

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

**FORM 10-K**

(Mark One)

- ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**  
For the fiscal year ended November 30, 2019  
OR  
 **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**  
For the transition period from \_\_\_\_\_ to \_\_\_\_\_  
Commission file number 001-14920

**McCORMICK & COMPANY, INCORPORATED**

(Exact name of registrant as specified in its charter)

Maryland  
(State or other jurisdiction of  
incorporation or organization)

52-0408290  
(IRS Employer  
Identification No.)

24 Schilling Road, Suite 1, Hunt Valley, Maryland  
(Address of principal executive offices)

21031  
(Zip Code)

Registrant's telephone number, including area code: (410) 771-7301

**Securities registered pursuant to Section 12(b) of the Act:**

<u>Title of Each Class</u>	<u>Trading Symbol(s)</u>	<u>Name of Each Exchange on Which Registered</u>
Common Stock, No Par Value	MKC-V	New York Stock Exchange
Common Stock Non-Voting, No Par Value	MKC	New York Stock Exchange

Securities registered pursuant to Section 12(g) of the Act: Not applicable.

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.

Yes  No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act.

Yes  No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company, or emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Check one:

Large Accelerated Filer	<input checked="" type="checkbox"/>	Accelerated Filer	<input type="checkbox"/>
Non-accelerated Filer	<input type="checkbox"/> (Do not check if a smaller reporting company)	Smaller Reporting Company	<input type="checkbox"/>
		Emerging Growth Company	<input type="checkbox"/>

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.

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes  No

State the aggregate market value of the voting and non-voting common equity held by non-affiliates computed by reference to the price at which the common equity was last sold, or the average bid and asked prices of such common equity, as of the last business day of the registrant's most recently completed second fiscal quarter.

The aggregate market value of the Voting Common Stock held by non-affiliates at May 31, 2019: \$1,458,501,404

The aggregate market value of the Non-Voting Common Stock held by non-affiliates at May 31, 2019: \$19,200,282,923

Indicate the number of shares outstanding of each of the registrant's classes of common stock, as of the latest practicable date.

<u>Class</u>	<u>Number of Shares Outstanding</u>	<u>Date</u>
Common Stock	9,314,335	December 31, 2019
Common Stock Non-Voting	123,599,379	December 31, 2019

**DOCUMENTS INCORPORATED BY REFERENCE**

Document  
Proxy Statement for  
McCormick's April 1, 2020  
Annual Meeting of Stockholders  
(the "2020 Proxy Statement")

Part of 10-K into Which Incorporated

Part III

## PART I.

As used herein, references to “McCormick,” “we,” “us” and “our” are to McCormick & Company, Incorporated and its consolidated subsidiaries or, as the context may require, McCormick & Company, Incorporated only.

### ITEM 1. BUSINESS

McCormick is a global leader in flavor. The company manufactures, markets and distributes spices, seasoning mixes, condiments and other flavorful products to the entire food industry—retailers, food manufacturers and foodservice businesses. We also are partners in a number of joint ventures that are involved in the manufacture and sale of flavorful products, the most significant of which is McCormick de Mexico. Our major sales, distribution and production facilities are located in North America, Europe and China. Additional facilities are based in Australia, India, Central America, Thailand and South Africa. McCormick & Company, Incorporated was formed in 1915 under Maryland law as the successor to a business established in 1889.

In August 2017, we completed the acquisition of Reckitt Benckiser's Food Division (“RB Foods”) from Reckitt Benckiser Group plc. The purchase price was approximately \$4.21 billion, net of acquired cash of \$24.3 million. The acquired market-leading brands of RB Foods include French's®, Frank's RedHot® and Cattlemen's®, which are a natural strategic fit with our robust global branded flavor portfolio. We believe that these additions move us to a leading position in the attractive U.S. Condiments category and provide significant international growth opportunities for our consumer and flavor solutions segments. At the time of the acquisition, annual sales of RB Foods were approximately \$570 million. The results of RB Foods' operations have been included in our financial statements as a component of our consumer and flavor solutions segments from the date of acquisition.

#### *Business Segments*

We operate in two business segments, consumer and flavor solutions. Demand for flavor is growing globally, and across both segments we have the customer base and product breadth to participate in all types of eating occasions. Our products deliver flavor when cooking at home, dining out, purchasing a quick service meal or enjoying a snack. We offer our customers and consumers a range of products to meet the increasing demand for certain product attributes such as organic, reduced sodium, gluten-free and non-GMO (genetically modified organisms) and that extend from premium to value-priced.

Consistent with market conditions in each segment, our consumer segment has a higher overall profit margin than our flavor solutions segment. In 2019, the consumer segment contributed approximately 61% of sales and 69% of operating income, and the flavor solutions segment contributed approximately 39% of sales and 31% of operating income.

*Consumer Segment.* From locations around the world, our brands reach consumers in approximately 150 countries and territories. Our leading brands in the Americas include McCormick®, French's®, Frank's RedHot®, Lawry's® and Club House®, as well as brands such as Gourmet Garden® and OLD BAY®. We also market authentic regional and ethnic brands such as Zatarain's®, Stubb's®, Thai Kitchen® and Simply Asia®. In the Europe, Middle East and Africa (EMEA) region, our major brands include the Ducros®, Schwartz®, Kamis® and Drogheria & Alimentari® brands of spices, herbs and seasonings and an extensive line of Vahiné® brand dessert items. In China, we market our products under the McCormick and DaQiao® brands. In Australia, we market our spices and seasonings under the McCormick brand, our dessert products under the Aeroplane® brand, and packaged chilled herbs under the Gourmet Garden brand. In India, we market our spices and rice products under the Kohinor® brand. Elsewhere in the Asia/Pacific region, we market our products under the McCormick brand as well as other brands.

Our customers span a variety of retailers that include grocery, mass merchandise, warehouse clubs, discount and drug stores, and e-commerce retailers served directly and indirectly through distributors or wholesalers. In addition to marketing our branded products to these customers, we are also a leading supplier of private label items, also known as store brands.

Approximately half of our consumer segment sales are spices, herbs and seasonings. For these products, we are a category leader in our primary markets. There are numerous competitive brands of spices, herbs and seasonings in the U.S. and additional brands in international markets. Some are owned by large food manufacturers, while others are supplied by small privately-owned companies. In this competitive environment, we are leading with innovation and brand marketing, and applying our analytical tools to help customers optimize the profitability of their spice and seasoning sales while simultaneously working to increase our sales and profit.

**Flavor Solutions Segment.** In our flavor solutions segment, we provide a wide range of products to multinational food manufacturers and foodservice customers. The foodservice customers are supplied with branded, packaged products both directly and indirectly through distributors. We supply food manufacturers and foodservice customers with customized flavor solutions, and many of these customer relationships have been active for decades. Our range of flavor solutions remains one of the broadest in the industry and includes seasoning blends, spices and herbs, condiments, coating systems and compound flavors. In addition to a broad range of flavor solutions, our long-standing customer relationships are evidence of our effectiveness in building customer intimacy. Our customers benefit from our expertise in many areas, including sensory testing, culinary research, food safety and flavor application.

Our flavor solutions segment has a number of competitors. Some tend to specialize in a particular range of products and have a limited geographic reach. Other competitors include larger publicly held flavor companies that are more global in nature, but which also tend to specialize in a narrower range of flavor solutions than McCormick.

### **Raw Materials**

The most significant raw materials used in our business are dairy products, vanilla, pepper, capsicums (red peppers and paprika), garlic, onion, rice and wheat flour. Pepper and other spices and herbs are generally sourced from countries other than the United States. Other raw materials, like dairy products and onion, are primarily sourced locally, either within the United States or from our international locations. Because the raw materials are agricultural products, they are subject to fluctuations in market price and availability caused by weather, growing and harvesting conditions, market conditions, and other factors beyond our control.

We respond to this volatility in a number of ways, including strategic raw material purchases, purchases of raw material for future delivery, customer price adjustments and cost savings from our Comprehensive Continuous Improvement ("CCI") program.

### **Customers**

Our products are sold directly to customers and also through brokers, wholesalers and distributors. In the consumer segment, products are then sold to consumers under a number of brands through a variety of retail channels, including grocery, mass merchandise, warehouse clubs, discount and drug stores, and e-commerce. In the flavor solutions segment, products are used by food and beverage manufacturers as ingredients for their finished goods and by foodservice customers as ingredients for menu items to enhance the flavor of their foods. Customers for the flavor solutions segment include food manufacturers and the foodservice industry supplied both directly and indirectly through distributors.

We have a large number of customers for our products. Sales to one of our consumer segment customers, Wal-Mart Stores, Inc., accounted for approximately 11% of consolidated sales in 2019, 2018 and 2017. Sales to one of our flavor solutions segment customers, PepsiCo, Inc., accounted for approximately 10% in 2019 and 2018 and 11% of consolidated sales in 2017. In 2019, 2018 and 2017 the top three customers in our flavor solutions segment represented between 49% and 52% of our global flavor solutions sales.

The dollar amount of backlog orders for our business is not material to an understanding of our business, taken as a whole. No material portion of our business is subject to renegotiation of profits or termination of contracts or subcontracts at the election of the U.S. government.

### **Trademarks, Licenses and Patents**

We own a number of trademark registrations. Although in the aggregate these trademarks are material to our business, the loss of any one of those trademarks, with the exception of our "McCormick," "French's," "Frank's RedHot," "Lawry's," "Zatarain's," "Stubb's," "Club House," "Ducros," "Schwartz," "Vahiné," "OLD BAY," "Simply Asia," "Thai Kitchen," "Kitchen Basics," "Kamis," "Drogheria & Alimentari," "DaQiao," "Kohinoor" and "Gourmet Garden" trademarks, would not have a material adverse effect on our business. The "Mc – McCormick" trademark is extensively used by us in connection with the sale of our food products in the U.S. and certain non-U.S. markets. The terms of the trademark registrations are as prescribed by law, and the registrations will be renewed for as long as we deem them to be useful.

We have entered into a number of license agreements authorizing the use of our trademarks by affiliated and non-affiliated entities. The loss of these license agreements would not have a material adverse effect on our business. The term of the license agreements is generally three to five years or until such time as either party terminates the agreement. Those agreements with specific terms are renewable upon agreement of the parties.

We also own various patents, none of which are individually material to our business.

### **Seasonality**

Due to seasonal factors inherent in our business, our sales, income and cash from operations generally are lower in the first two quarters of the fiscal year, increase in the third quarter and are significantly higher in the fourth quarter due to the holiday season. This seasonality reflects customer and consumer buying patterns, primarily in the consumer segment.

### **Working Capital**

In order to meet increased demand for our consumer products during our fourth quarter, we usually build our inventories during the third quarter of the fiscal year. We generally finance working capital items (inventory and receivables) through short-term borrowings, which include the use of lines of credit and the issuance of commercial paper. For a description of our liquidity and capital resources, see note 6 of the accompanying financial statements and the "Liquidity and Financial Condition" section of "Management's Discussion and Analysis."

### **Competition**

Each segment operates in markets around the world that are highly competitive. In this competitive environment, our growth strategies include customer intimacy and product innovation based on consumer insights. Additionally, in the consumer segment, we are building brand recognition and loyalty through advertising and promotions.

### **Governmental Regulation**

We are subject to numerous laws and regulations around the world that apply to our global businesses. In the United States, the safety, production, transportation, distribution, advertising, labeling and sale of many of our products and their ingredients are subject to the Federal Food, Drug, and Cosmetic Act; the Food Safety Modernization Act; the Federal Trade Commission Act; state consumer protection laws; competition laws, anti-corruption laws, customs and trade laws; federal, state and local workplace health and safety laws; various federal, state and local environmental protection laws; and various other federal, state and local statutes and regulations. Outside the United States, our business is subject to numerous similar statutes, laws and regulatory requirements.

### **Environmental Regulations**

The cost of compliance with federal, state and local provisions related to protection of the environment has had no material effect on our business. There were no material capital expenditures for environmental control facilities in fiscal year 2019, and there are no material expenditures planned for such purposes in fiscal year 2020.

### **Employees**

We had approximately 12,400 full-time employees worldwide as of November 30, 2019. Our operations have not been affected significantly by work stoppages and, in the opinion of management, employee relations are good. We have approximately 300 employees covered by a collective bargaining contract in the United States. At our foreign subsidiaries, approximately 2,400 employees are covered by collective bargaining agreements or similar arrangements.

### **Information about our Executive Officers**

In addition to the executive officers described in the 2020 Proxy Statement incorporated by reference in Part III, Item 10 of this Report, the following individuals are also executive officers of McCormick: Lisa B. Manzone and Nneka L. Rimmer.

Ms. Manzone is 55 years old and, during the last five years, has held the following positions with McCormick: June 2015 to present—Senior Vice President, Human Relations; January 2015 to June 2015—Vice President Global Human Relations; January 2013 to January 2015—Vice President Compensation and Benefits.

Ms. Rimmer is 48 years old and, during the last five years, has held the following positions with McCormick: February 2019 to present—Senior Vice President, Business Transformation; August 2017 to February 2019—Senior Vice President, Strategy and Global Enablement; April 2015 to August 2017—Senior Vice President, Corporate Strategy and Development. Before joining McCormick in April 2015, Ms. Rimmer was Partner and Managing Director with the Boston Consulting Group where she had 13 years of experience designing, executing and leveraging successful large-scale transformational initiatives, working with large global consumer goods corporations.

### **Foreign Operations**

We are subject in varying degrees to certain risks typically associated with a global business, such as local economic and market conditions, exchange rate fluctuations, and restrictions on investments, royalties and dividends. In fiscal year 2019, approximately 40% of sales were from non-U.S. operations. For information on how

we manage some of these risks, see the “Market Risk Sensitivity” section of “Management’s Discussion and Analysis.”

### **Forward-Looking Information**

Certain statements contained in this report, including statements concerning expected performance such as those relating to net sales, earnings, cost savings, special charges, acquisitions, brand marketing support, volume and product mix, and income tax expense 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 raw material 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 Comprehensive Continuous Improvement (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 timing and costs of implementing our business transformation initiative, which includes the implementation of a global enterprise resource planning (ERP) system; the expected impact of accounting pronouncements; 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 those plans; the 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 authorizations.

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; actions by, and the financial condition of, competitors and customers; the longevity of mutually beneficial relationships with our large customers; business interruptions due to natural disasters or unexpected events; issues affecting the company’s supply chain and raw materials, including fluctuations in the cost and availability of raw and packaging materials; government regulation, and changes in legal and regulatory requirements and enforcement practices; the lack of successful acquisition and integration of new businesses, including the acquisition of RB Foods; global economic and financial conditions generally, including the pending exit of the U.K. from the European Union (Brexit), availability of financing, interest and inflation rates, and the imposition of tariffs, quotas, trade barriers and other similar restrictions; foreign currency fluctuations; 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 borrow or the cost of any such additional borrowing, our credit rating, and our ability to react to certain economic and industry conditions; assumptions we have made regarding the investment return on retirement plan assets, and the costs associated with pension obligations; 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; the company’s inability to successfully implement our business transformation initiative; fundamental changes in tax laws; including interpretations and assumptions we have made, and guidance that may be issued, regarding the U.S. Tax Act enacted on December 22, 2017 and volatility in our effective tax rate; climate change; infringement of intellectual property rights, and those of customers; litigation, legal and administrative proceedings; the company’s inability to achieve expected and/or needed cost savings or margin improvements; negative employee relations; and other risks described herein under Part I, Item 1A “Risk Factors.”

Actual results could differ materially from those projected in the forward-looking statements. We undertake 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.

### **Available Information**

Our principal corporate internet website address is: [www.mccormickcorporation.com](http://www.mccormickcorporation.com). We make available free of charge through our website our Annual Report on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K, and amendments to those reports filed or furnished pursuant to Section 13(a) or 15(d) of the Exchange Act as soon as reasonably practicable after such documents are electronically filed with, or furnished to, the United States Securities and Exchange Commission (the “SEC”). The SEC maintains an internet website at [www.sec.gov](http://www.sec.gov) that contains reports, proxy and information statements, and other information regarding McCormick. Our website

also includes our Corporate Governance Guidelines, Business Ethics Policy and charters of the Audit Committee, Compensation Committee, and Nominating/Corporate Governance Committee of our Board of Directors.

## ITEM 1A. RISK FACTORS

The following are certain risk factors that could affect our business, financial condition and results of operations. These risk factors should be considered in connection with evaluating the forward-looking statements contained in this Annual Report on Form 10-K because these factors could cause the actual results and conditions to differ materially from those projected in forward-looking statements. Before you buy our Common Stock or Common Stock Non-Voting, you should know that making such an investment involves risks, including the risks described below. Additional risks and uncertainties that are not presently known to us or are currently deemed to be immaterial also may materially adversely affect our business, financial condition, or results of operations in the future. If any of the risks actually occur, our business, financial condition or results of operations could be negatively affected. In that case, the trading price of our securities could decline, and you may lose part or all of your investment.

***Damage to our reputation or brand name, loss of brand relevance, increase in use of private label or other competitive brands by customers or consumers, or product quality or safety concerns could negatively impact our business, financial condition or results of operations.***

We have many iconic brands with long-standing consumer recognition. Our success depends on our ability to maintain our brand image for our existing products, extend our brands to new platforms, and expand our brand image with new product offerings.

We continually make efforts to maintain and improve relationships with our customers and consumers and to increase awareness and relevance of our brands through effective marketing and other measures. From time to time, our customers evaluate their mix of product offerings, and consumers have the option to purchase private label or other competitive products instead of our branded products. If a significant portion of our branded business was switched to private label or competitive products, it could have a material negative impact on our consumer segment.

Our reputation for manufacturing high-quality products is widely recognized. In order to safeguard that reputation, we have adopted rigorous quality assurance and quality control procedures which are designed to ensure the safety of our products. A serious breach of our quality assurance or quality control procedures, deterioration of our quality image, impairment of our customer or consumer relationships or failure to adequately protect the relevance of our brands may lead to litigation, customers purchasing from our competitors or consumers purchasing other brands or private label items that may or may not be manufactured by us, any of which could have a material negative impact on our business, financial condition or results of operations.

The food industry generally is subject to risks posed by food spoilage and contamination, product tampering, product recall, import alerts and consumer product liability claims. For instance, we may be required to recall certain of our products should they be mislabeled, contaminated or damaged, and certain of our raw materials could be blocked from entering the country if they were subject to government-imposed actions. We also may become involved in lawsuits and legal proceedings if it is alleged that the consumption of any of our products could cause injury or illness, or that any of our products are mislabeled or fail to meet applicable legal requirements (even if the allegation is untrue). A product recall, import alert or an adverse result in any such litigation, or negative perceptions regarding food products and ingredients, could result in our having to pay fines or damages, incur additional costs or cause customers and consumers in our principal markets to lose confidence in the safety and quality of certain products or ingredients, any of which could have a negative effect on our business or financial results and, depending upon the significance of the affected product, that negative effect could be material to our business or financial results. Negative publicity about these concerns, whether or not valid, may discourage customers and consumers from buying our products or cause disruptions in production or distribution of our products and adversely affect our business, financial condition or results of operations.

The rising popularity of social networking and other consumer-oriented technologies has increased the speed and accessibility of information dissemination (whether or not accurate), and, as a result, negative, inaccurate, or misleading posts or comments on websites may generate adverse publicity that could damage our reputation or brands.

***Customer consolidation, and competitive, economic and other pressures facing our customers, may put pressure on our operating margins and profitability.***

A number of our customers, such as supermarkets, warehouse clubs and food distributors, have consolidated in recent years and consolidation could continue. Such consolidation could present a challenge to margin growth and profitability in that it has produced large, sophisticated customers with increased buying power who are more capable of operating with reduced inventories; resisting price increases; demanding lower pricing, increased promotional programs and specifically tailored products; and shifting shelf space currently used for our products to private label and other competitive products. The economic and competitive landscape for our customers is constantly changing, such as the emergence of new sales channels like e-commerce, and our customers' responses to those changes could impact our business. Our flavor solutions segment may be impacted if the reputation or perception of the customers of our flavor solutions segment declines. These factors and others could have an adverse impact on our business, financial condition or results of operations.

***The inability to maintain mutually beneficial relationships with large customers could adversely affect our business.***

We have a number of major customers, including two large customers that, in the aggregate, constituted approximately 21% of our consolidated sales in 2019. The loss of either of these large customers or a material negative change in our relationship with these large customers or other major customers could have an adverse effect on our business.

***Disruption of our supply chain and issues regarding procurement of raw materials may negatively impact us.***

Our purchases of raw materials are subject to fluctuations in market price and availability caused by weather, growing and harvesting conditions, market conditions, governmental actions and other factors beyond our control. The most significant raw materials used by us in our business are dairy products, vanilla, pepper, capsicums (red peppers and paprika), garlic, onion, rice and wheat flour. While future price movements of raw material costs are uncertain, we seek to mitigate the market price risk in a number of ways, including strategic raw material purchases, purchases of raw material for future delivery, customer price adjustments and cost savings from our CCI program. We generally have not used derivatives to manage the volatility related to this risk. To the extent that we have used derivatives for this purpose, it has not been material to our business. Any actions we take in response to market price fluctuations may not effectively limit or eliminate our exposure to changes in raw material prices. Therefore, we cannot provide assurance that future raw material price fluctuations will not have a negative impact on our business, financial condition or operating results.

In addition, we may have very little opportunity to mitigate the risk of availability of certain raw materials due to the effect of weather on crop yield, government actions, political unrest in producing countries, action or inaction by suppliers in response to laws and regulations, changes in agricultural programs and other factors beyond our control. Therefore, we cannot provide assurance that future raw material availability will not have a negative impact on our business, financial condition or operating results.

Political, socio-economic and cultural conditions, as well as disruptions caused by terrorist activities or otherwise, could also create additional risks for regulatory compliance. Although we have adopted rigorous quality assurance and quality control procedures which are designed to ensure the safety of our imported products, we cannot provide assurance that such events will not have a negative impact on our business, financial condition or operating results.

***Our profitability may suffer as a result of competition in our markets.***

The food industry is intensely competitive. Competition in our product categories is based on price, product innovation, product quality, brand recognition and loyalty, effectiveness of marketing and promotional activity, and the ability to identify and satisfy consumer preferences. From time to time, we may need to reduce the prices for some of our products to respond to competitive and customer pressures, which may adversely affect our profitability. Such pressures could reduce our ability to take appropriate remedial action to address commodity and other cost increases.

***Laws and regulations could adversely affect our business.***

Food products are extensively regulated in most of the countries in which we sell our products. We are subject to numerous laws and regulations relating to the growing, sourcing, manufacturing, storage, labeling, marketing, advertising and distribution of food products, as well as laws and regulations relating to financial reporting requirements, the environment, consumer protection, competition, anti-corruption, privacy, relations with distributors

and retailers, foreign supplier verification, customs and trade laws, including the import and export of products and product ingredients, employment, and health and safety. Enforcement of existing laws and regulations, changes in legal requirements, and/or evolving interpretations of existing regulatory requirements may result in increased compliance costs and create other obligations, financial or otherwise, that could adversely affect our business, financial condition or operating results. Increased regulatory scrutiny of, and increased litigation involving, product claims and concerns regarding the attributes of food products and ingredients may increase compliance costs and create other obligations that could adversely affect our business, financial condition or operating results. Governments may also impose requirements and restrictions that impact our business, such as labeling disclosures pertaining to ingredients. For example, "Proposition 65, the Safe Drinking Water and Toxic Enforcement Act of 1986," in California exposes all food companies to the possibility of having to provide warnings on their products in that state. If we were required to add warning labels to any of our products or place warnings in locations where our products are sold in order to comply with Proposition 65, the sales of those products and other products of our company could suffer, not only in those locations but elsewhere.

In addition, there are various compliance obligations for companies that process personal data of certain individuals, including such obligations required by the European Union's General Data Protection Regulation ("GDPR"), which came into effect in May 2018, and the California Consumer Privacy Act ("CCPA"), which came into effect in January 2020. These types of data privacy laws create a range of new compliance obligations for companies that process personal data of certain individuals, and increases financial penalties for non-compliance. For example, the CCPA imposes requirements on companies that do business in California and collect personal information from customers, including notice, consent and service provider requirements. The CCPA also provides for civil penalties for companies that fail to comply with these requirements, as well as a private right of action for data breaches. Regulations to implement portions of the CCPA have not been finalized and could significantly impact CCPA compliance measures. As a company that is subject to data privacy laws, we bear the costs of compliance with them, including the GDPR and CCPA, and are subject to the potential for fines and penalties in the event of a breach of these laws, which continue to evolve. These factors and others could have an adverse impact on our business, financial condition or results of operations.

***Our operations may be impaired as a result of disasters, business interruptions or similar events.***

We could have an interruption in our business, loss of inventory or data, or be rendered unable to accept and fulfill customer orders as a result of a natural disaster, catastrophic event, epidemic or computer system failure. Natural disasters could include an earthquake, fire, flood, tornado or severe storm. A catastrophic event could include a terrorist attack. An epidemic could affect our operations, major facilities or employees' and consumers' health. In addition, some of our inventory and production facilities are located in areas that are susceptible to harsh weather; a major storm, heavy snowfall or other similar event could prevent us from delivering products in a timely manner. Production of certain of our products is concentrated in a single manufacturing site.

We cannot provide assurance that our disaster recovery plan will address all of the issues we may encounter in the event of a disaster or other unanticipated issue, and our business interruption insurance may not adequately compensate us for losses that may occur from any of the foregoing. In the event that a natural disaster, terrorist attack or other catastrophic event were to destroy any part of our facilities or interrupt our operations for any extended period of time, or if harsh weather or health conditions prevent us from delivering products in a timely manner, our business, financial condition or operating results could be adversely affected.

***We may not be able to successfully consummate and manage ongoing acquisition, joint venture and divestiture activities which could have an impact on our results.***

From time to time, we may acquire other businesses and, based on an evaluation of our business portfolio, divest existing businesses. These acquisitions, joint ventures and divestitures may present financial, managerial and operational challenges, including diversion of management attention from existing businesses, difficulty with integrating or separating personnel and financial and other systems, increased expenses and raw material costs, assumption of unknown liabilities and indemnities, and potential disputes with the buyers or sellers. In addition, we may be required to incur asset impairment charges (including charges related to goodwill and other intangible assets) in connection with acquired businesses which may reduce our profitability. If we are unable to consummate such transactions, or successfully integrate and grow acquisitions and achieve contemplated revenue synergies and cost savings, our financial results could be adversely affected. Additionally, joint ventures inherently involve a lesser degree of control over business operations, thereby potentially increasing the financial, legal, operational, and/or compliance risks.

***An impairment of the carrying value of goodwill or other indefinite-lived intangible assets could adversely affect our results.***

As of November 30, 2019, we had approximately \$4.5 billion of goodwill and approximately \$2.6 billion of other indefinite-lived intangible assets. Goodwill and indefinite-lived intangible assets are initially recorded at fair value and not amortized but are tested for impairment at least annually or more frequently if impairment indicators arise. We test goodwill at the reporting unit level by comparing the carrying value of the net assets of the reporting unit, including goodwill, to the unit's fair value. Similarly, we test indefinite-lived intangible assets by comparing the fair value of the assets to their carrying values. If the carrying values of the reporting unit or indefinite-lived intangible assets exceed their fair value, the goodwill or indefinite-lived intangible assets are considered impaired and reduced to their implied fair value or fair value, respectively. Factors that could result in an impairment include a change in revenue growth rates, operating margins, weighted average cost of capital, future economic and market conditions or assumed royalty rates. The impairment of our goodwill or indefinite-lived intangible assets may have a negative impact on our consolidated results of operations.

Because indefinite-lived intangible assets are recorded at fair value at the date of acquisition of the related business, indefinite-lived intangible assets associated with recent business acquisitions, particularly those acquired in recent low interest rate environments, such as RB Foods, are more susceptible to impairment in periods of rising interest rates than indefinite-lived intangible assets related to businesses acquired in periods of higher interest rates.

***Our foreign and cross-border operations are subject to additional risks.***

We operate our business and market our products internationally. In fiscal year 2019, approximately 40% of our sales were generated in foreign countries. Our foreign operations are subject to additional risks, including fluctuations in currency values, foreign currency exchange controls, discriminatory fiscal policies, compliance with U.S. and foreign laws, enforcement of remedies in foreign jurisdictions and other economic or political uncertainties. Several countries within the European Union continue to experience sovereign debt and credit issues which causes more volatility in the economic environment throughout the European Union and the United Kingdom ("U.K.") Additionally, international sales, together with finished goods and raw materials imported into the U.S., are subject to risks related to fundamental changes to tax laws as well as the imposition of tariffs, quotas, trade barriers and other similar restrictions. All of these risks could result in increased costs or decreased revenues, which could adversely affect our profitability.

***Fluctuations in foreign currency markets may negatively impact us.***

We are exposed to fluctuations in foreign currency in the following main areas: cash flows related to raw material purchases; the translation of foreign currency earnings to U.S. dollars; the effects of foreign currency on loans between subsidiaries and unconsolidated affiliates and on cash flows related to repatriation of earnings of unconsolidated affiliates. Primary exposures include the U.S. dollar versus the Euro, British pound sterling, Canadian dollar, Polish zloty, Australian dollar, Mexican peso, Chinese renminbi, Indian rupee and Thai baht, as well as the Euro versus the British pound sterling, Australian dollar and Swiss franc. We routinely enter into foreign currency exchange contracts to facilitate managing certain of these foreign currency risks. However, these contracts may not effectively limit or eliminate our exposure to a decline in operating results due to foreign currency exchange changes. Therefore, we cannot provide assurance that future exchange rate fluctuations will not have a negative impact on our business, financial position or operating results.

***The decision by British voters to exit the European Union may negatively impact our operations.***

The U.K. is currently negotiating the terms of its exit from the European Union ("Brexit"). In November 2018, the U.K. and the European Union agreed upon a draft Withdrawal Agreement that sets out the terms of the U.K.'s departure, including commitments on citizen rights after Brexit, a financial settlement from the U.K., and a transition period to allow time for a future trade deal to be agreed. After the U.K. Parliament failed to approve the Withdrawal Agreement in October 2019, European Union leaders granted the U.K. a three-month flexible Brexit extension, avoiding a no-deal exit on the previous deadline of October 31, 2019. On January 23, 2020, the Withdrawal Act, after clearing all stages in the U.K. Parliament, received royal assent from the Queen. Assuming approval by the European Parliament, the U.K. is expected to officially leave the European Union on January 31, 2020. Following its departure, the U.K. will enter a transition period until December 31, 2020 during which period of time the U.K.'s trading relationship with the European Union will remain largely the same while the two parties negotiate a free trade agreement as well as other aspects of the U.K.'s relationship with the European Union. The Withdrawal

Agreement allows the U.K./European Union Joint Committee to extend the transition period by up to two years, meaning that the terms and eventual date of the U.K.'s withdrawal remain highly uncertain.

If the U.K. leaves the European Union with no agreement ("hard Brexit"), it will likely have an adverse impact on labor and trade in addition to creating further short-term uncertainty and currency volatility. In the absence of a future trade deal, the U.K.'s trade with the European Union and the rest of the world would be subject to tariffs and duties set by the World Trade Organization. Current volatility and tariffs and duties on trade may also occur under any trade agreement negotiated between the U.K. and the European Union, depending on the agreement's terms. Additionally, under a hard Brexit or a negotiated trade agreement, the movement of goods between the U.K. and the remaining member states of the European Union may be subject to additional inspections and documentation checks, leading to possible delays at ports of entry and departure. These changes to the trading relationship between the U.K. and European Union would likely result in increased cost of goods imported into and exported from the U.K. and may decrease the profitability of our U.K. and other operations. Additional currency volatility could drive a weaker British pound, which increases the cost of goods imported into our U.K. operations and may decrease the profitability of our U.K. operations. A weaker British pound versus the U.S. dollar also causes local currency results of our U.K. operations to be translated into fewer U.S. dollars during a reporting period. With a range of outcomes still possible, the impact from Brexit remains uncertain and will depend, in part, on the final outcome of tariff, trade, regulatory and other negotiations.

***Increases in interest rates or changes in our credit ratings may negatively impact us.***

On November 30, 2019, we had total outstanding variable rate debt of approximately \$882 million, including \$601 million of short-term borrowings, at a weighted-average interest rate of approximately 2.6%. The interest rates under our term loans and revolving credit facilities can vary based on our credit ratings. Our policy is to manage our interest rate risk by entering into both fixed and variable rate debt arrangements. We also use interest rate swaps to minimize worldwide financing cost and to achieve a desired mix of fixed and variable rate debt. We utilize derivative financial instruments to enhance our ability to manage risk, including interest rate exposures that exist as part of our ongoing business operations. We do not enter into contracts for trading purposes, nor are we a party to any leveraged derivative instruments. Our use of derivative financial instruments is monitored through regular communication with senior management and the utilization of written guidelines. However, our use of these instruments may not effectively limit or eliminate our exposure to changes in interest rates. Therefore, we cannot provide assurance that future credit rating or interest rate changes will not have a material negative impact on our business, financial position or operating results.

***Our credit ratings impact the cost and availability of future borrowings and, accordingly, our cost of capital.***

Our credit ratings reflect each rating organization's opinion of our financial strength, operating performance and ability to meet our debt obligations. Our credit ratings were downgraded following our financing of the acquisition of RB Foods in August 2017, and any reduction in our credit ratings may limit our ability to borrow at interest rates consistent with the interest rates that were available to us prior to that acquisition and the related financing transactions. If our credit ratings are further downgraded or put on watch for a potential downgrade, we may not be able to sell additional debt securities or borrow money in the amounts, at the times or interest rates or upon the more favorable terms and conditions that might be available if our current credit ratings were maintained.

***We have incurred additional indebtedness to finance the acquisition of RB Foods and may not be able to meet our debt service requirements.***

After financing our acquisition of RB Foods, we have a significant amount of indebtedness outstanding. As of November 30, 2019, the indebtedness of McCormick and its subsidiaries is approximately \$4.3 billion. This substantial level of indebtedness could have important consequences to our business, including, but not limited to:

- increasing our debt service obligations, making it more difficult for us to satisfy our obligations;
- limiting our ability to borrow additional funds and increasing the cost of any such borrowing;
- increasing our exposure to negative fluctuations in interest rates;
- subjecting us to financial and other restrictive covenants, the non-compliance with which could result in an event of default;
- increasing our vulnerability to, and reducing our flexibility to respond to, general adverse economic and industry conditions;
- limiting our flexibility in planning for, or reacting to, changes in our business and the industry in which we operate; and
- placing us at a competitive disadvantage as compared to our competitors, to the extent that they are not as highly leveraged.

***The deterioration of credit and capital markets may adversely affect our access to sources of funding.***

We rely on our revolving credit facilities, or borrowings backed by these facilities, to fund a portion of our seasonal working capital needs and other general corporate purposes. If any of the banks in the syndicates backing these facilities were unable to perform on its commitments, our liquidity could be impacted, which could adversely affect funding of seasonal working capital requirements. We engage in regular communication with all of the banks participating in our revolving credit facilities. During these communications, none of the banks have indicated that they may be unable to perform on their commitments. In addition, we periodically review our banking and financing relationships, considering the stability of the institutions, pricing we receive on services and other aspects of the relationships. Based on these communications and our monitoring activities, we believe the likelihood of one of our banks not performing on its commitment is remote.

In addition, global capital markets have experienced volatility in the past that has tightened access to capital markets and other sources of funding, and such volatility and tightened access could reoccur in the future. In the event that we need to access the capital markets or other sources of financing, there can be no assurance that we will be able to obtain financing on acceptable terms or within an acceptable time period. Our inability to obtain financing on acceptable terms or within an acceptable time period could have an adverse impact on our operations, financial condition and liquidity.

***The uncertainty regarding the potential phase-out of LIBOR may negatively impact our operating results.***

LIBOR, the interest rate benchmark used as a reference rate on our variable rate debt, including our revolving credit facility, interest rate swaps, and cross currency interest rate swaps is expected to be phased out after 2021, when private-sector banks are no longer required to report the information used to set the rate. Without this data, LIBOR may no longer be published, or the lack of quality and quantity of data may cause the rate to no longer be representative of the market. At this time, no consensus exists as to what rate or rates will become accepted alternatives to LIBOR, although the U.S. Federal Reserve, in connection with the Alternative Reference Rates Committee, a steering committee comprised of large U.S. financial institutions, is considering replacing U.S. dollar LIBOR with the Secured Overnight Financing Rate ("SOFR"). SOFR is a more generic measure than LIBOR and considers the cost of borrowing cash overnight, collateralized by U.S. Treasury securities. Given the inherent differences between LIBOR and SOFR or any other alternative benchmark rate that may be established, there are many uncertainties regarding a transition from LIBOR, including but not limited to the need to amend all contracts with LIBOR as the referenced rate and how this will impact the Company's cost of variable rate debt and certain derivative financial instruments. The Company will also need to consider new contracts and if they should reference an alternative benchmark rate or include suggested fallback language, as published by the Alternative Reference Rates Committee. The consequences of these developments with respect to LIBOR cannot be entirely predicted and span multiple future periods but could result in an increase in the cost of our variable rate debt or derivative financial instruments which may be detrimental to our financial position or operating results.

***We face risks associated with certain pension assets and obligations.***

We hold investments in equity and debt securities in our qualified defined benefit pension plans and in a rabbi trust for our U.S. non-qualified pension plan. Deterioration in the value of plan assets resulting from a general financial downturn or otherwise, or an increase in the actuarial valuation of the plans' liability due to a low interest rate environment, could cause (or increase) an underfunded status of our defined benefit pension plans, thereby increasing our obligation to make contributions to the plans. An obligation to make contributions to pension plans could reduce the cash available for working capital and other corporate uses, and may have an adverse impact on our operations, financial condition and liquidity.

***Uncertain global economic conditions expose us to credit risks from customers and counterparties.***

Consolidations in some of the industries in which our customers operate have created larger customers, some of which are highly leveraged. In addition, competition has increased with the growth in alternative channels through our customer base. These factors have caused some customers to be less profitable and increased our exposure to credit risk. Current credit markets are volatile, and some of our customers and counterparties are highly leveraged. A significant adverse change in the financial and/or credit position of a customer or counterparty could require us to assume greater credit risk relating to that customer or counterparty and could limit our ability to collect receivables. This could have an adverse impact on our financial condition and liquidity.

***Our operations and reputation may be impaired if our information technology systems fail to perform adequately or if we are the subject of a data breach or cyber-attack.***

Our information technology systems are critically important to operating our business. We rely on our information technology systems, some of which are or may be managed or hosted by or out-sourced to third party service providers, to manage our business data, communications, supply chain, order entry and fulfillment, and other business processes. If we do not allocate and effectively manage the resources necessary to build, sustain, and protect appropriate information technology systems and infrastructure, or we do not effectively implement system upgrades or oversee third party service providers, our business or financial results could be negatively impacted. The failure of our information technology systems to perform as we anticipate could disrupt our business and could result in transaction or reporting errors, processing inefficiencies and the loss of sales and customers, causing our business and results of operations to suffer.

Furthermore, our information technology systems are subject to cyber-attacks or other security incidents, service disruptions, or other system or process failures. Such incidents could result in unauthorized access to information including customer, consumer or other company confidential data as well as disruptions to operations. We have experienced in the past, and expect to continue to experience, cybersecurity threats and incidents, although to date none has been material. To address the risks to our information technology systems and data, we maintain an information security program that includes updating technology, developing security policies and procedures, implementing and assessing the effectiveness of controls, conducting risk assessments of third party service providers and designing business processes to mitigate the risk of such breaches. There can be no assurance that these measures will prevent or limit the impact of a future incident. Moreover, the development and maintenance of these measures requires continuous monitoring as technologies change and efforts to overcome security measures evolve. If we are unable to prevent or adequately respond to and resolve an incident, it may have a material, negative impact on our operations or business reputation, and we may experience other adverse consequences such as loss of assets, remediation costs, litigation, regulatory investigations, and the failure by us to retain or attract customers following such an event. Additionally, we rely on services provided by third-party vendors for certain information technology processes and functions, which makes our operations vulnerable to a failure by any one of these vendors to perform adequately or maintain effective internal controls.

***If we are not able to successfully implement our business transformation initiative or utilize information technology systems and networks effectively, our ability to conduct our business may be negatively impacted.***

We continue to implement our multi-year business transformation initiative to execute significant change to our global processes, capabilities and operating model, including in our Global Enablement (GE) organization, in order to provide a scalable platform for future growth, while reducing costs. As technology provides the backbone for greater process alignment, information sharing and scalability, we are also making investments in our information systems, including the multi-year program to replace our enterprise resource planning (ERP) system currently underway, which includes the transformation of our financial processing systems to enterprise-wide systems solutions. These systems implementations are part of our ongoing business transformation initiative, and we plan to implement these systems throughout all parts of our businesses. If we do not allocate and effectively manage the resources necessary to build and sustain the proper information technology infrastructure, or if we fail to achieve the expected benefits from this initiative, it may impact our ability to process transactions accurately and efficiently and remain in step with the changing needs of our business, which could result in the loss of customers and revenue. In addition, failure to either deliver the applications on time, or anticipate the necessary readiness and training needs, could lead to business disruption and loss of customers and revenue. In connection with these implementations and resulting business process changes, we continue to enhance the design and documentation of business processes and controls, including our internal control over financial reporting processes, to maintain effective controls over our financial reporting.

We utilize cloud-based services and systems and networks managed by third-party vendors to process, transmit and store information and to conduct certain of our business activities and transactions with employees, customers, vendors and other third parties. Our utilization of these cloud-based services and systems will increase as we implement our business transformation initiatives. If any of these third-party service providers or vendors do not perform effectively, or if we fail to adequately monitor their performance (including compliance with service-level agreements or regulatory or legal requirements), we may not be able to achieve expected cost savings, we may have to incur additional costs to correct errors made by such service providers, our reputation could be harmed or we could be subject to litigation, claims, legal or regulatory proceedings, inquiries or investigations. Depending on the function involved, such errors may also lead to business disruption, processing inefficiencies, the loss of or damage to intellectual property or sensitive data through security breaches or otherwise, incorrect or adverse effects on financial reporting, litigation or remediation costs, or damage to our reputation, which could have a

negative impact on employee morale. In addition, the management of multiple third-party service providers increases operational complexity and decreases our control.

***The global nature of our business, changes in tax legislation and the resolution of tax uncertainties create volatility in our effective tax rate.***

As a global business, our tax rate from period to period can be affected by many factors, including changes in tax legislation, our global mix of earnings, the tax characteristics of our income, the timing and recognition of goodwill impairments, acquisitions and dispositions, adjustments to our reserves related to uncertain tax positions, changes in valuation allowances and the portion of the income of foreign subsidiaries that we expect to remit to the U.S. and that will be taxable.

In addition, significant judgment is required in determining our effective tax rate and in evaluating our tax positions. We establish accruals for certain tax contingencies when, despite the belief that our tax return positions are appropriately supported, the positions are uncertain. The tax contingency accruals are adjusted in light of changing facts and circumstances, such as the progress of tax audits, case law and emerging legislation. Our effective tax rate includes the impact of tax contingency accruals and changes to those accruals, including related interest and penalties, as considered appropriate by management. When particular matters arise, a number of years may elapse before such matters are audited and finally resolved. Favorable resolution of such matters could be recognized as a reduction to our effective tax rate in the year of resolution. Unfavorable resolution of any particular issue could increase the effective tax rate and may require the use of cash in the year of resolution.

***Climate change may negatively affect our business, financial condition and results of operations.***

Unseasonable or unusual weather or long-term climate changes may negatively impact the price or availability of spices, herbs and other raw materials. There is concern that greenhouse gases in the atmosphere may have an adverse impact on global temperatures, weather patterns and the frequency and severity of extreme weather and natural disasters. In the event that such climate change has a negative effect on agricultural productivity or practices, we may be subject to decreased availability or less favorable pricing for certain commodities that are necessary for our products. In addition, such climate change may result in modifications to the eating preferences of the ultimate consumers of certain of our products, which may also unfavorably impact our sales and profitability.

***Our intellectual property rights, and those of our customers, could be infringed, challenged or impaired, and reduce the value of our products and brands or our business with customers.***

We possess intellectual property rights that are important to our business, and we are provided access by certain customers to particular intellectual property rights belonging to such customers. These intellectual property rights include ingredient formulas, trademarks, copyrights, patents, business processes and other trade secrets which are important to our business and relate to some of our products, our packaging, the processes for their production, and the design and operation of equipment used in our businesses. We protect our intellectual property rights, and those of certain customers, globally through a variety of means, including trademarks, copyrights, patents and trade secrets, third-party assignments and nondisclosure agreements, and monitoring of third-party misuses of intellectual property. If we fail to obtain or adequately protect our intellectual property (and the intellectual property of customers to which we have been given access), the value of our products and brands could be reduced and there could be an adverse impact on our business, financial condition and results of operations.

***Litigation, legal or administrative proceedings could have an adverse impact on our business and financial condition or damage our reputation.***

We are party to a variety of legal claims and proceedings in the ordinary course of business. Since litigation is inherently uncertain, there is no guarantee that we will be successful in defending ourselves against such claims or proceedings, or that management's assessment of the materiality or immateriality of these matters, including any reserves taken in connection with such matters, will be consistent with the ultimate outcome of such claims or proceedings. In the event that management's assessment of the materiality or immateriality of current claims and proceedings proves inaccurate, or litigation that is material arises in the future, there may be a material adverse effect on our financial condition. Any adverse publicity resulting from allegations made in litigation claims or legal or administrative proceedings (even if untrue) may also adversely affect our reputation. These factors and others could have an adverse impact on our business and financial condition or damage our reputation.

***Streamlining actions to reduce fixed costs, simplify or improve processes, and improve our competitiveness may have a negative effect on employee relations.***

We regularly evaluate whether to implement changes to our organization structure to reduce fixed costs, simplify or improve processes, and improve our competitiveness, and we expect to continue to evaluate such actions in the future. From time to time, those changes are of such significance that we may transfer production from one manufacturing facility to another; transfer certain selling and administrative functions from one location to another; eliminate certain manufacturing, selling and administrative positions; and exit certain businesses or lines of business. These actions may result in a deterioration of employee relations at the impacted locations or elsewhere in McCormick.

***If we are unable to fully realize the benefits from our CCI program, our financial results could be negatively affected.***

Our future success depends in part on our ability to be an efficient producer in a highly competitive industry. Any failure by us to achieve our planned cost savings and efficiencies under our CCI program, an ongoing initiative to improve productivity and reduce costs throughout the organization, or other similar programs, could have an adverse effect on our business, results of operations and financial position.

***The declaration, payment and amount of dividends is made at the discretion of our board of directors and depends on a number of factors.***

The declaration, payment and amount of any dividends is made pursuant to our dividend policy and is subject to final determination each quarter by our board of directors in its discretion based on a number of factors that it deems relevant, including our financial position, results of operations, available cash resources, cash requirements and alternative uses of cash that our board of directors may conclude would be in the best interest of the company and our shareholders. Our dividend payments are subject to solvency conditions established by the Maryland General Corporation Law. Accordingly, there can be no assurance that any future dividends will be equal or similar in amount to any dividends previously paid or that our board of directors will not decide to reduce, suspend or discontinue the payment of dividends at any time in the future.

## **ITEM 1B. UNRESOLVED STAFF COMMENTS**

None.

## **ITEM 2. PROPERTIES**

Our principal executive offices and primary research facilities are leased and owned, respectively, and are located in suburban Baltimore, Maryland.

The following is a list of our principal manufacturing properties, all of which are owned except for the facilities in Commerce, California; Lakewood, New Jersey; Melbourne, Australia; Florence, Italy; and a portion of the facility in Littleborough, England, which are leased. The manufacturing facilities that we own in Guangzhou, Shanghai and Wuhan, China are each located on land subject to long-term leases:

United States:

- Hunt Valley, Maryland—consumer and flavor solutions  
(3 principal plants)
- Gretna, Louisiana—consumer and flavor solutions
- South Bend, Indiana—consumer and flavor solutions
- Atlanta, Georgia—flavor solutions
- Commerce, California—consumer
- Irving, Texas—flavor solutions
- Lakewood, New Jersey—flavor solutions
- Springfield, Missouri—consumer and flavor solutions

Canada:

- London, Ontario—consumer and flavor solutions

Mexico:

- Cuautitlan de Romero Rubio—flavor solutions

United Kingdom:  
Haddenham, England—consumer and flavor solutions  
Littleborough, England—flavor solutions

France:  
Carpentras—consumer and flavor solutions  
Monteux—consumer and flavor solutions

Poland:  
Stefanowo—consumer

Italy:  
Florence—consumer and flavor solutions (3 principal plants)

China:  
Guangzhou—consumer and flavor solutions  
Shanghai—consumer and flavor solutions  
Wuhan—consumer

Australia:  
Melbourne—consumer and flavor solutions  
Palmwoods—consumer (2 principal plants)

India:  
New Delhi—consumer

Thailand:  
Chonburi—consumer and flavor solutions

In addition to distribution facilities and warehouse space available at our manufacturing facilities, we lease regional distribution facilities as follows (i) in the U.S.: Belcamp and Aberdeen, Maryland; Salinas, California; Byhalia, Mississippi; Irving, Texas; and Springfield, Missouri; (ii) in Canada: Mississauga and London, Ontario; (iii) in Heywood, U.K. and (iv) in Gennevilliers, France. We also own distribution facilities in Belcamp, Maryland and Monteux, France. In addition, we own, lease or contract other properties used for manufacturing consumer and flavor solutions products and for sales, warehousing, distribution and administrative functions.

We believe our plants are well maintained and suitable for their intended use. We further believe that these plants generally have adequate capacity or the ability to expand, and can accommodate seasonal demands, changing product mixes and additional growth.

### **ITEM 3. LEGAL PROCEEDINGS**

There are no material pending legal proceedings in which we or any of our subsidiaries are a party or to which any of our or their property is the subject.

### **ITEM 4. MINE SAFETY DISCLOSURES**

Not Applicable.

## **PART II.**

### **ITEM 5. MARKET FOR REGISTRANT'S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES**

Our Common Stock and Common Stock Non-Voting are listed and traded on the New York Stock Exchange ("NYSE"). Our Common Stock and Common Stock Non-Voting trade under the ticker symbols MKCV and MKC, respectively. We have disclosed in note 17 of the accompanying financial statements the information relating to the dividends declared and paid on our classes of common stock. The market price of our common stock at the close of business on December 31, 2019 was \$171.07 per share for the Common Stock and \$169.73 per share for the Common Stock Non-Voting.

The approximate number of holders of our common stock based on record ownership as of December 31, 2019 was as follows:

Title of class	Approximate number of record holders
Common Stock, no par value	2,000
Common Stock Non-Voting, no par value	9,400

The following table summarizes our purchases of Common Stock (CS) and Common Stock Non-Voting (CSNV) during the fourth quarter of 2019:

#### ISSUER PURCHASES OF EQUITY SECURITIES

Period	Total number of shares purchased	Average price paid per share	Total number of shares purchased as part of publicly announced plans or programs	Approximate dollar value of shares that may yet be purchased under the plans or programs
September 1, 2019 to September 30, 2019	CS-0 CSNV-0	-	-	\$50 million
October 1, 2019 to October 31, 2019	CS-0 CSNV-72,000	- \$161.96	- 72,000	\$38 million
November 1, 2019 to November 30, 2019	CS-0 CSNV-40,500	- \$160.22	- 40,500	\$632 million <sup>(1)</sup>
Total	CS-0 CSNV-112,500	- \$161.33	- 112,500	\$632 million

(1) Includes an additional \$600 million of share repurchase authorization approved by our board of directors in November 2019.

As of November 30, 2019, approximately \$32 million remained of a \$600 million share repurchase authorization approved by the Board of Directors in March 2015. An additional \$600 million share repurchase program was authorized by our Board of Directors in November 2019. The timing and amount of any shares repurchased is determined by our management based on its evaluation of market conditions and other factors.

In certain circumstances, we issue shares of CS in exchange for shares of CSNV, or issue shares of CSNV in exchange for shares of CS, in either case pursuant to the exemption from registration provided by Section 3(a)(9) of the Securities Act of 1933, as amended. Typically, these exchanges are made in connection with the administration of our employee benefit plans, executive compensation programs and dividend reinvestment/direct purchase plans. The number of shares issued in an exchange is generally equal to the number of shares received in the exchange, although the number may differ slightly to the extent necessary to comply with the requirements of the Employee Retirement Income Security Act of 1974. During fiscal 2019, we issued 1,563,804 shares of CSNV in exchange for shares of CS and issued 2,268 shares of CS in exchange for shares of CSNV.

**ITEM 6. SELECTED FINANCIAL DATA**  
**HISTORICAL FINANCIAL SUMMARY**

(millions except per share and percentage data)	2019	2018	2017	2016	2015
<b>For the Year</b>					
Net sales <sup>(1)</sup>	\$ 5,347.4	\$ 5,302.8	\$ 4,730.3	\$ 4,313.9	\$ 4,296.3
Operating income <sup>(1)</sup>	957.7	891.1	699.8	649.4	548.4
Income from unconsolidated operations	40.9	34.8	33.9	36.1	36.7
Net income	702.7	933.4	477.4	472.3	401.6
<b>Per Common Share</b>					
Earnings per share—basic	\$ 5.30	\$ 7.10	\$ 3.77	\$ 3.73	\$ 3.14
Earnings per share—diluted	5.24	7.00	3.72	3.69	3.11
Common dividends declared	2.33	2.13	1.93	1.76	1.63
Closing price, non-voting shares—end of year	169.25	150.00	102.18	91.20	85.92
Book value per share	26.02	24.09	19.62	13.07	13.25
<b>At Year-End</b>					
Total assets <sup>(2)</sup>	\$ 10,362.1	\$ 10,256.4	\$ 10,385.8	\$ 4,635.9	\$ 4,472.6
Current debt	698.4	643.5	583.2	393.2	343.0
Long-term debt <sup>(2)</sup>	3,625.8	4,052.9	4,443.9	1,054.0	1,051.4
Shareholders' equity	3,456.7	3,182.2	2,570.9	1,638.1	1,686.9
<b>Other Financial Measures</b>					
Percentage of net sales <sup>(1)</sup>					
Gross profit <sup>(1)</sup>	40.1%	39.5%	37.9%	38.1%	40.4%
Operating income <sup>(1)</sup>	17.9%	16.8%	14.8%	15.1%	12.8%
Capital expenditures	\$ 173.7	\$ 169.1	\$ 182.4	\$ 153.8	\$ 128.4
Depreciation and amortization	158.8	150.7	125.2	108.7	105.9
Common share repurchases	95.1	62.3	137.8	242.7	145.8
Dividends paid	302.2	273.4	237.6	217.8	204.9
Average shares outstanding					
Basic	132.6	131.5	126.8	126.6	128.0
Diluted	134.1	133.2	128.4	128.0	129.2

<sup>(1)</sup> Amounts set forth above for Net sales, Operating income, Percentage of net sales - Gross profit, and Percentage of net sales - Operating income for the fiscal years ended 2019-2016 have been recast to reflect the provisions of ASC 606, which we adopted in fiscal 2019 on a full retrospective basis. Amounts set forth above for Operating income, Percentage of net sales - Gross profit, and Percentage of net sales - Operating income for the fiscal years ended 2019-2016 have also been recast to reflect the provisions of ASU 2017-07 regarding the presentation of net periodic pension cost and net periodic postretirement cost. Amounts set forth for the same items in the fiscal year ended 2015 are presented in accordance with guidance in effect in that fiscal year.

<sup>(2)</sup> Total assets and Long-term debt for the fiscal year ended 2015 reflect the provisions of Accounting Standards Updates 2015-03, related to the presentation of debt issuance costs, and 2015-17, related to the classification of deferred tax assets and liabilities, both of which we adopted as of November 30, 2016.

The historical financial summary includes the impact of certain items that affect the comparability of financial results year to year. The net impact of these items is reflected in the following table:

(millions except per share data)	2019	2018	2017	2016	2015
Operating income <sup>(1)</sup>	\$ (20.8)	\$ (38.8)	\$ (83.9)	\$ (16.0)	\$ (65.5)
Net income <sup>(2)</sup>	(14.6)	271.4	(69.3)	(11.1)	(47.9)
Earnings per share—diluted	(0.11)	2.03	(0.54)	(0.09)	(0.37)

<sup>(1)</sup> In 2019, 2018, 2017, 2016 and 2015, we recorded special charges related to the completion of organization and streamlining actions, including, for 2016 and 2015, special charges related to the discontinuance of bulk-packaged and

broken basmati rice product lines for our business in India. In 2018 and 2017, we recorded transaction and integration expenses related to our acquisition of RB Foods.

(2) In 2019 and 2018, we recorded a non-recurring benefit from the U.S. Tax Act of \$1.5 million and \$301.5 million, respectively.

## ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

### Overview

The following Management's Discussion and Analysis of Financial Condition and Results of Operations (MD&A) is intended to help the reader understand McCormick & Company, Incorporated, our operations and our present business environment. MD&A is provided as a supplement to, and should be read in conjunction with, our financial statements and the accompanying notes thereto contained in Item 8 of this report. We use certain non-GAAP information that we believe is important for purposes of comparison to prior periods and development of future projections and earnings growth prospects. This information is also used by management to measure the profitability of our ongoing operations and analyze our business performance and trends. The dollar and share information in the charts and tables in the MD&A are in millions, except per share data.

McCormick is a global leader in flavor. The company manufactures, markets and distributes spices, seasoning mixes, condiments and other flavorful products to the entire food industry—retailers, food manufacturers and foodservice businesses. We manage our business in two operating segments, consumer and flavor solutions, as described in Item 1 of this report.

Our long-term annual growth objectives in constant currency are to increase sales 4% to 6%, increase adjusted operating income 7% to 9% and increase adjusted earnings per share 9% to 11%.

**Sales growth:** Over time, we expect to grow sales with similar contributions from: 1) our base business—driven by brand marketing support, customer intimacy, expanded distribution and category growth; 2) new products; and 3) acquisitions.

**Base business**—We expect to drive sales growth by optimizing our brand marketing investment through improved speed, quality and effectiveness. We measure the return on our brand marketing investment and have identified digital marketing as one of our highest return investments in brand marketing support. Through digital marketing, we are connecting with consumers in a personalized way to deliver recipes, provide cooking advice and discover new products.

**New Products**—For our consumer segment, we believe that scalable and differentiated innovation continues to be one of the best ways to distinguish our brands from our competition, including private label. We are introducing products for every type of cooking occasion, from gourmet, premium items to convenient and value-priced flavors.

For flavor solutions customers, we are developing seasonings for snacks and other food products, as well as flavors for new menu items. We have a solid pipeline of flavor solutions aligned with our customers' new product launch plans, many of which include "better-for-you" innovation. With over 20 product innovation centers around the world, we are supporting the growth of our brands and those of our flavor solutions customers with products that appeal to local consumers.

**Acquisitions**—Acquisitions are expected to approximate one-third of our sales growth over time. Since the beginning of 2015, we have completed seven acquisitions, which are driving sales in both our consumer and flavor solutions segments. We focus on acquisition opportunities that meet the growing demand for flavor and health. Geographically, our focus is on acquisitions that build scale where we currently have presence in both developed and emerging markets. Our acquisitions have included bolt-on opportunities and the August 17, 2017 acquisition of Reckitt Benckiser's Food Division ("RB Foods") from Reckitt Benckiser Group plc. for approximately \$4.2 billion, net of acquired cash. The acquired market-leading brands of RB Foods include French's®, Frank's RedHot® and Cattlemen's®, which are a natural strategic fit with our robust global branded flavor portfolio. We believe that these additions move us to a leading position in the attractive U.S. condiments category and provide significant international growth opportunities for our consumer and flavor solutions segments.

The RB Foods acquisition resulted in acquisitions contributing more than one-third of our sales growth in 2018 and 2017.

Cost savings and business transformation: We are fueling our investment in growth with cost savings from our CCI program, an ongoing initiative to improve productivity and reduce costs throughout the organization, that also includes savings from the organization and streamlining actions described in note 3 of the accompanying financial statements. In addition to funding brand marketing support, product innovation and other growth initiatives, our CCI program helps offset higher costs and is contributing to higher operating income and earnings per share.

We are making investments to build the McCormick of the future, including in our Global Enablement (GE) organization to transform McCormick through globally aligned, innovative services to enable growth. As more fully described in note 3 of notes to our consolidated financial statements, we expect to incur special charges of approximately \$60 million to \$65 million associated with our GE initiative of which approximately \$38 million have been recognized through November 30, 2019. As technology provides the backbone for this greater process alignment, information sharing and scalability, we are also making investments in our information systems. In 2019, we have progressed in implementing our global enterprise resource planning (ERP) replacement program which will enable us to accelerate the transformation of our ways of working and provide a scalable platform for growth. We expect that, in total over the course of the ERP replacement program from late 2018 through 2022, we will invest from approximately \$300 million to \$350 million, including expenses related to the go-live activities in our operations, to enable the anticipated completion of the global roll out of our new information technology platform in 2022. Of that projected, \$300 million to \$350 million, we expect capitalized software to account for approximately 40% and program expenses to account for approximately 60%. Of the approximately \$180 million to \$210 million of operating expenses included in our projected total spending related to our ERP replacement program, approximately \$20 million have been recognized through November 30, 2019.

The GE initiative is expected to generate annual savings, ranging from approximately \$45 million to \$55 million, once all actions are implemented, including those that are dependent on the replacement of our global ERP platform.

Cash flow: We continue to generate strong cash flow. Net cash provided by operating activities reached \$946.8 million in 2019, an increase of \$125.6 million from the \$821.2 million realized in 2018. In 2019, we continued to have a balanced use of cash for debt repayment, capital expenditures and the return of cash to shareholders through dividends and share repurchases. We are using our cash to fund shareholder dividends, with annual increases in each of the past 34 years, and to fund capital expenditures, acquisitions and share repurchases. In 2019, the return of cash to our shareholders through dividends and share repurchases was \$397.3 million.

On a long-term basis, we expect a combination of acquisitions and share repurchases to add about 2% to earnings per share growth.

In 2019, we achieved further growth of our business with net sales rising 0.8% over the 2018 level due to the following factors:

- We grew volume and product mix, with increases in both our consumer and flavor solutions segments. This added 2.5% of sales growth. The increases were driven by new products as well as growth in the base business.
- Pricing actions contributed 0.2% of the increase in net sales.
- Net sales growth was negatively impacted by fluctuations in currency rates that reduced sales growth by 1.9%. Excluding this impact, we grew sales 2.7% on a constant currency basis.

Operating income was \$957.7 million in 2019 and \$891.1 million in 2018. We recorded \$20.8 million and \$16.3 million of special charges in 2019 and 2018, respectively, related to organization and streamlining actions. In 2018, we also recorded \$22.5 million of transaction and integration expenses related to our acquisition of RB Foods that reduced operating income. In 2019, compared to the year-ago period, the favorable impact of higher sales, \$118.9 million of cost savings from our CCI program, including organization and streamlining actions, and the impact of the previously mentioned 2018 integration costs more than offset increased conversion costs, higher stock-based compensation expense, and the unfavorable impact of foreign currency exchange rates. Excluding special charges together with, for 2018, transaction and integration expenses related to our acquisition of RB Foods, adjusted operating income was \$978.5 million in 2019, an increase of 5.2%, compared to \$929.9 million in the year-ago period. In constant currency, adjusted operating income rose 6.7%. For further details and a reconciliation of non-GAAP to reported amounts, see Non-GAAP Financial Measures.

Diluted earnings per share was \$5.24 in 2019 and \$7.00 in 2018. The year-on-year decrease in earnings per share was driven mainly by the significant reduction in the non-recurring benefit of the U.S. Tax Act and, to a much smaller extent, by a higher amount of shares outstanding and by increased special charges in 2019 as compared to 2018. Those unfavorable impacts in 2019 were partially offset by higher operating income as previously described, by the absence of transaction and integration expenses, by lower interest expense and by higher income from unconsolidated operations in 2019 as compared to 2018. Special charges lowered earnings per share by \$0.12 and \$0.10 in 2019 and 2018, respectively. Transaction and integration expenses lowered earnings per share by \$0.13 in 2018. A non-recurring benefit from the U.S. Tax Act increased diluted earnings per share by \$0.01 and \$2.26 in 2019 and 2018, respectively. Excluding the effects of special charges, transaction and integration expenses, and the non-recurring benefit of the U.S. Tax Act, adjusted diluted earnings per share was \$5.35 in 2019 and \$4.97 in 2018, or an increase of 7.6%.

### *2020 Outlook*

We are well-positioned for another year of underlying solid performance in 2020. In 2020, we expect to grow net sales 2% to 4% over 2019's net sales of \$5,347.4 million. That anticipated 2020 sales growth is primarily driven by new products, brand marketing, expanded distribution and the impact of pricing actions, which, in conjunction with cost savings, are expected to offset an anticipated mid-single digit cost increase. That increase consists entirely of organic growth as we do not currently anticipate an incremental sales impact from acquisitions in 2020. We expect our 2020 gross profit margin to be 25 to 75 basis points higher in 2020 than in 2019, in part driven by our CCI-led cost savings.

In 2020, we expect operating income, compared to 2019's operating income of \$957.7 million, to range from comparable to an increase of 2%; that range includes an estimated 600 basis point unfavorable impact from expenses related to the investment in our global ERP replacement. Our expectations for 2020 operating income reflect the impact of lower special charges, estimated at \$8 million in 2020 compared to \$20.8 million in 2019. Excluding special charges (but including the estimated 600 basis point unfavorable impact from expenses related to our global ERP investment), we expect 2020's adjusted operating income, compared to 2019's adjusted operating income of \$978.5 million, to range from a decline of 1% to an increase of 1%. Our CCI-led cost savings target in 2020 is approximately \$105 million. In 2020, we expect to support our sales growth with a mid-single-digit increase in brand marketing.

Our underlying effective tax rate is projected to be higher in 2020 than in 2019. Absent the projected impact of discrete tax items, we estimate our underlying tax rate to be approximately 24% in 2020. Including the projected impact of estimated discrete tax items, including the favorable impact of a discrete item that occurred in December 2019, we estimate that our consolidated effective tax rate will approximate 22% in fiscal 2020. Excluding the non-recurring benefit of \$1.5 million associated with the U.S. Tax Act and taxes associated with special charges recognized in fiscal 2019, our adjusted effective tax rate was approximately 19.5% in 2019. We expect our adjusted effective tax rate in 2020 to approximate our effective tax rate under U.S. GAAP of 22%.

Diluted earnings per share was \$5.24 in 2019. Diluted earnings per share for 2020 are projected to range from \$5.15 to \$5.25. Excluding the per share impact of the non-recurring benefit from the U.S. Tax Act of \$0.01 and special charges of \$0.12 in 2019, adjusted diluted earnings per share was \$5.35 in 2019. Adjusted diluted earnings per share (excluding an estimated \$0.05 per share impact from special charges) are projected to be \$5.20 to \$5.30 in 2020. Our projected adjusted diluted earnings per share in 2020, which ranges from a decline of 3% to a decline of 1% from adjusted diluted earnings per share of \$5.35 in 2019, includes an approximate 700 basis point impact from the expenses associated with our ERP replacement program and a higher adjusted effective tax rate in 2020.

In 2020, we expect minimal impact of foreign currency, as compared to 2019 levels, on our projections of net sales, operating income and diluted earnings per share as well as adjusted operating income and adjusted diluted earnings per share.

## RESULTS OF OPERATIONS—2019 COMPARED TO 2018

	2019	2018
Net sales	\$ 5,347.4	\$ 5,302.8
Percent growth	0.8 %	12.1%
Components of percent growth in net sales—increase (decrease):		
Volume and product mix	2.5 %	2.2%
Pricing actions	0.2 %	0.5%
Acquisitions	— %	8.2%
Foreign exchange	(1.9)%	1.2%

Sales for 2019 increased by 0.8% from 2018 and by 2.7% on a constant currency basis. Both the consumer and flavor solutions segments drove higher volume and product mix that added 2.5% to sales. This was driven by product innovation as well as growth in the base business. Pricing actions added 0.2% to sales. These factors were partially offset by an unfavorable impact from foreign currency exchange rates that reduced sales by 1.9% compared to 2018 and is excluded from our measure of sales growth of 2.7% on a constant currency basis.

	2019	2018
Gross profit	\$ 2,145.3	\$ 2,093.3
Gross profit margin	40.1%	39.5%

In 2019, our gross profit margin increased 60 basis points to 40.1% from 39.5% in 2018, driven by the favorable impact of CCI-led cost savings, partially offset by unfavorable conversion costs.

	2019	2018
Selling, general & administrative expense	\$ 1,166.8	\$ 1,163.4
Percent of net sales	21.8%	22.0%

Selling, general and administrative (SG&A) expense was \$1,166.8 million in 2019 compared to \$1,163.4 million in 2018, an increase of \$3.4 million. That increase in SG&A expense was driven by increased stock-based compensation expense and higher distribution costs, partially offset by CCI-led cost savings. SG&A expense in 2019 also reflected the impact of two significant, but largely offsetting items: (i) expenses associated with our investment in a global ERP platform in support of our GE business transformation initiative that increased SG&A expense over the prior year level; and (ii) a one-time fiscal 2019 expense reduction from the alignment of an employee benefit plan to our global standard that decreased SG&A expense from the prior year level. As a result of the above factors over an increased net sales base, SG&A expense as a percentage of net sales was 21.8%, a 20-basis point improvement from 2018.

	2019	2018
Total special charges	\$ 20.8	\$ 16.3

We regularly evaluate whether to implement changes to our organization structure to reduce fixed costs, simplify or improve processes, and improve our competitiveness, and we expect to continue to evaluate such actions in the future. From time to time, those changes are of such significance in terms of both up-front costs and organizational/ structural impact that we obtain advance approval from our Management Committee and classify expenses related to those changes as special charges in our financial statements.

During 2019, we recorded \$20.8 million of special charges, consisting primarily of (i) \$14.1 million of costs related to our multi-year GE business transformation initiative, including \$10.6 million of third-party expenses, \$2.1 million related to severance and related benefits, and \$1.4 million related to other costs; (ii) \$2.3 million of severance and related benefits associated with streamlining actions in the Americas; and (iii) \$3.9 million related to streamlining actions in our EMEA region.

During 2018, we recorded \$16.3 million of special charges, consisting primarily of: (i) \$11.5 million related to our multi-year GE business transformation initiative, consisting of \$7.5 million of third party expenses, \$1.0 million of employee severance charges and a non-cash asset impairment charge of \$3.0 million (which non-cash asset impairment charge was related to the write-off of certain software assets that are incompatible with our move to the new global ERP platform); (ii) a one-time payment, in the aggregate amount of \$2.2 million, made to eligible U.S. hourly employees to distribute a portion of the non-recurring net income tax benefit recognized in connection with the enactment of the U.S. Tax Act; (iii) \$1.0 million related to employee severance benefits and other costs directly

associated with the relocation of one of our Chinese manufacturing facilities; and (iv) \$1.6 million related to employee severance benefits and other costs related to the transfer of certain manufacturing operations in our Asia/Pacific region to a newly constructed facility in Thailand.

	2019	2018
Transaction and integration expenses	\$ —	\$ 22.5

Transaction and integration expenses related to the RB Foods acquisition totaled \$22.5 million for 2018. These costs primarily consisted of outside advisory, service and consulting costs; employee-related costs, and other costs related to the acquisition.

	2019	2018
Operating income	\$ 957.7	\$ 891.1
Percent of net sales	17.9%	16.8%

Operating income increased by \$66.6 million, or 7.5%, from \$891.1 million in 2018 to \$957.7 million in 2019. An absence of transaction and integration expenses in 2019, compared to \$22.5 million related to our acquisition of RB Foods in 2018, more than offset a \$4.5 million increase in special charges in 2019 from \$16.3 million in 2018 to \$20.8 million in 2019. Operating income as a percent of net sales rose by 110 basis points in 2019, from 16.8% in 2018 to 17.9% in 2019 as a result of the factors previously described. Our operating income as a percent of net sales in 2019 was impacted by two large, but substantially offsetting items: (i) expenses associated with our investment in a global ERP platform in support of our GE business transformation initiative that decreased operating income as a percent of sales by approximately 35 basis points in 2019; and (ii) a one-time fiscal 2019 expense reduction from the alignment of an employee benefit plan to our global standard that increased operating income as a percent of sales by approximately 40 basis points in 2019. Excluding the effect of special charges and transaction and integration expenses previously described, adjusted operating income was \$978.5 million in 2019 as compared to \$929.9 million in 2018, an increase of \$48.6 million or 5.2% over the 2018 level. Adjusted operating income as a percent of sales rose by 80 basis points in 2019, from 17.5% in 2018 to 18.3% in 2019.

	2019	2018
Interest expense	\$ 165.2	\$ 174.6
Other income, net	26.7	24.8

Interest expense was \$9.4 million lower for 2019 as compared to the prior year primarily due to a decline in average total borrowings. Other income, net for 2019 increased by \$1.9 million from the 2018 level due principally to higher non-service cost income associated with our pension and postretirement benefit plans and higher interest income, which was partially offset by a gain on the sale of a building which was reflected in our 2018 results and did not recur in 2019.

	2019	2018
Income from consolidated operations before income taxes	\$ 819.2	\$ 741.3
Income tax expense (benefit)	157.4	(157.3)
Effective tax rate	19.2%	(21.2)%

The provision for income taxes is based on the then-current estimate of the annual effective tax rate adjusted to reflect the tax impact of items discrete to the fiscal period. We record tax expense or tax benefits that do not relate to ordinary income in the current fiscal year discretely in the period in which such items occur pursuant to the requirements of U.S. GAAP. Examples of such types of discrete items not related to ordinary income of the current fiscal year include, but are not limited to, excess tax benefits associated with share-based payments to employees, changes in estimates of the outcome of tax matters related to prior years (including reversals of reserves upon the lapsing of statutes of limitations), provision-to-return adjustments, and the settlement of tax audits and, beginning in 2019, the tax effects of intra-entity asset transfers (other than inventory).

As more fully described in note 12 of the accompanying financial statements, the U.S. Tax Act was enacted in December 2017. The U.S. Tax Act significantly changed U.S. corporate income tax laws by, among other things, reducing the U.S. corporate income tax rate to 21% beginning on January 1, 2018 and creating a territorial tax system with a one-time transition tax on previously deferred post-1986 foreign earnings of U.S. subsidiaries. Under GAAP (specifically, ASC Topic 740, *Income Taxes*), the effects of changes in tax rates and laws on deferred tax

balances are recognized in the period in which the new legislation is enacted. We recorded a net benefit of \$301.5 million associated with the U.S. Tax Act during 2018. This amount includes a \$380.0 million benefit from the revaluation of our net U.S. deferred tax liabilities as of January 1, 2018, based on the new lower corporate income tax rate offset, in part, by an estimated net transition tax impact of \$78.5 million. That net transition tax impact is comprised of the mandated one-time transition tax on previously deferred post-1986 foreign earnings of U.S. subsidiaries estimated at \$75.3 million, together with additional foreign withholding taxes of \$7.9 million associated with previously unremitted prior year earnings of certain foreign subsidiaries that were no longer considered indefinitely reinvested as of the effective date of the U.S. Tax Act and that were subsequently repatriated in 2018, less a \$4.7 million reduction in our fiscal 2018 income taxes directly resulting from the transition tax. In addition, in 2019, we recorded a benefit of \$1.5 million relating to an adjustment to a prior year tax accrual associated with the U.S. Tax Act.

The effective tax rate was an expense of 19.2% in 2019 as compared to a benefit of 21.2% in 2018. The effective tax rate benefit of 21.2% in 2018 includes the non-recurring net tax benefit of \$301.5 million associated with the U.S. Tax Act, as more fully described above, that had a (40.7)% impact on 2018's effective tax rate. Net discrete tax benefits were \$43.7 million in 2019, which is an increase of \$15.6 million from \$28.1 million in 2018, excluding the non-recurring benefit of the U.S. Tax Act in 2018. For 2019, the effective tax rate was impacted by \$15.2 million of tax benefits associated with an intra-entity asset transfer that occurred during 2019 under the provisions of ASU No. 2016-16, which we adopted on December 1, 2018. Discrete tax benefits in both periods include excess tax benefits associated with share-based payments to employees (\$22.4 million and \$21.7 million in 2019 and 2018, respectively), reversal of reserves for unrecognized tax benefits for the expiration of the statutes of limitations and settlements with taxing authorities in several jurisdictions, the previously described non-recurring benefit of the U.S. Tax Act, and other discrete items. See note 12 of the accompanying financial statements for a more detailed reconciliation of the U.S. federal tax rate with the effective tax rate.

	2019	2018
Income from unconsolidated operations	\$ 40.9	\$ 34.8

Income from unconsolidated operations, which is presented net of the elimination of earnings attributable to non-controlling interests, increased \$6.1 million in 2019 from the prior year. This increase was primarily attributable to the impact of higher earnings from our largest joint venture, McCormick de Mexico, as well as the impact of eliminating a lower level of earnings associated with our minority interests in 2019 as compared to 2018. We own 50% of most of our unconsolidated joint ventures, including McCormick de Mexico that comprised 72% of the income of our unconsolidated operations in 2019.

We reported diluted earnings per share of \$5.24 in 2019, compared to \$7.00 in 2018. The table below outlines the major components of the change in diluted earnings per share from 2018 to 2019. The increase in adjusted operating income in the table below includes the impact from unfavorable currency exchange rates in 2019.

2018 Earnings per share—diluted	\$ 7.00
Increase in operating income	0.29
Impact of non-recurring tax benefit recognized as a result of the U.S. Tax Act	(2.25)
Increase in special charges	(0.02)
Decrease in transaction and integration expenses attributable to RB Foods acquisition	0.13
Decrease in interest expense	0.06
Increase in other income	0.01
Impact of income taxes	0.01
Increase in income from unconsolidated operations	0.04
Impact of higher shares	(0.03)
2019 Earnings per share—diluted	\$ 5.24

## Results of Operations—Segments

We measure the performance of our business segments based on operating income, excluding special charges and transaction and integration expenses related to our RB Foods acquisition. See note 15 of the accompanying financial statements for additional information on our segment measures as well as for a reconciliation by segment

of operating income, excluding special charges as well as transaction and integration expenses related to our RB Foods acquisition, to consolidated operating income. In the following discussion, we refer to our previously described measure of segment profit as segment operating income.

In 2019, the Company transferred management responsibility for certain export operations in both its consumer and flavor solutions segments between geographies within each respective segment, shifting from the Americas to the Asia/Pacific regions within each segment, with no change in segment sales or segment operating income for either the consumer or flavor solutions segment in total. The discussion that follows reflects the effect of that realignment of export operations for all periods presented.

## Consumer Segment

	2019	2018
Net sales	\$ 3,269.8	\$ 3,247.0
Percent growth	0.7 %	11.9%
Components of percent growth in net sales—increase (decrease):		
Volume and product mix	2.4 %	1.7%
Pricing actions	0.1 %	0.6%
Acquisitions	— %	8.2%
Foreign exchange	(1.8)%	1.4%
Segment operating income	\$ 676.3	\$ 637.1
Segment operating income margin	20.7 %	19.6%

Sales of our consumer segment in 2019 grew by 0.7% as compared to 2018 and grew by 2.5% on a constant currency basis. Higher volume and product mix added 2.4% to sales, and pricing actions added 0.1%. These factors offset an unfavorable impact from foreign currency exchange rates that reduced consumer segment sales by 1.8% compared to 2018 and is excluded from our measure of sales growth of 2.5% on a constant currency basis.

In the Americas, consumer sales rose 2.4% in 2019 as compared to 2018 and rose by 2.7% on a constant currency basis. Higher volume and product mix added 2.7% to sales, driven by new product sales as well as base business growth. The unfavorable impact of foreign currency exchange rates decreased sales by 0.3% compared to 2018 and is excluded from our measure of sales growth of 2.7% on a constant currency basis.

In the EMEA region, consumer sales decreased 5.5% in 2019 as compared to 2018 and decreased 0.2% on a constant currency basis. Volume and product mix increased sales by 1.0%, led by new products and promotions that were partially offset by declines in private label sales. The impact of pricing actions reduced sales by 1.2%. The unfavorable impact of foreign currency exchange rates decreased sales by 5.3% compared to 2018 and is excluded from our measure of sales decline of 0.2% on a constant currency basis.

In the Asia/Pacific region, consumer sales increased 0.8% as compared to 2018 and increased 5.7% on a constant currency basis. Higher volume and product mix added 2.9% to sales, led by strong sales in India and Southeast Asia. Pricing actions, primarily in China, added 2.8% to sales as compared to 2018. These factors offset an unfavorable impact from foreign currency exchange rates that decreased sales by 4.9% compared to 2018 and is excluded from our measure of sales growth of 5.7% on a constant currency basis.

We grew segment operating income for our consumer segment by \$39.2 million, or 6.1%, in 2019 compared to 2018. The favorable impact of higher sales and CCI-led cost savings more than offset increased conversion costs. On a constant currency basis, segment operating income for our consumer segment rose 7.3%. Segment operating income margin for our consumer segment rose by 110 basis points to 20.7% in 2019 from 19.6% in 2018, driven by an improvement in gross margin.

## Flavor Solutions Segment

	2019		2018	
Net sales	\$	2,077.6	\$	2,055.8
Percent growth		1.1 %		12.4%
Components of percent change in net sales—increase (decrease):				
Volume and product mix		2.9 %		3.1%
Pricing actions		0.3 %		0.3%
Acquisitions		— %		8.2%
Foreign exchange		(2.1)%		0.8%
Segment operating income	\$	302.2	\$	292.8
Segment operating income margin		14.5 %		14.2%

Sales of our flavor solutions segment increased 1.1% in 2019 as compared to 2018 and increased by 3.2% on a constant currency basis. Higher volume and product mix added 2.9% to sales and pricing actions added 0.3%. These factors partially offset an unfavorable impact from foreign currency exchange rates that reduced flavor solutions segment sales by 2.1% compared to 2018 and is excluded from our measure of sales growth of 3.2% on a constant currency basis.

In the Americas, flavor solutions sales rose 2.2% in 2019 as compared to 2018 and rose 2.6% on a constant currency basis. Higher volume and product mix added 2.4% to sales and included growth in new products as well as in base business, led by sales to packaged food companies. Pricing actions added 0.2% to sales in 2019. These factors offset an unfavorable impact from foreign currency exchange rates that reduced sales by 0.4% in 2019 compared to 2018 and is excluded from our measure of sales growth of 2.6% on a constant currency basis.

In the EMEA region, flavor solutions sales decreased 0.3% in 2019 as compared to 2018 and increased 6.7% on a constant currency basis. Higher volume and product mix added 5.4% to sales in 2019 with contributions from new products as well as base business growth. The increase was led by sales to quick service restaurants and packaged foods companies. Pricing actions added 1.3% to sales in 2019. These factors partially offset an unfavorable impact from foreign currency exchange rates that decreased sales by 7.0% in 2019 compared to 2018 and is excluded from our measure of sales growth of 6.7% on a constant currency basis.

In the Asia/Pacific region, flavor solutions sales decreased 3.4% in 2019 as compared to 2018 and increased 0.6% on a constant currency basis. Higher volume and product mix added 0.9% to sales and included increased sales to quick service restaurants, partially offset by the exit of certain low margin business. Pricing actions reduced sales in 2019 by 0.3%. These factors partially offset an unfavorable impact from foreign currency exchange rates that reduced sales by 4.0% in 2019 compared to 2018 and is excluded from our measure of sales growth of 0.6% on a constant currency basis.

We grew segment operating income for our flavor solutions segment by \$9.4 million, or 3.2%, in 2019 compared to 2018. The increase in segment operating income was driven by higher sales as well as lower SG&A costs. On a constant currency basis, segment operating income for our flavor solutions segment rose 5.3%. Segment operating income margin for our flavor solutions segment rose by 30 basis points to 14.5% in 2019 from 14.2% in 2018 and reflected the impact of lower SG&A costs as a percentage of net sales.

## RESULTS OF OPERATIONS—2018 COMPARED TO 2017

	2018		2017	
Net sales	\$	5,302.8	\$	4,730.3
Percent growth		12.1%		9.7 %
Components of percent growth in net sales—increase (decrease):				
Volume and product mix		2.2%		1.7 %
Pricing actions		0.5%		2.1 %
Acquisitions		8.2%		6.6 %
Foreign exchange		1.2%		(0.7)%

Sales for 2018 increased by 12.1% from 2017 and by 10.9% on a constant currency basis. Both the consumer and flavor solutions segments drove higher volume and product mix that added 2.2% to sales in 2019. This was driven by new products as well as growth in the base business. The incremental impact of pricing actions added 0.5% to sales in 2018, as compared to 2017. The incremental impact of the RB Foods acquisition added 8.2% to sales during 2018. A favorable impact from foreign currency exchange rates increased sales by 1.2% compared to 2017 and is excluded from our measure of sales growth of 10.9% on a constant currency basis.

	2018		2017	
Gross profit	\$	2,093.3	\$	1,794.0
Gross profit margin		39.5%		37.9%

In 2018, our gross profit margin rose 160 basis points to 39.5% from 37.9% in 2017. While this expansion in 2018 includes the accretive impact from our acquisition of the RB Foods business, together with the absence of related transaction and integration expenses of \$20.9 million that depressed our 2017 gross profit margin by 50 basis points, our core business was also a driver of that expansion. In 2018, CCI-led cost savings and the shift in our core product portfolio to more value-added products continued to drive profit expansion across both of our segments, which was partially offset by an increase in freight costs during 2018 as compared to 2017. Excluding the effect of those transaction and integration expenses in 2017, adjusted gross profit margin rose 110 basis points from 38.4% in 2017 to 39.5% in 2018.

	2018		2017	
Selling, general & administrative expense	\$	1,163.4	\$	1,031.2
Percent of net sales		22.0%		21.8%

Selling, general and administrative ("SG&A") expense was \$1,163.4 million in 2018 compared to \$1,031.2 million in 2017, an increase of \$132.2 million. That increase in SG&A expense was driven by the incremental impact of the RB Foods acquisition, together with increased brand marketing and higher distribution costs, which was offset in part by CCI-led cost savings, including the benefits from the organization and streamlining actions described in note 3 of the accompanying financial statements. As a result, SG&A expense as a percentage of net sales was 22.0%, a 20-basis point increase from 2017.

	2018		2017	
Total special charges	\$	16.3	\$	22.2

During 2018, we recorded \$16.3 million of special charges, consisting primarily of: (i) \$11.5 million related to our multi-year GE business transformation initiative, consisting of \$7.5 million of third party expenses, \$1.0 million of employee severance charges and a non-cash asset impairment charge of \$3.0 million (that non-cash asset impairment charge was related to the write-off of certain software assets that are incompatible with our move to the new global ERP platform); (ii) a one-time payment, in the aggregate amount of \$2.2 million, made to eligible U.S. hourly employees to distribute a portion of the non-recurring net income tax benefit recognized in connection with the enactment of the U.S. Tax Act; (iii) \$1.0 million related to employee severance benefits and other costs directly associated with the relocation of one of our Chinese manufacturing facilities; and (iv) \$1.6 million related to employee severance benefits and other costs related to the transfer of certain manufacturing operations in our Asia/Pacific region to a newly constructed facility in Thailand.

During 2017, we recorded \$22.2 million of special charges, consisting primarily of \$12.7 million related to third party expenses incurred as part of our evaluation of changes relating to our GE transformation initiative, \$2.8 million related to employee severance benefits and other costs associated with the relocation of one of our Chinese manufacturing facilities, \$2.5 million for severance and other exit costs associated with the closure of our manufacturing plant in Portugal, and \$1.7 million related to employee severance benefits and other costs associated with actions related to the transfer of certain manufacturing operations to a new facility then under construction in Thailand.

	2018	2017
Transaction expenses included in cost of goods sold	\$ —	\$ 20.9
Transaction expenses included in other debt costs	—	15.4
Other transaction and integration expenses	22.5	40.8
Total	\$ 22.5	\$ 77.1

Transaction and integration expenses related to our RB Foods acquisition totaled \$22.5 million and \$77.1 million in 2018 and 2017, respectively. In 2018, these costs primarily consisted of outside advisory, service and consulting costs; employee-related costs; and other costs related to the acquisition. In 2017, these expenses consisted of amortization of the acquisition-date fair value adjustment of inventories of \$20.9 million that was included in cost of goods sold; outside advisory, service and consulting costs; employee-related costs; and other costs related to the acquisition, including the costs related to the bridge financing commitment of \$15.4 million that was included in other debt costs.

	2018	2017
Operating income	\$ 891.1	\$ 699.8
Percent of net sales	16.8%	14.8%

Operating income increased by \$191.3 million, or 27.3%, from \$699.8 million in 2017 to \$891.1 million in 2018. The change in operating income was impacted by (i) a \$39.2 million decrease in transaction and integration expenses, from \$61.7 million in 2017 to \$22.5 million in 2018, related to our acquisition of RB Foods in 2018; and (ii) a \$5.9 million decrease in special charges in 2018 as compared to 2017. Operating income as a percent of net sales rose by 200 basis points in 2018, from 14.8% in 2017 to 16.8% in 2018 as a result of the factors previously described. Excluding the effect of special charges and transaction and integration expenses, adjusted operating income was \$929.9 million in 2018 as compared to \$783.7 million in 2017, an increase of \$146.2 million or 18.7% over the 2017 level. Adjusted operating income as a percent of sales rose by 90 basis points in 2018, from 16.6% in 2017 to 17.5% in 2018.

	2018	2017
Interest expense	\$ 174.6	\$ 95.7
Other income, net	24.8	6.1

Interest expense for 2018 of \$174.6 million was sharply higher than the prior year level, primarily due to higher average borrowings in 2018 related to our incurrence of \$3.7 billion in debt in August 2017 to finance the acquisition of RB Foods (see note 6 of the accompanying financial statements). Other income, net, for 2018 of \$24.8 million was significantly higher than the 2017 level principally due to i) a \$9.6 million increase in income related to the non-service component of our pension and other post-retirement plans, ii) a gain of \$6.3 million recognized on the sale in 2018 of a building vacated as part of our move to a new global headquarters in Maryland, iii) higher interest income, and iv) lower non-operating foreign currency transaction losses recognized in 2018 as compared to 2017.

	2018	2017
Income from consolidated operations before income taxes	\$ 741.3	\$ 594.8
Income tax (benefit) expense	(157.3)	151.3
Effective tax rate	(21.2)%	25.4%

As more fully described above and in note 12 of the accompanying financial statements, the U.S. Tax Act was enacted in December 2017. We recorded a net benefit of \$301.5 million associated with the U.S. Tax Act during 2018. This amount included a \$380.0 million benefit from the revaluation of our net U.S. deferred tax liabilities as of January 1, 2018, based on the new lower corporate income tax rate offset, in part, by an estimated net transition tax impact of \$78.5 million. That net transition tax impact was comprised of the mandated one-time transition tax on previously deferred post-1986 foreign earnings of U.S. subsidiaries estimated at \$75.3 million, together with additional foreign withholding taxes of \$7.9 million associated with previously unremitted prior year earnings of certain foreign subsidiaries that were no longer considered indefinitely reinvested as of the effective date of the U.S. Tax Act and that were subsequently repatriated in 2018, less a \$4.7 million reduction in our fiscal 2018 income taxes directly resulting from the transition tax.

The effective tax rate was a benefit of 21.2% in 2018 as compared to an effective tax rate expense of 25.4% in 2017. The effective tax rate benefit of 21.2% in 2018 includes the net tax benefit of \$301.5 million associated with the U.S. Tax Act, as more fully described above, that had a (40.7)% impact on 2018's effective tax rate. Our 2018 effective tax rate also reflects the effects of the lower U.S. federal corporate income tax rate under the U.S. Tax Act and higher other net discrete tax benefits. Net discrete tax benefits, excluding the effects of the U.S. Tax Act in 2018, increased by \$3.9 million from \$24.2 million in 2017 to \$28.1 million in 2018. Discrete tax benefits in both periods include excess tax benefits associated with share-based payments to employees (\$21.7 million and \$10.7 million in 2018 and 2017, respectively), reversal of reserves for unrecognized tax benefits for the expiration of the statutes of limitations and settlements with taxing authorities in several jurisdictions, and other discrete items, including, in 2017, the establishment of valuation allowances on non-U.S. deferred tax assets due to a change in our assessment of the recoverability of those deferred taxes. See note 12 of the accompanying financial statements for a more detailed reconciliation of the U.S. federal tax rate with the effective tax rate.

	2018	2017
Income from unconsolidated operations	\$ 34.8	\$ 33.9

Income from unconsolidated operations increased \$0.9 million in 2018 from the prior year. This increase was mainly attributable to higher earnings from our largest joint venture, McCormick de Mexico, partially offset by the impact of a higher elimination of earnings associated with our minority interests in 2018 than in 2017. We own 50% of most of our unconsolidated joint ventures, including McCormick de Mexico, which comprised 76% of the income of our unconsolidated operations in 2018.

We reported diluted earnings per share of \$7.00 in 2018, compared to \$3.72 in 2017. The table below outlines the major components of the change in diluted earnings per share from 2017 to 2018. The increase in operating income in the table below includes the impact from favorable currency exchange rates in 2018.

2017 Earnings per share—diluted	\$	3.72
Increase in operating income		0.84
Impact of non-recurring tax benefit recognized as a result of the U.S. Tax Act		2.26
Decrease in special charges		0.02
Decrease in transaction and integration expenses attributable to RB Foods acquisition		0.29
Increase in interest expense		(0.46)
Other impact of income taxes		0.40
Increase in other income		0.11
Increase in unconsolidated income		0.01
Impact of higher shares outstanding		(0.19)
2018 Earnings per share—diluted	\$	7.00

## Results of Operations—Segments

### Consumer Segment

	2018	2017
Net sales	\$ 3,247.0	\$ 2,901.6
Percent growth	11.9%	8.0 %
Components of percent growth in net sales—increase (decrease):		
Volume and product mix	1.7%	0.2 %
Pricing actions	0.6%	2.3 %
Acquisitions	8.2%	5.6 %
Foreign exchange	1.4%	(0.1)%
Segment operating income	\$ 637.1	\$ 562.4
Segment operating income margin	19.6%	19.4 %

Sales of our consumer segment in 2018 grew by 11.9% as compared to 2017 and grew by 10.5% on a constant currency basis. Higher volume and product mix added 1.7% to sales, while the impact of 2018 pricing actions added 0.6%. The incremental impact of the RB Foods acquisition added 8.2% to sales. The favorable impact from foreign currency exchange rates increased consumer segment sales in 2018 by 1.4% compared to 2017 and is excluded from our measure of sales growth of 10.5% on a constant currency basis.

In the Americas, consumer sales rose 13.4% in 2018 as compared to 2017 and rose by 13.3% on a constant currency basis. Higher volume and product mix added 0.6% to sales, pricing actions added 1.0% to sales, and the incremental impact of acquisitions added 11.7% to sales. The favorable impact of foreign currency exchange rates increased sales in 2018 by 0.1% compared to 2017 and is excluded from our measure of sales growth of 13.3% on a constant currency basis.

In the EMEA region, consumer sales increased 6.9% in 2018 as compared to 2017 and rose 1.6% on a constant currency basis. Volume and product mix increased sales by 1.8%, led by growth in France and export sales to developing markets. This growth was partially offset by sales weakness in Poland driven by competitive conditions. The incremental impact of the RB Foods acquisition added 0.8% to sales, while the impact of pricing actions reduced sales by 1.0%. The favorable impact of foreign currency exchange rates increased sales in 2018 by 5.3% compared to 2017 and is excluded from our measure of sales increase of 1.6% on a constant currency basis.

In the Asia/Pacific region, consumer sales increased 11.5% in 2018 as compared to 2017 and increased 9.0% on a constant currency basis. Higher volume and product mix added 6.7% to sales. Growth was led by China through product innovation and increased distribution, partially offset by lower private label sales in Australia. Pricing actions added 1.2% to sales, and the incremental impact of acquisitions added 1.1% to sales. The favorable impact of foreign currency exchange rates increased sales by 2.5% in 2018 compared to 2017 and is excluded from our measure of sales growth of 9.0% on a constant currency basis.

We grew segment operating income for our consumer segment by \$74.7 million, or 13.3%, in 2018 compared to 2017. The favorable impact of greater sales and higher CCI-led cost savings more than offset the unfavorable impact of higher costs and brand marketing expense. On a constant currency basis, segment operating income for our consumer segment rose 12.4%. Segment operating income margin for our consumer segment rose by 20 basis points to 19.6% in 2018 from 19.4% in 2017. The increase in segment operating income margin was driven by a higher gross profit margin and the leverage of fixed and semi-fixed elements of SG&A over the higher sales base in 2018 as compared to 2017. Those factors were partially offset by an increase in SG&A as a percentage of sales, driven by increased investment in brand marketing and higher distribution costs. The previously described gross profit margin improvement includes the incremental accretive impact attributable to the RB Foods acquisition as well as expansion in our core business, in part, from CCI-led cost savings and favorable product mix.

## Flavor Solutions Segment

	2018	2017
Net sales	\$ 2,055.8	\$ 1,828.7
Percent growth	12.4%	12.4 %
Components of percent growth in net sales—increase (decrease):		
Volume and product mix	3.1%	3.8 %
Pricing actions	0.3%	2.0 %
Acquisitions	8.2%	8.2 %
Foreign exchange	0.8%	(1.6)%
Segment operating income	\$ 292.8	\$ 221.3
Segment operating income margin	14.2%	12.1 %

Sales of our flavor solutions segment increased 12.4% in 2018 as compared to 2017 and increased by 11.6% on a constant currency basis. Higher volume and product mix added 3.1% to sales and pricing actions added 0.3%. Flavor solutions segment sales rose in 2018 due to the incremental impact of acquisitions, primarily the RB Foods acquisition, which added 8.2% to sales. The favorable impact from foreign currency exchange rates increased flavor solutions segment sales in 2018 by 0.8% compared to 2017 and is excluded from our measure of sales growth of 11.6% on a constant currency basis.

In the Americas, flavor solutions sales rose 15.1% in 2018 as compared to 2017 and rose 15.0% on a constant currency basis. Higher volume and product mix added 3.1% to sales led by increased sales to several large custom

flavor solutions customers partially offset by the impact from a global realignment of a major customer's sales to EMEA, together with the exit of certain lower margin business. Pricing actions added 0.2% to sales and the incremental impact of our RB Foods acquisition added 11.7% to sales. The favorable impact from foreign currency exchange rates increased sales by 0.1% in 2018 compared to 2017 and is excluded from our measure of sales growth of 15.0% on a constant currency basis.

In the EMEA region, flavor solutions sales increased 8.6% in 2018 as compared to 2017 and increased 6.3% on a constant currency basis. Higher volume and product mix added 4.1% to sales, driven by increased sales to quick service restaurants, broad based growth in Turkey, and the previously described global realignment of a major customer's sales from the Americas to EMEA. Pricing actions added 1.0% to sales in 2018 and the incremental impact of the Giotti and RB Foods acquisitions added 1.2% to sales. The favorable impact from foreign currency exchange rates increased sales by 2.3% in 2018 compared to 2017 and is excluded from our measure of sales growth of 6.3% on a constant currency basis.

In the Asia/Pacific region, flavor solutions sales increased 3.9% in 2018 as compared to 2017 and increased 1.6% on a constant currency basis. Higher volume and product mix increased sales by 1.3%, while pricing actions reduced sales by 0.5% as compared to 2017. Increased sales in China, led by new products and limited time offers, were offset in part by sales declines in Australia, which were partially attributable to the exit of certain lower margin business. The incremental impact of the RB Foods acquisition added 0.8% to sales. The favorable impact from foreign currency exchange rates increased sales by 2.3% in 2018 compared to 2017 and is excluded from our measure of sales growth of 1.6% on a constant currency basis.

We grew segment operating income for our flavor solutions segment by \$71.5 million, or 32.3%, in 2018 compared to 2017. The increase in segment operating income was due to the incremental impact of the RB Foods acquisition, coupled with CCI-led cost savings. On a constant currency basis, segment operating income for our flavor solutions segment rose 32.3%. Segment operating income margin for our flavor solutions segment rose by 210 basis points to 14.2% in 2018 from 12.1% in 2017 and was driven by a higher gross profit margin offset, in part, by higher SG&A as a percentage of net sales, which reflects higher distribution costs.

## NON-GAAP FINANCIAL MEASURES

The following tables include financial measures of adjusted gross profit, adjusted operating income, adjusted income tax expense, adjusted income tax rate, adjusted net income and adjusted diluted earnings per share. These 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. These financial measures exclude the impact, as applicable, of the following:

- Special charges – 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, which generally consist principally of employee severance and related benefits, together with ancillary costs associated with the action that may include a non-cash component or a component which relates to inventory adjustments that are included in cost of goods sold; impacted employees or operations; expected timing; and expected savings) 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 ongoing basis through completion. In 2018, we also included in special charges, as approved by our Management Committee, expense associated with a one-time payment, made to eligible U.S. hourly employees, to distribute a portion of the non-recurring net income tax benefit recognized in connection with the enactment of the U.S. Tax Act as that non-recurring income tax benefit is excluded from our computation of adjusted income taxes, adjusted net income and adjusted diluted earnings per share, each a non-GAAP measure.
- Transaction and integration expenses associated with the RB Foods acquisition – We exclude certain costs associated with our acquisition of RB Foods in August 2017 and its subsequent integration into the Company. Such costs, which we refer to as "Transaction and integration costs", include transaction costs associated with the acquisition, as well as integration costs following the acquisition. The size of this

acquisition and related costs, and therefore the impact on the comparability of our results, distinguishes it from our past, recent and smaller acquisitions, the costs of which have not been excluded from our non-GAAP financial measures.

- Income taxes associated with the U.S. Tax Act – In connection with the enactment of the U.S. Tax Act in December 2017, we recorded a net non-recurring income tax benefit of \$301.5 million during the year ended November 30, 2018, which included 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 recorded an additional net income tax benefit of \$1.5 million during the year ended November 30, 2019 associated with a U.S Tax Act related provision to return adjustment.

Details with respect to the composition of transaction and integration expenses (including other debt costs), special charges and non-recurring income tax benefits associated with the U.S. Tax Act recorded for the years and in the amounts set forth below are included in notes 2, 3 and 12, respectively, of the accompanying financial statements.

We believe that these non-GAAP financial measures are important. The exclusion of the items noted above provides additional information that enables enhanced comparisons to prior periods and, accordingly, facilitates the development of future projections and earnings growth prospects. 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 they 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 measures to GAAP financial results is provided below:

	2019	2018	2017
Gross profit	\$ 2,145.3	\$ 2,093.3	\$ 1,794.0
Impact of transaction and integration expenses included in cost of goods sold <sup>(1)</sup>	—	—	20.9
Adjusted gross profit	\$ 2,145.3	\$ 2,093.3	\$ 1,814.9
Adjusted gross profit margin <sup>(2)</sup>	40.1%	39.5%	38.4%
Operating income	\$ 957.7	\$ 891.1	\$ 699.8
Impact of transaction and integration expenses included in cost of goods sold <sup>(1)</sup>	—	—	20.9
Impact of other transaction and integration expenses <sup>(1)</sup>	—	22.5	40.8
Impact of special charges	20.8	16.3	22.2
Adjusted operating income	\$ 978.5	\$ 929.9	\$ 783.7
% increase versus prior year	5.2%	18.7%	17.8%
Adjusted operating income margin <sup>(2)</sup>	18.3%	17.5%	16.6%
Income tax expense (benefit)	\$ 157.4	\$ (157.3)	\$ 151.3
Non-recurring benefit, net, of the U.S. Tax Act <sup>(3)</sup>	1.5	301.5	—
Impact of transaction and integration expenses	—	4.9	23.6
Impact of special charges	4.7	3.8	6.4
Adjusted income tax expense	\$ 163.6	\$ 152.9	\$ 181.3
Adjusted income tax rate <sup>(4)</sup>	19.5%	19.6%	26.1%
Net income	\$ 702.7	\$ 933.4	\$ 477.4
Impact of total transaction and integration expenses <sup>(1)</sup>	—	17.6	53.5
Impact of total special charges	16.1	12.5	15.8
Non-recurring benefit, net, of the U.S. Tax Act <sup>(3)</sup>	(1.5)	(301.5)	—
Adjusted net income	\$ 717.3	\$ 662.0	\$ 546.7
% increase versus prior year	8.4%	21.1%	13.1%
Earnings per share—diluted	\$ 5.24	\$ 7.00	\$ 3.72
Impact of total transaction and integration expenses <sup>(1)</sup>	—	0.13	0.42
Impact of total special charges	0.12	0.10	0.12
Non-recurring benefit, net, of the U.S. Tax Act <sup>(3)</sup>	(0.01)	(2.26)	—
Adjusted earnings per share—diluted	\$ 5.35	\$ 4.97	\$ 4.26
% increase versus prior year	7.6%	16.7%	12.7%

- (1) There were no transaction and integration expenses related to the acquisition of RB Foods during the year ended November 30, 2019. As more fully described in note 2 of the accompanying financial statements, 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, except per share amounts):

	2018	2017
Transaction and integration expenses included in cost of goods sold	\$ —	\$ 20.9
Reflected in transaction and integration expenses	22.5	40.8
Transaction and integration expenses included in operating income	22.5	61.7
Transaction and integration expenses included in other debt costs	—	15.4
Total pre-tax transaction and integration expenses	22.5	77.1
Less: Tax effect	(4.9)	(23.6)
Total after-tax transaction and integration expenses	\$ 17.6	\$ 53.5

- (2) Adjusted gross profit margin is calculated as adjusted gross profit as a percentage of net sales for each period presented. Adjusted operating income margin is calculated as adjusted operating income as a percentage of net sales for each period presented.
- (3) The non-recurring income tax benefit, net, associated with enactment of the U.S. Tax Act of \$1.5 million and \$301.5 million for the years ended November 30, 2019 and 2018, respectively, is more fully described in note 12 of the accompanying financial statements.
- (4) 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 \$840.0 million, \$780.1 million, and \$694.1 million for the years ended November 30, 2019, 2018, and 2017, respectively.

	Estimate for the year ending November 30, 2020
Earnings per share – diluted	\$5.15 to \$5.25
Impact of special charges	0.05
Adjusted earnings per share – diluted	\$5.20 to \$5.30

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 and adjusted operating income expressed on a constant currency basis are presented excluding the impact of foreign currency exchange. To present this information for historical periods, current year 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 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 year and the prior fiscal year. The tables set forth below present our growth in net sales and adjusted operating income on a constant currency basis as follows: (1) to present our growth in net sales and adjusted operating income for 2019 on a constant currency basis, net sales and adjusted operating income for 2019 for entities reporting in currencies other than the U.S. dollar have been translated using the average foreign exchange rates in effect for 2018 and compared to the reported results for 2018; and (2) to present our growth in net sales and adjusted operating income for 2018 on a constant currency basis, net sales and operating income for 2018 for entities reporting in currencies other than the U.S. dollar have been translated using the average foreign exchange rates in effect for 2017 and compared to the reported results for 2017.

	For the year ended November 30, 2019		
	Percentage change as reported	Impact of foreign currency exchange	Percentage change on constant currency basis
<b>Net sales:</b>			
Consumer segment:			
Americas	2.4 %	(0.3)%	2.7 %
EMEA	(5.5)%	(5.3)%	(0.2)%
Asia/Pacific	0.8 %	(4.9)%	5.7 %
<b>Total Consumer</b>	<b>0.7 %</b>	<b>(1.8)%</b>	<b>2.5 %</b>
Flavor Solutions segment:			
Americas	2.2 %	(0.4)%	2.6 %
EMEA	(0.3)%	(7.0)%	6.7 %
Asia/Pacific	(3.4)%	(4.0)%	0.6 %
<b>Total Flavor Solutions</b>	<b>1.1 %</b>	<b>(2.1)%</b>	<b>3.2 %</b>
<b>Total net sales</b>	<b>0.8 %</b>	<b>(1.9)%</b>	<b>2.7 %</b>
<b>Adjusted operating income:</b>			
Consumer segment	6.1 %	(1.2)%	7.3 %
Flavor Solutions segment	3.2 %	(2.1)%	5.3 %
<b>Total adjusted operating income</b>	<b>5.2 %</b>	<b>(1.5)%</b>	<b>6.7 %</b>

For the year ended November 30, 2018

	Percentage change as reported	Impact of foreign currency exchange	Percentage change on constant currency basis
<b>Net sales:</b>			
Consumer segment:			
Americas	13.4%	0.1%	13.3%
EMEA	6.9%	5.3%	1.6%
Asia/Pacific	11.5%	2.5%	9.0%
<b>Total Consumer</b>	<b>11.9%</b>	<b>1.4%</b>	<b>10.5%</b>
Flavor Solutions segment:			
Americas	15.1%	0.1%	15.0%
EMEA	8.6%	2.3%	6.3%
Asia/Pacific	3.9%	2.3%	1.6%
<b>Total Flavor Solutions</b>	<b>12.4%</b>	<b>0.8%</b>	<b>11.6%</b>
<b>Total net sales</b>	<b>12.1%</b>	<b>1.2%</b>	<b>10.9%</b>
<b>Adjusted operating income:</b>			
Consumer segment	13.3%	0.9%	12.4%
Flavor Solutions segment	32.3%	—%	32.3%
<b>Total adjusted operating income</b>	<b>18.7%</b>	<b>0.7%</b>	<b>18.0%</b>

To present the percentage change in projected 2020 sales, adjusted operating income and adjusted earnings per share on a constant currency basis, 2020 projected local currency sales, adjusted operating income, and adjusted net income for entities reporting in currencies other than the U.S. dollar are translated into U.S. dollars at currently prevailing exchange rates and are compared to those 2020 local currency projected results, translated into U.S. dollars at the average actual exchange rates in effect during the corresponding months in fiscal year 2019 to determine what the 2020 consolidated U.S. dollar sales, adjusted operating income and adjusted earnings per share would have been if the relevant currency exchange rates had not changed from those of the comparable prior-year periods. In 2020, we expect minimal impact of foreign currency, as compared to 2019 levels, on our projections of net sales, operating income and diluted earnings per share as well as adjusted operating income and adjusted diluted earnings per share.

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, although our method to calculate our leverage ratio 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 expenses (which may include the effect of the fair value adjustment of acquired inventory on cost of goods sold), special charges, stock-based compensation expenses, and certain gains or losses (which may include third party fees and expenses and integration costs). 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. Under those agreements, the applicable leverage ratio is reduced annually. As of November 30, 2019, our capacity under the revolving credit facility is not affected by these covenants. We do not expect that these covenants would limit our access to our revolving credit facility for the foreseeable future; however, the leverage ratio could restrict our ability to utilize this facility. We expect to comply with this financial covenant for the foreseeable future.

The following table reconciles our net income to Adjusted EBITDA for the years ended November 30:

	2019	2018	2017
Net income	\$ 702.7	\$ 933.4	\$ 477.4
Depreciation and amortization	158.8	150.7	125.2
Interest expense	165.2	174.6	95.7
Income tax expense (benefit)	157.4	(157.3)	151.3
EBITDA	1,184.1	1,101.4	849.6
Adjustments to EBITDA <sup>(1)</sup>	47.9	57.3	117.4
Adjusted EBITDA	\$ 1,232.0	\$ 1,158.7	\$ 967.0
Net debt <sup>(2)</sup>	\$ 4,243.8	\$ 4,674.8	\$ 4,915.3
Leverage ratio (Net debt/Adjusted EBITDA) <sup>(3)</sup>	3.4	4.0	5.1

- (1) Adjustments to EBITDA are determined under the leverage ratio covenant in our \$1.0 billion revolving credit facility and term loan agreements and include special charges, stock-based compensation expense, interest income and, for the years ended November 30, 2018 and 2017, transaction and integration expenses (related to RB Foods acquisition), including other debt costs.
- (2) The leverage ratio covenant in our \$1.0 billion revolving credit facility and the term loan agreements define net debt as the sum of short-term borrowings, current portion of long-term debt, and long-term debt, less the amount of cash and cash equivalents that exceed \$75.0 million.
- (3) The leverage ratio covenant in our \$1.0 billion revolving credit facility and the term loan agreements provide that Adjusted EBITDA also includes the pro forma impact of acquisitions. As of November 30, 2017, our leverage ratio under the terms of those agreements, including the pro forma impact of acquisitions was 4.5.

Our long-term target for our leverage ratio is 1.5 to 2.0. Our leverage ratio can be temporarily impacted by our acquisition activity.

## LIQUIDITY AND FINANCIAL CONDITION

	2019	2018	2017
Net cash provided by operating activities	\$ 946.8	\$ 821.2	\$ 815.3
Net cash used in investing activities	(171.0)	(158.5)	(4,508.3)
Net cash (used in) provided by financing activities	(725.8)	(751.1)	3,756.0

We generate strong cash flow from operations which enables us to fund operating projects and investments that are designed to meet our growth objectives, service our debt, increase our dividend, fund capital projects and other investments, and make share repurchases when appropriate. Due to the cyclical nature of a portion of our business, we generate much of our cash flow in the fourth quarter of the fiscal year.

In the cash flow statement, the changes in operating assets and liabilities are presented excluding the effects of changes in foreign currency exchange rates, as these do not reflect actual cash flows. Accordingly, the amounts in the cash flow statement do not agree with changes in the operating assets and liabilities that are presented in the balance sheet.

The reported values of our assets and liabilities held in our non-U.S. subsidiaries and affiliates can be significantly affected by fluctuations in foreign exchange rates between periods. At November 30, 2019, the exchange rates for the Euro, Australian dollar, Polish zloty and Chinese renminbi were lower versus the U.S. dollar than at November 30, 2018. At November 30, 2019, the exchange rates for the British pound sterling and Canadian dollar were higher versus the U.S. dollar than at November 30, 2018.

**Operating Cash Flow** – Operating cash flow was \$946.8 million in 2019, \$821.2 million in 2018, and \$815.3 million in 2017. The increases in cash flow from operations in both 2019 and 2018 were primarily due to higher net income, exclusive of the 2018 impact of the non-cash non-recurring net income tax benefit of \$309.4 million related to the U.S. Tax Act. In addition, as more fully described below, our working capital management favorably impacted operating cash flow in 2019, 2018 and 2017. In 2019, the increases to operating cash flow were partially offset by a use of cash associated with other assets and liabilities, totaling \$81.5 million. In 2018, those increases were partially offset by a higher use of cash from other operating assets and liabilities partially related to the timing of our payment of transaction and integration expenses as well as of interest on indebtedness related to our acquisition of

RB Foods, as compared to the source of cash in 2017. Dividends received from unconsolidated affiliates, which were higher in 2019 compared to 2018 and higher in 2018 as compared to 2017, also impacted our cash flow from operations.

Our working capital management – principally related to inventory, trade accounts receivable, and accounts payable – impacts our operating cash flow. The change in inventory had a significant impact on the variability in cash flow from operations. It was a use of cash in 2019 and 2018 and a source of cash in 2017. The change in trade accounts receivable has varied in the last three years as well, as it was a source of cash in 2019 and 2018, and a use of cash in 2017. The change in accounts payable was a significant source of cash in all three years.

In addition to operating cash flow, we also use cash conversion cycle ("CCC") to measure our working capital management. This metric is different than operating cash flow in that it uses average balances instead of specific point in time measures. CCC is a calculation of the number of days, on average, that it takes us to convert a cash outlay for resources, such as raw materials, to a cash inflow from collection of accounts receivable. Our goal is to lower our CCC over time. We calculate CCC as follows:

Days sales outstanding (average trade accounts receivable divided by average daily net sales) plus days in inventory (average inventory divided by average daily cost of goods sold) less days payable outstanding (average trade accounts payable divided by average daily cost of goods sold plus the average daily change in inventory).

The following table outlines our cash conversion cycle (in days) over the last three years:

	2019	2018	2017
Cash Conversion Cycle	43	55	76

The decreases in CCC in 2019 from 2018 and in 2018 from 2017 were due, in both instances, to an increase in our days payable outstanding as a result of extending our payment terms to suppliers and to a lesser extent, by a decrease in our days sales outstanding. Our CCC is also impacted by days in inventory which increased in 2019 as compared to 2018, and decreased in 2018 as compared to 2017.

**Investing Cash Flow** – Net cash used in investing activities was \$171.0 million in 2019, \$158.5 million in 2018, and \$4,508.3 million in 2017. Our primary investing cash flows include the usage of cash associated with acquisition of businesses and capital expenditures. Cash usage related to our acquisitions of businesses were \$4.2 million in 2018, and \$4,327.4 million in 2017. See note 2 of the accompanying financial statements for further details related to our acquisition of RB Foods. Capital expenditures, including expenditures for capitalized software, were \$173.7 million in 2019, \$169.1 million in 2018, and \$182.4 million in 2017. We expect 2020 capital expenditures to approximate \$265 million to support our planned growth, including the multi-year program to replace our ERP system and other initiatives.

**Financing Cash Flow** – Net cash used in financing activities was \$725.8 million in 2019 and \$751.1 million in 2018. Net cash provided by financing activities was \$3,756.0 million in 2017. The variability between years is principally a result of changes in our net borrowings, share repurchase activity and dividends, all as described below.

In 2019 and 2018, our net borrowing activity used cash of \$406.7 million and \$466.5 million, respectively. In 2017, our net borrowing activity provided cash of \$3,574.6 million.

In 2019, we increased our short-term borrowings, on a net basis, by \$41.0 million. We also repaid \$447.7 million of long-term debt, including \$436.3 million of our \$1,500.0 million term loans issued in August 2017. Of that \$436.3 million, \$361.3 million represent prepayments. Through November 30, 2019, we have repaid \$1,250.0 million of the \$1,500.0 million term loans issued in August 2017, including pre-payments of \$1,081.3 million.

In 2018, we increased our short-term borrowings, on a net basis, by \$305.5 million and borrowed \$25.9 million under long-term borrowing arrangements. In 2018, we repaid \$797.9 million of long-term debt, including the \$250 million 5.75% notes that matured on December 15, 2017 and \$545.0 million of our \$1,500.0 million term loans issued in August 2017.

In 2017, we received \$3,977.6 million of net proceeds on the issuance of \$4,000.0 million of long-term debt, including \$2,500.0 million of notes and \$1,500.0 million of term loans (see note 6 of the accompanying financial statements for additional information with respect to this long-term debt). We also paid \$7.7 million of costs associated with the issuance of debt and our \$1.0 billion revolving credit facility. In 2017, we repaid \$272.7 million

of long-term debt, including \$268.8 million of our \$1,500.0 million term loans issued in August 2017. In 2017, we repaid \$134.6 million of short-term borrowings.

The following table outlines the activity in our share repurchase programs:

	2019	2018	2017
Number of shares of common stock	0.7	0.5	1.4
Dollar amount	\$ 95.1	\$ 62.3	\$ 137.8

As of November 30, 2019, \$32 million remained of a \$600 million share repurchase program that was authorized by our Board of Directors in March 2015. An additional \$600 million share repurchase program was authorized by our Board of Directors in November 2019. The timing and amount of any shares repurchased is determined by our management based on its evaluation of market conditions and other factors.

During 2019, 2018 and 2017, we received proceeds of \$90.9 million, \$78.2 million and \$29.5 million, respectively, from exercised stock options. We repurchased \$12.7 million, \$11.6 million and \$5.8 million of common stock during 2019, 2018 and 2017, respectively, in conjunction with employee tax withholding requirements associated with our stock compensation plans.

During 2017, we issued approximately 6.35 million shares of our Common Stock Non-Voting to fund our acquisition of RB Foods (see notes 2 and 13 of the accompanying financial statements), which included approximately 0.8 million shares from the exercise of the underwriters' option to purchase additional shares. The net proceeds from this issuance, after the underwriting discount and related expenses, was \$554.0 million.

Our dividend history over the past three years is as follows:

	2019	2018	2017
Total dividends paid	\$ 302.2	\$ 273.4	\$ 237.6
Dividends paid per share	2.28	2.08	1.88
Percentage increase per share	9.6%	10.6%	9.3%

In November 2019, the Board of Directors approved an 8.8% increase in the quarterly dividend from \$0.57 to \$0.62 per share.

The following table presents our leverage ratios for the years ended November 30, 2019, 2018 and 2017:

	2019	2018	2017
Leverage ratio	3.4	4.0	5.1 <sup>(1)</sup>

<sup>(1)</sup> The leverage ratio covenant in our \$1.0 billion revolving credit facility and the term loan agreements, both outstanding at November 30, 2019, 2018, and 2017, provide that Adjusted EBITDA under that covenant also include the pro forma impact of acquisitions, as applicable. As of November 30, 2017, our leverage ratio under the terms of those agreements, including the pro forma impact of acquisitions, was 4.5.

Our leverage ratio was 3.4 as of November 30, 2019, as compared to the ratios of 4.0 and 5.1 as of November 30, 2018 and 2017, respectively. The decrease in our leverage ratio from 4.0 as of November 30, 2018 to 3.4 as of November 30, 2019 is due to both an increase in our adjusted EBITDA, which was driven by higher operating income in 2019 as compared to 2018, as well as our lower level of net debt at November 30, 2019.

The decrease in the ratio from 5.1 as of November 30, 2017 to 4.0 as of November 30, 2018 is principally due to an increase in our adjusted EBITDA, which was driven by higher operating income in 2018 as compared to 2017. In addition, the ratio was favorably impacted by our lower level of net debt at November 30, 2018.

Most of our cash is in our foreign subsidiaries. We manage our worldwide cash requirements by considering available funds among the many subsidiaries through which we conduct our business and the cost effectiveness with which those funds can be accessed. Prior to the enactment of the U.S. Tax Act on December 22, 2017, the permanent repatriation of cash balances from certain of our subsidiaries could have had adverse tax consequences; however, those balances are generally available without legal restrictions to fund ordinary business operations, capital projects and future acquisitions. Currently, the repatriation of cash balances from certain of our subsidiaries could still have adverse tax consequences related to the effects of withholding and other taxes. At November 30, 2019, we temporarily used \$262.8 million of cash from our foreign subsidiaries to pay down short-

term debt in the U.S. The average short-term borrowings outstanding for the years ended November 30, 2019 and 2018 were \$848.6 million and \$700.0 million, respectively. The total average debt outstanding for the years ended November 30, 2019 and 2018 was \$4,753.8 million and \$5,081.6 million, respectively.

See notes 6 and 7 of the accompanying financial statements for further details of these transactions.

**Credit and Capital Markets** – The following summarizes the more significant impacts of credit and capital markets on our business:

**CREDIT FACILITIES** – Cash flows from operating activities are our primary source of liquidity for funding growth, share repurchases, dividends and capital expenditures. We also rely on our revolving credit facility, or borrowings backed by this facility, to fund seasonal working capital needs and other general corporate requirements.

In August 2017, we entered into a five-year \$1.0 billion revolving credit facility, which will expire in August 2022. The current pricing for the credit facility, on a fully drawn basis, is LIBOR plus 1.25%. The pricing of the credit facility is based on a credit rating grid that contains a fully drawn maximum pricing of the credit facility equal to LIBOR plus 1.75%. This facility replaced our prior facilities: (i) a five-year \$750 million revolving credit facility that was due to expire in June 2020 and (ii) a 364-day \$250 million revolving facility, which we entered into in the second quarter of 2017 and that was due to expire in March 2018. We generally use this facility to support our issuance of commercial paper. If the commercial paper market is not available or viable, we could borrow directly under our revolving credit facility. The facility is made available by a syndicate of banks, with various commitments per bank. If any of the banks in this syndicate are unable to perform on their commitments, our liquidity could be impacted, which could reduce our ability to grow through funding of seasonal working capital. In addition to our committed revolving credit facility, we have uncommitted credit facilities of \$261.5 million as of November 30, 2019, that can be withdrawn based upon the lenders' discretion. We engage in regular communication with all banks participating in our credit facilities. During these communications, none of the banks have indicated that they may be unable to perform on their commitments. In addition, we periodically review our banking and financing relationships, considering the stability of the institutions and other aspects of the relationships. Based on these communications and our monitoring activities, we believe our banks will perform on their commitments. See note 6 of the accompanying financial statements for more details on our financing arrangements. We believe that our internally generated funds and the existing sources of liquidity under our credit facilities are sufficient to fund ongoing operations.

**PENSION ASSETS AND OTHER INVESTMENTS** – We hold investments in equity and debt securities in both our qualified defined benefit pension plans and through a rabbi trust for our nonqualified defined benefit pension plan. Cash contributions to pension plans, including unfunded plans, were \$11.4 million in 2019, \$13.5 million in 2018, and \$18.7 million in 2017. It is expected that the 2020 total pension plan contributions will be approximately \$12.0 million. Future increases or decreases in pension liabilities and required cash contributions are highly dependent on changes in interest rates and the actual return on plan assets. We base our investment of plan assets, in part, on the duration of each plan's liabilities. Across all of our qualified defined benefit pension plans, approximately 59% of assets are invested in equities, 31% in fixed income investments and 10% in other investments. Assets in the rabbi trust are primarily invested in corporate-owned life insurance, the value of which approximates an investment mix of 60% in equities and 40% in fixed income investments. See note 10 of the accompanying financial statements, which provides details on our pension funding.

**CUSTOMERS AND COUNTERPARTIES** – See the subsequent section of this discussion under Market Risk Sensitivity–Credit Risk.

## ACQUISITIONS

Acquisitions are part of our strategy to increase sales and profits.

We did not have any acquisition activity in fiscal 2019.

In fiscal 2018 we purchased the remaining 10% minority ownership interest in our Shanghai subsidiary for a cash payment of \$12.7 million.

In fiscal 2017, we made the following acquisitions:

- On December 15, 2016, we purchased 100% of the shares of Enrico Giotti SpA (Giotti), a leading European flavor manufacturer located in Italy, for a cash payment of \$123.8 million, net of cash acquired of \$1.2 million. The acquisition was funded with cash and short-term borrowings. Giotti is well known in the industry for its innovative beverage, sweet, savory and dairy flavor applications. Our acquisition of Giotti in fiscal 2017 expanded the breadth of value-added products for McCormick's flavor solutions segment, including additional expertise in flavoring health and nutrition products.
- On August 17, 2017, we completed the acquisition of RB Foods. The purchase price was approximately \$4.21 billion, net of acquired cash of \$24.3 million, and included a preliminary working capital adjustment of \$11.2 million. In December 2017, we paid \$4.2 million associated with the final working capital adjustment. The acquisition was funded through our issuance of approximately 6.35 million shares of common stock non-voting (see note 13 of the accompanying financial statements) and through new borrowings comprised of senior unsecured notes and pre-payable term loans (see note 6 of the accompanying financial statements). The acquired market-leading brands of RB Foods include French's, Frank's RedHot and Cattlemen's, which are a natural strategic fit with our robust global branded flavor portfolio. We believe that these additions move us to a leading position in the attractive U.S. condiments category and provide significant international growth opportunities for our consumer and flavor solutions segments. The operations of RB Foods have been included as a component of our consumer and flavor solutions segments from the date of acquisition.

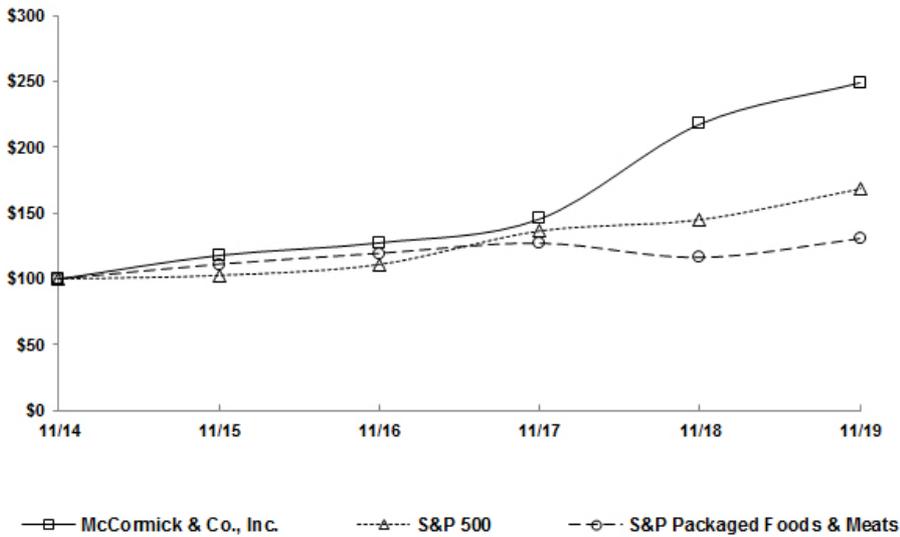
See note 2 of the accompanying financial statements for further details regarding these acquisitions.

## PERFORMANCE GRAPH—SHAREHOLDER RETURN

The following line graph compares the yearly change in McCormick's cumulative total shareholder return (stock price appreciation plus reinvestment of dividends) on McCormick's Non-Voting Common Stock with (1) the cumulative total return of the Standard & Poor's 500 Stock Price Index, assuming reinvestment of dividends, and (2) the cumulative total return of the Standard & Poor's Packaged Foods & Meats Index, assuming reinvestment of dividends.

## COMPARISON OF 5 YEAR CUMULATIVE TOTAL RETURN\*

Among McCormick & Co., Inc., the S&P 500 Index  
and the S&P Packaged Foods & Meats Index



\*\$100 invested on 11/30/14 in stock or index, including reinvestment of dividends.  
Fiscal year ending November 30.

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### MARKET RISK SENSITIVITY

We utilize derivative financial instruments to enhance our ability to manage risk, including foreign exchange and interest rate exposures, which exist as part of our ongoing business operations. We do not enter into contracts for trading purposes, nor are we a party to any leveraged derivative instrument. The use of derivative financial instruments is monitored through regular communication with senior management and the utilization of written guidelines. The information presented below should be read in conjunction with notes 6 and 7 of the accompanying financial statements.

**Foreign Exchange Risk** – We are exposed to fluctuations in foreign currency in the following main areas: cash flows related to raw material purchases; the translation of foreign currency earnings to U.S. dollars; the effects of foreign currency on loans between subsidiaries and unconsolidated affiliates and on cash flows related to repatriation of earnings of unconsolidated affiliates. Primary exposures include the U.S. dollar versus the Euro, British pound sterling, Canadian dollar, Polish zloty, Australian dollar, Mexican peso, Chinese renminbi, Indian rupee and Thai baht, as well as the Euro versus the British pound sterling, Australian dollar and Swiss franc. We routinely enter into foreign currency exchange contracts to manage certain of these foreign currency risks.

During 2019, the foreign currency translation component in other comprehensive income was principally related to the impact of exchange rate fluctuations on our net investments in our subsidiaries with a functional currency of the British pound sterling, Euro, Polish zloty, Chinese yuan, Australian dollar, Canadian dollar and Mexican peso. Beginning in the first quarter of 2019, we also utilized cross currency interest rate swap contracts, which are designated as net investment hedges, to manage the impact of exchange rate fluctuations on our net investments in subsidiaries with a functional currency of the British pound sterling and Euro. Gains and losses on these instruments are included in foreign currency translation adjustments in accumulated other comprehensive income (loss). In 2018 and 2017, we did not hedge our net investments in subsidiaries or unconsolidated affiliates.

The following table summarizes the foreign currency exchange contracts held at November 30, 2019. All contracts are valued in U.S. dollars using year-end 2019 exchange rates and have been designated as hedges of foreign currency transactional exposures, firm commitments or anticipated transactions.

#### FOREIGN CURRENCY EXCHANGE CONTRACTS AT NOVEMBER 30, 2019

Currency sold	Currency received	Notional value	Average contractual exchange rate	Fair value
British pound sterling	U.S. dollar	\$ 34.5	1.27	\$ (0.8)
Canadian dollar	U.S. dollar	105.1	0.76	0.5
U.S. dollar	Australian dollar	16.6	0.70	(0.4)
Polish zloty	U.S. dollar	18.5	3.90	0.1
Australian dollar	Euro	41.4	1.64	0.1
Swiss franc	Euro	66.2	1.13	(1.9)
Canadian dollar	British pound sterling	29.5	1.65	1.5
U.S. dollar	Australian dollar	27.1	0.68	(0.1)
U.S. dollar	British pound sterling	102.7	1.29	0.6
U.S. dollar	Canadian dollar	4.2	0.77	(0.1)
U.S. dollar	Euro	21.5	1.10	—

We had a number of smaller contracts at November 30, 2019 with an aggregate notional value of \$21.8 million to purchase or sell other currencies, such as the Romanian leu, Russian ruble, and Singapore dollar. The aggregate fair value of these contracts was \$0.2 million at November 30, 2019.

At November 30, 2018, we had foreign currency exchange contracts for the Euro, British pound sterling, Canadian dollar, Australian dollar, Polish zloty, Swiss franc and other currencies, with a notional value of \$494.9 million. The aggregate fair value of these contracts was \$(2.0) million at November 30, 2018.

Beginning in the first quarter of 2019, we also utilized cross currency interest rate swap contracts that are considered net investment hedges. As of November 30, 2019, we had notional values of cross currency interest rate swap contracts of (i) \$250 million notional value to receive \$250 million at three-month U.S. LIBOR plus 0.685% and pay £194.1 million at three-month GBP LIBOR plus 0.740% and (ii) £194.1 million notional value to receive £194.1 million at three-month GBP LIBOR plus 0.740% and pay €221.8 million at three-month Euro EURIBOR plus 0.808%. These cross-currency interest rate swap contracts expire in August 2027. For more information, refer to footnote 7.

**Interest Rate Risk** – Our policy is to manage interest rate risk by entering into both fixed and variable rate debt arrangements. We also use interest rate swaps to minimize worldwide financing costs and to achieve a desired mix of fixed and variable rate debt. The table that follows provides principal cash flows and related interest rates, excluding the effect of interest rate swaps and the amortization of any discounts or fees, by fiscal year of maturity at November 30, 2019. For foreign currency-denominated debt, the information is presented in U.S. dollar equivalents. Variable interest rates are based on the weighted-average rates of the portfolio at the end of the year presented.

#### YEARS OF MATURITY AT NOVEMBER 30, 2019

	2020	2021	2022	2023	Thereafter	Total	Fair value
Debt							
Fixed rate	\$ 7.1	\$ 257.3	\$ 757.5	\$ 257.8	\$ 2,165.9	\$ 3,445.6	\$ 3,578.0
Average interest rate	3.45%	3.89%	2.71%	3.50%	3.52%	—	—
Variable rate	\$ 691.3	\$ 83.8	\$ 106.6	\$ —	\$ —	\$ 881.7	\$ 881.7
Average interest rate	2.55%	2.89%	2.91%	—	—	—	—

The table above displays the debt, including capital leases, by the terms of the original debt instrument without consideration of fair value, interest rate swaps and any loan discounts or origination fees. Interest rate swaps have the following effects:

- We issued \$250 million of 3.90% notes due in 2021 in July 2011. Forward treasury lock agreements, settled upon the issuance of these notes in 2011, effectively set the interest rate on the \$250 million notes at a weighted-average fixed rate of 4.01%.
- We issued \$250 million of 3.50% notes due in 2023 in August 2013. Forward treasury lock agreements settled upon issuance of these notes effectively set the interest rate on these notes at a weighted-average fixed rate of 3.30%.

- We issued \$250 million of 3.25% notes due in 2025 in November 2015. Forward treasury lock agreements settled upon issuance of these notes effectively set the interest rate on these notes at a weighted-average fixed rate of 3.45%. The fixed interest rate on \$100 million of the 3.25% notes due in December 2025 was effectively converted to a variable rate by interest rate swaps through 2025. Net interest payments are based on 3-month LIBOR plus 1.22% during this period.
- We issued an aggregate amount of \$2.5 billion of senior unsecured notes in August 2017. These notes are due as follows: \$750 million due August 15, 2022, \$700 million due August 15, 2024, \$750 million due August 15, 2027 and \$300 million due August 15, 2047 with stated fixed interest rates of 2.70%, 3.15%, 3.40% and 4.20%, respectively. Forward treasury lock agreements settled upon issuance of the \$750 million notes due August 15, 2027 effectively set the interest rate on these \$750 million notes at a weighted-average fixed rate of 3.44%. The fixed interest rate on \$250 million of the 3.40% notes due in 2027 was effectively converted to a variable rate by interest rate swaps through 2027. Net interest payments are based on 3-month LIBOR plus 0.685% during this period

**Commodity Risk** – We purchase certain raw materials which are subject to price volatility caused by weather, market conditions, growing and harvesting conditions, governmental actions and other factors beyond our control. In 2019, our most significant raw materials were dairy products, vanilla, pepper, capsicums (red peppers and paprika), garlic, onion, rice and wheat flour. While future movements of raw material costs are uncertain, we respond to this volatility in a number of ways, including strategic raw material purchases, purchases of raw material for future delivery and customer price adjustments. We generally have not used derivatives to manage the volatility related to this risk. To the extent that we have used derivatives for this purpose, it has not been material to our business.

**Credit Risk** – The customers of our consumer segment are predominantly food retailers and food wholesalers. Consolidations in these industries have created larger customers. In addition, competition has increased with the growth in alternative channels including mass merchandisers, dollar stores, warehouse clubs, discount chains and e-commerce. This has caused some customers to be less profitable and increased our exposure to credit risk. Some of our customers and counterparties are highly leveraged. We continue to closely monitor the credit worthiness of our customers and counterparties. We feel that the allowance for doubtful accounts properly recognizes trade receivables at realizable value. We consider nonperformance credit risk for other financial instruments to be insignificant.

## CONTRACTUAL OBLIGATIONS AND COMMERCIAL COMMITMENTS

The following table reflects a summary of our contractual obligations and commercial commitments as of November 30, 2019:

### CONTRACTUAL CASH OBLIGATIONS DUE BY YEAR

	Total	Less than 1 year	1–3 years	3–5 years	More than 5 years
Short-term borrowings	\$ 600.7	\$ 600.7	\$ —	\$ —	\$ —
Long-term debt, including capital leases	3,726.6	97.7	1,205.3	1,020.9	1,402.7
Operating leases	162.2	41.8	61.5	26.6	32.3
Interest payments	859.9	118.5	212.7	154.6	374.1
Raw material purchase obligations <sup>(a)</sup>	492.4	492.4	—	—	—
Other purchase obligations <sup>(b)</sup>	160.4	76.1	35.2	18.4	30.7
<b>Total contractual cash obligations</b>	<b>\$ 6,002.2</b>	<b>\$ 1,427.2</b>	<b>\$ 1,514.7</b>	<b>\$ 1,220.5</b>	<b>\$ 1,839.8</b>

(a) Raw material purchase obligations outstanding as of year end may not be indicative of outstanding obligations throughout the year due to our response to varying raw material cycles.

(b) Other purchase obligations consist of information technology and other service agreements, advertising media commitments and utility contracts.

Pension and postretirement funding can vary significantly each year due to changes in legislation, our significant assumptions and investment return on plan assets. As a result, we have not presented pension and postretirement funding in the table above.

### COMMERCIAL COMMITMENTS EXPIRATION BY YEAR

	Total	Less than 1 year	1-3 years	3-5 years	More than 5 years
Guarantees	\$ 0.6	\$ 0.6	\$ —	\$ —	\$ —
Standby letters of credit	32.2	32.2	—	—	—
Total commercial commitments	\$ 32.8	\$ 32.8	\$ —	\$ —	\$ —

## OFF-BALANCE SHEET ARRANGEMENTS

We had no off-balance sheet arrangements as of November 30, 2019 and 2018.

## RECENTLY ISSUED ACCOUNTING PRONOUNCEMENTS

New accounting pronouncements are issued periodically that affect our current and future operations. See note 1 of the accompanying financial statements for further details of these impacts.

## CRITICAL ACCOUNTING ESTIMATES AND ASSUMPTIONS

In preparing the financial statements, we are required to make estimates and assumptions that have an impact on the assets, liabilities, revenue and expenses reported. These estimates can also affect supplemental information disclosed by us, including information about contingencies, risk and financial condition. We believe, given current facts and circumstances, our estimates and assumptions are reasonable, adhere to U.S. GAAP and are consistently applied. Inherent in the nature of an estimate or assumption is the fact that actual results may differ from estimates, and estimates may vary as new facts and circumstances arise. In preparing the financial statements, we make routine estimates and judgments in determining the net realizable value of accounts receivable, inventory, fixed assets and prepaid allowances. Our most critical accounting estimates and assumptions are in the following areas:

### Customer Contracts

In several of our major geographic markets, the consumer segment sells our products by entering into annual or multi-year customer arrangements. Known or expected pricing or revenue adjustments, such as trade discounts, rebates or returns, are estimated at the time of sale. Where applicable, future reimbursements are estimated based on a combination of historical patterns and future expectations regarding these programs. Key sales terms, such as pricing and quantities ordered, are established on a frequent basis such that most customer arrangements and related incentives have a one-year or shorter duration. Estimates that affect revenue, such as trade incentives and product returns, are monitored and adjusted each period until the incentives or product returns are realized.

### Goodwill and Intangible Asset Valuation

We review the carrying value of goodwill and non-amortizable intangible assets and conduct tests of impairment on an annual basis as described below. We also test for impairment if events or circumstances indicate it is more likely than not that the fair value of a reporting unit is below its carrying amount. We test indefinite-lived intangible assets for impairment if events or changes in circumstances indicate that the asset might be impaired.

Determining the fair value of a reporting unit or an indefinite-lived purchased intangible asset is judgmental in nature and involves the use of significant estimates and assumptions. We base our fair value estimates on assumptions we believe to be reasonable but that are inherently uncertain. Actual future results may differ from those estimates.

### Goodwill Impairment

Our reporting units are the same as our operating segments. We estimate the fair value of a reporting unit by using a discounted cash flow model. Our discounted cash flow model calculates fair value by present valuing future expected cash flows of our reporting units using our internal cost of capital as the discount rate. We then compare this fair value to the carrying amount of the reporting unit, including intangible assets and goodwill. If the carrying amount of the reporting unit exceeds the estimated fair value, then we would determine the implied fair value of the reporting unit's goodwill. An impairment charge would be recognized to the extent the carrying amount of goodwill exceeds the implied fair value. As of November 30, 2019, we had \$4,505.2 million of goodwill recorded in our balance sheet (\$3,377.6 million in the consumer segment and \$1,127.6 million in the flavor solutions segment). Our fiscal year 2019 testing indicated that the estimated fair values of our reporting units were significantly in excess of their carrying values. Accordingly, we believe that only significant changes in the cash flow assumptions would result in an impairment of goodwill.

### Indefinite-lived Intangible Asset Impairment

Our indefinite-lived intangible assets consist of brand names and trademarks. We estimate fair values primarily through the use of the relief-from-royalty method and then compare those fair values to the related carrying

amounts of the indefinite-lived intangible asset. In the event that the fair value of any of the brand names or trademarks are less than their related carrying amounts, a non-cash impairment loss would be recognized in an amount equal to the difference.

The estimation of fair values of our brand names and trademarks requires us to make significant assumptions, including expectations with respect to sales and profits of the respective brands and trademarks, related royalty rates and appropriate discount rates, which are based, in part, upon current interest rates adjusted for our view of reasonable country- and brand-specific risks based upon the past and anticipated future performance of the related brand names and trademarks.

As of November 30, 2019, we had \$2,643.0 million of brand name assets and trademarks recorded in our balance sheet, and none of the balances exceeded their estimated fair values at that date. Of the \$2,643.0 million of brand names assets and trademarks as of November 30, 2019: (i) \$2,320.0 million relates to the French's, Frank's RedHot and Cattlemen's brand names and trademarks, recognized as part of our acquisition of RB Foods in August 2017, that we group for purposes of our impairment analysis; and (ii) the remaining \$323.0 million represents a number of other brand name assets and trademarks with individual carrying values ranging from \$0.2 million to \$106.4 million. The percentage excess of estimated fair value over respective book values for each of our brand names and trademarks, including the \$2,320.0 million related to our French's, Frank's RedHot and Cattlemen's brands, was 20% or more as of November 30, 2019, except for one brand with a carrying value of \$27.1 million whose fair value modestly exceeds its carrying value at that date.

The brand names and trademarks related to recent acquisitions may be more susceptible to future impairment as their carrying values represent recently determined fair values. A change in assumptions with respect to recently acquired businesses, including those affected by rising interest rates or a deterioration in expectations of future sales, profitability or royalty rates as well as future economic and market conditions, or higher income tax rates, could result in non-cash impairment losses in the future.

### **Income Taxes**

We estimate income taxes and file tax returns in each of the taxing jurisdictions in which we operate and are required to file a tax return. At the end of each year, an estimate for income taxes is recorded in the financial statements. Tax returns are generally filed in the third or fourth quarter of the subsequent year. A reconciliation of the estimate to the final tax return is done at that time which will result in changes to the original estimate. We believe that our tax return positions are appropriately supported, but tax authorities may challenge certain positions. We evaluate our uncertain tax positions in accordance with the GAAP guidance for uncertainty in income taxes. We believe that our reserve for uncertain tax positions, including related interest, is adequate. The amounts ultimately paid upon resolution of audits could be materially different from the amounts previously included in our income tax expense and, therefore, could have a material impact on our tax provision, net income and cash flows. We have recorded valuation allowances to reduce our deferred tax assets to the amount that is more likely than not to be realized. In doing so, we have considered future taxable income and tax planning strategies in assessing the need for a valuation allowance. Both future taxable income and tax planning strategies include a number of estimates. In addition, interpretative guidance continues to be issued in connection with the U.S. Tax Act enacted in December 2017. While we have considered available guidance, there is no assurance that future guidance may not cause us to revise amounts currently recorded.

### **Pension and Postretirement Benefits**

Pension and other postretirement plans' costs require the use of assumptions for discount rates, investment returns, projected salary increases, mortality rates and health care cost trend rates. The actuarial assumptions used in our pension and postretirement benefit reporting are reviewed annually and compared with external benchmarks to ensure that they appropriately account for our future pension and postretirement benefit obligations. While we believe that the assumptions used are appropriate, differences between assumed and actual experience may affect our operating results. A 1% increase or decrease in the actuarial assumption for the discount rate would impact 2020 pension and postretirement benefit expense by approximately \$1 million. A 1% increase or decrease in the expected return on plan assets would impact 2020 pension expense by approximately \$9 million.

We will continue to evaluate the appropriateness of the assumptions used in the measurement of our pension and other postretirement benefit obligations. In addition, see note 10 of the accompanying financial statements for a discussion of these assumptions and the effects on the financial statements.

**ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK**

This information is set forth in the “Market Risk Sensitivity” section of “Management’s Discussion and Analysis” and in note 7 of the accompanying financial statements.

**ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA**  
**REPORT OF MANAGEMENT**

We are responsible for the preparation and integrity of the consolidated financial statements appearing in our Annual Report. The consolidated financial statements were prepared in conformity with United States generally accepted accounting principles and include amounts based on our estimates and judgments. All other financial information in this report has been presented on a basis consistent with the information included in the financial statements.

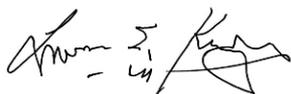
We are also responsible for establishing and maintaining adequate internal control over financial reporting. We maintain a system of internal control that is designed to provide reasonable assurance as to the fair and reliable preparation and presentation of the consolidated financial statements, as well as to safeguard assets from unauthorized use or disposition.

Our control environment is the foundation for our system of internal control over financial reporting and is embodied in our Business Ethics Policy. It sets the tone of our organization and includes factors such as integrity and ethical values. Our internal control over financial reporting is supported by formal policies and procedures which are reviewed, modified and improved as changes occur in business conditions and operations.

The Audit Committee of the Board of Directors, which is composed solely of independent directors, meets periodically with members of management, the internal auditors and the independent registered public accounting firm to review and discuss internal control over financial reporting and accounting and financial reporting matters. The independent registered public accounting firm and internal auditors report to the Audit Committee and accordingly have full and free access to the Audit Committee at any time.

We conducted an assessment of the effectiveness of our internal control over financial reporting based on the framework in *Internal Control - Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 framework). This assessment included review of the documentation of controls, evaluation of the design effectiveness of controls, testing of the operating effectiveness of controls and a conclusion on this assessment. Although there are inherent limitations in the effectiveness of any system of internal control over financial reporting, based on our assessment, we have concluded with reasonable assurance that our internal control over financial reporting was effective as of November 30, 2019.

Our internal control over financial reporting as of November 30, 2019 has been audited by Ernst & Young LLP.



Lawrence E. Kurzius

*Chairman, President &  
Chief Executive Officer*



Michael R. Smith

*Executive Vice President &  
Chief Financial Officer*



Christina M. McMullen

*Vice President & Controller  
Chief Accounting Officer*

## REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Shareholders and the Board of Directors of McCormick & Company, Incorporated

### Opinion on Internal Control over Financial Reporting

We have audited McCormick & Company, Incorporated's internal control over financial reporting as of November 30, 2019, based on criteria established in Internal Control - Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 framework) (the COSO criteria). In our opinion, McCormick & Company, Incorporated (the Company) maintained, in all material respects, effective internal control over financial reporting as of November 30, 2019, based on the COSO criteria.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the consolidated balance sheets of the Company as of November 30, 2019 and 2018, the related consolidated income statements, statements of comprehensive income, cash flow statements and statements of shareholders' equity for each of the three years in the period ended November 30, 2019, and the related notes and the financial statement schedule listed in the Index at item 15(2) and our report dated January 28, 2020 expressed an unqualified opinion thereon.

### Basis for Opinion

The Company's management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting included in the accompanying Report of Management. Our responsibility is to express an opinion on the Company's internal control over financial reporting based on our audit. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

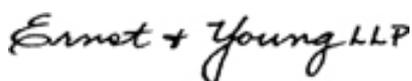
We conducted our audit in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects.

Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

### Definition and Limitations of Internal Control Over Financial Reporting

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

The logo for Ernst & Young LLP, featuring the company name in a stylized, cursive script.

Baltimore, Maryland  
January 28, 2020

## REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Shareholders and the Board of Directors of McCormick & Company, Incorporated

### Opinion on the Financial Statements

We have audited the accompanying consolidated balance sheets of McCormick & Company, Incorporated (the Company) as of November 30, 2019 and 2018, the related consolidated income statements, statements of comprehensive income, cash flow statements and statements of shareholders' equity for each of the three years in the period ended November 30, 2019, and the related notes and the financial statement schedule listed in the Index at item 15(2) (collectively referred to as the "consolidated financial statements"). In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of the Company at November 30, 2019 and 2018, and the results of its operations and its cash flows for each of the three years in the period ended November 30, 2019, in conformity with U.S. generally accepted accounting principles.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the Company's internal control over financial reporting as of November 30, 2019, based on criteria established in Internal Control - Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 framework) and our report dated January 28, 2020 expressed an unqualified opinion thereon.

### Basis for Opinion

These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on the Company's financial statements based on our audits. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud. Our audits included performing procedures to assess the risks of material misstatement of the financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that our audits provide a reasonable basis for our opinion.

### Critical Audit Matter

The critical audit matter communicated below is a matter arising from the current period audit of the financial statements that was communicated or required to be communicated to the audit committee and that: (1) relates to accounts or disclosures that are material to the financial statements and (2) involved our especially challenging, subjective or complex judgments. The communication of the critical audit matter does not alter in any way our opinion on the consolidated financial statements, taken as a whole, and we are not, by communicating the critical audit matter below, providing a separate opinion on the critical audit matter or on the account or disclosure to which it relates.

## Valuation of Indefinite-lived Intangible Assets

### *Description of the Matter*

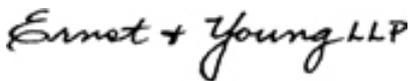
At November 30, 2019, the Company's indefinite-lived intangible assets consist of brand names and trademarks with an aggregate carrying value of approximately \$2.6 billion. As explained in Note 1 to the consolidated financial statements, these assets are assessed for impairment at least annually primarily using the relief-from-royalty methodology to determine their fair values. If the fair value of any of the brand names or trademarks is less than its carrying amount, an impairment loss is recognized in an amount equal to the difference.

Auditing the Company's impairment assessments is complex due to the significant estimation required in determining the fair value of the brand names and trademarks. Significant management judgment is also involved in determining whether individual brand names and trademarks should be grouped for purposes of the fair value determination or must be evaluated individually. The Company's methodologies for estimating the fair value of these assets involve significant assumptions and inputs, including projected financial information for net sales and operating profit by brand, royalty rates, and discount rates, all of which are sensitive to and affected by economic, industry, and company-specific qualitative factors. These significant assumptions and inputs are forward-looking and could be affected by future economic and market conditions.

### *How We Addressed the Matter in Our Audit*

We obtained an understanding, evaluated the design and tested the operating effectiveness of the Company's controls over the Company's indefinite-lived intangible asset review process, including controls over management's review of its asset groupings and the significant assumptions described above. We tested controls over the review of methodologies used, significant assumptions and inputs, and completeness and accuracy of the data used in the measurements.

To test the estimated fair value of the Company's indefinite-lived intangible assets, we performed audit procedures that included, among others, evaluating the asset groupings used by the Company to perform its impairment assessment, assessing the methodologies and testing the significant assumptions discussed above and the underlying data used by the Company in its analyses. We compared the significant assumptions to current industry, market and economic trends, to the Company's historical results, to other guideline companies within the same industry, and to other relevant data. In addition, we evaluated management's ability to estimate revenues by comparing the current year actual revenues for certain brand names or trademarks to the estimates made in the Company's prior year impairment assessment. We also performed sensitivity analyses of the significant assumptions to evaluate the potential change in the fair values of the brand names and trademarks resulting from hypothetical changes in underlying assumptions. We used an internal valuation specialist to assist in our evaluation of the methodologies used and significant assumptions and inputs used to determine the fair value of certain brand names and trademarks.

The logo for Ernst & Young LLP, featuring the company name in a stylized, handwritten-style font.

We have served as the Company's auditor since 1982.

Baltimore, Maryland  
January 28, 2020

## CONSOLIDATED INCOME STATEMENTS

for the year ended November 30 (millions except per share data)	2019	2018	2017
Net sales	\$ 5,347.4	\$ 5,302.8	\$ 4,730.3
Cost of goods sold	3,202.1	3,209.5	2,936.3
Gross profit	2,145.3	2,093.3	1,794.0
Selling, general and administrative expense	1,166.8	1,163.4	1,031.2
Transaction and integration expenses (related to RB Foods acquisition)	—	22.5	40.8
Special charges	20.8	16.3	22.2
Operating income	957.7	891.1	699.8
Interest expense	165.2	174.6	95.7
Other debt costs	—	—	15.4
Other income, net	26.7	24.8	6.1
Income from consolidated operations before income taxes	819.2	741.3	594.8
Income tax expense (benefit)	157.4	(157.3)	151.3
Net income from consolidated operations	661.8	898.6	443.5
Income from unconsolidated operations	40.9	34.8	33.9
Net income	\$ 702.7	\$ 933.4	\$ 477.4
Earnings per share—basic	\$ 5.30	\$ 7.10	\$ 3.77
Earnings per share—diluted	\$ 5.24	\$ 7.00	\$ 3.72

See Notes to Consolidated Financial Statements.

## CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

for the year ended November 30 (millions)	2019	2018	2017
Net income	\$ 702.7	\$ 933.4	\$ 477.4
Net income attributable to non-controlling interest	1.9	3.3	1.6
Other comprehensive income (loss):			
Unrealized components of pension and other postretirement plans (including curtailment gains of \$18.0 and \$76.7 for 2018 and 2017, respectively)	(149.8)	72.6	103.2
Currency translation adjustments	(25.5)	(119.8)	174.6
Change in derivative financial instruments	1.1	2.3	(12.5)
Deferred taxes	33.2	(17.2)	(30.8)
Total other comprehensive income (loss)	(141.0)	(62.1)	234.5
Comprehensive income	\$ 563.6	\$ 874.6	\$ 713.5

See Notes to Consolidated Financial Statements.

## CONSOLIDATED BALANCE SHEETS

at November 30 (millions)	2019	2018
<b>Assets</b>		
Cash and cash equivalents	\$ 155.4	\$ 96.6
Trade accounts receivable, less allowances of \$5.6 for 2019 and \$6.4 for 2018	502.9	518.1
Inventories	801.2	786.3
Prepaid expenses and other current assets	90.7	78.9
Total current assets	1,550.2	1,479.9
Property, plant and equipment, net	952.6	941.5
Goodwill	4,505.2	4,527.9
Intangible assets, net	2,847.0	2,873.3
Other long-term assets	507.1	433.8
Total assets	\$ 10,362.1	\$ 10,256.4
<b>Liabilities</b>		
Short-term borrowings	\$ 600.7	\$ 560.0
Current portion of long-term debt	97.7	83.5
Trade accounts payable	846.9	710.0
Other accrued liabilities	609.1	648.2
Total current liabilities	2,154.4	2,001.7
Long-term debt	3,625.8	4,052.9
Deferred taxes	697.6	706.5
Other long-term liabilities	427.6	313.1
Total liabilities	6,905.4	7,074.2
<b>Shareholders' equity</b>		
Common stock, no par value; authorized 320.0 shares; issued and outstanding: 2019–9.3 shares, 2018–9.6 shares	447.6	400.2
Common stock non-voting, no par value; authorized 320.0 shares; issued and outstanding: 2019–123.6 shares, 2018–122.5 shares	1,441.0	1,370.4
Retained earnings	2,055.8	1,760.2
Accumulated other comprehensive loss	(500.2)	(359.9)
Total McCormick shareholders' equity	3,444.2	3,170.9
Non-controlling interests	12.5	11.3
Total shareholders' equity	3,456.7	3,182.2
Total liabilities and shareholders' equity	\$ 10,362.1	\$ 10,256.4

See Notes to Consolidated Financial Statements.

## CONSOLIDATED CASH FLOW STATEMENTS

for the year ended November 30 (millions)	2019	2018	2017
<b>Operating activities</b>			
Net income	\$ 702.7	\$ 933.4	\$ 477.4
Adjustments to reconcile net income to net cash provided by operating activities:			
Depreciation and amortization	158.8	150.7	125.2
Stock-based compensation	37.2	25.6	23.9
Noncash nonrecurring income tax benefit (related to enactment of the U.S. Tax Act)	—	(309.4)	—
Special charges and transaction and integration expenses	—	3.0	19.1
Amortization of inventory fair value adjustment associated with acquisition of RB Foods	—	—	20.9
(Gain) loss on sale of assets	(1.6)	(5.4)	1.3
Deferred income tax expense	20.9	40.1	24.1
Income from unconsolidated operations	(40.9)	(34.8)	(33.9)
Settlement of forward-starting interest rate swaps	—	—	(2.9)
Changes in operating assets and liabilities (net of effect of businesses acquired):			
Trade accounts receivable	12.2	19.8	(13.0)
Inventories	(20.9)	(10.0)	44.6
Trade accounts payable	128.2	72.8	98.2
Other assets and liabilities	(81.5)	(91.8)	6.8
Dividends received from unconsolidated affiliates	31.7	27.2	23.6
Net cash provided by operating activities	946.8	821.2	815.3
<b>Investing activities</b>			
Acquisitions of businesses (net of cash acquired)	—	(4.2)	(4,327.4)
Capital expenditures (including expenditures for capitalized software)	(173.7)	(169.1)	(182.4)
Other investing activities	2.7	14.8	1.5
Net cash used in investing activities	(171.0)	(158.5)	(4,508.3)
<b>Financing activities</b>			
Short-term borrowings, net	41.0	305.5	(134.6)
Long-term debt borrowings	—	25.9	3,989.6
Payment of debt issuance costs	—	—	(7.7)
Long-term debt repayments	(447.7)	(797.9)	(272.7)
Proceeds from exercised stock options	90.9	78.2	29.5
Taxes withheld and paid on employee stock awards	(12.7)	(11.6)	(5.8)
Payment of contingent consideration	—	(2.5)	(19.7)
Purchase of minority interest	—	(13.0)	(1.2)
Issuance of common stock non-voting (net of issuance costs of \$0.9)	—	—	554.0
Common stock acquired by purchase	(95.1)	(62.3)	(137.8)
Dividends paid	(302.2)	(273.4)	(237.6)
Net cash (used in) provided by financing activities	(725.8)	(751.1)	3,756.0
Effect of exchange rate changes on cash and cash equivalents	8.8	(1.8)	5.4
Increase (decrease) in cash and cash equivalents	58.8	(90.2)	68.4
Cash and cash equivalents at beginning of year	96.6	186.8	118.4
Cash and cash equivalents at end of year	\$ 155.4	\$ 96.6	\$ 186.8

See Notes to Consolidated Financial Statements.

**CONSOLIDATED STATEMENTS OF SHAREHOLDERS' EQUITY**

(millions)	Common Stock Shares	Common Stock Non-Voting Shares	Common Stock Amount	Retained Earnings	Accumulated Other Comprehensive (Loss) Income	Non-controlling Interests	Total Shareholders' Equity
Balance, November 30, 2016	11.4	113.9	\$ 1,084.2	\$ 1,056.8	\$ (514.4)	\$ 11.5	\$ 1,638.1
Net income			—	477.4	—	—	477.4
Net income attributable to non-controlling interest			—	—	—	1.6	1.6
Other comprehensive income (loss), net of tax			—	—	234.9	(0.4)	234.5
Dividends			—	(247.0)	—	—	(247.0)
Buyout of minority interest			—	0.6	—	(1.7)	(1.1)
Stock-based compensation			23.9	—	—	—	23.9
Shares issued in connection with RB Foods acquisition	—	6.4	554.0	—	—	—	554.0
Shares purchased and retired	(0.4)	(1.1)	(23.8)	(121.3)	—	—	(145.1)
Shares issued, including tax benefit of \$8.1	0.7	0.1	34.6	—	—	—	34.6
Equal exchange	(1.7)	1.7	—	—	—	—	—
Balance, November 30, 2017	10.0	121.0	\$ 1,672.9	\$ 1,166.5	\$ (279.5)	\$ 11.0	\$ 2,570.9
Net income			—	933.4	—	—	933.4
Net income attributable to non-controlling interest			—	—	—	3.3	3.3
Other comprehensive loss, net of tax			—	—	(59.5)	(2.6)	(62.1)
Dividends			—	(280.5)	—	—	(280.5)
Adoption of ASU 2018-02			—	20.9	(20.9)	—	—
Buyout of minority interest			—	(12.4)	—	(0.4)	(12.8)
Stock-based compensation			25.6	—	—	—	25.6
Shares purchased and retired	(0.3)	(0.4)	(16.8)	(67.7)	—	—	(84.5)
Shares issued	1.7	0.1	88.9	—	—	—	88.9
Equal exchange	(1.8)	1.8	—	—	—	—	—

(millions)	Common Stock Shares	Common Stock Non-Voting Shares	Common Stock Amount	Retained Earnings	Accumulated Other Comprehensive (Loss) Income	Non-controlling Interests	Total Shareholders' Equity
Balance, November 30, 2018	9.6	122.5	\$ 1,770.6	\$ 1,760.2	\$ (359.9)	\$ 11.3	\$ 3,182.2
Net income			—	702.7	—	—	702.7
Net income attributable to non-controlling interest			—	—	—	1.9	1.9
Other comprehensive loss, net of tax			—	—	(140.3)	(0.7)	(141.0)
Dividends			—	(309.3)	—	—	(309.3)
Stock-based compensation			37.2	—	—	—	37.2
Shares purchased and retired	(0.2)	(0.6)	(15.4)	(97.8)	—	—	(113.2)
Shares issued	1.5	0.1	96.2	—	—	—	96.2
Equal exchange	(1.6)	1.6	—	—	—	—	—
Balance, November 30, 2019	9.3	123.6	\$ 1,888.6	\$ 2,055.8	\$ (500.2)	\$ 12.5	\$ 3,456.7

See Notes to Consolidated Financial Statements.

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

### 1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

#### Consolidation

The financial statements include the accounts of our majority-owned or controlled subsidiaries and affiliates. Intercompany transactions have been eliminated. Investments in unconsolidated affiliates, over which we exercise significant influence, but not control, are accounted for by the equity method. Accordingly, our share of net income or loss of unconsolidated affiliates is included in net income.

#### Foreign Currency Translation

For majority-owned or controlled subsidiaries and affiliates, if located outside of the U.S., with functional currencies other than the U.S. dollar, asset and liability accounts are translated at the rates of exchange at the balance sheet date and the resultant translation adjustments are included in accumulated other comprehensive income (loss), a separate component of shareholders' equity. Income and expense items are translated at average monthly rates of exchange. Gains and losses from foreign currency transactions of these majority-owned or controlled subsidiaries and affiliates — that is, transactions denominated in other than their functional currency — are included in net earnings.

Our unconsolidated affiliates located outside the U.S. generally use their local currencies as their functional currencies. The asset and liability accounts of those unconsolidated affiliates are translated at the rates of exchange at the balance sheet date, with the resultant translation adjustments included in accumulated other comprehensive income (loss) of those affiliates. Income and expense items of those affiliates are translated at average monthly rates of exchange. We record our ownership share of the net assets and accumulated other comprehensive income (loss) of our unconsolidated affiliates in our consolidated balance sheet on the lines entitled "Other long-term assets" and "Accumulated other comprehensive loss," respectively. We record our ownership share of the net income of our unconsolidated affiliates in our consolidated income statement on the line entitled "Income from unconsolidated operations."

#### Use of Estimates

Preparation of financial statements that follow accounting principles generally accepted in the U.S. requires us to make estimates and assumptions that affect the amounts reported in the financial statements and notes. Actual amounts could differ from these estimates.

#### Cash and Cash Equivalents

All highly liquid investments purchased with an original maturity of three months or less are classified as cash equivalents.

#### Inventories

Inventories are stated at the lower of cost or net realizable value. Cost is determined under the first-in, first-out costing method (FIFO), including the use of average costs which approximate FIFO.

#### Property, Plant and Equipment

Property, plant and equipment is stated at historical cost and depreciated over its estimated useful life using the straight-line method for financial reporting and both accelerated and straight-line methods for tax reporting. The estimated useful lives range from 20 to 50 years for buildings and 3 to 12 years for machinery, equipment and other assets. Assets leased under capital leases are depreciated over the shorter of the lease term or their useful lives unless it is reasonably certain that we will obtain ownership by the end of the lease term. Repairs and maintenance costs are expensed as incurred.

#### Computer Software

We capitalize costs of software developed or obtained for internal use. Capitalized software development costs include only (1) direct costs paid to others for materials and services to develop or buy the software, (2) payroll and payroll-related costs for employees who work directly on the software development project and (3) interest costs while developing the software. Capitalization of these costs stops when the project is substantially complete and ready for use.

The net book value of capitalized software totaled \$76.4 million and \$43.6 million at November 30, 2019 and 2018, respectively. Such amounts are recorded within "Other long-term assets" in the consolidated balance sheet. Software is amortized using the straight-line method over a range of 3 to 13 years, but not exceeding the expected life of the product. The net book value of capitalized software includes \$44.9 million and \$9.3 million at November

30, 2019 and 2018, respectively, which had not yet been placed into service and relates to our future implementation of a global enterprise resource planning (ERP) system.

### Goodwill and Other Intangible Assets

We review the carrying value of goodwill and indefinite-lived intangible assets and conduct tests of impairment on an annual basis as described below. We also test goodwill for impairment if events or circumstances indicate it is more likely than not that the fair value of a reporting unit is below its carrying amount and test indefinite-lived intangible assets for impairment if events or changes in circumstances indicate that the asset might be impaired. Separable intangible assets that have finite useful lives are amortized over those lives.

Determining the fair value of a reporting unit or an indefinite-lived purchased intangible asset is judgmental in nature and involves the use of significant estimates and assumptions. These estimates and assumptions include revenue growth rates and operating margins used to calculate projected future cash flows, risk-adjusted discount rates, assumed royalty rates, future economic and market conditions and determination of appropriate market comparables. We base our fair value estimates on assumptions we believe to be reasonable but that are unpredictable and inherently uncertain. Actual future results may differ from these estimates.

#### Goodwill Impairment

Our reporting units used to assess potential goodwill impairment are the same as our business segments. We calculate fair value of a reporting unit by using a discounted cash flow model and then compare that to the carrying amount of the reporting unit, including intangible assets and goodwill. If the carrying amount of the reporting unit exceeds the calculated fair value, then we would determine the implied fair value of the reporting unit's goodwill. An impairment charge would be recognized to the extent the carrying amount of goodwill exceeds the implied fair value.

#### Indefinite-lived Intangible Asset Impairment

Our indefinite-lived intangible assets consist of brand names and trademarks. We primarily determine fair value by using a relief-from-royalty method and then compare that to the carrying amount of the indefinite-lived intangible asset. If the carrying amount of the indefinite-lived intangible asset exceeds its fair value, an impairment charge would be recorded to the extent the recorded indefinite-lived intangible asset exceeds the fair value.

#### Long-lived Asset Impairment

Fixed assets and amortizable intangible assets are reviewed for impairment as events or changes in circumstances occur indicating that the carrying value of the asset may not be recoverable. Undiscounted cash flow analyses are used to determine if an impairment exists. If an impairment is determined to exist, the loss would be calculated based on the excess of the asset's carrying value over its estimated fair value.

### Revenue Recognition

We manufacture, market and distribute spices, seasoning mixes, condiments and other flavorful products to the entire food industry—retailers, food manufacturers and foodservice businesses. We recognize sales as performance obligations are fulfilled when control passes to the customer. Revenues are recorded net of trade and sales incentives and estimated product returns. Known or expected pricing or revenue adjustments, such as trade discounts, rebates and returns, are estimated at the time of sale. Any taxes collected on behalf of government authorities are excluded from net sales. We account for product shipping and handling as fulfillment activities with costs for these activities recorded within cost of goods sold. Amounts billed and due from our customers are classified as accounts receivable on the balance sheet and require payment on a short-term basis. Our allowance for doubtful accounts represents our estimate of probable non-payments and credit losses in our existing receivables, as determined based on a review of past due balances and other specific account data.

The following table sets forth our net sales by the Americas, Europe, Middle East and Africa (EMEA) and Asia Pacific (APAC) geographic regions:

(millions)	Americas	EMEA	APAC	Total
2019				
Net sales	\$ 3,711.3	\$ 986.1	\$ 650.0	\$ 5,347.4
2018				
Net sales	\$ 3,627.5	\$ 1,021.1	\$ 654.2	\$ 5,302.8
2017				
Net sales	\$ 3,179.6	\$ 948.9	\$ 601.8	\$ 4,730.3

### *Performance Obligations*

Our revenues primarily result from contracts or purchase orders with customers, which generally are both short-term in nature and have a single performance obligation—the delivery of our products to customers. We assess the goods and services promised in our customers' contracts or purchase orders and identify a performance obligation for each promise to transfer a good or service (or bundle of goods or services) that is distinct. To identify the performance obligations, we consider all the goods or services promised, whether explicitly stated or implied based on customary business practices.

### *Significant Judgments*

Sales are recorded net of trade and sales incentives and estimated product returns. Known or expected pricing or revenue adjustments, such as trade discounts, rebates or returns, are estimated at the time of sale. Where applicable, future reimbursements are estimated based on a combination of historical patterns and future expectations regarding these programs. Key sales terms, such as pricing and quantities ordered, are established on a frequent basis such that most customer arrangements and related incentives have a one-year or shorter duration. Estimates that affect revenue, such as trade incentives and product returns, are monitored and adjusted each period until the incentives or product returns are realized. The adjustments recognized during the year ended November 30, 2019 and 2018 resulting from updated estimates of revenue for prior year product sales were not significant. The unsettled portion remaining in accrued liabilities for these activities was \$137.2 million and \$142.1 million at November 30, 2019 and 2018, respectively.

### *Practical Expedients*

We have elected the following policy elections and practical expedients with respect to revenue recognition:

- Shipping and handling costs— We elected to account for shipping and handling activities that occur before the customer has obtained control of a good as fulfillment activities (i.e., an expense) rather than as a promised service.
- Measurement of transaction price— We elected to exclude from the measurement of transaction price all taxes assessed by a governmental authority that are both imposed on and concurrent with a specific revenue-producing transaction and collected by us from a customer for sales, value added and other excise taxes.
- Incremental cost of obtaining a contract— We elected to expense any incremental costs of obtaining a contract when the contract is for a period of one year or less.

### **Shipping and Handling**

Shipping and handling costs on our products sold to customers related to activities that occur before the customer has obtained control of a good are included in cost of goods sold in the consolidated income statement.

### **Brand Marketing Support**

Total brand marketing support costs, which are included in selling, general and administrative expense in the consolidated income statement, were \$214.6 million, \$218.7 million and \$172.5 million for 2019, 2018 and 2017, respectively. Brand marketing support costs include advertising and promotions but exclude trade funds paid to customers for such activities. All trade funds paid to customers are reflected in the consolidated income statement as a reduction of net sales. Promotion costs include public relations, shopper marketing, social marketing activities, general consumer promotion activities and depreciation of assets used in these promotional activities. Advertising costs include the development, production and communication of advertisements through television, digital, print and radio. Development and production costs are expensed in the period in which the advertisement is first run. All other costs of advertising are expensed as incurred. Advertising expense was \$150.8 million, \$147.2 million and \$117.8 million for 2019, 2018 and 2017, respectively.

### **Research and Development**

Research and development costs are expensed as incurred and are included in selling, general and administrative expense in the consolidated income statement. Research and development expense was \$67.3 million, \$69.4 million and \$66.1 million for 2019, 2018 and 2017, respectively.

### **Derivative Instruments**

We record all derivatives on the balance sheet at fair value. The fair value of derivative instruments is recorded in other current assets, other long-term assets, other accrued liabilities or other long-term liabilities. Gains and losses

representing either hedge ineffectiveness, hedge components excluded from the assessment of effectiveness, or hedges of translational exposure are recorded in the consolidated income statement in other income (expense), net or in interest expense. In the consolidated cash flow statement, settlements of cash flow and fair value hedges are classified as operating activities; settlements of all other derivative instruments, including instruments for which hedge accounting has been discontinued, are classified consistent with the nature of the instruments.

*Cash flow hedges.* Qualifying derivatives are accounted for as cash flow hedges when the hedged item is a forecasted transaction. Gains and losses on these instruments are recorded in accumulated other comprehensive income (loss) until the underlying transaction is recorded in earnings. When the hedged item is realized, gains or losses are reclassified from accumulated other comprehensive income (loss) to the consolidated income statement on the same line item as the underlying transaction.

*Fair value hedges.* Qualifying derivatives are accounted for as fair value hedges when the hedged item is a recognized asset, liability, or firm commitment. Gains and losses on these instruments are recorded in earnings, offsetting gains and losses on the hedged item.

*Net investment hedges.* Qualifying derivative and nonderivative financial instruments are accounted for as net investment hedges when the hedged item is a nonfunctional currency investment in a subsidiary. Gains and losses on these instruments are included in foreign currency translation adjustments in accumulated other comprehensive income (loss).

### **Employee Benefit and Retirement Plans**

We sponsor defined benefit pension plans in the U.S. and certain foreign locations. In addition, we sponsor defined contribution plans in the U.S. We contribute to defined contribution plans in locations outside the U.S., including government-sponsored retirement plans. We also currently provide postretirement medical and life insurance benefits to certain U.S. employees and retirees. During fiscal years 2018 and 2017 we made significant changes to our employee benefit and retirement plans as discussed in note 10.

We recognize the overfunded or underfunded status of our defined benefit pension plans as an asset or a liability in the balance sheet, with changes in the funded status recorded through other comprehensive income in the year in which those changes occur.

The expected return on plan assets is determined using the expected rate of return and a calculated value of plan assets referred to as the market-related value of plan assets. Differences between assumed and actual returns are amortized to the market-related value of assets on a straight-line basis over five years.

We use the corridor approach in the valuation of defined benefit pension and postretirement benefit plans. The corridor approach defers all actuarial gains and losses resulting from variances between actual results and actuarial assumptions. Those unrecognized gains and losses are amortized when the net gains and losses exceed 10% of the greater of the market-related value of plan assets or the projected benefit obligation at the beginning of the year. The amount in excess of the corridor is amortized over the average remaining life expectancy of retired plan participants, for plans whose benefits have been frozen, or the average remaining service period to retirement date of active plan participants.

### **Accounting Pronouncements Adopted in 2019**

We adopted ASU No. 2014-09 *Revenue from Contracts with Customers (Topic 606)* (the "Revenue Recognition ASU"), ASU No. 2017-07 *Compensation - Retirement Benefits (Topic 715) - Improving the Presentation of Net Periodic Pension Cost and Net Periodic Postretirement Benefit Cost* (the "Pension ASU"), and ASU No. 2017-12 *Derivatives and Hedging (Topic 815) - Targeted Improvements to Accounting for Hedging Activities*. We elected to adopt the Revenue Recognition ASU on a full retrospective basis. We adopted the Pension ASU on a retrospective basis as required by the standard. These new accounting standards are summarized below.

In May 2014, the FASB issued the Revenue Recognition ASU, which supersedes previously existing revenue recognition guidance. Under this new guidance, companies apply a principles-based five-step model to recognize revenue upon the transfer of promised goods or services to customers in an amount that reflects the consideration for which the company expects to be entitled to in exchange for those goods or services. The model encompasses the following steps: (1) determination of whether a contract - an agreement between two or more parties that creates legally enforceable rights and obligations - exists; (2) identification of the performance obligations in the contract; (3) determination of the transaction price; (4) allocation of the transaction price to the performance obligations in the contract; and (5) recognition of revenue when (or as) the performance obligation is satisfied. The

new revenue recognition guidance allows companies to account for shipping and handling activities that occur before and after the customer has obtained control of a product as fulfillment activities rather than as a promised service; and we applied this accounting policy election. In addition, the new revenue guidance requires that customer payments be accounted for as a reduction in the transaction price unless the payment to a customer is in exchange for a distinct good or service. The adoption of this standard did not have and is not expected to have an effect on the timing of our revenue recognition. There was no effect on operating income, net income, or basic and diluted earnings per share upon our adoption of the Revenue Recognition ASU in 2019.

In March 2017, the FASB issued the Pension ASU. This guidance revises how employers that sponsor defined benefit pension and other postretirement plans present the net periodic benefit cost in their income statement and requires that the service cost component of net periodic benefit cost be presented in the same income statement line items as other employee compensation costs from services rendered during the period. Of the components of net periodic benefit cost, only the service cost component is eligible for asset capitalization. The other components of the net periodic benefit cost must be presented separately from the line items that include the service cost and outside of any subtotal of operating income on the income statement. The new standard was adopted as of December 1, 2018 and has been applied on a retrospective basis. Adoption of the new standard solely impacted classification within our consolidated income statement, with no change to net income or basic and diluted earnings per share.

The adoption of the Revenue Recognition ASU and the Pension ASU, on a retrospective basis, impacted our previously reported results for the years ended November 30, 2018 and 2017 as follows:

(in millions)	Previously Reported	Accounting Changes		
		Revenue Recognition	Pension	Recast
<u>For the year ended November 30, 2018:</u>				
Net sales	\$ 5,408.9	\$ (106.1)	\$ —	\$ 5,302.8
Cost of goods sold	3,037.3	169.5	2.7	3,209.5
Gross profit	2,371.6	(275.6)	(2.7)	2,093.3
Selling, general and administrative expense	1,429.5	(275.6)	9.5	1,163.4
Operating income	903.3	—	(12.2)	891.1
Other income, net	12.6	—	12.2	24.8
<u>For the year ended November 30, 2017:</u>				
Net sales	\$ 4,834.1	\$ (103.8)	\$ —	\$ 4,730.3
Cost of goods sold	2,823.9	111.0	1.4	2,936.3
Gross profit	2,010.2	(214.8)	(1.4)	1,794.0
Selling, general and administrative expense	1,244.8	(214.8)	1.2	1,031.2
Operating income	702.4	—	(2.6)	699.8
Other income, net	3.5	—	2.6	6.1

We adopted the following new accounting standards in 2019 on a prospective basis:

In August 2017, the FASB issued ASU No. 2017-12 *Derivatives and Hedging (Topic 815)—Targeted Improvements to Accounting for Hedging Activities*. This guidance eliminates the requirement to separately measure and report hedge ineffectiveness and generally requires, for qualifying hedges, the entire change in the fair value of a hedging instrument to be presented in the same income statement line as the hedged item. The guidance also modifies the accounting for components excluded from the assessment of hedge effectiveness, eases documentation and assessment requirements and modifies certain disclosure requirements. The new standard is effective for the first quarter of our fiscal year ending November 30, 2020, with early adoption permitted in any interim period or fiscal year before the effective date. We have elected to adopt this guidance effective December 1, 2018. There was no material impact to our financial statements upon adoption.

In October 2016, the FASB issued ASU No. 2016-16 *Accounting for Income Taxes: Intra-Entity Asset Transfers of Assets Other than Inventory*. The ASU eliminates the deferral of the tax effects of intra-entity asset transfers other than inventory. As a result, the tax expense from the intercompany sale of assets, other than inventory, and

associated changes to deferred taxes will be recognized when the sale occurs even though the pre-tax effects of the transaction have not been recognized. This new standard was effective beginning in fiscal year 2019 and was required to be applied on a modified retrospective basis through a cumulative-effect adjustment to retained earnings as of the first day of fiscal year 2019. There was no cumulative-effect adjustment upon adoption. During the year ended November 30, 2019, we recognized a discrete tax benefit of \$15.2 million under the provisions of this standard. The on-going effect of the adoption of the standard will depend on the nature and amount of future transactions.

In January 2017, the FASB issued ASU No. 2017-01 *Business Combinations (Topic 805)—Clarifying the Definition of a Business*. This guidance changes the definition of a business to assist entities in evaluating when a set of transferred assets and activities constitutes a business. The guidance requires an entity to evaluate if substantially all of the fair value of the gross assets acquired is concentrated in a single identifiable asset or a group of similar identifiable assets; if so, the set of transferred assets and activities is not a business. The guidance also requires a business to include at least one substantive process and narrows the definition of outputs by more closely aligning it with how outputs are described in the Revenue Recognition ASU. The new standard was effective beginning in fiscal year 2019. There was no material impact to our financial statements upon adoption.

In August 2018, the FASB issued ASU No. 2018-15 *Customer's Accounting for Implementation Costs Incurred in a Cloud Computing Arrangement That Is a Services Contract*. The ASU aligns the requirement for capitalization of implementation costs incurred in a cloud hosting arrangement with the requirements for capitalizing implementation costs incurred to develop or obtain internal use software. The new standard is effective for the first quarter of our fiscal year ending November 30, 2021, with early adoption permitted in any interim period or fiscal year before the effective date. We have elected to adopt this guidance effective December 1, 2018. In conjunction with the adoption of this ASU, we classify capitalized software within other long-term assets and have reclassified prior periods for consistent presentation. Previously, we classified capitalized software within property, plant and equipment.

In August 2018, the U.S. Securities and Exchange Commission ("SEC") adopted the final rule under SEC Release No. 33-10532 *Disclosure Update and Simplification*, to eliminate or modify certain disclosure rules that are redundant, outdated, or duplicative of U.S. GAAP or other regulatory requirements. Among other changes, the amendments eliminated the annual requirement to disclose the high and low trading prices of our common stock.

#### **Recently Issued Accounting Pronouncements — Pending Adoption**

In February 2016, the FASB issued ASU No. 2016-02 *Leases (Topic 842)*. This guidance revises existing practice related to accounting for leases under Accounting Standards Codification Topic 840 *Leases (ASC 840)* for both lessees and lessors. Our leases principally relate to: (i) certain real estate, including that related to a number of administrative, distribution and manufacturing locations; (ii) certain machinery and equipment, including forklifts; and (iii) certain automobiles, delivery and other vehicles, including an airplane. The new guidance in ASU No. 2016-02 requires lessees to recognize a right-of-use asset and a lease liability for virtually all leases (other than leases that meet the definition of a short-term lease). The lease liability will be equal to the present value of lease payments and the right-of-use asset will be based on the lease liability, subject to adjustment such as for initial direct costs. For income statement purposes, the new standard retains a dual model similar to ASC 840, requiring leases to be classified as either operating or finance. For lessees, operating leases will result in straight-line expense (similar to current accounting by lessees for operating leases under ASC 840) while finance leases will result in a front-loaded expense pattern (similar to current accounting by lessees for capital leases under ASC 840). In July 2018, the FASB issued ASU No. 2018-11 *Leases (Topic 842) Targeted Improvements* which provides a modified retrospective transition method that allows entities to initially apply the new standard at the adoption date and recognize a cumulative-effect adjustment to the opening balance of retained earnings in the period of adoption without restating prior periods.

We will adopt the standard using a modified retrospective approach as of December 1, 2019, the first day of our fiscal year 2020. We will elect the package of practical expedients permitted under the transition guidance, which among other things, allows us to retain the historical lease classification. In addition, we will elect to combine the lease and non-lease components for all asset categories other than real estate. We will also make an accounting policy election to exclude from balance sheet reporting those leases with initial terms of 12 months or less (short-term leases).

We estimate that adoption of the standard will result in recognition of operating lease right-of-use assets and lease liabilities of approximately \$135 million and \$140 million, respectively, with the difference largely due to deferred

rent that will be reclassified to the right-of-use asset value. We do not expect adoption of the standard to materially affect our consolidated net income or cash flows.

In January 2017, the FASB issued ASU No. 2017-04 *Intangibles—Goodwill and Other Topics (Topic 350)—Simplifying the Test for Goodwill Impairment*. This guidance eliminates the requirement to calculate the implied fair value of goodwill of a reporting unit to measure a goodwill impairment charge. Instead, a company will record an impairment charge based on the excess of a reporting unit's carrying amount over its fair value. The new standard will be effective for the first quarter of our fiscal year ending November 30, 2021. Early adoption is permitted for all entities for annual and interim goodwill impairment testing dates after January 1, 2017. We currently do not expect this guidance to have a material impact on our financial statements.

In June 2016, the FASB issued ASU No. 2016-13 *Financial Instruments—Credit Losses (Topic 326): Measurement of Credit Losses on Financial Instruments*, which institutes a new model for recognizing credit losses on financial instruments that are not measured at fair value. The new standard is effective for the first quarter of our fiscal year ending November 30, 2021, and we anticipate that it will primarily impact our credit losses recognized for trade accounts receivable. While we are currently evaluating the effect that ASU No. 2016-13 will have on our consolidated financial statements, we do not expect this guidance to have a material impact.

## 2. ACQUISITIONS

Acquisitions are part of our strategy to increase sales and profits.

### Acquisition of RB Foods

On August 17, 2017, we completed the acquisition of Reckitt Benckiser's Food Division ("RB Foods") from Reckitt Benckiser Group plc. The purchase price was approximately \$4.21 billion, net of acquired cash of \$24.3 million. In December 2017, we paid \$4.2 million associated with the final working capital adjustment. The acquisition was funded through our issuance of approximately 6.35 million shares of common stock non-voting (see note 13) and through new borrowings comprised of senior unsecured notes and pre-payable term loans (see note 6). The acquired market-leading brands of RB Foods include French's®, Frank's RedHot® and Cattlemen's®, which are a natural strategic fit with our robust global branded flavor portfolio. We believe that these additions move us to a leading position in the attractive U.S. Condiments category and provide significant international growth opportunities for our consumer and flavor solutions segments. At the time of the acquisition, annual sales of RB Foods were approximately \$570 million. The transaction was accounted for under the acquisition method of accounting and, accordingly, the results of RB Foods' operations are included in our consolidated financial statements as a component of our consumer and flavor solutions segments from the date of acquisition.

We valued finished goods and work-in-process inventory using a net realizable value approach, which resulted in a step-up of \$20.9 million that was recognized in cost of goods sold in 2017 as the related inventory was sold. Raw materials and packaging inventory was valued using the replacement cost approach.

Total transaction and integration expenses related to the RB Foods acquisition aggregated \$99.6 million in 2018 and 2017, of which \$59.8 million and \$39.8 million represented transaction expenses and integration expenses, respectively. These costs primarily consist of the amortization of the acquisition-date fair value adjustment of inventories in the amount of \$20.9 million that is included in cost of goods sold for 2017; outside advisory, service and consulting costs; employee-related costs; and other costs related to the acquisition, including \$15.4 million of costs related to the bridge financing commitment that was included in other debt costs for 2017. The following are the transaction and integration expenses related to the RB Foods acquisition that we have recorded for the years ended November 30 (in millions):

	2018	2017
Transaction expenses included in cost of goods sold	\$ —	\$ 20.9
Transaction expenses included in other debt costs	—	15.4
Other transaction expenses	0.3	23.2
Integration expenses	22.2	17.6
<b>Total</b>	<b>\$ 22.5</b>	<b>\$ 77.1</b>

The incremental impact to our sales from RB Foods was \$190.1 million for 2017. The impact of RB Foods on our 2017 consolidated income before taxes, including the effect of the transaction and integration expenses previously noted, and financing costs was a loss of approximately \$42 million.

#### Other Acquisitions

On September 21, 2018, we purchased the remaining 10% ownership interest in our Shanghai subsidiary for a cash payment of \$12.7 million. In conjunction with our purchase of this remaining 10% minority interest, we have eliminated the minority interest in that subsidiary and recorded an adjustment of \$12.4 million to retained earnings in our consolidated balance sheet. The \$12.7 million payment is reflected in the financing activities section of our consolidated cash flow statement for 2018.

On May 5, 2017, we purchased the remaining 15% ownership interest in our joint venture, Kohinoor Specialty Foods India Private Limited (Kohinoor), in India for a cash payment of \$1.5 million, of which \$1.2 million was paid in 2017 and the balance was paid in 2018. In September 2011, when we originally entered this joint venture, we invested \$113.0 million for an 85% interest in Kohinoor. In conjunction with our purchase of the 15% minority interest in 2017, we have eliminated the minority interest in Kohinoor and recorded an adjustment of \$0.6 million to retained earnings in our consolidated balance sheet. The \$0.3 million and \$1.2 million payments are reflected in the financing activities section of our consolidated cash flow statement for 2018 and 2017, respectively.

On December 15, 2016, we purchased 100% of the shares of Enrico Giotti SpA (Giotti), a leading European flavor manufacturer located in Italy, for a purchase price of \$123.8 million (net of cash acquired of \$1.2 million). The acquisition was funded with cash and short-term borrowings. Giotti is well known in the industry for its innovative beverage, sweet, savory and dairy flavor applications. At the time of the acquisition, annual sales of Giotti were approximately €53 million. Our acquisition of Giotti in fiscal 2017 expands the breadth of value-added products for McCormick's flavor solutions segment, including additional expertise in flavoring health and nutrition products. Giotti has been included in our flavor solutions segment since its acquisition.

### **3. SPECIAL CHARGES**

In our consolidated income statement, we include a separate line item captioned "special charges" in arriving at our consolidated operating income. Special charges consist of expenses, including related impairment charges, associated with certain actions undertaken 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, comprised of our senior management, including our Chairman, President and Chief Executive Officer. Upon presentation of any such proposed action (generally including details with respect to estimated costs, which typically consist principally of employee severance and related benefits, together with ancillary costs associated with the action that may include a non-cash component, such as an asset impairment, or a component which relates to inventory adjustments that are included in cost of goods sold; impacted employees or operations; expected timing; and expected savings) 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. Certain ancillary expenses related to these actions approved by our Management Committee do not qualify for accrual upon approval but are included as special charges as incurred during the course of the actions. In 2018, we also included in special charges, as approved by our Management Committee, expense associated with a one-time payment, made to eligible U.S. hourly employees, to distribute a portion of the non-recurring net income tax benefit recognized in connection with the enactment of the U.S. Tax Act and as more fully described in note 12.

The following is a summary of special charges recognized for the years ended November 30 (in millions):

	2019	2018	2017
Employee severance and related benefits	\$ 6.2	\$ 2.0	\$ 8.3
Other costs (1)	14.6	14.3	13.9
Total special charges	\$ 20.8	\$ 16.3	\$ 22.2

<sup>(1)</sup> Included in other costs for 2018 and 2017 are non-cash fixed asset impairment charges of \$3.0 million and \$0.5 million, respectively.

The following is a summary of special charges by business segments for the years ended November 30 (in millions):

	2019	2018	2017
Consumer segment	\$ 13.1	\$ 10.0	\$ 15.3
Flavor solutions segment	7.7	6.3	6.9
Total special charges	\$ 20.8	\$ 16.3	\$ 22.2

We continue to evaluate changes to our organization structure to reduce fixed costs, simplify or improve processes, and improve our competitiveness.

During 2019, we recorded \$20.8 million of special charges, consisting primarily of (i) \$14.1 million related to our GE initiative, including \$10.6 million of third-party expenses, \$2.1 million related to severance and related benefits, and \$1.4 million related to other costs, (ii) \$2.3 million of employee severance and related benefits associated with streamlining actions in the Americas and (iii) \$3.9 million related to streamlining actions in our EMEA region.

Of the \$20.8 million in special charges recorded during 2019, approximately \$16.8 million were paid in cash, with the remaining accrual expected to be paid in 2020.

During 2018, we recorded \$16.3 million of special charges, consisting primarily of: (i) \$11.5 million related to our global enablement initiative, as more fully described below; (ii) a one-time payment, in the aggregate amount of \$2.2 million made to certain U.S. hourly employees to distribute a portion of the non-recurring net income tax benefit recognized in connection with the enactment of the U.S. Tax Act; (iii) \$1.0 million related to employee severance benefits and other costs directly associated with the relocation of one of our Chinese manufacturing facilities; and (iv) \$1.6 million related to employee severance benefits and other costs related to the transfer of certain manufacturing operations in our Asia/Pacific region to a new facility then under construction in Thailand. Of the \$11.5 million in special charges recognized in 2018 related to our GE initiative, \$7.5 million related to third party expenses, \$3.0 million represented a non-cash asset impairment charge, and \$1.0 million related to employee severance benefits. That non-cash asset impairment charge was related to the write-off of certain software assets that are incompatible with our future move, approved in 2018, to a new global ERP platform to facilitate planned actions under our GE initiative to align and simplify our end-to-end processes to support our future growth.

Of the \$16.3 million in special charges recorded during 2018, approximately \$12.3 million were paid in cash and \$3.0 million represented a non-cash asset impairment, with the remaining accrual paid in 2019. As of November 30, 2019, reserves associated with special charges are included in accounts payable and other accrued liabilities in our consolidated balance sheet.

During 2017, we recorded \$22.2 million of special charges, consisting primarily of (i) \$12.7 million related to third party expenses incurred associated with our evaluation of changes relating to our global enablement initiative, which is described below; (ii) \$2.8 million related to employee severance benefits and other costs directly associated with the relocation of one of our Chinese manufacturing facilities; (iii) \$2.5 million for severance and other exit costs associated with our Europe, Middle East, and Africa (EMEA) region's closure of its manufacturing plant in Portugal in mid-2017; and (iv) \$1.7 million related to employee severance benefits and other costs associated with action related to the transfer of certain manufacturing operations in our Asia/Pacific region to a new facility then under construction in Thailand.

During 2017, our Management Committee approved a multi-year initiative during which we expect to execute significant changes to our global processes, capabilities and operating model to provide a scalable platform for future growth. We expect this initiative to enable us to accelerate our ability to work globally and cross-functionally

by aligning and simplifying processes throughout McCormick, in part building upon our current shared services foundation and expanding the end-to-end processes presently under that foundation. We expect this initiative, which we refer to as Global Enablement (GE), to enable this scalable platform for future growth while reducing costs, enabling faster decision making, increasing agility and creating capacity within our organization.

While we are continuing to fully develop the details of our GE operating model, we expect the cost of the GE initiative—to be recognized as “Special charges” in our consolidated income statement over its multi-year course—to range from approximately \$60 million to \$65 million. Of that \$60 million to \$65 million, we estimate that approximately sixty percent will be attributable to cash payments associated with related costs of GE implementation and transition, including outside consulting and other costs and approximately forty percent will be attributable to employee severance and related benefit payments both directly related to the initiative. We incurred \$14.1 million, \$11.5 million and \$12.7 million of special charges associated with our GE initiative during 2019, 2018 and 2017, respectively.

#### 4. GOODWILL AND INTANGIBLE ASSETS

The following table displays intangible assets as of November 30:

(millions)	2019		2018	
	Gross carrying amount	Accumulated amortization	Gross carrying amount	Accumulated amortization
Definite-lived intangible assets	\$ 308.3	\$ 104.3	\$ 311.3	\$ 84.9
Indefinite-lived intangible assets:				
Goodwill	4,505.2	—	4,527.9	—
Brand names and trademarks	2,643.0	—	2,646.9	—
	7,148.2	—	7,174.8	—
Total goodwill and intangible assets	\$ 7,456.5	\$ 104.3	\$ 7,486.1	\$ 84.9

Intangible asset amortization expense was \$20.3 million, \$20.6 million and \$16.3 million for 2019, 2018 and 2017, respectively. At November 30, 2019, definite-lived intangible assets had a weighted-average remaining life of approximately 10 years.

The changes in the carrying amount of goodwill by segment for the years ended November 30 were as follows:

(millions)	2019		2018	
	Consumer	Flavor Solutions	Consumer	Flavor Solutions
Beginning of year	\$ 3,398.9	\$ 1,129.0	\$ 3,385.4	\$ 1,104.7
Changes in preliminary purchase price allocation	—	—	68.1	34.1
Foreign currency fluctuations	(21.3)	(1.4)	(54.6)	(9.8)
End of year	\$ 3,377.6	\$ 1,127.6	\$ 3,398.9	\$ 1,129.0

In 2018, we finalized our valuation of the acquired net assets of RB Foods, resulting in the allocation of \$1,765.6 million and \$882.9 million of goodwill to the consumer and flavor solutions segment, respectively.

#### 5. INVESTMENTS IN AFFILIATES

Summarized annual and year-end information from the financial statements of unconsolidated affiliates representing 100% of the businesses follows:

(millions)	2019	2018	2017
Net sales	\$ 863.0	\$ 807.9	\$ 775.4
Gross profit	316.2	290.5	278.5
Net income	90.5	78.9	75.5
Current assets	\$ 426.3	\$ 342.1	\$ 315.4
Noncurrent assets	134.0	129.9	127.6
Current liabilities	223.8	172.1	146.9
Noncurrent liabilities	9.2	10.0	13.6

Our share of undistributed earnings of unconsolidated affiliates was \$150.6 million at November 30, 2019. Royalty income from unconsolidated affiliates was \$19.0 million, \$18.5 million and \$17.5 million for 2019, 2018 and 2017, respectively.

Our principal earnings from unconsolidated affiliates is from our 50% interest in McCormick de Mexico, S.A. de C.V. Profit from this joint venture represented 72% of income from unconsolidated operations in 2019, 76% in 2018 and 74% in 2017.

As of November 30, 2019, undistributed earnings of investments in unconsolidated affiliates for which we have not provided deferred income tax liabilities would not be material.

## 6. FINANCING ARRANGEMENTS

Our outstanding debt, including capital leases, was as follows at November 30:

(millions)	2019	2018
Short-term borrowings		
Commercial paper	\$ 575.3	\$ 509.9
Other	25.4	50.1
	\$ 600.7	\$ 560.0
Weighted-average interest rate of short-term borrowings at year-end	2.5%	2.9%
Long-term debt		
Term loan due 8/17/2020 <sup>(1)</sup>	\$ —	\$ 130.0
3.90% notes due 7/8/2021 <sup>(2)</sup>	250.0	250.0
2.70% notes due 8/15/2022	750.0	750.0
Term loan due 8/17/2022 <sup>(1)</sup>	250.0	556.3
3.50% notes due 8/19/2023 <sup>(3)</sup>	250.0	250.0
3.15% notes due 8/15/2024	700.0	700.0
3.25% notes due 11/15/2025 <sup>(4)</sup>	250.0	250.0
3.40% notes due 8/15/2027 <sup>(5)</sup>	750.0	750.0
4.20% notes due 8/15/2047	300.0	300.0
7.63%–8.12% notes due 2024	55.0	55.0
Other, including capital leases	171.6	180.5
Unamortized discounts, premiums, debt issuance costs and fair value adjustments <sup>(6)</sup>	(3.1)	(35.4)
	3,723.5	4,136.4
Less current portion	97.7	83.5
	\$ 3,625.8	\$ 4,052.9

(1) The term loans are prepayable in whole or in part. Also, the term loan due in 2022 requires quarterly principal payments of 2.5% of the initial principal amount.

(2) Interest rate swaps, settled upon the issuance of these notes in 2011, effectively set the interest rate on the \$250 million notes at a weighted-average fixed rate of 4.01%.

(3) Interest rate swaps, settled upon the issuance of these notes in 2013, effectively set the interest rate on the \$250 million notes at a weighted-average fixed rate of 3.30%.

(4) Interest rate swaps, settled upon the issuance of these notes in 2015, effectively set the interest rate on the \$250 million notes at a weighted-average fixed rate of 3.45%. The fixed interest rate on \$100 million of the 3.25% notes due in 2025 is effectively converted to a

variable rate by interest rate swaps through 2025. Net interest payments are based on 3-month LIBOR plus 1.22% during this period (our effective rate as of November 30, 2019 was 3.13%).

- (5) Interest rate swaps, settled upon the issuance of these notes in 2017, effectively set the interest rate on the \$750 million notes at a weighted-average fixed rate of 3.44%. The fixed interest rate on \$250 million of the 3.40% notes due in 2027 is effectively converted to a variable rate by interest rate swaps through 2027. Net interest payments are based on 3-month LIBOR plus 0.685% during this period (our effective rate as of November 30, 2019 was 2.59%).
- (6) Includes unamortized discounts, premiums and debt issuance costs of \$(23.6) million and \$(29.0) million as of November 30, 2019 and 2018, respectively. Includes fair value adjustment associated with interest rate swaps designated as fair value hedges of \$20.5 million and \$(6.4) million as of November 30, 2019 and 2018, respectively.

Maturities of long-term debt, including capital leases, during the fiscal years subsequent to November 30, 2019 are as follows (in millions):

2020	\$	97.7
2021		341.1
2022		864.2
2023		257.8
2024		763.1
Thereafter		1,402.7

In connection with our acquisition of RB Foods, we entered into a Term Loan Agreement (“Term Loan”) in August 2017. The Term Loan provide for three-year and five-year senior unsecured term loans, each for \$750 million. The net proceeds received from the issuance of the Term Loan was \$1,498.3 million. The three-year loan was payable at maturity. The five-year loan is payable in equal quarterly installments in an amount of 2.5% of the initial principal amount, with the remaining unpaid balance due at maturity. The three-year and five-year loans are each prepayable in whole or in part. In 2019 and 2018, we repaid the three-year loan in the amounts of \$130.0 million and \$370.0 million, respectively. Prior to payoff, the three-year loan bore interest at LIBOR plus 1.125%. In 2019 and 2018, we repaid \$306.3 million and \$175.0 million, respectively, of the five-year loan, which included required quarterly principal installments of \$75.0 million in both years. The five-year loan currently bears interest at LIBOR plus 1.25%. The interest rates are based on our credit rating with the maximum potential interest rate of LIBOR plus 1.75% for the five-year loan.

The provisions of our outstanding \$1.0 billion revolving credit facility and the Term Loan restrict subsidiary indebtedness and require us to maintain certain minimum and maximum financial ratios for interest expense coverage and our leverage ratio. The applicable leverage ratio is reduced annually. As of November 30, 2019, our capacity under the revolving credit facility is not affected by these covenants. We do not expect that these covenants would limit our access to our revolving credit facility for the foreseeable future; however, the leverage ratio could restrict our ability to utilize this facility.

In August 2017, we issued an aggregate amount of \$2.5 billion of senior unsecured notes. These notes are due as follows: \$750.0 million due August 15, 2022, \$700.0 million due August 15, 2024, \$750.0 million due August 15, 2027 and \$300.0 million due August 15, 2047 with stated fixed interest rates of 2.70%, 3.15%, 3.40% and 4.20%, respectively. Interest is payable semiannually in arrears in August and February of each year. The net proceeds received from the issuance of these notes were \$2,479.3 million and were used to partially fund our acquisition of RB Foods. In addition, we used a portion of these proceeds to repay our \$250.0 million, 5.75% notes that matured on December 15, 2017.

Other debt costs of \$15.4 million for the year ended November 30, 2017 represent the financing fees related to a bridge loan commitment, obtained in connection with our acquisition of RB Foods, that expired undrawn.

We have available credit facilities with domestic and foreign banks for various purposes. Some of these lines are committed lines and others are uncommitted lines and could be withdrawn at various times. We have a five-year \$1.0 billion revolving credit facility, which will expire in August 2022. The current pricing for the credit facility, on a fully drawn basis, is LIBOR plus 1.25%. The pricing of the credit facility is based on a credit rating grid that contains a fully drawn maximum pricing of the credit facility equal to LIBOR plus 1.75%. This credit facility supports our commercial paper program and, after \$575.3 million was used to support issued commercial paper, we have \$424.7 million of capacity at November 30, 2019. In addition, we have several uncommitted lines totaling \$261.5 million, which have a total unused capacity at November 30, 2019 of \$205.1 million. These lines, by their nature, can be withdrawn based on the lenders' discretion. Committed credit facilities require a fee, and commitment fees were \$1.3 million for both 2019 and 2018.

In 2018, we consolidated our Corporate staff and certain non-manufacturing U.S. employees into our new headquarters building in Hunt Valley, Maryland. The 15-year lease for that building requires monthly lease payments of approximately \$0.9 million which began in April 2019. The \$0.9 million monthly lease payment is subject to adjustment after an initial 60-month period and thereafter on an annual basis as specified in the lease agreement. Upon commencement of fit-out in the second quarter of 2018, we obtained access to the building, which resulted in the lease commencement date for accounting purposes. We have recognized this lease as a capital lease, with the leased asset of \$124.7 million and \$133.4 million included in property, plant and equipment, net, as of November 30, 2019 and 2018, respectively. As of November 30, 2019, the total lease obligation was \$137.7 million, of which \$6.8 million was included in the current portion of long-term debt and \$130.9 million was included in long-term debt. As of November 30, 2018, the entire lease liability of \$138.6 million was included in long-term debt. During 2019 and 2018, respectively, we recognized amortization expense of \$8.7 million and \$5.2 million related to the leased asset.

Rental expense under operating leases (primarily buildings and equipment) was \$48.1 million in 2019, \$58.5 million in 2018 and \$46.5 million in 2017. Future annual fixed rental payments under operating leases for the years ended November 30 are as follows (in millions):

2020	\$	41.8
2021		35.7
2022		25.8
2023		16.0
2024		10.6
Thereafter		32.3

At November 30, 2019, we had guarantees outstanding of \$0.6 million with terms of one year or less. As of November 30, 2019 and 2018, we had outstanding letters of credit of \$32.2 million and \$7.3 million, respectively. These letters of credit typically act as a guarantee of payment to certain third parties in accordance with specified terms and conditions. The unused portion of our letter of credit facility was \$13.8 million at November 30, 2019.

## 7. FINANCIAL INSTRUMENTS

We use derivative financial instruments to enhance our ability to manage risk, including foreign currency and interest rate exposures, which exist as part of our ongoing business operations. We do not enter into contracts for trading purposes, nor are we a party to any leveraged derivative instrument and all derivatives are designated as hedges. We are not a party to master netting arrangements, and we do not offset the fair value of derivative contracts with the same counterparty in our financial statement disclosures. The use of derivative financial instruments is monitored through regular communication with senior management and the use of written guidelines.

### Foreign Currency

We are potentially exposed to foreign currency fluctuations affecting net investments in subsidiaries, transactions (both third-party and intercompany) and earnings denominated in foreign currencies. Management assesses foreign currency risk based on transactional cash flows and translational volatility and may enter into forward contract and currency swaps with highly-rated financial institutions to reduce fluctuations in the long or short currency positions. Forward contracts are generally less than 18 months duration. Currency swap agreements are established in conjunction with the terms of the underlying debt issues.

At November 30, 2019, we had foreign currency exchange contracts to purchase or sell \$489.2 million of foreign currencies as compared to \$494.9 million at November 30, 2018. All of these contracts were designated as hedges of anticipated purchases denominated in a foreign currency or hedges of foreign currency denominated assets or liabilities. Hedge ineffectiveness was not material.

Contracts which are designated as hedges of anticipated purchases denominated in a foreign currency (generally purchases of raw materials in U.S. dollars by operating units outside the U.S.) are considered cash flow hedges. The gains and losses on these contracts are deferred in accumulated other comprehensive income until the hedged item is recognized in cost of goods sold, at which time the net amount deferred in accumulated other comprehensive income is also recognized in cost of goods sold. Gains and losses from contracts that are designated as hedges of assets, liabilities or firm commitments are recognized through income, offsetting the change in fair value of the hedged item.

We also enter into fair value foreign currency exchange contracts to manage exposure to currency fluctuations in certain intercompany loans under subsidiaries. The notional value of these contracts was \$357.5 million and \$402.0 million at November 30, 2019 and 2018, respectively. During fiscal years 2019, 2018 and 2017, we recognized a \$0.2 million gain, a \$2.9 million loss and a \$12.8 million gain, respectively, on the change in fair value of these contracts, which was offset by a \$0.9 million loss, a \$2.7 million gain and a \$14.1 million loss, respectively, on the change in the currency component of the underlying loans. All of the losses and the gains for both fiscal years were recognized in our consolidated income statement as other income, net.

At November 30, 2019, we had \$151.3 million of notional contracts that have durations of less than seven days that are used to hedge short-term cash flow funding. At November 30, 2019, the remaining contracts have durations of one to twelve months.

Beginning in the first quarter of 2019, we also utilized cross currency interest rate swap contracts that are designated as net investment hedges. As of November 30, 2019, we had notional values of cross currency interest rate swap contracts of (i) \$250 million notional value to receive \$250 million at three-month U.S. LIBOR plus 0.685% and pay £194.1 million at three-month GBP LIBOR plus 0.740% and (ii) £194.1 million notional value to receive £194.1 million at three-month GBP LIBOR plus 0.740% and pay €221.8 million at three-month Euro EURIBOR plus 0.808%. These cross-currency interest rate swap contracts expire in August 2027.

### Interest Rates

We finance a portion of our operations with both fixed and variable rate debt instruments, primarily commercial paper, notes and bank loans. We utilize interest rate swap agreements to minimize worldwide financing costs and to achieve a desired mix of variable and fixed rate debt.

As of November 30, 2019, we have outstanding interest rate swap contracts for a notional amount of \$350.0 million. Those interest rate swap contracts include a \$100 million notional value of interest rate swap contracts where we receive interest at 3.25% and pay a variable rate of interest based on three-month LIBOR plus 1.22%. These swaps, which expire in November 2025, are designated as fair value hedges of the changes in fair value of \$100 million of the \$250 million 3.25% medium-term notes due 2025 that we issued in November 2015. We also have \$250 million notional interest rate swap contracts where we receive interest at 3.40% and pay a variable rate of interest based on three-month LIBOR plus 0.685%, which expire in August 2027, and are designated as fair value hedges of the changes in fair value of \$250 million of the \$750 million 3.40% term notes due 2027.

Any unrealized gain or loss on these swaps was offset by a corresponding increase or decrease in the value of the hedged debt. Hedge ineffectiveness was not material.

All derivatives are recognized at fair value in the balance sheet and recorded in either other current assets, or other long-term assets, other accrued liabilities or other long-term liabilities depending upon their nature and maturity.

The following tables disclose the notional amount and fair values of derivative instruments on our consolidated balance sheet:

As of November 30, 2019: (millions)						
Derivatives	Balance sheet location	Asset Derivatives		Liability Derivatives		
		Notional amount	Fair value	Notional amount	Fair value	
Interest rate contracts	Other current assets/Other long-term assets	\$ 350.0	\$ 20.9	Other accrued liabilities	\$ —	\$ —
Foreign exchange contracts	Other current assets	293.1	3.3	Other accrued liabilities	196.1	3.6
Cross currency contracts	Other current assets/Other long-term assets	495.5	3.2	Other long-term liabilities	—	—
<b>Total</b>			<b>\$ 27.4</b>		<b>\$ —</b>	<b>3.6</b>

As of November 30, 2018: (millions)						
Derivatives	Balance sheet location	Asset Derivatives		Liability Derivatives		
		Notional amount	Fair value	Notional amount	Fair value	
Interest rate contracts	Other current assets	\$ —	\$ —	Other accrued liabilities	\$ 100.0	\$ 6.4
Foreign exchange contracts	Other current assets	199.5	4.4	Other accrued liabilities	295.4	6.4
<b>Total</b>			<b>\$ 4.4</b>		<b>\$ —</b>	<b>12.8</b>

The following tables disclose the impact of derivative instruments on other comprehensive income (OCI), accumulated other comprehensive income (AOCI) and our consolidated income statement for the years ended November 30, 2019, 2018 and 2017:

Fair value hedges (millions)

Derivative	Income statement location	Income (expense)		
		2019	2018	2017
Interest rate contracts	Interest expense	\$ —	\$ (0.1)	\$ 0.9

Derivative	Income statement location	Gain (loss) recognized in income			Hedged Item	Income statement location	Gain (loss) recognized in income		
		2019	2018	2017			2019	2018	2017
Foreign exchange contracts	Other income, net	\$ 0.2	\$ (2.9)	\$ 12.8	Intercompany loans	Other income, net	\$ (0.9)	\$ 2.7	\$ (14.1)

Cash flow hedges (millions)

Derivative	Gain (loss) recognized in OCI			Income statement location	Gain (loss) reclassified from AOCI		
	2019	2018	2017		2019	2018	2017
Interest rate contracts	\$ —	\$ —	\$ (2.9)	Interest expense	\$ 0.5	\$ 0.5	\$ (0.4)
Foreign exchange contracts	(0.2)	2.6	(7.3)	Cost of goods sold	1.6	(3.3)	1.2
<b>Total</b>	<b>\$ (0.2)</b>	<b>\$ 2.6</b>	<b>\$ (10.2)</b>		<b>\$ 2.1</b>	<b>\$ (2.8)</b>	<b>\$ 0.8</b>

The amount of gain or loss recognized in income on the ineffective portion of derivative instruments is not material. The net amount of accumulated other comprehensive income expected to be reclassified into income related to these contracts in the next twelve months is a \$0.2 million increase to earnings.

Net investment hedges (millions)

Derivative	Gain (loss) recognized in OCI	Income statement location	Gain (loss) excluded from the assessment of hedge effectiveness
	2019		2019
Cross currency contracts	\$ 1.1	Interest expense	\$ 5.4

For all net investment hedges, no amounts have been reclassified out of other comprehensive income (loss). The amounts noted in the tables above for OCI do not include any adjustments for the impact of deferred income taxes.

### Fair Value of Financial Instruments

The carrying amount and fair value of financial instruments as of November 30 were as follows:

(millions)	2019		2018	
	Carrying amount	Fair value	Carrying amount	Fair value
Long-term investments	\$ 124.4	\$ 124.4	\$ 120.8	\$ 120.8
Long-term debt (including current portion)	3,723.5	3,859.0	4,136.4	4,039.4
Derivatives related to:				
Interest rates (assets)	20.9	20.9	—	—
Interest rates (liabilities)	—	—	6.4	6.4
Foreign currency (assets)	3.3	3.3	4.4	4.4
Foreign currency (liabilities)	3.6	3.6	6.4	6.4
Cross currency (assets)	3.2	3.2	—	—

Because of their short-term nature, the amounts reported in the balance sheet for cash and cash equivalents, receivables, short-term borrowings and trade accounts payable approximate fair value.

At November 30, 2019, the fair value of long-term debt includes \$3,437.5 million and \$421.5 million determined using Level 1 and Level 2 valuation techniques, respectively. At November 30, 2018, the fair value of long-term debt includes \$3,172.7 million and \$866.7 million determined using Level 1 and Level 2 valuation techniques, respectively. The fair value for Level 2 long-term debt is determined by using quoted prices for similar debt instruments.

Investments in affiliates are not readily marketable, and it is not practicable to estimate their fair value. Long-term investments are comprised of fixed income and equity securities held on behalf of employees in certain employee benefit plans and are stated at fair value on the balance sheet.

### Concentrations of Credit Risk

We are potentially exposed to concentrations of credit risk with trade accounts receivable and financial instruments. The customers of our consumer segment are predominantly food retailers and food wholesalers. Consolidations in these industries have created larger customers. In addition, competition has increased with the growth in alternative channels including mass merchandisers, dollar stores, warehouse clubs, discount chains and e-commerce. This has caused some customers to be less profitable and increased our exposure to credit risk. We generally have a large and diverse customer base which limits our concentration of credit risk. At November 30, 2019, we did not have amounts due from any single customer that exceed 10% of consolidated trade accounts receivable. Current credit markets are highly volatile and some of our customers and counterparties are highly leveraged. We continue to closely monitor the credit worthiness of our customers and counterparties and generally do not require collateral. We believe that the allowance for doubtful accounts properly recognized trade receivables at realizable value. We consider nonperformance credit risk for other financial instruments to be insignificant.

## 8. FAIR VALUE MEASUREMENTS

Fair value can be measured using valuation techniques, such as the market approach (comparable market prices), the income approach (present value of future income or cash flow) and the cost approach (cost to replace the service capacity of an asset or replacement cost). Accounting standards utilize a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value into three broad levels. The following is a brief description of those three levels:

- *Level 1:* Observable inputs such as quoted prices (unadjusted) in active markets for identical assets or liabilities.
- *Level 2:* Inputs other than quoted prices that are observable for the asset or liability, either directly or indirectly. These include quoted prices for similar assets or liabilities in active markets and quoted prices for identical or similar assets or liabilities in markets that are not active.
- *Level 3:* Unobservable inputs that reflect management's own assumptions.

Our population of assets and liabilities subject to fair value measurements on a recurring basis are as follows:

(millions)	Fair value	Fair value measurements using fair value hierarchy as of November 30, 2019	
		Level 1	Level 2
<b>Assets:</b>			
Cash and cash equivalents	\$ 155.4	\$ 155.4	\$ —
Insurance contracts	121.7	—	121.7
Bonds and other long-term investments	2.7	2.7	—
Interest rate derivatives	20.9	—	20.9
Foreign currency derivatives	3.3	—	3.3
Cross currency contracts	3.2	—	3.2
<b>Total</b>	<b>\$ 307.2</b>	<b>\$ 158.1</b>	<b>\$ 149.1</b>
<b>Liabilities:</b>			
Foreign currency derivatives	3.6	—	3.6
<b>Total</b>	<b>\$ 3.6</b>	<b>\$ —</b>	<b>\$ 3.6</b>

(millions)	Fair value	Fair value measurements using fair value hierarchy as of November 30, 2018	
		Level 1	Level 2
<b>Assets:</b>			
Cash and cash equivalents	\$ 96.6	\$ 96.6	\$ —
Insurance contracts	118.0	—	118.0
Bonds and other long-term investments	2.8	2.8	—
Foreign currency derivatives	4.4	—	4.4
<b>Total</b>	<b>\$ 221.8</b>	<b>\$ 99.4</b>	<b>\$ 122.4</b>
<b>Liabilities:</b>			
Interest rate derivatives	\$ 6.4	\$ —	\$ 6.4
Foreign currency derivatives	6.4	—	6.4
<b>Total</b>	<b>\$ 12.8</b>	<b>\$ —</b>	<b>\$ 12.8</b>

The fair values of insurance contracts are based upon the underlying values of the securities in which they are invested and are from quoted market prices from various stock and bond exchanges for similar type assets. The fair values of bonds and other long-term investments are based on quoted market prices from various stock and bond exchanges. The fair values for interest rate and foreign currency derivatives are based on values for similar instruments using models with market-based inputs.

At November 30, 2019 and 2018, we had no financial assets or liabilities that were subject to a level 3 fair value measurement.

## 9. ACCUMULATED OTHER COMPREHENSIVE LOSS

The following table sets forth the components of accumulated other comprehensive loss, net of tax where applicable, as of November 30 (in millions):

	2019	2018
Accumulated other comprehensive loss, net of tax where applicable		
Foreign currency translation adjustment <sup>(1)</sup>	\$ (266.5)	\$ (241.6)
Unrealized loss on foreign currency exchange contracts	—	(1.1)
Unamortized value of settled interest rate swaps	0.3	0.6
Pension and other postretirement costs	(234.0)	(117.8)
	\$ (500.2)	\$ (359.9)

(1) The foreign currency translation adjustment of accumulated other comprehensive loss increased by \$(24.9) million during the year ended November 30, 2019. Of that increase, \$0.9 million was associated with net investment hedges as more fully described in Note 7.

In conjunction with the adoption of ASU No. 2018-02 *Income Statement-Reporting Comprehensive Income (Topic 220)—Reclassification of Certain Tax Effects from Accumulated Other Comprehensive Income*, we reclassified \$20.9 million of other comprehensive income, primarily associated with pension and other postretirement plans, from accumulated other comprehensive income to retained earnings effective December 1, 2017.

The following table sets forth the amounts reclassified from accumulated other comprehensive income (loss) and into consolidated net income for the years ended November 30:

(millions)	2019	2018	2017	Affected line items in the consolidated income statement
<u>Accumulated other comprehensive income (loss) components</u>				
(Gains)/losses on cash flow hedges:				
Interest rate derivatives	\$ (0.5)	\$ (0.5)	\$ 0.4	Interest expense
Foreign exchange contracts	(1.6)	3.3	(1.2)	Cost of goods sold
Total before taxes	(2.1)	2.8	(0.8)	
Tax effect	0.4	(0.6)	0.2	Income taxes
Net, after tax	\$ (1.7)	\$ 2.2	\$ (0.6)	
Amortization of pension and postretirement benefit adjustments:				
Amortization of prior service (credits) costs <sup>(1)</sup>	\$ (8.0)	\$ (8.5)	\$ (1.6)	Other income, net
Amortization of net actuarial losses <sup>(1)</sup>	2.6	12.6	9.7	Other income, net
Total before taxes	(5.4)	4.1	8.1	
Tax effect	1.2	(1.0)	(2.8)	Income taxes
Net, after tax	\$ (4.2)	\$ 3.1	\$ 5.3	

<sup>(1)</sup> This accumulated other comprehensive income (loss) component is included in the computation of total pension expense and total other postretirement expense (refer to note 10 for additional details).

## 10. EMPLOYEE BENEFIT AND RETIREMENT PLANS

We sponsor defined benefit pension plans in the U.S. and certain foreign locations. In addition, we sponsor defined contribution plans in the U.S. We contribute to defined contribution plans in locations outside the U.S., including government-sponsored retirement plans. We also currently provide postretirement medical and life insurance benefits to certain U.S. employees and retirees.

During fiscal years 2018 and 2017, we made the following significant changes to our employee benefit and retirement plans:

### 2018

- On December 1, 2017, our Management Committee approved the freezing of benefits under our pension plans in Canada. The effective date of this freeze was November 30, 2019. Although those plans have been frozen, employees who are participants in the plans retained benefits accumulated up to the date of the freeze, based on credited service and eligible earnings, in accordance with the terms of the plans.

### 2017

- On December 1, 2016, our Management Committee approved the freezing of benefits under the McCormick U.K. Pension and Life Assurance Scheme (the U.K. plan). The effective date of this freeze was December 31, 2016. Although the U.K. plan has been frozen, employees who are participants in that plan

retained benefits accumulated up to the date of the freeze, based on credited service and eligible earnings, in accordance with the terms of the plan.

- On January 3, 2017, our Management Committee approved the freezing of benefits under the McCormick Pension Plan, the defined benefit pension plan available to U.S. employees hired on or prior to December 31, 2011. The effective date of this freeze was November 30, 2018. Employees who are participants in that plan retained benefits accumulated up to the date of the freeze, based on credited service and eligible earnings, in accordance with the terms of the plan.
- On January 3, 2017, the Compensation Committee of our Board of Directors approved the freezing of benefits under the McCormick Supplemental Executive Retirement Plan (the "SERP"). The effective date of this freeze was January 31, 2017. Executives who are participants in the SERP as of the date of the freeze, including certain named executive officers, retained benefits accumulated up to that date, based on credited service and eligible earnings, in accordance with the SERP's terms.

As a result of these changes, we remeasured pension assets and benefit obligations as of the dates of the approvals indicated above and (i) in fiscal year 2018, we reduced the Canadian plan benefit obligations by \$17.5 million; and (ii) in fiscal year 2017, we reduced the U.S. and U.K. plan benefit obligations by \$69.9 million and \$7.8 million, respectively. These remeasurements resulted in non-cash, pre-tax net actuarial gains of \$17.5 million and \$77.7 million for fiscal years 2018 and 2017, respectively. These net actuarial gains consist principally of curtailment gains of \$18.0 million and \$76.7 million, which are included in our consolidated statement of comprehensive income for 2018 and 2017, respectively, as a component of Other comprehensive income (loss) on the line entitled Unrealized components of pension plans. Deferred taxes associated with these actuarial gains, together with other unrealized components of pension plans recognized during 2018 and 2017, are also included in that statement as a component of Other comprehensive income (loss).

Included in accumulated other comprehensive loss at November 30, 2019 was \$303.0 million (\$234.0 million net of tax) related to net unrecognized actuarial losses that have not yet been recognized in net periodic pension or postretirement benefit cost. We expect to recognize \$5.6 million (\$4.1 million net of tax) in net periodic pension and postretirement benefit costs during 2020 related to the amortization of actuarial losses of \$9.6 million and the amortization of prior service cost credits of \$4.0 million.

### Defined Benefit Pension Plans

The significant assumptions used to determine benefit obligations are as follows as of November 30:

	United States		International	
	2019	2018	2019	2018
Discount rate—funded plan	3.4%	4.7%	2.2%	3.3%
Discount rate—unfunded plan	3.3%	4.6%	—	—
Salary scale	—	—	2.9%	3.0-3.5%

The significant assumptions used to determine pension expense for the years ended November 30 are as follows:

	United States			International		
	2019	2018	2017	2019	2018	2017
Discount rate—funded plan	4.7%	4.0%	4.6%	3.3%	2.9%	3.2%
Discount rate—unfunded plan	4.6%	3.9%	4.5%	—	—	—
Salary scale	—%	3.8%	3.8%	3.4%	3.5%	3.4%
Expected return on plan assets	7.0%	7.3%	7.3%	5.5%	5.6%	5.5%

Annually, we undertake a process, with the assistance of our external investment consultants, to evaluate the appropriate projected rates of return to use for our pension plans' assumptions. We engage our investment consultants' research teams to develop capital market assumptions for each asset category in our plans to project investment returns into the future. The specific methods used to develop expected return assumptions vary by asset category. We adjust the outcomes for the fact that plan assets are invested with actively managed funds and subject to tactical asset reallocation.

Our pension expense for the years ended November 30 was as follows:

(millions)	United States			International		
	2019	2018	2017	2019	2018	2017
Service cost	\$ 2.1	\$ 17.0	\$ 14.8	\$ 3.6	\$ 4.3	\$ 6.2
Interest costs	34.4	31.6	31.7	9.5	9.2	10.4
Expected return on plan assets	(42.5)	(43.4)	(41.4)	(16.4)	(16.6)	(15.3)
Amortization of prior service costs	0.5	—	—	0.2	0.1	0.7
Amortization of net actuarial loss	2.3	9.9	5.8	1.2	2.8	4.1
Settlement/curtailment loss	—	—	—	—	0.5	0.6
	\$ (3.2)	\$ 15.1	\$ 10.9	\$ (1.9)	\$ 0.3	\$ 6.7

A rollforward of the benefit obligation, fair value of plan assets and a reconciliation of the pension plans' funded status as of November 30, the measurement date, follows:

(millions)	United States		International	
	2019	2018	2019	2018
Change in benefit obligation:				
Benefit obligation at beginning of year	\$ 752.6	\$ 813.7	\$ 292.9	\$ 341.5
Service cost	2.1	17.0	3.6	4.3
Interest costs	34.4	31.6	9.5	9.2
Employee contributions	—	—	0.8	0.7
Plan amendments	—	5.2	(0.2)	3.4
Plan curtailments	—	—	—	(17.5)
Actuarial (gain) loss	134.6	(76.2)	51.8	(20.2)
Benefits paid	(38.9)	(36.3)	(14.7)	(13.2)
Business combinations	—	(2.4)	—	—
Expenses paid	—	—	(0.3)	(0.7)
Foreign currency impact	—	—	2.2	(14.6)
Benefit obligation at end of year	\$ 884.8	\$ 752.6	\$ 345.6	\$ 292.9
Change in fair value of plan assets:				
Fair value of plan assets at beginning of year	\$ 640.4	\$ 654.2	\$ 306.5	\$ 331.3
Actual return on plan assets	62.2	13.6	42.7	(0.7)
Employer contributions	8.2	8.9	3.2	4.6
Employee contributions	—	—	0.8	0.7
Benefits paid	(38.9)	(36.3)	(14.7)	(13.2)
Expenses paid	—	—	(0.3)	(0.7)
Foreign currency impact	—	—	2.7	(15.5)
Fair value of plan assets at end of year	\$ 671.9	\$ 640.4	\$ 340.9	\$ 306.5
Funded status	\$ (212.9)	\$ (112.2)	\$ (4.7)	\$ 13.6
Pension plans in which accumulated benefit obligation exceeded plan assets				
Projected benefit obligation	\$ 884.8	\$ 752.6	\$ 103.9	\$ 19.1
Accumulated benefit obligation	874.8	746.9	100.4	16.1
Fair value of plan assets	671.9	640.4	83.6	1.5

Included in the U.S. in the preceding table is a benefit obligation of \$105.4 million and \$94.9 million for 2019 and 2018, respectively, related to the SERP. The assets related to this plan, which totaled \$85.5 million and \$82.8 million as of November 30, 2019 and 2018, respectively, are held in a rabbi trust and accordingly have not been included in the preceding table.

As part of our acquisition of RB Foods in August 2017, we assumed a defined benefit pension plan that covers eligible union employees of the Reckitt Benckiser food business (the "RB Foods Union Pension Plan"). The related plan assets and benefit obligation of the RB Foods Union Pension Plan are included in the U.S. in the preceding table. At the acquisition date, the funded status of that plan was \$(20.5) million, based upon a preliminary valuation. During 2018, we finalized the purchase accounting valuation for this plan which improved the funded status of this plan by \$2.4 million, to \$(18.1) million at the date of acquisition. During 2019 and 2018, we made contributions of \$1.8 million and \$2.5 million, respectively, to the RB Foods Union Pension Plan.

Amounts recorded in the balance sheet for all defined benefit pension plans as of November 30 consist of the following:

(millions)	United States		International	
	2019	2018	2019	2018
Non-current pension asset	\$ —	\$ —	\$ 15.6	\$ 31.2
Accrued pension liability	212.9	112.2	20.3	17.6
Deferred income tax assets	58.5	32.7	13.3	8.8
Accumulated other comprehensive loss	183.9	97.7	60.1	40.1

The accumulated benefit obligation is the present value of pension benefits (whether vested or unvested) attributed to employee service rendered before the measurement date and based on employee service and compensation prior to that date. The accumulated benefit obligation differs from the projected benefit obligation in that it includes no assumption about future compensation or service levels. The accumulated benefit obligation for the U.S. pension plans was \$874.8 million and \$746.9 million as of November 30, 2019 and 2018, respectively. The accumulated benefit obligation for the international pension plans was \$342.2 million and \$286.8 million as of November 30, 2019 and 2018, respectively.

The investment objectives of the defined benefit pension plans are to provide assets to meet the current and future obligations of the plans at a reasonable cost to us. The goal is to optimize the long-term return across the portfolio of investments at a moderate level of risk. Higher-returning assets include mutual, co-mingled and other funds comprised of equity securities, utilizing both active and passive investment styles. These more volatile assets are balanced with less volatile assets, primarily mutual, co-mingled and other funds comprised of fixed income securities. Professional investment firms are engaged to provide advice on the selection and monitoring of investment funds, and to provide advice on the allocation of plan assets across the various fund managers. This advice is based in part on the duration of each plan's liability. The investment return performances are evaluated quarterly against specific benchmark indices and against a peer group of funds of the same asset classification.

The allocations of U.S. pension plan assets as of November 30, by asset category, were as follows:

Asset Category	Actual		2019 Target
	2019	2018	
Equity securities	63.3%	65.8%	59.0%
Fixed income securities	21.5%	20.5%	23.2%
Other	15.2%	13.7%	17.8%
Total	100.0%	100.0%	100.0%

The allocations of the international pension plans' assets as of November 30, by asset category, were as follows:

Asset Category	Actual		2019 Target
	2019	2018	
Equity securities	50.4%	52.1%	53.0%
Fixed income securities	48.9%	47.8%	47.0%
Other	0.7%	0.1%	—%
Total	100.0%	100.0%	100.0%

The following tables set forth by level, within the fair value hierarchy as described in note 8, pension plan assets at their fair value as of November 30 for the United States and international plans:

As of November 30, 2019		United States		
(millions)	Total fair value	Level 1	Level 2	
Cash and cash equivalents	\$ 15.3	\$ 15.3	\$ —	
Equity securities:				
U.S. equity securities <sup>(a)</sup>	276.5	148.5	128.0	
International equity securities <sup>(b)</sup>	145.5	134.2	11.3	
Fixed income securities:				
U.S. government/corporate bonds <sup>(c)</sup>	51.2	49.1	2.1	
High yield bonds <sup>(d)</sup>	40.1	—	40.1	
International/government/corporate bonds <sup>(e)</sup>	26.8	26.8	—	
Insurance contracts <sup>(f)</sup>	1.1	—	1.1	
Other types of investments:				
Real estate <sup>(g)</sup>	25.9	22.0	3.9	
Natural resources <sup>(h)</sup>	12.0	—	12.0	
<b>Total</b>	<b>\$ 594.4</b>	<b>\$ 395.9</b>	<b>\$ 198.5</b>	
Investments measured at net asset value <sup>(i)</sup>				
Hedge funds <sup>(j)</sup>	49.3			
Private equity funds <sup>(k)</sup>	3.2			
Private debt funds <sup>(l)</sup>	25.0			
<b>Total investments</b>	<b>\$ 671.9</b>			

As of November 30, 2019		International		
(millions)	Total fair value	Level 1	Level 2	
Cash and cash equivalents	\$ 2.5	\$ 2.5	\$ —	
International equity securities <sup>(b)</sup>	171.6	—	171.6	
Fixed income securities:				
International/government/corporate bonds <sup>(e)</sup>	144.7	—	144.7	
Insurance contracts <sup>(f)</sup>	22.1	—	22.1	
<b>Total investments</b>	<b>\$ 340.9</b>	<b>\$ 2.5</b>	<b>\$ 338.4</b>	

As of November 30, 2018		United States		
(millions)	Total fair value	Level 1	Level 2	
Cash and cash equivalents	\$ 16.0	\$ 16.0	\$ —	
Equity securities:				
U.S. equity securities <sup>(a)</sup>	283.2	149.6	133.6	
International equity securities <sup>(b)</sup>	132.7	126.1	6.6	
Fixed income securities:				
U.S./government/ corporate bonds <sup>(c)</sup>	46.2	44.1	2.1	
High yield bonds <sup>(d)</sup>	36.7	—	36.7	
International/government/ corporate bonds <sup>(e)</sup>	27.4	27.4	—	
Insurance contracts <sup>(f)</sup>	1.1	—	1.1	
Other types of investments:				
Real estate <sup>(g)</sup>	22.3	18.7	3.6	
Natural resources <sup>(h)</sup>	12.6	—	12.6	
<b>Total</b>	<b>\$ 578.2</b>	<b>\$ 381.9</b>	<b>\$ 196.3</b>	
Investments measured at net asset value <sup>(i)</sup>				
Hedge funds <sup>(j)</sup>	36.7			
Private equity funds <sup>(k)</sup>	5.6			
Private debt funds <sup>(l)</sup>	19.9			
<b>Total investments</b>	<b>\$ 640.4</b>			

As of November 30, 2018		International		
(millions)	Total fair value	Level 1	Level 2	
Cash and cash equivalents	\$ 2.0	\$ 2.0	\$ —	
International equity securities <sup>(b)</sup>	159.5	—	159.5	
Fixed income securities:				
International/government/corporate bonds <sup>(e)</sup>	125.2	—	125.2	
Insurance contracts <sup>(f)</sup>	19.8	—	19.8	
<b>Total investments</b>	<b>\$ 306.5</b>	<b>\$ 2.0</b>	<b>\$ 304.5</b>	

(a) This category comprises equity funds and collective equity trust funds that most closely track the S&P index and other equity indices.

(b) This category comprises international equity funds with varying benchmark indices.

(c) This category comprises funds consisting of U.S. government and U.S. corporate bonds and other fixed income securities. An appropriate benchmark is the Barclays Capital Aggregate Bond Index.

(d) This category comprises funds consisting of real estate related debt securities with an appropriate benchmark of the Barclays Investment Grade CMBS Index.

(e) This category comprises funds consisting of international government/corporate bonds and other fixed income securities with varying benchmark indices.

(f) This category comprises insurance contracts, the majority of which have a guaranteed investment return.

(g) This category comprises funds investing in real estate investment trusts (REIT). An appropriate benchmark is the MSCI U.S. REIT Index.

(h) This category comprises funds investing in natural resources. An appropriate benchmark is the Alerian master limited partnership (MLP) Index.

(i) Certain investments that are valued using the net asset value per share (or its equivalent) as a practical expedient have not been classified in the fair value hierarchy. These are included to permit reconciliation of the fair value hierarchy to the aggregate pension plan assets.

(j) This category comprises hedge funds investing in strategies represented in various HFRI Fund Indices. The net asset value is generally based on the valuation of the underlying investment. Limitations exist on the timing from notice by the plan of its intent to redeem and actual redemptions of these funds and generally range from a minimum of one month to several months.

(k) This category comprises private equity, venture capital and limited partnerships. The net asset is based on valuation models of the underlying securities as determined by the general partner or general partner's designee. These valuation models include unobservable inputs that cannot be corroborated using verifiable observable market data. These funds typically have redemption periods of approximately 10 years.

(l) This category comprises limited partnerships funds investing in senior loans, mezzanine and distressed debt. The net asset is based on valuation models of the underlying securities as determined by the general partner or general partner's designee. These valuation models include unobservable inputs that cannot be corroborated using verifiable observable market data. These funds typically have redemption periods of approximately 10 years.

For the plans' hedge funds, private equity funds and private debt funds, we engage an independent advisor to compare the funds' returns to other funds with similar strategies. Each fund is required to have an annual audit by

an independent accountant, which is provided to the independent advisor. This provides a basis of comparability relative to similar assets.

Equity securities in the U.S. pension plans included McCormick stock with a fair value of \$64.4 million (0.4 million shares and 9.6% of total U.S. pension plan assets) and \$57.2 million (0.4 million shares and 8.9% of total U.S. pension plan assets) at November 30, 2019 and 2018, respectively. Dividends paid on these shares were \$0.9 million and \$0.8 million in 2019 and 2018, respectively.

Pension benefit payments in our most significant plans are made from assets of the pension plans. It is anticipated that future benefit payments for the U.S. and International plans for the next 10 fiscal years will be as follows:

(millions)	United States		International	
2020	\$	41.4	\$	14.1
2021		41.6		14.2
2022		43.1		14.4
2023		44.8		15.4
2024		46.7		15.3
2025-2029		243.8		77.3

### U.S. Defined Contribution Retirement Plans

Effective December 1, 2018 for the U.S. defined contribution retirement plan, we match 100% of a participant's contribution up to the first 3% of the participant's salary, and 66.7% of the next 3% of the participant's salary. In addition, we make contributions of 3% of the participant's salary for all U.S. employees who are employed on December 31 of each year. Prior to December 1, 2018, for the U.S. defined contribution retirement plan, we matched 100% of a participant's contribution up to the first 3% of the participant's salary, and 50% of the next 2% of the participant's salary. In addition, we made contributions of 3% of the participant's salary for U.S. employees not covered by the defined benefit plan. Some of our smaller U.S. subsidiaries sponsor separate 401(k) retirement plans. We also sponsor a non-qualified defined contribution retirement plan. Our contributions charged to expense under all U.S. defined contribution retirement plans were \$28.2 million, \$15.5 million and \$12.2 million in 2019, 2018 and 2017, respectively.

At the participant's election, 401(k) retirement plans held 1.6 million shares of McCormick stock, with a fair value of \$266.1 million, at November 30, 2019. Dividends paid on the shares held in the 401(k) retirement plans in 2019 and 2018 were \$3.9 million in each year.

### Postretirement Benefits Other Than Pensions

We currently provide postretirement medical and life insurance benefits to certain U.S. employees who were covered under the active employees' plan and retire after age 55 with at least five years of service. The subsidy provided under these plans is based primarily on age at date of retirement. These benefits are not pre-funded but paid as incurred. Employees hired after December 31, 2008 are not eligible for a company subsidy. They are eligible for coverage on an access-only basis.

During 2017, we made the following changes to our postretirement medical and life insurance benefits impacting certain U.S. employees:

- On August 23, 2017, our Management Committee approved changes to our postretirement medical benefits plan for eligible U.S. employees and retirees (employees hired after December 31, 2008 are not eligible for the subsidy). These changes included consolidating benefits providers and simplifying and reducing our subsidy for postretirement medical benefits. The effective date of the change in our subsidy was January 1, 2018.
- On August 23, 2017, our Management Committee approved the elimination of life insurance benefits under our other postretirement benefit plan to eligible U.S. active employees (that life insurance benefit was available to U.S. employees hired on or prior to December 31, 2008). The effective date of this plan amendment was January 1, 2018, unless an employee committed to their retirement date by December 31, 2017 and retired on or before December 31, 2018.

As a result of these changes, we remeasured the other postretirement benefit obligation as of August 23, 2017, resulting in a reduction of the other postretirement benefit obligation of \$27.1 million. These remeasurements resulted in an aggregate non-cash, pre-tax net prior service cost credit of \$27.1 million, which is included in our consolidated statement of comprehensive income for 2017, as a component of Other comprehensive income (loss)

on the line entitled Unrealized components of pension and other postretirement plans. Deferred taxes associated with these aggregate prior service cost credits, together with other unrealized components of pension plans recognized during 2017, are also included in that statement as a component of Other comprehensive income (loss).

Our other postretirement benefit (income) expense for the years ended November 30 follows:

(millions)	2019	2018	2017
Service cost	\$ 1.8	\$ 2.0	\$ 2.6
Interest costs	2.7	2.4	3.3
Amortization of prior service credits	(8.7)	(8.6)	(2.3)
Amortization of actuarial gains	(0.9)	(0.1)	(0.2)
Postretirement benefit (income) expense	\$ (5.1)	\$ (4.3)	\$ 3.4

Rollforwards of the benefit obligation, fair value of plan assets and a reconciliation of the plans' funded status at November 30, the measurement date, follow:

(millions)	2019	2018
Change in benefit obligation:		
Benefit obligation at beginning of year	\$ 62.9	\$ 70.9
Service cost	1.8	2.0
Interest costs	2.7	2.4
Employee contributions	0.3	0.4
Plan amendments	(0.4)	—
Other plan assumptions	(1.0)	(0.1)
Discount rate change	7.6	(4.5)
Actuarial (gain) loss	(2.5)	(3.0)
Benefits paid	(4.2)	(5.2)
Benefit obligation at end of year	\$ 67.2	\$ 62.9
Change in fair value of plan assets:		
Fair value of plan assets at beginning of year	\$ —	\$ —
Employer contributions	3.9	4.8
Employee contributions	0.3	0.4
Benefits paid	(4.2)	(5.2)
Fair value of plan assets at end of year	\$ —	\$ —
Other postretirement benefit liability	\$ 67.2	\$ 62.9

Estimated future benefit payments (net of employee contributions) for the next 10 fiscal years are as follows:

(millions)	Retiree medical	Retiree life insurance	Total
2020	\$ 3.7	\$ 1.4	\$ 5.1
2021	3.7	1.4	5.1
2022	3.7	1.4	5.1
2023	3.7	1.4	5.1
2024	3.7	1.4	5.1
2025-2029	18.0	6.5	24.5

The assumed discount rate in determining the benefit obligation was 3.1% and 4.5% for 2019 and 2018, respectively.

For 2019, the assumed annual rate of increase in the cost of covered health care benefits is 6.5% (7.3% last year). It is assumed to decrease gradually to 4.5% in the year 2030 (4.5% in 2028 last year) and remain at that level thereafter. A one percentage point increase or decrease in the assumed health care cost trend rate would have had an immaterial effect on the benefit obligation and the total of service and interest cost components for 2019.

## 11. STOCK-BASED COMPENSATION

We have three types of stock-based compensation awards: restricted stock units (RSUs), stock options and company stock awarded as part of our long-term performance plan (LTPP). Total stock-based compensation expense for 2019, 2018 and 2017 was \$37.2 million, \$25.6 million and \$23.9 million, respectively. Total unrecognized stock-based compensation expense related to our RSUs and stock options at November 30, 2019

was \$27.5 million and the weighted-average period over which this will be recognized is 1.4 years. Total unrecognized stock-based compensation expense related to our LTPP is variable in nature and is dependent on the company's execution against established performance metrics under performance cycles related to this plan. As of November 30, 2019, we have 5.1 million shares remaining available for future issuance under our RSUs, stock option and LTPP award programs.

For all awards, forfeiture rates are considered in the calculation of compensation expense.

The following summarizes the key terms and the methods of valuation and expense recognition for each of our stock-based compensation awards.

### RSUs

RSUs are valued at the market price of the underlying stock, discounted by foregone dividends, on the date of grant. Substantially all of the RSUs granted vest over a three-year term or, if earlier, upon the retirement eligibility date of the holder. Compensation expense is recorded in the consolidated income statement ratably over the shorter of the period until vested or the employee's retirement eligibility date.

A summary of our RSU activity for the years ended November 30 follows:

(shares in thousands)	2019		2018		2017	
	Shares	Weighted-average price	Shares	Weighted-average price	Shares	Weighted-average price
Beginning of year	423	\$ 103.05	267	\$ 86.47	267	\$ 80.08
Granted	129	143.23	278	112.72	131	94.63
Vested	(159)	104.15	(113)	88.15	(118)	80.62
Forfeited	(12)	113.55	(9)	96.53	(13)	90.85
Outstanding—end of year	381	\$ 115.89	423	\$ 103.05	267	\$ 86.47

### Stock Options

Stock options are granted with an exercise price equal to the market price of the stock on the date of grant. Substantially all of the options vest ratably over a three-year period or, if earlier, upon the retirement-eligibility dates of the holders and are exercisable over a 10-year period. Upon exercise of the option, shares are issued from our authorized and unissued shares.

The fair value of the options is estimated with a lattice option pricing model which uses the assumptions in the following table. We believe the lattice model provides an appropriate estimate of fair value of our options as it allows for a range of possible outcomes over an option term and can be adjusted for changes in certain assumptions over time. Expected volatilities are based primarily on the historical performance of our stock. We also use historical data to estimate the timing and amount of option exercises and forfeitures within the valuation model. The expected term of the options is an output of the option pricing model and estimates the period of time that options are expected to remain unexercised. The risk-free interest rate is based on the U.S. Treasury yield curve in effect at the time of grant. Compensation expense is calculated based on the fair value of the options on the date of grant. This compensation is recorded in the consolidated income statement ratably over the shorter of the period until vested or the employee's retirement eligibility date.

The per share weighted-average fair value for all options granted was \$27.51, \$20.30 and \$17.61 in 2019, 2018 and 2017, respectively. These fair values were computed using the following range of assumptions for the years ended November 30:

	2019	2018	2017
Risk-free interest rates	2.2 - 2.5%	1.7 - 2.9%	0.9 - 2.4%
Dividend yield	1.5%	2.0%	1.9%
Expected volatility	17.4%	18.4%	18.7%
Expected lives	7.5 years	7.6 years	7.6 years

Under our stock option plans, we may issue shares on a net basis at the request of the option holder. This occurs by netting the option cost in shares from the shares exercised.

A summary of our stock option activity for the years ended November 30 follows:

(shares in millions)	2019		2018		2017	
	Shares	Weighted-average exercise price	Shares	Weighted-average exercise price	Shares	Weighted-average exercise price
Beginning of year	3.6	\$ 82.60	4.8	\$ 71.91	4.9	\$ 66.00
Granted	0.3	147.39	0.4	105.95	0.6	98.07
Exercised	(1.3)	71.08	(1.6)	55.28	(0.7)	50.63
Outstanding—end of year	2.6	96.18	3.6	82.60	4.8	71.91
Exercisable—end of year	1.9	\$ 86.61	2.8	\$ 76.54	3.8	\$ 65.34

As of November 30, 2019, the intrinsic value (the difference between the exercise price and the market price) for all options currently outstanding was \$189.6 million and for options currently exercisable was \$157.6 million. At November 30, 2019, the differences between options outstanding and options expected to vest and their related weighted-average exercise prices, aggregate intrinsic values and weighted-average remaining lives were not material. The total intrinsic value of all options exercised during the years ended November 30, 2019, 2018 and 2017 was \$111.0 million, \$108.0 million and \$31.4 million, respectively. A summary of our stock options outstanding and exercisable at November 30, 2019 follows:

(shares in millions)	Options outstanding			Options exercisable		
	Shares	Weighted-average remaining life (yrs.)	Weighted-average exercise price	Shares	Weighted-average remaining life (yrs.)	Weighted-average exercise price
Range of exercise price						
\$38.00 - \$79.00	0.9	4.4	\$ 71.40	0.9	4.4	\$ 71.40
\$79.01 - \$103.00	1.0	6.8	99.04	0.9	6.7	99.22
\$103.01 - \$149.00	0.7	8.8	125.75	0.1	8.3	106.65
	2.6	6.5	\$ 96.18	1.9	5.7	\$ 86.61

## LTPP

Our LTPP grants in 2018 and 2017 will deliver awards in a combination of cash and company stock. The stock compensation portion of the LTPP awards shares of company stock if certain company performance objectives are met at the end of a three-year period. LTPP awards granted in 2019 will be delivered entirely in company stock, with the target award calculated using a combination of a market-based total shareholder return and performance-based components. These awards are valued based on the fair value of the underlying stock on the date of grant. Compensation expense is recorded in the income statement ratably over the three-year period of the program based on the number of shares ultimately expected to be awarded using our estimate of the most likely outcome of achieving the performance objectives.

A summary of the LTPP award activity for the years ended November 30 follows:

(shares in thousands)	2019		2018		2017	
	Shares	Weighted-average price	Shares	Weighted-average price	Shares	Weighted-average price
Beginning of year	218	\$ 83.55	220	\$ 84.31	201	\$ 78.10
Granted	68	150.51	86	101.90	78	89.96
Vested	(57)	86.40	(60)	74.02	(43)	69.04
Performance adjustment	(33)	89.96	(26)	86.40	(16)	74.02
Forfeited	—	—	(2)	97.41	—	—
Outstanding—end of year	196	\$ 115.96	218	\$ 83.55	220	\$ 84.31

## 12. INCOME TAXES

The provision for income taxes for the years ended November 30 consists of the following:

(millions)	2019	2018	2017
Income taxes			
Current			
Federal	\$ 52.3	\$ 92.9	\$ 67.1
State	10.7	11.0	6.2
International	73.5	78.7	53.9
	136.5	182.6	127.2
Deferred			
Federal	26.4	(340.3)	23.8
State	3.6	1.5	0.9
International	(9.1)	(1.1)	(0.6)
	20.9	(339.9)	24.1
Total income tax expense (benefit)	\$ 157.4	\$ (157.3)	\$ 151.3

In December 2017, President Trump signed into law Pub. L. 115-97, "An Act to provide for reconciliation pursuant to titles II and V of the concurrent resolution on the budget for fiscal year 2018" (this legislation is referred to herein as the "U.S. Tax Act"). The U.S. Tax Act provides for significant changes in the U.S. Internal Revenue Code of 1986, as amended. Certain provisions of the U.S. Tax Act were effective during our fiscal year ended November 30, 2018 with all provisions of the U.S. Tax Act effective as of the beginning of our fiscal year beginning December 1, 2018. The U.S. Tax Act contains provisions with separate effective dates but is generally effective for taxable years beginning after December 31, 2017. The U.S. Tax Act creates a new requirement that certain income earned by foreign subsidiaries, known as Global Intangible Low-Taxed Income (GILTI), must be included in the gross income of the subsidiary's U.S. shareholder. This provision of the U.S. Tax Act was effective for us for our fiscal year beginning December 1, 2018. The FASB allows an accounting policy election of either recognizing deferred taxes for temporary differences expected to reverse as GILTI in future years or recognizing such taxes as a current period expense when incurred. We have elected to treat GILTI as a current period expense when incurred.

Beginning on January 1, 2018, the U.S. Tax Act lowered the U.S. corporate income tax rate from 35% to 21% on our U.S. earnings from that date and beyond. The revaluation of our U.S. deferred tax assets and liabilities to the 21% corporate tax rate has reduced our net U.S. deferred income tax liability by \$380.0 million and is reflected as a reduction in our income tax expense in our results for the year ended November 30, 2018. The U.S. Tax Act imposes a one-time transition tax on post-1986 earnings of non-U.S. affiliates that have not been repatriated for purposes of U.S. federal income tax, with those earnings taxed at rates of 15.5% for earnings reflected by cash and cash equivalent items and 8% for other assets. This transition tax, based on our fiscal 2018 tax return filed in fiscal 2019, was \$76.0 million (we estimated the transition tax to be \$75.3 million in fiscal 2018). The cash tax effects of the transition tax, reduced by the utilization of \$21.1 million of current and carried forward excess foreign tax credits, as well as other items of \$7.7 million, resulted in a net tax liability of \$47.2 million, which can be remitted in installments over an eight-year period as we are doing. As of November 30, 2019, our remaining unpaid transition tax is \$43.4 million. In addition to the estimated transition tax of \$75.3 million recognized in 2018, we incurred additional foreign withholding taxes, net of a U.S. foreign tax credit, of \$7.9 million and a \$4.7 million reduction in our fiscal 2018 income taxes as a consequence of the transition tax, both of which we recognized as a component of our income tax expense for the year ended November 30, 2018, for a net transition tax impact recognized in 2018 of \$78.5 million.

In 2019, current federal income tax expense increased by \$8.3 million from \$44.0 million (exclusive of non-recurring U.S. Tax Act impacts of \$48.9 million) in 2018 to \$52.3 million in 2019. Deferred federal expense decreased by \$2.6 million from \$29.0 million (exclusive of non-recurring U.S. Tax Act impacts of \$369.3 million) in 2018 to \$26.4 million in 2019. The net change in current federal income tax expense principally stemmed from higher pretax income in the U.S. in 2019 compared to 2018.

The components of income from consolidated operations before income taxes for the years ended November 30 follow:

(millions)	2019	2018	2017
Pretax income			
United States	\$ 569.0	\$ 492.2	\$ 382.1
International	250.2	249.1	212.7
	\$ 819.2	\$ 741.3	\$ 594.8

A reconciliation of the U.S. federal statutory rate with the effective tax rate for the years ended November 30 follows:

	2019	2018	2017
Federal statutory tax rate	21.0 %	22.2 %	35.0 %
State income taxes, net of federal benefits	1.6	1.5	0.8
International tax at different effective rates	1.6	0.4	(4.8)
U.S. tax on remitted and unremitted earnings	0.5	0.6	0.4
Stock compensation expense	(2.8)	(2.9)	(1.6)
U.S. manufacturing deduction	—	(0.8)	(1.8)
Changes in prior year tax contingencies	(0.3)	(0.8)	(2.1)
Non-recurring benefit of U.S. Tax Act	(0.2)	(40.7)	—
Intra-entity asset transfer	(1.8)	—	—
Other, net	(0.4)	(0.7)	(0.5)
Total	19.2 %	(21.2)%	25.4 %

Deferred tax assets and liabilities are comprised of the following as of November 30:

(millions)	2019	2018
Deferred tax assets		
Employee benefit liabilities	\$ 103.3	\$ 82.7
Other accrued liabilities	32.3	40.0
Inventory	7.5	8.0
Tax loss and credit carryforwards	46.8	57.2
Other	48.1	44.2
Valuation allowance	(32.4)	(32.9)
	205.6	199.2
Deferred tax liabilities		
Depreciation	82.6	77.8
Intangible assets	770.5	782.8
Other	5.5	5.3
	858.6	865.9
Net deferred tax liability	\$ (653.0)	\$ (666.7)

At November 30, 2019, our non-U.S. subsidiaries have tax loss carryforwards of \$183.3 million. Of these carryforwards, \$2.4 million expire in 2020, \$6.1 million from 2021 through 2022, \$59.3 million from 2023 through 2036 and \$115.5 million may be carried forward indefinitely.

At November 30, 2019, our non-U.S. subsidiaries have capital loss carryforwards of \$26.0 million. All of these carryforwards may be carried forward indefinitely.

A valuation allowance has been provided to record deferred tax assets at their net realizable value based on a more likely than not criteria. The \$0.5 million net decrease in the valuation allowance from November 30, 2018 to November 30, 2019 mainly relates to subsidiaries' net operating losses, capital losses and other tax attributes which may not be realized in future periods.

Historically, we have not provided deferred income taxes on the cumulative undistributed earnings of our international subsidiaries. During fiscal 2018, previously undistributed earnings of certain international subsidiaries were no longer considered indefinitely reinvested as of January 1, 2018; therefore, we recognized \$7.9 million of income tax expense in fiscal 2018. Our intent is to continue to reinvest the remaining undistributed earnings of our international subsidiaries indefinitely. Therefore, in 2019 there were no incremental previously undistributed earnings that no longer met the requirements of indefinite reinvestment. While federal income tax expense has been recognized as a result of the U.S. Tax Act, we have not provided any additional deferred taxes with respect to items such as foreign withholding taxes, state income tax or foreign exchange gain or loss. It is not practicable for us to determine the amount of unrecognized tax expense on these reinvested international earnings.

The following table summarizes the activity related to our gross unrecognized tax benefits for the years ended November 30:

(millions)	2019		2018		2017	
Balance at beginning of year	\$	27.9	\$	39.1	\$	58.3
Additions for current year tax positions		6.6		6.5		7.3
Additions for prior year tax positions		0.6		0.3		0.9
Reductions for prior year tax positions		(0.3)		(6.9)		(8.4)
Settlements		—		—		(18.1)
Statute expirations		(2.5)		(9.1)		(2.1)
Foreign currency translation		(0.3)		(2.0)		1.2
Balance at November 30	\$	32.0	\$	27.9	\$	39.1

As of November 30, 2019, if recognized, all of the \$32.0 million of the unrecognized tax benefits would affect the effective rate.

We record interest and penalties on income taxes in income tax expense. We recognized interest and penalty expense of \$2.1 million, \$0.1 million and \$0.4 million in 2019, 2018 and 2017, respectively. As of November 30, 2019 and 2018, we had accrued \$7.1 million and \$5.1 million, respectively, of interest and penalties related to unrecognized tax benefits.

Tax settlements or statute of limitation expirations could result in a change to our uncertain tax positions. We believe that the reasonably possible total amount of unrecognized tax benefits as of November 30, 2019 that could decrease in the next 12 months as a result of various statute expirations, audit closures and/or tax settlements would not be material.

We file income tax returns in the U.S. federal jurisdiction and various state and non-U.S. jurisdictions. The open years subject to tax audits vary depending on the tax jurisdictions. In the U.S. federal jurisdiction, we are no longer subject to income tax audits by taxing authorities for years before 2016. In other major jurisdictions, we are no longer subject to income tax audits by taxing authorities for years before 2012.

We are under normal recurring tax audits in the U.S. and in several jurisdictions outside the U.S. While it is often difficult to predict the final outcome or the timing of resolution of any particular uncertain tax position, we believe that our reserves for uncertain tax positions are adequate to cover existing risks and exposures.

### 13. CAPITAL STOCK, EARNINGS PER SHARE AND STOCK ISSUANCE

Holders of Common Stock have full voting rights except that (1) the voting rights of persons who are deemed to own beneficially 10% or more of the outstanding shares of Common Stock are limited to 10% of the votes entitled to be cast by all holders of shares of Common Stock regardless of how many shares in excess of 10% are held by such person; (2) we have the right to redeem any or all shares of stock owned by such person unless such person acquires more than 90% of the outstanding shares of each class of our common stock; and (3) at such time as such person controls more than 50% of the vote entitled to be cast by the holders of outstanding shares of Common Stock, automatically, on a share-for-share basis, all shares of Common Stock Non-Voting will convert into shares of Common Stock.

Holders of Common Stock Non-Voting will vote as a separate class on all matters on which they are entitled to vote. Holders of Common Stock Non-Voting are entitled to vote on reverse mergers and statutory share exchanges where our capital stock is converted into other securities or property, dissolution of the company and the sale of substantially all of our assets, as well as forward mergers and consolidation of the company.

During 2017, we issued approximately 6.35 million shares of our common stock non-voting in connection with our acquisition of RB Foods (see note 2), which included approximately 0.8 million shares from the exercise of the underwriters' option to purchase additional shares. The net proceeds from this issuance, after the underwriting discount and related expenses, was \$554.0 million.

The reconciliation of shares outstanding used in the calculation of basic and diluted earnings per share for the years ended November 30 follows:

(millions)	2019	2018	2017
Average shares outstanding—basic	132.6	131.5	126.8
Effect of dilutive securities:			
Stock options/RSUs/LTPP	1.5	1.7	1.6
Average shares outstanding—diluted	134.1	133.2	128.4

The following table sets forth the stock options and RSUs for the years ended November 30 which were not considered in our earnings per share calculation since they were antidilutive:

(millions)	2019	2018	2017
Antidilutive securities	0.1	0.2	1.1

## 14. COMMITMENTS AND CONTINGENCIES

During the normal course of our business, we are occasionally involved with various claims and litigation. Reserves are established in connection with such matters when a loss is probable and the amount of such loss can be reasonably estimated. At November 30, 2019 and 2018, no material reserves were recorded. The determination of probability and the estimation of the actual amount of any such loss are inherently unpredictable, and it is therefore possible that the eventual outcome of such claims and litigation could exceed the estimated reserves, if any. However, we believe that the likelihood that any such excess might have a material adverse effect on our financial statements is remote.

## 15. BUSINESS SEGMENTS AND GEOGRAPHIC AREAS

### Business Segments

We operate in two business segments: consumer and flavor solutions. The consumer and flavor solutions segments manufacture, market and distribute spices, seasoning mixes, condiments and other flavorful products throughout the world. Our consumer segment sells to retail channels, including grocery, mass merchandise, warehouse clubs, discount and drug stores, and e-commerce under the "McCormick" brand and a variety of brands around the world, including "French's," "Frank's RedHot," "Lawry's," "Zatarain's," "Simply Asia," "Thai Kitchen," "Ducros," "Vahiné," "Schwartz," "Club House," "Kamis," "Kohinoor," "DaQiao," "Drogheria & Alimentari," "Stubb's" and "Gourmet Garden." Our flavor solutions segment sells to food manufacturers and the foodservice industry both directly and indirectly through distributors.

In each of our segments, we produce and sell many individual products which are similar in composition and nature. With their primary attribute being flavor, the products within each of our segments are regarded as fairly homogenous. It is impracticable to segregate and identify sales and profits for each of these individual product lines.

Historically, we have measured segment performance based on operating income excluding special charges as this activity is managed separately from the business segments. Beginning in 2017, we also excluded transaction and integration expenses related to our acquisition of RB Foods from our measure of segment performance as these expenses are similarly managed separately from the business segments. These transaction and integration expenses excluded from our segment performance measure include the amortization of the acquisition-date fair value adjustment of inventories that is included in cost of goods sold, costs directly associated with that acquisition and costs associated with integrating the RB Foods business. Although the segments are managed separately due to their distinct distribution channels and marketing strategies, manufacturing and warehousing are often integrated to maximize cost efficiencies. We do not segregate jointly utilized assets by individual segment for purposes of internal reporting, performance evaluation, or capital allocation.

In 2019, the Company transferred management responsibility for certain export operations in both its consumer and flavor solutions segments between geographies within each respective segment, shifting from the Americas to the

Asia/Pacific regions within each segment, with no change in segment sales or segment operating income for either the consumer or flavor solutions segment in total.

We have a large number of customers for our products. Sales to one of our consumer segment customers, Wal-Mart Stores, Inc., accounted for approximately 11% of consolidated sales in 2019, 2018 and 2017. Sales to one of our flavor solutions segment customers, PepsiCo, Inc., accounted for approximately 10% of consolidated sales in both 2019 and 2018 and approximately 11% in 2017.

Accounting policies for measuring segment operating income and assets are consistent with those described in note 1. Because of integrated manufacturing for certain products within the segments, products are not sold from one segment to another but rather inventory is transferred at cost. Inter-segment sales are not material. Corporate assets include cash, deferred taxes, investments and certain fixed assets.

## Business Segment Results

(millions)	Consumer	Flavor Solutions	Total segments	Corporate & other	Total
<b>2019</b>					
Net sales	\$ 3,269.8	\$ 2,077.6	\$ 5,347.4	\$ —	\$ 5,347.4
Operating income excluding special charges	676.3	302.2	978.5	—	978.5
Income from unconsolidated operations	31.8	9.1	40.9	—	40.9
Assets	—	—	9,950.3	411.8	10,362.1
Capital expenditures	—	—	121.8	51.9	173.7
Depreciation and amortization	—	—	118.0	40.8	158.8
<b>2018</b>					
Net sales	\$ 3,247.0	\$ 2,055.8	\$ 5,302.8	\$ —	\$ 5,302.8
Operating income excluding special charges and transaction and integration expenses	637.1	292.8	929.9	—	929.9
Income from unconsolidated operations	29.5	5.3	34.8	—	34.8
Assets	—	—	10,015.8	240.6	10,256.4
Capital expenditures	—	—	126.3	42.8	169.1
Depreciation and amortization	—	—	115.0	35.7	150.7
<b>2017</b>					
Net sales	\$ 2,901.6	\$ 1,828.7	\$ 4,730.3	\$ —	\$ 4,730.3
Operating income excluding special charges and transaction and integration expenses	562.4	221.3	783.7	—	783.7
Income from unconsolidated operations	28.9	5.0	33.9	—	33.9
Assets	—	—	10,036.7	349.1	10,385.8
Capital expenditures	—	—	153.6	28.8	182.4
Depreciation and amortization	—	—	99.8	25.4	125.2

A reconciliation of operating income excluding special charges and, for 2018 and 2017, transaction and integration expenses, to operating income for 2019, 2018 and 2017 is as follows:

(millions)	Consumer		Flavor Solutions		Total
<b>2019</b>					
Operating income excluding special charges	\$	676.3	\$	302.2	\$ 978.5
Less: Special charges		13.1		7.7	20.8
Operating income	\$	663.2	\$	294.5	\$ 957.7
<b>2018</b>					
Operating income excluding special charges and transaction and integration expenses	\$	637.1	\$	292.8	\$ 929.9
Less: Special charges		10.0		6.3	16.3
Less: Transaction and integration expenses		15.0		7.5	22.5
Operating income	\$	612.1	\$	279.0	\$ 891.1
<b>2017</b>					
Operating income excluding special charges and transaction and integration expenses	\$	562.4	\$	221.3	\$ 783.7
Less: Special charges		15.3		6.9	22.2
Less: Transaction and integration expenses included in cost of goods sold		13.6		7.3	20.9
Less: Other transaction and integration expenses		27.1		13.7	40.8
Operating income	\$	506.4	\$	193.4	\$ 699.8

## Geographic Areas

We have net sales and long-lived assets in the following geographic areas:

(millions)	United States		EMEA		Other countries		Total
<b>2019</b>							
Net sales	\$	3,226.3	\$	986.1	\$	1,135.0	\$ 5,347.4
Long-lived assets		6,397.0		1,032.4		875.4	8,304.8
<b>2018</b>							
Net sales	\$	3,145.0	\$	1,021.1	\$	1,136.7	\$ 5,302.8
Long-lived assets		6,411.0		1,057.1		874.6	8,342.7
<b>2017</b>							
Net sales	\$	2,748.7	\$	948.9	\$	1,032.7	\$ 4,730.3
Long-lived assets		6,329.1		1,125.3		881.2	8,335.6

Long-lived assets include property, plant and equipment, goodwill and intangible assets, net of accumulated depreciation and amortization.

## 16. SUPPLEMENTAL FINANCIAL STATEMENT DATA

Supplemental consolidated information with respect to our income statement, balance sheet and cash flow follow:

For the year ended November 30 (millions)	2019		2018		2017	
Other income, net						
Pension and other postretirement benefit income	\$	17.7		12.2		2.6
Interest income		10.1		7.1		5.7
Other		(1.1)		5.5		(2.2)
	\$	26.7	\$	24.8	\$	6.1

At November 30 (millions)	2019		2018	
Inventories				
Finished products	\$	413.3	\$	406.1
Raw materials and work-in-process		387.9		380.2
	\$	801.2	\$	786.3
Prepaid expenses	\$	36.0	\$	27.2
Other current assets		54.7		51.7
	\$	90.7	\$	78.9
Property, plant and equipment				
Land and improvements	\$	67.5	\$	62.6
Buildings (including capital lease)		658.5		626.2
Machinery, equipment and other		1,007.8		947.5
Construction-in-progress		85.8		105.1
Accumulated depreciation		(867.0)		(799.9)
	\$	952.6	\$	941.5
Other long-term assets				
Investments in affiliates	\$	186.0	\$	167.2
Long-term investments		124.4		120.8
Software, net of accumulated amortization \$275.0 for 2019 and \$281.5 for 2018		76.4		43.6
Other		120.3		102.2
	\$	507.1	\$	433.8
Other accrued liabilities				
Payroll and employee benefits	\$	184.9	\$	176.5
Sales allowances		137.2		142.1
Other		287.0		329.6
	\$	609.1	\$	648.2
Other long-term liabilities				
Pension	\$	226.9	\$	123.1
Postretirement benefits		62.7		58.5
Unrecognized tax benefits		37.6		31.0
Other		100.4		100.5
	\$	427.6	\$	313.1

For the year ended November 30 (millions)	2019		2018		2017	
Depreciation	\$	113.6	\$	104.8	\$	85.2
Software amortization		13.7		14.0		14.5
Interest paid		169.8		179.8		72.1
Income taxes paid		137.2		154.6		155.6

Dividends paid per share were \$2.28 in 2019, \$2.08 in 2018 and \$1.88 in 2017. Dividends declared per share were \$2.33 in 2019, \$2.13 in 2018, and \$1.93 in 2017.

## 17. SELECTED QUARTERLY DATA (UNAUDITED)

(millions except per share data)	First	Second	Third	Fourth
<b>2019</b>				
Net sales	\$ 1,231.5	\$ 1,301.9	\$ 1,329.2	\$ 1,484.8
Gross profit	466.9	508.5	539.9	630.0
Operating income	196.9	208.1	253.5	299.2
Net income	148.0	149.4	191.9	213.4
Basic earnings per share	1.12	1.13	1.45	1.60
Diluted earnings per share	1.11	1.12	1.43	1.59
Dividends paid per share—				
Common Stock and Common Stock Non-Voting	0.57	0.57	0.57	0.57
Dividends declared per share—				
Common Stock and Common Stock Non-Voting	—	0.57	0.57	1.19
<b>2018</b>				
Net sales	\$ 1,215.4	\$ 1,301.3	\$ 1,318.2	\$ 1,467.9
Gross profit	460.4	505.4	522.5	605.0
Operating income	181.1	188.6	229.9	291.5
Net income	422.6	123.3	173.5	214.0
Basic earnings per share	3.22	0.94	1.32	1.62
Diluted earnings per share	3.18	0.93	1.30	1.60
Dividends paid per share—				
Common Stock and Common Stock Non-Voting	0.52	0.52	0.52	0.52
Dividends declared per share—				
Common Stock and Common Stock Non-Voting	—	0.52	0.52	1.09

Operating income for the first quarter of 2019 included \$2.1 million of special charges, with an after-tax impact of \$1.6 million and a per share impact of \$0.01 for both basic and diluted earnings per share. Operating income for the second quarter of 2019 included \$7.1 million of special charges, with an after-tax impact of \$5.4 million and a per share impact of \$0.04 for both basic and diluted earnings per share. Operating income for the third quarter of 2019 included \$7.7 million of special charges, with an after-tax impact of \$6.1 million and a per share impact of \$0.04 for both basic and diluted earnings per share. Net income for the third quarter of 2019 included \$1.5 million of non-recurring income tax expense related to enactment of the U.S. Tax Act, with a per share impact of \$0.01 for both basic and diluted earnings per share. Operating income for the fourth quarter of 2019 included \$3.9 million of special charges, with an after-tax impact of \$3.0 million and a per share impact of \$0.02 for both basic and diluted earnings per share.

Operating income for the first quarter of 2018 included \$2.2 million of special charges, with an after-tax impact of \$1.6 million and a per share impact of \$0.01 for both basic and diluted earnings per share. Operating income for the first quarter of 2018 included \$8.7 million of transaction and integration expenses, with an after-tax impact of \$6.9 million and a per share impact of \$0.05 for both basic and diluted earnings per share. Net income for the first quarter of 2018 included \$297.9 million of non-recurring income tax benefit related to enactment of the U.S. Tax Act, with a per share impact of \$2.27 and \$2.24 for basic and diluted earnings per share, respectively. Operating income for the second quarter of 2018 included \$8.4 million of special charges, with an after-tax impact of \$6.5 million and a per share impact of \$0.05 for both basic and diluted earnings per share. Operating income for the second quarter of 2018 included \$7.8 million of transaction and integration expenses, with an after-tax impact of \$6.1 million and a per share impact of \$0.05 and \$0.04 for basic and diluted earnings per share, respectively. Operating income for the third quarter of 2018 included \$3.3 million of special charges, with an after-tax impact of \$2.5 million and a per share impact of \$0.02 for both basic and diluted earnings per share. Operating income for the third quarter of 2018 included \$5.6 million of transaction and integration expenses, with an after-tax impact of \$4.3 million and a per share impact of \$0.04 for both basic and diluted earnings per share. Net income for the third quarter of 2018 included \$10.3 million of non-recurring income tax benefit related to enactment of the U.S. Tax Act, with a per share impact of \$0.08 for both basic and diluted earnings per share. Operating income for the fourth quarter of 2018 included \$2.4 million of special charges, with an after-tax impact of \$1.9 million and a per share impact of \$0.02 for both basic and diluted earnings per share. Operating income for the fourth quarter of 2018 included \$0.4 million of transaction and integration expenses, with an after-tax impact of \$0.3 million. Net income for the fourth quarter of 2018 included \$6.7 million of non-recurring income tax expense related to enactment of the U.S. Tax Act, with a per share impact of \$0.05 for both basic and diluted earnings per share.

See notes 2 and 3 for details with respect to the transaction and integration expenses and actions undertaken in connection with these special charges, respectively. See note 12 for details regarding the non-recurring income tax benefits related to enactment of the U.S. Tax Act.

Earnings per share are computed independently for each of the quarters presented. Therefore, the sum of the quarters may not be equal to the full year earnings per share.

## **ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE**

None.

### **ITEM 9A. CONTROLS AND PROCEDURES**

#### *Disclosure Controls and Procedures*

Our management, with the participation of our Chief Executive Officer and Chief Financial Officer, has evaluated the effectiveness of our disclosure controls and procedures, as defined in Rule 13a-15(e) of the Securities Exchange Act of 1934, as of the end of the period covered by this report. Based on that evaluation, our Chief Executive Officer and Chief Financial Officer concluded that, as of the end of the period covered by this report, our disclosure controls and procedures were effective.

#### *Internal Control over Financial Reporting*

Management's report on our internal control over financial reporting and the report of our Independent Registered Public Accounting Firm on internal control over financial reporting are included in our 2019 financial statements in Item 8 of this Report under the captions entitled "Report of Management" and "Report of Independent Registered Public Accounting Firm." No change occurred in our "internal control over financial reporting" (as defined in Rule 13a-15(f)) during our last fiscal quarter which has materially affected or is reasonably likely to materially affect, our internal control over financial reporting.

### **ITEM 9B. OTHER INFORMATION**

None.

## **PART III.**

### **ITEM 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE**

Information responsive to this item is set forth in the sections titled "Corporate Governance," "Election of Directors" and "Delinquent Section 16(a) Reports" in our 2020 Proxy Statement, incorporated by reference herein, to be filed within 120 days after the end of our fiscal year.

We have adopted a code of ethics that applies to all employees, including our principal executive officer, principal financial officer, principal accounting officer, and our Board of Directors. A copy of the code of ethics is available on our internet website at [www.mccormickcorporation.com](http://www.mccormickcorporation.com). We will satisfy the disclosure requirement under Item 5.05 of Form 8-K regarding any material amendment to our code of ethics, and any waiver from a provision of our code of ethics that applies to our principal executive officer, principal financial officer, principal accounting officer, or persons performing similar functions, by posting such information on our website at the internet website address set forth above.

### **ITEM 11. EXECUTIVE COMPENSATION**

Information responsive to this item is incorporated herein by reference to the sections titled "Compensation of Directors," "Compensation Discussion and Analysis," "Compensation Committee Report," "Summary Compensation Table," "Grants of Plan-Based Awards," "Narrative to the Summary Compensation Table," "Outstanding Equity Awards at Fiscal Year-End," "Option Exercises and Stock Vested in Last Fiscal Year," "Retirement Benefits," "Non-Qualified Deferred Compensation," "Potential Payments Upon Termination or Change in Control," "Compensation Committee Interlocks and Insider Participation" and "Equity Compensation Plan Information" in the 2020 Proxy Statement.

### **ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS**

Information responsive to this item is incorporated herein by reference to the sections titled "Principal Stockholders," "Election of Directors" and "Equity Compensation Plan Information" in the 2020 Proxy Statement.

### **ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE**

Information responsive to this item is incorporated herein by reference to the section entitled "Corporate Governance" in the 2020 Proxy Statement.

### **ITEM 14. PRINCIPAL ACCOUNTANT FEES AND SERVICES**

Information responsive to this item is incorporated herein by reference to the section titled "Report of Audit Committee and Fees of Independent Registered Public Accounting Firm" in the 2020 Proxy Statement.

## PART IV.

### ITEM 15. EXHIBITS, FINANCIAL STATEMENT SCHEDULES

List of documents filed as part of this Report.

#### 1. Consolidated Financial Statements

The Consolidated Financial Statements for McCormick & Company, Incorporated and related notes, together with the Report of Management, and the Reports of Ernst & Young LLP dated January 28, 2020, are included herein in Part II, Item 8.

#### 2. Consolidated Financial Statement Schedule

Supplemental Financial Schedule:

II-Valuation and Qualifying Accounts

Schedules other than that listed above are omitted because of the absence of the conditions under which they are required or because the information called for is included in the consolidated financial statements or notes thereto.

#### 3. Exhibits required to be filed by Item 601 of Regulation S-K

The information called for by this item is incorporated herein by reference from the Exhibit Index included in this Report.

### EXHIBIT INDEX

The Stock Purchase Agreement (Exhibit 2(i)) has been filed to provide investors and security holders with information regarding its terms. It is not intended to provide any other information about the Acquired Business, sellers or McCormick. The Agreement contains representations, warranties and covenants of the parties thereto made to and solely for the benefit of each other, and such representations, warranties and covenants may be subject to materiality and other qualifiers applicable to the contracting parties that differ from those that may be viewed as material to investors. The assertions embodied in those representations, warranties and covenants are qualified by information in confidential disclosure schedules that the sellers delivered in connection with the execution of the Agreement and were made only as of the date of the Agreement. Accordingly, investors and security holders should not rely on the representations, warranties and covenants as characterizations of the actual state of facts. Moreover, information concerning the subject matter of the representations, warranties and covenants may change after the date of the Agreement, which subsequent information may or may not be fully reflected in McCormick's public disclosures.

The following exhibits are attached or incorporated herein by reference:

	Exhibit Number	Description
(2)	Plan of Acquisition, Reorganization, Arrangement, Liquidation or Succession (i) <a href="#">Stock Purchase Agreement, dated July 18, 2017, by and among McCormick &amp; Company, Incorporated, The R.T. French's Food Group Limited, Reckitt Benckiser LLC, and Reckitt Benckiser Group plc, incorporated by reference from Exhibit 2.1 of McCormick's Form 8-K dated July 18, 2017, File No. 1-14920, as filed with the Securities and Exchange Commission on July 19, 2017. Disclosure schedules and exhibits have been omitted pursuant to Item 601(b)(2) of Regulation S-K. The Agreement as filed identifies such schedules and exhibits, including the general nature of their contents. McCormick agrees to furnish a copy of any omitted attachment to the Securities and Exchange Commission on a confidential basis upon request.</a>	
(3) (i)	Articles of Incorporation and By-Laws  Restatement of Charter of McCormick & Company, Incorporated dated April 16, 1990	Incorporated by reference from Exhibit 4 of Registration Form S-8, Registration No. 33-39582 as filed with the Securities and Exchange Commission on March 25, 1991.

Exhibit Number	Description
Articles of Amendment to Charter of McCormick & Company, Incorporated dated April 1, 1992	Incorporated by reference from Exhibit 4 of Registration Form S-8, Registration Statement No. 33-59842 as filed with the Securities and Exchange Commission on March 19, 1993.
<a href="#">Articles of Amendment to Charter of McCormick &amp; Company, Incorporated dated March 27, 2003</a>	<a href="#">Incorporated by reference from Exhibit 4 of Registration Form S-8, Registration Statement No. 333-104084 as filed with the Securities and Exchange Commission on March 28, 2003.</a>
(ii) By-Laws	
<a href="#">By-Laws of McCormick &amp; Company, Incorporated Amended and Restated on November 26, 2019</a>	<a href="#">Incorporated by reference from Exhibit 99.1 of McCormick's Form 8-K dated November 26 2019, File No. 1-14920, as filed with the Securities and Exchange Commission on November 26, 2019.</a>
(4) Instruments defining the rights of security holders, including indentures	
(i) See Exhibit 3 (Restatement of Charter and By-Laws)	
(ii) <a href="#">Summary of Certain Exchange Rights, incorporated by reference from Exhibit 4.1 of McCormick's Form 10-Q for the quarter ended August 31, 2001, File No. 0-748, as filed with the Securities and Exchange Commission on October 12, 2001.</a>	
(iii) <a href="#">Indenture dated July 8, 2011 between McCormick and U.S. Bank National Association, incorporated by reference from Exhibit 4.1 of McCormick's Form 8-K dated July 5, 2011, File No. 1-14920, as filed with the Securities and Exchange Commission on July 8, 2011.</a>	
(iv) <a href="#">Form of 3.90% notes due 2021, incorporated by reference from Exhibit 4.2 of McCormick's Form 8-K dated July 5, 2011, File No. 1-14920, as filed with the Securities and Exchange Commission on July 8, 2011.</a>	
(v) <a href="#">Form of 2.70% notes due 2022, incorporated by reference from Exhibit 4.2 of McCormick's Form 8-K dated August 7, 2017, File No. 1-14920, as filed with the Securities and Exchange Commission on August 11, 2017.</a>	
(vi) <a href="#">Form of 3.50% notes due 2023, incorporated by reference from Exhibit 4.2 of McCormick's Form 8-K dated August 14, 2013, File No. 1-14920, as filed with the Securities and Exchange Commission on August 19, 2013.</a>	
(vii) <a href="#">Form of 3.15% notes due 2024, incorporated by reference from Exhibit 4.3 of McCormick's Form 8-K dated August 7, 2017, File No. 1-14920, as filed with the Securities and Exchange Commission on August 11, 2017.</a>	
(viii) <a href="#">Form of 3.25% notes due 2025, incorporated by reference from Exhibit 4.2 of McCormick's Form 8-K dated November 3, 2015, File No. 1-14920, as filed with the Securities and Exchange Commission on November 6, 2015.</a>	
(ix) <a href="#">Form of 3.40% notes due 2027, incorporated by reference from Exhibit 4.4 of McCormick's Form 8-K dated August 7, 2017, File No. 1-14920, as filed with the Securities and Exchange Commission on August 11, 2017.</a>	
(x) <a href="#">Form of 4.20% notes due 2047, incorporated by reference from Exhibit 4.5 of McCormick's Form 8-K dated August 7, 2017, File No. 1-14920, as filed with the Securities and Exchange Commission on August 11, 2017.</a>	
(xi) <a href="#">Description of Securities of McCormick &amp; Company, Incorporated</a>	Filed herewith
(10) Material contracts	

Exhibit Number	Description	
(i)	<a href="#">Directors' Share Ownership Program, provided to members of McCormick's Board of Directors who are not also employees of McCormick, is set forth on page 28 of McCormick's definitive Proxy Statement dated February 17, 2004, File No. 1-14920, as filed with the Securities and Exchange Commission on February 17, 2004, and incorporated by reference herein.*</a>	
(ii)	<a href="#">Deferred Compensation Plan, as restated on January 1, 2000, and amended on August 29, 2000, September 5, 2000 and May 16, 2003, in which directors, officers and certain other management employees participate, a copy of which Plan document and amendments was attached as Exhibit 10(viii) of McCormick's Form 10-Q for the quarter ended August 31, 2003, File No. 1-14920, as filed with the Securities and Exchange Commission on October 14, 2003, and incorporated by reference herein.*</a>	
(iii)	<a href="#">Non-Qualified Retirement Savings Plan, with an effective date of February 1, 2017, in which directors, officers and certain other management employees participate, a copy of which Plan document was attached as Exhibit 10(v) of McCormick's Form 10-Q for the quarter ended February 28, 2017, File No. 1-14920, as filed with the Securities and Exchange Commission on March 28, 2017, and incorporated by reference herein.*</a>	
(iv)	<a href="#">The 2007 Omnibus Incentive Plan, in which directors, officers and certain other management employees participate, is set forth in Exhibit A of McCormick's definitive Proxy Statement dated February 20, 2008, File No. 1-14920, as filed with the Securities and Exchange Commission on February 20, 2008, and incorporated by reference herein, as amended by Amendment No. 1 thereto, which Amendment is incorporated by reference from Exhibit 10(xi) of McCormick's 10-K for the fiscal year ended November 30, 2008, File No. 1-14920, as filed with the Securities and Exchange Commission on January 28, 2009.*</a>	
(v)	<a href="#">The Amended and Restated 2013 Omnibus Incentive Plan, in which directors, officers and certain other management employees participate, is incorporated by reference from Exhibit A of McCormick's definitive Proxy Statement dated February 14, 2019, File No. 1-14920, as filed with the Securities and Exchange Commission on February 14, 2019.*</a>	
(vi)	<a href="#">Form of Long-Term Performance Plan Agreement</a>	Filed herewith
(vii)	<a href="#">Form of Restricted Stock Units Agreement</a>	Filed herewith
(viii)	<a href="#">Form of Restricted Stock Units Agreement for Directors</a>	Filed herewith
(ix)	<a href="#">Form of Non-Qualified Stock Option Agreement</a>	Filed herewith
(x)	<a href="#">Form of Non-Qualified Stock Option Agreement for Directors</a>	Filed herewith
(xi)	<a href="#">Form of Indemnification Agreement, incorporated by reference from Exhibit 10(xv) of McCormick's Form 10-Q for the quarter ended February 28, 2014, File No. 1-14920, as filed with the Securities and Exchange Commission on March 26, 2014.</a>	
(xii)	<a href="#">Employment Agreement between McCormick (UK) Limited and Malcolm Swift, incorporated by reference from Exhibit 10.1 of McCormick's Form 8-K, File No. 1-14920, as filed with the Securities and Exchange Commission on January 29, 2015.*</a>	
(xiii)	<a href="#">Severance Plan for Executives, incorporated by reference from Exhibit 10(xix) of McCormick's Form 10-Q for the quarter ended February 28, 2015, File No. 1-14920, as filed with the Securities and Exchange Commission on March 31, 2015.*</a>	
(xiv)	<a href="#">Term Loan Agreement, dated August 7, 2017, by among the Company, Bank of America, N.A., as administrative agent, and the lenders party thereto, incorporated by reference from Exhibit 10.1 of McCormick's Form 8-K dated August 7, 2017, File No. 1-14920, as filed with the Securities and Exchange Commission on August 11, 2017.</a>	
(21)	<a href="#">Subsidiaries of McCormick</a>	Filed herewith
(23)	<a href="#">Consents of experts and counsel</a>	Filed herewith

	Exhibit Number	Description
(31)	Rule 13a-14(a)/15d-14(a) Certifications	Filed herewith
	(i)	<a href="#"><u>Certification of Lawrence E. Kurzius, Chairman, President and Chief Executive Officer, pursuant to Rule 13a-14(a) or Rule 15d-14(a) under the Securities Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.</u></a>
	(ii)	<a href="#"><u>Certification of Michael R. Smith, Executive Vice President and Chief Financial Officer, pursuant to Rule 13a-14(a) or Rule 15d-14(a) under the Securities Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.</u></a>
(32)	Section 1350 Certifications	Filed herewith
	(i)	<a href="#"><u>Certification of Lawrence E. Kurzius, Chairman, President and Chief Executive Officer, pursuant to Rule 13a-14(b) or Rule 15d-14(b) under the Securities Exchange Act of 1934 and 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.</u></a>
	(ii)	<a href="#"><u>Certification of Michael R. Smith, Executive Vice President and Chief Financial Officer, pursuant to Rule 13a-14(b) or Rule 15d-14(b) under the Securities Exchange Act of 1934 and 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.</u></a>
(101)	The following financial information from the Annual Report on Form 10-K of McCormick for the year ended November 30, 2019, filed electronically herewith, and formatted in Inline XBRL (Extensible Business Reporting Language): (i) Consolidated Balance Sheets; (ii) Consolidated Income Statements; (iii) Consolidated Statements of Comprehensive Income; (iv) Consolidated Statements of Shareholders' Equity; (v) Consolidated Cash Flow Statements; and (vi) Notes to Consolidated Financial Statements.	
(104)	Inline XBRL for the cover page of this Annual Report on Form 10-K of McCormick for the year ended November 30, 2019, filed electronically herewith, included in the Exhibit 101 Inline XBRL Document Set.	
*	Management contract or compensatory plan or arrangement.	

McCormick hereby undertakes to furnish to the Securities and Exchange Commission, upon its request, copies of additional instruments of McCormick with respect to long-term debt that involve an amount of securities that do not exceed 10% of the total assets of McCormick and its subsidiaries on a consolidated basis, pursuant to Regulation S-K, Item 601(b)(4)(iii)(A).



**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons, being a majority of the Board of Directors of McCormick & Company, Incorporated, on the date indicated:

<b>THE BOARD OF DIRECTORS:</b>	<b>DATE:</b>
<hr/> Anne L. Bramman	January 28, 2020
<i>/s/</i> MICHAEL A. CONWAY <hr/> Michael A. Conway	January 28, 2020
<i>/s/</i> FREEMAN A. HRABOWSKI, III <hr/> Freeman A. Hrabowski, III	January 28, 2020
<i>/s/</i> LAWRENCE E. KURZIUS <hr/> Lawrence E. Kurzius	January 28, 2020
<i>/s/</i> PATRICIA LITTLE <hr/> Patricia Little	January 28, 2020
<i>/s/</i> MICHAEL D. MANGAN <hr/> Michael D. Mangan	January 28, 2020
<i>/s/</i> MARITZA G. MONTIEL <hr/> Maritza G. Montiel	January 28, 2020
<i>/s/</i> MARGARET M.V. PRESTON <hr/> Margaret M.V. Preston	January 28, 2020
<i>/s/</i> GARY M. RODKIN <hr/> Gary M. Rodkin	January 28, 2020
<i>/s/</i> W. ANTHONY VERNON <hr/> W. Anthony Vernon	January 28, 2020
<i>/s/</i> JACQUES TAPIERO <hr/> Jacques Tapiero	January 28, 2020

## Supplemental Financial Schedule II Consolidated

**McCORMICK & COMPANY, INCORPORATED**  
**VALUATION AND QUALIFYING ACCOUNTS**  
**(IN MILLIONS)**

Column A	Column B		Column C Additions		Column D	Column E
Description	Balance at beginning of period		Charged to costs and expenses	Charged to other accounts	Deductions	Balance at end of period
Deducted from asset accounts:						
Year ended November 30, 2019:						
Allowance for doubtful receivables	\$	6.4	\$	1.1	\$ (1.8)	\$ 5.6
Valuation allowance on net deferred tax assets		32.9		2.6	(0.5)	32.4
	\$	39.3	\$	3.7	\$ (2.3)	\$ 38.0
Deducted from asset accounts:						
Year ended November 30, 2018:						
Allowance for doubtful receivables	\$	6.6	\$	1.1	\$ (0.6)	\$ 6.4
Valuation allowance on net deferred tax assets		26.0		11.1	(2.2)	32.9
	\$	32.6	\$	12.2	\$ (2.8)	\$ 39.3
Deducted from asset accounts:						
Year ended November 30, 2017:						
Allowance for doubtful receivables	\$	4.2	\$	2.6	\$ 0.3	\$ 6.6
Valuation allowance on net deferred tax assets		10.5		15.1	(1.4)	26.0
	\$	14.7	\$	17.7	\$ (1.9)	\$ 32.6

**DESCRIPTION OF THE REGISTRANT'S SECURITIES  
REGISTERED PURSUANT TO SECTION 12 OF THE  
SECURITIES EXCHANGE ACT OF 1934**

As of January 28, 2020, McCormick & Company, Incorporated (the "Corporation" or "Registrant") has two classes of securities registered under Section 12 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"): (1) our Common Stock, No Par Value ("Common Stock"); and (2) our Common Stock Non-Voting, No Par Value ("Common Stock Non-Voting," and, together with the Common Stock, the "Equity Securities").

**Description of Common Stock**

The following is a description of the rights of Common Stock and Common Stock Non-Voting and related provisions of the Company's Certificate of Incorporation, as amended and restated (the "Charter") and Amended and Restated By-laws (the "By-laws"). This description is qualified in its entirety by, and should be read in conjunction with, the Charter and By-laws.

**Authorized Capital Stock**

Our authorized shares of capital stock consist of 30,000 shares of five per cent Preferred Stock, \$100 par value per share, 320,000,000 shares of Common Stock, and 320,000,000 shares of Common Stock Non-Voting.

**Voting Rights and Special Conversion and Redemption Rights**

Holders of Common Stock have full voting rights, except that:

- the voting rights of persons who are deemed by the board of directors to own, directly or indirectly, beneficially 10% or more of the outstanding shares of Common Stock (a "Substantial Stockholder") are limited to 10% of the votes entitled to be cast by all holders of shares of Common Stock regardless of how many shares in excess of 10% are held by such person;
- we have the right to redeem, at any time, any or all shares of Common Stock and Common Stock Non-Voting beneficially owned by any Substantial Stockholder, unless such person acquires more than 90% of the then outstanding shares of each class of our common stock; and
- at such time as a Substantial Stockholder beneficially owns shares of Common Stock which entitle such Substantial Stockholder to cast more than 50% of the votes entitled to be cast by the holders of outstanding shares of Common Stock (taking into account the vote limitation on Substantial Stockholders described above), automatically, on a share-for-share basis, all shares of Common Stock Non-Voting will convert into shares of Common Stock.

Any amendment, alteration, change or repeal of the foregoing provisions, in addition to any other vote or approval required under the Charter or applicable law, requires:

- the affirmative vote of the holders of at least 80% of the total number of votes entitled to be cast by the holders of all of the then outstanding shares of Common Stock, voting as a single class, and
- the affirmative vote of the holders of at least 80% of the then outstanding shares of Common Stock Non-Voting, voting as a separate class.

Except as set forth above, holders of Common Stock are entitled to one vote per share of Common Stock on all matters to be voted upon by the stockholders. Any shares beneficially owned by a Substantial Stockholder in excess of 10% of outstanding shares of Common Stock that are subject to the Substantial Stockholder vote limitation described above are excluded from the total number of shares of Common Stock outstanding for the purposes of (i) establishing a quorum and (ii) determining the proportion of Common Stock required to approve a matter.

Each share of Common Stock Non-Voting has exactly the same rights, terms and conditions as each share of Common Stock, except that holders of shares of Common Stock Non-Voting have no voting rights, except with respect to:

- a consolidation of the Company with another corporation;
- a merger of the Company into another corporation;
- a merger of the Company where the Company is the surviving corporation but the capital stock of the Company is converted into other securities or property;

- a participation by the Company in a statutory share exchange whereby the capital stock of the Company is converted into other securities or property;
- a dissolution of the Company;
- a sale of all or substantially all of the assets of the Company not in the ordinary course of business; and
- any amendment of the Charter repealing the right of the Common Stock Non-Voting to vote on any of the foregoing matters.

On matters on which holders of Common Stock Non-Voting are entitled to vote, holders of Common Stock Non-Voting are entitled to one vote per share of Common Stock Non-Voting on all such matters. As to any matter on which holders of Common Stock Non-Voting and Common Stock are entitled to vote, the Common Stock Non-Voting shall vote separately as one class, and the Common Stock shall vote separately as another class.

The voting rights of holders of Common Stock Non-Voting cannot be repealed except by:

- the affirmative vote of the holders of a majority of the outstanding shares of the Common Stock Non-Voting, voting separately as one class, and
- the affirmative vote of the holders of a majority of the total number of votes entitled to be cast by the holders of all the outstanding shares of the Common Stock (taking into account the vote limitation on Substantial Stockholders described above), voting separately as another class.

### **Amendments to Terms**

The provisions of the Charter providing that the Common Stock and the Common Stock Non-Voting vote as separate classes cannot be amended, altered, changed or repealed except by:

- the affirmative vote of the holders of at least 80% of the total number of votes entitled to be cast by the holders of all the then outstanding shares of Common Stock (taking into account the vote limitation on Substantial Stockholders described above), voting separately as one class, and
- the affirmative vote of the holders of at least 80% of the then outstanding shares of Common Stock Non-Voting, voting separately as another class.

### **No Other Conversion or Preemption Rights**

Except as set forth above, holders of the Equity Securities, solely by virtue of their holdings, do not have conversion rights or preemptive rights to subscribe for or purchase any shares of any class, or to any security convertible into shares of stock of the Company, which we may issue in the future.

### **Exchange Rights**

The Company may, but is not obligated to, allow shareholders to exchange shares of Common Stock for shares of Common Stock Non-Voting on a one-for-one basis. However, we generally do not issue shares of Common Stock in exchange for shares of Common Stock Non-Voting. In certain circumstances, we issue shares of Common Stock in exchange for shares of Common Stock Non-Voting, or issue shares of Common Stock Non-Voting in exchange for shares of Common Stock, typically, in connection with the administration of our employee benefit plans, executive compensation programs and dividend reinvestment/direct purchase plans. Holders who choose to exchange their shares will not receive any consideration for such exchanges, other than shares of Common Stock Non-Voting or Common Stock, as applicable.

### **Dividends**

Both classes of our common stock are entitled to dividends that may be declared by the board of directors from time to time out of the surplus or profits of the Company, after providing for dividends on preferred stock.

### **Right to Receive Liquidation Distributions**

The Maryland General Corporation Law, or the "MGCL," provides that our stockholders are generally not obligated to us or our creditors with respect to our stock, except to the extent that the subscription price or other agreed upon consideration has not been paid.

Upon any liquidation, dissolution or winding up of the Company, the holders of both classes of stock shall be entitled to receive, share for share with the other holders of shares of Common Stock and Common Stock Non-Voting on a pro rata basis, all assets then legally available for distribution after payment of debts and liabilities and preferences on preferred stock outstanding, if any.

**Listing**

The Common Stock is listed on the New York Stock Exchange under the ticker symbol "MKC-V" and the Common Stock Non-Voting is listed on the New York Stock Exchange under the ticker symbol "MKC".

**McCORMICK & COMPANY, INCORPORATED**  
**2013 OMNIBUS INCENTIVE PLAN**  
**LONG-TERM PERFORMANCE PLAN AGREEMENT**  
**Performance Cycle \_\_\_\_**

The following terms and conditions in this agreement (together with the LTPP Covenants Addendum attached hereto, this "**Agreement**") apply to Long-Term Performance Plan awards granted under the 2013 Omnibus Incentive Plan by McCORMICK & COMPANY, INCORPORATED, a Maryland corporation, with its principal offices in Baltimore County, Maryland (hereinafter called the "**Company**").

**RECITALS**

WHEREAS, the Board of Directors of the Company (the "**Board**") believes that the interests of the Company and its stockholders will be advanced by providing an incentive to senior management to cause the Company to achieve certain of its financial goals and strategic objectives over a period of years; and

WHEREAS, the Board approved and adopted the Company's 2013 Omnibus Incentive Plan (the "**Plan**") on November 27, 2012, effective December 1, 2012, subject to the approval of the Company's stockholders; and

WHEREAS, the Company's stockholders approved the Plan on April 3, 2013; and

WHEREAS, the Plan permits the Company to grant cash-based incentive awards to reward employees and others for the achievement of performance goals, as well as the grant of restricted stock units, options and other equity-based awards to align the interests of its employees, directors and others with the interests of its stockholders; and

WHEREAS, pursuant to the Plan, the Compensation Committee of the Board (with respect to participating employees that are executive officers) and the Management Committee of the Company (with respect to all other participating employees) (the Compensation Committee and the Management Committee being referred to herein as the "**Committee**" as applicable) have established a Long-Term Performance Plan (formerly known as the Mid-Term Incentive Plan) which is intended to provide an inducement to certain senior executives of the Company to cause the Company to achieve specified financial goals over a period of three years; and

WHEREAS, the Committee has designated the employee (the "**Employee**") receiving this award as a participant in the Long-Term Performance Plan and has established performance goals and measures, and an incentive award target, for the three-year performance cycle beginning on \_\_\_\_\_, and ending on \_\_\_\_\_; and;

NOW THEREFORE, in consideration of the foregoing and of the covenants and agreements set forth below, the parties hereby agree as follows:

**1. Grant of Participation Right.** Details of the Employee's Long-Term Performance Plan award, including the value of the Employee's target stock award (in shares of voting common stock of the Company ("**Stock**"), subject to adjustment based upon the achievement of pre-established performance goals), for sales and total shareholder return for the Company are described on the screen captioned "Grants & Awards" in the Computershare website (the "**Screen**"). The awards (the "**Award**") is for the performance cycle beginning on \_\_\_\_\_, and ending on \_\_\_\_\_. No award will be paid to the Employee unless the Company achieves cumulative sales growth of at least \_\_\_% at the end of the performance cycle.

2. **Performance Goals.** The total number of shares of Stock that will be payable pursuant to this Award will be determined by calculating the percentage of the target Award that is earned based on growth in cumulative sales growth and then adjusting that amount by the “modifier” based on total shareholder return, as follows:

3. **Cumulative Sales Growth.** The Company’s cumulative sales growth goal for the performance cycle is \_\_\_%. The Company’s cumulative sales growth will be calculated in accordance with the enclosed Administrative Guidelines. The target Award will be earned if, at the end of the performance cycle, the Company has achieved the cumulative sales growth of \_\_\_%. The enclosed Administrative Guidelines reflect the percentage of the target Award that will be earned if performance is less than, or greater than, this performance goal. Regardless of whether the Award is earned at target or at some lesser or greater percentage than target, the amount of the Award that will be paid is subject to adjustment based on total shareholder return, as described below

4. **Total Shareholder Return.** The Company’s goal for cumulative total shareholder return, which includes dividends as well as appreciation in share value, is to rank in the top \_\_\_ percent (\_\_\_%) of its peer group companies. The Company’s total shareholder return will be calculated in accordance with the enclosed Administrative Guidelines and will be determined at the end of the performance cycle based on a comparison to the total shareholder returns for the peer companies listed. Once the total shareholder return is determined, the percentage of the target Award earned based on cumulative sales growth (as described above) will be “modified” to reflect the total shareholder return. The enclosed Administrative Guidelines reflect the “modifier” that will be applied to the target award if total shareholder return is less than, or greater than, this performance goal.

5. **Vesting.** Vesting refers to the Employee’s right to receive payment of his or her Award. The Employee will vest in his or her Award as follows:

(a) **Continuous Employment.** The Employee must (i) be continuously employed by the Company from the date he or she is granted an award until the end of the performance cycle, and (ii) the Employee must be an Employee on the last day of the performance cycle, which means that if the Employee is not continuously employed by the Company from the date of this Agreement through \_\_\_\_\_, the Employee will not receive any payment of his or her award, except as provided in Sections 5(b), 5(c), 5(d), or 5(e). Any awards that do not vest are forfeited.

(b) **Retirement or Disability.** Notwithstanding the provisions of Section 5(a) hereof, if the Employee’s termination prior to the completion of the performance cycle is due to retirement or disability, the Employee will be paid an award at the end of the performance cycle based on the Company’s actual sales growth and total shareholder return for the performance cycle, multiplied by a fraction, the numerator of which is the number of whole months in the performance cycle completed by the Employee as of the date of the termination due to retirement or disability (plus one (1) if the Employee completed at least one day of any additional month), and the denominator of which is the number of years in the performance cycle multiplied by twelve (12). Such amount shall be paid in accordance with the terms of Section 7 (“Payment”); payment will not be accelerated.

For purposes of this Agreement, (i) the Employee shall be considered to have a “**disability**” if the Employee is “Totally and Permanently Disabled” within the meaning of the Company’s long-term disability plan, and (ii) “**retirement**” means termination of employment at or after age 55.

(c) **Qualifying Termination.** Notwithstanding the provisions of Section 5(a) hereof, if the Employee has a Qualifying Termination (as such term is defined in the McCormick & Company Incorporated Severance Plan for Executives (“**Severance Plan**”)) prior to the completion of the performance cycle, the Employee will receive the award he or she would have received for any performance cycle that is still open at the time of the Qualifying Termination, based on the Company’s actual sales growth and total shareholder return, multiplied by a fraction, the numerator of which is the number of whole months in the performance cycle completed by the Employee as of the date of the Qualifying Termination (plus one (1) if the Employee completed at least one day of any additional month), and the denominator of which is the number of years in the performance cycle multiplied by twelve (12). Such amount shall be paid in accordance with the terms of Section 5 (“Payment”); payment will not be accelerated.

(d) **Death.** Notwithstanding the provisions of Section 5(a) hereof, if the Employee's termination prior to the completion of the performance cycle is due to death, the deceased Employee's personal representative will be paid the award the Employee would have received, had all performance objectives been achieved at target for any performance cycle that is still open at the time of the Employee's death, multiplied by a fraction, the numerator of which is the number of whole months in the performance cycle completed by the Employee as of the date of death (plus one (1) if the Employee completed at least one day of any additional month), and the denominator of which is the number of years in the performance cycle multiplied by twelve (12). Such award shall be settled or paid immediately. The Award will be settled in Stock based on the fair market value of the Stock immediately prior to the Employee's death.

(e) **Change in Control Termination.** Notwithstanding the provisions of Section 5(a) hereof, if the Employee has a Change in Control Termination (as such term is defined in the Severance Plan) prior to completion of the performance cycle, the Employee will receive the award he or she would have received, had all performance objectives been achieved at target for any performance cycle that is still open at the time of the Change in Control Termination. Such award shall be settled or paid immediately. The Award will be settled in cash based on the fair market value of the Stock immediately prior to the Change of Control (as such term is defined in the Plan).

Pursuant to Article VII ("Change in Control; Acquisitions") of the Plan as amended March 25, 2015, this Agreement provides for the treatment of any award with a performance cycle that is still open at the time of the Change in Control. Consequently, the terms of Article VII.A. of the Plan that would vest such awards in connection with a Change in Control shall not apply to such awards, and, following a Change in Control, such awards shall vest only as provided in Section 5 of this Agreement.

**6. Non-Transferability.** The rights granted to the Employee pursuant to this Agreement shall not be sold, assigned, transferred, pledged, hypothecated or otherwise disposed of during the term of this Agreement. Any award payable under this Agreement shall be paid only to the Employee, or in the event of the Employee's death or disability, to authorized legal representatives.

**7. Payment.** Before any Award is paid hereunder, the Committee must certify in writing (by resolution or otherwise) that the performance criteria set forth in this Agreement have been satisfied. Unless otherwise provided by the Committee or in this Agreement, any award earned hereunder shall be paid as soon as practicable after the Committee has certified that the applicable goals and terms of such awards have been satisfied and not before the end of the performance cycle or later than the fifteenth (15<sup>th</sup>) day of \_\_\_\_\_. The Award will be paid in shares unless the Committee, in its sole discretion, decides to pay the Award in cash.

**8. Section 409A of the Internal Revenue Code.**

(a) It is intended that the Award and this Agreement shall qualify as a short-term deferral arrangement described in Treas. Reg. § 1.409A-1(b)(4), and any successor thereto, and that, as a result, the Award and this Agreement shall not be subject to the provisions of section 409A of the Code ("**Section 409A**"). This Agreement and the Plan shall be administered in a manner consistent with the foregoing intent, and any provision that would cause such Award or this Agreement to be subject to Section 409A shall have no force or effect until this Agreement is amended to avoid the application of Section 409A (which amendment may be retroactive to the extent permitted by Section 409A and may be made by the Company without the Employee's consent). However, should this Award be subject to Section 409A and if the Employee is a "Specified Employee" (within the meaning of Section 409A(a)(2)(B)(i) of the Code) as of the date of his or her "separation from service" (within the meaning of Treas. Reg. § 1.409A-1(h)), then any payment that would otherwise be made upon the date of the separation from service or within the first six months thereafter will not be made on the originally scheduled date(s) and will instead be issued in a lump sum on the date that is six months and one day after the date of the separation from service, with the balance of any payment issued thereafter in accordance with the original payment schedule, but if and only if such delay in the payment is necessary to avoid the imposition of taxation on the Employee in respect of the payment under Section 409A.

(b) Notwithstanding the foregoing, to the extent an amount was intended to be paid so as to qualify as a short-term deferral under Section 409A of the Code and the applicable regulations, then such payment may be delayed if the requirements of Treas. Reg. § 1.409A-1(b)(4)(ii) are met. In such case, payment of such deferred amounts must be made as soon as reasonably practicable following the first date on which the Company anticipates or reasonably should anticipate that, if the payments

were made on such date, the Company's deduction with respect to such payment would no longer be restricted due to the applicability of section 162(m) of the Code.

**9. Amendments.** Any amendment to the Plan shall be deemed to be an amendment to this Agreement to the extent that the amendment is applicable hereto; provided, however, that (except as provided by Section 10 ("Severability") hereof or as required by law) no amendment shall adversely affect the rights of the Employee under this Agreement without the Employee's consent.

**10. Severability.** If one or more of the provisions of this Agreement shall be invalidated for any reason by a court of competent jurisdiction, any provision so invalidated shall be deemed to be severable from the other provisions hereof, and the remaining provisions hereof shall continue in effect and to be fully enforceable.

**11. Relation to Plan.** This Agreement is subject to the terms and conditions of the Plan. In the event of any inconsistency or conflict between this Agreement and the Plan, the Plan shall govern. The Plan and this Agreement shall be administered by the Committee in accordance with the provisions of Article II of the Plan. Except as expressly provided in this Agreement, capitalized terms used herein shall have the meanings ascribed to them in the Plan or on the Screen.

**12. Withholding.** The Company (and/or the Employee's local employer) shall, in its discretion, have the right to deduct or withhold from payments of any kind otherwise due to the Employee, or require the Employee to remit to the Company (and to the Employee's local employer), an amount sufficient to satisfy taxes imposed under the laws of any country, state, province, city or other jurisdiction, including but not limited to income taxes, capital gain taxes, transfer taxes, and social security contributions that are required by law to be withheld with respect to the payment of the Plan, payment of shares or cash under this Agreement, the sale of shares acquired hereunder, and/or payment of dividends on shares acquired hereunder, as applicable.

**13. No Right to Continued Employment.** Neither the Plan, this Agreement, the grant of the participation rights under the Long-Term Performance Plan, or the payment of cash or Stock under this Agreement, gives the Employee any right to continue to be employed by the Company (or the Employee's local employer), or restricts, in any way, the Employee's right (or the right of the Employee's local employer), to change the Employee's compensation or other benefits or to terminate the Employee's employment at any time for any reason not specifically prohibited by law.

**14. Discretionary Nature of the Plan.** By accepting this Award, the Employee agrees to be bound by this Agreement and the Plan and acknowledge that:

(a) The Award hereunder, and any future awards under the Long-Term Performance Plan and the Plan are entirely within the discretion of the Committee and the Company and shall not be deemed to create any obligation on the part of the Committee or the Company to grant any other awards, whether or not such a reservation is explicitly stated at the time of such an award. The Company has the right, at any time and/or on an annual basis, to amend, suspend or terminate the Plan; provided, however, that no such amendment, suspension, or termination shall adversely affect the Employee's rights hereunder.

(b) The Plan shall not be deemed to constitute, and shall not be construed by the Employee to constitute, part of the terms and conditions of employment, and neither the Company nor the Employee's local employer shall incur any liability of any kind to the Employee with respect to the terms and conditions of employment as a result of any change or amendment, or any cancellation, of the Plan at any time.

**15. Forfeiture of Gain.** The Employee will forfeit (a) the Award made hereunder and (b) any Long-Term Performance Plan award for any earlier performance cycles, if the Employee takes any action in violation or breach of, or in conflict with this Agreement (including the LTPP Covenants Addendum), any employment agreement, non-competition agreement, any agreement prohibiting solicitation of employees or clients of the Company or any affiliate thereof or any confidentiality obligation with respect to the Company or any affiliate thereof or otherwise in competition with the Company or any affiliate thereof. The Company shall annul (a) the Award made hereunder and (b) any Long-Term Performance Plan award for any earlier performance cycles, if the Employee is terminated for "cause," as such term is defined in the Plan or otherwise as required under the Plan.

Furthermore, if the Company is required to prepare an accounting restatement due to the material noncompliance of the Company, as a result of misconduct, with any financial reporting requirement under the securities laws, if the Employee is subject to automatic forfeiture under Section 304 of the Sarbanes-Oxley Act of 2002 or if the Employee knowingly engaged in the misconduct, was grossly negligent in engaging in the misconduct, knowingly failed to prevent the misconduct or was grossly negligent in failing to prevent the misconduct, the Employee shall reimburse the Company the amount of any payment in settlement of this Award, as determined by the Committee, if it is earned or accrued during the twelve-(12) month period following the public issuance or Exchange Act filing (whichever first occurred) of the financial document which was required to be restated.

**16. Electronic Delivery.** The Company may, in its sole discretion, decide to deliver any documents related to current or future participation in the Plan by electronic means or request the Employee's consent to participate in the Plan by electronic means. The Employee hereby consents to receive such documents by electronic delivery and agrees to participate in the Plan through an on-line or electronic system established and maintained by the Company or a third party designated by the Company.

**17. Governing Law and Venue.** All disputes arising under or growing out of the Award or the provisions of this Agreement, including the LTPP Covenants, shall be governed by and construed in accordance with the laws of the State of Maryland, United States of America, as provided in the Plan, without regard to such state's conflict of laws rules. If any dispute arises directly or indirectly from the relationship of the parties evidenced by this Award and this Agreement, including the LTPP Covenants, the parties hereby submit to and consent to the exclusive jurisdiction of the State of Maryland and agree that such litigation shall be conducted only in the courts of Baltimore County, Maryland, and no other courts, where the grant of this Award is made and/or to be performed.

**18. Imposition of Other Requirements.** The Company reserves the right to impose other requirements on the Employee's participation in the Plan to the extent the Company determines it is necessary or advisable to comply with the law or facilitate the administration of the Plan, and to require the Employee to sign any additional agreements or undertakings that may be necessary to accomplish the foregoing.

**19. Acceptance of Award.** In consideration for the Award granted herein and by accepting this Agreement, the Employee agrees and acknowledges that:

(a) Section 15 of this Agreement ("Forfeiture of Gain") amends the terms otherwise applicable to the Long-Term Performance Plan awards for the \_\_\_\_\_ and \_\_\_\_\_ performance cycles so that all Long-Term Performance Plan awards that are previously granted to the Employee and currently outstanding are also subject to Section 15. The Company would not have made this Award to the Employee if this Award did not amend the terms of such other awards.

(b) The Long-Term Performance Plan awards previously granted to the Employee for the \_\_\_\_\_ and \_\_\_\_\_ performance cycles and this Award are subject to the LTPP Covenants Addendum attached hereto, the terms of which are fully incorporated herein.

(c) The grant of this Award and any future awards under the Plan is entirely voluntary, and at the complete discretion of the Company. Neither the grant of this Award, nor any future grant of an award by the Company, shall be deemed to create any obligation to grant any other awards, whether or not such a reservation is explicitly stated at the time of any such grant. The Board has the right, at any time, to amend, suspend, discontinue or terminate the Plan; provided, however, that no such action by the Board shall adversely affect the Employee's rights hereunder without the consent in writing of the Employee or a beneficiary who has become entitled to the award.

(d) The Plan shall not be deemed to constitute, and shall not be construed by the Employee to constitute part of the terms and conditions of employment. Neither the Company, the Employee's local employer, nor any member of the Board or of the Committee shall have any liability of any kind to the Employee for any action taken or not taken in good faith under the Plan; for any change, amendment, or cancellation of the Plan or this Award; or for the failure of the award to realize intended tax consequences or to comply with any other law, compliance with which is not required on the part of the Company.

(e) The Employee has reviewed the Plan, this Agreement, and the Screen in their entirety, has had an opportunity to obtain the advice of counsel prior to accepting this Agreement, and fully understands all provisions of the Plan, this Agreement, and the Screen.

(f) By accepting this Award, the Employee consents to the amendments to the outstanding awards previously granted to the Employee.

(g) The Employee full understands that, notwithstanding any other provision in this Agreement (including the LTPP Covenants Addendum), nothing in this Agreement prohibits Employee from making any communication Employee is permitted to make by law to the extent the law would override any contrary restrictions on such communication in this Agreement; for example, nothing in this Agreement prohibits Employee from reporting possible violations of law to a responsible government authority, or requires Employee to seek authorization from the Company or to notify the Company if Employee makes such reports.

### LTPP Covenants Addendum

In consideration for the benefits made available under the Plan, the Employee agrees to the covenants set forth in this LTPP Covenants Addendum (this “**Addendum**”) (whether or not the Employee’s Award is paid). The covenants in this Addendum do not supersede, restrict or otherwise limit the Employee’s obligations under any other covenants applicable in connection with the Employee’s employment with or service to the Company.

#### 1. Confidentiality.

Any and all inventions and discoveries that the Employee makes while he or she is in the employ of the Company relating directly or indirectly to or useful in any activity or enterprise of the Company shall belong to the Company, whether discovered during or after regular working hours. The Employee will, upon request of the Company, make application for a patent on any such invention or discovery that he or she may make, and will, upon request of the Company, make and execute any and all assignments in writing which may be deemed by the Company as proper to assign and transfer to the Company all the right, title and interest of the Employee in and to any and all such patents or patent rights issued by the United States or any other country in which the Employee may have any interest during the term of his or her said employment. The Company will assume the expenses of preparing, applying for, and registering any such patents or assignments.

During the period of the Employee’s employment with the Company, the Employee may have been exposed to confidential, proprietary information and trade secrets of the Company or its customers. The Employee understands that maintenance of the proprietary character of such information to the fullest extent possible is important to the Company. Accordingly for so long as any such confidential information and trade secrets may remain confidential, secret, or otherwise wholly or partially protected either during or after such employment, the Employee will not use or divulge such information except as specifically permitted by the Company.

#### 2. Non-Competition and Non-Solicitation.

During the period of the Employee’s employment with the Company, and the period continuing after the Employee’s termination of employment (for any reason) for the Restrictive Period (as defined below) or, in the case of a Change in Control Termination (as such term is defined in the McCormick & Company Incorporated Severance Plan for Executives (“**Severance Plan**”)), the Restrictive CIC Period (not to exceed two (2) years), the Employee will not (a) seek or accept employment, directly or indirectly, with any entity that directly competes with the Company, including its subsidiaries and affiliates, in its and their core product categories, in any capacity involving the performance of services like or related to the services that the Employee performed for the Company at any time during the past seven (7) years; or (b) solicit for the benefit of any competitor of the Company any entity or person who was or is a customer or employee of the Company as of the Employee’s termination date.

For purposes of this Addendum, “**Restrictive Period**” and “**Restrictive CIC Period**” are specified in the following table:

	Chief Executive Officer	All Others
Restrictive Period	1½ years	1 year
Restrictive CIC Period	2½ years	2 years

#### 3. Nondisparagement.

The Employee will not communicate, make or cause to be made, any derogatory, defamatory or disparaging remarks, statements or communications about the Company or any related or affiliated entities and persons, including the personal and/or business reputations, practices, products, services or conduct of the Company, or any related or affiliated entities and persons; this includes in-person communications, electronic communications, and communication via social media websites. Likewise, no officer or director of the Company will communicate any derogatory, defamatory or disparaging remarks, statements or communications about the Employee.

#### 4. Cooperation.

The Employee will answer any questions that may arise and make himself or herself reasonably available to assist the Company in its transition following the Employee’s termination of employment and to cooperate with any other reasonable requests by the Company which may require his or her services after his or her termination of employment. For purposes of this Addendum, the transition period shall be for the one (1) year period following the Employee’s termination of employment for any reason. The Employee will not seek or be entitled to any additional compensation for such assistance or cooperation.

#### 5. Company Property.

The Employee will promptly return to the Company all property belonging to the Company (but in no event later than the Employee's termination date), including all keys, phones, computers, mobile phones, credit cards, computer and other passwords, equipment and supplies, as well as all documents prepared by or for the Company, and not otherwise made available to the general public.

#### **6. Protected Whistleblower Activities**

Notwithstanding the foregoing, nothing in this Addendum, the Agreement, the Plan or any other agreement with Employer prohibits Employee from reporting or disclosing any actual, possible or potential violation of any federal, state or local law or regulation to any governmental agency or entity, or making other reports or disclosures that are protected under the whistleblower provisions of any federal, state or local law or regulation, in each such case without any prior authorization of, or prior, contemporaneous or subsequent notice to, the Employer. Under the Defend Trade Secrets Act, 18 U.S.C. § 1833(b), Employee may be entitled to immunity for certain disclosures to his or her attorney or government officials.

**McCORMICK & COMPANY, INCORPORATED**  
**2013 OMNIBUS INCENTIVE PLAN**  
**TERMS OF RESTRICTED STOCK UNITS AWARD AGREEMENT**

The following terms and conditions in this agreement (together with the RSU Covenants Addendum attached hereto, this **“Award Agreement”**) apply to restricted stock units granted under the 2013 Omnibus Incentive Plan by McCORMICK & COMPANY, INCORPORATED, a Maryland corporation, with its principal offices in Baltimore County, Maryland (hereinafter called the **“Company”**).

**RECITALS**

WHEREAS, the Board of Directors of the Company (the **“Board”**) believes that the interests of the Company and its stockholders will be advanced and the Company’s overall managerial strength will be enhanced by encouraging its officers and other key employees to become owners of common stock of the Company (**“Stock”**); and

WHEREAS, the Board approved and adopted the Company’s 2013 Omnibus Incentive Plan (the **“Plan”**) on November 27, 2012, effective December 1, 2012, subject to the approval of the Company’s stockholders; and

WHEREAS, the Company’s stockholders approved the Plan on April 3, 2013; and

WHEREAS, one of the purposes of the Plan is to provide an inducement to certain officers and other key employees of the Company and its affiliates (each a **“Grantee”**) to acquire shares of Stock; and

WHEREAS, the Board has authorized and approved the grant of this Award (defined below) pursuant to the Plan, this Award Agreement and the terms described on the Screen (defined below); and

WHEREAS, this Award and any restricted stock units previously granted to the Grantee (whether vested or unvested) are conditioned on and subject to the terms of the Plan and this Award Agreement.

NOW THEREFORE, in consideration of the foregoing and of the covenants and agreements set forth below, the terms of this Award and this Award Agreement consist of the following:

- 1. Grant of Restricted Stock Units.** Details of the Grantee’s Award are described on the screen captioned “Grants & Awards” in the Computershare website (the **“Screen”**). On the grant date specified on the Screen (the **“Grant Date”**), the Company granted restricted common stock units (**“Restricted Stock Units”**) to the Grantee for the number of shares of Stock identified as shares granted on the Screen (the **“Award”**). The Restricted Stock Units shall become vested in accordance with the vesting schedule described in Section 3 hereof.

Each Restricted Stock Unit shall represent one hypothetical share of Stock, without par value. Each Restricted Stock Unit shall at all times be equal in value to one share of Stock. The Company shall credit each Restricted Stock Unit to a bookkeeping account that the Company shall maintain for the Grantee until the Company issues Stock with respect to such Restricted Stock Unit in accordance with Section 4 hereof or such Restricted Stock Unit is forfeited in accordance with Section 3 hereof.

**2. Restrictions on Transfer of Restricted Stock Units.** The Restricted Stock Units herein granted and the rights and privileges conferred hereby shall not be transferred, assigned, pledged, or hypothecated in any way (whether by operation of law or otherwise) and shall not be subject to execution, attachment, or similar process. Upon any attempt to transfer, assign, pledge, hypothecate, or otherwise dispose of said Restricted Stock Units or of any right or privilege conferred hereby contrary to the provisions hereof or upon the levy of any attachment or similar process upon the rights and privileges conferred hereby, these Restricted Stock Units and the rights and privileges conferred hereby shall immediately become null and void.

**3. Vesting of Restricted Stock Units.**

(a) The Restricted Stock Units shall vest over a period of three years as follows: 33-1/3% of the Restricted Stock Units, rounded down to the closest whole number, shall become vested and non-forfeitable on March 15 of each of the first and second year following the Grant Date, and the remaining Restricted Stock Units shall become vested and non-forfeitable on March 15 of the third year following the Grant Date (hereinafter referred to collectively as the “**Vesting Dates**”); provided that, the Grantee continues in the employ of the Company from the Grant Date until the applicable Vesting Date. Except as provided in Section 3(b) hereof, if the Grantee ceases to be an employee of the Company prior to a Vesting Date, the Restricted Stock Units that would otherwise vest on such Vesting Date and any subsequent Vesting Date shall be immediately forfeited.

(b) Notwithstanding the provisions of Section 3(a) hereof, any outstanding Restricted Stock Units shall immediately become vested and non-forfeitable if the Grantee ceases to be an employee of the Company on account of total and permanent disability, death, or retirement of the Company. If such Restricted Stock Units become vested and non-forfeitable pursuant to this Section 3(b), the date of the Grantee’s death, total and permanent disability, or retirement (or, if later, the Grant Date), whichever applies, shall be treated as the Vesting Date for purposes of this Award Agreement. Settlement and delivery of vested Restricted Stock Units will be accelerated in accordance with Section 4(a) below in the event of Grantee’s death or total and permanent disability or a Change in Control of the Company. In contrast, as described in Section 4(a) below, if the Grantee retires, vested Restricted Stock Units shall generally be delivered at the same time as they would have been delivered had the Grantee remained employed.

(c) Notwithstanding the provisions of Section 3(a) hereof, if the Grantee has a Qualifying Termination (as such term is defined in the McCormick & Company, Incorporated Severance Plan for Senior Employees (the “**Severance Plan**”)), any outstanding Restricted Stock Units and outstanding restricted stock units previously granted (collectively, the “**Outstanding RSUs**”) that would have vested, in accordance with the applicable vesting schedule, during the 12-

month period following such Qualifying Termination, shall immediately vest. If the Grantee's Qualifying Termination subsequently becomes a Change in Control Termination (as such term is defined in the Severance Plan), the provisions of Section 3(d) below shall be immediately applied to any Outstanding RSUs that were unvested after application of this subsection (c).

(d) Notwithstanding the provisions of Section 3(a) hereof, if the Grantee has a Change in Control Termination (as such term is defined in the Severance Plan), (a) any Outstanding RSUs held by the Grantee immediately before such Change in Control Termination (other than restricted stock units granted after the Change in Control (as such term is defined in the Plan)) shall, to the extent outstanding at the time of the Change in Control Termination, immediately become 100% vested. Pursuant to Article VII ("Change in Control; Acquisitions") of the Plan as amended March 25, 2015, this Award Agreement provides for the treatment of the Outstanding RSUs following a Change in Control. Consequently, the terms of Article VII.A. of the Plan that would vest the Outstanding RSUs in connection with a Change in Control shall not apply to the Outstanding RSUs, and, following a Change in Control, the Outstanding RSUs shall vest only as provided in Section 3 of this Award Agreement. In addition, the Committee (as such term is defined in the Plan) may take any other action it deems appropriate to ensure the equitable treatment of participants in the event of, or in anticipation of a Change in Control, including but not limited to any one or more of the following: (i) provision for the settlement of this Award in exchange for its equivalent cash value, as determined by the Committee, as of the date of the Change in Control; or (ii) such other modification or adjustment to this Award as the Committee deems appropriate to maintain and protect the rights and interests of the Grantee upon or following the Change in Control; provided that the Committee shall not take any action that would cause this Award to be subject to the additional tax under Section 409A of the Internal Revenue Code of 1986, as amended (the "**Code**"). The Committee also may accord any Grantee a right to refuse any acceleration of vesting or benefits, in such circumstances as the Committee may approve.

For purposes of this Award Agreement, the Grantee shall be considered "totally and permanently disabled" if (i) the Grantee is unable, as a result of demonstrable illness (including mental illness), injury or disease, to engage in any occupation or perform any work for remuneration or profit for which the Grantee is reasonably qualified and (ii) the illness, injury or disease is expected to be permanent.

For purposes of this Award Agreement, "retirement" means termination of employment at or after age 55.

#### **4. Issuance of Common Stock.**

(a) The Company shall issue to the Grantee (or, in the event of the Grantee's death, to the Grantee's personal representative) shares of Stock corresponding to vested Restricted Stock Units, net of any applicable withholding taxes, as soon as practicable following the Vesting Date and in no event later than March 15th of the year following the Vesting Date, except in the case of the Grantee's retirement as provided in the next sentence. If the Vesting Date occurs by

reason of the Grantee's retirement, payment shall be made during the ninety day-period immediately following the earliest of:

(i) (A) March 15 of the year immediately following the Grant Date with respect to the Restricted Stock Units that would otherwise vest on that date, (B) March 15 of the second year following the Grant Date with respect to the Restricted Stock Units that would otherwise vest on that date, and (C) March 15 of the third year following the Grant Date with respect to the remaining Restricted Stock Units;

(ii) the date of the Grantee's death;

(iii) the date of the Grantee's total and permanent disability; provided that such disability constitutes a "disability" within the meaning of Treas. Reg. § 1.409A-3(i)(4);

(iv) the date of a Qualifying Termination; or

(v) the date of a Change in Control Termination.

(b) No shares of Stock shall be issued to the Grantee under this Award Agreement before the applicable Vesting Date.

(c) The Company's obligations to the Grantee with respect to the Restricted Stock Units shall be satisfied in full upon the issuance of shares of Stock with respect to the Restricted Stock Units that vest in accordance with Section 3 hereof, net of any applicable withholding taxes, or upon the forfeiture of such Restricted Stock Units in accordance with Section 3 hereof.

#### **5. Dividend, Voting and Other Rights.**

(a) The Restricted Stock Units are not shares of Stock, and the Grantee shall therefore have no voting, dividend, or other shareholder rights by reason of receiving or being credited with Restricted Stock Units pursuant to this Award Agreement unless and until shares of Stock are issued to the Grantee pursuant to Section 4 hereof.

(b) This Award Agreement represents only an unfunded and unsecured promise by the Company. The Grantee's rights under this Award Agreement shall be limited to those of an unsecured general creditor of the Company.

**6. Forfeiture of Outstanding Restricted Stock Units and Gain on Any Restricted Stock Unit.** The Grantee shall be required to forfeit to the Company (a) any Outstanding RSUs and (b) any gain realized on account of the Restricted Stock Units and all restricted stock units previously granted to the Grantee (including any shares of Stock issued to the Grantee in connection with the vesting of such awards) in the event the Grantee takes any action in violation or breach of, or in conflict with this Award Agreement (including the RSU Covenants Addendum attached hereto), any employment agreement, non-competition agreement, any agreement prohibiting solicitation of employees or clients of the Company or any of its affiliates, or any confidentiality obligation with respect to the Company or any

of its affiliates or otherwise in competition with the Company or any of its affiliates. The Company shall annul this Award if the Grantee is an employee of the Company or any of its affiliates and is terminated for “cause,” as such term is defined in the Plan or otherwise as required under the Plan.

7. **Successor.** This Award shall be binding upon and inure to the benefit of any successor **or successors of the Company.**
8. **Compliance with Law.** The Company shall make reasonable efforts to comply with all applicable federal and state securities laws. Notwithstanding any other provision of this Award Agreement, the Company shall not be obligated to issue any shares of Stock pursuant to this Award Agreement if the issuance thereof would result in a violation of any law.
9. **Section 409A of the Internal Revenue Code.**

(a) Except as provided in Section 9(b) hereof, it is intended that the Restricted Stock Units and this Award Agreement shall qualify as a short-term deferral arrangement described in Treas. Reg. § 1.409A-1(b)(4), and any successor thereto, and that, as a result, the Restricted Stock Units and this Award Agreement shall not be subject to the provisions of Section 409A of the Code (“**Section 409A**”). This Award Agreement and the Plan shall be administered in a manner consistent with the foregoing intent, and, except as provided in Section 9(b) hereof, any provision that would cause such Restricted Stock Units or this Award Agreement to be subject to Section 409A shall have no force or effect until this Award Agreement is amended to avoid the application of Section 409A (which amendment may be retroactive to the extent permitted by Section 409A and may be made by the Company without the Grantee’s consent). However, should this Award be subject to Section 409A and if the Grantee is a “Specified Employee” (within the meaning set forth Section 409A(a)(2)(B)(i) of the Code) as of the date of his or her separation from service (within the meaning of Treas. Reg. § 1.409A-1(h)), then the issuance of any shares that would otherwise be made upon the date of the separation from service or within the first six months thereafter will not be made on the originally scheduled dates and will instead be issued in a lump sum on the date that is six months and one day after the date of the separation from service, with the balance of the shares issued thereafter in accordance with the original vesting and issuance schedule, but if and only if such delay in the issuance of the shares is necessary to avoid the imposition of taxation on the Grantee in respect of the shares under Section 409A. Each installment of Restricted Stock Units that vests is a “separate payment” for purposes of Treas. Reg. § 1.409A-2(b)(2).

(b) Notwithstanding Section 9(a) hereof, the parties recognize that if the Grantee is eligible to retire before the applicable Vesting Date, all or a portion of the Restricted Stock Units will likely no longer be subject to a “substantial risk of forfeiture,” within the meaning of Treas. Reg. § 1.409A-1(d), on the date on which the Grantee becomes eligible to retire (or, if later, the Grant Date). Any such Restricted Stock Units will likely be subject to, rather than exempt from,

Section 409A, but shall comply with Section 409A because they are payable on a permissible payment event within the meaning of Treas. Reg. § 1.409A-3(b).

- 10. Withholding.** The Company (and/or the Grantee's local employer) shall, in its discretion, have the right to deduct or withhold from payments of any kind otherwise due to the Grantee, or require the Grantee to remit to the Company (and to his or her local employer), an amount sufficient to satisfy taxes imposed under the laws of any country, state, province, city or other jurisdiction, including but not limited to income taxes, capital gain taxes, transfer taxes, and social security contributions that are required by law to be withheld with respect to the Plan, grant of restricted stock units, payment of shares or cash under this Award Agreement, the sale of shares acquired hereunder, and/or payment of dividends on shares acquired hereunder, as applicable. A sufficient number of the shares resulting from payout of this Award at vesting may be retained by the Company to satisfy any tax withholding obligation.
- 11. No Right to Continued Employment.** Neither the Plan, this Award Agreement, the grant of Restricted Stock Units, payment of shares or cash under this Award Agreement, the sale of shares acquired hereunder, and/or payment of dividends on shares acquired hereunder, as applicable, gives the Grantee any right to continue to be employed by the Company (or the Grantee's local employer), or limits, in any way, the right of the Company (or the Grantee's local employer) to change the Grantee's compensation or other benefits or to terminate the Grantee's employment at any time for any reason not specifically prohibited by law.
- 12. Electronic Delivery.** The Company may, in its sole discretion, decide to deliver any documents related to current or future participation in the Plan by electronic means or request the Grantee's consent to participate in the Plan by electronic means. The Grantee hereby consents to receive such documents by electronic delivery and agrees to participate in the Plan through an on-line or electronic system established and maintained by the Company or a third party designated by the Company.
- 13. Governing Law and Venue.** All disputes arising under or growing out of the Restricted Stock Units or the provisions of this Award Agreement shall be governed by and construed in accordance with the laws of the State of Maryland, United States of America, as provided in the Plan, without regard to such state's conflict of laws rules. If any dispute arises directly or indirectly from the relationship of the parties evidenced by this Award and this Award Agreement, the parties hereby submit to and consent to the exclusive jurisdiction of the State of Maryland and agree that such litigation shall be conducted only in the courts of Baltimore County, Maryland, and no other courts, where the grant of the Restricted Stock Units are made and/or to be performed.
- 14. Severability.** The provisions of this Award Agreement are severable and if any one or more provisions are determined to be illegal or otherwise unenforceable, in whole or in part, the remaining provisions shall nevertheless be binding and enforceable.

**15. Imposition of Other Requirements.** The Company reserves the right to impose other requirements on the Grantee's participation in the Plan, on the Restricted Stock Units and on any shares of Stock acquired under the Plan, to the extent the Company determines it is necessary or advisable to comply with local law or facilitate the administration of the Plan, and to require the Grantee to sign any additional agreements or undertakings that may be necessary to accomplish the foregoing.

**16. Relation to Plan.** This Award Agreement is subject to the terms and conditions of the Plan. In the event of any inconsistency or conflict between this Award Agreement and the Plan, the Plan shall govern. The Plan and this Award Agreement shall be administered by the Committee in accordance with the provisions of Article II of the Plan. Except as expressly provided in this Award Agreement, capitalized terms used herein shall have the meanings ascribed to them in the Plan or on the Screen.

**17. Acceptance of Award.** In consideration for the Restricted Stock Units and by accepting this Award Agreement, the Grantee agrees and acknowledges that:

(a) All restricted stock units previously granted to the Grantee and all Restricted Stock Units granted under this Award Agreement are subject to the RSU Covenants Addendum attached hereto, the terms of which are fully incorporated herein.

(b) The award of Restricted Stock Units hereunder and any future awards under the Plan is entirely voluntary, and at the complete discretion of the Company. Neither the award of Restricted Stock Units hereunder, nor any future awards by the Company, shall be deemed to create any obligation to grant any other awards, whether or not such a reservation is explicitly stated at the time of any such award. The Board has the right, at any time, to amend, suspend, discontinue or terminate the Plan; provided, however, that no such action by the Board shall adversely affect the Grantee's rights hereunder without the consent in writing of the Grantee or a beneficiary who has become entitled to this Award.

(c) The Plan shall not be deemed to constitute, and shall not be construed by the Grantee to constitute part of the terms and conditions of employment. Neither the Company, the Grantee's local employer, nor any member of the Board or of the Committee shall have any liability of any kind to the Grantee for any action taken or not taken in good faith under the Plan; for any change, amendment, or cancellation of the Plan or this Award; or for the failure of this Award to realize intended tax consequences or to comply with any other law, compliance with which is not required on the part of the Company.

(d) The Grantee has reviewed the Plan, this Award Agreement, and the Screen in their entirety, has had an opportunity to obtain the advice of counsel prior to accepting this Award Agreement, and fully understands all provisions of the Plan, this Award Agreement, and the Screen.

**1. *\*\*ADDENDUM APPEARS ON THE FOLLOWING PAGE\*\****

## **RSU Covenants Addendum**

In consideration for the benefits made available under the Plan, the GRANTEE agrees to the covenants set forth in this RSU Covenants Addendum (this “Addendum”) (whether or not the GRANTEE’s restricted stock units vest). The covenants in this Addendum do not supersede, restrict or otherwise limit the GRANTEE’s obligations under any other covenants applicable in connection with the GRANTEE’s employment with or service to the Company.

### **1. Confidentiality.**

Any and all inventions and discoveries that the GRANTEE makes while he or she is in the employ of the Company relating directly or indirectly to or useful in any activity or enterprise of the Company shall belong to the Company, whether discovered during or after regular working hours. The GRANTEE will, upon request of the Company, make application for a patent on any such invention or discovery that he or she may make, and will, upon request of the Company, make and execute any and all assignments in writing which may be deemed by the Company as proper to assign and transfer to the Company all the right, title and interest of the GRANTEE in and to any and all such patents or patent rights issued by the United States or any other country in which the GRANTEE may have any interest during the term of his or her said employment. The Company will assume the expenses of preparing, applying for, and registering any such patents or assignments.

During the period of the GRANTEE’s employment with the Company, the GRANTEE may have been exposed to confidential, proprietary information and trade secrets of the Company or its customers. The GRANTEE understands that maintenance of the proprietary character of such information to the fullest extent possible is important to the Company. Accordingly, for so long as any such confidential information and trade secrets may remain confidential, secret, or otherwise wholly or partially protected either during or after such employment, the GRANTEE will not use or divulge such information except as specifically permitted by the Company.

### **2. Non-Competition and Non-Solicitation.**

During the period of the GRANTEE’s employment with the Company, and the period continuing after the GRANTEE’s termination of employment (for any reason) for the Restrictive Period (as defined below) or, in the case of a Change in Control Termination (as such term is defined in the Severance Plan), the Restrictive CIC Period (not to exceed two (2) years), the GRANTEE will not (a) seek or accept employment, directly or indirectly, with any entity that directly competes with the Company, including its subsidiaries and affiliates, in its and their core product categories, in any capacity involving the performance of services like or related to the services that the GRANTEE performed for the Company at any time during the past seven (7) years or (b) solicit for the benefit of any competitor of the Company any entity or person who was or is a customer or employee of the Company as of the GRANTEE’s termination date.

For purposes of this RSU Covenants Addendum, “Restrictive Period” and “Restrictive CIC Period” are specified in the following table:

	<b>Chief Executive Officer</b>	<b>All Others</b>
<b>Restrictive Period</b>	<b>1-½ years</b>	<b>1 year</b>
<b>Restrictive CIC Period</b>	<b>2 years</b>	<b>2 years</b>

### **3. Nondisparagement.**

The GRANTEE will not communicate, make or cause to be made, any derogatory, defamatory or disparaging remarks, statements or communications about the Company or any related or affiliated entities and persons, including the personal and/or business reputations, practices, products, services or conduct of the Company, or any related or affiliated entities and persons; this includes in-person communications, electronic communications, and communication via social media websites. Likewise, no officer or director of the Company will communicate any derogatory, defamatory or disparaging remarks, statements or communications about the GRANTEE.

### **4. Cooperation.**

The GRANTEE will answer any questions that may arise and make himself or herself reasonably available to assist the Company in its transition following the GRANTEE's termination of employment and to cooperate with any other reasonable requests by the Company which may require his or her services after his or her termination of employment. For purposes of this Addendum, the transition period shall be for the one (1) year period following the GRANTEE's termination of employment for any reason. The GRANTEE will not seek or be entitled to any additional compensation for such assistance or cooperation.

### **5. Company Property.**

The GRANTEE will promptly return to the Company all property belonging to the Company (but in no event later than the GRANTEE's termination date), including all keys, phones, computers, mobile phones, credit cards, computer and other passwords, equipment and supplies, as well as all documents prepared by or for the Company, and not otherwise made available to the general public.

### **6. Protected Whistleblower Activities.**

Notwithstanding the foregoing, nothing in this Addendum, the Award Agreement, the Plan or any other agreement with the Company prohibits the Grantee from reporting or disclosing any actual, possible or potential violation of any federal, state or local law or regulation to any governmental agency or entity, or making other reports or disclosures that are protected under the whistleblower provisions of any federal, state or local law or regulation, in each such case without any prior authorization of, or prior, contemporaneous or subsequent notice to, the Company. Under the Defend Trade Secrets Act, 18 U.S.C. § 1833(b), the Grantee may be entitled to immunity for certain disclosures to his or her attorney or government officials.

**McCORMICK & COMPANY, INCORPORATED**  
**2013 OMNIBUS INCENTIVE PLAN**  
**TERMS OF RESTRICTED STOCK UNITS AWARD AGREEMENT**

The following terms and conditions apply to restricted stock units granted under the 2013 Omnibus Incentive Plan by McCORMICK & COMPANY, INCORPORATED, a Maryland corporation, with its principal offices in Baltimore County, Maryland (hereinafter called the “**Company**”).

**RECITALS**

WHEREAS, the Board of Directors of the Company (the “**Board**”) believes that the interests of the Company and its stockholders will be advanced by encouraging its directors to become owners of common stock of the Company (“**Stock**”); and

WHEREAS, the Board approved and adopted the Company’s 2013 Omnibus Incentive Plan (the “**Plan**”) on November 27, 2012, effective December 1, 2012, subject to the approval of the Company’s stockholders; and

WHEREAS, the Company’s stockholders approved the Plan on April 3, 2013; and

WHEREAS, one of the purposes of the Plan is to provide an inducement to the members of the Board (each a “**Director**”) to acquire shares of Stock; and

WHEREAS, the Board has authorized and approved the grant of this Award (defined below) pursuant to the Plan, this Award Agreement and the terms described on the Screen (defined below).

NOW THEREFORE, in consideration of the foregoing and of the covenants and agreements set forth below, the terms of this Award and this Award Agreement consist of the following:

**1. Grant of Restricted Stock Units.** Details of the Director’s Award are described on the screen captioned “Grants & Awards” in the Computershare website (the “**Screen**”). On the grant date specified on the Screen (the “**Grant Date**”), the Company granted restricted common stock units (“**Restricted Stock Units**”) to the Director for the number of shares of Stock identified as shares granted on the Screen (the “**Award**”). The Restricted Stock Units shall become vested in accordance with the vesting schedule described in Section 3 hereof. Each Restricted Stock Unit shall represent one hypothetical share of Stock, without par value. Each Restricted Stock Unit shall at all times be equal in value to one share of Stock. The Company shall credit each Restricted Stock Unit to a bookkeeping account that the Company shall maintain for the Director until the Company issues Stock with respect to such Restricted Stock Unit in accordance with Section 4 hereof or such Restricted Stock Unit is forfeited in accordance with Section 3 hereof.

**2. Restrictions on Transfer of Restricted Stock Units.** The Restricted Stock Units herein granted and the rights and privileges conferred hereby shall not be transferred, assigned,

pledged, or hypothecated in any way (whether by operation of law or otherwise) and shall not be subject to execution, attachment, or similar process. Upon any attempt to transfer, assign, pledge, hypothecate, or otherwise dispose of said Restricted Stock Units or of any right or privilege conferred hereby contrary to the provisions hereof or upon the levy of any attachment or similar process upon the rights and privileges conferred hereby, these Restricted Stock Units and the rights and privileges conferred hereby shall immediately become null and void.

### **3. Vesting of Restricted Stock Units.**

(a) The Restricted Stock Units shall become vested and non-forfeitable on March 15 in the year immediately following the Grant Date (the “**Vesting Date**”); provided that, the Director continues to serve as a member of the Board from the Grant Date until the Vesting Date. Except as provided in Section 3(b) hereof, if the Director ceases to serve as a member of the Board on account of not being renominated to the Board after age 72, in accordance with the Corporate Governance Guidelines, prior to the Vesting Date, the Restricted Stock Units shall be immediately forfeited.

(b) Notwithstanding the provisions of Section 3(a) hereof, any outstanding Restricted Stock Units shall immediately become vested and non-forfeitable in the event of the Director’s death, total and permanent disability, or in the event of a Change in Control of the Company (as such term is defined in the Plan). If such Restricted Stock Units become vested and non-forfeitable pursuant to this Section 3(b), the date of the Director’s death or total and permanent disability or the date of the Change in Control, whichever applies, shall be treated as the Vesting Date for purposes of this Award Agreement.

For purposes of this Award Agreement, the Director shall be considered “totally and permanently disabled” if (i) the Director is unable, as a result of demonstrable illness (including mental illness), injury or disease, to engage in any occupation or perform any work for remuneration or profit for which the Director is reasonably qualified and (ii) the illness, injury or disease is expected to be permanent.

### **4. Issuance of Common Stock.**

(a) The Company shall issue to the Director (or, in the event of the Director’s death, to the Director’s personal representative) shares of Stock corresponding to vested Restricted Stock Units, net of any applicable withholding taxes, as soon as practicable following the Vesting Date and in no event later than March 15th of the year following the Vesting Date.

(b) No shares of Stock shall be issued to the Director under this Award Agreement before the Vesting Date.

(c) The Company’s obligations to the Director with respect to the Restricted Stock Units shall be satisfied in full upon the issuance of shares of Stock with respect to the Restricted Stock Units that vest in accordance with Section 3 hereof, net of any applicable withholding taxes, or upon the forfeiture of such Restricted Stock Units in accordance with Section 3 hereof.

## 5. Dividend, Voting and Other Rights.

(a) The Restricted Stock Units are not shares of Stock, and the Director shall therefore have no voting, dividend, or other shareholder rights by reason of receiving or being credited with Restricted Stock Units pursuant to this Award Agreement unless and until shares of Stock are issued to the Director pursuant to Section 4 hereof.

(b) This Award Agreement represents only an unfunded and unsecured promise by the Company. The Director's rights under this Award Agreement shall be limited to those of an unsecured general creditor of the Company.

**6. Successor.** This Award shall be binding upon and inure to the benefit of any successor or successors of the Company.

**7. Compliance with Law.** The Company shall make reasonable efforts to comply with all applicable federal and state securities laws. Notwithstanding any other provision of this Award Agreement, the Company shall not be obligated to issue any shares of Stock pursuant to this Award Agreement if the issuance thereof would result in a violation of any law.

**8. Section 409A of the Internal Revenue Code.** It is intended that the Restricted Stock Units and this Award Agreement shall qualify as a short-term deferral arrangement described in Treas. Reg. § 1.409A-1(b)(4), and any successor thereto, and that, as a result, the Restricted Stock Units and this Award Agreement shall not be subject to the provisions of Section 409A of the Internal Revenue Code of 1986, as amended ("**Section 409A**"). This Award Agreement and the Plan shall be administered in a manner consistent with the foregoing intent, and any provision that would cause such Restricted Stock Units or this Award Agreement to be subject to Section 409A shall have no force or effect until this Award Agreement is amended to avoid the application of Section 409A (which amendment may be retroactive to the extent permitted by Section 409A and may be made by the Company without the Director's consent).

**9. Withholding.** The Company shall, in its discretion, have the right to deduct or withhold from payments of any kind otherwise due to the Director, or require the Director to remit to the Company, an amount sufficient to satisfy taxes imposed under the laws of any country, state, province, city or other jurisdiction, including but not limited to income taxes, capital gain taxes, transfer taxes, and social security contributions that are required by law to be withheld with respect to the Plan, grant of restricted stock units, payment of shares or cash under this Award Agreement, the sale of shares acquired hereunder, and/or payment of dividends on shares acquired hereunder, as applicable. A sufficient number of the shares resulting from payout of the Award at vesting may be retained by the Company to satisfy any tax withholding obligation.

**10. No Right to Continue as Director.** Neither the Plan, the grant of Restricted Stock Units, payment of shares or cash under this Award Agreement, the sale of shares acquired hereunder, and/or payment of dividends on shares acquired hereunder, as applicable, gives the Director any right to continue to be a director of the Company or limits, in any way, the right of the Company to change the Director's compensation at any time for any reason not specifically prohibited by law.

**11. Electronic Delivery.** The Company may, in its sole discretion, decide to deliver any documents related to current or future participation in the Plan by electronic means or request the Director's consent to participate in the Plan by electronic means. The Director hereby consents to receive such documents by electronic delivery and agrees to participate in the Plan through an on-line or electronic system established and maintained by the Company or a third party designated by the Company.

**12. Governing Law and Venue.** All disputes arising under or growing out of the Restricted Stock Units or the provisions of this Award Agreement shall be governed by and construed in accordance with the laws of the State of Maryland, United States of America, as provided in the Plan, without regard to such state's conflict of laws rules. If any dispute arises directly or indirectly from the relationship of the parties evidenced by this Award and this Award Agreement, the parties hereby submit to and consent to the exclusive jurisdiction of the State of Maryland and agree that such litigation shall be conducted only in the courts of Baltimore County, Maryland, and no other courts, where the grant of the Restricted Stock Units are made and/or to be performed.

**13. Severability.** The provisions of this Award Agreement are severable and if any one or more provisions are determined to be illegal or otherwise unenforceable, in whole or in part, the remaining provisions shall nevertheless be binding and enforceable.

**14. Imposition of Other Requirements.** The Company reserves the right to impose other requirements on the Director's participation in the Plan, on the Restricted Stock Units and on any shares of Stock acquired under the Plan, to the extent the Company determines it is necessary or advisable to comply with local law or facilitate the administration of the Plan, and to require the Director to sign any additional agreements or undertakings that may be necessary to accomplish the foregoing.

**15. Relation to Plan.** This Award Agreement is subject to the terms and conditions of the Plan. In the event of any inconsistency or conflict between this Award Agreement and the Plan, the Plan shall govern. The Plan and this Award Agreement shall be administered by the Committee in accordance with the provisions of Article II of the Plan. Except as expressly provided in this Award Agreement, capitalized terms used herein shall have the meanings ascribed to them in the Plan or on the Screen.

**16. Acceptance of Award.** The Director shall be deemed to have accepted this Award unless the Director provides written notice to the Company within thirty (30) business days following the Grant Date, stating that the Director does not wish to accept the Award. Notices should be directed to Investor Services at [investor\\_services@mccormick.com](mailto:investor_services@mccormick.com), or to McCormick & Company, Inc. Attn: Investor Services, 24 Schilling Road, Suite 1, Hunt Valley, Maryland 21031. By accepting this Award Agreement, the Director agrees to be bound by the terms and conditions set forth herein and acknowledges and agrees that:

(a) The award of Restricted Stock Units hereunder and any future awards under the Plan is entirely voluntary, and at the complete discretion of the Company. Neither the award of Restricted Stock Units hereunder, nor any future awards by the Company, shall be deemed to create any obligation to grant any other awards, whether or not such a reservation is explicitly stated

at the time of any such award. The Board has the right, at any time, to amend, suspend, discontinue or terminate the Plan; provided, however, that no such action by the Board shall adversely affect the Director's rights hereunder without the consent in writing of the Director or a beneficiary who has become entitled to this Award.

(b) Neither the Company nor any member of the Board or of the Committee shall have any liability of any kind to the Director for any action taken or not taken in good faith under the Plan; for any change, amendment, or cancellation of the Plan or this Award; or for the failure of this Award to realize intended tax consequences or to comply with any other law, compliance with which is not required on the part of the Company.

(c) The Director has reviewed the Plan, this Award Agreement, and the Screen in their entirety, has had an opportunity to obtain the advice of counsel prior to accepting this Award Agreement, and fully understands all provisions of the Plan, this Award Agreement, and the Screen.

**McCORMICK & COMPANY, INCORPORATED**  
**2013 OMNIBUS INCENTIVE PLAN**  
**TERMS OF NON-QUALIFIED STOCK OPTION AWARD AGREEMENT**

The following terms and conditions in this agreement (together with the Stock Option Covenants Addendum attached hereto, this “**Award Agreement**”) apply to non-qualified stock options granted under the 2013 Omnibus Incentive Plan by McCORMICK & COMPANY, INCORPORATED, a Maryland corporation, with its principal offices in Baltimore County, Maryland (hereinafter called the “**Company**”).

**RECITALS**

WHEREAS, the Board of Directors of the Company (the “**Board**”) believes that the interests of the Company and its stockholders will be advanced and the Company’s overall managerial strength will be enhanced by encouraging its officers and other key employees to become owners of common stock of the Company (“**Stock**”); and

WHEREAS, the Board approved and adopted the Company’s 2013 Omnibus Incentive Plan (the “**Plan**”) on November 27, 2012, effective December 1, 2012, subject to the approval of the Company’s stockholders; and

WHEREAS, the Company’s stockholders approved the Plan on April 3, 2013; and

WHEREAS, one of the purposes of the Plan is to provide an inducement to certain officers and other key employees of the Company and its affiliates to acquire shares of Stock; and

WHEREAS, the Board has authorized and approved the grant of an option to the employee or officer, as applicable (the “**Optionholder**”), pursuant to the Plan, this Award Agreement and the terms described on the Screen (defined below); and

WHEREAS, this Award (defined below) and any options previously granted to the Optionholder (whether exercised or unexercised, and whether vested or unvested) are conditioned on and subject to the terms of this Award Agreement and the Plan.

NOW THEREFORE, in consideration of the foregoing and of the covenants and agreements set forth below, the terms of this Award and this Award Agreement consist of the following:

**1. Grant of Options.** Details of the Optionholder’s non-qualified stock option, including the grant date, number of shares, award price, and vesting schedule, are described on the screen captioned “Grants & Awards” in the Computershare website (the “**Screen**”). On the grant date specified on the Screen, the Company granted a non-qualified stock option to the Optionholder to purchase the number of shares of the Company’s Stock identified as “**Options Granted**” at the price per share specified under “**Award Price**” (this “**Award**” or this “**option**”). In order to exercise this option, the Optionholder may (i) make a cash payment, (ii) surrender shares of Stock owned by the Optionholder and having a market value equal to the Award Price and related taxes for the number of shares to be purchased pursuant to the exercise of all or part of this option, or (iii) authorize the Company to withhold a sufficient number of shares of Stock underlying this option, based on the market value of such shares on the date of exercise, to pay the Award Price and related taxes and to issue the remaining number of such shares to the Optionholder (net withholding exercise). The option granted hereunder shall be exercisable, except as otherwise provided herein, in accordance with the vesting schedule provided on the Screen until this option expires on the date provided on the Screen (the “**Expiration Date**”).

**2. Restrictions on Transfer of Options.**

(a) Except as hereinafter provided, this option is not transferable by the Optionholder and is exercisable during the Optionholder’s lifetime only by the Optionholder. This option may be transferred by the Optionholder pursuant to a will or as otherwise permitted by the laws of descent and distribution. In addition, the Optionholder may transfer all or any part of this option, “not for value” (as such phrase is defined in the Plan), to any Family Member (as such term is defined in the Plan).

(b) Except as otherwise herein provided, the option herein granted and the rights and privileges conferred hereby shall not be transferred, assigned, pledged, or hypothecated in any way (whether by operation of law or otherwise) and shall not be subject to execution, attachment, or similar process. Upon any attempt to transfer, assign, pledge, hypothecate, or otherwise dispose of said option or of any right or privilege conferred hereby contrary to the provisions hereof or upon the levy of any attachment or similar process upon the rights and privileges conferred hereby, this option and the rights and privileges conferred hereby shall immediately become null and void.

**3. Vesting of Options.**

(a) Subject to the provisions of Sections 3(b) and 3(c) below, all rights to exercise this option shall terminate thirty (30) days after the Optionholder ceases to be an employee of the Company or of a subsidiary or affiliate of the Company.

(b) If the Optionholder ceases to be an employee of the Company or of a subsidiary or an affiliate of the Company on account of total and permanent disability, death, or retirement, any unvested portion of this option shall immediately become vested and the Optionholder (or in the event of the Optionholder's death, the Optionholder's personal representative) may exercise this option, in full or in part, until the earlier of the Expiration Date or the fifth anniversary of the date the Optionholder ceases to be an employee of the Company or of a subsidiary or an affiliate of the Company, regardless of the restrictions that might otherwise apply with respect to the Options Granted.

(c) If the Optionholder has a Qualifying Termination (as such term is defined in the McCormick & Company, Incorporated Severance Plan for Executives (the "**Severance Plan**")), any outstanding Options Granted and outstanding options previously granted (collectively, the "**Outstanding Options**") that would have vested, in accordance with the applicable vesting schedule, during the 12-month (or 18-month if the Optionholder is the CEO) period following such Qualifying Termination, shall immediately vest and the Optionholder may exercise such options, in full or in part, until the earlier of the Expiration Date or the fifth anniversary of the date the Optionholder ceases to be an employee, regardless of the restrictions that might otherwise apply with respect to such options. If the Optionholder's Qualifying Termination subsequently becomes a Change in Control Termination (as such term is defined in the Severance Plan), the provisions of Section 4, below, shall be immediately applied to any Outstanding Options that were unvested after application of this subsection (c).

For purposes of this Award Agreement, the Optionholder shall be considered "totally and permanently disabled" if (i) the Optionholder is unable, as a result of demonstrable illness (including mental illness), injury or disease, to engage in any occupation or perform any work for remuneration or profit for which the Optionholder is reasonably qualified and (ii) the illness, injury or disease is expected to be permanent.

For purposes of this Award Agreement, "retirement" means termination of employment at or after age 55.

(d) In no event may this option or the Outstanding Options be exercised after the Expiration Date.

(e) An exercise of this option with respect to a part of the shares of Stock to which it relates shall not preclude a subsequent exercise as to any remaining part on or before the Expiration Date.

**4. Change in Control.** Notwithstanding any provision of this Award Agreement to the contrary, if the Optionholder has a Change in Control Termination (as such term is defined in the Severance Plan), (a) any "in-the-money" Outstanding Options held by the Optionholder immediately before such Change in Control Termination (other than options granted after the Change in Control (as such term is defined in the Plan)) shall, to the extent outstanding at the time of the Change in Control Termination, immediately become 100% vested; and (b) any Outstanding Options held by the Optionholder immediately before such Change in Control Termination that are not in-the-money will be canceled immediately. Unless otherwise provided in the terms of a merger, sale, or other such agreement, as promptly as administratively possible after the closing, the surviving corporation shall pay to the Optionholder for each "in-the money" Outstanding Option the amount by which the per share merger price exceeds the per share exercise price of the option, subject to any applicable withholding taxes.

Pursuant to Article VII ("Change in Control; Acquisitions") of the Plan as amended March 25, 2015, this Award Agreement provides for the treatment of the Outstanding Options following a Change in Control. Consequently, the terms of Article VII.A. of the Plan that would vest the Outstanding Options in connection with a Change in Control shall not apply to the Outstanding Options, and, following a Change in Control, the Outstanding Options shall vest only as provided in Section 3 or 4 of this Award Agreement.

In addition, the Committee (as such term is defined in the Plan) may take any other action it deems appropriate to ensure the equitable treatment of participants in the event of, or in anticipation of a Change in Control, including but not limited to any one or more of the following: (i) provision for the settlement of this option in exchange for its equivalent cash value, as determined by the Committee, as of the date of the Change in Control; or (ii) such other modification or adjustment to this option as the Committee deems appropriate to maintain and protect the rights and interests of the Optionholder upon or following the Change in Control; provided that the Committee shall not take any action that would cause this option to be subject to Section 409A of the Internal Revenue Code of 1986, as amended. The Committee also may accord any Optionholder a right to refuse any acceleration of exercisability, vesting or benefits, in such circumstances as the Committee may approve.

For purposes of this Award Agreement, “in-the-money” means that the per share fair market value of a share of the Company’s common stock (either voting or non-voting, as applicable) immediately before the Change in Control Termination exceeds the exercise price per share of the applicable option.

**5. Issuance of Common Stock.** The Company shall not be required to issue or deliver any certificate or certificates for shares of its capital stock purchased upon the exercise of the option herein granted unless and until the offering and sale of the shares represented thereby may legally be made under the Securities Act of 1933, as amended, and the applicable rules and regulations of the U.S. Securities and Exchange Commission.

**6. Dividend, Voting and Other Rights.** The Optionholder shall not have any of the rights or privileges of a stockholder of the Company in respect of any of the shares issuable upon the exercise of the option herein granted unless and until such shares have been issued and delivered.

**7. Investment Purpose.** The Company may require the Optionholder to agree that any shares of capital stock purchased upon the exercise of this option shall be acquired for investment and not for distribution and that each notice of the exercise of any portion of this option shall be accompanied by a written representation that the shares of capital stock are being acquired in good faith for investment and not for distribution.

**8. Forfeiture of Outstanding Options and Gain on Any Option.** The Optionholder shall be required to forfeit to the Company (a) any unexercised Outstanding Options (whether or not vested) and (b) any gain realized on account of this option and all exercised options previously granted to the Optionholder (including any shares of Stock received from the exercise of any such option) in the event the Optionholder takes any action in violation or breach of, or in conflict with this Award Agreement (including the Stock Option Covenants Addendum attached hereto), any employment agreement, non-competition agreement, any agreement prohibiting solicitation of employees or clients of the Company or any of its affiliates, or any confidentiality obligation with respect to the Company or any of its affiliates or otherwise in competition with the Company or any of its affiliates. The Company shall annul this Award if the Optionholder is an employee of the Company or any of its affiliates and is terminated for “cause,” as such term is defined in the Plan or otherwise as required under the Plan.

**9. Successor.** This Award shall be binding upon and inure to the benefit of any successor or successors of the Company.

**10. Compliance with Law.** The Company shall make reasonable efforts to comply with all applicable federal and state securities laws. Notwithstanding any other provision of this Award Agreement, the Company shall not be obligated to issue any shares of Stock pursuant to this Award Agreement if the issuance thereof would result in a violation of any law.

**11. Withholding.** The Company (and/or the Optionholder’s local employer) shall, in its discretion, have the right to deduct or withhold from payments of any kind otherwise due to the Optionholder, or require the Optionholder to remit to the Company (and to his or her local employer), an amount sufficient to satisfy taxes imposed under the laws of any country, state, province, city or other jurisdiction, including but not limited to income taxes, capital gain taxes, transfer taxes, and social security contributions that are required by law to be withheld with respect to the Plan, grant or exercise of stock options, payment of shares or cash under this Award Agreement, the sale of shares acquired hereunder, and/or payment of dividends on shares acquired hereunder, as applicable. A sufficient number of the shares resulting from the exercise of this option may be retained by the Company to satisfy any tax withholding obligation.

**12. No Right to Continued Employment.** Neither the Plan, this Award Agreement, the grant of stock options, payment of shares or cash under this Award Agreement, the sale of shares acquired hereunder, and/or payment of dividends on shares acquired hereunder, as applicable, gives the Optionholder any right to continue to be employed by the Company (or the Optionholder’s local employer), or limits, in any way, the right of the Company (or the Optionholder’s local employer) to change the Optionholder’s compensation or other benefits or to terminate the Optionholder’s employment at any time for any reason not specifically prohibited by law.

**13. Electronic Delivery.** The Company may, in its sole discretion, decide to deliver any documents related to current or future participation in the Plan by electronic means or request the Optionholder’s consent to participate in the Plan by electronic means. The Optionholder hereby consents to receive such documents by electronic delivery and agrees to participate in the Plan through an on-line or electronic system established and maintained by the Company or a third party designated by the Company.

**14. Governing Law and Venue.** All disputes arising under or growing out of this option or the provisions of this Award Agreement shall be governed by and construed in accordance with the laws of the State of Maryland, United States of America, as provided in the Plan, without regard to such state’s conflict of laws rules. If any dispute arises directly or indirectly from the relationship of the parties evidenced by this Award and this Award Agreement, the parties hereby submit to and consent to the exclusive jurisdiction of the State of Maryland and agree that such litigation shall be conducted only in the courts of Baltimore County, Maryland, and no other courts, where the grant of this option is made and/or to be performed.

**15. Severability.** The provisions of this Award Agreement are severable and if any one or more provisions are determined to be illegal or otherwise unenforceable, in whole or in part, the remaining provisions shall nevertheless be binding and

enforceable.

**16. Imposition of Other Requirements.** The Company reserves the right to impose other requirements on the Optionholder's participation in the Plan, on this option and on any shares of Stock acquired under the Plan, to the extent the Company determines it is necessary or advisable to comply with local law or facilitate the administration of the Plan, and to require the Optionholder to sign any additional agreements or undertakings that may be necessary to accomplish the foregoing.

**17. Relation to Plan.** This Award Agreement is subject to the terms and conditions of the Plan. In the event of any inconsistency or conflict between this Award Agreement and the Plan, the Plan shall govern. The Plan and this Award Agreement shall be administered by the Committee in accordance with the provisions of Article II of the Plan. Except as expressly provided in this Award Agreement, capitalized terms used herein shall have the meanings ascribed to them in the Plan or on the Screen.

**18. Acceptance of Award.** In consideration for this option granted herein and by accepting this Award Agreement, the Optionholder agrees and acknowledges that:

(a) All unexercised options previously granted to the Optionholder and all options granted under this Award Agreement are subject to the Stock Option Covenants Addendum attached hereto, the terms of which are fully incorporated herein.

(b) The grant of this option and any future options under the Plan is entirely voluntary, and at the complete discretion of the Company. Neither the grant of this option, nor any future grant of an option by the Company, shall be deemed to create any obligation to grant any other options, whether or not such a reservation is explicitly stated at the time of any such grant. The Board has the right, at any time, to amend, suspend, discontinue or terminate the Plan; provided, however, that no such action by the Board shall adversely affect the Optionholder's rights hereunder without the consent in writing of the Optionholder or a beneficiary who has become entitled to this option.

(c) The Plan shall not be deemed to constitute, and shall not be construed by the Optionholder to constitute part of the terms and conditions of employment. Neither the Company, the Optionholder's local employer, nor any member of the Board or of the Committee shall have any liability of any kind to the Optionholder for any action taken or not taken in good faith under the Plan; for any change, amendment, or cancellation of the Plan or this option; or for the failure of this option to realize intended tax consequences or to comply with any other law, compliance with which is not required on the part of the Company.

The Optionholder has reviewed the Plan, this Award Agreement, and the Screen in their entirety, has had an opportunity to obtain the advice of counsel prior to accepting this Award Agreement, and fully understands all provisions of the Plan, this Award Agreement, and the Screen.

(d) **\*\*ADDENDUM APPEARS ON THE FOLLOWING PAGE\*\***

### **Stock Option Covenants Addendum**

In consideration for the benefits made available under the Plan, the Optionholder agrees to the covenants set forth in this Stock Option Covenants Addendum (this "**Addendum**") (whether or not the Optionholder's options vest or the Optionholder exercises such vested options). The covenants in this Addendum do not supersede, restrict or otherwise limit the Optionholder's obligations under any other covenants applicable in connection with the Optionholder's employment with or service to the Company.

#### **1. Confidentiality.**

Any and all inventions and discoveries that the Optionholder makes while he or she is in the employ of the Company relating directly or indirectly to or useful in any activity or enterprise of the Company shall belong to the Company, whether discovered during or after regular working hours. The Optionholder will, upon request of the Company, make application for a patent on any such invention or discovery that he or she may make, and will, upon request of the Company, make and execute any and all assignments in writing which may be deemed by the Company as proper to assign and transfer to the Company all the right, title and interest of the Optionholder in and to any and all such patents or patent rights issued by the United States or any other country in which the Optionholder may have any interest during the term of his or her said employment. The Company will assume the expenses of preparing, applying for, and registering any such patents or assignments.

During the period of the Optionholder's employment with the Company, the Optionholder may have been exposed to confidential, proprietary information and trade secrets of the Company or its customers. The Optionholder understands that maintenance of the proprietary character of such information to the fullest extent possible is important to the Company. Accordingly for so long as any such confidential information and trade secrets may remain confidential, secret, or otherwise wholly or partially protected either during or after such employment, the Optionholder will not use or divulge such information except as specifically permitted by the Company.

## 2. Non-Competition and Non-Solicitation.

During the period of the Optionholder's employment with the Company, and the period continuing after the Optionholder's termination of employment (for any reason) for the Restrictive Period (as defined below) or, in the case of a Change in Control Termination (as such term is defined in the Severance Plan), the Restrictive CIC Period (not to exceed two (2) years), the Optionholder will not (a) seek or accept employment, directly or indirectly, with any entity that directly competes with the Company, including its subsidiaries and affiliates, in its and their core product categories, in any capacity involving the performance of services like or related to the services that the Optionholder performed for the Company at any time during the past seven (7) years or (b) solicit for the benefit of any competitor of the Company any entity or person who was or is a customer or employee of the Company as of the Optionholder's termination date.

For purposes of this Stock Option Covenants Addendum, "Restrictive Period" and "Restrictive CIC Period" are specified in the following table:

	Chief Executive Officer	All Others
<b>Restrictive Period</b>	<b>1-½ years</b>	<b>1 year</b>
<b>Restrictive CIC Period</b>	<b>2 years</b>	<b>2 years</b>

## 3. Nondisparagement.

The Optionholder will not communicate, make or cause to be made, any derogatory, defamatory or disparaging remarks, statements or communications about the Company or any related or affiliated entities and persons, including the personal and/or business reputations, practices, products, services or conduct of the Company, or any related or affiliated entities and persons; this includes in-person communications, electronic communications, and communication via social media websites. Likewise, no officer or director of the Company will communicate any derogatory, defamatory or disparaging remarks, statements or communications about the Optionholder.

## 4. Cooperation.

The Optionholder will answer any questions that may arise and make himself or herself reasonably available to assist the Company in its transition following the Optionholder's termination of employment and to cooperate with any other reasonable requests by the Company which may require his or her services after his or her termination of employment. For purposes of this Addendum, the transition period shall be for the one (1) year period following the Optionholder's termination of employment for any reason. The Optionholder will not seek or be entitled to any additional compensation for such assistance or cooperation.

## 5. Company Property.

The Optionholder will promptly return to the Company all property belonging to the Company (but in no event later than the Optionholder's termination date), including all keys, phones, computers, mobile phones, credit cards, computer and other passwords, equipment and supplies, as well as all documents prepared by or for the Company, and not otherwise made available to the general public.

## 6. Protected Whistleblower Activities.

Notwithstanding the foregoing, nothing in this Addendum, the Award Agreement, the Plan or any other agreement with the Company prohibits the Grantee from reporting or disclosing any actual, possible or potential violation of any federal, state or local law or regulation to any governmental agency or entity, or making other reports or disclosures that are protected under the whistleblower provisions of any federal, state or local law or regulation, in each such case without any prior authorization of, or prior, contemporaneous or subsequent notice to, the Company. Under the Defend Trade Secrets Act, 18 U.S.C. § 1833(b), the Grantee may be entitled to immunity for certain disclosures to his or her attorney or government officials.

**McCORMICK & COMPANY, INCORPORATED**  
**2013 OMNIBUS INCENTIVE PLAN**  
**TERMS OF NON-QUALIFIED STOCK OPTION AWARD AGREEMENT**

The following terms and conditions apply to non-qualified stock options granted under the 2013 Omnibus Incentive Plan by McCORMICK & COMPANY, INCORPORATED, a Maryland corporation, with its principal offices in Baltimore County, Maryland (hereinafter called the “**Company**”).

**RECITALS**

WHEREAS, the Board of Directors of the Company (the “**Board**”) believes that the interests of the Company and its stockholders will be advanced by encouraging its directors to become owners of common stock of the Company (“**Stock**”); and

WHEREAS, the Board approved and adopted the Company’s 2013 Omnibus Incentive Plan (the “**Plan**”) on November 27, 2012, effective December 1, 2012, subject to the approval of the Company’s stockholders; and

WHEREAS, the Company’s stockholders approved the Plan on April 3, 2013; and

WHEREAS, one of the purposes of the Plan is to provide an inducement to the members of the Board (each a “**Director**”) to acquire shares of Stock; and

WHEREAS, the Board has authorized and approved the grant of an option to each non-employee member of the Board pursuant to the Plan, this Award Agreement and the terms described on the Screen (defined below);

NOW THEREFORE, in consideration of the foregoing and of the covenants and agreements set forth below, the terms of this Award and this Award Agreement consist of the following:

1. **Grant of Options.** Details of the Director’s non-qualified stock option, including the grant date, number of shares, award price, and vesting schedule, are described on the screen captioned “Grants & Awards” in the Computershare website (the “**Screen**”). On the grant date specified on the Screen, the Company granted a non-qualified stock option to the Director to purchase the number of shares of the Company’s Stock identified as “**Options Granted**” at the price per share specified under “**Award Price**” (this “**Award**” or this “**option**”). In order to exercise this option, the Director may (i) make a cash payment, (ii) surrender shares of Stock owned by the Director and having a market value equal to the Award Price and related taxes for the number of shares to be purchased pursuant to the exercise of all or part of this option, or (iii) authorize the Company to withhold a sufficient number of shares of Stock underlying this option, based on the market value of such shares on the date of exercise, to pay the Award Price and related taxes and to issue the remaining number of such shares to the Director (“net withholding exercise”). The option granted hereunder shall be exercisable, except as otherwise provided herein, in accordance

with the vesting schedule provided on the Screen until this option expires on the date provided on the Screen (the “**Expiration Date**”).

## **2. Restrictions on Transfer of Options.**

(a) Except as hereinafter provided, this option is not transferable by the Director and is exercisable during the Director’s lifetime only by the Director. This option may be transferred by the Director pursuant to a will or as otherwise permitted by the laws of descent and distribution. In addition, a Director may transfer all or any part of this option, “not for value” (as such phrase is defined in the Plan), to any Family Member (as such term is defined in the Plan).

(b) Except as otherwise herein provided, the option herein granted and the rights and privileges conferred hereby shall not be transferred, assigned, pledged, or hypothecated in any way (whether by operation of law or otherwise) and shall not be subject to execution, attachment, or similar process. Upon any attempt to transfer, assign, pledge, hypothecate, or otherwise dispose of said option or of any right or privilege conferred hereby contrary to the provisions hereof or upon the levy of any attachment or similar process upon the rights and privileges conferred hereby, this option and the rights and privileges conferred hereby shall immediately become null and void.

## **3. Vesting of Options.**

(a) Subject to the provisions of Sections 3(b) and 3(c) below, all rights to exercise this option shall terminate thirty (30) days after the Director ceases to serve as a member of the Board.

(b) If the Director ceases to serve as a member of the Board on account of death or total and permanent disability, any unvested portion of this option shall immediately become vested and the Director (or in the event of the Director’s death, the Director’s personal representative) may exercise this option, in full or in part, until the earlier of the Expiration Date or the fifth anniversary of the date the Director ceases serving on the Board, regardless of the restrictions that might otherwise apply with respect to the Options Granted.

For purposes of this Award Agreement, the Director shall be considered “totally and permanently disabled” if (i) the Director is unable, as a result of demonstrable illness (including mental illness), injury or disease, to engage in any occupation or perform any work for remuneration or profit for which the Director is reasonably qualified and (ii) the illness, injury or disease is expected to be permanent.

(c) If the Director ceases to serve as a member of the Board on account of not being renominated to the Board after age 72, in accordance with the Corporate Governance Guidelines, the Director may exercise this option if the shares have become vested as of the Director’s

last day of Board service under the Vesting Schedule described in Section 1 until the earlier of the Expiration Date or the fifth anniversary of the date of retirement, regardless of the restrictions that might otherwise apply with respect to the Options Granted.

(d) In no event may this option, or any outstanding Options Granted and outstanding options previously granted (collectively, the **“Outstanding Options”**), be exercised after the Expiration Date.

(e) An exercise of this option with respect to a part of the shares of Stock to which it relates shall not preclude a subsequent exercise as to any remaining part on or before the Expiration Date.

**4. Change in Control.** Notwithstanding any provision of this Award Agreement to the contrary, in the event of a Change in Control of the Company (as such term is defined in the Plan), if this option is “in the money,” all conditions and restrictions on the exercise of this option, (other than the restriction set forth in Sections 3(b) and 3(c) hereof), including the limitations contained in Section 1 hereof, shall be waived and this option shall be immediately exercisable on or before the Expiration Date for all of the Options Granted. In addition, the Committee (as such term is defined in the Plan) may take any other action it deems appropriate to ensure the equitable treatment of participants in the event of, or in anticipation of a Change in Control, including but not limited to any one or more of the following: (i) provision for the settlement of this option in exchange for its equivalent cash value, as determined by the Committee, as of the date of the Change in Control; or (ii) such other modification or adjustment to this option as the Committee deems appropriate to maintain and protect the rights and interests of the Director upon or following the Change in Control; provided that the Committee shall not take any action that would cause this option to be subject to Section 409A of the Internal Revenue Code of 1986, as amended (the **“Code”**). The Committee also may accord any Director a right to refuse any acceleration of exercisability, vesting or benefits, in such circumstances as the Committee may approve.

For purposes of this Award Agreement, “in-the-money” means that the per share fair market value of a share of the Company’s common stock (either voting or non-voting, as applicable) immediately before the Change in Control Termination exceeds the exercise price per share of the applicable option.

**5. Issuance of Common Stock.** The Company shall not be required to issue or deliver any certificate or certificates for shares of its capital stock purchased upon the exercise of the option herein granted unless and until the offering and sale of the shares represented thereby may legally be made under the Securities Act of 1933, as amended, and the applicable rules and regulations of the U.S. Securities and Exchange Commission.

**6. Dividend, Voting and Other Rights.** The Director shall not have any of the rights or privileges of a stockholder of the Company in respect of any of the shares issuable upon the exercise of the option herein granted unless and until such shares have been issued and delivered.

**7. Investment Purpose.** The Company may require the Director to agree that any shares of capital stock purchased upon the exercise of this option shall be acquired for investment

and not for distribution and that each notice of the exercise of any portion of this option shall be accompanied by a written representation that the shares of capital stock are being acquired in good faith for investment and not for distribution.

**8. Successor.** This Award shall be binding upon and inure to the benefit of any successor or successors of the Company.

**9. Compliance with Law.** The Company shall make reasonable efforts to comply with all applicable federal and state securities laws. Notwithstanding any other provision of this Award Agreement, the Company shall not be obligated to issue any shares of Stock pursuant to this Award Agreement if the issuance thereof would result in a violation of any law.

**10. Withholding.** The Company shall, in its discretion, have the right to deduct or withhold from payments of any kind otherwise due to the Director, or require the Director to remit to the Company, an amount sufficient to satisfy taxes imposed under the laws of any country, state, province, city or other jurisdiction, including but not limited to income taxes, capital gain taxes, transfer taxes, and social security contributions that are required by law to be withheld with respect to the Plan, grant or exercise of stock options, payment of shares or cash under this Award Agreement, the sale of shares acquired hereunder, and/or payment of dividends on shares acquired hereunder, as applicable. A sufficient number of the shares resulting from the exercise of this option may be retained by the Company to satisfy any tax withholding obligation.

**11. No Right to Continue as Director.** Neither the Plan, this Award Agreement, the grant of stock options, payment of shares or cash under this Award Agreement, the sale of shares acquired hereunder, and/or payment of dividends on shares acquired hereunder, as applicable, gives the Director any right to continue to be a director of the Company or limits, in any way, the right of the Company to change the Director's compensation at any time for any reason not specifically prohibited by law.

**12. Electronic Delivery.** The Company may, in its sole discretion, decide to deliver any documents related to current or future participation in the Plan by electronic means or request the Director's consent to participate in the Plan by electronic means. The Director hereby consents to receive such documents by electronic delivery and agrees to participate in the Plan through an on-line or electronic system established and maintained by the Company or a third party designated by the Company.

**13. Governing Law and Venue.** All disputes arising under or growing out of this option or the provisions of this Award Agreement shall be governed by and construed in accordance with the laws of the State of Maryland, United States of America, as provided in the Plan, without regard to such state's conflict of laws rules. If any dispute arises directly or indirectly from the relationship of the parties evidenced by this Award and this Award Agreement, the parties hereby submit to and consent to the exclusive jurisdiction of the State of Maryland and agree that such litigation shall be conducted only in the courts of Baltimore County, Maryland, and no other courts, where the grant of this option is made and/or to be performed.

**14. Severability.** The provisions of this Award Agreement are severable and if any one or more provisions are determined to be illegal or otherwise unenforceable, in whole or in part, the remaining provisions shall nevertheless be binding and enforceable.

**15. Imposition of Other Requirements.** The Company reserves the right to impose other requirements on the Director's participation in the Plan, on this option and on any shares of Stock acquired under the Plan, to the extent the Company determines it is necessary or advisable to comply with local law or facilitate the administration of the Plan, and to require the Director to sign any additional agreements or undertakings that may be necessary to accomplish the foregoing.

**16. Relation to Plan.** This Award Agreement is subject to the terms and conditions of the Plan. In the event of any inconsistency or conflict between this Award Agreement and the Plan, the Plan shall govern. The Plan and this Award Agreement shall be administered by the Committee in accordance with the provisions of Article II of the Plan. Except as expressly provided in this Award Agreement, capitalized terms used herein shall have the meanings ascribed to them in the Plan or on the Screen.

**17. Acceptance of Award.** The Director shall be deemed to have accepted this Award unless the Director provides written notice to the Company, within thirty (30) business days following the Grant Date, stating that the Director does not wish to accept the Award. Notices should be directed to Investor Services at [investor\\_services@mccormick.com](mailto:investor_services@mccormick.com), or to McCormick & Company, Inc. Attn: Investor Services, 24 Schilling Road, Suite 1, Hunt Valley, Maryland 21031. By accepting this Award Agreement, the Director agrees to be bound by the terms and conditions set forth herein and acknowledges and agrees that:

(a) The grant of this option and any future options under the Plan is entirely voluntary, and at the complete discretion of the Company. Neither the grant of this option, nor any future grant of an option by the Company, shall be deemed to create any obligation to grant any other options, whether or not such a reservation is explicitly stated at the time of any such grant. The Board has the right, at any time, to amend, suspend, discontinue or terminate the Plan; provided, however, that no such action by the Board shall adversely affect the Director's rights hereunder without the consent in writing of the Director or a beneficiary who has become entitled to this option.

(b) Neither the Company nor any member of the Board or of the Committee shall have any liability of any kind to the Director for any action taken or not taken in good faith under the Plan; for any change, amendment, or cancellation of the Plan or this option; or for the failure of this option to realize intended tax consequences or to comply with any other law, compliance with which is not required on the part of the Company.

(c) The Director has reviewed the Plan, this Award Agreement, and the Screen in their entirety, has had an opportunity to obtain the advice of counsel prior to accepting this Award Agreement, and fully understands all provisions of the Plan, this Award Agreement, and the Screen.

**EXHIBIT 21**  
**Subsidiaries of McCormick**

The following is a listing of Subsidiaries of McCormick including the name under which they do business and their jurisdictions of incorporation. Certain subsidiaries are not listed since, considered in the aggregate as a single subsidiary, they would not constitute a significant subsidiary as of November 30, 2019.

Company Name	Jurisdiction of Incorporation
Billy Bee Honey Products Company	Canada
Botanical Food Company Pty. Ltd.	Australia
Botanical Food Company, Inc.	Delaware, U.S.
Brand Aromatics, Inc	New Jersey, U.S.
Drogheria E Alimentari SPA	Italy
Enrico Giotti SPA	Italy
The French's Food Company LLC	Delaware, U.S.
The French's Food Company, Inc.	Canada
Kohinoor Speciality Foods India Private Limited	India
La Cie McCormick Canada Co.	Canada
McCormick (Guangzhou) Food Company Limited	People's Republic of China
McCormick (U.K.) Ltd.	Scotland
McCormick Cyprus Limited	Cyprus
McCormick de Centro America, S.A. de C.V.	El Salvador
McCormick Europe, Ltd.	United Kingdom
McCormick Foods Australia Pty. Ltd.	Australia
McCormick France Holdings S.A.S.	France
McCormick France, S.A.S.	France
McCormick Global Ingredients Limited	Cayman
McCormick Holding Company Inc.	Delaware, U.S.
McCormick Ingredients Southeast Asia Private Limited	Republic of Singapore
McCormick International Holdings Unlimited.	United Kingdom
McCormick Italy Holdings S.R.L.	Italy
McCormick Pesa, S.A. de C.V.	Mexico
McCormick Polska S.A.	Poland
McCormick South Africa Pty Limited	South Africa
McCormick Switzerland GmbH	Switzerland
McCormick (Wuhan) Food Company Limited	People's Republic of China
Mojave Foods Corporation	Maryland, U.S.
Shanghai McCormick Foods Company Limited	People's Republic of China
Simply Asia Foods LLC.	Delaware, U.S.
One World Foods, Inc.	Delaware, U.S.
Zatarain's Brands, Inc.	Delaware, U.S.

**EXHIBIT 23**

**Consent of Independent Registered Public Accounting Firm**

We consent to the incorporation by reference in the following Registration Statements of McCormick & Company, Incorporated and in the related Prospectuses (if applicable):

Form	Registration Number	Date Filed
S-8	333-230556	3/28/19
S-8	333-220665	9/27/17
S-3ASR	333-220664	9/27/17
S-8	333-187703	4/3/13
S-8	333-186250	1/28/13
S-8	333-158573	4/14/09
S-8	333-155775	11/28/08
S-8	333-150043	4/2/08
S-8	333-142020	4/11/07
S-8	333-123808	4/4/05
S-8	333-114094	3/31/04
S-8	333-104084	3/28/03
S-8	333-93231	12/21/99
S-8	333-74963	3/24/99
S-8	333-23727	3/21/97
S-3	33-66614	7/27/93
S-3	33-40920	5/29/91
S-8	33-33724	3/2/90
S-3	33-32712	12/21/89
S-3	33-24660	3/16/89
S-3	33-24659	9/15/88
S-8	33-24658	9/15/88

of our reports dated January 28, 2020, with respect to the consolidated financial statements and schedule of McCormick & Company, Incorporated and the effectiveness of internal control over financial reporting of McCormick & Company, Incorporated, included in this Annual Report (Form 10-K) of McCormick & Company, Incorporated for the year ended November 30, 2019.

/s/ Ernst & Young LLP

Baltimore, Maryland  
January 28, 2020

**EXHIBIT 31.1**

**CERTIFICATION PURSUANT TO RULE 13a-14(a)/15d-14(a)**

I, Lawrence E. Kurzius, certify that:

1. I have reviewed this report on Form 10-K of McCormick & Company, Incorporated (the “registrant”);
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant’s other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - (c) Evaluated the effectiveness of the registrant’s disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - (d) Disclosed in this report any change in the registrant’s internal control over financial reporting that occurred during the registrant’s most recent fiscal quarter (the registrant’s fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant’s internal control over financial reporting; and
5. The registrant’s other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant’s auditors and the audit committee of the registrant’s board of directors (or persons performing the equivalent functions):
  - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant’s ability to record, process, summarize and report financial information; and
  - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant’s internal control over financial reporting.

Date: January 28, 2020

/s/ Lawrence E. Kurzius

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Lawrence E. Kurzius

Chairman, President & Chief Executive Officer

**EXHIBIT 31.2**

**CERTIFICATION PURSUANT TO RULE 13a-14(a)/15d-14(a)**

I, Michael R. Smith, certify that:

1. I have reviewed this report on Form 10-K of McCormick & Company, Incorporated (the “registrant”);
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant’s other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - (c) Evaluated the effectiveness of the registrant’s disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - (d) Disclosed in this report any change in the registrant’s internal control over financial reporting that occurred during the registrant’s most recent fiscal quarter (the registrant’s fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant’s internal control over financial reporting; and
5. The registrant’s other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant’s auditors and the audit committee of the registrant’s board of directors (or persons performing the equivalent functions):
  - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant’s ability to record, process, summarize and report financial information; and
  - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant’s internal control over financial reporting.

Date: January 28, 2020

/s/ Michael R. Smith

Michael R. Smith

Executive Vice President & Chief Financial Officer

**EXHIBIT 32.1**  
**CERTIFICATION PURSUANT TO**  
**18 U.S.C. SECTION 1350,**  
**AS ADOPTED PURSUANT TO**  
**SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Annual Report of McCormick & Company, Incorporated (the "Company") on Form 10-K for the period ending November 30, 2019, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Lawrence E. Kurzius, President & Chief Executive Officer of the Company, certify, pursuant to 18 U.S.C. section 1350, as adopted pursuant to section 906 of the Sarbanes-Oxley Act of 2002, that:

- (1) The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ Lawrence E. Kurzius

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Lawrence E. Kurzius

Chairman, President & Chief Executive Officer

Date: January 28, 2020

**EXHIBIT 32.2**  
**CERTIFICATION PURSUANT TO**  
**18 U.S.C. SECTION 1350,**  
**AS ADOPTED PURSUANT TO**  
**SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Annual Report of McCormick & Company, Incorporated (the "Company") on Form 10-K for the period ending November 30, 2019, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Michael R. Smith, Executive Vice President & Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. section 1350, as adopted pursuant to section 906 of the Sarbanes-Oxley Act of 2002, that:

- (1) The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ Michael R. Smith

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Michael R. Smith

Executive Vice President & Chief Financial Officer

Date: January 28, 2020