECTIVES

STRENGTHENING OUR LEADERSHIP¹

#1 POSITION

U.S.        U.K.       Spain       Malaysia
Canada     France     Portugal     Philippines
Mexico     Belgium     Switzerland Singapore

RECIPE MIXES

CATEGORY LEADERSHIP POSITION IN KEY MARKETS

#1 U.S.        #1 Canada
#2 U.K.        #1 China

DRIVING GLOBAL LEADERSHIP

✓ Strong brand equity
✓ Category management
✓ New products

1) Source: Syndicated retail consumption data 2018
WE’RE DELIVERING AGAINST OUR OBJECTIVES
ACCELERATING CONDIMENTS AND SAUCES LEADERSHIP
GLOBALLY WITH FRANK’S AND FRENCH’S

STRONG U.S. GROWTH

Record high total distribution points & household penetration

Double digit Tabletop growth

Mustard consumption and share growth

INTERNATIONAL MOMENTUM

Strong international growth

#3 Direct to Consumer item for MKC China

Increased menu participation

U.K. customer promotion
WE’RE INVESTING FOR THE FUTURE
DRIVING GROWTH WITH NEW PRODUCTS

DELIVERING ON CONSUMER DEMAND FOR HEALTH AND TRANSPARENCY

- Plant-based, High-protein and High Fiber Meal
- Resealable Tetra Package
- Organic Gourmet Expansion in APZ

RENOVATING BRANDS TO STRENGTHEN CONSUMER RELEVANCE

- China Thick Texture Salad Dressing
- EMEA Premium Grinders
- Australia Paste Revitalization
WE'RE INVESTING FOR THE FUTURE
DRIVING GROWTH WITH NEW PRODUCTS

PROVIDING CONSUMERS WITH CONVENIENT SOLUTIONS

- U.S. Zatarain’s Frozen Meals
- U.S. Complete Meal Seasonings
- India Heat & Eat Meals

INSPIRING FLAVOR EXPLORATION & EXPERIMENTATION

- U.S. Street Taco Seasoning Blends
- Street Food Australia expansion
- U.S. Flavor Maker Herb & Spice Trios
WE’RE SUSTAINABLY ADVANTAGED FOR GROWTH
SUCCEEDING ACROSS E-COMMERCE LANDSCAPE
GREW GLOBAL E-COMMERCE SALES +43% 1H 2019

GROWING PURE-PLAY ACROSS ALL REGIONS
+35% global growth
Enhanced content, paid media and improved search rank driving growth

GAINING MOMENTUM WITH OMNI-CHANNEL RETAILERS
2/3 of global E-commerce sales from Omni-Channel retailers
+65% U.S. growth with omni-channel E-Commerce retailers

BUILDING DIRECT CONSUMER RELATIONSHIPS
Delivering full brand experience via TMALL in China
Launched online McCormick Shop in U.S.
SUCCESSFUL LAUNCH OF CO-BRANDED PRODUCTS & EDITORIAL PARTNERSHIP

Co-branded products available in retail and on-line

Natural integration into Tasty’s everyday content

#1 best seller in mixed spices & seasonings

Top 20 new release in grocery

+67 new videos created

+90% positive sentiment

3x normal engagement rate
OUR FLAVOR SOLUTIONS LEADERSHIP
WE’RE DELIVERING AGAINST OUR OBJECTIVES

DRIVING TOP LINE GROWTH AND EXPANDING MARGIN

SALES GROWTH\(^1\)
3-YEAR SALES CAGR\(^2\)
Net sales +10%

Targeting Attractive Categories and Regions
+42% Beverage flavor
+21% USDA Savory
+9% Asia
+54% Latin America

GLOBAL PORTFOLIO SHIFT STRATEGY
Shifting To More Value-Add

Low to high value-added flavor

Coatings & Ingredients
Custom Condiments
Flavors

Branded Foodservice

MARGIN EXPANSION
Expanding Adjusted Operating Margin

<table>
<thead>
<tr>
<th>Year</th>
<th>Margin (%)</th>
</tr>
</thead>
<tbody>
<tr>
<td>2016</td>
<td>10.4%</td>
</tr>
<tr>
<td>2017</td>
<td>12.1%</td>
</tr>
<tr>
<td>2018</td>
<td>14.2%</td>
</tr>
</tbody>
</table>

---

1) Sales growth based on net sales prior to recast for adoption of Revenue Recognition ASU. Recast growth percentages not expected to be materially different.
2) Using constant exchange rate
### Flavor Solutions Competition

**WE'RE SUSTAINABLY ADVANTAGED FOR GROWTH**

**A DIVERSE PORTFOLIO OF PRODUCTS, CUSTOMERS & COMPETITION**

<table>
<thead>
<tr>
<th>PRODUCT TYPES</th>
<th>PRIMARY CUSTOMER BASE</th>
<th>COMPETITIVE SET</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>COATINGS &amp; INGREDIENTS</strong></td>
<td>Quick service <strong>Restaurants</strong></td>
<td>Ingredient manufacturers</td>
</tr>
<tr>
<td>- Bulk herbs and spices</td>
<td>- Quick serve Restaurants</td>
<td>- Condiment manufacturers</td>
</tr>
<tr>
<td>- Coating systems for proteins</td>
<td>- CPG manufacturers</td>
<td></td>
</tr>
<tr>
<td><strong>CUSTOM CONDIMENTS</strong></td>
<td>Quick serve &amp; Casual dining <strong>Restaurants</strong></td>
<td></td>
</tr>
<tr>
<td>- Sandwich sauces</td>
<td>- Condiment manufacturers</td>
<td>- Private label</td>
</tr>
<tr>
<td>- Dipping sauces</td>
<td>- CPG manufacturers</td>
<td>- CPG manufacturers</td>
</tr>
<tr>
<td>- Sweet syrups</td>
<td></td>
<td></td>
</tr>
<tr>
<td><strong>BRANDED FOODSERVICE</strong></td>
<td>Broadline &amp; regional <strong>Distributors</strong></td>
<td></td>
</tr>
<tr>
<td>- Branded herbs &amp; spices, Seasoning blends, Sauces &amp; condiments</td>
<td>- Cash &amp; Carry</td>
<td>- Private label</td>
</tr>
<tr>
<td></td>
<td>- E-commerce</td>
<td>- CPG manufacturers</td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td><strong>FLAVORS</strong></td>
<td>CPG manufacturers</td>
<td></td>
</tr>
<tr>
<td>- Flavor Ingredients, Encapsulation &amp; Modulation</td>
<td>- MKC Internal</td>
<td>- Flavor houses</td>
</tr>
<tr>
<td>- Specialty ingredients</td>
<td></td>
<td>- Specialty ingredient manufacturers</td>
</tr>
<tr>
<td>- Seasoning blends &amp; dry marinades</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>
WE'RE SUSTAINABLY ADVANTAGED FOR GROWTH
DIFFERENTIATED BY OUR LEGACY IN NATURAL & CULINARY

BROAD PORTFOLIO OF NATURAL FLAVOR SOLUTIONS

- **NATURAL EXTRACTS**
  - Vanilla and a variety of spice and herb extracts

- **NATURAL FLAVORS**
  - Savory, fruit, sweet brown and citrus

- **COMPLEX FLAVOR MIXTURES**
  - Complex, dry blends that are sweet or savory flavor systems

- **CULINARY SYSTEMS**
  - Chicken, beef, seafood & vegetable broths, stocks and concentrates

- **ICONIC INGREDIENTS**
  - Naturally treated and dehydrated whole & ground spices & herbs

CULINARY IS OUR FOUNDATION FOR FLAVOR CREATION

- **500** culinary, food scientist and flavor experts

- **Global Chef’s Culinary Council**

- **20 state-of-the-art Technical Innovation Centers**

- **Non-GMO Project Verified**

- **Rainforest Alliance Certified**

- **USDA Organic**
WE’RE SUSTAINABLY ADVANTAGED FOR GROWTH

FLAVORS DESIGNED FOR A WIDE RANGE OF CUSTOMER APPLICATIONS

<table>
<thead>
<tr>
<th>APPLICATIONS</th>
<th>ENABLERS</th>
</tr>
</thead>
<tbody>
<tr>
<td>BEVERAGES</td>
<td>CULINARY</td>
</tr>
<tr>
<td>Alcoholic, Carbonated, Sport, Functional &amp; Still Drinks</td>
<td>ARTIFICIAL INTELLIGENCE</td>
</tr>
<tr>
<td></td>
<td>GLOBAL SOURCING</td>
</tr>
<tr>
<td>SNACKS</td>
<td>SENSORY</td>
</tr>
<tr>
<td>Crisps &amp; Savory Snacks</td>
<td>ANALYTICAL &amp; APPLICATION SCIENCES</td>
</tr>
<tr>
<td>DAIRY</td>
<td>CONSUMER INSIGHTS</td>
</tr>
<tr>
<td>Fresh Cheese, Ice Cream, Yogurt &amp; Drinking Yogurt</td>
<td>REGULATORY</td>
</tr>
<tr>
<td>BAKERY/CONFECTIONARY</td>
<td>TECHNOLOGY PLATFORM</td>
</tr>
<tr>
<td>Breakfast Cereals, Bars, Brioche, Cakes, Biscuits, Sweets &amp; Chewing Gum</td>
<td>Processed Meat &amp; Seafood, Alternative Sources of Protein, Syrups &amp; Supplements</td>
</tr>
<tr>
<td>SAVORY</td>
<td></td>
</tr>
<tr>
<td>Ready Meals, Sauces, Marinades, Soups &amp; Stocks</td>
<td></td>
</tr>
<tr>
<td>OTHER</td>
<td></td>
</tr>
<tr>
<td></td>
<td></td>
</tr>
</tbody>
</table>

26
WE'RE SUSTAINABLY ADVANTAGED FOR GROWTH

BROAD TECHNOLOGY PLATFORM WITH SOLUTIONS FOR EVERY APPLICATION

**Clean and natural platform enabling clean label transparency**

**Proprietary modulation technology solving common flavor challenges**

**Controlled release encapsulation to deliver flavor where, when and how needed**

**Flexible natural replacements for ground spices and herbs**

- Developing on-trend organic, non-GMO and better-for-you products
- Meeting “low” and “no” challenges without sacrificing iconic flavor
- Granted 15 patents - preserves flavor during intense manufacturing
- Delivers a combination of flavor and functionality
WE'RE INVESTING FOR THE FUTURE

DRIVING RESULTS WITH DIFFERENTIATED BRAND MARKETING INVESTMENTS

GLOBAL CONSUMER BRAND MARKETING INVESTMENT LEADS PEERS

% to Net Sales

COMPANY A
COMPANY B
COMPANY C
COMPANY D
COMPANY E
COMPANY F
COMPANY G
MKC Consumer

DELIVERING TOP MARKETING PERFORMANCE¹

Increased total ROI
25% since 2015

Over indexed to CPG Norms by more than
2x in 2018.

Digital ~ 70% of U.S. 2018 Advertising spend

¹ In U.S.

#1 digital Gartner L2 ranking across U.S. food brands
WE’RE SUSTAINABLY ADVANTAGED FOR GROWTH

MARKETING EXCELLENCE:

INCREASING AGILITY & EFFECTIVENESS ACROSS NORTH AMERICA

Pacing to create ~17,000 pieces of content in FY19

75% created in-house

Faster social media response time

Scalable campaigns across the portfolio

More than 15x media value earned from spend on innovative campaigns
DELIVERING TODAY WHILE INVESTING FOR TOMORROW
WE'RE DELIVERING AGAINST OUR OBJECTIVES

PURPOSE-LED PERFORMANCE

DRIVEN TO DO WHAT’S RIGHT

INDUSTRY-LEADING FINANCIAL PERFORMANCE

52 Week Return

Source: FactSet; 52 weeks ended 8/30/19

MAKE EVERY DAY BETTER FOR PEOPLE, OUR COMMUNITIES AND PLANET

and
WE’RE A DIFFERENT KIND OF CPG COMPANY

DIFFERENTIATED TOP-TIER GROWTH OBJECTIVES

**LONG-TERM SALES GROWTH TARGET**

**LONG-TERM ADJUSTED EPS GROWTH TARGET**
WE'RE DELIVERING AGAINST OUR OBJECTIVES

ACHIEVING TOP-TIER BUSINESS PERFORMANCE

NET SALES\(^1\)

<table>
<thead>
<tr>
<th>Year</th>
<th>2008</th>
<th>2018</th>
</tr>
</thead>
<tbody>
<tr>
<td>Sales (billions)</td>
<td>$3.00</td>
<td>$5.00</td>
</tr>
</tbody>
</table>

1) Net sales amounts as reported prior to recast for adoption of Revenue Recognition ASU as recast information not available for earlier years [2008-2015]. Recast trend expected to be consistent.

ADJUSTED EPS

<table>
<thead>
<tr>
<th>Year</th>
<th>2008</th>
<th>2018</th>
</tr>
</thead>
<tbody>
<tr>
<td>EPS (per share)</td>
<td>$2.00</td>
<td>$5.00</td>
</tr>
</tbody>
</table>

CASH FLOW FROM OPERATIONS

<table>
<thead>
<tr>
<th>Year</th>
<th>2008</th>
<th>2018</th>
</tr>
</thead>
<tbody>
<tr>
<td>Cash Flow (millions)</td>
<td>$200</td>
<td>$800</td>
</tr>
</tbody>
</table>
**WE'RE DELIVERING AGAINST OUR OBJECTIVES**

**DELIVERING AGAINST OUR LONG TERM OBJECTIVES**

**3-YR PERFORMANCE PLUS GUIDANCE EXPECTED TO EXCEED LONG-TERM FINANCIAL OBJECTIVES**

<table>
<thead>
<tr>
<th>Performance Metric</th>
<th>3-YEAR CAGR PERFORMANCE</th>
<th>2019 GUIDANCE</th>
<th>LONG TERM FINANCIAL OBJECTIVE</th>
</tr>
</thead>
<tbody>
<tr>
<td>Sales growth¹</td>
<td>9%</td>
<td>3 - 5%</td>
<td>4 - 6%</td>
</tr>
<tr>
<td>Adjusted operating income¹</td>
<td>15%</td>
<td>8 - 10%</td>
<td>7 - 9%</td>
</tr>
<tr>
<td>Adjusted EPS growth¹</td>
<td>14%</td>
<td>7 - 9%</td>
<td>9 - 11%</td>
</tr>
<tr>
<td>Total shareholder return</td>
<td>23%</td>
<td></td>
<td>11 - 13%</td>
</tr>
</tbody>
</table>

¹ In constant currency
WE'RE DELIVERING ON OUR OBJECTIVES
EXPANDING ADJUSTED OPERATING MARGINS

OPERATING MARGIN\(^1\)

2019 GUIDANCE\(^2\)

- Implies approximately **90 bps** operating income margin improvement annually

<table>
<thead>
<tr>
<th>Year</th>
<th>Adjusted Operating Income Margin</th>
</tr>
</thead>
<tbody>
<tr>
<td>2016</td>
<td>11%</td>
</tr>
<tr>
<td>2017</td>
<td>12%</td>
</tr>
<tr>
<td>2018</td>
<td>13%</td>
</tr>
<tr>
<td>1H 2019</td>
<td>14%</td>
</tr>
</tbody>
</table>

**1)** Adjusted operating margin as reported

**2)** In constant currency

<table>
<thead>
<tr>
<th>Metric</th>
<th>Forecast</th>
</tr>
</thead>
<tbody>
<tr>
<td>Sales Growth</td>
<td>3-5%</td>
</tr>
<tr>
<td>Adj Operating Income Growth</td>
<td>8-10%</td>
</tr>
</tbody>
</table>
WE'RE DELIVERING AGAINST OUR OBJECTIVES
GENERATING FUEL FOR GROWTH

ONGOING ANNUAL COST SAVINGS INITIATIVE

4 Year $400M Goal

EXCEEDING 4-YEAR COST SAVINGS GOAL

Nearly $350 million savings achieved 2016–2018
2019 Guidance of ~$110 million cost savings

LONG RUNWAY FOR FUTURE SAVINGS

$ in millions

WE’RE DELIVERING AGAINST OUR OBJECTIVES

DRIVING RECORD CASH FLOWS WITH WORKING CAPITAL EFFICIENCIES

7TH CONSECUTIVE YEAR OF RECORD CASH FLOWS
Cash Flow from Operations

EXECUTED PROGRAMS TO ACHIEVE WORKING CAPITAL REDUCTIONS
Cash Conversion Cycle
WE'RE DELIVERING AGAINST OUR OBJECTIVES

FOCUSING ON DEBT REPAYMENT AND DIVIDEND INCREASES

PAID DOWN >$900 MILLION OF TERM LOANS

Net Debt to Adjusted EBITDA

DIVIDEND ARISTOCRAT WITH 33 YEARS OF INCREASES

Dividends Declared
WE'RE INVESTING FOR THE FUTURE

DRIVING VALUE THROUGH ACQUISITIONS

**TRACK RECORD OF VALUE ENHANCING ACQUISITIONS**
- Sales growth
- Margin expansion
- EPS accretion
- Deeper capabilities
- Category & geographic expansion
- Timely & successful integration

**PIPELINE STRATEGY**
- Strengthen leadership positions
- Capability and category expansion
- Greater globalization to drive scale

**STRATEGY AND FINANCIAL DISCIPLINE**
- Fit long-term strategic vision to be the leading flavor company
- Meet financial thresholds
- Drive greater shareholder value

**STRENGTHEN LEADERSHIP POSITIONS**
- Fit long-term strategic vision to be the leading flavor company

**CAPABILITY AND CATEGORY EXPANSION**
- Strengthen leadership positions
- Capability and category expansion

**GREATER GLOBALIZATION TO DRIVE SCALE**
- Greater globalization to drive scale

**BROAD PORTFOLIO OF OPPORTUNITIES**

**BOLT-ONS TO DRIVE**
- 1/3 of long-term sales growth

**TRANSFORMATIONAL TO DRIVE STEP CHANGE**
- 1/3 of long-term sales growth

**TIMELY & SUCCESSFUL INTEGRATION**
- Timely & successful integration
WE'RE INVESTING FOR THE FUTURE

BUSINESS TRANSFORMATION:
BUILDING A SCALABLE PLATFORM FOR GROWTH

GLOBAL ENABLEMENT

A step change in working globally

We transform McCormick through globally aligned, innovative services, enabling the business to grow

Further acceleration coupled with ERP modernization

Align
ALIGN our global operating model with end-to-end processes

Simplify
Radically SIMPLIFY everything we do

Grow
GROW at scale via increased digitization and automation

McCormick Shared Service Center in Lodz, Poland
WE'RE INVESTING FOR THE FUTURE

BUSINESS TRANSFORMATION:
BUILDING A SCALABLE PLATFORM FOR GROWTH

ENTERPRISE RESOURCE PLANNING SYSTEM

ERP Target State

Next generation platform enabling global data and digital capabilities to support accelerated organic & inorganic growth

Align…Simplify…Grow

Modernize and HARMONIZE global data and standards

Real-time ACTIONABLE insights

Achieve operational EXCELLENCE

RAPID acquisition integration

Three-Year Implementation Program

Replacing disparate ERP systems with a single platform before legacy SAP 2025 decommissioning

Investment ~ $150M - $200M

Capital Spending - $90M - $120M
Operating Expense - $60M - $80M

Phasing

2019 - Plan & build
2020 & 2021 - Global deployment and stabilization

1) Over the 3 year initiative
WE’RE INVESTING FOR THE FUTURE
CONTINUING TO INVEST IN OUR SUPPLY CHAIN

EXPANDING OUR GLOBAL SUPPLY CHAIN CAPACITY

NEW CAPABILITIES AND FACTORIES
- Dubai
- Thailand
- U.S.
- China
- Poland
- Mexico

EXPANDED CAPABILITIES THROUGH ACQUISITIONS
- Frank’s & French’s
- Giotti
- Gourmet Garden

BUILDING A TECHNICALLY ADVANTAGED SUPPLY CHAIN

SCIENCE OF AGRONOMY
Improving yield management while optimizing and increasing flavor profile

LEVERAGING TECHNOLOGY
Locating highest quality ingredient

GROWING IN A CONTROLLED ENVIRONMENT
Ensuring continuity of supply, cost, and consistent superior quality
WE’RE DELIVERING AGAINST OUR OBJECTIVES

PURPOSE-LED PERFORMANCE: DRIVEN TO DO WHAT’S RIGHT

PLANET

Goals to reduce our environmental impact and to increase sustainability of ingredients we source.

COMMUNITIES

Goals to increase the resilience and improve the livelihoods of small farmers and drive broader community involvement.

PEOPLE

Goals to champion equality, educate and develop our employees, and drive better health outcomes for people everywhere.
WE'RE DELIVERING AGAINST OUR OBJECTIVES

ADVANCING OUR SUSTAINABLE PRACTICES: NEW PLASTIC REDUCTION GOAL

NEW 2025 GOAL AND ALLIANCES

100% Plastic Packaging that can be:

- Reused
- Recycled
- Repurposed BY 2025

7% carbon footprint reduction

Joined Ellen MacArthur
NEW Plastics Economy:

16% carbon footprint reduction, BPA-free, fully recyclable
WE’RE SUSTAINABLY ADVANTAGED FOR GROWTH
PURPOSE-LED PERFORMANCE IS A PRIORITY TO CONSUMERS & CUSTOMERS

<table>
<thead>
<tr>
<th>SUSTAINABLE PRACTICES</th>
<th>ETHICAL SOURCING</th>
<th>COMMUNITY SUPPORT</th>
</tr>
</thead>
<tbody>
<tr>
<td>More Flavor, Less Waste</td>
<td>Diversity &amp; Sustainability</td>
<td>Making Impact</td>
</tr>
</tbody>
</table>

SUSTAINABLE PRACTICES
- More Flavor, Less Waste
- Ethical Sourcing
- Community Support

ETHICAL SOURCING
- Diversity & Sustainability
- Making Impact

COMMUNITY SUPPORT
- More Flavor, Less Waste
- Ethical Sourcing
- Community Support

MCCORMICK’S MESSAGE RESONATES WITH CUSTOMERS AND CONSUMERS

MILLENIALS AND GEN Z PRIORITIZE SUSTAINABILITY IN THE PRODUCTS THEY BUY¹

| 85% I can make a difference by purchasing sustainable products |
| 74% I like to educate myself on ways I can reduce my carbon footprint |
| 81% Making homemade meals helps reduce my environmental impact |
| 60% I’m willing to pay more for products from a company engaged in… |

¹ Percentage of consumers who agree with statement
Source:C Space Purpose Led Performance 2017 research
RIGHT PEOPLE AND RIGHT CULTURE
WE’RE BUILDING THE McCormick OF THE FUTURE

WINNING WITH THE RIGHT PEOPLE AND RIGHT CULTURE

POWER OF PEOPLE
C.P. McCormick legacy

A HIGH PERFORMANCE CULTURE
✓ Multiple management philosophy
✓ Participation & inclusion

WINNING WAYS OF WORKING
✓ Faster decisions
✓ More personal accountability
✓ Actionable insights

Confidential
BUILDING THE McCORMICK OF THE FUTURE

OUR FOCUS IS GROWTH

We’re investing for the future

We’re sustainably advantaged for growth
NON-GAAP FINANCIAL MEASURES

The tables below include financial measures of adjusted operating income, adjusted operating income margin, adjusted income taxes, adjusted income tax rate, adjusted net income and adjusted diluted earnings per share, each excluding the impact of special charges for each of the periods presented. These financial measures also exclude in 2018 the impact of transition and integration costs associated with our acquisition of RB Foods in August 2017, as these items significantly impact comparability between years. These financial measures also exclude, for 2018, and the comparison of our results for 2019 to 2018, the net estimated impact of the effects of the one-time transition tax and re-measurement of our U.S. deferred tax assets and liabilities as a result of the U.S. Tax Act passed in December 2017 as these items may significantly impact comparability between years. Adjusted operating income, adjusted operating income margin, adjusted income taxes, adjusted income tax rate, adjusted net income and adjusted diluted earnings per share represent non-GAAP financial measures which are prepared as a complement to our financial results prepared in accordance with United States generally accepted accounting principles.

In our consolidated income statement, we include separate line items captioned “Special charges” and “Transaction and integration expenses” in arriving at our consolidated operating income. Special charges consist of expenses associated with certain actions undertaken by the company to reduce fixed costs, simplify or improve processes, and improve our competitiveness and are of such significance in terms of both up-front costs and organizational/structural impact to require advance approval by our Management Committee. Upon presentation of any such proposed action (including details with respect to estimated costs, expected benefits and expected timing) to the Management Committee and the Committee’s advance approval, expenses associated with the approved action are classified as special charges upon recognition and monitored on an on-going basis through completion.

Transaction and integration expenses consist of expenses associated with the acquisition or integration of the RB Foods business. These costs primarily consist of outside advisory, service and consulting costs; employee-related costs; and other costs related to the acquisition. We incurred these costs in 2018.

Income taxes associated with the enactment of the U.S. Tax Act in December 2017 consists of a net income tax benefit of $301.5 million recognized during the year ended November 30, 2018, which includes the estimated impact of the tax benefit from revaluation of net U.S. deferred tax liabilities based on the new lower corporate income tax rate and the tax expense associated with the one-time transition tax on previously unremitted earnings of non-U.S. subsidiaries.

We believe that these non-GAAP financial measures are important. The exclusion of special charges, transaction and integration expenses, and the net income tax benefit associated with enactment of the U.S. Tax Act provide additional information that enables enhanced comparisons to prior periods and, accordingly, facilitates the development of future projections and earnings growth prospects or is a meaningful metric to investors in evaluating our financial leverage. This information is also used by management to measure the profitability of our ongoing operations and analyze our business performance and trends.

These non-GAAP financial measures may be considered in addition to results prepared in accordance with GAAP, but should not be considered a substitute for, or superior to, GAAP results. In addition, these non-GAAP financial measures may not be comparable to similarly titled measures of other companies because other companies may not calculate them in the same manner that we do. We intend to continue to provide these non-GAAP financial measures as part of our future earnings discussions and, therefore, the inclusion of these non-GAAP financial measures will provide consistency in our financial reporting. A reconciliation of these non-GAAP financial measures to the related GAAP financial measures is provided below:
## NON-GAAP FINANCIAL MEASURES

The following provides a reconciliation of our Total Company operating income to adjusted operating income income and our adjusted operating income margin.

<table>
<thead>
<tr>
<th>Year Ended November 30,</th>
<th>2018</th>
<th>2017</th>
<th>2016</th>
</tr>
</thead>
<tbody>
<tr>
<td>Operating income</td>
<td>$ 891.1</td>
<td>$ 699.8</td>
<td>$ 649.4</td>
</tr>
<tr>
<td>Impact of special charges</td>
<td>16.3</td>
<td>22.2</td>
<td>15.7</td>
</tr>
<tr>
<td>Impact of special charges included in cost of goods sold</td>
<td>-</td>
<td>-</td>
<td>0.3</td>
</tr>
<tr>
<td>Impact of transaction and integration expenses included in cost of goods sold</td>
<td>-</td>
<td>20.9</td>
<td>-</td>
</tr>
<tr>
<td>Impact of other transaction and integration expenses</td>
<td>22.5</td>
<td>40.8</td>
<td>-</td>
</tr>
<tr>
<td>Adjusted operating income</td>
<td>$ 929.9</td>
<td>$ 783.7</td>
<td>$ 665.4</td>
</tr>
<tr>
<td>Adjusted operating income margin (1)</td>
<td>17.5%</td>
<td>16.6%</td>
<td>15.4%</td>
</tr>
</tbody>
</table>

The following provides a reconciliation of our Flavor Solutions operating income to adjusted operating income income and our adjusted operating income margin.

<table>
<thead>
<tr>
<th>Year Ended November 30,</th>
<th>2018</th>
<th>2017</th>
<th>2016</th>
</tr>
</thead>
<tbody>
<tr>
<td>Operating income</td>
<td>$ 279.0</td>
<td>$ 193.4</td>
<td>$ 162.2</td>
</tr>
<tr>
<td>Impact of special charges</td>
<td>6.3</td>
<td>6.9</td>
<td>6.8</td>
</tr>
<tr>
<td>Impact of transaction and integration expenses included in cost of goods sold</td>
<td>-</td>
<td>7.3</td>
<td>-</td>
</tr>
<tr>
<td>Impact of other transaction and integration expenses</td>
<td>7.5</td>
<td>13.7</td>
<td>-</td>
</tr>
<tr>
<td>Adjusted operating income</td>
<td>$ 292.8</td>
<td>$ 221.3</td>
<td>$ 169.0</td>
</tr>
<tr>
<td>Adjusted operating income margin (1)</td>
<td>14.2%</td>
<td>12.1%</td>
<td>10.4%</td>
</tr>
</tbody>
</table>

(1) Adjusted operating income margin is calculated as adjusted operating income as a percentage of net sales for each period presented.
NON-GAAP FINANCIAL MEASURES

The following provides a reconciliation of our adjusted income tax expense, adjusted net income and adjusted earnings per share—diluted.

<table>
<thead>
<tr>
<th>Year Ended November 30,</th>
<th>2018</th>
<th>2017</th>
<th>2016</th>
</tr>
</thead>
<tbody>
<tr>
<td>Income tax (benefit) expense</td>
<td>(157.2)</td>
<td>151.3</td>
<td>150.0</td>
</tr>
<tr>
<td>Non-recurring benefit, net, of the U.S. Tax Act</td>
<td>301.5</td>
<td>-</td>
<td>-</td>
</tr>
<tr>
<td>Impact of transaction and integration expenses</td>
<td>4.9</td>
<td>23.6</td>
<td>-</td>
</tr>
<tr>
<td>Impact of special charges</td>
<td>3.6</td>
<td>6.4</td>
<td>2.7</td>
</tr>
<tr>
<td>Adjusted income tax expense</td>
<td>152.9</td>
<td>181.3</td>
<td>155.7</td>
</tr>
<tr>
<td>Adjusted income tax rate (3)</td>
<td>19.6%</td>
<td>26.1%</td>
<td>25.7%</td>
</tr>
<tr>
<td>Net income</td>
<td>933.4</td>
<td>477.4</td>
<td>472.8</td>
</tr>
<tr>
<td>Impact of total transaction and integration expenses (1)</td>
<td>17.6</td>
<td>53.5</td>
<td>-</td>
</tr>
<tr>
<td>Impact of total special charges</td>
<td>12.5</td>
<td>15.8</td>
<td>13.0</td>
</tr>
<tr>
<td>Impact of special charges attributable to non-controlling interests (2)</td>
<td>-</td>
<td>-</td>
<td>(1.9)</td>
</tr>
<tr>
<td>Non-recurring benefit, net, of the U.S. Tax Act</td>
<td>(301.5)</td>
<td>-</td>
<td>-</td>
</tr>
<tr>
<td>Adjusted net income</td>
<td>622.0</td>
<td>546.7</td>
<td>483.4</td>
</tr>
<tr>
<td>Earnings per share—diluted</td>
<td>$ 7.00</td>
<td>$ 3.72</td>
<td>$ 3.69</td>
</tr>
<tr>
<td>Impact of transaction and integration expenses (1)</td>
<td>0.13</td>
<td>0.42</td>
<td>-</td>
</tr>
<tr>
<td>Impact of special charges</td>
<td>0.10</td>
<td>0.12</td>
<td>0.10</td>
</tr>
<tr>
<td>Impact of special charges attributable to non-controlling interests (2)</td>
<td>-</td>
<td>-</td>
<td>(0.01)</td>
</tr>
<tr>
<td>Non-recurring benefit, net, of the U.S. Tax Act</td>
<td>(2.26)</td>
<td>-</td>
<td>-</td>
</tr>
<tr>
<td>Adjusted earnings per share—diluted</td>
<td>$ 4.97</td>
<td>$ 4.26</td>
<td>$ 3.78</td>
</tr>
</tbody>
</table>

(1) Transaction and integration expenses related to the acquisition of RB Foods are recorded in our consolidated income statement as follows for the years ended November 30, 2018 and 2017 (in millions):

<table>
<thead>
<tr>
<th>2018</th>
<th>2017</th>
</tr>
</thead>
<tbody>
<tr>
<td>Transaction and integration expenses included in cost of goods sold</td>
<td>-</td>
</tr>
<tr>
<td>Reflected in transaction and integration expenses included in operating income</td>
<td>22.6</td>
</tr>
<tr>
<td>Transaction and integration expenses included in other debt costs</td>
<td>-</td>
</tr>
<tr>
<td>Total pre-tax transaction and integration expenses</td>
<td>22.6</td>
</tr>
<tr>
<td>Less: Tax effect</td>
<td>(4.9)</td>
</tr>
<tr>
<td>Total after-tax transaction and integration expenses</td>
<td>$ 17.7</td>
</tr>
</tbody>
</table>

(2) Represents the portion of the total special charge of $2.8 million, net of tax of $0.9 million, associated with our exit of a consolidated joint venture in South Africa, attributable to our former joint venture partner.

(3) Adjusted income tax rate is calculated as adjusted income tax expense as a percentage of income from consolidated operations before income taxes, excluding transaction and integration expenses and special charges, or $780.1 million, $694.1 million, and $605.2 million for the years ended November 30, 2018, 2017 and 2016, respectively.
The following provides a reconciliation of our estimated increase in adjusted earnings per share for 2019 and actual results for 2018:

<table>
<thead>
<tr>
<th></th>
<th>2019 (Projection)</th>
<th>2018</th>
</tr>
</thead>
<tbody>
<tr>
<td>Earnings per share - diluted</td>
<td>$5.09 to $5.19</td>
<td>$7.00</td>
</tr>
<tr>
<td>Impact of special charges and transaction and integration expenses</td>
<td>0.11</td>
<td>0.23</td>
</tr>
<tr>
<td>Non-recurring benefit, net, of the U.S. Tax Act</td>
<td>-</td>
<td>(2.26)</td>
</tr>
<tr>
<td>Adjusted earnings per share - diluted</td>
<td>$5.20 to $5.30</td>
<td>$4.97</td>
</tr>
</tbody>
</table>
NON-GAAP FINANCIAL MEASURES

Because we are a multi-national company, we are subject to variability of our reported U.S. dollar results due to changes in foreign currency exchange rates. Those changes have been volatile over the past several years. The exclusion of the effects of foreign currency exchange, or what we refer to as amounts expressed “on a constant currency basis”, is a non-GAAP measure. We believe that this non-GAAP measure provides additional information that enables enhanced comparison to prior periods excluding the translation effects of changes in rates of foreign currency exchange and provides additional insight into the underlying performance of our operations located outside of the U.S. It should be noted that our presentation herein of amounts and percentage changes on a constant currency basis does not exclude the impact of foreign currency transaction gains and losses (that is, the impact of transactions denominated in other than the local currency of any of our subsidiaries in their local currency reported results).

Percentage changes in sales, adjusted operating income, and adjusted earnings per share expressed in “constant currency” are presented excluding the impact of foreign currency exchange. To present this information for historical periods, current period results for entities reporting in currencies other than the U.S. dollar are translated into U.S. dollars at the average exchange rates in effect during the corresponding period of the prior fiscal year, rather than at the actual average exchange rates in effect during the current fiscal year. As a result, the foreign currency impact is equal to the current year results in local currencies multiplied by the change in the average foreign currency exchange rate between the current fiscal period and the corresponding period of the prior fiscal year.

A reconciliation of our actual CAGR and constant currency CAGR through 2018 follows:

<table>
<thead>
<tr>
<th>3-Year CAGR - Net sales</th>
<th>8%</th>
</tr>
</thead>
<tbody>
<tr>
<td>Impact of foreign currency exchange rates</td>
<td>1%</td>
</tr>
<tr>
<td>3-Year CAGR - Net sales on a constant currency basis</td>
<td>9%</td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>3-Year CAGR - Adjusted operating income</th>
<th>14%</th>
</tr>
</thead>
<tbody>
<tr>
<td>Impact of foreign currency exchange rates</td>
<td>1%</td>
</tr>
<tr>
<td>3-Year CAGR - Adjusted operating income on a constant currency basis</td>
<td>15%</td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>3-Year CAGR - Adjusted earnings per share</th>
<th>13%</th>
</tr>
</thead>
<tbody>
<tr>
<td>Impact of foreign currency exchange rates</td>
<td>1%</td>
</tr>
<tr>
<td>3-Year CAGR - Adjusted earnings per share on a constant currency basis</td>
<td>14%</td>
</tr>
</tbody>
</table>

A reconciliation of our Flavor Solutions actual CAGR and constant currency CAGR through 2018 follows:

<table>
<thead>
<tr>
<th>3-Year CAGR - Net sales</th>
<th>7%</th>
</tr>
</thead>
<tbody>
<tr>
<td>Impact of foreign currency exchange rates</td>
<td>3%</td>
</tr>
<tr>
<td>3-Year CAGR - Net sales on a constant currency basis</td>
<td>10%</td>
</tr>
</tbody>
</table>
NON-GAAP FINANCIAL MEASURES

In addition to the above non-GAAP financial measures, we use a leverage ratio which is determined using non-GAAP measures. A leverage ratio is a widely-used measure of ability to repay outstanding debt obligations and is a meaningful metric to investors in evaluating financial leverage. We believe that our leverage ratio is a meaningful metric to investors in evaluating our financial leverage and may be different than the method used by other companies to calculate such a leverage ratio. We determine our leverage ratio as net debt (which we define as total debt, net of cash in excess of $75.0 million) to adjusted earnings before interest, tax, depreciation and amortization (Adjusted EBITDA). We define Adjusted EBITDA as net income plus expenses for interest, income taxes, depreciation and amortization, less interest income and as further adjusted for cash and non-cash acquisition-related transaction and integration expenses, special charges and stock-based compensation expenses. Adjusted EBITDA and our leverage ratio are both non-GAAP financial measures. Our determination of the leverage ratio is consistent with the terms of our $1.0 billion revolving credit facility and our term loans which require us to maintain our leverage ratio below certain levels.

The following table reconciles our net income to Adjusted EBITDA for the trailing twelve-month period ended May 31, 2019:

<table>
<thead>
<tr>
<th></th>
<th>31-May-19</th>
</tr>
</thead>
<tbody>
<tr>
<td>Net income</td>
<td>$ 684.9</td>
</tr>
<tr>
<td>Depreciation and amortization</td>
<td>155.6</td>
</tr>
<tr>
<td>Interest expense</td>
<td>174.0</td>
</tr>
<tr>
<td>Income tax expense (benefit)</td>
<td>134.9</td>
</tr>
<tr>
<td>EBITDA</td>
<td>$1,149.4</td>
</tr>
<tr>
<td>Adjustments to EBITDA (1)</td>
<td>44.9</td>
</tr>
<tr>
<td>Adjusted EBITDA</td>
<td>$1,194.3</td>
</tr>
<tr>
<td>Net debt</td>
<td>$ 4,606.3</td>
</tr>
<tr>
<td>Leverage ratio</td>
<td>3.9</td>
</tr>
</tbody>
</table>

(1) Adjustments to EBITDA are determined under the leverage ratio covenant in our $1.0 billion revolving credit facility and term loan agreements and includes special charges, stock-based compensation expense and transaction and integration costs (related to the RB Foods acquisition), including other debt costs.