

HERSHEY

Annual Meeting of Stockholders

Tuesday, May 17, 2022



Michele Buck

**Chairman of the Board, President
and Chief Executive Officer**



today's agenda

Welcome

Items of Business

Business Review

Question & Answer

Voting Results

Items of Business

Election of Directors

Ratification of Appointment of Independent Auditors

Advise on Named Executive Officer Compensation

Stockholder Proposal

Voting

Election of Directors

Pamela Arway

James Brown

Victor Crawford

Robert Dutkowsky

Mary Kay Haben

James Katzman

Diane Koken

Robert Malcolm

Anthony Palmer

Juan Perez

Wendy Schoppert

Michele Buck

The Board
recommends a vote
FOR each of the
director nominees



Ratification of Appointment of Independent Auditors

The Board recommends a
vote **FOR** ratification of the
appointment of
ERNST & YOUNG LLP
as independent auditors
for the fiscal year ending
December 31, 2022.

Advise on Named Executive Officer Compensation

The Board recommends a vote **FOR** approval, on a non-binding advisory basis, of the Company's named executive officer compensation.

Items of Business

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American Baptist Home Mission Societies

David Moore

Director of Investments,

**American Baptist Home Mission
Societies**

HERSHEY 





Stockholder Proposal

HERSHEY 

The Board
recommends a vote
AGAINST
the stockholder
proposal

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Forward-Looking Statements

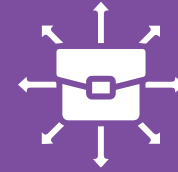
This presentation contains “forward-looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995. Many of these forward-looking statements can be identified by the use of words such as “anticipate,” “assume,” “believe,” “continue,” “estimate,” “expect,” “forecast,” “future,” “intend,” “plan,” “potential,” “predict,” “project,” “strategy,” “target” and similar terms, and future or conditional tense verbs like “could,” “may,” “might,” “should,” “will” and “would,” among others. These statements are made based upon current expectations that are subject to risks and uncertainties. Because actual results may differ materially from those contained in the forward-looking statements, you should not place undue reliance on the forward-looking statements when deciding whether to buy, sell or hold the company’s securities. Factors that could cause results to differ materially include, but are not limited to: risks related to the impact of the COVID-19 global pandemic on our business, suppliers, distributors, consumers, customers, and employees; the scope and duration of the pandemic; government actions and restrictive measures implemented in response to the pandemic, including the distribution of vaccinations and continuation of social distancing guidelines and stay at home orders; disruptions or inefficiencies in our supply chain due to the loss or disruption of essential manufacturing or supply elements or other factors; issues or concerns related to the quality and safety of our products, ingredients or packaging, human and workplace rights, and other environmental, social or governance matters; risks associated with climate change and other environmental impacts; changes in raw material and other costs, along with the availability of adequate supplies of raw materials; the company’s ability to successfully execute business continuity plans to address the COVID-19 pandemic and resulting changes in consumer preferences and the broader economic and operating environment; selling price increases, including volume declines associated with pricing elasticity; market demand for our new and existing products; increased marketplace competition; failure to successfully execute and integrate acquisitions, divestitures and joint ventures; changes in governmental laws and regulations, including taxes; political, economic, and/or financial market conditions, including impacts on our business arising from the conflict between Russia and Ukraine; risks and uncertainties related to our international operations; disruptions, failures or security breaches of our information technology infrastructure; our ability to hire, engage and retain a talented global workforce; our ability to realize expected cost savings and operating efficiencies associated with strategic initiatives or restructuring programs; complications with the design or implementation of our new enterprise resource planning system; and such other matters as discussed in our Annual Report on Form 10-K for the year ended December 31, 2021. All information in this presentation is as of May 17, 2022. The company undertakes no duty to update any forward-looking statement to conform the statement to actual results or changes in the company’s expectations.

Execution + Transformation

2017



Reignite confection growth



Accelerate diversification



Transform the operating model



2021

+4.1%

4-Year Retail Sales CAGR
Category Share +100bps

5

brands acquired
~\$1B retail sales,
with growth of ~30% in 2021



International profit +~\$120M vs '17
Faster decision-making
Enhanced talent development
Expanded ESG commitments

Winning Formula

A GROWING
PORTFOLIO OF
**BELOVED
BRANDS**

**UNMATCHED
CAPABILITIES**
CONNECTING US
TO CONSUMERS

**A DYNAMIC
WORKFORCE**
LEADING US
FORWARD

**THE LONG-
TERM VIEW**
GUIDING OUR
GROWTH

Making more *moments* of goodness 🍫



A GROWING PORTFOLIO OF
BELOVED
BRANDS

Growing into a Snacking Powerhouse





UNMATCHED CAPABILITIES

CONNECTING US TO CONSUMERS

Advancing Capabilities to Drive Differentiated Performance

Supply Chain



Customers



Consumers



Analytics & Digital Infrastructure

Integrated Dynamic Planning

Agile, Efficient Supply Chain

Incremental Capacity

Category Insights & Strategies

Macro Space Planning

Omni-Channel Activation

Consumer Intelligence

Agile Media Targeting

Strategic Revenue Growth Management

Agile and Reliable Supply Chain



- Resilient, growing team
- Disciplined investments in capacity
- Enhanced automation and technology



**Record
Production**
in 2021



+7

Manufacturing lines
in 3 years



+2

Distribution & fulfillment
centers in 2 years



**A DYNAMIC
WORKFORCE**
LEADING US FORWARD

Investing in People



Improving total rewards package



Enhancing training and development



Creating greater flexibility



Continuous listening



Taking Action to Increase Diversity and Inclusion

Hershey



Enhancing hiring and development programs

Stakeholders



New goals for diverse suppliers

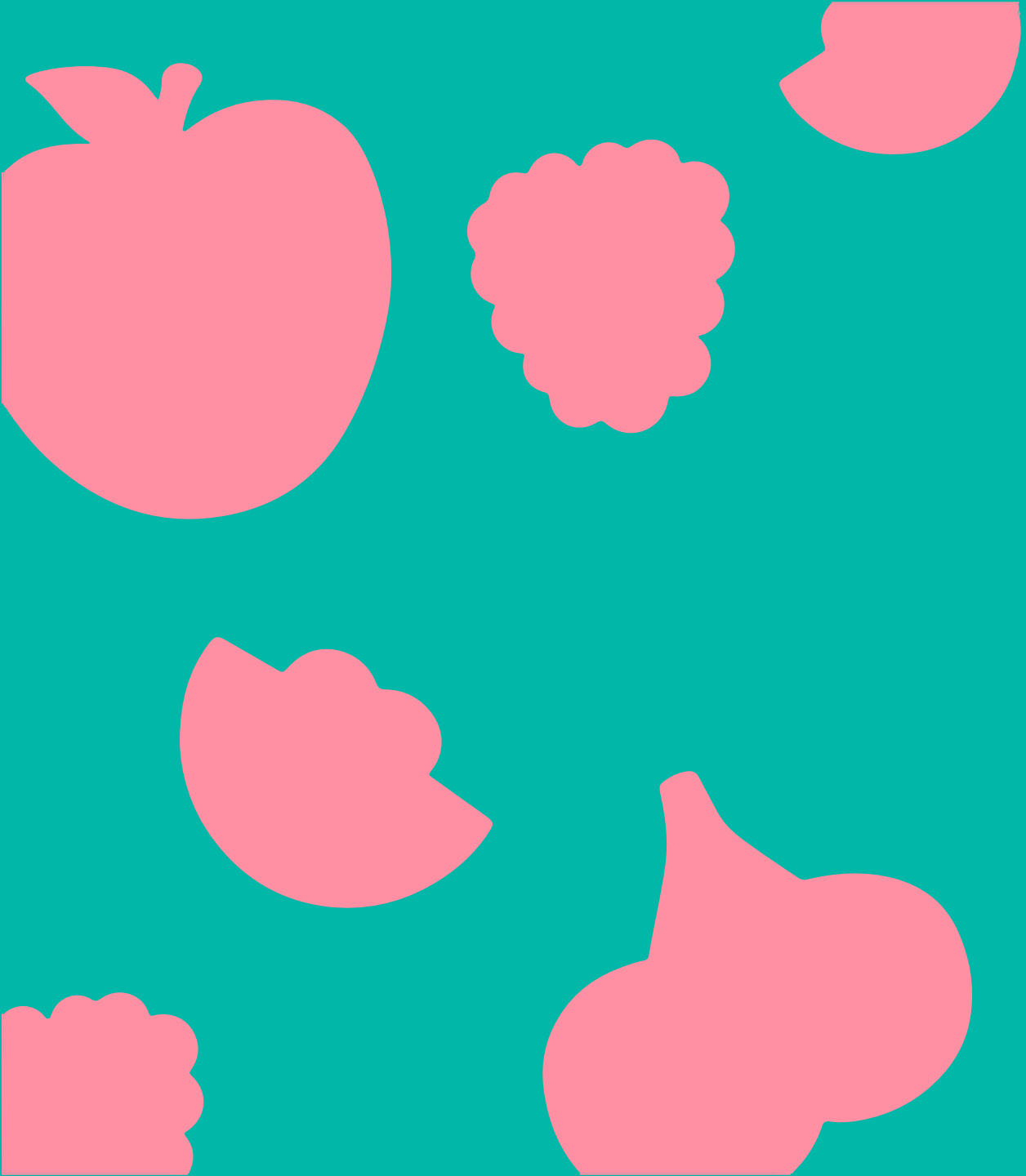
Increasing partnership and community support

Transparency



Strengthening commitments and disclosures





THE LONG-TERM VIEW

GUIDING OUR GROWTH

Differentiated Relationships

Across The Value Chain

Farmers



Suppliers



Employees



Retailers



Advancing our Environmental, Social and Governance Priorities



Cocoa



Responsible Sourcing and Human Rights



Environment



People



Youth



Community



Scaling our cocoa programs to achieve our commitments



Strengthening our environmental agenda



Further embedding ESG into our business strategy and operations

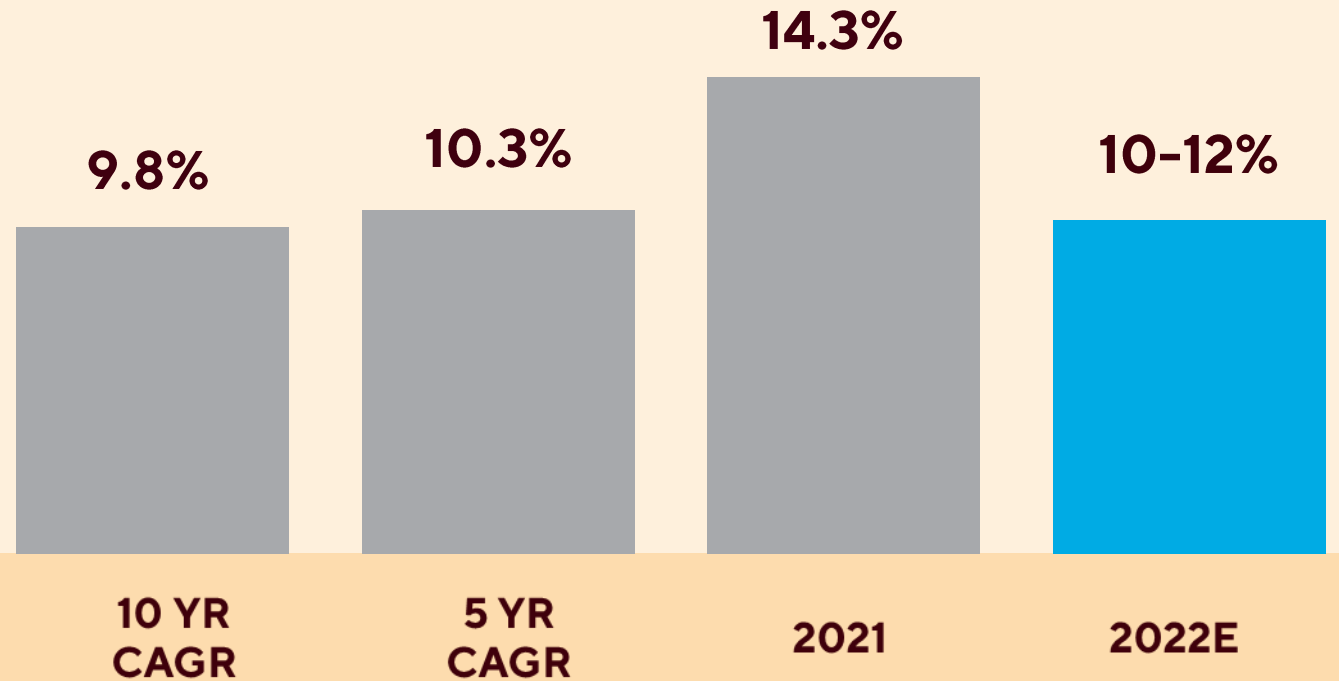
The background features a vibrant blue gradient with several abstract, organic shapes in shades of purple and magenta scattered across the left side. The text is positioned on the right side of the image.

Peer-Leading Financial Returns

Consistent, on-Algorithm Earnings Growth

Hershey Adjusted EPS Growth

Long-Term Target
+6-8%
**ADJUSTED
EARNINGS
PER SHARE**



Strong start to 2022

16.1%

NET SALES GROWTH

35.3%

REPORTED EPS - DILUTED

31.8%

ADJUSTED EPS - DILUTED

Raised

Sales and Earnings Guidance for 2022



All percentage comparisons presented above for Q1 2022 are with respect to Q1 2021
Source: Hershey Financials; See Appendix for a Reconciliation of GAAP to Adjusted EPS

Healthy Cash Flow Enables Strong Investment and Shareholder Returns

3-YR Operating Cash Flow

\$5.5B



~60%
Business
Investment

- \$1.3B capital expenditures
- \$2.0B on acquisitions

~40%
Cash Returned
to Shareholders

- \$2.4B cash returned to shareholders
- 93% 3-Year Cumulative Total Shareholder Return

Investing in the Business for Long-term Growth

Boost Consumer and Retailer Support



Industry leading advertising levels

Proprietary retail sales force

Build a Resilient Supply Chain



Increased manufacturing capacity

Enhanced automation and technology

Scale High Growth, High Margin Acquisitions



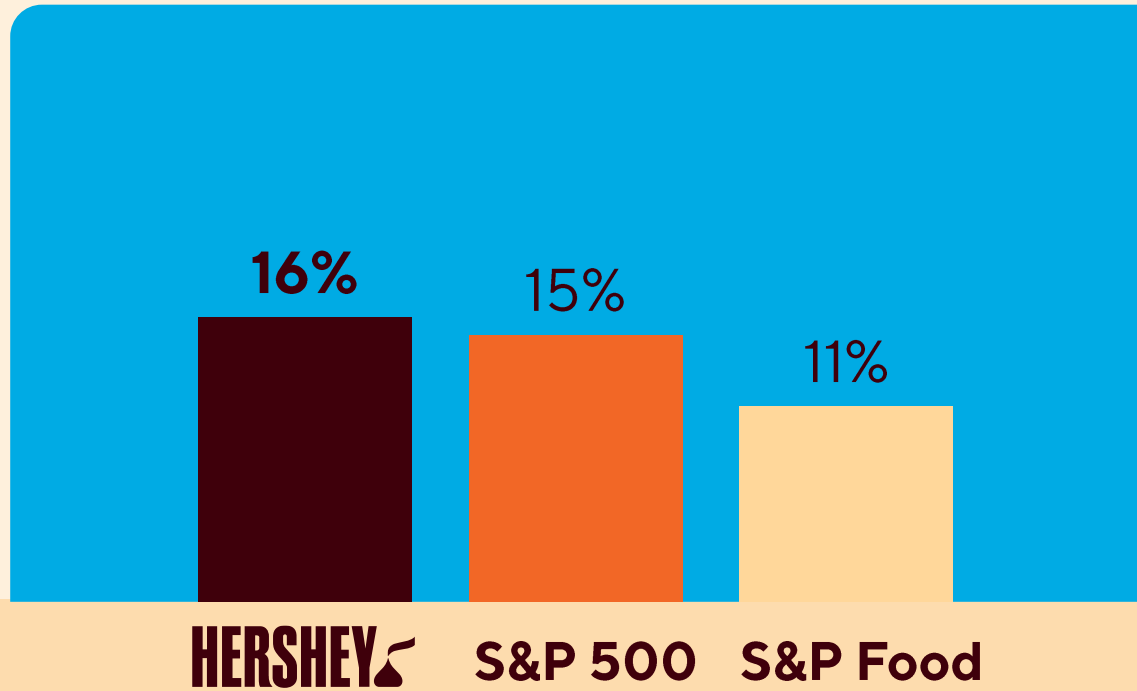
Incremental occasions focused on permissibility

Acquired snacking manufacturing capabilities

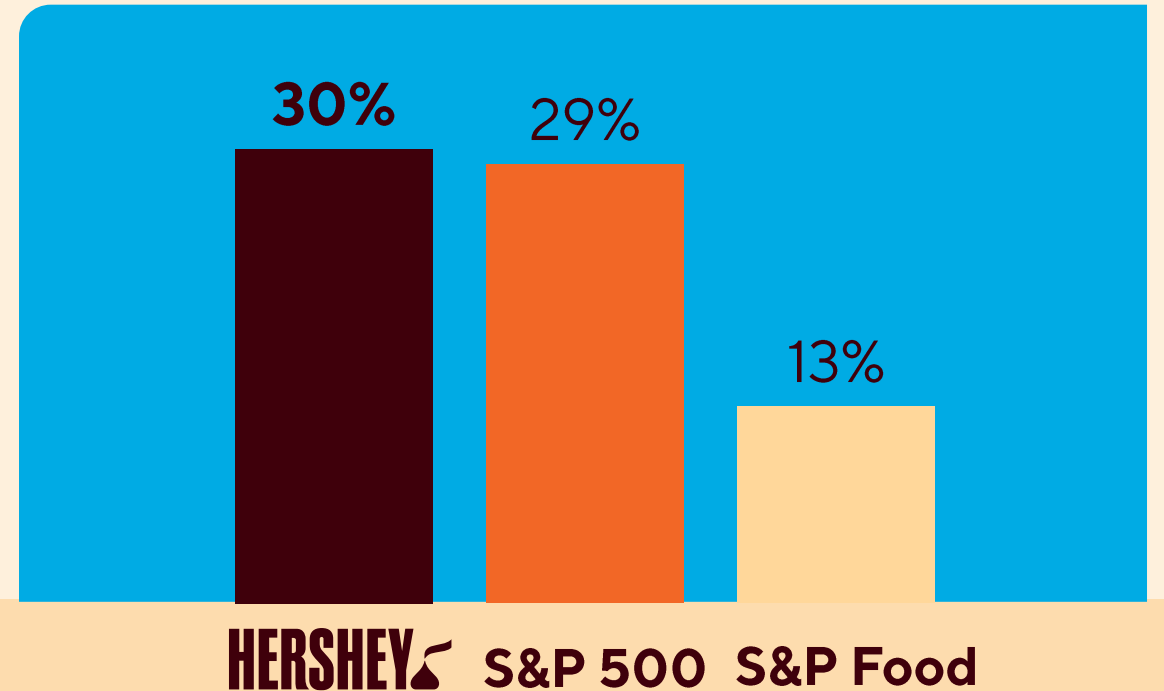
Strong shareholder returns

Annualized Total Shareholder Return

10-Year



1-Year



Confidence in Long-term Growth



**Balanced
innovation**



**Enhanced price-pack
architecture**



**More diversification
in high-growth
segments**



**Supply chain scale
and adaptability**



**Investment in people,
capabilities, and
technology**

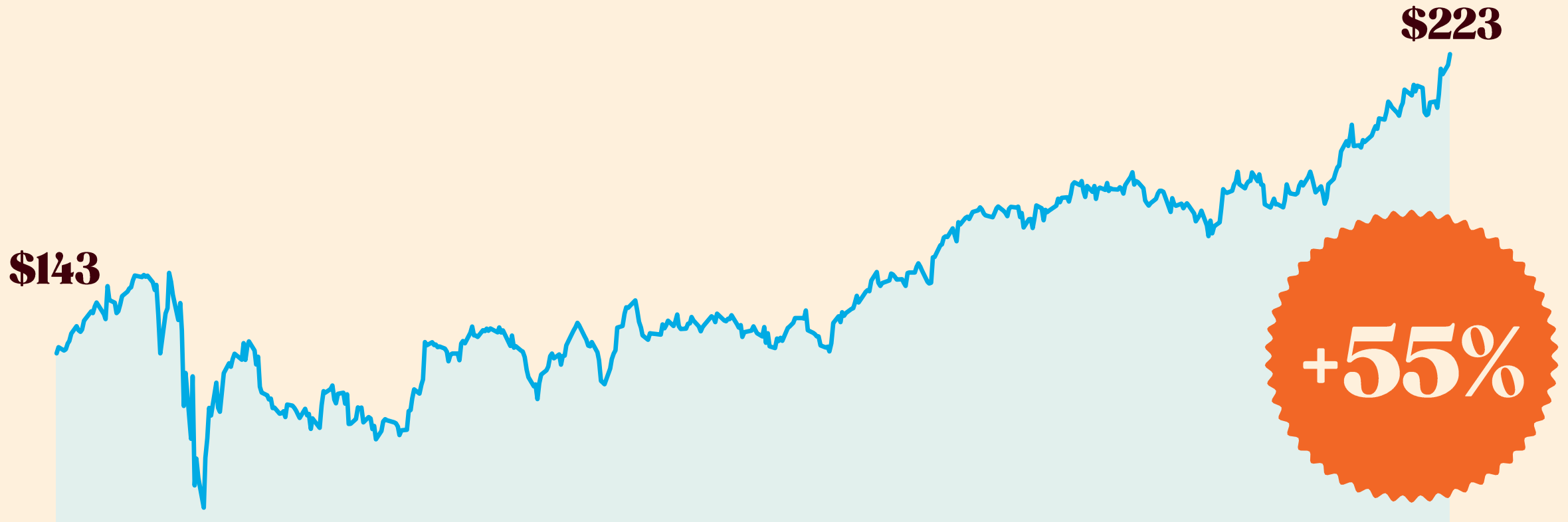
2-4%

Net Sales Growth

6-8%

Adj. EPS Growth

Achieving an All-Time High Stock Price this Year



Jan '20

May '22



Stock price reflects adjusted market closing price on Thursday, May 12th
Source: Factset

today's agenda

Welcome

Items of Business

Business Review

Question & Answer



Voting Results

Question & Answer

The background is a light beige color with various decorative elements. There are several dark purple, irregular shapes scattered across the right side. Two purple, wrapped candy-like shapes are positioned in the middle-right area. An orange speech bubble icon with three white dots is located near the top center. There are also some white, cloud-like shapes at the bottom and top right corners.

Keep Questions Brief | Limit to One Topic

* All questions and answers will be posted to the Investor Relations website on May 24th, including those we were unable to address during the live meeting.

today's agenda

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Voting Results 

HERSHEY 

The background is a solid light orange color. It is decorated with numerous white, stylized shapes that resemble candy wrappers or pieces of paper. These shapes are scattered across the page, including some with scalloped edges and others with simple, rounded forms.

Appendix

Reconciliation of GAAP and Non-GAAP Information

For the quarter ended April 3,

2022

In millions of dollars except per share amounts	<u>Gross Profit</u>	<u>Operating Profit</u>	<u>Interest Expense, net</u>	<u>Net Income</u>	<u>Income Per Share-Diluted</u>
GAAP results	\$ 1,245.5	\$ 721.0	\$ 677.4	\$ 533.5	\$ 2.57
Adjustments:					
Derivative mark-to-market gains	(27.4)	(27.4)	--	(20.9)	(0.13)
Business realignment activities	--	1.3	--	1.0	--
Acquisition-related costs	3.4	13.0	--	9.9	0.07
Tax effect of all adjustments reflected above	--	--	--	-	0.02
Non-GAAP results	\$ 1,221.5	\$ 707.9	\$ 677.4	\$ 523.5	\$ 2.53

For the quarter ended April 3,

2022

As reported operating profit margin	27.0%
Non-GAAP operating profit margin (1)	26.6%

(1) Calculated as non-GAAP operating profit as a percentage of net sales for the period presented.

Reconciliation of GAAP and Non-GAAP Information

For the quarter ended April 4,

2021

In millions of dollars except per share amounts	<u>Gross Profit</u>	<u>Operating Profit</u>	<u>Interest Expense, net</u>	<u>Net Income</u>	<u>Income Per Share-Diluted</u>
GAAP results	\$ 1,049.0	\$ 553.0	\$ 514.2	\$ 395.8	\$ 1.90
Adjustments:					
Derivative mark-to-market gains	(2.3)	(2.3)	--	--	(0.01)
Business realignment activities	4.0	6.9	--	5.7	0.04
Acquisition-related costs	--	0.2	--	0.1	--
Noncontrolling interest share of business realignment and impairment charges	--	--	--	1.1	0.01
Other miscellaneous benefits	--	(2.2)	--	(2.2)	(0.01)
Tax effect of all adjustments reflected above	--	--	--	--	(0.01)
Non-GAAP results	\$ 1,050.7	\$ 555.7	\$ 514.2	\$ 400.5	\$ 1.92

For the quarter ended April 4,

2021

As reported operating profit margin	24.1%
Non-GAAP operating profit margin (1)	24.2%

(1) Calculated as non-GAAP operating profit as a percentage of net sales for the period presented.

Reconciliation of GAAP and Non-GAAP Information

<u>For the year ended December 31,</u>	<u>2021</u>				
In millions of dollars except per share amounts	<u>Gross Profit</u>	<u>Operating Profit</u>	<u>Interest Expense, net</u>	<u>Net Income</u>	<u>Income Per Share-Diluted</u>
GAAP results	\$ 4,048.6	\$ 2,043.7	\$ 127.4	\$ 1,477.5	\$ 7.11
Adjustments:					
Derivative mark-to-market gains	(24.4)	(24.4)	--	(15.2)	(0.12)
Business realignment activities	5.2	16.6	--	13.5	0.09
Acquisition-related costs	2.7	33.1	--	25.5	0.16
Noncontrolling interest share of business realignment and impairment charges	--	--	--	5.3	0.03
Other miscellaneous benefits	--	(15.2)	--	(13.7)	(0.07)
Tax effect of all adjustments reflected above	--	--	--	--	(0.01)
Non-GAAP results	\$ 4,032.1	\$ 2,053.9	\$ 127.4	\$ 1,492.8	\$ 7.19

<u>For the year ended December 31,</u>	<u>2021</u>
As reported operating profit margin	22.8%
Non-GAAP operating profit margin (1)	22.9%

(1) Calculated as non-GAAP operating profit as a percentage of net sales for the period presented.

Reconciliation of GAAP and Non-GAAP Information

For the year ended December 31,

2020

In millions of dollars except per share amounts	<u>Gross Profit</u>	<u>Operating Profit</u>	<u>Interest Expense, net</u>	<u>Net Income</u>	<u>Income Per Share-Diluted</u>
GAAP results	\$ 3,701.3	\$ 1,782.7	\$ 149.4	\$ 1,278.7	\$ 6.11
Adjustments:					
Derivative mark-to-market losses	6.4	6.4	--	5.1	0.03
Business realignment activities	2.2	31.5	--	24.0	0.15
Acquisition-related costs	--	3.6	--	2.8	0.03
Pension settlement charges relating to Company-directed initiatives	--	--	--	2.6	0.02
Long-lived asset impairment charges	--	9.1	--	8.8	0.04
Noncontrolling interest share of business realignment and impairment charges	--	--	--	(3.4)	(0.02)
Other miscellaneous benefits	--	(3.2)	--	(2.4)	(0.01)
Tax effect of all adjustments reflected above	--	--	--	--	(0.06)
Non-GAAP results	\$ 3,709.9	\$ 1,830.2	\$ 149.4	\$ 1,316.2	\$ 6.29

For the year ended December 31,

2020

As reported operating profit margin	21.9%
Non-GAAP operating profit margin (1)	22.5%

(1) Calculated as non-GAAP operating profit as a percentage of net sales for the period presented.