



BUILDING THE
McCORMICK
OF THE FUTURE

2nd Quarter 2019 Financial Results and Outlook

June 27, 2019

FORWARD-LOOKING INFORMATION

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

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

Actual results could differ materially from those projected in the forward-looking statements. The company undertakes no obligation to update or revise publicly any forward-looking statements, whether as a result of new information, future events or otherwise, except as may be required by law.





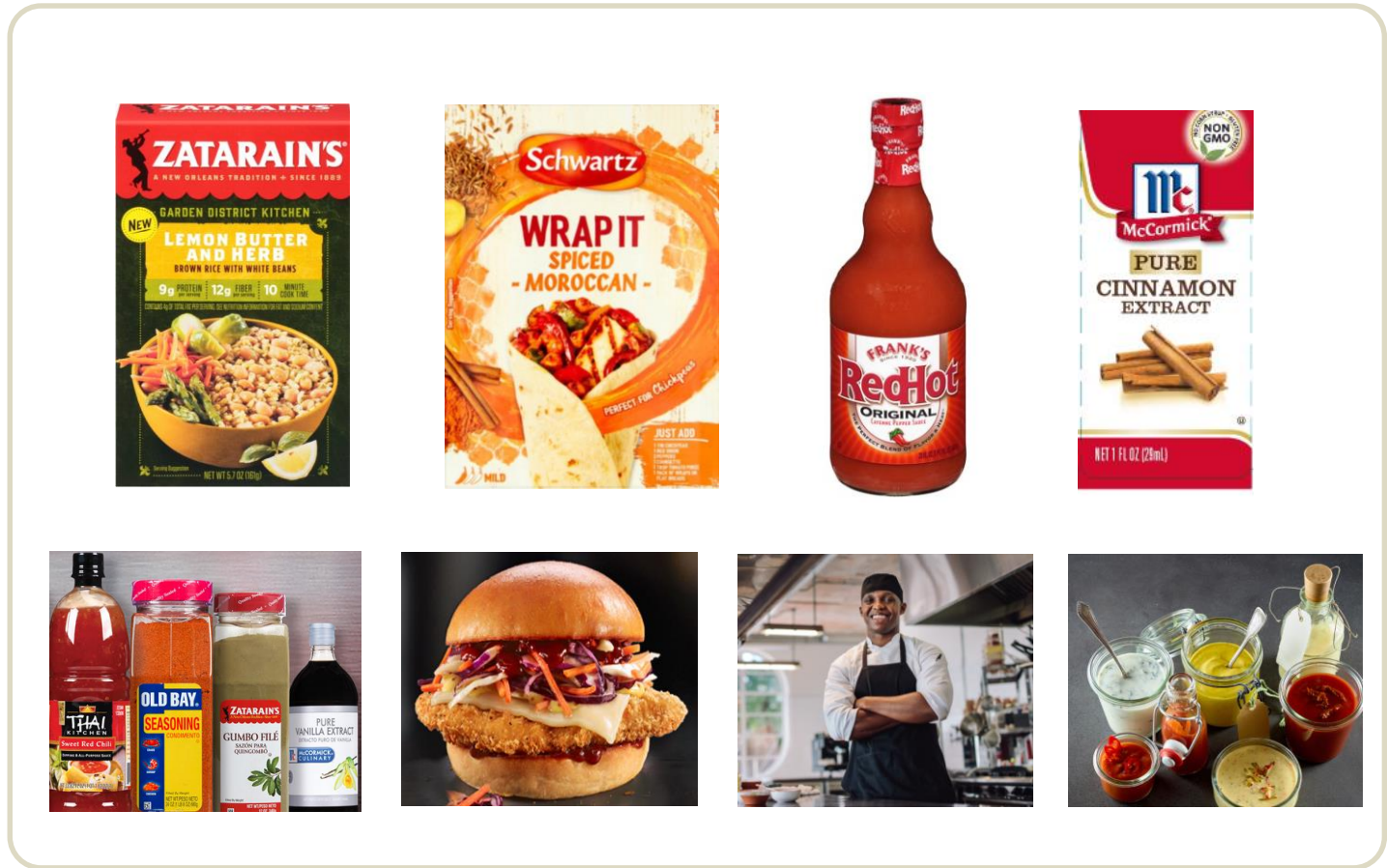
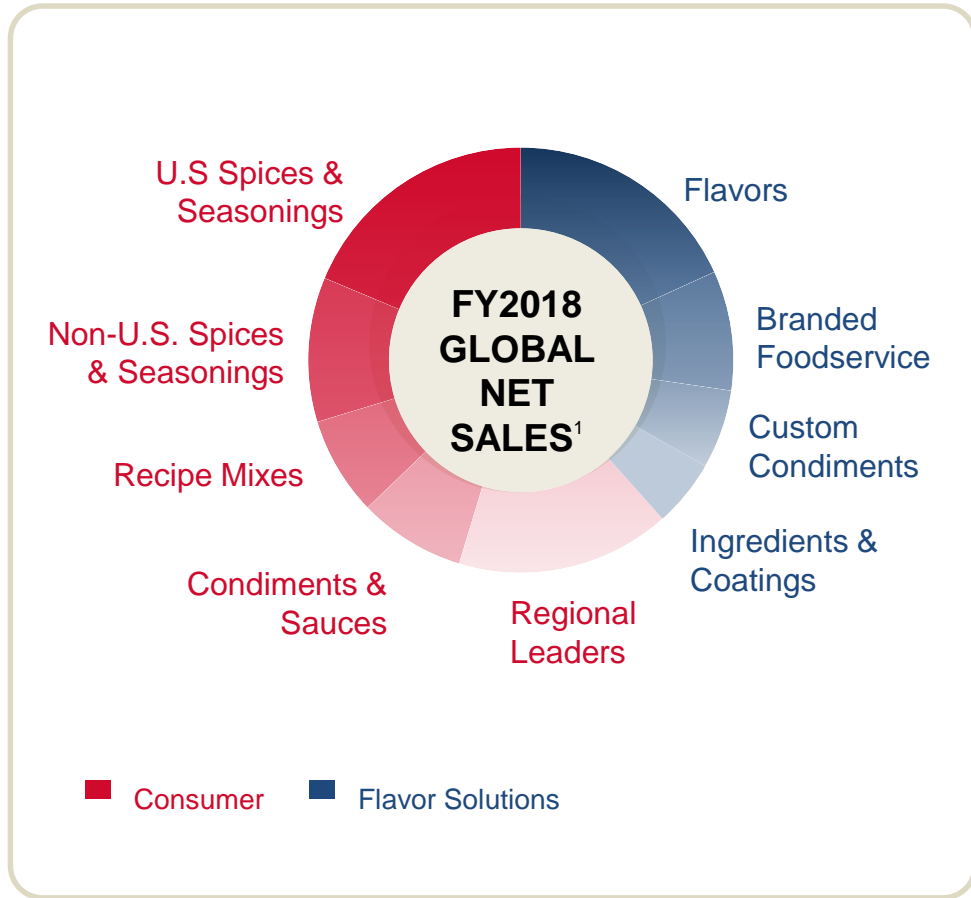
LAWRENCE KURZIUS



SECOND QUARTER 2019 HIGHLIGHTS ACROSS OUR BROAD PORTFOLIO

BROAD AND ADVANTAGED GLOBAL FLAVOR PORTFOLIO

SECOND QUARTER DRIVERS



SECOND QUARTER 2019 FINANCIAL RESULTS

GREW NET SALES 3%*

- Both segments grew sales in each region
- Growth driven by volume, product mix and pricing
- Entirely organic driven by base business and new products

GREW ADJUSTED OPERATING INCOME 8%*

- Higher sales and Comprehensive Continuous Improvement (CCI) led cost savings
- Adjusted operating margin expansion 80 bps

ADJUSTED EARNINGS PER SHARE GREW 14% TO \$1.16



* In constant currency

CONSUMER SEGMENT UPDATE

AMERICAS

- Solid growth across all channels
- Strong category management and effective merchandising
- Expanded distribution and new products
- Growth tempered by delayed start of grilling season



EMEA

- Strong promotional programs, expanded distribution & new products
- Broad based growth across most of the region



APZ

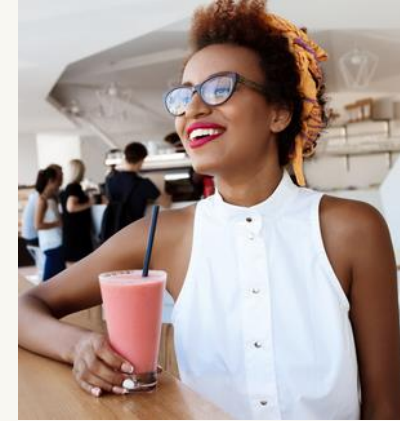
- Further momentum built on Frank's & French's
- Growth impacted by China macroeconomic pressures



FLAVOR SOLUTIONS SEGMENT UPDATE

AMERICAS

- Strong sales growth to quick service restaurants
- Continued momentum of flavors driven by snack seasonings
- Expanded distribution in branded foodservice



EMEA

- Broad based growth across the portfolio
- Quick service restaurants growth from promotional activity
- Packaged food companies' new product growth



BUILDING A SCALABLE PLATFORM FOR GROWTH

ERP Modernization



**Global Rollout
2019 to 2021**

Modernize and **HARMONIZE**
global data and standards

Real-time **ACTIONABLE** insights

Achieve operational
EXCELLENCE

RAPID acquisition
integration

FY2019 – FY2021 ERP INVESTMENTS¹

- Total project cost \$150 - \$200 million
 - Capital investment \$90 - \$120 million
 - Operating expense \$60 - \$80 million



BUSINESS MOMENTUM REINFORCING 2H CONFIDENCE



- Strong Americas fall and holiday season with significant increase in brand marketing
- Robust brand marketing investments supporting 1H new products
- New product launches in 2H
- New distribution across both segments
- Continued momentum and wins with flavor solutions customers
- 2018 2H headwinds expected to be 2019 tailwinds

SOLID FOUNDATION AND STRONG 2019 SECOND QUARTER RESULTS



- Aligned with the emerging consumer demands and preferences
- Agile, relevant and focused in a dynamic environment
- Second quarter results contributed to a great first half of 2019
- Strong fundamentals and momentum to continue growth trajectory
- Strategies are building long-term value
- Confident and well positioned for delivering updated 2019 outlook



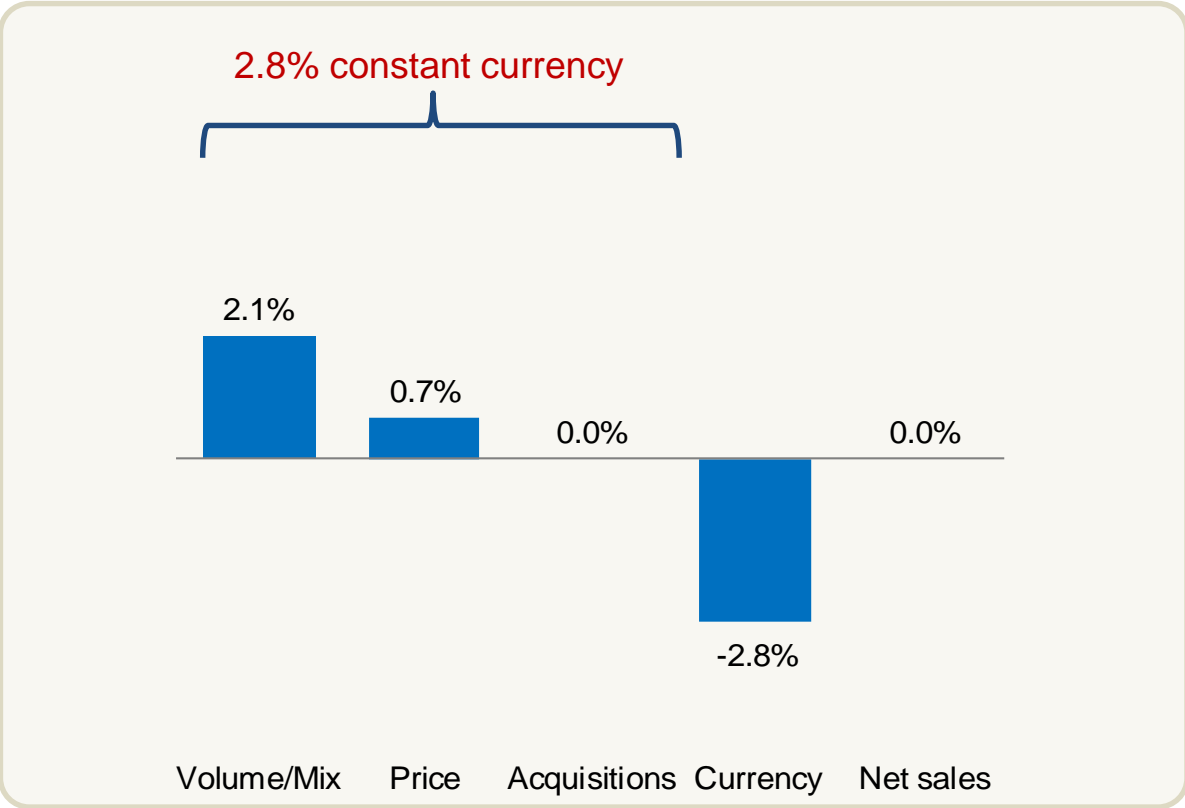
MIKE SMITH

**Executive Vice President and
Chief Financial Officer**

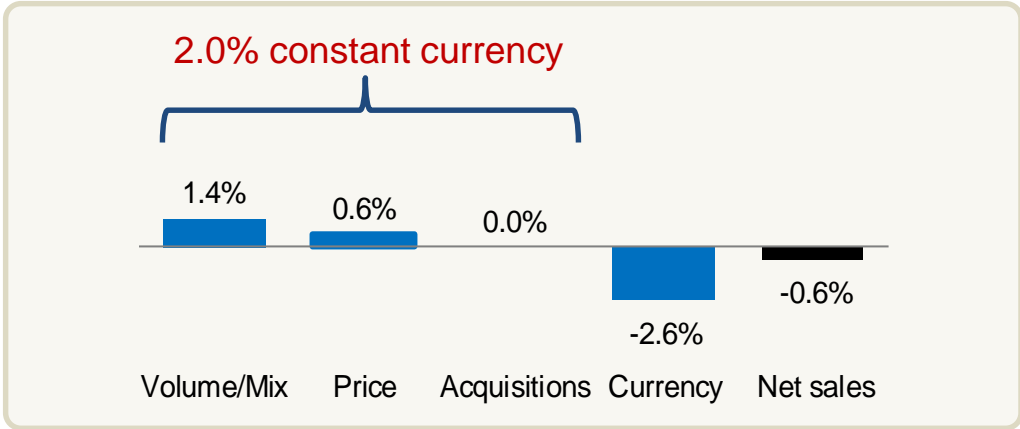


2Q 2019 SALES RESULTS

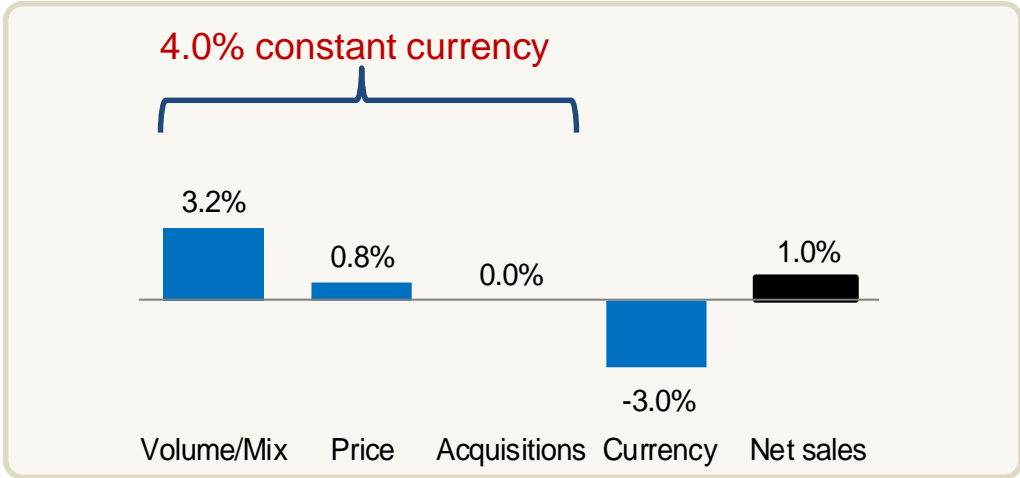
TOTAL COMPANY



CONSUMER

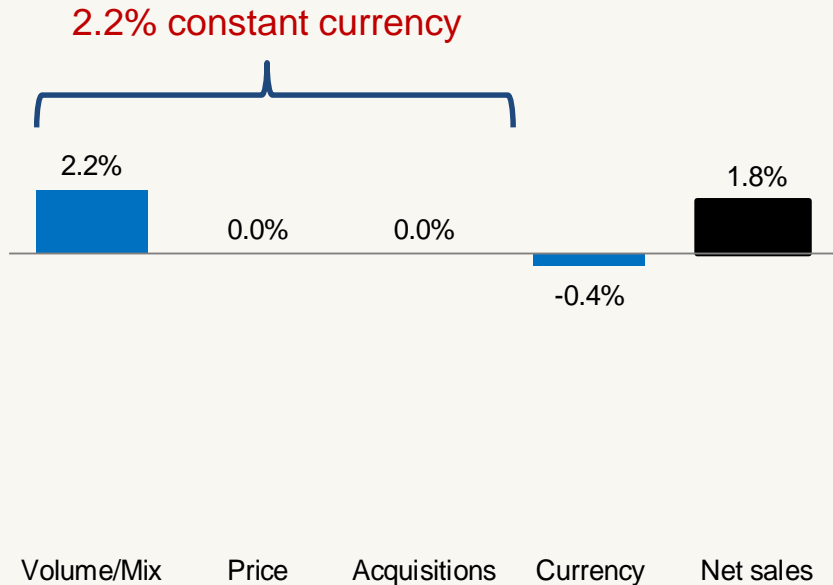


FLAVOR SOLUTIONS



2Q 2019 SALES RESULTS: CONSUMER SEGMENT

AMERICAS

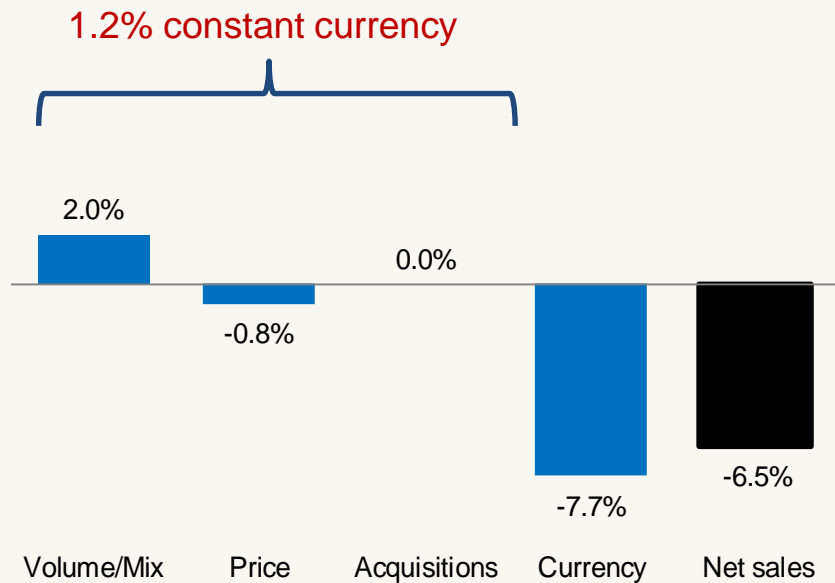


- Volume and mix driven by:
 - Zatarain’s products
 - Frank’s RedHot sauces
 - Branded extracts
 - Branded Hispanic products
- Tempered by delayed grilling start



2Q 2019 SALES RESULTS: CONSUMER SEGMENT

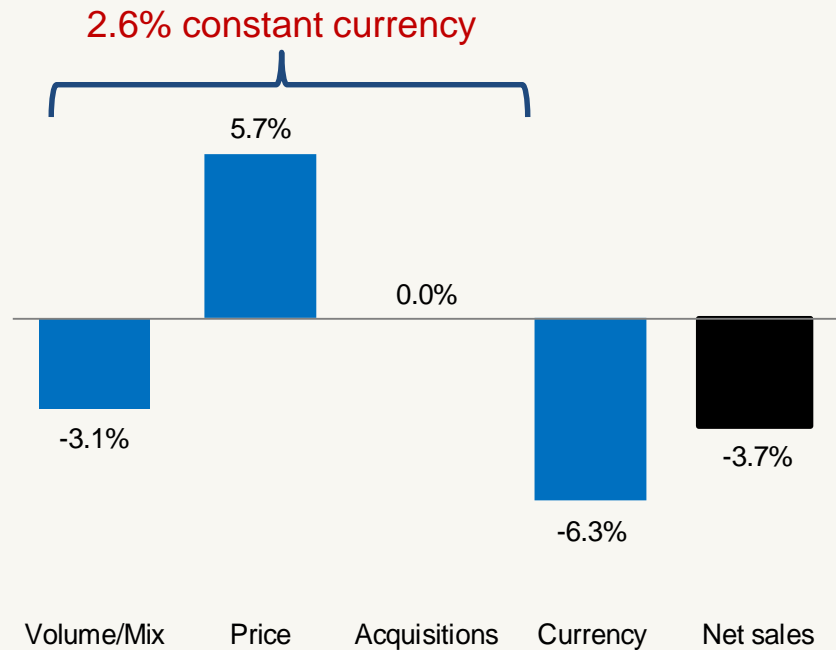
EMEA



- Volume and mix driven by:
 - New products
 - Distribution gains
 - Promotional activities
 - Partially offset by private label decline
- Pricing includes trade promotional activities

2Q 2019 SALES RESULTS: CONSUMER SEGMENT

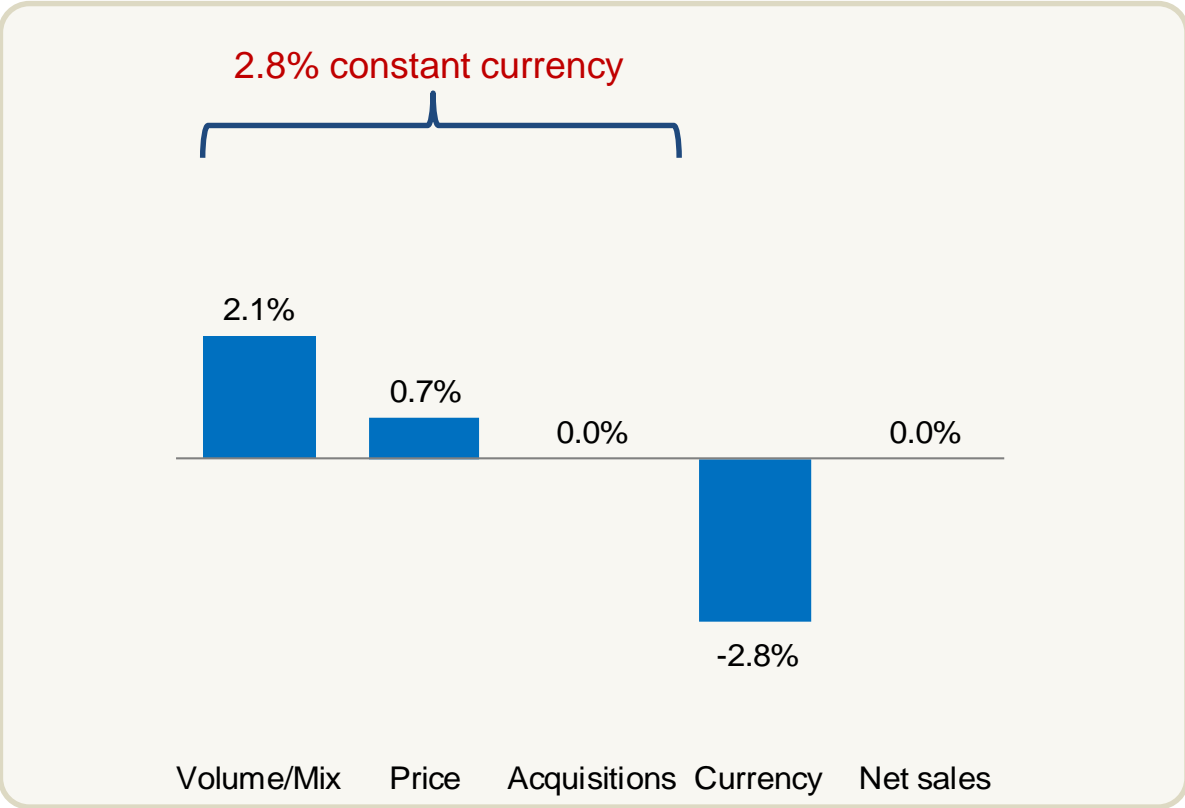
ASIA / PACIFIC



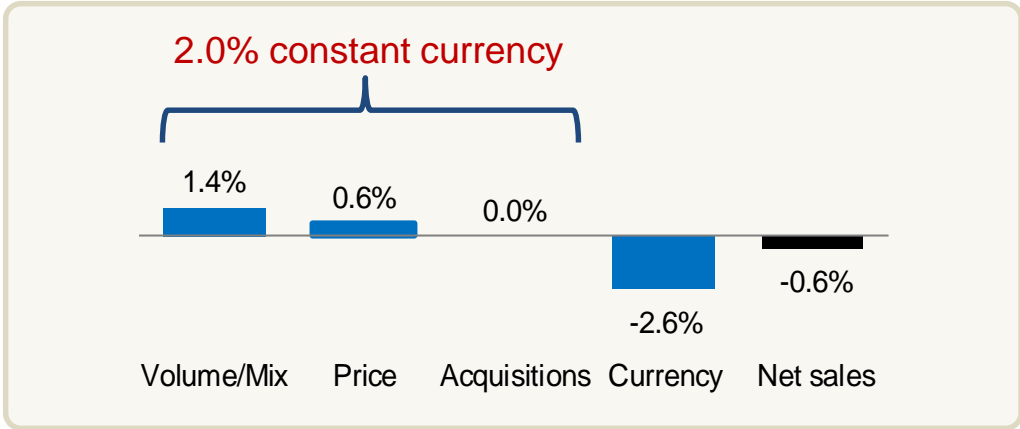
- Growth in India and Australia driven by:
 - Marketing programs
 - Expanded distribution
- Pricing actions in China partially offset by related volume impact and macroeconomic pressures

2Q 2019 SALES RESULTS

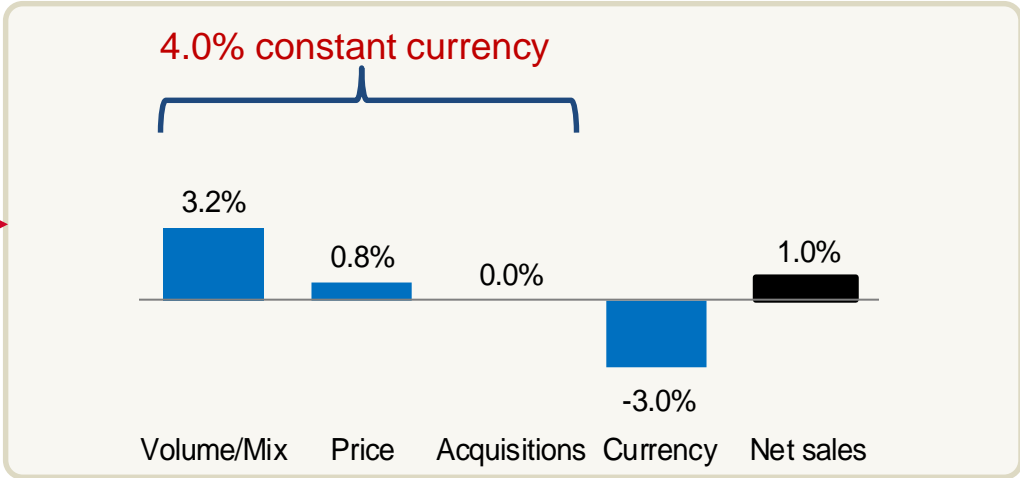
TOTAL COMPANY



CONSUMER

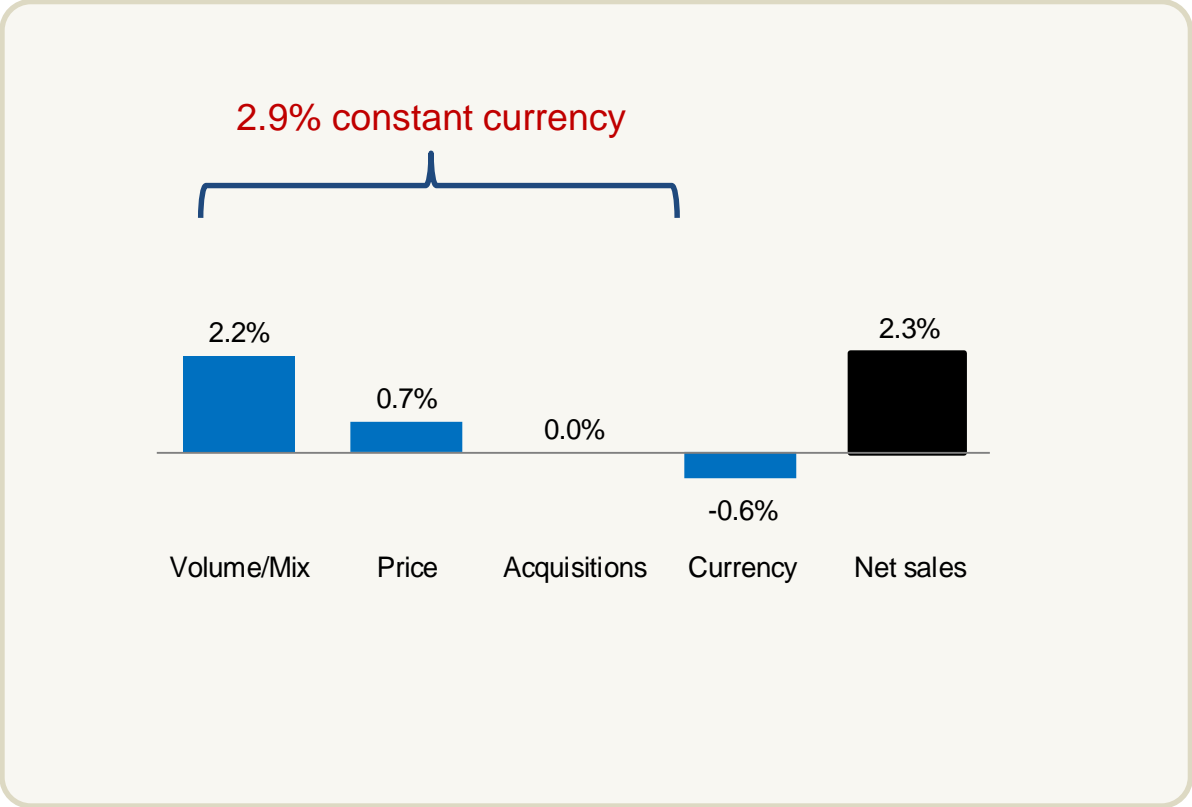


FLAVOR SOLUTIONS



2Q 2019 SALES RESULTS: FLAVOR SOLUTIONS SEGMENT

AMERICAS

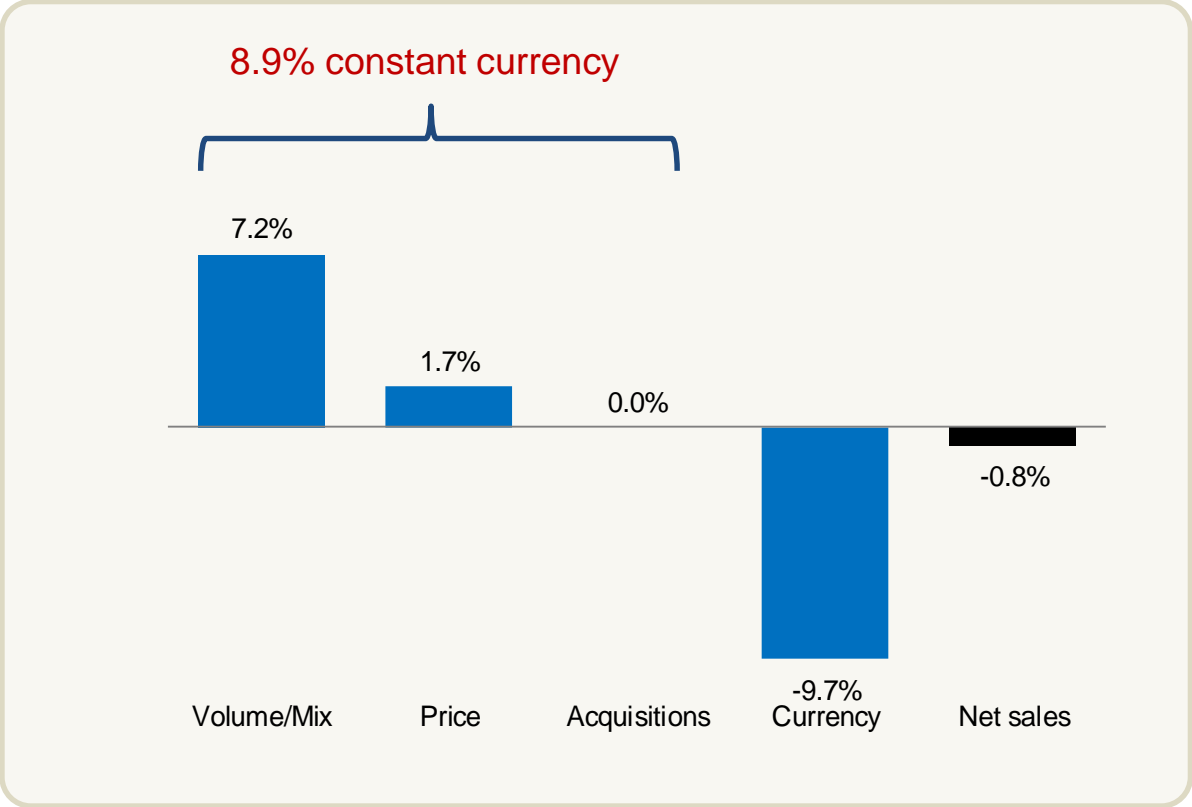


- Broad based growth across the portfolio, with a decline in bulk ingredients
- New products, expanded distribution and customers' promotional activities



2Q 2019 SALES RESULTS: FLAVOR SOLUTIONS SEGMENT

EMEA

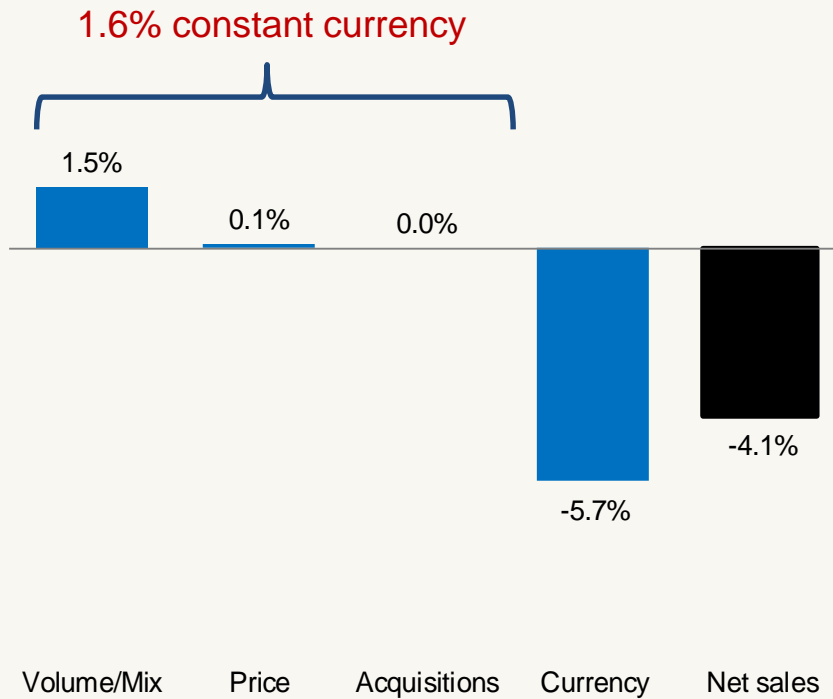


- Growth in both packaged food companies and quick service restaurants
- New products and base business volume growth spanning all categories



2Q 2019 SALES RESULTS: FLAVOR SOLUTIONS SEGMENT

ASIA / PACIFIC



- Growth in quick service restaurants partially driven by customers' promotional activities

OPERATING INCOME

<i>(in millions)</i>	2Q 2019	2Q 2018	Fav/(Unfav) Change
Operating income	\$208.1	\$188.6	10%
Adjusted operating income	\$215.2	\$204.8	5%
Consumer	137.8	129.1	7%
Flavor Solutions	77.4	75.7	2%

- 8% constant currency adjusted operating income growth for total company with 9% growth for the consumer segment and 5% growth for the flavor solutions segment
 - Increase in both segments was driven by higher sales and CCI-led cost savings
 - Brand marketing of \$48 million, across both segments, was \$7 million lower than 2Q 2018
 - Flavor solutions negatively impacted by unfavorable transactional impact of foreign currency rates and product mix
- Special charges were \$7 million in 2Q 2019 versus \$8 million in 2Q 2018
- Transaction and integration expenses were \$8 million in 2Q 2018



OPERATING MARGIN

<i>(in millions)</i>	2Q 2019	2Q 2018	Fav/(Unfav) Change
Gross margin	39.1%	38.8%	30 bps
Selling, general & administrative expenses as percent of net sales	22.6%	23.1%	50 bps
Operating margin	16.0%	14.5%	150 bps
Adjusted operating margin	16.5%	15.7%	80 bps

- SG&A decreased 50 basis points primarily due to lower brand marketing investments
- SG&A leverage from CCI-led cost savings and a one-time FY19 global benefit plan alignment offset by business transformation expenses, driven by ERP replacement
- Adjusted operating margin increased 80 basis points



INCOME TAXES

<i>(in millions)</i>	2Q 2019	2Q 2018
Income tax rate	18.7%	22.2%
Adjusted income tax rate	18.9%	22.2%

- Adjusted income tax rate decreased by 330 bps vs the year-ago period
 - Driven by favorable impact of discrete items, principally due to stock option exercises
- 2019 adjusted effective income tax rate expected to be approximately 21%



INCOME FROM UNCONSOLIDATED OPERATIONS

<i>(in millions)</i>	2Q 2019	2Q 2018	Fav/(Unfav) Change
Income from unconsolidated operations	\$9.5	\$7.4	28%

- Income from unconsolidated operations increase led by our McCormick de Mexico joint venture
- Expect high single digit increase in income from unconsolidated operations for fiscal 2019



EARNINGS PER SHARE

	2Q 2019	2Q 2018	Fav/(Unfav) Change
Earnings per share	\$1.12	\$0.93	20%
Adjusted earnings per share	1.16	1.02	14%

Change in adjusted earnings per share

Increase in adjusted operating income	\$0.06
Increase in unconsolidated income	0.02
Decrease in adjusted tax rate	0.05
Other impacts, net	<u>0.01</u>
Total increase	<u>\$0.14</u>



BALANCE SHEET AND CASH FLOW

- YTD cash flow provided from operations of \$314 million vs \$235 million in 2018
- Cash conversion cycle improved 6 days from 2018 year end
- \$88 million year to date repayment on term loans
- 3.9x debt to adjusted EBITDA ratio
- Returned \$151 million of cash to shareholders through dividends
- Capital expenditures of \$54 million through second quarter
- Another year of strong cash flow driven by profit and working capital initiatives expected

Cash Priorities



- ✓ Drive growth
- ✓ Return to shareholders
- ✓ Pay down debt

2019 FINANCIAL OUTLOOK

	Reported Currency	Constant Currency
Sales growth	1% to 3%	3% to 5%
Adjusted operating income increase *	6% to 8%	8% to 10%
CCI-led cost savings	Approximately \$110M	
Cost inflation	Low single digit increase	
Gross profit margin	25 to 75 bps increase	
Brand marketing	Comparable to 2018	
Income from unconsolidated operations *	High single digit increase	
Adjusted tax rate *	Approximately 21%	
Adjusted earnings per share *	\$5.20 - \$5.30	
Adjusted earnings per share growth *	5% to 7%	7% to 9%
Shares outstanding	Approximately 134M	

* Indicates change from guidance provided on March earnings call



KEY TAKEAWAYS

- Strong start to 2019 and delivering against plans
- Outlook reflects strong performance
- Confident 2019 will be another successful year
- Differentiated results while investing for the future





BUILDING THE
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OF THE FUTURE

**2nd Quarter 2019 Financial
Results and 2019 Outlook**

June 27, 2019

NON-GAAP FINANCIAL MEASURES

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

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

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

Income taxes associated with the enactment of the U.S. Tax Act in December 2017 consists of a net income tax benefit of \$297.9 million recognized during the six months ended May 31, 2018, which includes the estimated impact of the tax benefit from revaluation of net U.S. deferred tax liabilities based on the new lower corporate income tax rate and the tax expense associated with the one-time transition tax on previously unremitted earnings of non-U.S. subsidiaries.

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

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

NON-GAAP FINANCIAL MEASURES

(in millions except per share data)

	Three Months Ended	
	5/31/2019	5/31/2018
Operating income	\$ 208.1	\$ 188.6
Impact of transaction and integration expenses	—	7.8
Impact of special charges	7.1	8.4
Adjusted operating income	\$ 215.2	\$ 204.8
% increase versus year-ago period	5.1%	
Adjusted operating income margin (1)	16.5%	15.7%
Income tax expense (benefit)	\$ 32.1	\$ 33.1
Non-recurring benefit, net, of the U.S. Tax Act	—	—
Impact of transaction and integration expenses	—	1.7
Impact of special charges	1.7	1.9
Adjusted income tax expense	\$ 33.8	\$ 36.7
Adjusted income tax rate (3)	18.9%	22.2%
Net income	\$ 149.4	\$ 123.3
Impact of transaction and integration expenses	—	6.1
Impact of special charges	5.4	6.5
Non-recurring benefit, net, of the U.S. Tax Act	—	—
Adjusted net income	\$ 154.8	\$ 135.9
% increase versus year-ago period	13.9%	
Earnings per share - diluted	\$ 1.12	\$ 0.93
Impact of transaction and integration expenses	—	0.04
Impact of special charges	0.04	0.05
Non-recurring benefit, net, of the U.S. Tax Act	—	—
Adjusted earnings per share - diluted	\$ 1.16	\$ 1.02
% increase versus year-ago period	13.7%	

- Adjusted operating income margin is calculated as adjusted operating income as a percentage of net sales for each period presented.
- Adjusted income tax rate is calculated as adjusted income tax expense as a percentage of income from consolidated operations before income taxes excluding special charges and for the 2018 periods, transaction and integration expenses, or \$179.0 million and \$341.2 million for the three and six months ended May 31, 2019 and 2018, respectively, and \$165.2 million and \$319.5 million for the three and six months ended May 31, 2018, respectively.

NON-GAAP FINANCIAL MEASURES

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

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

	Three Months Ended May 31, 2019		
	Percentage Change as Reported	Impact of Foreign Currency Exchange	Percentage Change on Constant Currency Basis
Net sales			
Consumer segment			
Americas	1.8%	(0.4)%	2.2%
EMEA	(6.5)%	(7.7)%	1.2%
Asia/Pacific	(3.7)%	(6.3)%	2.6%
Total consumer segment	(0.6)%	(2.6)%	2.0%
Flavor solutions segment			
Americas	2.3%	(0.6)%	2.9%
EMEA	(0.8)%	(9.7)%	8.9%
Asia/Pacific	(4.1)%	(5.7)%	1.6%
Total flavor solutions segment	1.0%	(3.0)%	4.0%
Total net sales	—%	(2.8)%	2.8%
Adjusted operating income			
Consumer segment	6.7%	(2.1)%	8.8%
Flavor solutions segment	2.2%	(3.2)%	5.4%
Total adjusted operating income	5.1%	(2.5)%	7.6%

NON-GAAP FINANCIAL MEASURES

To present the percentage change in projected 2019 sales, adjusted operating income and adjusted earnings per share on a constant currency basis, projected sales and adjusted operating income for entities reporting in currencies other than the U.S. dollar are translated into U.S. dollars at the company's budgeted exchange rate for 2019 and are compared to the 2018 results, translated into U.S. dollars using the same 2019 budgeted exchange rate, rather than at the average actual exchange rates in effect during fiscal year 2018. This calculation is performed to arrive at adjusted net income divided by historical shares outstanding for fiscal year 2018 or projected shares outstanding for fiscal year 2019, as appropriate.

The following provides a reconciliation of our estimated earnings per share to adjusted earnings per share for 2019 and actual results for 2018:

(in millions except per share data)	Twelve Months Ended	
	<u>2019 Projection</u>	<u>11/30/18</u>
Earnings per share - diluted	\$5.09 to \$5.19	\$ 7.00
Impact of special charges and transaction and integration expenses	0.11	0.23
Non-recurring benefit, net, of the U.S. Tax Act	—	(2.26)
Adjusted earnings per share - diluted	<u>\$5.20 to \$5.30</u>	<u>\$ 4.97</u>

